



光大國際  
Everbright International

(Stock Code 股份代號: 257)



# DRIVING FORWARD

OUR SUCCESS STORY

繼往開來 揚帆遠航

2017 ANNUAL REPORT  
年報

# The most **Reliable Brand** in the **GREEN WORLD**

金色品牌 綠色事業

## Corporate Profile 公司簡介

**China Everbright International Limited** (the “Company” or “Everbright International”), together with its subsidiaries, collectively the “Group”), a flagship company in the industrial investment sector of China Everbright Group Ltd. (“China Everbright Group”), is listed on the Main Board of The Stock Exchange of Hong Kong Limited (“HKEx”). The Group is a leading player in China’s environmental protection industry and the first one-stop integrated environmental solution provider in the country. It leverages talent, science and technology to develop all of its six business sectors, namely environmental energy, environmental water (China Everbright Water Limited is listed on the Mainboard of the Singapore Exchange Securities Trading Limited ([www.ebwater.com](http://www.ebwater.com))), greentech (China Everbright Greentech Limited is listed on the Main Board of the HKEx ([www.ebgreentech.com](http://www.ebgreentech.com))), envirotech, equipment manufacturing and international business. It also manages a large number of industry-leading and world-class projects, in the areas of waste-to-energy, water environment management, biomass integrated utilisation, hazardous waste treatment, solar energy, wind power, environmental protection engineering, technological research and development, environmental protection equipment manufacturing, plus the planning and construction of environmental protection industrial parks, etc. The Group has a business presence in over 120 locations across 18 provinces and municipalities in China, as well as in Germany, Poland and Vietnam.

Under the leadership of an experienced and dedicated management team and with strong support from China Everbright Group, the Group will drive the next round of development, further explore the environmental protection market and develop new environmental protection projects, to position itself as the industry leader in the domestic market and in the global environmental protection sector in the future.

中國光大國際有限公司(「本公司」或「光大國際」，連同其附屬公司合稱「本集團」)為中國光大集團股份公司(「中國光大集團」)旗下實業投資之旗艦公司，是香港聯合交易所有限公司(「港交所」)主板上市公司。本集團為中國環保行業的領軍企業，是中國首個一站式、全方位的環境綜合治理服務商。本集團以人才、科技為引領，全面推動旗下環保能源、環保水務(中國光大水務有限公司為新加坡證券交易所有限公司主板上市公司 [www.ebwater.com](http://www.ebwater.com))、綠色環保(中國光大綠色環保有限公司為港交所主板上市公司 [www.ebgreentech.com](http://www.ebgreentech.com))、環境科技、裝備製造及國際業務六大業務板塊的發展，培育了一大批行業領先、具有國際水準的項目，包括垃圾發電、水環境治理、生物質綜合利用、危廢處理、光伏發電、風力發電、環保工程建設、技術研發、環保裝備製造、環保產業園的規劃及建設等。業務覆蓋境內18個省、直轄市及120多個地區，遠播德國、波蘭及越南。

在精幹敬業的管理層帶領下，憑藉中國光大集團的全力支持，本集團將蓄勢待發，進一步拓展環保市場並不斷開發新的環保項目，致力成為中國乃至世界環保產業的翹楚。



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# Corporate Information 公司資料

## DIRECTORS

### Executive Directors

CAI Yunge (Chairman)  
WANG Tianyi (Chief Executive Officer)  
WONG Kam Chung, Raymond (Chief Financial Officer)  
HU Yanguo (Deputy General Manager)  
QIAN Xiaodong (Deputy General Manager)

### Non-executive Director

TANG Shuangning\*

### Independent Non-executive Directors

FAN Yan Hok, Philip  
MAR Selwyn  
ZHAI Haitao

## COMPANY SECRETARY

POON Yuen Ling

## REGISTERED OFFICE

Room 2703, 27th Floor  
Far East Finance Centre  
16 Harcourt Road, Hong Kong

## PRINCIPAL BANKERS

Agricultural Bank of China Limited  
Asian Development Bank  
Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.  
Bank of Jiangsu  
China Citic Bank  
China CITIC Bank International Limited  
China Construction Bank Corporation  
China Development Bank Corporation  
China Everbright Bank Company Limited  
China Merchants Bank Co., Ltd.  
DBS Bank Ltd.  
Far Eastern International Bank Co., Ltd.  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China  
International Finance Corporation  
Mizuho Bank, Ltd.  
Nanyang Commercial Bank Ltd.  
Societe Generale  
Shanghai Pudong Development Bank Co., Ltd.  
Standard Chartered Bank (Hong Kong) Limited  
Taipei Fubon Commercial Bank Co., Ltd.  
The Bank of East Asia, Limited  
Wing Lung Bank Limited

\* resigned on 16 March 2018.

## 董事

### 執行董事

蔡允革(主席)  
王天義(行政總裁)  
黃錦聰(財務總監)  
胡延國(副總經理)  
錢曉東(副總經理)

### 非執行董事

唐雙寧\*

### 獨立非執行董事

范仁鶴  
馬紹援  
翟海濤

## 公司秘書

潘婉玲

## 註冊辦事處

香港夏慤道十六號  
遠東金融中心  
二十七樓二七零三室

## 主要往來銀行

中國農業銀行股份有限公司  
亞洲開發銀行  
中國銀行(香港)有限公司  
交通銀行有限公司  
江蘇銀行  
中信銀行  
中信銀行(國際)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  
招商銀行股份有限公司  
星展銀行  
遠東國際商業銀行有限公司  
恒生銀行有限公司  
中國工商銀行  
國際金融公司  
瑞穗銀行  
南洋商業銀行有限公司  
法國興業銀行  
上海浦東發展銀行股份有限公司  
渣打銀行(香港)有限公司  
台北富邦商業銀行有限公司  
東亞銀行有限公司  
永隆銀行有限公司

\* 於二零一八年三月十六日辭任。



## SOLICITORS

AllBright Law Offices  
Grandall Legal Group (Beijing)  
Li & Partners

## AUDITORS

Ernst & Young

## REGISTRAR

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East, Hong Kong

## PUBLIC RELATIONS

Citigate Dewe Rogerson

## WEBSITE

[www.ebchinaintl.com](http://www.ebchinaintl.com)

## STOCK CODE

257

## 律師

錦天城律師事務所  
國浩律師集團(北京)事務所  
李偉斌律師行

## 核數師

安永會計師事務所

## 股份過戶處

卓佳登捷時有限公司  
香港皇后大道東183號  
合和中心22樓

## 公關顧問

哲基傑訊

## 電子網址

[www.ebchinaintl.com](http://www.ebchinaintl.com)

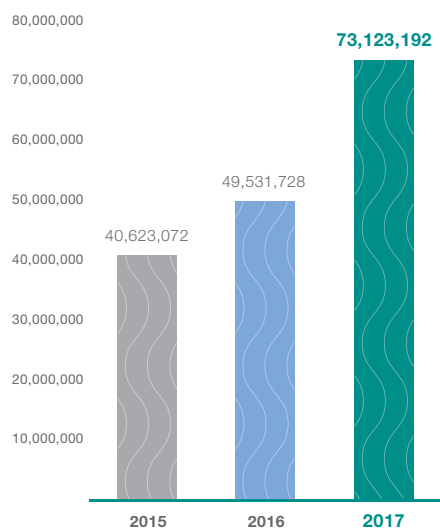
## 股份代號

257

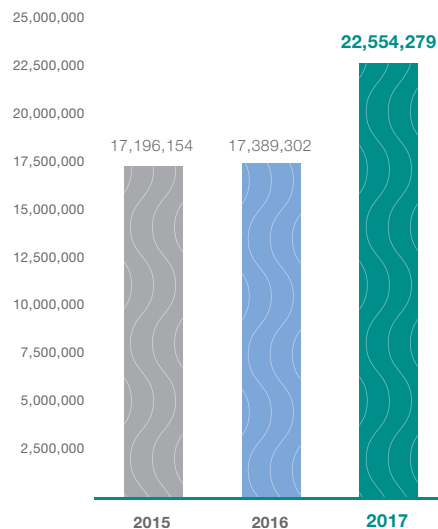
# Financial Highlights 財務概況

		<b>2017</b> 二零一七年 <b>HK\$'000</b> 港幣千元	2016 二零一六年 HK\$'000 港幣千元	Percentage Change 百分比 變動
<b>RESULTS</b>	<b>業績</b>			
Revenue	收益	<b>20,043,116</b>	13,971,204	43%
Earnings before interest, taxes, depreciation and amortisation (“EBITDA“)	除利息、稅項、折舊及攤銷前盈利	<b>6,863,209</b>	5,051,261	36%
Profit attributable to equity holders of the Company	本公司權益持有人應佔盈利	<b>3,509,990</b>	2,784,863	26%
Return on shareholders’ equity (%)	股東資金回報(%)	<b>17.57</b>	16.10	1.47 ppt
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>78.30</b>	62.12	26%
<b>FINANCIAL POSITION</b>	<b>財務狀況</b>			
Total assets	資產總額	<b>73,123,192</b>	49,531,728	48%
Total liabilities	負債總額	<b>44,479,654</b>	29,686,520	50%
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	<b>22,554,279</b>	17,389,302	30%
Net asset value per share attributable to equity holders of the Company (HK\$)	本公司權益持有人應佔每股資產淨值(港幣元)	<b>5.031</b>	3.879	30%
Gearing ratio (%)	資產負債比率(%)	<b>61</b>	60	1 ppt
Current ratio (%)	流動比率(%)	<b>140</b>	132	8 ppt

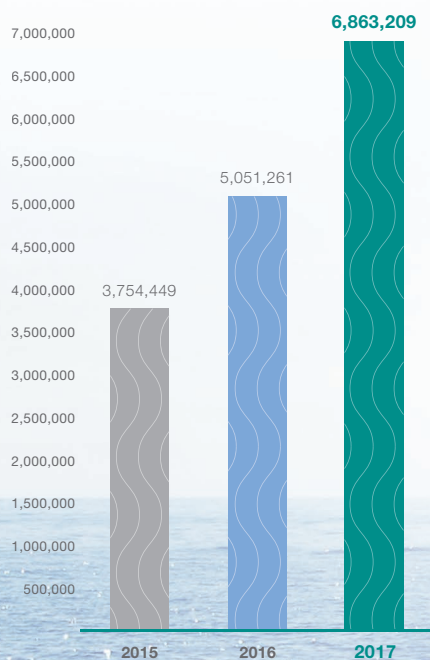
**TOTAL ASSETS** HK\$'000  
**資產總額** 港幣千元



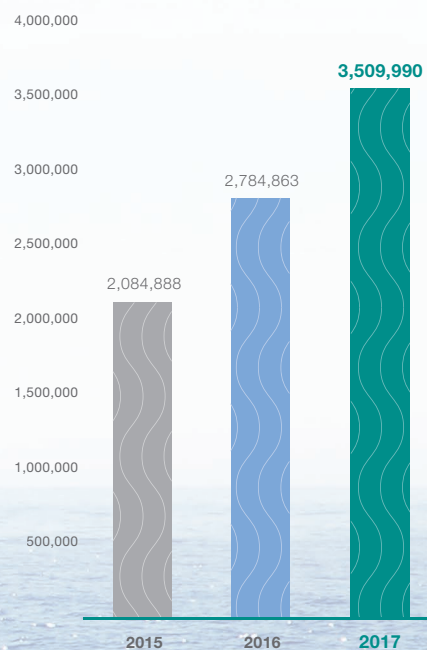
**NET ASSETS ATTRIBUTABLE TO EQUITY HOLDERS** HK\$'000  
**權益持有人應佔資產淨額** 港幣千元



**EBITDA** HK\$'000  
**除利息、稅項、折舊及攤銷前盈利** 港幣千元



**PROFIT ATTRIBUTABLE TO EQUITY HOLDERS** HK\$'000  
**權益持有人應佔盈利** 港幣千元



# Corporate Milestones 企業大事概要

## 01/2017

- Disclosed online monitoring report of the hourly average level of gas emissions for all operating waste-to-energy projects
- 旗下所有投運垃圾發電項目實現按小時均值披露煙氣在線監測指標



**ROBECOSAM**  
Sustainability Award  
Silver Class 2017

- Awarded Silver Class Distinction in RobecoSAM's 2017 Sustainability Yearbook
- 獲RobecoSAM《2017年可持續發展年鑒》頒授榮譽獎 — 銀獎殊榮

## 02/2017

- Announced 2016 annual results, with profit attributable to equity holders of the Company up by 34% YoY
- 光大國際公佈二零一六年度全年業績，本公司權益持有人應佔盈利錄得34%增長



## 03/2017



- Everbright International Environmental Protection Charitable Foundation supported Earth Hour in Hong Kong as the lead sponsor for the fourth consecutive year
- 光大國際環保公益基金連續第四年首席贊助香港「地球一小時」



04/2017



- Co-organised Waste-to-Energy Research and Technology Council-Asia (WTERT-Asia) Inaugural Meeting and co-founded WTERT-Asia
- 參與舉辦首屆「亞太固廢能源化技術研究高峰論壇」並聯合成立亞太固廢能源化利用協會

05/2017

- Successfully completed the spin-off listing of the greentech business on the Main Board of The Stock Exchange of Hong Kong Limited
- Convened 2017 annual general meeting of the Company
- 成功分拆旗下綠色環保業務於香港聯合交易所有限公司主板掛牌上市
- 召開二零一七年股東週年大會



## Corporate Milestones 企業大事概要

### 06/2017



- Vietnam Can Tho Waste-to-energy Project commenced construction, setting to become the country's first high-standard household waste-to-energy project
- Guangdong Dongguan Machong Waste-to-energy Project completed construction and commenced operation, became the first “dual-entrusted” project of the Group
- 越南芹苴垃圾發電項目開工建設，將成為該國家首座高標準的生活垃圾發電項目
- 廣東東莞麻涌垃圾發電項目建成投運，成為本集團首個雙委託項目

### 07/2017

- Named by Institutional Investor's 2017 All-Asia (ex-Japan) Executive Team rankings as the “Most Honored Company”, and achieved top three position in the Industrials sector in Asia (ex-Japan) in each of the following categories: “Best CEOs”, “Best IR Companies”, “Best Analyst Days”, “Best Websites” and “Best IR Professionals”
- 於《機構投資者》主辦的2017全亞洲(日本除外)管理團隊排名榜評選中獲頒「最受尊崇企業」的殊榮，並於該次評選的「最佳行政總裁」、「最佳投資者關係公司」、「最佳分析師會議」、「最佳公司網站」及「最佳投資者關係專才」排行榜中，均取得全亞洲(日本除外)工業組前三甲的佳績

### 08/2017

- Announced 2017 interim results with revenue and profit attributable to equity holders of the Company having hit record highs, up by 69% and 49% YoY respectively
- Included in the FTSE4Good Index for the first time
- 光大國際公佈二零一七年度中期業績，收益及本公司權益持有人應佔盈利再創新高，分別錄得69%和49%增長
- 首度獲納入「富時社會責任指數」

## 09/2017

- Included as a constituent stock of the Hang Seng Corporate Sustainability Index for fourth consecutive year, and remained a constituent member of the Hang Seng Corporate Sustainability Benchmark Index for seventh consecutive year
- Included in the Dow Jones Sustainability Index for second consecutive year
- 連續第四年獲納入恒生可持續發展企業指數成份股，並連續第七年獲納入恒生可持續發展企業基準指數成份股
- 連續第二年獲納入道瓊斯可持續發展指數系列

MEMBER OF

**Dow Jones  
Sustainability Indices**

In Collaboration with RobecoSAM

## 11/2017

- Zhejiang Hangzhou Waste-to-energy Project commenced operation, marking a sound practice of quelling the “Not in My Back Yard Effect” (NIMBY) into a beneficial neighborhood effect, and a new benchmark around the globe
- 浙江杭州垃圾發電項目建成投運，成為「鄰避效應」化解為「鄰利效應」的良好實證，成為世界級新標竿



## 12/2017

- Mr. Wang Tianyi was appointed to succeed Mr. Chen Xiaoping as Chief Executive Officer of the Company, with effect from 1 January 2018
- Received the Sustainability Excellence Award at the Hong Kong Corporate Governance Excellence Awards 2017
- 委任王天義先生接替陳小平先生擔任光大國際行政總裁，由二零一八年一月一日起生效
- 榮獲2017香港公司管治卓越獎「持續發展卓越獎」





# Chairman's Statement 主席報告

Carry forward the  
spirit of **CHINA EVERBRIGHT**  
Strive to establish a renowned  
**ENVIRONMENTAL  
PROTECTION** brand  
發揚**光大**精神 爭創**環保**名牌

Chairman 主席  
Cai Yunge 蔡允革



In 2017, the Group continued to facilitate the integration of its corporate vision and sustainable social development, and fully grasped strategic opportunities arisen from the environmental protection industry. By leveraging its talent, science and technology, the Group was able to further reinforce its market leadership in the industry and once again able to present another set of satisfactory results to the market and investors.

During the year under review, the Group continued to shoulder the responsibility of pursuing sustainable social development and explore sustainable development in various contexts. With the continued efforts and perseverance, the Group was included in the FTSE4Good Index for the first time and received the Sustainability Excellence Award at Hong Kong Corporate Governance Excellence Awards. It was also the first enterprise from mainland China and Hong Kong in recent years to have been awarded a distinction in RobecoSAM's annual sustainability yearbook. In addition, the Company was included in the Dow Jones Sustainability Index for a second consecutive year and was chosen as a constituent stock of Hang Seng Corporate Sustainability Index for a fourth consecutive year. The Group has continued to be a constituent member of various influential indexes, such as: Hang Seng Corporate Sustainability Benchmark Index, Hang Seng Mainland 100 Index, and MSCI China Index. Among others, the Group also received awards such as: the Best Social Responsibility Brand of the Year, Corporate Social Responsibility Award and Most Honored Company, and was once again selected as the first ranking company in the Top Ten Influential Solid Waste Treatment Enterprises in China, reflecting the Group's firm commitment to sustainable development and dedication to fulfilling its corporate social responsibilities.

二零一七年，本集團堅持企業夢想與社會可持續發展焦點融合，緊抓環保行業戰略發展機遇，以人才、科技為引領，不斷鞏固和提升市場領先地位，又一次向市場和投資者呈上了一份靚麗的成績單。

回顧年度內，本集團繼續肩負社會的永續責任，在持續發展的道路上探索前行，憑藉不懈努力和堅持，首次獲納入「富時社會責任指數」，獲得香港公司管治卓越獎授予的「持續發展卓越獎」，並成為內地及香港近年來首個獲得RobecoSAM年度可持續發展年鑒頒發榮譽獎的企業。此外，本公司連續第二年獲納入道瓊斯可持續發展指數系列，連續第四年獲納入「恒生可持續發展企業指數」，並繼續作為成份股位列「恒生可持續發展企業基準指數」、「恒生中國(香港上市)100指數」、「MSCI明晟中國指數」等重要指數。本集團亦摘得中國最佳責任品牌獎、企業社會責任大獎、最受尊崇企業等多項殊榮，並蟬聯中國固廢行業十大影響力企業榜首，彰顯了本集團對於可持續發展的堅定信念以及矢志不渝的企業社會擔當。



The year also witnessed the Group, as a player and contributor to the development of the domestic and international environmental protection industries, continued to actively communicate with peers and promote the internationalisation of China's waste-to-energy technologies, via participation in the formulation of various industry standards at home and abroad. As a result, the Group's global influence was further enhanced.

During the year under review, the Group's greentech business was successfully spun off and listed on the Main Board of The Stock Exchange of Hong Kong Limited, marking another significant milestone for the Group and unlocking the asset value of the Group's greentech business sector.

In terms of business development, the Group continued to expand its range of services and geographic presence in 2017, securing 54 new projects and signing 3 supplementary agreements with a total investment amounted to over RMB19.7 billion, setting new records in terms of the number of and the amount invested in projects secured. As at the end of 2017, the Group's projects spanned across more than 120 locations, with a presence in 18 provinces and municipalities in China, as well as in overseas markets such as Germany, Poland and Vietnam, which include 268 environmental protection projects, with a total investment exceeding RMB72.9 billion. These provided a strong project pipeline to fuel the Group's future development.

During the year under review, the Group's six major business sectors maintained their strong growth momentum, with each sector embarking on a development path and each with its own unique characteristics. The Group's revenue grew 43% from 2016 to HK\$20.0 billion, reaching a new record high. Profit attributable to equity holders of the Company amounted to HK\$3.5 billion (2016: HK\$2.8 billion), representing an increase of 26% as compared with 2016.

回顧年度內，本集團作為國內外環保行業發展的參與者和貢獻者，繼續積極參與同業交流，推動中國垃圾發電技術的國際化，參與多個國內外行業標準的制定，國際影響力和話語權持續提升。

回顧年度內，本集團旗下綠色環保業務板塊成功分拆並於香港聯合交易所有限公司主板上市，成為本集團又一個重要的發展里程碑，進一步釋放了該板塊業務資產的價值。

業務發展方面，二零一七年，本集團的業務領域和地理版圖持續拓寬，共取得54個新環保項目並簽署3個項目的補充協議，涉及投資總額逾人民幣197億元，項目總量與投資總額再創歷史新高。截至2017年末，本集團項目已覆蓋國內18個省及直轄市、逾120個地區，遠至德國、波蘭和越南等海外市場，落實各類環保項目268個，總投資逾人民幣729億元，為本集團在未來發展中持續發力提供了充足的項目儲備。

回顧年度內，本集團旗下六大業務板塊均保持良好發展勢頭，並形成了各具特色的發展路徑，集團主營業務收入再創新高，突破港幣200億元，較二零一六年增長43%，實現本公司權益持有人應佔盈利港幣35億元（二零一六年：港幣28億元），較二零一六年增長約26%。

## Chairman's Statement 主席報告

In light of the Group's solid business foundation, favorable growth momentum, excellent operating performances and financial conditions, as well as its long-term sustainable development, the board of directors of the Company (the "Board") has proposed to pay the shareholders of the Company (the "Shareholders") a final dividend of HK12.0 cents per share. Together with the interim dividend of HK12.0 cents per share in 2017, the total dividends for the year amounted to HK24.0 cents per share (2016: HK20.5 cents per share).

The year ahead marks the 15th year since the Group's transformation into an environmental protection company. Through the fifteen-year endeavor, the Group has grown into one of the most reliable brands in the environmental protection industry, thanks to the dedication of all the colleagues. I would like to take this opportunity to express our sincere gratitude to our Shareholders, Board members and different stakeholders in society for their unwavering support. In the meantime, I wish to express heartfelt thanks and pay high tribute to Mr. Chen Xiaoping, who retired at the end of 2017, for his leadership and outstanding contribution over the past decade.

Looking ahead, I have full confidence in the Group's new Chief Executive Officer, Mr. Wang Tianyi, and the management team. I believe that under the leadership of the Board, the new management team of the Group will lead and work with its staff, adhere to the Group's corporate vision, achieve even more through continuous innovation and efforts, and work together to unleash the Group's full potentials. The team will take the Group into another new phase of development and establish it as a leading player in the ecological environment industry globally.

基於本集團穩健的業務格局、良好的發展態勢、出色的經營業績及財務狀況，亦考慮到本集團的長期可持續發展，本公司董事會（「董事會」）擬向本公司股東（「股東」）派發末期股息每股12.0港仙，連同二零一七年年中期股息每股12.0港仙，全年股息為每股24.0港仙（二零一六年：每股20.5港仙）。

邁入二零一八年，本集團迎來了轉型發展環保業務的第十五個年頭。十五年的崢嶸歲月，凝聚了無數「光大國際」人的心血，成就了綠色事業，鑄就了金色品牌。本人希望藉此機會，向長期支持本集團的各位股東、董事會成員、社會各界人士表示衷心感謝，同時要向二零一七年年末退休卸任的陳小平先生致以崇高敬意，感謝他帶領全體員工在過去十餘年作出的卓越貢獻。

放眼未來，本人對本集團新任行政總裁王天義先生及其帶領的管理團隊充滿信心，相信在董事會的領導下，新管理團隊定能團結和帶領全體同仁堅守初心、拼搏創新、開拓進取、攜手共進，不斷向全球領先的生態環境企業邁進，譜寫好新時代的光大國際新篇章。

CAI YUNGE

蔡允革

Chairman

主席

Hong Kong, 5 March 2018

香港，二零一八年三月五日

# Chief Executive Officer's Report 行政總裁報告

## BUSINESS REVIEW AND PROSPECTS 業務回顧與展望

### Operating Results 經營業績

In 2017, China's effort towards developing ecological conservation continued to bear fruit in the state and it also played a key role in participating in, contributing to and leading the global ecological progress. During the year under review, China implemented a number of important plans and policies related to ecological protection, including the 13th Five-Year Plan for Renewable Energy Development, the 13th Five-Year Plan for National Strategic Emerging Industries Development, and the Belt and Road Ecological and Environmental Cooperation Plan, with an objective of accelerating green development and tackling serious environmental problems. Together with defusing major risks and targeting poverty alleviation, pollution control was named as one of the "three tough battles" that the country must fight. Evidently, China has accorded an unprecedented priority to the restoration of the ecological environment. Meanwhile, a government-led ecological and environmental management system also began to take shape, with industry players being the mainstay supported by participation from social organisations and members of the public. These developments motivated the domestic environmental protection industry to advance further. As a result, the environmental protection industry remains primed for rapid growth with increasingly vast potential for development.

As one of the leading enterprises in the environmental protection industry in China and the world, the Group assessed the prevailing circumstances with prudence during the year under review, and continued to leverage its talent, science and technology to drive the concurrent development of its six major business sectors, namely environmental energy, environmental water, greentech, envirotech, equipment manufacturing and international business. All business sectors have embarked on a dynamic development path towards a greater degree of specialisation, where each possesses its own unique characteristics and clear-cut operating position. Throughout the course of its business expansion, the Group has remained a firm belief in "An Enterprise is not only the Creator of Wealth but also the Safeguard of Environmental and Social Responsibility". It proactively undertook its social responsibility by taking concrete steps towards creating greater social, environmental and economic benefits simultaneously. These efforts have laid a solid foundation to underpin a new level of development for the Group.

The Group also reached a new milestone in 2017. On 8 May 2017, it successfully spun off its greentech business on the Main Board of The Stock Exchange of Hong Kong Limited ("HKEx"). This marked another breakthrough for the Group following the spin off of its environmental water business on the Mainboard of the Singapore Exchange Securities Trading Limited ("SGX") in 2014.

二零一七年，國內生態文明建設成效不斷顯現，中國在國際上亦成為生態文明建設的重要參與者、貢獻者和引領者。於回顧年度內，《可再生能源發展「十三五」規劃》、《「十三五」國家戰略新興產業發展規劃》、《「一帶一路」生態環境保護合作規劃》等多項重構生態環保規劃及政策落地以推進綠色發展，著力解決突出的環境問題，並將污染防治納為與化解重大風險、精準脫貧並列的三大攻堅戰之一，足見國家對於生態環境治理的重視程度空前之高。此外，政府逐漸構建起政府為主導、企業為主體、社會組織和公眾共同參與的環境治理體系。這些趨勢激發了國內環保行業繼續前行的動力，令環保行業繼續擁抱高速發展的黃金時期，迎來更加廣闊的發展空間。

作為中國乃至全球環保行業的龍頭企業，本集團於回顧年度內，審時度勢，繼續以人才、科技為引領，全力推動旗下環保能源、環保水務、綠色環保、環境科技、裝備製造及國際業務六大業務板塊的齊頭發展。各板塊已穩步進入了一條各具特色、主營定位清晰、富有活力的專業化發展路徑。潛心經營業務的同時，本集團亦堅守「企業不僅是物質財富的創造者，更應成為環境與責任的承擔者」的核心價值觀，勇於承擔社會責任，以實際行動追求社會效益、環境效益以及經濟效益的同步提升，為下一階段的發展奠定堅實基礎。

二零一七年是本集團具有里程碑意義的一年。本集團於二零一七年五月八日成功分拆旗下綠色環保業務在香港聯合交易所有限公司（「港交所」）主板上市。這是本集團繼二零一四年分拆旗下環保水務業務在新加坡證券交易所有限公司（「新交所」）主板上市後的又一突破。

## Chief Executive Officer's Report 行政總裁報告

In terms of market expansion, during the year under review, the Group secured a total of 54 new projects and signed 3 supplemental agreements for projects' capacity expansion. These included 20 environmental energy projects and 2 supplemental agreements for 2 environmental energy projects' capacity expansion; 14 environmental water projects; 19 greentech projects plus 1 supplemental agreement for a greentech project's capacity expansion; as well as construction of Jiangsu Changzhou Equipment Manufacturing Project Phase III. The total investment of the new projects amounts to approximately RMB19,722,297,000. Both the number of projects and investment amount were the highest on record. With these, the Group further expanded its presence to 18 provinces or municipalities, covering over 120 locations in China, as well as overseas markets including Germany, Poland and Vietnam.

In terms of project construction, the number of project construction sites of the Group amounted to as many as 80 in 2017. During the year, 45 projects completed construction (of which, 37 projects commenced operation) and 40 projects started construction. Since entering into the environmental protection business, the Group remained committed to the principle of "First Class Quality, High Standards, Advanced Technology and Outstanding Efficiency". It also adopted a standardised and meticulous management approach in the overall project construction and operation process. The smooth progress of project constructions also drove a steady improvement in the Group's environmental service capabilities.

With a long-standing commitment to a philosophy of excellence in areas like operation, corporate governance and internal risks management, the Group considers it very important to develop a long-term risk prevention mechanism. During the year under review, it put in place a more professional environmental, safety, health and social responsibility ("ESHS") management system and risk management system across the Group. The implementation of these two major systems, which was based on information disclosure, aimed to control and prevent risks at their source. By deepening the implementation of these systems, the Group had been able to accelerate its organic growth and development. In addition, the Group firmly believes that talent is the driving force at the core of a corporate's development. During the year, it continued to develop and optimise its talent strategies, successfully nurturing a strong team with outstanding execution capabilities and creativity. The Group also further enriched its talent pool, as well as reinforced its overall talent management and core competitiveness.

市場拓展方面，本集團於回顧年度內共落實54個新項目及簽署3個項目調增規模的補充協議，其中包括20個環保能源項目、簽署2個環保能源項目調增規模的補充協議、14個環保水務項目、19個綠色環保項目及簽署1個綠色環保項目調增規模的補充協議以及擴建江蘇常州裝備製造項目三期，總投資約人民幣19,722,297,000元，項目總量與投資額均創歷史新高。業務版圖已延伸至國內18個省和直轄市、120多個地區以至遍及海外地區，包括德國、波蘭及越南。

項目建設方面，二零一七年，本集團項目建設工地曾多達80個。其中，年內建成項目45個(其中投運項目37個)及新開工項目40個。自進入環保業務以來，本集團堅守「高品質、高標準、高技術、高效益」的工程理念，實現項目建設及運營過程中整體管理的標準化和精細化，工程項目的順利推進亦促進本集團環境服務能力的穩步提升。

一直以來，本集團在經營理念、企業管治及內部風險管治等方面堅持精益求精的工作作風，十分重視建立長效風險防範機制。於回顧年度內，本集團全面實施專業程度更高的環境、安全、健康及社會責任(「ESHS」)管理體系以及風險管理體系。兩大管理體系的實施以信息披露為導向，從源頭上對風險進行精準控制和有效防範。兩大體系全面深入推進有效促進本集團的內部增長和發展。另一方面，本集團堅信人才是企業發展的核心力量，年內繼續推進及優化人才戰略，打造一支具有強大執行力和創新性的人才團隊；後備人才管理庫繼續完善，強化人才管理綜合實力和核心競爭力。



Regarding sustainable development and corporate social responsibility, the Group took initiative to fulfill its responsibilities in practice, and unswervingly became a safeguard of the ecological environment. Since 1 January 2017, the Group has fulfilled its pledge to implement its “Four Steps” environmental information disclosure plan by taking the lead in disclosing its operating waste-to-energy projects’ average gas emission levels on an hourly basis. By doing so, the Group made a new breakthrough in terms of information transparency and disclosure, and delivered its environmental and social responsibilities, and commitments with action. During the year under review, the Group further reinforced its projects served as better role models for environmental protection and the promotion of the circular economy. Many of its projects were selected as hubs for environmental protection education, as well as places that support the increasing interest in environmental science, offering themselves as industrial tourism attractions and acting as demonstration sites for the circular economy at national, provincial and municipal levels. During the year under review, the Group’s environmental projects received over 120,000 domestic and foreign visitors from all walks of life. Through these visits, the general public learned in a more direct way about, and had a more positive view of, the environmental protection industry. Meanwhile, the Group’s projects were praised and acknowledged by different groups in society for their excellent construction, operation and management.

In addition, the Group actively participated in and provided support for various charitable campaigns in environmental protection, philanthropy and community care, etc. During the year under review, it remained as the lead sponsor of the World Wild Fund for Nature – Hong Kong’s Earth Hour campaign for the fourth consecutive year, and supported Heifer International Hong Kong branch’s “Read to feed” fundraising program for the second academic year running. Moreover, China Everbright Greentech Limited (“Everbright Greentech”) under the Group, sponsored the Hong Kong charity premiere of the BBC’s global nature documentary “Earth: One Amazing Day”. As far as community care is concerned, the Group’s project companies have on a regular basis launched a wide range of charitable and science education and promotion campaigns, with a view to strengthening the ties and mutual support between the companies and the communities where the projects are located. It is worth mentioning that the Group’s German Ground Solar Energy Project in Schönewalde, Eastern Germany has been not only been a stable electricity provider for the local area for many years, but also an active supporter of the construction of sports facilities for the local children.

在可持續發展及企業社會責任方面，本集團在實幹中勇於擔當，堅定不移地成為生態環境的捍衛者。二零一七年一月一日，本集團率先對外披露運營垃圾發電項目的環境指標監測值小時均值，圓滿完成了環境信息披露「四步走」的目標，在信息透明化、公開化方面再次實現新跨越，以實際行動兌現對環境和社會的責任承諾。回顧年度內，本集團進一步加強旗下項目在環境保護和循環經濟方面的示範作用。多個項目獲得國家、省、市級的環境教育、環境科普、工業旅遊和循環經濟基地稱號。回顧年度內，本集團各環保項目共接待國內外各界人士參觀考察超過12萬人次。通過參觀考察，民眾對環保行業有了更直觀和正面的認識，而本集團旗下項目憑藉優秀的建設、運營和管理水平，受到國內外各界的高度讚揚與肯定。

除此之外，本集團亦積極參加並大力支持環保、慈善與社區關懷等公益性活動。於回顧年度內，本集團連續第四年成為世界自然基金會香港分會舉辦的「地球一小時」活動的首席贊助商及連續第二個學年支持國際小母牛香港分會舉辦的開卷助人閱讀籌款計劃。此外，旗下中國光大綠色環保有限公司（「光大綠色環保」）全力贊助英國廣播公司全球性自然紀錄電影「地球：奇妙的一天」香港慈善首映。在社區關懷方面，本集團旗下項目公司常年自發組織各類公益慈善及科普宣傳及教育活動，加強與項目所在社區的聯繫和相互支持。值得一提的是，本集團位於德國東部舍訥瓦爾德市（Schönewalde）的地面光伏發電項目不僅連續多年為當地提供穩定的電力供應，亦積極支持當地兒童體育活動設施的建設。

## Chief Executive Officer's Report 行政總裁報告

During the year under review, the Group was granted various domestic and international awards due to its excellent performance in sustainable development, corporate governance and social responsibility, winning recognition and praise from both domestic and foreign capital markets as well as all sectors of the society. During the year under review, the Group was included in RobecoSAM's 2017 Sustainability Yearbook for the first time and was awarded the Silver Class Distinction, becoming the first company from mainland China and Hong Kong in recent years to have received the distinction. It was named "Most Honored Company" and was placed in the top three in several rankings in the 2017 All-Asia (ex-Japan) Executive Team rankings organised by Institutional Investor, an influential global finance magazine. Other important honors that the Group received included: Hong Kong Corporate Governance Excellence Awards – Award for Sustainability Excellence, Asia's Best CEO, Best Corporate Communications, Best Investor Relations Company, Corporate Social Responsibility Awards 2017 and Best Social Responsibility Brand, etc. Moreover, having been included in the Dow Jones Sustainability Index series for the first time in 2016, the Group was included in the Index series again in 2017. During the same year, it was included in the FTSE4Good Index for the first time, and selected as a constituent stock of the Hang Seng Corporate Sustainability Index and included in the Hang Seng (Mainland and HK) Corporate Sustainability Index for the fourth year running. Such achievements fully demonstrate that the Group is recognised as a leading player in sustainable development across China, Asia Pacific and even globally.

During the year under review, the Group continuously improved its core competencies, promoted the integration of international best practices into its technical standards, and actively strengthened communications and cooperation with its foreign peers, in order to drive forward the internationalisation of China's waste-to-energy technologies, and develop itself into the most prominent Chinese player in the global environmental energy sector. During the year under review, the Group was committed to sharing its successful experience in developing countries of applying the PPP (Public-Private Partnership) model to the environmental protection sector with countries along the "Belt and Road" route. It also continued to work with Columbia University to develop World Bank's guidelines for waste-to-energy projects, which not only showed that its technological capabilities were recognised by the international community, but also enhanced its influence in the global waste-to-energy sector. Moreover, the Group attended the inaugural meeting to establish the Waste-to-Energy Research and Technology Council-Asia (WTER-Asia) in April 2017, with an aim to identify better operating models and share beneficial experiences with and promote advanced technologies to its international peers through this professional platform for exchanges, in order to achieve win-win results within the waste-to-energy sector through opening-up, cooperating and sharing.

回顧年度內，本集團憑藉在可持續發展、企業管治及社會責任等多個方面的出色表現，囊括多個國內外獎項，獲得國內外資本市場及社會各界的一致認可與讚譽。於回顧年度內，本集團首次獲納入RobecoSAM《2017年可持續發展年鑒》並獲銀獎殊榮(RobecoSAM Silver Class)，成為中國大陸及香港地區近幾年來首個獲該機構頒發榮譽獎(RobecoSAM Distinction)的企業。本集團亦在國際權威財經雜誌《機構投資者》「2017年全亞洲(日本除外)管理團隊」評選中的多個排行榜中位居前三甲，並獲頒「最受尊崇企業」的殊榮。其他重要榮譽還包括：香港公司管治卓越獎—持續發展卓越獎、亞洲最佳首席執行官、最佳企業傳訊、最佳投資者關係企業、企業社會責任大獎2017、年度最佳責任品牌獎等。指數認可方面，繼二零一六年首次上榜道瓊斯可持續發展指數系列，本集團於二零一七年再獲納入該指數系列，並首度獲納入富時社會責任指數；本集團亦連續第四年獲納入恒生可持續發展企業指數成份股(並自動被納入恒生內地及香港可持續發展企業指數)。這些成就充分顯示出本集團不論是在國內、亞太或是在全球均被認為可持續發展性良好的一流企業。

於回顧年度內，本集團不斷提升核心競爭力，推動技術標準與國際並軌，及積極加強與國外同業的交流與合作，推動中國垃圾發電技術的國際化，力爭打造成為世界環保能源領域的「中國名片」。回顧年度內，本集團致力於將發展中國家環保領域成功運用PPP(政府與社會資本合作)模式的經驗推廣至「一帶一路」沿線國家；繼續與哥倫比亞大學共同修訂世界銀行垃圾發電項目指南，既顯示出本集團的技術實力得到國際認可，亦增強本集團在國際轉廢為能領域的影響力。此外，本集團於二零一七年四月參與成立「亞太固廢能源化利用協會」，旨在通過這個專業的交流平台與國際同行交流，確立更優的運營模式，推廣先進技術，分享有益經驗，實現固廢能源化利用的開放、合作，共享和共贏。

In terms of operating results, the Group fully facilitated the development of its six major business sectors during the year under review with remarkable results. The Group's revenue and profits both recorded robust growth. In 2017, the Group's construction service revenue hit a record high, as the management of projects in the preparatory stage was strengthened and construction works were carried out steadily. The Group also saw continuous growth in revenue from operation services as it continued to reduce costs, expand its income streams and enhance efficiency. During the year under review, the Group's consolidated revenue amounted to HK\$20,043,116,000, an increase of 43% over HK\$13,971,204,000 in 2016. Profit attributable to equity holders of the Company for the year was HK\$3,509,990,000, 26% more than HK\$2,784,863,000 recorded in 2016. Basic earnings per share for 2017 were HK78.30 cents, HK16.18 cents more than HK62.12 cents in 2016. The Group has ready access to financing channels, with abundance cash on hand which continues to rise, and it performed well in all financial indicators.

During the year under review, the Group continued to expand its financing channels to boost its capital strength and provide diverse, long-term and stable financial support for it to progress to its next stage of development, while actively responding and adjusting itself to Renminbi exchange rate volatility, with a view to propping up its sustainable development and meeting its capital demands for development in the mid- and long-term. In the first half of 2017, the Group raised HK\$3.381 billion through the spin-off and separate listing of its greentech business. Meanwhile, China Everbright Water Limited ("Everbright Water") received approvals from the Shanghai Stock Exchange ("SSE") and the China Securities Regulatory Commission ("CSRC") to issue RMB-denominated corporate bonds ("Panda Bonds") with an aggregate principal amount not more than RMB2.5 billion in a single or multiple tranches to qualified domestic investors, and issued the First Tranche Panda Bonds with principal amount of RMB1 billion in July 2017. The proceeds from the bond issue have been used for the repayment of the existing indebtedness and replenishment of the general working capital. In addition, the Group obtained various kinds of financial subsidies from the government in China totaling RMB411 million, actively collected accounts receivables and negotiated with banks to obtain new loan facilities. As at 31 December 2017, the Group had cash on hand of HK\$10,838,364,000, helping it to maintain a reasonable gearing ratio and a healthy financial position.

The Group remains dedicated to enhancing value for the shareholders of the Company (the "Shareholders"). To reward them for their support and to take into account the Group's need to achieve long-term sustainable development, the Board suggested a final dividend for the year ended 31 December 2017 of HK12.0 cents per share to the Shareholders. The total dividends for the year are to be HK24.0 cents per share (2016: HK20.5 cents per share).

從經營業績來看，本集團於回顧年度內全面推進六大業務板塊齊頭發展，成效斐然。收益和盈利都錄得可喜增長。二零一七年，本集團通過強化籌建項目管理，穩步推進工程項目，建造服務收益創歷史新高。在運營項目方面，本集團繼續開源節流，提升效益，運營服務收益持續增長。回顧年度內，本集團錄得綜合收益為港幣20,043,116,000元，較二零一六年的港幣13,971,204,000元增加43%。二零一七年本公司權益持有人應佔盈利為港幣3,509,990,000元，較二零一六年的港幣2,784,863,000元增加26%。二零一七年每股基本盈利為78.30港仙，較二零一六年的62.12港仙增加16.18港仙。本公司融資渠道暢通，資金充裕，手持現金持續增加，各項財務指標健康。

為保持本集團的可持續發展及解決中長期發展的資金需求，本集團於回顧年度內積極拓展多種融資渠道，增強資金實力，為本集團新一輪的發展提供了多元化、長期和穩定的資金支持，同時亦針對人民幣匯率波動積極作好應對調節。二零一七年上半年，本集團透過分拆綠色環保業務獨立上市籌集資金達港幣33.81億元。此外，中國光大水務有限公司（「光大水務」）亦於下半年獲上海證券交易所及中國證券監督管理委員會批准，向中國境內合格投資者以一期或分期發行總額不超過人民幣25億元的人民幣計價公司債券（「熊貓債券」），並於二零一七年七月發行人民幣10億元的首期熊貓債券，募集的資金用於償還現有債務及補充一般營運資金。此外，本集團年內積極回收各類應收賬款及與銀行磋商獲得新貸款額度，並獲得國家各類資金補助達人民幣4.11億元。於二零一七年十二月三十一日，本集團手持現金達港幣10,838,364,000元，負債水平合理，財務狀況健康。

本集團繼續為本公司股東（「股東」）創優增值，為回饋股東的支持及考慮本集團的長期可持續發展，董事會建議就截至二零一七年十二月三十一日止年度派發末期股息每股12.0港仙予股東，全年股息每股24.0港仙（二零一六年：每股20.5港仙）。

## Chief Executive Officer's Report 行政總裁報告

### Environmental Protection Business 環保業務

Benefited from the support of environmental protection policies from the government, and riding on the rapid development of environmental protection industry, the Group's environmental protection business has constantly reached new levels. As at 31 December 2017, the Group secured 268 environmental protection projects with a total investment of approximately RMB72,892,846,000, while projects that completed construction commanded a total investment of approximately RMB36,476,077,000. Projects under construction commanded a total investment of approximately RMB19,150,935,000 and projects in the preparatory stage commanded a total investment of approximately RMB17,265,834,000.

During the year under review, the environmental energy, environmental water and greentech projects generated a total revenue of HK\$19,231,453,000, of which construction service revenue increased by 47% to HK\$13,242,478,000 and operation service revenue increased by 45% to HK\$3,975,325,000, as compared with 2016. The proportions of revenue were as follows: construction service revenue 69%, operation service revenue 21% and finance income 10%.

受惠於國家環保政策的支持及環保行業的高速發展，本集團的環保業務不斷屢創新高。截至二零一七年十二月三十一日，本集團已落實的環保項目共268個，總投資約人民幣72,892,846,000元；已竣工項目總投資約人民幣36,476,077,000元；在建項目的投資約人民幣19,150,935,000元；籌建中項目涉及投資約人民幣17,265,834,000元。

回顧年度內，環保能源、環保水務及綠色環保項目的收益合共達港幣19,231,453,000元，其中建造服務收益為港幣13,242,478,000元，較二零一六年增長47%；運營服務收益為港幣3,975,325,000元，較二零一六年增長45%。各收益的比重為：建造服務收益佔69%，運營服務收益佔21%及財務收入佔10%。

Major financial data relating to the three major environmental protection business sectors for 2017 are summarised in the table below:

三大環保業務板塊之二零一七年主要財務數據如下：

	2017 二零一七年				2016 二零一六年			
	Environmental Energy Projects 環保能源項目 HK\$'000 港幣千元	Environmental Water Projects 環保水務項目 HK\$'000 港幣千元	Greentech Projects 綠色環保項目 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	Environmental Energy Projects 環保能源項目 HK\$'000 港幣千元 (Restated) (重報)	Environmental Water Projects 環保水務項目 HK\$'000 港幣千元	Greentech Projects 綠色環保項目 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元 (Restated) (重報)
Revenue 收益								
- Construction services 一建造服務	8,178,207	2,111,292	2,952,979	13,242,478	5,779,429	1,133,784	2,073,986	8,987,199
- Operation services 一運營服務	1,548,830	879,137	1,547,358	3,975,325	997,056	821,478	914,988	2,733,522
- Finance income 一財務收入	1,332,691	601,204	79,755	2,013,650	1,007,704	538,775	36,966	1,583,445
	11,059,728	3,591,633	4,580,092	19,231,453	7,784,189	2,494,037	3,025,940	13,304,166
EBITDA 除利息、稅項、折舊及攤銷前盈利	4,190,705	1,187,283	1,542,886	6,920,874	3,269,755	843,973	1,020,204	5,133,932



The Group has placed equal emphasis on generating social and economic benefits, which involves committing itself to the task of environmental protection, fulfilling its social responsibility, actively promoting energy conservation and reducing emissions in order to achieve sustainable development at corporate and social levels. During the year under review, the Group processed 11,992,000 tonnes of household waste and 113,000 tonnes of hazardous waste, 1,685,000 tonnes of agricultural waste and generated 5,976,833,000 kWh of green electricity. This output can support the annual electricity consumption needs of 4,981,000 households, and is equivalent to saving 2,391,000 tonnes of standard coal and can reduce carbon dioxide (CO<sub>2</sub>) emissions by 5,908,000 tonnes. Meanwhile, the Group treated 1,187,615,000 m<sup>3</sup> of waste water, 2,694,000 m<sup>3</sup> of leachate produced from waste-to-energy plants and reduced COD emissions by 400,000 tonnes. Since 2005, when the Group's first environmental protection project commenced operation, it has processed an accumulated 49,159,000 tonnes of household waste and 564,000 tonnes of hazardous waste, 4,135,000 tonnes of agricultural waste and generated 19,530,175,000 kWh of green electricity, which fulfilled the annual electricity consumption needs for 16,275,000 households, and was equivalent to saving 7,812,000 tonnes of standard coal, reducing CO<sub>2</sub> emissions by 21,367,000 tonnes, and preventing 2,538,923,000 trees from being cut down. The Group has treated an accumulated 6,999,443,000 m<sup>3</sup> of waste water and 9,584,000 m<sup>3</sup> of leachate produced from waste-to-energy plants, and reduced COD emissions by 2,428,000 tonnes.

本集團始終致力於社會及經濟雙重效益並舉，堅守環境與責任理念，積極推動節能減排，實現企業和社會的可持續發展。於回顧年度內，本集團分別處理生活垃圾及危險廢棄物11,992,000噸及113,000噸，農業廢棄物1,685,000噸，提供綠色電力5,976,833,000千瓦時，可供4,981,000個家庭一年使用，相當於節約標煤2,391,000噸，減少二氧化碳排放5,908,000噸；處理污水1,187,615,000立方米，垃圾發電廠的滲濾液2,694,000立方米，COD減排400,000噸。自二零零五年本集團首個環保項目運行以來，累計分別處理生活垃圾及危險廢棄物49,159,000噸及564,000噸，農業廢棄物4,135,000噸，提供綠色電力19,530,175,000千瓦時，可供16,275,000個家庭一年使用，相當於節約標煤7,812,000噸，減少二氧化碳排放21,367,000噸及減少樹木砍伐2,538,923,000株。處理污水6,999,443,000立方米，垃圾發電廠的滲濾液9,584,000立方米，COD減排2,428,000噸。



**Setting HIGH BENCHMARKS and Aspiring  
to be a World-leading Waste Solutions Provider**

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高端定位 全球領先

**Environmental Energy 環保能源**

Strive to convert waste to energy and build a beautiful environment

致力轉廢為能 建設優美環境

## I. ENVIRONMENTAL ENERGY 一、環保能源

### A. Environmental Energy 甲、環保能源

As at 31 December 2017, the Group had secured 75 waste-to-energy projects, 2 methane-to-energy projects, 3 sludge treatment and disposal projects, and 6 food waste treatment projects, with a total investment of approximately RMB34,942,057,000. These projects are designed with an annual household waste processing capacity of approximately 24,108,250 tonnes, which can generate annual on-grid electricity of approximately 7,551,890,000 kWh. The annual sludge treatment capacity is approximately 73,000 tonnes, while the annual food waste treatment capacity is approximately 237,250 tonnes.

During the year under review, the Group achieved excellent results in market expansion by building on its outstanding track record, advanced technology and a strong commitment to corporate social responsibility. The Group successfully tapped into two new markets, namely Shaanxi and Liaoning Provinces during the year. In addition, the Group actively supported its business development by taking on projects with different business models, including dismantling and redevelopment projects and “dual-entrusted” projects (entrusted construction and entrusted operation). In 2017, the Group secured 14 waste-to-energy projects, 2 supplementary agreements for waste-to-energy projects’ capacity expansion, 4 food waste treatment projects and 2 sludge treatment and disposal projects, commanding a total investment of RMB8,009,211,000.

The Group’s market development achievements during the year were largely attributable to the Group’s effort in enhancing the operational transparency of its projects. The Group has set a new benchmark for the environmental protection industry in terms of information transparency and disclosure standards. Since the implementation of the “Four Steps” environmental information disclosure plan and the launch of “Open Days” for public visits, the Group had set a good example for the entire waste-to-energy industry: A number of its waste-to-energy projects, located in areas such as Nanjing, Zhenjiang, Wujiang and Yixing in Jiangsu Province, and also Yiyang in Hunan Province, have been recognised by local governments at provincial, municipal and county levels as hubs for environmental protection education and the popularisation of environmental science, demonstration sites for the circular economy, and industrial tourist attractions, among many other recognitions.

截至二零一七年十二月三十一日，本集團共有75個垃圾發電項目、2個沼氣發電項目、3個污泥處理處置項目及6個餐廚垃圾處理項目，總投資約人民幣34,942,057,000元。總設計規模為年處理生活垃圾量約24,108,250噸、年上網電量約7,551,890,000千瓦時、年處理污泥約73,000噸以及年處理餐廚垃圾約237,250噸。

回顧年度內，本集團憑藉出色的往績、扎實的技術及高度的企業社會責任感，取得了優異的市場拓展成績，年內成功開拓了陝西、遼寧兩個新市場。此外，本集團積極推動拆舊建新、「雙委託」(委託建設及委託運營)等多種業務模式並行的業務發展路線。年內，本集團共取得14個垃圾發電項目及簽署2個垃圾發電項目調增規模的補充協議、4個餐廚垃圾處理項目及2個污泥處理處置項目，總投資約人民幣8,009,211,000元。

年內實現的拓展成績與本集團在提升項目運營透明度方面的努力密不可分。本集團在信息透明化、公開化方面實現新跨越，樹立新標竿。自環境信息披露「四步走」計劃實施及公眾開放日設立以來，本集團位於江蘇南京、鎮江、吳江和宜興以及湖南益陽等地的多個垃圾發電項目獲得省、市、縣級環保教育、環保科普、循環經濟示範和工業旅遊「四個基地」及其他榮譽稱號，對整個垃圾發電行業起到了引領作用。

## Chief Executive Officer's Report 行政總裁報告

Regarding operation management, the Group fully leveraged its experience and strengths to ensure its projects complied with discharge standards and operated in a safe and highly efficient manner. To further enhance the quality of its staff and operation efficiency, all project companies actively participated in a number of activities, such as competitions on conserving, enhancing efficiency, saving energy and controlling cost, contests on technical skills, ESHS knowledge competitions and training on environmental monitoring. As a result, the electricity generation per tonne of waste and the comprehensive auxiliary power consumption rate met their target goals. In addition, the Group has built an electronic database for its environmental energy projects, which has helped promote more centralised management and enhanced the informatisation level of its projects.

In terms of project construction, the Group steadily pushed ahead with the construction of its environmental protection projects. During the year under review, 17 waste-to-energy projects and 2 food waste treatment projects completed construction and commenced operation. Among them, Nanjing Waste-to-energy Project, an important livelihood initiative in Jiangsu Province and Nanjing City, became the Group's largest operating waste-to-energy project in terms of processing capacity; whereas Shandong Laiwu Waste-to-energy Project formed a synergetic effect and shared resources with Laiwu Food Waste Treatment Project, which commenced operation at an earlier date, creating a new and comprehensive urban solid waste treatment solution. Guangdong Dongguan Machong Waste-to-energy Project was the Group's first "dual-entrusted" project, marking a new start for the Group's business model in entrusted construction and entrusted operational cooperation. Zhejiang Hangzhou Waste-to-energy Project's successful operation after the "Zhongtai Affair" in 2014 serves as a sound example of quelling the "Not in My Backyard Effect" (NIMBY) and helping the neighborhood feel the benefits. In addition, the Group made its foray into the waste treatment industry in Shaanxi Province as it secured Shaanxi Fuping Waste-to-energy Project. During the year under review, the Group's 18 waste-to-energy projects (including its first overseas waste-to-energy project, Can Tho Waste-to-energy Project in Vietnam), 1 sludge treatment and disposal project and 1 food waste treatment project commenced construction.

As at 31 December 2017, the Group had 43 operating waste-to-energy projects with a designed daily household waste processing capacity of 39,100 tonnes, and had 19 waste-to-energy projects under construction, representing a designed daily household waste processing capacity of 14,400 tonnes. In addition, the Group had 13 waste-to-energy projects in the preparatory stage with a designed daily household waste processing capacity of 12,550 tonnes.

運營管理方面，本集團充分發揮自身經驗和優勢，確保項目達標排放、安全高效運行。本集團為進一步提升員工素質與運營效率，各項目公司積極深入開展「比節支節流、比開源增效、比能耗下降、比成本降低」的「四比活動」、「技術比武」、「ESHS知識競賽」、「環境監測培訓」等活動，噸垃圾發電量及綜合廠用電率均實現良好指標。此外，本集團亦初步搭建了環保能源項目電子資料庫，有助於提升項目管理的集中化、信息化程度。

項目建設方面，本集團穩步有序推進旗下環保項目的工程建設。回顧年度內，本集團共有17個垃圾發電項目及2個餐廚垃圾處理項目建成投運。其中，作為江蘇省及南京市重要民生工程的南京垃圾發電項目成為本集團目前處理規模最大的運營垃圾發電項目；山東萊蕪垃圾發電項目與早前投運的萊蕪餐廚垃圾處理項目實現協同處理及資源共享，開創了綜合性解決城市固廢問題的新模式；廣東東莞麻涌垃圾發電項目開創了本集團首個「雙委託」模式的先河；浙江杭州垃圾發電項目經二零一四年「中泰事件」後順利投產，成為「鄰避效應」化解為「鄰利效應」的良好實證；另外，落實陝西富平垃圾發電項目標誌著本集團進駐陝西省的廢物處理市場。回顧年度內，本集團共有18個垃圾發電項目、1個污泥處理處置項目以及1個餐廚垃圾處理項目開工建設，其中越南芹苴垃圾發電項目為本集團首個海外垃圾發電項目。

截至二零一七年十二月三十一日，本集團共有43個運營的垃圾發電項目，日處理生活垃圾設計規模39,100噸；19個在建的垃圾發電項目，日處理生活垃圾設計規模14,400噸；以及13個籌建的垃圾發電項目，日處理生活垃圾設計規模12,550噸。



During the year under review, the Group's environmental energy projects processed a total of 11,743,000 tonnes of household waste, an increase of 31% when compared with 2016. All projects generated a total 3,432,697,000 kWh of on-grid electricity, an increase of 39% when compared with 2016. Environmental energy projects contributed an EBITDA of HK\$4,190,705,000, an increase of 28% when compared with 2016. Environmental energy projects contributed a net profit attributable to the Group of HK\$2,697,881,000, an increase of 29% when compared with the previous year. The increase in profit was mainly attributable to the significant increase in construction service revenue during the year under review, as well as the increase in operation service revenue, which was boosted by continuing increases in the total processing volume of operating projects.

於回顧年度內，環保能源項目合共處理生活垃圾11,743,000噸，較二零一六年增加31%，提供上網電量合共3,432,697,000千瓦時，較二零一六年增加39%。環保能源項目貢獻除利息、稅項、折舊及攤銷前盈利合共港幣4,190,705,000元，較二零一六年增加28%。環保能源項目貢獻本集團應佔淨盈利為港幣2,697,881,000元，較二零一六年全年增加29%。盈利增加主要得益於回顧年度內建造服務收益大幅增長，加上運營項目的總處理量持續上升，提升了運營服務收益。

Major operating and financial data of the environmental energy projects in 2017 are summarised in the table below:

二零一七年環保能源項目之主要運營與財務資料如下：

		2017 二零一七年	2016 二零一六年 (Restated) (重報)
<b>Environmental energy projects</b>	<b>環保能源項目</b>		
Waste processing volume (tonne)	垃圾處理量(噸)	11,743,000	8,933,000
On-grid electricity (MWh)	上網電量(兆瓦時)	3,432,697	2,473,110
EBITDA (HK\$'000)	除利息、稅項、折舊及 攤銷前盈利(港幣千元)	4,190,705	3,269,755

## B. Environmental Protection Industrial Parks 乙、環保產業園

During the year under review, the Group continued to uphold the philosophy of "Integrated Planning, Logical Arrangements, Efficient Land Utilisation and Centralised Handling", and followed its principle of "Implementing Projects with One Success Followed by Another" to advance the planning and construction of environmental protection industrial parks. It also strived to build the parks into modern environmental protection industrial parks, as well as transformed them into bases for promoting industrial tourism and environmental protection education.

As at 31 December 2017, the Group has built 12 environmental protection industrial parks featured with the Chinese characteristics. These industrial parks are located in Suzhou, Changzhou, Suqian, Zhenjiang New District, Yixing, Lianyungang Xuwei New District, Nanjing and Xinyi of Jiangsu Province, Weifang of Shandong Province, Ganzhou of Jiangxi Province, as well as Lankao County and Ruzhou City of Henan Province. In the future, the Group will adhere to its core value and principle of "Producing Quality Projects and Building a Quality Brand", and further advance the designs, operation and management of its environmental protection industrial parks.

回顧年度內，本集團繼續堅持「統籌規劃，合理佈局，節約土地，集中處置」的理念和「成熟一個，推進一個」的原則，積極推動環保產業園的規劃與建設，打造現代化環保產業園、工業旅遊基地及環保教育示範基地。

截至二零一七年十二月三十一日，本集團已推出12個具有中國特色的環保產業園，分別位於江蘇省蘇州市、常州市、宿遷市、鎮江新區、宜興市、連雲港徐圩新區、南京市、新沂市、山東省濰坊市、江西省贛州市及河南省蘭考縣及汝州市。未來，本集團將繼續堅持企業核心價值觀和「建精品、創品牌」的理念，不斷提升集團環保產業園的設計、運營和管理水平。

# Delivering Sustainable Source of Clean Water by TECHNOLOGY INNOVATION

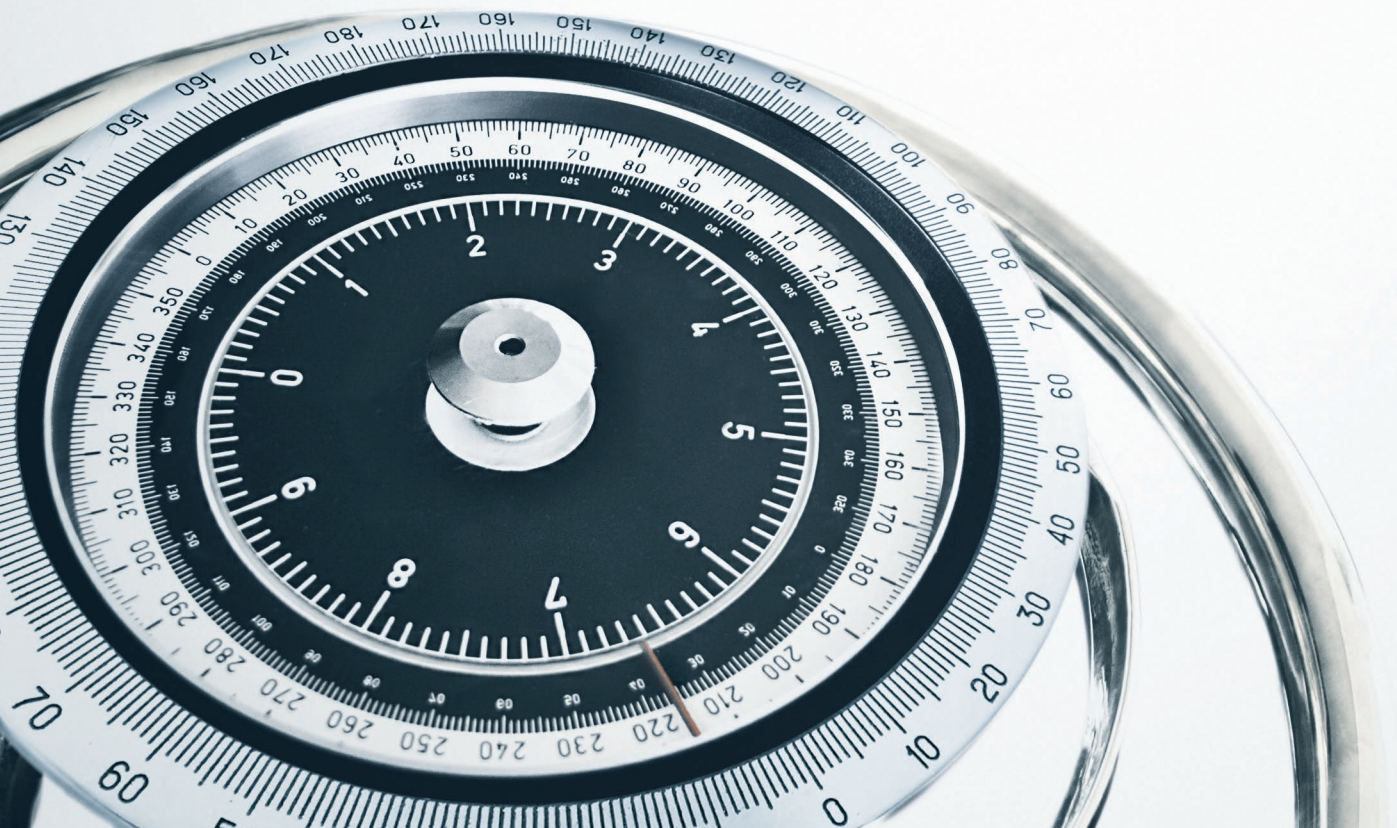
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技術創新 活水之源

## Environmental Water 環保水務

Perform high standard of waste water treatment  
to realize recycling of water resources

採用高標準處理污水 實現水資源循環利用



## II. ENVIRONMENTAL WATER 二、環保水務

As at 31 December 2017, the Group had a 74.85% stake in Everbright Water, which is listed on the Mainboard of SGX. It has 76 municipal waste water treatment projects, 3 industrial waste water treatment projects, 1 sponge city construction project, 1 river-basin ecological restoration project, 2 water environment management projects, 1 water supply project, 5 reusable water projects, 2 waste water source heat pump projects, 2 sludge treatment and disposal projects, 87 kilometers of pipeline network and 10 pump stations, commanding a total investment of approximately RMB16,700,500,000. The projects are designed to have an annual waste water treatment capacity of approximately 1,551,250,000 m<sup>3</sup>, provide an annual reusable water volume of 29,784,000 m<sup>3</sup>. The waste water source heat pump projects are built to offer heating and cooling services to an area of 295,000 m<sup>2</sup>. The water supply project has a designed daily water supply capacity of 370,000 m<sup>3</sup>.

In 2017, the Chinese government focused on water environment management and introduced policies relevant to the treatment of black and odorous water bodies, sponge city constructions and the promotion of the PPP model, which helped to continuously create good opportunities and broad room for the development of China's environmental water services industry. During the year under review, based on its existing business locations, Everbright Water developed its businesses according to different levels and importance to continuously expand into new geographic and business areas by proactively utilising the advantages of various resources to achieve significant business progress. Everbright Water secured 14 new projects, with a total investment of approximately RMB6,080,950,000, which increased its market share in existing business locations, further enhancing its regional competitive advantages during the year. Everbright Water also got its first ever project in Guangxi Zhuang Autonomous Region and Hubei Province respectively. In terms of business development, Everbright Water further focused on the comprehensive restoration of river-basin areas, and showed determination to enhance its innovative capabilities within technology and promote the stable development of its new businesses, including integrated water environment restoration, sponge city construction, sludge harmless treatment, urban-rural water supply, among others, forging ahead towards establishing benchmark projects for water environment management.

截至二零一七年十二月三十一日，本集團持有光大水務74.85%的權益。光大水務為新交所主板上市公司，合共擁有76個生活污水處理項目、3個工業污水處理項目、1個海綿城市建設項目、1個流域治理項目、2個水環境治理項目、1個供水項目、5個中水回用項目、2個污水源熱泵項目、2個污泥處理處置項目、87公里管網及10個泵站，涉及總投資約人民幣16,700,500,000元。設計規模為年污水處理約1,551,250,000立方米、年供中水約29,784,000立方米；污水源熱泵項目為295,000平方米面積提供供熱製冷服務；供水項目設計日供水量達370,000立方米。

二零一七年，中國政府高度重視水環境治理，不斷推出針對黑臭水體治理、海綿城市建設、以及促進PPP模式的政策措施，持續為中國水環境治理行業創造發展良機及廣闊的發展空間。回顧年度內，光大水務依託現有區域，採取分層次、分重點推進，不斷擴展新區域和新領域，積極發揮各種資源優勢，業務進展顯著。光大水務於年內共取得14個新項目，涉及投資額約人民幣6,080,950,000元，提升了在已有區域的市場佔有率，鞏固了區域競爭優勢，在廣西壯族自治區和湖北均取得項目零的突破。業務拓展方面，光大水務進一步聚焦全流域治理，銳意提升技術創新能力，推動水環境綜合治理、海綿城市建設、污泥無害化處理、城鄉供水等新業務的穩步發展，為打造水環境治理標竿項目的目標邁進。

## Chief Executive Officer's Report 行政總裁報告

As for technology R&D, during the year under review, Everbright Water upheld the ethos of “Technology Leads Development”, and further increased its investment in technology R&D. Many research projects under Everbright Water’s Water Environment Research Centre have made considerable progress. Key technological breakthroughs and accomplishments included those relating to biological deodorisation systems, low-temperature sludge drying, ozone catalytic oxidation, biological aerated filters and rainwater treatment systems, among others. As for collaborations with institutions and research institutes, Everbright Water formed partnerships with universities and research institutes such as Tsinghua University and Nanyang Technological University in Singapore, as well as with corporate partners. This helped to tackle difficult technological problems, and resulted in the implementation of water environmental technology, closely coordinating business development and creating new development engines.

As for project construction, during the year under review, Everbright Water strived to make progress, with 11 new projects under construction and 14 projects completed construction, of which 10 have commenced operation. In addition, during the year under review, 8 waste water treatment projects effected tariff hikes within the range of 8% to 86%. In order to guarantee the quality and efficiency of project constructions, Everbright Water amended a couple of corporate policies and regulations during the year under review, establishing several professional technology teams to enhance project construction proficiency.

As for project operation, during the year under review, Everbright Water adjusted its management structure, fully implemented the ESHS management system, enhanced the standardised management system and launched the pilot programs of its “Wise Water” operational management system. These measures improved Everbright Water’s project operational proficiency, promoting an informationised, integrated and intelligent operation management system that focuses on water environmental services.

技術研發方面，回顧年度內，光大水務堅持「科技引領發展」的方針，進一步加大對技術研發的投入，旗下水環境研究中心的多個研究課題取得顯著進展，重點領域涉及生物除臭系統、污泥低溫乾化、臭氧催化氧化、曝氣生物濾池、雨水處理系統等。在產學研合作面，光大水務與清華大學、新加坡南洋理工大學等多間高等院校和研究機構以及企業夥伴建立合作關係，大力推動水環境技術領域的難題攻堅及成果轉化，以緊密配合業務發展，為企業發展創造新動能。

項目建設方面，回顧年度內，光大水務積極推動項目的工程建設，新開工建設項目11個，建成完工項目14個(其中投運項目10個)。此外，公司旗下8個污水處理項目於回顧年度內獲批調整水價，上調幅度介乎8%至86%。為了確保項目建設的質量和效率，光大水務亦於年內修訂多項企業制度與規範，並成立多個專業技術小組，旨在加強項目工程建設水平。

項目運營方面，光大水務於回顧年度內著眼於通過管理架構調整、全面貫徹ESHS管理體系、加強規範化建設以及推進「智慧水務」運營管理系統試點工作等措施，提升項目運營水平，推動建立一個信息化、集成化、智能化的水務運營管理模式。



In order to optimise the funding and financing structure, during the year under review, Everbright Water explored and implemented new approaches to obtaining investment capital. With approval from SSE and the CSRC, Everbright Water issued Panda Bonds in China of up to RMB2.5 billion in aggregate principal amount. In the second half of the year, Everbright Water issued its first tranche of Panda Bonds with a principal amount of RMB1 billion, bearing a coupon rate of 4.55% for a five-year maturity, which will provide support for Everbright Water's stable development. In addition, Everbright Water also replaced its short-term debt with long-term debt and further lowered its financing costs.

As at 31 December 2017, Everbright Water had 65 household waste water projects in operation, 3 industrial waste water treatment projects in operation, and 5 household waste water projects that had completed construction, with a total designed daily waste water treatment capacity of 3,835,000 m<sup>3</sup>. In addition, Everbright Water had a number of projects under construction, including 4 household waste water treatment projects, 4 water environment management projects, and 1 water supply project.

During the year under review, the environmental water projects treated 1,187,615,000 m<sup>3</sup> of waste water. Environmental water projects contributed an EBITDA of HK\$1,187,283,000, an increase of 41% when compared with the same period in 2016. Environmental water projects contributed a net profit attributable to the Group of HK\$397,434,000, an increase of 46% when compared with 2016. The increase was mainly due to the significant growth in revenue driven by continual expansion of the business.

為優化融資及財務架構，回顧年度內，光大水務對新投融資模式進行探索和實踐。光大水務於年內獲上海證券交易所及中國證券監督管理委員會批准，在中國境內發行不超過人民幣25億元的人民幣計價公司債券，並於下半年成功發行首期熊貓債券，發行規模為人民幣10億元，票面利率為4.55%，債券期限為5年，為公司發展的穩步增長提供支持。此外，光大水務亦以長期貸款置換短期貸款，並進一步降低融資成本。

截至二零一七年十二月三十一日，光大水務共有65個運營的生活污水處理項目及3個運營的工業污水處理項目，5個建成完工的生活污水處理項目，總設計日污水處理規模達3,835,000立方米。此外，光大水務在建項目包括4個生活污水處理項目，4個水環境治理項目及1個供水項目。

回顧年度內，環保水務各項目合共處理污水1,187,615,000立方米。環保水務貢獻除利息、稅項、折舊及攤銷前盈利合共港幣1,187,283,000元，較二零一六年增加41%。環保水務項目貢獻本集團應佔淨盈利為港幣397,434,000元，較二零一六年增加46%。淨盈利上升主要由於業務持續擴展帶動盈利大幅增長。

Major operating and financial data relating to the Group's environmental water projects in 2017 are summarised in the table below:

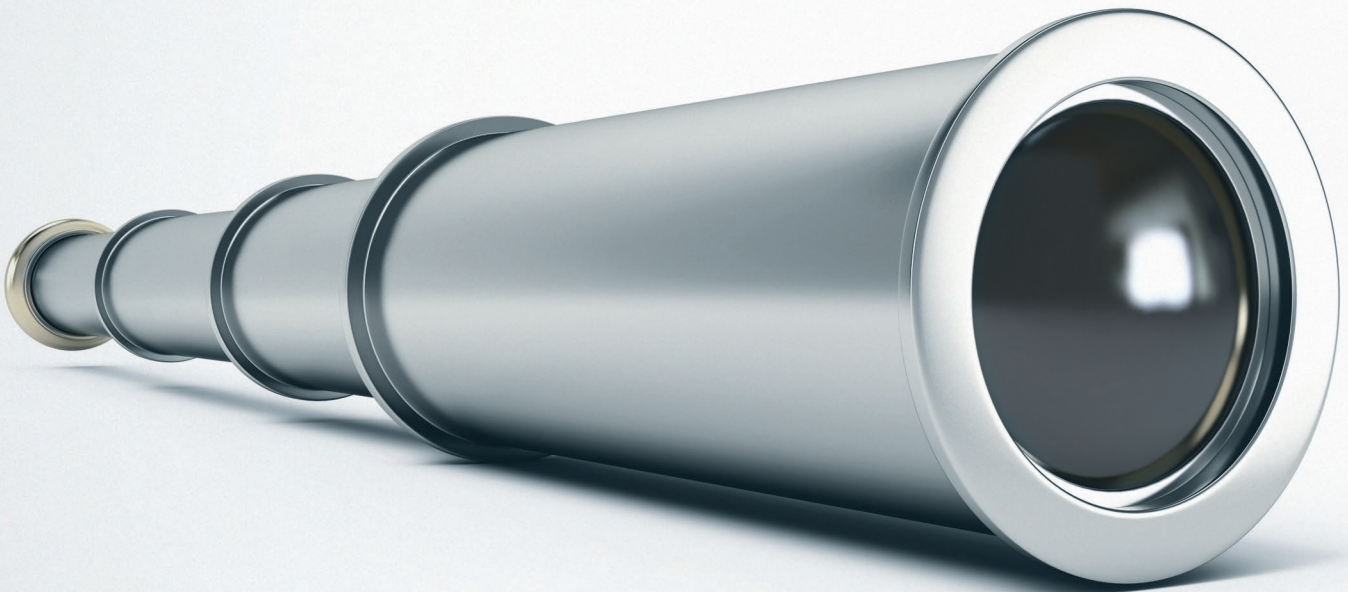
二零一七年環保水務項目之主要運營與財務資料如下：

		2017 二零一七年	2016 二零一六年
<b>Environmental water projects</b>	<b>環保水務項目</b>		
Waste water treatment volume ('000 m <sup>3</sup> )	污水處理量(千立方米)	1,187,615	1,148,279
EBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前盈利(港幣千元)	1,187,283	843,973

# Striving for DIVERSIFIED DEVELOPMENT with Chinese Characteristics

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中國特色 多元發展



## Greentech 綠色環保

Strive to develop new energy to increase  
the usable value of natural resources

致力開發新型能源 增加天然資源的可利用價值

### III. GREENTECH 三、綠色環保

As at 31 December 2017, Everbright Greentech, in which the Group has a 69.70% stake and is listed on the Main Board of HKEx, has 82 projects, including 44 integrated biomass utilisation projects, 29 hazardous waste treatment projects, 7 solar energy projects and 2 wind power projects, commanding a total investment of approximately RMB19,758,163,000. The aggregate annual designed processing capacity of biomass raw materials was approximately 8,449,800 tonnes; the annual designed household waste processing capacity was approximately 2,281,250 tonnes; the annual designed hazardous waste processing capacity was approximately 674,150 tonnes; the annual designed on-grid electricity generation was approximately 6,535,629,000 kWh; and the annual designed heat supply was approximately 1,752,000 tonnes.

