



Kimou Environmental Holding Limited 金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 6805

2023 ANNUAL REPORT



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CORPORATE INFORMATION

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited
(the “**Stock Exchange**”)

STOCK CODE

6805

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Lianghong (*Chairman*)
Mr. Zhu Heping (*Chief Executive Officer, resigned with effect from 1 January 2024*)
Mr. Huang Qiyang (*Chief Executive Officer, appointed with effect from 1 January 2024*)
Mr. Huang Shaobo
Mr. Lee Kin Ming

Independent Non-Executive Directors

Mr. Kan Chung Nin, Tony *SBS, JP*
Mr. Li Xiaoyan
Mr. Liu Da (*appointed with effect from 1 March 2023*)

AUDIT COMMITTEE

Mr. Liu Da (*Chairman*)
Mr. Kan Chung Nin, Tony *SBS, JP*
Mr. Li Xiaoyan

NOMINATION COMMITTEE

Mr. Zhang Lianghong (*Chairman*)
Mr. Kan Chung Nin, Tony *SBS, JP*
Mr. Li Xiaoyan

REMUNERATION COMMITTEE

Mr. Kan Chung Nin, Tony *SBS, JP* (*Chairman*)
Mr. Zhang Lianghong
Mr. Li Xiaoyan

COMPANY SECRETARY

Mr. Chung Ming Fai

AUTHORISED REPRESENTATIVES

Mr. Zhang Lianghong
Mr. Lee Kin Ming

PRINCIPAL BANKER

Dongguan Rural Commercial Bank Joint Stock Company Limited
No. 44, Nancheng Section,
Guantai Road,
Dongguan, Guangdong Province
the PRC

REGISTERED OFFICE

Campbells Corporate Services Limited
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Cricket Square
Grand Cayman KY1-9010
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE “PRC”)

Longhua Road, Longxi Street, Boluo County
Huizhou City
Guangdong Province, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Cheung Sha Wan, Kowloon
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LEGAL ADVISORS AS TO HONG KONG LAWS

Tian Yuan Law Firm LLP
Suite 3304-3309, 33/F
Jardine House
One Connaught Place, Central
Hong Kong

AUDITOR

KPMG, *Certified Public Accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance*
8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Campbells Corporate Services Limited
Floor 4, Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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Shops 1712–1716, 17th Floor
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183 Queen's Road East
Wanchai, Hong Kong

COMPANY WEBSITE

www.kimou.com.cn

CHAIRMAN'S STATEMENT

Dear shareholders of the Company,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Kimou Environmental Holding Limited (the "**Company**"), I am pleased to present the annual report of the Company and its subsidiaries (collectively as the "**Group**" or "**Kimou**") for the year ended 31 December 2023 (the "**Year**").

The Group recorded an increase in revenue of RMB82.6 million or 7.5% to RMB1,178.4 million for the Year and the profit attributable to equity shareholders of the Company for the Year recorded a decrease of RMB20.1 million or 18.0% to RMB91.2 million, mainly due to the combined effects of the commencement of operations of the Sichuan Qingshen Park and Jiangsu Huazhong Park in 2023, which led to the recognition of depreciation and amortisation expenses and interest expenses. In return for shareholders' support, the Board declared a final dividend for the year ended 31 December 2023 of HK\$0.10 per share (equivalent to approximately RMB0.91 per share).

Kimou is committed to its core business of wastewater treatment with its focus on industrial parks management and emphasis on corporate services, and endeavours to promote the green upgrade of the surface treatment industry, improve the entire industrial chain and facilitate the green and sustainable development of industrial manufacturing in China. Currently, Kimou mainly operates five Surface Treatment Recycling Eco-industrial Parks for the electroplating industry, strategically located in Guangdong Province, Tianjin, Jingzhou in Hubei Province, Qingshen in Sichuan Province and Taixing in Jiangsu Province, in order to enjoy convenient transportation network and be in close proximity to its customers.

In 2023, as the first year of economic recovery after the pandemic, the Group made steady progress and sought quality improvement. Under the leadership of the Board, all parks of Kimou actively responded to the national development strategy and industry demands, focusing on value and deepening reforms to create a safe and stable development environment. In 2024, which is the year for implementing the 14th Five-Year Plan and a crucial year for the Group to comprehensive deepening of reforms. Kimou faces new situations, opportunities, and challenges, will always remember our "environmental protection mission", always adhere to "ecological priority, green development, internal optimization, external market expansion" and focus on the three business pillars of "mature parks, new parks, and diversification" as well as the two safeguard measures of "enhancing organizational capabilities, improving the capital structure". We will comprehensively enhance the core competitiveness of the Group and vigorously promote the agglomeration, intensification and clustering and the high-quality development of the Kimou Group.

The stable development on our Group depends on the wholehearted contributions and persistent support from the Board and all staff members. On behalf of the Board, I would like to express my heartfelt thanks to all employees for their efforts, commitments and contributions to the Group, and my gratitude to the long-term support of all customers/tenants, suppliers, business partners, shareholders and investors. In the future, we will strive forward steadily as in the past with full responsibility to all shareholders, customers/tenants and suppliers and secure satisfactory results to reward the support from various sectors.

Zhang Lianghong

Chairman

28 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET REVIEW

In 2023, the impact of the pandemic gradually diminished. Global industrial and supply chains gradually resumed smooth operation. However, the international situation remained complex and volatile, with increased uncertainty. The United States continued to exert pressure on China in trade, technology, and diplomacy. Geopolitical conflict and local war intermittently erupted, including prolonged conflicts such as the Russo-Ukrainian War and escalating tensions in the Israeli-Palestinian conflict. These conflicts resulted in an energy crisis that affected the global and domestic economy, thereby impacting the profits of our Group and our clients.

BUSINESS REVIEW

The Group develops and operates large-scale Surface Treatment Recycling Eco-industrial Parks (formerly described as “**Electroplating Industrial Park**”) in the PRC which are specifically designed for the electroplating industry providing electroplating wastewater treatment and other ancillary services. For the Year, the Group’s revenue was approximately RMB1,178.4 million (2022: RMB1,095.8 million), representing an increase of approximately 7.5% from that of 2022 and the profit attributable to the equity shareholders of the Company was approximately RMB91.2 million (2022: RMB111.2 million), representing a decrease of approximately 18.0% from that of 2022.

OUR SURFACE TREATMENT RECYCLING ECO-INDUSTRIAL PARKS

The Group currently operates five Surface Treatment Recycling Eco-industrial Parks which are strategically located in Guangdong Province (“**Guangdong Huizhou Park**”), Tianjin (“**Tianjin Bingang Park**”), Jingzhou, Hubei Province (“**Huazhong Park**”), Qingshen, Sichuan Province (“**Qingshen Park**”) and Taixing, Jiangsu Province (“**Huadong Park**”) in order to enjoy convenient transportation network and be in close proximity to its customers where most of the PRC electroplating enterprises are located. The construction of the first phase of the Group’s fifth Surface Treatment Recycling Eco-industrial Park in Taixing Economic Development Zone, Taixing, Jiangsu Province (i.e., the Huadong Park), was completed and entered the commissioning production stages in October 2023.

Total leasable area and occupancy rate

Set out below is the total leasable area and occupancy rate of the Group’s five Surface Treatment Recycling Eco-industrial Parks:

	As at 31 December										
	2023					2022 (Restated)					Total
	Guangdong Huizhou Park	Tianjin Bingang Park	Huazhong Park	Qingshen Park	Huadong Park	Guangdong Huizhou Park	Tianjin Bingang Park	Huazhong Park	Qingshen Park	Total	
Total leasable area (sq.m.) ^(Note)	501,000	309,000	143,000	105,000	120,000	1,178,000	501,000	329,000	143,000	111,000	1,084,000
Total leased area (sq.m.) ^(Note)	480,000	281,000	56,000	49,000	104,000	970,000	474,000	302,000	47,000	43,000	866,000
Occupancy Rate	95.8%	90.9%	39.2%	46.7%	86.7%	82.3%	94.6%	91.8%	32.9%	38.7%	79.9%

Note: Rounded to the nearest thousand. The total leased area includes the area for which a formal lease agreement has been signed and the area for which a reservation agreement has been made. For the total leased area and occupancy rate of Qingshen Park, they were restated so as to reflect the reservation agreements that were made as at 31 December 2022.

The Group offers factory premises in standard floor areas in which the tenants can choose to lease or purchase single or multiple floors according to their operational needs. The Group can also lease land to tenants to construct their own plants according to the requirements of the Group. As at 31 December 2023, the total leasable area of Guangdong Huizhou Park, Tianjin Bingang Park, Huazhong Park, Qingshen Park and Huadong Park were approximately 501,000 sq.m., 309,000 sq.m., 143,000 sq.m., 105,000 sq.m. and 120,000 sq.m. respectively while their occupancy rates were 95.8%, 90.9%, 39.2%, 46.7% and 86.7%, respectively. Due to customers purchasing factory premises and some individual customers terminating their leases, the total leasable area and the occupancy rate of Tianjin Bingang Park has decreased.

MANAGEMENT DISCUSSION AND ANALYSIS

OUR SURFACE TREATMENT RECYCLING ECO-INDUSTRIAL PARKS *(Continued)*

Wastewater treatment capabilities

Set out below is the wastewater treatment capability of the Group's four Surface Treatment Recycling Eco-industrial Parks:

	For the year ended 31 December								
	2023					2022			
	Guangdong Huizhou Park	Tianjin Bingang Park	Huazhong Park	Qingshen Park	Total	Guangdong Huizhou Park	Tianjin Bingang Park	Huazhong Park	Total
Fresh water used (tonnes) ^{Note(1)}	2,651,000	745,000	103,000	22,000	3,521,000	2,667,000	749,000	41,000	3,457,000
Daily wastewater treatment capacity (tonnes) ^{Note(1)}	10,000	6,000	2,500	5,000	23,500	10,000	6,000	2,500	18,500
Annual average daily wastewater treatment handling capacity (tonnes)	7,363	2,040	282	62	9,747	7,307	2,052	112	9,471
Annual average utilisation rate of daily wastewater treatment capacity	73.6%	34.0%	11.3%	1.2%	41.5%	73.1%	34.2%	4.5%	51.2%

Notes:

1. Rounded to the nearest thousand.
2. The construction of Huadong Park was completed and entered the commissioning production stages in October 2023, during the renovation period the customers did not use any fresh water.

The factory premises of the Group's five Surface Treatment Recycling Eco-industrial Parks have pre-installed conduits which direct the electroplating wastewater generated by the tenants to the Group's centralised wastewater treatment facilities. The Group has also built the systems for (i) recycling the treated wastewater to produce pure water for tenants to reuse; and (ii) discharging the rest of the treated wastewater through channels. These facilities are fundamental and of core importance to the daily operations of the tenants.

As at 31 December 2023, the total daily maximum wastewater treatment capacity of the Group reached 23,500 tonnes. The annual average daily wastewater treatment handling volume was approximately 9,747 tonnes and the annual average utilisation rate of wastewater treatment was approximately 41.5%. The Group's annual average utilisation rate of wastewater treatment was lower than that of 2022. It was mainly due to the Qingshen Park officially commenced operations in May 2023, and most of the customers were still in the renovation period resulting in a lower usage of fresh water by its customers.

As at 31 December 2023, the total daily maximum wastewater treatment handling capacity of Guangdong Huizhou Park reached 10,000 tonnes. The annual average daily wastewater treatment handling volume was 7,363 tonnes and the annual average utilisation rate of wastewater treatment was 73.6%, which was a slight increase compared to the corresponding period in 2022.

As at 31 December 2023, the total daily maximum wastewater treatment handling capacity of Tianjin Bingang Park reached 6,000 tonnes. The annual average daily wastewater treatment handling volume was 2,040 tonnes and the annual average utilisation rate of wastewater treatment was 34.0%, representing a slight decrease over the corresponding period in 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

OUR SURFACE TREATMENT RECYCLING ECO-INDUSTRIAL PARKS *(Continued)*

Wastewater treatment capabilities *(Continued)*

As at 31 December 2023, the total daily maximum wastewater treatment handling capacity of Huazhong Park reached 2,500 tonnes. The annual average daily wastewater treatment handling volume was 282 tonnes and the annual average utilisation rate of wastewater treatment was 11.3%. This represents an increase of 6.8% over the corresponding period in 2022. It was mainly due to the increase in fresh water consumption as a result of the additional leased area in 2023 and the increased production capacity of customers.

As at 31 December 2023, the total daily maximum wastewater treatment handling capacity of Qingshen Park reached 5,000 tonnes. The annual average daily wastewater treatment handling volume was 62 tonnes mainly due to its official commencement of operations in May 2023 and a lower usage of fresh water by its customers during their renovation period.

RESEARCH AND DEVELOPMENT

To keep enhancing the effectiveness of wastewater treatment process and reuse rate is the long term objective and the social responsibility of the Group. With our experienced and knowledgeable research and development team and the cooperation of Tsinghua Shenzhen International Graduate School, the Group has been gradually transforming itself into an integrated wastewater treatment service provider. The Group had obtained 139 registered patents and 31 patent applications were in the progress of registration as at 31 December 2023.

SALES AND MARKETING

The Group conducts marketing and promotion activities and builds customers relationship through participation in domestic exhibitions and seminars. During the Year, the Group participated in seventeen exhibitions.

OUTLOOK

The year 2023 marks the start of comprehensively implementing the spirit of the 20th National Congress of the Communist Party of China and also a milestone year in the field of ecological environment. After a five-year hiatus, the Party Central Committee convened the National Environmental Protection Conference again. The conference emphasized the firm establishment and implementation of the concept that "Lucid Waters and Lush Mountains Are Invaluable Assets", planning development from the perspective of harmonious coexistence between humans and nature, and continuing to vigorously wage battles for blue skies, clean waters, and pure lands, to build a beautiful China with evergreen mountains, flowing green waters, and perpetually fresh air, achieving modernization with harmonious coexistence between humans and nature. As an environmental protection enterprise specializing in treating electroplating wastewater, we will firmly grasp the national development strategy and industry trends, adhere to wastewater treatment as our core mission, set an example in water management, actively explore other businesses related to the electroplating industry and environmental protection, accumulate capital, and establish parks tailored to local conditions to accommodate more electroplating enterprises and achieve a high degree of recycling and reuse of electroplating wastewater, thereby continuously increasing profits.

In order to further enhance resource recycling, protect the environment, and conserve resources and energy, we are also actively exploring hazardous solid waste, aiming at achieving green, low-carbon, and circular development, thereby increasing the Group's revenue and returning value to shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK *(Continued)*

Increasing the gross floor area available for leasing

During the Year, the construction of the first phase of the Huadong Park was completed and commenced for trial operation in October 2023 with the increase of the leasable area by 120,000 sq.m.. As announced by the Company on 11 March 2024, the Group has acquired the land-use rights in Taixing City, Jiangsu Province, the PRC for the further development of factories in the Huadong Park, which will increase the leasable area by 340,000 sq.m. for the Group upon completion. For further details, please refer to the Company's announcement dated 11 March 2024.

Enhancing wastewater treatment capabilities

During the Year, the construction of the first phase of Huadong Park was completed and entered the commissioning production stages in October 2023, the Group's daily wastewater treatment capacity has increased by 5,500 tonnes.

The Group has applied to the relevant government authorities to increase the daily maximum wastewater treatment capacity in the Guangdong Huizhou Park from 10,000 tonnes to 15,000 tonnes per day. As at the date of this report, the local government authorities are still considering the Group's application.

RESULTS OF OPERATION

Revenue

The Group's business mainly involves the provision of factory premises and centralised wastewater treatment services to the tenants at the Guangdong Huizhou Park, the Tianjin Bingang Park, the Huazhong Park and the Qingshen Park. The Group's main business can be categorised into three business segments, namely, (1) rental and facilities usage; (2) wastewater treatment and utilities; and (3) sales of goods and ancillary business. For the Year, the Group's total revenue amounted to approximately RMB1,178.4 million, representing an increase of 7.5% over that in 2022, primarily due to the increase in revenue for each of the three business segments of the Group.

Revenue by segment	For the year ended 31 December										
	2023						2022				
	Guangdong Huizhou Park RMB'000	Tianjin Bingang Park RMB'000	Huazhong Park RMB'000	Qingshen Park RMB'000	Huadong Park RMB'000	Total RMB'000	Guangdong Huizhou Park RMB'000	Tianjin Bingang Park RMB'000	Huazhong Park RMB'000	Qingshen Park RMB'000	Total RMB'000
Rental and facilities usage											
Rental of factory premises	84,046	34,837	6,810	2,878	1,882	130,453	79,900	35,618	5,323	61	120,902
Property management fee	16,853	7,200	1,581	883	455	26,972	16,635	6,449	1,178	23	24,285
Environmental protection technical service fee	181,158	88,398	10,170	3,730	33	283,489	174,517	85,726	7,124	-	267,367
Sub-total	282,057	130,435	18,561	7,491	2,370	440,914	271,052	127,793	13,625	84	412,554
Wastewater treatment and utilities											
Wastewater treatment fee	178,901	49,907	8,939	1,358	118	239,223	178,754	51,091	2,980	-	232,825
Steam charge	72,218	39,892	4,799	797	39	117,745	80,116	39,545	1,667	-	121,328
Utility systems maintenance fee	55,663	27,782	2,464	367	46	86,322	52,689	25,497	980	3	79,169
Sub-total	306,782	117,581	16,202	2,522	203	443,290	311,559	116,133	5,627	3	433,322
Sales of goods and ancillary business											
Sales of consumables	242,095	12,463	3,643	431	77	258,709	203,598	11,868	2,236	-	217,702
Other income	24,816	9,076	1,583	26	-	35,501	22,791	8,330	1,092	-	32,213
Sub-total	266,911	21,539	5,226	457	77	294,210	226,389	20,198	3,328	-	249,915
Total	855,750	269,555	39,989	10,470	2,650	1,178,414	809,000	264,124	22,580	87	1,095,791

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Revenue from rental and facilities usage service

Revenue from rental and facilities usage service includes rental of factory premises, environmental protection technical service fee and property management fee, such fees are charged on its tenants based on the gross floor area of their leased factory premises.

The revenue from rental and facilities usage services increased by approximately RMB28.3 million or 6.9% from approximately RMB412.6 million for the year ended 31 December 2022 to approximately RMB440.9 million for the Year. The increase was primarily attributable to the increase in average daily leased area.

Revenue from wastewater treatment and utilities

Income from this business segment comprises of wastewater treatment fee, steam charge and utility systems maintenance fee, which are chargeable on our tenants based on the actual volume of fresh water, steam and utility consumed, respectively.

(i) Wastewater treatment fee

Wastewater treatment fee increased by approximately RMB6.4 million or 2.7% from approximately RMB232.8 million for the year ended 31 December 2022 to approximately RMB239.2 million for the Year. The increase was primarily attributable to the combined effects of the increase in volume of fresh water used due to the increase in leased areas for the Year.

(ii) Steam charge

Steam charge decreased by approximately RMB3.6 million or 3.0% from approximately RMB121.3 million for the year ended 31 December 2022 to approximately RMB117.7 million for the Year. The decrease was primarily attributable to the decrease in steam charge per unit resulting from the decrease in natural gas price of Guangdong Huizhou Park during the Year.

(iii) Utility systems maintenance fee

The Group charges its tenants for using its electricity and water supply systems, based on their consumption volume of those utilities. During the Year, over 99% of the utility systems maintenance fee was derived from utilisation of the electricity system.

The utility systems maintenance fee increased by approximately RMB7.1 million or 9.0% from approximately RMB79.2 million for the year ended 31 December 2022 to approximately RMB86.3 million for the Year. The increase was primarily attributable to the combined effects of the increase in volume of electricity consumed and water used due to the increase in leased areas during the Year.

Revenue from sales of goods and ancillary business

Sales of goods and ancillary business is mainly comprised of sales of consumables which accounted for 87.9% (2022: 87.1%) of this business segment.

Sales of consumables increased by approximately RMB41.0 million from approximately RMB217.7 million for the year ended 31 December 2022 to approximately RMB258.7 million for the Year. The increase was primarily attributable to the combined effects of (i) the increase in demand of tenants; and (ii) the increase in unit selling price of the raw materials during the Year.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Operating costs

The Group's operating costs primarily consist of depreciation and amortisation, cost of inventories, staff costs, utility costs and other expenses.

Operating costs increased by approximately RMB79.0 million or 9.2% from approximately RMB862.0 million for the year ended 31 December 2022 to approximately RMB941.0 million for the Year.

Depreciation and amortisation

The Group's depreciation and amortisation increased by approximately RMB45.1 million or 20.6% from approximately RMB219.2 million for the year ended 31 December 2022 to approximately RMB264.3 million for the Year. The increase was attributable to the newly acquired and operated investment properties and property, plant and equipment for the Year.

Cost of inventories

Cost of inventories mainly consisted of materials for wastewater treatment and natural gas for production of steams and consumables for sale to the tenants. Cost of inventories increased by approximately RMB20.6 million or 6.0% from approximately RMB342.2 million for the year ended 31 December 2022 to approximately RMB362.8 million for the Year, primarily attributable to the combined effects of (i) the increased costs by selling more goods to tenants; (ii) the increase in materials used for wastewater treatment due to the upgraded water quality standards in Tianjin Bingang Park; and (iii) the decrease in unit cost of materials for waste water treatment and natural gas for production of steam.

Staff costs

Staff costs is comprised of staff's salaries, bonus and other benefits as well as Directors' remuneration which amounted to approximately RMB139.6 million for the Year, representing an increase of 4.7% as compared with approximately RMB133.4 million for the year ended 31 December 2022. The increase in the Group's staff costs was mainly attributable to the increase in number of employees due to business development needs during the Year.

Utility costs

Utility costs mainly comprised of costs of electricity and water consumed throughout the Group's wastewater treatment processes, production of steam and for other activities such as lighting and gardening inside the Surface Treatment Recycling Eco-industrial Parks. Utility costs increased by approximately RMB5.0 million or 15.2%, from approximately RMB32.9 million for the year ended 31 December 2022 to approximately RMB37.9 million for the Year. The increase was mainly attributable to the combined effects of the increase in electricity and water consumption due to the increase in volume of wastewater treatment and the increase in unit electricity price during the Year.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Other expenses

Other expenses primarily consisted of professional service fees, waste treatment expenses, other taxes and surcharges, security charges, maintenance and consumables expenses, research and development expenses and others.

	For the year ended 31 December 2023 RMB'000	For the year ended 31 December 2022 RMB'000
Professional service fees	16,415	13,971
Waste treatment expenses	16,200	21,910
Other taxes and surcharges	37,950	30,868
Security charges	6,906	7,457
Maintenance and consumables expenses	13,003	17,002
Research and development expenses	13,918	10,907
Consultancy and services fee	4,137	5,712
Business entertainment fees	8,810	8,534
Cleaning expenses	4,334	4,260
Travelling expenses	4,268	2,957
Office and seminar expenses	3,725	2,540
Landscaping expenses	1,294	1,637
Advertising and promotion expenses	1,305	768
Insurance	1,084	655
Others	3,028	5,054
Total	136,377	134,232

Other expenses increased by approximately RMB2.2 million or 1.6% from approximately RMB134.2 million for the year ended 31 December 2022 to approximately RMB136.4 million for the Year, primarily attributable to (i) the increase in professional and consultancy service fee resulting from the development of Surface Treatment Recycling Eco-industrial Parks; (ii) the increase in expenditure on technology research and development; (iii) the increase in other taxes and surcharges as a result of the addition of revenue and investment properties and plants; and (iv) the decrease in waste treatment expenses resulting from the decrease in unit handling price.

Other revenue

Other revenue primarily consisted of (i) bank interest income, (ii) government grants and (iii) other income. Other revenue decreased by approximately RMB2.9 million or 11.9%, from approximately RMB24.4 million for the year ended 31 December 2022 to approximately RMB21.5 million for the Year. Such decrease was mainly due to the decrease in government grants and other income.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Profit from operations and operating profit margin

The Group's profit from operations increased by approximately RMB0.6 million or 0.2%, from approximately RMB253.7 million for the year ended 31 December 2022 to approximately RMB254.3 million for the Year. The operating profit margin decreased from 23.1% for the year ended 31 December 2022 to 21.6% for the Year. The decrease in profit from operations and operating profit margin mainly was attributable to the increase of depreciation and amortisation from the operation of Qingshen Park.

Finance costs

Finance costs primarily comprised of interest in bank loans and other borrowings. Finance cost increased by approximately RMB35.5 million or 35.0%, from approximately RMB101.5 million for the year ended 31 December 2022 to approximately RMB137.0 million for the Year which was attributable to the increase in the average balance of bank loans and other borrowings during the Year.

