



# RISUN

**China Risun Group Limited**  
**中國旭陽集團有限公司**

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

Stock Code 股份代號: 1907

2019  
ANNUAL  
REPORT  
年報



# CONTENTS

## 目錄



- 1 Corporate Information  
公司資料
- 4 Chairman's Statement  
主席報告
- 7 Business Highlights  
業務撮要
- 12 Financial Highlights  
財務摘要
- 14 Management Discussion and Analysis  
管理層討論及分析
- 34 Biographies of Directors and Senior Management  
董事及高級管理層履歷
- 42 Report of the Board of Directors  
董事會報告
- 65 Corporate Governance Report  
企業管治報告
- 84 Environmental, Social, and Governance Report  
環境、社會及管治報告
- 132 Independent Auditor's Report  
獨立核數師報告
- 138 Consolidated Statement of Profit or Loss  
and Other Comprehensive Income  
綜合損益及其他全面收益表
- 140 Consolidated Statement of Financial Position  
綜合財務狀況表
- 142 Consolidated Statement of Changes in Equity  
綜合權益變動表
- 143 Consolidated Statement of Cash Flows  
綜合現金流量表
- 146 Notes to the Consolidated Financial Statements  
綜合財務報表附註
- 295 Definitions  
釋義

**COMPANY NAME**

China Risun Group Limited

**STOCK CODE**

1907

**REGISTERED OFFICE**

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

**CORPORATE HEADQUARTER**

Building 4, Block 5  
ABP Area, No. 188, South 4th Ring Road West  
Fengtai District  
Beijing, PRC 100070

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Room 2001, 20/F., Sino Plaza  
255 Gloucester Road  
Causeway Bay  
Hong Kong

**CONTACT INFORMATION**

Tel: +852 2877 8920  
Fax: +852 2877 8902  
E-mail: ir@risun.com

**COMPANY WEBSITE**

<http://www.risun.com>

**AUTHORISED REPRESENTATIVES**

Mr. Han Qinliang  
Mr. Ho Pui Lam Joseph

**COMPANY SECRETARY**

Mr. Ho Pui Lam Joseph (FCPA)

**COMPANY DIRECTORS**  
**EXECUTIVE DIRECTORS :**

Mr. Yang Xuegang (Chairman & Chief Executive Officer)  
Mr. Zhang Yingwei  
Mr. Han Qinliang  
Mr. Wang Fengshan  
Mr. Wang Nianping  
Mr. Yang Lu

**公司名稱**

中國旭陽集團有限公司

**股份代號**

1907

**註冊辦事處**

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

**公司總部**

中國北京  
豐台區總部基地  
南四環西路188號  
5區4棟  
郵編：100070

**香港主要營業地點**

香港  
銅鑼灣  
告士打道255號  
信和廣場20樓2001室

**聯絡資料**

電話：+852 2877 8920  
傳真：+852 2877 8902  
電郵：ir@risun.com

**公司網址**

<http://www.risun.com>

**授權代表**

韓勤亮先生  
何沛霖先生

**公司秘書**

何沛霖先生(FCPA)

**公司董事**  
**執行董事：**

楊雪崗先生(主席兼行政總裁)  
張英偉先生  
韓勤亮先生  
王風山先生  
王年平先生  
楊路先生

## Corporate Information (Continued) 公司資料(續)

### INDEPENDENT NON-EXECUTIVE DIRECTORS :

Mr. Kang Woon  
Mr. Yu Kwok Kuen Harry  
Mr. Wang Yinping

### AUDIT COMMITTEE

Mr. Yu Kwok Kuen Harry (Chairman)  
Mr. Kang Woon  
Mr. Wang Yinping

### REMUNERATION COMMITTEE

Mr. Kang Woon (Chairman)  
Mr. Yu Kwok Kuen Harry  
Mr. Wang Yinping

### NOMINATION COMMITTEE

Mr. Yang Xuegang (Chairman)  
Mr. Kang Woon  
Mr. Yu Kwok Kuen Harry

### COMPLIANCE ADVISER

Guotai Junan Capital Limited  
27/F, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

### PRINCIPAL BANKERS

Industrial and Commercial Bank of China Limited  
Xingtai Qiaodong Branch  
No. 220 Zhong Xing East Street  
Xingtai, Hebei Province  
PRC

China Construction Bank Corporation  
Bohai New Area Branch  
Shigang Road, Bohai New Area  
Cangzhou, Hebei Province  
PRC

China Citic Bank  
Dingzhou Branch  
No. 172 Xingding Road  
Dingzhou, Hebei Province  
PRC

### 獨立非執行董事：

康洹先生  
余國權先生  
王引平先生

### 審核委員會

余國權先生(主席)  
康洹先生  
王引平先生

### 薪酬委員會

康洹先生(主席)  
余國權先生  
王引平先生

### 提名委員會

楊雪崗先生(主席)  
康洹先生  
余國權先生

### 合規顧問

國泰君安融資有限公司  
香港  
皇后大道中181號  
新紀元廣場  
低座27樓

### 主要往來銀行

中國工商銀行股份有限公司  
邢臺橋東支行  
中國  
河北省邢臺市  
中興東大街220號

中國建設銀行股份有限公司  
渤海新區支行  
中國  
河北省滄州市  
渤海新區石港路

中信銀行  
定州支行  
中國  
河北省定州市  
興定路172號

Shanghai Pudong Development Bank  
Yong Ding Road Branch  
No. 51 Yong Ding Road  
Haidian District  
Beijing  
PRC

