



**Kong Sun Holdings Limited**

Stock Code: 295

# ANNUAL REPORT 2020





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## CORPORATE INFORMATION

### EXECUTIVE DIRECTORS

Mr. Jin Yanbing (*Chairman*)  
Mr. Qin Hongfu (*appointed on 4 June 2020*)  
Mr. Deng Chengli (*resigned on 4 June 2020*)

### NON-EXECUTIVE DIRECTORS

Mr. Jiang Hengwen  
Mr. Wang Ke (*resigned on 4 June 2020*)  
Mr. Wu Tak Kong (*resigned on 4 June 2020*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lang Wangkai (*appointed on 4 June 2020*)  
Ms. Wu Wennan  
Mr. Xu Xiang (*appointed on 1 March 2021*)  
Mr. Miu Hon Kit (*resigned on 14 May 2020*)  
Mr. Chen Kin Shing (*resigned on 4 June 2020*)  
Ms. Wang Fang (*resigned on 1 March 2021*)

### AUDIT COMMITTEE

Ms. Wu Wennan (*Chairman*) (*appointed on 14 May 2020*)  
Mr. Lang Wangkai (*appointed on 4 June 2020*)  
Mr. Xu Xiang (*appointed on 1 March 2021*)  
Mr. Miu Hon Kit (*resigned on 14 May 2020*)  
Mr. Chen Kin Shing (*resigned on 4 June 2020*)  
Ms. Wang Fang (*resigned on 1 March 2021*)

### NOMINATION COMMITTEE

Mr. Lang Wangkai (*Chairman*) (*appointed on 4 June 2020*)  
Mr. Jin Yanbing  
Ms. Wu Wennan (*appointed on 4 June 2020*)  
Mr. Xu Xiang (*appointed on 1 March 2021*)  
Mr. Miu Hon Kit (*resigned on 14 May 2020*)  
Mr. Chen Kin Shing (*resigned on 4 June 2020*)  
Ms. Wang Fang (*resigned on 1 March 2021*)

### REMUNERATION COMMITTEE

Mr. Xu Xiang (*Chairman*) (*appointed on 1 March 2021*)  
Mr. Jin Yanbing  
Mr. Lang Wangkai (*appointed on 4 June 2020*)  
Ms. Wu Wennan (*appointed on 4 June 2020*)  
Mr. Miu Hon Kit (*resigned on 14 May 2020*)  
Mr. Chen Kin Shing (*resigned on 4 June 2020*)  
Ms. Wang Fang (*resigned on 1 March 2021*)

### REGISTERED OFFICE

Unit 803-4, 8/F  
Everbright Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

## CORPORATE INFORMATION *(continued)*

### SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### COMPANY SECRETARY

Mr. Ching Kin Wai (*appointed on 24 July 2020*)  
Mr. Chen Cong (*resigned on 24 July 2020*)

### AUTHORISED REPRESENTATIVES

Mr. Jin Yanbing  
Mr. Ching Kin Wai (*appointed on 24 July 2020*)  
Mr. Chen Cong (*resigned on 24 July 2020*)

### AUDITOR

BDO Limited

### LEGAL ADVISER AS TO HONG KONG LAWS

Sidley Austin

### STOCK CODE

295

### CONTACT INFORMATION

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### INVESTOR RELATIONS

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## CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors (the "Board"), I hereby present the results of Kong Sun Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2020.

In 2020, China gained an additional 48.2 million kilowatts ("KW") of installed capacity of the solar power generation industry, the accumulated installed capacity reached 253 million KW, with an annual power generation capacity of 260.5 billion kilowatt-hour ("KWh"), thus maintained a positive growth trend. The Ministry of Finance, the National Development and Reform Commission and the National Energy Administration issued a series of policy documents, including "Opinions on Promoting the Healthy Development of Non-Hydro Renewable Power Generation" and "Measures for Managing Additional Funds for Renewable Energy Electricity Prices", to optimize the subsidy payment process and simplify the management of the catalogue system, so as to continue to encourage and support the stable development of the solar power industry. In 2020, the Group had 13 solar power generation projects with a total installed capacity of 560.65 megawatt ("MW") were included in the subsidy catalogue.

## CHAIRMAN'S STATEMENT *(continued)*

In 2020, the Group overcame the negative impact of the novel coronavirus pandemic, adopted a steady and pragmatic business strategy, and continued to enhance the efficiency of power stations, while actively adjusted its asset structure and explored business transformation opportunities to effectively lower its gearing ratio and operating expenses. The Group has 32 grid-connected solar power plants in Shaanxi, Xinjiang, Gansu, Anhui, Zhejiang, Hebei, Shandong, Inner Mongolia, Hubei, Henan, Shanxi and Qinghai in China. As at 31 December 2020, the Group had a total installed capacity of 1,178.8 MW, with a total annual power generation capacity of approximately 1,815,522 megawatt-hours ("MWh") in 2020, representing an increase of approximately 5.9% as compared to the volume of electricity generated from the corresponding power plants in 2019. Meanwhile, the Group actively expanded its solar power generation, its wind power plant operation as well as its maintenance services business, and continued to develop its financial technology business such as the Internet microfinance loans, while persisted to explore other investment opportunities in the clean energy industry. In 2020, the Group recorded a revenue of RMB1,478 million and a gross profit of RMB921 million.

In the future, with focuses on clean energy, the Group will continue to optimize the structure of its solar power generation assets, enhance the efficiency of equipment in power plants, improve the efficiency of its power station equipment, and accelerate its pace in shifting to an asset-light model. We will enhance our business efficiency through the industrial and financial capital integration, and promote the development of green and low-carbon energy in China, thus contributing to environmental protection.

Finally, I would like to take this opportunity to express my gratitude to our shareholders, customers and suppliers for their continuous support and trust; and to all of our Directors, management team and staff of the Group for their contribution to the Group. The Group will continue its business development with a view to maximising overall return for its shareholders.

**Jin Yanbing**

*Chairman*

Hong Kong, 30 March 2021



## FINANCIAL HIGHLIGHTS

	2020 RMB'000	2019 RMB'000
Revenue	<b>1,478,209</b>	2,079,704
Gross Profit	<b>921,248</b>	1,097,739
Loss for the year	<b>(625,734)</b>	(698,721)
Loss per share attributable to owners of the Company for the year		
— Basic (RMB cents)	<b>(4.19)</b>	(4.67)
— Diluted (RMB cents)	<b>(4.19)</b>	(4.67)
Total non-current assets	<b>7,197,421</b>	11,250,539
Total current assets	<b>7,105,897</b>	7,421,546
Total assets	<b>14,303,318</b>	18,672,085
Total non-current liabilities	<b>3,912,051</b>	8,769,194
Total current liabilities	<b>5,688,459</b>	4,409,592
Total liabilities	<b>9,600,510</b>	13,178,786
NET ASSETS	<b>4,702,808</b>	5,493,299

# **MANAGEMENT DISCUSSION & ANALYSIS**





## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### BUSINESS REVIEW

The Company is an investment holding company with its subsidiaries mainly engaged in investment in and the operation of solar power plants, provision of solar power plant operation and maintenance services, provision of financial services, trading of liquefied natural gas ("LNG") and asset management.

### SOLAR POWER PLANTS BUSINESS

During the year ended 31 December 2020, the Group continued its investment in and development of solar power plants in the People's Republic of China (the "PRC"). As at 31 December 2020, the Group had a total of 1,178.8 MW completed solar power plants as follows:

#### Completed solar power plants

PRC Province	Number of solar power plants as at 31 December 2020	Capacity of solar power plants
Xinjiang	7	140.0 MW
Gansu	6	189.0 MW
Shaanxi	5	440.0 MW
Inner Mongolia	1	10.0 MW
Shanxi	1	20.0 MW
Hebei	2	50.0 MW
Henan	2	120.0 MW
Shandong	1	20.0 MW
Anhui	4	120.0 MW
Zhejiang	1	19.8 MW
Hubei	1	30.0 MW
Qinghai	1	20.0 MW
<b>Total</b>	<b>32</b>	<b>1,178.8 MW</b>

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### SOLAR POWER PLANTS BUSINESS (continued)

As at 31 December 2020, the Group had the following wholly-owned, ground-mounted solar power plant under construction:

#### Solar power plant under construction

	Number of solar power plants as at 31 December 2020	Capacity of solar power plants
<b>PRC Province</b>		
Anhui	1	20.0 MW

### PROVISION OF FINANCIAL SERVICES

The revenue arising from the provision of financial services decreased by approximately 5.3% from approximately RMB39,385,000 for the year ended 31 December 2019 to approximately RMB37,304,000 for the year ended 31 December 2020.

### TRADING OF LIQUEFIED NATURAL GAS

The revenue arising from the trading of LNG decreased by approximately 86.4% from approximately RMB326,330,000 for the year ended 31 December 2019 to approximately RMB44,377,000 for the year ended 31 December 2020. The decrease is mainly due to city lockdowns and suspension of work, production and transportation in most regions in the PRC due to the outbreak of the novel coronavirus pneumonia starting in the first half of 2020. With the decrease in business in trading of LNG, the Group plans to allocate the resources to other segments.

### SECURITIES INVESTMENT

As at 31 December 2020, the Group managed a portfolio of investments in capital markets with fair value of approximately RMB16,921,000 (2019: RMB28,198,000). The portfolio of investments managed by the Group consists of investment in one (2019: one) listed equity in Hong Kong. The Group will remain watchful on market developments and will continue to be prudent in managing its investment portfolio with a continuing focus on improving overall assets quality. For the year ended 31 December 2020, the Group had recorded unrealised losses on fair value changes of financial assets measured at fair value through profit or loss which amounted to approximately RMB3,883,000 (2019: RMB9,239,000). During the year ended 31 December 2020, the Group disposed of approximately 16.7% of its listed equity investment at a cash consideration of approximately RMB3,630,000 (2019: RMB43,034,000) and resulting in net realised loss on disposal of financial assets measured at fair value through profit or loss amounted to approximately RMB2,602,000 (2019: RMB1,553,000). For further details, please refer to the paragraph headed "Results of Operations — Financial Assets Measured at Fair Value through Profit or Loss" in this report.





## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### RESULTS OF OPERATIONS

#### Revenue

The revenue of the Group decreased by approximately 28.9% from approximately RMB2,079,704,000 for the year ended 31 December 2019 to approximately RMB1,478,209,000 for the year ended 31 December 2020. The decrease was primarily due to the decrease in revenue from sales of electricity and trading of LNG.

#### Revenue from sales of electricity and provision of solar power plant operation and maintenance services

The Group's revenue from sales of electricity decreased by approximately 18.8% from approximately RMB1,693,916,000 for the year ended 31 December 2019 to approximately RMB1,375,490,000 for the year ended 31 December 2020 due to the decrease in aggregate volume of electricity generated by the Group's grid-connected solar power plants with the disposal of subsidiaries. The solar power plants owned by the Group have generated electricity in an aggregate volume of 1,815,522 MWh for the year ended 31 December 2020, representing a decrease of approximately 17.3% as compared to 2,195,435 MWh for year ended 31 December 2019.

The Group's revenue from provision of solar power plant operation and maintenance services increased by approximately 4.8% from approximately RMB20,070,000 for the year ended 31 December 2019 to approximately RMB21,038,000 for the year ended 31 December 2020 mainly due to the start of certain solar power plant operation and maintenance services contracts.

#### Revenue from provision of financial services

The Groups' revenue arising from the provision of financial services decreased by approximately 5.3% from approximately RMB39,385,000 for the year ended 31 December 2019 to approximately RMB37,304,000 for the year ended 31 December 2020.

#### Revenue from trading of liquefied natural gas

The Group's revenue arising from trading of LNG decreased by approximately 86.4% from approximately RMB326,333,000 for the year ended 31 December 2019 to approximately RMB44,377,000 for the year ended 31 December 2020. The decrease is mainly due to city lockdowns and suspension of work, production and transportation in most regions in the PRC due to the outbreak of the novel coronavirus pneumonia starting in the first half of 2020. With the decrease in business in trading of LNG, the Group plans to allocate the resources to other segments.

#### Gross profit and gross profit margin

The gross profit of the Group decreased by approximately 16.1% from approximately RMB1,097,739,000 for the year ended 31 December 2019 to approximately RMB921,248,000 for the year ended 31 December 2020. The gross profit margin of the Group increased from approximately 52.8% for the year ended 31 December 2019 to approximately 62.3% for the year ended 31 December 2020 mainly due to decrease in revenue from trading of liquefied natural gas, which has a lower gross profit margin than the business segment of solar power plants.

#### Other gains, net

The other gains, net of the Group increased by approximately 290.9% from approximately RMB4,656,000 for the year ended 31 December 2019 to approximately RMB18,202,000 for the year ended 31 December 2020. The increase are mainly due to (i) the decrease in net unrealised losses on fair values changes on financial assets measured at fair value through profit or loss of approximately RMB5,356,000; (ii) the increase in rental income of approximately RMB5,925,000; and (iii) the increase in gain on lease modification of approximately RMB2,834,000.

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### RESULTS OF OPERATIONS (continued)

#### Administrative expenses

Administrative expenses of the Group decreased by approximately 19.0% from approximately RMB366,869,000 for the year ended 31 December 2019 to approximately RMB297,030,000 for the year ended 31 December 2020. The decrease was mainly attributable to a decrease in total employee benefit expenses of approximately RMB50,570,000 during the year ended 31 December 2020.

#### Losses on disposal of subsidiaries, net

During the year ended 31 December 2020, the Group disposed of certain subsidiaries and recorded net losses on disposal of subsidiaries of approximately RMB182,220,000 (2019: RMB66,618,000). For details, please refer to note 44 to the financial statements in this report.

#### Impairment losses on a disposal group classified as held for sale

On 22 October 2020, the Group entered into sale and purchase agreements with an independent third party to dispose the entire equity interests in 平山縣天匯能源科技有限公司 (Pingshan Tianhui Energy Technology Co., Ltd.\*) ("Tianhui") and 德州市陵城區乾超兄弟能源科技有限公司 (Dezhou City Lingcheng District Qianchao Brothers Energy Technology Co., Ltd.\*) ("Qianchao Brothers") for a total equity consideration of approximately RMB60,176,000.

On 4 December 2020, the Group entered into a sale and purchase agreement with the same independent third party to dispose the entire equity interest in 榆林市江山永宸新能源有限公司 (Yulin City Jiangshan Yongchen New Energy Limited\*) ("Yongchen") for an equity consideration of approximately RMB1,177,829,000.

On 14 December 2020, the Group entered into a sale and purchase agreement with another independent third party to dispose the entire equity interest in 玉門市永聯科技新能源開發有限公司 (Yumen Yonglian Technology New Energy Development Co., Ltd.\*) ("Yumen") for an equity consideration of approximately RMB33,580,000.

An impairment loss of approximately RMB160,650,000, representing the sale proceeds less the carrying amount of the net assets of Tianhui, Qianchao Brothers, Yongchen and Yumen as at 31 December 2020, was charged to profit or loss during the year ended 31 December 2020.

#### Impairment losses on solar power plants under construction

During the year ended 31 December 2020, impairment losses of approximately RMB84,445,000 (2019: RMB43,735,000) on a solar power plant under construction was recognised as the approval from the relevant government authority was not granted eventually, resulting in the demolition of the solar power plant.

#### Impairment losses on trade and other receivables, net

During the year ended 31 December 2020, impairment losses of approximately RMB78,429,000 (2019: RMB77,113,000) on trade and other receivables, net was recorded based on the lifetime expected credit losses.

#### Finance costs

Finance costs of the Group decreased by approximately 17.6% from approximately RMB892,236,000 for the year ended 31 December 2019 to approximately RMB735,344,000 for the year ended 31 December 2020. As the Group's loans and borrowings decreased during the year ended 31 December 2020, the finance costs related to the borrowings also decreased.





## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### RESULTS OF OPERATIONS (continued)

#### Solar power plants

As at 31 December 2020, the Group had a net carrying amount of approximately RMB5,346,495,000 (2019: RMB8,626,215,000) and approximately RMB11,909,000 (2019: RMB121,270,000) in completed solar power plants and solar power plants under construction, respectively. As at 31 December 2020, the Group had a total of 1,178.8 MW (2019: 1,629.3 MW) installed capacity of completed solar power plants.

#### Interest in associates

As at 31 December 2020, the net carrying amount of associates was approximately RMB227,984,000 (2019: RMB226,691,000).

As at 31 December 2019, the Group executed guarantees with respect to loans of approximately RMB24,925,000 granted by independent third parties to Kong Sun Baoyuan, under which the Group was liable to pay the proportionate share if independent third parties are unable to recover the loan from Kong Sun Baoyuan. As at 31 December 2020, Kong Sun Baoyuan fully repaid such loans to independent third parties and the guarantees were released accordingly.

#### Goodwill

As at 31 December 2020, the Group had a total amount of approximately RMB29,622,000 (2019: RMB96,930,000) in respect of goodwill on the acquisition of subsidiaries in previous years. The decrease is mainly contributed by the disposals of subsidiaries during the year ended 31 December 2020.

#### Right-of-use Assets

As at 31 December 2020, the right-of-use assets amounted to approximately RMB274,361,000 (2019: RMB409,133,000). The decrease is mainly contributed by the disposals of subsidiaries during the year ended 31 December 2020.

#### Financial assets measured of fair value through other comprehensive income

Financial assets measured of fair value through other comprehensive income decreased by approximately 26.3% from approximately RMB1,729,091,000 as at 31 December 2019 to approximately RMB1,275,156,000 as at 31 December 2020. The decrease is mainly due to (i) the fair value loss amounted to approximately RMB184,365,000; and (ii) the return of capital from 蘇州君盛晶石股權投資合夥企業 (有限合夥) (Suzhou Junsheng Jingshi Equity Investment Partnership (Limited Partnership)\*) amounted to RMB270,000,000 during the year ended 31 December 2020. The investments are held for long-term investment purpose and hence are classified as financial assets measured at fair value through other comprehensive income in the consolidated statement of financial position. For details, please refer to note 22 to the financial statements in this report.

#### Financial assets measured of fair value through profit or loss

As at 31 December 2020, the Group had financial assets measured at fair value through profit or loss with market value of approximately RMB16,921,000 (2019: RMB28,198,000), representing approximately 0.1% (2019: 0.2%) of the total assets of the Group as at 31 December 2020. The portfolio of investments managed by the Group consists of investment in one (2019: one) listed equity in Hong Kong. The Group held approximately 0.1% (2019: 0.1%) shareholding in the listed equity as at 31 December 2020. During the year ended 31 December 2020, the Group had recorded unrealised loss on fair value changes of financial assets measured at fair value through profit or loss which amounted to approximately RMB3,883,000 (2019: RMB9,239,000). During the year ended 31 December 2020, the Group disposed of approximately 16.7% of its listed equity investment at a cash consideration of approximately RMB3,630,000 (2019: RMB43,034,000) and resulting in net realised losses on disposal of financial assets measured at fair value through profit or loss amounted to approximately RMB2,602,000 (2019: RMB1,553,000).

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### RESULTS OF OPERATIONS (continued)

#### Trade, bills and other receivables

Trade, bills and other receivables decreased by approximately 17.0% from approximately RMB4,292,131,000 as at 31 December 2019 to approximately RMB3,561,766,000 as at 31 December 2020. The decrease was mainly due to the reclassification of approximately RMB1,057,105,000 to disposal group classified as held for sale upon the entering into the sale and purchase agreements with independent third parties for the disposals of the subsidiaries on 22 October 2020, 4 December 2020 and 14 December 2020, respectively.

#### Structured bank deposits

As at 31 December 2020, the Group placed approximately RMB4,230,000 (2019: RMB4,230,000) structured bank deposits with a bank in the PRC to earn a guaranteed and capital-protected return by making good use of the idle cash of the Group.

#### Trade and Other Payables

Trade and other payables decreased by approximately 36.5% from approximately RMB1,669,254,000 as at 31 December 2019 to approximately RMB1,060,610,000 as at 31 December 2020. The balance mainly comprised payables to suppliers of solar modules and equipment and Engineering Procurement Construction contractors for purchase of solar modules and equipment and construction costs of solar power plants. Due to the settlement of construction costs after the completion of substantial solar power plants construction work in recent years, trade payables, which was mainly related to construction costs of solar power plants, have decreased by approximately 72.2% from approximately RMB1,042,309,000 as at 31 December 2019 to approximately RMB289,306,000 as at 31 December 2020.

#### Liquidity and Capital Resources

As at 31 December 2020, cash and cash equivalents of the Group was approximately RMB168,947,000 (2019: RMB194,156,000), which included an amount of bank balances of approximately RMB167,743,000 (2019: RMB190,959,000) denominated in RMB placed with banks in the PRC. The remaining balance of the Group's cash and cash equivalents consisted primarily of cash on hand and bank balances which were primarily denominated in Hong Kong dollar and placed with banks in Hong Kong.

As at 31 December 2020, the Group's net debt ratio, which was calculated by the total loans and borrowings and corporate bonds minus total cash and cash equivalents and structured bank deposits, over total equity, was approximately 1.36 (2019: 1.78).

#### Capital Expenditure

During the year ended 31 December 2020, the Group's total expenditure in respect of property, plant and equipment and solar power plants amounted to approximately RMB1,869,000 (2019: RMB19,333,000) and approximately RMB26,149,000 (2019: RMB67,807,000), respectively.

#### Loans and Borrowings

As at 31 December 2020, the Group's total loans and borrowings was approximately RMB6,285,578,000 representing a decrease of approximately 35.0% compared to approximately RMB9,670,077,000 as at 31 December 2019. The decrease in the Group's total loans and borrowings was mainly due to disposal of subsidiaries, in which the loans and borrowings of these subsidiaries will be excluded from the Group upon their disposals. All the loans and borrowings of the Group were denominated in RMB, the functional currency of the Company's major subsidiaries in the PRC. As at 31 December 2020, loans and borrowings of approximately RMB4,407,500,000 (2019: RMB5,033,500,000) and approximately RMB1,878,078,000 (2019: RMB4,636,577,000) bear fixed interest rate and floating interest rate, respectively.



## MANAGEMENT DISCUSSION AND ANALYSIS (*continued*)

### RESULTS OF OPERATIONS (*continued*)

#### Loans and Borrowings (*continued*)

As at 31 December 2020, out of the total borrowings, approximately RMB2,576,645,000 (2019: RMB1,370,428,000) was repayable within one year and approximately RMB3,708,933,000 (2019: RMB8,299,649,000) was repayable after one year. For details, please refer to note 30 to the financial statements in this report.

#### Corporate bonds

As at 31 December 2020, corporate bonds denominated in Hong Kong dollar with an aggregate principal amount of HK\$336,500,000 (equivalent to approximately RMB283,212,000) (2019: HK\$343,500,000 (equivalent to approximately RMB307,700,000)) remained outstanding with certain independent third parties. The corporate bonds bear interest rates ranging from 3% to 7% (2019: 3% to 7%) per annum, and will mature on the date immediately following 3 to 96 months (2019: 6 to 96 months) after their issuance.

During the year ended 31 December 2020, the Group issued corporate bonds with an aggregate principal amount of HK\$13,500,000 (equivalent to approximately RMB12,005,000) (2019: HK\$64,000,000 (equivalent to approximately RMB56,353,000)) to certain independent third parties, the net proceeds of the issued corporate bonds received by the Company were approximately HK\$12,492,000 (equivalent to approximately RMB11,110,000) (2019: HK\$57,761,000 (equivalent to approximately RMB50,860,000)), with total issue cost amounting to approximately HK\$1,008,000 (equivalent to approximately RMB895,000) (2019: HK\$6,239,000 (equivalent to approximately RMB5,493,000)).

During the year ended 31 December 2020, the Group repaid HK\$20,500,000 (equivalent to approximately RMB18,231,000) (2019: HK\$64,500,000 (equivalent to approximately RMB56,794,000)) in aggregate principal amount of the corporate bonds.

The corporate bonds are measured at amortised cost using effective interest method by applying an effective interest rate ranging from 10.40% to 14.56% (2019: 10.40% to 14.56%) per annum. Imputed interest of approximately HK\$33,401,000 (equivalent to approximately RMB29,704,000) (2019: HK\$31,013,000 (equivalent to approximately RMB27,308,000)) (note 13 to the financial statements in this report) in respect of the corporate bonds was recognised in profit or loss during the year ended 31 December 2020.

#### Lease Liabilities

As at 31 December 2020, the lease liabilities amounted to approximately RMB182,228,000 (2019: RMB214,330,000). The decrease is mainly contributed by the disposals of subsidiaries during the year ended 31 December 2020.

#### Foreign Exchange Risk

The Group primarily operates its business in the PRC and during the year ended 31 December 2020, the Group's revenue were primarily denominated in RMB, being the functional currency of the Group's major operating subsidiaries. Accordingly, the Directors expect any future exchange rate fluctuation will not have any material effect on the Group's business. The Group did not use any financial instruments for hedging purpose, but will continue to monitor foreign exchange changes to best preserve the Group's cash value.



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### RESULTS OF OPERATIONS (continued)

#### Charge on Assets

As at 31 December 2020, the Group had charged solar power plants, trade receivables, right-of-use assets and unlisted equity investments with net book value of approximately RMB3,324,494,000 (2019: RMB6,413,341,000), approximately RMB1,190,157,000 (2019: RMB2,029,478,000), approximately RMB719,000 (2019: RMB756,000) and approximately RMB295,441,000 (2019: RMB438,840,000), respectively, to secure bank loans and other loans facilities granted to the Group.

Save as disclosed above and in note 30 to the financial statements in this report, during the year ended 31 December 2020, the Group has no other charges on assets.

#### Contingent Liabilities

The Group acquired equity interests of certain subsidiaries principally engaged in the development of solar power plant projects and the applications for the development of these solar power plant projects were actually made by their former shareholders. According to certain notices (the "Notices") issued by the State Energy Administration (國家能源局), the Notices prohibit the original applicants who have obtained the approval documents from the government authorities for the solar power plants projects from transferring the equity interests of solar power plant projects before such solar power plants were connected to the power grid. Taking into consideration the legal opinion obtained from the Company's legal adviser as to PRC law, and given that the Group has obtained the preliminary approval from respective relevant government authorities to continue with the development of the solar power plants, the Company's legal adviser as to PRC law is of the view that the possibility for these subsidiaries to be fined or to face other adverse consequences imposed by the relevant government authorities is remote. Accordingly, the Directors consider there is no significant impact on the Group's control over these subsidiaries and the development of these solar power plants.

As at 31 December 2020, the Group had executed a guarantee with respect to a loan of approximately RMB205,168,000 granted by independent third parties to 靖邊縣智光新能源開發有限公司 (Jingbian Zhiguang New Energy Development Co., Ltd.), an indirect wholly-owned subsidiary of the Company before its disposal on 12 October 2020.

Save as disclosed above, during the year ended 31 December 2020, the Group has no other significant contingent liabilities.

#### Employees and Remuneration Policy

As at 31 December 2020, the Group had approximately 622 (2019: 614) employees in Hong Kong and the PRC. Compensation for the employees includes basic wages, variable wages, bonuses and other staff benefits. For the year ended 31 December 2020, the total employee benefit expenses (including directors' emoluments) were approximately RMB138,682,000 (2019: RMB185,597,000). For details, please refer to note 10 in the financial statements to this report. The remuneration policy of the Group is to provide remuneration packages, including basic salary and short-term bonuses, so as to attract and retain top quality staff. The remuneration committee of the Company reviews such packages annually, or when occasion requires.

The Company has also adopted a share option scheme on 22 July 2009 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Share Option Scheme expired on 21 July 2019 and no further options could thereafter be granted. Notwithstanding the expiry of the Share Option Scheme, the share options which had been granted during the life of the scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects its provisions shall remain in full force and effect.



## MANAGEMENT DISCUSSION AND ANALYSIS (*continued*)

### SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITION AND DISPOSAL

Save as disclosed in this report, the Group did not have any other significant investments, did not hold any significant investments in an investee company with a value of 5% more of the Company's total assets, other material acquisition or disposal during the year ended 31 December 2020, and there was no plan authorised by the Board for other material investments or additions of capital assets up to the date of this report.

### PROSPECT

In September 2020, the leaders of China announced the ambitious goal of “striving to peak carbon dioxide emissions by 2030 and achieving carbon neutrality by 2060”, and further announced in December that by 2030, China's non-fossil fuel energy will account for about 25% of primary energy consumption, while the total installed capacity of wind power and solar power will reach over 1,200 million KW. This will lay a solid foundation for the sustainable development of various clean energy industries in China, including the solar power industry.

The rapid growth of installed capacity of renewable energy power generation also provides an opportunity for the development of the business of providing operation and maintenance services at renewable energy power plants. As at the end of 2020, the installed capacity of renewable energy in China has reached 934 million KW, including 253 million KW of solar power installed capacity and 281 million KW of wind power installed capacity. The market for operation and maintenance services is promising.

Looking forward, grasping the historic opportunities in the clean energy industry, the Group will continue the strategies on the operation of solar power plants, optimise asset allocation efficiency, safeguard the Group's cash flow, and step up to improve the efficiency of the equipment at the power stations. We will continue to promote the development of green finance and inclusive finance businesses, and further explore other investment opportunities in the clean energy industry, so as to maximise the return of the assets and value for the shareholders.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

### Mr. Jin Yanbing

aged 42, was appointed as the Chairman of the board of Director and the Chief Executive Officer of the Company on 26 August 2019. Mr. Jin has been an executive Director and authorised representative of the Company since 13 April 2017. Mr. Jin joined the Group in March 2017 as the financial controller of a wholly-owned subsidiary of the Group. Mr. Jin has more than 18 years of operational management experience from his prior experience in operational management of large-scale enterprises. Mr. Jin also has experience in financial management, corporate financing, risk management and team management, and has participated in large-scale outbound merger and acquisition and has led the listing and privatisation of listed companies in Hong Kong. During the period from August 2002 till June 2003, Mr. Jin worked as a project manager in a local accounting firm in the PRC. From July 2003 till September 2004, Mr. Jin worked as an account manager in Lenovo Group Ltd. From September 2004 till January 2006, he worked as a business commissioner of the mobile communication division of Siemens Ltd., China. From January 2006 till September 2007, Mr. Jin worked as a business manager of the business management department of Flextronics China Electronics Co., Ltd. From October 2007 till March 2017, Mr. Jin worked in various positions in Aluminum Corporation of China (a key state-owned enterprise directly supervised by the central government) and its subsidiaries, including a project manager of the finance department, vice-manager of the finance department of the overseas arm and manager of the finance department, vice financial controller of the finance department and deputy director of the capital operations department. From March 2015 till May 2016, Mr. Jin acted as an executive director and chief financial officer of Chinalco Mining Corporation International, a company of which shares were previously listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and privatised since 14 March 2017. Mr. Jin obtained an undergraduate degree and a master's degree in accounting from Nankai University in July 1999 and July 2002, respectively.

### Mr. Qin Hongfu

aged 43, was appointed as an executive Director of the Company on 4 June 2020. Mr. Qin was appointed as the chief financial officer of the Company on 9 September 2019. Mr. Qin was the chief financial officer of Beijing Hongzhi Huitong Industrial Co., Ltd.\* (北京鴻智慧通實業有限公司) during the period from September 2016 to July 2019. Prior to that, Mr. Qin was the chief financial officer of Harbin Kechuang Xingye Investment Co., Ltd.\* (哈爾濱科創興業投資有限公司) during the period from September 2004 to August 2016. From July 2000 to August 2004, Mr. Qin was an accountant of Hebei Yongzhengde Accounting Firm\* (河北永正得會計師事務所). Mr. Qin was also a non-executive director as well as a member of the audit committee of the board of Harbin Bank Co., Ltd.\* (哈爾濱銀行股份有限公司) (Stock Code: 6138), a company listed on the Stock Exchange during the period from May 2011 to August 2016. Mr. Qin received a bachelor's degree in management from Shijiazhuang University of Economics\* (石家莊經濟學院) in June 2000 and is an accountant as accredited by the Ministry of Finance of the People's Republic of China\* (中華人民共和國財政部).





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

### NON-EXECUTIVE DIRECTOR

#### **Mr. Jiang Hengwen**

aged 52, was appointed as a non-executive Director of the Company on 26 August 2019. Mr. Jiang has extensive experience in overseas investment and finance and securities industries. Mr. Jiang served as the managing vice president of Hunan Youjin Business Consulting Co., Ltd.\* (湖南省優金商務諮詢有限公司), the senior analyst of the fund department of RBC Global Asset Management Inc. (加拿大皇家銀行全球資產管理公司)\* and the manager of the investment department of Hunan Jinfan Investment (Group) Co., Ltd.\* (湖南省金帆投資(集團)公司). Mr. Jiang obtained a bachelor's degree in international finance from the School of Banking and Finance, University of International Business and Economics\* (對外經濟貿易大學中國金融學院) in the PRC and a master degree from John Molson School of Business in Canada.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

#### **Mr. Lang Wangkai**

aged 56, was appointed as an independent non-executive Director of the Company on 4 June 2020. Mr. Lang has extensive experience in corporate management. He is the chairman of Beijing Zhengfengkai Environment Technology Development Co., Ltd.\* (北京正豐凱環保技術開發有限公司). He was the president of MMD Asia Pacific Ltd.\* (英邁特亞太有限公司), the general manager of Huatang Investment Co., Ltd.\* (華堂投資公司) and the senior consultant of international cooperation projects for World Bank Group and Asian Development Bank.

#### **Mr. Xu Xiang**

aged 29, was appointed as an independent non-executive Director of the Company on 1 March 2021. Mr. Xu obtained a bachelor's degree in accountancy in 2014 from the Inner Mongolia University of Finance and Economics in the PRC. Mr. Xu has extensive experience in financial management and investment. From 2018 to 2020, he worked as a financial consultant in Manpower Services (Hong Kong) Limited. He also worked as a finance manager in an information technology company in the PRC from 2014 to 2017.

#### **Ms. Wu Wennan**

aged 52, was appointed as an independent non-executive Director of the Company on 26 August 2019. Ms. Wu has extensive experience in the areas of accounting and financial management. She served as the chief financial officer of China Mengniu Dairy Company Limited (Stock Code: 2319) and China Huiyuan Juice Group Limited (Stock Code: 1886), both are listed on the Stock Exchange. Ms. Wu also served as the vice president of finance in AirNet Technology Inc. (Stock Code: AMCN), a company listed on NASDAQ. Before that, Ms. Wu worked at listed and unlisted companies in Hong Kong and the mainland China and accounting firm.

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

### SENIOR MANAGEMENT

#### **Mr. Ching Kin Wai**

aged 34, was appointed as the company secretary and the authorised representative of the Company on 24 July 2020. Mr. Ching joined the Group in November 2018 as the finance manager. Mr. Ching obtained his undergraduate degree in accountancy from City University of Hong Kong in 2009. Mr. Ching has over 10 years of professional experience in auditing and financial management. He has been a member of the Hong Kong Institute of Certified Public Accountants since July 2013.

There is no relationship (including financial, business, family or other material/relevant relationship) between any members of the Board, and no information relating to the Directors which is required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").



## DIRECTORS' REPORT

The Board is pleased to present the annual report and the audited financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2020.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are investment in and the operation of solar power plants, provision of solar power plant operation and maintenance services, provision of financial services, trading of liquefied natural gas and asset management.

### RESULTS AND DIVIDEND

The profit of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss on page 87.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020.

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

#### Dividend Policy

Declaration of dividend is subject to the discretion of the Board, taking into consideration of, among others, the following factors:

- (i) financial results;
- (ii) shareholders' interests;
- (iii) general business conditions and strategies;
- (iv) capital requirements;
- (v) taxation considerations;
- (vi) contractual, statutory and regulatory restriction, if any; and
- (vii) any other factors that the Board may deem relevant.

Subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the articles of association of the Company (the "Articles"), the Company may from time to time declare dividends to be paid to the members of the Company but no dividend shall be declared in excess of the amount recommended by the Board.

The Board may also from time to time pay to the members of the Company such interim dividends as appear to the Board to be justified by the position of the Company. In accordance with the Articles, dividends may be declared and paid out of the profits of the Company. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose for which the profits of the Company may be properly applied.

The Company does not have any pre-determined payout ratio.

Any amendments to this dividend policy must be approved by the Board.



## DIRECTORS' REPORT *(continued)*

### EVENTS AFTER REPORTING DATE

On 14 December 2020, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest in 玉門市永聯科技新能源開發有限公司 (Yumen Yonglian Technology New Energy Development Co., Ltd.\*) ("Yumen") for an equity consideration of RMB33,580,000. As at the date of this report, the transfer of entire equity interest in Yumen to the purchaser has been completed, Yumen ceased to be a wholly-owned subsidiary of the Company.

Save as disclosed above, there are no other material events affecting the Group which have occurred after 31 December 2020 and up to the date of this report.

### BUSINESS REVIEW

A review of the business of the Group during the year and a discussion of the Group's future business development are set out in the Chairman's Statement on pages 4 to 5 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the section headed "Management Discussion and Analysis" on pages 7 to 16 of this annual report. Particulars of important events affecting the Company that have occurred since the end of the financial year ended 31 December 2020 are set out in note 51 to the consolidated financial statements.

### ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to supporting the environmental sustainability. The Group is committed to maintaining sustainable working practises and pays close attention to ensure all resources are efficiently utilised. The Group strives to become an environmental-friendly corporation by saving electricity and encouraging recycling of office supplies and other materials.

During the year ended 31 December 2020, to the best knowledge of the Directors, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group. Further, any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

### RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, promotes diversity to its staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

The Group understands that it is important to maintain good relationship with customers and provide the products in a way that satisfy needs and requirements of the customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand for the products so that the Group can respond proactively. The Group has also established procedures in place for handling customers' complaints to ensure customers' complaints are dealt with in a prompt and timely manner.

The Group is also dedicated to develop good relationship with suppliers and contractors as long-term business partners to ensure stability of the Group's business.

### POSSIBLE RISKS AND UNCERTAINTIES FACING THE COMPANY

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

#### Policy risk

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

#### Grid curtailment risk

As impacted by economic slowdown, structural changes in the economy, and the implementation of energy conservation policy, China has experienced a mild rise in electricity consumption. With the growth in power generating capacity outpaced electricity consumption growth, it has led to utilisation decline for power generating capacity across the country since 2014. Although solar power has a higher dispatch priority over conventional power generation in China, given electricity generated from areas with rich solar energy resources cannot be fully consumed in the provinces, and the excess electricity cannot be transmitted to other regions with higher power demand given limited power transmission capacity, grid curtailment has become an issue with high degree of concern for solar power. In this regard, the Group mainly focuses on developing solar power projects in regions with well-developed inter-provincial power transmission network or with strong domestic power demand, hence, minimising grid curtailment risk.

#### Risk associated with tariff

Power tariff is one of the key earning drivers for the Company. Any adjustment in tariff might have an impact on the profitability of new solar power projects. Given China's NDRC targets to accelerate the technology development for solar power industry in order to bring down development costs, hence, lowering solar power tariff to the level of coal-fired power by near future, the government subsidy for solar power industry will finally be faded out. To minimise this risk, the Company will continue to expedite technology development and implement cost control measures in order to lower development and operating costs.

#### Business Risk

All of the operating assets of the Group are located in the PRC and the Group expects that a majority of the turnover will continue to be derived from the operations in the PRC. The results of operations and prospects are subject, to a significant degree, to economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, the growth rate, and government control of foreign exchange. The Group cannot predict whether changes in the PRC's political, economic and social conditions, laws, regulations and policies will have any material adverse effect on the current or future business, results of operation or financial condition of the Group.

## **DIRECTORS' REPORT** *(continued)*

### **POSSIBLE RISKS AND UNCERTAINTIES FACING THE COMPANY** *(continued)*

#### **Foreign Currency Risk**

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. Any depreciation of Renminbi would adversely affect the value of any dividends the Group pay to shareholders outside of the PRC. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value.

#### **Financial Risk**

The financial risk management of the Group are set out in note 49 to the consolidated financial statements.

### **FINANCIAL STATEMENTS**

The financial performance of the Group for the year ended 31 December 2020 and the financial position of the Group as at that date are set out on pages 87 to 90.

### **RESERVES**

Details of movements in the reserves of the Group during the year ended 31 December 2020 are set out on page 91.

### **DISTRIBUTABLE RESERVES**

At 31 December 2020 and 2019, the Company had no reserves available for distribution.

### **FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 202 of this annual report.

### **FIXED ASSETS**

Details of movements during the year ended 31 December 2020 in the property, plant and equipment, solar power plants, and right-of-use assets of the Group are set out in notes 17, 18 and 21 to the financial statements, respectively.

