



光大綠色環保 Everbright Greentech

股份代號 Stock Code: 1257

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)

2024
ANNUAL REPORT
年報



應時而變 行穩致遠

EVOLVE WITH TIMES AND
PURSUING LONG-TERM STABILITY

打造
「光儲充、冷熱電、氫雲碳」
為核心的「零碳園區+虛擬電廠」
創新發展新局面

Creating a new landscape in innovative
development underpinned by
“Zero-carbon Industry Park + Virtual Power Plant”
comprising
“solar energy storage and charging, cooling,
heating and power cogeneration, hydrogen
cloud carbon” as core operations

China Everbright Greentech Limited (“Everbright Greentech” or the “Company” or together with its subsidiaries, the “Group”) is a professional environmental protection service provider in China, with its new energy businesses focusing on integrated biomass utilisation, hazardous and solid waste treatment, environmental remediation, as well as solar energy and wind power, it listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 8 May 2017 (Stock Code: 1257). Upholding its philosophy of leading the way through business innovations, Everbright Greentech took a pioneer role to introduce integrated urban and rural waste treatment project in Mainland China. Currently, the Company has its business coverage spanning across 16 provinces, autonomous region and Hong Kong Special Administrative Region (“Hong Kong”) in China, and spreads far to Germany.

With strong support from China Everbright Group Limited (“China Everbright Group”) and the controlling shareholder, China Everbright Environment Group Limited (“CEEGL”), and leveraging on its own extensive experience in the development and operation of diversified project portfolio as well as its unparalleled market expansion capability, the Group will continue to follow the instruction to be “Prudent, Proactive and Practical”, bearing in mind its initial commitment and mission as it strives incessantly to become a leader in China’s environmental business sector.

中國光大綠色環保有限公司(「光大綠色環保」或「本公司」)或連同其附屬公司「本集團」為中國專業環保服務提供者，其專注於生物質綜合利用、危廢及固廢處置、環境修復，以及光伏發電及風電等新能源業務，於二零一七年五月八日在香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：1257)。光大綠色環保堅持以業務創新引領發展，率先在國內推出城鄉垃圾統籌處理項目。目前，本公司業務覆蓋中國16個省份、自治區以及香港特別行政區(「香港」)，並遠播德國。

依託中國光大集團股份公司(「中國光大集團」)這一堅實後盾及控股股東中國光大環境(集團)有限公司(「光大環境」)的強力支持，憑藉開發及運營多元化項目組合的豐富經驗和強大的市場拓展能力，本集團將繼續堅持「穩、進、實」的發展思路，不忘初心，牢記使命，為發展成為中國環保行業的翹楚不懈奮鬥。

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Corporate Information 公司資料

DIRECTORS

WANG Silian** (Chairman)
ZHU Fugang* (Chief Executive Officer)
WANG Dianer*
HUANG Chaoxiong*
SONG Jian**
MAO Jing**
CHOW Siu Lui***
YAN Houmin***
LI Huaqiang***

* Executive Director
** Non-executive Director
*** Independent Non-executive Director

COMPANY SECRETARY

CHOW Wing Man

REGISTERED OFFICE

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

CORPORATE HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3602, 36/F.
Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of China (Hong Kong) Limited
Bank of China Limited
Bank of Communications Co., Ltd. Hong Kong Branch
China Bohai Bank Co., Ltd. Hong Kong Branch
China Citic Bank International Limited
China Construction Bank (Asia) Corporation Limited
China Construction Bank Corporation
China Development Bank Corporation
China Everbright Bank Co., Ltd., Hong Kong Branch
China Minsheng Banking Corp. Ltd. Hong Kong Branch
Hang Seng Bank (China) Limited
Industrial and Commercial Bank of China (Asia) Limited
Industrial and Commercial Bank of China Limited
Industrial Bank Co., Ltd.
Mizuho Bank, Ltd., Hong Kong Branch
Nanyang Commercial Bank Limited
OCBC Wing Hang Bank Limited
Postal Savings Bank of China Co., Ltd.
The Bank of East Asia, Limited

董事

王思聯** (主席)
朱福剛* (行政總裁)
王殿二*
黃朝雄*
宋儉**
毛靜**
鄒小磊***
嚴厚民***
李華強***

* 執行董事
** 非執行董事
*** 獨立非執行董事

公司秘書

周詠雯

註冊辦事處

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

公司總部及 香港主要營業地點

香港
夏慤道16號
遠東金融中心
36樓3602室

主要往來銀行

中國農業銀行股份有限公司
中國銀行(香港)有限公司
中國銀行股份有限公司
交通銀行股份有限公司(香港分行)
渤海銀行股份有限公司香港分行
中信銀行(國際)有限公司
中國建設銀行(亞洲)股份有限公司
中國建設銀行股份有限公司
國家開發銀行股份有限公司
中國光大銀行股份有限公司香港分行
中國民生銀行股份有限公司香港分行
恆生銀行(中國)有限公司
中國工商銀行(亞洲)有限公司
中國工商銀行股份有限公司
興業銀行股份有限公司
瑞穗銀行有限公司(香港分行)
南洋商業銀行有限公司
華僑永亨銀行有限公司
中國郵政儲蓄銀行股份有限公司
東亞銀行有限公司

SOLICITORS

Grandall Law Firm (Beijing)
Zhonglun W&D Law Firm (Shenzhen)
Jingtian & Gongcheng LLP

AUDITOR

KPMG
Certified Public Accountants
Public Interest Entity Auditor
registered in accordance with the Accounting and
Financial Reporting Council Ordinance

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
17/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE

www.ebgreentech.com

PUBLIC RELATIONS

Citigate Dewe Rogerson

SHARE INFORMATION

Listed on the Main Board of
The Stock Exchange of Hong Kong Limited

Stock Code: 1257

律師

國浩律師(北京)事務所
北京市中倫文德(深圳)律師事務所
競天公誠律師事務所有限法律責任合夥

核數師

畢馬威會計師事務所
執業會計師
於會計及財務匯報局條例下的
註冊公眾利益實體核數師

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

股份過戶登記香港分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心
17樓

電子網址

www.ebgreentech.com

公關顧問

哲基傑訊

股份資料

香港聯合交易所有限公司
主板上市

股份代號：1257

Financial Highlights

財務摘要

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	Percentage Change 百分比 變動
RESULTS	業績			
Revenue	收益	6,976,892	7,416,973	-6%
EBITDA ⁽¹⁾	除利息、稅項、折舊 及攤銷前盈利 ⁽¹⁾	994,147	1,453,509	-32%
Loss attributable to equity shareholders of the Company	本公司權益股東應佔 虧損	(415,382)	(301,711)	38%
Return on shareholders' equity (%)	股東資金回報(%)	(4.00)	(2.60)	-1.40 ppt
Basic loss per share (HK cents)	每股基本虧損(港仙)	(20.10)	(14.60)	38%
FINANCIAL POSITION	財務狀況			
Total assets	資產總額	36,331,601	39,757,424	-9%
Total liabilities	負債總額	24,669,301	27,401,085	-10%
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益	9,609,839	11,271,227	-15%
Net asset value per share attributable to equity shareholders of the Company (HK\$)	本公司權益股東應佔每股 資產淨值(港幣元)	4.65	5.46	-15%
Cash and bank balances	現金及銀行結餘	1,673,716	2,378,783	-30%
Gearing ratio ⁽²⁾ (%)	資產負債比率 ⁽²⁾ (%)	67.90	68.92	-1.02 ppt
Current ratio (%)	流動比率(%)	125.40	111.90	13.50 ppt

(1) EBITDA is the profit for the year before deduction of interest, taxation, depreciation and amortisation.

(2) Gearing ratio is calculated by total liabilities over total assets.

(1) EBITDA即本年度除利息、稅項、折舊及攤銷前盈利。

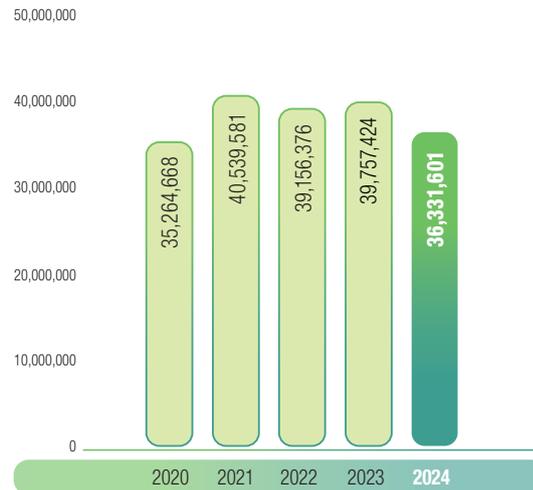
(2) 資產負債比率是按負債總額除以資產總額計算。

TOTAL ASSETS HK\$'000

資產總額 港幣千元

0.7%

Compound annual growth rate
複合年增長率

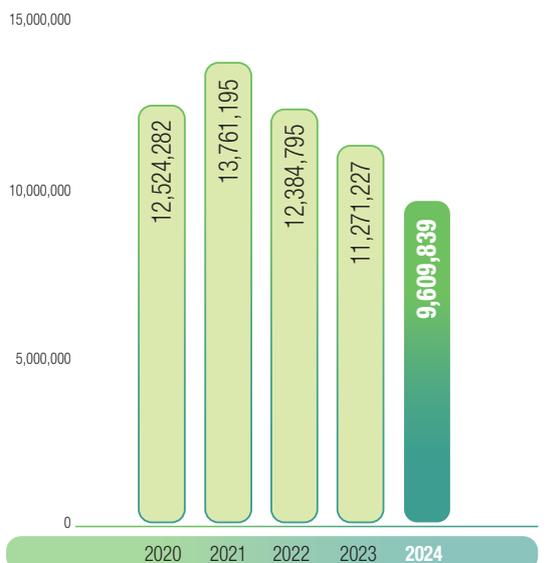


EQUITY ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY HK\$'000

本公司權益股東應佔權益 港幣千元

-6.4%

Compound annual growth rate
複合年增長率

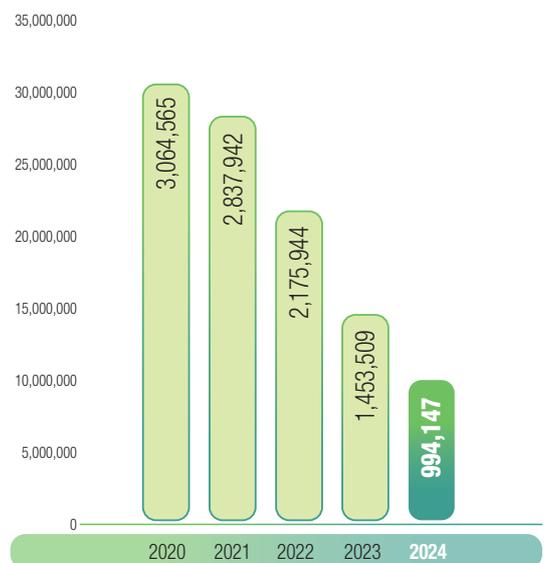


EBITDA HK\$'000

除利息、稅項、折舊及攤銷前盈利 港幣千元

-24.5%

Compound annual growth rate
複合年增長率



Corporate Milestones 企業大事概要

February

- The Rooftop Solar Power Project of South Seas Centre, Tsimshatsui, Kowloon officially commenced grid-connected power generation

March

- The Group announced its annual results for 2023

May

- Successful issuance of the 2024 first tranche green medium-term note for an amount of RMB1 billion

July

- Successful issuance of the 2024 second tranche medium-term note for an amount of RMB1 billion

August

- Received the “EcoChallenger” certificate and “5 Years + EcoPioneer” logo by the Federation of Hong Kong Industries and Bank of China (Hong Kong) for the sixth year in a row
- The first smart energy storage project in Baiyun District of Guangzhou, Guangdong Province — the Guangzhou Daily Distributed Energy Storage System — was successfully commissioned
- Garnered the Global Excellence ESG Award (2022–2023) by Yazhou Zhoukan for the third time for this reward
- The project in Huaiyuan, Anhui Province completed its first green power certificate trade at the Beijing Power Exchange Center that marked a new breakthrough in green certificate trading
- The Distributed Solar Power Project for public organisations in Gaochun District, Nanjing commenced grid-connected power generation

September

- The zero-carbon conversion at Changzhou Xinzha Industrial Park for Technology conducted by Shining Green Smart Energy (Changzhou) Limited* was awarded the carbon neutrality certificate evidencing compliance with the PAS2060 standard
- Everbright Ecological Remediation (Jiangsu) Limited (formerly known as Suntime Environmental Remediation CO., Ltd) was awarded the construction waste sorting and disposal project at the future campus area of Soochow University in Suzhou
- Successful issuance of the 2024 third tranche medium-term note for an amount of RMB1 billion

* For identification purpose only

2月

- 位於九龍尖沙咀南洋中心屋頂光伏項目投入運營併網發電

3月

- 本集團公佈2023年全年業績

5月

- 成功發行2024年度第一期綠色中期票據，發行規模為人民幣10億元

7月

- 成功發行2024年度第二期中期票據，發行規模為人民幣10億元

8月

- 連續第六次榮獲香港工業總會與中國銀行(香港)聯合頒發「環保優秀企業」證書及「5年+環保先驅」標誌
- 首個位於廣東省廣州市白雲區的智慧儲能項目 — 廣州日報經營分佈式儲能系統項目成功投運
- 榮獲《亞洲週刊》頒發全球卓越ESG大獎(2022–2023)，為第三度獲此殊榮
- 安徽省懷遠項目在北京電力交易中心完成首筆綠色電力證書交易，實現綠證交易新突破
- 位於南京市高淳區公共機構分佈式光伏發電項目投入運營併網發電

9月

- 光綠智慧能源(常州)有限公司對常州新闡科技工業園進行零碳改造，獲得符合PAS2060標準要求的碳中和證書
- 光大生態修復(江蘇)有限公司(前稱上田環境修復有限公司)中標蘇州蘇大未來校區毛垃圾篩分處置項目
- 成功發行2024年度第三期中期票據，發行規模為人民幣10億元

October

- Received the “Good Employer Charter” certificate and authorised to use the “Supportive Family-friendly Good Employer” 2024 logo after successfully passing the assessment of the Hong Kong Labour Department
- The Rooftop Solar Power Project (Batch One) in Sucheng Development Area commenced grid-connected power generation

November

- Awarded 3 awards, namely the “Outstanding ESG Environmental Performance Award”, “Outstanding ESG Corporate Governance Performance Award” and “ESG Commendation Certificate”, at the “Outstanding ESG Enterprises Recognition Scheme 2024” jointly presented by Sing Tao News Corporation and Hong Kong Polytechnic University
- Everbright Ecological Remediation (Jiangsu) Limited was awarded 20 land restoration projects for industrial enterprise polluted sites (Tender Section II) in Guanyun County Lingang Industrial Park

December

- EB Greentech Technology Services (Jiangsu) Limited officially established its presence in the power trading industry and conducted the historic “zero breakthrough” of the first electricity volume transactions in the three provinces of Jiangsu, Shandong and Anhui
- Products manufactured at the end-of-life tyre project in Huangshi received ISCC EU and ISCC PLUS accreditations in a major step towards fulfilling the commitment to environmental protection and sustainability
- Everbright Greentech entered into a cooperation framework agreement with Huai’an Guokong Investment Group Company Limited in connection with the construction and operation of zero-carbon industrial parks as part of our move to tap the smart energy sector

10月

- 成功通過香港勞工處的評審，獲得「好僱主約章」證書及「為你『家』友』好僱主」2024標誌的使用權
- 位於宿城開發區屋頂光伏發電項目（第一批）投入運營併網發電

11月

- 榮獲星島新聞集團與香港理工大學合辦的「ESG認證計劃暨嘉許禮2024」中頒發「ESG卓越環境表現專業獎」、「ESG卓越企業管治專業獎」及「ESG嘉許認證」三項殊榮
- 光大生態修復（江蘇）有限公司中標灌雲縣臨港產業區20個工業企業污染地塊土壤修復項目（二標段）

12月

- 光大綠色環保技術服務（江蘇）有限公司在江蘇、山東、安徽三省完成首筆電量交易，正式踏入電力交易行業，實現歷史性「零突破」
- 位於黃石市的廢舊輪胎項目相關產品獲得ISCC EU與ISCC PLUS雙重認證，為落實環保與可持續發展承諾邁出重要一步
- 與淮安國控投資集團有限公司簽訂合作框架協議，佈局智慧能源產業，建設運營「零碳園區」





Chairman's Statement

主席報告

Chairman's Statement 主席報告

DEVELOPMENT THROUGH INNOVATION —

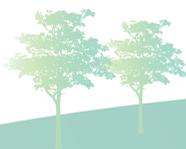
A New Journey of
Second-Stage Entrepreneurship

破局立新，綠創未來

開啟「二次創業」新征程



Chairman 主席
WANG Silian 王思聯



Year 2024 marked a year of critical battling for the “14th Five-Year Plan (“FYP”)”, during which the Chinese economy showcased quality enhancement amidst steady development, whilst green transformation was taking off in all directions. A series of guiding environmental policies, including the “Opinion on Generally Advancing the Building of the Beautiful China” and the “Opinion on Accelerating the Comprehensive Green Transition in Economic and Social Development”, were announced by the State, calling in no uncertain terms for resolute adherence to the paths of ecological priority and low-carbon green development underpinned by focused effort to drive comprehensive green transformation in economic and social development, as China entered a new stage of accelerating green qualitative development. In the presence of the twofold challenge presented by expedited evolution of the changing global scene coupled with deep adjustments for industries, the Group reported improvements in business resilience and build-up in strengths for business transformation in the completion of critical tasks against all odds, striving to achieve its goals against all odds in unwavering confidence with a strong focus on the principal business of “clean energy” in close tandem with major national development strategies and the overall principle of “empowerment through transformation and effectiveness through pragmatic work”, as it embarked on the new journey of Second-Stage Entrepreneurship.

二零二四年是「十四五」規劃攻堅之年，中國經濟發展穩中提質，綠色轉型縱深推進。國家《關於全面推進美麗中國建設的意見》《關於加快經濟社會發展全面綠色轉型的意見》等一系列引領性環保政策相繼出臺，明確指出要堅定不移走生態優先、綠色低碳發展道路，著力推動經濟社會發展全面綠色轉型，我國已步入加速綠色化高質量發展的全新階段。面對全球變局加速演進與行業深度調整的雙重挑戰，本集團緊緊圍繞國家重大發展戰略，牢牢把握「變革賦能，實幹實效」的工作總基調，聚焦「清潔能源」主責主業，錨定目標，堅定信心，迎難而上，在攻堅克難中實現業務韌性提升與轉型動能積蓄，踏入「二次創業」的新征程。

Focused on value creation to prevail in the new era in which “winning in operations is king”.

In 2024, the Group persisted in the management objective of “cost control and efficiency enhancement” as the core strategy for improving operational and economic efficiency. The Group persisted in identifying potentials within operations and worked diligently to bolster internal strengths on the basis of existing integrated biomass utilisation business against the backdrop of generally lacklustre sentiments in the industry. Through stronger efforts in key fuel control, delicacy management and technological empowerment, considerable resilience in production and operation was demonstrated throughout the year, the Group reported a 14% increase in the volume of power generation, 22% increase in the volume of waste treatment and an increase in the volume of heat supply by 700,000 tonnes. In connection with the hazardous and solid waste disposal business, the Group adopted proactive measures against the pressure of a continuous market downside, as it engaged in reform optimisation by way of market mechanism reforms, explorations in integrated landfill operation and adjustments to operational strategies, among others, to facilitate increments in market revenue, reduction in operating costs and improvements in soft management strengths. During the year, the Group issued three tranches of panda bonds at an interest rate representing the lowest level for similar types of panda bonds issued during the same period, indicating notable success in lowering our average annual financing interest rate.

聚焦價值創造，制勝運營為王新時代。二零二四年，本集團將「控本增效」管理目標貫穿始終，作為提升運營效能與經濟效益的核心策略。本集團堅持內部挖潛，以現有生物質綜合利用業務為根基，在行業整體低迷的情況下，苦練內功，通過強化燃料重點管控、運營精細化管理、提升科技賦能，全年生產運營呈現較大韌性，實現發電量增加14%，垃圾處置量增加22%，供熱量新增70萬噸。危廢及固廢處置業務面臨市場持續下行的壓力，本集團主動出擊，通過市場機制改革、填埋一體化運營探索、經營策略調整等方式開展優化改革，促進市場增收、運營降本及管理軟實力提升。年內本集團三期熊貓債發行利率均創同期同品種熊貓債新低，全年平均融資利率壓減成效顯著。



Staying focused on strategic transformation to fortify the foundation for qualitative development.

In terms of market development, the Group persisted in the principle of “prudence investment, scientific investment and efficient investment” as it addressed market volatility by maintaining its strategic focus. In tandem with the national strategy for energy security and “Dual Carbon” goal, the Group developed the strategic aim of becoming a clean energy operator boasting new-quality productivity and core competitive strengths, as it secured 14 new premium projects and entered into 1 supplementary agreement for county-wide solar power during the year to attain new strategic breakthroughs in Guangdong and Yunnan. In the meantime, the Group focused on project implementation in the three principal segments of “zero-carbon industrial park”, environmental remediation and extended business, as it reported successful development of Changzhou Zhonglou Zero-carbon Industrial Park, the first PAS2060-compliant project in Changzhou, completed the first electricity trading under the electricity sale business and achieved new breakthroughs in green certificate trade to generate new driving force for business mix optimisation.

Expediting innovation-driven initiatives to develop technologies that empower new advantages.

The Group persisted in the commercialisation of achievements in technology research and development (“R&D”) as it focused its effort on the research of an array of frontier new technologies, such as biomass boiler combustion optimisation and ultra-low fume emission technologies, among others, in close tandem with its integrated biomass utilisation business during the year, further enhancing its leading position in the industry with projects such as “Integrated Technology for SCR Desulfurisation and Denitration under Medium-to-high Temperature for Biomass Boiler” which had attained internationally advanced standards. In the meantime, the Group accurately identified high-value recycling of biomass wastes as the direction for its research, as the construction of its first biomass gasification project officially commenced, whilst it deployed for the R&D of “Zero-carbon Industrial Park + Virtual Power Plant” technologies with the successful building of an energy and carbon management platform to forge a solid technological foundation for the Group’s business transformation. The Group’s R&D showcase projects progressed in a steady manner in consistent adherence to advanced standards underpinned by “technical feasibility, market visibility, observable benefits, controllable risks and replicable models”.

錨定戰略轉型，築牢高質量發展根基。本集團市場拓展堅持「謹慎投資、科學投資、有效投資」的原則，以戰略定力應對市場波動。本集團圍繞國家能源安全戰略及「雙碳」目標，以打造具備新質生產力和核心競爭力的清潔能源運營商為戰略目標，全年共取得14個新簽優質項目及簽署1份整縣光伏補充協議，實現廣東、雲南市場戰略性新突破。同時，本集團聚焦「零碳園區」、環境修復及業務延伸三大領域的項目實施，成功打造常州市首個符合PAS2060認證標準的常州鐘樓零碳園區，實現首筆售電業務電量交易及綠證交易新突破，為業務結構優化注入新動能。

加速創新驅動，構建技術賦能新優勢。本集團堅持科技研發的成果運用導向，於年內緊扣生物質綜合利用業務，集中力量開展了生物質鍋爐燃燒優化、煙氣超低排放技術等一系列前沿新技術的研究工作，「生物質鍋爐中高溫SCR高塵脫硫硝集成技術」達國際先進水平，進一步鞏固了在行業內的領先優勢。同時，本集團精準立足生物質高值化利用研究方向，首個生物質氣化項目正式落地建設，佈局「零碳園區+虛擬電廠」技術研發，成功搭建能碳管理平台，為本集團的業務轉型築牢了堅實的技術根基。本集團研發示範項目始終遵循「技術可行、市場可見、效益可觀、風險可控、模式可複製」的高標準穩步推進。

Fortifying risk defense by constructing a new protective barrier for safe development. During the year, the Group increased its effort in setting accountability for risk prevention and mitigation to facilitate coordination in development and safe production. Under the leadership of the Company's management, active effort was made to liaise with the competent authorities under various State ministries and commissions, resulting in a considerable increase in percentage terms in the collection of national tariff subsidies. Systematic improvements were also reported in the collection of trade receivables other than national tariff subsidies by implementing the "special responsible person, special responsible team" management mechanism, as the recovery ratio increased by 6 percentage points compared to 2023. The Group made vigorous moves to emphasize safe production management throughout the entire operational chain in relation to system, inspection, technology and staff, completing more than 3,000 cases of hazard rectifications in a "gratifying best year" in terms of safety status.

Deepening critical reforms to inspire fresh vigour for organisational development. The Group was breaking new ground with a resolve for reform prepared to make changes from within, as it deepened the reform of its institutions and mechanisms whilst optimising and adjusting its organisational regime with the building of an efficient structure featuring "1 headquarters + 2 centres + 2 directly-affiliated empowering subsidiaries", such that duties were more clearly delegated, work allocation was more specific and efficiency was enhanced. The Group pioneered in implementing the mechanism of "demotion as well as promotion" for officers whilst conducting open recruitment of project management teams and increasing the proportion of young officers, resulting in fresh motivation and vigour on the part of the officer teams. Through ongoing improvements in talent grooming, management regimes and the incentive mechanism, the Group has fostered a culture of competence characterised by "a practical approach favouring instant actions" and offered strong motivation for business venture among staff.

築牢風險防線，構建安全發展新屏障。本集團於年內加大力度落實防範化解風險責任，統籌發展和安全生產工作。本公司管理層牽頭積極對接國家部委主管部門，推動回收國補資金增幅可觀。通過落實「專人專班」管理機制，非國補應收賬款回收情況有序改善，回收率較二零二三年提升6個百分點。本集團大舉推動從制度、檢查、技術及人員等環節全鏈條緊抓安全生產管理，全年整治事故隱患3,000餘項，實現安全形勢「最佳年度」可喜成績。

深化改革攻堅，激發組織發展新活力。本集團以刀刃向內的改革魄力破局開路，深化體制機制改革，優化調整組織體系，構建「1個總部+2個中心+2個直屬賦能公司」的高效架構，讓職責更清晰，分工更明確，效率更提高。本集團率先推動幹部「能上能下」機制落地，大舉實施項目管理團隊公開競聘，加大年輕幹部提拔任用比例，幹部隊伍煥發新氣象。通過不斷完善人才培養、管理體系和激勵機制，營造「真抓實幹、馬上就辦」的執行力文化，充分激發廣大員工幹事創業熱情。

Chairman's Statement 主席報告

The Group owes its development to the hard work and dedication of each and every employee, as well as kindness and support on the part of all shareholders of the Company (the "Shareholders"). On behalf of board of directors ("Director(s)") of the Company (the "Board"), I would like to express sincere appreciation to the Shareholders and the public for their longstanding trust and support shown to the Group. Sincere thanks are also due to all colleagues of the Group for their hard work and endeavours during the past year.

We are also clearly aware that the difficulties ahead are manifold, given the slowdown in macro-economic recovery and the industrial reshuffling driven by deep correction in the demand-supply structure of the environmental sector. The Group's hazardous and solid waste business continues to be subject to uncertainties in the market, whilst the cultivation of new-quality productivity requires further acceleration. Nevertheless, where there are challenges, opportunities will also abound. The Board has taken into full consideration the above factors and has made active and effective plans in response.

本集團的發展，離不開每一位員工的辛勤付出，也凝聚著全體股東的厚愛和支持！藉此機會，本人謹代表本公司董事（「董事」）會（「董事會」）向各位股東、社會各界人士長期給予本集團的信任和 support 致以由衷謝意！同時，對本集團全體同仁在過去一年的辛勤努力表示誠摯感謝！

我們也清醒的認識到，擺在面前的困難並不單一，宏觀經濟復蘇動能趨緩，環保產業供需結構深度調整催生行業洗牌，本集團危固廢業務仍然面臨市場不確定性困局，新質生產力培育進程仍需加快，但挑戰中亦孕育機遇，對此，董事會已有充分考慮，並作出了積極有效的應對部署。

In this new journey for the environmental business where opportunities as well as challenges are present, the Group will continue to focus on reformation and innovation and enhance its management quality and efficiency, as it actively addresses challenges in the market and seizes opportunities presented by government policies and arising from the Company's development with the benefit of astute insights into industry trends, scientific business deployment and enhanced risk assessment and strategic adjustments. In the future, we will build with vigorous effort a talent team characterised by a strong awareness for compliance, the audacity to undertake responsibilities and visionary imagination, from which a formidable combined force will be drawn for the benefit of qualitative development. In persistent adherence to the principle of delivering value and in active tandem with national strategies, the Group will be engaged in meticulous operation of the clean energy business to contribute more Everbright power towards the building of a Beautiful China and the acceleration of general green transformation in economic and social development.

WANG SILIAN

Chairman of the Board

Hong Kong, 18 March 2025

在機遇與挑戰並存的環保事業新征程中，本集團將持續聚力改革創新，提升管理質效，精准洞察行業趨勢，科學佈局，加強風險評估與策略調整，積極應對市場挑戰，搶抓政策和發展機遇。在未來的發展中，我們將積極打造一支「懂規矩」、「敢擔當」、「有夢想」的人才隊伍，凝聚起高質量發展的強大合力。本集團始終堅持價值創造，積極順應國家戰略，精耕細作清潔能源事業，為建設美麗中國及加快經濟社會發展全面綠色轉型貢獻更多的光大力量！

王思聯

董事會主席

香港，二零二五年三月十八日



Management Discussion And Analysis

管理層討論
及分析



Management Discussion and Analysis 管理層討論及分析

OPERATING RESULTS

Year 2024 marked a year of critical battling in the implementation of China's "14th FYP". "Winning critical battles and overcoming hurdles" represented a key catchphrase in China's economic development, as the nation addressed various challenges, such as insufficient domestic demand coupled with production and operational difficulties for certain enterprises, against the deepened adverse impact of lacklustre global economic growth and changes in the external environment. Nevertheless, the fundamental conditions and trends underpinning the long-term positive outlook of the Chinese economy remain unchanged, given its solid foundation, multi-faceted advantages, strong resilience and formidable potential. The hard-earned overall stability and steady advancement for the Chinese economy has been achieved against adverse and volatile conditions.

In 2024, the Group addressed changes with active efforts against extremely testing conditions for the traditional environmental protection business amidst the lingering impact of market corrections and policy adjustments. Given the overwhelming impact of policy adjustment, the Group resorted to a prudent approach poised for potential market opportunities and focused on the central mission of "reinforcing principal businesses and driving transformation", ensuring stability for the Company's existing businesses in integrated biomass utilisation, hazardous and solid waste treatment and environmental remediation. The Group also actively establishing presence in clean energy as a core principal operation to address the requirements of developments in the new stage in active adherence to national development strategies, to break the constraints of traditional business models and introduce innovative technologies and commercial models to drive qualitative development of the Company on the back of new-quality productivity.

The Group is principally engaged in the businesses of integrated biomass utilisation, hazardous and solid waste treatment, environmental remediation, solar energy and wind power. As of 31 December 2024, the Group had 144 environmental protection projects with a total investment of approximately RMB31.014 billion and had undertaken 67 environmental remediation projects in aggregate with a total contract amount of approximately RMB1.727 billion.

經營業績

二零二四年是我國實施「十四五」規劃的攻堅之年，「攻堅克難」是中國經濟的一大關鍵詞，全球經濟增長乏力，外部環境變化帶來的不利影響加深，我國經濟運行仍面臨國內需求不足、部分企業生產經營困難等挑戰。儘管如此，我國經濟基礎穩、優勢多、韌性強、潛能大，長期向好的支撐條件和基本趨勢沒有變。中國經濟劈波斬浪，實現了總體平穩、穩中有進，實屬來之不易。

二零二四年，在市場與政策調整影響持續，傳統環保業務面臨困境的嚴峻考驗下，本集團積極應變，在政策調整的浪潮裏穩紮穩打，蓄勢待發，以「穩主業、促轉型」為中心任務，穩住本公司現有生物質綜合利用、危固廢處理及環境修復業務。本集團亦積極圍繞國家發展戰略，立足新階段的發展需要，積極佈局「清潔能源」主業為核心，打破傳統業務模式的局限，創新技術與商業模式，以新質生產力推動本公司高質量發展。

本集團主營業務包括生物質綜合利用、危廢及固廢處置、環境修復、光伏發電及風電等。截至二零二四年十二月三十一日，本集團已落實環保項目144個，總投資額達約人民幣310.14億元，累計承接環境修復項目67個，涉及總合同金額約人民幣17.27億元。

Management Discussion and Analysis 管理層討論及分析

In terms of market development, the Group secured 14 new projects and entered into 1 county-wide solar power supplemental agreement during the year under review, involving an additional total investment of approximately RMB300 million and environmental remediation projects with a total contract amount of approximately RMB134 million. Such new projects included 1 integrated biomass utilisation project, 4 zero-carbon industrial park projects and 9 environmental remediation projects. In terms of project scale, the installed capacity for solar power generation was increased by 56.46 MW coupled with an additional 12.2MW/24.4MWh storage capacity, while the designed capacity for steam supply was increased by approximately 450,000 tonnes per annum.

During the year under review, the Group operated in close tandem with the national strategic objective of “Dual Carbon” and strategy of energy security against the backdrop of macro-economic pressure and tightening policy directions, showcasing robust resilience for development as it stepped with efforts in innovation-driven business transformation. With strong focus on the three core segments of smart energy, environmental remediation and extended business, the Group completed zero-carbon industrial park projects with an aggregate capacity of 68.66MW involving total investment of approximately RMB216 million and has successfully built Changzhou Zhonglou Zero-carbon Industrial Park as the first PAS2060-compliant project in Changzhou to become an optimised and upgraded version 2.0 of “Zero-carbon Industrial Park”. The Group sought to promote the construction of zero-carbon industrial parks on the back of zero-carbon industrial park accreditation, as zero-carbon industrial park showcase projects were implemented in Jiangsu and Guangdong. In response to the Climate Action Plan 2050 announced in Hong Kong, the Group was also engaged in active project development in Hong Kong. During the year under review, the rooftop solar power project of South Seas Centre, Tsimshatsui, Kowloon commenced grid-connected power generation upon completion. Meanwhile, breakthrough was reported in new direction power trading business of the Group as contracts involving power generation of approximately 700 million kWh were signed, signifying the Group’s growing presence in the energy sector. The Group signed 9 new projects in the environmental remediation sector while establishing the Group’s presence along the eco-agricultural industry chain, such as in the business of biomass ash-based organic fertilisers. In connection with extended traditional business, the heat supply capacity of the biomass projects was increased by 450,000 tonnes/year through trial operation of the gasified boiler and pipeline network expansion, contributing to significant improvements in cash flow generated by biomass projects. Moreover, the Group will continue to focus on “clean energy” and “zero-carbon industrial park” and plan for its business deployment on the back of sophisticated analysis and research with the benefit of a broadened mindset as guided by government policies.

市場拓展方面，於回顧年度內，本集團共取得14個新項目及簽署1份整縣光伏補充協議，涉及新增總投資額約人民幣3.00億元及環境修復項目合同總金額約人民幣1.34億元。新項目包括1個生物質綜合利用項目、4個零碳園區類項目和9個環境修復項目。項目規模方面，新增光伏發電裝機規模56.46兆瓦，新增儲能規模12.2兆瓦/24.4兆瓦時，新增設計蒸汽供應能力約每年45萬噸。

於回顧年度內，本集團在宏觀經濟承壓、政策導向趨緊的背景下，緊扣國家「雙碳」目標與能源安全戰略，以創新驅動業務轉型升級，展現了強勁的發展韌性。聚焦智慧能源、環境修復及業務延伸三大核心領域，本集團完成零碳園區類規模達68.66兆瓦，涉及總投資約2.16億元，並成功打造常州市首個符合PAS2060認證標準的常州鐘樓零碳園區，優化迭代「零碳園區」模式打造2.0版本，實現以零碳園區認證帶動零碳園區建設的推廣方式，推動零碳園區示範項目落地江蘇、廣東。為回應香港《氣候行動藍圖2050》，本集團也積極拓展香港項目。於回顧年度內，位於九龍尖沙咀南洋中心的屋頂光伏項目已建成投運併網發電。同時，本集團的新方向電力交易業務實現突破，簽約電量約7億度，標誌著本集團在能源領域的進一步佈局。環境修復領域新項目簽約9個，同步佈局生物質灰渣製有機肥等生態農業產業鏈。傳統業務延伸方面，生物質項目通過氣化爐試點與管網擴建，新增供熱能力45萬噸/年，顯著改善是生物質項目現金流。此外，本集團將持續關注「清潔能源」及「零碳園區」方向，根據政策導向，拓展思維邊界，深度剖析研判，統籌規劃佈局。

Management Discussion and Analysis 管理層討論及分析

In terms of project construction, the Group was steadily enhancing its competence in engineering construction as it forged intensive engineering teams during the year under review by adjusting work allocation to ensure close association of engineering construction with the requirements of project operations. During the year under review, the Group had 17 projects completed construction and commenced operation. As of 31 December 2024, the Group had 23 projects under construction or implementation, including 1 integrated biomass utilisation project, 3 hazardous and solid waste treatment projects, 17 environmental remediation projects and 2 solar energy projects. With a strong emphasis on construction safety, construction quality and work scheduling for projects under construction, the Group has enhanced the management standard at project sites through ongoing optimisation of its construction management system and attained the annual targets in production safety for projects under construction.

In terms of technology R&D, the Group persisted in innovation-driven high-quality development, as it empowered the quality and efficiency enhancement of project operations and the Company's transformation through technological innovation. During the year under review, the Group commenced research in ultra-low fume emission technology for biomass boiler, biomass boiler combustion optimisation technology, integrated biomass ash utilisation technology and end-of-life tyre recycling technology, among others, in connection with its traditional business, among which its "Integrated Technology for SCR Denitration under Medium-to-high Temperature for Biomass Boiler" was given an "internationally advanced" rating following assessment and put to application in a number of biomass boilers operated by the Group with notable results. Moreover, the Group also commenced research on the "Zero-carbon Industrial Park + Virtual Power Plant" model, biomass-based natural gas technology, biomass glycation technology, bundled straw gasified coupling combustion boiler heat supply technology, and carbon capture, utilisation and storage (CCUS) technology to stock up new power for the transformation and development of the Group. Meanwhile, the Group participated in government research projects such as Technology and Equipment for Low-energy consumption and High-efficiency Coordinated Treatment of Industrial Boiler Fume and Multiple Pollutants, as well as Research and Development of Key Technologies for Equipment for Synthesis and Application of High-stability Solid Amine CO₂ Capture Materials. In connection with commercialisation, the Group completed the preparation and publication of 2 group standards, while garnering 2 provincial ministerial grade awards and 4 social technology awards for its technological achievements. As of 31 December 2024, the Group held 118 authorised patents, including 48 invention patents, 65 utility model patents and 5 software copyrights.

工程建設方面，於回顧年度內，本集團通過業務分工調整，打造集約型工程建設團隊，將工程建設與項目運營需求緊密結合，工程建設能力穩步增強。於回顧年度內，本集團完工及投運項目17個。截至二零二四年十二月三十一日，本集團在建或執行中的項目共23個，包括1個生物質綜合利用項目、3個危廢及固廢處置項目、17個環境修復項目及2個光伏發電項目。本集團高度重視在建項目施工安全、建造質量和建設進度，通過不斷優化工程管理制度，提高施工現場管理水平，實現在建項目全年安全生產的目標。

技術研發方面，本集團堅持創新驅動高質量發展，通過技術創新賦能項目運營提質增效以及本公司轉型發展。於回顧年度內，本集團圍繞傳統業務開展了生物質鍋爐煙氣超低排放技術、生物質鍋爐燃燒優化技術、生物質灰渣綜合利用技術、廢舊輪胎資源化技術等研究工作，其中「生物質鍋爐中高溫SCR高塵脫硝集成技術」經評價達到「國際先進水平」，該項技術在本集團內多台生物質鍋爐上得到應用，並取得了顯著效益。此外，本集團還開展了「零碳園區+虛擬電廠」模式開發、生物質製天然氣技術、生物質糖化技術、整捆秸稈氣化耦合燃燒鍋爐供熱技術、碳捕集利用與封存(CCUS)技術等研究工作，為本集團轉型發展積蓄新動能。同時，本集團還參與了《工業鍋爐煙氣多污染物低能耗高效協同治理技術及裝備》和《高穩定固態胺CO₂捕集材料合成與應用裝備關鍵技術研發》等政府科研項目。在成果轉化方面，本集團完成2項團體標準的編製與印發，相關技術成果榮獲省部級獎項2項，社會科技獎4項。截至二零二四年十二月三十一日，本集團共持有授權專利118項，包括發明專利48項，實用新型專利65項，軟件著作權5項。

In terms of operational management, the Group implemented a range of measures during the year focused energy conservation and consumption reduction, quality and efficiency enhancement as well as green resource exploration whilst engaged in the “One Enterprise, One Policy” initiative in localised assistance to provide pinpoint assistance to 8 projects that operated at underwhelming efficiency, resulting in improvements for all such projects and invaluable experiences to be shared with other operations. The Group further explored local fuel resources, optimised fuel procurement and transportation schemes, shortened transit distance and significantly reduced unit fuel costs. The Group also continued to pursue quality and efficiency enhancement while increasing effort in customer development for heat consumption to unlock potential demand for heat supply, as heat supply for the year grew by 30%, year-on-year, in volume. In the meantime, in active response to national policies, the Group actively participated in green power certificate trading and completed the transaction of approximately 30,000 green certificates (each representing 1,000 kWh of green electricity) during the year in further enhancement of the Group’s image as a green enterprise and its competitiveness in the market. Through a range of technology upgrade and management enhancement measures, the Group was consistently optimising the operating power consumption levels of hazardous waste incineration projects as well as the costs for fuel replenishment and disposal of secondary hazardous wastes, as in achieving effective reduction in the unit cost of operating hazardous waste projects. Furthermore, the Group launched optimisation and innovation reforms and carried out through market mechanism reform, explorations in integrated landfill operation and adjustments to operating strategies have together contributed to a 39% year-on-year increase in the volume of hazardous waste acquisition for the year.

在運營管理方面，本集團以節能降耗、提質增效、綠色開源為著力點，於年內實施了一系列舉措，推行了「一企一策」蹲點支援，針對經營低效的8個項目進行精準支援，所有項目均有所改善，並形成了可推廣的寶貴經驗。本集團通過進一步深挖本地燃料資源，優化燃料採購和運輸方案，縮短運輸距離，顯著降低燃料單位成本。本集團亦持續開展提質增效工作，加大力度開發用熱客戶，深挖潛在供熱需求，本年度供熱量同比增長30%。同時，本集團積極回應國家政策，積極參與綠色電力證書交易，本年度共完成約3萬張綠證交割（每張綠證對應1,000度綠電），進一步提升本集團綠色形象，增強市場競爭力。通過一系列技改措施和管理提升，不斷優化危廢焚燒運行電耗、補燃及次生危廢處置成本，實現危廢運營項目單位成本有效降低。另外，本集團通過市場機制改革、填埋一體化運營探索、經營策略調整等方面開展優化創新改革，促使全年危廢收購量同比增加39%。

Management Discussion and Analysis 管理層討論及分析

In connection with safety and environmental (“S&E”) management, the Group continued to introduce improvements to its S&E management regime to drive ongoing enhancements in the internal and external management of environmental, safety and occupational health matters through systematic, standardised and precise management, with a view to maximum control over relevant risks and elimination of management deficiencies. The Group achieved the “double zero” (zero safety incidents and zero environmental incidents) target for the year under review, providing solid safety assurance for corporate development. During the year under review, the Group continued to fulfill its responsibility to open its environmental protection facilities to the public with more intensive actions, as flue emission and sewage discharge data of all projects in operation, among others, were synchronised with and instantly uploaded to government regulatory platforms, while environmental impact assessment reports and environmental surveillance data of projects were also made available to the public via various media for governmental and public supervision. As of 31 December 2024, a total of 35 projects of the Company were officially opened to the public and 157 offline open-to-the-public activities were held, receiving a total of 3,748 visitors.

In 2024, the Group continued to advance practices of sustainability with the incorporation of environmental, social and governance (“ESG”) principles into its strategic planning and business operation. Profoundly aware of the risks and opportunities for its business associated with climate change, the Group was driving low-carbon transformation of its business on an ongoing basis to seize opportunities for development and further enhance its climate resilience and competence in sustainable development. In recognition of its outstanding ESG performance, the Group received 5 honours during the year under review, including the third “Global Excellence ESG Award (2022–2023)” from Yazhou Zhoukan, “EcoChallenger” Certificate in the BOCHK Corporate Low-Carbon Environmental Leadership Awards 2023 jointly organised by the Federation of Hong Kong Industries and Bank of China (Hong Kong), and 3 awards under the Outstanding ESG Enterprises Recognition Scheme 2024 jointly presented by Sing Tao News Corporation and Hong Kong Polytechnic University, namely, the “Outstanding ESG Environmental Performance Award”, “Outstanding ESG Corporate Governance Performance Award” and “ESG Commendation Certificate”. For a detailed description of the ESG governance, strategies and risks, please refer to the 2024 sustainability report of the Company.

安全與環境(「安環」)管理方面，本集團不斷改進安環管理體系，推動環境、安全和職業健康等內外部管理的不斷提升，系統化、規範化和精準管理，最大限度管控相關風險，消除管理缺陷。本集團於回顧年度內實現「雙零」(零安全事故、零環境事件)目標，為企業發展夯實安全保障。本集團於回顧年度內繼續深化落實環保設施向公眾開放責任，旗下所有運營項目的煙氣、污水排放等資料均與政府監管平台聯網實時上傳，亦通過各種媒體途徑對項目環境影響評價報告、環境監測資料等進行公示，接受政府與公眾的監督。截至二零二四年十二月三十一日，本公司正式開放項目共35個，累計開展線下公眾開放活動157次，共接待3,748人次。

二零二四年，本集團繼續推進可持續發展實踐，將環境、社會及管治(「ESG」)理念融入戰略規劃和業務經營。本集團深刻認識到氣候變化對業務帶來的風險和機遇，同時持續推進業務低碳轉型、緊抓發展機遇，進一步提高本集團的氣候韌性及可持續發展能力。憑藉在ESG領域的優秀表現，本集團於回顧年度內獲得5項榮譽，包括第三度榮獲《亞洲週刊》「全球卓越ESG大獎(2022–2023)」，獲香港工業總會與中國銀行(香港)聯合主辦的中銀香港企業低碳環保領先大獎2023中的「環保優秀企業」證書，以及獲星島新聞集團與香港理工大學聯合頒發ESG認證計劃暨嘉許禮2024的「ESG卓越環境表現專業獎」、「ESG卓越企業管治專業獎」及「ESG嘉許認證」3項殊榮。而有關ESG的管治、策略及風險等詳盡描述請參閱本公司二零二四年可持續發展報告。

Management Discussion and Analysis 管理層討論及分析

For the year ended 31 December 2024, the revenue of the Group decreased by 6% to approximately HK\$6,976,892,000 from HK\$7,416,973,000 for 2023. Earnings before interest, taxes, depreciation and amortisation (“EBITDA”) decreased by 32% to approximately HK\$994,147,000 compared to HK\$1,453,509,000 for 2023. Loss attributable to equity shareholders of the Company for the year increased by 38% to approximately HK\$415,382,000 from loss attributable to equity shareholders of the Company of approximately HK\$301,711,000 for 2023. Basic loss per share for 2024 was HK20.10 cents, HK5.50 cents more compared to basic loss per share of HK14.60 cents for 2023. The Group was backed by ready access to various financing options and ample cash flow with sound financial indicators. As at the end of the year, cash and bank balances amounted to approximately HK\$1,673,716,000 and total bank loan facilities amounted to HK\$20,951,591,000, including unutilised bank loan facilities of HK\$6,831,718,000. The aggregate amount of available cash and unutilised bank loan facilities was approximately HK\$8,505,434,000.

During the year under review, the weaker-than-expected recovery of the domestic hazardous and solid waste treatment market, the keen competition in the industry, the continuous decline in unit treatment fee and certain projects continued to operate at a loss, causing impairment losses on intangible assets, property, plant and equipment, goodwill and right-of-use assets, resulting in an increase in loss attributable to equity shareholders of the Company.

The Group recorded impairment losses on intangible assets, property, plant and equipment, goodwill and right-of-use assets with the aggregate amount of HK\$1.175 billion for the year ended 31 December 2024, as compared to impairment losses on intangible assets, property, plant and equipment and right-of-use assets with the aggregate amount of HK\$656 million for the year ended 31 December 2023.

In May 2024, the Company completed the issuance of the 2024 first tranche of green medium-term note in the People’s Republic of China (“PRC”), namely the “China Everbright Greentech Limited 2024 First Tranche Green Medium-term Note” (the “2024 First Tranche Green Medium-term Note”) for a principal amount of RMB1 billion with a maturity period of 3+2 years at a coupon rate of 2.34% per annum for the initial three interest-bearing years. The proceeds from issuance of the 2024 First Tranche Green Medium-term Note will be used for the repayment of the Group’s interest-bearing debts, replenishment of the Group’s working capital and/or investment in and construction of the Group’s environmental protection projects and for other business development purposes.

截至二零二四年十二月三十一日，本集團錄得收益約港幣6,976,892,000元，較二零二三年之港幣7,416,973,000元減少6%。除利息、稅項、折舊及攤銷前盈利（「除利息、稅項、折舊及攤銷前盈利」）約港幣994,147,000元，較二零二三年之港幣1,453,509,000元減少32%。本年度本公司權益股東應佔虧損約港幣415,382,000元，較二零二三年之本公司權益股東應佔虧損約港幣301,711,000元增加38%。二零二四年每股基本虧損為20.10港仙，較二零二三年之每股基本虧損14.60港仙增加5.50港仙。本集團融資管道暢通，資金充裕，各項財務指標穩健。截至本年年底現金及銀行結餘約港幣1,673,716,000元，銀行貸款總額度為港幣20,951,591,000元，其中，未使用銀行貸款額為港幣6,831,718,000元。可動用現金及未使用銀行貸款額共達約港幣8,505,434,000元。

於回顧年度內，國內危廢及固廢處置市場復蘇不及預期，行業競爭大，處置單價持續下滑，若干項目經營持續虧損，以致無形資產、物業、廠房及設備、商譽及使用權資產耗損虧損，導致本公司權益股東應佔虧損增加。

截至二零二四年十二月三十一日，本集團錄得無形資產、物業、廠房及設備、商譽及使用權資產耗損虧損合共港幣11.75億元，而截至二零二三年十二月三十一日止年度則錄得無形資產、物業、廠房及設備及使用權資產耗損虧損合共港幣6.56億元。

於二零二四年五月，本公司於中華人民共和國（「中國」）完成發行二零二四年度第一期綠色中期票據，即「中國光大綠色環保有限公司二零二四年度第一期綠色中期票據」（「二零二四年度第一期綠色中期票據」），本金額為人民幣10億元；期限為三加兩年；前三個計息年度內票面利率為每年2.34%。發行二零二四年度第一期綠色中期票據所得款項將用於償還本集團的有息債務、補充本集團的營運資金及／或投資和建設本集團的環保項目及其他業務發展用途。

Management Discussion and Analysis 管理層討論及分析

In July 2024, the Company completed the issuance of the 2024 second tranche of medium-term note in the PRC, namely the “China Everbright Greentech Limited 2024 Second Tranche Medium-term Note” (the “2024 Second Tranche Medium-term Note”) for a principal amount of RMB1 billion with a maturity period of 5 years at a coupon rate of 2.24% per annum. The proceeds from issuance of the 2024 Second Tranche Medium-term Note will be used for the repayment of the Group’s interest-bearing debts, replenishment of the Group’s working capital and/or investment in and construction of the Group’s environmental protection projects and for other business development purposes.

In September 2024, the Company completed the issuance of the 2024 third tranche of medium-term note in the PRC, namely the “China Everbright Greentech Limited 2024 Third Tranche Medium-term Note” (the “2024 Third Tranche Medium-term Note”) for an issuance amount of RMB1 billion. The issuance term was 3+N years, which shall remain valid indefinitely until being redeemed by the Company pursuant to the issuance terms, and shall mature upon redemption by the Company in accordance with the issuance terms. The fixed coupon rate for the initial three interest-bearing years was 2.43% per annum. The coupon rate shall be reset on the date of expiry of the initial three interest-bearing years, and then on the date falling every three years after such date (each a “Coupon Rate Reset Date”). The Company has the right to redeem the 2024 Third Tranche Medium-term Note at face value (including all deferred coupons and the yield thereof (if any)) on the first Coupon Rate Reset Date or on relevant interest payment date thereafter. The proceeds from issuance of the 2024 Third Tranche Medium-term Note will be used for the repayment of the Group’s interest-bearing debts, replenishment of the Group’s working capital and/or investment in and construction of the Group’s environmental protection projects and for other business development purposes. Upon completion of the issuance of the 2024 Third Tranche Medium-term Note, the Company’s application for registration to the National Association of Financial Market Institutional Investors (“NAFMII”) in April 2023 for the registration of the multiple types of debt financing instruments (“DFI”) with a registered principal amount of not more than RMB5 billion has been fully utilised.

In December 2024, the Company received the notice of registration acceptance issued by the NAFMII in respect of the Company’s application for registration and proposed issuance of multiple types of DFI with a registered principal amount of not more than RMB8 billion in the national inter-bank bond market in the PRC, and such registered principal amount shall be valid for 2 years from the date of the notice of registration acceptance, being 19 December 2024. The targeted subscribers for the DFI are institutional investors in the national inter-bank bond market. The DFI are traded in the national inter-bank bond market.

於二零二四年七月，本公司於中國完成發行二零二四年度第二期中期票據，即「中國光大綠色環保有限公司二零二四年度第二期中期票據」（「二零二四年度第二期中期票據」），本金額為人民幣10億元；期限為五年；票面利率為每年2.24%。發行二零二四年度第二期中期票據所得款項將用於償還本集團的有息債務、補充本集團的營運資金及／或投資和建設本集團的環保項目及其他業務發展用途。

於二零二四年九月，本公司於中國完成發行二零二四年度第三期中期票據，即「中國光大綠色環保有限公司二零二四年度第三期中期票據」（「二零二四年度第三期中期票據」），發行金額為人民幣10億元；發行期限為3+N年，於本公司依照發行條款的約定贖回之前長期存續，在本公司依據發行條款約定贖回時到期；前三個計息年度的固定票面年利率為2.43%。票面利率將於前三個計息年度屆滿之日重置，其後於該日後每三年（各自為「票面利率重置日」）重置。本公司有權於首個票面利率重置日或其後相關付息日，按面值贖回二零二四年度第三期中期票據（包括所有遞延票息及其孳息（如有））。發行二零二四年度第三期中期票據所得款項將用於償還本集團的有息債務、補充本集團的營運資金及／或投資和建設本集團的環保項目及其他業務發展用途。二零二四年度第三期中期票據發行完成後，本公司於二零二三年四月向中國銀行間市場交易商協會（「交易商協會」）申請註冊總金額不高於人民幣50億元的多品種債務融資工具（「債務融資工具」）之註冊本金已全部使用完畢。

於二零二四年十二月，本公司收到由交易商協會就本公司申請註冊及建議於中國的全國銀行間債券市場發行總金額不高於人民幣80億元的多品種債務融資工具而發出的接受註冊通知書，而此註冊本金金額於接受註冊通知書日期（即二零二四年十二月十九日）起有效，為期兩年。債務融資工具發行對象為全國銀行間債券市場內的機構投資者。有關債務融資工具於全國銀行間債券市場流通。

SUBSEQUENT EVENTS

In January 2025, Everbright Greentech Management (Shenzhen) Company Limited*, a wholly-owned subsidiary of the Group, as the vendor and original interest owner, entered into an underlying asset sale and purchase agreement with Shanghai AXA SPDB Assets Management Co., Ltd., as the purchaser and the manager of the asset-backed securities (the “ABS”) program (the “ABS Program”), and transferred the underlying assets to the ABS Program managed by Shanghai AXA SPDB Assets Management Co., Ltd. in exchange for the related consideration of such transfer. The first tranche of ABS Program, i.e. the first tranche of carbon neutral green ABS Program of subsidy funds for tariff premium of renewable energy of Everbright Greentech (the “First Tranche of ABS Program”), was established on 24 January 2025, and issued the first tranche of the ABS, i.e. the ABS of the first tranche of carbon neutral green ABS Program of subsidy funds for tariff premium of renewable energy of Everbright Greentech (the “First Tranche of ABS”), to qualified institutional investors in the PRC. The First Tranche of ABS are classified into priority and subordinated tranches, with the issue size of the priority ABS amounting to RMB630 million at a coupon rate of 1.79% and the issue size of the subordinated ABS amounting to RMB23 million. The proceeds received from the issuance of the First Tranche of ABS will be used for, including but not limited to, replenishing the Group’s working capital, repayment of interest bearing loans, provision of loans to members of the Group, acquisition of fixed assets, investment in the Group’s projects and/or other purposes as permitted under the applicable laws and regulations, provided that the final particulars and adjustments of the use of the proceeds (if any) shall be determined by the Company depending on the actual funding needs of the Group. Further details are set out in the announcement of the Company dated 22 November 2024 and the circular of the Company dated 24 December 2024, respectively.

業績日後事項

二零二五年一月，本集團全資附屬公司光大綠色環保管理(深圳)有限公司作為賣方及原始權益人，與上海浦銀安盛資產管理有限公司(作為買方及資產支持專項計劃(「資產支持專項計劃」)管理人)簽署基礎資產買賣協議，並向上海浦銀安盛資產管理有限公司管理的資產支持專項計劃轉讓基礎資產，獲取該轉讓的相關代價。第一期資產支持專項計劃，即光大綠色環保可再生能源電價附加補助資金一期碳中和綠色資產支持專項計劃(「第一期資產支持專項計劃」)，於二零二五年一月二十四日成立，並面向中國合格機構投資者發行第一期資產支持證券，即光大綠色環保可再生能源電價附加補助資金一期碳中和綠色資產支持專項計劃資產支持證券(「第一期資產支持證券」)。第一期資產支持證券分為優先及次級層級，優先級資產支持證券的發行規模為人民幣6.30億元，票面利率為1.79%；次級資產支持證券的發行規模為人民幣2,300萬元。發行第一期資產支持證券之所得款項將用於包括但不限於補充本集團營運資金、償還計息貸款、向本集團成員公司提供貸款、購置固定資產、投資於本集團項目及／或適用法律法規允許之其他用途，惟本公司將根據本集團實際資金需求釐定所得款項用途之最終細節及調整(如有)。進一步詳情載於本公司日期為二零二四年十一月二十二日的公告及本公司日期為二零二四年十二月二十四日的通函。

* For identification purpose only

Management Discussion and Analysis 管理層討論及分析

In February 2025, the Company completed the issuance of the 2025 first tranche of green medium-term notes in the PRC, namely the “China Everbright Greentech Limited 2025 First Tranche Green Medium-term Notes” (the “2025 First Tranche Green Medium-term Notes”) for an issuance amount of RMB1 billion. The issuance term was 3+N years, which shall remain valid indefinitely until being redeemed by the Company pursuant to the issuance terms, and shall mature upon redemption by the Company in accordance with the issuance terms. The fixed coupon rate for the initial three interest-bearing years was 2.39% per annum. The coupon rate shall be reset on the date of expiry of the initial three interest-bearing years, and then on the date falling every three years after such date. The Company has the right to redeem the 2025 First Tranche Green Medium-term Notes at face value (including all deferred coupons and the yield thereof (if any)) on the first Coupon Rate Reset Date or on relevant interest payment date thereafter. The proceeds from issuance of the 2025 First Tranche Green Medium-term Notes will be used for the repayment of the Group’s interest-bearing debts, replenishment of the Group’s working capital and/or investment in and construction of the Group’s environmental protection projects and for other business development purposes. Upon completion of the issuance of the 2025 First Tranche Green Medium-term Notes, the registered principal amount of the remaining unissued DFI of the Company is RMB7 billion.

BUSINESS REVIEW AND PROSPECT

Business Review

During the year under review, revenue generated from integrated biomass utilisation, hazardous and solid waste treatment, environmental remediation and solar energy and wind power segments amounted to approximately HK\$6,976,892,000 in aggregate, comprising approximately HK\$230,749,000 from construction services, representing a 65% decrease compared to HK\$660,645,000 for 2023, and approximately HK\$6,417,415,000 from operation services, which was broadly unchanged compared to HK\$6,412,714,000 for 2023. Analysed by nature of revenue, construction services, operation services and finance income accounted for 3%, 92% and 5%, respectively, of the total revenue.

於二零二五年二月，本公司於中國完成發行二零二五年度第一期綠色中期票據，即「中國光大綠色環保有限公司二零二五年度第一期綠色中期票據」(「二零二五年度第一期綠色中期票據」)，發行金額為人民幣10億元；發行期限為3+N年，於本公司依照發行條款的約定贖回之前長期存續，在本公司依據發行條款約定贖回時到期；前三個計息年度的固定票面年利率為2.39%。票面利率將於前三個計息年度屆滿之日重置，其後於該日後每三年重置。本公司有權於首個票面利率重置日或其後相關付息日，按面值贖回二零二五年度第一期綠色中期票據(包括所有遞延票息及其孳息(如有))。發行二零二五年度第一期綠色中期票據所得款項將用於償還本集團的有息債務、補充本集團的營運資金及/或投資和建設本集團的環保項目及其他業務發展用途。二零二五年度第一期綠色中期票據發行完成後，本公司餘下債務融資工具未發行之註冊本金金額為人民幣70億元。

業務回顧及展望

業務回顧

於回顧年度內，生物質綜合利用、危廢及固廢處置、環境修復和光伏發電及風電分部的收益合計達約港幣6,976,892,000元，其中建造服務收益約港幣230,749,000元，較二零二三年之港幣660,645,000元減少65%，至於運營服務收益約為港幣6,417,415,000元，與二零二三年之港幣6,412,714,000元持平。按收益性質分析，建造服務、運營服務及財務收入分別佔總收益3%、92%及5%。

Management Discussion and Analysis 管理層討論及分析

Major financial data of integrated biomass utilisation, hazardous and solid waste treatment, environmental remediation and solar energy and wind power projects for 2024 are summarised as follows:

二零二四年生物質綜合利用、危廢及固廢處置、環境修復和光伏發電及風電項目之主要財務數據如下：

		2024 二零二四年				2023 二零二三年					
		Integrated biomass utilisation projects 生物質綜合利用項目	Hazardous and solid waste treatment projects 危廢及固廢處置項目	Environmental remediation projects 環境修復項目	Solar energy and wind power projects 光伏發電及風電項目	Total 合計	Integrated biomass utilisation projects 生物質綜合利用項目	Hazardous and solid waste treatment projects 危廢及固廢處置項目	Environmental remediation projects 環境修復項目	Solar energy and wind power projects 光伏發電及風電項目	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue	收益										
- construction services	- 建造服務	230,749	-	-	-	230,749	618,405	42,240	-	-	660,645
- operation services	- 運營服務	4,926,861	1,136,263	151,109	203,182	6,417,415	4,826,455	1,132,949	243,364	209,946	6,412,714
- finance income	- 財務收入	324,767	3,961	-	-	328,728	338,697	4,917	-	-	343,614
		5,482,377	1,140,224	151,109	203,182	6,976,892	5,783,557	1,180,106	243,364	209,946	7,416,973
EBITDA/(LBITDA)	除利息、稅項、折舊及攤銷前盈利/(除利息、稅項、折舊及攤銷前虧損)	1,917,577	(1,119,106)	25,030	178,811	1,002,312	1,858,233	(428,162)	29,960	188,338	1,648,369

To reserve more capital to capture opportunities and meet the challenges ahead, the Board does not recommend a final dividend for the year ended 31 December 2024 (2023: Nil) to the Shareholders.

為保留更多資金以抓緊機遇及迎接未來挑戰，董事會不建議向股東派發截至二零二四年十二月三十一日止年度之末期股息（二零二三年：無）。

Integrated biomass utilisation

The Group mainly utilises biomass raw materials to generate both electricity and heat. Biomass raw materials are categorised into yellow culms and grey culms. Yellow culms consist of agricultural residues, such as wheat straw, rice straw, corn straw, rice husks, peanut husks, etc.; while grey culms consist of forestry residues such as branches, barks and other manufacturing wood wastes, etc. In addition, the Group has developed a unique business model of urban-rural integration combining the construction of integrated biomass utilisation projects and waste-to-energy projects for integrated treatment of agricultural and forestry residues and rural household wastes in a pioneering attempt at treatment of the ecological environment in county areas. The unique advantage of the Group's urban-rural integration model enables it to significantly lower the operating costs of projects and enhance the Group's competitiveness in the industry.

The comprehensive biomass raw material supply regime has safeguarded sufficient fuel supply for and stable operation of the integrated biomass utilisation projects, while the Group has also effectively curbed fuel cost by adhering to the strategy of integrating localisation of fuel supply with regional deployment. Through the combined effect of technological optimisation and delicacy management, the Group's integrated biomass utilisation projects sustained long cycles of stable operation, resulting in substantial enhancement in operational standards and economic efficiency of the projects.

As of 31 December 2024, the Group had a total of 56 integrated biomass utilisation projects, distributed variously in 10 provinces in China, which were mainly located in Anhui Province, Jiangsu Province, Shandong Province, Hubei Province and Henan Province, etc. Such projects commanded a total investment of approximately RMB17.29 billion and provided an aggregate power generation designed capacity of 1,069 MW, an aggregate annual biomass processing designed capacity of approximately 8,209,800 tonnes, and a daily aggregate household waste processing designed capacity of approximately 11,610 tonnes.

生物質綜合利用

本集團主要利用生物質原材料發電及供熱。生物質原材料分為黃稈和灰稈，黃稈主要為農業廢棄物，如麥稈、稻稈、玉米稈、稻殼、花生殼等；灰稈主要為林業廢棄物，如樹枝、樹皮及其他生產木材廢料等。除此之外，本集團開發出獨特的城鄉一體化業務模式，將生物質綜合利用項目與垃圾焚燒發電項目融為一體建設，統籌處理農林廢棄物及農村生活垃圾，開創了縣域生態環境治理的先河。本集團的城鄉一體化模式獨具優勢，可以顯著降低項目的運營成本，提升行業競爭力。

完善的生物質原材料供應體系保障了生物質綜合利用項目燃料的充分供應及穩定運營。本集團堅持燃料供應本地化與區域調度相結合的策略，有效控制燃料成本。通過技術優化與精細化管理相結合，本集團的生物質綜合利用項目實現了長週期穩定運行，極大提升了項目運營水平及經濟效益。

截至二零二四年十二月三十一日，本集團共擁有56個生物質綜合利用項目，分佈在中國境內10個省份，主要位於安徽省、江蘇省、山東省、湖北省及河南省等地。該等項目涉及總投資額約人民幣172.9億元，總設計發電裝機容量達1,069兆瓦，生物質總設計處理能力達每年約8,209,800噸，生活垃圾總設計處理能力達每日約11,610噸。

Management Discussion and Analysis 管理層討論及分析

During the year under review, the Group operated and completed 54 integrated biomass utilisation projects, generating approximately 6,350,623 MWh of on-grid electricity, representing an increase of 3% over 2023; the volume of steam supplied was approximately 3,180,613 tonnes, representing an increase of 32% compared to 2023; and processed approximately 7,686,013 tonnes of biomass raw materials and approximately 4,155,530 tonnes of household waste, representing decrease of 2% and increase of 8% over 2023 respectively. As of 31 December 2024, the Group had 1 integrated biomass utilisation project under construction, with an annual biomass processing designed capacity of approximately 50,000 tonnes and an estimated annum steam production capacity of 657,000 tonnes.

During the year under review, the Group's integrated biomass utilisation projects contributed EBITDA of approximately HK\$1,917,577,000, representing an increase of 3% compared to 2023. The integrated biomass utilisation projects contributed net profit of approximately HK\$1,139,583,000, representing an increase of 14% compared to 2023. The increase in profit despite a decrease in profits from projects under construction as a result of the decrease in projects under construction during the year compared to 2023 was mainly attributable to a series of measures taken by the Group to optimise the fuel procurement and transportation solutions to reduce costs, as well as to vigorously develop heat-users to contribute profit to the operation services.

Major operating and financial data of the integrated biomass utilisation segment for 2024 are summarised as follows:

於回顧年度內，本集團運營及完工的生物質綜合利用項目共54個，提供上網電量約6,350,623兆瓦時，較二零二三年增加3%；提供蒸汽供應量約3,180,613噸，較二零二三年增加32%；及處理生物質原材料約7,686,013噸及生活垃圾約4,155,530噸，分別較二零二三年減少2%及增加8%。截至二零二四年十二月三十一日，本集團在建生物質綜合利用項目共1個，生物質設計處理能力約每年50,000噸，預計每年產蒸汽量657,000噸。

於回顧年度內，本集團的生物質綜合利用項目貢獻除利息、稅項、折舊及攤銷前盈利約港幣1,917,577,000元，較二零二三年增加3%。生物質綜合利用項目貢獻淨盈利約港幣1,139,583,000元，較二零二三年增加14%。本年度在建項目減少致在建利潤較二零二三年減少的情況下，仍實現盈利增加，主要由於本集團通過一系列舉措，優化燃料採購運輸方案達到降低成本，並大力開發用熱客戶為運營服務貢獻利潤。

二零二四年生物質綜合利用分部之主要運營與財務數據摘要如下：

		2024 二零二四年	2023 二零二三年
Integrated biomass utilisation projects	生物質綜合利用項目		
On-grid electricity (MWh)	上網電量(兆瓦時)	6,350,623	6,155,349
Biomass raw materials processing volume (tonnes)	生物質原材料處理量(噸)	7,686,013	7,845,389
Household waste processing volume (tonnes)	生活垃圾處理量(噸)	4,155,530	3,836,284
Volume of steam supplied (tonnes)	蒸汽供應量(噸)	3,180,613	2,406,237
EBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前盈利(港幣千元)	1,917,577	1,858,233
Segment net profit (HK\$'000)	分部淨盈利(港幣千元)	1,139,583	997,636

Hazardous and solid waste treatment

The Group is principally engaged in the safe treatment and integrated utilisation of wastes including general industrial solid wastes, hazardous wastes and infectious animal carcasses. Currently, the Group conducts the disposal by way of incineration, landfill, physicochemical treatment and integrated utilisation.

The Group is a leading industry player in the hazardous waste treatment business, with capabilities for safely disposing of 44 out of 46 categories of hazardous wastes listed in the National Catalog of Hazardous Wastes. During the year under review, the Group continued to explore the potential of the general industrial solid waste electricity and heat cogeneration business. The Group is well-positioned to fully meet various requirements of customers on the back of its solid technical strengths and ability to provide one-stop services.

As of 31 December 2024, the Group had a total of 51 hazardous and solid waste treatment projects, distributed variously in 8 provinces and autonomous regions in China, which were mainly located in Jiangsu Province, Shandong Province, Anhui Province, Hubei Province, Zhejiang Province, etc. Such projects commanded a total investment of approximately RMB11.658 billion and an aggregate annual processing designed capacity of approximately 2,466,000 tonnes.

During the year under review, the Group had 43 hazardous and solid waste treatment projects that were in operation or completed construction. For detoxification treatment, approximately 453,748 tonnes of hazardous and solid waste were treated in total, representing an increase of 26% compared to 2023. For integrated resource utilisation, 45,234 tonnes of hazardous and solid waste were treated, representing a decrease of 49% compared to 2023, and approximately 11,670 tonnes of recycled products were sold, representing a decrease of 46% compared to 2023. There were 3 hazardous and solid waste treatment projects under construction with an aggregate annual hazardous waste processing designed capacity of approximately 226,500 tonnes.