上海浦東發展銀行  
永定路支行  
中國  
北京市  
海澱區  
永定路51號

### AUDITOR

Deloitte Touche Tohmatsu  
Registered Public Interest Entity Auditors  
35/F One Pacific Place  
88 Queensway  
Hong Kong

### 核數師

德勤•關黃陳方會計師行  
註冊公眾利益實體核數師  
香港  
金鐘道88號  
太古廣場1座35樓

### LEGAL ADVISERS

#### AS TO HONG KONG LAW:

Latham & Watkins LLP  
18th Floor, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

### 法律顧問

#### 關於香港法律：

瑞生國際律師事務所有限法律責任合夥  
香港  
中環  
康樂廣場8號  
交易廣場一期18樓

#### AS TO PRC LAW:

Jingtian & Gongcheng  
34/F, Tower 3, China Central Place  
77 Jianguo Road  
Chaoyang District  
Beijing  
PRC

#### 關於中國法律：

競天公誠律師事務所  
中國  
北京市  
朝陽區  
建國路77號  
華貿中心3號寫字樓34層

#### AS TO CAYMAN ISLANDS LAW:

Conyers Dill & Pearman  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### 關於開曼群島法律：

Conyers Dill & Pearman  
Cricket Square  
Hutchins Drive  
P.O.Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### CAYMAN SHARE REGISTRAR AND TRANSFER OFFICE

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

### 開曼群島股份過戶登記處

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

# Chairman's Statement

## 主席報告

Dear Shareholders,

### SCALE ADVANTAGE FURTHER IMPROVED

On behalf of the Board of Directors of China Risun Group Limited, I am pleased to present our annual report of the Company and its subsidiaries for the year ended December 31, 2019. Year of 2019 is a very meaningful year to us; we listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on March 15, 2019. Year of 2020 is another meaningful year; it is our 25th anniversary since our history can be traced back to 1995.

### REVIEW

Year of 2019 is a fruitful year during which we accomplished various achievements. In terms of market share, number of provinces we operate in and number of production bases, we have achieved the followings:

- Our market share in coke industry in 2019 accounts for 1.4% (2018: 1.3%) of the worldwide market and 2.0% (2018: 1.8%) of China's total output.
- Our production bases are located at eight locations (2018: four locations) in four different provinces in China (2018: one province). The newly established production bases are located in Inner Mongolia Huhehaote, Shandong Dongming, Shandong Yuncheng and Liaoning Chaoyang respectively.

The network of our production bases expands rapidly to cover a greater territory in China. This enables us to establish stronger and tighter relationship with our customers and suppliers, including large-scaled steel enterprises, chemicals manufacturers and coal suppliers.

Apart from our production bases, we also entered into four (2018: three) new operation management agreements and capital injection agreements with independent third parties in Shandong, Inner Mongolia and Jiangxi respectively. One of them is our Shandong Cinda Project, in which we cooperate with China Cinda Asset Management Co. Ltd. in the bankruptcy restructuring of six target companies with estimated completion in the second or third quarter of 2020. In the meantime, we are operating and managing the six target companies.

Starting from January 1, 2019, we recognized the operation management business segment as a new and separate business segment. This recognition is based on the continuous effort by our management in sourcing and negotiating new operation management projects in various provinces in China. The gross profit of this new segment is approximately RMB179.9 million, increased by approximately 27.6% when compared to gross profit in 2018 of approximately RMB141.0 million.

各位股東：

### 規模優勢進一步提升

本人謹代表中國旭陽集團有限公司董事會，欣然呈報本公司及其附屬公司截至2019年12月31日止年度之年報。2019年對我們而言意義重大，本公司於2019年3月15日在香港聯合交易所有限公司（「聯交所」）主板上市。2020年亦是一個里程碑似的年度，自1995年投入運營以來，截至2020年本公司已創立25週年。

### 回顧

2019年，我們碩果累累。在市場份額、進駐省份數目以及生產園區數目方面，我們取得以下進展：

- 2019年，我們的焦炭市場份額佔全球市場的比例達1.4%（2018年：1.3%），佔中國總產量的比例達2.0%（2018年：1.8%）。
- 我們的生產園區位於中國四個省份（2018年：一個省）的八個基地（2018年：四個基地）。我們新設的生產園區分別位於內蒙古呼和浩特、山東東明、山東鄆城、遼寧朝陽。

我們生產園區的網絡擴展迅速，覆蓋中國更廣地域，此舉令我們與客戶及供應商建立起更牢固且更緊密的關係。我們的客戶及供應商包括大型鋼鐵企業、化學品製造商以及煤炭供應商。

除我們的生產園區外，我們分別與山東、內蒙古及江西的若干獨立第三方新訂四份運營管理協議及注資協議（2018年：三份），山東信達項目即為其中之一，就此我們與中國信達資產管理股份有限公司就六間目標公司破產重組事宜進行合作，預計將於2020年第二或三季度內完成。同時，我們亦參與該六間目標公司的運營管理事務。

自2019年1月1日起，我們將運營管理業務分部確認為一個新的獨立業務分部，此乃基於我們的管理層為在中國多個省份物色及磋商新運營管理項目所作的不懈努力。該新分部的毛利約為人民幣1.799億元，較2018年的毛利約人民幣1.41億元增加約27.6%。

We also incorporated a new company in Japan as our overseas trading arm. We will also continue to examine other potential overseas investment opportunities.