Profit before taxation

The Group's profit before taxation decreased by approximately RMB34.9 million from approximately RMB152.2 million for the year ended 31 December 2022 to approximately RMB117.3 million for the Year which was primarily attributable to the factors as described above in this section.

Income tax expense

Income tax expense decreased by approximately RMB8.3 million from approximately RMB43.5 million for the year ended 31 December 2022 to approximately RMB35.2 million for the Year, which was primarily attributable to (i) the decrease in the Group's taxable income during the Year; and (ii) the receipt of withholding tax refund on distribution of profit from the Group's Chinese Mainland subsidiary to its Hong Kong subsidiary during 2020 to 2023, as the Hong Kong subsidiary has obtained the Certificate of Resident Status of the Hong Kong Special Administrative Region and therefore has adopted the withholding tax rate at 5% for PRC withholding tax.

Profit attributable to the equity shareholders of the Company

Profit attributable to the equity shareholders of the Company decreased by approximately RMB20.0 million from approximately RMB111.2 million for the year ended 31 December 2022 to approximately RMB91.2 million for the Year, which was mainly attributable to the factors as described above in this section.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Net current liabilities and sufficiency of working capital

The table below sets out our current assets, current liabilities and net current liabilities as at 31 December 2023.

	31 December 2023 RMB'000	31 December 2022 RMB'000
Current assets	822,750	500,974
Current liabilities	1,760,055	1,355,963
Net current liabilities	(937,305)	(854,989)

As at 31 December 2023 and 31 December 2022, the net current liabilities of the Group amounted to approximately RMB937.3 million and RMB855.0 million, respectively. In light of the Group's current liquidity position, the unutilised banking facilities available to the Group and our projected cash inflows to be generated from operations, the Directors believe that the Group has adequate resources to meet the Group's present requirements and for the next 12 months.

Borrowings and gearing ratio

During the Year, the Group's cash and cash equivalents was mainly used in the development of plants and wastewater treatment facilities of the Guangdong Huizhou Park, Huazhong Park, Qingshen Park and Huadong Park. The Group financed its funding requirements mainly through a combination of cash generated from operating activities and borrowings. As at 31 December 2023, the total interest-bearing borrowings amounted to RMB2,750.7 million were due for repayment as follows:

	As at 31 December	
	2023 RMB'000	2022 RMB'000
Within 1 year or on demand	938,923	685,585
After 1 year but within 2 years	356,004	461,885
After 2 years but within 5 years	1,026,750	731,115
After 5 years	429,003	354,656
Total	2,750,680	2,233,241

As at 31 December 2023, the Group's gearing ratio is approximately 221.4% (31 December 2022: 163.6%). The ratio is calculated based on the total debts (including all borrowings) as of the respective dates divided by the total equity as of the respective dates and multiplied by 100%.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Capital Management and Treasury Policies

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and benefits for other stakeholders of the Company, by pricing products and services 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 on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank loans and other borrowings and lease liabilities) less cash and cash equivalents and restricted deposits with banks.

The Group's adjusted net debt-to-equity ratio as at 31 December 2023 was as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Current liabilities:		
Bank loans and other borrowings	938,923	685,585
Lease liabilities	1,762	303
	940,685	685,888
Non-current liabilities:		
Bank loans and other borrowings	1,811,757	1,547,656
Lease liabilities	13,446	459
	2,765,888	2,234,003
Less: Cash and cash equivalents	(276,752)	(190,305)
Restricted deposits with banks	(49,907)	(48,449)
Adjusted net debt	2,439,229	1,995,249
Total equity	1,242,575	1,365,453
Adjusted net debt-to-equity ratio	1.96	1.46

Capital Expenditure

The Group funded its capital expenditure with cash generated from operating activities and bank loans. During the Year, the Group's capital expenditure amounted to approximately RMB592.1 million (for the year ended 31 December 2022: RMB927.1 million), mainly attributable to the expenditures on acquisition of investment property, property, plant and equipment, right-of-use assets and other intangible assets.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Pledged assets

As at 31 December 2023, certain property, plant and equipment and investment property with carrying value of approximately RMB854.4 million and RMB1,054.1 million, respectively (31 December 2022: approximately RMB687.5 million and RMB1,121.5 million, respectively), land-use rights with net book value of approximately RMB177.8 million (31 December 2022: approximately RMB342.5 million), deposits for other borrowings with carrying value of RMB8.6 million (31 December 2022: RMB3.6 million), and restricted deposits with banks with carrying value of RMB46.8 million (31 December 2022: RMB45.3 million) were pledged as security for the bank loans and other borrowings with carrying amount of approximately RMB2,749.5 million (31 December 2022: approximately RMB2,233.2 million).

Please refer to note 26(iii) of the Notes to the Financial Statements set out in this report for particulars of guarantees made by the connected persons of the Company in favour of the lenders for securing the Group's liabilities. Such guarantees are conducted on normal commercial terms or better and are not secured by the assets of the Group.

Contingent liabilities

The Group did not have any material contingent liabilities as at 31 December 2023.

Continuing connected transactions

On 20 August 2021, the Group entered into the lease contract, the environmental service contract and the wastewater treatment and utilities service contract (the "**Lease and Related Agreements**") with Tianjin Hongyue Environmental Technology Co., Ltd.* (天津洪躍環保科技有限公司) ("**Lessee**") which comprises of (1) the lease contract entered into between Tianjin Jinhua Waste Products Acquisition Co., Ltd.* (天津金華都廢品收購有限公司) ("**Tianjin Jinhua**"), a non-wholly owned subsidiary of the Company, as lessor, and the Lessee, as lessee, in relation to the leasing of a parcel of land situated at Tianjin Bingang High-tech Casting Industrial Zone, Jinghai District, Tianjin, the PRC (the "**Land**") for a term of 20 years to the Lessee; (2) the environmental service contract entered into between Tianjin Bingang Electroplating Enterprises Management Co., Ltd.* (天津濱港電鍍企業管理有限公司) ("**Tianjin Bingang**"), a subsidiary of the Company, and the Lessee in relation to the provision of certain environmental professional technical services to the Lessee in relation to the Land for a term of 5 years; and (3) the wastewater treatment and utilities service contract entered into between Tianjin Bingang and the Lessee in relation to the provision of wastewater treatment and utilities service to the Lessee in relation to the Land for a term of 5 years. The Lease and Related Agreements are related to the lease by the Group to the Lessee of the Land situated in the Tianjin Bingang Park, one of the Group's Surface Treatment Recycling Eco-industrial Parks.

As Mr. Zhang Lianghong is an executive Director and chairman of the Board and the controlling shareholder of the Company indirectly holding, as at the date of the Lease and Related Agreements, approximately 42.75% of the issued shares of the Company and the Lessee is a subsidiary of an associate of Mr. Zhang, the Lessee is therefore a connected person of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Accordingly, the transactions contemplated under the Lease and Related Agreements constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. For further details, please refer to the Company's announcement dated 20 August 2021.

During the Year, the aggregate amount received and receivable by the Group under such continuing connected transactions did not exceed the annual caps disclosed by the Company in the relevant announcement.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Significant investments, acquisitions and disposals and other material transactions

Acquisition of 38.72% equity interests in Tianjin Bingang

On 20 February 2023, Huizhou Kimou Industrial Investment Co., Ltd. (惠州金茂實業投資有限公司) (an indirect wholly owned subsidiary of the Company, "**Huizhou Kimou**"), Tianjin Wanheshun Technology Group Co., Ltd. (天津萬和順科技集團有限公司) ("**Tianjin Wanheshun**") and Tianjin Bingang entered into the equity transfer agreement, pursuant to which Tianjin Wanheshun has agreed to sell and Huizhou Kimou has agreed to purchase 38.72% of the equity interests in Tianjin Bingang (held by the Tianjin Wanheshun) at a total consideration of approximately RMB193.6 million (the "**Acquisition**"). The Consideration will be funded by the internal resources of the Group and/or bank loans. Upon completion of the Acquisition, Tianjin Bingang will be owned as to 89.72% and 10.28% by Huizhou Kimou and Tianjin Wanheshun, respectively, and Tianjin Bingang will remain as a subsidiary of the Company.

As a long-term strategy, the Group intended to keep steady expansion of business based on continuous analysis of the potential market in different regions of the PRC to seize further business opportunities and increase the returns to the Shareholders. The Company is optimistic about the future development and market demand of Tianjin Bingang Park. The Acquisition would strengthen the Company's control in the Tianjin Bingang and enable it to continue the expansion of its business in Tianjin Bingang Park.

As one or more of the applicable percentage ratios in respect of the Acquisition under Chapter 14 of the Listing Rules are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company.

In addition, as at 20 February 2023, Tianjin Bingang is a subsidiary of the Company in which the Company indirectly held 51% equity interests and Tianjin Wanheshun holds 49% equity interests. Tianjin Wanheshun is therefore a substantial shareholder of the Tianjin Bingang. Therefore, pursuant to Rule 14A.07(1) of the Listing Rules, the Tianjin Wanheshun was a connected person of the Company at the subsidiary level, and the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Nevertheless, pursuant to Rule 14A.101 of the Listing Rules, as (i) Tianjin Wanheshun was a connected person of the Company at the subsidiary level; (ii) the Board has approved the Acquisition on 20 February 2023; and (iii) the Directors (including the independent non-executive Directors) were of the view and confirmed that (a) the Acquisition, the terms of the relevant equity transfer agreement and the transactions contemplated thereunder were fair and reasonable, and (b) the Acquisition was on normal commercial terms and in the interests of the Company and its Shareholders as a whole, the Acquisition was therefore subject to the reporting and announcement requirements but was exempt from the circular, independent financial advice and Shareholders' approval requirements under the Listing Rules. For further details, please refer to the announcement of the Company dated 20 February 2023.

Lease agreement and renovation agreement

On 24 April 2023, Tianjin Bingang and Tianjin Jinshang Real Estate Development Company Limited (天津金尚房地產開發有限公司) ("**Tianjin Jinshang**") entered into the lease agreement, pursuant to which, Tianjin Bingang agreed to lease Premises A and Tianjin Jinshang agreed to grant the right of use of Premises A (definition refer to the announcement dated 24 April 2023 of the Company) to Tianjin Bingang for a fixed term of eight calendar years commencing from 24 April 2023 to 23 April 2031 and the total rent payable by Tianjin Bingang over the term will be RMB22,272,000. In addition, Tianjin Bingang entered into the renovation agreement with Tianjin Jinshang, pursuant to which, Tianjin Bingang agreed to engage Tianjin Jinshang to provide and Tianjin Jinshang agreed to undertake the renovation works for Premises B (definition refer to the announcement dated 24 April 2023 of the Company), and the supply and installation of home appliances and furniture for Premises A, at a total consideration of RMB25,790,000. The Consideration will be funded by the internal resources of the Group and/or bank loans.

Tianjin Bingang Park is one of the Group's Surface Treatment Recycling Eco-industrial Parks located in Tianjin, the PRC. The lease and renovation of Premises A which is situated near our Tianjin Bingang Park, would provide additional residential areas as staff quarters and to be subleased to other tenants to meet the accommodation needs and for the safety management of Tianjin Bingang Park which is located in a remote area of Tianjin. With better living facilities, Tianjin Bingang Park would be much more convenient for retaining its existing tenants and attracting potential tenants which in turn would increase the occupancy rate and rental income of Tianjin Bingang Park to facilitate its future growth and development.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATION *(Continued)*

Significant investments, acquisitions and disposals and other material transactions *(Continued)*

Lease agreement and renovation agreement *(Continued)*

In accordance with HKFRS 16 “Leases”, the Group recognised the value of the right-of-use assets and related lease liability in its consolidated statements of the financial position in connection with the lease of Premises A under the lease agreement. Accordingly, the entering into of the lease agreement and the transactions contemplated thereunder were regarded as acquisitions of assets by the Group under Chapter 14A of the Listing Rules.

As Tianjin Jinshang was owned as to 80% by Mr. Zhang Lianghong (an executive Director, chairman of the Board and the controlling shareholder of the Company) as at the 24 April 2023, hence Tianjin Jinshang was a connected person of the Company under Chapter 14A of the Listing Rules. As at 24 April 2023, Tianjin Bingang is an indirect non-wholly owned subsidiary of the Company. Accordingly, the transactions contemplated under the each of the lease agreement and the renovation agreement respectively constituted a one-off connected transaction for the Company under Chapter 14A of the Listing Rules.

As both the lease agreement and the renovation agreement were entered into by Tianjin Bingang with the same party concerning the Premises A within a 12-month period, the Stock Exchange may aggregate the transactions contemplated under the lease agreement and the renovation agreement pursuant to the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the lease agreement and the renovation agreement in aggregate or on standalone basis exceeded 0.1% but is less than 5%, the transactions contemplated under the lease agreement and the renovation agreement were subject to the announcement, reporting and annual review requirements but exempt from circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 24 April 2023.

Save as disclosed above, there was no other significant investment, material acquisition and disposal of subsidiaries, associates and joint ventures and other material transactions during the Year.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2023, the Group had 901 full-time employees (2022: 885 full-time employees) responsible for management, operation, property management, procurement, testing, maintenance, customer services, research and development, finance and administrative matters. The staff costs (including the Directors’ remuneration) were approximately RMB139.6 million for the Year, which was an increase of approximately 4.7% as compared with approximately RMB133.4 million for the year ended 31 December 2022. The remuneration for the Directors and senior management members is based on their qualifications, work experience, job duties and position with the Group. The Group has implemented an annual review system to assess the performance of its employees, which forms the basis of the determinations on salary raises, discretionary bonuses and promotion.

The Group has also established various welfare plans including the provision of basic medical insurance, unemployment insurance and other relevant insurance to its employees pursuant to the PRC rules and regulations and the existing policy requirements of the local government. The Group has also made contributions to statutory mandatory provident fund scheme for its employees in Hong Kong.

The Group puts great emphasis on staff training. The Group arranges orientation programs for newly hired staff to familiarise them with the Company’s working environment and culture. The Group also regularly provides employees with on-the-job trainings so as to ensure their work performances will meet the Group’s strategic goals, operating standards, customer and regulatory requirements. The Company adopted a share option scheme on 18 June 2019 for the purpose of providing incentives and rewards to eligible directors and employees of the Group. During the Year and up to the date of this report, no share option under the share option scheme has been granted.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENTS

As at 31 December 2023, the Group's total capital expenditure which have been contracted for but not incurred were approximately RMB186.6 million (31 December 2022: RMB390.0 million) for the development of the ancillary facilities of Guangdong Huizhou Park and Huazhong Park and the development of factory premises and wastewater treatment facilities of the Tianjin Bingang Park, Qingshen Park and Huadong Park. These capital expenditures were mainly financed by internal resources and bank loans and other borrowings.

FOREIGN EXCHANGE RISK

Individual companies within the Group have limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. However, as the principal subsidiaries mainly carried out transactions in RMB, therefore any appreciation or depreciation of Hong Kong dollar against RMB will affect the Group's financial position and be reflected in the exchange reserve.

During the Year, the Group did not use any financial derivatives to hedge against any foreign exchange risks.

INTEREST RATE RISK

The Group's interest rate risk arises primarily from bank loans issued at variable rates that expose the Group to interest rate risk. The Group's management closely monitored the Group's loan portfolio in order to manage the Group's interest rate risk exposure.

CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents, restricted deposits with banks and deposits with a bank with original maturity over three months is limited because the counterparties are banks and financial institutions, for which the Group considers having low credit risk.

LIQUIDITY RISK

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Our Board comprises seven Directors, including four executive Directors and three independent non-executive Directors. The following table sets forth certain information relating to our Directors:

Name	Age	Position	Date of Appointment as Director
Mr. Zhang Lianghong	54	Executive Director and chairman of the Board	7 January 2019
Mr. Huang Qiyang	33	Executive Director and chief executive officer	1 January 2024
Mr. Lee Kin Ming	50	Executive Director	26 July 2022
Mr. Huang Shaobo	59	Executive Director	7 January 2019
Mr. Kan Chung Nin, Tony <i>SBS, JP</i>	73	Independent non-executive Director	18 June 2019
Mr. Li Xiaoyan	60	Independent non-executive Director	18 June 2019
Mr. Liu Da	49	Independent non-executive Director	1 March 2023

EXECUTIVE DIRECTORS

Mr. Zhang Lianghong (張梁洪), aged 54, is the founder, executive Director, chairman of the Board, chairman of the nomination committee and member of the remuneration committee of the Board. Mr. Zhang is responsible for the strategic planning, major business decisions and overall management of the Group.

Mr. Zhang has over 22 years of experience in property construction and operation of Surface Treatment Recycling Eco-industrial Parks in the PRC. In July 2001, Mr. Zhang established Boluo Jinchang Trading Company Limited* (博羅縣金昌貿易有限公司) (“**Boluo Jinchang**”), which engaged in the sale of building materials, hardware and chemicals and Huizhou Infrastructure Construction Company Longxi Branch* (惠州市建築基礎工程總公司龍溪工程處) (“**HICC-Longxi**”) in July 2005, which principally engaged in contracting of building constructions. Mr. Zhang has served as a general manager of Boluo Jinchang and HICC-Longxi since their respective inception. Since the incorporation of the Group’s principal operating entity, Huizhou Kimou Industrial Investment Co., Ltd. in June 2005, Mr. Zhang has been committing substantial time and efforts on the construction and operation of Surface Treatment Recycling Eco- industrial Parks. In November 2017, under the leadership of Mr. Zhang, Huizhou Kimou Industrial Investment Co., Ltd. entered into cooperation with the Jingzhou Economic-Technological Development Zone Administrative Committee in Hubei Province for the development of the Hubei Jingzhou Project.

Mr. Zhang obtained his high school diploma from Boluo County Longxi High School* (博羅縣龍溪中學) in July 1989. Mr. Zhang was awarded the Outstanding Entrepreneur of Guangdong Environmental Protection Industry* (廣東省環境保護產業優秀企業家) by the Guangdong Association of Environmental Protection Industry* (廣東省環境保護產業協會) in July 2016.

Mr. Zhang is a director of Flourish Investment International Limited, a substantial shareholder (within the meaning under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “**SFO**”)) of the Company.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS *(Continued)*

Mr. Huang Qiyang (黃啟洋), aged 33, is an executive Director and the chief executive officer of the Group. Mr. Zhu is primarily responsible for strategic planning and daily operational management of the Group.

Mr. Huang has previously worked as an engineer and later as the head of the Guangdong branch at China Academy of Industrial Internet, under the Ministry of Industry and Information Technology of the People's Republic of China ("MIIT"). He was responsible for the construction of the Guangdong branch of the National Industrial Internet BigData Center. He has been recognized with honors such as "Forbes 30 Under 30" and the Shenzhen Overseas High-level Talents. He has served as a member of the 12th Guangdong Provincial Youth Federation and the 9th Tianhe District Political Consultative Conference in Guangzhou. He has been engaged in research work in the field of industrial internet, energy conservation and environmental protection, and environmental sensing. He has participated in seven national projects under the MIIT and the Ministry of Science and Technology of the People's Republic of China, including the Industrial Internet Innovation Development Project and the Industrial Technology Basic Public Service Platform. He currently serves as the vice president of the Company and the general manager of Huizhou Kimou Industrial Investment Co., Ltd. (惠州金茂實業投資有限公司) (being an indirect wholly-owned subsidiary of the Company) and an external supervisor at Tsinghua University Shenzhen International Graduate School.

Mr. Huang obtained a bachelor's degree of science from the University of Illinois Urbana-Champaign in 2014, a master's degree of science from Yale University in 2015, and a joint doctoral degree of engineering from Tsinghua University and the University of California, Berkeley in 2019.

Mr. Huang is the son of Mr. Huang Shaobo, an executive Director.

Mr. Lee Kin Ming (李健明), aged 50, is an executive Director. Mr. Lee is responsible for the banking relationship and human resources planning of the Group.

Mr. Lee obtained a bachelor's degree in mathematics from Aberystwyth University in 1997. He worked at Wing Ka Shing Ltd.* (永嘉盛有限公司) as a sales manager from 1998 to 2002. He worked at Wing Ka Shing Ltd. as a director from 2002 to 2019. He has been working in Dongguan Jiesheng Investment Development Co., Ltd.* (東莞傑盛投資開發有限公司) as a director from 2019 to 2021. He has been working as a general manager in Yudu Mingsheng Knitting Co., Ltd.* (于都明盛針織有限公司) since 2021. Mr. Lee is related to Mr. Lee Yuk Kong, a beneficial owner of a substantial shareholder (within the meaning under the SFO) of the Company, as father and son.

Mr. Huang Shaobo (黃少波), aged 59, is an executive Director. Mr. Huang is responsible for corporate development of the Group.

Mr. Huang has over 30 years of experience in accounting, asset appraisal as well as mergers and acquisitions advisory. Prior to joining the Group, Mr. Huang held executive positions of several audit and asset appraisal firms in the PRC and as corporate advisors of the PRC or Hong Kong branch of several multinational companies from June 1993 to October 2015, responsible for managerial and corporate advisory. Since January 2001, Mr. Huang has been serving as independent certified asset appraiser of Dexin Asset Appraisal Firm* (惠州德信資產評估事務所), responsible for independent audit work and asset appraisals.

Mr. Huang received his diploma in management from Shanxi Fashion Institute of Technology* (陝西紡織服裝職業技術學院) (formerly known as Shanxi Textile Industry University* (陝西省紡織工業公司職工大學) in July 1986. In December 2001 and May 1997, Mr. Huang was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants and as certified appraiser by the Chinese Appraisal Society, respectively.

Mr. Huang is the father of Mr. Huang Qiyang, an executive Director.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kan Chung Nin, Tony (簡松年), *SBS, JP*, aged 73, is an independent non-executive Director, chairman of the remuneration committee, member of the audit committee and nomination committee of the Board. Mr. Kan was appointed as an independent non-executive Director on 18 June 2019. He is responsible for providing independent advice to the Board.

Mr. Kan has extensive experience in legal practice. Prior to joining the Group, Mr. Kan founded Tony Kan & Co., Solicitors & Notaries in March 1984 and became the senior consultant in April 2014. Mr. Kan has been practising as a solicitor in Hong Kong since March 1982.

Mr. Kan has been serving as independent non-executive directors of Man Wah Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1999) since May 2013 and Shenzhen Investment Holdings Bay Area Development Company Limited (formerly known as Hopewell Highway Infrastructure Limited), a company listed on the Main Board of the Stock Exchange (stock code: 0737) since April 2018, respectively. Mr. Kan served as non-executive director as well as chairman of the board of Midland IC&I Limited, a company listed on the Main Board of the Stock Exchange (now known as Legend Upstar Holdings Limited (駿聯控股有限公司), stock code: 459) from October 2016 to October 2019. Mr. Kan has served as independent non-executive director of Nameson Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1982) since January 2016. Mr. Kan has also served as vice chairman of the board of directors of DBG Technology Co., Ltd.* (惠州光弘科技股份有限公司), a company listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300735) since December 2017.

Mr. Kan received his bachelor in law degree from University of London in 1979 and Postgraduate Certificate in Laws from The University of Hong Kong in 1980.

Mr. Kan has been serving three consecutive terms as a committee member of the National Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議全國委員會).

Mr. Kan served as member of the election committee of the chief executive of Hong Kong from December 2011 to 2021, and is an ex-officio member of the election committee of Hong Kong Special Administrative Region from 2021 to 2023, the Justice of the Peace since July 2003 and council member of Hong Kong Sha Tin District Council from 1985 to 2011. Mr. Kan has also been serving as the founding chairman and later simultaneously as chief president of the Association of Hong Kong Professionals since 2015 and currently as standing vice chairman of the Federation of Hong Kong Guangdong Community Organisations.

Mr. Kan has been awarded the Silver Bauhinia Star by the government of Hong Kong.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

Mr. Li Xiaoyan (李曉岩), aged 60, is an independent non-executive Director and a member of the audit committee, the nomination committee and the remuneration committee of the Board. Mr. Li was appointed as an independent non-executive Director on 18 June 2019. He is responsible for providing independent advice to the Board.

Mr. Li has been serving as professor at the Department of Civil Engineering of the University of Hong Kong since July 2009 and the Tsinghua-Berkeley Shenzhen Institute since July 2018, respectively. Mr. Li is an expert in solid-liquid separation, membrane filtration and nanotechnology for advanced water and wastewater treatment and resource recovery from wastewater.