### **SHARE CAPITAL**

Changes in share capital of the Company for the year ended 31 December 2020 and as at that date are set out in note 33 to the financial statements.

### **CONNECTED TRANSACTION**

During the year ended 31 December 2020, there was no transaction which would need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.



### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of Hong Kong, which would oblige the Company to offer new shares to existing shareholders on a pro-rata basis.

### SHARE OPTION SCHEME

Pursuant to a resolution of the Company passed on 22 July 2009, the Company has adopted a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Share Option Scheme include employees or directors of the Company or the Group's holding companies or subsidiaries, advisers, consultants, agents, contractors, customers, suppliers or any entities in which the Group or its holding companies or subsidiaries holds any equity interest who has contribution to the Group.

Details and the major terms of the Share Option Scheme are as follows:

(i) **Purpose**

The purpose of the Share Option Scheme is to enable the Company to grant options to the participants in recognition of their contribution to the Group.

(ii) **Participants**

The Directors may offer to grant an option to any employee or director or the Group's holding companies or subsidiaries, adviser, consultant, agent, contractor, customer, supplier or any entity in which the Group or its holding companies or subsidiaries holds any equity interest who has contribution to the Group.

(iii) **Terms of options**

The share options granted under the Share Option Scheme are subject to such terms and conditions as may be determined by the Directors at their absolute discretion and specified in the offer of a share option, which terms and conditions may include (a) vesting conditions which must be satisfied before a share option holder's share option shall become vested and capable of being exercised; and (b) the Directors may, in its absolute discretion, specify performance conditions that must be achieved before a share option can be exercised and/or the minimum period for which a share option must be held before it can be exercised.

(iv) **Option price**

The option price will be determined by the Directors at their absolute discretion and notified to an option-holder. The minimum option price shall not be less than the highest of (a) the closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer of an option; (b) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer of an option; and (c) the nominal value of the shares of the Company, if applicable.

## DIRECTORS' REPORT *(continued)*

### SHARE OPTION SCHEME *(continued)*

#### (v) Maximum number of shares

##### (1) 10% Limit

- (a) The total numbers of shares which may be issued upon exercise of all options to be granted must not in aggregate exceed 10% of the aggregate of the shares of the Company in issue as at the date of adoption of the Share Option Scheme (i.e. 176,266,251 shares). Options lapsed in accordance with the terms of the Share Option Scheme and any other scheme will not be counted for the purpose of calculating the 10% limit in this paragraph.
- (b) With the approval of the shareholders of the Company in general meeting, the Directors may "refresh" the 10% limit under paragraph (a) (and may further refresh such limit in accordance with this paragraph) provided that the total number of shares of the Company which may be issued upon the exercise of all options to be granted under the limit as "refreshed" shall not exceed 10% of the shares in issue as at the date on which the shareholders approve the "refreshed" limit.

At the annual general meeting of the Company held on 11 April 2017, the scheme limit was refreshed pursuant to which Directors are authorised to grant options to eligible participants under the Share Option Scheme to subscribe for a maximum of 1,496,444,251 shares, being 10% of the shares in issue as at the date of the annual general meeting of the Company (i.e. 11 April 2017).

Options previously granted (including those outstanding, cancelled and lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for the purpose of calculating the limit as "refreshed".

- (c) Subject to the limits as stated elsewhere, the Directors may, with the approval of the shareholders, grant options in excess of the 10% limit to participants specifically identified before shareholders' approval is sought. In such situation, the Company will send a circular to the shareholders of the Company containing a generic description of the specified participants who may be granted such options, the number and terms of such options to be granted and the purpose of granting such options to the specified participants with an explanation of how the terms of the options will serve the purpose.

##### (2) 30% Limit

The total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme shall not exceed 30% of the shares of the Company in issue from time to time. No options may be granted under the Share Option Scheme if this will result in the limit being exceeded.

Following the expiry of the Share Option Scheme, no further share options could be granted thereunder. As at 31 December 2020, a total of 400,170,000 shares of the Company may be issued upon exercise of all options which had been granted and yet to be exercised under the Share Option Scheme, representing 2.67% of the total shares in issue.



## DIRECTORS' REPORT *(continued)*

### SHARE OPTION SCHEME *(continued)*

#### (vi) Maximum entitlement of each participant

Subject to other limits as otherwise stated, the Directors shall not grant any options to any participant which, if exercised, would result in such participant becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued or to be issued to him under all options granted to him (including those options exercised or outstanding) in any 12-month period exceed 1% of the shares of the Company in issue at such date. The Directors may grant options to any participant in excess of the individual limit of 1% in any 12-month period with the approval of the shareholders of the Company in general meeting with such participant and his/her associates abstaining from voting. A participant shall pay the Company HK\$1.00 for the grant of an option on acceptance of an offer within 21 days after the date of offer.

#### (vii) Time of exercise of options

An option under the Share Option Scheme which is vested and has not lapsed may be exercised at any time during such period notified by the Directors as not exceeding 10 years from the date on which a participant is offered such option. The exercise of options may also be subject to any conditions imposed by the Directors at the time of offer.

#### (viii) Term of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme (i.e. 21 July 2019), after which period no further options may be granted under the Share Option Scheme. The Directors may terminate the Share Option Scheme at any time and in such event no further options shall be granted under the Share Option Scheme but any options which have been granted but not yet exercised shall continue to be valid and exercisable.

The Share Option Scheme expired on 21 July 2019 and no further options could thereafter be granted. Notwithstanding the expiry of the Share Option Scheme, the share options which had been granted during the life of the scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects its provisions shall remain in full force and effect.



## DIRECTORS' REPORT *(continued)*

### SHARE OPTION SCHEME *(continued)*

The followings are details of the options granted (the "Granted Options") pursuant to the Share Option Scheme but not yet exercised as at 31 December 2020:

Number of share options									
Grantee(s)	Date of grant	As at 1 January 2020	Granted during the year	Cancelled during the year	Lapsed during the year	Exercised during the year	As at 31 December 2020	Exercise Price HK\$	Approximate % of shareholding upon fully exercise of share options (Note ii)
Executive Directors									
Jin Yanbing (Chairman)	3 April 2017	16,000,000	–	–	–	–	16,000,000	0.30	0.10%
	28 April 2017	5,670,000	–	–	–	–	5,670,000	0.41	0.04%
Deng Chengli (Note (iii))	3 April 2017	25,000,000	–	–	(25,000,000)	–	–	0.30	–
	28 April 2017	5,670,000	–	–	(5,670,000)	–	–	0.41	–
Independent non-executive Directors									
Wang Fang	28 April 2017	1,000,000	–	–	–	–	1,000,000	0.41	0.01%
Miu Hon Kit (Note (iv))	28 April 2017	1,000,000	–	–	(1,000,000)	–	–	0.41	–
Chen Kin Shing (Note (v))	28 April 2017	1,000,000	–	–	(1,000,000)	–	–	0.41	–
		55,340,000	–	–	(32,670,000)	–	22,670,000		0.15%
Other employees and consultants of the Group	3 April 2017	160,000,000	–	–	–	–	160,000,000	0.30	1.07%
	28 April 2017	217,500,000	–	–	–	–	217,500,000	0.41	1.45%
Total		432,840,000	–	–	(32,670,000)	–	400,170,000		2.67%

## DIRECTORS' REPORT (continued)

### SHARE OPTION SCHEME (continued)

Notes:

- (i) The closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet immediately before the date on which the outstanding options were granted were as follows:

Date of grant	Trading day immediately before the date of grant	Closing price per share immediately before the date of grant HK\$
3 April 2017	31 March 2017	0.285
28 April 2017	27 April 2017	0.345

- (ii) The percentage represents the number of underlying shares interested divided by the enlarged issue share capital of the Company as at 31 December 2020, assuming all the outstanding share options are exercised.
- (iii) Mr. Deng Chengli resigned as an executive Director on 4 June 2020.
- (iv) Mr. Miu Hon Kit resigned as an independent non-executive Directors on 14 May 2020.
- (v) Mr. Chen Kin Shing resigned as an independent non-executive Director on 4 June 2020.

The period within which the Granted Options could be exercised under the Share Option Scheme:

Exercise period	Number of options exercisable
From 1st anniversary of the date of grant to 2nd anniversary of the date of grant	Up to 25% of the total number of Granted Options
From 2nd anniversary of the date of grant to 3rd anniversary of the date of grant	Up to 25% of the total number of Granted Options
From 3rd anniversary of the date of grant to 4th anniversary of the date of grant	Up to 25% of the total number of Granted Options
From 4th anniversary of the date of grant to 5th anniversary of the date of grant	Up to 25% of the total number of Granted Options

### EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

## DIRECTORS' REPORT *(continued)*

### LOANS AND BORROWINGS AND CORPORATE BONDS

Particulars of loans and borrowings and corporate bonds of the Group as at 31 December 2020 are set out in notes 30 and 31 respectively to the consolidated financial statements.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the year ended 31 December 2020, neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### DIRECTORS

The Directors during the year and up to the date of this annual report were:

#### Executive Directors

Mr. Jin Yanbing (*Chairman*)

Mr. Qin Hongfu (*Appointed on 4 June 2020*)

Mr. Deng Chengli (*Resigned on 4 June 2020*)

#### Non-executive Directors

Mr. Jiang Hengwen

Mr. Wang Ke (*Resigned on 4 June 2020*)

Mr. Wu Tak Kong (*Resigned on 4 June 2020*)

#### Independent non-executive Directors

Mr. Lang Wangkai (*Appointed on 4 June 2020*)

Ms. Wu Wennan

Mr. Xu Xiang (*Appointed on 1 March 2021*)

Mr. Miu Hon Kit (*Resigned on 14 May 2020*)

Mr. Chen Kin Shing (*Resigned on 4 June 2020*)

Ms. Wang Fang (*Resigned on 1 March 2021*)

In accordance with article 82 of the Company's Articles, Mr. Qin Hongfu, Mr. Lang Wangkai and Mr. Xu Xiang will retire and, being eligible, will offer themselves for re-election at the annual general meeting of the Company to be held on Friday, 21 May 2021 (the "AGM").

In accordance with articles 86 to 89 of the Company's Articles, at every annual general meeting of the Company, one third of the Directors for the time being or, if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third shall retire from office by rotation. Accordingly, Mr. Jin Yanbing and Mr. Jiang Hengwen will retire from office by rotation and, being eligible, will offer themselves for re-election as Directors at the AGM.



## **DIRECTORS' REPORT *(continued)***

### **DIRECTORS' SERVICE CONTRACTS**

Each of the Directors (including executive Directors, non-executive Directors and independent non-executive Directors) has signed a service contract or a letter of appointment with the Company. There is no fixed term of service for each of the Directors with the Company. Each of the Directors will hold office only until the next following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting and retirement by rotation at the subsequent annual general meetings of the Company in accordance with the Articles.

None of the Directors has a service contract or a letter of appointment with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year under review.

### **CONFIRMATION OF INDEPENDENCE**

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

### **DIRECTORS' REMUNERATION**

The remuneration committee of the Company (the "Remuneration Committee") considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. Details of Directors' remuneration are set out in note 11 to the financial statements.

### **DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES**

Biographical details of the Directors and the senior management of the Group are set out on pages 17 to 19.

### **DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

There was no contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party to and in which a Director or any entity connected with the Director has a material interest in, whether directly or indirectly, and which subsisted during or at the end of the financial year under review or at any time during the financial year under review.

### **DIRECTORS' RIGHTS TO PURCHASE SHARES OR DEBENTURES**

At no time during the year under review were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.



## DIRECTORS' REPORT *(continued)*

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective associates held any interests in any business which competes or are likely to compete (either directly or indirectly) against the Company or any of its jointly controlled entities and subsidiaries for the year ended 31 December 2020.

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

As at 31 December 2020, the interests or short positions of each Director and chief executive of the Company in the shares, underlying shares or debentures of the Company or its any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were required to be recorded in the register required to be kept pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of the Company (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange to be notified to the Company and the Stock Exchange were as follows:

#### Interest in underlying shares of the Company

Name of Director(s)	Nature of interest	Date of share options granted	Number of share options outstanding as at 31 December 2020	Approximate percentage of shareholding upon fully exercise of share options*
Jin Yanbing ( <i>Chairman</i> )	Beneficial owner	3 April 2017	16,000,000	0.10%
	Beneficial owner	28 April 2017	5,670,000	0.04%
Wang Fang	Beneficial owner	28 April 2017	1,000,000	0.01%
			22,670,000	0.15%

Note: Details of the above share options as required by the Listing Rules have been disclosed in the paragraph headed "Share Option Scheme" in this annual report.

\* The percentage represents the number of underlying shares interested divided by the enlarged issue share capital of the Company as at 31 December 2020, assuming all the outstanding share options are exercised.

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company, or their respective associate, had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company or the Stock Exchange under the Model Code.

## DIRECTORS' REPORT (continued)

### SUBSTANTIAL SHAREHOLDERS

So far as is known to any Director, as at 31 December 2020, the following persons, other than a Director or chief executive of the Company, had or deemed or taken to have an interest or short position in the shares or underlying shares of the Company would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Nature of interest	Number of shares or underlying shares held	Percentage of shareholding <sup>(2)</sup>
Poly Longma Asset Management Co., Ltd.* 保利龍馬資產管理有限公司	Deemed interest in controlled corporation <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Shanghai Lianmi Corporation Management Service Co., Ltd.* 上海聯米企業管理服務有限公司	Deemed interest in controlled corporation <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Forever Bright Consultants Limited	Deemed interest in controlled corporation <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Golden Port Holdings Limited	Deemed interest in controlled corporation <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Pohua JT Capital Partners Limited	Deemed interest in controlled corporation <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Pohua JT Private Equity Fund L.P.	Beneficial owner <sup>(1)</sup>	9,258,965,000 (L)	61.87%
Xiang Jun	Beneficial owner	756,831,000 (L)	5.06%

Notes:

- (1) Pohua JT Capital Partners Limited is the general partner of Pohua JT Private Equity Fund L.P. Pohua JT Capital Partners Limited is owned as to 32% by Golden Port Holdings Limited. Forever Bright Consultants Limited owns 100% equity interest of Golden Port Holdings Limited, which in turn is owned as to 100% by Shanghai Lianmi Corporation Management Service Co., Ltd. Shanghai Lianmi Corporation Management Service Co., Ltd. is 100% owned by Poly Longma Asset Management Co., Ltd. Accordingly, each of Poly Longma Asset Management Co., Ltd., Shanghai Lianmi Corporation Management Service Co., Ltd., Forever Bright Consultants Limited, Golden Port Holdings Limited and Pohua JT Capital Partners Limited is deemed to be interested in a long position of an aggregate of 9,258,965,000 shares held by Pohua JT Private Equity Fund L.P.
- (2) The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 December 2020 being 14,964,442,519 shares.
- (3) The letter "L" denotes the person's long position in such securities.

Save as disclosed above, as at 31 December 2020, the Company had not been notified by any person, other than a Director or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## **DIRECTORS' REPORT *(continued)***

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules for the year ended 31 December 2020 and as at the date of this annual report.

### **RETIREMENT BENEFIT PLANS**

The Group operates a Mandatory Provident Fund Scheme (the "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 plan 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. As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal and provincial governments for its employees. The Group is required to make contributions to the retirement plans at 20% of the salaries, bonuses and certain allowances of the employees. A member of the plan is entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above. For the year ended 31 December 2020, the Group's total contributions to the retirement schemes charged in the consolidated statement of profit or loss amounted to approximately RMB15,325,000 (2019: RMB24,828,000).

### **DIRECTORS OF SUBSIDIARIES**

The names of all directors who have served on the boards of the subsidiaries of the Company during the year under review and up to the date of this report are kept at the Company's registered office and available for inspection by the shareholders of the Company during business hours.

### **PERMITTED INDEMNITY**

The Company's Articles provides that every Director shall be entitled to be indemnified out of the funds of the Company against all liabilities incurred by him as such director, executive director, manager, secretary, officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. Such provisions were in force during the course of the financial year ended 31 December 2020 and remained in force as of the date of this annual report.

### **CLOSURE OF REGISTER OF MEMBERS TO ASCERTAIN SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE AGM**

The Company's register of members will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive), during which no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 May 2021.

### **AUDIT COMMITTEE**

The audit committee of the Company (the "Audit Committee") has been established in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules and with written terms of reference in compliance with the Corporate Governance Code set forth under Appendix 14 of the Listing Rules (the "CG Code"). The primary responsibilities of the Audit Committee are to review and monitor the financial reporting and internal control principles of the Company and to assist the Board to fulfill its responsibilities over audit.



## DIRECTORS' REPORT *(continued)*

### AUDIT COMMITTEE *(continued)*

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2020 and has also reviewed and confirmed the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matters.

During the year ended 31 December 2020, the composition of the Audit Committee is set out as follows:

Ms. Wu Wennan (*Chairman*)

Mr. Lang Wangkai

Ms. Wang Fang

### CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 35 to 49 of this annual report.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Information on the Company's implementation of environmental and social responsibilities will be set out in the Environmental, Social and Governance report on pages 50 to 80 of this annual report.

### AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2020 were audited by BDO Limited, who will retire and, being eligible, offer themselves for re-appointment at the AGM. A resolution will be proposed to the shareholders at the AGM to re-appoint BDO Limited as auditor of the Company.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the aggregate amount of purchases (not including those which are of capital nature) attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases.

During the year under review, the Group's five largest customers accounted for approximately 72.3% (2019: 61.4%) of the Group's total sales. The largest customer accounted for approximately 33.0% (2019: 26.5%) of the Group's total sales.

To the best of the knowledge of the Directors, none of the directors, their close associates or substantial shareholders of the Company who owns more than 5% of the Company's issued share capital had any interest in the share capital of any of the Group's five largest suppliers or customers.

BY ORDER OF THE BOARD

**Jin Yanbing**

*Chairman and executive Director*

Hong Kong

30 March 2021



# CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report of the Group for the year ended 31 December 2020.

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to the establishment of good corporate governance practices and procedures with a view to enhancing investors' confidence to the Company and the Company's accountability. The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules for its corporate governance practices during the year under review. In the opinion of the Board, save for the deviation as disclosed below, the Company has complied with the applicable code provisions as set out in the CG Code throughout the year ended 31 December 2020.

### Code Provision A.4.1

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. However, none of the existing non-executive Directors and independent non-executive Directors is appointed for specific terms but they are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company, which stipulates that one-third of the directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from the office by rotation at each annual general meeting. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code in this respect.

### Code Provision A.2.1

Please refer to the paragraph headed "Chairman and Chief Executive Officer" in the annual report.

## CHANGES OF INFORMATION OF DIRECTORS

The changes in the information of the Directors since the publication of the annual report of the Company for the financial year ended 31 December 2019 required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

Name of Directors	Details of Changes
<b>Executive Directors</b>	
Mr. Qin Hongfu ("Mr. Qin")	Appointed as an executive Director on 4 June 2020.
Mr. Deng Chengli	Resigned as an executive Director on 4 June 2020.
<b>Non-executive Directors</b>	
Mr. Wang Ke	Resigned as a non-executive Director on 4 June 2020.
Mr. Wu Tak Kong	Resigned as a non-executive Director on 4 June 2020.

## CORPORATE GOVERNANCE REPORT *(continued)*

### CHANGES OF INFORMATION OF DIRECTORS *(continued)*

Name of Directors	Details of Changes
<b>Independent non-executive Directors</b>	
Ms. Wu Wennan	Appointed as chairman of Audit Committee on 14 May 2020 and member of Nomination Committee and Remuneration Committee on 4 June 2020.
Mr. Lang Wangkai ("Mr. Lang")	Appointed as an independent non-executive Director, chairman of Nomination Committee, member of Audit Committee and Remuneration Committee on 4 June 2020.
Mr. Xu Xiang ("Mr. Xu")	Appointed as an independent non-executive Director, chairman of Remuneration Committee, member of Audit Committee and Nomination Committee on 1 March 2021.
Mr. Miu Hon Kit	Resigned as an independent non-executive Director, chairman of Audit Committee, member of Nomination Committee and Remuneration Committee on 14 May 2020.
Mr. Chen Kin Shing	Resigned as an independent non-executive Director, chairman of Nomination Committee, member of Audit Committee and Remuneration Committee on 4 June 2020.
Mr. Wang Fang	Resigned as an independent non-executive Director, chairman of Remuneration Committee, member of Audit Committee and Nomination Committee on 1 March 2021.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The biographical details of Mr. Qin, Mr. Lang and Mr. Xu are set out in the announcements of the Company dated 4 June 2020 and 1 March 2021, respectively.

### THE BOARD

As at the date of the annual report, the Board consists of six Directors, two of whom are executive Directors, one of whom are non-executive Director and three of whom are independent non-executive Directors. The functions and duties conferred on the Board include convening shareholders' meetings and reporting on the work of the Board to the shareholders at shareholders' meetings as may be required by applicable laws, implementing resolutions passed at shareholders' meetings, determining the Company's business plans and investment plans, formulating the Company's annual budget and final accounts, formulating the Company's proposals for dividend and bonus distributions as well as exercising other powers, functions and duties as conferred on it by the Articles and applicable laws. The senior management is delegated with the authority and responsibilities by the Board for the day-to-day management and operations of the Group. The Board meets regularly to review the financial and operating performance of the Company, and considers and approves the overall strategies and policies of the Company. The composition of the Board is well balanced with the Directors having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The executive Directors, non-executive Directors and independent non-executive Directors bring a variety of experience and expertise to the Company.

The Company has received an annual confirmation of independence from each of its independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers that the three independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

## CORPORATE GOVERNANCE REPORT *(continued)*

### THE BOARD *(continued)*

During the year ended 31 December 2020, the Company had at all times complied with Rule 3.10 and Rule 3.10A of the Listing Rules.

All Directors have separate and independent access to the Company's senior management to fulfill their duties and, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense. All Directors also have access to the company secretary who is responsible for ensuring that the Board procedures, and all applicable rules and regulations, are followed. An agenda and accompanying Board/committee papers are distributed to the Directors/Board committee members with reasonable notice in advance of the meetings. Minutes of Board meetings and meetings of Board committees, which record in sufficient detail the matters considered by the Board and decisions reached, including any concerns raised by Directors or dissenting views expressed, are kept by the company secretary and are open for inspection by Directors.

The Company has subscribed appropriate and sufficient insurance coverage on Directors' liabilities in respect of legal actions taken against Directors arising out of corporate activities.

In accordance with articles 86 to 89 of the Company's Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

The biographical details of the current Board members are set out under the section headed "Biographical Details of Directors and Senior Management" on pages 17 to 19 of this annual report.

The list of directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

#### Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer ("CEO") should be separate and should not be performed by the same individual. During the year ended 31 December 2020, the Company does not have a separate Chairman and CEO. Mr. Jin Yanbing currently performs these two roles. The Board believes that vesting the roles of both Chairman and CEO has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority will not be impaired by the present arrangement and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will review the management structure regularly and consider separating the roles of the Chairman and CEO if and when appropriate.

#### Non-executive Directors

Each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company, who will hold office only until the next following general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting and retirement by rotation at subsequent annual general meetings of the Company in accordance with the Articles of the Company.



## CORPORATE GOVERNANCE REPORT *(continued)*

### BOARD COMMITTEES

As an integral part of sound corporate governance practices, the Board has established the following Board committees to oversee the particular aspects of the Group's affairs.

### AUDIT COMMITTEE

The Audit Committee has been established in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules and with written terms of reference in compliance with the CG Code. The primary responsibilities of the Audit Committee are to review and monitor the financial reporting, risk management and internal control principles of the Company and to assist the Board to fulfill its responsibilities over audit.

The Audit Committee also provides supervision over the risk management and internal control systems of the Group and reports to the Board on any material issues and makes recommendations to the Board.

As at the date of this report, the Audit Committee consisted of three independent non-executive Directors: Ms. Wu Wennan, Mr. Lang Wangkai and Mr. Xu Xiang. Ms. Wu Wennan serves as the chairman of the Audit Committee.

During the year ended 31 December 2020, the Audit Committee held three meetings on 16 January 2020, 27 March 2020 and 25 August 2020. The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2019 and for the six months ended 30 June 2020 and has also reviewed and confirmed the accounting principles and practices adopted by the Group and discussed the auditing, risk management, internal control and financial reporting matters.

During the year ended 31 December 2020, the Audit Committee is also responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- to develop and review the Group's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of the directors and senior management;
- to review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Group; and
- to review the Group's compliance with the CG Code and disclosure requirements in the Corporate Governance Report.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, recognition or dismissal of the external auditors, during the year ended 31 December 2020.



## CORPORATE GOVERNANCE REPORT (continued)

### REMUNERATION COMMITTEE

The remuneration committee of the Company (the “Remuneration Committee”) has been established with written terms of reference in compliance with the CG Code. The Company has adopted the model set out in code provision B.1.2(c)(ii) of the CG code as its Remuneration Committee model. The principal responsibilities of the Remuneration Committee are to formulate and recommend remuneration policy to the Board, to determine the remuneration of executive Directors and members of senior management, to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time and to make recommendation on other remuneration related issues. The Board expects the Remuneration Committee to exercise independent judgment and ensures that executive Directors do not participate in the determination of their own remuneration.

As at the date of this report, the Remuneration Committee consisted of one executive Director (Mr. Jin Yanbing) and three independent non-executive Directors (Mr. Xu Xiang, Mr. Lang Wangkai and Ms. Wu Wennan). Mr. Xu Xiang serves as the chairman of the Remuneration committee.

The remuneration policy of the Group is to provide remuneration packages, in terms of basic salary, short-term bonuses and long-term rewards such as options, so as to attract and retain top quality staff. The Remuneration Committee reviews such packages annually, or when the occasion requires. During the year ended 31 December 2020, the Remuneration Committee held one meeting on 27 March 2020.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than Directors) by band for the year ended 31 December 2020 is as follows:

Emolument band	Number of individuals
HK\$ Nil to HK\$1,000,000	1

### NOMINATION COMMITTEE

The nomination committee of the Company (the “Nomination Committee”) has been established with its written terms of reference in compliance with the CG code. The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, making recommendation to the Board on selection of candidates for directorships, appointment, re-appointment of Directors and Board succession and assessing the independence of independent non-executive Directors. When considering the suitability of a candidate for directorship, the Nomination Committee also considered the “Board Diversity Policy” adopted by the Board and the requirements under the Listing Rules. The selection of candidates is based on a range of diversified perspectives, including but limited to gender, age, cultural and educational background, professional expertise, skills and knowledge. Based on the above criteria, members of the Nomination Committee have reviewed the composition of the Board and confirmed that the existing Board was appropriately structured and no change was required.

As at the date of this report, the Nomination Committee consisted of one executive Director (Mr. Jin Yanbing) and three independent non-executive Directors (Mr. Lang Wangkai, Mr. Xu Xiang and Ms. Wu Wennan). Mr. Lang Wangkai serves as the chairman of the Nomination Committee. During the year ended 31 December 2020, the Nomination Committee held one meeting on 27 March 2020.



# CORPORATE GOVERNANCE REPORT *(continued)*

## NOMINATION COMMITTEE *(continued)*

### Nomination Policy

#### 1. Objective

- 1.1 The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies or as on addition to the existing Board.
- 1.2 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

#### 2. Selection Criteria

- 2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:
  - Reputation for integrity
  - Accomplishment and experience
  - Compliance with legal and regulatory requirements
  - Commitment in respect of available time and relevant interest
  - Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

- 2.2 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.
- 2.3 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

# CORPORATE GOVERNANCE REPORT *(continued)*

## NOMINATION COMMITTEE *(continued)*

### Nomination Policy *(continued)*

#### 3. Nomination Procedures

- 3.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.
- 3.3 Pursuant to the Articles of the Company, if a shareholder wishes to propose a person for election as a Director, such shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his willingness to be elected shall be given. The minimum length of the period during which such notices are given shall be at least seven days and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.
- 3.4 A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.
- 3.5 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

#### 4. Independence

- 4.1 The Company shall appoint independent non-executive Directors representing at least one-third of the Board. The Nomination Committee should assess the independence of independent non-executive Directors. In assessing the independence of a non-executive Director, the Nomination Committee should take into account whether a Director:
  - holds more than 1% of the number of issued shares of the Company;
  - has received an interest in any securities of the listed issuer as a gift, or by means of other financial assistance, from a core connected person or the Company;



# CORPORATE GOVERNANCE REPORT *(continued)*

## NOMINATION COMMITTEE *(continued)*

### Nomination Policy *(continued)*

#### 4. Independence *(continued)*

##### 4.1 *(continued)*

- is or was a director, partner or principal of a professional adviser which currently provides or has within two years immediately prior to the date of his proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
  - (a) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
  - (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an independent non-executive director), of the listed issuer within two years immediately prior to the date of the proposed appointment, or any of their close associates;
- currently, or within one year immediately prior to the date of the proposed appointment, has or had a material interest in any principal business activity of or is or was involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;
- is on the Board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;
- is or was connected with a director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of his proposed appointment;
- is, or has at any time during the two years immediately prior to the date of his proposed appointment been, an executive or director (other than an independent non-executive director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company; and
- is financially dependent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company.

#### 5. Amendment

Any amendments to the nomination policy must be approved by the Board.



## CORPORATE GOVERNANCE REPORT *(continued)*

### NOMINATION COMMITTEE *(continued)*

#### Board Diversity Policy

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

##### Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity, age, length of service) will be disclosed in the "Corporate Governance Report" of the annual report annually.

##### Monitoring and Reporting

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

##### Review of this Policy

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

##### Disclosure of this Policy

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

# CORPORATE GOVERNANCE REPORT (continued)

## NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

The individual attendance record of each Director at the meetings of the Board, meetings of the Audit Committee, Remuneration Committee and Nomination Committee for the year ended 31 December 2020 is set out below:

	Attendance/ number of board meetings held during tenure	Attendance/ number of Audit Committee meetings held during tenure	Attendance/ number of Remuneration Committee meeting held during tenure	Attendance/ number of Nomination Committee meeting held during tenure	Attendance/ number of general meetings held during tenure
<i>Executive Directors</i>					
Jin Yanbing (Chairman)	7/7	N/A	1/1	1/1	2/2
Qin Hongfu (Appointed on 4 June 2020)	5/5	N/A	N/A	N/A	0/0
Deng Chengli (Resigned on 4 June 2020)	2/2	N/A	N/A	N/A	2/2
<i>Non-executive Directors</i>					
Jiang Hengwen	7/7	N/A	N/A	N/A	2/2
Wu Tak Kong (Resigned on 4 June 2020)	2/2	N/A	N/A	N/A	2/2
Wang Ke (Resigned on 4 June 2020)	2/2	N/A	N/A	N/A	2/2
<i>Independent non-executive Directors</i>					
Lang Wangkai (Appointed on 4 June 2020)	5/5	1/1	0/0	0/0	0/0
Wang Fang	7/7	3/3	1/1	1/1	2/2
Wu Wennan	7/7	1/1	0/0	0/0	2/2
Miu Hon Kit (Resigned on 14 May 2020)	2/2	2/2	1/1	1/1	1/1
Chen Kin Shing (Resigned on 4 June 2020)	2/2	2/2	1/1	1/1	2/2

## DIRECTORS' TRAINING

Directors must keep abreast of their collective responsibilities and are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide to each newly appointed Director or alternative Director an induction package covering the summary of the responsibilities and liabilities of a director of a Hong Kong listed company, the Group's businesses and the statutory regulatory obligations of a director of a listed company as well as the Company's constitutional documents to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements. Further, pursuant to Code A.6.5 of the CG Code, the Group also provided briefings and other trainings to develop and refresh the existing Directors' knowledge and skills from time to time. Further, the Company continuously updates Directors 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 Company arranged one seminar during the year ended 31 December 2020, covering the topics of directors' duties, corporate governance practices and disclosure requirements under the Listing Rules and SFO.

## CORPORATE GOVERNANCE REPORT *(continued)*

### DIRECTORS' TRAINING *(continued)*

According to the records maintained by the Company, Directors received continuous professional development with an emphasis on the roles, functions and duties of being a director of a listed company in compliance with code provision A.6.5 of the CG Code during the year ended 31 December 2020:

	Corporate governance/ updates on laws, rules and regulations	Accounting/ financial/ management or other professional skills
<b>Executive Directors</b>		
Jin Yanbing ( <i>Chairman</i> )	✓	
Qin Hongfu ( <i>Appointed on 4 June 2020</i> )	✓	
<b>Non-executive Director</b>		
Jiang Hengwen	✓	
<b>Independent non-executive Directors</b>		
Lang Wangkai ( <i>Appointed on 4 June 2020</i> )	✓	
Wang Fang	✓	
Wu Wennan	✓	✓

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code for dealing in securities of the Company by the Directors during the year ended 31 December 2020. The Board confirms that, having made specific enquiries with all Directors, all Directors have confirmed that they have complied with the required standards of the Model Code throughout the year ended 31 December 2020.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 December 2020 which give a true and fair view of the state of affairs of the Company and of the Group at that date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the applicable statutory requirements and accounting standards. The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report".



## CORPORATE GOVERNANCE REPORT *(continued)*

### EXTERNAL AUDITOR

During the year ended 31 December 2020, the auditors' remuneration in respect of audit services and non-audit services provided by the auditors of the Group, BDO Limited, charged to the consolidated statement of profit or loss amounted to approximately RMB3,028,000 (2019: RMB3,962,000) and RMB1,066,000 (2019: RMB1,072,000), respectively. The non-audit services conducted by the external auditor mainly include professional services on special services rendered in relation to disposals of subsidiaries.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining sound and effective internal control systems in order to safeguard the Group's assets and shareholders' interests, and review and monitor the effectiveness of the Group's internal control and risk management systems on a regular basis so as to ensure that internal control and risk management systems in place are adequate. The Group has a process for identifying, evaluating, and managing the significant risks to the achievement of its operational objective. This process is subject to continuous improvement and was in place for the year ended 31 December 2020 and up to the date of this annual report. The day-to-day operation is entrusted to the individual department, which is accountable for its own conduct and performance, and is required to strictly adhere to the policies set by the Board. The Company carries out reviews on the effectiveness of the internal control systems from time to time in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

During the year under review, the Group has complied with Code Provision C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

#### Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted in 2020, no significant risk was identified.

#### Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.

# CORPORATE GOVERNANCE REPORT *(continued)*

## RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

### Internal Control System *(continued)*

- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group has also adopted and implemented an inside information policy and procedures. Pursuant to which, reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- accessibility of information being restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- confidentiality agreements to be entered into whenever the Group enters into negotiations relating to any significant investment, acquisition or disposal.
- The executive Directors being the designated persons to speak on behalf of the Company when communicating with external parties, such as the media, analysts or investors.

Based on the internal control reviews conducted in 2020, no significant control deficiency was identified.

### Internal Auditors

The Group has an Internal Audit ("IA") function, which consists of professional staff with relevant expertise (such as Certified Public Accountant). The IA function is independent of the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

### Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board's reviews, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.





## CORPORATE GOVERNANCE REPORT *(continued)*

### RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

#### Effectiveness of the Risk Management and Internal Control Systems *(continued)*

The Board, through its reviews and the reviews made by IA function and the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

### COMPANY SECRETARY

The position of the company secretary of the Company ("Company Secretary") is held by Mr. Ching Kin Wai ("Mr. Ching"). All directors have access to the advice and services of the Company Secretary to ensure that board procedures, and all applicable laws, rules and regulations are followed. During the year ended 31 December 2020, Mr. Ching undertook not less than 15 hours of professional training to update his skills and knowledge.

### COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of maintaining a clear, timely and the effective communication with the shareholders of the Company and investors. The Board also recognises that effective communication with its investors is critical in establishing investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure the investors and the shareholders of the Company will receive accurate, clear, comprehensive and timely information of the Group through the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all corporate communications on the Company's website at [www.kongsun.com](http://www.kongsun.com). The Board maintains regular dialogues with institutional investors and analysts from time to time to keep them informed of the Group's strategy, operations, management and plans. The Directors and members of various Board committees will attend the annual general meeting of the Company and answer any questions raised. The resolution of every important proposal will be proposed at general meetings separately. The chairman of general meetings of the Company would explain the procedures for conducting a poll before proposing a resolution for voting. The poll results will be published on the websites of the Stock Exchange and the Company, respectively. In addition, the Company regularly meets with institutional investors, financial analysts and financial media, and promptly releases information related to any significant progress of the Company, so as to promote the development of the Company through mutual and efficient communications.

### SHAREHOLDER RIGHTS

#### Convening an extraordinary general meeting by shareholders

Procedures for shareholders to convene an extraordinary general meeting (including making proposals/moving a resolution at the extraordinary general meeting)

- Any one or more shareholders holding at the date of deposit of the requisition not less than five per cent of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the "Eligible Shareholder(s)") shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, including making proposals or moving a resolution at an extraordinary general meeting.

# CORPORATE GOVERNANCE REPORT *(continued)*

## SHAREHOLDER RIGHTS *(continued)*

### Convening an extraordinary general meeting by shareholders *(continued)*

- Eligible Shareholders who wish to convene an extraordinary general meeting for the purpose of making proposals or moving a resolution at an extraordinary general meeting must deposit a written requisition (the “Requisition”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong.
- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholdings in the Company, the reason(s) to convene an extraordinary general meeting, the agenda proposed to be included the details of the business(es) proposed to be transacted in the extraordinary general meeting, signed by the Eligible Shareholder(s) concerned.
- If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene an extraordinary general meeting, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the memorandum and articles of associations, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

### Making enquiry to the Board

Shareholders of the Company may send their enquiries and concerns to the Board by addressing them to the principal place of business of the Company in Hong Kong by post or email to [kongsun@wsfg.hk](mailto:kongsun@wsfg.hk) for the attention of the company secretary of the Company.

## CONSTITUTIONAL DOCUMENT

There was no changes in the constitutional documents of the Company during the year ended 31 December 2020.

## INVESTOR RELATIONS

### Investors Communication Policy

The Company regards the communication with institutional investors as important means to enhance the transparency of the Company and collect views and feedbacks from institutional investors. To promote effective communication, the Company maintains a website at [www.kongsun.com](http://www.kongsun.com), where up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information are posted. Shareholders, investors and the media can make enquiries to the Company through the following means:

Telephone number: 852-3188 8851

By post: Unit 803-4, 8/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong

Attention: The Company Secretary

By email: [ir@kongsunhldgs.com](mailto:ir@kongsunhldgs.com)



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THIS REPORT

This environmental, social and governance (“ESG”) report of Kong Sun Holdings Limited (the “Group” or “we”) summarises and presents the sustainable development works of the Group from 1 January 2020 to 31 December 2020 (the “Year”). The ESG Report primarily sets out the overall environmental and social policies of the Group when conducting solar power generation business in the People’s Republic of China (the “PRC” or “China”). The key disclosures of key performance indicators (“KPIs”) at environmental and social aspects of the Year include (i) the headquarters of the Group in Beijing; (ii) 32 power plants of the Group as at 31 December 2020; and (iii) 13 power stations that completed equity transfer during the Year. For details on corporate governance, please refer to the Corporate Governance Report on pages 35 to 49.

In preparing this ESG Report, the Group made disclosures in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

For details on the Group’s environmental, social and corporate governance, please refer to our official website (<http://www.kongsun.com/>) and the annual report. We value your opinion on this report. If you have any comments or suggestions, please feel free to email us at [ir@kongsunhldgs.hk](mailto:ir@kongsunhldgs.hk).

## THE GROUP’S SUSTAINABLE DEVELOPMENT

### Vision on Sustainable Development

The Group focuses on the investment business in the field of renewable energy and regards “greener earth, brighter future” as its visions, missions and core values, which serve as guiding principles for our business and daily operations as well as governance. Aiming to “promote the wide application of the green new energy to the general household through capital investment”, the Group devotes itself to developing the new energy-driven electric power industry and making a contribution to the environmental protection. With its core value of “striving for excellence”, the Group expects to achieve its goal of “becoming a leader in new energy investment operation and asset management areas” through the development of core business, which are investment in and operation of solar power plants. In its middle-to-long term development plan, we rely on professional and experienced management team, high-level technical talents, and strong capital strength, striving to become an integrated investment group covering the fields of clean energy, green finance and asset management.

