

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



Solargiga Energy Holdings Limited
陽光能源控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：757)

海外監管公告

本公告是由陽光能源控股有限公司（「本公司」）依據香港聯合交易所有限公司證券上市規則第 13.10B 條作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一九年四月二十五日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
陽光能源控股有限公司
執行董事
王鈞澤

香港，二零一九年四月二十五日

於本公告日期，執行董事為譚文華先生（主席）、譚鑫先生及王鈞澤先生；非執行董事為許祐淵先生；而獨立非執行董事為符霜葉女士、王永權博士及張椿先生。

陽光能源控股有限公司及其子公司
民國一〇七年一月一日至十二月三十一日
及民國一〇六年一月一日至十二月三十一日
合併財務報表暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)

陽光能源控股有限公司及其子公司
 民國一〇七年一月一日至十二月三十一日
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 財務報告暨會計師複核報告
 (上市之台灣存託憑證用外國公司財務報告)

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附 件 一

本國會計師複核報告

會計師複核報告

陽光能源控股有限公司 公鑒：

陽光能源控股有限公司及其子公司依照香港一般公認會計原則編製之民國一〇七年十二月三十一日及民國一〇六年十二月三十一日之綜合財務狀況表，暨民國一〇七年一月一日至十二月三十一日及民國一〇六年一月一日至十二月三十一日之綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，業經外國其他會計師查核完竣，並於民國一〇八年三月二十九日出具查核報告(詳附件四)。隨附陽光能源控股有限公司及其子公司民國一〇七年度及民國一〇六年度依新臺幣換算之合併資產負債表、合併綜合損益表及合併現金流量表暨其相關資訊(詳附件三)，業經本會計師依照「第二上市(櫃)公司財務報告複核要點」，採行必要之複核程序予以複核竣事。

依本會計師之複核結果，第一段所述陽光能源控股有限公司及其子公司民國一〇七年度及一〇六年度之合併資產負債表、合併綜合損益表及合併現金流量表暨相關資訊，並未發現有違反「第二上市(櫃)公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號：金管證審字第 1000002854 號

(92)台財證(六)字第 100592 號

林素雯



會計師：

楊智惠



中華民國一〇八年四月二十五日

附 件 二

按新台幣換算之主要財務報表

民國一〇七年十二月三十一日

民國一〇六年十二月三十一日

非流動資產

| | 人民幣 | 新台幣 | 人民幣 | 新台幣 |
|--------------------------|------------------|------------------|------------------|------------------|
| 物業、廠房及設備 | \$1,517,027 | \$6,790,516 | \$1,531,099 | \$7,017,792 |
| 購置物業、廠房及設備的預付款項 | 62,451 | 279,543 | 14,245 | 65,292 |
| 土地租賃預付款項 | 141,989 | 635,571 | 146,233 | 670,259 |
| 原材料的預付款項 | 33,557 | 150,208 | 55,298 | 253,459 |
| 於聯營公司的投資 | 5,591 | 25,027 | 5,251 | 24,068 |
| 以公允價值計量且其變動計入其他綜合收益的權益投資 | 2,430 | 10,877 | - | - |
| 可供出售投資 | - | - | 2,430 | 11,138 |
| 遞延稅項資產 | 48,009 | 214,898 | 34,763 | 159,336 |
| 非流動資產總額 | 1,811,054 | 8,106,640 | 1,789,319 | 8,201,344 |

流動資產

| | | | | |
|------------------|------------------|-------------------|------------------|-------------------|
| 存貨 | 347,368 | 1,554,889 | 403,531 | 1,849,584 |
| 應收貿易賬款及票據 | 1,483,723 | 6,641,441 | 1,648,608 | 7,556,395 |
| 合約資產 | 15,205 | 68,061 | - | - |
| 預付款項、其他應收款項及其他資產 | 240,935 | 1,078,473 | 347,327 | 1,591,973 |
| 即期可收回稅項 | 2,695 | 12,063 | 12,143 | 55,658 |
| 已抵押存款 | 425,309 | 1,903,768 | 219,097 | 1,004,231 |
| 現金及現金等價物 | 239,712 | 1,072,999 | 191,185 | 876,297 |
| 流動資產總額 | 2,754,947 | 12,331,694 | 2,821,891 | 12,934,138 |

流動負債

| | | | | |
|---------------|------------------|-------------------|------------------|-------------------|
| 計息借貸 | 1,773,140 | 7,936,929 | 1,922,322 | 8,810,963 |
| 應付貿易賬款及票據 | 1,441,065 | 6,450,495 | 1,055,536 | 4,838,049 |
| 其他應付款項及應計開支 | 104,025 | 465,637 | 134,476 | 616,371 |
| 合約負債 | 64,466 | 288,563 | - | - |
| 即期應付稅項 | 193 | 864 | 3,618 | 16,583 |
| 存貨購買承擔撥備 | 48,883 | 218,810 | 46,539 | 213,312 |
| 融資租賃應付款項 | - | - | 8,000 | 36,668 |
| 流動負債總額 | 3,431,772 | 15,361,298 | 3,170,491 | 14,531,946 |

流動負債淨額

| | | | | |
|--|--------------------|----------------------|--------------------|----------------------|
| | \$(676,825) | \$(3,029,604) | \$(348,600) | \$(1,597,808) |
|--|--------------------|----------------------|--------------------|----------------------|

資產總值減流動負債

| | | | | |
|--|--------------------|--------------------|--------------------|--------------------|
| | \$1,134,229 | \$5,077,036 | \$1,440,719 | \$6,603,536 |
|--|--------------------|--------------------|--------------------|--------------------|

非流動負債

| | | | | |
|----------------|----------------|------------------|----------------|------------------|
| 計息借貸 | 17,317 | 77,514 | 124,758 | 571,828 |
| 遞延稅項負債 | 2,678 | 11,987 | 2,781 | 12,747 |
| 遞延收入 | 197,225 | 882,819 | 163,272 | 748,357 |
| 融資租賃應付款項 | - | - | 1,840 | 8,434 |
| 其他非流動負債 | 109,018 | 487,987 | 112,639 | 516,281 |
| 非流動負債總額 | 326,238 | 1,460,307 | 405,290 | 1,857,647 |

資產淨值

| | | | | |
|--|------------------|--------------------|--------------------|--------------------|
| | \$807,991 | \$3,616,729 | \$1,035,429 | \$4,745,889 |
|--|------------------|--------------------|--------------------|--------------------|

權益

| | | | | |
|--------------|------------------|--------------------|--------------------|--------------------|
| 股本 | 276,727 | 1,238,686 | 276,727 | 1,268,378 |
| 儲備 | 438,999 | 1,965,047 | 673,612 | 3,087,501 |
| 本公司權益持有人應佔權益 | 715,726 | 3,203,733 | 950,339 | 4,355,879 |
| 非控制性權益 | 92,265 | 412,996 | 85,090 | 390,010 |
| 權益總額 | \$807,991 | \$3,616,729 | \$1,035,429 | \$4,745,889 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1~107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |

代表人：



經理人：



會計主管：



| | 民國一〇七年度 | | 民國一〇六年度 | |
|--|-------------|--------------|-------------|--------------|
| | 人民幣 | 新台幣 | 人民幣 | 新台幣 |
| 收益 | \$4,022,452 | \$18,005,299 | \$3,999,616 | \$18,332,240 |
| 銷售成本 | (3,624,902) | (16,225,786) | (3,341,743) | (15,316,879) |
| 毛利 | 397,550 | 1,779,513 | 657,873 | 3,015,361 |
| 其他收入及收益淨額 | 53,752 | 240,605 | 72,418 | 331,928 |
| 銷售及分銷開支 | (77,447) | (346,668) | (67,701) | (310,308) |
| 行政開支 | (377,609) | (1,690,253) | (392,095) | (1,797,167) |
| 財務及合約資產減值淨額 | (44,497) | (199,178) | (18,900) | (86,629) |
| 物業、廠房及設備減值 | (47,020) | (210,471) | - | - |
| 經營(虧損)/利潤 | (95,271) | (426,452) | 251,595 | 1,153,185 |
| 應佔聯營公司虧損 | (1,461) | (6,540) | (14,996) | (68,734) |
| 融資成本 | (136,012) | (608,817) | (121,702) | (557,821) |
| 除稅前(虧損)/利潤 | (232,744) | (1,041,809) | 114,897 | 526,630 |
| 所得稅抵免 | 12,157 | 54,417 | 8,860 | 40,610 |
| 年度(虧損)/利潤 | \$(220,587) | \$(987,392) | \$123,757 | \$567,240 |
| 本公司權益持有人 | \$(222,402) | \$(995,516) | \$107,462 | \$492,552 |
| 非控制性權益 | 1,815 | 8,124 | 16,295 | 74,688 |
| 年度(虧損)/利潤 | \$(220,587) | \$(987,392) | \$123,757 | \$567,240 |
| 本公司普通股權益持有人應佔每股基本 及攤薄(虧損)/盈利 (人民幣分/新台幣元) | \$(6.92) | \$(0.31) | \$3.35 | \$0.15 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1~107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |

代表人：



經理人：



會計主管：



陽光能源股份有限公司及其子公司



民國一〇七年及一〇六年十二月三十一日

單位：千元

| | 民國一〇七年度 | | 民國一〇六年度 | |
|----------------------|---------------------|----------------------|------------------|------------------|
| | 人民幣 | 新台幣 | 人民幣 | 新台幣 |
| 年度(虧損)/利潤 | \$ (220,587) | \$(987,392) | \$123,757 | \$567,240 |
| 年度其他全面(虧損)/利潤 | | | | |
| (經稅項及重新分類調整後)： | | | | |
| 可於期後被重新分類至損益的項目： | | | | |
| －貨幣換算差額 | (14,659) | (65,616) | 32,984 | 151,182 |
| 年度全面(虧損)/利潤總額(扣除稅項後) | <u>\$ (235,246)</u> | <u>\$(1,053,008)</u> | <u>\$156,741</u> | <u>\$718,422</u> |
| 以下人士應佔： | | | | |
| 本公司權益持有人 | \$ (237,061) | \$(1,061,132) | \$140,446 | \$643,734 |
| 非控制性權益 | 1,815 | 8,124 | 16,295 | 74,688 |
| 年度全面(虧損)/利潤總額 | <u>\$ (235,246)</u> | <u>\$(1,053,008)</u> | <u>\$156,741</u> | <u>\$718,422</u> |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|-------------------|-------------------|-------------------|
| 107.1.1~107.12.31 | RMB\$1：NT\$4.6997 | RMB\$1：NT\$4.4313 | RMB\$1：NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1：NT\$4.6017 | RMB\$1：NT\$4.3768 | RMB\$1：NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1：NT\$5.1272 | RMB\$1：NT\$4.6247 | RMB\$1：NT\$4.8680 |

代表人：



經理人：



會計主管：





陽光能源電力股份有限公司

中華民國107年12月31日

民國一〇七年及一〇六年十二月三十一日

單位：人民幣千元

| 本公司權益股東應佔權益 | | | | | | | | | |
|----------------|-----------|-------------|-----------|----------|------------|---------------|-----------|----------|-------------|
| 股本 | 股份溢價 | 一般儲備金 | 資本儲備 | 匯兌儲備 | 其他儲備 | 累計虧損 | 總計 | 非控制性權益 | 權益總額 |
| 於民國一〇六年一月一日 | \$276,727 | \$1,731,645 | \$216,824 | \$42,768 | \$(69,090) | \$(1,321,870) | \$810,496 | \$68,192 | \$878,688 |
| 年度利潤 | - | - | - | - | - | 107,462 | 107,462 | 16,295 | 123,757 |
| 年度其他全面收入： | - | - | - | - | - | - | - | - | - |
| 有關國外業務的外匯差額 | - | - | - | - | 32,984 | - | 32,984 | - | 32,984 |
| 全面收入總額 | - | - | - | - | 32,984 | 107,462 | 140,446 | 16,295 | 156,741 |
| 出售一間附屬公司 | - | - | (2,456) | - | - | 2,456 | - | - | - |
| 非控制性權益出資 | - | - | - | - | - | - | - | 5,000 | 5,000 |
| 收購非控制性權益 | - | - | - | - | (603) | - | (603) | (4,397) | (5,000) |
| 分配至儲備 | - | - | 4,196 | - | - | (4,196) | - | - | - |
| 於民國一〇六年十二月三十一日 | \$276,727 | \$1,731,645 | \$218,564 | \$42,768 | \$(36,106) | \$(1,216,148) | \$950,339 | \$85,090 | \$1,035,429 |
| 於民國一〇七年一月一日 | \$276,727 | \$1,731,645 | \$218,564 | \$42,768 | \$(36,106) | \$(1,216,148) | \$950,339 | \$85,090 | \$1,035,429 |
| 年度(虧損)利潤 | - | - | - | - | - | (222,402) | (222,402) | 1,815 | (220,587) |
| 年度其他全面虧損： | - | - | - | - | - | - | - | - | - |
| 有關國外業務的外匯差額 | - | - | - | - | (14,659) | - | (14,659) | - | (14,659) |
| 全面收入(虧損)總額 | - | - | - | - | (14,659) | (222,402) | (237,061) | 1,815 | (235,246) |
| 非控制性權益出資 | - | - | - | - | - | - | - | 31,819 | 31,819 |
| 收購非控制性權益 | - | - | - | - | 2,448 | - | 2,448 | (18,733) | (16,285) |
| 分配至儲備 | - | - | 3,826 | - | - | (3,826) | - | - | - |
| 向非控制性股東分配股利 | - | - | - | - | - | - | - | (7,726) | (7,726) |
| 於民國一〇七年十二月三十一日 | \$276,727 | \$1,731,645 | \$222,390 | \$42,768 | \$(50,765) | \$(1,442,376) | \$715,726 | \$92,265 | \$807,991 |

註一：民國一〇七年財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|----------------------|----------------------|----------------------|
| 107.1.1~107.12.31 | RMB\$1 : NTS\$4.6997 | RMB\$1 : NTS\$4.4313 | RMB\$1 : NTS\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1 : NTS\$4.6017 | RMB\$1 : NTS\$4.3768 | RMB\$1 : NTS\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1 : NTS\$5.1272 | RMB\$1 : NTS\$4.6247 | RMB\$1 : NTS\$4.8680 |



代表人：



經理人：



會計主管：



陽光能源科技股份有限公司
財務部 內帳務組

民國一〇七年及一〇六年十二月三十一日

單位：新台幣千元

| 本公司權益股東應佔權益 | | | | | | | | | | |
|----------------|-------------|-------------|-------------|-----------|-------------|-------------|---------------|-------------|-----------|-------------|
| 股本 | 股份溢價 | 一般儲備金 | 資本儲備 | 匯兌儲備 | 其他儲備 | 累計虧損 | 總計 | 非控制性權益 | 權益總額 | |
| 於民國一〇六年一月一日 | \$1,285,342 | \$8,043,144 | \$1,007,104 | \$198,649 | \$(320,909) | \$(308,916) | \$(6,139,822) | \$3,764,592 | \$316,738 | \$4,081,330 |
| 年度利潤 | - | - | - | - | - | - | 492,552 | 492,552 | 74,688 | 567,240 |
| 年度其他全面收入： | - | - | - | - | - | - | - | - | - | - |
| 貨幣換算差額 | - | - | - | - | 151,182 | - | - | 151,182 | - | 151,182 |
| 全面收入總額 | - | - | - | - | 151,182 | - | 492,552 | 643,734 | 74,688 | 718,422 |
| 出售一間附屬公司 | - | - | (11,257) | - | - | - | 11,257 | - | - | - |
| 非控制性權益出資 | - | - | - | - | - | (2,764) | - | - | 22,918 | 22,918 |
| 收購非控制性權益 | - | - | - | - | - | - | - | (2,764) | (20,154) | (22,918) |
| 分配至儲備 | - | - | 19,232 | - | - | - | (19,232) | - | - | - |
| 匯率影響數 | (16,964) | (106,149) | (13,291) | (2,622) | 4,235 | 4,077 | 81,031 | (49,683) | (4,180) | (53,863) |
| 於民國一〇六年十二月三十一日 | \$1,268,378 | \$7,936,995 | \$1,001,788 | \$196,027 | \$(165,492) | \$(307,603) | \$(5,574,214) | \$4,355,879 | \$390,010 | \$4,745,889 |
| 於民國一〇七年一月一日 | \$1,268,378 | \$7,936,995 | \$1,001,788 | \$196,027 | \$(165,492) | \$(307,603) | \$(5,574,214) | \$4,355,879 | \$390,010 | \$4,745,889 |
| 年度(虧損)利潤 | - | - | - | - | - | - | (995,516) | (995,516) | 8,124 | (987,392) |
| 年度其他全面虧損： | - | - | - | - | - | - | - | - | - | - |
| 貨幣換算差額 | - | - | - | - | (65,616) | - | - | (65,616) | - | (65,616) |
| 全面收入(虧損)總額 | - | - | - | - | (65,616) | - | (995,516) | (1,061,132) | 8,124 | (1,053,008) |
| 非控制性權益出資 | - | - | - | - | - | - | - | - | 142,428 | 142,428 |
| 收購非控制性權益 | - | - | - | - | - | 10,958 | - | 10,958 | (83,853) | (72,895) |
| 分配至儲備 | - | - | 17,126 | - | - | - | (17,126) | - | - | - |
| 向非控制性股東分配股利 | - | - | - | - | - | - | - | - | (34,583) | (34,583) |
| 匯率影響數 | (29,692) | (185,806) | (23,452) | (4,589) | 3,874 | 7,200 | 130,493 | (101,972) | (9,130) | (111,102) |
| 於民國一〇七年十二月三十一日 | \$1,238,686 | \$7,751,189 | \$995,462 | \$191,438 | \$(227,234) | \$(289,445) | \$(6,456,363) | \$3,203,733 | \$412,996 | \$3,616,729 |

註一：民國一〇七年年度財務報表之所有資產、負債、股東權益及權益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年年度財務報表之所有資產、負債、股東權益及權益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1-107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1-106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1-105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |



代表人：



經理人：



會計主管：



民國一〇七年及一〇六年度十二月三十一日

單位：千元

| | 民國一〇七年度 | | 民國一〇六年度 | |
|----------------------------------|----------------|------------------|---------------|---------------|
| | 人民幣 | 新台幣 | 人民幣 | 新台幣 |
| 經營活動現金流量 | | | | |
| 除稅前(虧損)/利潤 | \$ (232,744) | \$ (1,041,809) | \$ 114,897 | \$ 526,630 |
| 調整： | | | | |
| 折舊及攤銷 | 233,670 | 1,045,953 | 197,135 | 903,569 |
| 出售物業、廠房及設備以及土地租賃預付款項的虧損 | 2,774 | 12,417 | 1,053 | 4,827 |
| 原持有的股權按收購日公平值重新計量之收益 | - | - | (8,819) | (40,422) |
| 收購附屬公司時的購買利益 | - | - | (159) | (729) |
| 出售附屬公司收益 | - | - | (32,520) | (149,055) |
| 應佔聯營公司利潤減虧損 | 1,461 | 6,540 | 14,996 | 68,734 |
| 存貨攤減/(攤減撥回) | 27,621 | 123,637 | (4,282) | (19,627) |
| 應收貿易賬款及其他應收款項減值損失的計提 | 44,497 | 199,178 | 18,900 | 86,628 |
| 物業、廠房及設備減值 | 47,020 | 210,471 | - | - |
| 融資成本 | 136,012 | 608,817 | 121,702 | 557,821 |
| 保用(撥備回衝)/撥備 | (3,621) | (16,208) | 28,446 | 130,383 |
| 自銀行存款的利息收入 | (5,616) | (25,138) | (9,144) | (41,912) |
| 匯兌(虧損)/收益淨額 | (784) | (3,509) | 366 | 1,678 |
| 營運資金變動： | | | | |
| 存貨減少 | 28,542 | 127,760 | 271,690 | 1,245,291 |
| 應收貿易賬款、預付款項、按金 及其他應收款項減少/(增加) | 211,390 | 946,224 | (940,983) | (4,312,996) |
| 合約資產增加 | (15,205) | (68,061) | - | - |
| 原材料的預付款項減少 | 21,741 | 97,317 | 10,925 | 50,075 |
| 應付貿易賬款及其他應付款項增加 | 385,937 | 1,727,531 | 248,147 | 1,137,382 |
| 遞延收入增加/(減少) | 33,953 | 151,980 | (17,691) | (81,087) |
| 經營活動所得現金 | 916,648 | 4,103,100 | 14,659 | 67,190 |
| 抵免/(支付)中國企業所得稅 | 4,831 | 21,624 | (3,910) | (17,921) |
| 經營活動所得現金淨額 | 921,479 | 4,124,724 | 10,749 | 49,269 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|-------------------|-------------------|-------------------|
| 107.1.1~107.12.31 | RMB\$1：NT\$4.6997 | RMB\$1：NT\$4.4313 | RMB\$1：NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1：NT\$4.6017 | RMB\$1：NT\$4.3768 | RMB\$1：NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1：NT\$5.1272 | RMB\$1：NT\$4.6247 | RMB\$1：NT\$4.8680 |

代表人：



經理人：



會計主管：





| | 民國一〇七年度 | | 民國一〇六年度 | |
|--------------------------|------------------|--------------------|------------------|------------------|
| | 人民幣 | 新台幣 | 人民幣 | 新台幣 |
| 投資活動現金流量 | | | | |
| 就購置物業、廠房及設備支付的款項 | (351,264) | (1,572,328) | (126,794) | (581,160) |
| 購買一間聯營公司股權 | (1,800) | (8,057) | (1,500) | (6,875) |
| 收購一間附屬公司現金流出淨額 | - | - | 11,229 | 51,468 |
| 出售土地租賃預付款項、物業、廠房及設備所得款項 | 71,516 | 320,120 | 33,059 | 151,526 |
| 購買可供出售投資 | - | - | (2,430) | (11,138) |
| 出售一間附屬公司 | - | - | (1,194) | (5,473) |
| 已收利息 | 5,616 | 25,138 | 9,144 | 41,911 |
| 投資活動所用現金淨額 | (275,932) | (1,235,127) | (78,486) | (359,741) |
| 融資活動現金流量 | | | | |
| 置存已抵押銀行存款 | (740,124) | (3,312,943) | (1,031,725) | (4,728,912) |
| 解除已抵押銀行存款 | 533,912 | 2,389,897 | 1,197,289 | 5,487,774 |
| 銀行貸款及其他貸款所得款項 | 2,549,285 | 11,411,110 | 2,497,413 | 11,446,893 |
| 償還銀行貸款及其他貸款 | (2,805,908) | (12,559,805) | (2,565,480) | (11,758,878) |
| 償還融資租賃應付款項 | (9,840) | (44,046) | (6,000) | (27,501) |
| 收購非控制性權益 | (16,285) | (72,895) | (5,000) | (22,918) |
| 非控制性權益出資 | 31,819 | 142,428 | 5,000 | 22,918 |
| 已付利息 | (136,012) | (608,817) | (121,702) | (557,821) |
| 已付非控制性股東分配股利 | (7,726) | (34,583) | - | - |
| 融資活動所用現金淨額 | (600,879) | (2,689,654) | (30,205) | (138,445) |
| 現金及現金等價物增加/(減少)淨額 | 44,668 | 199,943 | (97,942) | (448,917) |
| 年初現金及現金等價物 | 191,185 | 855,782 | 293,628 | 1,345,843 |
| 匯率變動的影響淨額 | 3,859 | 17,274 | (4,501) | (20,629) |
| 年終現金及現金等價物 | \$239,712 | \$1,072,999 | \$191,185 | \$876,297 |
| 現金及現金等價物結餘分析 | | | | |
| 現金及銀行結餘 | \$239,712 | \$1,072,999 | \$191,185 | \$876,297 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。

民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1~107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |

代表人：



經理人：



會計主管：



附 件 三

依金管會認可之 IFRSs 重編後之主要財務報表
及財務報表重編說明



陽光化學工業股份有限公司及其子公司
依中華民國企業會計準則編製後合併資產負債表
民國一〇七年十二月三十一日

單位：新台幣千元

| | 依香港財務報告準則編製之金額 | | 依中華民國會計原則編製之金額 | | 依香港財務報告準則編製之金額 | | 依中華民國會計原則編製之金額 | |
|---------------------------|----------------|----------|----------------|-----|----------------|-------------|----------------|--|
| | (註2) | 調整之金額 | 編製之金額 | % | (註2) | 調整之金額 | % | |
| 資產 | | | | | | | | |
| 流動資產： | | | | | | | | |
| 1100 現金及約當現金 | \$1,072,999 | \$- | \$1,072,999 | 5 | \$876,297 | \$- | \$876,297 | |
| 1136 按攤銷後成本衡量之金融資產 | 1,903,768 | - | 1,903,768 | 9 | - | - | - | |
| 1140 合約資產 | 68,061 | - | 68,061 | - | - | - | - | |
| 1150 應收票據 | 957,428 | - | 957,428 | 5 | 1,724,212 | - | 1,724,212 | |
| 1170 應收帳款 | 5,684,013 | (488) | 5,683,525 | 28 | 5,832,183 | (1,011,400) | 4,820,783 | |
| 1180 應收帳款-關係人 | - | 488 | 488 | - | - | 4,180 | 4,180 | |
| 1200 其他應收款 | - | 89,985 | 89,985 | - | - | 142,221 | 142,221 | |
| 130x 存貨 | 1,554,889 | - | 1,554,889 | 8 | 1,849,584 | - | 1,849,584 | |
| 1410 預付款項 | 1,078,473 | (89,985) | 988,488 | 5 | 1,591,973 | (142,221) | 1,449,752 | |
| 1470 其他流動資產 | 12,063 | - | 12,063 | - | 1,059,889 | 1,007,220 | 2,067,109 | |
| 流動資產合計 | 12,331,694 | - | 12,331,694 | 60 | 12,934,138 | - | 12,934,138 | |
| 非流動資產： | | | | | | | | |
| 1517 透過其他綜合損益按公允價值衡量之金融資產 | 10,877 | - | 10,877 | - | - | - | - | |
| 1523 備供出售金融資產-非流動 | - | - | - | - | 11,138 | - | 11,138 | |
| 1550 採用權益法之投資 | 25,027 | - | 25,027 | - | 24,068 | - | 24,068 | |
| 1600 不動產、廠房及設備 | 6,790,516 | - | 6,790,516 | 34 | 7,017,792 | - | 7,017,792 | |
| 1840 遞延所得稅資產 | 214,898 | - | 214,898 | 1 | 159,336 | - | 159,336 | |
| 1900 其他非流動資產 | 1,065,322 | - | 1,065,322 | 5 | 989,010 | - | 989,010 | |
| 非流動資產合計 | 8,106,640 | - | 8,106,640 | 40 | 8,201,344 | - | 8,201,344 | |
| 資產總計 | \$20,438,334 | \$- | \$20,438,334 | 100 | \$21,135,482 | \$- | \$21,135,482 | |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。
民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | | 最低 | | 平均 | |
|-------------------|--------|--------|--------|--------|--------|--------|
| | RMB\$1 | NT\$ | RMB\$1 | NT\$ | RMB\$1 | NT\$ |
| 107.1.1~107.12.31 | 4.6997 | 4.4313 | 4.4313 | 4.5598 | 4.5598 | 4.5598 |
| 106.1.1~106.12.31 | 4.6017 | 4.3768 | 4.3768 | 4.5050 | 4.5050 | 4.5050 |
| 105.1.1~105.12.31 | 5.1272 | 5.1272 | 4.6247 | 4.8680 | 4.8680 | 4.8680 |



代表人：



經理人：



會計主管：



陽光... 及其子公司
依中華民國金管會... 後合併資產負債表(續)
民國一〇七年十二月三十一日

單位：新台幣千元

| | 依香港財務報告準則編製之金額 (註2) | | 依中華民國會計原則編製之金額 (註2) | | 依香港財務報告準則編製之金額 (註2) | | 依中華民國會計原則編製之金額 | |
|----------------------|---------------------|-------|---------------------|---|---------------------|-----------|----------------|------|
| | 金額 | % | 金額 | % | 金額 | % | 金額 | % |
| 負債及權益 | | | | | | | | |
| 流動負債： | | | | | | | | |
| 2100 短期借款 | \$7,368,407 | 36 | \$- | | \$8,803,267 | | \$8,803,267 | 42 |
| 2130 合約負債 | 288,563 | 1 | - | | - | | - | - |
| 2150 應付票據 | 4,004,041 | 20 | - | | 2,034,189 | | 2,034,189 | 10 |
| 2170 應付帳款 | 2,446,454 | (143) | (143) | | 2,803,860 | (9,772) | 2,794,088 | 13 |
| 2180 應付帳款－關係人 | - | 143 | 143 | | - | 9,772 | 9,772 | - |
| 2200 其他應付款 | 466,501 | - | - | | 632,954 | (200,986) | 431,968 | 2 |
| 2250 負債準備－流動 | 218,810 | - | - | | 213,312 | - | 213,312 | 1 |
| 2300 其他流動負債 | - | - | - | | - | 200,986 | 200,986 | 1 |
| 2322 一年或一營業週期內到期長期借款 | 568,522 | - | - | | 7,696 | - | 7,696 | - |
| 2355 應付租賃款－流動 | - | - | - | | 36,668 | - | 36,668 | - |
| 流動負債合計 | 15,361,298 | - | - | | 14,531,946 | - | 14,531,946 | 69 |
| 非流動負債： | | | | | | | | |
| 2540 長期借款 | 77,514 | - | - | | 571,828 | - | 571,828 | 3 |
| 2570 遞延所得稅負債 | 11,987 | - | - | | 12,747 | - | 12,747 | - |
| 2600 其他非流動負債 | 1,370,806 | - | - | | 1,273,072 | - | 1,273,072 | 6 |
| 非流動負債合計 | 1,460,307 | - | - | | 1,857,647 | - | 1,857,647 | 9 |
| 負債總計 | 16,821,605 | - | - | | 16,389,593 | - | 16,389,593 | 78 |
| 歸屬母公司業主權益： | | | | | | | | |
| 3100 股本 | 1,238,686 | - | - | | 1,268,378 | - | 1,268,378 | 6 |
| 3200 資本公積 | 7,715,393 | - | - | | 7,967,530 | - | 7,967,530 | 38 |
| 3310 法定盈餘公積 | 995,462 | - | - | | 1,001,788 | - | 1,001,788 | 5 |
| 3351 累積虧損 | (6,456,363) | (32) | (32) | | (5,574,214) | - | (5,574,214) | (27) |
| 3400 其他權益 | (289,445) | (1) | (1) | | (307,603) | - | (307,603) | (2) |
| 歸屬母公司業主之權益 | 3,203,733 | 16 | 16 | | 4,355,879 | - | 4,355,879 | 20 |
| 36xx 非控制權益 | 412,996 | - | - | | 390,010 | - | 390,010 | 2 |
| 權益總計 | 3,616,729 | - | - | | 4,745,889 | - | 4,745,889 | 22 |
| 負債及權益總計 | \$20,438,334 | 100 | 100 | | \$21,135,482 | 100 | \$21,135,482 | 100 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。
民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。
註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1-107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1-106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1-105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |



代表人：

經理人：



會計主管：





陽光能源有限公司及其子公司
 中華民國金寶公司編製合併綜合損益表
 民國一〇七年十二月三十一日

單位：新台幣千元

| | 民國一〇七年度 | | 民國一〇六年度 | | |
|----------------------|---------------------|---------------------|---------------------|---------------------|------|
| | 依香港財務報告準則編製之金額 (註2) | 依中華民國會計原則編製之金額 (註2) | 依香港財務報告準則編製之金額 (註2) | 依中華民國會計原則編製之金額 (註2) | |
| 營業收入 | \$18,005,299 | \$18,005,299 | \$18,332,240 | \$18,332,240 | 100 |
| 營業成本 | (16,225,786) | (16,225,786) | (15,316,879) | (15,316,879) | (84) |
| 營業毛利 | 1,779,513 | 1,779,513 | 3,015,361 | 3,015,361 | 16 |
| 營業費用： | | | | | |
| 推銷費用 | (346,668) | (346,668) | (310,308) | (310,308) | (2) |
| 管理費用 | (1,690,253) | (749,123) | (1,883,796) | (857,207) | (5) |
| 研究發展費用 | - | (941,130) | - | (1,026,589) | (6) |
| 營業費用合計 | (2,036,921) | (2,036,921) | (2,194,104) | (2,194,104) | (13) |
| 營業(損失)利益 | (257,408) | (257,408) | 821,257 | 821,257 | 3 |
| 營業外收入及支出： | | | | | |
| 其他收入 | 240,605 | (8,738) | 231,867 | 331,928 | 2 |
| 其他利益及損失 | (409,649) | 8,738 | (400,911) | (33,519) | (3) |
| 財務成本 | (608,817) | - | (608,817) | (557,821) | (3) |
| 採用權益法認列之關聯企業及合資損益之份額 | (6,540) | (6,540) | (68,734) | (68,734) | (1) |
| 營業外收入及支出合計 | (784,401) | (784,401) | (294,627) | (294,627) | (1) |
| 稅前(淨損)淨利 | (1,041,809) | (1,041,809) | 526,630 | 526,630 | 2 |
| 所得稅利益 | 54,417 | 54,417 | 40,610 | 40,610 | - |
| 本期(淨損)淨利 | (987,392) | (987,392) | 567,240 | 567,240 | 2 |
| 其他綜合損益： | | | | | |
| 後續可能重分類至損益之項目 | (65,616) | (65,616) | 151,182 | 151,182 | 1 |
| 國外營運機構財務報告換算之兌換差額 | - | - | - | - | - |
| 備供出售金融資產未實現評價損益 | (65,616) | (65,616) | 151,182 | 151,182 | 1 |
| 本期其他綜合損益(稅後淨額) | \$(1,053,008) | \$(1,053,008) | \$718,422 | \$718,422 | 3 |
| 本期綜合損益總額 | \$(987,392) | \$(987,392) | \$567,240 | \$567,240 | 2 |
| 淨(損)利歸屬於： | | | | | |
| 母公司業主 | \$(995,516) | \$(995,516) | \$492,552 | \$492,552 | 2 |
| 非控制權益 | 8,124 | 8,124 | 74,688 | 74,688 | - |
| 綜合損益歸屬於： | | | | | |
| 母公司業主 | \$(1,061,132) | \$(1,061,132) | \$643,734 | \$643,734 | 3 |
| 非控制權益 | 8,124 | 8,124 | 74,688 | 74,688 | - |
| 基本每股(虧損)盈餘(新台幣元) | \$(0.31) | \$(0.31) | \$0.15 | \$0.15 | |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。
 民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5835換算。
 註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1-107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1-106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1-105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |



代表人：

經理人：



會計主管：





陽光新地有限公司
 附屬公司
 依中華民國會計準則編製
 民國一〇七年一月一日至十二月三十一日
 合併現金流量表

單位：新台幣千元

| | 民國一〇七年度 | | 民國一〇六年度 | |
|----------------------|--------------------|----------------|--------------------|----------------|
| | 依香港財務報告準則編製之金額(註2) | 依中華民國會計原則編製之金額 | 依香港財務報告準則編製之金額(註2) | 依中華民國會計原則編製之金額 |
| 營業活動之現金流量： | | | | |
| 本期稅前淨(損)利 | \$ (1,041,809) | \$ (1,041,809) | \$ - | \$ 526,630 |
| 調整項目： | | | | |
| 不影響現金流量之收益費損項目： | | | | |
| 折舊費用 | 1,026,956 | 1,026,956 | 885,868 | 885,868 |
| 攤銷費用 | 18,997 | 18,997 | 17,701 | 17,701 |
| 利息費用 | 608,817 | 608,817 | 557,821 | 557,821 |
| 利息收入 | (25,138) | (25,138) | (41,912) | (41,912) |
| 金融資產迴轉利益 | - | - | (40,422) | (40,422) |
| 非金融資產減損損失 | 334,108 | 334,108 | 67,001 | 86,628 |
| 預期信用減損損失 | 199,178 | 199,178 | - | - |
| 收購公司利益 | - | - | (729) | (729) |
| 提列保固負債準備 | (16,208) | (16,208) | 130,383 | 130,383 |
| 採用權益法認列之關聯企業及合資損失之份額 | 6,540 | 6,540 | 68,734 | 68,734 |
| 處分及報廢不動產、廠房及設備損失 | 12,417 | 12,417 | 4,827 | 4,827 |
| 未實現外幣兌換(利)損 | (3,509) | (3,509) | 1,678 | 1,678 |
| 處分採用權益法之投資損失(利益) | - | - | (149,055) | (149,055) |
| 與營業活動相關之資產之淨變動： | 2,162,158 | 2,038,521 | 1,501,895 | 1,521,522 |
| 與營業活動相關之負債之淨變動： | (256,428) | (260,120) | (1,649,578) | (1,649,578) |
| 應收票據減少(增加) | 3,692 | (3,692) | (2,939,201) | (3,026,237) |
| 應收帳款-關係人減少 | (68,061) | (68,061) | - | 87,036 |
| 合約資產增加 | - | - | - | - |
| 其他應收款減少 | 618,576 | 618,576 | - | - |
| 存貨減少 | 127,760 | 251,397 | 384,942 | 384,942 |
| 預付款項增加 | 476,230 | (142,346) | 1,245,291 | 1,225,664 |
| 其他非流動資產減少 | 97,317 | 97,317 | 239,109 | (384,942) |
| 與營業活動相關之資產之淨變動合計 | 1,103,240 | 1,226,877 | (3,017,630) | (86,749) |
| 與營業活動相關之負債之淨變動： | 2,017,472 | (282,141) | 1,202,586 | 1,202,586 |
| 應付票據增加 | (291,770) | (282,141) | (13,586) | (104,697) |
| 應付帳款減少 | 9,629 | (9,629) | 91,111 | 91,111 |
| 應付帳款-關係人(減少)增加 | - | - | - | - |
| 合約負債增加 | 92,283 | 92,283 | - | - |
| 其他應付款(減少)增加 | (90,454) | (90,454) | (51,618) | - |
| 其他流動負債減少 | - | - | 80,616 | 28,998 |
| 其他非流動負債增加(減少) | 151,980 | 151,980 | (81,087) | (80,616) |
| 與營業活動相關之負債之淨變動合計 | 1,879,511 | 1,879,511 | 1,056,295 | (81,087) |
| 與營業活動相關之資產及負債之淨變動合計 | 2,982,751 | 3,106,388 | (1,980,962) | 1,056,295 |
| 營業活動之現金流入 | 4,103,100 | 4,103,100 | 67,190 | (1,980,962) |
| 所得稅 | 21,624 | 21,624 | - | 67,190 |
| 營業活動之淨現金流入 | 4,124,724 | 4,124,724 | 49,269 | (1,921) |
| | | | | 49,269 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB\$1=NT\$4.4762換算。
 民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率RMB\$1=NT\$4.5935換算。
 註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1-107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1-106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1-105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6142 | RMB\$1 : NT\$4.8680 |

代表人：



經理人：



會計主管：





陽光能轉運有限公司
 依中華民國臺灣會計師公會公告之「非經常性交易及現金流量表(續)」
 民國一〇七年及一〇六年十二月三十一日

單位：新台幣千元

| | 民國一〇七年度 | | 民國一〇六年度 | |
|-------------------|---------------------|---------------------|---------------------|----------------|
| | 依香港財務報告準則編製之金額 (註2) | 依中華民國會計原則編製之金額 (註2) | 依香港財務報告準則編製之金額 (註2) | 依中華民國會計原則編製之金額 |
| 投資活動之現金流量： | | | | |
| 取得不動產、廠房及設備 | (1,572,328) | (1,572,328) | (581,160) | (581,160) |
| 處分不動產、廠房及設備 | 320,120 | 320,120 | 151,526 | 151,526 |
| 取得(處分)備供出售金融資產 | - | - | (11,138) | (11,138) |
| 因合併產生之現金流(出)入 | (8,057) | (8,057) | 44,593 | 44,593 |
| 處分子公司 | - | - | (5,473) | (5,473) |
| 收取之利息 | 25,138 | 25,138 | 41,911 | 41,911 |
| 投資活動之淨現金流出 | (1,235,127) | (1,235,127) | (359,741) | (359,741) |
| 籌資活動之現金流量： | | | | |
| 短期借款增加 | 11,323,792 | 11,323,792 | 11,420,959 | 11,420,959 |
| 短期借款減少 | (12,552,562) | (12,552,562) | (11,571,580) | (11,571,580) |
| 舉借長期借款(包括一年內到期部分) | 87,318 | 87,318 | 25,934 | 25,934 |
| 償還長期借款(包括一年內到期部分) | (7,243) | (7,243) | (187,298) | (187,298) |
| 取得按攤銷後成本衡量之金融資產 | (3,312,943) | (3,312,943) | - | - |
| 處分按攤銷後成本衡量之金融資產 | 2,389,897 | 2,389,897 | - | - |
| 其他流動資產減少 | - | - | 758,862 | 758,862 |
| 應付租賃款減少 | (44,046) | (44,046) | (27,501) | (27,501) |
| 取得子公司非控制權益 | 34,950 | 34,950 | - | - |
| 支付之利息 | (608,817) | (608,817) | - | - |
| 籌資活動之淨現金流出 | (2,689,654) | (2,689,654) | (557,821) | (557,821) |
| 匯率變動對現金及約當現金之影響 | 17,274 | 17,274 | (138,445) | (138,445) |
| 本期現金及約當現金增加(減少)數 | 217,217 | 217,217 | (469,546) | (469,546) |
| 期初現金及約當現金餘額 | 855,782 | 855,782 | 1,345,843 | 1,345,843 |
| 期末現金及約當現金餘額 | \$1,072,999 | \$1,072,999 | \$876,297 | \$876,297 |

註一：民國一〇七年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率 RMB\$1=NT\$4.4762 換算。
 民國一〇六年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國106年12月31日之匯率 RMB\$1=NT\$4.5835 換算。
 註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

| 年度 | 最高 | 最低 | 平均 |
|-------------------|---------------------|---------------------|---------------------|
| 107.1.1~107.12.31 | RMB\$1 : NT\$4.6997 | RMB\$1 : NT\$4.4313 | RMB\$1 : NT\$4.5598 |
| 106.1.1~106.12.31 | RMB\$1 : NT\$4.6017 | RMB\$1 : NT\$4.3768 | RMB\$1 : NT\$4.5050 |
| 105.1.1~105.12.31 | RMB\$1 : NT\$5.1272 | RMB\$1 : NT\$4.6247 | RMB\$1 : NT\$4.8680 |

代表人：



經理人：



會計主管：



陽光能源控股有限公司及其子公司

合併財務報表重編說明

民國一〇七年一月一日至十二月三十一日及

民國一〇六年一月一日至十二月三十一日

一、合併財務報表重編原則

陽光能源控股有限公司及其子公司(以下簡稱合併公司)如附件四所列之民國一〇七年一月一日至十二月三十一日及一〇六年一月一日至十二月三十一日財務報告，係包括陽光能源控股有限公司(以下簡稱本公司)及其子公司之合併財務資訊。

合併公司民國一〇七年一月一日至十二月三十一日及一〇六年一月一日至十二月三十一日依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表、合併綜合損益表及合併現金流量表，因與證券發行人財務報告編制準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、國際財務報告解釋及解釋公告編製財務報告(以下簡稱中華民國所採用之會計準則)規定部份不符，爰依中華民國行政院金融監督管理委員會民國一〇一年十二月十三日金管證審字第1010056540號令「第二上市(櫃)公司財務報告複核要點」規定，就上述合併資產負債表、合併綜合損益表及合併現金流量表依中華民國規定格式予以重編。

二、中華民國及香港一般公認會計原則差異彙總說明

中華民國與香港一般公認會計原則之主要差異，茲彙總說明如下：

| | <u>中華民國所採用 之會計準則</u> | <u>香港一般公認 會計原則</u> | <u>對重編合併 財務報表之影響</u> |
|------------|---|---|--------------------------|
| (一)合併資產負債表 | 一般之分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排 | 一般之分類方式，資產係以非流動性資產在前，流動資產在後。負債及股東權益，係以負債在前，股本及各 | 已依中華民國所採用之會計準則規定予以表達揭露。 |

| | 中華民國所採用 之會計準則 | 香港一般公認 會計原則 | 對重編合併 財務報表之影響 |
|------------|---|--|--|
| | 列，近者在先，遠者在後。股東權益按永久性大小排列，永久性大者在先，小者在後。 | 項準備在後，負債以流動負債在前，非流動負債在後。 | |
| (一)合併資產負債表 | 應收帳款及應付帳款一關係人，依金額重大性予以單獨表達。 | 應收款項、應收帳款一關係人及應收票據合併表達為應收帳款及票據；應付款項、應付帳款一關係人及應付票據合併表達為應付帳款及票據。 | 已依中華民國所採用之會計準則規定分別予以分拆表達或進行調整揭露之，其相關調整請詳附件三之合併資產負債表。 |
| | 預付款項及其他應收款，依金額重大性予以單獨表達。 | 預付款項及其他應收款合併表達為預付款項、按金及期他應收款項。 | 已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併資產負債表。 |
| | 應依各交易產生之性質區分為資本公積、法定盈餘公積、未分配盈餘、備供出售金融資產未實現損益及國外營運機構財務報表換算之兌換差額。 | 左列科目均列入儲備項下表達。 | 已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併資產負債表。 |

| | 中華民國所採用 之會計準則 | 香港一般公認 會計原則 | 對重編合併 財務報表之影響 |
|------------|--|-------------------------------------|--|
| (一)合併資產負債表 | 質押存款分類為流動資產項下，並列示為其他流動資產。 | 質押存款列為單行科目係已抵押存款項下。 | 已依中華民國所採用之會計準則規定予以分拆表達揭露，請詳附件三之合併資產負債表。 |
| (二)綜合損益表 | 應區分營業收入、營業成本、營業費用(分推銷費用、管理費用及研究發展費用)、營業外收入及支出及所得稅費用，依功能別為分類基礎分別予以列示。 | 應區分營業收入、銷貨成本、收益與費損、所得稅費用、本年度利益(損失)。 | 已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併綜合損益表。 |

附 件 四

外國會計師之查核報告暨
財務報表及相關附註或附表(中譯本)



Solargiga Energy

Solargiga Energy Holdings Limited
陽光能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock Code 股份編號: 757

To Create
BRIGHT FUTURE
共創**未來**

ANNUAL REPORT **2018**
年報





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CORPORATE INFORMATION

公司資料

Board of Directors

Executive Directors

Mr. TAN Wenhua (*Chairman*)
Mr. TAN Xin
Mr. WANG Junze

Non-executive Director

Mr. HSU You Yuan

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert
Ms. FU Shuangye
Mr. ZHANG Chun

Company Secretary

Mr. Yuen Kin Shan

Audit Committee

Dr. Wong Wing Kuen, Albert (*Chairman*)
Ms. Fu Shuangye
Mr. Zhang Chun

Remuneration Committee

Ms. Fu Shuangye (*Chairman*)
Dr. Wong Wing Kuen, Albert
Mr. Zhang Chun
Mr. Tan Wenhua

Nomination Committee

Mr. Zhang Chun (*Chairman*)
Dr. Wong Wing Kuen, Albert
Ms. Fu Shuangye
Mr. Hsu You Yuan

Auditor

Ernst & Young

Principal Bankers

Jinzhou Rural Commercial Bank
Bank of Jinzhou
Entie Commercial Bank
Taiwan Cooperative Bank
China Merchants Bank

董事會

執行董事

譚文華先生(*主席*)
譚鑫先生
王鈞澤先生

非執行董事

許祐淵先生

獨立非執行董事

王永權博士
符霜葉女士
張椿先生

公司秘書

袁建山先生

審核委員會

王永權博士(*主席*)
符霜葉女士
張椿先生

薪酬委員會

符霜葉女士(*主席*)
王永權博士
張椿先生
譚文華先生

提名委員會

張椿先生(*主席*)
王永權博士
符霜葉女士
許祐淵先生

核數師

安永會計師事務所

主要往來銀行

錦州農村商業銀行股份有限公司
錦州銀行
安泰商業銀行
合作金庫銀行
招商銀行

Corporate Information 公司資料

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Room 1402, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Principal Share Registrar

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Rooms 1712-16, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Authorised Representatives

Mr. WANG Junze
Mr. Yuen Kin Shan

Corporate Website

www.solargiga.com

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港總辦事處暨主要營業地址

香港
灣仔
港灣道25號
海港中心1402室

股份過戶登記總處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記處

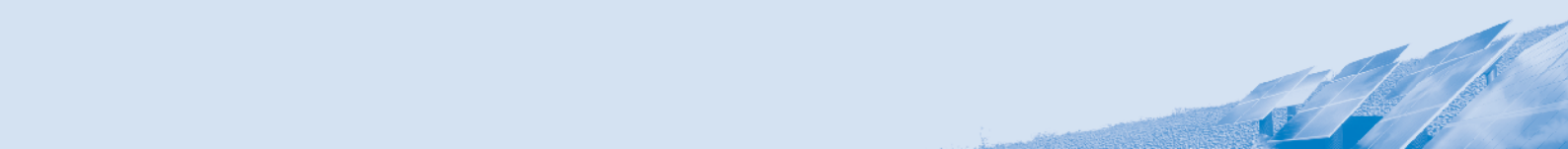
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-16室

法定代表

王鈞澤先生
袁建山先生

企業網站

www.solargiga.com



COMPANY PROFILE

公司簡介

Solargiga Energy Holdings Limited (the “Company” or “Solargiga”, together with its subsidiaries, the “Group”, Hong Kong stock code: 757, Taiwan stock code: 9157.TT) is a leading supplier of upstream and downstream vertically integrated solar energy services. Its products are not only sold to customers in the upstream and mid-stream industries, but also directly to end users.

During the year, the Group was mainly engaged in four main businesses:

- (a) the manufacture of, trading of and provision of processing services for monocrystalline silicon solar ingots/wafers;
- (b) the manufacture and trading of monocrystalline silicon solar cells;
- (c) the manufacture and trading of photovoltaic modules; and
- (d) the construction and operating of photovoltaic power plants.

Currently, our integrated business model includes monocrystalline silicon solar ingot production with annual capacity of approximately 1.8GW, solar wafer production with annual capacity of approximately 1.8GW, as well as photovoltaic cells production and modules production with annual capacity of approximately 400MW and 2.2GW, respectively.

Through vertical integration and strategic partnerships, the Group actively expanded the business of end-user market apart from its efforts in stabilizing its upstream and midstream business development, direct contact with end-users, thereby driving demand for products from downstream to upstream, covering the entire industry chain of the photovoltaic sector.

陽光能源控股有限公司(「本公司」或「陽光能源」，連同其附屬公司統稱「本集團」，香港股份代號：757，台灣股份代號：9157.TT)為上下游垂直整合太陽能服務的領先供應商。其產品不僅向上游及中游工業客戶出售，而且直接向終端客戶出售。

年內，本集團主要從事的四項主要業務分別為：

- (a) 太陽能單晶硅棒／硅片的製造、買賣及提供太陽能單晶硅棒／硅片加工服務；
- (b) 製造及買賣太陽能單晶硅電池；
- (c) 製造及買賣光伏組件；及
- (d) 興建及經營光伏電站。

目前，本集團的整合業務模式包括年產能約1.8吉瓦的太陽能單晶硅棒生產業務、年產能約1.8吉瓦的太陽能硅片生產業務以及年產能分別約400兆瓦及2.2吉瓦的光伏電池及組件生產業務。

通過垂直整合及戰略夥伴關係的優勢，在穩固上中游業務發展的同時，本集團積極開拓終端業務，直接接觸終端客戶，由下而上拉動產品需求，從而覆蓋整個光伏產業鏈。



FINANCIAL HIGHLIGHTS

財務摘要

Five-Year Financial Summary

五年財務概要

| RMB'000 | 人民幣千元 | 2014 二零一四年 | 2015 二零一五年 | 2016 二零一六年 | 2017 二零一七年 | 2018 二零一八年 |
|---|-------------------|---------------|---------------|---------------|---------------|------------------|
| Revenue | 收入 | 2,864,699 | 2,899,550 | 3,020,976 | 3,999,616 | 4,022,452 |
| Gross profit | 毛利 | 363,917 | 242,538 | 329,077 | 657,873 | 397,550 |
| Operating (loss)/profit | 經營(虧損)/利潤 | 171,085 | 152,548 | (74,289) | 251,595 | (95,271) |
| (Loss)/profit attributable to equity shareholders | 權益股東應佔(虧損)/利潤 | (63,846) | 15,653 | (239,149) | 107,462 | (222,402) |
| Basic (loss)/earnings per share (RMB cents) | 每股基本(虧損)/盈利(人民幣分) | (1.99) | 0.49 | (7.45) | 3.35 | (6.92) |
| Non-current assets | 非流動資產 | 2,482,521 | 2,158,228 | 1,990,045 | 1,789,319 | 1,811,054 |
| Current assets | 流動資產 | 1,798,519 | 2,554,539 | 2,284,503 | 2,821,891 | 2,754,947 |
| Current liabilities | 流動負債 | 2,477,881 | 2,949,853 | 2,937,233 | 3,170,491 | 3,431,772 |
| Non-current liabilities | 非流動負債 | 627,141 | 600,051 | 458,627 | 405,290 | 326,238 |
| Net assets | 資產淨值 | 1,176,018 | 1,162,863 | 878,688 | 1,035,429 | 807,991 |

Sustainable Development GROW TO ACHIEVE SUCCESS

持續發展 創建成就



CHAIRMAN'S STATEMENT

主席報告書

TAN Wenhua,
Executive Director and Chairman
譚文華，執行董事兼主席



Dear honourable shareholders,

On behalf of the board of directors (the "Board") of Solargiga Energy Holdings Limited, I hereby present the annual report of the Company for the year ended 31 December 2018.

各位尊敬的股東：

本人謹代表陽光能源控股有限公司董事會同仁，向各位股東提呈本公司截至二零一八年十二月三十一日止年度之業績報告。

Asia is still the main source of demand in the photovoltaic industry, in which China continues to lead the market. China's installed capacity surged far beyond expectations and has ranked first in the world for five consecutive years. Under the growing awareness of the benefits of high-conversion efficiency monocrystalline photovoltaic products, it has led to stronger demand for monocrystalline photovoltaic modules. Its market share has grown rapidly. In the future, the Group will continue to focus on the PRC, Japan and other overseas markets, promoting the Group's monocrystalline photovoltaic products.

In 2018, although the market was generally affected by the news of the "531 New Policy", especially those inefficient photovoltaic products in the market. However, reaping the benefits of the results from strengthening the customer relationship of downstream module products over the years, the Group's high-end photovoltaic products continued to be welcomed by domestic state-owned enterprises and multinational enterprises. Total shipment increased from 2,428MW in 2017 to 2,797MW in 2018, a growth reaching 15.2%.

亞洲地區續為光伏行業的主要需求來源，中國繼續為市場主導，中國裝機量大幅增長遠超預期，連續5年位居世界第一。隨著市場意識到電轉換效率較高的單晶光伏產品的利基，造成單晶光伏組件的需求越加強烈，其市場份額不斷快速增長。未來，集團將會繼續開發中國、日本以及其他海外市場，並大力推廣集團單晶光伏產品。

二零一八年，雖然市場普遍受「531新政」的消息影響，尤以市場低效光伏產品為甚。但本集團憑藉著多年來深化下游組件產品客戶群合作關係的成果，高端光伏產品仍受國內國企及海外跨國企業歡迎，總出貨量由二零一七年的2,428兆瓦提高至二零一八年的2,797兆瓦，成長幅度仍達15.2%。

Chairman's Statement

主席報告書

In terms of price, affected by the news of the "531 New Policy", the sudden and rapid freezing of market demand caused the supply side to irrationally cut prices in the short term. However, not only did the price cuts failed to immediately stimulate demand, it even caused deferrals in procurement by the demand side, hence resulting in substantial inventory provision. As such, the Group's overall gross profit was greatly compressed. The gross profit margin reduced from 16.4% in 2017 to 9.9% in 2018, resulting in an operating loss of RMB95.271 million in 2018.

However, despite the sudden and irrational factors of the aforementioned market, and even though the average unit price of the product in the future is still expected to gradually decrease with the advent of grid parity, the Group can rely on (1) the comparative advantages from technological superiority of its diversified product lines; (2) the highly competitive supporting outsourced production, to significantly drive its production costs down; and (3) the progressive commissioning of the high-efficiency production equipment, in particular, with regard to the Group's first phase 600MW mono-crystalline ingot and wafer project located in Qujing City, Yunnan Province, China, in the actual trial production stage, the finished products of mono-crystalline products being also in line with expectations, the costs having been reduced by one-third compared with the finished products produced in Jinzhou, it is expected that the magnitude of decrease in cost of the Group's products will be greater than that of the decrease in unit selling price and the Group's gross profit will return to a normal level.

During the year, the net cash inflow from operating activities was RMB921.479 million, a significant increase of RMB910.73 million from RMB10.749 million of last year. The year-end cash position has also been improved. It will be advantageous to the Group in coping with sudden change in market conditions.

To further reiterate, phase one 600MW monocrystalline silicon solar ingot and wafer project, newly invested by the Group, located in Qujing City, Yunnan Province, China has gradually commenced production. In addition to the local electricity costs at the new plant being lower than that at our major production base, the manufacturing facilities of the new generation silicon ingots, researched and developed in association with a specialist manufacturer, has commenced production. It facilitated the lowering of manufacturing cost of ingots and wafers; strong support from the local government are available, in particular financial support obtained for land, warehouses and a variety of factory facilities, the construction and follow-up operation, in order to improve the operating efficiency of the new plant. In the actual trial production stage, the finished products of mono-crystalline silicon products are also in line with expectations. The costs has been reduced by one-third compared with the finished products produced in Jinzhou. The Group expects the Qujing Project will become the new layout point

價格方面，受「531新政」的消息影響，市場需求突發性的急速冷凍，造成市場供給端短期內非理性的大幅降價，但降價的結果非但無法立即刺激需求，反而造成市場需求端的遞延採購，進而產生大的存貨跌價損失，故集團綜合毛利受到大幅壓縮，毛利率由二零一七年的16.4%下調至二零一八年的9.9%，造成二零一八年產生經營虧損人民幣95.271百萬元。

然而，若撇除前述市場突發性且非理性的影響因素後，雖然預期未來平均產品銷售單價仍將隨著全面平價上網的來臨而逐漸降低，但本集團可憑藉著(1)長期以來各產品線多元化的技術疊加優勢，(2)更有競爭力的外部生產配套設施而帶動的生產成本大幅降低，加上(3)高效生產設備已陸續投入量產，尤其本集團於中國雲南省曲靖市新增加投資的第一期600兆瓦單晶硅棒及單晶硅片項目，實際試產階段單晶產成品亦符合預期，成本現已比錦州生產的產成品減少三分之一，預期本集團產品成本下降幅度將可較銷售價格的降幅更低，使得集團毛利回歸於正常水平。

另外，年內營業活動產生淨現金流入為人民幣921.479百萬元，較去年的人民幣10.749百萬元，大幅增長910.73百萬元。年終現金金額亦得到改善，將有利於集團應付市場突變環境。

進一步交代，本集團於中國雲南省曲靖市新增加投資的第一期600兆瓦單晶硅棒及單晶硅片項目部分已經開始投產。除了新廠當地用電成本需較原主要生產基地大幅降低之外，與專屬設備廠商共同研發的新一代晶棒生產，設備已正式開始投產，將顯著降低硅棒硅片生產成本；針對土地廠房及各種廠務配套設施，與建設期間和後續運營的財政補助，亦取得當地政府強大力度的鼓勵和支持，以加強新廠運營效率。而實際試產階段產成品亦符合預期，成本現已比錦州生產的產成品減少三

Chairman's Statement 主席報告書

of the Group, further improving the Group's overall manufacturing costs, and paving the way for the improvement in the Group's gross profit. The Group is currently actively planning phase two 600MW of the project.

Further, as previously announced, installation of the new production lines of our BS modules of N-type monocrystalline IBC solar cell, which produces higher current output, open circuit voltage, fill factor and other electrical performance advantages, have been completed. It will become one of the Group's major module products in 2019. BS modules utilises, first in the country, this internationally-leading FPC manufacturing technique, with SHARP Corporation ("SHARP"), the Group's key strategic partner, being its major sales customer. It is expected that the Group's overseas shipments will further increase.

Mono-crystalline silicon technology has already been regarded as the mainstream of the future by the market. Enhancement of technology to effectively reduce costs has led to a rapid reduction in the cost of mono-crystalline silicon. Strong demands drives the effect of economies of scale. The future development trend towards mono-crystalline silicon has become clearer. Global demand for mono-crystalline silicon products is increasing rapidly. The global market share of mono-crystalline silicon ratio was 18% in 2015, 27% in 2016 and 36% in 2017. It is expected that the market share of mono-crystalline silicon will increase at a steeper rate in 2018, leading to mono-crystalline silicon modules, in 2019, overtaking multi-crystalline silicon modules in market share. As the Group specialises in monocrystalline photovoltaic products, and has its own in-house support for high-quality self-manufactured upstream monocrystalline silicon ingots and monocrystalline silicon wafers, demand for the Group's monocrystalline modules has increased annually. Correspondingly, the proportion of sales derived from the Group's monocrystalline modules has increased each year. This goes to show that the Group's adherence to its strategy of vertical integration of monocrystalline products was truly visionary.