Everbright Greentech successfully completed its spin-off and was listed on the Main Board of HKEx on 8 May 2017. It was widely recognised by the capital market within a few months following its spin-off, with it being included in the Hang Seng Composite Index, Hang Seng Stock Connect Hong Kong Index and MSCI China Shares Small Cap Index. In terms of business development, Everbright Greentech closely follows the country's policies and plans, including China's "Ecological Civilisation" and "13th Five-Year Plan". Riding on the opportunities arising from environmental protection policies, such as the "13th Bioenergy Development Five-Year Plan" and the "Clean Soil Action Plan", and by relying on innovation advancement, including the introduction of new technologies and manufacturing processes, Everbright Greentech initiated an innovative model that provides integrated treatment of agricultural and household waste, which encouraged the steady development of its projects. In addition, Everbright Greentech became one of the founders of China Biomass Energy Association within the year, demonstrating its growing position and influence in the industry.

In terms of market expansion, Everbright Greentech hit a new record in terms of the number of new projects in 2017, securing 19 projects and signing 1 supplementary agreement for an urban-rural integration project's capacity expansion, with a total investment of approximately RMB5,473,136,000. Everbright Greentech further strengthened its market position in existing project locations, including Jiangsu, Anhui, Henan, Hubei and Shandong Provinces. As it continued to develop existing business areas, Everbright Greentech achieved another breakthrough by securing a rigid structure waste landfill project for its hazardous waste treatment business segment.

截至二零一七年十二月三十一日，本集團持有光大綠色環保69.70%的權益，光大綠色環保為港交所主板上市公司，合共有82個項目，包括44個生物質綜合利用項目、29個危廢處置項目、7個光伏發電項目及2個風電項目，總投資約人民幣19,758,163,000元，總設計規模為年處理生物質原材料約8,449,800噸，設計年處理生活垃圾約2,281,250噸，設計年處理危廢約674,150噸，設計年上網電量約6,535,629,000千瓦時，年供熱量約1,752,000噸。

光大綠色環保於二零一七年五月八日成功實現分拆並於港交所主板上市。在分拆上市後短短數月內，光大綠色環保屢獲資本市場的認同：獲納入恒生綜合指數、恒生港股通指數、MSCI明晟中國小型股指數成份股。業務發展方面，光大綠色環保緊密圍繞「生態文明建設」、「十三五」規劃等國策佈局，以《生物質能「十三五」規劃》及「土十條」等環保政策為契機，依託引進新技術、新工藝，以創新驅動發展，率先推出了統籌處理農業廢棄物及生活垃圾的創新業務模式，推動綠色環保項目穩步發展。此外，光大綠色環保於年內成為中國生物質產業聯盟發起機構之一，展現出公司不斷增長的行業地位和影響力。

市場拓展方面，光大綠色環保於二零一七年新拓展項目的數量創下新高，共取得19個新項目及簽署1個城鄉一體化項目調增規模的補充協議，涉及總投資約人民幣5,473,136,000元，進一步鞏固於江蘇、安徽、河南、湖北、山東等現有項目所在地的市場地位。光大綠色環保亦深挖現有業務領域，並取得新突破，在危廢處置領域拓展了剛性填埋項目。



## Chief Executive Officer's Report 行政總裁報告

In terms of project construction, Everbright Greentech has made steady progress during the year under review, with 12 projects completed construction, of which 8 projects commenced operation. Among these projects, Anhui Lingbi Integrated Biomass and Waste-to-energy Projects commenced operation within the year. By sharing resources such as the main plant, the power grid system, the water supply and drainage system, the cooling system, the central control system and the management team, the projects were able to maximise the environmental service output and enhance the overall investment return and competitiveness, providing a valuable experience for other projects of the same type. During the year under review, Everbright Greentech had 9 projects which commenced construction, including 7 integrated biomass utilisation projects and 2 hazardous waste treatment projects. The annual designed total processing capacities of biomass materials, household waste and hazardous waste will increase by 1,050,000, 620,500 and 23,000 tonnes respectively following the commenced operation of these projects. In addition, there were 35 projects in the preparatory stage, including 18 integrated biomass utilisation projects (with an annual designed biomass processing capacity of approximately 3,430,000 tonnes, an annual designed household waste processing capacity of approximately 894,250, and the annual on-grid electricity of 2,672,382,000 kWh) and 17 hazardous waste treatment projects (with an annual designed processing capacity of 480,170 tonnes).

During the year under review, the Group's greentech projects provided a total on-grid electricity of 1,667,503,000 kWh, an increase of 87% compared with 2016. Greentech projects contributed an EBITDA of HK\$1,542,886,000, an increase of 51% compared with 2016. Greentech projects contributed a net profit attributable to the Group of HK\$785,918,000, an increase of 19% compared with 2016. The increase in profit was mainly due to the significant increase in both the construction service revenue and the operation service revenue compared with 2016.

工程建設方面，光大綠色環保於回顧年度內扎實推進項目建設，建成項目12個(其中投運項目8個)。其中，安徽靈璧生物質及垃圾發電一體化項目於年內建成投運，該項目通過共用主廠房、電網系統、給排水系統、冷卻系統、中控系統及管理團隊等，提高環境服務產出，增加項目整體投資回報並提升競爭力，為綠色環保其他同類項目的建設推進積累了寶貴經驗。回顧年度內，光大綠色環保新開工項目9個，包括7個生物質綜合利用項目及2個危廢處置項目；待項目建成投運後，設計年生物質總處理規模將增加1,050,000噸，設計年生活垃圾處理規模增加620,500噸，設計年危廢處理規模增加23,000噸。此外，籌建項目35個，包括18個生物質綜合利用項目(設計年生物質處理能力約3,430,000噸，設計年生活垃圾處理能力約894,250噸，年上網電量2,672,382,000千瓦時)和危廢處置項目17個(設計年處理能力達480,170噸)。

回顧年度內，綠色環保各項目合共提供上網電量1,667,503,000千瓦時，較二零一六年增加87%。綠色環保項目貢獻除利息、稅項、折舊及攤銷前盈利港幣1,542,886,000元，較二零一六年上升51%。綠色環保項目貢獻本集團應佔淨盈利港幣785,918,000元，較二零一六年上升19%。盈利上升主要由於建造服務收益及運營服務收益均較二零一六年大幅增長。

Major operating and financial data of the greentech projects in 2017 are summarised in the table below:

二零一七年綠色環保項目之主要運營與財務數據如下：

		2017 二零一七年	2016 二零一六年
<b>Greentech projects</b>	<b>綠色環保項目</b>		
Waste processing volume (tonnes)	垃圾處理量(噸)	249,000	74,000
Biomass raw materials processing volume (tonnes)	生物質原材料處理量(噸)	1,685,000	728,000
Hazardous waste processing volume (tonnes)	危廢處理量(噸)	113,000	98,000
On-grid electricity (MWh)	上網電量(兆瓦時)	1,667,503	891,407
EBITDA (HK\$'000)	除利息、稅項、折舊及攤銷前盈利(港幣千元)	1,542,886	1,020,204





Pursuing Development Driven by  
**TECHNOLOGY AND INNOVATION**

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科技引領 創新發展

**Envirotech 環境科技**

Striving to develop  
advanced environmental technologies

為環境研發更多科技成果

## Chief Executive Officer's Report 行政總裁報告

### IV. ENVIROTECH 四、環境科技

In 2017, the Group witnessed the transformation and development of its envirotech business sector. By adhering to its principle of driving development with technology and innovation, the Group's envirotech business sector was fully committed to enhancing its core technological competencies and scientific technologies as it entered a new phase of development, seeking to transform the Group from a traditional company into a modern high-tech enterprise.

During the year under review, the envirotech complex in Nanjing was fully put into use and successfully developed into a R&D platform for the Group. Operating as a center for R&D, design, technology management and international communications, and as a display of technological achievements, the complex serves to centralise the management of two institutes, three research facilities and one center. The two institutes comprise a research institute and a design institute, while the three research facilities are the Environmental Energy Research Institute, the Environmental Water Research Institute and the Greentech Research Institute. Together with the Analysis and Testing Center, the envirotech complex makes a major contribution to research efficiency and acts as the Group's R&D hub.

During the year, the Group became a founding member of WTERT-Asia, with an aim to push for the advancement of waste-to-energy technology and management models in Asia Pacific, and organised its Inaugural Meeting. Through the meeting's and WTERT-Asia's professional communications platforms, the Group has been able to share the virtues of its advanced technology and successful experience in relation to waste-to-energy with its peers, as well as to promote the long-term development of the waste-to-energy sector in countries in Asia-Pacific region and along the "Belt and Road" route. The Group has also benefited from the establishment of WTERT-Asia to enhance its technical knowledge and its R&D and management teams' advanced ideas, nurturing a capable talent pool with an international vision.

二零一七年是本集團環境科技板塊的變革與發展之年。在推動新一輪發展的過程中，本集團環境科技板塊以「科技引領，創新發展」為理念，全力打造核心競爭力，致力以科技引領推動企業發展，實現從傳統企業轉變為現代化高科技企業。

回顧年度內，作為本集團研發總部基地的南京環境科技大樓全面啓用。環境科技大樓集「研發中心」、「設計中心」、「科技管理中心」、「國際交流中心」、「科技成果展示中心」功能於一體，實現「兩院三所、一中心」(即研究院、設計院、環保能源研究所、環保水務研究所、綠色環保研究所、分析檢測中心)的集中管理，團隊科研效率顯著提升，打造本集團研發總部基地。

年內，為推動亞太固廢能源化利用技術及管理水平的提升，本集團協調組織首屆亞太固廢能源化技術研究高峰論壇，並參與成立亞太固廢能源化利用協會，為亞太區國家搭建技術交流、合作的平台，將本集團固廢能源化利用的成熟技術和成功經驗與同業分享，進一步推動固廢能源化利用領域在亞太區及「一帶一路」國家地區實現長足發展。對本集團而言，此舉亦有助於提升自身技術研發、管理團隊的技術知識和先進理念，培養一支具有國際視野的精幹技術團隊。

During the year under review, the envirotech business sector launched a number of R&D projects and made significant progress in certain researches. Specifically, the standard prototype unit of the Group's self-developed 850 tonnes/day grate furnace was manufactured to meet technical standards and became ready for mass production. The standard prototype unit of the reciprocating water-cooled biomass grate furnace was designed, manufactured for trial and passed the cold test. The plasma melting system for hazardous ash treatment fulfilled the criteria for production. The optimised auto combustion control ("ACC") system for grate furnaces met its design targets and has been deployed in the Group's projects. A new corrosion-proof technology was developed to be used in the water-cooled walls and super-heaters of boilers with high parameters. In addition, waste incineration projects with high parameters were able to meet systematic operation standards. With regards to environmental water, the design and manufacturing process of low-temperature sludge drying prototype units was completed and proved to be effective during operation.

The Group continues to strengthen its collaboration with higher education and research institutions to enhance its holistic competitiveness. During the year, the Group reinforced its strategic partnership with Zhejiang University through the official co-founding of the "National Engineering Lab of Waste Incineration and Equipment", through which the two sides cooperated on ultra-low flue gas emissions from waste incineration and optimisation of the computational fluid dynamics ("CFD") of biomass grate furnaces. Apart from this, the Group also strengthened its partnerships with renowned local and overseas academic institutions and scientific research institutes, including Tsinghua University, Tongji University and Nanyang Technological University in Singapore.

During the year under review, the Group was granted 9 software copyright licenses and 91 patents, of which 9 were invention patents and 82 were utility invention patents.

回顧年度內，環境科技板塊積極推進課題研發，部分研究取得階段性成果。本集團自主研發的850噸／日焚燒爐完成樣機研製及產品製造技術準備，廠內調試符合質量標準；生物質往復式水冷爐焚燒爐完成標準單元設計、樣機製造及冷態試驗；危廢灰渣等離子熔融處理系統具備生產製造條件；焚燒爐ACC系統優化設計已在項目上投入應用，達到設計目標；高參數鍋爐水冷壁、過熱器防腐蝕技術研究形成新的防腐工藝，以及高參數垃圾焚燒項目運行規範等。環保水務方面，污泥低溫乾化課題完成樣機設計和製造，並已在項目上得到驗證。

本集團繼續與各大院校加強產學研合作交流，提升綜合實力。年內，本集團與浙江大學深化戰略合作關係，「垃圾焚燒技術與裝備國家工程實驗室」正式掛牌，雙方就垃圾焚燒煙氣超低排放、生物質爐排爐CFD優化等技術展開合作。同時繼續加強與清華大學、同濟大學和新加坡南洋理工等本地及海外知名院校和科研機構的產學研合作。

回顧年度內，本集團共獲軟件著作權9項和授權專利91項(其中發明專利9項，實用型專利82項)。





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Quality with  
**EVERBRIGHT INSPIRATION**

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國際水準 光大智造

**Equipment Manufacturing 裝備製造**

Enhance the industry chain

實現產業鏈升級



## V. EQUIPMENT MANUFACTURING 五、裝備製造

The equipment manufacturing sector was split as an independent business sector in 2017. During the year under review, the Group transformed the equipment manufacturing sector into a more energetic and competitive brand called “Intelligent Manufacturing by Everbright International” by redeveloping its marketing structure, enhancing its engineering design capabilities, adjusting its service models and improving its supply chain management.

The Group has currently established an integrated waste-to-energy system with a full set of intellectual property rights, covering grate furnaces, gas purification systems, leachate treatment systems and automatic control systems. The Group launched a series of cutting-edge products that demonstrate its technological strengths in environmental protection equipment manufacturing in China, which shows that it not only commands a top-tier position in the domestic environmental protection industry, but has also successfully strengthened its influence in the industry abroad.

During the year under review, the Group has witnessed a remarkable growth in its R&D, manufacturing, sales, technical consultation and after-sales services of environmental protection equipment. In 2017, the Group completed the production of and commissioned 44 sets of grate furnaces, 28 sets of flue gas purification systems and 28 sets of leachate treatment systems in tandem with the construction progress of the Group's projects. In terms of external sales, through securing new customers and building good relationships with existing customers, the Group secured contracts with a total contract value of approximately RMB816 million and sold 60 entire sets of equipment, consisting of 35 sets of grate furnaces, 17 sets of flue gas purification systems and 8 sets of leachate treatment systems.

The opportunities presented by China's “Belt and Road” initiative, and favorable policies relating to high-end equipment manufacturing, have provided support for the Group's core and self-developed equipment to become the environmental protection equipment of choice in the industry, facilitating the Group to raise the profile and reputation of the “Intelligent Manufacturing by Everbright International” brand.

二零一七年，裝備製造板塊被劃分為獨立業務板塊。回顧年度內，通過重塑市場開發架構、增強工藝開發能力、調整項目服務模式、優化供應鏈管理等，穩健高效地打造出一個全新、更具活力、更具市場競爭力的「光大智造」。

目前本集團已確立具有完全自主知識產權的垃圾發電整體技術體系，包括焚燒爐排、煙氣淨化、滲濾液處理及自動化控制，亦推出了一系列代表中國環保裝備領域核心技術的領先產品，不僅佔據國內環保行業的技術制高點，國際行業影響力也日漸提升。

回顧年度內，本集團圍繞環保裝備研發、製造、銷售、技術諮詢、售後服務，取得了令人矚目的增長。二零一七年，本集團完成了焚燒爐排生產供貨44套、煙氣淨化成套設備完成生產供貨28套、滲濾液完成成套設備生產供貨28套，以配合集團在建項目的建設進度。外銷方面，全年共簽署設備外銷合同金額約人民幣8.16億元，共實現對外銷售成套設備60套，其中焚燒爐排生產供貨35套、煙氣淨化成套設備完成生產供貨17套和滲濾液完成成套設備生產供貨8套，不斷開發新客源，建立了良好的供貨合作關係。

隨著國家不斷推進「一帶一路」的發展戰略，推出鼓勵高端裝備製造的產業政策，本集團自主研發的核心裝備已成功進入環保行業設備選型的第一梯隊，「光大智造」在行業中的品牌知名度和聲譽日益提升。

# EYES ON THE WORLD for Boundless Opportunities

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放眼全球 商機無限

## International Business 國際業務

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in order to achieve win-win results in overseas markets

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## VI. INTERNATIONAL BUSINESS 六、國際業務

In the spirit of the Chinese government's "Belt and Road" initiative, during the year under review, the Group established its international business as an independent business sector. This laid a solid foundation from which it can further expand and grow in the overseas market.

Leveraging its advantages in investment, operation, management, technology and equipment, as well as through its understanding of the needs and goals for environmental protection, the local investment environment and growth potential of different markets, the Group embraced a more open attitude towards its market development strategies. In order to achieve win-win results overseas, the Group sought collaborations across a wider-range of areas, and took full advantage of its partnerships and network. Under the guidance of the national development strategy, during the year under review, the Group engaged in a series of fruitful activities along the "Belt and Road" route, in areas such as Southeast Asia, South Asia, Central and Eastern Europe as well as the Middle East. This helped the Group accumulate invaluable overseas market development experience and achieve substantial progress, while empowering it to introduce its self-developed equipment, technology and operating management experience abroad.

During the second half of 2016, the Group completed the acquisition of NOVAGO Sp. z o.o. ("Novago"), a leading solid waste treatment company in Poland. As the Group's first overseas acquisition project, the acquisition of Novago was not only beneficial for the Group in terms of the experience in conducting a foreign M&A transaction and implementing post-acquisition management, but also supported the development of the Group's international team. 2017 marked the first full financial year since the acquisition of Novago. After going through a period of integration during the year, Novago successfully seized upon the synergies with the Group's businesses, and was selected as one of the top ten "Belt and Road" PPP demonstration projects by the National Development and Reform Commission. During the year under review, Novago's revenue was HK\$455,017,000 and it contributed an EBITDA of HK\$146,944,000. Looking forward, the Group will continue to leverage existing strengths in mechanical and biological treatment ("MBT") and market development capabilities to extend its value chain and promote the application of the Group's advanced technical experience in environmental protection, renewable energy and equipment manufacturing in the environmental protection sector of Central and Eastern Europe.

In addition, the Group's first overseas waste-to-energy project, Can Tho Waste-to-energy Project in Vietnam, commenced construction during the year under review. Supported by various government departments, partners and local residents in Can Tho, the Group has shown a high-level of professionalism in the way it pushed forward preparations for the Can Tho Project, strictly following Vietnamese laws and regulations, and completed all the preliminary procedures within only half a year. The project is expected to complete construction and commence operation in 2018, becoming Vietnam's first high-standard household waste-to-energy project.

回顧年度內，本集團圍繞「一帶一路」國家戰略，將國際業務劃分為獨立的業務板塊，為本集團在拓展海外更廣闊的市場奠定堅實的根基。

本集團憑藉自身在投資、運營、管理、技術、設備等方面的優勢，把握各國對環境治理的要求和目標，瞭解當地市場的投資環境和發展潛力，在發展策略方面採用更為開放的態度，尋求多方面合作，充分利用合作夥伴的優勢和網路，在海外市場尋求共用共贏。在國家戰略發展策略的指引下，回顧年度內，本集團圍繞東南亞、南亞、東中歐、中東等「一帶一路」沿線國家地區開展了一系列工作，積累寶貴的海外拓展經驗，並取得了一些實質性進展。同時實現自主研發設備、技術、運營管理優勢的輸出。

本集團於二零一六年下半年完成收購波蘭領先的固廢處理公司NOVAGO Sp. z o.o. (「Novago」)，Novago作為本集團在海外的第一個併購項目，為本集團在海外併購及併購後管理方面提供了可借鑒的經驗，同時也鍛煉了一批具國際視野的團隊。二零一七年為Novago被本集團收購後的第一個完整財政年度，本集團在過去一年對Novago進行了收購後的整合，發揮與本集團的整合效應，項目更入選國家發展與改革委員會「一帶一路」典型PPP項目十大案例之一。回顧年度內，Novago總收入為港幣455,017,000元，貢獻除利息、稅項、折舊及攤銷前盈利合共港幣146,944,000元。下一步，本集團將繼續發揮Novago現有的固廢生物機械處理方式(MBT)優勢及市場開拓能力，延伸產業鏈，並借助其在波蘭的影響力，積極推動本集團在環保領域、新能源方面以及裝備製造上成熟的技術經驗應用在中東歐環保市場。

此外，本集團的首個海外垃圾發電項目—越南芹苴垃圾發電項目在回顧年內開工建設。在芹苴市各政府部門、合作夥伴及當地民眾的支持下，本集團以高度的專業精神推進項目的籌備工作，嚴守越南的法律法規，僅歷時半年即完成各項前期手續辦理。項目預計於二零一八年建成投運，屆時將成為越南首個高標準的生活垃圾發電項目。

## Chief Executive Officer's Report 行政總裁報告

### BUSINESS PROSPECTS 業務展望

At the half-way point of the 13th Five-year Plan, China further emphasised and deepened its commitment to environmental management by implementing various policies on ecological and environmental management and protection, reinforcing its environmental protection surveillance activities. This will help the country to steadily move forward with a vision to build a “Beautiful China”. At the beginning of 2018, many new national policies on environmental protection were implemented, which further upgraded the standardisation and systemisation of environmental protection measures, and activated development opportunities for relevant industries.

In the new year, the Group will proactively respond to the country's call for “lucid waters and lush mountains to be treated as invaluable assets”, and will follow the country's “Belt and Road” initiative. As a leader and pioneer in China's environmental protection industry, the Group leverages talent, science and technology, upholds its “Technology Leads Development” ethos as its main development theme, and continues to implement its strategy of “Expanding from Coastal Areas to Inland Cities, from Cities to Rural Areas, and from Domestic to Overseas Markets”. As a devoted player, the Group will further enhance the existing market and proactively expand into new regions, further optimising its six major business sectors' development trajectories, simultaneously promoting their developments. Meanwhile, the Group will proactively look for new business opportunities in areas such as atmospheric monitoring and the “Smart Environment”.

The environmental energy sector will build upon its leading status in the domestic market, and make use of its advantages and experience in technology, management, and market development. Meanwhile, it will explore development opportunities overseas. The environmental water sector will grasp opportunities arising from government policies, seeking breakthroughs in technology R&D in order to enhance its core technological capabilities, which will boost the constant growth of its business. The greentech sector will maintain its focus on innovation and pursuing organic growth, seizing upon opportunities presented by policies and industry trends to further drive its business development forward. The envirotech sector will make use of its efficiency as a platform for technology R&D, providing first-class technical support to the Group's other business sectors. The equipment manufacturing sector will follow its “in-house research and development, technology imports, collaborations with institutions and research institutes” path to further improve effectiveness, cost control, and promote sales growth both domestically and overseas. The international business sector will closely follow the country's overseas development strategies, such as the “Belt and Road” initiative, to develop overseas business experience, and continuously seek good opportunities to export self-developed equipment, technologies and operational management services overseas.

步入「十三五」規劃的中間年，國家進一步強調和深化環境治理，落實各項生態環境治理和保護的重磅政策，加強環保督察力度，在建設「美麗中國」願景的指引下穩步前行。二零一八年初，多項全國環保新政落地實施，進一步提升環保措施的規範化和制度化，開啟了相關行業的發展機遇。

新的一年，本集團將積極響應「綠水青山就是金山銀山」的號召，圍繞國家「一帶一路」發展戰略，作為中國環保行業的領軍者和先行者，以人才、科技為引領，堅持「科技引領發展」的發展方向，繼續貫徹「從沿海向內地、從城市向農村、從國內向國外」的發展方針，深耕並鞏固已有市場，積極擴展新區域，進一步優化六大業務板塊各自的主營業務發展路徑，推進六大板塊齊頭發展。同時積極找尋諸如大氣監測、智慧環境等新業務商機。

環保能源將鞏固國內市場的龍頭地位，夯實自身於技術、管理、市場拓展等方面的經驗優勢，積極探索海外發展空間；環保水務將緊抓政策機遇，尋求技術研發突破，增強核心技術實力，帶動業務持續增長；綠色環保將繼續以「創新突破、內生增長」為主線，藉助政策和行業趨勢，推動業務發展再進一步；環境科技將充分發揮科技研發的重要平台作用，為本集團其他業務板塊的發展提供一流技術支持；裝備製造將穩步落實「自主研發、技術引進、配合產學研合作」的發展路徑，進一步提升效率、控制成本，推動內供外銷同步增長；國際業務將緊密圍繞「一帶一路」等國家海外發展戰略，積累海外業務經驗，繼續尋求良機向海外輸出自主研發設備、技術和運營管理等優勢。



Meanwhile, the Group will continue uphold its core value of “An Enterprise is not only the Creator of Wealth, but also the Safeguard of Environmental and Social Responsibility”. Relying on its influence and power in the environmental protection industry, the Group will practice what it preaches by being a corporate citizen that fulfills its promise to relevant regions and stakeholders, such as the environment and communities.

Looking ahead, the Group will seize opportunities arising from the country’s efforts to boost ecological conservation and continuously devote itself to the environmental protection industry. The Group will continuously strive for stable growth by fully promoting the sustainable development at corporate and social levels. The Group will also uphold the concept of “Taking Quality as the Top Mission and Keeping Efficiency as the Priority with Support by Scale”, achieving growth in both scale and efficiency. We will continue to pursue our development in a market-oriented, international and professional manner. We will strive to further enhance our business strengths, seek to diversify our businesses, extend our business chain, increase R&D investment, recruit talent worldwide, and optimise our business model, in order to build up a world-class enterprise that focuses on ecological and environmental protection in five years, enhance long-term value for our investors and shareholders. We will also endeavor to contribute to the sustainable development of China and the world. The management of the Group firmly believe that by leveraging the strong capabilities and resources of our parent company, China Everbright Group Ltd., together with the recognition and support from the society, the Group will be able to grasp opportunities in 2018, and ride the tide to sail forward to its new glorious future!

與此同時，本集團亦將繼續秉承「企業不僅是物質財富的創造者，更應該成為環境與責任的承擔者」的核心價值觀，憑藉自身於環保行業的影響力和話語權，身體力行，繼續作為企業公民，兌現對環境、社區等相關領域和群體的承諾。

放眼未來，本集團將借助國家大力發展生態文明建設的契機，繼續深耕環保行業，穩中求進，在全面推進企業和社會的可持續發展的道路上扎實前行。本集團將堅持「質量第一、效益優先、規模助力」，注重規模和效益並重，堅持市場化、國際化、專業化發展道路，進一步突出優勢產業，積極探索多業並舉，延展產業鏈，加大研發投入，廣攬天下英才，優化商務模式，力爭用五年時間打造全球一流的生態環境企業，為投資者和股東持續提升長遠價值，為中國以及全球的可持續發展繼續貢獻力量。本集團管理層堅信，依托母公司中國光大集團股份公司的強大實力和資源，以及社會各界的認可和支持，本集團定能在二零一八年抓住機遇，乘勢而上，揚帆再航，成就卓越！

## Financial Results 財務業績

In 2017, the Group’s consolidated revenue amounted to HK\$20,043,116,000, an increase of 43% over HK\$13,971,204,000 in 2016. The increase in revenue was mainly attributable to the construction of a number of sizable projects bringing higher construction service revenue and rise in operating service revenue as a result of continuous increment of operating capacity. Consolidated gross profit was HK\$7,132,515,000, an increase of 34% over HK\$5,309,566,000 in 2016. The Group’s consolidated gross margin slightly decreased by 2 percentage points to 36% as compared with last year mainly due to the increase in the proportion of construction service revenue which has a lower gross margin. The EBITDA amounted to HK\$6,863,209,000, an increase of 36% over HK\$5,051,261,000 in 2016. Profit attributable to equity shareholders of the Company for 2017 was HK\$3,509,990,000, 26% more than HK\$2,784,863,000 as compared to last year. Basic earnings per share for 2017 were HK78.30 cents, HK16.18 cents more than the HK62.12 cents in last year.

二零一七年，本集團錄得綜合收益為港幣20,043,116,000元，較去年的港幣13,971,204,000元增加43%。收益增加，主要由於年內多個具規模的項目進行工程建設增加建造服務收益，加上運營項目處理量持續上升帶動運營服務收益增加。綜合毛利為港幣7,132,515,000元，較二零一六年的港幣5,309,566,000元增加34%；綜合毛利率較去年輕微下跌2個百分點至36%，主要由於年內毛利率較低的建造服務收益比重增加。除利息、稅項、折舊及攤銷前盈利為港幣6,863,209,000元，較去年之港幣5,051,261,000元增加36%。二零一七年本公司權益持有人應佔盈利為港幣3,509,990,000元，較去年之港幣2,784,863,000元增加26%。二零一七年度每股基本盈利為78.30港仙，較去年之62.12港仙增加16.18港仙。

## Chief Executive Officer's Report 行政總裁報告

### Financial Position 財務狀況

As at 31 December 2017, the Group's total assets approximately amounted to HK\$73,123,192,000 with net assets amounting to HK\$28,643,538,000. Net asset value per share attributable to equity holders of the Company was HK\$5.031 per share, representing an increase of 30% as compared to HK\$3.879 per share as at the end of 2016. As at 31 December 2017, gearing ratio (total liabilities over total assets) of the Group was 61%, an increase of 1 percentage point as compared with that of 60% as at the end of 2016.

於二零一七年十二月三十一日，本集團之總資產約為港幣73,123,192,000元。淨資產為港幣28,643,538,000元。本公司權益持有人應佔每股資產淨值為港幣5.031元，較二零一六年年底之每股資產淨值港幣3.879元增加30%。於二零一七年十二月三十一日，資產負債比率（以總負債除以總資產計算所得）為61%，較二零一六年年底之60%上升1個百分點。

### Financial Resources 財務資源

The Group adopts a prudent approach on cash and financial management to ensure proper risk control and low cost of funds. It finances its operations primarily with internally generated cash flow and loan facilities from banks. As at 31 December 2017, the Group had cash and bank balances of HK\$10,838,364,000, representing an increase of HK\$3,800,767,000 as compared to HK\$7,037,597,000 at the end of 2016. Most of the Group's cash and bank balance, representing approximately 98%, was denominated in Hong Kong dollars and Renminbi.

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。運營資金基本來自內部現金流及往來銀行提供之貸款。於二零一七年十二月三十一日，本集團持有現金及銀行結餘約港幣10,838,364,000元，較二零一六年年底之港幣7,037,597,000元增加港幣3,800,767,000元。本集團大部份現金及銀行結餘均為港幣及人民幣，佔約98%。

### Borrowings 負債狀況

The Group is dedicated to enhancing the ways of financing and improving banking facilities to reserve funding to support the development of the environmental protection business. As at 31 December 2017, the Group had outstanding borrowings of HK\$31,454,003,000, representing an increase of HK\$9,838,354,000 as compared to HK\$21,615,649,000 at the end of 2016. The borrowings included secured interest-bearing borrowings of HK\$14,396,266,000 and unsecured interest-bearing borrowings of HK\$17,057,737,000. The borrowings are mainly denominated in Renminbi, representing approximately 52% of the total, and the remainder is denominated in Hong Kong dollars, US dollars and Polish zloty. Most of the borrowings are at floating rates. As at 31 December 2017, the Group had banking facilities of HK\$44,520,082,000, of which HK\$14,289,707,000 have not been utilised. The banking facilities are of 1 to 21 years terms.

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。於二零一七年十二月三十一日，本集團尚未償還貸款總額約為港幣31,454,003,000元，較二零一六年年底之港幣21,615,649,000元增加港幣9,838,354,000元。貸款包括有抵押之計息借貸港幣14,396,266,000元及無抵押之計息借貸港幣17,057,737,000元。本集團的貸款主要以人民幣為單位，佔總數約52%，其餘則包括港幣、美元和波蘭茲羅提。本集團的大部份貸款均為浮動利率。於二零一七年十二月三十一日，本集團之銀行融資額度為港幣44,520,082,000元，其中港幣14,289,707,000元為尚未動用之額度，銀行融資為一至二十一年期。

### Foreign Exchange Risks 外匯風險

The Company's financial statements are denominated in Hong Kong dollars, which is 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 are predominantly based in China, which makes up over 90% of its total investments and revenue. The Group's assets, borrowings and major transactions are mainly denominated in Renminbi, and as such, it forms a natural hedging effect. With this in mind, the Group also pursues an optimal allocation of borrowings in different currencies while setting appropriate levels of borrowing in non-base currencies, and adoption of proper financial instruments to closely manage foreign exchange risk.

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90%以上。本集團大部份資產、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。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 資產抵押

Certain banking facilities of the Group were secured by revenue and receivables in connection with the Group's service concession arrangements, bank deposits, mortgages over property, plants and equipment, and prepaid land lease payments and the equity interests of certain subsidiaries of the Company. As at 31 December 2017, the aggregate net book value of assets and equity interests in subsidiaries pledged amounted to approximately HK\$25,968,288,000.

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及應收款項、銀行存款、物業、廠房及設備、預付土地租金及本公司若干附屬公司的股權作為抵押。於二零一七年十二月三十一日，已抵押資產及附屬公司股權之賬面淨值總額約為港幣25,968,288,000元。

### Commitments 承擔

As at 31 December 2017, the Group had purchase commitments of HK\$3,963,361,000 outstanding in connection with the construction contracts.

於二零一七年十二月三十一日，本集團為建造合約而訂約之採購承擔為港幣3,963,361,000元。

## Chief Executive Officer's Report 行政總裁報告

### Contingent Liabilities 或有負債

As at 31 December 2017, the Company granted financial guarantees to 4 subsidiaries. The Board does not consider it probable that a claim will be made against the Company under the guarantees. The maximum liability of the Company as at 31 December 2017 for the provision of the guarantees was HK\$1,702,634,000.

於二零一七年十二月三十一日，本公司曾為四家附屬公司作出財務擔保。董事會認為，有關擔保持有人不大可能根據上述擔保向本公司作出申索。於二零一七年十二月三十一日，本公司在上述財務擔保下之最高負債之餘額為港幣1,702,634,000元。

### Internal Management 內部管理

The Group adheres to its management principle of “People-oriented, Pragmatism, Creativity and Systematic Management” and is committed to building a comprehensive risk management culture. The Group develops the risk management model of “Integration of Policy, Procedure and System with Risk-oriented” to strengthen management and control risk more comprehensively. During the year under review, the Group issued various management rules including Risk Management Policy, Risk Management Practice Handbook, Risk Management Practice Guidance for the year of 2017. Meanwhile, the Group has arranged the inspection of risk management key tasks and activated the evaluation of internal control. All these aim at strengthening the overall risk management and increase the risk management capability. With the combined efforts of the Risk Management Advisory Committee for investment projects, the Engineering and Technology Management Committee, the Budget Approval Management Committee, the Tender Management Committee and ESHS Management Committee, the Group has formulated strict regulations on investment in, and the construction and operation of, environmental protection projects to enhance the overall risk management.

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，並致力建立健全的風險管理文化。本集團推行「以風險為導向、以制度為基礎、以流程為紐帶、以系統為抓手」的風險管理模式，全面強化管理，控制風險。於回顧年度內，本集團先後頒發了風險管理制度、風險管理操作手冊、二零一七年風險管理工作指導意見等管理辦法，並舉行風險管理重點工作檢查及開展內部控制評估工作，旨在進一步規範管理，提升應對風險能力。本集團繼續通過投資項目風險管理評審委員會、工程技術管理委員會、預算審核管理委員會、招標管理委員會和ESHS管理委員會等的工作，對環保項目的投資、建造、運營實施了嚴格的要求，防範風險。



During the year under review, the Group held management meetings on a monthly basis to review the investment proposals of newly developed projects in the PRC and overseas as well as all projects under construction and operation. In addition, the Company's Internal Audit Department conducted internal audits and ensured the strict enforcement of various management systems to enhance internal management standards. Since the beginning of this year, the Group has been continuing to focus on carrying out projects which are currently under construction or in the preparatory stage, and went through formalities to ensure that all projects meet their legal obligations during construction and operation.

During the year under review, the Group has organised various safety evaluations and a series of activities during the safety production month to ensure all the projects under construction and in operation have complied with the safety related policies. With a commitment to maintaining safe and stable operations in compliance with discharge standards, and with the goal of ensuring no major safety and environmental accidents, the Group encouraged the project companies to compete with each other on conserving, enhancing efficiency, saving energy and controlling costs. Meanwhile, the Group has organised the contests on technical skills between different districts as well. The comprehensive auxiliary power consumption rates of waste-to-energy projects, integrated biomass utilisation projects and solar energy projects, as well as the unit operating cost of waste water treatment projects, continued to decline, contributing to an improvement in project efficiency.

於回顧年度內，本集團每月召開管理層會議，審視國內外新拓展項目投資建議書及各在建和運營項目的情況。此外，本公司內部審計部執行內部審計工作，確保內部嚴格執行各項管理制度，以提高內部管理水平。本集團並持續加強在建、籌建項目推進落實進度及合規合法手續辦理，確保各項目合法建造及運營。

於回顧年度內，本集團組織多次安全大檢查及舉行安全生產月系列活動，確保各在建及運營項目嚴格執行各項安全制度。本集團繼續將「安全穩定運營、達標排放」作為原則，在確保無重大安全和環境事故前提下，全面開展「比節支節流，比開源增效，比能耗下降，比成本降低」的四比活動及跨區域技能比武活動，垃圾發電、生物質綜合利用及光伏發電項目的綜合廠用電率，污水處理項目的單位運營成本均持續下降，提升了項目自身效益。

## Chief Executive Officer's Report 行政總裁報告

### Human Resources 人力資源

Human Resources are the key strategy of corporate development which requires appropriate personnel to execute this core strategy. The Group highly values its human resources and puts great emphasis on staff training. It believes that realising the full potential of its employees is crucial to its long-term growth. The Group continued to improve its human resources through internal training as well as local, overseas, and on-campus recruitment. During the year under review, to cope with its development, the Group continued to enhance the ESHS management system, risk management system by organising training on Risk Management Tool Usage, Performance Appraisal System, Corporate Large Database Usage and there are over 300 finance staff to attend the annual finance training. All these have been enhanced the overall quality of our staff. To facilitate the integration of newly recruited staff, the Group held the 18th to 21st execution trainings for more than 1,300 participants. A total of 43 management and senior technical staff have completed the Tsinghua University CEO Course (the 6th session) in August 2017; and 7th session of the course, which was joined by 56 participants, already started in October 2017. To ensure that employees' development meets the objectives of the Group's sustainable development of the business, the Group continued to enrich its management level talent pool across its six major business sectors. There are over 550 management who will be the main and new power to support the future development of the Group. Through competition and selection processes, new project leaders and department heads were selected, staff members were highly motivated, and the sessions allowed those who have passion and vision to grow and unleash their potential in the right job positions.

As at 31 December 2017, the Group had approximately 8,000 employees. Employees within the Group are remunerated according to their qualifications, experience, job nature, performance and with reference to market conditions. Apart from a discretionary performance bonus, the Group also provides other benefits such as medical insurance and a mandatory provident fund scheme to employees in Hong Kong.

企業發展關鍵是人才，實施人才戰略核心是人。本集團高度重視人力資源管理，一向注重員工培訓，深信發揮每個僱員的潛力對本集團業務長遠發展有舉足輕重的影響。本集團繼續通過自身培養、社會招聘、海外招聘、校園招聘等方式不斷加強人才隊伍建設。回顧年度內，本集團進一步深化全系統ESHS管理體系及風險管理體系，並按管理區域舉行風險管理工具使用培訓；本集團舉行年度財務培訓超過300名財務人員參加，另配合業務發展的需要，分別舉行績效考核系統及企業大數據應用等培訓，提升員工整體質素；為加快新員工的融入，舉行了第十八至二十一次執行力拓展培訓，參加人數超過1,300人；參加清華大學CEO班(第六期)的43位管理層及技術骨幹於二零一七年八月結業，第七期共56位學員已在二零一七年十月開學。為做好人才儲備配合業務的持續發展，本集團不斷完善六大業務板塊的後備管理人員庫，目前已選出超過550名後備管理人員，作為本集團未來發展的主力軍和生力軍。通過競聘及選拔活動，選拔新項目以及部門負責人，大大提高員工的積極性，讓有能力、有理想的員工在適當的崗位有更大的成長和發揮空間。

於二零一七年十二月三十一日，本集團合共僱用約8,000名員工。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。除了獎勵花紅外，本集團亦提供其他福利予香港僱員，包括醫療保險及強積金計劃。

## Principal Risks and Uncertainties 主要風險及不確定性

During the year under review, the Group continuously implemented relevant work of the risk management system. It formulated the “Everbright International Risk Management Operation Manual” according to the requirements of “Everbright International Risk Management System”. It also adequately identified and assessed the principal risks faced during the year, which included construction project management risk, overseas market risk, recruitment risk, not-in-my-backyard risk, policy changing risk, accounts receivable risk, financing management risk, ESHS risk, competitive advantage risk and staffing risk. Based on the results of risk assessment, the Group formulated and implemented effective control measures, resulting in the downward trend in the risk level of most of the principal risks. However, due to external uncontrollable factors and multiplicity of risk, the risk level of overseas market risk and accounts receivable risk remained unchanged while the risk level of policy changing risk was on the rise.

於回顧年度內，本集團持續推進風險管理體系相關工作，基於《光大國際風險管理制度》要求，確定《光大國際風險管理操作手冊》，對本集團面臨的年度主要風險進行充分的識別和評估。本集團年度主要風險分別是工程管理風險、海外市場風險、聘用與招聘風險、鄰避效應風險、政策變動風險、應收賬款風險、融資管理風險、ESHS風險、競爭優勢風險、人員配置風險。基於風險評估結果，開展有效的管控措施，大部分主要風險等級為下降趨勢，但由於外部不可控因素和風險自身的多樣性，海外市場風險和應收賬款風險的等級不變，政策變動風險等級處於上升趨勢。

No 序號	Risk 風險名稱	Effectiveness of control measures 管控措施是否有效	Change in Risk Level 風險等級變化趨勢
1	Construction project management risk 工程管理風險	Effective 有效	↓
2	Overseas market risk 海外市場風險	Partially effective 部分有效	↔
3	Recruitment risk 聘用與招聘風險	Effective 有效	↓
4	Not-in-my-backyard risk 鄰避效應風險	Effective 有效	↓
5	Policy changing risk 政策變動風險	Partially effective 部分有效	↑
6	Accounts receivable risk 應收賬款風險	Effective 有效	↔
7	Financing management risk 融資管理風險	Effective 有效	↓
8	ESHS risk ESHS風險	Effective 有效	↓
9	Competitive advantage risk 競爭優勢風險	Effective 有效	↓
10	Staffing risk 人員配置風險	Effective 有效	↓

## Chief Executive Officer's Report 行政總裁報告

Construction project management risk: The recent spate of construction site accidents in the PRC highlighted the construction project management risk. The risk of safety incidents might be arisen from the failure of supervision and project management, unqualified contractors and negligence of site management staff. The Group's existing rules and regulations for project construction are comprehensive and in compliance with actual management requirements. Duties of the supervising unit and the vetting procedures for on-site workers are discharged effectively. Special skilled workers need to pass strict qualification examinations. According to the characteristics of different construction stages, the Group set up effective assessment mechanisms of progress to ensure the reasonable progress of construction works. In respect of construction in progress, the Group will carry out routine safety and environmental inspections and audits so as to timely identify potential problems and assign the responsibility to the person in charge. The current control measures are adequate and effective. Such risk is in targeted control with its risk level on a downward trend.

Overseas market risk: Overseas business is easily affected by the instability of the local politics and policies. Considering the Group's overseas business continuously develops, and business development expands further and deeper, the Group may face such risk and the increasing difficulty in developing overseas markets. Through professional consultants, the Group has a better understanding on the political, economic, legal and business environment, and industry background of target areas. The Group has compiled "Guideline on supervision and operation of overseas investment projects", "Guideline on financial supervision of overseas investment projects" and "Policy on management of interest rate and exchange rate risks", etc. which facilitate the implementation of proper procedures and compliance for overseas business, as well as strengthening the supervision and management of interest rate and exchange rate risks. Besides the Group tends to select local enterprises or international organisations with strength and good reputation as long-term cooperation partners to jointly develop overseas markets and facilitate the sharing of risks and resources. The existing control measures are partially effective. Due to the ever-changing nature of overseas market and the unexpected traits of risks, the risk level remained unchanged.

工程管理風險－近期國內工程建築行業事故頻發，可能面臨建設監理管理缺失、項目施工單位資信不良、管理人員現場履職缺失，進而發生工程安全事故的風險。本集團現有工程建設規章制度完善、符合現實管理需要；對監理單位現場履職情況和進場人員審核流程健全且有效執行，對特種作業人員的資質審核嚴格；並根據不同工程階段特點建立了有效的進度考核管理機制，確保了工程進度的合理性；對在建工程項目開展多維度的安全與環境專項檢查和考核工作，做到及時發現隱患、責任落實到人。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。

海外市場風險－海外業務開展易受當地政治政策不穩定性的影響，本集團海外區域不斷增加，業務拓展不斷深入，可能面臨該風險並造成海外市場拓展的難度增加。本集團已通過專業諮詢機構瞭解計劃開發區域的政治、經濟、法律以及營商環境和行業背景，並編制了《海外投資項目運營監督操作指引》、《海外投資項目財務監督操作指引》以及《利率及匯率風險管理規範》等管理規定，確保公司海外業務的程式性、合規性，並加強利率及匯率風險的監督和管理；同時優先選擇實力較強、信譽較好的當地企業或國際化機構作為長期合作夥伴，共同開發海外市場，實現風險共擔、資源分享。現有措施部分有效，但考慮海外市場的多樣化和風險發生的突發性，該風險等級處於不變趨勢。



Recruitment risk: As the Group is under rapid development, the demand for talent is increasing. Given the inadequate supply of experienced workers in the market, as well as the restrictions on salary or workplace (e.g. remote areas, overseas), the Group might find it difficult to recruit staff. The Group enhances recruitment efficiency and expands recruitment channels through professional recruitment agencies, while increasing campus recruitment through cooperation with reputable universities to recruit talent. To cope with the demand of our business development, we will formulate “Guidance book on human resources management” or “Guidance book on recruitment” on the business sector level to enhance the recruitment strategy. The existing control measures are adequate and effective. Such risk is in targeted control with its risk level on the downward trend.

Not-in-my-backyard risk: With the enhancement of environmental awareness and safety awareness, the public’s misunderstanding over the construction of waste-to-energy projects and waste water treatment projects are increasing, which is likely to affect the Group’s development. In the location of its projects, the Group keeps close communication with local government and surrounding community, enhances its corporate promotion, promotes environmental protection awareness and environmental standard compliance positively, adheres to opening-up to the public and clears up public misunderstanding over environmental protection projects through personal experience. Meanwhile, the Group strictly complies with the requirements of the Ministry of Environmental Protection (“MEP”) on waste-to-energy projects by “Installing CEMS (continuous emission monitoring system), real time displaying pollutant emission and operating data and on-line connection the CEMS with the MEP”, as well as the Company’s requirements on information disclosure, which ensures stable operation and emissions in compliance with discharge standards. The existing control measures are adequate and effective. Such risk is in targeted control with its risk level on the downward trend.

聘用與招聘風險－本集團正處於高速發展期，招聘需求不斷增加，但市場上具備經驗的人才不充足，同時受薪酬水平或者工作地點的限制(如偏遠地區、海外)，本集團可能存在招聘難度較大的影響。本集團已通過專業招聘機構提升招聘效率、拓闊招聘渠道，同時增加校園招聘力度，與專業對口的高校建立人才輸送通道；結合發展需要，在業務板塊層面將制定《人力資源管理作業指導書》或《招聘指導方案》，提高招聘計劃的針對性。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。

鄰避效應風險－公眾環境意識和安全意識不斷增強，可能對垃圾焚燒、污水處理等環保項目存在誤解，進而可能影響本集團業務發展。本集團在各項目所在地區始終保持與項目所在地政府和周邊社區積極溝通和對話，並加強企業宣導力度，積極參與環保知識和環保標準宣傳工作，並堅持對社會各界人士公開，通過公眾親身體驗消除對環境保護項目的誤解；嚴格落實環保部關於垃圾焚燒電廠「裝、樹、聯」(安裝自動監控設備，樹立污染排放和運營數據實時顯示屏，把實時數據與環保部門聯網)的要求以及本公司關於信息公開的各項要求，保障穩定運行和達標排放。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。

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Policy changing risk: Environmental policy tends to be tight and strict and governments have been setting more stringent requirements on pollutant emissions, resulting in increasing operating costs. Meanwhile, future adjustments to industry policy might present challenges to the stability of the Group's operation. The Group always controls the pollutants emission in compliance with Euro 2010 standard. It keeps communicating with the national/industry standard authorities and industry associations, pays particular attention to the formulation and promulgation of relevant laws and regulations, policies and standards, and actively participates in the formulation and revision of national standards and technical specifications. At the same time, the Group updates relevant management policies and standards in accordance with latest laws and regulations, in order that each technology and environmental protection index meets the requirements of national standards and industry standards. The existing control measures are partially effective. Due to the uncontrollability of risk and the intensifying industry competition, the risk level was on the rise.

Accounts receivable risk: If the government's or client's ability to settle service charge is affected due to financial difficulties, or if the new waste-to-energy and biomass power generation projects in operation cannot get the national subsidy timely because they are out of the subsidy list, the Group's accounts receivable may increase. The Group established the "management and assessment methods on accounts receivable" to analyze the overall status of accounts receivable. According to this, the Group set receivable recovery objectives and set up plans to ensure the reasonableness of credit period and the effective operation of recovery mechanism. It delegated accounts receivable recovery work to the management of regional centers and project companies. At the same time, each project company had an officer to follow up and update the status of the approval of the seventh batch of national subsidy, and liquidity management and interim capital arrangements will be made accordingly. For non-government customers, credit investigation will be further enhanced by reviewing customer's financial status, operating capacity and credit history. The existing control measures are adequate and effective. Due to the increasing number of new operating projects and the cyclical nature of policy implementation, the risk level remained unchanged.

政策變動風險－環保政策從嚴從緊，對污染物排放控制提出更高要求，增加運行成本，同時由於未來行業政策調整，進而對本集團運營的穩定性帶來挑戰。本集團污染物排放始終達到歐盟2010標準，與國家／行業標準主管部門、行業協會保持積極溝通，密切關注相關法規、政策、標準的制定和發佈，並積極參與國家標準和技術規範的制定和修訂工作，同時根據最新法規要求及時更新對應管理制度和標準，使各項技術、環保指標均符合國家標準和行業標準的要求。現有措施部分有效，但考慮到該風險的不可控性以及日益激烈的行業競爭，該風險等級處於上升趨勢。

應收賬款風險－由於政府或者客戶財務緊張造成服務支付能力下降，或者新投運垃圾發電項目和生物質發電項目未能納入國家補助目錄造成短期內無法及時獲取國補，導致本集團可能面臨應收賬款增加的影響。本集團已發佈《應收賬款管理及考核辦法》，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，並將賬款回收工作落實到區域中心和各項目公司管理層；同時已在項目公司層面設定專人關注和跟進第七批國補審批的最新動態，據此做好流動性管理和過渡資金安排；對於非政府客戶，將進一步完善客戶信用調查，對客戶的財務狀況、運營能力以及過往資信情況進行充分調研。現有措施充分且有效，但隨著新投運項目的增加和政策落實的週期性特點，該風險等級保持不變。

Financing management risk: Since banks are facing tight liquidity, the Group may not be able to obtain loans from banks after finalization of project funding proposals or interest may not be charged at contractual rate. Through monthly finance report and the weekly meeting for funds allocation, the Group enhances the management and control of funding activities. The annual funding target will be set at project level based on the funding requirement of each project, with a view to matching the project funding work with project progress. The Group will estimate projects' financing gap in the next phase or in the long term (in 3 months) and will make funding arrangements accordingly. In addition, the Group continuously explores in compliance with the cooperation model with financial institutions to improve the efficiency of project funding approval and loan granting. The Group and China Development Bank Corporation has entered into the "strategic cooperation agreement on green financial support for the construction of ecological environment" in relation to a comprehensive credit facility not exceeding RMB20 billion. The existing control measures are adequate and effective. Such risk is in targeted control with the risk on the decline trend.

ESHS risk: At present, the government adopts "Zero Tolerance" for corporate's environmental and safety non-compliances. The Group's operating projects are running smoothly. As more and more projects are put into operation, there is a risk that the workers may be less skilled ones who may not be able to identify equipment deficiencies or potential problems immediately, which may lead to the risk of environmental and safety incidents. The Group enhances the pertinence of ESHS management system, and promotes the integration of ESHS management and daily operation. It includes ESHS management system as one of the major tasks for the year, and makes the management of all project companies to attach importance to the work of ESHS. The Group will enhance and optimise the deployment of on-site safety and environment engineering staff according to the actual situation of each project, and will safeguard the infrastructure of ESHS management system. During the year, the Group continued to construct ESHS demonstration projects, and carried out ESHS inspection on operating projects. The Group will identify and tackle potential problems in relation to ESHS periodically with a view to achieving close-loop management of potential problems. The existing control measures are adequate and effective. Such risk is in targeted control with the risk on the decline trend.

融資管理風險－目前銀行面臨較大的流動性壓力，導致本集團可能面臨新項目融資方案落實後銀行拖延放款或不按合同貸款利率執行的可能。本集團通過月度融資報告、融資調度周例會等形式加強融資的統籌管理，根據項目資金需求，將全年融資目標細化到各項目，使項目融資工作節點與工程進度相匹配，同時測試項目的下一期及長週期（未來三個月）資金缺口，做好資金計劃安排；同時不斷探索與金融機構的合作模式，提升項目融資審批和放款效率，已與國家開發銀行股份有限公司簽訂了《綠色金融支持生態環境建設戰略合作協議》，給予總量達人民幣200億元的綜合授信。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。

ESHS風險－目前政府對企業環境和安全違規行為零容忍，本集團已投運項目均運行穩定，隨著大量新建項目投運，可能存在技術人員技能不嫻熟、對設備缺陷或隱患預見性不足，進而可能發生環境和安全事故的風險。本集團強化ESHS管理體系的針對性，促進ESHS管理與日常運營的融合，已將ESHS管理體系納入年度重點工作，提高各項目公司管理層對ESHS工作的重視，並根據各項目公司實際情況，增加和優化現場安環專工人員配置，保障ESHS管理體系的基層建設，並於年度持續推進ESHS示範項目建設，並開展對運行項目ESHS專項檢查和定期ESHS隱患排查工作，實現隱患的閉環管理。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。

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Competitive advantage risk: The support of government policy and the steadily development of PPP model attracted a substantial influx of capital and competitors into the environmental industry leading to the rapid change of business model. Under such circumstances, the Group will face intensifying competitions in the industry. Leveraging on its extensive practical experience, the Group actively promotes the PPP cooperation between the government and social capital, and promotes the formulation and development of the PPP standard, which expands the Group's influence in the PPP field. The Group regularly collects market information of the industry and makes comprehensive analysis of its competitors, market situation, market investment, national policy, industry development, front edge technology and organisation management. Besides, the Group adheres to follow the guidance of science and technology, optimises the layout of scientific and technological development, and has formed its scientific research and development branch which consists of two institutes, three research facilities and one center. Through the formulation of a three-year plan, the Group determined the research and development direction and the key areas, and the scientific research and development works have been progressing steadily. The existing control measures are adequate and effective. Such risk is in targeted control with the risk level on the decline trend.

Staffing risk: The training of key staff, management and technical personnel is a cyclical process. With more and more new projects put into operation, the existing management staff and engineers may be redeployed to new project companies, which will result in continual dilution of human resources leading to increasing difficulty in realising the rational deployment of manpower through internal transfer. The Group implements the "regulations of reserve talent", strengthens the cultivation of reserve talents of the Group, and further enriches and improves the reserve talent pool. Following the management system and procedures provided in the "management regulations for assessing and recruiting professional and technical staff", the Group improves the matching degree between the position demand and staff ability through such processes as workforce planning, recruitment, selection, hiring, evaluation and deployment. Besides the Group continually enhances the training and development of staff. It refines training schedule and focus and improves staff training efficiency. The existing control measures are adequate and effective. Such risk is in targeted control with the risk level on the decline trend.

競爭優勢風險－隨著政策支持和PPP模式穩步推進，大量資本和競爭對手正在進入環保產業，商業模式快速更迭，本集團將面臨日趨激烈的行業競爭。本集團依託自身豐富的實踐經驗，積極推進政府和社會資本的PPP合作，並促進PPP相關標準的制定和發展，以擴大本集團在PPP領域的影響力；同時定期搜集行業市場信息，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；堅持科技引領，優化科技發展佈局，已經形成了「兩院三所一中心」的科技研發組織結構，通過制定三年規劃，明確研發方向和重點領域，穩步推進科技研發工作。現有措施充分且有效，該風險得到有針對性管控，風險等級處於下降趨勢。

人員配置風險－關鍵崗位和管理與技術人才的人員培養具有一定週期性，本集團隨著越來越多的新項目投運，可能會對現有管理人員和專業技術人員配置形成稀釋進而造成通過內部調整實現人員合理配置的難度增大的風險。本集團堅持執行《後備幹部管理辦法》，加強後備人才梯隊建設，不斷充實和完善後備人才庫，並基於《專業技術職務評聘管理辦法》等管理制度與流程，通過用人規劃、招募、選拔、錄用、考評和調配等多種措施，充分提升崗位需求與人員能力的匹配程度，同時持續加強人員培養與培訓工作，提升員工培訓的計劃性和針對性，提升人員培養效率。現有措施充分且有效，該風險得到有針對性管控，風險等級為下降趨勢。



## Environmental and Social Management 環境與社會管理

The Group established an environmental and social management system in accordance with Asian Development Bank's Safeguard Policy Statement and other internationally recognised practices, which defines concrete procedures to ensure the environmental and social impacts of our operating activities conform to the requirements of the relevant policy system.

The operating and environmental performance of the Group's projects strictly adheres to relevant standards and the requirements of their respective Environmental Impact Assessment Report. The Group also takes into consideration the expectations of the neighboring communities. The key regulations and standards that are highly relevant to the Group's business include the Environmental Protection Law of the PRC, Production Safety Law of the PRC, Labor Law of the PRC; Standard for Pollution Control on the Municipal Solid Waste Incineration (GB18485-2014) and Directive 2010/75/EU and its relevant Annexes/Amendments (for environmental energy projects), Emission Standard of Air Pollutants for Thermal Power Plants (GB13223-2011) (for biomass power generation projects of greentech), as well as Discharge Standard of Pollutant for Municipal Wastewater Treatment Plant (GB18918-2002) (for environmental water projects), etc. No breach of these regulations and relevant environmental protection standards that has significant loss and impact to the Group was recorded in 2017.

本集團根據亞洲開發銀行的保障政策聲明及國際認可的常規編寫了一套環境與社會管理制度。該制度包含了具體程序以確保自身運營活動環境和社會的影響符合相關政策制度要求。

本集團項目的運營和環境表現嚴格參照相關標準及環境影響評估報告的要求，並將週邊社區的期望納入考慮。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》；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(適用於環保能源項目)，火電廠大氣污染物排放標準(GB13223-2011)(適用於綠色環保中的生物質發電項目)，以及城鎮污水處理廠污染物排放標準(GB18918-2002)(適用於環保水務項目)等。本集團於二零一七年沒有因違反相關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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The Group continued promoting the ESHS management system, realising the organic integration of the management system and practical operation, achieving standardisation of daily ESHS management, and placing equal emphasis on ESHS process management and final performance management. Through the issuance of the annual ESHS management guidance, the ESHS performance management was enhanced and the periodical ESHS reporting mechanism was further improved. In order to effectively promote the communication among project companies, based on the existing ESHS demonstration projects, the Group carried out activities such as forums for plant managers, ESHS skills contest, ESHS knowledge contest, which helped project companies absorb good experiences and practices and strengthen the ESHS management capacity of the managers. Following the Group's first disclosure of its operating projects' emission standards and environmental management information in 2015, all of the operating waste-to-energy projects took the lead in the domestic market to disclose on the large screens of the project areas and the official website of the Group the hourly average level of gas emissions, starting from 1 January 2017, and also took the lead in setting the first weekend of each month as the "Open Day", making a new leap forward again in information transparency and disclosure, setting a new benchmark for the environmental protection industry. At the same time, all the operating waste-to-energy projects have met the requirements of MEP that all waste-to-energy projects in China need to install CEMS (continuous emission monitoring system), real time displaying pollutant emission and operating data and on-line connection with the CEMS with MEP.

本集團持續推進ESHS管理體系，逐步實現管理制度和現實操作的有機融合以及日常ESHS管理的標準化，強調ESHS過程管理和終端績效管理並重。通過發佈年度ESHS管理工作指導意見，強化了ESHS績效管理，完善了ESHS定期報告機制，年內為有效促進各項目公司之間的交流，在已有ESHS示範項目的基礎上，開展了諸如廠長論壇、ESHS技能比武、ESHS知識競賽等特色活動，吸收好的經驗做法，加強管理人員在ESHS方面的管理水平。本集團繼二零一五年首次對外公佈運營項目排放標準及環境管理信息，二零一七年一月一日實現旗下所有投運垃圾發電項目率先在國內實現在廠區大屏幕與公司官網按小時均值披露煙氣在線監測指標，率先設置每個月第一個週末為公眾開放日，在信息透明化、公開化方面再次實現新的跨越，樹立了環保行業新的標竿。同時所有投運垃圾發電項目也都順利完成環保部「裝、樹、聯」(安裝自動監控設備，樹立污染排放和運營數據實時顯示屏，把實時數據與環保部門聯網)的工作要求。

### Final Dividend 末期股息

The Board has proposed to pay a final dividend of HK12.0 cents per share (2016: HK13.0 cents per share) to the Shareholders whose names appear on the register of members of the Company on Monday, 28 May 2018. Subject to approval by the Shareholders of the final dividend at the forthcoming annual general meeting of the Company, dividend cheques will be dispatched to the Shareholders on or around Friday, 22 June 2018.

董事會建議派發末期股息每股12.0港仙(二零一六年：每股13.0港仙)，給予於二零一八年五月二十八日(星期一)名列在本公司股東名冊之股東。待股東在本公司應屆股東周年大會上批准末期股息，股息支票將於二零一八年六月二十二日(星期五)左右寄出。

### **Closure of register of members 截止過戶日期**

The register of members of the Company will be closed from Friday, 11 May 2018 to Wednesday, 16 May 2018, both days inclusive, on which no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfer documents must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 10 May 2018.

The register of members of the Company will also be closed from Thursday, 24 May 2018 to Monday, 28 May 2018, both days inclusive, on which no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 23 May 2018.

本公司將於二零一八年五月十一日(星期五)起至二零一八年五月十六日(星期三)(首尾兩日包括在內)暫停辦理股東登記手續。於此期間亦不會辦理任何股份過戶登記。為符合出席股東週年大會並於會上表決之資格，股東必須於二零一八年五月十日(星期四)下午四時三十分前，將所有過戶文件送達本公司之股份過戶處卓佳登捷時有限公司，地址為香港皇后大道東一百八十三號合和中心二十二樓。

本公司亦將於二零一八年五月二十四日(星期四)起至二零一八年五月二十八日(星期一)(首尾兩日包括在內)暫停辦理股東登記手續。於此期間亦不會辦理任何股份過戶登記。為符合取得建議派付之末期股息之資格，股東必須於二零一八年五月二十三日(星期三)下午四時三十分前，將所有過戶文件送達本公司之股份過戶處卓佳登捷時有限公司，地址為香港皇后大道東一百八十三號合和中心二十二樓。

### **Purchase, Sale or Redemption of the Company's Listed Securities 買賣或贖回本公司之上市證券**

During the year under review, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

於回顧年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

**WANG TIANYI**

**王天義**

*Chief Executive Officer*

行政總裁

Hong Kong, 5 March 2018

香港，二零一八年三月五日





## Ensuring HARMONY with a Strong Sense of RESPONSIBILITY

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責任擔當 和諧共生

### Sustainability Report 可持續發展報告

Love the earth, love the planet we live in

讓我們關愛地球 關愛人類賴以生存的家園



As a leading player in the global environmental protection industry, Everbright International has always adhered to its core value of “An Enterprise is not only the Creator of Wealth, but also the Safeguard of Environmental and Social Responsibility”, and made sustainable contributions to the world in the aspects of environmental treatment, energy conservation, emissions reduction, and resource recovery of waste, at the same time proactively promotes environmental education, ecological protection and community care. We have been selected as a constituent stock of the Hang Seng Corporate Sustainability Index for four years in a row, and named to the Dow Jones Sustainability Index for the second consecutive year. Furthermore, we are proud to be added to the FTSE4Good Index for this year. The international recognition of the Group’s sustainability performance is a reflection of how we have devoted ourselves to the development of environmental protection business, as well as a compliment on our efforts made to invest and involve in social sustainability.

Stakeholder engagement is an integral part of our sustainability strategy, which supports us in coping with existing and emerging risks and opportunities in the market, and forms a foundation for strategy formulation and implementation of decisions. Our main stakeholders include investors, shareholders, employees, governments, local communities, business partners, suppliers, media and investment analysts, etc. In the past year, we have engaged with stakeholders through various communication channels, to gain insight into their opinions and expectations on the Group’s sustainable development. Furthermore, we invited stakeholders on a regular basis, from the planning stage through the operation stage of the project life cycle, to express their views on issues that are relevant to our operational and environmental performance, thus identifying prioritised issues within all our operations and the associated concerns pertinent to sustainability.

This is an abstract of our Sustainability Report 2017. The full sustainability report, in Chinese and English versions, will be available at the websites of the Group ([www.ebchinaintl.com](http://www.ebchinaintl.com)) and HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) within three months after the publication of our annual report. The sustainability performance of our two listed subsidiaries, China Everbright Water Limited (SGX: U9E) and China Everbright Greentech Limited (HKEx: 1257), will be disclosed in their sustainability reports respectively.

作為全球環保行業的領軍企業，光大國際始終秉承「企業不僅是物質財富的創造者，更應該成為環境與責任的承擔者」這一核心理念，為全球環境治理、節能減排及廢物資源化利用方面作出了持續貢獻，並積極推動環保教育、生態保護及社區關懷等工作。我們連續第四年獲選為恒生可持續發展企業指數成份股及連續兩年獲納入道瓊斯可持續發展指數，今年更首次獲加入富時社會責任指數。本集團獲得的國際性可持續發展方面的表彰是我們在致力發展環保業務的同時，大力投入和積極參與社會的可持續發展相輔相成。

持份者參與是我們的可持續策略不可或缺的一環，有助於我們應對市場中現有及新興的風險與機遇，更是戰略制定及實施決策的基礎。我們的主要持份者包括投資者、股東、僱員、政府、當地社區、商業夥伴、供應商、媒體及投資分析員等。過去一年間，我們透過各類溝通渠道與持份者進行互動，深入了解他們對本集團可持續發展方面的意見和期望。另外，我們在項目的各個週期，從初始的規劃階段及至運營階段都會定期邀請持份者發表對我們運營和環保表現的意見，以識別所有運營項目中的優先議題及備受關注的相關可持續性事項。

此報告為我們二零一七年可持續發展報告的摘要。可持續發展報告的完整版本(備有中英文版本)可於我們刊發年報的三個月內透過本集團網站([www.ebchinaintl.com](http://www.ebchinaintl.com))及香港交易所披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))下載。兩間附屬上市公司(分別為中國光大水務有限公司(新交所上市編號：U9E)及中國光大綠色環保有限公司(港交所上市編號：1257))的可持續發展表現將分別於其可持續發展報告內披露。

## Sustainability Report 可持續發展報告

### 1. GREENING OUR OPERATIONS 一、致力綠色運營

As a strong advocate of sustainable development, Everbright International manages the Group's environmental, social and governance impacts from various aspects and establishes green operational practices. Through the establishment of the Environmental, Safety, Health and Social Responsibility (ESHS) Management System, the Group strives to minimise risks on environment, safety, occupational health and social responsibility during project construction and operation. The system comprises management standards to guide procedures such as issues identification, auditing, incident investigation and reporting, work injury treatment and contractor ESHS management. Implementation of the system has not only promoted sustainable development within the Group, but also extended our safety culture and policies to the supply chain. In 2017, we continued to optimise the ESHS Management System, enhanced its implementation at all project companies to achieve standard and delicacy in construction and operational management. Furthermore, we organised various activities such as competitions on ESHS knowledge and plant managers' forums so as to enhance our capacities in environmental and social impact management.

At the project company level, each of our projects is assigned with a safety management team led by the general manager and other department heads, in supervising and managing all health and safety issues arising from various stages of the project, and formulating clear work safety guidelines. By providing proper tools and personal protective equipment on site, and conducting regular safety inspections at our plants, the Group maintains a prudent approach in safeguarding our employees and the communities. To ensure that our project management system aligns with international standards, all of our operating projects have obtained or are currently applying for relevant international management certifications such as OHSAS 18001 Occupational Health and Safety Management System, ISO 14001 Environmental Management System and ISO 9001 Quality Management System.

Furthermore, we have adopted a series of internal policies and procedures to monitor different aspects of our operations, from the design and construction of facilities to their operation and maintenance. We have also engaged third party experts to test and analyse the environmental impacts of our facilities, so as to achieve greener operations of our projects. All of our facilities are required to pass the environmental protection acceptance inspection and obtain the acceptance certificate in order to commence operation, which ensures the quality of our projects. We have also collaborated with the government to facilitate real-time monitoring of environmental emissions of our facilities.

作為可持續發展的擁護者，光大國際從多方面管理本集團在環境、社會和管治方面的影響，建立綠色運營模式。透過環境、安全、健康及社會責任(ESHS)管理體系的構建，本集團務求將項目建設和運營期的環境、安全、職業健康及社會責任的風險降至最低。該體系包括議題識別、審核、事故調查及匯報、工傷處理及承包商ESHS管理等方面等指導程序的管理標準，不僅促進集團內部的可持續發展，更將安全文化和政策延伸到我們的供應鏈中。二零一七年，我們繼續推進並提高ESHS管理體系在各項目公司的執行效果，實現項目建設、運營過程中整體管理的標準化和精細化。我們更舉辦ESHS知識競賽、廠長論壇等各類活動，致力提升我們在環境和社會影響方面的管理水平。

在項目公司層面，我們每一個項目均設有安全管理團隊，以總經理和其他部門主管為首負責監督和管理項目各個階段的健康和安全管理事項，並製定了清晰的安全生產指示。透過在項目現場提供適當的工具和個人保護裝備，以及為廠房進行定期的安全檢查，本集團以嚴謹的態度為我們的僱員及社區作出最大的保障。我們旗下所有運營項目均已取得或正在積極申請相關國際管理體系認證，如OHSAS 18001職業健康和安全管理體系、ISO 14001環境管理體系及ISO 9001質量管理體系等，確保我們的項目管理體系能夠與國際接軌。

另外，我們已採納一系列內部政策及程序以監控我們運營中由設施的設計、建造到運營維護等不同方面，並委聘第三方專家對我們設施的環境影響進行測試及分析，實現項目綠色運營。我們所有的設施均須通過環保驗收，並且取得環保驗收證明才可以投產，以確保項目的質量。我們亦與政府攜手合作，讓當地政府實時監測我們設施的環境排放。

## 2. SAFEGUARDING OUR ENVIRONMENT 二、保衛環境

As a leading player of the environmental protection industry, Everbright International has taken practical measures in response to climate change, while operational emissions management has always been the focus of our attention. Through alleviating burden on landfills, waste-to-energy undoubtedly offers an effective green solution that results in environmental benefits. Such contribution to environmental protection is showcased by our self-developed grate furnaces, flue gas purification systems and the third generation of leachate treatment systems, which have substantially improved to both the treatment standard and effectiveness of our newly built waste-to-energy projects. Our integrated biomass utilisation projects avoid open burning of agricultural straw and help alleviate the escalating air pollution and smog problem by converting biomass raw materials such as agricultural and forestry residues into electricity and heat. During the reporting period, we processed approximately 11,992,000 tonnes of household waste, 1,685,000 tonnes of agricultural waste and 113,000 tonnes of hazardous waste, with an annual growth of approximately 33%, 131% and 15% respectively. Our projects supplied approximately 5,100,200,000 kWh of on-grid green electricity in this year, with an increase of approximately 52% compared with 2016, and avoided approximately 5,908,000 tonnes of carbon dioxide equivalent emissions. We also treated approximately 1,187,615,000 m<sup>3</sup> of waste water and 2,694,000 m<sup>3</sup> of leachate, reducing chemical oxygen demand (COD) emissions by approximately 400,000 tonnes in total during the reporting period.

