



CCNG
中國碳中和

中國碳中和發展集團有限公司
China Carbon Neutral Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1372

中國碳中和發展集團有限公司
China Carbon Neutral Development Group Limited
2022年報



ANNUAL
REPORT

2022年報

CCNG

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Corporate Information

公司資料

REGISTERED OFFICE

89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

註冊辦事處

89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 1808, 18/F, Landmark South
39 Yip Kan Street, Wong Chuk Hang, Hong Kong

總辦事處兼主要營業地點

香港黃竹坑業勤街39號
Landmark South 18樓1808室

EXECUTIVE DIRECTORS

Mr. Sha Tao (*Chairman*)
Mr. Chen Xinwei (*Chief Executive Officer*)
Mr. Di Ling
Mr. Chen Lei

執行董事

沙濤先生 (*主席*)
陳欽璋先生 (*行政總裁*)
邱靈先生
陳蕾先生

NON-EXECUTIVE DIRECTOR

Mr. Lam Po Foon

非執行董事

林寶歡先生

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Guo Yike
Mr. Wang Anyuan
Dr. Li Qun

獨立非執行董事

郭毅可博士
王安元先生
李群博士

AUDIT COMMITTEE

Mr. Wang Anyuan (*Chairman*)
Dr. Guo Yike
Dr. Li Qun

審核委員會

王安元先生 (*主席*)
郭毅可博士
李群博士

REMUNERATION COMMITTEE

Dr. Guo Yike (*Chairman*)
Mr. Wang Anyuan
Dr. Li Qun
Mr. Sha Tao

薪酬委員會

郭毅可博士 (*主席*)
王安元先生
李群博士
沙濤先生

NOMINATION COMMITTEE

Mr. Sha Tao (*Chairman*)
Dr. Guo Yike
Mr. Wang Anyuan
Dr. Li Qun

提名委員會

沙濤先生 (*主席*)
郭毅可博士
王安元先生
李群博士

Corporate Information

公司資料

AUTHORISED REPRESENTATIVES

Mr. Chen Xinwei
Ms. Han Lei

COMPANY SECRETARY

Ms. Han Lei

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Ogier Global (Cayman) Limited
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

Prism Hong Kong and Shanghai Limited
(formerly known as "UniTax Prism (HK) CPA Limited")

Registered Public Interest Entity Auditor
Room 1903A -1905, 19/F
8 Observatory Road
Tsim Sha Tsui, Kowloon
Hong Kong

SHARE INFORMATION

Ordinary share listing

Place of listing	Main Board of The Stock Exchange of Hong Kong Limited
Stock Code	1372
Board lot size	1,000 shares

WEBSITE OF THE COMPANY

www.carbonneutral.com.hk

授權代表

陳歆瑋先生
韓蕾女士

公司秘書

韓蕾女士

開曼群島股份過戶登記處

Ogier Global (Cayman) Limited
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

核數師

上會栢誠會計師事務所有限公司
(前稱為尤尼泰•栢淳(香港)
會計師事務所有限公司)
註冊公眾利益實體核數師
香港
九龍尖沙咀
天文臺道8號
19樓1903A-1905室

股份資料

普通股上市

上市地點	香港聯合交易所有限公司主板
股份代號	1372
每手買賣單位	1,000股

公司網址

www.carbonneutral.com.hk

Chairman's Statement

主席報告

On behalf of the board (the “Board”) of directors (the “Directors”) of China Carbon Neutral Development Group Limited (the “Company”), I am pleased to present the annual results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2022 (the “Year”).

For the Year, the Group recorded a consolidated revenue of approximately HK\$709.3 million (2021: approximately HK\$468.0 million), representing an increase of approximately 51.6%, or HK\$241.3 million. The gross profit of the Group for the Year was approximately HK\$42.5 million (2021: approximately HK\$35.9 million), representing an increase of approximately HK\$6.6 million or 18.4%. The Group recorded a loss attributable to owners of the Company of approximately HK\$197.5 million (2021: profit attributable to owners of the Company of approximately HK\$267.7 million). The loss attributable to owners of the Company, excluding one-off non-operating items (loss on partial early repayment of promissory note and loss on disposal of subsidiaries) was amounted to approximately HK\$122.9 million (2021: the profit attributable to owners of the Company, excluding one-off non-operating items (the change in valuation of promissory notes, net, and gain on disposal of subsidiaries) : HK\$35.7 million).

GLOBAL CARBON NEUTRAL BUSINESS

The Group commenced Global Carbon Neutral Business in early 2021. It established a unique market position for the carbon neutral related operations with a primary focus on carbon credit asset development, operation and management, investment, carbon consulting and carbon neutral planning. Through actively deploying negative carbon emissions as basic industry, the Group achieved a unique carbon-neutral collaborative development approach that combines new asset development and management with industry and created a sustainable and high-return business model.

本人謹代表中國碳中和發展集團有限公司(「本公司」)董事會(「董事會」)，欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二二年十二月三十一日止年度(「本年度」)之年度業績。

截至本年度，本集團錄得綜合收入約709,300,000港元(二零二一年：約468,000,000港元)，增加約51.6%或241,300,000港元。本集團之毛利約為42,500,000港元(二零二一年：約35,900,000港元)，較二零二一年增加約6,600,000港元或18.4%。本集團錄得本公司擁有人應佔虧損約197,500,000港元(二零二一年：本公司擁有人應佔溢利約267,700,000港元)。扣除一次性非經營性項目(提早償還部份承兌票據之虧損及出售附屬公司之虧損)後本公司擁有人應佔虧損約為122,900,000港元(二零二一年：扣除一次性非經營性項目(承兌票據估值變動淨額及出售附屬公司之收益)後本公司擁有人應佔溢利約為35,700,000港元)。

全球碳中和業務

本集團自二零二一年年初發展全球碳中和業務，以碳中和相關領域的碳信用資產開發、經營管理及投資以及碳諮詢和碳中和規劃為核心，創立了獨特的市場定位，並且通過積極部署負碳排放等基礎產業，實現新型資產開發與經營管理與產業結合的獨特的碳中和協同發展的方式，創造可持續和高收益的業務模式。

Chairman's Statement

主席報告



In recent years, the world has accelerated its efforts to curb carbon emission. With the gradual rollout of low-carbon transition implementation program in key industries, total conviction of green and low-carbon development has become the key for successful evolution of the economy and society from the traditional growth model to the green and sustainable development model. To align with China's commitment to achieve carbon neutrality before 2060, the government of Hong Kong would strive to achieve carbon neutrality before 2050 and has set up an inter-departmental "Steering Committee on Climate Change and Carbon Neutrality" to formulate the overall strategy and oversee the coordination of various actions. By grasping this opportunity with its strong brand advantage and solid operation capability, the Group will continue to focus on its carbon neutral business of carbon credit asset development, operation and management, investment, carbon consulting and carbon verification and industrial carbon negative and natural carbon negative, expanding its layout for emerging carbon neutral business.

For the Year, the revenue of the Global Carbon Neutral Business was approximately HK\$209.2 million (2021: approximately HK\$0.5 million) and the segment loss was approximately HK\$30.8 million (2021: segment profit of approximately HK\$149.0 million).

CIVIL ENGINEERING AND CONSTRUCTION BUSINESS

For the year ended 31 December 2022, the Civil Engineering and Construction Business managed to record a stable performance, despite of the grave challenges from the COVID-19 outbreak and the economic downslope in Hong Kong.

As of 31 December 2022, the Group had 11 significant projects in progress. 2 of them were building construction and maintenance projects while the remaining were civil engineering construction projects. As of 31 December 2022, the total contract sum and the total outstanding values of the Group's substantial projects in progress were approximately HK\$373.0 million and HK\$199.0 million respectively (31 December 2021: approximately HK\$626.0 million and HK\$343.0 million respectively).

近年，全球加快了遏制碳排放的步伐，伴隨著重點行業低碳轉型方案的陸續落地，大力推進綠色低碳發展是實現經濟社會從傳統的增長模式全面轉向綠色可持續發展模式的關鍵任務。為配合國家於2060年前實現碳中和的承諾，香港政府將致力爭取於2050年前實現碳中和，成立跨部門「氣候變化及碳中和督導委員會」，制訂整體策略和監督工作進度。本集團在持續鞏固品牌優勢及穩健運營能力的基礎上精準捕捉發展機遇，繼續發展以碳信用資產開發、經營管理及投資及碳諮詢和碳核查為核心和以工業負碳和自然負碳為核心的碳中和業務。

於本年度，全球碳中和業務之收入約為209,200,000港元（二零二一年：約500,000港元），及分部虧損約30,800,000港元（二零二一年：分部盈利約149,000,000港元）。

土木工程及建造業務

截至二零二二年十二月三十一日止年度，儘管COVID-19疫情及香港經濟走下坡帶來嚴峻挑戰及威脅，土木工程及建造業務仍錄得穩健表現。

截至二零二二年十二月三十一日，本集團有11個重大在建項目，其中2個是樓宇建造及保養項目，其餘則是土木工程建造項目。截至二零二二年十二月三十一日，本集團的重大在建項目的合約總金額及未付總金額分別約為373,000,000港元及199,000,000港元（二零二一年十二月三十一日：分別約為626,000,000港元及343,000,000港元）。

Chairman's Statement

主席報告

OUTLOOK

For the Carbon Neutral Business, with the deepening of global environmental and resource issues, promoting green development has become a global consensus. Carbon neutrality not only brings environmental benefits and mitigates the direct threat of climate changes, but also creates abundant opportunities for the “zero carbon and low carbon” derived from the carbon neutrality journey, promoting the coordinated development of social pollution reduction and carbon reduction and enhancing the rapid growth of corporate demand for voluntary carbon credits. In addition, with the launch of carbon trading markets in pilot provinces and cities in China and the national carbon trading market, the development of carbon trading market is expected to be accelerated and become more active. Therefore, the Group believes that there are broad prospects for the development of Carbon Neutral Business.

For the Civil Engineering and Construction Business, although the operating environment in Hong Kong is expected to remain tough in the coming years such as continuously rising wages and cost of construction materials and shortage of skilled labors, the Company is confident that the Group would be capable of securing promising business opportunities given its vast experience in handling a wide variety of construction works.

APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude and appreciation to our management team and staff for their dedication commitment, as well as all of our customers, suppliers, shareholders, business partners and associates for their support and encouragement to the Group.

Sha Tao

Chairman of the Board
Hong Kong, 30 March 2023

前景

就碳中和業務而言，隨著全球環境與資源問題的加深，推動綠色發展已成為全球普遍共識。碳中和不僅帶來環境效益，緩解氣候變化帶來的直接威脅，同時，碳中和賽道所衍生的「零碳、低碳」亦創造大量機會，推動社會減污降碳協同發展，促進企業對自願碳信用額的需求快速增長。另外，隨著中國設立試點省市的碳交易市場及全國碳交易市場的上線，碳交易市場有望加快發展，更加活躍。因此，本集團相信，碳中和業務發展前景廣闊。

就土木工程及建造業務而言，儘管預期香港經營環境於未來數年仍然艱巨（如人力成本和建築材料成本不斷上升，技工短缺），惟鑒於其在處理多元化建設工程方面的豐富經驗，本公司對本集團能夠物色理想的業務機遇抱有信心。

鳴謝

最後，本人謹藉此機會代表董事會向管理層團隊及全體員工表達由衷感激及衷心謝意，感激彼等的熱誠投入，亦感謝我們所有客戶、供應商、股東、業務夥伴及合作夥伴對本集團的鼎力支持及鼓勵。

沙濤

董事會主席
香港，二零二三年三月三十日

Summary of Significant Contracts on Hand

重大手頭合約概要



The following table summarises our significant contracts on hand for the Civil Engineering and Construction Business as at 31 December 2022:

下表概述我們於二零二二年十二月三十一日有關土木工程及建造業務的重大手頭合約：

Particulars of the contract 合約詳情		Contract sum 合約金額 HK\$ million 百萬港元
<u>Roads and drainage works</u>		
道路及渠務工程		
Provision of external cable construction works and outside telecommunications plant maintenance services	提供戶外電纜建設工程及電訊站維修保養服務	— (Note) (附註)
Civil Engineering Improvement Works at Kwai Fong Estate	葵芳村土木工程改善工程	49
Roads and Drainage Works for Public Housing Development at Tuen Mun Area 29 West	屯門第29區西公共房屋發展道路及渠務工程	15
Upgrading/Improvement Works to Lands Department Slopes in the Northern Regions	北區地政總署斜坡升級／改善工程	158
<u>Utilities civil engineering works</u>		
公用設施土木工程		
Term contract for provision of civil engineering works for the telecommunication networks and associated facilities	提供電訊網絡及相關設施之土木工程定期合約	— (Note) (附註)
Provision of integrated field works for field services in KLA, KLB & NTC region	提供於KLA, KLB & NTC區域綜合網絡敷設服務	— (Note) (附註)
Construction and Maintenance of Trenching/Cable Laying and Contractual Works in the Areas of Hong Kong, Ap Lei Chau, Lamma Island and any Outlying Island	香港、鴨脷洲、南丫島及任何離島的線坑／電纜鋪設的建造及保養及合約工程	— (Note) (附註)
Provision of Works for Integrated Blockwiring Infrastructure	提供綜合樓宇電訊網絡基建工程服務	— (Note) (附註)

Summary of Significant Contracts on Hand

重大手頭合約概要

Particulars of the contract 合約詳情		Contract sum 合約金額 HK\$ million 百萬港元
Civil and Building Works for North Point 132-kV GIS Improvement (Phase 3-Stage 2)	北角132千伏氣體絕緣開關土木及建設改進工程 (第3期—第2階段)	22
<u>Building construction and maintenance works</u>		<u>樓宇建造和保養工程</u>
District Term Contract for Maintenance, Improvement and Vacant Flat Refurbishment for Kowloon West, Sai Kung (1) 2023/2025	九龍西區及西貢區 保養、改善及空置單位翻新 工程的分區定期合約(1) 二零二三／二零二五年度	— (Note) (附註)
Construction of Activity Green and Associated Works at LOHAS Park	興建日出康城活動綠地及相關工程	129

Note: No contract sum provided in the contracts due to the nature of the relevant contracts.

附註：鑒於相關合約性質，有關的合約並無規定合約金額。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW

The Group is principally engaged in (i) global carbon neutral business with a focus on trading of carbon-credit assets, carbon credit and carbon asset development, management and investment in carbon neutral related fields and carbon consulting and planning, as well as carbon negative business including industrial carbon negative with a core of development of carbon capture, utilization and storage (“CCUS”) and natural carbon negative focusing on forest and crop optimisation (“Global Carbon Neutral Business”); and (ii) civil engineering works, building construction and maintenance works (the “Civil Engineering and Construction Business”).

For the Year, the Group recorded a consolidated revenue of approximately HK\$709.3 million (2021: approximately HK\$468.0 million), representing an increase of approximately 51.6%, or HK\$241.3 million, driven by the explosive growth in the Global Carbon Neutral Business and significant increase in sale of carbon credit assets during the Year.

As a result of the increase in the revenue during the Year, the gross profit of the Group for the Year was approximately HK\$42.5 million (2021: approximately HK\$35.9 million), representing an increase of approximately HK\$6.6 million or 18.4% as compared to 2021.

The administrative and selling expenses of the Group for the Year was approximately HK\$86.0 million (2021: approximately HK\$64.6 million), representing an increase of approximately HK\$21.4 million or 33.1% as compared to 2021. This is attributable to the continuing expansion of the Global Carbon Neutral Business.

The finance costs of the Group for the Year was approximately HK\$59.4 million (2021: approximately HK\$75.8 million), representing a decrease of approximately HK\$16.4 million or 21.6% as compared to 2021. During the Year, the Group has taken initiatives to reduce the gearing of the Group, including the repayment of other borrowings and promissory note, which led to decrease in overall finance costs.

The Group recorded a loss on partial early repayment of promissory note of approximately HK\$74.6 million (2021: HK\$ nil) during the Year. The Group considers that the repayment of the promissory note allows the Group to reduce its debt level, as well as to reduce the long-term finance costs to the Group.

業務回顧及財務回顧

本集團主要從事：(i)以碳信用資產交易、碳中和相關領域的碳信用及碳資產開發、管理及投資以及碳諮詢及碳規劃；及以發展碳捕集、利用與封存（「**碳捕集、利用與封存**」）為核心的工業負碳及以森林和農作物優化為核心的自然負碳等負碳排放業務（「**全球碳中和業務**」）；及(ii)土木工程項目以及樓宇建造和保養工程（「**土木工程及建造業務**」）。

截至本年度，本集團錄得綜合收入約為 709,300,000 港元（二零二一年：約 468,000,000 港元），增加約 51.6%，或 241,300,000 港元，主要來自年內全球碳中和業務的爆發式增長，及碳信用資產銷售大幅增加。

由於本年度收入增加，本集團於本年度之毛利約為 42,500,000 港元（二零二一年：約 35,900,000 港元），較二零二一年增加約 6,600,000 港元或 18.4%。

本集團於本年度之行政及銷售開支約為 86,000,000 港元（二零二一年：約 64,600,000 港元），較二零二一年增加約 21,400,000 港元或 33.1%。此乃由於全球碳中和業務持續擴張。

本集團於本年度之財務費用約為 59,400,000 港元（二零二一年：約 75,800,000 港元），較二零二一年減少約 16,400,000 港元或 21.6%。於本年度，本集團已採取措施降低本集團的負債，包括償還其他借款及承兌票據，因此整體財務成本下降。

本集團於本年度錄得提早償還部份承兌票據之虧損約為 74,600,000 港元（二零二一年：無）。本集團認為，償還承兌票據可降低本集團債務水平，並降低本集團的長期融資成本。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

The Group recorded a loss attributable to owners of the Company of approximately HK\$197.5 million (2021: profit attributable to owners of the Company of approximately HK\$267.7 million), representing a decrease in profit attributable to owners of the Company of approximately HK\$465.2 million, or 173.8% as compared to 2021. This was mainly attributable to the following reasons:

- (i) a one-off net gain from the disposal of the entire interest of a then wholly-owned subsidiary of the Group of approximately HK\$269.2 million was recognised for the year ended 31 December 2021 but a loss on disposal of subsidiaries of approximately HK\$5,000 was recognised for the Year; and
- (ii) a fair value gain on the carbon credit assets of approximately HK\$3.0 million was recorded for the Year, representing a decrease of approximately HK\$169.0 million, or 98.3% as compared to 2021. The addition of carbon credit assets inventory during the Year and the carbon credit assets holdings as at 31 December 2022 was lower than that of 2021.

The basic and diluted loss per share for the Year were HK\$63.0 cents and HK\$63.0 cents respectively (2021: the basic and diluted earnings per shares of HK\$103.4 cents and HK\$69.4 cents respectively).

In order to facilitate the investors' and management's understanding of the financial information of the Company, an adjusted net (loss)/profit is presented in this annual report. The (loss)/profit for the Year, excluding one-off non-operating items, is derived from extracting loss on partial early repayment of promissory note and loss on disposal of subsidiaries (2021: the change in valuation of promissory notes, net, and gain on disposal of subsidiaries) from (loss)/profit for the Year.

The loss attributable to owners of the Company, excluding one-off non-operating items was amounted to approximately HK\$122.9 million (2021: the profit attributable to owners of the Company, excluding one-off non-operating items: HK\$35.7 million).

業務回顧及財務回顧 (續)

本集團錄得本公司擁有人應佔虧損約為197,500,000港元(二零二一年:本公司擁有人應佔溢利約為267,700,000港元),相當於本公司擁有人應佔溢利與二零二一年相比減少約465,200,000港元,或173.8%。這主要是由於以下原因:

- (i) 截至二零二一年十二月三十一日止年度確認出售本集團全資附屬公司全部權益約269,200,000港元的一次性淨收益,但本年度確認出售附屬公司虧損約5,000港元;及
- (ii) 本年度錄得碳信用資產之公允價值收益約為3,000,000港元,與二零二一年相比減少約169,000,000港元,或98.3%。年內新增的碳信用資產存貨及截至二零二二年十二月三十一日的碳信用資產持有量均低於二零二一年。

於本年度每股基本及攤薄虧損分別為63.0港仙及63.0港仙(二零二一年:每股基本及攤薄盈利分別為103.4港仙及69.4港仙)。

為方便投資者及管理層更好地了解本公司的財務數據,本年度報告呈列經調整後的淨(虧損)/溢利。扣除一次性非經營性項目後之年內(虧損)/溢利是將提早償還部份承兌票據之虧損及出售附屬公司之虧損(二零二一年:承兌票據估值變動淨額及出售附屬公司之收益)從年內(虧損)/溢利扣除而計算出來。

扣除一次性非經營性項目後本公司擁有人應佔虧損約為122,900,000港元(二零二一年:扣除一次性非經營性項目後本公司擁有人應佔溢利約為35,700,000港元)。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

The Group continues to improve its capital structure during the Year through the following activities:

- (i) based on the market recognition of carbon neutral business transformation, the Group seized the business opportunities and completed a fund-raising activity in the capital market during the first half of 2022. The Company issued and allotted a total of 10,000,000 ordinary shares of HK\$0.01 each of the Company (“Shares”) and raised approximately HK\$31.0 million. The Group’s capital and equity thus increased; and
- (ii) the Company completed a partial conversion of the convertible bonds to the extent of HK\$17,000,000, and 8,500,000 conversion Shares has been issued and allotted during the Year.

Global Carbon Neutral Business

The Group commenced Global Carbon Neutral Business in early 2021. It established a unique market position for the carbon neutral related operations with a primary focus on carbon credit asset development, operation and management, investment, carbon consulting and carbon neutral planning. Through actively deploying negative carbon emissions as basic industry, the Group achieved a unique carbon-neutral collaborative development approach that combines new asset development and management with industry and created a sustainable and high-return business model.

業務回顧及財務回顧 (續)

於本年度內，本集團繼續透過以下行動以改善其資本結構：

- (i) 碳中和業務轉型得到市場認可，本集團抓住商業機會，於二零二二年上半年在資本市場完成集資。公司發行及配發共10,000,000股每股面值0.01港元之本公司普通股股份（「股份」）及募集約31,000,000港元，本集團之資本及權益因而增加；及
- (ii) 於本年度內，本公司完成部分可換股債券的轉換，其轉換權本金金額為17,000,000港元，因而發行及配發8,500,000股換股股份。

全球碳中和業務

本集團自二零二一年年初發展全球碳中和業務，以碳中和相關領域的碳信用資產開發、經營管理及投資以及碳諮詢和碳中和規劃為核心，創立了獨特的市場定位，並且通過積極部署負碳排放等基礎產業，實現新型資產開發與經營管理與產業結合的獨特的碳中和協同發展的方式，創造可持續和高收益的業務模式。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business (Continued)

In recent years, the world has accelerated its efforts to curb carbon emission. With the gradual rollout of low-carbon transition implementation program in key industries, total conviction of green and low-carbon development has become the key for successful evolution of the economy and society from the traditional growth model to the green and sustainable development model. To align with China's commitment to achieve carbon neutrality before 2060, the government of Hong Kong would strive to achieve carbon neutrality before 2050 and has set up an inter-departmental "Steering Committee on Climate Change and Carbon Neutrality" to formulate the overall strategy and oversee the coordination of various actions. By grasping this opportunity with its strong brand advantage and solid operation capability, the Group will continue to focus on its carbon neutral business of carbon credit asset development, operation and management, investment, carbon consulting and carbon verification and industrial carbon negative and natural carbon negative, expanding its layout for emerging carbon neutral business.

For the Year, the revenue of the Global Carbon Neutral Business was approximately HK\$209.2 million (2021: approximately HK\$0.5 million). The significant increase in the revenue from the Global Carbon Neutral Business was mainly attributable to the sale of 2 million tons of quality carbon credit assets in Singapore during the Year. This transaction marked a milestone for the Group's development in carbon neutral business. The segment loss was approximately HK\$30.8 million (2021: profit of approximately HK\$149.0 million).

業務回顧及財務回顧 (續)

全球碳中和業務 (續)

近年，全球加快了遏制碳排放的步伐，伴隨著重點行業低碳轉型方案的陸續落地，大力推進綠色低碳發展是實現經濟社會從傳統的增長模式全面轉向綠色可持續發展模式的關鍵任務。為配合國家於2060年前實現碳中和的承諾，香港政府將致力爭取於2050年前實現碳中和，成立跨部門「氣候變化及碳中和督導委員會」，制訂整體策略和監督工作進度。本集團在持續鞏固品牌優勢及穩健運營能力的基礎上精準捕捉發展機遇，繼續發展以碳信用資產開發、經營管理及投資及碳諮詢和碳核查為核心和以工業負碳和自然負碳為核心的碳中和業務。

於本年度，全球碳中和業務之收入約為209,200,000港元(二零二一年：約500,000港元)，全球碳中和業務的收入大幅增加主要由於年內在新加坡出售200萬噸優質碳信用資產。該交易是集團發展碳中和業務的里程碑。分部虧損約30,800,000港元(二零二一年：盈利約149,000,000港元)。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business (Continued)

In alignment with the development of carbon neutral business, the Group formed a professional team with expertise in 2021 and its business organizational structure is as follows:

Carbon Asset Development, Operation and Management Segment

- Carbon Asset Management Division
- Carbon Information Technology Division

Carbon Negative Business Segment

- Industry Carbon Negative Division
- Nature Carbon Negative Division

The Group's carbon neutral business management team possesses extensive management experiences and a wealth of professional knowledge and practical knowhow in financial, asset management, corporate management and investment fields. All of the carbon neutral business practitioners are experts with extensive hands-on experiences in carbon neutral sector. They include world-renowned experts on climate change, inspectors for national environmental protection and national authority on environmental planning and expert in the field of international computing. This professional team helps the Company to master the accurate information on carbon market and grasp the development trend in the field of carbon neutrality. It provides comprehensive support to the Company for its expansion of carbon neutral business and can thus effectively deploy and expand carbon neutral related business and create long-term values to shareholders of the Company.

業務回顧及財務回顧 (續)

全球碳中和業務 (續)

為配合碳中和業務的發展，本集團於二零二一年建立專業團隊和人才，建立其業務組織架構如下：

碳資產開發和經營與管理分部

- 碳資產管理部
- 碳信息技術部

負碳業務分部

- 工業負碳部
- 自然負碳部

本集團的碳中和業務管理團隊擁有豐富的管理經驗，在金融領域、資產管理領域、企業管理及投資實踐專業知識及實戰經驗突出。本集團的碳中和業務從事人員均是在碳中和產業領域擁有豐富實踐經驗的專家，其中不乏全球知名應對氣候變化專家、國家環境保護核查員及中國環境規劃領域的權威專家、國際計算機領域的專家。這支專業隊伍精準的掌握時下碳市場行情，把握碳中和領域的發展趨勢，為本公司碳中和業務提供全方位支援，從而有效佈局和拓展相關碳中和領域業務，為本公司股東創造長期價值。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Asset Development, Operation and Management

As for carbon asset operation and management business, this segment focuses on carbon asset development, operation and management originated from the provision of carbon consulting, auditing and development services. A leading business model which integrates carbon asset development, operation and management is thus created. As the core asset under management, the carbon asset operation and management business will be extended to other areas, including but not limited to carbon trading, carbon options and futures, carbon index, repurchase of carbon mortgage and carbon custody.

During the Year, the Group's carbon asset development and business operation continues to make progress. The Group has obtained a considerable number of development projects and is implementing relevant projects. The co-developers of the project are further diversified and cover more industries. Some projects have completed the relevant public comments process, and the relevant carbon credit assets are expected to be issued soon. The carbon credit asset to be issued will be more diverse, including projects of biomass power generation, animal manure treatment, waste power generation, etc., which has enhanced the overall value of the Group's carbon credit asset portfolio. The carbon credit assets held by the Group were high-quality carbon credit assets in global circulation, all of which are related carbon credit assets generated by the Verra mechanism in the United States and the Gold Standard mechanism in Switzerland, mainly Verified Carbon Standard ("VCS"). With the continuous increase of the carbon credit assets held by the Group, the related transaction sales and asset management business have been carried out smoothly.

業務回顧及財務回顧 (續)

全球碳中和業務－碳資產開發和經營與管理

在碳資產經營和管理方面，該領域以碳資產開發和經營管理為主導，以碳諮詢、核查和開發為切入點，形成領先的碳資產開發及經營管理一體化業務模式，作為管理的核心資產，將延伸到各個相關領域，包括但不限於碳交易、碳期權及期貨、碳指數、碳質押回購及碳託管等。

於本年度，本集團碳資產開發和業務經營持續取得進展，其碳資產開發已經獲得相當數量開發項目並正在執行相關項目，項目聯合開發方進一步多元化，覆蓋更多產業。部分項目已經完成相關國際公示，預期將較快獲得相關碳信用資產，新增的碳信用資產品種更加豐富，包括生物質發電、動物糞便處理、垃圾發電等，提升本集團碳信用資產組合的整體價值。本集團持有之碳信用資產是全球流通的優質碳信用資產，全部為美國Verra機制和瑞士黃金標準機制所產生的相關碳信用資產，主要以核證碳減排標準（「VCS」）為主。隨著本集團碳信用資產持有量的持續增加，相關交易銷售和資產管理業務順利展開。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Asset Development, Operation and Management (Continued)

Successful completion of 2 million tons carbon credits assets transaction

During the Year, the Group completed the sale and delivery of 2 million tons of high-quality carbon credit assets in Singapore, all of which are VCS standard carbon emission reductions. The transaction is one of the largest carbon emission reduction transactions in Asia. This was meaningful for promoting the development of the voluntary emission reduction market in Asia. In addition, the transaction contributed a considerable financial income to the Group. With increasing demand and the rapid development of the trading of carbon credits, there will be greater opportunities for the Group's carbon asset development and operation business, creating more financial returns for the Group.

Business expansion in Asian region

In the second quarter of the Year, the Group has formally established "China Carbon Neutral Development Group ASEAN Strategic Committee" (the "ASEAN Strategic Committee") to fully implementing the Group's layout and development in the ASEAN region and further expanding its business in the Asian region.

In addition, the Group signed a memorandum of understanding with SMRT Experience Pte Ltd ("SMRT Experience", a company under SMRT Corporation which is one of the two major public transport operators in Singapore), to jointly develop carbon neutral business in the ASEAN region. With Singapore's largest and most connected media and retail networks, SMRT Experience reaches millions of customers daily with impactful advertisements and retail products. The cooperation between the Group and SMRT Experience mainly includes:

- (i) Origination and management of carbon assets: Centering on SMRT Corporation, provide carbon consulting and carbon neutrality planning, and conduct carbon verification and originate carbon credit assets for related enterprises;

業務回顧及財務回顧 (續)

全球碳中和業務－碳資產開發和經營與管理 (續)

成功完成200萬噸碳信用資產交易

在本年度，本集團在新加坡完成200萬噸優質的碳信用資產的銷售交易及交付，全部為VCS標準的碳減排量。此次交易是亞洲區域最大規模碳減排量交易之一，對於推動亞洲自願減排市場發展具有積極意義。此外，該銷售為本集團帶來良好的財務收入。本公司相信，隨著碳信用的需求增加和交易將快速發展，將為本集團碳資產開發與經營業務帶來更大機遇，創造更多財務回報。

拓展亞洲區域業務

於本年度第二季，本集團正式成立「中國碳中和發展集團東盟戰略委員會」(「東盟戰略委員會」)，全面落實本集團在東盟地區的佈局和發展，進而拓展亞洲區域業務。

此外，本集團與SMRT Experience Pte Ltd (「SMRT Experience」，新加坡兩大主要公共運輸機構之一的SMRT集團旗下公司) 簽署諒解備忘錄，藉以共同在東盟地區開展碳中和業務。憑借新加坡最大、聯繫最緊密的媒體和零售網絡，SMRT Experience每天通過有影響力的廣告和零售產品接觸到數百萬客戶。本集團與SMRT Experience的合作主要包括：

- (i) 碳資產開發與管理：圍繞SMRT集團提供碳諮詢和碳中和規劃，以及為相關企業進行碳核查和開發碳信用資產；

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Asset Development, Operation and Management (Continued)

Business expansion in Asian region (Continued)

- (ii) Carbon information technology: Support SMRT Corporation to create an enterprise carbon emission information database, create a carbon emission counting and monitoring system, and conduct counting and processing of carbon emission data in SMRT Corporation's ecosystem to achieve carbon informatization;
- (iii) Low-carbon smart transportation ecosystem: With the integration of the new generation of information technology and green urban development, establish a SMRT Corporation ecosystem with environmental protection and energy saving;
- (iv) Establishment of "Zero-Carbon Community": By fully exploring the enterprises and individuals covered by SMRT Corporation's ecosystem, assist SMRT Experience in establishing a "Zero-Carbon Community" across Singapore;
- (v) Carbon trade and service platform: Build up a trading platform for climate products – Climate Store, develop a voluntary carbon emission reduction asset trading platform; and
- (vi) International business: Following SMRT Corporation's development strategy in the ASEAN region, promote the implementation of carbon-neutrality related digitization, energy saving, environmental protection and clean energy technologies in the Southeast Asian market.

The cooperation with SMRT Corporation reflects a strong capability of the Group to develop international business. Relying on SMRT Corporation's core position in Singapore and its network in the ASEAN region, the Group has gained a good entry point and strong support for its business in the ASEAN region, which will greatly promote a more balanced development of the Group's business.

業務回顧及財務回顧 (續)

全球碳中和業務－碳資產開發和經營與管理 (續)

拓展亞洲區域業務 (續)

- (ii) 碳信息技術：協助SMRT集團集團建立企業碳排放信息數據庫，建立碳排放統計核算系統，對SMRT集團相關生態體系碳排放數據進行統計和處理，實現碳信息化；
- (iii) 低碳智慧交通生態體系：運用新一代信息技術與城市綠色發展深度融合，建立環保節能型SMRT集團生態體系；
- (iv) 「零碳社區」建設：充分發掘SMRT集團生態體系所覆蓋的企業與個人，協助SMRT Experience建設覆蓋全新加坡的「零碳社區」；
- (v) 碳交易與服務平臺：搭建氣候產品買賣平臺－氣候商店，發展自願減排碳資產交易平臺；及
- (vi) 國際業務：配合SMRT集團在東盟地區的發展戰略，推動碳中和相關數字信息、節能環保、清潔能源技術在東南亞市場實施。

本集團與SMRT集團的合作，體現了本集團良好的國際業務拓展能力。依託SMRT集團在新加坡的核心地位和和在東盟地區的網絡，本集團在東盟地區業務獲得良好的切入點和有利的支持，將極大促進本集團業務更加均衡發展。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Asset Development, Operation and Management (Continued) *Being inaugural and active trading participant of Core Climate of HKEX*

In October of 2022, Hong Kong Exchanges and Clearing Limited (“HKEX”) launched Core Climate, a new international carbon marketplace that seeks to connect capital with climate-related products and opportunities in Hong Kong, Mainland China, Asia and beyond. Core Climate will facilitate effective and transparent trading of carbon credits and instruments to support the global transition to Net Zero and its participants will be able to source, hold, trade, settle and retire voluntary carbon credits through the Core Climate platform. All projects available on Core Climate, including carbon avoidance, reduction and removal projects, are verified against the VCS by Verra. In addition, Core Climate is currently the only carbon marketplace that offers Hong Kong Dollar (“HKD”) and Renminbi (“RMB”) settlement for the trading of international voluntary carbon credits. As the first batch of selective market participants, the Company has been actively participating in the carbon credit trading from the launch of Core Climate. Given the Group’s leading edge in carbon credit development and origination, it has become an active and capable market participant of Core Climate. The Company has not only sold but also bought high quality carbon credits through both market orders and over-the-counter orders. Furthermore, the Company successfully completed transactions settled in both HKD and RMB. The Company will further develop its edge in cross-border carbon credit development and management to grasp the global carbon market opportunities in Hong Kong and other markets.

業務回顧及財務回顧 (續)

全球碳中和業務－碳資產開發和經營與管理 (續)

成為香港交易所CORE CLIMATE首批活躍交易參與者

二零二二年十月，香港交易及結算所有限公司（「香港交易所」）推出全新的國際碳市場 Core Climate，致力連接資本與香港、中國內地、亞洲以至全球的氣候相關產品和機遇。Core Climate支持市場進行高效和透明的碳信用產品和工具的交易，其平台參與者可透過平台獲取產品信息、持有、交易、交收及註銷自願碳信用產品。平台上的所有項目，包括避碳、減碳及碳移除項目，均獲Verra旗下的核證減排標準VCS驗證。此外，Core Climate是目前唯一為國際碳信用產品交易同時提供港元（「港元」）及人民幣（「人民幣」）結算的碳市場。自Core Climate推出以來，本公司作為首批選中的市場參與者一直積極參與碳信用交易。鑑於本集團在碳信用開發和生成領域的領先優勢，本公司更成為Core Climate活躍和有能力的市場參與者。本公司不僅在Core Climate通過市場單和場外交易單賣出並且買入了高質量的碳信用，而且成功完成了分別以港元和人民幣結算的交易。本公司將進一步發揮在跨境碳信用開發和管理方面的優勢，把握香港及其他市場的全球碳市場發展機遇。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Asset Development, Operation and Management (Continued)

Establishment of Digital Technology Committee and business expansion in carbon neutral digitalization

The Group has formally established the “Digital Technology Committee” in accordance with the latest business progress, and appointed Dr. Chen Bangdao who is an expert in the field of international computing as its chairman to fully implement the Group’s layout and development in the area of carbon neutral digitalization. Digital technology is integral to all industries during the economic and social development. The realization of the dual carbon goals cannot be separated from the application of digital technology. Digital technology has given play in enabling thousands of industries to achieve “carbon neutrality” and will play a more important role in the next few decades. Digital technology enhances the development of carbon trading and carbon finance. The establishment of the Digital Technology Committee is an important step in the technological layout of the Group’s carbon neutral business, which will effectively facilitate the Group to seize the business opportunities arising from climate change through digital technology, thereby further strengthening the Group’s leading edge in related fields and generating positive financial returns.

Global Carbon Neutral Business – Carbon Negative Business

As for carbon negative business, the Group’s industry carbon negative business segment focuses on the development and application of negative carbon technology, including CCUS technology. The nature carbon negative business segment redefines forestry and agriculture and carries out carbon sink consulting and trading through investment in afforestation and cooperative development of forest carbon sink, resulting in sustainable green investment in the long run. With a mission to cut China’s CO₂ emissions by 2%, the Group hopes that it can achieve negative carbon emissions of 100 million metric tons each from the nature-based solutions and the technology-based solutions. The forests created from the investment in afforestation will absorb 100 million metric tons of CO₂. Meanwhile, the development of CCUS project will reduce 100 million metric tons of CO₂ emissions. Through these efforts, the Group can thus fulfill its corporate social responsibilities in a sustainable manner.

業務回顧及財務回顧 (續)

全球碳中和業務－碳資產開發和經營與管理 (續)

成立數字科技委員會並拓展碳中和數字化業務

按最新商業進度，本集團正式成立「數字科技委員會」，並委任國際計算機領域的專家陳邦道博士擔任主席，全面落實本集團在碳中和數字化領域的佈局和發展。數字技術貫穿於經濟社會發展的各行業之中，雙碳目標的實現離不開數字技術的應用，數字技術已發揮出賦能千行百業實現「碳中和」的重要作用，未來幾十年內必將扮演更加重要的角色。數字技術助力碳交易和碳金融發展，數字科技委員會的設立是本集團碳中和業務科技佈局的重要一步，將有力促進本集團通過數字科技把握應對氣候變化所產生的商業機遇，從而進一步加強本集團在相關領域的領先優勢並產生良好的財務回報。

全球碳中和業務－負碳業務

在負碳業務方面，本集團工業負碳業務分部集中在負碳技術開發與應用，包括碳捕集、利用與封存技術。自然負碳排放將重新定義林業和農業，以投資植樹造林的方式，及森林碳匯合作開發模式，開展碳匯諮詢及碳匯交易，達至長期可持續的綠色投資。本集團以致力減少中國「2%」的二氧化碳排放為願景，期望通過自然和技術為核心的負碳排放業務實施分別實現兩個「1億噸」直接減排貢獻，即以植樹造林等自然負碳方式吸收1億噸二氧化碳及以商業化碳捕集、利用與封存項目等自然負碳方式減排1億噸二氧化碳，從而為全球應對氣候變化做出實際貢獻，履行可持續發展的企業社會責任。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Global Carbon Neutral Business – Carbon Negative Business (Continued)

Development of negative carbon business in Greater Bay Area

Negative carbon business is an essential part of the Group's carbon neutral business that integrates industry and finance and interacts with the carbon asset development and management business. The Greater Bay Area is a critical area for the Group to promote the business strategy of negative carbon business. The printing and dyeing industry that highly related to export and domestic demand is an important industrial area for the Group to implement negative carbon business. In the first quarter of 2022, the Group commenced providing consultancy services for the first CCUS project in the domestic printing and dyeing industry in the Greater Bay Area, which enable the Group to gradually form advantage in the negative carbon emission business with CCUS as the core, and will gain favorable business opportunities for future involvement in this business in various forms.

Being an enterprise focusing on the carbon neutral business, the Group, while developing its business, also promoting carbon neutrality and environmental protection awareness to the whole society, as well as promoting the implementation of carbon neutrality and contribute to the global response to climate change.

Civil Engineering and Construction Business

For the year ended 31 December 2022, the Civil Engineering and Construction Business managed to record a stable performance, despite of the grave challenges from the COVID-19 outbreak and the economic downslope in Hong Kong.

業務回顧及財務回顧 (續)

全球碳中和業務－負碳業務 (續)

推動大灣區負碳排放業務

負碳排放業務是本集團產融結合的碳中和業務的重要組成部分，與碳資產開發與管理業務互為有機關聯。大灣區是本集團推動負碳排放業務戰略的重要區域，印染行業作為出口和內需高度關聯行業，是本集團落地負碳排放業務的重要產業領域。於二零二二年第一季，本集團開始為大灣區開展的國內印染行業首個碳捕集、利用與封存項目提供諮詢服務，使本集團在以碳捕集、利用與封存為核心的負碳排放業務上逐步形成優勢，並為未來多種形式介入此業務獲得有利商機。

本集團作為一家專注於碳中和業務的企業，在發展該業務的同時，亦向全社會各界宣傳碳中和和環保意識，推動碳中和的實施，為全球應對氣候變化貢獻力量。

工程及建造業務

截至二零二二年十二月三十一日止年度，儘管COVID-19疫情及香港經濟走下坡帶來嚴峻挑戰及威脅，土木工程及建造業務仍錄得穩健表現。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Civil Engineering and Construction Business (Continued)

In the course of project contracting, the Group also attached great importance to the protection of famous and ancient trees and biodiversity, and was committed to protecting the environment and promoting sustainable development while building social development. Besides, we focused on the principle of sustainable construction and had a good record in the implementation of green building projects. Our environmental management system has obtained ISO 14001 certification. Under its strict framework, we took a systematic approach to manage our resource utilization efficiency and emission control to advance continuous upgrading. Particularly, we attached great importance to the assessment of our environmental data (such as energy and material utilization, carbon emissions, water consumption and waste generation), and took various effective measures to continuously reduce carbon emissions.

As a main contractor of the contracts awarded to the Group, the Civil Engineering and Construction Business offers high value-added services that encompass works from the procurement of materials and equipment, selection of sub-contractors to on-site supervision, work progress monitoring and overall co-ordination of the day-to-day work of projects. All of the Civil Engineering and Construction Business' contracts undertaken for both civil and building construction business were for customers which are independent third parties including certain departments of the Government of Hong Kong, public utilities companies and private organizations in Hong Kong.

For the year ended 31 December 2022, revenue generated from the Civil Engineering and Construction Business was approximately HK\$500.1 million (2021: approximately HK\$467.6 million), represented approximately 70.5% of the total revenue of the Group (2021: approximately 99.9%). For the year ended 31 December 2022, the gross profit of the Civil Engineering and Construction Business was approximately HK\$26.0 million (2021: gross profit of approximately HK\$36.0 million), the gross profit margin decreased to approximately 5.2% (2021: approximately 7.6%) due to increase in wages and costs of construction.

業務回顧及財務回顧 (續)

工程及建造業務 (續)

本集團在承包項目的過程中也非常重視名木古樹和生物多樣性的保護，在建設社會發展的同時致力於保護環境及推動可持續發展。此外，我們關注可持續施工原則，並在執行綠色建築項目方面建立良好記錄。我們的環境管理體系獲得了ISO14001認證。在其嚴格的框架下，我們採取系統的方法管理我們的資源利用效率及排放控制以推動持續升級。我們尤為重視對我們環境數據（如能源和材料使用、碳排放、水消耗及廢物產生）的評估，採取各種有效措施持續減少碳排放。

作為本集團獲授合約的主要承包商，土木工程及建造業務提供包含採購物料及設備以及甄選進行現場監督、在建工程監察及項目日常工作整體協調的分包商的高增值服務。本集團承辦的所有土木工程及建造業務合約均來自獨立第三方，包括香港政府的若干部門、香港公用事業公司以及私營組織。

截至二零二二年十二月三十一日止年度，土木工程及建造業務產生的收入約為500,100,000港元（二零二一年：約467,600,000港元），相當於本集團總收入約70.5%（二零二一年：約99.9%）。截至二零二二年十二月三十一日止年度，由於工資及工程成本上升，土木工程及建造業務的毛利約為26,000,000港元（二零二一年：毛利約為36,000,000港元），二零二二年之毛利率減少至約5.2%（二零二一年：約7.6%）。

Management Discussion and Analysis

管理層討論及分析



BUSINESS REVIEW AND FINANCIAL REVIEW (Continued)

Civil Engineering and Construction Business (Continued)

As of 31 December 2022, the Group had 11 significant projects in progress. 2 of them were building construction and maintenance projects while the remaining were civil engineering construction projects.

As of 31 December 2022, the total contract sum and the total outstanding values of the Group's substantial projects in progress were approximately HK\$373.0 million and HK\$199.0 million respectively (31 December 2021: approximately HK\$626.0 million and HK\$343.0 million respectively).

Despite the tough operating environment in Hong Kong, the Civil Engineering and Construction Business maintained its competitive advantages, which are to provide high-quality services of a wide scope and to maintain a cordial client relationship, and the progress in obtaining new contracts managed to record a stable performance for the year ended 31 December 2022.

The Group has been awarded 5 new substantial contracts for the year ended 31 December 2022:

- Civil Engineering Improvement Works at Kwai Fong Estate
- Roads and Drainage Works for Public Housing Development at Tuen Mun Area 29 West
- Provision of External Construction Works and Outside Plant Maintenance Services
- Civil and Building Works for North Point 132-kV GIS Improvement (Phase 3 – Stage 2)
- District Term Contract for the Maintenance, Improvement and Vacant Flat Refurbishment for Kowloon West and Sai Kung (1) 2023/2025

業務回顧及財務回顧 (續)

工程及建造業務 (續)

截至二零二二年十二月三十一日，本集團有11個重大在建項目，其中2個是樓宇建造及保養項目，其餘則是土木工程建造項目。

截至二零二二年十二月三十一日，本集團的重大在建項目的合約總金額及未付總金額分別約為373,000,000港元及199,000,000港元(二零二一年十二月三十一日：分別約為626,000,000港元及343,000,000港元)。

截至二零二二年十二月三十一日止年度，儘管香港經營環境艱巨，但土木工程及建造業務仍保持競爭優勢，在多個範圍提供優質服務及維持友好的客戶關係，獲取新合約的進度亦錄得穩健表現。

截至二零二二年十二月三十一日止年度，本集團已獲得5份新重大合約：

- 葵芳邨土木工程改善工程
- 屯門第29區西公共房屋發展道路及渠務工程
- 提供戶外建設工程及戶外設備維修保養服務
- 北角132千伏氣體絕緣開關土木及建設改進工程(第3期-第2階段)
- 九龍西及西貢區保養、改善及空置單位翻新工程的分區定期合約(1)二零二三/二零二五年度

Management Discussion and Analysis

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PROSPECTS

For the Carbon Neutral Business, with the deepening of global environmental and resource issues, promoting green development has become a global consensus. Carbon neutrality not only brings environmental benefits and mitigates the direct threat of climate changes, but also creates abundant opportunities for the “zero carbon and low carbon” derived from the carbon neutrality journey, promoting the coordinated development of social pollution reduction and carbon reduction and enhancing the rapid growth of corporate demand for voluntary carbon credits. In addition, with the launch of carbon trading markets in pilot provinces and cities in China and the national carbon trading market, the development of carbon trading market is expected to be accelerated and become more active. Therefore, the Group believes that there are broad prospects for the development of Carbon Neutral Business.

For the Civil Engineering and Construction Business, although the operating environment in Hong Kong is expected to remain tough in the coming years such as continuously rising wages and cost of construction materials and shortage of skilled labors, the Company is confident that the Group would be capable of securing promising business opportunities given its vast experience in handling a wide variety of construction works.

CAPITAL STRUCTURE, FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 31 December 2022, the net current assets and net liabilities of the Group were amounted to approximately HK\$124.1 million and HK\$49.8 million respectively (2021: net current assets and net assets of approximately HK\$272.1 million and HK\$87.1 million respectively), representing a decrease by approximately 54.4% and 157.2% respectively as compared to the net current assets and net assets as at 31 December 2021.

As at 31 December 2021, the Group's assets mainly comprised the carbon-credit assets inventory. Due to the growth of the Global Carbon Neutral Business, the Group had sold substantial portion of its carbon credit assets inventory during the Year. As a result, the balance of the carbon-credit assets inventory decreased from approximately HK\$193.2 million in 2021 to approximately HK\$8.9 million in 2022, representing a decrease of approximately HK\$184.3 million or 95.4%.

前景

就碳中和業務而言，隨著全球環境與資源問題的加深，推動綠色發展已成為全球普遍共識。碳中和不僅帶來環境效益，緩解氣候變化帶來的直接威脅，同時，碳中和賽道所衍生的「零碳、低碳」亦創造大量機會，推動社會減污降碳協同發展，促進企業對自願碳信用額的需求快速增長。另外，隨著中國設立試點省市的碳交易市場及全國碳交易市場的上線，碳交易市場有望加快發展，更加活躍。因此，本集團相信，碳中和業務發展前景廣闊。

就土木工程及建造業務而言，儘管預期香港經營環境於未來數年仍然艱巨（如人力成本和建築材料成本不斷上升，技工短缺），惟鑒於其在處理多元化建設工程方面的豐富經驗，本公司對本集團能夠物色理想的業務機遇抱有信心。

資金結構、財務資源、流動資金及資本負債比率

於二零二二年十二月三十一日，本集團淨流動資產及淨負債分別約為124,100,000港元及49,800,000港元（二零二一年：淨流動資產及淨資產分別約為272,100,000港元及87,100,000港元），較截至二零二一年十二月三十一日的淨流動資產及淨資產相比分別減少54.4%和157.2%。

於二零二一年十二月三十一日，本集團資產主要為碳信用資產。由於全球碳中和業務的增長，本集團於本年度銷售大部分碳信用資產存貨。因此，碳信用資產存貨結餘由二零二一年的約193,200,000港元減少至二零二二年的約8,900,000港元，減少約184,300,000港元或95.4%。

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CAPITAL STRUCTURE, FINANCIAL RESOURCES, LIQUIDITY AND GEARING (Continued)

The Group had taken the following corporate actions to improve the Group's financial position:

- (i) the Group completed a fund-raising activity in the capital market during the first half of 2022. The Company issued and allotted a total of 10,000,000 Shares and raised approximately HK\$31.0 million; and
- (ii) the Company completed a partial conversion of the convertible bonds to the extent of HK\$17,000,000, and 8,500,000 conversion Shares has been issued and allotted during the Year.

Gearing ratio is calculated based on the amount of net cash and bank balances (interest-bearing borrowings, liabilities component of the convertible bonds and promissory notes less cash and cash equivalents) divided by the total equity. As at 31 December 2022, no gearing ratio was available as the Group was in a net deficit in equity as at 31 December 2022 (the gearing ratio as at 31 December 2021: 173.0%).

CONVERTIBLE BONDS

On 4 February 2016, the Company issued zero coupon convertible bonds with an aggregate principal amount of HK\$390 million ("Convertible Bonds") as part of the consideration for the acquisition of 100% equity interest in Well Surplus Enterprises Limited ("Well Surplus") and its subsidiaries. The maturity date of the Convertible Bonds was on the second anniversary of the date of issuance (i.e. 4 February 2018). The Convertible Bonds bear no interest on the principal amount. No security or guarantee is granted in respect of the Convertible Bonds. The Convertible Bonds can be converted into 195,000,000 Shares at the initial conversion price of HK\$2.00 per conversion Share (subject to adjustment pursuant to the terms of the Convertible Bonds). The Company may redeem the Convertible Bonds at 100% of the principal amount. Any amount of the Convertible Bonds which is redeemed by the Company will forthwith be cancelled.

On 28 March 2018, the maturity date of the Convertible Bonds extended for 2 years from 4 February 2018 to 4 February 2020.

資金結構、財務資源、流動資金及資本負債比率(續)

本集團採取以下的企業行動，以改善本集團的財務狀況：

- (i) 本集團於二零二二年上半年在資本市場進行集資，發行及配發共 10,000,000 股股份及募集共約 31,000,000 港元；及
- (ii) 於本年度內，本公司完成部分可換股債券的轉換，其換股權的本金金額 17,000,000 港元轉換權，因而本公司已發行及配發 8,500,000 股換股股份。

資本負債比率乃基於現金及銀行結餘淨額(計息借款、可換股債券的負債部分及承兌票據減現金及現金等值物)除以權益總額計算。截至二零二二年十二月三十一日，由於本集團處於淨權益虧絀狀況，因此資本負債比率不適用(二零二一年十二月三十一日的資本負債比率為 173.0%)。

可換股債券

於二零一六年二月四日，本公司發行本金總額為 390,000,000 港元的零息可換股債券(「可換股債券」)作為收購盛盈企業有限公司(「盛盈」)及其附屬公司的 100% 股權的部分代價。可換股債券的到期日為發行日期的第二個周年日(即二零一八年二月四日)。可換股債券的本金額並不計息，概無就可換股債券授出抵押或擔保。可換股債券可按每股換股股份 2.00 港元的初步換股價(有待根據可換股債券的條款調整)兌換為本公司的 195,000,000 股股份。本公司可於到期日前隨時透過書面通知，按本金額的 100% 贖回可換股債券。本公司所贖回的任何可換股債券金額將立即被註銷。

於二零一八年三月二十八日，可換股債券到期日延長兩年，由二零一八年二月四日至二零二零年二月四日。

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CONVERTIBLE BONDS (Continued)

On 14 January 2020, the maturity date of the Convertible Bonds extended for 5 years to 4 February 2025.

On 26 March 2021, the then holder of the Convertible Bonds exercised the conversion rights of principal amount of HK\$40,000,000 of the Convertible Bonds and 20,000,000 Shares has been issued and allotted.

On 3 January 2022, the then holders of the Convertible Bonds exercised the conversion rights of principal amount of HK\$7,000,000 of the Convertible Bonds and 3,500,000 Shares has been issued and allotted.

On 14 June 2022, the then holder of the Convertible Bonds exercised the conversion rights of principal amount of HK\$10,000,000 of the Convertible Bonds and 5,000,000 Shares has been issued and allotted.

As at 31 December 2022, the outstanding principal amount of the Convertible Bonds was HK\$333.0 million. The maximum number of Shares that will be issued upon conversion of all the outstanding Convertible Bonds was 166,500,000 Shares.

PROMISSORY NOTES

On 4 February 2016, the Company issued two promissory notes (the “Promissory Notes”) with face values of HK\$174,250,000 (the “First Note”) and HK\$235,750,000 (the “Second Note”) as part of the consideration for the acquisition of 100% equity interest in Well Surplus and its subsidiaries. The Promissory Notes carry interest at a rate of 10% per annum. The outstanding principal amounts plus any accrued interest will be repayable on the maturity date falling on the second anniversary of the date of the First Note and Second Note, i.e. 4 February 2018.

On 31 December 2017, the Company executed and completed the extension of the maturity date of the Promissory Notes for 2 years from 4 February 2018 to 4 February 2020 and the interest rate of the Promissory Notes shall be adjusted downward from 10% to 8% per annum for the extension period from 5 February 2018 to 4 February 2020 and all accrued and outstanding interest under the Promissory Notes shall be repaid on the extended maturity date of February 2020.

可換股債券 (續)

於二零二零年一月十四日，可換股債券的到期日應延長五年至二零二五年二月四日。

於二零二一年三月二十六日，當時之可換股債券持有者行使可換股債券本金金額40,000,000港元轉換權及本公司已發行及配發20,000,000股股份。

於二零二二年一月三日，當時之可換股債券持有者行使可換股債券本金金額7,000,000港元轉換權及本公司已發行及配發3,500,000股股份。

於二零二二年六月十四日，當時之可換股債券持有者行使可換股債券本金金額10,000,000港元轉換權及本公司已發行及配發5,000,000股股份。

截至二零二二年十二月三十一日，可換股債券的未償還本金為333,000,000港元，可換股債券轉換而發行的股數上限為166,500,000股股份。

承兌票據

於二零一六年二月四日，本公司發行兩批承兌票據（「承兌票據」），面值分別為174,250,000港元（「第一票據」）及235,750,000港元（「第二票據」），作為收購盛盈及其附屬公司的100%股權的部分代價。承兌票據均按年利率10%計息。未償還本金額連同任何累計利息將須於第一票據及第二票據的第二週年當日（即二零一八年二月四日）的到期日償還。

於二零一七年十二月三十一日，公司執行並完成了承兌票據到期日延長兩年，由二零一八年二月四日至二零二零年二月四日，承兌票據在延長期限二零一八年二月五日至二零二零年二月四日期間之年利率由10%下調至8%，承兌票據項下的所有應計未償利息應於二零二零年二月延長到期日償還。

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PROMISSORY NOTES (Continued)

On 14 January 2020, the term of the Promissory Notes changed to perpetual and the interest rate will be fixed at 5% per annum with effect from 5 February 2020, payable annually and the interest accrued on or before 4 February 2020 shall be payable on 4 February 2025.

On 29 January 2021, part of the consideration for the disposal of 100% issued share capital of Well Surplus was settled by way of waiver of the interest of HK\$41,000,000 payable by the Company to the then holder of the Promissory Notes from 5 February 2020 to 4 February 2022.

During the year ended 31 December 2021, the Second Note has been fully repaid.

During the year ended 31 December 2022, the Company had partial early redeemed the principal amount of the promissory note of HK\$129,462,000 and a further principal amount of HK\$6,473,000 was waived by the note holder. As a result of the redemption of the promissory note, a loss on partial early repayment of the promissory note of HK\$74,562,000 was recognised in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2022, the carrying amount of the promissory note of HK\$16,099,000 (2021: HK\$61,605,000) was recognised as non-current liabilities on the consolidated statement of financial position.

SUBSCRIPTION OF NEW SHARES

On 10 June 2022, the Company entered into six separate subscription agreements with six subscribers (the “Subscriber(s)”), each Subscriber is an independent third party of and not connected with the Company (as defined in the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (“Listing Rules”)), in respect of the subscription of an aggregate of 10,000,000 new Shares, at the subscription price of HK\$3.10 per Share pursuant to the terms and conditions of the subscription agreements (the “Subscriptions”). The closing price per Share was HK\$3.05 as quoted on the Stock Exchange on the date of the subscription agreements.

承兌票據 (續)

於二零二零年一月十四日，承兌票據的期限改為永久性，固定年利率為5%，自二零二零年二月五日起，每年支付一次，且於二零二零年二月四日或之前產生的利息應於二零二五年二月四日支付。

於二零二一年一月二十九日，本公司應於二零二零年二月五日至二零二二年二月四日支付予當時承兌票據持有者金額為41,000,000港元之利息，以豁免之方式作為出售盛盈的100%已發行股本的部分代價。

於二零二一年十二月三十一日止年度，第二票據已悉數償還。

於二零二二年十二月三十一日，本公司已部份提早償還本金129,462,000港元，而票據持有人進一步放棄本金6,473,000港元。由於贖回承兌票據，部份提早償還承兌票據之虧損74,562,000港元於綜合損益及其他全面收益表確認。

截至二零二二年十二月三十一日止年度，承兌票據的賬面值16,099,000港元（二零二一年：61,605,000港元）於綜合財務狀況表確認為非流動負債。

認購新股份

於二零二二年六月十日，本公司分別與六名認購人（「認購人」），每名認購人均為獨立第三方及及本公司非關連人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））訂立六份認購協議。根據認購協議的條款和條件，認購人以認購價每股3.10港元認購合共10,000,000股新股份（「認購事項」）。股份於認購協議日期在聯交所所報收市價為每股3.05港元。

Management Discussion and Analysis

管理層討論及分析

SUBSCRIPTION OF NEW SHARES (Continued)

On 30 June 2022, all conditions precedent to the Subscriptions as set forth in the subscription agreements have been fulfilled. Accordingly, completion of the Subscriptions took place on 30 June 2022. The Company issued and allotted 10,000,000 Shares under the Subscriptions. The aggregate nominal value of the subscription Shares is HK\$100,000.

The gross proceeds of the Subscriptions was HK\$31,000,000. The net proceeds from the Subscriptions (after deducting all applicable costs and expenses of the Subscriptions) was approximately HK\$31,000,000 (the "Net Proceeds") and the net price per subscription Share was HK\$3.10.

The Group intended to use and has already applied the Net Proceeds of (i) approximately HK\$9.6 million for investment in basic industries (carbon capture and forest carbon sinks) and carbon assets; (ii) approximately HK\$9.6 million for repayment of the debts of the Group and improving the financial position of the Group; and (iii) approximately HK\$11.8 million for general working capital. As at 31 December 2022, the Company has fully applied the net proceeds in accordance with the intended use as stated in the announcement of the Company dated 10 June 2022.

The Group is actively developing its Global Carbon Neutral Business. Such business expansion requires the Company to increase its fund size, with an aim to improve the profit-making abilities and developing abilities of the Group. The Board considered that the Subscriptions would improve the financial position of the Company, such as increasing the liquidity, lowering the gearing ratio and enhancing the risk resistance capacity in a whole.

Details of the Subscriptions were set out in the announcements of the Company dated 10 June 2022 and 30 June 2022.

認購新股份 (續)

於二零二二年六月三十日，認購協議載列有關認購事項之所有先決條件已獲達成，因此，認購事項已於二零二二年六月三十日落實完成，本公司根據認購事項發行及配發合共10,000,000股股份，認購股份總面值為100,000港元。

認購事項之所得款項總額為31,000,000港元。認購事項的所得款項淨額(扣除認購事項的所有適用成本及開支後)約為31,000,000港元(「所得款項淨額」)，而每股認購股份的淨價為3.10港元。

本集團擬將配售所得款用於及已動用：(i)約9,600,000港元於投資基礎產業(碳捕獲及森林碳匯)及碳資產；(ii)約9,600,000港元於償還本集團債務及改善本集團財務狀況；及(iii)約11,800,000港元於一般營運資金。截至二零二二年十二月三十一日，本公司已按本公司於二零二二年六月十日之公告中所述之擬定用途應用全部所得款項淨額。

本集團正在積極發展全球碳中和業務。業務擴展需要本公司擴充資金規模，旨在提升本集團的盈利能力及發展能力。本公司認為認購事項可改善本公司財務狀況，例如提高流動率、降低資產負債率及改善整體抗風險能力。

有關認購事項之詳情載於本公司日期為二零二二年六月十日及二零二二年六月三十日之公告。

Management Discussion and Analysis

管理層討論及分析



MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no material acquisitions or disposals of subsidiaries, associates and joint ventures during the Year.

SIGNIFICANT INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2022, the Group did not have any significant investment or capital assets.

PLEDGE OF ASSETS

As at 31 December 2022, the Group did not have any pledge of assets (as at 31 December 2021: nil).

CONTINGENT LIABILITIES

Detail of the Group's contingent liabilities are set out in Note 37.

FOREIGN CURRENCY RISK

Most of the Group's assets and liabilities are denominated in HKD and RMB, which are the functional currencies of the Group. Any fluctuation in the exchange rate of HKD against RMB may have an impact on the Group's results. The Group has not entered into any instruments to reduce the impact of the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

重大收購及出售附屬公司、聯營公司及合營公司事項

於本年度內，並無重大收購或出售子公司、聯營公司及合營企業。

重大投資及資本資產

於二零二二年十二月三十一日，本集團概無任何重大投資或資本資產。

資產抵押

於二零二二年十二月三十一日，本集團概無任何資產抵押（二零二一年十二月三十一日：無）。

或然負債

本集團之或然負債之詳情載於附註37。

外幣風險

本集團大部分的資產及負債以港元及人民幣計算，該等貨幣為本集團的功能貨幣。港元兌人民幣匯率的任何波動可能對本集團的業績造成影響。本集團並無就減低外匯風險訂立任何工具。本集團將密切監察匯率變化，並將採取適當行動減低匯率風險。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had approximately 329 employees (as at 31 December 2021: 332) in Hong Kong and Mainland China. During the Year, the total employee benefit of the Group were approximately HK\$124.9 million. The Group's remuneration policy is reviewed periodically and remunerations of employees and the Directors are determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on a discretionary basis, mandatory provident fund scheme for Hong Kong employees, state-sponsored retirement plans for the employees in Mainland China. Share options would be granted to respective employees with outstanding performance and contributions to the Group.