With regard to our capacity allocation strategy, although the Group possesses the capacities to manufacture the aforementioned mono-crystalline silicon ingots, mono-crystalline silicon wafers, solar cells and modules, the production capacity of each is not exactly the same. Currently, the Group's production capacities for monocrystalline silicon ingots and monocrystalline silicon wafers are both 1.8GW respectively. Monocrystalline solar cell annual production capacity remains at 400MW with photovoltaic module production capacities at 2.2GW. Through this capacity allocation strategy, the Group's strategy can be manifested. Through satisfying the external demands for its photovoltaic modules while, at the same time, boosting the internal demands for its monocrystalline silicon ingots/wafers, and through the strategy of partly self-manufacturing and partly externally procuring the mid-stream solar cells, under the

分之一。本集團預計曲靖項目將成為集團新的佈局點，進一步改善集團整體製造成本，帶領集團集團整體毛利改善。集團亦正積極籌備項目第二期600兆瓦。

另外，之前公告所提示，可令組件呈現出較高的輸出電流、開路電壓、填充因子等電性能優勢的N型單晶IBC電池產品BS組件，其新產線已完成安裝，將於二零一九年開始成為本集團主力組件產品之一。BS組件採用國際領先且國內首家率先採用的FPC組件封裝技術，主要銷售客戶為本集團重要戰略夥伴日本夏普(SHARP Corporation「SHARP」)，預期本集團海外出貨量亦會進一步增加。

單晶技術路線已被市場視為未來主流，有效降低成本的技術路線令單晶成本快速降低，需求旺盛驅動擴產規模效應，單晶主導未來發展趨勢越加清晰，全球市場對單晶產品的需求快速增加。全球單晶佔比自二零一五年的18%、二零一六年的27%至二零一七年的36%，預計結算二零一八年單晶市場佔有率將加速提升，二零一九年單晶組件的市場佔有率可能超越多晶。作為專注於單晶光伏產品企業，並且配套著高品質自家生產的上游單晶硅棒和單晶硅片，使得客戶對本集團的單晶組件的需求每年遞增，集團單晶組件銷售比例亦隨之逐年攀升，正突顯出集團堅持單晶產品垂直整合策略之遠見。

關於產能配置策略方面，雖然本集團具有單晶硅棒、單晶硅片、單晶電池、與光伏組件等各項產品的生產製造能力，但各產品環節的產能配置卻不盡相同。目前本集團單晶硅棒和單晶硅片年產能各分別是1.8吉瓦，單晶電池年產能則是維持400兆瓦，光伏組件年產能則為2.2吉瓦。透過如此產能配置策略，本集團策略得以體現。透過滿足下游終端組件客戶的外部需求，進而拉動上游自產硅棒／硅片的內部需求，加之透過中游電池片部份自產和部份外購的策略，以自下而上帶動集團每個生產環結的產能利用率，將可抵禦上游硅片市場銷售波動或降低中游電池供給不穩定的風險。



Chairman's Statement

主席報告書

abovementioned strategy to drive the Group's overall capacity utilisation from bottom up, the Group is able to better mitigate the market risks arising from fluctuant sales of upstream silicon wafers or unstable supply of mid-stream solar cells. In addition, with a focus on the production of upstream mono-crystalline silicon ingots and silicon wafers, and planning the downstream module production capacity, in order to focus on the production of upstream niche products, mono-crystalline silicon ingots and wafers, and through significant module production capacity, the Group not only maintains direct contact with downstream customers, but also keeping a finger on the pulse of the end-user market, and can also bring out the upstream high-end mono-crystalline silicon ingot and wafer products.

The road to grid parity may be a painful change, but it is also an opportunity for the industry's revival. We are fully prepared and will do our utmost to embrace the sustainable market development after reaching grid parity. The Group will adhere to its strategy of vertical integration of upstream and downstream monocrystalline products. Looking forward, with the continuing realisation of advantages in better potential improvement in conversion efficiency, stabler decay rate in its photovoltaic systems, continued reduction in unit costs, etc, it is expected that monocrystalline silicon products will demonstrate its innate advantages, and its market share will increase significantly. As such, the Group expects not only its future external shipments and total sales to continue to grow, but the gross profit margin will also return to a normal level. We are thus confident of our future development.

The Group will, as always, provide the best product application development and one-stop services to the customers along its fully integrated photovoltaic industry chain, and aim at becoming a global leading supplier of one-stop services in solar power generation.

另外，重點投資於上游單晶硅棒／硅片的生產製造，並規劃下游組件產能，專注於利基產品上游單晶晶棒和晶片的生產，併透過顯著的組件產能，本集團不但可以直接接觸下遊客戶，緊貼終端市場脈搏，亦可將上游高端單晶晶棒與晶片產品帶出。

平價上網是痛苦蛻變，卻也是行業新生的契機，我們已做好準備，並全力以赴，擁抱平價上網後市場主導的可持續發展的美好時代。本集團將堅持專注於單晶產品的上下游垂直一體化整合之策略。展望未來，隨著轉換效率的改善潛力較大、光伏系統衰減率較穩定、單位成本持續下降等優勢陸續浮現，單晶產品將顯示其既有的優勢，市場份額將會顯著增加。因此，除了預計未來對外付運量及銷售總額都將持續增長，我們預期毛利率亦將回歸正常水平。我們對集團日後的發展充滿信心。

本集團將一如既往為全光伏產業鏈客戶提供最優質的產品應用開發及一站式服務，致力成為全球領先之太陽能發電一站式服務供應商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Market Overview

In 2018, despite the challenges faced by the global photovoltaic, such as the U.S. Section 201 tariffs, China's "531 New Policy", India's safeguard duty, the global photovoltaic market was still growing. According to the preliminary data from Bloomberg New Energy Finance (BNEF), the global solar cost continues to decline and the cost of installing a megawatt of photovoltaic capacity fell by as much as 12% in 2018. However, the global installed capacity of solar photovoltaics reached 109GW, which is 6% higher than 102GW in 2017. BNEF has forecasted that the global solar demand will increase by 15% in 2019, and the installed capacity of solar photovoltaics is expected to reach 125GW, indicating that the photovoltaic industry is constantly maturing.

According to data from the China Photovoltaic Industry Association* (CPIA) (中國光伏行業協會), Chinese photovoltaic companies are affected by the "531 New Policy" and accelerated their expansion of overseas markets in 2018. More than 20 Chinese photovoltaic companies have deployed capacity overseas through joint ventures, mergers and acquisitions, and investment, hence gradually increasing the industrial supporting capacity of overseas bases. Chinese photovoltaic companies have also expanded their power station development, EPC, operational services, and energy storage businesses overseas. According to preliminary statistics from CPIA, China's newly-installed capacity for photovoltaic power generation exceeded 43GW in 2018. Although it dropped 18% year-on-year, it continues to rank first in the world. Distributed photovoltaic power plants accounted for 20GW (5% increase year-on-year) while centralised photovoltaic power plants accounted for 23GW (down 31% year-on-year). Accumulated photovoltaic capacity reach exceeds 170GW. On the other hand, polysilicon production exceeded 250,000 tons (over 3.3% increase year-on-year), silicon wafer production was 109.2GW (19.1% increase year-on-year), cell production was 87.2 GW (approximately 21.1% increase year-on-year), and the module production was approximately 85.7GW (14.3% increase year-on-year). Trendforce predicts that, in the next one to two years, the Photovoltaic Power Generation Top Runner Program* (領跑者計劃), or simply the "Top Runners Program", photovoltaic poverty alleviation program (光伏扶貧項目) and distributed photovoltaics will be the biggest drive to the growth of new photovoltaic installations. According to the China "13th Five-Year Plan for Solar Energy Development", it is expected that by the end of 2020, the cumulative installed capacity of photovoltaic power generation in China will reach 250GW.

* for identification only

市場概覽

二零一八年，縱然全球光伏市場面對強大的挑戰，包括美國的201條款、中國的「531新政」、印度的貿易保護政策，全球光伏市場仍然保持增長。據彭博新能源財經(BNEF: Bloomberg New Energy Finance)初步數據顯示，全球太陽能成本持續下滑，安裝成本在二零一八年下降12%，而二零一八年全球太陽能光伏新增裝機量達到109吉瓦，對比二零一七年102吉瓦上升6%，預計二零一九年全球太陽能需求漲幅提速上升至15%，新項目裝機量預計為125吉瓦，預示著光伏產業正不斷走向成熟。

根據中國光伏行業協會(CPIA)的數據顯示，中國光伏企業在「531新政」影響下，二零一八年加速擴展海外市場，中國已經有超過二十家光伏企業通過合資、併購、投資等方式在海外佈局產能，海外基地的產業配套能力在逐漸增強。中國企業將電站開發、EPC、運營服務、儲能業務也向海外拓展佈局。CPIA初步統計數據顯示，二零一八年中國新增裝機容量超過43吉瓦，雖然同比下降18%，但繼續位居世界第一，其中，分佈式約20吉瓦(同比增長5%)，集中式約23吉瓦(同比下降31%)。累計光伏發電裝機容量超過170吉瓦。另一方面，多晶硅產量超過25萬噸(同比增長超過3.3%)，硅片產量109.2吉瓦(同比增長19.1%)，電池片產量87.2吉瓦(同比增長約21.1%)，組件產量約85.7吉瓦(同比增長14.3%)。集邦諮詢預測，未來一至兩年，「領跑者」計劃項目、光伏扶貧項目及分佈式光伏將成為新增光伏裝機增長的最大助力。根據國家《太陽能發展十三五規劃》預計到二零二零年底，中國光伏發電累計裝機將有望達到250吉瓦。



Management Discussion and Analysis

管理層討論及分析

Market Overview (continued)

Accelerated replacement of previous generations of technology, rapid drop in power generation costs, and the critical point of grid parity is fast approaching. In 2018, the benchmark electricity price for some Application Top Runners Programs (應用領跑者項目) has begun to reach parity in power generation. The lowest bid price for two projects in Qinghai Province has got lower than the local thermal power benchmark price, and it is also comprehensively lower than the local wind power feed-in tariff. Photovoltaic grid parity has become the major drive in the photovoltaic market and continues to promote rapid iteration of new technologies. N-type mono-crystalline silicon will become the fastest growing technology in further enhancing efficiencies. Photovoltaic targets and subsidy policies for 2019 are currently under rigorous discussions. Direction of development for projects reaching photovoltaic grid parity is becoming more clear. Unsubsidised photovoltaic projects are expected to materialise during the year in price biddings of the fourth batch of “Top Runners Program”. According to the National Energy Administration’s “Guidance on Energy-related Work for 2018” (二零一八年能源工作指導意見) issued by the National Energy Bureau (中國國家能源局), installation of village-level photovoltaic poverty-alleviation* (光伏扶貧) power stations will be spread out in three years (2018–2020). In 2018, the village-level photovoltaic poverty-alleviation power stations will be around 15GW and is expected to benefit population of around 2 million from poverty-stricken households. This photovoltaic poverty-alleviation program places its focus on the distributed power plant market. After the completion of the power stations, it will demonstrate the full advantages of the photovoltaic industry and enhance the economic strength of the poor villages and is also conducive to the continued growth in the Group’s market share of the monocrystalline silicon products.



市場概覽(續)

高效技術加速替代、發電成本極速下降，平價上網的臨界點正加速逼近。二零一八年應用領跑者項目中標電價已開始觸及發電側平價，青海省兩個基地最低中標電價已低於當地火電標桿電價，並全面低於當地風電上網電價。光伏平價上網已經成為光伏市場的一個助力，二是繼續促進新技術的快速迭代，接下來N型單晶將成為發展最快的技術，進一步提升功率。二零一九年光伏指標和補貼政策正在密集研討中，平價上網項目的發展方向越來越清晰，第四批「領跑者」基地電價競標中，無補貼光伏項目有望年內落地。根據國家能源局印發《二零一八年能源工作指導意見》，此次下達的村級光伏扶貧電站將分為三年(二零一八至二零二零年)實施。二零一八年要下達村級光伏扶貧電站規模約15吉瓦，惠及約200萬建檔立卡貧困戶。而這些光伏扶貧計畫，主要是著重於分佈式電站市場，電站建成後將充分發揮光伏產業優勢，增強貧困村經濟實力，亦有利於本集團主力單晶產品的市場份額持續攀高。



* for identification only

Management Discussion and Analysis

管理層討論及分析

Market Overview (continued)

Mono-crystalline silicon technology has already been regarded as the mainstream of the future by the market. Enhancement of technology to effectively reduce costs has led to a rapid reduction in the cost of mono-crystalline silicon. Strong demands drives the effect of economies of scale. The future development trend towards mono-crystalline silicon has become clearer. Global demand for mono-crystalline silicon products is increasing rapidly. The global market share of mono-crystalline silicon ratio was 18% in 2015, 27% in 2016 and 36% in 2017. It is expected that the market share of mono-crystalline silicon will increase at a steeper rate in 2018, leading to mono-crystalline silicon modules, in 2019, overtaking multi-crystalline silicon modules in market share.

The United States is currently the second largest solar photovoltaic market in the world, with Wood Mackenzie Power & Renewables (formerly GTM Research) and Solar Energy Industries Association (SEIA) releasing a joint report showing that in the third quarter of 2018, U.S. new photovoltaic installations reached 1.7GW. It is estimated that the new photovoltaic installations will be around 11.1GW for the year, which will be the same as in 2017, with a total installed capacity reaching 60GW. It is also expected that the total photovoltaic capacity in the United States will more than double in the next five years. By 2023, the United States will install more than 14GW of new photovoltaic installation capacity per year. According to the US Energy Information Administration (EIA), non-hydro renewables such as solar and wind will become the fastest growing sources of power generation in the United States in the next two years. In 2019, the U.S. power sector plans to add more than 4GW of photovoltaic installed capacity and nearly 6GW in 2020. In addition to utility-scale solar power in the power sector, small-scale solar photovoltaic systems installed by homes and businesses, and EIA predicts that small-scale solar power capacity will grow by nearly 9GW in the next two years, representing an increase of 44%.

In the Indian market, the cumulative installed capacity at the end of the third quarter of 2018 has reached 25GW. According to data from Bridge to India research, India's new utility-grade photovoltaic installed capacity in 2018 was 6.8GW, down 19.5% from 2017 (8.5GW). It was due to the uncertainty brought about by the government's implementation of the goods and services tax. The Ministry of New and Renewable Energy said that India will target the installed capacity of all renewable energy technologies to 500GW by 2030, of which 350GW will be solar energy power generation. It is planned to have 100GW of solar energy by 31 March 2022. It is estimated that India's renewable energy installed capacity will increase by 15.86GW in 2019, which is likely to surpass the U.S. as the world's second largest photovoltaic market.

市場概覽 (續)

單晶技術路線已被市場視為未來主流，有效降低成本的技術路線令單晶成本快速降低，需求旺盛驅動擴產規模效應，單晶主導未來發展趨勢越加清晰，全球市場對單晶產品的需求快速增加。全球單晶佔比自二零一五年的18%、二零一六年的27%至二零一七年的36%，預計結算二零一八年單晶市場佔有率將加速提升，二零一九年單晶組件的市場佔有率可能超越多晶。

美國目前是全球第二大太陽能光伏市場，Wood Mackenzie Power & Renewables(前稱GTM Research)與美國太陽能產業協會(SEIA: Solar Energy Industries Association)聯合發佈的一份報告顯示，美國二零一八年第三季度新增光伏裝機1.7吉瓦，預計全年新增光伏裝機在11.1吉瓦左右，將與二零一七年持平，總裝機容量達到60吉瓦。預計未來五年美國光伏發電總容量將增加一倍以上，到二零二三年美國每年將安裝超過14吉瓦的光伏發電容量。根據美國能源信息署(EIA: Energy Information Administration)預計，未來兩年內，太陽能和風能等非水電可再生能源將成為美國發電增長最快的來源。在二零一九年美國電力部門計劃新增太陽能裝機容量超過4吉瓦，二零二零年將近6吉瓦。除了電力部門的公用事業規模的太陽能，一些住宅和企業已經安裝了小型太陽能光伏系統，EIA預測未來兩年小型太陽能發電容量將增長近9吉瓦，增長44%。

印度市場方面，截至二零一八年第三季度末累計裝機量已達到25吉瓦。根據印度可再生能源諮詢公司(Bridge to India research)的數據顯示，二零一八年印度新增公共事業級光伏裝機量為6.8吉瓦，比二零一七年(8.5吉瓦)下降19.5%，主要原因是政府實施的商品和服務稅帶來的不確定性。印度新能源和可再生能源部(Ministry of New and Renewable Energy)表示，印度將在二零三零年之前將所有可再生能源技術的裝機容量定為500吉瓦，其中350吉瓦的目標為太陽能發電。計劃在二零二二年三月三十一日之前擁有100吉瓦的太陽能。預計印度二零一九年可再生能源裝機將新增15.86吉瓦，很有可能超過美國成為全球第二大光伏市場。



Management Discussion and Analysis

管理層討論及分析

Market Overview (continued)

In the Japanese market, although the FIT subsidy was further lowered from 1 April 2018, it is estimated that the installed capacity of new photovoltaics in 2018 will be between 6GW and 9GW. It was mainly driven by the government strengthening the deployment of lithium battery energy storage system applications and vigorously advocating zero-energy residential (ZEH) programs. The government passed the newly revised “Energy Basic Plan” on 3 July 2019, aiming to position renewable energy sources such as solar energy and wind energy as the main power source. It targets, by 2030, the proportion of renewable energy power generation in total power generation will be increased to 22% to 24%, of which photovoltaic power generation will reach the target of 7%, and making renewable energy the mainstream in 2050.

In European markets, European Union ended anti-dumping and anti-subsidy measures on Chinese solar imports and the Minimum Import Prices (MIP) measures. According to Photovoltaic Market Alliance (Photovoltaic MA) research, the European market was mainly led by Germany and Denmark, with an installation of about 8.5GW, which is more than 40% compared to 5.9GW in 2017. By eliminating the trade measures for solar panels and ensuring a very positive solar framework through a clean energy package, it is expected that Europe will see strong demand for solar energy in the next two years and become the starting point for a long-term upward trend in European solar development. In the emerging markets, several emerging and mature markets on the different continents, including Australia, South Korea, United Arab Emirates, Egypt, Mexico and Brazil, have begun to increase their effort, with a total of at least 19.5GW already installed. IHS Markit’s research and analysis showed that 2018 was a key year for photovoltaic installations in the Middle East and North Africa, with approximately 3.6GW of photovoltaic installed in the region, marking a four times increase to that of less than 1GW in 2017.

According to the forecast of EnergyTrend, the new energy research center of Trendforce, with the encouragement of policies and supply chain prices in 2019, global demand for the photovoltaic market will continue to increase. It is expected that the new grid connection volume in 2019 will increase by 7.7% to 111.3GW, hitting another record high. China and the United States remain to be the top two markets, while India, benefiting from innate development advantages and active promotion by government policies, will continue to be the third largest market. Japan will remain the fourth. The number of GW-level markets will increase from six in 2016 to fifteen in 2019. As the number of GW-level markets increases, the global market will continue to become more dispersed. Emerging markets such as Southeast Asia, North Africa, the Middle East and Latin America are beginning to emerge in 2018. Demand in the Middle East is expected to increase by about 100% in 2018 and will further increase in 2019. In particular, the European market, which has seen a significant recovery since 2018, has the fastest growth, possibly exceeding 50%.

市場概覽(續)

日本市場方面，儘管從二零一八年四月一日起進一步下調了FIT補貼，預計二零一八年結算新增光伏裝機量為6至9吉瓦之間，主要原因是政府加強對鋰電池儲能系統應用的部署以及大力倡導零能耗住宅(ZEH)方案。政府在二零一九年七月三日通過了新修訂的「能源基本計劃」，目標將太陽能、風能等可再生能源發電定位為主力量源，要在二零三零年實現把可再生能源發電在總發電量中所佔比例提高到22%至24%，其中光伏發電達到7%的目標。並希望在二零五零年讓再生能源成為主流。

歐洲市場方面，歐盟結束對中國光伏產品「雙反」及最低進口價格(MIP)措施，根據PV Market Alliance (PVMA)的研究顯示，二零一八年歐洲主要由德國和丹麥帶領，安裝約8.5吉瓦，相比二零一七年的5.9吉瓦增長超過40%。通過取消太陽能電池板的貿易措施，並通過清潔能源一攬子立法確保一個非常積極的太陽能框架，預計未來兩年將看到歐洲對太陽能的強勁需求，並成為歐洲太陽能發展的長期上升趨勢的起點。而在新興市場方面各大洲的幾個新興和成熟市場開始增加其份額，至少安裝了19.5吉瓦，包括澳大利亞、韓國、阿聯酋、埃及、墨西哥和巴西等國家。IHS Markit的研究和分析顯示，二零一八年是中東和北非光伏裝置的關鍵一年，該地區安裝了大約3.6吉瓦的光伏系統，比二零一七年則不到1吉瓦增加了四倍。

根據集邦諮詢旗下新能源研究中心集邦新能源網(EnergyTrend)預測，二零一九年隨著政策鼓勵和供應鏈價格的推動下，全球對光伏市場的需求將繼續增加。預期二零一九年新增並網量將增長7.7%達到111.3吉瓦，再次創下歷史新高。中國和美國仍然穩居前兩大市場，而印度受惠於先天發展優勢以及政府政策積極推動下成為第三大市場，日本第四。吉瓦級市場的數量將從二零一六年的6個增加到二零一九年的15個。隨著吉瓦級市場數量的增加，全球市場將繼續變得更加分散。新興市場如東南亞、北非、中東和拉丁美洲等新興市場在二零一八年開始逐漸崛起，二零一八年中東地區的需求預計將同比增長約100%，並將在二零一九年進一步增長。特別是自二零一八年開始明顯復甦的歐洲市場的需求增長最快，可能超過50%。

Management Discussion and Analysis

管理層討論及分析

Operations Review

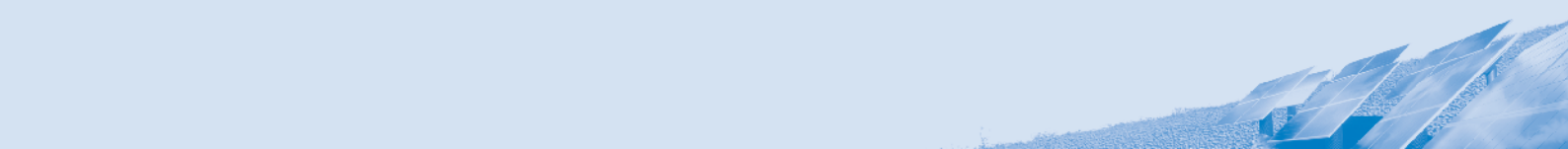
The Group focuses on the vertical integration for photovoltaic monocrystalline products, providing one-stop solutions for the photovoltaic industry ranging from the manufacturing and sales of silicon ingots and wafers, photovoltaic cells and photovoltaic modules, the installation of photovoltaic system and the development, design, construction, operation and maintenance of photovoltaic generation plants. Apart from not self-manufacturing polysilicon, the scope of its business covers the whole industry chain of the photovoltaic industry.

Although the Group possesses the capacities to manufacture the aforementioned mono-crystalline silicon ingots, mono-crystalline silicon wafers, solar cells and modules, the production capacity of each is not exactly the same. Currently, the Group's production capacities for monocrystalline silicon ingots and monocrystalline silicon wafers are both 1.8GW respectively. Monocrystalline solar cell annual production capacity remains at 400MW with photovoltaic module production capacities at 2.2GW. Through this capacity allocation strategy, the Group's strategy can be manifested. Through satisfying the external demands for its photovoltaic modules while, at the same time, boosting the internal demands for its monocrystalline silicon ingots/wafers, and through the strategy of partly self-manufacturing and partly externally procuring the mid-stream solar cells, under the abovementioned strategy to drive the Group's overall capacity utilisation from bottom up, the Group is able to better mitigate the market risks arising from fluctuant sales of upstream silicon wafers or unstable supply of mid-stream solar cells. In addition, with a focus on the production of upstream mono-crystalline silicon ingots and silicon wafers, and planning the downstream module production capacity, in order to focus on the production of upstream niche products, mono-crystalline silicon ingots and wafers, and through significant module production capacity, the Group not only maintains direct contact with downstream customers, but also keeping a finger on the pulse of the end-user market, and can also bring out the upstream high-end mono-crystalline silicon ingot and wafer products. Through the potential of continuous improvement in production costs of the upstream high-end mono-crystalline ingot and wafer products, the Group's innate advantage will be demonstrated.

營運回顧

本集團專注於光伏單晶產品垂直一體化整合，提供單晶硅棒、單晶硅片、單晶電池、光伏組件之製造及銷售、光伏系統安裝及光伏電站之開發、設計、建設、運營及維護的一站式光伏發電行業解決方案，除了不自行生產化工類產品多晶硅原料之外，其垂直整合業務範圍覆蓋光伏產業全產業鏈。

雖然本集團具有單晶硅棒、單晶硅片、單晶電池、與光伏組件等各項產品的生產製造能力，但各產品環節的產能配置卻不盡相同。目前本集團單晶硅棒和單晶硅片年產能各分別是1.8吉瓦，單晶電池年產能則是維持400兆瓦，光伏組件年產能則為2.2吉瓦。透過如此產能配置策略，本集團策略得以體現。透過滿足下游終端組件客戶的外部需求，進而拉動上游自產硅棒／硅片的內部需求，加之透過中游電池片部份自產和部份外購的策略，以自下而上帶動集團每個生產環結的產能利用率，將可抵禦上游硅片市場銷售波動或降低中游電池供給不穩定的風險。另外，重點投資於上游單晶硅棒／硅片的生產製造，並規劃下游組件產能，專注於利基產品上游單晶晶棒和晶片的生產，併透過顯著的組件產能，本集團不但可以直接接觸下游客戶，緊貼終端市場脈搏，亦可將上游高端單晶晶棒與晶片產品帶出。通過上游高端單晶晶棒與晶片產品持續生產成本改善空間，顯示其既有的優勢。



Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

In terms of operating results, in 2018, although the market was generally affected by the news of the “531 New Policy”, especially those inefficient photovoltaic products in the market. However, reaping the benefits of the results from strengthening the customer relationship of downstream module products over the years, the Group’s high-end photovoltaic products continued to be welcomed by domestic state-owned enterprises and multinational enterprises. Total shipment increased from 2,428MW in 2017 to 2,797MW in 2018, a growth reaching 15.2%.

In terms of price, affected by the news of the “531 New Policy”, the sudden and rapid freezing of market demand caused the supply side to irrationally cut prices in the short term. However, not only did the price cuts failed to immediately stimulate demand, it even caused deferrals in procurement by the demand side, hence resulting in substantial inventory provision. As such, the Group’s overall gross profit was greatly compressed. The gross profit margin reduced from 16.4% in 2017 to 9.9% in 2018, resulting in an operating loss of RMB95.271 million in 2018, whereas an operating profit of RMB251.595 million was recorded in 2017.

However, despite the sudden and irrational factors of the aforementioned market, and even though the average unit price of the product in the future is still expected to gradually decrease with the advent of grid parity, the Group can rely on (1) the comparative advantages from technological superiority of its diversified product lines; (2) the highly competitive supporting outsourced production, to significantly drive its production costs down; and (3) the progressive commissioning of the high-efficiency production equipment, in particularly, with regard to the Group’s first phase 600MW mono-crystalline ingot and wafer project located in Qujing City, Yunnan Province, China, in the actual trial production stage, the finished products of mono-crystalline products being also in line with expectations, the costs having been reduced by one-third compared with the finished products produced in Jinzhou, it is expected that the magnitude of decrease in cost of the Group’s products will be greater than that of the decrease in unit selling price and the Group’s gross profit will return to a normal level.

營運回顧 (續)

在具體的營運實績方面，二零一八年雖然市場普遍受「531新政」的消息影響，尤以市場低效光伏產品為甚。但本集團憑藉著多年來深化下游組件產品客戶群合作關係的成果，高端光伏產品仍受國內國企及海外跨國企業歡迎，總出貨量由二零一七年的2,428兆瓦提高至二零一八年的2,797兆瓦，成長幅度仍達15.2%。

價格方面，受「531新政」的消息影響，市場需求突發性的急速冷凍，造成市場供給端短期內非理性的大幅降價，但降價的結果非但無法立即刺激需求，反而造成市場需求端的遞延採購，進而產生大的存貨跌價損失，故集團綜合毛利受到大幅壓縮，毛利率由二零一七年的16.4%下調至二零一八年的9.9%，造成二零一八年產生經營虧損人民幣95.271百萬元，二零一七年則錄得經營利潤人民幣251.595百萬元。

然而，若撇除前述市場突發性且非理性的影響因素後，雖然預期未來平均產品銷售單價仍將隨著全面平價上網的來臨而逐漸降低，但本集團可憑藉著(1)長期以來各產品線多元化的技術疊加優勢，(2)更有競爭力的外部生產配套設施而帶動的生產成本大幅降低，加上(3)高效生產設備已陸續投入量產，尤其本集團於中國雲南省曲靖市新增投資的第一期600兆瓦單晶硅棒及單晶硅片項目，實際試產階段單晶產成品亦符合預期，成本現已比錦州生產的產成品減少三分之一，預期本集團產品成本下降幅度將可較銷售價格的降幅更低，使得集團毛利回歸於正常水平。

Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

While maintaining its own leading technological advantage in monocrystalline products, and adhering to the vertical integration strategy, through external demand for the Group's downstream modules driving the internal demand of its upstream ingots and wafers, also through establishing and strengthening strategic partnerships, the Group and its partners will be able to leverage their respective strengths and experiences in laying a solid foundation for broader co-operation in the future. For example, particularly in our solar cell segment with a lower internal capacity, under the vertical integration strategy of the Group, the Group has established strong strategic alliances with local and overseas manufacturers, through which the Group's photovoltaic wafers are sold to our strategic partners and the Group in turn purchase solar cells from them. According to our needs, this arrangement provides stable sales channels for our photovoltaic wafers and a secure source for our solar cells if there is any turbulence in the market. On the other hand, with a focus on the production of upstream mono-crystalline silicon ingots and silicon wafers, and planning the downstream module production capacity, in order to focus on the production of upstream niche products, mono-crystalline silicon ingots and wafers, retaining only the existing scale or slightly increasing the solar cell manufacturing capacity, and through significant module production capacity, the Group not only maintains direct contact with downstream customers, but also keeping a finger on the pulse of the end-user market, and can also bring out the upstream high-end mono-crystalline silicon ingot and wafer products. Through the potential of continuous improvement in production costs of the upstream high-end mono-crystalline ingot and wafer products, the Group's innate advantage will be demonstrated.

Therefore, the Group will be more able to focus on the market development and sales of upstream mono-crystalline silicon ingots and wafers and downstream end-user module products, thereby giving full play to the existing advantages of vertical integration of the Group's upstream and downstream mono-crystalline products.

營運回顧(續)

本集團將繼續保持自身在單晶產品中的技術領先優勢，深入貫徹垂直整合，以下游組件的外部需求而拉動上游單晶硅棒和單晶硅片的內部需求，且透過建立及深化戰略夥伴關係，利用各自的長處及經驗為未來更廣泛的合作奠定穩固基礎。例如：針對本集團垂直整合中自有產能較少的光伏電池生產環節，本集團即與專注於生產光伏電池的大廠形成策略夥伴關係，由本集團將所生產的硅片銷售給該等策略夥伴，再自該等策略夥伴採購電池，以因應本集團下游組件生產所需，故在產業劇烈變化的市場情勢下，本集團可保持穩定的硅片銷售渠道，且組件所需的電池片亦得到充分的供貨保障。另外，如上所述，重點投資於上游單晶硅棒／硅片的生產製造，並規劃下游組件產能，專注於利基產品上游單晶晶棒和晶片的生產，併透過顯著的組件產能，不但可以直接接觸下游客戶，緊貼終端市場脈搏，亦可將上游高端單晶晶棒與晶片產品帶出，通過上游高端單晶晶棒與晶片產品持續成本改善空間，顯示其既有的優勢。

因此，本集團將更能專注於上游單晶硅棒及硅片的生產製造與下游終端組件產品的市場開發與銷售，進而充分發揮本集團上下游單晶產品垂直整合的優勢。



Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

Silicon ingot and wafer business

Apart from not producing its own polysilicon, a chemical product, in the scope of its business, the Group covers an all-rounded photovoltaic industry production chain under its vertically integrated business model. As such, the Group both self-manufactures and process upstream of ingots, wafers and solar cells for the utilisation by its downstream modules, in order to enhance the respective external market competitiveness of each product segment, and to allow for their external sales. During the period, demand for monocrystalline products had continuously increased which led to rapid growing market share of monocrystalline products. In addition to the traditional monocrystalline P-type products, shipment volume of monocrystalline N-type products with higher conversion efficiencies are also increasing. With the continued realisation of advantages in better improvement in conversion efficiency, more stable decay rate in its photovoltaic systems, continued reduction in unit costs, etc. of monocrystalline products, it is expected that the advantages of monocrystalline products will become more obvious in the field of photovoltaic power generation, and the market share of monocrystalline silicon products will further increase significantly. Guided by this advantageous environment in the industry, the Group, through its long-term strategic partnerships with well-known solar cell-focused manufacturers, not only enjoys priority distribution channels for the sales of its monocrystalline wafers, but also ensures the long-term stable utilisation of the Group's capacity and shipment volume. The benefits of the Group's upstream and downstream vertical integration are fully realised.

The Group have consolidated its leading position in the monocrystalline silicon solar ingot and wafer manufacture industry in terms of technology and product quality. The quality stability of its monocrystalline silicon products is amongst those of the industry leaders. During the year, the external shipment volume of monocrystalline silicon ingots was 413.8MW, representing an increase of 32% compared to 313.5MW in 2017. External shipment volume of mono-crystalline silicon wafers has remained stable at 850.3MW (822.3MW in 2017). Major customers of external sales included Aikosolar Group (愛旭太陽能集團), TW Solar Group (通威太陽能集團), Motech Industries, Inc. (MOTEC) and huge state-owned enterprises in China, such as State Power Investment Corporation (中國國家電力投資集團公司) ("SPIC").

營運回顧 (續)

硅棒及硅片業務

本集團業務範圍除了不自行生產化工類產品多晶硅原料之外，係為上下游垂直一體化生產以貫徹全光伏產業鏈，故本集團自產及加工的硅棒、硅片及電池等上游產品除了需提供集團下游組件產品生產所需之外，為了增強各產品環節的外部市場競爭力，亦有對外銷售。期內，單晶產品需求量持續增加，市場份額快速成長。集團除了傳統的單晶P型產品外，亦有更高轉換效率的單晶N型產品出貨。隨著單晶產品光電轉換效率的潛在提升空間較大、光伏系統衰減率較穩定、生產技術大幅提升所造成的單位成本持續下降等等優勢已浮現，預期單晶產品將比多晶產品於未來光伏發電上的應用更見優勢，單晶產品的市場份額將持續的快速增加。在此有利的產業環境引領下，本集團透過長期戰略聯盟，與專注於生產太陽能電池片的生產大廠形成戰略夥伴，除了集團所生產的單晶硅棒與單晶硅片將可得到優先的出貨口之外，亦可由該等戰略夥伴取得更穩定的電池片以作為集團下游組件事業群的生產之用，使得本集團上下游垂直整合效益得以充分發揮。

本集團擁有行業領先的太陽能單晶硅棒及硅片製造技術，其產品品質優良及質量穩定皆位於同業領先位置。年內，不算內部自用，單晶硅棒對外付運量為413.8兆瓦，較二零一七年的313.5兆瓦增加32%。硅片對外付運量則保持穩定，為850.3兆瓦（二零一七年為822.3兆瓦）。對外銷售的主要客戶為愛旭太陽能集團、通威太陽能集團、茂迪股份有限公司及國內大型央企，如中國國家電力投資集團公司（「國電投」）。

Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

Silicon ingot and wafer business (continued)

In addition, phase one 600MW monocrystalline silicon solar ingot and wafer project, newly invested by the Group, located in Qujing City, Yunnan Province, China has gradually commenced production. In addition to the local electricity costs at the new plant being lower than that at our major production base, the manufacturing facilities of the new generation silicon ingots, researched and developed in association with a specialist manufacturer, has commenced production. It facilitated the lowering of manufacturing cost of ingots and wafers; strong support from the local government are available, in particular financial support obtained for land, warehouses and a variety of factory facilities, the construction and follow-up operation, in order to improve the operating efficiency of the new plant. In the actual trial production stage, the finished products of mono-crystalline silicon products are also in line with expectations. The costs has been reduced by one-third compared with the finished products produced in Jinzhou. The Group expects the Qujing Project will become the new layout point of the Group, further improving the Group's overall manufacturing costs, and paving the way for the improvement in the Group's gross profit. The Group is currently actively planning phase two 600MW of the project.

Solar cell business

The Group's production lines of solar cells are located at the Group's manufacturing base in Jinzhou, Liaoning. During the year, the annual production capacity of solar cells was 400MW (2017: 400MW). Solar cells are mainly provided internally to the downstream module business of the Group. Only a small portion of solar cells with special specifications are sold to our selected customers in China and Japan. The Group's solar cell manufacturing capacity is highly flexible. Our products range is hence extensive, which includes mono-crystalline, multi-crystalline, P-type high end, N-type double-sided solar cells, etc. Focusing on the implementation of the vertical integration strategy on monocrystalline products, most of the solar cells are mainly provided to the use of the Group's downstream solar modules companies.

In addition, the Group has also been collaborating with university teams of the highest levels in the field of global perovskite (鈣鈦礦) research in projects to jointly develop perovskite solar cells in order to pave the way for solar cell development in the next decade and keep abreast of the latest trends in the photovoltaic industry.

營運回顧 (續)

硅棒及硅片業務 (續)

另外，本集團於中國雲南省曲靖市新增投資的第一期600兆瓦單晶硅棒及單晶硅片項目部分已經開始投產。除了新廠當地用電成本需較原主要生產基地大幅降低之外，與專屬設備廠商共同研發的新一代晶棒生產，設備已正式開始投產，將顯著降低硅棒硅片生產成本；針對土地廠房及各種廠務配套設施，與建設期間和後續運營的財政補助，亦取得當地政府強大力度的鼓勵和支持，以加強新廠運營效率。而實際試產階段產成品亦符合預期，成本現已比錦州生產的產成品減少三分之一。本集團預計曲靖項目將成為集團新的佈局點，進一步改善集團整體製造成本，帶領集團集團整體毛利改善。集團亦正積極籌備項目第二期600兆瓦。

電池業務

本集團的太陽能電池生產線設於遼寧錦州生產基地。年內，太陽能電池的年產能為400兆瓦(二零一七年：400兆瓦)，產品提供給本集團下游的組件子公司使用，少部分也銷售給中國及日本的客戶。本集團太陽能電池片產能具備高度彈性，產品種類多元化，包括單晶、多晶、P型高端、N型雙面電池，但由於本集團專注於單晶產品垂直一體化戰略，故單晶太陽能電池大都提供給集團下游組件公司使用。

此外，本集團亦與全球鈣鈦礦研究領域中最高水平的大學團隊合作，共同研發鈣鈦礦太陽能電池項目，為未來十年的電池發展做好鋪墊，進而隨時掌握光伏產業的最新發展趨勢。



Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

Module business

During the first half of 2018, the Group's photovoltaic module shipments maintained an upward trend of 4%. However, since the unit price of the modules was irrationally lowered, it led to a decrease in total sales by 9%. Yet contrasted it to the full-year performance, the Group's external shipment during the year was 1,466.2MW, a 17% increase from the 1,251.7MW in 2017. Total sales for the year also increased from 2,843.33 million in 2017 to 3,070.65 million in 2018. This highlights the Group's strategy of adding 1GW per year high-efficiency module capacity in the second half of the year, making the Group's total production capacity 2.2 GW, was indeed in the right direction. By continuously lowering production costs, not only will the economies of scale be more distinguished, through commencement of production by the newly added capacity, the flexibility in scheduling of high-end products is also enhanced. Unit production costs and product yield will also continuously be improved significantly. This also shows that even though the overall solar market demand in China has been compressed, the excellent quality of the Group's products and price competitiveness offered by the Group have led to an increase in the Group's external shipments and total annual sales. Profitability of the module segment has grown significantly, marking new heights.

External sales was mainly made to huge Chinese state-owned enterprises and Japanese multinational enterprises, such as China Huadian Corporation (中國華電集團公司) ("Huadian"), Beijing Enterprises Holdings Limited (北京控股集團有限公司) ("BEGCL"), SHARP Corporation and SANSHIN ELECTRONICS CO., LTD., etc.

On the other hand, following the increasing awareness of the benefits of higher conversion efficiency and more competitive costs offered by the Group's focused monocrystalline photovoltaic modules, there is a stronger demand for high conversion efficiency photovoltaic modules and a rapid growth in this market. With the introduction of the "Top Runner Program", "Super Runner Program" and other favourable policies, coupled with the further growth in the market share of mono-crystalline silicon products with higher photovoltaic conversion efficiencies, demand for N-type monocrystalline photovoltaic modules has surged. Being the company with the largest number of successful bids in the third batch of the Top Runner Program, China National Power Investment Corporation* (中國國家電力投資集團) announced in July 2018 that the Group has become one of the three major module suppliers of the project, and will supply modules such as N-type monocrystalline silicon and P-type PERC modules for the project.

* for identification only

營運回顧 (續)

組件業務

回顧二零一八年上半年，本集團光伏組件出貨量維持上升趨勢4%，但由於組件單價非理性下降，卻令上半年銷售總額下降9%。然而對比全年組件業務業績，本集團年內對外付運量為1,466.2兆瓦，較二零一七年對外付運量1,251.7兆瓦增長17%，而集團全年銷售總額亦由二零一七年的2,843.33百萬元上升至二零一八年的3,070.65百萬元。此突顯出本集團於下半年內所開出年產1吉瓦的高效組件產能並令集團總產能達到2.2吉瓦的策略方向正確，透過持續降低生產成本，不僅使得規模經濟效益更為顯著，透過新產能的投產，可使得高端產品的生產調度更為靈活，且單位生產成本與產品良率亦持續顯著提升。此亦彰顯即使中國整體光伏市場需求受到壓縮，但本集團憑藉着優良的產品品質與價格競爭力，不但使得本集團年內對外付運量以及全年銷售總額都錄得增長，組件事業羣的獲利亦大幅成長並創新高。

對外銷售的主要客戶為國內大型央企和國際跨國企業，如中國國家電力投資集團公司(「國電投」)、中國華電集團公司(「華電」)、北京控股集團有限公司(「北控」)、SHARP Corporation、SANSHIN ELECTRONICS CO., LTD.等。

另一方面，跟隨市場意識到我集團所專注的光伏單晶組件產品的光電轉換效率較高且成本較有競爭力之利基，單晶光伏產品市場份額不斷快速增長，不僅有「領跑者」，「超級領跑者」等政策的出台，單晶組件產品的市場份額不斷快速提升，N型單晶等高端組件產品市場需求亦水漲船高。作為第三批領跑者基地中標數量最大的企業，中國國家電力投資集團公司於二零一八年七月份公佈了本集團成為該項目三大組件供應商，將為項目供給N型單晶及P型PERC等組件。

Management Discussion and Analysis

管理層討論及分析

Operations Review (continued)

Module business (continued)

As a company focusing on monocrystalline silicon photovoltaic products, equipped with high-quality, self-produced upstream monocrystalline silicon ingots and monocrystalline silicon wafers, customers' demand for the Group's monocrystalline modules has always remained high. The proportion of sales of the Group's mono-to-multicrystalline silicon photovoltaic modules has remained at 70:30. In addition to flexibly supporting the manufacturing of mono- and multi-crystalline photovoltaic modules, the Group will continue to expand and strengthen the development and sales of monocrystalline silicon high-efficiency module products such as N-type double-sized glass photovoltaic modules, half-cell photovoltaic modules, P-type monocrystalline solar cell Passivate Emitter and Rear Cell (PERC), smart photovoltaic modules, and Super Runner Program-related high-end products. Among them, installation of the new production lines of our BS modules of N-type monocrystalline IBC solar cell, which produces higher current output, open circuit voltage, fill factor and other electrical performance advantages, have been completed. It will become one of the Group's major module products in 2019. BS modules utilises, first in the country, this internationally-leading FPC manufacturing technique, with SHARP Corporation ("SHARP"), the Group's key strategic partner, being its major sales customer. It is expected that the Group's overseas shipments will further increase.

In summary, through customer demand for the Group's downstream modules, it has not only driven the internal demand for the Group's upstream monocrystalline ingots and monocrystalline wafers, but also helps to realise the benefits arising from the Group's vertical integration strategy, and to better mitigate the market risks arising from fluctuant sales of upstream silicon wafers or unstable supply of mid-stream solar cells.

Construction and operation of photovoltaic system business

To consolidate its advantages of the business model of vertical integration, the Group actively expanded the business of end-user market apart from its efforts in stabilising its upstream and midstream business development, thereby driving demand for products from downstream to upstream. As such, in respect of the business opportunity derived from the construction of distributed power plants, apart from establishing internal photovoltaic power plant system companies of the Group, the Group also plans to establish joint venture companies with companies from other industries in order to share the profits and also provide extra distribution channels for the Group's module sales. In respect of large-scale centralised power plants, the Group will, through investing as minority shareholders, seek construction opportunities as an EPC service provider and help to drive the sales of the Group's modules.

營運回顧 (續)

組件業務 (續)

本集團作為專注於單晶光伏產品企業，並且配套著高品質自家生產的上游單晶硅棒和單晶硅片，使得客戶對本集團的單晶組件的需求高企，集團單多晶組件銷售比例保持於約70%單晶對30%多晶的水平。本集團除靈活配套單多晶光伏組件生產，亦將持續拓展並強化單晶高效組件產品的開發與銷售，如N型雙面玻璃組件、半片電池組件、P型PERC (Passivated Emitter and Rear Cell)組件、智能光伏組件、超級領跑者等相關高端產品。其中，可令組件呈現出較高的輸出電流、開路電壓、填充因子等電性能優勢的N型單晶IBC電池產品BS組件，其新產線已完成安裝，將於二零一九年開始成為本集團主力組件產品之一。BS組件採用國際領先且國內首家率先採用的FPC組件封裝技術，主要銷售客戶為本集團重要戰略夥伴日本夏普 (SHARP Corporation「SHARP」)，預期本集團海外出貨量亦會進一步增加。

綜上所述，本集團藉由下游組件客戶需求的拉動，不僅可帶動了本集團上游單晶硅棒與單晶硅片的自家內部需求，將有助於本集團垂直整合效益的體現，並可增強抵禦上游硅片銷售波動或中游電池供給不穩定的風險。

興建及經營光伏系統業務

為強化垂直一體化業務模式的優勢，在穩固上中游業務發展的同時，本集團積極多方開拓終端電站建設業務，期以由下而上拉動產品需求。因此，針對分佈式電站建設商機，除了透過集團內部光伏電站系統開發的子公司之外，本集團亦透過合資方式與異業合作而設立新的系統開發公司，以擴展各地區的分佈式光伏系統建設商機，分享系統開發業務利潤，亦可增加本集團組件銷售的出口。而針對大型集中式電站，本集團則透過以小股東入股方式，尋求EPC統包建設，並帶動本集團組件銷售。



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Financial Review

Revenue

The cost of photovoltaic power generation must continue to decline as technology continues to improve in order to replace traditional petrochemical energy in a larger scale and to effectively achieve the goal of green and clean energy. As such, although the average selling price during the year declined substantially over last year, as a result of successful customer development, the size of the customer base and the purchases by individual customers are showing continuous growing trends. The external shipment volume increased significantly by 15.2% compared to last year. As a result, for the year ended 31 December 2018, the Group recorded revenue of RMB4,022.452 million, a moderate increase from RMB3,999.616 million in 2017, and continued to maintain a growth trend.

Cost of sales

Up to 31 December 2018, cost of sales increased from RMB3,341.743 million last year to RMB3,624.902 million, representing an increase of 8.5%, which resulted from the increase in shipment volume. Cost of sales represented 90.1% of total revenue, representing an increase of 6.5 percentage points from 2017. The increase in this ratio was mainly a result of the market selling prices being affected by the news of the "531 New Policy", which caused the supply side to irrationally cut prices in the short term.

Gross profit and gross profit margin

The Group recorded a gross profit of RMB397.55 million and a gross profit margin of 9.9% in 2018, as compared to a gross profit of RMB657.873 million and a gross profit margin of 16.4% in 2017. Both gross profit and the gross profit margin recorded declines. They were mainly affected by the news of the "531 New Policy", the sudden and rapid freezing of market demand causing the supply side to irrationally cut prices in the short term. However, not only did the price cuts failed to immediately stimulate demand, it even caused deferrals in procurement by the demand side resulting in substantial inventory provision. The Group's overall gross profit was hence greatly compressed.

Selling and distribution expenses

Selling and distribution expenses mainly comprised packaging expenses, freight charges and insurance expenses. Selling and distribution expenses increased to RMB77.447 million in 2018 from RMB67.701 million in 2017. The increase in selling and distribution expense was mainly due to the increase in volume of external shipment in 2018.

財務回顧

收益

光伏發電成本必須隨著技術不斷創新而持續下降，才能大規模取代傳統石化能源，以有效實現綠色清潔能源的目標。因此，雖然年內銷售單價較去年持續下降，但因為客戶開發有成，客戶總數及單一客戶採購量平均皆繼續成長，使得總出貨量較前一年同期成長15.2%，因而使得截至二零一八年十二月三十一日止年度，本集團的收益為人民幣4,022.452百萬元，較二零一七年人民幣3,999.616百萬元稍微上升，繼續維持成長趨勢。

銷售成本

截至二零一八年十二月三十一日，銷售成本由去年的人民幣3,341.743百萬元增加至人民幣3,624.902百萬元，升幅為8.5%，主要原因為出貨量增加所致。銷售成本佔總營業額的90.1%，比二零一七年上升6.5個百分點。比例的上升主要是年內因市場銷售價格受「531新政」的消息影響，造成市場供給端短期內非理性的大幅降價所造成。

毛利及毛利率

本集團二零一八年錄得人民幣397.55百萬元的毛利，毛利率為9.9%，對比二零一七年的16.4%毛利率及人民幣657.873百萬元毛利，毛利總額與毛利率皆錄得下降，主因受「531新政」的消息影響，市場需求突發性的急速冷凍，造成市場供給端短期內非理性的大幅降價，但降價的結果非但無法立即刺激需求，反而造成市場需求端的遞延採購，並且產生較大額的存貨跌價損失，故集團綜合毛利受到大幅壓縮。

銷售及分銷開支

銷售及分銷開支主要包括包裝開支、運費及保險費。銷售及分銷開支由二零一七年的人民幣67.701百萬元，增加至二零一八年的人民幣77.447百萬元。銷售及分銷開支上升主要是二零一八年對外付運量上升所致。



Management Discussion and Analysis

管理層討論及分析

Financial Review (continued)

Administrative expenses

Administrative expenses mainly comprised staff costs and research and development expenses. The administrative expenses in 2018 amounted to RMB377.609 million, which decreased by 3.7% as compared to RMB392.095 million in 2017.

Finance costs

Finance costs represented mainly bank loan interests. The Group's finance costs increased from RMB121.702 million in 2017 to RMB136.012 million in 2018, an increase of 11.8%. As mentioned above, external shipment of the Group has grown significantly by 15.2%. Given the significant increase in corresponding shipments, increase of a lesser percentage in the Group's finance cost was recorded. It was a result of better financial control on the use of funds during the year. With a turnover in profit, the financial structure of the Group has been further improved, creating more room for negotiation of finance costs. The Group expects to continue reducing finance costs in the future and will obtain various different financing channels.

Income tax

Income tax credit was RMB12.157 million in 2018, while an income tax credit amounted to RMB8.86 million was recorded in 2017. Income tax credit recorded in 2018 was mainly due to the recognition of the Group's deferred tax assets.

Loss/profit attributable to the equity holders

In 2018, the Group recorded a loss attributable to the equity shareholders of RMB222.402 million, as compared to a profit attributable to the equity shareholders of RMB107.462 million in 2017.

Inventory turnover days

In order to replace traditional petrochemical energy in a larger scale and to effectively achieve the ultimate goal of green and clean energy, continuous technological advancement has driven down the prices of photovoltaic products over the years. This led to declining trends in prices of many related raw and auxiliary materials for production and finished products. Hence, in terms of inventory reserve strategy, the Group has been focusing its efforts in raising inventory turnover and lowering the inventory turnover days in order to mitigate the risk of a sudden decline in inventory prices, help reduce committed capital and, at the same time, further strengthen the Group's operation working capital. As a result, the Group's inventory turnover days has been lowered to 37 days during the year (2017: 58 days).

財務回顧(續)

行政開支

行政開支主要包括員工成本及研發開支。二零一八年的行政開支為人民幣377.609百萬元，較二零一七年人民幣392.095百萬元稍微下降3.7%。

融資成本

融資成本主要為銀行貸款的利息。本集團的融資成本由二零一七年的人民幣121.702百萬元上升至二零一八年的人民幣136.012百萬元，增加11.8%。然而，誠如前述所提，本集團出貨總量成長15.2%，故在其相應的採購金額亦有所增長之下，本集團融資成本總額卻無同步增加，其原因係為年內集團對資金用途繼續保持較佳財務控制，本集團預期未來將可持續降低融資成本，且取得更多不同的融資管道。

所得稅

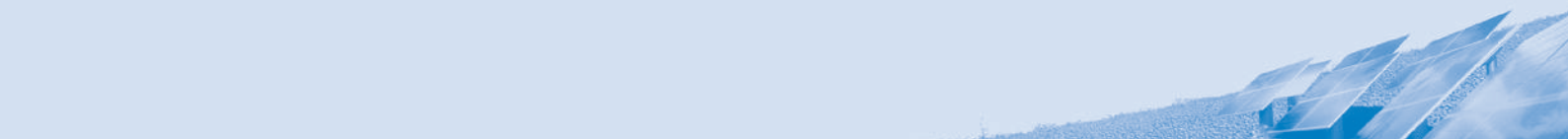
二零一八年的所得稅抵免為人民幣12.157百萬元，而二零一七年的所得稅抵免為人民幣8.86百萬元。二零一八年所錄得的所得稅抵免乃主要由於本集團認列遞延稅項資產所致。

權益持有人應佔虧損／利潤

二零一八年，本集團錄得權益股東應佔虧損人民幣222.402百萬元，二零一七年權益股東應佔利潤人民幣107.462百萬元。

存貨週轉日

為了快速取代傳統石化能源，以有效實現綠色清潔能源的最終目標，光伏產品售價近年來隨著技術不斷創新而持續下降，致相關生產所需的原輔材料和製成品的價格也大多呈現走跌的趨勢，因此，本集團在存貨的儲備策略上，主要是提高存貨周轉率而降低存貨集團週轉天期，以期避免存貨價格快速下跌的風險，同時亦可減少資金積壓而進一步充實營運週轉金，故年內本集團存貨周轉日降低至37日(二零一七年：58日)。



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Financial Review (continued)

Trade receivable turnover days

The Group completed the vertical integration of upstream and downstream monocrystalline silicon products since 2011. Apart from not producing polysilicon in-house, the scope of the Group's business covers self-production of monocrystalline silicon ingots, monocrystalline silicon wafers, solar cells and solar modules. However, due to the large capacity of upstream products in earlier years, external sales were at the time dominated by monocrystalline silicon wafers. Hence, to get closer to the customer needs of the module end-user market, the capacity of module production gradually increased from 400MW in 2013 to 2.2GW in 2018. Under the rapid growth of the capacity of module production, the solar modules sales accounted for over 70% of the Group's overall sales.

According to the terms of the industry's general module sales contract, the recovery of module receivable depends on the construction progress of the photovoltaic power plant. For instance, some trade receivables can only be recovered after the customer's photovoltaic power plant is connected to the grid. In addition, 10% of the total amount of receivables are retained as warranties. These warranties will generally be recovered in around one year. As a result, the trade receivables turnover days of module business are generally longer. As the Group's module sales has sustained rapid growth in the proportion of operating income, the trade receivables turnover days increased. From the rapid growth of the ratio of revenue in modules sales of the Group, the trade receivables turnover days of the Group increased to 141 days (2017: 96 days) in 2018.

Trade payable turnover days

The trade payables turnover day was 124 days, which rose significantly comparing to 96 days of last year, was mainly due to the strategic partnerships established with our major suppliers, under stable and frequent co-operations, and the suppliers have gradually increased our lines of credits and payment terms.

財務回顧(續)

應收貿易賬款週轉日

本集團於二零一一年即完成了單晶產品上下游垂直整合一體化整合生產能力，其業務範圍除了未自行生產多晶硅外，單晶硅棒、單晶硅片、電池、組件皆有自行生產，但初期由於上游產品環節產能較大，故當時對外銷售仍以單晶硅片為主。然而，為了更接近終端光伏組件市場的客戶需求，組件產能由二零一三年400兆瓦的組件產能逐步提升至二零一八年的2.2吉瓦，在組件產能的快速成長下，組件銷售比重已佔集團整體銷售之70%以上。

根據行業一般組件銷售合同條款，組件應收帳款的回收需取決於電站建設的進度，例如：部分應收貿易賬款需於客戶的電站併網後始能收回，此外，亦需留有應收帳款總額的10%作為質保金，此質保金普遍於約一年內回收，故組件業務應收貿易賬款週轉日普遍較長。由於本集團組件銷售佔營業收入比重快速成長，造成二零一八年本集團應收貿易賬款週轉日增加至141日(二零一七年：96日)。

應付貿易賬款週轉日

本年應付貿易賬款週轉日為124日較去年96日大幅提高，主係本集團與主要供應商已形成策略夥伴關係，在穩定與頻繁的合作下，供應商逐漸提高對本集團的授信額度與帳期。



Management Discussion and Analysis

管理層討論及分析

Financial Review (continued)

Liquidity and financial resources

The principal sources of working capital of the Group during the year were cash flows from bank borrowings. As at 31 December 2018, the current ratio (current assets divided by current liabilities) of the Group was 0.80 (31 December 2017: 0.89). The Group had net borrowings of RMB1,125.436 million as at 31 December 2018 (31 December 2017: RMB1,636.798 million), including cash in bank and on hand of RMB239.712 million (31 December 2017: RMB191.185 million), pledged deposits of RMB425.309 million (31 December 2017: RMB219.097 million), bank loans due within one year of RMB1,773.140 million (31 December 2017: RMB1,922.322 million) and non-current bank and other loans of RMB17.317 million (31 December 2017: RMB124.758 million). The net debt to equity ratio (net debt divided by total equity) was 139.3% (31 December 2017: 158.1%). Further details on the capital structure of the Group are set out in note 44 of Note to Consolidated Financial Statements of this Annual Report.

Earnings before interest, taxes, depreciation and amortisation ("EBITDA")

During the period, earnings before interest, taxes, depreciation and amortisation ("EBITDA") was RMB136.938 million (3.4% to revenue) (2017: RMB433.734 million, 10.8% to revenue). The main reason for the decrease in EBITDA was due to the Group's net loss during the year.

Foreign currency risk

The Group is exposed to foreign currency risk primarily through sales and purchases, cash, bank deposits and bank loans that are denominated in a currency other than the functional currency, Renminbi, of the operations to which they relate. The currencies giving rise to this risk are primarily the US Dollar and Euro. The Directors do not expect any significant impact from the change in exchange rates since the Group uses foreign currencies received from customers to settle the amounts due to suppliers which naturally mitigates the exchange rate risk. In addition, the Group will consider the difference in interest rates and fluctuations in the exchange rates of foreign currency denominated and local currency-denominated loan balance, and the need to mitigate the risk through low-risk forward contracts, in order to strike a balance between the exposure to the variations in interest costs and fluctuations in foreign exchange rates.