Relying on our vertically integrated business model, highly automation and information systems, advanced environmental protection measures, and comprehensive transportation infrastructure near our production bases, we continued to strengthen our competitive advantage amongst other coke enterprises in China, position ourselves as the world's largest independent coke producer and supplier, and maintain our leading roles in a number of refined chemical sectors in China and globally. Therefore, we have a good corporate reputation in the coke and refined chemical industry.

## KEY COMPETITIVE STRENGTHS

Our outstanding infrastructure and systems, including vertically integrated business model, highly automation and information systems, such as our Manufacturing Execution System (MES), Enterprise Resource Planning (ERP) system and Office Automation (OA) system have been crucial to our previous success.

In celebrating our 25 years anniversary, we also reviewed and reinforced our soft skills that have been developed in the course of our development. We believe that the following nine competitive advantageous abilities which we possess allow us to execute our strategies effectively in order to develop and enhance our leadership in coke and coking chemicals industry, namely, scale ability, vertically integrated ability, production base ability, cost control ability, centralized sale and marketing ability, innovation ability, automation and information technologies ability, environmental safety ability and risk mitigation ability.

## PROSPECTS

Looking forward to 2020, we will continue to increase our market share by expanding our operation management together with conducting merger and acquisition. We also plan to strengthen our production line of coke and coking chemicals and refined chemicals by adding refinement of hydrogen-based products. The main philosophy is to expand our products mix and manufacture new refined chemicals products according to the current economic outlook in China and overseas.

Also, the outbreak of COVID-19 in early 2020 is expected to have an impact on the world's economy in 2020. The Chinese government has taken stringent measures to constrain the spread of coronavirus. We also strictly follow the measures imposed by the China government and will comply with any new requirements imposed by relevant authorities in coming future.

我們亦在日本註冊成立一間新公司，作為我們的海外貿易機構。我們亦將繼續考察各種其他海外投資機會。

憑藉縱向一體化業務模式、高度自動化和信息化系統、先進環保措施、生產園區附近的綜合運輸基礎設施，我們繼續加強與中國其他焦炭企業競爭的優勢，將自身定位為全球最大的獨立焦炭生產商及供應商，並於中國及全球的多個精細化工產品領域保持領先地位。因此，我們的企業在焦炭和精細化工行業享負盛譽。

## 主要競爭優勢

我們良好的基礎設施及系統(包括縱向一體化業務模式、高度自動化和信息化系統，如製造執行系統(MES)、企業資源計劃系統(ERP)以及辦公自動化系統(OA))對先前的成就而言至關重要。

於慶祝本公司創立25週年之際，我們亦審視並加強了我們在發展過程中累積的軟技能。我們認為下列我們擁有的九項競爭優勢幫助我們有效實施戰略，實現公司成長並提升我們在焦炭及焦化產品行業的領先地位。九項優勢分別為：規模優勢、縱向一體化優勢、園區化優勢、成本優勢、集中營銷優勢、研發創新優勢、信息化及智能化優勢、安全環保優勢以及風險防控優勢。

## 展望

展望2020年，我們將繼續透過拓展運營管理及實施併購增加市場份額。我們亦計劃透過開拓精細化氫基產品領域的方式，強化焦炭及焦化產品以及精細化學品生產線。該計劃的主旨為根據當前國內外經濟形勢，擴大產品組合及製造新的精細化學品。

此外，於2020年初爆發的新型冠狀病毒肺炎預計將對本年度全球經濟帶來一定影響。中國為控制病情採取嚴控措施。我們亦嚴格遵從中國政府的相關舉措，並將繼續遵循相關部門於未來發佈的新規定。



## Chairman's Statement (Continued) 主席報告(續)

### DIVIDEND

In view of the satisfactory operating results in 2019, the Board recommends a final dividend of total amount of RMB156.2 million as a return to the supports of our shareholders.

### APPRECIATION

Finally, I would like to take this opportunity to thank all the Group's employees, shareholders and business partners for their continuous support. We are looking forward to growing with all of you in the future and celebrating our Group's 25th anniversary in 2020.