The Group provides or subsidizes various training programs and courses to its employees according to business needs, to ensure that its employees are kept updated with relevant laws and regulations, such as the Listing Rules, accounting standards, risk management knowledge, labour regulations and the employee's code of conduct.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group does not have any future plans for other material investments or capital assets in the coming year.

僱員及薪酬政策

於二零二二年十二月三十一日，本集團於香港及中國內地擁有約329名（二零二一年十二月三十一日：332名）員工。本年度內，本集團的員工成本總額約為124,900,000港元。本集團定期檢討薪酬政策及參考市場條款、公司表現及個人資歷及表現釐定僱員及董事之薪酬。其他員工福利包括按酌情基準發放的花紅、強制性公積金計劃（對香港僱員而言）及國家資助退休計劃（對中國內地僱員而言）。表現出色及對本集團有貢獻之僱員將分別獲授購股權。

本集團根據業務需要為員工提供或資助各種培訓項目和課程，確保員工及時了解相關法律及規則，例如上市規則、會計準則、風險管理知識、勞工法例和員工行為守則。

重大投資或資本資產的未來計劃

除本報告所披露者外，本集團於來年並無任何其他重大投資或資本資產的未來計劃。

Management Discussion and Analysis

管理層討論及分析



EVENTS AFTER THE REPORTING PERIOD

In March 2023, the Group has completed the acquisition of 73% equity interest in Shenzhen Jianxin Zhuhe Technology Company Limited (“Jianxin Zhuhe”). Jianxin Zhuhe, is a national high-tech enterprise. It has more than 30 soft writings and patents in artificial intelligence, blockchain, big data, etc. With the core of artificial intelligence, blockchain, and cloud computing technologies, Jianxin Zhuhe combines the world’s leading digital identity, key security, and privacy computing technologies to provide green and trustworthy blockchain technologies, green credit rating standards, rules and mechanisms for the industry through digital technologies to facilitate more blockchain-based independent and controllable data, establish green digital credit, and link green digital finance.

Save as disclosed above, the Group did not have any significant event after the Year and up to the date of this report.

報告期後事項

於二零二三年三月，本集團已完成收購深圳市建信築和科技有限公司（「建信築和」）73%的股權。建信築和是國家高新技術企業，擁有涉及人工智能、區塊鏈、大數據等30多項軟著和專利。建信築和以人工智能、區塊鏈及雲計算技術為核心，結合世界領先的數字身份、秘鑰安全和隱私計算等技術，通過數字技術助力碳交易和碳金融發展，為產業提供綠色可信區塊鏈技術、綠色信用評級標準、規則和機制，促進更多基於區塊鏈自主可控資料，建立綠色數字信用，連結綠色數字金融。

於本年度後至本報告日期，除以上所披露者外，本集團並無任何重大事項。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Executive directors

Mr. Sha Tao (“Mr. Sha”), aged 43, has been appointed as an executive Director since 20 February 2023. Mr. Sha is also the Chairman of the Board (the “Chairman”), who is responsible for leading the Group. Mr. Sha holds a doctoral degree in business administration. He was the deputy secretary-general of the Greening Foundation of the State Forestry Administration, the secretary-general of the China Ecological Economics Society, and the legal representative and secretary-general of the China Eco Development Association. Mr. Sha has 20 years of rich management and administrative experience in ecological construction and environmental protection. He has been engaged in green industry investment, green industry strategic planning, and green industry resource transformation and utilization for many years. Mr. Sha is the spouse of Ms. Chan Tan Na, Donna, the former Chairman (resigned as the Chairman and an executive Director on 20 February 2023).

Mr. Chen Xinwei (“Mr. Chen”), aged 47, has been appointed as an executive Director since 2 March 2021, Mr. Chen is also the Chief Executive Officer of the Company. Mr. Chen is responsible for leading the Group’s Carbon Neutral Business and participates in the formulation of strategies of the Carbon Neutral Business and mobilizes the resources of the Group to ensure the implementation of related businesses. Mr. Chen holds a bachelor’s degree in Economics from the Peking University and a master’s degree in Finance from the Hong Kong University of Science and Technology. Mr. Chen has more than 20 years of experience in the global capital markets and has outstanding expertise in the financial and asset management fields. Mr. Chen served as the chairman of Sinocon Holdings International Limited, engaging in cross-border financial services and cross-border financial investment. He worked for many well-known financial institutions such as Nomura, UBS and Merrill Lynch. Mr. Chen is currently an independent non-executive director of Shenzhen Infogem Technologies Co., Ltd., a company whose shares are listed on Shenzhen Stock Exchange (stock code: 300085). Mr. Chen is the director of certain subsidiaries of the Company, namely Global Carbon Asset Investment Management, Ltd and China Carbon Neutral Group Limited.

董事

執行董事

沙濤先生（「沙先生」），43歲，由二零二三年二月二十日開始獲委任為執行董事。沙先生亦為本公司董事會主席（「主席」），負責領導本集團。沙先生擁有工商管理博士學位。彼曾任國家林業局綠化基金會副秘書長，中國生態經濟學會秘書長，中國林業生態發展促進會法定代表人、秘書長。沙先生在生態建設、環境保護方面有著20年豐富的管理及行政經驗，多年來長期從事綠色產業投資，綠色產業戰略規劃，綠色產業資源轉化利用等方面工作。沙先生是陳丹娜女士的配偶（前主席，於二零二三年二月二十日辭任執行董事及主席）。

陳欽璋先生（「陳先生」），47歲，由二零二一年三月二日開始獲委任為執行董事。陳先生亦為本公司行政總裁。陳先生負責和領導集團碳中和業務，及參與碳中和相關業務戰略制定並調動本集團資源確保相關業務落實。陳先生是北京大學經濟學學士及香港科技大學金融學碩士。陳先生擁有20餘年全球資本市場經驗，在金融領域和資產管理領域專業知識突出。陳先生在中聯國際金融控股有限公司擔任董事長，從事跨境金融服務和跨境金融投資，曾經任職於野村、瑞士銀行、美林證券等知名金融機構。陳先生目前是深圳銀之傑科技股份有限公司（一家股份於深圳證券交易所上市的公司，股份代號：300085）之獨立非執行董事。陳先生現為本公司某些子公司之董事，即全球碳資產投資管理有限公司及中國碳中和集團有限公司。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Mr. Di Ling (“Mr. Di”), aged 59, has been appointed as an executive Director since 18 March 2021. Mr. Di is responsible for developing and executing corporate strategies of the Carbon Neutral Business and directly leads the strategic investments in Carbon Neutral Business. Mr. Di is experienced in the risk investment and corporate finance sectors. He obtained a bachelor’s degree from the Department of Thermal Engineering of Tsinghua University. Mr. Di served as the standing vice president of SBCVC* between 2011 and 2019 and president of SB Green Investment Fund Limited* since 2019. He has extensive experience in risk management, project management, corporate restructuring and debt restructuring. Mr. Di is the director of certain subsidiaries of the Company, namely China Carbon Neutral Group Limited, China Carbon Green Development (Shenzhen) Co., Limited*, China Carbon Green (Nanjing) Technology Development Co., Limited*, Singapore Carbon Neutral Development (Group) Pte. Ltd. and Singapore International Carbon Asset Management Pte. Ltd. Mr. Di is currently an executive director of a Hong Kong listed Company, China Ecotourism Group Limited.

Mr. Chen Lei, aged 59, has been appointed as an executive Director since 13 May 2021. Mr. Chen Lei is a well-known expert in the field of ecological construction in China. He graduated from Beijing Normal University with a degree in Chinese language in 1986. After the 1990s, Mr. Chen Lei moved into the television industry. And after the year of 2000, he left media industry and entered ecological field, serving as the Director of the propaganda department of Working Committee of Eco-China under the State Forestry Administration, the Director of the propaganda department, an executive vice president and deputy secretary-general of Strategy and Development Research Institution of China Eco Development Association. Currently, he is the secretary-general of China Eco Development Association, and the Chairman of the Tree-Planting & Wood-Fostering Committee of the Company. Mr. Chen Lei was an executive director of a Hong Kong listed company, Xinyang Maojian Group Limited), from 24 April 2019 to 3 May 2021.

邱靈先生（「邱先生」），59歲，由二零二一年三月十八日開始獲委任為執行董事。邱先生參與碳中和相關業務戰略制定和相關業務落實，並直接領導碳中和業務相關戰略投資。邱先生為風險投資及企業融資領域的資深人士。彼於清華大學熱能系獲得學士學位。邱先生於二零一一年至二零一九年出任軟銀中國資本的常務副總裁及於二零一九年至今出任軟銀綠色投資基金有限公司的總裁。彼於風險投資、項目管理、企業重組、債務重組領域具有豐富經驗。邱先生現為本公司某些子公司之董事，即中國碳中和集團有限公司、中碳綠色發展（深圳）有限公司、中碳綠色（南京）科技發展有限公司、Singapore Carbon Neutral Development (Group) Pte. Ltd.及Singapore International Carbon Asset Management Pte. Ltd.的董事。邱先生目前是中國生態旅遊集團有限公司（香港上市公司）的執行董事。

陳蕾先生，59歲，由二零二一年五月十三日開始獲委任為執行董事。陳蕾先生為國內生態建設領域著名專家。彼於一九八六年畢業於北京師範大學，獲得漢語言學士學位。於九十年代後，陳蕾先生進入電視行業。彼二零零零年後，離開媒體界進入生態領域，出任國家林業局生態中國工作委員會宣傳部部長，中國林業生態發展促進會宣傳部部長、戰略與發展研究院常務副院長、副秘書長。彼現為中國林業生態發展促進會秘書長，及兼任植樹造林委員會主席。自二零一九年四月二十四日至二零二一年五月三日，陳蕾先生為信陽毛尖集團有限公司（香港上市公司）的執行董事。

* For identification only

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Non-executive director

Mr. Lam Po Foon (“Mr. Lam”), aged 61, has been appointed as a non-executive Director since 10 August 2021. Mr. Lam is a bachelor of University of Salford, Manchester in the United Kingdom, and started his career in a company under General Electric in the United Kingdom. He has been involved in the financial field since the late 1980s. He has worked in securities, commodity futures and financial venture capital companies in Hong Kong, the United Kingdom, Ireland, the United States and other places, and has accumulated rich experience in financial investment and risk management. Subsequently, Mr. Lam founded his independent family office, focusing on his own wealth management and inheritance planning, and the main areas involved include life technology, clean energy, green finance and financial technology. In 2017, while managing his independent family office, Mr. Lam co-founded a Hong Kong-licensed trust company – Wealth Assets Trustee Limited and served as the chairman.

Independent non-executive directors

Dr. Guo Yike (“Dr. Guo”), aged 60, has been appointed as an independent non-executive Director since 4 August 2021. Dr. Guo is also the chairman of the Technology Development Committee of the Group. Dr. Guo is a Fellow of the Royal Academy of Engineering, a Fellow of the Academy of Europe and the Director of the Data Science Institute of Imperial College London; the Provost of The Hong Kong University of Science and Technology; the Dean of the School of Computer Engineering and Science, Shanghai University, the Honorary Vice President of the Chinese Association for Artificial Intelligence, the co-founder of Gold-wood Learning. Dr. Guo studied in the Department of Computer Science, Tsinghua University from 1980 to 1987, and obtained the first class honors bachelor’s degree in engineering and became the first batch of graduate and doctoral students in Tsinghua University. He was sent to the United Kingdom to study by the government in 1987, and graduated with a PhD in Computer Science from Imperial College London in 1994. He founded the Data Science Institute at Imperial College London and was appointed as the Director in 2014. In April 2015, Shanghai University appointed Dr. Guo as the Dean of the School of Computer Engineering and Science. From January 2020 to November 2022, Dr. Guo was the Vice President (Research and Development) at Hong Kong Baptist University since 2020. In December 2022, Dr. Guo served as the Provost of The Hong Kong University of Science and Technology.

非執行董事

林寶歡先生（「林先生」），61歲，由二零二一年八月十日開始獲委任為非執行董事。林先生為英國曼徹斯特索爾福德大學學士，並於英國通用電氣旗下公司展開其職業生涯。自八十年代末投身於金融領域，曾任職於香港、英國、愛爾蘭、美國等地的證券、商品期貨、金融創投等公司，累積豐富的金融投資及風險管理經驗。隨後，林先生創立其獨立家族辦公室，專注於自身財富管理及傳承規劃，主要涉及領域包括：生命科技、清潔能源、綠色金融及金融科技等範疇。二零一七年，林先生在打理其獨立家族辦公室的同時，聯合創辦了香港持牌信託公司－惠富資產信託人有限公司，並擔任主席一職。

獨立非執行董事

郭毅可博士（「郭博士」），60歲，由二零二一年八月四日開始獲委任為獨立非執行董事。郭博士亦為本集團科技發展委員會主席。郭博士為英國皇家工程院院士、歐洲科學院院士，英國帝國理工學院數據科學研究所所長；香港科技大學首席副校長；上海大學計算機工程與科學學院院長，中國人工智慧學會名譽副理事長，高木學習聯合創始人。郭博士於一九八零年至一九八七年在清華大學計算機系計算機專業就學，獲一等榮譽工學學士學位並成為首批清華碩博聯讀生。一九八七年被公派至英國留學，一九九四年博士畢業於英國帝國理工學院計算機系，獲計算機科學博士學位。二零一四年創建帝國理工數據科學研究所並被任命為所長。二零一五年四月，上海大學聘請郭博士出任計算機工程與科學學院院長。二零二零年一月至二零二二年十一月，郭博士出任香港浸會大學副校長（研究及拓展）。二零二二年十二月，郭博士出任香港科技大學首席副校長。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Dr. Guo is a world-renowned scientist in the field of large-scale data mining technology, systems and applications. Dr. Guo has been interviewed by national leaders as the representative of outstanding Chinese in the UK and provided suggestions for the development of national science and technology. Dr. Guo is currently an independent non-executive director of Lizhi Inc. (NASDAQ: LIZI) and an independent non-executive director of a Hong Kong listed company, Bairong Inc.

Mr. Wang Anyuan (“Mr. Wang”), aged 51, has been appointed as an independent non-executive Director since 18 November 2021. Mr. Wang obtained a Bachelor’s degree specialising in maritime and communication accounting from the Shanghai Maritime University in July 1994. He joined China Merchants Group and served as the manager of the audit (risk assurance) department from September 1996 to July 2001, the chief financial officer of China Merchants Securities (HK) Company Limited from July 2001 to January 2007 and general manager of audit (risk assurance) department of China Merchants Finance Holdings Company Limited from February 2007 to February 2008. In April 2008, Mr. Wang served BOCOM International Holdings Company Limited as an executive director and head of China operation, responsible for the equity sales. From June to December 2009, Mr. Wang served CITIC Securities International as a director and head of China operation, responsible for their securities business and had been the account executive of CITIC Securities International Company Limited from January 2010 to November 2012. In October 2012, Mr. Wang served as a deputy head of brokerage department of China Investment Securities (Hong Kong) Financial Holdings Limited, responsible for securities trading. In February 2013, Mr. Wang served as a responsible officer of China Investment Securities International Brokerage Limited of Type 1 (Dealing in Securities) regulated activities as defined in the SFO. Since May 2013, Mr. Wang joined Orient Finance Holdings (Hong Kong) Limited as a business director of the brokerage department. Mr. Wang was an executive director, compliance officer and authorised representative of a Hong Kong listed Company, Farnova Group Holdings Limited from September 2015 to January 2018. He is currently an independent non-executive director of a Hong Kong listed Company, F8 Enterprises (Holdings) Group Limited. Mr. Wang is licensed with the SFC as a representative of Orient Securities Limited to carry out type 1 (dealing in securities) regulated activity and as a representative of Orient Futures (Hong Kong) Limited to carry out type 2 (dealing in futures contract) regulated activity.

郭博士在大規模數據挖掘技術、系統和運用領域是蜚聲海內外的世界知名科學家，多次作為傑出旅英華人代表受到國家領導人接見，為國家科技發展建言獻策。郭博士目前是廣州荔支網絡技術有限公司（納斯達克股份代號：LIZI）的獨立非執行董事及百融雲創（香港上市公司）的獨立非執行董事。

王安元先生（「王先生」），51歲，由二零二一年十一月十八日開始獲委任為獨立非執行董事。王先生於一九九四年七月自上海海運大學取得水運經濟系會計學學士學位，彼自一九九六年九月至二零零一年七月加入招商局集團，擔任審計（稽核）部主任，自二零零一年七月至二零零七年一月為招商證券（香港）有限公司的財務總監，並自二零零七年二月至二零零八年二月為招商局金融集團有限公司審計（稽核）部總經理。於二零零八年四月，王先生於交銀國際控股有限公司擔任執行董事及中國業務主管，負責股票銷售。自二零零九年六月至十二月，王先生於中信證券國際擔任董事及中國業務主管，負責證券業務，並自二零一零年一月至二零一二年十一月於中信証券國際有限公司擔任客戶經理。於二零一二年十月，王先生於中投證券（香港）金融控股有限公司擔任經紀部門副主管，負責證券交易。於二零一三年二月，王先生擔任中投證券國際經紀有限公司（從事證券及期貨條例定義第1類（證券交易）之受規管活動）的負責人員。自二零一三年五月起，王先生加入東方金融控股（香港）有限公司擔任經紀部門業務董事。自二零一五年九月至二零一八年一月，王先生為法諾集團控股有限公司（香港上市公司）的執行董事、合規主任及法定代表彼目前是F8企業（控股）集團有限公司（香港上市公司）的獨立非執行董事。王先生獲得證監會許可作為東方證券（香港）有限公司代表以進行第1類（證券交易）之受規管活動及作為東方期貨（香港）有限公司3之代表以進行第2類（期貨合約交易）之受規管活動。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Dr. Li Qun (“Dr. Li”), aged 61, has been appointed as an independent non-executive Director since 2 June 2022. Dr. Li is a doctor of applied mathematics and a post-doctoral fellow in applied economics. He is currently the researcher and postdoctoral cooperation tutor of the Institute of Quantitative & Technical Economics of the Chinese Academy of Social Sciences, and the professor and doctoral tutor of the Chinese Academy of Social Sciences. Dr. Li is also the vice president of Chinese Eco Development Association (中國林業生態發展促進會), the chairman of China Eco Think Tank (中國生態智庫), the president of China Eco Development Institute (中國生態研究院), and the member of the Think Tank Committee of All-China Federation of Industry and Commerce (全國工商聯智庫委員會). Dr. Li is mainly engaged in the research on the fields including uncertain economic prediction and evaluation, technological innovation and strategic management, human resources and economic development, national governance, “dual carbon” evaluation and ecological civilization.

Dr. Li has presided over programs including the National Social Science Fund, the national soft science project and the major national conditions investigation and research project of the Chinese Academy of Social Sciences. Dr. Li has constructed some academic innovation models and concepts, such as L-Q grey prediction model, disturbed fuzzy set and disturbed fuzzy evaluation model. Dr. Li has published six monographs, including the Research on Uncertain Mathematical Methodology and Its Application in Social Sciences, which has been listed in the library of Chinese social sciences doctoral thesis. Dr. Li has edited eight blue books, including China Ecological Governance Development Report, China Ecotourism Development Report and China Carbon Neutral Development Report. Dr. Li has published more than 200 articles including thesis at home and abroad, theoretical articles of the Chinese Academy of Social Sciences.

Dr. Li has won many awards including the provincial and ministerial youth science and technology award and scientific and technological advancement award, the first prize and special prize for excellent thesis of the All-China Women’s Federation and first prize of guidance of excellent graduation dissertation for doctoral students of Graduate School of Chinese Academy of Social Sciences in 2016.

李群博士（「李博士」），61歲，由二零二二年六月二日獲委任為獨立非執行董事。李博士為應用數學博士，應用經濟學博士後，現為中國社會科學院數量經濟與技術經濟研究所研究員及博士後合作導師，中國社會科學院大學教授及博士生導師。李博士亦兼任中國林業生態發展促進會副會長、中國生態智庫理事長、中國生態發展研究院院長及全國工商聯智庫委員會委員。李博士主要從事不確定性經濟預測與評價、技術創新與戰略管理、人才資源與經濟發展、國家治理、「雙碳」評價及生態文明思想等領域的研究。

李博士曾主持國家社科基金、國家軟科學項目、中國社會科學院重大國情調研項目等課題並曾構建了一些學術創新模型和概念，例如L-Q灰色預測模型、擾動模糊集合和擾動模糊評價模型。李博士出版專著6部，其中《不確定性數學方法研究及其在社會科學中的應用》被列入中國社會科學博士論文文庫；曾主編《中國生態治理發展報告》、《中國生態旅遊發展報告》、《中國碳中和發展報告》等8部藍皮書；並曾發表國內外論文、報紙理論文章等成果200餘篇。

李博士曾獲得多個獎項，包括省部級青年科技獎和科技進步獎、全國婦聯優秀論文一等獎、特等獎及2016年度中國社會科學院研究生院博士生優秀畢業論文指導一等獎。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

SENIOR MANAGEMENT

Dr. Jiang Dongmei (“Dr. Jiang”), aged 51, Chief Scientific Officer of the Group and Chairman of the Strategic Development Committee of the Group, is responsible for the Carbon Neutral Business and the development and execution of corporate strategies on the Carbon Neutral Business. Dr. Jiang holds a post-doctoral degree in the School of Environment of Tsinghua University and the Institute of Nuclear and New Energy Research of Tsinghua University. Dr. Jiang is also a world-renowned expert on climate change. Dr. Jiang has been invited to deliver a speech on “Combat Climate Change” at the United Nations Headquarters in Manhattan and participated in the compilation of the second and third communication to UNFCCC on China’s inventory of GHG emissions from industrial process.

Mr. Wong Kin Yan, aged 53, is the Environmental and Quality Manager of the Group, responsible for the implementation and maintenance of our Group’s environmental and quality management systems. Mr. Wong obtained a Bachelor Degree in Applied Science in December 1994 from Hong Kong Baptist University and after that he also obtained a Master degree in environmental management from The University of Derby, United Kingdom. He is a Chartered Environmentalist and a corporate member of the Society of Operations Engineers. He has over 20 years of experience in the environmental and quality management in the construction field. He is the Management Representative of Excel’s ISO 9001 Quality Management System and ISO 14001 Environmental Management System.

高級管理層

姜冬梅博士（「姜博士」），51歲，本集團首席科學家及戰略發展委員會主席，全面負責和領導本集團碳中和業務，領導碳中和業務整體戰略制定和具體業務落實。姜博士是清華大學環境科學與工程學院博士後及核能與新能源研究院博士後。姜博士亦為全球知名應對氣候變化專家，曾受邀在聯合國紐約總部講座「應對全球氣候變化」，及參與編製「中國－聯合國第二次、第三次國家排放清單」。

王建殷先生，53歲，為本集團的環境和質素經理，負責實施及維繫本集團的環境及品質管理體系。王先生於一九九四年十二月取得香港浸會大學應用科學系學士學位及隨後取得英國德比大學環境管理碩士學位。彼為英國特許環境師及英國營運工程師學會正式會員。彼於建築業的環境及品質管理領域擁有逾20年經驗。彼為怡益的ISO 9001品質管理系統及ISO 14001環境管理系統的管理層代表。

Corporate Governance Report

企業管治報告

The Board is responsible for, amongst other things, the development and review of the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the corporate governance compliance with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules and disclosure in the annual report.

CORPORATE CULTURE

The Company conforms to the trend of worldwide to address climate change through carbon neutral and China’s proposed “carbon amount to 2030 peak and 2060 carbon neutral” country strategy, centered on carbon neutral, focusing on the negative carbon emissions as the core basic industry and carbon asset development and management as the core in the field of financial information. Building on the group’s existing business in civil engineering, building construction and maintenance, the group aims to become a leading player in the “carbon neutral” sector of Hong Kong’s capital markets.

COMPLIANCE WITH THE CG CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “Shareholders”) and to enhance corporate value and accountability. The Company has adopted the CG Code since 11 December 2013, the date on which dealings in its shares first commence on the Stock Exchange.

The Company regularly reviews its corporate governance practices to ensure they comply with the CG Code and align with the latest developments.

For the year ended 31 December 2022, the Company has complied with the code provisions set out in the CG Code with the following exceptions:

董事會負責 (其中包括) 制訂及檢討本集團之企業管治政策及常規，以及監察遵守法律及監管規定之情況、檢討及監察董事及高級管理層之培訓及持續專業發展，以及檢討企業管治是否符合上市規則附錄14所載企業管治守則（「企業管治守則」）及於年報作出披露。

企業文化

本公司順應全球通過實現碳中和應對氣候變化的趨勢和中國提出的「2030年碳達峰和2060年碳中和」國家戰略，以碳中和為中心，聚焦於負碳排放為核心的基礎產業領域和碳資產開發與管理為核心的金融資管領域。在本集團目前的土木工程、樓宇建造及保養業務的基礎上，力爭成為香港資本市場中「碳中和」領域的領先企業。

遵守企業管治守則

本集團致力維持高水平的企業管治，以保障本公司股東（「股東」）權益及提升企業價值及問責性。本公司自二零一三年十二月十一日（其股份首次開始於聯交所買賣日期）起已採納企業管治守則。

本公司定期審議其企業管治常規，以確保已遵守企業管治守則及緊貼企業管治最新發展。

截至二零二二年十二月三十一日止年度，本公司已遵守企業管治守則所載守則條文，惟以下除外：

Corporate Governance Report

企業管治報告



Pursuant to Code provision C.2.7 of the CG Code, the Chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. During the year ended 31 December 2022 (the “Year”), the Chairman, did not hold any meeting with the independent non-executive Directors without the presence of other Directors. However, the Chairman held meetings with the independent non-executive Directors with the presence of other Directors periodically during the Year to understand their concerns, to discuss pertinent issues and to ensure that there was access to adequate and complete information. The independent non-executive Directors could have direct contacts with the Chairman after meetings if necessary.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting the required standard set out in the model code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules (the “Model Code”). The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code for the year ended 31 December 2022, all Directors confirmed their respective full compliance with the required standard as set out in the Model Code during the Year.

THE BOARD

Responsibilities of the Board

The Board is responsible for the overall leadership of the Group, oversees the strategic decisions and monitors business and performance of the Group. The Board has delegated the authority and responsibility for day-to-day management, operation and execution of plans and policies of the Group to the senior management of the Group. Approval has to be obtained from the Board prior to any significant transactions entered into by the management. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the audit committee of the Board (“Audit Committee”), the remuneration committee of the Board (“Remuneration Committee”) and the nomination committee of the Board (“Nomination Committee”) (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

根據企業管治守則守則條文第C.2.7條規定，主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。於截至二零二二年十二月三十一日止年度（「本年度」），主席概無與獨立非執行董事在無其他董事出席情況下舉行會議。然而，於本年度，主席已定期與獨立非執行董事在其他董事出席情況下舉行會議，以瞭解其關注、討論相關事務及確保可獲得足夠及完備的資料。如有必要，獨立非執行董事於會議結束後可直接與主席聯繫。

董事的證券交易

本公司已採納董事進行證券交易相關的行為守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易規定的標準守則（「標準守則」）。本公司已就截至二零二二年十二月三十一日止年度之任何不遵守標準守則之事宜向所有董事作出特別查詢，而所有董事已確認彼等各自於本年度一直遵守標準守則所載的規定標準。

董事會

董事會的責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授出本集團日常管理、營運及計劃和政策執行的權力及責任。管理層訂立任何重大交易前須取得董事會批准。為監察本公司事務的特定範疇，董事會已成立三個董事委員會，包括董事會審核委員會（「審核委員會」）、董事會薪酬委員會（「薪酬委員會」）及董事會提名委員會（「提名委員會」）（統稱「董事委員會」）。董事會已向該等董事委員會授出各職權範圍所載的責任。

全體董事須確保彼等本著真誠、遵守適用法律及法規，及於所有時間符合本公司及股東利益的方式履行職責。

Corporate Governance Report

企業管治報告

All Directors have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. All Directors have separate and independent access to the advices and services of the senior management and the company secretary with a view to ensuring that board procedures, and all applicable rules and regulations, are followed.

Board Composition

As at the date of this report, the Board comprised four executive Directors, one non-executive Director and three independent non-executive Directors, namely:

Executive Directors:

Mr. Sha Tao (*Chairman*)

(*appointed on 20 February 2023*)

Mr. Chen Xinwei (*Chief Executive Officer*)

Mr. Di Ling

Mr. Chen Lei

Non-executive Directors:

Mr. Lam Po Foon

Independent Non-executive Directors:

Dr. Guo Yike

Mr. Wang Anyuan

Dr. Li Qun (*appointed on 2 June 2022*)

The biographical details of the Directors are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 30 to 35 of this annual report.

Independent non-executive Directors

Pursuant to Rule 3.10(1) of the Listing Rules, the board of directors of a listed issuer must include at least three independent non-executive directors. Pursuant to Rule 3.10A of the Listing Rules, an issuer must appoint independent non-executive directors representing at least one-third of the board. Pursuant to Rule 3.21 of the Listing Rules, the audit committee must comprise a minimum of three members.

全體董事均為董事會帶來各種不同的寶貴營商經驗、知識及專業，使其可具效率及有效履行董事會的職能。為確保董事會程序及所有適用規則及規例均獲得遵守，所有董事皆有自行及獨立接觸高級管理層及公司秘書的途徑，以獲得彼等的意見和服務。

董事會組成

於本報告日期，董事會由包括四名執行董事，一名非執行董事及三名獨立非執行董事組成，即：

執行董事：

沙濤先生 (*主席*)

(*於二零二三年二月二十日獲委任*)

陳歆璋先生 (*行政總裁*)

邱靈先生

陳蕾先生

非執行董事：

林寶歡先生

獨立非執行董事：

郭毅可博士

王安元先生

李群博士 (*於二零二二年六月二日獲委任*)

董事之履歷詳情載列於本年報第30至35頁「董事及高級管理層履歷」一節。

獨立非執行董事

根據上市規則第3.10(1)條規定，上市發行人之董事會必須包括至少三名獨立非執行董事。根據上市規則第3.10A條規定，發行人所委任的獨立非執行董事必須佔董事會成員人數至少三分之一。根據上市規則第3.21A條規定，審核委員會至少要有三名成員。

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Mr. Yu Wai Chun (“Mr. Yu”) resigned as the independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee on 31 May 2022. Following the resignation of Mr. Yu, (i) total number of independent non-executive Directors accounts for less than three and hence the Company fails to meet the requirement of Rule 3.10(1) and Rule 3.10A of the Listing Rules; and (ii) the number of members of the Audit Committee will fall below the minimum number requirement of Rule 3.21 of the Listing Rules. The above non-compliances arose only due to the resignation of Mr. Yu.

Dr. Li Qun was appointed as the independent non-executive Director and a member of each of Audit Committee, Remuneration Committee and Nomination Committee on 2 June 2022. Following the appointment of Dr. Li Qun, the Company has fully complied with the requirements as set out in Rules 3.10(1) and 3.10A and 3.21 of the Listing Rules.

The Board has assessed the independence of all the independent non-executive Directors. Having considered the guidelines as set out in Rule 3.13 of the Listing Rules, the Board considers all of them to be independent having regard to (i) their annual confirmation on independence as required under the Listing Rules; (ii) the absence of involvement in the daily management of the Company; (iii) the absence of any relationships or circumstances which would interfere with the exercise of their independent judgment; and (iv) the absence of remuneration from the Company other than the directors’ fee.

Relationship among members of the Board

Saved as disclosed in the “Biographical Details of Directors and Senior Management” of this report, there are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

余偉秦先生（「余先生」）於二零二二年五月三十一日辭任本公司獨立非執行董事、董事會審核委員會、薪酬委員會及提名委員會各自成員。於余先生呈辭後：(i)獨立非執行董事之總人數少於三名，致使本公司未能遵守上市規則第3.10(1)條及第3.10A條規定；及(ii)董事會審核委員會之成員數目將降至低於上市規則第3.21條之規定的最低人數。余先生呈辭是導致未能遵守上述規則之唯一原因。

李群博士於二零二二年六月二日獲委任為本公司獨立非執行董事、審核委員會、薪酬委員會及提名委員會各自成員。於委任李群博士後，本公司已全面遵守上市規則第3.10(1)條、第3.10A條及第3.21條所載之規定。

董事會已評估所有獨立非執行董事之獨立性。經考慮上市規則第3.13條所載的指引，鑒於彼等(i)根據上市規則要求遞交的獨立性的年度確認書；(ii)並無參與本公司日常管理；(iii)無任何關係或情況對其行使獨立判斷構成干預；及(iv)除董事袍金外本公司並無支付其他酬金，董事會認為本公司所有獨立非執行董事均屬獨立。

董事會成員間之關係

除本報告「董事及高級管理層履歷」所披露的內容外，董事會成員之間不存在任何關係（包括財務、業務、家庭或其他重大或相關關係）。

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Continuous Professional Development

During the Year, the Company has provided regular updates to Directors on material changes to regulatory requirements applicable to the Directors and the Company and on the latest business development of the Company. The Directors confirmed that they have complied with code provision C.1.4 of the CG Code on directors' training. During the Year, the Directors have participated in continuous professional development by attending webinars/reading materials to develop and refresh their knowledge and skills in areas related to their roles, functions and duties of Directors such as corporate governance, regulatory updates and topics related to the Company's businesses, and provided their respective record of training to the Company.

The table below summarises the participation of the Directors in training during the Year:

持續專業發展

於本年度，本公司已就董事及本公司適用之規管規定之重大變動以及有關本公司最新業務發展向董事提供定期更新資料。董事確認，彼等已遵守企業管治守則之守則條文第C.1.4條有關董事培訓之規定。於本年度，董事已透過出席線上研討會／閱讀各種資料之方式參與持續專業發展，以發展及更新有關其作為董事之角色、職能及職責之知識及技能，如企業管治、最新規管資料及本公司業務相關資料等，並已向本公司提供彼等各自培訓記錄。

下表載列董事於本年度參與培訓之紀錄概要：

Name of Director 董事姓名	Types of training 培訓類別	
	Attending seminars/ conferences/forums 出席研討會／會議／論壇	Reading journals/updates/ articles/materials 閱讀期刊／最新資訊／文章／資料
Executive Directors 執行董事		
Ms. Chan Tan Na Donna 陳丹娜女士	✓	✓
Mr. Chen Xinwei 陳歆瑋先生	✓	✓
Mr. Di Ling 邸靈先生	✓	✓
Mr. Chen Lei 陳蕾先生	✓	✓
Dr. Cui Dingjun ^(Note 1) 崔定軍博士 ^(註釋1)	N/A 不適用	N/A 不適用
Non-executive Directors 非執行董事		
Mr. Lam Po Foon 林寶歡先生	✓	✓

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Name of Director 董事姓名	Types of training 培訓類別	
	Attending seminars/ conferences/forums 出席研討會／會議／論壇	Reading journals/updates/ articles/materials 閱讀期刊／最新資訊／文章／資料
Independent Non-executive Directors 獨立非執行董事		
Dr. Guo Yike 郭毅可博士	✓	✓
Mr. Wang Anyuan 王安元先生	✓	✓
Dr. Li Qun 李群博士	✓	✓
Mr. Yu Wai Chun ^(Note 2) 余偉秦先生 ^(註釋2)	N/A 不適用	N/A 不適用

Notes:

- (1) Dr. Cui Dingjun retired as an executive Director on 29 June 2022; and
- (2) Mr. Yu Wai Chun resigned as an independent non-executive Director on 31 May 2022.

註釋：

- (1) 崔定軍博士於二零二二年六月二十九日退任執行董事；及
- (2) 余偉秦先生於二零二二年五月三十一日辭任獨立非執行董事。

Meetings

Code provision C.5.1 of the CG Code requires that at least four regular board meetings should be held in each year at approximately quarterly intervals with active participation of majority of Directors, either in person or through electronic means of communication.

The Company convened and held ten Board meetings during the Year.

Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to present physically may participate at any Board meeting through electronic means of communication, such as conference telephone or other similar communication equipment, in accordance with the Articles.

會議

守則條文第C.5.1條規定，每年至少召開四次定期董事會會議，大約每季一次，且大多數董事須積極參與會議（無論親身或通過電子通訊方式）。

本公司於本年度已召開及舉行10次董事會會議。

董事會於有需要時會另行召開會議，以處理突發事項。根據細則，任何無法親身出席之董事均可透過電子通訊設備，例如會議電話或其他類似通訊設備，參與任何董事會會議。

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Notice convening each regular Board meeting is sent at least 14 days in advance, and reasonable notice is given for other Board meetings and committee meetings. The company secretary of the Company (the “**Company Secretary**”) assists the Chairman and the executive Director(s) to prepare the meeting notice and agenda. Each Director may include any item in the agenda. Save for urgent matters which require the Board’s or a committee’s immediate attention and therefore lead to a short notice of a meeting, the agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director at least 3 days before each Board meeting or committee meeting to enable the Directors to make informed decisions on the matters to be discussed.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes will normally be circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors’ inspection.

召開每次董事會定期會議之通告會於最少14天前發出，而就其他董事會會議及委員會會議之通告則會於合理時間內發出。本公司之公司秘書（「**公司秘書**」）協助主席及執行董事擬定會議通告及議程。每位董事均可於議程內加入任何議題。除需要董事會或委員會立即處理並因此導致會議短期通知的緊急事項外，議程連同載有充足且可靠資料之會議文件將不少於董事會會議及委員會會議舉行日期前3天發送給每位董事，使董事能就須討論之事項作出知情決定。

公司秘書負責所有董事會會議及委員會會議記錄，並保存有關記錄。每次會議後一般於合理時間內交予董事傳閱記錄草稿並發表意見，其定稿可供董事隨時查閱。

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During the Year, ten Board meetings, seven Audit Committee meetings, two Remuneration Committee meetings, one Nomination Committee meeting and two general meetings were held. Details of individual Directors' attendance at these meetings are set out in the following table:

於本年度，共舉行10次董事會會議、7次審核委員會會議、2次薪酬委員會會議、1次提名委員會會議及2次股東大會。有關個別董事出席該等會議的詳情載列於下表：

Name of Director	Board meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	General meeting
董事姓名	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	股東大會

Executive Directors

執行董事

Mr. Sha Tao 沙濤先生 (appointed on 20 February 2023) (於二零二三年二月二十日獲委任)	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
Ms. Chan Tan Na Donna 陳丹娜女士 (resigned on 20 February 2023) (於二零二三年二月二十日辭任)	8/10	N/A 不適用	2/2	1/1	2/2
Mr. Chen Xinwei 陳欽瑋先生	10/10	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Di Ling 邱靈先生	8/10	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Chen Lei 陳蕾先生	9/10	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Dr. Cui Dingjun 崔定軍博士 (retired on 29 June 2022) (於二零二二年六月二十九日退任)	3/6	N/A 不適用	N/A 不適用	N/A 不適用	1/1

Non-executive Director

非執行董事

Mr. Lam Po Foon 林寶歡先生	5/10	N/A 不適用	N/A 不適用	N/A 不適用	2/2
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Name of Director 董事姓名	Board meeting 董事會會議	Audit Committee meeting 審核委員會會議	Remuneration Committee meeting 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	General meeting 股東大會
Independent Non-executive Directors 獨立非執行董事					
Dr. Guo Yike 郭毅可博士	3/10	4/7	1/2	1/1	2/2
Mr. Wang Anyuan 王安元先生	9/10	7/7	2/2	1/1	2/2
Dr. Li Qun 李群博士 (appointed on 2 June 2022) (於二零二二年六月二日獲委任)	6/6	3/3	1/1	N/A 不適用	2/2
Mr. Yu Wai Chun 余偉秦先生 (resigned on 31 May 2022) (於二零二二年五月三十一日辭任)	4/4	4/4	1/1	1/1	1/1

Chairman and Chief Executive Officer

The roles of the Chairman and the chief executive officer are segregated. During the Year, Ms. Chan Tan Na Donna was the Chairman (resigned on 20 February 2023, Mr. Sha Tao was appointed as the Chairman on 20 February 2023). The Chairman is mainly responsible for taking the lead in the Board to ensure its effective operation, providing adequate, complete and reliable information for all Directors in a timely manner, establishing good corporate governance practices and procedures, encouraging all Directors to contribute to the Board's affairs, and ensuring that proper approaches are adopted to maintain effective communication with shareholders. Mr. Chen Xinwei is the Chief Executive Officer of the Company. The Chief Executive Officer is mainly responsible for the day-to-day operations and overall management of the Group, and implementing the business policies and objectives determined and adopted by the Board.

主席及行政總裁

主席及行政總裁兩者角色分立。於本年度，陳丹娜女士為主席（於二零二三年二月二十日辭任，沙濤先生於二零二三年二月二十日獲委任為主席）。主席主要負責領導董事會以確保董事會有效地運作，向全體董事及時提供充分、完整及可靠的信息，建立良好之企業管治常規及程序，鼓勵全體董事為董事會事務作出貢獻，並確保採取適當的方式保持與股東之有效聯繫。陳歆瑋先生為本公司行政總裁。行政總裁主要負責本集團之日常營運及整體管理，落實由董事會制定及採納之業務政策及目標。

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Terms of appointment of independent non-executive Directors and non-executive Directors

Mr. Lam Po Foon has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one month prior notice in writing. Each of Dr. Guo Yike, Mr. Wang Anyuan and Dr. Li Qun, has entered into a letter of appointment for a term of three years commencing from 4 August 2021, 18 November 2021 and 2 June 2022 respectively.

Directors' Liability Insurance

The Company purchases annually the Directors' and officers' liability insurance for members of the Board. The insurance cover is reviewed annually to ensure that the Directors and officers are adequately protected against potential liabilities.

BOARD COMMITTEES

The Board has set up three Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspects of the Company's affairs.

Audit Committee

The Audit Committee was established in compliance with Rules 3.21 and 3.22 of the Listing Rules and the CG Code. The full terms of reference of the Audit Committee are available on the Stock Exchange's website and the Company's website.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control systems of the Group. During the Year, members of the Audit Committee comprised Mr. Wang Anyuan (chairman of the Audit Committee), Dr. Guo Yike, Dr. Li Qun (appointed on 2 June 2022) and Mr. Yu Wai Chun (resigned on 31 May 2022), being the independent non-executive Directors.

獨立非執行董事及非執行董事的任期

林寶歡先生已與本公司訂立委任書，其可由任何一方向另一方發出不少於一個月事先書面通知予以終止。郭毅可博士、王安元先生及李群博士已各自與本公司訂立委任書，任期三年，分別由二零二一年八月四日開始、二零二一年十二月十八日開始及二零二二年六月二日開始。

董事責任保險

本公司每年為董事會成員購買董事及高級職員責任保險。每年會檢討保額，以確保董事及高級職員受充分保障，以防承受潛在負債。

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面的事務。

審核委員會

審核委員會根據上市規則第3.21及3.22條以及企業管治守則成立。有關審核委員會的職權範圍全文可於聯交所網站及本公司網站查閱。

審核委員會之主要職責為審閱及監察本集團之財務申報程序及內部監控系統。於本年度內，審核委員會由獨立非執行董事王安元先生（審核委員會主席）、郭毅可博士、李群博士（於二零二二年六月二日委任）及余偉秦先生（於二零二二年五月三十一日辭任）組成。

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The work performed by the Audit Committee during the Year were:

- Reviewed the interim results and annual results;
- Reviewed the auditing and financial reporting matters, including the management letter from the external auditor in relation to the audit of the Group for the Year;
- Recommended to the Board on the appointment of external auditor;
- Reviewed and approved the internal audit plans; and
- Reviewed the adequacy and effectiveness of financial reporting system, risk management and internal control systems.

The Audit Committee meets at least twice annually and also meets with the Company's external auditor at least twice annually to discuss the audit plan and to review the Company's annual report and accounts. During the Year, the Audit Committee held seven meetings and the attendance record of the meetings are set out in the section headed "Meetings" on pages 41 to 44 of this annual report.

The Audit Committee also reviewed final results of the Company and its subsidiaries for the year ended 31 December 2022 as well as the audit report prepared by the external auditor relating to accounting issues and major findings in course of audit.

審核委員會於本年度開展的工作包括：

- 審閱中期業績及年度業績；
- 審閱審核及財務申報事宜，包括外聘核數師就本集團本年度審計發出的管理函件；
- 就外聘核數師的委任向董事會提出建議；
- 審查並批准內部審計計劃；及
- 檢討財務報告制度、風險管理及內部監控制度的充分性和有效性。

審核委員會每年舉行最少兩次會議，亦會與本公司外聘核數師每年舉行最少兩次會議，以商討有關審核計劃及審閱本公司的年報及賬目。於本年度，審核委員會舉行了7次會議及會議之出席記錄載列於本年報第41至44頁「會議」一節。

審核委員會亦審閱本公司及其附屬公司截至二零二二年十二月三十一日止年度的末期業績，以及由外聘核數師就會計事宜及核數過程中的重大發現所編製的核數報告。

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Remuneration Committee

The Remuneration Committee was established in compliance with Rules 3.25 and 3.26 of the Listing Rules and CG Code. The full terms of reference of the Remuneration Committee are available on the Stock Exchange's website and the Company's website.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for the remuneration packages of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; determine with delegated responsibility the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors; and review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. During the Year, members of the Remuneration Committee comprised Dr. Guo Yike (chairman of the Remuneration Committee), Ms. Chan Tan Na Donna (resigned on 20 February 2023 and Mr. Sha Tao has been appointed on 20 February 2023), Mr. Wang Anyuan, Dr. Li Qun (appointed on 2 June 2022) and Mr. Yu Wai Chun (resigned on 31 May 2022).

It is the Company's policy that the remuneration package of each Director and senior management shall be determined by reference to the duties, responsibilities, experience and qualifications of each candidate.

During the Year, the Remuneration Committee reviewed the adjustment and proposals of director fee, salary and discretionary bonus of Directors and senior management.

During the Year, the Remuneration Committee has reviewed the grant of 16,500,000 share options among which 13,500,000 were proposed granted to executive director and chief executive officer of the Company, Mr. Chen Xinwei, and 3,000,000 were granted to Dr. Jiang Dongmei, the Chief Scientific Officer and chairman of the Strategic Development Committee of the Group (together with Mr. Chen Xinwei, the "Grantees") (the "Grant"). The Remuneration Committee has also reviewed the background and contributions to the Group of the Grantees.

薪酬委員會

薪酬委員會根據上市規則第3.25及3.26條及企業管治守則成立。有關薪酬委員會的職權範圍全文可於聯交所網站及本公司網站查閱。

薪酬委員會之主要職責為就本公司董事及高級管理人員的薪酬待遇及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；獲董事會判斷而轉授以下職責，即釐訂個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償），並就非執行董事的薪酬向董事會提出建議；審閱及／或批准上市規則第17章所述有關股份計劃的事宜。於本年度內，薪酬委員會由郭毅可博士（薪酬委員會主席）、陳丹娜女士（於二零二三年二月二十日辭任及沙濤先生於二零二三年二月二十日獲委任）、王安元先生、李群博士（於二零二二年六月二日獲委任）及余偉秦先生（於二零二二年五月三十一日辭任）組成。

根據本公司政策，每名董事及高級管理層之薪酬組合須參考各候選人之職責、責任、經驗及資格而釐定。

本年度內，薪酬委員會已檢討董事及高級管理層的董事費、薪酬及酌情花紅的調整及建議。

於本年度內，薪酬委員會已經審閱有關授予16,500,000購股權，其中授予本公司執行董事兼行政總裁陳啟瑋先生13,500,000及本集團首席科學家兼戰略發展委員會主席姜冬梅博士（連同陳啟瑋先生，統稱「承授人」）3,000,000購股權（「授予」）。同時，薪酬委員會已審閱承授人之背景及對本集團之貢獻。

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In determining the Grant, the Remuneration Committee has considered the following factors: a) the time commitment and responsibilities of the Grantees; b) the Roles of the Grantees to the future development of the Group's Global Carbon Neutral Business; and c) the significant contributions by the Grantees to the development of Global Carbon Neutral Business.

The Remuneration Committee considered that though the Company has not set specific performance targets before exercising the share options, the economic benefits of the options depend on the Group's share price rising as a result of improved performance, which will benefit the Shareholders at that time. The Grant will effectively encourage the Grantees to strive to enhance the profitability of the Group, thereby enhancing the share price and share value of the Company and its Shareholders, so that they can enjoy unlimited potential upside when the Company's share price rises, which will be beneficial to Shareholders as a whole. In addition, as the purpose of the share option is to recognise and reward the Grantee's significant contributions, there is no claw back mechanism for the Grant. Also, there is no specified minimum period under the share option scheme of the Company for which an option must be held and the vesting period of the Grant is shorter than 12 months which is permitted by the share option scheme of the Company. In view of the Grantee's achievements in Global Carbon Neutral Business, the Remuneration Committee believes that there is no need to establish a claw back mechanism, and the vesting period is fair and reasonable, align with the purpose of the share option scheme of the Company.

The Remuneration Committee meets at least once a year to review the remuneration of Directors and make recommendations to the Board. During the Year, two meetings of the Remuneration Committee were held and the attendance record of the meetings are set out in the section headed "Meetings" on pages 41 to 44 of this annual report.

於決定授予時，薪酬委員會已考慮以下因素：a) 承授人的投入時間和職責；b) 承授人對本集團碳中和業務的進一步發展的角色；及c) 承授人對本集團碳中和業務的發展做出的重大貢獻。

薪酬委員會認為雖然本公司沒有就行使購股權前設定具體表現目標，但購股權的經濟利益取決於本集團因業績改善帶動股價上漲，屆時全體股東也受益。建議授出可有效鼓勵承授人致力提升本集團盈利能力，從而提升本公司及股東的股價及股份價值，令彼等在公司股價上漲時享有無限潛在上升空間，將對股東整體有利。此外，由於購股權的目的是表揚和獎勵承授人的重大貢獻，因此建議授出並無退扣機制。此外，本公司的購股權計劃並無訂明購股權於行使前必須持有之指定最短期限，而授予的歸屬期少於12個月，為本公司的購股權計劃允許的情況。鑑於承授人在碳中和業務的成就，薪酬委員會認為無需設立退扣機制，歸屬期公平合理，與購股權計劃的目標一致。

薪酬委員會每年舉行最少一次會議，以審閱董事的酬金，並向董事會提出建議。於本年度，薪酬委員會舉行了2次會議及會議之出席記錄載列於本年報第41至44頁「會議」一節。

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The details of the annual remuneration of the senior management (including directors) by band for the year ended 31 December 2022 is as follows:

高級管理層 (包括董事) 於截至二零二二年十二月三十一日止年度之年度薪酬範圍詳情如下：

		Number of senior management 高級管理層人數
Nil to HK\$1,000,000	零至1,000,000港元	9
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1

Nomination Committee

The Nomination Committee was established in compliance with the CG Code. The full terms of reference of the Nomination Committee are available on the Stock Exchange's website and the Company's website.

提名委員會

提名委員會根據企業管治守則成立。有關提名委員會的職權範圍全文可於聯交所網站及本公司網站查閱。

The primary duties of the Nomination Committee are to make recommendations to the Board on the nominees for appointment as Directors of the Company. During the Year, members of the Nomination Committee comprised Ms. Chan Tan Na Donna (chairman of the Nomination Committee) (resigned on 20 February 2023 and Mr. Sha Tao has been appointed on 20 February 2023), Dr. Guo Yike, Mr. Wang Anyuan, Dr. Li Qun (appointed on 2 June 2022) and Mr. Yu Wai Chun (resigned on 31 May 2022)).

提名委員會之主要職責為就提名委任為本公司董事之人士向董事會作出推薦意見。於本年度內，提名委員會由陳丹娜女士 (薪酬委員會主席) (於二零二三年二月二十日辭任及沙濤先生於二零二三年二月二十日獲委任)、郭毅可博士、王安元先生、李群博士 (於二零二二年六月二日獲委任) 及余偉秦先生 (於二零二二年五月三十一日辭任) 組成。

The work performed by the Nomination Committee during the Year were:

提名委員會於本年度開展的工作包括：

- Reviewed the structure, size and composition of the Board;
 - Assessed the independence of each independent non-executive directors; and
 - Reviewed and made recommendations to the Board on the appointment and re-appointment of the Directors.
- 審議董事會的結構、規模和組成；
 - 評估各獨立非執行董事的獨立性；及
 - 就董事的委任及重新委任進行檢討並向董事會提出建議。

The Nomination Committee meets at least once a year. During the Year, one meeting of the Nomination Committee was held and the attendance record of the meeting is set out in the section headed "Meetings" on pages 41 to 44 of this annual report.

提名委員會將每年最少一次會面。於本年度，提名委員會舉行1次會議及會議之出席記錄載列於本年報第41至44頁「會議」一節。

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NOMINATION OF DIRECTORS

1. Criteria

The Board has adopted a nomination policy which sets out the selection criteria in assessing the suitability of a proposed candidate as Director. Such criteria include, but are not limited to the character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy of the proposed candidate, and the board diversity.

2. Nomination Procedures

Appointment of New Director

- The Nomination Committee and/or the Board shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out in section 1 to determine whether such candidate is qualified for directorship.
- If the process yields one or more desirable candidates, the Nomination Committee and/or the Board shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- The Nomination Committee shall make recommendation to the Board in respect of the appointment of appropriate candidate for directorship.
- For any person that is nominated by a Shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board shall evaluate such candidate based on the criteria as set out in section 1 to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to Shareholders in respect of the proposed election of director at the general meeting.

董事提名

1. 標準

董事會已採納提名政策。提名委員會及／或董事會於評估及甄選董事候選人時，應考慮其人品及誠信、專業資質、技能、於本公司業務及企業策略相關的知識及經驗，及董事會多元化。

2. 提名程序

委任新董事

- 提名委員會及／或董事會在接收委任新董事提議及候選人的履歷資料(或相關詳情)後應根據第1節所載標準評估有關候選人，釐定該候選人是否符合資格擔任董事一職。
- 倘有關過程包含一名或多名適宜候選人，提名委員會及／或董事會將根據本公司需求及各候選人的查核(如適用)對該等候選人進行優先度排名。
- 提名委員會應就委任合適候選人擔任董事向董事會提出推薦建議。
- 對於任何由股東在本公司股東大會上提名擔任董事的人士，提名委員會及／或董事會應根據第1節所載標準評估有關候選人，以釐定該候選人是否合資格擔任董事一職及(倘適用)提名委員會及／或董事會將於股東大會上就提選董事向股東作出推薦建議。

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Re-election of Director at General Meeting

- The Nomination Committee and/or the Board shall review the overall contribution and service to the Company of the retiring director including his/her attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.
- The Nomination Committee and/or the Board shall also review and determine whether the retiring director continues to meet the criteria as set out in section 1.
- The Nomination Committee and/or the Board shall then make recommendation to Shareholders in respect of the proposed re-election of director at the general meeting.

BOARD DIVERSITY POLICY

In order to strengthen the business development of the Company, enhancement of the effectiveness and performance of the Board are the fundamental and vital elements. The Company believes that diversity at the Board level can intensify these fundamental elements. The Board diversity shall consider from, including but not limited to, age, gender, educational background, professional experience, skills, knowledge and length of service. All the appointments of the Board members shall be based on the positive contribution to be brought by the proposed candidate to the Company, its subsidiaries and/or its affiliated companies of the Group.

於股東大會重選董事

- 提名委員會及／或董事會應審閱退任董事對本公司作出的整體貢獻及服務，包括其董事會會議及(倘適用)股東大會的出席情況，以及於董事會的參與及表現水平。
- 提名委員會及／或董事會亦應審閱及釐定退任董事是否仍然符合第1節所載的標準。
- 提名委員會及／或董事會其後應於股東大會上就建議重選董事向股東作出推薦建議。

董事會多元化政策

為了加強本公司的業務發展，提高董事會效率及績效是基本且至關重要的因素。本公司認為，董事會層面的多元化可以強化該等基本要素。董事會多元化應從(包括但不限於)年齡、性別、教育背景、專業經驗、技能、知識及服務年限考慮。董事會成員的所有委任均應根據候選人對本公司、其附屬公司及／或本集團附屬公司的積極貢獻作出。

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It is set out below a list of measurable objectives for selection of candidates. The list is only an indication of factors relevant to the selection of candidates to be considered by the Nomination Committee and shall not be regarded as conclusive nor exhaustive in nature. Where appropriate, the Nomination Committee may take into account and/or further adopt and/or weight against one another such factor(s) relevant to the business to be transacted.

- Age: 18 or over.
- Gender: Welcome both genders with no preference for any particular proportion.
- Professional qualification: At least one independent non-executive Director shall possess appropriate professional qualifications in finance and accounting and meets the requirements of the Listing Rules.
- Composition: One third of the Board or minimum three members shall be independent non-executive Directors to meet the requirements of the Listing Rules.
- Service period: Independent non-executive Directors' tenure (as at the date of re-appointment) could be relevant to the determination of a non-executive Directors' independence. Re-appointment of independent non-executive Director serving more than 9 years should be in full compliance with the Listing Rules requirements.
- Other experience: Knowledge and experience which may contribute to the business of the Company.
- Any other relevant factors.

以下列表列載了甄選候選人的可衡量目標。該列表僅列出與提名委員會考慮甄選候選人有關因素，並不應被視為結論性的或詳盡的。在適當情況下，提名委員會可能需要考慮及／或進一步採取及／或衡量其他與處理業務相關的因素。

- 年齡：18歲或以上。
- 性別：歡迎任何男女，沒有傾向任何特定的比例。
- 專業資格：至少一名獨立非執行董事必須具備適當的財務及會計專業資格，且符合上市規則的要求。
- 組成：董事會成員人數的三分之一或至少三名成員須為獨立非執行董事，以符合上市規則的要求。
- 服務年期：擔任獨立非執行董事年期（計算至獲續聘之日）足以作為一個釐定非執行董事的獨立性之考慮界線。續聘在任已超過9年的獨立非執行董事時，應完全符合上市規則的要求。
- 其他經驗：有助於本公司業務的知識及經驗。
- 任何其他相關因素。

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The diversity mix of the Board's current composition is summarized as follows:

董事會目前組成的多元化組合摘要如下：

Age Group	年齡群組	No. of Directors in the category 董事類別人數
Between 41-60 years old	於41至60歲之間	7
Over 60 years old	超過60歲	1

Gender	性別	No. of Directors in the category 董事類別人數
Female	女性	0
Male	男性	8

Length of services	服務期	No. of Directors in the category 董事類別人數
1 to 3 years	1至3年	8

The Board believes that it has achieved a balanced compositions, including but not limited to the following measurable objectives in term of age and length of services.

董事會相信其已實現均衡的組合，包括但不限於以下在年齡和服務年限方面的可衡量目標。

The Board and the Nomination Committee had reviewed the structure, size and composition of the Board with reference to the Board Diversity Policy. The current Board composition reflects diverse mix of various experience, capabilities, skills and expertise. The Company considers that the current composition of the Board, is characterised by diversity, whether considered in terms of age, length of service, professional background and skills. The current Directors have extensive experience and skills in, including but not limited to, financial and asset management, risk management, ecological field, risk audit etc.

董事會及提名委員會已參考董事會成員多元化政策審閱董事會之架構、規模及組成。目前的董事會組成反映了各種經驗、能力、技能和專業知識的多樣化組合。本公司認為其董事會目前之組成無論於年齡、服務年限、專業背景及專長方面考慮均具有多元化特點。現有董事在(包括但不限於)金融領域和資產管理、風險管理、生態領域及稽核等方面擁有豐富經驗及專長。

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The Board currently consists of only male Directors. Having reviewed the Board composition, the Nomination Committee recognises the importance of the gender diversity at the Board level and will take initiatives to enhance the gender diversity among the Board members when selecting and making recommendation on suitable candidates for Board appointments. The Company targets to appoint at least one female director by no later than 31 December 2024.

Gender ratio in the workforce (including Management) is 80 (female) and 249 (male), women comprise 24.3% of all workforce.

BOARD INDEPENDENCE

The Company recognises that Board independence is key to good corporate governance. As part of the established governance framework, the Group has in place effective mechanisms that underpin a strong independent Board and that independent views and input from Directors are conveyed to the Board.

To facilitate attendance and participation at Board and other Board committee meetings, the Company plans meeting schedules with remote facilities for attendance. The Board process, ranging from agenda setting, provision of information and focus on constructive debates and discussions, facilitates effective and active participation by all independent non-executive Directors. The Company has also established channels through formal and informal means whereby independent non-executive Directors can express their views in an open and candid manner, and in a confidential manner, should circumstances require; these include periodic interaction with management and other Board Members including the Chairman outside the boardroom and seeking independent professional advice.

The Board has reviewed the effectiveness of the board independence mechanism annually and considered such mechanism is effective.

董事會目前僅由男性董事組成，提名委員會認識到董事會層面性別多元化的重要性，並將在挑選及推薦適合董事會委任的人選時採取措施加強董事會成員的性別多元化。本公司的目標是不遲於二零二四年十二月三十一日任命至少一名女性董事。

員工(包括管理層)之性別比率為80名(女)及249名(男)，女性佔全體員工比為24.3%。

董事會獨立性

本公司意識到董事會之獨立性為良好企業管治之關鍵。作為既定管治框架之一部分，本集團已建立有效機制，以鞏固董事會保持高度獨立，並向董事會傳達董事之獨立觀點及意見。

為便利董事出席及參與董事會及其他董事委員會之會議，本公司計劃會議時間表時亦提供遠程與會設施。所有獨立非執行董事均參與董事會流程，由制訂議程、提供資料以至專注於建設性辯論與討論，以促進有效及積極參與。本公司已經設立不同的正式和非正式渠道，使獨立非執行董事能夠以開誠布公的方式表達他們的意見，並在有需要時可以保密方式發表意見。這些渠道包括定期與管理層和其他董事會成員(包括主席)在會議外的互動以及尋求獨立專業意見。

董事會每年就本集團之董事會獨立性機制之有效性進行審查，並確認該機制有效。

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企業管治報告



DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company and of the Group for the year ended 31 December 2022, which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis. The Board is provided with explanations and information by the senior management of the Company, so that the Directors have an informed assessment of the financial and other information of the Group putting forward to the Board for discussion and approval.

The external auditor of the Company acknowledges his reporting responsibilities in the Independent Auditor's Report on the consolidated financial statements for the year ended 31 December 2022 as set out in the Independent Auditor's Report on pages 139 to 150 of the annual report.

AUDITOR'S REMUNERATION

In respect of the year ended 31 December 2022, the total remuneration of audit service paid and payable to the Company's external auditors was approximately HK\$1.4 million, and there was no non-audit services provided by such external auditors.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining a sound risk management and internal control systems to ensure that a review of the effectiveness of the risk management and internal control systems of the Group has been conducted at least annually, covering all material controls, including financial, operational and compliance controls, and ensuring adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

The Board has also considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programs.

董事有關財務報表的財務申報責任

董事明白彼等有責任以持續營運之基準編製本公司及本集團截至二零二二年十二月三十一日止年度之財務報表，以真實且公平地反映本公司及本集團之財務狀況。董事會將獲本公司高級管理層提供說明及資料，以便董事就提呈董事會討論及批准的本集團財務及其他資料作出知情的評估。

本公司之外聘核數師在本年報第139至150頁的獨立核數師報告中，載有彼等有關截至二零二二年十二月三十一日止年度綜合財務報表的獨立核數師報告的申報責任。

核數師酬金

截至二零二二年十二月三十一日止年度，本公司就審核服務已付及應付外聘核數師的酬金約為1,400,000港元，及該外聘核數師並無提供非審核服務。

風險管理及內部監控

董事會負責維持健全之風險管理及內部監控制度，以確保最少每年就本集團之風險管理及內部監控系統之有效性進行一次審查，涉及所有重大監控事項，包括財務、營運及合規監控，並確保會計、內部審核及財務報告職能方面之資源、員工資歷及經驗、培訓計劃及預算是否足夠。

董事會亦已考慮本公司會計及財務匯報職能之資源、員工專業資格及經驗，以及培訓課程是否足夠。

Corporate Governance Report

企業管治報告

The Company conducted review of the risk management and internal control systems of the Group for the year ended 31 December 2022, in order to ensure and enhance (i) proper process used to identify, evaluate and manage significant risks; (ii) main features of the risk management and internal control systems were identified; (iii) the systems were designed to manage the risks to achieve business objectives and provide reasonable assurance against material misstatement or loss; (iv) appropriate process to resolve material internal control defects; and (v) effective procedures and internal controls for inside information management. The Company has conducted a review of the internal audit function of the Group.

The Board has reviewed the effectiveness of the risk management and internal control systems of the Group annually and considered that the systems were appropriate.

COMPANY SECRETARY

The Company has engaged in a service contract with Ms. Han Lei, an external service provider. Mr. Chen Xinwei, the executive Director and the Chief Executive Officer, is the primary corporate contact person of the Company with Ms. Han Lei.

During the Year, Ms. Han Lei has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely disclosure of information, which will enable shareholders and investors to make the informed investment decisions.

The various channels via which the Company communicates with its shareholders include interim and annual reports, information on the websites of the Stock Exchange and the Company, annual general meeting and other general meeting that may be convened.