Mr. Li received his bachelor's and his master's degrees in Environmental Engineering from Tsinghua University in the PRC in June 1986 and June 1990, respectively, and subsequently obtained his Ph.D. degree from the University of Arizona in the United States in August 1996.

Mr. Li received the Outstanding Young Overseas Researcher Award from the National Natural Science Foundation of China* (國家自然科學基金委員會) in 2004, the First-Class Scientific Research Outstanding Achievement Award (Science & Technology) in 2012 and the Second-Class State Natural Science Award in 2014 from the Ministry of Education of the PRC* (中華人民共和國教育部).

Mr. Liu Da (劉達), aged 49, is an independent non-executive Director and chairman of the audit committee of the Board. Mr. Liu was appointed as independent non-executive Director on 1 March 2023. He is responsible for providing independent advice to our Board.

Mr. Liu served as an audit manager and a senior audit manager of PricewaterhouseCoopers ("**PwC**") Guangzhou Office from 1998 to 2009 and Chicago Office from 2005 to 2007. Mr. Liu provided audit and consulting services to a number of global top 500 enterprises and overseas listed Chinese companies during his tenure of office in PwC. Mr. Liu was appointed as an executive director and the chief financial officer of the Landsea Green Properties Co., Ltd.* (朗詩綠色地產有限公司), a company listed on the Main Board of the Stock Exchange (now known as Landsea Green Management Limited* (朗詩綠色管理有限公司), stock code: 106) from 31 July 2013 to 5 January 2015 and was appointed as an independent non-executive director of Long Ji Tai He Holding Limited* (隆基泰和控股有限公司), a company listed on the Main Board of the Stock Exchange (now known as Xinda Investment Holdings Limited* (鑫達投資控股有限公司), stock code: 1281) from 26 February 2015 to 16 October 2015.

Mr. Liu is currently serving as an independent non-executive director of Heng Fai Enterprises Limited* (恆輝企業控股有限公司), a company listed on the Main Board of the Stock Exchange (now known as Zensun Enterprises Limited* (正商實業有限公司), stock code: 185) since 27 July 2015, and an independent director of Guangdong Dongfang Precision Science & Technology Co., Ltd. (廣東東方精工科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002611) since 12 August 2022. Currently, Mr. Liu is the managing partner of Key Wealth Capital Company Limited* (愷華資本有限公司), providing capital market services and overseas mergers and acquisition services to Chinese enterprises.

Mr. Liu graduated from the University of International Business and Economics* (對外經濟貿易大學) with a major in international business administration and obtained a bachelor's degree in Economics. He is also a member of the Chinese Institute of Certified Public Accountants.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Zhang Lianghong (張梁洪), aged 54, is an executive Director and the chairman of the Board of the Company. His profile is set out in the paragraph headed “Executive Directors” above.

Mr. Huang Qiyang (黃啟洋), aged 33, is the executive Director and chief executive officer of the Group. His profile is set out in the paragraph headed “Executive Directors” above.

Mr. Lee Kin Ming (李健明), aged 50, is an executive Director. His profile is set out in the paragraph headed “Executive Directors” above.

Mr. Huang Shaobo (黃少波), aged 59, is an executive Director and financial controller of the Group. His profile is set out in the paragraph headed “Executive Directors” above.

Mr. Lai Liangquan (賴亮全), aged 47, joined the Group in April 2021, as the chief financial officer of the Group. Mr. Lai is responsible for the overall financial strategy, planning and financial management of the Company.

Mr. Lai has over 21 years of solid experience in finance, accounting, internal control, investment and merger and compliance. Before joining our Group, he held accounting and financial management positions at NVC International Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 2222), TCL Technology Group Corporation (a company listed on the Shenzhen Stock Exchange, stock code: 00100), CNOOC and Shell Petrochemical Company Limited and Dongguan Hucais Printing Company Limited. Mr. Lai has been serving as an independent non-executive director of China Health Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 673) since March 2019. Mr. Lai graduated from Xi’an Jiaotong University in the PRC with a bachelor’s degree in accounting in 2001, and is a member of The Chinese Institute of Certified Public Accountants and a member of China Certified Tax Agents Association.

REPORT OF THE DIRECTORS

The Board presents the annual report together with the audited consolidated financial statements (the “**Consolidated Financial Statements**”) of the Group for the Year.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company was incorporated in the Cayman Islands on 28 June 2018 as an exempted company with limited liability under the laws of the Cayman Islands. The Group principally operates its business through its indirect subsidiaries. Since the Group’s inception in 2004, it has engaged in the development and operation of Surface Treatment Recycling Eco-industrial Parks (formerly described as Electroplating Industrial Parks) and the provision of centralized wastewater treatment services in the PRC under three business segments, namely, (1) rental and facilities usage; (2) wastewater treatment and utilities; and (3) sales of goods and ancillary business. During the Year, there is no significant change for the Group’s principal activities. Details of principal activities of the major subsidiaries of the Company are set out in Note 16 of the Notes to the Financial Statements of this annual report.

A detailed review on the Group’s business performance and the material factors underlying its financial position during the Year, as well as the development and likely future prospects of the Group’s business are provided throughout this annual report and in particular under the following separate sections:

- (a) review of the Company’s business and financial position; and development and future prospects of the Company’s business are shown in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report;
- (b) details of key performance indicators are set out in the section headed “Management Discussion and Analysis” of this annual report; and
- (c) the principal risks and uncertainties facing the Company are set out in the paragraph headed “Risks and Uncertainties” of this report of the Directors.

RISKS AND UNCERTAINTIES

The Group’s businesses, financial condition, results of operations and growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to the Group’s businesses. The risk factors set out below are those that could result in the Group’s businesses, financial conditions, results of operations or growth prospects differing materially from expected or historical results. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

RISKS	MAJOR RELEVANT ALLEVIATING MEASURES
Business/Market risks	
The Group’s business is highly dependent on the performance of the electroplating industry in the PRC.	The Group reviews its competitive edges in view of the industry, market conditions and customer preferences through the industry seminars in a timely manner in order to formulate responsive marketing and development strategy.
The PRC electroplating industry is affected by many factors, including changes in the PRC’s political, economic and legal environment, and demand for electroplate products. Any market downturn would have a material adverse impact on the Group’s business, financial condition and, results of operations, and prospects.	

RISKS AND UNCERTAINTIES *(Continued)*

RISKS	MAJOR RELEVANT ALLEVIATING MEASURES
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Compliance Risks

The Group's operations are subject to the environmental protection, safety and health laws and regulations in the PRC. Any changes in legislative or regulatory requirements may necessitate to involve financial and other resources for substantial upgrades and improvements of the Group's wastewater treatment technologies and facilities.

The Group is able to obtain and update itself the latest environmental protection, safety and health laws and regulations by close monitoring of legal and regulatory pronouncements from the PRC government by its industry experts and in-house training for regulatory updates are conducted regularly to our employees.

A real time automated monitoring system and control measures for controlling the level of pollutants in the whole cycle of wastewater treatment process ensure the due compliance with relevant discharge standards.

Investment Risks

The establishment of a new Surface Treatment Recycling Eco-industrial Park is capital intensive. Failure to obtain sufficient of funds from our operations or banks may disrupt the project development plans which may materially and adversely affect the financial conditions and future prospects of the Group.

In order to finance the growth of the Group and its strategic expansions, the Group requires substantial funding resources and a strong capital base. The Group's finance department is responsible to manage its relationship with banks and other financial institutions and to closely monitor the Group's cash flow adequacy. The Group may consider other fund raising activities, such as share placements, the issuance of convertible bonds, etc. to strengthen the Group's capital base and bank/ other borrowings and trade facilities to improve its financial position if necessary.

The discussions referred to in the above form part of this Report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has complied with the relevant laws and regulations that have significant impact on the operations of the Group, and will pay close attention to any new changes in laws and regulations.

During the Year and up to the date of this Report of the Directors, the Board was not aware of any relevant legal and regulatory violations that have a significant impact on the business and operations of the Group.

Further discussion on the Group's compliance with laws and regulations will be disclosed in the environmental, social and governance report of the Company for the Year to be published together with the annual report of the Company.

REPORT OF THE DIRECTORS

RESULTS AND DIVIDEND

For the Year, the results of the Group are set out in the Consolidated Financial Statements on pages 68 to 75 of this annual report.

No interim dividend was declared or paid by the Board during the Year.

On 28 March 2024, the Board has resolved to recommend a final dividend of HK\$10 cents (equivalent to approximately RMB9.1 cents) per ordinary share for the year ended 31 December 2023 (the **“Proposed Final Dividend”**). The Proposed Final Dividend, once approved at the forthcoming annual general meeting, is expected to be paid to the eligible shareholders on or about 2 July 2024. Based on 1,109,176,000 shares in issue as at 31 December 2023, it is expected that the final dividend payable will amount to approximately HK\$110,917,600 (equivalent to approximately RMB100,514,000) (tax inclusive). The Proposed Final Dividend did not separately present as a liability in the equity component in the consolidated statement of financial position.

None of the shareholders of the Company has waived or agreed to waive any dividends.

ANNUAL GENERAL MEETING AND CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive and during which period no share transfer of the Company will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting of the Company (the **“AGM”**) to be held on Friday, 24 May 2024.

In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 20 May 2024.

In order to determine the entitlement of Shareholders to the Proposed Final Dividend, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive), during which no transfer of shares will be registered. All transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 3 June 2024.

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 relationship with its employees, providing professional and quality services to its customers and enhancing cooperation with its business partners, so that all parties can benefit, intensive, agglomerated and clustered development of Surface Treatment Recycling Eco-industrial Parks can be promoted, assisting the quality development of regional economies and high-standard environmental protection.

FINANCIAL SUMMARY

For the Year, a summary of the published results and of the assets and liabilities of the Group, together with the financial results and of the assets and liabilities for the five years ended 31 December 2023, is set out in the section headed **“Five Year Financial Summary”** of this annual report.

PROPERTY, PLANT AND EQUIPMENT

For the Year, details of movement in the Group's property, plant and equipment are set out in Note 11 of the Notes to the Financial Statements of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environment protection and is devoted to supporting environmental sustainability. It has not noted any material non-compliance with any relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group will continue to fulfill its mission of "protecting the environment and benefiting mankind", adhering to the concept of green, low-carbon and circular development. With the help of a broader capital market, we continue to construct parks at various sites, steadily implementing our strategic plan, and promoting high-quality economic development and protecting our environment, and playing a part in allowing mankind to live in harmony with nature in China.

Further details of the Group's policies and performance will be disclosed in the environmental, social and governance report of the Company for the Year to be published together with the annual report of the Company.

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group as at 31 December 2023 are set out in Note 26 of the Notes to the Financial Statements of this annual report.

SHARE CAPITAL

For the Year, details of movements in the share capital of the Company are set out in Note 30 of the Notes to the Financial Statements of this annual report.

RESERVES

For the Year, details of movements in the reserves of the Group and the Company are set out in the Consolidated Statement of Changes in Equity on pages 72 to 73 and in Note 30 of the Notes to the Financial Statements of this annual report, respectively.

DISTRIBUTABLE RESERVES

Pursuant to applicable statutory provisions of the Cayman Islands, the Company's reserves available for distribution to the shareholders of the Company as at 31 December 2023 amounted to approximately HK\$621,223,000 (equivalent to RMB537,091,000) (2022: HK\$622,511,000 (equivalent to RMB557,763,000)).

CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions amounting to RMB248,800.

REPORT OF THE DIRECTORS

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

During the Year, the Company repurchased a total of 3,386,000 shares of the Company on the Stock Exchange, with an aggregate consideration of HK\$3,460,000. The Company considered that such repurchase has led to an enhancement of the net asset value per Share and/or its earnings per Share, and that it was the best way of enhancing shareholder value and that it was in the best interest of the shareholders.

The details of the above-mentioned repurchase are as follows:

Date	Number of repurchased shares (share(s))	Highest price per share (HK\$)	Lowest price per share (HK\$)	Total Consideration (HK\$)
30 March 2023	310,000	0.98	0.95	297,140.00
31 March 2023	1,650,000	1.01	1.01	1,666,500.00
15 November 2023	746,000	1.05	0.98	782,360.00
16 November 2023	680,000	1.05	1.00	713,440.00

On 9 May 2023, the Company cancelled 3,838,000 shares of the Company repurchased.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

SUFFICIENCY OF PUBLIC FLOAT

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association ("**Articles of Association**"), or the laws of the Cayman Islands, which would oblige the Company to offer new shares of the Company on a pro-rata basis to its existing Shareholders.

DIRECTORS

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

Executive Directors

Mr. Zhang Lianghong (*Chairman*)
Mr. Zhu Heping (*Chief Executive Officer, resigned with effect from 1 January 2024*)
Mr. Huang Qiyang (*Chief Executive Officer, appointed with effect from 1 January 2024*)
Mr. Lee Kin Ming
Mr. Huang Shaobo

Independent Non-Executive Directors

Mr. Li Xiaoyan
Mr. Liu Da (*appointed with effect from 1 March 2023*)
Mr. Kan Chung Nin, Tony *SBS, JP*

In accordance with Article 16.2 and Article 16.18 of the Articles of Association, Mr. Huang Qiyang, Mr. Huang Shaobo and Mr. Kan Chung Nin will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

DIRECTORS' PROFILES

Details of the Directors' profiles are set out in the section headed "Profiles of Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

Each of the independent non-executive Directors has signed an appointment letter with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either of the Director or the Company. Under the respective appointment letters, each of the independent non-executive Directors is entitled to a fixed Director's fee.

The appointments of the Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors (including the Directors proposed for re-election at the AGM) have a service contract with members of the Group that cannot be terminated by the Group within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmations, the Company considers that all of the independent non-executive Directors are independent as they were free from any business or other relationship which could affect their ability to discharge their duties independently in accordance with Rule 3.13 of the Listing Rules.

REPORT OF THE DIRECTORS

CONTRACT WITH CONTROLLING SHAREHOLDERS AND THEIR PLEDGED SHARES

As at 31 December 2023, Flourish Investment International Limited held 44.47% of the Company's issued shares and was the controlling shareholder of the Company. During the Year, to the best knowledge of the Company, none of the controlling shareholders pledged their shares pursuant to Rule 13.17 of the Listing Rules.

Other than the continuing connected transactions disclosed in the section "Continuing Connected Transactions Exempted from Independent Shareholders' Approval" and those set out in Note 34(b) of the Notes to the Financial Statements on page 135 in this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries during the Year or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries was entered into during the Year or subsisted at the end of the year.

DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Other than the continuing connected transactions disclosed in the section "Continuing Connected Transactions Exempted from Independent Shareholders' Approval" and those set out in Note 8 and Note 34 of the Notes to the Financial Statements on pages 100 to 101 and on pages 135 to 136 in this annual report, during the Year or at any time of the Year, none of the Directors or entities related to the Directors has a material interest, directly or indirectly, in any transaction, arrangement or contract in which the Company or any of its subsidiaries is involved and which is of material significance to the business of the Group.

REMUNERATION POLICY

The Group's remuneration policy is to compensate our employees based on their performance, qualifications and our results of operations. The emoluments of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in Note 8 and Note 9 of the Notes to the Financial Statements on pages 100 to 102 in this annual report.

For the Year, no emoluments were paid by the Group to any Director or any of 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 had waived or agreed to waive any emoluments for the Year.

Except as disclosed above, no other payments had been made or were payable, for the Year, by our Group to or on behalf of any of the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the Year or at any time during the Year.

EQUITY-LINKED AGREEMENTS

During the Year, save for the Share Option Scheme (as defined below) of the Company, the Company did not enter into any equity-linked agreement.

MATERIAL LEGAL PROCEEDINGS

In 2021, an external third party (the "**Plaintiff**") launched a lawsuit against a subsidiary of the Company (the "**Defendant**") in respect of an alleged infringement of a trademark. The Plaintiff claimed for compensation for a total sum up to RMB10 million from the Defendant. On 16 August 2021, pursuant to an order of the court, a bank deposit of RMB3,140,000 was frozen. On 28 September 2022, the Beijing Haidian People's Court ordered that the Defendant should pay approximately RMB350,000 to the Plaintiff. The Plaintiff appealed against the judgment. On 30 October 2023, the Beijing Intellectual Property Court sustained the original judgment finally that the Defendant would be subject to compensation payment by RMB395,000. As at 31 December 2023, the compensation payment had been paid. The bank deposit of RMB3,140,000 was unfrozen in January 2024.

Save as disclosed above, the Group was not involved in any material legal proceedings during the Year.

LOAN AND GUARANTEE

During the Year, the Group had not made any loan, quasi-loans or provided any guarantee for loan, directly or indirectly, to the Directors, senior management of the Company, the controlling shareholders of the Company or their respective connected persons.

REPORT OF THE DIRECTORS

SHARE OPTION SCHEME

The Company adopted the share option scheme (the “**Share Option Scheme**”) on 18 June 2019. The purpose of the Share Option Scheme is to recognise and acknowledge the contributions that the Eligible Participants (as defined below) had or may have made to our Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

(a) Purpose

- (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of our Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of our Group.

(b) Eligible Participants

The eligible participants of the Share Option Scheme (the “**Eligible Participants**”) include:

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any directors (including independent non-executive directors) of our Company or any of its subsidiaries; and
- (iii) any advisers, consultants, agents, suppliers, customers, distributors and such other persons who in the sole opinion of the Board will contribute or have contributed to our Company and/or any of its subsidiaries.

(c) Maximum number of shares

The total number of Shares that may be issued upon exercise of all share options granted and to be granted must not in aggregate exceed 10% of the Shares in issue at the date of adoption of the Share Option Scheme (i.e. 112,000,000 Shares). Subject to the issue of a circular by our Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) refresh this 10% limit at any time to 10% of the issued share capital of the Company as at the date of the approval by the Shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board subject to the approval for refreshment of 10% limit as mentioned in (i) above.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the issued share capital of the Company from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of the Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with whether by way of consolidation, capitalisation issue, rights issue, sub-division or reduction of the share capital of the Company but in no event shall exceed the limit prescribed in this paragraph.

The outstanding number of share options available for grant under the Share Option Scheme at the beginning and at the end of the Year is 112,000,000 share options to subscribe for the Shares, representing 10.1% of the issued share capital of the Company.

The total number of shares that may be issued under the Share Option Scheme during the Year was nil as there was no option granted during the Year.

SHARE OPTION SCHEME *(Continued)***(d) Maximum entitlement of each Eligible Participant**

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of our Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by our Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), and/or other information required under the Listing Rules; and
- (ii) the approval of the Company's shareholders in general meeting with such Eligible Participant and his/her close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a core connected person) abstaining from voting.

(e) Acceptance of an offer of share options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date.

Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(f) Period which an option must be held before exercised

The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. In addition, a grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

REPORT OF THE DIRECTORS

SHARE OPTION SCHEME *(Continued)*

(g) Basis of determining the subscription price of the share option

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (i) the official closing price of our Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of our Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

(h) Life of the Share Option Scheme

Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period commencing on the Listing Date (i.e. 16 July 2019) and ending on 15 July 2029 (both dates inclusive), after which no further options shall be offered but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the Share Option Scheme. The remaining life of the Share Option Scheme is approximately five years.

Since its adoption, no share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme.

DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO"), which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules, were as follows:

Name of Director/Chief Executive	Capacity/Nature of interest	Number of Shares or underlying Shares held ⁽¹⁾	Approximate percentage of shareholding interest in the Company ⁽¹⁾
Mr. Zhang Lianghong ("Mr. Zhang")	Interest in a controlled corporation ⁽²⁾	493,270,000	44.47%
Mr. Huang Shaobo ("Mr. Huang")	Interest in a controlled corporation ⁽³⁾	27,530,000	2.48%

Notes:

- (1) All interests stated are long positions. The approximate percentage of shareholding interest in the Company was calculated based on the total number of 1,109,176,000 shares in issue as at 31 December 2023.
- (2) Such shares were registered in the name of Flourish Investment International Limited, a company wholly owned by Mr. Zhang. By virtue of Part XV of the SFO, Mr. Zhang is deemed to be interested in all the shares held by Flourish Investment International Limited.
- (3) Such shares were registered in the name of Dakson Assets Management Limited, a company wholly owned by Mr. Huang. By virtue of Part XV of the SFO, Mr. Huang is deemed to be interested in all the shares held by Dakson Assets Management Limited.

Save as disclosed above, as at 31 December 2023, none of the Directors and/or chief executive of the Company nor their associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which each of them has taken or deemed to have taken under the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year was the Company or its holding company (if applicable), subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or the chief executives of the Company or their associates to acquire benefits by means of acquisitions of shares in, or debentures of, the Company or any other body corporate.

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, to the best knowledge of the Directors, the table below listed out the persons (other than the Directors or chief executives of the Company), who had interests in the shares and underlying shares of the Company which would fall to be disclosed to the Company pursuant to provision of Division 2 and 3 of Part XV of the SFO, or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

Name of shareholder	Capacity/Nature of interest	Number of Shares or underlying Shares held ⁽¹⁾	Approximate percentage of shareholding interest in the Company ⁽¹⁾
Flourish Investment International Limited ⁽²⁾	Beneficial Owner	493,270,000	44.47%
Premier Investment Worldwide Company Limited ⁽³⁾	Beneficial Owner	251,920,000	22.71%

Notes:

- (1) All interests stated are long positions. The approximate percentage of shareholding interest in the Company was calculated based on the total number of 1,109,176,000 shares in issue as at 31 December 2023.
- (2) Flourish Investment International Limited is a company wholly owned by Mr. Zhang, an executive Director and the chairman of the Board. By virtue of Part XV of the SFO, Mr. Zhang is deemed to be interested in all the Shares held by Flourish Investment International Limited.
- (3) Premier Investment Worldwide Company Limited is a company wholly owned by Mr. Lee Yuk Kong, a former executive Director who resigned on 26 July 2022 and is the father of Mr. Lee Kin Ming, an executive Director. By virtue of Part XV of the SFO, Mr. Lee is deemed to be interested in all the Shares held by Premier Investment Worldwide Company Limited.

Save as disclosed above, as at 31 December 2023, the Directors and the senior management of the Company are not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during and at the end of the Year was the Company or any of its subsidiaries, holding companies, or any of the subsidiary undertakings (within the meaning of the Companies (Directors' Report) Regulation (Cap. 622D of the Laws of Hong Kong)) of the Company and such holding companies a party to any arrangements whose objects are, or one of whose objects is, to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, none of the Directors and chief executive of the Company (including their spouses and children under the age of 18) had any interests in or was granted any right to subscribe for the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights.

MAJOR SUPPLIERS AND CUSTOMERS

During the Year, the Group's five largest customers accounted for less than 30% of the Group's total revenue.

During the Year, the Group's largest supplier accounted for 16.2% of the Group's total purchase and the Group's five largest suppliers accounted for 49.9% of the Group's total purchase.

None of the Directors or any of their close associates (as defined under the Listing Rules) or any of the Company's shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to its shareholders by reason of their holding of the Company's securities.

HUMAN RESOURCES

As at 31 December 2023, the Group had 901 full-time employees in the PRC and in Hong Kong responsible for management, operation, property management, procurement, testing, maintenance, customer services, research and development, finance and administrative matters.

The Group has entered into employment contracts with its employees to cover matters such as position, terms of employment, wages, employee benefits and liabilities for breaches and grounds for termination.

Remuneration of the Group's employees includes basic wages, allowance, bonuses and other employee benefits, and is determined with reference to their experience, qualifications, job duties and position with the Group. The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence. The Group provides regular training to its employees in order to improve their skills and knowledge.

The Group provide orientation programmes for new employees to familiarise them with our working environment and culture. The Group will also arrange on-the-job trainings for our employees which aim at developing their skills so as to meet our strategic goals, operating standards, customer requirements and regulatory requirements.

The Group adopted a share option scheme on 18 June 2019 for the purpose of providing incentives and rewards to eligible directors and employees of the Group.

REPORT OF THE DIRECTORS

RETIREMENT BENEFITS SCHEME

The Group's employees in Hong Kong have all participated in the Mandatory Provident Fund Scheme in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when they are contributed into the scheme. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions cannot be used to reduce the contributions payable by the Group.

The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of this retirement benefits scheme. Under this retirement benefits scheme, no forfeited contributions will be used by the employers to reduce the existing level of contributions.

Details of the pension obligations of the Company are set out in Note 6(b) of the Notes to the Financial Statements on pages 96 to 97 in this annual report.