危廢及固廢處置

本集團主要從事一般工業固廢、危險廢物、病死動物等的安全處置和綜合利用，目前採用的處置方式包括焚燒、填埋、物化處理及綜合利用等。

本集團的危廢處置業務在行業中位於前列位置，可安全處置《國家危險廢物名錄》所列46類危廢中的44類，並於回顧年度內繼續挖掘一般工業固廢熱電聯供業務發展潛力。雄厚的技術實力及一站式的服務能力令本集團可全面滿足各類客戶需求。

截至二零二四年十二月三十一日，本集團共擁有51個危廢及固廢處置項目，分佈在中國境內8個省份及自治區，主要位於江蘇省、山東省、安徽省、湖北省、浙江省等地。該些項目涉及總投資額約人民幣116.58億元，總設計處理能力達每年約246.6萬噸。

於回顧年度內，本集團運營及完工的危廢及固廢處置項目43個，無害化處置方面，共處置危廢及固廢約453,748噸，較二零二三年增加26%；資源綜合利用方面，共處置危廢及固廢45,234噸，較二零二三年減少49%，並銷售資源化利用產品約11,670噸，較二零二三年減少46%。在建危廢及固廢處置項目3個，總設計危廢處理能力達約每年226,500噸。

Management Discussion and Analysis 管理層討論及分析

During the year under review, the Group's hazardous and solid waste treatment projects recorded loss before interest, taxes, depreciation and amortisation ("LBITDA") of approximately HK\$1,119,106,000, representing an increase of 161% compared to 2023. Hazardous and solid waste treatment projects recorded net loss of approximately HK\$1,281,556,000, representing a 70% increase in loss compared to 2023. The increase in loss was mainly due to the weaker-than-expected recovery of the domestic hazardous and solid waste treatment market, the keen competition in the industry, the continuous decline in unit treatment fee and certain projects continued to operate at a loss, resulting in impairment losses on intangible assets, property, plant and equipment, goodwill, and right-of-use assets. In the face of the severe market environment, the Group increased the volume of waste processed during the year through technological reforms and management enhancement, resulting in a significant reduction in unit cost, however, the cost reduction is insufficient to offset the impact of the continuous decline in unit prices. In addition, there was no profit contribution from construction projects during the year under review.

Major operating and financial data of the hazardous and solid waste treatment segment for 2024 are summarised as follows:

於回顧年度內，本集團的危廢及固廢處置項目錄得除利息、稅項、折舊及攤銷前虧損（「除利息、稅項、折舊及攤銷前虧損」）約港幣1,119,106,000元，較二零二三年增加161%。危廢及固廢處置項目錄得淨虧損約港幣1,281,556,000元，較二零二三年虧損增加70%。虧損增加主要由於國內危廢及固廢處置市場復蘇不及預期，行業競爭大，處置單價持續下滑，若干項目經營持續虧損，以致無形資產、物業、廠房及設備、商譽及使用權資產耗損虧損。本集團面對嚴峻的市場環境，通過技改和管理提升增加本年度進場量，單位成本顯著降低，但成本降低不足以覆蓋單價持續下滑產生的影響。此外，於回顧年度內並無在建利潤貢獻。

二零二四年危廢及固廢處置分部之主要運營與財務數據摘要如下：

		2024 二零二四年	2023 二零二三年
Hazardous and solid waste treatment projects	危廢及固廢處置項目		
Hazardous and solid waste processing volume (tonnes)	危廢及固廢處理量(噸)		
— Detoxification treatment	— 無害化處置	453,748	360,922
— Integrated resource utilisation	— 資源綜合利用	45,234	87,890
Sales volume of recycled products (tonnes)	資源化利用產品銷售量(噸)	11,670	21,436
On-grid electricity (MWh)	上網電量(兆瓦時)	30,618	22,069
Volume of steam supplied (tonnes)	蒸汽供應量(噸)	828,107	677,272
LBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前虧損(港幣千元)	(1,119,106)	(428,162)
Segment net loss (HK\$'000)	分部淨虧損(港幣千元)	(1,281,556)	(752,752)

Environmental remediation

The Group's environmental remediation business covers mainly the restoration of industrial contaminated sites, restoration of contaminated farmland, ecological restoration for mines and landfills, treatment of industrial gas emission, integrated treatment of oil sludge, treatment of river and lake sediments and industrial sludge, construction and operation of wetland parks, environmental stewardship services and anti-seepage at landfill sites.

In connection with qualifications, as of 31 December 2024, the Group held the following accreditations: First-grade Professional Contracting Qualification for Environmental Protection Projects, Second-Grade General Contractor for Municipal Public Works, Second-Grade General Contractor for Construction Works, Environmental Engineering EPO License (Class B) (for pollution remediation and prevention of water pollution), Environmental Pollution Control License (Class A) (remediation of contaminated sites) in Jiangsu Province, Qualification for Installation (Repair and Testing) of Power Facilities (Fourth Class), Environmental Pollution Control License (Class B) (contaminated water body remediation) in Jiangsu Province, General Contractor for Environmental Pollution Control License (First Class) (remediation of contaminated sites) in Jiangsu Province and General Contractor for Environmental Pollution Control License (Second Class) (contaminated water body remediation) in Jiangsu Province. It had also obtained an "AAA" corporate credit rating given by a credit rating agency, as well as ISO9001, OHSAS45001 and ISO14001 management system accreditations.

As of 31 December 2024, the Group had 17 environmental remediation projects under implementation, which were mainly located in Jiangsu Province, Anhui Province, Zhejiang Province, Guangdong Province and Yunnan Province respectively, with a total contract amount of approximately RMB689 million.

環境修復

本集團的環境修復業務主要涵蓋工業污染場地修復、污染農田修復、礦山及填埋場生態修復、工業廢氣治理、油泥綜合治理、河湖底泥及工業污泥治理、濕地公園建設和運營、環保管家服務及填埋場防滲工程等。

資質方面，截至二零二四年十二月三十一日，本集團已具備環保工程專業承包一級、市政公用工程總承包二級、建築工程施工總承包二級、環境工程設計專項乙級（污染修復工程和水污染防治工程專業）、江蘇省環境污染治理能力評價甲級（污染場地修復）、承裝修試電力設施四級、江蘇省環境污染治理能力評價乙級（污染水體修復）、江蘇省環境污染治理工程總承包能力評價一級（污染場地修復）、江蘇省環境污染治理工程總承包能力評價二級（污染水體修復）等資質，獲批信用評級機構企業資信等級AAA證書並通過ISO9001、OHSAS45001及ISO14001管理體系認證。

截至二零二四年十二月三十一日，本集團執行中的環境修復項目共17個，分別主要位於江蘇省、安徽省、浙江省、廣東省和雲南省，涉及總合同金額約人民幣6.89億元。

During the year under review, the Group's environmental remediation projects contributed EBITDA of approximately HK\$25,030,000, representing a decrease of 16% compared to 2023. Environmental remediation projects contributed net profit of approximately HK\$6,922,000, representing a decrease of 27% compared to 2023. The decrease in profit was mainly attributable to the slowdown in investment in the ecological and environmental governance industry and intensified market competition as a result of multiple factors such as the macro-economic environment, industrial policies and local fiscal revenues and expenditures. The Company strengthened the comprehensive screening of traditional business projects by considering factors such as project funding sources, payment progress, project profitability, bidder credibility and business environment. As a result, the undertakings and execution of traditional business declined as compared to 2023. However, through cost-reduction and efficiency-improvement measures such as intensifying efforts to collect accounts receivable, the net operating cash flow has been significantly improved.

Major financial data of the environmental remediation segment for 2024 are summarised as follows:

於回顧年度內，本集團的環境修復項目貢獻除利息、稅項、折舊及攤銷前盈利約港幣25,030,000元，較二零二三年減少16%。環境修復項目貢獻淨盈利約港幣6,922,000元，較二零二三年減少27%。盈利減少主要受宏觀經濟環境、產業政策及地方財政收支情況等多重因素影響，生態與環境治理行業投資速度放緩，市場競爭加劇。本公司從項目資金來源、支付進度、項目收益水平、招標方信用、營商環境等角度加強了對傳統業務項目的綜合篩選，故傳統業務承接、執行情況較二零二三年有所下降。而通過加大應收賬款催收力度等降本增效舉措，經營性淨現金流得到較好改善。

二零二四年環境修復分部之主要財務數據摘要如下：

		2024 二零二四年	2023 二零二三年
Environmental remediation projects	環境修復項目		
EBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前盈利(港幣千元)	25,030	29,960
Segment net profit (HK\$'000)	分部淨盈利(港幣千元)	6,922	9,473

Solar energy and wind power

Apart from the County-wide Advancement Solar Project in Feng County, as of 31 December 2024, the Group has 30 operating and completed solar energy projects, 1 distributed energy storage project and 2 wind power projects in operation distributed in Jiangsu Province, Anhui Province, Guangdong Province, Shanxi Province, Hong Kong and Germany, respectively, involving a total investment of approximately RMB1.757 billion and providing an aggregate power generation designed capacity of 214.66 MW. In addition, there are 3 zero-carbon industrial park projects currently under preparation, mainly distributed in Jiangsu Province with a total investment of approximately RMB147 million and an aggregate power generation designed capacity of 37.46 MW. The Group is responsible for building, managing and operating these projects.

光伏發電及風電

除豐縣光伏整縣推進項目外，截至二零二四年十二月三十一日，本集團共有30個運營和建成完工的光伏發電項目、1個分佈式儲能項目以及2個運營的風電項目，分別分佈於江蘇省、安徽省、廣東省、山西省、香港及德國，涉及總投資額約人民幣17.57億元，總設計發電裝機容量為214.66兆瓦。另有3個籌建中的零碳園區項目，主要分佈在江蘇省，涉及總投資約人民幣1.47億元，總設計發電裝機容量為37.46兆瓦。本集團負責建造、管理及運營該些項目。

Management Discussion and Analysis 管理層討論及分析

As at 31 December 2024, the Group's County-wide Solar Energy Advancement Project in Feng County included 18 subsidiary projects with a total investment of approximately RMB191 million and an aggregate power generation designed capacity of 48.61 MW, of which 9 projects with an aggregate power generation designed capacity of 27.88 MW were in operation and 9 projects with an aggregate power generation designed capacity of 20.73 MW were under preparation.

During the year under review, the Group's solar energy and wind power projects sold approximately 294,590 MWh of electricity, representing a decrease of 1% compared to 2023. The projects contributed EBITDA of approximately HK\$178,811,000, representing a decrease of 5% compared to 2023. Solar energy and wind power projects contributed net profit of approximately HK\$73,266,000, representing a decrease of 9% compared to 2023. This was mainly attributable to the decrease in power generation as compared to last year as a result of ice-covered and low-temperature shutdowns of fans and decrease in wind resources for wind power projects as compared to the same period last year during the year under review, while solar energy projects experienced an increase in power generation compared to the previous year due to the operation of new projects within the year.

Major operating and financial data of the solar energy and wind power segment for 2024 are summarised as follows:

截至二零二四年十二月三十一日，本集團旗下豐縣光伏整縣推進項目包含18個子項目，該等項目涉及總投資額約人民幣1.91億元，總設計發電裝機容量48.61兆瓦，其中9個項目投入運營，總設計發電裝機容量27.88兆瓦，9個項目處於籌建階段，總設計發電裝機容量20.73兆瓦。

於回顧年度內，本集團的光伏發電及風電項目已售電力共約294,590兆瓦時，較二零二三年減少1%，貢獻除利息、稅項、折舊及攤銷前盈利約港幣178,811,000元，較二零二三年減少5%。光伏發電及風電項目貢獻淨盈利約港幣73,266,000元，較二零二三年減少9%，主要由於回顧年度內風電項目風機覆冰、低溫停機以及風資源較去年同期減少從而導致發電量較去年下降，光伏發電項目因年度內新項目運營，發電量較去年上漲。

二零二四年光伏發電及風電分部之主要運營與財務數據摘要如下：

		2024 二零二四年	2023 二零二三年
Solar energy and wind power projects	光伏發電及風電項目		
On-grid electricity (MWh)	上網電量(兆瓦時)	294,590	296,845
EBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前盈利(港幣千元)	178,811	188,338
Segment net profit (HK\$'000)	分部淨盈利(港幣千元)	73,266	80,315

Business prospects

In 2025, whilst challenges for the global economy will remain with conflicting interests coming to the fore, the Chinese government will persist in the overall working principle of seeking progress in stability, implementing more proactive macro-economic policies and driving integration of technological innovation and industrial innovation to stabilise expectations and facilitate ongoing resurgence of the economy, with a view to completing goals and missions under the “14th FYP” with high quality and laying a solid foundation for the commencement of the “15th FYP”.

In retrospect of 2024, social and economic order was returning to normal in a steady manner, whilst low-carbon green transformation was noticeably gaining pace. Guided by the principle of green development, China was steadily advancing in the development of its economy and ecological civilisation with remarkable results. The promulgation of the Opinion on Generally Advancing the Building of the Beautiful China, a policy for the guidance of developments in the ecological sector, by the State Council marked a significant step in the expedited formation of a new setup for the Beautiful China where qualitative development would be achieved in the context of a superior ecological environment, as it called for coordinated efforts in industry mix adjustments, pollution treatment, ecological protection, response to climate change, and procuring synergistic growth in carbon reduction, pollution reduction and green development. The Opinion on Expediting General Green Transformation in Economic and Social Development issued in August 2024 called for incorporation of the requirement for green transformation into all economic and social development plans, which is set to give rise to new opportunities for development and bring about new demands and niches in the market. Green productivity driven by innovations in low-carbon green technologies is poised for robust growth. The Guiding Opinion for Robust Implementation of Renewable Energy Substitution issued in October 2024 suggested that all industries should comprehensively upgrade their capabilities in renewable energy supply. As such, there will be new opportunities for development for the biomass and new energy sectors.

業務展望

二零二五年，縱然世界經濟面臨的各類挑戰依然存在，各種矛盾日益突出，中國政府將堅持穩中求進工作總基調，實施更加積極有為的宏觀政策，推動科技創新和產業創新融合發展，穩定預期，推動經濟持續回升向好，高質量完成「十四五」規劃目標任務，為實現「十五五」良好開局打牢基礎。

回望二零二四年，社會經濟秩序穩步回歸正軌，綠色低碳轉型的步伐明顯加快。在綠色發展理念的指引下，中國在經濟與生態文明發展的道路穩步前行，成果斐然。國務院《關於全面推進美麗中國建設的意見》這一生態環境領域引領性政策的出台，對於統籌產業結構調整、污染治理、生態保護、應對氣候變化，協同推進降碳減污擴綠增長，以高質量生態環境支撐高質量發展，加快形成美麗中國建設新格局具有重大意義。二零二四年八月印發的《關於加快經濟社會發展全面綠色轉型的意見》，提出將綠色轉型的要求融入經濟社會發展全局，將孕育出新的發展機遇，帶來新的市場需求和空間；由綠色低碳科技創新催生形成的綠色生產力正蓄勢待發。二零二四年十月印發的《關於大力實施可再生能源替代行動的指導意見》，提出各領域應全面提升可再生能源供給能力，將為生物質與新能源行業迎來新的發展契機。

Management Discussion and Analysis 管理層討論及分析

Industrial upgrade and innovative development represent important measures in the Group's effort to achieve sustainability. In particular, they have become ever more pressing tasks given the combined effect of multiple difficulties such as the withdrawal of national tariff subsidies, volatilities in the macro-economic environment and various sources of capital flocking into the environmental sector etc. The Group will establish itself in the integrated biomass utilisation business with precision. While coordinating delicacy operation of the biomass and waste-to-energy projects within its business system, it will develop with meticulous effort a comprehensive technology R&D regime for business transformation with two principal directions in the core technology R&D: first of all, to focus on the high-value recycling of biomass wastes, covering the 5 major segments of sugar, gas, fertiliser, heat and carbon; secondly, to also focus on the "clean energy" sector with a special emphasis on the R&D of "Zero-carbon Industrial Park + Virtual Power Plant" and "Power Trade" platform that match with market needs. The confirmation of these two principal directions will further cement the solid technological foundation of the Group's business transformation and is also expected to further optimise asset allocation, accelerating the layout of asset-light businesses. The Company will actively seize opportunities for development in the industry, with the implementation of new market development plans and expansion of new markets, in order to facilitate ongoing improvements in the Company's operating results.

In relation to hazardous and solid waste business, the Group will prudently assess the market to make dynamic adjustments to its operational strategies in a timely manner according to changes in market conditions, advancing "maximum cost reduction" with intensive effort while further optimising project management to capitalise on existing resources to the greatest extent. In the meantime, the Group will further enhance the market synergies among its existing hazardous and solid waste projects and identify potential customer resources in the hazardous and solid waste market to the fullest extent. The Group will actively investigate recycling projects with low market risks as part of its business transformation, coordinating ash recycling within its business system to drive large-scale expansion of the ash recycling business, whilst enhancing the ability of the hazardous and solid waste business to withstand market changes in an effort to stem business decline and regain stability.

產業升級與創新發展是本集團實現可持續發展的重要舉措，尤其在國補退坡、宏觀經濟環境多變、各路資本湧入環保行業等多種困難疊加背景下更具迫切性。本集團將精準立足生物質綜合利用業務，在統籌系統內生物質及垃圾發電項目精細化運營的同時，精心構建起一套完善的業務轉型技術研發體系。推動形成兩大核心技術研發方向：一是聚焦廢棄生物質高值化利用，涵蓋糖、氣、肥、熱、碳五大領域；二是著眼「清潔能源」領域，重點佈局「零碳園區+虛擬電廠」與「電力交易」平台研發與市場對接。這兩大方向的確定，將為本集團的業務轉型築牢了堅實的技術根基，也有望進一步優化資產配置，加快輕資產業務佈局。本公司將積極把握行業發展機會，落實市場規劃，拓展新市場，助力本公司經營業績不斷改善。

關於危固廢業務，本集團將審時度勢，及時根據市場變化情況動態調整經營策略，深入推進「極限降本」，進一步優化管理項目，最大限度盤活現有資源。同時，本集團將進一步增強危固廢業務現有項目之間的市場協同效應，充分挖掘危固廢市場潛在客戶資源，積極探索行業市場風險低的資源化轉型項目，統籌系統內飛灰資源化業務，推動實現飛灰資源化業務規模化發展，提升危固業務抗擊市場變化的水平，力爭實現止跌回穩。

As the flagship for “clean energy” business under CEEGL, the Group actively fulfills its social responsibility in vigorous response to the national strategic objective of “Dual Carbon”, driving low-carbon green development to contribute to the nation’s sustainability. On top of fortifying the strengths of its existing integrated biomass utilisation business, the Group will step up with efforts to drive asset-light businesses, such as green power trade, environmental remediation engineering and ecological green products, through technological innovation to achieve a development pattern in its green environmental business underpinned by asset-light as well as asset-intensive operations. Year 2025 will be a time of planning for the “15th FYP”, while it also marks the beginning of the Group’s Second-Stage Entrepreneurship. The Group will resolutely fulfill CEEGL’s development strategy of attaining dominance and excellence in “clean energy” as its principal business in ongoing adherence to the corporate vision of “Create Better Investment Value and Undertake More Social Responsibility” to foster core competitive strengths with focused efforts. Given the nation’s emphasis on and increasing support for the “Dual Carbon”, it is believed that the Group will be embracing broader prospects for development and well-positioned to make more contributions towards the building of the Beautiful China with the Everbright power.

FINANCIAL REVIEW

Financial position

As at 31 December 2024, the Group’s total assets amounted to approximately HK\$36,331,601,000 (31 December 2023: HK\$39,757,424,000) with net assets amounting to approximately HK\$11,662,300,000 (31 December 2023: HK\$12,356,339,000). Net asset value per share attributable to equity shareholders of the Company was HK\$4.65, a decrease of 15% as compared to HK\$5.46 per share as at the end of 2023. As at 31 December 2024, the gearing ratio (total liabilities over total assets) of the Group was 67.90%, a decrease of 1.02 percentage points as compared to that of 68.92% as at the end of 2023. The current ratio of the Group was 125.40%, an increase of 13.50 percentage points as compared to that of 111.90% as at the end of 2023.

本集團作為光大環境旗下「清潔能源」業務的主力軍，積極履行社會責任，積極回應國家「雙碳」戰略目標，推動綠色低碳發展，為國家可持續發展貢獻力量。本集團將在鞏固現有生物質綜合利用優勢的同時，以技術創新為驅動，加快綠色電力交易、環境修復工程、生態綠色產品等輕資產業務推進，實現綠色環保「輕重並舉」的發展格局。二零二五年是「十五五」規劃的謀篇佈局之年，也是本集團「二次創業」的起步之年。本集團將繼續秉承「創造更好投資價值，承擔更多社會責任」的企業願景，將堅定不移地為承接光大環境做強做優「清潔能源」主業的發展戰略，集中發力，打造本公司核心競爭力。相信隨著國家對「雙碳」的重視和支持力度的不斷加大，本集團將迎來更加廣闊的發展前景，為建設美麗中國貢獻更多的光大力量！

財務回顧

財務狀況

於二零二四年十二月三十一日，本集團之總資產約為港幣36,331,601,000元（二零二三年十二月三十一日：港幣39,757,424,000元），淨資產則約港幣11,662,300,000元（二零二三年十二月三十一日：港幣12,356,339,000元）。而本公司權益股東應佔每股資產淨值為港幣4.65元，較二零二三年年底之每股港幣5.46元減少15%。於二零二四年十二月三十一日，本集團之資產負債比率（總負債除以總資產）為67.90%，較二零二三年年底之68.92%下降1.02個百分點。本集團之流動比率為125.40%，較二零二三年年底之111.90%增加13.50個百分點。

Management Discussion and Analysis 管理層討論及分析

Financial resources

The Group adopts a prudent approach on cash and financial management to ensure proper risk control and lower the costs of funds. It finances its operations primarily with internally generated cash flow, proceeds from the issuance of medium-term notes and bank loans. As at 31 December 2024, the Group had cash and bank balances of approximately HK\$1,673,716,000, a decrease of approximately HK\$705,067,000 as compared to HK\$2,378,783,000 at the end of 2023. Most of the Group's cash and bank balances were denominated in Hong Kong dollars and Renminbi.

Indebtedness

The Group endeavours to develop a diverse range of financing options and increasing banking facilities to reserve funds for the development of its environmental protection business. As at 31 December 2024, the Group had outstanding borrowings of approximately HK\$21,000,152,000, a decrease of approximately HK\$2,131,608,000 as compared to HK\$23,131,760,000 as at the end of 2023. The borrowings included secured interest-bearing borrowings of approximately HK\$8,234,803,000 (31 December 2023: HK\$9,119,715,000) and unsecured interest-bearing borrowings of approximately HK\$12,765,349,000 (31 December 2023: HK\$14,012,045,000). The borrowings of the Group were denominated in Renminbi and Hong Kong dollars, representing 93% and 7% of the total respectively. The majority of the Group's borrowings were subject to floating rates. As at 31 December 2024, the Group had banking facilities of approximately HK\$20,951,591,000 (31 December 2023: HK\$24,910,746,000), of which approximately HK\$6,831,718,000 (31 December 2023: HK\$6,884,254,000) was unutilised. The tenor of banking facilities ranged from 1 year to 18 years.

Foreign exchange risks

The Company's financial statements are denominated in Hong Kong dollars, which is also the functional currency of the Company. The Group's investments made outside Hong Kong (including Mainland China) may incur foreign exchange risks. The Group's operations have been predominantly based in Mainland China, which makes up over 95% of its total investments and revenue. The majority of the Group's assets, borrowings and major transactions are denominated in Renminbi, forming basically a natural hedging effect. The Group closely manages its foreign exchange risk through the optimal allocation of borrowings in different currencies, moderate control of borrowings in non-base currencies, and adoption of appropriate financial instruments.

財務資源

本集團對現金及財務管理採取審慎的原則，妥善管理風險及降低資金成本。運營資金主要來自內部現金流及發行中期票據所得資金及銀行提供之貸款。於二零二四年十二月三十一日，本集團持有現金及銀行結餘約港幣1,673,716,000元，較二零二三年年底之港幣2,378,783,000元減少約港幣705,067,000元。本集團大部分現金及銀行結餘均為港幣及人民幣。

負債狀況

本集團致力擴闊不同的融資途徑及提升銀行貸款額度，儲備資金配合環保業務的發展。於二零二四年十二月三十一日，本集團尚未償還貸款總額約港幣21,000,152,000元，較二零二三年年底之港幣23,131,760,000元減少約港幣2,131,608,000元。貸款包括有抵押之計息借貸約港幣8,234,803,000元（二零二三年十二月三十一日：港幣9,119,715,000元）及無抵押之計息借貸約港幣12,765,349,000元（二零二三年十二月三十一日：港幣14,012,045,000元）。本集團的貸款以人民幣及港幣為單位，分別佔總數93%及7%。本集團的大部分貸款均為浮動利率。於二零二四年十二月三十一日，本集團之銀行融資額度約港幣20,951,591,000元（二零二三年十二月三十一日：港幣24,910,746,000元），其中約港幣6,831,718,000元（二零二三年十二月三十一日：港幣6,884,254,000元）為尚未動用之額度，銀行融資額度為一至十八年期。

外匯風險

本公司之列賬及功能貨幣均為港幣。本集團投資於香港以外地區（包括中國內地）存在外匯風險。一直以來，中國為本集團之主要業務所在地，佔總投資及收益超過95%以上。本集團大部分資產、貸款及主要交易以人民幣為單位，基本形成一種自然的對沖。本集團通過合理匹配各種貨幣貸款，適量控制非本位幣貸款，及採用合適的金融工具以密切管理外匯風險。

Pledge of assets

Certain banking facilities of the Group were secured by certain revenue rights, contract assets, intangible assets and receivables in connection with the Group's service concession arrangements, bank deposits, property, plant and equipment, right-of-use assets and equity interest of a subsidiary. As at 31 December 2024, the aggregate net book value of assets pledged amounted to approximately HK\$17,920,001,000 (31 December 2023: HK\$17,239,332,000).

Commitments

As at 31 December 2024, the Group had purchase commitments of approximately HK\$50,834,000 (31 December 2023: HK\$108,723,000) under the construction contracts and capital commitments relating to capital injection in a joint venture of approximately HK\$26,760,000 (31 December 2023: HK\$27,195,000).

Contingent liabilities

As at 31 December 2024, the Group did not have any contingent liabilities (31 December 2023: Nil).

Tax relief and exemption

The Company is not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's shares.

Service concession arrangements

The Group entered into Build-Operate-Transfer ("BOT") and Build-Operate-Own ("BOO") arrangements in respect of its projects.

The Group concluded that all the BOT arrangements and certain BOO arrangements are service concession arrangements under Hong Kong (International Financial Reporting Interpretations Committee) ("HK(IFRIC)") Interpretation 12, because the local government controls and regulates the services that the Group must provide with the infrastructure at a pre-determined service charge. In respect of BOT arrangements, upon expiry of concession right agreement, the infrastructure has to be transferred to the local government at nil consideration. Infrastructure for BOO arrangements is used in the service concession arrangements for its entire or substantial useful life.

資產抵押

本集團若干銀行融資以本集團服務特許經營權安排下之若干收益權、合約資產、無形資產及應收款項、銀行存款、物業、廠房及設備、使用權資產及一間附屬公司之股權作為抵押。於二零二四年十二月三十一日，已抵押資產之賬面淨值總額約港幣17,920,001,000元(二零二三年十二月三十一日：港幣17,239,332,000元)。

承擔

於二零二四年十二月三十一日，本集團為建造合約而訂約之採購承擔約港幣50,834,000元(二零二三年十二月三十一日：港幣108,723,000元)，以及與注資一家合營企業相關的資本承擔約港幣26,760,000元(二零二三年十二月三十一日：港幣27,195,000元)。

或有負債

於二零二四年十二月三十一日，本集團並無任何或有負債(二零二三年十二月三十一日：無)。

稅務寬減及豁免

本公司概不知悉有任何因股東持有本公司股份而享有稅務寬減及豁免。

服務特許經營權安排

本集團就其項目訂立建造 — 運營 — 轉移(「BOT」)及建造 — 運營 — 擁有(「BOO」)安排。

本集團認為所有BOT安排及若干BOO安排均屬香港(國際財務報告詮釋委員會)(「香港(國際財務報告詮釋委員會)」)詮釋第12號下的服務特許經營權安排，因為當地政府控制並監管有關服務，而本集團必須按預定服務費提供基礎建設。就BOT安排而言，在特許經營權協議到期後，有關基礎設施將無償轉歸當地政府所有。就BOO安排而言，在服務特許經營權安排下所使用之基礎設施於其整個或大致上整個可使用年期使用。

Management Discussion and Analysis 管理層討論及分析

The following chart sets forth a summary of the accounting treatment for service concession arrangements and non-service concession arrangements under Hong Kong Financial Reporting Standards (“HKFRSs”):

下表載列根據香港財務報告準則（「香港財務報告準則」）對服務特許經營權安排及非服務特許經營權安排進行會計處理之概要：



Management Discussion and Analysis 管理層討論及分析

As of 31 December 2024, the Group had a total of 178 projects had completed construction or commenced operation and 21 projects under construction, in which 55 integrated biomass utilisation projects and 39 hazardous and solid waste treatment projects are accounted for as service concession arrangements. Most of the integrated biomass utilisation projects and some of the hazardous and solid waste treatment projects are accounted for as service concession arrangements. The construction contracts for the biomass portion of integrated biomass and waste-to-energy projects and some of hazardous and solid waste treatment projects are recorded under “intangible assets”, while the construction contracts for the waste-to-energy portion of integrated biomass and waste-to-energy projects and some of hazardous and solid waste treatment projects are recorded under service concession assets.

The following table sets forth a breakdown of the construction revenue recorded under intangible assets and service concession assets for projects accounted for as service concession arrangements during the years ended 31 December 2024 and 31 December 2023.

Construction revenue recorded as additions to:

截至二零二四年十二月三十一日，本集團擁有178個完工或運營項目及21個在建項目，其中：55個生物質綜合利用項目及39個危廢及固廢處置項目入賬列作服務特許經營權安排劃分的項目。大多數生物質綜合利用項目及部分危廢及固廢處置項目入賬列作服務特許經營權安排。生物質及垃圾發電一體化項目生物質部分及若干危廢及固廢處置項目的建造合約於「無形資產」列賬，而生物質及垃圾發電一體化項目垃圾發電部分及部分危廢及固廢處置項目的建造合約於服務特許經營權資產項下列賬。

下表載列截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度，入賬列作服務特許經營權安排的項目的無形資產及服務特許經營權資產項下錄得的建造收益的明細。

錄得作為增置的建造收益：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Intangible assets	無形資產	169,444	606,504
Service concession assets	服務特許經營權資產	61,305	54,141
Total	總計	230,749	660,645

INTERNAL MANAGEMENT

Strengthening corporate management is the cornerstone that ensures efficient, healthy and sustainable development of an enterprise. The Group has always upheld a “People-oriented, Pragmatic, Creative and Systematic” management philosophy, as it continues to develop and improve its management system and mechanism with a special emphasis on fostering a corporate management culture that encourages participation by all employees, so as to enhance management awareness and effectively raise its management standards. At the same time, the Group is advancing efforts to increase revenue and reduce expenses, with cost reduction and efficiency improvement measures constantly achieving remarkable results.

In response to the current business status and transformation needs, the Group has timely optimised its organizational structure. Currently, an organisational framework of “1 headquarters + 2 centres + 2 companies” has been established, through which the responsibilities of each functional department and business management center are clearly defined, all management systems are well-developed, and internal control processes are robust and effectively implemented. The Group also continued to fortify its line of defense against risks, as risk assessment was enhanced and climate risks were identified while risk appetites were optimised, while management responsibilities for safe production were ascertained to reinforce the bottom line for safe production and compliant emissions, in order to improve the level of informatisation in safe production as well as the efficiency and magnitude of risk management.

During the year under review, the Group held meetings of the management committee (the “Management Committee”) on a monthly basis to conduct reviews on project investment, preparation, construction and operation. It played its part as the investment project review committee which effectively reviews project investments and construction plans according to stringent standards. In the meantime, members of the Management Committee actively deliberated on corporate strategies for transformation and development and discuss important tasks of the enterprise in a collective effort to drive the stable development of the Group.

內部管理

加強企業管理是確保企業高效、健康和可持續發展的基礎。本集團一直奉行「以人為本、求真務實、開拓創新、規範管理」的管理理念，不斷完善管理制度，建立健全管理機制，著力營造全員參與的管理文化，強化管理意識，有效提升企業管理水平。同時亦推進開源節流，降本增效持續顯效。

本集團根據業務現狀和轉型需求及時對組織架構進行優化，目前已形成「1個總部+2個中心+2個公司」的組織架構，各職能部門及各業務管理中心職責清晰明確，各項管理制度完善，內部控制流程健全且得到有效執行。本集團亦持續築牢風險防線，強化風險評估，識別氣候風險，優化風險偏好，對安全生產管理責任落實，牢固安全生產、達標排放底線，提高安全生產信息化水平及風險管理效率與力度。

於回顧年度內，本集團每月均召開管理委員會會議，審議項目投資、籌建、在建及運營的情況，發揮投資項目評審委員會的作用，以嚴格的標準審議項目投資和建造方案；同時，管委會成員集思廣益，群策群力積極研究企業轉型發展戰略，商討企業重要工作，推動集團穩健發展。

HUMAN RESOURCES

The Group deeply understands that talent is the core driving force behind enterprise development. Therefore, the Group implements its talent strategy through two channels, namely “external recruitment” and “internal cultivation”, constantly strengthening the construction of its talent team. By disseminating corporate culture, the Group embeds core business philosophies into the hearts of its employees, ensuring that they share the same mindset and goals as the Group. This approach has enabled the Group to build a talent team that “Embracing Rules, Taking Bold Responsibility, and Pursuing Dreams”, achieving the dual enhancement of personal and corporate value.

The Group also continues to optimise human resources management by clearly promoting the “ability to work both at the top and bottom” mechanism for managers at all levels. The Group comprehensively recalibrates the authority over operations, personnel, and evaluations within project companies, business management centres and headquarters to drive high efficient internal management and optimal human resources utilization. Adhering to the management philosophy of “goal-oriented operations and performance-oriented staffing”, the Group facilitates the healthy development of green environmental protection initiatives. Leveraging the advantages of its diversified business, the Group provides employees with a broad development platform. In addition to cross-sector and cross-regional job rotations, the Group has arranged multiple rounds of internal recruitment, prioritising employee’s applications for positions across various headquarters departments to offer them diverse development opportunities and unlocks their potential. The Group is also committed to the building of a workplace characterised by diversity, inclusivity and mutual respect at work for all employees and advocates the safeguarding of such workplace through a relevant mechanism, under which everyone is entitled to equal opportunities within the system and their job positions. The Company also believes that the availability of diverse talents is closely associated with corporate development, and has been vigorously procuring talents from diverse backgrounds and striving to foster a harmonious, inclusive and diverse workplace for staff of different genders from different ethnic, cultural or professional backgrounds. The Group provides different types of training to identify staff potential on an ongoing basis, with a special emphasis on enabling staff to grow with the Company and share the benefits of its achievements.

人力資源

本集團深知人才是企業發展的核心動力。因此，本集團透過「外部引進」和「內部培養」兩個渠道來實現人才策略，不斷加強人才團隊建設，並通過企業文化宣貫將核心經營理念根植於員工內心，令員工與本集團思想同心、目標同向，打造出一支「懂規矩、敢擔當、有夢想」的人才隊伍，實現個人價值和企業價值的雙重提升。

本集團亦持續優化人力資源管理，明確推動各級管理人員「能上能下」機制，全面梳理項目公司、業務管理中心及總部的事權、人權及考核權，推動實現內部管理高效、人力資源最優，堅持「以目標為導向經營，以績效為導向用人」的管理理念，從而推動綠色環保事業健康發展。本集團充分利用業務多元的優勢，為員工提供寬闊發展平台，除了跨板塊、跨區域輪崗交流外，本集團安排了多輪內部招聘，優先讓員工申請總部各部門職位，為員工提供不同的發展機會，激發員工潛力。本集團亦致力為全體員工建立一個多元共融以及在工作間互相尊重的工作環境，並提倡以機制提供保障，在制度及工作崗位前人人享有平等機會。本公司亦相信人才多樣性與企業發展關係密不可分，致力延攬多元人才，並努力為不同性別、來自不同種族、文化或專業背景的員工打造和諧共融的多元工作環境。本集團提供不同類型的培訓以不斷挖掘員工的潛力，著眼於員工與公司共同成長、共享成果。

Management Discussion and Analysis 管理層討論及分析

As of 31 December 2024, the Group had an aggregate of approximately 3,400 employees in Hong Kong and Mainland China. Total staff cost for the year ended 31 December 2024 was HK\$691,749,000 (31 December 2023: HK\$664,774,000). Employees are remunerated according to their qualifications, experiences, job nature and performance, with reference to market conditions. Apart from the discretionary performance bonus, the Group also provides staff with other benefits such as medical insurance and mandatory provident fund.

PRINCIPAL RISKS AND UNCERTAINTIES

Under the macro environment of the global economic downturn, the business market environment becomes more and more complicated and volatile. Robust and effective risk management is increasingly important for the Company to achieve its strategic objectives, performance growth and sustainable development. On the back of the Company's risk management regime comprising the risk management organisation, risk management systems and risk management processes, the Group has set out clearly its mission and objectives in risk management and a reasonable risk appetite subject to ongoing review and optimisation. Based on the above, the Group has adopted a comprehensive and systematic risk management methodology of "top-down coordination and vertical-horizontal linkage", not only integrated risk management into the Company's existing business operation and management procedures but also focused on safeguarding the realisation of the Company's strategic and operational objectives. During the year under review, the Group revised the Risk Factors Checklist on the basis of assessment results and determined the "key management and control risks" to perform risk management with key control risks as the core focus in line with its consistent emphasis on the effectiveness of risk management. On the back of a comprehensive internal control and risk management regime, the Group highlighted the forward-looking qualities and effectiveness of risk control with more attention on details. Consolidated analyses of risk events were conducted on an ongoing basis to ensure legal compliance of the operations of the Group's subsidiaries and prevent the occurrence of systematic risks. In the course of risk identification and assessment, the Company based on the sections and areas in which uncertainties could have an adverse impact on the accomplishment of its goals, the relevant risks were categorised according to the classification of the Company's internal functions. Feasible and effective risk mitigation measures were

於二零二四年十二月三十一日，本集團在香港及中國內地合共僱員約3,400名員工。截至二零二四年十二月三十一日止年度之總員工成本為港幣691,749,000元(二零二三年十二月三十一日：港幣664,774,000元)。僱員之薪酬乃根據資歷、經驗、工作性質、表現以及市場情況計算釐定。除酌情獎勵花紅外，本集團亦提供其他福利予員工，包括醫療保險及強積金計劃。

主要風險及不確定性

在全球經濟低迷的宏觀形勢下，商業市場環境愈發複雜多變。穩健及有效的風險管理對本公司達成戰略目標、實現業績增長及可持續發展的作用也愈發重要。本集團依託本公司風險管理組織、風險管理制度、風險管理流程等組成的風險管理體系，明確風險管理使命、風險管理目標及合理的風險偏好，並不斷總結完善。基於以上，本集團採用上下聯動、縱橫交錯的全面、系統的風險管理方法，不僅將風險管理納入本公司現有業務經營管理程序，同時專注於保障本公司戰略目標與經營目標的實現。於回顧年度內，本集團一貫重視風險管理的有效性，基於評估結果，修訂《風險要素清單》，根據「風險偏好」確定「重點管控風險」，並以此為核心開展風險管理工作，在已經較為完整的內部控制及風險管理體系的基礎上，從細節著眼，更為強調風險管控的前瞻性與有效性。本集團持續對風險事件進行匯總分析，保證附屬公司合規、合法經營，防止系統性風險的發生。在風險識別與評估過程中，立足於不確定性對目標產生的不利影響的環節與範圍，根據本公司內部職責的劃分，對相關風險進行分類，針對已經識別及評估的重大風險，通過改善內部環

implemented by improving the internal environment, enhancing the dissemination of information and conducting specific inspections, among others, to address material risks which had been identified and evaluated. Meanwhile, the effectiveness of risk control was assessed on a regular basis and deficiencies were rectified in a timely manner. Key risks associated with the development of the Group's environmental protection business during the year under review included trade receivables, strategic transformation and market competition, policy changes, environmental compliance and safety management, human resources, cost control and production capacity management, meanwhile, special attention was also paid to the risks associated with climate change, corruption and fraud, cybersecurity and artificial intelligence ("AI"). The Group has incorporated ESG risks into the Company's risk management regime, and relevant details were allocated to major risk categories to facilitate risk control based on the sections and areas in which the accomplishment of corporate goals could be affected. The Company places ongoing focus on global climate change, in particular contingency plans and reasonable response measures to address risks which might result from extreme weather, actively participates in the national policies and implementation measures for "carbon reduction" and "carbon peak", and making advanced arrangements and response measures catering to higher mandatory emission standards for enterprises that might be announced by the nation. Staff development was facilitated by creating job opportunities and incorporating the concepts of inclusivity and equality in the Staff Handbook and human resources management policy. In conjunction with the Company's business, it was sought to increase the income of local farmers through the purchase and secondary processing of straws, thereby facilitating rural revitalisation in genuine fulfilment of the Company's social responsibility. For details of the impact of climate change on the Company, please refer to the section headed "Addressing Climate Change" in the 2024 sustainability report of the Company, which will be uploaded to the respective websites of Hong Kong Exchanges and Clearing Limited ("HKEx") and the Company by the end of April. During the year under review, the Group optimised its risk rating and criteria for assessing audit results and exercised effective control over material risks.

境、強化資訊傳遞、專項檢查等方式，制定並落實可行有效的風險緩解措施，同時也定期對風險管控效果進行評價，及時改正不足。就本集團的環保業務發展，回顧年度內主要風險包括應收賬款、戰略轉型與市場競爭、政策變動、環境合規與安全管理、人力資源、成本控制、產能管理等，同時亦持續關注氣候變化、貪污舞弊、網絡安全及人工智能（「AI」）風險。本集團將ESG風險納入了本公司風險管理體系，基於對本公司目標實現的影響環節及範圍，將相關內容包含於各主要風險中進行管控。包括對全球氣候變化持續關注，特別針對極端天氣所可能導致的風險作出相應預案與合理應對措施；積極參與國家「碳減排」、「碳達峰」政策及具體實施；應對國家可能推出的提高企業的強制性排放標準作出了事先的安排與應對；通過創造就業機會、將共融平等概念納入員工手冊及人力資源管理制度，為員工發展提供條件；結合本公司業務，通過秸稈收購、二次加工等方式，增加當地農民收入，有助於實現鄉村振興，切實履行本公司社會責任。有關氣候變化對本公司的影響，詳情請參閱本公司二零二四年可持續發展報告中「應對氣候變化」一章節。該報告將在四月底前上載到香港交易及結算所有限公司（「港交所」）及本公司網站。於回顧年度內，本集團完善了風險評級及審計結果評價參考標準，重大風險管控有效。

Management Discussion and Analysis 管理層討論及分析

The Group consistently places high importance on risks related to ESG factors. Through risk identification and assessment, the Group integrate these risks into the aforementioned primary risk management framework. For instance, in managing strategic transformation and market competition risks, it focuses on sustainable development, staying attuned to new trends in low-carbon and circular economy sectors to drive strategic transformation and enhance market competitiveness of the Company. It monitors the impact of global climate change and extreme weather on new national policies, proactively addressing risks associated with policy changes. The Group also prepares for environmental safety risks caused by extreme weather phenomena by actively developing and implementing emergency plans, conducting regular drills, and ensuring timely and adequate insurance coverage. Additionally, it establishes and strictly enforces equitable employment practices, implements diversified recruitment measures, enhances employment opportunities for women, and increases care and support for employees to foster a positive human resources environment. The management and control of ESG-related risks has elevated the Company's risk management standards, and more practical control measures have effectively reduced the likelihood of such risks, minimizing losses when risk events occur.

本集團始終保持對ESG相關風險的高度重視。針對ESG風險本集團經由風險識別與評估，將相關風險納入上述主要風險管控範圍，如於戰略轉型與市場競爭風險管控中關注可持續發展，關注低碳、循環經濟領域新動向，以推動本公司戰略轉型與提高市場競爭能力；關注全球氣候變化及極端天氣對於國家出台新政策的影響，提早應對政策變動風險；預防極端天氣現象造成的環境安全風險，積極制定及實施應急預案並定期演練，足額及時購買保險；建立並嚴格執行平等的用工制度、實施多元化的招聘措施、提升女性就業機會、增加對員工的關懷與幫助等營造良好的人力資源環境。對於ESG相關風險的管控，提升了本公司風險管理的水平，更為切實可行的管控措施也有效降低相關風險產生的可能，並於風險事件發生時將損失降至最低。

The risk of trade receivables refers to the risk of incurring bad debt losses that would affect the Company's profit and solvency owing to the failure to collect trade receivables in a timely manner. With a strong emphasis on trade receivable management, the Group has announced and implemented the Measures for the Management of Trade Receivables and conducts regular analyses on the overall profile of trade receivables, on the basis of which specific call targets and plans have been formulated to ensure reasonable trade receivable turnover periods and the effective implementation of a mechanism for collection. Appraisals of trade receivable collection have also been conducted to effectively implement the clear-up of trade receivables. Regular analysis reports on trade receivable collection, including reports on ageing management and analysis management, have been prepared. Cross-checking with clients has been conducted on a quarterly basis to facilitate examination of trade receivables. Regarding commercial customers, continuous improvements to customer credit check have been made and a management model has gradually been formed for screening prior to granting credit, supervision during the granting process, and designated tracking after granting. Flexibility in credit policies and call strategies are afforded in relation to different customers and instant adjustments have been made to reduce the probability of bad debt. Where necessary, legal means are employed to assure the collection of trade receivables. The Group also actively registers such debts with local governments with a view to recovering its trade receivables under the auspices of relevant national policies. The Company has consistently placed a strong emphasis on the payout of national tariff subsidies and has actively liaised with relevant authorities to gain insight into the latest policy direction and procure payout of national tariff subsidies as soon as practicable. In the meantime, plans have been made in connection with national tariff subsidies that cannot be received in full in the short term. On the one hand, the Group seeks to increase operating cash flow from each project to maintain secure liquidity through its own earnings. On the other hand, the Company seeks to broaden its financing channels and means to enhance its financing ability and increase its cash reserve to address the requirements of new business development. Meanwhile the Group is also exploring ways to be engaged in financial products in order to cash in on trade receivables as soon as practicable through financial means.

應收賬款風險指由於應收賬款不能及時收回，導致壞賬損失出現，影響本公司利潤及支付能力。本集團重視應收賬款管理，頒佈並執行《應收賬款管理辦法》，對應收賬款總體情況進行定期分析，據此制定有針對性的回收目標和計劃，確保賬期的合理和回收機制的有效運行，並對應收賬款回收情況進行考核，有效落實應收賬款清理工作。本公司對應收賬款回收情況進行定期分析報告，包括賬齡管理、分析管理，並按季度與客戶開展對賬工作，對應收賬款進行核查。對於商業客戶，不斷完善客戶信用調查，逐步形成對商業客戶進行事前甄別、事中監督、事後專人跟蹤的管理模式，並根據不同的客戶可以採取靈活的信用政策和催收策略，實時調整減少壞賬發生概率。於必要時採用法律手段保障收回應收賬款。積極申報地方政府債務，利用國家相關政策回收應收賬款。本公司始終重視國家補貼電費的發放情況，積極對接相關部門了解最新政策方向，促進國補電價的儘快發放。同時，也對於短期內無法足額收回國補電價進行了相關預案，一方面增加各項目經營現金流，通過自有收益保持流動性安全；另一方面，拓寬本公司融資渠道及方式、增強本公司融資能力，增加現金儲備，以應對新業務的開展；同時也在探討如何參與金融產品的運作，通過金融手段儘快將應收賬款變現。

Management Discussion and Analysis 管理層討論及分析

The risk associated with strategic transformation and market competition refers to the inability to validly analyse and reasonably estimate the extent of market clarity and industrial development trends, or the inability to identify new business investment/engage in new business development/commence investment at the right timing owing to errors in market research. The inability to formulate development strategies and explore new businesses for the Company in a timely manner in response to the trends of climate change could result in the Company's missing out on business opportunities. Inadequacies in financial feasibility estimates or unreasonable setting of operating conditions and boundary conditions during the stage of business development could result in inaccurate estimates of financial indicators and return rates, thereby affecting the financial income of the Company, or the inability to arrive at an effective assessment of technical feasibility could affect the Company's total investment or financial income. The Group has refrained from unwarranted expansion, investment with insignificant profit return and low price competition and has optimised its project evaluation system and procedures with the establishment of the investment project risk review committee, which conducts examination on investment project risks to enhance the quality of investment project evaluation and strengthen risk management prior to investment in projects. The Group places a strong emphasis on building partnerships and engaging in friendly information sharing with leading fellow enterprises in the industry to closely monitor movements and trends in the industry. Market information is collected on a regular basis to facilitate comprehensive monitoring and analysis of competitors, market status, market investment information, national policies and regulations, status of industry development, frontier developments in technology and organisational management, among others. Internal information such as the regular monthly report on market development information and the annual industry analysis report and national market investment guide are prepared. Relevant competition strategies are formulated on a regular basis according to market trends. Regular meetings are held for project companies to facilitate information-sharing and put together different ideas. Reference materials in the forms of minutes, documents and special-topic publications are provided to relevant departments for studying and to the management as reference for decision-making. The Company has further incorporated sustainability principles into its corporate development strategy to guide investment and development with the sustainability strategy, whilst closely monitoring new developments in the low-carbon and circular economy sectors.

戰略轉型與市場競爭風險指未能有效分析和合理預估市場明朗程度和行業發展趨勢，或者市場調研失誤，導致未能識別新的業務投資／開發本公司新業務／投資的開展時機不當。未能應對氣候變化趨勢，及時制定本公司發展策略，開拓新業務，令本公司錯失商機。在業務拓展時，財務可行性測算存在不足，或者對運營情況和邊界條件設定不合理，導致財務測算或者回報率等失真，影響本公司財務收益，或未能有效評估技術可行性，影響本公司總投資或財務收益。本集團不進行盲目擴張、不進行無效益投資、不進行低價競爭；優化項目評審制度與流程，設置投資項目風險審核委員會進行投資項目風險審核，提升投資項目評審質量，加強投資項目前風險管控。本集團重視加強與行業內優秀企業建立合作夥伴關係並開展友好交流，實時掌握行業動態及發展趨勢。定期搜集市場信息，對競爭對手、市場現狀、市場投資情況、國家政策制度、行業發展現狀、技術前沿、組織管理等方面進行全面把控分析。每月定期完成市場拓展信息報告表；每年完成行業分析報告、全國市場投資指引等內部資料。定時根據市場趨勢，制定相應的競爭策略。定期組織各項目公司進行交流分享和思路整合，並以紀要、文件、專題刊等形式，供相關部門學習及為管理層決策提供參考。本公司將可持續發展理念進一步融入本公司發展戰略中，以可持續發展戰略指導投資發展工作，密切關注低碳、循環經濟領域的新動向。

The risk of policy changes refers to the risk of failure to respond to adjustments in national policies, tightened requirements in environmental emissions and changes in business models in a timely and effective manner resulting in an adverse impact on the business of the Group. The Group has been closely monitoring adjustments to national environmental policies and has been actively involved in advancing national strategies and macro-policies in tandem with the requirements of national development strategies and environmental policies and prudent investment principles, making adjustments to its development approach in response to changes in environmental policies. The Group has also furnished advice and suggestions to relevant policy-making authorities through industry associations and expert teams, in a bid to ensure that the actual conditions and needs of the industry would be taken into consideration by the nation in its policy formulation. The Group has conducted in-depth and detailed analysis on national industrial development strategies and made pre-emptive moves in project deployment to explore new business frontiers in response to national macro-control measures and specific policies on the environmental protection industry. The Group seizes development opportunities by employing innovative business models, in order to accomplish the stated objective of sustainable development. The Company closely monitors policies on the carbon market and their changes whilst enhancing data quality management, in order to prepare itself for carbon audit and ultra-low emission upgrades.

政策變動風險指未能及時有效應對國家政策調整、環保排放要求提高及商業模式變化而對本集團業務帶來負面影響的風險。本集團一直密切關注國家對環保政策的調整，堅持順應國家發展戰略及環保政策要求、穩妥審慎的投資原則，積極參與國家戰略及宏觀政策的推進，順應環保政策的變化而調整集團發展路線。本集團通過行業協會、專家團隊等向相關政策制定部門諫言獻策，力求國家在制定政策時會考慮到行業的真實情況及需求。本集團細緻深入分析國家產業發展戰略，針對國家對於環保行業的宏觀調控及具體政策，提早進行項目佈局，拓展新型業務領域。創新商業模式，抓住發展機遇，實現可持續發展的預定目標。本公司密切關注碳市場政策及相關變化，加強數據質量管理，為碳核算做好準備，以及開展超低排放改造。

Management Discussion and Analysis 管理層討論及分析

The risk associated with environmental compliance and safety management can be distinguished into the risk associated with environmental compliance and the risk associated with safety management. The risk associated with environmental compliance refers to the risk of exceeding environmental emission limits, safety incidents and adverse external conditions resulting in an adverse impact on project construction and operation. Such risks involve ESG-related elements, such as governments at various levels tightening emission standard requirements owing to environmental and climate change, resulting in rising costs. The risk of safety management refers to the risk of safety liability incidents occurring as a result of deficiencies in the safety management regime, imperfections in the safety management system and ineffective implementation of safety management measures. It also refers to the inability to address extreme weather (such as torrential rain, flood and heat wave, etc.) in a proper manner and the exposure of staff working under extreme cold/hot conditions resulting in the loss of property and injury or fatality of staff. The Group has persisted in work design optimisation, stringent quality control over project construction and efficiency upgrades for equipment in a bid to enhance project management standards. The Group has also exercised stringent control over emission indicators to ensure that they are met. The Group has consistently procured the project companies to commence requisite technological upgrades and has developed a centralised environmental information platform and appointed qualified third-party inspection bodies to conduct environmental monitoring according to plans. The Group has continued to disclose the environmental emission data of its waste-to-energy projects in a proactive move to subject itself to the supervision of the general public. The Group has upheld the principle of “safety comes first in development” and continued to improve, as well as resolutely and consistently implement, its safety management regime in fulfillment of its responsibility in safety management. The Group has continued to advance the development of the dual prevention mechanism comprising tiered safety risk control and hazard inspection and treatment to stringently implement the Company’s safety and environmental management system and procure due supervision, inspection and rectification. The Group has organised the preparation of emergency plans in response to high temperature, torrential rain and flood and the conduct of annual emergency drills at all projects. The Group has conducted itself in strict accordance with the environment, safety, occupational health and social responsibility (“ESHS”) management regime with consistent implementation of the “Standard Operating Procedure” (SOP) and formulation of contingency plans for accidents. Safety inspections within the system have been conducted monthly and quarterly to identify and eliminate safety hazards and avoid safety liability incidents. The Group has also conducted numerous sessions of safety training for the learning of safety management knowledge and enhancement of safety risk awareness, with a view to curbing any potential risks at source and improving its safety management standards. Property and liability insurances have been purchased based on the specific conditions of individual projects to transfer the risks as necessary.

環境合規與安全管理風險可分解為環境合規風險與安全管理風險。環境合規風險指環保排放超標、安全事故、不良外部環境等對項目的建設及運營帶來負面影響的風險。該等風險包含ESG相關內容，如因環境及氣候變化可能導致各級政府提高排放標準要求，導致成本增加。安全管理風險指安全管理體系不健全、安全管理制度不完善、安全管理措施不到位等原因導致的發生安全責任事故的風險，也包括未能正確應對極端天氣（如暴雨、洪水、熱浪等）、員工在極寒／極熱條件下工作，造成財產損失及人員傷亡。本集團一貫堅持優化工程設計、嚴控項目建設品質、提升設備效能，提高項目管理水平，嚴格控制排放指標，保證達標排放。本集團不斷推動各項目公司開展必要的技改工作，並構建統一的環境信息平台，委託具有資質的第三方檢測單位按計劃開展環境監測工作。繼續堅持垃圾發電項目的環保排放資料公開，主動接受社會及公眾的監督。本集團始終堅持「生命至上、安全發展的原則」，持續完善並堅決貫徹執行安全管理體系，落實安全管理責任，持續推進安全風險分級管控和隱患排查治理雙重預防機制建設，嚴格落實本公司的安全及環境管理制度並做好監督、檢查和整改；組織各項目編製高溫、暴雨及洪水情形的應急預案並每年開展應急演練。本集團堅持環境、安全、職業健康及社會責任（「ESHS」）管理體系，貫徹執行「標準作業程式」(SOP)、制定了事故應急預案並每個月、每季度均在系統內進行安全檢查，查找並消除安全隱患，避免安全責任事故的發生。本集團亦多次開展安全培訓工作，學習安全管理知識、提高安全風險意識、防微杜漸，提升安全管理水平。針對各項目的特殊情況，購買財產及責任保險，進行必要的風險轉移。

The risk associated with human resources refers to the insufficiency of existing staff backup capacity or establishment for important functions and positions, or inability to recruit sufficient management and technical personnel (especially the recruitment of technology team leaders) and experienced staff, or improper staff appointment and placement or the departure or change of personnel at certain key positions and inability to locate suitable replacements in a short time, or decisions to select and promote personnel being affected by factors such as family duties, gender or race, resulting in the suspension and slowdown of work that affects the fulfilment of the Company's strategic and operating goals. The Group closely monitors market developments such as national and local policies and laws and regulations, market demand, competition and market resources while formulating corporate systems and making amendments to relevant plans to provide more favourable assurance through the system for the selection, training and retention of staff. Stronger support was rendered to staff recruitment, such as investigating recruitment needs, conducting accurate analyses and adopting the right measures to solve difficulties in recruitment, in order to ensure the timely and effective recruitment of talents with the right calibre, thereby assuring the normal production and operation of the Company. To facilitate retention of incumbent staff, training programmes are organised alongside a variety of team development activities. The Group enhances staff sense of belonging as well as staff unity and solidarity by showing its concern for their well-being in various aspects. The Company has established and consistently implemented an employment system underpinned by the principle of equality to eliminate any discrimination in employment and improve job opportunities for females. The Group adheres to the policy of diversity in its recruitment.

人力資源風險指現有人員儲備不足或者重要職能崗位人員編製不足，或者未能招聘足夠的管理人員、技術人員（特別是技術領軍人才的引入）和具備經驗的員工，或者人員聘用和配置工作不當，部分關鍵崗位員工離職、變動，短期內無法找到合適的替代人員，或人員選定及提升時，受到因家庭崗位、性別、種族等因素影響選定及提升的決定，相關工作停滯影響本公司戰略和運營目標的達成。本集團時刻關注國家和各地方政策與法律條例、市場需求、競爭情況、市場資源等行情，制定公司制度修訂計劃，對員工的選育留用提供更有利的制度保障。加大招聘支持力度，開展招聘需求調查，對招聘難的問題進行精準分析及對症下藥，保證及時有效的招聘到合適人才，保障本公司正常生產、運營。为了更好的留用現有人才，提供培訓課程，開展各類團隊拓展活動，多方位關心、關愛員工，提升員工歸屬感，增進員工的凝聚力和向心力。本公司建立並貫徹執行平等用工原則及制度，杜絕用工歧視。提升女性就業機會，招聘時實行多元化政策。

Management Discussion and Analysis 管理層討論及分析

The risk associated with cost control refers to investment overruns for projects owing to inadequate control over the execution of work budgets, or rising costs owing to rising prices for the acquisition of raw materials prices or inadequacies in operating ability. The Group has made ongoing efforts to enhance standardisation of work sites by consistently substantiating its suppliers' list to enable selection of high-calibre partners while exercising reasonable control over budgets and cost estimation. During the year under review, the Group enhanced depth and quality of the feasibility research report to closely integrate with the design tasks, so as to increase the accuracy of budget estimations. The mutual furnishing of information between the equipment manufacturers and the design institutes has been expedited, while the information supply sequence among various equipment was internally clarified to facilitate the streamlining and implementation of the accountability system for incorporation into the appraisal. The Company has been actively expanding the scope of suppliers and enhanced communication with them. Suppliers are selected through competitive means such as open tendering to reduce work cost estimates and the cost of raw material procurement. A specialised operational technical team has been established to solve operational deficiencies in a timely manner, with a view to achieving cost reduction by enhancing operational standards and maintaining long-term, stable and continuous operation.

The risk associated with production capacity management refers to the inability of projects to operate at their design capacity owing to inadequacies in the ability to design, construct and operate projects, or inadequate research or the selection of sites in regions subject to greater pressure in terms of certain types of resources resulting in rising costs for resource acquisition or insufficient supply, which could affect investment returns. The Company continues to enhance information collection and increase the volume of information collection, storage and allocation during the stages of project development, design, construction and operation, especially information regarding the tenders and price-bidding of medium to large waste-generating enterprises, in order to maximise the core client base for the projects and safeguard the stable production and long-term development of the projects. The Company has upgraded its project technologies and competence in materials R&D as well as increased technological input to gradually enhance its ability to handle sophisticated materials, so as to broaden the scope for utilising project capacities through technical competence. The Group has also continued to promote the experience of advanced projects to enhance the standard of project construction and operation, while driving technological innovation and motivating staff vigour to lower operating cost and increase market competitiveness by improving its operating efficiency, thereby ensuring the full utilisation of project capacity.

成本控制風險指工程預算執行管控不足，項目出現超預算情況；原材料收購價格上漲或運營能力不足造成成本增加。本集團不斷提升工程現場的標準化水平，不斷充實供應商庫，選擇優秀合作夥伴，合理控制預算與工程造價。本集團於回顧年度內提高可行性研究報告深度及質量，使其與設計工作緊密結合，提升預算的準確性。加快各設備廠家和設計院之間的相互提資速度，內部理清各設備間的提資順序開展責任制梳理和落實工作，納入考核。本公司積極拓展供應商範圍，加強與供應商的溝通，通過公開招投標等競爭方式選定供應商，降低工程造價及原材料採購成本。成立專業運營技術團隊及時解決運營缺陷，通過提升運營水平，保持長期穩定持續運行來降低成本。

產能管理風險指因項目設計、建設、運營能力不足或調研不充分或選址於某類資源壓力較大地區，資源獲取成本上升或供應不足，導致項目無法實現設計產能，影響投資回報。本公司於項目拓展、設計、建設、運營各個階段持續加大信息收集力度，增加信息收集儲配量，特別是中大型產廢企業的招標、競價信息，儘可能擴大項目基礎客戶群體，為項目穩定生產、長期發展提供保障。本公司提升項目技術、物料研發能力，加大技術投入，逐步強化複雜物料處置能力，通過技術能力為項目產能釋放贏得更大的空間。不斷總結推廣先進項目經驗，提高項目建設及運營水平，推動技術創新，激發員工活力，通過提高運行效率降低運行成本提高市場競爭力，最終保障項目產能充分釋放。

The risk associated with climate change refers to global warming, extreme weather (e.g. rainstorms, typhoons, gales, thunderstorms, lightning, sandstorms, haze, etc.) and natural disasters caused by changes in the climate system, which may in turn affect the stability of the Company's project operations and engineering construction, or result in losses in terms of property and personnel. The impact of restrictions on greenhouse gas emissions or mandatory carbon trading by regulatory authorities may increase the Company's operating costs or affect its operational stability. The Company improved disaster prevention design and construction standards based on climate forecasts during the engineering phase; designate and rehearse emergency response plans during the operation phase to prevent or avoid the impact of extreme weather on production and operation; reduce waste emissions and increase the use of recycling resources; arrange regular medical check-ups for employees and distribute labour protection materials; and take preventive and reactive measures such as improving operation standards through technological or operational technology innovations, and achieving stable operations under special circumstances.

The risk associated with corruption and fraud refers to the likelihood of corruption occurring in the course of the performance of duties by the acting party and the consequences of damage. The Group maintains and improves its management system, strengthens supervision and management, optimises internal control processes to avoid oversight, maintains and improves its complaint process and resolutely investigates and verifies whistle-blowing matters. The Group implements stringent procurement process management to ensure procurement compliance. It has organised integrity promotion and training to enhance the awareness of integrity. The Group has also taken preventive and reactive measures through "case studies" to make employees aware of the serious consequences of corruption and fraud.

氣候變化風險指由於氣候系統改變造成的全球變暖、極端天氣(如暴雨、颱風、大風、雷暴、閃電、沙塵暴、霧霾等)以及自然災害等，進而影響本公司項目運營和工程建設的穩定，或者造成財產和人員方面的損失。受到監管部門關於溫室氣體排放的限制或者強制碳交易等的影響，造成本公司運行成本增加或者影響運行穩定性。本公司於工程階段根據氣候預測提高防災設計、建造標準；於運營階段指定並演練應急方案，預防或避免因極端天氣對生產運營造成影響；減少廢棄物排放，增加循環資源利用；為員工定期安排體檢、發放勞動保護物資；通過科技或運營技術創新提高運行水平，在特殊情況下實現穩定運營等措施進行預防與應對。

貪污舞弊風險指行為主體在履職過程中發生腐敗行為的可能性和發生損害後果。本集團堅持並完善管理體系，加強監督管理，優化內控流程，避免疏漏，堅持並完善投訴流程，對於舉報堅決查證。嚴格執行採購流程管理，保證採購合規。開展廉政宣傳與培訓，提高廉潔意識。通過「以案說法」的形式，使員工意識到貪污舞弊的嚴重後果等措施進行預防與應對。

Management Discussion and Analysis 管理層討論及分析

The risk associated with cybersecurity refers to the leakage of the Company's operating information due to cyber vulnerabilities, the damage to the Company due to cyber fraud by employees, and the failure or even paralysis of the Company's network information system due to the inability to effectively defend against cyber hacking attacks. The Group has proactively organised training on cybersecurity to enhance the awareness and capability of its employees on cybersecurity and stringently implemented the internal control system procedures of the Company to prevent damages to the Company due to fraudulent acts committed by individual employees. The Group also prevents hacker attacks by setting up complicated passwords, physical firewalls, software firewalls and anti-virus software, and conducts regular cybersecurity drills to enable employees to master and familiarise themselves with the methods of defending against cyber frauds or attacks.

The risk of AI refers to the damage to the Company and the employees due to the illegal use of AI tools to access the Company's information system, resulting in the leakage of the Company's information or the leakage of the employees' privacy, the purchase and use of unqualified AI tools, resulting in the Company's damages and the failure to use the AI tools safely and reasonably, or the failure to set up the basic algorithm resulting in wrong results or bias. The Group will improve its system to require its employees not to use AI tools illegally; only procure AI tools with national security certificates through a stringent screening process to select AI tools; stringently limit the scope of use of AI tools and use them reasonably under the circumstances of ensuring security; implement measures such as the setting of databases by professionals and the setting up of manual supervision to detect and prevent the occurrence of damages in a timely manner, and minimise losses by detecting and preventing the occurrence of damages in time when it occurs.

網絡安全風險指因網絡漏洞造成本公司經營信息泄露；員工因網絡詐騙而造成本公司損失；因無法有效抵禦網絡黑客攻擊而造成本公司網絡信息系統故障甚至癱瘓。本集團積極開展網絡安全培訓，增加員工網絡安全意識與能力，嚴格執行本公司內控制度流程，避免因個別員工受到欺詐而對本公司造成損失。通過複雜密碼的設置、實體防火牆、軟件防火牆、殺毒軟件等方式預防黑客攻擊。定期進行網絡安全演練，使員工掌握並熟悉抵禦網絡欺詐或攻擊的方法。

AI風險指因非法使用AI工具接入本公司信息系統，導致本公司信息泄露或者員工隱私泄露、購買並使用不合格的AI工具，導致本公司損失及未能安全合理使用AI工具或設定基礎算法導致結果錯誤或造成偏見，從而對本公司及員工個人造成損害。本集團將完善制度建設，要求員工不得非法使用AI工具；通過嚴格篩選流程選擇AI工具，僅選用購買具有國家安全認證的AI工具；嚴格限制AI工具使用的範圍，在確保安全的情況下合理使用；專業人士實施數據基礎設定，設置人工監督環節等措施，及時發現並防止損害的發生及在發生損害時能夠及時發現並制止，以減少損失。

ENVIRONMENTAL AND SOCIAL MANAGEMENT

The Group has continued to make improvements to its ESHS management system, driving ongoing upgrades externally as well as internal management of environment, safety and occupational health, among others, and improving systematic, regulated and delicacy management to maximise control over relevant risks and eliminate management deficiencies.

In 2024, the Group focused on the objective of “safe production and compliant emission” as it persisted in the principles of “control at source, preemptive prevention and systematic treatment”. In connection with safety management, the work was focused on risk management and implemented on the basis of leadership abilities in safety matters and safety culture through initiatives for improving competence as well as supervision and inspection work. The standard of inherent safety has been improved with the benefit of protective measures facilitated by new technologies and augmented “digital-intelligent” engineering technology. Regarding environmental management, national and local directives, policies, laws, regulations and standards pertinent to environmental protection have been acquired and implemented in a timely manner, while ongoing efforts have been made to enhance process supervision and preemptive warning and procure rigorous implementation of responsibilities and measures.

The performance of the operations and environmental services of the Group’s projects are gauged in strict adherence to relevant standards and requirements of their respective environmental impact assessment reports, taking into account the expectations of the neighboring communities. Major regulations and standards applicable to the Group’s projects include the Environmental Protection Law of the People’s Republic of China, the Production Safety Law of the People’s Republic of China, the Labor Law of the People’s Republic of China, Sewage Discharge Permit Management Regulations, the Standard for Pollution Control on the Municipal Solid Waste Incineration (GB18485–2014), Directive 2010/75/EU and its relevant Annexes/Amendments, the Standard for Pollution Control on Hazardous Waste Landfills (GB18598–2019), the Standard for Pollution Control on Hazardous Waste Storage (GB18597–2023) and the Standard for Pollution Control on Hazardous Waste Incineration (GB18484–2020), among others. No breach of the said laws and regulations and environmental protection standards resulting in significant loss for and impact to the Group was recorded in 2024.

環境和社會管理

本集團不斷改進ESHS管理體系，推動環境、安全和職業健康等內外部管理的不斷提升，系統化、規範化和精準管理，最大限度管控相關風險，消除管理缺陷。

二零二四年度，本集團圍繞「安全生產、達標排放」目標，堅持以「源頭把控，超前防範，系統治理」為切入點。安全管理方面，以風險管理為核心，以安全領導力與安全文化為基石，以能力提升、監督檢查為管理抓手促落實執行，以新技術、「數智化」加大工程技術防護措施提升本質安全水準；環境管理方面，及時獲取並貫徹落實國家、地方頒佈的有關環境保護的方針、政策、法律法規和標準，持續強化過程監管和事前預警，狠抓責任和措施落實。

本集團項目運營和環境服務的表現嚴格按照相關標準及環境影響評價報告的要求，並將周邊社區期望納入考慮。適用於本集團項目的主要法規和標準包括：《中華人民共和國環境保護法》、《中華人民共和國安全生產法》、《中華人民共和國勞動法》、《排污許可管理條例》、生活垃圾焚燒污染控制標準(GB18485–2014)和歐盟指引2010/75/EU及其相關附表／修訂、危險廢物填埋污染控制標準GB18598–2019、危險廢物貯存污染控制標準(GB18597–2023)以及危險廢物焚燒污染控制標準(GB18484–2020)等。本集團於二零二四年沒有因違反以上法律法規及環保標準而導致重大損失和影響的記錄。





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COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group believes that maintaining sound and high standards of corporate governance is not only a key element in safeguarding the interest of the Shareholders but also creating long term value for all relevant stakeholders by enhancing the corporate value, accountability and transparency of the Group.

The Group has constantly reinforced its internal control, risk prevention and management, corporate governance through a set of rules and regulations. The Group strives to inculcate the corporate governance, risk management and sustainable development concept into the Company's operation and business for cultivating the strong backup to the breakthrough development of the Company's business.