In addition, the Company has the information on the address, fax and email for taking enquiries and for receiving information requests from shareholders (see Shareholders' Enquiries on page 61).

本公司對本集團截至二零二二年十二月三十一日止年度之風險管理及內部監控制度開展審查，以確保及改善(i)識別、評估及管理重大風險所用之正確程序；(ii)已識別風險管理及內部監控制度之主要特徵；(iii)制度旨在管理風險，以達到業務目的，並合理保證並無重大失實陳述或損失；(iv)設有適當程序解決重大內部監控缺陷；及(v)內幕資料管理之有效程序及內部監控。本公司已就本集團內部審核職能進行檢討。

董事會每年就本集團之風險管理及內部監控系統之有效性進行審查，並認為該等系統屬適用。

公司秘書

本公司已與外聘服務提供者韓蕾女士訂立服務合約。執行董事兼行政總裁陳啟璋先生為本公司與韓蕾女士溝通的內部主要聯絡人。

於本年度內，韓蕾女士已遵守上市規則第3.29條下之相關專業培訓規定。

與股東溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及使投資者了解本集團的業務、表現及策略非常重要。本公司亦深信及時地披露資料以供股東及投資者作出知情投資決策的重要性。

本公司與其股東溝通的渠道包括中期及年度報告、載於聯交所及本公司網站的資料、股東週年大會以及其他可能召開的股東大會。

此外，本公司提供地址、傳真及電郵，讓股東可查詢和索取資料(請參閱第61頁「股東查詢」)。

Corporate Governance Report

企業管治報告



The Board has reviewed the effectiveness of the shareholders' communication policy and considered that these channels allow us to receive feedback from the Shareholders.

董事會就本集團之股東通訊政策之有效性進行審查，並認為這些溝通渠道讓我們可以聽取股東和投資者的意見。

RIGHTS OF SHAREHOLDERS

- **The right to attend the annual general meeting and to receive information**

The annual general meeting of the Company provides opportunity for shareholders to communicate directly with the Directors. The Chairman and the chairman of the Board committees will attend the annual general meeting to answer shareholders' questions. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The external auditor of the Company will also attend the annual general meeting to answer questions about the conduct of the audit, the preparation and contents of the auditor's report, the accounting policies and auditor independence.

股東權利

- **出席股東週年大會及接獲資料之權利**

本公司股東週年大會提供股東與董事直接溝通的機會。董事會主席及各董事委員會主席將出席股東週年大會解答股東提問。倘彼等未能出席，則其須邀請該委員會之其他成員 (或倘該人士未能出席，則其正式委任之代表) 出席。該等人士須於股東週年大會上回答提問。獨立董事委員會主席 (如有) 亦須於任何股東大會上回答提問，以批准須取得獨立股東批准之關連交易或任何其他交易。本公司的外聘核數師亦將出席股東週年大會，以解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

Copies of the reporting documents, including consolidated financial statements, the Directors' report and the auditor's report must be sent to members at least 21 working days before the annual general meeting of the Company.

報告文件 (包括綜合財務報表、董事報告及核數師報告) 之副本須於本公司股東週年大會召開前至少21個工作日送交各股東。

- **The right to convene an extraordinary general meeting**

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

- **召開股東特別大會之權利**

任何一位或以上於呈遞要求日期持有不少於本公司繳足股本 (賦有於本公司股東大會上投票權) 十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於呈遞該要求後兩個月內舉行。

Corporate Governance Report

企業管治報告

If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

- **The voting powers at the shareholders' meetings**

Every shareholder has the right to vote at the shareholders meetings subject to provisions on the Articles.

- **The power to elect and re-elect Directors and auditors**

The shareholders could hold individual Directors (or the Board as a whole) to account for their actions by voting against their re-election. The Articles provides 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 shall be subject to retirement at an annual general meeting at least once every three years.

For the Directors to retire by rotation, and if they wish, they may submit themselves for re-election at the annual general meeting. The retiring Directors are eligible for reappointment to the office.

The shareholders also have the right to approve (or reject) the appointment of the auditors each year. The Company may by an ordinary resolution passed at a general meeting remove a person from the office of auditor despite any agreement between the person and the Company or anything in the Articles.

- **The right to receive information of the Company**

The Company shall keep shareholders informed of certain developments and to obtain shareholder approval for certain transactions in accordance with the Listing Rules. In these cases, the Company must communicate with its shareholders and seek their support.

若呈遞後21日內，董事會未有開展召開該大會之程序，則呈遞要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而合理產生的所有開支將由本公司向遞呈要求人士作出償付。

- **於股東大會表決之權力**

在組織章程細則條文的規限下，每名股東均有權於股東大會表決。

- **選舉及重選董事及核數師之權力**

股東可透過投票反對個別董事 (或整個董事會) 連任以讓彼等為自己的行為負責。組織章程細則規定，於每屆股東周年大會上，當時為數三分之一的董事 (或如董事人數並非三(3)的倍數，則須為最接近但不少於三分之一之數目) 須輪席退任，每位董事須每三年至少須在股東周年大會上輪席退任一次。

倘輪席退任的董事願意，則可在股東週年大會上再次當選。退任董事有資格競選連任。

股東亦有權每年批准 (或拒絕) 委任核數師。儘管核數師與本公司訂立任何協議或組織章程細則有任何規定，本公司可透過在股東大會上通過普通決議案罷免任何人士的核數師職務。

- **接獲公司資料之權利**

本公司須根據上市規則向股東通報若干發展情況，並就若干交易取得股東批准。在該等情況下，本公司必須與股東溝通，並尋求股東支持。

Corporate Governance Report

企業管治報告



- **The right to communicate with the Company**

The Chairman or the executive Director should ensure that the views of the shareholders are communicated to the Board as a whole and the Chairman or the executive Director should discuss strategy and governance with the major shareholders.

Non-executive Directors should be given the opportunity to attend general meetings with major shareholders, and should be expected to attend general meetings if requested by major shareholders.

CONSTRUCTIVE USE OF GENERAL MEETINGS

- **Effectiveness of general meetings**

Shareholders should be given the opportunity to send in written questions before the meeting. There should be a circulation of a brief summary of points raised at the annual general meeting to all shareholders after the event. The Board should dispatch a circular accompanying the annual general meeting notice, which contains comprehensive information on the business to be transacted at the meeting, together with summary procedure governing voting at the annual general meeting and frequently asked questions regarding voting procedures.

The Company should arrange for the notice of the annual general meeting and the related papers to be sent to the shareholders at least 21 working days before the meeting. For other general meetings this should be at least 14 working days in advance.

- **Giving shareholders an opportunity to ask questions**

The Chairman should attend the annual general meeting. He/she should also invite the chairmen of the audit, nomination and remuneration committees and any other committees (as appropriate) to be available to answer questions at the annual general meeting. In addition, independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders.

- **與公司溝通之權利**

主席或執行董事應確保將股東的意見傳達予全體董事會成員，而主席或執行董事應與主要股東討論戰略及治理事宜。

非執行董事應有機會出席與主要股東的股東會議，並根據主要股東的要求(如有)出席股東大會。

建設性的股東大會

- **股東大會的有效性**

股東應有機會於股東大會前以書面形式提問。於股東週年大會後，應在股東週年大會上向所有股東分發要點摘要。董事會應寄發股東週年大會通函及通告，當中載有會上擬處理事項的全面資料，連同股東週年大會上表決相關的簡要程序以及表決程序的常見問題。

本公司應安排於召開股東大會前至少21個工作日向股東發送股東週年大會通知及有關文件。召開其他股東大會須至少提前14個工作日發出通知。

- **股東有機會提問**

主席應出席股東週年大會，並邀請審核委員會、提名委員會、薪酬委員會及任何其他委員會(視何者適用而定)的主席在股東週年大會上回答提問。此外，獨立非執行董事及其他非執行董事應出席股東大會，對股東的意見有公正的了解。

Corporate Governance Report

企業管治報告

• Voting procedure

At any general meeting, the Company proposes a separate resolution on each substantially separate issue and in particular proposes a resolution at the annual general meeting relating to the report and accounts. For each resolution, proxy appointment forms should provide shareholders with the option to direct their proxy to vote either for or against the resolution or to withhold their vote.

At any general meeting there should also be a separate resolution to each substantially separate issue. The Company should avoid “bundling” resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are “bundled”, the Company should explain the reasons and material implications in the notice of meeting.

In the context of voting by proxy and poll results, the Company should ensure that all valid proxy appointments received are properly recorded and counted. For each resolution, after a vote has been taken, except where taken on a poll, the Company should ensure that the following information is given at the meeting and made available as soon as reasonably practicable on a website which is maintained by or on behalf of the company.

The Company should announce the poll results as soon as possible and at least 30 minutes before the commencement of the Exchange’s morning session or any pre-opening session on the business day following the general meeting. The poll results announcement must include: the number of shares entitling the holder to attend and vote at the general meeting; shares entitling the holder to attend and abstain from voting in favour; shares of holders that are required under the Listing Rules to abstain from voting; shares actually voted for a resolution and shares actually voted against a resolution.

• 表決程序

在任何股東大會上，本公司須就每項實際獨立的事宜個別提出議案，尤其是在股東週年大會上就報告及賬目提出決議案。就每項決議案而言，受委代表委任表格應為股東提供選項以指示彼等之受委代表投票贊成或反對該決議案或棄權。

在任何股東大會上，須就每項實際獨立的事宜個別提出決議案。除非有關決議案之間相互依存及關連，合起來方成一項重大建議，否則本公司應避免「捆扎」決議案。若要「捆扎」決議案，本公司應在會議通告解釋原因及當中涉及的重大影響。

倘由受委代表投票表決，本公司應確保接獲的全部有效受委代表委任書妥為記錄及計數。就每項決議案進行表決後，除投票表決外，本公司應確保在股東大會上提供以下資料，並在合理可行下盡快在由或代表本公司維護的網站上公佈。

本公司須於股東大會後盡快，且須於會議後首個營業日的早市或任何開市前時段開始交易之前至少30分鐘刊登公告，公布投票表決的結果。投票表決結果的公告須包括：持有人有權出席大會並於會上就決議案表決的股份總數；持有人有權出席大會但放棄表決贊成決議案的股份總數；上市規則規定須放棄表決權的股份持有人所持股份總數；實際表決贊成及實際表決反對決議案的股份總數。

Corporate Governance Report

企業管治報告



SHAREHOLDERS' ENQUIRIES

Shareholders should direct their questions about their shareholdings to the Company's registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders and the investment community may at any time make a request for the Company's publicly available information. The designated contacts and addresses to enable them to make query in respect of the Company are:

Contact: the Board of Directors
Address: Unit 1808, 18/F, Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong
Fax: (852) 3728 8710
Email: ir@carbonneutral.com.hk

DIVIDEND POLICY

The Board has adopted a dividend policy (the "Dividend Policy"). A summary of this policy is disclosed as below.

The Company may declare and pay dividends to the Shareholders by way of cash or by other means that the Board considers appropriate. It is the policy of the Board, in recommending dividends, to allow the Shareholders to participate in the Company's profits, and at the same time, to ensure the Company to retain adequate reserves for future growth. The Company's decision to declare or to pay any dividends in the future, and the amount of such dividends will depend upon, among other things, the current and future operations, financial condition, liquidity position and capital requirements of the Group, as well as dividends received from the Company's subsidiaries and associates, which in turn will depend on the ability of those subsidiaries and associates to pay a dividend. In addition, any final dividends for a financial year will be subject to the approval of the Shareholders. The declaration and payment of dividends by the Company is also subject to any restrictions under the laws of Cayman Islands, the laws of Hong Kong, the Company's article of association and any applicable laws, rules and regulations.

股東查詢

股東應就其股權作出之提問送交本公司之登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

股東及投資團體可隨時要求提供本公司的公開信息。彼等就本公司作出查詢之指定聯繫人及地址為：

聯繫人：董事會
地址：香港黃竹坑業勤街39號
Landmark South 18樓1808室
傳真：(852) 3728 8710
電郵：ir@carbonneutral.com.hk

股息政策

董事會已採納股息政策（「股息政策」）。該政策的概要披露於下文。

本公司可通過現金或以董事會認為合適的其他方式向股東宣派及支付股息。董事會政策乃藉推薦股息讓股東參與本公司的盈利，同時確保本公司保留足夠儲備進行未來發展。本公司未來宣派或支付股息的決定及有關股息的金額將取決於（其中包括）本集團目前及未來營運、財務狀況、流動資金狀況及資本需求以及收自本公司附屬公司及聯營公司的股息，而後者將取決於該等附屬公司及聯營公司能否支付股息。此外，於任一財政年度派發任何末期股息須經股東批准。本公司宣派及支付股息亦受限於開曼群島、香港法例、本公司組織章程細則及任何適用法律、規則及法規下的限制。

Corporate Governance Report

企業管治報告

Whilst this Dividend Policy reflects the Board's current views on the financial and cash-flow position of the Group, the Board will continue to review this Dividend Policy from time to time and the Board may exercise its sole and absolute discretion to update, amend and/or modify this Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be declared or paid in any particular amount for any given period. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that any dividend will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

CONSTITUTIONAL DOCUMENTS

There was no amendment made to the memorandum and articles of association of the Company during the Year. The latest version of the constitutional documents of the Company is available on the websites of the Stock Exchange and the Company.

這一股息政策反映董事會目前對本集團財務及現金流狀況的看法，然而，董事會將繼續不時檢討該股息政策及可能全權酌情決定於其認為合適及必要時隨時更新、修訂及／或修改該股息政策。概不保證會於任何指定期間宣派或支付任何具體金額的股息。股息政策不構成本公司按任何具體金額支付股息的具有法律約束力的承諾及／或概不意味著本公司有責任於任何時間或不時宣派股息。

章程文件

於本年度內，概無對本公司組織章程大綱及細則進行任何修訂。本公司的章程文件的最新版本可於聯交所網站及本公司網站查閱。

Report of the Directors

董事會報告



The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of other members of the Group are set out in note 44 in Notes to the Consolidated Financial Statements.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the Year (2021: Nil).

BUSINESS REVIEW

A fair review of the Group's business, particulars of important events affecting the Group that have occurred during the Year, and an indication of likely future development in the Group's business, are set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this report. A description of principal risks and uncertainties facing the Group is also set out in the "Management Discussion and Analysis" of this report.

ENVIRONMENTAL POLICY

The Group's commitment to protecting the environment is well reflected by its continuous efforts in promoting green measures and awareness in its daily business operations. The Group encourages environmental protection and promote awareness towards environmental protection to the employees. The Group also implements green office practices such as promoting the use of recycled papers and reducing energy consumption by switching off idle lighting and electrical appliances.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses and enhance environmental sustainability.

A further discussion of the environmental policies and performance of the Group is contained in the "Environmental, Social and Governance Report" of this report.

董事欣然提呈其報告連同截至本年度本集團之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本集團其他成員公司之主要業務詳情載於綜合財務報表附註44。

末期股息

董事會並不建議就本年度派付末期股息（二零二一年：無）。

業務回顧

對本集團業務的中肯審視、本年度發生之影響本集團之重大事件詳情及本集團業務之可能未來發展的揭示，載於本報告「主席報告」及「管理層討論及分析」。本集團面臨的主要風險及不確定性之說明亦載於本報告「管理層討論及分析」。

環境政策

本集團在日常業務營運中不斷推廣環保措施和意識，以履行其保護環境的承諾。本集團鼓勵環保並推動僱員提升環保意識。本集團亦實施各項綠色辦公措施，例如提倡使用環保紙並透過關閉閒置的電燈及電器以減少能源消耗。

本集團將不時審閱其環保常規，並將考慮於本集團之業務營運中實施更多環保措施及常規，加強環境可持續性。

有關本集團環境政策及績效的進一步討論載於本報告「環境、社會及管治報告」。

Report of the Directors

董事會報告

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, as far as the Group is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five years, as extracted from the audited consolidated financial statements, is set out on page 292 in this report. This summary does not form part of the audited consolidated financial statements.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets of the Group against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. Such provisions were in force during the course of the Year and remained in force as of the date of this directors' report. There is appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme as disclosed in the below section headed "Share Option Scheme" and the section headed "Convertible Bonds" of "Management Discussion and Analysis", no equity-linked agreements were entered into by the Company, or existed during the Year.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the largest customer accounted for approximately 28.6% (2021: approximately 28.5%) of the Group's total revenues. The five largest customers accounted for approximately 87.2% (2021: approximately 89.3%) of the Group's total revenues for the Year.

For the Civil Engineering and Construction Business, the customer base is relatively concentrated to certain departments of the Government, public utilities companies and private organisations in Hong Kong.

遵守相關法律及法規

本年度內，就本集團所知，本集團並無嚴重違反或不遵守對本集團之業務及營運有重大影響之適用法律及法規。

財務資料概要

本集團過往五個年度的已刊發業績及資產及負債的概要（摘取自經審核綜合財務報表）載於本報告第292頁。該概要並不構成經審核綜合財務報表之一部分。

獲准許之彌償條文

根據本公司章程細則，各董事有權就履行其職務或在履行其職務方面或與此有關的可能蒙受或招致之所有損失或責任從本集團之資產中獲取彌償。該等條文於本年度內有效，並於本董事報告日期仍然有效。本集團董事及高級職員已獲妥當之董事及高級職員責任保險保障。

股票掛鈎協議

除下文「購股權計劃」一節所披露之購股權計劃及「管理層討論及分析」之「可換股債券」一節外，本公司於本年度內概無訂立或存在股票掛鈎協議。

管理合約

於本年度內，並無訂立或存在與本集團整體或任何重要部分業務有關之管理及行政合約。

主要客戶及供應商

於本年度內，最大客戶佔本集團的總收入約28.6%（二零二一年：約28.5%）。於本年度內，五大客戶佔本集團的總收入約87.2%（二零二一年：約89.3%）。

於土木工程及建造業務方面，客戶基礎相對集中於香港若干政府部門、公用事業公司及私人機構。

Report of the Directors

董事會報告



MAJOR CUSTOMERS AND SUPPLIERS (Continued)

None of the Directors or their respective associates or any Shareholder (to the knowledge of our Directors) holding more than 5% of the Company's issued share capital had any interest in the five largest customers.

The Group's five largest suppliers, being its sub-contractors for Civil Engineering and Construction segment, together accounted for approximately 37.2% (2021: approximately 52.4%) of the Group's total cost of sales charged to the Group as at the Year. The largest supplier accounted for approximately 16.5% (2021: approximately 23.9%) of the total cost of sales charged to the Group as at the Year.

Other than as set out in the paragraph above, none of the Directors or their associates or any Shareholders (to the knowledge of our Directors) holding more than 5% of the Group's issued share capital had any interests in the five largest sub-contractors.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 15 in Notes to the Consolidated Financial Statements.

LOANS AND BORROWINGS

Particulars of loans and borrowings of the group at the balance sheet date are set out in note 27 in Notes to the Consolidated Financial Statements.

CONVERTIBLE BONDS AND PROMISSORY NOTES

Details of movements in the Company's convertible bonds and the promissory notes during the Year are set out in note 28 and note 29 in Notes to the Consolidated Financial Statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 31 in Notes to the Consolidated Financial Statements.

RESERVES

Details of movements in the reserves of the Group during the Year are set out in the Consolidated Statement of Changes in Equity.

主要客戶及供應商 (續)

概無董事或彼等各自的聯繫人或據董事所知擁有本公司已發行股本5%以上的任何股東於任何五大客戶中擁有任何權益。

截至本年度，本集團五大供應商（即土木工程及建造分部分包商）合共佔本集團支付的銷售成本總額約37.2%（二零二一年：約52.4%）。截至本年度，最大供應商佔本集團支付的銷售成本總額約16.5%（二零二一年：約23.9%）。

除上段所載列者外，概無董事或彼等各自的聯繫人或據董事所知擁有本集團已發行股本5%以上的任何股東於任何五大分包商中擁有任何權益。

物業、機器及設備

本集團於本年度內的物業、機器及設備變動詳情載於綜合財務報表附註15。

貸款及借貸

本集團於結算日之貸款及借貸詳情載於綜合財務報表附註27。

可換股債券及承兌票據

本公司之可換股債券及承兌票據於本年度之變動詳情載於綜合財務報表附註28及29。

股本

本公司之股本於本年度之變動詳情載於綜合財務報表附註31。

儲備

本集團於本年度內的儲備變動詳情載於綜合權益變動表。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

The Company had no reserve available for distribution to Shareholders as at 31 December 2022 (2021: Nil).

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$890,000 (2021: HK\$3,500,000).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of Cayman Islands where the Group is incorporated, which would oblige the Group to offer new shares to existing Shareholders on a pro-rata basis.

TAX RELIEF

The Group is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's listed securities.

DIRECTORS

The Directors who held office during the Year and as at date of this report were:

Executive Directors:

Mr. Sha Tao (*Chairman*)
(*appointed on 20 February 2023*)
Ms. Chan Tan Na Donna
(*resigned on 20 February 2023*)
Mr. Chen Xinwei (*Chief Executive Officer*)
Mr. Di Ling
Dr. Cui Dingjun
(*retired on 29 June 2022*)
Mr. Chen Lei

Non-executive Directors:

Mr. Lam Po Foon

Independent Non-executive Directors:

Dr. Guo Yike
Mr. Wang Anyuan
Mr. Yu Wai Chun
(*resigned on 31 May 2022*)
Dr. Li Qun
(*appointed on 2 June 2022*)

可供分派儲備

於二零二二年十二月三十一日，本公司並無任何可供分派予股東的儲備（二零二一年：無）。

慈善捐款

本集團於本年度的慈善捐款為890,000港元（二零二一年：3,500,000港元）。

優先購買權

細則或本集團註冊成立所在的開曼群島法例均不設優先購買權條文規定本集團有責任按比例向現有股東提呈發售新股份。

稅項減免

本集團尚不知悉股東因持有本公司上市證券而獲得的任何稅項減免。

董事

於截至本年度內及截至本報告日期之在任董事如下：

執行董事：

沙濤先生 (*主席*)
(*於二零二三年二月二十日獲委任*)
陳丹娜女士
(*於二零二三年二月二十日辭任*)
陳歆璋先生 (*行政總裁*)
邱靈先生
崔定軍博士
(*於二零二二年六月二十九日退任*)
陳蕾先生

非執行董事：

林寶歡先生

獨立非執行董事：

郭毅可博士
王安元先生
余偉秦先生
(*於二零二二年五月三十一日辭任*)
李群博士
(*於二零二二年六月二日獲委任*)

Report of the Directors 董事會報告



DIRECTORS (Continued)

In accordance with Article 84(1) of the Articles, each of Mr. Chen Xinwei, Mr. Chen Lei and Mr. Lam Po Foon will retire from the office of Director by rotation and each of them, being eligible, will offer themselves for re-election at the forthcoming annual general meeting (the “Annual General Meeting”).

In accordance with Article 83(3) of the Articles, Mr. Sha Tao shall only hold office until the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

ANNUAL CONFIRMATION OF INDEPENDENCE

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT OF THE GROUP

Latest biographical details of the Directors and senior management of the Group are set out in Director and Senior Management Biographies of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Board has adopted the Model Code as set out in Appendix 10 to the Listing Rules to regulate the Directors’ securities transactions. The Group had made specific enquiry of all Directors regarding any non-compliance with the Model Code for the period under review, and they all have confirmed their respective full compliance with the required standard set out in the Model Code during the Year.

董事 (續)

根據細則第84(1)條，陳歆璋先生、陳蕾先生及林寶歡先生PI各自將輪席退任董事職務，而彼等各自將合資格並願意於應屆股東週年大會（「股東週年大會」）上膺選連任。

根據細則第83(3)條，沙濤先生將僅任職至股東週年大會為止，及合資格，並願意於股東週年大會重選。

年度獨立性確認

本公司已根據上市規則第3.13條自每名獨立非執行董事取得有關其獨立性之年度確認書，而本公司認為全體獨立非執行董事均為獨立人士。

本集團董事及高級管理層履歷

本集團董事及高級管理層之最新履歷詳情載列於本報告「董事及高級管理層履歷」一節。

上市發行人董事進行證券交易之標：準守則

董事會已採納上市規則附錄十所載標準守則，以規管董事的證券交易。本集團已就回顧期內任何不遵守標準守則之事宜向所有董事作出特別查詢，而彼等各自確認彼等於本年度內一直遵守標準守則所載的規定標準。

Report of the Directors 董事會報告

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

As at 31 December 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員之股份、相關股份及債權證之權益及淡倉

於二零二二年十二月三十一日，按本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條須予保存之登記冊所記錄，或根據標準守則必須知會本公司及聯交所之資料，各董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證之權益及淡倉如下：

Long position

好倉

Name of directors	Notes	Nature of interest	Number of ordinary Shares held	Number of underlying Shares held	Total	Percentage of interest in the Company (Note e) 佔本公司權益百分比 (附註e)
董事姓名/名稱	附註	權益性質	所持普通股數目	所持相關股份數目	總數	
Ms. Chan Tan Na Donna 陳丹娜女士	(a)	Interest of spouse 配偶權益	88,000,000	164,500,000	252,500,000	78.78%
Mr. Chen Xinwei 陳啟璋先生	(b)	Beneficial owner 實益擁有人	-	13,500,000	13,500,000	4.21%
Mr. Di Ling 邸靈先生	(c)	Beneficial owner 實益擁有人	-	1,500,000	1,500,000	0.47%
Mr. Lam Po Foon 林寶歡先生	(d)	Interest in a controlled corporation 於受控法團的權益	22,000,000	-	22,000,000	6.87%
		Founder of a discretionary trust who can influence how the trustee exercises his discretion 可以影響受託人如何行使其酌情權的全權委託信託的創始人	1,800,000	-	1,800,000	0.56%
		Subtotal 小計	23,800,000	-	23,800,000	7.43%

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)

Notes:

- (a) 88,000,000 Shares and 164,500,000 Convertible Bonds are held by Quick Tycoon Limited, which is wholly owned by Sound Gem Limited, a company which is wholly owned by Mr. Sha Tao, the spouse of Ms. Chan Tan Na Donna. The 164,500,000 underlying Shares represent unlisted physically settled derivatives of the Company.
- (b) The 13,500,000 underlying Shares represent unlisted physically settled derivatives of the Company.
- (c) The 1,500,000 underlying Shares represent unlisted physically settled derivatives of the Company.
- (d) 22,000,000 Shares are held by Kasumi One Limited, which is in turn wholly owned by Best Beyond Investment Development Limited ("Best Beyond"). Best Beyond is wholly owned by Classica Holdings Limited, whose share is jointly held by Mr. Lam Po Foon ("Mr. Lam") and Ms. Mok Yin Ling Helen, spouse of Mr. Lam. Mr. Lam is also the founder of a discretionary trust who can influence how the trustee exercises his discretion in relation to 1,800,000 shares held on trust by Wealth Assets Trustee Limited.
- (e) Calculation of percentage of interest in the Company is based on the issued share capital of 320,500,000 Shares as at 31 December 2022.

Save as disclosed above, as at 31 December 2022, none of the Directors or the chief executives of the Company had registered an interest or short positions in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員之股份、相關股份及債權證之權益及淡倉(續)

附註：

- (a) 88,000,000股股份和164,500,000可換股債券由敏將有限公司持有，該公司由Sound Gem Limited全資擁有，而Sound Gem Limited則由Sha Tao先生(陳丹娜女士之配偶)全資擁有。164,500,000股相關股份代表本公司非上市以實物結算衍生工具。
- (b) 13,500,000股相關股份代表本公司非上市以實物結算衍生工具。
- (c) 1,500,000股相關股份代表本公司非上市以實物結算衍生工具。
- (d) 22,000,000股股份由Kasumi One Limited持有，而Kasumi One Limited則由Best Beyond Investment Development Limited(「Best Beyond」)全資擁有。Best Beyond由Classica Holdings Limited全資擁有，其股份由林寶歡先生(「林先生」)和其配偶莫燕玲女士共同持有。林先生也是一個全權信託的創始人，他可影響受託人就1,800,000股股份(由Wealth Assets Trustee Limited以信託方式持有)行使其酌情權。
- (e) 佔本公司權益百分比乃根據本公司於二零二二年十二月三十一日的已發行股本320,500,000股計算。

除上文所披露者外，於二零二二年十二月三十一日，董事或本公司主要行政人員概無登記於本公司或其任何相聯法團之股份、相關股份中擁有的根據證券及期貨條例第352條須予記錄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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" and the share options granted under the share option scheme disclosed in note 32 in Notes to the Consolidated Financial Statements, at no time during the Year were rights to acquire benefits by means of the acquisitions of Shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Director to acquire such rights in any other body corporate.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No Director (including any person who at any time during the Year was a Director) nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party during the Year.

CONTRACT OF SIGNIFICANCE

During the Year, neither the Company or any of its subsidiaries had entered into any contract of significance with the controlling shareholder or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by the controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, no Director was interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business which is required to be disclosed pursuant to the Listing Rules.

董事購入股份或債權證之權利

除「董事及最高行政人員之股份相關股份及債權證之權益及淡倉」一節及綜合財務報表附註32披露之購股權計劃項下授出之購股權外，於本年度內任何時間概無授予任何董事或彼等各自之配偶或未成年子女可透過購入本公司股份或債權證而獲益之權利，或由彼等行使任何該等權利；或由本公司或其任何附屬公司訂立任何安排致使董事可於任何其他法人團體獲得該等權利。

董事服務合約

概無董事與本公司或其任何附屬公司訂立本集團不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

董事於交易、安排或合約之權益

於本年度內，概無董事（包括於本年度任何時間擔任董事之任何人士）或董事之關連實體於本公司或其任何控股公司、附屬公司或同系附屬公司為訂約一方的重要之交易、安排或合約中直接或間接擁有重大權益。

重大合約

於本年度內，本公司或其任何子公司與控股股東或其任何子公司概無訂立任何重大合約，亦無就控股股東或其任何子公司向本公司或其任何子公司提供的服務訂立任何重大合約。

董事於競爭業務的權益

於本年度內，除本集團業務外，概無董事於須根據上市規則披露並與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS PURSUANT TO PART XV OF THE SFO

As at 31 December 2022, the following persons, other than a Director or the chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

Long position

Name of shareholders	Notes	Nature of interest	Number of ordinary Shares held	Number of underlying Shares held	Total	Percentage of interest in the Company (Note f) 佔本公司權益百分比 (附註f)
股東姓名/名稱	附註	權益性質	所持普通股數目	所持相關股份數目	總數	
Mr. Sha Tao 沙濤先生	(a)	Interest in a controlled corporation 受控法團權益	88,000,000	164,500,000	252,500,000	78.78%
Mr. Jiang Jianhui 姜建輝先生	(b)	Interest in a controlled corporation 受控法團權益	51,700,000	-	51,700,000	16.13%
Mr. Cao Junsheng 曹俊生先生	(c)	Interest in a controlled corporation 受控法團權益	23,760,000	-	23,760,000	7.41%
Mr. Lam Po Foon 林寶歡先生	(d)	Interest in a controlled corporation 於受控法團的權益	22,000,000	-	22,000,000	6.87%
		Founder of a discretionary trust who can influence how the trustee exercises his discretion 可以影響受託人如何行使其酌情權的全權委託信託的創始人	1,800,000	-	1,800,000	0.56%
		Subtotal 小計	23,800,000	-	23,800,000	7.43%
Mr. Zhang Yaxun 張亞循先生	(e)	Interest in a controlled corporation 受控法團權益	16,240,000	-	16,240,000	5.07%
Mr. Zhang Junjie Zhang Junjie先生		Beneficial owner 實益擁有人	20,000,000	-	20,000,000	6.24%

根據證券及期貨條例第XV部須披露彼等之權益之主要股東及其他人士

於二零二二年十二月三十一日，下列人士（董事或本公司行政人員除外）於本公司之股份及相關股份中擁有須記於本公司根據證券及期貨條例第336條而存置之登記冊內之權益或淡倉：

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Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS PURSUANT TO PART XV OF THE SFO (Continued)

Notes:

- (a) Details of the interests in Shares and underlying Shares of Mr. Sha Tao and the relationship between him and Ms. Chan Tan Na Donna is disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debenture" above.
- (b) 51,700,000 Shares were held by Youth Force Asia Ltd., which was wholly owned by Mr. Jiang Jianhui.
- (c) 23,760,000 Shares were held by Mao Yuan Capital Limited, which was wholly owned by Mr. Cao Junsheng.
- (d) Details of the interests in Shares of Mr. Lam is disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debenture" above.
- (e) Mr. Zhang Yaxun controls more than one-third of the voting power of Z&F International Trading Limited, he is therefore deemed to be interested in all the 16,240,000 Shares held by Z&F International Trading Limited by virtue of Part XV of the SFO.
- (f) Calculation of percentage of interest in the Company is based on the issued share capital of 320,500,000 Shares as at 31 December 2022.

Save as disclosed above and in the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, as at 31 December 2022, no other person had interests or short positions in the shares and underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

At the extraordinary general meeting of the Group held on 24 March 2016, the Shareholders approved the adoption of the share option scheme of the Group (the "Scheme"). The relevant listing approval was granted by the Stock Exchange on 29 March 2016. A summary of the principal terms of the Scheme are as follows:

Purpose

The purpose of the Scheme is to enable the Group to grant options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

根據證券及期貨條例第XV部須披露彼等之權益之主要股東及其他人士 (續)

附註：

- (a) 沙濤先生之股份及相關股份權益詳情及彼和陳丹娜女士之關係於以上「董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉」一節中披露。
- (b) 51,700,000由姜建輝先生全資擁有之Youth Force Asia Ltd.持有。
- (c) 23,760,000股股份由曹俊生先生全資擁有之懋源資本有限公司持有。
- (d) 林先生之股份權益詳情於以上「董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉」一節中披露。
- (e) 張亞循先生控制Z&F International Trading Limited三分之一以上之投票權，根據證券及期貨條例第XV部，故彼被視為擁有Z&F International Trading Limited所持本公司16,240,000股股份之全部權益。
- (f) 佔本公司權益百分比乃根據本公司於二零二二年十二月三十一日的已發行股本320,500,000股計算。

除上文及於「董事及最高行政人員之股份、相關股份及債權證之權益及淡倉」一段所披露者外，於二零二二年十二月三十一日，概無其他人士於本公司之股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第336條而存置之登記冊內之權益或淡倉。

購股權計劃

於二零一六年三月二十四日舉行的本集團股東特別大會上，股東批准採納本集團之購股權計劃（「計劃」）。聯交所已於二零一六年三月二十九日授予相關上市批准。計劃的主要條款概要如下：

目的

計劃之目的為讓本集團向獲選合資格參與者授出購股權，以作為就彼等對本集團所作出之貢獻或潛在貢獻之激勵或獎勵。

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SHARE OPTION SCHEME (Continued)

Participants

The eligible participant(s) of the Scheme is/are full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Group); and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group.

Maximum number of shares available for issue

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the total number of ordinary shares of the Company in issue as at the date when the Scheme was approved by the shareholders of the Company in a general meeting, which is a total of 20,000,000 ordinary shares available for issue under the Scheme. The total number of shares available for issue under the Scheme is 20,000,000 Shares, representing approximately 6.24% of the issued Shares at the date of this report.

The number of options available for grant under the scheme mandate as at 1 January 2022 is 12,100,000 and there is no options available for grant as at 31 December 2022.

There is no service provider sublimit under the Scheme as at as at 1 January 2022 and as at 31 December 2022.

Maximum entitlement of each participant

The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

購股權計劃(續)

參與者

計劃的合資格參與者為本集團全職或兼職員工(包括本集團任何董事,不論是執行或非執行董事及是否獨立董事);及本集團任何業務或合營夥伴、承包商、代理或代表、專家顧問、顧問、供應商、生產商或特許發出人、客戶、特許持有人(包括任何再授特許持有人)或分銷商、業主或租戶(包括任何分租戶)或董事會全權酌情認為對本集團作出貢獻或可能對本集團作出貢獻之任何人士。

可發行之股份最高數目

現時可根據該計劃授出之未行使購股權最高數目為相等於(在其獲行使後)本公司於該計劃獲本公司股東在股東大會上批准當日之已發行普通股股份總數的10%之數額,即根據計劃可予發行合共20,000,000股普通股股份。根據計劃可發行的股份總數為20,000,000股,約佔本報告日期已發行股份的6.24%。

於二零二二年一月一日,根據計劃授權可授予的購股權數量為12,100,000份,於二零二二年十二月三十一日,本公司並無可供授予的購股權。

於二零二二年一月一日及二零二二年十二月三十一日,本公司並無設定服務提供者分項限額。

每名參與者之最高權益

每名合資格參與者於任何12個月期間內根據該計劃可獲發行之股份的最高數目為不得超過本公司於任何時候已發行股份的1%。凡進一步授出超出該限額之購股權均須經股東在股東大會上批准。

Report of the Directors

董事會報告

SHARE OPTION SCHEME (Continued)

Option period

The option period of the Scheme, in respect of any particular option, is the period to be determined and notified by the Directors to the grantee thereof at the time of making an offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular option but subject to the provisions for early termination thereof contained herein.

There is no specified minimum period under the Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms of the Scheme.

Acceptance of offer

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors and ends on a date which is not later than 10 years from the date of the offer of the share options.

Exercise price

The exercise price of the share options is determinable by the directors, but should not be less than the highest of (i) the closing price of the shares of the Company as stated in the Hong Kong Stock Exchange daily quotation sheet on the date of grant of share options; (ii) the average of the closing prices of the shares of the Company as stated on the Hong Kong Stock Exchange for the 5 trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares of the Company.

Remaining life of the Scheme

The Directors shall be entitled at any time within 10 years commencing on 29 March 2016 to offer the grant of an option to any eligible participant. The Scheme will expire on 28 March 2026.

New Requirement

In view of the new requirements under Chapter 17 of the Listing Rules which came into effect on 1 January 2023, any option shall only be granted in accordance with such new requirements.

Movements of Share Options

Particulars of the share option scheme of the Company and details of movements in the share options are set out in note 32 in Notes to the Consolidated Financial Statements.

購股權計劃 (續)

購股權期間

有關任何特定購股權的計劃購股權期間將由董事於作出要約時釐定及通知其承授人，前提是有關期間不得超過自授出特定購股權當日起計十(10)年，惟須符合計劃所載有關其提早終止的條文。

根據計劃條款，行使購股權前，計劃並無規定持有購股權之最短期限或必須達到之表現目標。

接受要約

授出購股權之要約可於要約日期起計21天內，於承授人支付名義代價合共1港元後予以接納。已授出購股權之行使期可由董事釐定，並在不遲於購股權要約當日起計10年之日完結。

行使價

購股權之行使價可由董事釐定，惟不得少於下列之最高者：(i)於授出購股權日期在香港聯交所每日報價表所列之本公司股份收市價；(ii)於緊接要約日期前5個交易日在香港聯交所所列之本公司股份平均收市價；及(iii)本公司股份之面值。

計劃之剩餘年期

董事將有權於二零一六年三月二十九日起計10年內隨時向任何合資格參與者授出購股權。計劃將於二零二六年三月二十八日屆滿。

新規定

鑑於二零二三年一月一日生效之上市規則第十七章之新規定，任何購股權僅可根據該等新規定授予。

購股權變動

本公司購股權計劃之詳情及變動詳情載於綜合財務報表附註32。

Report of the Directors

董事會報告



PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operations, financials and prospects are affected by risks and uncertainties. The risk factors listed below may directly or indirectly lead to significant differences in the Group's operating performances, financial positions and development prospects from its expected or past performances. These factors are not comprehensive, and there may be other risks and uncertainties that are not known by the Group or may not be noticeable at present, but may become significant in the future.

Business Risk

Performance of all business segments of the Group may be affected by fluctuations in market prices and market demands of the Group's final products and services. On the other hand, raw materials or outsourced services which are provided by the Group's suppliers are subject to price fluctuations. The Group does not enter into any material contracts to hedge against such price fluctuations. Therefore, any increases in these raw materials or outsourced services will exert pressures on the Group's production costs, gross profits and final prices that the Group in turn charges the customers. If the Group fails to adapt and respond successfully to the changing demands and supplies, it may adversely affect the business performance and development prospects.

Industry Risk

The Global Carbon Neutral Business is subject to certain industry risks. The market for carbon credits can be volatile due to changing supply and demand, as well as the regulatory changes around carbon emissions and climate change. In addition, the verification process for carbon credits can be complex due to technical requirements for the certification under different standards, which poses challenges to developing and procuring supply of carbon credits. Meanwhile, the Group mitigates the risks through investing in its professional team and leveraging its experience in developing its Global Carbon Neutral Business.

Civil Engineering and Construction Business is operated in industry which is highly competitive. Competition may intensify as the Group's competitors expand their product or service, lower their prices, or increase their qualities. There may be new competitors entering the Group's existing markets as well. If the Group does not compete successfully against existing and new competitors, the Group may not be able to maintain its existing business scale and operation performance.

主要風險及不確定性

本集團的營運、財務狀況及前景均受到風險及不確定因素的影響。下文載列的風險因素可能直接或間接導致本集團的經營業績、財務狀況及發展前景與預期或過往業績有重大差異。此等因素並不全面，亦可能存在其他不為本集團所知或目前可能並不重大但日後可能轉為重大的風險及不確定因素。

業務風險

市場價格的波動以及本集團最終產品及服務的市場需求可能會影響本集團所有業務部門的業績。另一方面，本集團供應商提供的原材料或外包服務可能會受到價格波動的影響。本集團並無訂立任何重大合約以對沖該等價格波動。因此，該等原材料或外包服務的任何增加都將對本集團的生產成本、毛利潤及最終價格施加壓力，進而由本集團向客戶收取費用。倘本集團未能適應及成功應對不斷變化的需求及供應，則可能對業務表現及發展前景造成不利影響。

行業風險

全球碳中和業務面臨特定行業風險。由於供應及需求，以及圍繞碳排放和氣候變化的監管的變化，碳信用市場可能會出現波動。此外，由於不同標準下認證的技術要求，碳信用的認證過程可能較複雜，這對碳信用的開發和供應造成挑戰。與此同時，本集團通過投資其專業團隊並利用其發展全球碳中和業務的經驗來降低這些風險。

土木工程及建造業務參與高度競爭行業營運。隨著本集團競爭對手擴大產品或服務、降低價格、或提高產品質量，競爭可能會加劇。亦可能有新的競爭對手進入本集團現有市場。倘本集團未能與現有及新競爭對手成功競爭，則本集團可能無法維持其現有業務規模及營運業績。

Report of the Directors

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

Policy Risk

Some business segments of the Group must abide by various policies and regulations. For example, the civil engineering and construction business is subject to compliance requirements imposed by the Hong Kong government. The regulators may require the Group to apply for new licenses, and impose new rules, regulations or requirements. Changes in policies and regulations will affect the development of the Group's business, such as increasing compliance costs and reducing business opportunities.

Credit Risk

All business segments of the Group allow a credit for their customers' payment. All trade and other receivables are accounted by their carrying amounts less expected credit loss. In the past, the Group has experienced significant delay in the payment of the trade and other receivables, and therefore some credit loss has been recognized in the financial statements of the Group in accordance with the accounting standards. However, the impaired amounts of the trade and other receivables do not represent the Group's maximum exposure to credit risk. Recoverability of such receivables depends on a lot of factors, including the general economy, government policies, investor confidences, and most importantly, the business performances and financial positions of each debtor.

Liquidity Risks

As discussed before, the Group recorded net liabilities as at 31 December 2022, indicating that the Group was exposed to liquidity risk. Despite that the Group has some measures to raise additional working capital to finance its operation, there is always a risk that the Group cannot meet its financial obligations as they fall due.

ESG Risks

The Group places particular emphasis on several ESG risks. In terms of the environment, the Group focuses on issues such as climate change, energy efficiency, and waste management. In terms of social factors, the Group is committed to social investments, tenant engagement, and responsible supply chain management. In terms of governance, the Group emphasizes ethics and integrity, information privacy, risk and crisis management, etc. This integrated strategy and operational advantage can provide the group with additional support in the current uncertain environment, seeking success and development.

主要風險及不確定性 (續)

政策風險

本集團若干業務分部須遵守各項政策法規。例如，土木工程及建造業務須遵守香港政府施加的合規要求。監管機構可能會要求本集團申請新牌照，並強加新規章制度或要求。政策法規的變化會影響本集團業務的開展(如增加合規成本及減少商機)。

信貸風險

本集團所有業務部門均允許為其客戶付款提供信貸。所有貿易及其他應收賬款均按其賬面值減預期信貸虧損計量。過去，本集團在支付貿易及其他應收賬款方面存在重大延遲，因此，根據會計準則，若干信貸虧損已於本集團的財務報表中確認。然而，貿易及其他應收賬款的減值並不代表本集團的最大信貸風險。該等應收賬款的可收回性取決於諸多因素，包括總體經濟、政府政策、投資者信心、最重要的是各債務人的業務表現及財務狀況。

流動資金風險

如上文所述，於二零二二年十二月三十一日，本集團錄得負債淨值，表明本集團面臨流動性風險。儘管本集團採取了一些措施籌集額外營運資金來為其營運提供資金，但始終存在本集團無法履行其到期債務的風險。

ESG 風險

本集團特別注重幾方面之ESG風險。在環境方面，本集團關注氣候變化、能源效率和廢物管理等問題。在社會方面，本集團致力於社會投資、租戶參與以及負責任的供應鏈管理。在治理方面，本集團注重道德與誠信、資訊隱私、風險和危機管理等方面。這種綜合戰略和運營優勢可以為本集團在當前不穩定的環境中提供額外的支援，以尋求成功和發展。

Report of the Directors 董事會報告



PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

Other Risks

Some risks are not noticeable from the daily operations of the Group, but they can have a material adverse impact on the Group. For example, the harshening business environment from the U.S.- China trade conflicts, the sharp decrease in Hong Kong economy after the local political movements, and the recent COVID-19 outbreak. These kinds of events may interrupt the Group's operations, increase prices of raw material and outsourced services, and deteriorate other risks and uncertainty that the Group are facing. All such events are outside control of the Group and there is no guarantee that the Group's responsive measures are sufficient to protect the Group's interests. Given the complexity and materiality of these events, the Group is of the view that their impacts may take a longer time to fully emerge.

TRANSACTIONS WITH CONNECTED AND/OR RELATED PARTIES

Save for the related party transaction as disclosed in note 38(b) to the Notes to the Consolidated Financial Statements, the related party transactions during the Year as disclosed in note 38 to or elsewhere in the Notes to the Consolidated Financial Statements did not fall under the definition of "connected transactions" nor "continuing connected transactions" (as the case may be) in Chapter 14A of the Listing Rules. The Directors confirm that the Company has, where applicable, complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CORPORATE GOVERNANCE

The Group has applied the principles and code provisions as set out in the CG Code contained in Appendix 14 of the Listing Rules. During the Year, save as disclosed in the section headed "Corporate Governance Report", the Group has complied with the code provisions in the CG Code.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in the "Events after the Reporting Period" under the "Management Discussion and Analysis" of this report, there was no other significant event affecting the Group after the reporting period and up to the date of this report.

主要風險及不確定性 (續)

其他風險

若干風險於本集團日常運營中並不明顯，但會對本集團造成重大不利影響。例如，中美貿易戰加劇的商業環境惡化、當地政治變動後香港經濟急劇下滑，以及近期爆發的COVID-19疫情。該等事件可能中斷本集團營運、提高原材料及外包服務的價格，並加劇本集團面臨的其他風險及不確定性。所有此類事件均不受本集團控制，且不能保證本集團的響應措施足以保護本集團的利益。鑒於該等事件的複雜性及重要性，本集團認為其影響可能需要更長的時間才能完全顯現出來。

與關連人士及／或關聯方的交易

除於綜合財務報表附註38(b)所載之關聯方交易外，於綜合財務報表附註38或別處所披露之本年度關聯方交易並不構成上市規則第14A章所界定之「關連交易」或「持續關連交易」（視情況而定）。董事確認本公司已遵守上市規則第14A章之披露規定（如適用）。

企業管治

本集團已應用上市規則附錄14所載企業管治守則中載列的原則及守則條文。於本年度，除「企業管治報告」一節披露者外，本集團一直遵守企業管治守則的守則條文。

報告期後事項

除本報告中「管理層討論與分析」所載之「報告期後事項」所披露外，報告期後及直至本報告日期概無其他影響本集團之重大事項。

Report of the Directors

董事會報告

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2022.

SUFFICIENCY OF PUBLIC FLOAT

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

CHANGE OF AUDITOR IN ANY OF THE PRECEDING THREE YEARS

On 28 December 2021, Zenith CPA Limited ("Zenith") has resigned as the auditor of the Group with effect from the same date, as the Company and Zenith could not reach a consensus on the audit fee for the year ending 31 December 2021. The Company appointed RSM as the auditor of the Group with effect from 28 December 2021 to fill the casual vacancy following the resignation of Zenith.

On 7 April 2022, RSM has resigned as the auditor of the Group with effect from the same date, as RSM unable to agree with the Company on a mutually acceptable timetable to complete the audit for the consolidated financial statements of the Group for Year, nor to reasonably estimate the time and manpower resources required to complete all audit works for the consolidated financial statements of the Group in respect of the Year. The Company appointed Prism Hong Kong and Shanghai Limited ("Prism") as the auditor of the Group with effect from 7 April 2022 to fill the casual vacancy following the resignation of RSM.

The consolidated financial statements for the year ended 31 December 2022 have been audited by Prism.

買賣或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零二二年十二月三十一日止年度買賣或贖回本公司任何上市證券。

足夠公眾持股量

根據可供公開查閱本公司之資料及據董事於本年報日期所知，本公司已維持上市規則規定的最低公眾持股量。

於過去三年核數師變動

於二零二一年十二月二十八日，由於本公司與誠豐會計師事務所有限公司（「誠豐」）未能就截至二零二一年十二月三十一日止年度之審核費用達成共識，誠豐已辭任本集團核數師一職，自同日生效。本公司已委任羅申美為本集團的核數師，自二零二一年十二月二十八日起生效，以填補誠豐辭任後的臨時空缺。

於二零二二年四月七日，由於羅申美與本公司未能就完成本集團截至本年度的綜合財務報表審計制定雙方同意的時間表，亦無法合理估計審計所需的時間和人力資源以完成本集團本年度綜合財務報表的所有審計工作，羅申美已辭任本集團核數師一職，自同日生效。本公司已委任上會栢誠會計師事務所有限公司（「上會栢誠」）為本集團核數師，自二零二二年四月七日起生效，以填補羅申美辭任後的臨時空缺。

上會栢誠已審核截至二零二二年十二月三十一日止年度的綜合財務報表。

Report of the Directors 董事會報告



CHANGE OF AUDITOR IN ANY OF THE PRECEDING THREE YEARS (Continued)

Prism shall retire in the Annual General Meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Prism as auditor of the Group will be proposed at the forthcoming annual general meeting.

On behalf of the Board
China Carbon Neutral Development Group Limited

Mr. Sha Tao
Chairman

Hong Kong, 30 March 2023

於過去三年核數師變動 (續)

上會栢誠須於應屆股東週年大會上退任，並符合資格及願意膺選連任。有關續聘上會栢誠為本集團核數師的決議案將於應屆股東週年大會上獲提呈。

代表董事會
中國碳中和發展集團有限公司

沙濤先生
主席

香港，二零二三年三月三十日

Environmental, Social and Governance Report

環境、社會及管治報告

Overview

China Carbon Neutral Development Group Limited (the “Company” or “China Carbon Neutral”) (Stock Code: 1372.HK) and its subsidiaries (the “Group” or “we”) are pleased to publish the *Environmental, Social and Governance Report* (the “ESG Report” or the “Report”). The Report provides an overview of the Group’s policies, sustainability strategies, management approaches and initiatives in the environmental, social and governance (“ESG”) areas of its business and the Group’s performance in this regard.

Reporting Scope

The Report covers the period from 1 January 2022 to 31 December 2022 (the “Reporting Period”). By comprehensively considering the Company’s sustainable development background, the Report covers the Group’s main business related to Global Carbon Neutral and Civil Engineering and Construction.

Basis of Preparation

The Report has been prepared in accordance with the *Environmental, Social and Governance Reporting Guide* (the “ESG Reporting Guide”) set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited (the “SEHK”) and is based on the reporting principles of materiality, quantitative, balance and consistency.

The Report has complied with the mandatory disclosure requirements and “Comply or Explain” provisions set out in the *ESG Reporting Guide* of the SEHK. For details, please refer to the end of the Report.

Reporting Principles

During the preparation of the Report, the Group has followed the following reporting principles:

Materiality: A materiality review and assessment is used to review the material issues of the Group during the Reporting Period and to focus on the material issues identified for the preparation of the Report, for details please refer to the sections on “Stakeholder Engagement” and “Materiality Assessment”;

Quantitative: The Report discloses the standards and methods used in the calculation of relevant data in the Report, and disclose the applicable assumptions;

概述

中國碳中和發展集團有限公司（「本公司」或「中國碳中和」）（股份代碼：1372.HK）及其附屬公司（「本集團」或「我們」）欣然發佈《環境、社會及管治報告》（「ESG報告」或「本報告」）。本報告概述了本集團在旗下業務之環境、社會及管治（「ESG」）範疇所實行的政策、可持續發展策略、管理方針及措施以及本集團在這方面之表現。

報告範圍

本報告涵蓋的時間範圍為二零二二年一月一日至二零二二年十二月三十一日（「報告期」）。通過綜合考量本公司的可持續發展背景，本報告內容涵蓋本集團主要從事的全球碳中和業務及土木工程及建造業務。

報告編制基準

本報告的編制遵循香港聯合交易所有限公司（「香港聯交所」）發佈的《香港聯合交易所有限公司證券上市規則》附錄二十七《環境、社會及管治報告指引》（「《ESG報告指引》」），並且以重要性、量化、平衡及一致性的匯報原則作為編制基礎。

本報告已遵守香港聯交所《ESG報告指引》中所載的強制披露規定及「不遵守就解釋」條文。有關條文及詳情請見本報告的結尾。

報告匯報原則

在編制本報告的過程中，本集團遵循以下匯報原則：

重要性：採用重要性議題回顧及評估的方式，回顧本集團報告期內的重要性議題，進而以所確定的重要性議題為重點進行本報告的編制工作，有關詳細內容請參閱「持份者參與」和「重要性評估」部分；

量化：披露本報告中通過計算所得的相關數據所採用的標準、方法，並且披露其中適用的假設；

Environmental, Social and Governance Report

環境、社會及管治報告



Reporting Principles (Continued)

Balance: The Report reflects an unbiased view of the Group's performance in all aspects of ESG, and avoids negative impacts on the Group arising from inappropriate decisions or choices of judgement, omissions of information or reporting formats;

Consistency: The preparation method of the Report is basically consistent with the previous year, and the data with changes in the scope of disclosure and calculation methods are explained.

Confirmation and Approval

The Report was reviewed, confirmed and approved by the board (the "Board") of directors (the "Directors") of the Company on 30 March 2023.

Publication of the Report

The Report is published in traditional Chinese and English versions. In case of any discrepancy between the two versions, the traditional Chinese version shall prevail. The electronic version of the Report can be accessed and downloaded at the website of the HKEXnews (www.hkexnews.hk) and the Company's website (www.carbonneutral.com.hk).

Report Access and Feedback

The Group welcomes your comments and suggestions on the Report or the Group's ESG work via the email: ir@carbonneutral.com.hk.

報告匯報原則 (續)

平衡：本報告不偏不倚地反映本集團於ESG方面的各項工作表現，並避免由於不恰當地決策或判斷的選擇、信息遺漏或報告格式等對本集團造成的負面影響；

一致性：本報告的編備方式與往年基本一致，並且針對披露範圍及計算方式發生變化的數據進行說明。

確認與審批

本報告於2023年3月30日經由本公司董事(「董事」)會(「董事會」)審閱、確認並批准。

報告發佈形式

本報告以繁體中文及英文版本發佈。如兩個版本有任何差異，應以繁體中文版本為準。本報告線上版本可在香港聯交所披露易網站(www.hkexnews.hk)及本公司網站(www.carbonneutral.com.hk)查閱和下載。

報告獲取與反饋

本集團歡迎閣下透過電郵：ir@carbonneutral.com.hk，就本報告或本集團的ESG工作提出意見和建議。

Environmental, Social and Governance Report

環境、社會及管治報告

1. Stable operation

1.1 Business Overview

The Group is principally engaged in (i) global carbon neutral business with a focus on trading of carbon-credit assets, carbon credit and carbon asset development, management and investment in carbon neutral related fields and carbon consulting and planning, as well as carbon negative business including industrial carbon negative with a core of development of carbon capture, utilization and storage and natural carbon negative focusing on forest and crop optimisation (“**Global Carbon Neutral Business**”); and (ii) civil engineering works, building construction and maintenance works (the “**Civil Engineering and Construction Business**”). In line with the national strategy of “Carbon Peaking by 2030 and Carbon Neutrality by 2060” (“**Dual Carbon**”), the Group centers on carbon neutrality by focusing on the basic industry sector with carbon negative emissions as the core and the financial management sector with carbon asset development and management as the core. In the future, the Group will continuously strive to expand its business and enhance its corporate reputation on the basis of its current Civil Engineering and Construction Business, with an aim to become a leading enterprise in the field of carbon neutrality in the Hong Kong capital market.

During the Reporting Period, the Group has made progress in Global Carbon Neutral Business, including but not limited to further diversification of project development, completion of relevant international public announcements of some projects. The Group will gradually promote the implementation of carbon credit assets related work to meet the national policies and market demand. During the Reporting Period, the Group also made breakthroughs and carried out a series of external cooperation. For example, we successfully completed the trading of 2 million tonnes of carbon credit assets in Singapore, signed a memorandum of understanding with SMRT Experience Pte Ltd, participated in carbon credit trading from the launch of Core Climate at Hong Kong Exchanges and Clearing Limited (“**HKEX**”) as the first batch of selective market participants, and set up a Digital Technology Committee to expand our digital technology business on carbon neutrality.

1. 穩健運營

1.1 業務概覽

本集團主要從事 (i) 以碳信用資產交易、碳中和相關領域的碳信用及碳資產開發、管理及投資以及碳諮詢及碳規劃；及以發展碳捕集、利用與封存為核心的工業負碳及以森林和農作物優化為核心的自然負碳等負碳排放業務（「**全球碳中和業務**」）；及 (ii) 土木工程項目以及樓宇建造和保養工程（「**土木工程及建造業務**」）。本集團順應「2030年碳達峰和2060年碳中和」（「**雙碳**」）的國家戰略，以碳中和為中心，聚焦於以負碳排放為核心的基礎產業領域和碳資產開發與管理為核心的金融資管領域。未來，本集團亦將在目前的土木工程及建造業務的基礎上，不斷努力拓寬業務並提升企業聲譽，力爭成為香港資本市場中碳中和領域的領先企業。

於報告期內，本集團在全球碳中和業務方面取得了進展，包括但不限於項目發展進一步多元化，部分項目完成相關國際公示。本集團將逐步推動落實碳信用資產相關工作，迎合國家政策及市場需求。於報告期內，本集團業務層面取得了突破並對外開展一系列合作，例如成功在新加坡完成200萬噸碳信用資產交易，與新加坡地鐵集團簽訂合作備忘錄，從香港交易及結算所有限公司的（「**香港交易所**」）設立Core Climate開始，作為首批選擇性市場參與者參與了碳信用交易及成立數字科技委員會，拓展碳中和數字化業務等。

Environmental, Social and Governance Report

環境、社會及管治報告



1. Stable operation (Continued)

1.2 Business Ethics and Integrity

The Group upholds the core values of honesty, integrity, fairness, impartiality and compliance with business ethics, and is committed to implementing the Group's compliance work on integrity and anti-unfair competition, as well as actively promoting the culture of integrity within the enterprise and regulating the ethical conduct of its employees, so as to build a clean corporate atmosphere through good corporate governance. The Group is committed to the prevention, deterrence, detection and investigation of all forms of corruption, bribery, extortion, fraud and money laundering. The Group strictly complies with the laws and regulations relating to anti-corruption, anti-bribery and anti-unfair competition, such as the *Prevention of Bribery Ordinance* (Cap. 201 of the Laws of Hong Kong), the *Criminal Law of the People's Republic of China*, the *Anti-Unfair Competition Law of the People's Republic of China*, the *Anti-Money Laundering Law of the People's Republic of China* and the *Interim Provisions for the Prohibition of Commercial Bribery by the State Administration for Industry and Commerce of the People's Republic of China*. At the same time, the Group is committed to maintaining the highest ethical standards in the conduct of its business. We aim to safeguard fair competition by prohibiting any unfair competition. To ensure full compliance with the *Competition Ordinance* (Cap. 619 of the Laws of Hong Kong), we require our employees not to disclose or exchange competitive sensitive information to our competitors or engage in price manipulation, and to avoid imposing restrictions on customers, suppliers or sub-contractors in all circumstances. In addition, we also require all employees to collectively resist the arrangement of market sharing. During the Reporting Period, there were no reported cases of anti-unfair competition behaviour by the Group.

1. 穩健運營 (續)

1.2 商業道德與廉潔建設

本集團秉持誠實正直、廉潔守正、公平公正、不偏不倚及遵守商業道德的核心價值觀，堅定地推行本集團於廉潔及反不正當競爭方面的合規工作，並在企業內部積極推行廉潔文化，規範員工道德行為，以良好的公司治理構建風清氣正的企業氛圍。本集團致力於防止、遏止、偵測及調查所有形式的貪污、賄賂、勒索、欺詐和洗錢。本集團嚴格遵守有關反貪污、反賄賂及反不正當競爭之法例及法規，如《防止賄賂條例》(香港法例第201章)、《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》、《中華人民共和國反洗錢法》及《國家工商行政管理局關於禁止商業賄賂行為的暫行規定》。同時，本集團在運營業務時致力維持最高道德標準。我們旨在透過禁止任何不當競爭行為來保障公平競爭。為確保完全遵守《競爭條例》(香港法例第619章)，我們要求員工不得向競爭對手披露或與其交換涉及競爭的敏感資料或參與價格操縱，並且於任何情況下杜絕對客戶、供應商或分判商施加限制的行為。此外，我們亦要求所有員工集體抵制瓜分市場的安排。於報告期內，本集團並無有關反競爭行為之呈報違規個案。

Environmental, Social and Governance Report

環境、社會及管治報告

1. Stable operation (Continued)

1.2 Business Ethics and Integrity (Continued)

In our daily operations, we provide “Employee Handbook” and “Employee Code of Conduct and Ethics” for all employees as guidelines for their behaviour, setting out the standards of conduct that we expect every employee to follow, such as those related to acceptance, provision of gifts or hospitality, conflict of interest and employment with external organisations during business solicitation. All employees must complete professional ethics training before joining the Group. During the Reporting Period, the Group organised several anti-corruption training activities for Directors and employees to participate in and watched anti-corruption training videos.

During the Reporting Period, the Group formulated and issued the *Code of Conduct Regarding Anti-corruption*, which states that in the course of business operation, the Group is committed to providing customers with high-quality services and requires all employees to adhere to the highest integrity, commitment and professional standards in performing their duties. In addition, the Group also makes corresponding integrity requirements for suppliers and contractors, and ceases to cooperate with contractors, suppliers and other potential business partners who have known to have committed bribery and/or been involved in corrupt practices.

1. 穩健運營 (續)

1.2 商業道德與廉潔建設 (續)

在日常的運營中，我們提供針對全體員工的「員工手冊」及「員工紀律與道德守則」作為員工的行為指引，列明我們期望每名員工遵守的行為標準，例如有關於招攬業務過程中接受、提供禮物或款待、利益衝突及受僱於外間機構的相關標準。所有員工在入職前，必須完成職業操守的培訓。於報告期內，本集團多次組織董事及員工參與反貪污培訓並觀看反貪污培訓短片。

報告期內，本集團制定並發佈了《反貪污政策》，表明在業務開展過程中，本集團致力為客戶提供優質的服務，要求所有員工在履行職責過程中依循最高的誠信、承諾及專業標準。此外，本集團亦對供應商及承辦商做出相應的廉潔要求，停止對與已知行賄及／或涉及貪污行為的承包商、供應商及其他潛在業務夥伴進行合作。

Environmental, Social and Governance Report

環境、社會及管治報告



1. Stable operation (Continued)

1.2 Business Ethics and Integrity (Continued)

In order to effectively promote and supervise the integrity construction within the Group, the Group has established an effective accountability mechanism to enable relevant work to be carried out efficiently. The Group has formulated and issued the *Whistleblowing Policy* to enable employees to raise their opinions in a responsible and effective manner. The *Whistleblowing Policy* applies to the following senior management concerns:

- Financial malpractice or impropriety or fraud;
- Misappropriation of company property;
- Failure to comply with a legal obligation or Statutes;
- Dangers to Health & Safety or the environment;
- Criminal activity;
- Improper conduct or unethical behaviour; and
- Attempts to conceal any of these.

We encourage the whistleblowers to put their name to any disclosures they make and require the whistleblowers to ensure the accuracy of the information with due care. The Group will treat all such disclosures in a confidential and sensitive manner. Whistleblowers ought to provide a statement as part of the required evidence when necessary. Therefore, the identity of whistleblowers will be kept confidential so long as it does not hinder or frustrate any investigation. Disciplinary actions will be taken if malicious reports are found. During the Reporting Period, with the implementation of clear policies, there were no cases of bribery or corruption involving the Group and its employees.