CONTINUING CONNECTED TRANSACTIONS EXEMPTED FROM INDEPENDENT SHAREHOLDERS' APPROVAL

Lease and Related Agreements

On 20 August 2021, the Group entered into the lease and related agreements with Tianjin Hongyue, including:

- (1) Tianjin Jinhuaadu, a non-wholly-owned subsidiary of the Company and Tianjin Hongyue entered into a lease agreement in relation to the lease of a 33,000-square-meter parcel (the "**Land**") to Tianjin Hongyue for a term of 20 years. Under the lease agreement, Tianjin Jinhuaadu will grant the right of land use of the Land to Tianjin Hongyue during the term. Tianjin Hongyue shall, at its own cost, construct the factory buildings and supporting facilities and equipment on the Land, whereupon the real property rights of the buildings and real property constructed thereon shall belong to Tianjin Jinhuaadu, and Tianjin Hongyue shall have the right to use such buildings and real property during the term. Pursuant to the lease agreement, the rent for the right of use of the Land payable by Tianjin Hongyue commencing on 1 July 2022 are set out as follows:
 - (i) for the five years commencing on 1 July 2022 and ending on 30 June 2027 (both dates inclusive), the monthly rent shall be RMB163,677.50;
 - (ii) for the five years commencing on 1 July 2027 and ending on 30 June 2032 (both dates inclusive), the monthly rent shall be RMB180,045.25;
 - (iii) for the five years commencing on 1 July 2032 and ending on 30 June 2037 (both dates inclusive), the monthly rent shall be RMB198,049.78; and
 - (iv) for the four years one month and 19 days commencing on 1 July 2037 and ending on 19 August 2041 (both dates inclusive), the monthly rent shall be RMB218,018.43.

A monthly management fee of RMB65,471, which shall be payable by Tianjin Hongyue commencing on 20 August 2021 during the term.

CONTINUING CONNECTED TRANSACTIONS EXEMPTED FROM INDEPENDENT SHAREHOLDERS' APPROVAL *(Continued)*

Lease and Related Agreements *(Continued)*

- (2) Tianjin Bingang, a non-wholly-owned subsidiary of the Company and Tianjin Hongyue entered into an environmental service contract in relation to the provision of certain environmental professional technical services to Tianjin Hongyue for the Land for a period of 5 years. Pursuant to the environmental service agreement, Tianjin Bingang shall provide Tianjin Hongyue with professional environmental technical services in respect of the Land, including but not limited to:
- (a) research and development of relevant professional technologies for the operation and management of Tianjin Bingang Park;
 - (b) provision of standardised and process-oriented guiding services for the lessee's planning and layout, process design, environmental and safety management and public management of the Land;
 - (c) provision of services assisting the lessee in improving the safety and environmental awareness and daily management level of its management team; and
 - (d) provision of service platform for labour, finance, materials, and promoting exchanges and cooperation between the lessee and related units.

Under the environmental service agreement, the monthly service fee payable by Tianjin Hongyue for the period from 1 July 2022 to 19 August 2026 was RMB261,884.

- (3) Tianjin Bingang and Tianjin Hongyue entered into a wastewater treatment and utilities service contract in relation to the provision of wastewater treatment and public utilities services to Tianjin Hongyue for the Land for a term of 5 years. Pursuant to the wastewater treatment and utility service contracts, Tianjin Bingang shall provide wastewater treatment and utilities service to Tianjin Hongyue in relation to the Land such as (a) centralised wastewater treatment, recycling and discharge; (b) water, steam and electricity supply; and (c) utilities maintenance.

Under the wastewater treatment and utility services contract, Tianjin Hongyue is required to pay a monthly fee in the following manner:

- (i) wastewater treatment — for the provision of wastewater treatment services the fees are calculated based on (a) the type of the pollutant to be treated or recycled and (b) the volume of water used on the Land;
- (ii) supply of water, electricity and steam — for supply of water (including tap water, recycled water and purified water), electricity and steam, calculated based on the amount of water, electricity and steam consumed; and
- (iii) utility maintenance — for maintenance of the public facilities in the industrial park.

Under the wastewater treatment and utilities service contract, in the event of national macro policy adjustments or changes in national environmental protection requirements, expansion of environmental governance management service projects, increase in production and operation costs or increase in price index, Tianjin Bingang has the right to adjust the charging rates under the said contracts and Tianjin Hongyue shall accept and pay according to such adjusted charging rates.

REPORT OF THE DIRECTORS

CONTINUING CONNECTED TRANSACTIONS EXEMPTED FROM INDEPENDENT SHAREHOLDERS' APPROVAL *(Continued)*

Lease and Related Agreements *(Continued)*

The entering into of the lease contract to lease the Land, situated in Tianjin Bingang Park, will enable the Group to secure a tenant to lease a relative sizable space in the industrial park and provide steady rental income and increase the occupancy rate of the Tianjin Bingang Park. The management considered that for the lease under the lease contract, taking into account the size of the Land and that under the lease contract the lessee shall construct the factory buildings and supporting facilities and equipment on the Land at its own cost, it is reasonable for the lessee to secure a long period of the term of the lease so as to recover the related investment and construction costs.

It is a standard practice of the Group that at the same time of leasing to a tenant in its industrial parks, the Group would require the entering into of an agreement for the Group to provide environmental professional technical services to the tenant and an agreement requiring the tenant to use the wastewater treatment and utilities service provided by the Group in the industrial parks. As such, the Group considered that entering into of the aforesaid agreements together with the lease contract part and parcel of the lease of the Land offered to the lessee. For the term of the environmental service contract and the wastewater treatment and utilities service contract ("**Related Agreements**"), it is expected that after the expiry of the respective current term under each of the Related Agreements, the Group will enter into new agreements with the tenant to provide the environmental professional technical services and wastewater treatment and utilities services so long as the lessee is the tenant of the Land.

The Group considered that having a shorter terms of the Related Agreements than the lease of the Land can provide sufficient flexibility to cater for any unanticipated fluctuations of raw materials and energy costs in the future, which may at the same time require adjustments to the environmental professional technical services fee, the wastewater treatment and utilities service fees to be charged to the Lessee. The Company will comply with the relevant Listing Rules requirements in respect of the transactions contemplated under the abovementioned environment service agreement(s) and wastewater treatment and utilities service agreement(s) when such materialises.

Pursuant to Rule 14A.52 of the Listing Rules, the term of each agreement in respect of a continuing connected transaction shall not exceed three years unless, in exceptional circumstances, the nature of the transaction requires a longer contractual period. The Group has appointed an independent financial adviser (Gram Capital Limited) who has confirmed that the duration of the lease contract and the Related Agreements which is longer than three years is required and it is normal business practice for said agreements to be of such duration.

As Mr. Zhang Lianghong is an executive director of the Company and the controlling shareholder of the Company (indirectly holding approximately 42.75% of the issued shares of the Company as at the date of the lease contract and the Related Agreements), and Tianjin Hongyue is a subsidiary of an associate of Mr. Zhang, Tianjin Hongyue is a connected person of the Company as defined under the Listing Rules. Accordingly, the transactions between the Group and Tianjin Hongyue constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. These leases and related agreements were entered into in the ordinary course of business on normal commercial terms, and the prices charged by the Group were determined through arm's length negotiation between the Group and Tianjin Hongyue with reference to the prevailing pricing standards in the market. For details, please refer to the announcement of the Company dated 20 August 2021.

As disclosed in the Company's announcement dated 20 August 2021, the annual cap for the lease agreement for the Year is RMB2.75 million, the annual cap for the environmental service for the Year is RMB3.14 million and the annual cap for the waste water treatment and utilities service contract for the Year is RMB17.0 million. During the Year, the aggregate amounts received and receivable for the lease contract, the environmental service and wastewater treatment and utilities service contracts were RMB2.75 million, RMB3.14 million and RMB9.11 million, respectively, which did not exceed the annual caps.

CONTINUING CONNECTED TRANSACTIONS EXEMPTED FROM INDEPENDENT SHAREHOLDERS' APPROVAL *(Continued)*

Confirmation on Continuing Connected Transactions

Pursuant to rule 14A.55 of the Listing Rules, the above continuing connected transactions have been reviewed by the independent non-executive Directors, who confirmed that these continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to relevant agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to rule 14A.56 of the Listing Rules, the Company's auditor was engaged to report on the Group's the connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits and Reviews of Historical Financial Information " and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has issued a letter to the Board containing a conclusion that the continuing connected transactions disclosed by the Group above involve no non-compliance with Rule 14A.56 of Listing Rule. The auditor's letter has confirmed that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group where the transactions involve the provision of goods or services by the Group;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (iv) have exceeded their respective annual caps for the financial year ended 31 December 2023 set by the Company.

REPORT OF THE DIRECTORS

RELATED PARTY TRANSACTIONS

The Group entered into certain transactions with “related parties” as defined under the applicable accounting standards, the details of which are set out in Note 34 of the Notes to the Financial Statements on pages 135 to 136.

Save and except for the continuing connected transactions disclosed in the section “Continuing Connected Transactions Exempted from Independent Shareholders’ Approval” and the transaction disclosed above, all other related party transactions constituted a connected transaction or continuing connected transaction and they are fully exempt under Chapter 14A of the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The amounts of related party transactions disclosed in Note 34 of the Notes to the Financial Statements in this annual report are recognised in accordance with Hong Kong Accounting Standards (“**HKASs**”).

PERMITTED INDEMNITY PROVISION

In accordance with the Articles of Association, each Director is entitled to be indemnified out of the assets of the Company against all losses or legal liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted. The Company has arranged appropriate directors’ and officers’ liability coverage for the Directors and officers of the Company.

CORPORATE GOVERNANCE

During the Year, the Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of its shareholders as a whole. The Company has adopted and complied with the then prevailing Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules applicable during the Year as its own code to govern its corporate governance practices.

The Directors considers that, the Company has complied, to the extent applicable and permissible, with the code provisions as set out in the then prevailing CG Code during the Year except for the temporary failure to meet the requirements of Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules as set out below:

On 22 December 2022, due to the need to devote more time for other activities, Mr. Li Yinquan resigned as an independent non-executive Director. Upon the resignation of Mr. Li Yinquan, he also ceased to be the chairman of the Audit Committee. As a result, the Company temporarily failed to comply with the requirements as set out in Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules.

On 1 March 2023, Mr. Liu Da has been appointed as an independent non-executive Director and the chairman of the Audit Committee. Following the appointment of Mr. Liu, the Company is in compliance with the requirements of (i) Rule 3.10(1) of the Listing Rules that the Board must include at least three independent non-executive Directors; and (ii) the Audit Committee must comprise at least three members under Rule 3.21 of the Listing Rules, and at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules; and the Audit Committee must be chaired by an independent non-executive Director.

As always, the Directors will use their best endeavours to procure the Company to comply with the requirements under the CG Code and make disclosure of deviation from such code in accordance with the Listing Rules.

The Board will continue to review and monitor the practices of the Company with an aim to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the section headed “Corporate Governance Report” of this annual report.

CORPORATE GOVERNANCE *(Continued)*

Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and all of them have confirmed that they have complied with all relevant requirements as set out in the Model Code during the Year, the details are set out in the "Corporate Governance Report" on pages 44 to 62 of this annual report.

AUDITOR

During the previous three financial years to date, there has been no change in auditor. The Consolidated Financial Statements for the Year have been audited by KPMG, Certified Public Accountants. A resolution to re-appoint KPMG as our auditor will be submitted for shareholders' approval at forthcoming annual general meeting.

EVENTS AFTER THE REPORTING PERIOD

Since 1 January 2024, Mr. Zhu Heping has resigned and Mr. Huang Qiyang has been appointed as the Company's Executive Director and chief executive officer. For further details, please refer to the announcement of the Company dated 1 January 2024.

On 5 March 2024, Huizhou Jinzefeng Trading Co., Ltd.* ("**Huizhou Jinzefeng**", principally engaged in selling chemical materials and electronic products services), an indirect wholly-owned subsidiary of the Company, entered into the purchase agreement with Shenzhen Nanqi Technology Co., Ltd.* ("**Vendor**"), pursuant to which the Vendor agreed to sell and Huizhou Jinzefeng agreed to purchase refurbished mobile phones at a total consideration of RMB20,058,000. Huizhou Jinzefeng also entered into the sales agreement with Yifeng Trading (Guangdong) Co., Ltd.* ("**Purchaser**") on 5 March 2024, pursuant to which Huizhou Jinzefeng agreed to sell and the Purchaser agreed to purchase refurbished mobile phones at a total consideration of RMB20,178,000. For further details, please refer to the announcement of the Company dated 5 March 2023.

On 11 March 2024, the Group has successfully bid and won the public tender for the land use right of Taixing Land 3 located at Circular Economy Industrial Park, Taixing City, Jiangsu Province, the PRC, and signed the Confirmation Letter confirming the winning of the tender of the land use right of Taixing Land 3. The acquisition of the land use right of Taixing Land 3 together with the acquisitions of the land use right of Taixing Land 1 and Taixing Land 2 previously by the Group with Taixing City Natural Resources and Planning Bureau* (泰興市自然資源和規劃局) are to be used for the development of a surface treatment recycling eco-industrial park in Jiangsu Province for the expansion of the Group's principal business. Pursuant to Rules 14.22 and 14.23 of the Listing Rules, the acquisitions of land use rights of Taixing Land 1, Taixing Land 2 and Taixing Land 3 should be aggregated since they were all entered into by the Group with the same party, i.e. Taixing City Natural Resources and Planning Bureau, within 12 months and therefore constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. For further details, please refer to the announcement of the Company dated 11 March 2024.

Save as disclosed above, so far as the Group is aware after having made reasonable enquiries, there were no other significant events affecting the Group which have occurred since 31 December 2023 and up to the date of this annual report.

On behalf of the Board

Zhang Lianghong

Chairman

Hong Kong, 28 March 2024

CORPORATE GOVERNANCE REPORT

CORPORATE STRATEGY AND CULTURE

Kimou is committed to fulfilling its mission of “Protecting Environment for Human Welfare (保護環境·造福人類)” and its aim of “Creating Industry Benchmark and Building a Model for Water Control” (“創行業標桿·樹治水典範”), with a vision of “adhering to green development and promoting the harmonious coexistence of man and nature (堅持綠色發展·促進人與自然和諧共生)”. We are a large-scale Surface Treatment Recycling Eco-industrial Park operator in PRC with wastewater treatment as the core business, and have five large-scale Surface Treatment Recycling Eco-industrial Parks in Huizhou, Guangdong; Jinghai, Tianjin; Jingzhou, Hubei; Qingshen, Sichuan; and Taixing, Jiangsu respectively. With a business presence in southern, northern, central, western, eastern China, we endeavour to promote the agglomeration, intensification and clustering of surface treatment industry to foster the high-quality regional economic development and high-level environmental protection. In the future, Kimou will evolve and mature with a higher sense of duty and social responsibility, and higher standards and requirements, to build green and environmental Surface Treatment Recycling Eco-industrial Parks to contribute to ecological environment protection and green economic development.

Adhering to the people-oriented approach is Kimou’s traditional management culture, and talents are the important productivity of the Group. The Board and the management are committed to promoting a good corporate culture, matching the right talent to the right roles, making the best use of talents, and inspiring employees to be innovative and to have a sense of duty for the environmental eco-industrial parks. We emphasize and promote within the Group the philosophy of acting in a legal, ethical and responsible manner.

Corporate Governance Practices

The Company is committed to achieving and maintaining high standards of corporate governance by focusing on principles of integrity, accountability, transparency, independence, responsibility and fairness. The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders, enhance corporate value, set up business strategy and measures, and enhance its transparency and accountability. The Company has developed and implemented sound corporate governance policies and measures of which the Board is responsible for performing. The Board will continue to review and monitor the corporate governance of the Company, as well as various internal policies and procedures, including but not limited to those applicable to employees and Directors, with reference to the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the Listing Rules and other applicable legal and regulatory requirements so as to maintain a high standard of corporate governance of the Company.

During the Year, the Company has complied with the applicable code provisions of the CG Code, except for the temporary failure to meet the requirements of Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules as set out below:

On 22 December 2022, Mr. Li Yinquan resigned as an independent non-executive Director. Upon the resignation of Mr. Li Yinquan, he also ceased to be the chairman of the Audit Committee. As a result, the Company temporarily failed to comply with the requirements as set out in Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules.

On 1 March 2023, Mr. Liu Da has been appointed as an independent non-executive Director and the chairman of the Audit Committee. Following the appointment of Mr. Liu, the Company is in compliance with the requirements of (i) Rule 3.10(1) of the Listing Rules that the Board must include at least three independent non-executive Directors; and (ii) the Audit Committee must comprise at least three members under Rule 3.21 of the Listing Rules, and at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules; and the Audit Committee must be chaired by an independent non-executive Director.

As always, the Directors will use their best endeavours to procure the Company to comply with the requirements under the CG Code and make disclosure of deviation from such code in accordance with the Listing Rules.

COMPLIANCE WITH THE MODEL CODE BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its code of conduct regarding its Directors’ securities transactions. The Directors are reminded of their obligations under the Model Code on a regular basis. Following specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code during the Year.

The Company has also established written guidelines no less exacting than the Model Code for securities transactions by the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company (the “**Employees Written Guidelines**”). The Company is not aware of any incident of non-compliance of the Employees Written Guidelines by the relevant employees.

BOARD OF DIRECTORS

Function of the Board

The Board is responsible for leadership and the internal control of the Company and oversees the Group’s businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board has general powers for the management and conducting the Company’s business. The day-to-day operations and management are delegated by the Board to the management of the Group, which will implement the strategy and direction as determined by the Board.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

As of the date of this annual report, the Board consists of seven Directors, comprising four executive Directors and three independent non-executive Directors. In compliance with Code provision C.2.1, the roles of chairman and chief executive officer should be separated and are performed by Mr. Zhang Lianghong, Mr. Zhu Heping(resigned with effect from 1 January 2024) and Mr. Huang Qiyang (appointed with effect from 1 January 2024) respectively. The chairman is responsible for the effective operation of the Board, while the chief executive officer is responsible for the operation of the Group’s businesses. There is no relationship between the chairman and the chief executive officer. The duties of the chairman and chief executive officer are clearly separated, and are established by written terms.

The biographical details of the Directors are set out in the section headed “Profiles of Directors and Senior Management” of this annual report. Save as disclosed in the section headed “Profiles of Directors and Senior Management” of this annual report, there are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

Board Composition *(Continued)*

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

Executive Directors

Mr. Zhang Lianghong	Chairman of the Board, Chairman of the Nomination Committee and Member of the Remuneration Committee
Mr. Zhu Heping (resigned with effect from 1 January 2024)	Chief executive officer of the Company
Mr. Huang Qiyang (appointed with effect from 1 January 2024)	Chief executive officer of the Company
Mr. Lee Kin Ming	
Mr. Huang Shaobo	

Independent Non-executive Directors

Mr. Liu Da (appointed with effect from 1 March 2023)	Chairman of the Audit Committee
Mr. Kan Chung Nin, Tony <i>SBS, JP</i>	Chairman of the Remuneration Committee, Member of the Audit Committee and the Nomination Committee
Mr. Li Xiaoyan	Member of the Audit Committee, the Remuneration Committee and the Nomination Committee

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

On 22 December 2022, Mr. Li Yinquan resigned as an independent non-executive Director. Upon the resignation of Mr. Li Yinquan, he also ceased to be the chairman of the Audit Committee. As a result, the Company temporarily failed to comply with the requirements as set out in Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules.

On 1 March 2023, Mr. Liu Da has been appointed as an independent non-executive Director and the chairman of the Audit Committee. Following the appointment of Mr. Liu, the Company is in compliance with the requirements of (i) Rule 3.10(1) of the Listing Rules that the Board must include at least three independent non-executive Directors representing at least one-third of the Board; (ii) the Audit Committee must comprise at least three members under Rule 3.21 of the Listing Rules, and at least one of whom (Mr. Liu Da) is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules; and the Audit Committee must be chaired by an independent non-executive Director.

Save as disclosed above, at other times during the Year, the Board has complied with the requirements set out in Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules.

The Company has received an annual confirmation of independence from each of Mr. Kan Chung Nin, Tony *SBS, JP*, Mr. Liu Da and Mr. Li Xiaoyan, being all the independent non-executive Directors, pursuant to the factors set out in Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all independent non-executive Directors are independent.

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

All independent non-executive Directors are appointed for a term of three years and subject to retirement and rotation under the Articles of Association.

Appointment and Re-election of Directors

Non-executive directors of the Company have been appointed for a specific term, subject to re-election. All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The procedures and process of appointment, re-election and removal of directors are laid down in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors.

Each of the executive Directors has entered into a service contract with the Company for a term of three years with effect from their respective date of appointment subject to termination by not less than three months' written notice served by either the executive Directors or the Company.

Each of the independent non-executive Directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment subject to termination by not less than three months' written notice served by either the independent non-executive Directors or the Company. The above appointments are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after the appointment and shall then be eligible for re-election at that meeting.

According to Article 16.18 of the Articles of Association, 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, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Huang Shaobo, Mr. Kan Chung Nin and Mr. Huang Qiyang will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election at the AGM.

None of the Directors including those who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company that is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

CORPORATE GOVERNANCE REPORT

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS *(Continued)*

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the chief executive officer and the senior management. The delegated functions and work tasks are periodically reviewed.

Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

MECHANISM FOR THE BOARD TO OBTAIN INDEPENDENT VIEWS AND OPINIONS

The Company has established a mechanism to ensure independent views and inputs are available to the Board, and ensure the independence of the Board as a critical measure to improve the efficiency of the Board. The mechanism covers Directors' access to external professional advisers; and Directors' right to obtain additional information and documents from the management on matters to be discussed at Board meetings.

BOARD COMMITTEES

The Company has three principal Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively, the "**Board Committees**") to oversee particular aspects of the Company's affairs. Each of the Board committees operates under its own written terms of reference which states their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The Board committees should report to the Board for their decisions or recommendations made and they shall be provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Audit Committee

The Board established the Audit Committee with written terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules and the CG Code. Rule 3.21 of the Listing Rules requires the Audit Committee to comprise non-executive directors only and have a minimum of three members with independent non-executive directors in majority and at least one independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise.

As at the date of this annual report, the Audit Committee consists of three members, namely Mr. Liu Da, Mr. Kan Chung Nin, Tony *SBS, JP* and Mr. Li Xiaoyan, the independent non-executive Directors. Mr. Liu Da is the chairman of the Audit Committee, who has appropriate professional qualifications or accounting or related financial management expertise. None of them is a member of the former or existing auditors of the Company for the two years immediately preceding the date of their appointments. The terms of reference of the Audit Committee are published on the Company's website and the website of the Stock Exchange.

Under its terms of reference, the primary duties of the Audit Committee are to review and supervise, and provide an independent view of the effectiveness of, the financial reporting process and the risk management and internal control systems of the Group, oversee the audit process, review the financial information of the Company and maintain the relationship with the auditors of the Group and perform other duties and responsibilities as assigned by the Board.

Pursuant to Rule 3.21 of the Listing Rules, the Audit Committee must comprise at least three members. On 22 December 2022, Mr. Li Yinquan resigned as an independent non-executive Director. Upon the resignation of Mr. Li Yinquan, he also ceased to be the chairman of the Audit Committee. As a result, the Company temporarily failed to comply with the requirements as set out in Rule 3.21 of the Listing Rules. The Company had used its best endeavors to identify a suitable candidate for the replacement and on 1 March 2023, Mr. Liu Da has been appointed as an independent non-executive Director and the chairman of the Audit Committee. Following the appointment of Mr. Liu, the Company has re-complied with the requirement of Rule 3.21 of the Listing Rules on the composition and membership of the Audit Committee.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES *(Continued)*

Audit Committee *(Continued)*

During the Year, the Audit Committee held two meetings, and the attendance of each member is set out in the section headed “Board meetings and general meeting” below. In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during the Year. A summary of the work performed by the Audit Committee during the Year is listed below:

- reviewed the Group’s annual financial statements for the year ended 31 December 2022 and interim financial statements for the six months ended 30 June 2023 and the related result announcements, documents and other matters or issues raised by external auditor of the Company;
- reviewed the terms of engagement of external auditor of the Company;
- recommended to the Board, for the approval by the shareholders of the Company, of the re-appointment of the auditor of the Company;
- discussed and confirmed with the management the effectiveness of the Group’s financial reporting process, risk management and internal control systems;
- reviewed internal audit function and its effectiveness;
- reviewed the terms of reference of the Audit Committee; and
- engagement of non-audit services and relevant scope of works, connected transactions, continuing connected transactions and their annual caps and significant issues such as arrangements for employees to raise concerns about possible improprieties.