The Group understands that corporate governance and ESG performance is a good reflection of the management capability of a company, including its performance in dealing with environmental and social risks or impacts. Good corporate governance is not only a prerequisite for the effective management of ESG issues, but also provides the cornerstone needed to manage environmental and social risks, so as to ensure that accountability is undertaken and fulfilled seriously by the senior management of a company. The Board is committed to creating long-term sustainable growth for Shareholders and delivering long-term value to all stakeholders.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix C1 of the Listing Rules as the code for corporate governance practices of the Company. The Company had complied with all the applicable code provisions set out in Part 2 of the CG Code during the year of 2024, except for the following deviation with the reason explained below:

遵守企業管治守則

本集團相信維持穩健及高水平企業管治，不單是保障股東權益的要素，更能提升企業價值及加強本集團的問責性及透明度，為所有相關持份者創造長期價值。

本集團通過一系列規章制度，不斷加強內部監控、風險防控與企業管治。本集團致力將企業管治、風險管理和可持續發展的理念，融入本公司營運與業務，為本公司業務的突破性發展，打造強大後盾。

本集團明白企業管治與ESG的表現正好反映一家企業的管理能力，包括處理環境及社會風險或影響的表現。良好的企業管治，不僅是有效管理ESG事宜的先決條件，也提供了管理環境及社會風險所需的基石，確保企業最高層重視並履行這方面的責任。董事會致力為股東創造長期的可持續增長，並為所有持份者提供長期價值。

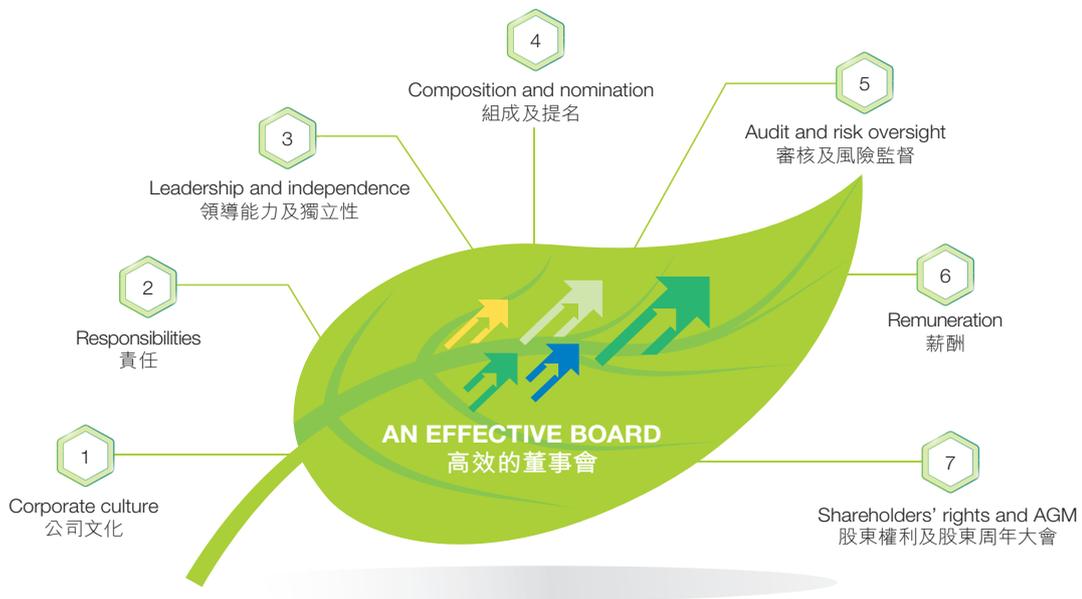
董事會已採納《上市規則》附錄C1所載的《企業管治守則》(「《企業管治守則》」)，作為本公司的企業管治常規守則。於二零二四年度，本公司已遵守《企業管治守則》第二部分所載之所有適用守則條文，惟以下偏離事項除外，原因解釋如下：

CODE PROVISION F.2.2 OF PART 2 OF THE CG CODE

Code Provision F.2.2 of Part 2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting (“AGM”). Mr. HUANG Haiqing, the then chairman of the Board, was unable to attend the AGM held on 14 May 2024 (the “2024 AGM”) due to his other business engagement. Mr. ZHU Fugang, the Executive Director and Chief Executive Officer, was appointed to chair the 2024 AGM.

《企業管治守則》第二部分守則條文第 F.2.2 條

《企業管治守則》第二部分之守則條文第 F.2.2 條規定，董事會主席應出席股東周年大會（「股東周年大會」）。時任董事會主席黃海清先生因其他商務未能出席二零二四年五月十四日舉行之股東周年大會（「二零二四年股東周年大會」）。執行董事兼行政總裁朱福剛先生獲委任主持二零二四年股東周年大會。



Road map to achieve an effective Board
實現高效董事會的路線圖

1. CORPORATE CULTURE

Everbright Greentech has all along been adhering to the corporate mission of “Devoted to Ecology and Environment for a Beautiful China” and the core value of “Creating Better Investment Value and Undertaking More Social Responsibility” to develop into a clean energy operator claiming new-quality productivity and core competitiveness.

1. 公司文化

光大綠色環保一直秉承「情繫生態環境，築夢美麗中國」的企業使命和「創造更多投資價值，承擔更多社會責任」的核心價值，打造成具備新質生產力與核心競爭的清潔能源運營商。

Corporate culture and its promotion are set out in the 2024 sustainability report of the Company, such report will be published at the same time as the posting of this annual report and will be uploaded on the “CSR” column of the Company’s website homepage and on the website of HKEx.

Board Meetings

During the year of 2024, the Board held 5 meetings. In addition to Board meetings, the Chairman held 1 meeting with Independent Non-executive Directors without the presence of Executive Directors and Non-executive Directors. The Board has considered, approved, reviewed and/or formulated the matters summarised below, including but not limited to:

- Financial results of the Company;
- Reports and recommendations from the Board committees;
- Announcements/reports for publication, including release of interim and annual report and sustainability report;
- Declaration of interim dividend;
- Proposals regarding the Directors’ emoluments proposed at the 2024 AGM;
- Re-election of Directors at the 2024 AGM;
- The Group’s internal controls and risks and the effectiveness of its management systems, including financial control, operational control and compliance control functions, for the year 2024;

企業文化及其推動情況已列載於本公司二零二四年可持續發展報告內，該報告將於刊發本年報時同時刊發，並上載至本公司網站主頁「社會責任」一欄及港交所網站。

董事會會議

於二零二四年度內，董事會舉行了5次會議。除董事會會議外，主席與獨立非執行董事舉行1次執行董事及非執行董事避席的會議。董事會已省覽、批准、審議及／或制定的事項，概述如下(包括但不限於)：

- 本公司財務業績；
- 董事委員會報告與建議；
- 發佈公告／報告，包括發表中期報告、年報及可持續發展報告；
- 宣派中期股息；
- 於二零二四年股東周年大會中提呈有關董事酬金之建議；
- 於二零二四年股東周年大會中重選董事；
- 二零二四年度本集團內部監控與風險的情況及管理系統的成效，包括財務監控、運作監控以及合規監控功能；

- Changes in Directors and Board committee members;
- Changes in Chief Investment Officer and Chief Financial Officer;
- The Board evaluation result of 2023;
- Profit warning announcement;
- Issuance of the 2024 first tranche green medium-term note, the second tranche and the third tranche medium-term note;
- Application for registration with the NAFMII in the PRC and proposed issuance of multiple types of debt financing instruments;
- Potential major transactions concerning the proposed establishment of the ABS Program, proposed issuance of the First Tranche of ABS and the underlying asset sale and purchase agreement;
- Connected transactions and continuing connected transactions;
- Change of auditor;
- The implementation and effectiveness of the policies in the Shareholders Communication Policy and its updates;
- Updates to the terms of reference of the Remuneration Committee, the Sustainability Committee and the Management Committee;
- 董事及董事委員會成員之變更；
- 投資總監及財務總監之變更；
- 二零二三年董事會評估結果；
- 盈利警告公告；
- 發行二零二四年度第一期綠色中期票據、第二期及第三期中期票據；
- 有關在中國境內向交易商協會申請註冊及建議發行多品種債務融資工具；
- 有關建議設立資產支持專項計劃、建議發行第一期資產支持證券及基礎資產買賣協議的潛在主要交易；
- 關連交易及持續關連交易；
- 更換核數師；
- 《股東通訊政策》的政策的實施及有效性及其更新；
- 薪酬委員會、可持續發展委員會及管理委員會的職權範圍的更新；

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- Updates to the Code of Corporate Conduct;
 - Adoption of the Third Amended and Restated Articles of Association of the Company;
 - Investment transactions;
 - The adequacy of the Company's relevant resources, staff qualifications and experience, and training programmes received by staff and budgets in accounting, internal audit, financial reporting functions and the Company's ESG performance and reporting;
 - Any possible improprieties raised out through the Whistleblowing Policy; and
 - Training and continuous professional development of Directors and senior management.
- 《企業行為守則》的更新；
 - 採納本公司第三份經修訂及重訂之章程細則；
 - 投資交易；
 - 本公司在會計、內部審核、財務匯報職能方面以及與本公司ESG表現和匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠；
 - 通過《舉報管理制度》提出的任何潛在不當事項；及
 - 董事和高級管理人員的培訓與持續專業發展。

At least 14 days' notice prior to the date of regular Board meetings is given to all Directors and an agenda together with Board papers are sent to all Directors no less than 3 days before the date of meeting. All Directors are given opportunity to include in the agenda any other matter that they would like to discuss in the meeting. With respect to the Board committee meetings, reasonable prior notice is given to all committee members. All Directors and Board committee members are urged to attend the Board meetings and Board committee meetings in person. For the Directors and committee members who are unable to attend the meeting in person, participation through electronic means will be arranged and available.

Should a Director have a potential conflict of interest in a matter being considered in the Board meeting, he/she will be abstained from voting. Independent Non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict of interest issues.

When approving a connected transaction, apart from the fairness of the agreement terms, the Independent Non-executive Directors also consider the commercial rationale and the benefits brought by the proposed transaction to the business of the Group.

於董事會常規會議日期前最少十四天向全體董事寄發通知，並於會議日期前不少於三天發送議程連同董事會文件予全體董事。全體董事均有機會將擬於會上討論之任何其他事宜列入議程中。關於董事委員會會議，須向全體委員會成員發出合理事先通告。全體董事及董事委員會成員均應親身出席董事會會議及董事委員會會議。無法親身出席會議之董事及委員會成員，將獲安排透過電子方式參與會議。

倘董事於將在董事會會議上考慮之事宜涉及潛在利益衝突，須放棄投票。概無利益衝突之獨立非執行董事將出席會議以處理該等利益衝突問題。

獨立非執行董事於審議關連交易時，除協議條款之公平性外，亦考慮建議交易的商業合理性及可為本集團業務帶來之裨益。

Attendance Records of Meetings and Trainings of Directors of the Company in 2024

The attendance records of each Director at the meetings of the Board, Audit and Risk Management Committee, Remuneration Committee, Nomination Committee and the AGM during the year ended 31 December 2024 are set out below:

二零二四年本公司董事出席會議及培訓記錄

下文載列各董事截至二零二四年十二月三十一日止年度於董事會、審核及風險管理委員會、薪酬委員會、提名委員會會議及股東周年大會的出席記錄：

Name of Directors 董事姓名	Board Committees Meetings Attendance 出席董事委員會會議				
	Board Meeting ⁽¹⁾ 董事會會議 ⁽¹⁾	Audit and Risk Management Committee Meeting ⁽¹⁾ 審核及風險管理委員會會議 ⁽¹⁾	Remuneration Committee Meeting ⁽¹⁾ 薪酬委員會會議 ⁽¹⁾	Nomination Committee Meeting ⁽¹⁾ 提名委員會會議 ⁽¹⁾	AGM ⁽¹⁾ 股東周年大會 ⁽¹⁾
WANG Silian ⁽²⁾ 王思聯 ⁽²⁾	1/1 C				
HUANG Haiqing ⁽³⁾ 黃海清 ⁽³⁾	2/4 C			0/1 C	0/1
ZHU Fugang ⁽⁴⁾ 朱福剛 ⁽⁴⁾	5/5 M		1/1 M		1/1
QIAN Xiaodong ⁽⁵⁾ 錢曉東 ⁽⁵⁾					
WANG Dianer ⁽⁶⁾ 王殿二 ⁽⁶⁾	3/3 M				1/1
LO Kam Fan ⁽⁷⁾ 盧錦勳 ⁽⁷⁾	2/2 M				
HUANG Chaoxiong ⁽⁸⁾ 黃朝雄 ⁽⁸⁾	3/3 M				1/1
GUO Ying ⁽⁹⁾ 郭穎 ⁽⁹⁾	0/1 M				
SONG Jian 宋儉	5/5 M				1/1
MAO Jing ⁽¹⁰⁾ 毛靜 ⁽¹⁰⁾	3/3 M				1/1
CHOW Siu Lui 鄒小磊	5/5 M	3/3 C	1/1 M	1/1 M	1/1
Philip TSAO ⁽¹¹⁾ 曹為賓 ⁽¹¹⁾					
YAN Houmin 嚴厚民	4/5 M	3/3 M	1/1 C	1/1 M	0/1
LI Huaqiang ⁽¹²⁾ 李華強 ⁽¹²⁾	4/5 M	3/3 M	1/1 M	1/1 M	1/1

Corporate Governance Report 企業管治報告

Remarks:

Board and Board Committees Membership:

C – Chairman

M – Member

Notes:

- (1) Number of meetings attended/held.
- (2) Appointed as the Chairman of the Board and a Non-executive Director with effect from 27 September 2024.
- (3) Resigned as the Chairman of the Board and a Non-executive Director with effect from 27 September 2024.
- (4) Re-designated as an Executive Director and Chief Executive Officer with effect from 9 February 2024.
- (5) Resigned as an Executive Director and Chief Executive Officer with effect from 9 February 2024.
- (6) Appointed as an Executive Director and Vice President with effect from 31 March 2024.
- (7) Resigned as an Executive Director and Chief Financial Officer with effect from 31 March 2024.
- (8) Appointed as an Executive Director with effect from 31 March 2024.
- (9) Resigned as a Non-executive Director with effect from 29 February 2024.
- (10) Appointed as a Non-executive Director with effect from 31 March 2024.
- (11) Resigned as an Independent Non-executive Director with effect from 9 February 2024.
- (12) Appointed as an Independent Non-executive Director with effect from 9 February 2024.

During the meetings, Independent Non-executive Directors, based on their respective expertise and experience as well as the perspectives of minority Shareholders, actively brought out valuable opinions and queries in order to allow the Board to have comprehensive analysis and decisions on each matter. According to the Board evaluation results in 2024, it was recognised that the Directors had been able to seek external independent professional advice in appropriate circumstances to assist them in the performance of their duties as reasonably required, had made significant contribution to the Board by actively participating in the Board and committees meetings and had provided independent, constructive and well-founded opinions.

備註：

董事會及董事委員會成員：

C – 主席

M – 成員

附註：

- (1) 出席／舉行會議次數。
- (2) 於二零二四年九月二十七日起獲委任為董事會主席及非執行董事。
- (3) 於二零二四年九月二十七日起辭任為董事會主席及非執行董事。
- (4) 於二零二四年二月九日起獲調任為執行董事兼行政總裁。
- (5) 於二零二四年二月九日起辭任為執行董事兼行政總裁。
- (6) 於二零二四年三月三十一日起獲委任為執行董事兼副總裁。
- (7) 於二零二四年三月三十一日起辭任為執行董事兼財務總監。
- (8) 於二零二四年三月三十一日起獲委任為執行董事。
- (9) 於二零二四年二月二十九日起辭任為非執行董事。
- (10) 於二零二四年三月三十一日起獲委任為非執行董事。
- (11) 於二零二四年二月九日起辭任為獨立非執行董事。
- (12) 於二零二四年二月九日起獲委任為獨立非執行董事。

在會議上，獨立非執行董事根據各自的專業知識與經驗以及少數股東的觀點，積極提出寶貴意見和質詢，務求令董事會能對各個事項作出周全分析及決定。根據二零二四年董事會評估結果，其認可董事於適當情況下能夠尋求外部獨立專業意見以協助其於合理需要時履行職務、透過積極參加董事會及委員會會議為董事會作出重大貢獻並提供獨立、建設性及理由充分的意見。

To keep the knowledge and skills of the Board members up-to-date and to ensure effective guidance, direction and monitoring of the Company's affairs, according to the Board evaluation results in 2023, the Company Secretary has arranged the Board to participate in the online training on the IFRS Sustainability Disclosure Standards conducted by the United Nations Sustainable Stock Exchange (UN SSE) and the International Finance Corporation (IFC) of the World Bank in collaboration with the International Financial Reporting Standards Foundation (IFRS), the training on the theme of Regular Director Training and Briefing on the Latest Listing Rules presented by Jingtian & Gongcheng LLP ("Jingtian"), and the online training organised by the Independent Commission Against Corruption of Hong Kong ("ICAC"). Apart from the above, the Directors have also read the Compliance and Regulatory Updates on Hong Kong Stocks (《港股合規監管速遞》) issued by Jingtian in January and July 2024 and also the Board training materials on the ESG trend update on AI-derived risks prepared by the Company Secretary. They have also read regulatory or legal updates and other materials pertinent to Directors' duties and responsibilities, including a consultation conclusion on optimising climate-related disclosure under the ESG framework of the HKEx and reviewing the Corporate Governance Code and related Listing Rules provisions, a Listing Rules Enforcement Bulletin and a Listed Issuer Regulation Newsletters during the year. To meet the expectations and practical needs of the Directors, the Company Secretary has obtained the views of the Directors through a questionnaire and has consolidated their views, which will be progressively advanced as appropriate.

務求令董事會成員更新其知識及技能，確保有效地引導、指引及監察本公司事務，根據二零二三年董事會評估結果，公司秘書已安排董事會參加由聯合國證券交易所聯盟(UN SSE)和世界銀行國際金融公司(IFC)與國際財務報告標準基金會(IFRS)合作進行IFRS可持續披露準則的線上培訓、由競天公誠律師事務所有限法律責任合夥(「競天」)主講主題為《董事常規培訓及最新上市規則簡析》的培訓及由香港廉政公署(「ICAC」)舉辦的線上培訓。除上述者外，董事亦有閱讀競天於二零二四年一月及七月刊發的《港股合規監管速遞》及由公司秘書準備有關AI衍生風險的ESG趨勢更新之董事會培訓資料分享。他們亦有閱讀有關董事職務及職責的監管或法律最新資料及其他材料，包括港交所於本年發佈有關優化ESG框架下的氣候相關資訊披露及檢討《企業管治守則》及相關《上市規則》條文的諮詢總結、《上市規則執行簡報》及《上市發行人監管通訊》等。為滿足董事的期望及實際需要，公司秘書已通過問卷調查取得董事之意見及加以整合，並將逐漸推進(如適用)。

Records of training received by each existing Board member in 2024 are summarised below:

現有各董事會成員於二零二四年接受的培訓記錄概述如下：

Name of Directors	董事姓名	Types of Training	培訓類型
WANG Silian	王思聯	B, D	
ZHU Fugang	朱福剛	A, B	
WANG Dianer	王殿二	A, B, D	
HUANG Chaoxiong	黃朝雄	A, B, D	
SONG Jian	宋儉	A, B	
MAO Jing	毛靜	A, B, D	
CHOW Siu Lui	鄒小磊	A, B	
YAN Houmin	嚴厚民	A, B	
LI Huaqiang	李華強	A, B, D	

Remarks:

- A – Attending seminar(s)/forum(s) and/or giving talk(s).
- B – Reading materials.
- C – Attending corporate event(s)/visit(s).
- D – Participating in Directors induction training(s).

備註：

- A – 出席研討會／論壇及／或發表演講。
- B – 閱讀材料。
- C – 出席企業活動／視察。
- D – 參與董事就職培訓。

Mr. WANG Silian was appointed as a Non-executive Director and Chairman of the Board on 27 September 2024. He obtained legal advice from a firm of solicitors on 25 September 2024 and confirmed his understanding of the obligations as a Director pursuant to Rule 3.09D of the Listing Rules.

王思聯先生於二零二四年九月二十七日獲委任為非執行董事兼董事會主席。彼於二零二四年九月二十五日取得根據《上市規則》第3.09D條之律師事務所的法律意見，並確認其理解作為董事的義務。

Mr. WANG Dianer, Mr. HUANG Chaoxiong and Ms. MAO Jing were appointed as an Executive Director and Vice President, an Executive Director and a Non-executive Director on 31 March 2024. They obtained legal advice from a firm of solicitors on 25 March 2024 and confirmed their understanding of the obligations as Directors pursuant to Rule 3.09D of the Listing Rules.

王殿二先生、黃朝雄先生及毛靜女士於二零二四年三月三十一日分別獲委任為執行董事兼副總裁、執行董事及非執行董事。彼等於二零二四年三月二十五日取得根據《上市規則》第3.09D條之律師事務所的法律意見，並確認其理解作為董事的義務。

Mr. LI Huaqiang was appointed as an Independent Non-executive Director on 9 February 2024. He obtained a legal advice from a firm of solicitors on 5 February 2024 and confirmed his understanding of the obligations as a Director pursuant to Rule 3.09D of the Listing Rules.

李華強先生於二零二四年二月九日獲委任為獨立非執行董事。彼於二零二四年二月五日取得根據《上市規則》第3.09D條之律師事務所的法律意見，並確認其理解作為董事的義務。

Taking an Active Interest in the Company's Affair

Other than attending the Board meetings, committee meetings and AGM, the Directors also take an active interest in the Company's affairs and obtain a general understanding of its business. The Executive Directors frequently visit the project companies and personally scrutinise their operations and internal controls.

Communication is critical to good governance. The valuable recommendations contributed by each Board committee have received serious attention by the Board and the Board takes proactive actions to put the recommendations in place. The 3 incumbent Independent Non-Executive Directors have expressed concerns about the risks associated with AI, all of whom have made pragmatic recommendations. In the 2024 Board evaluation, 3 incumbent Independent Non-executive Directors provided guidance on how to assist the Board in taking more climate-related action and AI-derived risks more quickly, thereby enabling the Company's management to focus on key areas in a targeted manner and report to the Audit and Risk Management Committee and the Board in a timely manner.

積極關注本公司事務

除出席董事會會議、委員會會議及股東周年大會外，董事亦積極關注本公司事務，通盤掌握其業務狀況。執行董事經常考察項目公司，親自對其營運與內部監控進行仔細監察。

溝通乃良好管治的關鍵。各董事委員會提出的寶貴建議均受到董事會的高度重視，及董事會亦採取積極的行動落實有關建議。在任的3位獨立非執行董事對AI相關的風險表示關注，均提出了實務性的建議。在二零二四年董事會評估中，在任的3位獨立非執行董事對如何協助董事會更迅速採取更多氣候相關行動及AI衍生風險給予指導，好讓本公司管理層有方向地關注各項要點，適時匯報審核及風險管理委員會及董事會。

In line with the legal and regulatory development and investor's expectations, the Company has established a regulatory framework for sustainable development. The Sustainability Committee with terms of reference is chaired by the Chief Executive Officer with 3 incumbent Independent Non-executive Directors as members. Members of the committee have direct access to the latest development in the Company's operations and talent cultivation in the meeting. From the perspective of sustainable development, each Independent Non-executive Director, with their knowledge and experience, can provide the management of the Company with more pertinent and directional advice to help the Company manage risks and capture opportunities. In 2024, the Sustainability Committee reviewed the 2023 sustainability report of the Company, received reports on the Company's ESG work and reviewed the Company's ESG performance and received reports on relevant resources, including staff qualifications and experience, training programmes received by staff and budgets. It also reviewed the Task Force on Climate-related Financial Disclosures (TCFD) and reports and accepted an update on the terms of reference of the Company's Sustainability Committee and new arrangement designating department heads as the primary responsible persons for advancing ESG initiatives.

According to the assessment of the Nomination Committee, the Directors are able to devote sufficient time and effort to perform their duties, despite some of them are holding multiple directorship positions or important tasks in universities.

配合法律及法規的發展及投資者的期望，本公司建立了可持續發展監管架構。設有職權範圍的可持續發展委員會由行政總裁出任主席，在任的3位獨立非執行董事為委員會成員。委員會成員可直接於會上了解本公司運營及人才培育等最新發展。從可持續發展的角度而言，各獨立非執行董事憑藉其知識及經驗，可給予本公司管理層更多中肯及有方向性的意見，協助本公司把控風險，捕捉機遇。於二零二四年，可持續發展委員會已審閱本公司二零二三年可持續發展報告、聽取本公司ESG工作匯報及檢討本公司在ESG表現和聽取相關資源，包括員工資歷及經驗，以及員工所接受的培訓課程及有關預算的匯報，亦已審議氣候相關財務信息披露(TCFD)工作及報告，並接納本公司可持續發展委員會職權範圍的更新及各部門主管在推進ESG工作為主要責任人的新安排。

根據提名委員會評核，儘管部分董事身兼多個董事職位，或在大學承擔要務，彼等仍能投入充分的時間與精力，以履行其職務。

Policies and Procedures

The Company adopted and implemented a series of policies and procedures to ensure the good corporate governance is maintained, including but not limited to Risk Management Policy, Policy and Procedures on Disclosure of Inside Information, Whistleblowing Policy and Shareholders Communication Policy. Those policies and procedures are reviewed and monitored periodically.

Policy and Procedures on Disclosure of Inside Information

To enhance the awareness of the specified procedures of handling inside information and the importance of compliance with the regulations of insider dealing, the Board has formally adopted the Policy and Procedures on Disclosure of Inside Information which contains the guidelines to the Directors and the relevant employees, including certain employees of the Company, certain directors or employees of its subsidiaries (the “Relevant Employees”) to ensure that the inside information of the Company is to be disseminated to the public in an equal and timely manner in accordance with the applicable laws and regulations. To establish a formal reporting procedure of material information concerning the business, finance and operations of the Group by developing a monitoring system and procedures, including the requirements for Relevant Employees to complete a Potential Transaction and Inside Information Reporting Form to identify and evaluate material information or materials and reporting it to the management, so that such information can be reported to headquarters promptly. Chief Executive Officer, in the assistance of the finance management department and company secretarial department, determines whether such information constitutes inside information within the meaning of Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (“SFO”) and whether disclosure requirements are needed to be fulfilled. External advisers may be engaged throughout the process if needed. After several years of implementation and internal training, the reporting and disclosure process of potential transactions, including connected transactions, have been recognised and prioritised, leading to the effective implementation of the regulation and management of connected transactions.

政策及程序

本公司採納並實施一系列政策及程序，以確保維持良好的企業管治，包括但不限於《風險管理制度》、《內幕消息披露政策及程序》、《舉報管理制度》及《股東通訊政策》等。本公司均定期審查及監督該等政策及程序。

內幕消息披露政策及程序

為提高對於處理內幕消息具體流程的意識以及必須遵行內幕交易法規的重要性，董事會已正式採納《內幕消息披露政策及程序》，其中包括對董事及相關員工（包括本公司若干僱員、其附屬公司之若干董事或僱員（「相關僱員」）之指引，以確保根據適用法律及規例，公平及適時地向公眾發佈本公司之內幕消息。制定監督制度及程序，包括要求相關僱員填寫《潛在交易及內幕消息通報表》以識別及評估重要消息或資料並向管理層匯報，從而建立與本集團業務、財務及運營有關的重要資料的正式上報路徑，以便有關資料能及時上報總部。行政總裁在財務管理部及公司秘書部的協助下，釐定有關資料是否構成香港法例第571章《證券及期貨條例》（「《證券及期貨條例》」）第XIVA部所界定的內幕消息，以及是否需要履行披露規定。於整個過程中，如有需要可聘請外部顧問。經過幾年的推行及內部培訓，潛在交易（包括關連交易）的匯報及披露流程得到認同及重視，促使關連交易的規範及管理得以有效地實踐。

Such policy, together with the enforcement actions taken by the Securities and Futures Commission relating to insider dealing, were circulated to the Relevant Employees from time to time.

Compliance with Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors’ securities transactions. Specific enquiries have been made with all Directors regarding any non-compliance with the Model Code and all Directors confirmed that they complied with the provisions of the Model Code for the year ended 31 December 2024.

Written guidelines were established for the Relevant Employees, in respect of their dealing in the Company’s securities.

Whistleblowing Policy

In order to maintain business integrity and promote a healthy working culture, a fair and effective Whistleblowing Policy, complementing with a confidential handling mechanism, is adopted. The scope and purpose of the Whistleblowing Policy is stated in the Company’s website at <https://www.ebgreentech.com/en/about/ewp.php>.

As stated in the Whistleblowing Policy, the Company prohibits the disclosure of identity of the whistleblower without consent, unless otherwise specified by law. Case(s) can be submitted, with name or without name, by post, addressed to the Company’s principal place of business in Hong Kong or office in Shenzhen, which are currently located respectively at Room 3602, 36/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or West Wing, 27/F, Oriental Xintiandi Plaza, No. 1003 Shennan Avenue, Futian District, Shenzhen, China, or by email (email address: report@ebgreentech.com), for the attention of Audit and Risk Management Committee and Chief Executive Officer.

本公司不時向相關僱員傳閱有關政策連同證券及期貨事務監察委員會就內幕交易採取的執法行動。

遵守標準守則

本公司已採納《上市規則》附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的操守守則。經向全體董事就任何不遵守標準守則之情況作出特定查詢後，全體董事確認，彼等於截至二零二四年十二月三十一日止年度一直遵守標準守則之條文。

本公司已就相關僱員買賣本公司證券，制定書面指引。

舉報管理制度

為保持業務誠信並提倡健康的工作文化，本公司採納公平有效的《舉報管理制度》，並輔以保密的處理機制。本公司網站 <https://www.ebgreentech.com/tc/about/ewp.php> 列明《舉報管理制度》的範圍及目的。

誠如《舉報管理制度》所述，除非法律另有規定，否則本公司禁止於未獲得同意的情況下披露舉報人的身份。個案可以具名或不具名方式，郵寄至本公司於香港主要營業地點或深圳辦事處，現時分別位於香港夏慤道16號遠東金融中心36樓3602室或中國深圳市福田區深南大道1003號東方新天地廣場27樓西側或電郵（電郵地址：report@ebgreentech.com），提交至審核及風險管理委員會及行政總裁。

A well-defined whistleblowing and reporting mechanism can increase the trustfulness of the whistleblower and the whistleblower protection is being enhanced through effective awareness-rising, communication, and training. The whistleblowing channel can be accessed on the Company's website, Staff Handbook, intranet, sustainability report and annual report. An induction briefing to new joiners be conducted for providing clear explanation on their rights and obligations when disclosing wrongdoing. The Group is committed to protecting the privacy of whistleblowers and providing a reporting mechanism for whistleblowers or those involved in the investigation of whistleblowing cases to protect them from harmful acts such as harassment, intimidation, bullying or unreasonable negative performance.

All whistleblowing cases and the investigation results will be discussed at the Audit and Risk Management Committee meetings and report the same to the Board on semi-annual basis. During 2024, there were 6 cases reported through the whistleblowing channels. No cases were refused to be reported. Upon investigation, the majority of the cases did not involve any misconduct, fraudulent activities or malpractices concerning the Group and therefore no further action was required, except for one case which was referred to the internal audit department for investigation.

Anti-bribery and Corruption Policy

Staff Handbook and Code of Corporate Conduct of the Company provide that all employees are strictly prohibited to accept or offer bribes from anyone while handling Company's affairs, and should stay vigilant against corruption and report any cases in accordance with the Whistleblowing Policy in a timely manner if they become aware of or reasonably suspect that individuals or enterprises engaged in business transactions with the Group which might involved in corruption. Moreover, staff should surrender gifts or souvenirs provided by individuals or enterprises engaged in business transactions with the Group, and should refuse any unreasonable hospitality to avoid compromising their business judgement.

明確的舉報及報告機制可提高舉報人的信任度，並通過有效的意識提升、溝通及培訓提高舉報人的保護水平。舉報渠道可於本公司網站、《員工手冊》、企業內聯網、可持續發展報告及年報上獲取。本公司向新入職者進行簡介，於披露不當行為時，對彼等的權利及義務提供清晰的解釋。本集團承諾保護舉報人的個人隱私，並為舉報人或參與調查舉報個案人士提供匯報機制，保障彼等免受騷擾、恐嚇、欺凌或無理給予負面績效等有害行為。

所有舉報個案及調查結果將於審核及風險管理委員會會議進行討論，並每半年向董事會報告一次。於二零二四年，6宗個案透過舉報渠道舉報。概無拒絕任何個案舉報。經調查發現大部分個案並不涉及與本集團有關的任何不當行為、欺詐活動或瀆職行為，故此無需採取進一步行動，惟其中一項已交由內部審計部調查。

反賄賂及反貪污政策

本公司的《員工手冊》及《企業行為守則》規定，所有僱員於處理本公司事務時嚴禁收受任何人士的賄賂或向其行賄並對貪污腐敗保持警惕及根據《舉報管理制度》及時舉報任何個案（倘其知悉或合理懷疑與本集團進行業務交易的個人或企業可能涉及腐敗貪污）。此外，員工應上繳與本集團進行業務交易的個人或企業提供的禮品或紀念品，並應拒絕任何不合理的招待，以免影響其業務判斷。

The Company has established a compliance department to strengthen the implementation and maintain the effectiveness of the system of anti-corruption laws and regulations according to internal policies, to pay close attention to the key areas of hidden integrity risks, and to facilitate the supervision and education in a steady and orderly manner. During the year, the Company invited all Directors and senior management to participate in an online integrity training programme organised by the ICAC.

2. RESPONSIBILITIES

The Board is responsible for formulating business policies and strategies, directing and supervising management of the Group, adopting and monitoring internal business and management control, approving and monitoring annual budgets and business plans, reviewing operational and financial performance, reviewing and monitoring the Company's systems of corporate governance, ESG, internal control, and risk management. It oversees the task of making decisions in the best interest of the Company and maximising the financial performance of the Company. With the assistance of each Board committee, the Company has effectively monitored every management system, promoted the corporate culture by example, and actively advanced business transformation and seized the business opportunities for rapid development under the national Dual Carbon policy.

The Board has delegated the daily operations and the execution of policies and strategies developed by the Board by formulating and implementing of annual work plans and medium-term development plans for the Group to the Management Committee. The Company formalised the functions reserved to the Board and those delegated to Management Committee, including but not limited to, the Management Committee has no authority to approve any mergers and acquisitions and non-recurring business projects. Management Committee holds meeting every month for discussing and reviewing the investment proposals, key personnel matters and appraisals, project schedules, budget executions, etc. Management Committee has been actively implementing the strategies and targets issued by the Board; pragmatically carrying out the governance of the management system and controlling the ESG of the operation of each project.

本公司已成立監察部，按內部政策加強執行及維持反貪污法律及規例系統的有效性，密切關注廉潔風險隱患的重點領域，穩當有序推進監察及教育的工作。年內，本公司邀請各位董事及高級管理人員參加由ICAC舉辦的線上誠信培訓課程。

2. 責任

董事會負責制定業務政策及策略、引導及監督本集團管理層、採納及監控內部業務及管理控制、審批及監察年度預算及業務規劃、審議營運及財務表現、檢閱並監察本公司的企業管治、ESG、內部監控及風險管理系統，同時負責本著本公司最佳利益，監督決策工作及盡可能提升本公司的財務表現。透過各董事委員會的協助，有效監察各項管理系統，以身作則推動企業文化，積極推動業務轉型，把握國家雙碳政策下得以快速發展的商機。

董事會已授權管理委員會，透過制定及執行本集團年度工作計劃及中期發展計劃，辦理日常營運及執行董事會制定的政策及戰略。本公司已正式制定保留予董事會的職能及授予管理委員會的職能，包括但不限於管理委員會無權審批任何併購項目及非經常性業務項目。管理委員會每月舉行會議，以討論及審閱投資方案、主要人事事宜及評核、項目進度、預算執行情況等。管理委員會積極落實各項由董事會下發之策略及目標；務實執行各管理系統管治工作，控制各項目在運營上的ESG工作。

The Board has established 3 Board committees, namely Audit and Risk Management Committee, Remuneration Committee and Nomination Committee, to oversee the particular aspect of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The Board plays a guiding and monitoring role through the assistance of each Board committee.

The Board acknowledges that it should take leadership for and accountability in promoting a top-down culture to ensure ESG considerations (including the risks and opportunities for the Company arising from climate change) are part of the business decision-making process. The comprehensive sustainability governance structure of the Company ensures the smooth implementation of sustainable development. Details of the same will be stated in the 2024 sustainability report of the Company.

The Company has subscribed appropriate and sufficient insurance coverage on Directors' liabilities in respect of legal actions taken against them arising out of corporate activities. The Directors may seek independent professional advice at the Company's expenses in carrying out their duties and responsibilities.

All Directors have full and timely access to all relevant information in relation to the Group's businesses and affairs as well as unrestricted access to the advice and services of the Company Secretary, who is responsible for providing Directors with board papers and related materials. The Company provides monthly updates to the Board members on the Company's performance and business position to enable them to make a balanced and understandable assessments on the Company's performance, position, and prospect.

董事會已建立三個董事委員會，即審核及風險管理委員會、薪酬委員會及提名委員會，以監督本公司事務之特定範圍。董事委員會配備充足資源以履行其職務。董事會透過各董事委員會的協助，發揮引導及監察的作用。

董事會認同，其應在由上至下的文化推廣中發揮領導作用及承擔責任，以確保ESG考量因素(包括氣候變化為本公司帶來的風險與機遇)成為商業決策過程的一部分。本公司全面的可持續發展管治架構確保可持續發展的順暢落實。有關詳情將於本公司二零二四年可持續發展報告中提述。

本公司已投購合適並充足的保險，保障董事因企業活動而遭提出法律行動的責任。董事可就執行職務與職責尋求獨立專業建議，費用由本公司承擔。

全體董事可全面並適時查閱有關本集團業務及事務之全部相關資料，並可不受限制地獲得公司秘書(負責向董事提供董事會文件及相關材料)尋求意見與服務。本公司每月向董事會成員提供本公司表現與業務狀況之更新，使彼等能對本公司的表現、狀況與前景，作出持平知情的評估。

Board Evaluation

The Board recognizes that a formal, objective and open assessment on a continuous basis can enhance the effectiveness of governance structure of the Company. Through the annual board evaluation exercise, each Director can share his/her opinions and concerns to the Company, which enhances Directors' accountability. The evaluation also enhances the continuing improvement and development of the Board and the Board committees by reflecting on their respective performance during the year, in turns improving board effectiveness and maximising its strengths. The Company Secretary acts as a bridge between the Board and the management of the Company, delivers the Board's opinions and concerns to the management, which in turn can take appropriate actions and report to the Board.

During the year under review, the Board conducted its assessment through a questionnaire with latest information provided on the HKEx website under "Board Diversity & Inclusion in Focus", which took into account 5 key board performance and corporate governance areas, including the structure and composition of the Board and Board committees, performance of the Board and Board committees, independent views, communication with stakeholders and professional development, and also included options for ESG decision-making and the progressing of climate-related actions, allowing each Board member to rate relevant items in different areas. The Company Secretary conducted statistics on the evaluation results which concluded that the self-evaluation of the Board was at a mid-to-high satisfying level, and had reported the evaluation results to the Nomination Committee and the Board.

3. LEADERSHIP AND INDEPENDENCE

With effect from 27 September 2024, Mr. WANG Silian has succeeded Mr. HUANG Haiqing as the Chairman of the Board and with effect from 9 February 2024, Mr. ZHU Fugang has succeeded Mr. QIAN Xiaodong as Chief Executive Officer. The responsibilities between the Chairman of the Board and the Chief Executive Officer is clearly divided to ensure a balance of power and authority and to reinforce their independence and accountability.

董事會評估

董事會認同，持續正式、客觀及公開評估可提升本公司的管治架構效率。透過每年董事會評估活動，各董事可分享其對本公司的意見及關切，提升董事的問責性。評估亦透過反映董事會及董事委員會各自於年內的表現提供其持續改善及發展，提升董事會效能，充分發揮其優勢。公司秘書作為董事會與本公司管理層的橋樑，向管理層提交董事會的意見及關切，管理層因此能採取適當行動並向董事會彙報。

於回顧年度內，董事會評估以問卷調查方式進行，附以港交所網頁「聚焦董事會多元化及包容性」中提供的最新資料，當中考慮了5個關鍵董事會績效及企業治理領域，包括董事會及董事委員會的架構與組成、董事會及董事委員會的績效、獨立意見、與持份者溝通及專業發展，當中亦包括關於ESG決策及氣候相關行動等推進方面的選項，讓各董事會成員為不同領域的相關項目進行評分。公司秘書就評核結果作出統計，總結董事會自我評核屬於中高階的滿意水平，並已把評核結果向提名委員會及董事會作出彙報。

3. 領導能力及獨立性

自二零二四年九月二十七日起，王思聯先生接替黃海清先生出任董事會主席的職位，而二零二四年二月九日起，朱福剛先生接替錢曉東先生出任行政總裁。董事會主席與行政總裁之職責分工清晰，以確保權力及授權平衡有致，同時加強彼等的獨立性及問責性。

Mr. WANG Silian, being the Chairman, is responsible for providing leadership to the Board and ensuring that the Board functions effectively; that Directors receive in a timely manner adequate information which is complete and reliable and that all Directors are properly briefed on issues arising at Board meetings. The Chairman also encourages Directors to participate actively in and to make a full contribution to the Board so that the Board acts in the best interest of the Company.

Mr. ZHU Fugang was responsible for the daily operations of the Company, execution of business policies, strategies, objectives and plans as formulated and adopted by the Board and leading the management of the Company.

In compliance with Rule 3.10 of the Listing Rules, the Company has appointed 3 Independent Non-executive Directors, one of whom has appropriate professional qualifications in accounting and financial management. The Company has received notice from each of the Independent Non-executive Directors and confirmed their respective independence during the year 2024 and considers them to be independent in accordance with the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed and concluded that there is no business or other relationships with the Group or management that are likely to affect, or could affect their independence.

On 9 February 2024, Mr. Philip TSAO resigned as an Independent Non-executive Director due to his plan to focus on his position in the bank and was replaced by Mr. LI Huaqiang. Mr. LI Huaqiang has confirmed to the Company his independence in accordance with the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and the Company also considers Mr. LI Huaqiang to be independent.

主席王思聯先生負責領導董事會，確保董事會有效運作；董事得以及時獲得完整可靠且充分的資料，且所有董事能概括了解將在董事會會議上提出的問題。主席亦鼓勵董事積極參與董事會，為其鞠躬盡瘁，務求令董事會為本公司的最佳利益行事。

朱福剛先生負責本公司的日常營運、執行由董事會制定及採納的業務政策、策略、目標及計劃以及領導本公司的管理層。

遵照《上市規則》第3.10條，本公司已委任3名獨立非執行董事，其中一名具備會計及財務管理方面之合適專業資格。根據《上市規則》第3.13條所載有關獨立性評估之指引，本公司已接獲每名獨立非執行董事通知並確認彼等各自於二零二四年內的獨立性並認為彼等均屬獨立人士。提名委員會已檢閱並認為，彼等並無業務或與本集團或管理層的其他關係可能會影響或似乎會影響其獨立性。

於二零二四年二月九日，曹為實先生因計劃專注於其任職銀行之職務，辭任獨立非執行董事一職，由李華強先生替任。李華強先生已根據《上市規則》第3.13條所載有關獨立性評估之指引，向本公司確認其獨立性及本公司亦認為李華強先生是獨立人士。

Directors have disclosed to the Company the number and nature of office held in Hong Kong and overseas listed companies and organisations, and their other significant commitments. Biographical details of the Directors are set out on pages 108 to 113 of this annual report.

The Company has maintained an updated list of its Directors identifying their roles and functions on websites of the Company and HKEx. Independent Non-executive Directors are identified as such in all corporate communications that disclose the names of Directors of the Company.

Independent Views

The Company firmly recognises that the independence of the Board is critical to sound corporate governance. The governance framework of the Company includes relevant mechanisms to ensure a strong element of independence on the Board, thereby enhancing its effectiveness. The Company has a sufficient number of 3 Independent Non-executive Directors (accounting for one-third of the Board members) on the Board. They have been actively participating in the Board and committee meetings, contributing their skills, expertise and diverse backgrounds and qualifications. The Directors may seek external independent professional advice, where appropriate, to assist them in performing their duties, as reasonably requested. The independent, constructive and informed views of the Directors contribute positively to the formulation of the Company's strategies and policies. The Board is also being updated on the Company's operations and financial position through monthly management updates. The Company Secretary arranges annual Board evaluations to review the implementation and effectiveness of the above mechanisms.

董事已向本公司披露，彼等在香港及海外上市公司與機構所擔任的職位數目與性質，以及所承擔的其他重大職務。董事詳細履歷載於本年報第108至113頁。

本公司於本公司及港交所網站上登載一份最新董事名單，當中註明彼等之角色及職能。本公司在所有會披露董事姓名的公司通訊中，已明確說明獨立非執行董事的身份。

獨立意見

本公司深明董事會獨立與否對良好企業管治至關重要。本公司的管治框架內涵蓋相關機制，確保董事會有較強的獨立元素，從而提升董事會效率。本公司董事會上有足夠的3名獨立非執行董事（佔董事會人數的三分之一）。他們積極參與董事會及各委員會的會務，以其技能、專業知識及不同的背景及資格作出貢獻。董事按合理要求，可在適當的情況下尋求外部獨立專業意見，協助其執行職務。董事獨立、富建設性及有根據的意見對本公司制定策略及政策作出正面貢獻。董事會亦能透過每月的管理層更新資料瞭解本公司最新運營及財務情況。公司秘書每年安排董事會評估以檢討上述機制的實施及有效性。

4. COMPOSITION AND NOMINATION

As at 31 December 2024, the Board consisted of 9 members, including:

Mr. WANG Silian (*Non-executive Director and Chairman*)¹
Mr. ZHU Fugang (*Executive Director and Chief Executive Officer*)²
Mr. WANG Dianer (*Executive Director and Vice President*)³
Mr. HUANG Chaoxiong (*Executive Director*)⁴
Mr. SONG Jian (*Non-executive Director*)
Ms. MAO Jing (*Non-executive Director*)⁵
Mr. CHOW Siu Lui (*Independent Non-executive Director*)
Prof. YAN Houmin (*Independent Non-executive Director*)
Mr. LI Huaqiang (*Independent Non-executive Director*)⁶

Notes:

1. Mr. WANG Silian was appointed as a Non-executive Director and Chairman with effect from 27 September 2024.
2. Mr. ZHU Fugang was re-designated as an Executive Director and Chief Executive Officer with effect from 9 February 2024.
3. Mr. WANG Dianer was appointed as an Executive Director and Vice President with effect from 31 March 2024.
4. Mr. HUANG Chaoxiong was appointed as an Executive Director with effect from 31 March 2024.
5. Ms. MAO Jing was appointed as a Non-executive Director with effect from 31 March 2024.
6. Mr. LI Huaqiang was appointed as an Independent Non-executive Director with effect from 9 February 2024.

None of the members of the Board has any relationship (including financial, business, family or other material/ relevant relationship(s)) among one another.

4. 組成及提名

於二零二四年十二月三十一日，董事會由九名成員組成，包括：

王思聯先生(*非執行董事兼主席*)¹
朱福剛先生(*執行董事兼行政總裁*)²

王殿二先生(*執行董事兼副總裁*)³

黃朝雄先生(*執行董事*)⁴
宋儉先生(*非執行董事*)
毛靜女士(*非執行董事*)⁵
鄒小磊先生(*獨立非執行董事*)
嚴厚民教授(*獨立非執行董事*)
李華強先生(*獨立非執行董事*)⁶

附註：

1. 自二零二四年九月二十七日起，王思聯先生獲委任為非執行董事兼主席。
2. 自二零二四年二月九日起，朱福剛先生調任為執行董事兼行政總裁。
3. 自二零二四年三月三十一日起，王殿二先生獲委任為執行董事兼副總裁。
4. 自二零二四年三月三十一日起，黃朝雄先生獲委任為執行董事。
5. 自二零二四年三月三十一日起，毛靜女士獲委任為非執行董事。
6. 自二零二四年二月九日起，李華強先生獲委任為獨立非執行董事。

董事會成員之間概無存有任何關係，包括財務、業務、家屬或其他重大／相關的關係。

All Non-executive Directors and Independent Non-executive Directors have entered into letters of appointment with the Company for a specific term. Each of the Non-executive Directors and Independent Non-executive Directors has entered into a letter of appointment with the Company for a term of 2 years and/or around 2 years. Under the Memorandum and Articles of Association of the Company (the "Articles of Association"), the term of service as a Director is subject to retirement by rotation and re-election. The Board is empowered to appoint any person as a director to fill the casual vacancy on or as an additional director of the Board. According to the Board Diversity Policy and Nomination Policy, the Board considers a candidate's gender, experience, skill and knowledge and competency and ability to fulfill duty of care and diligence and fiduciary duties and recommendation by the Nomination Committee (if any).

In accordance with Articles 108(a) and 108(b) of the Articles of Association, Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin, are subject to retirement by rotation and re-election at the forthcoming AGM.

In accordance with Article 112 of the Articles of Association, Mr. WANG Silian shall hold office only until the forthcoming AGM and shall be eligible and offer himself for re-election.

全體非執行董事及獨立非執行董事已與本公司簽訂指定任期之委任函。非執行董事及獨立非執行董事各自已與本公司訂立委任函，為期兩年及／或大約兩年。根據本公司之組織章程大綱及章程細則（「章程細則」），董事之服務任期須按輪值退任及重選。董事會有權委任任何人士為董事，以填補臨時空缺或作為董事會的增補董事。根據《董事會成員多元化政策》及《提名政策》，董事會根據候選人之性別、經驗、技能及知識、履行謹慎及盡職責任及授信責任的能力、以及提名委員會之建議（如有），作出考慮。

根據章程細則第108(a)及108(b)條之規定，毛靜女士、鄒小磊先生及嚴厚民教授須輪席退任，並於應屆股東周年大會上重選連任。

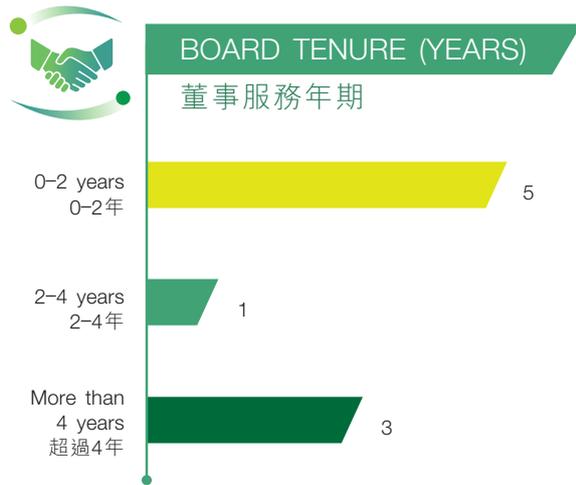
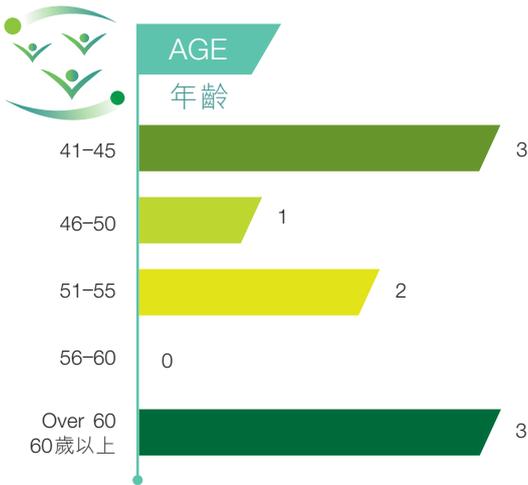
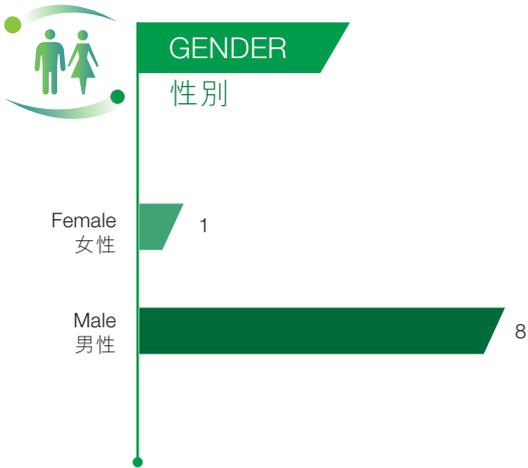
根據章程細則第112條之規定，王思聯先生之任期僅至應屆股東周年大會為止，而彼合符資格，並已表示願意膺選連任。

Board Diversity

The Board believes that the ratio between Executive Directors, Non-executive Directors and Independent Non-executive Directors is reasonable and adequate to provide sufficient checks and balances that safeguard the interests of Shareholders and the Group and recognised the effectiveness of the Board Diversity Policy. During the year, with the assistance of the Nomination Committee, the Board reviewed the gender diversity of Directors and employees of the Company and confirmed the implementation and effectiveness of the Board Diversity Policy. Conforming to the international trend on board diversity, a female Director was appointed. However, Ms. GUO Ying, the only female Director, resigned as a Non-executive Director due to reaching the age of retirement on 29 February 2024. During the period from 29 February 2024 to 31 March 2024, there was no female Director. Subsequently, the Company appointed Ms. MAO Jing as a Non-executive Director on 31 March 2024. As of the date of this report, the Board comprises 9 Directors, including 1 female Director and 8 male Directors, which has met the requirements of appointing at least one Director of another gender for listed companies as stipulated in Rule 13.92 of the Listing Rules. The Board also believes that the views and participations of the Independent Non-executive Directors in the Board and committee meetings provides independent judgment on the issues relating to strategy, performance, conflict of interest and management process to ensure that the interests of all Shareholders are considered and safeguarded.

董事會成員的多元化

董事會相信，執行董事、非執行董事與獨立非執行董事的比例合理，足以提供充分制衡，保障股東和本集團利益且認可《董事會成員多元化政策》的高效性。年內，在提名委員會協助下，董事會已檢討本公司的董事及僱員性別多元化情況，並確認《董事會成員多元化政策》的實施及有效性。遵從董事會成員多元化的國際化趨勢，本公司委任了一名女性董事。惟於二零二四年二月二十九日，唯一女性董事郭穎女士因已達退休之齡，辭任非執行董事一職，於二零二四年二月二十九日至二零二四年三月三十一日期間，女性董事從缺。及後，本公司已於二零二四年三月三十一日委任毛靜女士為非執行董事。於本報告日期，董事會由九名董事組成，包括一名女性董事及八名男性董事，已滿足《上市規則》第13.92條訂明上市公司需委任至少一名其他性別董事的要求。董事會亦相信，獨立非執行董事參與董事會和委員會會議，提出各種意見，能夠為策略、績效、利益衝突和管理流程等方面的課題，提供獨立研判，確保全體股東利益得到考慮和保障。



Notes:

1. Appointed on 27 September 2024.
2. Appointed on 31 March 2024.
3. Appointed on 9 February 2024.

Nomination Committee

During the year 2024 and as at the date of this report, the Nomination Committee comprised Mr. HUANG Haiqing (then chairman, resigned on 27 September 2024), the then Chairman of the Board, Mr. WANG Silian (chairman, appointed on 27 September 2024), Chairman of the Board, and Independent Non-executive Directors, namely Mr. CHOW Siu Lui, Prof. YAN Houmin, Mr. Philip TSAO (resigned on 9 February 2024) and Mr. LI Huaqiang (appointed on 9 February 2024). Details of the committee's membership and members' attendance records during 2024 are set out on page 63 of this report.

The primary responsibilities of the Nomination Committee include, among others, reviewing the structure, size and composition (including skills, knowledge and experience) of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategies, reviewing and reporting the board diversity to the Board and considering the need for identifying suitable persons to become directors and made recommendations to the Board on the selection of individuals nominated for directorships. The terms of reference of the Nomination Committee are published on the websites of both the Company and HKEx.

附註：

1. 於二零二四年九月二十七日獲委任。
2. 於二零二四年三月三十一日獲委任。
3. 於二零二四年二月九日獲委任。

提名委員會

於二零二四年度及截至本報告日期，提名委員會由時任董事會主席黃海清先生（時任主席，於二零二四年九月二十七日辭任）及董事會主席王思聯先生（主席，於二零二四年九月二十七日獲委任），連同獨立非執行董事鄧小磊先生、嚴厚民教授、曹為實先生（於二零二四年二月九日辭任）及李華強先生（於二零二四年二月九日獲委任）組成。於二零二四年內委員會成員及成員出席記錄詳情，列載於本報告第63頁。

提名委員會的主要職責其中包括檢討董事會架構、人數及組成（包括技能、知識及經驗），就任何為配合本公司策略而擬對董事會作出的變動提出建議、檢討董事會成員的多元化並向董事會報告及考慮物色適當人選擔任董事的需要，並就甄選獲提名擔任董事職位的人選向董事會提出建議。提名委員會的職權範圍已登載於本公司及港交所的網站內。

For the year ended 31 December 2024, 1 Nomination Committee meeting was held. The Nomination Committee has reviewed the structure, size, composition (including skills, knowledge and experience) and performance of the Board and the qualification and experience of each of the Directors according to the Board Diversity Policy and the Nomination Policy. The Nomination Committee has considered the independence of each of the Independent Non-executive Directors and assessed the qualification and experience of the Directors to be retired and entitled to be re-elected at the AGM. During the year, the Nomination Committee has also reviewed the changes of the Directors and members of the Board Committees of the Company; and the appointment contracts between the Company and Mr. WANG Silian, Chairman of the Board and Non-executive Director; Mr. WANG Dianer and Mr. HUANG Chaoxiong, Executive Directors; Ms. MAO Jing, Non-executive Director; and Mr. LI Huaqiang, Independent Non-executive Director. The aforesaid approved matters and review results were recommended to the Board for consideration. In addition, the Nomination Committee has considered the annual performance of the Board, including assessing whether each member of the Board has devoted sufficient time to the affairs of the Company, and reviewed the 2023 Board evaluation result.

The Board Diversity Policy was adopted. Selection of candidates will be based on a range of diversity perspectives, including but not limited to, gender, age, cultural and educational background, length of service, skills and/or professional experience. Other than the above factors, the Company will also consider factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidate(s) will bring to the Board.

截至二零二四年十二月三十一日止年度，提名委員會曾舉行1次會議。提名委員會已審議董事會的架構、人數、組成（包括技能、知識及經驗）及表現，並按照《董事會成員多元化政策》及《提名政策》審視每名董事的資歷及經驗。提名委員會已考慮每名獨立非執行董事的獨立性，並評核將退任及有權於股東周年大會上獲重選的董事之資歷及經驗。於年內，提名委員會亦已審議本公司的董事及董事委員會成員的變更；及本公司與董事會主席及非執行董事王思聯先生、執行董事王殿二先生及黃朝雄先生、非執行董事毛靜女士，以及獨立非執行董事李華強先生的委任合約。上述獲批事項及審議結果已提呈董事會考慮。此外，提名委員會亦已審議董事會的年度工作表現，包括評估董事會各成員有否對本公司事務貢獻足夠時間，並審閱二零二三年董事會評估結果。

《董事會成員多元化政策》已被採納。候選人的遴選，將以一系列多元化角度為基準，包括但不限於性別、年齡、文化及教育背景、服務年期、技能及／或專業資格。除以上因素外，本公司亦不時根據本身的業務模式及特定需要，考慮各項因素。最終將依據所選定候選人的優點及為董事會帶來的貢獻作出決定。

In consideration with the strategies and objectives of the Company, the Nomination Committee takes a prime role on board recruitment, including the appointment, re-appointment or/and redesignation of the Director(s), to ensure the Board possesses a balance of skills, experience and diversity of perspectives appropriate to the strategic direction of the Company's business with a special focus on female directors with the appropriate skills or knowledge. When considering a candidate nominated for directorship or a director's proposed re-appointment, the Nomination Committee will make reference to certain selection criteria, such as potential time commitment for the Board/committees responsibilities, reputation for integrity, accomplishment and experience in environmental protection industry, independence of the candidate and governmental or geopolitical expertise. The Board had 9 members, including 1 female director, with a male-to-female ratio of 8:1. However, during the period from 29 February 2024 to 31 March 2024, there was no female Director. The Company appointed Ms. MAO Jing as a Non-executive Director on 31 March 2024, with a male-to-female ratio remaining at 8:1. The Company will endeavour to achieve a board with at least 20% female directors by 2028, provided that in making such appointments, the Directors (i) are satisfied with the qualifications and experience of the candidates concerned after a reasonable review process based on the above criteria; and (ii) discharge their fiduciary duties, so as to act for the interest of the Company and the Shareholders as a whole.

Nomination Committee reviews annually the structure, size and diversity of the Board, external agencies for collecting impartial opinion in the nomination procedure may be engaged if necessary. The Board, having the ultimate responsibility for selection and appointment of Director(s), will contemplate the recommendations from the Nomination Committee when considering candidate(s) to be appointed or re-appointed as Director(s).

遵照本公司的策略與宗旨，提名委員會於董事會招聘方面，包括董事委任、續任或／及重新指派等，擔當主導角色，確保董事會擁有切合本公司業務戰略方向的均衡技能與經驗，以及多元化的角度，特別關注有合適技能或知識的女性董事。提名委員會對獲提名擔任董事的候選人或獲建議續任的董事作出考慮時，將參考若干遴選準則，譬如能為履行董事會／委員會職責投入的時間、誠信名譽、在環保產業的成就與經驗、候選人的獨立性、政府或地緣政治專業知識等。董事會有9位成員，當中有1位女性董事，男女比例為8：1。惟於二零二四年二月二十九日至二零二四年三月三十一日期間，女性董事從缺。本公司已於二零二四年三月三十一日委任毛靜女士為非執行董事，男女比例維持8：1。本公司將盡最大努力在二零二八年前實現董事會有至少20%的女性董事，前提為於作出有關委任時，董事須(i)經過基於上述標準的合理審閱程序後信納相關候選人的資歷及經驗；及(ii)履行彼等之授信責任，以便按本公司及股東的整體利益行事。

提名委員會每年審議董事會架構、人數與多元性，如有需要，可委託外部機構，就提名程序提出持平意見。遴選委任董事的最終責任屬董事會所有，董事會對將獲委任或續任董事的候選人作出考慮時，將審慎研究提名委員會建議。

The Company recognises the importance of Board succession planning to ensure optimal continuity and that the Board is composed of members with proper and relevant expertise and skills to govern and strengthen the Company effectively. To empower the basis of talent pool of potential candidates, the Company continues to develop a broader and more diverse pool of skilled and experienced employees and that, in time, their skills will prepare them for the positions of senior management and directorship, by a series of training courses.

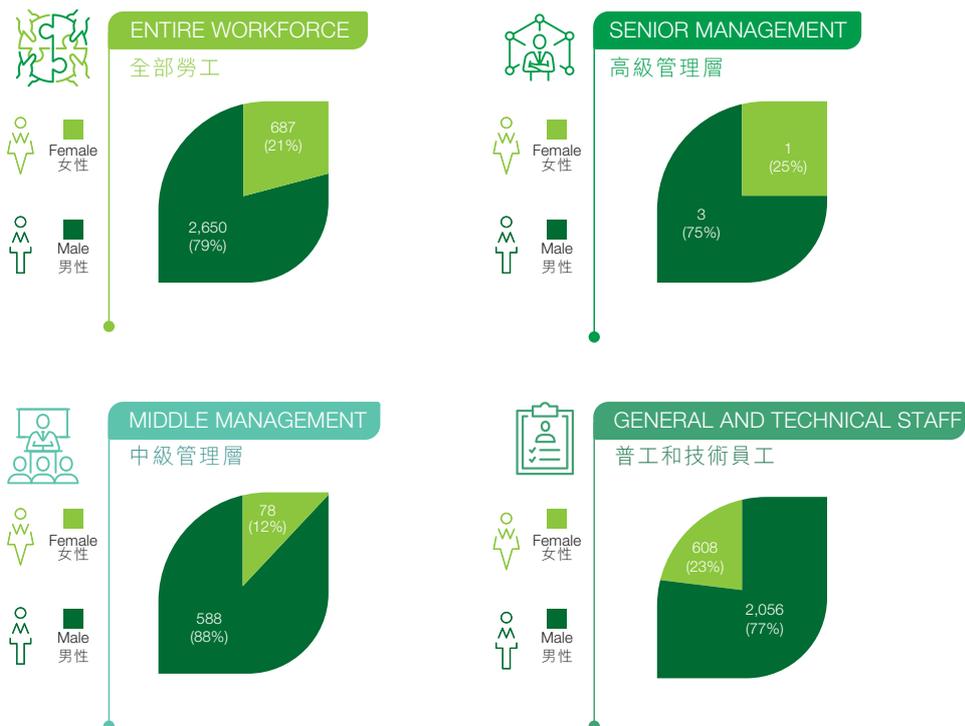
As at the date of this report, the Nomination Committee had reviewed the gender diversity of the staff (including senior management) for the year ended 31 December 2024. The gender diversity of the workforce is as below:

Total staff headcount: 3,337

本公司深知董事會繼任計劃的重要性，以確保董事會具有理想的延續性，成員皆具備適當的相關專業知識與技能，能夠有效管治及鞏固本公司。本公司不斷擴大資深熟練員工儲備，鞏固準候選人儲備的基礎，相信假以時日，經過一系列培訓，彼等將會具備必要技能，勝任高級管理人員及董事職務。

於本報告日期，提名委員會已審議截至二零二四年十二月三十一日止年度之員工（包括高級管理層）的性別多元化。勞工的性別多元化如下：

員工總數：3,337人



As of 31 December 2024, the Group had a total of 3,337 employees, including 687 female employees and 2,650 male employees, and approximately 21% of the employees are female. In the Group's future development, it will continue to uphold the corporate culture of gender equality and diversified development, and stay focus to the rights and interests of female employees in employee recruitment, appointment and promotion to ensure diversified development of the enterprise.

There are 666 middle management employees in the Group, including 78 female employees and 588 male employees, with 12% of the employees are female. This reflects that there is still room for improvement in promoting gender diversity within the middle management of the Group. The Company recognize that female employees face unique challenges in balancing career and family responsibilities, particularly when it comes to job selection. Given that the Group operates in the environmental protection industry, key positions in production operations and engineering construction require high physical stamina and energy, often involving shift work, which has historically attracted more male applicants. Additionally, most of the Group's projects are located in urban and rural areas of third- and fourth-tier cities. These factors have temporarily limited the Group's ability to attract more female employees, making increasing the proportion of female employees an ongoing challenge for the Group.

截至二零二四年十二月三十一日，本集團共有員工3,337名，其中女性員工687名，男性員工2,650名，女性員工佔比約為21%。本集團在未來的發展中，將繼續堅持男女平等，多元化發展的企業文化，在員工招聘、錄用、晉升方面持續關注女性員工權益，確保企業的多元化發展。

本集團中層員工666人，其中女性78人，男性588人，女性佔比為12%，反映出本集團在中層管理團隊中，女性多元化發展方面還有提升的空間，而本公司了解女性員工在平衡職業和家庭責任時面臨著特別的挑戰，尤其是在崗位的選擇上會有更多的考量。鑒於本集團從事環保行業，生產運行和工程建設等關鍵崗位對員工體能和精力都有較高要求，亦需要輪崗，應徵者以男性為主；加之本集團的項目大多位於三四線城市的城鄉地段，以上因素暫時限制了本集團吸引更多女性員工的加入，因此提升女性員工比例一直是本集團面臨的挑戰。

During the year under review, the Group conducted a comprehensive review and revision of its diversity goals based on the actual circumstances of the past few years and industry development trends. The Company considers that the original target of increasing the ratio of all female employees to 25% has been reduced to maintaining a female employee ratio of no less than 15% and actively promoting gender diversity within the Board and middle and senior management teams. The Group encourages and supports more female in taking on managerial roles to enhance the breadth and quality of decision-making, contributing positively to the Company's sustainable development. Looking ahead, the Group will continue to deepen its practices in gender equality and diversity, particularly by researching and implementing diverse measures to attract more female talent. Additionally, the Group will strengthen internal management systems to ensure that female employees have equal opportunities in recruitment, compensation and promotion. The Group will also provide more career development support, including but not limited to targeted training programs for female employees to enhance their professional skills, unlock their potential and help them achieve significant progress in their fields, offering long-term development opportunities.

Everbright Greentech is committed to fostering a workplace characterised by diversity, inclusivity and mutual respect for all employees, regardless of their age, gender, family status, disability, race, ethnicity, nationality, religion or politics. The Company will not tolerate employees using any physical or verbal harassment, bullying or other regulation violations to discriminate against any person on the ground of the above factors. The Group advocates to safeguard this by a mechanism, under which everyone enjoys equal opportunities in terms of job positions. The Company also believes that the availability of diverse talents is closely associated with corporate development. Hence it is vigorously procuring talents from diverse backgrounds and strives to foster a harmonious, inclusive and diverse workplace for staff of different genders from different ethnic, cultural or professional backgrounds.

於回顧年度內，本集團根據過往數年的實際情況和行業發展趨勢，對多元化目標進行了全面檢討與修訂。本公司認為將原訂全體女性員工的比例提升至25%的目標降至將保持女性員工比例不低於15%，並著力推動董事會和中高層管理團隊的性別多元化，積極鼓勵並支持更多女性擔任管理崗位，以提升決策的廣度和質量，為本公司的可持續發展做出積極貢獻。展望未來，本集團將繼續深化性別平等和多元化的實踐，特別是通過研究和實施多樣化的措施來吸引更多女性人才。此外，本集團將強化內部管理制度，確保女性員工在招聘、薪酬、晉升等方面享有公平機會，同時提供更多職業發展支持，包括但不限於為女性員工提供有針對性的培訓，提升各項專業技能，發揮自身潛力，幫助她們在專業領域中實現長足進步，提供長遠發展機會。

光大綠色環保致力為全體員工建立一個多元共融、互相尊重的工作環境，不分年齡、性別、家庭狀況、殘障、種族、族裔、國籍、宗教或政見。本公司絕不容忍員工因上述因素而對任何人士作出歧視、以任何行為或言語形式作出的騷擾、欺凌或其他違反條例的行徑。本集團提倡以機制提供保障，在工作崗位前人人享有平等機會。本公司亦相信人才多樣性與企業發展關係密不可分，致力延攬多元人才，並努力為不同性別、不同種族、文化或專業背景的員工打造和諧共融的多元化工作環境。

Company Secretary

The Company Secretary assists the Chairman of the Board in preparation of the agenda for the Board meetings and Board committee meetings and ensures that all applicable rules and regulations regarding the meetings are followed. She also acts as the secretary to the 2 Board committees and Sustainability Committee. She prepares and keeps detailed minutes of each Board meeting, Nomination Committee meeting, Audit and Risk Management Committee meeting and Sustainability Committee. Within a reasonable time after each meeting, the draft minutes are circulated to all Directors or the above committee members for comments and the final and approved version of minutes is sent to all Directors or committee members for their records. Board committees, including the Audit and Risk Management Committee and Nomination Committee, all follow the applicable principles, practices and procedures adopted in Board meetings. The Company Secretary is also responsible for organising Board trainings for all Directors and circulating to all Directors materials relating to the Directors' jobs and duties for their review.

Ms. CHOW Wing Man possesses professional qualification and extensive experience in discharging her duties as the Company Secretary of the Company and she is an employee of the Company and directly reports to the Chief Executive Officer.

As at 31 December 2024, the Company Secretary of the Company has undertaken 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules. Ms. CHOW Wing Man keeps up-to-date with the regulatory, legal and ESG developments relevant to the Company that she serves.

公司秘書

公司秘書協助董事會主席籌備董事會會議及董事委員會會議議程，並確保遵守所有有關會議的適用規則及法規。她亦擔任2個董事委員會及可持續發展委員會的秘書，就其各個董事會會議、提名委員會會議、審核及風險管理委員會會議及可持續發展委員會會議編製及保存詳細記錄。會議記錄草擬稿將於每次會議結束後的合理時間內，讓全體董事或上述委員會成員傳閱，以便彼等提供意見，而會議記錄的最終核定版本，將發予所有董事或委員會成員作記錄。董事委員會，包括審核及風險管理委員會及提名委員會，均遵守董事會會議採用的適用原則、常規及程序。公司秘書亦負責為全體董事組織董事會培訓，並讓所有董事傳閱有關董事工作及職務的材料，以供審閱。

周詠雯小姐具備履行本公司公司秘書職務所需的專業資格及豐富經驗，並為本公司僱員，直接向行政總裁彙報。

於二零二四年十二月三十一日，本公司公司秘書已遵照《上市規則》第3.29條，接受15小時的相關專業培訓。周詠雯小姐掌握與本公司相關的監管、法律及ESG事宜的最新發展。

5. AUDIT AND RISK OVERSIGHT

Audit and Risk Management Committee and Accountability

During the year 2024 and as at the date of this report, the Audit and Risk Management Committee comprised Independent Non-executive Directors, namely Mr. CHOW Siu Lui (chairman), Prof. YAN Houmin, Mr. Philip TSAO (resigned on 9 February 2024) and Mr. LI Huaqiang (appointed on 9 February 2024). Details of the committee's membership and members' attendance records during 2024 are set out on page 63 of this report.