We accord top priority to environmental performance of our projects. Therefore, we strictly control stack emissions such as dioxins, particulate matter, sulphur dioxide and nitrogen oxides from all operating projects. We have further implemented stringent operational procedures with frequent inspection and extensive supervision, aiming at effectively control fugitive emissions of our projects, thus avoiding air pollution. Our waste-to-energy projects are designed and operated fully in compliance with the “Standard for Pollution Control on the Municipal Solid Waste Incineration” (GB18485-2014) as well as the relevant emissions standards as stipulated in the European “Industrial Emissions Directive” (2010/75/EU) (“Euro 2010”).

Cherishing resources and reducing wastage is an essential part of our environmental protection practice. Recycling and reusing are widely practised in our facilities and even offices and dormitories. We recycle wastes such as paper, metal, plastic, glass, food, construction and demolition material, cooking oil, etc., striving to implement our philosophy of valuing resources through practical actions. In addition, we collect, treat and recycle the process waste water generated from our plant operations. In our waste-to-energy projects, leachate is treated on-site and reused as cooling water. In this case, not only water resources can be fully utilised, but also saving the time and energy required for cooling. On the basis of causing no adverse impact to the project companies’ ESHS performance, our project companies have rolled out internal competitions on conserving, enhancing efficiency, saving energy and controlling costs, and have successfully reduced electricity and resource consumption of our operating projects.

作為環保行業的領軍企業，光大國際以實際措施應對氣候變化，而運營中的排放管理一直是我們所關注的重點。透過減輕對填埋場的壓力，垃圾發電固然為達致環境效益提供了一個強而有力的綠色方案。而我們研發的爐排爐、煙氣淨化系統及滲濾液處理第三代技術均為新建成的垃圾發電項目帶來了在標準及效益上的顯著提升，盡顯垃圾發電對環保的貢獻。我們的生物質綜合利用業務通過將農業及林業等生物質原材料轉換為電力和熱能，避免了農林秸稈的露天焚燒，從而協助減輕日益加劇的空氣污染及霧霾問題。於報告期內，我們處置了約11,992,000噸生活垃圾、1,685,000噸農業廢棄物及113,000噸危險廢棄物，年度增長分別約33%、131%及15%。我們的項目於本年內合共提供綠色上網電量約5,100,200,000千瓦時，較二零一六年大幅上升約52%，及避免了二氧化碳當量排放約5,908,000噸。另外，我們於報告期內處理污水約1,187,615,000立方米及滲濾液約2,694,000立方米，合共減少了約400,000噸化學需氧量(COD)排放。

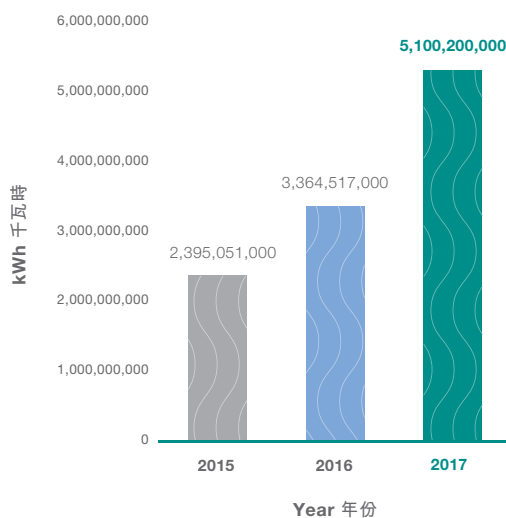
我們高度重視項目的環保表現，故此我們嚴格控制所有運營項目的二噁英、顆粒物、二氧化硫及氮氧化物等煙氣排放。我們更採納了嚴謹的操作程序及高頻率的檢查及進行嚴格監督，旨在有效地控制項目的無組織排放，避免造成空氣污染。我們的垃圾發電項目的設計及運營亦能完全滿足《生活垃圾焚燒污染控制標準》(GB18485-2014)和歐盟《工業排放指令》(2010/75/EU)(「歐盟2010」)中的相關排放標準。

惜物減廢是我們實踐保護環境的重要一環。我們從設施及至辦公室和宿舍等均執行廢棄物回收以及重用，回收的廢棄物包括紙張、金屬、塑料、玻璃、廚餘、拆建廢料和食油等，務求以實際行動貫徹我們重視資源的理念。另外，我們對廠內運營過程中排放的污水進行回收，並加以處理及循環利用。在我們的垃圾發電項目中，我們把滲濾液在廠房內先進行處理，然後回用成冷卻水，充分用水之餘亦節省了冷卻所需的時間及能源消耗。在不會影響項目公司ESHS表現的大前提下，旗下項目公司全面開展了「比節支節流，比開源增效，比能耗下降，比成本降低」的內部競賽，成功降低了各項目的綜合廠用電率及於運營中消耗的能源。

2. SAFEGUARDING OUR ENVIRONMENT (continued) 二、保衛環境(續)

**ON-GRID GREEN ELECTRICITY SUPPLIED**

綠色上網電量

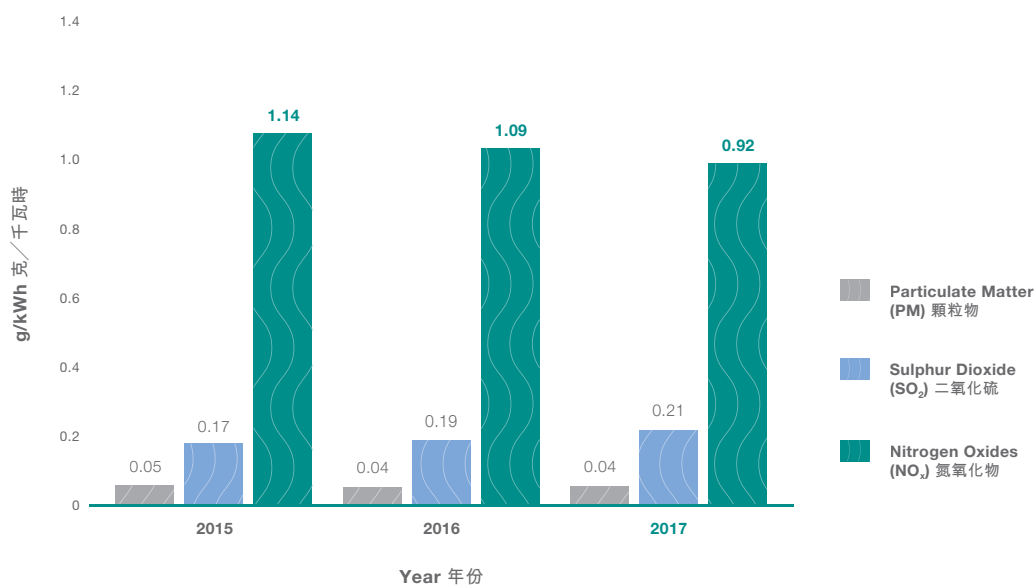


Note 註:

(1) Figures are rounded to the nearest thousand  
數字以四捨五入進位至最接近的千位數表示

**AIR EMISSIONS PER KWH OF ON-GRID GREEN ELECTRICITY SUPPLIED**

每千瓦時綠色上網電量的煙氣排放量



Notes 註:

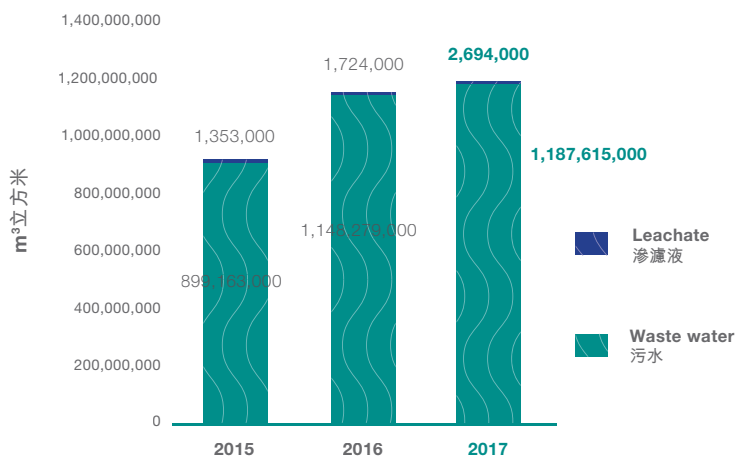
(1) Figures are rounded to two decimal places  
數字以四捨五入調整至最接近的小數點後兩位表示



## 2. SAFEGUARDING OUR ENVIRONMENT (continued) 二、保衛環境(續)

### WASTE WATER/LEACHATE TREATED

#### 污水/滲濾液處理量



Notes 註:

- (1) Figures are rounded to the nearest thousand  
數字以四捨五入進位至最接近的千位數表示
- (2) Excludes projects of our Poland's solid waste treatment company (NOVAGO Sp. z o.o.)  
不包括波蘭固廢處理公司 (NOVAGO Sp. z o.o.) 旗下項目

Furthermore, we believe that transparency and openness of information can encourage public supervision and to foster the community's efforts in improving the management of Everbright International. In view of this, we formulated a "Four Steps" environmental information disclosure plan in 2015, gradually enabling user-friendly access to environmental monitoring data of our projects. After two years of unremitting efforts, the Group successfully achieved online hourly disclosure of average emission data taken from its continuous emissions monitoring network across all its operating waste-to-energy projects during the reporting period, meeting our targets as planned. This initiative positioned Everbright International as a role model in pushing forward voluntary disclosure of environmental information within the industry, and further demonstrated our responsibility and commitments to the environment and society.

In 2017, we self-initiated a research project studying fine particulate matter (PM<sub>2.5</sub>) emissions at our waste-to-energy plants for the first time, making us a forerunner in the industry in monitoring waste-to-energy related PM<sub>2.5</sub> emission in China. The objectives of the research are to develop tailored methodologies for the sampling and analysis of PM<sub>2.5</sub> emission applicable to the waste-to-energy industry in China, to derive scientific means in estimating PM<sub>2.5</sub> emissions from waste-to-energy plants, and to understand the contribution of waste-to-energy projects' emissions to the ambient PM<sub>2.5</sub> levels in their surrounding areas. As an enterprise to conduct research on PM<sub>2.5</sub> emission characteristics in China prior to any development of relevant industry standard and technological specification by the government, we set a benchmark as a truly environmentally responsible citizen with embracement of science and professionalism. Leveraging on our strong research and development capabilities, we are taking a crucial step forward in the fight against air pollution.

另外，我們相信資訊透明化、公開化能夠鼓勵公眾參與監督，讓社會力量推動提升光大國際的管理水平。因此，我們在二零一五制定了環境信息披露「四步走」的計劃，循序漸進地讓公眾容易接達我們項目的環境監察數據。經過兩年的不懈努力，本集團成功於報告期內實現網上每小時更新所有運營垃圾發電項目的煙氣在線監測均值，按計劃達成目標。此舉使光大國際在行業中樹立了主動披露環境信息的好榜樣，並進一步彰顯了我們對環境和社會的責任及承諾。

於二零一七年，我們自發開展了一個探究垃圾發電設施細顆粒物(PM<sub>2.5</sub>)排放的研究項目，成為中國行業內監測垃圾發電相關PM<sub>2.5</sub>排放的先行者。此研究旨在建立一套針對並適用於中國垃圾發電行業PM<sub>2.5</sub>排放量的採樣和分析方法，以科學依據推導出垃圾發電廠PM<sub>2.5</sub>排放的估算，並了解垃圾發電項目的排放對周圍地區PM<sub>2.5</sub>水平的影響。在政府尚未制訂相關行業標準及技術規範下，我們作為國內首家開展PM<sub>2.5</sub>排放特徵研究的企業，樹立了一個本著科學及專業精神、真正對環保負責的公民的典範。藉助強大的研發實力，我們在與空氣污染的鬥爭中邁出了關鍵的一步。

## Sustainability Report 可持續發展報告

### 2. SAFEGUARDING OUR ENVIRONMENT (continued) 二、保衛環境(續)

Other than waste-to-energy as our core business, as at 31 December 2017, we have taken the lead in launching 12 Chinese-styled environmental protection industrial parks, becoming the first to create and to put the environmental protection industrial park model into practice. Based on the principle of “Integrated Planning, Logical Arrangements, Better Land Utilisation and Centralised Handling”, we have made full use of local resources within the parks, shared infrastructure and optimised valuable land resources. The goal of this exercise was to achieve integrated solid waste recycling, to increase the levels of energy conservation and emissions reduction, to facilitate centralised management and control by government and enterprises, and to ultimately achieve zero pollution discharge. Our environmental protection industrial parks have also turned into demonstration bases for promoting industrial tourism and environmental education.

In the meantime, Everbright International played a proactive role in China to participate in the development of various technical standards for the industry such as “Evaluation Specifications of Waste-to-Energy Plant Operation”, “Technical Specifications for Slag Treatment of Municipal Solid Waste Power Plants” and “Leachate Treatment Project Technical Specification of Waste Incineration Power Plant”. The Company also took part in the development of the World Bank’s guidelines for waste-to-energy projects in conjunction with Columbia University. As such, by drawing upon its extensive experience, we have made further contributions towards the healthy and booming development of the waste-to-energy industry.

除了垃圾發電為我們的核心業務外，截至二零一七年十二月三十一日，我們亦率先推出12個具有中國特色的環保產業園，成為環保產業園模式的首創者和踐行者。基於「統籌規劃，合理佈局，節約土地，集中處置」的理念，我們充分利用園區內資源、共用基礎設施、集約土地，實現固體廢物綜合循環利用，提高整體節能減排效益，便於政府與企業的集中管控，最終實現污染零排放。我們的環保產業園亦成為工業旅遊基地及環保教育示範基地。

此外，光大國際於國內亦積極參與各行業標準的編制，包括《垃圾發電廠運行指標評價規範》、《垃圾發電廠爐渣處理技術規範》、《垃圾發電廠滲濾液處理技術規範》，並與哥倫比亞大學共同制定世界銀行垃圾發電項目標準，為垃圾發電行業的健康蓬勃發展提供更有力的經驗支撐。

### 3. CARING FOR OUR EMPLOYEES 三、關懷員工

The Group attaches great importance to human resources management. In line with the “people-oriented” objective, we treat every employee as our valuable asset. Through internal training initiatives as well as via local, overseas and on-campus recruitment, we continue to build up and strengthen our talent pool. We have established an inventory of technical cadres, back-up management together with corresponding assessment selection mechanisms, creating a platform for employees on career and personal development. During the reporting period, the Group continued to review the remuneration system to ensure that our employees’ remuneration aligns with reasonable market levels in maintaining our competitiveness.

本集團一向高度重視人力資源管理，貫徹「以人為本」的宗旨，視每位員工為我們的寶貴財富。我們通過自身培養、社會招聘、海外招聘、校園招聘等方式不斷加強人才隊伍建設，更建立了技術幹部人才庫、後備管理及相應的考核選拔機制，為員工搭建職業生涯和個人成長的平台。報告期內，本集團繼續審視薪酬體系，以確保我們的員工薪酬處於市場合理水平，並具有競爭力。

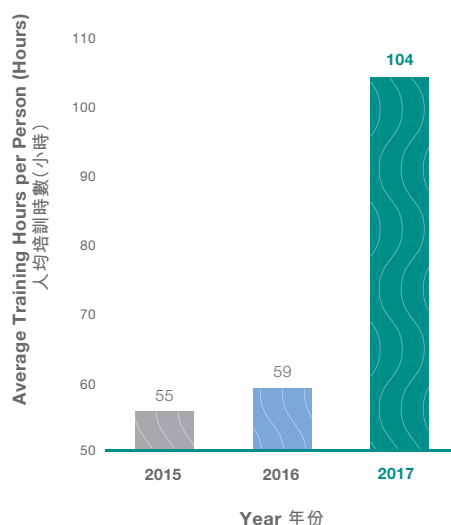
### 3. CARING FOR OUR EMPLOYEES (continued) 三、關懷員工(續)

We strongly believe that capacity building is a cornerstone of corporate strategic management and untapping the potentials of every employee plays a crucial role in the Group's long term development. Through training sessions on execution, system-wide engineering construction regulations and skills, development of waste-to-energy industry, safety production, operation of human resources system and CEO courses, we effectively convey industry and professional knowledge and enhance employees' skills. We have also been maintaining close relationship with Tsinghua University and various reputable higher educational institutions, co-organising training courses to enhance the leadership and management capabilities of our core team, expanding their interpersonal networks at the same time. During the reporting period, the average training time per employee was about 104 hours, laying a firm foundation for the talent pool and corporate sustainable development.

我們深信能力建設是企業戰略管理的基石，發揮每個僱員的潛力對本集團業務長遠發展更是舉足輕重。透過拓展培訓、全系統工程建設制度及技能培訓、垃圾發電行業發展培訓、安全生產主題培訓、人力資源系統操作培訓、行政總裁培訓等工作，我們旨在有效傳遞行業及專業知識，從而提高員工技能。我們更一直與清華大學等著名學府保持友好合作關係，聯合舉辦培訓班，提升骨幹隊伍的領導才能和管理能力，拓展人際網絡。在報告期內，本集團的僱員人均培訓時數超過約為104小時，為人才儲備及企業持續發展打穩基礎。

#### AVERAGE TRAINING HOURS

##### 平均培訓時數



Notes 註:

- (1) Figures are rounded to the nearest whole number  
數字以四捨五入進位至最接近的整數表示
- (2) Includes employees from operating projects in China and the Group's headquarter and Shenzhen representative office  
包括位於中國的運營項目及集團總部和深圳代表處員工

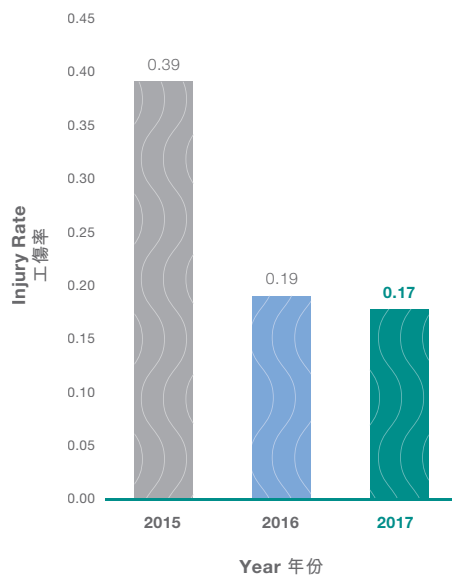
### 3. CARING FOR OUR EMPLOYEES (continued) 三、關懷員工(續)

Furthermore, in order to enhance employees' safety awareness, we have integrated ESHS into our corporate culture. For example, our "Safe Production Month" in June, comprising trainings on safety related topics, discussion forums and ESHS knowledge competitions, has provided impetus for the enterprise to gain a deeper understanding of occupational safety and health issues. To equip employees with practical crisis management skills and a high level of safety awareness, we organise emergency drills on a regular basis to prevent accidents before they occur. In 2017, the injury rate of the Group's employees was 0.17 and we, as gatekeepers, will strive to maintain the best practices.

另外，為加強員工的安全意識，我們將ESHS融入於企業文化中，例如六月的「安全生產月」引入了安全主題培訓、研討會和ESHS知識競賽等活動，帶動整個企業投入了解職業安全及健康方面的資訊。為使員工掌握實用的危機處理技巧和保持高度的安全意識，我們定期組織緊急演練，實行防範於未然。在二零一七年，本集團員工的工傷率為0.17，而我們將繼續持守優良常規，做好把關工作。

#### INJURY RATE (IR)

##### 工傷率(IR)



Notes 註:

(1) Injury rate (IR) = Total number of work-related injuries/ Total working hours x 200,000

工傷率(IR)=工傷個案總計/工作總時數 x 200,000

(2) Includes employees from operating projects in China and the Group's headquarter and Shenzhen representative office

包括位於中國的運營項目及集團總部和深圳代表處員工



#### 4. CONTRIBUTING TO THE COMMUNITY 四、貢獻社區

Taking social responsibilities in a proactive manner is one of the core values emphasised by the Group, and we are keen to dedicate resources to community care and charity activities. Through motivating each and every member of the Group to promote activities in areas including environmental education environmental friendliness, energy conservation and ecological protection, etc., we look to further connect with and contribute to the community.

Our project companies are scattered across various regions which have provided employment platforms and opportunities for the surrounding communities, substantially raising the living qualities of the local residents. Moreover, we persist in treating household waste in a harmless manner with resource recovery to ensure that our waste-to-energy plants do not only harmonise with the community, but also play a role of demonstration and education. This indicates the Group's ceaseless efforts in fulfilling its environmental as well as social responsibilities and we are more than happy to share the achievements with the society as we join hands to celebrate a greener future. During the reporting period, our environmental projects have shouldered the responsibility to promote environmental protection education and received over 120,000 local and foreign visitors from all walks of life. These visits have enhanced the general public's understanding of environmental protection, at the same time signifying our close interactions with stakeholders.

Everbright International strives not only to build green projects for the society, but also to actively practise and promote ecological conservation through a series of activities. To call for environmental protection in "saving energy and sustaining a better tomorrow", Everbright International Environmental Protection Charitable Foundation has fully supported the "Earth Hour" organised by the World Wide Fund for Nature Hong Kong as the lead sponsor in Hong Kong for the fourth consecutive year. Through 2017's theme, "For a Solar Powered City", the event aimed to raise community's awareness on climate change and to support renewable energy. It also stimulated the public to reflect on their high-energy consumption habits, so as to play a part in the mission to reduce emissions. During the year, we also collaborated with the China Ecological Civilisation Research and Promotion Association and Beijing Forestry University to jointly organise the "June Fifth" World Environment Day event, aiming at encouraging university youngsters to become leaders of advanced culture, promoters of green business and practitioners of ecological civilisation. Over a hundred high schools across the country actively participated in this event in various forms, making the event an important platform for young students to participate in the practice of ecological civilisation. The Group believes that the collective efforts of every individual in energy conservation can make a powerful impact. Therefore, we are committed to raising social awareness towards environmental protection and promoting sustainable development by supporting various community activities.

積極承擔社會責任是本集團所重視的核心價值，我們樂於將資源投放於社區關懷及公益活動。我們希望透過帶動集團上下促進環保教育及環境友好、節能、生態保護等方面活動，增強與社區的聯繫，回饋社群。

我們的項目公司遍佈各地，為周邊群體提供了就業平台及機會，使當地的居民生活水平大幅提高。另外，我們一直堅持以無害化及資源化的方式處理生活垃圾，確保垃圾發電廠與民為鄰之餘，更起了示範和教育的作用。此舉展示了本集團履行環保社會責任不遺餘力，同時樂於與社會分享其成果，共證綠色未來。報告期內，各環保項目肩負起環保教育宣傳使命，共接待國內外各界人士參觀考察超過120,000人，通過參觀考察，加強民眾對環保工作的認識，亦體現了我們與持份者的緊密互動。

光大國際不僅致力為社會建設綠色項目，更積極通過具體活動實踐和推動生態文明理念的落地。為宣揚「節能減碳，延續未來」的環保呼聲，光大國際環保公益基金會連續第四年作為香港首席贊助機構全力支持由世界自然基金會香港分會主辦的「地球一小時」活動。二零一七年以「熄出再生力量攜手延續未來」為主題，呼籲社會正視氣候變化並支持再生能源，提高能源效率，並藉此機會讓大眾反思平日習以為常的高耗能生活習慣，共同擔負起減排重任。年內，我們更與中國生態文明研究與促進會及北京林業大學聯合主辦「六·五」世界環境日活動，旨在鼓勵青年大學生努力成為先進文化的引領者、綠色事業的建設者和生態文明理念的實踐者。全國各地百餘所高校積極響應這次活動，並以不同的形式參與，使活動成為了青年學子參與生態文明實踐的重要平台。本集團相信每個人點滴的節能努力匯集在一起就能凝聚成強大的力量，因此致力透過支持不同的社區活動，從而提高社會的環保意識，推動可持續發展。

## Sustainability Report 可持續發展報告

### 4. CONTRIBUTING TO THE COMMUNITY (continued) 四、貢獻社區(續)

On the other hand, this year, our “Everbright Environmental Protection Charitable Foundation” continued to provide financial and psychological support to sanitation workers and their families in Suzhou who are experiencing financial difficulties or critical illness. We have distributed the eighth and ninth batches of “Everbright Environmental Protection Charitable Fund” to sanitation workers in difficulties, delivering care and support from the industry and society to the frontline sanitation workers. As at the end of 2017, the foundation has supported approximately 1,000 beneficiaries, with a total of over RMB4 million delivered as ex-gratia funds and financial aids. In addition, the Company’s “Everbright International True Love School” located in Dangshan has provided education opportunities for 450 students. In 2017, we sent the eleventh batch of voluntary teachers to the school to deliver our care to the students through supporting educational activities. This does not only impart knowledge to students, but also set an example of kindness and charity in promoting good deeds.

另外，我們的「光大環保愛心基金會」於本年度繼續為蘇州環衛工人及其家庭就他們的財務困難或嚴重的疾病提供經濟及心理支持。第八、第九批「光大環保愛心基金」已發放至困難環衛工人手中，令一線環衛工人感受到來自行業及社會的關愛和支持。截至二零一七年底，該基金已累計協助約1,000位受益人，共計發放慰問金及救助金逾人民幣400萬元。本公司位於礪山的「光大國際愛心學校」亦已為450名學生提供教育機會，二零一七年更派出第11批支教教師赴校提供教學支援，將愛心持續傳遞。這不僅是知識的傳授，更為學生做了愛心行善的榜樣，延伸善舉。

### 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS

#### 五、攜手踐行可持續發展目標

The Sustainable Development Goals (SDGs) are a series of United Nations’ (“UN”) international development goals aimed at improving the three dimensions of development issues – social, economic and environmental – in an integrated approach from 2015 to 2030, moving towards a path of sustainable development by creating a fairer and a more environmentally friendly world with all countries.

Everbright International’s main business focuses on waste-to-energy, water environment management, biomass integrated utilisation, hazardous waste treatment, solar energy, wind power, environmental protection engineering, technological research and development, environmental protection equipment manufacturing, and the planning and development of environmental protection industrial parks, which help improve the ecological environment and prevent pollution. Overall, the Group’s vision is aligned with the UNSDGs. We will continue to play a proactive role in implementing various SDGs by minimising environmental impacts through innovative technology and advanced operation system in harmless treatment of household waste, development of various types of environmental protection projects, proper control of emissions to offset environmental impacts arising from household waste disposal, and organising volunteering events and poverty reduction measures.

The summary below depicts how our activities connect with the 17 SDGs.

可持續發展目標(可持續發展目標)是聯合國(「聯合國」)的一系列國際發展目標，旨在從二零一五年到二零三零年間以綜合方式改善社會、經濟和環境三個維度的發展問題，轉向可持續發展道路，與各國一同創造一個更公平、更環保的世界。

光大國際的主要業務為垃圾發電、水環境治理、生物質綜合利用、危廢處置、光伏發電、風電、環保工程建設、技術研發、環保設備製造和環保產業園的規劃及發展，從而協助改善環境生態及防止污染。總體來說，本集團的願景與聯合國可持續發展目標是一致的。我們將繼續以創新的技術及先進的營運系統無害化處理生活垃圾、積極建設各類環保項目、妥善管理排放以抵銷生活垃圾棄置對環境的影響，並透過開展志願活動和扶貧等具體行動參與各項可持續發展目標的落實。

以下概要描述了我們的活動如何與17個可持續發展目標相關聯。

## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS (continued)

### 五、攜手踐行可持續發展目標(續)



No Poverty  
無貧窮

#### End poverty in all its forms everywhere

在全世界消除一切形式的貧困

Through our biomass business, we are creating a market for agricultural and forestry residue, turning waste into value, and offering enormous business and job opportunities to local farmers. In 2017, our integrated biomass utilisation projects have increased farmers' income by approximately RMB400 million, benefiting over 2 million farmers.

To alleviate poverty, we have established the "Everbright Environmental Protection Charitable Foundation" in 2013 to provide financial and psychological support to frontline sanitation workers and their families who are in need. Since 2013, the foundation has donated a total of over RMB4 million and improved about 1,000 beneficiaries' financial conditions.

通過我們的生物質業務，我們正在創造一個農業及林業廢物市場，化廢為寶，為當地農民提供巨大的商業和就業機會。二零一七年，我們的生物質綜合利用項目帶動農民增收約人民幣4億元，令逾200萬名農民受益。

為了減輕貧困，我們於二零一三年成立「光大環保愛心基金會」，為有需要的一線環衛工人及其家庭提供經濟及心理支持。自2013年起，該基金一共捐出了逾人民幣400萬元並改善了約1,000人的經濟狀況。



Zero hunger  
零饑餓

#### End hunger, achieve food security and improved nutrition and promote sustainable agriculture

消除饑餓，實現糧食安全，改善營養狀況和促進可持續農業

Fly ash and bottom ash produced from biomass combustion process can be utilised to produce fertilisers for agricultural use, thus supporting sustainable agriculture by helping farmers to reduce their reliance on chemical fertilisers. In 2017, over 92,000 tonnes of fly ash and 257,000 tonnes of bottom ash were utilised.

生物質燃燒過程中產生的飛灰和爐渣可用於生產農業用的肥料，從而通過幫助農民減少對化肥的依賴來支持可持續農業。二零一七年超過92,000噸飛灰和257,000噸爐渣被再生利用。

### 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

#### 五、攜手踐行可持續發展目標(續)



Good Health and Well-being  
良好健康與福祉

#### Ensure healthy lives and promote well-being for all at all ages

All of our waste-to-energy projects' air emissions comply with the Euro 2010 standard, while all of our biomass combustion operations fulfill the "Emission Standard of Air Pollutants for Thermal Power Plants" (GB13223-2011). We effectively minimised public health risk through clean production.

We also proactively cooperate with the government to promote good health and well-being. For example, fake food seized by the Laiwu Food and Drug Administration in 2017 was sent to our Laiwu waste-to-energy plant for the generation of green electricity; our Zibo hazardous waste project company has formulated drug incineration plans with the local Public Security Bureau and safely destroyed drugs seized in Zibo City over the past 5 years.

確保健康的生活方式，  
促進各年齡段人群的福祉

我們所有的垃圾發電項目的煙氣皆符合歐盟2010標準，而所有生物質焚燒的運營則能滿足《火電廠大氣污染物排放標準》(GB13223-2011)。我們透過清潔生產有效地減低大眾的健康風險。

我們更積極與政府合作，宣揚健康和福祉。例如，萊蕪市食品藥品監督管理局於二零一七年查獲的假冒食品被送到我們的萊蕪垃圾發電項目，用於生產綠色電力；我們的濰博危廢項目公司更與當地公安局共同制定毒品焚毀計劃，並安全銷毀了濰博市近五年來所查獲的毒品。



Quality Education  
優質教育

#### Ensure inclusive and quality education for all and promote lifelong learning

Our waste-to-energy projects have been selected as environmental science education hubs and acted as demonstration sites for circular economy and industrial tourism. We also proactively organise public visits to our facilities, offering every individual with opportunities to understand how environmental infrastructures tackle pollution and enhance the community's living environment. Our projects received over 120,000 local and overseas visitors through visits, study tours and exchange tours in 2017.

確保包容和公平的優質教育，讓全民終身享有學習機會

我們的垃圾發電項目被選為環保科普教育基地，並作為循環經濟和工業旅遊的示範項目。我們亦積極開放項目設施供公眾參觀，給予大眾機會以了解環保公共設施如何應對污染及提升社區的居住環境。我們的項目於二零一七年通過參觀、考察和交流團，接待了逾120,000名本地和海外訪客。



## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS (continued)

### 五、攜手踐行可持續發展目標(續)



Gender Equality  
性別平等

#### Achieve gender equality and empower all women and girls

實現性別平等，增強所有婦女和女童的權能

We ensure that our human resources management structure, including salary level, training opportunity and career prospect, etc., is not affected by gender considerations, thus achieving gender equality.

我們確保我們的人力資源管理架構，如薪酬水平、訓練機會及就業前景等不受性別影響，從而實現性別平等。



Clean Water and Sanitation  
清潔食水與衛生設施

#### Ensure access to water and sanitation for all

為所有人提供水和環境衛生並對其進行可持續管理

We help prevent water pollution by turning waste water into water that meets environmental regulations. The treated water can be used by downstream communities. We cleaned a total of about 1,187,615,000 m<sup>3</sup> of waste water and 2,694,000 m<sup>3</sup> of leachate, reducing COD emissions by around 400,000 tonnes in total in 2017.

我們將污水轉化為符合環保法規的水源，供下游社區使用。我們於二零一七年合共淨化了約1,187,615,000立方米的污水及約2,694,000立方米的滲濾液，合共減少了約400,000噸COD排放。



Affordable and Clean Energy  
經濟適用的清潔能源

#### Ensure access to affordable, reliable, sustainable and modern energy for all

確保人人獲得負擔得起的、可靠和可持續的現代能源

We generate clean energy by utilising household waste, agricultural waste and forestry residue. In 2017, our environmental projects have supplied approximately 5,100,200,000 kWh of green electricity onto the grid, which can support equivalent to around 4,250,167 households' annual electricity consumption needs.

我們利用生活垃圾、農業及林業廢棄物生產清潔能源。在二零一七年，我們的環保項目供應上網綠色電量約5,100,200,000千瓦時，可滿足相等於約4,250,167戶家庭一年的電力需求。



Decent Work and Economic Growth  
體面工作和經濟增長

#### Promote inclusive and sustainable economic growth, employment and decent work for all

促進持久、包容和可持續經濟增長，促進充分的生產性就業和人人獲得體面工作

Through investment, construction and operation of advanced waste-to-energy facilities, we drive the development of upstream waste collection industries as well as downstream metal and bottom ash recycling industries, completing a sustainable waste management industry chain.

Our integrated biomass utilisation projects are located in rural areas, which our operations can foster local economic development through job opportunities and improved infrastructure services. For instance, the Lingbi Integrated Biomass and Waste-to-Energy Project has directly or indirectly created over 2,000 jobs for the local community.

我們透過投資、建造及運營先進的垃圾發電設施帶動了上游垃圾清運行業及下游金屬和爐渣回收行業，形成完整的可持續廢物管理產業鏈。

我們的生物質綜合利用項目都是位於市郊地區，因此我們的營運可以提供當地就業機會及改善基礎設施，從而推動當地經濟發展。比如，靈璧生物質及垃圾發電一體化項目已直接或間接為當地社區提供2,000多個工作崗位。

## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

### 五、攜手踐行可持續發展目標(續)



Industry, Innovation  
and Infrastructure  
產業、創新  
和基礎設施

**Build resilient  
infrastructure,  
promote sustainable  
industrialization and  
foster innovation**

建造具備抵禦災害能力  
的基礎設施，促進具有  
包容性的可持續工業  
化，推動創新

We leverage our strong business innovation capabilities to maintain stable operation of our projects and arrive at positive outcomes. For instance, our effective facility maintenance programme has reduced the number of unscheduled shutdown of our facilities to 0.

In 2017, our Envirotech business sector launched various R&D projects. Specifically, the first standard prototype unit of our self-developed 850 tonnes/day grate furnace was manufactured for trial and the development of our fourth generation of leachate treatment technology was underway. Our Envirotech Complex in Nanjing commenced operation during the year, serving as a center for R&D, design and technological management.

我們藉助強大的業務創新能力來維持項目的穩定運行和建立建設性的成果。例如，我們有效的設施維修計劃使我們的設施發生的非計劃停機事件減少至0宗。

環境科技業務板塊於二零一七年積極推進各項研發課題的開展。其中，我們完成一個自主研發的850噸／日爐排爐的標準單元試製，也正在開展第四代垃圾滲濾液處理技術。我們位於南京的環境科技大樓亦已於年內全面啟用，成為研發、設計及科技管理中心。



Reduce Inequalities  
減少不平等

**Reduce inequality  
within and among  
countries**

減少國家內部和國家之  
間的不平等

We pay special attention in adopting methods to ensure that our project operations do not affect the dignity, rights, livelihood, or culture of indigenous peoples. Local ethnic minorities will be equally respected and treated as the Han majority in working for us.

我們特別關注採取措施以確保項目運營不會影響原住民族的尊嚴、權利、生計或文化。少數民族和漢人在工作上均會受到同樣尊重和對待。

## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

### 五、攜手踐行可持續發展目標(續)



Sustainable Cities  
and Communities  
可持續城市與社區

**Make cities inclusive,  
safe, resilient and  
sustainable**

Waste disposal is a serious environmental issue and social challenge brought by urbanisation. Our waste-to-energy projects effectively reduce the volume of household waste through thermal treatment, while the majority of by-products (i.e. bottom ash) can be used to produce bricks, thus relieving pressure on landfills and resolving the waste crisis.

Through our integrated biomass and waste-to-energy projects, we introduced advanced waste treatment facilities into the countryside, thereby laying a foundation to support sustainable rural development in China by preventing waste and related pollution problems before they arise.

We are also the first organisation to develop an environmental protection industrial park model, and has made full use of local resources within the 12 built parks, achieving integrated solid waste recycling and providing convenience for governments and enterprises to implement centralised management systems, and ultimately achieve zero pollution discharge.

Our sponge city projects improve cities' ability to absorb, store, infiltrate and purify rainwater for more effective drainage and rainwater reuse, thus reducing pollution and enhancing the flood resilience level of the city. The total land and surface water catchment of our sponge city projects has been amounted to approximately 33.5 km<sup>2</sup> in total.

**建設包容、安全、有抵禦  
災害能力和可持續的城市  
和人類住區**

廢物處置是城市化帶來的嚴重環境問題和社會挑戰。我們的垃圾發電項目透過熱處理有效地減少生活垃圾體積，而主要副產品(即爐渣)則可用於製磚，從而減輕填埋場壓力，破解垃圾圍城危機。

通過生物質及垃圾發電一體化項目，我們將先進的垃圾處理設施引入農村，預防垃圾及其相關污染問題發生，從而為中國農村的可持續發展奠定了基礎。

我們亦是環保產業園模式的首創者，於已推出的12個環保產業園中充分利用園區內資源，實現固體廢物綜合循環利用，便於政府與企業的集中管控，最終實現污染零排放。

我們的海綿城市項目改善城市的吸水、儲水、滲水和淨水能力，更有效疏導和回用雨水，從而降低污染及提高城市的耐洪能力。目前我們的海綿城市項目的陸地和水域覆蓋範圍合共約33.5平方公里。

## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

### 五、攜手踐行可持續發展目標(續)



Responsible  
Consumption and  
Production  
負責任消費與生產

#### Ensure sustainable consumption and production patterns

#### 採用可持續的消費和 生產模式

In order to fully utilise resources, the bottom ash generated from our waste-to-energy projects can be used to produce bricks, while the fly ash and bottom ash generated from integrated biomass utilisation projects can be used to produce fertiliser for agricultural use.

Our Poland's solid waste treatment company (NOVAGO Sp. z o.o.) processes wastes from industrial sources and produces refuse derived fuel to support industrial production, thus closing the materials cycle.

We also maintain a system to regularly monitor the sustainability performance of our suppliers, thus embedding our commitment to sustainability into the supply chain.

為了充分利用資源，我們垃圾發電項目所產生的爐渣可加以利用製成磚塊，生物質綜合利用項目的飛灰及爐渣可用於生產農業用的肥料。

我們旗下的波蘭固廢處理公司(NOVAGO Sp. z o.o.)把工業廢物轉化為垃圾衍生燃料以協助工業生產，從而促進物料閉環。

我們還維持了一個體系，以定期監測供應商可持續方面的表現，從而將我們對可持續發展的承諾植入我們的供應鏈。



Climate Action  
氣候行動

#### Take urgent action to combat climate change and its impacts

#### 採取緊急行動應對氣候 變化及其影響

Our waste-to-energy and integrated biomass utilisation projects offset greenhouse gas emissions through avoidance of fugitive methane emissions from waste and generation of green electricity that replaces fossil fuel. Our operations have avoided approximately 5,908,000 tonnes of carbon dioxide equivalent emissions in 2017.

我們垃圾發電及生物質綜合利用項目透過避免垃圾的無組織甲烷排放及產生綠色電力以代替化石燃料的使用，從而抵銷了溫室氣體排放。二零一七年，我們的運營共避免了約5,908,000噸二氧化碳當量排放。



## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

### 五、攜手踐行可持續發展目標(續)



Life below Water  
水下生物

#### **Conserve and sustainably use the oceans, seas and marine resources**

保護和可持續利用海洋和海洋資源以促進可持續發展

Through a series of waste water interception and river ecological restoration works, we have rehabilitated polluted urban rivers and revitalised fresh water ecosystems. At present, our river ecological restoration works under implementation and in preparatory stage are 19 km in length.

透過一系列的截污及河道生態治理工程，我們修復了受污染的城市河道，並恢復了水體中的生態。目前，我們在進行及在規劃中的河道生態治理工程共長19公里。



Life on Land  
陸地生物

#### **Sustainably manage forests, combat desertification, halt and reverse land degradation, halt biodiversity loss**

保護、恢復和促進可持續利用陸地生態系統，可持續管理森林，防治荒漠化，制止和扭轉土地退化，遏制生物多樣性的喪失

Our waste-to-energy projects help tackle the waste problem in an environmentally sound manner. This results in the avoidance of waste in landfills which could cause environmental problems and affect ecosystems. In 2017, approximately 11,992,000 tonnes of household waste were diverted from landfills.

Our river integrated restoration projects improve the health of river ecosystems, including riparian habitats. Our river ecological restoration works are expected to conserve 3,583,557 m<sup>2</sup> of riparian zone.

我們的垃圾發電項目以無害環境的方式應對垃圾問題，避免了垃圾於填埋傾倒所導致的環境問題及對生態系統的影響。二零一七年，約11,992,000噸生活垃圾被避免送入填埋場。

我們的綜合河道治理項目改善河道生態系統的健康，當中包括河岸棲息地。目前我們在進行及在規劃中的河道生態治理工程將保育3,583,557平方米的河岸棲息地。

## 5. JOINING HANDS TOWARDS THE SUSTAINABLE DEVELOPMENT GOALS *(continued)*

### 五、攜手踐行可持續發展目標(續)



Peace, Justice and  
Strong Institutions  
和平、正義與  
強大機構

#### Promote just, peaceful and inclusive societies

As an appreciation of the public's right to know and the importance of public supervision, we promote environmental justice by initiating disclosure of air emission data of our waste-to-energy operations to the public domain on an hourly basis.

In terms of social justice, we follow Asian Development Bank's ("ADB") requirements to mainstream social concerns into the beginning of project life cycle, thus ensuring that any resettlement associated with our project development will be properly managed in compliance with applicable laws, and all affected people will receive fair and adequate compensation and rehabilitation.

We also strive to promote a peaceful and inclusive working environment. Our "Code of Conduct" and "Compliance Manual" prohibit issues such as corruption, bribery, conflict of interest and discrimination within our working environment. In 2017, the Group was not aware of any non-compliance with relevant laws and regulations relating to anti-corruption that had a significant impact on us.

創建和平、包容的社會  
以促進可持續發展，  
讓所有人都能訴諸司法  
，在各級建立有效、  
負責和包容的機構

為了維護公眾的知情權和公眾監督的重要性，我們通過按小時向大眾公佈各垃圾發電運營項目的煙氣排放數據，從而倡導環境正義。

在社會正義方面，我們遵循亞洲開發銀行(「亞發行」)的要求，將社會關注點納入項目生命週期的初始階段，從而確保與項目開發相關的移民安置工作將按照適用法律進行妥善管理，受影響人士將得到公平、充分的補償和修復安排。

我們亦致力創建和平及包容的工作環境。我們的「操守準則」和「合規手冊」禁止我們的工作環境內出現貪污、受賄、利益衝突和歧視等問題。於二零一七年，本集團並無知悉其未有遵守任何在反貪污層面對本公司有重大影響相關的法律及規例。



Partnership for  
the Goals  
促進目標實現的伙  
伴關係

#### Revitalise the global partnership for sustainable development

重振可持續發展  
全球夥伴關係

We have been partnering with institutions such as ADB, China Development Bank Corporation, International Finance Corporation, etc., collaboratively promote clean energy and environmental protection. We have also promoted the SDGs in our internal newsletter to encourage employees' collective participation in pursuing sustainability.

我們一直與亞發行、國家開發銀行股份有限公司、國際金融公司等機構合作，攜手宣揚清潔能源及環境保護。我們更於內部報刊中推廣了聯合國可持續發展目標，以提高對可持續發展的重要性的關注並鼓勵所有員工參與追求可持續發展。

# Achieving GOOD CORPORATE GOVERNANCE through EFFECTIVE POLICIES AND PRACTICES

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良好管治 行之有效

## Corporate Governance Report

企業管治報告

Strive to maintain a High Standard of Corporate Governance

致力維持高水平企業管治





## Corporate Governance Report 企業管治報告

### Corporate Governance 企業管治

The Group strives to maintain a high standard of corporate governance as it believes good corporate governance practices are increasingly important for maintaining and promoting the confidence of the Shareholders. They are crucial for the development of the Group's business and protection of the Shareholders' interests. The Group upholds the management principle of "People-oriented, Pragmatism, Creativity and Systematic Management", and through a set of rules and regulations, has continuously strengthened internal control and risk management. Furthermore, by full and timely public disclosure of information, the Group has maintained transparency and accountability which also enhanced its corporate values. The Board meets regularly and has currently 5 Board committees, namely, Audit Committee, Risk Management Committee, Nomination Committee, Remuneration Committee and Disclosure Committee. For project risk management, the Group has set up a Risk Management Advisory Committee to monitor and assess risks regularly, boost related management standards and evaluate investment projects. Regarding project technological risk management, the Group has in place an Engineering and Technology Management Committee which is responsible for assessing the technologies used in different investment projects. For project financial control, the Group insists on stringent budget management, and has set up a Budget Approval Management Committee that focuses on monitoring construction budgets. In addition, the Company has also set up Internal Audit Department and Risk Management Department to perform internal audits and risk control functions respectively to bolster the Group's management standards.

The Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 14 to the Rules Governing the Listing of Securities on HKEx (the "Listing Rules") have been duly adopted by the Board as the code on corporate governance practices of the Company.

The Company complied with the CG Code for the year ended 31 December 2017, except that a non-executive director of the Company was not appointed for a specific term. This constitutes a deviation from the code provision A.4.1 of the CG Code which requires that all the non-executive directors should be appointed for a specific term. The Board believes that the current arrangement will enable the Company to have a greater flexibility to organize the composition of the Board to serve the needs of the Group. Pursuant to the Company's Articles of Association, subject to the manner of retirement by rotation of directors of the Company (the "Directors") as from time to time prescribed under the Listing Rules and notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of 3, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every 3 years.

本集團致力維持高水平企業管治，相信良好企業管治對維持和提升股東的信心日益重要，並以此為發展本集團業務及保障股東利益之關鍵。本集團奉行「以人為本、求真務實、開拓創新、規範管理」的管理理念，並透過制定規章制度，強化內部監控、完善風險管理。本集團以公開及全面的態度適時披露資料，維持透明度及問責性，以提升公司價值。董事會定期召開會議，並目前下設五個專責委員會包括審核委員會、風險管理委員會、提名委員會、薪酬委員會及披露委員會。在項目管理風險機制上，本集團設立風險管理評審委員會負責定期進行風險監督及評估，以提升相關的管理水平及審核投資項目。在項目技術風險管理機制上，本集團設立工程技術管理委員會負責在投資項目的技術方面作出評審。在項目財務監控上，本集團堅持嚴格的項目預算管理，並特別成立預算審核管理委員會專職監控項目的工程預算。此外，本公司亦設立內部審計部及風險管理部分別進行內部審核及風險管控以提升管理水平。

董事會已採納港交所證券上市規則（「上市規則」）附錄十四所載的《企業管治守則》及《企業管治報告》（「企業管治守則」）作為本公司的企業管治守則。

於截至二零一七年十二月三十一日止年度，本公司一直遵守企業管治守則所載原則，惟本公司非執行董事的委任沒有指定任期，因此構成偏離企業管治守則條文第A.4.1條，要求所有非執行董事的委任應有指定任期。董事會認為現時的安排能夠賦予本公司較大的靈活性以組織一個能夠配合本集團需求的董事會班子。根據本公司的章程細則，遵照上市規則不時規定之本公司董事（「董事」）輪值告退方式，以及儘管委任或聘任任何董事時訂立了任何合約性或其他性質之條款，於每次股東週年大會上，三分之一在任董事（或若其數目並非三之倍數，則為最接近之數目，惟不得少於三分之一）須輪值告退，惟每位董事（包括具有指定任期者）必須至少每三年退任一次。



## THE BOARD OF DIRECTORS 董事會

### Composition and function 組成及職責

As at the date of results announcement of the Company dated 5 March 2018, the Board comprised 5 executive Directors, 1 non-executive Director and 3 independent non-executive Directors.

The Directors during the financial year and up to the date of the report are set out on page 111 of the annual report and are set out as follows:

於二零一八年三月五日的本公司業績公告日，董事會由五位執行董事、一位非執行董事及三位獨立非執行董事組成。

於本財政年度內及截至本報告之日的董事已載列於年報內第111頁，並載列如下：

Name of Directors	Title	董事姓名	職位
<i>Executive Directors</i>		<i>執行董事</i>	
Mr. Cai Yunge	Chairman	蔡允革先生	主席
Mr. Wang Tianyi <sup>Note 1</sup>	Chief Executive Officer	王天義先生 <sup>註1</sup>	行政總裁
Mr. Chen Xiaoping <sup>Note 2</sup>	Chief Executive Officer	陳小平先生 <sup>註2</sup>	行政總裁
Mr. Wong Kam Chung, Raymond	Chief Financial Officer	黃錦聰先生	財務總監
Mr. Cai Shuguang <sup>Note 3</sup>	Deputy General Manager	蔡曙光先生 <sup>註3</sup>	副總經理
Mr. Hu Yanguo <sup>Note 4</sup>	Deputy General Manager	胡延國先生 <sup>註4</sup>	副總經理
Mr. Qian Xiaodong <sup>Note 5</sup>	Deputy General Manager	錢曉東先生 <sup>註5</sup>	副總經理
<i>Non-executive Director</i>		<i>非執行董事</i>	
Mr. Tang Shuangning		唐雙寧先生	
<i>Independent Non-executive Directors</i>		<i>獨立非執行董事</i>	
Mr. Fan Yan Hok, Philip		范仁鶴先生	
Mr. Mar Selwyn		馬紹援先生	
Mr. Zhai Haitao		翟海濤先生	
Mr. Li Kwok Sing, Aubrey <sup>Note 6</sup>		李國星先生 <sup>註6</sup>	

#### Notes 註：

- (1) Mr. Wang Tianyi was re-designated as the Chief Executive Officer with effect from 1 January 2018.  
王天義先生由二零一八年一月一日起獲調任行政總裁。
- (2) Mr. Chen Xiaoping resigned as the executive Director and the Chief Executive Officer with effect from 1 January 2018.  
陳小平先生由二零一八年一月一日起辭任執行董事兼行政總裁。
- (3) Mr. Cai Shuguang resigned as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
蔡曙光先生由二零一八年一月一日起辭任執行董事兼副總經理。
- (4) Mr. Hu Yanguo was appointed as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
胡延國先生由二零一八年一月一日起獲委任為執行董事兼副總經理。
- (5) Mr. Qian Xiaodong was appointed as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
錢曉東先生由二零一八年一月一日起獲委任為執行董事兼副總經理。
- (6) Mr. Li Kwok Sing, Aubrey resigned as an independent non-executive Director with effect from the close of annual general meeting on 24 May 2017.  
李國星先生由二零一七年五月二十四日股東週年大會結束後辭任獨立非執行董事。

## Corporate Governance Report 企業管治報告

### THE BOARD OF DIRECTORS (continued) 董事會(續)

#### Composition and function (continued) 組成及職責(續)

The Directors have given sufficient time and attention to the Group's affairs. The Directors have disclosed to the Company annually the number and the nature of offices held in public companies or organizations and other significant commitments. The Board believes that the balance between executive Directors, non-executive Director and independent non-executive Directors is reasonable and adequate to provide sufficient balances that protect the interests of the Shareholders and the Group.

Independent non-executive Directors provide the Group with diversified experience and professionalism. Their advices and views as well as participation in the Board and committee meetings bring independent view, advice and judgment on issues relating to the strategy and development, business operation and performance, risk control, conflict of interest etc, to ensure the Shareholders' interests are taken into consideration.

In accordance with the Articles of Association of the Company, subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, and notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of 3, the number nearest to but not less than one third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every 3 years.

The position of the Chairman and the Chief Executive Officer are held by separate individuals, with a view to maintain an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operation.

The Board meets regularly throughout the year. Under the lead of the Chairman, the Board is responsible for approving and supervising the overall strategies and policies of the Group, approving annual budget and business plans, assessing the Group's performance and supervising the work of the management. All Directors have access to board papers and related materials, and are provided with adequate information in a timely manner. The Directors may, if necessary, seek legal or other independent professional advice at the expense of the Company.

董事均有足夠時間及精力以處理本集團的事務。董事每年向本公司披露其於公眾公司或組織擔任職位的數目及性質，以及其他重大承擔的職務。董事會認為執行董事、非執行董事及獨立非執行董事組合之比例合理及適當，並充分發揮制衡作用，以保障股東及本集團之利益。

獨立非執行董事為本集團帶來多元化的經驗及專業知識。他們提出的提議及意見，以及透過其等參與董事會及各個委員會會議，為本集團的策略及發展、業務運營及表現、風險控制及利益衝突等事宜上，提供獨立意見、提議及判斷，以確保股東之權益均獲得考慮。

根據本公司的章程細則，遵照上市規則不時規定之董事輪值告退方式，以及儘管委任或聘任任何董事時訂立了任何合約性或其他性質之條款，於每次股東週年大會上，三分之一在任董事(或若其數目並非三之倍數，則為最接近之數目，惟不得少於三分之一)須輪值告退，惟每位董事(包括具有指定任期者)必須至少每三年退任一次。

主席及行政總裁之職務由不同人仕擔任，使董事會運作及集團業務以及運營之日常管理得以有效區分。

董事會於年度內定期開會。在主席領導下，董事會負責批准及監察本集團的整體策略及政策，批准年度預算及業務計劃、評估集團表現，以及監督管理層的工作。全體董事均有權查閱董事會文件及有關資料，並會及時獲提供充份資料。在適當的情況下，董事可向外諮詢法律或其他獨立的專業意見，有關費用由本公司支付。

## THE BOARD OF DIRECTORS (continued) 董事會(續)

### Composition and function (continued) 組成及職責(續)

In respect of the regular meetings of the Board/Board committees, formal notices and agenda were sent to all Directors/respective Board committee members at least 14 days before the meeting. Non-regular/ad-hoc meetings may also be taken place as and when necessary of reasonable notice. In general, the meeting papers were dispatched to all Directors/respective Board committee members for review at least 3 days before the meeting. The agenda had been prepared after consultation with the Directors/respective Board committee members and the management.

In addition to Board meetings, the Chairman meets with non-executive Directors (including independent non-executive Directors) at least once a year without the presence of executive Directors. The non-executive Directors (including independent non-executive Directors) are freely to provide their independent opinions to the Board.

The minutes of the Board/Board committees are recorded in sufficient details which include the matters discussed and considered together with the decisions reached, and any concerns raised or dissenting views expressed by the Board members/respective Board committee members. The original signed minutes, upon reviewed by all Directors/respective Board committee members, are properly kept by the Company Secretary/duly appointed secretaries of the respective Board committees and such minutes are open for inspection by all Directors/respective Board committee members.

All the Directors are entitled to seek independent professional advice regarding their duties at the Company's expenses. The Board can also seek advices and services from the Company Secretary.

The Company has arranged a Directors' and Officers' Liability Insurance Policy and the insurance coverage and the sum insured under the policy are reviewed annually.

就定期的董事會／專責委員會會議，在會議召開前至少十四天向全體董事／相關專責委員會成員發出正式通知及會議議程。非定期／臨時的會議則會在給予合理通知後召開。會議文件一般會在會議舉行前至少三天發送予全體董事／相關專責委員會成員以供審閱。每次會議議程內容均經諮詢董事／相關專責委員會成員及管理層意見。

除董事會會議外，主席與非執行董事(包括獨立非執行董事)在執行董事避席下每年至少會面一次。非執行董事(包括獨立非執行董事)可自由地向董事會提供獨立意見。

董事會／專責委員會會議紀錄對於會議上所討論、考慮事項及達致的決定均作足夠詳細的記錄，其中包括董事會／相關專責委員會成員提出的任何疑慮或表達的反對意見。已簽署的會議紀錄正本經所有董事／相關專責委員會成員審閱後由公司秘書／經正式委任的相關專責委員會秘書備存，而該等會議紀錄可供全體董事／相關專責委員會成員查閱。

所有董事均有權就其職責問題尋求獨立專業意見，有關費用由本公司支付。董事會亦可向公司秘書尋求意見及服務。

本公司已為董事及高級人員安排責任保險，並每年均會對該保險的保障範圍及投保金額進行檢討。

## Corporate Governance Report 企業管治報告

### THE BOARD OF DIRECTORS (continued) 董事會(續)

#### Composition and function (continued) 組成及職責(續)

As an integral part of good corporate governance, the Board has established the following Board committees with specific written terms of reference which deal clearly with the respective Board committee's authority and duties:

為確保優良的企業管治，董事會成立了以下的專責委員會，並書面訂明各專責委員會之具體職權範圍，清楚說明各專責委員會之職權及職責：

#### 1. Audit Committee 審核委員會

The Audit Committee, currently comprising all the 3 independent non-executive Directors, namely Mr. Mar Selwyn (Chairman), Mr. Fan Yan Hok, Philip and Mr. Zhai Haitao, is primarily responsible for reviewing the accounting principles and practices adopted by the Group, as well as discussing and reviewing the risk management and internal control systems and financial reporting matters of the Group, etc. The terms of reference of the Audit Committee are available on the websites of the Company and HKEx.

Under its terms of reference, the Audit Committee is required to oversee the relationship between the Company and its external auditors. During the year under review, the Audit Committee reviewed with the management and Ernst & Young, the external auditors 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 discussed the Group's risk management and internal control systems and financial reporting matters, etc, including review of the annual results for the year ended 31 December 2016, the interim results for the six months ended 30 June 2017 and reports from Internal Audit Department and Risk Management Department of the Company.

審核委員會現時由全數三位獨立非執行董事，包括馬紹援先生(擔任主席)、范仁鶴先生及翟海濤先生組成，其主要職責包括審閱本集團所採納之會計原則及慣例，討論及檢討風險管理和內部監控系統，以及財務申報等事宜。有關審核委員會的職權範圍已於本公司及港交所網站公開。

根據審核委員會職權範圍，審核委員會須監察本公司與外聘核數師的關係。於回顧年度內，審核委員會已與管理層和本公司外聘核數師安永會計師事務所審閱包括(但不限於)本集團所採納之會計原則及慣例、重要審計事項如重要的會計估計及判斷領域，並討論本集團的風險管理和內部監控系統以及財務報告等事宜(包括審閱本公司截至二零一六年十二月三十一日止年度業績、截至二零一七年六月三十日止六個月之中期業績及本公司內部審計部及風險管理部發出的報告)。

#### 2. Risk Management Committee 風險管理委員會

The Risk Management Committee currently comprises Mr. Fan Yan Hok, Philip (Chairman), an independent non-executive Director, Mr. Mar Selwyn, an independent non-executive Director, Mr. Wong Kam Chung, Raymond, the Chief Financial Officer, Mr. Hu Yanguo, the Deputy General Manager, and Ms. Guo Ying, the General Manager of Internal Audit Department and Risk Management Department of the Company. Its main duties are to provide oversight of the Company's risk management programs, and to review the effectiveness of the management's processes for identifying, assessing, mitigating and monitoring enterprise-wide risks. The terms of reference of the Risk Management Committee had been established in writing.

During the year under review, the Group carried out risk assessment and analysis to identify the changes in the annual risk and initiated the internal control assessment to ensure the effectiveness of the internal control management. The Risk Management Committee reviewed the establishment of a risk management system for the Group, list of risk factors and risk evaluation criteria, 2017 risk management work plan, 2017 major risk identification and control, internal control construction and evaluation.

風險管理委員會現時由獨立非執行董事范仁鶴先生(擔任主席)、獨立非執行董事馬紹援先生、財務總監黃錦聰先生、副總經理胡延國先生及本公司內部審計部及風險管理部總經理郭穎女士組成，其主要職責為監管公司的風險管理程序和負責審核管理層就企業全面風險識別、評估、緩解、監控程序的有效性。風險管理委員會設有書面的職權範圍。

於回顧年度內，本集團開展了風險評估與分析工作，以明確年度風險變化情況，並啟動了內部監控評估工作，以確保內控管理的有效性。風險管理委員會審議本集團的風險管理體系建設工作、風險要素清單與風險評估標準、二零一七年風險管理工作計劃、年度主要風險識別與管控情況、內部監控構建與評估情況。



## THE BOARD OF DIRECTORS (continued) 董事會(續)

### Composition and function (continued) 組成及職責(續)

#### 3. Nomination Committee 提名委員會

The Nomination Committee currently comprises Mr. Cai Yunge (Chairman), the Chairman of the Board, Mr. Wang Tianyi, the Chief Executive Officer, and all the 3 independent non-executive Directors, namely Mr. Fan Yan Hok, Philip, Mr. Mar Selwyn and Mr. Zhai Haitao. Its primary responsibilities include but not limited to reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, reviewing and reporting the Board diversity to the Board, assessing the independence of the independent non-executive Directors, making recommendations to the Board on appointment or re-appointment or re-designation of Directors and assessing the qualifications and competencies of the candidates, so as to ensure that all nominations are fair and transparent. The terms of reference of the Nomination Committee are available on the websites of the Company and HKEx.

During the year under review, the Nomination Committee reviewed the changes of Directors and the composition of the Board committees, reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, assessed the independence of the independent non-executive Directors, and discussed and made recommendation to the Board on the re-election of the retiring Directors at the forthcoming 2018 annual general meeting of the Company, etc.

提名委員會現時由董事會主席蔡允革先生(擔任主席)、行政總裁王天義先生,以及全數三位獨立非執行董事范仁鶴先生、馬紹援先生及翟海濤先生組成。其主要職責包括(但不限於)每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面),審查及向董事會報告董事會成員的多元化事宜,評核獨立非執行董事的獨立性,以及就董事的委任或重新委任或調任向董事會提出建議,評估候選人的資格及能力,以確保所有提名均屬公正和具透明度。有關提名委員會的職權範圍已於本公司及港交所網站公開。

於回顧年度內,提名委員會審議變更董事及專責委員會之組成,檢討本公司董事會的架構、人數及組成(包括技能、知識及經驗方面),評核獨立非執行董事的獨立性,以及討論和向董事會建議即將舉行之本公司二零一八年股東週年大會上所有退任董事之重選等事宜。

#### 4. Remuneration Committee 薪酬委員會

The Remuneration Committee currently comprises Mr. Zhai Haitao (Chairman), an independent non-executive Director, Mr. Cai Yunge, the Chairman of the Board, and the other 2 independent non-executive Directors, namely Mr. Fan Yan Hok, Philip and Mr. Mar Selwyn. The terms of reference of the Remuneration Committee, which are available on the websites of the Company and HKEx, set out the duties of the Remuneration Committee, including but not limited to determining, with delegated responsibilities, the remuneration packages of the individual executive Directors and senior management.

During the year under review, the Remuneration Committee enforced the policy for the remuneration of the executive Directors, assessed performance of the executive Directors and reviewed the remuneration package of the executive Directors (including the newly appointed executive Directors) and the senior management of the Company.

The remuneration of all the Directors is set out in note 9 to the financial statements.

薪酬委員會現時由獨立非執行董事翟海濤先生(擔任主席)、董事會主席蔡允革先生以及另外兩位獨立非執行董事范仁鶴先生及馬紹援先生組成。有關薪酬委員會的職權範圍已於本公司及港交所網站公開,該職權範圍載列薪酬委員會的職責包括(但不限於)獲轉授責任,釐定個別執行董事及高級管理人員的薪酬待遇。

於回顧年度內,薪酬委員會落實執行董事的薪酬政策、評估執行董事的表現及審議執行董事(包括新任執行董事)及高級管理人員的薪酬待遇。

各董事的薪酬刊載於本年報財務報表附註9內。

## Corporate Governance Report 企業管治報告

### THE BOARD OF DIRECTORS (continued) 董事會(續)

#### Composition and function (continued) 組成及職責(續)

##### 5. Disclosure Committee 披露委員會

The Disclosure Committee currently comprises Mr. Wang Tianyi (Chairman), the Chief Executive Officer, Mr. Wong Kam Chung, Raymond, the Chief Financial Officer, as well as the 3 members of the Management Decision Committee, namely Mr. Hu Yanguo, Mr. Qian Xiaodong and Mr. An Xuesong, and the Company Secretary, Ms. Poon Yuen Ling. The Board has delegated the day-to-day execution of its continuous disclosure obligations to the Disclosure Committee to ensure the compliance of the Company with its disclosure obligations. The terms of reference of the Disclosure Committee had been established in writing.

During the year under review, the Disclosure Committee held meetings to discuss and consider whether to make recommendation to the Board for publication of positive profit alert announcement of the Company in respect of the financial performance of the Group.

披露委員會現時由行政總裁王天義先生(擔任主席)、財務總監黃錦聰先生、三名管理決策委員會成員胡延國先生、錢曉東先生及安雪松先生，以及公司秘書潘婉玲女士組成。董事會已授權披露委員會負責持續披露責任的日常執行工作以確保本公司遵守披露責任。披露委員會設有書面的職權範圍。

於回顧年度內，披露委員會召開會議討論本集團之財務表現，並考慮是否向董事會建議本公司刊發正面盈利預告之公告。

##### 6. Management Committee 管理委員會

The Management Committee, which was cancelled on 15 August 2017, comprised Mr. Chen Xiaoping (Chairman), the then Chief Executive Officer, Mr. Wang Tianyi, the then General Manager, Mr. Wong Kam Chung, Raymond, the Chief Financial Officer, Mr. Cai Shuguang, the then executive Director as well as Mr. Hu Yanguo, Mr. An Xuesong and Mr. Qian Xiaodong who are chief executive officers of environmental energy, environmental water and greentech business sectors respectively. The Management Committee was responsible for the management of daily business operations, formulating and implementing annual work tasks and medium-term development plans for the Group, etc. The Management Committee was the decision-making body for day-to-day business activities and made collective decisions on major matters relating to the Group's daily business operations, management and personnel matters, etc. The terms of reference of the Management Committee had been established in writing.

On 15 August 2017, the Board resolved to cancel the Management Committee, and its work and duties are immediately performed by the Chief Executive Officer and the newly established Management Decision Committee chaired by him.

During the year under review and prior to the cancellation of the Management Committee, the Management Committee held regular meetings. The Management Committee reviewed and discussed, including but not limited to, the Group's investment proposals on new projects, changes in senior management personnel, performance appraisals, and status of financial budget execution and the major works done and progress of each business sectors, as well as yearly R&D topics, etc.

管理委員會(於二零一七年八月十五日取消)的成員包括時任行政總裁陳小平先生(擔任主席)、時任總經理王天義先生、財務總監黃錦聰先生、時任執行董事蔡曙光先生，以及胡延國先生、安雪松先生及錢曉東先生(分別為環保能源、環保水務及綠色環保業務板塊總裁)。管理委員會負責日常業務運營管理，以及制定並實施本集團年度工作目標及中期發展規劃等，為本集團日常業務活動決策中心，對於日常運營、管理及人事等重大事項進行集體決定。管理委員會設有書面的職權範圍。

於二零一七年八月十五日，董事會決議取消管理委員會，原管理委員會的工作職責隨即由行政總裁及其下新成立並由其擔任主席的管理決策委員會履行。

於回顧年度內及在取消管理委員會之前，管理委員會定期召開會議。管理委員會審議及討論包括(但不限於)本集團新項目的投資方案、高級管理人員任免、各業務板塊的考核、財務預算及重點工作執行情況、以及年度研發課題等事宜。

## THE BOARD OF DIRECTORS (continued) 董事會(續)

### Role of the Board 董事會的角色

The Board directs and approves the overall strategies of the Group. It is the ultimate decision making body of the Company except for matters requiring the Shareholders' approval in accordance with the Articles of Association of the Company, the Listing Rules and other applicable laws and regulations.

The Board has delegated day-to-day business of the Group to the management. All committees established under the Board have their specific terms of reference in writing clearly explaining their roles and the authorities delegated to them.

董事會制定及批准本集團的整體政策。除根據本公司的章程細則、上市規則及其他適用法例及法規須獲股東批准的事宜外，董事會為本公司的最終決策機關。

董事會授權管理層管理本集團的日常業務。董事會下設的委員會有其特定的書面職權範圍，明確解釋他們的角色及董事會轉授予的權力。

### Corporate governance functions 企業管治職責

The Board is responsible for performing the corporate governance duties as set out below:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
5. to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Board had performed the above duties during the year under review.

董事會負責履行下述企業管治的職責：

1. 制定及檢討本公司的企業管治政策及常規，並提出建議；
2. 檢討及監察各董事及高級管理人員的培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
5. 檢討本公司遵守企業管治守則的情況及在《企業管治報告》內的披露。

於回顧年度內，董事會已履行上述職責。

## Corporate Governance Report 企業管治報告

### THE BOARD OF DIRECTORS (continued) 董事會(續)

#### Board Diversity Policy 董事會成員多元化政策

The Company has formulated the board diversity policy aiming at setting out the approach on diversity of the Board.

The Board recognizes the importance of having a diverse Board in enhancing the Board's effectiveness and corporate governance. A diverse Board includes and makes good use of differences in the skills, industry knowledge and experience, education, background and other qualities of the Directors and does not discriminate on the ground of race, age, gender or religious belief. These differences are taken into account in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Nomination Committee has responsibility for identifying and nominating candidates for approval by the Board. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required on the Board and assessing the extent to which the required skills are represented on the Board and overseeing the Board succession.

The Nomination Committee is also responsible for reviewing and reporting to the Board in relation to Board diversity.

Board appointments will be based on merits of the candidates and other objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates to join the Board will be, in part, dependent on the pool of candidates with the necessary knowledge, experience, skills, educational background and other qualities. The final decision will be based on the chosen candidate's merits and contributions that he/she will bring to the Board.

The Board considers that board diversity is a vital asset to the Company.

At present, the Nomination Committee has not set any measurable objectives to implement the Board diversity policy. However, the Nomination Committee will consider and review the Board diversity policy, and set any measurable objectives from time to time.

本公司訂立董事會成員多元化政策，目的是為董事會成員的多元化訂立方向。

董事會明白一個多元化的董事會對於提高董事會效益及企業管治的重要性。多元化的董事會包括以及善用董事的不同技能、行業知識和經驗、教育、背景和其他素質，而不會產生基於種族、年齡、性別或宗教的歧視。在決定最佳董事會組合時會考慮該等因素，並盡可能取得適當的平衡。

提名委員會負責物色及提名董事候選人予董事會批准；負責評估董事會所需的適當經驗、專業知識和技能的組合和多元化因素；以及監督董事會的繼任。

提名委員會負責審查及向董事會報告有關董事會成員的多元化事宜。

董事的任命將根據候選人的優點及其他客觀標準作出，充分考慮該等因素對於董事會成員多元化的好處。

甄選候選人加入董事會時，會按照候選人有否具備所需的知識、經驗、技能、教育背景及其他素質來考慮。最終的決定將會取決於候選人的優點和其將會為董事會作出的貢獻。

董事會認為董事會成員的多元化，對於公司企業是一項重要的資產。

目前，提名委員會尚未就實踐董事會成員多元化政策而訂定任何可量化的目標。然而，提名委員會將會不時考慮及檢討董事會成員多元化政策以及訂定任何可計量目標。



## THE BOARD OF DIRECTORS (*continued*) 董事會(續)

### Training for Directors 董事培訓

Each newly appointed Director receives an induction package covering the statutory and regulatory obligation of a director of a listed company. The Company continuously updates Directors with the latest developments and changes to the Listing Rules and other applicable regulatory requirements and provides training to develop and refresh the Directors' knowledge and skills.

During the year under review, directors' induction training was given to Mr. Hu Yanguo and Mr. Qian Xiaodong who were appointed as the executive Directors with effect from 1 January 2018. Moreover, the Company provided Directors with monthly updates on the performance, position and prospects of the Company. The Company also provided Directors with monthly analysis report on the Company's stock price performance and monthly journal of the Company.

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills as directors. The Company has prepared a training record in order to assist the Directors to record the training that they have undertaken.

During the year under review, the Company organised trainings for Directors on directors' duties in the context of valuations in corporate transactions. Individual Director had also attended seminars and/or conferences or forums relevant to his profession and duties as Directors. The Company also arranged project site visits for the Directors.

每名新委任的董事將獲得就任培訓，內容包括上市公司董事在法則及監管規定上之責任的資料。本公司持續向董事提供有關上市規則和其他適用監管規定之最新發展概況，並提供培訓以發展及更新董事的知識和技能。

於回顧年度內，本公司提供董事就任培訓予胡延國先生及錢曉東先生，彼等於二零一八年一月一日起獲委任為執行董事。此外，本公司向董事提供有關本公司表現、狀況及前景的每月更新資料。本公司亦向董事每月提供有關本公司股價表現的分析報告，以及每月月刊。

本公司鼓勵董事參加持續專業發展，以發展並更新董事的知識和技能。本公司已備有培訓記錄，以協助董事記錄所接受的培訓。

於回顧年度內，本公司為董事舉辦有關董事在企業交易估值方面的責任之培訓。個別董事還參加了有關其專業和董事職務的培訓課程及／或會議或論壇。本公司亦安排董事到公司項目現場考察。

## Corporate Governance Report 企業管治報告

### THE BOARD OF DIRECTORS (continued) 董事會(續)

#### Training for Directors (continued) 董事培訓(續)

Below is a summary of the training the Directors had received during the year under review:

於回顧年度內，董事所接受的培訓概要如下：

Name of Directors	董事姓名	Types of training 培訓類型
<i>Executive Directors</i> 執行董事		
Mr. Cai Yunge	蔡允革先生	A,C,D
Mr. Wang Tianyi	王天義先生	A,B,C,D
Mr. Chen Xiaoping <sup>Note 1</sup>	陳小平先生 <sup>註1</sup>	A,B,C,D
Mr. Wong Kam Chung, Raymond	黃錦聰先生	A,B,C,D
Mr. Cai Shuguang <sup>Note 2</sup>	蔡曙光先生 <sup>註2</sup>	A,B,C,D
Mr. Hu Yanguo <sup>Note 3</sup>	胡延國先生 <sup>註3</sup>	E
Mr. Qian Xiaodong <sup>Note 4</sup>	錢曉東先生 <sup>註4</sup>	E
<i>Non-executive Director</i> 非執行董事		
Mr. Tang Shuangning	唐雙寧先生	C
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Mr. Fan Yan Hok, Philip	范仁鶴先生	A,C,D
Mr. Mar Selwyn	馬紹援先生	A,C,D
Mr. Zhai Haitao	翟海濤先生	A,C,D
Mr. Li Kwok Sing, Aubrey <sup>Note 5</sup>	李國星先生 <sup>註5</sup>	A,C,D

Notes 註：

- (1) Mr. Chen Xiaoping resigned as the executive Director and the Chief Executive Officer with effect from 1 January 2018.  
陳小平先生由二零一八年一月一日起辭任執行董事兼行政總裁。
- (2) Mr. Cai Shuguang resigned as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
蔡曙光先生由二零一八年一月一日起辭任執行董事兼副總經理。
- (3) Mr. Hu Yanguo was appointed as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
胡延國先生由二零一八年一月一日起獲委任為執行董事兼副總經理。
- (4) Mr. Qian Xiaodong was appointed as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
錢曉東先生由二零一八年一月一日起獲委任為執行董事兼副總經理。
- (5) Mr. Li Kwok Sing, Aubrey resigned as an independent non-executive Director with effect from the close of annual general meeting on 24 May 2017.  
李國星先生由二零一七年五月二十四日股東週年大會結束後辭任獨立非執行董事。

## THE BOARD OF DIRECTORS (continued) 董事會(續)

### Training for Directors (continued) 董事培訓(續)

A: attending seminars/conferences/forums

出席座談會／會議／論壇

B: giving talks at seminars/conferences

於座談會／會議上演講

C: reading newspapers, journals and updates relating to the economy, environmental protection business or directors' duties and responsibilities, etc

閱讀有關經濟、環保業務或董事職責等之報章、刊物及更新資料

D: attending site visit(s) arranged by the Company

參與本公司安排的現場考察

E: directors' induction training

董事就任培訓

### Remuneration of Directors and Senior Management 董事及高級管理層薪酬

The remuneration of the members of the senior management by band for the year ended 31 December 2017 is set out below:

截至二零一七年十二月三十一日止年度高級管理層之薪酬組別如下：

Remuneration bands (HK\$)	Number of persons 人數	薪酬組別(港幣元)
\$2,000,001 to \$2,500,000	1	2,000,001元至2,500,000元
\$3,000,001 to \$3,500,000	1	3,000,001元至3,500,000元
\$3,500,001 to \$4,000,000	2	3,500,001元至4,000,000元

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 9 and 10 to the financial statements, respectively.