財務回顧(續)

流動資金及財務資源

本集團於年內主要營運資金來源為銀行借貸所得款項。於二零一八年十二月三十一日，本集團的流動比率(流動資產除流動負債)為0.80(二零一七年十二月三十一日：0.89)。本集團於二零一八年十二月三十一日有借貸淨額人民幣1,125.436百萬元(二零一七年十二月三十一日：人民幣1,636.798百萬元)，其中包括銀行及手頭現金人民幣239.712百萬元(二零一七年十二月三十一日：人民幣191.185百萬元)、已抵押存款人民幣425.309百萬元(二零一七年十二月三十一日：人民幣219.097百萬元)、一年內到期銀行貸款人民幣1,773.140百萬元(二零一七年十二月三十一日：人民幣1,922.322百萬元)以及非流動銀行及其他貸款人民幣17.317百萬元(二零一七年十二月三十一日：人民幣124.758百萬元)。淨借貸權益比率(借貸淨額除權益總額)為139.3%(二零一七年十二月三十一日：158.1%)。有關本集團進一步的資本結構載於本年報中財務報表附註的附註44。

未計利息、稅項、折舊及攤銷前盈利(「稅息折舊及攤銷前利潤」)

年內，本集團錄得未計利息、稅項、折舊及攤銷前盈利為人民幣136.938百萬元(收益之3.4%)(二零一七年：人民幣433.734百萬元(收益之10.8%))。稅息折舊及攤銷前利潤下降的主要原因是本集團年內虧損所致。

外幣風險

本集團所承受的外匯風險主要來自以相關業務的功能貨幣人民幣以外貨幣進行的買賣交易以及現金、銀行存款及銀行貸款，當中主要來自美元及歐元。由於本集團以從客戶所收取的外幣清償來應付予供應商款額形成匯率自然避險，故董事預期匯率變動不會構成任何重大影響。此外，本集團會考慮外幣與本幣借款利息成本差異性及匯率變化，並進一步考量搭配風險較低的遠期合約交易來避險，使得於利息成本高低和外幣匯率變化風險中取得平衡。

Management Discussion and Analysis

管理層討論及分析

Financial Review (continued)

Human resources

As at 31 December 2018, the Group had 3,669 (31 December 2017: 3,565) employees. Remuneration packages including salaries, bonuses and share options are granted to employees according to individual performance and are reviewed according to general market conditions every year. Training programmes were provided to employees on an ongoing basis.

Future Prospects and Strategies

It is always the darkest before dawn. “531 New Policy” will accelerate the early arrival of grid parity. The market is currently undergoing a structural transformation, in terms of production capacity and product quality improvement, to encourage high-end and high-efficiency products, and promote technological advancement, reduce costs of power generation, reduce dependence on subsidies, promote industry to high quality development, and accelerate to reach grid parity. The problems in the power grid and energy storage are also improving continuously. Therefore, after reaching grid parity, without the need for government subsidies, it is expected that the photovoltaic market will prosper and those operators who survive shall enjoy fruitful results.

Analysts expect that, by the end of 2020, culminated installation will surge above 250GW. The advantage of high conversion ratios, stable decay rate in its photovoltaic systems, continued reduction in unit cost, etc. of monocrystalline products are highlighted. In addition, with the increased attention by national policy on distributed solar power plants, markets of monocrystalline products are expected to grow continually. Hence, monocrystalline products are becoming the popular choice in solar projects and the market share of monocrystalline products is improving. The proportion of solar plants installing monocrystalline photovoltaic systems and the monocrystalline products used by distributed power plants have increased as a result.

財務回顧(續)

人力資源

於二零一八年十二月三十一日，本集團的僱員數目為3,669名(二零一七年十二月三十一日：3,565名)。薪金福利包括根據員工個別表現授予員工的薪酬、花紅及購股權，並每年按整體市況檢討。本集團亦持續為員工提供培訓計劃。

未來展望及策略

黎明來臨前本就是最黑暗時刻，531光伏新政會加速催熟平價上網(grid parity)的早日到來，市場正在經歷一個結構性的轉變，產能和產品提質增效，鼓勵高端高效產品，推進技術進步，降低發電成本，減少補貼依賴，推動行業向高質量發展，並加速達至平價上網。而電網或及儲能問題也在持續改善中，因此，平價上網後，在不須政府補貼下，光伏市場會噴發，所以其能熬過這關卡的業者，必能享受到豐碩的果實。

分析預測到二零二零年底，太陽能發電裝機將達到250吉瓦以上。而其中單晶產品憑其高轉換率光伏系統衰減率較穩定、單位成本持續下降等優點備受關注，加上國家重視分佈式電站發展等政策，單晶產品市場將持續向上發展。因此，單晶產品正在成為太陽能項目的熱門選擇，單晶產品的市場佔有率則正持續增加。安裝單晶光伏系統的太陽能發電站及各類分佈式電站採用單晶產品的比例亦因此而增加。



Management Discussion and Analysis

管理層討論及分析

Future Prospects and Strategies (continued)

Further, since the introduction of the “Top Runner Program” (the “Program”), the Program has promoted healthy competition through high standards of technical certification and efficiency requirements. In view of this, the National Energy Bureau launched an upgraded version of the national “Top Runner Program”, the program of application of advance technology on construction of photovoltaic power generating plants, also known as the “Super Runner Program”, focusing and promoting large-scale and advanced technology companies. “Super Runner Program” considers efficient product development as its main focus, which includes N-type photovoltaic modules, double-sided photovoltaic modules, black silicon photovoltaic modules, half-cell photovoltaic modules and smart modules. The Group’s high-end product, N-type double-sided and N-type IBC photovoltaic modules, is expected to gain attention from the market. Amongst all solar products, by focusing on the development of monocrystalline products, the Group commands industry-leading technology for the production of monocrystalline products. Through vertically integrating its upstream and downstream manufacturing capacities, apart from not self-producing polysilicon, the Group covers the whole industry chain of the photovoltaic industry, fully leveraging the synergy among different business segments of the Group.

As such, the focus is on the production of upstream monocrystalline silicon ingots and silicon wafers, and planning the downstream module production capacity, in order to focus on the production of upstream niche products, mono-crystalline silicon ingots and wafers, retaining only the existing scale or slightly increasing the solar cell manufacturing capacity, and through significant module production capacity, the Group not only maintains direct contact with downstream customers, but also keeps a finger on the pulse of the end-user market, and can also bring out the upstream high-end mono-crystalline silicon ingot and wafer products. Through the potential of continuous improvement in production costs of the upstream high-end mono-crystalline ingot and wafer products, the Group’s innate advantage will be demonstrated.

未來展望及策略(續)

另外，「領跑者」計劃自推出以來，透過高標準的技術認證和效率要求，促進企業良性競爭。為響應國家政策，國家能源局推出升級版「領跑者」計劃，即光伏發電先進技術應用基地建設計劃，又稱「超級領跑者」，以鼓勵和扶持具規模化且先進技術之企業。「領跑者」及「超級領跑者」認證主要產品包括有N型組件、雙面組件、黑硅電池組件、半片電池組件、智能組件等。而本集團的高端產品N型雙玻組件及N型IBC組件預期將得到市場高度重視。本集團專注光伏產品中的單晶產品，擁有行業領先的單晶產品生產技術，於光伏產業垂直整合的上下游裡，除了未自行生產化工類的多晶硅原材料之外，其業務形態覆蓋全光伏產業鏈，可以充分發揮本集團業務間之協同效應。

因此，本集團整體策略為：重點投資於上游單晶硅棒／硅片的生產製造，並規劃下游組件產能，專注於利基產品上游單晶晶棒和晶片的生產，只保留現有規模或小幅增加電池製造能力，併透過顯著的組件產能，不但可以直接接觸下游客戶，緊貼終端市場脈搏，亦可將上游高端單晶晶棒與晶片產品帶出，通過上游高端單晶晶棒與晶片產品持續成本改善空間，顯示既有優勢。



Management Discussion and Analysis

管理層討論及分析

Future Prospects and Strategies (continued)

However, despite the sudden and irrational factors of the aforementioned market, and even though the average unit price of the product in the future is still expected to gradually decrease with the advent of grid parity, the Group can rely on (1) the comparative advantages from technological superiority of its diversified product lines; (2) the highly competitive supporting outsourced production, to significantly drive its production costs down; and (3) the progressive commissioning of the high-efficiency production equipment, particularly, with regard to the Group's first phase 600MW mono-crystalline ingot and wafer project located in Qujing City, Yunnan Province, China, in the actual trial production stage, the finished products of mono-crystalline products being also in line with expectations, the costs having been reduced by one-third compared with the finished products produced in Jinzhou, it is expected that the magnitude of decrease in cost of the Group's products will be greater than that of the decrease in unit selling price, adding to the planned mono-crystalline silicon ingot, wafer and module projects, not only does the Group expect its future external shipments and total sales to continue to grow, the Group's gross profit ratios will return to a normal level. The road to grid parity may be a painful change, but it is also an opportunity for the industry. The Group is fully prepared and will do its utmost to embrace the market-oriented sustainable development after reaching grid parity.

Audit Committee

The Company's Audit Committee has reviewed the accounting principles and practices adopted by the Group and the Group's consolidated financial results for the year ended 31 December 2018, and has discussed and reviewed the risk management, internal control and reporting matters.

Dividend

No final dividend was paid in 2018 (2017: Nil). The Directors do not recommend the payment of a final dividend for 2018 (2017: Nil).

Closure of Register of Members

The register of members of the Company will be closed from 11 June 2019 to 18 June 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 10 June 2019.

未來展望及策略 (續)

若撇除前述市場突發性且非理性的影響因素後，雖然預期未來平均產品銷售單價仍將隨著全面平價上網的來臨而逐漸降低。本集團憑藉著(1)長期以來各產品線多元化的技術疊加優勢，(2)更有競爭力的外部生產配套設施而帶動的生產成本大幅降低，加上(3)高效生產設備已陸續投入量產，尤其本集團於中國雲南省曲靖市新增投資的第一期600兆瓦單晶硅棒及單晶硅片項目，實際試產階段單晶產成品亦符合預期，成本現已比錦州生產的產成品減少三分之一，加上規劃中預計新建的單晶晶棒晶片與組件項目，預期本集團單晶產品成本下降幅度將可較銷售價格的降幅更低，不僅預計本集團未來對外付運量以及銷售總額都將持續增長，集團毛利率將會回歸於正常水平。平價上網是痛苦蛻變，卻也是行業新生的契機，本集團已經做好準備，並將全力以赴，擁抱平價上網後市場主導的可持續發展的美好時代。

審核委員會

本公司審核委員會已審閱本集團採納的會計原則及常規以及本集團截至二零一八年十二月三十一日止年度的綜合財務業績，及就風險管理、內部監控及匯報事宜進行討論及審閱。

股息

二零一八年內並無派付末期股息(二零一七年：無)。董事不建議就二零一八年派發末期股息(二零一七年：無)。

暫停辦理股份過戶登記

本公司將由二零一九年六月十一日至二零一九年六月十八日(首尾兩天包括在內)暫停辦理股份過戶登記手續，期間不會登記股份過戶。如欲符合資格出席本公司應屆股東週年大會並於會上表決，所有股份過戶文件連同有關股票必須於二零一九年六月十日下午四時三十分前，交回本公司之股份過戶登記處香港分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-16室)。

CORPORATE GOVERNANCE REPORT

企業管治報告

Overview

The Board strived to uphold good corporate governance and adopted sound corporate governance practices. This report outlines the principles and the code provisions set out in the Corporate Governance Code (the “Code”), as contained in Appendix 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) which have been adopted by the Group.

The Company has established the audit committee (the “Audit Committee”) in compliance with the Code to oversee the financial reporting procedures and internal controls of the Group so as to ensure compliance with the Listing Rules. The Company has also established a nomination committee (the “Nomination Committee”) and a remuneration committee (the “Remuneration Committee”) (collectively, the “Board Committees”) with defined terms of reference. The terms of reference of the Board Committees have been posted on the websites of Stock Exchange and the Company.

The Group has implemented a compliance manual which covers areas such as ongoing compliance obligations of the Company and the Directors, business operations of the Group, financial management systems, human resources management systems, internal control systems, quality assurance and property management systems. In the opinion of the Board, all the code provisions set out in the Code were met by the Company throughout the financial year ended 31 December 2018.

Compliance with the Model Code for Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as the standard for securities transactions entered into by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards as set out in the Model Code and its code of conduct regarding Directors’ securities transactions throughout the financial year ended 31 December 2018.

概覽

董事會致力維持良好的企業管治，採納理想的企業管治常規。本報告簡述已獲本集團採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四載列之企業管治守則（「守則」）所載之原則及守則條文。

本公司已根據守則的規定成立審核委員會（「審核委員會」）監督本集團財務報告程序及內部監控，確保遵守上市規則。本公司亦已成立提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）（統稱「董事委員會」），均具有界定的職權範圍。董事委員會的職權範圍已刊登於聯交所及本公司網站。

本集團亦制定遵例手冊，範圍涵蓋本公司及董事的持續遵例責任、本集團的業務營運、財務管理制度、人力資源管理制度、內部監控制度、質量保證及物業管理制度等方面。董事會認為，本公司於截至二零一八年十二月三十一日止財政年度內一直遵守守則載列的全部守則條文。

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十載列的上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的準則。本公司已特別向全體董事查詢，全體董事確認，於截至二零一八年十二月三十一日止財政年度內，彼等均已符合標準守則及其有關董事進行證券交易操守守則規定的準則。

Corporate Governance Report

企業管治報告

The Board of Directors

The Board takes the responsibility to oversee all major matters of the Company, including the formulation and approval of overall business strategies, internal control and risk management systems, and monitoring the performance of the senior management. The Directors have the responsibility to act objectively in the interests of the Company. The Directors also assume the following responsibilities for corporate governance as set out in code provision D3.1 of the Code:

- (a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report.

As at 31 December 2018, the Board comprises seven Directors, including three executive Directors: Mr. TAN Wenhua (Chairman), Mr. TAN Xin (Chief Executive Officer) and Mr. WANG Junze (Chief Financial Officer), one non-executive Director: Mr. HSU You Yuan, and three independent non-executive Directors: Dr. WONG Wing Kuen, Albert, Ms. FU Shuangye and Mr. ZHANG Chun. The names and biographical details of the Directors are set out on pages 41 to 45 of the annual report. The Board has a strong independent element in its composition with over half of the board members being non-executive Directors to ensure that all decisions of the Board are made in the best interest of the Group's long-term development.

The Board has delegated various responsibilities to the Board Committees. Further details of these committees are set out below on pages 35 to 37.

董事會

董事會負責監督本公司所有重要事宜，包括制定及批准整體業務策略、內部監控及風險管理制度、監察高級管理層的表現。董事有責任以本公司利益按客觀標準行事。董事亦承擔載於守則之守則條文第D3.1條有關企業管治之以下責任：

- (a) 發展及檢討有關企業管治之發行人政策及常規並向董事會提供意見；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察有關遵守法律及法規規定之發行人政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之操守及遵守手冊之守則(如有)；及
- (e) 檢討發行人是否遵守企業管治報告之守則及披露。

於二零一八年十二月三十一日，董事會現時由七名董事組成，包括三名執行董事(即譚文華先生(主席)、譚鑫先生(首席執行官)及王鈞澤先生(首席財務官))、一名非執行董事許祐淵先生及三名獨立非執行董事(即王永權博士、符霜葉女士及張椿先生)。本年報內第41頁至第45頁載有董事的姓名及履歷詳情。董事會的組成具高度獨立成份，過半數董事會成員為非執行董事，確保董事會以本集團長遠發展的最佳利益，作出所有決策。

董事會已委派董事委員會履行各種職責。有關該等委員會的進一步詳情，載於下文第35頁至第37頁。



Corporate Governance Report

企業管治報告

Board Meetings

The Company holds Board meetings regularly, at least four times a year at approximately quarterly intervals. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of Board meeting will be sent to all Directors at least 14 days prior to a regular Board meeting. Reasonable notices will be given to the Directors for ad-hoc Board meetings. Directors may participate either in person or through electronic means of communications. The Company will provide relevant materials to all the Directors relating to the matters brought before the meetings. All the Directors will be provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. All Directors will have the opportunity to include matters in the agenda for Board meetings.

During the year ended 31 December 2018, 7 Board meetings and 1 Shareholders meeting were held and the attendance of individual Directors at these meetings is set out below:

| Name of Directors | Attendance/Number of Meetings | | 董事姓名 | 出席率／會議次數 | |
|--|-------------------------------|-----------------------|----------------|----------|------|
| | Board meetings | Shareholders meetings | | 董事會會議 | 股東大會 |
| Executive Directors | | | 執行董事 | | |
| Mr. TAN Wenhua (<i>Chairman</i>) | 7/7 | 0/1 | 譚文華先生(主席) | 7/7 | 0/1 |
| Mr. TAN Xin | 7/7 | 1/1 | 譚鑫先生 | 7/7 | 1/1 |
| Mr. WANG Junze | 7/7 | 1/1 | 王鈞澤先生 | 7/7 | 1/1 |
| Non-executive Director | | | 非執行董事 | | |
| Mr. HSU You Yuan | 7/7 | 0/1 | 許祐淵先生 | 7/7 | 0/1 |
| Independent non-executive Directors | | | 獨立非執行董事 | | |
| Dr. WONG Wing Kuen, Albert | 7/7 | 0/1 | 王永權博士 | 7/7 | 0/1 |
| Ms. FU Shuangye | 7/7 | 0/1 | 符霜葉女士 | 7/7 | 0/1 |
| Mr. ZHANG Chun | 7/7 | 0/1 | 張椿先生 | 7/7 | 0/1 |

董事會會議

本公司的董事會會議每年定期最少舉行四次，大約每季舉行一次，在有需要時亦會召開臨時會議，商討整體策略以及本集團的營運及財務表現。全體董事將於舉行定期董事會會議前最少14天獲發董事會會議通告，而臨時董事會會議通告亦會於事前合理時間內送交予董事。董事可選擇親身或以電子通訊方式出席會議。本公司將於會議前向所有董事提供有關會議上討論事項的資料。所有董事將獲得充份資源以履行其職責，並可提出合理要求，按合適情況徵求獨立專業意見，費用由本公司承擔。所有董事均可將其關注的事宜加入董事會會議議程。

截至二零一八年十二月三十一日止年度內，董事會曾舉行7次董事會會議及1次股東大會，而個別董事出席有關會議的情況載列如下：

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Independent Non-executive Directors

All independent non-executive Directors possess a wealth of professional and industry expertise and management experience and have provided their professional advices to the Board. They have played a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. In particular, they bring impartial views to the Board on issues of the Company's strategy, performance and control. The Board also considers that independent non-executive Directors provide independent advice on the Company's business strategy, results and management so that all interests of shareholders are taken into consideration, and the interests of the Company and its shareholders are taken into account in all business decisions. The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to the criteria Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent in accordance with the Listing Rules.

Any re-election of an independent non-executive director who has served the board for more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders.

Where an individual is proposed to be elected as an Independent Non-executive Director at the general meeting, the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting will include:

- the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- if the proposed Independent Non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the board;
- the perspectives, skills and experience that the individual can bring to the Board; and
- how the individual contributes to diversity of the Board.

Each of Dr. WONG Wing Kuen, Albert, Ms. FU Shuangye and Mr. ZHANG Chun has served as an Independent Non-executive Director of the Company for more than nine years. As Independent Non-executive Directors with extensive experience and knowledge and in-depth understanding of the Company's operations and business, each of them has expressed objective views and given independent guidance to the Company over the past years, and they continue to demonstrate a firm commitment to their role.

獨立非執行董事

所有獨立非執行董事均具備豐富的業界專業知識及管理經驗，能為董事會提供專業意見。彼等能提供獨立判斷，董事會作出決定時多會考慮彼等的意見，故在董事會中擔當重要的角色。尤其在本公司策略、業績及監控方面，他們可向董事會提出無偏私的觀點。董事會亦認為，獨立非執行董事能就本公司的業務策略、業績及管理提供獨立意見，因此，股東的所有利益已獲考慮，而所有商業決定亦已顧及本公司及其股東的利益。本公司已自各獨立非執行董事收獲彼根據上市規則第3.13條作出之年度獨立性之確認。本公司認為，所有獨立非執行董事根據上市規則均為獨立人士。

凡服務董事會超過九年的獨立非執行董事，須獲股東以獨立決議案批准方可續任。

倘擬於股東大會上建議選任某人士為獨立非執行董事，則有關股東大會通告所隨附的致股東通函及／或說明函件中將包括：

- 用以物色該名人士的流程，董事會認為應選任該名人士的理由以及彼等認為該名人士屬獨立人士的原因；
- 倘候任獨立非執行董事將出任第七間(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- 該名人士如何促進董事會成員多元化。

王永權博士、符霜葉女士及張椿先生各自擔任本公司獨立非執行董事超過九年，各自具有豐富經驗、見識深廣，對本公司的業務營運有透徹瞭解，於過去數年一直以獨立非執行董事的身份向本公司表達客觀見解並給予獨立指導，對本身角色持續表現堅定的承擔。

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Independent Non-executive Directors (continued)

The Nomination Committee and the Board consider that the long service of Dr. WONG Wing Kuen, Albert, Ms. FU Shuangye and Mr. ZHANG Chun would not affect their exercise of independent judgement and are satisfied that each of Dr. WONG Wing Kuen, Albert, Ms. FU Shuangye and Mr. ZHANG Chun has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director.

Appointments, Re-election and Removal of Directors

Each of Mr. TAN Wenhua and Mr. TAN Xin has been appointed as an executive Director for a specific term of three years commencing from 28 June 2017, and Mr. WANG Junze has been appointed as an executive Director for a specific term of three years commencing from 21 June 2018. Such terms are subject to re-appointment by the Company at an annual general meeting upon retirement.

Mr. HSU You Yuan has been appointed as non-executive Director for a specific term of three years commencing from 21 June 2018. Such terms are subject to re-appointment by the Company at an annual general meeting upon retirements.

Mr. ZHANG Chun has been appointed as an independent non-executive Director for a specific term of three years commencing from 29 June 2016, Dr. WONG Wing Kuen, Albert and Ms. FU Shuangye has been appointed as an independent non-executive Director for a specific term of three years commencing from 28 June 2017 and 21 June 2018 respectively. Such terms are subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

In accordance with the provisions of the Company's articles of association, Mr. TAN Wenhua and Dr. WONG Wing Kuen, Albert will retire by rotation at the forthcoming annual general meeting and being eligible, and will offer themselves for re-election at the annual general meeting. The Company was informed by Mr. ZHANG Chun that he will not offer himself for re-election at the annual general meeting and will retire as an independent non-executive Director with effect from the close of the AGM.

Training and Professional Development

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

獨立非執行董事(續)

提名委員會及董事會認為王永權博士、符霜葉女士及張椿先生的長期服務不會影響彼等作出獨立的判斷，並確信王永權博士、符霜葉女士及張椿先生各自具備繼續履行獨立非執行董事一職所需的品格、誠信及經驗。

委任、重選及罷免董事

譚文華先生及譚鑫先生各自獲委任為執行董事，自二零一七年六月二十八日起，特定年期為三年，而王鈞澤先生獲委任為執行董事，自二零一八年六月二十一日起，特定年期為三年。董事須於股東週年大會上退任後由本公司再度委任。

許祐淵先生獲委任為非執行董事，自二零一八年六月二十一日起，特定年期為三年。董事須於股東週年大會上退任後由本公司再度委任。

張椿先生獲委任為獨立非執行董事，自二零一六年六月二十九日起，特定年期為三年，而王永權博士及符霜葉女士各自獲委任為獨立非執行董事，分別自二零一七年六月二十八日及二零一八年六月二十一日起，特定年期為三年。有關任期須根據本公司的組織章程細則輪值告退並接受重選。

根據本公司組織章程細則的條文，譚文華先生及王永權博士將於應屆股東週年大會輪值退任，且均合資格並將於股東週年大會重選連任。張椿先生已告知本公司，表示彼將不會於股東週年大會重選連任，並將由股東週年大會結束起退任獨立非執行董事。

培訓及專業發展

所有董事均需參與持續專業發展，以發展及更新彼等之知識及技能。董事已獲發有關指引資料，確保彼等知悉與本公司業務相關之最新商業、法律和監管要求變動，並增進彼等對上市公司董事之職位、職能和職責之知識和技能。

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Training and Professional Development

(continued)

All Directors had provided a record of training they received during the year to the Company. According to the training records provided by the Directors, the trainings attended by them during the reporting period is summarised as follows:

| Directors | Trainings on corporate governance and regulatory development | 董事 | 企業管治及監管發展之培訓 |
|--|--|-------------------|--------------|
| Executive Directors | | | |
| Mr. TAN Wenhua (<i>Chairman</i>) | ✓ | 執行董事 譚文華先生(主席) | ✓ |
| Mr. TAN Xin | ✓ | 譚鑫先生 | ✓ |
| Mr. WANG Junze | ✓ | 王鈞澤先生 | ✓ |
| Non-executive Director | | | |
| Mr. HSU You Yuan | ✓ | 非執行董事 許祐淵先生 | ✓ |
| Independent Non-executive Directors | | | |
| Dr. WONG Wing Kuen, Albert | ✓ | 獨立非執行董事 王永權博士 | ✓ |
| Ms. FU Shuangye | ✓ | 符霜葉女士 | ✓ |
| Mr. ZHANG Chun | ✓ | 張椿先生 | ✓ |

Chairman and Chief Executive Officer

Under code provision A.2.1 of the Code, the roles of the Chairman and the Chief Executive Officer (“CEO”) should be separated and should not be performed by the same individual.

Mr. TAN Wenhua since 1 October 2015 served as both the Chairman and the CEO, such practice deviates from code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “Code”), following Mr. Hsu You Yuan’s stepping down from the position of CEO, so as to maintain the continuity of the policies and the stability of the operations of the Company. In order to alleviate the workload from the dual roles of Chairman of the Board and CEO and better comply with the principles and the code provisions set out in the Corporate Governance Code in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Mr. TAN Wenhua, has stepped down from the position of CEO of the Company and Mr. TAN Xin has been appointed as the CEO of the Company with effect from 6 October 2016.

The overall management of the Company was performed by the CEO, executive Directors and senior management of the Company. The executive Directors (Mr. TAN Wenhua, Mr. TAN Xin and Mr. WANG Junze) who have extensive experience in the solar energy industry and their respective areas of profession, spearhead the Group’s overall development and business strategies.

培訓及專業發展(續)

全體董事已向本公司提供年內彼等已接受之培訓記錄。根據董事提供之培訓記錄，彼等於報告期間參加之培訓概述如下：

主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁(「行政總裁」)的角色應分立，不應由同一人擔任。

在許祐淵先生辭任首席執行官後，自二零一五年十月一日起，譚文華先生兼任主席及首席執行官，有關做法偏離上市規則附錄十四所載企業管治守則(「守則」)第A.2.1條守則條文。由譚先生兼任兩職乃屬合適並且符合本公司最佳利益，可藉以維持政策的連續性以及本公司運作的穩定性。然而為了減輕兼任董事會主席及本公司的首席執行官(「首席執行官」)的工作量，以及更完善地遵從《香港聯合交易所有限公司證券上市規則》附錄十四的《企業管治守則》之原則及守則條文，譚文華先生辭任本公司的首席執行官之職位，而譚鑫先生獲委任為首席執行官，自二零一六年十月六日起生效。

行政總裁、本公司執行董事及高級管理層管理本公司整體運作。執行董事譚文華先生、譚鑫先生及王鈞澤先生，於太陽能產業及各自專業領域中擁有豐富的經驗，為本集團整體發展及業務策略擔當領導角色。

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Board Committees

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 3.21 to 3.23 of and Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include overseeing the financial reporting processes and internal control procedures of the Group, reviewing the financial information of the Group and considering issues relating to the external auditor. Currently, the Audit Committee consists of three independent non-executive Directors, namely, Dr. WONG Wing Kuen, Albert (Chairman), Ms. FU Shuangye and Mr. ZHANG Chun.

In 2018, the Audit Committee met 2 times and the attendance of individual Directors at these meetings is set out below:

| Name of Directors | Attendance/ Number of meetings | 董事姓名 | 出席率/ 會議次數 |
|--|--------------------------------------|--------------------------------|--------------|
| Independent non-executive Directors | | | |
| Dr. WONG Wing Kuen, Albert (<i>Chairman</i>) | 2/2 | 獨立非執行董事 王永權博士 (<i>主席</i>) | 2/2 |
| Ms. FU Shuangye | 2/2 | 符霜葉女士 | 2/2 |
| Mr. ZHANG Chun | 2/2 | 張椿先生 | 2/2 |

The Audit Committee has reviewed the Group's interim financial report for the six months ended 30 June 2018 and annual consolidated financial statements for the year ended 31 December 2018, including the accounting principles and practices adopted by the Group, and has also discussed auditing, internal control and financial reporting matters with the management. The Audit Committee also monitored the Company's progress in implementing the Code as required under the Listing Rules.

Remuneration Committee

The Company established the Remuneration Committee pursuant to a resolution of the Directors passed on 27 February 2008 pursuant to Rules 3.25 to 3.27 of and Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's structure for remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. Currently, the Remuneration Committee consists of four members; three of whom are independent non-executive Directors, namely, Ms. FU Shuangye (Chairman), Dr. WONG Wing Kuen, Albert and Mr. ZHANG Chun, and one is an executive Director, namely, Mr. TAN Wenhua.

董事委員會

審核委員會

本公司已遵照上市規則第3.21至3.23條及附錄十四的規定成立審核委員會，並以書面訂明其職權範圍。審核委員會的主要職責包括監督本集團的財務報告程序及內部監控程序、審閱本集團財務資料，以及考慮有關外聘核數師的事宜。審核委員會現時由三名獨立非執行董事組成，即王永權博士（主席）、符霜葉女士及張椿先生。

於二零一八年，審核委員會曾舉行2次會議，而個別董事出席有關會議的情況載列如下：

審核委員會已審閱本集團截至二零一八年六月三十日止六個月之中期財務報告及截至二零一八年十二月三十一日止年度之年度綜合財務報表，包括本集團採納的會計準則及慣例，亦已與管理層商討核數、內部監控及財務申報事宜。審核委員會亦監控本公司根據上市規則要求執行守則之進程。

薪酬委員會

根據上市規則第3.25至3.27條及附錄十四的規定，本公司已根據董事於二零零八年二月二十七日通過的決議案成立薪酬委員會。薪酬委員會的主要職責包括就本公司董事及高級管理人員的薪酬結構以及就制訂該等薪酬政策設立正式及具透明度的程序，向董事會作出推薦意見。目前，薪酬委員會由四名成員組成，當中三名為獨立非執行董事，即符霜葉女士（主席）、王永權博士及張椿先生以及一名執行董事譚文華先生。

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Board Committees (continued)

Remuneration Committee (continued)

In 2018, the Remuneration Committee met once and the attendance of individual Directors at the meeting is set out below:

| Name of Directors | Attendance/ Number of meetings |
|--|--------------------------------------|
| Independent non-executive Directors | |
| Ms. FU Shuangye (<i>Chairman</i>) | 1/1 |
| Dr. WONG Wing Kuen, Albert | 1/1 |
| Mr. ZHANG Chun | 1/1 |
| Executive Director | |
| Mr. TAN Wenhua | 1/1 |

The Remuneration Committee has made recommendations to the Board regarding the remuneration policy of the Company. In addition, it has also reviewed and approved management's remuneration proposal and directors' service contracts by reference to corporate goals and objectives resolved by the Board, and ensured that no Director or any of his/her associates is involved in deciding his/her own remuneration.

Nomination Committee

The Company established a Nomination Committee pursuant to a resolution of the Directors passed on 27 February 2008 pursuant to Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee include making recommendations to the Board on the Company's policy and structure for recruiting Directors and senior management and on the establishment of formal and transparent procedures for nomination procedures and process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship and senior management. Currently, the Nomination Committee consists of four members; three of whom are independent non-executive Directors, namely, Mr. ZHANG Chun (*Chairman*), Dr. WONG Wing Kuen, Albert and Ms. FU Shuangye, and one is a non-executive Director, namely, Mr. HSU You Yuan.

In 2018, the Nomination Committee met once and the attendance of individual Directors at the meeting is set out below:

| Name of Directors | Attendance |
|--|------------|
| Independent non-executive Directors | |
| Mr. ZHANG Chun (<i>Chairman</i>) | 1/1 |
| Dr. WONG Wing Kuen, Albert | 1/1 |
| Ms. FU Shuangye | 1/1 |
| Non-executive Director | |
| Mr. HSU You Yuan | 1/1 |

董事委員會(續)

薪酬委員會(續)

於二零一八年，薪酬委員會曾舉行1次會議，而個別董事出席有關會議的情況載列如下：

| 董事姓名 | 出席率/ 會議次數 |
|---------------------|--------------|
| 獨立非執行董事 | |
| 符霜葉女士 (<i>主席</i>) | 1/1 |
| 王永權博士 | 1/1 |
| 張椿先生 | 1/1 |
| 執行董事 | |
| 譚文華先生 | 1/1 |

薪酬委員會已就本公司薪酬政策向董事會提供建議。此外，該委員會亦已參考董事會決定之公司目標及宗旨，檢討及批准管理層薪酬建議及董事服務合同，並確保概無董事或其任何聯繫人士參與決定其本身薪酬。

提名委員會

根據上市規則附錄十四的規定，本公司已根據董事於二零零八年二月二十七日通過的決議案成立提名委員會。提名委員會的主要職責包括就本公司董事及高級管理人員的聘用政策及架構以及就提名委員會就甄選推薦董事及高級管理人員候選人採納的提名程序及條件設立正式及具透明度的程序，向董事會作出推薦意見。現時，提名委員會由四名成員組成，當中三名為獨立非執行董事，即張椿先生(主席)、王永權博士及符霜葉女士及一名非執行董事許祐淵先生。

於二零一八年，提名委員會曾舉行1次會議，而個別董事出席有關會議的情況載列如下：

| 董事姓名 | 出席率 |
|--------------------|-----|
| 獨立非執行董事 | |
| 張椿先生 (<i>主席</i>) | 1/1 |
| 王永權博士 | 1/1 |
| 符霜葉女士 | 1/1 |
| 非執行董事 | |
| 許祐淵先生 | 1/1 |

Corporate Governance Report 企業管治報告

Board Committees (continued)

Nomination Committee (continued)

The Nomination Committee has discussed matters relating to the appointment of senior management members during the year. The Nomination Committee also considered and resolved that all the existing Directors shall be recommended to be retained by the Company.

Board Diversity

The Board has a board diversity policy which is available on the Company's website. In order to achieve a diversity of perspectives among members of the Board, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. Such factors include gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders. The Board considered the Company has achieved the objective of board diversity during the year.

Remuneration of Directors and Senior Management

Particulars of the Directors' remuneration for the year ended 31 December 2018 are set out in note 9 to the Financial Statements.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Directors and Senior Management" in this annual report for the year ended 31 December 2018 by band is set out in note 10 to the Financial Statements.

NON-COMPETITION UNDERTAKING

During the year from 1 January 2018 to 31 December 2018, none of the Directors nor their respective associates (as defined in the Listing Rules) had any interest in a business that competed or might compete with the business of the Group.

Mr. TAN Wenhua has confirmed to the Company of his compliance with the non-competition undertakings provided to the Company under a non-competition undertaking dated 27 February 2008 ("Non-competition undertaking"). The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Non-competition undertaking had been complied with and duly enforced from 1 January 2018 and up to 31 December 2018.

董事委員會 (續)

提名委員會 (續)

提名委員會年內已討論有關委任高級管理層成員的事宜。提名委員會亦已考慮及決議所有現任董事須由本公司推薦留任。

董事會成員多元化

董事會訂有董事會成員多元化政策，並已登載於本公司網站。為達致董事會成員範疇多元化，本公司奉行的政策是在決定委任及續聘董事會成員前，會考慮多項因素。該等因素包括性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務任期以及本公司主要股東的合法權益。董事認為年內本公司已達到董事會成員多元化的目標。

董事和高級管理人員的薪酬

截至二零一八年十二月三十一日止年度之董事酬金詳情載於財務報表附註9。

根據企業管治守則的守則條文第B.1.5條，本年報「董事及高級管理人員」一節所包括的高級管理人員（董事除外）於二零一八年十二月三十一日止年度按組別的酬金詳情載於財務報表附註10。

不競爭承諾

於二零一八年一月一日至二零一八年十二月三十一日年內，概無董事及彼等各自的聯繫人（定義見上市規則）於與本集團業務競爭或可能與本集團業務競爭的業務中擁有任何權益。

譚文華先生已向本公司確認其遵守根據日期為二零零八年二月二十七日的非競爭承諾（「非競爭承諾」）向本公司提供的非競爭承諾。獨立非執行董事已審閱合規情況，並確認由二零一八年一月一日至二零一八年十二月三十一日已遵守及不時履行非競爭承諾項下的所有承諾。

Corporate Governance Report

企業管治報告

Financial Reporting and Internal Control

Financial Reporting

The Board, supported by the Chief Financial Officer and the Finance Department of the Company, is responsible for the preparation of the financial statements of the Company and the Group. In the preparation of financial statements, Hong Kong Financial Reporting Standards have been adopted and the appropriate accounting policies have been consistently used and applied. The Board aims to present a clear and balanced assessment of the Group's performance in the annual and interim reports to the shareholders, and make appropriate disclosure and announcements in a timely manner.

Auditors' Remuneration

The performance and remuneration of the external auditors of the Company, Ernst & Young, have been reviewed by the Audit Committee. For the year ended 31 December 2018, the fees paid and payable to Ernst & Young and other external auditors in respect of audit services amounted to approximately RMB2,791,000 (2017: RMB2,641,000). In addition, approximately RMB272,000 (2017: RMB387,000) was charged for other non-audit services.

Risk management and internal control

The Board is responsible for the risk management and the internal control of the Group and for reviewing its effectiveness. The Company conducted regular review to monitor the Company's internal management and operation during the year. Procedures have been designed to review the risk management functions and to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, ensure compliance of applicable laws, rules and regulations.

During the year, the Board supervised the management's design, implementation and monitoring of the risk management and internal control systems, and reviewed the adequacy and effectiveness of the risk management and internal control systems of the Group; such review covered all major control aspects of the Group, including financial, operational and compliance controls.

The Group's internal audit team plays an important role in monitoring the internal governance of the Company. The internal audit team mainly monitors and reviews the matters relating to the internal control and compliance of the Company, and provides regular risk-oriented internal audits for its subsidiaries. The internal audits cover sales, financial reporting and information security and so on. The internal audit team reports to the Board once a year. The review covered each of the twelve months of 2018.

財務報告及內部監控

財務報告

董事會在本公司首席財務官及財務部門的支援下，負責編製本公司及本集團的財務報表。本公司在編製財務報表時，已採納香港財務報告準則，並貫徹使用及應用適當的會計政策。董事會旨在於致股東年報及中期報告中，對本集團業績作出清晰平衡的評估，並適時作出適當的披露及公佈。

核數師酬金

本公司的外聘核數師安永會計師事務所（「安永」）之表現及酬金已由審核委員會審閱。截至二零一八年十二月三十一日止年度，就審核服務已付及應付安永及其他外聘核數師費用約人民幣2,791,000元（二零一七年：人民幣2,641,000元）。此外，約人民幣272,000元（二零一七年：人民幣387,000元）已計入其他非核數服務。

風險管理及內部監控

董事會負責本集團的風險管理及內部監控，並檢討監控的成效。本年度內，本公司對其內部管理及營運，進行定期檢討及監察。本公司已設計程序，審視風險管理職能及確保保存適當的會計記錄，以便提供可靠的財務資料，以供內部使用或刊印發行，亦確保符合相關法律、規則及規例。

年內，董事會監督管理層對風險管理及內部監控系統的設計、實施及監察，並已檢討本集團的風險管理及內部監控系統是否充足及有效，有關檢討涵蓋本集團所有重要的監控方面，包括財務監控、營運監控及合規監控。

本集團的內部審核團隊於監察本公司內部管治方面扮演著重要角色。內部審核團隊的主要職責是監督及檢討本公司的內部監控及合規相關事宜，並定期對本公司的附屬公司開展風險導向的內部審計。其內部審計範圍涵蓋銷售、財務匯報和信息安全等方面。內部審核團隊每年向董事會匯報一次，而審核涵蓋了二零一八年十二個月。



Corporate Governance Report 企業管治報告

Financial Reporting and Internal Control (continued)

Risk management and internal control (continued)

In order to fulfil their fiduciary duties and duties of skill, care and diligence, the Directors will constantly seek advice and assistance from the Company's internal legal team and if necessary, seek advice from external legal advisors in Hong Kong and the PRC. The Company also adopted internal control procedures relating to, among others, signing authority and procedures since February 2007. The Company has an Audit and Legal Department consisting 3 members with extensive experience in the legal field. The main duties of the Audit and Legal department include:

- providing legal advice on major business decisions
- reviewing and drafting legal documents
- handling legal disputes
- advising on legal issues related to daily operations
- conducting internal training for compliance matters

For the year ended 31 December 2018, the Board considered that the Group's risk management and internal control systems are adequate and effective and the Company has complied with the Corporate Governance Code.

Directors' responsibility on the financial statements

The Directors acknowledged their responsibility for preparing the financial statements for the year ended 31 December 2018, which were prepared in accordance with applicable accounting standards.

The reporting responsibility of the external auditor of the Company, Ernst & Young, on the consolidated financial statements of the Group are set out in the independent auditor's report on pages 68 to 75.

Going concern

Other than the events stated in note 2.1 to the Financial Statements on pages 89 to 91, there are no material uncertainties relating to events or conditions that cast significant doubt upon the Group's ability to continue as a going concern.

Investors Relations

The Company places strong emphasis on its communications with investors, and considers that maintaining on-going and open communications with investors can promote investors' understanding of and confidence in the Company. The Company disclosed all necessary information to the Shareholders in compliance with the Listing Rules and met with media, securities analysts, fund managers and investors on a regular basis to respond to their enquiries so as to provide them with a clearer picture of the Company's achievements in business management and other aspects.

財務報告及內部監控(續)

風險管理及內部監控(續)

為履行其誠信責任及應有技能、謹慎和勤勉行事的責任，董事將不斷向本公司內部法律團隊徵求意見及協助，倘若有需要，則向香港及中國的外聘法律顧問徵求意見。本公司亦自二零零七年二月起採納有關(其中包括)簽署授權及程序的內部監控程序。本公司設有審核及法律部門，由三名成員組成，彼等在法律領域具備豐富經驗。審核及法律部門的主要職務包括：

- 就重大業務決策提供法律意見
- 審閱及草擬法律文件
- 處理法律爭議
- 就與日常營運有關的法律問題提供意見
- 就合規事宜提供內部培訓

截至二零一八年十二月三十一日止年度，董事會認為本集團的風險管理及內部監控系統為適當及有效，且本公司已遵守企業管治守則。

董事對財務報表的責任

董事知悉，彼等須按照適用的會計準則，編製截至二零一八年十二月三十一日止年度的財務報表。

本公司外聘核數師安永會計師事務所對本集團綜合財務報表的報告責任，載於第68頁至第75頁的獨立核數師報告。

持續經營能力

除第89至91頁財務報表附註2.1載列之事項外，概無任何有關可對本集團持續經營能力構成重大疑慮的事件或情況的重大不明朗因素。

投資者關係

本公司十分重視與投資者之溝通，並認為與投資者維繫持續和開放之溝通可有助投資者了解本公司及加強其對本公司之信心。本公司遵照上市規則之規定向股東披露所有必需資料，並與傳媒、證券分析員、基金經理及投資者定期會面回答其查詢，藉以向彼等提供有關本公司於業務、管理及其他方面成就之更清晰資料。

Corporate Governance Report

企業管治報告

The general meeting of the Company is also an effective communication channel between the Board and Shareholders. The Company will meet with the Shareholders and respond to their enquiries in the general meetings. The executive Directors attended the annual general meeting of the Company held on 21 June 2018.

Shareholders' Rights

Convening an extraordinary general meeting of the Company ("EGM")

Pursuant to article 58 of the articles of association of the Company, 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 EGM 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.

There are no provisions allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law (2011 Revision) or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Enquiries from Shareholders

Shareholders may send written enquiries, either by post or by facsimile, together with his/her contact details, such as postal address, email or fax, addressing to the Board at the head office of the Company at the following address or facsimile number:

Solargiga Energy Holdings Limited
Room 1402, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong
Attention to: Board of Directors/Company Secretary

Fax: 852 3416 2111

Changes to Constitutional Documents

During the year ended 31 December 2018, there was no significant change in the Company's constitutional documents, and these documents are published on the websites of the Company and the Stock Exchange.

本公司之股東大會亦為董事會與股東之間有效之溝通渠道。於股東大會上，本公司將與股東會面並回應其提出之查詢。執行董事曾出席二零一八年六月二十一日舉行之股東週年大會。

股東權利

召開本公司股東特別大會（「股東特別大會」）

根據本公司組織章程細則第58條，任何於遞交請求日期持有不少於本公司實繳股本（附有於本公司股東大會表決權利）十分之一之股東，於任何時候有權透過董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中訂明之任何事項；且該大會應於遞交該要求後兩個月內舉行。

於開曼群島公司法（二零一一年修訂版）或本公司組織章程細則中，概無條文容許股東於股東大會上動議新決議案。有意動議決議案的股東可依循上一段所述的程序要求本公司召開股東大會。

股東查詢

股東可將書面查詢（不論郵寄或傳真）連同其詳細聯絡資料（如郵寄地址、傳真或電郵）按以下地址或傳真號碼送交於本公司總辦事處之董事會：

陽光能源控股有限公司
香港
灣仔
港灣道25號
海港中心1402室
經辦人：董事會／公司秘書

傳真號碼：852 3416 2111

憲章文件變動

於截至二零一八年十二月三十一日止年度內，本公司之憲章文件並無任何變動。該等憲章文件刊載於本公司及聯交所網站。



DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事和高級管理人員簡歷

Directors

Executive Directors

Mr. TAN Wenhua (譚文華), aged 62, an executive Director and the Chairman of the Board. He was one of the founders of the Jinzhou Plants in 2001. He was conferred various honours including the Model for the Labour of the Building Materials Systems of the Nation, the medal of "May 1st" Labour of Liaoning Province, the Builders Merit award of Liaoning Province, the Outstanding Member of the China Communist Party, the Outstanding Entrepreneur of the Building Materials Industry of the Nation, the Venture Entrepreneur of the Liaoning Province and First Prize Entrepreneur of Jinzhou. Prior to the founding of Jinzhou Plants, he was the Chairman of 錦州新華石英玻璃(集團)有限責任公司 (Jinzhou Xinhua Quartz Glass (Group) Co., Ltd.) and the Director of 錦州一五五廠 (Jinzhou 155 Factory), a state-owned factory engaging in quartz crucibles manufacturing. He has been granted a special subsidy by the State Council in 2004 for his contribution in engineering technology. He is the father of Mr. Tan Xin, the executive Director of the Company and Chief Executive Officer of the Company.

Mr. TAN Xin (譚鑫), aged 35, is an executive Director and the Chief Executive Officer of the Company. He joined the Group in July 2005. He holds a bachelor's degree of Marketing from the Macau University of Science and Technology, and a master's degree of Business Administration from University of East Anglia, the U.K. Mr. Tan is also the representative at the 11th and 12th member congress of the National Association of Industry and Commerce (全國工商聯), Representative at the 17th National Congress of the Communist Youth League (共青團), Standing Committee Member of the 11th and 12th Liaoning Province Association of Industry and Commerce (遼寧省工商業聯合會), and the Vice President of the Liaoning General Chamber of Commerce (遼寧省總商會), Standing member of the 10th and 11th Liaoning Province Youth Federation (遼寧省青年聯合會常務委員會成員), Member of the 12th and Standing Member of the 13th Jinzhou Municipal Committee of the Chinese People's Political Consultative Conference (錦州市第十二屆政協委員, 第十三屆政協常務委員), and President of the Jinzhou Youth Chamber of Commerce. Mr Tan was awarded the Liaoning "Excellent Entrepreneur" (優秀企業家), the 4th Constructors' Medal (第四屆建設者獎章), the "May 1st Labour Medal" (五一勞動獎章), the Jinzhou "Model Workers" (勞動模範), "Meritorious Entrepreneur" (功勳企業家), "Outstanding Private Entrepreneurs" (優秀民營企業家) and "Top 10 New Industrial Enterprises" (工業十大新銳企業家) and "Top Ten Young Entrepreneurs" (十佳青年企業家) and other honorary titles. Before taking the role of the Chief Executive Officer, Mr. Tan also worked in other subsidiaries within the Group and accumulated plenty of experiences from his prior positions. He is the son of Mr. TAN Wenhua who is an executive Director and the Chairman of the Company.

董事

執行董事

譚文華先生，62歲，執行董事兼董事會主席。彼於二零零一年為錦州廠創辦人之一。彼曾獲全國建材系統勞動模範，遼寧省「五一」勞動獎章、遼寧省建設者獎章、優秀共產黨員、全國建材行業優秀企業家、遼寧省創業企業家及錦州市一等功企業家等多項殊榮。創辦錦州廠前，彼出任錦州新華石英玻璃(集團)有限責任公司董事長及國有石英坩堝製造廠錦州一五五廠董事長。國務院於二零零四年就譚先生對工程技術作出的貢獻，授予其為可享受國務院特殊津貼的專家。彼為譚鑫先生(為本公司執行董事及首席執行官)的父親。

譚鑫先生，35歲，執行董事兼本公司首席執行官。彼於二零零五年七月加盟本集團。彼持有澳門科技大學市場學學士學位，以及英國東英吉利亞大學(University of East Anglia)工商管理碩士學位。譚先生亦為全國工商聯第十一、十二次會員代表大會代表、共青團第十七次全國代表大會代表、遼寧省工商業聯合會第十一、十二屆常務委員、總商會副會長、遼寧省第十、十一屆青年聯合會常務委員、錦州市第十二屆政協委員、第十三屆政協常務委員、錦州市青年商會會長。譚先生曾榮獲遼寧省「優秀企業家」、第四屆建設者獎章、「五一勞動獎章」、錦州市「勞動模範」、「功勳企業家」、「優秀民營企業家」、「工業十大新銳企業家」和「十佳青年企業家」等榮譽稱號。於出任首席執行官前，譚先生曾於本集團旗下其他附屬公司工作，於過往職位中積累豐富經驗。彼為本公司執行董事兼主席譚文華先生的兒子。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Directors (continued)

Executive Directors (continued)

Mr. WANG Junze (王鈞澤), aged 47, is an executive Director and the Chief Financial Officer of the Company. He joined the Company on 1 January 2007 and was the Company's deputy general manager of China region, who was responsible for the accounting and finance matter of the Group. He obtained a Master of Business Administration from the State University of New Jersey (Rutgers). He is a certified public accountant in Maryland, the United States. Prior to joining the Group, he was a Special Assistant to President & Deputy Spokesman of The Office of General Manager of WWX, the Spokesman and Chief Financial Officer of Panram International Corp., a company listed on the Gre Tai Securities Market in Taiwan.

Non-executive Director

Mr. HSU You Yuan (許祐淵), aged 64, a non-executive Director of the Company. He joined the Group on 6 February 2007 and was appointed an executive Director on the same date. He graduated with a master degree in Business Administration from the Chinese Culture University in 1980. Prior to joining the Group, Mr. HSU was the Managing Director of Wafer Works Corp. (「WWX」) from 1998 to 2003 and later became the Vice-Chairman of WWX in 2003. WWX is a manufacturer of silicon wafer for the semiconductor industry and is listed on the Gre Tai Securities Market in Taiwan in 2002. He was the managing director of Silicon Technology Investment (Cayman) Corp. and was appointed the Chief Executive Officer of Solar Technology Investment (Cayman) Corp., responsible for overseeing, amongst others, WWX's investment in the solar energy industry. In March 2006, he was appointed a director and he was subsequently appointed as the Chairman of the board of Jinzhou Youhua in September 2006. Mr. HSU's previous work credentials also include acting as Deputy General Manager of Mosel Vitelic Inc., a company listed on the Taiwan Stock Exchange and as a director and Executive Vice-President of Mosel Vitelic (Hong Kong) Limited, a subsidiary of Mosel Vitelic Inc. Mr. HSU had also made contributions to non-commercial sectors in the past. He served as a researcher, a deputy director, and the director of Business Department of the Executive Yuan Development Fund of Taiwan (Note: Executive Yuan Development Fund is now known as National Development Fund, Executive Yuan). He was also a lecturer of Statistics and Managerial Mathematics for the Business Administration department at the Chinese Culture University.

董事(續)

執行董事(續)

王鈞澤先生，47歲，執行董事兼本公司首席財務官。彼於二零零七年一月一日加盟本公司，任職本公司中國區副總經理，負責本集團的會計及財務。彼獲新澤西州(Rutgers)州立大學頒授工商管理碩士學位。彼為美國馬里蘭州執業會計師。加盟本集團前，彼出任合晶科技總經理辦公室總裁特別助理兼副發言人以及台灣證券櫃檯買賣中心上市公司品安科技股份有限公司發言人兼首席財務官。

非執行董事

許祐淵先生，64歲，本公司非執行董事。彼於二零零七年二月六日加盟本集團並於同日獲委任為執行董事。彼於一九八零年畢業於中國文化大學，獲頒企業管理碩士學位。加盟本集團前，許先生自一九九八年至二零零三年出任合晶科技股份有限公司(「合晶科技」)董事總經理，其後於二零零三年間轉任合晶科技副董事長。合晶科技乃半導體硅片製造商，該公司於二零零二年在台灣證券櫃檯買賣中心上市。彼歷任Silicon Technology Investment (Cayman) Corp.董事總經理，並曾獲委任為Solar Technology Investment (Cayman) Corp.首席執行官，專責監督(其中包括)合晶科技於太陽能產業的投資。於二零零六年三月，彼獲委任為錦州佑華董事，並隨後於二零零六年九月獲委任為該公司董事會主席。許先生曾出任台灣證交所上市公司台灣茂矽電子股份有限公司副總經理及台灣茂矽電子股份有限公司附屬公司香港華智公司董事兼執行副總裁。許先生過往亦對非商業領域作出貢獻。他曾先後出任台灣的行政院開發基金管理委員會業務組研究員、副組長及組長(註：行政院開發基金管理委員會現已改名為行政院國家發展基金管理會)。彼亦曾任中國文化大學企管系講師，講授統計學及管理數學。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Directors (continued)

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert (王永權), aged 67, was appointed an independent non-executive Director on 12 January 2008. Dr. Wong is a fellow member of The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Chartered Institute for Securities and Investments, UK, Association of International Accountants, Society of Registered Financial Planners, Hong Kong, The Institute of Certified Public Accountants in Ireland, UK, as well as a member of Hong Kong Securities Institute, The Chartered Institute of Arbitrators, Macau Society of Certified Practising Accountants and an associate member of The Chartered Institute of Bankers in Scotland, UK. Dr. WONG had been a director and Chief Executive Officer of Minghua Group International Holdings Limited, a listed public company in the United States, until 30 September 2004. Dr. WONG had also been an independent non-executive director of Rare Earths Global Limited, a company listed on the London Stock Exchange — AIM Market, since March 2012, and retired as an independent non-executive director on 2 May 2014 because of the cancellation of admission on AIM of the Ordinary Shares of Rare Earths Global Limited. According to the filings made available to public through the EDGAR database in U.S., for the quarterly period ended 30 September 2005, Minghua Group International Holdings Limited was “a small business issuer” and “a development stage company”. Dr. WONG was the Chief Consultant of KND & Co. CPA Limited. KND & Co. CPA Limited was deregistered on 31 December 2017.

Since 1 January 2018, Dr WONG was appointed as the Principal Consultant of KND Associates CPA Limited. Dr WONG has been an independent nonexecutive director of APAC Resources Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since July 2004; an independent non-executive director of China Merchants Land Limited, a company listed on the main board of the Hong Kong Stock Exchange, June 2012; an independent non-executive director of China VAST Industrial Urban Development Company Limited, a company listed on the main board of the Hong Kong Stock Exchange in August 2014; an independent non-executive director of China Wan Tong Yuan (Holdings) Limited, a company listed on the GEM board of the Hong Kong Stock Exchange in September 2017; an independent non-executive director of Capital Finance Holdings Limited, a company listed on the GEM board of the Hong Kong Stock Exchange in January 2018; an independent non-executive director of China Medical & HealthCare Group Limited, a company listed on the main board of the Hong Kong Stock Exchange in December 2018; an independent non-executive director of China Medical & HealthCare Group Limited, a company listed on the main board of the Hong Kong Stock Exchange in December 2018; and an independent non-executive director of Dexin China Holdings Company Limited, a company listed on the main board of the Hong Kong Stock Exchange in February 2019.

董事(續)

獨立非執行董事

王永權博士，67歲，二零零八年一月十二日獲委任為獨立非執行董事。王博士為英國特許秘書及行政人員公會、香港特許秘書公會、香港稅務學會、英國特許證券及投資學會、英國國際會計師公會、香港註冊財務策劃師協會及英國愛爾蘭公認會計師公會資深會員以及香港證券專業學會、英國特許仲裁師學會、澳門會計師公會及英國蘇格蘭特許銀行家學會會員。王博士曾在美國一間上市公司明華集團國際有限公司出任董事兼首席執行官，直至二零零四年九月三十日止。王博士自二零一二年三月起亦曾擔任英國倫敦交易所AIM市場上市公司Rare Earths Global Limited的獨立非執行董事，並已於二零一四年五月二日辭任獨立非執行董事，原因是AIM已取消接納Rare Earths Global Limited的普通股。根據截至二零零五年九月三十日止季度期間通過EDGAR在美國向公眾人士發佈的存檔資料，明華集團國際有限公司屬「小型企業發行商」及「處於發展階段的公司」。王博士原任職於冠達會計師事務所有限公司為首席顧問，冠達會計師事務所有限公司已於二零一七年十二月三十一日已申請取消登記。

王博士於二零一八年一月一日被委任為冠泓會計師行有限公司的首席顧問。王博士並自二零零四年七月起為在香港聯交所主板上市的亞太資源有限公司獨立非執行董事；於二零一二年六月為香港聯交所主板上市的招商局置地有限公司獨立非執行董事；於二零一四年八月為香港聯交所主板上市的中國宏泰產業市鎮發展有限公司之獨立非執行董事；於二零一七年九月為香港聯交所創業板上市的中國萬桐園(控股)有限公司之獨立非執行董事；於二零一八年一月為香港聯交所創業板上市的首都金融控股有限公司之獨立非執行董事；於二零一八年十二月為香港聯交所主板上市的中國醫療網絡有限公司之獨立非執行董事；及於二零一九年二月為香港聯交所主板上市的德信中國控股有限公司之獨立非執行董事。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Directors (continued)

Independent Non-executive Directors (continued)

Dr. WONG is an Independent Non-executive Director of the Company and has served on the Board for more than 9 years. As an Independent Non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Dr. WONG has expressed objective views and given independent guidance to the Company over the past years. He continues to demonstrate a firm commitment to his role.

Pursuant to code provision A.5.5 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, the Nomination Committee and the Board consider that Dr. WONG, being a Certified Public Accountant, is able to complement the professional background of the composition of the Board in terms of expertise in accounting and financial reporting. Notwithstanding Dr. WONG holds various company directorships in listed companies in Hong Kong, he devoted sufficient time in fulfilling his role in the Company. During the past year, he attended and actively participated in the discussions in all the board meetings and committee meetings which he was eligible to attend.

The Nomination Committee and the Board consider that the long service of Dr. WONG would not affect his exercise of independent judgment and are satisfied that Dr. WONG has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider Dr. WONG to be independent.

Ms. FU Shuangye (符霜葉), aged 50, was appointed an independent non-executive Director on 12 January 2008. Ms. FU graduated from Wuhan University with a bachelor degree in English Literature in 1990 and obtained her further legal studies certificate in the Law School of China Politics and Law University in 1997. She was qualified as a PRC lawyer in 1998. She was a partner of Zhong Lun W&D Law Firm in Beijing. Ms. FU is now the Managing Director Partner of Zhong Hao Attorneys-at-Law. She has extensive experience in the legal profession.

Ms. FU is an Independent Non-executive Director of the Company and has served on the Board for more than 9 years. As an Independent Non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Ms. FU has expressed objective views and given independent guidance to the Company over the past years. She continues to demonstrate a firm commitment to her role.

Pursuant to code provision A.5.5 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, the Nomination Committee and the Board consider that Ms. FU, being a practising solicitor, has extensive experience in legal profession. She is able to complement the professional background of the composition of the Board in terms of law and compliance.

The Nomination Committee and the Board consider that the long service of Ms. Fu would not affect her exercise of independent judgment and are satisfied that Ms. Fu has the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director and consider Ms. Fu to be independent.