The Audit and Risk Management Committee is primarily responsible for, including but not limited to, providing an independent review of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, overseeing the audit process, reviewing the completeness, accuracy, clarity and fairness of the Company's financial statements, considering the scope, approach and nature of both internal and external audits, reviewing and monitoring connected transactions and performing other duties and responsibilities as may be assigned by the Board from time to time, etc. The terms of reference of the Audit and Risk Management Committee are published on the websites of both the Company and HKEx.

5. 審核及風險監督

審核及風險管理委員會以及問責性

於二零二四年度及截至本報告日期，審核及風險管理委員會由獨立非執行董事鄒小磊先生(主席)、嚴厚民教授、曹為實先生(於二零二四年二月九日辭任)及李華強先生(於二零二四年二月九日獲委任)組成。於二零二四年內委員會成員及成員出席記錄詳情，列載於本報告第63頁。

審核及風險管理委員會之主要職責包括但不限於提供本集團財務申報流程、風險管理及內部監控系統有效性的獨立審核、監督審核流程、審核本公司財務報表之完整性、準確性、清晰度及公平性、審覽內部及外部審核的範圍、方法及性質、審閱及監控關連交易，以及履行董事會可能不時指定的其他職務及職責等。有關審核及風險管理委員會的職權範圍登載於本公司及港交所的網站內。

The Audit and Risk Management Committee held 3 meetings in 2024 and all minutes were kept by the Company Secretary. The Audit and Risk Management Committee has reviewed with the management and the external auditor of the Company, including but not limited to the accounting principles and practices adopted by the Group, significant audit matters such as significant accounting estimates and judgmental areas and external auditor's audit plan, and has reviewed and discussed the Group's financial reporting matters, including review of the audited financial results for the year ended 31 December 2023 and the unaudited interim financial results for the six months ended 30 June 2024. The Audit and Risk Management Committee has also reviewed the change of auditors, including approving the remuneration and the terms of engagement of the new auditors, and recommending the appointment of the new auditors to the Board. In order to ensure the effectiveness of the risk management and internal control functions of the Company, the committee reviewed, discussed and monitored the works of risk management and internal audit in 2024 and their plans for 2025. Further, the Audit and Risk Management Committee has reviewed the compliance of continuing connected transactions; the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; the investigation results of the whistleblowing cases reported through the whistleblowing channels; and non-audit services. During the year, the Audit and Risk Management Committee has also reviewed and approved the progress and outcomes of initiatives and report on the Task Force on Climate-related Financial Disclosures (TCFD), as well as the review of the 2024 ESG data. The Audit and Risk Management Committee reported that there was no material uncertainty that casts doubt on the Company's going concern ability. The aforesaid review results were proposed to the Board for review.

審核及風險管理委員會於二零二四年曾舉行3次會議，全部會議記錄由公司秘書存置。審核及風險管理委員會已與管理層及本公司外聘核數師審閱，包括但不限於本集團採納之會計原則及慣例、重要會計估計與判斷範圍等重要審計事項，以及外聘核數師審核計劃，並已審閱及討論本集團之財務報告事宜，包括審閱截至二零二三年十二月三十一日止年度之經審核財務業績及截至二零二四年六月三十日止六個月之未經審核中期財務業績。審核及風險管理委員會亦已審議更換核數師事宜，包括批准新核數師的薪酬及聘用條款，並向董事會建議新核數師的委任。為確保本公司風險管理及內部監控職能行之有效，委員會已審視、討論並監察二零二四年之風險管理及內部審核工作以及其二零二五年之計劃。此外，審核及風險管理委員會亦已審議持續關連交易的合規情況；資源、員工質素及經驗、培訓課程及本公司會計及財務報告職能之預算是否足夠；透過舉報渠道之舉報個案之調查結果；及非核數服務。本年度，審核及風險管理委員會亦已審議通過氣候相關財務信息披露(TCFD)工作及報告及二零二四年ESG數據審查進展及結果。審核及風險管理委員會報告，概無使到本公司持續經營能力成疑的重大不確定因素。上述審議結果已提呈董事會審議。

For the year ended 31 December 2024, the following remuneration was received/receivable by KPMG, the external auditor, from the Group in connection with the provision of audit and non-audit services to the Group:

截至二零二四年十二月三十一日止年度，外聘核數師畢馬威會計師事務所就向本集團提供審計及非核數服務，向本集團收取／應收下列薪酬：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Annual audit services	年度審計服務	2,072	2,750
Interim review services	中期審閱服務	300	300
Other services, includes tax service, etc.	其他服務，包括稅務服務等	1,336	541
		3,708	3,591

Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibility for preparation of the financial statements for the financial year ended 31 December 2024 which give a true and fair view of the state of affairs of the Company and the Group at that date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the applicable statutory requirements and accounting standards.

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" contained in this annual report.

董事就財務報表須承擔之責任

董事了解，彼等須就編製截至二零二四年十二月三十一日止財政年度的財務報表承擔責任，該等財務報表須真實公平地反映本公司及本集團於該日期的事務狀況，以及本集團截至該日止年度的業績及現金流量，並根據適用法定規定及會計準則，按持續經營基準妥為編製。

本公司外聘核數師的財務報表申報責任聲明刊載於本年報「獨立核數師報告」。

Risk Management and Internal Control

Under the macro environment of the global economic downturn, the business market environment becomes more and more complicated and volatile. Robust and effective risk management is increasingly important for the Company to achieve its strategic objectives, performance growth and sustainable development. Based on the above, the Group has adopted a comprehensive and systematic risk management methodology of “top-down coordination and vertical-horizontal linkage”, not only has it integrated risk management into the Company’s existing business operation and management procedures but is also forward-looking. It focuses on safeguarding the realization of the Company’s strategic and operational objectives.

The Group has built a risk management system structure based on the Guidelines on Comprehensive Risk Management for Central Enterprises referencing the standards of International Organisation for Standardisation (ISO) 31000 and related contents of Committee of Sponsoring Organizations of the Treadway Commission (COSO) Enterprise Risk Management.

風險管理及內部監控

在全球經濟低迷的宏觀形勢下，商業市場環境愈發複雜多變。穩健及有效的風險管理對本公司達成戰略目標，實現業績增長及可持續發展的作用也愈發重要。基於以上，本集團採用上下聯動、縱橫交錯的全面、系統的風險管理方法，不僅將風險管理納入本公司現有業務經營管理程序，同時兼具前瞻性。專注於保障本公司戰略目標與經營目標的實現。

本集團基於《中央企業全面風險管理指引》、參考國際標準化組織(ISO)31000標準、特雷德韋委員會贊助組織委員會(COSO)企業風險管理相關內容，搭建風險管理體系架構。

The main features of the risk management system of the Group are summarised as follows:

I. Risks Management Culture

Risk management culture is a critical factor for enterprises to realize sustainable development. It is not only a set of strategies and methods to cope with risks, but also a value concept integrated into the enterprise's daily operation, employee thinking and behavioral patterns which profoundly affects the enterprise's ability and effectiveness in coping with risks. The Group takes the construction of a risk management culture as an integral part of its development strategy to cultivate and shape a good risk awareness and risk management culture. The Company has integrated the construction of risk awareness and risk management culture into the entire process of corporate culture construction. It endeavours to cultivate and shape a good risk management culture, establish a correct risk management philosophy, enhance employees' awareness of risk management, and transform risk management awareness into employees' common understanding and conscious actions. Part of the characteristics of the Group's risk management culture include:

1. Full understanding and implementation of objectives, rules and guidelines by each member.
2. Identification and understanding of risks within each member's scope of responsibility, as well as his/her anticipation of risks, communication and effective action.
3. Timely, clear and effective communication of risk alerts to relevant parties.

下文概述本集團風險管理系統的主要特徵：

一、風險管理文化

風險管理文化是企業實現可持續發展的關鍵因素。它不僅是一套應對風險的策略和方法，更是一種融入企業日常運營、員工思維與行為模式的價值理念，深刻影響著企業應對風險的能力與成效。本集團將風險管理文化建設作為發展戰略的組成部分，培育和塑造良好的風險意識與風險管理文化。本公司將風險意識和風險管理文化建設融入企業文化建設全過程。大力培育和塑造良好的風險管理文化，樹立正確的風險管理理念，增強員工風險管理意識，將風險管理意識轉化為員工的共同認識和自覺行動。本集團的風險管理文化部分特點包括：

- 1、每位成員對於目標、規則及指引的充分了解與執行。
- 2、每位成員對於職責範圍內風險的識別、了解及對於風險的預見、交流並採取有效行動。
- 3、向相關方及時、清晰有效的傳達風險提示。

II. Risk Management Objective, Mission and Risk Preferences

The **risk management objective** of the Group is to ensure the realisation of the Company's strategic and operational goals through carrying out risk management works in terms of participating in the formulation and decomposition of the Company's strategic goals and ensuring the achievement of financial and non-financial operational goals.

The Group takes the principle of "Overall Compliance, Minimise Weaknesses, Manage Uncertainties and Optimise Performance based Management" as its **mission of risk management**.

The risk management is guided by the medium-to-long term strategic goals of the Group. The Group formulates its own risk appetites reasonably by focusing on six dimensions including "Investment, Finance, Engineering Construction, Operation, Reputation and Human Resources" through reliable market expansion and prudent operation management. The Group set up quantitative early warning values and limit values in line with financial and non-financial indicators and constantly optimise the effectiveness of internal control to enhance risk resistance and management control capabilities.

III. Risk Governance Structure

The risk management framework of the Group is based on the following "Three Lines of Defense" model:

Board

The Board shall be responsible for the evaluation and determination of the nature and level of risk to which it is exposed, and to achieve the strategic business targets of the Group. It shall also ensure the establishment and maintenance of proper and effective risk management and internal control systems by the Group.

二、風險管理的目標、使命及風險偏好

本集團以保障本公司戰略和經營目標的實現作為**風險管理目標**，從參與本公司戰略目標的制定與分解、保障財務類經營目標與非財務類經營目標實現等方面開展風險管理工作。

本集團以「全面合規、弱勢最小化、不確定性管理、績效最優化管理」作為**風險管理的使命**。

風險管理以本集團中長期戰略目標為導向，通過穩妥的市場拓展和審慎的運行管理，圍繞「投資、財務、工程建設、運營、聲譽、人才」六個維度合理制定自身風險偏好，通過財務類指標與非財務類指標量化設置預警值與限額值，不斷優化內部控制的有效性，提升風險抵禦與管控能力。

三、風險管治架構

本集團的風險管理框架由下文所示「三道防線」模式所指引：

董事會

董事會有責任評估及釐定其為達致本集團的策略業務目標而願所承擔風險的性質及程度，並確保本集團建立及維持適當及有效的風險管理及內部監控系統。

Audit and Risk Management Committee

The Audit and Risk Management Committee shall assume the role of supervising the overall risk management structure of the Group and provide advice to the Board on risk-related matters of the Group.

First Line of Defense

In respect of the first line of defense, each of the business centre, the project companies, command authority and project departments of the Group, being the officers for risk management, shall ensure the effective implementation of risk control measures based on the relevant systems and requirements of risk management of the Company, supervise relevant risks which involve in every business operations, collect and report the risk incident in a timely manner.

Second Line of Defense

The risk management and legal compliance department, being the second line of defense, shall, based on the Board's appetite, identify and assess relevant risks and conduct necessary monitoring, execute appropriate supervision to ensure effective and efficient control of activities of all departments internally or between different departments, as well as evaluate and provide regular report to the Audit and Risk Management Committee. Each functional department at headquarters jointly deals with the risk incidents reported from the first line of defense and the comments from the Audit and Risk Management Committee with the risk management and legal compliance department.

Third Line of Defense

For the third line of defense, the internal audit department shall carry out an internal audit every year and ensure the effectiveness of the first and the second lines of defense. The internal audit department shall provide to the Audit and Risk Management Committee and the Board an independent assurance as to the sufficiency and effectiveness of the internal control of the Group.

審核及風險管理委員會

審核及風險管理委員會負責監督本集團之整體風險管理架構，並就本集團之風險相關事宜向董事會提供意見。

第一道防線

於第一道防線，本集團的各業務中心、項目公司、指揮部及項目部，作為風險管理責任人負責按照本公司風險管理相關制度及要求保證風險管控措施有效執行、監察與每項業務營運相關的風險並對發生的風險事件進行收集並及時上報。

第二道防線

風險管理與法律合規部（作為第二道防線）根據董事會偏好負責識別、評估相關風險及進行必要的監控活動、執行適當監督以確保有效及高效監控各部門內部及不同部門之間的活動，以及評估並向審核及風險管理委員會提呈定期報告。總部各職能部門與風險管理與法律合規部共同處理第一道防線上報的風險事件及審核及風險管理委員會的意見。

第三道防線

在第三道防線，內部審核部每年進行內部審核工作，並確保第一及第二道防線均有效。內部審核部就本集團內部監控的充足性及有效性向審核及風險管理委員會及董事會提供獨立保證。

IV. *Risks (including ESG Risks) Management Process* **“Top-down coordination” risks management process**

Top-down: The Board has formulated with due care a risk management system policy and risk tolerance levels through the Audit and Risk Management Committee, while the management identifies major risks according to sources of risks, scope of influence, incidents and their potential impacts. Risks identified are categorised into trade receivables, strategic transformation and market competition, policy changes, environmental compliance and safety management, human resources, cost control and capacity management. Discussion in relation to the management policies and procedures for the respective principal risk categories exposed to the Group, the material impact that may have occurred or may occur in future, and the corresponding mitigation measures is set out in the section headed “PRINCIPAL RISKS AND UNCERTAINTIES” in the “Management Discussion and Analysis” on pages 44 to 54 of this annual report. The Group’s risks are classified according to their impact and probability of occurrence, taking into account vulnerability and speed of onset. The ranking shall be based on the level of remaining risk. The level of remaining risk refers to the score value of the existing risk after taking into account all monitoring measures currently in force. The assessment of risk analysis results aims at determining whether the risks identified are within the Group’s default risk appetite and risk tolerance level. Based on such risk assessment, the risks could be transferred, eliminated or effectively controlled

四、 風險(包括ESG風險)管理流程 「上下聯動」的風險管理流程

自上而下方面：董事會透過審核及風險管理委員會慎重地制定了風險管理系統政策及風險承受能力，管理層以風險來源、影響範圍、事件及其潛在影響等就主要風險進行識別。已被識別的風險分類為：應收賬款、戰略轉型與市場競爭、政策變動、環境合規與安全管理、人力資源、成本控制及產能管理。有關本集團面對各主要類別風險之管理政策及程序之論述、可能已產生或將來可能會產生的重大影響及相應的緩解措施之論述，已列載於本年報第44至54頁的「管理層討論及分析」的「主要風險及不確定性」一節內。本集團風險按其影響及產生的可能性，綜合考量脆弱性與發作速度劃分等級。風險等級以其剩餘風險水準為基準。剩餘風險水準指計及所有現有監控措施後所存在風險的分值。風險分析結果的評估旨在釐定所識別的風險是否處於預定的風險偏好及承受水準之內。基於風險評估，風險得

through risk mitigation measures formulated. During the year under review, the changes in the severity of the Company's principal risks are as follows:

以透過擬訂的風險緩解措施轉移、消除或有效控制。於回顧年度內，本公司的主要風險嚴重程度的變化如下：

Principal risks	主要風險	Change in principal risks (Higher/Unchanged/Lower)	主要風險變化 (上升/持平/下降)
Trade receivables	應收賬款	Unchanged	持平
Strategic transformation and market competition	戰略轉型與市場競爭	Unchanged	持平
Policy changes	政策變動	Higher	上升
Environmental compliance and safety management	環境合規與安全管理	Lower	下降
Human resources	人力資源	Unchanged	持平
Cost control	成本控制	Higher	上升
Capacity management	產能管理	Unchanged	持平

Bottom-up: The project companies are responsible for collecting information on risk events and reporting it on a quarterly basis, and summarizing the information on risk events to promote and improve risk assessment and risk control strategies.

「自下而上」方面：項目公司負責收集風險事件信息並每季度匯總上報，通過風險事件信息的總結促進並完善風險評估、風險管控策略等。

V. ESG-related Risks

The Group has incorporated ESG-related risks into the risk management regime of the Company. Following risk identification and assessment, the Group has incorporated relevant risks into the control areas of aforesaid principal risks, such as focusing on sustainable development and new trends in the sectors of low-carbon and circular economy in strategic transformation and market competition risk control, so as to facilitate the Company's strategic transformation and enhance market competitiveness; paying attention to the impacts of global climate change and extreme weather on the new policies launched by the State, so as to cope with the risks of policy changes in advance; preventing environmental safety risks caused by extreme weather phenomena, actively formulating and implementing contingency plans and conducting regular drills, and securing adequate and timely insurance coverage; creating a sound human resources environment by establishing and stringently enforcing an equal employment system, implementing diversified recruitment measures, enhancing employment opportunities for females, and increasing the care and assistance for employees. The Group treats the ESG-related risks that do not need to be controlled as key risks for the time being after risk assessment as elements of ongoing risk concern and assesses changes in their significance regularly, such as the risks associated with climate change, corruption and fraud, cybersecurity and AI. The control of ESG-related risks has enhanced the Company's risk management standard and made the Group's risk management more forward-looking, and more practical control measures have also effectively reduced the possibility of related risks and minimised losses in the event of a risk incident.

五、ESG相關風險

本集團將ESG相關風險納入了本公司風險管理體系。經由風險識別與評估，將相關風險納入上述主要風險管控範圍，如於戰略轉型與市場競爭風險管控中關注可持續發展，關注低碳、循環經濟領域新動向，以推動本公司戰略轉型與提高市場競爭能力；關注全球氣候變化及極端天氣對於國家出台新政策的影響，提早應對政策變動風險；預防極端天氣現象造成的環境安全風險，積極制定及實施應急預案並定期演練，足額及時購買保險；建立並嚴格執行平等的用工制度、實施多元化的招聘措施、提升女性就業機會、增加對員工的關懷與幫助等營造良好的人力資源環境。對於經風險評估後，暫不需要作為重點風險管控的ESG相關風險，本集團作為持續關注風險內容並定期評估其重要性變化，如氣候變化、貪污舞弊、網絡安全及AI風險。對於ESG相關風險的管控，提升本公司風險管理的水平，使本集團風險管理更具前瞻性，更為切實可行的管控措施也有效降低相關風險產生的可能，並於風險事件發生時將損失降至最低。

VI. Risk Control and Report

Each risk-bearing unit submits a report to the risk management and legal compliance department every quarter in respect of the implementation of risk control measures and the effectiveness of risk control, and at the same time collects risk events in the report. Based on the contents reported by various project companies and functional departments, the risk management and legal compliance department will prepare Risk and Internal Control Report and submit the same to the management of the Company. The management of the Company will understand the status of risk management in a timely manner according to the report and optimise risk control measures. The Audit and Risk Management Committee provides assistance to the Board for maintaining and monitoring the effectiveness of the risk management and internal control systems of Everbright Greentech. The risk management and legal compliance department and internal audit department will semiannually provide conclusive report to the Audit and Risk Management Committee in respect of the risk management and internal control aspects of the Company, and adopt the risk management and internal control plan for the next year. In addition, the Board reviews principal risks taken by Everbright Greentech annually. The risk management and legal compliance department submits the Risk and Internal Control Report to the Audit and Risk Management Committee on a quarterly basis. The Company also reviews the effectiveness of its risk management and internal control systems in a timely manner through the above procedures, identifies deficiencies timely and improves them constantly.

In view of the exceeding of the annual cap for continuing connected transactions regarding the balance of deposits with China Everbright Bank Company Limited ("CE Bank") that occurred during the year under review due to insufficient communication and close monitoring following changes in financial staff, the Board and the Audit and Risk Management Committee have conducted reviews and considered that internal controls and audits should be further strengthened to prevent the recurrence of similar situation. Additionally, the resources, qualifications and experience of staff in accounting, internal audit and financial reporting functions, as well as the training programmes and related budgets provided to employees, were deemed adequate.

六、風險監控及報告

各風險責任單位每季度向風險管理與法律合規部提交報告，彙報風險管控措施實施情況及風險管控效果情況。同時在報告中收集風險事件。風險管理與法律合規部根據各項目公司及職能部門彙報內容，編製《風險及內控管理報告》並呈報本公司管理層，本公司管理層根據報告適時瞭解風險管控情況並完善風險管控措施。審核及風險管理委員會協助董事會維持及監察光大綠色環保的風險管理及內部監控系統的成效，風險管理與法律合規部與內部審計部每半年就本公司風險管理與內部監控情況向審核及風險管理委員會進行總結彙報，並接納下一年度的風險管理及內部監控計劃。董事會亦每年檢討光大綠色環保主要風險。風險管理與法律合規部向審核及風險管理委員會每季度呈報《風險及內控管理報告》。本公司亦通過上述程序及時檢討風險管理及內部監控系統有效性，及時發現不足並不斷改進。

鑒於回顧年度內，因財務人員變動後溝通不足及密切監控不足所發生在中國光大銀行股份有限公司（「光大銀行」）存款餘額超過持續關連交易年度上限的情況，董事會及審核及風險管理委員會進行檢討，均認為應當進一步加強內部控制及審計，確保不再發生類似情況。除此之外，在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算等方面，認為足夠。

VII. Internal Audit

Everbright Greentech has established the internal audit department which shall directly report to the Audit and Risk Management Committee. Undertaking a key role to provide assurance to the Board of proper maintenance and operation of the internal control system by the management, the internal audit department prepares internal audit report to the Audit and Risk Management Committee and the Board for the review of the sufficiency and effectiveness of the internal audit functionalities. The internal audit department also performs audit work in respect of ESG data. Any matter proposed in the internal audit report shall be dealt with by the management in a timely manner. The Audit and Risk Management Committee and the Board are satisfied with the sufficiency of the risk management and internal control systems of the Group.

VIII. Annual Confirmation

The risk management and internal control systems of the Group are designed to provide reasonable but not absolute assurance against material misstatement or loss, as well as to manage rather than eliminate entirely the risk of failure to achieve business objectives. They take up an important role in risk management, which is critical to achieving business objectives. Through the Audit and Risk Management Committee, the Board has reviewed the risk management and internal control systems of the Group for the year ended 31 December 2024, and considered that internal controls and audits over the monitoring of connected transactions required to be enhanced and the remaining matters were effective and sufficient during the year. The management has provided confirmation as to the effectiveness of the systems for the year ended 31 December 2024 to the Audit and Risk Management Committee (and the Board).

七、內部審計

光大綠色環保設有內部審計部，直接向審核及風險管理委員會彙報。內部審計部向董事會保證管理層維持及營運良好之內部監控系統方面擔任重要角色。內部審計部向審核及風險管理委員會及董事會發出內部審計報告，以審閱內部審計職能之充足性及有效性。內部審計部亦對ESG數據進行審核工作。內部審計報告提出之任何事項將由管理層及時處理。審核及風險管理委員會及董事會信納本集團有充足之風險管理及內部監控系統。

八、年度確認

本集團風險管理及內部監控系統旨在合理地（而非絕對地）保證無重大失實陳述或損失，同時管理（但並非完全消除）無法實現業務目標的風險。其對達致業務目標至為重要的風險管理擔任重要角色。董事會透過審核及風險管理委員會，已對截至二零二四年十二月三十一日止年度本集團風險管理及內部監控系統進行審閱，並認為對關連交易監控方面需要加強內部控制及審計，其餘事項於本年度內屬有效及充分。管理層已就該等系統於截至二零二四年十二月三十一日止年度的有效性向審核及風險管理委員會（及董事會）提供確認。

6. REMUNERATION

Remuneration Committee

During the year 2024 and as at the date of this report, the Remuneration Committee comprised Mr. Philip TSAO (the then chairman, resigned on 9 February 2024), the then Independent Non-executive Director, Prof. YAN Houmin (chairman, changed from committee member to chairman on 9 February 2024), an Independent Non-executive Director, Mr. QIAN Xiaodong (resigned on 9 February 2024), the then Executive Director and Chief Executive Officer, Mr. ZHU Fugang (appointed on 9 February 2024), the Executive Director and Chief Executive Officer, and Independent Non-executive Directors Mr. CHOW Siu Lui and Mr. LI Huaqiang (appointed on 9 February 2024). Details of the committee's membership and members' attendance records during 2024 are set out on page 63 of this report.

The terms of reference of the Remuneration Committee were published on the websites of both the Company and HKEx, which set out the duties of the Remuneration Committee, including determining, with delegated responsibilities, the remuneration packages of the individual Executive Directors and senior management, etc.

For the year ended 31 December 2024, the Remuneration Committee held 1 meeting and the minutes were kept by the secretary of the committee. The secretary of the committee shall be the relevant responsible officer of the human resources department of the Company. With reference to the objects and objectives of the Company, the Remuneration Committee has reviewed the remuneration packages of Executive Directors, members of senior management; reviewed and adopted the update of the terms of reference of the Remuneration Committee; and reviewed the appointment contracts between the Company and Mr. WANG Silian, Chairman of the Board and Non-executive Director; Mr. WANG Dianer and Mr. HUANG Chaoxiang, Executive Directors; Ms. MAO Jing, Non-executive Director; and Mr. LI Huaqiang, Independent Non-executive Director. The above approved matters and the review results have been submitted to the Board for consideration. The Remuneration Committee follows the applicable principles, practices and procedures adopted in Board meetings.

6. 薪酬

薪酬委員會

於二零二四年度及截至本報告日期，薪酬委員會由時任獨立非執行董事曹為實先生（時任主席，於二零二四年二月九日辭任）、獨立非執行董事嚴厚民教授（主席，於二零二四年二月九日由委員會成員變更為主席）、時任執行董事兼行政總裁錢曉東先生（於二零二四年二月九日辭任）、執行董事兼行政總裁朱福剛先生（於二零二四年二月九日獲委任），以及獨立非執行董事鄒小磊先生及李華強先生（於二零二四年二月九日獲委任）組成。於二零二四年內委員會成員及成員出席記錄詳情，列載於本報告第63頁。

薪酬委員會的職權範圍已登載於本公司及港交所的網站內，當中列載薪酬委員會的職務，包括根據獲委職責，釐定個別執行董事及高級管理人員的薪酬待遇等。

截至二零二四年十二月三十一日止年度，薪酬委員會曾舉行1次會議，會議記錄由委員會秘書存置。委員會秘書為本公司人力資源部有關負責人員。薪酬委員會參照本公司的宗旨及目標，審議執行董事、高級管理層成員之薪酬待遇；審議及接納薪酬委員會職權範圍的更新；並審議本公司與董事會主席及非執行董事王思聯先生、執行董事王殿二先生及黃朝雄先生、非執行董事毛靜女士，以及獨立非執行董事李華強先生的委任合約。上述獲批事項及審議結果已呈報董事會考慮。薪酬委員會遵守董事會會議採用的適用原則、常規及程序。

Remuneration Policy

A reasonable and comprehensive remuneration package is one of the measures in attracting, retaining and motivating experienced people of high calibre. The Company takes into consideration a number of factors in determining remuneration package of all level of staffs of the Company (including Executive Directors and members of senior management of the Company), including but not limited to their job duties and responsibilities, performances, updated salary index launched by independent human resource agency and the financial and operational performances of the Company. The remuneration of the Executive Directors and members of the senior management of the Company consists of fixed remuneration, double pay and performance bonus, of which fixed remuneration includes basic salary and cash allowance.

Remuneration of Directors and Senior Management

The remuneration of the members of the senior management by band for the year ended 31 December 2024 is set out below:

Remuneration bands (HK\$)	薪酬範圍(港幣元)	Number of persons 人數
Below \$1,000,000	1,000,000元以下	3
\$1,000,000 to \$2,000,000	1,000,000元至2,000,000元	1

Further particulars regarding Directors' remuneration and the 5 highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in notes 9 and 10 to the financial statements, respectively.

薪酬政策

合理及全面的薪酬待遇為吸引、挽留及激勵經驗豐富的高素質人才之措施之一。本公司於釐定本公司各級員工(包括執行董事及本公司高級管理層成員)的薪酬待遇考慮多種因素，包括但不限於其工作職務及職責、表現、獨立人力資源機構發佈的最新薪酬指數以及本公司的財務及營運表現。執行董事及本公司高級管理層成員的薪酬包括固定薪酬、雙薪及績效獎金，其中固定薪酬包括基本工資及現金津貼。

董事及高級管理人員的薪酬

截至二零二四年十二月三十一日止年度，高級管理人員成員的薪酬範圍列載如下：

根據《上市規則》附錄D2須予披露的董事薪酬及5名最高薪僱員薪酬的更多詳情，分別載於財務報表附註9及10。

7. SHAREHOLDERS' RIGHTS AND AGM

Dividend Policy

Adhering to the principle of sharing the fruit of success with the Shareholders, the Board has adopted Dividend Policy. Subject to certain factors, including but not limited to, general business conditions and strategies of the Company and the Company's financial results and capital requirements, the dividend payout ratio is approximately 20%.

Shareholders Communication Policy

The Company recognises the importance of maintaining effective communication with the Shareholders and the investors and also recognises the value of providing current and relevant information to the Shareholders and the investors.

The Company has adopted the Shareholders Communication Policy, which was updated for the second time on 12 June 2024. During the year, the Board has reviewed the implementation and effectiveness of the Shareholder Communication Policy. In view of the contents of the policy, work arrangements and the results of the Board's evaluation below, the Board considers that the implementation and effectiveness of the Shareholders Communication Policy is unquestionable. The provisions contained in such policy aim to ensure that Shareholders and investors have timely access to comprehensive and consistent information about the Company (including its financial and operational performance, business plans and strategies, significant developments, corporate governance and corporate structure, etc.), to enhance Shareholders' understanding and awareness of the Company and to enable them to exercise their rights in an informed manner. Such policy sets out the means of contact for Shareholders and investors to express their views and terms to protect the privacy of its Shareholders.

7. 股東權利及股東周年大會

股息政策

秉持與股東分享成果的原則，董事會已採納《股息政策》。受限於若干因素，包括但不限於本公司整體業務狀況及策略以及本公司財務業績和資本要求，派息率約為20%。

股東通訊政策

本公司明白與股東及投資者保持良好溝通的重要性，也認識到向股東及投資者提供及時及相關資訊的價值。

本公司已採納《股東通訊政策》，並已於二零二四年六月十二日作出第二次更新。年內，董事會已檢討《股東通訊政策》的實施和有效性，就下述之政策內容、工作安排及董事會評估結果，董事會認為《股東溝通政策》的實施和有效性是無庸置疑的。此政策所載的條文旨在確保股東及投資者均可及時取得全面、一致的本公司資料（包括其財務及運營表現、業務計劃及策略、重大發展、企業管治及公司架構等），增進股東對本公司了解和認知，以及讓股東在知情的情況下行使其權利。該政策列明股東及投資者發表意見的聯絡方式及保障股東隱私的條款。

The Company has all along been publishing annual reports, interim reports, circulars and results announcements in accordance with the requirements of the Listing Rules and posting them on the websites of both the Company and HKEx. The Company's website contains information regarding the Group's business and projects, environmental information and green finance information, etc., and also issues press releases containing contact details of investor relations from time to time. The corporate communication is available on the "Investor Relations" section of the home page of the Company's website. In addition, the AGM held each year serves as a bridge between the Board and its independent Shareholders, who can raise questions directly to the Directors. For investors, the investor relations team of the Company facilitates communication with investors through participating in the strategy sessions with major brokerages, having individual one-on-one meetings and project site visits.

Shareholder Relations

The Company understands the importance of maintaining effective mutual communication with its Shareholders and values every opportunity to communicate with them.

The AGM and site visit proceedings have been well prepared to ensure that the Company will follow corporate governance practices and Shareholders' rights are preserved.

The 2024 AGM was held on 14 May 2024, the Chief Executive Officer chaired the AGM and the chairman (or their delegates) of each Board committee attended the meeting to ensure Shareholders' views are communicated to the Board. Auditor of the Company was available to answer any queries that Shareholders may raise.

本公司一直按《上市規則》規定刊發年度報告、中期報告、通函及業績公告等，並登載於本公司及港交所網站內；本公司網站載有本集團的業務及項目資料、環境訊息資料及綠色金融資料等，亦不時發佈載有投資者關係聯繫方式的新聞稿。公司通訊可在本公司網站主頁「投資者關係」一欄查閱。另外，每年的股東周年大會是董事會與獨立股東溝通的橋樑，本公司的獨立股東可直接向董事進行提問。投資者方面，本公司投資者關係同事透過參與各大券商的策略會、一對一的單獨交流及項目實地考察促進與投資者的溝通。

股東關係

本公司了解與其股東維持有效相互溝通至關重要，亦重視每次與股東溝通的機會。

本公司已妥善籌備股東周年大會及實地考察過程，以確保本公司遵守企業管治常規及保障股東權利。

二零二四年股東周年大會於二零二四年五月十四日舉行，行政總裁主持股東周年大會，各董事委員會的主席（或其代表）出席會議，確保股東意見傳達至董事會。本公司核數師在場回應股東可能提出的任何查詢。

Procedures for Shareholders to Convene an Extraordinary General Meeting (“EGM”)

Pursuant to Article 64 of the Articles of Association, any one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company on a one vote per share basis (“EGM Requisitionists”) shall at all times have the right, by written requisition sent to the Board or the Secretary of the Company, to require an EGM to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The EGM Requisitionists can deposit the written request at the Company’s principal place of business in Hong Kong, which is currently located at Room 3602, 36/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. The EGM Requisitionists must state in their request(s) the objects of the EGM, and such request must be signed by all the EGM Requisitionists, and may consist of several documents in like form, each signed by one or more of the EGM Requisitionists.

The share registrar will verify the EGM Requisitionists’ particulars in the EGM Requisitionists’ request. Promptly after confirmation from the share registrar that the EGM Requisitionists’ request is in order, the Company Secretary will arrange the Board to convene an EGM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the EGM Requisitionists’ request is verified not in order, the EGM Requisitionists will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If the Board fails to proceed to convene such meeting within 21 days of the deposit of the requisition, the EGM Requisitionists himself (themselves) may convene a physical meeting at only one location which will be the principal meeting place, and all reasonable expenses incurred by the EGM Requisitionists by reason of the Board’s failure to duly convene an EGM shall be reimbursed to the EGM Requisitionists by the Company.

股東召開股東特別大會（「股東特別大會」）之程序

根據章程細則第64條，於提出要求當日持有本公司已實繳股本不少於十分之一並有權在一股一票的基準下附有在本公司股東大會上投票之權利的任何一名或以上股東（「股東特別大會請求人」），應有權隨時以書面方式向董事會或本公司秘書提交請求，要求董事會召開股東特別大會，以處理該請求指明的任何事務或決議案；而該大會須於該請求提交後兩個月內舉行。

股東特別大會請求人可向本公司的香港主要營業地點（現時位於香港夏慤道16號遠東金融中心36樓3602室）遞交書面請求。股東特別大會呈請人須於請求中列明舉行股東特別大會的目的，而有關請求須由所有股東特別大會請求人簽署，並包含若干相同格式之文件，各自須經一名或以上股東特別大會請求人簽署。

股份過戶登記處將核實股東特別大會請求人提交之請求所列之股東特別大會請求人資料。經股份過戶登記處確認股東特別大會請求人之請求符合程序後，公司秘書將安排董事會召開股東特別大會，並根據所有相關法定及監管要求，向所有已登記股東發出足夠時間之通知。反之，倘股東特別大會請求人的請求經核實不符合程序，則股東特別大會請求人將獲告知此結果，股東特別大會亦不會應要求召開。

倘若於提交請求二十一日內董事會未能籌備召開該大會，（該等）股東特別大會請求人可在唯一地點（將為主要會議地點）召開實體會議，而股東特別大會請求人因董事會未能正式召開股東特別大會而產生之所有合理開支，均由本公司向股東特別大會請求人償付。

Procedures for Putting Forward Proposals at General Meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law. However, Shareholders are requested to follow Article 64 of the Articles of Association for proposing a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 113 of the Articles of Association, no person other than a Director retiring at a meeting, shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the above notices required under the Articles of Association shall commence not earlier than the day after the despatch of the notice of relevant general meeting appointed for such election and end no later than 7 days prior to the date of the relevant general meeting, and the minimum length of the period during which such notices to the Company may be given will be at least 7 days. The written notice must state, among others, that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for Shareholders to propose a person for election as Director is posted on the Company's website.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the investor relations whose contact details are as follows:

Investor Relations
China Everbright Greentech Limited
Room 3602, 36/F., Far East Finance Centre
16 Harcourt Road, Hong Kong
Fax: (852) 2433 6546
Email: ir@ebgreentech.com

於股東大會上提呈建議之程序

根據《開曼群島公司法》，並無條文准許股東於股東大會上提呈新決議案。然而，倘股東擬於股東特別大會上提呈決議案，則須遵守章程細則第64條。有關要求及程序已載於上文。根據章程細則第113條，除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉之書面通知已呈交至本公司總辦事處或註冊辦事處，否則概無人士（於會議上退任之董事除外）有權在任何股東大會上選舉出任董事職位（除非由董事會推選）。根據章程細則要求提交上述通知之期間須由不早於指定進行相關推選之股東大會通告寄發翌日起計，及不遲於相關股東大會舉行日期前七日結束，而向本公司發出該等通知之最短期間須為最少七日。根據《上市規則》第13.51(2)條，上述書面通知必須列明該人士之履歷詳情。有關股東提名人選參選董事之程序已於本公司網站刊載。

股東向董事會查詢之程序

股東可隨時向董事會以書面形式經由投資者關係提出查詢及表達意見，聯絡詳情如下：

投資者關係
中國光大綠色環保有限公司
香港夏慤道16號
遠東金融中心36樓3602室
傳真：(852) 2433 6546
電郵：ir@ebgreentech.com

Significant Changes in the Company's Constitutional Documents

A special resolution was passed by the Shareholders at the AGM held on 14 May 2024 to adopt the Third Amended and Restated Articles of Association of the Company with amendments which, among other things, (i) updating and bringing the Existing Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (ii) allowing (but not requiring) general meetings to be held as electronic meetings or hybrid meetings where the Shareholders may attend by electronic means in addition to or in lieu of a physical meeting where the Shareholders attend in person; and (iii) incorporating certain housekeeping changes.

Save as disclosed above, no other changes have been made to the Third Amended and Restated Articles of Association of the Company for the year ended 31 December 2024.

本公司章程文件之重大變動

本公司於二零二四年五月十四日舉行之股東周年大會獲股東以特別決議案通過採納本公司第三份經修訂及重訂之章程細則，當中的修訂(其中包括)(i)更新現有章程細則，使其符合有關擴大無紙化上市制度及上市發行人以電子方式發放公司通訊之最新監管規定，以及自二零二三年十二月三十一日起生效之《上市規則》相關修訂；(ii)允許(但不要求)股東大會以電子會議或混合會議之形式舉行，而股東可通過電子方式出席，作為股東親身出席實體會議之額外或取代方式；及(iii)納入若干內務修訂。

除上文所披露者外，截至二零二四年十二月三十一日止年度，概無對本公司第三份經修訂和重訂之章程細則作出其他變動。

Directors and Senior Management 董事及高級管理人員

Mr. WANG Silian

aged 51, is a Non-executive Director and the Chairman of the Board and the Nomination Committee. He is also the executive director and the chairman of the board, and the chairman of the nomination committee and the member of the remuneration committee of CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company). Prior to joining the Group, Mr. WANG was the vice chairman and president of China CYTS Tours Holding Co., Ltd. (the shares of which are listed on the Shanghai Stock Exchange (“SSE”), stock code: 600138.SH) and the chairman of Bravolinks Integrated Marketing Co., Ltd. (the shares of which are listed on the National Equities Exchange and Quotations, stock code: 837784.OC), both of which are connected persons of the Company. He was also the deputy general manager of the human resources department of China Everbright Bank Company Limited (the shares of which are listed on the Stock Exchange and SSE, stock codes: 6818.HK and 601818.SH), a subsidiary of China Everbright Group Ltd., which is an indirect controlling shareholder of the Company. Mr. WANG holds a Master’s degree in Military Science from the Dalian Naval Academy of the People’s Liberation Army Navy. Mr. WANG joined the Board in September 2024.

Mr. ZHU Fugang

aged 45, is an Executive Director and the Chief Executive Officer, the chairman of Sustainability Committee and a member of Remuneration Committee. Mr. ZHU holds a Doctoral degree in Engineering from Southeast University and is a senior engineer. He currently serves as a director of numerous subsidiaries and certain joint ventures of the Group. Prior to joining the Group, he served as president of eco-recycling sector in CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company), vice president of each of Everbright Environmental Protection (China) Limited* and Everbright Envirotech (China) Limited*, wholly-owned subsidiaries of CEEGL, and general manager of each of Everbright Environmental Energy (Changzhou) Co., Ltd*, Everbright Environmental Energy (Nanjing) Limited* and Everbright Environmental Testing (Nanjing) Company Limited*, wholly-owned subsidiaries of CEEGL. He also served as the vice president of the Biomass Energy Industry Promotion Association in November 2024. Mr. ZHU has conducted in-depth research in the fields of high-value utilization of biomass and solid waste, clean energy and power generation. He has published more than 20 papers, obtained more than 30 national patents, and won 5 provincial and ministerial science and technology awards. Mr. ZHU joined the Group in September 2019 and joined the Board in December 2022.

王思聯先生

現年51歲，非執行董事兼董事會及提名委員會主席。彼亦為光大環境（股票代號：0257.HK，本公司之上市中介控股公司）的執行董事兼董事會主席，亦為其提名委員會主席及薪酬委員會成員。王先生在加入本集團前，曾任職本公司之關連人士中青旅控股股份有限公司（其股份於上海證券交易所（「上交所」）上市，股票代號：600138.SH）副董事長及總裁、本公司之關連人士中青博聯整合營銷顧問股份有限公司（其股份於全國中小企業股份轉讓系統掛牌，股票代號：837784.OC）董事長及本公司間接控股股東中國光大集團股份有限公司的附屬公司中國光大銀行股份有限公司（其股份於聯交所及上交所上市，股票代號：6818.HK及601818.SH）人力資源部副總經理。王先生持有中國人民解放軍海軍大連艦艇學院軍事學碩士學位。王先生於二零二四年九月加入董事會。

朱福剛先生

現年45歲，執行董事兼行政總裁，並為可持續發展委員會主席及薪酬委員會之成員。朱先生持有東南大學工程博士學位，正高級工程師職稱。彼目前為本集團多家附屬公司及若干合營企業之董事。於加入本集團前，彼曾先後擔任光大環境（股票代號：0257.HK，本公司之上市中介控股公司）生態資源板塊總裁、光大環境之全資附屬公司光大環保（中國）有限公司及光大環境科技（中國）有限公司副總裁，以及光大環境之全資附屬公司光大環保能源（常州）有限公司、光大環保能源（南京）有限公司及光大環境檢測（南京）有限公司總經理。彼亦於二零二四年十一月出任中國產業發展促進會生物質能產業分會副會長。朱先生在生物質與固廢高值化利用、清潔能源與發電領域有深入研究，彼發表論文20餘篇，授權國家專利30餘件，獲省部級科技獎5項。朱先生於二零一九年九月加入本集團，並於二零二二年十二月加入董事會。

* For identification purpose only

Mr. WANG Dianer

aged 47, is an Executive Director and the Vice President. Mr. WANG currently serves as a director of numerous subsidiaries and certain joint ventures and associated companies of the Group. He joined China Everbright Group Limited (the indirect controlling shareholder of the Company) since November 2006. Mr. WANG has previously served as the general director of engineering of Dangshan project, the general manager of each of Everbright Alternative Energy (Dangshan) Company Limited*, Everbright Photovoltaic Energy (Zhenjiang) Limited and Everbright Photovoltaic Energy (Huaining) Limited* under the Group, and also served as the deputy general manager of Everbright Environmental Energy (Yixing) Limited*, the deputy general director of engineering of Jinan WTE Project and the general manager of Everbright Environmental Energy (Zhenjiang) Limited* under CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company). Mr. WANG completed the legal studies program at Anhui University in the PRC and the power plant and electricity system program at Shanghai University of Electric Power in the PRC and is a senior engineer. Mr. WANG joined the Group in January 2016 and joined the Board in March 2024.

Mr. HUANG Chaoxiong

aged 45, is an Executive Director and the CEO Assistant. Mr. HUANG concurrently serves as the general manager of the investment and development department, and a director of numerous subsidiaries and a joint venture company of the Group. Prior to joining the Group, he served successively as the deputy general manager of the investment and development department of CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company) and the general manager of the investment and development department of its wholly-owned subsidiary, Everbright Environmental Protection Technological Development (Beijing) Limited*, and also worked at its wholly-owned subsidiary, Everbright Environmental Energy (Jiangyin) Limited*. Mr. HUANG holds a Bachelor's degree in Management from Wuhan University, a Master's degree in Environmental Engineering from Tsinghua University and a Master's degree in Engineering from Harbin Institute of Technology. Mr. HUANG joined the Group in January 2016 and joined the Board in March 2024.

王殿二先生

現年47歲，執行董事兼副總裁。王先生目前為本集團多家附屬公司及若干合營企業及聯營公司之董事。彼自二零零六年十一月起加入中國光大集團股份公司(本公司之間接控股股東)。王先生曾擔任本集團旗下礪山項目的工程總指揮及光大新能源(礪山)有限公司、光大光伏能源(鎮江)有限公司以及光大光伏能源(懷寧)有限公司的總經理等職務，亦曾擔任光大環境(股票代號：0257.HK，本公司之上市中介控股公司)旗下光大環保能源(宜興)有限公司副總經理、濟南垃圾發電項目的工程副總指揮、光大環保能源(鎮江)有限公司的總經理等職務。王先生畢業於中國安徽大學法律研究課程及中國上海電力學院發電廠及電力系統課程，持高級工程師資格。王先生於二零一六年一月加入本集團，並於二零二四年三月加入董事會。

黃朝雄先生

現年45歲，執行董事兼總裁助理。黃先生目前兼任本集團投資發展部總經理及多家附屬公司及一家合營企業之董事。於加入本集團前，彼曾先後擔任光大環境(股票代號：0257.HK，本公司之上市中介控股公司)投資發展部副總經理及其全資附屬公司光大環保科技發展(北京)有限公司投資發展部總經理，亦曾於其全資附屬公司光大環保能源(江陰)有限公司工作。黃先生持有武漢大學管理學學士學位、清華大學環境工程碩士學位及哈爾濱工業大學工程碩士學位。黃先生於二零一六年一月加入本集團，並於二零二四年三月加入董事會。

* For identification purpose only

Mr. SONG Jian

aged 55, is a Non-executive Director. Mr. SONG holds a Bachelor's degree in Economics from Renmin University of China. He joined CEEGL in 2007 and currently takes a position of the general manager of the strategic management department of CEEGL and was a director of Everbright Brilliant Greenergy and Lighting (Shenzhen) Limited* (a non-wholly owned subsidiary of CEEGL), the general manager of each of the strategic development department and the operation and safety and environmental management department of CEEGL and the chief executive officer of Everbright Ecological Resources (Shenzhen) Limited* (a wholly-owned subsidiary of CEEGL). Prior to joining CEEGL, Mr. SONG had worked in China Light Industry International Engineering Co., Ltd. As at the date of this report, Mr. SONG is deemed to be interested in 3,000 shares of the Company through his spouse, and he is also deemed to be interested in 7,851 shares of CEEGL through his spouse within the meaning of the Part XV of the SFO. Mr. SONG joined the Board in June 2019.

Ms. MAO Jing

aged 45, is a Non-executive Director. She is currently the general manager of the investment development department of CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company) and was the deputy general manager of the strategic management department of CEEGL. Ms. MAO holds a Bachelor's degree in Human Resources from South China Normal University. She also holds a Master's degree in Business Administration from the University of Texas at Arlington in the United States and holds the title of mid-level economist in China. Ms. MAO joined the Board in March 2024.

宋儉先生

現年55歲，非執行董事。宋先生持有中國人民大學經濟學學士學位。彼於二零零七年加入光大環境，現職光大環境戰略管理部總經理，曾任職光大節能照明(深圳)有限公司(光大環境的非全資附屬公司)之董事、光大環境戰略發展部及運營與安環管理部總經理及光大生態資源(深圳)有限公司(光大環境的全資附屬公司)總裁。加入光大環境前，宋先生曾於中國中輕國際工程有限公司工作。就《證券及期貨條例》第XV部涵義而言，於本報告日期，宋先生透過其配偶被視作擁有本公司3,000股股份之權益；及彼透過其配偶被視作擁有光大環境7,851股股份之權益。宋先生於二零一九年六月加入董事會。

毛靜女士

現年45歲，非執行董事。彼現任職光大環境(股票代號：0257.HK，本公司之上市中介控股公司)投資發展部總經理，並曾任職光大環境戰略管理部副總經理。毛女士持有華南師範大學人力資源專業，本科學歷。彼亦持有美國德克薩斯大學阿靈頓分校工商管理碩士學位及國內中級經濟師職銜。毛女士於二零二四年三月加入董事會。

* For identification purpose only

Mr. CHOW Siu Lui

aged 64, is an Independent Non-executive Director, the chairman of the Audit and Risk Management Committee and a member of each of the Nomination Committee, the Remuneration Committee and the Sustainability Committee. Mr. CHOW is currently an independent non-executive director of each of Genertec Universal Medical Group Company Limited (stock code: 2666.HK), Futong Technology Development Holdings Limited (stock code: 0465.HK), China Tobacco International (HK) Company Limited (stock code: 6055.HK) and AGTech Holdings Limited (stock code: 8279.HK), the shares of all of the above companies are listed on the Stock Exchange. He was an independent non-executive director of each of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (stock code: 1635.HK), Fullshare Holdings Limited (stock code: 0607.HK), CTF Services Limited (formerly known as NWS Holdings Limited, stock code: 0659.HK), Shi Shi Services Limited (stock code: 8181.HK) and Sinco Pharmaceuticals Holdings Limited (stock code: 6833.HK), and a non-executive director of Renrui Human Resources Technology Holdings Limited (stock code: 6919.HK), the shares of all of the above companies are listed on the Stock Exchange. He was also an independent non-executive director of Global Cord Blood Corporation (listed on the New York Stock Exchange, Symbol: CO). Additionally, he was a partner of VMS Investment Group (HK) Limited, a partner in KPMG and chairman of the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and a member of its Registration and Practice Committee of the HKICPA. Mr. CHOW was also the chairman of the audit committee and a council member of The Hong Kong Chartered Governance Institute. Mr. CHOW obtained the Professional Diploma in Accountancy from the Hong Kong Polytechnic University. He is qualified as a fellow member of the HKICPA and the Association of Chartered Certified Accountants. Mr. CHOW joined the Board in May 2017.

鄒小磊先生

現年64歲，獨立非執行董事、審核及風險管理委員會主席及提名委員會、薪酬委員會及可持續發展委員會之成員。鄒先生現為通用環球醫療集團有限公司(股票代號：2666.HK)、富通科技發展控股有限公司(股票代號：0465.HK)、中煙國際(香港)有限公司(股票代號：6055.HK)及亞博科技控股有限公司*(股票代號：8279.HK)的獨立非執行董事，上述公司之股份均於聯交所上市。彼曾任上海大眾公用事業(集團)股份有限公司(股票代號：1635.HK)、豐盛控股有限公司(股票代號：0607.HK)、周大福創建有限公司(前稱新創建集團有限公司*，股票代號：0659.HK)、時時服務有限公司(股票代號：8181.HK)及興科蓉醫藥控股有限公司(股票代號：6833.HK)的獨立非執行董事，以及人瑞人才科技控股有限公司(股票代號：6919.HK)的非執行董事，上述公司之股份均於聯交所上市。彼亦曾任國際臍帶血庫企業集團(於紐約聯交所上市的公司，代號：CO)的獨立非執行董事。另外，彼曾任鼎珮投資集團(香港)有限公司的合夥人、畢馬威會計師事務所合夥人，以及香港會計師公會(「香港會計師公會」)內地發展策略諮詢委員會主席及香港會計師公會註冊及執業委員會會員。鄒先生亦曾任香港公司治理公會審核委員會主席及理事會成員。鄒先生獲得香港理工大學會計學專業文憑。彼為香港會計師公會和英國特許公認會計師公會的資深會員。鄒先生於二零一七年五月加入董事會。

* For identification purpose only

* 僅供識別

Prof. YAN Houmin

aged 70, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of each of the Nomination Committee, the Audit and Risk Management Committee and the Sustainability Committee. Prof. YAN is Chair Professor of Management Sciences at City University of Hong Kong ("CityU") where he directs International PPP China Center of Excellence of the United Nations Economic Commission for Europe (UNECE). Prof. YAN is also a director of Laboratory for AI-Powered Financial Technologies Limited. He was the Dean of the College of Business from January 2013 to June 2020. Prior to joining CityU, Prof. YAN was a Professor at the Chinese University of Hong Kong. He was the program director for the Executive Master for Logistics and Supply Chain Management, and he was the executive director of Center for Supply Chain and Logistics Optimization, Li & Fung Logistics and Supply Chain Institute, the Chinese University of Hong Kong. He was the associate director and science advisor for the Hong Kong Government R&D Center for Logistics and Supply Chain Management Enabling Technologies. He was also a tenured Associate Professor at the School of Management, University of Texas at Dallas. Prof. YAN's main research areas are stochastic models, simulations, and supply chain management. He has published extensively in top-tier international journals and has been awarded the Best Paper Prizes by professional societies such as the Production and Operations Management Society (POMS) in 2004 and Institute of Industrial Engineers (IIE) in 2005 and 2012. He consults a number of international and local enterprises. Prof. YAN received his Bachelor's degree and Master's degree in Electrical Engineering from the Department of Automation in Tsinghua University in the PRC and his Doctor of Philosophy degree from the University of Toronto in Canada. Prof. YAN joined the Board in May 2017.

嚴厚民教授

現年70歲，獨立非執行董事、薪酬委員會主席、提名委員會、審核及風險管理委員會及可持續發展委員會之成員。嚴教授現為香港城市大學（「香港城市大學」）管理科學講座教授，亦兼任香港城市大學聯合國歐洲經濟委員會中國專家中心主任。嚴教授現亦為人工智能金融科技實驗室有限公司董事。彼曾於二零一三年一月至二零二零年六月擔任商學院院長。在加入香港城市大學前，嚴教授曾就任香港中文大學教授多年，在香港中文大學工作期間，彼曾擔任高級管理人員 — 物流與供應鏈管理理學碩士課程主任，利豐供應鏈及物流研究所物流技術和供應鏈優化中心的總監。同時，彼曾長期擔任香港政府物流與供應鏈技術研發中心副總監和科學技術顧問。彼曾任教於美國德州大學達拉斯分校管理學院並具有終身教席。嚴教授的主要研究方向是供應鏈管理、風險理論、合同理論及行為模型。彼在國際頂級學術雜誌上發表了多篇論文，彼の論文曾於二零零四年、二零零五年及二零一二年先後獲得生產與運營管理協會及工業工程師協會頒發最佳論文獎。同時，彼曾任多家國際及本地大型企業的顧問。嚴教授持有中國清華大學自動化系電子學學士學位、電子學碩士學位及加拿大多倫多大學哲學博士學位。嚴教授於二零一七年五月加入董事會。

Mr. LI Huaqiang

aged 66, is an Independent Non-executive Director, a member of each of the Remuneration Committee, the Nomination Committee, the Audit and Risk Management Committee and the Sustainability Committee. Mr. LI is currently an independent director of Chinalco Advanced Manufacturing Co., Ltd., First-Trust Fund Management Co., Ltd. and Xiandaitouzi Co., Ltd. (the shares of which are listed on Shenzhen Stock Exchange ("SZSE"), stock code: 000900.SZ), and an external director of Hunan Haili High-Tech Industry Group Co. Ltd. Mr. LI is also a master's instructor at the Central University of Finance and Economics and an entrepreneurship instructor at the Innovation and Entrepreneurship Center of Global University Student of Peking University. He served as a member of the Asset Securitization Expert Committee of the SZSE, the vice president of the Securities Association of Zhejiang, a director of the Shanghai Securities Association and a researcher at the School of Government Peking University. He also served in a large state-owned metallurgical enterprise successively as a secretary of the Communist Youth League Committee, deputy branch factory director and general manager, a deputy general manager of the investment banking headquarter of Guosen Securities Company Limited, the chairman of the board of directors and the president of Founder Securities Co., Ltd. (the shares of which are listed on the SSE, stock code: 601901.SH), the vice president of Huaxi Securities Company Limited, a director and the president of ChinaLin Securities Co., Ltd. (the shares of which are listed on the SZSE, stock code: 002945.SZ), the head of capital market department of non-banking department, the head of the First Division of Securities and Second Division of Securities of Central Huijin Investment Ltd., a non-executive director of China Investment Securities Co., Ltd., the vice chairman of CSC Financial Co., Ltd. (the shares of which are listed on the Stock Exchange and SSE, stock codes: 6066.HK and 601066.SH), a director of China Everbright Group Limited, an indirect controlling shareholder of the Company, a non-executive director of China Everbright Bank Company Limited (the shares of which are listed on the Stock Exchange and SSE, stock codes: 6818.HK and 601818.SH), an independent director of Sun Life Everbright Asset Management Company Limited, an independent non-executive director of Hunlicar Group Limited (formerly known as Huabang Technology Holdings Limited, the shares of which are listed on the Stock Exchange, stock code: 3638.HK) and the external director of Hunan Energy Group., Ltd (formerly known as Hunan Energy Investment Group Co., Ltd.). Mr. LI holds a Bachelor's degree in Metal Materials Engineering from University of Science and Technology Beijing, a Master's degree in Master of Business Administration from Business School of Central South University and a Master's degree in Executive Master of Business Administration from Guanghua School of Management of Peking University. Mr. LI joined the Board in February 2024.

李華強先生

現年66歲，獨立非執行董事、薪酬委員會、提名委員會、審核及風險管理委員會及可持續發展委員會之成員。李先生現為中國鋁業集團高端製造股份有限公司、泰信基金管理公司及現代投資股份有限公司(其股份於深圳證券交易所(「深交所」)上市，股票代號：000900.SZ)之獨立董事，以及湖南海利高新技術產業集團有限公司外部董事。李先生亦為中央財經大學碩士生導師及北京大學全球大學生創新創業中心創業導師。彼曾任深交所資產證券化專家委員會委員、浙江證券業協會副會長、上海市證券同業公會理事及北京大學政府管理學院研究員。彼亦曾任職國有大冶冶金企業歷任共青團委書記、分廠副廠長及總經理、國信證券股份有限公司投資銀行總部副總經理、方正證券股份有限公司(其股份於上交所)上市，股票代號：601901.SH)董事長兼總裁、華西證券股份有限公司副總裁、華林證券股份有限公司(其股份於深交所上市，股票代號：002945.SZ)董事兼總裁、中央匯金投資有限責任公司非銀行部資本市場部主任、證券一處與證券二處主任、中國中投證券有限責任公司非執行董事、中信建投證券股份有限公司(其股份於聯交所及上交所上市，股票代號：6066.HK及601066.SH)副董事長、本公司間接控股股東中國光大集團股份公司董事、中國光大銀行股份有限公司(其股份於聯交所及上交所上市，股票代號：6818.HK及601818.SH)非執行董事、光大永明資產管理股份有限公司獨立董事、亨利加集團有限公司(前稱華邦科技控股有限公司，其股份於聯交所上市，股票代號：3638.HK)獨立非執行董事及湖南能源集團有限公司(前稱湖南省能源投資集團有限公司)外部董事。李先生持有北京科技大學金屬材料系工學士學位、中南大學商學院工商管理碩士及北京大學光華管理學院高級管理人員工商管理碩士學位。李先生於二零二四年二月加入董事會。

Mr. HUANG Weihua

Mr. HUANG is the CEO Assistant of the Company. Mr. HUANG currently serves as a director of numerous subsidiaries and certain joint venture and associated companies of the Group and is in charge of the solid waste treatment center and procurement management department of the Group. He successively served as assistant chief engineer of Everbright Environmental Energy (Suzhou) Limited*, deputy chief commander of the engineering command department of Everbright Ninghai Waste-to-Energy Project under CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company), and also served as the deputy general manager of Everbright Alternative Energy (Dangshan) Company Limited*, chief commander of the engineering command department of Yeji and Yu'an Biomass Projects, general manager of Everbright Biomass Energy (Huaiyuan) Limited, general manager of operation (environment) management department and general manager of technical research department under the Group. Since joining CEEGL in May 2009, he has been awarded as "Everbright Environmental Outstanding Employee" for a number of times. He holds a Bachelor's degree in Automation from Hefei University of Technology, a Master's degree in Environmental Engineering from Tsinghua University, and completed the CEO management training course at Tsinghua University. Mr. HUANG has been engaged in power related construction and operation management for over 28 years. Mr. HUANG joined the Group in January 2016.

Mr. LU Qilin

Mr. LU is the CEO Assistant of the Company. Mr. LU is currently in charge of the operation management department and the safety and environmental management department of the Group. Prior to joining the Group, he served successively as the deputy general manager and the chief commander of engineering of Chengdu region of Everbright Environmental Protection (China) Limited*, the chief commander of engineering of each of Ya'an Waste-to-Energy Project, Leshan Waste-to-Energy Project and Guang'an Phase II Waste-to-Energy Project, the vice president of Everbright Ecological Resources (Shenzhen) Limited* and the general manager of safety and environmental management department of Everbright Environmental Protection (China) Limited* under CEEGL (stock code: 0257.HK, a listed intermediate holding company of the Company). He holds a Bachelor's degree and a Master's degree in Environmental Engineering from Wuhan University and is also qualified as a senior engineer and a registered environmental protection engineer. Mr. LU joined the Group in April 2024.

* For identification purpose only

黃偉華先生

黃先生為本公司總裁助理。黃先生目前為本集團多家附屬公司及若干合營企業及聯營公司之董事，並分管本集團固廢處置中心及採購管理部。彼曾先後擔任光大環境（股票代號：0257.HK，本公司之上市中介控股公司）旗下光大環保能源（蘇州）有限公司總工程師助理、光大寧海垃圾發電項目工程指揮部副總指揮，亦曾擔任本集團旗下光大新能源（碭山）有限公司副總經理、葉集和裕安生物質項目工程指揮部總指揮、光大生物能源（懷遠）有限公司總經理、運營（環境）管理部總經理及技術研究部總經理。自二零零九年五月入職光大環境起，彼多次獲評為「光大環境優秀員工」。彼持有合肥工業大學自動化專業學士學位、清華大學環境工程碩士學位，清華大學CEO管理培訓班結業。黃先生從事電力相關建設及運營管理超過28年。黃先生於二零一六年一月加入本集團。

陸其林先生

陸先生為本公司總裁助理。陸先生目前分管本集團運營管理部、安全及環境管理部。於加入本集團前，彼曾先後擔任光大環境（股票代號：0257.HK，本公司之上市中介控股公司）旗下光大環保（中國）有限公司成都區域副總經理及工程總指揮、雅安垃圾發電項目、樂山垃圾發電項目及廣安二期垃圾發電項目工程總指揮、光大生態資源（深圳）有限公司副總裁及光大環保（中國）有限公司安全與環境管理部總經理。彼持有武漢大學環境工程系學士及碩士學位，同時持有高級工程師及註冊環保工程師資格。陸先生於二零二四年四月加入本集團。

Mr. QU Ning

Mr. QU is the Chief Financial Officer and the general manager of financial management department of the Company. Mr. QU currently serves as a director of numerous subsidiaries and certain joint venture companies of the Group. He has served as an assistant to the general manager of the financial management department of Everbright Environmental Protection (China) Limited*, a wholly-owned subsidiary of CEEGL (stock code: 0257.HK, the Company's listed intermediary holding company). Mr. QU holds a Bachelor's degree in Management from South China University of Technology and is qualified as a Chinese certified public accountant. Mr. QU joined the Group in January 2016.

Ms. CHOW Wing Man

Ms. CHOW is the Company Secretary of the Company. She is a fellow member of both HKCGI and The Chartered Governance Institute. She possesses extensive experience in company secretarial and compliance, as well as a solid background in sustainability. Ms. CHOW holds a Bachelor's degree in Laws from the University of London and a Master's degree in Finance (Corporate Finance) from the Hong Kong Polytechnic University. She is also a Certified Environmental, Social and Governance Analyst (CESGA®) from The European Federation of Financial Analysts Societies (EFFAS) and a Certified ESG Planner (CEP®) from the International Chamber of Sustainable Development (ICSD). Ms. CHOW holds the Fundamentals of Sustainability Accounting Credential (FSA@Credential) issued by the Sustainability Accounting Standards Board (SASB) and the Sustainability and Climate Risk Certificate issued by the Global Association of Risk Professionals (GARP). Ms. CHOW joined the Group in July 2017.

曲寧先生

曲先生為本公司財務總監兼財務管理部總經理。曲先生亦擔任本集團多家附屬公司及若干合營企業之董事。彼曾擔任光大環境(股票代號: 0257.HK, 本公司之上市中介控股公司)全資附屬公司光大環保(中國)有限公司財務管理部總經理助理之職務。曲先生持有華南理工大學管理學學士學位, 並取得中國註冊會計師資格。曲先生於二零一六年一月加入本集團。

周詠雯小姐

周小姐為本公司之公司秘書。彼為香港公司治理公會及英國特許公司治理公會之資深會員。彼於公司秘書和合規方面擁有豐富經驗, 並在可持續發展方面擁有紮實的背景。周小姐獲得倫敦大學法學學士學位及香港理工大學金融學碩士學位(企業金融)。彼亦為歐洲金融分析師聯合會(EFFAS)認證之環境、社會及管治分析師(CESGA®)及國際可持續發展協進會(ICSD)認證之ESG策劃師(CEP®)。周小姐持有可持續發展會計準則委員會(SASB)頒發的可持續發展會計基礎證書(FSA@Credential)及全球風險管理專業人士協會(GARP)頒發的可持續性與氣候風險認證。周小姐於二零一七年七月加入本集團。

* For identification purpose only

Report of the Directors 董事會報告

The Directors are pleased to present their report and the audited financial statements for the year ended 31 December 2024 which are to be presented at the AGM to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 8 May 2025.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 39 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

Business review of the Group during the year, particulars of important events affecting the Group that have occurred since the end of the year ended 31 December 2024 (if any), an analysis of the Group's performance using financial key performance indicators and a discussion on the Group's future business development are provided from pages 18 to 43 of this annual report. Description of the principal risks and uncertainties that the Group may be facing are set out on pages 44 to 54 of this annual report. Also, the financial risk management of the Group can be found in note 37 to the financial statements.

Relationship with key stakeholders

The Group is committed to sustainable operations taking into account the interests of employees, customers, suppliers, business partners, government authorities and other community stakeholders, and has built different channels to strive for better quality in communication.

董事欣然提呈彼等之報告連同截至二零二四年十二月三十一日止年度之經審核財務報表。該報告及財務報表將於二零二五年五月八日(星期四)假座香港灣仔港灣道一號香港君悅酒店閣樓畫堂舉行的股東周年大會上呈報。

主要業務及業務回顧

本公司之主要業務為投資控股，主要附屬公司之主要業務詳情列載於財務報表附註39。本集團主要業務之性質於年內並無重大變動。

本集團年內之業務回顧、有關截至二零二四年十二月三十一日止年末以來發生並對本集團構成影響之重要事件(如有)詳情、利用財務關鍵表現指標對本集團表現作出之分析以及關於本集團未來業務發展之討論，列載於本年報第18頁至43頁。本集團可能面對之主要風險及不確定性之描述列載於本年報第44頁至54頁。另外，關於本集團之財務風險管理，詳見財務報表附註37。

與關鍵持份者的關係

本集團致力以可持續方式運營，同時兼顧僱員、客戶、供應商、業務夥伴、政府部門及社區各持份者的利益，並已建立不同渠道力求獲得更好溝通質量。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW
(Continued)

主要業務及業務回顧(續)

Relationship with key stakeholders (Continued)

與關鍵持份者的關係(續)

Employees
僱員

As at 31 December 2024, the Group hired approximately 3,400 employees in Hong Kong and Mainland China and is committed to building a workplace characterised by inclusivity, unity and equality, regardless of age, gender, family status, disability, race ethnicity and nationality. The Group believe that all employees should be respected and given the same opportunities to showcase their skills and talents. To encourage employees suggestions for the Group's development, the Everbright e-Message APP has been set up where all employees could tell the Group how they feel and what they need and furnish suggestions at any time.

於二零二四年十二月三十一日，本集團在香港及中國內地聘用約3,400名員工，並致力為全體員工建立共融、團結互助、平等的工作環境，不論年齡、性別、家庭狀況、殘障、種族、族裔背景和國籍。本集團深信所有僱員應受到尊重，並享用同等機會發揮所長。所有員工均可隨時通過光大e信APP平台吐露心聲、表達需求及建言獻策，鼓勵員工為本集團發展出謀劃策。

Customers
客戶

The Group regards customers as one of its most important stakeholder groups and is actively engaged in the development of close and long-term relationships with its customers. Over the years, the Group has assisted the local governments of various regions to improve local living environments and create job opportunities, winning the approval of governments at various levels. In the meantime, the Group seek customers' feedback through different channels in an effort to maximise the potential effect of customer services, ensuring customer satisfaction for the effectiveness of hazardous waste disposal. During the year under review, the largest customer and 5 largest customers in aggregate of the Group accounted for 26% and 55%, respectively, of the Group's total turnover.

本集團視客戶為最重要的持份者之一，積極與客戶建立長遠、密切的關係。多年來，本集團協助多個地方政府改善當地生活環境、創造就業機會，贏得了各級政府的肯定。同時，本集團透過不同渠道獲取客戶意見，深挖客戶服務潛能，確保危廢處置的效果，保證客戶滿意度。於回顧年度內，本集團之最大客戶和五大客戶合計分別佔本集團營業總額26%和55%。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW
(Continued)

主要業務及業務回顧(續)

Relationship with key stakeholders (Continued)

與關鍵持份者的關係(續)

Suppliers and business partners
供應商及業務夥伴



The Group has always conducted itself in a fair and equitable manner in its transactions with suppliers and business partners in compliance with the most exacting ethical and professional codes. Currently, the Group is engaged in cooperation with suppliers in cities where its projects are located. Meanwhile, the Group have also extended the scope of our suppliers and enhanced communication with them to further lower our operating costs and manage supply-chain risks. During the year under review, the largest supplier and 5 largest suppliers in aggregate of the Group accounted for 1% and 3%, respectively, of the Group's total purchase amount.

本集團一貫秉承公平、公正原則與供應商及業務夥伴進行交易，恪守最嚴謹的道德及專業操守。目前，本集團與供應商保持合作關係，遍佈各項目城市。同時，本集團拓展供應商範圍，加強與供應商的溝通，以進一步降低運營成本和管理供應鏈風險。於回顧年度內，本集團之最大供應商和五大供應商合計分別佔本集團採購總額1%和3%。

Government and regulatory authorities
政府部門和監管機構



During the year under review, the Group has a close cooperation with local governments with timely reports to competent authorities governing relevant sectors on the progress of project preparation and construction, as well as updating the status of completion of project investment budget as required. The Group also receives government authorities at various levels for on-site inspection, understand their views and suggestions for project planning and the process of construction and operation, while advocating the environmental benefits for people's livelihood and positive lessons of the project.