根據上市規則附錄十六須就董事酬金以及五名最高薪僱員披露之進一步詳情，分別載於財務報表附註9及10。

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### NUMBER OF BOARD MEETINGS AND COMMITTEE MEETINGS AND ATTENDANCE RATE OF DIRECTORS 董事會及委員會會議次數及各董事的出席次數

The following shows the number of regular Board meetings and committee meetings held during the year under review as well as the attendance rate of the Directors:

下表顯示回顧年度內本公司所舉行的定期董事會及委員會會議次數以及董事的出席次數：

#### Attendance rate 出席次數

Name of Directors 董事姓名	Board of Directors 董事會	Audit Committee 審核委員會	Risk Management Committee 風險管理委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Disclosure Committee 披露委員會	Management Committee <sup>Note 1</sup> 管理委員會 <sup>註1</sup>
<i>Executive Directors</i> 執行董事							
Mr. Cai Yunge <sup>Note 2</sup> 蔡允革先生 <sup>註2</sup>	4/5	N/A 不適用	N/A 不適用	1/2	2/2	N/A 不適用	N/A 不適用
Mr. Wang Tianyi <sup>Note 3</sup> 王天義先生 <sup>註3</sup>	5/5	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	2/2	6/7
Mr. Chen Xiaoping <sup>Note 4</sup> 陳小平先生 <sup>註4</sup>	5/5	N/A 不適用	N/A 不適用	2/2	N/A 不適用	2/2	6/7
Mr. Wong Kam Chung, Raymond 黃錦聰先生	5/5	N/A 不適用	2/2	N/A 不適用	N/A 不適用	2/2	7/7
Mr. Cai Shuguang <sup>Note 5</sup> 蔡曙光先生 <sup>註5</sup>	5/5	N/A 不適用	2/2	N/A 不適用	N/A 不適用	N/A 不適用	7/7
<i>Non-executive Director</i> 非執行董事							
Mr. Tang Shuangning 唐雙寧先生	1/5	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent Non-executive Directors</i> 獨立非執行董事							
Mr. Fan Yan Hok, Philip 范仁鶴先生	5/5	3/3	2/2	2/2	2/2	N/A 不適用	N/A 不適用
Mr. Mar Selwyn 馬紹援先生	5/5	3/3	2/2	2/2	2/2	N/A 不適用	N/A 不適用
Mr. Zhai Haitao <sup>Note 6</sup> 翟海濤先生 <sup>註6</sup>	5/5	3/3	N/A 不適用	2/2	2/2	N/A 不適用	N/A 不適用
Mr. Li Kwok Sing, Aubrey <sup>Note 7</sup> 李國星先生 <sup>註7</sup>	2/5	1/3	N/A 不適用	1/2	1/2	N/A 不適用	N/A 不適用



## NUMBER OF BOARD MEETINGS AND COMMITTEE MEETINGS AND ATTENDANCE RATE OF DIRECTORS (*continued*) 董事會及委員會會議次數及各董事的出席次數(續)

### Attendance rate 出席次數(續)

Notes 註：

- (1) The Management Committee was cancelled with effect from 15 August 2017.  
管理委員會於二零一七年八月十五日取消。
- (2) Mr. Cai Yunge was appointed as the chairman of the Nomination Committee with effect from the close of annual general meeting on 24 May 2017.  
蔡允革先生由二零一七年五月二十四日股東週年大會結束後獲委任為提名委員會主席。
- (3) Mr. Wang Tianyi was appointed as a member of the Nomination Committee and the chairman of the Disclosure Committee with effect from 1 January 2018.  
王天義先生由二零一八年一月一日起獲委任提名委員會成員及披露委員會主席。
- (4) Mr. Chen Xiaoping resigned as the executive Director and the Chief Executive Officer, a member of the Nomination Committee and the chairman of the Disclosure Committee with effect from 1 January 2018.  
陳小平先生由二零一八年一月一日起辭任執行董事兼行政總裁、提名委員會成員及披露委員會主席。
- (5) Mr. Cai Shuguang resigned as the executive Director and the Deputy General Manager, and a member of the Risk Management Committee with effect from 1 January 2018.  
蔡曙光先生由二零一八年一月一日起辭任執行董事兼副總經理及風險管理委員會成員。
- (6) Mr. Zhai Haitao was appointed as the chairman of the Remuneration Committee, ceased to be the chairman of the Nomination Committee and remains as a member of the Nomination Committee with effect from the close of annual general meeting on 24 May 2017.  
翟海濤先生自二零一七年五月二十四日股東週年大會結束後獲委任為薪酬委員會主席，並不再擔任提名委員會主席，但留任提名委員會成員。
- (7) Mr. Li Kwok Sing, Aubrey resigned as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee with effect from the close of annual general meeting on 24 May 2017.  
李國星先生由二零一七年五月二十四日股東週年大會結束後辭任獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。

## Corporate Governance Report 企業管治報告

### THE DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER 主席及行政總裁之職責分工

The roles of the Chairman and the Chief Executive Officer should be separate and should not be performed by the same individual. The Chairman's responsibility is to manage the Board and the Chief Executive Officer's responsibility is to manage the Company's business. The division of responsibilities between the Chairman and the Chief Executive Officer is clearly established.

The main duties of the Chairman include providing leadership for and overseeing the functioning of the Board; formulating overall strategies and policies of the Company; ensuring that all the Directors are properly briefed on issues arising at Board meetings and giving each Director an opportunity to express his view at Board meetings; ensuring that the Directors receive adequate information, which must be complete and reliable, in a timely manner; ensuring that the Board works effectively and discharges its responsibilities; ensuring that all key and appropriate issues are discussed by the Board in a timely manner; drawing up and approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the other Directors for inclusion in the agenda; taking responsibility for ensuring that good corporate governance practices and procedures are established; encouraging all Directors to make a full and active contribution to the Board's affairs and taking the lead to ensure that the Board acts in the best interests of the Company; ensuring that appropriate steps are taken to provide effective communication with the Shareholders and that views of the Shareholders are communicated to the Board as a whole; and facilitating the effective contribution of the Directors and ensuring constructive relations between executive Directors and non-executive Directors (including independent non-executive Directors).

The duties of the Chief Executive Officer include taking responsibility for the Group's operation and management; implementing decisions and plans approved by the Board; making day-to-day operational and managerial decisions; and coordinating overall business operations.

主席與行政總裁的職位應有區分，不應由同一人擔任。主席管理董事會的職責與行政總裁管理本公司業務的職責有清晰的區別。

主席的主要職責包括領導董事會及監察董事會功能；制定本公司整體策略及政策；確保董事會會議上所有董事均適當知悉當前的事項及給每名董事在董事會會議上表達其意見的機會；確保董事及時收到充份的資訊，而有關資訊亦必須完備及可靠；確保董事會有效地運作，且履行應有責任；確保董事會及時就所有重要的適当事項進行討論；釐定並批准每次董事會會議的議程，在適當情況下，這過程中應計及其他董事提議加入議程的任何事項；有責任確保本公司制定良好的企業管治常規及程序；鼓勵所有董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益；確保採取適當步驟保持與股東有效聯繫，以及確保股東意見可傳達到整個董事會；及促進董事對董事會作出有效貢獻，並確保執行董事與非執行董事（包括獨立非執行董事）之間維持建設性的關係。

行政總裁的職責包括負責本集團的運營和管理；執行董事會的決議及計劃；作出運營管理的日常決策；及協調整體業務運營。

## INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

The current 3 independent non-executive Directors hold office for a term until 31 December 2019. They are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

In accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Board is of the view that all independent non-executive Directors are independent (notwithstanding that for (i) Mr. Fan Yan Hok, Philip under Rule 3.13(7), he had been a non-executive Director prior to his re-designation as an independent non-executive Director; and (ii) Mr. Mar Selwyn was appointed and has served as an independent non-executive Director for more than 9 years since September 2004) and the Company has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to the requirements in the Listing Rules. Moreover, the Directors are of the opinion that Mr. Fan and Mr. Mar remain independent, notwithstanding their re-designation of Board position or length of tenure. The Board believes that Mr. Fan and Mr. Mar's detailed knowledge and experience of the Group's business and their external experience continue to be of significant benefit to the Group, and that they maintain an independent view of the Company's affairs.

Independent non-executive Directors are identified as such in all corporate communications containing names of the Directors. An updated list of the Directors identifying the independent non-executive Directors and the roles and functions of the Directors is maintained on the websites of the Company and HKEx.

現時三位獨立非執行董事的任期直至二零一九年十二月三十一日止。彼等並須遵行本公司的章程細則有關輪值退任及膺選連任之規定。

根據上市規則第3.13條所載之獨立性指引，董事會認為全體獨立非執行董事均為獨立人士（儘管(i)根據上市規則第3.13(7)條，范仁鶴先生在被調任為獨立非執行董事前為非執行董事；及(ii)馬紹援先生自二零零四年九月起獲委任為獨立非執行董事，任職超過九年），而每名獨立非執行董事已根據上市規則的規定向本公司提供有關其獨立性的年度確認書。另外，董事會認為范先生及馬先生作為獨立非執行董事仍然保持獨立，並無證據顯示其董事會職位的調任或其任期對其獨立性有任何影響。董事會相信范先生及馬先生對本集團業務的豐富知識和經驗以及在本集團以外的經驗，將繼續為本集團帶來莫大裨益，並相信他們會對公司事務保持獨立意見。

本公司在所有載有董事姓名的公司通訊中，已明確說明獨立非執行董事身份。本公司之最新董事名單已載於本公司及港交所的網站內，註明獨立非執行董事身份及列明董事角色及職能。

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

### 董事進行證券交易的標準守則

The Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct for Directors' transactions in securities of the Company. Having made specific enquiries to the Directors, all Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code during the year ended 31 December 2017.

本集團採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行本公司證券交易事宜的指引。經向所有董事作出特定查詢後，所有董事均確認其於截至二零一七年十二月三十一日止年度內一直遵守標準守則所載的規定。

## Corporate Governance Report 企業管治報告

### COMPANY SECRETARY 公司秘書

The Company Secretary is accountable to the Board for ensuring that Board policy and procedures are followed and Board activities are efficiently and effectively conducted. The Company Secretary is a full time employee of the Company. Although the Company Secretary reports to the Chairman of the Board and the Chief Executive Officer, all the Directors may call upon the Company Secretary for assistance and advice at anytime in respect to their duties so as to ensure effective operation of the Board and the committees thereunder. The Company Secretary advises the Board on governance matters and facilitates the induction and professional development of Directors. For the year under review, the Company Secretary has obtained the practitioner's endorsement certificate for 2017/18 issued by The Hong Kong Institute of Chartered Secretaries and confirmed she had taken no less than 15 hours of relevant professional training.

公司秘書向董事會負責，以確保遵守董事會政策和程序，以及董事會事務有效率及有效地進行。公司秘書為本公司全職僱員，雖然公司秘書向董事會主席及行政總裁匯報，但全體董事均可隨時要求公司秘書提供有關董事責任的意見及協助，確保董事會及其下屬委員會可有效運作。公司秘書負責就管治事宜向董事會提供建議，並負責董事的就任簡報及專業發展。於回顧年度，公司秘書已取得由香港特許秘書公會發出的二零一七／二零一八年度的執業批准證書及確認其已接受不少於十五小時的相關專業培訓。

### CONSTITUTIONAL DOCUMENTS 組織章程文件

During the year under review, there was no change in the Company's constitutional documents.

於回顧年度，本公司的組織章程並無變動。

### EXTERNAL AUDITORS 外聘核數師

It is the auditors' responsibility to form an independent opinion, based on their audit, on the Company's financial statements and to report their opinions solely to the Company, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the contents of the independent auditor's report.

The external auditors of the Company for the year under review were Ernst & Young. Apart from the provision of annual audit services, Ernst & Young also carried out interim review of the Group's results and provided other services in connection with the requirements under the Occupational Retirement Schemes Ordinance.

核數師之職責是根據彼等審核工作的結果，對本公司財務報表作出獨立意見，並按照香港法例第六百二十二章公司條例（「公司條例」）第405條的規定，對本公司作為一個整體作出報告。除此之外，該報告不可用作其他用途，核數師概不就獨立核數師報告的內容，對任何其他人士負責或承擔責任。

於回顧年度內，本公司之外聘核數師為安永會計師事務所。除每年提供審核服務外，安永會計師事務所亦審閱本集團的中期業績及就本集團按照職業退休計劃條例的規定而提供其他服務。



## EXTERNAL AUDITORS (continued) 外聘核數師(續)

For the year ended 31 December 2017, Ernst & Young, the external auditors, received the following remuneration from the Group in connection with the provision of audit and non-audit services to the Group:

截至二零一七年十二月三十一日止年度內，外聘核數師安永會計師事務所就提供審核及非審核服務予本集團而收取下列酬金：

		2017 二零一七年 HK\$'000 港幣千元
Financial statements audit services and interim review services	財務報表審核服務及中期業績審閱服務	6,780
Other services	其他服務	
– assurance services in connection with the requirements under the Occupational Retirement Schemes Ordinance	– 根據職業退休計劃條例有關規定的核證服務	6
		6,786

## RISK MANAGEMENT AND INTERNAL CONTROLS 風險管理及內部監控

The Board has full responsibility for the Group's risk management and internal control systems, which include the establishment of a defined management structure with specified limits of authority. The systems are designed to help the achievement of business objectives of the Group, safeguard assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication and ensure compliance with relevant legislations and regulations. The risk management and internal control systems are designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會全權負責本集團的風險管理及內部監控系統，包括制訂管理架構及相關的權限。該等系統旨在協助本集團達致業務目標、保管資產以防未經授權使用或出售、確保存有正確會計紀錄以提供可靠的財務資料供內部使用或對外發放，並確保遵守有關法例與規則。風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只可合理(但並非絕對)保證不會出現重大失實陳述或損失。

## Corporate Governance Report 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROLS (continued) 風險管理及內部監控(續)

The Board has conducted a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2017. This review covered all material controls, including financial, operational and compliance controls and risk management functions, and also considered the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programmes and budget. The Risk Management Department reports to the Company's Risk Management Committee on the control of major risks and internal control implementation. The Board considered that the risk management and internal control systems were effective. Any internal control weaknesses of the Group detected by the Internal Audit Department is reported to the Audit Committee members and the management of the Company. Accordingly, the management takes remedial actions and the Internal Audit Department subsequently follows up and reviews whether the remedial actions in place are adequate.

董事會已對本集團截至二零一七年十二月三十一日止年度的風險管理及內部監控系統的有效性進行檢討。該等檢討包括所有重要的監控，特別是財務監控、運營監控、合規監控及風險管理功能，並考慮本公司在會計、內部審計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。董事會認為風險管理及內部監控系統屬有效。風險管理部就主要風險的控制情況和內部監控的執行情況向本公司的風險管理委員會匯報。倘若發現任何本集團內部監控的弱點，內部審計部會向本公司的審核委員會成員及管理層匯報。據此，管理層會採取相應的糾正措施及由內部審計部隨後跟進及審核有關糾正措施是否足夠。

To provide effective internal controls, the Board has established the following key procedures:

為提供有效的內部監控，董事會確立了下列主要程序：

#### – Organisational Structure 組織架構

An appropriate organisational structure is in place with defined operating policies and procedures as well as responsibility and reporting lines.

本集團已制訂合適的組織架構，清楚訂明相關的運營政策及程序、職責及匯報渠道。

#### – Authority and Control 權限及監控

The executive Directors and senior management are delegated with respective levels of authorities to carry out the corporate strategies, policies and the related matters formulated by the Board, and also based on related internal control requirements of the existing policies and procedures to execute.

執行董事及高級管理人員獲授予相關權限以執行董事會制訂的企業策略、政策及有關事務，並根據現有制度與流程中有關內部監控的要求行事。

#### – Budgetary Control and Financial Reporting 預算控制及財務報告機制

The Group implements budget management, and financial budget is executed upon approval by the Board. Relevant procedures have been established to assess, review and approve major capital and recurrent expenditures, and regular review and comparison between operating results and the budget are made.

The Group has established appropriate internal control procedures to ensure the keeping of complete and accurate accounting and management records on a timely basis. Examination and review are carried out regularly to ensure that the financial statements are properly prepared in conformity with the generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations.

本集團實行預算管理，財務預算由董事會批核後執行。本集團已訂立相關程序以評估、檢討及批核主要的資本性及經常性支出，並定期檢討與比較運營結果與預算。

本集團已建立適當的內部監控程序，確保全面、正確及準時記錄會計及管理資料。定期進行檢討及審查，確保財務報表的編製符合一般認可的會計準則、本集團會計政策，以及適用的法律及法規。

## RISK MANAGEMENT AND INTERNAL CONTROLS (*continued*) 風險管理及內部監控(續)

### – Internal Auditing 內部審計

The Company has its Internal Audit Department, which has regularly conducted internal audits to review whether the risk management and internal control procedures are being implemented appropriately.

本公司設有內部審計部，並定期進行內部審計以檢討風險管理及內部監控程序是否如實執行。

The Company has established an internal whistleblowing policy and system for employees of the Company to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters.

In order to achieve effective step-by-step management, the Company has set up 3 lines of defence in risk management and internal control: The first line of defence includes business segments, regional centers and project companies. They are responsible for continuous identification, assessment, monitoring and report of risks in operating process and implementation of risk management and internal control specific process. The second line of defence includes functional departments of the headquarter, functional departments in all segments and Risk Management Department. They are responsible for the regular review of overall risk level and effectiveness of control measures in major risks. The third line of defence is Internal Audit Department which is responsible for the regular review on risk management and the follow up actions taken in enhancing internal control.

Adherence to the principle of “Up-and-Down Coordination and Cross-segmental Cooperation”, the Group has strengthened its risk management through promotion of risk management system and establishment of the risk management working network. The Risk Management Committee under the Board takes accountability on risk management, and reviews the corporate risk management and internal controls at least twice a year. During the year under review, the Risk Management Committee reviewed the establishment of a risk management system for the Group, list of risk factors and risk evaluation criteria, 2017 risk management work plan, 2017 major risk identification and control, internal control construction and evaluation. The Risk Management Department of the Company is responsible for the implementation of the risk management system and evaluation of internal control and evaluates the effectiveness of the risk management and internal control systems through on-site assessment and risk information collection, etc.

本公司制定了內部舉報政策及系統，僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。

本公司建立了風險管理和內部監控的三道防線組織體系，實現有效的逐級管理：第一道防線包括各業務板塊、區域中心和項目公司，負責對運營過程中的風險持續識別、評估、監控及匯報，實施風險管理及內部監控系統的具體流程；第二道防線包括總部職能部門、各板塊職能部門和風險管理部，負責定期評估整體的風險等級、審閱主要風險管控措施的有效性；第三道防線為公司內部審計部，負責定期審核風險管理和內部監控系統改進的落實情況。

本公司以「上下聯動、縱橫交錯」為指導原則全面推進風險管理體系，建立風險管理工作網絡，提升風險管理水準。董事會下設風險管理委員會，對風險管理工作負責，每年不少於兩次對企業風險管理情況和內部監控進行檢討。於回顧年度內，風險管理委員會審議本集團的風險管理體系建設工作、風險要素清單與風險評估標準、二零一七年風險管理工作計劃、二零一七年度主要風險識別與管控情況、內部監控構建與評估情況。本公司風險管理部負責風險管理體系落實和內部監控評估工作，通過現場風險調研、風險資訊收集等方式，評估風險管理和內部監控系統的有效性。

## Corporate Governance Report 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROLS (continued) 風險管理及內部監控(續)

In 2017, the Group established the risk management operation manual in accordance with the risk management systems and released annual risk management instructions, detailed work flow and specific implementation requirements of risk management and internal control, enhanced supervision and inspection mechanism of risk management and internal control. The Company enhanced list of risk factors and evaluation criteria of risk effect degree, and established risk event database within the year. According to the changes of external environment and actual operation, the Company used unified evaluation scope, evaluation criteria, evaluation process and tools, carried out risk evaluation work of the year, determined major risk of the year and established effective control measures, continuously analyzed effectiveness of control methods and followed up specific control effect. During the year the Company conducted internal control evaluation from company level, business level and information system level etc. to improve the effectiveness of internal control. The Company has continued to carry out special inspection work on risks to improve normalization of risk management. The Company paid high attention for risk awareness and improvement of risk management ability, carried out different forms of risk management trainings, enhanced on site risk inspection and special inspection, improved standardization of risk management within the year.

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company has established a Disclosure Committee and the Board has delegated the day-to-day execution of its continuous disclosure obligations to the Disclosure Committee. Moreover, the Company has formulated an inside information reporting policy to ensure that potential inside information can be promptly identified, assessed and escalated, if necessary, for the attention of the Disclosure Committee and/or the Board to decide about the need for disclosure.

二零一七年，本集團根據風險管理系統編制了風險管理操作手冊並下發了年度風險管理工作指導意見，風險管理與內部監控的詳細工作流程和具體執行要求，以提高風險管理與內部監控監督檢查機制。本公司於年內完善了風險要素清單和風險影響程度評估標準，並建立了風險事件數據庫。根據外部環境變化和實際運營狀況，本公司採用統一的評估範圍、評估標準、評估流程和評估工具，開展年度風險評估工作，確定了年度主要風險並對主要風險制定了有效的管控措施，持續分析管控措施的有效性和跟進具體的管控效果。本公司於年內從公司層面、業務層面、信息系統層面等維度開展內部監控評估工作，提升內部監控的有效性。本公司於年內持續開展風險專項檢查工作，促進風險管理工作的常態化。本公司高度重視風險意識和風險管理能力的提升，年內開展多種形式的風險管理培訓，強化風險現場核查和專項檢查工作，提升風險管理的標準化水平。

有關處理及發佈內幕消息的程序和內部監控，本公司設有披露委員會，由董事會授權負責持續披露責任的日常執行工作。此外，本公司制定了內幕消息報告政策以確保潛在的內幕消息及時得以識別、評估及在必要時反映至披露委員會及／或董事會，以便決定是否需要作出披露。

### CODE OF CONDUCT 操守準則

The Group places utmost importance on employees's ethical, personal and professional standards. Every employee is required to undertake to adhere to the Code of Conduct of the Group, and is expected to achieve the highest standards set out in the Code of Conduct including avoidance of conflict of interest, discrimination or harassment and bribery and corruption, etc. Employees are required to report any non-compliance with the Code of Conduct to the management.

本集團極為重視僱員的道德、個人及專業操守準則。每名僱員均須承諾遵守本集團之操守準則，本集團期望所有僱員均達到操守準則所訂的最高準則，包括避免利益衝突、歧視或騷擾、以及賄賂及貪污等。僱員須向管理層報告任何違反操守準則的情況。



## INTERNAL AND EXTERNAL WHISTLEBLOWING AND INVESTIGATION POLICIES

### 內部及外部舉報及調查辦法

To enhance the transparency, integrity and accountability of the Group and to retain a consistently high standard of corporate governance, the Company has put in place Internal Whistleblowing and Investigation Policy and External Whistleblowing and Investigation Policy (the “Policies”). The Policies apply to the employees/the related persons (including but not limited to investors, lenders, suppliers, customers, services providers and government, etc.) of the Company and its subsidiaries (excluding China Everbright Water Limited, China Everbright Greentech Limited and their respective subsidiaries). The Policies are designed to provide the employees/the related persons with the confidential whistleblowing channels to report the actual or suspected illegal activities and misconducts in corporate financial reporting, internal control or other areas in which the Company's attention should be drawn and investigation should be initiated. The valid whistleblowing method is posted in the Company's website.

為提高本集團運作的透明度、廉潔度、問責性及致力保持一貫高度的企業管治標準，本公司設有內部舉報及調查辦法和外部舉報及調查辦法（「該等辦法」）。該等辦法適用於本公司及其附屬公司（不包括中國光大水務有限公司、中國光大綠色環保有限公司及其等的附屬公司）的僱員／往來人士（包括但不限於投資者、貸款人、供應商、客戶、服務商及政府等）。該等辦法旨在為僱員／往來人士在保密的情況下就公司財務匯報、內部監控或其他方面可能或已發生的不正當或不合法行為提供舉報渠道，引起本公司關注及調查。有效之舉報方法已載列於本公司網站。

## DIRECTORS' RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

### 董事就財務報表所承擔的責任

The Directors confirm that they are responsible for the preparation of the Group's financial statements.

The Finance Management Department of the Company is taken charge by the Chief Financial Officer. With the assistance of the Finance Management Department, the Directors ensure that the Group's financial statements have been properly prepared in accordance with relevant regulations and applicable accounting principles.

A statement by Ernst & Young, the external auditors of the Company, about their reporting responsibilities on the financial statements of the Group is included in the Independent Auditor's Report on pages 120 to 128.

董事確認須就編製本集團財務報表承擔有關責任。

本公司的財務管理部由財務總監負責管理。在財務管理部的協助下，董事確保本集團財務報表的編製符合有關法規及適用之會計準則。

本公司外聘核數師安永會計師事務所就本集團財務報表所作之申報責任聲明列載於第120頁至第128頁之獨立核數師報告內。

## Corporate Governance Report 企業管治報告

### SHAREHOLDERS' RIGHTS 股東的權利

The Company recognizes the importance of good communications with the Shareholders and the investors and also recognizes the value of providing current and relevant information to the Shareholders and the investors. The Board has established a Shareholders' communication policy setting out the principles of the Company in relation to the Shareholders' communication, with the objective of ensuring the Shareholders and investors are provided with ready, equal and timely access to current and relevant information about the Group.

The Company maintains on-going dialogue with the Shareholders to communicate with them through annual general meetings or other general meetings and encourages their participation in such general meetings.

Notices of Shareholders' meetings which contain agenda, proposed resolutions and postal voting form, are sent to the registered Shareholders by post.

All registered Shareholders are entitled to attend annual and extraordinary general meetings, provided that their shares have been recorded in the register of members of the Company.

Annual and interim reports offer comprehensive operational and financial performance information to the Shareholders, and the annual general meeting of the Company provides a forum for the Shareholders to exchange views directly with the Board, which together help enhance and facilitate communication with the Shareholders. The Shareholders who are unable to attend a general meeting may complete and return to the Company's Share Registrar the proxy form enclosed with notice of meeting to give proxy to their representatives, another Shareholder or chairman of the meeting.

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當前及相關資訊的價值。董事會制定了股東通訊政策，列出本公司有關股東通訊之原則，旨在確保股東及投資者，能取得現成、相同及適時的本集團最新相關資料。

本公司就此透過股東週年大會或其他股東大會與股東一直保持溝通並鼓勵彼等參與股東大會。

已登記股東以郵遞方式收取股東大會通告，大會通告載有議程、提呈的決議案及郵遞投票表格。

任何登記股東均有權出席股東週年大會及股東特別大會，惟彼等的股份必須已登記於本公司之股東名冊內。

年度及中期報告為股東提供運營及財務業績表現的詳盡資料，本公司的股東週年大會為股東提供與董事會成員直接交換意見的機會，這有助於加強和促進與股東的溝通。未能出席股東大會的股東可填妥隨附於大會通告的代表委任表格並交回本公司股份過戶處，以委任彼等之代表或另一名股東或大會主席為彼等的代表。

### CONVENING OF EXTRAORDINARY GENERAL MEETING ON REQUISITION BY SHAREHOLDERS 應股東要求召開股東特別大會

Pursuant to section 566 of the Companies Ordinance, the members of the Company representing at least 5% of the total voting rights of all the members having a right to vote at general meetings may request the Directors to call a general meeting. The request must state the general nature of business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. The request may consist of several documents in like form and may be sent to the Company in hard copy form or in electronic form and must be authenticated by the person(s) making it.

根據公司條例第566條，擁有股東大會上投票資格的全體股東總投票權佔最少5%之本公司股東，可要求董事召開股東大會。有關要求書必須列明將於會上處理的事項的大致性質，並可包括將於會上適當動議或擬於會上動議的決議案內容。有關要求書可包含多份格式相近的文件，並可透過複印本形式或電子形式向本公司提出，惟必須經由提出要求的人士核證。

## CONVENING OF EXTRAORDINARY GENERAL MEETING ON REQUISITION BY SHAREHOLDERS (continued) 應股東要求召開股東特別大會(續)

If the Directors do not within 21 days from the date of the deposit of the request proceed duly to convene a general meeting for a day not more than 28 days after the date on which the notice convening a general meeting is given, the members who requested the meeting or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting, provided that the general meeting so convened shall not be held after the expiration of 3 months from such date.

The general meeting convened by such members shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the Directors.

倘董事在該要求書交付日期起計二十一天內，未有在召開股東大會通知書發出日期後二十八天內安排召開一次股東大會，則該等請求人或佔全體請求人一半以上總表決權的請求人，可自行召開股東大會，但如此召開的股東大會不得在上述請求日期起計三個月屆滿後舉行。

由有關股東召開的股東大會，須盡可能以接近董事召開股東大會的方式召開。

## PUTTING FORWARD PROPOSAL AT ANNUAL GENERAL MEETING 於股東週年大會上提出議案

Pursuant to section 615 of the Companies Ordinance, the members of the Company may request the Company to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting. The request may be sent to the Company in hard copy form or in electronic form and must identify the resolution of which notice is to be given, be authenticated by the person or persons making it and be received by the Company not later than 6 weeks before the annual general meeting to which the requests relates; or if later, the time at which notice is given of that meeting.

The Company will give notice of a resolution if it has received the requests from (a) members representing at least 2.5% of the total voting rights of all the members of the Company who have a relevant right to vote on the resolution to which the request relate; or (b) at least 50 members who have a relevant right to vote on the resolution to which the request relate.

根據公司條例第615條，本公司股東可要求本公司向有權收取股東週年大會通告的股東發出決議案通告，而有關決議案將於股東週年大會上適當動議或擬於會上動議。有關要求書可透過複印本形式或電子形式向本公司提出，並須說明將予發出通告所述決議案，且必須經由提出要求的人士核證，以及本公司必須不遲於有關股東週年大會舉行日期前六個星期或(如較後)發出股東週年大會通告的時間接獲有關要求書。

本公司將於接獲下列人士發出的要求書後，發出決議案通告：(a)擁有就有關決議案投票的本公司全體股東總投票權的至少2.5%之股東；或(b)至少50名擁有就有關決議案投票權的股東。

## PROPOSING A PERSON FOR ELECTION AS A DIRECTOR 提名個別人士候選董事的程序

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Governance section of the Company's website at [www.ebchinaintl.com](http://www.ebchinaintl.com).

有關提名個別人士候選董事的程序，請參閱本公司網站[www.ebchinaintl.com](http://www.ebchinaintl.com)內企業管治部分的程序。

## Corporate Governance Report 企業管治報告

### 2017 ANNUAL GENERAL MEETING 二零一七年股東週年大會

At the 2017 AGM, a separate resolution was proposed by the chairman of the meeting in respect of each separate issue, including re-election of each retiring Director. All resolutions were duly passed by the Shareholders by way of poll at the meeting. Certain Directors and members of Board committees attended the meeting to answer questions of the Shareholders. The Company announced the results of the voting by poll in the manner prescribed under the Listing Rules. No other general meeting was held during the year of 2017. The attendance record of the Directors at the 2017 AGM is set out below:

於二零一七年股東週年大會，會議主席就每項獨立的事項個別提呈獨立決議案，其中包括重選各退任董事。所有決議案獲股東於該會議上以投票表決方式通過。部份董事及專責委員會的成員出席會議並回答股東的提問。本公司根據上市規則規定的方式公佈投票表決結果。於二零一七年年內並沒有舉行其他股東大會。董事出席二零一七年股東週年大會之紀錄如下：

Directors	董事	General meeting attended/held 出席大會次數／全部大會次數
<i>Executive Directors</i>		
Mr. Cai Yunge	蔡允革先生	1/1
Mr. Chen Xiaoping <sup>Note 1</sup>	陳小平先生 <sup>註1</sup>	1/1
Mr. Wang Tianyi	王天義先生	1/1
Mr. Wong Kam Chung, Raymond	黃錦聰先生	1/1
Mr. Cai Shuguang <sup>Note 2</sup>	蔡曙光先生 <sup>註2</sup>	1/1
<i>Non-executive Director</i>		
Mr. Tang Shuangning	唐雙寧先生	0/1
<i>Independent Non-executive Directors</i>		
Mr. Fan Yan Hok, Philip	范仁鶴先生	1/1
Mr. Mar Selwyn	馬紹援先生	1/1
Mr. Zhai Haitao	翟海濤先生	0/1
Mr. Li Kwok Sing, Aubrey <sup>Note 3</sup>	李國星先生 <sup>註3</sup>	1/1

Notes 註：

- (1) Mr. Chen Xiaoping resigned as an executive Director and the Chief Executive Officer with effect from 1 January 2018.  
陳小平先生由二零一八年一月一日起辭任執行董事兼行政總裁。
- (2) Mr. Cai Shuguang resigned as the executive Director and the Deputy General Manager with effect from 1 January 2018.  
蔡曙光先生由二零一八年一月一日起辭任執行董事兼副總經理。
- (3) Mr. Li Kwok Sing, Aubrey resigned as an independent non-executive Director with effect from the close of annual general meeting on 24 May 2017.  
李國星先生由二零一七年五月二十四日股東週年大會結束後辭任獨立非執行董事。

## INVESTOR RELATIONS AND COMMUNICATIONS 與投資者的關係及溝通

The Company recognizes the importance of efficient and effective communications with the investor community. Briefings and meetings with institutional investors and analysts are conducted regularly to provide them with up-to-date and comprehensive information about the Group's development. Besides, the Company facilitates the initiation and coverage of the Company published by research analysts of well-received investment banks which are instrumental in providing investors with independent and professional evaluations of the Company. Moreover, the Group participates in different international forums and overseas non-deal roadshows to elaborate on the Group's business development plans to global investors. Furthermore, the Company arranges site visits for investors and media to our key projects in the PRC. Last but not least, the Company has established a function dedicated to investor relations and engaged an external public relations company to take care of investor relations matters. The Company also maintains a website ([www.ebchinaintl.com](http://www.ebchinaintl.com)) which renders Shareholders, investors and the general public direct access to the information of the Group on a timely basis.

In order to enable the Shareholders to exercise their rights in an informed manner, and to allow them to engage actively with the Company, a Shareholders Communication Policy of the Company has been established. Shareholders may at any time send their enquiries and concerns to the Company via the Company's website at [www.ebchinaintl.com](http://www.ebchinaintl.com). Shareholders may also make enquiries with the Board at the general meetings of the Company.

本公司非常重視與投資者的高效及有效的溝通。本公司會不時與機構投資者及分析員舉行簡報會及會議，為彼等提供有關本集團發展的最新全面詳情。此外，本公司協助知名投資銀行的研究分析師為本公司撰寫分析報告，此舉有利於提供投資者有關本公司的獨立及專業評估。此外，本集團出席不同的國際論壇和海外的非交易路演，向全球投資者闡述本集團的業務發展計劃。另外，我們更透過實地考察，為投資者和媒體展示本集團位於中國的若干重點項目。本公司已設有專責投資者關係的職能，並聘請外部公關公司負責投資者關係的事宜。本公司之網站([www.ebchinaintl.com](http://www.ebchinaintl.com))為股東、投資者及公眾人士適時提供本公司資訊。

為了讓股東在知情的情況下行使其股東的權利，並讓他們積極參與本公司溝通，本公司訂立了股東通訊政策。股東可在任何時間通過本公司網站[www.ebchinaintl.com](http://www.ebchinaintl.com)向本公司發送他們的查詢和其所關心的問題。股東亦可在本公司的股東大會上向董事會提出查詢。



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

### CAI YUNGE – EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

aged 46, is the Executive Director and the Chairman of the Board. Mr. Cai is the Deputy General Manager of China Everbright Group Ltd., the Vice-chairman and General Manager of China Everbright Holdings Company Limited, and Executive Director and Chairman of the board of directors of China Everbright Limited (the shares of which are listed on The Stock Exchange of Hong Kong Limited (“HKEx”)), and a non-executive director of China Everbright Bank Company Limited (“Everbright Bank”) (the shares of which are listed on HKEx and Shanghai Stock Exchange). Currently he is the vice chairman of The Hong Kong Chinese Enterprises Association. He holds a master degree in Business Administration from The University of Warwick, UK and a doctoral degree in Economics from the Financial Research Institute of the People’s Bank of China. He holds the title of Senior Economist. Before joining the Company, Mr. Cai has served as the Secretary to the board and General Manager of Executive Office of Everbright Bank, Deputy Chief of the Development and Reform Commission of Guangdong Province, and Division Chief of the General Office and Deputy Division Chief of Banking Supervisory Department II of the China Banking Regulatory Commission. He joined the Board in November 2016, and was re-designated as the Executive Director and Chairman of the Board in December 2016.

### 蔡允革(執行董事兼董事會主席)

現年46歲，執行董事兼董事會主席。蔡先生為中國光大集團股份公司副總經理，中國光大集團有限公司副董事長、總經理，中國光大控股有限公司(其股份於香港聯合交易所有限公司(「港交所」)上市)執行董事兼董事會主席，以及中國光大銀行股份有限公司(「光大銀行」)(其股份於港交所及上海證券交易所上市)非執行董事，彼現為香港中國企業協會副會長。蔡先生持有英國沃里克(華威)大學工商管理碩士學位及中國人民銀行金融研究所博士研究生學位，彼具有高級經濟師職稱。在加入本公司前，蔡先生曾任光大銀行董事會秘書、辦公室總經理，廣東省發展和改革委員會副主任以及中國銀行業監督管理委員會辦公廳處長、銀行監管二部副處長等職務。蔡先生於二零一六年十一月加入董事會，並於二零一六年十二月調任為執行董事兼董事會主席。

### WANG TIANYI – EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

aged 55, is the Executive Director and the Chief Executive Officer of the Company. He is also a director of several subsidiaries of the Group. He is the non-executive director and the chairman of China Everbright Water Limited (the Company’s subsidiary and the shares of which are listed on the Singapore Exchange Securities Trading Limited). He is also the non-executive director and the chairman of the board of directors of China Everbright Greentech Limited (the Company’s subsidiary and the shares of which are listed on The Stock Exchange of Hong Kong Limited). Prior to joining the Group, he was the Dean of Shandong Academy of Sciences. He was formerly the Deputy Mayor of Jinan City of Shandong Province. He had been the Vice President, and the Dean and Professor of the School of Economics and Management of Yantai University of Shandong Province. He is currently a part-time professor of Tsinghua University and a Co-Director of the Center for PPP of Tsinghua University. He is also a member of the UNECE PPP Business Advisory Board, a member of the China Council for International Cooperation on Environment and Development and a member of China Business Research Centre Advisory Council of the National University of Singapore. He holds a doctorate degree in economics, a master’s degree in management and a bachelor’s degree in electronics from Tsinghua University. He had pursued advanced studies at Harvard University and University of California in the United States. Mr. Wang joined the Board in February 2010, and was re-designated as the Executive Director and the Chief Executive Officer of the Company in January 2018.

### 王天義(執行董事兼行政總裁)

現年55歲，本公司執行董事兼行政總裁。王先生亦為本集團若干附屬公司的董事。彼為中國光大水務有限公司(本公司之附屬公司，其股份於新加坡證券交易所有限公司上市)的非執行董事兼董事長。彼亦為中國光大綠色環保有限公司(本公司之附屬公司，其股份於香港聯合交易所有限公司上市)的非執行董事兼董事會主席。在加入本集團前，彼為山東省科學院院長。彼亦曾任山東省濟南市副市長，並曾任山東省煙台大學副校長、經管學院院長及教授。現擔任清華大學兼職教授和清華大學PPP研究中心的共同主任，聯合國歐洲經濟委員會PPP專家委員會委員，中國環境與發展國際合作委員會委員，以及新加坡國立大學中國商務研究中心諮詢委員會委員。彼持有清華大學經濟學博士、管理學碩士及電子學學士銜。彼亦曾在美國哈佛大學和加州大學學習深造。王先生於二零一零年二月加入董事會，並於二零一八年一月調任為本公司執行董事兼行政總裁。

*WONG KAM CHUNG, RAYMOND – EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER*

aged 54, is the Executive Director and Chief Financial Officer of the Company. He is also a director of several subsidiaries of the Group. Mr. Wong holds a Master of Business Administration Degree, a Master of Management Degree in Information Technology Management from Macquarie University, Australia, and a Bachelor of Arts with Honours Degree in Accountancy from the City University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Accountants of England and Wales, a fellow member of the Association of Chartered Certified Accountants of United Kingdom and a member of the Chartered Professional Accountants of Canada. He has extensive experience in accounting, finance and auditing areas. Mr. Wong joined the Board in December 2002.

*黃錦聰(執行董事兼財務總監)*

現年54歲，本公司執行董事兼財務總監。黃先生亦為本集團若干附屬公司的董事。黃先生持有澳洲麥克理大學工商管理碩士銜，管理學碩士銜(主修資訊科技管理)，以及香港城市大學會計學榮譽文學士銜，並為香港會計師公會會員、英國特許會計師公會會員、英國特許公認會計師公會資深會員及加拿大特許專業會計師協會會員。彼具有豐富之會計、財務及核數經驗。黃先生於二零零二年十二月加入董事會。

*HU YANGUO – EXECUTIVE DIRECTOR AND DEPUTY GENERAL MANAGER*

aged 51, is the Executive Director and the Deputy General Manager of the Company, and the general manager of Everbright Environmental Protection (China) Company Limited (a wholly-owned subsidiary of the Company). He is also a director of several subsidiaries of the Group. Mr. Hu was formerly the non-executive director of China Everbright Greentech Limited (the Company's subsidiary and the shares of which are listed on The Stock Exchange of Hong Kong Limited ("HKEx")). Prior to joining the Group, Mr. Hu was the person-in-charge of the accounting department of the Guangzhou branch of China Everbright Bank Company Limited (the shares of which are listed on the Shanghai Stock Exchange and HKEx). Mr. Hu obtained a bachelor's degree in mathematics and a master's degree in forestry economy and management from Northeast Forestry University in the People's Republic of China (the "PRC"). He is a certified public accountant in the PRC. Mr. Hu joined the Board in January 2018.

*胡延國(執行董事兼副總經理)*

現年51歲，本公司執行董事兼副總經理及光大環保(中國)有限公司(本公司之全資附屬公司)的總經理。彼亦為本集團若干附屬公司的董事。胡先生曾任中國光大綠色環保有限公司(本公司之附屬公司，其股份於香港聯合交易所有限公司(「港交所」)上市)的非執行董事。胡先生在加入本集團前，曾任職中國光大銀行股份有限公司(其股份於上海證券交易所及港交所上市)廣州分行會計部負責人。胡先生持有中華人民共和國(「中國」)東北林業大學數學學士學位及林業經濟管理碩士學位。彼為中國註冊會計師。胡先生於二零一八年一月加入董事會。

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

### *QIAN XIAODONG – EXECUTIVE DIRECTOR AND DEPUTY GENERAL MANAGER*

aged 45, is the Executive Director and the Deputy General Manager of the Company. He is also a director of several subsidiaries of the Group. Moreover, Mr. Qian is an executive director and the chief executive officer of China Everbright Greentech Limited (the Company's subsidiary and the shares of which are listed on The Stock Exchange of Hong Kong Limited). Mr. Qian had been the General Manager of the investment development department of the Company and the General Manager of Everbright Environmental Protection Venture Capital (Shenzhen) Ltd, a wholly-owned subsidiary of the Company. He obtained a bachelor's degree in thermal engineering from Dalian University of Technology in the People's Republic of China (the "PRC") and a master's degree in environment engineering from the Southeast University in the PRC. Mr. Qian joined the Board in January 2018.

### *錢曉東(執行董事兼副總經理)*

現年45歲，本公司執行董事兼副總經理。彼亦為本集團若干附屬公司的董事。此外，錢先生為中國光大綠色環保有限公司(本公司之附屬公司，其股份於香港聯合交易所有限公司上市)的執行董事兼行政總裁。彼曾擔任本公司投資發展部總經理及本公司全資附屬公司光大環保創業投資(深圳)有限公司總經理。彼持有中華人民共和國(「中國」)大連理工大學熱能工程學士學位及中國東南大學環境工程碩士學位。錢先生於二零一八年一月加入董事會。

### *TANG SHUANGNING\* – NON-EXECUTIVE DIRECTOR*

aged 63, is a Non-executive Director of the Company. Mr. Tang is the representative of the 12th National People's Congress and the Vice-chairman of the Agriculture and Rural Affairs Committee of the 12th National People's Congress. He is also a non-executive director of China Everbright Limited (the shares of which are listed on The Stock Exchange of Hong Kong Limited ("HKEx")). Mr. Tang was formerly the chairman of China Everbright Group Ltd. and China Everbright Holdings Company Limited, and a director of Sun Life Everbright Life Insurance Company Limited. Mr. Tang was also a non-executive director of Everbright Securities Company Limited (the shares of which are listed on HKEx and Shanghai Stock Exchange ("SSE")) and the chairman of the board of China Everbright Bank Company Limited (the shares of which are listed on HKEx and SSE) until February 2017 and December 2017 respectively. Prior to joining China Everbright Group, Mr. Tang was the Vice Chairman of the China Banking Regulatory Commission. He holds a Master's Degree in Economics from China North-east University of Finance & Economics. Mr. Tang has extensive knowledge and experience in finance management. He joined the Board in July 2007, and was re-designated as a Non-executive Director of the Company in December 2016.

### *唐雙寧(非執行董事)*

現年63歲，本公司非執行董事。唐先生為第十二屆全國人民代表大會代表、全國人民代表大會農業與農村委員會副主任委員。唐先生亦為中國光大控股有限公司(其股份於香港聯合交易所有限公司(「港交所」)上市)之非執行董事。此外，唐先生曾任中國光大集團股份公司及中國光大集團有限公司董事長，以及光大永明人壽保險有限公司董事。唐先生亦曾任光大證券股份有限公司(其股份於港交所及上海證券交易所(「上交所」)上市)非執行董事及中國光大銀行股份有限公司(其股份於港交所及上交所上市)董事長，分別直至二零一七年二月及二零一七年十二月止。彼在加入中國光大集團前，曾任中國銀行業監督管理委員會副主席等職務。彼持有中國東北財經大學經濟學碩士學位。唐先生於金融管理方面擁有非常廣泛的知識及十分豐富的經驗。唐先生於二零零七年七月加入董事會，並於二零一六年十二月調任為本公司非執行董事。

\* resigned on 16 March 2018.  
於二零一八年三月十六日辭任。

*FAN YAN HOK, PHILIP – INDEPENDENT NON-EXECUTIVE DIRECTOR*

aged 68, is an Independent Non-executive Director of the Company. Mr. Fan is also an independent non-executive director of the following Hong Kong listed public companies, namely Hysan Development Company Limited, First Pacific Company Limited, China Aircraft Leasing Group Holdings Limited and PFC Device Inc. He was formerly an independent non-executive director of Guolian Securities Co., Ltd, a Hong Kong listed Company, until July 2016. Mr. Fan was also formerly an independent director of Goodman Group, an Australian listed company and a member of the Asian Advisory Committee of AustralianSuper, a pension fund established in Australia, until November 2017 and February 2017 respectively. Mr. Fan holds a Bachelor's Degree in Industrial Engineering, a Master's Degree in Operations Research from Stanford University and a Master's Degree in Management Science from Massachusetts Institute of Technology. Before joining the Company in 1997, he was an executive director of CITIC Pacific Limited in charge of industrial projects in China. He joined the Board in November 1997 and was re-designated as a Non-executive Director and an Independent Non-executive Director of the Company in January 2010 and December 2012 respectively.

*范仁鶴(獨立非執行董事)*

現年68歲，本公司之獨立非執行董事。范先生亦為多家香港上市公司(即希慎興業有限公司、第一太平有限公司、中國飛機租賃集團控股有限公司及節能元件有限公司)的獨立非執行董事。彼曾任國聯證券股份有限公司(一家於香港上市的公司)的獨立非執行董事，直至二零一六年七月止。范先生也曾任Goodman Group(一家於澳大利亞上市的公司)的獨立董事及AustralianSuper(一家於澳大利亞成立的退休基金)的亞洲諮詢委員會成員，分別直至二零一七年十一月及二零一七年二月止。范先生持有史丹福大學工程學士銜，史丹福大學統籌學碩士銜及麻省理工學院管理科學碩士銜。在一九九七年加入本公司之前，彼曾任中信泰富有限公司執行董事，主管中國工業業務。范先生於一九九七年十一月加入董事會，並分別於二零一零年一月及二零一二年十二月調任為本公司之非執行董事及獨立非執行董事。

*MAR SELWYN – INDEPENDENT NON-EXECUTIVE DIRECTOR*

aged 82, is an Independent Non-executive Director of the Company. Mr. Mar graduated from the London School of Economics, University of London. He is a fellow member of the Institute of Chartered Accountants of United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is a director of Nexia Charles Mar Fan Limited. He is also an independent non-executive director and chairman of the audit committee of Minmetals Land Limited and Man Yue Technology Holdings Limited, as well as an independent non-executive director of PanAsialum Holdings Company Limited. He was formerly an independent non-executive director of China Kingstone Mining Holdings Limited until December 2015. He was the President of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in 1991. Mr. Mar is an Honorary Fellow of the Lingnan University. He joined the Board in September 2004.

*馬紹援(獨立非執行董事)*

現年82歲，本公司之獨立非執行董事。馬先生畢業於倫敦大學倫敦經濟學院經濟系。彼為英國特許公認會計師公會及香港會計師公會資深會員。馬先生現為馬炎璋會計師行有限公司的董事。彼亦為五礦建設有限公司及萬裕科技集團有限公司的獨立非執行董事及審核委員會主席，以及榮陽實業集團有限公司的獨立非執行董事。彼曾任中國金石礦業控股有限公司的獨立非執行董事，直至二零一五年十二月止。彼曾於一九九一年出任香港會計師公會會長。馬先生亦為嶺南大學榮譽院士。彼於二零零四年九月加入董事會。

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

### *ZHAI HAITAO – INDEPENDENT NON-EXECUTIVE DIRECTOR*

aged 49, is an Independent Non-executive Director of the Company. Mr. Zhai is the President and Partner of Primavera Capital Group. He is also an independent director of China Everbright Water Limited (the Company's subsidiary and the shares of which are listed on the Singapore Exchange Securities Trading Limited). He was formerly Managing Director of Goldman Sachs Asia LLC and Chief Representative of Goldman Sachs Beijing Office. Prior to joining Goldman Sachs, Mr. Zhai worked at the International Department of the People's Bank of China in Beijing, and was Deputy Representative of the People's Bank of China Representative Office for the Americas based in New York. He holds a Master's Degree in International Relations from Columbia University, a Master of Business Administration Degree from New York University and a Bachelor of Arts Degree in Economics from Peking University. He has extensive experience and knowledge in banking, capital market and management. Mr. Zhai joined the Board in January 2011.

### *翟海濤(獨立非執行董事)*

現年49歲，本公司之獨立非執行董事。翟先生為春華資本集團的總裁兼合夥人，彼亦為中國光大水務有限公司(本公司之附屬公司，其股份於新加坡證券交易所有限公司上市)的獨立董事。彼曾任職高盛亞洲有限責任公司董事總經理及高盛集團北京代表處首席代表。在任職高盛之前，翟先生曾任職中國人民銀行總行國際司，並曾擔任中國人民銀行駐美洲代表處(紐約)副代表。彼持有哥倫比亞大學國際關係碩士，紐約大學工商管理碩士，以及北京大學經濟學學士。彼於銀行、資本市場及企業管理方面擁有豐富的經驗及知識。翟先生於二零一一年一月加入董事會。

### *AN XUESONG – DEPUTY GENERAL MANAGER*

aged 47, is the Deputy General Manager of the Company. Mr. An is also the executive director and chief executive officer of China Everbright Water Limited (the Company's subsidiary and the shares of which are listed on the Singapore Exchange Securities Trading Limited). He holds a Master of Business Administration Degree from Jinan University. Mr. An holds the title of Certified Public Accountant in the People's Republic of China and International Internal Auditor. He has comprehensive experience in investment management, financial management and risk management. Mr. An joined the Group in May 2002.

### *安雪松(副總經理)*

現年47歲，本公司副總經理。安先生亦為中國光大水務有限公司(本公司之附屬公司，其股份於新加坡證券交易所有限公司上市)的執行董事兼總裁。安先生持有暨南大學工商管理碩士銜，彼亦為中國註冊會計師及國際註冊內部審計師。彼具有豐富之投資管理、財務管理、風險管理經驗。安先生於二零零二年五月加入本集團。

### *POON YUEN LING – COMPANY SECRETARY*

aged 50, is the Company Secretary of the Company. She is a fellow member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She joined the Group in April 1994, with over 25 years of experience in company secretarial affairs.

### *潘婉玲(公司秘書)*

現年50歲，本公司之公司秘書。彼為香港特許秘書公會及英國特許秘書及行政人員公會之資深會員。彼於一九九四年四月加入本集團，具逾二十五年公司秘書事務經驗。



# Report of the Directors

## 董事會報告

The directors of the Company (the “Directors”) have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2017.

### PRINCIPAL PLACE OF BUSINESS

China Everbright International Limited (the “Company”) is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the principal subsidiaries are set out in note 48 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries (the “Group”) during the financial year are set out in note 4 to the financial statements.

### BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group’s future business development are provided in the Chairman’s Statement and Chief Executive Officer’s Report on pages 10 to 53 of this Annual Report. In particular, description of principal risks and uncertainties faced by the Group can be found in the section headed “Principal Risks and Uncertainties” in the Chief Executive Officer’s Report on pages 45 to 50. An analysis of the Group’s performance during the year using key performance indicators by each business segment can be found on pages 18 to 37 of the Chief Executive Officer’s Report. In addition, discussions on the Group’s environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are provided in the section headed “Environmental and Social Management” in the Chief Executive Officer’s Report on pages 51 to 52.

本公司董事(「董事」)欣然提呈截至二零一七年十二月三十一日止年度之年度報告及經審核財務報表。

### 主要營業地點

中國光大國際有限公司(「本公司」)為一家於香港註冊成立，並以香港為本籍之公司。本公司之註冊辦事處及主要營業地點位於香港夏慤道十六號遠東金融中心二十七樓二七零三室。

### 主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務及其他詳情載於財務報表附註48。

本公司及其附屬公司(「本集團」)於本財政年度內之主要業務及按運營地域劃分之分析載於財務報表附註4。

### 業務回顧

本集團業務之年度回顧及有關本集團未來業務發展之討論載於本年報第10頁至第53頁之主席報告及行政總裁報告。特別是，本集團所面對之主要風險及不確定性之描述載於第45頁至第50頁之行政總裁報告「主要風險及不確定性」一節。本集團使用主要表現指標按各業務分部劃分之年度表現分析載於第18頁至第37頁之行政總裁報告。此外，有關本集團環境政策、與主要持份者之關係，以及對本集團有重大影響之相關法律及法規之遵守情況之討論載於第51頁至第52頁之行政總裁報告「環境與社會管理」一節。

# Report of the Directors

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

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

### 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資料如下：

		Percentage of the Group's total	
		Revenue	Purchases
		收益	採購額
The largest customer	最大客戶	6%	
Five largest customers in aggregate	五大客戶合計	23%	
The largest supplier	最大供應商		7%
Five largest suppliers in aggregate	五大供應商合計		17%

None of the directors of the Company or any of their 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.

本公司各董事或彼等之任何聯繫人士或任何股東（據董事所深知擁有本公司股本5%以上）概無擁有本集團五大客戶及供應商任何實益權益。

### MATERIAL RELATED PARTY TRANSACTIONS

Material related party transactions entered into by the Group during the year are set out in note 42 to the financial statements. In relation to those related party transactions that also constituted connected transactions or continuing connected transactions of the Group as defined in the Listing Rules, the Company has complied with the relevant disclosure requirements in accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the year.

### 重大關聯人士交易

本集團於年內訂立之重大關聯人士交易載於財務報表附註42。就同時構成本集團關連交易或持續關連交易(定義見上市規則)之關聯人士交易而言，本公司於年內已根據香港聯合交易所有限公司證券上市規則(「上市規則」)第14A章遵行相關披露規定。

### CONNECTED TRANSACTIONS

During the year, the Company and the Group had the following connected and continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

### 關連交易

年內，本公司及本集團有下列關連及持續關連交易，有關交易之部份詳情已遵從上市規則第14A章之規定作出披露。

# Report of the Directors

## 董事會報告

### CONNECTED TRANSACTIONS (*continued*)

#### Connected transactions

##### *Sponsor fee and underwriting commission*

On 20 April 2017 and 28 April 2017, the Company, China Everbright Greentech Limited (“CEGL”), a subsidiary of the Company, CEB International Capital Corporation Limited (“CEBI”), a connected person of the Company, and China Everbright Securities (HK) Limited (“CEBS”), a connected person of the Company, among others, entered into the conditional underwriting agreements (the “Spin-off Underwriting Agreements”) in respect of a proposed spin-off and separate listing of the Group’s Greentech project construction and operation business. Pursuant to the Spin-off Underwriting Agreements, sponsor fee and underwriting commission of HK\$16,952,000 and HK\$16,884,000 were charged by CEBI and CEBS, respectively, to the Group during the year. Further details of the transactions are included in the Company’s announcement dated 28 April 2017 and notes 37 and 42(g) to the financial statements.

##### *Underwriting service fees*

On 21 July 2017, China Everbright Water Limited (“CEWL”), a subsidiary of the Company, and Everbright Securities Company Limited (“Everbright Securities”), a connected person of the Company, entered into the underwriting agreement (the “Bond Underwriting Agreement”) in relation to the proposed issue of the bonds with an aggregate principal amount of not exceeding RMB2,500,000,000. Pursuant to the Bond Underwriting Agreement, underwriting service fees of HK\$5,759,000 was charged by Everbright Securities to the Group during the year. Further details of the transactions are included in the Company’s announcement dated 21 July 2017 and notes 31 and 42(g) to the financial statements.

### 關連交易(續)

#### 關連交易

##### *保薦人費用及承銷佣金*

於二零一七年四月二十日及二零一七年四月二十八日，本公司、本公司附屬公司中國光大綠色環保有限公司(「光大綠色環保」)、本公司關連人士光銀國際資本有限公司(「光銀國際資本」)及本公司關連人士中國光大證券(香港)有限公司(「中國光大證券」)等就建議分拆本集團綠色環保項目建造及運營業務獨立上市訂立有條件承銷協議(「分拆事項承銷協議」)。年內，光銀國際資本及中國光大證券根據分拆事項承銷協議分別向本集團收取保薦人費用及承銷佣金港幣16,952,000元及港幣16,884,000元。有關交易之進一步詳情載於本公司日期為二零一七年四月二十八日之公佈及財務報表附註37及42(g)。

##### *承銷服務費用*

於二零一七年七月二十一日，本公司附屬公司中國光大水務有限公司(「光大水務」)及本公司關連人士光大證券股份有限公司(「光大證券」)就建議發行本金總額不超過人民幣25億元的債券訂立承銷協議(「債券承銷協議」)。年內，光大證券根據債券承銷協議向本集團收取承銷服務費用港幣5,759,000元。有關交易之進一步詳情載於本公司日期為二零一七年七月二十一日之公佈及財務報表附註31及42(g)。

# Report of the Directors

## 董事會報告

### CONNECTED TRANSACTIONS (continued)

#### Continuing connected transactions

##### Deposit and loan services

On 14 May 2015, the Company entered into the Deposit Services Framework Agreement and the Loan Services Framework Agreement (collectively, the “Old Services Framework Agreements”) with China Everbright Group Ltd. (“China Everbright Group”). Pursuant to the Old Services Framework Agreements, China Everbright Group will, through its associate, China Everbright Bank Company Limited (“CE Bank”), provide deposit, loan and related services to the Group. On 7 December 2016, the Company entered into the New Deposit Services Master Agreement and the New Loan Services Master Agreement with China Everbright Group, pursuant to which (i) the Company and China Everbright Group have agreed to terminate the Old Services Framework Agreements with effect from 1 January 2017 and (ii) China Everbright Group will, through CE Bank, provide deposit, loan and related services to the Group.

- (a) Pursuant to the New Deposit Services Master Agreement, China Everbright Group shall procure CE Bank to provide to the Group deposit services (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 People’s Republic of China (“PRC”). The deposit services to be provided by China Everbright Group 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 2017, the maximum daily closing balance of the Group’s deposits (including interests accrued thereon) placed in CE Bank amounted to HK\$949,254,000. This amount was below the annual cap of HK\$2,000,000,000 for the year ended 31 December 2017 which was stated in the announcement of the Company dated 7 December 2016.

### 關連交易(續)

#### 持續關連交易

##### 存款及貸款服務

於二零一五年五月十四日，本公司與中國光大集團股份公司(「中國光大集團」)訂立存款服務框架協議及貸款服務框架協議(統稱「舊服務框架協議」)。根據舊服務框架協議，中國光大集團將透過其聯繫人士中國光大銀行股份有限公司(「光大銀行」)向本集團提供存款、貸款及相關服務。於二零一六年十二月七日，本公司與中國光大集團訂立了新存款服務總協議及新貸款服務總協議。據此，(i)本公司與中國光大集團同意自二零一七年一月一日起終止舊服務框架協議及(ii)中國光大集團同意透過光大銀行向本集團提供存款、貸款及相關服務。

- (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／或中華人民共和國(「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)。中國光大集團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。

於截至二零一七年十二月三十一日止年度，本集團存放於光大銀行之最高每日存款結餘(包括其應計利息)為港幣949,254,000元。此金額低於截至二零一七年十二月三十一日止年度之年度限額港幣2,000,000,000元，即本公司日期為二零一六年十二月七日之公佈所載年度限額。

# Report of the Directors

## 董事會報告

### CONNECTED TRANSACTIONS (continued)

#### Continuing connected transactions (continued)

##### Deposit and loan services (continued)

- (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 to the Group loans (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 China Everbright Group 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 2017, 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 HK\$474,347,000. This amount was below the annual cap of HK\$2,000,000,000 for the year ended 31 December 2017 which was stated in the announcement of the Company dated 7 December 2016.

##### Lease of the premises

On 18 May 2016, China Everbright Environmental Group Limited, a direct wholly-owned subsidiary of the Company, entered into an agreement (the "Tenancy Agreement") with Lane Bright Limited, an indirect wholly-owned subsidiary of China Everbright Holdings Co. Ltd. ("CE Hong Kong"), in relation to the leasing of the whole of 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for a term of three years commencing from 18 May 2016 to 17 May 2019 (both days inclusive) at a monthly rent of HK\$1,026,000 (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).

During the year ended 31 December 2017, the rent paid or payable to Lane Bright Limited under the Tenancy Agreement amounted to HK\$11,286,000. The amount did not exceed the annual cap of HK\$11,286,000 for the year ended 31 December 2017 which was stated in the announcement of the Company dated 18 May 2016.

### 關連交易(續)

#### 持續關連交易(續)

##### 存款及貸款服務(續)

- (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)。中國光大集團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。

於截至二零一七年十二月三十一日止年度，中國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)之最高每日結餘為港幣474,347,000元。此金額低於截至二零一七年十二月三十一日止年度之年度限額港幣2,000,000,000元，即本公司日期為二零一六年十二月七日之公佈所載年度限額。

##### 租賃物業

於二零一六年五月十八日，本公司直接全資附屬公司中國光大環境集團有限公司與中國光大集團有限公司(「光大香港」)的間接全資附屬公司隆耀有限公司就租賃香港夏慤道16號遠東金融中心36樓全層訂立協議(「租賃協議」)，租期自二零一六年五月十八日起至二零一九年五月十七日止(包括首尾兩日)，為期三年，月租港幣1,026,000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)。

於截至二零一七年十二月三十一日止年度，根據租賃協議已付或應付隆耀有限公司之租金為港幣11,286,000元。有關金額並無超出截至二零一七年十二月三十一日止年度之年度限額港幣11,286,000元，即本公司日期為二零一六年五月十八日之公佈所載年度限額。



# Report of the Directors

## 董事會報告

### CONNECTED TRANSACTIONS (continued)

#### Continuing connected transactions (continued)

The independent non-executive directors of the Company have reviewed these connected transactions and confirmed that such 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 of the Company as a whole.

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

### RESULTS

The profit of the Group for the year ended 31 December 2017 and the Group's financial position at that date are set out in the financial statements on pages 129 to 297.

### RECOMMENDED FINAL DIVIDEND

An interim dividend of HK12.0 cents per share (2016: HK7.5 cents per share) was paid on 6 October 2017. The directors now recommend the payment of a final dividend of HK12.0 cents per share (2016: HK13.0 cents per share) in respect of the year ended 31 December 2017.

### 關連交易(續)

#### 持續關連交易(續)

本公司之獨立非執行董事已審閱上述關連交易，並確認有關交易為：

- 於本集團日常及一般業務過程中訂立；
- 按一般商業條款進行或倘並無足夠可供比較者以鑑定有關交易是否按一般商業條款進行，則按不遜於本集團給予獨立第三方或獨立第三方提供予本集團之條款訂立；及
- 根據監管持續關連交易之有關協議訂立，而交易條款屬公平合理，且符合本公司股東之整體利益。

本公司核數師安永會計師事務所已獲委聘就本集團之持續關連交易作出匯報，有關匯報乃根據香港會計師公會發出之《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「關於香港《上市規則》所述持續關連交易的核數師函件」進行。安永會計師事務所已根據上市規則第14A.56條之規定，就本集團於上文所披露之持續關連交易發出無保留意見函件，當中載列其發現及結論。本公司已向香港聯合交易所有限公司提供核數師函件副本。

### 業績

本集團截至二零一七年十二月三十一日止年度之盈利，以及本集團於該日之財務狀況載於第129頁至第297頁之財務報表內。

### 建議末期股息

本公司已於二零一七年十月六日派付中期股息每股12.0港仙(二零一六年：每股7.5港仙)。董事現建議派付截至二零一七年十二月三十一日止年度末期股息每股12.0港仙(二零一六年：每股13.0港仙)。

# Report of the Directors

## 董事會報告

### DISTRIBUTABLE RESERVES

At 31 December 2017, the aggregate amount of reserves available for distribution to equity holders of the Company, as calculated under the provisions of sections 291, 297 and 299 of the Hong Kong Companies Ordinance, was HK\$3,892,494,000 (2016: HK\$1,236,909,000). After the end of the reporting period, the directors proposed a final dividend of HK12.0 cents per ordinary share (2016: HK13.0 cents per ordinary share), amounting to HK\$537,926,000 (2016: HK\$582,753,000).

### CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$24,615,000 (2016: HK\$4,014,000).

### DIRECTORS

The Directors during the financial year were:

#### Executive Directors

Cai Yunge, *Chairman*  
Chen Xiaoping, *Chief Executive Officer*  
Wang Tianyi, *General Manager*  
Wong Kam Chung, Raymond, *Chief Financial Officer*  
Cai Shuguang, *Deputy General Manager*

#### Non-executive Director

Tang Shuangning

#### Independent non-executive Directors

Fan Yan Hok, Philip  
Mar Selwyn  
Zhai Haitao  
Li Kwok Sing, Aubrey (resigned on 24 May 2017)

Subsequent to the end of the reporting period, Mr. Chen Xiaoping and Mr. Cai Shuguang resigned as executive Directors of the Company with effect from 1 January 2018, and Mr. Hu Yanguo and Mr. Qian Xiaodong were appointed as executive Directors of the Company with effect from 1 January 2018.

In accordance with article 73 of the Company's Articles of Association, Mr. Hu Yanguo and Mr. Qian Xiaodong shall hold office only until the forthcoming annual general meeting and shall be eligible and offer themselves for re-election.

In accordance with articles 77, 78 and 79 of the Company's Articles of Association, Mr. Wong Kam Chung, Raymond, Mr. Fan Yan Hok, Philip, and Mr. Mar Selwyn will retire from the board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

### 可供分派儲備

於二零一七年十二月三十一日，根據香港公司條例第291、297及299條之條文計算可供分派予本公司權益持有人之儲備總額為港幣3,892,494,000元(二零一六年：港幣1,236,909,000元)。於報告期末後，董事建議派付末期股息每股普通股12.0港仙(二零一六年：每股普通股13.0港仙)，合共港幣537,926,000元(二零一六年：港幣582,753,000元)。

### 慈善捐款

本集團於本年度內共捐款港幣24,615,000元(二零一六年：港幣4,014,000元)作慈善用途。

### 董事

於本財政年度內之董事如下：

#### 執行董事

蔡允革(主席)  
陳小平(行政總裁)  
王天義(總經理)  
黃錦聰(財務總監)  
蔡曙光(副總經理)

#### 非執行董事

唐雙寧

#### 獨立非執行董事

范仁鶴  
馬紹援  
翟海濤  
李國星(於二零一七年五月二十四日辭任)

在報告期末之後，陳小平先生及蔡曙光先生辭任本公司執行董事職務，並自二零一八年一月一日起生效，以及胡延國先生及錢曉東先生獲委任為本公司執行董事，並自二零一八年一月一日起生效。

依據本公司之公司章程細則第73條規定，胡延國先生及錢曉東先生之任期僅至即將舉行之股東週年大會為止，而彼等符合資格，並已表示願意膺選連任。

依據本公司之公司章程細則第77、78及79條規定，黃錦聰先生、范仁鶴先生及馬紹援先生須於即將舉行之股東週年大會上依章輪值告退，而彼等符合資格，並已表示願意膺選連任。

# Report of the Directors

## 董事會報告

### DIRECTORS (continued)

The independent non-executive directors are appointed for a specific term, subject to re-election. The current 3 independent non-executive directors of the Company hold office for a term until 31 December 2019. They are all subject to retirement by rotation in accordance with the Company's Articles of Association as indicated above.

### DIRECTORS OF SUBSIDIARIES

To the best knowledge of the Board and based on the information available, other than certain directors and senior management named in the section headed "Directors and Senior Management" as set out on pages 100 to 104 of this Annual Report, the persons who have served on the boards of the subsidiaries of the Company either during the year ended 31 December 2017 or up to the date of this report included Mr. Bartosz Maciej Szałek, Mr. Chang Song, Mr. Chen Hengbao, Mr. Chen Tao, Mr. Chen Zhong, Ms. Cheng Fong Yee, Fonda, Mr. Cheung Lap Kei, Mr. Chow Siu Lui, Mr. Christian Guy Guant, Mr. Cui Debin, Mr. Ding Yuetang, Mr. Fang Ning, Mr. Gao Jining, Mr. Guan Chenggang, Ms. Guo Ying, Ms. Haliana Zimon-Porożyńska, Mr. He Jingwen, Mr. Hu Jianmin, Mr. Huang Kenneth Gang, Mr. Huang Mingsheng, Ms. Huang Yiyi, Ms. Jadwiga Skórcz, Mr. Janusz Krzeszewski, Mr. Janusz Marek Arent, Mr. Jiang Xinran, Mr. Jiao Hai, Mr. Jin Renjie, Mr. Jing Yongde, Mr. Lee Wei Hsiung, Mr. Liang Haidong, Mr. Lim Yu Neng, Paul, Mr. Lin An Tai, Mr. Liu Chao, Mr. Liu Liqin, Mr. Liu Yingren, Mr. Lo Kam Fan, Ms. Lo Kong, Grace, Ms. Lou Jie, Mr. Luo Junling, Mr. Mao Li Ching, Mr. Marek Drzewiecki, Mr. Michał Karol Dabrowski, Mr. Michał Nowacki, Ms. Monika Krzeszewska, Ms. Monika Saracyn, Mr. Niu Kesheng, Mr. Nong Jiwei, Mr. Pan Yuan, Mr. Philip Tsao, Ms. Qian Ying, Mr. Qin Jun, Mr. Qiu Bo, Mr. Sha Jianxin, Mr. Shao Qichao, Mr. Shen Yuxin, Mr. Sheng He, Mr. Shi Xiufeng, Mr. Su Quantong, Mr. Sun Linbo, Mr. Sun Xianlian, Mr. Tang Xianqing, Mr. Tao Junjie, Mr. Tao Minqiang, Mr. Wang Dianer, Mr. Wang Fuhao, Mr. Wang Guanping, Mr. Wang Senlin, Ms. Wang Wei, Mr. Wang Weidong, Mr. Wang Xiangyi, Mr. Wang Xiuwei, Mr. Wang Yuexing, Mr. Wang Yungang, Mr. Wang Zhen, Mr. Wu Kai, Mr. Wu Yongxin, Mr. Wu Yulin, Mr. Xiong Jianping, Ms. Xu Hongna, Mr. Xu Liqun, Ms. Xu Nailong, Mr. Xu Peng, Prof. Yan Houmin, Mr. Yang Aijun, Ms. Yang Rufen, Mr. Yang Shiqiao, Mr. Yang Yang, Mr. Yang Zhiqiang, Mr. Yao Fenggen, Mr. Yick Ping Wong, Mr. Yu Yang, Mr. Yu Yiping, Mr. Zang Hailong, Mr. Zbigniew Pawel Pałka, Mr. Zhang Guofeng, Mr. Zhang Hanwei, Mr. Zhang Jianping, Mr. Zhang Jun, Mr. Zhang Xiaoning, Mr. Zhang Xiaoquan, Ms. Zhang Yan, Mr. Zhang Yunyue, Mr. Zhong Kechen, Mr. Zhou Bo, Mr. Zhou Jun, Mr. Zhu Fugang, Mr. Zhu Haifeng and Mr. Zhu Jie.