董事(續)

獨立非執行董事(續)

王博士擔任本公司獨立非執行董事超過九年。王博士經驗豐富、見識深廣，對本公司的業務營運了解透徹，過往一直以獨立非執行董事的身份向本公司表達客觀的見解及給予獨立的指導，對本身角色持續表現堅定的承擔。

根據上市規則附錄十四所載的企業管治守則第A.5.5條的守則條文，提名委員會及董事會認為，王博士作為註冊會計師，能補充董事會成員於會計及財務報告方面的專業背景。儘管王博士於香港多間上市公司擔任公司董事職務，彼仍有足夠時間履行其於本公司的職責。於過往年度，彼出席及積極參與其符合資格出席的全部董事會會議及委員會會議的討論。

提名委員會及董事會認為王博士的長期服務不會影響其作出獨立的判斷，並確信王博士具備繼續履行獨立非執行董事一職所需的品格、誠信及經驗，並相信王博士仍然屬獨立人士。

符霜葉女士，50歲，於二零零八年一月十二日獲委任為獨立非執行董事。符女士於一九九零年畢業於武漢大學，獲頒英國文學學士學位；於一九九七年獲頒中國政法大學法律系法律研究證書；及於一九九八年獲得中國律師資格。符女士曾任北京中倫文德律師事務所合夥人律師，目前出任北京市中灝律師事務所主任合夥人律師。彼於法律界有豐富經驗。

符女士擔任本公司獨立非執行董事超過九年。符女士經驗豐富、見識深廣，對本公司的業務營運了解透徹，過往一直以獨立非執行董事的身份向本公司表達客觀的見解及給予獨立的指導，對本身角色持續表現堅定的承擔。

根據上市規則附錄十四所載的企業管治守則第A.5.5條的守則條文，提名委員會及董事會認為，符女士作為執業律師，於法律專業方面擁有豐富經驗。彼能補充董事會成員於法律及合規方面的專業背景。

提名委員會及董事會認為符女士的長期服務不會影響其作出獨立的判斷，並確信符女士具備繼續履行獨立非執行董事一職所需的品格、誠信及經驗，並相信符女士仍然屬獨立人士。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Directors (continued)

Independent Non-executive Directors (continued)

Mr. ZHANG Chun (張椿), aged 86, an independent non-executive Director, joined the Group on 12 January 2008. Mr. ZHANG graduated from Tianjin University in 1955 and conducted research on semiconductor silicon material in 北京有色金屬研究總院 (Beijing Non-Ferrous Metal Research Institution) in the same year. During 1965 to 1979, he was involved in the establishment of the semiconductor materials factory in Emei and the monocrystalline silicon factory in Luoyang and their production and technological management. During 1979 to 1998, he was the supervisor of a semi-conductor material research unit of Beijing Non-Ferrous Metal Research Institution, the supervisor of the 國家半導體材料工程研究中心 (State Semi-conductor Material Engineering Research Centre) and he also acted as the general manager of 金鑫半導體材料有限公司 (Jinxin Semi-conductor Material Company Limited). The (a) project on 3 to 4 inches monocrystalline silicon for the use in integrated circuit and (b) the research project on the manufacture of 125mm monocrystalline silicon wafer for the use in 2 to 3 μ m integrated circuit organized and led by Mr. ZHANG received 科學技術進步一等獎 (the Science and Technology Progress First Prize) by the China National Non-Ferrous Metals Industry Corp. Mr. ZHANG was granted a special subsidy of government from the State Council since 1992, was awarded the title of Supreme Model for the Labour of the Non-ferrous Metals Industry of the Nation in 1993 and was awarded as a 全國先進工作者 (National Pioneer) by the State Council in 1995.

The Directors' interest or short positions in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") are set out in the section headed "Interest and Short Positions of the Directors and the Chief Executives of the Company in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" in this annual report. Each Director has been appointed for a term of three years. The Directors' emoluments, the basis of determining the same (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and the Directors' fees are set out in note 9 to the Financial Statements and the section headed and "Report of the Directors — Emolument Policy" of this annual report. Save as disclosed above, each Director confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

董事(續)

獨立非執行董事(續)

張椿先生，86歲，獨立非執行董事，於二零零八年一月十二日加盟本集團。張先生於一九五五年於天津大學畢業，同年在北京有色金屬研究總院從事半導體硅材料的研究工作。一九六五年至一九七九年，彼在峨眉半導體材料廠和洛陽單晶硅廠參與建廠和生產及技術管理工作。一九七九年至一九九八年，彼任北京有色金屬研究總院半導體材料研究室主任、國家半導體材料工程研究中心主任及金鑫半導體材料有限公司總經理。張先生組織領導(a)3至4吋用於集成電路的單晶硅片項目和(b)製造用於2至3微米集成電路的125毫米單晶硅片的項目，兩者均獲中國有色金屬工業總公司科學技術進步一等獎。張先生於一九九二年起獲國務院頒授政府特殊津貼，一九九三年榮獲全國有色金屬工業特等勞動模範光榮稱號，一九九五年獲國務院頒發全國先進工作者稱號。

董事於本公司股份或相關股份中擁有根據證券及期貨條例(「證券及期貨條例」)第XV部所界定之權益或淡倉，載於本年報「董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉」一節。各董事之任期為期三年。董事薪酬、釐定薪酬之基準(包括無論屬固定或酌情且不論董事有否服務合約之任何花紅款項)以及董事袍金載於本年報財務報表附註9及本年報「董事會報告書—薪酬政策」一節。除上文披露者外，各董事確認，概無其他事宜須提呈本公司股東注意，亦無其他資料須根據上市規則第13.51(2)條予以披露。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Senior Management

Mr. YUEN Kin Shan (袁建山), aged 37, is the Financial Controller, Company Secretary and Investor Relations Director of the Company. He holds a Bachelor of Commerce in Finance and Accounting from the University of New South Wales in Australia and a Master of Business Administration from The Hong Kong University of Science and Technology. He is also a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He joined the Company in September 2014 and has over 10 years of experience in auditing, accounting, financial management and corporate finance.

Mr. LI Hongbang (李鴻邦), aged 46, the General Manager of Ingot Pulling and Wafer Slicing Business Department of the Group. He joined the Group in 2003. He graduated from Zhejiang University in 2010 with a bachelor's degree in marketing. From 2005, Mr. LI served as the office supervisor. Mr. LI was the head of Sales Department since 2007 and the supervisor of Shanghai Marketing Center and the head of Sales Department since 2009. Later, he became the director of Group Production Planning Department in 2013. He has served as the General Manager of Ingot Pulling Business Department since May 2014, and also served as the General Manager of Wafer Slicing Business Department since August 2015.

Mr. WANG Lixin (王立新), aged 51, the General Manager of Cell and Module Business Department of the Group. He graduated from the Party School of Liaoning Province in 2000. Prior to joining the Group, Mr. WANG was the Chief Engineer of Jinzhou Thermal Power Corporation (錦州熱電總公司) from April 1990 to May 2008. He joined the Group as the head of Cell Business Department and Equipment Department in 2008 and later became the plant head of Cell Business Department since 2012 and the general manager of Cell Business Department since 2014. He also served as the General Manager of Module Business Department since January 2018.

Mr. ZHANG Hai (張海), aged 36, the Vice General Manager and general manager of R&D quality assurance centre of the Group. He joined the Group in May 2009. He graduated from Northeastern University in 2006 with a bachelor's degree in information technology and business management and is an electrical engineer. In 2010, Mr. ZHANG was employed by Huachang Photovoltaic Technology Co., Ltd (華昌光伏科技有限公司) as the head of Quality Assurance Department. He served as the head of Group Quality Control Department in 2012 and the director of Group Quality Management Department in February 2014. In August 2014, he became the general manager of Module Business Department. Since January 2018, he served as the Vice General Manager and General Manager of R&D Quality Assurance Centre of the Group.

高級管理人員

袁建山先生，37歲，為本公司財務總監、公司秘書及投資者關係總監。彼持有澳洲新南威爾斯大學頒授的商業學士學位(金融及會計)及香港科技大學頒授的工商管理碩士學位。彼亦為香港會計師公會及澳洲會計師公會會員。彼於二零一四年九月起加入本公司，具備逾十年審計、會計、財務管理及企業融資經驗。

李鴻邦先生，46歲，本集團拉晶及切片事業部總經理。彼於二零零三年加盟本集團。彼於二零一零年畢業於浙江大學，獲得市場營銷學士學位。李先生自二零零五年出任辦公室副主任。自二零零七年任銷售部長，自二零零九年任上海營銷中心主任兼銷售部部長，其後於二零一三年任集團生產計劃總監，自二零一四年五月任拉晶事業部總經理一職，並於二零一五年八月兼任切片事業部總經理。

王立新先生，51歲，本集團電池片及組件事業部總經理。彼於二零零零年畢業於遼寧省黨校。加盟本集團前，王先生自一九九零年四月至二零零八年五月出任錦州熱電總公司專責工程師。自二零零八年加盟本集團，任電池片事業部生產部部長兼設備部部長，其後於二零一二年任電池片事業部廠長，二零一四年起任電池片事業部總經理一職，並於二零一八年一月兼任組件事業部總經理。

張海先生，36歲，本集團副總經理兼研發品保中心總經理。彼於二零零九年五月加盟本集團。彼於二零零六年畢業於東北大學，獲得信息技術與商務管理學士學位，為電氣工程師。張先生二零一零年獲聘任為華昌光伏科技有限公司品保部部長，二零一二年任集團質檢部部長，二零一四年二月任集團質量管理部總監，二零一四年八月任組件事業部總經理一職，並於二零一八年一月任集團副總經理兼研發品保中心總經理。

Directors and Senior Management Profile

董事和高級管理人員簡歷

Senior Management (continued)

Ms. CHEN Linlin (陳琳琳), aged 41, is the General Manager of the Group's Service Assurance Center. She graduated from Dalian University of Technology in 2000 with a bachelor's degree in chemical engineering. She obtained a Master of Business Administration from Dalian University of Technology in 2006. She joined the Group in 2006 and has held various positions including project manager, project director, production planning director, planning director, and administrative director. Since February 2018, she serves as General Manager of the Group's Service Assurance Center.

Dr. LIU Aimin (劉愛民), aged 50, is a member of the Group's Corporate Strategy Committee. He joined the Group in 2017. He graduated from Lanzhou University in 1990 with a bachelor's degree in Physics and, in 1997, obtained a Ph.D. in Semiconductor Materials and Devices from the Institute of Semiconductors, Chinese Academy of Sciences. Thereafter, he studied abroad in Israel, Japan and New Zealand. After returning to China in 2002, Dr. Liu was appointed professor at the School of Physics of Dalian University of Technology and also the Director of its Solar Cell Research Centre. In 2014, co-operating with the Group's companies, they accomplished the "863" Black Silicon Solar Cell Technology Project ("863" 黑硅太陽電池技術計劃)(the "Project") under the National High-Tech Development Research Program (國家高技術發展研究計劃) of the Ministry of Science and Technology (科學技術部). The Project covers the research on improving solar cell efficiency through nano-structures and passivation of the surface of black silicon. Dr. Liu was the Chief Scientist of the Project. He is also a Review Expert for the National Science and Technology Progress Award.

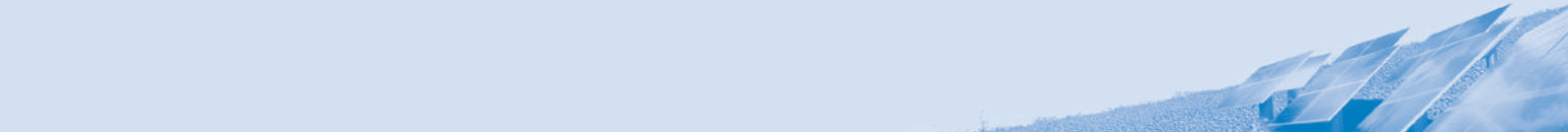
Mr. LUO Qian (羅乾), aged 50, the General Manager of Solargiga Energy (Qinghai) Co., Ltd of the Group. He is a delegate of the 15th People's Congress and the 16th National People's Congress Standing Committee of Xining City. He joined the Group in 2010. He graduated from the Faculty of Chinese of Qinghai Normal University in 1992. From 1992 to 1997, he worked in the labour service company of Qinghai Provincial People's Political Consultative Conference (青海省政協機關勞動服務公司). He served as General Manager of Xining Zhanqing Electronics Co., Ltd. (西寧湛青電子有限公司) from 1997 to 2009. In 2009, Mr. Luo invested in Qinghai Chenguang New Energy Co., Ltd. (青海辰光新能源有限責任公司) ("Qinghai Chenguang"). In 2010, the Group acquired Qinghai Chenguang and changed the name to Solargiga Energy (Qinghai) Co., Ltd. He then was appointed by the board of directors of the Company as the General Manager of Solargiga Energy (Qinghai) Co., Ltd.

高級管理人員(續)

陳琳琳女士，41歲，本集團服務保障中心總經理。彼於2000年，畢業於大連理工大學，獲得化學工程學士學位；於二零零六年獲得大連理工大學工商管理碩士學位。彼於二零零六年加盟本集團，歷任項目主管、項目總監、生產計劃總監、企劃總監、行政總監等職務，自二零一八年二月起，擔任集團服務保障中心總經理。

劉愛民博士，50歲，為本集團公司戰略資訊委員會成員，彼於二零一七年加盟本集團。彼於一九九零年畢業於蘭州大學，獲物理系學士學位，一九九七年畢業於中國科學院半導體研究所獲半導體材料與器件專業博士學位。其後在以色列、日本、新西蘭留學學習。二零零二年回國，劉博士任大連理工大學物理學院教授及大連理工大學太陽電池研究所所長。二零一四年與本集團公司共同完成了科學技術部國家高技術發展研究計畫「863」黑硅太陽電池技術計劃項目，為項目首席科學家。項目涵蓋通過表面黑硅納米結構和鈍化提高電池效率。彼亦為國家科技進步獎評審專家。

羅乾先生，50歲，本集團陽光能源(青海)有限公司總經理。彼為西寧市第十五屆人大代表及第十六屆人大常委，並於二零一零年加盟本集團。一九九二年畢業於青海師範大學中文系。一九九二至一九九七年就職於青海省政協機關勞動服務公司工作。一九九七至二零零九年就職於西寧湛青電子有限公司任總經理。二零零九年羅先生投資入股青海辰光新能源有限責任公司(「青海辰光」)，二零一零年本集團收購青海辰光控股並變更為陽光能源(青海)有限公司，彼被公司董事會聘任為陽光能源(青海)有限公司總經理。



Directors and Senior Management Profile

董事和高級管理人員簡歷

Senior Management (continued)

Mr. ZHANG Yubo (張昱博), aged 38, is the General Manager of Qujing Yangguang Energy Silicon Materials Co., Ltd. of the Group. He joined the Group in 2005. He graduated from Shenyang Ligong University in 2004 with a bachelor's degree in Metallic Materials. Mr. Zhang became the Group's Head of Technical Department in 2007 and then the Head of the Group's Yangguang manufacturing plants in Jinzhou in 2009. Later in 2014, he served as the Production Planning Director. Since 2017, he was appointed General Manager of Qujing Yangguang Energy Silicon Material Co., Ltd. (曲靖陽光能源硅材料有限公司).

Mr. SATO Masanobu (佐藤正延), aged 49, is the Quality Director of Solar Cell Business Department and Technology and Quality Director of Module Business Department of the Group. Prior to joining the Group, he worked in Sharp Corporation from 1988 and had worked in the semiconductor field for 18 years. After which, for 10 years from 2006, he served as the Quality Manager in the Department of Photovoltaic Systems in Sharp Corporation. Since 2016, he serves as the Quality Director of Cell Business Department and Technology and Quality Director of Module Business Department of the Group.

高級管理人員(續)

張昱博先生，38歲，本集團曲靖陽光能源硅材料有限公司總經理。彼於二零零五年加盟本集團。彼於二零零四年畢業於瀋陽理工大學，獲得金屬材料學士學位。張先生於二零零七年出任集團技術部部長，於二零零九年任集團錦州陽光生產廠廠長，其後二零一四年轉任集團生產計劃總監，並於二零一七年出任曲靖陽光能源硅材料有限公司總經理。

佐藤正延先生，49歲，本集團電池業務部質量總監以及組件業務部技術及質量總監。加入本集團之前，自一九八八年彼於Sharp Corporation工作，並在半導體領域工作十八年。其後，自二零零六年起擔任Sharp Corporation質量經理，從事太陽能系統部門工作十年。自二零一六年起擔任本集團電池業務部質量總監以及組件業務部技術及質量總監。



REPORT OF THE DIRECTORS

董事會報告書

The Directors present the annual report together with the audited consolidated financial statements for the year ended 31 December 2018.

Principal Activities

The Company acts as an investment holding company of the Group. The principal activities of the Group are the trading of, manufacturing of and provision of processing services for polysilicon and monocrystalline silicon solar ingots/wafers, and the producing of and trading of photovoltaic cells and modules, the installation of photovoltaic systems and the operating of photovoltaic power plants. The analysis of the principal activities and geographical locations of the operations of the subsidiaries during the financial year are set out in note 1 to the financial statements. Further discussion and analysis of these activities, including a description of an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 11 to 28 of this annual report. This discussion forms part of this directors' report. The description of the Group's Environmental, Social and Governance aspects during the financial year can also be found in the Environmental, Social and Governance (the "ESG") Report set out on pages 61 to 67 of this annual report.

Major Customers and Suppliers

The Group's top five customers are mainly silicon solar wafer, cell or modules manufacturers or traders. In aggregate, the largest and five largest customers did not exceed 16% (2017: 21%) and 52% (2017: 53%) of the Group's total sales in 2018 respectively.

The Group currently procures raw materials from about 116 major suppliers (2017: 123). In aggregate, purchases from its largest and five largest suppliers did not exceed 18% (2017: 30%) and 53% (2017: 53%) of the Group's total purchases in 2018 respectively. Save for WWX, at no time during the year have the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major suppliers and/or customers.

Financial Statements and Dividends

The profit of the Group for the year ended 31 December 2018 and the Group's financial position as at that date are set out in the financial statements on pages 76 to 204. The Directors do not recommend the payment of a final dividend for the years ended 31 December 2018 and 2017.

董事提呈本年報連同截至二零一八年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司為本集團投資控股公司。本集團主要業務為買賣及製造太陽能多晶及單晶硅棒／硅片，以及提供太陽能多晶及單晶硅棒／硅片的加工服務，並生產及買賣光伏電池及組件、安裝光伏系統以及經營光伏電站。本財政年度內附屬公司之主要業務及按地區分部劃分之業務分析載於財務報表附註1。有關該等活動的進一步討論及分析(包括本集團業務中可能進行的未來發展的跡象的描述)載於本年報第11至28頁管理層討論及分析。此討論構成本董事會報告書的一部分。而有關本財政年度內本集團於環境、社會及管治方面之描述，亦載於本年報第61至67頁環境、社會及管治報告。

主要客戶及供應商

本集團五大客戶主要為太陽能硅片、電池或組件製造商或貿易商。最大及五大客戶於二零一八年的銷售總額分別不超過本集團銷售總額的16% (二零一七年：21%) 及52% (二零一七年：53%)。

本集團現時從約116家(二零一七年：123家)主要供應商採購原材料。最大及五大供應商於二零一八年的採購總額分別不超過本集團採購總額的18% (二零一七年：30%) 及53% (二零一七年：53%)。除合晶科技外，董事、彼等的緊密聯繫人士或就董事所知擁有本公司股本5%以上之任何本公司股東，概無於本年度內任何時間，在該等主要供應商及／或客戶中擁有任何權益。

財務報表及股息

本集團截至二零一八年十二月三十一日止年度的利潤，以及本集團於同日的財務狀況，載於第76至204頁的財務報表。董事不建議就截至二零一八年及二零一七年十二月三十一日止年度派付末期股息。



Report of the Directors

董事會報告書

Transfer to Reserves

Loss attributable to shareholders of the Company for the year ended 31 December 2018 was RMB222,402,000 (2017: profit of RMB107,462,000) had been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity on page 80.

As at 31 December 2018, distributable reserves of the Company amounted to approximately RMB1,131,488,000 (2017: RMB1,136,979,000).

Charitable Donations

Charitable donations made by the Group during the year amounted to RMB659,000 (2017: RMB427,000).

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 28 to the financial statements.

Property, Plant and Equipment

Details of acquisitions and other movements in property, plant and equipment are set out in note 14 to the financial statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 36 to the financial statements.

Five-year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 5 of the annual report.

轉撥至儲備

截至二零一八年十二月三十一日止年度本公司股東應佔虧損為人民幣222,402,000元(二零一七年：利潤人民幣107,462,000元)已轉撥入儲備。儲備的其他變動載於第80頁綜合權益變動表內。

於二零一八年十二月三十一日，本公司可分派儲備約為人民幣1,131,488,000元(二零一七：人民幣1,136,979,000元)。

慈善捐款

本年度內本集團所作慈善捐款為人民幣659,000元(二零一七年：人民幣427,000元)。

銀行貸款及其他借貸

本集團於二零一八年十二月三十一日的銀行貸款及其他借貸詳情，載於財務報表附註28。

物業、廠房及設備

收購物業、廠房及設備以及其他變動的詳情，載於財務報表附註14。

股本

本年度內本公司股本變動的詳情，載於財務報表附註36。

五年財務摘要

本集團過去五個財政年度的業績以及資產與負債的概要，載於本年報第5頁。



Report of the Directors 董事會報告書

Directors

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

Executive Directors

Mr. TAN Wenhua, *Chairman*
Mr. TAN Xin
Mr. WANG Junze

Non-executive Director

Mr. HSU You Yuan

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert
Ms. FU Shuangye
Mr. ZHANG Chun

In accordance with the provisions of the Company's articles of association, Mr. TAN Wenhua, Dr. WONG Wing Kuen, Albert and Mr. ZHANG Chun will retire by rotation at the forthcoming annual general meeting. Mr. TAN Wenhua and Dr. WONG Wing Kuen, Albert, being eligible, and will offer themselves for re-election at the annual general meeting. The Company was informed by Mr. ZHANG Chun that he will not offer himself for re-election at the annual general meeting and will retire as an independent non-executive Director with effect from the close of the AGM.

Directors' Service Contracts

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事

本財政年度內及直至本報告日期止的在任董事為：

執行董事

譚文華先生，主席
譚鑫先生
王鈞澤先生

非執行董事

許祐淵先生

獨立非執行董事

王永權博士
符霜葉女士
張椿先生

根據本公司組織章程細則的條文，譚文華先生、王永權博士及張椿先生將於應屆股東週年大會輪值退任。譚文華先生及王永權博士均合資格並將於股東週年大會重選連任。張椿先生已告知本公司，表示彼將不會於股東週年大會重選連任，並將由股東週年大會結束起退任獨立非執行董事。

董事服務合約

概無擬於應屆股東週年大會重選連任的董事與本公司訂立任何不可於一年內免付賠償（法定賠償除外）予以終止的服務協議。

Report of the Directors

董事會報告書

Related Party Transactions

During the year ended 31 December 2018, transactions with the following parties are considered to be related party transactions:

關聯方交易

截至二零一八年十二月三十一日止年度，與下列人士的交易被視為關聯方交易：

| Name of party 各方名稱 | Relationship 關係 |
|--|---|
| Jinzhou Huarong Property Management Company Limited 錦州華榮物業管理有限公司 | Controlled by Tan Wenhua, Chairman of the Company 受本公司主席譚文華控制 |
| Jinzhou Youlin Semi-Conductor Material Co., Ltd. 錦州佑林半導體材料有限公司 | Controlled by spouse of Tanxin, an executive director of the Company 受本公司執行董事譚鑫的配偶控制 |
| Jiangsu Oriental Huida New Energy Technology Co., Ltd. ("Huida") 江蘇東方惠達新能源科技有限公司(「惠達」) | Associate of the Group 本集團的聯營公司 |
| Jinzhou Huachang Photovoltaic Property Development Co., Ltd. 錦州華昌光伏房地產開發有限公司 | Controlled by Tan Wenhua, Chairman of the Company 受本公司主席譚文華控制 |
| Liaoning Little Giant Energy Technology Co., Ltd. 遼寧小巨人新能源科技有限公司 | Associate of the Group 本集團的聯營公司 |

Details of the related party transactions are disclosed in note 41 to the financial statements.

有關關聯方交易的詳情於財務報表附註41披露。

Continuing Connected Transactions

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the Company's continuing connected transactions.

持續關連交易

本公司確認，其已根據上市規則第14A章就本公司持續關連交易遵守有關披露規定。

Connected Transaction

For the year ended 31 December 2018, the related party transactions disclosed in note 41 to the financial statements did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

關連交易

截至二零一八年十二月三十一日止年度，財務報表附註41所披露的關聯方交易並不構成上市規則第14A章項下的關連交易或持續關連交易的交易。



Report of the Directors

董事會報告書

Share Option Scheme

The Company has conditionally approved and adopted the share option scheme on 27 February 2008 (“Share Option Scheme”) in which certain participants, including (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and (iii) any advisors, consultants, suppliers, customers and agents to the Company or any of its subsidiaries, may be granted options to subscribe for the ordinary shares in the share capital of the Company with a nominal value of HK\$0.10 each (“Shares”). The purpose of the Share Option Scheme was to recognise and acknowledge the contributions the eligible participants had or may have made to the Group. The Directors believed that the Share Option Scheme is important for the recruitment and retention of quality executives and employees. The Share Option Scheme expired on 27 February 2018.

The subscription price for the Shares to be granted under the Share Option Scheme will be determined by the Board and will be the highest of:

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

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the listing of the Company’s shares on the Stock Exchange (“the Listing”) (but taking no account of any Shares which may be sold pursuant to the exercise of the over-allotment option in connection with the Listing) and capitalisation issue, being 169,076,650 Shares which represents 5.26% of the existing issued share capital of the Company.

購股權計劃

本公司已於二零零八年二月二十七日有條件批准及採納購股權計劃(「購股權計劃」)，若干參與者包括(i)本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司的任何董事(包括非執行董事及獨立非執行董事)；及(iii)本公司或其任何附屬公司的任何顧問、諮詢人士、供應商、客戶及代理，可獲授購股權認購本公司股本中每股面值0.10港元之普通股(「股份」)。購股權計劃旨在表揚及獎勵對本集團曾經作出或可能已作出貢獻的合資格參與者。董事相信購股權計劃對聘用及留聘高質素的行政人員及僱員至為重要。購股權計劃已於二零一八年二月二十七日到期。

根據購股權計劃授出股份的認購價將由董事會釐定，並將以下列最高者為準：

- (i) 股份於授出日期(須為聯交所開門進行證券交易業務的日子)於聯交所每日報價表所報的正式收市價；
- (ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報正式收市價平均數；及
- (iii) 股份面值。

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權涉及的股份數目上限，合共不得超過緊隨本公司股份於聯交所上市(「上市」)(但並不計及根據有關上市之超額配股權獲行使而可能出售的任何股份)及資本化發行完成後已發行股份總數的10%，即169,076,650股股份，相當於本公司現有已發行股本5.26%。

Report of the Directors

董事會報告書

Share Option Scheme (continued)

The total number of securities available for issue under the Share Option Scheme as at 31 December 2017 was 158,186,650 Shares which represents 4.93% of the existing issued share capital of the Company (after deducting the grant of options to subscribe for 42,269,163 Shares on 29 December 2008 and adding back the number of options to subscribe for 10,285,000 Shares and 21,094,163 Shares lapsed on 30 April 2009 and 31 December 2010, respectively).

No option may be granted to any person such that the total number of Shares issued and to be issued upon exercise of all options granted and to be granted to each participant in any 12-month period up to the date of the latest grant under the Share Option Scheme exceeds 1% of the number of Shares in issue.

A participant shall pay HKD1.00 upon acceptance of the option. There is no minimum period for which an option must be held before it can be exercised. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board, which must not be more than 10 years from the date of the grant.

No share option was granted or outstanding under the Share Option Scheme during the year.

Save as otherwise disclosed, at no time during the year was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate.

Purchase, Sale or Redemption of the Company's Listed Securities

There was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities during the year ended 31 December 2018.

購股權計劃(續)

截至二零一七年十二月三十一日，於購股權計劃項下可發行證券總數為158,186,650股股份，相當於本公司現有已發行股本4.93%（扣除於二零零八年十二月二十九日授出可認購42,269,163股股份的購股權，並加回分別可認購10,285,000股股份及21,094,163股股份並於二零零九年四月三十日及二零一零年十二月三十一日失效的購股權後）。

本公司不得向任何人士授出購股權，致使該名人士在根據購股權計劃截至最後授出日期止任何12個月期間內已獲授或將獲授之所有購股權於行使時所發行及可予發行之本公司股份總數，超過已發行股份數目之1%。

於接納有關購股權時，承授人須向本公司支付港元1.00作為獲授購股權的代價。而在行使選擇權之前，並沒有需要對其作最低期限的持有。購股權可根據購股權計劃條款於董事會釐定的期間內隨時行使，而有關期間自授出日期起計不得超過10年。

本年度內概無根據購股權計劃授出或尚未行使的購股權。

除另有披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司於年內任何時間概無參與任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債券而獲益。

購買、出售或贖回本公司上市證券

於截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。



Report of the Directors 董事會報告書

Interest and Short Positions of the Directors and the Chief Executives of the Company in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 December 2018, so far as the Directors are aware, the Directors and the chief executives of the Company and their associates had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉

於二零一八年十二月三十一日，據董事所悉，董事及本公司最高行政人員及彼等之聯繫人士於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有已記錄於根據證券及期貨條例第352條規定存置的登記冊或根據標準守則須另行知會本公司及聯交所的權益如下：

| Name of Director 董事姓名 | Nature interest 權益性質 | Number of ordinary shares held (Note 1) 所持普通股數目 (附註1) | Approximate percentage of shareholding (%) 概約持股百分比 (%) |
|---------------------------|--|--|---|
| Mr. TAN Wenhua 譚文華先生 | Beneficial interest (Note 2) 實益權益(附註2) | 556,924,443 (L) | 17.34% |
| | Interest of a controlled corporation (Note 2) 受控法團權益(附註2) | 155,320,308 (L) | 4.84% |
| Mr. WANG Junze 王鈞澤先生 | Beneficial interest 實益權益 | 100,500 (L) | 0.01% |
| Mr. HSU You Yuan 許祐淵先生 | Beneficial interest 實益權益 | 15,111,346 (L) | 0.47% |
| | Interest in options (Note 3) 於購股權的權益(附註3) | 239,835 (L) | 0.01% |
| | Security interest (Note 3) 抵押權益(附註3) | 239,835 (L) | 0.01% |
| | Trustee's interest 受託人權益 | 7,252,085 (L) | 0.23% |

Notes:

- (1) The letter “L” denotes the person’s long position in such securities.
- (2) As at 31 December 2018, Mr. Tan Wenhua is interested in an aggregate of 712,244,751 Shares, of which (i) 556,924,443 Shares are directly held by Mr. Tan Wenhua; and (ii) 155,320,308 Shares are held by You Hua Investment Corporation, which is wholly-owned by Mr. Tan Wenhua.
- (3) As at 31 December 2018, Mr. Hsu You Yuan had security interest in these Shares pursuant to a share charge granted by the relevant employees and consultants to secure their obligations to pay for the purchase price of the Shares and their obligations to comply with the relevant regulatory requirements to which they are subject to (if any).

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 於二零一八年十二月三十一日，譚文華先生合共於712,244,751股股份中擁有權益，當中(i) 556,924,443股股份由譚文華先生直接持有，及(ii) 155,320,308股股份由譚文華先生全資擁有之佑華投資有限公司持有。
- (3) 於二零一八年十二月三十一日，許祐淵先生根據相關僱員及顧問授出的股份抵押亦擁有該等股份的擔保權益，以確保彼等履行支付股份收購價以及遵從彼等受其限制的相關規管規定(如有)的責任。

Report of the Directors

董事會報告書

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2018, so far as the Directors are aware, save as disclosed above, the following substantial shareholders (not being a Director or chief executive of the Company) had interest or short positions in the shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company:

| Name 名稱／姓名 | Capacity 身分 | Number of ordinary shares held (Note 1) 所持普通股數目 (附註1) | Approximate percentage of shareholding (%) 概約持股百分比 (%) |
|--------------------------------------|---|---|---|
| Hiramatsu International Corp. | Beneficial owner 實益擁有人 | 304,261,692 (L) | 9.47% |
| Hiramatsu Hiroharu (Note 2) (附註2) | Interest of a controlled corporation 受控法團權益 | 304,261,692 (L) | 9.47% |

Notes:

- The letter "L" denotes the person's long position in such securities.
- To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Hiramatsu International Corp. is wholly-owned by Hiramatsu Hiroharu as at the date of this report. By virtue of the SFO, Hiramatsu Hiroharu is deemed to be interested in the Shares held by Hiramatsu International Corp.

主要股東於股份及相關股份中的權益及淡倉

截至二零一八年十二月三十一日，據董事所悉，除上文披露者外，以下主要股東（並非董事或本公司最高行政人員）於本公司股份及相關股份中，擁有已記錄於根據證券及期貨條例第336條規定存置的登記冊或已另行知會本公司的權益或淡倉：

| Name 名稱／姓名 | Capacity 身分 | Number of ordinary shares held (Note 1) 所持普通股數目 (附註1) | Approximate percentage of shareholding (%) 概約持股百分比 (%) |
|--------------------------------------|---|---|---|
| Hiramatsu International Corp. | Beneficial owner 實益擁有人 | 304,261,692 (L) | 9.47% |
| Hiramatsu Hiroharu (Note 2) (附註2) | Interest of a controlled corporation 受控法團權益 | 304,261,692 (L) | 9.47% |

附註：

- 字母「L」指該人士於該等證券的好倉。
- 據董事於作出一切合理查詢後所深知、全悉及確信，於本報告日期，Hiramatsu Hiroharu全資擁有Hiramatsu International Corp.。根據證券及期貨條例，Hiramatsu Hiroharu被視為於Hiramatsu International Corp.持有的股份中擁有權益。

Other Persons' Interests and Short Positions' in Shares and Underlying Shares

As at 31 December 2018, so far as the Directors are aware, save as disclosed above, the persons or corporations (not being a Director, chief executive or substantial shareholder of the Company) who have interest or short positions in the shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company were as follows:

其他人士於股份及相關股份中的權益及淡倉

截至二零一八年十二月三十一日，據董事所悉，除上文披露者外，以下人士或法團（並非董事，本公司最高行政人員或主要股東）於本公司股份及相關股份中，擁有已記錄於根據證券及期貨條例第336條規定存置的登記冊或已另行知會本公司的權益或淡倉：

Report of the Directors 董事會報告書

Other Persons' Interests and Short Positions' in Shares and Underlying Shares (continued)

其他人士於股份及相關股份中的權益及淡倉 (續)

| Name 名稱／姓名 | Capacity 身分 | Number of ordinary shares held (Note 1) 所持普通股數目 (附註1) | Approximate percentage of shareholding (%) 概約持股百分比 (%) |
|---|--|--|---|
| Wafer Works Investment Corp. ("WWIC") | Beneficial owner 實益擁有人 | 248,759,822 (L) | 7.75% |
| Wafer Works Corp. ("WWX") (Note 2) 合晶科技股份有限公司(「合晶科技」) (附註2) | Interest of a controlled corporation 受控法團權益 | 248,759,822 (L) | 7.75% |

Notes:

- The letter "L" denotes the person's long position in such securities.
- To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, WWIC is wholly-owned by WWX as at the date of this report. By virtue of the SFO, WWX is deemed to be interested in the Shares held by WWIC.

Save as disclosed above, as at 31 December 2018, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

Directors' Interest in Potentially Competing Businesses

Mr. TAN Wenhua, being the executive Director, is interested in other related businesses, particulars of which are set out below:

Previously, Mr. Tan held approximately 40% interest in Jinzhou Changhua. On 13 June 2018, Mr. Tan disposed of all his shareholdings in Jinzhou Changhua to an independent third party. After the disposal, Mr. Tan does not hold any interest in Jinzhou Changhua. Jinzhou Changhua is engaged in the manufacturing of graphite and graphite related products. The business of Jinzhou Changhua does not compete with that of the Group. Jinzhou Changhua, as a company which manufactures graphite and graphite related products, is not a competitor of the Group because (a) the Group is not engaged in the manufacturing of graphite or any graphite related products; and (b) graphite is not a substitute for polysilicon in the manufacturing of solar products currently produced by the Group.

附註：

- 字母「L」指該人士於該等證券的好倉。
- 據董事於作出一切合理查詢後所深知、全悉及確信，於本報告日期，合晶科技全資擁有WWIC。根據證券及期貨條例，合晶科技被視為於WWIC持有的股份中擁有權益。

除上文所披露者外，截至二零一八年十二月三十一日，董事並不知悉有任何其他人士或法團於本公司的股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文披露的權益或淡倉。

董事於潛在競爭業務的權益

執行董事譚文華先生於其他相關業務擁有權益，其中詳情載列如下：

此前，譚先生於錦州昌華持有約40%的權益。於二零一八年六月十三日，譚先生將其於錦州昌華的全部股權出售予獨立第三方。出售後，譚先生並無持有錦州昌華的任何權益。錦州昌華從事製造石墨及石墨相關產品。錦州昌華的業務與本集團的業務並不存在任何競爭。作為一家製造石墨及石墨相關產品的公司，錦州昌華並非本集團的競爭對手，原因為(a)本集團並無從事石墨或任何石墨相關產品的製造業務；及(b)石墨不能替代多晶硅作為製造本集團目前生產的太陽能產品的原材料。

Report of the Directors

董事會報告書

Non-competition Undertaking

The Directors confirm that they have no interest 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. The Directors have also signed a non-competition undertaking with the Company.

Disclosure on how the non-competition undertaking has been complied with and enforced would be consistent with the principles of making voluntary disclosures under the Listing Rules.

Pursuant to the Non-competition undertaking, Mr. TAN Wenhua shall continue to be bound by the terms of the non-competition undertaking in the event that he ceases to be a Director but remains a substantial shareholder of the Company.

The interested Director shall abstain from the meeting where there is actual or potential conflict in interest.

During the year ended 31 December 2018, the Company had not received any information in writing from Mr. TAN Wenhua in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to be the knowledge of the Mr. TAN Wenhua or their associates (other than any member of the Group), and the Company has received an annual written confirmation from Mr. TAN Wenhua in respect of him and his associates in compliance with the non competition undertaking. The independent non-executive Directors have also reviewed and were satisfied that Mr. TAN Wenhua had complied with the Non-competition undertaking.

Directors' Interests in Contracts

No contract of significance to which the Company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Permitted Indemnity Provision

During the year ended 31 December 2018 and as at the date of this report, the Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Company's Articles of Association, the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty.

不競爭承諾

董事確認，除本集團業務外，彼等概無於與本集團業務直接或間接存有競爭或極可能存有競爭的任何業務擁有權益。董事亦已與本公司訂立不競爭承諾。

本公司有關披露遵守及強制執行不競爭承諾情況的方式將與上市規則所載自願作出披露的原則相符。

根據不競爭承諾，倘若譚文華先生終止擔任董事職務但繼續為本公司主要股東，彼亦須受不競爭承諾的條款約束。

倘會議上討論的事宜與董事實際或可能存在利益衝突，該涉及利益董事須放棄出席有關會議。

截至二零一八年十二月三十一日止年度，本公司並無收到譚文華先生就任何與本集團現有及未來業務競爭或可能競爭的新業務機會的書面資料。是譚文華先生或其聯繫人（本集團任何成員除外）的知情，而本公司已收到譚文華先生就其及其聯繫人遵守非競爭承諾的年度書面確認。獨立非執行董事亦已審閱並信納譚文華先生已遵守不競爭承諾。

董事之合約權益

本公司或其任何附屬公司或同系附屬公司概無參與訂立任何於年終或年內任何時間仍然有效，且董事於當中直接或間接擁有重大權益之重大合約。

獲准許的彌償條文

於截至二零一八年十二月三十一日止年度及於本報告日期，本公司已就董事及高級管理人員因公司活動產生的法律訴訟安排適當的董事及高級人員責任保險。

根據本公司之組織章程細則，本公司董事可從本公司之資產獲得彌償，並確保該等董事就各自之職務執行其職責時免受因作出、發生之行為或遺漏作出行為而將或可能招致或蒙受之所有訴訟、費用、收費、損失、損害及開支而造成之損害。



Report of the Directors 董事會報告書

Emolument Policy

The emolument policy of the employees of the Group is set out by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

Retirement Benefit Schemes

Particulars of the retirement benefit schemes of the Group are set out in note 35 to the financial statements.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association, or the law of Cayman Islands, being the jurisdiction in which the Company is incorporated under which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Special enquiries have been made by the Company to confirm that all Directors have been complied with the Model Code for the year ended 31 December 2018.

Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the corporate governance report on pages 29 to 40.

Audit Committee

The Company established an Audit Committee with written terms of references adopted in compliance with the Code set out in Appendix 14 of the Listing Rules. The members of the Audit Committee are the three independent non-executive Directors, and Dr. Wong Wing Kuen, Albert, an independent non-executive Director, is the Chairman of the Audit Committee.

The Audit Committee is to serve as a focal point for communication between other Directors, the external auditor and the internal auditor (where an internal audit function exists) of the Company as regards their duties relating to financial and other reporting, internal controls, external and internal audits and such other financial and accounting matters as the Board determines from time to time.

The Audit Committee is to assist the Board in providing an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time and the Company considers these systems effective and adequate. The audit committee has reviewed the Group's interim and annual consolidated financial statements for the year 2018, including the accounting principles and practices adopted by the Group.

薪酬政策

薪酬委員會按照僱員表現、資歷及能力，制定本集團僱員之薪酬政策。

薪酬委員會參照本公司的營運業績、董事個別表現及可比較市場統計數據，決定董事的薪酬。

退休福利計劃

本集團福利計劃詳情，載於財務報表附註35。

優先購股權

本公司之組織章程細則或開曼群島(即本公司註冊成立的司法權區)法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東提呈新股。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易的操守守則。本公司作出特定查詢後確認，全體董事於截至二零一八年十二月三十一日止年度已遵守標準守則。

企業管治

本公司採納的主要企業管治常規，載於第29至40頁的企業管治報告。

審核委員會

本公司已成立審核委員會，並採納按照上市規則附錄十四所載守則制定的書面職權範圍。審核委員會成員由三名獨立非執行董事組成，而獨立非執行董事王永權博士為審核委員會主席。

審核委員會乃作為其他董事、本公司外聘核數師與內部核數師(倘存在內部審核職能)之間的溝通橋樑，關乎彼等職責中相關的財務及其他報告、內部監控、外部及內部審核以及董事會不時決定的其他財務及會計事宜。

審核委員會負責協助董事會獨立檢討本集團的財務報告過程、內部監控及風險管理制度的成效、監管審核過程及履行董事會不時指派的其他職責及責任及本公司認為這些制度為適當及有效。審核委員會已審閱本集團的二零一八年度中期及年度綜合財務報表，包括本集團採納的會計原則及常規。

Report of the Directors

董事會報告書

Dividend Policy

In considering the payment of dividends, there shall be a balance between maintaining sufficient capital to grow the Group's business and rewarding the shareholders of the Company. The Board shall take into account the following factors, among other factors:

- (a) the Group's overall results of operation, financial position, liquidity position, capital requirements, cash flow and future prospects;
- (b) the amount of distributable reserves of the Company;
- (c) the expected capital requirements and future expansion plans of the Group;
- (d) the general business and regulatory conditions, the business cycle of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (e) the statutory and regulatory restrictions;
- (f) the contractual restrictions on the payment of dividends by the Company to the Shareholders or by the subsidiaries of the Company to the Company;
- (g) the Shareholders' interests; and
- (h) other factors that the Board deems relevant.

Sufficiency of Public Float

As at the date of this annual report, the Company has maintained the prescribed public float of not less than 25% of the issued share capital of the Company pursuant to the Listing Rules and as agreed with the Stock Exchange, based on the information that is publicly available to the Company and within the knowledge of the Directors.

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 considers all the independent Non-Executive Directors to be independent.

Auditors

Ernst & Young was appointed by the Directors to conduct audit on the financial statements of the Company for the year ended 31 December 2018. A resolution will be proposed at the forthcoming annual general meeting to reappoint Ernst & Young as the auditors of the Company.

By Order of the Board
TAN Wenhua
Chairman

Hong Kong, 29 March 2019

股息政策

於考慮派付股息時，需要取得維持足夠資金以達致本集團業務增長與回饋本公司股東之間之平衡。董事會將計及(其中包括)以下因素：

- (a) 本集團之整體營運業績、財務狀況、流動資金情況、現金流量及未來前景；
- (b) 本公司可供分派儲備之金額；
- (c) 公司預期資本要求及未來擴展計劃；
- (d) 商業及規管環境、集團的商業週期和其他可能對集團業務或財務產生影響的內部或外部因素；
- (e) 法定和監管限制；
- (f) 公司向股東或公司附屬公司向公司支付股息的合約限制；
- (g) 股東利益；及
- (h) 董事會認為相關的其他因素。

足夠公眾持股量

根據本公司透過公開途徑獲得的資料及據董事所知悉，於本年報日期，本公司一直維持上市規則所訂明並經與聯交所協定本公司已發行股本不少於25%的公眾持股量。

獨立身分的確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立身分確認書，並認為全體獨立非執行董事均為獨立人士。

核數師

安永會計師事務所獲董事委任審核本公司截至二零一八年十二月三十一日止年度之財務報表。於應屆股東週年大會上將提呈一項決議案以續聘安永會計師事務所為本公司核數師。

承董事會命
主席
譚文華

香港，二零一九年三月二十九日

ABOUT ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

關於環境、社會及管治報告

This report is the first Environmental, Social and Governance (the “ESG”) Report published by the Group in accordance with the Environmental, Social and Governance Reporting Guide issued by the Stock Exchange (the “ESG Reporting Guide”). This ESG report mainly covers the policies, initiatives and performance of the Group’s business for the year ended 31 December 2018. The Company confirms that it has complied with the “comply or explain” provisions set out in the ESG Reporting Guide for the year ended 31 December 2018.

Environmental

Aspect A1: Emissions

As for environmental protection, the Group continues to invest in energy-saving equipment and emphasize green production while constantly advancing its technology in energy saving, emissions reduction and clean production. The Group also controls stringently the emission of wastes. According to its waste management policy, wastes have to be minimized, reused and recycled before the last resort of disposal. The Group regularly keeps track of the latest national and regional environmental laws and regulations, complies with relevant laws and rules such as the Environmental Protection Law of the People’s Republic of China (中華人民共和國環境保護法), the Environmental Impact Assessment Law of the People’s Republic of China (中華人民共和國環境影響評價法) and the Law of the People’s Republic of China on Prevention and Control of Environmental Noise Pollution (中華人民共和國環境雜訊污染防治法), and takes various measures to achieve better performance in environmental protection amid daily office activities and specific business operations. During the year, the Group was not subject to any fines or related litigation in relation to environmental pollution.

Air pollutant emissions

Air emissions include NOx, SOx, and other pollutants regulated under national laws and regulations. Pollutants are primarily emitted from the raw material cleaning process. The fumes produced during the acid treatment of silicon feedstock by hydrofluoric acid and nitric acid are eventually treated and emitted through the acid mist towers.

Air pollutant emissions of the Group are detailed below:

| | 2018 二零一八 | 2017 二零一七 |
|-----------------------|--------------|--------------|
| Fluorochemicals 氟化物 | 1.39 tonnes噸 | 0.85 tonnes噸 |
| Hydrogen fluoride 氟化氫 | 0.05 tonnes噸 | 0.81 tonnes噸 |
| Hydrogen chloride 氯化氫 | 7.25 tonnes噸 | 7.10 tonnes噸 |
| Chlorine gas 氯氣 | 7.25 tonnes噸 | 4.20 tonnes噸 |
| Nitrogen oxides 氮氧化物 | 0.14 tonnes噸 | 3.59 tonnes噸 |

本報告為本集團根據聯交所頒佈之《環境、社會及管治報告指引》刊發的首份環境、社會及管治報告。本環境、社會及管治報告主要涵蓋本集團截至二零一八年十二月三十一日止年度的業務政策、措施及表現。本公司確認其於截至二零一八年十二月三十一日止年度已遵守《環境、社會及管治報告指引》中所列「不遵守就解釋」的條文。

環境

層面A1：排放物

環保方面，本集團繼續投資於節能設備，重視綠色生產，並不斷精進其於節能、減排和清潔生產方面的科技。本集團亦嚴格控制廢料排放，根據廢料管理政策，須先盡量減少、重用及循環再造廢料，最後才能進行必要的棄置。本集團定期留意最新的國家及地區環保法律法規，遵守《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》及《中華人民共和國環境雜訊污染防治法》等相關法律及規則，並採取多項措施，務求在日常辦公活動及具體業務中取得更佳的環保成效。年內，本集團並無就環境污染而面臨任何罰款或相關訴訟。

空氣污染物排放

廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及法規規管的污染物。污染物主要從原料清洗工序排放，利用氫氟酸硝酸對硅料進行酸洗產生煙霧，最終經過酸霧塔處理排放。

本集團之空氣污染物排放如下：

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Greenhouse gas emissions

Greenhouse gas emissions reflect the impact of our businesses on climate change. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Our greenhouse gas emissions were mainly attributable to the indirect emissions from purchased electricity.

Indirect greenhouse gas emissions (scope 2):

carbon dioxide (CO₂) equivalent emissions
2017: Approximately 273,045 tonnes
2018: Approximately 231,688 tonnes

Note: An emission factor of 0.88 tonnes CO₂-e/MWh was used for calculating electricity consumption.

Hazardous wastes

The hazardous wastes generated by the Group mainly included:

Spent activated carbon felt cartridges 廢活性碳氈濾芯
Waste EVA/TPT edge strips 廢EVA/TPT邊條

Spent activated carbon felt cartridges are generated during the solar cell etching process and contain mainly activated carbon. Filtration through the activated carbon-based organic gas flaring towers gives rise to fluorochemical residues. Ethylene vinyl acetate ("EVA") is produced by our module assembly companies during the trimming of redundant edge strips in the process of module encapsulation. Tedlar polyester tedlar ("TPT"), a solar panel material, is also produced by our module assembly companies during the trimming of redundant edge strips in the course of module encapsulation, involving materials such as polyvinylidene fluoride and PMMA copolymers, polyethylene terephthalate and tetrafluoroethylene/vinyl ester copolymers.

Non-hazardous wastes

The non-hazardous wastes generated by the Group mainly included:

Xylene 二甲苯
Waste steel wire 廢鋼線
Packaging waste 廢包裝物
Plastic waste 塑料製品
Waste oil 廢油

溫室氣體排放

溫室氣體排放反映我們的業務對氣候變化的影響。溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。我們的溫室氣體排放主要來自外購電力產生的間接排放。

間接溫室氣體排放(範圍2):

二氧化碳當量排放(CO₂)
二零一七: 約273,045噸
二零一八: 約231,688噸

註: 以排放係數每兆瓦時0.88噸二氧化碳當量用於計算的電力消耗。

有害廢棄物

本集團所產生的有害廢棄物主要包括:

| | 2018 二零一八 | 2017 二零一七 |
|--|--------------|--------------|
| Spent activated carbon felt cartridges 廢活性碳氈濾芯 | 0.12 tonnes噸 | 0.13 tonnes噸 |
| Waste EVA/TPT edge strips 廢EVA/TPT邊條 | 6 tonnes噸 | 6 tonnes噸 |

廢活性碳氈濾芯為電池片刻蝕工序產生，其主要成分是活性炭，通過活性炭有機廢氣燃燒塔過濾後有氟化物的殘留。乙烯醋酸乙酯共聚物(「EVA」)為集團內組裝組件類公司產生，為組件封裝時多餘的邊條進行裁剪產生。太陽能電池背板(「TPT」)為集團內組裝組件類公司產生，為組件封裝時多餘的邊條進行裁剪產生，物質包括聚偏二氟乙烯、PMMA共聚物、聚對苯二甲酸乙二酯、四氟乙烯/乙烯基酯共聚物。

無害廢棄物

本集團所產生的無害廢棄物主要包括:

| | 2018 二零一八 | 2017 二零一七 |
|----------------------|---------------|---------------|
| Xylene 二甲苯 | 0.2 tonne噸 | 1 tonne噸 |
| Waste steel wire 廢鋼線 | 95.3 tonnes噸 | 75.1 tonnes噸 |
| Packaging waste 廢包裝物 | 299 tonnes噸 | 241.3 tonnes噸 |
| Plastic waste 塑料製品 | 173.1 tonnes噸 | 172.6 tonnes噸 |
| Waste oil 廢油 | 64.5 tonnes噸 | 100 tonnes噸 |

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Xylene is used in module experiments primarily for cleaning filters, upon which waste materials are left behind as residues. Waste steel wire is the major consumable used for cutting during the wafer slicing process, and the waste materials left behind are recovered by professional recycling companies. The Group's four major production operations all involve packaging equipment, raw materials, auxiliary raw materials and so forth, which produce paper, wood and plastic packaging waste, among others. Plastic waste is produced during plastic packaging in the production process. Waste oil is mainly a result of the replacement of air compressor lubricants, in particular during the ingot pulling process.

Prevention of emissions

We pursue to utilize energy efficiently and take this as the primary approach to reducing greenhouse gas emissions. In order to continuously improve energy performance and lower carbon footprint, we have implemented various energy-saving as well as emission and waste reduction measures such as the air compressor frequency conversion transformation and air compressor heat recovery projects. Frequency conversion transformation of air compressors can ensure not only the effective controls of frequency conversion in air compressors but also real-time monitoring of pressure conditions in production systems, therefore saving energy while coping with systems' energy demands. This can save us approximately RMB400,000 on electricity fee per year. Likewise, the air compressor heat recovery project can ensure effective recovery of heat energy and reduce energy use by recovering approximately 24,000 tonnes of hot water every year.

Reduction of hazardous wastes and non-hazardous wastes

The Group has specially set up the Environmental and Safety Department for monitoring and administering its various eco-friendly facilities to ensure compliance with national standards for pollutant and waste emissions. All wastes shall be minimized, reused and recycled before the last resort of disposal. As for the hazardous wastes generated during the production process, industry professionals are engaged to handle their recovery and transposition, whereas non-hazardous wastes are sold to external parties to minimise disposal volume.

二甲苯是組件環節內的實驗使用，主要是用來清洗濾鏡，廢棄物為清洗後產生的殘留。廢鋼線是切片工序使用進行切割的主要耗材，使用完為廢棄物後，由專業回收公司進行回收。集團內的四個主要生產環節都含有包裝設備、原料、輔料等材料，均會產生紙質、木質、膠質等廢包裝物。塑料製品為產生過程中產生的塑料類包裝造成。廢油主要是空壓機設備潤滑油更換而產生，主要是由於拉晶工序產生。

防止排放

我們追求高效利用能源作為減少溫室氣體排放的主要手段。為了不斷提高能源利用率和降低碳排放量，我們實施了多項節能及減少排放及廢棄物的措施，例如：空壓機變頻改造、空壓機熱回收項目等。空壓機變頻改造能有效地控制空壓機變頻，並檢測生產系統的實時壓力，以適應系統需求而節約能量，電費每年可節約人民幣400,000元。另外空壓機熱回收項目能有效回收熱能，減少能量的浪費，每年可回收約24,000噸熱能水。

減少有害廢棄物及無害廢棄物

本集團特別設立環境安全部對各項環保設施進行監督與管理，確保污染物及廢棄物達國家標準。所有資源採取盡量減少、重用及循環再造廢料，最後才能進行必要的棄置。對於生產程序上所產生的有害廢棄物，均與有專業公司進行回收轉移處理。而無害廢棄物則進行外售處理，盡量減低棄置量。

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Aspect A2: Use of Resources

The Group strictly executes the policies, regulations and standards on energy conservation provided by national, local and industrial authorities, such as the Law of the People's Republic of China on Energy Conservation (中華人民共和國節約能源法). In order to achieve better efficiency of resources, the Group emphasizes on saving energy, water, materials and land, comprehensive use of resources, and development of circular economy. The Group also facilitates its sustainable development with better management measures, an enhanced awareness of saving resources, and efficient and cyclic use of resources. It strictly manages its use of resources to ensure reasonable use of resources in the course of operation and avoid waste. Upon assessment by our Environmental and Safety Department, there is no significant impact brought by the Group's environmental and natural resource use. The Group is active in practicing the concept of green development and promoting the green development of the production chain.

Electricity

In 2018, electricity consumption of the Group totaled 263,282 MWh (2017: 310,278 MWh). Electricity consumption of our four major production operations is detailed below:

層面A2：資源使用

本集團嚴格執行國家、地方及行業機關規定的節能政策、法規及準則，例如《中華人民共和國節約能源法》。為達致更高的資源效益，本集團著眼於節約能源、用水、材料和土地、資源全面利用以及循環經濟發展。本集團亦通過改進管理措施、提高節約資源意識、資源的高效及循環利用，以促進其可持續發展。本集團嚴格管理資源運用，確保在營運過程中合理使用資源，避免產生廢料。經我們的環保及安全部門評估後，本集團的環境及天然資源運用並無重大影響。本集團積極落實綠色發展概念，推動生產鏈的綠色發展。

電力

本集團電力於二零一八年總消耗量為263,282兆瓦時(二零一七：310,278兆瓦時)。四個主要生產環節耗電量如下：

| | 2018 二零一八 | | 2017 二零一七 | |
|----------------|---------------------------------------|--|---------------------------------------|--|
| | Power consumption (MWh) 電能耗量 (兆瓦時) | Approximate average consumption (kWh/unit) 平均耗量約 (千瓦時/單位) | Power consumption (MWh) 電能耗量 (兆瓦時) | Approximate average consumption (kWh/unit) 平均耗量約 (千瓦時/單位) |
| Ingots 硅棒 | 181,082 | 26.26/kg公斤 | 223,427 | 28.27/kg公斤 |
| Wafers 硅片 | 24,844 | 0.17/piece片 | 27,725 | 0.16/piece片 |
| Solar cells 電池 | 18,195 | 75.8/kW千瓦 | 27,163 | 70.6/kW千瓦 |
| Modules 組件 | 38,159 | 27.5/kW千瓦 | 30,891 | 27/kW千瓦 |

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Water

We are committed to using water in a responsible manner and have developed relevant strategies to reduce raw water consumption and meanwhile to review the relevant processes and perform regular monitoring. The Group's production plants use municipal water as their primary water source. The use of water is regulated in accordance with the prevailing energy management rules. Management of second-tier energy consumption is rationalized and measuring devices are installed to save water. The Group had no issue in sourcing water during the year. Concentrated water produced by ultrapure water equipment for production purpose is reused, with the annual reuse volume reaching 120,000 tonnes. Both ultrapure water production techniques and equipment are refined to increase pure water output and reduce consumption of raw water. During the year, the Group consumed a total of 1,341,085 tonnes (2017: 1,653,848 tonnes) of raw water. Water consumption density was 404.6 tonnes/MW (2017: 503.8 tonnes/MW).

The main packaging material consumed by the Group is carton boxes. These are in line with main customers' standard packaging requirements. The total weight of carton boxes used in 2018 was approximately 4,036 tonnes (2017: approximately 3,854 tonnes). Packaging material consumption density is 1.46 tonnes/MW (2017: 1.59 tonnes/MW).

Aspect A3: The Environment and Natural Resources

To minimise the aforementioned impact on the environment from our business operations, the Group implements measures for environmental protection, including using energy-efficient equipment to achieve additional energy savings and reduce waste. To reduce energy use, circulating water instead of coal boiler is used to provide heating in winter seasons. Further, sewage treatment stations, acid mist treatment towers, purification towers and so on have been developed to achieve environmental sustainability. In future, we will continuously contribute to environmental protection and strive for a greener environment, in an effort to fulfill our duties as part of a sharing community.

Social

Aspect B1: Employment

Employees are the important value of our Group. In 2018, the Group has complied with all relevant labour laws and regulations in respective countries and regions. The Group offers competitive remuneration, promotional opportunities, compensation and benefit packages to attract and retain talents. Salaries are reviewed regularly in reference to performance appraisals and market trends.

水

我們致力於以負責任的方式用水，並已制定有關策略減少消耗原水量，同時檢討有關過程，定期監測。集團生產廠房水源主要使用市政自來水，對水的使用管理按照能源管理規定，完善次級用能管理，加裝計量儀表，節約用水。本集團於年內尋找適用水源時沒有出現任何問題。對於生產用超純水設備產生的濃水進行回用，年回用量120,000噸，改進超純水生產工藝及設備，提高純水產出，降低原水使用量。本集團於年內原水總使用量為1,341,085噸(二零一七：1,653,848噸)。耗水密度為404.6噸／兆瓦(二零一七：503.8噸／兆瓦)。

本集團之消耗的包裝物料主要為紙箱，符合主要客戶的標準包裝要求。二零一八年財政年度內消耗的紙箱，總重量約4,036噸(二零一七：約3,854噸)。使用的包裝物料密度為1.46噸／兆瓦(二零一七：1.59噸／兆瓦)。

層面A3：環境及天然資源

為降低前述業務營運對環境造成的影響，本集團實行環保措施，包括使用高能源效益設備，進一步節電減廢。為節省能源使用，本集團於冬季期間並無使用燃煤鍋爐供暖，而使用循環水。另外，我們已發展污水處理站、酸霧處理塔和淨化塔等，以達致環境的可持續發展。我們日後將會繼續致力於環境保護，並努力建設更加綠色的環境，履行我們作為共同生活社區一分子的責任。

社會

層面B1：僱傭

僱員為本集團的重要價值所在。二零一八年，本集團已遵守有關國家及地區所有相關的勞動法律及法規。本集團提供具競爭力的薪酬、晉陞機會、薪金及福利方案，藉以吸引和挽留人才。我們定期參照績效評核和市場趨勢檢討薪金。

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All employments are based on personal capabilities and qualifications regardless of race, religion, sex, age, national origin, citizenship or any other grounds of discrimination. The Group strictly prohibits discrimination among the employees in all business operations and also provides equal opportunity to all employees. Stringent and cautious measures such as training have been implemented by our human resources department in order to prevent cases of discrimination.