於回顧年度內，本集團與各地方政府密切合作，適時向相關行業主管部門報告項目籌備進度及建設進展，並按要求更新項目的投資預算完成情況。本集團亦會接待各級政府部門現場考察，瞭解其對項目規劃以及建設和運營過程的意見和建議，同時推介項目的環保民生屬性和先進經驗。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW
(Continued)

主要業務及業務回顧(續)

Relationship with key stakeholders (Continued)

與關鍵持份者的關係(續)

Local communities
當地社區

The Group has been maintaining harmonious relationships with local communities with sincerity and openness. Residents of the community are invited to take part in project investigation and hearing sessions prior to project construction so that the Group could sufficiently solicit their opinions on project construction. Moreover, in accordance with the working requirements set out in China Everbright Group Implementation Opinion on Assisting Counties Designated for Aid to Reinforce Achievements in Eliminating Poverty and Ongoing Advancement of Rural Vitalisation, the Group has been actively fulfilling co-development of the villages and the enterprises in an effort to implement defined assistance programmes and measures through business development, giving priority to the creation of job opportunities for local residents, in order to drive environmental improvements and industrial upgrades in neighbouring areas. With the commissioning of the project and the establishment, improvement and expansion of the biomass collection, storage and transportation regime, the Group has effectively formulated a strategy underpinned by “extra income for farmers, development for the enterprise and benefit for all”, directly or indirectly driving economic growth for the villages and helping local residents to lift themselves from poverty. In 2024, the integrated biomass utilisation projects of the Group directly and/or indirectly provided over 43,875 job positions, contributing to approximately RMB2,503 million of additional income for more than 4.956 million farmers.

本集團一直以誠懇、開放態度與當地社區保持和諧關係。在工程施工前，本集團邀請社區居民參與項目調查和聽證會，以充分收集他們對項目建設的意見。此外，根據《中國光大集團關於助力定點幫扶縣鞏固脫貧攻堅成果接續推進鄉村振興的實施意見》的工作要求，本集團積極實踐村企共建，致力通過業務發展落實精準幫扶計劃及措施，優先考慮為當地居民提供就業機會，拉動周邊區域的環境改善和產業升級。隨著項目的投產以及生物質收儲運體系的建立、完善和發展，本集團打造出「農民增收、企業發展、多方共贏」的戰略，直接和間接帶動農村經濟，助力當地居民脫貧。二零二四年，本集團的生物質綜合利用項目直接及／或間接提供工作崗位逾43,875個，帶動農民增收約人民幣25.03億元，令逾495.6萬名農民受惠。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW (Continued)

Environmental policy and performance

As a professional environmental protection service provider in China, the Group is committed to delivering greater investment value to various stakeholders and undertaking greater social responsibility in fulfilment of its corporate mission of being “Devoted to Ecology and Environment for a Beautiful China”. Against this backdrop, the Group is profoundly aware of the importance of low-carbon green development, and has established the safety and environmental management department for the supervision of relevant matters to ensure that the entire life cycle of project operation has been taken into full consideration in our internal policies and relevant management plans. At present, material policies such as Protection of the Ecological Environment Policy, Waste Management Policy, Water Resource Management Policy, Energy Management Policy and ESG-related Policy have been formulated by the Group to lay down detailed management rules for different environmental aspects, such as discharge and emission, energy consumption and climate change. In 2023, the Group formulated and published the Nature-related Policy with the aim of enhancing awareness for the protection of Nature and concern for natural capital on the part of staff at all level of the Group. Among them, the Protection of the Ecological Environment Policy has made comprehensive and clear regulations on various aspects such as environmental management organizations and their responsibilities, environmental protection management of new construction, reconstruction and expansion projects, environmental protection management of projects in operation, waste water and rainwater management, exhaust gas management, solid waste management, noise management, environmental information management, environmental risk management, environmental ledger management and corresponding inspection and assessment. Such policy is highly systematic, complete and operable, and plays a decisive role in improving the environmental management regime and enhancing the Group’s environmental management level. To ensure effective implementation of our policies, each project company has established a safety and environmental management committee branch, with the general manager of the project as the first person in charge of safety and environmental management, who is fully responsible for safety and environmental management work. Dedicated personnel have been instituted to strictly control the environmental indicators of exhaust gas, wastewater, solid waste and noise, etc. The brief discussion on the Group’s environmental performance are set out on page 55 of this annual report and the details of our environmental performance will be presented in the 2024 sustainability report of the Company. During the year under review, the Group consistently applied standardised operational models, formulated contingency plans and conducted inspection over actual implementation in persistent adherence to its environmental management regime, making effective rectifications in respect of issues identified.

主要業務及業務回顧(續)

環境政策及表現

作為中國專業環保服務提供者，本集團以「情繫生態環境，築夢美麗中國」為企業使命，願為不同持份者創造更好的投資價值，承擔更多的社會責任。在此背景下，本集團深諳綠色低碳發展之重要性，並設有安全與環境管理部負責監督相關事宜，確保內部政策及相關的管理方案均充分考慮項目運營的整個生命週期。目前，本集團已制定《生態環境保護管理制度》、《廢棄物管理政策》、《水資源管理政策》、《能源管理政策》及ESG相關制度等重要管理制度，明確有關排放物、能源使用以及氣候變化等不同環境範疇的管理細則。於二零二三年，本集團制定及發佈《自然相關政策》，旨在提升本集團各級員工提升保護自然，關注自然資本的意識。其中，《生態環境保護管理制度》對環境管理組織機構及其職責、新建、改建、擴建項目環境保護管理、運營項目環境保護管理、廢水及雨水管理、廢氣管理、固體廢物管理、噪聲管理、環境信息管理、環境風險管理、環保台賬管理及相應的檢查與考核等各個方面做出了全面且明確的規定。該制度具有較高的系統性、完整性及可操作性，對完善環境管理體系、提升本集團的環境管理水平有舉足輕重的作用。為確保政策有效實行，各項目公司均已成立安全與環境管理委員會支會，以項目總經理作為安全和環境管理第一責任人，全面負責安全與環境管理工作，並設專職人員嚴格管控廢氣、廢水、固廢以及噪聲等環境指標。有關本集團環境表現的簡要討論列載於本年報第55頁及有關的環境表現詳情將在本公司二零二四年可持續發展報告中匯報。於回顧年度內，本集團繼續深化環境管理體系建設，貫徹執行標準作業模式、制定事故應急預案並對具體執行情況進行檢查，針對發現的問題實現了及時有效地整改。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW (Continued)

Compliance with laws and regulations having a material impact on the Group

The Group acts in strict accordance with laws and regulations of the operating locations which may have a material impact on its operations, conducts its business with integrity and subject itself to the supervision of government, social groups and the public. To this end, the Group has formulated the Regulations for the Administration of Legal Affairs and developed a regime for the administration of legal affairs which is centrally administered by the risk management and legal compliance department and consistently implemented by the subsidiaries.

With reference to laws and regulations relating to the environment and operations, the Environmental Protection Law of the People's Republic of China might have a material impact on the Group's business. Such law is aimed at protecting and improving the environmental, preventing pollution and other public hazards, safeguarding public health, advancing the building of ecological civilisation, and facilitating sustainable economic and social development. Competent environmental authorities could order enterprises which have committed violations of environmental regulations to curb production, suspend production for rectification or close down the operation. The Group has instituted a number of internal policies and procedures and ensures prudent management through regular reviews, training and examination. In 2024, there were no cases of significant violation of such law.

On the corporate level, save as disclosed in the section headed "MATERIAL RELATED PARTY TRANSACTIONS" in this report below, the Group has complied, to the best of the Company's knowledge with the requirements under the companies ordinances in the Cayman Islands, Hong Kong and the PRC, the Listing Rules and the SFO for, among other things, the disclosure of information and corporate governance, and the Group has adopted the Model Code as set out in Appendix C3 to the Listing Rules.

主要業務及業務回顧(續)

對本集團有重大影響的法律及法規的合規情況

本集團嚴格遵守營運所在地對營運可能造成重大影響的法律法規，誠信經營，接受政府、社會組織和公眾的監督。為此，本集團已制定《法律事務管理規定》，建立由風險管理與法律合規部統一管理，各附屬公司統一執行的法律事務管理體系。

針對與環境及運營相關的法例和法規，《中華人民共和國環境保護法》對本集團業務有可能造成重大影響。該法律旨在保護和改善環境，防治污染和其他公害，保障公眾健康，推進生態文明建設，促進經濟社會可持續發展。環保主管部門可以對環境違法行為採取限制生產、停產整治和停業關閉措施。本集團備有多項內部政策及程序，並藉定期檢討、培訓及審核，確保謹慎管理。二零二四年內並無發生有關該法律的重大違規個案。

於企業層面方面，除本報告下文「重大關連人士交易」一節所披露外，據本公司所知，本集團一直遵守開曼群島、香港及中國公司條例、《上市規則》及《證券及期貨條例》項下之規定，當中牽涉資料披露及企業管治，本集團亦已採納《上市規則》附錄C3所載之標準守則。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW (Continued)

Compliance with laws and regulations having a material impact on the Group (Continued)

For the discussion on the Company's commitment to high standards of corporate governance and the Board's responsibility for compliance with statutory obligations, please refer to the Corporate Governance Report set out on pages 58 to 107 of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2024 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income on pages 155 and 156 of this annual report respectively.

The Board does not propose the payment of a final dividend for the year ended 31 December 2024 (2023: Nil). Together with the interim dividend of HK1.4 cents (2023: HK2.5 cents) per ordinary share paid in October 2024, the total distribution of dividend by the Company for the year of 2024 will be HK1.4 cents (2023: HK2.5 cents) per ordinary share.

SUMMARY OF FINANCIAL INFORMATION

A financial summary of the Group for the last 5 financial years is set out on pages 299 and 300. This summary does not form part of the audited financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 38 to the financial statements and in the consolidated statement of changes in equity respectively.

主要業務及業務回顧(續)

對本集團有重大影響的法律及法規的合規情況(續)

有關本公司堅持實行高水平企業管治及董事會遵守法定責任的職責之討論，請參閱載於本年報第58至107頁的企業管治報告。

業績及股息

本集團截至二零二四年十二月三十一日止年度之業績分別列載於本年報第155頁及156頁之綜合損益表及綜合全面收益表內。

董事會不建議就截至二零二四年十二月三十一日止年度派發末期股息(二零二三年：無)。連同於二零二四年十月已派付的中期股息每股普通股1.4港仙(二零二三年：2.5港仙)，本公司二零二四年派付的每股普通股股息總額將為1.4港仙(二零二三年：2.5港仙)。

財務資料概要

本集團過去五個財政年度的財務概要列載於第299及300頁。該概要並不構成經審核財務報表一部分。

儲備

有關本公司及本集團年內儲備變動詳情分別列載於財務報表附註38以及綜合權益變動表。

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution amounted to approximately HK\$2,103,894,000. Details of distributable reserve of the Company are set out in note 38 to the financial statements.

CHARITABLE DONATIONS

There is no charitable donations made by the Group during the year.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2024 are set out in note 25 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the major customers and suppliers of the Group respectively during this financial year is as follows:

		Percentage of the Group's total 佔本集團總額之百分比	
		Turnover 營業額	Purchases 採購額
The largest customer	最大客戶	26%	
Five largest customers in aggregate	五大客戶合計	55%	
The largest supplier	最大供應商		1%
Five largest suppliers in aggregate	五大供應商合計		3%

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

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 28 to the financial statements.

DEBENTURES

Except as detailed in note 26 to the financial statements, the Group has not issued any other debenture during the year.

可供分派儲備

於二零二四年十二月三十一日，本公司可供分派儲備為數約港幣2,103,894,000元。本公司之可供分派儲備之詳情載於財務報表附註38。

慈善捐款

本集團年內沒有慈善捐款。

銀行貸款及其他借貸

於二零二四年十二月三十一日，本集團之銀行貸款及其他借款詳情刊載於財務報表附註25。

主要客戶及供應商

本集團於本財政年度之主要客戶及供應商之資料分別如下：

各董事或彼等之任何緊密聯繫人或任何股東（據董事所盡悉持有本公司股本超過5%）並無於本集團五大客戶及供應商中擁有任何實益權益。

股本

有關本公司年內股本變動的詳情列載於財務報表附註28。

債券

除財務報表附註26所詳述外，本集團年內並無發行任何其他債券。

Report of the Directors 董事會報告

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into during the year and subsisted at the end of the year.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

DIRECTORS

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

WANG Silian** (Chairman)
(appointed on 27 September 2024)
HUANG Haiqing** (Chairman)
(resigned on 27 September 2024)
QIAN Xiaodong* (Chief Executive Officer)
(resigned on 9 February 2024)
ZHU Fugang* (Chief Executive Officer)
(re-designated as Chief Executive Officer on 9 February 2024)
LO Kam Fan* (Chief Financial Officer)
(resigned on 31 March 2024)
WANG Dianer*
(appointed on 31 March 2024)
HUANG Chaoxiong*
(appointed on 31 March 2024)
GUO Ying**
(resigned on 29 February 2024)
SONG Jian**
MAO Jing**
(appointed on 31 March 2024)
CHOW Siu Lui***
Philip TSAO***
(resigned on 9 February 2024)
YAN Houmin***
LI Huaqiang***
(appointed on 9 February 2024)

* Executive Director
** Non-executive Director
*** Independent Non-executive Director

股票掛鈎協議

於年內並無訂立於年末仍然有效之股票掛鈎協議。

優先購買權

章程細則或開曼群島法例並無載列優先購買權條文，規定本公司須按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

董事

年內及截至本報告日期之董事為：

王思聯** (主席)
(於二零二四年九月二十七日獲委任)
黃海清** (主席)
(於二零二四年九月二十七日辭任)
錢曉東* (行政總裁)
(於二零二四年二月九日辭任)
朱福剛* (行政總裁)
(於二零二四年二月九日獲調任為行政總裁)
盧錦勳* (財務總監)
(於二零二四年三月三十一日辭任)
王殿二*
(於二零二四年三月三十一日獲委任)
黃朝雄*
(於二零二四年三月三十一日獲委任)
郭穎**
(於二零二四年二月二十九日辭任)
宋儉**
毛靜**
(於二零二四年三月三十一日獲委任)
鄒小磊***
曹為實***
(於二零二四年二月九日辭任)
嚴厚民***
李華強***
(於二零二四年二月九日獲委任)

* 執行董事
** 非執行董事
*** 獨立非執行董事

DIRECTORS (Continued)

In accordance with Article 112 of the Articles of Association, Mr. WANG Silian shall hold office only until the forthcoming AGM and shall be eligible and offer themselves for re-election.

In accordance with Articles 108(a) and 108(b) of the Articles of Association, Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin will retire from office as Directors by rotation and being eligible, offer themselves for re-election at the forthcoming AGM.

The Company has received notice from each of the Independent Non-executive Directors and confirmed their respective independence during the year 2024, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHICAL DETAILS

Biographical details of the Directors and the senior management of the Group are set out on pages 108 to 115 of this annual report.

CHANGES IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to rule 13.51B(1) of the Listing Rules, subsequent to the date of the 2023 annual report, the changes in information of the Directors as notified to the Company are set out below:

- Mr. QIAN Xiaodong resigned as an Executive Director and the Chief Executive Officer, the chairman of the Sustainability Committee and a member of the Remuneration Committee with effect from 9 February 2024.
- Mr. Philip TSAO resigned as an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit and Risk Management Committee, the Nomination Committee and the Sustainability Committee with effect from 9 February 2024.
- Mr. ZHU Fugang, the Executive Director and the vice president of the Company, was re-designated as an Executive Director and the Chief Executive Officer and was appointed as the chairman of the Sustainability Committee and a member of the Remuneration Committee with effect from 9 February 2024. He served as the vice president of Biomass Energy Industry Promotion Association in November 2024.

董事(續)

根據章程細則第112條之規定，王思聯先生之任期僅至應屆股東周年大會為止，且符合資格並願意膺選連任。

根據章程細則第108(a)及108(b)條之規定，毛靜女士、鄒小磊先生及嚴厚民教授將於應屆股東周年大會上輪席退任董事，且符合資格並願意膺選連任。

本公司已接獲每名獨立非執行董事通知並確認彼等各自於二零二四年內的獨立性，於本報告日期仍視彼等為獨立人士。

董事及高級管理人員之履歷詳情

董事及本集團高級管理人員之履歷詳情列載於本年報第108頁至第115頁。

根據《上市規則》第13.51B(1)條之董事資料變更

根據《上市規則》第13.51B(1)條，於二零二三年年報日期後，據本公司獲知會之董事資料變動載列如下：

- 自二零二四年二月九日起，錢曉東先生辭任為執行董事兼行政總裁、可持續發展委員會主席及薪酬委員會成員。
- 自二零二四年二月九日起，曹為實先生辭任為獨立非執行董事、薪酬委員會主席、審核及風險管理委員會、提名委員會及可持續發展委員會各自之成員。
- 自二零二四年二月九日起，執行董事兼本公司副總裁朱福剛先生獲調任為執行董事兼行政總裁，並獲委任為可持續發展委員會主席及薪酬委員會成員。彼於二零二四年十一月出任中國產業發展促進會生物質能產業分會副會長。

CHANGES IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

(Continued)

- Prof. YAN Houmin was appointed as the chairman of the Remuneration Committee with effect from 9 February 2024.
 - Ms. GUO Ying resigned as a Non-executive Director with effect from 29 February 2024.
 - Mr. LI Huaqiang was appointed as an Independent Non-executive Director and a member of each of the Audit and Risk Management Committee, the Remuneration Committee, the Nomination Committee and the Sustainability Committee with effect from 9 February 2024. He resigned as an independent director of Sun Life Everbright Asset Management Company Limited, an independent non-executive director of Hunlicar Group Limited (formerly known as Huabang Technology Holdings Limited, a company listed on the Stock Exchange, stock code: 3638.HK) and an external director of Hunan Energy Group., Ltd (formerly known as Hunan Energy Investment Group Co., Ltd.) with effect from 20 April 2024, 24 September 2024 and 18 December 2024 respectively. He ceased to be a researcher at the School of Government Peking University. He was appointed as an external director of Hunan Haili High-Tech Industry Group Co. Ltd with effect from 7 March 2025.
 - Mr. LO Kam Fan resigned as an Executive Director and the Chief Financial Officer with effect from 31 March 2024.
 - Mr. WANG Dianer, the Vice President, was appointed as an Executive Director with effect from 31 March 2024.
 - Mr. HUANG Chaoxiong was appointed as an Executive Director with effect from 31 March 2024.
 - Ms. MAO Jing was appointed as a Non-executive Director with effect from 31 March 2024. She resigned as the deputy general manager of strategic management department of CEEGL and was appointed as the general manager of the investment development department of CEEGL with effect from 22 April 2024.
- 根據《上市規則》第13.51B(1)條之董事資料變更(續)
- 自二零二四年二月九日起，嚴厚民教授獲委任為薪酬委員會主席。
 - 自二零二四年二月二十九日起，郭穎女士辭任為非執行董事。
 - 自二零二四年二月九日起，李華強先生獲委任為獨立非執行董事、審核及風險管理委員會、薪酬委員會、提名委員會及可持續發展委員會各自之成員。自二零二四年四月二十日、二零二四年九月二十四日及二零二四年十二月十八日起，彼分別辭任為光大永明資產管理股份有限公司獨立董事、亨利加集團有限公司(前稱華邦科技控股有限公司，其股份於聯交所上市，股票代號：3638.HK)獨立非執行董事及湖南能源集團有限公司(前稱湖南省能源投資集團有限公司)外部董事。彼不再擔任北京大學政府管理學院研究員。自二零二五年三月七日起，彼獲委任為湖南海利高新技術產業集團有限公司外部董事。
 - 自二零二四年三月三十一日起，盧錦勳先生辭任為執行董事兼財務總監。
 - 自二零二四年三月三十一日起，副總裁王殿二先生獲委任為執行董事。
 - 自二零二四年三月三十一日起，黃朝雄先生獲委任為執行董事。
 - 自二零二四年三月三十一日起，毛靜女士獲委任為非執行董事。自二零二四年四月二十二日起，彼辭任為光大環境戰略管理部副總經理，並獲委任為光大環境投資發展部總經理。

CHANGES IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES (Continued)

- Mr. SONG Jian, the Non-executive Director, resigned as the general manager of operation and safety and environmental management department of CEEGL and was appointed as the general manager of strategic management department of CEEGL with effect from 22 April 2024.

Save as disclosed above, other changes in directors' information in respect of the period as at the date of this report, which are required to be disclosed pursuant to the requirement of Rule 13.51B(1) of the Listing Rules are set out in the section of "Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

The term of service as a Director is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association.

Each of the Non-executive Directors and Independent Non-executive Directors has entered into a letter of appointment with the Company for a term of 2 years and/or around 2 years.

Apart from the foregoing, no director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the sections "Connected Transactions", "Continuing Connected Transactions" below and Related Party Transactions as set out in note 34 to the financial statements, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or any entities connected with the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

根據《上市規則》第13.51B(1)條之董事資料變更(續)

- 自二零二四年四月二十二日起，非執行董事宋儉先生辭任為光大環境運營與安環管理部總經理，並獲委任為光大環境戰略管理部總經理。

除上文所披露者外，截至本報告日期止須根據《上市規則》第13.51B(1)條規定披露之董事資料之其他變動載於本年報「董事及高級管理人員」一節。

董事之服務合約

董事之服務任期須按照章程細則條文規定輪席告退及重選連任。

非執行董事及獨立非執行董事各自已與本公司訂立委任函，為期兩年及／或大約兩年。

除上文所述者，擬於應屆股東周年大會上建議重選之董事並無與本公司訂有本公司不可於一年內免付賠償(法定賠償除外)而終止的服務合約。

董事於交易、安排或合約之權益

除下文「關連交易」、「持續關連交易」部分及財務報表附註34列載的與關聯人士之交易所披露者外，於年末或本年度任何時間內，本公司或其任何附屬公司概無訂立任何董事或與董事有關連之實體於當中擁有直接或間接重大權益之重大交易、安排或合約。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, Mr. WANG Silian is also the executive director of CEEGL. CEEGL is a listed intermediate holding company of the Company and is principally engaged in renewable energy business. CEEGL may be in competition with the Group. However, the Board is independent of the board of CEEGL and none of the above mentioned Director can control the Board, the Group is therefore capable of carrying on its businesses independently of, and at arm's length from the businesses of these entities. Furthermore, the Company implements various corporate governance measures to ensure the independence between CEEGL and the Company.

Save as disclosed above, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

DIRECTORS' REMUNERATION

The Directors' emoluments are subject to the recommendations of the Remuneration Committee. The emoluments are determined with reference to directors' duties, responsibilities and performances and the results of the Group. No Director is involved in deciding his own remuneration.

董事於競爭業務之權益

於年內及直至本報告日期，王思聯先生亦擔任光大環境之執行董事。光大環境為本公司上市中介控股公司，其主要從事再生能源業務。光大環境或與本集團存有競爭，然而，董事會獨立於光大環境董事會，而上述董事不能控制董事會，因此本集團有能力獨立於該等實體之業務，並按公平基準經營其業務。此外，本公司實施多項企業管治措施，確保光大環境與本公司間之獨立性。

除上文披露者外，概無董事被視為在與本集團業務直接或間接構成或可能構成競爭的業務中擁有權益（定義見《上市規則》）。

董事薪酬

董事酬金視乎薪酬委員會之推薦建議而定。薪酬委員會參考董事之職務、職責及表現以及本集團之業績釐定酬金。概無董事參與釐定彼之薪酬。

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

The Directors and the chief executive of the Company who held office as at 31 December 2024 and their respective close associates had the following interests and short positions in the shares, underlying shares and debentures of the Company, its holding company, subsidiaries or other associated corporations (within the meaning of Part XV of the SFO) at that date as recorded in the register of directors' and chief executive's interests and short positions required to be kept under Section 352 of the SFO or as otherwise notified to the Company and Stock Exchange pursuant to the Model Code were as follows:

Long position in shares of the Company

董事及主要行政人員持有之股份、相關股份及債券權益及淡倉

根據《證券及期貨條例》第352條規定須予置存之董事及本公司主要行政人員權益及淡倉登記冊所載記錄顯示，於二零二四年十二月三十一日在任之董事及本公司之主要行政人員及彼等各自之緊密聯繫人於該日在本公司、其控股公司、附屬公司或其他相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份及債券中所擁有之權益及淡倉或根據標準守則須知會本公司及聯交所之權益及淡倉載列如下：

於本公司股份之好倉

Name of Director	董事姓名	Capacity 身份	Nature of interest 權益性質	Number of shares held (shares) 所持股份數目 (股)	Approximate percentage of total issued shares (note (ii)) 佔已發行股份 總數之 概約百分比 (附註(ii))
SONG Jian	宋儉	Interest of spouse 配偶之權益	Family interest (note (i)) 家族權益(附註(i))	3,000	0.0001%

Notes:

- (i) All those shares are beneficially owned by Mr. SONG Jian's spouse.
(ii) As at 31 December 2024, the number of shares of the Company in issue was 2,066,078,000 shares.

附註：

- (i) 所有該等股份由宋儉先生之配偶實益擁有。
(ii) 於二零二四年十二月三十一日，本公司已發行股份數目為2,066,078,000股。

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES
(Continued)

董事及主要行政人員持有之股份、相關股份及債券權益及淡倉 (續)

Long position in shares of CEEGL, a listed intermediate holding company of the Company

於本公司上市中介控股公司光大環境股份之好倉

Name of Director	董事姓名	Capacity 身份	Nature of interest 權益性質	Number of shares held (shares) 所持股份數目 (股)	Approximate percentage of total issued shares (note(iv)) 佔已發行股份總數之 概約百分比 (附註(iv))
SONG Jian	宋儉	Interest of spouse 配偶之權益	Family interest (note (iii)) 家族權益(附註(iii))	7,851	0.0001%

Notes:

附註：

(iii) All those shares are beneficially owned by Mr. SONG Jian's spouse.

(iii) 所有該等股份由宋儉先生之配偶實益擁有。

(iv) As at 31 December 2024, the number of shares of CEEGL in issue was 6,142,975,292 shares.

(iv) 於二零二四年十二月三十一日，光大環境已發行股份數目為6,142,975,292股。

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries, holding companies or fellow subsidiaries, a party to any arrangements 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.

INTERESTS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 31 December 2024, the following persons (other than a Director or the chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange:

董事及主要行政人員持有之股份、相關股份及債券權益及淡倉 (續)

除上文所披露者外，於二零二四年十二月三十一日，概無董事或本公司主要行政人員擁有記錄於根據《證券及期貨條例》第352條規定須置存之登記冊內或根據標準守則須知會本公司及聯交所之本公司或其任何相聯法團（按《證券及期貨條例》第XV部所界定者）之任何股份、相關股份或債券的權益或淡倉。

董事購買股份或債券之權利

於年內任何時間，本公司或其任何附屬公司、控股公司或同系附屬公司概無參與任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債券而獲利。

根據《證券及期貨條例》須予披露之股東權益

於二零二四年十二月三十一日，下列人士（除董事或本公司主要行政人員外）於本公司之股份及相關股份中擁有記錄於根據《證券及期貨條例》第336條規定須置存之登記冊內或另行知會本公司及聯交所之權益及淡倉：

INTERESTS OF SHAREHOLDERS DISCLOSEABLE
UNDER THE SFO (Continued)

根據《證券及期貨條例》須予披露之股東權益(續)

Long position in shares of the Company

本公司股份之好倉

Name of substantial shareholder	主要股東名稱	Capacity 身份	Nature of interest 權益性質	Long position in ordinary shares held and approximate percentage of total issued shares (note (6)) 所持普通股之好倉及佔已發行股份總數之概約百分比 (附註(6))
China Everbright Green Holdings Limited ("CE Green Holdings") (note (1))	中國光大綠色控股有限公司 (「光大綠色控股」) (附註(1))	Beneficial owner 實益擁有人	—	1,440,000,000 69.70%
CEEGL (note (1))	光大環境(附註(1))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,440,000,000 69.70%
China Everbright Holdings Company Limited ("CE Hong Kong") (note (2))	中國光大集團有限公司 (「光大香港」)(附註(2))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,462,912,986 70.81%
Guildford Limited ("Guildford") (note (2))	Guildford Limited (「Guildford」) (附註(2))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,461,706,369 70.75%
China Everbright Group (note (2))	中國光大集團(附註(2))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,462,912,986 70.81%
Central Huijin Investment Ltd. ("Huijin")	中央匯金投資有限責任公司 (「匯金」)	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,462,912,986 (note (3)) (附註(3)) 70.81%
				100,550,000 (note (4)) (附註(4)) 4.87%

INTERESTS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO (Continued)

根據《證券及期貨條例》須予披露之股東權益(續)

Long position in shares of the Company (Continued)

本公司股份之好倉(續)

Name of substantial shareholder	主要股東名稱	Capacity 身份	Nature of interest 權益性質	Long position in ordinary shares held and approximate percentage of total issued shares (note (6)) 所持普通股之好倉及佔已發行股份總數之概約百分比(附註(6))
Ningbo Ningdian Investment Development Co., Ltd. ("NB Ningdian") (note (5))	寧波寧電投資發展有限公司(「寧波寧電」)(附註(5))	Beneficial owner 實益擁有人	—	122,127,000 5.91%
Ningbo Energy Group Co., Ltd. ("NB Energy") (note (5))	寧波能源集團股份有限公司(「寧波能源」)(附註(5))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	189,713,000 9.18%
Ningbo Development & Investment Group Co., Ltd. ("NB Development") (note (5))	寧波開發投資集團有限公司(「寧波開發」)(附註(5))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	189,713,000 9.18%

Notes:

附註：

- (1) CE Green Holdings is a wholly-owned subsidiary of CEEGL, which is in turn controlled 43.08% by CE Hong Kong, through its direct wholly-owned subsidiaries. Accordingly, CEEGL and CE Hong Kong are deemed to be interested in the 1,440,000,000 shares held by CE Green Holdings.
- (1) 光大綠色控股為光大環境的全資附屬公司，而光大環境由光大香港透過其直接全資附屬公司控制43.08%。因此，光大環境及光大香港被視為於光大綠色控股持有的1,440,000,000股股份中擁有權益。
- (2) China Everbright Group holds 100% of the issued shares of CE Hong Kong. CE Hong Kong holds (1) 100% of the issued shares of Guildford; and (2) 100% of the issued shares of Everbright Investment & Management Limited ("EIM"), respectively. Out of the 1,462,912,986 shares, 1,440,000,000 shares are held by CE Green Holdings and 21,706,369 shares are held by Guildford. The remaining 1,206,617 shares are held by EIM. Accordingly, China Everbright Group and CE Hong Kong are deemed to be interested in those shares held by CE Green Holdings, Guildford and EIM respectively.
- (2) 中國光大集團持有光大香港100%已發行股份。光大香港分別持有(1)Guildford 100%已發行股份；及(2)光大投資管理有限公司(「光大投資管理」)100%已發行股份。在1,462,912,986股股份中，有1,440,000,000股股份由光大綠色控股持有及21,706,369股股份由Guildford持有。其餘1,206,617股股份則由光大投資管理持有。故此，中國光大集團及光大香港均被視為分別在光大綠色控股、Guildford及光大投資管理所持有之股份中擁有權益。
- (3) Huijin is indirectly wholly-owned by the State Council of the PRC and holds 63.16% equity interests of China Everbright Group. It is deemed to be interested in the 1,462,912,986 shares indirectly held by China Everbright Group.
- (3) 匯金由中國國務院間接全資擁有，並持有中國光大集團63.16%股權。其被視為於中國光大集團所間接持有之1,462,912,986股股份中擁有權益。
- (4) Huijin is also deemed to be interested in 100,550,000 shares held by its associated companies and a non-wholly owned subsidiary.
- (4) 匯金亦被視為透過其聯繫公司及非全資附屬公司於100,550,000股股份中擁有權益。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO (Continued)

Long position in shares of the Company (Continued)

Notes: (Continued)

- (5) NB Development holds 46.0% of the issued shares of NB Energy. NB Energy holds (1) 100% of the issued shares of NB Ningdian; (2) 100% of the issued shares of Ningbo BSLS Trade Co., Ltd. (“NBBLS”); and (3) 100% of the issued shares of Lvneng Investment & Development Co., Limited (“Lvneng Investment”), respectively. Out of the 189,713,000 shares, 122,127,000 shares are held by NB Ningdian; 20,019,000 shares are held by NBBLS; and 47,567,000 shares are held by Lvneng Investment. Accordingly, NB Development and NB Energy are deemed to be interested in those shares held by NB Ningdian, NBBLS and Lvneng Investment respectively.
- (6) As at 31 December 2024, the number of shares of the Company in issue was 2,066,078,000 shares.

Apart from the foregoing, as at 31 December 2024, the Company had not been notified of any other interests by prescribed notices which were required to be recorded in the register kept under section 336 of the SFO.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. There is appropriate directors’ and officers’ liability insurance coverage for the Directors and officers of the Group.

根據《證券及期貨條例》須予披露之股東權益(續)

本公司股份之好倉(續)

附註：(續)

- (5) 寧波開發持有寧波能源46.0%已發行股份。寧波能源分別持有(1)寧波寧電100%已發行股份；(2)寧波百思樂斯貿易有限公司(「寧波百思樂斯」)100%已發行股份；及(3)綠能投資發展有限公司(「綠能投資」)100%已發行股份。在189,713,000股股份中，有122,127,000股股份由寧波寧電持有；20,019,000股股份由寧波百思樂斯持有；及47,567,000股股份由綠能投資持有。故此，寧波開發及寧波能源分別在寧波寧電、寧波百思樂斯及綠能投資所持有之股份中擁有權益。
- (6) 於二零二四年十二月三十一日，本公司已發行股份數目為2,066,078,000股。

除上述者外，於二零二四年十二月三十一日，本公司並無接獲訂明的通知，表示有任何其他權益已記錄於依照《證券及期貨條例》第336條須存置之登記冊內。

管理合約

於年內，概無訂立或於年內仍存在有關本公司全部或任何重大部分業務之管理及行政的合約。

獲准許彌償條款

根據章程細則規定，每名董事均有權以本公司資產彌償因彼執行職務或進行與此有關之其他事宜所蒙受或產生之所有虧損或負債。本公司已就本集團之董事及高級職員投購合適之董事及高級職員責任保險。

MATERIAL RELATED PARTY TRANSACTIONS

Material related party transactions entered into by the Group during the year are set out in note 34 to the financial statements include transactions that constituted continuing connected transactions of the Group as defined in the Listing Rules, the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules during the year.

CONNECTED TRANSACTIONS

Lease of the premise

On 6 May 2022, China Everbright Greentech Management Limited, an indirect wholly-owned subsidiary of the Company, entered into a new agreement with China Everbright International Limited, a wholly-owned subsidiary of CEEGL, in relation to subletting the commercial unit at Unit 3602 of 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for a term of 3 years commencing from 18 May 2022 to 17 May 2025 (both days inclusive) at a monthly rent of HK\$194,400 (exclusive of rates, management fee, water, electricity, gas and other utility charges payable to independent third parties not connected with the Company in respect of the use of the premises during the lease term).

Following the adoption of Hong Kong Financial Reporting Standard 16 *Leases* issued by the HKICPA with effect from 1 January 2019, the Company recognised this transaction as an asset representing its right to use the leased asset, regarded as an acquisition of asset under the definition of transaction set out in Rule 14.04(1)(a) of the Listing Rules. Since the highest of all applicable percentage ratios set out in Rule 14.07 of the Listing Rules is more than 0.1% but less than 5%, this transaction is subject to the reporting and announcement requirements but exempt from circular and the independent Shareholders' approval requirements.

重大關聯人士交易

本集團於年內進行的重大關聯人士交易載於財務報表附註34，當中包括構成本集團持續關連交易（定義見《上市規則》）的交易，本公司於年內已遵守《上市規則》第14A章項下的披露規定。

關連交易

租賃物業

於二零二二年五月六日，本公司間接全資附屬公司中國光大綠色環保管理有限公司與光大環境之全資附屬公司中國光大國際有限公司訂立新協議，以分租香港夏慤道16號遠東金融中心36樓3602室的商業單位，租期自二零二二年五月十八日起至二零二五年五月十七日止（包括首尾兩日），為期三年，月租港幣194,400元（不包括差餉、管理費、水費、電費、煤氣費以及其他於租期內使用上述物業而應向與本公司概無關連的獨立第三方支付之公用支出）。

採納香港會計師公會所頒佈，並由二零一九年一月一日起生效的香港財務報告準則第16號租賃後，本公司確認此交易為一項代表其使用租賃資產權利的資產，按《上市規則》第14.04(1)(a)條所載的交易定義被視為收購資產。由於《上市規則》第14.07條所載該交易之所有適用百分比率中的最高值超出0.1%但低於5%，故該交易須遵守申報及公告規定，惟獲豁免遵守通函及獨立股東批准之規定。

CONTINUING CONNECTED TRANSACTIONS

Deposit and loan services

On 15 December 2022, the Company entered into a new deposit services master agreement and a new loan services master agreement (collectively, the “New Services Master Agreements”) with China Everbright Group. Pursuant to the New Services Master Agreements, China Everbright Group will, through its associate, CE Bank, provide deposit and loan services to the Group for a term of 3 years from 1 January 2023 to 31 December 2025.

- (a) Pursuant to the new deposit services master agreement, China Everbright Group shall procure CE Bank to provide deposit services to the Group (including current and fixed term deposit) in accordance with rules and regulations prescribed by the People’s Bank of China (“PBOC”) and/or other relevant rules and regulations within or outside the PRC. The deposit services to be provided by CE Bank shall be on normal commercial terms and no less favourable than the terms available to the Group from independent third parties.

During the year ended 31 December 2024, the Group’s actual maximum daily closing balance of deposits (including interest accrued thereon) placed in CE Bank exceeded the annual cap of HK\$130,000,000 for the year ended 31 December 2024 during the period (i) from 19 August 2024 to 4 September 2024, with the highest maximum daily closing balance of deposits (including interests accrued thereon) during the period amounting to HK\$161,192,407.98 on 21 August 2024 (i.e. the Highest Maximum Daily Closing Balance (August)); and (ii) from 12 December 2024 to 26 December 2024, with the highest maximum daily closing balance of deposits (including interests accrued thereon) during the period amounting to HK\$184,950,836.63 on 26 December 2024 (i.e. the Highest Maximum Daily Closing Balance (December)).

持續關連交易

存款及貸款服務

於二零二二年十二月十五日，本公司與中國光大集團訂立新存款服務總協議及新貸款服務總協議（統稱「新服務總協議」）。根據新服務總協議，中國光大集團將透過其聯繫光大銀行向本集團提供存款及貸款服務，自二零二三年一月一日起至二零二五年十二月三十一日止，為期三年。

- (a) 根據新存款服務總協議，中國光大集團將促使光大銀行根據中國人民銀行（「中國人民銀行」）訂定之規則及規例及／或中國境內或境外其他相關規則及規例，向本集團提供存款服務（包括活期及定期存款）。光大銀行將提供之存款服務乃按一般商業條款提供，有關條款不遜於本集團自獨立第三方獲得之條款。

於截至二零二四年十二月三十一日止年度，本集團存放光大銀行之實際最高每日收市存款結餘（包括所產生的利息）於以下期間已超出截至二零二四年十二月三十一日止年度之年度上限港幣130,000,000元，(i)於二零二四年八月十九日至二零二四年九月四日，期內最高每日收市存款結餘（包括所產生的利息）於二零二四年八月二十一日為港幣161,192,407.98元（即最高每日收市結餘（8月））；及(ii)於二零二四年十二月十二日至二零二四年十二月二十六日，期內最高每日收市存款結餘（包括所產生的利息）於二零二四年十二月二十六日為港幣184,950,836.63元（即最高每日收市結餘（12月））。

CONTINUING CONNECTED TRANSACTIONS (Continued)

Deposit and loan services (Continued)

(a) (Continued)

The exceeding of annual cap was due to two deposits being made in August and December 2024 for the sole purpose of early repayment of two loans granted by CE Bank pursuant to the terms of the relevant loan agreements, to save the finance costs of the Group. The Board, including the Independent Non-executive Directors, considers that the deposits made in relation to the exceeding of annual cap were conducted on normal commercial terms and in the ordinary and usual course of business of the Group. After considering the background and circumstances leading to the current incident, the Directors consider that the failure of compliance with the requirements under Chapter 14A of the Listing Rules was due to the insufficient communication between the staff in the finance department after the personnel changes in 2024 (including the continuous changes of members of the previous working team in the finance department who were responsible for monitoring the annual caps) and the failure to closely monitor the closing balances of the deposits, the responsible staff had overlooked the requirements of the annual caps at the time of making the said deposits, which led to the exceeding of annual cap. In order to prevent the reoccurrence of similar breaches of the Listing Rules in the future, the Company had taken additional actions, including:

1. The Company has arranged training to the Directors, the senior management and the finance department on the compliance requirements of connected transactions under Chapter 14A of the Listing Rules, to reinforce their understanding and awareness of the importance of compliance with the Listing Rules.
2. The Company has already put in place internal control policies and relevant procedures on the implementation of the relevant connected transactions and compliance with the relevant requirements under Chapter 14A of the Listing Rules. The Company will increase the frequency of reminding the relevant staff to observe and follow such policies and procedures, and require the finance staff to report the status of compliance with the annual caps and records of the daily closing balance of the deposits to the Directors on a monthly basis.

持續關連交易 (續)

存款及貸款服務 (續)

(a) (續)

超出年度上限乃由於二零二四年八月及十二月存入兩筆款項，僅用於根據相關貸款協議之條款提前償還由光大銀行授出的兩筆貸款以節省本集團之財務成本。董事會（包括獨立非執行董事）認為，有關超出年度上限之存款乃按一般商業條款及於本集團的日常及一般業務過程中進行。經考慮導致是次事件之背景及情況後，董事認為未能遵守《上市規則》第十四A章之規定乃由於二零二四年人事變動（包括財務部門負責監控年度上限的前工作團隊成員持續變動）後財務部門職員之間溝通不足，以及未能密切監控收市存款結餘，負責職員在存入上述存款時未留意到年度上限的要求，故導致超出年度上限。為防止日後再發生類似違反《上市規則》之情況，本公司已採取額外措施，包括：

1. 本公司已為董事、高級管理人員及財務部門安排有關《上市規則》第十四A章項下關連交易合規要求之培訓，以加強彼等對遵守《上市規則》重要性之理解及意識。
2. 本公司已就執行有關關連交易及遵守《上市規則》第十四A章之有關規定制定內部監控政策及相關程序。本公司將增加提醒相關人員遵守及遵循該等政策及程序之頻率，並要求財務人員每月向董事匯報年度上限之遵守情況及每日收市存款結餘之記錄。

CONTINUING CONNECTED TRANSACTIONS (Continued)

Deposit and loan services (Continued)

(a) (Continued)

3. The finance department will increase the frequency of inspection and review of the closing balance of the deposits, and will prepare forecast on the fluctuation of the closing balances of the deposits after taking into account any new deposits proposed to be made and the interests to be accrued. The finance department shall forthwith report to the Directors once it is estimated that the annual cap will be exceeded for consideration of the appropriate follow up actions (e.g. to increase the annual caps).

- (b) The new loan services master agreement shall be on a non-exclusive basis and the Company is at liberty to obtain loan services from other third parties. Pursuant to the new loan services master agreement, China Everbright Group shall procure CE Bank to provide loans to the Group (including revolving credit facility and fixed term loan) in accordance with rules and regulations prescribed by the PBOC and/or other relevant rules and regulations within or outside the PRC. The loans services to be provided by CE Bank shall be on normal commercial terms and no less favourable than the terms available to the Group from independent third parties.

Since CE Bank and the Group have a long-term relationship of cooperation, CE Bank has a better understanding of the operations and development of the Group and is in a better position to serve the financial arrangements of the Group. It is also expected that it will be cost-efficient, expedient and beneficial for the Group to receive deposit and loan services from CE Bank. In addition, CE Bank is regulated by China Banking and Insurance Regulatory Commission and is subject to the rules and requirements of such regulatory authority, thus reducing risks to the Group in receiving financial services from CE Bank.

During the year ended 31 December 2024, the maximum daily closing balance of the Group's loans (excluding loans which do not require security over the assets of the Group) provided by CE Bank amounted to zero. This amount did not exceed the annual cap of HK\$130,000,000 for the year ended 31 December 2024.

持續關連交易 (續)

存款及貸款服務 (續)

(a) (續)

3. 財務部門將增加檢查及審查收市存款結餘的頻率，並將於計及任何擬存入之新存款及應計利息後，編製有關收市存款結餘波動之預測。一旦估計將超出年度上限，財務部門應立即向董事報告，以便考慮採取適當的跟進措施(例如提高年度上限)。

- (b) 新貸款服務總協議乃按非獨家基準訂立，本公司可自由從其他第三方獲得貸款服務。根據新貸款服務總協議，中國光大集團將促使光大銀行根據中國人民銀行訂定之規則及規例及／或中國境內或境外其他相關規則及規例，向本集團提供貸款(包括循環信貸融資及定期貸款)。光大銀行將提供之貸款服務乃按一般商業條款提供，有關條款不遜於本集團自獨立第三方獲得之條款。

由於光大銀行及本集團已建立長期合作關係，光大銀行對本集團的運營及發展有更透徹的瞭解，更能配合本集團的財務安排，且預期本集團自光大銀行取得存款及貸款服務，乃具成本效益、方便且有利。此外，光大銀行受中國銀行保險監督管理委員會規管，須遵守此監管機構的規則及規定，因而減低本集團自光大銀行取得金融服務的風險。

於截至二零二四年十二月三十一日止年度，光大銀行提供予本集團之貸款(不包括毋須本集團資產作抵押之貸款)之最高每日結餘為零。此金額並無超出截至二零二四年十二月三十一日止年度之年度限額港幣130,000,000元。

CONTINUING CONNECTED TRANSACTIONS (Continued)

Purchases of equipment

On 15 December 2022, Everbright Greentech Management (Shenzhen) Company Limited* (“Everbright Greentech Management Shenzhen”), an indirect wholly-owned subsidiary of the Company, entered into a new equipment purchase master agreement with Everbright Environmental Technology Equipment (Changzhou) Company Limited* (“EB Environmental Changzhou”), an indirect wholly-owned subsidiary of CEEGL, in respect of the purchase of the equipment and related services from EB Environmental Changzhou for a term of 3 years from 1 January 2023 to 31 December 2025.

The new equipment purchase master agreement enables the Group to procure the equipment and related services from EB Environmental Changzhou which has been a technologically competent and reliable supplier of the Company.

During the year ended 31 December 2024, the amounts payable to EB Environmental Changzhou under the new equipment purchase master agreement amounted to approximately RMB12,107,000. The amount did not exceed the annual cap of RMB100,000,000 for the year ended 31 December 2024.

Purchases of steam

On 15 December 2022, EB Greentech Cogeneration (Suqian) Limited* (“EB Greentech Cogeneration Suqian”), an indirect wholly-owned subsidiary of the Company, entered into a steam purchase master agreement with EB Environmental Energy (Suqian) Company Limited* (“EB Environmental Energy Suqian”), an indirect wholly-owned subsidiary of CEEGL, in respect of the purchase of steam from EB Environmental Energy Suqian for a term of 3 years from 1 January 2023 to 31 December 2025.

持續關連交易 (續)

購買設備

於二零二二年十二月十五日，本公司的間接全資附屬公司光大綠色環保管理(深圳)有限公司(「光大綠色環保管理深圳」)與光大環境間接全資附屬公司光大環保技術裝備(常州)有限公司(「光大環保常州」)就向光大環保常州購買裝備及相關服務訂立新設備採購總協議，自二零二三年一月一日起至二零二五年十二月三十一日止，為期三年。

新設備採購總協議使本集團能夠向光大環保常州(其一直為本公司技術先進及可靠的供應商)取得裝備及相關服務。

於截至二零二四年十二月三十一日止年度，根據新設備採購總協議應付光大環保常州之金額約為人民幣12,107,000元。有關金額並無超出截至二零二四年十二月三十一日止年度之年度限額人民幣100,000,000元。

購買蒸汽

於二零二二年十二月十五日，本公司間接全資附屬公司光大綠色環保熱電(宿遷)有限公司(「光大綠色環保熱電宿遷」)與光大環境的間接全資附屬公司光大環保能源(宿遷)有限公司(「光大環保能源宿遷」)就向光大環保能源宿遷購買蒸汽訂立蒸汽採購總協議，自二零二三年一月一日起至二零二五年十二月三十一日止，為期三年。

* For identification purpose only

CONTINUING CONNECTED TRANSACTIONS (Continued)

Purchases of steam (Continued)

EB Greentech Cogeneration Suqian is a supplier of steam in Suqian, Jiangsu, the PRC. EB Greentech Cogeneration Suqian entered into the steam purchase master agreement with EB Environmental Energy Suqian to continue the purchase of steam from EB Environmental Energy Suqian under emergency situations, so as to ensure its uninterrupted supply of heat to customers.

During the year ended 31 December 2024, the amounts payable to EB Environmental Energy Suqian under the steam purchase master agreement amounted to approximately RMB6,332,000. The amount did not exceed the annual cap of RMB60,000,000 for the year ended 31 December 2024.

Employee healthcare protection services

On 15 December 2022, the Company entered into an employee healthcare protection services master agreement with China Everbright Group. Pursuant to the employee healthcare protection services master agreement, China Everbright Group shall procure its associates (including but not limited to Sun Life Everbright Life Insurance Co., Ltd.* (“Sun Life Everbright”) and its associates) to provide employee healthcare protection services to the Group for a term of 3 years from 1 January 2023 to 31 December 2025.

The Company values the health and safety of employees. Apart from participating in social insurance programs as required, the Company also takes part in the medical insurance and healthcare protection scheme, to further improve the sense of belonging of the employees and to refine the medical and healthcare protection system.

During the year ended 31 December 2024, the amounts payable to Sun Life Everbright under the employee healthcare protection services master agreement amounted to approximately RMB23,924,000. The amount did not exceed the annual cap of RMB39,000,000 for the year ended 31 December 2024.

持續關連交易 (續)

購買蒸汽 (續)

光大綠色環保熱電宿遷為中國江蘇省宿遷市的蒸汽供應商。光大綠色環保熱電宿遷與光大環保能源宿遷訂立蒸汽採購總協議，以於緊急情況下繼續向光大環保能源宿遷採購蒸汽，從而確保不中斷地向客戶供應熱力。

於截至二零二四年十二月三十一日止年度，根據蒸汽採購總協議應付光大環保能源宿遷之金額約為人民幣6,332,000元。有關金額並無超出截至二零二四年十二月三十一日止年度之年度限額人民幣60,000,000元。

僱員健康保障服務

於二零二二年十二月十五日，本公司與中國光大集團訂立僱員健康保障服務總協議。根據僱員健康保障服務總協議，中國光大集團須促使其聯繫人(包括但不限於光大永明人壽保險有限公司(「光大永明」)及其聯繫人)自二零二三年一月一日起至二零二五年十二月三十一日止，為期三年，向本集團提供僱員健康保障服務。

本公司一向重視員工的健康安全。除了按規定參與社會保險計劃外，本公司亦參與醫療保險和健康保障計劃，以進一步提高員工的歸屬感，完善醫療健康保障體系。

於截至二零二四年十二月三十一日止年度，根據僱員健康保障服務總協議應付光大永明之金額約為人民幣23,924,000元。有關金額並無超出截至二零二四年十二月三十一日止年度之年度限額人民幣39,000,000元。

* For identification purpose only

CONTINUING CONNECTED TRANSACTIONS (Continued)

Underwriting and advisory services

On 15 December 2022, the Company entered into underwriting and advisory services master agreement with China Everbright Group, pursuant to which, China Everbright Group shall procure its associates (including but not limited to Everbright Securities Company Limited (China Everbright Group being its controlling shareholder, “EB Securities”) and its associates) to provide underwriting and advisory services to the Group for a term of 3 years from 1 January 2023 to 31 December 2025.

EB Securities (an associate of CE Group) and its associates which provide underwriting and advisory services are major underwriters in the PRC securities market, and they have extensive underwriting experience and strong sales and investment capacities. Taking reference from the underwriting services rendered by EB Securities for the Groups’ previous issuance of asset-backed notes and term notes, the Group expects that EB Securities and its associates, acting as the underwriters of the Group, will greatly benefit the issuance, sale and pricing of the Group, and facilitate the completion of the issuance plans of bonds and securities of the Group in the forthcoming years.

During the year ended 31 December 2024, the amounts payable to EB Securities under the underwriting and advisory service master agreement amounted to approximately RMB6,170,000. The amount did not exceed the annual cap of RMB9,424,000 for the year ended 31 December 2024.

China Everbright Group is a controlling shareholder of CEEGL, the controlling shareholder of the Company. Therefore, each of China Everbright Group and its associates, including CE Bank, CEEGL, Sun Life Everbright, EB Securities, and their associates, is a connected person of the Company under Chapter 14A of the Listing Rules. In particular, EB Environmental Changzhou and EB Environmental Energy Suqian are indirect wholly-owned subsidiaries of CEEGL. Therefore, each of EB Environmental Changzhou and EB Environmental Energy Suqian is also a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under each of the New Services Master Agreements, the new equipment purchase master agreement, the steam purchase master agreement, the employee healthcare protection services master agreement, and the underwriting and advisory services master agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

持續關連交易 (續)

承銷及諮詢服務

於二零二二年十二月十五日，本公司與中國光大集團訂立承銷及諮詢服務總協議，據此，中國光大集團須促使其聯繫人（包括但不限於光大證券股份有限公司（其控股股東為中國光大集團，「光大證券」）及其聯繫人）向本集團提供承銷及諮詢服務，自二零二三年一月一日起至二零二五年十二月三十一日止，為期三年。

光大證券（中國光大集團的聯繫人）及其提供承銷及諮詢服務的聯繫人乃中國證券市場的主要承銷商，彼等具有豐富的承銷經驗及強大的銷售及投資能力。經參考光大證券就本集團先前發行資產支持票據及定期票據而提供的承銷服務，本集團預計光大證券及其聯繫人（作為本集團的承銷商）將極大有利於本集團的發行、銷售及定價，且將促進本集團於未來數年內完成債券及證券發行計劃。

於截至二零二四年十二月三十一日止年度，根據承銷及諮詢服務總協議應付光大證券之金額約為人民幣6,170,000元。有關金額並無超出截至二零二四年十二月三十一日止年度之年度限額人民幣9,424,000元。

中國光大集團為本公司控股股東光大環境之控股股東。因此，根據《上市規則》第14A章，中國光大集團及其聯繫人（包括光大銀行、光大環境、光大永明、光大證券及彼等之聯繫人）各自為本公司之關連人士。具體而言，光大環保常州及光大環保能源宿遷為光大環境之間接全資附屬公司。因此，根據《上市規則》第14A章，光大環保常州及光大環保能源宿遷亦各自為本公司之關連人士。故此，根據《上市規則》第14A章，新服務總協議、新設備採購總協議、蒸汽採購總協議、僱員健康保障服務總協議、承銷及諮詢服務總協議各自項下擬進行之交易構成本公司之持續關連交易。

CONTINUING CONNECTED TRANSACTIONS (Continued)

Details of the New Services Master Agreements, the new equipment purchase master agreement, the steam purchase master agreement, the employee healthcare protection services master agreement and the underwriting and advisory services master agreement were set out in the Company's announcement dated 15 December 2022.

The Independent Non-executive Directors have reviewed these continuing connected transactions in respect of deposit and loan services, purchase of equipment, purchase of steam, employee healthcare protection services and underwriting and advisory services (collectively, the "2024 Continuing Connected Transactions") and confirmed that 2024 Continuing Connected Transactions were:

- entered into in the ordinary and usual course of business of the Group;
- conducted either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from independent third parties; and
- in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

KPMG, the Company's auditor, was engaged to report on the Group's 2024 Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the HKICPA.

持續關連交易(續)

新服務總協議、新設備採購總協議、蒸汽採購總協議、僱員健康保障服務總協議及承銷及諮詢服務總協議的詳情載於本公司日期為二零二二年十二月十五日之公告內。

獨立非執行董事已審閱有關存款及貸款服務、購買設備、購買蒸汽、僱員健康保障服務及承銷及諮詢服務之持續關連交易(統稱「二零二四年持續關連交易」)，並確認二零二四年持續關連交易乃：

- 於本集團一般及日常業務過程中訂立；
- 按一般商業條款進行或倘無足夠可資比較交易判斷其是否按一般商業條款進行，則按就本集團而言不遜於向或獲獨立第三方提供之條款；及
- 根據規管該等交易之相關協議訂立，其條款屬公平合理且符合股東之整體利益。

本公司核數師畢馬威會計師事務所已獲委聘根據香港會計師公會頒佈之香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外之核證委聘」，並經參考實務說明第740號(經修訂)「香港上市規則規定關於持續關連交易之核數師函件」，就本集團之二零二四年持續關連交易作出彙報。

CONTINUING CONNECTED TRANSACTIONS (Continued)

The Directors confirm that the Company has complied with the requirements of Chapter 14A of the Listing Rules in respect of the 2024 Continuing Connected Transactions. Save as disclosed above, the annual caps set by the Group were not exceeded.

The auditor has issued a modified letter setting out their findings and conclusions regarding the 2024 Continuing Connected Transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. The Group has not exceeded the relevant annual caps as disclosed above, except for the continuing connected transactions under new deposit services master agreement entered with CE Bank. The Group's actual maximum daily closing balance of deposits (including interest accrued thereon) placed in CE Bank exceeded the annual cap of HK\$130,000,000 for the year ended 31 December 2024.

Save as disclosed above, the Group did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules during the year.

RETIREMENT SCHEME

The Company operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the ORSO Scheme. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the Group's MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 10% and 5% of the employees' relevant income, respectively.

The employees of the subsidiaries in the PRC are members of the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a certain percentage of their payroll to these schemes to fund the benefits. The only obligation of the Group with respect to these schemes is the required contributions under the schemes. The Group's total contributions to these schemes charged to the consolidated statement of profit or loss during the year ended 31 December 2024 amounted to HK\$45,829,000.

持續關連交易(續)

董事確認本公司已就其二零二四年持續關連交易遵守《上市規則》第14A章之規定。除上文披露者外，並無超出本集團設定的年度上限。

根據《上市規則》第14A.56條，核數師已就本集團於上文所披露的二零二四年持續關連交易出具列載其發現及結論的非無保留意見函件。除與光大銀行訂立之新存款服務總協議下持續關連交易，本集團並無超出上文披露的有關年度上限。本集團存放光大銀行之實際最高每日收市存款結餘(包括所產生的利息)超出截至二零二四年十二月三十一日止年度之年度上限港幣130,000,000元。

除上文披露者外，於本年度內，本集團並無任何關連交易須根據《上市規則》第14A章之規定作出申報。

退休計劃

本公司根據香港強制性公積金計劃條例為受香港僱傭條例管轄且原先未包括在職業退休計劃條例計劃內之僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據本集團的強積金計劃，僱主及其僱員各自須向計劃供款，供款額分別為僱員有關收入之10%及5%。

中國附屬公司之僱員均為當地政府運作之退休計劃成員。該等附屬公司須按員工薪金之若干百分比向此等計劃作出供款，為有關福利提供資金。就此等計劃而言，本集團之唯一責任為根據此等計劃作出所需供款。本集團於截至二零二四年十二月三十一日止年度向此等計劃所作之總供款額為港幣45,829,000元，並已計入綜合損益表內。

Report of the Directors 董事會報告

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the “Corporate Governance Report” contained in this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, the Board confirms that the Company has maintained a sufficient public float as required by the Listing Rules during the year under review.

AUDITOR

Ernst & Young retired as the auditor of the Company upon the expiration of its term of office with effect from the conclusion of the AGM held on 14 May 2024.

KPMG was appointed as auditor of the Company following the retirement of Ernst & Young. The consolidated financial statements of the Group have been audited by KPMG, who will retire and, being eligible, will offer themselves for re-appointment at the forthcoming AGM of the Company.

By order of the Board

China Everbright Greentech Limited
WANG Silian

Chairman

Hong Kong, 18 March 2025

企業管治

本公司採納的主要企業管治常規刊載於本年報「企業管治報告」。

足夠的公眾持股量

基於本公司取得之公開資料，以及就董事所知，董事會確認，於回顧年度內，本公司一直維持《上市規則》所規定之足夠公眾持股量。

核數師

安永會計師事務所於其任期屆滿後退任本公司核數師，自二零二四年五月十四日舉行之股東周年大會結束起生效。

於安永會計師事務所退任後，畢馬威會計師事務所已獲委任為本公司核數師。本集團的綜合財務報表已獲畢馬威會計師事務所審核，畢馬威會計師事務所將於本公司應屆股東周年大會上退任，並符合資格且願意續聘。

承董事會命

中國光大綠色環保有限公司
王思聯

主席

香港，二零二五年三月十八日

Independent Auditor's Report 獨立核數師報告



TO THE SHAREHOLDERS OF CHINA EVERBRIGHT GREENTECH LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Everbright Greentech Limited (the "Company") and its subsidiaries (the "Group") set out on pages 155 to 298, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows 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 2024, 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 (the "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.

致中國光大綠色環保有限公司各股東

(於開曼群島註冊成立的有限公司)

意見

我們已審核中國光大綠色環保有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第155至298頁之綜合財務報表，此綜合財務報表包括於二零二四年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及附註(包括重大會計政策資料及其他解釋說明資料)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於二零二四年十二月三十一日的綜合財務狀況和貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基礎

我們按照香港會計師公會頒佈之「香港審計準則」(「香港審計準則」)執行了審核工作。我們於該等準則項下之責任於本報告「核數師就審核綜合財務報表須承擔之責任」一節中詳述。根據香港會計師公會頒佈之「專業會計師道德守則」(「守則」)，連同與我們審核開曼群島綜合財務報表有關的任何道德規定，我們獨立於貴集團，並已根據守則履行其他專業道德責任。我們相信，我們所獲得之審核憑證能充足及適當地為我們之意見提供基礎。

KEY AUDIT MATTERS

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

Assessing expected credit losses on debtors and contract assets

評估應收賬款及合約資產的預期信貸虧損

Refer to notes 21 and 22 to the consolidated financial statements and the accounting policies in note 2.4.
請參閱綜合財務報表附註21及22，以及附註2.4的會計政策。

The Key Audit Matter

關鍵審核事項

As at 31 December 2024, the gross carrying amounts of debtors and contract assets were HK\$6,459 million and HK\$9,993 million respectively, net of expected credit losses ("ECLs") on these assets of HK\$197 million and HK\$10 million respectively.

於二零二四年十二月三十一日，應收賬款及合約資產的總賬面值分別為港幣64.59億元及港幣99.93億元，分別扣除該等資產的預期信貸虧損（「預期信貸虧損」）港幣1.97億元及港幣0.1億元。

Management performed ECLs assessment of debtors and contract assets without significant financing component under the simplified approach whereas contract assets with significant financing component under the general approach.

管理層根據簡化處理方法對無重大融資成分的應收賬款及合約資產進行預期信貸虧損評估，而根據一般處理方法對具有重大融資成分的合約資產進行預期信貸虧損評估。

關鍵審核事項

關鍵審核事項乃根據我們的專業判斷認為於本期綜合財務報表之審核中最高重要之事項。這些事項乃於我們對綜合財務報表整體進行審核並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。

How the matter was addressed in our audit

我們於審核中如何處理有關事項

Our audit procedures to assess the ECLs on debtors and contract assets included the following:

我們評估應收賬款及合約資產的預期信貸虧損的審核程序包括以下：

- understanding and evaluating the Group's policy and method for estimating the ECLs according to applicable accounting standards;
- 根據適用的會計準則，了解及評價本集團估計預期信貸虧損的政策及方法；
- assessing the appropriateness of the key assumptions used by management in the ECLs assessment, including the basis for segmentation of the debtors and contract assets based on similar credit risk profile of its customers;
- 評估管理層於預期信貸虧損評估時所使用的主要假設的合適性，包括根據客戶的類似信貸風險狀況對應收賬款及合約資產進行分類的基礎；

Assessing expected credit losses on debtors and contract assets (Continued)**評估應收賬款及合約資產的預期信貸虧損 (續)**

Refer to notes 21 and 22 to the consolidated financial statements and the accounting policies in note 2.4. (Continued)

請參閱綜合財務報表附註21及22，以及附註2.4的會計政策。(續)

The Key Audit Matter**關鍵審核事項**

Significant management judgement are involved in the assessment of ECLs after considering historical settlement pattern, ageing profiles and credit rating of debtors.

於考慮過往結算模式、賬齡情況及債務人的信用評級後，預期信貸虧損評估涉及重大管理層判斷。

We identified assessing ECLs for debtors and contract assets as a key audit matter because determining the level of loss allowance requires the exercise of significant management judgement, which is inherently subjective.

我們將評估應收賬款及合約資產的預期信貸虧損確定為關鍵審核事項，因為釐定虧損撥備水平需要管理層作出重大判斷，而判斷本身具有主觀性。

How the matter was addressed in our audit**我們於審核中如何處理有關事項**

- assessing the inputs used by the management in the ECLs assessment, including whether the debtors and contract assets were categorised in the appropriate ageing bands by comparing individual items to the relevant underlying supporting documents, on a sample basis;
- 以抽樣方式比較個別項目及相關相關證明文件，評估管理層於預期信貸虧損評估時所使用的輸入數據，包括應收賬款及合約資產是否已歸類至適當的賬齡範圍；
- with the assistance of our internal specialists, evaluating the methodology of ECLs calculation and the key parameters used with reference to external available data; and
- 在我們內部專家的協助下，參考外部可用數據，評估預期信貸虧損的計算方法及所使用的主要參數；及
- re-performing the calculation of the ECLs as at 31 December 2024 based on the Group's ECLs allowance policies, inputs and assumptions.
- 根據本集團的預期信貸虧損撥備政策、輸入數據及假設，重新計算於二零二四年十二月三十一日的預期信貸虧損。

Assessing impairment of intangible assets, property, plant and equipment and right-of-use assets

評估無形資產、物業、廠房及設備及使用權資產耗損

Refer to notes 14, 15 and 17 to the consolidated financial statements and the accounting policies in note 2.4.
請參閱綜合財務報表附註14、15及17，以及附註2.4的會計政策。

The Key Audit Matter

關鍵審核事項

As at 31 December 2024, the carrying amounts of intangible assets, property, plant and equipment and right-of-use assets amounted to HK\$11,636 million, HK\$4,114 million and HK\$418 million respectively.

於二零二四年十二月三十一日，無形資產、物業、廠房及設備及使用權資產的賬面值分別為港幣116.36億元、港幣41.14億元及港幣4.18億元。

Management allocates intangible assets, property, plant and equipment and right-of-use assets to separately identifiable cash generating units ("CGUs") and assesses if there are any indications of impairment of these CGUs.

管理層將無形資產、物業、廠房及設備及使用權資產分配至可獨立識別的現金產生單位（「現金產生單位」），並評估該等現金產生單位是否有任何耗損跡象。

How the matter was addressed in our audit

我們於審核中如何處理有關事項

Our audit procedures to assess the impairment of intangible assets, property, plant and equipment and right-of-use assets included the following:

我們評估無形資產、物業、廠房及設備及使用權資產耗損的審核程序包括以下：

- evaluating management's identification of CGUs and the allocation of assets to each relevant CGU with reference to the requirements of the prevailing accounting standards;
- 參考現行會計準則的規定，評價管理層識別現金產生單位及將資產分配至各相關現金產生單位；
- assessing the reasonableness of the revenue growth rates and gross profit margins adopted by management by referring to industry and other available third party information, the recent financial performance of each relevant CGU subject to impairment assessment and management's plans for future operations;
- 參考行業及其他可用第三方資料、須進行耗損評估的各相關現金產生單位的近期財務表現及管理層對未來營運的計劃，評估管理層所採用收益增長率及毛利率是否合理；

Assessing impairment of intangible assets, property, plant and equipment and right-of-use assets (Continued)

評估無形資產、物業、廠房及設備及使用權資產耗損(續)

Refer to notes 14, 15 and 17 to the consolidated financial statements and the accounting policies in note 2.4. (Continued)

請參閱綜合財務報表附註14、15及17，以及附註2.4的會計政策。(續)

The Key Audit Matter

關鍵審核事項

At the financial reporting date, management reviewed the CGUs to determine whether there were any indicators of impairment. When indicators of impairment are identified, management assesses the recoverable amounts of CGUs. An impairment loss is recognised as an expense in the consolidated statement of profit or loss if the carrying amounts of the CGUs exceed their recoverable amounts. The recoverable amounts of the CGUs are the higher of the fair value less costs of disposal and value in use.

於財務報告日期，管理層審閱現金產生單位，以釐定是否有任何耗損跡象。當發現耗損跡象時，管理層會評估現金產生單位的可收回金額。倘現金產生單位的賬面值超出其可收回金額，則耗損虧損將於綜合損益表確認為開支。現金產生單位的可收回金額為公允值減出售成本與使用價值兩者中的較高者。

In assessing the value in use, the projected cash flows associated with the CGUs are discounted. The preparation of discounted cash flow forecasts can be highly subjective and requires the exercise of significant management judgement and estimation, in particular in determining revenue growth rates, gross profit margins and discount rates applied.

於評估使用價值時，對與現金產生單位相關的預測現金流量進行貼現。編製貼現現金流量預測可能非常主觀，需要管理層作出重大判斷及估計，尤其是於釐定收益增長率、毛利率及所應用的貼現率時。

How the matter was addressed in our audit

我們於審核中如何處理有關事項

- with the assistance of our internal valuation specialists, assessing the appropriateness of the methodology applied by management with reference to the requirements of the prevailing accounting standards and the reasonableness of the discount rates used by benchmarking against other comparable companies and considering the risks specific to each relevant CGU subject to impairment assessment;
- 在我們內部估值專家的協助下，參考現行會計準則的規定，評估管理層所應用方法是否適當，並透過與其他可資比較的公司進行基準比較及考慮須進行耗損評估的各相關現金產生單位的特定風險，評估所使用貼現率是否合理；
- obtaining from management sensitivity analyses of the key assumptions adopted in the discounted cash flow forecasts to evaluate the impact of changes in the key assumptions to the conclusions reached and whether there are any indicators of management bias;
- 向管理層獲取貼現現金流量預測所採納的主要假設的敏感度分析，以評價主要假設變動對所得結論的影響及是否有任何跡象顯示管理層出現偏差；

Assessing impairment of intangible assets, property, plant and equipment and right-of-use assets (Continued)

評估無形資產、物業、廠房及設備及使用權資產耗損(續)

Refer to notes 14, 15 and 17 to the consolidated financial statements and the accounting policies in note 2.4. (Continued)

請參閱綜合財務報表附註14、15及17，以及附註2.4的會計政策。(續)

The Key Audit Matter

關鍵審核事項

We identified assessing impairment of intangible assets, property, plant and equipment and right-of-use assets as a key audit matter because of the significant management judgement and estimation required in making assumptions and estimations which are inherently uncertain and could be subject to management bias.

我們將評估無形資產、物業、廠房及設備及使用權資產耗損確定為關鍵審核事項，因為管理層需要作出重大判斷及估計。

How the matter was addressed in our audit

我們於審核中如何處理有關事項

- comparing the key assumptions included in the discounted cash flow forecasts prepared in the prior year with the current year's performance of each relevant CGU subject to impairment assessment and making enquiries of management as to the reasons for any significant variations identified, to assess whether the judgement made by management in the preparation of the discounted cash flow forecasts in the prior year indicated possible management bias; and
- 比較上年度編製的貼現現金流量預測所包括的主要假設與須進行耗損評估的各相關現金產生單位的本年度表現，並向管理層查詢任何已識別重大差異的原因，以評估管理層於上年度編製貼現現金流量預測時作出的判斷是否顯示管理層可能出現偏差；及
- assessing the reasonableness of the disclosures in the consolidated financial statements in respect of management's impairment assessment with reference to the requirements of the prevailing accounting standards.
- 參照現行會計準則的規定，評估綜合財務報表中有關管理層耗損評估的披露是否合理。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS REPORT THEREON

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

綜合財務報表及其核數師報告以外的資料

董事須對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式之保證結論。

關於我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所知悉的情況存在重大抵觸或者似乎存在重大錯誤陳述。

基於我們已執行之工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈的「香港財務報告準則」及香港公司條例的披露規定編製真實而公平之綜合財務報表，並負責其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制。

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

The directors are assisted by the Audit and Risk Management 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional 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.