1. 穩健運營 (續)

1.2 商業道德與廉潔建設 (續)

為有效推動並監管本集團內部的廉潔建設，本集團設立了有效的問責機制，讓相關工作可以高效地推進。本集團已制定並發佈了《舉報政策》，讓員工可以有責任及有效地提出意見。《舉報政策》適用於以下高層關注事項：

- 財務舞弊或不當行為或欺詐；
- 挪用公司財產；
- 未有遵守任何法律義務；
- 危及環境及任何個人的健康和安全的行動；
- 刑事罪行；
- 不當行為或不道德行為；及
- 試圖隱瞞任何上述事項。

我們鼓勵舉報人以實名作出披露，且要求舉報人以謹慎的態度確保舉報資料的準確性。本集團對所有舉報事宜進行慎重且保密地處理，舉報人需在必要時提供聲明作為所需證據的一部分，因此舉報人的身份將於不影響或阻撓任何調查的情況下盡可能保密，若發現惡意舉報事件，將採取紀律處分。於報告期內，憑藉實施清晰的政策，本集團及本集團員工並無涉及有關賄賂或貪污案件的情況。

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1. Stable operation (Continued)

1.3 Sustainability Management

The Group firmly believes that a sound and comprehensive ESG governance system and ESG strategies are essential to the successful implementation of the Group's sustainable development strategies. Therefore, the Group is committed to implementing ESG development strategies and practicing ESG-related matters by gradually establishing and improving the ESG governance system. To effectively promote the implementation and management of ESG-related work, the Group has incorporated ESG issues into the consideration of its own development strategy, and the Board is responsible for the formulation, update, review and reporting of the Group's ESG strategy. The Board assumes responsibility for ESG issues and integrates them into the Group's management approach and strategy, guides the management and monitoring of ESG issues relevant to the Group, and reviews ESG-related objectives. The Board is also responsible for the truthfulness, objectivity, and completeness of the information disclosed in the Report.

In addition, the Board is responsible for the Group's ESG related issues, identifying, reviewing and evaluating recommendations on the Group's corporate responsibility, sustainability and addressing climate change through internal meetings, and reviewing the implementation and progress of ESG related work on an annual basis. The Group's management team is responsible for the implementation of ESG related issues and reports regularly to the Board to assist the Board in assessing and determining whether the Company's internal control system is appropriate and effective in controlling ESG related risks. At the operational level, functional departments are responsible for ensuring that sustainability strategies and practices are integrated into the Group's business operations, and for exploring new action plans or measures.

1. 穩健運營(續)

1.3 可持續發展管理

本集團堅信良好且全面的ESG管治體系及ESG策略對本集團成功實施可持續發展策略至關重要。因此，本集團致力於通過逐步搭建並完善ESG管治體系以實施ESG發展方面的策略並踐行ESG相關事宜。為有效推進ESG相關工作的執行和管理，本集團將ESG事宜納入企業自身發展策略的考量中，並且由董事會對本集團的ESG策略的制定、更新、審閱及匯報承擔責任。本公司董事會承擔對ESG事宜及將其融入本集團管理方針與策略的責任，指導與本集團相關之ESG議題的管理及監察，以及檢討ESG相關目標。本公司董事會亦對本報告中披露信息的真實性、客觀性及完整性負責。

此外，董事會對本集團ESG相關事宜負責，通過內部會議識別、審核、評估就本集團企業責任、可持續發展及氣候變化應對提出建議，並且每年審視ESG相關工作的執行情況與進展。本集團管理團隊負責ESG相關事宜的執行，並定期向董事會進行匯報，以協助董事會評估及釐定公司的內部監控系統是否合適及有效地控制ESG風險。於運營層面，各職能部門負責確保將可持續發展策略和實務融入本集團的業務運營中，同時探討新的行動計劃或措施。

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1. Stable operation (Continued)

1.3 Sustainability Management (Continued)

1. 穩健運營 (續)

1.3 可持續發展管理 (續)

Board of Directors 董事會

The Directors are responsible for:

由董事會成員負責：

- Formulating long-term sustainable development guidelines and strategies
制定長遠的可持續發展方針及策略
- Assessing and determining risks and opportunities associated with ESG
評估及釐定有關ESG風險及機遇
- Ensuring appropriate and effective ESG risk management and internal monitoring system
確保合適及有效的ESG風險管理及內部監控系統
- Reviewing and approving policies, objectives and action plans or measures related to ESG
檢討及批准ESG相關的政策、目標及行動計劃或措施
- Approving the ESG Report
審批ESG報告

Management Team 管理團隊

The management team is responsible for:

由管理團隊負責：

- Formulating and reviewing policies, objectives and action plans or measures related to ESG
制定與檢討ESG相關的政策、目標及行動計劃或措施
- Monitoring and reporting to the Board of Directors on the progress and quality of implementation of the action plans or measures
監督及向董事會匯報行動計劃或措施的執行進度與質量
- Identifying risks and opportunities associated with ESG
識別ESG風險及機遇
- Reviewing the ESG Report
審閱ESG報告

Functional Departments 職能部門

The functional departments are responsible for:

由職能部門負責：

- Identifying, assessing, determining and reporting to management on significant ESG issues
識別、評估、釐定及向管理團隊匯報重大ESG議題
- Performing ESG risk management and internal monitoring
執行ESG風險管理及內部監控
- Ensuring that ESG policies, objectives and action plans or measures are integrated into business operations
確保ESG政策、目標及行動計劃或措施融入業務營運中
- Reporting to management on the progress and quality of implementation of the action plans or measures
向管理團隊匯報行動計劃或／措施的執行進度與質素

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1. Stable operation (Continued)

1.4 Stakeholder Engagement

The Group is fully aware of the importance of stakeholders to the Group's operation and market value. Therefore, the Group incorporates stakeholder communication into its daily operations and is committed to establishing a communication platform between the Group and its major stakeholders, listening to and analysing the opinions or suggestions of major stakeholders on ESG matters to ensure information sharing. The Group controls and manages the relevant issues that may have an impact on the Group's operation and management system through the established stakeholder needs and expectations control procedures.

The Group maintains close contact with stakeholders such as government/regulatory authorities, shareholders/investors, employees, customers, suppliers, and the community through diversified channels, strives to balance their opinions and interests through constructive communication, and understands the needs and expectations of stakeholders, and therefore to determine the direction of the Group's sustainable development. The expectations and requirements of stakeholders, communication channels, and relevant management responses from the Group are as follows:

1. 穩健運營(續)

1.4 持份者參與

本集團深明持份者對本集團的運營及市場價值的重要性。因此本集團將持份者溝通納入日常運營之中並致力於建立本集團與主要持份者之間的溝通平台，聆聽並分析主要持份者對ESG事宜的意見或建議，以確保信息流通。本集團透過已制定的持份者需求和期望控制程序，控制與管理對本集團運營及管理體系可產生影響的相關事宜。

本集團透過多元渠道與政府／監管組織、股東／投資者、員工、客戶、供應商、社區等持份者保持密切聯繫，力求透過建設性交流，平衡意見與利益，瞭解各持份者的需求和期望，從而確定本集團的可持續發展方向。有關持份者的期望與要求、溝通渠道，以及本集團管理層的相關回應如下：

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1. Stable operation (Continued)

1.4 Stakeholder Engagement (Continued)

Stakeholder 持份者	Expectation and Requirement 期望與要求	Communication Channel 溝通渠道	Management Response 管理層回應
Government/Regulatory Authorities 政府／監管組織	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法律法規 Fulfillment of tax liability 履行稅務責任 Green operation 綠色運營 Working together to combat COVID-19 共同對抗2019冠狀病毒病 	<ul style="list-style-type: none"> Periodic report or announcement 定期報告或公告 Regular communication with regulatory organisations 定期與監管機構溝通 Official business handling through government websites or applications 透過政府政務網站或應用程序辦公務 	<ul style="list-style-type: none"> Conduct business with integrity and comply with business regulations 於運營中秉持誠信行事及運營循規 Pay tax on time to give back to society 按時繳稅，回饋社會 Establish comprehensive and effective internal control and environmental management systems 建立全面有效的內部控制及環境管理體系 Fully implement the responsibility system for safe production 全面推行安全生產責任制度 Actively carry out all kinds of cleaner production measures 積極推行各種清潔生產的措施 Comply with the government's COVID-19 measures and guidelines to halt the spread of COVID-19 遵守政府的2019冠狀病毒病措施和指引遏止2019冠狀病毒病蔓延
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none"> Return on investment 投資回報 Information transparency 信息透明度 Corporate governance system 企業管治制度 	<ul style="list-style-type: none"> Information disclosure on the websites of the Company and the SEHK 於本公司及香港聯交所網站披露信息 Website and official WeChat account of the Company 本公司網站與官方微信號 General meetings of shareholders and other shareholders' meetings 股東大會及其他股東會議 Investor meetings or plant visits 投資者會面或廠房參觀 	<ul style="list-style-type: none"> Management has the relevant experience and expertise to ensure the sustainable development of the business 管理層具有相關經驗和專業知識，確保業務的可持續發展 Regularly distribute information through the websites of the SEHK and the Company 透過於聯交所及本公司網站定期發放信息 Strive to improve internal monitoring system and risk management 儘力改善內部監控系統及風險管理 Exchange views with investors through various communication channels 透過各種溝通渠道與投資者進行意見交流

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1. Stable operation (Continued)

1.4 Stakeholder Engagement (Continued)

Stakeholder 持份者	Expectation and Requirement 期望與要求	Communication Channel 溝通渠道	Management Response 管理層回應
Suppliers 供應商	<ul style="list-style-type: none"> Constant demand 需求穩定 Good relationship with the Company 與公司保持良好關係 Corporate reputation 企業信譽 Working together to combat COVID-19 共同對抗2019冠狀病毒病 	<ul style="list-style-type: none"> Business visit 商務拜訪 Contact via email, phone and communication applications 通過電子郵件、電話及溝通應用程序聯絡 Promotions 產品推廣會 	<ul style="list-style-type: none"> Ensure performance of contractual obligations 確保履行合約責任 Develop supply chain management policies and procedures 制定供應鏈管理的政策和程序 Establish and maintain long-term cooperative relationship with quality suppliers 與優質供應商建立及保持長期的合作關係 Rigorously select suppliers 嚴謹篩選供應商 Take effective measures to prevent and control COVID-19 採取有效的疫情防控措施
Communities 社區	<ul style="list-style-type: none"> Environmental protection 環境保護 Reduction of greenhouse gas and waste emission and generation 減少溫室氣體與廢棄物的排放與產生 Efficient use of resources 有效地利用資源 Community participation 社區參與 Economic development and community employment 經濟發展與社區就業 Working together to combat COVID-19 共同對抗2019冠狀病毒病 	<ul style="list-style-type: none"> Release of the Company's information through its website, official WeChat account and the government's information disclosure website 使用本公司網站、官方微信號及政府部門信息公示網站發佈公司信息 Participation in community activities 參與社區活動 	<ul style="list-style-type: none"> Pay attention to climate change and actively carry out all kinds of cleaner production measures 關注氣候變化問題並積極採取各種清潔生產措施 Continue to invest resources in environmental protection 持續於環境保護方面投入資源 Actively innovate environmental protection technology 積極創新環保技術 Strengthen management of energy saving and emission reduction 加強節能減排管理 Encourage employees to participate in charity activities and volunteer service 鼓勵員工參與慈善活動和義工服務 Maintain sound financial performance and business growth 維持財務業績穩健和業務增長 Set up a pandemic prevention and control team and formulate a code of practice to prevent the further spread of COVID-19 設立疫情防控小組及制定防疫工作守則，以防止2019冠狀病毒病進一步擴散

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1. Stable operation (Continued)

1.5 Materiality Assessment

During the Reporting Period, the Group identified material issues by reviewing and assessing material issues, including reviewing the results of previous materiality assessment, reviewing its applicability, reviewing and confirming the materiality of identified issues. In addition, on the basis of the material issues identified in 2021, the Group also assessed and updated the material issues in 2022 with reference to the key indicators of Wind ESG rating¹, and based on its own strategy and business characteristics, combined with national policies and the focus of the capital market, which were then reviewed and confirmed by the Board. The Report focuses on the material issues identified during the Reporting Period and makes detailed disclosure. For the review and assessment of material issues, the Group has adopted the following three processes:



¹ The ESG rating system was developed by Wind, an authoritative Chinese financial information agency, to assess the ESG performance of companies by combining domestic and international ESG standards.

1. 穩健運營 (續)

1.5 重要性評估

於報告期內，本集團採用重要性議題回顧及評估的方式確定重要性議題，包括回顧過往重要性評估結果、檢討其適用性、審閱並確認已釐清的議題重要性。此外，在2021年重要性議題的基礎上，本集團亦參考Wind ESG¹評級的關鍵指標，基於自身的戰略和業務特點，結合國家政策與資本市場關注重點，評估並更新了2022年重要性議題，並由董事會審閱和確認。本報告著重圍繞報告期內所識別的重要性議題，進行詳細披露。對於重要性議題回顧與評估，本集團已採取以下三個流程：

¹ 由中國金融資訊權威機構Wind結合國內外ESG標準建立的評估企業ESG表現的評級體系。

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1. Stable operation (Continued)

1.5 Materiality Assessment (Continued)

The materiality assessment helps the Group to understand and focus on the expectations and requirements of the stakeholders in order to continuously improve its own operation system. The issues concerned by the Group and stakeholders are listed in the following materiality matrix:

1. 穩健運營 (續)

1.5 重要性評估 (續)

重要性評估有助本集團了解並關注持份者的期望與要求，進而不斷完善自身運營體系，本集團和持份者所關注的事項均列載於以下的重要性矩陣圖內：

Materiality Matrix
重要性矩陣

Materiality to the stakeholders 對持份者的重要性	High 高	<ul style="list-style-type: none"> • Anti-discrimination and diversity 反歧視與多元化 • Assurance of human rights 保障人權 	<ul style="list-style-type: none"> • Talent management 人才管理 • Employee training and promotion 員工培訓與晉升 • Employee compensation and benefits 員工報酬與福利 	<ul style="list-style-type: none"> • Product responsibility and service quality 產品責任與服務品質 • Supplier management 供應商管理 • Pandemic prevention 防疫抗疫 • Occupational health and safety 職業健康與安全 • Clean production and green products 潔淨生產與綠色產品
	Medium 中	<ul style="list-style-type: none"> • Social Participation 社會參與 	<ul style="list-style-type: none"> • Anti-corruption 反貪污 • Greenhouse gas emission 溫室氣體排放 • Energy use 能源使用 • Addressing climate change 應對氣候變化 	<ul style="list-style-type: none"> • Operational compliance 運營合規 • Protection of customer privacy 保護客戶隱私 • Air emission 廢氣排放 • Wastewater discharge 廢水排放
	Low 低	<ul style="list-style-type: none"> • Measures to prevent child labour and forced labour 預防童工及強制勞工的措施 	<ul style="list-style-type: none"> • Water resource use 水資源使用 • Discharge of non-hazardous waste 無害廢棄物排放 	<ul style="list-style-type: none"> • Raw material use 原材料使用 • Discharge of hazardous waste 有害廢物排放
		Low 低	Medium 中	High 高
Materiality to the Group 對本集團的重要性				

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2. Green Development

2.1 Environmental Management

As an enterprise engaged in carbon neutral related business around the world, the Group plays an important role in protecting the environment. We are committed to protecting the environment and supporting sustainable development by conducting our business in an environmentally responsible manner. We believe that successful environmental management is essential for us to meet our customers' environmental protection requirements, ensure steady business growth and sustainable corporate development. Therefore, we set and review environmental targets from time to time with an aim to minimize our environmental footprint and seek continuous improvement.

In terms of environmental protection, we also actively fulfill our environmental responsibilities and link them closely with the Group's business operations. We comply with the relevant laws and regulations where we operate to ensure that we are able to manage the environmental impact of our business in a proper and responsible manner. Relevant laws and regulations include:

- *Air Pollution Control Ordinance* (Cap. 311 of the Laws of Hong Kong)
- *Waste Disposal Ordinance* (Cap. 354 of the Laws of Hong Kong)
- *Water Pollution Control Ordinance* (Cap. 358 of the Laws of Hong Kong)
- *Noise Control Ordinance* (Cap. 400 of the Laws of Hong Kong)
- *Dumping at Sea Ordinance* (Cap. 466 of the Laws of Hong Kong)
- *Environmental Impact Assessment Ordinance* (Cap. 499 of the Laws of Hong Kong)

2. 綠色發展

2.1 環境管理

本集團作為一家在全球範圍內從事碳中和相關業務的企業，在保護環境中起著重要作用。我們致力於以對環境負責的方式開展業務，保護環境並推動可持續發展。我們認為，成功的環境管理對我們滿足客戶的環保要求、確保業務穩健增長及企業的可持續發展而言至關重要。因此，我們不時制定及檢討環保目標，旨在盡量減少我們的環保足跡並不斷尋求改善。

在環境保護方面，我們亦積極履行環境責任，將其與本集團業務運營緊緊聯繫在一起。我們遵守運營地相關法律及法規，以確保我們能以妥善及負責任的方式管理我們業務造成的環境影響。相關法律法規包括：

- 《空氣污染管制條例》(香港法例第311章)
- 《廢物處置條例》(香港法例第354章)
- 《水污染管制條例》(香港法例第358章)
- 《噪音管制條例》(香港法例第400章)
- 《海上傾倒物料條例》(香港法例第466章)
- 《環境影響評估條例》(香港法例第499章)

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2. Green Development (Continued)

2.1 Environmental Management (Continued)

The Group is committed to reducing the negative impact on the environment by complying with various environmental laws and regulations in relation to the Group's business and operations. We implement the concepts of green operation, resource conservation, low carbon emission, and environmental protection to guide the Group's daily operation and site management. At the same time, we convey these innovative environmental concepts to our customers, suppliers and sub-contractors to jointly conserve natural resources. We have implemented a series of policies and procedures, including environmental management policies and waste management guidelines, in accordance with the requirements and environmental standards where we operate. During the Reporting Period, the Group did not identify any cases of non-compliance with laws and regulations.

2.2 Green Construction and Operation

Based on the business characteristics of the Group, we continue to pay attention to the sustainable construction principles and maintain a good track record in implementing green building projects. Our environmental management system has obtained ISO14001: 2015 certification. Under its rigorous framework, we take a systematic approach to managing our resources use efficiency and emission control to drive continuous upgrading. We attach particular importance to the assessment of our environmental data (such as energy and material use, carbon emissions, water consumption and waste generation), to ensure that all emissions data comply with the emission standards where we operate.

2. 綠色發展 (續)

2.1 環境管理 (續)

本集團遵循各項與本集團業務及運營有關的環境法律及規例，致力減少對環境的負面影響。我們貫徹綠色運營、節約資源、低碳排放及環境保護的概念以指導本集團之日常運營及工地管理。我們同時將該等創新環保概念傳達予客戶、供應商及分判商，以共同保護自然資源。我們根據運營業務所在地的規定及環境標準實施了一系列政策及程序，包括環境管理政策及廢物管理指引。報告期內，本集團並未發現任何違反法律法規的個案。

2.2 綠色建造與運營

基於本集團業務特點，我們持續關注可持續施工原則，並在執行綠色建築項目方面維持良好記錄。我們的環境管理體系已獲得ISO14001: 2015認證。在其嚴格的框架下，我們採取系統的方法管理我們的資源利用效率及排放控制以推動持續升級。我們尤為重視對我們環境數據 (如能源和材料使用、碳排放、水消耗及廢棄物產生) 的評估，確保所有排放數據均符合運營所在地的排放標準。

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Emission Management

Air emissions and Wastewater Discharge Management

The major air emissions generated by the Group are from vehicles, which mainly include nitrogen oxides (NOx), sulfur oxides (SOx) and particulate matter (PM). During the Reporting Period, the above-mentioned air emissions of the Group were 196.65 tonnes, 1.60 tonnes and 0.92 tonnes respectively. With the goal of reducing air emissions, the Group encourages employees to use public transportation as much as possible when they are on duty. We also encourage employees to plan their itineraries and manpower deployment in advance, so that the employees can share the same vehicle when attending the same meeting to reduce energy consumption and pollution during travel.

In order to further strengthen the awareness of energy conservation and emission reduction among the Group's employees, we have also formulated a business travel saving policy to encourage employees to reduce the frequency of business travel and use green communication methods, such as replacing long-distance travel and face-to-face meetings with telephone conferences, so as to reduce energy consumption caused by additional transportation. For official vehicles, the Group has formulated vehicle management measures to manage the daily use of vehicles and requires all departments who use official vehicle to fill in the "Vehicle Request Form" and obtain approval before using the Group's official vehicles. If the destination is a convenient location, employees must give priority to taking public transportation. In addition, official vehicle drivers must plan their driving routes in advance to reach the destinations by the shortest and fastest route so as to reduce the distance travelled by vehicles and thus reduce air emissions.

In addition, the Group reuses the treated construction wastewater as much as possible in the course of business operations, such as water spraying for dust prevention purposes and wheel washing.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

排放管理

廢氣及廢水排放管理

本集團產生的大氣污染物主要源自車輛行駛，產生的大氣污染物主要包括氮氧化物 (NOx)、硫氧化物 (SOx) 及顆粒物 (PM)。報告期內，本集團的上述大氣污染物排放量分別為196.65噸、1.60噸及0.92噸。本集團以減少廢氣排放為目標，鼓勵員工出勤時均盡量使用公共交通工具，亦鼓勵員工及早規劃出勤行程及人手調配，以便安排與會人員共乘同一車輛，降低出行過程中的能源消耗和污染。

為了進一步加強本集團員工的節能減排意識，我們亦制定商業差旅節約政策，鼓勵員工減少出差的頻率並使用綠色溝通方法，例如以電話會議取代長途親身見面會議，致力減少由額外交通造成的能源消耗。對於公務用車輛，本集團制定車輛管理辦法以管理汽車的日常使用，並規定所有用車部門填寫「用車申請單」，獲得審批後才能使用公司的公務用車輛。如果目的地為交通便利的地點，員工必須優先考慮乘坐公共交通工具。此外，公務車司機必須預先規劃行車路線，以最短及最快捷的路線到達目的地，以減少汽車的行駛距離，從而減少汽油及柴油的消耗及廢氣的排放。

此外，本集團在業務運營過程中盡可能重複使用處理過的建築廢水，如用於防塵用途之灑水及清洗車輪等。

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Emission Management (Continued)

Hazardous and Non-hazardous Solid Waste Management

The Group attaches great importance to hazardous and non-hazardous solid wastes generated during its operation and aims to reduce the generation of hazardous and non-hazardous wastes. The Group strictly complying with the environmental related laws of the places where it operates during the construction of our Civil Engineering and Construction Business operations and adopting a series of measures to prevent pollution and mitigate potential environmental impacts arising from our projects and operations. For construction waste arising from the Group's civil engineering and construction related business, such as site clearing, excavation works, construction and fit-out works etc., we follow the 3R policy² and adopt a series of methods to handle them, including but not limited to proper waste management strategies and priority avoidance and minimisation of waste generation, materials reuse, recovery and recycle etc., to mitigate the negative impact on the environment.

The Group adopts waste treatment measures, including:

- Formulating proper work plans and site management practices to prevent over-ordering of materials and cross-contamination of reusable and recyclable materials to minimize waste;
- Fully complying with statutory requirements to minimize, transport and dispose of all construction waste that cannot be reused or recycled;
- Reusing timber in construction sites and recycling materials such as metal parts, plastics and paper packages;

² Reduce, reuse and recycle.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

排放管理 (續)

有害及無害固體廢棄物管理

本集團十分重視運營過程中產生的有害及無害固體廢棄物，以減少有害及無害廢棄物的產生為目標，在土木工程及建造業務施工過程中嚴格遵守運營所在地的環境相關法律，採取一系列措施以防止由我們的項目及運營所引致的污染並減輕潛在環境影響。對於本集團土木工程及建造相關業務，如場地清理、挖掘工程、施工及裝修工程等產生的建築廢料，我們遵循3R政策²，採用一系列方法對其進行處理，包括但不限於採用廢物管理策略、優先避免及盡量減少廢物產生、資料再利用、回收和再循環等以減輕對環境造成的負面影響。

本集團採取廢物處理的措施，具體包括：

- 制定適當的工作計劃和現場管理措施，以防止材料的過度訂購以及可重複使用和可回收材料的交叉污染，最大限度地減少浪費；
- 完全遵守法定要求的，盡量減少、運輸及丟棄無法物盡其用、循環再用的一切建築廢料；
- 重複使用建築工地已使用過的木材及循環利用金屬零件、塑料及紙質包裝等材料；

² 減少使用(reduce)、物盡其用(reuse)及循環再用(recycle)。

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Emission Management (Continued)

Hazardous and Non-hazardous Solid Waste Management (Continued)

- Monitoring the performance of our subcontractors to ensure their compliance with our environmental requirements;
- Both the Group and subcontractors carry out classified collection and disposal of waste by segregating waste materials into inert, non-inert and chemical waste;
- Disposing of inert construction waste such as mud and rocks at public landfills for reuse; handling non-inert waste by qualified waste collectors for reuse and recycle;
- Disposing of a general purpose disposal container for controlled waste (i.e. non-hazardous industrial or special waste) and placing the containers in the site area;
- Issue notices to clearly state the materials that can be disposed in general-purpose trash receptacle; and
- Inspecting the materials discarded in trash receptacle and other containers during routine safety and environmental inspections.

During the Reporting Period, the Group was not aware of any severe non-compliance with laws and regulations relating to air emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

排放管理 (續)

有害及無害固體廢棄物管理 (續)

- 監控分包商的表現，確保其遵守環境要求；
- 本集團及分包商通過將廢料分類為惰性、非惰性及化學廢料進行廢料的分類收集及處置；
- 於公共堆填區處置建築惰性廢料如泥頭石矢，以便再用；而非惰性廢料則由合資格的廢料收集者重新利用及回收；
- 將一般用途棄置容器，用以處理受控廢料（即無害工業或特殊廢料），並將該容器放置地盤區域；
- 刊登告示，清楚列明那些可予以棄置於一般用途廢料桶內的物料；及
- 於日常安全及環境視察時檢查廢料桶及其他容器之棄置物。

於報告期內，本集團並無獲悉任何嚴重違反有關氣體排放、向水及土地的排污以及產生有害或無害的廢棄物之法律法規，而對本集團造成重大影響。

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環境、社會及管治報告

2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Resources management

Energy management

The Group is committed to conducting its business in an environmentally responsible manner with an aim to reduce the use of energy and reduce the adverse impact on the environment. To reduce our environmental footprint in the workplace, we always seek opportunities to reduce unnecessary energy consumption, including but not limited to implementing a series of energy saving and consumption reduction policies or reducing energy use in our office and Civil Engineering and Construction Business operations.

The Group has formulated green office policy to encourage employees to establish an awareness of electricity conservation in daily office work to achieve green and low-carbon office. This policy includes:

- Turning off the air conditioning system when not in use;
- Strictly controlling the starting temperature of the air conditioner, and under general conditions, keeping the temperature of the air conditioner at the standard 25.5 °C;
- Purchasing energy saving appliances;
- Replacing traditional fluorescent lamps with energy-efficient LED lamps;
- Arranging lighting areas and ensuring that lights are on only where they are needed; and
- Turning off electrical appliances when no one is around to reduce energy consumption of office equipment such as computers in standby state.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

資源管理

能源管理

本集團致力於以對環境負責的方式開展業務，以減少能源使用為目標，減少對環境帶來的不利影響。為減少我們於工作場地的環境足跡，我們一直尋求機會減少非必要的能源消耗，包括但不限於推行一系列節能降耗政策或減少辦公及土木工程及建造業務中的能源使用等。

本集團制定了綠色辦公政策以鼓勵員工在日常辦公過程中樹立節約用電的意識以實現綠色低碳辦公。此政策包括：

- 不用時關閉空調系統；
- 嚴格控制空調開啟溫度，一般條件下，保持空調溫度為標準25.5度；
- 採購節能電器；
- 用節能LED燈具取代舊式燈管；
- 安排照明區，確保只有需要照明的地方開燈；及
- 無人時須關閉電器，減少電腦等辦公設備的待機耗能。

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Resources management (Continued)

Energy management (Continued)

In addition, the Group has also established electricity management procedures to strictly require all departments to use and save energy effectively. The Group's Administration and Human Resources Department is responsible for providing training on electricity consumption, and arranging pre-job training for new employees, including environmental protection facilities and equipment operating procedures, to ensure that each new employee is equipped with sufficient knowledge and methods to eliminate improper use of equipment, thereby reducing unnecessary energy consumption. During the Reporting Period, the Group consumed a total of approximately 98,199.90 MWh of electricity.

During the Reporting Period, the Group used B5 biodiesel in the Civil Engineering and Construction Business to reduce pollutant emissions.

Water Resources Management

The Group mainly uses municipal water. During the Reporting Period, the Group did not encounter any problems in using water resources. With the goal of reducing water consumption, the Group has always attached importance to the use of water resources and implemented different measures. The Group has also arranged the Administration and Human Resources Department to implement water conservation measures, hoping that every employee can fully use water resources and reduce waste. During the Reporting Period, the Group used approximately 491.25 cubic meters of water, representing a decrease of 0.3% from the previous year.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

資源管理 (續)

能源管理 (續)

此外，本集團亦設有用電管理程序，嚴格要求各部門有效地使用及節約能源。本集團的行政及人力資源部負責提供用電的培訓，並安排新入職員工的職前培訓，當中包括環保設施及設備操作規程，以確保每位新入職員工具備足夠知識及消除不正確使用設備的方法，從而減低不必要的耗能。於報告期內，本集團共使用電力約98,199.90兆瓦時。

報告期內，本集團在土木工程及建造業務中使用了B5生物柴油以降低污染物排放量。

水資源管理

本集團主要使用政府供應的水源，於報告期內，未遇到任何使用水資源的問題。本集團以減少用水為目標，一直重視水資源的使用並實施不同的措施，並安排人力資源部負責執行節約用水措施，希望每位員工充分使用水資源及減少浪費。於報告期內，本集團使用水約491.25立方米，較上年度減少0.3%。

Environmental, Social and Governance Report

環境、社會及管治報告

2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Resources management (Continued)

Other Resources Management

The Group understands that the earth has limited natural resources. Therefore, we have not only implemented various measures to manage the consumption of resources, but also implemented other different policies to manage the impact of our business operations on the environment and natural resources.

Paper is the resource consumed in the Group's daily business operations. In order to mitigate the environmental impact and minimize paper consumption, the Group focuses on formulating recycling measures and requires all employees to minimize the use of office resources such as paper and printers. We also encourage employees to set printers to double-sided printing mode and check the format of documents before photocopying or printing. We encourage to use both sides of paper or reuse paper printed on one side. Wastepaper that has been used on both sides shall put into recycling bins and handled by qualified recyclers. In addition, the Group actively promotes a "paperless office" and encourages employees to transmit information and documents in the form of electronic files to reduce photocopying and printing, or store drawings and product information electronically to facilitate information search, management and sharing.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

資源管理 (續)

其他資源管理

本集團深知地球的自然資源有限。因此，我們不僅推行各種措施管理資源消耗，亦已實施其他不同政策以管理我們的業務運營對環境及自然資源產生的影響。

紙張為本集團日常業務運營過程中消耗的資源，為減輕環境影響及盡量減少紙張消耗，本集團專注於制定回收措施並要求全體員工最大限度地減少紙張及打印機等辦公資源的使用。我們亦鼓勵員工將打印機設置為雙面打印模式並於影印或列印前檢查文件格式，盡量使用紙張的兩面或循環使用單面列印的紙張，並將兩面都已使用過的廢紙放入再造紙收集箱，由合資格的回收商處理。此外，本集團積極推廣「無紙化辦公室」，鼓勵員工以電子檔案形式傳遞信息及文件，減少影印及列印，或以電子方式存儲圖紙及產品資料，以便於資料搜索、管理和共享。

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued)

Noise Management

Noise is one of the important environmental impacts that need to be considered in the Group's Civil Engineering and Construction Business operations. We regularly monitor the noise level at our construction sites to ensure compliance with the requirements and regulations of the relevant Construction Noise Permit ("CNP") to minimise the impact of noise on the surrounding environment where we operate. During the Reporting Period, all the monitoring results of each construction site did not exceed the noise level limits set by the CNP. During construction, we strictly comply with relevant laws and regulations, such as the *Noise Control Ordinance* (Cap. 400 of the Laws of Hong Kong), and have established noise control guidelines for subcontractors and employees to reduce noise generated from construction and control noise impact areas. Measures for noise management are as follows:

- Monitor noise intensity regularly and obtain a valid CNP prior to the commencement of Civil Engineering and Construction Business works, especially those involving night construction or percussive piling, so as to ensure compliance with the *Noise Control Ordinance* (Cap. 400 of the Laws of Hong Kong);
- Carefully plan and improve the construction process to reduce unnecessary knocking and cutting;
- Minimize the number and type of equipment used to reduce noise levels to acceptable levels, and where applicable, we apply for noise labels for air compressors and hand-held impact breakers in accordance with legal requirements;
- Install noise barriers where necessary to reduce the impact of construction noise on the nearby noise sensitive areas while complying with the permit requirement;

2. 綠色發展 (續)

2.2 綠色建造與運營 (續)

噪音管理

噪音是本集團土木工程及建造業務運營中需考慮的重要環境影響之一。我們定期監測建築工地的噪音水平，確保符合相關建築噪音許可證（「CNP」）的要求及規定，以降低噪音對運營所在地周圍環境的影響。於報告期內，各個工地的監測結果全部未超出CNP設定的噪音限度水平。於施工期間，我們嚴格遵守相關法律及法規，如《噪音管制條例》（香港法例第400章），並為分包商及員工制定噪音管制指引，以減少施工產生的噪音及控制噪音影響範圍。對於噪音管理的措施如下：

- 定期監察噪音強度，並於土木工程及建造業務開始前先取得有效的CNP，尤其是對於涉及夜間施工或撞擊式打樁的項目，以確保符合《噪音管制條例》（香港法例第400章）；
- 精心策劃並改進施工流程，以減少不必要的敲擊及切割工作；
- 為將噪音水平降至可接受的範圍，盡量減少所使用設備的數量及類型，在適用的情況下，按照法律規定為空氣壓縮機及手提撞襲式破碎機申請噪音標籤；
- 在遵守許可證規範的同時，於必要時安裝隔音屏障，以降低建築噪音對附近對噪音感應強的地方的影響；

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2. Green Development (Continued)

2.2 Green Construction and Operation (Continued) **Noise Management (Continued)**

- Inspect and maintain all equipment to meet acceptable noise levels.

2.3 Green Products

As a company focusing on carbon neutrality, the Group's business covers all areas of carbon neutrality reform. In the process of business expansion, the Group helps government departments or agencies to achieve carbon emission reduction targets from various dimensions and directions with its own business influence and product efficacy.

Carbon Asset Development, Consulting and Management

The Group conducts a series of businesses focusing on carbon assets, carbon neutrality, carbon credit asset inventory, and carbon credit price movements as the core factors, such as the development and consultation of carbon emission rights, carbon audit business, etc., to provide effective solutions for different enterprises and institutions to help them achieve emission reduction targets.

In addition, we continue to improve our own advantages and qualifications, and have successfully held Certified Emission Reductions ("CERs") that complies with the Gold Standard and Verified Carbon Standard, which is a quality carbon credit asset with high liquidity and wide acceptance in the world and it covers the CERs generated by different types of projects such as biomass power generation, solar power generation, landfill power generation and coal-bed methane power generation. During the Reporting Period, the Group completed the sale of 2 million tons of high-quality carbon credit assets and realized sales contract amount over HK\$200 million. This transaction was one of the largest carbon emission reduction transactions in Asia and was of great significance to promote the development of the voluntary emission reduction market in Asia.

2. 綠色發展 (續)

2.2 綠色建造與運營 (續) **噪音管理 (續)**

- 檢查並維修所有設備，以符合認許的噪音水平。

2.3 綠色產品

作為一家以碳中和為核心的企業，本集團的業務覆蓋碳中和變革的各個領域，並且在業務逐漸擴張的過程中，憑藉自身業務的影響力及產品的功效，從各個維度和方向幫助政府部門或機構完成碳減排目標。

碳資產開發、諮詢與管理

本集團圍繞碳資產、碳中和、碳信用資產庫存及碳信用價格趨勢為核心因素開展一系列業務，例如碳排放權的開發、諮詢，碳核查業務等，為不同的企業及機構提供有效的方案，協助他們實現減排目標。

此外，我們也不斷完善自身的優勢和資質，已成功持有的核證減排量（「CERs」）符合黃金標準和核證碳標準，這是一種具有較高流通性並廣為接受的優質碳信用資產，它涵蓋生物質發電、太陽能發電、垃圾填埋發電、煤層氣發電等不同類別項目所產生的核證減排量。於報告期內，本集團完成200萬噸優質碳信用資產的銷售交易，已實現銷售合同金額超過港幣2億元。此次交易是亞洲區域最大規模碳減排量交易之一，對於推動亞洲自願減排市場發展具有積極意義。

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2. Green Development (Continued)

2.3 Green Products (Continued)

Carbon Negative Business

As an important part of the Group's Global Carbon Neutral Business that integrates industry and finance, the Group constantly seeks technological breakthroughs in two areas, namely industrial carbon negative and natural carbon negative, and participates in the carbon negative business with "carbon capture, utilization and storage" ("CCUS") as the core in various forms, and focuses on the technology field that promotes the transformation and development of agricultural and forestry to achieve carbon neutrality. During the Reporting Period, the Group was committed to carrying out carbon negative business in the Guangdong-Hong Kong-Macau Greater Bay Area ("Greater Bay Area"), providing carbon negative consulting services for the "Carbon Capture and Utilization Demonstration Project of flue gas from coal-fired boilers" implemented by Foshan Jialida Environmental Protection Technology Co., Ltd., building a "Dual Carbon" pilot demonstration area in Guangdong Province. It is the first demonstration project of "Dual Carbon" concept in the Greater Bay Area, and also the first CCUS demonstration project in China's domestic printing and dyeing industry. In addition, the Group has also successfully implemented natural carbon negative cases, such as stimulating the natural nitrogen fixation ability of plants, which further strengthened the belief and goal of "ensuring the storage of every tonne of carbon dioxide in forests".

Digital Carbon Neutral Technology Business

The Group actively explores the carbon neutral digitalization, and has cooperated with external parties to provide solutions and digital system support for financial institutions, enterprises and governments to achieve carbon neutrality, integrates digital informatization with the concept of carbon neutrality to contribute to the carbon emission reduction of enterprises and individuals.

2. 綠色發展 (續)

2.3 綠色產品 (續)

負碳業務

作為本集團產融結合的全球碳中和業務的重要組成部分，本集團在工業負碳及自然負碳兩個領域不斷尋求技術突破，以多種形式介入以「碳捕集、利用與封存」(CCUS)為核心的負碳排放業務，並聚焦於推動農林實現碳中和轉型和發展的科技領域。報告期內，本集團致力於在粵港澳大灣區(「大灣區」)開展負碳業務，為佛山市佳利達環保科技股份有限公司實施的「燃煤鍋爐煙氣二氧化碳捕集與資源綜合利用示範項目」提供負碳諮詢服務，建設廣東省「雙碳」先行示範區，是大灣區首個「雙碳」概念示範工程，也是國內印染行業首個集捕集與固碳利用於一體的CCUS示範項目。此外，本集團在自然負碳領域也成功實踐了激發植物自然的固氮能力等成功案例，進一步堅定了「讓每一噸二氧化碳都有一片森林儲存」的信念和目標。

碳中和數字科技信息化業務

本集團積極探索碳中和數字科技信息化業務，已與外部合作並為金融機構、企業和政府等實現碳中和提供解決方案與數位化系統支持，將數字信息化與碳中和理念相融合，為促進企業和個人碳減排盡一份力量。

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2. Green Development (Continued)

2.3 Green Products (Continued)

Carbon Neutral Engineering

The Group has integrated the concept of carbon neutrality into its Civil Engineering and Construction Business with excellent qualifications and licenses, and has completed several projects, such as wind turbine site formation at Lamma Wind Power Station.

2.4 Actively Address Climate Change

As a part of the active response to China's "Dual Carbon" goal, the Group addresses climate change not only by considering the risks associated with climate change, but also by integrating the opportunities arising from climate change into the Group's business development and strategy.

In order to address the risks brought by climate change, the Group is committed to reducing the greenhouse gas emissions of each operation site and office from the source, including but not limited to requiring employees to save energy and reduce consumption as written in the green office policy, requiring employees to reduce unnecessary travel, promoting green communication, and therefore reducing greenhouse gases generated during travel as written in the business travel saving policy.

2. 綠色發展 (續)

2.3 綠色產品 (續)

碳中和工程

本集團將碳中和理念融入土木工程及建造業務中，擁有優秀的資質和牌照並已完成數個項目，例如南丫風力發電站風機地盤平整工作等。

2.4 積極應對氣候變化

本集團作為積極響應我國「雙碳」目標的一份子，在應對氣候變化時不僅考慮了氣候變化帶來的風險，亦將氣候變化帶來的機遇納入本集團的業務發展及戰略之中。

為了應對氣候變化帶來的風險，本集團從源頭出發，致力於減少各營運地及辦公室的溫室氣體排放，包括但不限於在綠色辦公政策中要求員工節能降耗，在商業差旅節約政策中要求員工減少不必要的差旅，推行綠色溝通，降低出行過程中產生的溫室氣體等。

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2. Green Development (Continued)

2.4 Actively Address Climate Change (Continued)

In addition, the Group also follows the 3R Policy, strengthens the concept of energy conservation and energy efficiency improvement through daily management and education and publicity, actively adopts technically feasible and economically reasonable measures, and actively explores new models of low-carbon development. At the same time, the Group has formulated scientific, rational and practical goals, which explain the directional and purposive planning of greenhouse gas emission reduction paths for enterprises, and prepare for the response to the national regulatory policies on climate change in advance. In addition, the Group's ESG goals provide a benchmark and future development direction for reviewing the progress of greenhouse gas emission reduction and energy transformation on an annual basis, and encourage actions to address climate change more efficiently. At the same time, in our carbon negative business segment, we have set a "vision" of reducing China's carbon dioxide emissions by 2%, and have set two industry targets of "100 million tonnes" of emission reduction through a core approach of natural carbon negative and industrial carbon negative respectively.

**Make coordinated efforts to
reduce pollution and carbon emissions**
實施減污降碳協同治理

Uphold the concept of innovative, coordinated,
green, open and shared development
秉持創新協調綠色開放共用的發展理念

2. 綠色發展 (續)

2.4 積極應對氣候變化 (續)

此外，本集團亦遵循3R原則，透過日常管理及加強教育與宣傳，強化能源節約與能效提升理念，積極採取技術上可行與經濟上合理的措施，積極探索低碳發展新模式。同時，本集團制定科學合理與現實可行的目標，說明企業有方向性和目的地規劃溫室氣體減排路徑，提前做好應對國家層面的氣候變化監管政策的準備。本集團的ESG目標為每年檢討溫室氣體減排和能源轉型進展提供參考的基準和未來的發展方向，並積極採取更有效率的應對氣候變化的行動。同時，於負碳業務板塊，我們以減少中國2%的二氧化碳排放為「願景」，設立了通過以自然負碳和工業負碳為核心的方式分別實現兩個減排「1億噸」的產業目標。

Optimize and adjust the energy structure
優化調整能源結構

Promote environmental benefits, climate benefits
and economic benefits in a coordinated manner
協同推進環境效益、氣候效益與經濟效益多贏

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2. Green Development (Continued)

2.4 Actively Address Climate Change (Continued)

The Group incorporates opportunities arising from climate change into the Group's operations in accordance with the nature of its business. We seized the opportunity to actively expand our business related to carbon neutrality, such as external cooperation in signing of emission reduction development and purchase agreements and carbon credit assets disposal agreements, etc. At the same time, the Group actively explored various businesses and activities related to carbon neutrality. For example, during the Reporting Period, the Group contributed to the series of activities under the "Support China to Achieve Zero Carbon Campaign" are aimed at the communities such as citizens, enterprises and schools. By disseminating green low-carbon concepts to the public, we help to build consensus among different people and combine their wisdom and efforts, thereby arousing wide attention of the "Zero Carbon Campaign" in China and encouraging people to contribute efforts to help the nation achieve the carbon neutrality target early.

3. Caring for Employees

3.1 Protection of Employees' Rights and Benefits

The Group is well aware of the importance of talent management to corporate development. It has been actively seeking and welcoming talented and enthusiastic talents for a long time, and has formulated comprehensive human resources policies in recruitment, dismissal, resignation, vacation and welfare to support human resources work. During the Reporting Period, the Group was not involved in any confirmed non-compliance incidents in relation to employment and labour standards that have a significant impact on the Group.

2. 綠色發展 (續)

2.4 積極應對氣候變化 (續)

本集團根據自身業務性質，將氣候變化帶來的機遇納入本集團的業務中。我們抓住機會積極拓展與碳中和有關的業務，例如對外合作簽訂項目減排量開發與購買協議及簽訂碳信用資產出售協議等。同時，本集團積極探索與碳中和有關的各種業務及活動，例如於報告期內，本集團助力「零碳行動·助力中國」系列活動，聚焦公民、企業、學校等社群，通過向社會大眾普及綠色低碳理念，凝聚共識、集眾智、聚群力，掀起國內「零碳行動」熱潮，為中國早日實現碳中和目標貢獻力量。

3. 關愛員工

3.1 員工權益保護

本集團深知人才管理對企業發展的重要性，長久以來一直積極尋求及歡迎富有才能及熱誠的人才，在招聘、解僱、離職、休假及福利方面制定了全面的人力資源政策，以支持人力資源工作。於報告期內，本集團沒有涉及與僱傭及勞工準則相關並對本集團有重大影響的已確認違法及違規事件。

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3. Caring for Employees (Continued)

3.1 Protection of Employees' Rights and Benefits (Continued)

Employment management

The Group is committed to creating a non-discriminatory, diversified, fair and harmonious working environment for each employee. The Group strictly complies with all applicable rules and regulations of the *Labour Law of the People's Republic of China and the Employment Ordinance* (Cap. 57 of the Laws of Hong Kong). All job applicants are treated equally without unequal restrictions and unequal preferential policies, provided with equal competition opportunities. The Group adopts open and transparent recruitment methods and accepts reasonable supervision in any form to prevent any non-compliant recruitment process and unfair recruitment events.

In terms of employment, the Group strictly complies with the *Sex Discrimination Ordinance* (Cap. 480 of the Laws of Hong Kong), the *Disability Discrimination Ordinance* (Cap. 487 of the Laws of Hong Kong), the *Family Status Discrimination Ordinance* (Cap. 527 of the Laws of Hong Kong), the *Race Discrimination Ordinance* (Cap. 602 of the Laws of Hong Kong) and other relevant laws, and does not discriminate on the grounds of gender, race, religion, age and disability. All job positions are open and equal opportunities are ensured for all, and the talent is selected on the basis of individual skills and abilities. We use appropriate assessment measures to select potential new employee and regularly review our recruitment mechanisms to ensure that our recruitment standards are up to date with our requirements. In case of any violation of the above regulations, we will take disciplinary measures, including verbal or written warning, demotion or dismissal.

3. 關愛員工 (續)

3.1 員工權益保護 (續)

僱傭管理

本集團致力於為每一個員工打造一個無歧視、多元化、公平及和諧的工作環境。本集團嚴格遵守《中華人民共和國勞動法》及《僱傭條例》(香港法例第57章)的所有適用規則及規例，對所有求職者一視同仁，不設不平等的限制條件和不平等的優先優惠政策，為求職者提供平等的競爭機會。本集團採用公開透明的招聘方式，並且接受任何形式的合理監督，杜絕任何不合規的招聘流程及不平等招聘事件的發生。

在員工聘用方面，本集團嚴格遵守《性別歧視條例》(香港法例第480章)、《殘疾歧視條例》(香港法例第487章)、《家庭崗位歧視條例》(香港法例第527章)、《種族歧視條例》(香港法例第602章)及其他有關法例，不因性別、種族、宗教、年齡及殘疾等因素而有區別對待，所有工作崗位均根據技能及能力甄選人才，對所有人提供開放且平等的機會。我們使用適當的評核手段甄選潛在新員工，並定期檢討我們的招聘機制，以確保招聘標準切合我們的最新要求。如有任何違反以上條例的情況，我們會採取紀律措施，包括口頭或書面警告、降級或解僱。

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3. Caring for Employees (Continued)

3.1 Protection of Employees' Rights and Benefits (Continued)

Employment management (Continued)

The Group will also gradually implement the internal promotion and rotation mechanism to ensure equal competition environment and opportunities for employees. The Group has always strictly complied with all applicable anti-discrimination rules and regulations where it operates, and takes the education level, professional qualifications and work ability of employees as the reference basis for employment, remuneration, welfare, rewards, promotion, dismissal, etc., and resolutely eliminates the unequal treatment caused by gender, race, religion, age and disability.

Avoid Child and Forced Labour Management

The Group strictly complies with the *Labour Law of the People's Republic of China* and the *Employment Ordinance* (Cap. 57 of the Laws of Hong Kong), and resolutely prohibits the employment of child labour and forced labour. In order to effectively prevent child labour, we stipulate in the recruitment documents that applicants must be at least 18 years old. During the recruitment process, we carefully check the identity documents and resume of the applicants to verify their age background and other information, and prevent child labour from using other person's identification documents for employment. The Group reviews the management related to the prevention of child labour annually. If child labour is found, the employment will be immediately terminated.

3. 關愛員工 (續)

3.1 員工權益保護 (續)

僱傭管理 (續)

本集團亦將逐步推行內部晉升及輪崗機制，以確保對現有員工提供平等的競爭環境和機會。本集團一直嚴格遵守運營所在地所有適用的反歧視規則及規例，以員工的教育水平、專業資格和工作能力作為聘用、薪酬、福利、獎勵、晉升、解聘等事宜的參考依據，堅決杜絕因性別、種族、宗教、年齡及殘疾而造成的不平等對待。

避免童工及強制勞工管理

本集團嚴格遵守《中華人民共和國勞動法》及《僱傭條例》(香港法例第57章)，堅決杜絕有關防止僱用童工及強制勞工的情況。為了有效防止童工，我們在招聘文件中列明應聘者最少須年滿十八歲，在招聘時也會仔細查看應聘者的身份證明文件及其履歷表，以核實其年齡背景等信息，並防止童工借用他人證件求職。本集團堅持每年審查及管理防止童工應聘相關事宜，如發現童工時會即時終止僱用。

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3. Caring for Employees (Continued)

3.1 Protection of Employees' Rights and Benefits (Continued)

Avoid Child and Forced Labour Management (Continued)

To prevent forced labour, the Group strictly implements the following measures:

- Signing labour contracts or internship agreements with all employees on an equal and voluntary basis;
- Never detaining the employee's resident identity card, temporary residence permits and other personal identification documents;
- Strictly prohibiting any department or anyone to physically punish, beat, frisk and insult employees, and to lock up the workplace and dormitory to restrict personal freedom of employees;
- Prohibiting any department or anyone to force employees to work by means of violence, threat or illegal restriction of personal freedom.

If any non-compliance with the above procedures is found, an investigation will be carried out immediately and the situation will be dealt with accordingly.

3.2 Employee Remuneration and Benefits

The Group offers remuneration packages with reference to market level and individual ability, qualification and experience. The Group has established a comprehensive performance review mechanism to evaluate the performance of employees in an open and fair manner, and provide employees with competitive remuneration and benefits to reward their efforts. In addition, the Group regularly reviews its remuneration policy based on market terms, corporate performance and individual qualifications and performance.

3. 關愛員工 (續)

3.1 員工權益保護 (續)

避免童工及強制勞工管理 (續)

為了杜絕強制勞工的現象，本集團嚴格執行以下措施：

- 與所有員工在平等自願的基礎上簽訂勞動合同或實習協定；
- 絕不扣留員工的居民身份證、暫住證和其他證明個人身份的證件；
- 嚴禁任何部門、任何人對員工進行體罰、毆打、搜身和侮辱，以及鎖閉工作場所和員工宿舍限制員工人身自由；
- 嚴禁任何部門、任何人以暴力、威脅或者非法限制人身自由的手段強迫員工勞動。

如發現有不符以上程序的情況，將立刻展開調查並對此作出處理。

3.2 員工薪酬福利

本集團參照市場水平及員工的個人能力、資歷及經驗提供相應的薪酬。本集團已建立全面的績效評審機制，以公開公平地評核員工的績效，向員工提供具競爭力的薪酬福利待遇，以回報員工的努力付出。此外，本集團定期根據市場條款、公司表現及個人資歷和表現進行薪酬政策檢討。

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環境、社會及管治報告

3. Caring for Employees (Continued)

3.2 Employee Remuneration and Benefits (Continued)

The Group regards employees as the most important core assets of the enterprise. In addition to operating with heart and caring for the needs of employees, the Group believes that the relaxation of employees' life will help improve the overall efficiency of the enterprise. Therefore, we attach great importance to the work-life balance of employees. The Group strictly abides by the regulations and policies where it operates to ensure employees' working hours and rest days. Additionally, in order to strengthen employees' sense of belonging to the Group, the Group actively creates a united and harmonious working atmosphere and adopts the following policies to help employees balance work and life:

- Comply with relevant laws and policies in Mainland China and Hong Kong to protect employees' rest and leave;
- Take the purpose of creating a united and harmonious working atmosphere and a warm and comfortable working environment, care for employees' health and families.

In terms of employee benefits, the Group offers discretionary bonuses, mandatory provident fund scheme for employees in Hong Kong and state-sponsored retirement plans for employees in Mainland China. For employees with outstanding performance or contribution to the Group, share options will be granted separately. We are also committed to creating a good working atmosphere for our employees and providing them with support and convenience at work to the greatest extent. For example, we provide employees in Mainland China who travel to Hong Kong with a dormitory. In addition, under the severe situation of COVID-19 pandemic, the Group distributed pandemic prevention materials (drugs, alcohol and testing kits) and adopted a series of pandemic prevention measures to protect the health of employees.

3. 關愛員工 (續)

3.2 員工薪酬福利 (續)

本集團視員工為企業最重要的核心資產，除用心經營及照顧員工的需要，本集團認為員工生活上的放鬆有助於提升企業的整體效率，因此我們十分重視員工工作與生活的平衡。本集團嚴格遵守運營所在地的法規政策保障員工工作時數及休假日。此外，為加強員工對本集團的歸屬感，本集團積極營造團結及和諧的工作氛圍，並採納以下政策幫助員工平衡工作與生活：

- 遵守中國內地和香港的相關法規政策，保障員工休息、休假；
- 以營造團結和諧的工作氣氛、溫馨舒適的工作環境為宗旨，關心員工身體健康，關懷員工家庭。

在員工福利方面，本集團酌情發放花紅、對香港的員工推行強制性公積金計劃及對中國內地的員工推行國家資助退休計劃。對於表現出色或對本集團有貢獻的員工，我們將分別獲授購股權。我們亦致力於為員工營造良好的從業氛圍，最大程度上給予員工工作上的支持和便利，例如對於來港出差的內地員工，我們將義務提供員工宿舍等。此外，在面臨較為嚴重的2019冠狀病毒病時期，本集團貼心為員工發放防疫物資(藥品、酒精及檢測盒)並採取一系列防疫措施，保障員工生命健康。

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3. Caring for Employees (Continued)

3.3 Employee Development and Training

The Group fully acknowledges the importance of employee development and understands that the ability of employees is the key to maintaining the Group's sustainable development and revenue increase. The Group spares no effort in supporting the development of its employees by providing support in various aspects, including investing resources. We believe that the improvement of employees' personal capabilities will create more value for the enterprise. The Group regularly arranges the Administration and Human Resources Department and the operation officer to formulate training plans according to the needs, provides different types of training programs for employees or subsidizes various training programs and courses to ensure that employees understand the *Listing Rules* of the Stock Exchange of Hong Kong, risk management knowledge, labour laws and employee codes of conduct in a timely manner, and help employees improve their skills to meet the needs of their positions. The Group has formed a professional team with expertise and established a business organisational structure to fully support business development of carbon neutrality.

In addition to internal training, the Group also encourages employees to actively participate in job-related training organised by external institutions to improve personal professional capability and efficiency, and the relevant fees may be paid by the Group at the discretion of the senior management after application. In addition, the Group also provides allowances and special holidays for employees who apply for postgraduate training programs and other continuous professional development courses.

3. 關愛員工 (續)

3.3 員工發展與培訓

本集團深知員工發展的重要性，也明白員工的能力是維持本集團可持續發展及擴增收益的關鍵。本集團不遺餘力地支持員工的發展，從各個方面提供支持，包括投放資源等。我們相信員工個人能力的提升將為企業創造更多的價值。本集團定期按照需求安排人力資源部及運營主任制定培訓計劃，為員工提供不同類型的培訓項目或資助各種培訓項目和課程，確保員工及時了解香港聯合交易所的《上市規則》、風險管理知識、勞工法例和員工行為守則，幫助員工提升其技能以滿足崗位需求。本集團已引入專業團隊和人才，建立業務組織架，在碳中和領域全方位支持業務發展。

除內部培訓外，本集團亦鼓勵員工積極參與對外部機構舉辦的崗位相關培訓，以提升個人專業素質及效率，有關費用可在申請後根據高級管理層酌情決定由本集團支付。此外，本集團亦為申請研究生訓練計劃及其他持續專業發展課程的員工提供津貼及特別假期。

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3. Caring for Employees (Continued)

3.4 Employee Health and Safety Management

The health and safety of employees are the top priority of the Group. We attach great importance to the working environment of our employees and strive to achieve the goal of zero injury by minimizing the possibility of injury to our employees during work. To this end, we integrate health and safety into every aspect of our business activities.

In the operation of our Civil Engineering and Construction Business, we recognize that it is crucial for our employees and subcontracted workers to be alert to potential hazards and strictly follow the safety rules during construction work on site. Therefore, our occupational health and safety management system has been certified with ISO 45001: 2018, which is in line with best practices and international standard. We work closely with our subcontractors to ensure that all subcontracted workers we engage are given comprehensive safety training during different project stages. We have also formulated a series of plans and measures to eliminate any hazards related to occupational safety and health.

In addition, in order to enhance the ability of employees to identify risks, the Group requires the safety officers of each operation site to perform health and safety related work and supervision, including conducting regular safety inspections to identify potential safety risks and implement relevant control measures, and conducting safety accident investigation, emergency preparedness and risk assessment to reduce and manage any potential occupational health and safety hazards. The Group also provides appropriate training for employees to meet the responsibility performance of relevant positions and requires relevant employees to use personal protective equipment correctly. We also encourage our employees and workers to report risks through different channels, such as reporting safety risks to safety officers or management personnel at the operation sites or attending safety meetings.

3. 關愛員工 (續)

3.4 員工的健康與安全管理

員工的健康與安全是本集團一切工作的重中之重。我們十分重視員工的工作環境，盡可能減少員工於工作過程中受傷的可能，致力於實現零受傷目標。為此，我們將健康與安全融入我們業務活動的各個方面。

在土木工程及建造業務運營方面，我們意識到對於員工及分包工人而言，在工地施工時對潛在危害提高警覺並嚴格遵循安全守則至關重要。因此我們的職業健康及安全管理系統已獲認證符合與國際標準最佳常規一致的ISO 45001: 2018。我們與分包商緊密合作，確保我們委聘的所有分包工人於不同項目階段均獲提供全面的安全培訓。我們亦制定了一系列計劃及措施，以杜絕任何與職業安全與健康有關的隱患。

此外，為了提升員工辨別風險的能力，本集團要求每個運營地的安全主任做好健康與安全相關工作的執行及監察，包括進行定期安全檢查，以識別潛在安全風險並建議相關控制措施，進行安全事故調查、應急準備和風險評估，以減低和管理任何潛在職業健康和安全的隱患等。本集團還會為員工提供合適的培訓以滿足相關崗位的履責能力，同時，要求相關員工能夠正確使用個人防護裝備。我們亦鼓勵員工及工人透過不同渠道匯報風險，例如向安全主任或運營地管理人員匯報安全風險或出席安全會議等。

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3. Caring for Employees (Continued)

3.4 Employee Health and Safety Management (Continued)

In addition to daily health and safety, the Group is always prepared to respond to accidents. In order to enhance employees' capabilities of emergency response, all our operating companies are required to formulate emergency response plans in accordance with the applicable national laws and regulations where we operate, and conduct emergency drills and safety drills on a regular basis. If any safety accident occurs during work, our employees are required to report and investigate the accident in accordance with the Group's policy. All employees are required to report every accident at work to their superiors for immediate implementation of appropriate protective measures.

We also raise employees' awareness of occupational health and safety through training and publicity activities, and commend employees with better performance in safety and health to promote the construction of occupational health and safety culture. At the same time, the Group regularly arranges education and training to help employees strengthen their knowledge and skills of occupational safety and health, including the topics of safe use of equipment, accident prevention and handling, emergency management and rescue, production safety and corresponding laws and regulations, and fire protection knowledge.

During the Reporting Period, the raging pandemic swept many cities across the country, and we faced unprecedented challenges in pandemic prevention and control. However, the Group still did not give up its responsibility to all employees under this situation, and constantly reviewed and updated the pandemic prevention measures taken by the headquarters and operating site to ensure the safety of employees. Specific measures include:

- Strictly complying with pandemic prevention regulations in all operations, such as social distancing policies at meetings;

3. 關愛員工 (續)

3.4 員工的健康與安全管理 (續)

除日常健康及安全外，本集團也隨時為應對意外事件做好準備。為加強員工的緊急應變及反應的能力，我們所有的運營公司均須根據運營所在地適用的國家法律及法規以制定緊急應變計劃，並定期進行突發事故演練及安全演習。若工作期間發生任何安全事故，我們的員工須根據本集團政策進行報告和進行事故調查。全體員工須就工作期間的任何意外向其上級報告，以便即時實施適當保護措施。

我們亦透過培訓及宣傳活動提升員工對職業健康與安全相關事宜的意識，對於在安全與健康方面表現較好的員工予以表揚，以促進職業健康與安全文化的建設。同時，本集團定期安排以安全使用設備、預防及處理意外、緊急管理及救援、生產安全及相應法律及法規、消防知識為主題的教育及培訓，幫助員工加強職業安全與健康的知識及技能。

報告期內，來勢洶洶的疫情席捲了全國多個城市，我們面臨了前所未有的疫情防控考驗，但本集團在此境況下依舊沒有放棄對所有員工的責任，不斷檢視並更新對總部及運營地所採取的防疫措施，以保證員工的安全。具體措施包括：

- 全面於運營中嚴格遵從防疫規例，例如於會議中遵守社交距離政策；

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3. Caring for Employees (Continued)

3.4 Employee Health and Safety Management (Continued)

- Attending virtual meetings rather than face-to-face meetings if possible;
- Checking and recording temperature mandatorily at the Group's premises and entrance to construction sites;
- Mandatorily requiring all employees, site workers and visitors to wear masks within the Group's premises and construction sites;
- Requiring all employees and site workers to report whether there have been any recent confirmed cases of COVID-19 in their residential premises;
- Providing disinfectant hand sanitizer at the entrance to the Group's premises;
- Requiring employees and site workers to conduct regular COVID-19 testing and report test results;
- Providing flexible working arrangements for employees of the headquarters to alternate between home and office work; and
- Suspending all indoor and most outdoor activities for employee to participate.

The Group had no work-related fatalities in each of the past three years (including the Reporting Period).

3. 關愛員工 (續)

3.4 員工的健康與安全管理 (續)

- 盡可能參加虛擬會議，而非面對面會議；
- 於本集團物業範圍及建築地盤入口強制檢查及記錄體溫；
- 強制要求所有員工、地盤工人及訪客於本集團物業及建築地盤範圍內配戴口罩；
- 要求所有員工、地盤工人上班時申報其居住樓宇近期是否有COVID-19確診個案；
- 於本集團物業的入口提供消毒搓手液；
- 要求員工及地盤工人定期進行COVID-19測試及匯報測試結果；
- 為總部員工提供彈性的工作安排，輪流於家中及辦公室上班；及
- 暫停所有室內及大部分室外員工參與活動。

本集團於過去三年 (包括報告期內) 沒有員工因工亡故。

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4. Quality Management

4.1 Product Management

The Group is committed to product responsibility. During the Reporting Period, the Group was not aware of any non-compliance with laws and regulations that have a significant impact on the Group relating to health and safety and privacy matters relating to products and services provided and methods of redress. Our operations do not involve any product advertising and labeling.