**Yang Xuegang**  
*Chairman*

April 23, 2020

### 股息

鑑於2019年經營業績令人滿意，董事會建議派發總金額為人民幣156.2百萬元的末期股息作為股東支持的回報。

### 致謝

最後，本人謹藉此機會感謝本集團的所有員工、股東和業務合作夥伴的持續支持。我們期望將來能夠與大家共同成長，於2020年一起迎接本集團成立25週年。

主席  
**楊雪崗**

2020年4月23日



### Listed on the Main Board of the Hong Kong Stock Exchange

#### 香港聯交所主板上市

Successfully listed on the Main Board of the Hong Kong Stock Exchange in March 2019  
2019年3月份成功於香港聯交所主板上市

### Expand business

#### 拓展業務

Seize the opportunity of industry consolidation and expand business through operational management business by expanding our four original production bases in Hubei Province into eight production bases in four different provinces

抓住行業整合機遇，通過拓展至四個省份的八個生產園區（原先為位於河北省的四個生產園區）的運營管理業務來擴大其業務。

### Financial stability

#### 財務穩健

Cash on hand reached RMB1,060 million (2018: RMB759 million) as at December 31, 2019.

於2019年12月31日的手頭現金達人民幣10.6億元(2018年：人民幣7.59億元)。

Net profit  
淨利潤

# 13.7

人民幣億元  
RMB 100 million



Gross profit  
毛利

# 25.8

人民幣億元  
RMB 100 million

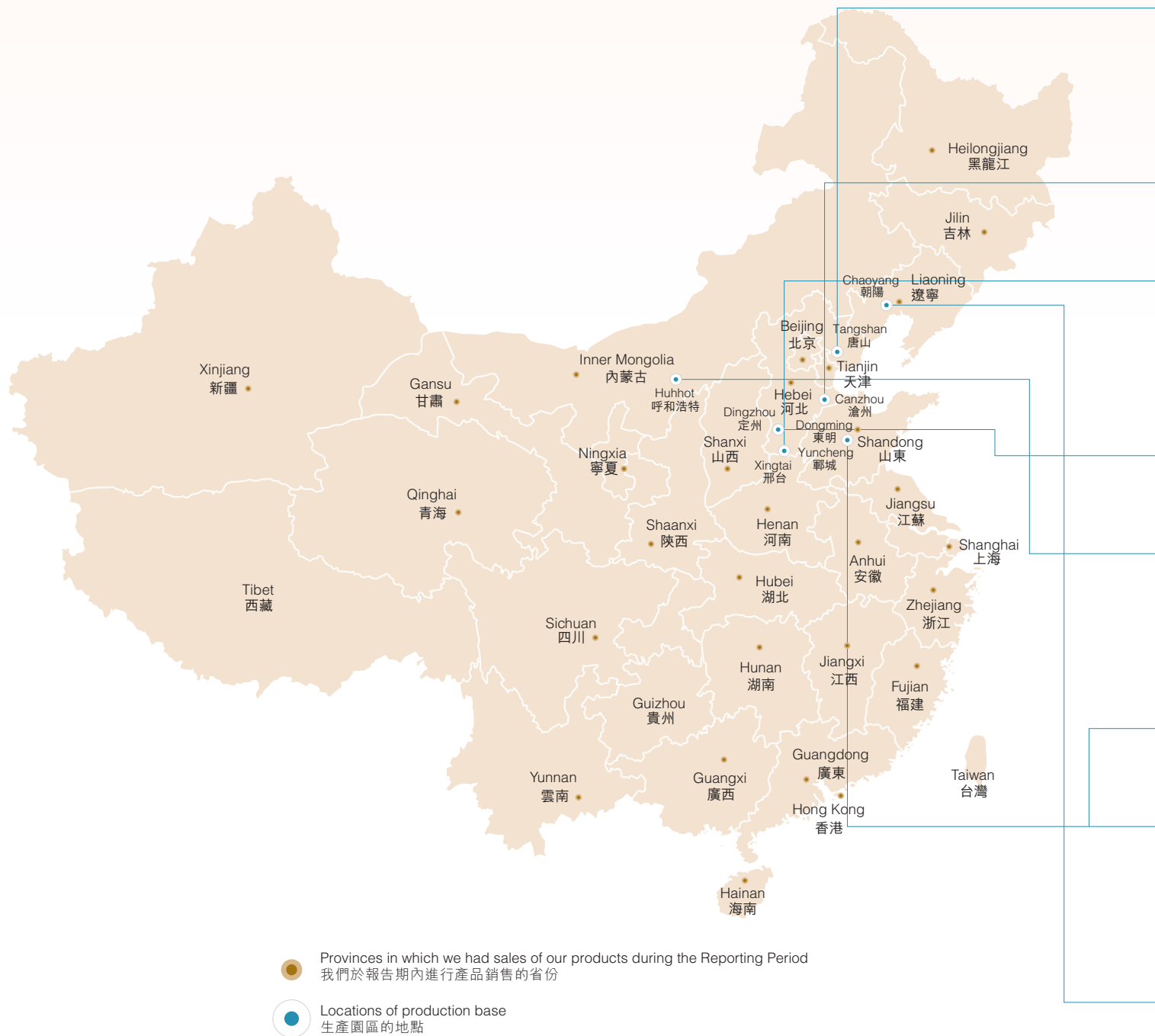


# Business Highlights (Continued)

## 業務撮要(續)

### China's sales coverage

#### 中國的銷售覆蓋範圍



Business Highlights (Continued)  
業務撮要(續)