### 董事(續)

獨立非執行董事獲委任指定年期，並須符合重選之規定。本公司三位現任獨立非執行董事之任期直至二零一九年十二月三十一日止。彼等須如上文所述根據本公司之公司章程細則輪值告退。

### 附屬公司之董事

就董事會所深知，以及根據取得之資料，除了名列本年報第100頁至第104頁所載「董事及高級管理人員」一節之若干董事及高級管理人員外，於截至二零一七年十二月三十一日止年度或直至本報告刊發日期，本公司附屬公司董事會之在任董事包括Bartosz Maciej Szałek先生、常松先生、陳恒寶先生、陳濤先生、陳忠先生、鄭鳳儀女士、張立基先生、鄒小磊先生、Christian Guy Guant先生、崔德斌先生、丁日堂先生、方寧先生、鄒濟寧先生、管成剛先生、郭穎女士、Haliana Zimon-Porożyńska女士、何景文先生、胡建民先生、黃剛先生、黃明生先生、黃奕奕女士、Jadwiga Skórcz女士、Janusz Krzeszewski先生、Janusz Marek Arent先生、蔣欣然先生、焦海先生、金人傑先生、靖永德先生、李偉雄先生、梁海東先生、林御能先生、林安泰先生、劉超先生、劉勳勤先生、劉穎韜先生、盧錦勳先生、盧剛女士、婁潔女士、羅俊嶺先生、茅麗清先生、Marek Drzewiecki先生、Michał Karol Dabrowski先生、Michał Nowacki先生、Monika Krzeszewska女士、Monika Saracyn女士、牛克勝先生、農基偉先生、潘遠先生、曹為實先生、錢穎女士、秦峻先生、邱波先生、沙建新先生、邵啟超先生、沈育新先生、盛赫先生、史秀峰先生、蘇全通先生、孫林波先生、孫先棟先生、唐賢清先生、陶俊傑先生、陶敏強先生、王殿二先生、王福浩先生、王冠平先生、王森林先生、王煒女士、王煨冬先生、王相乙先生、王秀偉先生、王悅興先生、王雲剛先生、王貞先生、吳凱先生、吳永新先生、吳玉林先生、熊建平先生、許紅娜女士、許立群先生、徐乃玲女士、徐鵬先生、嚴厚民教授、楊愛軍先生、楊如芬女士、楊仕橋先生、楊楊先生、楊志強先生、姚鳳根先生、易秉璜先生、余洋先生、余一平先生、臧海龍先生、Zbigniew Pawel Pałka先生、張國鋒先生、張漢威先生、張建平先生、張軍先生、張曉寧先生、張曉全先生、張豔女士、張雲月先生、鐘可晨先生、周波先生、周俊先生、朱福剛先生、竺海峰先生及朱傑先生。

# Report of the Directors

## 董事會報告

### CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors since the date of the 2017 interim report are as follows:

Mr. Wang Tianyi was appointed as the non-executive director and the chairman of the board of directors of China Everbright Greentech Limited (the Company's subsidiary and the shares of which are listed on The Stock Exchange of Hong Kong Limited) in January 2018.

Mr. Fan Yan Hok, Philip resigned as an independent director of Goodman Group (an Australian listed company) in November 2017.

Mr. Mar Selwyn was appointed as an independent non-executive director of PanAsialum Holdings Company Limited (the shares of which are listed on The Stock Exchange of Hong Kong Limited) in February 2017.

### DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

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

As at 31 December 2017, the interests and short positions of the directors and chief executive and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Company's own Model Code for Securities Transactions by Directors (the "Model Code") were as follows:

### 董事資料變動

根據上市規則第13.51B(1)條，自二零一七年年中期報告日期以來，董事資料變動如下：

王天義先生於二零一八年一月獲委任為中國光大綠色環保有限公司(本公司之附屬公司，其股份於香港聯合交易所有限公司上市)董事會的非執行董事兼主席。

范仁鶴先生於二零一七年十一月辭任Goodman Group(一家於澳大利亞上市的公司)的獨立董事。

馬紹援先生於二零一七年二月獲委任為榮陽實業集團有限公司(其股份於香港聯合交易所有限公司上市)的獨立非執行董事。

### 董事之服務合約

在即將舉行之股東週年大會上獲提名連任之董事概無訂立本公司或其任何附屬公司不可於一年內免付賠償(一般法定賠償除外)予以終止之未屆滿服務合約。

### 董事及主要行政人員在股份、相關股份及債券中擁有之權益及淡倉

於二零一七年十二月三十一日，各董事及主要行政人員及彼等各自之聯繫人士在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第十五部)之股份、相關股份及債券中擁有並已記錄於本公司根據證券及期貨條例第352條規定須予存置之登記冊之權益及淡倉或已根據本公司自家的董事進行證券交易之標準守則(「標準守則」)另行知會本公司及聯交所之權益及淡倉如下：

# Report of the Directors

## 董事會報告

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

(continued)

#### Long position in shares of the Company

董事及主要行政人員在股份、相關股份及債券中擁有之權益及淡倉(續)

#### 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 股份數目 (ordinary shares) (普通股)	Percentage of total issued shares 佔全部已發行 股份百分比
Chen Xiaoping <sup>#</sup>	陳小平 <sup>#</sup>	Beneficial Owner 實益擁有人	Personal 個人	9,000,000	0.20%
Wong Kam Chung, Raymond	黃錦驄	Beneficial Owner 實益擁有人	Personal 個人	2,000,000	0.04%
Fan Yan Hok, Philip	范仁鶴	Beneficial Owner 實益擁有人	Personal 個人	8,140,000	0.18%

#### Long position in shares of China Everbright Greentech Limited, a listed subsidiary of the Company

於本公司上市附屬公司中國光大綠色環保有限公司股份之好倉

Name of director	董事姓名	Capacity 身份	Nature of interest 權益性質	Number of shares 股份數目 (ordinary shares) (普通股)	Percentage of total issued shares 佔全部已 發行股份百分比
Chen Xiaoping <sup>#</sup>	陳小平 <sup>#</sup>	Beneficial Owner 實益擁有人	Personal 個人	111,111	~*%
Wong Kam Chung, Raymond	黃錦驄	Beneficial Owner 實益擁有人	Personal 個人	67,549	~*%
Fan Yan Hok, Philip	范仁鶴	Beneficial Owner 實益擁有人	Personal 個人	100,494	~*%

<sup>#</sup> Mr. Chen Xiaoping resigned as the executive Director and Chief Executive Officer of the Company with effect from 1 January 2018.

<sup>#</sup> 陳小平先生已辭任本公司執行董事兼行政總裁職務，並自二零一八年一月一日起生效。

\* The balances represent a percentage less than 0.01.

\* 結餘百分比不多於0.01。

Apart from the foregoing, as at 31 December 2017, none of the directors and chief executive of the Company and their respective associates had interests or short positions in the shares, underlying shares or debentures of the Company, or any of its associated corporations (within the meaning of Part XV of the SFO), which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文所述者外，於二零一七年十二月三十一日，本公司各董事及主要行政人員及彼等各自之聯繫人士概無在本公司或其任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債券中擁有須根據證券及期貨條例第352條規定記入該條所指之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。



# Report of the Directors

## 董事會報告

### DIRECTOR'S 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 (other than a share option scheme of a listed subsidiary of the Company referred to below) 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.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

So far as is known to the Directors, as at 31 December 2017, the following persons had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

### 董事購買股份或債券之權利

在本年度內任何時間，本公司、其任何附屬公司、控股公司或同系附屬公司並無參與任何安排（下文所述本公司上市附屬公司之購股權計劃除外），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取得利益。

### 主要股東及其他人士在股份及相關股份中擁有之權益及淡倉

據董事所知，於二零一七年十二月三十一日，下列人士在本公司之股份或相關股份中擁有權益或淡倉，並已記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內，或已另行知會本公司或聯交所：

		Capacity 身份	Nature of interest 權益性質	Long position in ordinary shares held and percentage of total issued shares 所持普通股之 好倉及佔 已發行股份 總數百分比
Central Huijin Investment Limited ("Huijin") (notes (1) and (2))	中央匯金投資有限責任公司(「匯金」) (附註(1)及(2))	Interest of controlled corporation 受控制公司的權益	Corporate interest 公司權益	1,855,951,910 Approximately 41.40% 約41.40%
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	1,855,951,910 Approximately 41.40% 約41.40%

#### Notes:

- Huijin is indirectly wholly-owned by the State Council of the People's Republic of China and holds 55.67% equity interest of China Everbright Group.
- China Everbright Group holds 100% of the issued shares of CE Hong Kong. CE Hong Kong holds (1) 100% of the issued shares of Datten Investments Limited ("Datten") which in turn holds 55% of the issued shares of Guildford Limited ("Guildford"); (2) 100% of the issued shares of Everbright Investment & Management Limited ("EIM"); and (3) 45% of the issued shares of Guildford, respectively. Out of the 1,855,951,910 ordinary shares, 1,758,215,910 ordinary shares are held by Guildford. The remaining 97,736,000 ordinary shares are held by EIM. Accordingly, China Everbright Group and Huijin are deemed to be interested in 1,758,215,910 ordinary shares held by Guildford and 97,736,000 ordinary shares held by EIM.

#### 附註：

- 匯金由中華人民共和國國務院間接全資擁有，並持有中國光大集團55.67%股權。
- 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) Datten Investments Limited (「Datten」) 100%已發行股份，而Datten則持有Guildford Limited (「Guildford」) 55%已發行股份；(2) 光大投資管理有限公司(「光大投資管理」) 100%已發行股份；及(3) Guildford 45%已發行股份。在1,855,951,910股普通股中，其中1,758,215,910股普通股由Guildford持有；其餘97,736,000股普通股則由光大投資管理持有。故此，中國光大集團及匯金被視為在Guildford所持有之1,758,215,910股普通股及光大投資管理所持有之97,736,000股普通股中擁有權益。

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

(continued)

Apart from the foregoing, as at 31 December 2017, the Company had not been notified of any other interests by prescribed notices which had been recorded in the register kept under section 336 of the SFO.

### SHARE OPTIONS ISSUED BY CHINA EVERBRIGHT WATER LIMITED, A LISTED SUBSIDIARY OF THE COMPANY

#### Share options

The Company completed a reverse takeover of HanKore Environment Tech Group Limited ("HanKore", now known as China Everbright Water Limited) on 12 December 2014 (the "Completion Date"). On 15 November 2013, HanKore granted 365,086,178 share options pursuant to its share option scheme to certain key management personnel and employees. The exercise period for the share options granted is from 16 November 2014 to 15 November 2023. These share options have been fully exercised as at 31 December 2014. No share options were granted during the year ended 31 December 2017.

### SUFFICIENCY OF PUBLIC FLOAT

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

### PERMITTED INDEMNITY

The Company's Articles of Association provides that every Director shall be indemnified out of the funds of the Company against all liabilities incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted. In addition, liability insurance for Directors and senior management of the Company is maintained by the Company with appropriate coverage for certain legal actions against the Directors and senior management.

### 主要股東及其他人士在股份及相關股份中擁有之權益及淡倉(續)

除上文所述者外，於二零一七年十二月三十一日，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條存置之登記冊內。

### 本公司上市附屬公司中國光大水務有限公司已發行之購股權

#### 購股權

本公司於二零一四年十二月十二日(「完成日期」)完成反向收購漢科環境科技集團有限公司(「漢科」，現稱中國光大水務有限公司)。於二零一三年十一月十五日，漢科根據其購股權計劃授出365,086,178股購股權予若干主要管理人員及僱員。上述已授出購股權之行使期為二零一四年十一月十六日至二零一三年十一月十五日。截至二零一四年十二月三十一日，該等購股權已獲全數行使。於截至二零一七年十二月三十一日止年度，並無任何購股權獲授出。

### 足夠的公眾持股量

根據本公司取得之公開資料，以及就本公司董事所知，於本年報刊發日期，本公司維持上市規則所規定之公眾持股量。

### 准許的彌償

本公司之公司章程細則規定，本公司須以本公司之資金，就董事因有關本公司之民事或刑事法律程序中進行辯護並獲判勝訴或獲判無罪所招致之法律責任作出彌償。此外，本公司已為本公司之董事及高級管理人員購買責任保險，為若干針對董事及高級管理人員而作出之法律訴訟提供合適之保額。

# Report of the Directors

## 董事會報告

### EQUITY-LINKED AGREEMENTS

Save as disclosed in the above paragraphs headed “Share options issued by China Everbright Water Limited, a listed subsidiary of the Company”, no equity-linked agreements were entered into during the year and subsisted at the end of the year.

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

No transactions, arrangements or contracts of significance to which the Company, or its holding company, or any of its subsidiaries was a party, and in which a director or any entity connected with a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

### COMPETING INTEREST

As at the date of this Annual Report, as far as the directors are aware of, none of the directors or their respective associates had any interests in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflicts of interests with the Group.

### BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2017 are set out in note 29 to the financial statements.

### FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 298 and 299 of this Annual Report.

### PROPERTIES

Particulars of the major properties of the Group are shown on page 300 of this Annual Report.

### 股票掛鈎協議

除上文「本公司上市附屬公司中國光大水務有限公司已發行之購股權」部份各段落所披露者外，年內並無訂立於年結日仍然有效之任何股票掛鈎協議。

### 董事於交易、安排或合約之權益

本公司或其控股公司或其任何附屬公司概無訂立於年結日或本年度內任何時間仍然有效，且本公司董事或與董事有關連之任何實體於當中擁有重大利益之重要交易、安排或合約。

### 於競爭性業務之權益

於本年報刊發日期，就董事所知，各董事或彼等各自之聯繫人士概無於與本集團業務構成競爭或可能構成競爭（不論直接或間接）之業務中擁有任何權益，亦無與本集團有任何其他利益衝突。

### 銀行貸款及其他借貸

本集團於二零一七年十二月三十一日之銀行貸款及其他借貸詳情載於財務報表附註29。

### 五年業績概要

本集團過去五個財政年度之業績及資產與負債概要載於本年報第298頁及第299頁。

### 物業

本集團之主要物業詳情載於本年報第300頁。

# Report of the Directors

## 董事會報告

### RETIREMENT SCHEMES

The Company provides retirement benefits to all local eligible employees in Hong Kong under an approved defined contribution provident fund (the “ORSO Scheme”). The ORSO Scheme is administered by trustees, the majority of which are independent, with its assets held separately from those of the Company. The ORSO Scheme is funded by contributions from employees and employers at 5% each based on the monthly salaries of employees. Forfeited contribution may be used to reduce the existing level of contribution by the Company.

As from 1 December 2000, the Group also 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. Employee can choose to contribute with a cap of monthly relevant income of HK\$30,000.

The employees of the subsidiaries of the Company 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 income statement during the year ended 31 December 2017 amounted to HK\$200,147,000.

### CONFIRMATION OF INDEPENDENCE

In accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, the Board is of the view that all independent non-executive directors are independent and satisfy the requirements under Rule 3.13 (except that for Mr. Fan Yan Hok, Philip under Rule 3.13(7), he had been a non-executive director prior to his re-designation as the independent non-executive director of the Company) and the Company has received an annual confirmation of independence from each of the independent non-executive directors of the Company pursuant to the Listing Rules.

### 退休計劃

本公司已為所有香港本地合資格僱員設定認可定額供款公積金(「職業退休計劃條例計劃」)。職業退休計劃條例計劃由信託人(大部份為獨立信託人)管理，其資產與本公司之資產分開持有。僱員及僱主均須就職業退休計劃條例計劃供款，分別為僱員月薪的5%。沒收之供款可用作抵銷本公司現需承擔之供款。

自二零零零年十二月一日起，本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄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，僱主及僱員各自須向計劃供款，供款額分別為僱員有關入息之10%及5%，僱員供款可選擇以有關入息每月港幣30,000元為上限。

本公司中國附屬公司之僱員均參與當地政府管理之退休計劃。該等附屬公司須按員工薪金之若干百分比向上述計劃作出供款，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。

本集團於截至二零一七年十二月三十一日止年度向此等計劃所作並已入賬綜合損益表內之總供款額為港幣200,147,000元。

### 獨立性確認書

根據上市規則第3.13條所載之獨立性指引，董事會認為全體獨立非執行董事均為獨立人士，並符合第3.13條之要求(除根據上市規則第3.13(7)條，范仁鶴先生在被調任為本公司獨立非執行董事前為本公司非執行董事外)，而每名獨立非執行董事已根據上市規則之規定向本公司提供有關其獨立性的年度確認書。

# Report of the Directors

## 董事會報告

### AUDITORS

KPMG retired as the auditors of the Company and did not seek for re-appointment at 2016 annual general meeting (“2016 AGM”) of the Company held on 17 May 2016.

Ernst & Young was appointed as the auditors of the Company at the 2016 AGM in place of the retiring auditors KPMG.

Ernst & Young will retire and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Yong as auditors of the Company is to be proposed at the forthcoming annual general meeting.

Save as disclosed above, there has been no other change in auditors of the Company in any of the preceding three years.

By order of the Board  
**Cai Yunge**  
Chairman

Hong Kong, 5 March 2018

### 核數師

在本公司於二零一六年五月十七日舉行之二零一六年股東週年大會(「二零一六年股東週年大會」)上，畢馬威會計師事務所退任本公司核數師，並不再尋求續聘。

在二零一六年股東週年大會上，安永會計師事務所獲委任為本公司核數師，替代退任核數師畢馬威會計師事務所。

安永會計師事務所將任滿退任，且符合資格並願意膺選連任。本公司將於應屆股東週年大會上提呈續聘安永會計師事務所出任本公司核數師之決議案。

除上文所披露者外，本公司核數師於過去三年概無任何其他變動。

承董事會命  
**蔡允革**  
主席

香港，二零一八年三月五日



# Independent Auditor's Report

## 獨立核數師報告

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHINA EVERBRIGHT INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

#### OPINION

We have audited the consolidated financial statements of China Everbright International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 129 to 297, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated income statement, 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 to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, 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 Hong Kong Companies Ordinance.

#### BASIS FOR OPINION

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

#### 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

### 致中國光大國際有限公司各股東 獨立核數師報告

(於香港註冊成立的有限公司)

#### 意見

本核數師(以下簡稱「我們」)已審計列載於第129頁至第297頁中國光大國際有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實和公允地反映 貴集團於二零一七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》妥善編製。

#### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中闡述。按照香港會計師公會頒佈的「專業會計師道德守則」(「守則」)，我們獨立於 貴集團，並已按照守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

#### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時處理，且我們不對該等事項提供單獨的意見。下文載有我們的審計如何處理以下各項事項的資料。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### 關鍵審計事項(續)

我們已履行本報告「核數師就審計綜合財務報表須承擔的責任」一節中所闡述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序(包括處理以下事項的程序)的結果，為我們就隨附的綜合財務報表的審計意見提供基礎。

<b>Key audit matter</b> <b>關鍵審計事項</b>	<b>How our audit addressed the key audit matter</b> <b>我們的審計如何處理關鍵審計事項</b>
<p><i>Service concession arrangements</i>  <b>服務特許經營權安排</b></p> <p>During the year, the Group entered into Build-Operate-Transfer (“BOT”), Transfer-Operate-Transfer (“TOT”) and Build-Operate-Own (“BOO”) arrangements in respect of its environmental energy projects, environmental water projects and greentech projects. The assessment on whether the BOT, TOT and BOO arrangements fall within the scope of HK(IFRIC) Interpretation 12 <i>Service Concession Arrangements</i> requires significant management judgement. Management’s assessment included whether the grantors control or regulate what services the Group must provide with the infrastructures, to whom it must provide them, and at what price; and whether the grantors control, through ownership, beneficial entitlement or otherwise, any significant residual interest in the infrastructures at the end of the term of the arrangements.</p> <p>年內，貴集團就旗下環保能源項目、環保水務項目及綠色環保項目，訂立建造－運營－轉移(「BOT」)、轉移－運營－轉移(「TOT」)及建造－運營－擁有(「BOO」)安排。在評估BOT、TOT及BOO安排是否屬於《香港(國際財務報告詮釋委員會)詮釋》第12號「服務特許經營權安排」範圍內時，管理層需要作出重大判斷。管理層的評估包括授權人可否控制或監管貴集團利用基礎設施所須提供的服務、服務的提供對象及收取的價格；以及授權人在有關安排的有效期結束時，能否通過所有權、實益享有權或其他方式，控制基礎設施的任何重大剩餘權益。</p> <p>The details of the Group’s service concession arrangements are disclosed in notes 3 and 48 of the financial statements.            貴集團的服務特許經營權安排詳情於財務報表附註3及附註48披露。</p>	<p>We evaluated the management’s assessment of the BOT, TOT and BOO arrangements of the Group by reviewing and understanding the terms of the respective agreements. In particular, we evaluated the management’s assessment as to whether the grantors control or regulate what services the Group must provide with the infrastructures, to whom it must provide them, and at what price. In addition, we evaluated the management’s assessment as to whether the grantors control any significant residual interest in the infrastructures at the end of the term of the arrangements, including whether the infrastructures for the service concession arrangements is used for its entire or substantially entire useful life.</p> <p>我們已透過審視及了解貴集團BOT、TOT及BOO安排的相關協議條款，評價管理層對有關安排所作的評估。特別是，我們已評價管理層就授權人可否控制或監管貴集團利用基礎設施所須提供的服務、服務的提供對象及收取的價格等方面所作的評估。此外，我們亦已評價管理層就授權人在有關安排的有效期結束時能否控制基礎設施的任何重大剩餘權益所作的評估(包括服務特許經營權安排所涉的基礎設施是否於其整個或大致上整個可使用年期使用)。</p>

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項 (續)

<b>Key audit matter</b> <b>關鍵審計事項</b>	<b>How our audit addressed the key audit matter</b> <b>我們的審計如何處理關鍵審計事項</b>
<p data-bbox="113 569 778 633"><i>Revenue and profit recognition for construction services</i> 建造服務的收益及盈利確認</p> <p data-bbox="113 648 823 1047">Revenue arising from construction services in relation to environmental energy projects, environmental water projects and greentech projects accounted for approximately 66% of the Group's total revenue during the year. Management estimated the fair value of the revenue from construction services with reference to valuations performed by independent professional valuers. In addition, revenue and profit from construction contracts are recognised using the percentage of completion method, which involved significant management judgement and estimation on the stage of construction work performed and the final outcome of the construction contracts.</p> <p data-bbox="113 1052 823 1252">年內，環保能源項目、環保水務項目及綠色環保項目的相關建造服務所產生的收益佔 貴集團收益總額約66%。管理層經參考獨立專業估值師所作估值後估計建造服務收益之公允值。此外，建造合約的收益及盈利乃使用完成百分比方法予以確認，而此涉及管理層須就建造工程完成程度及建造合約的最終成果作出重大判斷及估計。</p> <p data-bbox="113 1284 823 1485">The details of the Group's revenue from construction services in relation to its environmental energy projects, environmental water projects and greentech projects are disclosed in notes 2.4, 3 and 5 of the financial statements. 貴集團來自環保能源項目、環保水務項目及綠色環保項目相關建造服務的收益詳情於財務報表附註2.4、附註3及附註5披露。</p>	<p data-bbox="831 648 1394 914">We evaluated the management's measurement of the revenue from construction services by assessing the valuation methodology and the key assumptions, such as margins, with the assistance of our valuation specialists who have made reference to the observable market data and comparable companies in the industry.</p> <p data-bbox="831 918 1394 1047">我們已評價管理層對建造服務收益之計量，方法為在我們的估值專家之協助下，經參考可觀察市場數據及業內可供比較之公司後，評估估值方法及主要假設(例如：利潤)。</p> <p data-bbox="831 1080 1394 1683">We also evaluated the management's assessment of percentage of completion of construction services in relation to the environmental energy projects, environmental water projects and greentech projects by discussing the status of significant projects under construction with the management, including finance and technical staff of the Group, as well as examining independent surveyors' reports. We tested the underlying data adopted by independent surveyors, which included checking to suppliers' agreements and invoices for construction costs of respective construction work performed. We also understood and reviewed the management's process of estimating the total budget cost and costs to completion of incomplete construction contracts.</p> <p data-bbox="831 1688 1394 1989">我們亦曾與管理層(包括 貴集團的財務及技術人員)討論重大建設中項目的情況，以及審視獨立測量師報告，藉以評價管理層就環保能源項目、環保水務項目及綠色環保項目的建造服務完成百分比所作的評估。此外，我們已測試獨立測量師所採納的有關數據，包括就已進行的建造工程的建造成本核對供應商協議及發票。另外，我們亦已了解並審視管理層估計未完成建造合約的總預算成本及完工成本的程序。</p>

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## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

<b>Key audit matter</b> 關鍵審計事項	<b>How our audit addressed the key audit matter</b> 我們的審計如何處理關鍵審計事項
<i>Impairment assessment of debtors</i> 應收賬款的耗損評估	
<p>Debtors of the Group amounted to HK\$2,342,587,000 as at 31 December 2017. The management performed an impairment assessment of debtors based on the debtors' ageing, customers' credit-worthiness and historical write-off experience, which involved significant management's judgement and estimation uncertainty.</p> <p>於二零一七年十二月三十一日，貴集團的應收賬款為港幣2,342,587,000元。管理層已根據應收賬款的賬齡、客戶的信用及過往撇賬經驗，就應收賬款作出耗損評估，而此涉及重大管理層判斷及估算不確定性。</p> <p>The details of the Group's debtors are included in note 25 of the financial statements.</p> <p>貴集團應收賬款的詳情載於財務報表附註25。</p>	<p>We evaluated the management's impairment assessment of debtors by testing the debtors' ageing analysis, discussing with the management about the status of significant overdue individual debtors' balances, and reviewing the historical settlement pattern of individual debtors.</p> <p>我們已透過測試應收賬款的賬齡分析，與管理層討論個別嚴重逾期的應收賬款結餘的情況，以及審視個別債務人的過往償還模式，評價管理層所作的應收賬款耗損評估。</p>

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## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項 (續)

<b>Key audit matter</b> <b>關鍵審計事項</b>	<b>How our audit addressed the key audit matter</b> <b>我們的審計如何處理關鍵審計事項</b>
<p data-bbox="113 577 542 642"><i>Impairment assessment of goodwill</i> 商譽的耗損評估</p> <p data-bbox="113 664 823 1209">The Group is required to test goodwill acquired in business combinations for impairment annually. The goodwill of the Group amounted to HK\$1,747,451,000 as at 31 December 2017 and was allocated to the relevant individual cash-generating units (“CGUs”) or business segments. The management’s impairment assessment of goodwill involved the estimation of the recoverable amounts of the CGUs or business segments to which the goodwill was allocated. The recoverable amount of the Group’s goodwill as at 31 December 2017 is determined using a value in use calculation, significant management estimates were used to determine the key assumptions, such as future revenue growth rate, operating margin, terminal growth rate and discount rate, that are affected by expected future market or economic conditions. The assessment process also involved management appropriately identifying the CGUs.</p> <p data-bbox="113 1215 823 1558">貴集團須每年就業務合併所得的商譽進行耗損測試。於二零一七年十二月三十一日，貴集團的商譽為港幣1,747,451,000元，其已獲分配至有關的獨立現金生產單位（「現金生產單位」）或業務分部。管理層進行的商譽耗損評估涉及對獲分配商譽的現金生產單位或業務分部的可收回金額作出估計。貴集團採用使用價值計算法以釐定貴集團的商譽於二零一七年十二月三十一日的可收回金額，管理層須使用重大估計來釐定各項主要假設，例如：未來收益增長率、經營利潤率、長期增長率及貼現率，而彼等會受預期未來市場或經濟情況影響。此外，管理層在評估過程中亦須洽當地識別現金生產單位。</p> <p data-bbox="113 1597 823 1662">The details of the Group’s goodwill are included in notes 3 and 17 of the financial statements.</p> <p data-bbox="113 1668 667 1701">貴集團的商譽詳情載於財務報表附註3及附註17。</p>	<p data-bbox="836 664 1394 793">Our procedures to evaluate the management’s impairment assessment of goodwill included: 我們為了評價管理層的商譽耗損評估而進行的程序包括：</p> <ul data-bbox="836 836 1394 1841" style="list-style-type: none"> <li data-bbox="836 836 1394 1080">– Assessing management’s identification of CGUs based on the Group’s accounting policies and our understanding of the Group’s business; 根據貴集團的會計政策及我們對貴集團業務的了解，評估管理層對現金生產單位的識別；</li> <li data-bbox="836 1116 1394 1246">– Assessing the value in use calculation methodologies adopted by management; and 評估管理層所採用的使用價值計算法；及</li> <li data-bbox="836 1282 1394 1841">– Assessing the key assumptions, including future revenue growth rate, operating margin, terminal growth rate and discount rate, based on our knowledge of the Group’s business and the industry. We also involved our valuation specialists to assist in the assessment of the above key assumptions, which included reference to the observable market data and comparable companies in the industry. 根據我們對貴集團業務及有關行業的認識，評估各項主要假設（包括未來收益增長率、經營利潤率、長期增長率及貼現率）。此外，我們亦安排我們的估值專家協助評估上述主要假設，包括參考可觀察市場數據及業內可供比較的公司。</li> </ul>



# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company 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 of the Company 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 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

### 年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載綜合財務報表及我們就此發出的核數師報告以外的資料。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

### 董事就綜合財務報表須承擔的責任

貴公司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》的規定，編製真實和公允的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以確保綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

# Independent Auditor's Report

## 獨立核數師報告

### 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. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

### 核數師就審計綜合財務報表須承擔的責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照香港《公司條例》第405條的規定，僅向全體股東報告。除此以外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能會影響綜合財務報表使用者所作出的經濟決定，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計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦會：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團的內部監控的有效性發表意見。

# Independent Auditor's Report

## 獨立核數師報告

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

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

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

### 核數師就審計綜合財務報表須承擔的責任(續)

- 評價董事所採用的會計政策的合適性及作出會計估計及相關披露資料的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論，並根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者關注綜合財務報表中的相關披露資料，假若有關披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映交易及事項。
- 就貴集團實體或業務活動的財務資料獲得充分、適當的審計憑證，以對綜合財務報表發表意見。我們須負責指導、監督和執行集團審計。我們對審計意見承擔全部責任。

我們與審核委員會溝通計劃審計範圍、時間安排、重大審計發現等事項，包括我們於審計期間識別出內部監控的任何重大缺陷。

# Independent Auditor's Report

## 獨立核數師報告

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lai Wan Fung.

#### **Ernst & Young**

*Certified Public Accountants*  
22/F CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

5 March 2018

### 核數師就審計綜合財務報表須承擔的 責任(續)

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及(倘適用)相關的防範措施。

就與審核委員會溝通的事項而言，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人為賴耘峰。

#### **安永會計師事務所**

*執業會計師*  
香港  
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中信大廈22樓

二零一八年三月五日

# Consolidated Income Statement

## 綜合損益表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
REVENUE	收益	5	<b>20,043,116</b>	13,971,204
Direct costs and operating expenses	直接成本及經營費用		<b>(12,910,601)</b>	(8,661,638)
Gross profit	毛利		<b>7,132,515</b>	5,309,566
Other revenue	其他收益	6	<b>555,232</b>	464,916
Other income and gains/(losses), net	其他收入及收益/ (虧損)淨額	6	<b>56,936</b>	(39,775)
Administrative expenses	行政費用		<b>(1,438,464)</b>	(1,059,294)
<b>PROFIT FROM OPERATING ACTIVITIES</b>	經營活動所得盈利		<b>6,306,219</b>	4,675,413
Finance costs	財務費用	7	<b>(938,280)</b>	(639,584)
Share of profits of joint ventures	所佔合營企業盈利		<b>61,632</b>	63,373
Share of losses of associates	所佔聯營公司虧損		<b>(1,372)</b>	(479)
<b>PROFIT BEFORE TAX</b>	除稅前盈利	8	<b>5,428,199</b>	4,098,723
Income tax	所得稅	11	<b>(1,376,352)</b>	(1,062,150)
<b>PROFIT FOR THE YEAR</b>	本年度盈利		<b>4,051,847</b>	3,036,573
<b>ATTRIBUTABLE TO:</b>	應佔部份：			
Equity holders of the Company	本公司權益持有人		<b>3,509,990</b>	2,784,863
Non-controlling interests	非控股權益		<b>541,857</b>	251,710
			<b>4,051,847</b>	3,036,573
<b>EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>	本公司權益持有人 應佔每股盈利	13		
– Basic and diluted	– 基本及攤薄		<b>HK78.30 cents 港仙</b>	HK62.12 cents 港仙



# Consolidated Statement of Comprehensive Income

## 綜合全面損益表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
PROFIT FOR THE YEAR	本年度盈利	<b>4,051,847</b>	3,036,573
OTHER COMPREHENSIVE INCOME/ (LOSS)	其他全面收入／(虧損)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至 損益表之其他全面收入／ (虧損)：		
Available-for-sale investments:	待售投資：		
Changes in fair value	公允值變動	<b>2,132</b>	(190)
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額	<b>2,174,658</b>	(1,922,087)
Realisation of exchange reserve upon partial disposal of a joint venture	出售合營企業部份權益時變現 匯兌儲備	<b>2,279</b>	-
		<b>2,176,937</b>	(1,922,087)
OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR, NET OF TAX	本年度其他全面收入／(虧損) (已扣除稅項)	<b>2,179,069</b>	(1,922,277)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收入總額	<b>6,230,916</b>	1,114,296
ATTRIBUTABLE TO:	應佔部份：		
Equity holders of the Company	本公司權益持有人	<b>5,359,796</b>	1,072,829
Non-controlling interests	非控股權益	<b>871,120</b>	41,467
		<b>6,230,916</b>	1,114,296

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2017 二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investment properties	投資物業	14	<b>165,133</b>	157,140
Property, plant and equipment	物業、廠房及設備	15	<b>4,025,016</b>	3,029,417
Prepaid land lease payments	預付土地租賃款項	16	<b>170,904</b>	152,091
			<b>4,361,053</b>	3,338,648
Goodwill	商譽	17	<b>1,747,451</b>	1,563,390
Intangible assets	無形資產	18	<b>8,592,924</b>	5,686,374
Interests in joint ventures	合營企業權益	19	<b>543,638</b>	345,353
Interests in associates	聯營公司權益	20	<b>248,002</b>	228,047
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	23	<b>28,992,607</b>	19,464,201
Finance lease receivables	融資租賃應收款項	24	<b>17,817</b>	17,273
Other financial assets	其他財務資產	21	<b>38,567</b>	33,332
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	25	<b>8,866,435</b>	6,494,188
Deferred tax assets	遞延稅項資產	32	<b>77,250</b>	53,732
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>53,485,744</b>	37,224,538
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	22	<b>509,825</b>	361,540
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	23	<b>2,697,922</b>	1,569,027
Finance lease receivables	融資租賃應收款項	24	<b>550</b>	526
Debtors, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項	25	<b>5,589,106</b>	3,337,241
Tax recoverable	可收回稅項		<b>1,681</b>	1,259
Pledged bank deposits and restricted balances in financial institutions	已抵押銀行存款及於財務機構之受限制結餘	26	<b>1,340,732</b>	653,054
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	26	<b>840,439</b>	43,964
Cash and cash equivalents	現金及現金等價物	27	<b>8,657,193</b>	6,340,579
<b>Total current assets</b>	<b>流動資產總額</b>		<b>19,637,448</b>	12,307,190

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2017 二零一七年十二月三十一日

		Notes	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
		附註		
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Creditors, other payables and accrued expenses	應付賬款、其他應付款項及應計費用	28	<b>8,505,257</b>	4,804,142
Interest-bearing borrowings	計息借貸	29		
– Secured	– 有抵押		<b>1,309,485</b>	1,175,213
– Unsecured	– 無抵押		<b>4,104,205</b>	3,236,961
			<b>5,413,690</b>	4,412,174
Tax payable	應付稅項		<b>114,273</b>	97,474
Total current liabilities	流動負債總額		<b>14,033,220</b>	9,313,790
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>		<b>5,604,228</b>	2,993,400
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>59,089,972</b>	40,217,938
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Other payables	其他應付款項	28	<b>94,077</b>	93,610
Interest-bearing borrowings	計息借貸	29		
– Secured	– 有抵押		<b>13,086,781</b>	9,311,894
– Unsecured	– 無抵押		<b>12,953,532</b>	7,891,581
			<b>26,040,313</b>	17,203,475
Deferred tax liabilities	遞延稅項負債	32	<b>4,312,044</b>	3,075,645
Total non-current liabilities	非流動負債總額		<b>30,446,434</b>	20,372,730
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>28,643,538</b>	19,845,208

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2017 二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	33	<b>7,405,414</b>	7,405,414
Reserves	儲備	34	<b>15,148,865</b>	9,983,888
			<b>22,554,279</b>	17,389,302
Non-controlling interests	非控股權益		<b>6,089,259</b>	2,455,906
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>28,643,538</b>	19,845,208

**Wang Tianyi**  
王天義  
Director  
董事

**Wong Kam Chung, Raymond**  
黃錦聰  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔			
		Notes 附註	Share capital 股本 HK\$'000 港幣千元	Goodwill arising on consolidation 綜合賬項 產生之商譽 HK\$'000 港幣千元	Property revaluation reserve 物業重估 儲備 HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日		7,405,414	(986)	90,512
Profit for the year	本年度盈利		-	-	-
Other comprehensive loss for the year:	本年度其他全面虧損：				
Changes in fair value of available-for-sale investments, net of tax	待售投資公允值變動 (已扣除稅項)		-	-	-
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額		-	-	-
<b>Total comprehensive income/(loss) for the year</b>	<b>本年度全面收入/(虧損)總額</b>		<b>-</b>	<b>-</b>	<b>-</b>
Dividend approved in respect of the previous year	已批准上年度之股息	12	-	-	-
Dilution of non-controlling interests in a subsidiary	附屬公司非控股權益攤薄	48(b)	-	-	-
Acquisition of subsidiaries	收購附屬公司	36	-	-	-
Transfer to reserve fund	轉撥至儲備金		-	-	-
Repurchase of shares	回購股份	33	-	-	-
Capital contributions received by non-wholly-owned subsidiaries from non-controlling shareholders	非全資附屬公司從非控股股東 收取所得之出資額		-	-	-
Dividend paid to non-controlling shareholders of subsidiaries	已向附屬公司非控股股東支付 之股息		-	-	-
Interim 2016 dividend	二零一六年中期股息	12	-	-	-
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>		<b>7,405,414</b>	<b>(986)*</b>	<b>90,512*</b>
At 1 January 2017	於二零一七年一月一日		<b>7,405,414</b>	<b>(986)</b>	<b>90,512</b>
Profit for the year	本年度盈利		-	-	-
Other comprehensive income for the year:	本年度其他全面收入：				
Changes in fair value of available-for-sale investments, net of tax	待售投資公允值變動 (已扣除稅項)		-	-	-
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額		-	-	-
Realisation of exchange reserve upon partial disposal of a joint venture	出售合營企業部份權益時變現 匯兌儲備		-	-	-
<b>Total comprehensive income for the year</b>	<b>本年度全面收入總額</b>		<b>-</b>	<b>-</b>	<b>-</b>
Dividend approved in respect of the previous year	已批准上年度之股息	12	-	-	-
Dilution of non-controlling interests in a subsidiary	附屬公司非控股權益攤薄	48(b)	-	-	-
Acquisition of a subsidiary	收購附屬公司		-	-	-
Deemed disposal of partial interests in a subsidiary without losing control upon shares issued by a subsidiary to non-controlling interests	附屬公司發行股份予非控股權益後 被視作出售附屬公司部份權益 (並無失去控制權)	37	-	-	-
Transfer to reserve fund	轉撥至儲備金		-	-	-
Capital contributions received by non-wholly-owned subsidiaries from non-controlling shareholders	非全資附屬公司從非控股股東 收取所得之出資額		-	-	-
Dividend declared to non-controlling shareholders of subsidiaries	已向附屬公司非控股股東宣派 之股息		-	-	-
Interim 2017 dividend	二零一七年中期股息	12	-	-	-
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>		<b>7,405,414</b>	<b>(986)*</b>	<b>90,512*</b>

\* These reserve accounts comprise the consolidated reserves of HK\$15,148,865,000 (2016: HK\$9,983,888,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表所示綜合儲備港幣15,148,865,000元(二零一六年:港幣9,983,888,000元)。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

Attributable to equity holders of the Company  
本公司權益持有人應佔

Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Available-for-sale investment revaluation reserve 待售投資重估儲備 HK\$'000 港幣千元	Other reserves 其他儲備 HK\$'000 港幣千元	Reserve fund 儲備金 HK\$'000 港幣千元	Retained profits 保留盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
(194,062)	(3,864)	2,170,675	537,720	7,190,745	17,196,154	2,224,387	19,420,541
-	-	-	-	2,784,863	2,784,863	251,710	3,036,573
-	(190)	-	-	-	(190)	-	(190)
(1,711,844)	-	-	-	-	(1,711,844)	(210,243)	(1,922,087)
(1,711,844)	(190)	-	-	2,784,863	1,072,829	41,467	1,114,296
-	-	-	-	(538,045)	(538,045)	-	(538,045)
-	-	2,518	-	-	2,518	(25,006)	(22,488)
-	-	-	-	-	-	33,196	33,196
-	-	-	193,196	(193,196)	-	-	-
-	-	-	-	(7,950)	(7,950)	-	(7,950)
-	-	-	-	-	-	214,000	214,000
-	-	-	-	-	-	(32,138)	(32,138)
-	-	-	-	(336,204)	(336,204)	-	(336,204)
(1,905,906)*	(4,054)*	2,173,193*	730,916*	8,900,213*	17,389,302	2,455,906	19,845,208
(1,905,906)	(4,054)	2,173,193	730,916	8,900,213	17,389,302	2,455,906	19,845,208
-	-	-	-	3,509,990	3,509,990	541,857	4,051,847
-	2,132	-	-	-	2,132	-	2,132
1,845,395	-	-	-	-	1,845,395	329,263	2,174,658
2,279	-	-	-	-	2,279	-	2,279
1,847,674	2,132	-	-	3,509,990	5,359,796	871,120	6,230,916
-	-	-	-	(582,752)	(582,752)	-	(582,752)
-	-	8,168	-	-	8,168	(20,097)	(11,929)
-	-	-	-	-	-	11,103	11,103
-	-	917,691	-	-	917,691	2,372,317	3,290,008
-	-	-	188,163	(188,163)	-	-	-
-	-	-	-	-	-	437,791	437,791
-	-	-	-	-	-	(38,881)	(38,881)
-	-	-	-	(537,926)	(537,926)	-	(537,926)
(58,232)*	(1,922)*	3,099,052*	919,079*	11,101,362*	22,554,279	6,089,259	28,643,538

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	經營活動所得現金流量		
Profit before tax	除稅前盈利	<b>5,428,199</b>	4,098,723
Adjustments for:	經調整：		
Depreciation	折舊	<b>218,828</b>	163,428
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	<b>4,659</b>	5,699
Amortisation of intangible assets	無形資產攤銷	<b>273,243</b>	143,827
Finance costs	財務費用	<b>938,280</b>	639,584
Dividend income	股息收入	<b>(173)</b>	(8)
Interest income	利息收入	<b>(84,115)</b>	(46,439)
Share of profits of joint ventures	所佔合營企業盈利	<b>(61,632)</b>	(63,373)
Share of losses of associates	所佔聯營公司虧損	<b>1,372</b>	479
Change in fair value of derivative financial instrument:	衍生金融工具公允價值變動：		
Derivative financial instrument – transaction not qualified as hedge	衍生金融工具 – 不符合資格作為對沖之交易	<b>(72,320)</b>	28,528
Loss on partial disposal of a joint venture	出售合營企業部份權益之虧損	<b>13,273</b>	–
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之淨虧損	<b>2,111</b>	11,247
Effect of foreign exchange rates changes, net	匯率變動之影響淨額	<b>368,079</b>	(142,775)
		<b>7,029,804</b>	4,838,920
Increase in inventories	存貨增加	<b>(125,397)</b>	(166,356)
Increase in gross amounts due from customers for contract work	應收客戶合約工程款項總額增加	<b>(9,217,245)</b>	(4,785,133)
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	<b>(3,753,713)</b>	(1,572,879)
Increase in creditors, other payables and accrued expenses	應付賬款、其他應付款項及應計費用增加	<b>3,250,273</b>	2,194,557
<b>Cash generated from/(used in) operations</b>	經營所得/(所動用)之現金	<b>(2,816,278)</b>	509,109
Interest received	已收利息	<b>84,115</b>	46,439
People's Republic of China ("PRC") and overseas income taxes paid	已付中華人民共和國(「中國」)及海外所得稅	<b>(369,509)</b>	(334,986)
<b>Net cash flows from/(used in) operating activities</b>	經營活動所得/(所動用)之現金流量淨額	<b>(3,101,672)</b>	220,562

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>		
Dividend received	已收股息	173	8
Purchase of items of property, plant and equipment and prepayment of land leases	購買物業、廠房及設備以及土地租賃預付款項	38(a) (838,748)	(520,015)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所得款項	2,497	62
Additions of intangible assets	增置無形資產	(2,716,170)	(2,636,667)
Acquisition of subsidiaries	收購附屬公司	36 (36,398)	(1,042,391)
Capital contributions to joint ventures	注資合營企業	(130,169)	(101,856)
Capital contributions to associates	注資聯營公司	(5,371)	(4,099)
Proceeds from partial disposal of a joint venture	出售合營企業部份權益所得款項	8,033	–
Increase in non-current portion of prepayments	預付款項非即期部份增加	(225,692)	(32,154)
Repayment from finance lease receivables	融資租賃應收款項還款	557	495
Purchase of available-for-sale financial assets	購買待售財務資產	(3,103)	(8,722)
Increase in restricted balances in financial institutions	於財務機構之受限制結餘增加	(95,000)	–
Decrease/(increase) in deposits with banks with original maturity of more than three months	原到期日為三個月以上之銀行存款減少/(增加)	(793,692)	109,780
<b>Net cash flows used in investing activities</b>	<b>投資活動所動用之現金流量淨額</b>	<b>(4,833,083)</b>	<b>(4,235,559)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Proceeds from issue of corporate bond, net of related expenses paid	發行公司債券所得款項 (已扣除已付相關開支) 31	<b>1,144,831</b>	–
New bank loans	新增銀行貸款	<b>12,961,589</b>	12,581,348
Repayment of bank loans	償還銀行貸款	<b>(5,296,130)</b>	(6,361,463)
Repurchase of shares	回購股份	–	(7,950)
Capital contributions received by non-wholly-owned subsidiaries from non-controlling shareholders	非全資附屬公司從 非控股股東收取所得 之出資額	<b>3,727,799</b>	214,000
Acquisition of non-controlling interests	收購非控股權益 48(b)	<b>(11,929)</b>	(22,488)
Increase in pledged bank deposits	已抵押銀行存款增加	<b>(551,336)</b>	(134,570)
Interest paid	已付利息 38(a)	<b>(919,598)</b>	(645,924)
Interest element of finance lease rental payments	融資租賃租金付款之 利息部份	<b>(1,693)</b>	(561)
Capital element of finance lease rental payments	融資租賃租金付款之 本金部份	<b>(15,424)</b>	(2,992)
Dividend paid to equity holders of the Company	已付本公司權益持有人之 股息	<b>(1,120,678)</b>	(874,249)
Dividend paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股 股東之股息 38(a)	<b>(17,431)</b>	(32,138)
Settlement of cross currency swap	交收結算交叉貨幣掉期	<b>43,792</b>	–
<b>Net cash flows from financing activities</b>	<b>融資活動所得現金 流量淨額</b>	<b>9,943,792</b>	4,713,013
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加 淨額</b>	<b>2,009,037</b>	698,016
Cash and cash equivalents at beginning of year	年初現金及現金等價物	<b>6,340,579</b>	5,953,481
Effect of foreign exchange rates changes, net	匯率變動之影響淨額	<b>307,577</b>	(310,918)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終現金及現金等價物</b>	<b>8,657,193</b>	6,340,579

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 1 CORPORATE AND GROUP INFORMATION

China Everbright International Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

During the year, the principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are construction, environmental energy project operation (waste-to-energy plants, methane-to-energy plants, sludge treatment and disposal projects and food waste treatment projects), environmental water project operation (waste-water treatment plants, reusable water treatment plants, surface water treatment plants, waste-water source heat pump projects and water environment management projects), greentech project operation (integrated biomass utilisation projects, hazardous waste treatment projects, solar energy projects and wind power projects), conduct of environmental protection technology research and development, provision of environmental-related technological service, design of environmental protection projects, manufacturing and sales of environmental protection project equipment, waste treatment and operation of landfill, and investment holding.

The immediate holding company of the Company is Guildford 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.

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, available-for-sale investments and derivative financial instrument which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### 1 公司及集團資料

中國光大國際有限公司(「本公司」)為一家於香港註冊成立之有限公司。本公司之註冊辦事處位於香港夏慤道十六號遠東金融中心二十七樓二七零三室。

年內，本公司及其附屬公司(統稱「本集團」)之主要業務為建造、環保能源項目運營(垃圾發電廠、沼氣發電廠、污泥處理處置項目及餐廚垃圾處理項目)、環保水務項目運營(污水處理廠、中水回用處理廠、地表水處理廠、污水源熱泵項目及水環境治理項目)、綠色環保項目運營(生物質綜合利用項目、危廢處理項目、太陽能發電項目及風力發電項目)、進行環保科技研發、提供環保相關技術服務、設計環保項目、製造及銷售環保項目裝備、廢物處理及運營填埋場以及投資控股。

本公司之直接控股公司為 Guildford Limited，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。

#### 2.1 編製基準

此等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)、香港公認會計原則及香港公司條例而編製。此等財務報表已根據歷史成本慣例編製，惟投資物業、待售投資及衍生金融工具除外，彼等乃按公允值計量。此等財務報表乃以港幣呈列，除另有指明外，所有價值均調整至最接近的千元數。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2017. 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).

When the Company has, directly or indirectly, 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.

### 2.1 編製基準(續)

#### 綜合基準

綜合財務報表包括本集團截至二零一七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。

倘本公司於被投資公司直接或間接擁有之投票權或類似權利未能佔大多數,則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。

損益及其他全面收入之各組成部份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。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 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 (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) 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 AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
Amendments to HKFRS 12 included in <i>Annual Improvements to HKFRSs 2014-2016 Cycle</i>	<i>Disclosure of Interests in Other Entities: Clarification of the Scope of HKFRS 12</i>

None of the above amendments to HKFRSs has had a significant financial effect on these financial statements. Disclosure has been made in note 38(b) to the financial statements upon the adoption of amendments to HKAS 7, which require an entity to provide disclosures that enable users of the financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

### 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(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)於權益內記錄之累計匯兌差額；及確認(i)已收代價之公允值；(ii)任何仍然保留之投資之公允值；及(iii)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入確認之部份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表或保留盈利(視何者適用)。

### 2.2 會計政策之變動及披露

本集團已於本年度之財務報表首次採納下列經修訂香港財務報告準則：

香港會計準則第7號之修訂	「披露主動性」
香港會計準則第12號之修訂	「就未實現虧損確認遞延稅項資產」
香港財務報告準則二零一四年至二零一六年周期之年度改進所載香港財務報告準則第12號之修訂	「於其他實體之權益之披露：澄清香港財務報告準則第12號之範圍」

上述香港財務報告準則之修訂對此等財務報表並無構成重大財務影響。在採納香港會計準則第7號之修訂後，已於財務報表附註38(b)作出相關披露。有關修訂規定實體須提供有助財務報表使用者評估融資活動所導致之負債變動(包括現金流量所產生之變動及非現金變動)之披露資料。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> <sup>1</sup>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> <sup>1</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>1</sup>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
HKFRS 15	<i>Revenue from Contracts with Customers</i> <sup>1</sup>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> <sup>1</sup>
HKFRS 16	<i>Leases</i> <sup>2</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
Amendments to HKAS 28	<i>Investments in Associates and Joint Ventures</i> <sup>2</sup>
Amendments to HKAS 40	<i>Transfers of Investment Property</i> <sup>1</sup>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i> <sup>1</sup>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> <sup>2</sup>
<i>Annual Improvements 2014-2016 Cycle</i>	Amendments to HKFRS 1 and HKAS 28 <sup>1</sup>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> No mandatory effective date yet determined but available for adoption

### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於此等財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第2號之修訂	「股份支付交易之分類及計量」 <sup>1</sup>
香港財務報告準則第4號之修訂	採用香港財務報告準則第4號「保險合同」時一併應用香港財務報告準則第9號「金融工具」 <sup>1</sup>
香港財務報告準則第9號	「金融工具」 <sup>1</sup>
香港財務報告準則第9號之修訂	「具有負補償之提早還款特性」 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂(二零一一年)	「投資者與其聯營公司或合營企業之間的資產出售或注資」 <sup>4</sup>
香港財務報告準則第15號	「客戶合約收益」 <sup>1</sup>
香港財務報告準則第15號之修訂	「香港財務報告準則第15號「客戶合約收益」之澄清」 <sup>1</sup>
香港財務報告準則第16號	「租賃」 <sup>2</sup>
香港財務報告準則第17號	「保險合同」 <sup>3</sup>
香港會計準則第28號之修訂	「於聯營公司及合營企業之投資」 <sup>2</sup>
香港會計準則第40號之修訂	「轉讓投資物業」 <sup>1</sup>
香港(國際財務報告詮釋委員會)一詮釋第22號	「外幣交易及墊付代價」 <sup>1</sup>
香港(國際財務報告詮釋委員會)一詮釋第23號	「所得稅處理的不確定性」 <sup>2</sup>
二零一四年至二零一六年周期之年度改進	「香港財務報告準則第1號及香港會計準則第28號之修訂」 <sup>1</sup>
二零一五年至二零一七年周期之年度改進	「香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂」 <sup>2</sup>

- <sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效
- <sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>4</sup> 尚未確定強制生效日期，惟已可供採納

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 January 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018. Based on the preliminary assessment undertaken to date, the Group expected that the adoption of the new standard will not have any significant impact on the Group's results of operations and financial position.

HKFRS 15, issued in July 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group will adopt HKFRS 15 from 1 January 2018. Based on the preliminary assessment undertaken to date, the Group expected that the adoption of the new standard will not have any significant impact on the Group's results of operations and financial position.

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團之香港財務報告準則之進一步資料說明如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段結集一起，以代替香港會計準則第39號及香港財務報告準則第9號之所有先前版本。該準則引入有關分類與計量、耗損及對沖會計處理之新規定。本集團將自二零一八年一月一日起採納香港財務報告準則第9號。本集團不會重報比較資料，而會就二零一八年一月一日權益年初結餘確認任何過渡性調整。根據目前已進行的初步評估，本集團預期採納新準則不會對本集團的經營業績及財務狀況構成任何重大影響。

香港財務報告準則第15號於二零一四年七月頒佈，其建立了一個全新的五步模式，供入賬客戶合約產生的收益。根據香港財務報告準則第15號，收益按能反映實體轉讓貨物或服務予客戶而預期有權換取所得的代價金額予以確認。香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括劃分總收益、關於履行責任的資料、在不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計。該準則將取代香港財務報告準則項下所有現行收益確認規定。於初次應用該準則時，須全面追溯應用或以經修訂追溯方式採納。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號之修訂，藉以闡述有關識別履約責任、委託人及代理人以及知識產權許可的應用指引及過渡安排的落實執行問題。此外，有關修訂旨在協助確保實體在採納香港財務報告準則第15號時能更加一致地應用有關準則，以及降低應用有關準則之成本及複雜性。本集團將於二零一八年一月一日採納香港財務報告準則第15號。根據目前已進行的初步評估，本集團預期採納新準則不會對本集團的經營業績及財務狀況構成任何重大影響。



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## 財務報表附註

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### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 January 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption.

Other than as further explained above regarding the impact of HKFRS 9, HKFRS 15 and HKFRS 16, the Group is also in the process of making an assessment of the impact of the other new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第16號於二零一六年五月頒佈，其取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會)詮釋第4號「釐定安排是否包含租賃」、香港(常務詮釋委員會)詮釋第15號「經營租賃－優惠」及香港(常務詮釋委員會)詮釋第27號「評估牽涉租賃的法律形式的交易的內容」。該準則載列有關確認、計量、呈列及披露租賃之原則，並規定承租人須確認絕大部份租賃資產及負債。該準則載有承租人獲豁免確認的兩項租賃－低價值資產之租賃及短期租賃。於租賃開始日期，承租人將就租賃期內作出之租賃付款確認負債(即租賃負債)，並就租賃期內使用有關資產的權利確認資產(即使用權資產)。使用權資產其後按成本值減去累計折舊及任何耗損虧損計量，但如使用權資產符合香港會計準則第40號所載投資物業之定義或涉及應用重估模式之物業、廠房及設備類別則除外。租賃負債其後將會增加以反映租賃負債利息，並會因作出租賃付款而減少。承租人須獨立確認租賃負債的利息開支及使用權資產的折舊開支。此外，承租人亦須於發生若干事件(例如：租期變動、用於釐定未來租賃付款的指數或利率出現變動而導致的租賃付款變動)後重新計量租賃負債。承租人一般將重新計量的租賃負債金額，確認為對使用權資產的調整。香港財務報告準則第16號所載的出租人會計處理方式大致上沿襲香港會計準則第17號的相關會計處理方式。出租人將繼續使用香港會計準則第17號所載的同一分類原則來分類所有租賃，並將之區分為經營租賃及融資租賃。香港財務報告準則第16號規定承租人及出租人須作出較之香港會計準則第17號所規定者更加廣泛之披露。承租人可選擇按全面追溯方式或經修訂追溯方式應用有關準則。本集團預期於二零一九年一月一日採納香港財務報告準則第16號。本集團現正評估採納香港財務報告準則第16號所帶來之影響。

除上文所載有關香港財務報告準則第9號、香港財務報告準則第15號及香港財務報告準則第16號之影響之詳盡說明外，本集團亦正評估初步應用其他新訂及經修訂香港財務報告準則所帶來之影響，惟於現階段未能指出有關新訂及經修訂香港財務報告準則會否對本集團之經營業績及財務狀況構成任何重大影響。



# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT 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 is in a position to exercise 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.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated income statement and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associates or joint ventures, 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.

### 2.4 主要會計政策概要

#### 於聯營公司及合營企業之投資

聯營公司為本集團長期擁有其股本投票權一般不少於20%權益且有權對其行使重大影響力之實體。重大影響力指有權參與決定被投資公司之財務及營運政策，惟並非控制或共同控制該等政策。

合營企業為一項共同安排，據此，對共同安排擁有共同控制權之訂約方均有權享有合營企業的資產淨值。共同控制是指按照合約協定對某項安排共享控制權，其僅在相關活動決策必須獲共享控制權的人士一致同意方始存在。

本集團於聯營公司及合營企業之投資乃按權益會計法，以本集團應佔資產淨值減去任何耗損虧損，於綜合財務狀況表列賬。

本集團應佔聯營公司及合營企業之收購後業績及其他全面收入分別計入綜合損益表及綜合全面損益表。此外，倘出現直接於聯營公司或合營企業之權益確認之變動，則本集團會於綜合權益變動表確認其應佔之任何變動(倘適用)。本集團與其聯營公司或合營企業之間之交易所產生之未實現收益及虧損將以本集團於聯營公司或合營企業之投資為限對銷，但如未實現虧損為所轉讓資產耗損之憑證則除外。收購聯營公司或合營企業所產生之商譽計作本集團於聯營公司或合營企業之投資之一部份。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in associates and joint ventures (continued)

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 cases, 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.

#### 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 that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation 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.

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.

### 2.4 主要會計政策概要(續)

#### 於聯營公司及合營企業之投資(續)

倘於聯營公司之投資成為於合營企業之投資(反之亦然)，則保留權益不會重新計量，而是有關投資將繼續使用權益會計法入賬。在所有其他情況下，在失去聯營公司之重大影響力或失去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失去共同控制權時聯營公司或合營企業之賬面值與保留投資及出售所得款項之公允值間之差額於損益表確認。

#### 業務合併及商譽

業務合併採用收購法入賬。所轉讓代價按收購日期之公允值計量，而公允值乃本集團所轉讓資產之收購日期公允值、本集團對被收購公司前擁有人所承擔之負債及本集團為換取被收購公司控制權所發行之股權之總和。就每項業務合併而言，本集團會選擇按公允值或按其於被收購公司可辨別資產淨值之應佔比例，計量於被收購公司之非控股權益，非控股權益屬現時擁有人權益，並賦予其持有人權利可於清盤時按比例分佔資產淨值。非控股權益之所有其他部份按公允值計量。收購交易之相關成本於產生時支銷。

當本集團收購業務時，其會根據合約條款、經濟情況及於收購日期之相關情況評估收購所得之財務資產及所承擔之財務負債，以便作出適當分類及指定。此包括區分被收購公司主合約之嵌入式衍生工具。

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## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### **Business combinations and goodwill (continued)**

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.

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.

### 2.4 主要會計政策概要(續)

#### **業務合併及商譽(續)**

倘業務合併乃分階段完成，則原先持有之股權會按收購日期之公允值重新計量，所產生之收益或虧損於損益表確認。

收購方將轉讓之任何或然代價按收購日期之公允值確認。獲分類為資產或負債之或然代價乃按公允值計量，而公允值變動則於損益表確認。分類為權益之或然代價並不會重新計量，而其後結算會於權益中入賬。

商譽初步按成本值計量，而成本乃所轉讓代價、就非控股權益確認之金額及本集團原先持有被收購公司之股權之任何公允值之總和超出收購所得可辨別資產淨值及所承擔負債之數。倘該代價與其他項目之總和低於收購所得資產淨值之公允值，則經重新評估後之差額於損益表確認為議價購入收益。

於初步確認後，商譽按成本值減去任何累計耗損虧損計量。商譽會每年測試耗損或於發生事件或情況有變顯示賬面值可能耗損時將更頻密地測試耗損。本集團於十二月三十一日進行其年度商譽耗損測試。為進行耗損測試，於業務合併中收購所得之商譽自收購日期起分配至本集團預期可受惠於合併協同效益之各個現金生產單位或現金生產單位組別，而不論本集團其他資產或負債是否撥入該等單位或單位組別。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT 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

The Group measures its investment properties, available-for-sale investments and derivative financial instrument at fair value at the end of each reporting period. 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.

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.

### 2.4 主要會計政策概要(續)

#### 業務合併及商譽(續)

耗損乃藉評估與商譽有關之現金生產單位(現金生產單位組別)之可收回金額而釐定。倘現金生產單位(現金生產單位組別)之可收回金額少於賬面值，便會確認耗損虧損。就商譽確認之耗損虧損不會於其後期間撥回。

倘商譽獲分配至現金生產單位(或現金生產單位組別)及該單位之部份業務獲出售，則於釐定該出售事項之收益或虧損時，與該已出售業務相關之商譽會計入該業務之賬面值。在此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生產單位部份計量。

#### 公允值計量

本集團於各報告期末按公允值計量其投資物業、待售投資及衍生金融工具。公允值為市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公允值乃根據出售資產或轉讓負債之交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行之假設而計量。主要及最具優勢市場須為本集團可進入之市場。資產或負債之公允值乃按市場參與者於資產或負債定價時所使用之假設計量，並假設市場參與者會以符合最佳經濟利益之方式行事。

非財務資產之公允值計量會計及市場參與者能否自最佳最有效使用該資產而賺取經濟利益，或能否將該資產出售予最佳最有效使用該資產之其他市場參與者而賺取經濟利益。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

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

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.

### 2.4 主要會計政策概要(續)

#### 公允值計量(續)

本集團會使用適用於不同情況且具備充分數據以供計量公允值之估值方法，並儘量使用相關可觀察輸入數據及儘量減少使用不可觀察輸入數據。

已於財務報表中計量或披露公允值之所有資產及負債乃按對公允值計量整體而言屬重大之最低層輸入數據根據以下公允值等級分類：

- 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 – 基於對公允值計量而言屬重大之可觀察(直接或間接)最低層輸入數據之估值方法
- 第三級 – 基於對公允值計量而言屬重大之不可觀察最低層輸入數據之估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(按對公允值計量整體而言屬重大之最低層輸入數據)確定不同等級之間是否出現轉移。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, construction contract assets, financial assets and investment properties), 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.

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 income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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 income statement in the period in which it arises.

### 2.4 主要會計政策概要(續)

#### 非財務資產之耗損

倘出現耗損跡象或須就資產進行年度耗損測試(存貨、遞延稅項資產、建造合約資產、財務資產及投資物業除外)，便會估計資產之可收回金額。資產之可收回金額為資產或現金生產單位之使用價值或其公允值減去銷售成本(以較高者為準)，並就每項資產釐定，除非有關資產並不能產生明顯獨立於其他資產或資產組別之現金流入，在此情況下則就資產所屬現金生產單位釐定可收回金額。

耗損虧損僅在資產賬面值超出其可收回金額之情況下予以確認。在評估使用價值時，估計日後現金流量乃使用能反映市場當前所評估之貨幣時間價值及資產之特定風險之除稅前貼現率貼現至現值。耗損虧損於其產生期間自損益表中與該耗損資產功能相符之開支類別中扣除。

於各報告期末，將評估是否有跡象顯示先前已確認之耗損虧損可能不再存在或已減少。倘出現有關跡象，便會估計可收回金額。先前就商譽以外資產確認之耗損虧損僅會在用以釐定該資產可收回金額之估計出現變動時撥回，而有關金額將不會高於倘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)。耗損虧損之撥回金額於其產生期間計入損益表。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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;

or

- (b) the party is an entity where 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 parent, subsidiary or fellow subsidiary of the other entity);
  - (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); and
  - (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.

### 2.4 主要會計政策概要(續)

#### 關聯人士

在下列情況下，某一方將被視為與本集團有關聯：

- (a) 如上述一方為一名人士(或有關人士之直系親屬)，而有關人士
  - (i) 控制或共同控制本集團；
  - (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其中一名成員；

或

- (b) 如上述一方為一個實體，且下列任何情況適用：
  - (i) 有關實體與本集團屬同一集團之成員；
  - (ii) 其中一個實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
  - (iii) 有關實體及本集團均為同一第三方之合營企業；
  - (iv) 其中一個實體為第三方實體之合營企業，而另一實體則為該第三方實體之聯營公司；
  - (v) 有關實體為離職後福利計劃，而該計劃之受益人為本集團或與本集團有關之實體之僱員；
  - (vi) 有關實體由(a)項所辨識人士控制或共同控制；
  - (vii) 於(a)(i)項所辨識人士對有關實體有重大影響力或屬有關實體(或有關實體之母公司)主要管理人員其中一名成員；及
  - (viii) 有關實體或其所屬集團之任何成員公司向本集團或向本集團之母公司提供主要管理人員服務。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT 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 income statement 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.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Leasehold land under finance leases	Over the lease terms
Buildings	Over the shorter of the lease terms and 2% to 5%
Leasehold improvements	Over the shorter of the lease terms and 10%
Plant and machinery	4% to 20%
Furniture and fixtures	10% to 20%
Motor vehicles, electronic equipment and others	8 $\frac{1}{3}$ % to 33 $\frac{1}{3}$ %

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.

### 2.4 主要會計政策概要(續)

#### 物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)按成本值減去累計折舊及任何耗損虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何使資產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份，則本集團會將該等部份確認為有特定可使用年期之個別資產，並相應作出折舊。

折舊以直線基準按估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其餘值計算。就此使用之主要年率如下：

永久業權土地	不予折舊
在融資租賃下之租賃土地	租賃年期
樓宇	租賃年期或2%至5%，以較短者為準
租賃物業裝修	租賃年期或10%，以較短者為準
廠房及機器	4%至20%
傢俬及裝置	10%至20%
汽車、電子設備及其他	8 $\frac{1}{3}$ %至33 $\frac{1}{3}$ %

倘物業、廠房及設備項目各部份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份，而各部份將個別折舊。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)。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT 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 income statement in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress 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 (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. 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 income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

### 2.4 主要會計政策概要(續)

#### 物業、廠房及設備以及折舊(續)

物業、廠房及設備項目(包括初步確認之任何重大部份)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資產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。成本包括直接建造成本及於施工期間內相關借入資金之資本化借貸成本。在建工程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

投資物業乃指持作賺取租金收入及／或資本升值，而非為生產或供應貨物或服務的用途；或為行政目的；或為於日常業務過程中出售而持有的土地及樓宇中的權益(包括在經營租賃下持有並符合投資物業定義之物業之租賃權益)。該等物業初步按成本值計量，當中包括交易成本。於首次確認後，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。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT 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:

Environmental energy project operating rights	20 to 30 years
Environmental water project operating rights	20 to 32 years
Greentech project operating rights	20 to 30 years
Patents and trademarks	10 to 20 years
Computer software	5 years
Backlog contracts	3 years
Technology	10 years
Customer relations	7 years
Trade contracts	4 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 income statement 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.

### 2.4 主要會計政策概要(續)

#### 無形資產(商譽除外)

個別收購所得之無形資產於初步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。具有有限可使用年期之無形資產其後於可使用經濟年限期攤銷，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：

環保能源項目運營權	二十至三十年
環保水務項目運營權	二十至三十二年
綠色環保項目運營權	二十至三十年
專利及商標	十至二十年
電腦軟件	五年
未完成合約	三年
技術	十年
客戶關係	七年
貿易合同	四年

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無形資產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。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

When the Group is a lessor under finance leases, an amount representing the minimum lease payment receivables and initial direct costs is included in the statement of financial position as finance lease receivables. Any unguaranteed residual value is also recognised at the inception of the lease. The difference between the sum of the minimum lease payment receivables, initial direct costs, the unguaranteed residual value and their present value is recognised as unearned finance income. Unearned finance income is recognised over the period of the lease using the effective interest rate method.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

### 2.4 主要會計政策概要(續)

#### 租賃

凡資產擁有權絕大部份回報及風險(法定業權除外)轉讓予本集團之租賃,均以融資租賃入賬。融資租賃開始時,租賃資產之成本按最低租賃款項之現值撥充資本,並連同責任(不包括利息部份)一併列賬,以反映購買及融資情況。根據撥充資本融資租賃持有之資產(包括在融資租賃下之預付土地租賃款項)計入物業、廠房及設備,並按租賃年期或資產估計可使用年期(以較短者為準)折舊。該等租約之財務費用按租賃年期以固定定期的支銷率自損益表扣除。

透過融資性質租購合同而獲得的資產列作融資租賃,惟將於資產預計可使用年期內折舊。

倘本集團為融資租賃項下之出租方,便會將相當於最低租賃應收款項及初始直接成本之金額在財務狀況表入賬為融資租賃應收款項。此外,亦會於訂立租賃時確認任何未擔保剩餘價值。最低租賃應收款項、初始直接成本及未擔保剩餘價值之總和與其現值之間的差額會確認為未實現融資收入。未實現融資收入乃使用實際利率法於租期內確認。

凡資產擁有權絕大部份回報及風險仍歸出租人所有之租賃,均列作經營租賃。倘本集團為出租人,則本集團根據經營租賃出租之資產計入非流動資產,而根據經營租賃應收之租金則按租賃年期以直線基準計入損益表。倘本集團為承租人,則根據經營租賃應付之租金(扣除自出租人收取所得之任何優惠)按租賃年期以直線基準自損益表扣除。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

#### Investments and other financial assets

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation and the loss arising from impairment are recognised in the income statement.

### 2.4 主要會計政策概要(續)

#### 租賃(續)

經營租賃項下預付土地租賃款項初步按成本值列賬，其後按租賃年期以直線基準確認。

#### 投資及其他財務資產

##### 初步確認及計量

財務資產於初步確認時分類為貸款及應收款項及待售金融投資(視何者適用)。財務資產於初步確認時按公允值加收購財務資產應佔之交易成本計量，惟按公允值計入損益之財務資產除外。

所有一般買賣之財務資產於交易日確認，即本集團承諾購買或出售該資產之日。一般買賣指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財務資產買賣。

##### 其後計量

財務資產之其後計量取決於其分類，現載列如下：

##### 貸款及應收款項

貸款及應收款項為並無活躍市場報價而有固定或可釐定款項之非衍生財務資產。在初步計量後，有關資產其後以實際利率法按攤銷成本減去任何耗損撥備計量。計算攤銷成本時會計及收購所產生之任何折讓或溢價，並計及作為實際利率一部份之費用或成本。實際利率攤銷及耗損所產生之虧損於損益表確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### **Investments and other financial assets (continued)**

##### *Subsequent measurement (continued)*

##### *Available-for-sale financial investments*

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity securities. Equity securities classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the income statement in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the income statement in accordance with the policy set out for “Revenue recognition” below.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

### 2.4 主要會計政策概要(續)

#### **投資及其他財務資產(續)**

##### *其後計量(續)*

##### *待售金融投資*

待售金融投資指上市以及非上市股本證券及債務證券之非衍生財務資產。待售類別之股本證券為並非分類為持作買賣，亦非指定為按公允值計入損益之股本證券。

於初步確認後，可供出售金融投資其後以公允值計量，而未實現盈虧則於待售投資重估儲備確認為其他全面收入，直至有關投資終止確認為止，屆時，累計盈虧則於損益表內其他收入確認，或直至有關投資被釐定為出現耗損為止，屆時，累計盈虧自待售投資重估儲備重新分類至損益表內其他收益或虧損。持有待售金融投資期間賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文「收益確認」所載政策於損益表確認。

本集團會評估近期出售待售財務資產之能力及意向是否仍屬適當。在少數情況下，當本集團因市場不活躍而無法買賣該等財務資產時，本集團或會選擇重新分類該等財務資產，如管理層有能力及意向於可預見未來持有該等資產或持有該等資產至到期日。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement (continued)

##### Available-for-sale financial investments (continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

#### 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.

### 2.4 主要會計政策概要(續)

#### 投資及其他財務資產(續)

##### 其後計量(續)

##### 待售金融投資(續)

對於從待售類別中重新分類之財務資產，於重新分類日期之公允值賬面值會成為其新攤銷成本，而該資產先前已於權益確認之任何盈虧，於該投資尚餘年內採用實際利率攤銷至損益。新攤銷成本與到期金額兩者間之任何差額亦於資產尚餘年內採用實際利率攤銷。倘資產其後釐定為出現耗損，則於權益入賬之金額會重新分類至損益表。

#### 終止確認財務資產

財務資產(或(倘適用)一項財務資產之一部份或一組類似財務資產之一部份)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份風險及回報; 或(b)本集團既無轉讓亦無保留資產之絕大部份風險及回報，惟已轉讓資產之控制權。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT 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 assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### 2.4 主要會計政策概要(續)

#### **終止確認財務資產(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份風險及回報，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或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。

#### **財務資產之耗損**

本集團於各報告期末評估是否有客觀證據顯示一項財務資產或一組財務資產出現耗損。倘若於初步確認該資產後發生一項或多項事件導致對該項或該組財務資產之估計未來現金流量所構成影響能夠可靠估計，即屬經已出現耗損。耗損證據可包括一名或一群債務人正面臨重大財政困難、欠繳或拖欠利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量之減少，例如：欠款數目變動或出現與欠繳相關之經濟情況。



# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the income statement.