Total number of employees by age group

As of 31 December 2018, the Group had a total of 3,669 (31 December 2017: 3,565) employees as categorized below:

所有僱員都是因應個人才能和資歷聘請，並不存在任何種族、宗教、性別、年齡、國籍、公民身份或任何其他形式的歧視。本集團嚴禁所有業務營運的僱員之間有任何歧視，全體僱員均享有平等的機會。我們的人力資源部分已實行嚴謹措施(例如培訓)，以免出現歧視。

按年齡組別劃分的僱員總數

於二零一八年十二月三十一日，本集團總員工人數為3,669人(二零一七年十二月三十一日：3,565人)，年齡組合如下：

| | | Under 25 | 26-35 | 36-45 | 46-55 | 56 or above |
|---------------------|----|----------|--------|--------|--------|-------------|
| | | 25歲以下 | 26-35歲 | 36-45歲 | 46-55歲 | 56歲及以上 |
| 2018 | | | | | | |
| Number of employees | 人數 | 444 | 1,400 | 1,274 | 486 | 65 |
| 2017 | | | | | | |
| Number of employees | 人數 | 593 | 1,578 | 1,024 | 333 | 37 |

Aspect B2: Health and Safety

The Group has complied with all relevant laws and regulations in respective countries, especially those related to its production processes. A series of health and safety policies is in place to ensure the overall safety of our working environment. All employees strictly comply with all the health and safety codes and manuals of their production processes and departments. The Group also inspects its plants regularly to monitor and enhance the safety levels inside. During the year, the Group did not have any noncompliance with any laws and regulations in respect of employees' health and safety.

層面B2：健康與安全

本集團已遵守有關國家所有相關的法律及法規，特別是在生產流程方面。本集團訂有一系列健康與安全政策，確保工作環境的整體安全。我們嚴格要求全體僱員遵守其生產流程及部門的所有健康與安全守則及手冊。集團亦會定期於廠房進行檢查，以監察及提升廠房內之安全水平。年內，本集團並無違反任何有關僱員健康與安全的法律及法規。

Aspect B3: Development and Training

Training and development always serve as the key factors for business success. The Group has provided various tailor-made training programs covering corporate culture, occupational safety, laws and regulations, professional skills and other aspects for employees from different departments to cope with their business needs. The training programs are evaluated regularly to review the effectiveness and compared to the business needs. The Group also updates its employees from time to time on the latest information of the industry and laws and regulations which is essential to the Group's operations and their job responsibilities.

層面B3：發展及培訓

培訓及發展一直為業務成功的關鍵因素。本集團為不同部門僱員度身設計不同的培訓計劃，涵蓋企業文化、職業安全、法律法規、專業技能及其他方面，以應付其業務需要。我們定期評估培訓計劃的成效，並與業務需要互相對比。本集團亦不時向僱員提供對本集團營運及其職責至為重要的最新行業及法律法規信息。

About Environmental, Social and Governance Report

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Aspect B4: Labour Standards

The Group has complied with all relevant local labour laws and regulations in respective countries. In PRC, the Group regularly keeps track of the latest laws and regulations such as the Labor Law of the People's Republic of China (中華人民共和國勞動法) and the Labor Contract Law of the People's Republic of China (中華人民共和國勞動合同法). The Group strictly prohibits the use of child or forced labour in its business operations.

Aspect B5: Supply Chain Management

The Group is committed to effectively managing its supply chain and providing customers with premium products and services, in an effort to meet and even exceed customers' expectations. When purchasing products and services, the Group complies with all applicable environmental laws, regulations and rules. Comprehensive assessment of suppliers is performed on an ad hoc basis to benchmark against customers' expectations of product quality. Most of the key suppliers maintain a close and long-term partnership with the Group. During the year, the Group maintained good and stable relationships with its suppliers.

Aspect B6: Product Responsibility

The quality of products is the important key to customers' loyalty. The Group performs high quality controls in every production operation. Procedures and policies are established to govern all sorts of claims and complaints. If the Group receives any claims or complaints regarding its products and services, it will conduct investigation in order to provide immediate and appropriate responses to customers. This strengthens product quality and consequently enables us to stay competitive in the market.

Aspect B7: Anti-Corruption

The Group is committed to achieving the highest possible standards of openness and integrity. Hence, it strictly implements various operating procedures and codes of conduct to regulate the work ethic of the Group's senior management and general staff. Employees are required to declare potential conflicts of interest. Further, a whistle-blowing policy is also in place to minimise the risk of fraudulent acts or criminal offences occurring in the workplace. During the year, the Group did not find any cases in breach of the relevant laws and regulations relating to corruption, bribery, extortion, fraud or money laundering.

Aspect B8: Community Investment

Over the years, the Group has focused on community activities and placed great emphasis on both physical and mental health of employees. The Group continuously organizes activities such as badminton, billiards, basketball and table tennis, with an expectation of enriching employees' healthy and cultural life and building a good corporate culture.

層面B4：勞工準則

本集團已遵守有關國家所有相關的地方勞動法律及法規。在中國，本集團定期留意最新的法律法規信息，例如《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。本集團嚴禁在業務營運中使用童工或強制勞工。

層面B5：供應鏈管理

本集團致力對供應鏈進行有效管理，為客戶提供優質產品及服務，力求滿足乃至超越客戶期望。並於採購產品及服務時，本集團會遵守適用的環境法例、法規及規定。站在客戶對產品質量要求的高度對供應商進行不定期的全面審核。大部分主要供應商均與本集團維持緊密的長期合作關係。年內，本集團與其供應商保持良好且穩定的關係。

層面B6：產品責任

產品質量是客戶忠誠度的關鍵所在。本集團對每一生產環節實行優質監控，並設有程序及政策規管各項申索和投訴。若本集團接獲任何有關產品及服務的申索或投訴，本集團將會進行調查，向客戶提供即時、適當的回應，此舉措可加強產品質量，從而保持我們在市場上的競爭力。

層面B7：反貪污

本集團致力達致最高的開放及誠信水平。因此，本集團嚴格執行各項作業程序及操守守則，以規範本集團高級管理層和一般員工的職業道德。僱員均須申報潛在的利益衝突。另亦設有告密政策，以盡量減少工作場所發生的詐騙行為或刑事罪行。在本報告年度，本集團並無發現任何違反與貪污、賄賂、勒索、欺詐或洗黑錢的相關法例及法規的違規案例。

層面B8：社區投資

本集團多年來一直專注於社區活動，重視僱員的身心健康。本集團持續舉辦羽毛球、撞球、籃球和乒乓球等活動，以豐富僱員的健康及文化生活，建構企業文化。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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To the shareholders of Solargiga Energy Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致陽光能源控股有限公司股東
(於開曼群島註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of Solargiga Energy Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 76 to 204, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes 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 2018, 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 requirement of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

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

意見

本核數師(以下簡稱「我們」)已審計列載於第76至204頁陽光能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此財務報表包括於二零一八年十二月三十一日的綜合財務狀況表,截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表和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,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布的《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映了貴集團於二零一八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》披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《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意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。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。就下列各事項而言,我們是在該背景下提供我們在審計中處理該事項的方式。

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Key audit matters (continued)

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

Key Audit Matter

關鍵審計事項

Impairment of prepayment to supplier and provision for onerous contract

預付予供應商的款項減值及有償合約撥備

A subsidiary of the Group entered into a long-term supply contract (the "Supply Contract") with one of its suppliers in 2011. On 27 April 2018, the supplier filed a complaint and a claim of a sum totalling approximately US\$391,000,000 against the subsidiary for alleged breach of the Supply Contract. The supplier has alleged that under the Supply Contract, the subsidiary shall need to pay a total of non-refundable advance payment of US\$34,500,000 and to purchase the quantities of polysilicon for the period from 2012 to 2020 with a total amount of US\$348,000,000. As at 31 December 2018, the non-refundable prepayment amounted to US\$11,500,000. The subsidiary has not purchased the polysilicon from the supplier since June 2012. The subsidiary recognised a provision for impairment of RMB78,927,000 for the non-refundable prepayment and a provision of RMB48,883,000 for the onerous contract.

本集團一間附屬公司與其供應商之一於二零一一年訂立長期供應合約（「供應合約」）。於二零一八年四月二十七日，該供應商因涉嫌違反供應合同而向該附屬公司提出訴訟並索賠總額約為391,000,000美元的款項。供應商聲稱根據供應合同，該附屬公司需要支付34,500,000美元的不可退還預付款，併購買二零一二年至二零二零年期間的多晶硅數量，總金額為348,000,000美元。截至於二零一八年十二月三十一日，不可退還的預付款額為11,500,000美元。該附屬公司自二零一二年六月起未向供應商購買多晶硅。該附屬公司已就不可退還預付款確認減值撥備人民幣78,927,000元及確認該有償合約撥備人民幣48,883,000元。

關鍵審計事項(續)

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部分所述的責任，包括與該等事項有關的責任。因此，我們的審計包括執程序，以應對我們對綜合財務報表中的重大錯誤陳述風險的評估。我們的審計程序（包括為處理下列事項而採取的程序）結果，為我們對隨附綜合財務報表所發表的審計意見提供了基礎。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We obtained and reviewed the relevant documents involved in management's analysis and judgement, including the Supply Contract and its amendments, the memorandum signed by the subsidiary and its supplier and the relevant files of the lawsuit. We also reviewed management's analysis on the cost of fulfilling the onerous contract and communicated the progress of lawsuit and related legal issues with the Company's lawyers, and obtained written confirmation from them. Based on the documents reviewed, the analysis made on management's judgement, together with the confirmation from the lawyers, we assessed whether the relevant provisions are made appropriately and whether the matter is properly disclosed in the notes to the consolidated financial statements.

我們已取得並審閱涉及管理層分析及判斷的相關文件，包括供應合約及其補充協議，以及附屬公司及其供應商所簽署的備忘錄。我們亦已審閱管理層就履行有償合約成本及向公司律師傳達訴訟及相關法律問題的進展情況，並取得書面確認。根據已審閱的資料、對管理層判斷所作出的分析以及向律師取得的確認，我們已就有關減值撥備是否適當及有關事宜是否於綜合財務報表附註中妥為披露作出評估。

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Key audit matters (continued)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment of prepayment to supplier and provision for onerous contract (continued)

預付予供應商的款項減值及有償合約撥備(續)

The case is unsettled and currently in litigation. The potential impact of the lawsuit and relevant provision balances were material to the consolidated financial statements and the recognition and measurement of the relevant provisions involved significant management judgements and estimates.

The accounting policies and disclosures of the impairment and provision are included in note 2.4 Summary of significant accounting policies, note 3 Significant accounting judgement and estimates, note 18 Prepayments for raw materials and note 32 Provisions to the consolidated financial statements.

此案尚未解決，目前正在訴訟中。該訴訟的潛在影響及對應減值撥備的餘額對於合併報表具有重大影響，確認和計量該減值撥備涉及到管理層的重大判斷和估計。

有關該減值與撥備的會計政策及披露載於綜合財務報表附註2.4 主要會計政策概要、附註3重大會計估計及判斷、附註18原材料預付款項及附註32撥備。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項



Independent Auditor's Report

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Key audit matters (continued)

Key Audit Matter

關鍵審計事項

Impairment of property, plant and equipment

物業、廠房及設備減值

As at 31 December 2018, the Group had property, plant and equipment of RMB1,517,027,000, which accounted for a significant portion of the Group's assets. Certain subsidiaries of the Group suffered loss in year 2018 and there was an indication of impairment for property, plant and equipment of these subsidiaries due to the uncertainty in the future.

Management performed impairment test accordingly by comparing the net present value of the forecasted future cash flows with the carrying amount of identified cash-generating units as at 31 December 2018, and recognised a net impairment of RMB47,020,000 during this year. Estimating the recoverable amount requires significant management judgements and estimates of future sales, gross margins, operating costs, terminal values, growth rates and the discount rates.

The accounting policies and disclosures of the provision are included in note 2.4 Summary of significant accounting policies, note 3 Significant accounting judgement and estimates and note 14 Property, plant and equipment to the consolidated financial statements.

於二零一八年十二月三十一日，本集團的物業、廠房及設備為人民幣1,517,027,000元，佔本集團資產的重大部分。集團某些附屬公司於二零一八年錄得虧損及由於未來的不確定性，該些附屬公司的物業、廠房及設備呈現減值跡象。

因此，管理層通過比較預測現金流量的淨現值與已識別現金產生單位於二零一八年十二月三十一日的賬面值，進行了減值測試，並於年內確認淨減值人民幣47,020,000元。估計可收回金額時，管理層需要作出關鍵判斷，包括估計未來銷售額、毛利率、經營成本、終值、增長率及折現率。

有關該撥備的會計政策及披露載於綜合財務報表附註2.4主要會計政策概要、附註3重大會計估計及判斷及附註14物業、廠房及設備。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We evaluated management's assessment on the impairment indicators for property, plant and equipment and management's identification of cash-generating units.

We reviewed management's valuation model and assessed the key assumptions used, such as estimates of future sales, gross margins, operating costs, terminal values, growth rates and the discount rates by comparing them to the related subsidiaries' historical performance, financial budget, and development plans, and the analysis on industry and market trend. We also involved our valuation specialists to assist us in assessing the valuation methodology and some key model parameters.

We also assessed the adequacy of the disclosures of property, plant and equipment in the consolidated financial statement.

我們已就管理層對物業、廠房及設備減值跡象的評估及管理層對現金產生單位的識別作出評估。

我們已審閱管理層的估值模式，並通過對比過往表現、實體財務預算、行業與市場趨勢分析及實體發展計劃，評估所採用的關鍵假設，例如未來銷售額、毛利率、經營成本、終值、增長率及折現率。我們亦曾徵詢我們的估值專家，以協助我們評估估值方法和一些關鍵模型參數。

我們對固定資產是否在合併財務報表中充分披露進行了評估。

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

Key Audit Matter 關鍵審計事項

Impairment of trade receivables and contract assets 應收貿易款項減值撥備

The amount of trade receivables and contract assets accounted for a significant portion of the Group's assets. As at 31 December 2018, the book value and impairment provision are RMB1,387,746,000 and RMB117,916,000 for trade receivables, and RMB15,491,000 and RMB286,000 for contract assets.

The Group applies the simplified approach to the provision and recorded lifetime expected losses for trade receivables and contract assets. The expected credit loss model is based on the Group's historical debtors' default rate and other specific factors, including classification of trade debtors, ageing of the ending balance, historical recovery, amount written off as uncollectible, and etc. At the same time, management also considers forward-looking information, including the anticipation of the customers' operation, the forecast of industry situation, overall economic conditions, and etc. Estimating the expected credit loss requires significant management judgements and estimates.

The accounting policies and disclosure of the provision are included in note 2.4 Summary of significant accounting policies, note 3 Significant accounting judgements and estimates, note 23 Trade and bills receivable and note 24 Contract assets to the consolidated financial statements.

應收賬款及合約資產是集團資產的重要組成部分。截至二零一八年十二月三十一日，應收賬款賬面原值及減值準備金額為人民幣1,387,746,000元及人民幣117,916,000元，合約資產賬面原值及減值準備為人民幣15,491,000元及人民幣286,000元。

本集團採用簡易方法以剩餘週期預期損失對應收賬款和合約資產進行減值計量。預期信用損失模型以本集團歷史違約率以及其他具體因素為基礎，包括客戶類型、期末餘額的賬齡，歷史回款和核銷情況等。同時，管理層亦考慮前瞻性信息，包括對客戶的經營情況預期、市場環境的預測、及宏觀經濟情況等。對預期信用損失的估計需要管理層的重大判斷和估計。

應收賬款及合約資產減值相關的會計政策和披露參見合併財務報表附註2.4主要會計政策概要，附註3重大會計估計及判斷，附註23應收賬款及應收票據及附註24合約資產。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

We discussed with management on the estimation involved in determining the expected credit loss allowance regarding trade receivables and contract assets, and assessed management's processes and controls relating to the estimation of the expected credit loss allowance.

We assessed the appropriateness of simplified approach, tested the provision matrix prepared by management to calculate the expected credit loss, and checked the information included in the provision matrix which is based on the Group's historical observed default rates and other specific factors. We verified whether the ageing analysis for groupings of trade debtors which have similar patterns of credit loss, historical payment patterns and historical loss data are complete and accurate. We obtained corroborative evidence to evaluate the appropriateness of the forward-looking information which the Group used to calibrate the matrix, such as the anticipation of the customers' operation, the forecast of industry situation, overall economic conditions, and etc.

We also assessed the adequacy of the disclosures of trade receivables and contract assets in the consolidated financial statements.

我們與管理層討論管理層計算應收賬款及合約資產預期信用損失撥備金額涉及的估計，評估該估計相關的管理層程序及內部控制。

我們評估了採用簡易方法的合理性並且測試了管理層用於計算預期信用損失採用的撥備矩陣，檢查了撥備矩陣中包含的基於集團歷史違約率及其他具體因素的信息。我們驗證了具有相同信用損失規律客戶的賬齡情況、客戶歷史回款週期及客戶歷史違約是否完整、準確。我們取得了佐證資料，評估管理層用於校準撥備矩陣的前瞻信息的合理性，如客戶的預期經營情況、行業前景、整體經濟環境等。

我們對應收賬款及合約資產是否在合併財務報表中充分披露進行了評估。

Independent Auditor's Report 獨立核數師報告

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Group's Audit Committee.

Responsibilities of the directors for the consolidated financial statements

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

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

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

年報所載的其他資訊

貴公司董事須對其他信息負責。其他信息包括年報內的信息，但不包括綜合財務報表及我們的核數師報告。我們預期於本核數師報告日期後取得年報。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是在獲得以上指明的其他信息時閱讀有關信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。如果根據我們所執行的工作，我們得出結論認為這些其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面我們沒有任何報告。

當我們閱讀年報時，如果我們認為當中存在重大錯誤陳述，我們須向貴集團的審核委員會溝通有關事宜。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港《公司條例》的披露規定擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，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。

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。



Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並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。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，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，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 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，以及獲取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高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以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。
- 評價所採用會計政策的恰當性及董事作出的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。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report 獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Tong Ka Yan, Augustine.

Ernst & Young
Certified Public Accountants
Hong Kong
29 March 2019

核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是唐嘉欣。

安永會計師事務所
執業會計師
香港
二零一九年三月二十九日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

| | | Notes 附註 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|-----------------------------------|-------------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | 5 | 4,022,452 | 3,999,616 |
| Cost of sales | 銷售成本 | | (3,624,902) | (3,341,743) |
| Gross profit | 毛利 | | 397,550 | 657,873 |
| Other income and gains, net | 其他收入及收益，淨額 | 6 | 53,752 | 72,418 |
| Selling and distribution expenses | 銷售及分銷開支 | | (77,447) | (67,701) |
| Administrative expenses | 行政開支 | | (377,609) | (392,095) |
| Impairment losses on financial and contract assets, net | 財務及合約資產減值，淨額 | 7 | (44,497) | (18,900) |
| Impairment of property, plant and equipment | 物業、廠房及設備減值 | 14 | (47,020) | — |
| Operating (loss)/profit | 經營(虧損)/利潤 | | (95,271) | 251,595 |
| Share of losses of associates | 應佔聯營公司虧損 | | (1,461) | (14,996) |
| Finance costs | 融資成本 | 8 | (136,012) | (121,702) |
| (Loss)/profit before tax | 除稅前(虧損)/利潤 | 7 | (232,744) | 114,897 |
| Income tax credit | 所得稅抵免 | 11 | 12,157 | 8,860 |
| (Loss)/profit for the year | 年度(虧損)/利潤 | | (220,587) | 123,757 |
| Attributable to: | 以下人士應佔： | | | |
| Equity holders of the Company | 本公司權益持有人 | | (222,402) | 107,462 |
| Non-controlling interests | 非控制性權益 | | 1,815 | 16,295 |
| (Loss)/profit for the year | 年度(虧損)/利潤 | | (220,587) | 123,757 |
| Basic and diluted (loss)/earnings per share attributable to ordinary equity holders of the Company (RMB cents) | 本公司普通股權益持有人應佔每股基本及攤薄(虧損)/盈利(人民幣分) | 13 | (6.92) | 3.35 |

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|---------------------------------|-----------------------------------|-----------------------------------|
| (Loss)/profit for the year | 年度(虧損)/利潤 | (220,587) | 123,757 |
| Other comprehensive (loss)/income for the year (after tax and reclassification adjustments): | 年度其他全面(虧損)/利潤 (經稅項及重新分類調整後): | | |
| Items that may be reclassified subsequently to profit or loss: | 可於期後被重新分類至損益的項目: | | |
| — Currency translation differences | — 匯兌差額 | (14,659) | 32,984 |
| Total comprehensive (loss)/income for the year, after tax | 年度全面(虧損)/利潤總額 (扣除稅項後) | (235,246) | 156,741 |
| Attributable to: | 以下人士應佔: | | |
| Equity holders of the Company | 本公司權益持有人 | (237,061) | 140,446 |
| Non-controlling interests | 非控制性權益 | 1,815 | 16,295 |
| Total comprehensive (loss)/income for the year | 年度全面(虧損)/利潤總額 | (235,246) | 156,741 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi) (以人民幣列值)

| | | Notes 附註 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|--------------------------|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 1,517,027 | 1,531,099 |
| Prepayments for acquisitions of property, plant and equipment | 購置物業、廠房及設備的預付款項 | | 62,451 | 14,245 |
| Land lease prepayments | 土地租賃預付款項 | 17 | 141,989 | 146,233 |
| Prepayments for raw materials | 原材料的預付款項 | 18 | 33,557 | 55,298 |
| Investments in associates | 於聯營公司的投資 | 19 | 5,591 | 5,251 |
| Equity investment designated at fair value through other comprehensive income | 以公允價值計量且其變動計入其他綜合收益的權益投資 | 20 | 2,430 | — |
| Available-for-sale investments | 可供出售投資 | 20 | — | 2,430 |
| Deferred tax assets | 遞延稅項資產 | 21 | 48,009 | 34,763 |
| Total non-current assets | 非流動資產總額 | | 1,811,054 | 1,789,319 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 22 | 347,368 | 403,531 |
| Trade and bills receivables | 應收貿易賬款及票據 | 23 | 1,483,723 | 1,648,608 |
| Contract assets | 合約資產 | 24 | 15,205 | — |
| Prepayment, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 25 | 240,935 | 347,327 |
| Current tax recoverable | 即期可收回稅項 | | 2,695 | 12,143 |
| Pledged deposits | 已抵押存款 | 26 | 425,309 | 219,097 |
| Cash and cash equivalents | 現金及現金等價物 | 27 | 239,712 | 191,185 |
| Total current assets | 流動資產總額 | | 2,754,947 | 2,821,891 |
| Current liabilities | 流動負債 | | | |
| Interest-bearing borrowings | 計息借貸 | 28 | 1,773,140 | 1,922,322 |
| Trade and bills payables | 應付貿易賬款及票據 | 29 | 1,441,065 | 1,055,536 |
| Other payables and accruals | 其他應付款項及應計開支 | 30 | 104,025 | 134,476 |
| Contract liabilities | 合約負債 | 31 | 64,466 | — |
| Current tax payable | 即期應付稅項 | | 193 | 3,618 |
| Provision for inventory purchase commitments | 存貨購買承擔撥備 | 32 | 48,883 | 46,539 |
| Finance lease payables | 融資租賃應付款項 | 33 | — | 8,000 |
| Total current liabilities | 流動負債總額 | | 3,431,772 | 3,170,491 |
| Net current liabilities | 流動負債淨額 | | (676,825) | (348,600) |
| Total assets less current liabilities | 資產總值減流動負債 | | 1,134,229 | 1,440,719 |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi) (以人民幣列值)

| | | Notes | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|---------------------|-------|-----------------------------------|-----------------------------------|
| | | 附註 | | |
| Non-current liabilities | 非流動負債 | | | |
| Interest-bearing borrowings | 計息借貸 | 28 | 17,317 | 124,758 |
| Deferred tax liabilities | 遞延稅項負債 | 21 | 2,678 | 2,781 |
| Deferred income | 遞延收入 | 34 | 197,225 | 163,272 |
| Finance lease payables | 融資租賃應付款項 | 33 | — | 1,840 |
| Other non-current liabilities | 其他非流動負債 | 32 | 109,018 | 112,639 |
| Total non-current liabilities | 非流動負債總額 | | 326,238 | 405,290 |
| Net assets | 資產淨值 | | 807,991 | 1,035,429 |
| Equity | 權益 | | | |
| Equity attributable to equity holders of the Company | 本公司權益持有人應佔權益 | | | |
| Share capital | 股本 | 36 | 276,727 | 276,727 |
| Reserves | 儲備 | 37 | 438,999 | 673,612 |
| Non-controlling interests | 非控制性權益 | | 715,726 | 950,339 |
| | | | 92,265 | 85,090 |
| Total equity | 權益總額 | | 807,991 | 1,035,429 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

| | | Attributable to equity shareholders of the Company 本公司權益股東應佔權益 | | | | | | | Non-controlling interests | | Total equity |
|---|---------------|---|------------------|----------------------|-----------------|------------------|-----------------|--------------------|---------------------------|---------------|------------------|
| | | Share capital | Share premium | General reserve fund | Capital reserve | Exchange reserve | Other reserve | Accumulated losses | Total | 非控制性權益 | 權益總額 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| As at 1 January 2017 | 於二零一七年一月一日 | 276,727 | 1,731,645 | 216,824 | 42,768 | (69,090) | (66,508) | (1,321,870) | 810,496 | 68,192 | 878,688 |
| Profit for the year | 年度利潤 | — | — | — | — | — | — | 107,462 | 107,462 | 16,295 | 123,757 |
| Other comprehensive income for the year: | 年度其他全面收入: | | | | | | | | | | |
| Exchange differences related to foreign operations | 有關外國業務的外匯差額 | — | — | — | — | 32,984 | — | — | 32,984 | — | 32,984 |
| Total comprehensive income for the year | 年度全面收入總額 | — | — | — | — | 32,984 | — | 107,462 | 140,446 | 16,295 | 156,741 |
| Disposal of a subsidiary | 出售一間附屬公司 | — | — | (2,456) | — | — | — | 2,456 | — | — | — |
| Capital contribution from non-controlling interests | 非控制性權益出資 | — | — | — | — | — | — | — | — | 5,000 | 5,000 |
| Acquisition of non-controlling interests | 收購非控制性權益 | — | — | — | — | — | (603) | — | (603) | (4,397) | (5,000) |
| Appropriation to reserves | 分配至儲備 | — | — | 4,196 | — | — | — | (4,196) | — | — | — |
| As at 31 December 2017 | 於二零一七年十二月三十一日 | 276,727 | 1,731,645 | 218,564 | 42,768 | (36,106) | (67,111) | (1,216,148) | 950,339 | 85,090 | 1,035,429 |
| As at 1 January 2018 | 於二零一八年一月一日 | 276,727 | 1,731,645 | 218,564 | 42,768 | (36,106) | (67,111) | (1,216,148) | 950,339 | 85,090 | 1,035,429 |
| (Loss)/profit for the year | 年度(虧損)/利潤 | — | — | — | — | — | — | (222,402) | (222,402) | 1,815 | (220,587) |
| Other comprehensive loss for the year: | 年度其他全面虧損: | | | | | | | | | | |
| Exchange differences related to foreign operations | 有關外國業務的外匯差額 | — | — | — | — | (14,659) | — | — | (14,659) | — | (14,659) |
| Total comprehensive (loss)/income for the year | 年度全面(虧損)/收入總額 | — | — | — | — | (14,659) | — | (222,402) | (237,061) | 1,815 | (235,246) |
| Capital contribution from non-controlling interests | 非控制性權益出資 | — | — | — | — | — | — | — | — | 31,819 | 31,819 |
| Acquisition of non-controlling interests | 收購非控制性權益 | — | — | — | — | — | 2,448 | — | 2,448 | (18,733) | (16,285) |
| Appropriation to reserves | 分配至儲備 | — | — | 3,826 | — | — | — | (3,826) | — | — | — |
| Dividends paid to non-controlling shareholders | 向非控制性股東分配股利 | — | — | — | — | — | — | — | — | (7,726) | (7,726) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 276,727 | 1,731,645 | 222,390 | 42,768 | (50,765) | (64,663) | (1,442,376) | 715,726 | 92,265 | 807,991 |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

| | Notes 附註 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|--------------------------------|-----------------------------------|-----------------------------------|
| Cash flows from operating activities | 經營活動現金流量 | | |
| (Loss)/profit before tax | 除稅前(虧損)/利潤 | (232,744) | 114,897 |
| Adjustments for: | 調整: | | |
| Depreciation and amortisation | 折舊及攤銷 | 7(c) 233,670 | 197,135 |
| Loss on disposal of property, plant and equipment, and land lease prepayments | 出售物業、廠房及設備以及土地租賃預付款項的虧損 | 7(c) 2,774 | 1,053 |
| Gain on previously held equity interest remeasured at acquisition-date fair value | 原持有的股權按收購日公平值重新計量之收益 | 6 — | (8,819) |
| Bargain purchase gain on acquisition of a subsidiary | 收購附屬公司時的購買收益 | 6 — | (159) |
| Gain on disposal of a subsidiary | 出售附屬公司收益 | 6 — | (32,520) |
| Share of profits less losses of associates | 應佔聯營公司利潤減虧損 | 1,461 | 14,996 |
| Write-down/(reversal of write-down) of inventories | 存貨撇減/(撇減撥回) | 22(b) 27,621 | (4,282) |
| Impairment losses on trade receivables and contract assets | 應收貿易賬款及合約資產減值損失的計提 | 23, 24 44,497 | 18,900 |
| Impairment of property, plant and equipment | 物業、廠房及設備減值 | 47,020 | — |
| Finance costs | 融資成本 | 8 136,012 | 121,702 |
| (Reversal)/provision for warranties | 保用(撥備回衝)/撥備 | 32 (3,621) | 28,446 |
| Interest income from bank deposits | 自銀行存款的利息收入 | 6 (5,616) | (9,144) |
| Net foreign exchange (loss)/gain | 匯兌(虧損)/收益淨額 | (784) | 366 |
| Changes in working capital: | 營運資金變動: | | |
| Decrease in inventories | 存貨減少 | 28,542 | 271,690 |
| Decrease/(increase) in trade receivables, prepayments, other receivables and other assets | 應收貿易賬款、預付款項、其他應收賬款及其他資產減少/(增加) | 211,390 | (940,983) |
| Increase in contract assets | 合約資產增加 | (15,205) | — |
| Decrease in prepayments for raw materials | 原材料的預付款項減少 | 21,741 | 10,925 |
| Increase in trade and other payables | 應付貿易賬款及其他應付款項增加 | 385,937 | 248,147 |
| Increase/(decrease) in deferred income | 遞延收入增加/(減少) | 33,953 | (17,691) |
| Cash generated from operations | 經營活動所得現金 | 916,648 | 14,659 |
| The PRC income tax credited/(paid) | 抵免/(支付)中國企業所得稅 | 4,831 | (3,910) |
| Net cash generated from operating activities | 經營活動所得現金淨額 | 921,479 | 10,749 |

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

| | Notes 附註 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|--------------------------|-----------------------------------|-----------------------------------|
| Cash flows from investing activities | 投資活動現金流量 | | |
| Payments for the purchase of property, plant and equipment | 就購置物業、廠房及設備支付的款項 | (351,264) | (126,794) |
| Purchase of a shareholding in an associate | 購買一間聯營公司股權 | (1,800) | (1,500) |
| Net cash outflow from acquisition of a subsidiary | 收購一間附屬公司現金流出淨額 | — | 11,229 |
| Proceeds from disposal of land lease prepayments, property, plant and equipment | 出售土地租賃預付款項、物業、廠房及設備所得款項 | 71,516 | 33,059 |
| Purchase of available-for-sale investments | 購買可供出售投資 | — | (2,430) |
| Disposal of a subsidiary | 出售一間附屬公司 | — | (1,194) |
| Interest received | 已收利息 | 5,616 | 9,144 |
| Net cash used in investing activities | 投資活動所用現金淨額 | (275,932) | (78,486) |
| Cash flows from financing activities | 融資活動現金流量 | | |
| Placement of pledged bank deposits | 置存已抵押銀行存款 | (740,124) | (1,031,725) |
| Release of pledged bank deposits | 解除已抵押銀行存款 | 533,912 | 1,197,289 |
| Proceeds from bank loans and other loans | 銀行貸款及其他貸款所得款項 | 2,549,285 | 2,497,413 |
| Repayment of bank loans and other loans | 償還銀行貸款及其他貸款 | (2,805,908) | (2,565,480) |
| Repayment of finance lease payables | 償還融資租賃應付款項 | (9,840) | (6,000) |
| Acquisition of non-controlling interests | 收購非控制性權益 | (16,285) | (5,000) |
| Capital contribution from non-controlling interests | 非控制性權益出資 | 31,819 | 5,000 |
| Interest paid | 已付利息 | (136,012) | (121,702) |
| Dividends paid to non-controlling shareholders | 已付非控制性股東分配股利 | (7,726) | — |
| Net cash used in financing activities | 融資活動所用現金淨額 | (600,879) | (30,205) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加/(減少)淨額 | 44,668 | (97,942) |
| Cash and cash equivalents at the beginning of the year | 年初現金及現金等價物 | 191,185 | 293,628 |
| Effect of foreign exchange rate changes, net | 匯率變動的影響淨額 | 3,859 | (4,501) |
| Cash and cash equivalents at the end of the year | 年終現金及現金等價物 | 239,712 | 191,185 |
| Analysis of balances of cash and cash equivalents | 現金及現金等價物結餘分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 239,712 | 191,185 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information

Solargiga Energy Holdings Limited (the "Company", together with its subsidiaries, the "Group", Hong Kong stock code: 757, Taiwan stock code: 9157.TT) is a leading supplier of upstream and downstream vertically integrated solar energy services. During the year, the Group was mainly engaged in the following four main businesses:

- the manufacture of, trading of and provision of processing services for monocrystalline silicon solar ingots/wafers;
- the manufacture and trading of monocrystalline silicon solar cells;
- the manufacture and trading of photovoltaic modules; and
- the construction and operating of photovoltaic power plants.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司及集團資料

陽光能源控股有限公司(「本公司」，連同其附屬公司統稱「本集團」，香港股份代號：757，台灣股份代號：9157.TT)為上下游垂直整合太陽能服務的領先供應商。年內，本集團主要從事以下四項主要業務：

- 太陽能單晶硅棒／硅片製造、買賣及提供太陽能單晶硅棒／硅片加工服務；
- 製造及買賣太陽能單晶硅電池；
- 製造及買賣光伏組件；及
- 興建及經營光伏電站。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定／註冊／ 實繳／已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|--|--|--|---|--|--|--|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary 由一間 附屬 公司持有 % | | |
| Jinzhou Rixin Silicon Materials Co., Ltd. ("Rixin") 錦州日鑫硅材料有限 公司(「日鑫」) | The PRC 9 May 2007, Mainland China 中國 二零零七年 五月九日 中國大陸 | Registered and paid-in capital of RMB190,000,000 註冊及實繳資本 人民幣190,000,000元 | 100 | - | 100 | Manufacture and trading of monocrystalline ingots/ wafers 製造及買賣單晶硅棒／硅片 | Limited liability company 有限責任公司 |
| Jinzhou Yangguang Energy Co., Ltd. ("Yangguang") 錦州陽光能源有限公司 (「陽光」) | The PRC 15 December 2004, Mainland China 中國 二零零四年 十二月十五日 中國大陸 | Registered and paid-in capital of RMB1,151,565,479 註冊及實繳資本 人民幣1,151,565,479元 | 100 | - | 100 | Manufacture and trading of monocrystalline and multicrystalline ingots/wafers 製造及買賣單晶及多晶硅棒／ 硅片 | Limited liability company 有限責任公司 |

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|---|--|--|---|--|--|--|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary by a 由一間 附屬 公司持有 % | | |
| Jinzhou Youhua Silicon Materials Co., Ltd. ("Youhua Silicon") 錦州佑華硅材料 有限公司 (「佑華硅」) | The PRC 12 September 2008, Mainland China 中國 二零零八年 九月十二日 中國大陸 | Registered and paid-in capital of RMB320,000,000 註冊及實繳資本人民幣 320,000,000元 | 100 | - | 100 | Manufacturing and trading of monocrystalline ingots/ wafers 製造及買賣單晶硅棒/硅片 | Limited liability company 有限責任公司 |
| Shanghai Jingji Electronic Materials Co., Ltd. ("Jingji") 上海晶技電子材料 有限公司 (「晶技」) | The PRC 16 March 1998, Mainland China 中國 一九九八年 三月十六日 中國大陸 | Registered and paid-in capital of US\$6,950,000 註冊及實繳資本 6,950,000美元 | 100 | - | 100 | Manufacturing and trading of polysilicon and monocrystalline ingots/ wafers 製造及買賣多晶硅及 單晶硅棒/硅片 | Limited liability company 有限責任公司 |
| Solar Technology Investment (Cayman) Corp* ("STIC") | Cayman Islands 15 December 2006 開曼群島 二零零六年 十二月十五日 | Authorised capital of HK\$400,000,000 of HK\$0.10 each and issued share capital of HK\$167,895,494 法定資本400,000,000港元， 每股面值0.10港元及 已發行股本167,895,494港元 | 100 | 100 | - | Investment holding 投資控股 | Limited liability company 有限責任公司 |
| Wealthy Rise International Limited 鉅升國際有限公司 | Hong Kong 21 June 2007 香港 二零零七年 六月二十一日 | HK\$1 1港元 | 100 | - | 100 | Trading of polysilicon and monocrystalline ingots/ wafers/photovoltaic modules 買賣多晶硅及單晶硅棒/ 硅片/光伏組件 | Limited liability company 有限責任公司 |

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|---|--|--|---|--|--|---|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary 由一間 附屬 公司持有 % | | |
| Jinzhou Yangguang Jinmao Photovoltaic Technology Co., Ltd. ("Jinzhou Jinmao") 錦州陽光錦懋光伏科技有限公司 (「錦州錦懋」) | The PRC 17 July 2009, Mainland China 中國 二零零九年七月十七日 中國大陸 | Registered and paid-in capital of RMB140,000,000 註冊及實繳資本 人民幣140,000,000元 | 100 | - | 100 | Manufacture of photovoltaic modules 製造光伏組件 | Limited liability company 有限責任公司 |
| Solargiga Energy (Hong Kong) Company Limited 陽光能源(香港)有限公司 | Hong Kong 13 June 2008 香港 二零零八年六月十三日 | HK\$1 1港元 | 100 | 100 | - | Trading of polysilicon and monocrystalline ingots/wafers/photovoltaic modules 買賣硅棒/硅片/多晶硅及單晶光伏組件 | Limited liability company 有限責任公司 |
| Silicon Solar Materials Company Limited* 太陽能硅材料有限公司* | Hong Kong 26 November 2008 香港 二零零八年十一月二十六日 | HK\$1 1港元 | 100 | - | 100 | Investment holding 投資控股 | Limited liability company 有限責任公司 |
| Solargiga Energy (Qinghai) Co., Ltd. ("Qinghai") 陽光能源(青海)有限公司 (「青海」) | The PRC 31 December 2008, Mainland China 中國 二零零八年十二月三十一日 中國大陸 | Registered and paid-in capital of RMB90,000,000 註冊及實繳資本 人民幣90,000,000元 | 51 | - | 51 | Manufacture and trading of monocrystalline ingots 製造及買賣單晶硅棒 | Limited liability company 有限責任公司 |

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued) 1. 公司及集團資料(續)

Information about subsidiaries (continued) 有關附屬公司的資料(續)

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|---|--|--|---|--|--|---|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary by a subsidiary 由一間 附屬 公司持有 % | | |
| Sino Light Investments Limited* | British Virgin Islands 2 December 2009 英屬處女群島 二零零九年十二月二日 | Authorized capital of US\$500,000 of US\$0.001 each and issued share capital of US\$53,920 法定資本500,000美元， 每股面值0.001美元及 已發行股本53,920美元 | 100 | 100 | - | Investment holding 投資控股 | Limited liability company 有限責任公司 |
| You Xin Investments Limited* 佑鑫投資有限公司* | Hong Kong 29 July 2009 香港 二零零九年 七月二十九日 | HK\$100,000 100,000港元 | 100 | - | 100 | Investment holding 投資控股 | Limited liability company 有限責任公司 |
| Jinzhou Huachang Photovoltaic Technology Company Limited 錦州華昌光伏科技 有限公司 | The PRC 23 October 2006, Mainland China 中國 二零零六年 十月二十三日 中國大陸 | Registered and paid-in capital of RMB130,000,000 註冊及實繳資本 人民幣130,000,000元 | 100 | - | 100 | Manufacture and trading of solar cells 製造及買賣太陽能電池 | Limited liability company 有限責任公司 |

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|---|--|--|---|--|---|--|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary by a 一間 附屬 公司持有 % | | |
| Jinzhou Xinyanguang Photovoltaic Application Co., Ltd. ("Xinyanguang") 錦州新陽光光伏應用 有限公司 (「新陽光」) | The PRC 24 September 2007, Mainland China 中國 二零零七年 九月二十四日 中國大陸 | Registered and paid-in capital of RMB30,000,000 註冊及實繳資本 人民幣30,000,000元 | 100 | - | 100 | Construction of photovoltaic power plant 建設光伏電站 | Limited liability company 有限責任公司 |
| Jinzhou Xinlin Solargiga Industrial and Trading Co., Ltd. ("Jinzhou Xinlin") 錦州鑫林陽光工貿有限 公司(「錦州鑫林」) | The PRC 26 June 2014, Mainland China 中國 二零一四年 六月二十六日 中國大陸 | Registered and paid-in capital of RMB100,000 註冊及實繳資本 人民幣100,000元 | 100 | - | 100 | Trading of solar cells and solar modules 買賣太陽能電池及太陽能組件 | Limited liability company 有限責任公司 |
| Jinzhou Jiuxin Solargiga Technology and Trading Co., Ltd. ("Jinzhou Jiuxin") 錦州玖鑫陽光科貿有限 公司(「錦州玖鑫」) | The PRC 26 June 2014, Mainland China 中國 二零一四年 六月二十六日 中國大陸 | Registered and paid-in capital of RMB100,000 註冊及實繳資本 人民幣100,000元 | 100 | - | 100 | Trading of solar cells and solar modules 買賣太陽能電池及太陽能組件 | Limited liability company 有限責任公司 |
| Jinzhou Yangguang Motech Renewable Energy Co., Ltd ("Motech") 錦州陽光茂迪新能源 有限公司(「茂迪」) | The PRC 26 October 2015, Mainland China 中國 二零一五年 十月二十六日 中國大陸 | Registered and paid-in capital of RMB60,000,000 註冊及實繳資本 人民幣60,000,000元 | 100 | - | 100 | Manufacturing of photovoltaic modules 製造光伏組件 | Limited liability company 有限責任公司 |

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1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name of company 公司名稱 | Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點 | Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本 | Proportion of ownership interest 所有權權益比例 | | | Principal activities 主要業務 | Legal form 法定形式 |
|---|--|--|---|--|--|---|-------------------------------------|
| | | | Group's effective interest 本集團的 實際權益 % | Held by the Company 由本公司 持有 % | Held by a subsidiary by a subsidiary 由一間 附屬 公司持有 % | | |
| Jinzhou Chuanghui New Energy Co. Ltd. ("Chuanghui") 錦州創惠新能源 有限公司(「創惠」) | The PRC 17 December 2010, Mainland China 中國 二零一零年 十二月十七日 中國大陸 | Registered and paid-in capital of RMB200,000,000 註冊及實繳資本 人民幣200,000,000元 | 100 | - | 100 | Manufacture of processing of multicrystalline ingots/wafers 製造多晶硅棒/硅片 | Limited liability company 有限責任公司 |
| Jinzhou Yiyang New Energy Co., Ltd. ("Jinzhou Yiyang") 錦州億陽新能源 有限公司 (「錦州億陽」) | The PRC 19 January 2017, Mainland China 中國 二零一七年 一月十九日 中國大陸 | Registered capital of RMB25,000,000 and paid-in capital of RMB5,730,000 註冊資本 人民幣25,000,000元 及實繳資本 人民幣5,730,000元 | 100 | - | 100 | Manufacture and trading of monocrystalline ingots/wafers 製造及買賣單晶硅棒/硅片 | Limited liability company 有限責任公司 |
| Qujing Yangguang Energy Silicon Materials Co., Ltd. ("Qujing Yangguang") 曲靖陽光能源硅材料 有限公司 (「曲靖陽光」) | The PRC 29 August 2017, Mainland China 中國 二零一七年 八月二十九日 中國大陸 | Registered capital of RMB73,500,000 and paid-in capital of RMB30,000,000 註冊資本 人民幣73,500,000元 及實繳資本 人民幣30,000,000元 | 70 | - | 70 | Manufacture and trading of monocrystalline ingots/wafers 製造及買賣單晶硅棒/硅片 | Limited liability company 有限責任公司 |
| Beizhen Yangguang Jiaxi New Energy Co., Ltd. ("Beizhen Yangguang") 北鎮陽光佳熙新能源 有限公司 (「北鎮陽光」) | The PRC 21 November 2017, Mainland China 中國 二零一七年 十一月二十一日 中國大陸 | Registered capital of RMB500,000 註冊資本 人民幣500,000元 | 51 | - | 51 | Construction of photovoltaic power plant 建設光伏電站 | Limited liability company 有限責任公司 |
| Liaoning Zhongdianke Semiconductor Material Co., Ltd. ("Liaoning Semiconductor") 遼寧中電科半導體 有限公司 (「遼寧半導體」) | The PRC 26 September 2018, Mainland China 中國 二零一八年 九月六日 中國大陸 | Registered capital of RMB36,000,000 and paid-in capital of RMB710,000 註冊資本 人民幣36,000,000元及 實繳資本 人民幣710,000元 | 55 | - | 55 | Manufacture and trading of electronic semiconductor materials 製造及買賣電子半導體物料 | Limited liability company 有限責任公司 |

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1. Corporate and group information (continued)

Information about subsidiaries (continued)

- * Apart from investment holding, the subsidiary did not have any operation during the year ended 31 December 2018.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 Basis of preparation

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

As at 31 December 2018, the Group’s current liabilities exceeded its current assets by RMB676,825,000. The liquidity of the Group is primarily depending on its ability to maintain adequate cash flows from operations, to renew its short-term bank loans and to obtain adequate external financing to support its working capital and meet its obligations and commitments when they become due.

1. 公司及集團資料(續)

有關附屬公司的資料(續)

- * 除投資控股外，於截至二零一八年十二月三十一日止年度，該附屬公司並無任何業務。

上表為據董事認為主要影響年內業績或構成本集團大部分淨資產的本公司附屬公司。董事認為，如要詳列其他附屬公司的資料，會導致篇幅過份冗長。

2.1 編製基準

該等財務報表乃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」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例披露要求予以編製。除以公允價值計量的股權投資外，彼等乃根據歷史成本慣例編製。該等財務報表以人民幣(「人民幣」)列賬，除另有指明外，所有數值已調整至最接近千份位。

於二零一八年十二月三十一日，本集團的流動負債超逾其流動資產人民幣676,825,000元。本集團流動資金主要依靠其於經營中維持足夠營運現金流量、重續其短期銀行貸款及取得適合外部融資以支持其營運資金及於到期時履行其責任及承擔的能力。

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財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

2.1 Basis of preparation (continued)

The Group has carried out a review of its cash flow forecast for the twelve months ending 31 December 2019. Based on such forecast, the directors believe that adequate sources of liquidity exist to fund the Group's working capital and capital expenditure requirements, and to meet its short term debt obligations and other liabilities and commitments as they become due in the twelve months ending 31 December 2019. In preparing the cash flow forecast, management has considered historical cash requirements of the Group, as well as other key factors, including anticipated sales in the twelve months ending 31 December 2019, unutilised banking facilities as at 31 December 2018 from the Group's major banks with an amount of RMB1,716,533,000 which will expire on 31 December 2020.

Based on the above factors, the directors are confident that the Group will have sufficient funding to enable the Group to operate as a going concern and meet its financial obligations as and when they fall due for at least 12 months from the reporting date. Accordingly, the financial statements have been prepared on a going concern basis.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

2.1 編製基準(續)

本集團已對其截至二零一九年十二月三十一日止十二個月的現金流量預測進行審閱。按照該預測，董事認為有足夠流動資金資源可撥付本集團的營運資金及資本開支需求及於截至二零一九年十二月三十一日止十二個月到期時履行其短期債務責任及其他負債與承擔。就編製現金流量預測而言，管理層已考慮本集團過往現金需求及其他主要因素，包括截至二零一九年十二月三十一日止十二個月的預計銷售、於二零一八年十二月三十一日從本集團主要銀行獲得的未動用銀行融資人民幣1,716,533,000元（將於二零二零年十二月三十一日到期）。

基於上文因素，董事有信心，本集團將擁有充裕資金，以讓其能持續經營，並滿足本集團於報告日期起最少十二個月的財務責任。因此，財務報表乃按持續經營基準編製。

綜合賬目之基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力（如本集團獲賦予現有能以主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- 與投資對象的其他投票權持有人的合約安排；
- 其他合約安排所產生的權利；及
- 本集團的投票權及潛在投票權。

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2.1 Basis of preparation (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary; (ii) the carrying amount of any non-controlling interest; and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received; (ii) the fair value of any investment retained and; (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

綜合賬目之基準(續)

附屬公司之財務報表使用與本公司一致之會計政策按同一報告期間編製。附屬公司之業績由本集團取得控制權當日起計入綜合賬目，並持續計入綜合賬目至該控制權終止當日為止。

損益及其他全面收入之各個組成部份歸屬於本集團母公司之擁有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易及集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合計算時全數抵銷。

倘事實及情況顯示下文附屬公司會計政策所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制被投資方。並無失去控制權之附屬公司擁有權權益變動以權益交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收取代價之公平值；(ii)任何保留投資之公平值；及(iii)所產生並於損益確認之任何盈餘或虧絀。先前已於其他全面收入確認之本集團應佔組成部份乃重新分類至損益或保留利潤(如適用)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

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2.2 Changes in accounting policies and disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

| | |
|--|--|
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> |
| HKFRS 9 | <i>Financial Instruments</i> |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> |
| Amendments to HKAS 40 | <i>Transfers of Investment Property</i> |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> |
| <i>Annual Improvements 2014–2016 Cycle</i> | Amendments to HKFRS 1 and HKAS 28 |

Except for Amendments to HKFRS 2, Amendments to HKFRS 4, Amendments to HKAS 40 and *Annual Improvements to HKFRS 2014–2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

a. HKFRS 9 Financial Instruments

HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The comparative information is not restated and the Group recognised any transition adjustments in relation to the adoption of HKFRS 9 against the opening balance of equity at 1 January 2018 as further disclosed below.

2.2 會計政策變動及披露

本集團已於本年度的財務報表內首次採用下列新訂及經修訂香港財務報告準則。

| | |
|--|-------------------------------------|
| 香港財務報告準則第2號修訂本 | 以股份為基礎之付款交易之分類及計量 |
| 香港財務報告準則第4號修訂本 | 一併應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合同 |
| 香港財務報告準則第9號 | 金融工具 |
| 香港財務報告準則第15號 | 來自客戶合同之收入 |
| 香港財務報告準則第15號修訂本 | 澄清香港財務報告準則第15號來自客戶合同之收入 |
| 香港會計準則第40號修訂本 | 投資性房地產轉讓 |
| 香港(國際財務報告詮釋委員會)一詮譯第22號二零一四年至二零一六年週期之年度改進 | 外匯交易和預付款事宜 |
| | 香港財務報告準則第1號及香港會計準則第28號修訂本 |

除香港財務報告準則第2號的修訂，香港財務報告準則第4號的修訂本，香港會計準則第40號的修訂本及香港財務報告準則二零一四年至二零一六年週期之年度改進(與編製本集團財務報表無關)，新訂及經修訂的香港財務報告準則的性質及影響如下：

a. 香港財務報告準則第9號金融工具

香港財務報告準則第9號金融工具取代香港會計準則第39號金融工具：確認及計量(於二零一八年一月一日或之後開始的年度期間)，匯總金融工具會計的所有三個方面：分類及計量，減值及對沖會計。

比較資料未經重列，本集團於二零一八年一月一日確認就採納香港財務報告準則第9號與權益期初結餘作出任何過渡調整詳情如下。

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2.2 Changes in accounting policies and disclosures (continued)

a. HKFRS 9 Financial Instruments (continued)

Classification and measurement

On initial application of HKFRS 9, the available-for-sale equity investments have been reclassified and measured at fair value through other comprehensive income ("OCI"). These equity investments are subsequently measured at fair value. Dividends from the investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

All other financial assets previously measured at amortised cost continue to be measured at amortised cost upon the adoption of HKFRS 9.

On 1 January 2018 (the date of initial application of HKFRS 9), the Group's management has assessed and classified its financial assets into the appropriate HKFRS 9 categories. The main effects resulting from the reclassification were as follows:

2.2 會計政策變動及披露 (續)

a. 香港財務報告準則第9號金融工具 (續)

分類及計量

於初步應用香港財務報告準則第9號時，可供出售股本投資已重新分類，並按公平值透過其他全面收益（「其他綜合收益」）計量。該等股權投資其後按公平值計量。投資的股息在損益中確認，除非股息明確表示收回部分投資成本。其他淨收益及虧損於其他綜合收益中確認，並不會重新分類至損益。

先前按攤銷成本計量的所有其他財務資產於採納香港財務報告準則第9號後繼續按攤銷成本計量。

於二零一八年一月一日（香港財務報告準則第9號首次應用日），本集團管理層已對其財務資產做出評估並分類至香港財務報告準則第9號項下的適當類別。本次重新分類產生的主要影響如下：

| | Equity investments designated at fair value through other comprehensive income 以公允價值計量且其變動計入其他綜合收益的股權投資 RMB'000 人民幣千元 | Available-for-sale investments 可供出售投資 RMB'000 人民幣千元 |
|--|--|--|
| Closing balance as at 31 December 2017 | 於二零一七年十二月三十一日的期末結餘 | — |
| Reclassification from available-for-sale investments to equity investments designated at fair value through other comprehensive income | 將可供出售投資重新分類至以公允價值計量且其變動計入其他綜合收益的股權投資 | 2,430 |
| Re-measurement of financial assets | 重新計量財務資產 | (2,430) |
| | | — |
| Opening balance as at 1 January 2018 | 於二零一八年一月一日的期初結餘 | 2,430 |

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2.2 Changes in accounting policies and disclosures (continued)

a. HKFRS 9 Financial Instruments (continued)

Classification and measurement (continued)

The financial assets of RMB2,430,000 that were previously classified as available-for-sale investments under HKAS 39 have been reclassified as equity investments designated at fair value through other comprehensive income under HKFRS 9. No gain or loss was recognised in profit or loss.

Impairment

HKFRS 9 requires an impairment of debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group has applied the simplified approach and recorded lifetime expected losses that were estimated based on the present values of all cash shortfalls over the remaining life of all of its trade debtors. Furthermore, the Group has applied the general approach and recorded twelve-month expected credit losses that were estimated based on the possible default events on its other receivables within the next twelve months. The adoption of HKFRS 9 has had no significant impact on the financial position or performance of the Group except the reclassification mentioned above.

b. HKFRS 15 Revenue from Contracts with Customers and its amendments

HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

2.2 會計政策變動及披露(續)

a. 香港財務報告準則第9號金融工具(續)

分類及計量(續)

根據香港財務報告準則第9號，香港會計準則第39號項下金額為人民幣2,430,000元的財務資產被重分類為以公允價值計量且其變動計入其他綜合收益的股權投資。未有收益或損失計入損益表。

減值

香港財務報告準則第9號規定，以攤銷成本列賬或以公允價值計入其他綜合收益的債務工具、租賃應收款項、貸款承擔及根據香港財務報告準則第9號無須以公允價值計入計入損益的財務擔保合約的減值，須按預期信用虧損模式以十二個月或以生命週期為基礎入賬。本集團已使用簡化方法且預計根據所有應收賬款剩餘週期內的所有現金差額的現值計量週期內預期損失。此外，本集團已採用一般方法，並根據未來十二個月內其他應收款的可能違約事件估計錄入十二個月預期信用損失。除以上提及的重分類以外，採用香港財務報告準則第9號不會對本集團財務狀況或財務表現產生重大影響。

b. 香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號及其修訂取代香港會計準則第11號*建築合約*、香港會計準則第18號*收益*及相關詮釋，且(除少數例外情況外)其應用於客戶合約產生之所有收益。香港財務報告準則第15號，建立一個新的五個步驟模式，將來自客戶合約之收入入賬。根據香港財務報告準則第15號，所確認的收入金額應反映該實體預期向客戶轉讓貨品或服務而有權獲得的代價。

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2.2 Changes in accounting policies and disclosures (continued)

b. HKFRS 15 Revenue from Contracts with Customers and its amendments (continued)

The Group adopted HKFRS 15 using the modified retrospective method to all contracts that are not completed at the date of initial application. The Group concluded that there was no transitional adjustment made on 1 January 2018 to retained earnings upon initial adoption of HKFRS 15 and the comparative information is not restated. It is because the Group recognised revenue upon the transfer of significant risks and rewards before the adoption, which coincides with the fulfilment of performance obligations. From 1 January 2018, revenue is recognised when a customer obtains control of a good or service and the customer has the ability to direct the use and obtain the benefits from the good or service. Additionally, the Group's contracts with customers generally have only one performance obligation.

The impact on the Group's consolidated statement of financial position as at 1 January 2018 is as follows:

| | | Under HKAS 18 | Reclassification | Under HKFRS 15 |
|-----------------------------|-----------------|--------------------------------------|-------------------------|--|
| | | 根據香港會計 準則第18號 RMB'000 人民幣千元 | 重分類 RMB'000 人民幣千元 | 根據 香港財務報告 準則第15號 RMB'000 人民幣千元 |
| Contract assets | 合約資產 | — | 35,125 | 35,125 |
| Trade and bills receivables | 應收貿易賬款及票據 | 1,648,608 | (35,125) | 1,613,483 |
| Contract liabilities | 合約負債 | — | 43,850 | 43,850 |
| Other payables and accruals | 其他應付款項及 應計開支 | 134,476 | (43,850) | 90,626 |

Prior to the adoption of HKFRS 15, the conditional right to receive consideration in exchange for goods or services and the obligation to transfer goods or services were represented in "trade and bills receivables" and "other payables and accruals" in the consolidated statement of financial position, respectively. Upon the adoption of HKFRS 15, the Group reclassified the above right and obligation to "contract assets" and "contract liabilities", respectively.