Tangshan, Hebei  
河北唐山



Cangzhou, Hebei  
河北滄州



Xingtai, Hebei  
河北邢台



Dingzhou, Hebei  
河北定州



Huhhot, Inner Mongolia  
內蒙古呼和浩特



Yuncheng, Shandong  
山東鄆城



Dongming, Shandong  
山東東明



Chaoyang, Liaoning  
遼寧朝陽

## Business Highlights (Continued) 業務撮要(續)

### Joint venture company CNC Risun Energy

合營公司中煤旭陽能源

Xingtai production base:

邢台生產園區：

4

Coke and coking chemicals  
production lines

焦炭及焦化產品生產線

1

Alcohol-ether chemicals  
production line

醇醚類化工產品生產線

### Joint venture company Risun China Gas

合營公司旭陽中燃能源

Huhhot production base:

呼和浩特生產園區：

1

Coke and coking chemicals  
production lines

焦炭及焦化產品生產線

1

Alcohol-ether chemicals  
production line

醇醚類化工產品生產線

### Associated company Jinniu Risun Chemicals

聯營公司金牛旭陽化工

Xingtai production base:

邢台生產園區：

1

Alcohol-ether chemicals  
production line

醇醚類化工產品生產線

### Associated company Cabot Risun Chemicals

聯營公司卡博特旭陽化工

Xingtai production base:

邢台生產園區：

1

Carbon material chemical  
production line

碳材料類化工產品生產線

### China Risun Group Limited

中國旭陽集團有限公司

4

Coke and coking chemicals  
production lines

焦炭及焦化產品生產線

7

Carbon material chemicals  
production lines

碳材料類化工產品生產線

5

Alcohol-ether chemicals  
production lines

醇醚類化工產品生產線

7

Aromatics chemicals  
production lines

芳烴類化工產品生產線

**Production volume / processing volume of major products of the Group in 2019** (thousand tons)

**2019年本集團主要產品的產量/加工量** (千噸)

Coke* 焦炭*	8,767.2	Production volume 產量
Coking crude benzene 焦化粗苯	525.5	Processing volume 加工量
Industrial naphthalene phthalic anhydride 工業萘製苯酐	167.5	Production volume 產量
Coke oven gas methanol 焦爐煤氣制甲醇	590.6	Production volume 產量
Coal tar 煤焦油	1,082.0	Processing volume 加工量

\* Calculated on a dry basis  
\* 按乾基計算

Note: The production volume of each major products includes both self-owned production and operation management's production.

附註：主要產品的產量包括自有產品及運營管理產品的產量。

# FINANCIAL HIGHLIGHTS

## 財務摘要

The following table sets out our key financial data for the periods or as of the dates indicated extracted from the audited consolidated financial statements disclosed in the Prospectus and this annual report.

下表載列於有關期間或截至所示日期我們的主要財務數據，乃摘錄自招股章程及本年報所披露的經審核綜合財務報表。

### SUMMARY OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

#### 綜合損益表摘要

		For the year ended December 31, 截至12月31日止年度				
		2015	2016	2017	2018	2019
		2015年	2016年	2017年	2018年	2019年
		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
Revenue from contracts with customers	客戶合約收益	9,993,063	12,216,609	18,658,278	20,583,079	<b>18,842,038</b>
Gross profit	毛利	515,249	973,413	2,005,239	3,409,920	<b>2,582,908</b>
(Loss)/profit before taxation	除稅前(虧損)/溢利	(580,817)	390,836	845,943	2,660,371	<b>1,679,379</b>
Income tax credit/(expense)	所得稅抵免/(開支)	73,701	(35,875)	(80,370)	(533,358)	<b>(305,711)</b>
(Loss)/profit for the year attributable to:	應佔年度(虧損)/溢利：					
Owners of the Company	本公司擁有人	(507,116)	359,299	754,674	2,088,668	<b>1,363,165</b>
Non-controlling interests	非控股權益	-	(4,338)	10,899	38,345	<b>10,503</b>
Basic (loss)/earnings per share (RMB yuan)	每股基本(虧損)/盈利(人民幣元)	(0.16)	0.12	0.24	0.63	<b>0.34</b>



## SUMMARY OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

### 綜合財務狀況表摘要

		As at December 31, 於12月31日				
		2015	2016	2017	2018	2019
		2015年	2016年	2017年	2018年	2019年
		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
Non-current assets	非流動資產	10,149,929	11,866,376	12,393,896	12,473,286	<b>14,597,914</b>
Current assets	流動資產	6,503,261	9,273,347	9,445,155	10,128,823	<b>5,603,482</b>
Total assets	總資產	16,653,190	21,139,723	21,839,051	22,602,109	<b>20,201,396</b>
Current liabilities	流動負債	13,768,420	15,844,169	15,951,278	16,414,072	<b>11,889,771</b>
Non-current liabilities	非流動負債	1,007,854	2,583,872	2,778,064	1,475,014	<b>1,511,523</b>
Total liabilities	總負債	14,776,274	18,428,041	18,729,342	17,889,086	<b>13,401,294</b>
Net current liabilities	流動負債淨額	(7,265,159)	(6,570,822)	(6,506,123)	(6,285,249)	<b>(6,286,289)</b>
Net assets	資產淨值	1,876,916	2,711,682	3,109,709	4,713,023	<b>6,800,102</b>

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

We are an integrated coke, coking chemical and refined chemical producer and supplier in China. The Group maintains as the world's largest independent producer and supplier of coke by volume in 2019, according to Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. ("Frost & Sullivan"), an independent global consulting firm. We also held leading positions in a number of refined chemical sectors in China or globally in 2019. According to Frost & Sullivan, the Group was the largest producer of industrial-naphthalene-based phthalic anhydride and coke-oven-gas-based methanol by volume in China in 2019. The Group was also the largest coking crude benzene processor and the second largest coal tar processor by volume globally in 2019.