In terms of quality management of the Civil Engineering and Construction Business, we have always believed that quality management and quality of construction works are conducive to enhancing the Group's overall reputation. To enhance the quality of our construction works, we have implemented and enforced a quality management system in accordance with the requirements of ISO 9001:2015. In addition, to ensure the provision of quality services to our customers, our project team members have received sufficient training on the implementation of our quality management measures, (including monitoring, verifying and certifying the construction, installation works and materials before delivering completed projects to our customers). Our project team members also conduct regular inspections on the construction works completed to ensure that the works comply with the specifications and requirements set out in the relevant contracts. The Group attaches great importance to customer feedback and requests, and has put in place methods to respond to customer complaints:

- The Customer Service Department will be responsible for handling complaints, communicating with customers and providing explanations;

4. 品質管理

4.1 產品管理

本集團致力於履行產品責任，於報告期內，本集團並無發現在任何與所提供產品和服務的健康與安全及隱私相關事宜以及補救方面的，有對本集團造成重大影響之法例及法規的違規情況。我們的運營沒有涉及任何產品廣告及標籤。

在土木工程及建造業務品質管理方面，我們一直堅信，優質的管理及建造工程的質量有利於提升本集團的整體聲譽。為了提升工程質量，我們按照ISO9001：2015的要求落實並執行品質管理系統。此外，為確保向客戶提供優質服務，我們的項目團隊成員已經就實施品質管理措施(包括在向客戶交付已完工項目前監控、核實及證實建造、安裝工程及物料)接受充足培訓。我們的項目團隊成員亦會對已經完成的工程進行定期視察以確保工程符合載於相關合約的規格及要求。本集團十重視客戶的反饋與訴求，並針對客戶投訴設立了相關的應對方法：

- 由客服部對接投訴事宜，與客戶進行溝通及解釋說明；

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4. Quality Management (Continued)

4.1 Product Management (Continued)

- If the relevant supervisors or complaint handling employee are unable to reach consensus with the customer after several times of communication, or if there is a hidden risk of litigation by the customer, the matter will be reported to the Internal Control and Compliance Department for further confirmation and handling, and external appeal countermeasures will be prepared.

During the Reporting Period, the Group did not receive any products and service related complaints.

4.2 Supply Chain Management

The Group deeply believes that the supply chain is crucial to the sustainable development performance of an enterprise and therefore regards supply chain competitiveness as one of the core competencies of the Group, adhering to the supply chain management approach of placing equal emphasis on quality and efficiency. At all time, the Group adheres to the principle of integrity first and conducts business according to the operation practices which are compliance with the local rules and regulations.

Our supply chains mainly cover office supply chains and subcontractors and suppliers in construction work. We adopt stringent supplier assessment guidelines in our procurement process. In the selection of suppliers, in addition to price factors, we also evaluate the ability of suppliers to meet our business needs based on non-price factors (such as labour practices, environment and quality).

4. 品質管理 (續)

4.1 產品管理 (續)

- 若相關主管人員或投訴處理人員經多次溝通仍無法與客戶達成一致，或出現客戶訴訟風險隱患者，將報備至內控合規部進行進一步確認及處理，並做好外訴應對措施。

於報告期內，本集團沒有接獲關於產品及服務的投訴。

4.2 供應鏈管理

本集團深信供應鏈對企業可持續發展表現至關重要，因此將供應鏈競爭力視為本集團的核心競爭力之一，堅持品質與效益並重的供應鏈管理方針。本集團始終秉持誠信第一的原則，並根據符合當地法律及法規的運營慣例開展業務。

我們的供應鏈主要涵蓋辦公供應鏈及建築工程合作的分包商及供應商。我們在採購過程中，採納嚴格的供應商評核指引。在供應商的篩選層面，除了價格因素外，我們也會依據非價格因素(例如勞工慣例、環境及質量)等，以評估供應商是否滿足我們業務需求的能力。

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4. Quality Management (Continued)

4.2 Supply Chain Management (Continued)

In a construction project, we need to work with different subcontractors and suppliers. Therefore, supply chain management is important to the Group's provision of quality construction work. The Group has well-established policies and control procedures for the selection of subcontractors and suppliers, and carefully evaluates the reputation, capability, quality of work, experience and other relevant factors of all suppliers and subcontractors in accordance with the relevant policies and procedures. During the project implementation process, we continue to monitor the performance of our suppliers and take adequate control measures to ensure that the products purchased meet the project specifications. The Group evaluates the performance of suppliers annually to confirm whether such suppliers are qualified to continue to be included in our approved list of subcontractors and suppliers.

In addition, the Group has also formulated the "Supplier Code of Conduct and Procurement Policy" as a guideline of code of conduct for subcontractors and suppliers, and provided relevant training, requiring them to fully comply with the Group's ESG practices and policies in environmental management and health and safety. We conduct site visits to confirm that our subcontractors and suppliers comply with the code of conduct. We require our construction subcontractors to follow good labour practices. We treat our subcontractors with integrity, treat their employees fairly and ensure compliance with all applicable laws and regulations as the minimum requirements. Since the Group regards carbon neutrality as the core of our business, we attach great importance to the sustainability performance of suppliers and subcontractors and set requirements on their environmental performance. We will hold regular meetings with subcontractors to ensure that they and their workers comply with our environmental policy.

We choose to work with subcontractors in Hong Kong whenever possible to promote local economic development. We will also assess the feasibility of incorporating more medium or social enterprises in our supply chain to promote local entrepreneurship.

4. 品質管理 (續)

4.2 供應鏈管理 (續)

在建築項目中，我們需與不同的分包商及供應商合作。因此，供應鏈管理對於本集團提供優質建築工程至關重要。本集團擁有成熟的分包商及供應商夥伴甄選政策及控制程序，並依據於相關政策及程序對所有供應商及分包商的聲譽、能力、工作質量、經驗及其他相關因素等進行審慎評估。於項目實施過程中，我們依然持續對供應商的表現進行監督，並採取充分控制措施確保所購買的產品符合項目規格。本集團每年都會對供應商的表現進行評估以確認有關供應商是否合資格繼續納入我們認可的分包商、供應商名單。

此外，本集團亦為分包商、供應商制定「供應商行為準則及採購政策」作行為守則指引，並提供相關培訓，要求他們在環境管理及健康與安全等方面完全遵守本集團的環境、社會、管治實務及政策。我們會進行實地考察以確認分包商、供應商是否符合行為守則。我們要求工程分包商遵循良好的勞工常規。我們以誠信經營、公平對待其員工及確保遵守所有適用法律及法規為對待分包商的最低要求。本集團以碳中和為業務核心，因此我們非常注重供應商、分包商的可持續發展表現並對他們的環保表現作出要求，我們將與分包商舉行定期會議，確保其及其工人遵守我們的環保政策。

我們盡可能選擇與香港分包商合作，以促進本地的經濟發展。我們亦將評估將更多中型或社會企業融入我們供應鏈中的可行性，以促進本地企業的發展。

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4. Quality Management (Continued)

4.3 Customer Privacy Management

The Group recognizes the importance of protecting the personal data of its suppliers and customers. The Group has established stringent monitoring guidelines for personal data and privacy protection. The relevant information of customers and suppliers is regarded as highly confidential to the Group and can only be accessed with authorization. To effectively protect the relevant documents and information of customers and suppliers, the Group organised training for all employees, requiring all employees to fully understand the confidentiality policy formulated by the Group and regulate their behaviours according to this policy. We are also devoted to protecting intellectual property rights and trademarks of our suppliers to support their business interests and information confidentiality. During the Reporting Period, the Group did not detect any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to privacy matters.

4. 品質管理 (續)

4.3 客戶隱私管理

本集團深明保護供應商及客戶個人資料的重要性。本集團已制定嚴格的個人資料及私隱保護的監察指引。客戶及供應商的相關資料信息被視為本集團的高度機密，僅在被授權的情況下才能獲取。為了有效保護客戶及供應商的相關資料及信息，本集團組織了針對全體員工的培訓，要求所有員工充分了解本集團制定的保密政策並依據此政策規範行為。我們亦致力保護供應商的知識產權及商標，以支持其商業利益及保密信息的維護。於報告期間內，本集團未有發現任何與私隱事宜有關對本集團造成重大影響之違反相關法例及法規的情況。

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5. Giving Back to Society

5.1 Social Contribution

We are well aware of the importance of making positive contributions to the communities where the Group operates. We regard community interests as an important social responsibility and in accordance with our internal guidelines on social welfare, we continue to contribute to the community in various ways without forgetting to give back to the community while maintaining our growth momentum. During the Reporting Period, the Group invested a total of approximately HK\$1.5 million and other resources in community investment and social contribution, including the creation and donation of the “*Blue Book of Low-Carbon Development – Annual Report on the Carbon Neutrality in China (2022)*”, jointly prepared with the China Eco Development Association which published by the Social Sciences Academic Press (China) under the Chinese Academy of Social Sciences, and the donation of a publication to the Federation of HK Jiangsu Woman Organisations to actively promote the concept of gender equality and to encourage women’s concern and participation in social development. In addition, we also assisted the Hong Kong Association of Traditional Chinese Medicine in organising a number of seminars on pandemic prevention and distributing Chinese medicines on site.

At the same time, we have been actively promoting sustainable development concepts and behaviours through participating in and organising various sustainability-themed activities to enhance the Group’s sustainability impact, such as our Chief Scientist, Dr Jiang Dongmei, being invited as a distinguished speaker at the Redbird Salon Lecture to disseminate carbon neutral knowledge to elites from all walks of life as well as university teachers and students to enhance education on ecological civilisation to the public.

5. 回饋社會

5.1 社會貢獻

我們深知對本集團經營所在社區作出積極貢獻的重要性，將社區利益視作十分重要的社會責任，並依據公司內部針對社會公益相關的指引，在保持良好發展態勢的同時，不忘回饋社會，不斷透過各種方式對社會做出貢獻。報告期內，本集團累計共投入約150萬元港幣及其他資源用於社區投資及社會貢獻，包括研創並捐贈與中國林業生態發展促進會共同研創並且由中國社科院社會科學文獻出版社出版的《*低碳發展藍皮書—中國碳中和發展報告(2022)*》以及向香港江蘇婦女聯合總會捐贈創刊以積極推動男女平等觀念，以鼓勵支持婦女關心和參與社會發展事業。此外，我們也積極協助香港中醫協會舉辦多場防疫講座並於現場派發中藥。

同時，我們通過參與、舉辦各類可持續發展主題活動，積極推進可持續發展理念與行為，提升本集團的可持續發展影響力，例如本集團首席科學家姜冬梅博士受邀作為主講嘉賓參加紅鳥沙龍講座，向各界精英及高校師生普及碳中和相關知識，加強對公眾的生態文明教育。

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5. Giving Back to Society (Continued)

5.1 Social Contribution (Continued)

5. 回饋社會 (續)

5.1 社會貢獻 (續)

Case: China Carbon Neutral is represented at the UN Climate Change Conference for the first time

案例：中國碳中和首次派代表出席聯合國氣候大會

During the Reporting Period, Dr. Jiang Dongmei, the chief scientist of the Group, and Dr. Ma Xiangshan, the general manager of the Carbon Capture Utilization and Storage Department, were invited to attend relevant conferences and major events of the Climate Change Conference, and participated in the intensive negotiations on the *United Nations Framework Convention on Climate Change* with representatives from various countries for several days, contributing to China's persistence and confidence in addressing climate change.

於報告期內，本集團首席科學家姜冬梅博士、碳捕集利用與封存部總經理馬湘山博士獲邀出席氣候大會各相關會議及重大活動，針對《聯合國氣候變化框架公約》與各國代表進行數日緊張的談判，為中國在氣候變化方面的堅持與信心的表達盡一份力量。



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5. Giving Back to Society (Continued)

5.1 Social Contribution (Continued)

5. 回饋社會 (續)

5.1 社會貢獻 (續)

Case: China Carbon Neutral Partners with Pui Ching Middle School Macau to launch “Zero Carbon Citizen” campaign

案例：中國碳中和聯合澳門培正中學推動「零碳公民」行動

In order to actively promote Chinese youth to pay attention to global climate change issues, the Group cooperated with Pui Ching Middle School Macau and China Eco Development Association to launch the “Zero Carbon Citizen” campaign and will jointly announce the “Zero Carbon School” standards. During this activity, the students were fully informed about the relevant carbon reduction methods such as reducing the use of plastics, saving energy, choosing green travel, participating in tree planting to expand the green area, and offsetting individual carbon emissions through verified voluntary emission reduction, which marked the first step of the students to become a “Zero Carbon Citizen”.

為積極推動中國青少年關注全球氣候變化問題，本集團於報告期內攜手澳門培正中學、中國林業生態發展促進會共同組織「零碳公民」行動，並將聯合發佈「零碳學校」標準。在此項活動中，學生們充分的接觸到了關於減少使用塑膠、節約能源，選擇綠色出行，參與植樹以擴大綠化面積，同時經過核證的自願減排量，抵消自己的碳排放等相關減碳方法，邁出了成為「零碳公民」的第一步。



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環境、社會及管治報告

6. Prospects

As a responsible enterprise, the Group actively supports the nation's "Dual Carbon" commitment. Based on its own business characteristics and with reference to market and policy trends, the Group will actively explore new development directions, and integrate the concept of carbon neutrality into our own business by combining diversified methods with emerging concepts and new directions.

In terms of carbon asset business, the Group actively develops, manages, invests and deals in carbon assets (carbon credit and carbon emission rights) around the world, as well as carbon neutrality consulting, verification and planning. We are committed to helping customers achieve their carbon emission reduction goals through expanding business to promote the "Dual Carbon" process.

In terms of negative carbon business, the Group focuses on industrial carbon negative and natural carbon negative fields, empowers carbon neutrality through technological research and development, promotes the development of negative carbon emissions business with modern technologies, and opens a new journey of negative carbon.

For the Civil Engineering and Construction Business, despite facing a more demanding operating environment, the Group will continue to maintain its competitive edge by leveraging on its extensive experience in handling diversified construction projects and integrating the concept of carbon neutrality in the future.

In the future, the Group will continuously develop its business, and will also take advantage of the characteristics of its business to promote the awareness of carbon neutrality and environmental protection to all sectors of society, so as to promote the implementation of carbon neutrality and contribute to the response to climate change globally.

6. 展望

作為一個有擔當有責任的企業，本集團積極響應我國的「雙碳」承諾。本集團將從自身業務特點出發，參考市場行情及政策走向，積極探尋新的發展方向，並將碳中和的理念以多元化方式與新興理念和新方向結合，融入我們自身的業務中。

在碳資產業務方面，本集團積極在全球佈局碳資產（碳信用和碳排放權）的開發、託管、投資和交易，以及碳中和諮詢、核查和規劃等全環節服務。致力於通過不斷拓展的業務幫助客戶實現碳減排的目標，以促進「雙碳」進程。

在負碳業務方面，本集團聚焦於工業負碳及自然負碳兩個領域，以科技研發賦能碳中和，以現代技術推動負碳排放業務發展，開竅負碳新征程。

對於土木工程及建造業務而言，儘管面臨著較為嚴苛的經營環境，本集團依舊會在未來依靠在處理多元化建設工程的方面的豐富經驗，融合碳中和理念，保持競爭優勢。

未來，本集團在不斷發展業務的同時，也會利用自身業務的特性向社會各界宣傳碳中和和環保意識，推動碳中和的實施，為全球應對氣候變化貢獻力量。

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7. Performance data of the Group

The statistics and calculations used in this Report are appropriately referenced. Previous data and information have been collated and presented. For environmental data, the data for 2022 and 2021 excludes carbon neutral related business in Mainland China and the data for 2020 excludes automotive engines business which has been sold. In addition, the intensity figures in the Report are calculated using the number of employees as the denominator. As the Group has further improved its data collection and statistical systems during the Reporting Period, some of the data are varied compared with previous years. A “-” in each table indicates that the relevant data has not been disclosed or not been counted for the year or that data is 0. Unless otherwise stated, the data provided in this section are either the aggregate figures for the corresponding financial year or the figures for the corresponding financial year ending on 31 December.

7. 本集團的績效數據

本報告所採用的數據統計及計算方法均給予了適當注明。過往數據及資料已經過梳理列示，關於環境層面的數據，2022及2021年度的數據不包括在中國內地的碳中和相關業務，2020年度的數據不包括已出售汽車發動機的業務。此外，本報告內的密度數據均以員工人數為分母進行計算。本集團於報告期內進一步完善數據收集及統計系統，故部分數據較之前年度有所變化。各列表中「-」表示所在年份未披露或未統計相關數據或此數據為0。除有另外說明，本章節所提供的數據均為對應財政年度全年匯總數據或對應財政年度截至12月31日的數據。

Environmental Key Performance Indicators	環境範疇績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Resource Consumption	資源耗用量					
Consumption and intensity of purchased electricity (indirect energy)	外購電力 (間接能源) 消耗量及密度	MWh MWh/ Employee	兆瓦時 兆瓦時/ 每員工	98,199.90 303.09	89,061.70 268.26	49,678.80 156.72
Diesel consumption ³	柴油使用 ³	MWh	兆瓦時	1,381.50	218,939.00	169,355.00
					(litres)	(litres)
Petrol consumption ⁴	汽油使用 ⁴	MWh	兆瓦時	407.20	94,820.80	61,883.00
					(litres)	(litres)
Total direct energy consumption and intensity	直接能源消耗總量 及密度	MWh MWh/ Employee	兆瓦時 兆瓦時/ 每員工	1,788.70 5.52	-	-
Total energy consumption and intensity	能源消耗總量 及密度	MWh MWh/ Employee	兆瓦時 兆瓦時/ 每員工	99,988.60 308.61	-	-
Total water consumption and intensity	水資源消耗總量及 密度	m ³ m ³ / Employee	立方米 立方米/ 每員工	491.25 1.52	492.75 0.05	- -
Total paper consumption and intensity	紙資源消耗總量 及密度	Tonnes Tonnes/ Employee	公噸 公噸/ 員工	7.73 0.024	8.08 0.024	1.25 0.004

³ Diesel consumption data in 2021 and 2020 are disclosed in litres. Diesel consumption data in 2021 and 2020 only include the amount of diesel consumed by the Group's official vehicles, while data in 2022 include the amount of diesel consumed by the Group's official vehicles and heavy construction equipment.

³ 2021年及2020年柴油使用披露單位為公升。2021年及2020年披露的柴油使用數據僅包含本集團公務用車輛所消耗的柴油量，2022年披露的數據包含本集團公務用車輛所消耗的柴油量及重型建築設備使用的柴油量。

⁴ Petrol consumption data in 2021 and 2020 are disclosed in litres

⁴ 2021年及2020年汽油使用，披露單位為公升。

Environmental, Social and Governance Report

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7. Performance data of the Group (Continued)

7. 本集團的績效數據 (續)

Environmental Key Performance Indicators	環境範疇績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Waste Generation	廢棄物排放量					
Total volume and density of non-hazardous solid waste	無害固體廢棄物總量及密度	Tonnes kg/ Employee	公噸 千克/ 每員工	16,867.00 52.06	22,827.18 68.76	17,312.00 54.61
Total volume and density of hazardous waste	有害體廢棄物總量及密度	Tonnes kg/ Employee	公噸 千克/ 每員工	0.50 1.54 × 10 ⁻³	- -	- -
Air Emissions⁵	廢氣排放量⁵					
Nitrogen Oxides	氮氧化物	Tonnes	公噸	196.65	1,979.51	1,764.91
Sulphur Oxides	硫氧化物	Tonnes	公噸	1.60	3.90	3.18
Particulate Matter	顆粒物	Tonnes	公噸	0.92	156.63	140.23

⁵ The calculation of air emissions includes the Group's vehicles fuel consumption in Hong Kong, the calculation methodology and the related emission factors are based on the *EMEP/EEA Air Pollutant Emission Inventory Guidebook - 2016* published by the European Environment Agency and Appendix II: Reporting guidance on Environmental KPIs in *How to Prepare an ESG Report* published by the HKEX.

⁵ 大氣污染物排放計算包括本集團在香港的汽車燃料消耗，其計算方法及相關的排放系數乃參考歐洲環境署發佈的《EMEP/EEA Air Pollutant Emission Inventory Guidebook - 2016》以及香港交易所發佈的《如何準備環境、社會及管治報告》之附錄二：環境關鍵績效指標匯報指引。

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環境、社會及管治報告



7. Performance data of the Group (Continued)

7. 本集團的績效數據 (續)

Environmental Key Performance Indicators	環境範疇績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Greenhouse Gas Emissions	溫室氣體排放量					
Scope 1 – Direct Emissions ⁶	範圍一 – 直接排放量 ⁶					
Petrol Combustion	汽油燃燒	Tonnes	公噸二氧 CO ₂ e	113.76	256.76	167.57
Diesel combustion	柴油燃燒	Tonnes	公噸二氧 CO ₂ e	339.23	586.78	456.03
Scope 1 Total emissions and intensity	範圍一總排放量及密度	Tonnes	公噸二氧 CO ₂ e	453.00	843.54	623.60
		Tonnes	公噸二氧 CO ₂ e/ Employee	1.40	2.54	1.97
Scope 2 – Indirect Emissions ⁷	範圍二 – 間接排放量 ⁷					
Purchased Electricity ⁸	外購電力 ⁸	Tonnes	公噸二氧 CO ₂ e	64.04	56.12	28.20
Scope 2 Total emissions and intensity	範圍二總排放量及密度	Tonnes	公噸二氧 CO ₂ e/ Employee	0.20	0.17	0.09
Total greenhouse gas emissions	溫室氣體總排放量					
Total greenhouse gas emissions and intensity	溫室氣體總排放量及密度	Tonnes	公噸二氧 CO ₂ e	517.04	899.66	651.80
		Tonnes	公噸二氧 CO ₂ e/ Employee	1.60	2.71	2.06

⁶ Scope 1 refers to greenhouse gas emissions directly attributable to the Group's operations, including carbon dioxide, methane and nitrous oxide from the combustion of diesel and petrol. During the Reporting Period, the Group's Scope 1 greenhouse gas emissions included greenhouse gas emissions from the use of diesel and petrol for business vehicles and the use of heavy equipment and were calculated with reference to Appendix II: Reporting guidance on Environmental KPIs in *How to Prepare an ESG Report* published by the HKEX.

⁷ Scope 2 refers to "indirect energy" greenhouse gas emissions from the consumption of purchased electricity within the Group's operations.

⁸ The grid emission factors used in the 2022 greenhouse gas emissions calculations for purchased electricity in Hong Kong are sourced from the *Sustainability Report 2021* published by HK Electric Investments Limited and the latest *2022 Sustainability Report* published by the CLP Group.

⁶ 範圍一是指本集團業務直接產生的溫室氣體排放，包括燃燒柴油及汽油燃燒所產生的二氧化碳、甲烷及氧化二氮。報告期內，本集團範圍一溫室氣體的排放包含公務車輛使用及重型設備使用消耗的柴油和汽油所造成的溫室氣體排放，其計算乃參考香港交易所發佈的《如何準備環境、社會及管治報告》之附錄二：環境關鍵績效指標匯報指引。

⁷ 範圍二是指本集團業務消耗的外購電力所引致的「間接能源」溫室氣體排放。

⁸ 2022年中國香港外購電力溫室氣體排放計算所採用的電網排放因子來源於港燈電力投資有限公司發佈的《2021年可持續發展報告》及中電控股有限公司最新發佈的《2022年可持續發展報告》。

Environmental, Social and Governance Report

環境、社會及管治報告

7. Performance data of the Group (Continued)

7. 本集團的績效數據 (續)

Social Key Performance Indicators	社會範疇的績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Total Number of Employees	員工總數	Persons	人	329	332	317
Number of Employees by Gender	按性別劃分的 員工人數					
Male	男性	Persons	人	249	249	257
Female	女性	Persons	人	80	83	60
Number of Employees by Employment Type	按僱傭類型劃分的 員工人數					
Regular Employees	正式員工	Persons	人	327	314	316
Contract/non-regular Employees	契約/非正式員工	Persons	人	2	18	1
Number of Employees by Age Group	按年齡組別劃分的 員工人數					
18-30	18-30	Persons	人	39	41	19
31-50	31-50	Persons	人	120	120	127
>50	>50	Persons	人	170	171	171
Number of Employees by Region	按地區劃分的 員工人數					
Hong Kong China	中國香港	Persons	人	295	299	317
Mainland China	中國內地	Persons	人	34	33	-
Employee Turnover Rate by Gender ⁹	按性別劃分的 員工流失率 ⁹					
Male	男性	%	%	22.09	32.13	24.90
Female	女性	%	%	23.75	24.10	26.70
Employee Turnover Rate by Age Group	按年齡組別劃分的 員工流失率					
18-30	18-30	%	%	38.46	12.20	68.42
31-50	31-50	%	%	21.67	48.33	26.77
>50	>50	%	%	19.41	21.64	19.30
Employee Turnover Rate by Region	按地區劃分的 員工流失率					
Hong Kong China	中國香港	%	%	22.37	33.44	25.24
Mainland China	中國內地	%	%	23.53	-	-

⁹ The employee turnover rate is calculated as: turnover rate of the relevant category of employees = number of employees lost in that category/total number of employees in that category.

⁹ 員工流失率計算方法為：相關類別員工流失率=該類別的流失員工人數/該類別的總員工人數。

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環境、社會及管治報告

7. Performance data of the Group (Continued)

7. 本集團的績效數據 (續)

Social Key Performance Indicators	社會範疇的 績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Percentage of Employees Trained by Gender ¹⁰	按性別劃分的受訓 員工 ¹⁰					
Male	男性	%	%	88.35	87.95	91.44
Female	女性	%	%	77.50	87.95	95.00
Percentage of Employees Trained by Employee Category	按職級組別劃分的 受訓員工					
Senior Management	高級管理層	%	%	47.06	73.33	50.00
Middle Management	中級管理層	%	%	71.05	82.76	100.00
General Employee	基層員工	%	%	90.15	89.24	92.23
The Average Training Hours Completed Per Employee by Gender ¹¹	按性別劃分的平均 受訓時數 ¹¹					
Male	男性	Hours	小時	6.22	6.49	5.51
Female	女性	Hours	小時	2.07	1.94	1.67
The Average Training Hours Completed Per Employee by Employee Category	按職級組別劃分的 平均受訓時數					
Senior Management	高級管理層	Hours	小時	2.50	4.65	12.63
Middle Management	中級管理層	Hours	小時	2.96	2.44	3.91
General Employee	基層員工	Hours	小時	5.69	5.68	4.73
Number of Working Days Lost Due to Work-related Injuries	因工傷損失工作 日數					
Number of working days lost ¹²	損失工作日數 ¹²	Days	天數	8	1,149	2,023

¹⁰ The employee training rate is calculated as: Employee training rate for the relevant category = number of employees training by that category/total number of employees in that category.

¹¹ The average training hours completed per employee is calculated as: average number of hours of training for the relevant category of employees = total number of hours of training for that category of employees/number of employees in that category.

¹² During the Reporting Period, given the Group paid high attention to the safety and security of the working environment and the reduced operating hours as a result of the pandemic, therefore the number of working days lost is reduced.

¹⁰ 員工受訓率計算方法為：相關類別員工受訓率=該類別劃分的員工受訓人數/該類別的總員工人數。

¹¹ 員工平均受訓時數計算方法為：相關類別員工平均受訓時數=該類別員工的總受訓時數/該類別的員工人數。

¹² 於報告期內，本集團高度關注工作環境的安全防護且由於疫情原因導致運營時間減少，因而因工損失工作日數減少。

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7. Performance data of the Group (Continued)

7. 本集團的績效數據 (續)

Social Key Performance Indicators	社會範疇的績效指標	Unit	單位	2022 2022年	2021 2021年	2020 2020年
Number of Suppliers by Region	按地區劃分的供應商數量					
Hong Kong China	中國香港	Number	個	273	260	241
Number of Certified Suppliers by Category	按類別劃分通過認證的供應商數量					
Number of suppliers with Quality Management System certification	通過質量管理體系認證的供應商數量	Number	個	28	—	—
Number of suppliers with Environmental Management System certification	通過環境管理體系認證的供應商數量	Number	個	20	—	—
Number of suppliers with Occupational Health and Safety Assessment Series 18001 certification	通過職業健康安全管理体系認證的供應商數量	Number	個	8	—	—

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8. SEHK's ESG Reporting Guide Content Index

8. 香港聯交所之《ESG報告指引》索引

Mandatory Disclosure Requirements 強制披露			Relevant Chapter(s) of this Report or Other Explanation 本報告有關章節或其他說明
Mandatory Disclosure Requirements 強制披露規定	Description 描述		
Governance structure 管治架構	A statement from the board containing the following elements: (i) a disclosure of the board's oversight of ESG issues; (ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and (iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses. 由董事會發出的聲明，當中載有下列內容： (i) 披露董事會對環境、社會及管治事宜的監管； (ii) 董事會的環境、社會及管治管理方針及策略，包括評估、優次排列及管理重要的環境、社會及管治相關事宜（包括對發行人業務的風險）的過程；及 (iii) 董事會如何按環境、社會及管治相關目標檢討進度，並解釋它們如何與發行人業務有關連。		2.3
Reporting Principles 匯報原則	Describe or explain how the following reporting principles were applied in the preparation of the ESG report: materiality, quantitative, consistency. 描述或解釋在編備環境、社會及管治報告時如何應用匯報原則：重要性、量化、一致性。		1, 2.4, 2.5
Reporting Scope 匯報範圍	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change. 解釋環境、社會及管治報告的匯報範圍，及描述挑選哪些實體或業務納入環境、社會及管治報告的過程。若匯報範圍有所改變，發行人應解釋不同之處及變動原因。		1

Environmental, Social and Governance Report

環境、社會及管治報告

8. SEHK's ESG Reporting Guide Content Index (Continued)

8. 香港聯交所之《ESG報告指引》索引 (續)

"Comply or explain" Provisions 「不遵守就解釋」條文		Relevant Chapter(s) of this Report or Other Explanation 本報告有關章節或其他說明
General Disclosures and KPIs 一般披露及關鍵績效指標	Description 描述	
Environmental 環境範疇		
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	3.1
KPI A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據	3.2, 8
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接 (範圍1) 及能源間接 (範圍2) 溫室氣體排放量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	8
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	8
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	8
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟	3.2
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟	3.2

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8. SEHK's ESG Reporting Guide Content Index (Continued)

8. 香港聯交所之《ESG報告指引》索引(續)

"Comply or explain" Provisions 「不遵守就解釋」條文		Relevant Chapter(s) of this Report or Other Explanation 本報告有關章節或其他說明
General Disclosures and KPIs 一般披露及關鍵績效指標	Description 描述	
Environmental 環境範疇		
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源 (包括能源、水及其他原材料) 的政策	3.2
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源 (如電、氣或油) 總耗量 (以千個千瓦時計算) 及密度 (如以每產量單位、每項設施計算)	3.2, 8
KPI A2.1	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度 (如以每產量單位、每項設施計算)	3.2, 8
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟	3.2
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟	3.2
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量 (以噸計算) 及 (如適用) 每生產單位估量	Not applicable ¹³ 不適用 ¹³

¹³ As the Group's operations do not involve the use of packaging materials for products, this KPI is not applicable.

¹³ 由於本集團業務不涉及產品的包裝材料使用，此關鍵績效指標不適用。

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8. SEHK's ESG Reporting Guide Content Index (Continued)

8. 香港聯交所之《ESG報告指引》索引 (續)

		"Comply or explain" Provisions 「不遵守就解釋」條文	
General Disclosures and KPIs	Description		Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述		本報告有關章節或其他說明
Environmental 環境範疇			
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策		3.2
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動		3.1, 3.2
KPI A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動		
Aspect A4: Climate Change 層面A4：氣候變化			
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策		3.4
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動		3.4
KPI A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動		

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8. SEHK's ESG Reporting Guide Content Index (Continued)

8. 香港聯交所之《ESG報告指引》索引(續)

General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social		
社會範疇		
Employment and Labour Practices		
僱傭及勞工常規		
Aspect B1: Employment		
層面B1：僱傭		
General Disclosure	Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	4.1, 4.2
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	
KPI B1.1	Total workforce by gender, employment type (for example, full- or part- time), age group and geographical region.	8
KPI B1.1	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數	
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	8
KPI B1.2	按性別、年齡組別及地區劃分的僱員流失比率	

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8. 香港聯交所之《ESG報告指引》索引(續)

General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social		
社會範疇		
Employment and Labour Practices		
僱傭及勞工常規		
Aspect B2: Health and Safety		
層面B2：健康與安全		
General Disclosure	Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to providing a safe working environment and protecting employees from occupational hazards.	4.4
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the Reporting Period.	4.4
KPI B2.1	過去三年(包括匯報年度)因工亡故的人數及比率	
KPI B2.2	Lost days due to work injury.	8
KPI B2.2	因工傷損失工作日數	
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	4.4
KPI B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法	
Aspect B3: Development and Training		
層面B3：發展及培訓		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	4.3
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	8
KPI B3.1	按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比	
KPI B3.2	The average training hours completed per employee by gender and employee category.	8
KPI B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數	

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General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social		
社會範疇		
Employment and Labour Practices		
僱傭及勞工常規		
Aspect B4: Labour Standards		
層面B4：勞工準則		
General Disclosure	Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to preventing child and forced labour.	4.1
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	4.1
KPI B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	4.1
KPI B4.2	描述在發現違規情況時消除有關情況所採取的步驟	

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General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social 社會範疇		
Operating Practices 運營慣例		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策	5.1
KPI B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目	8
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	5.1
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法	5.1
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	5.1

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General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social 社會範疇		
Operating Practices 運營慣例		
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure	Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods and redress.	5.2
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	No relevant incident
KPI B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比	無相關事件
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	5.2
KPI B6.2	接獲關於產品及服務的投訴數目以及應對方法	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	5.3
KPI B6.3	描述與維護及保障知識產權有關的慣例	
KPI B6.4	Description of quality assurance process and recall procedures.	5.2
KPI B6.4	描述質量檢定過程及產品回收程序	
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	5.3
KPI B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法	

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8. 香港聯交所之《ESG報告指引》索引(續)

General Disclosures and KPIs	Description	Relevant Chapter(s) of this Report or Other Explanation
一般披露及關鍵績效指標	描述	本報告有關章節或其他說明
Social		
社會範疇		
Operating Practices		
運營慣例		
Aspect B7: Anti-corruption		
層面B7：反貪污		
General Disclosure	Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	2.2
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases.	2.2
KPI B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	2.2
KPI B7.2	描述防範措施及舉報程序，以及相關執行及監察方法	
KPI B7.3	Description of anti-corruption training provided to directors and employee.	2.2
KPI B7.3	描述向董事及員工提供的反貪污培訓	
Community		
社區		
Aspect B8: Community Investment		
層面B8：社區投資		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	6.1
一般披露	有關以社區參與來了解運營所在社區需要和確保其業務活動會考慮社區利益的政策	
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	6.1
KPI B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	6.1
KPI B8.2	在專注範疇所動用資源(如金錢或時間)	

Independent Auditor's Report 獨立核數師報告



To The Shareholders of China Carbon Neutral Development Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Carbon Neutral Development Group Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages 151 to 291, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “Code”), 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.

致中國碳中和發展集團有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第151至291頁中國碳中和發展集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱為「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二二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及其他全面收入表，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」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公允地反映貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基礎

我們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。我們就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

To The Shareholders of China Carbon Neutral Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

致中國碳中和發展集團有限公司列位股東

(於開曼群島註冊成立的有限公司)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3 to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Group experienced a loss of approximately HK\$199,038,000 for the year ended 31 December 2022 and had net liabilities of approximately HK\$49,769,000 as at that date. These conditions, along with other matters as set forth in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The directors of the Company, having considered the measures being taken by the Group, are of the opinion that the Group would be able to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

與持續經營有關的重大不明朗因素

我們茲提請注意綜合財務報表附註3關於採用持續經營基準編制綜合財務報表。貴集團於截至二零二二年十二月三十一日止年度錄得虧損約199,038,000港元，並於該日的淨負債為約49,769,000港元。該等情況連同綜合財務報表附註3所載的其他事宜顯示存在重大不明朗因素，可能對貴集團持續經營的能力構成重大疑問。經考慮貴集團所採取的措施後，貴公司董事認為本集團將能夠持續經營。我們的意見未有就此事宜作出修訂。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就下文各事項而言，有關吾等審核時處理此等事項的描述僅適用於此等情況。

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獨立核數師報告



To The Shareholders of China Carbon Neutral Development Group Limited
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KEY AUDIT MATTERS (continued)

Revenue recognition from construction services and civil engineering services

Refer to note 5 to the consolidated financial statements and the accounting policies on pages 175 to 178.

Key audit matters

How our audit addressed the key audit matter

For the year ended 31 December 2022, the Group has recognised revenue arising from the construction services and civil engineering services of approximately HK\$500,128,000, by using the output method, based on direct measurements of the value transferred by the Group to the customer as estimated by the management. Management periodically measures the value of the civil and structural works completed for each project with reference to the certified value of works and estimates the value of works completed but yet to be certified at the end of the reporting period.

We have identified the revenue recognition from construction works as a key audit matter as it is quantitatively significant to the consolidated financial statements and the estimation of the final outcome. The value of the services transferred to customer to date is measured according to the progress certificate (by reference to the construction works certified by the customers or their agents). 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.

Our procedures were designed to review the management judgements and estimates used in the determination of the progress and total contract costs of each individual project.

We have assessed the appropriateness of the revenue recognition policy adopted by the management under HKFRS 15 Revenue from Contracts with Customers.

In assessing the management judgements and estimates in the determination of the total contract costs, we challenged the reasonableness of the total expected costs, and compared the actual costs incurred and the expected costs to be incurred to the latest updated budgeted contract costs. We also assessed the reliability of the management's assessment by investigating variance between the total actual costs and budgeted costs for the completed projects during the year.

We have also checked the revenue recognised, on a sample basis, the certificates issued by the customers, before and subsequent to year end date and other relevant correspondences and supporting documents in respect of variation orders to evaluate the reasonableness of the revenue recognised.

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關鍵審計事項 (續)

建築服務及土木工程服務收入確認

請參閱綜合財務報表附註5及第175至178頁之會計政策。

關鍵審計事項

截至二零二二年十二月三十一日止年度，本集團採用產生法，根據轉移價值的直接計量，確認建築服務及土木工程服務產生的收入約500,128,000港元。管理層參考工程的核證價值定期計量每個項目已完成的土木及結構工程的價值，並於報告期末估計已完成但尚未核證的工程的價值。

我們將建築工程的收入確認識別為關鍵審計事項，因為它對綜合財務報表在金額上具有重要意義，最新已轉移給客戶的服務價值會根據進度證明(參照客戶或其代理人證明的建造工程)計量。當結果建造合同不能可靠估計的，合同收入按照已經發生且很可能收回的合同成本確認。

我們的審計如何處理關鍵審計事項

我們的程序旨在審查在確定每個單獨項目的進度和總合同成本時使用的管理層判斷和估計。

我們根據香港財務報告準則第15號客戶合同收入評估了管理層採用的收入確認政策的適當性。

在評估管理層在確定合同總成本時的判斷和估計時，我們質疑總預期成本的合理性，並將實際發生的成本和預計將發生的成本與最近更新的預算合同成本進行比較。我們還通過調查年內已完成項目的總實際成本與預算成本之間的差異來評估管理層評估的可靠性。

我們亦抽樣檢查已確認收入、客戶在年結日前後出具的證明及其他有關變更訂單的相關往來函件及證明文件，以評估確認收入的合理性。

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To The Shareholders of China Carbon Neutral Development Group Limited
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KEY AUDIT MATTERS (continued)

Valuation of carbon-credit assets

Refer to note 20 to the consolidated financial statements and the accounting policies on page 190.

Key audit matters

How our audit addressed the key audit matter

As at 31 December 2022, the Group's carrying value of carbon-credit assets amounted to HK\$8,877,000. For the year ended 31 December 2022, the Group had recognised a fair value gain on carbon-credit assets of HK\$2,980,000.

The fair value of carbon-credit assets had been determined using market approach, by reference to market transactions. Fair value measurement had taken into account the transaction prices involving assets that are the same or similar to the subject asset to arrive at an indication of value. The fair value measurement had assumed that:

- the price information underlying the comparable represented arm's length transaction price involving similar carbon offset credits on or near the year end date; and
- the price of carbon-credit assets with similar attributes were comparable.

We have identified the valuation of carbon-credit assets as a key audit matter because of its significance to the consolidated financial statements and because applying the Group's accounting policies in this area involves a significant degree of judgement by the management in assessing the fair value of the carbon-credit assets.

Our procedures in relation to management's judgements used in the valuation assessment of the carbon-credit assets included:

- obtaining an understanding of the management's valuation processes in relation to the carbon-credit assets and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors;
- challenging the scope of work of the external valuer and evaluating the appropriateness of the valuation methodology used which based on their knowledge and practices;
- involving our valuation experts to discuss with management and external valuer and reconsidering the appropriateness of valuation methodology and assumptions used; and
- obtaining information to verify the parameters and data used by the external valuer.

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關鍵審計事項 (續)

碳信用資產的估值

請參閱綜合財務報表附註20及第190頁之會計政策。

關鍵審計事項

截至二零二二年十二月三十一日，本集團碳信用資產賬面值為8,877,000港元。截至二零二二年十二月三十一日止年度，本集團已確認碳信用資產的公允價值收益為2,980,000港元。

碳信用資產的公允價值參考市場活動採用市場法釐定。公允價值的計量已考慮相同或類似資產的交易價格，以得出價值評估。公允價值計量假設：

- 類似碳抵消信用於年末日或臨近年末日期按公平原則進行的交易價格的可比價格信息；及
- 具有相似屬性的碳信用資產價格具有可比性。

我們將碳信用資產的估值作為關鍵審計事項，由於其對綜合財務報表具有重要影響，且因在該領域應用本集團的會計政策會涉及管理層在評估碳信用資產公允價值時的重大判斷。

我們的審計如何處理關鍵審計事項

我們就管理層於碳信用資產的估值評估中所用判斷的程序包括：

- 了解管理層對碳信用資產的估值過程，並通過考慮估計不確定性程度和其他固有風險因素評估重大錯報的固有風險；
- 考驗外部估值師工作範圍，並根據他們的知識和實踐評估所使用的估值方法的適當性；
- 讓我們的估值專家與管理層及外部估值師討論並重新考慮估值方法和所用假設的適當性；及
- 獲取資訊以驗證外部估值師的參數和數據。

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To The Shareholders of China Carbon Neutral Development Group Limited
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KEY AUDIT MATTERS (continued)

Impairment assessment of accounts receivable and contract assets

Refer to notes 21 and 22 to the consolidated financial statements and the accounting policies on pages 194 to 201.

Key audit matters

How our audit addressed the key audit matter

As at 31 December 2022, the carrying amounts of accounts receivable and contract assets amounted to HK\$40,429,000 and HK\$123,086,000 respectively. Allowance for impairment of accounts receivable and contract assets is based on lifetime expected credit losses model, which is estimated by taking into account the credit loss experience and forward looking information including both current and forecast general economic conditions.

We have identified on the impairment assessment of accounts receivable and contract assets as a key audit matter because the material amounts involved, and the significant judgement and assumptions involved in the determination of loss allowance under the expected credit losses model.

Our procedures in relation to management's judgements used in the recoverability of accounts receivable and contract assets included:

- Understanding and evaluating the operating effectiveness of key internal controls which govern credit control, debt collection and estimation of expected credit losses;
- Testing on a sample basis the ageing of accounts receivable and contract assets as at year end;
- Evaluating the level of provision made by management for the accounts receivable and contract assets which based on management's estimation of lifetime expected credit losses to be included with reference to credit loss experience, ageing of overdue receivable, customers' repayment history and forecast general economic conditions;
- Assessing the competency, objectivity and independence of the external valuer used by management and discussing with the external valuer their scope of work, and assessing the appropriateness of the valuation methodology; and
- Assessing the adequacy of the disclosures in the consolidated financial statements.

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關鍵審計事項 (續)

應收帳款及合約資產減值評估

請參閱綜合財務報表附註21及附註22及第194至201頁之會計政策。

關鍵審計事項

我們的審計如何處理關鍵審計事項

於二零二二年十二月三十一日，應收賬款及合約資產的帳面值分別為40,429,000港元及123,086,000港元。應收賬款及合約資產減值撥備基於全期預期信貸虧損模型，該模型經考慮信貸虧損經驗及前瞻性資料(包括當前及預測整體經濟狀況)後估計。

我們將應收賬款及合約資產的減值評估作為關鍵審計事項，由於涉及重大金額及涉及根據預期信貸虧損模型釐定虧損撥備的重大判斷及假設。

我們就管理層於應收賬款及合約資產的可收回性中所用判斷的程序包括：

- 了解及評估規管信貸控制、收債及估計預期信貸虧損的主要內部監控的操作成效；
- 取樣測試應收賬款及合約資產於年末的賬齡；
- 根據管理層對將納入的存續期預期信貸虧損的估計，評估管理層就應收賬款及合約資產作出之撥備水平，並已考慮信貸虧損經驗、逾期應收賬款的賬齡、客戶的還款歷史以及對總體經濟狀況的預測；
- 評估管理層使用的外部估值師的適任程度、客觀程度及獨立性及與外部估值師討論彼等的工作範圍，並評估估值方法的適當程度；及
- 評估綜合財務報表中披露的充分性。

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OTHER INFORMATION

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.

其他資料

貴公司董事需對其他資料負責。其他資料包括年報中的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

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

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑑證結論。

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.

結合我們對綜合財務報表進行之審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸，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，我們需要報告該事實。在這方面，我們沒有任何報告。

RESPONSIBILITIES OF THE DIRECTORS OF THE COMPANY AND THOSE CHARGED WITH GOVERNANCE 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 disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責遵照香港會計師公會頒佈的《香港財務報告準則》及《香港公司條例》的披露規定，編製反映真實及公平意見的綜合財務報表，並負責進行董事認為必要的有關內部控制，以確保綜合財務報表的編製並無重大錯誤陳述（不論因欺詐或錯誤引致）。

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.

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非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。

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RESPONSIBILITIES OF THE DIRECTORS OF THE COMPANY AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

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

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董事及管治層就綜合財務報表須承擔的責任 (續)

管治層協助貴公司董事履行監督貴集團綜合財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對整體綜合財務報表是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告，我們僅向閣下（作為整體）報告，除此之外本報告別無其他目的。我們不會就本報告之內容向任何其他人士承擔或接受責任。合理保證是高水平的保證，但不能保證按《香港審計準則》進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或滙總起來可能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，並於審計全程中保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及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，或凌駕於內部控制之上，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。

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's 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.
- 了解與審計相關的內部控制，以於環境中設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，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醒對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則須修改我們的意見。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，未來事件或情況可能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、結構和內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。我們負責貴集團審計的指導、監督和執行。我們對審計意見承擔全部責任。

致中國碳中和發展集團有限公司列位股東

(於開曼群島註冊成立的有限公司)

核數師就審計綜合財務報表承擔的責任 (續)

Independent Auditor's Report

獨立核數師報告

To The Shareholders of China Carbon Neutral Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

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

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

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

From the matters communicated with the those charged with governance, 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 Mr. Dai Tin Yau.

Prism Hong Kong and Shanghai Limited

Certified Public Accountants

Dai Tin Yau

Practising Certificate Number: P06318

Hong Kong

30 March 2023

致中國碳中和發展集團有限公司列位股東

(於開曼群島註冊成立的有限公司)

核數師就審計綜合財務報表承擔的責任 (續)

除其他事項外，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計期間識別出內部控制的任何重大缺陷。

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及在適用的情況下為估計威脅而採取的行動或應用的防範措施。

從與管治層溝通的事項中，我們決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。我們會在核數師報告中描述這些事項，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，若有合理預期在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是戴天佑先生。

上會栢誠會計師事務所有限公司

執業會計師

戴天佑

執業證書編號：P06318

香港

二零二三年三月三十日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
REVENUE	收入	5	709,306	468,007
Cost of sales	銷售成本		(666,800)	(432,078)
Gross profit	毛利		42,506	35,929
Other income and gains	其他收入及收益	6	9,211	2,788
Fair value gain on carbon-credit assets	碳信用資產的公允價值 收益	20	2,980	172,022
Research and development costs	研發成本		(4,018)	(3,411)
Administrative and selling expenses	行政及銷售開支		(86,014)	(64,602)
Equity-settled share option expenses	股權結算購股權開支	32	(34,974)	(21,789)
Finance costs	財務費用	8	(59,420)	(75,758)
Reversal of impairment/(impairment) of accounts receivable, other receivables and contract assets, net	應收賬款、其他應收賬 款及合約資產減值沖 回/(減值)		62	(3,529)
Operating (loss)/profit	經營(虧損)/溢利		(129,667)	41,650
Change in valuation of promissory notes, net	承兌票據估值變動淨額		-	(37,231)
Loss on partial early repayment of promissory note	提早償還部份承兌票據 之虧損	29	(74,562)	-
Share of loss of a joint venture	應佔合營企業虧損		(82)	-
(Loss)/gain on disposal of subsidiaries	出售附屬公司之(虧損)/ 收益	34	(5)	269,220
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	9	(204,316)	273,639
Income tax credit/(expense)	所得稅抵扣/(開支)	12	5,278	(6,075)
(LOSS)/PROFIT FOR THE YEAR	年內(虧損)/溢利		(199,038)	267,564
(Loss)/profit for the year, excluding loss on partial early repayment of promissory note, change in valuation of promissory notes, net and (loss)/gain on disposal of subsidiaries ("one-off non- operating items")	扣除提早償還部份承兌 票據之虧損、承兌票 據估值變動淨額及出售 附屬公司之(虧損)/收 益(「一次性非經營性項 目」)後的年內(虧損)/ 溢利		(124,471)	35,575

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(LOSS)/PROFIT FOR THE YEAR	年內 (虧損)/溢利		(199,038)	267,564
OTHER COMPREHENSIVE (EXPENSE)/INCOME	其他全面 (費用)/收入			
Items that will not be reclassified to profit or loss in subsequent periods:	期後不可能重新分類至損益之項目：			
Fair value loss on a finance asset at fair value through other comprehensive income	按公允價值計入其他全面收入之金融資產之公允價值損失		(11,800)	-
Items that may be reclassified to profit or loss in subsequent periods:	期後可能重新分類至損益之項目：			
Exchange differences on translation of foreign operations	換算海外業務財務報表之匯兌差額		(21)	1,190
TOTAL OTHER COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR	年內其他全面 (費用)/收入總額		(11,821)	1,190
TOTAL COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR	年內全面 (費用)/收入總額		(210,859)	268,754
(Loss)/profit for the year attributable to:	以下人士應佔年內 (虧損)/溢利：			
Owners of the Company	本公司擁有人		(197,471)	267,651
Non-controlling interests	非控股權益		(1,567)	(87)
			(199,038)	267,564
Total comprehensive (expense)/income for the year attributable to:	以下人士應佔年內全面 (費用)/收入總額：			
Owners of the Company	本公司擁有人		(209,288)	268,841
Non-controlling interests	非控股權益		(1,571)	(87)
			(210,859)	268,754
(LOSS)/EARNINGS PER SHARE	每股 (虧損)/盈利	14		
Basic (HK cents)	基本 (港仙)		(63.0)	103.4
Diluted (HK cents)	攤薄 (港仙)		(63.0)	69.4

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022
於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	機器及設備	15	3,689	889
Right-of-use assets	使用權資產	16(a)	17,216	11,775
Intangible assets	無形資產	18	2,378	2,378
Deposits and other receivables	按金及其他應收款	23	1,885	2,109
Investment in a joint venture	合營企業投資	36	146	–
Financial asset at fair value through other comprehensive income	按公允值計入其他全面 收入之金融資產	19	8,200	20,000
TOTAL NON-CURRENT ASSETS	非流動資產總值		33,514	37,151
CURRENT ASSETS	流動資產			
Carbon-credit assets	碳信用資產	20	8,877	193,188
Contract assets	合約資產	21	123,086	98,256
Accounts receivable	應收賬款	22	40,429	32,056
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款	23	31,020	35,205
Restricted bank deposits	受限制銀行存款	24	1,495	695
Cash and cash equivalents	現金及現金等值物	24	76,117	88,266
TOTAL CURRENT ASSETS	流動資產總值		281,024	447,666
CURRENT LIABILITIES	流動負債			
Accounts payable	應付賬款	25	72,816	68,553
Other payables and accruals	其他應付款及預提費用	26	69,560	66,769
Interest-bearing other borrowings	計息其他借款	27	7,500	33,000
Lease liabilities	租賃負債	16(b)	7,032	7,278
TOTAL CURRENT LIABILITIES	流動負債總值		156,908	175,600
NET CURRENT ASSETS	流動資產淨值		124,116	272,066
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		157,630	309,217

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022
於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Other payables and accruals	其他應付款及預提費用	26	2,042	841
Interest-bearing other borrowings	其他計息借款	27	—	6,000
Lease liabilities	租賃負債	16(b)	10,863	9,295
Convertible bonds	可換股債券	28	177,544	138,286
Promissory note	承兌票據	29	16,099	61,605
Deferred tax liabilities	遞延稅項負債	30	851	6,129
TOTAL NON-CURRENT LIABILITIES	非流動負債總值		207,399	222,156
NET (LIABILITIES)/ASSETS	(負債)/資產淨值		(49,769)	87,061
EQUITY	權益			
Share capital	股本	31	3,205	3,020
Reserves	儲備		(52,351)	83,854
(Deficit in equity)/equity attributable to owners of the Company	本公司擁有人應佔 (虧絀)/權益		(49,146)	86,874
Non-controlling interests	非控股權益		(623)	187
(DEFICIT IN EQUITY)/TOTAL EQUITY	(權益虧絀)/權益總值		(49,769)	87,061

Sha Tao
沙濤
Chairman
主席

Chen Xinwei
陳歆瑋
Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Capital reserve	Statutory surplus reserve	Exchange fluctuation reserve	Equity component of convertible bonds	Share option reserve	Accumulated loss	Sub-total	Non-controlling interests	(Deficit in equity)/ total equity
		股本	股份溢價	資本儲備	法定盈餘	外匯儲備	可換股債券的權益部分	購股權儲備	累計虧損	小計	非控股權益	權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 33)	(note 33)		(note 28)	(note 33)				
				(附註33)	(附註33)		(附註28)	(附註33)				
At 1 January 2021	於二零二一年一月一日	2,000	45,486	-	1,085	(41,823)	384,037	-	(1,069,714)	(678,929)	-	(678,929)
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	267,651	267,651	(87)	267,564
Other comprehensive income for the year:	年內其他全面收入：											
Exchange differences on translation of foreign operations	換算海外業務財務報表之匯兌差額	-	-	-	-	1,190	-	-	-	1,190	-	1,190
Total comprehensive income/(expense) for the year	年內全面(費用)/收入總額	-	-	-	-	1,190	-	-	267,651	268,841	(87)	268,754
Capital contribution from non-controlling interests	來自非控股權益股本投入	-	-	-	-	-	-	-	-	-	274	274
Disposal of subsidiaries (note 34)	出售附屬公司(附註34)	-	-	-	(1,085)	40,476	-	-	-	39,391	-	39,391
Equity-settled share option expenses (note 32)	以股權支付之購股權開支(附註32)	-	-	-	-	-	-	21,789	-	21,789	-	21,789
Issue of shares upon conversion of convertible bonds (note 28)	可轉換債券轉換時發行股份(附註28)	200	51,674	-	-	-	(39,388)	-	-	12,486	-	12,486
Issue of new shares (note 31)	發行新股(附註31)	820	420,315	-	-	-	-	-	-	421,135	-	421,135
Waiver of interest of amount due to a shareholder	應付股東款項之利息豁免	-	-	2,161	-	-	-	-	-	2,161	-	2,161
At 31 December 2021	於二零二二年十二月三十一日	3,020	517,475*	2,161*	-	(157)*	344,649*	21,789*	(802,063)*	86,874	187	87,061

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Capital reserve	Exchange fluctuation reserve	Equity component of convertible bonds	Share option reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Accumulated loss	Sub-total	Non-controlling interests	(Deficit in equity)/ total equity
		股本	股份溢價	資本儲備	外匯儲備	可換股債券的權益部分	購股權儲備	按公允價值計入其他全面收入之金融資產之儲備	累計虧損	小計	非控股權益	(權益虧絀)/ 權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 33) (附註33)		(note 28) (附註28)	(note 33) (附註33)	(note 33) (附註33)				
At 1 January 2022	於二零二二年一月一日	3,020	517,475	2,161	(157)	344,649	21,789	-	(802,063)	86,874	187	87,061
Loss for the year	年內虧損	-	-	-	-	-	-	-	(197,471)	(197,471)	(1,567)	(199,038)
Other comprehensive expense for the year:	年內其他全面費用：											
Fair value loss on a financial asset at fair value through other comprehensive income	按公允價值計入其他全面收入之金融資產之公允價值損失	-	-	-	-	-	-	(11,800)	-	(11,800)	-	(11,800)
Exchange differences on translation of foreign operations	換算海外業務財務報表之匯兌差額	-	-	-	(17)	-	-	-	-	(17)	(4)	(21)
Total comprehensive expense for the year	年內全面費用總額	-	-	-	(17)	-	-	(11,800)	(197,471)	(209,288)	(1,571)	(210,859)
Capital contribution from non-controlling interest	來自非控股權益股本投入	-	-	-	-	-	-	-	-	-	761	761
Equity-settled share option expenses (note 32)	以股權支付之購股權開支 (附註32)	-	-	-	-	-	34,974	-	-	34,974	-	34,974
Transfer of share option reserve upon the lapse of share options	於購股權失效後轉移購股權儲備	-	-	-	-	-	(16,855)	-	16,855	-	-	-
Issue of shares upon conversion of convertible bonds (note 28)	可轉換債券轉換時發行股份 (附註28)	85	23,950	-	-	(16,741)	-	-	-	7,294	-	7,294
Issue of new shares (note 31)	發行新股 (附註31)	100	30,900	-	-	-	-	-	-	31,000	-	31,000
At 31 December 2022	於二零二二年十二月三十一日	3,205	572,325*	2,161*	(174)*	327,908*	39,908*	(11,800)*	(982,679)*	(49,146)	(623)	(49,769)

* These reserve accounts comprise the consolidated reserve of HK\$52,351,000 (2021: HK\$83,854,000) in the consolidated statement of financial position.

* 此等儲備賬目包括於綜合財務狀況表中的綜合儲備52,351,000港元(二零二一年: 83,854,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
CASH FLOW FROM OPERATING ACTIVITIES			
(Loss)/profit before tax		(204,316)	273,639
Adjustments for:			
Change in valuation of promissory notes, net		–	37,231
Depreciation of plant and equipment		549	452
Depreciation of right-of-use assets	9	7,772	3,608
Equity-settled shared option expenses		34,974	21,789
Fair value gain on carbon-credit assets		(2,980)	(172,022)
Finance costs	8	59,420	75,758
Loss/(gain) on disposal of subsidiaries		5	(269,220)
(Reversal of impairment)/impairment of accounts receivable, other receivables and contract assets, net	9	(62)	3,529
Interest income	6	(13)	(102)
(Gain)/loss on leases modification	9	(923)	249
Gain on settlement on other borrowings		(3,389)	–
Loss on partial early repayment of promissory note		74,562	–
Share of loss of a joint venture		82	–
Loss on disposal of plant and equipment		319	–
Operating cash flows before movements in working capital		(34,000)	(25,089)
Decrease/(increase) in carbon-credit assets		187,291	(21,166)
Increase in contract assets		(25,953)	(7,589)
(Increase)/decrease in accounts receivable		(5,805)	21,092
Decrease/(increase) in prepayments, deposits and other receivables		2,163	(18,360)
Increase in accounts payable		4,263	20,027
Increase/(decrease) in other payables and accruals		14,737	(55,010)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash generated from/(used in) operations	經營產生/(使用)的現金		142,696	(86,095)
Interest received	已收利息		13	2
Interest paid	已付利息		(9,448)	(2,106)
Net cash flows generated from/(used in) operating activities	經營業務產生/(使用)的現金流量淨額		133,261	(88,199)
CASH FLOWS FROM INVESTING ACTIVITIES	投資業務產生的現金流量			
Purchase of financial asset at fair value through other comprehensive income	購入以公允值計入其他全面收益之金融資產		—	(20,000)
Acquisition of intangible assets	收購無形資產		—	(2,378)
Net cash outflow on disposal of subsidiaries	出售附屬公司淨現金流出		—	(1,096)
Acquisition of plant and equipment	購入機器及設備		(3,684)	(827)
Investment in a joint venture	合營企業投資		(226)	—
Proceeds from disposal of plant and equipment	出售機器及設備所得款項		9	—
Net cash flows used in investing activities	投資業務使用的現金流量淨額		(3,901)	(24,301)
CASH FLOWS FROM FINANCING ACTIVITIES	融資業務產生的現金流量	35(b)		
Interest on promissory notes paid	已付承兌票據利息		—	(50,501)
Proceeds from issue of shares	發行股份所得款項		31,000	421,135
Non-controlling interests arising from additional capital injection	額外注資產生的非控股權益		761	274
Partial early repayment/extinguish of promissory notes	提早償還部份/註銷承兌票據		(129,462)	(210,000)
New other borrowings	新增其他借款		20,000	—
Repayment of other borrowings	償還其他借款		(51,500)	(5,000)
Repayment of lease liabilities	租賃付款本金部分		(10,026)	(4,236)
Net cash flows (used in)/generated from financing activities	融資活動(使用)/產生的現金流量淨額		(139,227)	151,672

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物 (減少) / 增加淨額		
Cash and cash equivalents at the beginning of year	年初的現金及現金等值物	88,961	49,749
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額	(1,482)	40
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	年末的現金及現金等值物	77,612	88,961
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS AS STATED IN THE CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表所列之現金及現金等值物結餘分析		
Cash and bank balances	現金及銀行結餘	76,117	88,266
Restricted bank deposits	受限制銀行存款	1,495	695
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所列之現金及現金等值物	77,612	88,961

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

China Carbon Neutral Development Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. In the opinion of the directors of the Company, the immediate holding company is Quick Tycoon Limited and the ultimate holding company is Sound Gem Limited, which were incorporated in Hong Kong and the British Virgin Islands respectively. The registered office address of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and changed to 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands on 4 January 2022. The principal place of business of the Company is relocated at Unit 1808, 18/F, Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong on 1 November 2022.

During the year ended 31 December 2022, the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) was principally engaged in the following principal activities:

- Trading of carbon-credit assets, carbon credit and carbon asset development, management and investment in carbon neutral related fields and carbon consulting and carbon planning; and the carbon negative business including industrial carbon negative with a core of development of carbon capture, utilisation and storage (“CCUS”) and natural carbon negative focusing on forest and crop optimisation (the “Global Carbon Neutral Business”); and
- Civil engineering works and building construction and maintenance works (the “Civil Engineering and Construction Business”).

1. 企業及集團資料

中國碳中和發展集團有限公司（「本公司」）是一家在開曼群島註冊成立的有限責任獲豁免公司，其股份於香港聯合交易所有限公司上市。本公司董事認為，直接控股公司為Quick Tycoon Limited，而最終控股公司為South Gem Limited，分別於香港及英屬處女群島註冊成立。本公司的註冊辦事處地址曾位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands並於二零二二年一月四日改為89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands。本公司主要營業地點於二零二二年十一月一日搬移到香港黃竹坑業勤街39號Landmark South 18樓1808室。

於截至二零二二年十二月三十一日止年度，本公司及其附屬公司（以下統稱「本集團」）的主要業務為：

- 碳信用資產交易、碳中和相關領域的碳信用及碳資產開發、管理和投資，以及碳諮詢和碳規劃；及以發展碳捕集、利用與封存（「碳捕集、利用與封存」）為核心的工業負碳及以森林和農作物優化為核心的自然負碳等負碳排放業務（「全球碳中和業務」）；及
- 土木工程項目以及樓宇建造及保養業務（「土木工程及建造業務」）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatory effective for the year

In the current year, the Group has applied, for the first time, the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning 1 January 2022:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 cycle

The application of the amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

對本年度強制性生效之香港財務報告準則的修訂本

本集團於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈，並於二零二二年一月一日起開始生效之香港財務報告準則修訂本：

香港財務報告準則第3號（修訂本）	概念框架參考
香港會計準則第16號（修訂本）	物業、機器及設備：擬定用途前之收益
香港會計準則第37號（修訂本）	虧損合約 – 履行合約的成本
香港財務報告準則（修訂本）	二零一八年至二零二零年香港財務報告準則之年度改進

於本年度應用香港財務報告準則之修訂本對本集團本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

New and amendments to HKFRSs issued but not yet effective

The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 amendments to HKFRS 17)	Insurance Contracts and related Amendments ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimate ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual period beginning on or after a date to be determined.

The directors of the Company anticipate that the application of new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提前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17號（包括2020年10月及2022年2月對香港財務報告準則第17號之修訂本）	保險合同與相關修訂 ¹
香港財務報告準則第16號（修訂本）	售後租回之租賃負債 ²
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司之間的資產出售或注資 ³
香港會計準則第1號（修訂本）	分類負債為流動或非流動及香港詮釋第5號（2020）的相關修訂財務報表的列報 – 借款人對包含按要求還款條款的定期貸款的分類 ²
香港會計準則第1號（修訂本）	附帶契諾的非流動負債 ²
香港會計準則第1號（修訂本）及香港財務報告準則實務報告第2號	會計政策之披露 ¹
香港會計準則第8號（修訂本）	會計估計之定義 ¹
香港會計準則第12號（修訂本）	與單一交易產生之資產及負債有關之遞延稅項 ¹

¹ 適用於二零二三年一月一日或之後開始的年度期間

² 適用於二零二四年一月一日或之後開始的年度期間

³ 適用於待定期日或之後開始的年度期間

本公司董事預計，該等新訂及經修訂之香港財務報告準則的應用將不會對本集團之業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for financial asset at fair value through other comprehensive income that are measured at fair values and carbon-credit assets that are measured at fair values less cost to sell at the end of each reporting period. These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The significant accounting policies are set out below.