2.2 會計政策變動及披露(續)

b. 香港財務報告準則第15號客戶合約收入(續)

本集團已應用修訂追溯方式對首次應用日期尚未完成的所有合約應用香港財務報告準則第15號。本集團認為於二零一八年一月一日並無就初步採納香港財務報告準則第15號而產生的保留盈利作出過渡調整，而有關比較資料並未重列。這是因為本集團於採納前確認收取重大風險及回報後的收益，與履行履約責任相符。自二零一八年一月一日起，當客戶獲得商品或服務的控制權並且客戶能夠直接使用並從商品或服務中獲得利益時，收入並會確認。此外，本集團與客戶的合約一般僅有一項履約義務。

會計政策變動對本集團二零一八年一月一日綜合財務狀況報表的影響如下：

採用香港財務報告準則第15號前，有條件收取交換貨物或服務的對價的權利及交付貨物或服務的義務分別於綜合財務狀況表中「應收貿易賬款及票據」及「其他應付款項及應計開支」下列示。採用香港財務報告準則第15號時，本集團將上述權利及義務分別重分類至「合約資產」及「合約負債」。

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2.2 Changes in accounting policies and disclosures (continued)

c. HK(IFRIC)-Int 22 Foreign Currency Transactions and Advance Consideration

HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2.2 會計政策變動及披露(續)

c. 香港(國際財務報告詮釋委員會)一詮釋第22號外匯交易和預付款事宜

香港(國際財務報告詮釋委員會)一詮釋第22號為實體以外幣收取或支付預付代價及確認非貨幣性資產或負債的情況下，在採納香港會計準則第21號時，應如何釐定交易日期提供指引。該詮釋釐清，就釐定於初步確認有關資產、開支或收入(或其中部分)所用的匯率時，交易日期為實體初步確認因支付或收取預付代價而產生的非貨幣性資產(如預付款項)或非貨幣性負債(如遞延收入)之日。倘確認有關項目前存在多筆預付款或預收款，實體須就每筆預付代價款或收取預付代價款釐定交易日期。該詮釋並無對本集團的財務報表產生任何影響，原因為本集團為釐定非貨幣資產或非貨幣負債初始確認而應用的匯率的會計政策與該詮釋所提供的指引一致。

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2.3 Issued but not yet effective Hong Kong financial reporting standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

| | |
|--|---|
| Amendments to HKFRS 3 | <i>Definition of a Business</i> ² |
| Amendments to HKFRS 9 | <i>Prepayment Features with Negative Compensation</i> ¹ |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴ |
| HKFRS 16 | <i>Leases</i> ¹ |
| HKFRS 17 | <i>Insurance Contracts</i> ³ |
| Amendments to HKAS 1 and HKAS 8 | <i>Definition of Material</i> ² |
| Amendments to HKAS 19 | <i>Plan Amendment, Curtailment or Settlement</i> ¹ |
| Amendments to HKAS 28 | <i>Long-term Interests in Associates or Joint Ventures</i> ¹ |
| HK(IFRIC)-Int 23 | <i>Uncertainty over Income Tax Treatments</i> ¹ |
| <i>Annual Improvements 2015–2017 Cycle</i> | Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹ |

- ¹ Effective for annual periods beginning on or after 1 January 2019
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等財務報表內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3號修訂本 | 業務的定義 ² |
| 香港財務報告準則第9號修訂本 | 具有負補償的預付款特性 ¹ |
| 香港財務報告準則第10號及香港會計準則第28號(修訂本)(2011年) | 投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴ |
| 香港財務報告準則第16號 | 租賃 ¹ |
| 香港財務報告準則第17號 | 保險合約 ³ |
| 香港會計準則第1號及香港會計準則第8號修訂本 | 重大的定義 ² |
| 香港會計準則第19號修訂本 | 計劃修訂、縮減或結清 ¹ |
| 香港會計準則第28號修訂本 | 於聯營公司及合營企業之長期權益 ¹ |
| 香港(國際財務報告詮釋委員會)—詮釋第23號 | 所得稅處理之不確定性 ¹ |
| 2015年至2017年週期的年度改進 | 香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號(修訂本) ¹ |

- ¹ 於二零一九年一月一日或之後開始的年度期間生效
- ² 於二零二零年一月一日或之後開始的年度期間生效
- ³ 於二零二一年一月一日或之後開始的年度期間生效
- ⁴ 尚未釐定強制生效日期惟可供採納

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

有關預期適用於本集團之該等香港財務報告準則之進一步資料如下。

香港財務報告準則第3號修訂澄清了業務的定義，並提供了額外的指導。該修訂澄清要將一套綜合活動和資產視為業務，至少必須包括投入和實質性進程，共同大大有助於創造產出的能力。業務可以存在，而不包括創建輸出所需的所有輸入和流程。該修訂取消了對市場參與者是否有能力收購業務並繼續產生產出的評估。相反，重點是獲得的投入和獲得的實質性進程是否大大有助於創造產出的能力。該修訂還縮小了產出的定義，將重點放在向客戶提供的商品或服務、投資收入或普通活動的其他收入上。此外，該修訂還提供了指導，以評估所獲得的程式是否具有實質性，並採用可選的公允價值集中測試，以便能夠簡化對購置的一套活動和資產是否不是業務的評估。本集團預計將從二零二零年一月一日起採納該修訂。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營或合營公司之間之資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營或合營公司之權益為限。該等修訂將按預期基準應用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本先前之強制生效日期，新強制生效日期將於完成對聯營及合營公司之會計處理作更廣泛檢討後釐定。然而，該等修訂現時可供應用。

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

HKFRS 16, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(國際財務報告詮釋委員會)–詮釋第15號經營租賃–優惠及香港(國際財務報告詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期內支付租賃款項之負債(即租賃負債)及代表相關資產使用權之資產(即使用權資產)。除非使用權資產符合香港會計準則第40號內投資物業的定義，或物業、廠房和設備類有關而應用了重估模型，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因支付租賃款項而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定未來租賃款項之一項指數或比率變更而引致該等付款變更。承租人普遍將重新計量租賃負債之金額確認為對使用權資產之調整。香港財務報告準則第16號下之出租人會計法與香港會計準則第17號下之會計處理相比並無重大變動。出租人將繼續利用香港會計準則第17號內之同一分類原則將所有租賃分類，並會區分經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人作出比香港會計準則第17號更廣泛的披露。承租人可以選擇採用全面追溯或修改後的追溯方式應用該準則。本集團將自二零一九年一月一日起採納香港財務報告準則第16號。

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. The Group has estimated that right-of-use assets of RMB2,410,000 and lease liabilities of RMB2,410,000 will be recognised at 1 January 2019.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

本集團計劃採納香港財務報告準則第16號的過渡性條文，以確認首次採用的累積影響作為二零一九年一月一日未分配利潤期初餘額的調整，並不會重述比較。此外，本集團計劃將新要求應用於先前已確認為應用香港會計準則第17號的租賃合約，並按剩餘租賃付款的現值計量租賃負債，並使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並在緊接首次申請日期前在財務狀況表中確認的與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃在租賃合約中使用該準則所允許的豁免，其租賃期限自首次申請日期起計12個月內終止。於二零一八年，本集團已就採納香港財務報告準則第16號的影響進行詳細評估。本集團已估計於二零一九年一月一日確認使用權資產人民幣2,410,000元及租賃負債人民幣2,410,000元。

香港會計準則第1號及香港會計準則第8號修訂為重要性提供了新的定義。新的定義指出，如果資訊省略、誤報或掩蓋，將理所當然地影響根據該財務報表而作出決定的一般使用者，即為重要性的資訊。該修訂澄清，重要性將取決於資訊的性質或程度。如果錯報資訊為重要性的，無疑地將會影響一般使用者作出的決定。本集團預計將於二零二零年一月一日起採納該修訂。預計該修訂對本集團的財務報表並無重大影響。



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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

HK(IFRIC)-Int 23, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第28號修訂清楚列明，香港財務報告準則第9號的範圍除外，只包括適用該股份方法的聯營公司或合營企業的權益，而不包括實質上構成聯營公司或合營企業淨投資一部分的長期利益，其中的股權方法尚未適用。因此，一間企業在計算該等長遠利益時，採用香港財務報告準則第9號，而不是香港會計準則第28號，包括香港財務報告準則第9號項下的減值要求。然後，香港會計準則第28號只適用於合聯營公司或合營企業的虧損和聯營公司或合營企業淨投資的減值的情況下，包括長期利益在內的淨投資。本集團預計將於二零一九年一月一日採納該修訂，並將利用該修訂中的過渡要求，根據二零一九年一月一日存在的事實和情況，評估其此類長遠利益的業務模式。本集團亦有意在採納該等修訂後應用之前期間重述比較資料的減免。

香港國際財務報告詮釋委員會詮釋第23號處理於稅項處理方法涉及影響應用國香港會計準則第12號的不確定性(普遍稱為「不確定稅務狀況」)時，所得稅(即期及遞延)的入賬方法。該項詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，亦無具體包括與不確定稅項處理方法相關的權益及處罰的規定。該項詮釋具體處理(i)實體是否單獨考慮不確定稅項處理方法；(ii)實體對稅務機關審視稅項處理方法時作出的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。該項詮釋將須追溯應用，方式為全面追溯而無須採用事後確認，又或追溯但附帶累計應用影響作為對首次應用日期的期初權益的調整，而不重列比較資料)。本集團預期由二零一九年一月一日起採用該項詮釋。該詮釋預期不會對本集團的財務報表構成任何重大影響。

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2.4 Summary of significant accounting policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint ventures, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 主要會計政策概要

於聯營公司及合營企業之投資

聯營公司是本集團擁有一般不少於20%股份投票權的長期權益，並可對其發揮重大影響力的實體。重大影響力指參與投資對象財務及營運決策之權力，但對政策並無控制權或共同控制權。

合營企業是一種共同安排，共同控制該安排的各方有權擁有合營企業的淨資產。共同控制是指按照合同約定分享對安排的控制權，只有在相關活動的決定需要共享控制權的各方的一致同意時才存在。

本集團於聯營公司及合營企業之投資乃根據權益會計法計算本集團所佔資產淨值減去任何減值虧損後在綜合財務狀況表上列賬。會計政策如有任何相異之處，會作出調整以使兩者一致。

本集團所佔聯營公司及合營企業的收購後業績及其他全面收入，分別計入綜合損益及綜合其他全面收入表內。此外，倘聯營公司及合營企業權益項內直接確認一項變動，本集團於綜合權益變動表內確認任何有關變動的所佔部分(如適用)。本集團與聯營公司及合營企業進行交易所產生的未變現盈虧乃按其於本集團於聯營公司及合營企業投資之相關部份作抵消，惟未變現虧損證明已轉讓資產出現減值情況則除外。因收購聯營公司及合營企業產生之商譽計入本集團於聯營公司及合營企業之投資。



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2.4 Summary of significant accounting policies

Investments in associates and joint ventures (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint ventures upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

2.4 主要會計政策概要(續)

於聯營公司及合營企業之投資(續)

倘若於聯營公司之投資變成於合營公司之投資(反之亦然)，則保留權益不予以重新計量。相反，該投資繼續按權益法計算入賬。在其他所有情況下，於失去對聯營公司的重大影響力或對合營公司的共同控制的情況下，本集團按其公平值計量及確認其任何剩餘投資。聯營公司或合資企業喪失重大影響力或共同控制權的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益賬內確認。

倘於聯營公司及合營企業之投資分類為持有作銷售，則其根據香港財務報告準則第5號持作銷售之非流動資產及已終止經營業務入賬。

業務合併及商譽

業務合併乃採用收購法入賬。所轉讓代價乃按收購日期公平值計量，收購日期公平值為本集團所轉讓資產之收購日期公平值、本集團為被收購方前擁有人所承擔之負債及本集團於交換被收購方之控制權而發行之股本權益之總和。就各業務併購而言，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分乃按公平值計量。收購相關成本於產生時支銷。

本集團收購業務時根據按合同條款、收購日期的經濟狀況及相關條件所作適當分類及指定用途評估所接收財務資產及負債，其中包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，則先前所持股本權益按收購日期公平值重新計量，而就此所產生的任何收益或虧損於損益賬內確認。

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2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要 (續)

業務合併及商譽(續)

收購方將轉讓的任何或然代價按收購日期之公平值確認。歸類為資產或負債的或然代價按公平值計量，公平值的變動於損益確認。歸類為權益之或然代價毋須重新計量，而其後結算在權益中入賬。

商譽初始按成本計量，即所轉讓代價、已確認非控股權益數額以及本集團先前所持被收購方權益的任何公平值超出所收購可識別資產淨值及所承擔負債之差額。倘該代價及其他項目總和低於所收購資產淨值的公平值，則差額經重新評估後於損益確認為議價購買收益。

於初始確認後，商譽乃按成本減任何累計減值虧損計量。每年對商譽進行減值測試，倘出現任何事件或情況轉變而顯示賬面值可能減值，則會更頻繁地測試。本集團於每年十二月三十一日對商譽進行減值測試。就減值測試而言，業務合併所得的商譽自收購當日起分配至本集團的各個現金產生單位或各組現金產生單位(預期會產生合併協同效益)，而不論本集團其他資產或負債有否指定撥往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其後期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組別)，且該單位內部分業務被出售，則於釐定出售的盈虧時，有關所出售業務的商譽計入業務的賬面值。在此情況下出售的商譽根據所出售業務的相關價值及所保留的現金產生單位部分而計算。

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2.4 Summary of significant accounting policies (continued)

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 主要會計政策概要 (續)

公平值計量

本集團於各報告期間結算日按公平值計量其權益投資。公平值乃在市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非財務資產的公平值計量考慮到市場參與者能否利用資產來產生最大的經濟利益及善用資產或能否將之出售予將利用資產來產生最大的經濟利益及善用資產的另一市場參與者的能力。

本集團使用適用於不同情況的估值方法，而其有足夠資料計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

公平值於財務報表計量或披露的所有資產及負債基於對公平值計量整體屬重要的最低輸入數據水平按如下所述在公平值層級中分類：

- 第一級 – 根據已識別資產或負債於活躍市場中所報未調整價格
- 第二級 – 根據對所記錄公平值計量有重大影響之最低輸入數據可直接或間接被觀察之估值方法
- 第三級 – 根據對不可觀察之公平值計量有重大影響之最低輸入數據之估值方法

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2.4 Summary of significant accounting policies (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要 (續)

公平值計量 (續)

對於在本財務報告以持續方式確認之資產及負債，本集團於各報告期間結算日根據對於公平值計量整體有重大影響之最低輸入數據通過重估分類以確定各層級之間是否出現轉移。

非財務資產減值

倘出現減值跡象，或需要對資產進行年度減值測試(存貨及財務資產除外)，則估計資產的可收回數額。資產之可收回數額乃資產或現金產生單位之使用價值與其公平值扣除銷售成本兩者中之較高者，並就個別資產釐定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流量，在此情況下，則就資產所屬之現金產生單位釐定可收回數額。

減值虧損僅於資產賬面值超過其可收回數額時確認。在評估使用價值時，估計日後現金流量乃按除稅前折現率計算其現值，該折現率反映目前市場對貨幣時間值之評估及該資產的特定風險。減值虧損乃在其產生期間自損益表中在與減值資產之功能一致的開支類別扣除。

於各報告期間結算日會評估有否任何跡象顯示資產出現任何減值，或有否跡象顯示過往確認之減值虧損已不再存在或有所減少。倘出現任何該等跡象，則會估計資產之可收回數額。當用以釐定資產可收回數額之估計有變時，方會撥回該資產先前確認之減值虧損(不包括商譽)，惟撥回之該等數額不可超過過往年度倘並無就該項資產確認減值虧損而應有之賬面值(扣除任何折舊／攤銷)。撥回之減值虧損乃於產生期間計入損益表。除非資產按重估價值列賬，否則減值損失的轉回將根據該重估資產的相關會計政策入賬。

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2.4 Summary of significant accounting policies (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

2.4 主要會計政策概要 (續)

關聯方

任何人士倘符合以下情況即屬本集團之關聯方：

- (a) 有關人士為下述人士或身為下述人士之直系親屬：
 - (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；

或

- (b) 有關人士為適用下列任何條件之實體：
 - (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 該實體為另一間實體(或另一間實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；
 - (iii) 該實體及本集團為同一第三方的合營公司；
 - (iv) 該實體為第三方的合營公司，而另一實體為該名第三方的聯營公司；
 - (v) 該實體為申報本集團或本集團關聯實體的員工福利之退休福利計劃中的一方；
 - (vi) 該實體受(a)段所述人士的控制或共同控制；
 - (vii) (a)(i)段所述之人士對該實體擁有重大影響力或為該實體(或該實體母公司)的主要管理人員；及

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2.4 Summary of significant accounting policies (continued)

Related parties (continued)

- (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.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 10 to 25 years
- Other fixed assets 3 to 5 years

2.4 主要會計政策概要(續)

關聯方(續)

- (viii) 該實體、或一間集團的任何成員公司(為集團之一部份)向本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本值減累計折舊及任何減值虧損列賬。當一項物業、廠房及設備重新分類為持作出售或當其為組成分類為持作出售的處置組合的一部分時，其毋須折舊並根據香港財務報告準則第5號入賬。物業、廠房及設備項目成本值包括其購買價及將資產達至營運狀況及地點以作擬定用途之任何直接應佔成本。

物業、廠房及設備項目開始運作後產生之支出，如維修及保養費用等，一般於產生期間在損益表中扣除。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部份須不時更換，則本集團將該等部份確認為具有特定使用年期及折舊之個別資產。

折舊是根據各項物業、廠房及設備項目的估計可使用年期，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本值，詳情如下：

- 位於租賃土地的樓宇是按租賃未屆滿年期及其估計可使用年期的較短期間折舊，即竣工日期起計不多於50年。
- 廠房及機器 10至25年
- 其他固定資產 3至5年

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2.4 Summary of significant accounting policies (continued)

Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

若物業、廠房及設備項目部分的可使用年期不同，該項目的成本或估值則按合理基準在多個部分之間分配，而各部分會個別計提折舊。資產的可使用年期、其剩餘價值及折舊方法均會每年審閱。

物業、廠房及設備項目(包括獲初步確認之任何重大部份)於出售時或當預期其使用或出售不再產生日後經濟利益時撤銷確認。於資產獲撤銷確認之年度在損益表中確認之出售或報廢之任何收益或虧損為出售所得款項淨額與有關資產賬面值間的差額。

在建工程

在建工程指在建樓宇，按成本減任何減值虧損列賬，並不計提折舊。成本包括建設期間的相關借入資金的建設直接成本和資本化借貸成本。在建工程在完工並可供使用時重新分類為適當類別的物業、廠房及設備。

無形資產(商譽除外)

單獨取得的無形資產於初始確認時按成本計量。通過業務合併取得的無形資產的成本為收購日期的公平值。無形資產的可使用年期分為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期的無形資產的攤銷期及攤銷方法至少於每個財政年度末檢討一次。

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2.4 Summary of significant accounting policies (continued)

Intangible assets (other than goodwill) (continued)

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives as follows:

| | |
|-------------------------|----------|
| - Patents | 9 years |
| - Customer relationship | 10 years |
| - Customer contracts | 1 year |

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

2.4 主要會計政策概要(續)

無形資產(商譽除外)(續)

無限可使用年期的無形資產每年按個別或現金產生單位水平進行減值測試。該等無形資產不予攤銷。無限期無形資產的可使用年期會每年檢討，以確定無限可使用年期評估是否仍可證實。如無法證實，由無限期改變為有限期的可使用年期評估則按預期基準入賬。

無形資產(具有有限可使用年期者)的攤銷按下列資產估計可使用年期以直線法計入損益：

| | |
|--------|-----|
| - 專利 | 9年 |
| - 客戶關係 | 10年 |
| - 客戶合約 | 1年 |

租約

凡資產擁有權(法定業權除外)的絕大部份回報及風險轉移至本集團的租約均以融資租賃入賬。於訂立融資租賃時，租賃資產的成本會按最低租金現值撥充資本，並連同有關承擔(不包括利息部份)列賬，以反映購買及融資情況。根據資本化融資租賃持有的資產(包括融資租賃項下的預付土地租賃款項)均列入物業、廠房及設備，按資產的租期與估計可使用年期兩者之較短者折舊。該等租約的融資費用自損益表扣除，以在租期內定期按一致比率扣除。

透過具融資性質的租購合約收購的資產乃列作融資租賃，惟有關資產乃按估計可使用年期折舊。

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2.4 Summary of significant accounting policies (continued)

Leases (continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

2.4 主要會計政策概要 (續)

租約 (續)

凡資產所有權的絕大部分回報及風險仍歸出租人所有的租約，均當作經營租賃入賬。倘本集團為出租人，由本集團以經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金按租約年期以直線法計入損益表。倘本集團為承租人，則根據經營租賃應付的租金於扣除自出租人收取的任何優惠後，於租賃期內以直線法自損益表扣除。

經營租賃項下之預付土地租賃費初步乃按成本值列賬，其後則以直線法按租約年期攤銷。

倘租賃支出未能於土地及樓宇部分間可靠分配，全部租賃支出則於物業、廠房及設備內作為融資租賃悉數計入土地及樓宇成本。

投資及其他財務資產 (根據香港財務報告準則第9號適用於二零一八年一月一日起的政策)

初步確認及計量

財務資產於初步確認時分類為按攤銷成本，其他綜合收益的公允價值及損益的公允價值計量。

初始確認時的財務資產分類取決於財務資產的合約現金流量特徵以及本集團管理它們的業務模式。除貿易應收款項不包含重大融資成分或本集團已採用不調整重大融資成分影響的實際權宜之外，本集團初步以公允價值計量財務資產，加上財務資產不以公允價值計量且其變動計入損益的交易費用。不包含重大融資成分或本集團已採用實際權宜之計的貿易應收款項按香港財務報告準則第15號所確定的交易價格按照下文「收入確認 (適用於二零一八年一月一日起)」所載政策的計量。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Initial recognition and measurement (continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- 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. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要(續)

投資及其他財務資產(根據香港財務報告準則第9號適用於二零一八年一月一日起的政策)(續)

初步確認及計量(續)

為了使財務資產按攤餘成本或公允價值通過其他綜合收益進行分類和計量，需要產生現金流量，這些現金流量僅為本金和利息(「SPPI」)的未償還本金。

本集團管理財務資產的業務模式是指其如何管理其財務資產以產生現金流量。業務模型確定現金流量是否來自收集合同現金流量，出售財務資產，或兩者兼而有之。

所有一般買賣之財務資產概於交易日，即本集團承諾購買或出售該資產之日期，予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之財務資產買賣。

後續計量

財務資產的後續計量根據其分類進行，該等財務資產分類如下：

按攤銷成本計算的財務資產(債務工具)

如滿足以下兩個條件，本集團按攤餘成本計量財務資產：

- 財務資產以業務模式持有，目的是持有財務資產以收取合約現金流量。
- 財務資產的合約條款在指定日期產生現金流量，該現金流量僅為未償還本金金額的本金及利息支付。

按攤銷成本計算的財務資產其後採用實際利率法計量，並可能會出現減值。當資產終止確認，修改或減值時，損益在損益表中確認。



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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.
- 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.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

2.4 主要會計政策概要 (續)

投資及其他財務資產(根據香港財務報告準則第9號適用於二零一八年一月一日起的政策)(續)

後續計量(續)

通過其他綜合收益以公允價值計量的財務資產(債務工具)

如滿足以下兩個條件，本集團通過其他綜合收益以公允價值計量債務投資：

- 該財務資產以業務模式持有，其目的是持有收取合約現金流量及出售。
- 財務資產的合約條款在指定日期產生現金流量，該現金流量僅為未償還本金額的本金及利息支付。

就以公允價值計量且其他綜合收益的債務投資而言，利息收入，外匯重估及減值虧損或撥回於損益表確認，並按與按攤銷成本計量的財務資產相同的方式計算。其餘公平值變動於其他全面收益確認。終止確認後，其他綜合收益確認的累計公允價值變動將轉回損益表。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

2.4 主要會計政策概要(續)

投資及其他財務資產(根據香港財務報告準則第9號適用於二零一八年一月一日起的政策)(續)

後續計量(續)

通過其他綜合收益以公允價值指定的財務資產(股權投資)

於初步確認時，本集團可選擇不可撤銷地將其股權投資分類為按公允價值通過其他綜合收益指定的股權投資，當符合香港會計準則第32號金融工具：列報中的權益定義且不進行交易時。分類是按個別工具基準確定的。

這些財務資產的收益和損失永遠不會回收到損益表。當股息支付權確立時，股息在損益表中確認為其他收入，與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠地計量，除非當本集團從收益中獲益時，即收回部分財務資產成本，在此情況下，該等收益計入其他綜合收益。以公允價值計量且其他綜合收益的股權投資不受減值評估。

以公允價值計量且其變動計入損益的財務資產

以公允價值計量且其變動計入當期損益的財務資產包括交易性財務資產，初始確認時以公允價值計量且其變動計入當期損益的財務資產，或強制要求按公允價值計量的財務資產。如果財務資產是為了近期出售或回購而被收購的，則歸類為持作交易。除非被指定為有效對沖工具，否則衍生工具(包括分離式嵌入衍生工具)亦被分類為持作買賣。現金流量不僅僅是本金和利息支付的財務資產，以公允價值計量且其變動計入當期損益，不論其業務模式如何。儘管債務工具的標準按攤餘成本或以公允價值計入其他綜合收益，如上所述，債務工具可在初始確認時以公允價值計量且其變動計入損益，如果這樣做會消除或顯著減少會計錯配。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2.4 主要會計政策概要 (續)

投資及其他財務資產(根據香港財務報告準則第9號適用於二零一八年一月一日起的政策)(續)

後續計量(續)

以公允價值計量且其變動計入損益的財務資產(續)

以公允價值計量且其變動計入當期損益的財務資產在財務狀況表中按公允價值列賬，公允價值變動淨額在損益表中確認。

此類別包括衍生工具及股本投資，本集團並無不可撤銷地選擇按公平值透過其他全面收益分類。分類為以公允價值損益計量的財務資產的股權投資股利也在確認支付權時在損益表中確認為其他收益，與股息相關的經濟利益很可能流入本集團及股息金額可以可靠地計量。

如果經濟特徵和風險與收購方沒有密切關係，則混合合同中包含財務負債或非金融主體的衍生工具與收購方獨立，並作為單獨衍生工具入賬；與嵌入衍生工具具有相同條款的單獨工具將符合衍生工具的定義；而混合合約並非按公平值計入損益。嵌入式衍生工具按公允價值計量，公允價值變動計入損益表。只有在合同條款發生變化時才會重新評估，這些變更會顯著改變原本需要的現金流量或將財務資產重新分類為公允價值計入損益類別。

嵌入在包含財務資產主體的混合合同中的衍生工具不單獨計算。財務資產託管人與嵌入式衍生工具必須全部分類為以公允價值計量且其變動計入損益的財務資產。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss. Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

2.4 主要會計政策概要(續)

投資及其他財務資產(根據香港會計準則第39號適用於二零一八年一月一日以前的政策)

初步確認及計量

財務資產於初步確認時分類為按攤銷成本，其他綜合收益的公允價值及損益的公允價值計量。財務資產於初步確認時分類為按公平價值計入損益的財務資產，貸款及應收款項及可供出售財務投資，或作為有效對沖中指定為對沖工具的衍生工具(如適用)。財務資產初始確認時，按公允價值加上購買財務資產所產生的交易成本計量，但以公允價值計量且其變動計入當期損益的財務資產除外。

所有常規方式的財務資產購買和出售均在交易日確認，即本集團承諾購買或出售資產的日期。定期購買或出售的方式是購買或出售財務資產，這些財務資產需要在市場規則或慣例規定的期限內交付資產。

後續計量

財務資產的後續計量取決於其分類如下：

以公允價值計量且其變動計入損益的財務資產

以公允價值計量且其變動計入當期損益的財務資產包括交易性財務資產和初始確認時以公允價值計量且其變動計入當期損益的財務資產。如果財務資產是為了近期出售而被收購的，則歸類為持作交易。衍生工具(包括分離的嵌入式衍生工具)亦被分類為持作買賣，除非它們被指定為香港會計準則第39號所界定的有效對沖工具。



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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)
(continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition (applicable before 1 January 2018)” below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

2.4 主要會計政策概要 (續)

投資及其他財務資產(根據香港會計準則第39號適用於二零一八年一月一日以前的政策)(續)

後續計量(續)

以公允價值計量且其變動計入損益的財務資產(續)

以公允價值計量且其變動計入當期損益的財務資產在財務狀況表中按公允價值列報，公允價值的正淨變動列示為其他收入和收益，公允價值的負淨變動在利潤表中列為財務費用或失利。這些公允價值變動淨額不包括這些財務資產所產生的任何股息或利息，這些股息或利息根據下文「收入確認(二零一八年一月一日之前適用)」的政策確認。

初始確認時指定為以公允價值計量且其變動計入損益的財務資產在初始確認日期指定，且僅在符合香港會計準則第39號的標準。

嵌入式收購方合約中的衍生工具作為單獨的衍生工具入賬，並且如果其經濟特徵和風險與主合同的風險特徵和風險並不密切相關且主要合同不是為交易而持有或指定為以公允價值計量的利潤或失利。該等嵌入式衍生工具按公平值計量，而公平值變動於損益表確認。只有在合同條款發生變化時才會重新評估，這些變更會顯著改變原本需要的現金流量或將財務資產重新分類為公允價值計入損益類別。

貸款及應收款項

貸款及應收款項為非衍生財務資產，擁有固定或可釐定付款，且並無於活躍市場報價。於初步計量後，該等資產其後按以實際利率法計算的攤銷成本(扣除任何減值撥備)入賬。攤銷成本乃於計及收購的任何折讓或溢價而計算，並包括構成實際利率不可或缺部分的費用或成本。實際利率攤銷包括於損益表內的其他收入及收益。減值產生的虧損於損益表內確認。減值產生的虧損於貸款融資成本損益表及應收款項的其他開支中確認。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)
(continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in other reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from other reserve to the statement of profit or loss. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

2.4 主要會計政策概要 (續)

投資及其他財務資產(根據香港會計準則第39號適用於二零一八年一月一日以前的政策)(續)

可供出售金融投資

可供出售金融投資為非上市股本投資及債務證券中的非衍生財務資產。分類為可供出售的股本投資為既未分類為持作交易亦未分類為指定以公平值計入損益的股本投資。

於首次確認後，可供出售金融投資後續以公平值計量，而未變現收益或虧損則於其他儲備確認為其他全面收入，直至取消確認投資為止，於該情況下，累計收益或虧損於損益表確認，或直至投資被評定為已減值為止，於該情況下，累計收益或虧損則從其他儲備重新分類至損益表。根據下文「收入確認」所載之政策，持有可供出售金融投資所賺取之利息及股息分別作為利息收入及股息收入入賬，並於損益表內確認。

倘(a)由於合理估計的公平值波幅對該項投資而言屬重大或(b)在波幅範圍內不同估計不能得以合理地評估或使用作估計公平值，而使非上市股本投資的公平值無法可靠計量，則該等投資以成本扣除任何減值虧損列賬。

本集團評估於短期內出售其可供出售財務資產之能力及意向是否仍然適合。倘在罕有情況下，因交投不活躍的市場而致使本集團無法買賣該等財務資產時，倘管理層有能力並有意向於可見未來持有資產或持至其到期日，則本集團可能選擇重新分類該等財務資產。

就自可供出售類別重新分類之財務資產而言，於重新分類日期公平值賬面值為新攤銷成本及已於權益確認的該資產的任何上述收益或虧損於投資的剩餘年期以實際利率於損益攤銷。新攤銷成本與到期金額的任何差額亦於資產的剩餘年期以實際利率攤銷。倘資產隨後被釐定為減值，則於權益內記錄之金額重新分類至損益表。

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2.4 Summary of significant accounting policies (continued)

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred assets is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要(續)

解除確認財務資產(根據香港財務報告準則第9號於二零一八年一月一日起適用的政策及香港會計準則第39號於二零一八年一月一日前適用的政策)

財務資產(或(如適用)財務資產的一部分或同類財務資產組別的一部分)主要在以下情況會解除確認(即自本集團綜合財務狀況報表中移除):

- 自資產收取現金流量的權利已屆滿; 或
- 本集團已轉讓其自資產收取現金流量的權利, 或已承諾將根據「交付」安排在無重大延誤情況下向第三方全數悉償已收現金流量; 及(a)本集團將資產的絕大部分風險及回報轉讓; 或(b)本集團並無將資產的絕大部分風險或回報轉讓或保留, 惟已轉讓資產的控制權。

當本集團已轉讓其自資產收取現金流量的權利或已訂立交付安排時, 本集團評估其是否已保留該資產所有權的風險及回報以及相關程度。當其並無轉讓或保留該資產的絕大部份風險及回報, 亦無轉讓該資產的控制權時, 本集團繼續確認已轉讓資產, 惟以本集團持續參與為限。於該情況下, 本集團亦確認一項關聯負債。已轉讓資產及該關聯負債根據反映本集團已保留的權利及義務的基準計量。

以所轉讓資產作擔保的形式存在的持續參與按該資產的初始賬面值與本集團可能須償還的最高代價兩者間的較低者計量。

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 主要會計政策概要 (續)

財務資產減值(根據香港財務報告準則第9號於二零一八年一月一日起適用的政策)

本集團確認對並非按公允值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估自初步確認後金融工具的信貸風險是否大幅增加。在進行評估時，本集團將截至報告日期金融工具發生違約的風險與初始確認日期金融工具發生違約的風險進行比較，並考慮可用的合理且可支持及沒有不必要的成本或努力的信息，包括歷史和前瞻性信息。

對於以公允價值計量且其他綜合收益的債務投資，本集團採用低信用風險簡化。於各報告日期，本集團會使用所有合理及可支持的資料評估債務投資是否被視為信貸風險較低，且無需過多的成本或努力。在進行評估時，本集團重新評估債務投資的外部信用評級。此外，本集團認為，合約付款超過30天後，信貸風險大幅增加。

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要 (續)

財務資產減值(根據香港財務報告準則第9號於二零一八年一月一日起適用的政策)(續)

一般方法(續)

合約付款逾期90天時，本集團認為財務資產違約。然而，在若干情況下，當內部或外部資料顯示本集團不可能在考慮本集團持有的任何信貸增強前不可能全數收取未償還合約金額時，本集團亦可能認為財務資產違約。當沒有合理預期收回合約現金流量時，財務資產會被撇銷。

以公允價值計量的其他綜合收益和財務資產按攤銷成本進行的債務投資在一般方法下可能會發生減值，並且除了貿易應收款項和採用簡化方法的合約資產(以下詳述)外，它們在以下階段分類用於計量預期信貸虧損。

- 階段一 – 自初始確認以來信用風險未顯著增加的金融工具，其損失準備的計算金額等於12個月的預期信貸虧損
- 階段二 – 自初始確認以來信用風險顯著增加但不是信用減值財務資產且其損失準備金等於全期預期信貸虧損的金融工具
- 階段三 – 報告日信貸減值的財務資產(但不是購買或原有的信用減值)，其損失準備金的金額等於全期預期信貸虧損

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset and that loss event have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策概要(續)

財務資產減值(根據香港財務報告準則第9號於二零一八年一月一日起適用的政策)(續)

簡化方法

對於不包含重大融資成分的貿易應收款項及合約資產，或本集團採用不調整重大融資成分影響的實際權宜之計，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信用風險的變化，而是根據每個報告日的全期預期信貸虧損確認損失準備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

就貿易應收款項及包含重大融資成分及應收租賃款項的合約資產而言，本集團選擇採用上述簡化方法計算預期信貸虧損作為其會計政策。

財務資產減值(根據香港會計準則第39號於二零一八年一月一日以前適用的政策)

本集團於各個報告期間結算日評估有否客觀證據顯示個別或財務資產組別出現減值。倘於首次確認資產後發生一項或多項事件及該虧損事件對該項或該組財務資產的估計未來現金流量所造成的影響能夠可靠地估計時，則存在減值。減值跡象可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited in the statement of profit or loss.

2.4 主要會計政策概要(續)

財務資產減值(根據香港會計準則第39號適用於二零一八年一月一日以前的政策)(續)

以攤銷成本計值的財務資產

就以攤銷成本計值的財務資產而言，本集團首先會就個別屬重大的財務資產或按組合基準就個別不屬重大的財務資產的客觀證據，個別評估是否分別存在減值。倘本集團認定按個別基準經評估的財務資產(無論重大與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的財務資產內，並共同評估該組財務資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

已出現減值虧損數額乃根據資產賬面值與估計未來現金流量所得現值(不包括尚未產生的未來信貸虧損)的差額計算。估計未來現金流量之現值以財務資產原來實際利率(即首次確認時計算的實際利率)貼現估算。

資產賬面值透過使用撥備賬下調，而虧損於損益表確認入賬。利息收入於減少後賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。貸款及應收款項連同相關之撥備當日後不可收回時作出撇銷，而所有抵押品已變現或已轉撥至本集團。

倘於其後期間，經估計減值虧損數額由於確認減值後的事件增加或減少，之前確認的減值虧損則可透過調整撥備賬增加或下調。倘於其後收回撇銷，該項收回將計入損益表。

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss — is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要(續)

財務資產減值(根據香港會計準則第39號適用於二零一八年一月一日以前的政策)(續)

以成本計值的資產

因公平值不能可靠計量而非按公平值計值的非上市股本工具，或與該股本工具掛鈎並須通過交付該非上市股本工具結算的衍生資產，如有客觀證據證明發生減值虧損，虧損金額則按資產賬面值與按照類似財務資產當時市場回報率對估計未來現金流量折現確定的現值之間的差額計量。該等資產的減值虧損不予撥回。

可供出售金融投資

就可供出售金融投資而言，本集團於各個報告期間結算日評估有否客觀證據顯示個別或投資組別出現減值。

倘可供出售財務資產出現減值，包括成本(扣除任何本金付款及攤銷)與其現時公平值的差額將於扣除之前已於損益表確認的減值虧損後從其他全面收入移除並於損益表確認。

就分類為可供出售的股本投資而言，客觀證據應包括投資之公平值大幅或持續下降至低於其成本。釐定何屬「大幅」或「持續」須作出判斷。「大幅」乃與該項投資之原成本比較後評估，而「持續」則按公平值低於其原成本之時而評估。倘有減值跡象，按收購成本與現時公平值的差額計量的累計虧損(減往期就該項投資於損益表確認之減值虧損)於其他全面收入中移除，並於損益表確認。分類為可供出售股本工具的減值虧損不會透過損益表撥回。減值後公平值之增幅乃直接於其他全面收入中確認。

釐定「大幅」或「持續」的定義須作出判斷。在作出判斷時，本集團所衡量之因素包括投資之公平值跌至低於其成本所涉及之時間或程度。

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2.4 Summary of significant accounting policies (continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要 (續)

財務負債(根據香港財務報告準則第9號適用於二零一八年一月一日起及香港會計準則第39號適用於二零一八年一月一日前的政策)

首次確認及計量

財務負債在初始確認時分類為以公允價值計量且其變動計入當期損益的財務負債，貸款和借款，應付款項，或作為有效對沖中指定為套期工具的衍生工具(如適用)。

所有財務負債首先按公平值確認及倘為貸款及借貸及應付款，則須扣除直接應佔交易成本。

本集團的財務負債包括貿易及其他應付款項，應付最終控股公司款項，衍生金融工具及計息銀行及其他借款。

後續計量

財務負債的後續計量根據其分類進行，詳情如下：

貸款及借貸

於首次確認後，計息貸款及借貸隨後以實際利率法以攤銷成本計量，除非貼現影響微不足道，在該情況下以按成本列賬。當負債終止確認及按實際利率進行攤銷程序時，其收益及虧損於損益表內確認。

攤銷成本於計算時已考慮收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的融資成本內。

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2.4 Summary of significant accounting policies (continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018) (continued)

Financial guarantee contracts (policies under HKFRS 9 applicable from 1 January 2018)

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Financial guarantee contracts (policies under HKAS 39 applicable before 1 January 2018)

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

2.4 主要會計政策概要 (續)

財務負債(根據香港財務報告準則第9號適用於二零一八年一月一日起及香港會計準則第39號適用於二零一八年一月一日前的政策)(續)

財務擔保合約(香港財務報告準則第9號適用於二零一八年一月一日起的政策)

本集團發行的財務擔保合約是指由於指明債務人未能按照債務工具條款到期支付而需要付款以償還持有人所產生的損失的合約。財務擔保合約初步確認為其公允價值的負債，並根據發行擔保的直接交易成本進行調整。於初步確認後，本集團於以下較高者計量財務擔保合約：(i)根據「財務資產減值(香港財務報告準則第9號於二零一八年一月一日起適用的政策)所載政策釐定的預期信貸虧損撥備」；(ii)初步確認的金額(如適用)減去已確認的累計收入金額。

財務擔保合約(適用於二零一八年一月一日前適用的香港會計準則第39號的政策)

本集團作出之財務擔保合約即要求作出付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初始按其公平值確認為負債(就發出擔保直接應佔之交易成本進行調整)。初始確認後，本集團按以下兩者中之較高者計量財務擔保合約：(i)於報告期間結算日須償付現有債務所需動用開支之最佳估計金額；及(ii)初始確認之金額減累計攤銷額後之餘額(若適用)。

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2.4 Summary of significant accounting policies (continued)

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

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.

2.4 主要會計政策概要 (續)

撤銷確認財務負債(適用於二零一八年一月一日起的香港財務報告準則第9號及二零一八年一月一日前適用的香港會計準則第39號的政策)

當負債的義務已被履行或取消或屆滿，本集團即撤銷確認財務負債。

倘同一貸款人以較重大不同條款之財務負債取代現有財務負債或現有負債條款經重大修訂，則有關轉換或修訂會被視為撤銷確認原有負債，並確認新負債，各賬面值之差額乃於損益表確認。

抵銷金融工具(根據香港財務報告準則第9號適用於二零一八年一月一日起及香港會計準則第39號於二零一八年一月一日前適用的政策)

如果當前有可抵扣已確認金額的法定權利，並且有意以淨額結算，或實現資產及同時解決債務，財務資產和財務負債會被抵銷而淨額在財務狀況表中報告。

存貨

存貨以成本及可變現淨值兩者中的較低者列賬。成本以加權平均成本法計算，就在製品及製成品而言，包括直接材料、直接勞工及適當比例的間接費用。可變現淨值按估計售價減任何估計完成及出售所需成本而計算。

撥備

倘若因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。



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2.4 Summary of significant accounting policies (continued)

Provisions (continued)

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain industrial products and the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2.4 主要會計政策概要 (續)

撥備 (續)

倘若貼現的影響重大，則確認的撥備金額為預期需用作償還債務的未來支出於報告期間結算日的現值。隨時間過去而增加的貼現現值增加額計入損益表內「融資成本」。

本集團就保證期間發生的瑕疵的一般維修提供與某些工業產品銷售和提供建築服務有關的保證。本集團授予的這些保證類保證的條款乃根據銷售量及過往的維修及退貨水平經驗確認，並酌情貼現至其現值。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指手頭現金及活期存款，以及於購入後一般三個月內到期、可隨時轉換為已知金額現金之短期變現能力高但價值變動風險不大之投資扣除須按要求償還之銀行透支，並為本集團現金管理之重要部份。

就綜合財務狀況表而言，現金及現金等價物乃指並無限制用途之手頭及銀行現金，包括定期存款以及性質與現金相似之資產。

政府補貼

政府補貼收入乃於合理確定有關補貼將獲收取，且所有附帶條件均獲符合時按公平值確認。如補貼涉及開支項目，則會於擬用作補償的成本支銷的期間有系統地確認為收入。

如補貼涉及一項資產，則公平值會計入遞延收入賬，並就有關資產之預期使用年期每年按等額轉撥至損益表，或從該資產之賬面值中扣減並透過扣減折舊開支轉撥至損益表。

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2.4 Summary of significant accounting policies (continued)

Employee benefits

(i) Short term employee benefits

Salaries, annual bonuses and staff welfare costs are accrued in the period in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Contributions to defined contribution retirement plans

Contributions to local retirement schemes pursuant to the relevant labour rules and regulations in Mainland China, Taiwan and Hong Kong are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 主要會計政策概要 (續)

僱員福利

(i) 短期僱員福利

薪金、全年花紅及僱員福利成本於本集團僱員提供相關服務期間累計。倘遞延處理有關付款或結算造成重大影響，則該等款項將按現值列賬。

(ii) 定額供款退休計劃的供款

根據中國、台灣及香港相關勞工規則及規例，就當地退休計劃作出的供款，除非包括於尚未確認為開支的存貨成本，否則，供款於產生時於損益確認為開支。

(iii) 合約終止補償

合約終止補償在下列兩者孰早日確定：本集團不可再撤回提供此等福利時；及其確認涉及支付合約終止補償的重組成本時。

所得稅

所得稅包括當期及遞延稅項。與於損益外確認之項目有關之所得稅，於其他全面收入或直接於權益內確認。

當期稅項資產及負債根據於報告期間結算日前已頒佈或實質上已頒佈之稅率（及稅法），計及本集團營運所在國家之現行詮釋及慣例，預期將從稅局收回或將支付予稅局的金額計量。

在報告期間結算日資產及負債之稅基與其在財務報告之賬面值之間的所有暫時性差異，須按負債法計提遞延稅項撥備。

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2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2.4 主要會計政策概要 (續)

所得稅 (續)

所有應課稅暫時性差異均會確認為遞延稅項負債，惟應注意下列各點：

- 倘若遞延稅項負債之起因，是由於商譽，或在一宗非屬業務合併之交易中初步確認之資產或負債，且在交易時，對會計利潤或應課稅利潤或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司之投資之應課稅暫時性差異而言，倘若撥回暫時性差異之時間可以控制，以及暫時性差異不甚可能在可見將來撥回，則屬例外。

對於所有可扣減之暫時性差異、結轉未用稅項資產及未用稅項虧損，若日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異、結轉未用稅項資產及未用稅項虧損，則遞延稅項資產一律確認入賬，惟應注意下列各點：

- 倘若有關可扣減暫時性差異之遞延稅項資產之起因，是由於在一宗非屬業務合併之交易中初步確認資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司之投資的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產之賬面值，會在各報告期間結算日予以審閱。若不再可能有足夠應課稅利潤用以抵扣全部或部分相關遞延稅項資產，則扣減遞延稅項資產賬面值。未確認之遞延稅項資產乃於各報告期間結算日重新評估，並於可能獲得足夠應課稅利潤以收回全部或部分遞延稅項資產時予以確認。

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2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要 (續)

所得稅(續)

變現資產或清償負債之期間預期適用之稅率，會用作衡量遞延稅項資產及負債，並以報告期間結算日前已經生效或大致上已經生效之稅率(及稅法)為基準。

只有當本集團有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機關就一個或不同應課稅實體徵收的所得稅有關，而有關實體有意按淨額基準結算結餘時，或預計於未來每個期間都有大量的遞延所得稅負債或資產清償或收回以致同時實現資產和清償負債，遞延所得稅資產和遞延所得稅負債互相抵銷。

收入確認(適用於二零一八年一月一日起)

與客戶簽訂合同的收入

當客戶合約的控制權轉移至客戶的金額反映本集團預期就交換該等貨品或服務而有權獲得的代價時，確認與客戶的合約收入。

當合約中的代價包括可變金額時，估計代價金額將由本集團有權以換取將貨品或服務轉移至客戶。可變對價在合約開始時估計並受約束，直至很可能在隨後解決與可變對價的相關不確定性時，未確認累計收入金額的重大收入轉回。

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2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018 (continued))

Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(i) *Sale of industrial products*

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on acceptance of the industrial products by customers.

(ii) *Processing services*

Revenue from the processing services rendered is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the processing services.

2.4 主要會計政策概要(續)

收入確認(適用於二零一八年一月一日起)(續)

與客戶簽訂合同的收入(續)

當合同中包含一個融資部分，為客戶提供為客戶轉移貨物或服務超過一年的巨大利益時，收入按應收金額的現值計量，並使用貼現率貼現並在合約開始時反映在本集團與客戶之間的獨立融資交易中。當合約包含為本集團提供超過一年的重大財務利益的融資部分時，根據合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。對於客戶付款與承諾商品或服務轉讓之間的期限為一年或一年以下的合同，交易價格不會根據香港財務報告準則第15號的實際權宜之計根據重大融資成分的影響進行調整。

(i) *銷售工業產品*

銷售工業產品的收入在資產控制權轉移給客戶的時間點確認，通常是在客戶接受工業產品時。

(ii) *加工服務*

所提供加工服務的收入會隨著時間的推移而確認，使用輸入法計量完全滿意服務的進度，因為本集團的表現並未創建具有替代用途的資產，且本集團擁有可執行的已完成績效至今的付款權利。輸入法根據實際發生的成本相對於滿足處理服務的估計總成本的比例確認收入。



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2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018)
(continued)

Revenue from contracts with customers (continued)

(iii) Construction services

Revenue from the construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

(i) Sale of industrial products

Revenue from the sale of industrial products is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2.4 主要會計政策概要 (續)

收入確認(適用於二零一八年一月一日起)(續)

與客戶簽訂合同的收入(續)

(iii) 興建服務

興建服務的收入隨著時間的推移而確認，使用輸入法計量完全滿足服務的進度，因為集團的業績創造或增強了客戶在資產創建或增強時控制的資產。輸入法根據實際發生的成本佔興建服務滿足估計總成本的比例確認收入。

來自其他來源的收入

租金收入按租賃期按時間比例確認。

其他收入

利息收入採用實際利率法按權責發生製確認，採用準確折現預計未來現金收入超過金融工具預期年限的利率或適當時候較短期間的財務資產賬面淨值。

股息收入於股東收取付款的權利確認後確認，與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠地計量。

收入確認(適用於二零一八年一月一日之前)

收入乃於本集團可能獲得經濟利益而當收入可以可靠方法計算時，按下列基準確認入賬：

(i) 銷售工業貨品

銷售貨品所獲收入，在工業貨品的所有權的重大風險及回報轉移予買方時確認，惟本集團並無參與通常涉及擁有權之管理，而對所售貨物亦無有效之控制權。收入不包括增值稅或其他銷售稅，並已扣除任何營業折扣。

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2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable before 1 January 2018) (continued)

- (ii) Construction contracts
- Revenue from construction contracts is recognised on the percentage of completion basis, as further explained in the accounting policy for “Construction contracts” (applicable before 1 January 2018) below.
- (iii) Services rendered
- Revenue from services rendered is recognised on the percentage of completion basis, as further explained in the accounting policy for “Contracts for services” (applicable before 1 January 2018) below.
- (iv) Interest income
- Interest income is recognised in profit or loss as it accrues using the effective interest method.
- (v) Rental income from operating leases
- Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

Contract assets (applicable from 1 January 2018)

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

2.4 主要會計政策概要 (續)

收入確認(適用於二零一八年一月一日之前)(續)

- (ii) 建設合約
- 建設合約所獲收入按竣工百分比基準確認，於下文「建設合約」(適用於二零一八年一月一日之前)的會計政策中進一步詳述。
- (iii) 提供服務
- 提供服務所獲收入按完成百分比基準計算，於下文「服務合約」(適用於二零一八年一月一日之前)的會計政策中進一步詳述。
- (iv) 利息收入
- 利息收入於產生時以實際利息法於損益內確認。
- (v) 經營租賃的租金收入
- 經營租賃的應收租金收入在租賃期所涵蓋的期間內，以等額分期在損益確認，除非有其他基準能更清楚反映使用租賃資產產生的收益模式。所授出的租賃獎勵於損益確認為應收租賃款項淨值總額的組成部分。或然租金會在所賺取的會計期間確認為收入。

合約資產(二零一八年一月一日起適用)

合約資產是交換轉移給客戶的商品或服務的權利。如果本集團通過在客戶支付對價之前或在付款到期之前將貨物或服務轉移給客戶來執行，則合約資產將被確認為有條件的獲得對價。

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2.4 Summary of significant accounting policies (continued)

Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Construction contracts (applicable before 1 January 2018)

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised using the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Contracts for services (applicable before 1 January 2018)

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

2.4 主要會計政策概要 (續)

合約負債(二零一八年一月一日起適用)

合約負債是指向本集團已收到客戶代價(或應付代價金額)的客戶轉移貨品或服務的責任。如果客戶在本集團向客戶轉移貨物或服務之前支付代價，則在付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團根據合約履行時確認為收入。

建設合約(適用於二零一八年一月一日之前)

合約收益包括協定合約款項及訂單變更、申索及獎勵的適當付款。合約成本包括直接材料、分包成本、直接勞工及適當比例的可變及固定建設開支。

固定價格建設合約收益按完工百分比確認，參照迄今產生的成本所佔相關合約估計總成本比例計量。

管理層一旦預計有可預見的虧損，即計提撥備。倘迄今產生的合約成本加已確認利潤減已確認虧損超出進度付款，差額視作應收合約客戶款項。倘進度付款超出迄今產生的合約成本加已確認利潤減已確認虧損，差額視作應付合約客戶款項。

服務合約(適用於二零一八年一月一日之前)

提供服務之合約收益包括協定合同金額。提供服務之成本包括直接參與提供服務之勞工及其他人員之成本，以及應佔開支。



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2.4 Summary of significant accounting policies (continued)

Contracts for services (applicable before 1 January 2018) (continued)

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction. Where the outcome of a contract cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Research and development expenses

Expenditure on research and development is charged to profit or loss as an expense when incurred.

2.4 主要會計政策概要 (續)

服務合約(適用於二零一八年一月一日之前)(續)

提供服務之收益按交易的完成百分比確認，前提是能夠可靠計量收益、所產生之成本及估計完成成本。完成百分比乃參照迄今產生的成本對比該交易將產生之總成本而釐定。倘無法可靠計量合約結果，則僅在所產生之開支符合收回資格之情況下方會確認收益。

管理層一旦預計有可預見的虧損，即計提撥備。倘迄今產生的合約成本加已確認利潤減已確認虧損超出進度付款，差額視作應收合約客戶款項。倘進度付款超出迄今產生的合約成本加已確認利潤減已確認虧損，差額視作應付合約客戶款項。

借貸成本

與收購、建造或生產合資格資產(即需要長時間才可投入擬定用途或銷售的資產)直接相關的借貸成本獲撥充資本作為該等資產的部分成本。在資產大致可投入擬定用途或銷售時，該等借貸成本便會停止資本化。特定借貸在撥作合資格資產的支出前用作短暫投資所賺取的投資收入，會從資本化借貸成本中扣除。所有其他借貸成本於產生期間列作開支。借貸成本包括利息以及實體在借取資金時產生的其他成本。

研發開支

研發開支於產生時計入損益作為開支。



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31 December 2018 於二零一八年十二月三十一日
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2.4 Summary of significant accounting policies (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The Company's functional currency is Hong Kong dollars. However, the consolidated financial statements of the Group are presented in RMB, as the directors of the Company consider that the major subsidiaries of the Company are all presented in RMB and meanwhile this presentation is more useful for its current and potential investors. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要 (續)

股息

末期股息乃於股東於股東大會上批准時確認為一項負債。建議末期股息於財務報表附註披露。

由於本公司之組織章程大綱及細則授予董事會宣派中期股息之權力，故中期股息乃同時建議及宣派。因此，中期股息於建議及宣派時即時確認為一項負債。

外幣

本公司的功能貨幣為港元。然而，本集團綜合財務報表以人民幣呈報，乃由於本公司董事認為本公司主要附屬公司均以人民幣呈報，而同時此呈報對現時及潛在投資者更為有用。本集團內的實體各自決定其功能貨幣為何，各實體的財務報告項目均以所定功能貨幣計量。外幣交易初步按交易日的有關功能貨幣的匯率換算入賬。以外幣為計價單位的貨幣資產及負債，按有關功能貨幣於報告期間結算日的通行匯率再換算。貨幣項目結算或匯兌差額於損益表中確認。

按歷史成本列賬、以外幣計量的非貨幣項目，採用初步交易日期的匯率換算。按公平值列賬、以外幣計量的非貨幣項目，則採用釐定公平值日期的匯率換算。因換算以公平值計量的非貨幣項目而產生之損益，其處理方式與確認該項目公平值變動損益之方式一致（即公平值損益於其他全面收入內確認之項目之換算差額或損益亦分別於其他全面收入或損益內確認）。

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2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of comprehensive income are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2.4 主要會計政策概要 (續)

外幣 (續)

於釐定與終止代價有關的非貨幣資產或非貨幣負債終止確認時相關資產，開支或收入的初步確認時的匯率，初始交易日期為本集團初步確認的日期預付代價產生的非貨幣性資產或非貨幣性負債。

若干海外附屬公司之功能貨幣為非人民幣貨幣。於報告期間結算日，該等實體的資產與負債，按報告期間結算日的通行匯率換算為人民幣，其全面收入表則按本年度的加權平均匯率換算為人民幣。因此而產生的匯兌差額乃計入其他全面收入表，並於外匯儲備中累計。出售海外業務時，與該項特定海外業務有關之其他全面收入成份會在損益表中確認。

因收購海外業務而產生之任何商譽及對因收購產生之資產及負債賬面值的任何公平值調整，均被列為海外機構的資產及負債，並以結算匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之匯率換算為人民幣。海外附屬公司於整個年度內經常產生之現金流量乃按本年度之加權平均匯率換算為人民幣。

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3. Significant accounting judgments and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

(a) Useful lives of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful life of each asset, after taking into account the estimated residual value. Management reviews annually the useful life of an asset and its residual value, if any. Both the period and methods of depreciation are reviewed annually. The depreciation expenses for future periods are adjusted if there are significant changes from previous estimates.

(b) Impairment of non-financial assets

Management assesses whether there are any indicators of impairment for non-financial assets at the end of each reporting period. Other 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 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. Further details are given in note 14 to the financial statements.

Goodwill is tested for impairment at least annually even if there is no indication of impairment.

3. 重大會計估計及判斷

編製本集團之財務報表要求管理層作出反映收入、費用、資產及負債之已報告數額及相關披露以及或然負債之披露之判斷、估計及假設。有關該等假設及估計之不明朗因素可能引致須於日後對受影響之資產或負債之賬面值作出重大調整。

不明朗因素估計

於報告期間結算日有重大可能使下個財政年度資產及負債賬面值須作重大調整而與未來有關的主要假設及不明朗因素估計的其他主要來源概述如下。

(a) 物業、廠房及設備的可使用年期

物業、廠房及設備在計及其估計剩餘價值後，以直線法按各資產的估計可使用年期計提折舊。管理層每年審閱資產的可使用年期及其剩餘價值(如有)，並每年審閱計提折舊的期間及方法。如果先前估計發生重大變動，則會對未來期間的折舊開支作出調整。

(b) 非財務資產減值

管理層評估各報告期末非財務資產是否存在減值跡象。當有跡象顯示賬面值可能無法收回時，其他非財務資產會進行減值測試。倘資產或現金產生單位的賬面值超過其可收回金額，即其公平值減出售成本及其使用價值的較高者，則存在減值。公允價值減去處置成本的計算基於可觀察的市場價格減去處置資產的增量成本。當計算使用價值時，管理層必須估計來自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這些現金流量的現值。進一步詳情載於財務報表附註14。

商譽即使沒有減值跡象，也至少每年進行減值測試。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

- (c) Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on ageing for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacture sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets are disclosed in note 23 and note 24 to the financial statements, respectively.

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

- (c) 貿易應收款項和合約資產的預期信用損失準備

本集團使用撥備矩陣計算貿易應收款項及合約資產的預期信用損失。撥備率基於具有類似損失模式的各個客戶群的分組的賬齡(即按地理位置，產品類型，客戶類型和評級，以及信用證和其他形式的信用保險的覆蓋範圍)。

撥備矩陣最初基於集團歷史觀察到的違約率。本集團將校準矩陣以使用前瞻性信息調整歷史信用損失經驗。例如，如果預計經濟狀況(即國內生產總值)預計在明年惡化，這可能導致製造業違約數量增加，則調整歷史違約率。於每個報告日期，更新歷史觀察到的違約率並分析前瞻性估計值的變化。

對歷史觀察到的違約率，預測經濟狀況和預期信用損失之間的相關性的評估是一個重要的估計。預期信用損失的金額對環境變化和預測經濟條件敏感。本集團的歷史信用損失經驗和經濟狀況預測也可能無法代表客戶未來的實際違約。有關本集團貿易應收款項及合約資產的預期信用損失的信息分別在財務報表附註23和附註24中披露。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

- (d) Impairment of prepayments to suppliers and provision for onerous contracts

The Group makes non-cancellable advance payments to raw material suppliers under purchase agreements which are to be offset against future purchases. In the event when the economic benefits expected to be received under these purchase agreements are less than the unavoidable costs of meeting the contractual obligations; or the financial conditions of suppliers deteriorate, management will consider whether such advance payments to suppliers are impaired and make necessary provision for the present obligations under the agreements. The Group does not require collateral or other security against its prepayments to suppliers. Management performs ongoing evaluations of impairment of prepayments to suppliers and provisions for commitments that may become onerous due to a change of market conditions and the financial conditions of its suppliers. The evaluations take into account the projected revenue, related expenses and other costs. When the prepayments are not likely to be settled as expected, the Group will make necessary provisions for the present obligations under the agreements. Meanwhile, provision for onerous contract will also be made when the unavoidable costs of meeting the obligations under the purchase agreements exceed the economic benefits expected to be received under it. An increase or decrease in the above provisions would affect the Group's profit or loss and net assets value. Further details of the provision for impairment of prepayments to suppliers and the provision for inventory purchase commitment are given in note 18 and note 32 to the financial statements, respectively.

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

- (d) 預付予供應商的款項減值及有償合約撥備

本集團根據購買協議向原材料供應商作出不可撤銷預付款項，有關款項將於未來購貨時作出抵銷。倘根據該等購買協議預期可收取的經濟利益低於履行合約責任不可避免的成本，或該等供應商財務狀況轉壞，管理層將考慮預付予該等供應商的款項是否經已減值，並就該等協議項下的現有責任作出必要撥備。本集團並無就預付予供應商的款項要求抵押品或其他抵押。管理層持續評估預付予供應商的款項的減值，及就可能由於市況及供應商財務狀況變動而變為有償的承擔撥備。該評估需要考慮預計收益、有關開支及其他成本。若可能無法如預期結算預付款項時，本集團將就該等協議項下的現有責任作出必要撥備。同時，當符合購買協議項下的責任的不可避免成本超出其項下預期所得的經濟裨益時，亦將計提有償合約撥備。上述撥備的增加或減少將影響本集團的損益及資產淨值。預付予供應商的款項減值撥備及存貨購買承擔撥備的進一步詳情分別載於財務報表附註18及附註32。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

(e) Write-down of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacture and selling products of similar nature. It could change significantly as a result of changes in technique and competitors' actions in response to adverse industry cycles. Management reassesses these estimates at the end of each reporting period. As at 31 December 2018, the Group provided for write-down of inventories amounting to RMB42,823,000 (2017: RMB15,202,000).