2019 has been a year with rapid development in the history of the Group. Since we got listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on March 15, 2019, we instantly started various negotiations in relation to potential operation management business, and formation and acquisition of entities. The main philosophy is to further enhance our leading position both in coke and coking and refined chemicals industry. Our major coking and refined chemical products included benzene, industrial naphthalene phthalic anhydride, coke oven gas methanol, coal-tar pitch and caprolactam both in 2018 and 2019.

Apart from four original production bases, located in Hebei Xingtai, Hebei Dingzhou, Hebei Tangshan and Hebei Cangzhou, we expanded our production base network with addition of four new ones out of Hebei province. Our expansion was by way of provision of operation management, and formation and acquisition of entities. These new production bases are located in Inner Mongolia Huhehaote, Shandong Dongming, Shandong Yuncheng and Liaoning Chaoyang respectively.

Moreover, within these production bases, we have four coke and coking chemical production lines, seven carbon material chemical production lines, five alcohol-ether chemical production lines and seven aromatic chemical production lines. All these production bases are located near national railways networks, major highways, expressways and ports in the PRC. Our strategic location and network of the production bases allow us to access both the domestic and overseas markets for our products and raw materials.

### 概覽

我們為中國的焦炭、焦化產品和精細化工產品綜合生產商及供應商。根據獨立全球諮詢公司弗若斯特沙利文(北京)諮詢有限公司上海分公司(「弗若斯特沙利文」)，按2019年數量計算，本集團為全球最大的獨立焦炭生產商及供應商。我們還於中國或全球的多個精細化工產品領域處於領先地位。根據弗若斯特沙利文，按2019年數量計算，本集團是中國最大的工業萘製苯酐及焦爐煤氣製甲醇生產商。按2019年數量計算，本集團亦是全球最大的焦化粗苯加工商及第二大高溫煤焦油加工商。

2019是本集團有史以來快速發展的一年。自從我們於2019年3月15日在香港聯合交易所有限公司(「聯交所」)主板上市以來，我們立即就潛在運營管理業務以及新設與收購實體開展各類磋商。主要理念是進一步提高我們在焦炭、焦化產品和精細化工產品行業的領先地位。我們2018年及2019年的主打焦化及精細化工產品包括苯、工業萘製苯酐、焦爐煤氣制甲醇、煤焦油瀝青及己內醯胺。

除位於河北邢台、河北定州、河北唐山和河北滄州的四個原生產園區外，我們還擴展了生產園區網絡，在河北省外新增了四個生產園區。我們的擴展方式包括提供運營管理、新設及收購實體。該等新增生產園區分別位於內蒙古呼和浩特、山東東明、山東鄆城和遼寧朝陽。

此外，我們在該等生產園區內設有四條焦炭及焦化產品生產線，七條碳材料類化工產品生產線，五條醇醚類化工產品生產線及七條芳烴類化工產品生產線。該等生產園區全部位於中國國家鐵路網絡、主要公路、高速公路及港口附近。我們的戰略位置和生產園區網絡使我們能夠進入國內外產品及原材料市場。



## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Considering the operating results in 2019 and our future development needs, and in order to share our results with shareholders, the Board recommends a final dividend of RMB3.82 cents per share, with a total amount of RMB156.2 million for the year ended December 31, 2019, subject to the shareholders' approval on the final dividend at the annual general meeting for 2019.

### DEVELOPMENT STRATEGIES

2019 is the first year that the Company is listed on the Stock Exchange. The successful listing has not only widen the shareholders base of the Group, but also enhanced the Group's financing capability and increased its brand awareness and reputation. During the year ended December 31, 2019 and up to the date of this report, the Group continued to steadily develop its various business segments. The Group aims to strengthen the global leading position as an integrated producer and supplier of coke, coking chemicals and refined chemicals. To achieve this objective, the Group intends to pursue the following development strategies:

- (i) expansion of business operation and production capacity;
- (ii) exploration of market opportunities to provide operation management (previously named as "operation management and technology output services");
- (iii) development and reinforcement of long-term business relationships with the major customers and suppliers;
- (iv) expansion of domestic and international trading business;
- (v) improvement of our energy-efficiency, environmental protection and operation safety standards; and
- (vi) improvement of our core competitive strengths through automation and information technologies.