審核及風險管理委員會協助董事履行職責，監督貴集團之財務申報流程。

核數師就審核綜合財務報表須承擔之責任

我們的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並發出包括我們意見在內的核數師報告。本報告僅向閣下(作為整體)作出，除此之外別無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照「香港審計準則」進行之審核總能發現存在某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期該等陳述單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以處理這些風險，以及獲取充足和適當的審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述之風險高於未能發現因錯誤而導致的重大錯誤陳述之風險。
- 了解與審核相關之內部控制，以設計適當之審核程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 評價董事所採用會計政策的合適性及所作出會計估計及相關披露的合理性。
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論乃基於核數師報告日期止所取得之審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 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.
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公平地反映相關交易及事項。
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.
- 計劃和執行集團審計，以就貴集團內實體或業務單位的財務信息充足、適當的審計憑證，作為對集團財務報表形成意見的基礎。我們負責就集團審計目的而執行的審計工作的指導、監督和覆核。我們對審計意見承擔全部責任。

We communicate with the Audit and Risk Management 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.

我們與審核及風險管理委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現(包括我們於審核中識別出內部監控的任何重大缺陷)進行溝通。

Independent Auditor's Report 獨立核數師報告

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

From the matters communicated with the Audit and Risk Management 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 Lee Ka Nang.

我們亦向審核及風險管理委員會提交聲明，表明我們已符合有關獨立性之相關道德要求，並與彼等溝通有可能合理地被認為影響我們獨立性的所有關係及其他事項，以及為消除威脅而採取的行動或所採用的防範措施(如適用)。

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

出具本獨立核數師報告的審核項目合夥人為李家能。

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
18 March 2025

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓
二零二五年三月十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
		Notes 附註		
REVENUE	收益	5	6,976,892	7,416,973
Direct costs and operating expenses	直接成本及經營費用		(5,517,037)	(5,821,730)
Gross profit	毛利		1,459,855	1,595,243
Other revenue	其他收益	6	352,589	279,854
Other losses, net	其他虧損淨額	6	(60,610)	(86,532)
Impairment of goodwill, intangible assets, property, plant and equipment and right- of-use assets	商譽、無形資產、 物業、廠房及設備及 使用權資產耗損		(1,174,936)	(655,653)
Administrative expenses	行政費用		(481,838)	(649,039)
Finance costs	財務費用	7	(769,793)	(824,825)
Share of (losses)/profits of associates	所佔聯營公司(虧損)/ 盈利		(5,135)	895
Share of profits of joint ventures	所佔合營企業盈利		689	769
LOSS BEFORE TAX	除稅前虧損	8	(679,179)	(339,288)
Income tax credit	所得稅抵免	11	173,691	37,457
LOSS FOR THE YEAR	本年度虧損		(505,488)	(301,831)
ATTRIBUTABLE TO:	應佔部分：			
Equity shareholders of the Company	本公司權益股東		(415,382)	(301,711)
Holder of perpetual medium-term notes	永續中期票據持有人	30	34,001	36,285
Non-controlling interests	非控股權益		(124,107)	(36,405)
			(505,488)	(301,831)
LOSS PER SHARE ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY	本公司權益股東應佔 每股虧損	13		
Basic and diluted (HK cents)	基本及攤薄(港仙)		(20.10)	(14.60)

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
LOSS FOR THE YEAR	本年度虧損	(505,488)	(301,831)
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益之其他全面收益：		
Changes in fair value of debtors at fair value through other comprehensive income, net of tax	按公允值計入其他全面收益的應收賬款的公允值變動，扣除稅項	(958,328)	(290,412)
Exchange differences on translation of financial statements of entities outside Hong Kong, net of nil tax	換算香港境外實體財務報表產生之匯兌差額，扣除零稅項		
— Subsidiaries	— 附屬公司	(256,927)	(466,523)
— Associates	— 聯營公司	(3,684)	(6,370)
— Joint ventures	— 合營企業	(404)	(2,287)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	本年度其他全面收益，扣除稅項	(1,219,343)	(765,592)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收益總額	(1,724,831)	(1,067,423)
ATTRIBUTABLE TO:	應佔部分：		
Equity shareholders of the Company	本公司權益股東	(1,632,463)	(1,058,943)
Holders of perpetual medium-term notes	永續中期票據持有人	34,001	36,285
Non-controlling interests	非控股權益	(126,369)	(44,765)
		(1,724,831)	(1,067,423)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2024 於二零二四年十二月三十一日

			2024	2023
		Notes	二零二四年	二零二三年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	4,113,959	4,579,981
Right-of-use assets	使用權資產	15(a)	418,482	529,606
Goodwill	商譽	16	65,681	130,651
Intangible assets	無形資產	17	11,636,066	12,820,119
Interests in joint ventures	合營企業權益	18	32,191	31,906
Interests in associates	聯營公司權益	19	225,590	234,408
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	22	348,537	391,012
Contract assets	合約資產	21	6,114,112	6,357,849
Deferred tax assets	遞延稅項資產	27	460,248	198,495
Total non-current assets	非流動資產總額		23,414,866	25,274,027
CURRENT ASSETS	流動資產			
Inventories	存貨	20	377,812	364,659
Debtors, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項	22	6,984,231	8,464,079
Contract assets	合約資產	21	3,878,841	3,270,503
Tax recoverable	可收回稅項		2,135	5,373
Pledged bank deposits	已抵押銀行存款	23	13,981	47,361
Deposits with banks	銀行存款	23	24,084	22,844
Cash and cash equivalents	現金及現金等價物	23	1,635,651	2,308,578
Total current assets	流動資產總額		12,916,735	14,483,397
CURRENT LIABILITIES	流動負債			
Creditors, other payables and accrued expenses	應付賬款、其他應付款項及應計費用	24	2,497,415	2,655,805
Interest-bearing bank and other borrowings	計息銀行及其他借貸	25	7,718,360	10,213,907
Lease liabilities	租賃負債	15(b)	2,890	4,080
Tax payables	應付稅項		79,363	69,897
Total current liabilities	流動負債總額		10,298,028	12,943,689

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2024 於二零二四年十二月三十一日

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
		Notes 附註		
NET CURRENT ASSETS	流動資產淨額		2,618,707	1,539,708
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		26,033,573	26,813,735
NON-CURRENT LIABILITIES	非流動負債			
Other payables	其他應付款項	24	218,893	177,754
Interest-bearing bank and other borrowings	計息銀行及其他借貸	25	13,281,792	12,917,853
Lease liabilities	租賃負債	15(b)	18,894	22,015
Deferred tax liabilities	遞延稅項負債	27	851,694	1,339,774
Total non-current liabilities	非流動負債總額		14,371,273	14,457,396
NET ASSETS	資產淨額		11,662,300	12,356,339
EQUITY	權益			
Share capital	股本	28	1,608,029	1,608,029
Reserves	儲備	29	8,001,810	9,663,198
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		9,609,839	11,271,227
Perpetual medium-term notes	永續中期票據	30	1,900,700	806,982
Non-controlling interests	非控股權益		151,761	278,130
TOTAL EQUITY	權益總額		11,662,300	12,356,339

ZHU Fugang
朱福剛
Director
董事

WANG Dianer
王殿二
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔										
		Share capital	Share premium	Exchange reserve	Fair value reserve	Other reserve	Reserve fund	Retained profits	Total	Perpetual medium-term notes	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	公允價值儲備	其他儲備	儲備金	保留盈利	總額	中期票據	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2024	於二零二四年一月一日	1,608,029	3,485,457*	(1,283,990)*	(355,794)*	(11,588)*	584,271*	7,244,842*	11,271,227	806,982	278,130	12,356,339
Profit/(loss) for the year	本年度盈利/(虧損)	-	-	-	-	-	-	(415,382)	(415,382)	34,001	(124,107)	(505,488)
Other comprehensive income for the year:	本年度其他全面收益：											
Changes in fair value of debtors at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的應收賬款的公允價值變動，扣除稅項	-	-	-	(958,328)	-	-	-	(958,328)	-	-	(958,328)
Exchange differences on translation of financial statements of entities outside Hong Kong, net of nil tax	換算香港境外實體財務報表產生之匯兌差額，扣除零稅項											
- Subsidiaries	- 附屬公司	-	-	(254,665)	-	-	-	-	(254,665)	-	(2,262)	(256,927)
- Associates	- 聯營公司	-	-	(3,684)	-	-	-	-	(3,684)	-	-	(3,684)
- Joint ventures	- 合營企業	-	-	(404)	-	-	-	-	(404)	-	-	(404)
Total comprehensive income for the year	本年度全面收益總額	-	-	(258,753)	(958,328)	-	-	(415,382)	(1,632,463)	34,001	(126,369)	(1,724,831)
Issuance of perpetual medium-term notes	發行永續中期票據	30	-	-	-	-	-	-	-	1,084,935	-	1,084,935
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人作出之分派	30	-	-	-	-	-	-	-	(25,218)	-	(25,218)
2024 interim dividend	二零二四年度中期股息	12	(28,925)	-	-	-	-	-	(28,925)	-	-	(28,925)
Transfer to reserve fund	轉撥至儲備金	-	-	-	-	-	90,205	(90,205)	-	-	-	-
At 31 December 2024	於二零二四年十二月三十一日	1,608,029	3,456,532*	(1,542,743)*	(1,314,122)*	(11,588)*	674,476*	6,739,255*	9,609,839	1,900,700	151,761	11,662,300

* These reserve accounts comprise the consolidated reserves of HK\$8,001,810,000 as at 31 December 2024 (2023: HK\$9,663,198,000) in the consolidated statement of financial position.

* 該等儲備賬包括於二零二四年十二月三十一日之綜合財務狀況表之綜合儲備港幣8,001,810,000元(二零二三年：港幣9,663,198,000元)。

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔								Perpetual medium-term notes 永續 中期票據	Non- controlling interests 非控股 權益	Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Exchange reserve 匯兌儲備	Fair value reserve 公允價值 儲備	Other reserve 其他儲備	Reserve fund 儲備金	Retained profits 保留盈利	Total			
Notes 附註		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2023	於二零二三年一月一日	1,608,029	3,537,109	(817,170)	(65,382)	(8,615)	503,344	7,627,480	12,384,795	806,982	342,508	13,534,285
Profit/(loss) for the year	本年度盈利/(虧損)	—	—	—	—	—	—	(301,711)	(301,711)	36,285	(36,405)	(301,831)
Other comprehensive income for the year:	本年度其他全面收益：											
Changes in fair value of debtors at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的應收賬款的公允價值變動，扣除稅項	—	—	—	(290,412)	—	—	—	(290,412)	—	—	(290,412)
Exchange differences on translation of financial statements of entities outside Hong Kong, net of nil tax	換算香港境外實體財務報表產生之匯兌差額，扣除零稅項											
— Subsidiaries	— 附屬公司	—	—	(458,163)	—	—	—	—	(458,163)	—	(8,360)	(466,523)
— Associates	— 聯營公司	—	—	(6,370)	—	—	—	—	(6,370)	—	—	(6,370)
— Joint ventures	— 合營企業	—	—	(2,287)	—	—	—	—	(2,287)	—	—	(2,287)
Total comprehensive income for the year	本年度全面收益總額	—	—	(466,820)	(290,412)	—	—	(301,711)	(1,058,943)	36,285	(44,765)	(1,067,423)
Acquisition of non-controlling interests	收購非控股權益	—	—	—	—	(2,973)	—	—	(2,973)	—	(19,613)	(22,586)
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人作出之分派	30	—	—	—	—	—	—	—	(36,285)	—	(36,285)
2023 interim dividend	二零二三年度中期股息	12	(51,652)	—	—	—	—	—	(51,652)	—	—	(51,652)
Transfer to reserve fund	轉撥至儲備金	—	—	—	—	—	80,927	(80,927)	—	—	—	—
At 31 December 2023	於二零二三年十二月三十一日	1,608,029	3,485,457*	(1,283,990)*	(355,794)*	(11,588)*	584,271*	7,244,842*	11,271,227	806,982	278,130	12,356,339

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
	Notes 附註			
OPERATING ACTIVITIES		經營活動		
Loss before tax		除稅前虧損	(679,179)	(339,288)
Adjustments for:		經調整：		
Depreciation of property, plant and equipment		物業、廠房及設備折舊	290,501	316,612
Depreciation of right-of-use assets	8	使用權資產折舊	23,205	22,939
Amortisation of intangible assets	8	無形資產攤銷	589,827	628,421
Impairment losses of goodwill	8	商譽耗損虧損	63,697	—
Impairment losses of items of property, plant and equipment	8	物業、廠房及設備項目耗損虧損	449,734	380,086
Impairment losses of right-of-use assets	8	使用權資產耗損虧損	82,825	65,423
Impairment losses of intangible assets	8	無形資產耗損虧損	578,680	210,144
Credit losses of debtors and contract assets	8	應收賬款及合約資產信貸虧損	12,152	86,569
Credit losses of amount due from a joint venture	8	應收一間合營企業款項信貸虧損	48,403	—
Write-down of inventories to net realisable value	8	存貨撇減至可變現淨值	—	35,405
Finance costs	7	財務費用	769,793	824,825
Interest income	6	利息收入	(21,758)	(23,113)
Loss/(gain) on disposal of property, plant and equipment	6	出售物業、廠房及設備之虧損／(收益)	55	(37)
Share of losses/(profits) of associates	19	所佔聯營公司虧損／(盈利)	5,135	(895)
Share of profits of joint ventures	18	所佔合營企業盈利	(689)	(769)
Effect of foreign exchange rates changes, net		外匯匯率變動之影響淨額	(6,880)	12,607
			2,205,501	2,218,929
Increase in inventories		存貨增加	(19,232)	(32,027)
Increase in debtors, other receivables, deposits and prepayments		應收賬款、其他應收款項、按金及預付款項增加	(50,717)	(1,978,324)
Increase in contract assets		合約資產增加	(507,992)	(304,566)
Decrease/(increase) in creditors, other payables and accrued expenses		應付賬款、其他應付款項及應計費用減少／(增加)	(89,678)	59,841

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

	Notes 附註	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cash generated from/(used in) operations	經營所得/(所用)之現金	1,537,882	(36,147)
Interest received	已收利息	21,758	23,113
People's Republic of China ("PRC") income tax paid	已付中華人民共和國(「中國」)所得稅	(89,355)	(112,569)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)之現金淨額	1,470,285	(125,603)
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(420,043)	(505,957)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	35,045	167
Additions to intangible assets	增置無形資產	(177,068)	(855,431)
Acquisition of non-controlling interests	收購非控股權益	—	(22,586)
Decrease in deposits with banks	銀行存款減少	(1,626)	(1)
Net cash used in investing activities	投資活動所用之現金淨額	(563,692)	(1,383,808)
FINANCING ACTIVITIES	融資活動		
New bank loans	新增銀行貸款	5,293,184	9,237,319
Proceeds from issuance of medium-term notes	發行中期票據所得款項	2,145,924	2,201,071
Payment of transaction costs on issuance of medium-term notes	支付發行中期票據之交易成本	(10,830)	(5,578)
Proceeds from issuance of perpetual medium-term notes	發行永續中期票據所得款項	1,088,200	—
Payment of transaction costs on issuance of perpetual medium-term notes	支付發行永續中期票據之交易成本	(3,265)	—
Repayment of bank loans	償還銀行貸款	(9,041,417)	(7,673,425)
Repayment of medium-term notes	償還中期票據	(224,784)	(907,248)
Decrease in pledged bank deposits	已抵押銀行存款減少	33,046	26,133
(Increase)/decrease in amounts due from fellow subsidiaries	應收同系附屬公司款項(增加)/減少	(12,477)	242
Increase in amounts due from joint ventures	應收合營企業款項增加	(16,235)	(6,604)
Increase in amount to an associate	應付一間聯營公司款項增加	3,413	—
Increase/(decrease) in amounts due to non-controlling interests	應付非控股權益款項增加/(減少)	1,283	(1,118)
Dividends paid to equity shareholders of the Company	已向本公司權益股東派付之股息	(28,925)	(51,652)
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人分派	(25,368)	(26,803)
Principal portion of lease payments	租賃付款之本金部分	(4,076)	(3,866)
Interest portion of lease payments	租賃付款之利息部分	(944)	(1,067)
Interest paid	已付利息	(747,581)	(815,975)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金流量淨額		(1,550,852)	1,971,429
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額		(644,259)	462,018
Cash and cash equivalents at beginning of year	年初之現金及現金等價物		2,308,578	1,904,785
Effect of foreign exchange rates changes, net	外匯匯率變動之影響淨額		(28,668)	(58,225)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等價物	23	1,635,651	2,308,578
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	23	1,602,969	2,012,696
Non-pledged bank deposits with original maturity of less than three months when acquired	於取得時原到期日少於三個月之無抵押銀行存款		32,682	295,882
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所示之現金及現金等價物		1,635,651	2,308,578

Notes to the Financial Statements 財務報表附註

1. CORPORATE AND GROUP INFORMATION

China Everbright Greentech Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

During the year, the principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are construction, integrated biomass utilisation project operation (biomass direct combustion power generation projects, biomass heat supply project, biomass electricity and heat cogeneration projects, waste-to-energy projects and integrated biomass and waste-to-energy projects), hazardous and solid waste treatment project operation (hazardous waste landfill projects, hazardous waste incineration projects, general industrial solid waste electricity and heat cogeneration projects and physicochemical and resources recycling projects), environmental remediation project operation and solar energy and wind power project operation (solar energy projects and wind power projects).

The immediate holding company of the Company is China Everbright Green Holdings Limited, a limited liability company incorporated in the British Virgin Islands. In the opinion of the directors, the ultimate holding entity of the Company is China Investment Corporation, an entity established in the PRC.

1. 公司及集團資料

中國光大綠色環保有限公司(「本公司」)為一家於開曼群島註冊成立之有限公司。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

年內，本公司及其附屬公司(統稱「本集團」)之主要業務為建造、生物質綜合利用項目運營(生物質直燃發電項目、生物質供熱項目、生物質熱電聯供項目、垃圾發電項目以及生物質及垃圾發電一體化項目)、危廢及固廢處置項目運營(危廢填埋項目、危廢焚燒項目、一般工業固廢熱電聯供項目和物化及資源化利用項目)、環境修復項目運營及光伏發電及風電項目運營(光伏發電項目及風電項目)。

本公司之直接控股公司為中國光大綠色控股有限公司，其為於英屬維爾京群島註冊成立之有限責任公司。董事認為，本公司之最終控股實體為中國投資有限責任公司，其為於中國成立之實體。

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain debtors which have been measured at fair value. These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2. 會計政策

2.1 編製基準

此等綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例之披露規定而編製。此等綜合財務報表已根據歷史成本慣例編製，除若干已按公允值計量的應收賬款外。此等綜合財務報表乃以港幣呈列，除另有指明外，所有數值均調整至最接近的千位數。

綜合基準

綜合財務報表包括本集團截至二零二四年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團對被投資公司之業務之浮動回報承擔風險或享有權利以及能透過運用其對被投資公司的控制權(即本集團當時獲賦予可主導被投資公司相關活動之現有權利)影響該等回報時，即屬取得控制權。

2. ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Basis of consolidation (Continued)

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2. 會計政策(續)

2.1 編製基準(續)

綜合基準(續)

倘本公司於被投資公司擁有之投票權或類似權利未能佔大多數，則通常，假設大多數表決權導致控制。本集團於評估其是否擁有支配被投資公司之權力時，會考慮一切相關事實及情況，包括：

- (a) 與被投資公司其他投票權持有人訂立之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表按本公司相同之報告期間使用一致之會計政策編製。附屬公司之業績自本集團取得控制權當日起綜合入賬，並一直綜合入賬，直至有關控制權終止之日為止。

損益及其他全面收益之各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦然。所有集團內公司間之資產與負債、權益、收入、支出以及與本集團成員公司之間的交易有關的現金流量均於綜合賬目時悉數抵銷。

2. ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in accounting policies

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

- Amendments to HKAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current* (“2020 amendments”) and amendments to HKAS 1, *Presentation of financial statements – Non-current liabilities with covenants* (“2022 amendments”)
- Amendments to HKFRS 16, *Leases – Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

2. 會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

倘事實及情況顯示上述三項控制權因素其中一項或多項有變，屆時本集團便會重新評估其是否仍然控制被投資公司。附屬公司擁有權權益之變動（並無失去控制權）於入賬時列作權益交易。

倘本集團失去一家附屬公司之控制權，便會終止確認相關資產（包括商譽）、負債、任何非控股權益及匯兌儲備；及確認任何仍然保留之投資之公允值及損益表所列任何因此產生之盈餘或虧絀。本集團所佔原先於其他全面收益確認之部分會按假若本集團直接出售相關資產或負債而須依據之同一基準重新分類至損益或保留盈利（視何者適用）。

2.2 會計政策變動

本集團已於本會計期間之此等財務報表應用下列由香港會計師公會頒佈之香港財務報告準則之修訂：

- 香港會計準則第1號之修訂，呈列財務報表 – 負債分類為流動或非流動（「二零二零年修訂」）及香港會計準則第1號之修訂，呈列財務報表 – 附帶契諾的非流動負債（「二零二二年修訂」）
- 香港財務報告準則第16號之修訂，租賃 – 售後租回中的租賃負債
- 香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號，金融工具：披露 – 供應商融資安排

2. ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKAS 1, Presentation of financial statements (the 2020 and 2022 amendments, collectively the "HKAS 1 amendments")

The HKAS 1 amendments impact the classification of a liability as current or non-current, and have been 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 HKAS 1 amendments do not have a material impact on the Group's financial statements.

2. 會計政策(續)

2.2 會計政策變動(續)

本集團並無應用任何於本會計期間尚未生效之新訂準則或詮釋。採納經修訂香港財務報告準則之影響載述如下：

香港會計準則第1號之修訂，呈列財務報表(二零二零年及二零二二年修訂，統稱為「香港會計準則第1號修訂」)

香港會計準則第1號修訂影響負債分類為流動或非流動，並已作為整個系列追溯應用。

二零二零年修訂主要澄清可以其本身權益工具結算之負債分類。倘負債具有可由對手方選擇透過轉讓實體本身之權益工具進行結清之條款及轉換選擇權作為權益工具入賬，該等條款不會影響負債分類為流動或非流動。否則，權益工具之轉讓將構成償還負債及影響分類。

二零二二年修訂規定實體須於報告日期後遵守之條件不會影響負債分類為流動或非流動。然而，該實體須披露有關非流動負債(須遵守有關條件)的資料。

香港會計準則第1號修訂並無對本集團財務報表造成重大影響。

2. ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Amendments to HKFRS 16, Leases – Lease liability in a sale and leaseback

The amendments clarify how an entity accounts for a sale and leaseback after the date of the transaction. The amendments require the seller-lessee to apply the general requirements for subsequent accounting of the lease liability in such a way that it does not recognise any gain or loss relating to the right of use it retains. A seller-lessee is required to apply the amendments retrospectively to sale and leaseback transactions entered into after the date of initial application. The amendments do not have a material impact on these financial statements as the Group has not entered into any sale and leaseback transactions.

Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial instruments: disclosures – Supplier finance arrangements

The amendments introduce new disclosure requirements to enhance transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments do not have a material impact on the Group's financial statements.

2. 會計政策 (續)

2.2 會計政策變動 (續)

香港財務報告準則第16號之修訂，租賃 – 售後租回中的租賃負債

該等修訂澄清實體於交易日後對售後租回之會計處理。該等修訂規定賣方承租人須應用有關租賃負債後續會計處理之一般規定，即不會確認與其保留之使用權有關的任何收益或虧損。於首次應用日期後，賣方承租人須就售後租回交易追溯應用該等修訂本。由於本集團並無訂立任何售後租回交易，該等修訂對該等財務報表並無造成重大影響。

香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號，金融工具：披露 – 供應商融資安排

該等修訂引入新披露規定，以提高供應商融資安排之透明度以及其對實體之負債、現金流量及流動資金風險之影響。該等修訂並無對本集團財務報表造成重大影響。

2. ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong financial reporting standards

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these 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 21, <i>The effects of changes in foreign exchange rates – Lack of exchangeability</i>	1 January 2025
Amendments to HKFRS 9, <i>Financial instruments</i> and HKFRS 7, <i>Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i>	1 January 2026
Annual improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
HKFRS 18, <i>Presentation and disclosure in financial statements</i>	1 January 2027
HKFRS 19, <i>Subsidiaries without public accountability: disclosures</i>	1 January 2027

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.

2. 會計政策(續)

2.3 已頒佈但尚未生效之香港財務報告準則

截至發出此等財務報表日期，香港會計師公會已頒佈一系列新訂或經修訂準則，有關準則於截至二零二四年十二月三十一日止年度尚未生效，且尚未於此等財務報表中採納。以下為可能與本集團相關的該等變動。

	於以下日期或之後開始之 會計期間生效
香港會計準則第21號之 修訂， <i>外幣匯率變 動之影響 – 缺乏可兌換性</i>	二零二五年 一月一日
香港財務報告準則 第9號， <i>金融工具及 香港財務報告 準則第7號， 金融工具：披露之修 訂 – 金融工具分類 及計量之修訂</i>	二零二六年 一月一日
香港財務報告準則會計 準則之年度改進 – 第11冊	二零二六年 一月一日
香港財務報告準則 第18號， <i>財務報表 之呈列及披露</i>	二零二七年 一月一日
香港財務報告準則 第19號， <i>非公共 受託責任之附屬 公司：披露</i>	二零二七年 一月一日

本集團現正在評估該等變動於首次採用期間預期產生之影響。本集團目前認為，採納該等調整不太可能對綜合財務報表造成重大影響。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

2. 會計政策(續)

2.4 重大會計政策

於聯營公司及合營企業之投資

聯營公司為本集團於其中擁有長期權益(一般不少於20%股本投票權)，並對其有重大影響力之實體。重大影響力為參與被投資公司財務及經營政策決定之權力，惟並非控制或共同控制該等政策。

合營企業為一項合營安排，對安排擁有共同控制權之訂約方據此對合營企業之淨資產擁有權利。共同控制指按照合約協定對一項安排所共有之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於聯營公司及合營企業之投資乃按權益會計法，以本集團應佔淨資產減任何耗損虧損於綜合財務狀況表內列賬。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments in associates and joint ventures (Continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and the consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other case, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2. 會計政策(續)

2.4 重大會計政策(續)

於聯營公司及合營企業之投資(續)

本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合全面收益表。此外，倘直接確認於聯營公司或合營企業的權益發生變化，本集團將於綜合權益變動表(如適用)確認變化的相應份額。本集團與其聯營公司或合營企業之間交易所產生的未變現損益按本集團於聯營公司或合營企業的投資對銷，惟如未變現虧損可證明已轉讓資產出現耗損則除外。收購聯營公司或合營企業所產生之商譽計入本集團於聯營公司或合營企業之投資的一部分。

倘於聯營公司之投資成為於合營企業之投資(反之亦然)，保留權益不獲重新計量。取而代之，投資繼續以權益法入賬。於所有其他情況下，於失去對聯營公司之重大影響力或對合營企業之共同控制權時，本集團會按公允值計量並確認任何保留投資。於失去重大影響力或共同控制權時，聯營公司或合營企業之賬面值與保留投資公允值及出售所得款項之任何差額於損益中確認。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

2. 會計政策 (續)

2.4 重大會計政策 (續)

業務合併及商譽

業務合併採用收購法入賬。所轉讓之代價乃按收購日期之公允值計量，而公允值乃指本集團轉讓之資產、本集團向被收購方之前度擁有人承擔之負債及本集團發行以換取被收購方控制權之股本權益於收購日期的公允值的總和。就各業務合併而言，本集團選擇按公允值或所佔被收購方可辨別資產淨值的權益比例計量於被收購方的非控股權益。非控股權益的其他所有成分均按公允值計量。所產生的收購相關成本計入費用。

倘活動及資產收購集合包括合共對創造產出的能力作出重大貢獻的投入及實質性過程，本集團釐定其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、收購日期的經濟環境及相關條件，評估將承擔的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方訂立的主合約的嵌入式衍生工具進行分離。

倘若業務合併分階段完成，則本集團以往持有之股權按收購日期之公允值重新計算，並將因此而產生之收益或虧損計入損益。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2. 會計政策(續)

2.4 重大會計政策(續)

業務合併及商譽(續)

任何將由收購方轉讓之或然代價按公允值於收購日期確認。或然代價(分類為資產或負債)按公允值計量，而公允值變動於損益確認。分類作權益之或然代價不會重新計量，其後結算乃於權益入賬。

商譽初步按成本計量，即所轉讓總代價、非控股權益確認的金額及本集團過往持有被收購方股權之公允值的總額，超出所收購可辨別資產淨值及所承擔負債之差額。如總代價與其他項目的總和低於所收購資產淨值之公允值，於重新評估後的差額將於損益中確認為議價購買之收益。

於初始確認後，商譽按成本減任何累計耗損虧損列賬。商譽會每年進行耗損測試或於發生事件或情況變動顯示賬面值可能耗損時會更頻密地進行耗損測試。本集團於十二月三十一日進行商譽之年度耗損測試。於進行耗損測試時，業務合併中收購之商譽由收購日期起分配至預期可透過合併的協同效益獲利的各現金產生單位或一組現金產生單位，而不論本集團有否其他資產或負債已分配至該等單位或單位組別。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2. 會計政策 (續)

2.4 重大會計政策 (續)

業務合併及商譽 (續)

耗損乃透過評估商譽有關之現金產生單位(一組現金產生單位)之可收回金額釐定。倘現金產生單位(一組現金產生單位)之可收回金額低於賬面值，則確認耗損虧損。就商譽確認之耗損虧損不會於其後期間撥回。

倘商譽被分配至現金產生單位(或一組現金產生單位)，而該單位部分業務被出售，則於釐定出售損益時，所出售業務之相關商譽將計入業務之賬面值。在該等情況下，出售之商譽根據所出售業務之相關價值及所保留現金產生單位部分計量。

公允值計量

公允值為市場參與者間於計量日期進行的有序交易中，出售資產所收取或轉讓負債所支付之價格。公允值根據出售資產或轉讓負債的交易於該資產或負債的主要市場，或在無主要市場的情況下，則於對該資產或負債最有利的市場進行之假設計量。本集團必須可於該主要市場或最有利市場進行交易。資產或負債的公允值乃採用市場參與者為資產或負債定價時所用的假設計量，即假設市場參與者按其最佳經濟利益行事。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | — | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

2. 會計政策(續)

2.4 重大會計政策(續)

公允值計量(續)

非金融資產的公允值計量會計及市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

本集團採用在各情況下適當的估值技術，而其有足夠數據以計量公允值，以盡量使用相關可觀察輸入數據及盡量避免使用不可觀察輸入數據。

所有於財務報表中計量或披露公允值的資產及負債，乃按對整體公允值計量而言屬重大的最低層級輸入數據根據下述的公允值層級分類：

- | | | |
|-----|---|---|
| 第一級 | — | 基於相同資產或負債於活躍市場之報價(未經調整) |
| 第二級 | — | 基於估值技術，其所使用之對公允值計量而言屬重大之最低層級輸入數據乃為直接或間接觀察所得 |
| 第三級 | — | 基於估值技術，其所使用之對公允值計量而言屬重大之最低層級輸入數據乃不可觀察 |

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value-in-use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2. 會計政策 (續)

2.4 重大會計政策 (續)

公允值計量 (續)

就於財務報表內按經常性基準確認的資產及負債而言，本集團於各報告期末按對整體公允值計量而言屬重大的最低級別輸入值重新評估分類，以釐定層級內各等級之間是否出現轉撥。

非金融資產耗損

除存貨、合約資產、遞延稅項資產及金融資產外，倘資產出現任何耗損跡象或須進行每年測試耗損，將估計資產之可收回金額。資產之可收回金額乃按資產或現金產生單位之使用價值與公允值減出售成本兩者中之較高者計算，而個別資產須分開計算，惟倘資產並不產生明顯獨立於其他資產或資產組別之現金流入，則就資產所屬現金產生單位釐定可收回金額。於測試現金產生單位的耗損時，倘公司資產（如總部大樓）的一部分賬面值可按合理及一致基準予以分配，則其可分配予個別現金產生單位，否則將分配至最小組別的現金產生單位。

僅在資產賬面值超出其可收回金額之情況下，方會確認耗損虧損。在評估使用價值時，估計日後現金流量乃使用除稅前貼現率貼現至現值，而該貼現率須能反映市場現行對款項的時間價值及資產獨有風險之評估。耗損虧損於其產生期間自損益表中扣除，並計入與耗損資產之功能一致之有關費用類別內。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises. An impairment loss in respect of goodwill is not reversed.

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 of a parent of the Group;

2. 會計政策(續)

2.4 重大會計政策(續)

非金融資產耗損(續)

於各報告期末，將評估有否跡象顯示早前確認之耗損虧損可能不再存在或已減少。倘出現有關跡象，則估計可收回金額。早前就商譽以外資產確認之耗損虧損，僅在用以釐定該資產可收回金額之估計出現變動時方會撥回，然而，有關金額不得高於倘於過往年度並無就資產確認耗損虧損而應釐定之賬面值(扣除任何折舊／攤銷)。撥回有關耗損虧損於產生期間計入損益表。並無撥回有關商譽之耗損虧損。

關聯人士

- (a) 倘屬以下人士，則該人士或其近親家庭成員與本集團有關聯：
- (i) 擁有本集團之控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員成員；

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Related parties (Continued)

- (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.
 - (ii) one entity is an associate or joint venture of the other entity (or of a member of a group of which of the other entity is a member).
 - (iii) the entity and the Group 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 parent of the Group.

2. 會計政策 (續)

2.4 重大會計政策 (續)

關聯人士 (續)

- (b) 倘符合下列任何條件，則某實體與本集團有關聯：
- (i) 該實體及本集團為同一集團之成員公司。
 - (ii) 其中一個實體為另一實體（為本集團成員公司或另一實體所屬集團之成員公司）之聯營公司或合營企業。
 - (iii) 該實體及本集團均為相同第三方之合營企業。
 - (iv) 其中一個實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 該實體為提供福利予本集團或本集團關聯實體僱員之僱員離職後福利計劃。
 - (vi) 該實體受(a)所識別之人士控制或共同控制。
 - (vii) 於(a)(i)所識別並對實體有重大影響力之人士，或是該實體（或該實體之母公司）之主要管理人員成員。
 - (viii) 實體或一家集團之任何成員公司（為集團之一部分）向本集團或本集團之母公司提供主要管理人員服務。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Property, plant and equipment and depreciation

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

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2. 會計政策(續)

2.4 重大會計政策(續)

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備乃按成本減累計折舊及任何耗損虧損入賬。物業、廠房及設備項目之成本包括其購買價及任何使其達至營運狀況及地點作擬定用途之直接應佔成本。

物業、廠房及設備項目投入運作後所產生之支出(例如維修保養)，一般於其產生期間在損益表中扣除。倘符合確認條件，則重大檢查支出會於資產賬面值中資本化作為置換。倘須定期置換物業、廠房及設備之重大部分，則本集團會將該等部分確認為有特定可使用年期之個別資產，並相應作出折舊。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Property, plant and equipment and depreciation (Continued)

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

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, from 20 to 50 years after the date of completion.
- Plant and machinery 5 to 25 years
- Leasehold improvements 10 years or over the remaining term of the lease, if shorter
- Other properties leased for own use carried at cost 3 to 22 years
- Furniture and fixtures 5 to 10 years
- Motor vehicles, electronic equipment and others 3 to 12 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2. 會計政策 (續)

2.4 重大會計政策 (續)

物業、廠房及設備以及折舊 (續)

物業、廠房及設備項目乃使用直線法按其估計可使用年期減去其估計剩餘價值(如有)以撇銷其成本值計算折舊，詳情如下：

- 位於租賃土地之上的樓宇乃按未屆滿租賃年期及估計可使用年期(即完工日期起計20至50年)(以較短者為準)計算折舊。
- 廠房及機器 5至25年
- 租賃物業裝修 10年或剩餘租賃年期(以較短者為準)
- 其他按成本計量之自用租賃物業 3至22年
- 傢俬及裝置 5至10年
- 汽車、電子設備及其他 3至12年

倘物業、廠房及設備項目各部分具有不同之可使用年期，則該項目之成本將合理分配至各部分，而各部分將個別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度年結日審閱，並作出調整(倘適用)。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Property, plant and equipment and depreciation (Continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2. 會計政策(續)

2.4 重大會計政策(續)

物業、廠房及設備以及折舊(續)

物業、廠房及設備項目(包括初始確認之任何重大部分)於出售時或預期日後使用或出售該項目不會產生經濟利益時終止確認。於資產終止確認之年度在損益表就出售或廢棄而確認之任何收益或虧損為有關資產出售所得款項淨額與賬面值間之差額。

在建工程按成本值減去任何耗損虧損列賬，且不予折舊。其在竣工及可投入使用時重新分類至物業、廠房及設備之合適類別。

投資物業

投資物業為持有以用於賺取租金收入及/或資本增值的土地及樓宇中的權益。該等物業初始按成本(包括交易成本)計量。於初始確認後，投資物業按能反映報告期末市場情況的公允值列賬。

投資物業公允值變動而產生之收益或虧損於產生年度計入損益表。

投資物業報廢或出售而產生之任何收益或虧損於報廢或出售年度在損益表確認。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

The following intangible assets are amortised from the date they are available for use and their estimated useful lives are as follows:

Integrated biomass utilisation project operating rights	30 to 50 years
Hazardous and solid waste treatment project operating rights	6 to 30 years
Licences	6 to 10 years
Technologies	8 years
Backlog contracts	2 years

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the intangible asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant intangible asset.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

2. 會計政策 (續)

2.4 重大會計政策 (續)

無形資產 (商譽除外)

個別收購所得之無形資產於初始確認時按成本值計量。於業務合併收購所得之無形資產之成本指收購當日之公允值。無形資產之可使用年期可評定為有限期或無限期。具有有限年期之無形資產其後於可使用經濟年期攤銷，並於無形資產可能出現耗損跡象時評估耗損。具有有限可使用年期之無形資產之攤銷期及攤銷方法至少須於各個財政年度年結日進行審閱。

下列無形資產自其可供使用日期起攤銷，而其估計可使用年期如下：

生物質綜合利用項目經營權	30至50年
危廢及固廢處置項目經營權	6至30年
牌照	6至10年
技術	8年
未完成合約	2年

無形資產於出售時或當預期日後使用或出售不會產生經濟利益時終止確認。於無形資產終止確認年度在損益表就出售或報廢而確認之任何收益或虧損為有關無形資產之出售所得款項淨額與賬面值之差額。

租賃

本集團會於合約開始時評估該合約是否屬租賃或包含租賃。倘合約透過轉易已識別資產在一段時間內的用途控制權來換取代價，該合約即屬租賃或包含租賃。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes 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. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	10 to 50 years
Buildings	3 to 30 years

2. 會計政策(續)

2.4 重大會計政策(續)

租賃(續)

本集團作為承租人

本集團對所有租賃採用單一確認及計量法，惟短期租賃及低價值資產租賃除外。本集團會確認作出租賃付款之租賃負債及使用權資產(即使用相關資產之權利)。

在包含租賃部分及非租賃部分之合約開始時或重新評估時，本集團應用可行權宜處理方法，不予分開非租賃部分，並把租賃部分及相關非租賃部分(例如物業租賃之物業管理服務)作為一個單一租賃部分入賬處理。

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減去任何累計折舊及任何耗損虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、初步已產生直接成本，以及於開始日期或之前已作出之租賃付款減去任何已收取之租賃獎勵。倘適用，使用權資產的成本亦包括拆除相關資產或復原相關資產或其所在的場地的成本估計。使用權資產按直線法於租期與有關資產之估計可使用年期(以較短者為準)計算折舊，詳情如下：

租賃土地	10至50年
樓宇	3至30年

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets (Continued)

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2. 會計政策 (續)

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產 (續)

如租賃資產擁有權會於租期結束時轉歸本集團，又或成本反映行使購買選擇權，便會使用有關資產之估計可使用年期計算折舊。

(b) 租賃負債

本集團於租賃開始日期按租期內須作出之租賃付款現值確認租賃負債。租賃付款包括定額付款(包括實質定額款項)減去任何應收租賃獎勵、取決於指數或利率之可變租賃付款以及預期根據剩餘價值擔保須予支付之金額。租賃付款亦包括合理確定本集團將予行使之購買選擇權之行使價及有關終止租賃之罰款(如租期反映本集團行使終止租賃選擇權)。並不取決於指數或利率之可變租賃付款在觸發付款之事件或情況發生之期間確認為開支。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2. 會計政策(續)

2.4 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債(續)

在計算租賃款項之現值時，由於租賃內含利率不易釐定，故此本集團使用租賃開始日期之遞增借貸利率計算。於開始日期後，租賃負債金額之增加反映利息之增長，其減少則關乎已作出之租賃付款。此外，倘出現修改、租期變動、租賃款項變動(如指數或利率變動導致未來租賃款項變動)或購買相關資產之選擇權之評估有變，便會重新計量租賃負債之賬面值。

(c) 短期租賃及低價值資產租賃

本集團對機器及設備短期租賃(即自開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)應用短期租賃確認豁免。其亦將低價值資產租賃確認豁免。

短期租賃及低價值資產租賃之租賃款項按直線法於租期內確認為開支。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through other comprehensive income.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of debtors that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Debtors that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2. 會計政策 (續)

2.4 重大會計政策 (續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類，其後按攤銷成本及按公允值計入其他全面收益計量。

金融資產於初始確認時之分類取決於有關金融資產之合約現金流量特徵及本集團管理有關金融資產之業務模式。除了並無重大融資成份之應收賬款或本集團已對其應用可行權宜處理方法不會就重大融資成份之影響作出調整之應收賬款外，本集團初步按公允值，加上（如為並非按公允值計入損益之金融資產）交易成本計量金融資產。並無重大融資成份之應收賬款或本集團已對其應用可行權宜處理方法之應收賬款會按照下文「收益確認」所載政策根據香港財務報告準則第15號釐定之交易價格計量。

就按攤銷成本或按公允值計入其他全面收益分類及計量之金融資產而言，其產生之現金流量必需為純粹就未償還本金而支付之本金及利息（「SPPI」）。如金融資產所產生之現金流量並非SPPI，則按公允值計入損益分類及計量，而不論其業務模式。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2. 會計政策(續)

2.4 重大會計政策(續)

投資及其他金融資產(續)

初始確認及計量(續)

本集團管理金融資產之業務模式指其管理旗下金融資產以產生現金流量之方法。業務模式決定現金流量是否來自收取合約現金流量、出售金融資產或同時來自兩者。按攤銷成本分類及計量之金融資產乃於特定業務模式內持有之金融資產，而持有有關金融資產之目的為收取合約現金流量，而按公允值計入其他全面收益分類及計量之金融資產則於旨在收取合約現金流量及出售之業務模式內持有。並非於上述業務模式內持有之金融資產按公允值計入損益分類及計量。

須按照市場一般設立之規定或慣例在一定期間內交付資產之金融資產買賣於交易日確認，即本集團承諾購買或出售該資產之日。

其後計量

金融資產之其後計量取決於其分類，現載列如下：

按攤銷成本計量之金融資產(債務工具)

按攤銷成本計量之金融資產其後按實際利息法計量，並須計提耗損。當終止確認或修訂有關資產或有關資產出現耗損時，便會在損益表確認盈虧。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets (Continued)

Financial assets at fair value through other comprehensive income (debt instruments)

For debtors at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2. 會計政策 (續)

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

按公允價值計入其他全面收益之金融資產 (債務工具)

對於按公允價值計入其他全面收益之應收賬款而言，利息收入、外匯重估及耗損虧損或轉撥於損益表確認，其計算方式與按攤銷成本計量之金融資產相同。餘下公允價值變動於其他全面收益確認。於終止確認時，於其他全面收益確認之累計公允價值變動轉撥至損益表。

終止確認金融資產

金融資產(或(倘適用)一項金融資產之一部分或一組類似金融資產之一部分)主要在下列情況下終止確認(即從本集團之綜合財務狀況表剔除):

- 自資產收取現金流量之權利已屆滿；或
- 本集團已轉讓自資產收取現金流量之權利，或承擔根據「轉手」安排在無重大延誤之情況下向第三方全數支付所收取現金流量之責任；且(a)本集團已轉讓資產之絕大部分風險及回報，或(b)本集團既無轉讓亦無保留資產之絕大部分風險及回報，惟已轉讓資產之控制權。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. 會計政策(續)

2.4 重大會計政策(續)

終止確認金融資產(續)

倘本集團已轉讓其可自資產收取現金流量之權利或已訂立轉手安排，便會評估是否保留資產擁有權之風險及回報及其程度。倘既無轉讓亦無保留資產之絕大部分風險及回報，亦無轉讓資產之控制權，則本集團按其持續參與之程度繼續確認已轉讓資產。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按能反映本集團所保留權利及責任之基準計量。

以擔保方式繼續參與已轉讓資產之參與程度，按該資產之原賬面值與本集團可能被要求償還之代價之最高金額(以較低者為準)計量。

金融資產之耗損

本集團就所有並非按公允值計入損益持有之債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期可收取之所有現金流量之間的差額，按原實際利率近似值貼現計算。預期現金流量將包括來自銷售所持有抵押品或其他信用增級之現金流量，此乃合約條款不可或缺之部分。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of financial assets (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

In certain cases, the Group may consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. 會計政策 (續)

2.4 重大會計政策 (續)

金融資產之耗損 (續)

一般處理方法

預期信貸虧損於兩個階段進行確認。對於自初始確認後並無大幅上升之信貸風險，將會就可能於未來十二個月內（十二個月預期信貸虧損）出現之違約事件所帶來之信貸虧損計提預期信貸虧損撥備。對於自初始確認後出現大幅上升之信貸風險，須就有關風險剩餘年期之預期信貸虧損計提虧損撥備，而不論違約於何時發生（全期預期信貸虧損）。

於各個報告日期，本集團會評估自首次確認以來金融工具之信貸風險有否大幅上升。在作出有關評估時，本集團會將有關金融工具於報告日期發生違約之風險，與有關金融工具於初始確認日期發生違約之風險作比較，並會考慮毋須付出不必要的成本或努力即可獲得之合理且有依據之資料（包括過往及具有前瞻性的資料）。

在若干情況下，如內部或外部資料顯示，本集團不可能悉數收取尚欠合約金額（在不計及其所持有之任何信用增級前），屆時本集團可能認為發生金融資產違約。在並無合理期望能收回合約現金流量時，便會撇銷金融資產。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Contract assets and financial assets other than debtors are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for contract assets that do not contain a significant financing component and debtors which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 會計政策(續)

2.4 重大會計政策(續)

金融資產之耗損(續)

一般處理方法(續)

應收賬款以外的合約資產及金融資產於一般方法下產生耗損，且在以下預期信貸虧損計量階段進行分類，惟不包含重大融資組成部分的合約資產及採用下文所述簡化處理方法的應收賬款除外。

- 第一階段 — 自初始確認後信貸風險並無大幅上升及虧損撥備按相當於十二個月預期信貸虧損金額計量之金融工具
- 第二階段 — 自初始確認後信貸風險出現大幅上升惟不屬出現信貸耗損之金融資產及虧損撥備按相當於全期預期信貸虧損金額計量之金融工具
- 第三階段 — 於報告日期已出現信貸耗損(並非購入或源生的信貸耗損)及虧損撥備按相當於全期預期信貸虧損金額計量之金融資產

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of financial assets (Continued)

Simplified approach

For debtors and contract assets that do not contain a significant financing component when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include creditors, other payables and accrued expenses, lease liabilities, amounts due to fellow subsidiaries and a non-controlling interest, and interest-bearing bank and other borrowings.

2. 會計政策 (續)

2.4 重大會計政策 (續)

金融資產之耗損 (續)

簡化處理方法

就並無重大融資成份且本集團已對其應用可行權宜處理方法不會就重大融資成份之影響作出調整之應收賬款及合約資產而言，本集團會應用簡化處理方法來計算預期信貸虧損。根據簡化處理方法，本集團不會追蹤信貸風險變動，惟會於各個報告日期根據全期預期信貸虧損確認虧損撥備。本集團已基於其過往信貸虧損經驗制定撥備矩陣，並因應與債務人及經濟環境相關並具有前瞻性之特定因素作出調整。

金融負債

初始確認及計量

金融負債於初始確認時分類為貸款及借貸或應付款項 (如適用)。

所有金融負債均於初始確認時按公允值確認，並 (就貸款及借貸以及應付款項而言) 經扣除直接應佔交易成本。

本集團的金融負債包括應收賬款、其他應付款項及應計費用、租賃負債、應付同系附屬公司及非控股權益款項以及計息銀行及其他借貸。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Financial liabilities (Continued)

Subsequent measurement

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2. 會計政策(續)

2.4 重大會計政策(續)

金融負債(續)

其後計量

於初始確認後，應付賬款及其他應付款項以及計息借貸其後以實際利率法按攤銷成本計量，但如貼現之影響並不重大則除外，在此情況下，則按成本值列賬。盈虧於負債終止確認時及於按實際利率法攤銷之過程中在損益表確認。

計算攤銷成本時會計及收購所產生之任何折讓或溢價，亦計及作為實際利率一部分之費用或成本。實際利率攤銷計入損益表之財務費用中。

終止確認金融負債

金融負債於負債項下之責任獲解除或取消或屆滿時終止確認。

如一項現有金融負債以來自同一貸款人而條款絕大部分不同之另一項金融負債取代，或現有負債之條款獲大幅修改，則有關轉換或修改會被當作終止確認原有負債及確認新負債處理，而兩者賬面值間之差額在損益表確認。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories, mainly comprise biomass fuel, spare parts and consumables used in the repairs and maintenance and are stated at cost less provision for obsolete. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred on disposal. When inventories are consumed, the carrying amount of these inventories is recognised as an expense in the statement of profit or loss.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2. 會計政策 (續)

2.4 重大會計政策 (續)

抵銷金融工具

倘現時可強制執行法定權利抵銷已確認金額及有意向以淨額結算，或同時變現資產及清償負債，金融資產與金融負債便可互相抵銷，並在財務狀況表呈報淨額。

存貨

存貨主要包括生物燃料、用於維修及保養之零件及消耗品及按成本減去滯銷存貨撥備列賬。成本值按加權平均基準計算。可變現淨值以估計售價減任何估計產生或處置成本為基礎。當存貨耗用時，該等存貨的賬面值於損益表內確認為開支。

現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭現金及銀行現金，以及通常於三個月內到期之短期高流動性存款，該等存款可在無重大價值轉變風險之前提下換算為已知現金數額並為履行短期現金承諾而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭現金及銀行現金，以及上文界定的短期存款，當中減去須按要求償還並構成本集團現金管理重要部分之銀行透支。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. 會計政策(續)

2.4 重大會計政策(續)

撥備

倘因過去事件導致目前存在(法律或推斷)責任,且日後很可能須流出資源以償付責任,便會確認撥備,惟必須可對責任涉及之金額作出可靠估計。

倘貼現影響重大,確認為撥備之金額為預期日後償付責任所須開支於報告期末之現值。隨著時間流逝產生之經貼現現值增加數額於損益表計入財務費用。

所得稅

所得稅包括即期及遞延稅項。於損益以外部分確認之項目之相關所得稅,會於損益以外部分確認,即於其他全面收益確認或直接於權益確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實際頒佈之稅率(及稅法),考慮到本集團業務所在國家當前之詮釋及慣例,以預期可自稅務機關收回或向稅務機關支付之金額計量。

遞延稅項乃使用負債法,就於報告期末資產及負債之稅基與其作財務申報用途之賬面值間所有暫時差異作出撥備。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

2. 會計政策 (續)

2.4 重大會計政策 (續)

所得稅 (續)

所有應課稅暫時差異均會確認遞延稅項負債，惟以下情況除外：

- 當遞延稅項負債因初始確認商譽或非業務合併交易之資產或負債而產生，且在進行交易時對會計盈利及應課稅損益均無影響，且不會產生相等應課稅及可扣減暫時差異；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差異而言，當暫時差異之撥回時間可予控制，且暫時差異於可見將來不可能撥回。

所有可扣減暫時差異以及結轉未動用稅項抵免及任何未動用稅項虧損，均會確認遞延稅項資產。倘很可能取得應課稅盈利而令可扣減暫時差異、結轉未動用稅項抵免及未動用稅項虧損得以運用，便會確認遞延稅項資產，惟於以下情況除外：

- 倘遞延稅項資產與因初始確認一項並非業務合併之交易資產或負債而產生之可扣減暫時差異有關，而在進行交易時遞延稅項資產對會計盈利及應課稅損益均無影響，且不會產生相等應課稅及可扣減暫時差異；及

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. 會計政策(續)

2.4 重大會計政策(續)

所得稅(續)

- 就與於附屬公司、聯營公司及合營企業之投資有關之可扣減暫時差異而言，遞延稅項資產僅會於暫時差異可能於可見將來撥回及很可能取得應課稅盈利而令暫時差異得以運用時確認。

遞延稅項資產之賬面值會於各報告期末覆核，並將予扣減，直至不再可能有足夠應課稅盈利可供使用全部或部分遞延稅項資產為止。未確認遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅盈利可供收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債根據於報告期末前已頒佈或實際頒佈之稅率(及稅法)，按預期於變現資產或清償負債期間應用之稅率計量。

遞延稅項資產及遞延稅項負債可予抵銷，如果(並僅如果)本集團在法律上擁有抵銷本期稅項資產及本期稅項負債之行使權利，且遞延稅項資產及遞延稅項負債與同一稅務當局向同一應課稅單位或不同之應課稅單位(預期在未來每一個週期將清償或追償顯著數目之遞延稅項負債或資產，及計劃以淨額基準清償本期稅項負債及資產，或同時變現資產及清償負債)徵收之所得稅有關。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2. 會計政策 (續)

2.4 重大會計政策 (續)

政府補助金

如能合理保證將可收取政府補助金，且所有附帶條件將得以遵行，便會按公允值確認政府補助金。如補助金與開支項目有關，便會有系統地在擬補償之成本之支銷期間確認為收入。

倘補助金涉及一項資產，其公允值將計入遞延收益賬目，並於相關資產的預計可使用年期內每年等額轉撥至損益表或自資產賬面值扣除，並按削減折舊開支方式轉撥至損益表。

收益確認

客戶合約收益

客戶合約收益於貨物或服務之控制權轉移予客戶時，按能反映本集團就有關貨物或服務而預期有權換取所得之代價金額予以確認。

當合約代價包含可變金額時，便會估計本集團轉讓貨物或服務予客戶而預期有權換取所得之代價金額。可變代價於合約開始時予以估計，並會受到限制，直至可變代價之相關不確定性其後得以解決，已確認累計收益金額不大可能出現大幅收益撥回情況為止。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

The Group satisfied a performance obligation and recognises revenue over time, if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- the Group's performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. 會計政策(續)

2.4 重大會計政策(續)

收益確認(續)

客戶合約收益(續)

倘合約具有融資成份，其為客戶提供超過一年有關轉讓貨物或服務予客戶之重大融資利益，則收益於合約開始時按應收金額之現值計量，並使用本集團與客戶間之獨立融資交易中反映之貼現率貼現。倘合約具有為本集團提供超過一年之重大融資利益之融資成份，則在合約下確認之收益包括根據實際利率法合約負債附有之利息開支。就客戶付款至轉讓所承諾貨物或服務之期間為一年或以下之合約而言，由於使用香港財務報告準則第15號之可行權宜處理方法，交易價格不會就重大融資成份之影響作出調整。

倘符合以下其中一項條件，本集團會於履行履約責任後隨時間轉移確認收益：

- 客戶同時取得及消耗本集團履行履約責任時所提供之利益。
- 本集團之履約行為創造或改良了客戶在資產被創造或改良時已控制的資產。
- 本集團之履約行為並未創造一項可被本集團用於替代用途之資產，且本集團具有就迄今為止已完成之履約部分獲得客戶付款之可執行權利。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

If none of the above conditions are met, the Group recognises revenue at the point in time when the performance obligation is satisfied.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at the point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the surveyors' assessment of work performed and the costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

When the Group provides more than one service in a service concession arrangement, the transaction price will be allocated to each performance obligation by reference to their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

2. 會計政策 (續)

2.4 重大會計政策 (續)

收益確認 (續)

客戶合約收益 (續)

倘不符合所有上述條件，本集團將於履約責任獲履行之時點確認收益。

如資產控制權在一段時間內轉移，本集團會於整個合約期間內經參考圓滿完成履約責任之進度確認收益。否則，收益於客戶獲得資產控制權之時點確認。

圓滿完成履約責任之進度乃根據本集團為完成履約責任而產生的支出或投入而計量，並經參考測量師就已進行之工程所作之評估以及截至報告期末已產生之成本佔各合約之估計總成本之百分比。

倘本集團在服務特許經營權安排下提供超過一項服務，則交易價格將會參考彼等各自的獨立銷售價後分配至各項履約責任。倘獨立銷售價不能直接觀察所得，便會根據預期成本加利潤率或經調整市場評估法（取決於是否可得到可觀察資料）進行估計。

在釐定交易價格時，如融資成份重大，本集團將會根據融資成份來調整承諾代價。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

*Revenue recognition (Continued)***Revenue from contracts with customers (Continued)**

(a) Construction service revenue

The Group's performance in respect of construction services creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced, thus the Group satisfies a performance obligation and recognises revenue over time, by reference to completion of the specific transaction assessed on the basis of the surveyors' assessment of work performed and the costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

Revenue from construction services under a service concession agreement is estimated on a cost-plus basis with reference to a prevailing market rate of gross margin at the date of the agreement applicable to similar construction services rendered.

(b) Operation revenue

The Group recognised revenue from integrated biomass utilisation project operation services, hazardous and solid waste treatment operation services, environmental remediation project operation services and solar energy and wind power project operation services when the related services are rendered.

2. 會計政策(續)

2.4 重大會計政策(續)

*收益確認(續)***客戶合約收益(續)**

(a) 建造服務收益

就建造服務而言，本集團之履約行為創造或改良了客戶在資產被創造或改良時已控制的資產或在建工程，因此本集團履行履約責任後隨時間轉移確認收益，有關收益確認乃經參考特定交易之完成階段（根據測量師就已進行之工程評估而評定），以及截至報告期末已產生之成本佔各合約之估計總成本之百分比作出。

根據服務特許經營權協議提供建造服務所得收益經參考於協議日期提供類似建造服務適用之現行市場毛利率，按成本加成法估計。

(b) 運營收益

就生物質綜合利用項目運營服務、危廢及固廢處置運營服務、環境修復項目運營服務及光伏發電及風電項目運營服務而言，本集團於提供相關服務時確認有關收益。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition (Continued)

Revenue from other sources and other income

Finance income from service concession arrangements and interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for "impairment of financial assets". They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2. 會計政策 (續)

2.4 重大會計政策 (續)

收益確認 (續)

來自其他來源之收益及其他收入

服務特許經營權安排財務收入及利息收入乃按應計基準採用實際利率法透過應用有關利率(即於金融工具預計年期或(倘適用)較短期間內將估計未來現金收入準確貼現至金融資產賬面淨值之利率)計算確認。

合約資產

倘本集團在根據合約條款無條件獲得代價前透過轉移貨物或服務予客戶履行合約，則就附帶條件之已賺取代價確認合約資產。合約資產須進行耗損評估，有關詳情載於「金融資產之耗損」會計政策中。當獲得代價成為無條件時，合約資產重新分類為應收賬款。

合約負債

合約負債於客戶於本集團將相關貨物或服務轉讓前收取付款或付款到期時(以較早者為準)確認。合約負債於本集團履行合約(即將相關貨物或服務的控制權轉讓至客戶)時確認為收益。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Employee benefits

Retirement schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF 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 contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

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

2. 會計政策(續)

2.4 重大會計政策(續)

僱員福利

退休計劃

本集團根據強制性公積金計劃條例為其所有僱員提供定額供款強制性公積金退休福利計劃(「強積金計劃」)。按照強積金計劃之規則，供款按僱員基本薪金某一百分比計算作出，並於有關供款須予支付時在損益表支銷。強積金計劃之資產獨立於本集團之資產，在獨立管理之基金持有。本集團向強積金計劃所作之僱主供款，一經支付即全數歸屬於僱員，惟本集團之僱主自願性供款除外，按照強積金計劃之規則，倘僱員在有關供款全數歸屬於僱員前離職，有關供款將退還予本集團。

本集團於中國大陸經營之附屬公司之僱員須參加由當地市政府運作的中央退休金計劃。該等附屬公司須按其薪金成本之若干百分比向中央退休金計劃供款。有關供款於根據中央退休金計劃之規則須予支付時在損益表支銷。

離職福利

離職福利於本集團不能再取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2. 會計政策 (續)

2.4 重大會計政策 (續)

借貸成本

收購、建造或生產合資格資產(即必需花上一段長時間方能作其擬定用途或出售之資產)之直接應佔借貸成本均撥充資本，作為此等資產成本之一部分。於此等資產大致上可作其擬定用途或出售時，即停止將該等借貸成本撥充資本。所有其他借貸成本於產生期間列作開支。借貸成本包括利息及實體於借入資金時產生之其他成本。

股息

末期股息於股東在股東大會上作出批准後確認為負債。擬派末期股息於財務報表附註中披露。

由於本公司組織章程大綱及公司細則授予董事宣派中期股息之權利，故中期股息可同步建議派發及宣派。因此，中期股息將於建議派發及宣派時即時確認為負債。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

2. 會計政策(續)

2.4 重大會計政策(續)

外幣

此等財務報表以港幣呈列，港幣為本公司之功能貨幣。本集團各實體自行決定其功能貨幣，而載入各實體財務報表內之項目則以該功能貨幣計量。本集團實體已入賬之外幣交易初步按交易日期之適用匯率入賬。以外幣計值之貨幣資產及負債按報告期末適用之功能貨幣匯率換算。因結算或換算貨幣項目而產生之差額均於損益表確認。

因結算或換算貨幣項目而產生的差額於損益表確認，惟指定作為對沖本集團的海外業務投資淨額一部分的貨幣項目除外。有關項目於其他全面收益確認，直至投資淨額已出售為止，屆時累計金額會重新分類至損益表。該等貨幣項目之匯兌差額應佔的稅項支出及抵免亦計入其他全面收益。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollars. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

2. 會計政策 (續)

2.4 重大會計政策 (續)

外幣 (續)

按歷史成本計量之外幣非貨幣項目採用首次交易日期之處理方式匯率換算。按公允值計量之外幣非貨幣項目則採用計量公允值日期之匯率換算。因換算按公允值計量之非貨幣項目而產生的收益及虧損之處理方式與該項目公允值變動所產生之收益或虧損之處理方式一致(即公允值收益或虧損於其他全面收益或損益表確認的項目的匯兌差額亦分別於其他全面收益或損益表確認)。

就終止確認預收代價之相關非貨幣資產或非貨幣負債而言，在釐定初始確認相關資產、開支或收入所使用之匯率時，初始交易日期指本集團初始確認預收代價所產生之非貨幣資產或非貨幣負債之日期。倘存在多筆預付款或預收款，本集團將釐定每筆預付代價付款或收款的交易日期。

若干海外附屬公司、合營企業及聯營公司之功能貨幣為港幣以外之貨幣。於報告期末，該等實體之資產及負債按報告期末之適用匯率換算為港幣，而其損益表則按相若於交易日的該等現行匯率換算為港幣。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2. 會計政策(續)

2.4 重大會計政策(續)

外幣(續)

就此產生之匯兌差額於其他全面收益確認，並於匯兌儲備累計，非控股權益應佔之差額除外。在出售海外業務時，與該特定海外業務有關之儲備累計金額於損益表確認。

因收購海外業務而產生之任何商譽及收購所得資產與負債之賬面值之公允值調整會被當作海外業務的資產及負債處理，並根據期末匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港幣。海外附屬公司於整個年度內不斷出現之現金流量按年內加權平均匯率換算為港幣。

3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Construction contracts

As explained in the accounting policies set out in note 2.4 to the financial statements for "Revenue recognition" and "Contract assets", revenue and profit recognition on an incomplete project is dependent on estimating the final outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached, the "Service concession assets" as disclosed in note 21 will not include profit which the Group may eventually realise from the work done to date. In addition, actual outcomes in terms of revenue or costs may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

3. 重大會計估計

在編製本集團財務報表時，管理層須作出估計及假設，而有關估計及假設會影響所呈報收益、開支、資產與負債金額以及其隨附披露及或然負債披露。此等假設及估計之不明朗因素可能會導致在未來需要對受影響資產或負債之賬面值作出重大調整。

估計之不確定性

下文闡述有關未來之關鍵假設，以及於報告期末導致估計出現不確定性之其他主要緣由，其具有可能導致須對下一個財政年度之資產及負債賬面值作出重大調整之重大風險。

建造合約

誠如財務報表附註2.4下有關「收益確認」及「合約資產」之會計政策所闡釋，未完成項目之收益及盈利確認取決於對建造合約最終成果之估計及迄今已完成之工程。根據本集團之近期經驗及本集團所承辦建造活動之性質，本集團會於其認為工程進度已達致一定水平，足以可靠估計完工成本及收益時進行估計。因此，在達至有關階段前，附註21所披露之「服務特許經營權資產」不會包括本集團就迄今已完成工程而最終可能變現之盈利。此外，於報告期末收益或成本之實際結果可能會高於或低於估計之數，亦因而會由於對迄今已入賬之金額作出調整而影響在未來年度確認之收益及盈利。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Construction contracts (Continued)

Construction revenue arising from construction services is recognised based on the estimation of the fair value of construction services and the proportion of construction work completed to date for each project. The fair value of construction services is determined on a cost plus mark up basis with reference to a prevailing market rate of gross margin applicable to similar construction services rendered.

Provision for ECLs for debtors and contract assets

The Group uses a ECL model to calculate ECLs for debtors and contract assets. The model takes into account of supportable and reasonable information such as the historical settlement pattern, ageing profiles, credit loss experience, published credit ratings with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience, published credit ratings and forecast of economic conditions may also not be representative of a customer's actual default in the future.

The carrying amounts of debtors and contract assets at 31 December 2024 were HK\$6,458,757,000 (2023: HK\$7,854,321,000) and HK\$9,992,953,000 (2023: HK\$9,628,352,000), respectively. The information about the ECLs on the Group's debtors and contract assets is disclosed in notes 21, 22 and 37 to the financial statements.

3. 重大會計判斷及估計(續)

估計之不確定性(續)

建造合約(續)

建造服務產生之建造收入乃根據建造服務之公允值及各項目迄今完成之建造工程比例估計確認。建造服務之公允值根據成本加成基準，參考適用所提供類似建造服務的現行市場毛利率釐定。

應收賬款及合約資產的預期信貸虧損撥備

本集團使用預期信貸虧損模式計算應收賬款及合約資產的預期信貸虧損。該模式計及可支持及合理的資料，例如，歷史結算模式、賬齡概況、信貸損失經驗、已發佈信貸評級與前瞻性資料。於各報告日，歷史觀察到的違約率都會被更新，並分析未來其可能發生的變化。

對歷史觀察到的違約率、預測經濟狀況及預期信貸虧損之間的相關性的評估乃重大估計。預期信貸虧損風險的金額對環境變化及預測的經濟狀況較敏感。本集團的歷史信貸損失經驗、已發佈信貸評級及對經濟狀況的預測也可能無法代表未來客戶的實際違約。

於二零二四年十二月三十一日，應收賬款及合約資產的賬面值分別為港幣6,458,757,000元(二零二三年：港幣7,854,321,000元)及港幣9,992,953,000元(二零二三年：港幣9,628,352,000元)。有關本集團應收賬款及合約資產的預期信貸虧損資料披露於財務報表附註21、22及37。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment losses of goodwill

As explained in the accounting policy set out in note 2.4 to the financial statements for “Business combinations and goodwill”, goodwill is allocated to a cash-generating unit or to a group of cash-generating units that are expected to benefit from the synergies of the combination for the purpose of impairment assessment, which requires significant judgement. The Group determined that the group of cash-generating units to which goodwill was allocated reflected the lowest level at which goodwill was monitored for internal reporting and was not larger than an operating segment in accordance with HKAS 36 *Impairment of Assets*.

The Group determines whether goodwill is impaired at least on an annual basis. This involves an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2024 was HK\$65,681,000 (2023: HK\$130,651,000). Further details are given in note 16 to the financial statements.

3. 重大會計判斷及估計(續)

估計之不確定性(續)

商譽之耗損虧損

誠如財務報表附註2.4下有關「業務合併及商譽」之會計政策所闡釋，商譽會被分配至預期可受惠於合併協同效益之一個現金產生單位或一個現金產生單位組別，以便進行耗損評估，而此需要作出重大判斷。根據香港會計準則第36號*資產耗損*，本集團確定獲分配商譽之現金產生單位組別為本集團就內部申報目的而監察商譽之最低層次，且監察層面不會大於一個經營分部。

本集團最少每年一次釐定商譽有否出現耗損，而此涉及估計獲分配商譽之現金產生單位之使用價值。在估計使用價值時，本集團須估計來自現金產生單位之預期未來現金流量，並須選擇合適的貼現率，以便計算有關現金流量之現值。於二零二四年十二月三十一日，商譽之賬面值為港幣65,681,000元(二零二三年：港幣130,651,000元)。進一步詳情載於財務報表附註16。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets and intangible assets have not yet available for use are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. Determining whether such assets are impaired requires an estimation of the recoverable amount of each cash-generating unit to which the assets have been allocated, which is the higher of its fair value less costs of disposal and its value-in-use.

The calculations of the fair value less costs of disposal or value-in-use involves significant estimations about future business performance with key assumptions including forecasted revenue growth rate and discount rates used. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue growth rates, operating costs and discount rates. Further details are set out in notes 14 and 17 to the financial statements.

3. 重大會計判斷及估計 *(續)*

估計之不確定性 *(續)*

非金融資產耗損 (除商譽外)

本集團於各報告期末會評估所有非金融資產(包括使用權資產)是否存在任何耗損跡象。無限年期的無形資產及尚不可用的無形資產每年進行耗損測試，並於存在該跡象的其他時間進行耗損測試。當發生事件或情況變化表明其他非金融資產錄得的賬面值可能無法收回時，則對其進行耗損測試。釐定有關資產是否耗損需要估計已分配至各現金產生單位的資產的可收回金額，即其公允值減出售成本與其使用價值中的較高者。

公允值減出售成本或使用價值的計算乃涉及有關未來業務表現，包括所用預測收益增長率及貼現率等關鍵假設在內的重估。本集團以所有現有資料釐定可收回金額之合理概約金額，包括根據收益增長率、營運成本及貼現率金額之合理及支持性假設及預測作出的估計。進一步詳情載於財務報表附註14及17。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates the tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax laws, regulations, relevant interpretation and practices, and other related policies. Deferred tax assets are recognised for temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management reassesses these estimates at the end of each reporting period. Additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered. The carrying value of deferred tax assets at 31 December 2024 was HK\$460,248,000 (2023: HK\$198,495,000). Further details are included in note 27 to the financial statements.

4. OPERATING SEGMENT INFORMATION

The Group manages its business by segments, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments.

- (i) Integrated biomass utilisation project construction and operation: this segment engages in the construction and operation of biomass direct combustion power generation projects, biomass heat supply project, biomass electricity and heat cogeneration projects, waste-to-energy projects and integrated biomass and waste-to-energy projects to generate revenue from construction services, revenue from operation services as well as finance income.

3. 重大會計判斷及估計(續)

估計之不確定性(續)

所得稅

釐定所得稅撥備涉及對若干交易之日後稅項處理方法作出判斷。本集團會審慎評估交易之相關稅務規定，從而計提稅項撥備。本集團會定期重新考慮有關交易之稅項處理方法，並會將稅務法律、規例、相關詮釋及慣例，以及其他相關政策之所有變動列為考慮因素。遞延稅項資產乃就暫時可扣減差額予以確認。由於可予確認之遞延稅項資產僅限於將來很可能取得應課稅盈利而令未使用稅項抵免得以運用之部分，故管理層須作出判斷，以評估產生未來應課稅盈利之可能性。管理層會於各報告期末重新評估上述估計，而倘未來應課稅盈利將有可能讓遞延稅項資產得以收回，則會確認額外的遞延稅項資產。於二零二四年十二月三十一日，遞延稅項資產的賬面值為港幣460,248,000元(二零二三年：港幣198,495,000元)。進一步詳情載於財務報表附註27。

4. 運營分部資料

本集團按分部(按業務範圍劃分)管理業務。按照內部就資源分配及表現評估向本集團最高管理層呈報資料之一貫方式，本集團呈報了下列四個須予報告之分部。

- (i) 生物質綜合利用項目建造及運營：該分部從事建造及運營生物質直燃發電項目、生物質供熱項目、生物質熱電聯供項目、垃圾發電項目及生物質及垃圾發電一體化項目，以產生建造服務收益、運營服務收益及財務收入。

4. OPERATING SEGMENT INFORMATION (Continued)

- (ii) Hazardous and solid waste treatment project construction and operation: this segment engages in the construction and operation of hazardous waste landfill projects, hazardous waste incineration projects, general industrial solid waste electricity and heat cogeneration projects and physicochemical and resources recycling projects to generate revenue from construction services, revenue from operation services as well as finance income.
- (iii) Environmental remediation project operation: this segment engages in the operation of environmental remediation projects covering restoration of industrial contaminated sites, contaminated farmland, mines and landfills, treatment of industrial gas emission, integrated treatment of oil sludge, treatment of river/lake sediments and industrial sludge, construction and operation of wetland parks, environmental stewardship services and anti-seepage at landfill sites to generate revenue from operation services.
- (iv) Solar energy and wind power project operation: this segment engages in the operation of solar energy projects and wind power projects to generate revenue from operation services.