As a leading enterprise in the clean energy industry, the Group is well aware of the importance of sustainable development. Apart from creating monetary return for our investors, we also help our employees in attaining personal fulfilment, provide clean power energy for the society and support the development of environment protection business. The sustainable development approach of the Group covers three major areas, namely green business, green operation and green care, involving the operation and maintenance of solar power business, daily operation and management, staff support and community contribution. We are committed to environmental protection so as to improve the quality of life of urban and rural residents. We increase our support and protection to our staff. Leveraging on our influence in the industry, we also proactively promote community harmony and make contributions to the community.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

In the past, the Group has been striving to grasp the development opportunities in the solar power industry. In the future, with focuses on clean energy and green finance, we will continue to work in line with the national policies regarding green development and renewable energy, step up its effort in developing solar power business, and promote national green and low-carbon energy development, thereby contributing to environmental protection.

### ESG GOVERNANCE

The Group understands that good ESG governance is the key to the long-term development of an enterprise. To this end, the board of directors (the “Board”) of the Group upholds its primary leading role and management responsibilities in the ESG aspects, including overseeing the Group’s assessment of relevant environmental and social impacts; understanding the potential impact of ESG issues on the Group’s business model and associated risks; aligning with the expectations of investors and the requirements of regulatory authorizations; improving materiality assessment and reporting processes to ensure that policies are implemented and enforced decisively and consistently; and promoting a top-down culture to ensure that ESG considerations are integrated into the business decision-making process.

The Group has established an ESG Governance Team comprising the senior management, department heads and an independent third party advisor. The main responsibilities of the team include: to formulate the Group’s ESG strategy and report, and is also responsible for identifying and assessing the Group’s ESG related risks to ensure an effective ESG risk management and internal control system, thereby enhancing the ESG performance of the Group; to review, recognize and report to the Board on the Group’s ESG framework, standards, prioritization and objectives, and to supervise and implement the ESG strategies on the Group’s level; to monitor, review and evaluate the Group’s ESG performance; to review and advise the Board on the Group’s reporting to the public. The department heads are responsible for overseeing their respective ESG risks and objectives, and reporting regular updates to the ESG Governance Team and the Board on relevant progress and challenges encountered.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

## PLACING GREAT EMPHASIS ON STAKEHOLDERS ENGAGEMENT

### Communication with Stakeholders

Active participation of and continual support from stakeholders play a pivotal role in the Group's long-term success. The Group insists on close communication with stakeholders in order to improve its sustainable development management system and achieve the goals of sustainable development. Therefore, we collect stakeholders' opinions and suggestions through a variety of communication channels, and respond to their expectations and concerns in different ways, so as to improve our ESG performance and future development strategies.

Government and Regulators	Shareholders	Business Partners	Customers
<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Compliance with national policies, laws and regulations</li> <li>Promoting local economic development</li> <li>Promoting local employment</li> <li>Paying taxes in a full and timely manner</li> <li>Production safety</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Regular information report</li> <li>Inspection and supervision</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Returns</li> <li>Compliant operation</li> <li>Enhancing company's value</li> <li>Information transparency and effective communication</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>General meeting</li> <li>Announcements</li> <li>Email, phone and company website</li> <li>Special Topic Reports</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Operational integrity</li> <li>Fair competition</li> <li>Performing contracts according to the laws</li> <li>Achieving reciprocity</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Review and evaluation meeting</li> <li>Business communication</li> <li>Seminar</li> <li>Communication and cooperation</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Stable power supply</li> <li>Health and safety</li> <li>To perform the contracts according to the laws</li> <li>Operation in good faith</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Customer service centre and hotline</li> <li>Customer opinion survey</li> <li>Customer communication meeting</li> <li>Social media platform</li> </ul> </li> </ul>
Environment	Industry	Employees	Community and the Public
<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Compliant emission</li> <li>Energy conservation and emission reduction</li> <li>Ecosystem conservation</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Communication with local environmental departments</li> <li>Communication with local residents</li> <li>Report submission</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Developing industrial standards</li> <li>Promoting industry development</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Participation in industry forums</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Rights protection</li> <li>Occupational health</li> <li>Remuneration and benefits</li> <li>Caring</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Staff meetings for communication</li> <li>Company internal newsletter and intranet</li> <li>Training and workshops</li> <li>Activities for employees</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><b>Expectation and Requirement</b> <ul style="list-style-type: none"> <li>Improving community environment</li> <li>Participation in charity work</li> <li>Open and transparent information</li> </ul> </li> <li><b>Communication and Response</b> <ul style="list-style-type: none"> <li>Company website</li> <li>Announcements</li> <li>Media interview</li> <li>Social media platform</li> </ul> </li> </ul>



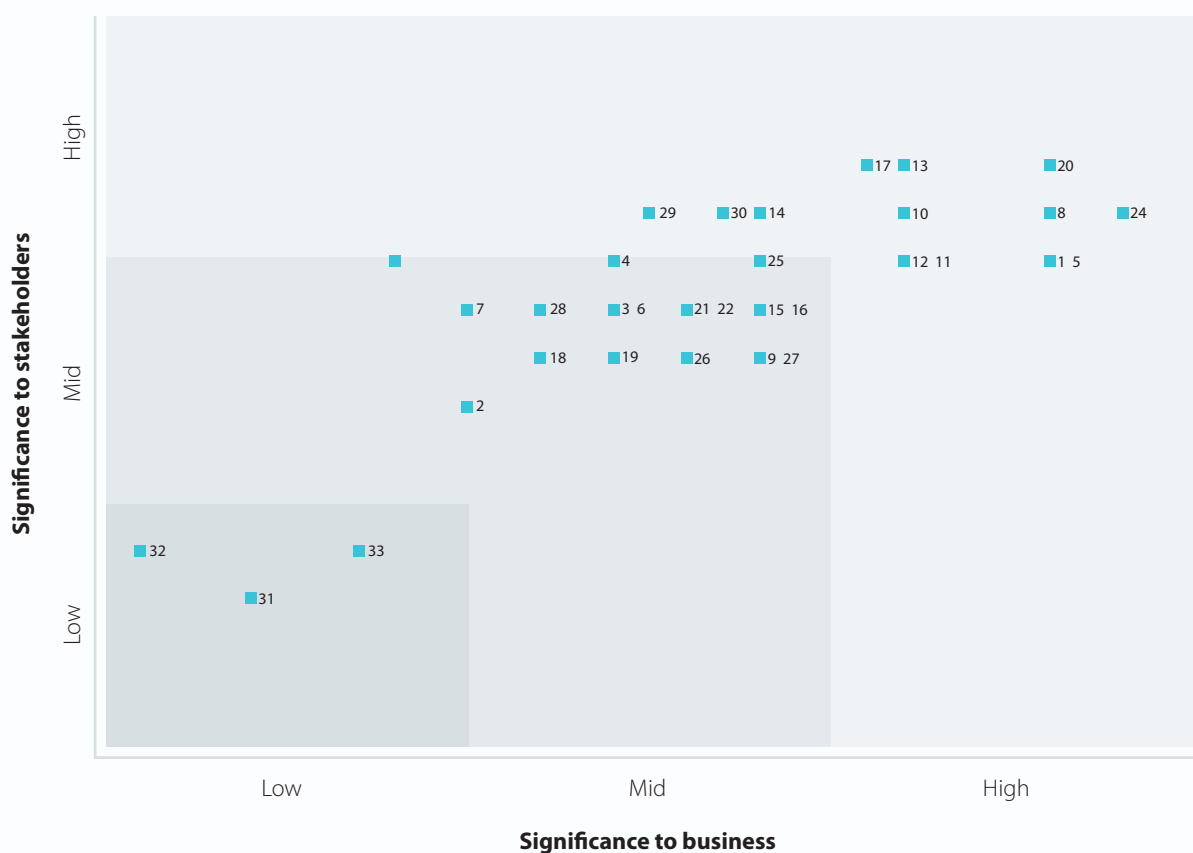
# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

## Materiality Assessment

During the Year, the Group's ESG Governance Team and the Board conducted a materiality assessment in a fair and equitable manner to identify material ESG aspects. The implementation of materiality assessment has been divided into three main phases:

- (i) identifying the potential material ESG aspects that may have impacts on the Group's business or stakeholders based on the Group's actual development and industry characteristics;
- (ii) inviting internal and external stakeholders to complete questionnaires to understand their level of concern for each aspect; and
- (iii) analysing the results of questionnaires to determine the priority of the potential material aspects.

The following matrix diagram is prepared by the Group to illustrate the significance of various issues to our stakeholders and business:



Based on the above materiality assessment, the Group has identified material aspects for the Group's business and stakeholders and has disclosed and responded to the aspects in relevant sections.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

Environment		Labour practices		Operation practices		Community investment	
1	Environmental compliance	13	Employment compliance	20	Operational compliance	31	Charity work
2	Vehicle emissions management	14	Remuneration and benefits	21	Management of environmental risks in the supply chain	32	Promotion of community development
3	Greenhouse gas emissions	15	Working hours and rest periods	22	Management of social risks in the supply chain	33	Poverty alleviation work
4	Waste management	16	Diversity and equal opportunities	23	Purchasing practices		
5	Use of energy	17	Occupational health and safety	24	Quality management		
6	Use of water resources	18	Training and development	25	Customer health and safety		
7	Green office	19	Prevention of child labour and forced labour	26	Protection of intellectual property		
8	Green energy projects			27	Research and development		
9	Green building			28	Information security		
10	Ecological protection			29	Customer privacy protection		
11	Responses to climate change			30	Anti-corruption		
12	Prevention and treatment of environmental incidents						

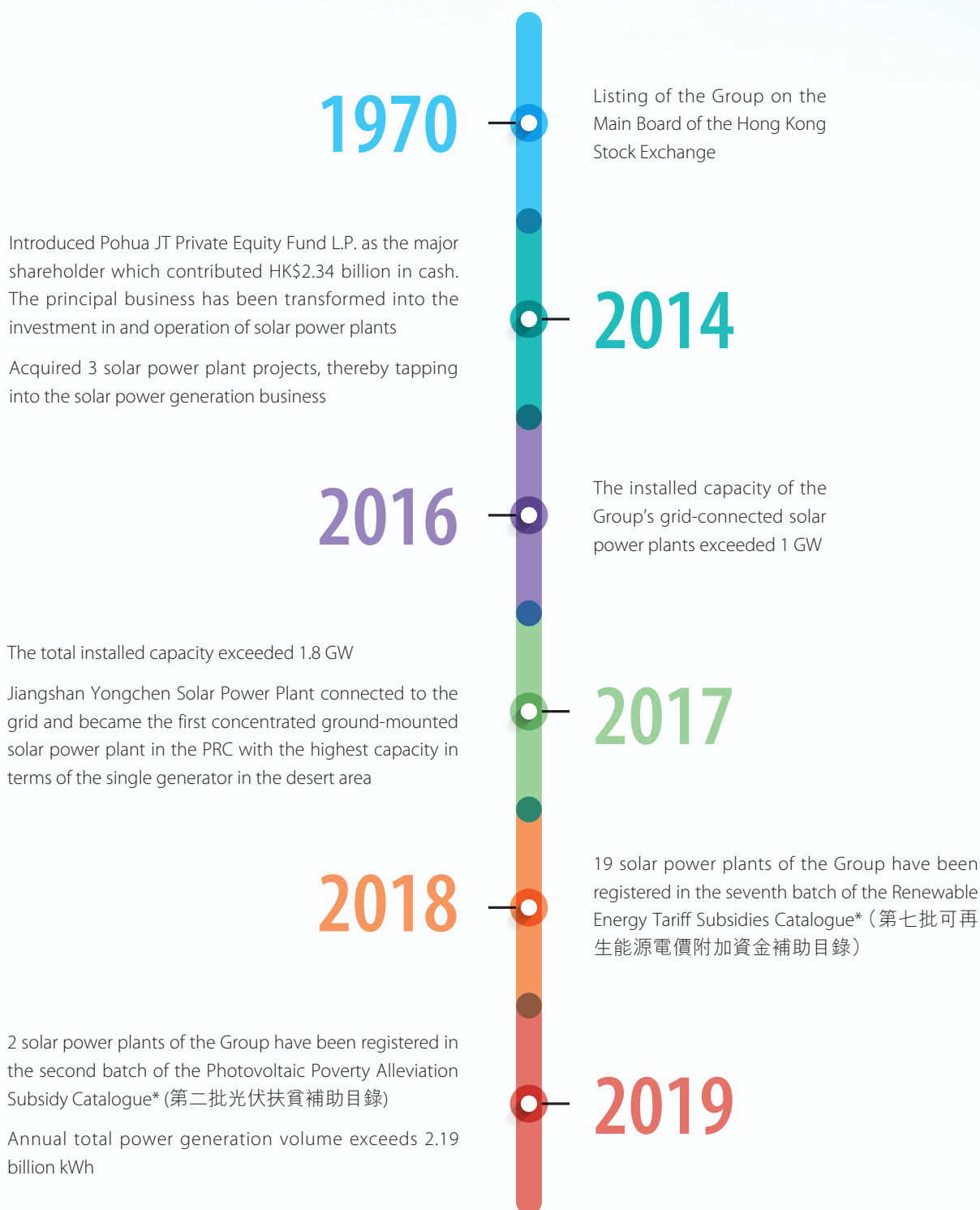
Based on the above materiality assessment, the Group has 10 identified material aspects for the Group's business and stakeholders and has disclosed and responded to the aspects in relevant sections.

Material aspects		Corresponding sections
1	Environmental compliance	Green Engineering — Management of Solar Power Plant Management of Pollutants Management of Wastes
5	Use of energy	Green Industry Resource Conservation
8	Green energy projects	Green Industry
10	Ecological protection	Annual Emissions Reduction Contribution Management of Pollutants Management of Wastes
11	Responses to climate change	Responses to Climate Change
12	Prevention and treatment of environmental incidents	Responses to Climate Change
13	Employment compliance	Recruiting Talents Safeguarding the Rights and Interests of our Staff Safeguarding the Safety and Health of the Employees
17	Occupational health and safety	Safeguarding the Safety and Health of the Employees Investment in Talent Development
20	Operational compliance	Emphasising Business Ethics
24	Quality management	Green Engineering — Management of Solar Power Plant Supply Chain Management

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

## GREEN FOOTPRINT — “COMMITTED TO DEVELOPING SOLAR POWER”

### Milestones



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

### Green Industry

Facing rapid climate change and declining natural resources, we are committed to developing the renewable energy industry. With its professional management team and high-level technical team, the Group proactively expanded its business in solar power generation and strived to become a leader in the clean energy industry. During the Year, our solar power plant's total installed capacity continued to stay ahead in the industry. We maintained our leading position in fields of clean energy investment operation, clean energy industry and asset management, in an effort to build a green future. As of 31 December 2020, the Group owned 32 solar power plants in total with a total installed capacity of 1,178.8 MW, covering 12 provinces of China, with an aim to contribute to environmental protection in the PRC and the world.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### **Case Study: the first concentrated ground-mounted solar power plant with the highest capacity in terms of single generator in the desert area in the PRC — Jiangshan Yongchen Solar Power Plant**

Jiangshan Yongchen Solar Power Plant is one of the large-size ground-mounted solar power plant projects invested and constructed by the Group. It was officially connected to the grid in July 2017 with an installed capacity of 300 MW. Jiangshan Yongchen Solar Power Plant is situated in Yulin City in the far north of Shaanxi Province. The favourable daylight conditions in Yulin City equip the project with strong power generating capacity. In 2020, the total power generation of the project exceeded 490.86 GWh. On top of the considerable economic benefits brought by Jiangshan Yongchen Solar Power Plant, it attained emissions reduction of CO<sub>2</sub>, SO<sub>2</sub>, NO<sub>x</sub> and dust of approximately 0.41 million tonnes, 98 tonnes, 93 tonnes and 20 tonnes, respectively, in the Year.





## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Annual Emissions Reduction Contribution

As at 31 December 2020, the total generation of solar power of the Group was 1,815,522 MWh (2019: 2,195,435 MWh), representing an approximate annual total power generation volume to the corresponding period last year. In comparison with coal-burning power plants in China, our solar power generation succeeded in reducing emissions of CO<sub>2</sub>, SO<sub>2</sub>, NO<sub>x</sub> and dust of over 1.52 million tonnes, 363 tonnes, 345 tonnes and 73 tonnes, respectively (2019: reducing emissions of CO<sub>2</sub>, SO<sub>2</sub>, NO<sub>x</sub> and dust of over 1.85 million tonnes, 439 tonnes, 417 tonnes and 88 tonnes, respectively).

During the Year, the Group's number of power plants, annual power generation and annual contribution in emissions reduction by provinces<sup>1</sup> are set out as follows:

Provinces	Number of solar power plants	Annual actual volume of electricity generated (MWh)	Annual contribution of CO <sub>2</sub> emissions reduction (tonnes)	Annual contribution of SO <sub>2</sub> emissions reduction (tonnes)	Annual contribution of NO <sub>x</sub> emissions reduction (tonnes)	Annual contribution of dust emissions reduction (tonnes)
Xinjiang	7	188,825	158,802	38	36	8
Gansu	6	286,084	240,597	57	54	11
Shaanxi	5	755,668	635,517	151	144	30
Inner Mongolia	1	17,732	14,912	4	3	1
Shanxi	1	28,561	24,020	6	5	1
Hebei	2	122,796	103,271	25	23	5
Henan	2	140,587	118,234	28	27	6
Shandong	1	51,658	43,444	10	10	2
Anhui	4	145,530	122,391	29	28	6
Jiangsu	–	2,548	2,143	1	0	0
Zhejiang	1	19,782	16,636	4	4	1
Hubei	1	28,186	23,705	6	5	1
Qinghai	1	27,564	23,181	6	5	1
Total	32	1,815,521	1,526,853	365	344	73

<sup>1</sup> Contribution to emission reduction is calculated based on the pollutant emission intensity of coal power in the "Annual Development Report of China's Electricity Industry (2019)" published by the China Electricity Council.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

### Annual Industry Awards

The Group's efforts in the exploration and development of the solar power industry gained supports and recognition from the authoritative organisations and professional platforms in the industry. In the "2019 Golden Hong Kong Stock Annual Awards Ceremony" co-organised by Zhitongcaijing (智通財經) and Tonghuashuncaijing (同花順財經) in January 2020, the Group was awarded as the 2019 Golden Hong Kong Stock Best Energy and Resources Company (2019金港股最佳能源與資源股公司). In March 2020, the Group won the "Most Influential Energy Asset Management" award in the 2019"Photovoltaic Cup" co-organized by Solarbe.com and Zhixin Consulting, with more than 200 companies participating in the competition. In November 2020, the Group was awarded the "China Outstanding Photovoltaic 2020 Investment Value Award" ("中國好光伏"2020年度投資價值獎) in the "2020 China Outstanding Photovoltaic Brand Awards Ceremony" (2020中國好光伏品牌盛典) organized by the energy industry's authoritative media, the IN-EN.com all-media platform (國際能源網全媒體平台). These awards fully recognize the Group's healthy corporate governance structure, superior industry status, outstanding main business achievement and ability to provide investors with sustainable and stable return.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

## GREEN BUSINESS — “CONTRIBUTING CLEAN ENERGY”

### Green Engineering — Management of Solar Power Plant

The Group's leading position in the solar power industry depends on the effective management of its solar power plants. The Group takes “equipping with leading technology, conducting quality environmental protection projects, being people-oriented and taking safety as the first priority” as its quality, environment and safety approach. While constructing high-quality projects that complied with environmental requirements, we also put safety as our first priority. Throughout the process of power plant projects, including investigation and research, construction, acceptance and daily operation and maintenance, the Group continues to strictly abide by relevant laws and regulations and national standards, including but not limited to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), Production Safety Law of the PRC (《中華人民共和國安全生產法》), Regulations on the Administration of Construction Project Environmental Protection (《建設項目環境保護管理條例》), Code of construction of PV power station (《光伏發電工程施工規範》) (GB50794-2012) and Code of acceptance of photovoltaic power project (《光伏發電工程驗收規範》) (GB/T50796-2012).

In the early development stage of the solar power plant projects, we will engage an independent third-party unit to evaluate the environmental impacts of the project and the effectiveness of environmental protection measures. In addition, the construction, acceptance, and daily operation and maintenance of solar power stations are also the focus of the Group's solar power business. While expanding our business, we also spare no effort to undertake environmental and social responsibilities and achieve the objectives of environmental protection and safeguarding labour safety during the construction of solar power plants by adopting the following measures:

#### Investigation and research

- To engage a third-party investigation and research team to conduct analysis on solar energy resources, engineering geology, design of civil engineering works and estimated power generation with an aim to ensure the energy efficiency of power plants;
- To require the third-party investigation and research team to advise on the environmental protection measures, energy conservation and reduction measures, and the protective measures in respect of occupational safety and hygiene of workers in different project sites;
- To engage a third-party unit to conduct environmental assessments of the projects and monitor the effectiveness of the environmental protection plans; and
- To ensure safe operating conditions and high feasibility of the projects as well as effective control of its impacts on the local environment and natural resources.

#### Construction

- To clearly set out our requirements on environmental protection, labour rights and quality for construction contractors;
- To require contractors to organise regular safe operation meetings to have a better understanding of safe and civilized operation conditions and to propose improvement measures;
- To require all departments to maintain efficient communication throughout the construction process, and to communicate and report regularly on construction progress, quality and safety issues;
- To carry out inspections on materials and engineering equipment with contractors, and to examine the progress in the course of construction to ensure the quality of construction and installation; and
- To take appropriate measures in a timely manner after assessing and recording the problems found during the inspection.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Acceptance

- To conduct final acceptance on site and to evaluate the completeness of construction projects safety coefficient and power generation efficiency in order to ensure that power plants comply with national standards and the requirements set out in contracts.

### Daily operation and maintenance

- To formulate an annual inspection plan, organise inspection teams to examine the power plants in terms of production safety, operation management and equipment management, and to take remedial actions immediately once problems are identified;
- To clean the surface of solar panels regularly to maintain optimal power generation efficiency; and
- To make use of innovative technology and install optimiser and solar panel dust-proof film to enhance power generation efficiency.

### Supply Chain Management

The Group is committed to complying with relevant laws and regulations, including but not limited to the Bidding Law of the PRC (《中華人民共和國招標投標法》), during its operation, and expects its suppliers to comply with disciplinary codes and laws, to assume environmental and social responsibility, as well as to uphold integrity and fairness in treating their employees. The Group goes through the tendering process in absolute confidentiality and review potential suppliers based on the principles of fairness, justice and merit-based selection. With a view to maintaining a healthy and orderly supply chain system, optimising supplier teams and minimising the undesirable environmental and social risks caused by suppliers, the Group has been striving to optimise the procurement process and establish a sound system for selection, supervision, evaluation and management of suppliers.

We have established clear supplier nomination procedures, qualification review and rating system, assessment system for supplier's contract performance and supplier's appeal investigation mechanism, which enable us to standardise assessment and management during supplier selection and cooperation. In our selection of suppliers and the entire cooperation process, we attach great importance to the performance of suppliers in terms of product quality, environmental protection and occupational safety and health. In the preliminary review, the Group will require supplier nominees to provide a set of qualification documents for review and a set of rating criteria is designed for each qualification document. We will give priority to the suppliers who obtained certificates of "ISO9001 Quality Management System Certification", "ISO14001 Environmental Management System Certification" and "OHSAS18001 Occupational Health and Safety Management System Certification", so as to ensure that the qualification of suppliers in terms of product quality, environmental protection, energy saving, emissions reduction, occupational safety and health.

In addition to document review and rating, the Group will also conduct site visits to certain suppliers, for instance, in respect of the goods suppliers, the Group will assign quality control personnel to conduct site visits and sampling inspection to ensure that its production equipment is up to standard, its staffs are well-equipped and its production process and products meet national quality standards. Apart from sampling inspection on goods provided by suppliers, quality control personnel will carry out acceptance process before any goods are entered for warehousing, so as to ensure that the quality and specifications of the materials meet the requirements, and will exchange or return substandard materials. The contracts signed by the Group and engineering suppliers clearly set out not only our requirements on product quality but also the relevant undertakings by suppliers in relation to environmental protection, safe operation and protection of labour rights, so as to increase the possibility of long-term cooperation. The Group supervises and evaluates the contract performance and operating performance of the engineering suppliers. The Group will blacklist any supplier violating the laws and regulations and terminate the cooperation. The Group devotes itself to upholding the human rights and labour rights in its supply chains and will not tolerate any employment of child labour and forced labour by its suppliers.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Emphasising Business Ethics

The Group highly values the confidential data of our staff and business partners. We strictly comply with the laws and regulations regarding privacy, including but not limited to the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) and Information security technology — Guide of implementation for information security risk assessment (《信息安全技術信息安全風險評估實施指南》) (GB/T31509–2015). We ensure that the confidential information of employees and partners is handled in a transparent, compliant and appropriate manner. The Group will enter into a confidentiality agreement with its employees, requiring employees not to disclose the confidential or proprietary information of the Group to the third parties, both during and after employment, without the Group's authorisation. To ensure information security, only those necessary to be informed shall be authorised to access confidential information or documents, and employees shall not use personal computers or other personal storage devices to access confidential information. Besides firewall installation, antivirus protection is enabled on all servers and computers in the Group to ensure network security. All internal information of the Group is also encrypted. Before decrypting the data, it must be approved by the designated department to reduce the risk of leakage of confidential information. The Group implements information security monitoring to ensure effective control over factors threatening our information, database and network security, and to minimise its exposure to systematic risks caused by improper use of technology, internal human factors or external hacking. We also regularly assess information security risks and, if necessary, take protective measures against cyber-attacks to protect our corporate information. At the same time, we organise regular training to enhance the staff's awareness on information security.

Besides, the Group also attaches great importance to the protection of intellectual property rights and strictly abides by the Trademark Law of the PRC (《中華人民共和國商標法》), Copyright Law of the PRC (《中華人民共和國著作權法》) and other relevant laws and regulations. The confidential information shared with suppliers, including the Group's intellectual property, is under the protection of confidentiality agreements. The Group has also registered trademarks in China and Hong Kong. While protecting its own intellectual property, the Group will not infringe the patent of merchandise of other parties or enterprises.

### Innovative Operation — Realising Synergies

Since the Group started to tap into the solar power industry in 2014, by leveraging on policy supports, financial strengths and technological advantages, the business model has gradually evolved and become mature. However, the Group has not slowed down the paces. Instead, we still place emphasis on business expansion and focus on business model innovation. The Group keeps abreast of the industry development trends and actively participates in projects of "agricultural-photovoltaic complementary (\"農光互補\")", "fishery-photovoltaic complementary (\"漁光互補\")" and "tea-photovoltaic complementary (\"茶光互補\")", so as to pursue synergies and create a win-win situation for the solar power industry, the agriculture industry and the fishery industry.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Case Study: The “tea-photovoltaic complementary” solar power project in Shengzhou

The solar power project organised by Shengzhou Yihui Photovoltaic Power Ltd. (嵊州懿暉光伏發電有限公司) is a “teaphotovoltaic complementary (茶光互補)” project, with an area of 580 acres and installed capacity of 19.8 MW, invested and constructed by the Group. The project is located in tea fields in Shengzhou City, Shaoxing, Zhejiang Province, and is the first “tea-photovoltaic complementary” power plant project in the province. Under the comprehensive development model of “tea-photovoltaic complementary”, tea trees are planted in the gap between solar power panels, so as to improve land utilisation and integrate technology and traditional agriculture. During the Year, the total power generation of the project exceeded 19.78 GWh. The “tea-photovoltaic complementary” solar power plant in Shengzhou succeeded in reducing emissions of CO<sub>2</sub>, SO<sub>2</sub>, NO<sub>x</sub> and dust of approximately 0.16 million tonnes, 4 tonnes, 4 tonnes and 1 tonnes, respectively, during the Year. The “tea-photovoltaic complementary” project in Shengzhou not only brings considerable environmental and economic benefits, but also promotes the sustainable development of the tea fields.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

## GREEN OPERATIONS — “SAVING ENERGY AND REDUCING EMISSIONS TOGETHER”

### Resource Conservation

As a green enterprise which promotes the development of clean energy, the Group understands the importance of maintaining sustainable development of the environment in daily operation. The Group has adopted the following resources conservation measures in its headquarters and power plants:

Energy conservation	Water conservation	Paper conservation
<ul style="list-style-type: none"> <li>To make full use of natural lighting;</li> <li>To adopt automatic lighting management system and install energy-saving light bulbs;</li> <li>To set the air-conditioning temperature at an energy-saving level and clean the air-conditioning filters on a regular basis so as to maximise the cooling efficiency;</li> <li>To strengthen off-hours inspections, switch off unnecessary lighting, air conditioners and other energy consuming devices;</li> <li>To install highly energy-efficient electronic equipment and consider its energy labels during the selection process of electricity equipment; and</li> <li>To clean solar panels on a regular basis to enhance energy efficiency.</li> </ul>	<ul style="list-style-type: none"> <li>To reduce water pressure to the lowest feasible level;</li> <li>To use water taps with water conservation labels;</li> <li>To reuse grey water for cleaning and irrigation;</li> <li>To read the water metres regularly and enhance equipment management to minimise or avoid leakages; and</li> <li>To raise staff awareness of water conservation and strengthen the supervision and management of the water resources.</li> </ul>	<ul style="list-style-type: none"> <li>To carry out administrative procedures such as notice, training application and leave application via its paperless office system;</li> <li>To set double sided printing and ink-saving mode as the default printing mode;</li> <li>To implement paperless meetings, adopt video conferencing and reduce printed materials for conferences;</li> <li>To use electronic communication technologies for the release of announcements, reporting and internal communications; and</li> <li>To use “paper from responsible sources” when printing annual and interim reports of the Group.</li> </ul>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

Through the implementation of the above measures, the Group successfully controlled the energy consumption intensity and water consumption intensity during the Year. In the coming year, the Group hopes to continue to optimize the above measures in order to control or reduce the intensity of resource consumption. Resources consumption of the Group during the Year is as follows:

Use of resources	2020	2019
Energy consumption		
Consumption of non-renewable fuel (MWh) <sup>1</sup>	<b>1,157</b>	1,688
Consumption of purchased electricity (MWh)	<b>18,910</b>	22,872
Less: electricity sold (MWh)	<b>1,815,522</b>	2,195,435
Total direct and indirect energy consumption (MWh)	<b>(1,795,455)</b>	(2,170,875)
Average direct and indirect energy consumption per MWh of electricity sold (MWh/MWh)	<b>(0.99)</b>	(0.99)
Water resources consumption		
Total water consumption <sup>2</sup> (cubic metre)	<b>21,833</b>	28,867
Water consumption per MWh of electricity sold (cubic metre/MWh)	<b>0.01</b>	0.01

<sup>1</sup> Non-renewable fuel consumption includes fuel consumption for vehicle use and cooking in power stations, and the conversion equivalent is calculated using the "Energy Statistics Manual" issued by the International Energy Agency.

<sup>2</sup> Some power plants do not have water supply. As some of the water sources are well water or barrelled water, the exact water consumption cannot be accurately measured. Therefore, the total water consumption is estimated by the management based on their experience.

### Management of Pollutants

The Group strictly complies with the relevant national laws and regulations in relation to the environment, including but not limited to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) and Water and Soil Conservation Law of the PRC (《中華人民共和國水土保持法》), so as to ensure that pollutants are reduced and their impacts on the environment are mitigated in the course of its active business expansion. As the Group focuses on the development of green energy, mainly solar energy, the emission of exhaust gas or wastewater during our operation is not significant. The main sources of air pollutants of the Group are the insignificant amount of gas emissions from motor vehicles and the fuel consumption of cooking at power plants. During the Year, the Group emitted insignificant amount of air pollutants during operation. For the purpose of emissions reduction, the Group carries out regular maintenance and examination for vehicles to maintain their efficiency and ensures that there is no idle engine, so as to avoid the waste of fuel. In addition, we reduce the number of official vehicles as much as possible and gradually increase the use of electric vehicles to reduce air pollution and greenhouse gas emissions from motor vehicles. We also use induction cookers to replace the cooking appliances using non-renewable fuels if practicable.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

During the Year, the types of air pollutants and emission data of the Group's gas fuel consumption and vehicle emissions were as follows:

Types of Air Pollutants <sup>1</sup>	2020
NO <sub>x</sub> emission (kg)	<b>339.42</b>
SO <sub>x</sub> emission (kg)	<b>1.32</b>
Particles (kg)	<b>30.64</b>

<sup>1</sup> The air pollutant emission factors for gas fuel consumption are calculated based on data from the "Clean Air Charter — Business Guidebook" published by the Hong Kong General Chamber of Commerce and the Hong Kong Business Coalition on the Environment, and the "Energy Statistics Manual" issued by the International Energy Agency. The Vehicle emission factors are calculated based on the Hong Kong Environmental Protection Department's Vehicle Emission Calculation Model.

### Management of Wastes

The Group puts emphasis on the management of wastes by proper handling of recyclable and non-recyclable wastes, so as to minimise the environmental risks from such wastes. The hazardous wastes generated by the Group are mainly electronic wastes such as waste ink cartridges and waste batteries while non-hazardous wastes are mainly domestic waste. Although the Group only generated minimal amount of hazardous waste during the Year, but in order to prevent hazardous wastes from causing serious pollution to the environment, it arranges qualified recyclers or suppliers to collect hazardous wastes for treatment with an aim to avoid environmental pollution arising from improper disposal of hazardous wastes. As for non-hazardous wastes, the domestic waste from office area of headquarters and some power plants of the Group is collected and handled by the property management companies or local village committees. With a view to reducing wastes, we actively promote paperless office to reduce the amount of printing, thereby reducing the amount of waste paper and waste ink cartridges. We encourage our staff to avoid the use of disposable and non-recyclable products and reuse stationeries such as envelopes and file binders. We also avoid wastes arising from overstocking through regular assessment on the use of materials.

Through the implementation of the above measures, the Group successfully controlled the hazardous and non-hazardous waste generation intensity during the Year. In the coming year, the Group hopes to continue to optimize the above measures, in order to control or reduce the intensity of wastes generated. During the Year, the amounts of non-hazardous and hazardous wastes generated by the Group are as follows:

Wastes	2020	2019
Total amount of non-hazardous wastes (tonnes)	<b>80</b>	80
Average amount of non-hazardous wastes per MWh of electricity sold (kg/MWh)	<b>0.04</b>	0.04
Total amount of hazardous wastes (tonnes)	<b>0.07</b>	0.08
Average amount of hazardous wastes per MWh of electricity sold (g/MWh)	<b>0.04</b>	0.04

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

## Responses to Climate Change

In recent years, the increase in climate change has led to extreme weather events. In order to cope with various extreme weather conditions, the Group requires that power plants must conduct self-inspection over hidden dangers and prepare for extreme weather. The Group also allocates appropriate flood prevention materials for power plants and provides guidelines for implementing various preventive measures for wind, snow and fire damages to maintain normal operation of the power plants.

Global warming is one of the environmental issues of great concern across the world in recent years, and reducing greenhouse gas emissions has therefore become a common task for the world in the coming decades. The Group invests in solar power generation to replace traditional power generation, reducing greenhouse gas emissions and air pollutants caused by traditional thermal power generation. The details of the relevant contribution to emissions reduction are set out in section headed "Annual Emissions Reduction Contribution". We adopt video conference to dispense with unnecessary overseas business travel if practicable while arrange direct flights for necessary business trips to minimise our carbon emissions. Besides, we encourage our staff to use public transport for commuting purpose.

Through the implementation of the above measures, the Group successfully reduced the greenhouse gas emission intensity during the year. Next year, the Group hopes to continue to optimize the above measures so as to control or reduce the intensity of greenhouse gas emissions. During the Year, the greenhouse gas emissions of the Group are as follows:

Greenhouse gas emissions <sup>1</sup>	2020	2019
Scope 1: Direct emissions (tonnes CO <sub>2</sub> e) <sup>2</sup>	<b>296</b>	496
Scope 2: Energy indirect emissions (tonnes CO <sub>2</sub> e) <sup>3</sup>	<b>12,371</b>	15,765
Scope 3: Other indirect emissions (tonnes CO <sub>2</sub> e) <sup>4</sup>	<b>79</b>	133
Total amount of greenhouse gas emissions (tonnes CO <sub>2</sub> e)	<b>12,745</b>	16,394
Average amount of greenhouse gas emissions per MWh of electricity sold (kg CO <sub>2</sub> e/MWh)	<b>7.02</b>	7.47

<sup>1</sup> The Group's greenhouse gas emissions include carbon dioxide, methane and nitrous oxide. Its greenhouse gas emissions data are presented in terms of carbon dioxide equivalent.

<sup>2</sup> Scope 1 includes greenhouse gas emissions from fixed sources (cooking fuel consumption in power stations) and greenhouse gas emissions from moveable combustion sources (vehicle). The emission equivalents are calculated based on "How to Prepare an ESG Report — Appendix 2: Reporting guidance on Environmental KPIs" issued by the Stock Exchange.

<sup>3</sup> Scope 2 includes indirect emissions from energy generated by the electricity bought by the Group. The emission equivalent is calculated based on "Grid Baseline Emission Factor for China of Emission Reduction Project of 2019" issued by the Ministry of Ecology and Environment of the People's Republic of China.

<sup>4</sup> Scope 3 includes waste paper dumped in landfills, electricity consumed by government departments in processing fresh water and sewage, and indirect greenhouse gas emissions caused by employees traveling by plane. Emission equivalents are calculated based on "How to Prepare an ESG Report — Appendix 2: Reporting guidance on Environmental KPIs" issued by the Stock Exchange, "Grid Baseline Emission Factor for China of Emission Reduction Project of 2019" issued by the Ministry of Ecology and Environment of the People's Republic of China and calculated by Carbon Calculator of International Civil Aviation Organization ("ICAO").

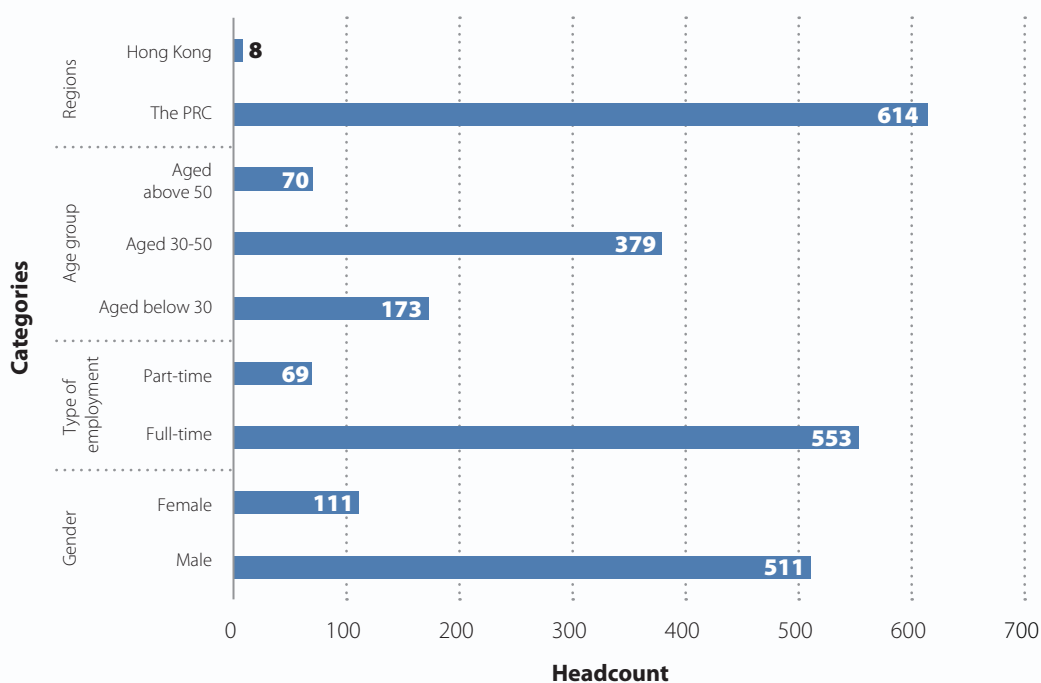


## GREEN CARE — “CREATE A BETTER FUTURE”

### Recruiting Talents

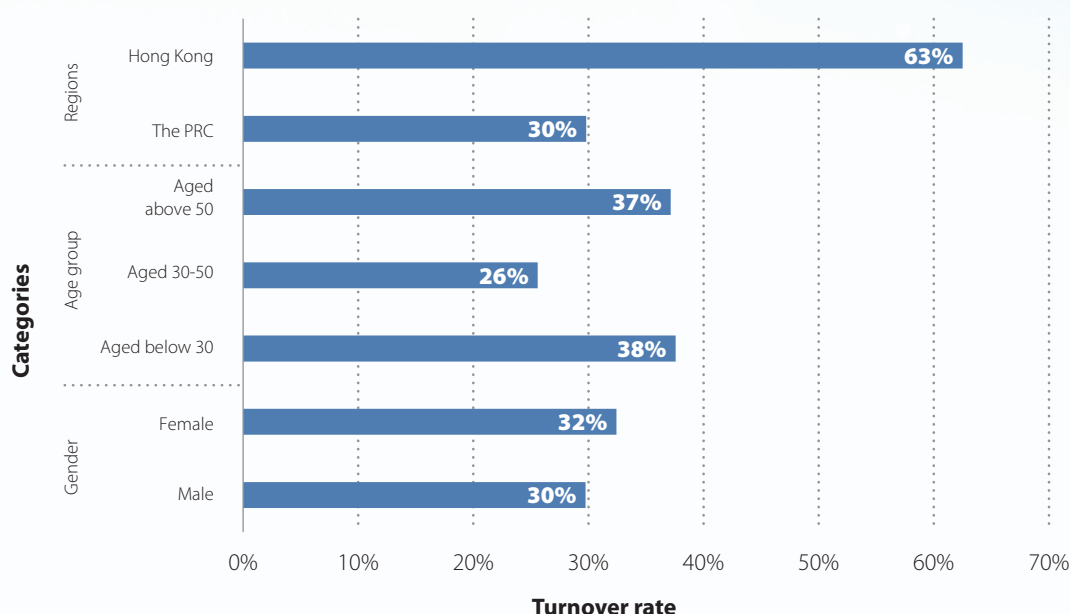
The Group recruits talents in a wide range and welcome talented and ambitious people to join it. To cope with the increasing expansion of the Group's business, the Group recruits talents via various channels, including the company website, recruiting websites, recruitment agencies, career fairs in colleges and universities, industry forums and social media platforms. With an aim to establishing a high calibre talent pool, we conduct telephone interviews, preliminary tests, intermediate tests and final tests with candidates according to the requirements of the respective positions so as to ensure our employees are equipped with adequate knowledge and skills. The Group also allows internal transfers for employees to choose positions that align with their interests and career plans to acquire new experiences, knowledge and skills from new positions. As an employer providing equal opportunities and working environment, we offer equal opportunities and remuneration packages to all candidates and our existing staff, regardless of their gender, age, race, marital status or parental status, among others. We request the candidates to provide their identification documents to verify their age and identity during the recruitment process to avoid misemploying child labour. Prior to induction, employees are required to enter into labour contract with job descriptions, remunerations, insurance, welfare, working time and rest time clearly set forth to prevent any form of forced labour.