Apart from the above development strategies, there are nine competitive advantageous abilities that we believe we possess and can allow us to deploy and execute the development strategies effectively in order to enhance our leadership in the coke and coking chemicals industry:

#### 1. Scale advantageous ability

We are the world's largest independent coke producer and supplier of coke by volume and enjoy economies of scale which enabled us to become more competitive in terms of costs, product quality and customer relationships. Also, the expansion of production base network into 8 locations further enhanced our economies of scale in 2019.

經考慮2019年的經營業績及我們的未來發展需要，並為了與股東分享我們的成果，董事會就截至2019年12月31日止年度建議末期股息每股人民幣3.82分，共計人民幣156.2百萬元，末期股息須經股東在2019年度股東週年大會上批准後方可作實。

### 發展策略

2019年是本公司在聯交所上市的第一年。成功上市不僅拓寬了本集團的股東基礎，亦增強了本集團的融資能力，同時還提升了本集團的品牌知名度與聲譽。截至2019年12月31日止年度及直至本報告日期，本集團繼續穩步推進旗下各業務分部的發展。本集團旨在鞏固作為全球領先的焦炭、焦化產品及精細化工產品綜合生產商及供應商的地位。為實現此目標，本集團打算採取下列策略：

- (i) 擴大業務營運及生產能力；
- (ii) 探索提供運營管理(前稱「運營管理及技術輸出服務」)的市場機遇；
- (iii) 建立及加強與主要客戶及供應商的長期業務關係；
- (iv) 擴展國內及國際貿易業務；
- (v) 提升能源效率、環保及營運安全水平；及
- (vi) 通過自動化及信息化技術提高核心競爭優勢。

除上述發展策略外，我們認為我們擁有九種競爭優勢，使我們能有效地部署與執行發展策略，增強我們在焦炭與焦化產品行業的領導地位：

#### 1. 規模優勢

我們是全球產量最大的獨立焦炭生產商及供應商，擁有使我們在成本、產品質量和客戶關係方面更具競爭力的規模經濟。此外，我們隨著生產園區網絡擴展到8個地區，因此規模優勢於2019年得到進一步提升。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 2. Vertically integrated advantageous ability

Our vertically integrated business model helps improving our production efficiency and achieving synergies through centralized and unified management and reducing exposure to market volatility and price fluctuations.

#### 3. Production base advantageous ability

All of our production bases are located in industrial parks approved by PRC governmental authorities. Our production bases are located near most of our major customers and suppliers and transportation infrastructure, such as national railway networks, major highways, expressways and ports, which provide us with multiple transportation options.

#### 4. Cost control advantageous ability

We actively control our expenditures in cost of sales and services, selling and distribution expenses, administrative expenses, finance costs and income tax expenses. We have formulated a comprehensive and mature coal preparation and blending computer system based on our IT infrastructure and experience so as to widen the price spread between our products and our raw materials.

#### 5. Centralized sale and marketing advantageous ability

We are market-oriented and all the products are sold under the brand "RISUN" via the centralized sale and marketing system operated by the Group. We maintain low levels of finished product inventories and adopt a "zero inventory" policy and strive to achieve minimal inventory of our coke products. We produce based on the periodical production plans which are adjusted regularly pursuant to our customers' demands.

#### 2. 縱向一體化優勢

我們的縱向一體化業務模式有助於通過集中和統一化的管理提高生產效率並實現協同效應，並減少市場波動和價格波動對我們的影響。

#### 3. 園區化優勢

我們所有的生產園區均位於中國政府部門批准的工業園內。我們的生產園區鄰近很多主要客戶及供應商以及交通基礎設施，如國家鐵路網絡、主要公路、高速公路及港口，可為我們提供多種運輸方式選擇。

#### 4. 成本優勢

我們積極控制銷售及服務成本，銷售和分銷開支，行政開支，融資成本和所得稅開支。我們已基於我們的信息化基礎設施及專業人士的經驗，建立了全面成熟的備煤及配煤數據系統，以擴大產品與原材料之間的價差。

#### 5. 集中營銷優勢

我們以市場為導向，所有產品均通過本集團運營的集中營銷系統以「旭陽」品牌進行銷售。我們一般維持低水平的成品存貨。我們採納「零存貨」政策並致力維持最低焦炭產品存貨。我們一般按定期生產計劃生產，並按客戶需求定期調整。

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

### 6. Innovation advantageous ability

Our research and technology personnel focuses on the innovation of production and energy and resource efficiency to improve our manufacturing processes and reduce the environmental impact of our production processes. We also commit to improving product added value and extending the industrial chain.

### 7. Automation and information technologies advantageous ability

Our production bases are highly automated and we established a centralized system connecting our Manufacturing Execution System (MES), Enterprise Resource Planning (ERP) systems and the BeiDou Navigation Satellite System. We also use the mobile internet, cloud computing, internet of things, big data and intelligent manufacturing technologies in our operations.

### 8. Environmental safety advantageous ability

We have adopted a number of measures and practices to reduce the environmental impact of our operations, such as preventing soil pollution, water pollution and air pollution in order to minimize the negative impact on the environment.

Another key of our environmental measures is our resource recovery and re-utilization. During our coking process, we recover and re-utilize valuable coking by-products, from which we manufacture our refined chemical products. With our vertically integrated business model, we also re-utilize the heat from our production processes and re-use wastewater and other fluids after appropriate treatment.