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

4. 運營分部資料 (續)

- (ii) 危廢及固廢處置項目建造及運營：該分部從事建造及運營危廢填埋項目、危廢焚燒項目、一般工業固廢熱電聯供項目及物化及資源化利用項目，以產生建造服務收益、運營服務收益及財務收入。
- (iii) 環境修復項目運營：該分部從事環境修復項目運營，包括工業污染場地修復、污染農田修復、礦山及填埋場生態修復、工業廢氣治理、油泥綜合治理、河湖底泥及工業污泥治理、濕地公園建設和運營、環保管家服務及填埋場防滲工程，以產生運營服務收益。
- (iv) 光伏發電及風電項目運營：該分部從事運營光伏發電項目及風電項目，以產生運營服務收益。

就分部表現評估及分部間之資源分配而言，本集團之最高級管理層按下列基準監察各個須予報告分部應佔之業績、資產及負債：

4. OPERATING SEGMENT INFORMATION (Continued)

Segment assets include all tangible assets, intangible assets, goodwill, interests in associates and joint ventures, deferred tax assets and current assets with the exception of intercompany receivables and other corporate assets which are managed on a group basis. Segment liabilities include tax payables, deferred tax liabilities, creditors, other payables and accrued expenses attributable to the activities of the individual segments and interest-bearing bank and other borrowings managed directly by the segments, with the exception of intercompany payables and other corporate liabilities which are managed on a group basis.

Revenue and expenses are allocated to the reportable segments with reference to revenue 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.

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

In addition to segment information concerning the Adjusted EBITDA, management is provided with segment information concerning revenue, interest expense from borrowings managed directly by the segments, depreciation and amortisation and additions to non-current segment assets used by the segments in their operations.

4. 運營分部資料 (續)

分部資產包括所有有形資產、無形資產、商譽、聯營公司及合營企業權益、遞延稅項資產及流動資產，惟不包括按集團基準管理的集團內公司間應收款項及其他企業資產。分部負債包括各個個別分部之業務應佔之應付稅項、遞延稅項負債、應付賬款、其他應付款項及應計費用及由各個分部直接管理之計息銀行及其他借貸，惟不包括按集團基準管理的集團內公司間應付款項及其他企業負債。

收益及開支乃參考須予報告分部所賺取之收益及所產生之開支或有關分部應佔之資產所產生之折舊或攤銷而分配至有關分部。

用於報告分部盈利之表示方式為「經調整除利息、稅項、折舊及攤銷前盈利」(「經調整 EBITDA」)。為了得出經調整 EBITDA，本集團之盈利已就無明確歸於個別分部之項目(例如：董事及核數師酬金及其他總公司或企業行政成本)作進一步撇除。

除有關經調整 EBITDA 之分部資料外，管理層亦獲提供有關收益、各分部直接管理之借貸利息開支及各分部運營時所使用非流動分部資產之折舊、攤銷及增置之分部資料。

4. OPERATING SEGMENT INFORMATION (Continued)

(i) Segment results, assets and liabilities

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 year is set out below:

For the year ended 31 December

4. 運營分部資料 (續)

(i) 分部業績、資產及負債

本集團就本年度資源分配及分部表現評估而向本集團最高管理層提供之須予報告分部資料載列如下：

截至十二月三十一日止年度

		Integrated biomass utilisation project construction and operation		Hazardous and solid waste treatment project construction and operation		Environmental remediation project operation		Solar energy and wind power project operation		Total	
		生物質綜合利用項目建造及運營		危險及固廢處置項目建造及運營		環境修復項目運營		光伏發電及風電項目運營		總計	
		2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue (note 5):	分部收益(附註5):										
Revenue from external customers and reportable segment revenue	來自外界客戶的收益及須予報告之分部收益	5,482,377	5,783,557	1,140,224	1,180,106	151,109	243,364	203,182	209,946	6,976,892	7,416,973
Segment results:	分部業績:										
Reportable segment profit/(loss) (Adjusted EBITDA/(LBITDA))	須予報告之分部盈利/(虧損)(經調整EBITDA/(LBITDA))	1,917,577	1,858,233	(1,119,106)	(428,162)	25,030	29,960	178,811	188,338	1,002,312	1,648,369
Finance costs	財務費用									(769,793)	(824,825)
Depreciation and amortisation, including unallocated portion	折舊及攤銷(包括未分配部分)									(903,533)	(967,972)
Unallocated head office and corporate income	未分配總公司及企業收入									17,943	20,713
Unallocated head office and corporate expenses	未分配總公司及企業開支									(26,108)	(215,573)
Consolidated loss before tax	綜合除稅前虧損									(679,179)	(339,288)
Other segment information:	其他分部資料:										
Finance costs	財務費用	247,254	303,999	95,769	89,143	4,526	5,340	9,199	10,356	356,748	408,838
Unallocated finance costs	未分配財務費用									413,045	415,987
Depreciation and amortisation	折舊及攤銷	461,711	462,057	346,109	415,200	15,586	15,077	74,456	70,577	897,862	962,911
Unallocated depreciation and amortisation	未分配折舊及攤銷									5,671	5,061
Impairment losses of intangible assets	無形資產耗損虧損	-	-	578,680	210,144	-	-	-	-	578,680	210,144
Impairment losses of property, plant and equipment	物業、廠房及設備耗損虧損	-	-	449,734	380,086	-	-	-	-	449,734	380,086
Impairment losses of right-of-use assets	使用權資產耗損虧損	-	-	82,825	65,423	-	-	-	-	82,825	65,423
Impairment losses of goodwill	商譽耗損虧損	-	-	63,697	-	-	-	-	-	63,697	-
(Reversal)/recognition of credit losses of debtors and contract assets	(撥回)/確認應收賬款及合約資產信貸虧損	28,679	69,136	(14,540)	15,740	(6,335)	67	4,348	1,626	12,152	86,569
Credit losses of amount due from a joint venture	應收一間合營企業款項之信貸虧損	-	-	16,086	-	-	-	-	-	16,086	-
Share of profits of joint ventures, net	所佔合營企業盈利淨額	-	-	(478)	(514)	-	-	(211)	(255)	(689)	(769)
Share of losses/(profits) of associates, net	所佔聯營公司虧損/(盈利)淨額	(5)	(1,545)	5,140	650	-	-	-	-	5,135	(895)
Additions to property, plant and equipment, right-of-use assets, intangible assets, goodwill and non-current portion of prepayments	增置物業、廠房及設備、使用權資產、無形資產、商譽及預付款項之非即期部分	249,471	643,483	239,138	266,977	8,505	234	124,662	85,297	621,776	995,991
Additions to non-current portion of contract assets	增置合約資產之非即期部分	386,071	392,837	3,962	4,917	-	-	-	-	390,033	397,754

4. OPERATING SEGMENT INFORMATION
(Continued)

4. 運營分部資料 (續)

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

(i) 分部業績、資產及負債 (續)

		Integrated biomass utilisation project construction and operation 生物質綜合利用項目 建造及運營		Hazardous and solid waste treatment project construction and operation 危廢及固廢處置項目 建造及運營		Environmental remediation project operation 環境修復項目運營		Solar energy and wind power project operation 光伏發電及 風電項目運營		Total 總計	
		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Reportable segment assets	須予報告之分部資產	26,491,004	27,951,768	6,548,363	7,865,045	627,175	695,315	1,310,221	1,261,355	34,976,763	37,773,483
Unallocated head office and corporate assets	未分配總公司及企業資產									1,354,838	1,983,941
Consolidated total assets	綜合資產總額									36,331,601	39,757,424
Reportable segment liabilities	須予報告之分部負債	9,642,235	12,069,707	4,514,491	4,151,802	385,679	411,638	346,879	397,447	14,889,284	17,030,594
Unallocated head office and corporate liabilities	未分配總公司及企業負債									9,780,017	10,370,491
Consolidated total liabilities	綜合負債總額									24,669,301	27,401,085

4. OPERATING SEGMENT INFORMATION (Continued)

(ii) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers, (ii) the Group's property, plant and equipment, right-of-use assets and intangible assets and (iii) the Group's non-current portion of other receivables, deposits and prepayments and non-current portion of contract assets. The geographical location of customers is based on the location at which the services were provided. The geographical location of the assets is based on the physical location of the asset in the case of property, plant and equipment and right-of-use assets, whereas the location of the operation to which they are allocated in the case of other receivables, deposits and prepayments, intangible assets and contract assets.

		Revenue from external customers		Property, plant and equipment, right-of-use assets and intangible assets		Non-current portion of other receivables, deposits and prepayments and contract assets	
		來自外界客戶之收益		物業、廠房及設備、使用權資產及無形資產		其他應收款項、按金及預付款項及合約資產之非即期部分	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Mainland China	中國大陸	6,960,082	7,402,205	16,153,741	17,857,730	6,462,649	6,748,861
Hong Kong	香港	11,139	9,402	9,401	48,349	—	—
Germany	德國	5,671	5,366	5,365	23,627	—	—
Total	總計	6,976,892	7,416,973	16,168,507	17,929,706	6,462,649	6,748,861

(iii) Information about a major customer

For the year ended 31 December 2024, the Group has transactions with one (2023: one) local government authority in the PRC from which the revenue individually exceeded 10% of the Group's total revenue. The aggregate revenue from this customer during the year ended 31 December 2024 amounted to HK\$1,782,395,000 (2023: HK\$1,951,259,000).

4. 運營分部資料 (續)

(ii) 地區資料

下表載列有關(i)本集團來自外界客戶之收益，(ii)本集團之物業、廠房及設備、使用權資產及無形資產，及(iii)本集團之其他應收款項、按金及預付款項之非即期部分以及合約資產之非即期部分之所在地區之資料。客戶所在地區按服務提供地點劃分。資產所在地區按資產實際所在地點(就物業、廠房及設備以及使用權資產而言)，而涉及之業務之所在地點(就其他應收款項、按金及預付款項、無形資產及合約資產而言)劃分。

(iii) 主要客戶資料

截至二零二四年十二月三十一日止年度，本集團與中國一個當地政府機關(二零二三年：一個)進行交易，有關交易產生的收益單獨佔本集團收益總額10%以上。截至二零二四年十二月三十一日止年度，來自該客戶的收益總額為港幣1,782,395,000元(二零二三年：港幣1,951,259,000元)。

5. REVENUE

An analysis of revenue is as follows:

5. 收益

收益分析如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Revenue from integrated biomass utilisation project construction services	生物質綜合利用項目建造服務收益	230,749	618,405
Revenue from hazardous and solid waste treatment project construction services	危廢及固廢處置項目建造服務收益	—	42,240
Revenue from integrated biomass utilisation project operation services	生物質綜合利用項目運營服務收益	4,926,861	4,826,455
Revenue from hazardous and solid waste treatment project operation services	危廢及固廢處置項目運營服務收益	1,136,263	1,132,949
Revenue from environmental remediation project operation services	環境修復項目運營服務收益	151,109	243,364
Revenue from solar energy and wind power project operation services	光伏發電及風電項目運營服務收益	203,182	209,946
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收益	6,648,164	7,073,359
Finance income from service concession arrangements	服務特許經營權安排之財務收入	328,728	343,614
Total revenue	收益總額	6,976,892	7,416,973

The aggregated revenue from construction services, revenue from operation services and finance income derived from the local government authorities in the PRC amounted to HK\$5,025,347,000 (2023: HK\$5,531,505,000) for the year ended 31 December 2024. The revenues are included in four segments as disclosed in note 4 to the financial statements.

截至二零二四年十二月三十一日止年度，來自中國當地政府機關的建造服務收益、運營服務收益及財務收入總額為港幣5,025,347,000元（二零二三年：港幣5,531,505,000元）。如財務報表附註4所披露，該等收益計入四個分部。

5. REVENUE (Continued)

Revenue from contracts with customers

(a) Disaggregated revenue information

5. 收益(續)

客戶合約收益

(a) 經分拆收益資料

		Integrated biomass utilisation project construction and operation		Hazardous and solid waste treatment project construction and operation		Environmental remediation project operation		Solar energy and wind power project operation		Total	
		生物質綜合利用項目		危廢及固廢處置項目		環境修復項目運營		光伏發電及風電項目運營		總計	
		建造及運營		建造及運營		環境修復項目運營		光伏發電及風電項目運營		總計	
		2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
(i) Types of goods and services	(i) 貨物及服務類型										
Construction services	建造服務	230,749	618,405	—	42,240	—	—	—	—	230,749	660,645
Operation services	運營服務	4,926,861	4,826,455	1,136,263	1,132,949	151,109	243,364	203,182	209,946	6,417,415	6,412,714
Total	總計	5,157,610	5,444,860	1,136,263	1,175,189	151,109	243,364	203,182	209,946	6,648,164	7,073,359
(ii) Geographical markets*	(ii) 地區市場*										
Hong Kong	香港	—	—	—	—	—	—	11,139	9,402	11,139	9,402
Mainland China	中國大陸	5,157,610	5,444,860	1,136,263	1,175,189	151,109	243,364	186,372	195,178	6,631,354	7,058,591
Germany	德國	—	—	—	—	—	—	5,671	5,366	5,671	5,366
Total	總計	5,157,610	5,444,860	1,136,263	1,175,189	151,109	243,364	203,182	209,946	6,648,164	7,073,359

* The geographical location of customers is based on the location at which the services were provided.

* 客戶所在地區按服務提供地點劃分。

Timing of revenue recognition

收益確認時間

		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Services transferred over time	隨時間轉移之服務	6,458,453	6,901,797
Goods transferred at a point in time	於某一時點轉移之貨物	189,711	171,562
Total	總計	6,648,164	7,073,359

5. REVENUE (Continued)

Revenue from contracts with customers
(Continued)

(b) Performance obligations

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Expected to be recognised within one year	預期將於一年內確認	7,117,483	7,456,071
Expected to be recognised after one year	預期將於一年後確認	118,625,603	130,108,309
Total	總計	125,743,086	137,564,380

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to construction services and operation services in connection with the Group's environmental protection projects, of which the performance obligations are to be satisfied within 50 years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

The Group has applied the practical expedient under HKFRS 15 and does not include information about revenue that the Group will be entitled to when it satisfied the remaining performance obligations for contracts with an original expected duration of one year or less.

5. 收益(續)

客戶合約收益(續)

(b) 履約責任

於十二月三十一日已分配至餘下履約責任(未獲履行或部分未獲履行)之交易價格金額如下：

已分配至餘下履約責任並預期於一年後確認為收益之交易價格金額涉及本集團環保項目的須於五十年內履行建造服務及運營服務之履約責任。已分配至餘下履約責任之所有其他交易價格金額預期將於一年內確認為收益。上文所披露之金額並不包括受限制的可變代價。

本集團應用了香港財務報告準則第15號下之可行權宜處理方法及並無包括本集團將於原先預期時限為一年或以內之合約之餘下履約責任獲完成時有權獲得之收益之資料。

6. OTHER REVENUE AND OTHER LOSSES, NET 6. 其他收益及其他虧損淨額

(a) An analysis of other revenue is as follows:

(a) 其他收益之分析如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Other revenue	其他收益		
Interest income	利息收入	21,758	23,113
Government grants*	政府補助金*	25,388	38,094
Value-added tax refunds**	增值稅退稅**	236,580	174,666
Others	其他	68,863	43,981
Total other revenue	其他收益總額	352,589	279,854

* Government grants of HK\$15,270,000 (2023: HK\$23,156,000) were granted during the year ended 31 December 2024 to subsidise certain integrated biomass utilisation and hazardous and solid waste treatment projects of the Group in the PRC. There were no unfulfilled conditions and other contingencies attached to the receipts of those grants. There is no assurance that the Group will continue to receive such grants in the future. Government grants received for which related expenditure has not yet been undertaken are included in deferred income in the consolidated statement of financial position.

* 截至二零二四年十二月三十一日止年度，本集團獲發政府補助金港幣15,270,000元（二零二三年：港幣23,156,000元），以資助本集團於中國的若干生物質綜合利用及危廢及固廢處置項目。收取該等補助金概無未達成條件及其他或然事項。概不保證本集團日後將可繼續獲得該等補助金。就尚未承擔相關開支之已收政府補助金於綜合財務狀況表計入遞延收入。

** The Group was entitled to PRC value-added tax refunds of HK\$236,580,000 (2023: HK\$174,666,000) during the year ended 31 December 2024. There were no unfulfilled conditions and other contingencies attached to the receipts of such tax refunds. There is no assurance that the Group will continue to receive such tax refunds in the future.

** 截至二零二四年十二月三十一日止年度，本集團有權獲得中國增值稅退稅港幣236,580,000元（二零二三年：港幣174,666,000元）。收取該等退稅概無未達成條件及其他或然事項。概不保證本集團日後將可繼續獲得該等退稅。

6. OTHER REVENUE AND OTHER LOSSES, NET (Continued) 6. 其他收益及其他虧損淨額 (續)

(b) An analysis of other losses, net is as follows:

(b) 其他虧損淨額之分析如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Other losses, net	其他虧損淨額		
Net losses/(gains) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之淨虧損／(收益)	55	(37)
Credit losses of debtors and contract assets	應收賬款及合約資產信貸虧損	12,152	86,569
Credit losses of amount due from a joint venture	應收一間合營企業款項信貸虧損	48,403	—
Total other losses, net	其他虧損總淨額	60,610	86,532

7. FINANCE COSTS

7. 財務費用

An analysis of finance costs is as follows:

財務費用分析如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Interest on bank and other borrowings	銀行及其他借貸之利息	601,249	709,041
Interest on medium-term notes	中期票據之利息	172,064	134,589
Interest on lease liabilities	租賃負債之利息	944	1,067
Finance costs incurred	產生之財務費用	774,257	844,697
Less: interest capitalised*	減：資本化之利息*	(4,464)	(19,872)
Total	總計	769,793	824,825

* The borrowing costs have been capitalised at a rate ranging from 2.20% to 3.35% (2023: 2.70% to 3.50%) per annum during the year ended 31 December 2024.

* 截至二零二四年十二月三十一日止年度，借貸成本乃按介乎2.20%至3.35%（二零二三年：2.70%至3.50%）的年利率予以資本化。

8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/
(crediting):

8. 除稅前虧損

本集團除稅前虧損已扣除／(計入)：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cost of inventories consumed [#]	已耗用存貨之成本 [#]	2,627,079	2,701,343
Depreciation of property, plant and equipment*	物業、廠房及設備折舊*	290,501	316,612
Depreciation of right-of-use assets	使用權資產折舊	23,205	22,939
Amortisation of intangible assets**	無形資產攤銷**	589,827	628,421
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量之租賃付款	6,771	10,717
Auditor's remuneration	核數師薪酬		
— audit services	— 審核服務	2,372	3,050
— other services	— 其他服務	1,336	541
		3,708	3,591
Employee benefit expense (excluding directors' remuneration (note 9))	僱員福利開支(不包括董事酬金(附註9))		
Wages and salaries	工資及薪金	645,920	606,011
Pension scheme contributions	退休保障計劃供款	45,829	58,763
		691,749	664,774
Impairment losses of intangible assets	無形資產耗損虧損	578,680	210,144
Impairment losses of property, plant and equipment	物業、廠房及設備耗損虧損	449,734	380,086
Impairment losses of right-of-use assets	使用權資產耗損虧損	82,825	65,423
Impairment losses of goodwill	商譽耗損虧損	63,697	—
Credit losses of debtors and contract assets	應收賬款及合約資產信貸虧損	12,152	86,569
Credit losses of amount due from a joint venture	應收一間合營企業款項信貸虧損	48,403	—
Write-down of inventories to net realisable value [#]	存貨撇減至可變現淨值 [#]	—	35,405
Foreign exchange differences, net	匯兌淨差額	(55,753)	28,069

* The depreciation of property, plant and equipment of HK\$261,267,000 (2023: HK\$284,540,000) was included in "Direct costs and operating expenses" on the face of the consolidated statement of profit or loss.

* 物業、廠房及設備折舊港幣261,267,000元(二零二三年：港幣284,540,000元)計入綜合損益表「直接成本及經營費用」內。

8. LOSS BEFORE TAX (Continued)

** The amortisation of intangible assets of HK\$571,946,000 (2023: HK\$611,084,000) was included in “Direct costs and operating expenses” on the face of the consolidated statement of profit or loss.

These items were included in “direct costs and operating expenses” on the face of the consolidated statement of profit or loss.

8. 除稅前虧損(續)

** 無形資產攤銷港幣571,946,000元(二零二三年：港幣611,084,000元)計入綜合損益表「直接成本及經營費用」內。

該等項目計入綜合損益表「直接成本及經營費用」內。

9. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及主要行政人員酬金

根據《上市規則》、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之年內董事及主要行政人員酬金如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Fees	袍金	991	990
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及 實物利益	2,839	3,779
Discretionary bonuses	酌情花紅	1,737	3,342
Pension scheme contributions	退休保障計劃供款	507	601
Subtotal	小計	5,083	7,722
Total	總計	6,074	8,712

9. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (Continued)

9. 董事及主要行政人員酬金(續)

2024

二零二四年

		Salaries, allowances and benefits	Discretionary bonuses	Pension scheme contributions	Total
		Fees in kind			
		薪金、津貼及袍金	酌情花紅	退休保障計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Executive directors	執行董事				
QIAN Xiaodong (resigned on 9 February 2024)	錢曉東(於二零二四年 二月九日辭任)	—	—	1,737	1,737
LO Kam Fan (resigned on 31 March 2024)	盧錦勳(於二零二四年 三月三十一日辭任)	—	487	—	670
ZHU Fugang (re-designated as Chief Executive Officer on 9 February 2024)	朱福剛(於二零二四年 二月九日調任為 行政總裁)	—	943	—	1,070
WANG Dianer (appointed on 31 March 2024)	王殿二(於二零二四年 三月三十一日 獲委任)	—	744	—	852
HUANG Chaoxiang (appointed on 31 March 2024)	黃朝雄(於二零二四年 三月三十一日 獲委任)	—	665	—	754
Subtotal	小計	—	2,839	1,737	5,083
Non-executive directors	非執行董事				
HUANG Haiqing	黃海清	—	—	—	—
GUO Ying (resigned on 29 February 2024)	郭穎(於二零二四年 二月二十九日辭任)	—	—	—	—
SONG Jian	宋儉	—	—	—	—
MAO Jing (appointed on 31 March 2024)	毛靜(於二零二四年 三月三十一日 獲委任)	—	—	—	—
Subtotal	小計	—	—	—	—
Independent non-executive directors	獨立非執行董事				
CHOW Siu Lui	鄧小磊	330	—	—	330
Philip TSAO (resigned on 9 February 2024)	曹為實(於二零二四年 二月九日辭任)	36	—	—	36
YAN Houmin	嚴厚民	330	—	—	330
LI Huaqiang (appointed on 9 February 2024)	李華強(於二零二四年 二月九日獲委任)	295	—	—	295
Subtotal	小計	991	—	—	991
Total	總計	991	2,839	1,737	6,074

9. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (Continued)

2023

9. 董事及主要行政人員酬金(續)

二零二三年

		Fees	Salaries, allowances and benefits	Discretionary bonuses	Pension scheme contributions	Total
			in kind			
		袍金	薪金、津貼及實物利益	酌情花紅	退休保障計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive directors	執行董事					
QIAN Xiaodong (resigned on 9 February 2024)	錢曉東(於二零二四年二月九日辭任)	—	1,379	887	51	2,317
LO Kam Fan (resigned on 31 March 2024)	盧錦勳(於二零二四年三月三十一日辭任)	—	1,456	1,344	411	3,211
ZHU Fugang (re-designated as Chief Executive Officer on 9 February 2024)	朱福剛(於二零二四年二月九日調任為行政總裁)	—	944	1,111	139	2,194
Subtotal	小計	—	3,779	3,342	601	7,722
Non-executive directors	非執行董事					
HUANG Haiqing	黃海清	—	—	—	—	—
GUO Ying (resigned on 29 February 2024)	郭穎(於二零二四年二月二十九日辭任)	—	—	—	—	—
SONG Jian	宋儉	—	—	—	—	—
Subtotal	小計	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
CHOW Siu Lui	鄧小磊	330	—	—	—	330
Philip TSAO (resigned on 9 February 2024)	曹為實(於二零二四年二月九日辭任)	330	—	—	—	330
YAN Houmin	嚴厚民	330	—	—	—	330
Subtotal	小計	990	—	—	—	990
Total	總計	990	3,779	3,342	601	8,712

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

本公司並無訂立任何董事或主要行政人員須於年內放棄或同意放棄任何薪酬的安排。

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2023: three directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2023: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Salaries and other emoluments	薪金及其他酬金	928	1,680
Discretionary bonuses	酌情花紅	—	1,272
Pension scheme contributions	退休保障計劃供款	218	345
Total	總計	1,146	3,297

The number of the highest paid non-director and non-chief executive employees whose remuneration fell within the following band is as follows:

		Number of employees 僱員人數	
		2024 二零二四年	2023 二零二三年
HK\$1,000,001 — HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元	1	0
HK\$1,500,001 — HK\$2,000,000	港幣1,500,001元至 港幣2,000,000元	0	2

During the year, no emoluments were paid by the Group to the directors of the Company or any of the highest paid employees who are not a director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 五名最高薪酬僱員

年內五名最高薪酬僱員包括四名董事(二零二三年：三名董事)，彼等之薪酬詳情載於上文附註9。年內餘下一名(二零二三年：二名)並非本公司董事或主要行政人員之最高薪酬僱員的薪酬詳情如下：

薪酬介乎以下範圍之非董事及非主要行政人員最高薪酬僱員的人數如下：

年內，本集團並無向本公司董事或任何並非本公司董事之最高薪酬僱員支付任何酬金，作為加入本集團或於加入本集團時之獎勵或離職補償。

11. INCOME TAX CREDIT

No provision for Hong Kong Profits Tax has been made as the Group did not generate any assessable profits arising in Hong Kong for the year ended 31 December 2024 (2023: Nil).

Tax for the PRC operations is charged at the statutory rate of 25% of the assessable profits under tax rules and regulations in the PRC. During the year, certain PRC subsidiaries are subject to tax concessions under the relevant tax rules and regulations.

11. 所得稅抵免

由於本集團於截至二零二四年十二月三十一日止年度在香港並無賺取任何應課稅盈利，故此並無作出香港利得稅撥備（二零二三年：無）。

中國業務之稅項根據中國稅務法律及法規，按應課稅盈利以法定稅率25%計算。年內，根據相關稅務法律及法規，若干中國附屬公司享有稅項優惠。

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Current tax — other than Hong Kong Charge for the year	本期稅項 — 香港除外 本年度開支	130,627	142,854
Under/(over)-provision in respect of prior years	過往年度撥備不足/ (超額撥備)	3,470	(1,259)
Deferred tax (note 27)	遞延稅項(附註27)	(307,788)	(179,052)
Total tax credit for the year	本年度稅項抵免總額	(173,691)	(37,457)

11. INCOME TAX CREDIT (Continued)

A reconciliation of the tax credit and accounting loss at applicable tax rates is as follows:

11. 所得稅抵免(續)

按適用稅率計算之稅項抵免與會計虧損之對賬如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loss before taxation	除稅前虧損	(679,179)	(339,288)
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	按適用於有關稅務管轄區盈利稅率計算除稅前盈利之名義稅項	(152,716)	(63,135)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	145,983	158,442
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(14,179)	(7,043)
Tax effect of profits entitled to tax concession in the PRC	在中國享有稅項優惠盈利之稅務影響	(173,008)	(157,314)
Tax effect of withholding tax on undistributed profits of PRC subsidiaries	預扣稅對中國附屬公司未分派盈利之稅務影響	422	(32,596)
Tax effect of temporary difference not recognised in prior years	過往年度未確認暫時差異之稅務影響	(49,651)	—
Under/(over)-provision in respect of prior years	過往年度撥備不足／(超額撥備)	3,470	(1,259)
Tax losses not recognised	未確認稅項虧損	65,988	65,448
Tax credit	稅項抵免	(173,691)	(37,457)

12. DIVIDENDS

12. 股息

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Dividends attributable to the year: Interim — HK1.4 cents (2023: HK2.5 cents) per ordinary share	本年度股息： 中期 — 每股普通股1.4 港仙(二零二三年： 2.5港仙)	28,925	51,652

13. LOSS PER SHARE ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

13. 本公司權益股東應佔每股虧損

The calculation of the basic loss per share amount is based on the loss of HK\$415,382,000 (2023: HK\$301,711,000) for the year attributable to equity shareholders of the Company, and the weighted average number of ordinary shares of 2,066,078,000 (2023: 2,066,078,000) in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2024 and 2023 in the calculation of diluted loss per share as there were no potential dilutive ordinary shares during the years ended 31 December 2024 and 2023.

每股基本虧損金額乃按本公司權益股東應佔本年度虧損港幣415,382,000元(二零二三年：港幣301,711,000元)以及年內已發行普通股加權平均數2,066,078,000股(二零二三年：2,066,078,000股)計算。

於計算每股攤薄虧損時，並無對所呈列截至二零二四年及二零二三年十二月三十一日止年度之每股基本虧損金額作出調整，乃由於截至二零二四年及二零二三年十二月三十一日止年度並無具潛在攤薄影響之普通股。

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Plant and machinery	Leasehold improvements, furniture and fixtures	Motor vehicles, electronic equipment and others	Construction in progress	Total
		樓宇	廠房及機器	租賃物業裝修、傢私及裝置	汽車、電子設備及其他	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost:	成本：						
At 1 January 2024	於二零二四年一月一日	2,320,183	3,003,345	192,533	257,269	625,289	6,398,619
Additions	增置	9,918	138,119	15,519	6,053	250,500	420,109
Disposals and write-off	出售及撇銷	(4,512)	(4,961)	(6,640)	(32,544)	—	(48,657)
Transfers	轉撥	94,459	293,757	1,343	18	(389,577)	—
Exchange realignment	匯兌調整	(70,759)	(75,809)	(4,067)	(3,143)	(8,168)	(161,946)
At 31 December 2024	於二零二四年十二月三十一日	2,349,289	3,354,451	198,688	227,653	478,044	6,608,125
Accumulated depreciation and impairment losses:	累計折舊及耗損虧損：						
At 1 January 2024	於二零二四年一月一日	508,780	1,019,802	121,711	152,931	15,414	1,818,638
Charge for the year	本年度開支	66,549	171,369	30,624	21,959	—	290,501
Impairment losses	耗損虧損	173,817	269,858	3,421	2,638	—	449,734
Disposals and write-off	出售及撇銷	(1,332)	(4,961)	(3,381)	(3,883)	—	(13,557)
Exchange realignment	匯兌調整	(7,083)	(39,361)	(2,177)	(2,282)	(247)	(51,150)
At 31 December 2024	於二零二四年十二月三十一日	740,731	1,416,707	150,198	171,363	15,167	2,494,166
Net carrying amount:	賬面淨值：						
At 31 December 2024	於二零二四年十二月三十一日	1,608,558	1,937,744	48,490	56,290	462,877	4,113,959

14. PROPERTY, PLANT AND EQUIPMENT
(Continued)

14. 物業、廠房及設備 (續)

		Buildings	Plant and machinery	Leasehold improvements, furniture and fixtures	Motor vehicles, electronic equipment and others	Construction in progress	Total
		樓宇	廠房及機器	租賃物業裝修、傢私及裝置	汽車、電子設備及其他	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost:	成本：						
At 1 January 2023	於二零二三年一月一日	2,337,272	3,007,371	126,327	262,359	477,971	6,211,300
Additions	增置	30,795	43,208	71,153	1,483	207,696	354,335
Disposals and write-off	出售及撇銷	(77)	(3)	(78)	(21)	—	(179)
Transfers	轉撥	12,746	32,254	—	—	(45,000)	—
Exchange realignment	匯兌調整	(60,553)	(79,485)	(4,869)	(6,552)	(15,378)	(166,837)
At 31 December 2023	於二零二三年十二月三十一日	2,320,183	3,003,345	192,533	257,269	625,289	6,398,619
Accumulated depreciation and impairment losses:	累計折舊及耗損虧損：						
At 1 January 2023	於二零二三年一月一日	217,076	719,677	85,579	130,667	13,812	1,166,811
Charge for the year	本年度開支	95,682	164,465	33,337	23,128	—	316,612
Impairment losses	耗損虧損	208,050	161,222	5,812	3,001	2,001	380,086
Disposals and write-off	出售及撇銷	(11)	(3)	(14)	(21)	—	(49)
Exchange realignment	匯兌調整	(12,017)	(25,559)	(3,003)	(3,844)	(399)	(44,822)
At 31 December 2023	於二零二三年十二月三十一日	508,780	1,019,802	121,711	152,931	15,414	1,818,638
Net carrying amount:	賬面淨值：						
At 31 December 2023	於二零二三年十二月三十一日	1,811,403	1,983,543	70,822	104,338	609,875	4,579,981

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Details of impairment for the year ended 31 December 2024 are set out in note 17 to the financial statements.

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of buildings used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease terms of 10 to 50 years, and no ongoing payment will be made under the terms of these land leases. Leases of buildings generally have lease terms between 3 and 30 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

14. 物業、廠房及設備 (續)

截至二零二四年十二月三十一日止年度之耗損詳情載於財務報表附註17。

15. 租賃

本集團作為承租人

本集團具有涉及業務運作中使用的樓宇項目等多個項目的租賃合約。本集團已作出一次性前期付款，從擁有人獲取租期為十年至五十年的租賃土地，而根據該等土地租賃之條款，無需作出持續性付款。樓宇租賃租期一般為三年至三十年。基本上，本集團不得向本集團以外人士轉讓及分租有關租賃資產。

15. LEASES (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Buildings	Prepaid land lease payments	Total
		樓宇	預付土地 租賃款項	總額
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
As at 1 January 2023	於二零二三年 一月一日	17,376	601,978	619,354
Additions	增置	10,741	—	10,741
Depreciation provided during the year	年內已計提折舊	(4,641)	(18,298)	(22,939)
Impairment losses	耗損虧損	—	(65,423)	(65,423)
Exchange realignment	匯兌調整	(318)	(11,809)	(12,127)
As at 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日 及二零二四年 一月一日	23,158	506,448	529,606
Depreciation provided during the year	年內已計提折舊	(4,651)	(18,554)	(23,205)
Impairment losses	耗損虧損	—	(82,825)	(82,825)
Exchange realignment	匯兌調整	(214)	(4,880)	(5,094)
As at 31 December 2024	於二零二四年 十二月三十一日	18,293	400,189	418,482

15. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

本集團使用權資產之賬面值及其年內變動如下：

15. LEASES (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets (Continued)

Details of impairment for the year ended 31 December 2024 are set out in note 17 to the financial statements.

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

15. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產(續)

截至二零二四年十二月三十一日止年度之耗損詳情載於財務報表附註17。

(b) 租賃負債

租賃負債之賬面值及其年內變動如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Carrying amount at 1 January	於一月一日之賬面值	26,095	19,562
New leases	新訂租賃	—	10,741
Accretion of interest recognised during the year	年內已確認利息增加	944	1,067
Payments	付款	(5,020)	(4,933)
Exchange realignment	匯兌調整	(235)	(342)
Carrying amount as at 31 December	於十二月三十一日之賬面值	21,784	26,095
Analysed into:	分析：		
Current portion	即期部分	2,890	4,080
Non-current portion	非即期部分	18,894	22,015

The maturity analysis of lease liabilities is disclosed in note 37 to the financial statements.

租賃負債之到期情況分析於財務報表附註37披露。

15. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities (Continued)

The amounts recognised in profit or loss in relation to leases are as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Interest on lease liabilities	租賃負債之利息	944	1,067
Depreciation charge of right-of-use assets	使用權資產折舊費	23,205	22,939
Expense relating to short-term leases not included in the measurement of lease liabilities	有關短期租賃的開支 未計入租賃負債計量	6,771	10,717
Total amount recognised in profit or loss	於損益中確認之總金額	30,920	34,723

The total cash outflow for leases is disclosed in note 31(c) to the financial statements.

租賃之現金流出總額於財務報表附註31(c)披露。

15. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債(續)

於損益中確認之租賃相關金額如下：

16. GOODWILL

16. 商譽

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cost and net carrying amount at 1 January	於一月一日之成本值及 賬面淨值	130,651	134,207
Impairment losses recognised (note 8)	已確認耗損虧損 (附註8)	(63,697)	—
Exchange realignment	匯兌調整	(1,273)	(3,556)
Cost at 31 December, net of accumulated impairment	於十二月三十一日之 成本值，扣除累計 耗損	65,681	130,651

16. GOODWILL (Continued)

16. 商譽(續)

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
At 31 December	於十二月三十一日		
Cost	成本值	143,469	144,742
Accumulated impairment	累計耗損	(77,788)	(14,091)
Net carrying amount	賬面淨值	65,681	130,651

Impairment testing of goodwill

The carrying amounts of goodwill acquired through business combinations have been allocated to the relevant cash-generating units ("CGUs") of the individual companies for impairment testing, which are summarised as follows:

商譽之耗損測試

個別公司為進行耗損測試透過業務合併所收購已分配至相關現金產生單位(「現金產生單位」)之商譽之賬面值概述如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Environmental remediation segment: Everbright Ecological Remediation (Jiangsu) Limited (formerly known as Suntime Environmental Remediation CO., Ltd) (note i)	環境修復分部： 光大生態修復(江蘇)有限公司(前稱上田環境修復有限公司) (附註i)	65,681	66,748
Hazardous and solid waste treatment segment: EB Greentech Technology (Wuxi) Limited* (note ii)	危廢及固廢處置分部： 光大綠色環保科技(無錫)有限公司 (附註ii)	—	63,903
		65,681	130,651

* For identification purpose only

16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Notes:

- (i) The recoverable amounts of the CGU as at 31 December 2024 and 2023 are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The pre-tax discount rates of 13.5% (2023: 10.0%) have been used for the value-in-use calculations, and cash flows beyond the five-year period were extrapolated using a growth rate of 2% (2023: 2.3%) per annum. In the opinion of the directors, no impairment loss has been recognised for the years ended 31 December 2024 and 2023.
- (ii) The recoverable amounts of the CGU as at 31 December 2024 and 2023 are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The pre-tax discount rates of 8.3% (2023: 10.0%) have been used for the value-in-use calculations, and cash flows beyond the five-year period were extrapolated using a growth rate of 2% (2023: 2.3%) per annum. In the opinion of the directors, HK\$63,697,000 of impairment losses (2023: HK\$Nil) has been recognised for the years ended 31 December 2024.

As a result of the poor operating performance of Zhangjiagang Gelin Environmental Engineering Co., Ltd (“Zhangjiagang Gelin”) and challenging market conditions, a full impairment loss of HK\$14,747,000 in respect of the goodwill of Zhangjiagang Gelin was recognised in the Group’s profit or loss in prior years.

Management determined the budgets based on service agreements governing the relevant operations. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

Key assumptions used in the value-in-use calculations of the relevant CGUs include revenue annual growth rate, operating costs, terminal growth rate and discount rates. Revenue is projected with a processing volume at growth rates per annum over the projection periods with reference to historical pattern and management expectation and business plan. Operating expenses are expected to increase at the long term inflation rate. The discount rates used are the pre-tax rate that reflect the current market assessments of the time value of money and the specific risks relating to the relevant CGUs.

16. 商譽(續)

商譽之耗損測試(續)

附註：

- (i) 於二零二四年及二零二三年十二月三十一日之有關現金產生單位之可收回金額乃根據使用價值計算法釐定。該等計算方法按照管理層已核准之五年期財務預算之現金流量預測。用於計算使用價值之稅前貼現率為13.5% (二零二三年：10.0%)，而超過五年期之現金流量乃以年增長率2% (二零二三年：2.3%) 推算。董事認為，截至二零二四年及二零二三年十二月三十一日止年度並無確認耗損虧損。
- (ii) 於二零二四年及二零二三年十二月三十一日之有關現金產生單位之可收回金額乃根據使用價值計算法釐定。該等計算方法按照管理層已核准之五年期財務預算之現金流量預測。用於計算使用價值之稅前貼現率為8.3% (二零二三年：10.0%)，而超過五年期之現金流量乃以年增長率2% (二零二三年：2.3%) 推算。董事認為，截至二零二四年十二月三十一日止年度確認耗損虧損港幣63,697,000元 (二零二三年：無)。

由於張家港格林環境工程有限公司(「張家港格林」)經營業績欠佳及市場環境充滿挑戰，本集團於過往年度在損益中已就張家港格林之商譽確認全額耗損虧損港幣14,747,000元。

管理層根據規管有關業務之服務協議，釐定有關預算。所用的貼現率為稅前，反映了與相關分部有關的特定風險。

相關現金產生單位的使用價值計算方法所用的關鍵假設包括收益年增長率、營運成本、永久增長率及貼現率。預測期間收益按處理量的年增長率參照歷史模式及管理層預期以及業務計劃預測。經營費用預期將按長期通脹率增長。所使用的貼現率為反映當前市場對貨幣時間價值的評估及與相關現金產生單位有關的特定風險的稅前利率。

17. INTANGIBLE ASSETS

17. 無形資產

		Integrated biomass utilisation project operating rights 生物質綜合利用項目運營權 HK\$'000 港幣千元	Hazardous and solid waste treatment project operating rights 危險及固廢處置項目運營權 HK\$'000 港幣千元	Licences 牌照 HK\$'000 港幣千元	Technologies 技術 HK\$'000 港幣千元	Backlog contracts 未完成合同 HK\$'000 港幣千元	Computer software 電腦軟件 HK\$'000 港幣千元	Total intangible assets 無形資產總值 HK\$'000 港幣千元
31 December 2024	二零二四年十二月三十一日							
Cost:	成本：							
At 1 January 2024	於二零二四年一月一日	12,112,604	3,617,206	127,478	13,373	2,889	27,510	15,901,060
Additions	增置	169,444	—	—	—	—	7,624	177,068
Exchange realignment	匯兌調整	(195,921)	(57,859)	(2,039)	(214)	(46)	(697)	(256,776)
At 31 December 2024	於二零二四年十二月三十一日	12,086,127	3,559,347	125,439	13,159	2,843	34,437	15,821,352
Accumulated amortisation and impairment losses:	累計攤銷及耗損虧損：							
At 1 January 2024	於二零二四年一月一日	2,189,279	806,798	64,493	8,358	2,889	9,124	3,080,941
Charge for the year	本年度開支	414,920	155,826	13,612	1,666	—	3,803	589,827
Impairment losses	耗損虧損	—	578,680	—	—	—	—	578,680
Exchange realignment	匯兌調整	(40,338)	(22,321)	(1,206)	(155)	(46)	(96)	(64,162)
At 31 December 2024	於二零二四年十二月三十一日	2,563,861	1,518,983	76,899	9,869	2,843	12,831	4,185,286
Net carrying amount:	賬面淨值：							
At 31 December 2024	於二零二四年十二月三十一日	9,522,266	2,040,364	48,540	3,290	—	21,606	11,636,066
31 December 2023	二零二三年十二月三十一日							
Cost:	成本：							
At 1 January 2023	於二零二三年一月一日	11,834,000	3,672,973	130,947	13,737	2,967	18,974	15,673,598
Additions	增置	564,264	42,240	—	—	—	9,029	615,533
Exchange realignment	匯兌調整	(285,660)	(98,007)	(3,469)	(364)	(78)	(493)	(388,071)
At 31 December 2023	於二零二三年十二月三十一日	12,112,604	3,617,206	127,478	13,373	2,889	27,510	15,901,060
Accumulated amortisation and impairment losses:	累計攤銷及耗損虧損：							
At 1 January 2023	於二零二三年一月一日	1,839,897	409,450	52,225	6,869	2,967	6,305	2,317,713
Charge for the year	本年度開支	404,928	205,035	13,885	1,700	—	2,873	628,421
Impairment losses	耗損虧損	—	210,144	—	—	—	—	210,144
Exchange realignment	匯兌調整	(55,546)	(17,831)	(1,617)	(211)	(78)	(54)	(75,337)
At 31 December 2023	於二零二三年十二月三十一日	2,189,279	806,798	64,493	8,358	2,889	9,124	3,080,941
Net carrying amount:	賬面淨值：							
At 31 December 2023	於二零二三年十二月三十一日	9,923,325	2,810,408	62,985	5,015	—	18,386	12,820,119

17. INTANGIBLE ASSETS (Continued)

Notes:

- (a) In light of the unexpected market conditions and deteriorating performance of certain projects in the hazardous and solid waste treatment segment during the years ended 31 December 2024 and 2023, property, plant and equipment, right-of-use assets, goodwill and intangible assets included in CGUs which have been identified with indicators of impairment in the hazardous and solid waste segment as at the end of reporting period were reviewed for impairment based on the individual CGUs level. These assets have been allocated to individual CGUs. The operating plants under each service concession agreement was identified as a CGU. The recoverable amount of each CGU to which these assets were allocated was determined based on value in use calculations.

Based on the recoverable amount calculations, impairment losses of HK\$449,734,000 (2023: HK\$380,086,000), HK\$82,825,000 (2023: HK\$65,423,000), HK\$63,697,000 (2023: Nil) and HK\$578,680,000 (2023: HK\$210,144,000) on property, plant and equipment, right-of-use assets, goodwill and intangible assets in the hazardous and solid waste treatment business, respectively, has been recognised in profit or loss for the year ended 31 December 2024. The aggregate recoverable amount of the relevant CGUs as at 31 December 2024 amounted to HK\$2,319,696,000 (2023: HK\$1,200,957,000).

Key assumptions used in recoverable amount calculations of the relevant CGUs of the hazardous and solid waste treatment segment include revenue annual growth rate, operating costs and discount rates. Revenue projections represent the projected hazardous waste treatment volume and the latest hazardous waste treatment fee. Both are projected to increase for expected efficiency improvements and expected market development. The volume growth is capped at the optimal waste treatment capacity. Operating expenses are expected to increase at the long term inflation rate. The discount rates applied to the cash flow projections range from 8.1% to 10.8% (2023: 9.3% to 16.2%). The growth rate beyond the forecast period applied to the projections range is 2% (2023: range from 2% to 3%). Assumptions used are made with reference to historical data of existing projects, observable market data of comparable companies and industry reports, and management's expectation for the market development. The discount rates used are the pre-tax rates that reflect the current market assessments of the time value of money and the specific risks relating to the relevant CGUs.

- (b) As at 31 December 2024, there were certain projects that had not commenced operation, the amount of the project operating rights of these projects was HK\$98,888,000 (2023: HK\$204,401,000). These intangible assets in biomass utilisation segments that had not commenced operation at the end of the reporting period are reviewed for impairment by management. Based on the result of impairment assessment, no impairment loss has been made on these intangible assets that had not commenced operation for the years ended 31 December 2024 and 2023.

17. 無形資產(續)

附註：

- (a) 鑑於截至二零二四年及二零二三年十二月三十一日止年度危廢及固廢處置分部若干項目出現難以預料的市場狀況以及業績不斷惡化，於報告期末確認為危廢及固廢處置分部有耗損跡象的現金產生單位中的物業、廠房及設備、使用權資產、商譽及無形資產乃根據個別現金產生單位水平進行耗損審查。該等資產已獲分配至個別現金產生單位。服務特許經營權協議各自項下的運營廠房獲識別為一個現金產生單位。該等資產所分配的各個現金產生單位的可收回金額乃分別根據使用價值計算方法釐定。

截至二零二四年十二月三十一日止年度，根據可收回金額計算法，危廢及固廢處置業務的物業、廠房及設備、使用權資產、商譽及無形資產的耗損虧損分別為港幣449,734,000元（二零二三年：港幣380,086,000元）、港幣82,825,000元（二零二三年：港幣65,423,000元）、港幣63,697,000元（二零二三年：無）及港幣578,680,000元（二零二三年：港幣210,144,000元），已計入損益。於二零二四年十二月三十一日，相關現金產生單位的可收回總額為港幣2,319,696,000元（二零二三年：港幣1,200,957,000元）。

危廢及固廢處置分部相關現金產生單位的可收回金額計算法中所用的關鍵假設包括收益年增長率，營運成本及貼現率。收益預測指預計危廢處置量及最新危廢處置費。預計隨著預期效率提高及預期市場發展，兩者都將增加。增量以最佳廢物處置能力為上限。預計營運成本將隨著長期通脹率而增加。適用於現金流量預測的貼現率範圍介乎8.1%至10.8%（二零二三年：9.3%至16.2%）。適用於預測範圍的預測期後增長率為2%（二零二三年：介乎2%至3%）。所使用的假設乃參照現有項目的歷史資料、可資比較公司的可觀察市場數據及行業報告及管理層對市場發展的預期作出。所使用的貼現率為反映當前市場對貨幣時間價值的評估及與相關現金產生單位有關的特定風險的稅前利率。

- (b) 於二零二四年十二月三十一日，若干項目尚未開始營運，該等項目的項目經營權金額為港幣98,888,000元（二零二三年：港幣204,401,000元）。管理層對報告期末尚未投入營運的生物質利用分部的無形資產進行了耗損測試。根據耗損評估結果，截至二零二四年及二零二三年十二月三十一日止年度尚未開始營運的該等無形資產未計提耗損虧損。

18. INTERESTS IN JOINT VENTURES

18. 合營企業權益

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	32,191	31,906

Particulars of the Group's joint ventures are as follows:

本集團合營企業之詳情如下：

Name of joint ventures 合營企業名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of paid-up capital 已繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
EBG Veolia Environmental Services (Changzhou) Co., Ltd. 光潔威立雅環境服務(常州)有限公司	PRC 中國	RMB110,000,000 人民幣110,000,000元	50%	—	50%	Design, construction, operation and maintenance of hazardous waste incineration project 設計、建造、運營及維護危廢焚燒項目
EBG K. Wah Solid Waste Treatment Holdings Limited 光嘉固廢處置控股有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	51%	—	51%	Investment holding 投資控股
Xiao County Guangmin Energy Limited* 蕭縣光民能源有限公司	PRC 中國	RMB6,160,000 人民幣6,160,000元	49%	—	49%	Design, construction, operation and maintenance of heat generation project 設計、建造、運營及維護供熱項目
Kellon Concept Limited 佳安創意有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	30%	—	50%	Photovoltaic energy 光伏發電
Xuzhou Xinguang Greentech Renewable Resource Limited* 徐州新光綠保再生資源有限公司	PRC 中國	RMB62,500,000 人民幣62,500,000元	40%	—	40%	Design, construction, operation and maintenance of end-of-life tyres projects 設計、建造、運營及維護廢舊輪胎項目

* For identification purpose only

All the joint ventures are unlisted corporate entities whose quoted market prices are not available.

所有合營企業均為非上市法人實體，並無市場報價。

18. INTERESTS IN JOINT VENTURES (Continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Share of profits of joint ventures	所佔合營企業盈利	689	769
Share of total comprehensive income of joint ventures	所佔合營企業全面收益總額	285	(1,518)
Aggregate carrying amount of the Group's interests in joint ventures	本集團於合營企業之權益總賬面值	32,191	31,906

18. 合營企業權益(續)

下表闡述並非屬個別重大的本集團合營企業的匯總財務資料：

19. INTERESTS IN ASSOCIATES

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	225,590	234,408

19. 聯營公司權益

19. INTERESTS IN ASSOCIATES (Continued)

Particulars of the associates are as follows:

Name of associates 聯營公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of paid-up capital 已繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Anqing Jinghuan Green Environment Solid Waste Comprehensive Disposal Co., Ltd. ("Anqing Solid Waste") 安慶京環綠色環境固廢綜合處置有限公司 (「安慶固廢」)	PRC 中國	RMB202,000,000 人民幣202,000,000元	34%	—	34%	Design, construction, operation and maintenance of hazardous and solid waste treatment project (note i) 設計、建造、運營及維護危險及固廢處置項目 (附註i)
Nanjing Liuhe Jasmine Green Energy Company Limited* ("Nanjing Liuhe") 南京六合茉莉綠色能源有限公司 (「南京六合」)	PRC 中國	RMB160,000,000 人民幣160,000,000元	44.1%	—	44.1%	Financing, construction, operation maintenance and management in urban household waste business services and power generation, transmission and supply (note ii) 城市生活垃圾經營服務及發電、輸電及供電業務的融資、建設、運營、維護和管理 (附註ii)

* For identification purpose only

Notes:

- (i) Anqing Solid Waste was established by the Group with Beijing Environment Limited in the PRC, the other investor to this associate, to enhance the harmless disposal ability of hazardous waste of Anqing City.

Anqing Solid Waste is an unlisted corporate entity whose quoted market price is not available.

19. 聯營公司權益(續)

聯營公司之詳情如下：

附註：

- (i) 本集團與北京環境有限公司(此聯營公司之另一投資者)於中國成立安慶固廢，以加強安慶市的危險廢物無害處置能力。

安慶固廢為非上市法人實體，並無市場報價。

19. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (ii) Nanjing Liuhe was established by the Group with Nanjing Liuhe Environment Company Limited in the PRC, the other investor to this associate, to improve the environmental quality, enhance efficiency in the construction and operation of environmental facilities, and to effectively alleviate the investment (financing), design, construction, operation, maintenance and delivery work relating to household waste treatment in Liuhe District, Nanjing.

Nanjing Liuhe is an unlisted corporate entity whose quoted market price is not available.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

19. 聯營公司權益 (續)

附註：(續)

- (ii) 本集團與南京六合環境有限公司(此聯營公司之另一投資者)於中國成立南京六合，以改善環境質量，提高環境基礎設施建設、運營效率，有效緩解南京市六合區生活垃圾處理問題的投(融)資、設計、建設、運營、維護和移交工作。

南京六合為非上市法人實體，並無市場報價。

下表闡述並非屬個別重大的本集團聯營公司的匯總財務資料：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Share of (losses)/profits of associates	所佔聯營公司(虧損)/ 盈利	(5,135)	895
Share of total comprehensive income of associates	所佔聯營公司之全面 收益總額	(8,819)	(5,475)
Aggregate carrying amount of the Group's interests in associates	本集團於聯營公司之 權益總賬面值	225,590	234,408

20. INVENTORIES

20. 存貨

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Raw materials and operating supplies	原材料及運營用品	328,436	307,634
Finished goods	製成品	49,376	57,025
Total	總計	377,812	364,659

21. CONTRACT ASSETS

21. 合約資產

		Notes 附註	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Service concession assets	服務特許經營權資產	(a)	6,494,201	6,744,070
Unbilled renewable energy tariff subsidy	未開發票可再生能源 電價補貼	(b)	3,106,104	2,495,034
Environmental remediation contract assets	環境修復合約資產	(c)	402,969	416,237
Loss allowance	虧損撥備		10,003,274 (10,321)	9,655,341 (26,989)
Less: Non-current portion	減：非即期部分		9,992,953	9,628,352
— Service concession assets	— 服務特許經營權 資產		(5,961,984)	(6,203,248)
— Environmental remediation contract assets	— 環境修復合約 資產		(152,128)	(154,601)
Current portion	即期部分		(6,114,112)	(6,357,849)
Contract assets arising from performance under construction contracts in connection with service concession arrangements, which are included in “Intangible assets” (note 17)	履行與服務特許經營權 安排相關的建造合約 產生的合約資產， 其計入「無形資產」 (附註17)		3,878,841	3,270,503
			98,888	204,401

21. CONTRACT ASSETS (Continued)

The movements in the loss allowance for contract assets are as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
At beginning of year	年初	26,989	7,869
(Reversal)/recognition of credit losses, net	(撥回)/確認信貸虧損 淨額	(16,447)	19,660
Exchange realignment	匯兌調整	(221)	(540)
At end of year	年末	10,321	26,989

Notes:

- (a) Service concession assets arose from the Group's revenue from construction services under certain BOT and BOO arrangements and bear interest at rates ranging from 4.65% to 6.60% (2023: 4.65% to 6.60%) per annum as at 31 December 2024.

As at 31 December 2024, HK\$6,391,974,000 (2023: HK\$6,692,920,000) relates to certain BOT and BOO arrangements with operations commenced.

Pursuant to the BOT and BOO arrangements, the Group receives no payment from the local governments in Mainland China (the "Grantors") during the construction period and instead receives service fees for the Group's operation services when relevant services are rendered during the operating periods.

The service concession assets are not yet due for payment and will be settled by the service fees to be received during the operating periods of the arrangements. Details of the service concession arrangements are disclosed in note 39 to the financial statements.

All of the current portion of service concession assets is expected to be recovered within one year.

21. 合約資產(續)

合約資產虧損撥備的變動情況如下：

附註：

- (a) 服務特許經營權資產產生自本集團根據若干BOT及BOO安排產生的建造服務收益，於二零二四年十二月三十一日按介乎4.65%至6.60%的年利率計息(二零二三年：4.65%至6.60%)。

於二零二四年十二月三十一日，與已開展運營的若干BOT及BOO安排有關之款項為港幣6,391,974,000元(二零二三年：港幣6,692,920,000元)。

根據BOT及BOO安排，本集團於建造期內不會自中國大陸當地政府(「委託人」)收取款項，而是於運營期內提供相關服務時，就本集團的運營服務收取服務費。

服務特許經營權資產尚未到期支付，並將透過該等安排的運營期內收取的服務費償付。服務特許經營權安排詳情於財務報表附註39披露。

服務特許經營權資產之所有即期部分預計於一年內收回。

21. CONTRACT ASSETS (Continued)

Notes: (Continued)

- (b) The balance represents government on-grid renewable energy tariff subsidy receivables for certain integrated biomass utilisation projects which commenced operations and arose from the Group's revenue from operations. The amounts will be billed and settled upon the completion of government administrative procedures pursuant to notices jointly issued by the Ministry of Finance, the National Development and Reform Commission and the National Energy Administration of the PRC.
- (c) The balance arose from performance under environmental remediation contracts. Such contracts include payment schedules which require stage payments over the service periods once milestones are reached.

The expected credit loss is evaluated at each reporting date using the probability of default approach to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are with reference to the credit ratings assigned on the respective provinces where the counterparties belong to and the forward-looking factors to reflect the effect of the external economic environment. The provision rates of contract assets are based on geographical regions of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

21. 合約資產(續)

附註：(續)

- (b) 結餘為若干投入運營的生物質綜合利用項目之應收政府上網可再生能源電價補貼，及產生自本集團經營收益。待根據中國財政部、國家發展和改革委員會、國家能源局聯合發佈的通知完成政府行政手續後，該款項將會開出發票及收回。
- (c) 結餘因履行環境修復合約而產生。該等合約包括規定於服務期內達到若干里程碑時即須分期付款的付款計劃。

預期信貸虧損於各報告日期使用違約概率法評估，以計量預期信貸虧損。合約資產的預期信貸虧損計量的撥備率乃參考交易對手所屬省份的信用評級以及反映外部經濟環境影響的前瞻性因素釐定。合約資產的撥備率根據多個具類似虧損模式的客戶分部的地理位置計算。該計算反映概率加權結果、金錢之時間價值以及於過去事件、當前狀況及對未來經濟狀況的預測之於報告日期可獲得的合理及支持性資料。

21. CONTRACT ASSETS (Continued)

Set out below is the information about the credit risk exposure on the Group's contract assets:

21. 合約資產(續)

下文載列有關本集團合約資產之信貸風險之資料：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Expected credit loss rate	預期信貸虧損比率	0.10%	0.28%
Gross carrying amount (HK\$'000)	總賬面值(港幣千元)	10,003,274	9,655,341
Expected credit losses (HK\$'000)	預期信貸虧損 (港幣千元)	10,321	26,989

The Group's credit policy with contract assets is disclosed in notes 2.4 and 37 to the financial statements.

本集團有關合約資產的信貸政策於財務報表附註2.4及37披露。

22. DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 22. 應收賬款、其他應收款項、按金及預付款項

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Debtors, net of loss allowances	應收賬款，扣除虧損撥備	6,458,757	7,854,321
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	852,386	947,416
Amounts due from fellow subsidiaries	應收同系附屬公司款項	3,838	3,053
Amounts due from joint ventures	應收合營企業款項	17,787	50,301
		7,332,768	8,855,091
Less: Non-current portion	減：非即期部分		
— Other receivables, deposits and prepayments	— 其他應收款項、按金及預付款項	(348,537)	(391,012)
Current portion	即期部分	6,984,231	8,464,079

An ageing analysis of the debtors, based on the date of invoice (or date of revenue recognition, if earlier) and net of loss allowance as at the end of the reporting period is as follows:

按發票日期(或收益確認日期(以較早者為準))計算並扣除虧損撥備，應收賬款於報告期末之賬齡分析如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Within 1 month	不多於一個月	569,029	565,980
More than 1 month but within 2 months	超過一個月但不多於兩個月	175,773	201,362
More than 2 months but within 4 months	超過兩個月但不多於四個月	338,905	356,538
More than 4 months but within 7 months	超過四個月但不多於七個月	371,544	465,813
More than 7 months but within 13 months	超過七個月但不多於十三個月	681,164	850,494
More than 13 months	超過十三個月	4,322,342	5,414,134
		6,458,757	7,854,321

22. DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Debtors are mainly due immediately within 90 days from the date of billing. Further details on the Group's credit policy and concentrations of credit risk arising from customers are set out in notes 2.4 and 37.

The amounts due from fellow subsidiaries are unsecured, interest-free and are expected to be recognised as expenses within one year.

As at 31 December 2023, included in the amounts due from joint ventures are loans to joint ventures of RMB23,500,000 (equivalent to HK\$25,563,000), which are unsecured, interest-bearing at 125% of the Loan Prime Rate ("LPR") in the PRC and recoverable in 2024. Management assessed that there was significant doubt on collection on cash balance and accordingly, credit loss of the loans was fully recognised during the year ended 31 December 2024.

All of the current portion of the above balances were expected to be recovered or recognised as expenses within one year.

As at 31 December 2024, the carrying amount (net of loss allowance) of debtors at amortised cost and at fair value through other comprehensive income are HK\$1,725,677,000 (2023: HK\$2,181,288,000) and HK\$4,733,080,000 (2023: HK\$5,673,033,000), respectively.

22. 應收賬款、其他應收款項、按金及預付款項(續)

應收賬款主要由發票日期起計九十日內立即到期。有關本集團信貸政策及客戶產生的信貸風險集中的進一步詳情載於附註2.4及37。

應收同系附屬公司款項為無抵押、免息及預計一年內確認為開支。

於二零二三年十二月三十一日，向合營企業提供的貸款人民幣23,500,000元(相等於港幣25,563,000元)計入應收合營企業款項，該筆貸款為無抵押，按中國貸款市場報價利率(「LPR」)的125%計息且可於二零二四年收回。管理層評估現金結餘的收回存在重大疑慮，因此於截至二零二四年十二月三十一日止年度悉數確認該筆貸款信貸虧損。

上述結餘的所有即期部分預期將於一年內收回或確認為開支。

於二零二四年十二月三十一日，按攤銷成本計量及按公允值計入其他全面收益的應收賬款之賬面值(扣除虧損撥備)分別為港幣1,725,677,000元(二零二三年：港幣2,181,288,000元)及港幣4,733,080,000元(二零二三年：港幣5,673,033,000元)。

22. DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The expected credit loss from government authorities is evaluated at each reporting date using the probability of default approach to measure expected credit losses which, except for customers with known financial difficulties or significant doubt on collection, they are assessed individually for impairment allowance. The provision rates are referenced to the credit ratings of comparables with published credit ratings. As at 31 December 2024, the probability default rates and loss given default rates for debtors at amortised costs and at fair value through other comprehensive income were estimated to be ranged from 0.06% to 7.83% (2023: 0.05% to 5.80%) and 59.14% to 60.36% (2023: 53.10% to 64.90%), respectively. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Debtors are written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group 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. The expected credit loss from non-government authorities is evaluated at each reporting date using the provision matrix approach.

The movements in the loss allowance for debtors are as follows:

22. 應收賬款、其他應收款項、按金及預付款項(續)

政府機關的預期信貸虧損於各個報告日期使用違約概率法評估，以計量預期信貸虧損，除已知有財務困難或對收款有重大疑問的客戶外，均會個別評估耗損撥備。撥備率乃參考已公佈信用評級的可資比較公司的信用評級釐定。於二零二四年十二月三十一日，按攤銷成本及按公允值計入其他全面收益的應收賬款的違約概率及違約損失率分別估計介乎0.06%至7.83%（二零二三年：0.05%至5.80%）及59.14%至60.36%（二零二三年：53.10%至64.90%）之間。有關計算反映或然率加權結果、金錢時間價值及於報告日期可得之有關過往事件、當前情況及未來經濟情況預測之合理且有依據之資料。應收賬款將以無實際可能收回者為限予以撇銷（部分或全數）。此情況通常指本集團確定債務人並無資產或收入來源產生充足的現金流量償還應予撇銷之金額。非政府機構的預期信貸虧損於各報告日期使用撥備矩陣法評估。

應收賬款的虧損撥備變動如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
At beginning of year	年初	171,616	108,711
Recognition of credit losses, net	確認信貸虧損淨額	28,599	66,909
Exchange realignment	匯兌調整	(3,439)	(4,004)
At end of year	年末	196,776	171,616

22. DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The following table provides information about the Group's exposure to credit risk and credit loss for debtors:

As at 31 December 2024

		Current	More than 1 year			Total
			Within 1 year	but within 2 years	Over 2 years	
		即期	不多於一年	超過一年但不多於兩年	兩年以上	總計
Expected credit loss rate	預期信貸虧損比率	0.3%	2.6%	3.2%	3.9%	3.0%
Estimated total gross carrying amount at default (HK\$'000)	於違約時的估計總賬面值總額(港幣千元)	904,271	1,627,721	1,311,940	2,811,601	6,655,533
Credit loss (HK\$'000)	信貸虧損(港幣千元)	2,969	42,291	41,508	110,008	196,776

22. 應收賬款、其他應收款項、按金及預付款項(續)

下表提供有關本集團應收賬款之信貸風險及信貸虧損之資料：

於二零二四年十二月三十一日

As at 31 December 2023

		Current	More than 1 year			Total
			Within 1 year	but within 2 years	Over 2 years	
		即期	不多於一年	超過一年但不多於兩年	兩年以上	總計
Expected credit loss rate	預期信貸虧損比率	1.3%	1.9%	2.0%	2.6%	2.1%
Estimated total gross carrying amount at default (HK\$'000)	於違約時的估計總賬面值總額(港幣千元)	1,190,980	1,904,194	1,702,908	3,227,855	8,025,937
Credit loss (HK\$'000)	信貸虧損(港幣千元)	15,433	36,631	34,690	84,862	171,616

於二零二三年十二月三十一日

The increase in loss allowance of debtors at amortised cost and at fair value through comprehensive income in 2024 and 2023 are mainly attributable to increase in the ageing profile of debtors' balances, increase in credit risk of aged overdue balances and increase in the gross carrying amount after the settlement and origination of new receivables.

二零二四年及二零二三年按攤銷成本及按公允值計入全面收益計量之應收賬款的虧損撥備增加乃主要由於債務人結餘的賬齡增加、賬齡逾期結餘的信用風險增加及於結算及產生新的應收款項後賬面總值增加所致。

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

23. 現金及現金等價物及已抵押存款

		Notes	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
		附註		
Cash and bank balances	現金及銀行結餘		1,602,969	2,012,696
Time deposits and pledged bank deposits	定期存款及已抵押銀行存款		70,747	366,087
Subtotal	小計		1,673,716	2,378,783
Less: Pledged bank deposits	減：已抵押銀行存款	(a)	(13,981)	(47,361)
Time deposits with maturity period over three months	存款期超過三個月之定期存款		(24,084)	(22,844)
Cash and cash equivalents	現金及現金等價物	(b)	1,635,651	2,308,578

Notes:

- (a) Pledged bank deposits are mainly pledged to secure certain bank loans of the Group (note 25) and are pledged to banks for the issuance of guarantees by the banks to the Grantors in respect of the specific performance of the duties by the Group under certain service concession agreements.
- (b) Included in "Cash and cash equivalents" are deposits of HK\$76,606,000 (2023: HK\$66,763,000) placed with a bank, which is a fellow subsidiary of the Group, as at 31 December 2024.

附註：

- (a) 已抵押銀行存款主要已抵押作為本集團若干銀行貸款(附註25)之抵押品，以及由於若干銀行就本集團在若干服務特許經營權協議下之特定履約責任而向授權人發出擔保，故已抵押予有關銀行。
- (b) 「現金及現金等價物」包括於二零二四年十二月三十一日存放於一間銀行(為本集團一間同系附屬公司)之存款港幣76,606,000元(二零二三年：港幣66,763,000元)。

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (Continued)

Pledged bank deposits and deposits with banks earn interest at the respective time deposit rates and are deposited with creditworthy banks with no recent history of default.

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$1,551,246,000 (2023: HK\$2,309,572,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

23. 現金及現金等價物及已抵押存款 (續)

已抵押銀行存款及銀行存款按相關定期存款息率賺取利息，並存放於信譽良好且近期並無違約記錄之銀行。

於報告期末，本集團以人民幣（「人民幣」）計值之現金及銀行結餘為港幣1,551,246,000元（二零二三年：港幣2,309,572,000元）。人民幣不能自由兌換成其他貨幣。然而，根據中國大陸《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務之銀行將人民幣兌換成其他貨幣。

銀行現金按浮動息率賺取利息，而浮動息率乃根據銀行存款每日息率釐定。視乎本集團之即時現金需求而定，短期定期存款之存款期介乎一日至三個月不等，並按相關短期定期存款息率賺取利息。銀行結餘及定期存款乃存放於信譽良好且近期並無違約記錄之銀行。

24. CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES

24. 應付賬款、其他應付款項及應計費用

			2024 二零二四年	2023 二零二三年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Creditors	應付賬款			
— third parties	— 第三方	(i)	1,310,870	1,458,132
— fellow subsidiaries	— 同系附屬公司	(i)	21,841	20,730
Other payables and accrued expenses	其他應付款項及應計費用	(viii)	1,187,301	1,140,731
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(ii)	15,646	29,094
Amounts due to joint ventures	應付合營企業款項	(iii)	47	—
Amount due to an associate	應付一間聯營公司款項	(iv)	3,369	—
Amount due to a non-controlling interest	應付非控股權益款項	(v)	3,136	—
Loans from non-controlling interests	來自非控股權益的貸款	(vi)	6,150	8,150
Deferred income — government grants	遞延收入 — 政府補助金	(vii)	167,948	176,722
			2,716,308	2,833,559
Less: Non-current portion	減：非即期部分			
— Deferred income — government grants	— 遞延收入 — 政府補助金		(102,076)	(73,856)
— Other payables and accrued expenses	— 其他應付款項及應計費用		(116,817)	(103,898)
			(218,893)	(177,754)
Current portion	即期部分		2,497,415	2,655,805

24. CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES (Continued)

Notes:

- (i) Included in "Creditors, other payables and accrued expenses" are creditors with the following ageing analysis based on the date of invoice as at the end of the reporting period:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Within 6 months	六個月內	929,998	1,000,527
More than 6 months	六個月以上	402,713	478,335
		1,332,711	1,478,862

Creditors totalling HK\$454,189,000 (2023: HK\$592,683,000) as at 31 December 2024 represent construction payables for the Group's BOT and certain BOO arrangements.

Creditors due to fellow subsidiaries are unsecured, interest-free and repayable in accordance with the contract terms.