### 2.4 主要會計政策概要(續)

#### 財務資產之耗損(續)

##### 按攤銷成本列賬之財務資產

就按攤銷成本列賬之財務資產而言，本集團會首先評估個別屬重大之財務資產是否獨立存在耗損跡象，或個別並非屬重大之財務資產是否整體存在耗損跡象。倘本集團釐訂個別評估之財務資產(不論是否屬重大)並不存在客觀耗損證據，其會將資產計入一組具備類似信貸風險特徵之財務資產，並整體作耗損評估。個別作耗損評估且獲確認或繼續獲確認耗損虧損之資產，概不會計入整體作耗損評估之組別。

已確定之耗損虧損金額按該資產賬面值與估計未來現金流量現值(不包括仍未產生之未來信貸虧損)間之差額計量。估計未來現金流量現值以該財務資產之原實際利率(即於初步確認時計算之實際利率)貼現。

資產賬面值乃透過使用撥備賬減少，而虧損則在損益表確認。利息收入繼續按減少後之賬面值累計，並採用計量耗損虧損時用以貼現未來現金流量之利率計算。貸款及應收款項連同任何相關撥備於確定日後並無機會收回且所有抵押品已變現或轉歸本集團時撇銷。

倘估計耗損虧損金額於往後期間因與確認耗損後發生之事件而有所增加或減少，則過往確認之耗損虧損將會藉調整撥備賬予以增加或減少。倘撇銷金額其後收回，所收回之金額將計入損益表。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity securities classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity securities classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is “significant” or “prolonged” requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

### 2.4 主要會計政策概要(續)

#### 財務資產之耗損(續)

##### 待售金融投資

就待售金融投資而言，本集團會於各報告期末評估是否有客觀證據顯示一項投資或一組投資出現耗損。

倘待售資產出現耗損，屆時相當於其成本值（扣除任何本金付款及攤銷）與其現行公允值之差額之數，減去任何過往於損益表確認之耗損虧損，將自其他全面收入剔除，並於損益表確認。

就分類為待售類別之股本證券而言，客觀證據包括投資之公允值顯著或持續降至低於其成本。「顯著」根據原投資成本評估，而「持續」則根據公允值低於其原成本之期間評估。倘出現耗損證據，則累計虧損（按收購成本與當前公允值間之差額，減去過往於損益表確認之任何投資耗損虧損計量）會自其他全面收入剔除，並於損益表確認。分類為待售類別之股本證券耗損虧損不會透過損益表撥回。在耗損後出現之公允值增加直接於其他全面收入確認。

在釐定「顯著」或「持續」之定義時，需要作出判斷。在作出是項判斷時，本集團會評估（其中包括）投資之公允值低於其成本之時間及程度。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and loans and borrowings, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include creditors, other payables and accrued expenses, and interest-bearing borrowings.

##### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

### 2.4 主要會計政策概要(續)

#### 財務負債

##### 初步確認及計量

財務負債於初步確認時分類為按公允價值計入損益之財務負債以及貸款及借貸(視何者適用)。

所有財務負債均於初步確認時按公允價值確認，並(就貸款及借款而言)經扣除直接應佔交易成本。

本集團之財務負債包括應付賬款、其他應付款項及應計費用以及計息借貸。

##### 其後計量

財務負債其後之計量取決於其分類，現載列如下：

##### 按公允價值計入損益之財務負債

按公允價值計入損益之財務負債包括持作買賣之財務負債，以及於初步確認時指定為按公允價值計入損益之財務負債。

倘收購財務負債旨在於短期內購回，則有關財務負債將分類為持作買賣類別。此類別包括本集團所訂立並無指定為香港會計準則第39號所界定對沖關係之對沖工具之衍生金融工具。持作買賣財務負債之盈虧於損益表確認。於損益表確認之公允價值盈虧淨額不包括就此等財務負債收取之任何利息。

於初步確認時指定為按公允價值計入損益之財務負債，乃於初步確認當日及僅於符合香港會計準則第39號之標準後獲指定歸類有關類別。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Subsequent measurement (continued)

##### Loans and borrowings

After initial recognition, interest-bearing loans and 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 income statement 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 income statement.

##### Financial guarantees contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

#### 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 income statement.

### 2.4 主要會計政策概要(續)

#### 財務負債(續)

##### 其後計量(續)

##### 貸款及借款

於初步確認後，計息貸款及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份之費用或成本。實際利率攤銷計入損益表之財務費用中。

##### 財務擔保合約

本集團發出之財務擔保合約為要求作出付款以償付持有人因特定債務人未能根據債務工具條款償還到期款項而招致之損失之合約。財務擔保合約初步按其公允值確認為負債，並就發出擔保直接應佔之交易成本作出調整。於初步確認後，本集團按以下兩項之較高者計量財務擔保合約：(i)於報告期末償付現有責任所需開支之最佳估計金額；及(ii)初步確認金額減去(倘適用)累計攤銷。

#### 終止確認財務負債

財務負債於負債項下之責任獲解除或取消或屆滿時終止確認。

如一項現有財務負債以來自同一貸款人而條款絕大部份不同之另一項財務負債取代，或現有負債之條款獲大幅修改，則有關轉換或修改事宜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。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT 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.

#### Derivative financial instruments and hedge accounting

##### Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as cross-currency swaps, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the income statement, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

##### Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- When the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.

### 2.4 主要會計政策概要(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，財務資產與財務負債便可互相抵銷，並在財務狀況表呈報淨額。

#### 衍生金融工具及對沖會計法

##### 初步確認及其後計量

本集團利用交叉貨幣掉期等衍生金融工具對沖外幣風險。上述衍生金融工具初步於衍生工具合約訂立日期按公允值確認，其後按公允值重新計量。當衍生工具之公允值為正數時，便會入賬為資產；當衍生工具之公允值為負數時，便會入賬為負債。

衍生工具公允值變動所產生之任何收益或虧損，會直接計入損益表，惟現金流量對沖之有效部份除外，有關部份於其他全面收入確認，之後會於被對沖項目影響損益時重新分類至損益表。

##### 即期與非即期分類

並非指定作為有效對沖工具之衍生工具會基於事實及情況(即相關合約現金流量)之評估分類為即期或非即期衍生工具，或分開為即期或非即期部份。

- 當本集團預期於報告期末之後超過12個月期間持有衍生工具作經濟上對沖(及並無應用對沖會計法)，則有關衍生工具會分類為非即期衍生工具(或分開為即期及非即期部份)，與相關項目分類一致。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Derivative financial instruments and hedge accounting (continued)

##### Current versus non-current classification (continued)

- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

#### Inventories

Inventories, mainly comprise construction materials, biomass fuel, spare parts and consumable used in the repairs and maintenance of the environmental energy projects, environmental water projects and greentech projects, and are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. When inventories are consumed, the carrying amount of those inventories is recognised as an expense in the income statement.

### 2.4 主要會計政策概要(續)

#### 衍生金融工具及對沖會計法(續)

##### 即期與非即期分類(續)

- 與主合約並無密切關連之內含衍生工具，與主合約之現金流量分類一致。
- 被指定及屬於有效對沖工具之衍生工具，與有關被對沖項目之分類一致。只有在可作出可靠分配之情況下，衍生工具方可分開為即期及非即期部份。

#### 存貨

存貨主要包括建築物料、生物燃料、用於維修及保養環保能源項目、環保水務項目及綠色環保項目之零件及消耗品，其按成本值或可變現淨值(以較低者為準)列賬。成本值按加權平均基準計算。可變現淨值按估計售價減去於完成及出售前將產生之任何估計成本計算。在耗用存貨後，有關存貨之賬面值會於損益表中確認為開支。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### 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 the income statement.

#### 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.

### 2.4 主要會計政策概要(續)

#### 現金及現金等價物

現金及現金等價物包括手頭現金及活期存款，以及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於短期（一般在購入後三個月）內到期之短期高流動性投資，當中減去須按要求償還並構成本集團現金管理重要部份之銀行透支。

#### 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入賬。

#### 所得稅

所得稅包括即期及遞延稅項。於損益表以外部份確認之項目之相關所得稅，會於損益表以外部份確認，即於其他全面收入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。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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.

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
- 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, 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, 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
- 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.

### 2.4 主要會計政策概要(續)

#### 所得稅(續)

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額作出撥備。

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步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或應課稅損益均無影響；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。倘將來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步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或應課稅損益均無影響；及
- 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額而言，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額得以運用時確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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 tax 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.

#### 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, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement 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 income statement by way of a reduced depreciation charge.

### 2.4 主要會計政策概要(續)

#### 所得稅(續)

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抵銷全部或部份遞延稅項資產為止。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抵銷全部或部份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。

#### 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。

如補助金與資產有關，屆時公允值便會計入遞延收入賬，並於有關資產之預計可使用年期分期每年等額撥回損益表，或自資產之賬面值扣除，並以已扣減折舊費用方式撥回損益表。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from construction contracts, on the percentage of completion basis, as further explained in the accounting policy for “Construction contracts” below;
- (c) from environment energy project, environmental water project and greentech project operation services, when the related services are rendered;
- (d) rental income, on a time proportion basis over the lease terms;
- (e) finance and interest income, on an accrual basis using the effective interest rate 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; and
- (f) dividend income, when the shareholders’ right to receive payment has been established.

### 2.4 主要會計政策概要(續)

#### 收益確認

當經濟利益有可能流入本集團，且收益能可靠計量時，便會按下列基準確認收益：

- (a) 來自銷售貨品之收益於擁有權之絕大部份風險及回報轉移予買方時確認，惟本集團對所售出貨品須不再涉及一般與擁有權相關之管理權，亦無實際控制權；
- (b) 來自建造合約之收益按完成百分比基準確認(詳見下文「建造合同」之會計政策)；
- (c) 來自環保能源項目、環保水務項目及綠色環保項目運營服務之收益於提供相關服務時確認；
- (d) 租金收入根據有關租賃年期按時間比例確認；
- (e) 財務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財務資產賬面淨值之利率)計算確認；及
- (f) 股息收入於股東收取款項之權利獲確立時確認。



# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. Contract revenue comprises (i) the agreed contract amounts and appropriate amounts from variation orders, claims and incentive payments in respect of the construction services, and (ii) construction revenue recognised under a service concession arrangement. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads. When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Revenue from the construction services is recognised in proportion to the stage of completion of the contract, by reference to the surveyors of work performed and the proportion of costs incurred to date to the estimated total cost of the relevant contract. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss.

Revenue from the 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, and is recognised based on the stage of completion of the work performed, by reference to the surveyors of work performed and the proportion of costs incurred to date to the estimated total cost of the relevant contract.

### 2.4 主要會計政策概要(續)

#### 建造合約

建造合約指公司與客戶就建造一項資產或一組資產而明確磋商之合約，且有關客戶能指明設計之主要結構部份。合約收益包括(i)建造服務之協定合約金額以及適當金額之更改訂單款、賠償款及獎勵；及(ii)根據服務特許經營權安排而確認之建造收益。已產生之合約成本包括直接材料、分包成本、直接勞工成本及適當比例之非固定和固定之經常性建造費用。倘能夠可靠地估計建造合約之成果，則合約成本會參照報告期末之合約完成程度確認為支出。倘不能可靠地估計工程合約之成果，則合約成本於產生期間確認為支出。

建造服務收益按合約完成程度確認，並參考已進行之工程之檢視及迄今已產生之成本佔有關合約之估計總成本之比例來計算。如不能可靠地估計建造合約之成果，則僅將所產生而有可能收回之合約成本確認為合約收益。有關合約之預期虧損即時在損益表中確認。

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。其按工程完成程度確認，並參考已進行之工程之檢視及迄今已產生之成本佔有關合約之估計總成本之比例來計算。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Construction contracts (continued)

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

#### Employee benefits

##### Retirement schemes

The Company provides retirement benefits to all local eligible employees in Hong Kong under an approved defined contribution provident fund (the "ORSO Scheme"). The ORSO Scheme is administered by trustees, the majority of which are independent, with its assets held separately from those of the Company. Contributions are made based on a percentage of the employees' basic salaries. Forfeited contributions may be used to reduce the existing level of contributions by the Company.

As from 1 December 2000, the Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the 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. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement 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.

### 2.4 主要會計政策概要(續)

#### 建造合約(續)

管理層一旦預期有任何可預見虧損時，將盡快對該等虧損作出撥備。

倘迄今之合約成本加已確認盈利減去已確認虧損超過進度款項時，超出部份會當作應收合約客戶款項處理。

當進度款項超出迄今之合約成本加已確認盈利減去已確認虧損時，超出部份會當作應付合約客戶款項處理。

#### 員工福利

##### 退休計劃

本公司已為所有香港本地合資格僱員提供認可定額供款公積金(「職業退休計劃條例計劃」)。職業退休計劃條例計劃由信託人(大部份為獨立信託人)管理，其資產與本公司之資產分開持有。供款按僱員基本薪金某一百分比計算作出。沒收之供款可用作抵銷本公司現需承擔之供款。

自二零零零年十二月一日起，本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄且原先未包括在職業退休計劃條例計劃內之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。

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## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### Retirement schemes (continued)

The employees of the Group's subsidiaries which operate in Mainland China 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 income statement 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.

#### 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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. 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.

### 2.4 主要會計政策概要(續)

#### 員工福利(續)

##### 退休計劃(續)

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。

##### 終止僱用福利

終止僱用福利於本集團不能取消提供該等福利時及本集團確認涉及支付終止僱用福利的重組成本當日(以較早者為準)確認。

#### 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份。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。指定用途借貸在用作合資格資產之開支前作為短暫投資所賺取投資收入,從已撥充資本之借貸成本中扣除。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。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT 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 income statement.

Differences arising on settlement or translation of monetary items are recognised in the income statement 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 income statement. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

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).

### 2.4 主要會計政策概要(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份的貨幣項目除外。有關項目於其他全面收入確認，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入。

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入或損益表確認的項目的匯兌差額亦分別於其他全面收入或損益表確認)。

# Notes to Financial Statements

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. 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 income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

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.

### 2.4 主要會計政策概要(續)

#### 外幣(續)

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，而其損益表則按年內加權平均匯率換算為港幣。

就此產生之匯兌差額於其他全面收入確認，並於匯兌儲備累計。在出售海外業務時，與該特定海外業務有關之其他全面收入部份於損益表確認。

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。



# Notes to Financial Statements

## 財務報表附註

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### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, 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.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

##### *Service concession arrangements*

The Group entered into Build-Operate-Transfer ("BOT"), Transfer-Operate-Transfer ("TOT") and Build-Operate-Own ("BOO") arrangements in respect of its environmental energy projects, environmental water projects and greentech projects.

The Group concluded that all the BOT and TOT arrangements and certain BOO arrangements are service concession arrangements under HK(IFRIC) Interpretation 12 *Service Concession Arrangements*, 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 and TOT 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 substantially entire useful life.

##### *Operating lease commitments – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

### 3 重大會計判斷及估計

在編製本集團財務報表時，管理層須作出判斷、估計及假設，而有關判斷、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。

#### 判斷

管理層在應用本集團會計政策時，除了作出涉及估計之判斷外，亦曾作出下列判斷。有關判斷對財務報表已確認金額構成最重大影響：

##### *服務特許經營權安排*

本集團就其環保能源項目、環保水務項目及綠色環保項目，訂立建造－運營－轉移（「BOT」）、轉移－運營－轉移（「TOT」）及建造－運營－擁有（「BOO」）安排。

本集團確定所有BOT及TOT安排及若干BOO安排均屬《香港（國際財務報告詮釋委員會）詮釋》第12號「服務特許經營權安排」下之服務特許經營權安排，因為當地政府控制並監管本集團利用基礎設施按預定服務費所須提供之服務。就BOT及TOT安排而言，在特許經營權協議到期後，有關基礎設施須無償轉歸當地政府所有。就BOO安排而言，有關服務特許經營權安排所涉及之基礎設施於其整個或大致上整個可使用年期使用。

##### *經營租賃承擔－本集團作為出租人*

本集團就其投資物業組合訂立商用物業租賃。根據對有關安排之條款及條件作出之評估，本集團確定其保留上述根據經營租賃出租之物業之擁有權之所有重大風險及回報。

# Notes to Financial Statements

## 財務報表附註

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### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### 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 “Construction contracts” and “Revenue recognition”, revenue and profit recognition on an incompleting 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 “Gross amounts due from customers for contract work” as disclosed in note 23 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.

#### Impairment losses for bad and doubtful debts

The Group estimates impairment losses for bad and doubtful debts resulting from the inability of the customers to make the required payments. The Group bases the estimates on the ageing of the receivables, customer credit-worthiness, and historical write-off experience. If the financial conditions of customers were to deteriorate, actual write-offs would be higher than estimated. The carrying amounts of gross amounts due from customers for contract work and debtors, other receivables, deposits and prepayments at 31 December 2017 were HK\$31,690,529,000 (2016: HK\$21,033,228,000) and HK\$14,455,541,000 (2016: HK\$9,831,429,000), respectively, details of which are set out in notes 23 and 25 to the financial statements.

### 3 重大會計判斷及估計(續)

#### 估計之不確定性

下文闡述有關未來之主要假設，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「建造合約」及「收益確認」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23所披露之「應收客戶合約工程款項總額」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。

#### 呆壞賬之耗損虧損

本集團會就客戶無力作出所需付款而產生之呆壞賬估計耗損虧損。本集團會根據應收款項之賬齡、客戶之信用及過往撇賬經驗作出估計。如客戶之財務狀況變壞，實際撇賬金額會高於估計金額。於二零一七年十二月三十一日，應收客戶合約工程款項總額之賬面值及應收賬款、其他應收款項、按金及預付款項之賬面值分別為港幣31,690,529,000元(二零一六年：港幣21,033,228,000元)及港幣14,455,541,000元(二零一六年：港幣9,831,429,000元)。有關詳情載於財務報表附註23及附註25。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Impairment losses for 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 2017 was HK\$1,747,451,000 (2016: HK\$1,563,390,000). Further details are given in note 17 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生產單位或一個現金生產單位組別，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生產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生產單位之使用價值。在估計使用價值時，本集團須估計來自現金生產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。於二零一七年十二月三十一日，商譽之賬面值為港幣1,747,451,000元(二零一六年：港幣1,563,390,000元)。進一步詳情載於財務報表附註17。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Other impairment losses

If circumstances indicate that the carrying values of investments in associates and joint ventures, property, plant and equipment, prepaid land lease payments, intangible assets and other financial assets may not be recoverable, these assets may be considered impaired, and an impairment loss may be recognised in accordance with HKAS 36 *Impairment of Assets*. The carrying amounts of these assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and the value in use. It is difficult to estimate precisely fair values because quoted market prices for the Group's assets are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and amount of operating costs.

### 3 重大會計判斷及估計(續)

#### 估計之不確定性(續)

##### 其他耗損虧損

當情況顯示於聯營公司及合營企業之投資、物業、廠房及設備、預付土地租賃付款、無形資產及其他財務資產等項目之賬面值可能無法收回時，該等資產可被視為已耗損，並可按照《香港會計準則》第36號「資產耗損」之規定確認耗損虧損。本集團會定期檢討該等資產之賬面值，以評估可收回金額是否已降至低於賬面值。當有事件發生或情況轉變顯示該等資產之已記賬賬面值可能無法收回時，便會對該等資產進行耗損測試。當出現上述耗損時，賬面值會減至可收回金額。可收回金額為公允值減去出售成本或使用價值（以較高者為準）。由於未能隨時取得本集團資產之市場報價，因此難以準確估計公允值。於釐定使用價值時，資產產生之預期現金流量會貼現至其現值，而此需要就收益及營運成本金額作出重大判斷。本集團會利用所有現有所得資料來釐定可收回金額之合理概約金額，包括根據收益及營運成本金額之合理有力假設與預測所作出之估計。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Estimation of fair value of investment properties

As described in note 14 to the financial statements, the Group's investment properties were revalued at the end of the reporting period based on the appraised market value provided by independent firms of surveyors. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of each reporting period. The carrying amount of investment properties at 31 December 2017 was HK\$165,133,000 (2016: HK\$157,140,000). Further details, including the key assumptions used for fair value measurement and sensitivity analysis, are given in note 14 to the financial statements.

##### 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 legislation. 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 2017 was HK\$77,250,000 (2016: HK\$53,732,000). Further details are included in note 32 to the financial statements.

### 3 重大會計判斷及估計(續)

#### 估計之不確定性(續)

##### 估計投資物業之公允值

誠如財務報表附註14所述，本集團之投資物業已於報告期末根據獨立測量師行提供之經評定市場價值進行重新估值。有關估值乃基於若干假設進行，故受限於不明朗因素以及或會與實際結果有重大差異。在作出估計時，本集團會考慮在活躍市場同類物業之當前價格資料，並會使用主要基於各個報告期末之現行市況作出之假設。於二零一七年十二月三十一日，投資物業之賬面值為港幣165,133,000元(二零一六年：港幣157,140,000元)。進一步詳情(包括用於公允值計量之主要假設及敏感度分析)載於財務報表附註14。

##### 所得稅

釐訂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影響，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，並會將稅務規例之所有變動列為考慮因素。本集團會就暫時可扣減差異確認遞延稅項資產。由於上述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情況下予以確認，故管理層須作出判斷，評估產生未來應課稅盈利之可能性。管理層會於各個報告期末重新評估上述估計。倘未來應課稅盈利有可能令遞延稅項資產得以收回，便會確認額外的遞延稅項資產。於二零一七年十二月三十一日，遞延稅項資產之賬面值為港幣77,250,000元(二零一六年：港幣53,732,000元)。進一步詳情載於財務報表附註32。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION

The Group manages its business by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented four reportable segments.

- Environmental energy project construction and operation: this segment engages in the construction and operation of waste-to-energy plants, methane-to-energy plants, sludge treatment and disposal projects and food waste treatment projects, to generate revenue from construction services, revenue from operation services as well as finance income.
- Environmental water project construction and operation: this segment engages in the construction, upgrade and operation of waste-water treatment plants, reusable water treatment plants, surface water treatment plants, waste-water source heat pump projects and water environment management projects, to generate revenue from construction services, revenue from operation services as well as finance income.
- Greentech project construction and operation: this segment engages in the construction and operation of integrated biomass utilisation projects, hazardous waste treatment projects, solar energy projects and wind power projects, to generate revenue from construction services, revenue from operation services as well as finance income.
- Others: this segment engages in the conduct of environmental protection technology research and development, the provision of environmental-related technological services, design of environmental protection projects, the manufacturing and sales of environmental protection project equipment, waste treatment and operation of landfill, from which it generates revenue.

### 4 經營分部資料

本集團之業務按業務種類劃分為多個分部並加以管理。按照公司內部就資源分配及表現評估而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分部。

- 環保能源項目建造及運營：此業務分部透過建造及運營垃圾發電廠、沼氣發電廠、污泥處理處置項目及餐廚垃圾處理項目，以賺取建造服務收益、運營服務收益及財務收入。
- 環保水務項目建造及運營：此業務分部透過建造、改造及運營污水處理廠、中水回用處理廠、地表水處理廠、污水源熱泵項目及水環境治理項目，以賺取建造服務收益、運營服務收益及財務收入。
- 綠色環保項目建造及運營：此業務分部透過建造及運營綜合利用生物質項目、危廢處理項目、光伏發電項目及風力發電項目，以賺取建造服務收益、運營服務收益及財務收入。
- 其他：此業務分部透過進行環保科技研發、提供環保相關技術服務、設計環保項目、製造及銷售環保項目裝備，以及廢物處理及運營填埋場，從中賺取收益。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION (continued)

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

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 investments in other financial assets, intercompany receivables and other corporate assets. Segment liabilities include current taxation, deferred tax liabilities, creditors, other payables and accrued expenses attributable to the activities of the individual segment and borrowings managed directly by the segments, with the exception of intercompany payables.

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. However, other than reporting inter-segment sales of equipment and provision of technological services, assistance provided by one segment to another, including technical know-how, is not measured.

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

### 4 經營分部資料(續)

就分部表現評估及分部間之資源分配而言，本集團之最高管理層按下列基準監察各個須予報告分部之業績、資產及負債：

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，惟不包括於其他財務資產之投資、集團內公司間之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活動所產生之本期稅項、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借貸，惟不包括集團內公司間之應付款項。

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之資產所產生之折舊或攤銷而分配至有關分部。然而，除報告分部間之設備銷售及提供之技術服務外，某一分部向另一分部提供之協助(包括專業知識技術)並不計算在內。

用於報告分部盈利之表示方式為「除利息、稅項、折舊及攤銷前盈利」，即「EBITDA」。為了得出EBITDA，本集團之盈利將就無明確歸於任何分部之項目(例如：董事酬金及核數師酬金及其他總公司或企業行政成本)作進一步調整。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION (continued)

In addition to receiving segment information concerning EBITDA, management is provided with segment information concerning revenue (including inter-segment sales and revenue from technological services), depreciation and amortisation and additions to non-current segment assets used by the segments in their operations.

During the year, the Group redefined its business divisions to align with its organisational structure for the purpose of managing its strategic direction. Accordingly, the segment information of certain subsidiaries previously included in the “Environmental energy project construction and operation” segment and the segment information of subsidiaries previously included in the “Envirotech” segment have been reclassified to the “Others” segment. Accordingly, the comparative segment information has been reclassified to conform to the current year’s presentation.

### 4 經營分部資料(續)

除獲提供有關EBITDA之分部資料外，管理層亦獲提供有關下列各項之分部資料：收益（包括集團內公司間之銷售額及來自技術服務之收益）及各分部運營時所使用之非流動分部資產之折舊、攤銷及增置。

年內，本集團因應其組織架構，重新界定旗下業務分部，以便管理集團策略方向。因此，原先列入「環保能源項目建造及運營」分部之若干附屬公司之分部資料以及原先列入「環境科技」分部之附屬公司之分部資料已重新分類至「其他」分部。因此，分部比較資料亦已重新分類，以符合本年度之呈報方式。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 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 years ended 31 December 2017 and 2016 is set out below.

For the year ended 31 December

### 4 經營分部資料(續)

#### (i) 分部業績、資產及負債

截至二零一七年及二零一六年十二月三十一日止年度，本集團就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如下：

截至十二月三十一日止年度

	Environmental energy project construction and operation 環保能源項目建造及運營		Environmental water project construction and operation 環保水務項目建造及運營		Greentech project construction and operation 綠色環保項目建造及運營		Others 其他		Total 總額	
	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Segment revenue:	分部收益:									
Revenue from external customers	來自外界客戶收益									
Inter-segment revenue	分部間收益									
Reportable segment revenue	須予報告之分部收益									
Reconciliation:	對賬:									
Elimination of inter-segment revenue	抵銷分部間收益									
Reportable segment revenue derived from the Group's external customers	來自本集團外界客戶之須予報告分部收益									
	11,059,728	7,784,189	3,591,633	2,494,037	4,580,092	3,025,940	811,663	667,038	20,043,116	13,971,204
	280	-	-	-	1,260	-	1,385,504	867,519	1,387,044	867,519
	11,060,008	7,784,189	3,591,633	2,494,037	4,581,352	3,025,940	2,197,167	1,534,557	21,430,160	14,838,723
									(1,387,044)	(867,519)
									20,043,116	13,971,204

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION (continued)

#### (i) Segment results, assets and liabilities (continued)

For the year ended 31 December

### 4 經營分部資料(續)

#### (i) 分部業績、資產及負債(續)

截至十二月三十一日止年度

		Environmental energy project construction and operation 環保能源項目建造及運營		Environmental water project construction and operation 環保水務項目建造及運營		Greentech project construction and operation 綠色環保項目建造及運營		Others 其他		Total 總額	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Segment results:	分部業績：										
Reportable segment profit (EBITDA)	須予報告分部盈利(EBITDA)	4,190,705	3,269,755	1,187,283	843,973	1,542,886	1,020,204	535,663	446,486	7,456,537	5,580,418
Elimination of inter-segment profits	抵銷分部間盈利									(506,731)	(433,718)
Reportable segment profit derived from the Group's external customers	來自本集團外界客戶之須予報告分部盈利									6,949,806	5,146,700
Finance costs	財務費用									(938,280)	(639,584)
Depreciation and amortisation, including unallocated portion	折舊及攤銷(包括未分配部份)									(496,730)	(312,954)
Unallocated head office and corporate income	未分配總公司及企業收入									12,452	18,981
Unallocated head office and corporate expenses	未分配總公司及企業開支									(99,049)	(114,420)
Consolidated profit before tax	綜合除稅前盈利									5,428,199	4,098,723
Other segment information:	其他分部資料：										
Depreciation and amortisation	折舊及攤銷	66,916	32,311	95,079	101,275	204,635	131,509	108,179	43,565	474,809	308,660
Additions to property, plant and equipment and prepayment of land leases during the year	年內增置物業、廠房及設備以及土地租賃預付款項	140,086	41,873	9,741	11,865	482,699	371,854	454,538	75,692	1,087,064	501,284
Additions to intangible assets and non-current portion of prepayments during the year	年內增置無形資產及預付款項之非即期部份	505,631	1,108,593	221,411	988	2,203,967	1,535,093	11,553	24,147	2,942,562	2,668,821
Additions to non-current portion of other receivables and deposits and gross amounts due from customers for contract work during the year	年內增置其他應收款項、按金及應收客戶合約工程款項總額之非即期部份	9,040,160	5,691,340	2,720,978	1,773,307	1,018,393	553,427	-	-	12,779,531	8,018,074



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION (continued)

#### (i) Segment results, assets and liabilities (continued)

### 4 經營分部資料(續)

#### (i) 分部業績、資產及負債(續)

		Environmental energy project construction and operation 環保能源項目建造及運營		Environmental water project construction and operation 環保水務項目建造及運營		Greentech project construction and operation 綠色環保項目建造及運營		Others 其他		Total 總額	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Reportable segment assets	須予報告之分部資產	35,080,691	23,156,173	17,803,411	13,851,356	14,391,500	7,414,046	3,296,266	2,596,712	70,571,868	47,018,287
Non-current other financial assets	非流動其他財務資產									38,567	33,332
Unallocated head office and corporate assets	未分配總公司及企業資產									2,512,757	2,480,109
Consolidated total assets	綜合資產總額									73,123,192	49,531,728
Reportable segment liabilities	須予報告之分部負債	15,499,633	9,464,223	9,507,685	6,662,303	5,658,705	3,266,397	2,064,657	2,088,463	32,730,680	21,481,386
Unallocated head office and corporate liabilities	未分配總公司及企業負債									11,748,974	8,205,134
Consolidated total liabilities	綜合負債總額									44,479,654	29,686,520

# Notes to Financial Statements

## 財務報表附註

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### 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 investment properties, property, plant and equipment, prepaid land lease payments and intangible assets and (iii) the Group's non-current portion of other receivables, deposits and prepayments and non-current portion of gross amounts due from customers for contract work. 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 investment properties, property, plant and equipment and prepaid land lease payments, and the location of the operation to which they are allocated, in the case of other receivables, deposits and prepayments, intangible assets and gross amounts due from customers for contract work.

### 4 經營分部資料(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)本集團之投資物業、物業、廠房及設備、預付土地租賃款項及無形資產及(iii)本集團之其他應收款項、按金及預付款項之非即期部份及應收客戶合約工程款項總額之非即期部份之所在地區。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(以投資物業、物業、廠房及設備以及預付土地租賃款項而言)，以及涉及之業務之所在地點(以其他應收款項、按金及預付款項、無形資產及應收客戶合約工程款項總額而言)劃分。

		Revenue from external customers 來自外界客戶之收益		Investment properties, property, plant and equipment, prepaid land lease payments and intangible assets 投資物業、物業、廠房及設備、預付土地租賃款項及無形資產		Non-current portion of other receivables, deposits and prepayments and gross amounts due from customers for contract work 其他應收款項、按金及預付款項及應收客戶合約工程款項總額之非即期部份	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Hong Kong (place of domicile)	香港 (註冊營業地點)	-	-	45,669	50,062	-	-
Other parts of the PRC	中國其他地區	19,581,906	13,844,287	11,289,342	8,238,318	37,856,402	25,946,362
Germany	德國	6,193	5,995	46,742	43,814	-	-
Poland	波蘭	455,017	120,922	815,050	692,828	2,640	12,027
Vietnam	越南	-	-	757,174	-	-	-
Total	總額	20,043,116	13,971,204	12,953,977	9,025,022	37,859,042	25,958,389

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 4 OPERATING SEGMENT INFORMATION (continued)

#### (iii) Information about a major customer

For the years ended 31 December 2017 and 2016, the revenue from the Group's largest customer amounted to less than 10% of the Group's total revenue.

### 5 REVENUE

Revenue represents the revenue from construction services, revenue from environmental energy projects, environmental water projects and greentech projects operation services, finance income and others. The amount of each significant category of revenue recognised during the year is as follows:

### 4 經營分部資料(續)

#### (iii) 主要客戶資料

截至二零一七年及二零一六年十二月三十一日止年度，來自本集團最大客戶之收益佔本集團收益總額少於10%。

### 5 收益

收益包括建造服務收益、來自環保能源項目、環保水務項目及綠色環保項目之運營服務收益、財務收入及其他。年內已確認的各項主要收益類別的數額如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (Restated) (重報)
Revenue from environmental energy project construction services	環保能源項目建造服務收益	8,178,207	5,779,429
Revenue from environmental water project construction services	環保水務項目建造服務收益	2,111,292	1,133,784
Revenue from greentech project construction services	綠色環保項目建造服務收益	2,952,979	2,073,986
Revenue from environmental energy project operation services	環保能源項目運營服務收益	1,548,830	997,056
Revenue from environmental water project operation services	環保水務項目運營服務收益	879,137	821,478
Revenue from greentech project operation services	綠色環保項目運營服務收益	1,547,358	914,988
Finance income	財務收入	2,013,650	1,583,445
Others	其他	811,663	667,038
		<b>20,043,116</b>	13,971,204

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 5 REVENUE (continued)

The aggregated revenues from environmental energy project construction and operation services, environmental water project construction and operation services, greentech project construction and operation services and finance income derived from the local government authorities in the PRC amounted to HK\$18,643,331,000 (2016: HK\$12,996,599,000) for the year ended 31 December 2017. The revenues are included in “Environmental energy project construction and operation”, “Environmental water project construction and operation” and “Greentech project construction and operation” segments as disclosed in note 4 to the financial statements.

### 6 OTHER REVENUE, OTHER INCOME AND GAINS/(LOSSES), NET

An analysis of other revenue, other income and gains/(losses), net is as follows:

### 5 收益(續)

截至二零一七年十二月三十一日止年度，來自中國當地政府機關之環保能源項目建造及運營服務收益、環保水務項目建造及運營服務收益、綠色環保項目建造及運營服務收益及財務收入總額為港幣18,643,331,000元(二零一六年：港幣12,996,599,000元)。有關收益計入「環保能源項目建造及運營」分部、「環保水務項目建造及運營」分部及「綠色環保項目建造及運營」分部(詳見財務報表附註4)。

### 6 其他收益、其他收入及收益/(虧損)淨額

其他收益、其他收入及收益/(虧損)淨額分析如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Other revenue	其他收益		
Rental income	租金收入	6,047	8,496
Interest income	利息收入	84,115	46,439
Dividend income	股息收入	173	8
Government grants*	政府補助金*	68,927	36,045
Value-added tax refund**	增值稅退稅**	329,649	311,170
Others	其他	66,321	62,758
		<b>555,232</b>	464,916
Other income and gains/(losses), net	其他收入及收益/(虧損)淨額		
Change in fair value of derivative financial instrument:	衍生金融工具公允價值變動：		
Derivative financial instrument – transactions not qualified as hedge	衍生金融工具 – 不符合資格作為對沖之交易	72,320	(28,528)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	(2,111)	(11,247)
Loss on partial disposal of a joint venture (note 19(d))	出售合營企業部份權益之虧損(附註19(d))	(13,273)	-
		<b>56,936</b>	(39,775)
Total	總額	<b>612,168</b>	425,141

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 6 OTHER REVENUE, OTHER INCOME AND GAINS/(LOSSES), NET (continued)

- \* Government grants of HK\$68,927,000 (2016: HK\$36,045,000) were granted during the year ended 31 December 2017 to subsidise certain environmental energy, environmental water and greentech projects of the Group in the PRC and Poland. There are 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.
- \*\* Value-added tax refund of HK\$329,649,000 (2016: HK\$311,170,000) was received/receivable during the year ended 31 December 2017 in relation to certain environmental energy, environmental water and greentech project operations of the Group in the PRC. There are no unfulfilled conditions and other contingencies attached to the receipts of such tax refund. There is no assurance that the Group will continue to receive such tax refund in the future.

### 6 其他收益、其他收入及收益／(虧損)淨額(續)

- \* 於截至二零一七年十二月三十一日止年度，本集團獲發放政府補助金港幣68,927,000元(二零一六年：港幣36,045,000元)，以補貼本集團若干中國及波蘭的環保能源、環保水務及綠色環保項目。概無有關收取該等補助金之未達成條件或其他或然事項。目前不能保證本集團於日後將可繼續獲發該等補助金。
- \*\* 於截至二零一七年十二月三十一日止年度，本集團在中國之若干環保能源、環保水務及綠色環保運營項目已獲發放／將獲發放增值稅退稅港幣329,649,000元(二零一六年：港幣311,170,000元)。概無有關收取該等增值稅退稅之未達成條件及其他或然事項。目前不能保證本集團於日後將可繼續獲發該等增值稅退稅。

### 7 FINANCE COSTS

### 7 財務費用

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Interest on bank loans and other loans	銀行貸款及其他貸款之利息	919,598	645,924
Interest on corporate bond	公司債券之利息	22,971	-
Interest on finance leases	融資租賃之利息	1,693	561
Less: Interest expenses capitalised into construction in progress*	減：於在建工程資本化之利息支出*	(5,982)	(6,901)
		<b>938,280</b>	639,584

- \* The borrowing costs have been capitalised at rates ranging from 4.4% to 4.9% (2016: 4.5% to 4.9%) per annum during the year ended 31 December 2017.

- \* 於截至二零一七年十二月三十一日止年度，借貸成本按介乎4.4%至4.9%(二零一六年：4.5%至4.9%)之年利率進行資本化。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 8 PROFIT BEFORE TAX

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

### 8 除稅前盈利

本集團之除稅前盈利已扣除：

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Depreciation	折舊	15	218,828	163,428
Amortisation	攤銷			
– prepaid land lease payments	– 預付土地租賃款項	16	4,659	5,699
– intangible assets*	– 無形資產*	18	273,243	143,827
Research and development costs	研究及開發成本		87,509	54,180
Minimum lease payments under operating leases	經營租賃最低租賃費用		35,650	17,384
Auditor's remuneration	核數師酬金			
– audit services	– 審核服務		6,780	4,040
– other services	– 其他服務		6	480
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, salaries, allowances and benefits in kind	工資、薪金、津貼及實物利益		1,029,751	758,918
Retirement scheme contributions	退休計劃供款		199,394	134,114
			<b>1,229,145</b>	893,032
Foreign exchange differences, net	匯兌淨差額		43,224	72,742
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties	賺取租金之投資物業之直接經營費用(包括維修及保養)		348	348

\* Included in "Direct costs and operating expenses" on the face of the consolidated income statement.

\* 計入綜合損益表「直接成本及經營費用」項下。

As at 31 December 2017, the Group had no forfeited contributions available to reduce its contributions to the retirement schemes in future years (2016: Nil).

於二零一七年十二月三十一日，本集團並無沒收供款可用以扣減本集團在未來年度之退休計劃供款(二零一六年：無)。

# Notes to Financial Statements

## 財務報表附註

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### 9 DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 董事薪酬

根據香港聯合交易所有限公司證券上市規則（「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部披露之董事年度酬金如下：

		Group 本集團	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Fees	袍金	1,108	1,280
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	9,847	9,903
Discretionary bonuses	酌情花紅	15,780	11,430
Retirement scheme contributions	退休計劃供款	753	605
		26,380	21,938
		27,488	23,218

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 9 DIRECTORS' REMUNERATION (continued)

### 9 董事薪酬(續)

		Fees 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 港幣千元	Discretionary bonuses 酌情花紅 HK\$'000 港幣千元	Retirement scheme contributions 退休計劃 供款 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
2017	二零一七年					
Executive directors	執行董事					
Cai Yunge (note (a))	蔡允革(附註(a))	-	-	-	-	-
Chen Xiaoping (note (b))	陳小平(附註(b))	-	3,334	9,230	-	12,564
Wang Tianyi (note (c))	王天義(附註(c))	-	2,126	2,450	-	4,576
Wong Kam Chung, Raymond	黃錦聰	-	2,164	2,100	631	4,895
Cai Shuguang (note (d))	蔡曙光(附註(d))	-	1,879	2,000	122	4,001
		-	9,503	15,780	753	26,036
Non-executive director	非執行董事					
Tang Shuangning (note (e))	唐雙寧(附註(e))	-	-	-	-	-
Independent non-executive directors	獨立非執行董事					
Fan Yan Hok, Philip	范仁鶴	320	101	-	-	421
Mar Selwyn	馬紹援	320	104	-	-	424
Li Kwok Sing, Aubrey (note (f))	李國星(附註(f))	148	48	-	-	196
Zhai Haitao	翟海濤	320	91	-	-	411
		1,108	344	-	-	1,452
		1,108	9,847	15,780	753	27,488

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 9 DIRECTORS' REMUNERATION (continued)

### 9 董事薪酬(續)

		Fees 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 港幣千元	Discretionary bonuses 酌情花紅 HK\$'000 港幣千元	Retirement scheme contributions 退休計劃 供款 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
2016	二零一六年					
<b>Executive directors</b>	<b>執行董事</b>					
Cai Yunge (note (a))	蔡允革(附註(a))	-	-	-	-	-
Tang Shuangning (note (e))	唐雙寧(附註(e))	-	-	-	-	-
Liu Jun (note (g))	劉 珺(附註(g))	-	-	-	-	-
Chen Xiaoping (note (b))	陳小平(附註(b))	-	3,334	6,230	-	9,564
Wang Tianyi (note (c))	王天義(附註(c))	-	2,102	1,900	-	4,002
Wong Kam Chung, Raymond	黃錦聰	-	2,164	1,700	571	4,435
Cai Shuguang (note (d))	蔡曙光(附註(d))	-	1,939	1,600	34	3,573
		-	9,539	11,430	605	21,574
<b>Non-executive director</b>	<b>非執行董事</b>					
Tang Shuangning (note (e))	唐雙寧(附註(e))	-	-	-	-	-
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Fan Yan Hok, Philip	范仁鶴	320	96	-	-	416
Mar Selwyn	馬紹援	320	99	-	-	419
Li Kwok Sing, Aubrey (note (f))	李國星(附註(f))	320	83	-	-	403
Zhai Haitao	翟海濤	320	86	-	-	406
		1,280	364	-	-	1,644
		1,280	9,903	11,430	605	23,218

Notes:

(a) Mr. Cai Yunge was appointed as executive director and the vice-chairman on 10 November 2016 and was re-designated as executive director and the Chairman on 12 December 2016.

附註：

(a) 蔡允革先生於二零一六年十一月十日獲委任為執行董事兼副主席，其後於二零一六年十二月十二日調任為執行董事兼主席。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 9 DIRECTORS' REMUNERATION (continued)

Notes: (continued)

- (b) Mr. Chen Xiaoping was also the chief executive officer of the Group and resigned as the executive director and the chief executive officer on 1 January 2018.
- (c) Mr. Wang Tianyi was re-designated as the chief executive officer on 1 January 2018.
- (d) Mr. Cai Shuguang resigned as executive director on 1 January 2018.
- (e) Mr. Tang Shuangning ceased to be executive director and the Chairman and was re-designated as non-executive director on 12 December 2016.
- (f) Mr. Li Kwok Sing, Aubrey resigned as independent non-executive director with effect from the close of annual general meeting on 24 May 2017.
- (g) Mr. Liu Jun resigned as executive director and the vice-chairman on 10 November 2016.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

### 10 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2016: four directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2016: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

### 9 董事薪酬(續)

附註：(續)

- (b) 陳小平先生亦曾任本集團行政總裁，並已於二零一八年一月一日辭任執行董事兼行政總裁。
- (c) 王天義先生於二零一八年一月一日調任行政總裁。
- (d) 蔡曙光先生於二零一八年一月一日辭任執行董事。
- (e) 唐雙寧先生於二零一六年十二月十二日不再出任執行董事兼主席，並調任為非執行董事。
- (f) 李國星先生由二零一七年五月二十四日股東週年大會結束後辭任獨立非執行董事。
- (g) 劉珺先生於二零一六年十一月十日辭任執行董事兼副主席。

年內概無訂立董事或主要行政人員放棄或同意放棄任何酬金之安排。

### 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(二零一六年：四名董事)，彼等之酬金詳情載於上文附註9。年內餘下一名(二零一六年：一名)既非本公司董事亦非主要行政人員之最高薪酬僱員之薪酬詳情如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,736	1,834
Discretionary bonuses	酌情花紅	2,300	1,829
Retirement scheme contributions	退休計劃供款	278	36
		<b>4,314</b>	3,699



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 10 FIVE HIGHEST PAID EMPLOYEES (continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

### 10 五名最高薪酬僱員(續)

薪酬介乎以下範圍之既非董事亦非主要行政人員最高薪酬僱員之人數如下：

		Number of employees 僱員人數	
		2017 二零一七年	2016 二零一六年
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	-	1
HK\$4,000,001 to HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	1	-
		1	1

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.

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。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 11 INCOME TAX

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 2017 (2016: 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 at 50% of the standard tax rate or fully exempted from income tax under the relevant tax rules and regulations.

### 11 所得稅

由於本集團於截至二零一七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（二零一六年：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，若干中國附屬公司須按標準稅率之50%繳納所得稅或獲所得稅稅項豁免。

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Current – Elsewhere:	本期 – 其他國家：		
Charge for the year	本年度計提	399,647	306,673
Overprovision in prior years	過往年度撥備過剩	(12,726)	(3,048)
Deferred (note 32)	遞延(附註32)	989,431	758,525
Total tax expense for the year	本年度稅項開支總額	1,376,352	1,062,150

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 11 INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries or jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

### 11 所得稅(續)

按適用於本公司及其大部份附屬公司所在國家或司法權區之法定稅率計算除稅前盈利之稅項支出與按實際稅率計算之稅項支出之對賬如下:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit before tax	除稅前盈利	<b>5,428,199</b>	4,098,723
Tax at the statutory tax rate	按法定稅率計算之稅項	<b>1,425,549</b>	1,054,217
Difference in tax rates enacted by local authorities	地方當局頒佈之稅率 差異	<b>(307,350)</b>	(262,615)
Effect of withholding tax on the distributable and distributed profits of the Group's PRC subsidiaries	預提所得稅對本集團中國附屬公司可供分派及已分派盈利之影響	<b>192,337</b>	142,279
Adjustments in respect of current tax of previous periods	就過往期間之即期稅項作出之調整	<b>(12,726)</b>	(3,048)
Profits and losses attributable to joint ventures and associates	合營企業及聯營公司之 盈利及虧損	<b>(15,065)</b>	(15,723)
Income not subject to tax	毋須課稅收入	<b>(57,180)</b>	(33,677)
Expenses not deductible for tax	不可扣稅開支	<b>151,411</b>	166,369
Tax losses utilised from previous periods	動用過往期間之可抵扣 虧損	<b>(5,897)</b>	(943)
Tax losses not recognised	未確認可抵扣虧損	<b>7,405</b>	6,564
Others	其他	<b>(2,132)</b>	8,727
Tax expense at the Group's effective rate	按本集團實際稅率計算 之稅項支出	<b>1,376,352</b>	1,062,150

The share of tax attributable to joint ventures amounting to HK\$20,224,000 (2016: HK\$30,394,000) is included in "Share of profits of joint ventures" in the consolidated income statement.

所佔合營企業稅項為港幣20,224,000元(二零一六年:港幣30,394,000元),已計入綜合損益表「所佔合營企業盈利」項下。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 12 DIVIDENDS

### 12 股息

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Dividend attributable to the year:	本年度股息：		
Interim – HK12.0 cents (2016: HK7.5 cents) per ordinary share	中期股息－每股普通股 12.0港仙(二零一六年： 7.5港仙)	<b>537,926</b>	336,204
Proposed final – HK12.0 cents (2016: HK13.0 cents) per ordinary share	擬派末期股息－每股 普通股12.0港仙 (二零一六年： 13.0港仙)	<b>537,926</b>	582,753
		<b>1,075,852</b>	918,957
Dividend paid during the year:	年內已付股息：		
Final in respect of the previous financial year – HK13.0 cents (2016: HK12.0 cents) per ordinary share	上一個財政年度之 末期股息－每股普通股 13.0港仙(二零一六年： 12.0港仙)	<b>582,752</b>	538,045

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

本年度建議分派之末期股息須待本公司股東在應屆股東週年大會上批准後方可作實。於報告期末後建議分派之末期股息並未在報告期末確認為負債。

### 13 EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK\$3,509,990,000 (2016: HK\$2,784,863,000), and 4,482,711,700 (2016: the weighted average number of approximately 4,483,124,000) ordinary shares in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2017 and 2016.

### 13 本公司權益持有人應佔每股盈利

每股基本盈利金額乃按本公司權益持有人應佔本年度盈利港幣3,509,990,000元(二零一六年：港幣2,784,863,000元)以及年內已發行普通股4,482,711,700股(二零一六年：加權平均數約4,483,124,000股)計算。

截至二零一七年及二零一六年十二月三十一日止年度，本集團並無任何已發行具潛在攤薄影響之普通股。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 14 INVESTMENT PROPERTIES

### 14 投資物業

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Carrying amount at 1 January	於一月一日之賬面值	157,140	166,099
Exchange realignment	匯兌調整	7,993	(8,959)
Carrying amount at 31 December	於十二月三十一日之 賬面值	165,133	157,140

The directors of the Company have determined that the Group's investment properties were commercial investment properties based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2017 based on valuations performed by Beijing Deping Daxin Assets Appraisal Co, Ltd. and Shenzhen Zhong Heng Xin Assets Appraisal Co. Ltd, independent firms of surveyors, at HK\$165,133,000. Each year, the management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management has discussions with the surveyors on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 40 to the financial statements.

Further particulars of the Group's investment properties are included on page 300.

根據各項物業之性質、特性及風險，本公司董事確定本集團之投資物業屬商用投資物業。於二零一七年十二月三十一日，本集團投資物業進行重估，有關重估依據獨立測量師行北京德平達盛資產評估有限責任公司及深圳市中衡信資產評估有限公司所作之估值進行，重估價值為港幣165,133,000元。管理層於每個年度均會決定委聘那家外聘估值公司負責對本集團物業進行外部估值。甄選準則包括對市場之熟識程度、聲譽、獨立性及能否維持專業水平。管理層與測量師每年兩次為中期及年度財務申報而進行之估值之估值假設及估值結果進行討論。

投資物業根據經營租賃出租予第三方，其進一步資料概要載於財務報表附註40。

本集團投資物業之進一步詳情載於第300頁。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 14 INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

### 14 投資物業(續)

#### 公允值架構級別

下表說明本集團投資物業之公允值計量架構級別：

		Fair value measurement as at 31 December 2017 using 於二零一七年十二月三十一日 使用以下各項進行公允值計量			
		Quoted prices in active markets (Level 1) 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	Total 總額 HK\$'000 港幣千元
Recurring fair value measurement for:	下列項目之經常性 的公允值計量：				
Commercial investment properties	商用投資物業	-	-	165,133	165,133

		Fair value measurement as at 31 December 2016 using 於二零一六年十二月三十一日 使用以下各項進行公允值計量			
		Quoted prices in active markets (Level 1) 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	Total 總額 HK\$'000 港幣千元
Recurring fair value measurement for:	下列項目之經常性 的公允值計量：				
Commercial investment properties	商用投資物業	-	-	157,140	157,140

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 14 INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2016: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 14 投資物業(續)

#### 公允值架構級別(續)

年內，第一級與第二級之間並無公允值計量轉移，第三級亦無任何轉入或轉出(二零一六年：無)。

分類於公允值架構級別第三級之公允值計量之對賬：

		Commercial investment properties 商用投資物業 HK\$'000 港幣千元
Carrying amount at 1 January 2016	於二零一六年一月一日之賬面值	166,099
Exchange realignment	匯兌調整	(8,959)
Carrying amount at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日之賬面值	157,140
Exchange realignment	匯兌調整	7,993
Carrying amount at 31 December 2017	於二零一七年十二月三十一日 之賬面值	165,133

No valuation gain or loss is recognised in the consolidated income statement for the years ended 31 December 2017 and 2016 as there has been no change in the fair value of the investment properties since previous valuations.

於截至二零一七年及二零一六年十二月三十一日止年度並無在綜合損益表確認任何估值盈虧，原因為投資物業之公允值自上一次估值以來並無變動。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 14 INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

### 14 投資物業(續)

#### 公允價值架構級別(續)

下表概述投資物業估值所使用之估值技術及主要輸入數據：

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據
Commercial investment properties 商用投資物業	Market comparison approach 市場比較法	Premium (discount) on quality of the buildings 有關樓宇質量之溢價(折讓)  Adjustment on timing of comparable transactions 就可供比較交易時間作出之調整

The fair value of investment properties is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square metre basis, adjusted for a premium or a discount specific to the quality of the Group's buildings compared to the recent sales and the timing on the comparable transactions. Higher premium for higher quality buildings and a favourable adjustment on the timing of comparable transactions will result in a higher fair value measurement.

投資物業之公允價值乃使用市場比較法釐定，其經參考可供比較物業按每平方米價格基準計算之近期售價，且已就本集團樓宇質量之特定溢價或折讓(與可供比較交易近期銷售額及時間比較所得)作出調整。倘樓宇質量較佳以致溢價較高及倘可供比較交易之時間導致作出有利調整，均會導致計量所得之公允價值較高。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 15 PROPERTY, PLANT AND EQUIPMENT

### 15 物業、廠房及設備

		Land and buildings 土地及樓宇 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Leasehold improvements, furniture and fixtures 租賃物業 裝修、 傢俬及裝置 HK\$'000 港幣千元	Motor vehicles, electronic equipment and others 汽車、 電子設備及 其他 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
31 December 2017	二零一七年 十二月三十一日						
Cost:	成本值：						
At 1 January 2017	於二零一七年一月一日	1,584,063	1,469,021	74,299	265,271	131,533	3,524,187
Additions	增置	330,279	13,624	29,098	93,234	612,103	1,078,338
Acquisition of a subsidiary	收購附屬公司	-	-	55	561	-	616
Disposals	出售	(2,694)	(4,443)	(534)	(6,863)	(662)	(15,196)
Adjustments	調整	(88,031)	(38,047)	(9,782)	(9,009)	-	(144,869)
Transfers	轉撥	203,190	195,040	80	4,686	(402,996)	-
Exchange realignment	匯兌調整	161,702	119,362	4,974	23,654	16,207	325,899
At 31 December 2017	於二零一七年 十二月三十一日	2,188,509	1,754,557	98,190	371,534	356,185	4,768,975
Accumulated depreciation:	累計折舊：						
At 1 January 2017	於二零一七年一月一日	174,014	173,985	31,504	115,267	-	494,770
Charge for the year	本年度折舊	77,316	89,462	10,501	41,549	-	218,828
Disposals	出售	(1,170)	(3,222)	(295)	(5,901)	-	(10,588)
Exchange realignment	匯兌調整	13,271	16,423	2,050	9,205	-	40,949
At 31 December 2017	於二零一七年 十二月三十一日	263,431	276,648	43,760	160,120	-	743,959
Net carrying amount:	賬面淨值：						
At 31 December 2017	於二零一七年 十二月三十一日	1,925,078	1,477,909	54,430	211,414	356,185	4,025,016

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 15 PROPERTY, PLANT AND EQUIPMENT (continued)

### 15 物業、廠房及設備(續)

		Land and buildings 土地及樓宇 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Leasehold improvements, furniture and fixtures 租賃物業 裝修、 傢俬及裝置 HK\$'000 港幣千元	Motor vehicles, electronic equipment and others 汽車、 電子設備及 其他 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
31 December 2016	二零一六年 十二月三十一日						
Cost:	成本值:						
At 1 January 2016	於二零一六年一月一日	1,013,812	1,208,154	55,028	188,013	259,162	2,724,169
Additions	增置	32,265	16,544	27,737	65,508	344,653	486,707
Acquisition of subsidiaries (note 36)	收購附屬公司 (附註36)	388,408	132,818	309	30,546	33,040	585,121
Disposals	出售	(355)	(10,301)	(4,196)	(9,862)	(3,160)	(27,874)
Disposal of a subsidiary	出售附屬公司	-	(18)	(64)	(389)	-	(471)
Transfers	轉撥	253,600	228,918	-	6,326	(488,844)	-
Exchange realignment	匯兌調整	(103,667)	(107,094)	(4,515)	(14,871)	(13,318)	(243,465)
At 31 December 2016	於二零一六年 十二月三十一日	1,584,063	1,469,021	74,299	265,271	131,533	3,524,187
Accumulated depreciation:	累計折舊:						
At 1 January 2016	於二零一六年一月一日	133,910	115,306	25,842	98,846	-	373,904
Charge for the year	本年度折舊	46,519	73,628	10,925	32,356	-	163,428
Disposals	出售	(56)	(4,496)	(3,399)	(8,614)	-	(16,565)
Disposal of a subsidiary	出售附屬公司	-	(17)	(20)	(146)	-	(183)
Exchange realignment	匯兌調整	(6,359)	(10,436)	(1,844)	(7,175)	-	(25,814)
At 31 December 2016	於二零一六年 十二月三十一日	174,014	173,985	31,504	115,267	-	494,770
Net carrying amount:	賬面淨值:						
At 31 December 2016	於二零一六年 十二月三十一日	1,410,049	1,295,036	42,795	150,004	131,533	3,029,417



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 15 PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2017, the Group was in the process of applying for the property ownership certificate in respect of a self-used office building acquired during the year in Nanjing, the PRC (the "Building"), with net book value of approximately HK\$330,000,000 (2016: Nil). The directors confirmed that, pursuant to the contracts and correspondences between the seller and the Group, the right to use or lease the Building has been transferred from the seller to the Group during the year. However, the Group cannot sell, transfer, pledge or otherwise dispose of the Building before the registration of property ownership and obtaining the property ownership certificate with respect to the Building.

The net carrying amount of the Group's items of property, plant and equipment held under finance leases included in the total amount of plant and machinery and motor vehicles, electronic equipment and others at 31 December 2017 was approximately HK\$54,214,000 (2016: HK\$51,521,000) (note 29).

At 31 December 2017, certain of the Group's items of property, plant and equipment with an aggregate carrying amount of HK\$1,888,457,000 (2016: HK\$2,015,853,000) were pledged to secure banking facilities granted to the Group, further details of which are included in notes 29 and 39 to the financial statements.

### 16 PREPAID LAND LEASE PAYMENTS

At 31 December 2017, certain of the Group's prepaid land lease payments with an aggregate carrying amount of HK\$76,579,000 (2016: HK\$20,019,000) were pledged to secure banking facilities granted to the Group, further details of which are included in notes 29 and 39 to the financial statements.

### 15 物業、廠房及設備(續)

於二零一七年十二月三十一日，本集團正就年內購入位於中國南京之自用辦公室大樓(「該大樓」)辦理房產證申請。該大樓之賬面淨值約為港幣330,000,000元(二零一六年：無)。董事確認，根據賣方與本集團訂立之合同及書信，該大樓之使用或租賃權利已於年內由賣方轉歸本集團。然而，在完成該大樓之房產證登記及取得房產證之前，本集團不得出售、轉讓、質押或以其他方式處置該大樓。

於二零一七年十二月三十一日，本集團根據融資租賃持有並計入廠房及機器以及汽車、電子設備及其他總額內之物業、廠房及設備賬面淨值約為港幣54,214,000元(二零一六年：港幣51,521,000元)(附註29)。

於二零一七年十二月三十一日，本集團若干物業、廠房及設備(賬面總值港幣1,888,457,000元(二零一六年：港幣2,015,853,000元))已抵押作為本集團獲授銀行融資之抵押品，進一步詳情載於財務報表附註29及附註39。

### 16 預付土地租賃款項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Carrying amount at 1 January	於一月一日之賬面值	152,091	151,047
Additions during the year	年內增置	11,774	40,209
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	670
Amortised during the year	年內攤銷	(4,659)	(5,699)
Transfers to intangible assets (note 18)	轉撥至無形資產(附註18)	-	(23,861)
Exchange realignment	匯兌調整	11,698	(10,275)
Carrying amount at 31 December	於十二月三十一日之賬面值	170,904	152,091

於二零一七年十二月三十一日，本集團若干預付土地租賃款項(賬面總值港幣76,579,000元(二零一六年：港幣20,019,000元))已抵押作為本集團獲授銀行融資之抵押品，進一步詳情載於財務報表附註29及附註39。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 17 GOODWILL

### 17 商譽

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 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	1,563,390	1,061,891
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	617,820
Exchange realignment	匯兌調整	184,061	(116,321)
Cost and net carrying amount at 31 December	於十二月三十一日之成本值及賬面淨值	1,747,451	1,563,390

#### Impairment testing of goodwill

The carrying amount of goodwill allocated to the Group's cash-generating units ("CGUs") identified according to business segment is as follows:

#### 商譽之耗損測試

下表列示已分配至本集團按業務分部分類之現金生產單位(「現金生產單位」)之商譽之賬面值：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Environmental energy project construction and operation	環保能源項目建造及運營	11,255	11,255
Environmental water project construction and operation	環保水務項目建造及運營	1,043,194	981,653
Others	其他	693,002	570,482
		1,747,451	1,563,390

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 17 GOODWILL (continued)

#### Impairment testing of goodwill (continued)

##### Goodwill allocated to individual CGUs

Goodwill of HK\$693,002,000 (2016: HK\$570,482,000), HK\$11,255,000 (2016: HK\$11,255,000) and HK\$9,538,000 (2016: HK\$9,538,000) was allocated to the individual CGUs in the “Others”, “Environmental energy project construction and operation” and “Environmental water project construction and operation” segments, respectively. The goodwill of HK\$693,002,000 as at 31 December 2017 (2016: HK\$570,482,000) arose from the acquisition of the entire equity interests in Arent Capital Sp. z o.o. (the name was changed to Arent Capital Finance Sp. z o.o. with effect from 24 March 2017) and Uscudar Holdings Limited (the “Poland Target Companies”) and their subsidiaries in the previous year (note 36(b)), and is attributable mainly to the expected synergies from combining the operations of the Group and the acquirees.

The recoverable amount of the respective CGUs is 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. Discount rates of 7.8% to 12% (2016: 9% to 12%) 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%. 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. No impairment is considered necessary at 31 December 2017 (2016: Nil).

##### Goodwill allocated to a segment

The goodwill as at 31 December 2017 also comprised of HK\$264,885,000 (2016: HK\$249,115,000) and HK\$768,771,000 (2016: HK\$723,000,000), arising from the acquisition of Dalian Dongda Water Co., Ltd (“Dalian Dongda”) and HanKore Environment Tech Group Limited, respectively, in previous years, and is attributable mainly to the expected synergies from combining the operations of the Group and the acquirees.

For the purpose of impairment testing, such goodwill has been allocated to the “Environmental water project construction and operation” segment.

### 17 商譽(續)

#### 商譽之耗損測試(續)

##### 分配至獨立現金生產單位之商譽

商譽港幣693,002,000元(二零一六年：港幣570,482,000元)、港幣11,255,000元(二零一六年：港幣11,255,000元)及港幣9,538,000元(二零一六年：港幣9,538,000元)已分別分配至「其他」分部、「環保能源項目建造及運營」分部及「環保水務項目建造及運營」分部中之獨立現金生產單位。於二零一七年十二月三十一日之商譽港幣693,002,000元(二零一六年：港幣570,482,000元)來自去年度收購Arent Capital Sp. z o.o.(自二零一七年三月二十四日起，公司名稱變更為Arent Capital Finance Sp. z o.o.)及Uscudar Holdings Limited(「波蘭目標公司」)以及彼等之附屬公司全部股權(附註36(b))，其主要根據本集團及被收購公司合併業務之預期協同效益而計算。

有關現金生產單位之可收回金額乃根據使用價值計算。計算方法按照管理層已核准之五年期間財務預算之現金流量預測估計。用於計算使用價值之貼現率為7.8%至12%(二零一六年：9%至12%)，而超過五年期間之現金流量乃以增長率2%推算。管理層根據監管有關業務之服務協議，釐定有關預算。所使用之貼現率為能反映有關分部特定風險之除稅前貼現率。於二零一七年十二月三十一日，毋需確認任何耗損(二零一六年：無)。

##### 分配至分部之商譽

於二零一七年十二月三十一日之商譽亦包括來自過往年度收購大連東達水務有限公司(「大連東達」)之港幣264,885,000元(二零一六年：港幣249,115,000元)及來自收購漢科環境科技集團有限公司之港幣768,771,000元(二零一六年：港幣723,000,000元)，其主要根據本集團及被收購公司合併業務之預期協同效益而計算。

就耗損測試而言，有關商譽已被分配至「環保水務項目建造及運營」分部。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 17 GOODWILL (continued)

#### Impairment testing of goodwill (continued)

##### Goodwill allocated to a segment (continued)

The recoverable amount of the group of CGUs within the “Environmental water project construction and operation” segment is determined based on value-in-use calculations using cash flow projections based on financial budgets covering a five-year period approved by management. The pre-tax discount rate applied to the cash flow projections was 11.5% and cash flows beyond the five-year period were extrapolated using a growth rate of 3%. Management determined the budgets based on service agreements governing the relevant operations. No impairment is considered necessary at 31 December 2017 (2016: Nil).

The recoverable amount of the “Environmental water project construction and operation” segment as at 31 December 2016 was based on fair value less costs of disposal.

The Group’s testing approach adopted as at 31 December 2016 included a comparison of the market capitalisation of the “Environmental water project construction and operation” segment, which is a group listed on the Mainboard of the Singapore Exchange Securities Trading Limited, with the net assets of this segment. Under this approach, the market capitalisation is the fair value of the “Environmental water project construction and operation” segment. Costs of disposal were assessed as insignificant. The market capitalisation was categorised as Level 1 fair value measurement.

Under this approach, the estimated recoverable amount exceeded the carrying amount and the Group concluded that the goodwill was not impaired at 31 December 2016.

None of the goodwill acquired is expected to be deductible for tax purposes.

### 17 商譽(續)

#### 商譽之耗損測試(續)

##### 分配至分部之商譽(續)

屬於「環保水務項目建造及運營」分部之一組現金生產單位之可收回金額乃根據使用價值法按照管理層已核准之五年期間財務預算之現金流量預測釐定。應用於現金流量預測之稅前貼現率為11.5%，而超過五年期間之現金流量乃以增長率3%推算。管理層根據監管有關業務之服務協議，釐定有關預算。於二零一七年十二月三十一日，毋需確認任何耗損(二零一六年：無)。

於二零一六年十二月三十一日，「環保水務項目建造及運營」分部之可收回金額乃按公允值減去出售成本計算。

於二零一六年十二月三十一日，本集團所採納之測試方法包括將「環保水務項目建造及運營」分部(於新加坡證券交易所有限公司主板上市之集團)之資本市值與此分部之資產淨額作比較。根據此方法，資本市值為「環保水務項目建造及運營」分部之公允值。出售成本被評估為微不足道。資本市值獲分類為第一級公允值計量。

根據此方法，估計可收回金額超逾賬面值，故本集團確定於二零一六年十二月三十一日商譽並無出現耗損。

收購所得商譽皆不可扣稅。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 18 INTANGIBLE ASSETS

### 18 無形資產

		Environmental energy project operating rights 環保能源 項目運營權 HK\$'000 港幣千元	Environmental water project operating rights 環保水務 項目運營權 HK\$'000 港幣千元	Greentech project operating rights 綠色環保 項目運營權 HK\$'000 港幣千元	Patents and trademarks 專利及商標 HK\$'000 港幣千元	Computer software 電腦軟件 HK\$'000 港幣千元	Backlog contracts 未完成合約 HK\$'000 港幣千元	Technology 技術 HK\$'000 港幣千元	Customer relations 客戶關係 HK\$'000 港幣千元	Trade contracts 貿易合同 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
31 December 2017	二零一七年 十二月三十一日										
Cost:	成本值：										
At 1 January 2017	於二零一七年一月一日	1,260,163	1,352,062	3,099,368	70,278	3,835	28,590	71,780	80,429	9,512	5,976,017
Additions	增置	469,537	219,993	2,014,369	10,853	1,418	-	-	-	-	2,716,170
Exchange realignment	匯兌調整	94,371	97,288	258,824	4,787	383	1,810	15,417	17,275	2,041	492,196
At 31 December 2017	於二零一七年 十二月三十一日	1,824,071	1,669,343	5,372,561	85,918	5,636	30,400	87,197	97,704	11,553	9,184,383
Accumulated amortisation:	累計攤銷：										
At 1 January 2017	於二零一七年一月一日	176	118,901	119,838	21,625	2,188	19,854	2,438	3,830	793	289,643
Amortisation provided during the year	年內攤銷撥備	54,041	66,095	106,274	12,467	849	9,009	8,738	13,066	2,704	273,243
Exchange realignment	匯兌調整	1,691	9,581	10,891	1,424	261	1,537	1,120	1,713	355	28,573
At 31 December 2017	於二零一七年 十二月三十一日	55,908	194,577	237,003	35,516	3,298	30,400	12,296	18,609	3,852	591,459
Net carrying amount:	賬面淨值：										
At 31 December 2017	於二零一七年 十二月三十一日	1,768,163	1,474,766	5,135,558	50,402	2,338	-	74,901	79,095	7,701	8,592,924



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 18 INTANGIBLE ASSETS (continued)

### 18 無形資產(續)

		Environmental energy project operating rights 環保能源 項目運營權 HK\$'000 港幣千元	Environmental water project operating rights 環保水務 項目運營權 HK\$'000 港幣千元	Greentech project operating rights 綠色環保 項目運營權 HK\$'000 港幣千元	Patents and trademarks 專利及商標 HK\$'000 港幣千元	Computer software 電腦軟件 HK\$'000 港幣千元	Backlog contracts 未完成合約 HK\$'000 港幣千元	Technology 技術 HK\$'000 港幣千元	Customer relations 客戶關係 HK\$'000 港幣千元	Trade contracts 貿易合同 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
31 December 2016	二零一六年 十二月三十一日										
Cost:	成本值:										
At 1 January 2016	於二零一六年一月一日	260,656	1,451,493	1,726,733	48,181	2,418	30,619	-	-	-	3,520,100
Additions	增置	1,094,662	-	1,533,758	7,259	988	-	-	-	-	2,636,667
Acquisition of subsidiaries (note 36)	收購附屬公司 (附註36)	-	-	-	20,032	684	-	77,737	87,104	10,303	195,860
Transfer from prepaid land lease payments (note 16)	轉撥自預付土地租賃款項 (附註16)	-	-	23,861	-	-	-	-	-	-	23,861
Transfer out	轉出	(29,631)	-	-	-	-	-	-	-	-	(29,631)
Disposal of a subsidiary	出售附屬公司	-	(3,385)	-	-	-	-	-	-	-	(3,385)
Exchange realignment	匯兌調整	(65,524)	(96,046)	(184,984)	(5,194)	(255)	(2,029)	(5,957)	(6,675)	(791)	(367,455)
At 31 December 2016	於二零一六年 十二月三十一日	1,260,163	1,352,062	3,099,368	70,278	3,835	28,590	71,780	80,429	9,512	5,976,017
Accumulated amortisation:	累計攤銷:										
At 1 January 2016	於二零一六年一月一日	-	53,825	85,739	10,987	1,305	11,057	-	-	-	162,913
Amortisation provided during the year	年內攤銷撥備	184	71,750	41,668	11,897	1,011	9,963	2,539	3,989	826	143,827
Exchange realignment	匯兌調整	(8)	(6,674)	(7,569)	(1,259)	(128)	(1,166)	(101)	(159)	(33)	(17,097)
At 31 December 2016	於二零一六年 十二月三十一日	176	118,901	119,838	21,625	2,188	19,854	2,438	3,830	793	289,643
Net carrying amount:	賬面淨值:										
At 31 December 2016	於二零一六年 十二月三十一日	1,259,987	1,233,161	2,979,530	48,653	1,647	8,736	69,342	76,599	8,719	5,686,374

As at 31 December 2017, certain of the Group's concession rights of the environmental energy, environmental water and greentech projects (comprising operating rights, gross amounts due from customers for contract work, debtors and other receivables) with an aggregate carrying amount of HK\$21,147,599,000 (2016: HK\$17,005,067,000) were pledged to secure banking facilities granted to the Group, further details of which are included in notes 29 and 39 to the financial statements.