3. 主要會計政策概要

編製基準

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定的適用披露。

於各報告期末，除碳信用資產及若干金融工具按公允價值計量外，綜合財務報表以歷史成本為基礎編製。本綜合財務報表以港元呈列，除另有說明外，所有數值均約至千位。

歷史成本通常基於為交換商品和服務而給予的代價的公允價值。

公允價值是指市場參與者在計量日進行的有序交易中，出售一項資產所能收到或轉移一項負債所需支付的價格，無論該價格是否可直接觀察或採用其他估值技術估計。公允價值計量的詳情在下文所載的會計政策下解釋。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

Going concern assessment

During the year ended 31 December 2022, the consolidated revenue of the Group increased to approximately HK\$709,306,000 (2021: approximately HK\$468,007,000). The Group also had a positive cash flows generated from operations of approximately HK\$133,261,000 (2021: cash used in operations of approximately HK\$88,199,000). During the year, the Group also took the initiatives to reduce the leverage of the Group through repaying other borrowings and promissory note.

Meanwhile, the Group incurred a net loss of approximately HK\$199,038,000 for the year ended 31 December 2022 and had net liabilities of approximately HK\$49,769,000 as at that date. Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

3. 主要會計政策概要 (續)

編製基準 (續)

持續經營評估

截至二零二二年十二月三十一日止年度，本集團的綜合收益增加至約709,306,000港元(二零二一年：約468,007,000港元)。本集團亦有由經營活動所產生的正現金流入約133,261,000港元(二零二一年：經營所用現金流出約88,199,000港元)。年內，本集團亦透過償還其他借貸及承兌票據降低本集團的槓桿。

同時，本集團於截至二零二二年十二月三十一日止年度錄得虧損淨額約199,038,000港元，並於該日的淨負債為約49,769,000港元。儘管如以上所述，綜合財務報表是在持續經營的基礎上編制的，持續經營基礎的有效性取決於本集團未來經營的成功，產生足夠現金流量以履行其到期債務的能力及再融資或重組借款的能力，以使本集團能夠滿足其未來的營運資金和融資需求。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

Going concern assessment (Continued)

Also, the directors of the Company are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

- during the year ended 31 December 2022, the Global Carbon Neutral Business has been expanding rapidly. During the year, the consolidated revenue of the Group increased to approximately HK\$709,306,000 (2021: approximately HK\$468,007,000), representing an increase of approximately 51.6%, or HK\$241,299,000. The Group will continue to grasp the opportunity in the field of carbon neutrality and earn considerable financial returns in the future;
- other than continuing to develop carbon-credit assets from existing carbon projects, the Group will continue to identify and seize more new carbon projects to secure supply of carbon-credit assets and enrich the carbon-credit assets portfolio of the Group;
- during the year ended 31 December 2022, the Group has taken initiatives to improve the gearing of the Group, including the repayment of other borrowings and promissory note, which will reduce the long-term finance costs to the Group;
- the Group will carefully monitor and control administrative costs and future capital expenditures;
- The immediate holding company has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due for the foreseeable future and not call for any repayment of convertible bonds amounting approximately HK\$329,000,000, until the Group is in a financial position to do so; and

3. 主要會計政策概要 (續)

編製基準 (續)

持續經營評估 (續)

此外，本公司董事認為，基於以下考慮，集團將能夠為其未來的融資需求和營運資金取得資金：

- 截至二零二二年十二月三十一日止年度，全球碳中和業務一直在快速擴張。年內，本集團的綜合收入增加至約709,306,000港元(二零二一年：約468,007,000港元)，增加約51.6%或241,299,000港元。集團未來將繼續把握碳中和領域的機遇，獲得可觀的財務回報；
- 除了繼續從現有碳項目中開發碳信用資產，本集團將繼續物色和取得更多新的碳項目，確保碳信用資產供應，豐富本集團碳信用資產組合；
- 截至二零二二年十二月三十一日止年度，本集團已採取措施降低本集團負債，包括償還其他借貸及承兌票據，這將減少本集團的長期財務成本；
- 本集團將審慎監察及控制行政成本及未來資本開支；
- 直接控股公司同意為本公司繼續提供財務及營運上的支持，以使其能夠在可預見的未來償還到期債務，並且直至本集團具相當的財務狀況前，不要求償還金額約329,000,000港元的可換股債券；和

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

Going concern assessment (Continued)

- the directors of the Company have carried out a detail review of the working capital forecast of the Group for not less than twelve months from the year end date, which took into account the projected future working capital of the Group.

In view of the above, the directors of the Company are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the directors of the Company have prepared the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the directors of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows in the near future.

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns.

3. 主要會計政策概要 (續)

編製基準 (續)

持續經營評估 (續)

- 本公司董事已詳細審閱本集團由年末日起計起不少於十二個月的營運資金預測，其中考慮了本集團預計的未來營運資金。

鑑於上文所述，本公司董事認為，本集團將擁有充足財務資源以使其能夠在債務到期時償還債務並持續經營。因此，本公司董事已按持續經營基準編制綜合財務報表。

儘管如此，公司董事能否實現上述計劃和措施仍存在重大不確定性。本集團能否持續經營將取決於本集團在不久的將來產生充足融資和經營現金流的能力。

如果本集團無法持續經營，則必須進行調整以將資產價值減記至其可收回金額，為可能產生的進一步負債進行計提，並分別將非流動資產和非流動負債重新分類為流動資產和流動負債。這些調整的影響並未反映在綜合財務報表中。

綜合基準

綜合財務報表包含本公司以及本公司控制的實體及其附屬公司的財務報表。

取得控制權乃指本集團：(i)有權控制投資對象；(ii)因參與投資對象業務而對可變回報承擔風險或享有權利；及(iii)能夠運用其對投資對象之權力影響其回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

The Group reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements;
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The Group reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and cease when the Group loses control of the subsidiary. Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

3. 主要會計政策概要 (續)

綜合基準 (續)

倘事實及情況反映上文所述控制權因素其中一項或多項有變，則本集團會重估是否仍然控制被投資方。

倘若本公司於投資對象的投票權未能佔多數，則當投票權足以使本公司有實際能力可單方指導被投資方的相關活動時，本公司則認為其對被投資方有權控制。本公司在評估本公司在投資對象的投票權是否足以賦予其權力控制時，將考慮所有的事實和情況，包括：

- 本公司持有的投票權規模與其他投票權持有人的投票權規模及分散度；
- 本公司、其他投票持有人或其他方的潛在投票權；
- 其他合約中約定的權利；
- 任何表明本公司在需要做出決策時有或者沒有指導相關活動能力的事實和情況，包括以往股東大會的投票模式。

如果事實和情況表明上述控制要素中的一項或多項發生變化，本集團將重新評估其是否控制被投資對象。

附屬公司於本集團取得對該附屬公司的控制權時綜合入賬，並於本集團喪失對該附屬公司的控制權時終止綜合入賬。本集團自取得該附屬公司控制權之當日起計至本集團不再控制該附屬公司之當日止，將附屬公司的收入和開支計入綜合損益及其他全面收入表。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company 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 entities of the Group are eliminated in full on consolidation.

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement. 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 recognises in relation to its interest in a joint operation:

- its assets, including its shares of any assets held jointly;
- its liabilities, including its shares of any liabilities incurred jointly;
- its revenue from the sale of share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to particular assets, liabilities, revenues and expenses.

3. 主要會計政策概要 (續)

綜合基準 (續)

損益及其他全面收入的各組成部分均歸屬於本公司擁有人及非控股股東，即使此舉導致非控股權益出現虧絀結餘。所有集團內公司間的資產、負債、股本、收入、開支及與本集團成員公司間交易相關的現金流量，均於綜合入賬時全數對銷。

合營業務權益

合營業務乃擁有共同控制權之各方享有與該安排相關之資產權利及負債義務之共同安排。共同控制乃按照安排約定對某項安排所共有的控制，共同控制僅在當相關活動需要共同享有控制之各方作出一致同意決定時存在。

本集團確認與其於合營業務權益相關之：

- 資產，包括其應佔共同持有之任何資產；
- 負債，包括其應佔共同承擔之任何負債；
- 銷售其應佔合營業務產出之收入；
- 其應佔合營業務銷售產出之收入；及
- 支出，包括其應佔共同發生之任何支出。

與本集團合營業務權益相關的資產、負債、收入及支出乃按適用於相關資產、負債、收入及支出的香港財務報告準則入賬。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree 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.

The Group determines that it has acquired a business when the acquired set of activities and assets includes on input and substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

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.

3. 主要會計政策概要 (續)

業務合併及商譽

業務合併乃使用收購法入賬。於業務合併中所轉讓的代價乃以收購日期的公允價值計量，該公允價值為本集團所轉讓的資產、本集團對被收購方前擁有人產生的負債及本集團發行以換取被收購方控制權的股本權益於收購日期的公允價值的總和。就各業務合併而言，本集團選擇是否以公允價值或應佔被收購方可識別資產淨值的比例，計量被收購方的非控股權益，即賦予其持有人在清盤時按比例分佔資產淨額的現時所有權權益。所有其他非控股權益部分按公允價值計量。收購相關成本於產生時支銷。

當所購入的一組活動及資產包括可共同對創造產出的能力作出重大貢獻的輸入資源及實質性過程時，本集團認定其已收購一項業務。

當本集團收購一項業務時，其會根據合約條款、於收購日期的經濟環境及相關條件評估所承擔的金融資產及負債，以作出適當的分類及指定用途，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段完成，則先前所持股本權益會於收購日期按公允價值重新計量，而任何所引致收益或虧損將於損益確認。

收購方擬轉讓的任何或然代價於收購日期按公允價值確認。分類為資產或負債的或然代價按公允價值計量，公允價值變動於損益確認。分類為權益的或然代價毋須重新計量，期後結算在權益中入賬。

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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.

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.

Investment in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. 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.

3. 主要會計政策概要 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即轉讓代價、確認為非控股權益的金額及本集團此前持有的被收購方股權的任何公允價值之和超出本集團所收購可識別資產淨值及所承擔負債的部分。倘該代價及其他項目之和低於所收購資產淨值的公允價值，有關差額在重估後於損益確認為議價收購收益。

初步確認後，商譽按成本扣除任何累計減值虧損計量。商譽每年或於有事件或情況變動表明賬面值可能減值時更頻繁地進行減值測試。本集團每年於十二月三十一日進行商譽減值測試。就減值測試而言，於業務合併時收購的商譽自收購日起分配至預期將從合併協同效應受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否已被分配至該等單位或單位組別。

減值數額通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於後續期間撥回。

合營企業投資

合營企業為一項合作安排，據此，本集團及其他方透過合約協定共同擁有一項安排的控制權，並對該安排的淨資產享有權利。共同控制是指合同約定的對某項安排的控制權共享，僅當有關活動的決策需要共享控制權的各方一致同意時才存在。

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in joint ventures (Continued)

The Group's investments in joint ventures are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in joint ventures are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the and joint ventures are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of a joint venture equals or exceeds its interest in the joint venture, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the joint venture, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

If a joint venture uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to make the joint venture's accounting policies conform to those of the Group when the joint venture's financial statements are used by the Group in applying the equity method.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the joint venture is recognised as goodwill and is included in the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

3. 主要會計政策概要 (續)

合營企業投資 (續)

本集團對合營企業的投資在合併財務報表中採用權益法核算。在權益法下，對合營企業的投資按成本進行初始確認。本集團應享有的合營企業損益和其他綜合收益變動於購買日後分別計入損益和其他綜合收益。如果本集團分擔合營企業的虧損等於或超過其在合營企業的權益 (採用權益法核算) 連同任何實質上構成本集團對合營企業淨投資的長期權益，本集團不再確認其在進一步虧損中的份額。只有在本集團代表合營企業承擔法律或推定義務或支付款項的情況下，才會計提額外損失並確認負債。

合營企業對類似情況下的類似交易和事項採用不同於本集團的會計政策的，本集團在採用合營企業財務報表時，會對合營企業的會計政策進行調整，使合營企業的會計政策與本集團都一致應用權益法。

對合營企業的投資自被投資方成為合營企業之日起採用權益法核算。收購投資時，任何收購成本超過本集團應佔合營企業可識別資產和負債的公允價值淨額的部分被確認為商譽，併計入投資的賬面金額。

經重新評估後，本集團應佔可辨認資產和負債的公允價值淨額超過取得成本的部分，在取得投資的當期確認為損益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in joint ventures (Continued)

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the net investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture. When the Group retains an interest in the former a joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9. The difference between the carrying amount of a joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in a joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the joint venture is disposed of.

3. 主要會計政策概要 (續)

合營企業投資 (續)

香港會計準則第36號的規定適用於確定是否需要就本集團對合營企業的投資確認任何減值損失。必要時，通過將投資的可收回金額(使用價值與公允價值減去處置費用後的較高者)與其賬面價值進行比較，將投資(包括商譽)的全部賬面價值作為一項資產進行減值測試。任何已確認的減值虧損均不會分配至任何資產，包括構成投資賬面值一部分的商譽。該減值虧損的任何撥回均以淨投資的可收回金額隨後增加為限予以確認。

本集團自該投資不再為合營企業之日起停止使用權益法。當本集團保留對原合營企業的權益且保留權益為金融資產時，本集團按照香港財務報告準則第9號於該日的公允價值計量保留權益，並在初始確認時將該公允價值作為其公允價值。終止採用權益法核算日合營企業的賬面價值與任何保留權益的公允價值和處置合營企業部分權益所得的差額，計入確定處置聯營公司或合營公司的收益或損失。此外，本集團按與合營企業直接處置相關資產或負債所需的相同基準，將所有先前在其他全面收益中確認的有關合營企業的金額入賬。因此，如果該合營企業之前在其他綜合收益中確認的收益或損失將在處置相關資產或負債時重分類至損益，本集團將收益或損失從權益重分類至損益(作為重分類調整)在處置合營企業時。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in joint ventures (Continued)

When the Group's ownership interest in a joint venture is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Gains and losses resulting from transactions between the Group and its joint venture are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the joint venture. The Group's share in the joint venture's gains or losses resulting from these transactions is eliminated.

The Group applies HKFRS 9, including the impairment requirements, to long-term interests in a joint venture to which the equity method is not applied and which form part of the net investment in the investee. In applying HKFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by HKAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28).

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions and leasing transactions, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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.

3. 主要會計政策概要 (續)

合營企業投資 (續)

當本集團在合營企業中的所有者權益減少，但本集團繼續採用權益法核算時，如果在處置相關資產或負債時該收益或損失需要重新分類至損益，需要將原計入其他綜合收益的與該次所有者權益減少相關的收益或損失重新分類至損益。

本集團與其合資企業之間的交易產生的收益和損失僅在非關聯投資者在合資企業中的權益的範圍內在合併財務報表中確認。本集團在合營企業因這些交易產生的收益或損失中的份額被抵銷。

本集團應用香港財務報告準則第9號(包括減值要求)對未採用權益法的合營企業的長期權益構成對被投資方淨投資的一部分。在對長期權益應用香港財務報告準則第9號時，本集團並未考慮香港會計準則第28號要求對其賬面值作出的調整(即因被投資方的虧損分攤或評估根據香港會計準則第28號減值)。

公允價值計量

在計量公允價值時(本集團以股份為基礎的支付交易及租賃交易除外)，本集團會考慮市場參與者於計量日對資產或負債定價時所考慮的資產或負債的特徵。

非金融資產的公允價值計量考慮了市場參與者通過最大限度使用該資產達致最佳用途或通過將該資產出售給另一市場參與者從而最大限度使用該資產達致最佳用途而產生經濟利益的能力。

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3. 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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Specifically, the Group categorized the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 主要會計政策概要 (續)

公允價值計量 (續)

本集團的計量方法適用於具體情況，且擁有充足資料來計量公允價值，最大限度地利用可觀察輸入數據，並儘量減少利用不可觀察輸入數據。具體而言，本集團根據輸入資料的特徵將公允價值計量分為以下三個層級：

第一級 – 相同資產或負債在活躍市場上 (未經調整) 的報價。

第二級 – 於公允價值計量意義重大的最低層輸入數據可直接或間接觀察的估值方法。

第三級 – 於公允價值計量意義重大的最低層輸入數據不可觀察的估值方法。

於報告期末，本集團通過覆核各自的公允價值計量過程，來確定以公允價值進行計量的資產和負債是否在公允價值層級之間發生轉移。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially same.

3. 主要會計政策概要 (續)

來自客戶合約的收益

本集團確認收益以描述向客戶轉讓承諾貨品或服務，該金額反映實體預期就交換該等貨品或服務有權獲得的代價。具體而言，本集團採用五個步驟確認收益：

- 第一步：識別與客戶訂立的合約；
- 第二步：識別合約中的履約責任；
- 第三步：釐定交易價；
- 第四步：將交易價分配至合約中的履約責任；及
- 第五步：於本集團完成履約責任時 (或就此) 確認收益。

本集團於完成履約責任時 (或就此) (即當特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時) 確認收益。

履約責任指明確貨品或服務 (或一組貨品或服務) 或一系列大致相同的明確貨品或服務。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

Contract assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

3. 主要會計政策概要 (續)

來自客戶合約的收益 (續)

控制權會隨時間轉移，而倘符合以下其中一項標準，則收益參照完全達成相關履約責任的進度而隨時間確認：

- 於本集團履約時客戶同時取得並耗用本集團履約時按履約行為所提供的利益；
- 本集團的履約行為創造或提升客戶於創造或提升資產時已控制的資產；或
- 本集團的履約行為並無創造對本集團而言有其他用途的資產，且本集團擁有就迄今為止已完成的履約行為獲付款的可強制執行權利。

否則，收益於客戶取得明確貨品或服務控制權的時間點確認。

收益按與客戶訂立之合約中訂明之代價計量，並不包括代表第三方收取之金額、折扣及銷售相關稅項。

合約資產和合約負債

合約資產指本集團就本集團向客戶轉讓的商品或服務收取代價的權利（尚未成為無條件）。根據香港財務報告準則第9號對其進行減值評估。相反，應收賬款指本集團收取代價的無條件權利，即支付該代價僅須經過時間流逝方會到期。

合約負債指本集團將本集團已向客戶收取代價的貨品或服務轉讓予客戶的責任。倘本集團於確認相關收入前擁有無條件接收不可退還價款之權利，則合約負債亦算確認。在這種情況下，應確認相應的應收賬款。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Contract assets and contract liabilities (Continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

The Group recognised revenue from the following major sources:

- i. Civil engineering works and building construction and maintenance works
- ii. Sales, development and operation of carbon credit assets
- iii. Provision of carbon neutral advisory service and informatisation service
- iv. Development and operation of negative carbon emission business

Construction contracts

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on an asset under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

Over time revenue recognition: measurement of progress towards complete satisfaction of performance obligation (Output method)

Revenue from civil engineering works and building construction and maintenance works is recognised over time.

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

3. 主要會計政策概要 (續)

來自客戶合約的收益 (續)

合約資產和合約負債 (續)

對於與客戶簽訂一份單一合約，應以合約資產淨額或合約負債淨額呈列。對於與客戶簽訂的多份合約，不相關合約的合約資產與合約負債不能以淨額基準呈列。

本集團確認從下列主要來源的收益：

- i. 土木工程項目以及樓宇建造及保養工程
- ii. 碳信用資產銷售、開發與經營
- iii. 提供碳中和的諮詢服務和信息化服務
- iv. 負碳產業開發與經營

建築合約

當客戶合約涉及客戶控制下的資產之工作，而本集團的建築活動創造或提升客戶控制下的資產時，本集團將其分類為建築合約。

隨時間收益確認：參照完全達成相關履約責任的進度計量 (產出法)

土木工程項目以及樓宇建造及保養工程的收益隨時間確認。

完成履行履約責任之進度按產出法計量，即根據直接計量迄今已轉讓予客戶之貨品或服務價值與合約項下承諾之餘下貨品或服務相比較確認收益，可以最佳方式描述本集團轉移貨品或服務控制權之履約情況。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Trading of carbon-credit assets

For trading of carbon-credit assets to the market and carbon credit exchange, the Group considers the revenue is recognised when the control of the goods has transferred, being when the title of the goods have been transferred to the customers and there is no unfulfilled obligation that could affect the customer's acceptance of the products. The customer has accepted the products and the performance obligation is satisfied at a point in time at which the title of the carbon-credit assets are transferred according to the term of sales contract.

Payment of the transaction price is due immediately when the customer purchases the carbon-credit assets.

Contract costs

Costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Consultancy fee income

Consultancy fee income is recognised over the schedule period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

3. 主要會計政策概要 (續)

來自客戶合約的收益 (續)

碳信用資產交易

對於在市場及碳信用交易所進行的碳信用資產交易，本集團在商品控制權轉移時，即商品已轉移客戶且不存在可能影響客戶接受產品的未履行義務時確認收入。客戶已接受產品，並在碳信用資產所有權轉移時點按照銷售合約條款履行了履約義務。

交易價格在客戶購買碳信用資產時立即到期。

合約成本

若符合以下所有標準，則為履行客戶合約而產生的成本將資本化轉為資產：

- 成本直接與合同或主體可明確確認的預期合同有關。
- 成本產生或加強了主體未來用於履行 (或繼續履行) 義務的資源。
- 成本有望收回。

資本化合約成本系統地進行攤銷並計入損益表中，與向客戶轉讓資產相關的貨品或服務方式一致。其他合約成本在產生時計入費用。

顧問費收入

因為客戶同時收到並消耗本集團提供的福利，顧問費收入會按直線法在計劃期內確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

For the contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the financial position.

3. 主要會計政策概要 (續)

租賃

租賃的定義

倘合約轉讓在一段時間內控制使用已識別資產的權利以換取代價，則合約為或包含租賃。

本集團作為承租人

對於在首次應用日期當日或之後訂立或修訂的合約，本集團於初始或修訂日期評估合約是否為租賃或包含租賃。除短期租賃(定義為租賃期為12個月或以下之租賃)以及低價值資產的租賃外，本集團就其作為承租人之所有租賃安排確認使用權資產及相應租賃負債。就該等租賃而言，本集團於租賃期內按直線基準確認租賃款項為經營開支，除非另有系統化基準更能代表耗用租賃資產所產生經濟利益之時間模式，則另作別論。

租賃負債

於開始日期，本集團按當日尚未支付租賃款項之現值計量租賃負債。租賃款項按租賃隱含之利率貼現。倘未能輕易釐定該利率，則本集團使用其增量借貸利率。

計量租賃負債時所包含之租賃款項包括：

- 固定租賃款項(包括實質固定款項)；及
- 終止租賃的罰金付款(倘租賃條款反映本集團行使權利以終止租賃)。

租賃負債在綜合財務狀況表中單獨列示。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

租賃負債其後計算為透過增加賬面值以反映租賃負債的利息 (採用實際利率法) 及透過減少賬面值以反映作出的租賃付款。

倘出現以下情況，重新計量租賃負債 (並就相關使用權資產作出相應調整)：

- 租賃期有所變動或購買行使權的評估發生變化，在該情況下，租賃負債重新計算使用經修訂貼現率貼現經修訂租賃付款。
- 租賃付款因指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，在此情況下，租賃負債重新計算使用初始貼現率貼現經修訂的租賃付款 (除非租賃付款由於浮動利率改變而有所變動，在這種情況下則使用經修訂貼現率)。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬，在該情況下，租賃負債重新計算使用經修訂貼現率貼現經修訂租賃付款。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 Provision, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any measurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line item in the financial position.

The Group applies HKAS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

3. 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產包括相應租賃負債、於開始日期或之前作出的租賃付款及任何初期直接成本，扣除已收取的租賃優惠的初部計量。當本集團產生拆除及移除租賃資產、恢復相關資產或將相關資產恢復至租賃條款及條件所規定狀態的成本責任時，將根據香港會計準則第37號撥備、或然負債及或然資產確認及計量撥備。成本計入相關使用權資產中，除非該等成本乃因生產存貨而產生。

使用權資產其後按成本減累計折舊及減值虧損計量，並就租賃負債重新計量作調整。使用權資產之折舊乃按租賃期及其使用年期兩者中的較短時間計提折舊。折舊於租賃開始日期確認。

本集團在綜合財務狀況表將使用權資產作為單獨一項列報。

本集團採用香港會計準則第36號確認使用權資產是否發生減值，並對任何已確認減值損失進行說明。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease modification

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- The modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- The consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group as lessor

The Group enters into lease agreements as a lessor with respect to its leased properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a contract includes both lease and non-lease components, the Group applies HKFRS 15 to allocate the consideration under the contract to each component.

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

3. 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

租賃的修改

本集團除了因為與2019冠狀病毒病相關的租金減免而採用可行權宜方法外，倘出現以下情況，本集團會將租賃的修改作為一項單獨的租賃入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

本集團作為出租人

本集團作為出租人就其一項租賃物業訂立租賃協議。本集團作為出租人的租賃分類為融資租賃或經營租賃。如租賃條款將擁有權之大部分風險及回報轉移給承租人，則該合約被歸類為融資租賃。所有其他租賃均歸類為經營租賃。

當合約同時包含租賃和非租賃部分時，本集團應用香港財務報告準則第15號將合約代價分配至各個部分。

經營租賃的租金收入在相關租賃期限內以直線法確認。談判和安排經營租賃所發生的初始直接成本計入租賃資產的賬面價值，並在租賃期內按直線法確認。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessor (Continued)

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

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset. If the head lease is a short-term lease to which the group applies the exemption described above, the sublease shall be classified as an operating lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策概要 (續)

租賃 (續)

本集團作為出租人 (續)

承租人按租賃而應付的金額按本集團在租賃中的投資淨額確認為應收款項。融資租賃收入於會計期間分配，以反映本集團在該等租賃相關的淨出資餘額之固定定期回報率。

轉租

本集團作為中間出租人，將主租賃和轉租作為兩個單獨的合約進行會計處理。轉租根據主租賃產生的使用權資產而非相關資產分類為融資租賃或經營租賃。如果主租賃是本集團適用上述豁免的短期租賃，則該轉租應歸類為經營租賃。

外幣

於編製各集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易以各自的功能貨幣(即該實體營運所在的主要經濟環境通行之貨幣)按交易日的通行匯率予以記錄。於報告期末，以外幣計值的貨幣項目按通行匯率重新換算。以外幣計值並以公允價值列賬的非貨幣項目按公允價值確認當日的通行匯率進行重新換算。以外幣歷史成本計量的非貨幣項目不作重新換算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

3. 主要會計政策概要 (續)

外幣 (續)

因貨幣項目結算和貨幣項目換算而產生的匯兌差額，在其產生期間在損益中確認，構成海外業務投資淨額一部分的貨幣項目產生的匯兌差額除外。在這種情況下，該匯兌差額計入其他全面收入並在權益中累計，並在出售海外業務時從權益重新分類至損益。以公允價值計量的非貨幣性項目重新換算產生的匯兌差額計入當期損益。

就呈列綜合財務報表而言，本集團海外業務的資產及負債乃按各報告期末的通行匯率換算為本集團的呈列貨幣（即港元）。收入和支出項目按當年的平均匯率換算，除非匯率在此期間波動很大，在這種情況下，使用交易當日的匯率。產生的匯兌差額（如有）在其他全面收入中確認，並在外匯儲備項下的權益中累計（酌情歸屬於非控股權益）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint arrangement that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Retirement benefits costs and termination benefits

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策概要 (續)

外幣 (續)

對於出售海外業務 (即出售本集團在海外業務中的全部權益，或出售涉及喪失對擁有海外業務的附屬公司的控制權，或出售涉及喪失對擁有海外業務的合營公司的共同控制權，或涉及喪失對聯營公司的重大影響力)，就該項經營累計計入權益的歸屬於本公司權益持有人的所有匯兌差額均獲重新分類至損益。此外，對於並不會導致本集團失去對該附屬公司控制權的部份出售，本集團在累計匯兌差額中的比例份額重新歸屬於非控制性權益，且並不計入損益。對於所有其他部分出售 (即聯營公司或合營公司的部分出售不會導致本集團喪失重大影響力或共同控制權)，累計匯兌差額中的比例份額獲重新分類至損益。

政府補助

政府補助只要能合理保證將收到補助並符合所有附加條件，則按其公允價值確認。當補助與支出項目有關時，在補助打算作為補償的支出期間，將系統確認為收入。

退休福利成本和離職福利

支付給國家管理的退休福利計劃和強制性公積金計劃的付款在僱員提供服務使其有權獲得供款時確認為費用。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

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

3. 主要會計政策概要 (續)

短期和其他長期僱員福利

就員工在提供相關服務期間的工資和薪金、年假和病假等應計福利按預期為換取該服務而支付的福利的未折現金額確認為負債。

就短期僱員福利確認的負債，按預期為換取相關服務而支付的福利的未折現金額計量。

就其他長期職工福利確認的負債，按照截至報告日本集團就僱員提供的服務預計將產生的預計未來現金流出的現值計量。

關聯方

在下列情況下，有關人士被視為本集團的關聯方：

- (a) 該人士為個人或與該個人關係密切的家庭成員，且該個人
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的成員；

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(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.

3. 主要會計政策概要 (續)

關聯方 (續)

(b) 該人士為適用以下任何情況的實體：

- (i) 該實體及本集團為同一集團的成員；
- (ii) 某實體為另一實體的聯營公司或合營企業 (或為該另一實體的母公司、附屬公司或同系附屬公司)；
- (iii) 該實體及本集團為同一第三方的合營企業；
- (iv) 某實體為第三方的合營企業且另一實體為該第三方的聯營公司；
- (v) 該實體為就本集團或與本集團關聯的任何實體的僱員福利所設的離職後福利計劃；
- (vi) 該實體受(a)項所界定的個人控制或共同控制；
- (vii) (a)(i)項所界定的個人對該實體有重大影響力或為該實體 (或該實體的母公司) 的主要管理人員的成員；及
- (viii) 該實體或其所屬集團內任何成員公司為本集團或其母公司提供主要管理人員服務。

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plant and equipment and depreciation

Plant and equipment, other than construction-in-progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than properties under construction-in-progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Construction in progress represents machineries in the process of installation, which is stated and at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of installation and capitalised borrowing costs on related borrowed funds during the period of installation. Construction in progress is reclassified to the appropriate category of plant and equipment when completed and ready for use.

3. 主要會計政策概要 (續)

機器及設備及折舊

機器及設備 (除在建工程外) 按成本減其後累計折舊及其後累計減值虧損 (如有) 於綜合財務狀況表列賬。

折舊乃按直線法於其估計可使用年期内撇銷機器及設備項目 (在建工程除外) 的成本減其剩餘價值而確認。估計可使用年期、殘值及折舊方法於各報告期末檢討，估計任何變動的影響按未來基準入賬。

機器及設備項目於出售或預期不會因繼續使用該資產而產生未來經濟利益時終止確認。因出售或報廢某項機器及設備而產生的任何收益或虧損乃按銷售所得款項與資產賬面值之間的差額釐定，並於損益確認。

在建工程是指在建造過程中的機器設備，以成本減去任何減值虧損列示，不計折舊。成本包括建設期間的直接安裝成本和相關借款的資本化借款費用。在建工程於竣工及備用時可以重新分類為適當類別的機器及設備。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Customer contracts

Customer contracts secured on the date of acquisition are recognised as cost of goods sold under the unit of production method which is based on the volume of production in each reporting period as a proportion of the total estimated units of production for the relevant customer contracts over the contract period.

Cross-boarder licence plates

Cross-boarder license plates of the Group are regarded to have indefinite useful lives as they are renewable on a periodic basis with the appropriate authority and there is no foreseeable limit to the number of renewals and the period over which these assets are expected to generate cash flows for the Group.

3. 主要會計政策概要 (續)

個別收購之無形資產

個別收購之有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。有限可使用年期之無形資產攤銷乃按直線基準於其估計可使用年期撥備。估計可使用年期及折舊方法於各報告期末時檢討，並會考慮到未來估計任何變動的影響。

無限可使用年期之無形資產乃按成本減任何其後累計減值虧損入賬。

客戶合約

於收購日所得的客戶合約根據生產單位法確認為銷售成本，生產單位法是根據各報告期的產量佔合約期內相關客戶合約估計總產量的比例而確定。

中港車牌牌照

本集團的中港車牌牌照永久有效，可定期向有關部門續簽，且對續簽次數以及該資產預期為本集團產生現金流的期限沒有可預見的限制。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets acquired separately (Continued)

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Carbon-credit asset

Carbon-credit asset is capitalised and can be readily to be traded when it is verified by certain international approved organisations. For the carbon-credit assets which are directly purchased, the carbon-credit assets are initially measured at cost, which including purchase cost and other variable purchase expenses. For the carbon-credit assets which are generated and developed under projects, the carbon-credit assets are initially measured at cost, which including the project costs and certain expenses for the application and verification.

At the end of each reporting period, carbon-credit assets are measured at fair value less cost to sell. Fair value is based on prices of similar products at international active markets where the carbon-credit assets can be sold. Changes in fair value of carbon credit assets are recognised as a separate line of "fair value changes in carbon-credit assets" in consolidated statement of profit or loss and other comprehensive income.

Carbon-credit assets is derecognised when the Group disposes of the inventory through its trading activities or when the Group otherwise loss control and therefore, access to the economic benefits associated with ownership of the carbon-credit assets.

3. 主要會計政策概要 (續)

個別收購之無形資產 (續)

研發費用

所有研發費用於發生時計入當期損益。

只有本集團能夠證明完成無形資產的技術可行性使其能夠使用或出售，其完成意圖及其使用或出售資產的能力才能資本化和遞延開發新產品項目支出，資產如何產生未來的經濟效益，完成項目的資源以及可靠地計量開發過程中可用支出的能力。不符合這些標準的產品開發支出在發生時計入當期損益。

碳信用資產

碳信用資產經國際認可組織的核證後被資本化及可以隨時進行交易。對於直接購買的碳信用資產，碳信用資產按成本進行初始計量，包括購買成本和其他可變購買費用。對於項目下產生和開發的碳信用資產，碳信用資產按成本進行初始計量，包括項目成本和若干申請和核證費用。

於各報告期末，碳信用資產按公允價值計量。公允價值基於碳信用資產可以在國際活躍市場出售的價格釐定。出售成本包括支付給經紀人和經銷商的佣金。碳信用資產的公允價值變動在綜合損益及其他全面收入表內「碳資產的公允價值變動」一欄單獨確認。

當本集團通過其交易活動出售存貨，或當本集團因另外原因失去控制權從而無法獲得與碳信用資產所有權相關的經濟利益時，則碳信用資產終止確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (“FVTOCI”), and fair value through profit or loss (“FVTPL”).

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them.

3. 主要會計政策概要 (續)

金融工具

當集團實體成為該工具合約條文的一方時，金融資產及金融負債於綜合財務狀況表確認。

金融資產和金融負債初始按公允價值計量，但與客戶合約產生的貿易應收款賬按照香港財務報告準則第15號進行初始計量。直接歸屬於收購或發行金融資產和金融負債（按公允價值計入損益的金融資產或金融負債除外）在初始確認時酌情從金融資產或金融負債的公允價值中增加或扣除。直接歸屬於按公允價值收購並計入損益的金融資產或金融負債的交易成本立即計入損益。

金融資產

所有以常規方式購買或出售金融資產的交易均在交易日進行確認和終止確認。常規方式購買或銷售是指需要在市場法規或慣例確定的時間範圍內交付資產的金融資產購買或銷售。

所有已確認金融資產隨後按攤銷成本或公允價值整體計量，視金融資產的分類而定。金融資產於初始確認時分類為其後按攤餘成本及按公允價值計入其他全面收入（「按公允價值計入其他全面收入列賬」），和按公允價值計入損益（「按公允價值計入損益列賬」）。

金融資產在初始確認時的分類取決於金融資產的合約現金流量特徵和本集團管理該金融資產的業務模式。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

按攤銷成本計算的金融資產 (債務工具)

若同時滿足下列兩項條件，本集團以攤餘成本對金融資產進行後續計量：

- 該金融資產是在以持有金融資產以收取合約現金為目標的業務模式下持有的；和
- 金融資產的合約條款在特定日期產生的現金流量僅是對本金和未償本金利息的支付。

以攤餘成本計量的金融資產採用實際利率法進行後續計量併計提減值：

(i) 攤餘成本和實際利率法

實際利率法是一種計算債務工具的攤餘成本並在相關期間分配利息收入的方法。

對於金融資產，實際利率是對不包括預期信貸損失的預計未來現金收入 (包括屬於實際利率不可分割部分的所有已付或已收費及點數、交易成本及其他溢價或折讓) 於整個預計年期或較短期內 (如適用) 剛好賬款為初步確認時賬面淨值的利率。

金融資產的攤餘成本為金融資產在初始確認時的計量金額減去還本付息的金額，加上初始金額與到期金額之間的差額按實際利率法累計攤銷，並調整損失撥備。金融資產的賬面總額是金融資產在調整任何損失撥備前的攤餘成本。

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments) (Continued)

(i) Amortised cost and effective interest method (Continued)

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the “other income and gains” line item (note 6).

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

按攤銷成本計算的金融資產 (債務工具) (續)

(i) 攤餘成本和實際利率法 (續)

利息收入採用實際利率法對債務工具按攤餘成本和公允價值綜合收益進行後續計量。對於購買或源生的信用減值金融資產以外的金融資產，利息收入按金融資產的賬面總額應用實際利率計算，但隨後發生信用減值的金融資產除外（見下文）。對於後續發生信貸減值的金融資產，按照該金融資產的攤餘成本採用實際利率確認利息收入。如果在隨後的報告期內，已發生信貸減值的金融工具的信貸風險有所改善，金融資產不再存在信用減值，則按照該金融資產的賬面總額採用實際利率確認利息收入。

利息收入確認為損益，並計入「其他收入及收益」項目（附註6）。

按公允價值計入其他全面收入之股權工具

於首次應用時，本集團可作出不可撤回的選擇（按個別工具），指定於股權工具的投資會按公允價值計入其他全面收入。若股權投資是持有作買賣或收購方於業務合併中確認之或然代價，該等股權工具則不被允許指定為按公允價值計入其他全面收入之股權工具。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Equity instruments designated as at FVTOCI (Continued)

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Dividends from investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'investment and other income' line item in profit or loss.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses ("ECL") for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

按公允價值計入其他全面收入之股權工具 (續)

按公允價值計入其他全面收入之股權工具於初始按公允價值加交易成本計量。隨後，它們以公允價值計量，公允價值變動產生的損益在其他全面收入中確認，並在投資重估儲備中累計。出售股權投資的累計損益不重新分類至損益，轉入保留溢利。

股權工具投資的股息於本集團收取股息的權利確立時計入當期損益，除非股息明確代表收回部分投資成本。股息包含在損益中的「投資和其他收入」項目中。

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值

本集團對以攤餘成本計量的債務工具和合約資產投資的預期信貸損失確認為損失撥備。預期信貸損失金額在每個報告日更新，以反映自初始確認相應金融工具以來信貸風險的變化。

本集團始終就應收賬款和合約資產確認整個存續期預期信貸損失（「**預期信貸損失**」）。這些金融資產的預期信貸損失是根據本集團的歷史信貸損失經驗使用撥備矩陣估計，並根據債務人的特定因素、一般經濟狀況以及對當前和預測方向的評估進行調整，其中包括貨幣時間價值（如適用）。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

對於所有其他金融工具，本集團以十二個月的預期信貸損失計量損失撥備，除非自初始確認後信貸風險顯著增加，本集團確認整個存續期預期信貸損失。是否應確認整個存續期預期信貸損失的評估基於自初始確認後發生違約的可能性或風險顯著增加。

信貸風險顯著增加

在評估金融工具的信貸風險自初始確認後是否顯著增加時，本集團將金融工具於報告日發生違約的風險與金融工具於初始日發生違約的風險進行比較。在進行此評估時，本集團會考慮合理且可支持的定量和定性信息，包括無需過度成本或努力即可獲得的歷史經驗和前瞻性信息。考慮的前瞻性信息包括本集團債務人經營所在行業的未來前景，從經濟專家報告、金融分析師、政府機構、相關智庫和其他類似組織獲得，以及對各種外部來源的考慮與本集團業務相關的實際和預測經濟信息。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

信貸風險顯著增加 (續)

在評估信貸風險自初始確認後是否顯著增加時，尤其要考慮以下信息：

- 金融工具的外部 (如果有) 或內部信用評級實際或預期顯著惡化；
- 預期會導致債務人履行債務義務的能力顯著下降的業務、財務或經濟狀況的現有或預測不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人的其他金融工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境發生實際或預期的重大不利變化，導致債務人履行債務義務的能力顯著下降。

無論上述評估的結果如何，除非本集團有合理和可支持的信息證明並非如此，否則本集團假定當合約付款逾期超過30天時，金融資產的信貸風險自初始確認以來已顯著增加。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

信貸風險顯著增加 (續)

儘管如此，倘一項債務工具於報告日期被確定為信貸風險較低，則本集團假設該項債務工具的信貸風險自初始確認起並無重大增加。在下列情況下，一項金融工具被定為具有較低的信貸風險，倘i)該金融工具違約風險較低；ii)借款人近期具充分償付負債的合約現金流量能力；及iii)長遠而言經濟及業務狀況的不利變動未必會降低借款人償付負債的合約現金流量能力。倘資產外部信貸評級為國際通用之「投資評級」或倘外部評級不可得，而資產內部評級為「表現出色」，則本集團認為該金融資產為低信貸風險。表現出色指交易對手財務狀況強勁且並無逾期款項。

對於財務擔保合約，本集團成為不可撤銷承諾的一方的日期被視為初始確認日期，以評估金融工具的減值。在評估自財務擔保合約初始確認後信貸風險是否顯著增加時，本集團考慮特定債務人違約風險的變化。

本集團定期監控用於識別信貸風險是否顯著增加的標準的有效性，並酌情對其進行修訂，以確保該標準能夠在金額逾期前識別信貸風險的顯著增加。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 24 months past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

違約的定義

本集團認為以下情況構成內部信貸風險管理的違約事件，因為歷史經驗表明滿足以下任一條件的應收款項通常無法收回：

- 當債務人違反財務契約時；或
- 內部開發或從外部來源獲得的信息表明，債務人不太可能全額償還包括本集團在內的債權人（不考慮本集團持有的任何抵押品）。

本集團認為，當金融資產逾期超過90天時發生違約，除非本集團有合理和可支持的信息證明更滯後的違約標準更為合適。

撇銷政策

本集團在有信息表明債務人陷入嚴重財務困難且不存在收回的現實前景時，例如：當交易對手已被清盤或進入破產程序時，或在貿易應收賬款而言，當金額超過24個月逾期時（以較早發生者為準），撇銷該等金融資產。撇銷的金融資產可能仍需根據本集團的追回程序進行執法活動，並酌情考慮法律意見。任何收回的款項均在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

預期信貸損失的計量和確認

預期信貸損失的計量是違約概率、違約損失 (即違約時的損失幅度) 和違約風險的函數。違約概率和違約損失的評估基於經前瞻性信息調整的歷史數據如上所述。至於違約風險，對於金融資產，這是指資產於報告日期的賬面總額；就財務擔保合約而言，風險敞口包括在報告日提取的金額，以及根據歷史趨勢確定的未來違約日預計將提取的任何額外金額，本集團對債務人的具體融資需求的了解，以及其他相關的前瞻性信息。

對於金融資產，預期信貸損失估計為根據合約應付給本集團的所有合約現金流量與本集團預計將收取的所有現金流量之間的差額，按原實際利率折現。

本集團在上一報告期已按照相當於整個存續期預期信貸損失的金額計量金融工具的損失撥備，但在本報告日確定不再滿足存續期預期信貸損失條件的，本集團按照相當於當前報告日12個月預期信貸損失的金額 (使用簡化法計量的資產除外)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Measurement and recognition of expected credit losses (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

預期信貸損失的計量和確認 (續)

本集團將所有金融工具的減值收益或損失計入損益，並通過損失撥備賬戶對其賬面價值進行相應調整 (但以公允價值的股權工具投資除外)。該等投資的損失撥備於其他全面收入確認，並於投資重估儲備中累計，且不減少該金融資產在綜合財務狀況表中的賬面值。

終止確認金融工具

倘從資產收取現金流量的合約權利屆滿，或本集團轉移其於資產擁有權的絕大部分風險及回報予另一方，則本集團終止確認該金融資產。

於終止確認金融資產時，資產的賬面值與已收及應收代價總和兩者的差額在損益中確認。此外，於終止確認本集團初始確認選擇按公允價值計入其他全面收入之股權工具投資時，先前累計計入投資重估儲備之累計收益或損失轉入保留溢利，而非重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Modification of financial assets

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

3. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號進行減值評估的金融資產和其他項目的減值 (續)

修改金融資產

倘若重新協商或以其他方式修改合約現金流量，則金融資產的修改發生。

當金融資產的合約條款發生修改時，考慮到包括定性因素在內的所有相關事實和情況，本集團評估修改後的條款是否導致對原始條款造成重大修改。如果定性評估不能得出結論，當新條款下現金流量的貼現現值(包括已支付的任何費用扣除已收取的任何費用，並使用原始實際利率折現)扣除已核銷的賬面總額後，原始金融資產剩餘現金流量的貼現現值至少相差10%時，本集團視該等條款出現重大修改。

對於不導致終止確認的金融資產的非重大修改，相關金融資產的賬面價值將按照修改後的合同現金流量按金融資產原實際利率折現的現值計算。發生的交易成本或費用調整為修改後金融資產的賬面價值，並在剩餘期限內攤銷。金融資產賬面值的任何調整均於修改日期計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost
Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

3. 主要會計政策概要 (續)

金融工具 (續)

金融負債和股本工具

分類為債務或股本

集團實體發行的債務和股權工具根據合約安排的實質以及金融負債和股本工具的定義分類為金融負債或股權工具。

股權工具

股權工具是指任何證明實體在扣除其所有負債後的資產中存在殘值合約。集團實體發行的股權工具按收到的收益扣除直接發行成本後的金額確認。

回購本公司自身的股權工具，直接在權益中確認和扣除。購買、出售、發行或註銷本公司自身股權工具，不計入損益。

金融負債

所有金融負債均採用實際利率法按攤餘成本進行後續計量。

當一項金融資產的轉移不符合終止確認條件或適用持續涉入法時產生的金融負債，按照下列具體會計政策計量。

以攤餘成本進行後續計量的金融負債不屬於1) 收購方在企業合併中的或有對價，2) 交易性持有，或3) 指定為按公允價值計入損益的金融負債，隨後使用實際利率法按攤餘成本計量。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities subsequently measured at amortised cost (Continued)

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Convertible bonds

Convertible bonds issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (convertible bonds equity reserve).

3. 主要會計政策概要 (續)

金融工具 (續)

金融負債和股本工具 (續)

金融負債 (續)

以攤餘成本進行後續計量的金融負債 (續)

實際利率法是一種計算金融負債攤餘成本並在相關期間分配利息費用的方法。實際利率是在金融負債的預計年期或較短期內(如適用)準確折現估計未來現金支付(包括屬於實際利率不可分割部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓)的利率，計入金融負債的攤餘成本。

可換股債券

本集團發行之可換股債券包括負債和換股權部份，並於初步確認時根據合約安排之性質與財務負債及股權投資工具之定義分開歸類於各自的項目。將以交換固定金額之現金或本公司固定數目之自身股權工具之另一種金融資產結算之換股期權歸類為股權工具。

於初步確認時，負債部份之公允價值乃按類似不可換股債務之現行市場息率釐定。發行可換股債券所得款項與歸入負債部份之公允價值之差額(代表持有人將貸款票據兌換為股本之可兌換權)計入股本(可換股債券權股本儲備)。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Convertible bonds (Continued)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds equity reserve until the conversion is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to the retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3. 主要會計政策概要 (續)

金融工具 (續)

金融負債和股本工具 (續)

金融負債 (續)

可換股債券 (續)

於其後期間，可換股債券之負債部份採用實際利率法以攤銷成本入賬。股本部份（即將負債部份兌換為本公司普通股之期權）將保留於可換股債券股本儲備內，直至期權被行使為止（此時於可兌換貸款股本儲備呈列之結存將轉撥至股份溢價）。若該期權於到期日仍未獲行使，則於可換股債券股本儲備呈列之結存將被用於撥入保留溢利。期權於兌換或失效時之損益概不會於損益入賬確認。

與發行可換股債券有關之交易成本乃按所得款項之分配比例，分配至負債和股本部份。與股本部份有關之交易成本直接從權益扣除。與負債部份有關之交易成本計入負債部份之賬面值，並以實際利率法於可換股債券年內攤銷。

金融負債的終止確認

當且僅當本集團的義務被解除、取消或到期時，本集團終止確認金融負債。終止確認金融負債的賬面價值與已付及應付對價之間的差額，包括已轉讓的非現金資產或承擔的負債，計入當期損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Modification of financial liabilities

A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis, or otherwise, to the smallest group of cash-generating unit.

3. 主要會計政策概要 (續)

金融工具 (續)

金融負債和股本工具 (續)

金融負債 (續)

金融負債的修改

對現存金融負債或其一部分的條款作出實質性修改 (無論是否由於本集團發生財務困難)，作為終止原金融負債並確認一項新金融負債處理。本集團認為，如果新條款下現金流量的貼現現值 (包括已支付的任何費用減去任何已收費用並使用原始實際利率貼現) 與新條款至少有10%的差異，則該條款存在重大差異原金融負債剩餘現金流量的折現值。因此，此類債務工具的交換或條款的修改被視為消滅，產生的任何成本或費用被確認為消滅的收益或損失的一部分。

非金融資產減值

倘存在減值跡象，或當資產須進行年度減值測試時，則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公允價值減出售成本兩者中的較高者計算，並就個別資產釐定，除非資產產生的現金流入在很大程度上並不獨立於其他資產或資產組合所產生者，而在此情況下，可收回金額就資產所屬的現金產生單位釐定。在對現金產生單位進行減值測試時，如果公司資產的一部分賬面價值能夠以合理和一致的基礎分配，則分配給單個現金產生單位，否則分配給最小的現金產生單位。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

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 profit or loss 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 profit or loss in the period in which it arises.

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.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策概要 (續)

非金融資產減值 (續)

只有當資產的賬面值超過其可收回金額時，方會確認減值虧損。評估使用價值時，會採用反映對貨幣時間價值及該資產特有風險的通行市場評價的稅前貼現率將該估計未來現金流量折算為現值。減值虧損乃於其在與減值資產功能一致的有關開支類別產生的期間在損益扣除。

於各報告期末會評估是否有跡象顯示過往確認的減值虧損可能已不存在或有所減少。如有此等跡象，則會估計可收回金額。只有在釐定資產的可收回金額中所用的估計發生改變時，才會撥回過往確認的資產減值虧損 (不包括商譽)，然而，撥回金額不得高於倘資產於以前年度未有確認減值虧損所釐定的賬面值 (扣除任何折舊／攤銷)。該減值虧損的撥回在其產生期間計入損益。

撥備

倘因過往事件而引致本集團產生現時責任 (法律或推定)，且將來極可能需要應付有關責任時，同時責任所涉及數額能可靠估計，則確認為撥備。

撥備按報告期末履行現時義務所需對價的最佳估計計量，考慮到風險和義務的不確定性。當一個條款是使用估計的現金流量來結算現時義務，其賬面金額為現金流量的現值 (如果貨幣時間價值的影響重大)。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

Cash and cash equivalent in the consolidated statement of financial position comprise cash at banks and on hand.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 24.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits and assets similar in nature to cash, which are not restricted to use.

Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策概要 (續)

現金及現金等值物

於綜合財務狀況表呈列之現金及現金等值物包括銀行現金及手頭現金。

本集團使用受第三方合約限制的銀行結餘計為現金的一部分，除非該限制導致銀行結餘不再符合現金的定義。影響使用銀行餘額的合同限制在附註24中披露。

就綜合現金流量表而言，現金及現金等值物包括手頭現金及短期存款，以及性質類似現金、不受使用限制的資產。

所得稅

所得稅費用為當期應付稅項和遞延稅項之和。

目前應繳稅項以當年應課稅利潤為基礎。應課稅溢利與綜合損益及其他全面收入表所呈報的除稅前溢利不同，因為它不包括在其他年度應課稅或可扣減的收入或開支項目，並且不包括從不徵稅或扣除項目。本集團的當期稅項負債按報告期末已制定或實質上已制定的稅率計算。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與計算應課稅溢利所使用的相應稅基之間的暫時性差異確認。遞延稅項負債一般會就所有應課稅暫時性差異確認。遞延稅項資產一般會就所有可抵扣暫時性差異確認，只要很可能有應課稅溢利可抵銷該等可抵扣暫時性差異。如果暫時性差異是由商譽或在不影響應課稅利潤或會計利潤的交易中初始確認（業務合併除外）其他資產和負債產生的，則不確認該遞延所得稅資產和負債。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. 主要會計政策概要 (續)

所得稅 (續)

對附屬公司和聯營企業的投資以及在合營企業的權益相關的應課稅暫時性差異，確認為遞延所得稅負債，除非本集團在可預見未來能夠控制暫時性差異的轉回且該暫時性差異很可能不會轉回。與此類投資和權益相關的可抵扣暫時性差異產生的遞延所得稅資產僅在很可能有足夠的應課稅所得額用於利用暫時性差異的利益並預計在可預見的情況下轉回的情況下予以確認。

遞延稅項資產的賬面值於各報告期末檢討並減至不再可能有足夠的應課稅溢利以收回全部或部分資產的程度。

遞延所得稅資產和負債按照預計在清償負債或變現資產期間適用的稅率，基於報告期末已頒佈或實質上已頒佈的稅率 (和税法) 計量。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或結算其資產及負債賬面值的方式所產生的稅務後果。

遞延所得稅資產和負債的抵銷是指當期所得稅資產與當期所得稅負債相抵銷的法定權利，以及當它們與同一稅務機關徵收的所得稅有關，且本集團擬將當期所得稅負債和資產按淨基礎結算。

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延所得稅，本集團首先確定扣減稅項是歸屬於使用權資產還是租賃負債。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

3. 主要會計政策概要 (續)

所得稅 (續)

對於扣減稅項歸屬於租賃負債的租賃交易，本集團分別對使用權資產和租賃負債應用香港會計準則第12號所得稅規定。由於應用了初始確認豁免，與使用權資產和租賃負債有關的暫時性差異在初始確認時不予確認。因重新計量租賃負債和租賃修改而導致的使用權資產和租賃負債賬面值的後續修訂產生的暫時性差異，不受初始確認豁免限制，在重新計量或修改日確認。

當期和遞延稅項均計入損益，除非它們與計入其他全面收入或直接計入權益的項目有關，在這種情況下，當期和遞延稅項分別計入其他全面收入或直接計入權益。如果業務合併的初始會計產生當期稅項或遞延稅項，則稅項影響計入業務合併的會計處理。

以股份為基礎之付款

本公司設有購股權計劃，藉以向為本集團營運成功作出貢獻的合資格參與者提供激勵及回報。本集團的僱員（包括董事）按以股份為基礎付款的形式收取薪酬，據此僱員提供服務以作為股權工具的代價（「股權結算交易」）。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

3. 主要會計政策概要 (續)

以股份為基礎之付款 (續)

授予僱員之購股權

所獲服務之公允價值乃參考所授出購股權於授出日期之公允價值釐定及列作開支。

就授出與僱員之股權結算交易的成本乃經參考其於授出日期之公允價值計算。公允價值乃由外部估值師使用二項式模型釐定，有關進一步詳情載於綜合財務報表附註32。

股權結算交易之成本乃在僱員福利開支中連同相應權益增加，於達成表現及／或服務條件之期間內確認。於各報告期末直至歸屬日期就股權結算交易確認之累計開支反映歸屬期屆滿之程度及本集團對將會最終歸屬之股權工具數目之最佳估計。某一期間之損益之扣除或計入指於報告期起及報告期末確認之累計開支變動。

服務及非市場表現條件在釐定獎勵之授出日期公允價值時均不予考慮，惟達成有關條件之可能性乃作為本集團有關將會最終歸屬之股權工具數目之最佳估計的一部分予以評估。市場表現條件反映於授出日期之公允價值。獎勵所附帶之任何其他條件(但並無相關服務規定者)均被視為非歸屬條件。非歸屬條件均反映於獎勵之公允價值，並引致獎勵之即時支銷，除非亦存在服務及／或表現條件。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Share options granted to employees (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Borrowing costs

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.

3. 主要會計政策概要 (續)

以股份為基礎之付款 (續)

授予僱員之購股權 (續)

就因非市場表現及／或服務條件未獲達成而最終並無歸屬之獎勵而言，一概不會確認為任何開支。倘獎勵包括市場或非歸屬條件，則交易會被視為歸屬，而不論是否達成市場或非歸屬條件，惟須達成所有其他表現及／或服務條件。

於修改股份結算獎勵之條款時，倘達成獎勵之原有條款，則盡量確認最低開支，猶如有關條款未經修改。此外，會就任何增加以股份為基礎付款之總公允價值之任何修改或於修改日期計量時另行有利於僱員之任何修改確認開支。

倘註銷股份結算獎勵，則其乃猶如已經於註銷日期歸屬處理，而尚未就獎勵確認之任何開支乃即時確認。此包括在本集團或僱員控制之內之在非歸屬條件未獲達成下之任何獎勵。然而，倘以新獎勵替代經註銷獎勵，並於其獲授出當日指定為替代獎勵，則有關經註銷及新獎勵乃按猶如其為原有獎勵之修改處理 (載述於前一段)。

尚未行使購股權之攤薄影響乃在計算每股盈利時反映為額外股份攤薄。

借貸成本

在當期發生的所有其他借貸成本會在即時費用化。借款成本包括實體在借入資金時所產生的利息與相關的其他費用。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

Judgments in determining the timing of satisfaction of performance obligations

The recognition of each of the Group's revenue stream requires judgement by the management of the Group in determining the timing of satisfaction of performance obligations.

In making their judgement, the directors of the Company considered the detailed criteria for recognition of revenue set out in HKFRS 15 and in particular, whether the Group has satisfied all the performance obligations over time or at a point in time with reference to the details terms of transaction as stipulated in the contracts entered into with its customers.

4. 重要會計判斷和估計不確定性的關鍵來源

在應用本集團的會計政策時(載於附註3)，本公司董事須對綜合財務報表中報告的資產、負債、收入和支出的金額及披露作出判斷、估計和假設。這些估計和相關假設是根據歷史經驗和其他被認為相關的因素作出。實際結果可能有別於估計金額。

對這些估計和相關假設的審閱在持續進行。如果會計估計的修訂只是影響某一期間，其影響便會在該期間內確認。如果修訂對當前和未來期間均有影響，則在作出修訂的期間和未來期間確認。

應用會計政策的重要判斷

以下是本公司董事在應用本集團會計政策過程所作的關鍵判斷(除涉及估計的判斷外)，這些判斷對綜合財務報表中確認及披露的金額有最重大的影響。

確定完成履約責任的時間的判斷

本集團的每項收入流的確認需要本集團管理層在確定完成履約責任的時間時進行判斷。

本公司董事在作出判斷時，考慮了香港財務報表準則第15號所載的確認收入的詳細準則，特別是本集團是否在一段時間內或在與客戶簽訂的合約中所規定的交易細節條款的時間點上履行了所有履行義務。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

Judgments in determining the timing of satisfaction of performance obligations (Continued)

For the Group's revenue from contract works, the management of the Group has assessed that the Group's performance creates and enhances an asset that the customer controls as the Group performs. Therefore, the management of the Group have satisfied that the performance obligation is satisfied over time and recognised the revenue over the construction period.

Accounting of carbon-credit assets

Management considers that the carbon-credit assets are a commodity. As HKFRSs do not define the term "commodity", management has considered the guidance in HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors ("HKAS 8") that allows an entity to consider the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practice to the extent that these do not conflict with the requirements of HKFRSs and the Hong Kong Accounting Standards Board Conceptual Framework. Under United States Generally Accepted Accounting Principles ("US GAAP") as set out in the Master Glossary of the Accounting Standards Codification, a commodity has been defined as "products whose units are interchangeable, are traded on an active market where customers are not readily identifiable, and are immediately marketable at quoted prices". Based on this definition and the guidance in HKAS 8, management has therefore determined that carbon-credit assets are a commodity notwithstanding that carbon-credit assets lack physical substance.

The Group's activities include trading of carbon-credit assets primarily buying and selling of carbon-credit assets, and therefore, the Group recognise the carbon-credit assets at fair value, reflecting the Group's purpose of holding such carbon-credit assets as a commodity broker-trader in accordance with HKAS 2 Inventories.

4. 重要會計判斷和估計不確定性的關鍵來源 (續)

應用會計政策的重要判斷 (續)

確定完成履約責任的時間的判斷 (續)

對於本集團的合約工程收入，本集團管理層評估本集團的業績會創造並增強客戶在本集團執行控制的資產。因此，本集團管理層認為，隨著時間的推移，履行義務已得到履行，並確認了施工期間的收入。

碳信用資產的核算

管理層認為碳信用資產是商品。由於香港財務報告準則沒有界定「商品」一詞，管理層已考慮香港會計準則第8號的會計政策指引、會計估計變更和允許實體考慮的錯誤（「香港會計準則第8號」）其他標準制定的最新聲明使用類似概念框架來開發的會計準則、其他會計文獻和公認的行業慣例，只要這些不與香港財務報告準則和香港會計準則委員會概念框架的要求相衝突。根據載於會計準則匯編術語表的美國通用會計準則（「美國通用會計準則」），商品被定義為「單位可互換的產品按報價即時買賣在客戶不易識別的活躍市場，按報價即時買賣」。基於這個定義和香港會計準則第8號的指引，管理層因此確定，即使碳信用資產沒有物理實體仍是一項商品。

本集團活動包括以碳信用資產買賣為主的碳信用資產交易，因此本集團以公允價值確認碳信用資產，根據香港會計準則第2號存貨以反映本集團作為商品經紀交易商持有碳信用資產的用途。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

Accounting of carbon-credit assets (Continued)

As a result of the carbon-credit assets protocol, costs to sell carbon-credit assets are immaterial and no allowance is made for such costs. Changes in the amount of carbon-credit assets based on fair value are included in profit or loss for the period.

Carbon-credit asset is derecognised when the Group disposes of the inventory through its trading activities or when the Group otherwise loses control, and, therefore, access to the economic benefits associated with ownership of the carbon-credit assets.

Key sources of estimation uncertainties

The followings are 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 resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. 重要會計判斷和估計不確定性的關鍵來源 (續)

應用會計政策的重要判斷 (續)

碳信用資產的核算 (續)

基於碳信用資產協議，出售碳信用資產的成本並不大，故不對此類成本作出撥備。基於公允價值的碳信用資產金額變動計入當期損益。

當本集團通過其貿易活動出售存貨或當本集團因其他原因失去控制權，因而無法獲得與碳信用資產所有權相關的經濟利益時，則終止確認碳信用資產。

估計不確定性的關鍵來源

以下是與未來有關的關鍵假設，以及報告期末時估計不確定性的其他關鍵來源，這些假設有很大的風險導致下一個財政年度內資產及負債賬面值發生重大調整。

非金融資產 (商譽除外) 的估計減值

本集團於每個報告期末評估所有非金融資產是否存在可能發生減值的跡象。非金融資產在存在可能無法收回賬面價值的跡象時進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額 (其公允價值減出售成本與其使用價值中的較高者) 時，便存在減值。公允價值減去處置費用後的計算是根據可獲得的類似資產公平交易中具有約束力的銷售交易數據或可觀察到的市場價格減去處置該資產的增量成本後的金額計算得出。在計算使用價值時，管理層必須估計資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算該等現金流量的現值。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Key sources of estimation uncertainties (Continued) Estimated impairment of non-financial assets (other than goodwill) (Continued)

The future cash flow is estimated based on past performance and expectation for market development, including but not limited to the impacts of COVID-19 pandemic. As the current environment is uncertain, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainty. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 December 2022, the carrying amount of right-of-use assets and intangible assets were HK\$17,216,000 and HK\$2,378,000 (2021: HK\$11,775,000 and HK\$2,378,000) respectively.

Provision for expected credit loss on accounts receivables, other receivables and contract assets

The impairment provision for accounts receivables, other receivables and contract assets are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, bases on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Due to the unprecedented nature of the COVID-19 pandemic, its effect on the Group's customers and their ability to meet their financial obligations to the Group is difficult to predict. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. As at 31 December 2022, loss allowance of accounts receivable, other receivables and contract assets are HK\$1,438,000, HK\$1,661,000 and HK\$1,322,000 (2021: HK\$2,623,000, HK\$1,661,000 and HK\$199,000) respectively.