(f) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are transactions during the ordinary course of business, for which calculation of the ultimate tax determination is uncertain. Where the final tax outcome is different from the amounts that were initially recorded, such differences would affect profit or loss in future years.

Recognition of deferred tax assets, which is related to tax losses and deductible temporary differences, depends on management's expectation of future taxable profits that will be available against which the tax losses or the asset can be utilised. The outcome of their actual utilisation may be different.

The carrying value of deferred tax assets relating to recognised tax losses and deductible temporary differences at 31 December 2018 was RMB48,009,000 (2017: RMB34,763,000). Further details are disclosed in note 21 to the financial statements.

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

(e) 存貨撇減

存貨的可變現淨值乃其於日常業務過程中的估計售價，扣除估計完成所需成本及銷售開支。該等估計乃基於目前市況以及製造及銷售同類產品的過往經驗，可能會因為技術改變及競爭對手為針對嚴峻行業週期而採取的行動而出現重大改變。管理層會於各報告期間結算日重新評估該等估計。於二零一八年十二月三十一日，本集團已就存貨撇減計提撥備人民幣42,823,000元(二零一七年：人民幣15,202,000元)。

(f) 所得稅

本集團須繳付多個司法權區的所得稅。釐定所得稅撥備需作出重大判斷。於日常業務過程中，有交易的最終稅項未能確定。倘最終稅項結果與初步記錄的金額不同，有關差額將影響未來年度的損益。

確認有關稅項虧損及可扣稅暫時差額的遞延稅項資產視乎管理層預期日後可能有應課稅利潤可動用稅項虧損或資產。其實際動用結果可能有所不同。

於二零一八年十二月三十一日有關已確認稅項虧損及可扣稅暫時差額的遞延稅項資產的賬面值為人民幣48,009,000元(二零一七年：人民幣34,763,000元)。進一步詳情於財務報表附註21披露。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

(g) Provision for warranties

The Group provides warranties for its photovoltaic modules for up to 25 years after sales have taken place. Due to limited warranty claims history, management estimates warranty based on the Group's historical cost data, industry data and an assessment of the history of warranty claims of the Group's competitors. The warranty obligation of the Group will be affected not only by the product failure rates, but also by costs incurred to repair or replace failed products. If the actual product failure rates and the costs of replacement or repairing of failed products differ from the estimates, the Group will need to prospectively revise the provision for warranties which would affect profit or loss in future years. Further details of the Group's provision for warranties are given in note 32 to the financial statements.

4. Operating segment information

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has identified four reportable segments: (i) the manufacture of, trading of, and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers ("Segment A"); (ii) the manufacture and trading of photovoltaic modules ("Segment B"); (iii) the manufacture and trading of monocrystalline silicon solar cells ("Segment C"); and (iv) the construction and operating of photovoltaic power plants ("Segment D"). No operating segments have been aggregated to form these reportable segments. Comparative figures have been provided on a basis consistent with the current year's segment analysis. Revenue, costs and expenses are allocated to those reportable segments with reference to sales generated by those segments and the costs and expenses incurred by those segments.

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

(g) 保用撥備

本集團就其光伏組件提供長達25年的售後保用。由於過往甚少出現保用索償，因此管理層根據歷史成本數據、業內數據及對本集團競爭對手的過往保用索償評估估計保用成本。本集團的保用責任不但會受產品故障比率影響，同時會受維修或置換出現故障產品所涉成本影響。倘實際產品故障比率及置換或維修出現故障產品的成本與估計有差異，本集團將須按未來基準修訂將影響未來年度損益的保用撥備。本集團保用撥備的進一步詳情載於財務報表附註32。

4. 經營分部資料

就資源分配及表現評估而言，本集團按照與本集團最高級行政管理人員內部呈報資料一致的方式，確認四個可報告分部：(i)多晶硅以及太陽能單晶及多晶硅棒／硅片的製造、買賣及提供多晶硅以及太陽能單晶及多晶硅棒／硅片加工服務(「分部A」)；(ii)製造及買賣光伏組件(「分部B」)；(iii)製造及買賣太陽能單晶硅電池(「分部C」)；及(iv)興建及經營光伏電站(「分部D」)。並無合併經營分部以組成此等可報告分部。比較數字按與本年度分部分分析一致之基準提供。分配予該等可報告分部的收益、成本及開支乃參考該等分部產生的銷售及該等分部產生的成本及開支計算。

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4. Operating segment information (continued)

(a) Segment results, assets and liabilities

For the purpose of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the basis as they are presented in the Group's financial statements.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the years ended 31 December 2018 and 2017 is set out below:

| | | Segment A | | Segment B | | Segment C | | Segment D | | Total | |
|---|--------------|-----------|-----------|-----------|-----------|-----------|----------|-----------|----------|-----------|-----------|
| | | 分部A | | 分部B | | 分部C | | 分部D | | 總計 | |
| | | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| | | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Revenue from external customers | 來自外界客戶的收益 | 808,499 | 1,054,333 | 3,070,648 | 2,843,331 | 85,123 | 73,491 | 58,182 | 28,461 | 4,022,452 | 3,999,616 |
| Intersegment revenue | 分部間收益 | 1,070,901 | 1,487,875 | 2,241,010 | 1,613,989 | 340,326 | 320,092 | 849 | 2,185 | 3,653,086 | 3,424,141 |
| Reportable segment revenue | 可報告分部收益 | 1,879,400 | 2,542,208 | 5,311,658 | 4,457,320 | 425,449 | 393,583 | 59,031 | 30,646 | 7,675,538 | 7,423,757 |
| Reportable segment (loss)/profit | 可報告分部(虧損)/利潤 | (221,124) | 111,759 | 70,488 | 29,666 | (52,893) | 1,140 | (17,058) | (18,808) | (220,587) | 123,757 |
| Reportable segment assets | 可報告分部資產 | 3,159,913 | 3,204,874 | 544,437 | 578,659 | 672,223 | 674,060 | 189,428 | 153,617 | 4,566,001 | 4,611,210 |
| Reportable segment liabilities | 可報告分部負債 | 2,649,294 | 2,461,294 | 636,327 | 690,585 | 373,507 | 302,967 | 98,882 | 120,935 | 3,758,010 | 3,575,781 |
| Other segment information: | 其他分部報告: | | | | | | | | | | |
| Interest income from bank deposits | 自銀行存款的利息收入 | 1,293 | 1,113 | 3,354 | 7,445 | 927 | 558 | 42 | 28 | 5,616 | 9,144 |
| Finance costs | 融資成本 | (55,191) | (49,837) | (57,816) | (45,794) | (16,501) | (15,660) | (6,504) | (10,411) | (136,012) | (121,702) |
| Depreciation and amortisation | 折舊及攤銷 | (179,872) | (169,516) | (44,512) | (17,958) | (9,040) | (8,838) | (246) | (823) | (233,670) | (197,135) |
| Impairment of property, plant and equipment | 物業、廠房及設備減值 | (35,100) | — | — | — | (11,920) | — | — | — | (47,020) | — |
| Share of losses of associates | 應佔聯營公司虧損 | (1,461) | (14,996) | — | — | — | — | — | — | (1,461) | (14,996) |
| Impairment losses on financial and contract assets, net | 財務及合約資產減值·淨額 | (17,577) | — | (14,887) | (18,900) | (2,321) | — | (9,712) | — | (44,497) | (18,900) |
| (Write-down)/reversal of write-down of inventories | 存貨(撇減)/回沖 | (21,771) | 7,195 | (7,803) | — | 1,973 | (2,913) | (20) | — | (27,621) | 4,282 |
| Capital expenditure* | 資本開支* | 166,431 | 83,863 | 164,605 | 31,178 | 5,623 | 14,574 | 5 | — | 336,664 | 129,615 |
| Investments in associates | 聯營公司的投資 | 5,591 | 5,251 | — | — | — | — | — | — | 5,591 | 5,251 |

* Capital expenditure consists of additions to property, plant and equipment and intangible assets.

4. 經營分部資料(續)

(a) 分部業績、資產及負債

為評估分部表現及於分部間分配資源，本集團最高級行政管理人員會監察各可報告分部應佔之業績、資產及負債(按照本集團財務報表呈列的基準)。

分部間的銷售及轉讓乃參考向第三方銷售所用的售價按當時現行市價進行交易。

截至二零一八年及二零一七年十二月三十一日止年度向本集團最高級行政管理人員提供的有關本集團可報告分部的資料載列如下：

* 資本開支包括添置物業、廠房及設備以及無形資產。

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4. Operating segment information (continued)

(b) Geographic information

Substantially all of the Group's property, plant and equipment, lease prepayments, goodwill, intangible assets and interests in associates are located or operated in the PRC. The following table sets out information about the Group's revenue from external customers and the Group's non-current prepayments by geographical location. The geographical location of a customer is based on the location to which the goods were delivered or the services were provided.

(i) Revenue from external customers

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-----------------------|----------|-----------------------------------|-----------------------------------|
| Mainland China | 中國大陸 | 2,963,496 | 2,950,762 |
| Export sales | 出口銷售 | | |
| – Japan | – 日本 | 662,962 | 895,486 |
| – Taiwan | – 台灣 | 6,621 | 36,686 |
| – Other Asian regions | – 其他亞洲地區 | 377,267 | 115,368 |
| – Europe | – 歐洲 | 12,106 | 714 |
| – America | – 美國 | — | 600 |
| Sub-total | 小計 | 1,058,956 | 1,048,854 |
| Total | 總計 | 4,022,452 | 3,999,616 |

4. 經營分部資料(續)

(b) 地區資料

本集團物業、廠房及設備、租賃預付款項、商譽、無形資產及於聯營公司的權益位於中國或於中國經營。下表按所在地列出本集團來自外界客戶的收益及非流動預付款項的資料。客戶所在地以交付貨品或提供服務的地點為依據。

(i) 來自外界客戶的收益

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4. Operating segment information (continued)

(b) Geographic information (continued)

(ii) Non-current prepayments

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------------|------------|-----------------------------------|-----------------------------------|
| Mainland China | 中國大陸 | 62,451 | 14,245 |
| Overseas – Taiwan | 海外 – 台灣 | 33,557 | 55,298 |
| Sub-total | 小計 | 33,557 | 55,298 |
| Total | 總計 | 96,008 | 69,543 |

(c) Information about major customers

For the year ended 31 December 2018, revenue from major customers, each of whom contributed 10% or more to the Group's total revenue, is set out below:

4. 經營分部資料(續)

(b) 地區資料(續)

(ii) 非流動預付款項

(c) 主要客戶的資料

截至二零一八年十二月三十一日止年度，來自主要客戶的收益，各佔本集團總收益10%或以上者載列如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|------------------|---------|-----------------------------------|-----------------------------------|
| Customer A | 客戶A | | |
| – From Segment A | – 來自分部A | 12,428 | 24,835 |
| – From Segment B | – 來自分部B | 587,202 | 807,230 |
| – From Segment C | – 來自分部C | 6 | — |
| Customer B | 客戶B | | |
| – From Segment A | – 來自分部A | 109,262 | 191,969 |
| – From Segment B | – 來自分部B | 512,387 | 503,661 |
| – From Segment C | – 來自分部C | 11,993 | 35,191 |

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5. Revenue

5. 收益

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|-----------------|-----------------------------------|-----------------------------------|
| <i>Revenue from contracts with customers</i> | 與客戶簽訂合同的收入 | | |
| Sales of monocrystalline and multicrystalline silicon solar ingots/wafers | 銷售太陽能單晶及多晶硅棒/硅片 | 703,802 | 864,731 |
| Sales of monocrystalline and multicrystalline silicon solar cells | 銷售太陽能單晶及多晶硅電池 | 83,004 | 73,491 |
| Sales of photovoltaic modules | 銷售光伏組件 | 2,489,290 | 2,330,228 |
| Construction and operation of photovoltaic power plants | 興建及經營光伏電站 | 58,182 | 28,461 |
| Rendering of services | 提供服務 | 688,174 | 702,705 |
| | | 4,022,452 | 3,999,616 |

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5. Revenue (continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2018

| | | Monocrystalline and multicrystalline silicon solar ingots/wafers 太陽能單晶及 多晶硅棒/硅片 RMB'000 人民幣千元 | Photovoltaic modules 光伏組件 RMB'000 人民幣千元 | Monocrystalline and multicrystalline silicon solar cells 太陽能單晶及 多晶硅電池 RMB'000 人民幣千元 | Construction and operation of photovoltaic power plants 興建及經營 光伏電站 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--------------------------------------|-----------------|---|---|--|---|---------------------------------|
| Types of goods and service | 商品和服務的類型 | | | | | |
| Sales of industrial products | 銷售工業產品 | 703,802 | 2,489,290 | 83,004 | — | 3,276,096 |
| Processing service | 代工服務 | 104,697 | 581,358 | 2,119 | — | 688,174 |
| Construction services | 興建服務 | — | — | — | 58,182 | 58,182 |
| Total | 總計 | 808,499 | 3,070,648 | 85,123 | 58,182 | 4,022,452 |
| Geographic market | 地區性市場 | | | | | |
| Mainland China | 中國 | 759,554 | 2,082,448 | 63,312 | 58,182 | 2,963,496 |
| Japan | 日本 | 12,708 | 628,443 | 21,811 | — | 662,962 |
| Taiwan | 台灣 | 6,621 | — | — | — | 6,621 |
| Other Asian regions | 其他亞洲地區 | 29,616 | 347,651 | — | — | 377,267 |
| Others | 其他 | — | 12,106 | — | — | 12,106 |
| Total | 總計 | 808,499 | 3,070,648 | 85,123 | 58,182 | 4,022,452 |
| Timing of revenue recognition | 收入確認時間 | | | | | |
| Goods transferred at a point of time | 貨物在某個時間點轉移 | 703,802 | 2,489,290 | 83,004 | — | 3,276,096 |
| Service transferred over time | 服務隨時間轉移 | 104,697 | 581,358 | 2,119 | 58,182 | 746,356 |
| Total | 總計 | 808,499 | 3,070,648 | 85,123 | 58,182 | 4,022,452 |

5. 收益(續)

與客戶簽訂合同的收入

(i) 分類收入信息

截至二零一八年十二月三十一日止
年度

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5. Revenue (continued)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

| | | 2018 二零一八年 RMB'000 人民幣千元 |
|--|---------------------|-----------------------------------|
| Revenue recognised that was included in contract liabilities at the beginning of the reporting period: | 確認已包括在報告期初的合約負債的收入： | |
| Sales of industrial products | 銷售工業產品 | 43,850 |

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of industrial products

The performance obligation is satisfied upon the acceptance of industrial products by customers and payment is generally due within 30 to 90 days from delivery, except for new customers and small-sized customers, where payment in advance is normally required.

Processing service

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days after customer acceptance.

Construction service

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days from the date of billing.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 are as follows:

5. 收益(續)

與客戶簽訂合同的收入(續)

(i) 分類收入信息(續)

下表顯示本報告期內確認的收入金額，已包括在報告期初的合約負債中，並確認滿足以前期間的履約義務：

(ii) 履約責任

有關本集團履約責任的資料概述如下：

銷售工業產品

在客戶接受工業產品時為完成履約責任，除了通常需要提前付款的新客戶和小客戶，付款通常在交付後30至90天內到期。

代工服務

於一段時間內提供服務為完成履約責任，而通常在客戶接受後30至90天內到期。

興建服務

於一段時間內提供服務為完成履約責任，而通常在帳單日後30至90天內到期。

截至二零一八年十二月三十一日，被分配剩餘的履約責任(未完成或已完成部分)買賣價格如下：

| | | RMB'000 人民幣千元 |
|-----------------|-----|------------------|
| Within one year | 一年內 | 64,466 |

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6. Other income and gains, net

6. 其他收入及收益，淨額

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| Other income | 其他收入 | | |
| Government grants (note 34) | 政府補貼(附註34) | 46,184 | 29,089 |
| Interest income from bank deposits | 銀行存款的利息收入 | 5,616 | 9,144 |
| Gain on disposal of a subsidiary | 出售一間附屬公司的收益 | — | 32,520 |
| Gain on previously held equity interest remeasured at acquisition-date fair value | 原持有的股權按收購日公平值重新計量之收益 | — | 8,819 |
| Bargain purchase gain on acquisition of a subsidiary | 收購附屬公司時的購買收益 | — | 159 |
| | | 51,800 | 79,731 |
| Other gains/(losses), net | 其他收益／(虧損)，淨額 | | |
| Net foreign exchange gain/(loss) | 外匯收益／(虧損)淨額 | 787 | (2,105) |
| Net loss on disposal of property, plant and equipment | 出售物業、廠房及設備的虧損淨額 | (2,774) | (1,053) |
| Gain/(loss) from sales of other materials | 銷售其他材料收益／(虧損) | 1,021 | (9,794) |
| Others | 其他 | 2,918 | 5,639 |
| | | 1,952 | (7,313) |

7. (Loss)/profit before tax

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

7. 除稅前(虧損)／利潤

本集團除稅前(虧損)／利潤已扣除：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|-------------------------------|-----------------------------------|-----------------------------------|
| (a) Staff costs# (including directors' and chief executive's remuneration (note 9)) | (a) 員工成本#(包括董事及主要行政人員薪酬(附註9)) | | |
| Salaries, wages and other benefits | 薪金、工資及其他福利 | 201,374 | 192,647 |
| Contributions to retirement schemes | 退休計劃供款 | 20,273 | 27,356 |
| | | 221,647 | 220,003 |

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7. (Loss)/profit before tax (continued)

7. 除稅前(虧損)/利潤(續)

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-----|---|-----------------------------------|-----------------------------------|
| (b) | Auditor's remuneration | | |
| (b) | 核數師酬金 | | |
| | Audit services | 2,791 | 2,641 |
| | Tax services | — | 52 |
| | Other services | 272 | 335 |
| | | 3,063 | 3,028 |
| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
| (c) | Other items | | |
| | 其他項目 | | |
| | Amortisation of lease prepayments (note 17) | 4,244 | 3,862 |
| | Depreciation# (note 14) | 229,426 | 193,273 |
| | (Reversal)/provision for warranties# (note 32) | (3,621) | 28,446 |
| | Operating lease charges — properties | 1,914 | 1,778 |
| | Research and development costs | 210,252 | 223,975 |
| | Impairment of trade receivables and contract assets, net (note 23 and 24) | 44,497 | 18,900 |
| | Impairment of property, plant and equipment (note 14) | 47,020 | — |
| | Net loss on disposal of property, plant and equipment | 2,774 | 1,053 |
| | Cost of inventories sold# (note 22(b)) | 2,953,556 | 2,831,712 |
| | Cost of services rendered# | 671,346 | 510,031 |

Cost of inventories sold and cost of services rendered include, in aggregate, RMB364,086,000 (2017: RMB371,039,000) for the year ended 31 December 2018, relating to staff costs, depreciation and provision for warranties which amounts are also included in the respective total amounts disclosed separately above or in note 7(a) for each of these types of expenses.

截至二零一八年十二月三十一日止年度的已售存貨成本及已提供服務成本包括有關員工成本、折舊及保用撥備合共人民幣364,086,000元(二零一七年：人民幣371,039,000元)，該款項亦計入就該等各類費用而於上文或於附註7(a)分開披露的各個款項總額。

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8. Finance costs

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|-------------------------------|-----------------------------------|-----------------------------------|
| Interests on bank and other loans wholly repayable within five years | 須於五年內全數償清的銀行及其他貸款利息 | 135,469 | 120,631 |
| Interests on finance leases | 融資租賃利息 | 543 | 1,071 |
| Total interest expenses on financial liabilities not at fair value through profit or loss | 非按公平值於損益賬列賬財務負債的利息開支總額 | 136,012 | 121,702 |

8. 融資成本

9. Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及最高行政人員酬金

根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部須予披露的年內董事及最高行政人員的酬金如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|------------|-----------------------------------|-----------------------------------|
| Fees | 袍金 | 3,708 | 3,383 |
| Other emoluments: | 其他酬金： | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 253 | 256 |
| Retirement scheme contributions | 退休計劃供款 | 33 | 34 |
| | | 286 | 290 |
| | | 3,994 | 3,673 |

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9. Directors' and chief executive's remuneration (continued)

9. 董事及最高行政人員酬金(續)

| | | 2018 二零一八年 | | | |
|--|----------------|---------------|--|---------------------------------------|---------|
| | | Fees | Salaries, allowances and benefits in kind | Retirement scheme contributions | Total |
| | | 袍金 | 基本 薪金、津貼 及實物利益 | 退休計劃供款 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Executive directors | 執行董事 | | | | |
| Tan Wenhua | 譚文華 | 873 | — | — | 873 |
| Tan Xin (chief executive) | 譚鑫(行政總裁) | 1,368 | — | 15 | 1,383 |
| WANG Junze | 王鈞澤 | 507 | 253 | 18 | 778 |
| Non-executive director | 非執行董事 | | | | |
| Hsu You Yuan | 許祐淵 | 657 | — | — | 657 |
| Independent non-executive directors | 獨立非執行董事 | | | | |
| Wong Wing Kuen, Albert | 王永權 | 101 | — | — | 101 |
| Fu Shuangye | 符霜葉 | 101 | — | — | 101 |
| Zhang Chun | 張椿 | 101 | — | — | 101 |
| Total | 總計 | 3,708 | 253 | 33 | 3,994 |

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9. Directors' and chief executive's remuneration (continued)

9. 董事及最高行政人員酬金 (續)

| | | 2017 二零一七年 | | | |
|--|----------------|------------------|--|---|------------------|
| | | Fees | Salaries, allowances and benefits in kind 基本 薪金、津貼 及實物利益 | Retirement scheme contributions 退休計劃供款 | Total |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Executive directors | 執行董事 | | | | |
| Tan Wenhua | 譚文華 | 1,011 | — | — | 1,011 |
| Tan Xin (chief executive) | 譚鑫(行政總裁) | 937 | — | 16 | 953 |
| WANG Junze | 王鈞澤 | 504 | 256 | 18 | 778 |
| Non-executive director | 非執行董事 | | | | |
| Hsu You Yuan | 許祐淵 | 619 | — | — | 619 |
| Independent non-executive directors | 獨立非執行董事 | | | | |
| Wong Wing Kuen, Albert | 王永權 | 104 | — | — | 104 |
| Fu Shuangye | 符霜葉 | 104 | — | — | 104 |
| Zhang Chun | 張椿 | 104 | — | — | 104 |
| Total | 總計 | 3,383 | 256 | 34 | 3,673 |

There was no arrangement under which a director or the chief executive waived any remuneration during the year.

於年內，並無董事或最高行政人員訂立任何安排放棄或同意放棄任何酬金。

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10. Five highest paid employees

The five highest paid employees during the year included four (2017: four) directors including the chief executive whose remuneration are disclosed in note 9. The aggregate of the remuneration in respect of the remaining one (2017: one) highest paid employee who is neither a director nor chief executive of the Company is as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|--------------|-----------------------------------|-----------------------------------|
| Basic salaries, allowances and benefits in kind | 基本薪金、津貼及實物利益 | 615 | 625 |
| Retirement scheme contributions | 退休計劃供款 | 15 | 16 |
| | | 630 | 641 |

The remuneration of the remaining one (2017: one) highest paid employee is within the following band:

| | | 2018 二零一八年 Number of individuals 人數 | 2017 二零一七年 Number of individuals 人數 |
|----------------------|---------------|---|---|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 1 | 1 |

10. 五名最高薪酬僱員

年內五名最高薪酬僱員包括四名(二零一七年：四名)董事(包括最高行政人員)，彼等的薪酬於附註9披露。餘下一名(二零一七年：一名)並非本公司董事或最高行政人員的最高薪酬僱員的薪酬總額如下：

餘下一名(二零一七年：一名)最高薪酬僱員的薪酬屬以下組別：

| | | 2018 二零一八年 Number of individuals 人數 | 2017 二零一七年 Number of individuals 人數 |
|----------------------|---------------|---|---|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 1 | 1 |

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11. Income tax

- (a) Income tax in the consolidated statement of profit or loss represents:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|------------------|-----------------------------------|-----------------------------------|
| Current tax – the PRC | 即期稅項 – 中國 | | |
| Provision for the year | 年度撥備 | 177 | 5,856 |
| Under-provision in respect of prior years | 過往年度撥備不足 | 1,015 | 601 |
| | | 1,192 | 6,457 |
| Deferred tax (note 21) | 遞延稅項(附註21) | (13,349) | (15,317) |
| Income tax credit for the year | 年度所得稅抵免 | (12,157) | (8,860) |

- (b) A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, is as follows:

11. 所得稅

- (a) 綜合損益表內所得稅代表：

- (b) 採用本公司與其大部分附屬公司註冊國家(或司法權區)法定稅率所計算的除稅前(虧損)/利潤的稅項開支，與根據實際稅率計算的稅項開支對賬如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---|-------------------------|-----------------------------------|-----------------------------------|
| (Loss)/profit before taxation | 除稅前(虧損)/利潤 | (232,744) | 114,897 |
| Tax at the statutory tax rate | 按法定稅率計算的稅項 | (58,186) | 28,724 |
| Tax effect of non-deductible expenses | 不可扣稅支出的稅務影響 | 1,373 | 2,295 |
| Effect of tax rates differential (note (i)) | 不同稅率的影響(附註(i)) | 518 | 1,877 |
| Effect of tax concessions obtained (note (ii)) | 所獲稅務優惠的影響(附註(ii)) | (1,926) | (23,703) |
| Tax effect of unused tax losses and temporary differences not recognised | 尚未確認的未動用稅項虧損及暫時差額的稅務影響 | 73,902 | 9,908 |
| Utilisation of unused tax loss and temporary differences not recognised in previous years | 動用過往年度尚未確認的未動用稅項虧損及暫時差額 | (28,853) | (28,562) |
| Under-provision in respect of prior years | 過往年度撥備不足 | 1,015 | 601 |
| Tax charge at the Group effective rate | 按本集團實際稅率計算的稅項開支 | (12,157) | (8,860) |

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11. Income tax (continued)

(b) (continued)
Notes:

- (i) Hong Kong profits tax is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits of the Company's subsidiaries incorporated in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the subsidiaries incorporated in Hong Kong either did not have any assessable profits subject to Hong Kong profits tax or had accumulated tax losses brought forward from previous years to offset the assessable profits for the year.

The Company and its subsidiaries incorporated in the Cayman Islands and the British Virgin Islands are not subject to any income tax pursuant to the local rules and regulations of their respective countries of incorporation.

The statutory tax rate applicable to the Company's subsidiary incorporated in Germany is 15% for the year ended 31 December 2018 (2017: 15%). No provision for the German income tax has been made as the subsidiary incorporated in Germany did not have any taxable profits for the year ended 31 December 2018 (2017: Nil).

The statutory tax rate applicable to the Company's subsidiary incorporated in Ghana was 35% for the year ended 31 December 2018 (2017: 35%). No provision for the Ghana income tax has been made as the subsidiary incorporated in Ghana did not have any taxable profits for the year ended 31 December 2018 (2017: Nil).

- (ii) The income tax rate of the Company's PRC subsidiaries is 25% except for the subsidiaries mentioned below:

Jinzhou Yangguang Energy Co., Ltd. ("Yangguang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2012 for a term of three years, and has been registered with the local tax authority to be eligible for a reduced income tax rate of 15%. Yangguang has renewed the "High and New Technology Enterprise" certificate in 2018 effective for the three years from 2018 to 2020. Accordingly, Yangguang was entitled to the 15% income tax rate for 2018 and 2017.

Jinzhou Huachang Photovoltaic Technology Ltd ("Jinzhou Huachang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2014 for a term of three years, and has been registered with the local tax authority to be eligible for a reduced income tax rate of 15%. Jinzhou Huachang has renewed the "High and New Technology Enterprise" certificate in 2017 effective for the three years from 2017 to 2019. Accordingly, Jinzhou Huachang was entitled to the 15% income tax rate for 2018 and 2017.

11. 所得稅 (續)

(b) (續)
附註：

- (i) 年內香港利得稅按本公司於香港註冊成立的附屬公司的估計應課稅利潤的16.5% (二零一七年：16.5%) 計算。由於香港註冊成立的附屬公司並無任何應繳納香港利得稅的應課稅利潤或過往年度承前累計稅項虧損可抵銷年內應課稅利潤，故並無作出香港利得稅撥備。

本公司及其於開曼群島及英屬處女群島註冊成立的附屬公司根據其各自註冊成立國家的當地規則及規例毋須繳納任何所得稅。

截至二零一八年十二月三十一日止年度，本公司於德國註冊成立的附屬公司適用的法定稅率為15% (二零一七年：15%)。由於該間在德國註冊成立的附屬公司於截至二零一八年十二月三十一日止年度並無任何應課稅利潤，故並無作出德國所得稅撥備 (二零一七年：無)。

截至二零一八年十二月三十一日止年度，本公司於加納註冊成立的附屬公司適用的法定稅率為35% (二零一七年：35%)。由於該間在加納註冊成立的附屬公司於截至二零一八年十二月三十一日止年度並無任何應課稅利潤，故並無作出加納所得稅撥備 (二零一七年：無)。

- (ii) 本公司的中國附屬公司的所得稅率為25%，惟下述附屬公司除外：

錦州陽光能源有限公司 (「陽光」) 於二零一二年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。二零一八年，陽光更新「高新科技」證書，有效期為三年，自二零一八年起至二零二零年止。因此，錦州陽光於二零一八年及二零一七年可按15%所得稅率繳稅。

錦州華昌光伏科技有限公司 (「錦州華昌」) 於二零一四年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。二零一七年，錦州華昌更新「高新科技」證書，有效期為三年，自二零一七年起至二零一九年止。因此，錦州華昌於二零一八年及二零一七年可按15%所得稅率繳稅。

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11. Income tax (continued)

- (b) (continued)
Notes: (continued)
(ii) (continued)

Solargiga Energy (Qinghai) Co., Ltd. ("Qinghai") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2016 for a term of three years, and has been registered with the local tax authority to be eligible for a reduced income tax rate of 15%. Accordingly, Qinghai was entitled to the 15% income tax rate for 2018 and 2017.

Jinzhou Yangguang Jinmao Photovoltaic Technology Co., Ltd. (錦州陽光錦懋光伏科技有限公司)("Jinzhou Jinmao"), has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2016 for a term of three years, and has been registered with the local tax authority to be eligible for a reduced income tax rate of 15%. Accordingly, Jinzhou Jinmao was entitled to the 15% income tax rate for 2018 and 2017.

Jinzhou Yangguang Motech Renewable Energy Co., Ltd ("Jinzhou Motech") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2017 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Accordingly, Jinzhou Motech was entitled to the 15% income tax rate for 2018 and 2017.

12. Dividends

The board does not recommend to declare a final dividend for the year ended 31 December 2018 (2017: Nil).

13. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

- (a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to the ordinary equity holders of the Company of RMB222,402,000 (2017: profit of RMB107,462,000) and the weighted average of 3,211,780,566 (2017: 3,211,780,566) ordinary shares of the Company in issue during the year.

- (b) Diluted (loss)/earnings per share

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the years ended 31 December 2018 and 2017 in respect of a dilution as the Group had no dilutive potential ordinary shares in issue during the years ended 31 December 2018 and 2017.

11. 所得稅(續)

- (b) (續)
附註：(續)
(ii) (續)

陽光能源(青海)有限公司(「陽光青海」)於二零一六年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，陽光青海於二零一八年及二零一七年可按15%所得稅率繳稅。

錦州陽光錦懋光伏科技有限公司(Jinzhou Yangguang Jinmao Photovoltaic Technology Co., Ltd.) (「錦州錦懋」)於二零一六年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，錦州錦懋於二零一八年及二零一七年可按15%所得稅率繳稅。

錦州陽光茂迪新能源有限公司(「錦州茂迪」)於二零一七年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，錦州茂迪於二零一八年及二零一七年可按15%所得稅率繳稅。

12. 股息

董事會不建議就截至二零一八年十二月三十一日止年度宣派末期股息(二零一七年：無)。

13. 本公司普通股權益持有人應佔每股(虧損)/盈利

- (a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據本公司普通股權益持有人應佔虧損人民幣222,402,000元(二零一七年：盈利人民幣107,462,000元)以及年內本公司已發行普通股加權平均股數3,211,780,566股(二零一七年：3,211,780,566股)計算。

- (b) 每股攤薄(虧損)/盈利

於截至二零一八年及二零一七年十二月三十一日止年度，本集團並無潛在攤薄的已發行普通股，因此並無對截至二零一八年及二零一七年十二月三十一日止年度呈列的每股基本(虧損)/盈利款額作出攤薄調整。

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14. Property, plant and equipment

14. 物業、廠房及設備

| | | Construction in progress | Buildings | Plant, machinery and equipment | Motor vehicles | Furniture and fittings | Total |
|--|-------------------|-----------------------------|-----------|---|-------------------|---------------------------|-------------|
| | | 在建工程 | 樓宇 | 廠房、機器 及設備 | 汽車 | 家具及固定 裝置 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Cost: | 成本： | | | | | | |
| At 1 January 2018 | 於二零一八年一月一日 | 117,916 | 629,162 | 1,959,349 | 26,342 | 19,568 | 2,752,337 |
| Exchange adjustments | 匯兌調整 | — | — | — | — | 33 | 33 |
| Additions | 添置 | 290,325 | 831 | 39,065 | 2,387 | 4,056 | 336,664 |
| Disposals | 出售 | — | — | (178,388) | (177) | (8,974) | (187,539) |
| Transfer | 轉撥 | (154,887) | 5,791 | 149,096 | — | — | — |
| At 31 December 2018 | 於二零一八年 十二月三十一日 | 253,354 | 635,784 | 1,969,122 | 28,552 | 14,683 | 2,901,495 |
| Accumulated depreciation and impairment losses: | 累計折舊及減值虧損： | | | | | | |
| At 1 January 2018 | 於二零一八年一月一日 | (71,483) | (136,810) | (974,325) | (21,352) | (17,268) | (1,221,238) |
| Exchange adjustments | 匯兌調整 | — | — | — | — | (33) | (33) |
| Depreciation for the year | 年度折舊 | — | (24,941) | (200,023) | (1,733) | (2,729) | (229,426) |
| Written back on disposals | 出售時撥回 | — | — | 104,628 | 168 | 8,453 | 113,249 |
| Provision for impairment losses | 減值準備 | — | — | (47,020) | — | — | (47,020) |
| At 31 December 2018 | 於二零一八年 十二月三十一日 | (71,483) | (161,751) | (1,116,740) | (22,917) | (11,577) | (1,384,468) |
| Net book value: | 賬面淨值： | | | | | | |
| At 31 December 2018 | 於二零一八年 十二月三十一日 | 181,871 | 474,033 | 852,382 | 5,635 | 3,106 | 1,517,027 |

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14. Property, plant and equipment (continued) 14. 物業、廠房及設備(續)

| | | Construction in progress | Buildings | Plant, machinery and equipment | Motor vehicles | Furniture and fittings | Total |
|--|-------------------|-----------------------------|-----------|---|-------------------|---------------------------|-------------|
| | | 在建工程 | 樓宇 | 廠房、機器 及設備 | 汽車 | 家具及固定 裝置 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Cost: | 成本： | | | | | | |
| At 1 January 2017 | 於二零一七年一月一日 | 217,905 | 466,737 | 2,038,015 | 26,535 | 23,168 | 2,772,360 |
| Exchange adjustments | 匯兌調整 | — | — | — | — | (18) | (18) |
| Additions | 添置 | 64,964 | 11,424 | 25,719 | 1,019 | 1,364 | 104,490 |
| Acquisition of a subsidiary | 收購一間附屬公司 | — | 117,058 | 112,376 | 2,668 | 247 | 232,349 |
| Disposals | 出售 | (10,865) | — | (77,433) | (3,880) | (5,535) | (97,713) |
| Disposal of a subsidiary | 出售一間附屬公司 | — | (13,394) | (245,703) | — | (34) | (259,131) |
| Transfer | 轉撥 | (154,088) | 47,337 | 106,375 | — | 376 | — |
| At 31 December 2017 | 於二零一七年 十二月三十一日 | 117,916 | 629,162 | 1,959,349 | 26,342 | 19,568 | 2,752,337 |
| Accumulated depreciation and impairment losses: | 累計折舊及減值虧損： | | | | | | |
| At 1 January 2017 | 二零一七年一月一日 | (70,370) | (86,060) | (878,643) | (20,873) | (20,093) | (1,076,039) |
| Exchange adjustments | 匯兌調整 | — | — | — | — | 18 | 18 |
| Depreciation for the year | 年度折舊 | — | (24,302) | (165,707) | (1,169) | (2,095) | (193,273) |
| Acquisition of a subsidiary | 收購一間附屬公司 | — | (29,846) | (45,320) | (1,549) | (193) | (76,908) |
| Written back on disposals | 出售時撥回 | — | — | 56,301 | 2,239 | 5,067 | 63,607 |
| Disposal of a subsidiary | 出售一間附屬公司 | — | 3,398 | 57,931 | — | 28 | 61,357 |
| Transfer | 轉撥 | (1,113) | — | 1,113 | — | — | — |
| At 31 December 2017 | 於二零一七年 十二月三十一日 | (71,483) | (136,810) | (974,325) | (21,352) | (17,268) | (1,221,238) |
| Net book value: | 賬面淨值： | | | | | | |
| At 31 December 2017 | 於二零一七年 十二月三十一日 | 46,433 | 492,352 | 985,024 | 4,990 | 2,300 | 1,531,099 |

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14. Property, plant and equipment (continued)

The net carrying amount of the Group's fixed assets held under finance leases included in the total amounts of property, plant and equipment (note 33) at 31 December 2018 was Nil (2017: RMB13,406,000).

As at 31 December 2018, certain of the Group's interest-bearing bank borrowings were secured by certain of the Group's property, plant and equipment (note 28), which had an aggregate net book value of RMB454,831,000 (31 December 2017: RMB335,713,000).

Substantially all of the Group's property, plant and equipment are located in Mainland China.

The Group has yet to obtain property ownership certificates for certain buildings included in property, plant and equipment with an aggregate net book value of RMB283,974,000 as at 31 December 2018 (31 December 2017: RMB292,760,000). Notwithstanding this, the directors are of the opinion that the Group owned the beneficial title to these buildings as at 31 December 2018.

For the year ended 31 December 2018, the recoverable amount of certain subsidiaries' property, plant and equipment of the Group's silicon solar ingots/wafers segment and the silicon solar wafers cells segment's was lower than its carrying amount according to the negative expectation for the photovoltaic industry. The Group assessed the recoverable amounts and as a result, the carrying amount of the property, plant and equipment of certain subsidiaries in the silicon solar ingots/wafers segment and the silicon solar wafers cells segment was written down to its recoverable amount of RMB465,056,000. An impairment loss of RMB47,020,000 was recognised in "Impairment of property, plant and equipment". The estimates of recoverable amount of the silicon solar ingots/wafers segment and the silicon solar wafers cells segment were based on value in use. The after-tax discount rate is 14.50%. Management believes any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed their recoverable amount. The key assumptions used for the value in use calculations are the revenue and operating costs.

14. 物業、廠房及設備(續)

於二零一八年十二月三十一日，計入物業、廠房及設備總額的本集團根據融資租賃持有的固定資產之賬面淨值為無(二零一七年：人民幣13,406,000元)(附註33)。

於二零一八年十二月三十一日，本集團若干計息銀行借貸乃以本集團賬面淨值總額人民幣454,831,000元(二零一七年十二月三十一日：人民幣335,713,000元)的若干物業、廠房及設備作抵押(附註28)。

本集團絕大部分物業、廠房及設備均位於中國大陸。

本集團尚未獲得若干計入物業、廠房及設備的樓宇的房屋所有權證。於二零一八年十二月三十一日，該等樓宇的賬面淨值總額為人民幣283,974,000元(二零一七年十二月三十一日：人民幣292,760,000元)。然而，董事認為，本集團於二零一八年十二月三十一日擁有該等樓宇的實益業權。

截至二零一八年十二月三十一日止年度，根據光伏行業的負面預期，本集團太陽能硅棒／硅片分部及太陽能電池分部的若干附屬公司物業、廠房及設備的可收回金額低於其賬面值。本集團評估可收回金額，亦因此，太陽能硅棒／硅片及太陽能電池分部若干附屬公司的物業、廠房及設備的賬面值已減記至其可收回金額人民幣465,056,000元。物業、廠房及設備減值確認減值虧損人民幣47,020,000元。太陽能硅棒／硅片部分和太陽能電池部分的可收回金額的估計基於使用價值。稅後折現率為14.50%。管理層認為，可收回金額所依據的關鍵假設的任何合理可能變動均不會導致賬面金額超過其可收回金額。用於計算使用價值的關鍵假設是收入和運營成本。



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14. Property, plant and equipment (continued)

Property, plant and equipment leased out under operating leases

The Group leases out a limited portion of land and buildings under operating leases. The leases typically run for a period of five years, with an option to renew the leases upon expiry at which time all terms are renegotiated. None of the leases includes contingent rentals.

The Group's total future minimum lease receivables under non-cancellable operating leases are as follows:

14. 物業、廠房及設備(續)

根據經營租賃出租的物業、廠房及設備

本集團根據經營租賃出租極小部分土地及樓宇。該等租賃一般為期五年，可於屆滿時選擇重續租賃，所有條款將於重續時重新磋商。該等租賃並不包括或然租金。

本集團根據不可撤銷經營租賃應收的未來最低租賃款總額如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------|-----|-----------------------------------|-----------------------------------|
| Within 1 year | 一年內 | — | 68 |

15. Intangible assets

15. 無形資產

| | | Customer relationships 客戶關係 RMB'000 人民幣千元 | Customer contracts 客戶合約 RMB'000 人民幣千元 | Patents 專利 RMB'000 人民幣千元 | Total 總額 RMB'000 人民幣千元 |
|--|--------------------|--|--|-----------------------------------|---------------------------------|
| Cost: | 成本： | | | | |
| At 1 January and 31 December 2018 | 於二零一八年一月一日及十二月三十一日 | 185,230 | 2,411 | 67,228 | 254,869 |
| Accumulated amortisation and impairment losses: | 累計攤銷及減值虧損： | | | | |
| At 1 January and 31 December 2018 | 於二零一八年一月一日及十二月三十一日 | (185,230) | (2,411) | (67,228) | (254,869) |
| Net book value: | 賬面淨值： | | | | |
| At 31 December 2018 | 於二零一八年十二月三十一日 | — | — | — | — |

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15. Intangible assets (continued)

15. 無形資產 (續)

| | | Customer relationships 客戶關係 RMB'000 人民幣千元 | Customer contracts 客戶合約 RMB'000 人民幣千元 | Patents 專利 RMB'000 人民幣千元 | Total 總額 RMB'000 人民幣千元 |
|--|--------------------|--|--|-----------------------------------|---------------------------------|
| Cost: | 成本： | | | | |
| At 1 January and 31 December 2017 | 於二零一七年一月一日及十二月三十一日 | 185,230 | 2,411 | 67,228 | 254,869 |
| Accumulated amortisation and impairment losses: | 累計攤銷及減值虧損： | | | | |
| At 1 January and 31 December 2017 | 於二零一七年一月一日及十二月三十一日 | (185,230) | (2,411) | (67,228) | (254,869) |
| Net book value: | 賬面淨值： | | | | |
| At 31 December 2017 | 於二零一七年十二月三十一日 | — | — | — | — |

The intangible assets were fully impaired during the year ended 31 December 2012.

無形資產已於截至二零一二年十二月三十一日止年度悉數減值。

16. Goodwill

16. 商譽

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------------------------|----------------|-----------------------------------|-----------------------------------|
| Cost: | 成本： | | |
| At 1 January and 31 December | 於一月一日及十二月三十一日 | 208,237 | 208,237 |
| Accumulated impairment losses: | 累計減值虧損： | | |
| At 1 January and 31 December | 於一月一日及十二月三十一日 | (208,237) | (208,237) |
| Carrying amount: | 賬面值： | | |
| At 31 December | 於十二月三十一日 | — | — |

The goodwill was fully impaired during the year ended 31 December 2012.

商譽已於截至二零一二年十二月三十一日止年度悉數減值。

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17. Land lease prepayments

17. 土地租賃預付款項

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------------------------|--------------|-----------------------------------|-----------------------------------|
| Cost: | 成本： | | |
| At 1 January | 於一月一日 | 170,273 | 141,453 |
| Additions | 添置 | — | 25,126 |
| Acquisition of a subsidiary | 收購一間附屬公司 | — | 23,335 |
| Disposal of a subsidiary | 出售一間附屬公司 | — | (19,641) |
| At 31 December | 於十二月三十一日 | 170,273 | 170,273 |
| Accumulated amortisation: | 累計攤銷： | | |
| At 1 January | 於一月一日 | (24,040) | (21,403) |
| Amortisation for the year | 年內攤銷 | (4,244) | (3,862) |
| Acquisition of a subsidiary | 收購一間附屬公司 | — | (2,666) |
| Disposal of a subsidiary | 出售一間附屬公司 | — | 3,891 |
| At 31 December | 於十二月三十一日 | (28,284) | (24,040) |
| Net book value: | 賬面淨值： | | |
| At 31 December | 於十二月三十一日 | 141,989 | 146,233 |

Lease prepayments represent the payments made on the acquisitions of the lands held under operating leases mainly for production plants. All the lands are located in Mainland China with a lease period of 50 years.

As at 31 December 2018, certain of the Group's interest-bearing bank borrowings were secured by certain of the Group's lease prepayments (note 28), which had an aggregate net book value of RMB51,809,000 (31 December 2017: RMB48,835,000).

租賃預付款項指就收購於經營租賃項下持有主要作生產廠房用途的土地所作出的付款。所有土地均位於中國大陸，租賃期為50年。

於二零一八年十二月三十一日，本集團若干計息銀行借貸乃以本集團賬面淨值總額人民幣51,809,000元(二零一七年十二月三十一日：人民幣48,835,000元)的租賃預付款項作抵押(附註28)。

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18. Prepayments for raw materials

In order to secure a stable supply of polysilicon materials, the Group entered into short-term and long-term contracts with certain raw material suppliers and made advance payments to these suppliers which are to be offset against future purchases. Prepayments for raw materials where the Group expects to receive the raw materials more than twelve months after the end of the reporting period are classified as non-current assets and to receive within one year are classified as current assets. There was no prepayment for raw materials made to a related party as at 31 December 2018 (31 December 2017: Nil).

As at 31 December 2014, management reassessed the prepayments for potential impairment and identified one of the suppliers, from which the Group allegedly failed to purchase the quantities of polysilicon under the long-term supply contract, and therefore made a provision of RMB70,369,000.

Based on the updated assessment by management for the year ended 31 December 2018, no further impairment or reversal of impairment was made during the year ended 31 December 2018. The movement in the impairment provision during the year merely represented exchange adjustments.

19. Investments in associates

18. 原材料預付款項

為確保有穩定多晶硅原材料供應，本集團與若干原材料供應商訂立短期及長期合約並向該等供應商支付預付款項，該等款項將於日後購買中抵銷。本集團預期於報告期間結算日後十二個月以上方取得原材料的原材料預付款項分類為非流動資產，並將一年內取得原材料的原材料預付款項分類為流動資產。於二零一八年十二月三十一日，概無支付予關聯方的原材料預付款項(二零一七年十二月三十一日：無)。

於二零一四年十二月三十一日，管理層已對預付款項的潛在減值重新作出評估，並已確認其中一名供應商，據稱本集團未有根據長期供應合約向其購買該數量的多晶硅，並因此作出人民幣70,369,000元的撥備。

根據管理層於截至二零一八年十二月三十一日止年度更新的評估，於截至二零一八年十二月三十一日止年度概無就減值進一步計提撥備或撥回減值。年內減值撥備變動僅為匯兌調整。

19. 於聯營公司的投資

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------|--------|-----------------------------------|-----------------------------------|
| Share of net assets | 應佔資產淨值 | 5,591 | 5,251 |

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19. Investments in associates (continued)

The following list contains the particular of the associates, which are unlisted corporate entities:

19. 於聯營公司的投資(續)

下表載列聯營公司的詳情，其為非上市公司實體：

| Name of associate | Form of business structure | Place of establishment and business | Registered and paid-in capital | Percentage of ownership interest attributable to the Group 本集團應佔擁有權百分比 | Principal activities |
|---|----------------------------|---------------------------------------|--|---|--|
| 聯營公司名稱 | 業務架構形式 | 註冊成立及業務地點 | 註冊及實繳資本 | 擁有權百分比 | 主要業務 |
| Jinzhou Chengguang New Energy Technology Co., Ltd. ("Chengguang") 錦州城光新能源科技 有限公司(「城光」) | Incorporated 註冊成立 | The PRC/ Mainland China 中國／中國大陸 | Registered capital of RMB10,000,000 人民幣10,000,000元 | 49 | Construction of photovoltaic power plants 建造光伏電站 |
| Jiangsu Oriental Huida New Energy Technology Co., Ltd. ("Huida") 江蘇東方惠達新能源科技 有限公司(「惠達」) | Incorporated 註冊成立 | The PRC/ Mainland China 中國／中國大陸 | Registered capital of RMB20,000,000 and paid-in capital of RMB4,700,000 註冊資本人民幣 20,000,000元及實繳資 本人民幣4,700,000元 | 30 | Construction of photovoltaic power plants 建造光伏電站 |
| Liaoning Little Giant Energy Technology Co., Ltd. ("Little Giant") 遼寧小巨人新能源科技 有限公司(「小巨人」) | Incorporated 註冊成立 | The PRC/Mainland China 中國／中國大陸 | Registered capital of RMB10,000,000 and paid-in capital of RMB2,000,000 註冊資本人民幣 10,000,000元及實繳資 本人民幣2,000,000元 | 30 | Construction of photovoltaic power plants 建造光伏電站 |

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

上述全部聯營公司均使用權益法於綜合財務報表內入賬。

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19. Investments in associates (continued)

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

| | | Chengguang 城光 | | Huida 惠達 | | Little Giant 小巨人 | |
|---|---------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
| Gross amounts of the associates | 聯營公司總金額 | | | | | | |
| Non-current assets | 非流動資產 | 42,046 | 42,046 | 673 | 245 | — | — |
| Current assets | 流動資產 | 3 | 4 | 3,279 | 4,849 | 1,198 | — |
| Current liabilities | 流動負債 | (32,088) | (32,088) | (150) | (1,565) | (37) | — |
| Net assets | 資產淨值 | 9,961 | 9,962 | 3,802 | 3,529 | 1,161 | — |
| Revenue | 收益 | — | — | 1,078 | 450 | 131 | — |
| Loss for the year | 年度虧損 | (1) | (8) | (4,029) | (1,171) | (839) | — |
| Total comprehensive loss | 全面虧損總額 | (1) | (8) | (4,029) | (1,171) | (839) | — |
| Reconciled to the Group's interests in the associates | 與本集團於聯營公司權益對賬 | | | | | | |
| Gross amounts of net assets of the associates | 聯營公司資產淨值總額 | 9,961 | 9,962 | 3,802 | 3,529 | 1,161 | — |
| The Group's effective interests | 本集團實際權益 | 49% | 49% | 30% | 30% | 30% | — |
| The Group's shares of net assets of the associates | 本集團應佔聯營公司資產淨值 | 4,881 | 4,881 | 1,141 | 1,149 | 348 | — |
| Unrealised profits on downstream transactions | 下游交易的未變現利潤 | (779) | (779) | — | — | — | — |
| Carrying amounts in the consolidated financial statements | 綜合財務報表所載賬面值 | 4,102 | 4,102 | 1,141 | 1,149 | 348 | — |

19. 於聯營公司的投資 (續)

主要聯營公司的財務資料概要經任何會計政策差異調整及與綜合財務報表內賬面值對賬後披露如下：

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20. Equity investments designated at fair value through other comprehensive income/available-for-sale investments

20. 以公允價值計量且其變動計入其他綜合收益的權益投資／可供出售投資

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Equity investments designated at fair value through other comprehensive income | 以公允價值計量且其變動計入其他綜合收益的權益投資 | | |
| Unlisted equity investments, at fair value Jinzhou Xincheng Yangguang Power Plants Co., Ltd.# | 非上市權益投資，按公平值錦州信誠陽光電站有限公司# | 2,430 | — |
| Available-for-sale investments | 可供出售投資 | | |
| Unlisted equity investments, at fair value | 非上市權益投資，按公平值 | — | 2,430 |

The equity investment is the investment in an unlisted company which is a limited liability company established in the PRC. On 1 January 2018 (the initial application date of HKFRS 9), the Group's management has assessed and classified the equity investment into equity investment through other comprehensive income and measured it at fair value, as the Group considers this investment to be strategic in nature.

非上市公司的股權投資為於中國成立的有限責任公司。於二零一八年一月一日(香港財務報告準則第9號的首次應用日期)，本集團管理層已按其他全面收益評估及分類股權投資於股權投資，並按公平值計量，因為本集團認為該投資屬於策略性質。

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21. Deferred tax

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

21. 遞延稅項

於綜合財務狀況表確認的遞延稅項資產／(負債)的項目及年內變動如下：

| | | Deferred income | Fair value adjustment on business combination | Provision for doubtful debt and inventories | Depreciation allowance in excess of related depreciation | Provision for warranties | Losses available for offsetting against future taxable profits | Others | Total |
|--|------------------|-----------------|---|---|--|--------------------------|--|---------|---------|
| | | 遞延收入 | 業務合併的公平值 | 呆賬及存貨撥備 | 折舊撥備超逾相關折舊 | 保用撥備 | 應納稅利潤可供日後抵銷的虧損 | 其他 | 總計 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| At 1 January 2017 | 於二零一七年一月一日 | 1,912 | (2,782) | 863 | (69) | 16,112 | — | 629 | 16,665 |
| (Charged)/credited to profit or loss (note 11) | 於損益(扣除)/計入(附註11) | (1,173) | 72 | 2,175 | (2) | 5,767 | 8,475 | 3 | 15,317 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 739 | (2,710) | 3,038 | (71) | 21,879 | 8,475 | 632 | 31,982 |
| At 1 January 2018 | 於二零一八年一月一日 | 739 | (2,710) | 3,038 | (71) | 21,879 | 8,475 | 632 | 31,982 |
| (Charged)/credited to profit or loss (note 11) | 於損益(扣除)/計入(附註11) | (739) | 72 | 2,031 | 31 | (704) | 13,290 | (632) | 13,349 |
| At 31 December 2018 | 於二零一八年十二月三十一日 | — | (2,638) | 5,069 | (40) | 21,175 | 21,765 | — | 45,331 |

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21. Deferred tax (continued)

Deferred tax assets not recognised

At 31 December 2018, the Group has not recognised deferred tax assets in respect of unused tax losses of RMB695,958,000 (31 December 2017: RMB474,760,000) and RMB158,443,000 (31 December 2017: RMB176,888,000) attributable to its subsidiaries in Mainland China and Hong Kong, respectively, and certain deductible temporary differences of RMB331,402,000 (31 December 2017: RMB236,053,000), as it is not probable that future taxable profits against which the losses or deductible temporary differences can be utilised will be available in the relevant tax jurisdictions and entities.

Included in the unrecognised tax losses, RMB158,443,000 (31 December 2017: RMB176,888,000) may be carried forward indefinitely and the remaining balance will expire at various dates up to 2023.

Deferred tax liabilities not recognised

At 31 December 2018, taxable temporary differences relating to the undistributed profits of certain subsidiaries of the Group established in the PRC amounted to RMB10,281,000 (2017: RMB13,424,000). No deferred tax liabilities have been recognised in respect of the withholding tax that would be payable on distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits from these subsidiaries will not be distributed in the foreseeable future.

21. 遞延稅項(續)

尚未確認遞延稅項資產

於二零一八年十二月三十一日，本集團並無就分別於中國大陸及香港的附屬公司人民幣695,958,000元(二零一七年十二月三十一日：人民幣474,761,000元)及人民幣158,443,000元(二零一七年十二月三十一日：人民幣176,888,000元)的應佔未動用稅項虧損及若干可扣減暫時差額人民幣331,402,000元(二零一七年十二月三十一日：人民幣236,053,000元)確認遞延稅項資產，原因為相關稅務司法權區及實體不大可能有未來應課稅利潤以供動用虧損或可扣減暫時差額。

未確認稅項虧損中的人民幣158,443,000元(二零一七年十二月三十一日：人民幣176,888,000元)可無限期結轉，餘額將於截至二零二三年的不同日期屆滿。

尚未確認遞延稅項負債

於二零一八年十二月三十一日，與本集團於中國成立的若干附屬公司未分派利潤有關的應課稅暫時差額為人民幣10,281,000元(二零一七年：人民幣13,424,000元)。概無就分派該等保留利潤應付的預扣稅項確認任何遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而其已決定該等附屬公司於可見未來分派利潤的機會不大。

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22. Inventories

(a) Inventories in the consolidated statement of financial position comprise:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Materials and supplies | 材料及供應品 | 133,977 | 156,661 |
| Finished goods | 製成品 | 256,214 | 262,072 |
| Less: Write-down of inventories to net realisable value | 減：存貨撇減至可變 現淨值 | (42,823) | (15,202) |
| | | 347,368 | 403,531 |

(b) The analysis of the amount of inventories sold is as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------------------------|----------|-----------------------------------|-----------------------------------|
| Carrying amount of inventories sold | 已售存貨的賬面值 | 2,925,935 | 2,835,994 |
| Write-down of inventories | 存貨撇減 | 27,621 | — |
| Reversal of write-down of inventories | 存貨撇減回沖 | — | (4,282) |
| | | 2,953,556 | 2,831,712 |

22. 存貨

(a) 綜合財務狀況表所載存貨包括：

(b) 已售的存貨金額分析如下：

23. Trade and bills receivables

Trade receivables
Bills receivable
Less: Impairment

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-------------------|--------|-----------------------------------|-----------------------------------|
| Trade receivables | 應收貿易賬款 | 1,387,746 | 1,345,780 |
| Bills receivable | 應收票據 | 213,893 | 376,178 |
| Less: Impairment | 減：減值 | (117,916) | (73,350) |
| | | 1,483,723 | 1,648,608 |

23. 應收貿易賬款及票據

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23. Trade and bills receivables (continued)

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Within 1 month | 一個月內 | 546,396 | 672,937 |
| 1 to 3 months | 一至三個月 | 349,844 | 358,121 |
| 4 to 6 months | 四至六個月 | 164,867 | 233,068 |
| 7 to 12 months | 七至十二個月 | 339,784 | 298,998 |
| Over 1 year | 超過一年 | 82,832 | 85,484 |
| | | 1,483,723 | 1,648,608 |

The Group normally allows a credit period of 30-90 days to its customers. However, regarding domestic photovoltaic module sales, some trade receivables are granted longer credit periods of up to 180 days depending on the construction period of photovoltaic power plants. In addition, 10% of the total amount of receivables are retained as warranties in some domestic contracts, and will generally be recovered in around one year. As a result, the trade receivables turnover days of module sales are generally longer.

The movements in the loss allowance for impairment of trade receivables are as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-------------------------------------|------------------|-----------------------------------|-----------------------------------|
| At beginning of year | 於年初 | 73,350 | 57,248 |
| Effect of adoption of HKFRS 9 | 適用香港財務報告準則第9號的影響 | — | — |
| At beginning of year (restated) | 於年初(重述) | 73,350 | 57,248 |
| Exchange adjustments | 匯兌調整 | 1,248 | (1,260) |
| Impairment losses (note 7) | 已確認減值損失(附註7) | 44,211 | 18,900 |
| Amount written off as uncollectible | 撇銷為不可收回之款項 | (893) | (1,538) |
| At end of year | 於年末 | 117,916 | 73,350 |

23. 應收貿易賬款及票據(續)

於報告期間結算日，扣除呆賬撥備後的應收貿易賬款及票據的賬齡按發票日期分析如下：

本集團一般給予客戶30至90日的信貸期。但針對國內之組件銷售，部分應收帳款的回收需取決於電站建設的工程週期，賬款信貸期較長，達180天。此外，亦需留有應收帳款總額的10%作為一些國內合同之質保金，此質保金一般在一年內收回。故此，組件銷售之應收貿易賬款週轉日一般較長。

貿易應收款項減值虧損撥備變動如下：

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23. Trade and bills receivables (continued)

Impairment under HKFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. 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. Generally, trade receivables are written off if the Group is satisfied that recovery of the amount is remote.