- (ii) The amounts due to fellow subsidiaries are unsecured, interest-free and repayable on demand.
- (iii) The amounts due to joint ventures are unsecured, interest free and repayable on demand.
- (iv) The amount due to an associate is unsecured, interest free and repayable on demand.
- (v) The amount due to a non-controlling interest is unsecured, interest-free and repayable within one year.
- (vi) Loans from non-controlling interests are unsecured, interest-free and repayable on demand.
- (vii) Deferred income represents government grants received to subsidise the construction of property, plant and equipment of the Group during the year ended 31 December 2024, of which an amount of HK\$10,118,000 (2023: HK\$14,938,000) was credited to the consolidated statement of profit or loss. There were no unfulfilled conditions and other contingencies attached to the receipts of those grants.

24. 應付賬款、其他應付款項及應計費用(續)

附註：

- (i) 「應付賬款、其他應付款項及應計費用」包括應付賬款，其按發票日期計算於報告期末之賬齡分析如下：

於二零二四年十二月三十一日，應付賬款合共港幣454,189,000元(二零二三年：港幣592,683,000元)為本集團BOT及若干BOO安排的應付建造款項。

應付同系附屬公司的應付賬款為無抵押、免息及須按合約條款償還。

- (ii) 應付同系附屬公司款項為無抵押、免息及須按要求償還。
- (iii) 應付合營企業款項為無抵押、免息及須按要求償還。
- (iv) 應付一間聯營公司款項為無抵押、免息及須按要求償還。
- (v) 應付非控股權益款項為無抵押、免息及須於一年內償還。
- (vi) 來自非控股權益的貸款為無抵押、免息及須按要求償還。
- (vii) 遞延收入指本集團於截至二零二四年十二月三十一日止年度內從政府獲得之補助金，為補助本集團興建物業、廠房及設備，其中為數港幣10,118,000元(二零二三年：港幣14,938,000元)已計入綜合損益表。收取該等補助金並無附帶未實現條件或其他或然事項。

24. CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES (Continued)

Notes: (Continued)

(viii) Included in other payables and accrued expenses are contract liabilities of the advances received for provision of solid waste treatment and heat supply. Details of contract liabilities are as follows:

24. 應付賬款、其他應付款項及應計費用 (續)

附註：(續)

(viii) 其他應付款項及應計費用包括就提供固廢處置及供熱服務收到的預收款項之合約負債。合約負債詳情如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Advances received from customers	客戶的預收款項	132,408	115,761

25. INTEREST-BEARING BANK AND OTHER BORROWINGS

25. 計息銀行及其他借貸

		2024 二零二四年 Maturity 到期	HK\$'000 港幣千元	2023 二零二三年 Maturity 到期	HK\$'000 港幣千元
Current	即期				
Bank and other loans – secured	銀行及其他貸款 – 有抵押	2025 or on demand 二零二五年或按要求	1,373,408	2024 or on demand 二零二四年或按要求	1,313,121
Bank loans – unsecured	銀行貸款 – 無抵押	2025 or on demand 二零二五年或按要求	3,802,313	2024 or on demand 二零二四年或按要求	7,813,227
Medium-term notes – unsecured (note 26)	中期票據 – 無抵押(附註26)	2025 二零二五年	2,542,639	2024 二零二四年	1,087,559
			7,718,360		10,213,907
Non-current	非即期				
Bank and other loans – secured	銀行及其他貸款 – 有抵押	2026-2039 二零二六年至二零三九年	6,861,395	2025-2039 二零二五年至二零三九年	7,806,594
Bank loans – unsecured	銀行貸款 – 無抵押	2026-2037 二零二六年至二零三七年	2,369,605	2025-2037 二零二五年至二零三七年	1,439,570
Medium-term notes – unsecured (note 26)	中期票據 – 無抵押(附註26)	2026-2029 二零二六年至二零二九年	4,050,792	2025-2027 二零二五年至二零二七年	3,671,689
			13,281,792		12,917,853
			21,000,152		23,131,760

25. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

25. 計息銀行及其他借貸(續)

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Analysed into:	分析：		
Bank and other loans repayable:	須於下列期間償還之 銀行及其他貸款：		
Within one year or on demand	一年內或按要求	5,175,721	9,126,348
In the second year	第二年	2,874,277	1,525,103
In the third to fifth years, inclusive	第三至第五年(包括 首尾兩年)	3,433,444	3,923,492
Beyond five years	五年後	2,923,279	3,797,569
		14,406,721	18,372,512
Medium-term notes repayable:	須於下列期間償還之 中期票據：		
Within one year or on demand	一年內或按要求	2,542,639	1,087,559
In the second year	第二年	1,913,025	2,586,427
In the third to fifth years, inclusive	第三至第五年(包括 首尾兩年)	2,137,767	1,085,262
		6,593,431	4,759,248

25. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Certain banking facilities and other loans of the Group are secured by certain revenue, contract assets, intangible assets and receivables in connection with the Group's service concession arrangements, bank deposit, property, plant and equipment and right-of-use assets of the Group. Such banking facilities amounting to HK\$10,071,698,000 (2023: HK\$10,834,660,000) as at 31 December 2024 were utilised to the extent of HK\$7,947,956,000 (2023: HK\$8,773,695,000).

The unsecured banking facilities of HK\$10,879,893,000 (2023: HK\$14,076,086,000) as at 31 December 2024 were utilised to the extent of HK\$6,171,917,000 (2023: HK\$9,252,797,000).

As at 31 December 2023, the Group did not meet certain financial covenants of bank borrowings amounting to HK\$4,293,835,000, and it did not have unconditional rights to defer settlement for at least twelve months after reporting period. The interest-bearing bank borrowings of HK\$4,293,835,000 in aggregate with repayable on demand and with presented under current liabilities in the Group's consolidated statement of financial position as at 31 December 2023. There was no breach of financial covenants of bank borrowings as at 31 December 2024.

All of the non-current bank loans are carried at amortised cost. None of the non-current bank loans is expected to be settled within one year.

25. 計息銀行及其他借貸(續)

本集團若干銀行融資及其他貸款以有關本集團服務特許經營權安排之若干收益、合約資產、無形資產及應收款項、本集團之銀行存款、物業、廠房及設備及使用權資產作抵押。於二零二四年十二月三十一日，上述銀行融資金額為港幣10,071,698,000元(二零二三年：港幣10,834,660,000元)，其中已動用港幣7,947,956,000元(二零二三年：港幣8,773,695,000元)。

於二零二四年十二月三十一日，無抵押銀行融資金額為港幣10,879,893,000元(二零二三年：港幣14,076,086,000元)，其中已動用港幣6,171,917,000元(二零二三年：港幣9,252,797,000元)。

於二零二三年十二月三十一日，本集團並無履行若干銀行借貸港幣4,293,835,000元的若干財務契諾，及其並無無條件將結算延後至報告期後至少12個月的權利。計息銀行借貸總額港幣4,293,835,000元須按要求償還，並於本集團於二零二三年十二月三十一日的綜合財務狀況表中呈列為流動負債。於二零二四年十二月三十一日，並無違反銀行借貸財務契諾。

所有非即期銀行貸款按攤銷成本列賬。概無非即期銀行貸款預期於一年內結付。

26. MEDIUM-TERM NOTES

26. 中期票據

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Current	即期		
Medium-term notes — unsecured	中期票據 — 無抵押	2,542,639	1,087,559
Non-current	非即期		
Medium-term notes — unsecured	中期票據 — 無抵押	4,050,792	3,671,689
Total	總計	6,593,431	4,759,248

The Company issued three tranches RMB-denominated medium term notes to qualified investors in the PRC with an underwriting agreement with the relevant financial institutions in 2020 to 2022. These three tranches of such medium term notes have a maturity period of five years from the respective issue date. The Company is entitled to adjust the interest rate of the medium term notes for the remaining two years before the maturity date after three years from the respective issue date of each tranche of the medium term notes. The bondholders have an option to sell back of these three tranches of medium term notes to the Company at the nominal price, and the exercisable period of this option is five working days immediately after the issuance of the Company's announcement related to the adjustment in interest rate of the medium term notes.

The Company also issued various tranches of the medium term notes following the approval of the application from NAFMII since April 2023. These medium term notes have a maturity period of two to five years from the respective issue date.

The medium term notes bear interest at rates ranging from 2.24% to 3.27% (2023: 2.83% to 3.50% per annum) and will be matured in 2025 to 2029 (2023: 2024 to 2027).

本公司於二零二零年至二零二二年向中國合資格投資者發行三期人民幣中期票據，並與相關金融機構訂立包銷協議。該三期中期票據的期限為自相關發行日期起計五年。本公司有權於每期中期票據各自的發行日期起計三年後，調整到期日前餘下兩年的中期票據利率。債券持有人有權選擇以面值價格向本公司售回該三期中期票據，該選擇權的行使期限為緊隨本公司刊發中期票據利率調整相關公告後的五個工作日。

自二零二三年四月起，本公司亦在獲得交易商協會申請批准後發行多期中期票據。該等中期票據的期限為自相關發行日期起計二至五年。

中期票據按介乎2.24%至3.27%（二零二三年：每年2.83%至3.50%）之利率計息，及將於二零二五年至二零二九年到期（二零二三年：二零二四年至二零二七年）。

27. DEFERRED TAX

The movements in deferred tax liabilities/(assets) during the year are as follows:

27. 遞延稅項

遞延稅項負債/(資產)於年內之變動如下：

		Temporary differences on assets recognised under HK(IFRIC) Interpretation 12 根據《香港(國際財務報告詮釋委員會)－詮釋》第12號 確認之資產之暫時差異 HK\$'000 港幣千元	Temporary differences arising from tax losses 稅項虧損產生之暫時差異 HK\$'000 港幣千元	Temporary differences arising from provision on inventory 存貨撥備產生之暫時差異 HK\$'000 港幣千元	Temporary differences arising from impairment of assets 資產耗損產生之暫時差異 HK\$'000 港幣千元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司產生之公允值調整 HK\$'000 港幣千元	Undistributed profits of subsidiaries 附屬公司未分派盈利 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2023	於二零二三年一月一日	1,348,644	—	—	(53,849)	40,351	36,768	(18,016)	1,353,898
Charged/(credited) to profit or loss (note 11)	在損益扣除/(計入) (附註11)	30,732	(42,681)	(8,851)	(121,232)	(4,293)	(32,596)	(131)	(179,052)
Exchange realignment	匯兌調整	(36,432)	718	149	3,465	(997)	(949)	479	(33,567)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	1,342,944	(41,963)	(8,702)	(171,616)	35,061	3,223	(17,668)	1,141,279
Charged/(credited) to profit or loss (note 11)	在損益扣除/(計入) (附註11)	(53,086)	—	—	(250,379)	(4,279)	422	(466)	(307,788)
Charged/(credited) to reserves	在儲備金扣除/(計入)	—	—	—	(432,796)	—	—	—	(432,796)
Exchange realignment	匯兌調整	(11,459)	671	139	2,132	(506)	(515)	289	(9,249)
At 31 December 2024	於二零二四年十二月三十一日	1,278,399	(41,292)	(8,563)	(852,659)	30,276	3,130	(17,845)	391,446

27. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項資產	460,248	198,495
Deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債	(851,694)	(1,339,774)
		(391,446)	(1,141,279)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

The Group has unrecognised tax losses arising in Mainland China of approximately HK\$485,264,000 (2023: HK\$221,312,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they are not considered probable that taxable profits will be available against which the tax losses can be utilised.

27. 遞延稅項(續)

為了呈報目的，若干遞延稅項資產及負債已於財務狀況表中抵銷。下表為就財務申報目的而對本集團遞延稅項結餘作出之分析：

根據中國企業所得稅法，於中國大陸成立之外資企業向外國投資者宣派股息時，需按10%之稅率徵收預扣稅。該規定於二零零八年一月一日起生效，並適用於二零零七年十二月三十一日之後產生之盈利。倘若中國大陸與有關外國投資者所屬司法權區訂有相關稅務協議，則可應用較低之預扣稅率。本集團之適用稅率為5%。因此，本集團須就中國大陸成立之附屬公司自二零零八年一月一日起產生之盈利所分派之股息繳納預扣稅。

本集團於中國大陸產生未確認稅項虧損約港幣485,264,000元(二零二三年：港幣221,312,000元)將於一至五年內用於抵銷未來應課稅盈利。並無就該等虧損確認遞延稅項資產，因遞延稅項資產被認為不大可能會產生應課稅盈利以抵銷可動用之稅項虧損。

27. DEFERRED TAX (Continued)

At 31 December 2024, the aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised was approximately HK\$438,335,000 (2023: HK\$412,481,000). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

27. 遞延稅項(續)

於二零二四年十二月三十一日，與投資於中國大陸附屬公司相關的尚未確認遞延稅項負債的暫時差異總額約為港幣438,335,000元(二零二三年：港幣412,481,000元)。董事認為，於可見將來，該等附屬公司不大可能分派該等利潤。

本公司向其股東派發股息並不附帶任何所得稅後果。

28. SHARE CAPITAL

28. 股本

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Authorised: 5,000,000,000 (2023: 5,000,000,000) ordinary shares of US\$0.10 each	法定： 5,000,000,000股 (二零二三年： 5,000,000,000股) 每股面值0.10美元 之普通股	3,891,500	3,891,500
Issued and fully paid: 2,066,078,000 (2023: 2,066,078,000) ordinary shares	已發行及悉數繳足： 2,066,078,000股 (二零二三年： 2,066,078,000股) 普通股	1,608,029	1,608,029

29. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 159 to 160 of the financial statements.

(i) Share premium

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

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of entities outside Hong Kong.

(iii) Other reserve

Other reserve comprises the difference between the consideration paid for the acquisition of non-controlling interests and the carrying amount of non-controlling interests at the transaction date, less the foreign exchange movements on translation of those subsidiaries attributable to the non-controlling interests.

29. 儲備

本集團於本年度及過往年度之儲備金額及其變動詳情於財務報表中第159至160頁之綜合權益變動表呈列。

(i) 股份溢價

根據《開曼群島公司法》(修訂本)，本公司股份溢價賬內的資金可分派予本公司股東，惟於緊隨建議分派股息日期後，本公司將有能力在其日常業務過程中支付到期債項。

(ii) 匯兌儲備

匯兌儲備包括換算香港境外實體之財務報表所產生之所有外匯匯兌差額。

(iii) 其他儲備

其他儲備包括收購非控股權益所付的代價與非控股權益於交易日期的賬面值之間的差額，減換算非控股權益應佔的該等附屬公司之外匯匯兌變動。

29. RESERVES (Continued)

(iv) Reserve fund

Statutory reserve – wholly-foreign-owned enterprises

Subsidiaries of the Group in the PRC, which are wholly-foreign-owned enterprises, follow the accounting principles and relevant financial regulations of the PRC applicable to wholly-foreign-owned enterprises (“PRC GAAP – WFOE”) in the preparation of their accounting records and financial statements. Pursuant to the accounting regulations for business enterprises (企業會計制度[財會(2000)25號]), the subsidiaries are required to appropriate 10% of the profit arrived at in accordance with PRC GAAP-WFOE for each year to a statutory reserve. The profit arrived at must be used initially to set off against any accumulated losses. The appropriations to statutory reserve, after offsetting against any accumulated losses, must be made before the distribution of dividends to equity owners. The appropriation is required until the statutory reserve reaches 50% of the registered capital. This statutory reserve is not distributable in the form of cash dividends but may be used to set off losses or be converted into paid-in capital.

(v) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of debtors at fair value through other comprehensive income held at the end of the reporting period and is dealt with in accordance with the accounting policies in note 2.4.

29. 儲備(續)

(iv) 儲備金

法定儲備 – 全外資企業

本集團位於中國之附屬公司(全外資企業)依據適用於外商獨資企業之中國會計原則及有關財務法規(「中國公認會計原則 – 全外資企業」), 編製會計記錄及財務報表。根據《企業會計制度[財會(2000)25號]》, 附屬公司須每年按照中國公認會計原則 – 全外資企業計算所得之盈利其中10%劃撥至法定儲備。盈利必須首先用以抵銷任何累計虧損。只有在劃撥盈利(已扣除任何累計虧損後)至法定儲備後方可向股權擁有人分派股息。附屬公司須一直劃撥盈利至法定儲備, 直至法定儲備達至註冊資本50%為止。此法定儲備不可以現金股息形式分派, 惟可用於抵銷虧損或轉換為實繳股本。

(v) 公允值儲備

公允值儲備包括報告期末按公允值計入其他全面收益的應收賬款的公允值的累計變動淨值, 並按照附註2.4的會計政策處理。

30. PERPETUAL MEDIUM-TERM NOTES

30. 永續中期票據

		Principal 本金 HK\$'000 港幣千元	Distribution 分派 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
As at 1 January 2023	於二零二三年一月一日	806,982	—	806,982
Profit attributable to holders of perpetual medium-term notes	永續中期票據持有人應佔盈利	—	36,285	36,285
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人分派	—	(36,285)	(36,285)
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	806,982	—	806,982
Issuance of perpetual medium-term notes during the year	年內發行永續中期票據	1,084,935	—	1,084,935
Profit attributable to holders of perpetual medium-term notes	永續中期票據持有人應佔盈利	—	34,001	34,001
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人分派	—	(25,218)	(25,218)
As at 31 December 2024	於二零二四年十二月三十一日	1,891,917	8,783	1,900,700

During the year ended 31 December 2024, the Company issued perpetual medium-term notes with a principal amount of RMB1,000,000,000 (equivalent to approximately HK\$1,088,200,000). Net proceeds after deducting the issuance expenses amounted to HK\$1,084,935,000. The distribution rate for the perpetual medium-term notes is 2.43% per annum in the first 3 years from the date of issuance, and subsequently the distribution rate will be reset in every 3 calendar years. The distribution of perpetual medium-term notes is accrued in accordance with the distribution rate as set out in the offering memorandum, and the distribution is payable on 12 September annually. The perpetual medium-term notes have no maturity date and the instruments can only be redeemed at the option of the Company. The payments of distribution can be deferred into perpetuity at the discretion of the Company, except when a compulsory distribution payment event, including declaration or payment of any discretionary dividends to ordinary shareholders, has occurred over the past 12 months before the payment date of each distribution.

截至二零二四年十二月三十一日止年度，本公司發行本金額為人民幣1,000,000,000元（等值約港幣1,088,200,000元）的永續中期票據。經扣除發行開支後，永續中期票據之所得款項淨額為港幣1,084,935,000元。於自發行日期起計首3年，永續中期票據的分派率為每年2.43%，其後將於每3個曆年重置一次。永續中期票據的分派乃按照發行備忘錄所載的分派率進行累計，且該等分派應於每年九月十二日支付一次。永續中期票據並無到期日，該等工具僅可由本公司選擇贖回。本公司可酌情決定將分派款項遞延為永續年金，除非於各分派支付日期前過往12個月發生強制分派付款事件，包括向普通股股東宣派或派付任何酌情股息。

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year ended 31 December 2024, interest expenses on medium-term notes of HK\$20,127,000 (2023: HK\$10,236,000) are not yet settled by the Group, and are recorded in “Creditors, other payables and accrued expenses” in the consolidated statement of financial position as at 31 December 2024.
- (ii) During the year ended 31 December 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$Nil (2023: HK\$10,471,000) and HK\$Nil (2023: HK\$10,471,000), respectively, in respect of lease arrangements for buildings.

(b) Changes in liabilities arising from financing activities:

31. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 於截至二零二四年十二月三十一日止年度，本集團尚未付清中期票據利息開支港幣20,127,000元（二零二三年：港幣10,236,000元），有關款項已入賬二零二四年十二月三十一日之綜合財務狀況表「應付賬款、其他應付款項及應計費用」內。
- (ii) 於截至二零二四年十二月三十一日止年度，本集團具有有關樓宇之租賃安排之使用權資產及租賃負債非現金增置分別為港幣零元（二零二三年：港幣10,471,000元）及港幣零元（二零二三年：港幣10,471,000元）。

(b) 融資活動產生的負債之變動：

		Bank and other loans 銀行及其他貸款 HK\$'000 港幣千元	Medium-term notes 中期票據 HK\$'000 港幣千元	Medium-term notes interest payables 應付中期票據利息 HK\$'000 港幣千元	Lease liabilities 租賃負債 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2023	於二零二三年一月一日	17,163,132	3,573,393	78,913	19,562	20,835,000
Changes from financing cash flows	融資現金流量變動	1,549,071	1,288,245	(124,353)	(4,933)	2,708,030
New leases	新訂租賃	—	—	—	10,741	10,741
Finance costs, including capitalised interest expenses	財務費用（包括已資本化利息開支）	14,823	—	134,589	1,067	150,479
Exchange realignment	匯兌調整	(354,514)	(102,390)	(7,860)	(342)	(465,106)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	18,372,512	4,759,248	81,289	26,095	23,239,144
Changes from financing cash flows	融資現金流量變動	(3,759,669)	1,910,310	(151,937)	(5,020)	(2,006,316)
Finance costs, including capitalised interest expenses	財務費用（包括已資本化利息開支）	11,436	—	172,064	944	184,444
Exchange realignment	匯兌調整	(217,558)	(76,127)	(1,066)	(235)	(294,986)
As at 31 December 2024	於二零二四年十二月三十一日	14,406,721	6,593,431	100,350	21,784	21,122,286

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Within operating activities	經營活動內	6,771	10,717
Within financing activities	融資活動內	5,020	4,933

32. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's banking facilities and other loans are included in note 25 to the financial statements. The aggregate net book value of assets pledged amounted to HK\$17,920,001,000 (2023: HK\$17,239,332,000) as at 31 December 2024.

33. COMMITMENTS

- (a) At 31 December 2024, the Group had outstanding purchase commitments in connection with the Group's construction contracts not provided for in the financial statements of HK\$50,834,000 (2023: HK\$108,723,000).
- (b) At 31 December 2024, the Group had an outstanding capital commitment relating to the capital contribution to a joint venture not provided for in the financial statements of HK\$26,760,000 (2023: HK\$27,195,000).

31. 綜合現金流量表附註(續)

(c) 租賃之現金流出總額

現金流量表所載租賃之現金流出總額如下：

32. 資產抵押

就本集團銀行融資及其他貸款而已予抵押之本集團資產之詳情載於財務報表附註25。於二零二四年十二月三十一日，已抵押資產之賬面總淨值為港幣17,920,001,000元(二零二三年：港幣17,239,332,000元)。

33. 承擔

- (a) 於二零二四年十二月三十一日，本集團並未在財務報表中就有關本集團建造合約之未履行採購承擔港幣50,834,000元(二零二三年：港幣108,723,000元)作撥備。
- (b) 於二零二四年十二月三十一日，本集團並未在財務報表就有關向一家合營企業注資之未履行資本承擔港幣26,760,000元(二零二三年：港幣27,195,000元)作撥備。

34. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

(a) Transactions with fellow subsidiaries

			2024 二零二四年	2023 二零二三年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Rental expenses	租金開支	(vi)	1,445	2,189
Hazardous and solid waste processing income	危廢及固廢處置收入	(vi)	5,412	2,448
Underwriting fee	包銷費用	(vi)	6,690	3,651
Interest income**	利息收入**	(i)	511	315
Interest expenses**	利息支出**	(ii)	9,645	5,619
Purchase of machineries**	機器採購**	(iii)	13,128	25,357
Design fees	設計費用		801	640
Purchase of steam**	蒸汽採購**	(iv)	6,867	15,341
Medical insurance fee**	醫療保險費**	(v)	25,942	27,803

Notes:

- (i) Interest income was derived from deposit services provided by China Everbright Bank Company Limited ("CE Bank"). The deposit services provided by CE Bank was based on normal commercial terms and no less favourable than the terms available to the Group from independent third parties. Interest income was charged based on normal terms and agreed through arm's-length negotiations between the parties.
- (ii) Interest expenses was incurred on a loan from CE Bank. The loan services provided by CE Bank was based on normal commercial terms and no less favourable than the terms available to the Group from independent third parties. Interest expenses was charged based on normal terms and agreed through arm's-length negotiations between the parties.
- (iii) Purchase of machineries from a fellow subsidiary, Everbright Environmental Technology Equipment (Changzhou) Company Limited*, was charged in accordance with the terms of the agreement entered into between the Group and the fellow subsidiary.

附註：

- (i) 利息收入源自中國光大銀行股份有限公司(「光大銀行」)提供之存款服務。光大銀行提供之存款服務應按一般商業條款提供，且有關條款不遜於本集團自獨立第三方獲得之條款。利息收入按一般條款收取及透過訂約方之間的公平磋商協定。
- (ii) 利息支出乃由光大銀行貸款產生。光大銀行提供之貸款服務乃按一般商業條款提供，且有關條款不遜於本集團自獨立第三方獲得之條款。利息支出按一般條款收取及透過訂約方之間的公平磋商協定。
- (iii) 向同系附屬公司光大環保技術裝備(常州)有限公司的機器採購款項乃根據本集團與同系附屬公司訂立的協議條款收取。

34. 關聯人士之交易

除財務報表其他部分披露之交易及結餘外，本集團訂立以下重大關聯人士交易：

(a) 與同系附屬公司之交易

34. RELATED PARTY TRANSACTIONS (Continued)

(a) Transactions with fellow subsidiaries (Continued)

Notes: (Continued)

- (iv) Purchase of steam from a fellow subsidiary, EB Environmental Energy (Suqian) Company Limited*, was charged in accordance with the terms of the agreement entered into between the Group and the fellow subsidiary.
- (v) Medical insurance fee was paid to Sun Life Everbright Life Insurance Co., Limited*. The fee was charged in accordance with the terms of the agreement entered into between the parties.
- (vi) These transactions were conducted in accordance with the terms mutually agreed with the relevant parties.

* For identification purpose only

** These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

- (b) The Group paid key management personnel compensation as follows:

34. 關聯人士之交易 (續)

(a) 與同系附屬公司之交易 (續)

附註：(續)

- (iv) 向同系附屬公司光大環保能源(宿遷)有限公司採購蒸汽的款項乃根據本集團與同系附屬公司訂立的協議條款收取。
- (v) 向光大永明人壽保險有限公司支付醫療保險費。該費用乃根據訂約方之間訂立的協議條款收取。
- (vi) 該等交易乃根據與有關各方共同協定的條款進行。

** 該等關聯人士交易亦構成《上市規則》第14A章所界定之持續關連交易。

- (b) 本集團已支付之主要管理層人員酬金如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	34,412	46,420
Retirement scheme contributions	退休計劃供款	4,871	5,631
		39,283	52,051

Total remuneration is included in "Employee benefit expense" (see note 8).

薪酬總額計入「僱員福利開支」(見附註8)。

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2024

Financial assets

35. 按類別劃分之金融工具

於報告期末，各類別金融工具之賬面值如下：

二零二四年

金融資產

		Financial assets at fair value through other comprehensive income 按公允值計入 其他全面收益 之金融資產 HK\$'000 港幣千元	Financial assets at amortised cost 按攤銷成本計量之 金融資產 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Debtors	應收賬款	4,733,080	1,725,677	6,458,757
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、 按金及預付款項 之金融資產	—	262,079	262,079
Pledged bank deposits	已抵押銀行存款	—	13,981	13,981
Deposits with banks	銀行存款	—	24,084	24,084
Cash and cash equivalents	現金及現金等價物	—	1,635,651	1,635,651
		4,733,080	3,661,472	8,394,552

35. FINANCIAL INSTRUMENTS BY CATEGORY
(Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2024 (Continued)*Financial liabilities*

35. 按類別劃分之金融工具 (續)

於報告期末，各類別金融工具之賬面值如下：(續)

二零二四年 (續)*金融負債*

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 港幣千元
Financial liabilities included in creditors, other payables and accrued expenses	計入應付賬款、其他應付款項及應計費用之金融負債	2,366,148
Lease liabilities	租賃負債	21,784
Interest-bearing bank and other borrowings	計息銀行及其他借貸	21,000,152
		23,388,084

35. FINANCIAL INSTRUMENTS BY CATEGORY
(Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2023

Financial assets

35. 按類別劃分之金融工具 (續)

於報告期末，各類別金融工具之賬面值如下：(續)

二零二三年

金融資產

		Financial assets at fair value through other comprehensive income 按公允值計入 其他全面收益 之金融資產 HK\$'000 港幣千元	Financial assets at amortised cost 按攤銷成本計量之 金融資產 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Debtors	應收賬款	5,673,033	2,181,288	7,854,321
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、 按金及預付款項 之金融資產	—	276,573	276,573
Pledged bank deposits	已抵押銀行存款	—	47,361	47,361
Deposits with banks	銀行存款	—	22,844	22,844
Cash and cash equivalents	現金及現金等價物	—	2,308,578	2,308,578
		5,673,033	4,836,644	10,509,677

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本 計量之金融 負債 HK\$'000 港幣千元
Financial liabilities included in creditors, other payables and accrued expenses	計入應付賬款、其他應付款項及應計 費用之金融負債	2,541,074
Lease liabilities	租賃負債	26,095
Interest-bearing bank and other borrowings	計息銀行及其他借貸	23,131,760
		25,698,929

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposits, deposits with banks, current portion of financial assets included in debtors, other receivables, deposits and prepayments, creditors, other payables and accrued expenses, lease liabilities and interest-bearing bank and other borrowings approximate their carrying amounts largely due to the immediate or the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit and risk management committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of financial assets included in other receivables, deposits and prepayments, other payables, lease liabilities, interest-bearing bank and other borrowings and certain debtors have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk, annualised yield and remaining maturities. The Group's own non-performance risk for interest-bearing borrowings as at 31 December 2024 and 2023 was assessed to be insignificant. The carrying amounts of these balances approximate to their fair values.

36. 金融工具之公允值及公允值層級

管理層已評估現金及現金等價物、已抵押銀行存款、銀行存款、應收賬款內金融資產即期部分、其他應收款項、按金及預付款項、應付賬款、其他應付款項及應計費用、租賃負債及計息銀行及其他借貸之公允值與其賬面值相若，主要由於該等工具即時到期或於短期內到期。

本集團的財務部門負責釐定金融工具公允值計量的政策及程序。於各報告日期，財務部門分析金融工具的價值變動及釐定估值所應用的主要輸入數據。有關估值由財務總監審閱及批准。審核及風險管理委員會每年兩次討論估值程序及結果，以便作出中期及年度財務報告。

金融資產及負債的公允值以該工具於自願交易方（強迫或清盤出售除外）當前交易下之可交易金額入賬。以下方法及假設用於估計公允值：

計入其他應收款項、按金及預付款項之金融資產之非即期部分、其他應付款項、租賃負債、計息銀行及其他借貸及若干應收賬款的公允值使用現時可用於具有類似條款、信貸風險、年化收益率及剩餘到期日的工具的利率貼現預期未來現金流量計算。於二零二四年及二零二三年十二月三十一日，本集團自身計息借貸的違約風險評估為輕微。該等結餘之賬面值與其公允值相若。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

		Fair value measurement using 公允值計量使用以下方法			Total 總計
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$'000 港幣千元	
As at 31 December 2024	於二零二四年 十二月三十一日				
Financial assets at fair value through other comprehensive income	按公允值計入其他全面 收益之金融資產	—	4,733,080	—	4,733,080

		Fair value measurement using 公允值計量使用以下方法			Total 總計
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$'000 港幣千元	
As at 31 December 2023	於二零二三年 十二月三十一日				
Financial assets at fair value through other comprehensive income	按公允值計入其他全面 收益之金融資產	—	5,673,033	—	5,673,033

The Group did not have financial liabilities measured at fair value as at 31 December 2024 and 2023.

36. 金融工具之公允值及公允值層級 (續)

公允值層級

下表說明本集團金融工具之公允值計量層級：

按公允值計量之資產：

於二零二四年及二零二三年十二月三十一日，本集團並無擁有按公允值計量的金融負債。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

During the year ended 31 December 2024, there were no transfers of fair value measurements between level 1 and level 2 and no transfers into or at level 3 for financial assets (2023: Nil).

The fair value of financial assets at fair value through other comprehensive income in level 2 is determined by discounting the expected future cash inflows derived by the assets. The discount rate used is derived from the relevant government yield curve as at the end of the reporting period plus a credit spread.

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing borrowings, cash and short-term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as debtors, other receivables, deposits, and creditors, other payables and accrued expenses, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

36. 金融工具之公允值及公允值層級 (續)

公允值層級 (續)

截至二零二四年十二月三十一日止年度，就金融資產而言，第一級和第二級的公允值計量之間並無轉移及並無轉入第三級或自第三級轉出(二零二三年：無)。

第二級按公允值計入其他全面收益之金融資產之公允值乃透過貼現資產產生之預期未來現金流入釐定。所使用之貼現率源自報告期末之相關政府收益率曲線加上信貸息差。

37. 財務風險管理目標及政策

本集團之主要金融工具包括計息借貸、現金及短期存款。此等金融工具之主要目的在於為本集團之業務運作提供資金。本集團還有其他金融資產及負債，包括應收賬款、其他應收款項、按金以及應付賬款、其他應付款項及應計費用，乃直接自其業務產生。

本集團金融工具產生之主要風險包括利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定管理各項有關風險之政策，及有關政策概述於下文。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 37. 財務風險管理目標及政策 (續)

Interest rate risk

The Group's interest rate risk arises primarily from the Group's cash and cash equivalents, deposits with banks, bank and other borrowings and medium-term notes. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk, respectively. The Group does not use financial derivatives to hedge against the interest rate risk. 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 net borrowings (being interest-bearing financial liabilities less deposits with banks and cash and cash equivalents) at the end of the reporting period.

利率風險

本集團面對之利率風險主要來自本集團之現金及現金等價物、銀行存款、銀行及其他借貸及中期票據。按浮動利率及固定利率批出之借貸令本集團分別承受現金流量利率風險及公允值利率風險。本集團並無利用金融衍生工具來對沖利率風險。本集團之利率概況由管理層監察，詳情載於下文(i)。

(i) 利率概況

下表載列本集團於報告期末之借貸淨額(即計息金融負債減去銀行存款以及現金及現金等價物)之利率概況。

		2024 二零二四年		2023 二零二三年	
		Effective interest rate 實際利率 %	Amount 金額 HK\$'000 港幣千元	Effective interest rate 實際利率 %	Amount 金額 HK\$'000 港幣千元
Net fixed rate borrowings/ (deposits):	定息借貸/(存款) 淨額:				
Medium-term notes	中期票據	2.24%-3.27%	6,593,431	2.83%-3.68%	4,759,248
Lease liabilities (note 15(b))	租賃負債(附註15(b))	1.42%-4.90%	21,784	1.42%-4.90%	26,095
Less: Deposits with banks	減: 銀行存款	1.35%	(24,084)	1.45%	(22,844)
Cash and cash equivalents	現金及現金等 價物	0.55%	(32,682)	3.05%	(295,882)
			6,558,449		4,466,617
Net variable rate borrowings/ (deposits):	浮息借貸/(存款) 淨額:				
Bank and other loans	銀行及其他貸款	2%-5.95%	14,406,721	2.45%-6.17%	18,372,512
Less: Cash and cash equivalents	減: 現金及現金等價物	0.01%-3%	(1,602,969)	0.03%-2.50%	(2,012,696)
Pledged bank deposits	已抵押銀行存款	0.1%-2.7%	(13,981)	0.25%-2.75%	(47,361)
			12,789,771		16,312,455
Total net borrowings	總借貸淨額		19,348,220		20,779,072

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2024, it is estimated that a general increase/decrease of one percent in interest rates, with all other variables held constant, would increase/decrease the Group's loss before taxation by approximately HK\$127,898,000 (2023: HK\$163,125,000).

The sensitivity analysis above indicates the instantaneous change in the Group's loss before taxation that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's loss before taxation is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2023.

37. 財務風險管理目標及政策(續)

利率風險(續)

(ii) 敏感度分析

於二零二四年十二月三十一日，據本集團估計，倘利率整體上升／下降一個百分點，而所有其他變數維持不變，本集團之除稅前虧損將會增加／減少約港幣127,898,000元(二零二三年：港幣163,125,000元)。

上述敏感度分析指出本集團之除稅前虧損可能產生之即時變動。敏感度分析假設利率變動已於報告期末發生，並已用於重新計量本集團所持有並於報告期末使本集團面臨公允值利率風險之金融工具。對於由本集團於報告期末所持有之浮動利率非衍生工具所產生之現金流利率風險，其對本集團除稅前虧損之影響是基於利率變動而產生之全年利息支出或收入影響作估計。該分析按二零二三年同一基準進行。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

(i) Exposure to foreign currency risk

The Group is exposed to foreign currency risk primarily from bank loans, cash and cash equivalents, receivables and payables that are denominated in a foreign currency, i.e., a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Hong Kong dollars, Renminbi, United States dollars and Euros. The Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

The following table details the Group's exposure at the end of the reporting period to foreign currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the reporting date. Differences resulting from the translation of the consolidated financial statements of foreign operations into the Group's presentation currency are excluded.

		2024 二零二四年			2023 二零二三年		
		United States			United States		
		Renminbi	dollars	Euros	Renminbi	dollars	Euros
		人民幣	美元	歐元	人民幣	美元	歐元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cash and cash equivalents	現金及現金等價物	192,975	403	569	310,502	405	190
Amounts due from/(to) fellow subsidiaries (net)	應收/(應付)同系附屬公司款項淨額	5,587,847	—	—	4,580,002	—	—
Other receivables	其他應收款項	380,382	—	51,283	13,770	—	—
Bank loans	銀行貸款	(9,737,610)	—	—	(5,065,885)	—	—
Other payables	其他應付款項	(187,317)	—	—	(142,891)	—	—
		(3,763,723)	403	51,852	(304,502)	405	190

外幣風險

(i) 須承受之外幣風險

本集團面臨的外幣風險主要源自以外幣(即與業務相關的功能貨幣以外的貨幣)計值之銀行貸款、現金及現金等價物、應收款項及應付款項。產生該風險的貨幣主要為港幣、人民幣、美元及歐元。透過於必要時以現貨匯率買賣外幣以應對短期不平均情況，本集團確保面對的風險淨額維持在可接受的水平。

下表詳列本集團於各報告期末由已確認資產或負債(以相關實體之功能貨幣以外之貨幣計值)所產生之外幣風險。就呈列目的而言，風險金額以港幣列示，並按報告期末的現貨匯率換算。因將外國業務的綜合財務報表換算為本集團的呈列貨幣而產生的差額不會計入外幣風險。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss before taxation that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. The impact of foreign exchange rate fluctuations with respect to the assets and liabilities denominated in United States dollars is insignificant as Hong Kong dollars is pegged to the United States dollars.

37. 財務風險管理目標及政策(續)

外幣風險(續)

(ii) 敏感度分析

下表載列假設於報告期末本集團面對重大風險的外匯匯率於當日出現變動，而所有其他變動保持不變，將會對本集團的除稅前虧損造成即時影響。就此而言，假設港幣兌美元的聯繫匯率不會因美元價值兌其他貨幣的任何變動而受到重大影響。由於港幣與美元掛鈎，與以美元計值的資產及負債有關之外匯匯率波動的影響並不重大。

		2024 二零二四年		2023 二零二三年	
		Increase/ (decrease) in foreign exchange rates 外匯匯率上升/ (下降)	Effect on loss before tax 對除稅前虧損的 影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 外匯匯率上升/ (下降)	Effect on loss before tax 對除稅前虧損的 影響 HK\$'000 港幣千元
Renminbi	人民幣	10% (10%)	(376,372) 376,372	10% (10%)	(30,450) 30,450
United States dollars	美元	10% (10%)	40 (40)	10% (10%)	41 (41)
Euros	歐元	10% (10%)	5,185 (5,185)	10% (10%)	19 (19)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

(ii) Sensitivity analysis (Continued)

Results of the analysis presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' loss before taxation measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including intercompany payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis as 2023.

Credit risk

The Group assesses the credit quality of the customers and other counterparties, taking into account their background, financial position, past experience and other factors. The Group has a credit policy in place and the exposures to credit risks are monitored on an ongoing basis. Debtors are usually due immediately within 90 days from the date of billing.

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 cash and cash equivalents, debtors, other receivables and contract assets.

37. 財務風險管理目標及政策 (續)

外幣風險 (續)

(ii) 敏感度分析 (續)

上表呈列之分析結果總結了本集團各個別公司以相關功能貨幣計量之除稅前虧損之即時影響，有關影響以報告期末之匯率折算為港幣呈報。

敏感度分析假設外匯匯率的變動已用於重新計量報告期末本集團所持有及使本集團承受外匯風險的該等金融工具，包括以貸款人或借款人的功能貨幣以外的貨幣計值的集團內公司間應付款項及應收款項。該分析撇除將外國業務的財務報表換算為本集團呈列貨幣所產生的差額。該分析按二零二三年同一基準進行。

信貸風險

本集團基於客戶及其他交易對手的背景、財務狀況、過往經驗及其他因素來評估其信貸質素。本集團設有一套信貸政策，並持續監察所面臨的信貸風險。應收賬款通常由發票日期起計九十日內到期。

信貸風險指交易對手未履行其合約責任而導致本集團產生財務損失的風險。本集團的信貸風險主要來自現金及現金等價物、應收賬款、其他應收款項及合約資產。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)*Maximum exposure and year-end staging*

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2024

37. 財務風險管理目標及政策(續)

信貸風險(續)*最高風險及年末分階段分類*

下表根據本集團的信貸政策，列示信貸品質及最高信貸風險，除無須過大成本或努力便可獲得其他資料外，下表主要以逾期資料及於十二月三十一日之年末分階段分類為基礎。

呈列金額為金融資產及金融擔保合約信貸風險的總賬面值。

於二零二四年十二月三十一日

		12-month ECLs		Lifetime ECLs			Total
		12個月預期信貸虧損		整個存續期的預期信貸虧損			
		Stage 1	Stage 2	Stage 3	Simplified approach	Total	
		第一階段	第二階段	第三階段	簡化法	合計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Cash and cash equivalents	現金及現金等價物	1,635,651	—	—	—	1,635,651	
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	24,084	—	—	—	24,084	
Pledged bank deposits	已抵押銀行存款	13,981	—	—	—	13,981	
Debtors*	應收賬款*	—	—	—	6,622,908	6,622,908	
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、按金及預付款項的金融資產	240,454	—	—	—	240,454	
Amounts due from fellow subsidiaries	應收同系附屬公司款項	3,838	—	—	—	3,838	
Amounts due from joint ventures	應收合營企業款項	17,787	—	—	—	17,787	
Contract assets	合約資產						
— with significant financing component	— 具有重大融資組成部分	6,494,201	—	—	—	6,494,201	
— without significant financing component*	— 不具有重大融資組成部分*	—	—	—	3,509,073	3,509,073	
		8,429,996	—	—	10,131,981	18,561,977	

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 37. 財務風險管理目標及政策 (續)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2023

信貸風險 (續)

最高風險及年末分階段分類 (續)

於二零二三年十二月三十一日

		12-month ECLs	Lifetime ECLs			Total
		12個月預期信貸虧損	整個存續期的預期信貸虧損			
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化法	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cash and cash equivalents	現金及現金等價物	2,308,578	—	—	—	2,308,578
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	22,844	—	—	—	22,844
Pledged bank deposits	已抵押銀行存款	47,361	—	—	—	47,361
Debtors*	應收賬款*	—	—	—	7,893,254	7,893,254
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、按金及預付款項的金融資產	223,219	—	—	—	223,219
Amounts due from fellow subsidiaries	應收同系附屬公司款項	3,053	—	—	—	3,053
Amounts due from joint ventures	應收合營企業款項	50,301	—	—	—	50,301
Contract assets	合約資產					
— with significant financing component	— 具有重大融資組成部分	6,744,070	—	—	—	6,744,070
— without significant financing component*	— 不具有重大融資組成部分*	—	—	—	2,911,271	2,911,271
		9,399,426	—	—	10,804,525	20,203,951

* For contract assets without a significant financing component and debtors to which the Group applies the simplified approach for impairment, information is disclosed in notes 2.4, 21 and 22 to the financial statements.

* 就本集團採用簡化法計算耗損的不具有重大融資組成部分的合約資產及應收賬款而言，相關資料披露於財務報表附註2.4、21及22。

Further quantitative data in respect of the Group's exposure to credit risk arising from contract assets and debtors are disclosed in note 21 and 22 to the financial statements, respectively.

有關本集團合約資產及應收賬款所產生的信貸風險敞口的進一步定量數據分別於財務報表附註21及22披露。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by counterparty and by geographical region. At 31 December 2024, “Debtors, other receivables, deposits and prepayments” and “Contract assets” of the Group amounted to HK\$17,325,721,000 (2023: HK\$18,483,443,000), of which HK\$907,969,000 (2023: HK\$1,268,990,000) was due from the largest customer and HK\$3,610,465,000 (2023: HK\$2,882,552,000) was due from the five largest customers in aggregate of the Group, respectively. The maximum exposure to credit risk is represented by the carrying amount of each financial asset and contract asset in the consolidated statement of financial position.

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. The Group’s policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term or to obtain waiver from the relevant banks if the Group is not able to satisfy any of the covenant requirements. When there is any potential breach of undertaking or financial covenants, the Group will actively negotiate with the bank to obtain a waiver for the relevant undertaking or financial covenants to avoid the banks from requesting for immediate repayment of any outstanding bank borrowings drawn under the facility, such that the facility and bank borrowings will continue to be available to the Group.

37. 財務風險管理目標及政策(續)

信貸風險(續)

最高風險及年末分階段分類(續)

由於本集團僅與認可及信譽卓著之第三方進行買賣，故並未要求提供抵押品。集中信貸風險按交易對手及地區進行管理。於二零二四年十二月三十一日，本集團之「應收賬款、其他應收款項、按金及預付款項」及「合約資產」為港幣17,325,721,000元(二零二三年：港幣18,483,443,000元)，其中港幣907,969,000元(二零二三年：港幣1,268,990,000元)為應收本集團最大客戶款項及港幣3,610,465,000元(二零二三年：港幣2,882,552,000元)為應收本集團五大客戶款項總額。最大信貸風險已於綜合財務狀況表中按各項金融資產及合約資產之賬面值呈列。

流動資金風險

本集團旗下獨立營運實體須自行負責現金管理工作，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求。本集團之政策是定期監察流動資金需求及監察其對借貸契諾之合規情況，確保集團維持充裕的現金儲備及從主要財務機構取得足夠的承諾信貸融資，以應付短期及長期流動資金需求或倘本集團無法履行任何契諾規定則向相關銀行取得豁免。倘出現任何潛在違反承諾或財務契諾之情況，本集團將積極與銀行協商以獲得有關承諾或財務契諾之豁免，以避免銀行要求立即償還根據融資提取之任何尚未償還之銀行借貸，從而使融資及銀行借貸可繼續供本集團使用。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using 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.

37. 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表列示本集團於報告期末之非衍生工具金融負債之剩餘合約期限情況，並以訂約未貼現現金流量(包括按合約利率或(如屬浮息)根據於報告期末之利率計算之利息付款)及本集團須償還有關款項之最早日期為基準而列出。

		31 December 2024 二零二四年十二月三十一日					
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years
		賬面值	訂約未貼現現金流量總額	一年內或按要求	一年後但兩年內	兩年後但五年內	五年後
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Interest-bearing bank and other borrowings (note 25)	計息銀行及其他借貸(附註25)	21,000,152	22,380,283	8,201,746	5,078,289	6,025,807	3,074,441
Creditors, other payables and accrued expenses*	應付賬款、其他應付款項及應計費用*	2,366,148	2,369,187	2,249,331	15,524	—	104,332
Lease liabilities (note 15(b))	租賃負債(附註15(b))	21,784	27,241	3,577	2,918	5,609	15,137
		23,388,084	24,776,711	10,454,654	5,096,731	6,031,416	3,193,910

		31 December 2023 二零二三年十二月三十一日					
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years
		賬面值	訂約未貼現現金流量總額	一年內或按要求	一年後但兩年內	兩年後但五年內	五年後
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Interest-bearing bank and other borrowings (note 25)*	計息銀行及其他借貸(附註25)*	23,131,760	25,312,353	6,828,763	6,610,550	7,804,572	4,068,468
Creditors, other payables and accrued expenses*	應付賬款、其他應付款項及應計費用*	2,541,074	2,543,446	2,444,651	7,474	7,474	83,847
Lease liabilities (note 15(b))	租賃負債(附註15(b))	26,095	33,743	5,027	3,757	7,557	17,402
		25,698,929	27,889,542	9,278,441	6,621,781	7,819,603	4,169,717

* The balances excluded deferred income — government grants.

As at 31 December 2023, the Group did not meet certain financial covenants of bank borrowings of HK\$4,293,835,000 as disclosed in note 25 and accordingly, the balance due after one year of HK\$3,452,839,000 has become repayable on demand.

* 結餘不包括遞延收入 — 政府補助金。

於二零二三年十二月三十一日，本集團並無履行附註25所披露之銀行借貸港幣4,293,835,000元之若干財務契諾，因此，一年後到期結餘港幣3,452,839,000元須按要償還。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The Group's primary objectives for managing capital are to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Group reviews the capital structure on a regular basis and considers the cost of capital and the associated risks. Based on recommendations of the board of directors, the Group will balance its overall capital structure through adjusting the amount of dividends paid to shareholders, new share issues or new debt financing.

The Group monitors capital with reference to its debt position. The Group's strategy was to maintain the equity and debt in a balanced position and ensure there was adequate working capital to service its debt obligation. The Group's gearing ratio, being the Group's total liabilities over its total assets, as at 31 December 2024 was 67.9% (2023: 68.9%).

37. 財務風險管理目標及政策(續)

資本管理

本集團管理資本之主要目的是要維持優越的信貸評級及穩健的資本比率，以支持業務運作，並為股東帶來最大價值。本集團在管理資本架構的同時，亦會因應經濟狀況之變動對資本架構作出調整。本集團會定期檢討資本架構，並加以考慮資本成本及相關風險。根據董事會之建議，本集團會透過調整派付予股東之股息數目、發行新股份或籌集新的債務融資，致力平衡整體資本架構。

本集團透過參照負債情況來監察資本情況。本集團之策略，是保持權益與負債的適當平衡，確保有足夠營運資金償付債務。於二零二四年十二月三十一日，本集團之資產負債比率(即本集團之總負債除以總資產所得之數)為67.9%(二零二三年：68.9%)。

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 38. 本公司之財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

以下為於報告期末本公司財務狀況表之資料：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	附屬公司投資	2,337,064	2,337,064
Amounts due from subsidiaries	應收附屬公司款項	12,902,787	12,104,125
Property, plant and equipment	物業、廠房及設備	278	418
		15,240,129	14,441,607
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及 預付款項	2	2,046
Cash and cash equivalents	現金及現金等價物	260,217	365,035
		260,219	367,081
Current liabilities	流動負債		
Bank loans — unsecured	銀行貸款 — 無抵押	1,827,790	923,713
Medium-term notes	中期票據	2,542,639	1,087,559
Other payables	其他應付款項	146,258	135,651
Tax payables	應付稅項	21,929	21,863
		4,538,616	2,168,786
Net current liabilities	流動負債淨額	(4,278,397)	(1,801,705)
Total assets less current liabilities	總資產減流動負債	10,961,732	12,639,902
Non-current liabilities	非流動負債		
Bank loans — unsecured	銀行貸款 — 無抵押	1,298,317	4,134,643
Medium-term notes	中期票據	4,050,792	3,671,689
		5,349,109	7,806,332
Net assets	資產淨額	5,612,623	4,833,570

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Information about the statement of financial position of the Company at the end of the reporting period is as follows:
(Continued)

38. 本公司之財務狀況表(續)

以下為於報告期末本公司財務狀況表之資料：(續)

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Capital and reserves	股本及儲備		
Equity attributable to equity shareholders	權益股東應佔權益		
Share capital	股本	1,608,029	1,608,029
Reserves (note)	儲備(附註)	2,103,894	2,418,559
		3,711,923	4,026,588
Perpetual medium-term notes (note)	永續中期票據(附註)	1,900,700	806,982
Total equity	權益總額	5,612,623	4,833,570

ZHU Fugang

朱福剛

Director

董事

WANG Dianer

王殿二

Director

董事

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Information about the statement of financial position of the Company at the end of the reporting period is as follows: (Continued)

Note:

A summary of the Company's reserves is as follows:

38. 本公司之財務狀況表(續)

以下為於報告期末本公司財務狀況表之資料：(續)

附註：

本公司之儲備概要如下：

		Share premium 股份溢價 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Perpetual medium-term notes 永續中期票據 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Balance at 1 January 2023	於二零二三年一月一日之結餘	3,537,109	(672,986)	806,982	3,671,105
Profit/(loss) and total comprehensive income for the year	年度盈利/(虧損)及全面收益總額	—	(393,912)	36,285	(357,627)
2023 interim dividend paid	派付二零二三年度中期股息	(51,652)	—	—	(51,652)
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人作出分派	—	—	(36,285)	(36,285)
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	3,485,457	(1,066,898)	806,982	3,225,541
Profit/(loss) and total comprehensive income for the year	年度盈利/(虧損)及全面收益總額	—	(285,740)	34,001	(251,739)
2024 interim dividend paid	派付二零二四年度中期股息	(28,925)	—	—	(28,925)
Issuance of perpetual medium-term notes	發行永續中期票據	—	—	1,084,935	1,084,935
Distribution to holders of perpetual medium-term notes	向永續中期票據持有人作出分派	—	—	(25,218)	(25,218)
		3,456,532	(1,352,638)	1,900,700	4,004,594

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

39. 主要附屬公司詳情

Particulars of the Company's principal subsidiaries are as follows:

本公司主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
EB Greentech Biomass Energy (Guoyang) Limited* (note (b)) 光大綠色環保生物能源(渦陽)有限公司* (附註(b))	PRC 中國	RMB108,020,000 人民幣108,020,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
EB Greentech Cogeneration (Suqian) Limited** (note (b)) 光大綠色環保熱電(宿遷)有限公司*(附註(b))	PRC 中國	RMB105,000,000 人民幣105,000,000元	—	100%	Design, construction, operation and maintenance of industrial solid waste treatment and electricity and heat cogeneration project 設計、建造、運營及維護工業固廢處置及熱電聯供項目
EB Greentech Renewable Energy (Xiao County) Limited* (note (b)) 光大綠色環保再生能源(蕭縣)有限公司* (附註(b))	PRC 中國	RMB96,002,000 人民幣96,002,000元	—	100%	Design, construction, operation and maintenance of industrial solid waste treatment and electricity and heat cogeneration project 設計、建造、運營及維護工業固廢處置及熱電聯供項目
EB Greentech Renewable Energy (Yiyuan) Limited* (note (b)) 光大綠色環保再生能源(沂源)有限公司* (附註(b))	PRC 中國	RMB185,520,000 人民幣185,520,000元	—	95%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Greentech Technology Services (Jiangsu) Limited* 光大綠色環保技術服務(江蘇)有限公司*	PRC 中國	RMB20,000,000 人民幣20,000,000元	—	100%	Provide environmental technology services, development, consulting and equipment sales projects 提供環保技術服務、開發、諮詢及設備銷售項目
EB Greentech Urban and Rural Renewable Energy (Dali) Limited* (note (a)) 光大綠色環保城鄉再生能源(大荔)有限公司* (附註(a))	PRC 中國	RMB95,384,000 人民幣95,384,000元	—	100%	Design, construction, operation and maintenance of waste-to-energy project 設計、建造、運營及維護垃圾發電項目
EB Greentech Urban and Rural Renewable Energy (Fengxian) Limited* (note (a)) 光大綠色環保城鄉再生能源(豐縣)有限公司* (附註(a))	PRC 中國	RMB182,310,000 人民幣182,310,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

本公司主要附屬公司詳情如下：(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
EB Greentech Urban and Rural Renewable Energy (Gutian) Limited* (note (a))	PRC	RMB80,250,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大綠色環保城鄉再生能源(古田)有限公司*(附註(a))	中國	人民幣80,250,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Fengyang) Company Limited** (notes (a) and (b))	PRC	RMB183,340,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉再生能源(鳳陽)有限公司*(附註(a)及(b))	中國	人民幣183,340,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Guanyun) Company Limited** (notes (a) and (b))	PRC	RMB199,120,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉再生能源(灌雲)有限公司*(附註(a)及(b))	中國	人民幣199,120,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Huai'an) Limited* (notes (a) and (b))	PRC	RMB312,000,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉再生能源(淮安)有限公司*(附註(a)及(b))	中國	人民幣312,000,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Biomass Energy (Nanjing) Limited**	PRC	RMB97,560,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉生物能源(南京)有限公司*	中國	人民幣97,560,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Xiao County) Limited** (notes (a) and (b))	PRC	RMB275,350,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉再生能源(蕭縣)有限公司*(附註(a)及(b))	中國	人民幣275,350,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Zhecheng) Limited* (notes (a) and (b))	PRC	RMB154,665,000	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project
光大城鄉再生能源(柘城)有限公司*(附註(a)及(b))	中國	人民幣154,665,000元			設計、建造、運營及維護生物質及垃圾發電一體化項目

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued) 39. 主要附屬公司詳情 (續)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

本公司主要附屬公司詳情如下：(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
EB Urban and Rural Renewable Energy (Zhongjiang) Limited* (note (b)) 光大城鄉再生能源(中江)有限公司*(附註(b))	PRC 中國	RMB128,333,000 人民幣128,333,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
EB Urban and Rural Renewable Energy (Zhongxiang) Limited* (notes (a) and (b)) 光大城鄉再生能源(鐘祥)有限公司*(附註(a)及(b))	PRC 中國	RMB159,750,000 人民幣159,750,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
Everbright Alternative Energy (Dangshan) Company Limited* (note (b)) 光大新能源(礪山)有限公司*(附註(b))	PRC 中國	HK\$125,800,000 港幣125,800,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Biomass Cogeneration (Liu'an) Company Limited* (note (b)) 光大生物熱電(六安)有限公司*(附註(b))	PRC 中國	RMB179,360,000 人民幣179,360,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Biomass Energy (Dingyuan) Limited* (note (b)) 光大生物能源(定遠)有限公司*(附註(b))	PRC 中國	RMB106,670,000 人民幣106,670,000元	—	100%	Design, construction, operation and maintenance of biomass direct combustion power generation project 設計、建造、運營及維護生物質直燃發電項目
Everbright Biomass Energy (Huaiyuan) Limited* (note (a) and (b)) 光大生物能源(懷遠)有限公司*(附註(a)及(b))	PRC 中國	HK\$312,597,000 港幣312,597,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
Everbright Biomass Energy (Lianshu) Limited* (note (b)) 光大生物能源(漣水)有限公司*(附註(b))	PRC 中國	RMB253,840,000 人民幣253,840,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Biomass Energy (Lingbi) Limited* (note (b)) 光大生物能源(靈璧)有限公司*(附註(b))	PRC 中國	RMB106,667,000 人民幣106,667,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued) 39. 主要附屬公司詳情 (續)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

本公司主要附屬公司詳情如下：(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Everbright Biomass Energy (Luan) Company Limited* [^] (note (b)) 光大生物能源(六安)有限公司*(附註(b))	PRC 中國	RMB113,570,000 人民幣113,570,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Biomass Energy (Rugao) Company Limited* [^] 光大生物能源(如皋)有限公司*	PRC 中國	HK\$142,667,000 港幣142,667,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Biomass Energy (Shayang) Limited* (note (b)) 光大生物能源(沙洋)有限公司*(附註(b))	PRC 中國	RMB127,337,000 人民幣127,337,000元	—	100%	Design, construction, operation and maintenance of biomass direct combustion power generation project 設計、建造、運營及維護生物質直燃發電項目
Everbright Biomass Energy (Weihai) Limited* (note (b)) 光大生物能源(威海)有限公司*(附註(b))	PRC 中國	HK\$127,337,000 港幣127,337,000元	—	100%	Design, construction, operation and maintenance of biomass electricity and heat cogeneration project 設計、建造、運營及維護生物質熱電聯供項目
Everbright Environmental Energy (Dangshan) Limited* [^] (note (a)) 光大環保能源(礪山)有限公司*(附註(a))	PRC 中國	RMB83,340,000 人民幣83,340,000元	—	100%	Design, construction, operation and maintenance of waste-to-energy project 設計、建造、運營及維護垃圾發電項目
Everbright Environmental Energy (Lingbi) Limited* [^] (note (a)) 光大環保能源(靈璧)有限公司*(附註(a))	PRC 中國	RMB83,330,000 人民幣83,330,000元	—	100%	Design, construction, operation and maintenance of waste-to-energy project 設計、建造、運營及維護垃圾發電項目
Everbright Environmental Protection (Lianyungang) Waste Disposal Company Limited* [^] 光大環保(連雲港)廢棄物處理有限公司*	PRC 中國	USD28,143,900 28,143,900美元	—	100%	Design, construction, operation and maintenance of hazardous waste incineration project 設計、建造、運營及維護危廢焚燒項目
Everbright Solid Waste Landfill (Xinyi) Holdings Limited* (note (c)) 光大綠色環保固體廢物填埋(新沂)有限公司*(附註(c))	PRC 中國	RMB93,670,000 人民幣93,670,000元	—	100%	Design, construction, operation and maintenance of hazardous waste landfill project 設計、建造、運營及維護危廢填埋項目

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司詳情 (續)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

本公司主要附屬公司詳情如下：(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Everbright Photovoltaic Energy (Changzhou) Limited** 光大光伏能源(常州)有限公司*	PRC 中國	RMB32,500,000 人民幣32,500,000元	—	100%	Design, construction and operation of solar energy project 設計、建造及運營光伏發電項目
Everbright Photovoltaic Energy (Suqian) Limited* 光大光伏能源(宿遷)有限公司*	PRC 中國	RMB80,740,000 人民幣80,740,000元	—	100%	Design, construction and operation of solar energy project 設計、建造及運營光伏發電項目
Everbright Photovoltaic Energy (Zhenjiang) Limited* 光大光伏能源(鎮江)有限公司*	PRC 中國	RMB122,090,000 人民幣122,090,000元	—	100%	Design, construction and operation of solar energy project 設計、建造及運營光伏發電項目
Everbright Urban and Rural Renewable Energy (Sheqi) Limited* (notes (a) and (b)) 光大城鄉再生能源(社旗)有限公司* (附註(a)及(b))	PRC 中國	RMB208,780,000 人民幣208,780,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
Everbright Urban and Rural Renewable Energy (Xiayi) Limited* (notes (a) and (b)) 光大城鄉再生能源(夏邑)有限公司* (附註(a)及(b))	PRC 中國	RMB186,670,000 人民幣186,670,000元	—	100%	Design, construction, operation and maintenance of integrated biomass and waste-to-energy project 設計、建造、運營及維護生物質及垃圾發電一體化項目
Everbright Wind Power (Ningwu) Company Limited** 光大風電(寧武)有限公司*	PRC 中國	RMB258,360,000 人民幣258,360,000元	—	100%	Design, construction, operation and maintenance of wind power project 設計、建造、運營及維護風電項目
Everbright Solarpark Schönewalde Ltd. & Co. KG Everbright Solarpark Schönewalde Ltd. & Co. KG	Germany 德國	€1,000 1,000歐元	—	100%	Design, construction and operation of solar energy project 設計、建造及運營光伏發電項目

* Registered under the laws of the PRC as foreign investment enterprises

* 根據中國法律註冊為外資企業

Registered under the laws of the PRC as Sino-foreign co-operation joint ventures

根據中國法律註冊為中外合資企業

^ For identification purpose only

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes:

- (a) These subsidiaries of the Group entered into service concession arrangements with the Grantors. Pursuant to the service concession arrangements, the Group was granted rights to construct, operate and maintain waste-to-energy projects and integrated biomass and waste-to-energy projects in the PRC for a period not less than 30 years. The Grantors guarantee the Group will receive minimum annual payments in connection with the arrangements. During the operating period, the Group will be responsible for maintaining the waste-to-energy projects and integrated biomass and waste-to-energy projects in good condition.

The service concession arrangements do not contain renewal options. Both the Grantors and the Group have the rights to terminate the agreements in the event of a material breach of the terms of the agreements.

Revenue relates to the construction services provided in constructing the waste-to-energy projects and integrated biomass and waste-to-energy projects is recognised as “Service concession assets”, which are included in “Contract assets” in the consolidated statement of financial position.

- (b) These subsidiaries of the Group entered into service concession arrangements with the Grantors. Pursuant to the service concession arrangements, the Group was granted rights to construct, operate and maintain biomass direct combustion power generation projects, biomass heat supply project, biomass electricity and heat cogeneration projects and integrated biomass and waste-to-energy projects in the PRC for a period not less than 30 years. The service fees are based on the extent of services rendered and are subject to the approvals from the relevant local government authorities. During the operating period, the Group will be responsible for maintaining the biomass direct combustion power generation projects, biomass heat supply projects, biomass electricity and heat cogeneration projects and integrated biomass and waste-to-energy projects in good condition.

39. 主要附屬公司詳情 (續)

附註：

- (a) 本集團該等附屬公司與授予人訂立服務特許經營權安排。根據服務特許經營權安排，本集團獲授權於中國建造、運營及維護垃圾發電項目及生物質及垃圾發電一體化項目，為期不少於三十年。授予人保證，本集團將每年可就有關安排收取最低付款。於運營期內，本集團將負責維持垃圾發電項目及生物質及垃圾發電一體化項目處於良好狀況。

服務特許經營權安排並無包含續新選擇權。授予人及本集團均有權於協議條款遭重大違反之情況下終止協議。

與建設垃圾發電項目及生物質及垃圾發電一體化項目提供的建造服務有關的收益確認為「服務特許經營權資產」，其在綜合財務狀況表中計入「合約資產」。

- (b) 本集團該等附屬公司與授予人訂立服務特許經營權安排。根據服務特許經營權安排，本集團獲授權於中國建造、運營及維護生物質直燃發電項目、生物質供熱項目、生物質熱電聯供項目及生物質及垃圾發電一體化項目，為期不少於三十年。服務費按已提供之服務而定，並須待有關當地政府機關批准後方可作實。於運營期內，本集團將負責維持生物質直燃發電項目、生物質供熱項目、生物質熱電聯供項目及生物質及垃圾發電一體化項目處於良好狀況。

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes: (Continued)

- (b) (Continued)
The service concession arrangements do not contain renewal options. Both the Grantors and the Group have the rights to terminate the agreements in the event of a material breach of the terms of the agreements.

Operating rights of the biomass direct combustion power generation projects, biomass heat supply projects, biomass electricity and heat cogeneration projects and integrated biomass and waste-to-energy projects are recognised as "Intangible assets" in the consolidated statement of financial position.

- (c) These subsidiaries of the Group entered into service concession arrangements with the Grantors. Pursuant to the service concession arrangements, the Group was granted rights to construct, operate and maintain hazardous waste landfill projects and hazardous waste incineration projects in the PRC for a period of 20 to 30 years. The Group has the obligation to maintain the hazardous waste landfill projects and hazardous waste incineration projects in good condition. The service fees are based on the extent of services rendered and are subject to the approvals from the relevant local government authorities. Upon expiry of the concession periods, the hazardous waste landfill projects and hazardous waste incineration projects and related facilities will be transferred to the local government authorities.

The service concession arrangements do not contain renewal options. Both the Grantors and the Group have the rights to terminate the agreements in the event of a material breach of the terms of the agreements.

Operating rights of the hazardous waste landfill projects and hazardous waste incineration projects are recognised as "Intangible assets" in the consolidated statement of financial position.

39. 主要附屬公司詳情 (續)

附註：(續)

- (b) (續)
服務特許經營權安排並無包含續新選擇權。授予人及本集團均有權於協議條款遭重大違反之情況下終止協議。

生物質直燃發電項目、生物質供熱項目、生物質熱電聯供項目及生物質及垃圾發電一體化項目之運營權在綜合財務狀況表中確認為「無形資產」。

- (c) 本集團該等附屬公司與授予人訂立服務特許經營權安排。根據服務特許經營權安排，本集團獲授權於中國建造、運營及維護危廢填埋項目及危廢焚燒項目，為期二十至三十年。本集團有責任維持危廢填埋項目及危廢焚燒項目處於良好狀況。服務費按已提供之服務而定，並須待有關當地政府機關批准後方可作實。待特許經營期屆滿後，危廢填埋項目及危廢焚燒項目及相關設施將撥歸當地政府機關所有。

服務特許經營權安排並無包含續新選擇權。授予人及本集團均有權於協議條款遭重大違反之情況下終止協議。

危廢填埋項目及危廢焚燒項目之運營權在綜合財務狀況表中確認為「無形資產」。

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 18 March 2025.

39. 主要附屬公司詳情 (續)

董事認為，上表所列的本公司附屬公司乃主要影響年度業績或構成本集團資產淨值的重大部分的附屬公司。董事認為提供其他附屬公司的詳情會導致篇幅過於冗長。

40. 批准財務報表

董事會已於二零二五年三月十八日批准並授權刊發財務報表。

Financial Summary
財務概要

		As at 31 December 於十二月三十一日				
		2024	2023	2022	2021	2020
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Assets and liabilities	資產及負債					
Property, plant and equipment and interests in leasehold land held for own use	物業、廠房及設備，以及持作自用之租賃土地權益	4,113,959	4,579,981	5,044,489	5,367,020	3,848,120
Right-of-use assets	使用權資產	418,482	529,606	619,354	700,217	648,609
Goodwill	商譽	65,681	130,651	134,207	162,638	157,609
Intangible assets	無形資產	11,636,066	12,820,119	13,355,885	14,365,263	13,311,103
Interest in associates	聯營公司權益	225,590	234,408	239,883	254,413	165,415
Interest in joint ventures	合營企業權益	32,191	31,906	33,424	24,761	44,632
Contract assets	合約資產	6,114,112	6,357,849	6,698,920	6,900,257	6,310,283
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	348,537	391,012	506,297	781,099	816,945
Deferred tax assets	遞延稅項資產	460,248	198,495	80,855	82,450	64,467
Net current assets	流動資產淨額	2,618,707	1,539,708	3,381,290	3,246,504	3,561,948
Non-current liabilities	非流動負債	14,371,273	14,457,396	16,560,319	17,739,255	16,062,290
Net assets	資產淨額	11,662,300	12,356,339	13,534,285	14,145,367	12,866,841
Share capital	股本	1,608,029	1,608,029	1,608,029	1,608,029	1,608,029
Reserves	儲備	8,001,810	9,663,198	10,776,766	12,153,166	10,916,253
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	9,609,839	11,271,227	12,384,795	13,761,195	12,524,282
Perpetual medium-term notes	永續中期票據	1,900,700	806,982	806,982	—	—
Non-controlling interests	非控股權益	151,761	278,130	342,508	384,172	342,559
Total equity	權益總額	11,662,300	12,356,339	13,534,285	14,145,367	12,866,841

Financial Summary 財務概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Results	業績					
Revenue	收益	6,976,892	7,416,973	8,048,171	8,446,999	9,835,376
Profit from operations	經營盈利	89,925	484,768	1,269,678	2,114,772	2,489,215
Finance costs	財務費用	(769,793)	(824,825)	(740,997)	(741,858)	(543,564)
Share of profit/(loss) of joint ventures	所佔合營企業 盈利/(虧損)	689	769	(18,523)	(24,312)	(19,464)
Profit/(loss) before taxation	除稅前盈利/(虧損)	(679,179)	(339,288)	510,158	1,348,602	1,926,187
Income tax credit/(expense)	所得稅抵免/(開支)	173,691	37,457	(165,158)	(228,571)	(412,879)
Profit/(loss) for the year	年內盈利/(虧損)	(505,488)	(301,831)	345,000	1,120,031	1,513,308
Attributable to:	應佔部分：					
Equity shareholders of the Company	本公司權益股東	(415,382)	(301,711)	340,201	1,110,385	1,502,532
Holders of perpetual medium-term notes	永續中期票據持有人	34,001	36,285	15,952	—	—
Non-controlling interests	非控股權益	(124,107)	(36,405)	(11,153)	9,646	10,776
Profit/(loss) for the year	年內盈利/(虧損)	(505,488)	(301,831)	345,000	1,120,031	1,513,308
Basic and diluted earnings/(loss) per share (HK cents)	每股基本及攤薄盈利/ (虧損)(港仙)	(20.10)	(14.60)	16.47	53.74	72.72



中國光大綠色環保有限公司
CHINA EVERBRIGHT GREENTECH LIMITED

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