4. 重要會計判斷和估計不確定性的關鍵來源 (續)

估計不確定性的關鍵來源 (續) 非金融資產 (商譽除外) 的估計減值 (續)

未來現金流量是根據過去的表現和對市場發展的預期作估計，包括但不限於2019冠狀病毒病疫情的影響。由於當前環境不確定，估計現金流量和貼現率存在較高的估計不確定性。更改假設和估計 (包括現金流量預測中的貼現率或增長率) 可能會對可收回金額產生重大影響。

於二零二二年十二月三十一日，使用權資產和無形資產賬面值分別為17,216,000港元和2,378,000港元 (二零二一年：11,775,000港元和2,378,000港元)。

應收賬款、其他應收款及合約資產的預期信貸損失撥備

應收賬款、其他應收款及合約資產的減值撥備乃基於有關預期信貸虧損的假設。本集團根據個別應收款項未清償的天數以及本集團在報告期末的歷史經驗和前瞻性信息作出這些假設和選擇減值計算的輸入值。由於2019冠狀病毒病史無前例，其對本集團客戶及其履行對本集團財務責任的能力的影響難以預測。該等假設及估計的變動可能對評估結果造成重大影響，並可能需要在綜合損益及其他全面收入表中作出額外減值撥備。於二零二二年十二月三十一日，應收賬款、其他應收款及合約資產減值撥備分別為1,438,000港元、1,661,000港元和1,322,000港元 (二零二一年分別為：682,623,000港元、1,661,000港元和199,000港元)。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Key sources of estimation uncertainties (Continued)

Income taxes

As at 31 December 2022, a deferred tax liabilities of HK\$851,000 (2021: HK\$6,129,000) in relation to the fair value gain on carbon-credit assets has been recognised in the Group's consolidated statement of financial position, where the taxable temporary difference is estimated by the management based on the expected tax consequences from its carbon-credit assets usage based on the future plan.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Estimation of fair value of carbon-credit assets

The fair value is determined with reference to transactions involving identical or similar assets. The management of the Company has identified the unit of comparison as price per tonne of carbon dioxide equivalent, which is a common unit of comparison in the transaction of carbon credit assets. Estimation has been made by the management of the Group in relation to the unit value per comparable transactions. As at 31 December 2022, the carrying value of the carbon-credit asset is HK\$8,877,000 (2021: HK\$193,188,000).

4. 重要會計判斷和估計不確定性的關鍵來源 (續)

估計不確定性的關鍵來源 (續)

所得稅

於二零二二年十二月三十一日，與碳信用資產的公允價值收益有關的遞延稅項負債851,000港元（2020年：6,129,000港元）已在本集團的綜合財務狀況表中確認，其中管理層對應課稅暫時性差異的估計基於碳信用資產使用的未來計劃預期產生的稅收後果作出。

租賃 – 估算增量借款利率

本集團尚無法輕易釐定租賃內含利率，因此，本集團使用增量借款利率（「增量借款利率」）來計量租賃負債。增量借款利率是本集團在類似期限內借款或取得類似的證券時必須支付的利率，以及在類似的經濟環境中獲取與使用權資產價值相近的資產所需的資金。因此，增量借款利率反映了本集團「必須支付」的費用，這就要求在沒有可觀察到的費率可用（如未進行融資交易的附屬公司）或需要對其進行調整以反映租賃條款及條件時進行估計。本集團使用可觀察到的輸入數據（如市場利率）（如適用）估算增量借款利率，且需要進行某些特定實體的估算。

碳信用資產之公允價值

公允價值參照涉及相同或類似資產的交易確定。本公司管理層將比較單位確定為每噸二氧化碳當量的價格，這是碳信用資產交易中常用的比較單位。本集團管理層已就每筆可比交易的單位價值作出估計。於二零二二年十二月三十一日，碳信用資產的賬面值為8,877,000港元（二零二一年：193,188,000港元）。

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5. REVENUE

Revenue represents revenue arising on sales of carbon-credit assets, service income and construction contracts for the year. An analysis of the Group's revenue for the year from continuing operations is as follows:

5. 收入

收入指年內來自碳信用資產銷售、服務收入及建築合約的收入。本集團年內來自持續經營業務的收入之分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	709,306	468,007
屬香港財務報告準則第15號範疇內與客戶之間的合約產生的收入		

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5. REVENUE (Continued)

(i) Disaggregated revenue information

For the year ended 31 December 2022

5. 收入 (續)

(i) 分拆收入資料

截至二零二二年十二月三十一日
止年度

Segments	分部	Global carbon neutral 全球碳中和 HK\$'000 千港元	Civil engineering and construction 土木工程及建造 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Type of goods or services	貨物或服務類別			
Sales of carbon-credit assets	碳信用資產銷售	207,834	-	207,834
Provision of carbon neutral advisory and carbon planning services	提供碳中和諮詢及碳規劃服務	1,344	-	1,344
Construction services	建造服務	-	172,899	172,899
Civil engineering services	土木工程服務	-	327,229	327,229
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	209,178	500,128	709,306
Geographical markets	地區市場			
Hong Kong	香港	4,763	500,128	504,891
Macau	澳門	259	-	259
Mainland China	中國內地	1,356	-	1,356
Singapore	新加坡	202,800	-	202,800
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	209,178	500,128	709,306
Timing of revenue recognition	確認收益的時間			
At a point in time	於某一時間點	207,834	-	207,834
Over time	隨時間轉移	1,344	500,128	501,472
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	209,178	500,128	709,306

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5. REVENUE (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 31 December 2021

Segments	分部	Global carbon neutral 全球碳中和 HK\$'000 千港元	Civil engineering and construction 土木工程及建造 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Type of goods or services	貨物或服務類別	103	–	103
Sales of carbon-credit assets	碳信用資產銷售			
Provision of carbon neutral advisory and carbon planning services	提供碳中和諮詢及碳規劃服務	352	–	352
Construction services	建造服務	–	154,724	154,724
Civil engineering services	土木工程服務	–	312,828	312,828
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	455	467,552	468,007
Geographical markets	地區市場			
Hong Kong	香港	–	467,552	467,552
Mainland China	中國內地	455	–	455
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	455	467,552	468,007
Timing of revenue recognition	確認收益的時間			
At a point in time	於某一時間點	103	–	103
Over time	隨時間轉移	352	467,552	467,904
Total revenue from contracts with customers	與客戶之間的合約產生的收入總額	455	467,552	468,007

5. 收入 (續)

(i) 分拆收入資料 (續)

截至二零二一年十二月三十一日止年度

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5. REVENUE (Continued)

(ii) Performance obligations

Information about the Group's performance obligation is summarised below:

Sales of carbon-credit assets

The performance obligation is satisfied upon the title transferred to the customers and payment is generally due upon the completion of the transaction.

Provision of carbon neutral advisory and carbon planning services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing.

Construction and civil engineering services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

5. 收入 (續)

(ii) 履約責任

有關本集團履約責任之資料概述如下：

碳信用資產銷售

履約責任於所有權轉移給客戶時得到履行，付款一般於交易完成時結付。

提供碳中和諮詢和碳規劃服務

履約責任隨著時間的推移於提供服務時履行，付款通常於開出發票之日起30天內結付。

建造及土木工程服務

履約責任隨提供服務而達成及付款通常於發票之日起30日內結付。付款的一定比例由客戶保留至保留期結束，因為本集團收取最終付款的權利以客戶於合約所訂某個期間內信納服務質量為條件。

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5. REVENUE (Continued)

(ii) Performance obligations (Continued)

Construction and civil engineering services (Continued)

The amounts of transaction prices allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at the end of reporting period are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Amounts expected to be recognised as revenue	預計將被確認為收益的金額		
Within one year	一年內	110,172	125,380
After one year	一年後	113,695	192,391
		223,867	317,771

The amounts of transaction prices allocated to the remaining performance obligation which are expected to be recognised as revenue after one year related to construction services, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. 收入 (續)

(ii) 履約責任 (續)

建造及土木工程服務 (續)

於報告期末，分配至剩餘履約責任 (未履行或部分未履行) 的交易價格金額如下：

分配至剩餘履約責任的交易金額 (預計將於一年後確認為收益) 與將於兩年內履行履約責任的建築服務有關。分配至剩餘履約責任的所有其他交易價格金額預計將於一年內確認為收益。上述披露的金額不包括受限制的可變代價。

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6. OTHER INCOME AND GAINS

6. 其他收入及收益

	Note	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	附註		
Interest income		13	102
Gain on settlement of other borrowings		3,389	—
Consultancy fee income		360	450
Government subsidies (note a)		3,014	556
Income on sublease (note b)		118	91
Gain on lease modification	16	923	—
Management fee income		1,394	1,314
Sundry income		—	275
		9,211	2,788

Notes:

- (a) Being the subsidies received from the COVID-19 Anti-epidemic Fund under the Employment Support Scheme and other subsidy schemes as promulgated by the Government of the Hong Kong Special Administrative Region of the People's Republic of China during the year. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.
- (b) The Group sublet part of its leased premises to a related company of the Company.

附註：

- (a) 即根據中華人民共和國香港特別行政區政府於年內頒佈的保就業計劃項下的2019冠狀病毒病防疫基金及其他補貼計劃已收的補貼。該等補貼概無未達成的條件及其他或然情況。
- (b) 本集團分租其部分租賃物業予本公司之關聯公司。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

7. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment focus on type of goods or services delivered or provided, specifically the Group is organised into business units based on their products and service and has two reportable operating segments as follows:

- Global carbon neutral segment – (i) trading of carbon-credit assets, carbon credit and carbon asset development, management and investment in carbon neutral related fields and carbon consulting and carbon planning; and (ii) carbon negative business including industrial carbon negative with a core of development of CCUS and neutral carbon negative focusing on forest and crop optimisation; and
- Civil engineering and construction segment – civil engineering works and building construction and maintenance works.

Management monitors the results of the Group's operating segments separately for the purpose of making decision about resources allocations and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group's profit or loss before tax except that finance costs (other than interest on lease liabilities), (loss)/gain on disposal of subsidiaries, equity-settled share option expenses, charge in valuation of promissory notes, net, loss on partial early repayment of promissory note, as well as head office and corporate unallocated income and expenses are excluded from such measurement.

7. 分部資料

向本公司董事（作為主要經營決策者）報告的資料，以用於資源分配和評估分部重點交付或提供的貨品或服務的類型，具體而言，本集團根據其產品和服務性質組織為兩個可報告的營運分部如下：

- 全球碳中和分部－碳信用資產交易、碳中和相關領域的碳信用及碳資產開發、管理及投資以及碳諮詢及碳規劃；及以發展碳捕集、利用與封存為核心的工業負碳及以森林和農作物優化為核心的自然負碳等負碳排放業務；及
- 土木工程及建造分部－土木工程項目以及樓宇建造及保養工程。

管理層獨立監察本集團之經營分部業績，以決定資源配置及評估表現。分部表現根據須予報告分部損益評估。經調整除稅前損益之計算方法與本集團之除稅前損益一致。惟財務費用（租賃負債利息除外）、出售附屬公司（虧損）／收益、以股權結算的購股權開支，承兌票據淨值變動、提早償還部分承兌票據之虧損和總部及企業的未分配收入及開支不包括在該計量範圍內。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue and results and the Group's assets and liabilities by reportable operating segments.

7. 分部資料 (續)

下表列明按須予呈報之營運分部劃分的本集團收入及業績和資產及負債。

		Global carbon neutral 全球碳中和		Civil engineering and construction 土木工程及建造		Total 總計	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Segment revenue	分部收入	209,178	455	500,128	467,552	709,306	468,007
Segment results	分部業績	(30,789)	149,028	4,223	7,237	(26,566)	156,265
Change in valuation of promissory notes, net	承兌票據估值變動淨額					-	(37,231)
Loss on partial early repayment of promissory note	提早償還部份承兌票據之虧損					(74,562)	-
(Loss)/gain on disposal of subsidiaries	出售附屬公司之(虧損)/收益					(5)	269,220
Equity-settled share option expenses	股權結算購股權開支					(34,974)	(21,789)
Corporate and unallocated income	企業及未分配收入					3,727	373
Corporate and unallocated expenses	企業及未分配開支					(13,479)	(17,752)
Finance costs (other than interest on lease liabilities)	財務費用 (不包括租賃負債利息)					(58,457)	(75,447)
(Loss)/profit before tax	除稅前 (虧損)/溢利					(204,316)	273,639
Segment assets	分部資產	35,197	202,011	260,495	232,184	295,692	434,195
Corporate and other unallocated assets	企業及其他未分配資產					18,846	50,622
Total assets	資產總值					314,538	484,817
Segment liabilities	分部負債	21,873	62,696	139,073	150,947	160,946	213,643
Corporate and other unallocated liabilities	企業及其他未分配負債					203,361	184,113
Total liabilities	負債總值					364,307	397,756

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綜合財務報表附註

For the year ended 31 December 2022
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7. SEGMENT INFORMATION (Continued)

7. 分部資料 (續)

	Global carbon neutral		Civil engineering and construction		Corporate and other unallocated income and expenditure		Total	
	全球碳中和		土木工程及建造		企業及其他未分配收入和開支		總計	
	2022	2021	2022	2021	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Amounts included in the measure of segment profit or loss or segment assets	包括在計算分部損益或分部資產的金額							
Bank interest income	1	1	12	-	-	101	13	102
Fair value gain on carbon-credit assets	2,980	172,022	-	-	-	-	2,980	172,022
Reversal of impairment/(impairment) of accounts receivable	-	-	1,185	(1,814)	-	-	1,185	(1,814)
Impairment of other receivables	-	-	-	-	-	(1,661)	-	(1,661)
Impairment of contract assets	-	-	(1,123)	(54)	-	-	(1,123)	(54)
Depreciation of plant and equipment	(333)	(78)	(216)	(168)	-	(206)	(549)	(452)
Depreciation of right-of-use assets	(2,925)	(952)	(1,829)	(1,824)	(3,018)	(832)	(7,772)	(3,608)
Addition to non-current assets*	19,277	10,173	4,768	939	-	12,263	24,045	23,375

* Non-current assets include plant and equipment, right-of-use assets and intangible assets.

* 非流動資產包括機器及設備、使用權資產及無形資產。

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7. SEGMENT INFORMATION (Continued)

Geographical information

(a) Revenue from external customers

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong	香港	504,891	467,552
Macau	澳門	259	-
Mainland China	中國內地	1,356	455
Singapore	新加坡	202,800	-
		709,306	468,007

The revenue information above is based on the locations of the customers.

上述收入資料乃基於客戶所在地。

(b) Non-current assets

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong	香港	17,848	14,916
Mainland China	中國內地	580	126
Singapore	新加坡	5,001	-
		23,429	15,042

The non-current asset information above is based on the locations of assets and exclude financial instruments.

(b) 非流動資產

非流動資產信息以資產所在地為基礎，不包括金融工具。

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7. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue for the year, is set out below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A	客戶A	202,800	N/A*
Customer B	客戶B	133,352	133,179
Customer C	客戶C	135,953	109,895
Customer D	客戶D	86,986	104,392
Customer E	客戶E	N/A*	48,044

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

Except for the aforesaid, no revenue from a single external customer accounted for 10% or more of the Group's revenue.

8. FINANCE COSTS

An analysis of finance costs is as follows:

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	16(b) 963	311
Interest on other borrowings	其他借款利息	2,511	4,572
Interest on promissory notes	承兌票據利息	29 9,394	34,292
Imputed interest on convertible bonds	可換股債券之推算利息	28 46,552	36,583
		59,420	75,758

7. 分部資料 (續)

主要客戶的資料

來自土木工程和建築分部的各主要客戶的收入佔本集團於年內收入的10%或以上，如下所示：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A	202,800	N/A*
Customer B	133,352	133,179
Customer C	135,953	109,895
Customer D	86,986	104,392
Customer E	N/A*	48,044

* 相應收入並不佔本集團總收入的10%以上。

除上述者外，概無來自單一外部客戶收入佔本集團收入的10%或以上。

8. 財務費用

財務費用分析如下：

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9. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after (crediting)/charging:

9. 除稅前(虧損)/溢利

本集團之除稅前(虧損)/溢利已扣除下列各項：

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost of sales:	銷售成本：		
Cost of inventories sold	已售存貨成本	192,103	294
Cost of service income	存貨撥備	610	–
Contract costs	合約成本	474,087	431,784
		666,800	432,078
Employee benefit expense (excluding directors' and chief executive's remuneration (note 10))#	僱員福利開支(不包括董事及最高行政人員酬金(附註10))#		
– Wages and salaries	– 工資和薪金	81,770	96,460
– Equity-settled share option expenses	– 股權結算的購股權開支	11,665	17,652
– Pension scheme contributions	– 退休福利計劃供款	3,126	2,660
		96,561	116,772
(Reversal of impairment)/impairment of accounts receivable*	應收帳款(減值沖回)/減值*	(1,185)	1,814
Impairment loss of other receivables*	其他應收款減值*	–	1,661
Impairment loss of contract assets*	合約資產減值*	1,123	54
Depreciation of plant and equipment	機器及設備折舊	549	452
Depreciation of right-of-use assets	使用權資產折舊	7,772	3,608
Auditor's remuneration	核數師酬金	1,400	1,400
(Gain)/loss on lease modification	租賃修訂(收益)/損失	(923)	249
Lease payments not included in the measurement of lease liabilities	並非計入租賃負債計量之租賃付款	188	107

* The (reversal of impairment)/impairment of accounts receivable, other receivables and contract assets for the year are included in "Reversal of impairment/(impairment) of accounts receivable, other receivables and contract assets, net" in the consolidated statement of profit or loss and other comprehensive income.

The employee benefit expense of HK\$44,019,000 (2021: HK\$66,030,000) for the year included in "cost of sales" provided above and the expense of HK\$4,018,000 (2021: HK\$1,511,000) for the year included in "research and development expenses" provided above.

* 年內應收帳款，其他應收款及合約資產(減值沖回)/減值計入綜合損益及其他全面收入表內的「應收帳款，其他應收款及合約資產減值沖回/(減值)」。

年內僱員福利開支44,019,000港元(二零二一年：66,030,000港元)計入上文所載「銷售成本」。年內4,018,000港元(二零二一年：1,511,000港元)開支計入上文所載「研發費用」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange, 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:

10. 董事及最高行政人員酬金

根據聯交所證券上市規則、《香港公司條例》第383(1)(a)、(b)、(c)及(f)條以及《公司(披露董事利益資料)規例》第2部披露之年內董事及最高行政人員酬金如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries undertaking	就個人作為董事(不論是本公司或其附屬公司的董事)提供服務而支付,或應收的酬金		
Fees	袍金	1,459	705
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries undertaking	就管理本司及其附屬公司的事物提供其他董事服務而支付或應收的酬金		
Other emoluments:	其他薪酬:		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,500	2,939
Pension scheme contributions	退休福利計劃供款	72	44
Equity-settled share option expense	股權結算購股權費用	23,309	4,137
		26,881	7,120
		28,340	7,825

During the years ended 31 December 2022 and 2021, directors of the Company were granted options, in respect of their services to the Group, under the share option scheme of the Company, further details of which were set out in note 32 to the consolidated financial statements. The fair value of such options, which had been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the year ended 31 December 2022 was included in the above directors' and chief executive's remuneration disclosures.

於截至二零二二年及二零二一年十二月三十一日止年度內,本公司董事就彼為本集團提供的服務,根據本公司的購股權計劃獲授購股權,有關進一步詳情載於綜合財務報表附註32。該等購股權的公允價值已於歸屬期內在損益確認,有關公允價值乃於授出日期釐定,而計入截至二零二二年十二月三十一日止年度綜合財務報表的金額已計入上述董事及最高行政人員酬金披露內。

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綜合財務報表附註

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10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

10. 董事及最高行政人員酬金 (續)

(a) Independent non-executive directors

(a) 獨立非執行董事

The fees paid to independent non-executive directors during the year were as follows:

年內支付予獨立非執行董事的袍金如下：

	Notes 附註	Salaries, allowances and benefits				Pension scheme contributions	Equity settled share option expenses	Total remuneration
		Fees	in kind					
		HK\$'000	HK\$'000			HK\$'000	HK\$'000	
		千港元	千港元			千港元	千港元	
2022	二零二二年							
Mr. Yu Wai Chun	余偉泰先生 (ii)	50	-	-	-	-	50	
Dr. Li Qun	李群博士 (iii)	209	-	-	-	-	209	
Dr. Guo Yike	郭毅可博士	600	-	-	-	-	600	
Mr. Wang Au Yuan	王安元先生	600	-	-	-	-	600	
		1,459	-	-	-	-	1,459	
2021	二零二一年							
Mr. Leung Tsz Wing	梁子榮先生 (i)	134	-	-	-	-	134	
Mr. Ip Mei Shun	葉美順先生 (i)	134	-	-	-	-	134	
Mr. Yu Wai Chun	余偉泰先生 (ii)	120	-	-	-	-	120	
Dr. Guo Yike	郭毅可博士	245	-	-	-	-	245	
Mr. Wang Au Yuan	王安元先生	72	-	-	-	-	72	
		705	-	-	-	-	705	

Notes:

- (i) Resigned on 18 November 2021.
- (ii) Resigned on 29 May 2022.
- (iii) Appointed on 2 June 2022.

附註：

- (i) 於二零二一年十一月十八日辭任。
- (ii) 於二零二二年五月二十九日辭任。
- (iii) 於二零二二年六月二日獲委任。

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10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

10. 董事及最高行政人員酬金 (續)

(b) Executive directors and non-executive directors (b) 執行董事及非執行董事

			Salaries, allowances and benefits	Pension scheme contributions	Equity settled share option expense	Total remuneration	
	Fees	in kind					
	袍金	及實物利益	薪金、津貼	退休福利 計劃供款	股權結算 購股權費用	總酬金	
Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
2022		二零二二年					
Executive directors	執行董事						
Ms. Chan Tan Na Donna	陳丹娜女士	(iv)	-	600	18	-	618
Mr. Chen Lei	陳蕾先生	(v)	-	600	18	-	618
Mr. Chen XinWei	陳欽瑋先生	(vi)	-	720	18	21,700	22,438
Mr. Cui Dingjun	崔定軍先生	(vii)	-	300	-	-	300
Mr. Di Ling	邸靈先生	(viii)	-	680	18	1,609	2,307
			-	2,900	72	23,309	26,281
Non-executive director	非執行董事						
Mr. Lam Po Foon	林寶歡先生	(xiii)	-	600	-	-	600
			-	3,500	72	23,309	26,881

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10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

10. 董事及最高行政人員酬金 (續)

(b) Executive directors and non-executive directors (Continued)

(b) 執行董事及非執行董事 (續)

	Notes	Fees	Salaries, allowances and benefits in kind	Pension contributions	Equity settled share option expense	Total remuneration
	附註	袍金	薪金、津貼及實物利益	退休福利計劃供款	股權結算購股權費用	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2021						
二零二一年						
Executive directors	執行董事					
Mr. Artem Matyushok	Artem Matyushok先生 (i)	-	-	-	-	-
Mr. Brett Ashley Wight	Brett Ashley Wight先生 (ii)	-	-	-	-	-
Mr. Chin Chun Hin	錢振軒先生 (iii)	-	150	-	-	150
Ms. Chan Tan Na Donna	陳丹娜女士 (iv)	-	72	3	-	75
Mr. Chen Lei	陳蕾先生 (v)	-	381	2	-	383
Mr. Chen XinWei	陳歆璋先生 (vi)	-	520	15	-	535
Mr. Cui Dingjun	崔定軍先生 (vii)	-	473	-	-	473
Mr. Di Ling	邸靈先生 (viii)	-	473	6	4,137	4,616
Dr. Gao Gunter	高敬德博士 (ix)	-	421	6	-	427
Mr. Lam Wah	林華先生 (x)	-	124	6	-	130
Mr. Xing Bin	邢濱先生 (xi)	-	90	6	-	96
		-	2,704	44	4,137	6,885
Non-executive director	非執行董事					
Mr. Chen Bing Yan	陳炳炎先生 (xii)	-	-	-	-	-
Mr. Lam Po Foon	林寶歡先生 (xiii)	-	235	-	-	235
		-	235	-	-	235
		-	2,939	44	4,137	7,120

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10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors and non-executive directors (Continued)

Notes:

- (i) Resigned on 24 September 2021.
- (ii) Resigned on 5 April 2021.
- (iii) Resigned on 17 March 2021.
- (iv) Appointed on 18 November 2021 and resigned on 20 February 2023.
- (v) Appointed on 13 May 2021.
- (vi) Appointed on 2 March 2021.
- (vii) Appointed on 18 March 2021 and resigned on 29 June 2022.
- (viii) Appointed on 18 March 2021.
- (ix) Appointed on 2 March 2021 and resigned on 17 March 2021.
- (x) Resigned on 2 March 2021.
- (xi) Resigned on 2 March 2021.
- (xii) Appointed on 2 February 2021 and resigned on 17 March 2021.
- (xiii) Appointed on 10 August 2021.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2021: Nil).

10. 董事及最高行政人員酬金 (續)

(b) 執行董事及非執行董事 (續)

附註：

- (i) 於二零二一年九月二十四日辭任。
- (ii) 於二零二一年四月五日辭任。
- (iii) 於二零二一年三月十七日辭任。
- (iv) 於二零二一年十一月十八日獲委任及二零二三年二月二十日辭任。
- (v) 於二零二一年五月十三日獲委任。
- (vi) 於二零二一年三月二日獲委任。
- (vii) 於二零二一年三月十八日獲委任及二零二二年六月二十九日辭任。
- (viii) 於二零二一年三月十八日獲委任。
- (ix) 於二零二一年三月二日獲委任及於二零二一年三月十七日辭任。
- (x) 於二零二一年三月二日辭任。
- (xi) 於二零二一年三月二日辭任。
- (xii) 於二零二一年二月二日獲委任及於二零二一年三月十七日辭任。
- (xiii) 於二零二一年八月十日獲委任。

於年內，概無董事放棄或同意放棄任何酬金 (二零二一年：無)。

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11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2021: nil) directors, details of whose remuneration are set out in note 10 above. Details of the remuneration of the remaining three (2021: five) non-directors, highest paid employees for the year are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼和實物利益	6,783	8,093
Discretionary performance-related bonuses	與表現掛鈎的酌情花紅	2,520	6,038
Share based compensation	以股權支持的酬金	6,945	5,516
Pension scheme contributions	退休福利計劃供款	138	262
		16,386	19,909

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

		2022 二零二二年	2021 二零二一年
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	-	2
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元	1	1
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至5,000,000港元	1	-
HK\$5,000,001 to HK\$6,000,000	5,000,001港元至6,000,000港元	-	-
HK\$6,000,001 to HK\$7,000,000	6,000,001港元至7,000,000港元	-	2
HK\$7,000,001 to HK\$8,000,000	7,000,001港元至8,000,000港元	-	-
HK\$8,000,001 to HK\$9,000,000	8,000,001港元至9,000,000港元	1	-
		3	5

11. 五名最高薪酬僱員

於年內，五名最高薪酬僱員包括兩名(二零二一年：零名)董事，彼等的酬金詳情載於上文附註10。於年內，其餘三名(二零二一年：五名)最高薪酬而非董事的僱員的酬金詳情如下：

酬金介乎下列組別的最高薪酬而非董事的僱員人數如下：

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12. INCOME TAX CREDIT/(EXPENSE)

Hong Kong profits tax was been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Tax on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax	本期稅	-	-
Deferred tax credit/(expense) (note 30)	遞延稅抵扣／(開支) (附註30)	5,278	(6,075)
Total tax credit/(charge) for the year	年度稅項抵扣／(支出) 總額	5,278	(6,075)

A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory/applicable rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

12. 所得稅抵扣／(開支)

年內，香港利得稅乃就香港估計應課稅溢利按16.5% (二零二一年：16.5%) 的稅率計提撥備。其他地區應課稅溢利之稅項乃按本集團經營所在司法權區之現行稅率計算。

以本公司及其大部分附屬公司所在的司法權區之法定／適用稅率計算的除稅前(虧損)／溢利適用的稅項開支與以實際稅率計算的稅項開支之對賬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/profit before tax	除稅前(虧損)／溢利	(204,316)	273,639
Tax at the statutory tax rate/applicable rates of different jurisdictions	按法定稅率計算的稅項	(34,414)	44,672
Income not subject to tax	毋須課稅的收入	(34,836)	(66,749)
Expenses not deductible for tax	不可扣稅開支	58,830	23,005
Tax losses not recognised	未確認稅項虧損	5,155	5,790
Temporary difference not recognised	未確認暫時差異	181	838
Utilisation of tax loss previously not recognised	動用先前未確認之稅務虧損	(194)	(1,481)
Tax (credit)/charge	稅項(抵扣)／開支	(5,278)	6,075

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13. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: Nil).

14. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share amounts for the year is based on the loss for the year attributable to owners of the Company of HK\$197,471,000 (2021: profit for the year attributable to owner of the Company of HK\$267,651,000) and the weighted average number of 313,303,000 (2021: 258,973,000) ordinary shares in issue during the year.

For the year ended 31 December 2021, the calculation of the diluted earnings per share amounts is based on the profit for the year attributable to the owners of the Company, adjusted to reflect the interest on the convertible bonds. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year ended 31 December 2021, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares for the year ended 31 December 2021.

For the year ended 31 December 2022, the computation of diluted loss per share and diluted loss per share did not assume the conversion of the convertible bonds and the exercise of the share options since the assumed conversion and exercise would be anti-dilutive which result in a decrease in loss per share.

13. 股息

於截至二零二二年十二月三十一日止年度本公司並無支付或提議派發股息予股東，自報告所述期間結束以來，亦無提議任何股息（二零二一年：無）。

14. 每股（虧損）／盈利

每股基本（虧損）／盈利乃根據本公司擁有人應佔年內虧損197,471,000港元（二零二一年：本公司擁有人應佔年內溢利267,651,000港元）及年內已發行普通股313,303,000（二零二一年：258,973,000）之加權平均數計算。

截至二零二一年十二月三十一日止年度，每股攤薄盈利乃基於本公司擁有人應佔年內溢利計算，並經調整以反映可換股債券利息。截至二零二一年十二月三十一日止年度，用於計算之普通股加權平均數為每股基本盈利計算中使用的截至二零二一年十二月三十一日止年度已發行普通股數目，且普通股加權平均數乃假設按零代價發行，視為行使或轉換所有攤薄潛在普通股為普通股。

截至二零二二年十二月三十一日止年度，計算每股攤薄虧損並無假設可換股債券兌換及行使購股權獲是由於假設兌換及行使會反稀釋而會減少每股虧損。

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14. (LOSS)/EARNINGS PER SHARE (Continued)

The calculations of basic and diluted (loss)/earnings per share are based on:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/earnings	(虧損)/盈利		
(Loss)/profit attributable to owners of the Company, used in basic (loss)/earnings per share calculation	用於計算每股基本(虧損)/盈利的本公司擁有人應佔(虧損)/盈利	(197,471)	267,651
Imputed interest on convertible bonds	可換股債券之推算利息	-	36,583
(Loss)/profit attributable to owners of the Company before interest on convertible bonds	扣除可換股債券利息前本公司擁有人應佔(虧損)/盈利	(197,471)	304,234

The calculations of basic and diluted (loss)/earnings per share are based on:

		Number of shares 股數	
		2022 二零二二年	2021 二零二一年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic (loss)/earnings per share calculation	用於計算每股基本及攤薄(虧損)/盈利之年內已發行普通股加權平均數	313,302,740	258,973,370
Effect of dilution – weighted average number of ordinary shares:	攤薄影響—普通股加權平均數:		
Convertible bonds	可換股債券	-	179,603,000
Weighted average number of ordinary shares in issue during the period used in diluted (loss)/earnings per share calculation	用於計算每股攤薄(虧損)/盈利之期內已發行普通股加權平均數	313,302,740	438,576,370

14. 每股(虧損)/盈利(續)

每股基本及攤薄(虧損)/盈利的計算基於:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/earnings		
(Loss)/profit attributable to owners of the Company, used in basic (loss)/earnings per share calculation	(197,471)	267,651
Imputed interest on convertible bonds	-	36,583
(Loss)/profit attributable to owners of the Company before interest on convertible bonds	(197,471)	304,234

每股基本及攤薄(虧損)/盈利的計算基於:

	Number of shares 股數	
	2022 二零二二年	2021 二零二一年
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic (loss)/earnings per share calculation	313,302,740	258,973,370
Effect of dilution – weighted average number of ordinary shares:		
Convertible bonds	-	179,603,000
Weighted average number of ordinary shares in issue during the period used in diluted (loss)/earnings per share calculation	313,302,740	438,576,370

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15. PLANT AND EQUIPMENT

15. 機器和設備

		Leasehold improvements 租賃改善 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、固定裝置及辦公設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2021	於二零二一年一月一日	388	24,089	2,394	495	27,366
Additions	添置	460	146	221	-	827
Disposal of subsidiaries	出售附屬公司	-	(24,089)	(1,775)	-	(25,864)
Exchange realignment	匯兌調整	-	1	1	-	2
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	848	147	841	495	2,331
Additions	添置	2,082	132	39	1,431	3,684
Disposals	出售	(460)	-	-	(10)	(470)
Exchange realignment	匯兌調整	-	(3)	(8)	-	(11)
At 31 December 2022	於二零二二年十二月三十一日	2,470	276	872	1,916	5,534
Accumulated depreciation and impairment	累計折舊及減值					
At 1 January 2021	二零二一年一月一日	195	24,089	2,240	330	26,854
Disposal of subsidiaries	出售附屬公司	-	(24,089)	(1,775)	-	(25,864)
Charge for the year	年內費用	249	15	83	105	452
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	444	15	548	435	1,442
Disposals	出售	(132)	-	-	(10)	(142)
Charge for the year	年內費用	142	37	115	255	549
Exchange realignment	匯兌調整	-	(2)	(2)	-	(4)
At 31 December 2022	於二零二二年十二月三十一日	454	50	661	680	1,845
Carrying amount	賬面金額					
At 31 December 2022	於二零二二年十二月三十一日	2,016	226	211	1,236	3,689
At 31 December 2021	於二零二一年十二月三十一日	404	132	293	60	889

Depreciation is calculated on the straight-line basis to write off the cost of each item of plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20%
Machinery and equipment	10% to 24%
Furniture, fixtures and office equipment	20% to 33%
Motor vehicles	24%

折舊乃使用直線法按其估計可使用年期撇銷每項機器及設備項目的成本至其殘值。就此而言採用的主要年率如下：

租賃改善	20%
機器及設備	10% to 24%
傢俬、固定裝置及辦公設備	20% to 33%
汽車	24%

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16. LEASES

The Group as lessee

The Group leases office premises for its daily operations. The lease term is ranging from 24 months to 60 months (2021: from 24 months to 38 months), with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect current market rentals.

(a) Right-of-use asset

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	11,775	1,887
Additions	添置	20,361	20,170
Depreciation charge (note 9)	折舊費用 (附註9)	(7,772)	(3,608)
Derecognised the right-of-use assets and recognise receivable for net investment	終止確認使用權資產及確認投資淨額應收款項	-	(4,671)
Lease modification	租賃修訂	(7,263)	(2,003)
Exchange realignment	匯兌調整	115	-
At 31 December	於十二月三十一日	17,216	11,775

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	16,573	2,673
New leases	新租賃	20,361	20,170
Accretion of interest recognised during the year (note 8)	年內確認的利息增加 (附註8)	963	311
Disposal of subsidiaries (note 34)	出售附屬公司 (附註34)	-	(600)
Payments	還款	(10,026)	(4,236)
Lease modification	租賃修訂	(10,102)	(1,754)
Exchange realignment	匯兌調整	126	9
Carrying amount at 31 December	於十二月三十一日之賬面值	17,895	16,573
Analysed into:	分析為：		
Current portion	流動部分	7,032	7,278
Non-current portion	非流動部分	10,863	9,295

16. 租賃

本集團作為承租人

本集團為日常營運租賃辦公場所。租賃期限介乎24至60個月 (二零二一年：24至38個月)，可以選擇在重新協商所有條款後續訂租賃。租賃付款通常按年增加以反映當前的市場租金。

(a) 使用權資產

於年內，本集團使用權資產賬面值及變動情況如下：

(b) 租賃負債

於年內，租賃負債賬面值及變動情況如下：

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16. LEASES (Continued)

The Group as lessee (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on lease liabilities (note 8)	租賃負債利息 (附註8)	963	311
Depreciation charge of right-of-use assets (note 9)	使用權資產折舊費用 (附註9)	7,772	3,608
Expense relating to short-term leases (included in administrative expenses) (note 9)	有關短期租賃的開支 (計入行政開支) (附註9)	188	107
(Gain)/loss on lease modification (note 9)	租賃修訂 (收益)/損失 (附註9)	(923)	249
Total amount recognised in profit or loss	計入損益總額	8,000	4,275

17. GOODWILL

Goodwill acquired through a business combination is allocated to the cash-generating unit of the Automotive Engines Business (the "Automotive Engines CGU") for impairment testing for the year ended 31 December 2020.

During the year ended 31 December 2021, the Automotive Engines CGU has been disposed. Details refer to note 34.

As at 31 December 2022, the Group did not have any goodwill.

17. 商譽

透過業務合併所收購的商譽被分配至汽車發動機業務之現金產生單位 (「汽車發動機現金產生單位」) 作截至二零二二年十二月三十一日止年度之減值測試。

汽車發動機現金產生單位於截至二零二一年十二月三十一日止年度被出售，詳情參考附註34。

截至二零二二年十二月三十一日，本集團沒有商譽。

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18. INTANGIBLE ASSETS

18. 無形資產

		Cross-boarder license plates 中港車牌牌照 HK\$'000 千港元	Customer Contracts 客戶合約 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 January 2021	於二零二一年一月一日	-	698,697	698,697
Addition	添置	2,378	-	2,378
Disposal of subsidiaries	出售附屬公司	-	(698,697)	(698,697)
At 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	2,378	-	2,378
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2021	於二零二一年一月一日	-	698,697	698,697
Disposal of subsidiaries	出售附屬公司	-	(698,697)	(698,697)
At 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	-	-	-
Carrying amount	賬面價值			
At 31 December 2022	於二零二二年十二月三十一日	2,378	-	2,378
At 31 December 2021	於二零二一年十二月三十一日	2,378	-	2,378

On 27 January 2021, the Group disposed the Well Surplus Enterprises Limited and its subsidiaries (the “Automotive Engines Group”), and the customer contract included in intangible assets, also disposed.

於二零二一年一月二十七日，本集團出售了盛盈企業有限公司及其附屬公司，同時出售了計入無形資產的客戶合約。

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18. INTANGIBLE ASSETS (Continued)

During the year ended 31 December 2021, the Group has acquired two cross-boarder license plates, with a legal life of 1 to 2 years but is renewable every year at minimal cost. The directors of the Company are of the opinion that the Group would renew the cross-boarder license plates continuously and has the ability to do so. As a result, the cross-boarder license plates are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The cross-boarder license plates will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

19. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Investments in listed equity securities represent the Group's investment in China Ecotourism Group Limited, a company listed in Hong Kong and engaged in provision of technology and operation services for lottery systems, terminal equipment and gaming products in China's lottery market. This investment in equity instrument is not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate this investment in equity instrument as at FVTOCI as they believe that recognising short-term fluctuations in this investment's fair value in profit or loss would not be consistent with the Group's strategy of holding this investment for long-term purposes and realising their performance potential in the long run.

Ms. Chan Tan Na Donna, who was the chairman of the Company and resigned on 20 February 2023, and Mr. Di Ling, a director of the Company, are also the directors of China Ecotourism Group Limited.

18. 無形資產 (續)

於截至二零二一年十二月三十一日止年度，本集團已取得兩個中港車牌牌照，法定有效期為1至2年，但每年可以最低成本續期。本公司董事認為，本集團將持續更新該等中港車牌牌照，並有能力這樣做。因此，本集團管理層認為該等中港車牌牌照預期將無限地貢獻淨現金流入，具有無限可使用年期。中港車牌照在其使用年期確定為有限前不會攤銷。反之，倘有跡象表明該等中港車牌可能發生減值，將每年進行減值測試。

19. 按公允價值計入其他收入之金融資產

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Listed investment at fair value 上市投資之公允價值	8,200	20,000

上市股本證券的投資指本集團對中國生態旅遊集團有限公司的投資，該公司為一家從事中國公益彩票行業彩票系統、終端設備、遊戲產品的技術提供商與運營服務商的香港上市公司。持有該等股本工具投資並非作交易用途。反之，持有它們是基於中長期戰略目的。因此，本公司董事已選擇將該股本工具投資指定為按公允價值計入其他全面收入之股本工具，原因是他們認為在損益中確認該等投資的公允價值短期變動與本集團持有該等投資的策略不一致，並實現其長期業效潛力。

陳丹娜女士，其為本公司主席並於二零二三年二月二十日辭任；及邱靈先生，其為本公司董事亦為中國生態旅遊集團有限公司之董事。

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20. CARBON-CREDIT ASSETS

The movements during the year in the balance as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	193,188	–
Addition	增加	4,812	21,460
Fair value changes	公允價值變動	2,980	172,022
Charge to profit and loss	計入損益	(192,103)	(294)
At 31 December	於十二月三十一日	8,877	193,188

Carbon-credit assets were formed through the exploration and development of relevant business units of the Group and originated from the verified and issued International Certified Emission Reductions which is generated from various emissions reductions projects such as biomass power generation, solar pv power generation, landfill gas recovery and power generation, and coal mine methane power generation. These International Certified Emission Reductions are tradable carbon credit assets that comply with the Gold Standard (GS) and the Verified Carbon Standard (VCS).

The Group only recognised the forward carbon-credit assets which are subsequently realised and transferred to spot carbon-credit assets. The carbon-credit assets are stated at fair value on valuations performed by an independent professional valuer, Crowe (HK) Global Corporate Advisory Limited (“Crowe (HK)”).

Fair value gain on carbon-credit assets

Carbon-credit assets are measured at fair value less cost to sell and the changes in fair value are recognised as fair value gain or loss on carbon-credit assets in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2022, to provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its carbon-credit assets into the three levels prescribed under HKFRS 13. An explanation of each level is provided in Note 40.

20. 碳信用資產

年內餘額變動情況如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
於一月一日	193,188	–
增加	4,812	21,460
公允價值變動	2,980	172,022
計入損益	(192,103)	(294)
於十二月三十一日	8,877	193,188

碳信用資產是通過本集團相關業務部門的探索和開發而形成的資產，是由相關的國際認證機構核實並認證的減排量所構成。這些減排量來自於如生物發電、太陽能光伏發電、垃圾填埋氣回收發電以及煤礦甲烷發電等各種減排項目。這些國際認證減排量是可交易的碳信用資產，符合黃金標準(GS)和驗證碳標準(VCS)。

本集團僅確認後續變現及轉為即期碳信用資產之遠期碳信用資產。碳信用資產根據獨立專業估值師國富浩華(香港)企業諮詢有限公司(「國富浩華」)進行的估值以公允價值列示。

碳信用資產的公允價值收益

碳信用資產以公允價值計量，公允價值變動於綜合損益及其他全面收入表中確認為公允價值損益。

於二零二二年十二月三十一日，為得出釐定公允值所用輸入數據的可信程度指標，本集團根據香港財務報告準則第13號將其碳信用資產分為三層。各層級之說明載於附註40。

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20. CARBON-CREDIT ASSETS (Continued)

Fair value gain on carbon-credit assets (Continued)

The fair value hierarchy of carbon-credit assets held by the Group is set out below.

20. 碳信用資產 (續)

碳信用資產的公允價值收益 (續)

本集團持有的碳信用資產公允價值架構如下。

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2022	於二零二二年十二月三十一日				
Carbon-credit assets	碳信用資產	-	-	8,877	8,877
As at 31 December 2021	於二零二一年十二月三十一日				
Carbon-credit assets	碳信用資產	-	-	193,188	193,188

There are no transfers between any levels during the year.

Carbon-credit assets have therefore been classified as level 3 in the fair value hierarchy, since market approach with unobservable inputs from the international markets are obtained.

Information about Level 3 fair value measurements

	Valuation technique 估值技術	Significant unobservable inputs 不可觀察的重要投入	Range 範圍	Sensitivity 敏感度
Carbon-credit assets	Comparable transaction method	Reselling price less cost of sale of similar carbon-credit certificates in the market	USD4.46/tCO ₂ e – USD13.04/tCO ₂ e (2021: USD3.50/tCO ₂ e – USD30.00/tCO ₂ e)	The higher the reselling price less cost of sale of carbon-credit certificates in the market used, the higher the fair value
碳信用資產	可比交易法	轉售價格減去市場上相似的碳信用證書的銷售成本	4.46美元/噸二氧化碳當量 – 13.04美元/噸二氧化碳當量 (二零二一年: 3.50美元/噸二氧化碳當量 – 30.00美元/噸二氧化碳當量)	採納市場上碳信用證書的轉售價格減銷售成本越高, 公允價值越高

年內, 各層級之間概無轉撥。

因此碳信用資產在公允價值層級中被歸類為第3級, 由於具有不可觀察數據的市場方法是從國際市場獲得的。

第三級公允價值計量的信息

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21. CONTRACT ASSETS

21. 合約資產

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unbilled revenue of: (note a)	未發單收益 (附註a)		
– Construction services	– 建築服務	19,364	14,693
– Civil engineering services	– 土木工程服務	83,280	64,447
		102,644	79,140
Less: Allowance for impairment loss	減：減值撥備	(1,222)	(180)
Sub-total	小計	101,422	78,960
Retention receivables of: (note b)	應收保固金 (附註b)		
– Construction services	– 建築服務	14,296	10,099
– Civil engineering services	– 土木工程服務	7,468	9,216
		21,764	19,315
Less: Allowance for impairment loss	減：減值撥備	(100)	(19)
Sub-total	小計	21,664	19,296
Total contract assets	總合約資產	123,086	98,256

Notes:

- (a) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the construction and civil engineering services completed by the Group and the service is pending for the certification by the customers. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers. The balance of unbilled revenue of construction contracts is expected to be recovered within one year.
- (b) Retention receivables included in contract assets represents the Group's right to receive consideration for work performed and not yet billed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction and civil engineering services performed by the Group.

附註：

- (a) 包括合約資產在內的未發單收益指本集團有權就已完工工程收取代價，但因收款權利須待客戶信納本集團所完成建築及土木工程方可作實，且工程正待客戶認證而尚未開具賬單。於權利成為無條件時，合約資產乃轉撥至貿易應收款項，一般為本集團獲得客戶對已完工建築工程的認證時。所有未發單收益餘額預期將於一年內收回結算。
- (b) 計入合約資產的應收保固金指本集團有權就已進行工程收取代價，但因收款權利須待客戶信納於合約訂明之一段期間內對服務質素表示滿意後方可作實。當權利成為無條件時，一般為本集團對其所進行的建築工程的服务質素提供保證的期限屆滿時，合約資產乃轉撥至貿易應收款項。

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21. CONTRACT ASSETS (Continued)

The Group classifies these contract assets under current assets because the Company expects to realise them in its normal operating cycle.

The Group has applied the simplified approach permitted by HKFRS 9 to measure the allowance for credit losses at lifetime ECL. The ECL on contract assets are estimated using a provision matrix. The provision rates for the measurement of the ECL of the contract assets are based on those of the accounts receivables as the contract assets and the accounts receivables are from the same customer bases. The provision rates of contract assets are based on days past due of accounts receivables of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

There has been no change in the estimation techniques or significant assumptions made during both year/period in assessing the loss allowance for contract assets.

The movement in the loss allowance of unbilled revenue is set out below:

		2022 二零二二年 HK\$'000 港元	2021 二零二一年 HK\$'000 港元
At the beginning of the year	於年初	180	59
Impairment losses recognised	減值虧損確認	1,042	121
At the end of the year	於年末	1,222	180

21. 合約資產 (續)

本集團將該等合約資產分類為流動資產，乃因本公司預期於其正常營運週期內將其變現。

本集團採用香港財務報告準則第9號下的簡化方法計量存續期預期信貸虧損的撥備。合約資產的預期信貸虧損的計量乃基於撥備矩陣估計。計量合約資產的預期信貸虧損所用撥備率以該等應收賬款為基準，乃因合約資產及應收賬款均源自相同客戶基礎。就虧損模式（即地域、貨品種類、客戶類型及評級）相若的不同客戶類別而言，合約資產的撥備率乃以應收賬款的逾期日數為基準。有關計量反映概率加權結果、貨幣時值以及於報告日期可得有關過往事件、現時狀況及未來經濟狀況預測的合理有據資料。

於兩個年度／期間內，評估合約資產損失撥備時所採用的估算技術或重大假設並無變動。

未發單收益的虧損撥備變動如下：

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21. CONTRACT ASSETS (Continued)

The movement in the loss allowance of retention receivables is set out below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At the beginning of the year	於年初	19	86
Impairment losses/(Reversal of impairment losses) recognised	減值虧損/(減值虧損沖回) 確認	81	(67)
At the end of the year	於年末	100	19

During the year ended 31 December 2022, HK\$1,123,000 (2021: HK\$54,000) is recognised as provision for ECL on contract assets.

二零二二年十二月三十一日就合約資產預期信貸虧損所作撥備確認為1,123,000港元(二零二一年: 54,000港元)。

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

於十二月三十一日，收回或結算合約資產的預期時間如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	109,929	89,289
After one year	一年後	13,157	8,967
Total contract assets	合約資產合計	123,086	98,256

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

下表列明使用撥備矩陣計算的本集團合約資產的信貸風險資料：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Expected credit loss rate	預期信貸虧損率	0.1%-76.7%	0.3%-91.7%
Gross carrying amount	賬面總值	124,408	98,455
Expected credit losses	預期信貸虧損	1,322	199

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22. ACCOUNTS RECEIVABLE

Accounts receivable represented receivables for contract work. The payment terms of contract work receivables are stipulated in the relevant contracts and the credit period is generally 30 days. The carrying amounts of accounts receivable approximate to their fair values. The Group does not hold any collateral or other credit enhancements over its accounts receivable balances and they are non-interest bearing.

22. 應收賬款

應收賬款指合約工程的應收賬款。合約工程應收賬款的付款方法於有關合約中訂明，而信貸期一般為30日。應收賬款賬面值與其公允價值相若。本集團並無就其應收賬款結餘持有任何抵押品或其他信用增級，且彼等為免息。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accounts receivable	應收賬款	41,867	34,679
Less: Allowance for impairment loss	減：減值撥備	(1,438)	(2,623)
		40,429	32,056

In view of the aforementioned and the fact that the Group's accounts receivable relate to a few number of major customers, there is concentration of credit risk and further details are discussed in note 41 to the consolidated financial statements.

鑒於上述情況及本集團之應收賬款與少數幾名主要客戶相關，故具有信貸集中風險，進一步詳情於綜合財務報表附註41討論。

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22. ACCOUNTS RECEIVABLE (Continued)

The ageing analysis of the accounts receivable as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 3 months	3個月內	38,270	28,344
4 to 6 months	4-6個月	1,782	3,501
Over 6 months	6個月以上	377	211
		40,429	32,056

The movements in the loss allowance for impairment of accounts receivable are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At the beginning of the year	於年初	2,623	682,856
Disposal of subsidiaries	出售附屬公司	-	(682,047)
(Reversal of impairment losses)/ Impairment losses recognised (note 9)	(減值虧損沖回)/減值 虧損確認 (附註9)	(1,185)	1,814
At the end of the year	於年末	1,438	2,623

22. 應收賬款 (續)

於報告期末，應收賬款按發票及扣除虧損撥備後之賬齡分析如下：

應收賬款減值虧損撥備變動如下：

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22. ACCOUNTS RECEIVABLE (Continued) Impairment

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses on remaining accounts receivable. The Group determines the provision for expected credit losses by grouping together accounts receivable with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic conditions.

Set out below is the information about the credit risk exposure on the Group's accounts receivable using a provision matrix:

22. 應收賬款 (續) 減值

於各報告日期使用撥備矩陣進行減值分析，以計量剩餘應收賬款之預期信貸虧損。為評估預期信貸虧損，本集團按照相同的信貸風險特徵對應收賬款分組及考慮目前經濟情況，集體評估收回的可能性。

下表列明使用撥備矩陣計算的本集團應收賬款的信貸風險資料：

		Current 即期	Past due 逾期		Total 合計
			1-3 months 1-3個月	Over 3 months 3個月以上	
2022	二零二二年				
Expected credit losses rate	預期信貸虧損率	0.82%	2.25%	74.11%	3.43%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount	賬面總值	38,584	1,823	1,460	41,867
Expected credit losses	預期信貸虧損	315	41	1,082	1,438
2021	二零二一年				
Expected credit losses rate	預期信貸虧損率	0.19%	6.46%	91.7%	7.56%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount	賬面總值	28,399	3,743	2,537	34,679
Expected credit losses	預期信貸虧損	55	242	2,326	2,623

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23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Prepayments	預付款項	2,709	2,675
Loan receivables (note a)	應收貸款 (附註a)	10,100	16,000
Deposits and other receivables	按金和其他應收款	21,757	20,300
		34,566	38,975
Less: Allowance for impairment loss	減：減值撥備	(1,661)	(1,661)
		32,905	37,314

Note:

- (a) The Group's loan receivables are unsecured, with fixed interest and repayable within 1 year. Included in the loan receivables HK\$2,000,000 (2021: HK\$8,000,000) is due from a related company, of which its director and shareholder is the mother of Ms. Chan Tan Na Donna, a director of the Company who resigned on 20 February 2023.

附註：

- (a) 本集團之應收貸款無抵押，按固定利率，須1年內償還，其中包括2,000,000港元(二零二一年：8,000,000港元)應收關連公司貸款，該關連公司董事及股東為陳丹娜女士(本公司董事並於二零二三年二月二十日辭任)之母親。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Represented by:	代表為：		
Current	流動	31,020	35,205
Non-current	非流動	1,885	2,109
		32,905	37,314

The movements in the loss allowance for impairment loss of other receivables are as follows:

其他應收款之減值撥備變動如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At the beginning of the year	於年初	1,661	-
Impairment losses recognised	減值確認	-	1,661
At the end of the year	於年末	1,661	1,661

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24. CASH AND CASH EQUIVALENTS

24. 現金和現金等價物

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	77,612	88,961
Less: Restricted bank deposits	減：受限制的銀行存款	(1,495)	(695)
		76,117	88,266

The restricted bank deposits represented cash set aside by the Group in banks designated as surety bonds in favour of customers for due performance of the Group's obligations under a construction contract which is expected to be completed within one year. The balances are therefore classified as current assets. The amount will be released upon the completion of the respective construction project.

The restricted bank deposits released during the year ended 31 December 2023.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$1,459,000 (2021: HK\$730,000). The RMB is not freely convertible into other currencies. However, under PRC'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.

受限制的銀行存款是指本集團為履行本集團在預計一年內完成的建造合約項下的義務而在指定銀行為客戶預留的作為擔保債券的現金。因此，結餘分類為流動資產。該金額將在相關建設項目完成後解除。

受限制銀行存款將於截至二零二三年十二月三十一日止年度解除。

於報告期末，本集團以人民幣計值的現金及銀行結餘達1,459,000港元（二零二一年：730,000港元）。人民幣不得自由兌換為其他貨幣。但根據《中華人民共和國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過有權開展外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按基於每日銀行存款利率確定的浮動利率賺取利息。

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25. ACCOUNTS PAYABLE

An ageing analysis of the accounts payable as at the end of each reporting period, based on the invoice date, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 3 months	3個月內	67,462	62,284
4 to 6 months	4-6個月	2,011	488
Over 6 months	超過6個月	3,343	5,781
		72,816	68,553

At 31 December 2022, retentions payable included in accounts payable amounted to HK\$12,038,000 (2021: HK\$8,407,000) and were normally settled on terms ranging from two to three years. The carrying amounts of accounts payable approximate to their fair values.

The remaining accounts payable is non-interest-bearing and is normally settled on terms ranging from 7 to 120 days. The payment terms are stipulated in the relevant contracts.

25. 應付賬款

下列為按發票日期於各報告期末應付賬款之賬齡分析：

於二零二二年十二月三十一日，應付賬款中包含的應付保留款項為12,038,000港元（二零二一年：8,407,000港元），一般情況下在2-3年內結算。應付賬款的賬面值與其公允價值相若。

剩餘應付賬款免計利息，一般情況下在7-120天內結算。支付條款在有關合約中訂明。

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26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款和預提費用

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accruals of costs for contract work	合約工程成本的 預提費用	59,075	41,560
Other payables (note a)	其他應付款 (附註a)	3,378	12,725
Accruals	預提費用	9,149	13,325
		71,602	67,610
Represented by:	代表：		
– non-current liabilities	– 非流動負債	2,042	841
– current liabilities	– 流動負債	69,560	66,769
		71,602	67,610

The carrying amounts of other payables and accruals approximate to their fair values.

其他應付款和預提費用的賬面值與其公允價值相若。

Note:

附註：

(a) Other payables are non-interest-bearing and are expected to be settled within one year. Included in other payables is interest payable of HK\$nil (2021: HK\$11,029,000) to a related company, which is controlled by Mr. Jiang Jianhui, a shareholder of the Company.

(a) 其他應付款不計息，預期將於一年內結付。其他應付款包括應付一家關聯公司之利息為零港元 (二零二零年：11,029,000港元)，該關聯公司由本公司股東姜建輝先生控制。

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27. INTEREST-BEARING OTHER BORROWINGS

27. 計息其他借款

		2022 二零二二年			2021 二零二一年		
		Contractual Interest rate (%) per annum 合約年利率(%)	Maturity 到期日	HK\$'000 千港元	Contractual Interest rate (%) per annum 合約年利率(%)	Maturity 到期日	HK\$'000 千港元
Current	流動						
Other loans – unsecured	其他借款 – 無抵押	10%	on demand 按要求	1,500	10%	on demand 按要求	1,500
Other loans – unsecured	其他貸款 – 無抵押	5%	2023 二零二三年	6,000	10%-12%	on demand 按要求	31,500*
				7,500			33,000
Non-current	非流動						
Other loans – unsecured	其他貸款 – 無抵押	N/A	N/A	-	5%	2023	6,000
				7,500			39,000

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Analysed into:	分析為：		
Within one year or on demand	一年內或須應要求償還	7,500	33,000
In the second year	第二年	-	6,000
		7,500	39,000

* Included in other loans are loans of HK\$nil (2021: HK\$31,500,000) for the year ended 31 December 2022 from a related company, which is controlled by Mr. Jiang Jianhui, a shareholder of the Company.

* 其他貸款包括截至二零二一年十二月三十一日止年度來自一家關聯公司之貸款31,500,000港元，該關聯公司由本公司股東姜建輝先生控制。

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28. CONVERTIBLE BONDS

The convertible bonds recognised in the consolidated statement of financial position are bifurcated into two components for accounting purposes, namely the liability component and the equity component, and the movements in these components during the reporting period are as follows:

28. 可換股債券

於綜合財務狀況表確認的可換股債券就會計用途而分為兩個部分，分別為負債部分和權益部分，而該等部分於報告期內的變動如下：

		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	114,189	384,037	498,226
Interest expense (note 8)	利息開支 (附註8)	36,583	-	36,583
Conversion of convertible bonds	可換股債券的轉換	(12,486)	(39,388)	(51,874)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 和二零二二年一月一日	138,286	344,649	482,935
Interest expense (note 8)	利息開支 (附註8)	46,552	-	46,552
Conversion of convertible bonds	可換股債券的轉換	(7,294)	(16,741)	(24,035)
At 31 December 2022	於二零二二年十二月三十一日	177,544	327,908	505,452

The details of the outstanding principal amount of the convertible bonds is as follows:

有關未償還可換股債券本金額詳情如下：

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	390,000
Conversion of convertible bonds	可換股債券的轉換	(40,000)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 和二零二二年一月一日	350,000
Conversion of convertible bonds	可換股債券的轉換	(17,000)
At 31 December 2022	於二零二二年十二月三十一日	333,000

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28. CONVERTIBLE BONDS (Continued)

On 4 February 2016, the Company issued zero coupon convertible bonds with an aggregate principal amount of HK\$390,000,000 to Power Expert Global Limited (“Power Expert”) as part of the consideration for the acquisition of Automotive Engines Business. The maturity date of the convertible bonds is on the second anniversary of the date of issuance (i.e. 4 February 2018). The convertible bonds bear no interest on the principal amount. No security or guarantee is granted in respect of the convertible bonds. The convertible bonds can be converted into 195,000,000 ordinary shares in the Company at the initial conversion price of HK\$2.00 per conversion share (subject to adjustment pursuant to the terms of the convertible bonds). The Company may at any time before the maturity date by written notice redeem the convertible bonds at 100% of the principal amount. Any amount of the convertible bonds which is redeemed by the Company will forthwith be cancelled.

On 13 March 2018, the Company has executed the extension of the maturity date of the convertible bonds for 2 years from 4 February 2018 to 4 February 2020. On 8 November 2019, the Company and the then holder of the convertible bonds, Power Expert, entered into an amendment agreement, pursuant to which the maturity date of the convertible bonds shall be extended for 5 years to 4 February 2025. This proposed amendment took effect on 14 January 2020 (“CB Extension”). As a result of CB Extension, the liability and equity component was extinguished by a gain of HK\$302,173,000 and loss of HK\$8,461,000 respectively based on revaluation upon the date of execution, i.e. 14 January 2020. The revaluation was carried out by Moore Transaction Services Limited (“Moore”). On the other hand, the carrying amount has been charged with imputed interest.

On 3 February 2020, the Company received a duly-executed transfer notice from Power Expert notifying the Company that Power Expert has agreed to transfer the convertible bonds to LE Group Holdings Pte. Ltd. (“LEGH”). The Company has given its consent on the transfer and issued new certificates of the convertible bonds to LEGH.

28. 可換股債券 (續)

二零一六年二月四日，本公司向巧能環球有限公司（「巧能環球」）發行本金總額為390,000,000港元的零息可換股債券，以作為收購汽車發動機業務的部分代價。可換股債券的到期日為發行日期的第二個周年日（即二零一八年二月四日）。可換股債券的本金額並不計息，概無就可換股債券授出抵押或擔保。可換股債券可按每股換股股份2.00港元的初步換股價（有待根據可換股債券的條款調整）兌換為本公司的195,000,000股普通股。本公司可於到期日前隨時透過書面通知，按本金額的100%贖回可換股債券。本公司所贖回的任何可換股債券金額將立即被註銷。

於二零一八年三月十三日，本公司將可換股債券之到期日由二零一八年二月四日延長兩年至二零二零年二月四日。於二零一九年十一月八日，本公司與當時可換股債券持有人巧能環球訂立修訂協議，據此，可換股債券的到期日應延長5年至二零二五年二月四日。該建議修訂於二零二零年一月十四日生效（「可換股債券延長」）。由於可換股債券延長，根據簽立日期（即二零二零年一月十四日）之重新估值，負債及權益部份分別註銷收益302,173,000港元及虧損8,461,000港元。該重估乃由Moore Transaction Services Limited（「Moore」）進行。另一方面，賬面值已扣除應計利息。

於二零二零年二月三日，本公司收到巧能環球妥為簽署的轉讓通知，知會本公司巧能環球已同意將可換股債券轉讓予LE Group Holdings Pte. Ltd.（「LEGH」）。本公司已同意轉讓事項，並已發行可換股債券新證書予LEGH。

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28. CONVERTIBLE BONDS (Continued)

On 7 October 2020, the Company received a transfer notice from LEGH notifying the Company that LEGH has agreed to transfer the convertible bonds back to Power Expert. The Company has given its consent on the transfer and issued new certificates of the convertible bonds to Power Expert.

On 23 September 2021, the Company received a transfer notice from Power Expert notifying the Company that Power Expert has agreed to transfer the entire convertible bonds to Quick Tycoon Limited (“Quick Tycoon”). The Company has given its consent on the transfer and issued new certificates of the convertible bonds to Quick Tycoon.

On 18 October 2021, the Company received an assignment notice from Quick Tycoon notifying the Company that Quick Tycoon has agreed to transfer the convertible bonds in the principal amount of HK\$2 million and HK\$3 million to two different independent party respectively. The Company has given its consent on the transfer and issued new certificates of the convertible bonds accordingly.

As at 31 December 2022, the convertible bonds had a carrying amount of HK\$505,452,000 (2021: HK\$482,935,000), in which HK\$327,908,000 (2021: HK\$344,649,000) was recognised as equity and HK\$177,544,000 (2021: HK\$138,286,000), was recognised as non-current liabilities.

During the year ended 31 December 2022, the imputed interest on convertible bonds was amounted to HK\$46,552,000 (2021: HK\$36,583,000), in which HK\$45,995,000 (2021: HK\$34,388,000) was related to the convertible bonds held by Quick Tycoon.

During the year ended 31 December 2022, convertible bonds with principal amount of HK\$17,000,000 (2021: HK\$40,000,000) were converted and the outstanding principal amount of the convertible bonds was HK\$333,000,000 (2021: HK\$350,000,000).