For the Year, the Audit Committee also met the external auditors twice.

Remuneration Committee

The Board established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules requires an issuer to establish a remuneration committee chaired by independent non-executive director and comprising a majority of independent non-executive directors. The Remuneration Committee consists of three members, in which there are two independent non-executive Directors, namely Mr. Kan Chung Nin, Tony *SBS, JP*, Mr. Li Xiaoyan and one executive Director, namely Mr. Zhang Lianghong. Mr. Kan Chung Nin, Tony *SBS, JP* is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are published on the Company’s website and the website of the Stock Exchange.

Under its terms of reference, the primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations to the Board, review the performance and the remuneration packages of individual executive Directors and senior management and to assess the performance of the Directors and approve the terms of the Directors’ service contracts, to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration. The Remuneration Committee is also responsible for reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

BOARD COMMITTEES *(Continued)***Remuneration Committee** *(Continued)*

The Remuneration Committee has adopted the approach under Code provision E.1.2(c)(ii) of the CG Code to make recommendations to the Board on remuneration packages of the Directors and the members of senior management. The remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and the general market conditions.

During the Year, the Remuneration Committee held three meetings and the attendance of each member is set out in the section headed “Board meetings and general meeting” below, to review the remuneration policy and structure of the Company, as well as the performance and remuneration packages of executive directors and senior management, review the service contracts of executive directors and other related matters, and provide advice to the Board in this regard. A summary of the work performed by the Remuneration Committee during the Year is listed below:

- reviewed the existing policy and structure for the remuneration of the Directors and senior management;
- recommended to the Board about the remuneration of Executive Directors and Independent Directors, and
- reviewed and recommended to the Board the proposal for salary adjustments for executive Directors and senior management of the Company.

Pursuant to Code Provision E.1.5 of the CG Code, details of the emoluments of the senior management by bands for the Year were as follows:

Emoluments Band	Number of Individuals
HK\$1,000,000 and below	4
HK\$1,000,001 to HK\$1,500,000	0
HK\$1,500,001 to HK\$2,000,000	1
	5

Pursuant to Appendix D2 to the Listing Rules, the emoluments of the employees who are Directors and who are amongst the five highest paid individuals are set out in Note 8 and Note 9 of the Notes to the Financial Statements.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES *(Continued)*

Nomination Committee

The Board established the Nomination Committee with written terms of reference in compliance with the CG Code, chaired by the chairman of the board or an independent non-executive Director and comprises a majority of independent non-executive Directors. The Nomination Committee consists of two independent non-executive Directors, being Mr. Kan Chung Nin, Tony *SBS, JP* and Mr. Li Xiaoyan, and one executive Director, being Mr. Zhang Lianghong, who is the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are published on the Company's website and the website of the Stock Exchange.

The Nomination Committee is responsible for reviewing and assessing the structure, size and composition of the Board and the independence of the independent non-executive Directors and making recommendations to the Board on appointment and removal of Directors. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board in accordance with the board diversity policy adopted by the Company. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a Director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

If a candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

When considering the appointment or reappointment of Directors, the Nomination Committee will consider various factors including the background, experience and qualification of the proposed candidates to ensure that the proposed candidates possess the requisite experience, characters and integrity to act as a Director, and other criteria with regard to the benefits of diversity, including but not limited to gender, age, cultural and educational background, or professional experience and taking into account the Group's business model and specific needs.

BOARD COMMITTEES *(Continued)*

Nomination Committee *(Continued)*

During the Year, the Nomination Committee held three meetings and the attendance of each member is set out in the section headed "Board meetings and general meeting" below. A summary of the work performed by the Nomination Committee during the Year is listed below:

- reviewed the Board's structure, size and composition;
- assessed the independence of the independent non-executive Directors;
- made recommendation to the Board on the re-election of retiring Directors at the 2023 AGM;
- made recommendation to the Board on appointing Independent non-executive Directors and Executive Directors; and
- reviewed the terms of reference of the Nomination Committee.

During the year, the Nomination Committee has reviewed the structure, number and composition of the Board and the independence of independent non-executive directors and has considered the qualifications of the retiring directors standing for election at the Annual General Meeting, and was of the opinion that the composition of the Board, taking into account the Group's business model and specific needs, met the requirements under the Board Diversity Policy. However, the board of directors currently consists of only male members, and the company will look for one suitable female member to join the Board as soon as possible. Pursuant to Rule 13.92 of the Listing Rules, the Company is required to appoint at least one female director by no later than 31 December 2024.

As of 31 December 2023, among the Group's 901 employees, 616 (68.4%) were male and 285 (31.6%) were female. The gender ratio is in line with the nature of the Group's business of large-scale Surface Treatment Recycling Eco-industrial parks focusing on wastewater treatment.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Company will appoint at least one female Director no later than 31 December 2024 in order to achieve gender diversity of the Board and in compliance with the requirements under Rule 13.92 of the Listing Rules.

The Nomination Committee reviews the Board Diversity Policy, as appropriate, to ensure its effectiveness.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES *(Continued)*

Board Diversity Policy *(Continued)*

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a director nomination policy (the “**Director Nomination Policy**”) which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
- Diversity in all 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;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee reviews the Director Nomination Policy, as appropriate, to ensure its effectiveness.

Corporate Governance Functions

The Board has delegated the responsibility for performing the functions set out in the code provision A.2.1 of the CG Code to the Audit Committee.

During the Year, the Audit Committee had reviewed the Company’s corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company’s policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employee Written Guidelines, and the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD MEETINGS AND GENERAL MEETING

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

Prior notices convening the Board meetings were despatched to the Directors setting out the matters to be discussed. At the meetings, the Directors were provided with the relevant documents to be discussed and approved. The company secretary of the Company was responsible for keeping minutes for the Board meetings.

The Board is regularly provided with brief reports containing balanced and comprehensive evaluation on the Group's performance, status and prospects to keep it abreast of the Group's affairs and facilitate the Directors' performance of their obligations under the relevant requirements of the Listing Rules.

In addition to regular Board meetings, during the Year, the chairman of the Board held one meeting with the independent non-executive Directors without the presence of other Directors.

During the Year, the Company held eight Board meetings in total. The attendance record of each Director at the Board and Board committee meetings and the general meeting of the Company held during the Year is set out in the table below:

Name of Director	Attendance/Number of Meetings Eligible to Attend				2023 AGM
	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	
<i>Executive Directors</i>					
Mr. Zhang Lianghong	8/8	N/A	3/3	3/3	1/1
Mr. Zhu Heping (resigned with effect from 1 January 2024)	8/8	N/A	N/A	N/A	1/1
Mr. Huang Qiyang (appointed with effect from 1 January 2024)	N/A	N/A	N/A	N/A	N/A
Mr. Lee Kin Ming	8/8	N/A	N/A	N/A	1/1
Mr. Huang Shaobo	8/8	N/A	N/A	N/A	1/1
<i>Independent non-executive Directors</i>					
Mr. Kan Chung Nin, <i>Tony SBS, JP</i>	8/8	2/2	3/3	3/3	1/1
Mr. Li Xiaoyan	8/8	2/2	3/3	3/3	1/1
Mr. Liu Da (appointed with effect from 1 March 2023)	8/8	2/2	N/A	N/A	1/1

During the Year, no Board or Committee meeting was attended by a Director's alternate.

CORPORATE GOVERNANCE REPORT

TRAINING AND CONTINUING DEVELOPMENT FOR DIRECTORS

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

It is the Company's policy that every newly appointed Director will receive formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. During the Year and up to the date of this annual report, the Company has appointed Mr. Liu Da as an independent non-executive Director and the chairman of the audit committee with effect from 1 March 2023, and Mr. Huang Qiyang as the executive Director and chief executive officer with effect from 1 January 2024. Mr. Zhu Heping resigned as the executive Director and chief executive officer with effect from 1 January 2024. Mr. Liu Da took relevant training provided by a firm of solicitors qualified to advise on Hong Kong law on 16 March 2023 in respect of the obligations as a director of a listed issuer. Mr. Huang Qiyang, following taking relevant legal advice provided by a firm of solicitors qualified to advise on Hong Kong law on 29 December 2023, confirmed his understanding of his obligations as a director of a listed issuer pursuant to Rule 3.09D of the Listing Rules (as amended and took effect from 31 December 2023).

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. Each Director is briefed and updated from time to time to ensure that he is fully aware of his roles, functions, duties and responsibilities under the Listing Rules and applicable legal and regulatory requirements and the governance policies of the Group.

All Directors, namely, Mr. Zhang Lianghong, Mr. Zhu Heping (resigned with effect from 1 January 2024), Mr. Lee Kin Ming, Mr. Huang Shaobo, Mr. Kan Chung Nin, Tony *SBS, JP*, Mr. Li Xiaoyan and Mr. Liu Da, had participated in continuous professional development with respect to directors' duties, relevant programmes and seminars or had perused reading materials and updated information in relation to business and industrial development. During the Year, the Company received professional development records from each Director relating to directors' responsibilities, regulatory requirements and continuity of business development.

COMPANY SECRETARY

The Company engaged an external professional company secretarial services provider, SWCS Corporate Services Group (Hong Kong) Limited ("**SWCS**"), to provide company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters.

Since 29 August 2022, Mr. Chung Ming Fai ("**Mr. Chung**"), a representative of SWCS, has been appointed as the company secretary ("**Company Secretary**") of the Company. Mr. Chung is a vice president of SWCS and has over 19 years of experience in corporate secretary, mergers and acquisitions, financial reporting and auditing. Mr. Chung is currently a fellow of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia, and by virtue of the aforesaid qualifications, Mr. Chung would be capable of discharging the functions of the Company Secretary.

Mr. Lai Liangquan, the Group's Chief Financial Officer, is the primary point of contact at the Company for the Company Secretary, and will collaborate and communicate with Mr. Chung on corporate governance, secretarial and administrative matters of the company. Further, whenever necessary, the contact person assigned will promptly deliver information regarding the performance, financial positions and other major development and affairs of the Group to Mr. Chung. Having in place a mechanism that enables Mr. Chung to get hold of the Group's development promptly without material delay and with his expertise and experience, the Board is confident that having Mr. Chung as the Company Secretary is beneficial to the Group's compliance with the relevant board procedures, applicable laws, rules and regulations.

According to the requirements of Rule 3.29 of the Listing Rules, Mr. Chung has taken not less than 15 hours of relevant professional training for the Year.

ACCOUNTABILITY AND AUDIT

Responsibilities in respect of the Consolidated Financial Statements

The Directors confirm that it is their responsibility to prepare the financial statement of the Group for the year ended 31 December 2023, and the management will provide information and explanation to the Board to enable it to make an informed assessment of the financial and other Board decisions.

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

The statement of the independent auditor of the Company about their reporting responsibilities and opinion on the Consolidated Financial Statements for the Year is set out in the section headed "Independent Auditor's Report" of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk management and internal control systems

The Board, with the assistance of the management, is the ultimate risk management decision-making body and makes risk management decisions on major risk matters. The management is responsible for managing the Group's risk matters, directing and coordinating the work of risk management functions and risk assessment framework in relation to its corresponding business activities.

The Board and the management have the responsibility for overseeing the effectiveness of the risk assessment framework and risk management functions. The management reports to the Audit Committee and the Board regarding the results of the risk management framework on an annual basis.

The Group has developed its internal management systems, which include but not limited to the following processes:

- The Board receives regular updates from the senior management and reviews the Group's business plan, financial results, investment strategies and business indicators to ensure that the business risks are identified and managed;
- The senior management supervises the Group's business performance on an on-going basis via regular meetings with respective departments and project teams, to identify potential risks and develop strategies to address the risk;
- The Group monitors a wide range of indicators, such as our key operational data, employee turnover rate, and responds promptly if any risk indicators arise; and
- The Group works with external legal, accounting and other professional advisers at various jurisdictions to ensure that it is in compliance with relevant legislation and regulations.

The risk management and internal control systems 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.

The Company has established an internal audit department to carry out its internal audit functions by assisting the Board to implement our Group's risk management and internal control systems and to assess whether the material controls are sufficient and adequate for the Group. The internal audit department regularly reports to the Audit Committee for its findings and recommendations for improvement on the internal control systems. The management will report to the Board as regards findings on the internal control weaknesses as reviewed and identified by the internal audit department and provide remedial action plan, if required, together with follow-up on status of remediation to the Board from time to time.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL*(Continued)*

Review of the effectiveness of the risk management and internal control systems

During the Year, the Board has conducted review of the risk management and internal control systems of the Group including but not limited to, (i) the changes in the nature and extent of significant risks and the Company's ability to respond to changes in its business and the external environment; (ii) the scope and quality of the Management's ongoing monitoring of risks and of the internal control systems; (iii) the extent and frequency of communication of monitoring results to the Board and Audit Committee to assess control of the Company and the effectiveness of risk management; (iv) significant control failings or weaknesses that have been identified; (v) the effectiveness of the Company's processes for financial reporting and Listing Rules compliance; and (vi) reviewing internal control review assessment conducted by the internal audit department for the Year.

Based on the review of the risk management and internal control systems and its own assessment, the Board considered that the risk management and internal control systems of the Group have been implemented effectively and are adequate.

In addition, the Board has reviewed and considered that the resources, staff qualifications and experience, training programs and budget of the Company's accounting, compliance, legal and financial reporting functions are adequate and effective during the Year.

Internal audit function

The Company has set up the internal audit department to regularly monitor and assess the internal risk and control system of each department in order to determine the risk which may affect the business and other aspects of the Group (including key operational and financial processes, regulatory compliance and information safety).

Inside information

The Group attaches utmost importance to the proper handling and dissemination of inside information. Internal policies have been put in place to ensure that inside information is adequately controlled. To ensure the confidentiality and the timely disclosure of inside information, all employees have been provided with learning materials and guidelines regarding the handling and dissemination of inside information. Our data system controls have been implemented to ensure the access to sensitive data is restricted to authorized personnel only.

The Group complies with the requirements of the SFO and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in the announcements or circulars of the Company are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

As for the surveillance and disclosure of the inside information, the Company has adopted the policy for the disclosure of inside information, with the aim to ensure that the internal personnel shall comply with the requirements for confidentiality and perform the responsibility for the disclosure of inside information. The policy has expressly set forth the identification of inside information and the decision-making tree for taking the required action. The employees and other relevant parties shall maintain strict confidentiality in respect of the inside information. In the event of disclosing the inside information, it shall be made on the fair, true and effective basis.

RISK MANAGEMENT AND INTERNAL CONTROL*(Continued)*

Whistleblowing Policy

All staff is considered to be an informal monitor. The Group relies on each of its employees, at all levels, to monitor the quality, ethics and professionalism of the Group's business operation and the Group's standards and to promote and support anti-corruption laws and regulations. The Group listens to employees' concerns, considers recommendations for improving the Group's practices and controls and announces timely communications on policy changes and other matters of the Group. In addition, the Company has established a whistleblowing policy, under which employees and those who come into contact with the Company are provided with ways to raise their concerns about possible improprieties in any matter relating to the Company without fear of reprisal or victimisation, and in a responsible and effective manner. Written complaints can be lodged directly to the Audit Committee. The Audit Committee will then convene a meeting to decide whether and/or how to carry out any necessary investigation and, depending upon the circumstances, consider to nominate investigating officer or set up a special committee to investigate the matter independently.

INSURANCE ON DIRECTOR'S AND OFFICER'S LIABILITIES

During the year and up to the date of this annual report, the Company has arranged liabilities insurance covering the indemnity of the directors and senior management of the Company.

DIVIDEND POLICY

The Company has adopted a dividend policy which allows the Company's shareholders to share the profits of the Company whilst retaining adequate reserves for the Group's future growth. The declaration and amount of dividends shall be determined at the sole discretion of the Board. Pursuant to the dividend policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

- (a) financial performance;
- (b) cash flow position;
- (c) business profile and strategy;
- (d) future operations and revenues;
- (e) capital requirements and expenditures plans;
- (f) the interests of shareholders;
- (g) any restrictions on the payment of dividends; and
- (h) any other factors that the Board deem appropriate.

CORPORATE GOVERNANCE REPORT

AUDITOR'S REMUNERATION

The remuneration paid and payable to the Company's external auditors of the Company (including KPMG and other PRC auditors) in respect of audit services for the Year amounted to RMB3,016,000, of which RMB2,780,000 is for HKFRSs audit services and non-audit services rendered by KPMG. Save as disclosed above, no other non-audit services were provided by the Company's external auditors during the Year.

For the Year, the remuneration paid and payable to the Company's auditor, KPMG, is set out below:

Services rendered	For the year ended 31 December 2023 RMB'000
Audit services — mainly related to annual audits	1,950
Non-audit services — mainly related to interim review	830
Total	2,780

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene an extraordinary general meeting

The following procedures for shareholders of the Company to convene an extraordinary general meeting (the "EGM") of the Company are prepared in accordance with Article 12.3 of the Articles of Association:

- (a) written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company;
- (b) written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company; or
- (c) if the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Such requisition shall be made in writing to the Board or the Company Secretary via email at the email address of the Company at llq@kimou.com.cn.

SHAREHOLDERS' RIGHTS *(Continued)*

Procedures and contact details for raising enquiries

- (a) Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong share registrar, details of which are set out in the section headed "Corporate Information" of this annual report.
- (b) Shareholders may raise any enquiry in respect of the Company in writing to the Company via email at the email address of the Company at llq@kimou.com.cn.
- (c) For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.
- (d) Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

Putting Forward Proposals at General Meetings

There are no provisions allowing shareholders to put forward new resolutions at the general meetings under the Cayman Islands Companies Act or the Articles of Association. However, shareholders who wish to put forward proposal at general meetings may convene an EGM following the procedures set out above.

Contact Details

Shareholders may send their requisitions, proposed resolutions for the general meeting or enquiries to the Board as mentioned above to the primary contact person of the Company as set out below:

Name: The Chairman of the Board of Directors of Kimou Environmental Holding Limited

Address: Unit E&F, 5/F, Hung Cheong Factory Building, 3 Kwong Cheung Street, Cheung Sha Wan, Kowloon, Hong Kong

Email: llq@kimou.com.cn

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CORPORATE GOVERNANCE REPORT

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the Year, there has been no change to the constitutional documents of the Company. The Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

INVESTOR RELATIONS AND SHAREHOLDERS' COMMUNICATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company has established a shareholder's communication policy, and endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings.

Information of the Company shall be communicated to the shareholders of the Company and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meeting and other meetings that maybe convened. The chairman of the Board as well as chairman of Audit Committee, Remuneration Committee and Nomination Committee or, in their absence, other members of the respective committees will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

Shareholders are encouraged to attend the annual general meeting of the Company. Notice of the annual general meeting and related papers shall be sent to shareholders in accordance with the requirements of the Articles of Association and the Listing Rules and such documents shall be also made available on the Company's website (www.kimou.com.cn) and the Hong Kong Stock Exchange's website (<https://www.hkexnews.hk>). In addition, the Company's website provides information such as e-mail address and telephone number for making inquiries to the Company in order to maintain effective communication with its shareholders and investors.

The Board conducted an annual review of the implementation and effectiveness of the Company's shareholder communication policy and concluded that the policy was effectively implemented during the Year.

INDEPENDENT AUDITOR'S REPORT



Independent auditor's report to the shareholders of Kimou Environmental Holding Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Kimou Environmental Holding Limited ("**the Company**") and its subsidiaries (together "**the Group**") set out on pages 68 to 138, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**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**") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTER *(Continued)*

Revenue recognition

Refer to note 3 to the consolidated financial statements and the accounting policies on pages 87 to 88.

The Key Audit Matter	How the matter was addressed in our audit
<p>The Group has the following principal sources of revenue:</p> <ul style="list-style-type: none">— Facilities usage and management service;— Wastewater treatment and utilities;— Sales of goods and ancillary business. <p>These sources of revenue have different trade terms and revenue recognition criteria. The Group handles individual transactions manually which increases the risk of errors that may be made in the recognition of revenue.</p> <p>We identified recognition of revenue as a key audit matter because revenue is a key performance measure for the Group and a key driver of the gross margin which increases the risk that revenue may be manipulated to meet targets and expectations and because the different trade terms and manual accounting treatments increase the risk of errors in the recognition of revenue.</p>	<p>Our audit procedures to assess the recognition of revenue included the following:</p> <ul style="list-style-type: none">• understanding and assessing the design, implementation and operating effectiveness of the key internal controls over the recognition of revenue;• evaluating the Group's revenue recognition accounting policies with reference to the requirements of the prevailing accounting standards;• obtaining the calculation sheets of the rental revenue, comparing rental revenue received and receivables with underlying tenancy information, including monthly rents and rental periods as set out the signed rental agreements for facilities usage, on a sample basis, and examining the calculations to assess whether rental revenue had been recorded in the appropriate accounting period;• reconciling revenue records as set out in the management accounts to wastewater treatment and utilities monthly fee notes, monthly wastewater and utilities meter reading records, service contracts, and bank statements on a sample basis to assess whether the related revenue has been recognised in the appropriate accounting period;• selecting a sample of transactions regarding the sales of goods during and after the end of the reporting period and matching the details with good delivery notes evidencing the date of delivering and acceptance of the goods to assess whether the related revenue had been recognised in the appropriate accounting period; and• obtaining confirmations directly from the Group's customers, on a sample basis, to confirm the transaction amounts during the reporting period and reconciling the amounts confirmed to the Group's accounting records and assessing the reasons for any differences with relevant supporting documents.

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

(Continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then 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.

INDEPENDENT AUDITOR'S REPORT

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

(Continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Kai Wa.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2023
(Expressed in Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Revenue	3	1,178,414	1,095,791
Other revenue	4	21,503	24,370
Depreciation and amortisation	6(c)	(264,263)	(219,213)
Cost of inventories	6(c)	(362,791)	(342,189)
Staff costs	6(b)	(139,622)	(133,404)
Utility costs	6(c)	(37,918)	(32,930)
Other expenses		(136,377)	(134,232)
Other net loss	5	(799)	(2,688)
Impairment losses on trade receivables	31(a)	(3,882)	(1,834)
Profit from operations		254,265	253,671
Finance costs	6(a)	(136,957)	(101,460)
Profit before taxation	6	117,308	152,211
Income tax	7	(35,216)	(43,506)
Profit for the year		82,092	108,705
Attributable to:			
Equity shareholders		91,167	111,235
Non-controlling interests		(9,075)	(2,530)
Profit for the year		82,092	108,705
Earnings per share (RMB)	10		
Basic and diluted		0.08	0.10

The notes on pages 76 to 138 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 30(b).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2023
(Expressed in Renminbi)

	2023 RMB'000	2022 RMB'000
Profit for the year	82,092	108,705
Other comprehensive income for the year		
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences on translation of financial statements of entities not using Renminbi ("RMB") as functional currency	(1,595)	55
Total comprehensive income for the year	80,497	108,760
Attributable to:		
Equity shareholders	89,572	111,290
Non-controlling interests	(9,075)	(2,530)
Total comprehensive income for the year	80,497	108,760

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Non-current assets			
Property, plant and equipment	11	1,976,986	1,571,451
Investment property	12	1,533,286	1,313,425
Construction in progress	13	109,522	536,293
Right-of-use assets	14	362,523	376,948
Intangible assets	15	4,483	2,366
Interests in associates	17	2,974	2,948
Other financial assets	18	3,914	4,511
Other receivables	20	69,682	15,671
Deferred tax assets	29	47,982	47,531
Total non-current assets		4,111,352	3,871,144
Current assets			
Inventories	19	29,254	23,560
Trade and other receivables	20	313,152	226,682
Non-current assets held for sale	21	153,685	11,978
Restricted deposits with banks	22	49,907	48,449
Cash and cash equivalents	23	276,752	190,305
Total current assets		822,750	500,974
Current liabilities			
Trade and other payables	24	793,076	638,557
Contract liabilities	25	8,583	12,820
Bank loans and other borrowings	26	938,923	685,585
Lease liabilities	27	1,762	303
Current taxation	29	17,711	18,698
Total current liabilities		1,760,055	1,355,963
Net current liabilities		(937,305)	(854,989)
Total assets less current liabilities		3,174,047	3,016,155
Non-current liabilities			
Bank loans and other borrowings	26	1,811,757	1,547,656
Lease liabilities	27	13,446	459
Deferred income	28	100,419	98,036
Deferred tax liabilities	29	5,850	4,551
Total non-current liabilities		1,931,472	1,650,702
Net assets		1,242,575	1,365,453

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in Renminbi)

	Note	2023 RMB'000	2022 RMB'000
CAPITAL AND RESERVES	30		
Share capital		97,412	97,751
Reserves		1,035,578	1,043,653
Total equity attributable to equity shareholders		1,132,990	1,141,404
Non-controlling interests		109,585	224,049
Total equity		1,242,575	1,365,453

Approved and authorised for issue by the board of directors on 28 March 2024.