As at 31 December 2020, the Group employed a total of 622 full-time employees in Hong and the PRC. The number of employees by gender, type of employment (full time or part-time), age group and geographical location are as follows:



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

During the year, the number of employees who terminated their employment with the Group due to voluntary resignation or dismissal, retirement or death in Hong Kong and China during the year was 188. The turnover rate of all employees was 30%. The turnover rate by gender, age group and geographical location are as follows:



### Safeguarding the Rights and Interests of our Staff

Employees serve as an important pillar and key to success of the Group. We care about the welfare of our employees and strive to safeguard their rights and interests. The Group strictly complies with the relevant laws and regulations in relation to labour rights and interests, including but not limited to the Employment Ordinance of Hong Kong, Labour Law of the PRC (《中華人民共和國勞動法》) and Labour Contract Law of the PRC (《中華人民共和國勞動合同法》). We strive to provide our staff with a workplace free from discrimination and harassment. Employees are encouraged to report any form of harassment and discrimination via our complaint mechanism. Based on the principle of “adapting to market environment, actualising values of talents and bringing out the full effects of incentives”, the Group makes annual adjustments to the remuneration of the staff with reference to various factors such as market conditions, working performance of the staff and price index, in an attempt to offer competitive remuneration packages to our employees. Apart from basic salary, we also offer performance pay and annual bonus based on individual performance of the employees and financial performance of the Group. The Group will arrange an exit interview upon receipt of the resignation letters from employees to understand the reasons of the resignation so as to improve the operation of the Group. The remaining balance of salary will also be paid in a timely manner.

For work-life balance of employees, overtime work is not encouraged. Where an extension of working hours is needed, overtime work is compensated by overtime pay or time-off in lieu according to law. In addition to statutory holidays, all employees are offered paid annual leaves, marriage leaves, maternity leaves and compassionate leaves. Furthermore, the Group offers home leaves and pays for round-trip transportation expenses from the place of residence to their home for the dispatched employees to enjoy their family time. In addition to providing all staff with statutory welfare and security, such as the “Five Insurances & One Fund” (五險一金) under social security scheme (covering the pension insurance, medical insurance, unemployment insurance, maternity insurance, work-related injury insurance and housing fund) and paid leaves, the Group also provides its staff with commercial supplementary medical insurance.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

To build up a corporate culture of staff care and maintain staff cohesion, we arranged the following activities and welfare during the Year:

- to hold celebration events and distribute gifts or cash gifts on traditional and special festivals, such as Chinese New Year, Labour Day, Women's Day and Children's Day;
- to organise a family open day;
- to organise seminars for employees;
- to hold birthday parties every quarter for employees;
- to organise activities, such as football, for department team building every month, taking care of employees in different ways;
- to organise company trips in Spring and Fall for employees;
- to organise sports day for employees; and
- to offer free annual body check.

### Safeguarding the Safety and Health of the Employees

The Group adheres to the safety approach of "people-oriented and safety first" and the principle of "safety first, prevention-oriented and comprehensive governance" in the daily operation of its power plants and offices, and formulates a well-established production safety system, to ensure strict compliance with the relevant laws and regulations such as the Production Safety Law of the PRC (《中華人民共和國安全生產法》) and the Regulations on the Reporting, Investigation and Disposition of Work Safety Accidents (《生產安全事故報告和調查處理條例》) during its operation.

#### Production safety management

- To develop a production safety responsibility system that clearly sets out the safety responsibilities of each unit;
- To hold a quality and production safety meeting once a week and a quality and safety meeting once a month;
- To carry out large-scale safety inspections in spring and autumn and immediately take corrective actions for any potential hazard discovered;
- To carry out a joint safety inspection for construction in progress once a week, daily routine inspections for operating power plants, and company-level safety inspections by the Group's headquarters;
- To identify material hazard sources regarding occupational health and safety in accordance with factors such as the possibility of accidents and frequency of human exposure in hazardous environments; and
- To formulate controlling measures for hazard sources and review the effectiveness of such measures on a regular basis.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Occupational hygiene protection

- To formulate annual safety plans and summarise the implementation of such plans at the end of the year and develop next work plans;
- To supervise the proper wearing and application of personal protective equipment by all levels of our staff and replace expired, damaged or performance degraded protective equipment in a timely manner; and
- To request the employees operating special equipment to obtain relevant certificates, such as high-voltage equipment testing certificate, prior to commencement of work.

### Occupational hygiene trainings

- To organise events such as safety day and production safety month on a regular basis to enhance employees' awareness towards occupational health and safety;
- To provide safety trainings for the employees, such as first aid trainings, safety knowledge and examples of incidents; and
- To conduct regular firefighting trainings.

### Accident prevention and treatment

- To develop comprehensive emergency plans for production safety accidents, including accident risk description, emergency organisation and responsibilities, early warning and information reporting, so that employees can have relevant knowledge and corresponding measures for possible safety accidents;
- To establish an emergency response team and formulate emergency plans for different accidents such as fire, electric shock and personal injury;
- To establish accident reporting, investigation and handling system to reduce the possibility of accidents;
- To issue flood prevention guidelines to ensure safety of its employees and safe operation of equipment; and
- To carry out emergency drill.

In the past three years (including this year), the Group did not have any case of death caused by work-related injuries. During this year, 1 employee was injured in 1 occupational accident, and 21 working days were lost due to work-related injuries. Management of the Group has reviewed relevant work-related injuries reports and optimized employee safety training to prevent the occurrence of occupational accident.

### Promoting Personal Development

The knowledge and skills of employees are of utmost importance to the operation and business growth of the Group. As a result, we develop a well-planned career path for the employees to prepare for future business challenges. In order to build an excellent team that aligns with our development, we conduct regular assessment on the personal competence and performance of employees based on the principle of fairness, impartiality and openness. Comprehensive investigation and research on our middle-to-high level employees will also be carried out by asking other employees to provide objective and fair comments on their operating and management capabilities as well as self-cultivation. In addition, we are committed to offering our employees the opportunity of merit-based promotion and a stable working environment in their career pursuit. Our promotion is executed on a fair and open basis and any form of discrimination is not tolerated. When evaluating an employee for promotion, thorough consideration is given to the employee's personal quality, training record, ability and performance at work. Competent employees will be first considered for internal promotion when there is a job vacancy.

We believe that two-way communication is essential to increase job satisfaction and working efficiency of employees, thereby lowering the employee turnover rate. Our internal training mentors communicate with some employees regularly to understand their working conditions and create a favourable working atmosphere. Our internal mentors not only serve as a linkage between general employees and the management, but also provide employees with a wide range of effective trainings. To encourage internal mentors to actively commence training works, the Group formulates a mentor promotion mechanism and provides internal mentors with remunerations, material fees and welfare of teachers' day.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### Investment in Talent Development

Talent development is an integral part of the Group's human resources strategy. Staff trainings will be organised based on the Group's actual conditions and demands for talents in a planned and targeted way. We create personal training files for our employees which record all trainings received since their induction and serve as the basis for promotion and salary adjustment. The Group also has a comprehensive talent training system in place to provide various training courses for employees of different levels and professions. During the Year, the Group organised four types of training, namely internal training, external training, network training and cooperative training. We also provide induction trainings for all new employees, covering corporate culture, company system and safety knowledge. The Group not only provides employees with internal trainings, but also motivates them to attend external courses and personal trainings. We arrange site visits for employees with an aim to continuously enhance their working ability and consolidate their professional skills. During the Year, the Group appointed external training institutions to provide employees with 5S (i.e. sort, set in order, shine, standardise and sustain), technical and management training, so that employees learn a variety of knowledge. The Group also arranged licence-based external training for employees in need in order to help them to obtain professional licences such as safety officer certificates and high voltage electrician certificates. To provide employees with appropriate trainings without geographical constraints, our training approaches are not limited to in-class training and on-job training, but also uses electronic communication software as a learning platform to provide online training for employees. During the Year, the Group also established a school-enterprise cooperation training platform with Yulin University, Kashi University, Jinlin Technology College of Electronic information and Ulanqab Vocational College and used the equipment of Yulin University as a support to the training, providing more comprehensive training for employees.

During the Year, we have organised the following training programs:

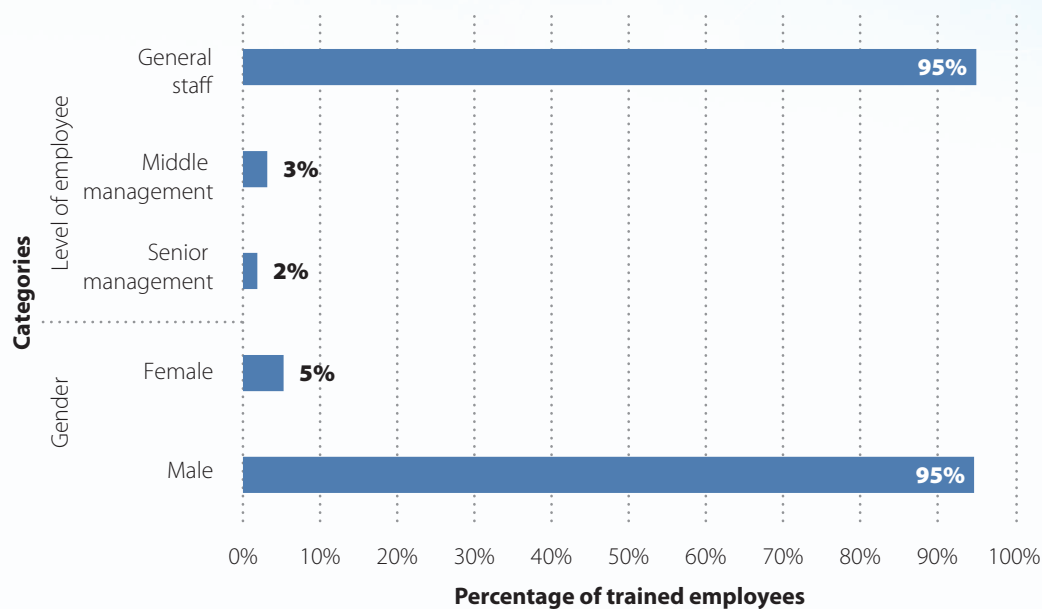
Training topics	Examples of training programmes
Leadership	Leadership and executive skills training Team management training
Occupational communication	Communication skills training
Coaching capability	Nurturing of training skills of internal mentors
Professional skills	Training on the principle of secondary circuits and relay protection Basic electrical knowledge training
Safety production	Power plant safety training Security awareness and self-prevention training Safety and accident prevention training

For the purpose of optimising our training system, trainees will complete an evaluation survey on the training effectiveness and make suggestions upon completion of trainings. Their comments will be used for improving the quality of training courses and enhancing the satisfaction of trainees and values of such trainings for our business. Trainees who participate in external trainings are required to summarise their study achievements upon completion of trainings and to give a talk about the courses attended within the Group. We offer travel and meal allowances for all trainees. Besides, as an incentive for employees to attend large-scale national and municipal examinations for professional titles or practising licences relating to their positions, employees are entitled to study leave.

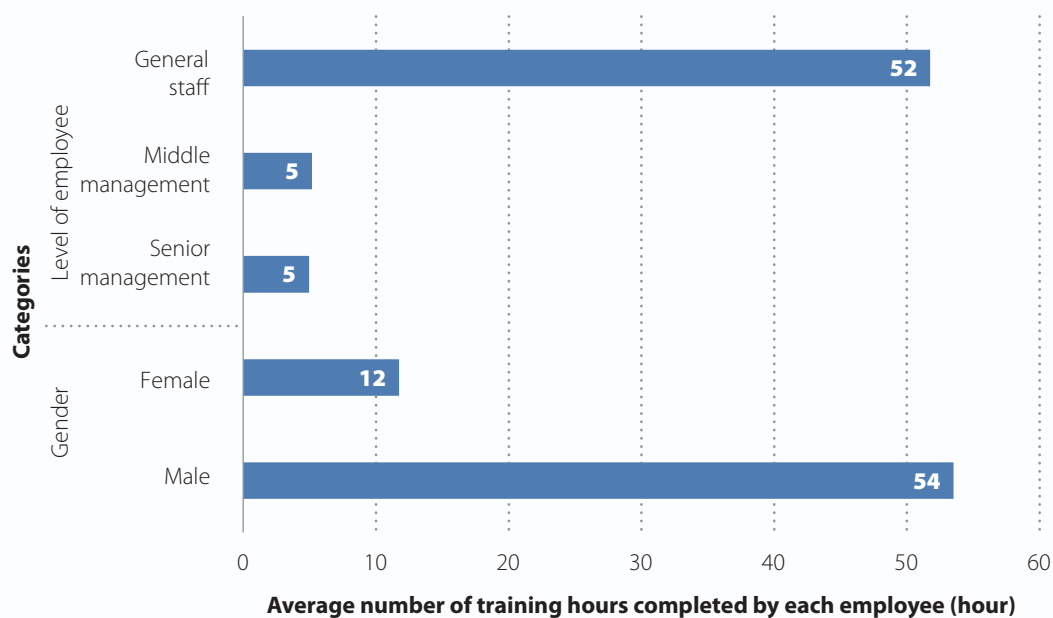


## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

The proportion of all employees of the Group in Hong Kong and China receiving training this year is 61%. The percentage of trained employees by gender and type of employees are as follows:



During this year, the average number of training hours completed by each employee of the Group in Hong Kong and China is 46 hours. The average number of training hours completed by each employee divided by gender and employee category are set out as follows:





## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

### GREEN COMMUNITY — “JOIN HANDS TO BUILD A HARMONIOUS COMMUNITY”

#### Creating a Community of Integrity

Upholding integrity, ethics and honesty is the cornerstone of the Group's success. The Group has zero tolerance towards behaviours such as bribery, extortion, fraud and money-laundering. All Directors, management and staff must comply with all relevant laws and regulations promulgated by the State and local governments in relation to the prevention of bribery, extortion, fraud and money-laundering, including but not limited to the Criminal Law of the PRC (《中華人民共和國刑法》) and the Anti-Money Laundering Law of the PRC (《中華人民共和國反洗錢法》). In case any employee violates the company policy regarding anti-corruption, the Group will terminate its labour contract and transfer such case to the judicial authorities. Furthermore, the Group has a mechanism for declaration of interest in place, stipulating that all employees should avoid engaging in any activities that collide with the interest of the Group, and requiring all employees to report any situations that may involve conflict of interest with the Group, either directly or indirectly. There is also a whistle-blowing policy in place that provides a channel for employees to report suspected misconduct. Financial transactions such as approval of contracts or expense reimbursements are subject to review by a number of departments and the management so as to prevent employees from receiving benefits. In addition, we sign integrity agreements with our suppliers to enhance the awareness of operating in a lawful and honest manner, to create a law-abiding working environment with integrity and efficiency, and to prevent any breach of laws and regulations. Moreover, the Group also provides regular anti-corruption trainings to its directors and employees. As at 31 December 2020, the Group has not been involved in any lawsuits associated with corruptions.

#### Proper Use of Media Platform

The Group makes full use of diversified media channels to consolidate the communication with its stakeholders. Apart from promotional activities such as fairs, exhibitions and roadshows that facilitate direct access to stakeholders, we also prepare our own advertising videos and brochures to allow stakeholders to have comprehensive understandings of the Group. All information announced by the Group on different platforms is subject to the verification by the relevant departments and final confirmation by the designated departments. Furthermore, the information set out in all marketing materials of the Group is required to be true and accurate while false, misleading or incorrect statements in any form of communication are forbidden.

#### Care for the Community

The robust development of the Group depends on the continuous supports and trusts from the State and all sectors of the community. The Group is always grateful and is committed to promoting the social harmony, fulfilling its corporate responsibility and contributing to the society by participating in the local economic development, investing resources such as time, products and managerial knowledge, thereby improving the general public's living standard and facilitating healthy development of the local economy.

Good community relationship lays solid foundation for the sustainable development of an enterprise. The Group values its relationship with local community where its power plant projects are operating. In addition to sharing benefits of the community, the Group has also proactively undertaken the responsibility of building community. The Group also actively participates in welfare activities of community organisations, such as community garbage classification guidance and publicity work, and contributes to the society.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

### Mutual Development with the Community

By investing in and constructing the projects that are highlighted by the concept of “agricultural-photovoltaic complementary”, “fishery-photovoltaic complementary” and “tea-photovoltaic complementary”, the Group creates job opportunities for the local community and supports local infrastructure construction and economic development. To proactively respond to the relevant national policies, the Group has devoted its technological innovation capabilities in full swing, and seeks to utilise lands that have not been designated for agricultural purposes under government’s planning, wasteland, degenerative hills and slopes, agricultural greenhouses, mudflats and fishponds for the construction of distributed solar power plants for local consumption. Through the application of “conducting clean power generation on the panels, carrying out large-scale plantation/aquaculture off the panels”, the Group has commenced agricultural and fishery projects that are adaptable to the local conditions. For example, based on the integrated development model of “tea-photovoltaic complementary”, the Group planted tea trees in the gaps between solar power generation panels, improved land utilisation, applied technology in traditional agriculture to achieve a mutually beneficial and win-win situation for the solar power generation industry and agriculture and fishery.

## CONTEXT INDEX OF THE “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE”

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Environmental</b>			
<b>Aspect A1: Emissions</b>			
<b>General disclosure</b>		Green Industry, Annual Emissions	56 to 58
Information on:		Reduction Contribution, Resource	64 to 67
(a) the policies; and		Conservation, Management of	
(b) compliance with relevant laws and regulations that have a significant impact on the issuer		Pollutants, Management of Wastes,	
relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.		Responses to Climate Change	
<b>KPI A1.1</b>	The types of emissions and respective emissions data.	Management of Pollutants	65 to 66
<b>KPI A1.2</b>	Greenhouse gas emissions (in tonnes) in total and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Responses to Climate Change	67
<b>KPI A1.3</b>	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Management of Wastes	66
<b>KPI A1.4</b>	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Management of Wastes	66
<b>KPI A1.5</b>	Description of measures to mitigate emissions and results achieved.	Green Industry, Annual Emissions Reduction Contribution, Responses to Climate Change	56 to 58, 67
<b>KPI A1.6</b>	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Management of Wastes	66

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Aspect A2: Use of resources</b>			
<b>General disclosure</b> Policies on the efficient use of resources, including energy, water and other raw materials. Note: resources may be applied to production, storage, transportation, buildings and electronic devices, etc.		Resource Conservation	64 to 65
<b>KPI A2.1</b>	Direct and/or indirect energy (e.g. electricity, gas or oil) consumption (KWh in '000s) by type in total and intensity (e.g. per unit of production volume, per facility).	Resource Conservation	64 to 65
<b>KPI A2.2</b>	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Resource Conservation	64 to 65
<b>KPI A2.3</b>	Description of energy use efficiency initiatives and results achieved.	Resource Conservation	64 to 65
<b>KPI A2.4</b>	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Resource Conservation	64 to 65
<b>KPI A2.5</b>	Total packaging material used for finished products (in tonnes) and, where appropriate, with reference to per unit produced.	As the Group is principally operating solar power plants, it does not involve any use of packaging materials.	N/A
<b>Aspect A3: The environmental and natural resources</b>			
<b>General disclosure</b> Policies on minimising the issuer's significant impact on the environment and natural resources.		Green Industry, Annual Emissions Reduction Contribution, Responses to Climate Change	56 to 58, 67
<b>KPI A3.1</b>	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Green Industry, Annual Emissions Reduction Contribution, Responses to Climate Change	56 to 58, 67
<b>Aspect A4: Climate Change</b>			
<b>General Disclosure</b> Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.		Green Industry, Annual Emissions Reduction Contribution, Responses to Climate Change	56 to 58, 67
<b>KPI A4.1</b>	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Green Industry, Annual Emissions Reduction Contribution, Responses to Climate Change	56 to 58, 67

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Social</b>			
<b>Employment and labour practices</b>			
<b>Aspect B1: Employment</b>			
<b>General disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.		Recruiting Talents, Safeguarding the Rights and Interests of Our Staff, Promoting Personal Development	68 to 71
<b>KPI B1.1</b>	Total workforce by gender, employment type, age group and geographical region.	Recruiting Talents	68 to 69
<b>KPI B1.2</b>	Employee turnover rate by gender, age group and geographical region.	Recruiting Talents	68 to 69
<b>Aspect B2: Health and safety</b>			
<b>General disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. relating to providing a safe working environment and protecting employees from occupational hazards.		Safeguarding the Safety and Health of the Employees	70 to 71
<b>KPI B2.1</b>	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Safeguarding the Safety and Health of the Employees	70 to 71
<b>KPI B2.2</b>	Lost days due to work injury.	Safeguarding the Safety and Health of the Employees	70 to 71
<b>KPI B2.3</b>	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Safeguarding the Safety and Health of the Employees	70 to 71
<b>Aspect B3: Development and training</b>			
<b>General disclosure</b> Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.		Promoting Personal Development, Investment in Talent Development	71 to 73
<b>KPI B3.1</b>	The percentage of employees trained by gender and employee category (e.g. senior management, middle-level management).	Investment in Talent Development	71 to 73
<b>KPI B3.2</b>	The average training hours completed per employee by gender and employee category.	Investment in Talent Development	71 to 73



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Aspect B4: Labour standards</b>			
<b>General disclosure</b>		Recruiting Talents	68 to 69
Information on:			
(a) the policies; and			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer			
relating to preventing child and forced labour.			
<b>KPI B4.1</b>	Description of measures to review employment practices to avoid child and forced labour.	Recruiting Talents	68 to 69
<b>KPI B4.2</b>	Description of steps taken to eliminate such practices when discovered.	No child labour or force labour has come to the awareness of the Group in the Year.	N/A
<b>Operating practises</b>			
<b>Aspect B5: Supply chain management</b>			
<b>General disclosure</b>		Supply Chain Management	61
Policies on managing environmental and social risks of the supply chain.			
<b>KPI B5.1</b>	Number of suppliers by geographical region.	No disclosure of relevant information has been made for the Year.	N/A
<b>KPI B5.2</b>	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	No disclosure of number of suppliers where the practices are being implemented has been made for the Year.	61
<b>KPI B5.3</b>	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management	61
<b>KPI B5.4</b>	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management	61

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Aspect B6: Product responsibility</b>			
<b>General disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.		Green Engineering — Management of Solar Power Plant Project, Emphasising Business Ethics, Proper Use of Media Platform	60 to 62, 74
<b>KPI B6.1</b>	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	As the Group is principally operating solar power plants, it does not involve any product recalls for safety and health reasons.	N/A
<b>KPI B6.2</b>	Number of products and service related complaints received and how they are dealt with.	As the Group is principally operating solar power plants, it does not involve any products and service related complaints.	N/A
<b>KPI B6.3</b>	Description of practices relating to observing and protecting intellectual property rights.	Emphasising Business Ethics	62
<b>KPI B6.4</b>	Description of quality assurance process and recall procedures.	<b>assurance process</b> Green Engineering — Management of Solar Power Plant Project  <b>recall procedures</b> As the Group is principally operating solar power plants, it does not involve any product recalls.	60 to 61
<b>KPI B6.5</b>	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Emphasising Business Ethics	62

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(continued)*

Subject areas, aspects, general disclosures and KPIs description		Sections/Statements	Page(s)
<b>Aspect B7: Anti-corruption</b>			
<b>General disclosure</b>		Creating a Community of Integrity	74
Information on:			
(a) the policies; and			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to prevention of bribery, extortion, fraud and money laundering.			
<b>KPI B7.1</b>	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Creating a Community of Integrity	74
<b>KPI B7.2</b>	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Creating a Community of Integrity	74
<b>KPI B7.3</b>	Description of anti-corruption training provided to directors and staff	Creating a Community of Integrity	74
<b>Community</b>			
<b>Aspect B8: Community investment</b>			
<b>General disclosure</b>		Proper Use of Media Platform, Care for the Community, Mutual Development with the Community	74 to 75
Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.			
<b>KPI B8.1</b>	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Proper Use of Media Platform, Care for the Community, Mutual Development with the Community	74 to 75
<b>KPI B8.2</b>	Resources contributed to the focus area (e.g. money or time).	Care for the Community	74

# INDEPENDENT AUDITOR'S REPORT



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## TO THE MEMBERS OF KONG SUN HOLDINGS LIMITED

*(incorporated in Hong Kong with limited liability)*

## OPINION

We have audited the consolidated financial statements of Kong Sun Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 87 to 201, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## EMPHASIS OF MATTER

We draw attention to note 3.2 in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately RMB625,734,000 during the year ended 31 December 2020 and in light of economy in 2020, the settlement of the Group's certain tariff adjustment receivables from the state-grid companies could be longer than the management's original expectation. These conditions indicate that a material uncertainty exists 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

# INDEPENDENT AUDITOR'S REPORT *(continued)*

## KEY AUDIT MATTERS *(continued)*

### Impairment assessment of goodwill and non-financial assets

*(Refer to note 20 to the consolidated financial statements and the Group's critical accounting estimates and assumptions in relation to impairment of goodwill and non-financial assets set out in notes 5(iii) and 5(iv) respectively)*

As at 31 December 2020, the Group had goodwill and non-financial assets amounting to approximately RMB29,622,000 and RMB5,660,964,000 respectively relating to its cash generating units (the "CGUs") within the segment of solar power plants.

Management has performed impairment assessment on goodwill and non-financial assets in accordance with the Group's accounting policies and, other than an impairment loss of RMB84,445,000 on a solar power plant under construction, concluded that there is no impairment in respect of goodwill and remaining non-financial assets. These calculations were based on the value-in-use calculations.

We have identified impairment assessment of goodwill and non-financial assets as a key audit matter because of its significance to the consolidated financial statements and because the value-in-use calculations involve significant management judgement and estimates with respect to the underlying cash flows, in particular the electricity tariffs, the electricity supply levels and discount rates.

### Our response:

Our procedures in relation to management's impairment assessment of goodwill and non-financial assets included:

- considering the historical accuracy of management's budgeting processes;
- conducting in-depth discussions with management about the cash flow projections used in the value-in-use calculations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the value-in-use calculations;
- benchmarking the key assumptions and discount rates used in the value-in-use calculations against independent industry data and comparable companies; and
- engaging external independent valuation specialist, in which we have evaluated their competence, capabilities and objectivity, to assist us in evaluating and assessing the appropriateness of the key assumptions used in the value-in-use calculations.

### Provision for expected credit losses on trade, bills and other receivables (including tariff adjustment receivables)

*(Refer to note 25 to the consolidated financial statements and the Group's critical accounting estimates and assumptions in relation to impairment of financial assets measured at amortised cost set out in notes 5(ii))*

As at 31 December 2020, the Group had trade, bills and other receivables amounting to RMB3,561,766,000 (2019: RMB4,292,131,000), after provision for expected credit losses ("ECLs") carried as at 31 December 2020 of RMB170,513,000 (2019: RMB95,293,000).

Management uses the simplified approach to calculate ECLs for trade receivables and general approach to calculate ECLs for bills receivable, loan receivables and other receivables.



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

### KEY AUDIT MATTERS *(continued)*

#### Provision for expected credit losses on trade, bills and other receivables (including tariff adjustment receivables) *(continued)*

We have identified provision for ECLs on trade, bills and other receivables as a key audit matter because of its significance to the consolidated financial statements and because the assessment of ECLs involve significant management judgement and estimates with respect to the available information which includes information about past events, current conditions and forecasts of future economic conditions to estimate the ECLs. It also need to assess whether the credit risk on the other receivables has increased significantly under the general approach.

#### Our response:

Our procedures in relation to management's impairment assessment of trade, bills and other receivables included:

- obtaining an understanding of the Group's credit risk management and practices, and assessing the Group's policy on determining ECLs, including an evaluation of management judgements on (i) the level of disaggregation of categories for collective assessment; (ii) the use of available credit risk information; and (iii) the criteria for determining if a significant increase in credit risk has occurred;
- obtaining and reviewing the impairment model established by management and assessing the methodology applied and the key assumptions and estimates adopted in ECLs calculations. In relation to the tariff adjustment receivables, assessing the status of the registration process of individual solar power plant by making enquiries to the management, inspecting the relevant registration documents, checking the government publications and industry news and considering the historical settlement pattern of tariff adjustment receivables;
- engaging external independent valuation specialist, in which we have evaluated their competence, capabilities and objectivity, to assist us in evaluating and assessing the ECLs calculations; and
- assessing the ageing of the balances, management's action to recover the outstanding amounts and the available information about the financial ability of the debtors, on a sample basis.

#### Valuation of financial assets measured at fair value through other comprehensive income

*(Refer to note 22 to the consolidated financial statements and the Group's accounting policies set out in note 4.10)*

As at 31 December 2020, the Group had financial assets measured at fair value through other comprehensive income amounting to RMB1,275,156,000. These amounts were classified as "level 3" financial instruments in accordance with the classification under Hong Kong Financial Reporting Standards where values are derived from unobservable inputs.

We have identified the valuation of financial assets measured at fair value through other comprehensive income as a key audit matter because of its significance to the consolidated financial statements and because the fair value estimations involve significant management judgement and estimates with respect to the determination of fair values of the financial assets.



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

### KEY AUDIT MATTERS *(continued)*

#### Our response:

Our procedures in relation to management's fair value estimations of the financial assets measured at fair value through other comprehensive income included:

- evaluating the independent valuer's competence, capabilities and objectivity;
- assessing the valuation methodologies used by management and the independent valuer;
- conducting in-depth discussions with management and the independent valuer about the cash flow projections used in the fair value estimations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the fair value estimations;
- benchmarking the key assumptions and discount rates used in the fair value estimations against independent industry data and comparable companies; and
- engaging external independent valuation specialist, in which we have evaluated their competence, capabilities and objectivity, to assist us in evaluating and assessing the appropriateness of the valuation methodologies and the key assumptions used in the fair value calculations.

### OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

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

### **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 Hong Kong Financial Reporting Standards issued by the HKICPA and 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 section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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



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

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

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

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

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

From the matters communicated with 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*

#### **Au Yiu Kwan**

Practising Certificate Number P05018

Hong Kong, 30 March 2021

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>Revenue</b>	7	<b>1,478,209</b>	2,079,704
Cost of sales		<b>(556,961)</b>	(981,965)
<b>Gross profit</b>		<b>921,248</b>	1,097,739
Other gains, net	8	<b>18,202</b>	4,656
Administrative expenses		<b>(297,030)</b>	(366,869)
Losses on disposals of subsidiaries, net	44	<b>(182,220)</b>	(66,618)
Impairment losses on a disposal group classified as held for sale	28	<b>(160,650)</b>	(327,729)
Impairment losses on solar power plants under construction	18	<b>(84,445)</b>	(43,735)
Impairment losses on trade and other receivables, net	25	<b>(78,429)</b>	(77,113)
Loss on disposal of a joint venture		—	(3,918)
Finance costs	13	<b>(735,344)</b>	(892,236)
Share of profit of a joint venture		—	12,308
Share of loss of associates	19	<b>(1,707)</b>	(21,928)
<b>Loss before income tax</b>	9	<b>(600,375)</b>	(685,443)
Income tax expense	14	<b>(25,359)</b>	(13,278)
<b>Loss for the year</b>		<b>(625,734)</b>	(698,721)
<b>(Loss)/Profit for the year attributable to:</b>			
Owners of the Company		<b>(626,818)</b>	(698,629)
Non-controlling interests	42	<b>1,084</b>	(92)
		<b>(625,734)</b>	(698,721)
<b>Loss per share for the year attributable to owners of the Company</b>	16		
— Basic (RMB cents)		<b>(4.19)</b>	(4.67)
— Diluted (RMB cents)		<b>(4.19)</b>	(4.67)



# CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>Loss for the year</b>		<b>(625,734)</b>	(698,721)
<b>Other comprehensive income, net of tax</b>	15		
<i>Items that will not be reclassified to profit or loss:</i>			
— Fair value changes in financial assets measured at fair value through other comprehensive income	22	<b>(184,365)</b>	(422,893)
<i>Items that may be reclassified subsequently to profit or loss:</i>			
— Exchange differences on translation of financial statements of foreign operations		<b>16,334</b>	(2,293)
— Releases of exchange reserve upon disposals of subsidiaries	44(b)	—	431
<b>Other comprehensive income for the year, net of tax</b>		<b>(168,031)</b>	(424,755)
<b>Total comprehensive income for the year</b>		<b>(793,765)</b>	(1,123,476)
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		<b>(794,849)</b>	(1,123,384)
Non-controlling interests		<b>1,084</b>	(92)
		<b>(793,765)</b>	(1,123,476)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	17	28,199	36,959
Solar power plants	18	5,358,404	8,747,485
Interests in associates	19	227,984	226,691
Goodwill	20	29,622	96,930
Right-of-use assets	21	274,361	409,133
Financial assets measured at fair value through other comprehensive income	22	1,275,156	1,729,091
Deferred tax assets	32	3,695	4,250
		<b>7,197,421</b>	11,250,539
<b>Current assets</b>			
Financial assets measured at fair value through profit or loss	23	16,921	28,198
Inventories	24	3,598	1,222
Trade, bills and other receivables	25	3,561,766	4,292,131
Structured bank deposits	26	4,230	4,230
Cash and cash equivalents	27	168,947	194,156
		<b>3,755,462</b>	4,519,937
Assets of disposal groups classified as held for sale	28	3,350,435	2,901,609
<b>Total current assets</b>		<b>7,105,897</b>	7,421,546
<b>Current liabilities</b>			
Trade and other payables	29	1,060,610	1,669,254
Lease liabilities	36	23,142	23,247
Loans and borrowings	30	2,576,645	1,370,428
Corporate bonds	31	229,601	8,063
Tax payables		6,325	5,278
		<b>3,896,323</b>	3,076,270
Liabilities of disposal groups classified as held for sale	28	1,792,136	1,333,322
<b>Total current liabilities</b>		<b>5,688,459</b>	4,409,592
<b>Net current assets</b>		<b>1,417,438</b>	3,011,954
<b>Total assets less current liabilities</b>		<b>8,614,859</b>	14,262,493

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

As at 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>Non-current liabilities</b>			
Lease liabilities	36	<b>159,086</b>	191,083
Loans and borrowings	30	<b>3,708,933</b>	8,299,649
Corporate bonds	31	<b>44,032</b>	278,462
		<b>3,912,051</b>	8,769,194
<b>NET ASSETS</b>		<b>4,702,808</b>	5,493,299
<b>CAPITAL AND RESERVES</b>			
Share capital	33	<b>6,486,588</b>	6,486,588
Reserves	34	<b>(1,865,637)</b>	(1,075,767)
<b>Equity attributable to the owners of the Company</b>		<b>4,620,951</b>	5,410,821
Non-controlling interests	42	<b>81,857</b>	82,478
<b>TOTAL EQUITY</b>		<b>4,702,808</b>	5,493,299

On behalf of the directors

**Jin Yanbing**

*Chairman and Executive Director*

**Qin Hongfu**

*Executive Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Equity attributable to owners of the Company							Non-controlling interests RMB'000 (note 42)	Total equity RMB'000
	Share capital RMB'000 (note 33)	PRC statutory reserves RMB'000 (note 34(i))	Exchange reserve RMB'000 (note 34(ii))	Fair value through other comprehensive income reserve RMB'000 (note 34(iii))	Equity-settled share-based payment reserve RMB'000 (note 34(iv))	Accumulated losses RMB'000	Total RMB'000		
<b>Balance at 1 January 2019</b>	6,486,588	130,538	(48,703)	(36,448)	130,020	(140,737)	6,521,258	82,570	6,603,828
Loss for the year	-	-	-	-	-	(698,629)	(698,629)	(92)	(698,721)
Other comprehensive income, net of tax	-	-	(1,862)	(422,893)	-	-	(424,755)	-	(424,755)
Total comprehensive income, net of tax	-	-	(1,862)	(422,893)	-	(698,629)	(1,123,384)	(92)	(1,123,476)
Equity-settled share-based transactions (note 10)	-	-	-	-	12,947	-	12,947	-	12,947
Lapse of share options	-	-	-	-	(92,463)	92,463	-	-	-
Appropriations to PRC statutory reserves	-	38,522	-	-	-	(38,522)	-	-	-
Disposal of subsidiaries	-	(14,922)	-	-	-	14,922	-	-	-
<b>Balance at 31 December 2019 and 1 January 2020</b>	<b>6,486,588</b>	<b>154,138</b>	<b>(50,565)</b>	<b>(459,341)</b>	<b>50,504</b>	<b>(770,503)</b>	<b>5,410,821</b>	<b>82,478</b>	<b>5,493,299</b>
Loss for the year	-	-	-	-	-	(626,818)	(626,818)	1,084	(625,734)
Other comprehensive income, net of tax	-	-	16,334	(184,365)	-	-	(168,031)	-	(168,031)
Total comprehensive income, net of tax	-	-	16,334	(184,365)	-	(626,818)	(794,849)	1,084	(793,765)
Equity-settled share-based transactions (note 10)	-	-	-	-	4,864	-	4,864	-	4,864
Lapse of share options	-	-	-	-	(3,956)	3,956	-	-	-
Appropriations to PRC statutory reserves	-	62,276	-	-	-	(62,276)	-	-	-
Acquisition of additional interest in a subsidiary	-	-	-	-	-	115	115	(1,705)	(1,590)
Disposal of subsidiaries	-	(54,397)	-	-	-	54,397	-	-	-
<b>Balance at 31 December 2020</b>	<b>6,486,588</b>	<b>162,017</b>	<b>(34,231)</b>	<b>(643,706)</b>	<b>51,412</b>	<b>(1,401,129)</b>	<b>4,620,951</b>	<b>81,857</b>	<b>4,702,808</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>Cash flows from operating activities</b>			
Loss before income tax		<b>(600,375)</b>	(685,443)
<i>Adjustments for:</i>			
Depreciation of property, plant and equipment	17	<b>9,195</b>	10,820
Depreciation of solar power plants	18	<b>386,354</b>	504,705
Amortisation of right-of-use assets	21	<b>37,194</b>	30,371
Equity-settled share-based payment expenses	10	<b>4,864</b>	12,947
Foreign exchange losses, net		<b>997</b>	6,480
Losses on disposals of subsidiaries, net	44	<b>182,220</b>	66,618
Loss on disposal of a joint venture		<b>–</b>	3,918
Write-off of property, plant and equipment	8	<b>19</b>	5
Impairment losses on solar power plants under construction	18	<b>84,445</b>	43,735
Net unrealised losses on fair value changes of financial assets measured at fair value through profit or loss	8	<b>3,883</b>	9,239
Net realised losses on disposals of financial assets measured at fair value through profit or loss	8	<b>2,602</b>	1,553
Share of profit of a joint venture		<b>–</b>	(12,308)
Share of loss of associates	19	<b>1,707</b>	21,928
Interest expense	13	<b>735,344</b>	892,236
Interest income	8	<b>(986)</b>	(854)
Dividend income from financial assets measured at fair value through profit or loss	8	<b>(1,940)</b>	(2,321)
Dividend income from financial assets measured at fair value through other comprehensive income	8	<b>(8,712)</b>	(8,649)
Impairment losses on trade and other receivables, net	25	<b>78,429</b>	77,113
Impairment losses on disposal group classified as held for sale	28	<b>160,650</b>	327,729
Gain on lease modification	21, 36	<b>(2,834)</b>	–
Write-back of other payables	8	<b>–</b>	(1,112)
<b>Operating profit before working capital changes</b>		<b>1,073,056</b>	1,298,710
(Increase)/Decrease in inventories, net		<b>(2,411)</b>	1,815
Decrease/(Increase) in trade, bills and other receivables		<b>1,579,632</b>	(907,776)
(Decrease)/Increase in trade and other payables		<b>(1,903,309)</b>	270,980
Cash generated from operations		<b>746,968</b>	663,729
Tax paid		<b>(21,684)</b>	(11,415)
<b>Net cash generated from operating activities</b>		<b>725,284</b>	652,314



# CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

For the year ended 31 December 2020

	Notes	2020 RMB'000	2019 RMB'000
<b>Cash flows from investing activities</b>			
Payments for purchase of property, plant and equipment	17	(1,869)	(19,333)
Dividend income received from financial assets measured at fair value through profit or loss		1,940	2,321
Dividend income received from financial assets measured at fair value through other comprehensive income		8,712	8,649
Payments for construction cost in respect of solar power plants	18	(26,149)	(67,807)
Payments for purchase of financial assets measured at fair value through other comprehensive income		(430)	(104,550)
Proceeds from disposals of financial assets measured at fair value through profit or loss	23	3,630	43,034
Proceeds from return of capital of financial assets measured at fair value through other comprehensive income	22	270,000	–
Payments for right-of-use assets		–	(46,176)
Interest received		986	854
Proceeds from disposal of a joint venture		–	105,000
Proceeds from disposals of subsidiaries, net of cash disposed	44	886,838	211,594
Decrease in structured bank deposits, net		–	5,000
Payment for acquisition of subsidiaries, net of cash acquired	43	–	(1,765)
Payment for acquisition of associates, net of cash acquired	19	(3,000)	–
<b>Net cash generated from investing activities</b>		<b>1,140,658</b>	<b>136,821</b>
<b>Cash flows from financing activities</b>			
Proceeds from new loans and borrowings		322,500	750,000
Repayments of loans and borrowings		(1,629,150)	(807,824)
Repayments of lease liabilities		(66,864)	(13,868)
Interest paid		(488,815)	(714,501)
Net proceeds from issuance of corporate bonds	31	11,110	50,860
Repayment of corporate bonds	31	(18,231)	(56,794)
Payment for acquisition of additional interest in a subsidiary	42	(1,590)	–
<b>Net cash used in from financing activities</b>		<b>(1,871,040)</b>	<b>(792,127)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(5,098)</b>	<b>(2,992)</b>
<b>Cash and cash equivalent at the beginning of the year</b>		<b>253,756</b>	<b>256,645</b>
Effect of foreign exchange rate changes		(95)	103
<b>Cash and cash equivalents at the end of the year</b>		<b>248,563</b>	<b>253,756</b>
<b>Cash and cash equivalents as at 31 December, represented by:</b>			
Bank balances and cash	27	168,947	194,156
Bank balances and cash included in assets classified as held for sale	28	79,616	59,600
		<b>248,563</b>	<b>253,756</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

## 1. GENERAL INFORMATION

Kong Sun Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office and its principal place of business is located at Unit 803-4, 8/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are investment in and operation of solar power plants, provision of solar power plants operations and maintenance services, provision of financial services, trading of liquefied natural gas and assets management.