於二零一七年十二月三十一日，本集團若干環保能源項目、環保水務項目及綠色環保項目之特許經營權（包括運營權、應收客戶合約工程款項總額、應收賬款及其他應收款項）（賬面總值港幣21,147,599,000元（二零一六年：港幣17,005,067,000元））已抵押作為本集團獲授銀行融資之抵押品，進一步詳情載於財務報表附註29及附註39。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 19 INTERESTS IN JOINT VENTURES

### 19 合營企業權益

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	<b>543,638</b>	345,353

Particulars of the Group's material joint ventures are as follows:

本集團重大合營企業之資料如下：

Name 名稱	Particulars of capital 資本詳情	Place of registration and business 登記及業務地點	Percentage of ownership interest 擁有權權益 百分比		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Everbright Jiangdong Environmental Energy (Ma'anshan) Company Limited ("EB Energy (Ma'anshan)") 光大江東環保能源(馬鞍山) 有限公司(「光大能源(馬鞍山)」)	Paid up capital of Renminbi ("RMB") 150,000,000 繳足股本人民幣 150,000,000元	PRC/ Mainland China 中國/中國大陸	50%	50%	Design, construction, operation and maintenance of waste-to-energy plant (note (a)) 設計、建造、運營及維護 垃圾發電廠(附註(a))
Everbright SITA Solid Waste Treatment (Changzhou) Limited ("EB SITA Solid Waste") 光大升達固廢處置(常州) 有限公司(「光大升達固廢」)	Paid up capital of RMB94,000,000 繳足股本人民幣 94,000,000元	PRC/ Mainland China 中國/中國大陸	50%	50%	Design, construction, operation and maintenance of hazardous waste landfill (note (b)) 設計、建造、運營及維護 危廢填埋場(附註(b))
Sichuan Everbright Environmental Investment Company Limited ("Sichuan EB Investment") 四川光大節能環保投資有限公司 (「四川光大投資」)	Paid up capital of RMB500,000,000 繳足股本人民幣 500,000,000元	PRC/ Mainland China 中國/中國大陸	49%	49%	Investment in waste-to-energy plant (note (c)) 投資垃圾發電廠(附註(c))

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## 財務報表附註

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### 19 INTERESTS IN JOINT VENTURES (continued)

Particulars of the Group's material joint ventures are as follows: (continued)

### 19 合營企業權益(續)

本集團重大合營企業之資料如下：(續)

Name 名稱	Particulars of capital 資本詳情	Place of registration and business 登記及業務地點	Percentage of ownership interest 擁有權權益 百分比		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Everbright Environmental Energy (Suining) Co., Ltd. ("EB Energy Suining") 光大環保能源(遂寧)有限公司 (「光大能源遂寧」)	Paid up capital of RMB150,000,000 繳足股本人民幣 150,000,000元	PRC/ Mainland China 中國/中國大陸	49%	64.30%	Design, construction, operation and maintenance of waste-to-energy plant (note (d)) 設計、建造、運營及維護 垃圾發電廠(附註(d))
廣安能投光大環保能源有限公司 (formerly known as "廣安能投 華西環保發電有限公司") (前稱「廣安能投華西環保發電 有限公司」)(「廣安能投」)	Paid up capital of RMB100,000,000 繳足股本人民幣 100,000,000元	PRC/ Mainland China 中國/中國大陸	42.14%	42.14%	Design, construction, operation and maintenance of waste-to-energy plant (note (c)) 設計、建造、運營及維護 垃圾發電廠(附註(c))

#### Notes:

- (a) EB Energy (Ma'anshan) was established by the Group with Ma'anshan City Development Investment Group Limited in the PRC, the other investor to this joint venture, to carry out the Group's waste-to-energy business in specific areas in Ma'anshan City.
- (b) EB SITA Solid Waste was established by the Group with SITA Asia Pacific Limited in the PRC, the other investor to this joint venture, to enhance the harmless disposal of hazardous waste of Changzhou City.

#### 附註：

- (a) 光大能源(馬鞍山)由本集團及馬鞍山市城投集團市政公用事業投資管理有限公司(此合營企業之另一投資者)於中國成立，以於馬鞍山市指定地區進行本集團之垃圾發電業務。
- (b) 光大升達固廢由本集團及升達亞洲有限公司(此合營企業之另一投資者)於中國成立，以提升常州市之無害化危廢處理工作。

# Notes to Financial Statements

## 財務報表附註

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### 19 INTERESTS IN JOINT VENTURES (continued)

Notes: (continued)

- (c) Sichuan EB Investment was established by the Group with Sichuan Energy Investment Limited in the PRC, the other investor to this joint venture, to invest in the waste-to-energy sector in Sichuan Province.

During the year ended 31 December 2016, Sichuan EB Investment acquired 86% equity interest of 廣安能投 at a total consideration of RMB105,678,000. In addition, Sichuan EB Investment established certain subsidiaries during the years ended 31 December 2017 and 2016.

- (d) EB Energy Suining was established by the Group with Sichuan EB Investment in the PRC, the other investor to this joint venture, to carry out the Group's waste-to-energy business in Suining City.

During the year ended 31 December 2017, the Group disposed of 30% equity interest of EB Energy Suining to Sichuan EB Investment at a total consideration of approximately HK\$8 million (the "Partial Disposal"). Upon completion of the Partial Disposal, EB Energy Suining became a wholly-owned subsidiary of Sichuan EB Investment, and the Group's equity interest in EB Energy Suining has been reduced from 64.3% to 49%. The loss on the Partial Disposal of HK\$13,273,000 was recognised in the consolidated income statement for the year.

As at 31 December 2017, the above investments are held by the Company's subsidiaries.

### 19 合營企業權益(續)

附註：(續)

- (c) 四川光大投資由本集團及四川省能源投資集團有限責任公司(此合營企業之另一投資者)於中國成立，以投資於四川省之垃圾發電業。

截至二零一六年十二月三十一日止年度，四川光大投資收購廣安能投86%股權，總代價為人民幣105,678,000元。此外，四川光大投資於截至二零一七年及二零一六年十二月三十一日止年度成立了若干附屬公司。

- (d) 光大能源遂寧由本集團及四川光大投資(此合營企業之另一投資者)於中國成立，以於遂寧市進行本集團之垃圾發電業務。

截至二零一七年十二月三十一日止年度，本集團出售光大能源遂寧30%股權予四川光大投資，總代價為約港幣8,000,000元(「出售部份權益事項」)。在出售部份權益事項完成後，光大能源遂寧成為四川光大投資之全資附屬公司，而本集團擁有光大能源遂寧之股權由64.3%減至49%。出售部份權益事項之虧損為港幣13,273,000元，已於本年度之綜合損益表確認。

於二零一七年十二月三十一日，上述投資由本公司附屬公司持有。

# Notes to Financial Statements

## 財務報表附註

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### 19 INTERESTS IN JOINT VENTURES (continued)

The following table illustrates the summarised financial information in respect of the material joint venture, Sichuan EB Investment, and its subsidiaries, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

### 19 合營企業權益(續)

下表載列重大合營企業四川光大投資及其附屬公司之財務資料概要，其已就任何會計政策差異作出調整，並已與綜合財務報表所載賬面值對賬：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等價物	143,741	107,352
Other current assets	其他流動資產	296,229	234,630
Current assets	流動資產	439,970	341,982
Non-current assets	非流動資產	1,155,881	837,917
Trade and other payables and provisions	貿易及其他應付款項及撥備	(439,179)	(386,032)
Other current liabilities	其他流動負債	(4,471)	-
Current liabilities	流動負債	(443,650)	(386,032)
Non-current financial liabilities, excluding trade and other payables and provisions	非流動財務負債(不包括貿易及其他應付款項及撥備)	(383,507)	(371,842)
Other non-current liabilities	其他非流動負債	(45,530)	(24,690)
Non-current liabilities	非流動負債	(429,037)	(396,532)
Non-controlling interests	非控股權益	(24,337)	(41,785)
Net assets attributable to the Group	本集團應佔資產淨額	698,827	355,550
Reconciliation to the Group's interest in Sichuan EB Investment and its subsidiaries:	與本集團於四川光大投資及其附屬公司之權益之對賬：		
Proportion of the Group's ownership	本集團之擁有權比例	49%	49%
Group's share of net assets of Sichuan EB Investment	本集團應佔四川光大投資資產淨額	342,425	174,220
Carrying amount of the investment	有關投資之賬面值	342,425	174,220
Revenue	收益	345,651	469,631
Interest income	利息收入	2,337	1,030
Depreciation and amortisation	折舊及攤銷	(16,345)	(6,632)
Interest expenses	利息開支	(27,026)	(8,839)
Tax	稅項	(22,614)	(25,861)
Profit for the year	年度盈利	66,626	43,954
Other comprehensive income/(loss)	其他全面收入/(虧損)	33,825	(35,236)
Total comprehensive income for the year	年度其他全面收入	100,451	8,718



# Notes to Financial Statements

## 財務報表附註

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### 19 INTERESTS IN JOINT VENTURES (continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

### 19 合營企業權益(續)

下表載列本集團個別不屬於重大之合營企業之匯總財務資料：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Share of the joint ventures' profit for the year	分佔合營企業之年度盈利	31,860	50,300
Share of the joint ventures' other comprehensive income/(loss)	分佔合營企業之其他全面收入/(虧損)	8,075	(15,248)
Share of the joint ventures' total comprehensive income	分佔合營企業之全面收入總額	39,935	35,052
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營企業之投資之賬面總值	201,213	171,133

### 20 INTERESTS IN ASSOCIATES

### 20 聯營公司權益

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	248,002	228,047

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## 財務報表附註

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### 20 INTERESTS IN ASSOCIATES (continued)

Particulars of the Group's associates are as follows:

### 20 聯營公司權益(續)

本集團聯營公司之資料如下：

Name 名稱	Particulars of capital 資本詳情	Place of registration and business 登記及業務地點	Percentage of ownership interest attributable to the Group 本集團應佔擁有權 權益百分比		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Nanjing Jiangnan Environmental Industrial Park Development Company Limited ("Nanjing Jiangnan") (note (a)) 南京江南環保產業園發展有限公司 (「南京江南」)(附註(a))	Paid up capital of RMB320,000,000 繳足股本人民幣 320,000,000元	PRC/ Mainland China 中國／中國大陸	51%	51%	Design, construction, operation and maintenance of environmental protection projects 設計、建造、運營及維護 環保項目
Everbright Environmental Energy (Xiangxiang) Limited ("EB Energy Xiangxiang") (note (b)) 光大環保能源(湘鄉)有限公司 (「光大能源湘鄉」)(附註(b))	Paid up capital of RMB45,870,000 繳足股本人民幣 45,870,000元	PRC/ Mainland China 中國／中國大陸	20%	20%	Design, construction, operation and maintenance of environmental protection projects 設計、建造、運營及維護 環保項目
Qingdao Everbright Water Operating Limited ("Qingdao EB Water Operating") (note (c)) 青島光大水務運營有限公司 (「青島光大水務運營」)(附註(c))	Paid up capital of US\$350,845 繳足股本 350,845美元	PRC/ Mainland China 中國／中國大陸	49%	49%	Construction, operation and maintenance of waste-water treatment plants 建造、運營及維護污水處理廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 20 INTERESTS IN ASSOCIATES (continued)

Notes:

- (a) Nanjing Jiangnan is established with a local government body in Nanjing City, the PRC, which enables the Group to further develop environmental protection projects in Nanjing City.

The Group has significant influence, but not control or joint control, over Nanjing Jiangnan's management, including participation in the financial and operating policy decisions, pursuant to the Articles of Association of Nanjing Jiangnan. Accordingly, Nanjing Jiangnan is classified as an associate of the Group.

- (b) EB Energy Xiangxiang is established with a local government body in Xiangxiang City, the PRC, which enables the Group to further develop environmental protection projects in Xiangxiang City.

The Group has significant influence, but not control or joint control, over EB Energy Xiangxiang's management, including participation in the financial and operating policy decisions, pursuant to the Articles of Association of EB Energy Xiangxiang. Accordingly, EB Energy Xiangxiang is classified as an associate of the Group.

- (c) During the year ended 31 December 2016, the Group disposed of a partial equity interest in Qingdao EB Water Operating to Qingdao Water Group Co., Ltd (the "Transfer"). Upon completion of the Transfer, the Group's equity interest in Qingdao EB Water Operating was reduced from 99% to 49%. After the Transfer, the Group has significant influence, but not control or joint control, over Qingdao EB Water Operating's management, including participation in the financial and operating policy decisions, pursuant to the Articles of Association of Qingdao EB Water Operating. Accordingly, Qingdao EB Water Operating is classified as an associate of the Group after the Transfer.

Qingdao EB Water Operating provides services to the Maidao Waste Water Treatment Plant and Haibohe Waste Water Treatment Plant in Qingdao.

As at 31 December 2017, the above investments are held by the Company's subsidiaries.

### 20 聯營公司權益(續)

附註：

- (a) 南京江南由本集團與中國南京市當地政府機關共同成立，其讓本集團得以在南京市進一步發展環保項目。

根據南京江南之公司章程，本集團可重大影響（而非控制或共同控制）南京江南之管理，包括參與決定其財務及運營政策。因此，南京江南被分類為本集團之聯營公司。

- (b) 光大能源湘鄉由本集團與中國湘鄉市當地政府機關共同成立，其讓本集團得以在湘鄉市進一步發展環保項目。

根據光大能源湘鄉之公司章程，本集團可重大影響（而非控制或共同控制）光大能源湘鄉之管理，包括參與決定其財務及運營政策。因此，光大能源湘鄉被分類為本集團之聯營公司。

- (c) 於截至二零一六年十二月三十一日止年度，本集團出售青島光大水務運營部份股權予青島水務集團有限公司（「轉讓事項」）。在轉讓事項完成後，本集團擁有青島光大水務運營之股權由99%減至49%。在進行轉讓事項後，根據青島光大水務運營之公司章程，本集團可重大影響（而非控制或共同控制）青島光大水務運營之管理，包括參與決定其財務及運營政策。因此，在進行轉讓事項後，青島光大水務運營被分類為本集團之聯營公司。

青島光大水務運營在青島提供服務予麥島污水處理廠及海泊河污水處理廠。

於二零一七年十二月三十一日，上述投資由本公司附屬公司持有。

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## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 20 INTERESTS IN ASSOCIATES (continued)

The following table illustrates the summarised financial information in respect of the material associate, Nanjing Jiangnan, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Current assets	流動資產	7,515	27,453
Non-current assets	非流動資產	392,705	329,634
Current liabilities	流動負債	(22,934)	(164)
Net assets	資產淨額	377,286	356,923
Reconciliation to the Group's interest in Nanjing Jiangnan:	與本集團於南京江南之權益之對賬：		
Proportion of the Group's ownership	本集團之擁有權比例	51%	51%
Group's share of net assets of Nanjing Jiangnan	本集團應佔南京江南資產淨額	236,106	223,131
Carrying amount of the investment	有關投資之賬面值	236,106	223,131
Loss for the year	年度虧損	(2,165)	(659)
Other comprehensive income/(loss)	其他全面收入/(虧損)	22,528	(25,343)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	20,363	(26,002)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Share of the associates' loss for the year	分佔聯營公司之年度虧損	(268)	(143)
Share of the associates' other comprehensive income/(loss)	分佔聯營公司之其他全面收入/(虧損)	1,877	(117)
Share of the associates' total comprehensive income/(loss)	分佔聯營公司之全面收入/(虧損)總額	1,609	(260)
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司之投資之賬面值	11,896	4,916

### 20 聯營公司權益(續)

下表載列重大聯營公司南京江南之財務資料概要，其已就任何會計政策差異作出調整，並已與綜合財務報表所載賬面值對賬：

下表載列本集團個別不屬於重大之聯營公司之匯總財務資料：

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## 財務報表附註

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### 21 OTHER FINANCIAL ASSETS

### 21 其他財務資產

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Available-for-sale equity securities, at fair value	待售股本證券(公允值)		
Listed in Hong Kong	香港上市	7,340	5,208
Unlisted in other parts of the PRC	中國其他地區非上市	3,899	3,899
Unlisted overseas	海外非上市	27,328	24,225
		<b>31,227</b>	28,124
		<b>38,567</b>	33,332

During the year, the gross gain in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$2,132,000 (2016: gross loss of HK\$190,000).

年內，本集團在其他全面收入確認之待售投資收益總額為港幣2,132,000元(二零一六年：虧損總額港幣190,000元)。

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

上述投資包括股本證券投資，其被指定作為待售財務資產，且並無固定到期日或票息率。

### 22 INVENTORIES

### 22 存貨

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Raw materials and operating supplies	原材料及運營用品	196,301	97,916
Spare parts	零部件	313,524	263,624
		<b>509,825</b>	361,540

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

已確認為開支並計入損益表之存貨金額分析如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Carrying amount of inventories consumed	已耗用存貨之賬面值	<b>2,048,134</b>	1,082,901



# Notes to Financial Statements

## 財務報表附註

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### 23 GROSS AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK 23 應收客戶合約工程款項總額

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Contract costs incurred plus recognised profits less anticipated losses	已產生合約成本加上已確認盈利，減預期虧損	<b>40,055,403</b>	27,760,449
Less: Progress billings	減：進度款項	<b>(8,364,874)</b>	(6,727,221)
Net contract work	合約工程淨額	<b>31,690,529</b>	21,033,228
Representing:	代表：		
Gross amounts due from customers for contract work	應收客戶合約工程款項總額		
– Non-current	– 非即期	<b>28,992,607</b>	19,464,201
– Current	– 即期	<b>2,697,922</b>	1,569,027
		<b>31,690,529</b>	21,033,228

Included in “Gross amounts due from customers for contract work” are amounts of HK\$366,039,000 (2016: HK\$207,589,000) and HK\$130,379,000 (2016: HK\$134,484,000) which are due from a non-controlling shareholder of a non-wholly-owned subsidiary and a related company, respectively.

「應收客戶合約工程款項總額」中，分別包括應收非全資附屬公司之非控股股東款項港幣366,039,000元（二零一六年：港幣207,589,000元）及應收關聯公司款項港幣130,379,000元（二零一六年：港幣134,484,000元）。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 23 GROSS AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK (continued)

“Gross amounts due from customers for contract work” represent revenue from construction under BOT, Build-Transfer (“BT”) and certain BOO arrangements or upgrade services under TOT arrangements and bear interest at rates ranging from 4.90% to 7.83% (2016: 4.90% to 7.83%) per annum. Among the total of HK\$31,690,529,000 (2016: HK\$21,033,228,000), HK\$22,641,899,000 (2016: HK\$15,502,312,000) relates to BOT, TOT and BOO arrangements with operations commenced. The amounts for BOT, TOT and BOO arrangements are not yet due for payment and will be settled by revenue to be generated during the operating periods of the service concession arrangements. The amounts for BT arrangements will be settled according to the respective repayment schedules as stated in the agreements.

As at 31 December 2017, certain of the Group’s concession rights of the environmental energy, environmental water and greentech projects (comprising operating rights, gross amounts due from customers for contract work, debtors and other receivables) with an aggregate carrying amount of HK\$21,147,599,000 (2016: HK\$17,005,067,000) were pledged to secure banking facilities granted to the Group, further details of which are included in notes 29 and 39 to the financial statements.

### 24 FINANCE LEASE RECEIVABLES

The Group leases machinery to its customer. This lease is classified as a finance lease and has a remaining lease term of 18 years. The customer shall purchase or has an option to purchase the leased machinery at the end of lease term of the finance lease.

### 23 應收客戶合約工程款項總額(續)

「應收客戶合約工程款項總額」乃於BOT、建造－轉移(「BT」)及部份BOO安排下之建造服務收益或在TOT安排下之改造工程收益，其按年息率4.90%至7.83%(二零一六年：4.90%至7.83%)計算利息。在總額港幣31,690,529,000元(二零一六年：港幣21,033,228,000元)中，其中港幣22,641,899,000元(二零一六年：港幣15,502,312,000元)關乎已投入運營之BOT、TOT及BOO安排。有關BOT、TOT及BOO安排下之款項屬未到期支付，並將以服務特許經營權安排之運營期收益支付。BT安排下之款項將根據合同所列明的相關還款時間表支付。

於二零一七年十二月三十一日，本集團若干環保能源項目、環保水務項目及綠色環保項目之特許經營權(包括運營權、應收客戶合約工程款項總額、應收賬款及其他應收款項)(賬面總值港幣21,147,599,000元(二零一六年：港幣17,005,067,000元))已抵押作為本集團獲授銀行融資之抵押品，進一步詳情載於財務報表附註29及附註39。

### 24 融資租賃應收款項

本集團出租機器予其客戶。有關租賃被分類為融資租賃，餘下租期為18年。於融資租賃租期完結時，有關客戶須購買或有權選擇購買有關租賃機器。

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Finance lease receivables, non-current portion	融資租賃應收款項－ 非即期部份	17,817	17,273
Finance lease receivables, current portion	融資租賃應收款項－ 即期部份	550	526
		18,367	17,799

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 24 FINANCE LEASE RECEIVABLES (continued)

At 31 December 2017, the total future minimum lease receivables under finance leases and their present values were as follows:

### 24 融資租賃應收款項(續)

於二零一七年十二月三十一日，在融資租賃項下未來最低的租賃應收款項總額及其現值如下：

		Minimum lease receivables 最低的租賃應收款項		Present value of minimum lease receivables 最低的租賃應收款項之現值	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Amounts receivable:	應收款項：				
Within one year	一年內	<b>1,675</b>	1,575	<b>550</b>	526
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	<b>6,700</b>	6,301	<b>2,750</b>	2,439
After five years	五年後	<b>21,775</b>	22,054	<b>15,067</b>	14,834
Total minimum finance lease receivables	最低的融資租賃應收款項總額	<b>30,150</b>	29,930	<b>18,367</b>	17,799
Unearned finance income	未實現財務收入	<b>(11,783)</b>	(12,131)		
Total net finance lease receivables	總融資租賃應收款項淨額	<b>18,367</b>	17,799		
Portion classified as current assets	分類為流動資產之部份	<b>(550)</b>	(526)		
Non-current portion	非即期部份	<b>17,817</b>	17,273		

No contingent income was recognised during the year ended 31 December 2017 (2016: Nil).

於截至二零一七年十二月三十一日止年度，並無確認任何或然收入(二零一六年：無)。

Finance lease receivables that were neither past due nor impaired relate to customer for whom there was no recent history of default.

既無逾期亦無耗損之融資租賃應收款項與近期並無拖欠還款紀錄之客戶有關。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 25 DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 25 應收賬款、其他應收款項、按金及預付款項

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Debtors	應收賬款	<b>2,342,587</b>	1,377,070
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	<b>12,112,954</b>	8,454,359
		<b>14,455,541</b>	9,831,429
Less: Non-current portion – other receivables, deposits and prepayments	減：非即期部份 – 其他應收款項、按金及預付款項	<b>(8,866,435)</b>	(6,494,188)
Current portion	即期部份	<b>5,589,106</b>	3,337,241

Included in “Debtors, other receivables, deposits and prepayments” are debtors with the following ageing analysis as at the end of the reporting period:

「應收賬款、其他應收款項、按金及預付款項」中包括應收賬款，其於報告期末之賬齡分析如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Current	即期	<b>1,042,466</b>	817,304
Within 1 month past due	逾期不多於一個月	<b>81,669</b>	82,730
More than 1 month but within 3 months past due	逾期超過一個月但不多於三個月	<b>50,996</b>	38,343
More than 3 months but within 6 months past due	逾期超過三個月但不多於六個月	<b>51,375</b>	51,488
More than 6 months but within 12 months past due	逾期超過六個月但不多於十二個月	<b>41,884</b>	84,226
More than 12 months past due	逾期超過十二個月	<b>87,347</b>	57,353
Amounts past due	逾期金額	<b>313,271</b>	314,140
Unbilled receivables*	未發單應收款項*	<b>986,850</b>	245,626
		<b>2,342,587</b>	1,377,070

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 25 DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

The ageing analysis of debtors based on the date of invoice (or date of revenue recognition, if earlier) as at the end of the reporting period is as follows:

### 25 應收賬款、其他應收款項、按金及預付款項(續)

按照發單日期(或收益確認日期,以較早者為準)計算,應收賬款於報告期末之賬齡分析如下:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within 1 month	不多於一個月	804,294	661,422
More than 1 month but within 2 months	超過一個月但不多於兩個月	130,252	138,052
More than 2 months but within 4 months	超過兩個月但不多於四個月	162,453	86,841
More than 4 months but within 7 months	超過四個月但不多於七個月	54,742	56,328
More than 7 months but within 13 months	超過七個月但不多於 十三個月	97,503	70,600
More than 13 months	超過十三個月	106,493	118,201
		<b>1,355,737</b>	1,131,444
Unbilled receivables*	未發單應收款項*	<b>986,850</b>	245,626
		<b>2,342,587</b>	1,377,070

\* Unbilled receivables represent government on-grid tariff subsidy receivables for certain projects which have newly commenced commercial operation. The amounts will be billed and settled upon completion of government administrative procedures.

\* 未發單應收款項為若干新近投入商業運作之項目之政府上網電價補貼應收款項。有關款項將於完成政府行政程序後發單及支付。

Debtors are due within 30 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 45 to the financial statements.

應收賬款由發單日期起計三十至九十日內到期。本集團信貸政策之進一步資料載於財務報表附註45。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 25 DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

Included in “Debtors, other receivables, deposits and prepayments” of the Group are debtors of HK\$2,342,587,000 (2016: HK\$1,377,070,000), of which HK\$20,456,000 (2016: HK\$19,600,000) and HK\$10,937,000 (2016: HK\$10,546,000) are due from a non-controlling shareholder of a non-wholly-owned subsidiary and a related company, respectively. Debtors mainly represent revenue from the provision of operation services for environmental energy projects, environmental water projects, greentech projects and manufacturing and sales of environmental protection project equipment. There was no recent history of default in respect of the Group’s debtors. Since most of the debtors are local government authorities in the PRC and based on past experience, management believes that no impairment allowance is necessary in respect of the past due balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances. No impairment loss was recognised by the Group at 31 December 2017 (2016: Nil).

“Debtors, other receivables, deposits and prepayments” include balances totalling HK\$8,639,805,000 (2016: HK\$6,568,288,000) which bear interest at rates ranging from 4.90% to 7.83% (2016: 4.90% to 7.83%) per annum and relate to the Group’s service concession arrangements, of which HK\$223,931,000 (2016: HK\$195,407,000) and HK\$487,413,000 (2016: HK\$458,525,000) are due from a non-controlling shareholder of a non-wholly-owned subsidiary and a related company, respectively. The amounts are not yet due for payment and will be settled by revenue to be generated during the operating periods of the service concession arrangements. No impairment loss was recognised by the Group at 31 December 2017 (2016: Nil).

### 25 應收賬款、其他應收款項、按金及預付款項(續)

本集團之「應收賬款、其他應收款項、按金及預付款項」中，包括應收賬款港幣2,342,587,000元(二零一六年：港幣1,377,070,000元)，其中港幣20,456,000元(二零一六年：港幣19,600,000元)及港幣10,937,000元(二零一六年：港幣10,546,000元)分別為應收非全資附屬公司之非控股股東款項及應收關聯公司款項。應收賬款主要來自提供環保能源項目、環保水務項目、綠色環保項目之運營服務以及製造與銷售環保項目裝備所得收益。本集團之應收賬款最近並無違約紀錄。由於大部份債務人均為中國當地政府機關，根據過往經驗，管理層認為無須就逾期欠款結餘作出耗損撥備，因為信貸質素並無出現重大變化，而有關結餘仍被視為可全數收回。本集團並無就該等結餘持有任何抵押品。於二零一七年十二月三十一日，本集團亦無確認任何耗損虧損(二零一六年：無)。

「應收賬款、其他應收款項、按金及預付款項」包括合共港幣8,639,805,000元(二零一六年：港幣6,568,288,000元)之結餘，其按年息率4.90%至7.83%(二零一六年：4.90%至7.83%)計算利息。該等款項關乎本集團之服務特許經營權安排，其中港幣223,931,000元(二零一六年：港幣195,407,000元)及港幣487,413,000元(二零一六年：港幣458,525,000元)分別為應收非全資附屬公司之非控股股東款項及應收關聯公司款項。有關款項尚未到期還款，並將以服務特許經營權安排之經營期收益支付。於二零一七年十二月三十一日，本集團亦無確認任何耗損虧損(二零一六年：無)。

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## 財務報表附註

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### 25 DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

Included in “Debtors, other receivables, deposits and prepayments” at 31 December 2017 are advances made to local government authorities in relation to service concession arrangements amounting to HK\$142,236,000 (2016: HK\$103,458,000) which are unsecured, interest-bearing at rates ranging from rates announced by the People’s Bank of China to 110% of rates announced by the People’s Bank of China, and will be settled by instalments from 2018 to 2026.

Included in “Debtors, other receivables, deposits and prepayments” at 31 December 2017 are advance of HK\$163,878,000 (2016: HK\$53,785,000) to the Group’s joint venture for daily operation, which is unsecured, interest-bearing at 106% of rates announced by the People’s Bank of China (2016: rates announced by the People’s Bank of China) and repayable within one year, and advance of HK\$65,417,000 (2016: Nil) to the Group’s joint venture for daily operation, which is unsecured, interest-free and repayable on demand. Included in “Debtors, other receivables, deposits and prepayments” at 31 December 2016 were debtors of HK\$153,574,000 due from the Group’s joint venture, which were repayable on credit terms similar to those offered to the customers of the Group.

Included in “Debtors, other receivables, deposits and prepayments” at 31 December 2016 were prepayments of HK\$33,504,000 to a non-controlling shareholder of a non-wholly-owned subsidiary for construction related works.

As at 31 December 2017, certain of the Group’s concession rights of the environmental energy, environmental water and greentech projects (comprising operating rights, gross amounts due from customers for contract work, debtors and other receivables) with an aggregate carrying amount of HK\$21,147,599,000 (2016: HK\$17,005,067,000) were pledged to secure banking facilities granted to the Group, further details of which are included in notes 29 and 39 to the financial statements.

All of the current portion of the above balances are expected to be recovered or recognised as expense within one year.

### 25 應收賬款、其他應收款項、按金及預付款項(續)

在二零一七年十二月三十一日之「應收賬款、其他應收款項、按金及預付款項」中，包括向當地政府機關作出有關服務特許經營權安排之墊款港幣142,236,000元(二零一六年：港幣103,458,000元)，其為無抵押、按中國人民銀行公佈之息率至中國人民銀行公佈之息率的110%計息，並須於二零一八年至二零二六年分期償還。

在二零一七年十二月三十一日之「應收賬款、其他應收款項、按金及預付款項」中，包括提供予本集團合營企業作日常運營用途之墊款港幣163,878,000元(二零一六年：港幣53,785,000元)，其為無抵押、按中國人民銀行公佈之息率的106%(二零一六年：中國人民銀行公佈之息率)計息，並須於一年內償還；及提供予本集團合營企業作日常運營用途之墊款港幣65,417,000元(二零一六年：無)，其為無抵押、免息及須按要求償還。在二零一六年十二月三十一日之「應收賬款、其他應收款項、按金及預付款項」中，包括應收本集團合營企業之應收賬款港幣153,574,000元，其按提供予本集團客戶之類似信貸條款予以償還。

在二零一六年十二月三十一日之「應收賬款、其他應收款項、按金及預付款項」中，包括向非全資附屬公司之非控股股東支付有關建造相關工程之預付款項港幣33,504,000元。

於二零一七年十二月三十一日，本集團若干環保能源項目、環保水務項目及綠色環保項目之特許經營權(包括運營權、應收客戶合約工程款項總額、應收賬款及其他應收款項)(賬面總值港幣21,147,599,000元(二零一六年：港幣17,005,067,000元))已抵押作為本集團獲授銀行融資之抵押品，進一步詳情載於財務報表附註29及附註39。

上述結餘之所有即期部份預期可於一年內收回或確認為開支。

# Notes to Financial Statements

## 財務報表附註

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### 26 PLEDGED BANK DEPOSITS AND RESTRICTED BALANCES IN FINANCIAL INSTITUTIONS, AND DEPOSITS WITH BANKS WITH MATURITY PERIOD OVER THREE MONTHS

26 已抵押銀行存款及於財務機構之受限制結餘以及存款期超過三個月之銀行存款

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Pledged bank deposits and restricted balances in financial institutions	已抵押銀行存款及於財務機構之受限制結餘			
– Pledged bank deposits	– 已抵押銀行存款	(a)	<b>1,245,732</b>	653,054
– Restricted balances in financial institutions	– 於財務機構之受限制結餘	(b)	<b>95,000</b>	–
			<b>1,340,732</b>	653,054
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	(c)	<b>840,439</b>	43,964
			<b>2,181,171</b>	697,018

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## 財務報表附註

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### 26 PLEDGED BANK DEPOSITS AND RESTRICTED BALANCES IN FINANCIAL INSTITUTIONS, AND DEPOSITS WITH BANKS WITH MATURITY PERIOD OVER THREE MONTHS (continued)

Notes:

- (a) As at 31 December 2017, bank deposits are pledged to secure certain bank loans of the Group (note 29) 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) As at 31 December 2017, the restricted balances in financial institutions had maturity period of 21 days from the date of acquisition. The balances were principal-protected and carried the expected rate of return of 4.4% per annum.
- (c) Deposits with banks with original maturity of more than three months are not included in cash and cash equivalents.

Included in "Deposits with banks with maturity period over three months" at 31 December 2017 is a fixed deposit of HK\$83,125,000 (2016: Nil), which had a maturity of 180 days from the date of acquisition, was principal-protected and carried the expected rate of return of 3.8% per annum.

Included in "Pledged bank deposits" at 31 December 2017 are deposits of HK\$2,406,000 (2016: HK\$2,234,000) placed with a related party bank.

Except for the fixed deposit of HK\$83,125,000 as at 31 December 2017 (2016: Nil), which carried the expected rate of return of 3.8% per annum, pledged bank deposits and deposits with banks earn interest at the respective time deposit rates, and are deposits with creditworthy banks with no recent history of default.

### 26 已抵押銀行存款及於財務機構之受限制結餘以及存款期超過三個月之銀行存款(續)

附註：

- (a) 於二零一七年十二月三十一日，銀行存款已抵押作為本集團若干銀行貸款(附註29)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) 於二零一七年十二月三十一日，於財務機構之受限制結餘自購入日期起計21日到期。有關結餘屬保本性質，而其預期年回報率為4.4%。
- (c) 原到期日為三個月以上之銀行存款並無計入現金及現金等價物。

二零一七年十二月三十一日之「存款期超過三個月之銀行存款」包括定期存款港幣83,125,000元(二零一六年：無)，其自購入日期起計180日到期，並屬保本性質，而其預期年回報率為3.8%。

於二零一七年十二月三十一日之「已抵押銀行存款」包括存放於關聯人士銀行之存款港幣2,406,000元(二零一六年：港幣2,234,000元)。

除了於二零一七年十二月三十一日之定期存款港幣83,125,000元(二零一六年：無)之每年預期回報率為3.8%外，已抵押銀行存款及銀行存款按相關定期存款息率計息，並存放於信譽良好且近期並無違約紀錄之銀行。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 27 CASH AND CASH EQUIVALENTS

### 27 現金及現金等價物

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Time deposits with banks with original maturity of less than three months	原到期日為三個月以下之 銀行定期存款	<b>1,392,426</b>	878,704
Cash at banks and in hand	銀行結餘及現金	<b>7,264,767</b>	5,461,875
		<b>8,657,193</b>	6,340,579

Included in “Cash and cash equivalents” at 31 December 2017 are deposits of HK\$946,848,000 (2016: HK\$586,725,000) placed with a related party bank.

於二零一七年十二月三十一日之「現金及現金等價物」包括存放於關聯人士銀行之存款港幣946,848,000元(二零一六年：港幣586,725,000元)。

Included in “Cash and cash equivalents” at the end of the reporting period are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

於報告期末之「現金及現金等價物」包括下列款項，其以相關實體之功能貨幣以外之貨幣計值：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
United States dollar	美元	<b>11,549</b>	87,016



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 27 CASH AND CASH EQUIVALENTS (continued)

At the end of the reporting period, the cash and cash equivalents of the Group denominated in RMB amounted to HK\$6,718,645,000 (2016: HK\$4,858,583,000). 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 period 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.

### 27 現金及現金等價物(續)

於報告期末，本集團以人民幣計值之現金及現金等價物為港幣6,718,645,000元(二零一六年：港幣4,858,583,000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。

銀行存款按浮動息率計息，而浮動息率乃根據每日銀行存款息率釐定。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計息。銀行結餘及定期存款乃存放於信譽良好且近期並無違約紀錄之銀行。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 28 CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES

### 28 應付賬款、其他應付款項及應計費用

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Creditors	應付賬款	<b>6,375,531</b>	3,419,072
Other payables, accrued expenses and deferred income – government grants	其他應付款項、應計費用及遞延收入 – 政府補助金	<b>2,223,803</b>	1,450,152
		<b>8,599,334</b>	4,869,224
Derivative financial instrument – cross-currency swap	衍生金融工具 – 交叉貨幣掉期	–	28,528
		<b>8,599,334</b>	4,897,752
Less: Non-current portion – other payables, accrued expenses and deferred income – government grants	減：非即期部份 – 其他應付款項、應計費用及遞延收入 – 政府補助金	<b>(94,077)</b>	(93,610)
Current portion	即期部份	<b>8,505,257</b>	4,804,142

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 28 CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES (continued)

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:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within 6 months	不多於六個月	5,656,914	3,047,205
Over 6 months	超過六個月	718,617	371,867
		<b>6,375,531</b>	3,419,072

Creditors totalling HK\$6,004,018,000 (2016: HK\$3,082,689,000) represent construction payables for the Group's BT, BOT and certain BOO arrangements, of which HK\$1,188,000 (2016: HK\$1,117,000) is due to a non-controlling shareholder of a non-wholly-owned subsidiary. The construction payables are not yet due for payment.

Included in “Other payables, accrued expenses and deferred income – government grants” at 31 December 2017 are other payables of HK\$7,116,000 (2016: HK\$1,555,000) due to the Group's associate and HK\$22,444,000 (2016: Nil) due to a non-controlling shareholder of a non-wholly-owned subsidiary, respectively, which are unsecured, interest-free and repayable on demand.

The cross-currency swap was settled in 2017, when the Group paid HK\$646,365,000 and received an agreed amount of Euro75,000,000.

### 28 應付賬款、其他應付款項及應計費用(續)

「應付賬款、其他應付款項及應計費用」中包括應付賬款。按照發票日期計算，其於報告期末之賬齡分析如下：

合共港幣6,004,018,000元(二零一六年：港幣3,082,689,000元)之應付賬款為在本集團BT、BOT及部份BOO安排下之建造工程應付款項，其中港幣1,188,000元(二零一六年：港幣1,117,000元)為應付予非全資附屬公司之非控股股東款項。建造工程應付款項屬未到期支付。

在二零一七年十二月三十一日之「其他應付款項、應計費用及遞延收入—政府補助金」中，包括應付本集團聯營公司之其他應付款項港幣7,116,000元(二零一六年：港幣1,555,000元)及應付非全資附屬公司之非控股股東之款項港幣22,444,000元(二零一六年：無)，皆為無抵押、免息及須按要求償還。

交叉貨幣掉期已於二零一七年結算交收，本集團支付了港幣646,365,000元，並收取了協定金額75,000,000歐羅。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 29 INTEREST-BEARING BORROWINGS

### 29 計息借貸

		2017 二零一七年		2016 二零一六年	
		Maturity 到期日	HK\$'000 港幣千元	Maturity 到期日	HK\$'000 港幣千元
Current	即期				
Finance lease payables (note 30)	融資租賃應付款項 (附註30)	2018 二零一八年	16,843	2017 二零一七年	12,826
Bank loans – secured	銀行貸款 – 有抵押	2018 or on demand 二零一八年或 按要求	1,292,642	2017 or on demand 二零一七年或 按要求	1,162,387
Bank loans – unsecured	銀行貸款 – 無抵押	2018 or on demand 二零一八年或 按要求	4,104,205	2017 or on demand 二零一七年或 按要求	3,236,961
			5,413,690	4,412,174	
Non-current	非即期				
Finance lease payables (note 30)	融資租賃應付款項 (附註30)	2019 – 2022 二零一九年至 二零二二年	25,750	2018 – 2021 二零一八年至 二零二一年	27,780
Bank loans – secured	銀行貸款 – 有抵押	2019 – 2032 二零一九年至 二零三二年	13,061,031	2018 – 2032 二零一八年至 二零三二年	9,284,114
Bank loans – unsecured	銀行貸款 – 無抵押	2019 – 2038 二零一九年至 二零三八年	11,772,497	2018 – 2026 二零一八年至 二零二六年	7,891,581
Corporate bond – unsecured (note 31)	公司債券 – 無抵押 (附註31)	2022 二零二二年	1,181,035	–	–
			26,040,313	17,203,475	
			31,454,003	21,615,649	

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 29 INTEREST-BEARING BORROWINGS (continued)

### 29 計息借貸(續)

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Analysed into:	分析:		
Bank loans repayable:	須於下列期間償還之 銀行貸款:		
Within one year or on demand	一年內或按要求	5,396,847	4,399,348
In the second year	第二年	4,624,713	3,675,263
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	13,964,387	10,270,623
Beyond five years	五年後	6,244,428	3,229,809
		<b>30,230,375</b>	21,575,043
Finance lease payables:	融資租賃應付款項:		
Within one year	一年內	16,843	12,826
In the second year	第二年	13,292	18,998
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	12,458	8,782
		<b>42,593</b>	40,606
Corporate bond repayable:	須於下列期間償還之 公司債券:		
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	1,181,035	-
		<b>31,454,003</b>	21,615,649



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 29 INTEREST-BEARING BORROWINGS

(continued)

As at 31 December 2017, certain banking facilities of the Group are secured by certain revenue and receivables in connection with the Group's service concession arrangements, bank deposits, mortgages over property, plant and equipment and prepaid land lease payments and shares of certain subsidiaries of the Group. Such banking facilities, amounting to HK\$18,644,083,000 (2016: HK\$14,769,690,000), were utilised to the extent of HK\$14,353,673,000 (2016: HK\$10,446,501,000) at 31 December 2017. Among the secured banking facilities, HK\$1,483,623,000 (2016: HK\$1,968,984,000) are guaranteed by the Company and were utilised to the extent of HK\$1,229,873,000 (2016: HK\$1,331,291,000) at 31 December 2017.

As at 31 December 2017, the unsecured banking facilities, amounting to HK\$25,875,999,000 (2016: HK\$18,744,310,000), were utilised to the extent of HK\$15,876,702,000 (2016: HK\$11,128,542,000). Among the unsecured banking facilities of the Group, HK\$492,761,000 (2016: HK\$1,235,338,000) are guaranteed by the Company and were utilised to the extent of HK\$472,761,000 (2016: HK\$1,012,781,000) at 31 December 2017.

As at 31 December 2017, banking facilities of HK\$24,649,412,000 (2016: HK\$18,652,083,000) are subject to the fulfilment of covenants relating to certain of the Group's financial ratios. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. At 31 December 2017, such facilities were utilised to the extent of HK\$17,270,717,000 (2016: HK\$13,130,250,000). The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 45 to the financial statements.

As at 31 December 2017, the finance lease payables were secured by the underlying property, plant and equipment (note 30).

### 29 計息借貸(續)

於二零一七年十二月三十一日，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及應收款項、銀行存款、物業、廠房及設備之按揭、預付土地租賃款項及本集團旗下若干附屬公司之股份作抵押。於二零一七年十二月三十一日，上述銀行融資之金額為港幣18,644,083,000元（二零一六年：港幣14,769,690,000元），已動用港幣14,353,673,000元（二零一六年：港幣10,446,501,000元）。上述有抵押銀行融資其中港幣1,483,623,000元（二零一六年：港幣1,968,984,000元）由本公司作擔保，於二零一七年十二月三十一日已動用港幣1,229,873,000元（二零一六年：港幣1,331,291,000元）。

於二零一七年十二月三十一日，無抵押銀行融資之金額為港幣25,875,999,000元（二零一六年：港幣18,744,310,000元），已動用港幣15,876,702,000元（二零一六年：港幣11,128,542,000元）。上述本集團無抵押銀行融資其中港幣492,761,000元（二零一六年：港幣1,235,338,000元）由本公司作擔保，於二零一七年十二月三十一日，已動用港幣472,761,000元（二零一六年：港幣1,012,781,000元）。

於二零一七年十二月三十一日，銀行融資港幣24,649,412,000元（二零一六年：港幣18,652,083,000元）須符合有關本集團若干財務比率之契諾。倘本集團違反有關契諾，則已提取之融資須應要求償還。於二零一七年十二月三十一日，有關融資已動用港幣17,270,717,000元（二零一六年：港幣13,130,250,000元）。本集團會定期監察有關契諾之遵行情況。有關本集團管理流動資金風險之進一步資料載於財務報表附註45。

於二零一七年十二月三十一日，融資租賃應付款項以相關物業、廠房及設備作抵押（附註30）。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 29 INTEREST-BEARING BORROWINGS

(continued)

As at 31 December 2017, the Group's bank loans of HK\$554,635,000 (2016: HK\$527,696,000) bear interest at fixed rates ranging from 2.88% to 3.50% (2016: 2.88% to 3.50%) per annum, bank loans of HK\$29,675,740,000 (2016: HK\$21,047,347,000) bear interest at variable rates ranging from 2.09% to 4.90% (2016: 0.70% to 6.00%) per annum, finance lease payables of HK\$42,593,000 (2016: HK\$40,606,000) bear interest at rates ranging from 2.89% to 6.61% (2016: 3% to 4%) per annum, and corporate bond payable of HK\$1,181,035,000 (2016: Nil) bears interest at a fixed rate of 4.55% per annum.

As at 31 December 2017, the Group's bank loans of HK\$2,393,402,000 (2016: HK\$3,055,052,000) are denominated in United States dollars, HK\$15,131,269,000 (2016: HK\$9,876,629,000) are denominated in RMB, HK\$670,055,000 (2016: HK\$170,419,000) are denominated in Polish zloty, HK\$12,035,649,000 (2016: HK\$7,460,162,000) are denominated in Hong Kong dollars and nil (2016: HK\$1,012,781,000) are denominated in Euro dollars.

Included in "Interest-bearing borrowings" at 31 December 2017 are loans of HK\$515,338,000 (2016: HK\$464,914,000) from a related party bank.

Included in loans from a related party bank are:

- (i) bank loans in aggregate of HK\$455,963,000 (2016: HK\$432,415,000) which are secured, interest-bearing at rates ranging from 90% of rates announced by the People's Bank of China to rates announced by the People's Bank of China (2016: rates ranging from 90% of rates announced by the People's Bank of China to rates announced by the People's Bank of China), and will be settled by instalments until 2023 to 2030 (2016: until 2021 to 2030); and
- (ii) bank loans of HK\$59,375,000 (2016: HK\$32,499,000) which are unsecured, interest-bearing at rates announced by the People's Bank of China and will be settled by instalments until 2018.

### 29 計息借貸(續)

於二零一七年十二月三十一日，本集團之銀行貸款港幣554,635,000元(二零一六年：港幣527,696,000元)按介乎2.88%至3.50%(二零一六年：2.88%至3.50%)之固定年息率計息，銀行貸款港幣29,675,740,000元(二零一六年：港幣21,047,347,000元)按介乎2.09%至4.90%(二零一六年：0.70%至6.00%)之浮動年息率計息，融資租賃應付款項港幣42,593,000元(二零一六年：港幣40,606,000元)按介乎2.89%至6.61%(二零一六年：3%至4%)之年息率計息，以及應付公司債券港幣1,181,035,000元(二零一六年：無)按固定年息率4.55%計息。

於二零一七年十二月三十一日，本集團之銀行貸款港幣2,393,402,000元(二零一六年：港幣3,055,052,000元)以美元計值，港幣15,131,269,000元(二零一六年：港幣9,876,629,000元)以人民幣計值，港幣670,055,000元(二零一六年：港幣170,419,000元)以波蘭茲羅提計值，港幣12,035,649,000元(二零一六年：港幣7,460,162,000元)以港幣計值及並無銀行貸款(二零一六年：港幣1,012,781,000元)以歐羅計值。

於二零一七年十二月三十一日之「計息借貸」包括關聯人士銀行提供之貸款港幣515,338,000元(二零一六年：港幣464,914,000元)。

關聯人士銀行提供之貸款包括：

- (i) 銀行貸款總額港幣455,963,000元(二零一六年：港幣432,415,000元)，其為有抵押、按介乎中國人民銀行公佈之息率90%至中國人民銀行公佈之息率計息(二零一六年：介乎中國人民銀行公佈之息率90%至中國人民銀行公佈之息率)，並將於二零二三年至二零三零年前(二零一六年：二零二一年至二零三零年前)分期償還；及
- (ii) 銀行貸款港幣59,375,000元(二零一六年：港幣32,499,000元)，其為無抵押、按中國人民銀行公佈之息率計息，並將於二零一八年前分期償還。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 30 FINANCE LEASE PAYABLES

The Group leases certain of its machineries and vehicles for its business operation (note 15). These leases are classified as finance leases and have remaining lease terms of 5 years.

At 31 December 2017, the total future minimum lease payments under finance leases and their present values were as follows:

### 30 融資租賃應付款項

本集團租用其若干機器及汽車作業務運作之用(附註15)。有關租賃被分類為融資租賃，餘下租期為5年。

於二零一七年十二月三十一日，在融資租賃項下未來最低租賃款項總額及其現值如下：

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項之現值	
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Amounts payable:	應付款項:				
Within one year	一年內	<b>18,312</b>	15,062	<b>16,843</b>	12,826
In the second year	第二年	<b>14,013</b>	20,376	<b>13,292</b>	18,998
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	<b>12,803</b>	9,705	<b>12,458</b>	8,782
Total minimum finance lease payments	最低融資租賃款項 總額	<b>45,128</b>	45,143	<b>42,593</b>	40,606
Future finance charges	未來財務費用	<b>(2,535)</b>	(4,537)		
Total net finance lease payables	總融資租賃應付款項 淨額	<b>42,593</b>	40,606		
Portion classified as current liabilities (note 29)	分類為流動負債之 部份(附註29)	<b>(16,843)</b>	(12,826)		
Non-current portion (note 29)	非即期部份 (附註29)	<b>25,750</b>	27,780		

# Notes to Financial Statements

## 財務報表附註

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### 31 CORPORATE BOND

### 31 公司債券

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Non-current	非即期		
Corporate bond – unsecured	公司債券 – 無抵押	1,181,035	–

On 21 July 2017, China Everbright Water Limited (“CEWL”), a 74.85% owned subsidiary of the Company, entered into an underwriting agreement with the relevant financial institution in relation to the proposed issue of RMB-denominated corporate bonds with an aggregate principal amount of not exceeding RMB2.5 billion (the “Corporate Bond”) to the qualified investors in the PRC.

On 24 July 2017 (the “Issue Date”), CEWL issued the first tranche of the Corporate Bond with principal amount of RMB1 billion, before related expenses of RMB5,964,000, with a maturity period of five years from the Issue Date. The first tranche of the Corporate Bond bears interest at a rate of 4.55% per annum and the interest will be repayable by the Group annually from the Issue Date and up to the maturity date. According to the terms of the Corporate Bond, CEWL is entitled to adjust the interest rate of the Corporate Bond after three years from the Issue Date and the bondholders have an option to sell the Corporate Bond back to CEWL at a nominal price in the meanwhile.

於二零一七年七月二十一日，中國光大水務有限公司（「光大水務」，本公司擁有74.85%權益之附屬公司）與有關金融機構訂立承銷協議，內容有關光大水務擬發行本金總額不超過人民幣25億元的人民幣公司債券（「公司債券」）予中國合資格投資者。

於二零一七年七月二十四日（「發行日期」），光大水務發行第一批公司債券，本金額為人民幣10億元（扣除相關開支人民幣5,964,000元前），期限由發行日期起計為期5年。第一批公司債券按年息率4.55%計息及本集團將由發行日期起至到期日止每年支付利息。根據公司債券之條款，光大水務有權自發行日期起計三年後調整公司債券之息率。與此同時，債券持有人可選擇按名義價格將公司債券售回光大水務。

# Notes to Financial Statements

## 財務報表附註

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### 32 DEFERRED TAX

The movements in deferred tax assets/(liabilities) during the year are as follows:

### 32 遞延稅項

遞延稅項資產/(負債)於年內之變動如下：

		Temporary differences on assets recognised under HK(IFRIC) -Int 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	Revaluation of properties 物業重估 HK\$'000 港幣千元	Fair value adjustments arising from acquisition of subsidiaries 附屬公司所產生之 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 2016	於二零一六年一月一日	(1,966,617)	(20,124)	-	(415,784)	14,259	(2,388,266)
Deferred tax credited/(charged) to the consolidated income statement during the year (note 11)	年內在綜合損益表計入/(扣除)之遞延稅項(附註11)	(644,269)	-	2,675	(125,299)	8,368	(758,525)
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	-	(69,977)	-	(5,008)	(74,985)
Exchange realignment	匯兌調整	159,535	1,333	6,600	33,394	(999)	199,863
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	<b>(2,451,351)</b>	<b>(18,791)</b>	<b>(60,702)</b>	<b>(507,689)</b>	<b>16,620</b>	<b>(3,021,913)</b>
Deferred tax credited/(charged) to the consolidated income statement during the year (note 11)	年內在綜合損益表計入/(扣除)之遞延稅項(附註11)	<b>(829,216)</b>	<b>-</b>	<b>8,232</b>	<b>(169,532)</b>	<b>1,085</b>	<b>(989,431)</b>
Exchange realignment	匯兌調整	<b>(174,271)</b>	<b>(838)</b>	<b>(12,476)</b>	<b>(37,263)</b>	<b>1,398</b>	<b>(223,450)</b>
At 31 December 2017	於二零一七年十二月三十一日	<b>(3,454,838)</b>	<b>(19,629)</b>	<b>(64,946)</b>	<b>(714,484)</b>	<b>19,103</b>	<b>(4,234,794)</b>

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## 財務報表附註

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### 32 DEFERRED TAX (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Net 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淨額	77,250	53,732
Net 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淨額	(4,312,044)	(3,075,645)
		<b>(4,234,794)</b>	<b>(3,021,913)</b>

The Group has estimated tax losses arising in Hong Kong of approximately HK\$207,735,000 (2016: approximately HK\$207,735,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Mainland China of approximately HK\$98,154,000 (2016: approximately HK\$104,200,000) that will expire in one to five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of tax losses arising in Hong Kong of approximately HK\$207,735,000 (2016: approximately HK\$207,735,000) and Mainland China of approximately HK\$98,154,000 (2016: approximately HK\$104,200,000) have not been recognised as they have arisen in certain subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

### 32 遞延稅項(續)

為了呈列目的，若干遞延稅項資產及負債已於綜合財務狀況表中抵銷。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：

本集團於香港產生之估計稅項虧損約港幣207,735,000元(二零一六年：約港幣207,735,000元)，可無限年期用作抵銷產生虧損之公司日後應課稅盈利。此外，本集團於中國大陸產生之估計稅項虧損約港幣98,154,000元(二零一六年：約港幣104,200,000元)，有關虧損可用作抵銷產生虧損之公司日後應課稅盈利，其應用限期將於一至五年內屆滿。概無就香港產生之稅項虧損約港幣207,735,000元(二零一六年：約港幣207,735,000元)及中國大陸產生之稅項虧損約港幣98,154,000元(二零一六年：約港幣104,200,000元)確認遞延稅項資產，原因為有關虧損來自已出現虧損一段時間之若干附屬公司，且本集團認為於日後不大可能會產生應課稅盈利而令有關稅項虧損得以運用。



# Notes to Financial Statements

## 財務報表附註

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### 32 DEFERRED TAX (continued)

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% or 10%. 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.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 32 遞延稅項(續)

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%或10%。因此，本集團須就於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。

本公司向其股東派發股息並不附帶任何所得稅後果。

### 33 SHARE CAPITAL

### 33 股本

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Issued and fully paid: 4,482,712,000 (2016: 4,482,712,000) ordinary shares	已發行及悉數繳足： 4,482,712,000股 (二零一六年： 4,482,712,000股)普通股	<b>7,405,414</b>	7,405,414

During the year ended 31 December 2016, the Company purchased 1,000,000 of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for a total consideration of HK\$7,950,000 which was paid wholly out of retained profits in accordance with section 257 of the Hong Kong Companies Ordinance. The purchased shares were cancelled during the year ended 31 December 2016 and the total amount paid for the purchase of the shares of HK\$7,950,000 has been charged to retained profits of the Company during that year.

截至二零一六年十二月三十一日止年度，本公司在香港聯合交易所有限公司(「聯交所」)購買1,000,000股本公司股份，總代價為港幣7,950,000元，其已根據香港公司條例第257條全數以保留盈利撥付。上述已購入股份已於截至二零一六年十二月三十一日止年度註銷。購買上述股份之已付款項總額港幣7,950,000元已於有關年度從本公司之保留盈利中支銷。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 34 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 of the financial statements.

#### (i) Goodwill arising on consolidation

The goodwill arising on consolidation has been set up and dealt with in accordance with the transitional arrangements under HKFRS 3 (August 2004), goodwill which had previously been taken directly to reserves (i.e. goodwill which arose before 1 January 2001) will not be recognised in profit or loss on disposal or impairment of the acquired business, or under any other circumstances.

#### (ii) Property revaluation reserve

Certain properties previously occupied by the Group as owner-occupied properties were transferred to investment properties in prior years and a revaluation surplus was credited to property revaluation reserve to account for the difference between the carrying amounts and the fair values of the properties at the date of change in use, determined using market comparison approach by independent firms of surveyors.

The property revaluation reserve of the Group is not distributable as at 31 December 2017 and 2016.

#### (iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2.4 to the financial statements.

#### (iv) Available-for-sale investment revaluation reserve

The available-for-sale investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale investments held at the end of the reporting period and is dealt with in accordance with the accounting policy set out in note 2.4 to the financial statements.

### 34 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之綜合權益變動表呈列。

#### (i) 綜合賬項產生之商譽

本公司已根據《香港財務報告準則》第3號(二零零四年八月)之過渡條文設立及處理綜合賬項所產生之商譽。據此，當所收購業務被出售或出現耗損時，或在任何其他情況下，過往直接計入儲備之商譽(即於二零零一年一月一日之前產生之商譽)亦不會在損益表中確認。

#### (ii) 物業重估儲備

若干原先由本集團佔用之物業(自用物業)於過往年度轉撥至投資物業，並已於物業重估儲備計入重估盈餘，以入賬有關物業於用途變更日期之賬面值與公允值之間的差額，其由獨立測量師行按市場比較法釐定。

於二零一七年及二零一六年十二月三十一日，本集團之物業重估儲備並不可供分派。

#### (iii) 匯兌儲備

匯兌儲備包括換算外國業務之財務報表所產生之所有匯兌差額。本公司會根據財務報表附註2.4所載會計政策處理儲備。

#### (iv) 待售投資重估儲備

待售投資重估儲備包括於報告期末持有之待售投資公允值之累計變動淨額及其根據財務報表附註2.4所載會計政策處理。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 34 RESERVES (continued)

#### (v) Other reserves

Other reserves comprise (i) the difference between the consideration paid/received for the acquisition/dilution 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; and (ii) the difference between the fair value of the Group's equity interest in subsidiaries transferred to the acquiree for the acquisition of subsidiaries and the net assets value attributable to the non-controlling interests in respect of the subsidiaries transferred to the acquiree at the transaction date.

#### (vi) 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 its 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 the statutory reserve. The profit arrived at must be used initially to set off against any accumulated losses. The appropriations to the 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.

### 34 儲備(續)

#### (v) 其他儲備

其他儲備包括(i)收購／攤薄非控股權益之已付／已收代價與非控股權益於交易日期之賬面值間之差額減非控股權益應佔換算該等附屬公司而產生之匯兌變動；及(ii)本集團在已轉讓予被收購公司之附屬公司(因收購附屬公司而轉讓者)中之股權之公允值與非控股權益應佔已轉讓予被收購公司之附屬公司於交易日期之資產淨值間之差額。

#### (vi) 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)依據適用於全外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]》，附屬公司須每年將按照「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。此外，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。此法定儲備不會以現金股息形式分派，惟可用於抵銷虧損或轉換為繳足股本。

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## 財務報表附註

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### 35 PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

### 35 附帶重大非控股權益之非全資附屬公司

本集團附帶重大非控股權益之附屬公司之詳情載列如下。

		2017 二零一七年	2016 二零一六年
Percentage of equity interest held by non-controlling interests:	非控股權益持有之股權百分比：		
CEWL	光大水務	25.2%	25.3%
China Everbright Greentech Limited ("CEGL")	中國光大綠色環保有限公司(「光大綠色環保」)	30.3%	-
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Profit for the year allocated to non-controlling interests:	分配予非控股權益之年度盈利：		
CEWL	光大水務	129,441	88,513
CEGL	光大綠色環保	193,001	-
Dividends paid to non-controlling interests:	已付非控股權益之股息：		
CEWL	光大水務	12,348	11,877
Accumulated balances of non-controlling interests at the reporting date:	於報告日期非控股權益之累計結餘：		
CEWL	光大水務	1,717,125	1,471,583
CEGL	光大綠色環保	2,650,660	-

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## 財務報表附註

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### 35 PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

### 35 附帶重大非控股權益之非全資附屬公司(續)

下表列示上述附屬公司之財務資料概要。所披露之金額為集團內公司間互相對銷前之金額：

2017	二零一七年	CEWL 光大水務 HK\$'000 港幣千元	CEGL 光大綠色環保 HK\$'000 港幣千元
Revenue	收益	3,591,633	4,581,352
Total expenses	開支總額	(3,153,270)	(3,742,429)
Profit for the year	年度盈利	580,793	957,299
Total comprehensive income for the year	年度全面收入總額	1,168,684	1,275,457
Current assets	流動資產	4,820,557	4,793,342
Non-current assets	非流動資產	12,184,168	9,638,275
Current liabilities	流動負債	(3,507,238)	(2,216,726)
Non-current liabilities	非流動負債	(5,998,876)	(3,448,845)
Non-controlling interests	非控股權益	(684,622)	(17,994)
Net cash flows used in operating activities	經營活動所動用現金流量淨額	(264,260)	(79,984)
Net cash flows used in investing activities	投資活動所動用現金流量淨額	(390,863)	(2,867,308)
Net cash flows from financing activities	融資活動所得現金流量淨額	1,281,291	4,429,243
Effect of foreign exchange rate changes, net	匯率變動影響淨額	88,845	36,014
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	715,013	1,517,965

# Notes to Financial Statements

## 財務報表附註

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### 35 PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:  
(continued)

### 35 附帶重大非控股權益之非全資附屬公司(續)

下表列示上述附屬公司之財務資料概要。所披露之金額為集團內公司間互相對銷前之金額：(續)

2016	二零一六年	CEWL 光大水務 HK\$'000 港幣千元
Revenue	收益	2,494,037
Total expenses	開支總額	(2,256,719)
Profit for the year	年度盈利	372,615
Total comprehensive loss for the year	年度全面虧損總額	(225,985)
Current assets	流動資產	3,297,412
Non-current assets	非流動資產	9,802,167
Current liabilities	流動負債	(2,471,747)
Non-current liabilities	非流動負債	(4,417,783)
Non-controlling interests	非控股權益	(393,515)
Net cash flows from operating activities	經營活動所得現金流量淨額	20,195
Net cash flows used in investing activities	投資活動所動用現金流量淨額	(6,329)
Net cash flows from financing activities	融資活動所得現金流量淨額	142,364
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(85,379)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	70,851



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS

#### (a) Acquisition of 江蘇省節能工程設計研究院有限公司 (“Jiangsu Design & Research Institute”)

On 7 April 2016, the Group acquired 100% equity interest in Jiangsu Design & Research Institute from an independent third party. Jiangsu Design & Research Institute is engaged in the provision of construction services, design of renewable energy construction projects and research and development of environmental protection equipment. The acquisition was made as part of the Group's strategy to expand its market share of the “Others” segment. The total purchase consideration of HK\$53,636,000 for the acquisition was in the form of cash, with HK\$11,959,000 paid in February 2016 and the remaining HK\$41,677,000 paid in March 2016.

The fair values of the identifiable assets and liabilities of Jiangsu Design & Research Institute as at the date of acquisition were as follows:

### 36 業務合併

#### (a) 收購江蘇省節能工程設計研究院有限公司(「江蘇省節能工程設計研究院」)

於二零一六年四月七日，本集團向一名獨立第三方收購江蘇省節能工程設計研究院100%股權。江蘇省節能工程設計研究院之業務為提供建造服務、設計再生能源建造工程項目及研發環保設備。是項收購乃本集團拓展旗下「其他」分部市場佔有率之策略的其中一環。是項收購之購買代價總額港幣53,636,000元以現金形式支付。其中港幣11,959,000元已於二零一六年二月支付，餘下港幣41,677,000元亦已於二零一六年三月支付。

於收購日期，江蘇省節能工程設計研究院之可辨別資產及負債之公允值如下：

		2016 二零一六年 Fair value recognised on acquisition 收購時確認 之公允值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	715
Prepaid land lease payments	預付土地租賃款項	670
Intangible assets	無形資產	20,032
Debtors, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項	10,711
Cash and cash equivalents	現金及現金等價物	28,112
Creditors, other payables and accrued expenses	應付賬款、其他應付款項及應計費用	(1,026)
Tax payable	應付稅項	(570)
Deferred tax liabilities	遞延稅項負債	(5,008)
<b>Total identifiable net assets at fair value</b>	<b>可辨別資產淨值總額(公允值)</b>	<b>53,636</b>
Satisfied by cash	以現金支付	53,636

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS (continued)

#### (a) Acquisition of 江蘇省節能工程設計研究院有限公司 ("Jiangsu Design & Research Institute") (continued)

The fair values of the debtors and other receivables as at the date of acquisition amounted to HK\$10,711,000. The gross contractual amount of debtors and other receivables was HK\$10,711,000, none of which are expected to be uncollectible.

The Group incurred transaction costs of HK\$110,000 for this acquisition. These transaction costs were expensed and included in "Administrative expenses" in the consolidated income statement for the year ended 31 December 2016.

An analysis of the cash flows in respect of the acquisition of Jiangsu Design & Research Institute is as follows:

### 36 業務合併(續)

#### (a) 收購江蘇省節能工程設計研究院有限公司(「江蘇省節能工程設計研究院」) (續)

於收購日期，應收賬款及其他應收款項之公允值為港幣10,711,000元。應收賬款及其他應收款項之總合約金額為港幣10,711,000元，預期皆可收回。

本集團就是項收購交易產生之交易成本為港幣110,000元。有關交易成本已於截至二零一六年十二月三十一日止年度之綜合損益表支銷，並計入「行政費用」。

有關收購江蘇省節能工程設計研究院之現金流量分析如下：

		2016 二零一六年 HK\$'000 港幣千元
Cash consideration	現金代價	(53,636)
Cash and cash equivalents acquired	收購所得現金及現金等價物	28,112
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等價物流出淨額	(25,524)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購交易成本	(110)
		(25,634)

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS (continued)

#### (a) Acquisition of 江蘇省節能工程設計研究院有限公司 ("Jiangsu Design & Research Institute") (continued)

Since the acquisition, Jiangsu Design & Research Institute contributed HK\$13,757,000 to the Group's revenue and a loss of HK\$7,560,000 to the consolidated profit for the year ended 31 December 2016.

Had the combination taken place on 1 January 2016, the revenue of the Group and the profit of the Group for the year ended 31 December 2016 would have been HK\$13,976,493,000 and HK\$3,037,717,000, respectively.

#### (b) Acquisition of the Poland Target Companies and their subsidiaries (collectively the "NOVAGO Group")

During the year ended 31 December 2016, the Group acquired 100% equity interests in the Poland Target Companies from certain independent third parties at a total consideration of approximately Euro119,458,000 or Polish zloty 525,087,000 (equivalent to approximately HK\$1,022,102,000) (the "Poland Acquisition"). The principal activities of the NOVAGO Group involve the provision of solid waste treatment service in the Republic of Poland. The Poland Acquisition was completed in August 2016. The total purchase consideration for the Poland Acquisition of Euro119,458,000 (equivalent to approximately HK\$1,022,102,000) was paid in the form of cash in August 2016.

The Group elected to measure the non-controlling interests in the NOVAGO Group at the non-controlling interests' proportionate share of the identifiable net assets of the related non-wholly owned subsidiaries of the NOVAGO Group.

### 36 業務合併(續)

#### (a) 收購江蘇省節能工程設計研究院有限公司(「江蘇省節能工程設計研究院」) (續)

自收購以來，江蘇省節能工程設計研究院於截至二零一六年十二月三十一日止年度為本集團貢獻收益港幣13,757,000元，並為綜合盈利帶來虧損港幣7,560,000元。

倘有關合併於二零一六年一月一日進行，於截至二零一六年十二月三十一日止年度，本集團之收益及本集團之盈利將分別為港幣13,976,493,000元及港幣3,037,717,000元。

#### (b) 收購波蘭目標公司及彼等之附屬公司 (合稱「NOVAGO集團」)

截至二零一六年十二月三十一日止年度，本集團向若干獨立第三方收購波蘭目標公司100%股權，總代價為約119,458,000歐羅或525,087,000波蘭茲羅提(相當於約港幣1,022,102,000元)(「波蘭收購事項」)。NOVAGO集團之主要業務涉及在波蘭共和國提供固廢處理服務。波蘭收購事項已於二零一六年八月完成。波蘭收購事項之總購買代價119,458,000歐羅(相當於約港幣1,022,102,000元)已於二零一六年八月以現金形式支付。

本集團選擇按非控股權益應佔NOVAGO集團相關非全資附屬公司之可辨別資產淨值計量NOVAGO集團之非控股權益。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS (continued)

#### (b) Acquisition of the Poland Target Companies and their subsidiaries (collectively the “NOVAGO Group”) (continued)

The fair values of the identifiable assets and liabilities of the NOVAGO Group as at the date of acquisition were as follows:

### 36 業務合併(續)

#### (b) 收購波蘭目標公司及彼等之附屬公司 (合稱「NOVAGO集團」)(續)

於收購日期，NOVAGO集團之可辨別資產及負債如下：

		2016 二零一六年 Fair value recognised on acquisition 收購時確認 之公允值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	584,406
Goodwill	商譽	4,775
Inventories	存貨	7,398
Intangible assets	無形資產	175,828
Debtors, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項	66,068
Cash and cash equivalents	現金及現金等價物	5,235
Interest-bearing bank borrowings	計息銀行借貸	(209,683)
Finance lease payables	融資租賃應付款項	(47,039)
Creditors, other payables and accrued expenses	應付賬款、其他應付款項及應計費用	(54,632)
Tax payable	應付稅項	(20,126)
Deferred tax liabilities	遞延稅項負債	(69,977)
Non-controlling interests	非控股權益	(33,196)
Total identifiable net assets at fair value	可辨別資產淨值總額(公允值)	409,057
Goodwill on acquisition	收購所產生之商譽	613,045
Satisfied by cash	以現金支付	1,022,102

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS (continued)

#### (b) Acquisition of the Poland Target Companies and their subsidiaries (collectively the “NOVAGO Group”) (continued)

The fair values of the debtors and other receivables as at the date of acquisition amounted to HK\$66,068,000. The gross contractual amount of debtors and other receivables was HK\$66,068,000, none of which are expected to be uncollectible.

The Group incurred transaction costs of HK\$25,989,000 for this acquisition. These transaction costs were expensed and included in “Administrative expenses” in the consolidated income statement for the year ended 31 December 2016.

An analysis of the cash flows in respect of the acquisition of the NOVAGO Group is as follows:

		2016 二零一六年 HK\$'000 港幣千元
Cash consideration	現金代價	(1,022,102)
Cash and cash equivalents acquired	收購所得現金及現金等價物	5,235
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等價物流出淨額	(1,016,867)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購交易成本	(25,989)
		(1,042,856)

Since the acquisition, the NOVAGO Group contributed HK\$120,922,000 to the Group’s revenue and a profit of HK\$12,896,000 to the consolidated profit for the year ended 31 December 2016.

Had the combination taken place on 1 January 2016, the revenue of the Group and the profit of the Group for the year ended 31 December 2016 would have been HK\$14,175,361,000 and HK\$3,062,958,000, respectively.

### 36 業務合併(續)

#### (b) 收購波蘭目標公司及彼等之附屬公司(合稱「NOVAGO集團」)(續)

於收購日期，應收賬款及其他應收款項之公允值為港幣66,068,000元。應收賬款及其他應收款項之總合約金額為港幣66,068,000元，預期皆可收回。

本集團就是項收購交易產生之交易成本為港幣25,989,000元。有關交易成本已於截至二零一六年十二月三十一日止年度之綜合損益表支銷，並計入「行政費用」。

有關收購NOVAGO集團之現金流量分析如下：

自收購以來，NOVAGO集團於截至二零一六年十二月三十一日止年度為本集團貢獻收益港幣120,922,000元，並為綜合盈利帶來盈利港幣12,896,000元。

倘有關合併於二零一六年一月一日進行，於截至二零一六年十二月三十一日止年度，本集團之收益及本集團之盈利將分別為港幣14,175,361,000元及港幣3,062,958,000元。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 36 BUSINESS COMBINATIONS (continued)

Net cash outflow for the acquisition of subsidiaries included in the cash flows from investing activities:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Acquisition of Jiangsu Design & Research Institute (note 36(a))	收購江蘇省節能工程設計研究院(附註36(a))	-	(25,524)
Acquisition of the NOVAGO Group (note 36(b))	收購NOVAGO集團(附註36(b))	-	(1,016,867)
Others	其他	(36,398)	-
		<b>(36,398)</b>	<b>(1,042,391)</b>

### 36 業務合併(續)

計入投資活動所得現金流量有關收購附屬公司之現金流出淨額：

### 37 DEEMED DISPOSAL OF PARTIAL INTERESTS IN A SUBSIDIARY

During the year ended 31 December 2017, the Company applied to the Listing Committee of the Stock Exchange for a proposed spin-off and separate listing of the Group's Greentech project construction and operation business (the "Spin-off"). The Spin-off was conducted by way of a separate listing of CEGL, a then wholly-owned subsidiary of the Company, together with its subsidiaries, on the Main Board of the Stock Exchange. The Spin-off was achieved by capitalisation issue of 1,439,996,000 shares and global offering of 560,000,000 shares at an issue price of HK\$5.4 per share. The shares of CEGL have been listed on the Stock Exchange since 8 May 2017. On 26 May 2017, CEGL issued 66,078,000 new shares to certain shareholders at an issue price of HK\$5.4 per share pursuant to an over-allotment option (the "Over-allotment Option") partially exercised by the shareholders. Further details of the Over-allotment Option are disclosed in the prospectus of CEGL dated 21 April 2017. Upon completion of the listing of CEGL and the issuance of additional shares under the Over-allotment Option by CEGL, the Group's equity interest in CEGL is diluted from 100% to 69.7% and CEGL is still classified as a subsidiary of the Company.

### 37 被視作出售一家附屬公司之部份權益

截至二零一七年十二月三十一日止年度，本公司就建議分拆本集團綠色環保項目建造及運營業務獨立上市(「分拆」)向聯交所上市委員會提交申請。分拆已透過光大綠色環保(本公司當時之全資附屬公司)及其附屬公司在聯交所主板獨立上市之形式進行。分拆已透過資本化發行1,439,996,000股股份及按發行價每股港幣5.4元全球發售560,000,000股股份完成。光大綠色環保之股份自二零一七年五月八日起在聯交所上市。於二零一七年五月二十六日，光大綠色環保因應若干股東部份行使超額配股權(「超額配股權」)而按發行價每股港幣5.4元發行66,078,000股新股份予有關股東。超額配股權之進一步詳情載於光大綠色環保日期為二零一七年四月二十一日之招股章程。在光大綠色環保完成上市及光大綠色環保根據超額配股權發行額外股份後，本集團於光大綠色環保之股權由100%攤薄至69.7%，而光大綠色環保仍被歸類為本公司之附屬公司。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 38 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

- (i) During the year, the proceeds for the acquisition of certain items of property, plant and equipment of HK\$236,260,000 are not yet settled by the Group, and recorded in “Creditors, other payables and accrued expenses” in the consolidated statement of financial position as at 31 December 2017, and has no cash flow impact to the Group.
- (ii) During the year, the Group entered into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases of HK\$9,122,000 (2016: Nil).
- (iii) During the year, the interest expenses on corporate bond of HK\$22,971,000 are not yet settled by the Group, and recorded in “Creditors, other payables and accrued expenses” in the consolidated statement of financial position as at 31 December 2017, and has no cash flow impact to the Group.
- (iv) During the year, the dividend declared to the non-controlling shareholders of a non-wholly-owned subsidiary of HK\$21,450,000 are not yet settled by the Group, and recorded in “Creditors, other payables and accrued expenses” in the consolidated statement of financial position as at 31 December 2017, and has no cash flow impact to the Group.