The Group sells its products to large-scale Chinese state-owned and multinational composite enterprises, which have been maintaining good credit ratings with high reputations all over the world. The Group traded with such enterprises and never had any receivables that could not be recovered. Therefore, the directors were of the opinion that no impairment allowance was necessary for large-scale Chinese state-owned enterprises and multinational composite enterprises.

The Group applies the simplified approach to the provision for expected credit losses prescribed by HKFRS 9, which permits the use of lifetime expected loss provision for all trade debtors. To measure the expected credit loss on trade debtors excluding receivables from large-scale Chinese State-owned and multinational composite enterprises, trade debtors have been grouped based on shared credit risk characteristics and the ageing.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2018

| | | Large-scale Chinese state-owned and multinational composite enterprises 大型中國國有和跨國複合型企業 | Within | Between | Between | Between | Over | Total |
|----------------------------------|-------------------|---|---------|---------------|---------------|---------------|---------|-----------|
| | | | 1 year | 1 and 2 years | 2 and 3 years | 3 and 4 years | 4 years | |
| | | | 一年內 | 一年至二年 | 二年至三年 | 三年至四年 | 超過四年 | 總計 |
| Expected credit loss rates | 預期信貸虧損率 | — | 13.46% | 44.03% | 64.12% | 89.76% | 100% | |
| Gross carrying amount (RMB'000) | 賬面總值(人民幣千元) | 1,122,979 | 152,140 | 5,663 | 24,567 | 30,410 | 51,987 | 1,387,746 |
| Expected credit losses (RMB'000) | 預期信貸虧損 (人民幣千元) | — | 20,478 | 2,493 | 15,752 | 27,296 | 51,897 | 117,916 |

23. 應收貿易賬款及票據(續)

香港財務報告準則第9號下載至二零一八年十二月三十一日止年度的減值

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，如本集團納該金額的回收率較低時，應收貿易款項則予以撇銷。

本集團向信貸評級良好並且在全球有良好聲譽的大型國有企業以及跨國公司銷售產品。本集團與該類企業的交易沒有出現過未能收回的呆壞賬。因此，管理層認為無需對大型國有企業和跨國公司的應收款項計提壞賬。

香港財務報告準則第9號準則允許對所有貿易債務方使用預計剩餘週期內計提壞賬損失的方法，因此本集團採用了簡化方法計提預期壞賬損失。為了衡量除大型國有企業和跨國公司以外的貿易債務方的預期壞賬損失，我們按照信貸風險特徵和賬齡對貿易債權人進行分類。

下表載列本集團使用撥備矩陣計算的應收貿易款項的信貸風險資料：

於二零一八年十二月三十一日

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23. Trade and bills receivables (continued)

Impairment under HKAS 39 for the year ended 31 December 2017

Included in the above provision for impairment of trade receivables, which was measured based on incurred credit losses under HKAS 39, as at 31 December 2017, was a provision for individually impaired trade receivables of RMB73,350,000 with a carrying amount before provision of RMB1,345,780,000. The individually impaired trade receivables relate to customers that were in financial difficulties or were in default in principal payments and none of the receivables is expected to be recovered.

The ageing analysis of trade and bills receivables as at 31 December 2017 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

23. 應收貿易賬款及票據(續)

香港會計準則第39號下載至二零一七年十二月三十一日止年度的減值

於二零一七年十二月三十一日，上述應收貿易款項減值撥備乃根據香港會計準則第39號已產生信貸虧損計量，其包括個別減值應收貿易款項人民幣73,350,000元的撥備，計提撥備前的賬面值為人民幣1,345,780,000元。個別減值貿易應收款項涉及財務困難或拖欠本金付款的客戶，預期不會收回任何應收款項。

於二零一七年十二月三十一日，香港會計準則第39號下並無個別或共同被視為減值的應收貿易款項及應收票據的賬齡分析如下：

| | | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------------------|----------|-----------------------------------|
| Not past due | 並無逾期 | 1,368,439 |
| Less than 1 month past due | 逾期少於一個月 | 90,543 |
| 1 to 3 months past due | 逾期一至三個月 | 118,350 |
| 4 to 6 months past due | 逾期四至六個月 | 13,609 |
| 7 to 12 months past due | 逾期七至十二個月 | 10,516 |
| Over 1 year past due | 逾期一年以上 | 47,151 |
| | | 1,648,608 |

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default. Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

未逾期亦未減值的應收款項與近期無拖欠記錄的大量多元化客戶有關。逾期但未減值的應收款項與本集團若干有良好往績記錄的獨立客戶有關。基於過往經驗，由於信貸質素並無重大變動，且該等結餘仍被視為可悉數收回，故董事認為毋須就該等結餘根據香港會計準則第39號計提減值撥備。

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23. Trade and bills receivables (continued)

As at 31 December 2018, bills receivable amounting to RMB141,283,000 (31 December 2017: RMB53,196,000), together with pledged deposits amounting to RMB243,284,000 (31 December 2017: RMB42,801,000) had been pledged as security to banks for acquiring interest-bearing bank borrowings amounting to Nil (31 December 2017: RMB219,749,000), for issuing bills payable to suppliers amounting to RMB661,518,000 (31 December 2017: RMB95,700,000), and for issuing letters of guarantee amounting to RMB46,984,000 (31 December 2017: RMB20,000,000).

24. Contract assets

| | | 31 December 2018 於二零一八年 十二月 三十一日 RMB'000 人民幣千元 | 1 January 2018 於二零一八年 一月一日 RMB'000 人民幣千元 | 31 December 2017 於二零一七年 十二月 三十一日 RMB'000 人民幣千元 |
|-------------------------------|----------|--|---|--|
| Contract assets arising from: | 合約資產產生於： | | | |
| Processing services | 加工服務 | 13,364 | 35,125 | — |
| Construction services | 興建服務 | 2,127 | — | — |
| Impairment | 減值 | (286) | — | — |
| | | 15,205 | 35,125 | — |

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance in satisfying the respective performance obligations at the reporting date on processing and construction contracts. Upon completion of service and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. All above contract assets as at 31 December 2018 are expected to be recovered or settled within one year.

23. 應收貿易賬款及票據(續)

於二零一八年十二月三十一日，應收票據人民幣141,283,000元(二零一七年十二月三十一日：人民幣53,196,000元)以及已抵押存款人民幣243,284,000元(二零一七年十二月三十一日：人民幣42,801,000元)已抵押作為銀行就銀行計息借款為無(二零一七年十二月三十一日：人民幣219,749,000元)的抵押品、用以開具應付供應商的票據人民幣661,518,000元(二零一七年十二月三十一日：人民幣95,700,000元)元應付票據及人民幣46,984,000元(二零一七年十二月三十一日：人民幣20,000,000元)的擔保函。

24. 合約資產

合約資產主要與本集團考慮已完成而未結算的工作有關，因為該等權利取決於本集團於報告日期在履行加工及建築合約時履行各自履約責任的未來表現。在客戶完成服務和接受後，確認為合約資產的金額將重新分類為貿易應收款項。截至二零一八年十二月三十一日的所有上述合約資產預計將在一年內收回或結算。

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24. Contract assets (continued)

The movements in the loss allowance for impairment of contract assets are as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------------------|----------------------|-----------------------------------|-----------------------------------|
| At beginning of year | 於年初 | — | — |
| Effect of adoption of HKFRS 9 | 採納香港財務報告 準則第9號的影響 | — | — |
| At beginning of year (restated) | 於年初(重列) | — | — |
| Impairment losses, net (note 7) | 減值損失，淨額 (附註7) | 286 | — |
| At end of year | 於年末 | 286 | — |

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases.

The Group provides processing services and construction services to large-scale Chinese state-owned enterprises, which have been maintaining good credit ratings with high reputations. Therefore, the directors were of the opinion that no impairment allowance was needed.

24. 合約資產(續)

合約資產減值虧損撥備的變動如下：

每個報告日期使用撥備矩陣進行減值分析，以計算預期信用損失。因為合約資產及貿易應收款項來自同一客戶基礎，計算合約資產的預期信用損失的撥備率乃根據貿易應收款項計提。

本集團為大型中國國有企業提供加工服務和興建服務，這些企業一直保持良好的信譽評級並享有很高的聲譽。因此，董事認為無需提供減值撥備。

| | | Large-scale Chinese state-owned enterprises 大型中國 國有企業 | Within 1 year 一年內 | Total 總計 |
|----------------------------------|---------------|--|----------------------|-------------|
| Expected credit loss rates | 預期信用損失率 | — | 13.46% | |
| Gross carrying amount (RMB'000) | 總賬面金額(人民幣千元) | 13,364 | 2,127 | 15,491 |
| Expected credit losses (RMB'000) | 預期信用損失(人民幣千元) | — | 286 | 286 |

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25. Prepayments, other receivables and other assets

25. 預付款項、按金及其他應收款項

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-------------------------------|----------|-----------------------------------|-----------------------------------|
| Prepayments for raw materials | 原材料的預付款項 | 174,486 | 142,686 |
| Deductible value-added tax | 可扣減增值稅 | 53,146 | 180,412 |
| Other receivables | 其他應收款項 | 20,103 | 31,029 |
| Impairment allowance | 減值撥備 | (6,800) | (6,800) |
| | | 240,935 | 347,327 |

The other receivables mainly represent deposits and staff advances, and an impairment analysis is performed at each reporting date by considering the probability of default. Except the separate item of prepayments already impaired, as the financial assets included in the above balances relate to receivables for which there was no recent history of default, no impairment was provided during the year.

其他應收款項主要為存款及員工墊款，並於各報告日期通過考慮違約概率進行減值分析。除已經減值的單項預付款項外，由於上述金額內有關應收款項的財務資產近期並無拖欠記錄，故並無於年內提供減值。

26. Pledged deposits

Certain of the Group's bank deposits were pledged to secure bank loans and other banking facilities granted to the Group as follows:

26. 已抵押存款

本集團若干銀行存款已就本集團獲授的銀行貸款及其他銀行融資作出抵押，載列如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|------------------------------------|--------------|-----------------------------------|-----------------------------------|
| Pledged as security for bank loans | 抵押作為銀行貸款的抵押品 | 182,025 | 176,296 |
| Others | 其他 | 243,284 | 42,801 |
| | | 425,309 | 219,097 |

The effective annual interest rate for pledged deposits with banks was 1.2% for the year ended 31 December 2018 (2017: 1.5%).

截至二零一八年十二月三十一日止年度，已抵押予銀行的存款的實際年利率為1.2厘（二零一七年：1.5厘）。

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27. Cash and cash equivalents

27. 現金及現金等價物

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|------------------------|---------|-----------------------------------|-----------------------------------|
| Cash and bank balances | 現金及銀行結餘 | 239,712 | 191,185 |

Cash and bank balances totalling RMB134,887,000 (31 December 2017: RMB135,549,000) as at 31 December 2018 are denominated in RMB. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

於二零一八年十二月三十一日的現金及銀行結餘合共人民幣134,887,000元(二零一七年十二月三十一日：人民幣135,549,000元)以人民幣列值。人民幣不可自由兌換為其他貨幣。然而，根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團獲批准透過授權銀行將人民幣兌換作外幣以進行外匯業務。

銀行現金根據日常銀行存款利率按浮動利率賺取利息。短期定期存款期限為一天至三個月，視乎本集團的即時現金需求而定，並以相應的短期定期存款利率賺取利息。銀行結餘及已抵押存款已存入近期並無欠款記錄且信用良好的銀行。

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28. Interest-bearing borrowings

28. 計息借貸

| | Notes 附註 | 2018 二零一八年 | | | 2017 二零一七年 | | |
|--|-------------|---|----------------|------------------|---|----------------|------------------|
| | | Effective interest rate (%) 實際利率 (%) | Maturity 到期 | RMB'000 人民幣千元 | Effective interest rate (%) 實際利率 (%) | Maturity 到期 | RMB'000 人民幣千元 |
| Current: | | | | | | | |
| Bank loans – secured | (a) | 7.14–8.3075 | 2019 | 794,500 | 2.3744–7.14 | 2018 | 1,024,880 |
| Bank loans – guaranteed | (b) | 5.02–8.3075 | 2019 | 851,630 | 2.5–7.14 | 2018 | 895,763 |
| Current portion of long-term borrowings | | | | | | | |
| Third parties – guaranteed | (b) | 1.6–7.5 | 2019 | 127,010 | 1.6–3.3 | 2018 | 1,679 |
| Total | | | | 1,773,140 | | | 1,922,322 |
| Non-current: | | | | | | | |
| Third parties – guaranteed | (b) | 1.6–7.5 | 2020–2023 | 17,317 | 1.6–6 | 2019–2020 | 124,758 |
| Total | | | | 17,317 | | | 124,758 |

(a) The bank borrowings are secured, among which RMB794,500,000 (2017: RMB1,024,880,000) was secured by certain of the Group's property, plant and equipment and land lease prepayments with the net book value of RMB506,640,000 (2017: RMB604,297,000).

(b) Certain subsidiaries' borrowings are guaranteed by the other subsidiaries of the Group.

(a) 銀行借貸為有抵押，其中人民幣794,500,000元(二零一七年：人民幣1,024,880,000元)以本集團賬面淨值為人民幣506,640,000元(二零一七年：人民幣604,297,000元)的若干物業、廠房及設備以及土地租賃預付款項作抵押。

(b) 若干附屬公司的借款由本集團其他附屬公司擔保。

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Analysed into: | 分析為： | | |
| Bank loans repayable: | 須予償還的銀行貸款： | | |
| Within one year or on demand | 一年內或按要求 | 1,646,130 | 1,920,643 |
| Other borrowings repayable: | 須予償還的其他借貸： | | |
| Within one year | 一年內 | 127,010 | 1,679 |
| In the second year | 第二年 | 4,700 | 122,994 |
| In the third to fifth years, inclusive | 第三至五年，包括 首尾兩年 | 12,617 | 1,764 |
| | | 144,327 | 126,437 |
| | | 1,790,457 | 2,047,080 |

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29. Trade and bills payables

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Trade payables | 應付貿易賬款 | 546,547 | 611,729 |
| Bills payable | 應付票據 | 894,518 | 443,807 |
| | | 1,441,065 | 1,055,536 |

(a) The ageing analysis of trade and bills payables at the end of the reporting period, based on the invoice date, is as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Within 1 month | 一個月內 | 449,254 | 413,868 |
| 1 to 3 months | 一至三個月 | 319,128 | 285,633 |
| 4 to 6 months | 四至六個月 | 267,889 | 292,278 |
| 7 to 12 months | 七至十二個月 | 365,662 | 18,226 |
| Over 1 year | 超過一年 | 39,132 | 45,531 |
| | | 1,441,065 | 1,055,536 |

(b) As at 31 December 2018, the Group's bills payable of RMB661,518,000 (31 December 2017: RMB95,700,000) were secured by Group's bills receivable of RMB141,283,000 (31 December 2017: RMB53,196,000) (note 23) and by Group's pledged deposits of RMB196,300,000 (31 December 2017: Nil (note 26)).

29. 應付貿易賬款及票據

(a) 於報告期間結算日，應付貿易賬款及票據的賬齡按發票日期分析如下：

(b) 於二零一八年十二月三十一日，本集團人民幣661,518,000元(二零一七年十二月三十一日：人民幣95,700,000元)的應付票據以本集團人民幣141,283,000元(二零一七年十二月三十一日：人民幣53,196,000元)的應收票據(附註23)以及人民幣196,300,000(二零一七年十二月三十一日：無)的已抵押存款作抵押(附註26)。

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30. Other payables and accruals

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-------------------------------------|-------------|-----------------------------------|-----------------------------------|
| Other payables and accrued expenses | 其他應付款項及應計開支 | 82,730 | 67,040 |
| Other tax payables | 其他應付稅項 | 21,147 | 23,444 |
| Receipts in advance | 預收款項 | — | 43,850 |
| Dividends payable | 應付股息 | 148 | 142 |
| | | 104,025 | 134,476 |

The above amounts are unsecured, interest-free and have no fixed terms of repayment.

上述金額為無抵押，免息且無固定還款期。

31. Contract liabilities

Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:

| | | 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 | 1 January 2018 於二零一八年 一月一日 RMB'000 人民幣千元 |
|-----------------------------|--------|--|---|
| Sale of industrial products | 銷售工業產品 | 64,466 | 43,850 |

Contract liabilities include short-term advances received to deliver industrial products. The increase in contract liabilities in 2018 was mainly due to the increase in short-term advances received from customers in relation to the provision of industrial products at the end of the year.

31. 合約負債

於二零一八年十二月三十一日及二零一八年一月一日的合約負債詳情如下：

合約負債包括提供工業產品的短期預付款。二零一八年年內合約負債增加主要是由於客戶於年底提供工業產品所產生的短期墊款增加所致。

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32. Provisions

32. 撥備

| | | Provision for warranties | Provision for inventory purchase commitment | Total |
|----------------------|-------------------|-----------------------------|--|------------------------|
| | | 保用撥備 RMB'000 人民幣千元 | 存貨購買 承擔撥備 RMB'000 人民幣千元 | 總計 RMB'000 人民幣千元 |
| At 1 January 2017 | 於二零一七年一月一日 | 84,193 | 49,408 | 133,601 |
| Provisions made | 所作撥備 | 28,446 | — | 28,446 |
| Exchange adjustments | 匯兌調整 | — | (2,869) | (2,869) |
| At 31 December 2017 | 於二零一七年 十二月三十一日 | 112,639 | 46,539 | 159,178 |
| At 1 January 2018 | 於二零一八年一月一日 | 112,639 | 46,539 | 159,178 |
| Provisions made | 所作撥備 | (3,621) | — | (3,621) |
| Exchange adjustments | 匯兌調整 | — | 2,344 | 2,344 |
| At 31 December 2018 | 於二零一八年 十二月三十一日 | 109,018 | 48,883 | 157,901 |

The Group's photovoltaic modules were typically sold with a 2 or 5-year warranty for defects in materials and workmanship and a 10-year and 25-year minimum power output warranty, against declines of more than 10% and 20%, respectively, of initial power generation capacity from the date of delivery. The Group has the obligation to repair or replace solar modules, under the terms of the warranty policy. The Group maintains warranty reserves to cover potential liabilities that could arise under these warranties.

本集團的光伏組件出售時一般附帶自交付日期起2年或5年物料損壞及人工保用，以及10年及25年最低電力輸出保證，分別保證電力輸出下降幅度不會多於初步發電產能10%及20%。根據保用政策條款，本集團有責任對太陽能組件進行維修或置換。本集團設有保用儲備以覆蓋該等保用項下的潛在負債。

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32. Provisions (continued)

The Group has adopted the equivalent of 1% of photovoltaic modules' revenues to estimate the warranty obligation, which is consistent with the practice of the solar industry. In light of the historical sharp decline and anticipated long-term decreasing trend of module prices, the Group reassessed and updated the estimation of future warranty costs with effect from 1 January 2018. The accrual basis still stays at 1% as prior assumptions, and based on the historical experience and best estimation, the Group believes that the average selling price of solar modules over the past two years would reflect the estimated warranty cost liability more precisely, as opposed to the current and past spot prices. According to the updated product replacement cost, the Group decreased the warranty provision in respect of prior years of RMB35,905,000 for the year ended 31 December 2018.

A subsidiary of the Group entered into a long-term supply contract (the "Supply Contract") with one of its suppliers in 2011. As at 31 December 2018, the subsidiary has made a non-refundable prepayment of US\$11,500,000 to the supplier, based on the Supply Contract. As at 31 December 2018, the subsidiary recognised a provision for impairment of RMB78,927,000 (31 December 2017: RMB75,143,000) (note 32) for the non-refundable prepayment and a provision of RMB48,883,000 (31 December 2017: RMB46,539,000) for the onerous contract.

On 27 April 2018, the supplier filed a complaint and a claim of a sum totalling approximately US\$391,000,000 against the subsidiary for the above alleged breach of the Supply Contract. The case is unsettled and currently in litigation. Based on information currently available to the Group, the directors determined that it was not necessary to make any further provision for the contingent losses from the Supply Contract for the year ended 31 December 2018.

32. 撥備(續)

本集團已採用相當於1%的光伏組件的收益用於估算保用義務，其符合太陽能行業的做法。鑑於組件價格歷史上的急劇下降和預期長期下降的趨勢，本集團於二零一八年一月一日起重新評估和更新了對未來保用成本的估算，其應計基礎仍如先前的假設保持於1%，並根據歷史經驗和最佳估算，本集團認為，相較以現在和過去的現貨價格為基準，以過去兩年太陽能組件的平均銷售價格為基準，能更準確反映估算保用成本責任。截至二零一八年十二月三十一日止年度，根據上述更新產品更換成本，本集團減少有關以前年度保用撥備人民幣35,905,000元。

本集團一間附屬公司與其供應商之一於二零一一年訂立長期供應合約(「供應合約」)。於二零一八年十二月三十一日，該附屬公司按照供應合約向供應商支付不可退回的預付款項11,500,000美元。於二零一八年十二月三十一日，該附屬公司已就不可退回的預付款項確認減值撥備人民幣78,927,000元(二零一七年十二月三十一日：人民幣75,143,000元)(附註32)，並就有償合約確認撥備人民幣48,883,000元(二零一七年十二月三十一日：人民幣46,539,000元)。

於二零一八年四月二十七日，供應商就上述涉嫌違反供應合約的附屬公司提出了申訴和總額約為391,000,000美元的索賠。案件尚未解決，目前正在訴訟之中。根據本集團目前可獲得的信息，本公司董事確定截至二零一八年十二月三十一日止年度毋需就供應合約的或然虧損計提任何其他撥備。



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33. Finance lease payables

The Group leases certain of its plant and machinery for Segment A. These leases are classified as finance leases and have remaining lease terms ranging from one to three years.

As at 31 December 2018, the total future minimum lease payments under finance leases and their present values were as follows:

| | | Minimum lease payments 最低租賃付款 | | Present value of minimum lease payments 最低租賃付款現值 | |
|---|--------------------|-----------------------------------|-----------------------------------|--|-----------------------------------|
| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
| Amounts payable: | 應付金額： | | | | |
| Within one year | 一年內 | — | 8,519 | — | 8,242 |
| In the second year | 第二年 | — | 1,864 | — | 1,598 |
| In the third year, inclusive | 第三年(包括第三年) | — | — | — | — |
| Total minimum finance lease payments | 融資租賃最低付款總額 | — | 10,383 | — | 9,840 |
| Future finance charges | 未來融資費用 | — | (543) | | |
| Total net finance lease payables | 融資租賃應付款項總淨額 | — | 9,840 | | |
| Portion classified as current liabilities | 歸類為流動負債的部分 | — | (8,000) | | |
| Non-current portion | 非流動部分 | — | 1,840 | | |

34. Deferred income

Various government grants have been received by the Group for generating export sales, participating in high-tech industry and constructing various manufacturing and photovoltaic power plants in Jinzhou, Liaoning Province, and Xining, Qinghai Province, the PRC.

Those government grants related to assets are recognised in the consolidated statement of financial position initially as deferred income and are amortised to profit or loss as other income over the useful lives of the assets.

33. 融資租賃應付款項

本集團就分部A租賃若干廠房及機器。該等租賃歸類為融資租賃，剩餘租期介乎一至三年不等。

於二零一八年十二月三十一日，根據融資租賃日後的最低租賃付款總額及其現值如下：

34. 遞延收入

本集團因產生出口銷售、從事高科技行業及在中國遼寧省錦州和青海省西寧興建多個製造廠房及光伏電站而獲得不同的政府補貼。

該等與資產有關的政府補貼最初於綜合財務狀況表中確認為遞延收入，並按資產可使用年期於損益內攤銷為其他收入。

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35. Retirement benefit schemes

Employees of the Group's PRC subsidiaries are required to participate in a defined contribution retirement benefit scheme administered and operated by the local municipal government. The Group's PRC subsidiaries were required to make contributions to the scheme at 20% of the employees' salaries per annum to fund the retirement benefits of the employees.

The Group is required to participate in defined contribution retirement schemes administered and operated by Bureau of Labour Insurance of Taiwan for employees employed in Taiwan. Under the schemes, the employer is required to make contributions to the schemes at 6% of the employees' relevant income. Contributions to the schemes vest immediately.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF scheme vest immediately.

The Group has no other material obligation for the payment of retirement benefits associated with the schemes beyond the contributions described above.

36. Share capital

Authorised and issued share capital

| | | 2018 二零一八年 | | 2017 二零一七年 | |
|--|---------------|-----------------------|-------------|-----------------------|-------------|
| | | No. of shares 股份數目 | '000 千元 | No. of shares 股份數目 | '000 千元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.1 each | 每股面值0.1港元的普通股 | 5,000,000,000 | HK\$500,000 | 5,000,000,000 | HK\$500,000 |
| Equivalent to | 相當於 | | RMB450,000 | | RMB450,000 |
| Ordinary shares, issued and fully paid: | 已發行及繳足普通股： | | | | |
| At 1 January and 31 December | 於一月一日及十二月三十一日 | 3,211,780,566 | RMB276,727 | 3,211,780,566 | RMB276,727 |

35. 退休福利計劃

本集團中國附屬公司僱員須參與由地方市政府管理及營辦的定額供款退休福利計劃。本集團中國附屬公司須按僱員年薪的20%向計劃作出供款，為僱員退休福利提供資金。

本集團須為受聘於台灣的僱員參加由台灣勞工保險局管理及營辦的定額供款退休計劃。根據該等計劃，僱主須按僱員相關收入的6%向計劃作出供款。向計劃作出的供款即時歸屬。

本集團亦已根據香港強制性公積金計劃條例，為其受香港僱傭條例所管轄的僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃為定額供款退休計劃，由獨立受託人管理。強積金計劃規定僱主及其僱員各自按僱員相關收入的5%向計劃作出供款，以每月相關收入30,000港元為上限。向強積金計劃作出的供款即時歸屬。

除上述供款外，本集團毋須就支付該等計劃有關的退休福利承擔其他重大責任。

36. 股本

法定及已發行股本

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37. Reserves

(1) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. The share premium is distributable.

(2) General reserve fund

Pursuant to the relevant PRC laws and the articles of association of the Company's subsidiaries established in the PRC, these PRC subsidiaries are required to transfer a minimum of 10% of their distributable profits after taxation based on their PRC statutory financial statements to the general reserve fund until the balance of the fund is at least half of the paid-in capital of the relevant subsidiaries. The amounts allocated to this reserve are determined by the respective boards of directors with reference to the minimum requirement.

For the entities concerned, the general reserve fund can be converted into capital in proportion to the equity holders' existing equity holdings, provided that the balance after such conversion is not less than 25% of the registered capital.

(3) Capital reserve

The capital reserve comprises the fair value of shares allotted and issued over the subscription costs and share options granted to employees of the Group.

(4) Exchange reserve

The exchange reserve comprises all exchange differences arising from the translation of the financial statements of Group companies into the presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

(5) Other reserve

Other reserve mainly represents the differences between considerations of acquisitions of equity interests from non-controlling equity owners and the carrying amount of the proportionate net assets.

37. 儲備

(1) 股份溢價

股份溢價賬的應用受開曼群島公司法規管。股份溢價可予分派。

(2) 一般儲備金

根據有關中國法律及本公司於中國註冊成立的附屬公司的組織章程細則，此等中國附屬公司須將其中國法定財務報表所示的除稅後可分派利潤最少10%轉撥至一般儲備金，直至該儲備金結餘至少達相關附屬公司實繳股本一半為止。各自董事會經參照最低要求後，釐定分配至該儲備的金額。

就有關實體而言，一般儲備金可按權益持有人現時的持股比例兌換為資本，惟兌換後結餘不得少於註冊資本的25%。

(3) 資本儲備

資本儲備為配發及發行予本集團僱員的股份超逾認購成本的部分以及授予彼等的購股權的公平值。

(4) 匯兌儲備

匯兌儲備包括所有因換算本集團財務報表至呈列貨幣而產生的匯兌差額。本儲備按附註2.4所載會計政策處理。

(5) 其他儲備

其他儲備主要指向非控制性權益擁有人收購股權的代價與按比例所佔資產淨值的賬面值之間的差額。



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38. Notes to the consolidated statement of cash flows

(a) Major non-cash transactions

During the year, the Group entered into a sale and leaseback arrangement in respect of property, plant and equipment with a total capital value at the inception of the leases of RMB12,000,000 (2017: Nil). The Group will pay the rent on a three year basis and retain the right to acquire the asset with a nominal value. The directors of the Group were of the opinion that the leaseback did not result in a sale and treated the sale and leaseback transaction as a loan secured by the underlying asset.

(b) Changes in liabilities arising from financing activities

38. 綜合現金流量表附註

(a) 重大非現金交易

年內，本集團就物業、廠房及設備訂立售後租回安排，租賃開始時的總資本值為人民幣12,000,000元(二零一七年：無)。本集團將以三年為基礎支付租金，並保留以名義價值收購該資產的權利。本集團董事認為，回租並未導致出售，並將出售及回租交易視為相關資產擔保的貸款。

(b) 融資活動產生的負債變化

| | | Interest-bearing borrowings | Financial lease payable |
|---|---------------|------------------------------------|--------------------------------|
| | | 計息借款 | 融資租賃應付款項 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| At 1 January 2018 | 於二零一八年一月一日 | 2,047,080 | 9,840 |
| Changes from financing cash flows | 融資現金流量的變化 | (256,623) | (9,840) |
| At 31 December 2018 | 於二零一八年十二月三十一日 | 1,790,457 | — |
| | | | |
| | | Interest-bearing borrowings | Financial lease payable |
| | | 計息借款 | 融資租賃應付款項 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| At 1 January 2017 | 於二零一七年一月一日 | 2,216,647 | 15,840 |
| Changes from financing cash flows | 融資現金流量的變化 | (68,067) | (6,000) |
| Increase arising from acquisition of a subsidiary | 因收購附屬公司而增加 | 85,000 | — |
| Decrease arising from disposal of a subsidiary | 因處置附屬公司而減少 | (186,500) | — |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 2,047,080 | 9,840 |

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39. Capital commitments

Capital commitments that relate to the purchase of property, plant and equipment outstanding at 31 December 2018 and 2017 not provided for in the financial statements are as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|-----------------------------------|-----------|-----------------------------------|-----------------------------------|
| Contracted but not provided for | 已訂約但未計提撥備 | 91,341 | 4,278 |
| Authorised but not contracted for | 已授權但未訂約 | — | 332,202 |
| | | 91,341 | 336,480 |

40. Operating lease commitments

At 31 December 2018 and 2017, the total future minimum lease payables under non-cancellable operating leases are payable as follows:

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------------------|---------|-----------------------------------|-----------------------------------|
| Within 1 year | 一年內 | 1,745 | 854 |
| After 1 year but within 5 years | 一年後但五年內 | 745 | 454 |
| After 5 years | 五年後 | 864 | 1,016 |
| | | 3,354 | 2,324 |

The Group is the lessee in respect to a number of properties held under operating leases. The leases typically run for an initial period of two to twenty years, with an option to renew each lease upon expiry when all terms are renegotiated. None of the leases include contingent rentals.

39. 資本承擔

有關購置物業、廠房及設備於二零一八年及二零一七年十二月三十一日尚未償還且並未
在財務報表內撥備的資本承擔如下：

40. 經營租賃承擔

於二零一八年及二零一七年十二月三十一日，根據不可撤銷經營租賃，日後本集團應付的最低租賃付款總額如下：

本集團為多項根據經營租賃所持物業的承租人。該等租賃一般初步為期二至二十年，可選擇於各份租賃屆滿時重續，所有條款於重續時重新磋商。該等租賃並不包括或然租金。

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41. Related party transactions

In addition to the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material related party transactions:

(a) Key management personnel remuneration

Key management personnel receive compensation in the form of salaries, housing and other allowances, benefits in kind, discretionary bonuses and retirement scheme contributions. Details of key management personnel remuneration are disclosed in note 9. Total remuneration is included in "staff costs" as disclosed in note 7(a).

(b) Transactions with associates and entities controlled by directors of the Company

41. 關聯方交易

除財務報表其他部分所披露的交易及結餘外，本集團有如下重大關聯方交易：

(a) 主要管理人員薪酬

主要管理人員以薪金、住房及其他津貼、實物利益、酌情花紅及退休計劃供款的方式收取酬金。主要管理人員薪酬詳情於附註9披露。薪酬總額撥入「員工成本」，詳情於附註7(a)披露。

(b) 與聯營公司及本公司董事所控制的實體之間的交易

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Sales of goods to: the associates of the Group | 銷售貨品予： 本集團聯營公司 | 213 | 770 |
| Purchases of goods and services from: the entities controlled by the directors of the Company or close members of the directors | 向下列各方購買貨品及服務： 本公司董事或董事的近親所 控制的實體 | 487 | 1,390 |

Note:

In the opinion of the directors, the transactions between the Group and the related parties were conducted in the ordinary and usual course of business and on normal commercial terms, and the pricing terms were based on the prevailing market prices.

附註：

董事認為，本集團與關聯方之間的交易是在一般及日常業務過程中按正常商業條款進行，定價條款乃按照當前的市場慣例。

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41. Related party transactions (continued)

(c) Outstanding balances with related parties

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Trade and bills receivables: the associates of the Group the entities controlled by the directors of the Company or close family members of the directors | 應收貿易賬款及票據： 本集團聯營公司 本公司董事或董事的近親所 控制的實體 | 109 | 900 |
| | | — | 12 |
| | | 109 | 912 |
| Prepayment and other receivables: the entities controlled by the directors of the Company or close family members of the directors | 預付款項及其他應收款項： 本公司董事或董事的近親所 控制的實體 | 4,207 | 1,207 |
| Trade payables: the entities controlled by the directors of the Company or close members of the directors' | 應付貿易賬款： 本公司董事或董事的近親所 控制的實體 | 32 | 2,132 |
| Receipt in advance: the entities controlled by the directors of the Company or close family members of the directors | 預收款項： 本公司董事或董事的近親 所控制的實體 | 6 | — |

Note:

The above balances were unsecured, non-interest-bearing and repayable on demand. Trade receivables from and trade payables to related parties were repayable or to be settled on the respective credit terms.

41. 關聯方交易 (續)

(c) 與關聯方之間的尚未償還結餘

附註：

上述結餘為無抵押、免息及須按要求償還。應收及應付關聯方的貿易賬款均按各自的信貸條款償還或清償。

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42. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018

Financial assets

| | | Financial assets fair value through other comprehensive income 公允價值通過 其他綜合收益 的財務資產 RMB'000 人民幣千元 | Financial assets at amortised cost 以攤消 成本列帳的 財務資產 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|-------------------------|---|---|---------------------------------|
| Equity investments designated at fair value through other comprehensive income | 通過其他綜合收益以公允價值指定的股權投資 | 2,430 | — | 2,430 |
| Trade and bills receivables | 應收貿易賬款及票據 | — | 1,483,723 | 1,483,723 |
| Financial assets included in prepayments, other receivables and other assets | 計入預付款項、其他應收款項及其他資產的財務資產 | — | 20,103 | 20,103 |
| Contract assets | 合約資產 | — | 15,205 | 15,205 |
| Pledged deposits | 已抵押存款 | — | 425,309 | 425,309 |
| Cash and cash equivalents | 現金及現金等價物 | — | 239,712 | 239,712 |
| | | 2,430 | 2,184,052 | 2,186,482 |

Financial liabilities

財務負債

| | | Financial liabilities at amortised cost 以攤消成本列帳的財務負債 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|---|--------------------------|---|---------------------------------|
| Trade and bills payables | 應付貿易賬款及票據 | 1,441,065 | 1,441,065 |
| Financial liabilities included in other payables and accruals (note 30) | 計入其他應付款項及應計開支的財務負債(附註30) | 68,685 | 68,685 |
| Interest-bearing borrowings | 計息銀行及其他借貸 | 1,790,457 | 1,790,457 |
| | | 3,300,207 | 3,300,207 |

42. 按類型劃分的財務工具

於報告期間結算日，各類財務工具的賬面值如下：

二零一八年

財務資產

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42. Financial instruments by category (continued) **42. 按類型劃分的財務工具(續)**

2017

二零一七年

Financial assets

財務資產

| | | Financial assets at amortised cost 以攤銷成本列帳 的財務資產 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|-----------------------------|---|---------------------------------|
| Trade and bills receivables | 應收貿易賬款及票據 | 1,646,608 | 1,646,608 |
| Financial assets included in prepayments, other receivables and other assets | 計入預付款項、其他應收款項 及其他資產的財務資產 | 31,029 | 31,029 |
| Available-for-sale investments | 可供出售投資 | 2,430 | 2,430 |
| Pledged deposits | 已抵押存款 | 219,097 | 219,097 |
| Cash and cash equivalents | 現金及現金等價物 | 191,185 | 191,185 |
| | | 2,092,349 | 2,092,349 |

Financial liabilities

財務負債

| | | Financial liabilities at amortised cost 以攤銷成本 列賬的財務負債 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|------------------------------|---|---------------------------------|
| Trade and bills payables | 應付貿易賬款及票據 | 1,055,536 | 1,055,536 |
| Financial liabilities included in other payables and accruals (note 30) | 計入其他應付款項及應計開支 的財務負債(附註30) | 45,524 | 45,524 |
| Interest-bearing borrowings | 計息銀行及其他借貸 | 2,047,080 | 2,047,080 |
| Finance lease payables | 融資租賃應付款項 | 9,840 | 9,840 |
| | | 3,157,980 | 3,157,980 |

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43. Fair value and fair value hierarchy of financial instruments

- (a) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e., unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e., observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

At 31 December 2018, the financial instruments of the Group carried at fair value were equity investments designated at fair value through other comprehensive income. These instruments fall into Level 3 of the fair value hierarchy described above.

43. 公平值及公平值層級

- (a) 公允價值計量的財務資產及負債

公平值層級

下表列出了在報告期末或在經常性的基礎上，根據香港財務報告準則第13號「公允價值計量」所界定的分為三級的公平值層級的金融工具的分類是參考估值技術中所使用的輸入值的可觀察性和重要性，如下：

- 第一層級估值：公允價值的計量僅使用第一層級輸入值，即於計日期活躍市場中相同資產或負債的未調整的報價。
- 第二層級估值：公允價值的計量使用第二層級輸入值，即無法滿足第一層級的可觀察輸入值，並且不使用重大不可觀察的輸入值。不可觀察的輸入值為沒有市場數據的輸入值。
- 第三層級估值：公允價值的計量僅使用重大不可觀察的輸入值。

截至二零一八年十二月三十一日，本集團以公允價值計量的金融工具是股權投資，並被界定為以公允價值計量且其變動計入其他綜合收益的金融工具。該等金融工具屬於上描公允價值層級中的第三層級。

Fair value measurements as at 31 December 2018 categorised into 於二零一八年十二月三十一日的公允價值計量分類為

| | Fair value at 31 December 2018 於二零一八年 十二月三十一日 的公允價值 RMB'000 人民幣千元 | Quoted prices in | | |
|---|--|--|---|---|
| | | active markets for identical assets (Level 1) 相同資產的 活躍市場報價 (第一層級) RMB'000 人民幣千元 | Significant other observable inputs (Level 2) 重要的 其他可觀察輸入 (第二層級) RMB'000 人民幣千元 | Significant unobservable inputs (Level 3) 重大 不可觀察輸入 (第三層級) RMB'000 人民幣千元 |
| Financial assets Equity investments designated at fair value through other comprehensive income | 2,430 | — | — | 2,430 |
| 財務資產 以公允價值計量且其 變動計入其他綜合 收益的股權投資 | | | | |

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43. Fair value and fair value hierarchy of financial instruments (continued)

- (b) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2018 and 31 December 2017.

44. Financial risk management objectives and policies

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

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

- (a) Credit risk

The Group's credit risk is primarily attributable to cash at banks and trade and bills receivables, contract assets and other receivables. Cash at banks are placed with financial institutions that have sound credit ratings and the Group considers the credit risk to be insignificant.

Maximum exposure as at 31 December 2018

For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 2.2, 23 and 24 to the financial statements.

For other receivables to which the Group applies the general approach for impairment, no impairment was provided during the year as there was no recent history of default, and detailed information is disclosed in notes 2.2 and 25 to the financial statements.

43. 公平值及公平值層級(續)

- (b) 以公允價值以外列賬的財務資產和負債的公允價值

截至二零一八年十二月三十一日及二零一七年十二月三十一日，本集團以成本或攤銷成本列賬的財務工具的賬面金額跟其公允價值並沒有重大差異。

44. 財務風險管理目的及政策

本集團管理資金的首要目的為根據風險水平釐定產品及服務價格以及按合理成本取得融資，藉此保障本集團能持續營運，繼續為股東提供回報與為其他權益持有人帶來利益。

本集團所承擔的信貸、流動資金、利率及外匯風險來自本集團的日常業務。本集團承擔的有關風險以及本集團就管理該等風險所採用的財務風險管理政策及慣例載列如下。

- (a) 信貸風險

本集團的信貸風險主要來自銀行現金以及應收貿易賬款及票據、合約資產以及其他應收款項。銀行現金存放於本集團認為無甚大信貸風險且有良好信貸評級的金融機構。

截至二零一八年十二月三十一日的最大風險

就本集團採用簡化方法進行減值的應收貿易賬款和合約資產而言，基於撥備矩陣的信息已在本財務報表附註2.2、23和24中披露。

就本集團採用一般方法進行減值的其他應收款項而言，由於近期沒有任何違約的歷史，故年內沒有計提任何減值撥備，詳細信息已在本財務報表附註2.2和25中披露。

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44. Financial risk management objectives and policies (continued)

(a) Credit risk (continued)

Maximum exposure as at 31 December 2017

For other trade debtors and other receivables, the Group performs an ongoing individual credit evaluation of its customers' and counterparties' financial conditions. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. The default risk of the industry and country in which debtor operates also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a certain concentration of credit risk as 19% (2017: 23%) of the total trade receivables were due from the Group's largest customer, and 38% (2017: 48%) were due from the five largest customers of the Group.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and bills receivables are set out in note 23.

44. 財務風險管理目的及政策

(a) 信貸風險(續)

截至二零一七年十二月三十一日的最大風險

就其他貿易債務人及其他應收款項而言，本集團對其客戶和交易對手的財務狀況進行持續的個人信用評估。本集團的信貸風險主要受各債務人的個別特質影響。債務人經營的行業及所處國家的欠款風險亦對信貸風險有一定影響，但程度較輕。於報告期間結算日，本集團有若干信貸集中的風險，因為應收貿易賬款總額中有19% (二零一七年：23%) 來自本集團最大客戶的欠款，另38% (二零一七年：48%) 則來自本集團五大客戶的欠款。

扣除任何減值準備後，財務狀況表中每種財務資產的賬面金額已表示其最大的信用風險。有關本集團產生自應收貿易賬款及票據而需承擔的信貸風險的進一步數量披露載於附註23。

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44. Financial risk management objectives and policies (continued)

(b) Liquidity risk

As detailed in note 2.1, the Group's current liabilities exceeded its current assets by RMB676,825,000 as at 31 December 2018. The liquidity of the Group is primarily depending on its ability to maintain adequate cash flows from operations, to renew its short-term bank loans and to obtain adequate external financing to support its working capital and meet its obligations and commitments when they become due. Management is taking certain actions to address these conditions in accordance with the Group's policy of regularly monitoring its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. These actions include negotiating with banks to renew the short term loans and to explore the availability of alternative sources of financing. Further details of these actions and bank loans concerned are set out in note 2.1.

The following tables show 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 current at the end of the reporting period) and the earliest date the Group can be required to pay.

44. 財務風險管理目的及政策 (續)

(b) 流動資金風險

據附註2.1所詳述，本集團於二零一八年十二月三十一日的流動負債超逾其流動資產人民幣676,825,000元。本集團流動資金主要依靠其於經營中維持足夠營運現金流量、重續其短期銀行貸款及取得適合外部融資以支持其營運資金及於到期時履行其責任及承擔的能力。根據本集團定期監察其當期和預期流動資金的需求的政策，管理層已就該等情況採取若干行動，以確保其維持充裕現金儲備及向各大金融機構取得充足承諾信貸額度，以應付長短期的流動資金需求。該等行動包括與銀行進行磋商以更新短期貸款及開拓其他融資渠道。該等行動及銀行貸款的進一步詳情載於附註2.1。

下表載列本集團財務負債於報告期間結算日的餘下合約年限，有關財務負債乃以未折現合約現金流量(包括根據合約利率或(如為浮息)根據報告期間結算日當前利率計算的利息付款)以及本集團須還款的最早日期作為基礎。

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44. Financial risk management objectives and policies (continued)

(b) Liquidity risk (continued)

| | | 2018 二零一八 Contractual undiscounted cash outflow 未折現合約現金流出 | | | | | |
|--------------------------------|---------------|--|------------------------------|--|--|---|--|
| | | Carrying amount at 31 December 於十二月三十一日的賬面值 RMB'000 人民幣千元 | Total 總額 RMB'000 人民幣千元 | Within 1 year or on demand 一年內或接獲通知時 RMB'000 人民幣千元 | More than 1 year but less than 2 years 超過一年但少於兩年 RMB'000 人民幣千元 | More than 2 years but less than 5 years 超過兩年但少於五年 RMB'000 人民幣千元 | More than 5 years 超過五年 RMB'000 人民幣千元 |
| Short-term bank loans | 短期銀行貸款 | 1,773,140 | 1,835,139 | 1,834,519 | — | — | — |
| Long-term bank and other loans | 長期銀行及其他貸款 | 17,317 | 19,629 | 1,244 | 7,434 | 10,951 | — |
| Trade and other payables | 應付貿易賬款及其他應付款項 | 1,509,750 | 1,509,750 | 1,509,750 | — | — | — |
| | | 3,300,207 | 3,363,518 | 3,345,133 | 7,434 | 10,951 | — |

| | | 2017 二零一七年 Contractual undiscounted cash outflow 未折現合約現金流出 | | | | | |
|--------------------------------|---------------|---|------------------------------|--|--|---|--|
| | | Carrying amount at 31 December 於十二月三十一日的賬面值 RMB'000 人民幣千元 | Total 總額 RMB'000 人民幣千元 | Within 1 year or on demand 一年內或接獲通知時 RMB'000 人民幣千元 | More than 1 year but less than 2 years 超過一年但少於兩年 RMB'000 人民幣千元 | More than 2 years but less than 5 years 超過兩年但少於五年 RMB'000 人民幣千元 | More than 5 years 超過五年 RMB'000 人民幣千元 |
| Short-term bank loans | 短期銀行貸款 | 1,922,322 | 1,969,402 | 1,969,402 | — | — | — |
| Long-term bank and other loans | 長期銀行及其他貸款 | 124,785 | 139,410 | 7,180 | 130,370 | 1,860 | — |
| Trade and other payables | 應付貿易賬款及其他應付款項 | 1,101,060 | 1,101,060 | 1,101,060 | — | — | — |
| Finance lease payables | 融資租賃應付款項 | 9,840 | 10,383 | 8,519 | 1,864 | — | — |
| | | 3,157,980 | 3,220,255 | 3,086,161 | 132,234 | 1,860 | — |

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44. Financial risk management objectives and policies (continued)

(c) Interest rate risk

Except for bank deposits and RMB wealth management products with stable interest rates, the Group has no other significant interest-bearing assets. Accordingly, the Group's income and operating cash flows are substantially independent of changes in market interest rates. Details of the effective interest rates for bank deposits are disclosed in notes 26. The Group's interest rate risk arises mainly from borrowings. Borrowings obtained at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk, respectively. The Group does not use derivative financial instruments to hedge its interest rate risk.

(i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings at the end of the reporting period.

44. 財務風險管理目的及政策 (續)

(c) 利率風險

除穩定利率的銀行存款及人民幣理財產品外，本集團並無其他重大計息資產。因此，本集團的收入及經營現金流量大致上不受市場利率變動影響。有關銀行存款實際利率的詳情於附註26中披露。本集團的利率風險主要來自借貸。浮息及定息借貸使本集團分別承擔現金流利率風險及公平值利率風險。本集團並無使用衍生財務工具對沖其利率風險。

(i) 利率概況

下表詳列本集團於報告期間結算日借貸淨額的利率概況。

| | | 2018 二零一八年 | | 2017 二零一七年 | |
|--|----------------------|---|------------------|---|------------------|
| | | Effective interest rate 實際利率 % | RMB'000 人民幣千元 | Effective interest rate 實際利率 % | RMB'000 人民幣千元 |
| Variable rate borrowings | 浮息借貸 | | | | |
| Short-term bank and other loans | 短期及其他銀行貸款 | 3.64 | 166,631 | 2.22 | 366,644 |
| Long-term bank and other loans | 長期銀行及其他貸款 | | — | 6.12 | 120,000 |
| | | | 166,631 | | 486,644 |
| Fixed rate borrowings | 定息借貸 | | | | |
| Short-term bank and other loans | 短期及其他銀行貸款 | 6.75 | 1,606,509 | 6.45 | 1,555,678 |
| Long-term bank and other loans | 長期銀行及其他貸款 | 3.86 | 17,317 | 3.13 | 4,758 |
| | | | 1,623,826 | | 1,560,436 |
| Total borrowings | 借貸總額 | | 1,790,457 | | 2,047,080 |
| Fixed rate borrowings as a percentage of total borrowings | 定息借貸佔借貸總額的百分比 | | 90.7% | | 76.2% |

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44. Financial risk management objectives and policies (continued) 44. 財務風險管理目的及政策(續)

- (c) Interest rate risk (continued)
(ii) Sensitivity analysis

- (c) 利率風險(續)
(ii) 敏感度分析

| | | | The Group 本集團 | | |
|---|--|--|---|---|---|
| 2018 二零一八年 | | | 2017 二零一七年 | | |
| Increase/ (decrease) in interest rate 利率上升/ (下跌) % | Effect on (loss)/ profit for the year 對年度(虧損)/ 利潤的影響 RMB'000 人民幣千元 | Effect on equity 對權益 的影響 RMB'000 人民幣千元 | Increase/ (decrease) in interest rate 利率上升/ (下跌) % | Effect on (loss)/profit for the year 對年度(虧損)/ 利潤的影響 RMB'000 人民幣千元 | Effect on equity 對權益 的影響 RMB'000 人民幣千元 |
| 1 | (1,666) | (1,666) | 1 | (4,866) | (4,866) |
| (1) | 1,666 | 1,666 | (1) | 4,866 | 4,866 |

The sensitivity analysis above indicates the instantaneous change in the Group's (loss)/profit for the year and equity that would have arisen assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for the financial instruments in existence at that date. The analysis has been performed on the same basis as 2017.

以上敏感度分析顯示，假設利率變動於報告期間結算日發生，並將利率變動應用於當天存在的財務工具所承擔的利率風險時，本集團年度(虧損)/利潤及權益的即時變動。二零一七年的分析是以相同的基準進行。

- (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases, bank loans and cash and bank deposits that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily the United States Dollar, Euros, the Hong Kong Dollar, the Japanese Yen and the Chinese Yuan. Management does not expect any significant impact from movements in exchange rates since the Group uses the foreign currencies collected from customers to settle the amounts due to suppliers.

- (d) 外匯風險

本集團承受的外匯風險，主要來自以外幣(即與交易相關的業務功能貨幣以外的貨幣)計值的銷售及採購、銀行貸款以及現金及銀行存款。產生該風險的貨幣主要為美元、歐元、港元、日圓及中國元。管理層並不預期匯率變動會造成任何重大影響，原因為本集團使用自客戶收取的外幣清償應付供應商款項。

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44. Financial risk management objectives and policies (continued)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities in the consolidated statement of financial position (after elimination of intercompany receivables and payables) denominated in a currency other than the functional currency of the entity to which they relate.

44. 財務風險管理目的及政策 (續)

(d) 外匯風險 (續)

(i) 外匯風險

下表詳列本集團於報告期間結算日承擔的外匯風險，外匯風險因以相關實體功能貨幣以外貨幣計值的已於綜合財務狀況表(抵銷公司間應收款項及應付款項後)確認的資產或負債而產生。

Exposure to foreign currencies (expressed in Renminbi)
外匯風險(以人民幣列值)

| | 2018 二零一八年 | | | | | 2017 二零一七年 | | | | |
|--|---|---------------------------------|---|---|--|---|---------------------------------|---|---|--|
| | United States Dollars 美元 RMB'000 人民幣千元 | Euros 歐元 RMB'000 人民幣千元 | Hong Kong Dollars 港幣 RMB'000 人民幣千元 | Japanese Yens 日圓 RMB'000 人民幣千元 | Chinese Yuan 人民幣元 RMB'000 人民幣千元 | United States Dollars 美元 RMB'000 人民幣千元 | Euros 歐元 RMB'000 人民幣千元 | Hong Kong Dollars 港幣 RMB'000 人民幣千元 | Japanese Yens 日圓 RMB'000 人民幣千元 | Chinese Yuan 人民幣元 RMB'000 人民幣千元 |
| Trade and other receivables 應收貿易賬款及其他應收賬款 | 4,143 | 6,953 | — | — | — | 6,349 | 5,376 | — | — | — |
| Cash at banks and on hand 銀行及手頭現金 | 19,192 | 1,834 | 1,309 | 6 | 479 | 9,636 | 1,014 | 816 | 1,158 | 484 |
| Bank and other loans 銀行及其他貸款 | (195,999) | (10,124) | — | — | (120,000) | (138,499) | (58,436) | — | — | (120,000) |
| Trade and other payables 應付貿易賬款及其他應付款項 | (207) | (459) | — | (749) | — | (585) | (41,720) | (391) | (1,193) | — |
| | (172,871) | (1,796) | 1,309 | (743) | (119,521) | (123,099) | (93,766) | 425 | (35) | (119,516) |

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44. Financial risk management objectives and policies (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/(loss) for the year and accumulated losses in equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

| | | 2018 二零一八年 | | | 2017 二零一七年 | | |
|-----------------------|------|---|--|---|---|--|---|
| | | Increase/ (decrease) in foreign exchange rates 匯率上升 (下跌) / % | Effect on profit/ (loss) for the year (虧損)的影響 RMB'000 人民幣千元 | Effect on equity 對權益 的影響 RMB'000 人民幣千元 | Increase/ (decrease) in foreign exchange rates 匯率上升 (下跌) / % | Effect on profit/ (loss) for the year (虧損)的影響 RMB'000 人民幣千元 | Effect on equity 對權益 的影響 RMB'000 人民幣千元 |
| United States Dollars | 美元 | 10 (10) | (17,287) 17,287 | (17,287) 17,287 | 10 (10) | (12,310) 12,310 | (12,310) 12,310 |
| Euros | 歐元 | 10 (10) | (35) 35 | (35) 35 | 10 (10) | (9,377) 9,377 | (9,377) 9,377 |
| Hong Kong Dollars | 港幣 | 10 (10) | 131 (131) | 131 (131) | 10 (10) | 43 (43) | 43 (43) |
| Japanese Yens | 日圓 | 10 (10) | (74) 74 | (74) 74 | 10 (10) | (4) 4 | (4) 4 |
| Chinese Yuans | 人民幣元 | 10 (10) | (11,952) 11,952 | (11,952) 11,952 | 10 (10) | (11,952) 11,952 | (11,952) 11,952 |

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments (excluding intercompany receivables and payables which are eliminated in the consolidated financial statements) held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of Group companies into the presentation currency. The analysis has been performed on the same basis as 2017.

44. 財務風險管理目的及政策 (續)

(d) 外匯風險 (續)

(ii) 敏感度分析

下表顯示本集團因於報告期間結算日承擔重大風險的匯率可能出現合理變動，而致本集團年度利潤/(虧損)及權益累積虧損出現的即時變動。

敏感度分析乃假設已採用有關匯率變動重新計量本集團所持有令其於報告期間結算日承擔外匯風險的該等財務工具(不包括綜合財務報表中抵銷的公司間應收款項及應付款項)。分析不包括將本集團財務報表換算為呈報貨幣所產生的差額。二零一七年的分析是以相同的基準進行。

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44. Financial risk management objectives and policies (continued)

(e) Capital management

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a gearing ratio. For this purpose, the Group defines gearing ratio as total borrowings to the total share capital and reserves.

The gearing ratios at 31 December 2018 and 2017 were as follows:

| | | Note 附註 | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|---------------------------------|---------------|------------|-----------------------------------|-----------------------------------|
| Current liabilities: | 流動負債： | | | |
| Bank and other loans | 銀行及其他貸款 | 28 | 1,773,140 | 1,922,322 |
| | | | 1,773,140 | 1,922,322 |
| Non-current liabilities: | 非流動負債： | | | |
| Bank and other loans | 銀行及其他貸款 | 28 | 17,317 | 124,758 |
| | | | 17,317 | 124,758 |
| Total borrowings | 借貸總額 | | 1,790,457 | 2,047,080 |
| Share capital | 股本 | | 276,727 | 276,727 |
| Reserves | 儲備 | | 438,999 | 673,612 |
| | | | 715,726 | 950,339 |
| Gearing ratio | 資產負債比率 | | 250.2% | 215.4% |

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

44. 財務風險管理目的及政策 (續)

(e) 資金管理

本集團積極定期檢討和管理其資本結構，在高借貸水平所可能帶來更高股東回報，以及穩健資本狀況所提供的優勢和保障兩者中間取得平衡，並因應經濟情況轉變而調整資本結構。

本集團以資產負債比率監察其資本結構。就此而言，本集團將資產負債比率定義為借貸總額相對總股本及儲備的比率。

於二零一八年及二零一七年十二月三十一日的資產負債比率如下：

本公司及其任何附屬公司均毋須遵守外界施加的資本規定。

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

45. Events after the reporting period

No significant events after the reporting period are noted.

46. 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:

45. 報告期後事項

報告期後沒有重大事件發生。

46. 本公司財務狀況表

於報告期間結算日本公司財務狀況表的資料如下：

| | | 2018 二零一八年 RMB'000 人民幣千元 | 2017 二零一七年 RMB'000 人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司的投資 | 1,437,513 | 1,352,661 |
| | | 1,437,513 | 1,352,661 |
| Current assets | 流動資產 | | |
| Cash at banks and on hand | 銀行及手頭現金 | 872 | 480 |
| | | 872 | 480 |
| Current liabilities | 流動負債 | | |
| Other payables | 其他應付款項 | 9,894 | 4,413 |
| | | 9,894 | 4,413 |
| Net current liabilities | 流動負債淨額 | (9,022) | (3,933) |
| Total assets less current liabilities | 資產總值減流動負債 | 1,428,491 | 1,348,728 |
| Net assets | 資產淨值 | 1,428,491 | 1,348,728 |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 276,727 | 276,727 |
| Reserves (note) | 儲備(附註) | 1,151,764 | 1,072,001 |
| Total equity | 權益總額 | 1,428,491 | 1,348,728 |

Notes to Consolidated Financial Statements

財務報表附註

31 December 2018 於二零一八年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

46. Statement of financial position of the Company (continued)

Note:

46. 本公司財務狀況表(續)

附註：

| | | Share premium 股份溢價 RMB'000 人民幣千元 | Exchange reserve 匯兌儲備 RMB'000 人民幣千元 | Accumulated losses 累計虧損 RMB'000 人民幣千元 | Total equity 權益總額 RMB'000 人民幣千元 |
|---|----------------------------|---|--|--|--|
| Balance at 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日及二零一七年一月一日的結餘 | 1,731,645 | 59,383 | (592,485) | 1,198,543 |
| Changes in equity for 2017: | 二零一七年的權益變動： | | | | |
| Loss for the year | 年度虧損 | — | — | (2,181) | (2,181) |
| Other comprehensive income | 其他全面收入 | — | (124,361) | — | (124,361) |
| Total comprehensive income | 全面收入總額 | — | (124,361) | (2,181) | (126,542) |
| Balance at 31 December 2017 | 於二零一七年十二月三十一日的結餘 | 1,731,645 | (64,978) | (594,666) | 1,072,001 |
| Balance at 31 December 2017 and 1 January 2018 | 於二零一七年十二月三十一日及二零一八年一月一日的結餘 | 1,731,645 | (64,978) | (594,666) | 1,072,001 |
| Changes in equity for 2018: | 二零一八年的權益變動： | | | | |
| Loss for the year | 年度虧損 | — | — | (5,491) | (5,491) |
| Other comprehensive income | 其他全面收入 | — | 85,254 | — | 85,254 |
| Total comprehensive income | 全面收入總額 | — | 85,254 | (5,491) | 79,763 |
| Balance at 31 December 2018 | 於二零一八年十二月三十一日的結餘 | 1,731,645 | 20,276 | (600,157) | 1,151,764 |

47. Approval of the financial statements

The financial statements were approved and authorised for issue by the board of directors on 29 March 2019.

47. 批准財務報表

董事會已於二零一九年三月二十九日核准並許可發出財務報表。



Solargiga Energy



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