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### 2.1 Adoption of new/amended HKFRSs — effective 1 January 2020

The Hong Kong Institute of Certified Public Accountants has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKFRS 3, Definition of a Business
- Amendments to HKAS 1 and HKAS 8, Definition of Material
- Amendments to HKAS 39, HKFRS 7 and HKFRS 9, Interest Rate Benchmark Reform

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period. Impact on the applications of these amended HKFRSs are summarised below.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

*(continued)*

### 2.2 New/amended HKFRSs that have been issued but are not yet effective

The following new/amended HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

- Amendments to HKAS 1, Classification of Liabilities as Current or Non-current<sup>4</sup>
- HK Interpretation 5 (2020), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause<sup>4</sup>
- Amendments to HKAS 16, Proceeds before Intended Use<sup>2</sup>
- Amendments to HKAS 37, Onerous Contracts — Cost of Fulfilling a Contract<sup>2</sup>
- HKFRS 17 — Insurance Contracts<sup>4</sup>
- Amendments to HKFRS 3, Reference to the Conceptual Framework<sup>3</sup>
- Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>5</sup>
- Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform — Phase 2<sup>1</sup>
- Annual Improvements to HKFRSs 2018–2020<sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2022.

<sup>3</sup> Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>5</sup> The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

*(continued)*

### 2.2 New/amended HKFRSs that have been issued but are not yet effective *(continued)*

#### **Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause**

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

The Directors do not anticipate that the application of the amendments and revision in the future will have an impact on the financial statements.

#### **Amendments to HKAS 16, Proceeds before Intended Use**

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

The Directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

#### **Amendments to HKAS 37, Onerous Contracts — Cost of Fulfilling a Contract**

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The Directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

*(continued)*

#### 2.2 New/amended HKFRSs that have been issued but are not yet effective *(continued)*

##### **HKFRS 17, Insurance Contracts**

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4, Insurance Contracts. The standard outlines a ‘General Model’, which is modified for insurance contracts with direct participation features, described as the ‘Variable Fee Approach’. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

The Directors do not anticipate that the application of this standard in the future will have an impact on the financial statements.

##### **Amendments to HKFRS 3, Reference to the Conceptual Framework**

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

##### **Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The Directors anticipate that the application of these amendments may have an impact on the financial statements in future periods should such transaction arise.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

*(continued)*

### 2.2 New/amended HKFRSs that have been issued but are not yet effective *(continued)*

#### **Annual Improvements to HKFRSs 2018–2020**

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent’s date of transition to HKFRSs.
- HKFRS 9, Financial Instruments, which clarify the fees included in the ‘10 per cent’ test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other’s behalf are included.
- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

#### **Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform — Phase 2**

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the “Reform”). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.



# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 3. BASIS OF PREPARATION

### 3.1 Statement of compliance

The financial statements on pages 87 to 201 have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

### 3.2 Basis of measurement and basis of preparation of financial statements on a going concern basis

The financial statements have been prepared under historical cost convention except for certain financial assets at fair value through other comprehensive income ("FVOCI") and financial assets at fair value through profit or loss ("FVTPL"), which are stated at fair values. The measurement bases are fully described in the accounting policies below.

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new/amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 2.

In preparing the financial statements, the Directors considered the operations of the Group as a going concern notwithstanding that the Group incurred a net loss of approximately RMB625,734,000 (2019: RMB698,721,000) during the year ended 31 December 2020 and in light of economy in 2020, the settlement of the Group's certain tariff adjustment receivables from the state-grid companies amounting to RMB1,896,598,000 as at 31 December 2020 could be longer than the management's original expectation. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, the financial statements were prepared based on the assumption that the Group can be operated as a going concern and the Directors are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2020, after taking into consideration of the followings:

1. the Group continues to implement measures to tighten cost controls over various operating expenses in order to improve its cash flows from its operations; and
2. the Group is actively exploring the availability of alternative source of financing (including but not limited to realisation of the Group's solar power plants).

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 3. BASIS OF PREPARATION *(continued)*

#### 3.2 Basis of measurement and basis of preparation of financial statements on a going concern basis *(continued)*

The Directors believe that the aforementioned financing and operational measures will be successful, based on the continuous efforts and commitment given by the management.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the financial statements to write down the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of such adjustments has not yet been reflected in the financial statements.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

#### 3.3 Functional and presentation currency

Since the Company conducts its primary business operations through its subsidiaries established in the People's Republic of China (the "PRC") and Renminbi ("RMB") is the currency that mainly influences the sales prices of goods and services and the costs of providing those goods and services of the Company's significant subsidiaries, the Company adopts RMB as its functional currency. All financial information presented in RMB has been rounded to the nearest thousands.

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 4.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The results of the subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of the disposal, as appropriate.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.1 Basis of consolidation *(continued)*

Acquisition of subsidiaries or businesses is accounted for using 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 non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

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.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, 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. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date the control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

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

When the Group acquires a subsidiary where the underlying assets are not integrated in forming a business to generate revenues, the transaction is accounted for as a purchase of net assets. The cost of acquisition is allocated to the identifiable assets and liabilities acquired based on their relative fair values at the date of acquisition and no goodwill is recognised.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.2 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 carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 4.3 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using 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 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.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.4 Joint arrangements

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the Group has rights to only the net assets of the joint arrangement; or
- Joint operations: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

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

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

Any premium paid for an investment in a joint venture 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 investment in joint venture. Where there is objective evidence that the investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Company's interests in joint ventures are stated at cost less impairment loss, if any. Results of joint ventures are accounted for by the Company on the basis of dividends received and receivable.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.5 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Accounting policies for impairment on goodwill are set out in note 4.8 in details.

On subsequent disposal of a subsidiary or CGU, any attributable amount of goodwill is included in the calculation of the gain or loss on disposal.

### 4.6 Property, plant and equipment

Property, plant and equipment, are stated at acquisition cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use.

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 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 or valuation net of expected residual value over their estimated useful lives on straight-line method. The estimated useful lives, expected 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	Over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion
Plant and machinery	10–15 years
Motor vehicles	5 years
Furniture, fixtures and equipment	5 years
Solar power plants	25 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 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.



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.6 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.

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.

#### 4.7 Payments for leasehold land held for own use

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

#### 4.8 Impairment of other non-financial assets

The Group's property, plant and equipment, solar power plants, right-of-use assets and goodwill are subject for impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those of other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level. Goodwill in particular is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for CGU, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to its present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

An impairment loss on goodwill is not reversed in subsequent periods whilst an impairment loss on other assets is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.9 Leases

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist 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 right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

##### **Right-of-use asset**

This 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 measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The Group also has leased a number of properties under tenancy agreements and right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

##### **Lease liability**

This is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. Lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease terms 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, the Group measures 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.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.9 Leases *(continued)*

##### **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 method 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 method over the lease term.

#### 4.10 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 fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. 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 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.

**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 fair value through OCI. Debt investments at fair value through other comprehensive income are subsequently measured at fair value. Interest income calculated using 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.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.10 Financial instruments *(continued)*

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

##### Debt instruments *(continued)*

FVTPL: Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, 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 fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

##### 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 fair value through other comprehensive income 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 ECL on its trade receivables (including renewable energy subsidy receivables and loan receivables) and financial assets measured at amortised cost. ECLs are measured on either of the following bases: (1) 12 months ECLs: these are 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. 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.

The Group has elected to measure loss allowances for trade receivables including renewable energy subsidy receivables 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.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.10 Financial instruments *(continued)*

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

For other debt financial assets, 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 ECL, 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.

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.

Interest income on credit-impaired financial assets is calculated based on 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) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and form an integral part of the Group's cash management.

#### (iv) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

##### Loans and borrowings/Corporate bonds

These are recognised initially at fair value, net of transaction costs incurred. They are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using effective interest method. The related interest is recognised in accordance with the Group's accounting policy for borrowing costs (note 4.14). They are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.10 Financial instruments *(continued)*

#### (iv) Financial liabilities *(continued)*

Trade and other payables

These are recognised initially at their fair value and subsequently measured at amortised cost, using effective interest method.

Lease liabilities

Lease liabilities are measured at initial value less the capital element of lease repayments (see note 4.9).

#### (v) Effective interest method

This 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. 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.

#### (vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (vii) Financial guarantee contracts

This 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 fair value through profit or loss 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 loss allowance, being the ECL provision measured in accordance with principles of the accounting policies set out in 4.10(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

#### (viii) 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.



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.11 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 first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

#### 4.12 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.

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 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.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.12 Revenue recognition *(continued)*

#### (i) Sales of electricity

Revenue from sales of electricity is recognised over time when the electricity generated and transmitted is simultaneously received and consumed by the power grid companies. The Group has elected the practical expedient to recognise revenue in the amount to which the Group has a right to invoice as the amount represents and corresponds directly with the value of performance completed and transferred to the power grid companies. The Group has no unsatisfied performance obligations at each reporting date.

#### (ii) Sales of liquefied natural gas

Revenue from liquefied natural gas is recognised at a point of time when control of the products has transferred, being when the products are delivered to the customers and there is no unfulfilled obligation that could affect the customers' acceptance of the products.

#### (iii) Operation and maintenance services

Revenue from provision of solar power plant maintenance is recognised when the services are rendered according to the terms of the services agreements.

#### (iv) Other income

Interest income from provision of financial services is recognised on time-proportion basis using effective interest method.

Rental income under operating leases is recognised on straight-line method over the terms of the relevant lease.

#### (v) Contract liabilities

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

### 4.13 Foreign currency

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.13 Foreign currency *(continued)*

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rate at the reporting date. Income and expenses have been converted into RMB at the average rates over the reporting period provided that the exchange rates over that period did not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation have been treated as assets and liabilities of the foreign operation and translated into RMB at the closing rates. When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

#### 4.14 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred during the period of time that is required to complete and prepare the assets for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

#### 4.15 Income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investment in subsidiaries and jointly controlled entity, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.15 Income taxes *(continued)*

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 4.16 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.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.17 Government grants

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

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

#### 4.18 Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the employee 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 other 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.

The Group also operates a phantom share option scheme. An option pricing model is used to measure the Group's liability at the end of each reporting period, taking into account the terms and conditions on which the bonus is awarded and the extent to which employees have rendered service. Movements in the liability (other than cash payments) are recognised in profit or loss.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

#### 4.19 Provisions and contingent liabilities

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

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 4.20 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.

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) dependants of that person or that person's spouse or domestic partner.



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.21 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The Group manages its businesses by subsidiaries. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments.

Solar power plants	:	this segment engages in generating and sales of electricity; and provision of solar power plant operation and maintenance services.
Liquefied natural gas	:	this segment engages in trading of liquefied natural gas.
Financial services	:	this segment engages in provision of loans.

For the purpose of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all non-current and current assets with the exception of corporate assets. Segment liabilities include trade creditors and other payables attributable to the individual segments and loans and borrowings managed directly by the segments.

Turnover and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income. To arrive at adjusted EBITDA the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditors' remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and additions to non-current segment assets used by the segments in their operations.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 4.22 Non-current assets held for sale and disposal groups

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs of disposal.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (i) Depreciation

The Group depreciates property, plant and equipment on straight-line method over the estimated useful life, and after taking into account their estimated residual value, at 4% to 33-1/3% per annum, commencing from the date on which the assets are available for use while depreciates the right-of-use assets on straight-line method over the shorter of the asset's useful life and the lease term. The estimated useful life reflects the Directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment and the right-of-use assets.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

#### (ii) ECL of financial assets measured at amortised cost

The measurement of ECL allowance for financial assets measured at amortised cost is an area that requires the use of significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). A number of significant judgments, including determining the criteria for significant increase in credit risk, are also required in applying the accounting requirements for measuring ECLs. Details about the judgements and assumptions used in measuring ECLs is set out in note 4.10(ii) to these financial statements. Changes to these estimates and assumptions can result in significant changes to the timing and amount of ECLs to be recognised.

#### (iii) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 4.8. The recoverable amounts of CGUs have been determined based on value-in-use calculations. These calculations require the use of estimates about future cash flows and discount rates. In the process of estimating expected future cash flow management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. For the years ended 31 December 2019 and 2020, no impairment loss of goodwill was recognised in the consolidated statement of profit or loss. Details of the estimates of the recoverable amounts of CGUs containing goodwill are disclosed in note 20.

#### (iv) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows. For the year ended 31 December 2020, an impairment loss of non-financial assets amounting to RMB84,445,000 (2019: RMB43,735,000) was recognised in the consolidated statement of profit or loss. Details of the estimates of the recoverable amounts of CGUs containing the non-financial assets are disclosed in note 18.

#### (v) Current tax and deferred tax

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the amount of the provision for taxes and the timing of payment of the related taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income taxes and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. SEGMENT INFORMATION

#### (a) Business segments

The Board, being the chief decision maker, has identified the solar power plants, financial services, trading of liquefied natural gas and other segments as the business components in internal reporting. Information about the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2020 and 2019 is set out below.

	2020 RMB'000	2019 RMB'000
<b>Revenue from contracts with customer within the scope of HKFRS 15:</b>		
Sales of electricity	<b>1,375,490</b>	1,693,916
Provision of solar power plant operation and maintenance services	<b>21,038</b>	20,070
Trading of liquefied natural gas	<b>44,377</b>	326,333
	<b>1,440,905</b>	2,040,319
<b>Revenue from other sources</b>		
Interest income from provision of financial services	<b>37,304</b>	39,385
<b>Total revenue</b>	<b>1,478,209</b>	2,079,704

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. SEGMENT INFORMATION (continued)

#### (a) Business segments (continued)

	2020			
	Solar power plants RMB'000	Financial services RMB'000	Trading of liquefied natural gas RMB'000	Total RMB'000
Revenue from external customers	1,396,528	37,304	44,377	1,478,209
Inter-segment revenue	–	–	–	–
Reportable segment revenue	1,396,528	37,304	44,377	1,478,209
Reportable segment profit (adjusted EBITDA)	1,092,021	13,274	1,747	1,107,042
Other interest income	513	40	75	628
Interest expense	650,918	4,056	–	654,974
Depreciation and amortisation for the year	408,872	2,635	47	411,554
Impairment losses on trade and other receivables, net	24,378	15,663	533	40,574
Impairment losses on a disposal group classified as held for sale	160,650	–	–	160,650
Impairment losses on solar power plants under construction	84,445	–	–	84,445
Reportable segment assets	11,708,410	269,390	6,768	11,984,568
Additions to non-current assets during the year	43,925	851	–	44,776
Reportable segment liabilities	8,435,774	24,323	1,098	8,461,195
Primary geographical markets of revenue PRC	1,396,528	37,304	44,377	1,478,209
Time of revenue recognition				
At a point of time	–	N/A*	44,377	44,377
Transferred over time	1,396,528	N/A*	–	1,396,528
	1,396,528	N/A*	44,377	1,440,905

\* Other source of income not within the scope of HKFRS 15

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. SEGMENT INFORMATION (continued)

#### (a) Business segments (continued)

	2019			
	Solar power plants RMB'000	Financial services RMB'000	Trading of liquefied natural gas RMB'000	Total RMB'000
Revenue from external customers	1,713,986	39,385	326,333	2,079,704
Inter-segment revenue	–	–	–	–
Reportable segment revenue	1,713,986	39,385	326,333	2,079,704
Reportable segment profit/(loss) (adjusted EBITDA)	1,410,849	18,543	(2,094)	1,427,298
Other interest income	430	1	–	431
Interest expense	792,633	13,058	59	805,750
Depreciation and amortisation for the year	538,667	2,331	48	541,046
Impairment losses on trade and other receivables, net	17,783	9,428	266	27,477
Impairment losses on a disposal group classified as held for sale	327,729	–	–	327,729
Impairment losses on solar power plants under construction	43,735	–	–	43,735
Reportable segment assets	15,522,162	327,418	9,674	15,859,254
Additions to non-current assets during the year	103,209	3,809	4	107,022
Reportable segment liabilities	12,212,138	15,546	3,230	12,230,914
Primary geographical markets of revenue PRC	1,713,986	39,385	326,333	2,079,704
Time of revenue recognition				
At a point of time	–	N/A*	326,333	326,333
Transferred over time	1,713,986	N/A*	–	1,713,986
	1,713,986	N/A*	326,333	2,040,319

\* Other source of income not within the scope of HKFRS 15



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. SEGMENT INFORMATION (continued)

#### (b) Reconciliation of reportable segment revenues, profit or loss, assets and liabilities

	2020 RMB'000	2019 RMB'000
<b>Revenue</b>		
Reportable segment revenue	1,478,209	2,079,704
Elimination of inter-segment revenue	—	—
Consolidated revenue	1,478,209	2,079,704
<b>Profit</b>		
Reportable segment profit	1,107,042	1,426,108
Other gains and losses	74,806	13,397
Net realised losses on disposal of financial assets measured at fair value through profit or loss	(2,602)	(1,553)
Net unrealised losses on fair value charges on financial assets measured at fair value through profit or loss	(3,883)	(9,239)
Impairment losses on trade and other receivables, net	(37,855)	(49,636)
Impairment losses on a disposal group classified as held for sale	(160,650)	(327,729)
Impairment losses on solar power plants under construction	(84,445)	(43,735)
Depreciation and amortisation	(432,743)	(545,896)
Loss on disposal of subsidiaries, net	(182,220)	(66,618)
Loss on disposal of a joint venture	—	(3,918)
Share of profit of a joint venture	—	12,308
Share of loss of associate	(1,707)	(21,928)
Finance costs	(735,344)	(892,236)
Equity-settled share-based payment expenses	(4,864)	(12,947)
Gain on lease modification	2,834	—
Unallocated corporate expenses	(138,744)	(161,821)
Consolidated loss before income tax expense	(600,375)	(685,443)
<b>Assets</b>		
Reportable segment assets	11,984,568	15,859,254
Interest in associates	227,984	226,691
Financial assets measured at fair value through other comprehensive income	1,275,156	1,729,091
Financial assets measured at fair value through profit or loss	16,921	28,198
Structured bank deposits	4,230	4,230
Deferred tax assets	3,695	4,250
Unallocated corporate assets	790,764	820,371
Consolidated total assets	14,303,318	18,672,085
<b>Liabilities</b>		
Reportable segment liabilities	8,461,195	12,230,914
Corporate bonds	273,633	286,525
Unallocated corporate liabilities	865,682	661,347
Consolidated total liabilities	9,600,510	13,178,786

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. SEGMENT INFORMATION (continued)

#### (c) Geographic information

As the Group does not have material operation outside the PRC, no geographic segment information is presented.

### 7. REVENUE

Revenue mainly represents income from sales of electricity (including renewable energy subsidies), income from provision of solar power plant operation and maintenance services, interest income generated from provision of financial services and trading of liquefied natural gas. The amount of each significant category of revenue during the year is as follows:

	2020 RMB'000	2019 RMB'000
Sales of electricity	<b>1,375,490</b>	1,693,916
Provision of solar power plant operation and maintenance services	<b>21,038</b>	20,070
Interest income from provision of financial services	<b>37,304</b>	39,385
Trading of liquefied natural gas	<b>44,377</b>	326,333
Consolidated revenue	<b>1,478,209</b>	2,079,704

During the year ended 31 December 2020, sales of electricity includes renewable energy subsidies from the state-grid companies in various provinces amounted to approximately RMB910,734,000 (2019: RMB1,107,980,000), of which RMB696,234,000 (2019: RMB714,110,000) have been registered in the Renewable Energy Tariff Subsidy Catalogue and remaining RMB214,500,000 (2019: RMB393,870,000) are in the registration process to the Tariff Subsidy Project List, as set out in note 49.1(a) (i) for the details.

For the years ended 31 December 2020 and 2019, the major customers contributed over 10% of the total revenue of the Group are set out below:

	2020 RMB'000	2019 RMB'000
Customer A in solar power plants segment	<b>487,154</b>	550,891
Customer B in solar power plants segment	<b>194,663</b>	239,704
Customer C in solar power plants segment	<b>144,890</b>	226,313

As at 31 December 2020, trade and bills receivables from contracts with customers amounted to RMB2,171,369,000 (2019: RMB2,733,004,000).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 8. OTHER GAINS, NET

	2020 RMB'000	2019 RMB'000
Interest income	986	854
Dividend income from financial assets measured at fair value through profit or loss	1,940	2,321
Dividend income from financial assets measured at fair value through other comprehensive income	8,712	8,649
Net realised losses on disposals of financial assets measured at fair value through profit or loss (note 23)	(2,602)	(1,553)
Net unrealised losses on fair values changes on financial assets measured at fair value through profit or loss (note 23)	(3,883)	(9,239)
Write off of property, plant and equipment	(19)	(5)
Write-back of other payables	–	1,112
Government grants (note)	2,876	1,155
Refund of value-added tax	–	4,227
Service fee income	796	633
Rental income	5,925	–
Gain on lease modification (notes 21 and 36)	2,834	–
Others	637	(3,498)
	<b>18,202</b>	<b>4,656</b>

Note: These consist of subsidies given by the PRC government to certain subsidiaries of the Group in the PRC for their operating cost and enterprises development. The amounts do not have specific conditions attached to the incentives and other income is recognised upon receipt.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 9. LOSS BEFORE INCOME TAX

The Group's loss before income tax is arrived at after charging:

	2020 RMB'000	2019 RMB'000
Auditor's remuneration		
— Audit services	3,113	3,962
— Non-audit services	1,073	1,072
Amortisation of right-of-use assets (note 21)	37,194	30,371
Cost of inventories	43,998	325,275
Depreciation		
— Property, plant and equipment (note 17)	9,195	10,820
— Solar power plants (note 18)	386,354	504,705
Short-term leases expenses	6,001	8,306

### 10. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2020 RMB'000	2019 RMB'000
Salaries, wages and other benefits	118,493	147,822
Contributions to defined contribution retirement plan (note 39)	15,325	24,828
Equity-settled share-based payment expenses (note 40)	4,864	12,947
Total employee benefit expenses (including directors' emoluments)	138,682	185,597

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 11. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) is as follows:

	Fees RMB'000	Salaries, allowances and other benefits in kind RMB'000	Bonuses RMB'000	Contributions to defined contribution retirement plan RMB'000	Share-based payments RMB'000 (note)	Total RMB'000
<b>2020</b>						
<b>Chairman and Executive director</b>						
Jin Yanbing	213	852	326	74	218	1,683
<b>Executive directors</b>						
Deng Chengli <sup>2</sup>	91	319	258	30	294	992
Qin Hongfu <sup>1</sup>	–	346	193	44	–	583
<b>Non-executive director</b>						
Wu Tak Kong <sup>2</sup>	91	–	–	–	–	91
Wang Ke <sup>2</sup>	91	–	–	–	–	91
Jiang Hengwen	213	–	–	–	–	213
<b>Independent non-executive directors</b>						
Miu Hon Kit <sup>3</sup>	79	–	–	–	–	79
Wang Fang	213	–	–	–	15	228
Chen Kin Shing <sup>2</sup>	91	–	–	–	–	91
Wu Wennan	213	–	–	–	–	213
Lang Wangkai <sup>4</sup>	123	–	–	–	–	123
	<b>1,418</b>	<b>1,517</b>	<b>777</b>	<b>148</b>	<b>527</b>	<b>4,387</b>

<sup>1</sup> appointed as executive director on 4 June 2020

<sup>2</sup> resigned on 4 June 2020

<sup>3</sup> resigned on 14 May 2020

<sup>4</sup> appointed as non-executive director on 4 June 2020

Note: These represent the estimated value of share options granted to the Directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 4.18.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 40.

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 11. DIRECTORS' REMUNERATION (continued)

	Fees RMB'000	Salaries, allowances and other benefits in kind RMB'000	Bonuses RMB'000	Contributions to defined contribution retirement plan RMB'000	Share-based payments RMB'000 (note)	Total RMB'000
<b>2019</b>						
<b>Chairman and executive director</b>						
Jin Yanbing <sup>1</sup>	1,004	980	–	71	451	2,506
<b>Executive directors</b>						
Deng Chengli	241	2,098	–	69	611	3,019
Zeng Jianhua <sup>2</sup>	–	6,944	–	16	1,319	8,279
Hou Yue <sup>2</sup>	61	1,528	–	51	336	1,976
<b>Non-executive director</b>						
Wu Tak Kong	211	–	–	–	–	211
Wang Ke	211	–	–	–	–	211
Jiang Hengwen <sup>3</sup>	74	–	–	–	–	74
<b>Independent non-executive directors</b>						
Miu Hon Kit	198	–	–	–	29	227
Wang Fang	142	–	–	–	29	171
Chen Kin Shing	211	–	–	–	29	240
Wu Wennan <sup>3</sup>	74	–	–	–	–	74
	2,427	11,550	–	207	2,804	16,988

<sup>1</sup> appointed as Chairman on 26 August 2019

<sup>2</sup> resigned on 26 August 2019

<sup>3</sup> appointed as non-executive director on 26 August 2019

Note: These represent the estimated value of share options granted to the Directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 4.18.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 40.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 12. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, two of them (2019: two) were Directors whose emoluments are included in note 11. The emoluments of the remaining three (2019: three) individuals are as follows:

	2020 RMB'000	2019 RMB'000
Salaries and other emoluments	2,351	6,549
Bonuses	1,001	–
Contributions to defined contribution retirement plan	204	166
Equity-settled share-based payment expenses	874	3,897
	<b>4,430</b>	<b>10,612</b>

The emoluments of the above three (2019: three) highest paid individuals fell within the following bands:

Emolument band	2020	2019
HK\$ Nil to HK\$1,000,000	–	–
HK\$1,000,001 to HK\$2,000,000	2	–
HK\$2,000,001 to HK\$3,000,000	1	1
HK\$3,000,001 to HK\$4,000,000	–	–
HK\$4,000,001 to HK\$5,000,000	–	2
HK\$5,000,001 to HK\$10,000,000	–	–
HK\$10,000,001 to HK\$15,000,000	–	–

During the years ended 31 December 2020 and 2019, no emoluments were paid to any of the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

None of the Directors have waived or agreed to waive any emoluments in respect of the years ended 31 December 2020 and 2019.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 13. FINANCE COSTS

	2020 RMB'000	2019 RMB'000
Interest on loans and borrowings	690,688	850,196
Imputed interest on corporate bonds (note 31)	29,704	27,308
Interest on lease liabilities (note 36)	14,952	16,818
Total interest expense on financial liabilities that are not measured at fair value through profit or loss	735,344	894,322
Less: interest expense capitalised into solar power plants under construction* (note 18)	—	(2,086)
	735,344	892,236

\* For the year ended 31 December 2019, borrowing cost was capitalized at a rate of approximately 6.60%.

### 14. INCOME TAX EXPENSE

Income tax expense in the consolidated statement of profit or loss represents:

	2020 RMB'000	2019 RMB'000
Current tax		
— PRC Corporate Income Tax	24,804	15,168
Deferred tax (note 32)	555	(1,890)
	25,359	13,278

No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits arising in Hong Kong during the years ended 31 December 2020 and 2019.

The Group's PRC entities are subject to corporate income tax at the statutory rate of 25% (2019: 25%), unless otherwise specified.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 14. INCOME TAX EXPENSE (continued)

Pursuant to CaiShui 2008 No.46 Notice on the Execution of the Catalogue of Public Infrastructure Projects Entitled for Preferential Tax Treatment\* (財政部、國家稅務總局關於執行公共基礎設施項目企業所得稅優惠目錄有關問題的通知), certain solar power plant projects of the Group, which were approved after 1 January 2008, are entitled to a tax holiday of a 3-year full exemption followed by a 3-year 50% exemption commencing from their respective years in which their first operating income is derived.

According to the PRC Corporate Income Tax Law and its related regulations, the Group is subject to a withholding tax at 10%, unless reduced by tax treaties or arrangements, for dividends distributed by a PRC enterprise to its immediate holding company outside the PRC or earnings generated beginning on 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. According to the China — HK Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident which is the “beneficial owner” of the dividends received and directly holds 25% or more of a PRC enterprise is entitled to a reduced withholding rate of 5%. Deferred withholding tax payable relating to the temporary differences arising from the undistributed profits of the Group’s PRC subsidiaries has not been recognised as the Company controls the dividend policy of the Group’s PRC subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

Reconciliation between income tax expense and accounting loss at applicable tax rates:

	2020 RMB'000	2019 RMB'000
Loss before income tax	(600,375)	(685,443)
Tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	(150,081)	(161,936)
Tax effect of non-deductible expenses	171,291	198,963
Tax effect of non-taxable income	(3,550)	(6,618)
Tax effect of PRC preferential tax treatment	(56,501)	(122,877)
Tax effect of tax loss not recognised	63,645	107,636
Tax effect of temporary differences	555	(1,890)
Income tax expense	25,359	13,278

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 15. OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

	2020			2019		
	Before-tax amount RMB'000	Tax effect RMB'000	Net-of-tax amount RMB'000	Before-tax amount RMB'000	Tax effect RMB'000	Net-of-tax amount RMB'000
<i>Items that will not be reclassified to profit or loss:</i>						
Fair value changes in financial assets measured at fair value through other comprehensive income, net (note 22)	(184,365)	–	(184,365)	(422,893)	–	(422,893)
<i>Items that may be reclassified subsequently to profit or loss:</i>						
Exchange differences on translation of financial statements of foreign operations	16,334	–	16,334	(2,293)	–	(2,293)
Release of exchange reserve upon disposal of subsidiaries (note 44(b))	–	–	–	431	–	431
	(168,031)	–	(168,031)	(424,755)	–	(424,755)

### 16. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY FOR THE YEAR

#### (a) Basic loss per share

The calculation of basic loss (2019: loss) per share for the year ended 31 December 2020 is based on loss attributable to owners of the Company for the year of approximately RMB626,818,000 (2019: loss of RMB698,629,000) and approximately 14,964,442,000 (2019: 14,964,442,000) ordinary shares in issue during the years ended 31 December 2020 and 2019.

#### (b) Diluted loss per share

The calculation of diluted loss (2019: loss) per share for the year ended 31 December 2020 is based on loss attributable to owners of the Company for the year of approximately RMB626,818,000 (2019: RMB698,629,000) and on the weighted average number of approximately 14,964,442,000 (2019: 14,964,442,000) ordinary shares in issue during the year, after the effects of all dilutive potential ordinary shares, calculated as follows:

Diluted loss (2019: loss) per share for the year ended 31 December 2020 was the same as basic loss (2019: loss) per share because the impact of the exercise of share options was anti-dilutive.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 17. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Furniture, fixtures and equipment RMB'000	Total RMB'000
<b>Cost</b>					
At 1 January 2019	12,885	1,959	10,894	25,894	51,632
Additions	11,767	2,735	975	3,856	19,333
Disposal of subsidiaries (note 44(b))	(3,502)	–	(1,029)	(324)	(4,855)
Transferred to disposal group classified as held for sale (note 28(b))	–	–	(1,368)	(2,093)	(3,461)
Write-off	(1,077)	–	–	(140)	(1,217)
Exchange realignments	138	–	6	3	147
At 31 December 2019 and 1 January 2020	20,211	4,694	9,478	27,196	61,579
Additions	191	95	655	928	1,869
Disposal of subsidiaries (note)	–	–	(6)	(123)	(129)
Transferred to disposal group classified as held for sale (note 28(a))	–	–	(233)	(3,771)	(4,004)
Write-off	–	–	(2,927)	(13)	(2,940)
Exchange realignments	(44)	–	–	–	(44)
At 31 December 2020	20,358	4,789	6,967	24,217	56,331
<b>Accumulated Depreciation</b>					
At 1 January 2019	2,790	566	4,945	10,297	18,598
Charged for the year (note 9)	3,911	283	2,192	4,434	10,820
Write-off	(1,077)	–	–	(135)	(1,212)
Disposal of subsidiaries (note 44(b))	(1,530)	–	(692)	(118)	(2,340)
Transferred to disposal group classified as held for sale (note 28(b))	–	–	(796)	(515)	(1,311)
Exchange realignments	57	–	6	2	65
At 31 December 2019 and 1 January 2020	4,151	849	5,655	13,965	24,620
Charged for the year (note 9)	2,381	99	1,876	4,839	9,195
Written off	–	–	(2,909)	(12)	(2,921)
Disposal of subsidiaries (note)	–	–	(4)	(97)	(101)
Transferred to disposal group classified as held for sale (note 28(a))	–	–	(205)	(2,439)	(2,644)
Exchange realignments	(17)	–	–	–	(17)
At 31 December 2020	6,515	948	4,413	16,256	28,132
<b>Net carrying amount</b>					
At 31 December 2019	16,060	3,845	3,823	13,231	36,959
At 31 December 2020	13,843	3,841	2,554	7,961	28,199

Note: Following the completion of disposal, certain property, plant and equipment previously classified under disposal group with the carrying amounts of approximately RMB2,150,000 (note 28(b)), together with the property, plant and equipment disposed of during the year with the carrying amounts of approximately RMB28,000, amounting to approximately RMB2,178,000 were derecognised to calculate of loss on disposal of subsidiaries for the year (note 44(a)).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 18. SOLAR POWER PLANTS

	Solar power plants RMB'000	Solar power plants under construction RMB'000	Total RMB'000
<b>Cost</b>			
At 1 January 2019	13,282,041	433,798	13,715,839
Additions	4,182	63,625	67,807
Interest expense capitalised in solar power plants under construction (note 13)	–	2,086	2,086
Reclassifications upon completion	334,504	(334,504)	–
Disposal of subsidiaries (note 44(b))	(1,263,844)	–	(1,263,844)
Transferred to disposal group classified as held for sale (note 28(b)) <sup>#</sup>	(2,723,794)	–	(2,723,794)
Impairment losses on solar power plants under construction	–	(43,735)	(43,735)
At 31 December 2019 and 1 January 2020	9,633,089	121,270	9,754,359
Additions	16,221	9,928	26,149
Reclassifications upon completion	22,852	(22,852)	–
Disposal of subsidiaries <sup>#</sup>	(854,737)	–	(854,737)
Transferred to disposal group classified as held for sale (note 28(a))	(2,616,075)	–	(2,616,075)
Impairment losses on solar power plants under construction	–	(84,445)	(84,445)
Write-off	(12,267)	(11,992)	(24,259)
At 31 December 2020	6,189,083	11,909	6,200,992
<b>Accumulated depreciation</b>			
At 1 January 2019	1,121,383	–	1,121,383
Charged for the year (note 9)	504,705	–	504,705
Disposal of subsidiaries (note 44(b))	(155,554)	–	(155,554)
Transferred to disposal group classified as held for sale (note 28(b)) <sup>#</sup>	(463,660)	–	(463,660)
At 31 December 2019 and 1 January 2020	1,006,874	–	1,006,874
Charged for the year (note 9)	386,354	–	386,354
Disposal of subsidiaries <sup>#</sup>	(183,448)	–	(183,448)
Transferred to disposal group classified as held for sale (note 28(a))	(367,192)	–	(367,192)
At 31 December 2020	842,588	–	842,588
<b>Net carrying amount</b>			
At 31 December 2019	8,626,215	121,270	8,747,485
At 31 December 2020	5,346,495	11,909	5,358,404

<sup>#</sup> During the year ended 31 December 2020, following the completion of the disposal, certain solar power plants previously classified under disposal group with the carrying amounts of approximately RMB2,260,134,000 (note 28(b)), together with the solar power plants disposed of during the year with the carrying amounts of approximately RMB671,289,000, amounting to a total of approximately RMB2,931,423,000, were derecognised to calculate the losses on disposal of subsidiaries for the year (note 44(a)).



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 18. SOLAR POWER PLANTS (continued)

Solar power plants under construction are transferred to solar power plants when the solar power plants complete their trial operations and are connected to provincial power grid and generate electricity.

Management performed impairment test on certain completed solar power plants by using their respective value-in-use calculation, which are derived from the discounted cash flow method. The discounted cash flow method uses the financial budgets approved by management covering a 5-year period and are extrapolated up to the estimated useful lives of respective completed solar power plant (ranging from 18 to 22 years) with the discount rates of 10.41% to 11.85% (2019: 9.70% to 11.98%), which are pre-tax and reflect specific risks relating to the completed solar power plants. The management determined the estimated useful lives of the completed solar power plants with reference to their feasibility studies. Key inputs to the value-in-use calculations include electricity generating capacity, feed-in-tariff, insolation hours, budget gross margin and operating expenses. As a result of the impairment test, no impairment loss on completed solar power plants was recognised for the years ended 31 December 2020 and 2019.