28. 可換股債券 (續)

於二零二零年十月七日，本公司收到 LEGH 發出的轉讓通知，知會本公司 LEGH 已同意將可換股債券轉回巧能環球。本公司已同意轉讓事項，並已發行可換股債券新證書予巧能環球。

於二零二一年九月二十三日，本公司收到巧能環球的轉讓通知，知會本公司巧能環球已同意將全部可換股債券轉讓予敏將有限公司（「敏將」）。本公司已同意轉讓事項，並已發行可換股債券新證書予敏將有限公司。

於二零二一年十月十八日，本公司從敏將收到轉讓通知，知會本公司敏將已同意將本金為 2,000,000 港元及 3,000,000 港元的可換股債券分別轉讓予兩位獨立第三方人士。本公司已同意該等轉讓事項，並已據此發行可換股債券新證書。

於二零二二年十二月三十一日，可換股債券賬面值為 505,452,000 港元（二零二一年：482,935,000 港元），其中 327,908,000 港元（二零二一年：344,649,000 港元）確認為權益及 177,544,000 港元（二零二一年：138,286,000 港元）確認為非流動負債。

截至二零二二年十二月三十一日止年度，可換股債券可推算利息為 46,552,000 港元（二零二一年：36,583,000 港元），其中 45,995,000 港元（二零二一年：34,388,000 港元）與敏將持有的可換股債券有關。

於截至二零二二年十二月三十一日止年度，已轉換的可換股債券本金額為：17,000,000 港元（二零二一年：40,000,000 港元），未轉換之可換股債券本金額為 333,000,000 港元（二零二一年：350,000,000 港元）。

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29. PROMISSORY NOTE

29. 承兌票據

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
First Note	16,099	61,605

On 4 February 2016, the Company issued two promissory notes with face values of HK\$174,250,000 (the “**First Note**”) and HK\$235,750,000 (the “**Second Note**”) in favour of Power Expert as part of the consideration for the acquisition of Automotive Engines Business. Both the First Note and Second Note carry interest at a rate of 10% per annum. The outstanding principal amounts plus any accrued interest will be repayable on the maturity date falling on the second anniversary of the date of the First Note and Second Note, i.e. 4 February 2018.

On 31 December 2017, the Company has extended the maturity date of the First Note and Second Note for 2 years from 4 February 2018 to 4 February 2020 and the interest rate was adjusted downwards from 10% to 8% per annum, all accrued and outstanding interest shall be repaid on the extended maturity date of 4 February 2020.

於二零一六年二月四日，本公司向巧能環球發行兩批承兌票據，面值分別為174,250,000港元（「第一票據」）及235,750,000港元（「第二票據」），以作為收購汽車發動機業務的部分代價。第一票據及第二票據均按年利率10%計息。未償還本金額連同任何累計利息將須於第一票據及第二票據的第二週年當日（即二零一八年二月四日）的到期日償還。

於二零一七年十二月三十一日，本公司已將第一票據及第二票據之到期日由二零一八年二月四日延長兩年為二零二零年二月四日，而年利率已由10%調整降至8%，所有應計款項及尚未償還利息須於二零二零年二月四日經延長到期日償還。

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29. PROMISSORY NOTE (Continued)

On 8 November 2019, the Company and Power Expert entered into an amendment agreement, pursuant to which the term of the promissory notes will be changed to perpetual and the interest rate will be fixed at 5% per annum with effect from 5 February 2020, payable annually and the interest accrued on or before 4 February 2020 shall be payable on 4 February 2025 (“PN Extension”). Further details are set out in the Company’s announcement dated 8 November 2019 and the Company’s circular dated 19 December 2019. This proposed amendment took effect on 14 January 2020. As a result of PN Extension, the gain on modification of promissory notes amounted to HK\$294,577,000 was recognised based on revaluation upon the date of execution, i.e. 14 January 2020. The revaluation was carried out by Moore.

On 3 February 2020, the Company received an assignment notice from Power Expert notifying the Company that Power Expert has agreed to assign the promissory notes to LEGH. The Company has given its consent on the transfer and issued new certificates of the promissory notes to LEGH.

On 12 October 2020, the Company received an assignment notice from LEGH notifying the Company that LEGH has agreed to assign the promissory notes back to Power Expert. The Company has given its consent on the transfer and issued new certificates of the promissory notes to Power Expert.

During the year ended 31 December 2021, the promissory notes were assigned to Quick Tycoon and the Second Note has been fully repaid.

During the year ended 31 December 2022, the Company had partial early redeemed the principal amount of the First Note of HK\$129,462,000 and a further principal amount of HK\$6,473,000 was waived by Quick Tycoon. As a result of the redemption, a loss of approximately HK\$74,562,000 was recognised in the consolidated statement of profit or loss and other comprehensive income.

29. 承兌票據 (續)

於二零一九年十一月八日，本公司與巧能環球訂立修訂協議，據此，承兌票據的期限將改為永久性，固定年利率將為5%，自二零二零年二月五日起，每年支付一次，且於二零二零年二月四日或之前產生的利息應於二零二五年二月四日支付（「承兌票據延長」）。進一步詳情載列於本公司日期為二零一九年十一月八日之公告及本公司日期為二零一九年十二月十九日之通函。該建議修訂於二零二零年一月十四日生效。由於承兌票據延長，根據簽立日期（即二零二零年一月十四日）之重新估值，確認修訂承兌票據之收益294,577,000港元。該重估乃由Moore進行。

於二零二零年二月三日，本公司從巧能環球收到轉讓通知，知會本公司巧能環球已同意將承兌票據轉讓予LEGH。本公司已同意轉讓事項，並已發行承兌票據新證書予LEGH。

於二零二零年十月十二日，本公司從LEGH收到轉讓通知，知會本公司LEGH已同意將承兌票據轉回巧能環球。本公司已同意轉讓事項，並已發行承兌票據新證書予巧能環球。

於截至二零二一年十二月三十一日年內，承兌票據已轉給敏將並已償還全部第二票據。

於二零二二年十二月三十一日，本公司已提早償還部份本金129,462,000港元，而敏將進一步放棄本金6,473,000港元。由於贖回，約74,562,000港元的虧損於綜合損益及其他全面收益表確認。

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29. PROMISSORY NOTE (Continued)

As at 31 December 2022, the promissory notes had a carrying amount of HK\$16,099,000 (2021: HK\$61,605,000).

The carrying amount of the First Note at year end was computed by discounting the face value of the note by the effective interest rate and the outstanding interest payable.

30. DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

29. 承兌票據 (續)

於二零二二年十二月三十一日，承兌票據賬面值為16,099,000港元(二零二一年：61,605,000港元)。

第一票據於年末的賬面值已按實際利率及尚未償還應付利息將票據的面值貼現計算。

30. 遞延稅項

年內遞延稅項的變動情況如下：

		Fair value change on carbon-credit assets 碳信用資產的 公允價值變動 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Depreciation allowance in excess of relates depreciation 超過相關折舊 的折舊免稅額 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2021	於二零二零年一月一日	-	13,349	54	13,403
Disposal of subsidiaries	出售附屬公司	-	(13,349)	-	(13,349)
Deferred tax charged to profit or loss during the year (note 12)	年內於損益扣除的遞延稅項(附註12)	6,075	-	-	6,075
At 31 December 2021 and 1 January 2022	於二零二零年十二月三十一日和二零二一年一月一日	6,075	-	54	6,129
Deferred tax credit to profit or loss during the year (note 12)	年內於損益扣除的遞延稅項(附註12)	(5,278)	-	-	(5,278)
At 31 December 2022	於二零二一年十二月三十一日	797	-	54	851

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30. DEFERRED TAX (Continued)

At the end of the reporting period, the Group has unused tax losses of HK\$117,228,000 (31 December 2021: HK\$93,446,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$11,837,000 (31 December 2021: HK\$5,709,000) that will expire in 2027 (2021: 2026). Other losses subject to the final assessment of the Hong Kong Inland Revenue Department may be carried forward indefinitely.

30. 遞延稅項 (續)

於報告期末，本集團的未用稅項虧損為117,228,000港元(二零二一年十二月三十一日：93,446,000港元)為可抵銷未來利潤。遞延所得稅資產是由於未來利潤流的不可預測性而沒有確認。包括在未確認稅項虧損為11,837,000港元(二零二一年十二月三十一日：5,709,000港元)將於2027年到期(二零二一年：2026年)。可攜帶無限期地向前之其他虧損以香港稅務局最終評估為準。

31. SHARE CAPITAL

31. 股本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Authorised:	授權：		
500,000,000 ordinary shares of HK\$0.01 each	500,000,000股每股面值0.01港元的普通股	5,000	5,000
Issued and fully paid:	已發行及繳足：		
At 1 January	於一月一日	3,020	2,000
Share issued upon subscription (note i)	發行認購股份(附註i)	100	400
Placing of shares (note ii)	配售股份(附註ii)	-	420
Conversion of convertible bonds (note iii)	轉換可換股債券(附註iii)	85	200
At 31 December	於十二月三十一日	3,205	3,020

Details of the Company's share option scheme are included in note 32 to the consolidated financial statements.

本公司購股權計劃詳情載於綜合財務報表附註32。

Note:

附註：

- (i) On 7 March 2021, pursuant to a subscription agreement A, the Company allotted and issued 23,760,000 ordinary shares of the Company to subscriber A, who is an independent third party, at HK\$4.80 per share. The aggregate cash subscription price received, before share issue expenses, was HK\$114,048,000. This transaction resulted in an increase of the issued share capital and share premium account of HK\$214,000 and HK\$102,738,000, respectively.

- (i) 根據認購協議A，本公司於二零二一年三月七日以每股4.80港元的價格向獨立第三方的認購人A配發23,760,000股本公司的普通股。扣除股份發行費用前已收到的現金認購總價為114,048,000港元。該交易使已發行股本和股份溢價帳分別增加214,000港元和102,738,000港元。

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31. SHARE CAPITAL (Continued)

Note: (Continued)

(i) (Continued)

On 7 March 2021, pursuant to a subscription agreement B, the Company allotted and issued 16,240,000 ordinary shares of the Company to subscriber B, who is an independent third party, at HK\$4.80 per share. The aggregate cash subscription price received, before share issue expenses, was HK\$77,952,000. This transaction resulted in an increase of the issued share capital and share premium account of HK\$186,000 and HK\$88,863,000, respectively.

On 10 June 2022, the Company entered into six separate subscription agreements with six subscribers who are independent third parties. Pursuant to these subscription agreements, the Company allotted and issued 10,000,000 ordinary shares of the Company at the HK\$3.1 per share. The aggregate cash subscription price received before share issue expense, was HK\$31,000,000. This transaction resulted in an increase of the issued share capital and share premium account of HK\$100,000 and HK\$30,900,000, respectively.

(ii) On 3 August 2021, pursuant to a share placing agreement, the Company placed 42,000,000 ordinary shares of the Company to Youth Force Asia Limited, Mao Yuan Capital Limited, Z&F International Trading Limited and other public shareholders, at placing price of HK\$5.50 per share. The aggregate cash subscription price received, before share issue expenses, was HK\$227,728,000. This transaction resulted in an increase of the issued share capital and share premium account of HK\$420,000 and HK\$228,714,000, respectively.

(iii) On 19 March 2021, Power Expert issued a conversion notice to the Company in respect of the exercise of the conversion rights attached to the convertible bonds issued by the Company to the extent of HK\$40,000,000 and accordingly request the Company to issue 20,000,000 conversion shares of the Company at HK\$2.00 per conversion share. This transaction resulted in an increase of the issued share capital and share premium account of HK\$200,000 and HK\$51,674,000, respectively.

On 3 January 2022, the Company issued 3,500,000 conversion shares to three independent third parties who exercised the conversion rights of the convertible bonds to the extent of HK\$7,000,000 at HK\$2.00 per conversion share. These transactions resulted in an increase of the issued share capital and share premium account of HK\$35,000 and HK\$9,630,000, respectively.

On 10 June 2022, the Company issued 5,000,000 conversion shares to an independent third party who exercised the conversion rights of the convertible bonds to the extent of HK\$10,000,000 at HK\$2.00 per conversion share. This transaction resulted in an increase of the issued share capital and share premium account of HK\$50,000 and HK\$14,321,000, respectively.

31. 股本 (續)

附註：(續)

(i) (續)

根據認購協議B，本公司於二零二一年三月七日以每股4.80港元的價格向獨立第三方的認購人B配發16,240,000股本公司的普通股。扣除股份發行費用前，已收到的現金認購總價為77,952,000港元。該交易使已發行股本和股份溢價帳分別增加186,000港元和88,863,000港元。

於二零二二年六月十日，本公司分別與六名為獨立第三方的認購人訂立六份認購協議。根據這些認購協議，公司配發及發行每股3.1港元之10,000,000股本公司普通股。在扣除發行費用前認購事項之所得款項總額為31,000,000港元。該交易使已發行股本及股份溢價分別增加100,000港元及30,900,000港元。

(ii) 根據股份配售協議，本公司於二零二一年八月三日以每股5.50港元的配售價格向Youth Force Asia Limited、懋源資本有限公司(Mao Yuan Capital Limited)、Z&F International Trading Limited和其他公眾股東配售42,000,000股本公司普通股。扣除股份發行費用前，已收到的現金認購總價為227,728,000港元。該交易使已發行股本和股份溢價帳分別增加420,000港元和228,714,000港元。

(iii) 於二零二一年三月十九日，巧能環球就行使本公司已發行的可換股債券隨行的換股權(價值為40,000,000港元)向本公司發出換股通知，請求本公司以每股2.00港元的換股價格向其發行20,000,000股可轉換股份。該交易使已發行股本和股份溢價帳分別增加200,000港元和51,674,000港元。

於二零二二年一月三日，本公司向三個獨立第三方發行3,500,000股可換股股份，他們行使可換股債券的換股權為7,000,000港元，每股換股股份2.00港元。這些交易使已發行股本及股份溢價分別增加35,000港元及9,630,000港元。

於二零二二年六月十日，本公司向一個獨立第三方發行5,000,000股可換股股份，他行使可換股債券的換股權為10,000,000港元，每股換股股份2.00港元。這些交易使已發行股本及股份溢價分別增加50,000港元及14,321,000港元。

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32. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 24 March 2016, the shareholders of the Company approved the adoption of a new share option scheme (the “Scheme”). Unless otherwise terminated or amended, the Scheme will remain in force for 10 years from the date of adoption.

The purpose of the Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include full-time or part-time employees, including any executive directors of the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group. The Scheme became effective on 29 March 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the total number of ordinary shares of the Company in issue as at the date when the Scheme was approved by the shareholders of the Company in a general meeting, which is a total of 20,000,000 ordinary shares available for issue under the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

32. 購股權計劃

根據於二零一六年三月二十四日通過之普通決議案，本公司股東批准採納新購股權計劃（「該計劃」）。除非另行終止或修訂，否則該計劃將自採納日期起計10年維持生效。

該計劃之目的為向為本集團營運成功作出貢獻之合資格參與者提供激勵及回報。該計劃之合資格參與者包括全職及兼職僱員，包括本集團之任何執行董事；及本集團之任何業務或合營企業夥伴、承包商、代理或代表、諮詢人、顧問、供應商、生產商或持牌人、客戶、獲發牌人（包括任何子獲發牌人）或分銷商、業主或租戶（包括任何子租戶）或董事會單獨酌情認為已經或可能會對本集團作出貢獻之任何人士。該計劃於二零一六年三月二十九日生效，而除非另行取消或修訂，否則將自該日起維持生效達10年。

現時可根據該計劃授出之未行使購股權最高數目為相等於（在其獲行使後）本公司於該計劃獲本公司股東在股東大會上批准當日之已發行普通股股份總數的10%之數額，即根據計劃可予發行合共20,000,000股普通股股份。每名合資格參與者於任何12個月期間內根據該計劃可獲發行之股份的最高數目為不得超過本公司於任何時候已發行股份的1%。凡進一步授出超出該限額之購股權均須經股東在股東大會上批准。

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32. SHARE OPTION SCHEME (Continued)

Share options granted to a director, chief executive officer or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors and ends on a date which is not later than 10 years from the date of the offer of the share options.

The exercise price of the share options is determinable by the directors, but should not be less than the highest of (i) the closing price of the shares of the Company as stated in the Hong Kong Stock Exchange daily quotation sheet on the date of grant of share options; (ii) the average of the closing prices of the shares of the Company as stated on the Hong Kong Stock Exchange for the 5 trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares of the Company.

32. 購股權計劃 (續)

購股權可授予本公司之董事、行政總裁或主要股東或任何彼等之聯繫人，惟須事先經獨立非執行董事批准。此外，任何於任何12個月期間內授予本公司之主要股東或獨立非執行董事或任何彼等之聯繫人而超出本公司於任何時候已發行股份的0.1%或總值(按本公司股份於授出日期之價格計)超過5百萬港元之購股權均須經股東在股東大會上事先批准。

授出購股權之要約可於要約日期起計21天內，於承授人支付名義代價合共1港元後予以接納。已授出購股權之行使期可由董事釐定，並在不遲於購股權要約當日起計10年之日完結。

購股權之行使價可由董事釐定，惟不得少於下列之最高者：(i)於授出購股權日期在香港聯交所每日報價表所列之本公司股份收市價；(ii)於緊接要約日期前5個交易日在香港聯交所所列之本公司股份平均收市價；及(iii)本公司股份之面值。

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32. SHARE OPTION SCHEME (Continued)

Details of the outstanding share options and movements of the share options during the year ended 31 December 2022 are as follows:

32. 購股權計劃 (續)

於截至二零二二年十二月三十一日止年度尚未行使的購股權及購股權變動詳情如下：

Name or category of participant	Number of share options				As at 31 December 2022	Date of grant	Exercise price	Exercise period	Vesting period
	As at 1 January 2022	Granted	Exercised	Lapsed					
參與者姓名或類別	於二零二二年一月一日授予	已授予	已行使	已失效	於二零二二年十二月三十一日	授予日期	行使價港元	行使期	歸屬期
Directors									
董事									
Mr. Di Ling	1,500,000	-	-	-	1,500,000	13 April 2021	7.268	12 April 2022 – 11 April 2025	13 April 2021 – 11 April 2022
邱靈先生						二零二一年四月十三日		二零二二年四月十二日至二零二五年四月十一日	二零二一年四月十三日至二零二二年四月十一日
Mr. Chen Xin Wei	-	13,500,000	-	-	13,500,000	20 September 2022	2.494	20 September 2022 – 19 September 2023	Vested on 2 December 2022
陳啟偉先生						二零二一年九月二十日		二零二二年九月二十日至二零二三年九月十九日	於二零二二年十二月二日歸屬
Employees									
僱員									
	2,000,000	-	-	-	2,000,000	13 April 2021	7.268	12 April 2022 – 11 April 2025	13 April 2021 – 11 April 2022
						二零二一年四月十三日		二零二二年四月十二日至二零二五年四月十一日	二零二一年四月十三日至二零二二年四月十一日
	-	3,000,000	-	-	3,000,000	20 September 2022	2.494	20 September 2022 – 19 September 2023	Vested on 30 September 2022
						二零二二年九月二十日		二零二二年九月二十日至二零二三年九月十九日	於二零二二年九月三十日歸屬
Others*									
其他*									
	4,400,000	-	-	4,400,000	-	13 April 2021	7.268	12 April 2022 – 11 April 2025	13 April 2021 – 11 April 2022
						二零二一年四月十三日		二零二二年四月十二日至二零二五年四月十一日	二零二一年四月十三日至二零二二年四月十一日
	7,900,000	16,500,000	-	4,400,000	20,000,000				

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32. SHARE OPTION SCHEME (Continued)

Details of the outstanding share options and movements of the share options during the year ended 31 December 2021 are as follows:

Name or category of participant	Number of share options 購股權數目				As at 31 December 2021 於二零二一年 十二月三十一日	Date of grant 授予日期	Exercise price HK\$	Exercise period	Vesting period
	As at 1 January 2021 於二零二一年 一月一日授予	Granted 已授予	Exercised 已行使	Lapsed 已失效					
Director 董事									
Mr. Di Ling 邱靈先生	-	1,500,000	-	-	1,500,000	13 April 2021 二零二一年四月十三日	7.268	12 April 2022 – 11 April 2025 二零二二年四月十二日至 二零二五年四月十一日	13 April 2021 – 11 April 2022 二零二一年四月十三日至 二零二二年四月十一日
Employees 僱員	-	2,000,000	-	-	2,000,000	13 April 2021 二零二一年四月十三日	7.268	12 April 2022 – 11 April 2025 二零二二年四月十二日至 二零二五年四月十一日	13 April 2021 – 11 April 2022 二零二一年四月十三日至 二零二二年四月十一日
Others* 其他*	-	4,400,000	-	-	4,400,000	13 April 2021 二零二一年四月十三日	7.268	12 April 2022 – 11 April 2025 二零二二年四月十二日至 二零二五年四月十一日	13 April 2021 – 11 April 2022 二零二一年四月十三日至 二零二二年四月十一日
	-	7,900,000	-	-	7,900,000				

* The Company has granted 4,400,000 share options to six individuals, being non-employees of the Group and each of them is a consultant and/or adviser to the Group (“Consultant(s)”). Each Consultant is an independent third party to the Company (as defined in the Listing Rules). The identity of of each Consultant is set out below:

* 本公司已向六名人士授出4,400,000購股權，彼為本集團之顧問及／或指導（非本集團員工）（「顧問」）。各顧問乃為本公司的獨立第三方（定義見上市規則）。各顧問的身份載列如下：

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32. SHARE OPTION SCHEME (Continued)

32. 購股權計劃 (續)

Identity of the Consultant 顧問的身份		Number of share options granted 授予的購股權數目
Ms. Ma Chao	馬超女士	1,000,000
Mr. Zhang Xiaoqi	張笑齊先生	1,000,000
Mr. Guo Yi	郭邑先生	300,000
Mr. Li Shu	李樹先生	500,000
Mr. Zhuang Ting	莊挺先生	800,000
Mr. Lam Chi Keong	林自強先生	800,000
Total	合計	4,400,000

Each Consultant above is an eligible participant under the Share Option Scheme who has provided consultancy services and/or advice on the business development, financial investment or operational management of the Group and the share options granted were rewards to the Consultants. In addition, the Consultants would continue to provide the Group with professional advice and/or guidance on the areas of business, fund raising, and operation and management (in terms of each Consultant's respective special skills or technical knowledge to fill any void experienced by the Group), as well as bring carbon neutral related business to the Group. Without affecting the operating costs of the Company, the grant of share options to the Consultants can provide an incentive and reward to motivate them to continue making their respective contributions to the Group and enable them to share in the results of the development of the Company at the same time. The Board believed that this would bring potential benefits to the Group. Details of the background of, services to be provided by, and expected benefits to the Group of each Consultant were disclosed in the announcement of the Company dated 10 August 2022.

The fair value of the share options granted in 2021 was HK\$30,263,000, of which the Group recognised a share option expense HK\$8,474,000 (2021: HK\$21,789,000) during the year ended 31 December 2022.

上述各顧問均為購股權計劃合資格參與者，並曾為本集團業務發展、金融投資或經營管理提供顧問服務及／或指導，授予之購股權乃作為對其所提供服務之報酬。此外，顧問將繼續向本集團提供(各顧問在其特殊技能或技術知識方面，填補本集團之任何不足之處)在業務上、資金融資上、經營管理上的專業意見及／或指導，以及為本集團帶來碳中和相關業務。本公司在不影響其經營成本之情況下，向各顧問授予購股權可激勵各顧問及作為回報，既可推動彼等繼續努力為本集團作出貢獻，同時也可讓彼等得以分享本公司之發展成果。董事會相信，這將為本集團帶來之潛在的利益。各顧問的背景、其提供的服務及預期對本集團裨益之詳情載列於本公司日期為二零二二年八月十日之公告。

於二零二一年授出的購股權公允價值為30,263,000港元，其中截至二零二二年十二月三十一日止年度本集團確認購股權開支8,474,000港元(二零二一年：21,789,000港元)。

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32. SHARE OPTION SCHEME (Continued)

The closing price of the shares of the Company immediately before the date of grant of share options on 13 April 2021 was HK\$6.40.

The fair value of the share options granted in 2022 was HK\$26,500,000, of which the Group recognised a share option expense HK\$26,500,000 during the year ended 31 December 2022.

The closing price of the shares of the Company immediately before the date of grant of share options on 20 September 2022 was HK\$2.46.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2022 二零二二年	2021 二零二一年
Dividend yield (%)	股息收益 (%)	—	—
Expected volatility (%)	預期波動 (%)	83.37	99.69
Historical volatility (%)	歷史波動 (%)	83.37	99.69
Risk-free interest rate (%)	無風險利率 (%)	2.63	0.31
Expected life of options (year)	購股權預期壽命 (年)	10	4
Weighted average share price (HK\$ per share)	加權平均股價 (每股港元)	2.46	6.40

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

32. 購股權計劃 (續)

本公司緊接購股權授出日期 (二零二一年四月十三日) 前的股份收市價為6.40港元。

於二零二二年授出的購股權的公允價值為26,500,000港元，本集團於二零二二年十二月三十一日止年度確認購股權開支26,500,000港元。

本公司緊接購股權授出日期 (二零二二年九月二十日) 前的股份收市價為2.46港元。

在本年度，授予以權益結算的購股權的公允價值是在授予之日使用二項式模型估計的，考慮到條款和條件授予購股權。下表列出所用模型的參數：

購股權預期壽命乃根據過去三年歷史資料作出，並不一定表示可能發生的行使方式。預期波動反映了一種假設，即歷史波動表明未來趨勢，惟不一定為實際結果。

購股權授予的任何其他特性均未納入公允價值計量。

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33. RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity.

(a) Statutory surplus reserve

Transfers from retained profits to the statutory surplus reserve were made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC.

For the entities concerned, the statutory surplus reserve can be used to cover previous years' losses, if any, and may be converted into capital in proportion to equity holders' existing equity holdings, provided that the balance after such conversion is not less than 25% of their registered capital.

(b) Share option reserve

It represents the fair value of share options vested which are yet to be exercised, as further explained in the accounting policy of share-based payments in note 3 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related share options are exercised, or transferred to retained profits should the related share options lapse or be forfeited.

(c) Capital reserve

Certain amount of gain or loss arising from the waiver of interest of amount due to a shareholder was recognised as capital reserve.

(d) Fair value reserve of financial assets at FVTOCI

It represents the cumulative gains and losses arising on the revaluation of investments in equity instruments designated as at FVTOCI.

33. 儲備

本集團於報告期的儲備數額及其變動於綜合權益變動表呈列。

(a) 法定盈餘儲備

保留利潤轉撥至法定盈餘儲備乃根據中國相關規則和法規以及本公司在中國成立的附屬公司的組織章程細則作出。

就有關實體而言，法定盈餘儲備可用作抵補過往年度虧損(如有)，亦可按權益持有人現時的持股比例轉換為股本，惟於有關轉換後的結餘不得少於其註冊資本的25%。

(b) 購股權儲備

購股權儲備由已歸屬、尚未行權的購股權之公允價值構成，詳見本綜合財務報表附註3對以股份為基礎付款的會計政策的解釋。相關購股權行使後，該儲備中相應金額轉入股份溢價賬，或者相關購股權失效或被沒收後，轉入保留溢利。

(c) 資本儲備

應付股東款項之利息豁免而產生的若干損益金額確認為資本儲備。

(d) 按公允價值計入其他全面收入列賬之金融資產的公允價值儲備

指定為以按公允價值計入其他全面收入列賬是由重估權益投資工具所產生的累計損益構成。

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34. DISPOSAL OF SUBSIDIARIES

On 27 January 2021, Future Marvel Limited (a wholly-owned subsidiary of the Company), entered into a sale and purchase agreement with Mr. Liu Chang, for a disposal of the entire issued shares in Well Surplus Enterprises Limited (“Well Surplus”) which was an investment holding company and in Automotive Engines Business segment prior to the disposal and the shareholder loans owned by the disposal group, at a consideration of HK\$41,500,000. The consideration was settled by the purchaser in the way of (a) HK\$500,000 by cash; and (b) the balance of HK\$41,000,000 by way of waiver of the interests of the promissory notes held by Power Expert. The Group lost its control over Well Surplus and Well Surplus ceased to be the subsidiaries of the Group after the completion of abovementioned disposal on 29 January 2021. Following the disposal, the Group recorded a significant gain on disposal of HK\$269,220,000, calculated by taking into account the consideration of the disposal, the relevant expenses in relation to the disposal, the net liabilities of the Automotive Engines Business, and the relevant sale loan. The fair value of the waived promissory notes interest in amount of HK\$39,300,000 on 29 January 2021 with reference to a valuation performed by CH Global Valuation & Advisory Services Limited.

On 19 October 2022, a sale and purchase agreement for a disposal of the entire issued shares in Global Harvest Inc. and Victorious Securities Limited (together “Target Group”), which were wholly owned subsidiaries of the Group, was entered into at a consideration of HK\$100. The consideration was settled by the purchaser by cash. The Group lost its control over Target Group and Target Group ceased to be the subsidiaries of the Group after the completion of abovementioned disposal on 19 October 2022. Following the disposal, the Group recorded a loss on disposal of HK\$5,000, calculated by taking into account the consideration of the disposal and the net assets of the Target Group, comprising prepayment, deposits and other receivables of approximately HK\$5,000.

34. 出售附屬公司

於二零二一年一月二十七日，Future Marvel Limited (本公司全資附屬公司) 與劉昌先生訂立買賣協議，以代價41,500,000港元出售盛盈企業有限公司(「盛盈」)全部已發行股份，該公司為一家投資控股公司，於出售前列入汽車發動機業務分部及股東貸款由出售公司承擔代價由買方以(a) 500,000港元以現金支付；(b) 餘款41,000,000港元以放棄巧能環球持有的承兌票據的權益的方式支付。本集團於二零二一年一月二十九日完成上述出售後，本集團失去對盛盈的控制權，盛盈不再為本集團的附屬公司。出售後，在計算出售代價、與出售相關開支、汽車發動機業務淨負債及相關銷售貸款後，本集團錄得重大出售收益269,220,000港元。於二零二一年一月二十九日，獲豁免承兌票據權益的公允價值為39,300,000港元，該公允價值參考了浩富環球評估諮詢服務有限公司進行的估值。

於二零二二年十月十九日，就出售本集團全資附屬公司Global Harvest Inc. 及Victorious Securities Limited (統稱「目標集團」)全部已發行股份訂立買賣協議，代價為100港元。代價由買方以現金支付。本集團於二零二二年十月十九日完成上述出售後，失去對目標集團的控制權，目標集團不再為本集團的附屬公司。出售後，本集團錄得出售虧損5,000港元，按考慮出售事項之代價及目標集團之資產淨值，包括預付款項、按金及其他應收款約5,000港元。

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34. DISPOSAL OF SUBSIDIARIES (Continued)

34. 出售附屬公司 (續)

		2021 二零二一年 HK\$'000 千港元
Net liabilities disposal of:	出售負債淨值：	
Accounts receivable	應收賬款	41,445
Prepayments, deposits and other receivables	預付款項、按金及其他應收	2,178
Cash and cash equivalents	現金及現金等價物	1,596
Accounts payable	應付賬款	(291,912)
Other payables and accruals	其他應付款和預提費用	(7,572)
Tax payable	應付稅項	(97)
Amount due to immediate holding company	應付直接控股公司的款項	(49,733)
Lease liability	租賃負債	(600)
Deferred tax liabilities	遞延稅項負債	(13,349)
		(318,044)
Release of statutory surplus reserve upon disposal	出售時解除法定盈餘儲備	(1,085)
Release of exchange reserve upon disposal	出售時解除外匯儲備	40,476
		(278,653)
Gain on disposal of subsidiaries	出售附屬公司收益	269,220
Legal and professional fee	法律及專業費用	(500)
		9,933
Satisfied by:	由以下應付：	
Cash consideration	現金代價	500
Waiver of promissory notes interest	承兌票據利息豁免	39,300
Assignment of shareholder's loan	股東貸款轉讓	(49,733)
		(9,933)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

出售附屬公司之現金及現金等值物淨流出分析如下：

		2021 二零二一年 HK\$'000 千港元
Cash and cash equivalents disposed of	所出售現金及現金等值物	(1,596)
Cash consideration received	收到的現金代價	500
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司的現金及現金等值物淨流出	(1,096)

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$20,361,000 (2021: HK\$20,170,000) and HK\$20,361,000 (2021: HK\$20,170,000), respectively, in respect of lease arrangements for office premises.

(b) Changes in liabilities arising from financing activities

35 綜合現金流量表附註

(a) 主要非現金交易

於年內，就辦公場所的租賃安排，本集團有使用權資產及租賃負債非現金添置分別為20,361,000港元（二零二一年：20,170,000港元）以及20,361,000港元（二零二一年：20,170,000港元）。

(b) 來自融資活動的負債變動

		Interest-bearing bank and other borrowings 計息銀行和其他借貸 HK\$'000 千港元	Convertible Bonds 可換股債券 HK\$'000 千港元	Promissory Notes 承兌票據 HK\$'000 千港元	Lease Liabilities 租賃負債 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	44,000	114,189	289,883	2,673
Changes from financing cash flows	融資現金流量變動	(5,000)	-	(260,501)	(4,236)
New leases	新租賃	-	-	-	20,170
Exchange realignment	匯率調整	-	-	-	9
Lease modification	租賃修改	-	-	-	(1,754)
Interest expense	利息開支	-	36,583	34,292	311
Disposal of subsidiaries	出售附屬公司	-	-	-	(600)
Conversion of convertible bonds	轉換可換股債券	-	(12,486)	-	-
Change in valuation of promissory notes, net	承兌票據估值變動淨額	-	-	37,231	-
Waiver of promissory notes interest	豁免承兌票據利息	-	-	(39,300)	-
At 31 December 2021	於二零二一年十二月三十一日	39,000	138,286	61,605	16,573
At 1 January 2022	於二零二二年一月一日	39,000	138,286	61,605	16,573
Changes from financing cash flows	融資現金流量變動	(31,500)	-	(129,462)	(10,026)
New leases	新租賃	-	-	-	20,361
Exchange realignment	匯率調整	-	-	-	126
Lease modification	租賃修改	-	-	-	(10,102)
Interest expense	利息開支	-	46,552	9,394	963
Conversion of convertible bonds	轉換可換股債券	-	(7,294)	-	-
Loss on partial early repayment of promissory note	提早償還部份承兌票據之虧損	-	-	74,562	-
At 31 December 2022	於二零二二年十二月三十一日	7,500	177,544	16,099	17,895

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for long-term leases included in the consolidated of cash flows is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within operating expenses	在營運開支範圍內	188	107
Within financing activities	在融資活動範圍內	10,026	4,236
		10,214	4,343

35. 綜合現金流量表附註 (續)

(c) 租賃現金流出總額

計入綜合現金流量中的租賃現金流出總額如下：

36. JOINT ARRANGEMENTS

Particulars of the Group's joint operation as at 31 December 2022 and 2021 are as follows:

Name of joint operation 共同經營名稱	Form of business structure 業務架構形式	Place of operation 經營場所	Percentage of attributable interest of the Group 本集團權益應佔百分比		Principal activities 主要業務
			2022 二零二二年 %	2021 二零二一年 %	
EXCEL – LANON Joint Venture (note a) 怡益 – 亮雅合營企業	Body unincorporated 非屬法團的團體	Hong Kong 香港	51	51	Construction 建築工程
China Carbon Infogem Technologies Development (Shenzhen) Co., Ltd.* ("China Carbon Infogem")	Limited liability Company	PRC (Mainland China)	50	50	Provision of scientific and technological innovation and technical services for carbon management and carbon finance 提供對碳管理和碳金融的科學、技術創新及技術服務
中碳銀之傑科技發展(深圳)有限公司 「中碳銀之傑」(附註b)	有限責任公司	中國(中國內地)			

36. 共同經營

有關本集團於二零二一年及二零二二年十二月三十一日的共同經營詳情如下：

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36. JOINT ARRANGEMENTS (Continued)

* The English name of this company represents the best effort made by the management of the Company to directly translate its Chinese name as no official English name has been registered.

- (a) Under the joint operation agreement, the joint operators have contractually agreed sharing of control over the relevant activities of this body unincorporated, hence this body unincorporated is jointly controlled by the Group and the other joint operator. Furthermore, the joint operation agreement specifies that the Group and other party to the joint arrangement have rights to the assets and obligations to the liabilities relating to the joint arrangement in accordance with the attributable interest of the Group as disclosed above and the interest attributable to the other joint operator respectively, therefore the body unincorporated is classified as a joint operation. The joint operation is principally engaged in construction work to carry out the provision of barrier-free access facilities for highway structures in Hong Kong.
- (b) Under the joint venture agreement, the joint venturer have contractually agreed sharing of control over the relevant activities of China Carbon Infogem, hence China Carbon Infogem is jointly controlled by the Group and the other joint venturer. Furthermore, the joint venture agreement specifies that the Group and other party to the joint arrangement have rights to the net assets with the attributable interest of the Group as disclosed above and the interest attributable to the other joint venturer respectively, therefore China Carbon Infogem is classified as a joint venture.

36. 共同經營 (續)

* 由於並無註冊正式英文名稱，故此公司之英文名稱乃由本公司管理層盡最大努力直接自其中文名稱翻譯。

- (a) 根據合營企業協議，共同經營人具合約性協定共享該非公司法人的相關業務的控制權，因此，該非公司法人乃由本集團及其他共同經營人共同控制。此外，合營企業協議列明本集團及共同協議中其他人士根據上述所披露本集團應佔權益及其他共同經營人應佔權益分別擁有有關合營安排的資產權利及負債義務，因此，該非公司法人分類為共同經營。合營經營主要從事建築工程，為香港的道路構築物提供無障礙通道設施。
- (b) 根據合營協議，合營方已同意共同控制中碳銀之傑的相關活動，因此中碳銀之傑是由本集團與其他合營方共同控制。此外，合營協議規定本集團與其他合營方可按以上所披露的應佔權益對淨資產作分攤，所以中碳銀之傑被歸類為合營企業。

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37. CONTINGENT LIABILITIES

- (a) At 31 December 2022, the guarantees given by the Group to certain banks in respect of performance bonds in favour of certain contract customers amounted to HK\$31,791,000 (2021: HK\$20,694,000).
- (b) In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's subcontractors in accidents arising out of and in the course of their employment. The directors of the Company are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

38. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the reporting period:

37. 或然負債

- (a) 於二零二二年十二月三十一日，本集團就給予若干合約客戶之履約保證金而向若干銀行提供的擔保為31,791,000港元（二零二一年：20,694,000港元）。
- (b) 在本集團建造業務的日常過程中，本集團或本集團分包商的僱員因為在受僱期間發生意外導致人身傷害而向本集團提出若干索賠。董事認為，有關索賠屬於保險的承保範圍，不會對本集團的財務狀況或業績及經營構成任何重大不利影響。

38. 關聯方交易

- (a) 除在本綜合財務報表其他部分詳述的交易和結餘外，本集團於報告期內曾與關聯方進行下列重大交易：

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Donation paid to a society of which an executive director of the Company is the legal representative	捐款予本公司執行董事擔任法人代表的社會團體	890	500
Donation paid to a society of which a former chairman of the Company is a chairman	捐款予本公司前任主席擔任主席的社會團體	(i) —	2,000
Interest expenses charged by a company of which a shareholder of the Company is a shareholder	由本公司一名股東擔任股東的公司收取的利息開支	(ii) —	3,780

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38. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes:

- (i) The related party resigned as non-executive director and chairman of the Company, and ceased to be a related party on 17 November 2021.
- (ii) Details are set out in notes 26 and 27 to the consolidated financial statements.

(b) Disposal of a subsidiary to an executive director of the Company

Cash consideration of HK\$100 received from Mr. Di Ling. Details of which are set out in note 34 to the consolidated financial statements.

(c) Compensation of key management personnel of the Group

Further details of the compensation of key management personnel of the Group are included in notes 10 and 11 to the consolidated financial statements.

39. FINANCIAL INSTRUMENTS BY CATEGORY

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets	金融資產		
At amortised cost	按攤餘成本		
(including cash and bank balance)	(包括現金和銀行結餘)	148,237	152,367
Financial liabilities	金融負債		
At amortised cost	按攤餘成本	345,561	375,054

38. 關聯方交易 (續)

(a) (續)

附註：

- (i) 關聯方辭去非執行董事及公司董事長，從二零二一年十一月十七日起不再是關聯方。
- (ii) 詳情載列於綜合財務報表附註26及27。

(b) 將子公司出售給本公司執行董事

向邱靈先生收取現金代價100港元。其詳情載於綜合財務報表附註34。

(c) 本集團主要管理人員的報酬

有關本集團主要管理人員報酬的進一步詳情載於綜合財務報表附註10和11。

39. 按類別劃分的金融工具

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

39. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The Group's major financial instruments include accounts receivable, other receivables, restricted bank deposits, cash and cash equivalents, accounts payable, other payables, interest-bearing other borrowings, promissory notes and convertible bonds. Details of these financial instruments are disclosed in the respective notes to the consolidated financial statements. The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, accounts receivable, contract assets, carbon-credit assets, restricted bank deposits, financial assets included in prepayments, deposits and other receivables, accounts payable, financial liabilities included in other payables and accruals, lease liabilities and interest-bearing other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments

The Group's finance department headed by the director is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the director and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors. 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.

39. 按類別劃分的金融工具(續)

本集團的主要金融工具包括應收賬款、其他應收款、受限制銀行存款、現金及現金等值物、應付賬款、其他應付款、其他有息借款、承兌票據及可轉換債券。這些金融工具的詳情在財務報表的相應附註中披露。與這些金融工具相關的風險包括市場風險(利率風險)、信用風險和流動性風險。有關如何減輕這些風險的政策列示如下。管理層管理及監察該等風險，以確保適時有效地實施適當措施。

40. 金融工具之公允價值和公允價值層級

由於現金及現金等值物、應收賬款、合約資產、碳信用資產、受限制的銀行存款、包含在預付款項、按金及其他應收款、應付賬款之金融資產、包含在其他應付款及預提費用及租賃負債之金融負債、計息其他借貸大多於短期內到期，故管理層認為該等工具之公允價值與其賬面值相若。

本集團由董事領導的財務部負責釐定金融工具公允價值計量政策及程序。財務部直接向董事及審核委員會報告。於各報告日期，財務部分析金融工具價值變動並釐定估值時適用的主要參數。估值由董事審閱及批准。估值過程及結果由審核委員會每年討論兩次以進行中期及年度財務報告。

金融資產和負債的公允價值按該工具可由自願各方在當前交易(強制或清算銷售除外)中可交換的金額計入。

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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The following methods and assumptions were used to estimate the fair values:

The fair values of the liability portion of convertible bonds and promissory notes 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 convertible bonds and promissory notes as at 31 December 2022 and 31 December 2021 was assessed to be insignificant.

For the fair value of the financial asset at FVTOCL, the Group uses fair value measured based on valuation techniques for directly checking the market price in active market for determining and disclosing the fair value of financial instruments. As at 31 December 2022, the Group's financial asset at FVTOCL was measured at fair value and determined as level 1 (2021: level 1) financial instruments.

For the fair value of the carbon-credit assets, the Group uses fair value measured based on valuation techniques for directly checking comparable projects carbon credit on the market for determining and disclosing the fair value of financial instruments. As at 31 December 2022, the Group's carbon-credit assets were measured at fair value and determined as level 3 (2021: level 3) financial instruments.

The Group did not have any financial liabilities measured at fair value as at 31 December 2022 and 2021.

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include accounts receivable, contract assets, carbon-credit assets, restricted bank deposits, deposits and other receivables, accounts and other payables, cash and cash equivalents, lease liabilities, interest-bearing other borrowings, promissory notes and convertible bonds. Details of these financial instruments are disclosed in the respective notes to the consolidated financial statements.

40. 金融工具之公允價值和公允價值層級(續)

以下為用作估計公允價值的方法和假設：

可換股債券負債部分及承兌票據之公允價值已按具有類似條款、信貸風險和剩餘期限的工具目前可用利率折讓的預期未來現金流量計算。本集團於二零二二年十二月三十一日和二零二一年十二月三十一日對可換股債券和承兌票據的自有不履約風險被評為不重大。

對於以公允價值計量且其變動計入其他綜合收入的金融資產的公允價值，本集團採用基於估價技巧計量公允價值，以便直接查看活躍市場的市場價格，從而確定和披露金融工具的公允價值。截至二零二二年十二月三十一日，本集團以公允價值計量且其變動計入其他綜合收益的金融資產按公允價值計量並確定為第一層次(二零二一年：第一層次)的金融工具。

對於碳信用資產的公允價值，本集團採用基於直接檢查市場上可比項目碳信用的估值技術計量的公允價值確定和披露金融工具的公允價值。於二零二二年十二月三十一日，本集團碳信用資產以公允價值計量，確定為第三級(二零二一年：第三級)金融工具。

截至二零二二年十二月三十一及二零二一年十二月三十一日，本集團並無以公允價值計量的任何金融負債。

41. 財務風險管理目標及政策

本集團的主要金融工具包括應收賬款、合約資產、碳信用資產、受限制的銀行存款、按金和其他應收賬款、應付帳款和其他應付款、現金和現金等值物、租賃負債、計息其他借款、承兌票據及可換股債券。該等金融工具的詳情於綜合財務報表內各項有關附註披露。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

The Group's ordinary activities expose it to various financial risks, including foreign currency risk, credit risk and liquidity risk. The risks associated with financial instruments and the policies on how to mitigate these risks are described below. Management monitors closely the Group's exposures to financial risks to ensure appropriate measures are implemented in a timely and effective manner.

Foreign currency risk

Foreign currency risk means the risk on the fluctuation of fair value or future cash flows of financial instruments which arose from changes in exchange rates.

The Group's civil engineering and construction business is located in Hong Kong and is transacted and settled in HK\$ while the Group's Automotive Engines CGU is located in PRC and is transacted and settled in RMB. Accordingly, the directors considered that the Group's foreign currency risk is insignificant.

Credit risk

The Group's credit risk is primarily attributable to bank balances, accounts receivable and contract assets. The Group's maximum credit risk exposure at the end of the reporting period in the event of other parties failing to perform their obligations is represented by the carrying amount of each financial asset as stated in the consolidated statement of financial position.

For the maximum exposure as at 31 December 2022, management monitored the creditworthiness and payment patterns of each debtor closely and on an ongoing basis. The Group's accounts receivable from contract work represent interim payments or retentions certified by the customers under terms as stipulated in the contracts and the Group did not hold any collateral over these receivables. As the Group's customers in respect of contract work primarily consist of government departments and developers or owners with strong financial backgrounds, management considers that the risk of irrecoverable receivables from contract work was not significant.

41. 財務風險管理目標及政策 (續)

本集團在日常業務過程中面臨多種財務風險，包括外幣風險、信貸風險及流動資金風險。有關金融工具的風險以及如何減低該等風險的政策均在下文描述。管理層密切監控本集團所面臨的財務風險，以確保及時及有效地採取適當措施。

外幣風險

外幣風險是指因匯率變動而產生的金融工具公允價值或未來現金流量波動風險。

本集團的土木工程和建造業務位於香港並以港元交易和結算，而本集團的汽車發動機現金產生單位位於中國內地並以人民幣交易和結算。因此，董事認為本集團面對的外幣風險乃微不足道。

信貸風險

本集團的信貸風險主要來自銀行結餘、應收賬款及合約資產。倘若其他相關各方未能履行其義務，本集團於報告期結束時面對的最高信貸風險相當於各金融資產在綜合財務狀況表中所列的賬面值。

就截至二零二二年十二月三十一日的最大風險，管理層會持續地密切監察各債務人的信譽度及還款模式。本集團的政策為所有願意按信貸期買賣的汽車發動機客戶進行買賣，並須進行信貸認證程式。本集團的合約工程應收賬款指根據合約內訂明條款支付的中期付款或經客戶核實的保留款項，而本集團並不就該等應收款持有任何抵押品。由於本集團的合約工程客戶主要為政府部門以及財力雄厚的開發商或業主，管理層認為不能收回合約工程應收款的風險不大。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

At 31 December 2022, the Group had concentrations of credit risk as 27% (2021: 49%) of the total accounts receivable were due from the Group's largest external customer and 91% (2021: 98%) of the total accounts receivable were due from the Group's five largest external customers.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2022 and 2021.

The amount presented are gross carrying amounts for financial assets and contract assets.

As at 31 December 2022

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第1階段	第2階段	第3階段	簡化法	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Contract assets*	合約資產*	-	-	-	124,408	124,408
Accounts receivable*	應收賬款*	-	-	-	41,867	41,867
Financial assets included in deposits and other receivables	計入按金和其他應收款的金融資產					
- Normal	- 正常	30,196	-	-	-	30,196
Cash and cash equivalents - Not yet past due	現金和現金等值物 - 尚未逾期	76,117	-	-	-	76,117
		106,313	-	-	166,275	272,588

41. 財務風險管理目標及政策 (續)

信貸風險 (續)

於二零二二年十二月三十一日，本集團存在若干信貸風險集中的情況，應收賬款總額中的27% (二零二一年：49%) 來自本集團的最大外部客戶，而應收賬款總額中的91% (二零二一年：98%) 則來自本集團的五大外部客戶。

最大風險和年末的階段

下表列載基於本集團信貸政策的信貸質量和最大信貸風險 (主要以過往逾期資料為依據，除非在並無過多成本或工作的情況下可取得其他資料)，及於二零二二年及二零二一年十二月三十一日的階段分類。

呈列金額為金融資產及合約資產賬面總值。

於二零二二年十二月三十一日

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2021 於二零二一年十二月三十一日	12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期信貸虧損		
	Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Simplified approach 簡化法 HK\$'000 千港元	HK\$'000 千港元
Contract assets*	合約資產*	-	-	98,455	98,455
Accounts receivable*	應收賬款*	-	-	34,679	34,679
Financial assets included in deposits and other receivables	計入按金和其他 應收款的金融資產				
- Normal	- 正常	32,966	-	-	32,966
Cash and cash equivalents	現金和現金等值物				
- Not yet past due	- 尚未逾期	88,266	-	-	88,266
		121,232	-	133,134	254,366

* For contract assets and accounts receivable to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 21 and 22 to the consolidated financial statements.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable are disclosed in note 22 to the consolidated financial statements.

41. 財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險和年末的階段 (續)

* 本集團使用簡化法計算減值的合約資產及應收賬款，乃基於綜合財務報表附註21及22披露之撥備矩陣的資料。

有關本集團應收賬款所產生的信貸風險的進一步定量數據於綜合財務報表附註22中披露。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's policy is to monitor regularly the current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term. In addition, banking facilities have been put in place for contingency purposes.

The following tables details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates as at the end of the reporting period) and the earliest date that the Group could be required to repay:

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 一年內或須 應要求償還 HK\$'000 千港元	Between 1 and 2 years 一至二年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總計 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2022	二零二二年十二月三十一日						
Accounts payable	應付賬款	N/A	72,816	-	-	72,816	72,816
Financial liabilities included in other payables	計入其他應付款項之 金融負債	N/A	71,602	-	-	71,602	71,602
Interest-bearing other borrowings	計息銀行及其他借款	6%	7,950	-	-	7,950	7,500
Convertible bonds	可換股債券	30%	-	-	333,000	333,000	177,544
Promissory note	承兌票據	Note 附註	6,898	1,916	7,664	16,478	16,099
			159,266	1,916	340,664	501,846	345,561
Lease liabilities	租賃負債	6.66%	9,084	5,749	6,625	21,458	17,895

41. 財務風險管理目標及政策 (續)

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求，以確保其維持足夠現金儲備及來自主要金融機構的足夠融資額度，從而滿足其短期及長期的流動資金需求。此外，本集團會安排銀行信貸額，以備不時之需。

下表詳列本集團的金融負債於報告期結束時的剩餘合約期，其乃根據合約未貼現現金流量 (包括按合約利率或如屬浮動利率) 根據於報告期結束時的利率計算的利息付款) 及本集團可能須償還的最早日期得出：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

流動資金風險 (續)

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 一年內或須 應要求償還 HK\$'000 千港元	Between 1 and 2 years 一至二年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總計 HK\$'000 千港元	Total Total 總計 總計 HK\$'000 千港元
31 December 2021	二零二一年十二月三十一日						
Accounts payable	應付賬款	N/A	68,553	-	-	68,553	68,553
Financial liabilities included in other payables	計入其他應付款項之 金融負債	N/A	66,769	-	-	66,769	66,769
Interest-bearing other borrowings	計息其他借款	11%	41,730	4,230	12,690	58,650	39,000
Convertible bonds	可換股債券	30%	-	-	350,000	350,000	138,286
Promissory notes	承兌票據	Note 附註	8,712	8,712	52,272	69,696	61,605
			185,764	12,942	414,962	613,668	374,213
Lease liabilities	租賃負債	6%	7,818	6,716	4,645	19,179	16,573

Note: The promissory notes are perpetual therefore only 5 years undiscounted cash flows are presented for liquidity risk purpose. The details of the terms of the promissory note are set out in note 29 to the consolidated financial statements

附註：承兌票據屬須償還或永續性質，惟由於流動性風險而呈列5年未折現現金流量。承兌票據條款詳情(包括利率及到期利率)載於綜合財務報表附註29。

As explained in note 3 to the consolidated financial statement, the directors have adopted or plan to adopt certain measures in order to improve the Group's financial and cash flow positions and to maintain the Group's as a going concern.

誠如綜合財務報表附註3所闡述，董事已採取或計劃採取若干措施，以改善本集團的財務及現金流量狀況，以及維持本集團持續經營。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objective of the Group's capital management policy is to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The directors of the Company review the capital structure on a periodical basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital and will balance the Group's overall capital structure through new share issues as well as raising new debts or repayment of existing debts.

The Group monitors capital using a gearing ratio, which is net cash and bank balances divided by the total capital. Net debts are calculated as the total of interest-bearing bank and other borrowings, liability component of the convertible bonds and promissory notes less cash and cash equivalents.

Total capital refers to equity attributable to owners of the Company. The gearing ratio as at 31 December 2022 and 31 December 2021 was as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息其他借款	7,500	39,000
Liability component of the convertible bonds	可換股債券負債部分	177,544	138,286
Promissory note	承兌票據	16,099	61,605
Less: Cash and cash equivalents	減：現金及現金等值物	(76,117)	(88,266)
Net debts	淨負債	125,026	150,625
(Deficit in equity)/equity attributable to owners of the Company	本公司擁有人應佔(虧絀)/權益	(49,146)	86,874
Gearing ratio (%)	資產負債比率(%)	N/A	57.7

41. 財務風險管理目標及政策(續)

資金管理

本集團資金管理政策的主要目標為確保本集團能持續經營，同時透過優化債務與股本結構謀求利益相關者回報最大化。

董事會定期檢討資本架構。作為此項檢討工作的一部分，董事考慮資金成本及與各類資金相關的風險，並將透過新股發行及新增債務或償還現有債務來平衡本集團的整體資本架構。

本集團運用資產負債比率監控資本，而資產負債比率乃按現金及銀行結餘淨值除以資本總額計算。債務淨額則按計息銀行及其他借款、可換股債券負債部分及承兌票據的總額減現金及現金等值物計算。

資本總額指母公司擁有人應佔權益。於二零二二年十二月三十一日及二零二一年十二月三十一日的資產負債比率如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

42. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all qualified employees in Hong Kong under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at a rate of 5% specified in the rules, but subject to a cap of HK\$1,500 per month. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The employees employed in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their basic payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the schemes. No forfeited contribution is available to reduce the contribution payable in future years.

During the year ended 31 December 2022, the total contribution to the defined contribution schemes charged to profit or loss amounted to HK\$3,198,000 (2021: HK\$2,704,000).

During the year ended 31 December 2022 and 2021, the Group did not have any defined benefit plan.

42 退休福利計劃

本集團根據強制性公積金計劃條例為香港所有合資格僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃的資產與本集團的資產分開，由獨立受託人控制的基金持有。根據強積金計劃的規定，雇主及其僱員各自須按規則規定的5%比率向該計劃作出供款，但每月供款上限為1,500港元。本集團就強積金計劃的唯一責任為根據該計劃作出規定的供款。並無可用於減少未來年度應付供款的沒收供款。

在中國僱用的僱員為中國政府運作的國家管理退休福利計劃的成員。中國附屬公司須按其基本工資的一定百分比向退休福利計劃供款以為福利提供資金。本集團就退休福利計劃的唯一責任是根據計劃作出規定的供款。沒有可用於減少未來年度應付供款的沒收供款。

截至二零二二年十二月三十一日止年度，計入損益的固定供款計劃的供款總額為3,198,000港元（二零二一年：2,704,000港元）。

截至二零二二年及二零二一年十二月三十一日止年度，本集團未有任何固定收益計劃。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

43. 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:

43. 本公司財務狀況表

有關本公司於報告期末之財務狀況表之資料如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investment in subsidiaries	附屬公司投資	10	10
Right-of-use assets	資產使用權	–	8,551
Financial assets at FVTOCI	計入其他全面收入 以公允價值計量的 金融資產	8,200	20,000
Total non-current assets	非流動資產總值	8,210	28,561
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	36,576	71,066
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款	10,596	18,308
Cash and cash equivalents	現金及現金等值物	38	286
Total current assets	流動資產總值	47,210	89,660
CURRENT LIABILITIES	流動負債		
Due to a subsidiary	應付附屬公司款項	105,118	–
Other payables and accruals	其他應付款及預提費用	1,174	6,265
Interest-bearing other borrowings	計息其他借款	7,500	33,000
Lease liabilities	租賃負債	–	2,980
Total current liabilities	流動負債總值	113,792	42,245
NET CURRENT (LIABILITIES)/ASSET	流動(負債)/資產淨值	(66,582)	47,415
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	(58,372)	75,976

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 43. 綜合財務狀況表 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing other borrowings	計息其他借款	—	6,000
Lease liabilities	租賃負債	—	5,871
Convertible bonds	可換股債券	177,544	138,286
Promissory note	承兌票據	16,099	61,605
Deferred tax liabilities	遞延稅項負債	2	2
Total non-current liabilities	非流動負債總值	193,645	211,764
Net liabilities	負債淨值	(252,017)	(135,788)
EQUITY	權益		
Share capital	股本	3,205	3,020
Reserves (note)	儲備 (附註)	(255,222)	(138,808)
Deficit in equity	資產虧絀	(252,017)	(135,788)

Sha Tao
沙濤
Chairman
主席

Chen Xinwei
陳歆瑋
Executive Director
執行董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 43. 本公司之財務狀況表 (續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司之儲備概要如下：

		Share premium	Capital reserve	Equity component of convertible bonds	Share option reserve	Fair value reserve of financial asset at FVTOCI	Accumulated loss	Total
		股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	可換股債券之 權益部分 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	按公允值計入 其他全面收入 之金融資產之 公允值儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	45,486	-	384,037	-	-	(914,856)	(485,333)
Total comprehensive expense for the year	年內全面費用總額	-	-	-	-	-	(110,026)	(110,026)
Issue of new shares	發行新股	420,315	-	-	-	-	-	420,315
Issue of shares upon conversion of convertible bonds	轉換可換股債券時發行股份	51,674	-	(39,388)	-	-	-	12,286
Equity-settled share option expenses	股權結算購股權開支	-	-	-	21,789	-	-	21,789
Waiver of interest of amount due to a shareholder	豁免應付股東之利息	-	2,161	-	-	-	-	2,161
At 31 December 2021	於二零二一年十二月三十一日	517,475	2,161	344,649	21,789	-	(1,024,882)	(138,808)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	517,475	2,161	344,649	21,789	-	(1,024,882)	(138,808)
Total comprehensive expense for the year	年內全面費用總額	-	-	-	-	(11,800)	(177,697)	(189,497)
Issue of new shares	發行新股	30,900	-	-	-	-	-	30,900
Issue of shares upon conversion of convertible bonds	轉換可換股債券時發行股份	23,950	-	(16,741)	-	-	-	7,209
Equity-settled share option expenses	股權結算購股權開支	-	-	-	34,974	-	-	34,974
Transfer of share option reserve upon the lapse of share options	於購股權失效後轉移購股權儲備	-	-	-	(16,855)	-	16,855	-
At 31 December 2022	於二零二二年十二月三十一日	572,325	2,161	327,908	39,908	(11,800)	(1,185,724)	(255,222)

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

In the opinion of the directors, the immediate holding company is Quick Tycoon Limited and the ultimate holding company is Sound Gem Limited, which were incorporated in Hong Kong and the British Virgin Islands respectively.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Company Name 公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Form of business structure 業務架構形式	Nominal value of issued ordinary share capital 已發行普通股 股本的面值	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		
				2022	2021	2022	2021	
China Carbon Green Development (Shenzhen) Co., Ltd. 中碳綠色發展(深圳)有限公司*	PRC (Mainland China) 中國(中國內地)	Limited liability company 有限公司	RMB10,000,000 10,000,000人民幣	-	-	100%	100%	Global Carbon Neutral Business 全球碳中和業務
China Carbon Green (Nanjing) Technology Development Co., Ltd. 中碳綠色(南京)科技發展有限公司*	PRC (Mainland China) 中國(中國內地)	Limited liability company 有限公司	RMB10,000,000 10,000,000人民幣	-	-	60%	60%	Global Carbon Neutral Business 全球碳中和業務
Excel Engineering Company Limited 怡益工程有限公司	Hong Kong 香港	Limited liability company 有限公司	HK\$23,288,000 23,288,000港元	-	-	100%	100%	Civil engineering works and building construction and maintenance works 土木工程以及樓宇建造及保養業務
Green Carbon Asset Management Limited (formerly known as China Carbon Neutral Group Limited) 綠色碳資產管理有限公司(前稱中國碳中和集團有限公司)	Hong Kong 香港	Limited liability company 有限公司	HK\$10,000 10,000港元	-	-	100%	100%	Global Carbon Neutral Business 全球碳中和業務
Zhan Xiang Investment Limited 展翔投資有限公司	Hong Kong 香港	Limited liability company 有限公司	HK\$10,000 10,000港元	-	-	100%	100%	Investment holding 投資控股
Global Carbon Asset Investment Management, Ltd. 全球碳資產投資管理有限公司	Cayman Islands 開曼群島	Limited liability company 有限公司	USD1 1美元	-	-	100%	100%	Global Carbon Neutral Business 全球碳中和業務

* Registered as a limited liability company under the PRC law.

The English name of this company represents the best effort made by the management of the Company to directly translate its Chinese name as no official English name has been registered.

44. 本公司主要附屬公司資料

董事認為，直接控股公司為敏將有限公司，而最終控股公司為South Gem Limited，分別於香港及英屬處女群島註冊成立。

子公司信息

本公司主要子公司詳情如下：

* 根據中國法律註冊為有限公司。

由於並無註冊正式英文名稱，故此公司之英文名稱乃由本公司管理層盡最大努力直接自其中文名稱翻譯。

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綜合財務報表附註

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45. EVENTS AFTER THE REPORTING PERIOD

In March 2023, the Group has completed the acquisition of 73% equity interest in Shenzhen Jianxin Zhuhe Technology Company Limited (“Jianxin Zhuhe”). Jianxin Zhuhe, is a national high-tech enterprise. It has more than 30 soft writings and patents in artificial intelligence, blockchain, big data, etc. With the core of artificial intelligence, blockchain, and cloud computing technologies, Jianxin Zhuhe combines the world’s leading digital identity, key security, and privacy computing technologies to provide green and trustworthy blockchain technologies, green credit rating standards, rules and mechanisms for the industry through digital technologies to facilitate more blockchain-based independent and controllable data, establish green digital credit, and link green digital finance.

Save as disclosed above and elsewhere in the consolidated financial statements, the Group did not have any significant event after the reporting date.

45. 報告期後事項

二零二三年三月，本集團完成對深圳市建信築和科技有限公司（「建信築和」）73%股權的收購。建信築和，是國家高新技術企業。它擁有涉及人工智能、區塊鏈、大數據等30多項軟著和專利。建信築和以人工智能、區塊鏈及雲計算技術為核心，結合世界領先的數字身份、秘鑰安全和隱私計算等技術，通過數字技術助力碳交易和碳金融發展，為產業提供綠色可信區塊鏈技術、綠色信用評級標準、規則和機制，促進更多基於區塊鏈自主可控資料，建立綠色數字信用，連結綠色數字金融。

除上文及綜合財務報表中其他地方所披露者外，本集團於報告日期後無重大事項。

Five-Year Financial Summary

五年財務概要

A summary of the results and of the assets, liabilities and total equity of the Group for the last five financial years, as extracted from the Group's published consolidated financial statements, is set out below.

本集團過去五個財政年度之業績、資產、負債及權益總值概要 (摘錄自本集團已刊發綜合財務報表) 載列如下。

RESULTS

業績

		Year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2020 截至二零二零年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2019 截至二零一九年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收入	709,306	468,007	478,321	459,109	743,414
(Loss)/profit before tax	除稅前 (虧損)/溢利	(204,316)	273,639	302,144	(922,494)	(769,826)
Income tax credit/(expense)	所得稅抵扣/(開支)	5,278	(6,075)	(115)	16,249	66,059
(Loss)/profit for the year	年內 (虧損)/溢利	(199,038)	267,564	302,029	(906,245)	(703,767)

ASSETS, LIABILITIES AND TOTAL EQUITY

資產、負債及權益總值

		31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Total assets	總資產	314,538	484,817	255,821	439,095	1,307,390
Total liabilities	總負債	(364,307)	(397,756)	(934,750)	(1,413,850)	(1,400,349)
(Deficit in equity)/total equity	(權益虧絀)/權益總值	(49,769)	87,061	(678,929)	(974,755)	(92,959)



中國碳中和發展集團有限公司
China Carbon Neutral Development Group Limited