Zhang Lianghong
Chairman

Huang Qiyang
Executive Director and Chief Executive Officer

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023
(Expressed in Renminbi)

Note	Attributable to equity shareholders									
	Share capital RMB'000 Note 30(c)	Share premium RMB'000 Note 30(d)	Capital reserve RMB'000 Note 30(d)	Shares repurchased	Statutory reserve RMB'000 Note 30(d)	Exchange reserve RMB'000 Note 30(d)	Retained profits RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
				for cancellation RMB'000 Note 30(c)(ii)						
Balance at 1 January 2023	97,751	589,491	19,809	(1,738)	105,574	4,814	325,703	1,141,404	224,049	1,365,453
Changes in equity for the year ended 31 December 2023	-	-	-	-	-	-	-	-	-	-
Profit/(loss) for the year	-	-	-	-	-	-	91,167	91,167	(9,075)	82,092
Other comprehensive income	-	-	-	-	-	(1,595)	-	(1,595)	-	(1,595)
Total comprehensive income	-	-	-	-	-	(1,595)	91,167	89,572	(9,075)	80,497
Dividends approved in respect of the previous year	30(b)	(49,289)	-	-	-	-	-	(49,289)	-	(49,289)
Purchase of own shares	30(c)(ii)	-	-	(3,067)	-	-	-	(3,067)	-	(3,067)
Cancellation of shares	30(c)(ii)	(339)	(3,111)	3,450	-	-	-	-	-	-
Acquisition of non-controlling interests	30(d)(v)	-	-	(19,809)	-	-	(25,821)	(45,630)	(142,616)	(188,246)
Contributions from non-controlling interest		-	-	-	-	-	-	-	37,227	37,227
Transfer to statutory reserve		-	-	-	59,072	-	(59,072)	-	-	-
Balance at 31 December 2023	97,412	537,091	-	(1,355)	164,646	3,219	331,977	1,132,990	109,585	1,242,575

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023
(Expressed in Renminbi)

	Attributable to equity shareholders									
	Share capital RMB'000 Note 30(c)	Share premium RMB'000 Note 30(d)	Capital reserve RMB'000 Note 30(d)	Shares repurchased for cancellation RMB'000 Note 30(c)(ii)	Statutory reserve RMB'000 Note 30(d)	Exchange reserve RMB'000 Note 30(d)	Retained profits RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2022	98,377	595,124	19,809	(104)	85,130	4,759	235,681	1,038,776	202,859	1,241,635
Changes in equity for the year ended 31 December 2022										
Profit/(loss) for the year	-	-	-	-	-	-	111,235	111,235	(2,530)	108,705
Other comprehensive income	-	-	-	-	-	55	-	55	-	55
Total comprehensive income	-	-	-	-	-	55	111,235	111,290	(2,530)	108,760
Purchase of own shares	-	-	-	(7,893)	-	-	-	(7,893)	-	(7,893)
Cancellation of shares	(626)	(5,633)	-	6,259	-	-	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	(769)	(769)	(1,481)	(2,250)
Contributions from non-controlling interest	-	-	-	-	-	-	-	-	25,201	25,201
Transfer to statutory reserve	-	-	-	-	20,444	-	(20,444)	-	-	-
Balance at 31 December 2022	97,751	589,491	19,809	(1,738)	105,574	4,814	325,703	1,141,404	224,049	1,365,453

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2023
(Expressed in Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Operating activities			
Cash generated from operations	23(b)	410,664	503,374
Income tax paid	29(a)	(40,800)	(47,419)
Dividend withholding tax paid	29(a)	(1,800)	–
Dividend withholding tax refund	7(b)	7,245	–
Net cash generated from operating activities		375,309	455,955
Investing activities			
Interest received		3,165	1,737
Payment for purchase of property, plant and equipment, investment property and lease prepayments		(638,578)	(784,949)
Payment for purchase of intangible assets		(3,004)	(254)
Proceeds from disposal of property, plant and equipment		705	1,448
Proceeds from disposal of investment properties		188,527	2,260
Payment for interest in associates		–	(3,000)
Payment for pledged deposits with banks		(1,458)	(45,309)
Advance to a third party		–	(58,000)
Repayment from a third party		–	58,000
Net cash used in investing activities		(450,643)	(828,067)
Financing activities			
Proceeds from bank loans and other borrowings	23(e)	1,522,129	1,307,389
Repayment of bank loans and other borrowings	23(e)	(1,002,515)	(734,222)
Interest paid	23(e)	(152,393)	(124,596)
Advance from related parties	23(e)	–	8,516
Repayment to related parties	23(e)	–	(10,766)
Payment for loan service fee		597	(2,220)
Payment of loan deposits		–	(48,874)
Proceeds from loan deposits		4,000	44,874
Payment for deposits of other borrowings		(5,000)	(3,550)
Payments for deferred consideration for acquisition of non-controlling interests	23(e)	(187,591)	–
Payments for consideration for acquisition of non-controlling interests		–	(2,250)
Capital injection from non-controlling interests		37,227	25,201
Lease payments	23(f)	(2,148)	(709)
Payment for purchase of own shares	30(c)	(3,067)	(7,893)
Dividends paid to equity shareholders of the Company	30(b)	(49,289)	–
Net cash generated from financing activities		161,950	450,900

The notes on pages 76 to 138 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2023
(Expressed in Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Net increase in cash and cash equivalents		86,616	78,788
Cash and cash equivalents at the beginning of the year		190,305	112,162
Effect of foreign exchange rate changes		(169)	(645)
Cash and cash equivalents at the end of the year	23	276,752	190,305

The notes on pages 76 to 138 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

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

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

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in associates.

At 31 December 2023, the Group’s current liabilities exceeded its current assets by RMB937,305,000 (2022: RMB854,989,000). The directors of the Company have confirmed that, based on future projection of the Group’s cash flows from operations and the anticipated ability of the Group to renew or rollover its banking facilities and other financing sources to finance its continuing operations and its planned and/or committed capital expenditure for the next twelve months from the end of the reporting period of this annual financial statement, the Group has adequate resources to continue to operate as a going concern throughout the next twelve months and that there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Group’s ability to continue as a going concern.

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 1(y)).

The measurement basis used in the preparation of the financial statements is the historical cost basis except that financial assets at fair value through profit or loss are stated at fair value as explained in note 1(f).

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Changes in accounting policies

The Group has applied the following new and amended HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- HKFRS 17, *Insurance contracts*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements* and IFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

None of these new and amended HKFRSs have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the financial statement. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests ("**NCI**") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over the financial and operating policies.

An interest in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("**OCI**") of those investees, until the date on which significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

(f) Investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries and associates are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("**FVPL**") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 31(e). These investments are subsequently accounted for as follows, depending on their classification.

Equity investments

An investment in equity securities is classified as FVPL unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(g) Investment property

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)). Depreciation is calculated to write off the costs of investment properties, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Buildings	20 years
Land-use rights	50 years

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

Any gain or loss on disposal of investment property is recognised in profit or loss. Rental income from investment properties is recognised in accordance with note 1(u)(i).

(h) Property, plant and equipment and construction in progress

Property, plant and equipment, which includes capitalised borrowing costs, are stated at cost less accumulated depreciation and any accumulated impairment losses (see note 1(k)(ii)).

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

No depreciation is provided in respect of the construction in progress.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

Buildings	20 years
Plant and machinery	3–20 years
Motor vehicles	5–10 years
Office equipment and others	3–10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses (see note 1(k)(ii)).

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

Electroplating wastewater treatment operation rights	5 years
Software	3–10 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(j) Leased assets

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability, and are charged to profit or loss as incurred.

The right-of-use assets recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use assets is subsequently stated at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or losses if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group has taken advantages of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(u)(i).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECL”s) on the financial assets measured at amortised cost (including cash and cash equivalents, restricted deposits with a bank, deposits with a bank with original maturity date over three months and trade and other receivables), which are held for the collection of contractual cash flows which represent solely payments of principal and interest.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- Lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments *(Continued)*

Significant increases in credit risk

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

The Group considers a financial asset to be in default when the debtor 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).

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments *(Continued)*

Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGU"s).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis.

An impairment loss is reversed only to the extent that the resulting 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.

(iii) Interim financial reporting and impairment

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

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(l) Inventories

Inventories are assets in the form of materials and consumables or supplies which are held for consumption in the rendering of services or for sale in the ordinary course of business.

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

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

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

(m) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(u)). A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised (see note 1(n)).

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(k)(i)).

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see note 1(k)(i)).

(p) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amount.

(q) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with note 1(x).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(r) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Contributions to defined contribution retirement plans

Pursuant to the relevant laws and regulations of the People's Republic of China (the "PRC"), the Group participates in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(iii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(s) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(s) Income tax *(Continued)*

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(t) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

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

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

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the provision of services, the sales of goods or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value-added tax ("VAT") and is after deduction of any trade discounts.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Revenue and other income *(Continued)*

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

(ii) Revenue from provision of facilities usage and management services, wastewater treatment and utilities and other related services is recognised when the services are rendered.

(iii) Sales of goods

Revenue is recognised when the customer takes possession of and accepts the goods in the contracts. Revenue excludes VAT and is after deduction of any trade discounts.

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method. The "effective interest rate" is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are recognised as deferred income and consequently are effectively recognised in profit or loss on a systematic basis over the useful life of the asset.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(v) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of foreign operations are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve.

(w) Research and development expenses

Research and development expenses comprise all expenses that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Research and development expenses are recognised as expenses in the period in which they are incurred.

(x) Borrowing costs

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

(y) Non-current assets held for sale

Non-current assets, or disposal group comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

1 MATERIAL ACCOUNTING POLICIES *(Continued)*

(z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

(aa) Segment reporting

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

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

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

Note 31 contains information about the assumptions and their risk factors relating to fair value of financial assets. Other key sources of estimation uncertainty and critical accounting judgements in the process of applying the Group's accounting policies are as follows:

Impairments of assets

In considering the impairment losses that may be required for certain property, plant and equipment, construction in progress, investment property, right-of-use assets and intangible assets, recoverable amount of these assets needs to be determined. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to items such as level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as revenue and operating costs.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are industrial park property development and management, electroplating wastewater treatment and sales of goods and ancillary business. Further details regarding the Group's principal activities are disclosed in note 3(b).

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major business lines is as follows:

	2023 RMB'000	2022 RMB'000
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major business lines		
— Facilities usage and management service	310,461	291,652
— Wastewater treatment and utilities	443,290	433,322
— Sales of goods and ancillary business	294,210	249,915
	1,047,961	974,889
Revenue from other sources		
Gross rentals from investment properties (note 12)	130,453	120,902
	1,178,414	1,095,791

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(iii), respectively.

The Group's customer base is diversified, and the Group did not have any customer with whom transactions have exceeded 10% of the Group's aggregate revenue for the year ended 31 December 2023 (2022: Nil).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

3 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting

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

- Rental and facilities usage: this segment conducts industrial park property development and management business.
- Wastewater treatment and utilities: this segment operates electroplating wastewater treatment plants and provides services of utilities.
- Sales of goods and ancillary business: this segment includes sales of materials and consumables and provision of other related environmental services to customers.

(i) Segment results, assets and liabilities

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

Revenue 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 or amortisation of assets attributable to those segments. However, other than reporting inter-segment rentals of properties and sales of raw materials, assistance provided by one segment to another, including sharing of assets, is not measured.

The Group's senior executive management is provided with segment information concerning segment revenue and profit. Segment assets and liabilities are not reported to the Group's senior executive management regularly.

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

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2023 and 2022 are set out below.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

For the year ended 31 December 2023	Rental and facilities usage RMB'000	Wastewater treatment and utilities RMB'000	Sales of goods and ancillary business RMB'000	Total RMB'000
Disaggregated by timing of revenue recognition				
Point in time	–	443,290	294,210	737,500
Over time	440,914	–	–	440,914
Revenue from external customers	440,914	443,290	294,210	1,178,414
Inter-segment revenue	36,063	703	68,246	105,012
Reportable segment revenue	476,977	443,993	362,456	1,283,426
Reportable segment profit (adjusted EBITDA)	401,422	114,883	28,502	544,807
Depreciation and amortisation for the year	(240,848)	(21,716)	(1,699)	(264,263)

For the year ended 31 December 2022	Rental and facilities usage RMB'000	Wastewater treatment and utilities RMB'000	Sales of goods and ancillary business RMB'000	Total RMB'000
Disaggregated by timing of revenue recognition				
Point in time	–	433,322	249,915	683,237
Over time	412,554	–	–	412,554
Revenue from external customers	412,554	433,322	249,915	1,095,791
Inter-segment revenue	18,837	–	26,810	45,647
Reportable segment revenue	431,391	433,322	276,725	1,141,438
Reportable segment profit (adjusted EBITDA)	397,824	88,552	14,752	501,128
Depreciation and amortisation for the year	(205,169)	(12,273)	(1,771)	(219,213)

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

3 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(ii) Reconciliations of reportable segment profit

	2023 RMB'000	2022 RMB'000
Reportable segment profit derived from the Group's external customers	544,807	501,128
Depreciation and amortisation	(264,263)	(219,213)
Finance costs	(136,957)	(101,460)
Interest income	3,158	2,474
Unallocated head office and corporate expenses	(29,437)	(30,718)
Consolidated profit before taxation	117,308	152,211

(iii) Geographic information

Substantially all of the Group's revenue and non-current assets are generated and located in the PRC.

(c) Revenue expected to be recognised in the future arising from contracts in existence at the reporting date

(i) Contracts with customers within the scope of HKFRS 15

As at 31 December 2023, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB1,016,216,000 (2022: RMB1,202,194,000). This amount represents revenue expected to be recognised in the future from contracts of property management, facilities usage and other services entered into by the customers with the Group. The Group will recognise the expected revenue in future when the services are rendered, which is mainly expected to occur over the next one to twenty-one years.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its service and sales contracts of raw materials such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under these contracts that had an original expected duration of one year or less.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

3 REVENUE AND SEGMENT REPORTING *(Continued)*

(c) Revenue expected to be recognised in the future arising from contracts in existence at the reporting date *(Continued)*

(ii) Operating leases

The Group leases out its investment property. The Group has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Note 12 sets out information about the operating leases of investment property.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

	2023 RMB'000	2022 RMB'000
Less than 1 year	126,502	124,426
1 to 2 years	121,313	116,622
2 to 3 years	107,667	110,541
3 to 4 years	40,985	95,382
4 to 5 years	21,175	25,403
More than 5 years	71,750	79,088
Total undiscounted lease payments	489,392	551,462

4 OTHER REVENUE

	2023 RMB'000	2022 RMB'000
Interest income	3,158	2,474
Government grants		
— Unconditional subsidies	5,140	5,949
— Conditional subsidies (note 28)	10,449	11,236
Others	2,756	4,711
	21,503	24,370

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

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

5 OTHER NET LOSS

	2023 RMB'000	2022 RMB'000
Loss arising from disposal of property, plant and equipment	(730)	(463)
Gain arising from disposal of investment property and non-current assets held for sale	1,171	–
Changes in fair value of other financial assets through profit or loss	(597)	(1,115)
Share of gain/(loss) of associates	26	(52)
Net foreign exchange loss	(769)	(1,629)
Others	100	571
	(799)	(2,688)

6 PROFIT BEFORE TAXATION

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

(a) Finance costs

	2023 RMB'000	2022 RMB'000
Interest on bank loans and other borrowings	149,067	125,199
Interest on lease liabilities (note 14)	759	48
Interest expense on deferred consideration payable (note 30(d)(v))	6,059	–
Less: interest expenses capitalised into properties and plant under development	(18,928)	(23,787)
	136,957	101,460

The borrowing costs have been capitalised at a rate of 4.87% to 6.20% per annum (2022: 5.70% to 6.55%).

(b) Staff costs (including directors' emoluments)

	2023 RMB'000	2022 RMB'000
Salaries, wages and other benefits	127,723	122,863
Retirement scheme contributions	11,899	10,541
	139,622	133,404

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

6 PROFIT BEFORE TAXATION *(Continued)*

(b) Staff costs (including directors' emoluments) *(Continued)*

The PRC entities participate in defined contribution retirement benefit schemes (the “**Schemes**”) organised by the PRC municipal and provincial government authorities, whereby the PRC entities are required to make contribution at the rates required by different local government authorities. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

According to the Hong Kong Mandatory Provident Fund Scheme (the “**MPF Scheme**”), except for exempted persons under the MPF Scheme, employers and their employees are each required to contribute 5% of the employee's relevant income to the MPF Scheme, and the relevant highest income (currently HKD30,000 per month or HKD1,000 per day) is used as the upper limit for calculating contributions.

The Group has no other material obligations for payments of pension benefits beyond the contributions above.

(c) Other items

	2023 RMB'000	2022 RMB'000
Depreciation and amortisation		
— Property, plant and equipment	168,230	147,121
— Investment property	85,985	61,940
— Right-of-use assets	9,161	9,543
— Intangible assets	887	609
	264,263	219,213
Cost of inventories (i)		
— Cost of inventory-sold	242,590	204,302
— Cost of inventory-consumption	120,201	137,887
	362,791	342,189
Auditors' remuneration		
— Audit related	2,186	2,151
— Non-audit related	830	1,249
	3,016	3,400
Utility costs	37,918	32,930
Research and development expenses	13,918	10,907

- (i) Cost of inventories mainly represented goods sold to customers and raw materials consumed during the provision of electroplating wastewater treatment services.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

	2023 RMB'000	2022 RMB'000
Current tax — PRC income tax		
Provision for the year (note 29(a))	39,813	40,959
Withholding tax on distribution of dividends for the year (note 29(a))	900	–
Refund of withholding tax on distribution of dividends in respect of prior years (note 7(b)(iii))	(6,345)	–
	34,368	40,959
Deferred tax		
Origination and reversal of temporary differences (note 29(b))	4,024	1,132
Effect on distribution of dividends for the year (note 29(b))	(900)	–
Effect on deferred tax balances at 1 January resulting from a change in tax rate (note 29(b))	(2,276)	1,415
	848	2,547
	35,216	43,506

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

	2023 RMB'000	2022 RMB'000
Profit before taxation	117,308	152,211
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned (i)	27,773	38,050
Effect of non-deductible expenses	3,095	3,360
Effect of preferential tax treatments on High and New Technology Enterprise (i)	(17,731)	(13,596)
Additional deduction for research and development expenses (ii)	(6,896)	(5,357)
Effect of unused tax losses not recognised	35,114	21,834
Effect on deferred tax balances at 1 January resulting from a change in tax rate (iii) (note 29(b))	(2,276)	1,415
Refund of withholding tax on distribution of dividends in respect of prior years (iii)	(6,345)	–
Effect of withholding on undistributed profits retained by PRC subsidiaries (note 29(b))	4,475	–
Others	(1,993)	(2,200)
Income tax expenses	35,216	43,506

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS *(Continued)*

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: *(Continued)*

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

No provision was made for Hong Kong Profits Tax as the Group did not earn income subject to Hong Kong Profits Tax for the year ended 31 December 2023 (2022: Nil).

Taxable income for the subsidiaries of the Company in the PRC is subject to PRC income tax rate of 25%, unless otherwise specified below:

Huizhou Jinmaoyuan Environmental Technology Co., Ltd. (“**Huizhou Jinmaoyuan**”), Tianjin Bingang Electroplating Enterprises Management Co., Ltd. (“**Tianjin Bingang**”) and Jinyuan (Jingzhou) Environmental Technology Co., Ltd. (“**Jingzhou Jinyuan**”) were qualified as “High and New Technology Enterprises” and entitled to the preferential income tax rate of 15% from 2021 to 2023, 2022 to 2024 and 2022 to 2024, respectively.

Huizhou Jinmaoyuan was engaged in the operation of environmental protection, energy and water conservation, related taxable income was qualified for income tax exemption for the year ended 31 December 2023 (2022: Nil).

- (ii) During the year ended 31 December 2023, Huizhou Jinmaoyuan, Tianjin Bingang, Jingzhou Jinyuan and Sichuan Jinmaoyuan Environmental Technology Co., Ltd. (“**Sichuan Jinmaoyuan**”) were eligible to claim additional deduction on research and development expenses when determined the assessable profits. Accordingly, the income tax was reduced by RMB6,896,000 in total for the year ended 31 December 2023 (2022: RMB5,357,000).
- (iii) Pursuant to the relevant law in the PRC, from 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by tax treaty) on various types of passive income such as dividends derived from sources within the PRC. Pursuant to the Sino-Hong Kong Double Tax Arrangement and the related regulations, a qualified Hong Kong tax resident will be liable to a reduced withholding tax rate of 5% on dividends from a PRC enterprise if the Hong Kong tax resident is the “beneficial owner” and holds 25% or more of the equity interest of the PRC enterprise. During the year ended 31 December 2023, the Group’s subsidiary in Hong Kong has obtained the Certificate of Resident Status of the Hong Kong Special Administrative Region and therefore has adopted the withholding tax rate at 5% (2022: 10%) for PRC withholding tax. Accordingly, the Group received withholding tax refund during the year ended 31 December 2023 on distribution of profit from PRC to Hong Kong from 2020 to 2023 amounting to RMB7,245,000, representing RMB6,345,000 paid in previous years and RMB900,000 paid in the year of 2023.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclose pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	For the year ended 31 December 2023				
	Directors' and supervisors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Defined contribution retirement plans RMB'000	Discretionary bonuses RMB'000	Total RMB'000
Executive directors					
Mr. Zhang Lianghong	-	869	44	-	913
Mr. Zhu Heping	-	1,267	-	365	1,632
Mr. Huang Shaobo	-	451	14	-	465
Mr. Lee Kin Ming	-	451	14	-	465
	-	3,038	72	365	3,475
Independent non-executive directors					
Mr. Kan Chung Nin	-	259	-	-	259
Mr. Li Xiaoyan	-	259	-	-	259
Mr. Liu Da (appointed on 1 March 2023)	-	216	-	-	216
	-	734	-	-	734
	-	3,772	72	365	4,209

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

8 DIRECTORS' EMOLUMENTS (Continued)

	For the year ended 31 December 2022				
	Directors' and supervisors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Defined contribution retirement plans RMB'000	Discretionary bonuses RMB'000	Total RMB'000
Executive directors					
Mr. Zhang Lianghong	–	846	32	–	878
Mr. Zhu Heping	–	1,234	–	322	1,556
Mr. Huang Shaobo	–	431	–	–	431
Mr. Lee Yuk Kong (resigned on 26 July 2022)	–	245	–	–	245
Mr. Lee Kin Ming (appointed on 26 July 2022)	–	187	–	–	187
	–	2,943	32	322	3,297
Independent non-executive directors					
Mr. Kan Chung Nin	–	259	–	–	259
Mr. Li Xiaoyan	–	259	–	–	259
Mr. Li Yinquan (resigned on 22 December 2022)	–	253	–	–	253
	–	771	–	–	771
	–	3,714	32	322	4,068

Subsequent to the year ended 31 December 2023, Mr. Zhu Heping resigned from executive director and Mr. Huang Qiyang was appointed as executive director on 1 January 2024.