For the year ended 31 December 2020, impairment losses of RMB84,445,000 (2019: RMB43,735,000) on a solar power plant under construction was recognised as the approval from the relevant government authority was not granted eventually, resulting in the demolition of such solar power plants. Penalties amounting to RMB4,354,000 (2019: Nil) was paid in this respect.

As at 31 December 2020, certain solar power plants with carrying amount of approximately RMB1,514,427,000 (2019: RMB1,577,932,000) were built on lands in the PRC which the Group has not yet paid the related land premium and obtained the relevant title certificates. With reference to the legal opinion from a PRC lawyer, the Directors do not expect any legal obstacles for the Group in obtaining the relevant title certificates.

As at 31 December 2020, certain solar plants with carrying amount of approximately RMB3,324,494,000 (2019: RMB6,413,341,000) were pledged as securities for the Group's loans and borrowings (note 30).

### 19. INTERESTS IN ASSOCIATES

	2020 RMB'000	2019 RMB'000
At beginning of the year	226,691	13,290
Additions	3,000	–
Transfer from interest in a joint venture	–	235,329
Share of loss for the year	(1,707)	(21,928)
At end of the year	227,984	226,691

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 19. INTERESTS IN ASSOCIATES *(continued)*

Particulars of the associates as at 31 December 2020 and 2019 are as follows:

Name	Place of incorporation and Principal place of operation	Percentage of ownership interest	Principal activity
通服商業保理有限責任公司 (Tongfu Commercial Factoring Co., Ltd.*) ("Tongfu")	PRC	10% (2019: 10%) (note 1)	Factoring business
蘇州中能鼎立電子商務有限公司 (Suzhou Zhongneng Dingli E-commercial Co., Ltd.*) ("Suzhou Zhongneng")	PRC	10% (2019: 10%) (note 2)	Liquefied Natural Gas ("LNG") trading platform development and business in relation to LNG management
東台瀾晶光伏有限公司 (Dongtai Lanjing Photovoltaic Co., Ltd.*) ("Dongtai Lanjing")	PRC	36.79% (2019: 36.79%)	Solar power generation and development
江山寶源國際融資租賃有限公司 Kong Sun Baoyuan	PRC	37.6% (2019: 37.6%)	Finance leases and factoring businesses
廣州啄木鳥數字科技有限公司 (Guangzhou Woodpecker Digital Technology Co., Ltd.*)	PRC	40% (2019: Nil)	Consulting service

Notes:

1. The Group considers that significant influence can be exercised over Tongfu through a representative of the Group to the board of directors comprising five members and participation in policy-making processes.
2. The Group considers that significant influence can be exercised over Suzhou Zhongneng through a representative of the Group to the board of directors comprising seven members and participation in policy-making processes.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 19. INTERESTS IN ASSOCIATES (continued)

The arrangement of the above investments provided the Group with the power to participate in the financial and operating decision but was not in control nor jointly control over those policies. Under HKAS 28, these entities were classified as associates and had been accounted for in the consolidated financial statements using equity method for the years ended 31 December 2020 and 2019 respectively.

Summarised financial information of material associate, adjusted for any difference in accounting policies:

#### Kong Sun Baoyuan

	2020 RMB'000	2019 RMB'000
Non-current assets	294,543	392,270
Current assets (including cash and cash equivalents of approximately RMB59,730,000 (2019: RMB58,656,000))	279,071	209,759
Current liabilities	(9,184)	(33,725)

	2020 RMB'000	2019 RMB'000
Revenue	38,281	19,799
Loss and total comprehensive income for the year/period	(5,730)	(57,568)
Depreciation	(21)	(17)
Interest income	492	212
Income tax (expense)/credit	(1,440)	13,610

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 19. INTERESTS IN ASSOCIATES (continued)

Reconciliation of the above summarised financial information to the carrying amount of the investment in Kong Sun Baoyuan recognised in the consolidated financial statements:

	2020 RMB'000	2019 RMB'000
Equity attributable to the owners of Kong Sun Baoyuan	<b>564,429</b>	568,304
Proportion of the Group's ownership interests	<b>37.6%</b>	37.6%
Carrying amounts of the Group's investment in Kong Sun Baoyuan	<b>212,225</b>	213,683

Set out below are the summarised financial information of immaterial associates, extracted from their unaudited management accounts for the year ended 31 December 2020 and 2019:

	2020 RMB'000	2019 RMB'000
Aggregate carrying amount of individually immaterial associates	<b>15,759</b>	13,008
Loss and total comprehensive income for the year	<b>(250)</b>	(282)

- (a) As at 31 December 2019, the Group executed guarantees with respect to loans of approximately RMB24,925,000 granted by independent third parties to Kong Sun Baoyuan, under which the Group was liable to pay the proportionate share if independent third parties are unable to recover the loan from Kong Sun Baoyuan. As at 31 December 2020, Kong Sun Baoyuan fully repaid such loans to independent third parties.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 20. GOODWILL

	RMB'000
At 1 January 2019	149,197
Transferred to disposal group classified as held for sale (note 28(b)) <sup>#</sup>	(52,221)
Disposals of subsidiaries (note 44 (b))	(46)
	<hr/>
At 31 December 2019 and 1 January 2020	<b>96,930</b>
Transferred to disposal group classified as held for sale (note 28(a))	<b>(11,064)</b>
Disposals of subsidiaries <sup>#</sup>	<b>(56,244)</b>
	<hr/>
At 31 December 2020	<b>29,622</b>

<sup>#</sup> During the year ended 31 December 2020, following the completion of the disposal, certain goodwill previously classified under disposal group with the carrying amounts of approximately RMB52,221,000 (note 28(b)), together with the goodwill disposed of during the year with the carrying amounts of approximately RMB56,244,000, amounting to a total of approximately RMB108,465,000, were derecognised to calculate the loss on disposal of subsidiaries for the year (note 44(a)).

Goodwill is allocated to certain of the Group's CGUs within the solar power plants segment and trading of LNG segment amounting to approximately RMB28,876,000 and RMB746,000 respectively (2019: RMB96,184,000 and RMB746,000 respectively).

The goodwill of RMB28,876,000 (2019: RMB96,184,000) is attributable to certain solar power plants. Management performed impairment test on goodwill in respect of the solar power plants by calculating their respective value-in-use, which is derived from the discounted cash flow method. The discounted cash flow method uses the financial budget approved by management covering a 5-year period and is extrapolated up to the estimated useful live of the respective solar power plants with the discount rates of 11.05% (2019: 9.52%), which are pre-tax and reflect specific risk relating to respective solar power plants. The management determined the estimated useful lives of solar power plants with reference to their feasibility studies. Key inputs to the value-in-use calculation include electricity generating capacity, feed-in-tariff, insolation hours, budget gross margin and operating expense. As a result of the impairment test, no impairment loss on goodwill in respect of solar power plants business was recognised for the years ended 31 December 2020 and 2019.

The remaining goodwill of RMB746,000 (2019: RMB746,000) is attributable to a CGU within the trading of LNG segment. The management is of the opinion that impairment of such, if any, did not result in significant financial impact to the Group's consolidated financial statements.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 21. RIGHT-OF-USE ASSETS

	Land use rights and lease prepayment RMB'000
At 1 January 2019	520,569
Additions	32,308
Amortisation (note 9)	(30,371)
Transferred to disposal group classified as held for sales (note 28(b))*	(56,948)
Disposals of subsidiaries (note 44(b))	(56,425)
	<b>409,133</b>
At 31 December 2019 and 1 January 2020	
Additions	<b>55,833</b>
Amortisation (note 9)	<b>(37,194)</b>
Modification	<b>(14,204)</b>
Transferred to disposal group classified as held for sales (note 28(a))	<b>(113,022)</b>
Disposals of subsidiaries*	<b>(25,960)</b>
Exchange realignments	<b>(225)</b>
	<b>274,361</b>
At 31 December 2020	

\* For the year ended 31 December 2020, following the completion of the disposal, certain right-of-use assets previously classified under disposal group with the carrying amounts of approximately RMB56,948,000 (note 28(b)), together with the right-of-use assets disposed of during the year with the carrying amounts of approximately RMB25,960,000, amounting to a total of approximately RMB82,908,000, were derecognised to calculate the loss on disposal of subsidiaries for the year (note 44(a)).

As at 31 December 2020, certain right-of-use assets with carrying amount of approximately RMB719,000 (2019: RMB756,000) were pledged as securities for the Group's loans and borrowings (note 30).

The analysis of the net book value of right-of-use assets by class of underlying assets is as follows:

	2020 RMB'000	2019 RMB'000
Ownership interests in leasehold land and buildings, carried at depreciated cost with remaining lease term of:		
— 21 to 49 years (2019: 22 to 50 years)	<b>22,123</b>	28,613
Other properties leased for own use, carried at depreciated cost over lease terms of 3 to 25 years (2019: 4 to 26 years)	<b>252,238</b>	380,520
	<b>274,361</b>	409,133



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 RMB'000	2019 RMB'000
<b>Financial assets measured at fair value through other comprehensive income</b>		
Unlisted partnership investments (note (a))	<b>779,952</b>	1,050,641
Unlisted equity investments (note (b))	<b>495,204</b>	678,450
	<b>1,275,156</b>	1,729,091

Notes:

(a) As at 31 December 2020 and 2019, the Group's unlisted partnership investments included the followings:

- (i) On 21 August 2018, a wholly-owned subsidiary of the Company, as a junior limited partner, and the other two partners, being independent third parties to the Group, entered into a limited partnership, namely 蘇州君盛晶石股權投資合夥企業(有限合夥) (Suzhou Junsheng Jingshi Equity Investment Partnership (Limited Partnership\*)) ("Suzhou Junsheng Limited Partnership") pursuant to the partnership agreement ("Suzhou Junsheng Partnership Agreement") for carrying out investments in high-tech, energy sector and other high growth unlisted enterprises. Pursuant to the Suzhou Junsheng Partnership Agreement, the maximum total capital contribution of Suzhou Junsheng Limited Partnership can be up to RMB1,000,100,000, in which the Group's capital contribution is approximately 49.995% (equivalent to approximately RMB500,000,000).

Pursuant to the Suzhou Junsheng Partnership Agreement, the Suzhou Junsheng Limited Partnership makes investments that preserve and increase the value of its assets, and may place idle funds into bank deposits, currency markets and other cash-type assets. Furthermore, it may not borrow debt or provide external guarantees, and cannot engage in high-risk investments such as gold, artwork, real estate project, futures and financial derivatives. The Suzhou Junsheng Limited Partnership also cannot invest in products or areas that may harm its reputation of its partners or in areas prohibited by law.

In order to manage investment risks, the Group, through appointing a representative to the investment decision committee comprising five members, procures that the Suzhou Junsheng Limited Partnership carefully selects investment targets and properly manages invested assets.

However, the investment decision committee has to further obtain the final consent of the investment consultation committee before resolving to decide for or against investment in a project, disposal of the partnership's assets or interests, changes to investment interests which affect the partnership, withdrawal from an investment, as well as relevant matters that the investment consultation committee believes may affect the interests of the partnership. The investment consultation committee comprises of two representatives solely appointed by other partner of Suzhou Junsheng Limited Partnership.

Notwithstanding the Group has the equity interest of 49.99% and a representative in the investment decision committee, the Directors are of the opinion that the ultimate governing body of decision making about the relevant activities of Suzhou Junsheng Limited Partnership retains in investment consultation committee in which the Group has no representative. Given that the Group has no power to control or to exercise significant influence over the financial and operating policies of Suzhou Junsheng Limited Partnership so as to obtain benefits from its activities and does not intend to trade for short-term profit, the Directors designated the above unlisted investment as financial assets at fair value through other comprehensive income.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(continued)*

Notes: *(continued)*

(a) *(continued)*

(i) *(continued)*

Movement in investment in Suzhou Junsheng Limited Partnership during the years ended 31 December 2020 and 2019 is as follow:

	Total contribution RMB'000	Fair value RMB'000
As at 1 January 2019 (note 1)	400,000	400,000
Capital injection (note 2)	92,500	
As at 31 December 2019 and 1 January 2020	492,500	492,500
Reduction in contribution due to disposals of subsidiaries (note 1)	(270,000)	
As at 31 December 2020	222,500	222,500

Note 1:

According to the first investment and repurchase agreement (the "First Investment and Repurchase Agreement") dated 21 August 2018 entered into between the Group and Suzhou Junsheng Limited Partnership, Suzhou Junsheng Limited Partnership contributed a capital of RMB280,000,000, RMB260,000,000 and RMB260,000,000 to 阿圖什市華光能源有限公司 (Artux Huaguang Energy Limited) ("Huaguang"), 阿圖什市興光能源有限公司 (Artux Xingguang Energy Limited) ("Xingguang") and 黃驊市正陽新能源有限公司 (Huanghua Zhengyang New Energy Limited\*) ("Huanghua Zhengyang") and holds approximately 98.25%, 99.62% and 96.60% equity interests of Huaguang, Xingguang and Huanghua Zhengyang, respectively, upon completion of the capital contribution while the Group retains the power to control the financial and operating policies of Huaguang, Xingguang and Huanghua Zhengyang so as to direct their relevant activities and to obtain significant economic benefits from their activities.

Pursuant to the First Investment and Repurchase Agreement, after repayment by the Group to the Suzhou Junsheng Limited Partnership of the pre-agreed price, comprising (i) the cost of equity in the amount of RMB800,000,000 to be paid at the end of the term of Suzhou Junsheng Limited Partnership (i.e. 5 years from 2018 to 2023); and (ii) premium on equity to be paid in quarterly instalments throughout the term of Suzhou Junsheng Limited Partnership (i.e. 5 years from 2018 to 2023). For the year ended 31 December 2020, the premium on equity paid/payable, in substance a finance cost, amounting to RMB22,574,000 (2019: RMB28,000,000) was recognised under "finance cost" in the consolidated statement of profit or loss and, as at 31 December 2020, the accumulated premium on equity paid/payable to Suzhou Junsheng Limited Partnership amounted to RMB38,939,000 (2019: RMB29,814,000).

In view of the Group's power to control the financial and operating policies of Huaguang, Xingguang and Huanghua Zhengyang so as to direct their relevant activities and to obtain significant economic benefits from their activities, the Directors are of the opinion that the arrangement under the First Investment and Repurchase Agreements is in substance a financing arrangement of RMB800,000,000 in total (included under "Loans and other borrowings" (note 30(j)) with the pledge of the 98.25%, 99.62% and 96.60% equity interests of Huaguang, Xingguang and Huanghua Zhengyang, respectively, and therefore Huaguang, Xingguang and Huanghua Zhengyang are continuously treated as the wholly-owned subsidiaries of the Company.

During the year ended 31 December 2020, given Huaguang and Xingguang were disposed of as disclosed in note 44(a), the Group had to early repay the pre-agreed consideration to Suzhou Junsheng Limited Partnership in respect of Huaguang and Xingguang amounting to RMB280,000,000 and RMB260,000,000, respectively, in order to release the pledge of their respective equity interest of 98.25% and 99.62%. The Group received return of capital amounting to RMB270,000,000 due to disposal of Huaguang and Xingguang. As at 31 December 2020, the Group still has the borrowings of RMB260,000,000 pledged by 96.60% equity interests of Huanghua Zhengyang.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(continued)*

Notes: *(continued)*

(a) *(continued)*

(i) Note 2:

On 29 January 2019, the Group entered into the second investment and repurchase agreement (the "Second Investment and Repurchase Agreement") with the Suzhou Junsheng Limited Partnership, pursuant to which, the Suzhou Junsheng Limited Partnership contributed a capital of RMB185,000,000 to 朔州市永陽新能源有限公司 (Shuozhou City Yongyang New Energy Limited\*) ("Shuozhou Yongyang"), a wholly owned subsidiary of the Company which is primarily engaged in electricity power generation and development, and holds approximately 99.46% equity interests of Shuozhou Yongyang, upon completion of the capital contribution while the Group retains the power to control the financial and operating policies of Shuozhou Yongyang so as to direct its relevant activities and to obtain significant economic benefits from its activities.

Pursuant to the Second Investment and Repurchase Agreement, after repayment by the Group to Suzhou Junsheng Limited Partnership of the pre-agreed price, comprising (i) the cost of equity in the amount of RMB185,000,000 to be paid at the end of the term of Suzhou Junsheng Limited Partnership (i.e. 5 years from 2019 to 20 March 2023); and (ii) premium on equity to be paid in quarterly instalments throughout the term of Suzhou Junsheng Limited Partnership (i.e. 5 years from 2019 to 2023), Suzhou Junsheng Limited Partnership will transfer back to the Group the 99.46% equity interests of Shuozhou Yongyang. For the year ended 31 December 2020, the premium on equity paid/payable, in substance a finance cost, amounting to RMB6,492,000 (2019: RMB5,738,000) was recognised under "finance cost" in the consolidated statement of profit or loss and, as at 31 December 2020, the accumulated premium on equity paid/payable to Suzhou Junsheng Limited Partnership amounted to RMB12,230,000 (2019: RMB5,738,000).

In view of the Group's power to control the financial and operating policies of Shuozhou Yongyang so as to direct its relevant activities and to obtain significant economic benefits from its activities, the Directors are of the opinion that the arrangement under the Second Investment and Repurchase Agreement is in substance a financing arrangement of RMB185,000,000 (included under "Loans and other borrowings" (note 30(k)) with the pledge of the 99.46% equity interests of Shuozhou Yongyang and therefore Shuozhou Yongyang is continuously treated as a wholly-owned subsidiary of the Company.

Details of the Suzhou Junsheng Limited Partnership are set out in the Company's announcement and circular dated 21 August 2018 and 21 December 2018, respectively.

(ii) On 13 December 2017, a wholly-owned subsidiary of the Company, as a junior limited partner, and the other two partners, being independent third parties to the Group, entered into a limited partnership, namely 台州久安股權投資合夥企業(有限合夥) (Taizhou Jiuan Equity Investment Partnership (Limited Partnership)\*) ("Taizhou Jiuan Limited Partnership") pursuant to the partnership agreement ("Taizhou Jiuan Partnership Agreement") for carrying out investments in high-tech, new industries, energy sector and other high growth unlisted enterprises. Pursuant to the Taizhou Jiuan Partnership Agreement, the maximum total capital contribution of the Taizhou Jiuan Limited Partnership can be up to RMB2,501,000,000, in which the Group's capital contribution is approximately 19.99% (equivalent to approximately RMB500,000,000).

Pursuant to the Taizhou Jiuan Partnership Agreement, the Taizhou Jiuan Limited Partnership makes investments that preserve and increase the value of its assets, and may place idle funds into bank deposits, currency markets and other cash-type assets. Furthermore, it may not borrow debts or provide external guarantees, and cannot engage in high-risk investments such as gold, artwork, real estate project, futures and financial derivatives. The Taizhou Jiuan Limited Partnership also cannot invest in products or areas that may harm its reputation of its partners or in areas prohibited by law. In order to manage investment risks, the Group will, through appointing a representative to the investment decision committee comprising five members, procures that the Taizhou Jiuan Limited Partnership carefully selects investment targets and properly manages invested assets.

However, the investment decision committee has to further obtain the final consent of the investment consultation committee before resolving to decide for or against investment in a project, disposal of the partnership's assets or interests, changes to investment interests which affect the partnership, withdrawal from an investment, as well as relevant matters that the investment consultation committee believes may affect the interests of the partnership. The investment consultation committee comprises of two representatives solely appointed by other partner of Taizhou Jiuan Limited Partnership.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes: (continued)

(a) (continued)

(ii) (continued)

Notwithstanding the Group has the right to appoint a representative in the investment decision committee, the Directors are of the opinion that the ultimate governing body of decision making about the relevant activities of Taizhou Jiuan Limited Partnership retains in investment consultation committee in which the Group has no representative. Given that the Group has no power to control or to exercise significant influence over the financial and operating policies of Taizhou Jiuan Limited Partnership so as to obtain benefits from its activities and does not intend to trade for short-term profit, the Directors designated the above unlisted investment as financial assets at fair value through other comprehensive income.

Movement in investment in Jiaxing Shengshi Limited Partnership for the years ended 31 December 2020 and 2019 is as follow:

	Total contribution RMB'000	Fair value RMB'000
As at 31 December 2019 and 2020 (note)	300,000	300,000

According to the cooperation agreement ("Cooperation Agreement") entered into between the Group and Taizhou Jiuan Limited Partnership, Taizhou Jiuan Limited Partnership contributed a capital of RMB1,501,000,000 to 常熟宏略光伏电站開發有限公司 (Changshu Honglu Photovoltaic Power Plants Development Co., Ltd.\*) ("Changshu Honglu") and then holds 99.96% of Changshu Honglu upon completion of the capital contribution while the Group retains the power to control the financial and operating policies of Changshu Honglu so as to direct its relevant activities and to obtain significant economic benefits from its activities. Changshu Honglu holds six solar power plants project companies, namely 臨潭天朗新能源科技有限公司 (Lintan Tianlang New Energy Technology Co., Ltd.\*) ("Lintan Tianlang"), 六安旭強新能源工程有限公司 (Luan Xuqiang New Energy Engineering Co., Ltd.\*) ("Luan Xuqiang"), 嘉峪關協合新能源有限公司 (Jiayuguan Xiehe New Energy Co. Ltd.\*) ("Jiayuguan Xiehe"), 定邊縣晶陽電力有限公司 (Dingbian Jingyang Electric Co., Ltd.\*) ("Dingbian Jingyang"), 定邊縣智信達新能源有限公司 (Dingbian County Zhixinda New Energy Limited\*) ("Dingbian County Zhixinda") and 化隆縣瑞啟達新能源有限公司 (Hualong County Ruiqida New Energy Limited\*) ("Hualong County Ruiqida"), which respectively own solar power plants of 20 MW in Lintan County, Gansu Province, 40 MW in Luan County, Anhui Province, 50 MW in Jiayuguan City, Gansu Province, 30 MW in Dingbian County, Shaanxi Province, 50 MW in Dingbian County, Shaanxi Province and 20 MW in Hualong County, Qinghai Province, of the PRC.

Pursuant to the Cooperation Agreement, after repayment by the Group to Taizhou Jiuan Limited Partnership of the pre-agreed price, comprising (i) the cost of equity in the amount of RMB1,501,000,000 to be paid at the end of the term of Taizhou Jiuan Limited Partnership (i.e. 5 years from 2018 to 2022); and (ii) premium on equity to be paid in quarterly instalments throughout the term of Taizhou Jiuan Limited Partnership (i.e. 5 years from 2018 to 2022), Taizhou Jiuan Limited Partnership will transfer back to the Group the 99.96% equity interest of Changshu Honglu. For the year ended 31 December 2020, the premium on equity paid/payable, in substance a finance cost, amounting to RMB84,000,000 (2019: RMB84,000,000) was recognised under "finance cost" in the consolidated statement of profit or loss and, as at 31 December 2020, the accumulated premium on equity paid/payable to Taizhou Jiuan Limited Partnership amounted to RMB249,315,000 (2019: RMB165,085,000).

In view of the Group's power to control the financial and operating policies of Changshu Honglu so as to direct the relevant activities of Changshu Honglu and to obtain significant economic benefits from its activities, the Directors are of the opinion that the arrangement under the Cooperation Agreement is in substance a financing arrangement of RMB1,501,000,000 (included under "Loans and other borrowings" (note 30(ii)) with the pledge of the 99.96% equity interests of Changshu Honglu and therefore Changshu Honglu is continuously treated as a wholly-owned subsidiary of the Company.

Details of the Taizhou Jiuan Limited Partnership are set out in the Company's announcements dated 30 September 2017 and 13 December 2017, respectively.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes: (continued)

(a) (continued)

- (iii) On 22 September 2017, a wholly-owned subsidiary of the Company, as a senior limited partner, and the other two partners, being independent third parties to the Group, entered into a limited partnership, namely 霍爾果斯鑫和優美股權投資合夥企業(有限合夥) (Huoerguosi Xinheyomei Equity Investment Partnership (Limited Partnership)\* ("Huoerguosi Limited Partnership"), pursuant to the partnership agreement ("Huoerguosi Partnership Agreement") for carrying out investments primarily in elderly care, tourism and cultural industries. Pursuant to the Huoerguosi Partnership Agreement, the maximum total capital contribution of the Huoerguosi Limited Partnership can be up to RMB200,000,000, in which the Group's capital contribution is approximately 89.55% (equivalent to approximately RMB179,100,000).

Notwithstanding the Group has the equity interest of 89.55%, pursuant to Huoerguosi Partnership Agreement, the investment manager has the exclusive right to make all decisions on the financial and operating policies. In addition, the limited partners can only remove the investment manager on the occurrence of an event of cause such as breach of contract, fraud, felony or gross negligence and therefore the kick-out right is not considered to have any substance. Based on the foregoing, the Directors are of opinion that the Group has no power to govern or participate in the financial and operating policies of Huoerguosi Limited Partnership so as to obtain benefits from its activities and does not intend to trade for short-term profit, the Directors designated the above unlisted investment as financial assets at fair value through other comprehensive income.

Movement in investment in Huoerguosi Limited Partnership for the years ended 31 December 2020 and 2019 are as follow:

	Total contribution RMB'000	Fair value RMB'000
As at 1 January 2019	86,727	86,727
Capital injection	12,050	12,050
Fair value loss recognised in other comprehensive income	–	(95,636)
As at 31 December 2019 and 1 January 2020	98,777	3,141
Capital injection	430	430
Fair value loss recognised in other comprehensive income	–	(1,119)
As at 31 December 2020	99,207	2,452

- (iv) On 11 October 2016, a wholly-owned subsidiary of the Company, as a junior limited partner, and the other two partners (collectively, the "Partners"), being independent third parties to the Group, entered into a partnership agreement (the "Jiaxing Shengshi Partnership Agreement"), pursuant to which all parties agreed to establish a limited partnership, namely 嘉興盛世神州永贏投資合夥企業(有限合夥) (Jiaxing Shengshi Shenzhou Yongying Investment Partnership (Limited Partnership)\* ("Jiaxing Shengshi Limited Partnership") for carrying out investments primarily in the high-tech and emerging industries, the energy industry and other high-growth unlisted enterprises. Pursuant to the Jiaxing Shengshi Partnership Agreement, the maximum total capital contribution of the Jiaxing Shengshi Limited Partnership can be up to RMB3,001,000,000, in which the Group's capital contribution is approximately 15% (equivalent to approximately RMB450,000,000). On 19 December 2016, the Partners entered into a supplemental agreement to the Jiaxing Shengshi Partnership Agreement, pursuant to which the Partners agreed to reduce the size of the maximum total capital contribution from RMB3,001,000,000 to RMB1,701,000,000, in which the Group's capital contribution is approximately 15% (equivalent to approximately RMB255,000,000).

Given that the Group has no power to govern or participate in the financial and operating policies of Jiaxing Shengshi Limited Partnership so as to obtain benefits from its activities and does not intend to trade for short-term profit, the Directors designated the above unlisted investment as financial assets at fair value through other comprehensive income.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes: (continued)

(a) (continued)

(iv) (continued)

Movement in investment in Jiaying Shengshi Limited Partnership for the years ended 31 December 2020 and 2019 are as follow:

	Total contribution RMB'000	Fair value RMB'000
As at 31 December 2019 and 2020		
— Cooperation Agreements #1 (note 1)	75,000	
— Cooperation Agreement #2 (note 2)	180,000	
	<hr/>	
	255,000	255,000
	<hr/>	

Note 1:

According to cooperation agreement ("Cooperation Agreement #1") entered into between the Group and Jiaying Shengshi Limited Partnership, Jiaying Shengshi Limited Partnership contributed a capital of RMB500,000,000 to 敦煌萬發新能源有限公司 (Dunhuang Wanfa New Energy Limited Company\*) ("Dunhuang Wanfa") and holds 86.207% equity interest of Dunhuang Wanfa upon completion of the capital contribution while the Group retains the power to control the financial and operating policies of Dunhuang Wanfa so as to direct its relevant activities and to obtain significant economic benefits from its activities. Dunhuang Wanfa holds a solar power plant of 60 MW in Dunhuang, Gansu Province of the PRC.

Pursuant to the Cooperation Agreement #1, after repayment by the Group to Jiaying Shengshi Limited Partnership of the pre-agreed price, comprising (i) the cost of equity in the amount of RMB500,000,000 to be paid at the end of the term of Jiaying Shengshi Limited Partnership (i.e. 5 years from 2017 to 2021); and (ii) premium on equity to be paid in quarterly instalments throughout the term of Jiaying Shengshi Limited Partnership (i.e. 5 years from 2017 to 2021), Jiaying Shengshi Limited Partnership will transfer back the 86.207% equity interest of Dunhuang Wanfa to the Group. For the year ended 31 December 2020, the premium on equity paid/payable, in substance a finance cost, amounting to RMB38,250,000 (2019: RMB38,250,000) was recognised under "finance cost" in the consolidated statement of profit or loss and, as at 31 December 2020, the accumulated premium on equity paid/payable to Jiaying Shengshi Limited Partnership amounted to RMB164,947,000 (2019: RMB126,697,000).

In view of the Group's power to control the financial and operating policies of Dunhuang Wanfa so as to direct the relevant activities of Dunhuang Wanfa and to obtain significant economic benefits from its activities, the Directors are of the opinion that the arrangement under the Cooperation Agreements #1 is in substance a financing arrangement of RMB500,000,000 (included under "Loans and other borrowings" (note 30(a))) with the pledge of the 86.207% equity interests of Dunhuang Wanfa and therefore Dunhuang Wanfa is continuously treated as a wholly-owned subsidiary of the Company.

Note 2:

According to the cooperation agreement ("Cooperation Agreement #2") entered into between the Group and Jiaying Shengshi Limited Partnership, Jiaying Shengshi Limited Partnership contributed a capital of RMB1,200,000,000 to 江山豐融投資有限公司 (Jiangshan Fengrong Investment Company Limited\*) ("Jiangshan Fengrong") and holds 99.99% equity interest of Jiangshan Fengrong upon completion of the capital contribution while the Group retains the power to control the financial and operating policies of Jiangshan Fengrong so as to direct its relevant activities and to obtain significant economic benefits from its activities. Jiangshan Fengrong holds a solar power plants project company, namely 榆林市江山永宸新能源有限公司 Yulin City Jiangshan Yongchen New Energy Limited ("Yongchen") which owns a solar power plant of 300 MW in Yulin City, Shaanxi Province of the PRC.



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(continued)*

Notes: *(continued)*

(a) *(continued)*

(iv) *(continued)*

Note 2: *(continued)*

Pursuant to the Cooperation Agreement #2, after repayment by the Group to Jiaxing Shengshi Limited Partnership of the pre-agreed price, comprising (i) the cost of equity in the amount of RMB1,200,000,000 to be paid at the end of the term of Jiaxing Shengshi Limited Partnership (i.e. 5 years from 2017 to 2021); and (ii) premium on equity to be paid at the end of the term of the term of Jiaxing Shengshi Limited Partnership (i.e. 5 years from 2017 to 2021), Jiaxing Shengshi Limited Partnership will transfer back to the Group the 99.99% equity interest of Jiangshan Fengrong. For the year ended 31 December 2020, the premium on equity paid/payable, in substance a finance cost, amounting to RMB91,800,000 (2019: RMB91,800,000) was recognised under "finance cost" in the consolidated statement of profit or loss and, as at 31 December 2020, the accumulated premium on equity paid/payable to Jiaxing Shengshi Limited Partnership amounted to RMB382,039,000 (2019: RMB290,239,000).

In view of the Group's power to control the financial and operating policies of Jiangshan Fengrong so as to direct the relevant activities of Jiangshan Fengrong and to obtain significant economic benefits from its activities, the Directors are of the opinion that the arrangement under the Cooperation Agreement #2 is in substance a financing arrangement of RMB1,200,000,000 (included under "Loans and other borrowings" (note 30(b))) with the pledge of the 99.99% equity interests of Jiangshan Fengrong and therefore Jiangshan Fengrong is continuously treated as a wholly-owned subsidiary of the Company.

Details of the Jiaxing Shengshi Limited Partnership are set out in the Company's announcements dated 11 October 2016, 18 October 2016 and 19 December 2016, respectively.

(b) As at 31 December 2020 and 2019, included in the Group's unlisted equity investments, included the followings:

- (i) On 30 December 2016 and 27 February 2017, the Group entered into two subscription agreements with 內蒙古呼和浩特金谷農村商業銀行股份有限公司 (Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company\*) ("Hohhot Jingu Bank"), a joint stock company incorporated in the PRC, being an independent third party to the Group, to subscribe for 6,600,000 shares and 57,124,844 shares of Hohhot Jingu Bank respectively at RMB3 per subscription share (the "Subscription A" and the "Subscription B", respectively). On 14 December 2017, the Group entered into another subscription agreement with Hohhot Jingu Bank to subscribe for 24,875,156 subscription shares at RMB3 per subscription share at a total consideration of approximately RMB74,625,000 (the "Subscription C"). On 12 June 2018, the Group entered into a termination agreement (the "Termination Agreement") with Hohhot Jingu Bank to terminate the Subscription C and therefore the Group did not subscribe for any shares under the Subscription C.

Total consideration of the Subscription A and Subscription B was approximately RMB191,174,000. In 2018, the Group received bonus issue of 8,875,316 shares of Hohhot Jingu Bank. Upon the receipt of bonus issue and as at 31 December 2018, the Group held an aggregate of 72,600,160 shares of Hohhot Jingu Bank, representing approximately 4.89% of the issued share capital of Hohhot Jingu Bank. As at 31 December 2020, this unlisted equity investment, at fair value, represents approximately 4.89% (2019: 4.89%) the total number of shares of Hohhot Jingu Bank.

Details of the subscription agreements and the Termination Agreement with Hohhot Jingu Bank are set out in the Company's announcements dated 27 February 2017, 14 December 2017 and 22 June 2018, respectively.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 22. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME *(continued)*

Notes: *(continued)*

(b) *(continued)*

- (i) Unlisted equity investment in Hohhot Jingu Bank is measured at fair value. For the year ended 31 December 2020, a fair value loss of approximately RMB39,847,000 (2019: gain of RMB47,061,000) was recognised in other comprehensive income. The fair value of this investment in Hohhot Jingu Bank as at 31 December 2020 of approximately RMB199,763,000 (2019: RMB239,610,000) was determined with reference to the valuation report prepared by an independent professional qualified valuer.
- (ii) As at 31 December 2020, this unlisted equity investment, at fair value, represents approximately 1.03% (2019: 2.52%) and approximately 0.77% (2019: 1.38%) of the total number of domestic shares and the total number of shares (including domestic shares and H-shares) of Bank of Jinzhou Co., Ltd. ("Jinzhou Bank"), respectively. On 30 March 2017, a wholly-owned subsidiary of the Company entered into two share transfer agreements with two vendors, being an independent third party to the Group, to acquire 107,500,000 domestic shares of Jinzhou Bank, a bank based in the PRC, at the price of RMB7.9161 per domestic share. Total consideration of the acquisition of the shares of Jinzhou Bank was approximately RMB850,981,000. Details of the acquisitions are set out in the Company's announcements dated 30 March 2017 and 31 March 2017, respectively.

Unlisted equity investment in Jinzhou Bank is measured at fair value. For the year ended 31 December 2020, a fair value loss of approximately RMB143,399,000 (2019: RMB374,318,000) was recognised in other comprehensive income. The fair value of this unlisted equity investment of Jinzhou Bank as at 31 December 2020 of approximately RMB295,441,000 (2019: RMB438,840,000) was determined with reference to the valuation report prepared by an independent professional qualified valuer.

As at 31 December 2020, unlisted equity investments measured at fair value with the carrying value of approximately RMB295,441,000 (2019: RMB438,840,000) were pledged as securities for the Group's loans and borrowings (note 30).

### 23. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 RMB'000	2019 RMB'000
<b>Equity securities listed in Hong Kong</b>		
At the beginning of the year	<b>28,198</b>	81,143
Disposals	<b>(6,232)</b>	(44,587)
Net unrealised losses on fair value changes	<b>(3,883)</b>	(9,239)
Exchange realignments	<b>(1,162)</b>	881
At the end of the year	<b>16,921</b>	28,198

During the year ended 31 December 2020, the Group disposed of its equity securities investment listed in Hong Kong at a consideration of approximately RMB3,630,000 (2019: RMB43,034,000), resulting in a net realised losses on disposal of financial assets measured at fair value through profit or loss of approximately RMB2,602,000 (2019: RMB1,553,000) (note 8).

As at 31 December 2020 and 2019, the fair values of all listed securities are determined directly by reference to the quoted market bid price available on the relevant exchanges.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 24. INVENTORIES

	2020 RMB'000	2019 RMB'000
Liquefied natural gas	53	675
Solar power plants — consumables	3,545	547
	<b>3,598</b>	1,222

### 25. TRADE, BILLS AND OTHER RECEIVABLES

	2020 RMB'000	2019 RMB'000
Trade receivables		
— Receivable from sale of electricity (note (i))	34,644	27,832
— Tariff adjustment receivables (note (i))	1,896,598	2,253,557
— Loan receivables (note (ii))	208,153	293,336
— Others	67,649	58,075
	<b>2,207,044</b>	2,632,800
Bills receivables (note (i))	2,564	124,822
Impairment losses for trade receivables	(38,239)	(24,618)
Trade and bills receivables, net	<b>2,171,369</b>	2,733,004
Other receivables, prepayments and deposits		
— Prepaid expenses	75,886	233,785
— Value-added tax ("VAT") receivables (note (iii))	378,398	686,366
— Consideration receivables in respect of disposal of subsidiaries (note (iv))	181,168	19,861
— Amounts due from disposed subsidiaries (note (iv))	454,767	110,998
— Security deposits (note (v))	173,267	316,514
— Amounts due from independent third parties (note (vi))	259,185	262,278
	<b>1,522,671</b>	1,629,802
Impairment losses for other receivables	(132,274)	(70,675)
Other receivables, prepayments and deposits, net	<b>1,390,397</b>	1,559,127
	<b>3,561,766</b>	4,292,131

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 25. TRADE, BILLS AND OTHER RECEIVABLES (continued)

Ageing analysis of trade receivables (net of impairment), based on invoice dates, are as follows:

	2020 RMB'000	2019 RMB'000
Less than 3 months	363,724	526,903
Over 3 months but less than 6 months	155,673	260,427
Over 6 months but less than 12 months	300,938	430,105
Over 12 months but less than 24 months	594,676	808,365
Over 24 months	753,794	582,382
	<b>2,168,805</b>	2,608,182

Ageing analysis of trade receivables (net of impairment), based on due dates, are as follows:

	2020 RMB'000	2019 RMB'000
Neither past due nor impaired	255,655	343,454
Less than 3 months past due	159,319	275,557
Over 3 months but less than 6 months past due	158,625	256,785
Over 6 months but less than 12 months past due	284,117	416,253
Over 12 months but less than 24 months past due	602,065	808,139
Over 24 months past due	709,024	507,994
	<b>2,168,805</b>	2,608,182

Movements in provision for impairment of trade and other receivables for the years ended 31 December 2020 and 2019 are as follows:

	Trade receivables RMB'000	Other receivables RMB'000	Total RMB'000
At 1 January 2019	10,752	7,400	18,152
Impairment made during the year	14,427	63,247	77,674
Recovery of impairment loss	(561)	–	(561)
Exchange realignment	–	28	28
At 31 December 2019 and 1 January 2020	<b>24,618</b>	<b>70,675</b>	<b>95,293</b>
Impairment made during the year	<b>13,621</b>	<b>64,808</b>	<b>78,429</b>
Write-off	–	(1,504)	(1,504)
Disposal of subsidiaries	–	(1,705)	(1,705)
At 31 December 2020	<b>38,239</b>	<b>132,274</b>	<b>170,513</b>

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 25. TRADE, BILLS AND OTHER RECEIVABLES (continued)

Notes:

- (i) Trade receivables from sales of electricity whilst bills receivables represented outstanding commercial acceptance bills. Generally, these receivables are due within 30 to 180 days (2019: 30 to 180 days) from the date of billing, except for the renewable energy subsidy receivables.

Tariff adjustment receivables represent the PRC government subsidies on solar power plants to be received from the state-grid companies based on the respective electricity sale and purchase agreements for each of the solar power plants and the prevailing nationwide government policies, details of which and ECLs are set out in note 49.1(a)(i).

As at 31 December 2020, certain trade receivables arising from the sales of electricity amounting to approximately RMB1,190,157,000 (2019: RMB2,029,478,000) were pledged as securities for the Group's loans and borrowings (note 30).