### 38 綜合現金流量表附註

#### (a) 主要非現金交易

- (i) 年內，本集團尚未付清有關收購若干物業、廠房及設備之款項港幣236,260,000元，有關款項已入賬二零一七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」內及其對本集團之現金流量並無構成影響。
- (ii) 年內，本集團就物業、廠房及設備訂立了融資租賃安排，有關租賃訂立時之資本總值為港幣9,122,000元（二零一六年：無）。
- (iii) 年內，本集團尚未付清公司債券之利息開支港幣22,971,000元，有關款項已入賬二零一七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」內及其對本集團之現金流量並無構成影響。
- (iv) 年內，本集團尚未付清已向非全資附屬公司之非控股股東宣派之股息港幣21,450,000元，有關款項已入賬二零一七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」內及其對本集團之現金流量並無構成影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 38 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

#### (b) Changes in liabilities arising from financing activities

### 38 綜合現金流量表附註(續)

#### (b) 融資活動所產生之負債變動

		Derivative financial instrument- cross- currency swap 衍生 金融工具 —交叉貨幣 掉期 HK\$'000 港幣千元	Corporate bond interest payables 應付公司 債券利息 HK\$'000 港幣千元	Bank loans 銀行貸款 HK\$'000 港幣千元	Finance lease payables 融資租賃 應付款項 HK\$'000 港幣千元	Corporate bond 公司債券 HK\$'000 港幣千元
At 1 January 2017	於二零一七年 一月一日	28,528	-	21,575,043	40,606	-
Changes from financing cash flows	融資現金流量變動	43,792	-	6,745,861	(17,117)	1,144,831
New finance lease	新訂融資租賃	-	-	-	9,122	-
Increase arising from acquisition of a subsidiary	因收購附屬公司 而增加	-	-	45,719	-	-
Finance costs, including capitalised interest expenses	財務費用(包括 已資本化利息開支)	-	22,971	919,598	1,693	-
Change in fair value of derivative financial instrument	衍生金融工具 公允值變動	(72,320)	-	-	-	-
Foreign exchange movement	匯兌變動	-	434	944,154	8,289	36,204
At 31 December 2017	於二零一七年十二月 三十一日	-	23,405	30,230,375	42,593	1,181,035

### 39 PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's banking facilities and finance lease payables are included in note 29 to the financial statements. The aggregate net book value of assets and equity interests in subsidiaries pledged amounted to HK\$25,968,288,000 (2016: HK\$22,795,276,000) as at 31 December 2017.

### 39 資產抵押

就本集團銀行融資而已予抵押之本集團資產及融資租賃應付款項之詳情載於財務報表附註29。於二零一七年十二月三十一日，已抵押資產及附屬公司股權之總賬面淨值為港幣25,968,288,000元(二零一六年：港幣22,795,276,000元)。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 40 OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 14) under operating lease arrangements, with leases negotiated for terms ranging from three to ten years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. None of the leases includes contingent rentals.

At 31 December 2017, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within 1 year	一年內	8,745	8,168
After 1 year but within 5 years	一年後但五年內	21,385	23,721
After 5 years	五年後	3,919	8,199
		<b>34,049</b>	40,088

#### (b) As lessee

The Group leases a number of properties under operating leases, with leases negotiated for terms ranging from one to twenty-nine years. None of the leases includes contingent rentals.

At 31 December 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within 1 year	一年內	23,614	17,663
After 1 year but within 5 years	一年後但五年內	15,354	18,863
After 5 years	五年後	9,767	9,400
		<b>48,735</b>	45,926

### 40 經營租賃安排

#### (a) 作為出租人

本集團根據經營租賃安排出租其投資物業(附註14)，商定租期介乎三至十年不等。此外，租賃條款一般規定租戶須支付保證金，並規定可定期按照當時之市場情況調整租金。概無任何租賃包括或然租金。

於二零一七年十二月三十一日，根據本集團與其租戶訂立之不可解除經營租賃，本集團日後之最低租賃應收款項總額到期支付如下：

#### (b) 作為承租人

本集團根據經營租賃租用數項物業，商定租期介乎一年至二十九年不等。概無任何租賃包括或然租金。

於二零一七年十二月三十一日，根據不可解除的經營租賃，本集團日後應付的最低租賃款項總額到期支付如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 41 COMMITMENTS

In addition to the operating lease commitments detailed in note 40 above, the Group had the following capital commitments at the end of the reporting period:

- (a) Purchase commitments outstanding in connection with the Group's construction contracts were as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Contracted but not provided for	已訂約但未撥備	<b>3,963,361</b>	4,393,106

- (b) At 31 December 2017, the Group had an outstanding capital commitment relating to the purchase of a limited partnership in an investment fund not provided for in the financial statements of HK\$11,504,000 (2016: HK\$14,554,000).
- (c) At 31 December 2017, the Group had outstanding capital commitments relating to the capital contributions to joint ventures not provided for in the financial statements of HK\$9,500,000 (2016: HK\$174,371,000).
- (d) At 31 December 2017, the Group had outstanding capital commitment relating to the capital contribution to associates not provided for in the financial statements of HK\$19,594,000 (2016: HK\$23,643,000).

### 41 承擔

除了上文附註40所述之經營租賃承擔外，於報告期末，本集團亦有以下資本承擔：

- (a) 有關本集團建造合約之採購承擔如下：

- (b) 於二零一七年十二月三十一日，本集團具有有關購買營運一個投資基金的一家有限責任合伙公司之資本承擔港幣11,504,000元（二零一六年：港幣14,554,000元），有關承擔並未在財務報表中作出撥備。
- (c) 於二零一七年十二月三十一日，本集團具有有關合營企業注資之資本承擔港幣9,500,000元（二零一六年：港幣174,371,000元），有關承擔並未在財務報表中作出撥備。
- (d) 於二零一七年十二月三十一日，本集團具有有關聯營公司注資之資本承擔港幣19,594,000元（二零一六年：港幣23,643,000元），有關承擔並未在財務報表中作出撥備。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 42 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 during the year:

- (a) The Group entered into the following related party transactions with a related party bank:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Interest income	利息收入	9,062	1,774
Interest expense	利息支出	24,969	16,171

Details of the Group's deposits placed with a related party bank and loans from a related party bank are included in notes 26 and 29 to the financial statements.

- (b) The Group entered into the following related party transactions with a non-controlling shareholder of a non-wholly-owned subsidiary of the Group:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue from environmental water project operation services	環保水務項目運營服務收益	45,775	47,668
Finance income	財務收入	21,462	24,809

### 42 關聯人士交易

除了此等財務報表其他部份所披露之交易及結餘外，年內本集團訂立了下列重大關聯人士交易：

- (a) 本集團與一家關聯人士銀行訂立了下列關聯人士交易：

本集團存放於關聯人士銀行之存款及關聯人士銀行提供之貸款詳情載於財務報表附註26及29。

- (b) 本集團與其非全資附屬公司之非控股股東訂立了下列關聯人士交易：

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 42 RELATED PARTY TRANSACTIONS

(continued)

(c) The Group entered into the following related party transactions with a related company and subsidiaries of non-controlling shareholders of non-wholly-owned subsidiaries of the Group:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue from environmental water project operation services	環保水務項目運營服務收益	47,720	39,737
Finance income	財務收入	45,616	47,157

(d) The Group entered into the following related party transactions with joint ventures of the Group:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Revenue from environmental energy project construction services	環保能源項目建造服務收益	72,956	301,004
Sales of machinery	銷售機器	229	46,598
Interest income	利息收入	2,723	1,188

(e) The Group entered into the following related party transactions with an associate of the Group:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Service expenses for operation of waste water treatment plants	污水處理廠運營服務開支	41,717	-

### 42 關聯人士交易(續)

(c) 本集團與其關聯公司及其非全資附屬公司之非控股股東之附屬公司訂立了下列關聯人士交易：

(d) 本集團與其合營企業訂立了下列關聯人士交易：

(e) 本集團與其聯營公司訂立了下列關聯人士交易：



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 42 RELATED PARTY TRANSACTIONS

(continued)

- (f) The Group entered into the following related party transactions with a non-controlling shareholder of a non-wholly-owned subsidiary of the Group:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Prepayments to a non-controlling shareholder of a non-wholly-owned subsidiary for construction related works	支付予非全資附屬公司之非控股股東之建造相關工程預付款項	-	33,504

- (g) The Group entered into the following related party transactions with fellow subsidiaries of the Group, which also constituted connected transactions or continuing connected transactions under the Listing Rules, details of which are disclosed under the paragraph headed "Connected transactions" in the Report of the Directors:

### 42 關聯人士交易(續)

- (f) 本集團與其非全資附屬公司之非控股股東訂立了下列關聯人士交易：

- (g) 本集團與其同系附屬公司訂立了下列關聯人士交易。根據上市規則，有關交易亦構成關連交易或持續關連交易，有關交易詳情於董事會報告「關連交易」部份披露：

		Notes 附註	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Rental expenses	租金費用	(i)	11,286	6,601
Sponsor fee and underwriting commission	保薦人費用及承銷佣金	(ii)	33,836	-
Underwriting service fees	承銷服務費用	(iii)	5,759	-

Notes:

- (i) The rental expenses of an office were charged by a fellow subsidiary of the Group on mutually agreed terms at a fixed monthly amount of HK\$1,026,000. In the opinion of the directors of the Company, the rental expenses were determined by reference to the prevailing market rent and the rental valuation report of the premises conducted by an independent property consulting firm engaged by the Company.
- (ii) The sponsor fee and underwriting commission of the Spin-off to fellow subsidiaries of the Group were calculated pursuant to the relevant underwriting agreements. Further details of the underwriting agreements are disclosed in the announcement of the Company dated 28 April 2017.
- (iii) The underwriting service fees of the issue of the first tranche of the Corporate Bond were calculated pursuant to the relevant underwriting agreement. Further details of the underwriting agreement are disclosed in the announcement of the Company dated 21 July 2017.

附註：

- (i) 辦公室租金費用由本集團同系附屬公司按雙方協定條款計收，固定月租為港幣1,026,000元。本公司董事認為，租金費用乃經參考當時之市場租金及本公司委聘之獨立物業顧問公司就有關物業作出之租金估值報告而釐定。
- (ii) 支付予本集團同系附屬公司有關分拆之保薦人費用及承銷佣金乃根據相關承銷協議計算。承銷協議之進一步詳情於本公司日期為二零一七年四月二十八日之公告中披露。
- (iii) 發行第一批公司債券之承銷佣金乃根據相關承銷協議計算。承銷協議之進一步詳情於本公司日期為二零一七年七月二十一日之公告中披露。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 42 RELATED PARTY TRANSACTIONS

(continued)

(h) The Group paid key management personnel compensation as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	38,791	32,491
Retirement scheme contributions	退休計劃供款	1,354	963
		<b>40,145</b>	33,454

(i) As disclosed in note 42(g), the Group has rental commitments with a fellow subsidiary of the Group under non-cancellable operating leases falling due as follows:

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Within one year	一年內	11,286	11,286
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	4,617	15,903
		<b>15,903</b>	27,189

### 42 關聯人士交易(續)

(h) 本集團已支付予主要管理人員之報酬如下：

(i) 誠如附註42(g)所披露，根據本集團與其同系附屬公司訂立之不可解除經營租賃，本集團之租金承擔到期支付如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 43 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposits and restricted balances in financial institutions, deposits with banks with maturity period over three months, debtors, creditors, current portion of gross amounts due from customers for contract work, other receivables, deposits and prepayments, finance lease receivables, other payables and accrued expenses, and interest-bearing borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance management department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance management 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 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 gross amounts due from customers for contract work, other receivables, deposits and prepayments, finance lease receivables, other payables, and interest-bearing borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing borrowings as at 31 December 2017 was assessed to be insignificant.

The available-for-sale equity investment in Level 2 represents an investment in a property investment company, with its investment properties (being significant part of the total assets) stated at fair value. The fair value of such investment is determined based on net asset value of the investee which approximates to the fair value.

### 43 金融工具之公允值及公允值架構級別

管理層評定現金及現金等價物、已抵押銀行存款及於財務機構之受限制結餘、存款期超過三個月之銀行存款、應收賬款、應付賬款以及應收客戶合約工程款項總額、其他應收款項、按金及預付款項、融資租賃應收款項、其他應付款項及應計費用及計息借貸之即期部份之公允值與其賬面值相若，主要由於該等工具於短期內到期。

本集團之財務管理部門專責釐定金融工具公允值計量之政策及程序。於各個報告日期，財務管理部門會分析金融工具之價值變動，並釐定估值所應用之主要輸入數據。估值由財務總監審閱及審批。審核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。

財務資產及負債之公允值以該工具於自願交易方（而非強迫或清盤出售）當前交易下之可交易金額入賬。下列方法及假設乃用於估計公允值：

應收客戶合約工程款項總額、其他應收款項、按金及預付款項、融資租賃應收款項、其他應付款項以及計息借貸之非即期部份之公允值乃按具有類似條款、信貸風險及剩餘年期之工具之現行適用利率，貼現預期未來現金流量之方式計算。於二零一七年十二月三十一日，就計息借貸而言，本集團本身之不履約風險被評定為甚微。

第二級之待售股本投資指於一家物業投資公司之投資，該公司之投資物業（佔其總資產重大部份）按公允值列賬。有關投資之公允值根據被投資公司之資產淨值釐定，有關資產淨值與公允值相若。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 43 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair value of unlisted available-for-sale equity investment in Level 3 is estimated with reference to the expected future cash flows of the investment.

The fair value of cross-currency swap as at 31 December 2016 in Level 2 was estimated by the discounted cash flow approach, assuming that the Group entered into an offsetting position in the swap at the valuation date, such that the fair value at the valuation date would be the sum of the present value of the net payoffs from the original position and the offsetting position on the scheduled payment dates. The cash flows associated with the assumed offsetting position on the scheduled payment dates were estimated based on the forward exchange rates with matching maturities at the valuation date. The net payoffs were discounted to present values at the risk-free rates with matching maturities and currencies.

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2017

### 43 金融工具之公允值及公允值架構級別 (續)

第三級之非上市待售股本投資之公允值乃經參考有關投資之預期未來現金流量而估計。

於二零一六年十二月三十一日，第二級之交叉貨幣掉期之公允值乃按現金流量貼現法估計，假設本集團於估值日期訂立相抵持倉之掉期合約，則於估值日期之公允值將會是於預定付款日期原來的倉盤與上述相抵持倉淨額結算後之現值。相抵持倉於預定付款日期的現金流量乃按合約屆滿時所報之遠期匯率牌價估計。淨額結算所得之數按貨幣合約屆滿時之適用無風險收益率貼現至現值。

#### 公允值架構級別

下表列出本集團金融工具之公允值計量層級：

按公允值計量之資產：

於二零一七年十二月三十一日

Fair value measurement using  
使用以下各項進行公允值計量

	Quoted prices in active markets (Level 1) 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	Total 總額 HK\$'000 港幣千元
Available-for-sale investments: 待售投資：				
- Listed 上市	7,340	-	-	7,340
- Unlisted 非上市	-	3,899	27,328	31,227
	7,340	3,899	27,328	38,567

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 43 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2016

### 43 金融工具之公允值及公允值架構級別 (續)

#### 公允值架構級別 (續)

按公允值計量之資產：(續)

於二零一六年十二月三十一日

		Fair value measurement using 使用以下各項進行公允值計量			
		Quoted prices in active markets (Level 1) 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	Total 總額 HK\$'000 港幣千元
Available-for-sale investments:	待售投資：				
- Listed	- 上市	5,208	-	-	5,208
- Unlisted	- 非上市	-	3,899	24,225	28,124
		5,208	3,899	24,225	33,332

The movements in fair value measurements within Level 3 during the year are as follows:

第三級公允值計量於年內之變動如下：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Available-for-sale investments – unlisted:	待售投資 – 非上市：		
At 1 January	於一月一日	24,225	15,503
Purchases	購買	3,103	8,722
At 31 December	於十二月三十一日	27,328	24,225

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 43 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

Liabilities measured at fair value:

As at 31 December 2016

### 43 金融工具之公允值及公允值架構級別 (續)

#### 公允值架構級別(續)

按公允值計量之負債：

於二零一六年十二月三十一日

Fair value measurement using  
使用以下各項進行公允值計量

	Quoted prices in active markets (Level 1) 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	Total 總額 HK\$'000 港幣千元
Derivative financial instrument 衍生金融工具	–	28,528	–	28,528

The Group did not have any financial liabilities measured at fair value as at 31 December 2017.

During the year ended 31 December 2017, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2016: Nil).

於二零一七年十二月三十一日，本集團並無任何按公允值計量之財務負債。

截至二零一七年十二月三十一日止年度，第一級和第二級公允值計量之間並無任何轉移。至於財務資產及財務負債，第三級亦無任何轉入或轉出(二零一六年：無)。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 44 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:

2017

### 44 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：

二零一七年

Financial assets	財務資產	Loans and receivables HK\$'000 港幣千元	Available-for-sale financial assets 待售財務資產 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	31,690,529	-	31,690,529
Finance lease receivables	融資租賃應收款項	18,367	-	18,367
Other financial assets	其他財務資產	-	38,567	38,567
Financial assets included in debtors, other receivables, deposits and prepayments	計入應收賬款、其他應收款項、按金及預付款項之財務資產	11,795,098	-	11,795,098
Pledged bank deposits and restricted balances in financial institutions	已抵押銀行存款及於財務機構之受限制結餘	1,340,732	-	1,340,732
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	840,439	-	840,439
Cash and cash equivalents	現金及現金等價物	8,657,193	-	8,657,193
		<b>54,342,358</b>	<b>38,567</b>	<b>54,380,925</b>
Financial liabilities	財務負債		Financial liabilities at amortised cost 按攤銷成本計算之財務負債 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財務負債			8,033,396
Interest-bearing borrowings	計息借貸			31,454,003
				<b>39,487,399</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 44 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)

2016

### 44 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)

二零一六年

Financial assets	財務資產	Loans and receivables 貸款及應收款項 HK\$'000 港幣千元	Available-for-sale financial assets 待售財務資產 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Gross amounts due from customers for contract work	應收客戶合約 工程款項總額	21,033,228	–	21,033,228
Finance lease receivables	融資租賃應收款項	17,799	–	17,799
Other financial assets	其他財務資產	–	33,332	33,332
Financial assets included in debtors, other receivables, deposits and prepayments	計入應收賬款、其他 應收款項、按金及 預付款項之財務資產	8,585,854	–	8,585,854
Pledged bank deposits	已抵押銀行存款	653,054	–	653,054
Deposits with banks with maturity period over three months	存款期超過三個月之 銀行存款	43,964	–	43,964
Cash and cash equivalents	現金及現金等價物	6,340,579	–	6,340,579
		36,674,478	33,332	36,707,810
Financial liabilities	財務負債	Financial liabilities at fair value through profit or loss 按公允值 計入損益之 財務負債 HK\$'000 港幣千元	Financial liabilities at amortised cost 按攤銷 成本計算之 財務負債 HK\$'000 港幣千元	Total 總額 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 之財務負債	28,528	4,476,305	4,504,833
Interest-bearing borrowings	計息借貸	–	21,615,649	21,615,649
		28,528	26,091,954	26,120,482

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 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, finance lease receivables, gross amounts due from customers for contract work, and creditors, other payables and accrued expenses, which arise directly from its operations.

The Group also enters into derivative transactions, including principally cross-currency swaps. The purpose is to manage the currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

#### Interest rate risk

The Group's interest rate risk arises primarily from the Group's cash and cash equivalents, bank deposits, balances in financial institutions, corporate bond, finance lease payables and bank loans. 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.

### 45 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。本集團還有其他財務資產及負債，包括應收賬款、其他應收款項、按金、融資租賃應收款項、應收客戶合約工程款項總額以及應付賬款、其他應付款項及應計費用，乃直接自其業務產生。

此外，本集團亦訂立衍生工具交易，其主要包括交叉貨幣掉期。其目的在於管理本集團業務運作及資金來源所產生的貨幣風險。

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、流動資金風險及股本價格風險。董事會檢討及協定管理各項有關風險之政策，有關政策概述於下文。本集團有關衍生工具之會計政策載於財務報表附註2.4。

#### 利率風險

本集團面對之利率風險主要關乎本集團之現金及現金等價物、銀行存款、於財務機構之結餘、公司債券、融資租賃應付款項以及銀行貸款。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價值利率風險。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，詳載於下文(i)。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk (continued)

##### (i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings (being interest-bearing financial liabilities less bank deposits, balances in financial institutions and cash and cash equivalents) at the end of the reporting period.

### 45 財務風險管理目標及政策 (續)

#### 利率風險 (續)

##### (i) 利率概況

下表載列本集團於報告期末之借貸淨額 (即計息財務負債減去銀行存款、於財務機構之結餘以及現金及現金等價物) 之利率概況。

		2017 二零一七年		2016 二零一六年	
		Effective interest rate 實際利率 %	HK\$'000 港幣千元	Effective interest rate 實際利率 %	HK\$'000 港幣千元
Net fixed rate borrowings/(deposits):	定息借貸/(存款)淨額:				
Bank loans, finance lease payables and corporate bond	銀行貸款、融資租賃應付款項及公司債券	2.88 – 6.61	1,778,263	2.88 – 4.00	568,302
Less: Pledged bank deposits and restricted balances in financial institutions	減: 已抵押銀行存款及於財務機構之受限制結餘	0.01 – 4.40	(1,137,725)	0.15	(543,340)
Deposits with banks with maturity period over three months	存款期超過三個月之銀行存款	1.35 – 3.80	(840,439)	0.15 – 2.76	(43,964)
Cash and cash equivalents	現金及現金等價物	1.10 – 3.50	(1,392,426)	0.35 – 2.96	(878,704)
			(1,592,327)		(897,706)
Net variable rate borrowings/(deposits):	浮息借貸/(存款)淨額:				
Bank loans	銀行貸款	2.09 – 4.90	29,675,740	0.70 – 6.00	21,047,347
Less: Other receivables, deposits and prepayments	減: 其他應收款項、按金及預付款項	4.75 – 5.39	(142,236)	4.75 – 5.39	(103,458)
Pledged bank deposits	已抵押銀行存款	0.01 – 0.30	(203,007)	0.01 – 0.35	(109,714)
Cash and cash equivalents	現金及現金等價物	0.01 – 1.61	(7,264,767)	0.01 – 1.50	(5,461,875)
			22,065,730		15,372,300
Total net borrowings	總借貸淨額		20,473,403		14,474,594

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk (continued)

##### (ii) Sensitivity analysis

At 31 December 2017, it is estimated that a general increase/decrease of one percent in interest rates, with all other variables held constant, would decrease/increase the Group's profit before tax by approximately HK\$204,734,000 (2016: HK\$144,746,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit before tax that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to remeasure 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 profit before tax is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis was performed on the same basis for 2016.

#### Foreign currency risk

##### (i) Exposure to currency risk

The Group is exposed to currency risk primarily from bank loans, cash and cash equivalents, other financial assets, 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, RMB, United States dollars, Singapore dollars and Euro dollars.

The following table details the Group's exposure at the end of the reporting period to 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 period end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

### 45 財務風險管理目標及政策 (續)

#### 利率風險(續)

##### (ii) 敏感度分析

於二零一七年十二月三十一日，據本集團估計，如利率整體上調／下調1個百分點，而所有其他不定因素維持不變，本集團之除稅前盈利將會減少／增加約港幣204,734,000元(二零一六年：港幣144,746,000元)。

上述敏感度分析指出本集團之除稅前盈利可能產生之即時變動。敏感度分析假設利率變動於報告期末已經發生，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價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，其對本集團除稅前盈利之影響是基於利率變動而產生之利息支出或收入作估計。有關分析按二零一六年之分析之相同基準進行。

#### 外幣風險

##### (i) 須承受之貨幣風險

本集團面對之貨幣風險主要來自以外幣(即相關業務之功能貨幣以外之貨幣)計值之銀行貸款、現金及現金等價物、其他財務資產、應收款項及應付款項。涉及貨幣風險之貨幣主要為港幣、人民幣、美元、新加坡元及歐羅。

下表詳列本集團於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)所產生之貨幣風險。為方便呈報，貨幣風險之金額乃按報告期間結算日之即期匯率兌換為港幣列示。海外業務之財務報表換算為集團呈報貨幣時產生之差異，不會計入貨幣風險。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Foreign currency risk (continued)

(i) Exposure to currency risk (continued)

	Hong Kong dollars 港幣 HK\$'000 港幣千元	RMB 人民幣 HK\$'000 港幣千元	United States dollars 美元 HK\$'000 港幣千元	Singapore dollars 新加坡元 HK\$'000 港幣千元	Euro dollars 歐羅 HK\$'000 港幣千元
Pledged bank deposits 已抵押銀行存款	-	-	547,278	-	-
Cash and cash equivalents 現金及現金等價物	159,995	449,641	90,025	1,970	14,210
Other financial assets 其他財務資產	-	-	27,328	-	-
Bank loans 銀行貸款	(337,000)	-	(2,393,402)	-	-
Amounts due from/(to) group companies (net) 應收/(應付)集團公司款項(淨額)	266,974	759,789	2,214,561	156	66,467
Creditors, other payables and accrued expenses 應付賬款、其他應付款項及應計費用	(6,034)	(7,832)	(24,375)	(918)	-
	<b>83,935</b>	<b>1,201,598</b>	<b>461,415</b>	<b>1,208</b>	<b>80,677</b>

### 45 財務風險管理目標及政策 (續)

#### 外幣風險 (續)

(i) 須承受之貨幣風險 (續)

Exposure to foreign currencies  
(expressed in Hong Kong dollars)

As at 31 December 2017

須承受之外幣風險

(以港幣計算)

於二零一七年十二月三十一日

Exposure to foreign currencies  
(expressed in Hong Kong dollars)

As at 31 December 2016

須承受之外幣風險

(以港幣計算)

於二零一六年十二月三十一日

	Hong Kong dollars 港幣 HK\$'000 港幣千元	RMB 人民幣 HK\$'000 港幣千元	United States dollars 美元 HK\$'000 港幣千元	Singapore dollars 新加坡元 HK\$'000 港幣千元	Euro dollars 歐羅 HK\$'000 港幣千元
Pledged bank deposits 已抵押銀行存款	-	-	543,340	-	-
Cash and cash equivalents 現金及現金等價物	4,052	233,581	675,246	10,681	21,552
Other financial assets 其他財務資產	-	-	24,225	-	-
Bank loans 銀行貸款	-	-	(3,055,052)	-	(1,012,781)
Amounts due from/(to) group companies (net) 應收/(應付)集團公司款項(淨額)	35,654	563,036	(223,391)	10,267	58,103
Creditors, other payables and accrued expenses 應付賬款、其他應付款項及應計費用	-	(24,825)	(30,379)	(1,675)	(520)
	<b>39,706</b>	<b>771,792</b>	<b>(2,066,011)</b>	<b>19,273</b>	<b>(933,646)</b>



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 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 profit before tax 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 the Hong Kong dollar is pegged to the United States dollar.

### 45 財務風險管理目標及政策 (續)

#### 外幣風險(續)

##### (ii) 敏感度分析

下表顯示假設於報告期末對本集團有重大影響之匯率於當日出現變動，而所有其他風險不定因素維持不變，屆時本集團之除稅前盈利可能產生之即時變動。就此而言，本集團假設美元兌其他貨幣之幣值變動將不會對港元與美元之間的聯繫匯率構成重大影響。就以美元計值之資產及負債而言，由於港元與美元掛鈎，故此匯率波動之影響甚微。

As at 31 December  
於十二月三十一日

		2017 二零一七年		2016 二零一六年	
		Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌) %	Increase/ (decrease) in profit before tax 除稅前 盈利增加/ (減少) HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌) %	Increase/ (decrease) in profit before tax 除稅前 盈利增加/ (減少) HK\$'000 港幣千元
Hong Kong dollars	港幣	10 (10)	8,394 (8,394)	10 (10)	3,971 (3,971)
RMB	人民幣	10 (10)	120,160 (120,160)	10 (10)	77,179 (77,179)
United States dollars	美元	10 (10)	26,725 (26,725)	10 (10)	3,256 (3,256)
Singapore dollars	新加坡元	10 (10)	121 (121)	10 (10)	1,927 (1,927)
Euro dollars	歐羅	10 (10)	8,068 (8,068)	10 (10)	(93,365) 93,365

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Foreign currency risk (continued)

##### (ii) Sensitivity analysis (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit before tax 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 remeasure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company 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 was performed on the same basis for 2016.

### 45 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盈利之即時影響，有關影響以報告期末之匯率折算為港幣呈報。

敏感度分析乃假設匯率變動已用於重新計量本集團所持有令本集團於報告期末蒙受外幣風險之金融工具，包括集團內公司間以貸款人或借款人之功能貨幣以外之貨幣計值之應付款項及應收款項。海外業務之財務報表換算為集團呈報貨幣時產生之差異，不會計入貨幣風險。有關分析按二零一六年之分析之相同基準進行。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk

Management has a credit policy in place and the exposures to credit risk are monitored on an ongoing basis. Debts are usually due within 30 to 90 days from the date of billing.

Debtors of the Group represent receivables in respect of revenue from environmental energy, environmental water and greentech project operation services which are settled on a monthly basis. In addition, the Group has gross amounts due from customers for contract work and other receivables in respect of the BT, BOT, TOT and certain BOO arrangements.

At the end of the reporting period, debtors, other receivables, deposits and prepayments and gross amounts due from customers for contract work of the Group amounted to HK\$14,455,541,000 (2016: HK\$9,831,429,000) and HK\$31,690,529,000 (2016: HK\$21,033,228,000) respectively, of which HK\$452,349,000 (2016: HK\$1,281,527,000) and HK\$4,750,886,000 (2016: HK\$3,742,075,000) were due from the largest customer and 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 in the statement of financial position. Since the parties to BT, BOT, TOT and BOO arrangements are local government authorities in the PRC, the Group considers the credit risk is low. The Group does not hold any collateral over these balances.

The Group does not provide any guarantees which would expose the Group or the Company to credit risk. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from "Gross amounts due from customers for contract work" as well as "Debtors, other receivables, deposits and prepayments" are set out in notes 23 and 25 to the financial statements, respectively.

### 45 財務風險管理目標及政策 (續)

#### 信貸風險

管理層設定了信貸政策，並持續監察本集團所面對之信貸風險。債項通常由發單日期起計三十至九十日內到期。

本集團之應收賬款指來自環保能源、環保水務及綠色環保項目之運營服務收益之應收款項，有關款項按月收取。此外，本集團亦有涉及BT、BOT、TOT及部份BOO安排之應收客戶合約工程款項總額及其他應收款項。

於報告期末，本集團之「應收賬款、其他應收款項、按金及預付款項」及「應收客戶合約工程款項總額」分別為港幣14,455,541,000元(二零一六年：港幣9,831,429,000元)及港幣31,690,529,000元(二零一六年：港幣21,033,228,000元)，其中港幣452,349,000元(二零一六年：港幣1,281,527,000元)及港幣4,750,886,000元(二零一六年：港幣3,742,075,000元)分別為本集團最大客戶欠款及五大客戶合計欠款。信貸風險之最高值已於財務狀況表中按各項財務資產之賬面值呈列。由於BT、BOT、TOT及BOO安排下之訂約方均為中國當地政府機關，故本集團認為信貸風險屬低。本集團並無就該等結餘持有任何抵押品。

本集團並無提供任何會令本集團或本公司承受信貸風險之擔保。本集團「應收客戶合約工程款項總額」及「應收賬款、其他應收款項、按金及預付款項」所涉信貸風險之進一步數據披露，分別載於財務報表附註23及附註25。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk

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

The following tables show the remaining contractual maturities 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.

### 45 財務風險管理目標及政策 (續)

#### 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，惟如借貸超出預定授權金額，則須獲母公司董事會之批准方可作實。本集團之政策是定期監察流動資金所需及監察其對借貸契諾之遵行情況，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。

下表列示本集團於報告期末之非衍生工具財務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)根據報告期末通行之利率計算之利息)及本集團須償還有關款項之最早日期為基準而列出。

		2017 二零一七年					
		Total contractual undiscounted cash flow amount	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	
		Carrying amount	訂約未貼現	一年內或	一年後	兩年後	五年後
		賬面值	現金流量總額	按要求	但兩年內	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
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財務負債	8,033,396	8,033,396	8,008,725	16,547	8,124	-
Interest-bearing borrowings	計息借貸	31,454,003	36,241,294	6,582,170	5,619,951	17,066,607	6,972,566
		39,487,399	44,274,690	14,590,895	5,636,498	17,074,731	6,972,566

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) Liquidity risk (continued)

### 45 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

		2016 二零一六年					
		Total contractual undiscounted	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	
Carrying amount	cash flow						
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	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
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財務負債	4,504,833	4,504,833	4,479,668	10,509	14,656	-
Interest-bearing borrowings	計息借貸	21,615,649	24,563,432	5,058,014	4,351,791	11,490,729	3,662,898
		26,120,482	29,068,265	9,537,682	4,362,300	11,505,385	3,662,898

#### Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as available-for-sale equity investments (note 21). The Group's listed investments are listed on the Stock Exchange. The Group's unquoted investments are held for long term strategic purposes. The management monitors regularly the performance of the investments against expectation, together with an assessment of their relevance to the Group's long term strategic plans.

#### 股本價格風險

本集團承受股本投資(被歸類為待售股本投資, 見附註21)之股本價格變動風險。本集團之上市投資均在聯交所上市。本集團之非上市投資均為長期策略目的而持有。管理層定期監察各項投資之實際與預期表現, 並評估有關投資是否配合本集團之長期策略計劃。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Equity price risk (continued)

At 31 December 2017, it is estimated that an increase/decrease of 10% (2016: 10%) in that relevant stock market index (for listed investments) or the price/earning ratios of comparable listed companies (for unquoted investments) as applicable, with all other variables held constant, would have increased/decreased the Group's other components of consolidated equity as follows:

		2017		2016	
		Effect of other components of equity		Effect of other components of equity	
		二零一七年		二零一六年	
		權益之其他部份之影響		權益之其他部份之影響	
		HK\$'000		HK\$'000	
		港幣千元		港幣千元	
Change in the relevant equity price risk variable:	相關股本價格風險 不定因素之變化：				
Increase	上升	10%	3,857	10%	3,333
Decrease	下跌	10%	(3,857)	10%	(3,333)

The sensitivity analysis indicates the instantaneous change in the Group's other components of consolidated equity that would arise assuming that the changes in the stock market index or other relevant risk variables had occurred at the end of the reporting period and had been applied to remeasure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index or the relevant risk variables, that none of the Group's available-for-sale investments would be considered impaired as a result of the decrease in the relevant stock market index or other relevant risk variables, and that all other variables remain constant. The analysis is performed on the same basis for 2016.

### 45 財務風險管理目標及政策 (續)

#### 股本價格風險 (續)

於二零一七年十二月三十一日，據本集團估計，如有關股市指數（適用於上市投資）或可供比較上市公司之市盈率（適用於非上市投資）（視何者適用）上調／下調10%（二零一六年：10%），而所有其他不定因素維持不變，本集團之綜合權益之其他部份將會增加／減少如下：

上述敏感度分析指出本集團之綜合權益之其他部份可能產生之即時變動。敏感度分析假設股市指數或其他相關風險不定因素之變動於報告期末已經發生，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股本價格風險之金融工具。此外，亦假設本集團股本投資之公允值會根據與相關股市指數或相關風險不定因素之間存在的歷史相關性而產生變動，本集團之待售投資不會因為相關股市指數或其他相關風險不定因素下跌而被視為已出現耗損，以及所有其他不定因素維持不變。有關分析按二零一六年之分析之相同基準進行。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Capital management

The Group's primary objectives when 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 shares issues or new debt financing. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2017 and 2016.

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 that 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 2017 was 61% (2016: 60%).

Except for the banking facilities which require the fulfilment of covenants relating to certain of the Group's financial ratios as disclosed in note 29 to the financial statements, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 46 COMPARATIVE AMOUNTS

As set out in note 4, certain comparative amounts have been reclassified to conform with the current year's presentation and disclosures.

### 45 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，並為股東帶來最大利益。

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，本集團會透過調節支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。於截至二零一七年及二零一六年十二月三十一日止兩個年度內，管理資本之目標、政策或程序維持不變。

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支付債務。於二零一七年十二月三十一日，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61%（二零一六年：60%）。

除了財務報表附註29所披露之銀行融資須符合有關本集團若干財務比率之契諾外，本公司及其任何附屬公司均無受外界施加之資本規定所限制。

### 46 比較數字

誠如附註4所載，若干比較數字已重新分類，以符合本年度之呈列方式及披露。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

### 47 本公司之財務狀況表

以下為於報告期末本公司財務狀況表之資料：

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	3,971	3,223
Interests in subsidiaries	附屬公司權益	20,047,450	15,283,307
Prepayments	預付款項	-	5,917
Other financial assets	其他財務資產	3,899	3,899
Total non-current assets	非流動資產總額	20,055,320	15,296,346
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Due from subsidiaries	應收附屬公司款項	2,030,620	-
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	24,057	27,012
Cash and cash equivalents	現金及現金等價物	665,779	1,069,289
Total current assets	流動資產總額	2,720,456	1,096,301
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accrued expenses	其他應付款項及應計費用	41,489	59,422
Interest-bearing borrowings	計息借貸		
- Secured	- 有抵押	105,000	-
- Unsecured	- 無抵押	1,560,719	586,223
		1,665,719	586,223
Total current liabilities	流動負債總額	1,707,208	645,645
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>	<b>1,013,248</b>	450,656
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	<b>21,068,568</b>	15,747,002

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 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)

### 47 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)

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing borrowings	非流動負債 計息借貸		
– Secured	– 有抵押	<b>1,095,000</b>	1,000,000
– Unsecured	– 無抵押	<b>8,328,357</b>	6,067,083
		<b>9,423,357</b>	7,067,083
Due to subsidiaries	應付附屬公司款項	<b>347,303</b>	37,596
Total non-current liabilities	非流動負債總額	<b>9,770,660</b>	7,104,679
<b>NET ASSETS</b>			
	資產淨額	<b>11,297,908</b>	8,642,323
<b>EQUITY</b>			
Share capital	權益 股本	<b>7,405,414</b>	7,405,414
Reserves	儲備	<b>3,892,494</b>	1,236,909
<b>TOTAL EQUITY</b>	權益總額	<b>11,297,908</b>	8,642,323

**Wang Tianyi**  
王天義  
Director  
董事

**Wong Kam Chung, Raymond**  
黃錦聰  
Director  
董事

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

### 47 本公司之財務狀況表(續)

附註：

本公司之儲備概要如下：

		Special reserve 特別儲備 HK\$'000 港幣千元	Retained profits 保留盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	-	857,814	857,814
Total comprehensive income for the year	年度全面收入總額	-	1,253,344	1,253,344
Final 2015 dividend declared	已宣派二零一五年末期股息	-	(538,045)	(538,045)
Interim 2016 dividend	二零一六年中期股息	-	(336,204)	(336,204)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日	-	1,236,909	1,236,909
Total comprehensive income for the year	年度全面收入總額	-	3,776,263	3,776,263
Final 2016 dividend declared	已宣派二零一六年末期股息	-	(582,752)	(582,752)
Interim 2017 dividend	二零一七年中期股息	-	(537,926)	(537,926)
At 31 December 2017	於二零一七年十二月三十一日	-	3,892,494	3,892,494

On 5 January 2004, the Company announced its intention to put forward a proposal for the reduction of the Company's share premium account by the sum of HK\$2,372,172,824 (i.e. accumulated losses of the Company as at 30 September 2003) and the application of the same amount of credit arising from such reduction towards the elimination of the accumulated losses of the Company. The reduction of the share premium account, approved by the shareholders at the extraordinary general meeting held on 2 February 2004, was confirmed by an order made by the High Court of Hong Kong (the "Court") on 2 March 2004 and became effective upon registration of the said order by the Registrar of Companies in Hong Kong on the same date.

於二零零四年一月五日，本公司公佈其擬提呈建議，削減本公司股份溢價賬港幣2,372,172,824元（即本公司截至二零零三年九月三十日之累計虧損），並將削減股份溢價賬所產生之同一數額進賬金額用於抵銷本公司之累計虧損。削減股份溢價賬事項已於二零零四年二月二日舉行之股東特別大會上獲股東批准，並於二零零四年三月二日獲香港高等法院（「法院」）作出頒令予以確認及於本公司在同日向香港公司註冊處登記上述頒令後生效。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

To safeguard the interests of the Company's creditors, the Company undertakes to the Court to create a special reserve upon the reduction of the share premium account on the terms set out below:

(1) that for so long as there shall remain outstanding any debt of or claim against the Company which, if the date on which the reduction of the share premium account of the Company (the "Effective Date") were the commencement of the winding-up of the Company, would be admissible to proof in such winding-up and the person entitled to the benefit thereof shall not have consented to the said reduction of the share premium account or agreed otherwise, the Company shall credit to a special reserve in the books of the Company (the "Special Reserve"):

- any amount arising by reason of a release of any provision taken into account in establishing the accumulated losses of the Company shown in the statement of financial position of the management accounts of the Company for the nine months ended 30 September 2003; or
- any amount received by the Company as profit by way of distribution from a corporation which was a subsidiary or an associated company of the Company at the Effective Date (a "subsidiary" or an "associated company" respectively) which is made by such subsidiary or associated company out of profits available for distribution prior to the Effective Date or any dividend paid to the Company in respect of any liquidation of a subsidiary or an associated company commencing prior to the Effective Date; and

(2) the Special Reserve:

- shall not be treated as realised profits of the Company; and
- shall, for so long as the Company shall remain a limited company, be treated as an undistributable reserve of the Company for the purposes of the Hong Kong Companies Ordinance or any statutory modification or re-enactment thereof.

### 47 本公司之財務狀況表(續)

附註：(續)

為了保障本公司債權人之權益，本公司向法院作出承諾，於削減股份溢價賬時設立一個特別儲備，條款如下：

(1) 倘於本公司削減股份溢價賬生效當日(「生效日期」)(若該日為本公司清盤開始日)公司仍有任何未清償債務或未了結申索，而此等債務或申索為本公司清盤事宜之可接納債權證明，且此等債務或申索之受益人不批准或不同意上述削減股份溢價賬事項，則本公司須把下述各項記入本公司賬目之特別儲備(「特別儲備」)下：

- 因撥回已計入本公司截至二零零三年九月三十日止九個月管理賬目中之財務狀況表所示累計虧損之任何撥備所產生之金額；或
- 本公司從一家公司收取所得作為盈利分派之金額，有關公司於生效日期為本公司附屬公司或聯營公司(分別簡稱為「附屬公司」或「聯營公司」)，而上述金額乃由有關附屬公司或聯營公司利用生效日期前可供分派之盈利支付，或本公司就生效日期前已開始清盤行動之附屬公司或聯營公司收取所得之股息；及

(2) 特別儲備：

- 不得被視為本公司之已變現盈利；及
- 只要本公司仍為有限公司，根據香港公司條例或法例規定就其所作之任何修改或修訂，其應被視為本公司之不可分派儲備。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

Provided always that:

- (1) the Special Reserve may be applied for the same purposes as a share premium account may lawfully be applied;
- (2) the amount standing to the credit of the Special Reserve may be reduced by an amount equal to any increase, after the Effective Date, in the share premium account of the Company which results from an issue of shares (other than for the purposes of any redemption or purchase by the Company of its own shares) for cash or other consideration or by way of the capitalisation of distributable profits or reserves, and the Company shall be at liberty to transfer the amount so reduced to the general reserves of the Company and the same shall become available for distribution;
- (3) the amount credited to the Special Reserve in accordance with the foregoing provisions of this undertaking shall not at any time exceed HK\$1,762,999,500 (the "Limit");
- (4) the Limit may be reduced by the amount of any increase, after the Effective Date, in the paid-up share capital or share premium account of the Company which results from an issue of shares (other than for the purposes of any redemption or purchase by the Company of its own shares) for cash or other consideration or by way of the capitalisation of distributable profits or reserves;
- (5) the Limit may be reduced upon the liquidation, disposal or other realisation, after the Effective Date, of a subsidiary, an associated company or any of the financial assets or property, plant and equipment of the Company by the amount of the provision made in relation to such subsidiary, associated company or financial assets or property, plant and equipment as at 30 September 2003 less such amount (if any) as credited to the Special Reserve as a result of such liquidation, disposal or realisation; and

### 47 本公司之財務狀況表(續)

附註：(續)

惟：

- (1) 特別儲備可用作適用於股份溢價賬之合法用途；
- (2) 特別儲備進賬金額可被削減，數額為在生效日期後，因發行股份（因本公司贖回或購買本身股份者除外）換取現金或其他代價或透過資本化可分派盈利或儲備而引致本公司股份溢價賬增加之數。本公司可自由轉撥就此減少之數至本公司之一般儲備，而有關金額可供分派之用；
- (3) 根據本承諾之上述規定記入特別儲備之金額在任何時間均不得超過港幣1,762,999,500元（「有關限額」）；
- (4) 在生效日期後，因發行股份（因本公司贖回或購買本身股份者除外）換取現金或其他代價或透過資本化可分派盈利或儲備而引致本公司之繳足股本或股份溢價賬增加之數可用作減少有關限額；
- (5) 於生效日期後，在清盤、出售或以其他方式變現附屬公司、聯營公司或本公司任何財務資產或物業、廠房及設備時，於二零零三年九月三十日就有關附屬公司、聯營公司或財務資產或物業、廠房及設備所提撥之準備金額減上述清盤、出售或變現事項所產生之特別儲備進賬金額（如有）之數，可用作減少有關限額；及



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 47 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

Provided always that: (continued)

- (6) in the event that the amount standing to the credit of the Special Reserve at any time exceeds the Limit after any reduction of the Limit pursuant to provisos (4) and/or (5) above, the Company shall be at liberty to transfer the amount of any such excess to the general reserves of the Company and the same shall become available for distribution.

The Special Reserve of HK\$112,016,000 credited in 2004 was reduced to Nil during the year ended 31 December 2006 due to an increase in the share premium account of the Company which resulted from an issue of shares in 2006.

After the Effective Date, shares were issued during the prior years through the placing and exercise of share options. Pursuant to the proviso (4) above, the Limit was reduced by the amount of any increase in the paid-up share capital or share premium account of the Company which results from an issue of shares for cash or other considerations. At 31 December 2017, the Limit was reduced to Nil and no further amount will be credited to the Special Reserve.

### 47 本公司之財務狀況表(續)

附註：(續)

惟：(續)

- (6) 倘根據上文第(4)及／或(5)條削減有關限額後特別儲備之進賬金額超過有關限額，本公司可自由轉撥超出之數至本公司之一般儲備，而有關金額可供分派之用。

於截至二零零六年十二月三十一日止年度，於二零零四年入賬之特別儲備港幣112,016,000元減至零，原因為本公司於二零零六年發行股份以致股份溢價賬增加所致。

在生效日期後，於過往年度，本公司因配售事項及購股權獲行使而發行股份。根據上文第(4)條，因發行股份換取現金或其他代價而引致本公司之繳足股本或股份溢價賬增加之數已用作減少有關限額。於二零一七年十二月三十一日，有關限額已減至零，以及再無任何金額記入特別儲備。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

### 48 主要附屬公司資料

本公司主要附屬公司詳情如下:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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	
CEGL <sup>^</sup> (note (a)) 光大綠色環保 <sup>^</sup> (附註(a))	Cayman Islands 開曼群島	US\$206,607,800 206,607,800美元	-	69.70%	Investment holding 投資控股
CEWL (note (b)) 光大水務 (附註(b))	Bermuda 百慕達	HK\$2,625,641,871 港幣2,625,641,871元	-	74.85%	Investment holding 投資控股
EB Urban and Rural Renewable Energy (Fengyang) Company Limited* <sup>^</sup> (notes (c) and (d)) 光大城鄉再生能源(鳳陽)有限公司* <sup>^</sup> (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB168,500,000 人民幣168,500,000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 及垃圾發電廠一體化項目
EB Urban and Rural Renewable Energy (Guanyun) Company Limited* <sup>^</sup> (notes (c) and (d)) 光大城鄉再生能源(灌雲)有限公司* <sup>^</sup> (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB147,120,000 人民幣147,120,000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 及垃圾發電廠一體化項目
EB Urban and Rural Renewable Energy (Mianzhu) Company Limited* <sup>^</sup> (notes (c) and (d)) 光大城鄉再生能源(錦竹)有限公司* <sup>^</sup> (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB178,670,000 人民幣178,670,000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 及垃圾發電廠一體化項目

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 48 主要附屬公司資料(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 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 (Xiao County) Company Limited* <sup>^</sup> (notes (c) and (d)) 光大城鄉再生能源(蕭縣)有限公司* <sup>^</sup> (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB190,010,000 人民幣190,010,000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廠一體化項目
Everbright Alternative Energy (Dangshan) Company Limited* <sup>^</sup> (note (c)) 光大新能源(蕩山)有限公司* <sup>^</sup> (附註(c))	PRC/ Mainland China 中國/中國大陸	HK\$125,800,000 港幣125,800,000元	-	100%	Design, construction, operation and maintenance of biomass direct combustion power generation projects 設計、建造、運營及維護生物質直燃發電項目
Everbright Biomass Energy (Chuzhou) Company Limited* <sup>^</sup> (note (c)) 光大生物能源(滁州)有限公司* <sup>^</sup> (附註(c))	PRC/ Mainland China 中國/中國大陸	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 (Dingyuan) Company Limited* <sup>^</sup> (note (c)) 光大生物能源(定遠)有限公司* <sup>^</sup> (附註(c))	PRC/ Mainland China 中國/中國大陸	HK\$131,660,000 港幣131,660,000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

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 (Lingbi) Company Limited* <sup>^</sup> (note (c)) 光大生物能源(靈璧)有限公司* <sup>^</sup> (附註(c))	PRC/ Mainland China 中國/中國大陸	RMB106,666,700 人民幣106,666,700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 Changzhou Hi-tech Environmental Energy (Changzhou) Co., Ltd.* <sup>^</sup> (note (d)) 光大常高新環保能源(常州)有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB264,710,000 人民幣264,710,000元	-	60%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護垃圾發電廠
Everbright Environmental Energy (Boluo) Ltd.* <sup>^</sup> (note (d)) 光大環保能源(博羅)有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB188,986,300 人民幣188,986,300元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護垃圾發電廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 Environmental Energy (Hangzhou) Limited # ^ (note (d)) 光大環保能源(杭州)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB600,000,000 人民幣600,000,000元	-	70%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Huidong) Limited* ^ (notes (c) and (d)) 光大環保能源(惠東)有限公司* ^ (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	HK\$157,469,000 港幣157,469,000元	-	100%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Jiangyin) Ltd.* ^ (note (d)) 光大環保能源(江陰)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	US\$58,970,000 58,970,000美元	-	100%	Design, construction, operation and maintenance of waste-to- energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Jinan) Co., Ltd.* ^ (note (d)) 光大環保能源(濟南)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB426,850,000 人民幣426,850,000元	-	100%	Design, construction, operation and maintenance of waste-to- energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Lankao) Limited* ^ (note (d)) 光大環保能源(蘭考)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB93,340,000 人民幣93,340,000元	-	100%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 Environmental Energy (Laiwu) Limited* ^ (notes (c) and (d)) 光大環保能源(萊蕪)有限公司* ^ (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB145,010,000 人民幣145,010,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant and food waste treatment plant 設計、建造、運營及維護 垃圾發電廠及餐廚垃圾處理廠
Everbright Environmental Energy (Nanjing) Ltd.* ^ (notes (c) and (d)) 光大環保能源(南京)有限公司* ^ (附註(c)及(d))	PRC/ Mainland China 中國/中國大陸	RMB680,000,000 人民幣680,000,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Ningbo) Co., Ltd.* ^ (note (d)) 光大環保能源(寧波)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB250,000,000 人民幣250,000,000元	-	80%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Pingdu) Limited* ^ (note (d)) 光大環保能源(平度)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB120,110,000 人民幣120,110,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Sanya) Co., Ltd.* ^ (note (d)) 光大環保能源(三亞)有限公司* ^ (附註(d))	PRC/ Mainland China 中國/中國大陸	HK\$241,000,000 港幣241,000,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 Environmental Energy (Suqian) Ltd.*^(note (d)) 光大環保能源(宿遷)有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	US\$28,700,000 28,700,000美元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Suzhou) Ltd. ("EB Energy (Suzhou)")#^(note (d)) 光大環保能源(蘇州)有限公司(「光大能源(蘇州)」)#^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB568,000,000 人民幣568,000,000元	-	Note (f) 附註(f)	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Weifang) Co., Ltd.*^(note (d)) 光大環保能源(濰坊)有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	US\$40,460,000 40,460,000美元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Xinzheng) Limited*^(note (d)) 光大環保能源(新鄭)有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	US\$28,280,780 28,280,780美元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Energy (Yongzhou) Limited*^(note (d)) 光大環保能源(永州)有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB136,721,400 人民幣136,721,400元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 Environmental Energy (Zhenjiang) Co., Ltd.* <sup>^</sup> (note (d)) 光大環保能源(鎮江)有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB262,000,000 人民幣262,000,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plants 設計、建造、運營及維護 垃圾發電廠
Everbright Environmental Protection (China) Limited* <sup>^</sup> 光大環保(中國)有限公司* <sup>^</sup>	PRC/ Mainland China 中國/中國大陸	US\$46,000,000 46,000,000美元	100%	-	Provision of construction management services and investment holding 提供工程管理服務及投資控股
Everbright Environmental Technical Equipment (Changzhou) Limited* <sup>^</sup> 光大環保技術裝備(常州)有限公司* <sup>^</sup>	PRC/ Mainland China 中國/中國大陸	RMB197,000,000 人民幣197,000,000元	-	100%	Manufacturing of environmental protection equipment 製造環保裝備
Everbright Envirotech (China) Limited* <sup>^</sup> 光大環境科技(中國)有限公司* <sup>^</sup>	PRC/ Mainland China 中國/中國大陸	US\$18,850,500 18,850,500美元	-	100%	Provision of research and development and inspection services and investment holding 提供研究、開發及檢驗服務以及投資控股
Everbright Renewable Energy (Nanjing) Limited* <sup>^</sup> (note (d)) 光大再生能源(南京)有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB86,670,000 人民幣86,670,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 River Basin Remediation (Nanjing) Limited* ^ (note (e)) 光大河道整治(南京)有限公司* ^ (附註(e))	PRC/ Mainland China 中國/中國大陸	RMB92,000,000 人民幣92,000,000元	-	100%	River basin ecological repair 流域治理
Everbright Sponge City Development (Zhenjiang) Limited# ^ (note (e)) 光大海綿城市發展(鎮江)有限公司# ^ (附註(e))	PRC/ Mainland China 中國/中國大陸	RMB462,000,000 人民幣462,000,000元	-	70%	Construction, operation and research and development of sponge city 建造、運營及研究及開發海綿城市
Everbright Water (Jiangyin) Limited# ^ (notes (c) and (e)) 光大水務(江陰)有限公司# ^ (附註(c)及(e))	PRC/ Mainland China 中國/中國大陸	RMB180,000,000 人民幣180,000,000元	-	70%	Design, construction, operation and maintenance of wastewater treatment plants 設計、建造、運營及維護污水處理廠
Everbright Water (Ji'nan) Limited* ^ (note (e)) 光大水務(濟南)有限公司* ^ (附註(e))	PRC/ Mainland China 中國/中國大陸	US\$53,750,000 53,750,000美元	-	100%	Design, construction, operation and maintenance of wastewater treatment plants 設計、建造、運營及維護污水處理廠
Everbright Water (Ji'nan Licheng) Limited* ^ (note (e)) 光大水務(濟南歷城)有限公司* ^ (附註(e))	PRC/ Mainland China 中國/中國大陸	RMB199,848,000 人民幣199,848,000元	-	100%	Design, construction, operation and maintenance of wastewater treatment plants and reusable water treatment plant 設計、建造、運營及維護污水處理廠及中水回用處理廠

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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 Water (Qingdao) Limited ("EB Water Qingdao") <sup># ^</sup> (note (e)) 光大水務(青島)有限公司(「光大水務青島」) <sup># ^</sup> (附註(e))	PRC/ Mainland China 中國/中國大陸	US\$15,257,000 15,257,000美元	-	Note (g) 附註(g)	Construction, operation and maintenance of waste-water treatment plants 建造、運營及維護污水處理廠
Everbright Water (Suzhou) Limited <sup># ^</sup> (note (e)) 光大水務(蘇州)有限公司 <sup># ^</sup> (附註(e))	PRC/ Mainland China 中國/中國大陸	HK\$258,000,000 港幣258,000,000元	-	100%	Design, construction, operation and maintenance of waste-water treatment plants 設計、建造、運營及維護污水處理廠
Everbright Water (Zibo) Limited* <sup>^</sup> (note (e)) 光大水務(淄博)有限公司* <sup>^</sup> (附註(e))	PRC/ Mainland China 中國/中國大陸	US\$31,158,000 31,158,000美元	-	100%	Design, construction, operation and maintenance of waste-water treatment plants and reusable water treatment plants 設計、建造、運營及維護污水處理廠及中水回用處理廠
Everbright Water Operating (Xinyi) Limited <sup># ^</sup> (note (e)) 光大水務運營(新沂)有限公司 <sup># ^</sup> (附註(e))	PRC/ Mainland China 中國/中國大陸	US\$15,774,500 15,774,500美元	-	51%	Design, construction, operation and maintenance of waste-water treatment plant and reusable water treatment plant 設計、建造、運營及維護污水處理廠及中水回用處理廠
Everbright Wind Power (Ningwu) Company Limited* <sup>^</sup> 光大風電(寧武)有限公司* <sup>^</sup>	PRC/ Mainland China 中國/中國大陸	RMB258,360,000 人民幣258,360,000元	-	100%	Design, construction, operation and maintenance of wind power projects 設計、建造、運營及維護風電項目

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued) 48 主要附屬公司資料(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 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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	
Feixian Everbright Environmental Energy Limited*^(note (d)) 費縣光大環保能源有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB105,494,050 人民幣105,494,050元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
Ju County Everbright Environmental Energy Limited*^(note (d)) 莒縣光大環保能源有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB95,000,000 人民幣95,000,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
Laiyang Everbright Environmental Energy Limited*^(note (d)) 萊陽光大環保能源有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB116,627,700 人民幣116,627,700元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
Linshu Everbright Environmental Energy Limited*^(note (d)) 臨朐光大環保能源有限公司*^(附註(d))	PRC/ Mainland China 中國/中國大陸	RMB90,000,000 人民幣90,000,000元	-	100%	Design, construction, operation and maintenance of waste-to-energy plant 設計、建造、運營及維護 垃圾發電廠
NOVAGO Sp. z o.o.	Poland 波蘭	Polish zloty 4,336,000 4,336,000波蘭茲羅提	-	97.12%	Collection and treatment of municipal wastes by way of mechanical and biological technology 收集及透過生物機械處理方式 處理城填垃圾

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 48 主要附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及業務地點	Issued ordinary share/ paid up capital 已發行普通股/ 繳足股本	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	
Suzhou Wujiang Everbright Environmental Energy Ltd.*^(note (d)) 蘇州吳江光大環保能源有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB306,925,500 人民幣306,925,500元	-	100%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠
Xintai Everbright Environmental Energy Limited#^(note (d)) 新泰光大環保能源有限公司# <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB113,000,000 人民幣113,000,000元	-	80%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠
Zoucheng Everbright Environmental Energy Limited*^(note (d)) 鄒城光大環保能源 有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB117,839,500 人民幣117,839,500元	-	100%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠
Zouping Everbright Environmental Energy Limited*^(note (d)) 鄒平光大環保能源 有限公司* <sup>^</sup> (附註(d))	PRC/ Mainland China 中國/中國大陸	RMB133,333,300 人民幣133,333,300元	-	100%	Design, construction, operation and maintenance of waste-to- energy plant 設計、建造、運營及維護 垃圾發電廠

\* Registered under the laws of the PRC as foreign investment enterprises.

\* 根據中國法律註冊為外商投資企業。

# 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作合營企業。

^ Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

^ 並非由香港安永會計師事務所或安永會計師事務所全球網絡另一會員事務所審核。



# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Notes:

- (a) During the year ended 31 December 2017, upon completion of the listing of CEGL and the issuance of additional shares under the Over-allotment Option by CEGL, the Group's equity interest in CEGL changed to 69.7% as at 31 December 2017 from 100% as at 31 December 2016.
- (b) During the year ended 31 December 2017, CEWL allotted and issued 15,733,870 new ordinary shares to its ordinary shareholders who had elected to participate in the scrip dividend scheme of CEWL. After the aforementioned transaction, the Group's equity interest in CEWL changed to 74.8% as at 31 December 2017 from 74.7% as at 31 December 2016.

During the year ended 31 December 2016, CEWL bought back an aggregate of 8,283,400 ordinary shares in its issued and paid up capital pursuant to a share buy-back mandate, and allotted and issued 10,177,139 new ordinary shares to its ordinary shareholders who had elected to participate in the scrip dividend scheme of CEWL. After the aforementioned transactions, the Group's equity interest in CEWL changed to 74.7% as at 31 December 2016 from 74.4% as at 31 December 2015.

- (c) These subsidiaries of the Group entered into service concession arrangements with the local government authorities in the PRC (the "Grantors"). Pursuant to the service concession arrangements, the Group was granted rights to construct, operate and maintain environmental energy, environmental water and greentech projects in the PRC for a period of 24 to 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 environmental energy, environmental water and greentech 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.

Operating rights of the environmental energy, environmental water and greentech projects are recognised as intangible assets.

### 48 主要附屬公司資料(續)

附註：

- (a) 截至二零一七年十二月三十一日止年度，在光大綠色環保完成上市及光大綠色環保根據超額配股權發行額外股份後，本集團於光大綠色環保之股權由二零一六年十二月三十一日的100%變為二零一七年十二月三十一日的69.7%。
- (b) 於截至二零一七年十二月三十一日止年度，光大水務配發及發行15,733,870股新普通股予選擇參與光大水務以股代息計劃之普通股股東。在進行上述交易後，本集團於光大水務之股權由二零一六年十二月三十一日的74.7%，變為二零一七年十二月三十一日的74.8%。

於截至二零一六年十二月三十一日止年度，光大水務根據股份購回授權，購回其已發行及繳足股本中合共8,283,400股普通股，並配發及發行10,177,139股新普通股予選擇參與光大水務以股代息計劃之普通股股東。在進行上述交易後，本集團於光大水務之股權由二零一五年十二月三十一日的74.4%，變為二零一六年十二月三十一日的74.7%。

- (c) 本集團該等附屬公司與中國當地政府機關(「授權人」)訂立服務特許經營權安排。根據服務特許經營權安排，本集團獲授權在中國建造、運營及維護環保能源、環保水務及綠色環保項目，為期二十四至三十年。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，本集團有責任維持環保能源、環保水務及綠色環保項目的良好狀況。

服務特許經營權安排並無續約選擇。授權人及本集團均有權於協議條款遭重大違反之情況下終止有關協議。

環保能源、環保水務及綠色環保項目之運營權確認為無形資產。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Notes: (continued)

- (d) These subsidiaries of the Group entered into service concession arrangements with the Grantors. Pursuant to the service concession arrangements, the Group has to design, construct, operate and maintain waste-to-energy plants in the PRC for a period of 17 to 30 years. The Group has the obligation to maintain the waste-to-energy plants in good condition. The Grantors guarantee that the Group will receive minimum annual payments in connection with the arrangements. Upon expiry of the concession periods, the waste-to-energy plants and related facilities will be transferred to the local government authorities.

The service concession arrangements do not contain renewal options. The standard rights of the Grantors to terminate the agreements include failure of the Group to construct or operate the waste-to-energy plants and in the event of a material breach of the terms of the agreements. The standard rights of the Group to terminate the agreements include failure to receive payments for waste treatment service from the Grantors and 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 plants is recognised as “Gross amounts due from customers for contract work” in the financial statements.

- (e) These subsidiaries of the Group entered into service concession arrangements with the Grantors. Pursuant to the service concession arrangements, the Group has to design, construct and/or upgrade, operate and maintain waste-water treatment plants in the PRC for a period of 10 to 30 years. The Group has the obligation to maintain the waste-water treatment plants in good condition. The Grantors guarantee the Group will receive minimum annual payments in connection with the arrangements. Upon expiry of the concession periods, the waste-water treatment plants and the related facilities will be transferred to the local government authorities.

The service concession arrangements do not contain renewal options. The standard rights of the Grantors to terminate the agreements include failure of the Group to construct, upgrade or operate the waste-water treatment plants and in the event of a material breach of the terms of the agreements. The standard rights of the Group to terminate the agreements include failure to receive payments for waste-water treatment service from the Grantors and in the event of a material breach of the terms of the agreements.

### 48 主要附屬公司資料(續)

附註：(續)

- (d) 本集團該等附屬公司與授權人訂立服務特許經營權安排。根據服務特許經營權安排，本集團須於中國設計、建造、運營及維護垃圾發電廠，為期十七至三十年。本集團有責任維持垃圾發電廠的良好狀況。授權人擔保，就有關安排而言，本集團將可每年收取最低保證款項。待特許經營期屆滿後，垃圾發電廠及相關設施將轉歸當地政府機關所有。

服務特許經營權安排並無續約選擇。授權人可行使標準權利終止協議之情況包括：本集團未能建造或運營垃圾發電廠以及協議條款遭重大違反。本集團可行使標準權利終止協議之情況包括：未能從授權人取得廢物處理服務費，以及協議條款遭重大違反。

因建造垃圾發電廠而提供建造服務所得之相關收益在財務報表中確認為「應收客戶合約工程款項總額」。

- (e) 本集團該等附屬公司與授權人訂立服務特許經營權安排。根據服務特許經營權安排，本集團須於中國設計、建造及／或改造、運營及維護污水處理廠，為期十至三十年。本集團有責任維持污水處理廠的良好狀況。授權人擔保，就有關安排而言，本集團將可每年收取最低保證款項。待特許經營期屆滿後，污水處理廠及相關設施將轉歸當地政府機關所有。

服務特許經營權安排並無續約選擇。授權人可行使標準權利終止協議之情況包括：本集團未能建造、改造或運營污水處理廠，以及協議條款遭重大違反。本集團可行使標準權利終止協議之情況包括：未能從授權人取得污水處理服務費，以及協議條款遭重大違反。

# Notes to Financial Statements

## 財務報表附註

31 December 2017 二零一七年十二月三十一日

### 48 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Notes: (continued)

(e) (continued)

Revenue relates to the construction services provided in constructing or upgrading the waste-water treatment plants is recognised as “Gross amounts due from customers for contract work” in the financial statements.

(f) Everbright Environmental Energy (Suzhou) Holdings Limited, a wholly-owned subsidiary of the Company and the foreign joint venture partner of EB Energy (Suzhou), is committed to contribute the full amount of EB Energy (Suzhou)’s registered capital. Net profit, after payment of an agreed sum of RMB880,000 annually to the PRC joint venture partner of EB Energy (Suzhou), is fully attributable to Everbright Environmental Energy (Suzhou) Holdings Limited.

(g) Everbright Water (Qingdao) Holdings Limited (“EW (Qingdao) Holdings”, formerly known as EB-VW HK Holding Company Limited), a wholly-owned subsidiary of the Company and the foreign joint venture partner of EB Water Qingdao, is committed to contributing 60% of EB Water Qingdao’s registered capital. The remaining 40% registered capital is contributed by the PRC joint venture partner. EW (Qingdao) Holdings is fully entitled to the net profit of EB Water Qingdao for the first 14 years of the joint venture period. From the 15th year of the joint venture period onwards, the net profit of EB Water Qingdao is to be shared by EW (Qingdao) Holdings and the PRC joint venture partner on a 98:2 basis.

### 49 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 5 March 2018.

### 48 主要附屬公司資料(續)

附註：(續)

(e) (續)

因建造或改造污水處理廠而提供建造服務所得之相關收益在財務報表中確認為「應收客戶合約工程款項總額」。

(f) 本公司之全資附屬公司兼光大能源(蘇州)之外方合營夥伴－光大環保能源(蘇州)控股有限公司承諾注入光大能源(蘇州)全數註冊資本。光大能源(蘇州)之淨盈利(在每年支付協定款項人民幣880,000元予光大能源(蘇州)中方合營夥伴後)將全歸光大環保能源(蘇州)控股有限公司所有。

(g) 本公司之全資附屬公司兼光大水務青島之外方合營夥伴－光大水務(青島)控股有限公司(「光大(青島)控股」，前稱光大威立雅水務香港控股有限公司)承諾注入光大水務青島60%註冊資本，餘下40%將由中方合營夥伴出資。光大(青島)控股於合營期首十四年可全數享有光大水務青島之淨盈利。而由第十五年合營期起，光大水務青島之淨盈利將由光大(青島)控股及中方合營夥伴按98:2之比例攤分。

### 49 批准財務報表

董事會於二零一八年三月五日批准並授權刊發財務報表。

## Five Year Summary 五年業績概要

At 31 December  
於十二月三十一日

		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Assets and liabilities	資產及負債					
Investment properties, property, plant and equipment and prepaid land lease payments	投資物業、物業、廠房及設備、以及預付土地租賃款項	4,361,053	3,338,648	2,667,411	1,719,533	1,587,319
Goodwill	商譽	1,747,451	1,563,390	1,061,891	834,845	20,793
Intangible assets	無形資產	8,592,924	5,686,374	3,357,187	2,571,006	1,096,453
Interests in joint ventures	合營企業權益	543,638	345,353	209,161	27,289	-
Interests in associates	聯營公司權益	248,002	228,047	239,306	254,339	254,380
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	28,992,607	19,464,201	15,822,848	12,630,020	9,035,315
Finance lease receivables	融資租賃應收款項	17,817	17,273	19,062	20,411	21,485
Other financial assets	其他財務資產	38,567	33,332	24,800	229,012	176,710
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	8,866,435	6,494,188	5,696,894	4,376,789	3,023,616
Deferred tax assets	遞延稅項資產	77,250	53,732	36,483	49,455	10,966
Net current assets	流動資產淨額	5,604,228	2,993,400	5,164,723	3,505,685	4,671,973
		59,089,972	40,217,938	34,299,766	26,218,384	19,899,010
Non-current liabilities	非流動負債	(30,446,434)	(20,372,730)	(14,879,225)	(8,375,414)	(6,119,889)
<b>NET ASSETS</b>	<b>資產淨額</b>	<b>28,643,538</b>	19,845,208	19,420,541	17,842,970	13,779,121
Share capital	股本	7,405,414	7,405,414	7,405,414	7,405,414	448,371
Reserves	儲備	15,148,865	9,983,888	9,790,740	8,857,842	12,925,893
Total equity attributable to equity holders of the Company	本公司權益持有人應佔權益總額	22,554,279	17,389,302	17,196,154	16,263,256	13,374,264
Non-controlling interests	非控股權益	6,089,259	2,455,906	2,224,387	1,579,714	404,857
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>28,643,538</b>	19,845,208	19,420,541	17,842,970	13,779,121

## Five Year Summary 五年業績概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元 (Restated) (重報)	2014 二零一四年 HK\$'000 港幣千元 (Restated) (重報)	2013 二零一三年 HK\$'000 港幣千元 (Restated) (重報)
Results	業績					
Revenue	收益	20,043,116	13,971,204	8,528,393	6,350,295	5,316,124
Profit from operating activities	經營活動所得盈利	6,306,219	4,675,413	3,576,466	2,680,443	2,127,232
Finance costs	財務費用	(938,280)	(639,584)	(451,759)	(380,775)	(315,579)
Shares of profits and losses of joint ventures	所佔合營企業盈利及虧損	61,632	63,373	(6,046)	(594)	-
Shares of profits and losses of associates	所佔聯營公司盈利及虧損	(1,372)	(479)	140	(41)	-
Profit before tax	除稅前盈利	5,428,199	4,098,723	3,118,801	2,299,033	1,811,653
Income tax	所得稅	(1,376,352)	(1,062,150)	(783,275)	(533,990)	(447,455)
Profit for the year	本年度盈利	4,051,847	3,036,573	2,335,526	1,765,043	1,364,198
Attributable to:	應佔部份：					
Equity holders of the Company	本公司權益持有人	3,509,990	2,784,863	2,084,888	1,703,147	1,324,667
Non-controlling interests	非控股權益	541,857	251,710	250,638	61,896	39,531
Profit for the year	本年度盈利	4,051,847	3,036,573	2,335,526	1,765,043	1,364,198
Basic earnings per share	每股基本盈利	HK78.30 cents港仙	HK62.12 cents港仙	HK46.50 cents港仙	HK37.99 cents港仙	HK32.60 cents港仙

## Major Properties held by the Group 本集團所持有之主要物業

	Location 地點	Existing use 現時用途	Term of lease 租賃年期	Percentage of interest 所佔權益百分比
1.	Units 2703 and 2704, 27th Floor Far East Finance Centre 16 Harcourt Road, Hong Kong 香港夏慤道16號 遠東金融中心27樓2703及2704室	Commercial 商業	Medium 中期	100%
2.	25th Floor to 28th Floor Block A, Oriental Xintiandi Plaza No. 1003 Shennan Avenue Futian District, Shenzhen Guangdong Province, the PRC 中國廣東省深圳市福田區 深南大道1003號 東方新天地廣場A座25樓至28樓	Commercial 商業	Medium 中期	100%
3.	Units 3 and 4, 11th Floor Qingsong South Lane Dalian Development Zone the PRC 中國大連開發區青松南里 11樓3及4室	Residential 住宅	Medium 中期	100%
4.	Room 1301-1309 Central Business Building No. 88 Fuhua Road One Futian District, Shenzhen Guangdong Province, the PRC 中國廣東省深圳市福田區 福華一路88號 中心商務大廈1301至1309室	Commercial 商業	Medium 中期	100%
5.	24th Floor Tower of Education Science & Technology Building Zhuzilin, Futian District, Shenzhen Guangdong Province, the PRC 中國廣東省深圳市福田區竹子林 教育科技大廈24樓	Commercial 商業	Medium 中期	100%
6.	Block J07, Zhongguancun Science Park No. 156 Wenquan Town Haidian District Beijing, the PRC 中國北京海淀區 溫泉鎮156號 中關村環保科技園J07號	Commercial 商業	Medium 中期	100%
7.	Block B3, Jiulonghu International Headquarters Park No. 19 Suyuan Avenue Jiangning District, Nanjing, the PRC 中國南京市江寧區 蘇源大道19號 九龍湖國際企業總部園B3幢	Commercial 商業	Medium 中期	100%





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