There was no amount paid or payable by the Group to the directors or any of the five highest paid individuals as set out in note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2023 (2022: Nil). There was no arrangement under which a director had waived or agreed to waive any remuneration during the year (2022: Nil).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2022: three) are directors whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other three (2022: two) individuals are as follows:

	2023 RMB'000	2022 RMB'000
Salaries and other emoluments	1,381	1,539
Discretionary bonuses	976	95
Retirement scheme contributions	89	73
	2,446	1,707

The emoluments of the three (2022: two) individuals with the highest emoluments are within the following bands:

	2023 Number of individuals	2022 Number of individuals
Nil to HKD1,000,000	2	1
HKD1,000,001 to HKD1,500,000	1	1

10 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB91,167,000 (2022: RMB111,235,000) and the weighted average number of 1,109,469,000 ordinary shares (2022: 1,116,457,000 shares) in issue during the year, calculated as follows:

	2023 '000	2022 '000
Issued ordinary shares at 1 January	1,113,014	1,120,000
Effect of shares repurchased (note 30(c)(ii))	(3,545)	(3,543)
Weighted average number of ordinary shares at 31 December	1,109,469	1,116,457

(b) Diluted earnings per share

During the years ended 31 December 2023 and 2022, there were no dilutive potential ordinary shares issued.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

11 PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office equipment and others RMB'000	Total RMB'000
Cost:					
At 1 January 2022	434,672	1,602,379	10,462	16,620	2,064,133
Additions	–	3,599	926	1,672	6,197
Transfer from construction in progress (note 13)	112,269	143,765	–	6,594	262,628
Disposals	–	(3,661)	(578)	(38)	(4,277)
At 31 December 2022	546,941	1,746,082	10,810	24,848	2,328,681
Additions	60	2,033	1,739	1,593	5,425
Transfer from construction in progress (note 13)	233,170	326,205	–	10,400	569,775
Disposals	–	(2,080)	(1,160)	(1,897)	(5,137)
At 31 December 2023	780,171	2,072,240	11,389	34,944	2,898,744
Accumulated depreciation:					
At 1 January 2022	(79,056)	(516,817)	(6,164)	(10,438)	(612,475)
Charge for the year	(21,529)	(121,012)	(1,346)	(3,234)	(147,121)
Written back on disposals	–	1,788	549	29	2,366
At 31 December 2022	(100,585)	(636,041)	(6,961)	(13,643)	(757,230)
Charge for the year	(24,858)	(136,756)	(1,296)	(5,320)	(168,230)
Written back on disposals	–	1,289	641	1,772	3,702
At 31 December 2023	(125,443)	(771,508)	(7,616)	(17,191)	(921,758)
Net book value:					
At 31 December 2023	654,728	1,300,732	3,773	17,753	1,976,986
At 31 December 2022	446,356	1,110,041	3,849	11,205	1,571,451

As at 31 December 2023, certain property, plant and equipment with carrying value of RMB854,445,000 (2022: RMB687,486,000) were pledged to secure the Group's bank loans and other borrowings (note 26(iii)).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

12 INVESTMENT PROPERTY

	RMB'000
Cost:	
At 1 January 2022	1,194,434
Transfer from construction in progress (note 13)	466,176
Transfer from land-use rights (note 14)	5,589
Transfer to assets held for sale (note 21)	(12,054)
At 31 December 2022	1,654,145
Transfer from construction in progress (note 13)	440,621
Transfer from right-of-use assets (note 14)	14,263
Disposals	(2,173)
Transfer to assets held for sale (note 21)	(156,716)
At 31 December 2023	1,950,140
Accumulated depreciation:	
At 1 January 2022	(278,192)
Charge for the year	(61,940)
Transfer from land-use rights (note 14)	(664)
Transfer to assets held for sale (note 21)	76
At 31 December 2022	(340,720)
Charge for the year	(85,985)
Disposals	204
Transfer to assets held for sale (note 21)	9,647
At 31 December 2023	(416,854)
Net book value:	
At 31 December 2023	1,533,286
At 31 December 2022	1,313,425

As at 31 December 2023, the fair value of the Group's investment property, excluding leased properties to earn rental income, was approximately RMB2,660,690,000 (2022: RMB2,387,100,000). The fair value is determined by the directors of the Company with reference to mainly the valuation performed, using the income capitalisation approach with reference to the term value and the reversionary value calculated by discounting the contracted annual rent at the capitalisation rate over the existing lease period and the sum of average unit market rent at the capitalisation rate after the existing lease period, by an independent qualified professional valuer.

As at 31 December 2023, certain investment property with carrying value of RMB1,054,064,000 (2022: RMB1,121,483,000) were pledged to secure the Group's bank loans and other borrowings (note 26(iii)).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

12 INVESTMENT PROPERTY *(Continued)*

Amount recognised in profit or loss

	2023 RMB'000	2022 RMB'000
Rental income, excluding service charges (note 3(a))	130,453	120,902
Direct operating expenses that generated rental income during the year	(79,959)	(69,285)
Direct operating expenses that did not generate rental income during the year	(29,096)	(10,404)

The rental income is included in 'revenue'. The Group leased out investment property under operating leases. The operating leases mainly run for an initial period of 4 to 8 years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually increased every year to reflect market rentals. None of the leases includes contingent rentals.

13 CONSTRUCTION IN PROGRESS

	RMB'000
Cost:	
At 1 January 2022	376,581
Additions	888,516
Transfer to property, plant and equipment (note 11)	(262,628)
Transfer to investment property (note 12)	(466,176)
At 31 December 2022	536,293
Additions	583,625
Transfer to property, plant and equipment (note 11)	(569,775)
Transfer to investment property (note 12)	(440,621)
At 31 December 2023	109,522

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14 RIGHT-OF-USE ASSETS

Information about leases for which the Group is a lessee is presenting as below:

	Land-use rights RMB'000	Office and dormitories RMB'000	Total RMB'000
Cost:			
At 1 January 2022	396,234	3,268	399,502
Additions	32,183	748	32,931
Transfer to investment property (note 12)	(5,589)	–	(5,589)
Disposals	–	(815)	(815)
At 31 December 2022	422,828	3,201	426,029
Additions	–	16,433	16,433
Transfer to investment property (note 12)	–	(14,263)	(14,263)
Transfer to non-current assets held for sale (note 21)	(7,873)	–	(7,873)
Disposals	(228)	(3,201)	(3,429)
At 31 December 2023	414,727	2,170	416,897
Accumulated amortisation:			
At 1 January 2022	(38,653)	(2,356)	(41,009)
Charge for the year	(8,869)	(674)	(9,543)
Transfer to investment property (note 12)	664	–	664
Disposals	–	807	807
At 31 December 2022	(46,858)	(2,223)	(49,081)
Charge for the year	(8,565)	(596)	(9,161)
Transfer to non-current assets held for sale (note 21)	1,257	–	1,257
Disposals	8	2,603	2,611
At 31 December 2023	(54,158)	(216)	(54,374)
Net book value:			
At 31 December 2023	360,569	1,954	362,523
At 31 December 2022	375,970	978	376,948

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(Expressed in Renminbi unless otherwise indicated)

14 RIGHT-OF-USE ASSETS *(Continued)*

The Group's land-use rights on leasehold land are located in the PRC. Amortisation is recognised in profit or loss on a straight-line basis over the respective periods of the land-use rights, which are 42 to 50 years (2022: 42 to 50 years). At 31 December 2023, the remaining periods of the land-use rights range from 32 to 49 years (2022: 33 to 50 years).

As at 31 December 2023, certain land-use rights with carrying value of RMB177,754,000 (2022: RMB342,486,000) were pledged to secure the Group's bank loans and other borrowings (note 26(iii)).

The Group leases other offices, dormitories and warehouses expiring from 1 to 8 years. All leases include an option to renew the lease when all terms are renegotiated. None of the leases includes variable lease payments.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2023 RMB'000	2022 RMB'000
Interest on lease liabilities (note 6(a))	759	48
Expenses relating to short-term leases	554	543
	1,313	591

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 23 and 27, respectively.

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(Expressed in Renminbi unless otherwise indicated)

15 INTANGIBLE ASSETS

	Electroplating wastewater treatment operation rights RMB'000	Software RMB'000	Total RMB'000
Cost:			
At 1 January 2022	5,402	946	6,348
Additions	–	254	254
At 31 December 2022	5,402	1,200	6,602
Additions	742	2,262	3,004
At 31 December 2023	6,144	3,462	9,606
Accumulated amortisation:			
At 1 January 2022	(3,370)	(257)	(3,627)
Charge for the year	(465)	(144)	(609)
At 31 December 2022	(3,835)	(401)	(4,236)
Charge for the year	(612)	(275)	(887)
At 31 December 2023	(4,447)	(676)	(5,123)
Net book value:			
At 31 December 2023	1,697	2,786	4,483
At 31 December 2022	1,567	799	2,366

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16 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of major subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated:

Name of company	Place of incorporation and business	Particulars of issued and registered capital	Group's effective interest	Proportion of ownership interest		Principal activity
				Held by the Company	Held by a subsidiary	
Huizhou Kimou Industrial Investment Co., Ltd. (i) 惠州金茂實業投資有限公司 (i)	Huizhou, the PRC	RMB600,000,000	100.00%	–	100.00%	Investment property development and management
Huizhou Jinzefeng Trading Co., Ltd. (ii) 惠州金澤豐貿易有限公司 (ii)	Huizhou, the PRC	RMB20,000,000	100.00%	–	100.00%	Sales of chemical materials
Huizhou Jinmaoyuan (ii) 惠州金茂源環保科技有限公司 (ii)	Huizhou, the PRC	RMB160,000,000	100.00%	–	100.00%	Provision of electroplating wastewater processing and related services
Tianjin Bingang (ii) 天津濱港電鍍企業管理有限公司 (ii)	Tianjin, the PRC	RMB589,880,000	89.72%	–	89.72%	Provision of electroplating wastewater processing and related services
Jiangsu Jinmaochengxing Environmental Technology Co., Ltd. ("Jiangsu Jinmaochengxing") (ii) 江蘇金茂成興環保科技有限公司 (ii)	Tianjin, the PRC	RMB670,000,000	68.00%	–	68.00%	Provision of electroplating wastewater processing and related services
Taizhou Jincheng Environmental Technology Co., Ltd. (ii) 泰州金成環保科技有限公司	Taizhou, the PRC	RMB400,000,000	68.00%	–	68.00%	Investment property development and management

(i) This is a wholly-foreign-owned limited liability companies in the PRC. The official name of the entity is in Chinese. The English translation of the name is for reference only.

(ii) These are private limited liability companies in the PRC. The official names of these entities are in Chinese. The English translation of the names is for reference only.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

16 INVESTMENTS IN SUBSIDIARIES *(Continued)*

The following table lists out the information relating the subsidiaries of the Group which has a material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

	Tianjin Bingang		Jiangsu Jinmaochengxing	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
NCI percentage	10.28%	49.00%	32.00%	32.00%
Current assets	301,414	62,034	154,882	23,258
Non-current assets	1,047,904	1,088,284	744,363	380,645
Current liabilities	(740,089)	(505,207)	(164,147)	(130,762)
Non-current liabilities	(211,561)	(275,696)	(460,993)	(145,036)
Net assets	397,668	369,415	274,105	128,105
Carrying amount of NCI	40,880	181,013	87,714	40,994
Revenue	269,561	264,123	2,650	–
Profit/(loss) for the year	27,532	7,090	(33,999)	(12,733)
Total comprehensive income	27,532	7,090	(33,999)	(12,733)
Profit/(loss) allocated to NCI	2,830	3,474	(10,880)	(4,075)
Net cash generated from/(used in) operating activities	126,539	126,099	(8,822)	(5,368)
Net cash generated from/(used in) investing activities	34,477	(27,608)	(400,965)	(223,277)
Net cash generated (used in)/generated from financing activities	(86,078)	(101,481)	496,482	228,752

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16 INVESTMENTS IN SUBSIDIARIES (Continued)

The following list contains the particulars of associates, which are unlisted corporate entities whose quoted market price is not available:

Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued/paid-up capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Tianjin Qianfeng New Energy Co., Ltd. (i)	Incorporated	The PRC	RMB10,000,000/ RMB8,800,000	20%	–	20%	Power generation and transportation
Huizhou Qianfeng New Energy Technology Co., Ltd. (i)	Incorporated	The PRC	RMB10,000,000/ RMB5,000,000	20%	–	20%	Power generation and transportation
Jingzhou Qianfeng New Energy Technology Co., Ltd. (i)	Incorporated	The PRC	RMB10,000,000/Nil	20%	–	20%	Power generation and transportation
Meishan Qianfeng New Energy Technology Co., Ltd. (i)	Incorporated	The PRC	RMB10,000,000/Nil	20%	–	20%	Power generation and transportation
Taixing Qianfeng New Energy Technology Co., Ltd. (i)	Incorporated	The PRC	RMB10,000,000/ RMB50,000	20%	–	20%	Power generation and transportation

(i) The official names of these entities are in Chinese. The English translation of the names is for identification only.

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17 INVESTMENTS IN ASSOCIATES

All of the above associates are accounted for using the equity method in the consolidated financial statements.

Aggregate information of associates that are not individually material:

	2023 RMB'000	2022 RMB'000
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	2,974	2,948
Aggregate amounts of the Group's share of those associates' Gain/(loss) and total comprehensive income from continuing operations	26	(52)

18 OTHER FINANCIAL ASSETS

	2023 RMB'000	2022 RMB'000
Unlisted equity securities measured at FVPL	3,914	4,511

The unlisted equity securities represented the 5% shares in a local commercial bank incorporated in the PRC and engaging in provision of banking and financing services. No dividend was received on this investment during the year (2022: Nil).

19 INVENTORIES

	2023 RMB'000	2022 RMB'000
Raw material	4,354	4,894
Consumables	24,900	18,666
	29,254	23,560

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2023 RMB'000	2022 RMB'000
Carrying amount of inventories sold and consumed (note 6(c))	362,791	342,189

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

20 TRADE AND OTHER RECEIVABLES

	2023 RMB'000	2022 RMB'000
Current		
Trade debtors and bills receivable	175,711	135,361
Less: Allowance for expected credit losses (note 31(a))	(3,997)	(1,199)
	171,714	134,162
Deductible input VAT	122,954	78,278
Prepayments and other receivables	13,762	11,344
Amounts due from related parties (note 34(c))	4,722	2,898
	313,152	226,682
Non-current		
Prepayments for purchase of property, plant and equipment	7,132	10,121
Deposits for other borrowings	8,550	3,550
Deposits for acquisition of land-use rights	54,000	2,000
	69,682	15,671
Total	382,834	242,353

All of the trade and other receivables, apart from those classified as non-current portion, are expected to be recovered or recognised as expense within one year.

As at 31 December 2023, the Group endorsed certain bank acceptance bills totalling RMB15,986,000 (2022: RMB11,000,000) to suppliers and contractors for settling payables of the same amount on a full recourse basis. These bank acceptance bills had a maturity date of less than six months from the end of the reporting period. In the opinion of the directors, the Group have transferred substantially all the risks and rewards of ownership of these bills and has discharged its obligation of the payables to its suppliers, and the Group have limited exposure in respect of the settlement obligation of these bills receivable under the relevant PRC rules and regulations should the issuing banks fail to settle the bills on maturity date. The Group considered the issuing banks of the bills are of good credit quality and the non-settlement of these bills by the issuing banks on maturity is not probable. Accordingly, the Group has derecognised these bills receivable and the payables in their entirety.

NOTES TO THE FINANCIAL STATEMENTS

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20 TRADE AND OTHER RECEIVABLES *(Continued)*

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivables, based on the invoice date or bill acceptance date and net of loss allowance, is as follows:

	2023 RMB'000	2022 RMB'000
Within 1 month	143,138	110,103
1 to 3 months	20,503	16,416
4 to 6 months	5,833	5,152
Over 6 months	2,240	2,491
	171,714	134,162

Trade debtors and bills receivable are due within 15 to 90 days from the date of billing or bills receivable issuance. Further details on the Group's credit policy and credit risk arising from trade debtors are set out in note 31(a).

21 NON-CURRENT ASSETS HELD FOR SALE

	2023 RMB'000	2022 RMB'000
Non-current assets held for sale	153,685	11,978

Non-current assets held for sale represent investment properties (note 12) and land-use rights (note 14) which were agreed to be sold to independent third parties in the next 12 months and were measured at the lower of their carrying amounts and fair values less costs to sell.

For properties that are sold to independent third parties during the year ended 31 December 2023, the Group provides guarantees of RMB10,645,000 (2022: Nil) to banks in connection with these purchasers' borrowing of mortgage loans to finance their purchase of the properties. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is entitled to retain the legal title and take over the possession of the related properties. Therefore, the directors of the Company consider the Group would likely recover any loss incurred arising from the guarantee by re-selling the repossessed properties. The guarantees are to be discharged upon issuance of the properties ownership certificates to the purchasers and the properties are pledged to the banks by the purchasers.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

22 RESTRICTED DEPOSITS WITH BANKS

	2023 RMB'000	2022 RMB'000
Deposits for litigation dispute (note 32)	3,140	3,140
Pledged deposits (i)	46,767	45,309
	49,907	48,449

(i) As at 31 December 2023, the deposits with banks have been pledged as securities for bank loans (note 26(iii)).

23 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	2023 RMB'000	2022 RMB'000
Cash on hand	75	106
Cash at bank	275,255	188,371
Other cash and cash equivalents	1,422	1,828
	276,752	190,305

As at 31 December 2023, cash and cash equivalents situated in Chinese Mainland amounted to RMB273,677,000 (2022: RMB187,835,000). Remittance of funds out of Chinese Mainland is subject to the relevant rules and regulations of foreign exchange control.

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(Expressed in Renminbi unless otherwise indicated)

23 CASH AND CASH EQUIVALENTS *(Continued)*

(b) Reconciliation of profit before taxation to cash generated from operations:

	2023 RMB'000	2022 RMB'000
Profit before taxation	117,308	152,211
Adjustments for:		
Depreciation and amortisation	264,263	219,213
Finance costs	136,957	101,460
Interest income	(3,158)	(2,007)
Foreign exchange (gain)/loss	(1,426)	700
(Gain)/loss arising from disposals of property, plant and equipment	(441)	463
Change in fair value of other financial assets through profit or loss	597	1,115
Loan service fee	(597)	2,220
Share of (gain)/loss of associates	(26)	52
Changes in working capital:		
Increase in inventories	(5,694)	(5,542)
Increase in trade and other receivables	(151,591)	(41,238)
Increase in trade and other payables	52,089	65,386
Increase in deferred income	2,383	9,341
Cash generated from operations	410,664	503,374

(c) Significant investing activities not requiring the use of cash:

	2023 RMB'000	2022 RMB'000
Purchase of property, plant and equipment and investment property settled by bills endorsement	21,798	10,505

(d) Significant financing activities not requiring the use of cash:

	2023 RMB'000	2022 RMB'000
Other borrowings settled by bills endorsement	2,175	3,957

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

23 CASH AND CASH EQUIVALENTS (Continued)

(e) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	Bank loans RMB'000 (Note 26)	Liabilities arising from other borrowings RMB'000 (Note 26)	Interest payable RMB'000 (Note 24)	Deferred consideration for acquisition of non- controlling interests RMB'000 (Note 34(b))	Lease liabilities RMB'000 (Note 27)	Total RMB'000
At 1 January 2023	2,130,886	102,355	3,971	-	762	2,237,974
Changes from financing cash flows:						
Proceeds from bank loans and other borrowings	1,479,791	42,338	-	-	-	1,522,129
Repayment of bank loans and other borrowings	(930,714)	(71,801)	-	-	-	(1,002,515)
Interest paid	-	-	(146,334)	(6,059)	-	(152,393)
Payments for deferred consideration for acquisition of non-controlling interests	-	-	-	(187,591)	-	(187,591)
Capital element of lease rentals paid (note 23(f))	-	-	-	-	(2,148)	(2,148)
Total changes from financing cash flows	549,077	(29,463)	(146,334)	(193,650)	(2,148)	177,482
Interest on bank loans and other borrowings (note 6(a))	-	-	149,067	-	-	149,067
Interest on deferred consideration for acquisition of non-controlling interests (note 6(a))	-	-	-	6,059	-	6,059
Interest on lease liabilities (note 6(a))	-	-	-	-	759	759
Increase in deferred consideration for acquisition of non-controlling interests during this period	-	-	-	188,246	-	188,246
Increase in lease liabilities from entering into new leases during this period	-	-	-	-	16,433	16,433
Decrease in lease liabilities from terminating leases during this period	-	-	-	-	(598)	(598)
Other borrowings settled by bills endorsement	-	(2,175)	-	-	-	(2,175)
Total other charges	-	(2,175)	149,067	194,305	16,594	357,791
At 31 December 2023	2,679,963	70,717	6,704	655	15,208	2,773,247

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(Expressed in Renminbi unless otherwise indicated)

23 CASH AND CASH EQUIVALENTS (Continued)

(e) Reconciliation of liabilities arising from financing activities (Continued)

	Bank loans RMB'000 (Note 26)	Liabilities arising from other borrowings RMB'000 (Note 26)	Interest payable RMB'000 (Note 24)	Liabilities arising from related parties liabilities RMB'000 (Note 34(b))	Lease liabilities RMB'000 (Note 27)	Total RMB'000
At 1 January 2022	1,633,278	30,753	3,368	2,250	683	1,670,332
Changes from financing cash flows:						
Proceeds from bank loans and other borrowings	1,193,889	113,500	–	–	–	1,307,389
Repayment of bank loans and other borrowings	(696,281)	(37,941)	–	–	–	(734,222)
Interest paid	–	–	(124,596)	–	–	(124,596)
Advance from a related party	–	–	–	8,516	–	8,516
Repayment to related parties	–	–	–	(10,766)	–	(10,766)
Capital element of lease rentals paid (note 23(f))	–	–	–	–	(709)	(709)
Total changes from financing cash flows	497,608	75,559	(124,596)	(2,250)	(709)	445,612
Interest on bank loans and other borrowings (note 6(a))	–	–	125,199	–	–	125,199
Interest on lease liabilities (note 6(a))	–	–	–	–	48	48
Increase in lease liabilities from entering into new leases during this period	–	–	–	–	748	748
Decrease in lease liabilities from terminating leases during this period	–	–	–	–	(8)	(8)
Other borrowings settled by bills endorsement	–	(3,957)	–	–	–	(3,957)
Total other charges	–	(3,957)	125,199	–	788	122,030
At 31 December 2022	2,130,886	102,355	3,971	–	762	2,237,974

(f) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2023 RMB'000	2022 RMB'000
Within operating cash flows	554	543
Within financing cash flows	2,148	709

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24 TRADE AND OTHER PAYABLES

	2023 RMB'000	2022 RMB'000
Trade payables	79,489	80,131
Deposits due to customers	214,386	203,539
Payables for equipment and construction	260,562	302,574
Interest payable	6,704	3,971
Payroll payable	29,866	31,144
Amounts due to related parties (note 34(c))	1,170	2
Receipts in advance for properties prepaid by third parties (note 21)	175,449	–
Consideration for acquisition of non-controlling interests	655	–
Provision for litigation compensation (note 32)	–	850
Others	24,795	16,346
Total	793,076	638,557

Deposits due to customers represented the rental and facilities usage deposits, which might be repayable to customers after more than one year. All of the other trade payables, other payables, accruals and amounts due to related parties are expected to be settled within one year or are repayable on demand.

The credit period granted by the suppliers is 30 to 90 days.

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

	2023 RMB'000	2022 RMB'000
Within 1 month	64,605	56,651
1 to 3 months	10,483	18,127
4 to 6 months	3,102	4,040
Over 6 months	1,299	1,313
	79,489	80,131

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25 CONTRACT LIABILITIES

	2023 RMB'000	2022 RMB'000
Payments of goods prepaid by customers	6,507	4,570
Service fees prepaid by customers	2,076	5,990
Others	–	2,260
	8,583	12,820

Service fees and payments of goods from customers are recorded as contract liabilities in the consolidated statement of financial position at the time of receipt. Revenue from provision of services and sales for goods is recognised according to the accounting policy set out in note 1(u).

Movements in contract liabilities

	2023 RMB'000	2022 RMB'000
Balance at 1 January	12,820	11,992
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	(12,820)	(11,992)
Increase in contract liabilities as a result of receiving services fees and payments of goods in advance as at the year end	8,583	12,820
Balance at 31 December	8,583	12,820

26 BANK LOANS AND OTHER BORROWINGS

At 31 December 2023, the bank loans and other borrowings were as follows:

	2023 RMB'000	2022 RMB'000
Secured and guaranteed bank loans (iii)(iv)	2,679,963	2,130,886
Secured other borrowings (i)(iii)(iv)	69,573	102,355
Unsecured and unguaranteed other borrowings (ii)	1,144	–
	2,750,680	2,233,241

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

26 BANK LOANS AND OTHER BORROWINGS *(Continued)*

At 31 December 2023, the bank loans and other borrowings were repayable as follows:

	2023 RMB'000	2022 RMB'000
Within 1 year or on demand	938,923	685,585
After 1 year but within 2 years	356,004	461,885
After 2 years but within 5 years	1,026,750	731,115
After 5 years	429,003	354,656
Sub-total	1,811,757	1,547,656
Total	2,750,680	2,233,241

- (i) Secured other borrowings represent loans received from financial institutions other than banks in the PRC.
- (ii) As at 31 December 2023, unsecured and unguaranteed other borrowings represented loan from a non-controlling shareholder of a subsidiary with a fixed-interest rate at 6% per annum, and are repayable in December 2028.
- (iii) Secured bank loans and other borrowings as at 31 December 2023 and 2022 were secured by certain of the Group's charge rights of rental income, equity interests of certain subsidiaries of the Group in the PRC, property, plant and equipment (note 11), investment property (note 12), land-use rights (note 14), loan deposits, deposits for other borrowings (note 20) and pledged deposits (note 22). As at 31 December 2023, bank loans and other borrowings amounted to RMB2,746,889,000 (2022: RMB2,227,428,000) were guaranteed by certain directors of the Company, close family members of directors, non-controlling shareholders of the Company or non-controlling shareholders of certain subsidiaries of the Group in the PRC.
- (iv) As at 31 December 2023, bank loans and other borrowings amounted to RMB2,749,486,000 (2022: RMB2,233,241,000) are subject to the fulfillment of covenants, which are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 31(b). In addition, pursuant to the terms of the bank loan agreements, certain subsidiaries are not allowed to distribute profit and/or to obtain other external financing prior to the lenders' approval. As at 31 December 2023, none of the covenants relating to drawn down facilities had been breached.