- (ii) The types of loans receivable are as follows:

	2020 RMB'000	2019 RMB'000
Credit loans	146,474	226,771
Guaranteed loans	36,112	20,998
Collateral-backed loans	25,567	45,567
	<b>208,153</b>	<b>293,336</b>

The credit loans, guaranteed loan and collateral-backed loans receivables ranges from 2 months to 36 months, 2 months to 36 months and 6 months to 36 (2019: 1 month to 24 months, 3 months to 36 months and 6 months to 48 months), respectively, and are denominated in RMB. Credit loan receivables of RMB277,000 (2019: RMB2,539,000), guaranteed loan receivables of RMB290,000 (2019: RMB2,034,000) and collateral-backed loan receivables of RMB2,958,000 (2019: RMB4,046,000) were received after 12 months after the end of reporting period while the remaining amounts were received within 12 months of reporting period. The credit loans, guaranteed loan and collateral-backed loans receivables carry effective interest ranging from 6.0% to 24.0% p.a., 8.0% to 25.5% p.a. and 9.0% to 15.0% p.a. (2019: 5.0% to 18.0% p.a., 8.0% to 25.5% p.a. and 9.0% to 15.0% p.a.), respectively. Details of ECLs on loans receivables are set out in note 49.1(a)(ii).

- (iii) The amount represented the VAT paid by the Group in relation to the construction of solar power plants which will be utilised and offset against the VAT payables for the sale of electricity.
- (iv) The amounts represented the consideration receivables and outstanding balances due from former subsidiaries in relation to the disposals occurred during the years 2019 and 2020. These amounts were unsecured, interest free and repayable according to the conditions of settlement set out in respective equity transfer agreement which is due within one year from the completion of disposals. The Group expects these amounts would be settled within the next 12 months after the end of the reporting period. Details of ECLs on other receivables are set out in note 49.1(a)(iv).
- (v) The amount represented deposits placed by the Group in the security deposits account opened in the independent leasing companies. Pursuant to the leasing agreements, offsetting rights have been granted by the Group to the independent leasing companies, allowing them to offset the entire security deposits against the Group's outstanding borrowings from these leasing companies.
- (vi) The amounts were unsecured, interest free and repayable on demand.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 26. STRUCTURED BANK DEPOSITS

The balances as at 31 December 2020 and 2019, denominated in RMB, were yield enhancement deposits and contained embedded derivative which represented the returns varying with the underlying investment portfolio of the structured bank deposit and comprised primarily of equity instruments, debt instruments including corporate bonds and money market instruments. These deposits were solely managed and invested by the bank and the Group had no right to choose and trade the components of the financial assets. The balances carried an effective interest rate of 3.5% (2019: 3.5%) per annum. The Group considered that the fair value of embedded derivative was minimal and hence no derivative financial instruments were recognised.

### 27. CASH AND CASH EQUIVALENTS

	2020 RMB'000	2019 RMB'000
Cash at banks	168,947	194,156

Included in cash and cash equivalents of the Group is approximately RMB167,743,000 (2019: RMB190,959,000) of bank balances denominated in RMB placed with the banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

### 28. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

#### (a) 2020 disposal group

As at 31 December 2020, assets and liabilities relating to 平山縣天匯能源科技有限公司 Pingshan Tianhui Energy Technology Co., Ltd. ("Pingshan"), 德州市陵城區乾超兄弟能源科技有限公司 Dezhou City Lingcheng District Qianchao Brothers Energy Technology Co., Ltd. ("Qianchao Brothers"), Yongchen and 玉門市永聯科技新能源有限公司 Yumen Yonglian Technology New Energy Development Co., Ltd. ("Yumen"), were presented as disposal group held for sale following the sale and purchase agreements dated 22 October 2020, 4 December 2020 and 14 December 2020 entered into between the Group and the purchasers, independent third parties. The principal activities of these subsidiaries were engaged in generating and sales of electricity. These subsidiaries are collectively referred to as the 2020 disposal group.

Management assessed that each of entities within the 2020 disposal group are available for immediate sale in its present condition and the sale is expected to be highly probable and would be completed within twelve months after the end of the reporting period. Subsequent to the reporting period, the disposal of Yongchen was approved by the shareholders in an extraordinary general meeting held on 15 March 2021.

In accordance with HKFRS 5, assets and liabilities relating to these subsidiaries were disposal group classified as held for sale in the consolidated statement of financial position as at 31 December 2020. The disposal did not constitute a discontinued operation as it did not represent a major line of business or geographical area of operation.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 28. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

#### (a) 2020 disposal group (continued)

The Directors regard the sale proceeds less directly attributable costs which amounted to approximately RMB1,271,585,000 as the fair value less cost of disposal for the disposal of these subsidiaries.

	RMB'000
Property, plant and equipment (note 17)	1,360
Solar power plants (note 18)	2,248,883
Goodwill (note 20)	11,064
Right-of-use assets (note 21)	113,022
Inventories	35
Trade and other receivables	1,057,105
Amounts due from group companies	194,601
Cash and cash equivalents	79,616
	<b>3,705,686</b>
Less: Amounts due from group companies	<b>(194,601)</b>
Impairment losses on disposal group classified as held for sale	<b>(160,650)</b>
	<b>3,350,435</b>
Total assets classified as held for sale	<b>3,350,435</b>
Trade and other payables	87,207
Amounts due to group companies	481,315
Loans and borrowings	1,694,728
Tax payable	2,672
Lease liabilities (note 36)	7,529
	<b>2,273,451</b>
Less: Amounts due to group companies	<b>(481,315)</b>
	<b>1,792,136</b>
Total liabilities classified as held for sale	<b>1,792,136</b>

#### (b) 2019 disposal group

As at 31 December 2019, assets and liabilities relating to 千陽縣寶源光伏電力開發有限公司 Qianyang Baoyuan Photovoltaic Power Development Limited ("Baoyuan"), Huaguang, 巨鹿縣明暉太陽能發電有限公司 Julu Minghui Photovoltaic Power Limited ("Minghui"), 蘭州太科光伏電力有限公司 Lanzhou Taikē Photovoltaic Power Limited ("Taikē"), Xingguang, 溧陽新暉光伏發電有限公司 Liyang Xinhui Photovoltaic Power Generation Limited ("Xinhui"), 和靜旭雙太陽能科技有限公司 Hejing Xushuang Photovoltaic Technology Limited ("Xushuang"), 宿州市雲陽新能源發電有限公司 Suzhou Yunyang New Energy Electricity Co., Ltd. ("Yunyang"), 哈密朝翔新能源科技有限公司 Hami Zhaoxiang New Energy Technology Limited ("Zhaoxiang") (together the "Nine Project Companies") and 定邊縣昂立光伏科技有限公司 Dingbian Angli Solar Power Technology Co., Ltd. ("Angli") were presented as disposal group held for sale following the sale and purchase agreements dated 15 November 2019 and 5 December 2019 entered into between the Group and the purchasers, independent third parties. The principal activities of these subsidiaries were engaged in solar power generation. These subsidiaries are collectively referred to as the 2019 disposal group. Details have been set out in the announcements of the Company dated 26 November 2019 and 5 December 2019, respectively, and the circular of the Company dated 6 January 2020.

The transactions were approved by the shareholders in an extraordinary general meeting held on 20 January 2020 and the disposals were completed on 5 June 2020. In accordance with HKFRS 5, the disposal did not constitute a discontinued operation as it did not represent a major line of business or geographical area of operation.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 28. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE *(continued)*

#### (b) 2019 disposal group *(continued)*

Sale proceeds less directly attributable costs which amounted to approximately RMB819,313,000 as the fair value less cost of disposal for the disposal of these subsidiaries.

	2019 RMB'000
Property, plant and equipment (note 17)	2,150
Solar power plants (note 18)	2,260,134
Goodwill (note 20)	52,221
Right-of-use assets (note 21)	56,948
Inventories	21
Trade and other receivables	798,264
Amounts due from group companies	213,737
Cash and cash equivalents	59,600
	<hr/>
	3,443,075
Less: Amounts due from group companies	(213,737)
Impairment losses on disposal group classified as held for sale	(327,729)
	<hr/>
Total assets classified as held for sale	2,901,609
	<hr/>
Trade and other payables	100,382
Amounts due to group companies	984,608
Loans and borrowings	1,205,295
Tax payable	3,118
Lease liabilities (note 36)	24,527
	<hr/>
	2,317,930
Less: Amounts due to group companies	(984,608)
	<hr/>
Total liabilities classified as held for sale	1,333,322
	<hr/>

The disposals were completed on 5 June 2020.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 29. TRADE AND OTHER PAYABLES

	2020 RMB'000	2019 RMB'000
Trade payables	289,306	1,042,309
Other payables and accruals	771,304	626,945
	<b>1,060,610</b>	1,669,254

Ageing analysis of trade payables, based on the invoice dates, are as follows:

	2020 RMB'000	2019 RMB'000
Current or less than 3 months	19,476	347,799
Over 3 months but less than 6 months	5,439	11,669
Over 6 months but less than 12 months	77,283	117,111
Over 12 months	187,108	565,730
	<b>289,306</b>	1,042,309

Retentions payable amounting to approximately RMB139,460,000 (2019: RMB311,768,000), which are included in other payables and accruals, will be settled or recognised as income after more than one year. All other trade and other payables are expected to be settled within one year or are repayable on demand.

### 30. LOANS AND BORROWINGS

	2020 RMB'000	2019 RMB'000
<b>Current</b>		
Secured		
— bank loans	38,000	320,500
— other borrowings from independent leasing companies	2,538,645	1,049,928
	<b>2,576,645</b>	1,370,428
<b>Non-current</b>		
Secured		
— bank loans	273,500	29,000
— other borrowings from independent leasing companies	3,435,433	8,270,649
	<b>3,708,933</b>	8,299,649
Total loans and borrowings	<b>6,285,578</b>	9,670,077

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 30. LOANS AND BORROWINGS (continued)

The Group's loans and borrowings are repayable as follows:

	2020 RMB'000	2019 RMB'000
Within 1 year	<b>2,576,645</b>	1,370,428
After 1 year but within 2 years	<b>324,094</b>	649,767
After 2 years but within 5 years	<b>1,005,223</b>	3,424,667
Over 5 years	<b>2,379,616</b>	4,225,215
	<b>6,285,578</b>	9,670,077

Loans and other borrowings bear interest ranging from 4.9% to 10.25% (2019: 4.9% to 10.25%) per annum.

Analysis of the Group's fixed-rate and floating-rate borrowings are as follows:

	2020 RMB'000	2019 RMB'000
Fixed-rate borrowings	<b>4,407,500</b>	5,033,500
Floating-rate borrowings	<b>1,878,078</b>	4,636,577
	<b>6,285,578</b>	9,670,077

The loans and borrowings were secured by the following assets:

	2020 RMB'000	2019 RMB'000
Solar power plants (note 18)	<b>3,324,494</b>	6,413,341
Trade receivables (note 25)	<b>1,190,157</b>	2,029,478
Right-of-use assets (note 21)	<b>719</b>	756
Unlisted equity investments, at fair value (note 22)	<b>295,441</b>	438,840
	<b>4,810,811</b>	8,882,415

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 30. LOANS AND BORROWINGS (continued)

As at 31 December 2020, other borrowings that are secured by the equity interest of certain subsidiaries of the Company are summarised as follows:

- (a) other borrowings of approximately RMB500,000,000 (2019: RMB500,000,000) were pledged by 86.21% equity interests of Dunhuang Wanfa;
- (b) other borrowings of approximately RMB1,200,000,000 (2019: RMB1,200,000,000) were pledged by 99.99% equity interests of Jiangshan Fengrong;
- (c) other borrowings of approximately RMB275,649,000 (2019: RMB275,649,000) were pledged by 99.96% equity interests of Luan Xuqiang;
- (d) other borrowings of approximately RMB300,000,000 (2019: RMB300,000,000) were pledged by 99.96% equity interests of Jiayuguan Xiehe;
- (e) other borrowings of approximately RMB180,000,000 (2019: RMB180,000,000) were pledged by 99.96% equity interests of Lintan Tianlang;
- (f) other borrowings of approximately RMB244,351,000 (2019: RMB244,351,000) were pledged by 99.96% equity interests of Dingbian Jingyang;
- (g) other borrowings of approximately RMB369,366,000 (2019: RMB369,366,000) were pledged by 99.96% equity interests of Dingbian County Zhixinda;
- (h) other borrowings of approximately RMB130,634,000 (2019: RMB130,634,000) were pledged by 99.96% equity interests of Hualong County Ruiqida;
- (i) other borrowings of approximately RMB1,500,000,000 (2019: RMB1,500,000,000) were pledged by 99.96% equity interests of Changshu Honglu;
- (j) other borrowings of approximately RMB260,000,000 (2019: RMB260,000,000) were pledged by 96.60% equity interests of Huanghua Zhengyang;
- (k) other borrowings of approximately RMB185,000,000 (2019: RMB185,000,000) were pledged by 99.46% equity interests of Shuo Zhou Yongyang.

In addition, an independent third party had provided unlimited corporate guarantees to certain of the Group's other borrowings amounting to approximately RMB101,231,000 (2019: RMB441,865,000). During year ended 31 December 2020, the Group repaid other borrowings amounting to approximately RMB42,716,000 and disposed of certain subsidiaries with other borrowings amounting to approximately RMB297,918,000, all of such are under unlimited corporate guarantees provided by this independent third party.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 31. CORPORATE BONDS

	2020 RMB'000	2019 RMB'000
At beginning of the year	286,525	275,383
Initial recognition	11,110	50,860
Imputed interest expense (note 13)	29,704	27,308
Interest paid/payable	(17,907)	(16,470)
Repayment	(18,231)	(56,794)
Exchange realignment	(17,568)	6,238
At the end of the year	273,633	286,525

As at 31 December 2020, corporate bonds denominated in HK\$ with an aggregate principal amount of HK\$336,500,000 (equivalent to approximately RMB283,212,000) (2019: HK\$343,500,000 (equivalent to approximately RMB307,700,000)) remained outstanding with certain independent third parties. The corporate bonds bear interest rates ranging from 3% to 7% (2019: 3% to 7%) per annum, and will mature on the date immediately following 3 to 96 months (2019: 6 to 96 months) after their issuance.

During the year ended 31 December 2020, the Group issued corporate bonds with an aggregate principal amount of HK\$13,500,000 (equivalent to approximately RMB12,005,000) (2019: HK\$64,000,000 (equivalent to approximately RMB56,353,000)) to certain independent third parties, net proceeds of the issued corporate bonds received by the Company were approximately HK\$12,492,000 (equivalent to approximately RMB11,110,000) (2019: HK\$57,761,000 (equivalent to approximately RMB50,860,000)), with total issue cost amounting to approximately HK\$1,008,000 (equivalent to approximately RMB895,000) (2019: HK\$6,239,000 (equivalent to approximately RMB5,493,000)).

During the year ended 31 December 2020, the Group repaid HK\$20,500,000 (equivalent to approximately RMB18,231,000) (2019: HK\$64,500,000 (equivalent to approximately RMB56,794,000)) in aggregate principal amount of the corporate bonds.

The corporate bonds are measured at amortised cost using effective interest method by applying effective interest rates ranging from 10.40% to 14.56% (2019: 10.40% to 14.56%) per annum. Imputed interest of approximately HK\$33,401,000 (equivalent to approximately RMB29,704,000) (2019: HK\$31,013,000 (equivalent to approximately RMB27,308,000)) (note 13) in respect of the corporate bonds was recognised in profit or loss during the year ended 31 December 2020.

As at 31 December 2020, corporate bonds amounting to approximately HK\$272,801,000 (equivalent to approximately RMB229,601,000) (2019: HK\$9,002,000 (equivalent to approximately RMB8,063,000)) and approximately HK\$52,317,000 (equivalent to approximately RMB44,032,000) (2019: HK\$310,859,000 (equivalent to approximately RMB278,462,000)) were classified as current liabilities and non-current liabilities, respectively.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 32. DEFERRED TAX ASSETS

Movement of the deferred tax assets during the year is as follows:

	<b>Impairment of assets RMB'000</b>
At 1 January 2019	2,360
Charged to profit or loss (note 14)	1,890
	<hr/>
At 31 December 2019 and 1 January 2020	<b>4,250</b>
Charged to profit or loss (note 14)	<b>(555)</b>
	<hr/>
At 31 December 2020	<b>3,695</b>

No deferred tax asset has been recognised on tax loss of the Hong Kong and PRC subsidiaries due to the unpredictability of future profit. The unrecognised tax losses are losses of approximately RMB670,996,000 (2019: RMB391,634,000). Tax losses of the subsidiaries operating in PRC can be carried forward for 5 years from the year in which the respective losses arose, while tax losses of the companies within the Group operating in Hong Kong can carry forward their tax losses indefinitely under the current tax legislation.

### 33. SHARE CAPITAL

	2020		2019	
	Number of shares '000	RMB'000	Number of shares '000	RMB'000
Issued and fully paid				
At beginning and end of the year	14,964,442	6,486,588	14,964,442	6,486,588

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 34. RESERVES

#### The Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 91 of the consolidated financial statements.

#### The Company

	Exchange reserve RMB'000 (note (ii))	Equity-settled share-based payment reserve RMB'000 (note (iv))	Accumulated losses RMB'000	Total RMB'000
At 1 January 2019	445,187	130,020	(480,968)	94,239
Total comprehensive income for the year	126,012	–	(1,227,719)	(1,101,707)
Equity-settled share-based transactions (note 10)	–	12,947	–	12,947
Lapse of share options	–	(92,463)	92,463	–
At 31 December 2019 and 1 January 2020	<b>571,199</b>	<b>50,504</b>	<b>(1,616,224)</b>	<b>(994,521)</b>
Total comprehensive income for the year	<b>(302,985)</b>	–	<b>(564,414)</b>	<b>(867,399)</b>
Equity-settled share-based transactions (note 10)	–	<b>4,864</b>	–	<b>4,864</b>
Lapse of share options	–	<b>(3,956)</b>	<b>3,956</b>	–
At 31 December 2020	<b>268,214</b>	<b>51,412</b>	<b>(2,176,682)</b>	<b>(1,857,056)</b>

#### (i) PRC 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 profits to parent companies.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

#### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside PRC which are dealt with in accordance with the accounting policies as set out in note 4.13.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 34. RESERVES (continued)

#### (iii) Fair value through other comprehensive income

The fair value through other comprehensive income financial assets reserve comprises the cumulative net changes in the fair value of other financial assets held by the Group as at year-end dates.

#### (iv) Equity-settled share-based payment reserve

The equity-settled share-based payment reserve comprises the portion of the grant date fair value of unexercised shares options granted to the grantees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 4.18.

### 35. DIVIDEND

No dividend was paid or proposed during the year 31 December 2020 nor has any dividend been proposed since the end of reporting period (2019: Nil).

### 36. LEASE LIABILITIES

The Group leases various lands. Rental contracts are typically made for fixed periods. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Movement of the Group's leases liabilities is analysed as follows:

	RMB'000
As at 1 January 2019	274,641
Interest expenses (note 13)	16,818
Lease payments	(13,868)
Transferred to liabilities of disposal group held for sale (note 28(b)) <sup>#</sup>	(24,527)
Disposals of subsidiaries (note 44(b))	(38,734)
	<hr/>
As at 31 December 2019	<b>214,330</b>
Addition	<b>55,833</b>
Interest expenses (note 13)	<b>14,952</b>
Lease payments	<b>(66,864)</b>
Modification	<b>(17,038)</b>
Transferred to liabilities of disposal group held for sale (note 28(a))	<b>(7,529)</b>
Disposals of subsidiaries <sup>#</sup>	<b>(11,222)</b>
Exchange realignments	<b>(234)</b>
	<hr/>
As at 31 December 2020	<b>182,228</b>

<sup>#</sup> For the year ended 31 December 2020, following the completion of the disposal, certain lease liabilities previously classified under disposal group with the carrying amounts of approximately RMB24,527,000 (note 28(b)), together with the lease liabilities disposed of during the year with the carrying amounts of approximately RMB11,222,000, amounting to a total of approximately RMB35,749,000, were derecognised to calculate the loss on disposal of subsidiaries for the year (note 44(a)).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 36. LEASE LIABILITIES (continued)

The future lease payments of the Group's leases (excluding short-term leases) were scheduled to repay as follows:

	Minimum lease payments RMB'000	Interest RMB'000	Present value RMB'000
<b>As at 31 December 2019</b>			
Not later than one year	33,566	(10,319)	23,247
Later than one year but not later than two years	27,641	(10,817)	16,824
Later than two year but not later than five years	53,654	(23,808)	29,846
Later than five years	221,798	(77,385)	144,413
	336,659	(122,329)	214,330
<b>As at 31 December 2020</b>			
Not later than one year	<b>32,571</b>	<b>(9,429)</b>	<b>23,142</b>
Later than one year but not later than two years	<b>15,197</b>	<b>(6,729)</b>	<b>8,468</b>
Later than two year but not later than five years	<b>57,247</b>	<b>(25,217)</b>	<b>32,030</b>
Later than five years	<b>175,705</b>	<b>(57,117)</b>	<b>118,588</b>
	<b>280,720</b>	<b>(98,492)</b>	<b>182,228</b>

The present value of future lease payments of the Group's leases are analysed as:

	2020 RMB'000	2019 RMB'000
Current	<b>23,142</b>	23,247
Non-current	<b>159,086</b>	191,083
	<b>182,228</b>	214,330

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 37. THE COMPANY'S STATEMENT OF FINANCIAL POSITION

	Notes	2020 RMB'000	2019 RMB'000 (Restated)
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		399	667
Interests in subsidiaries		–	1,117
Right-of-use assets		3,352	4,885
		<b>3,751</b>	6,669
<b>Current assets</b>			
Financial assets measured at fair value through profit or loss		16,921	28,198
Amounts due from subsidiaries		4,986,729	5,810,815
Cash and cash equivalents		833	2,723
		<b>5,004,483</b>	5,841,736
<b>Current liabilities</b>			
Trade and other payables		101,568	64,876
Lease liabilities		1,250	1,211
Corporate bonds	31	229,601	8,063
		<b>332,419</b>	74,150
<b>Net current assets</b>		<b>4,672,064</b>	5,767,586
Total assets less current liabilities		<b>4,675,815</b>	5,774,255
<b>Non-current liabilities</b>			
Lease liabilities		2,251	3,726
Corporate bonds	31	44,032	278,462
		<b>46,283</b>	282,188
<b>NET ASSETS</b>		<b>4,629,532</b>	5,492,067
<b>CAPITAL AND RESERVES</b>			
Share capital	33	6,486,588	6,486,588
Reserves	34	(1,857,056)	(994,521)
<b>TOTAL EQUITY</b>		<b>4,629,532</b>	5,492,067

On behalf of the directors

**Jin Yanbing**  
Chairman and Executive Director

**Qin Hongfu**  
Executive Director

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 38. COMMITMENTS

#### Capital commitments

At 31 December 2020, the Group had outstanding capital commitments as follows:

	2020 RMB'000	2019 RMB'000
Contracted but not provided for in respect of — the construction costs and service expense for solar power plants under construction (note)	200,125	309,265

Note: As at 31 December 2020, certain outstanding capital commitments in respect of construction costs and service expense for solar power plants under construction amounting to approximately RMB154,366,000 (2019: RMB61,104,000) are attributable to a subsidiary classified as held for sale.

### 39. EMPLOYEE RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees but subject to a maximum amount of HK\$1,500 (equivalent to approximately RMB1,300) (2019: HK\$1,500 (equivalent to approximately RMB1,300)) per month for each employee.

As stipulated by the rules and regulations in the PRC, the Group contributes to the retirement funds scheme managed by local social security bureau in the PRC. The Group contributes a certain percentage of the basic salaries of its employees to the retirement plan to fund the benefits.

The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

During the year ended 31 December 2020, total retirement benefit cost charged to the consolidated statement of profit or loss amounted to approximately RMB15,325,000 (2019: RMB24,828,000) (note 10).

### 40. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 22 July 2009 whereby the Directors are authorised, at their discretion, to invite certain directors, employees and consultants ("the Grantees") of the Group, to take up options at consideration (HK\$1.10 for options granted on 8 October 2014 ("Batch 1"), HK\$1.16 for options granted on 11 November 2014 ("Batch 2"), HK\$1.20 for options granted on 18 June 2015 ("Batch 3"), HK\$0.30 for options granted on 3 April 2017 ("Batch 4") and HK\$0.41 for options granted on 28 April 2017 ("Batch 5") to subscribe for shares of the Company. The options will be exercisable in four tranches and 25% of the options granted vest on one year, two years, three years and four years from the grant date respectively (the "Vesting Dates").

Pursuant to the relevant terms of the share option scheme, the options are exercisable from the Vesting Dates to 8 October 2019 (Batch 1), 11 November 2019 (Batch 2), 18 June 2020 (Batch 3), 3 April 2022 (Batch 4) and 28 April 2022 (Batch 5) respectively. Each of the options will give the holder the right to subscribe for 1 ordinary share in the Company and will be settled gross in shares. After all of the above grants, a total number of 1,208,050,000 share options were granted to the Grantees.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 40. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

In addition, the unexercised options granted under the share option scheme will be forfeited when the Grantees cease to be the directors, employees or consultants of the Group for reasons other than death, ill-health or retirement.

The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions	Contractual life of options
Batch 1 options with exercise price of HK\$1.10 granted to directors:			
— on 8 October 2014	17,250,000	1 year from the date grant	5 years
— on 8 October 2014	17,250,000	2 years from the date grant	5 years
— on 8 October 2014	17,250,000	3 years from the date grant	5 years
— on 8 October 2014	17,250,000	4 years from the date grant	5 years
Batch 2 options with exercise price of HK\$1.16 granted to directors:			
— on 11 November 2014	750,000	1 year from the date grant	5 years
— on 11 November 2014	750,000	2 years from the date grant	5 years
— on 11 November 2014	750,000	3 years from the date grant	5 years
— on 11 November 2014	750,000	4 years from the date grant	5 years
Batch 3 options with exercise price of HK\$1.20 granted to a director:			
— on 18 June 2015	1,000,000	1 year from the date grant	5 years
— on 18 June 2015	1,000,000	2 years from the date grant	5 years
— on 18 June 2015	1,000,000	3 years from the date grant	5 years
— on 18 June 2015	1,000,000	4 years from the date grant	5 years
Batch 4 options with exercise price of HK\$0.30 granted to directors:			
— on 3 April 2017	25,000,000	1 year from the date grant	5 years
— on 3 April 2017	25,000,000	2 years from the date grant	5 years
— on 3 April 2017	25,000,000	3 years from the date grant	5 years
— on 3 April 2017	25,000,000	4 years from the date grant	5 years

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 40. EQUITY-SETTLED SHARE-BASED TRANSACTIONS *(continued)*

The terms and conditions of the grants are as follows: *(continued)*

	Number of instruments	Vesting conditions	Contractual life of options
Batch 5 options with exercise price of HK\$0.41 granted to directors:			
— on 28 April 2017	6,920,000	1 year from the date grant	5 years
— on 28 April 2017	6,920,000	2 years from the date grant	5 years
— on 28 April 2017	6,920,000	3 years from the date grant	5 years
— on 28 April 2017	6,920,000	4 years from the date grant	5 years
Batch 1 options with exercise price of HK\$1.10 granted to employees and consultants			
— on 8 October 2014	100,425,000	1 year from the date grant	5 years
— on 8 October 2014	100,425,000	2 years from the date grant	5 years
— on 8 October 2014	100,425,000	3 years from the date grant	5 years
— on 8 October 2014	100,425,000	4 years from the date grant	5 years
Batch 4 options with exercise price of HK\$0.30 granted to employees and consultants:			
— on 3 April 2017	64,750,000	1 year from the date grant	5 years
— on 3 April 2017	64,750,000	2 years from the date grant	5 years
— on 3 April 2017	64,750,000	3 years from the date grant	5 years
— on 3 April 2017	64,750,000	4 years from the date grant	5 years
Batch 5 options with exercise price of HK\$0.41 granted to employees and consultants:			
— on 28 April 2017	85,917,500	1 year from the date grant	5 years
— on 28 April 2017	85,917,500	2 years from the date grant	5 years
— on 28 April 2017	85,917,500	3 years from the date grant	5 years
— on 28 April 2017	85,917,500	4 years from the date grant	5 years
Total share options granted	1,208,050,000		

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 40. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

The number and weighted average exercise prices of share options are as follows:

	2020		2019	
	Weighted exercise price HK\$	Number of options	Weighted exercise price HK\$	Number of options
Outstanding at the beginning of the year	<b>0.36</b>	<b>432,840,000</b>	0.56	867,830,000
Lapsed during the year	<b>0.33</b>	<b>(32,670,000)</b>	0.34	(434,990,000)
Outstanding at the end of the year	<b>0.36</b>	<b>400,170,000</b>	0.36	432,840,000
Exercisable at the end of the year	<b>0.36</b>	<b>100,043,000</b>	0.37	179,335,000

The options outstanding at 31 December 2020 had an exercise price of HK\$0.30 or HK\$0.41 (2019: HK\$0.30 or HK\$0.41) and a weighted average remaining contractual life of 1.29 years (2019: 2.30 years).

The fair value of services received in return for the share options granted was measured by reference to the share options granted. The estimate of the fair value of the share options granted in 2014, 2015 and 2017 was measured by using binomial lattice model. The contractual life of the share options was used as an input into this model.

	2017		2015	2014	
	Share options Batch 4	Share options Batch 5	Share options Batch 3	Share options Batch 1	Share options Batch 2
Fair value at measurement date	HK\$0.1259	HK\$0.1703	HK\$0.4295	HK\$0.3812	HK\$0.4905
Share price at date of grant	HK\$0.30	HK\$0.41	HK\$1.20	HK\$1.08	HK\$1.15
Exercise price	HK\$0.30	HK\$0.41	HK\$1.20	HK\$1.10	HK\$1.16
Expected volatility (expressed as weighted average life used in the modelling under binomial lattice model)	57.92%	47.96%	51.02%	51.80%	51.05%
Option life (expressed as weighted average life used in the modelling under binomial tree model)	5 years	5 years	5 years	5 years	5 years
Risk-free interest rate (based on Hong Kong Exchange Fund Bills and Notes)	1.96%	1.78%	1.14%	1.34%	1.13%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 40. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share options granted.

### 41. INTERESTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
甘肅宏遠光電有限責任公司 (Gansu Hongyuan Photovoltaic Limited*) <sup>^</sup>	PRC	RMB60,000,000 (2019: RMB60,000,000)	–	100% (2019: 100%)	Solar power generation
玉門市永聯科技新能源有限公司 (Yumen Yonglian Technology New Energy Limited*) <sup>^</sup>	PRC	RMB40,000,000 (2019: RMB40,000,000)	–	100% (2019: 100%)	Solar power generation
敦煌萬發新能源有限公司 Dunhuang Wanfa <sup>^</sup>	PRC	RMB580,000,000 (2019: RMB580,000,000)	–	100% (2019: 100%) (note 22(a)(iv))	Solar power generation
江山豐融投資有限公司 Jiangshan Fengrong <sup>^</sup>	PRC	RMB1,200,000,000 (2019: RMB1,200,000,000)	–	100% (2019: 100%) (note 22(a)(iv))	Investment holding
麥蓋提力諾太陽能電力有限公司 (Maigaiti Linuo Solar Power Limited*) <sup>^</sup>	PRC	RMB46,200,000 (2019: RMB46,200,000)	–	100% (2019: 100%)	Solar power generation
庫車天華新能源電力有限公司 (Kuche Tianhua New Energy Electric Power Limited*) <sup>^</sup>	PRC	RMB45,640,000 (2019: RMB45,640,000)	–	100% (2019: 100%)	Solar power generation

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
烏什縣華陽偉業太陽能科技有限公司 (Wushi Huayangweiye Solar Technology Limited*) <sup>^</sup>	PRC	RMB44,100,000 (2019: RMB44,100,000)	–	100% (2019: 100%)	Solar power generation
英吉沙縣天華偉業太陽能科技有限公司 (Yingjisha Tianhuaweiye Solar Technology Limited*) <sup>^</sup>	PRC	RMB48,400,000 (2019: RMB48,400,000)	–	100% (2019: 100%)	Solar power generation
強茂能源鄂爾多斯市有限責任公司 (Qiangmao Energy Eerduosi Limited*) <sup>^</sup>	PRC	RMB18,000,000 (2019: RMB18,000,000)	–	100% (2019: 100%)	Solar power generation
柯坪天華新能源電力有限公司 (Keping Tianhua New Energy Electricity Limited*) <sup>^</sup>	PRC	RMB40,000,000 (2019: RMB40,000,000)	–	100% (2019: 100%)	Solar power generation
合肥綠聚源光伏發電有限公司 (Hefei Lujuyuan Photovoltaic Power Generation Limited*) <sup>^</sup>	PRC	RMB77,000,000 (2019: RMB77,000,000)	–	100% (2019: 100%)	Solar power generation
黃驊市正陽新能源有限公司 Huanghua Zhengyang <sup>^</sup>	PRC	RMB10,000,000 (2019: RMB10,000,000)	–	100% (note 22(a)(i))	Solar power generation
江山新能源投資(揚州)有限公司 (Kong Sun New Energy Investment (Yangzhou) Limited*)	PRC	RMB5,952,589,659/ HK\$8,000,000,000 (2019: RMB5,952,589,659/ HK\$8,000,000,000)	–	100% (2019: 100%)	Investment holding

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
江天新能源貿易(揚州)有限公司 (Jiangtian New Energy related products Trading (Yangzhou) Limited*)	PRC	RMB818,862,108/ HK\$2,000,000,000 (2019: RMB818,862,108/ HK\$2,000,000,000)	–	100% (2019: 100%)	Trading of solar energy related products
江山永泰投資控股有限公司 (Kong Sun Yongtai Investment Holdings Limited*)^	PRC	RMB5,305,187,000/ RMB6,000,000,000 (2019: RMB5,305,187,000/ RMB6,000,000,000)	–	100% (2019: 100%)	Investment holding
肥西中暉光伏發電有限公司 (Feixi Zhonghui Photovoltaic Power Limited*)^	PRC	RMB2,000,000/ RMB40,000,000 (2019: RMB2,000,000/ RMB40,000,000)	–	100% (2019: 100%)	Solar power generation
常熟宏略光伏電站開發有限公司 Changshu Honglu^	PRC	RMB1,501,000,000 (2019: RMB1,501,000,000)	–	100% (2019: 100%) (note 22(a)(ii))	Solar power generation
定邊縣晶陽電力有限公司 Dingbian Jingyang^	PRC	RMB245,351,000/ RMB246,000,000 (2019: RMB245,351,000/ RMB246,000,000)	–	100% (2019: 100%) (note 22(a)(ii))	Solar power generation



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
定邊縣萬和順新能源發電有限公司 (Dingbian Wanheshun New Energy Power Generation Limited*) <sup>a</sup>	PRC	RMB995,000/ RMB56,000,000 (2019: RMB995,000/ RMB56,000,000)	–	100% (2019: 100%)	Solar power generation
六安旭強新能源工程有限公司 Liu'an Xuqiang <sup>a</sup>	PRC	RMB270,000,000 (2019: RMB270,000,000)	–	100% (2019: 100%) (note 22(a)(ii))	Solar power generation
黃石黃源光伏電力開發有限公司 (Wangshi Wangyuan Photovoltaic Power Development Limited*) <sup>a</sup>	PRC	RMB50,000,000/ RMB113,700,000 (2019: RMB50,000,000/ RMB113,700,000)	–	100% (2019: 100%)	Solar power generation
宿州旭強新能源工程有限公司 (Xiuzhou Xuqiang New Energy Engineering Limited*) <sup>a</sup>	PRC	RMB60,000,000 (2019: RMB60,000,000)	–	100% (2019: 100%)	Solar power generation
喀什國新電力有限公司 (Kashi Guoxin New Power Limited*) <sup>a</sup>	PRC	RMB50,000,000 (2019: RMB50,000,000)	–	100% (2019: 100%)	Solar power generation
濟源大峪江山光伏發電有限公司 (Jiyuan Dayu Jiangshan Guangfu Power Generation Limited*) <sup>a</sup>	PRC	RMB30,000,000 (2019: RMB30,000,000)	–	100% (2019: 100%)	Solar power generation
麥蓋提縣恒基偉業光伏電力有限公司 (Maigaiti Hengji Weiye Photovoltaic Power Limited*) <sup>a</sup>	PRC	RMB40,000,000 (2019: RMB40,000,000)	–	100% (2019: 100%)	Solar power generation

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
大同市琰銅新能源有限公司 (Datong Wantong New Energy Limited*) <sup>^</sup>	PRC	RMB2,830,000/ RMB36,000,000 (2019: RMB2,830,000/ RMB36,000,000)	–	100% (2019: 100%)	Solar power generation
平山縣天匯能源科技有限公司 (Pingshan Tianhui Energy Technology Limited*) <sup>^</sup>	PRC	RMB43,000,000 (2019: RMB43,000,000)	–	100% (2019: 100%)	Solar power generation
榆林正信電力有限公司 (Yulin Zhengxin Electricity Limited*) <sup>^</sup>	PRC	RMB60,000,000/ RMB99,000,000 (2019: RMB60,000,000/ RMB99,000,000)	–	100% (2019: 100%)	Solar power generation
金塔縣永嘉新能源有限公司 (Jinta Yongjia New Energy Limited*) <sup>^</sup>	PRC	RMB48,600,000 (2019: RMB48,600,000)	–	100% (2019: 100%)	Solar power generation
定邊縣智信達新能源有限公司 Dingbian County Zhixinda <sup>^</sup>	PRC	RMB35,000/ RMB350,000,000 (2019: RMB35,000/ RMB350,000,000)	–	100% (2019: 100%) (note 22(a)(ii))	Solar power generation
榆林市江山永宸新能源有限公司 (Yulin City Jiangshan Yongche New Energy Limited*) <sup>^</sup>	PRC	RMB1,200,000,000 (2019: RMB1,200,000,000)	–	100% (2019: 100%)	Solar power generation
廣州寶乾小額貸款有限公司 (Guangzhou Baoqian Microfinance Limited*) <sup>^</sup>	PRC	RMB100,000,000 (2019: RMB100,000,000)	–	70% (2019: 70%)	Financial services

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
寶豐縣鑫泰光伏電力科技開發有限公司 (Baofeng Xintai Photovoltaic Power Technology Development Limited*)^	PRC	RMB Nil/ RMB150,000,000 (2019: RMB Nil/ RMB150,000,000)	–	100% (2019: 100%)	Solar power generation
德州市陵城區乾超兄弟能源科技有限公司 (Dezhou Shi Lingcheng District Ganchao Xiongdi Energy Technology Limited*)^	PRC	RMB34,000,000 (2019: RMB34,000,000)	–	100% (2019: 100%)	Solar power generation
臨潭天朗新能源科技有限公司 Lintan Tianlang^	PRC	RMB180,000,000 (2019: RMB180,000,000)	–	100% (note 22(a)(iii))	Solar power generation
嘉峪關協合新能源有限公司 Jiayuguan Xiehe^	PRC	RMB302,000,000 (2019: RMB302,000,000)	–	100% (note 22(a)(ii))	Solar power generation
化隆縣瑞啟達新能源有限公司 Hualong County Ruiqida^	PRC	RMB130,634,479/ RMB131,100,00 (2019: RMB130,634,479/ RMB131,100,00)	–	100% (2019: 100%)	Solar power generation
江蘇海闊能源有限公司 (Jiangsu Haikuo Energy Limited*) (^Jiangsu Haikuo)^	PRC	RMB10,000,000 (2019: RMB10,000,000)	–	100% (2019: 70%)	Trading of LNG
北京潤豐元大小額貸款有限公司 (Beijing Runfeng Yuanda Microfinance Limited*) ("Runfeng Yuanda")^	PRC	RMB100,000,000 (2019: RMB100,000,000)	–	55% (2019: 55%)	Microfinancial business
嵊州懿暉光伏發電有限公司 (Shengzhou Yihui Photovoltaic Power Generation Limited*)^	PRC	RMB40,000,000 (2019: RMB40,000,000)	–	100% (2019: 100%)	Solar power generation

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
北京鑫泰綠能科技有限公司 (Beijing Xintai Green Energy Technology Co., Ltd.)* <sup>^</sup>	PRC	RMB30,000,000 (2019: RMB30,000,000)	–	100% (2019: 100%)	Solar power plant operation and maintenance services
陝西億潤新能源科技有限公司 (Shaanxi Yirun New Energy Technology Co., Ltd.)*	PRC	RMB67,000/ RMB30,000,00 (2019: RMB67,000/ RMB30,000,00)	–	100% (2019: 100%)	Electricity maintenance services
靈璧永基新能源科技有限公司 (Lingbi Yongji New Energy Technology Co., Ltd.)*	PRC	RMB Nil/ RMB1,000,000 (2019: RMB Nil/ RMB1,000,000)	–	100% (2019: 100%)	Solar power generation
宿州市雲陽新能源發電有限公司 Yunyang <sup>^</sup>	PRC	Nil (2019: RMB68,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
和靜旭雙太陽能科技有限公司 Xushuang <sup>^</sup>	PRC	Nil (2019: RMB20,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
威縣天海光伏發電有限公司 (Weixian Tihein Photovoltaic Energy Limited)* <sup>^</sup>	PRC	Nil (2019: RMB1,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
阿圖什市華光能源有限公司 Huaguang <sup>^</sup>	PRC	Nil (2019: RMB285,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
阿圖什市興光能源有限公司 Xingguang <sup>^</sup>	PRC	Nil (2019: RMB261,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 41. INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation and business	Paid up capital/ registered capital	Proportion of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
山東新泰樓德佳陽光伏發電有限公司 (Shandong Xintailou Dejiayang Solar Power Generation Limited*)^	PRC	Nil (2019: RMB36,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
定邊縣昂立光伏科技有限公司 Angli^	PRC	Nil (2019: RMB1,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
巨鹿縣明暉太陽能發電有限公司 Minghui^	PRC	Nil (2019: RMB60,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
千陽縣寶源光伏電力開發有限公司 Baoyuan^	PRC	Nil (2019: RMB60,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
靖邊縣智光新能源開發有限公司 (Jingbian Zhiguang New Energy Development Limited*)^	PRC	Nil (2019: RMB150,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
溧陽新暉光伏發電有限公司 Xinhui^	PRC	Nil (2019: RMB20,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
蘭州太科光伏電力有限公司 Taike^	PRC	Nil (2019: RMB88,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
哈密朝翔新能源科技有限公司 Zhaoxiang^	PRC	Nil (2019: RMB30,000,000)	–	Nil (2019: 100%) (note 44(a))	Solar power generation
江山金投控股有限公司 (Kong Sun Financial Investment Holdings Company Ltd.)^	PRC	Nil (2019: RMB100,000,000)	–	Nil (2019: 100%) (note 44(a))	Investment holding

^ These companies are domestic owned enterprises.