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27 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities as at 31 December of 2023:

	2023		2022	
	Present value of the minimum lease payments RMB'000	Total minimum lease payments RMB'000	Present value of the minimum lease payments RMB'000	Total minimum lease payments RMB'000
Within 1 year	1,762	2,643	303	342
After 1 year but within 2 years	1,882	2,650	143	163
After 2 years but within 5 years	6,163	7,720	316	352
After 5 years	5,401	5,748	–	–
	13,446	16,118	459	515
	15,208	18,761	762	857
Less: total future interest expenses		(3,553)		(95)
Present value of lease liabilities		15,208		762

28 DEFERRED INCOME

	2023 RMB'000	2022 RMB'000
At the beginning of the year	98,036	88,695
Additions	12,832	20,577
Credited to profit or loss (note 4)	(10,449)	(11,236)
At the end of the year	100,419	98,036

Deferred income consists of deferred government grants and subsidies for acquisition of right-of-use assets and construction of certain property, plant and equipment. The grants and subsidies from local government were conditional and the conditions would be fulfilled upon the completion of acquisition of right-of-use assets or construction of certain property, plant and equipment of the Group. The grants will be recognised as income in profit or loss on a systematic basis over the estimated useful lives of the right-of-use assets and property, plant and equipment.

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29 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) Current taxation in the consolidated statements of financial position represents:

	2023 RMB'000	2022 RMB'000
At the beginning of the year	18,698	25,158
Provision for PRC income tax charged for the year (note 7(a))	39,813	40,959
Dividend withholding tax for the year (note 7(a))	900	–
PRC income tax paid	(40,800)	(47,419)
Withholding tax paid on distribution of dividends	(1,800)	–
Withholding tax refund on distribution of dividends (note 7(a))	900	–
At the end of the year	17,711	18,698

(b) Deferred tax assets and liabilities recognised

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax (assets)/liabilities recognised in the consolidated statements of financial position and the movements during the year are as follows:

	Unused tax loss RMB'000	Government grant RMB'000	Revaluation of other financial assets RMB'000	Withholding tax on distribution of profit from PRC to HK RMB'000	Others RMB'000	Net deferred tax asset RMB'000
Deferred tax arising from:						
At 1 January 2022	(41,163)	(10,158)	(1,094)	6,751	137	(45,527)
Effect on deferred tax balances at 1 January resulting from a change in tax rate (note 7(a))	1,415	–	–	–	–	1,415
Charged/(Credited) to profit or loss (note 7(a))	3,305	1,147	(278)	(2,200)	(842)	1,132
At 31 December 2022	(36,443)	(9,011)	(1,372)	4,551	(705)	(42,980)
Effect on deferred tax balances at 1 January resulting from a change in tax rate (note 7(a))	–	–	–	(2,276)	–	(2,276)
Charged/(Credited) to profit or loss (note 7(a))	2,342	(2,360)	(149)	4,475	(284)	4,024
Transferred to current tax (note 7(a))	–	–	–	(900)	–	(900)
At 31 December 2023	(34,101)	(11,371)	(1,521)	5,850	(989)	(42,132)

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29 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(Continued)*

(b) Deferred tax assets and liabilities recognised *(Continued)*

(ii) Reconciliation to the consolidated statements of financial position:

	2023 RMB'000	2022 RMB'000
Net deferred tax assets in the consolidated statements of financial position	(47,982)	(47,531)
Net deferred tax liabilities in the consolidated statements of financial position	5,850	4,551
	(42,132)	(42,980)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses as at 31 December 2023 of RMB276,072,000 (2022: RMB143,353,000), as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entities.

The expiration information of the Group's unrecognised deferred tax assets in respect of cumulative tax losses is set out below:

	2023 RMB'000	2022 RMB'000
2022	–	9,901
2023	28,566	28,566
2024	951	951
2025	2,256	2,256
2026	31,764	31,764
2027	69,915	69,915
2028	142,620	–
	276,072	143,353

All the tax losses of subsidiaries of the Group in PRC can be carried forward for a maximum period of five years.

(d) Deferred tax liabilities not recognised

As at 31 December 2023, deferred tax liabilities of RMB9,797,000 (2022: RMB26,898,000) in respect of the dividend withholding tax relating to the undistributed profits of the Company's subsidiaries were not recognised as the Company controls the dividend policy of these subsidiaries. Based on the assessment made by management as at 31 December 2023, it was determined that the undistributed profits of the Company's subsidiaries would not be distributed in the foreseeable future. The amounts of undistributed profit of the Company's subsidiaries are set out below:

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29 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(Continued)*

(d) Deferred tax liabilities not recognised *(Continued)*

	2023 RMB'000	2022 RMB'000
Distributable profits earned by PRC subsidiaries on or after 1 January 2008	195,949	268,986

30 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company	Note	Share capital RMB'000	Share premium RMB'000	Exchange reserve RMB'000	Shares repurchased for cancellation RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2022		98,377	595,124	(46,540)	(104)	(41,610)	605,247
Changes in equity for 2022:							
Profit for the year		-	-	-	-	337	337
Other comprehensive income		-	-	56,085	-	-	56,085
Total comprehensive income		-	-	56,085	-	337	56,422
Purchase of own shares	30(c)(ii)	-	-	-	(7,893)	-	(7,893)
Cancellation of shares		(626)	(5,633)	-	6,259	-	-
At 31 December 2022 and 1 January 2023	35	97,751	589,491	9,545	(1,738)	(41,273)	653,776
Changes in equity for 2023:							
Profit for the year		-	-	-	-	(7,160)	(7,160)
Other comprehensive income		-	-	8,365	-	-	8,365
Total comprehensive income		-	-	8,365	-	(7,160)	1,205
Dividends approved in respect of the previous year		-	(49,289)	-	-	-	(49,289)
Purchase of own shares	30(c)(ii)	-	-	-	(3,067)	-	(3,067)
Cancellation of shares		(339)	(3,111)	-	3,450	-	-
As at 31 December 2023	35	97,412	537,091	17,910	(1,355)	(48,433)	602,625

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30 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year.

	2023 RMB'000	2022 RMB'000
Final dividend proposed after the end of the reporting period of HKD0.10 per ordinary share (2022: HKD0.05)	100,514	49,289

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period, and it is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2023 RMB'000	2022 RMB'000
Final dividend in respect of the previous financial year, approved and paid during the year, of HKD0.05 per ordinary share (2022: Nil)	49,289	–

(c) Share capital

(i) Issued share capital of the Company

	Number of shares	HKD	RMB equivalent
Ordinary shares, issued and fully paid			
At 1 January 2022	1,120,000,000	112,000,000	98,377,440
Shares repurchased and cancelled	(6,986,000)	(698,600)	(626,325)
At 1 January 2023	1,113,014,000	111,301,400	97,751,115
Shares repurchased and cancelled	(3,838,000)	(383,800)	(338,627)
At 31 December 2023	1,109,176,000	110,917,600	97,412,488

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

30 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(c) Share capital (Continued)

(ii) Purchase of own shares

During the year ended 31 December 2023, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	Number of shares repurchased	Highest price paid per share HKD	Lowest price paid per share HKD	Aggregate price paid HKD	RMB equivalent RMB
March 2023	1,960,000	1.01	0.95	1,964,000	1,741,000
November 2023	1,426,000	1.05	0.98	1,496,000	1,326,000
	3,386,000			3,460,000	3,067,000

In 2023, the Company repurchased 3,386,000 shares in total, representing 0.31% of the total shares of the Company, on the Stock Exchange for an aggregate price of HKD3,067,000 (equivalent to RMB3,038,000). As at 31 December 2023, 1,426,000 shares repurchased have not been cancelled by the Company.

(d) Nature and purposes of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the funds in the share premium account and other reserve account of the Company are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

The capital reserve represents the difference between the increase of share capital and total capital injection made by shareholders to a subsidiary.

(iii) PRC statutory reserve

According to the PRC Company Law, the Company's PRC subsidiaries are required to transfer 10% of their profit after taxation, as determined under the PRC accounting regulations, to statutory reserve until the reserve balance reaches 50% of the registered capital. For the purpose of calculating the transfer to reserve, the profit after taxation shall be the amount determined based on the statutory financial statements prepared in accordance with PRC accounting standards. The transfer to this reserve must be made before distribution of dividend to shareholders.

Statutory reserve can be used to reduce losses of prior years, if any, and may be converted into paid-in capital in proportion to the existing equity interests of shareholders.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

30 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(d) Nature and purposes of reserves *(Continued)*

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies with functional currency other than RMB presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 1(v).

(v) Acquisition of non-controlling interests

During the year ended 31 December 2023, the Group purchased an additional 38.72% and 49% equity interest of Tianjin Bingang and Huizhou Jinya Environmental Equipment Co., Ltd. from non-controlling shareholders at considerations of RMB193,650,000 and RMB655,000, respectively. Pursuant to the relevant agreements, the payment of considerations was arranged in accordance with the terms of deferred payment. Accordingly, the Group recognised a "deferred consideration payable" in the amount of its fair value of RMB188,246,000 at initial recognition, and the interest element of the deferred consideration payable shall be recognised in profit or loss over the period before the settlement of such deferred consideration. The difference between the deferred consideration at initial recognition and the acquired proportionate interests in identifiable net assets of the above subsidiaries were recognised as a deduction of RMB19,809,000 from capital reserve and a deduction of RMB25,821,000 from retained profits.

During the year ended 31 December 2023, related interest expense in the amount of RMB6,059,000 has been recognised in profit or loss (note 6(a)). As at 31 December 2023, the above considerations have been paid.

(e) Distributability of reserves

As at 31 December 2023, the aggregate amounts of reserves available for distribution to equity shareholders of the Company was HKD539,239,000 (equivalent to RMB488,658,000) (2022: HKD622,511,000 (equivalent to RMB557,763,000)), which comprises of share premium and offset by accumulated losses of the Company.

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and benefits for other stakeholders of the Company, by pricing products and services 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 on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank loans and other borrowings and lease liabilities) less cash and cash equivalents and restricted deposits with banks.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

30 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(f) Capital management (Continued)

The Group's adjusted net debt-to-equity ratio as at 31 December 2023 was as follows:

	Note	2023 RMB'000	2022 RMB'000
Current liabilities:			
Bank loans and other borrowings	26	938,923	685,585
Lease liabilities	27	1,762	303
		940,685	685,888
Non-current liabilities:			
Bank loans and other borrowings	26	1,811,757	1,547,656
Lease liabilities	27	13,446	459
		2,765,888	2,234,003
Less: Cash and cash equivalents	23	(276,752)	(190,305)
Restricted deposits with banks	22	(49,907)	(48,449)
Adjusted net debt		2,439,229	1,995,249
Total equity		1,242,575	1,365,453
Adjusted net debt-to-equity ratio		1.96	1.46

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents and restricted deposits with banks is limited because the counterparties are banks and financial institutions, for which the Group considers having low credit risk.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

Trade receivables

Rental and facilities usage deposits are received from customers by the Group to reduce potential exposure to credit risk. Normally, the Group does not obtain other collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 3% (2022: 3%) and 10% (2022: 11%) of the total trade receivables was due from the Group's largest customer and the five largest customers of the Group.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2023:

	2023			2022		
	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000
Current (not past due)	0.32%	150,631	485	0.12%	115,975	144
1 month past due	5.30%	9,318	494	2.07%	9,560	198
1–3 months past due	7.65%	8,728	668	3.66%	5,976	219
4–6 months past due	19.97%	2,943	588	9.28%	2,461	228
6–12 months past due	32.87%	1,937	637	24.61%	744	183
over 1 year past due	52.23%	2,154	1,125	35.11%	645	227
		175,711	3,997		135,361	1,199

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

Trade receivables *(Continued)*

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	2023 RMB'000	2022 RMB'000
Balance at 1 January	1,199	–
Amounts written off	(1,084)	(635)
Impairment losses recognised	3,882	1,834
Balance at 31 December	3,997	1,199

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities as at 31 December 2023 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 end of the reporting period) and the earliest date the Group can be required to pay:

	2023					Total RMB'000	Carrying amount RMB'000
	Contractual undiscounted cash outflow						
	Within 1 year or on demand 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			
Bank loans and other borrowings	1,047,200	430,742	1,148,629	447,933	3,074,504	2,750,680	
Lease liabilities	2,643	2,650	7,720	5,748	18,761	15,208	
Trade and other payables	617,627	–	–	–	617,627	617,627	
Total	1,667,470	433,392	1,156,349	453,681	3,710,892	3,383,515	

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk *(Continued)*

	2022				Total	Carrying amount
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	RMB'000	RMB'000
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Bank loans and other borrowings	816,584	557,296	890,556	378,655	2,643,091	2,233,241
Lease liabilities	342	163	352	–	857	762
Trade and other payables	638,557	–	–	–	638,557	638,557
Total	1,455,483	557,459	890,908	378,655	3,282,505	2,872,560

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans and other borrowings issued at variable rates that expose the Group to cash flow interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's bank loans and other borrowings at the end of the reporting period:

	2023		2022	
	Effective interest rate %	RMB'000	Effective interest rate %	RMB'000
Fixed rate borrowings:				
Lease liabilities	4.75–6.51	15,208	4.75	762
Bank loans and other borrowings	3.70–8.67	644,140	3.65–8.67	548,647
		659,348		549,409
Variable rate borrowings:				
Bank loans	3.45–7.26	2,106,540	3.10–7.40	1,684,594

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Interest rate risk *(Continued)*

(ii) Sensitivity analysis

At 31 December 2023, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB16,491,000 (2022: RMB13,378,000). The impact on the Group's profit after tax is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis as 2022.

(d) Currency risk

Individual companies within the Group have limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. However, as the principal subsidiaries mainly carried out transactions in RMB, therefore any appreciation or depreciation of Hong Kong dollar against RMB will affect the Group's financial position and be reflected in the exchange reserve.

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	Fair value at	Fair value measurements as at		
	31 December	31 December 2023 categorised into		
	2023	Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000
Recurring fair value measurement				
Other financial assets:				
Unlisted equity securities	3,914	-	3,914	-

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

	Fair value at	Fair value measurements as at		
	31 December	31 December 2022 categorised into		
	2022	Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000

Recurring fair value measurement

Other financial assets:

Unlisted equity securities	4,511	–	4,511	–
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During the years ended 31 December 2022 and 2023, the fair value of unlisted equity instruments in level 2 is determined by the directors of the Company with reference to the valuation performed, using the price/net assets ratios of comparable listed companies adjusted for lack of marketability discount, by an independent qualified professional valuer.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2023 and 2022.

32 CONTINGENT LIABILITY

Contingent liability in respect of legal claim

In 2021, an external third party (the "Plaintiff") launched a lawsuit against a subsidiary of the Company (the "Defendant") in respect of a dispute of trademark. The Plaintiff claimed a compensation in a total sum up to RMB10 million in connection with the damages and therefrom from the Defendant. On 16 August 2021, pursuant to an order from the court, a bank deposit of RMB3,140,000 was frozen. On 28 September 2022, the Beijing Haidian People's Court ordered that the Defendant should pay approximately RMB350,000 to the Plaintiff. The Plaintiff and the Defendant both appealed against the judgment.

On 30 October 2023, the Beijing Intermediate People's Court made a final decision on the appeal that the Defendant would be subject to compensation payment by RMB395,000. As at 31 December 2023, the compensation payment had been paid. The bank deposit of RMB3,140,000 was unfrozen in January 2024. As at 31 December, the Group does not have material contingent liability (31 December 2022: RMB850,000).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

33 COMMITMENTS

Commitments outstanding at 31 December 2023 not provided for in the financial statements were as follows:

	2023 RMB'000	2022 RMB'000
Contracted for		
— Construction of industrial parks	186,629	390,037
Authorised but not contracted for:		
— Construction of industrial parks	1,332,849	1,366,966
	1,519,478	1,757,003

34 MATERIAL RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows.

	2023 RMB'000	2022 RMB'000
Salaries and other benefits	6,493	5,669
Retirement scheme contributions	160	105
	6,653	5,774

Total remuneration is included in "staff costs" (note 6(b)).

(b) Related parties transactions

During the years ended 31 December 2023, the Group entered into the following material related party transactions:

	2023 RMB'000	2022 RMB'000
Provision of rental service to fellow subsidiaries	2,752	3,682
Purchase of rental service from fellow subsidiaries	2,158	—
Sale of property, plant and equipment to fellow subsidiaries	917	—
Provision of wastewater treatment to a fellow subsidiary	9,115	9,985
Provision of utilities service to a fellow subsidiary	3,143	—
Renovation cost paid to fellow subsidiaries	19,434	—
Provision of consulting service to associates	536	—
Purchase of photovoltaic power from associates	4,235	—
Payment for rental deposits to a fellow subsidiary	696	—
Receivables of rental deposits from a fellow subsidiary	—	982
Advance from an entity controlled by members of key management personnel	—	8,516

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

34 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(c) Balance with related parties

(i) Amount due from related parties (note 20)

	2023 RMB'000	2022 RMB'000
Trade receivables from:		
— Fellow subsidiaries	3,844	2,898
— Associates	76	–
	3,920	2,898
Other receivables from:		
— Fellow subsidiaries	802	–

(ii) Amounts due to related parties (note 24)

	2023 RMB'000	2022 RMB'000
Trade payables to:		
— Associates	429	–
Other payables to:		
— Fellow subsidiaries	741	2

The balances with these related parties are unsecured, interest-free and have no fixed repayment terms.

(d) Leasing arrangement

	2023 RMB'000	2022 RMB'000
Lease liabilities due to a fellow subsidiary:		
— Related interest expense	727	–
— Amounts owed by the Group	15,208	–

During the year ended 31 December 2023, the Group entered into three lease agreements with two related parties for use of buildings and warehouses. The amounts of rent payable (excluding taxes) by the Group under the lease are RMB639,000 per quarter, RMB3,000 per month and RMB4,000 per month, respectively, which were determined with reference to amounts charged by the fellow subsidiary to third parties.

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of notes 34(b) and 34(d) above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section headed “Continuing connected transactions exempted from independent shareholders’ approval” and “Related party transactions” of the Directors’ Report.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2023 RMB'000	2022 RMB'000
Non-current asset			
Investments in subsidiaries	16	—*	—*
Current assets			
Cash and cash equivalents		2,192	2,050
Restricted deposits with a bank		9,200	9,016
Other receivables		667,554	704,610
		678,946	715,676
Current liabilities			
Bank loans		48,286	46,857
Other payables		28,035	15,043
		76,321	61,900
Net assets		602,625	653,776
CAPITAL AND RESERVES			
Share capital	30(a)	97,412	97,751
Reserves		505,213	556,025
Total equity		602,625	653,776

* The balance represents amount less than RMB1,000.

36 IMMEDIATE AND ULTIMATE CONTROLLING PARTIES

At 31 December 2023, the directors consider the immediate controlling party to be Flourish Investment International Limited, while the ultimate controlling party of the Company as at 31 December 2023 to be Mr. Zhang Lianghong.

37 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period the directors have proposed a final dividend. Further details are disclosed in Note 30(b).

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi unless otherwise indicated)

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of the financial statements, the HKICPA has issued a number of amendments, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in the financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> ("2020 amendments")	1 January 2024
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> ("2022 amendments")	1 January 2024
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i>	1 January 2024
Amendments to HKAS 7, <i>Statement of cash flows</i> and HKFRS 7, <i>Financial Instruments: Disclosures: Supplier finance arrangements</i>	1 January 2024
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i>	1 January 2025

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following:

Amendments to IAS 1, *Presentation of financial statements* (2020 and 2022 amendments)

The 2020 and 2022 amendments impact the classification of a liability as current or non-current, and are to be applied retrospectively as a package.

The 2020 amendments primarily clarify the classification of a liability that can be settled in its own equity instruments. If the terms of a liability could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments and that conversion option is accounted for as an equity instrument, these terms do not affect the classification of the liability as current or non-current. Otherwise, the transfer of equity instruments would constitute settlement of the liability and impact classification.

The 2022 amendments specify that conditions with which an entity must comply after the reporting date do not affect the classification of a liability as current or non-current. However, the entity is required to disclose information about non-current liabilities subject to such conditions.

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

FIVE YEAR FINANCIAL SUMMARY

RESULTS

	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Revenue	1,178,414	1,095,791	927,750	724,724	640,040
Other revenue	21,503	24,370	10,787	10,306	12,924
Depreciation and amortisation	(264,263)	(219,213)	(203,637)	(168,438)	(152,241)
Cost of inventories	(362,791)	(342,189)	(309,383)	(190,363)	(163,827)
Staff costs	(139,622)	(133,404)	(102,251)	(69,260)	(60,849)
Utility costs	(37,918)	(32,930)	(25,423)	(18,180)	(20,092)
Other expenses	(136,377)	(134,232)	(126,226)	(113,007)	(134,670)
Other net (loss)/income	(799)	(2,688)	(1,453)	(2,448)	521
Impairment losses on trade receivables	(3,882)	(1,834)	–	–	–
Profit from operations	254,265	253,671	170,164	173,334	121,806
Finance costs	(136,957)	(101,460)	(91,365)	(52,936)	(67,112)
Profit before taxation	117,308	152,211	78,799	120,398	54,694
Income tax	(35,216)	(43,506)	(31,035)	(35,146)	(12,839)
Profit for the year	82,092	108,705	47,764	85,252	41,855
Attributable to:					
Equity shareholders	91,167	111,235	55,915	102,609	55,146
Non-controlling interests	(9,075)	(2,530)	(8,151)	(17,357)	(13,291)
Profit for the year	82,092	108,705	47,764	85,252	41,855

ASSETS AND LIABILITIES

	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Total assets	4,934,102	4,372,118	3,535,446	2,993,669	2,640,564
Total liabilities	3,691,527	3,006,665	2,293,811	1,828,384	1,560,655
Total assets less current liabilities	3,174,047	3,016,155	2,426,404	2,100,117	1,797,671
Total equity attributable to the equity shareholders of the Company	1,132,990	1,141,404	1,038,776	982,665	879,932

SCHEDULE OF INVESTMENT PROPERTIES

SCHEDULE OF PROPERTIES

Main investment properties

Item	Address	Parcel No.	Use	Category of the lease	Percentage held by the Group
1.	Portions of an industrial complex located at Longhua Road, Longxi Street, Boluo County, Huizhou City, Guangdong Province, the PRC	441322021005GB00669	Industrial	Medium term	100%
		441322021002GB00265	Industrial	Medium term	100%
2.	Portions of an industrial complex located at Zhongwang Town, Jinghai District, Tianjin City, the PRC	1202231072202010000	Industrial	Medium term	89.72%
		1202231072202030000	Industrial	Medium term	89.72%
		1202231072202040000	Industrial	Medium term	89.72%
		1202231072202020000	Industrial	Medium term	89.72%
		1202231072200030000	Industrial	Medium term	89.72%
		1202231072200040001	Industrial	Medium term	89.72%
		1202231072200040003	Industrial	Medium term	89.72%
1202231072200040004	Industrial	Medium term	89.72%		
3.	Portions of an industrial complex located at Meide Road, Shashi District, Jingzhou City, Hubei Province, the PRC	421002101010GB00005	Industrial	Medium term	100%
		421002101010GB00006	Industrial	Medium term	100%
		421002101010GB00007	Industrial	Medium term	100%
4.	Jinmao Road, Qingshen County, Sichuan Province, the PRC	511425006011GB00012W000000000	Industrial	Medium term	100%
5.	Taixing Economic Development Zone (泰興經濟開發區), in Taixing City, Jiangsu Province, the PRC	321283600001GB00019W000000000	Industrial	Medium term	68%