\* These companies are foreign owned enterprises.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 42. NON-CONTROLLING INTERESTS

	2020 RMB'000	2019 RMB'000
At beginning of the year	82,478	82,570
Acquisition of additional interest in a subsidiary (note)	(1,705)	–
Profit/(Loss) for the year attributable to non-controlling interests	1,084	(92)
At end of the year	81,857	82,478

Non-controlling interests of non-wholly owned subsidiaries are considered to be immaterial.

Note:

As at 23 June 2020, the Group acquired an additional 30% ownership interest in its subsidiary, Jiangsu Haikuo. Following the acquisition, the Group had 100% ownership interests. The transaction has been accounted for as an equity transaction with the non-controlling interests as follows:

	RMB'000
Consideration paid for 30% ownership interest	1,590
Net assets attributable to 30% ownership interest	(1,705)
Increase in equity attributable to owners of the Company	(115)

### 43. ACQUISITION OF ASSETS

During the year, the Group did not have any acquisition of assets.

In 2019, the Group entered into various equity transfer agreements with independent third parties to acquire equity interests in certain PRC-incorporated and Hong Kong-incorporated entities at a total cash consideration of approximately RMB1,804,000. The newly-acquired entities are set out as follows:

Name of entities	Equity interests acquired	2019 Acquisition dates
Shaanxi Yirun (note (i))	100%	6 November 2019
金力科技有限公司 G-Force Technology Limited ("G-Force") (note (ii))	100%	29 August 2019

Note:

- (i) The principal activity of Shanxi Yirun is provision of electricity maintenance services.
- (ii) The principal activity of G-Force is investment holding.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 43. ACQUISITION OF ASSETS (continued)

The combined identifiable assets acquired and liabilities assumed are as follows:

	<b>Carrying amount</b> RMB'000	<b>Fair value adjustments</b> RMB'000	<b>Fair value</b> RMB'000
Other receivables	1,804	–	1,804
Total identifiable net assets at fair value			1,804
Total cash consideration			1,804

An analysis of net outflow of cash and cash equivalents in respect of business combination are as follow:

Net cash inflows arising from business combinations:	RMB'000
Net cash inflow arising on:	
Total consideration	(1,804)
Cash consideration receivable	39
Purchase consideration settled in cash	(1,765)

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 44. DISPOSALS OF SUBSIDIARIES

- (a) During the year ended 31 December 2020, the Group disposed of the entire equity interests in certain subsidiaries at a total cash consideration of approximately RMB924,445,000 (adjusted after negotiations with certain purchasers in respect of outstanding rectification works of certain solar power plants). The subsidiaries are set out below:

Name of entities	Disposal date
Yunyang (note (i))	20 May 2020
Xinhui (note (i))	10 March 2020
Minghui (note (i))	22 April 2020
Taike (note (i))	13 April 2020
Angli (note (i))	23 January 2020
Baoyuan (note (i))	5 June 2020
Zhaoxiang (note (i))	17 March 2020
Huaguang (note (i))	10 April 2020
Xingguang (note (i))	10 April 2020
Xushuang (note (i))	27 March 2020
靖邊縣智光新能源開發有限公司 (Jingbian Zhiguang New Energy Development Limited) ("Zhiguang") (note (i))	12 October 2020
威縣天海光伏發電有限公司 (Weixian Tianhai Photovoltaic Energy Limited) (note (i))	17 December 2020
山東新泰樓德佳陽光光伏發電有限公司 (Shandong Xintailou Dejia Solar Power Co., Ltd.) (note (i))	15 December 2020
江山金投控股有限公司 (Kong Sun Financial Investment Holdings Company Ltd.) (note (ii))	10 January 2020

Notes:

- (i) These subsidiaries are principally engaged in the operation of solar power plants and electricity generation. Details have been set out in the Company's announcement dated 26 November 2019, 5 December 2019, 21 September 2020 and 22 October 2020, respectively.
- (ii) The principal activity of Kong Sun Financial Investment Holdings Company Ltd. is an investment holding company.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 44. DISPOSALS OF SUBSIDIARIES (continued)

(a) (continued)

The combined net assets of these entities as at the disposal dates are as follows:

	RMB'000
Net assets disposed of:	
Property, plant and equipment (note 17)	2,178
Solar power plants (note 18)	2,931,423
Goodwill (note 20)	108,465
Right-of-use assets (note 21)	82,908
Inventories	21
Trade and other receivables	1,347,263
Cash and cash equivalents	37,607
Trade and other payables	(1,448,978)
Tax payables	(2,328)
Lease liabilities (note 36)	(35,749)
Bank and other borrowings	(1,588,416)
	<b>1,434,394</b>
Impairment losses on disposal group held for sale recognised in prior year	(327,729)
Net losses on disposal of subsidiaries	(182,220)
	<b>924,445</b>
Total cash consideration	<b>924,445</b>

An analysis of net inflow of cash and cash equivalents in respect of disposal of these subsidiaries are as follows:

	RMB'000
Net cash inflows arising from disposal of subsidiaries:	
Total consideration	924,445
Cash and cash equivalents disposed of (including cash and cash equivalents in disposal group held for sale)	(37,607)
	<b>886,838</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 44. DISPOSALS OF SUBSIDIARIES (continued)

- (b) In 2019, the Group disposed of the entire equity interests in its subsidiaries at a total cash consideration of approximately RMB233,004,000. These subsidiaries are set out below:

Name of entities	Disposal date
麗新進出口有限公司 (Lisun Trading Limited) (note (i))	30 September 2019
湖州祥暉光伏發電有限公司 (Huzhou Xianghui Solar Power Co., Ltd.) (note (ii))	05 August 2019
樟樹市中利騰暉光伏有限公司 (Zhangshu Zhongli Tenghui Solar Co., Ltd.) (note (ii))	17 April 2019
霍林郭勒競日能源有限公司 (Huolin Guole Jingri Energy Limited) (note (ii))	29 March 2019

Notes:

- (i) The principal activity of Lisun Trading is properties investment.
- (ii) These entities are principally engaged in the operation of solar power plants and electricity generation. Details had been set out in the announcement of the Company dated 21 March 2019, 28 March 2019 and 7 May 2019, respectively.

The combined net assets of these entities as at the disposal dates are as follows:

	RMB'000
Net assets disposed of:	
Property, plant and equipment (note 17)	2,515
Solar power plants (note 18)	1,108,290
Goodwill (note 20)	46
Right of use assets (note 21)	56,425
Trade, bills and other receivables	403,134
Cash and cash equivalents	1,549
Trade and other payables	(548,123)
Tax payables	(578)
Deferred tax liabilities	(1,294)
Lease liabilities (note 36)	(38,734)
Bank and other borrowings	(684,039)
	299,191
Release of exchange reserve upon disposal (note 15)	431
Net losses on disposal of subsidiaries	(66,618)
Total cash consideration	233,004

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 44. DISPOSALS OF SUBSIDIARIES (continued)

(b) (continued)

An analysis of net inflow of cash and cash equivalents in respect of disposal of these subsidiaries are as follows:

	RMB'000
Net cash inflows arising from disposal of subsidiaries:	
Total consideration	233,004
Cash consideration receivable	(19,861)
Cash and cash equivalents disposed of (including cash and cash equivalents in disposal group classified as held for sale)	(1,549)
	<hr/>
	211,594

### 45. CONTINGENT LIABILITIES

The Group acquired equity interests of certain subsidiaries principally engaged in the development of solar power plants projects and the applications for the development of these solar power plant projects were actually carried out by their former shareholders. According to the certain notices (the "Notices") issued by the State Energy Administration, the Notices prohibit the original applicants who have obtained the approval documents from the relevant government for the solar power plant projects from transferring the equity interests of solar power plant projects before the projects were connected to the power grid. With reference to the legal opinion from a PRC lawyer, given that (i) the Group has obtained the preliminary approval from respective relevant government authorities to continue the remaining development of the solar power plants; and/or (ii) the PRC lawyer is of the view that it is remote for these subsidiaries to be fined or to have adverse consequences imposed by the relevant government authorities, the Directors consider there is no significant impact on the Group's control over these entities and the development of these solar power plants.

As at 31 December 2020, the Group had executed a guarantee with respect to a loan of approximately RMB205,168,000 granted by independent third parties to Zhiguang, an indirect wholly-owned subsidiary of the Company before its disposal on 12 October 2020.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 46. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Loans and other borrowings (note 30) RMB'000	Interest payables for loans and other borrowings within "Other payables" RMB'000	Corporate bonds (note 31) RMB'000	Lease liabilities (note 36) RMB'000	Total RMB'000
At 1 January 2019	11,617,235	161,686	275,383	274,641	12,328,945
Changes from cash flows:					
Proceeds from new loans and borrowings	750,000	–	–	–	750,000
Proceeds from issue of corporate bonds	–	–	50,860	–	50,860
Repayments of loans and borrowings	(807,824)	–	–	–	(807,824)
Repayments of corporate bonds	–	–	(56,794)	–	(56,794)
Repayments of lease liabilities	–	–	–	(13,868)	(13,868)
Interest paid	–	(698,031)	(16,470)	–	(714,501)
Total changes from financing cash flows	(57,824)	(698,031)	(22,404)	(13,868)	(792,127)
Exchange adjustments	–	–	6,238	–	6,238
Non-cash changes:					
Disposals of subsidiaries (note 44(b))	(684,039)	(6,274)	–	(38,734)	(729,047)
Transferred to liabilities of disposal group held for sales (note 28(b))	(1,205,295)	(8,876)	–	(24,527)	(1,238,698)
Accrued interest expenses	–	848,110	–	16,818	864,928
Imputed interest expenses	–	–	27,308	–	27,308
Total non-cash changes	(1,889,334)	832,960	27,308	(46,443)	(1,075,509)
At 31 December 2019	9,670,077	296,615	286,525	214,330	10,467,547



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 46. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

	Loans and other borrowings (note 30) RMB'000	Interest payables for loans and other borrowings within "Other payables" RMB'000	Corporate bonds (note 31) RMB'000	Lease liabilities (note 36) RMB'000	Total RMB'000
At 1 January 2020	9,670,077	296,615	286,525	214,330	10,467,547
Changes from cash flows:					
Proceeds from new loans and borrowings	322,500	–	–	–	322,500
Proceeds from issue of corporate bonds	–	–	11,110	–	11,110
Repayments of loans and borrowings	(1,629,150)	–	–	–	(1,629,150)
Repayments of corporate bonds	–	–	(18,231)	–	(18,231)
Repayments of lease liabilities	–	–	–	(66,864)	(66,864)
Interest paid	–	(470,908)	(17,907)	–	(488,815)
Total changes from financing cash flows	(1,306,650)	(470,908)	(25,028)	(66,864)	(1,869,450)
Exchange adjustments	–	–	(17,568)	(234)	(17,802)
Non-cash changes:					
Disposals of subsidiaries	(383,121)	(9,107)	–	(11,222)	(403,450)
Transferred to liabilities of disposal group held for sales (note 28(a))	(1,694,728)	(3,265)	–	(7,529)	(1,705,522)
New leases	–	–	–	55,833	55,833
Modification	–	–	–	(17,038)	(17,038)
Accrued interest expenses	–	690,688	–	14,952	705,640
Imputed interest expenses	–	–	29,704	–	29,704
Total non-cash changes	(2,077,849)	678,316	29,704	34,996	(1,334,833)
At 31 December 2020	6,285,578	504,023	273,633	182,228	7,245,462

### 47. RELATED PARTY TRANSACTIONS

Remuneration for key management personnel, including Directors and the five highest paid individuals are disclosed in notes 11 and 12 respectively.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 48. MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to the Company's business to which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly were entered into or subsisting during the financial year.

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

#### 49.1 Financial risk management objectives and policies

The Group is exposed to market risk, specifically to credit risk, liquidity risk, currency risk, and interest rate risk in the normal course of business. The Group does not have any written risk management policies and guidelines. However, the Directors meets periodically to analyse and formulate measures to manage the Group's exposure to the market risk.

Generally, the Group introduces conservative strategies on its risk management. As the Group's exposure to the market risk is kept to a minimum level, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed to are described below. A summary of the Group's financial assets and financial liabilities by category is disclosed in note 49.2.

#### (a) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its business.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties. The credit policy has been followed by the Group since prior years.

The Group measures loss allowances for trade and bills 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.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(continued)*

#### 49.1 Financial risk management objectives and policies *(continued)*

**(a) Credit risk *(continued)***

The Group has the following types of assets that are subject to the expected credit loss model:

- Trade and tariff adjustment receivables arising from sales of electricity
  - Loan receivables arising from provision of financial services
  - Trade receivables arising from sales of solar energy related products
  - Other receivables
  - Cash and cash equivalents
- (i) Trade and tariff adjustment receivables arising from sales of electricity

The trade and tariff adjustment receivables of the Group were arising from sales of electricity and were all due from state-grid companies. For tariff adjustment receivables, they are settled in accordance with prevailing government policies and prevalent payment trends of the Ministry of Finance. As at 31 December 2020, except for 9 solar power plants with aggregate capacities of 310 MW (2019: 24 solar power plants with aggregate capacities of 710 MW), all of the Group's solar power plants that are entitled to tariff adjustment receivables were successfully enlisted on the sixth and seventh batches of the Renewable Energy Tariff Subsidy Catalogue (the "Catalogue").

According to Caijian [2020] No.5 Notice on the Measures for Administration of Funds for Tariff Premium of Renewable Energy (可再生能源電價附加補助資金管理辦法) ("New Tariff Notice") jointly issued by the Ministry of Finance, the National Development and Reform Commission and the National Energy Administration in January 2020, Caijian [2012] No.102 Notice on the Interim Measures for Administration of Subsidy Funds for Tariff Premium of Renewable Energy (可再生能源電價附加補助資金管理暫行辦法) was replaced such that the Central Government will no longer approve and publish the Catalogue. On the other hand, the procedures for settlement of tariff adjustment is intended to be further simplified whereby it is indicated in Caibanjian [2020] No. 6 Office of Ministry of Finance's Procedures in relation to Commencement of Approval Procedures of Renewable Energy Tariff Subsidy Project List (財政部辦公廳關於開展可再生能源發電補貼項目清單審核有關工作) that all qualified renewable energy power plants (存量項目) ("qualified power plants") which fulfil certain requirements are eligible to be enlisted to the Tariff Subsidy Project List (補貼項目清單). Qualified power plants include all 1st to 7th batch Catalogue power plants, which will be automatically enlisted in the Tariff Subsidy Project List. Of the 9 solar power plants that are still in the registration process to the Tariff Subsidy Project List as at 31 December 2020, 3 of them have been subsequently enlisted to the Tariff Subsidy Project List up to the issue date of this financial statements, and the Directors are of the opinion that the remaining 6 solar power plants are able to meet the requirements and conditions as stipulated in the New Tariff Notice for the entitlement of the tariff subsidy.

# NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

## 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(continued)*

### 49.1 Financial risk management objectives and policies *(continued)*

#### (a) Credit risk *(continued)*

##### (i) Trade and tariff adjustment receivables arising from sales of electricity *(continued)*

Given the track record of regular settlement of trade and tariff adjustment receivables and the collection of tariff adjustment receivables are well supported by the government policies. The PRC government is responsible to collect and allocate the fund and make settlement through state-owned grid companies to the solar power companies. The Directors are of the opinion that, all trade receivables from sales of electricity, including the tariff adjustment receivables, are exposed to minimal credit risk and do not expect any losses from non-performance by the customers. Therefore, no provision was made in respect of trade and tariff adjustment receivables as at 31 December 2020 (2019: Nil).

##### (ii) Loan receivables arising from provision of financial services

In respect of the Group's lending business, the Group adopts a loan classification approach to manage its loan portfolio risk. The Group's loans are categorised as "normal", "special-mention", "substandard", "doubtful" or "loss" according to their levels of risk. The core definitions of the five categories of loans receivable are set out below:

Internal credit rating	Overdue days	Description	Basis for recognising ECL
Normal	0–30 days	Borrowers has a low risk of default. There is no reason to doubt their ability to repay the principal and interest.	12 month ECL
Special-mention	31–90 days	Borrowers are still able to service their loans and interest, although repayment may be adversely affected by specific factors.	Lifetime ECL — not credit-impaired
Substandard	91–180 days	Borrower's ability to service their loans is in question and they cannot rely entirely on normal business revenues to repay the principal and interest. Losses may ensue even when collateral or guarantees are invoked.	Lifetime ECL — credit-impaired

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

##### (a) Credit risk (continued)

##### (ii) Loan receivables arising from provision of financial services (continued)

Internal credit rating	Overdue days	Description	Basis for recognising ECL
Doubtful	More than 181 days	Borrowers cannot repay the principal and interest in full and significant losses will need to be recognised even when collateral or guarantees are invoked.	Lifetime ECL — credit-impaired
Loss	N/A	Principal and interest of loans cannot be recovered or only a small portion of them can be recovered after taking all possible measures or resorting to all necessary legal procedures.	Written off

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's internal credit rating system (Five-Tier Principle) and year-end stage classification.

Internal rating grades	As at 31 December 2020			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	
Normal	183,351	—	—	183,351
Special mention	—	5,047	—	5,047
Sub-standard	—	—	2,209	2,209
Doubtful	—	—	17,546	17,546
Total	183,351	5,047	19,755	208,153

Internal rating grades	As at 31 December 2019			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	
Normal	260,495	—	—	260,495
Special mention	—	20,223	—	20,223
Sub-standard	—	—	1,733	1,733
Doubtful	—	—	10,885	10,885
Total	260,495	20,223	12,618	293,336

# NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

## 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

### 49.1 Financial risk management objectives and policies (continued)

#### (a) Credit risk (continued)

##### (ii) Loan receivables arising from provision of financial services (continued)

An analysis of changes in the outstanding exposures is as follows:

	For the year ended 31 December 2020			
	Stage 1 (12-month ECLs) Collectively assessed RMB'000	Stage 2 (Lifetime ECLs) Collectively assessed RMB'000	Stage 3 (Lifetime ECLs) Collectively assessed RMB'000	Total RMB'000
As at 1 January 2020	260,495	20,223	12,618	293,336
Addition	123,243	–	–	123,243
Repayment	(191,909)	(15,673)	(844)	(208,426)
Transfer to Stage 2	(5,047)	5,047	–	–
Transfer to Stage 3	(3,431)	(4,550)	7,981	–
As at 31 December 2020	183,351	5,047	19,755	208,153

	For the year ended 31 December 2019			
	Stage 1 (12-month ECLs) Collectively assessed RMB'000	Stage 2 (Lifetime ECLs) Collectively assessed RMB'000	Stage 3 (Lifetime ECLs) Collectively assessed RMB'000	Total RMB'000
As at 1 January 2019	157,445	–	–	157,445
Addition	233,519	–	–	233,519
Repayment	(97,628)	–	–	(97,628)
Transfer to Stage 2	(20,223)	20,223	–	–
Transfer to Stage 3	(12,618)	–	12,618	–
As at 31 December 2019	260,495	20,223	12,618	293,336



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

(a) **Credit risk** (continued)

(ii) Loan receivables arising from provision of financial services (continued)

An analysis of movement of the corresponding ECLs is as follows:

	For the year ended 31 December 2020			
	Stage 1 (12-month ECLs) Collectively assessed RMB'000	Stage 2 (Lifetime ECLs) Collectively assessed RMB'000	Stage 3 (Lifetime ECLs) Collectively assessed RMB'000	Total RMB'000
As at 1 January 2020	4,247	777	6,001	11,025
Charge	2,466	–	–	2,466
Reversal	(2,933)	(470)	(342)	(3,745)
Transfer to Stage 2	(100)	100	–	–
Transfer to Stage 3	(70)	(306)	376	–
Net re-measurement of ECLs arising from transfer of stages	–	50	3,487	3,537
As at 31 December 2020	3,610	151	9,522	13,283

	For the year ended 31 December 2019			
	Stage 1 (12-month ECLs) Collectively assessed RMB'000	Stage 2 (Lifetime ECLs) Collectively assessed RMB'000	Stage 3 (Lifetime ECLs) Collectively assessed RMB'000	Total RMB'000
As at 1 January 2019	3,393	–	–	3,393
Charge	4,151	–	–	4,151
Reversal	(2,239)	–	–	(2,239)
Transfer to Stage 2	(603)	603	–	–
Transfer to Stage 3	(455)	–	455	–
Net re-measurement of ECLs arising from transfer of stages	–	174	5,546	5,720
As at 31 December 2019	4,247	777	6,001	11,025

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

(a) **Credit risk** (continued)

- (iii) Trade receivables arising from the trading of solar energy related products and provision of solar plant operation and maintenance services

As at 31 December 2020	Expected loss rate (%)	Gross carrying amount RMB'000	Loss allowance RMB'000
More than 1 month but less than 1 year	5%	14,814	665
More 1 year but less than 2 years	15%	14,155	2,123
More than 2 years but less than 3 years	50%	24,320	10,449
More than 3 years past due	100%	11,719	11,719
		<b>65,008</b>	<b>24,956</b>

As at 31 December 2019	Expected loss rate (%)	Gross carrying amount RMB'000	Loss allowance RMB'000
Over 6 months but less than 12 months past due	5%	24,078	1,204
More than 2 years past due	50%	25,125	12,389
		<b>49,203</b>	<b>13,593</b>

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(continued)*

#### 49.1 Financial risk management objectives and policies *(continued)*

(a) **Credit risk** *(continued)*

(iv) Other receivables

Impairment loss of other receivables are measured as either 12-months ECLs or lifetime ECLs on individual basis, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment loss is measured as lifetime ECLs.

With respect to the consideration receivables in relation to disposal of subsidiaries and amounts due from disposed subsidiaries, the management performs impairment assessment on the balances on a periodic basis. In assessing the probability of defaults, the management has taken into account the financial position of the counterparties, the industries they operate, their latest operating result where available as well as forward looking information that is available without undue cost or effort. Since the counterparties are mainly engaged in solar power industry in which their major current assets are tariff receivables, the collection of which is well supported by government policies; accordingly, the management considered the credit risk is limited. For the purpose of impairment assessment of disposal consideration receivables and amounts due from disposed subsidiaries, the loss allowance is measured at an amount equals to 12-month ECLs. In determining their ECLs, after taking into account of the aforesaid factors, and forward looking information that is available without undue cost or effort, the Group has recognised an additional impairment loss of approximately RMB2,362,000 (2019: Nil) in the consolidated statement of profit or loss for the year ended 31 December 2020.

Certain long-aged balances due from independent third parties with an aggregated gross carrying amount of approximately RMB259,185,000 (2019: RMB262,278,000) as at 31 December 2020 are assessed individually. The Board of Directors has engaged external lawyers to send legal letters to certain of these debtors to demand repayment of the receivables. Management considered there is a significant increase in credit risk on these balances. In assessing the probability of defaults, the management has taken into account the financial position of the counterparties, the industries they operate, the estimated fair value of the pledged assets, their latest operating result where available as well as forward looking information that is available without undue cost or effort. For the purpose of impairment assessment of these long-aged balances, the loss allowance is measured at an amount equals to lifetime ECLs. In determining the lifetime ECLs of these long-aged balances, after taking into account of the aforesaid factors, and forward looking information that is available without undue cost or effort, the Group has recognised an additional impairment loss of approximately RMB62,446,000 (2019: RMB63,247,000) in the consolidated statement of profit or loss for the year ended 31 December 2020.

(v) Cash and cash equivalents

The Group's exposure to credit risk arising from deposits with banks is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

##### (b) Interest rate risk

The Group's interest rate risk arises primarily from loans and borrowings issued at floating rates.

The Group does not anticipate significant impact to cash and cash equivalents because the interest rates of bank deposits are not expected to change significantly.

The Group regularly reviews and monitors the mix of fixed and floating rate borrowings in order to manage its interest rate risks. During the years ended 31 December 2020 and 2019, however, management of the Group did not consider it necessary to use interest rate swaps to hedge their exposure to interest.

The following table details the profile of the Group's net borrowings (interest-bearing financial liabilities less interest-bearing financial assets (excluding cash held for short term working capital purpose)) at the end of reporting period. The detailed interest rates and maturity information of the Group's loans and borrowings and corporate bonds are set out in notes 30 and 31, respectively.

Financial instruments with variable interest rate in nature

	2020		2019	
	Effective interest rate		Effective interest rate	
	%	RMB'000	%	RMB'000
<b>Net fixed rate borrowings:</b>				
Loans and borrowings	7.30%–10.25%	4,407,500	7.30%–10.25%	5,033,510
Corporate bonds	10.40%–14.56%	273,633	10.40%–14.56%	286,525
		<b>4,681,133</b>		<b>5,320,035</b>
<b>Variable rate borrowings:</b>				
Loans and borrowings	4.90%–10.00%	1,878,078	4.90%–10.00%	4,636,567
Total net borrowings		<b>6,559,211</b>		<b>9,956,602</b>
Net fixed rate borrowings as a percentage of total net borrowings		<b>71.37%</b>		<b>53.43%</b>

The policies to manage interest rate risk have been followed by the Group since prior year are considered to be effective.

Interest rate sensitivity analysis

The sensitivity analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. As at 31 December 2020, if the interest rate of loans and borrowings had been 50 (2019: 50) basis points higher/lower, the Group's loss (2019: loss) before income tax would increase/decrease (2019: increase/decrease) by approximately RMB9,390,000 (2019: RMB23,183,000).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

##### (c) Currency risk

Almost all the Group's operating activities are carried out in the PRC for the years ended 31 December 2020 and 2019 with most of the transactions denominated in RMB. Exposures to currency exchange rates arise from certain of the Group's cash and cash equivalents, trade, bills and other receivables and trade and other payables which are denominated in a foreign currency i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily RMB and HK\$. The Group does not use derivative financial instruments to hedge its foreign currency risk. The Group reviews its foreign currency exposures regularly and considers no significant exposure on its foreign exchange risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2020 RMB'000	2019 RMB'000	2020 RMB'000	2019 RMB'000
RMB	69	68	—	—
HK\$	—	—	—	—
US\$	10	10	—	—

##### Foreign exchange sensitivity analysis

A 5% (2019: 5%) increase and decrease in HK\$ and US\$ against RMB is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the year-end for a 5% (2019: 5%) change in foreign currency rates. For a 5% (2019: 5%) strengthening of HK\$ against RMB, there is no change in loss (2019: loss) for the years ended 31 December 2020 and 2019. For a 5% (2019: 5%) weakening of HK\$ against RMB, there would be an equal and opposite impact on the loss (2019: loss) for the year.

For a 5% (2019: 5%) strengthening of US\$ against RMB, there is no changes for loss (2019: loss) of the year. For a 5% (2019: 5%) weakening of US\$ against RMB, there would be an equal and opposite impact on the loss (2019: loss) for the year.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.1 Financial risk management objectives and policies (continued)

##### (d) Liquidity risk

The Group's objective is to ensure continuity of sufficient funding and flexibility by utilising a variety of bank and other borrowings with debt maturities spreading over a range of periods, thereby ensuring that the Group's outstanding borrowing obligation is not exposed to excessive repayment risk in any one year.

The Company is responsible for the Group's overall cash management and the raising of borrowings to cover expected cash demands. The Group's policy is to regularly monitor current and expected liquidity requirements 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. In order to repay the borrowings due within one year, the Group manages the proportion of its current liabilities with respect to the total liabilities to mitigate the liquidity risk. The Directors have determined that adequate liquidity exists to finance the working capital and capital expenditure requirements of the Group during the year.

The following tables show the remaining contractual maturities at the balance sheet date of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting period) and the earliest date the Group can be required to pay:

	Carrying amount RMB'000	Total contractual undiscounted cash flow RMB'000	On demand or within 1 year RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000	More than 5 years RMB'000
<b>As at 31 December 2020</b>						
Trade and other payables	1,033,922	1,033,922	894,462	139,460	–	–
Corporate bonds	273,633	297,027	246,397	34,523	8,248	7,859
Loans and borrowings						
— Variable rates	1,878,078	2,304,650	497,669	401,648	952,063	453,270
— Fixed rates	4,407,500	4,803,905	2,479,148	147,482	2,177,275	–
	<b>7,593,133</b>	<b>8,439,504</b>	<b>4,117,676</b>	<b>723,113</b>	<b>3,137,586</b>	<b>461,129</b>
<b>As at 31 December 2019</b>						
Trade and other payables	1,654,971	1,654,971	1,343,203	311,768	–	–
Corporate bonds	286,525	339,550	36,165	252,404	50,981	–
Loans and borrowings						
— Variable rates	5,033,500	5,897,331	825,935	2,020,574	2,201,972	848,850
— Fixed rates	4,636,577	6,086,302	1,182,029	277,306	1,977,306	2,649,661
	<b>11,611,573</b>	<b>13,978,154</b>	<b>3,387,332</b>	<b>2,862,052</b>	<b>4,230,259</b>	<b>3,498,511</b>



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(continued)*

#### 49.1 Financial risk management objectives and policies *(continued)*

**(d) Liquidity risk** *(continued)*

The amount included above for floating interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those interest rates determined at the end of the reporting period.

**(e) Price risk**

The Group is exposed to price risk through its financial assets measured at fair value through profit or loss (note 23) at the end of the reporting period.

Listed equity securities held by the Group have been chosen based on their growth potential and are monitored regularly for performance against expectations. The management also performed analysis of the nature of market risk associated with the equity securities held for trading, including discussion with the investment advisors if applicable, and concluded that the price risk is more prominent in evaluating the market risk of this kind of investments. The management manages this exposure by maintaining a portfolio of investments with different risk profiles in accordance with the limits set by the Group and located in different jurisdictions.

The policies to manage the price risk have been followed by the Group and are considered to be effective.

The sensitivity analyses below have been determined based on the exposure to price risk at the end of the reporting period for the Group's financial assets measured at fair value through profit or loss and financial derivative contracts. A 10% increase or decrease is used as it represents management's assessment of the possible change in price of the financial assets measured at fair value through profit or loss.

If the prices of the listed equity securities held by the Group had been 10% (2019: 10%) higher/lower, the Group's loss (2019: loss) for the year would decrease/increase (2019: decrease/increase) by approximately RMB1,692,000 (2019: RMB2,820,000) as a result of the changes in fair value of financial assets measured at fair value through profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.2 Summary of financial assets and financial liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised at 31 December 2020 and 2019 are categorised as follows. See notes 4.10(i) and 4.10(iv) for explanations about how the categorisation of financial instruments affects their subsequent measurements.

	2020 RMB'000	2019 RMB'000
<b>Financial assets</b>		
Financial assets measured at fair value through other comprehensive income	<b>1,275,156</b>	1,729,091
Financial assets measured at fair value through profit or loss	<b>16,921</b>	28,198
At amortised cost:		
— Trade, bills and other receivables	<b>3,107,482</b>	3,481,872
— Structured bank deposits	<b>4,230</b>	4,230
Cash and cash equivalents	<b>168,947</b>	194,156
	<b>4,572,736</b>	5,437,547
<b>Financial liabilities</b>		
At amortised cost:		
Trade and other payables	<b>1,033,922</b>	1,654,971
Loans and other borrowings	<b>6,285,578</b>	9,670,077
Corporate bonds	<b>273,633</b>	286,525
Lease liabilities	<b>182,228</b>	214,300
	<b>7,775,361</b>	11,825,873

The carrying amounts of the Group's financial assets and liabilities carried at cost or amortised costs are not materially different from their fair values as at reporting dates.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.3 Fair value measurement of financial instruments

The Group followed HKFRS 7 Financial Instruments: Disclosures which introduce a three-level hierarchy for fair value measurement disclosures and additional disclosures about the relative reliability of fair value measurements.

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the consolidated statements of financial position are grouped into the fair value hierarchy as follows:

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>As at 31 December 2020</b>				
<b>Financial assets measured at fair value</b>				
Financial assets measured at fair value through profit or loss	16,921	–	–	16,921
Financial assets measured at fair value through other comprehensive income	–	–	1,275,156	1,275,156
<b>As at 31 December 2019</b>				
<b>Financial assets measured at fair value</b>				
Financial assets measured at fair value through profit or loss	28,198	–	–	28,198
Financial assets measured at fair value through other comprehensive income	–	–	1,729,091	1,729,091

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.3 Fair value measurement of financial instruments (continued)

The fair values of the listed equity securities classified as financial assets measured at fair value through profit or loss are determined with reference to the quoted market bid price available to the relevant stock exchanges as at the end of reporting period. Given that the relevant stock exchanges are considered as active markets, the fair values of the listed equity securities are grouped into Level 1.

The fair value of the financial assets measured at fair value through other comprehensive income relating to Hohhot Jingu Bank (note 22(b)(i)) and Jinzhou Bank (note 22(b)(ii)) in Level 3 are derived from the weighted average of its profits and book value of comparable publicly traded commercial bank with shares listed and traded in the PRC and adjusted for the difference in profitability and financial strength as at 31 December 2020.

The valuations are determined based on the following significant unobservable inputs:

Financial instruments	Valuation technique	Significant unobservable inputs	Sensitivity of fair value to the input
Unlisted partnership investments in Suzhou Junsheng Limited Partnership	Asset approach combined with discount cash flow method	Discount rate of 7.6% (2019: 7.7%)	Had the discount rate increased/(decreased) by 1%, the fair value would have (decreased)/increased by approximately RMB4,199,000.
Unlisted partnership investments in Taizhou Jiuan Limited Partnership	Asset approach combined with discount cash flow method	Discount rate of 8.7% (2019: 5.8%)	Had the discount rate increased/(decreased) by 1%, the fair value would have (decreased)/increased by approximately RMB5,145,000.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.3 Fair value measurement of financial instruments (continued)

The valuations are determined based on the following significant unobservable inputs: (continued)

Financial instruments	Valuation technique	Significant unobservable inputs	Sensitivity of fair value to the input
Unlisted partnership investments in Jiaxing Shengshi Limited Partnership	Asset approach combined with discount cash flow method	Discount rate of 8.1% (2019: 7.7%)	Had the discount rate increased/(decreased) by 1%, the fair value would have (decreased)/increased by approximately RMB1,850,000.
Unlisted partnership investments in Huoerguosi Limited Partnership	Asset approach	N/A	N/A
Unlisted equity investments in Hohhot Jingu Bank	Market approach	Discount for lack of Marketability of 20.6% (2019: 20.0%)	Had the discount rate increased/(decreased) by 5%, the fair value would have (decreased)/increased by approximately RMB12,579,000.
Unlisted equity investments in Jinzhou Bank	Market approach	Discount for lack of Marketability of 20.6% (2019: 20.0%)	Had the discount rate increased/(decreased) by 5%, the fair value would have (decreased)/increased by approximately RMB18,605,000.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 49. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 49.3 Fair value measurement of financial instruments (continued)

The Group's financial assets classified in Level 3 adopted valuation techniques based on unobservable input that is significant to the fair value measurement. The movement of financial instruments within this level is as follow:

	RMB'000
<b>Financial assets measured at fair value through other comprehensive income</b>	
At 1 January 2019	2,047,434
Addition during the year	104,550
Fair value changes recognised in other comprehensive income during the year	(422,893)
	<hr/>
At 31 December 2019 and 1 January 2020	<b>1,729,091</b>
Addition during the year	<b>430</b>
Disposal during the year	<b>(270,000)</b>
Fair value changes recognised in other comprehensive income during the year	<b>(184,365)</b>
	<hr/>
At 31 December 2020	<b>1,275,156</b>

There were no transfers between Level 1 and Level 2, or transfers into or out of level 3 during the twelve months ended 31 December 2020.

### 50. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for 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 Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. As at 31 December 2020, the Group's debt to asset ratio, being the Group's total liabilities over its total assets was 67% (2019: 71%).



## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2020

### 51. EVENTS AFTER THE REPORTING DATE

On 14 December 2020, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest in Yumen for an equity consideration of approximately RMB33,580,000. As at the date when the financial statements are authorized to issue, the transfer of entire equity interest in Yumen to the purchaser has been completed, Yumen ceased to be a wholly-owned subsidiary of the Company.

Save as disclosed above, there are no other material events affecting the Group which have occurred after 31 December 2020 and up to the date of this report.

### 52. COMPARATIVE FIGURES

Certain comparative figures have been represented to confirm with changes in presentation in current year. The following changes that has been made to comparative figures in the consolidated statement of profit or loss and consolidated statement of cash flows for the year ended 31 December 2019, to be consistent with the presentation in the current year's consolidated statement of profit or loss and consolidated statement of cash flows:

- (i) impairment losses on trade and other receivables of approximately RMB77,113,000, being reclassified from "Other gain, net" and separately shown as "Impairment losses on trade and other receivables, net" in the consolidated statement of profit or loss; and
- (ii) dividend income of approximately RMB10,970,000, being separated into "dividend income received from financial assets measured at fair value through profit or loss" of approximately RMB1,940,000 and "dividend income received from financial assets measured at fair value through other comprehensive income" of approximately RMB8,712,000 in the consolidated statement of cash flows.

### 53. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements for the year ended 31 December 2020 were approved and authorised for issue by the Directors on 30 March 2021.

## FIVE-YEAR FINANCIAL SUMMARY

The financial information relating to the year ended 31 December 2020 included in this five years summary does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance, Cap. 622 (the "Companies Ordinance") is as follows:

The Company will deliver the financial statements for the year ended 31 December 2020 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

### RESULTS

	<b>2020</b> <b>RMB'000</b>	<b>Year ended 31 December</b>			
		2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000 (Re-presented)
REVENUE	<b>1,478,209</b>	2,079,704	1,881,004	1,278,704	560,571
(LOSS)/PROFIT FOR THE YEAR	<b>(625,734)</b>	(698,721)	16,277	120,053	54,804

### FINANCIAL POSITION

	<b>2020</b> <b>RMB'000</b>	<b>At 31 December</b>			
		2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000
TOTAL ASSETS	<b>14,303,318</b>	18,672,085	20,420,116	20,010,092	15,473,629
TOTAL LIABILITIES	<b>(9,600,510)</b>	(13,178,786)	(13,816,288)	(13,463,601)	(9,076,990)
TOTAL EQUITY	<b>4,702,808</b>	5,493,299	6,603,828	6,546,491	6,396,639