### 9. Risk mitigation advantageous ability

We monitor the business operations of our customers, including but not limited to their inventory levels, production output and sales volumes, via our on-site customer service personnel. This enables us to promptly understand the downstream demand for our products, adjust our production plans and mitigate the risks associated with price fluctuations and changes in demand for our products.

### 6. 研發創新優勢

我們的研究及技術人員致力於產品創新以及提高能源及資源效率，以優化生產過程並將生產過程對環境的影響減低。我們致力於提高產品附加值、延伸產業鏈。

### 7. 信息化及智能化優勢

我們的生產園區是高度自動化的，我們建立了一個集中系統，連接我們的製造執行系統(MES)、企業資源計劃系統(ERP)系統以及北斗衛星導航系統。我們還在運營中使用移動互聯網，雲計算，物聯網，大數據和智能製造技術。

### 8. 安全環保優勢

我們採取多項措施與做法，減少我們業務經營對環境的影響，例如，防止土壤污染、水污染及空氣污染，使對環境的負面影響最小化。

資源回收與再利用是我們環境措施的另一個重點。我們在煉焦過程中回收並重新利用有價值的焦化副產品，並以這些副產製造精細化工產品。通過縱向一體化業務模型，我們還可重新利用生產過程中產生的熱能，並對經過適當處理後的廢水和其他液體進行重新利用。

### 9. 風險防控能力

我們借助現場客戶服務人員監控客戶的業務營運，包括但不限於存貨水平、產量及銷量。此使我們能夠及時了解下游對我們產品的需求，調整我們的生產計劃，並降低與價格波動和我們產品需求變動相關的風險。

### BUSINESS REVIEW

Starting from January 1, 2019, the Group recognised an existing business as a separate business segment, which is our operation management segment. This recognition is based on the continuous effort by our management in sourcing and negotiating new operation management projects in various provinces in China. During the year ended December 31, 2019 and up to the date of this report, we entered into four (2018: three) new operation management agreements and capital injection agreement with independent third parties in Shandong, Inner Mongolia and Jiangxi respectively. Set out below are our four business segments:

- 1) Coke and coking chemicals manufacturing: the production and sale of coke and a series of coking chemicals from externally sourced coking coals processed at the Group's coking facilities;
- 2) Refined chemicals manufacturing: the processing of coking chemicals, sourced from the Group's coke and coking chemicals manufacturing segment and third parties, into refined chemical products at the Group's refined chemicals facilities, as well as marketing and sale of such refined chemicals;
- 3) Operation management: the operation management service provided to the third-party plants, and the sale of coke, coking chemicals and refined chemicals produced by these plants under the management service agreements and commissioned processing contracts; and
- 4) Trading: the sourcing of coke, coking chemicals and refined chemicals from third parties and the marketing, sale and distribution of such coal chemicals.

The Group's vertically integrated business model and our experience of nearly 25 years in the coal chemical industry production chain allow us to tap into the downstream refined chemical markets. With an aim of strengthening our leading position as a global coke and refined chemical producer and supplier, we formed a joint venture with Lingyuan Iron & Steel Energy Co., Ltd. ("Lingyuan Iron & Steel") in December 2019. The joint venture, namely Lingyuan Risun Ling Steel Energy Limited (the "Joint Venture"), which is a subsidiary of the Company, has been incorporated in Lingyuan Economic Development Zone, Chaoyang, Liaoning Province, the PRC. Lingyuan Economic Development Zone is a provincial economic development zone which mainly serves as a rally point for automobile, steel and glass industries.

### 業務回顧

自2019年1月1日起，本集團將一項現有業務確認為一個獨立業務分部，即我們的運營管理分部。此確認乃基於我們的管理層在中國不同省份採購及磋商新的運營管理項目的持續努力。截至2019年12月31日止年度及直至本報告日期，我們分別與山東、內蒙古及江西的獨立第三方訂立四項(2018年：三項)新運營管理協議及注資協議。以下為我們的四個業務分部：

- 1) 焦炭及焦化產品生產：生產及銷售以外購焦煤為原料在本集團焦化設施內生產加工的焦炭及一系列焦化產品；
- 2) 精細化工產品生產：從本集團焦炭及焦化產品生產分部及第三方購買焦化產品，在本集團精細化工產品設施內將該等焦化產品加工至精細化工產品，以及營銷及銷售該等精細化工產品；
- 3) 運營管理：向第三方工廠提供運營管理服務，根據管理服務協議及委託加工合約銷售第三方工廠生產的焦炭、焦化產品及精細化工產品；及
- 4) 貿易：從第三方採購焦炭、焦化產品及精細化工產品，並營銷、銷售及分銷該等煤化工產品。

本集團縱向一體化的業務模式和我們在煤化工產業生產鏈近25年的經驗使我們能夠進入下游精細化工產品市場。為鞏固我們作為全球領先的焦炭及精細化工產品生產商及供應商的地位，我們於2019年12月與凌源鋼鐵股份有限公司(「凌鋼股份」)成立合資公司。該合資公司為凌源旭陽凌鋼能源有限公司(「合資公司」)，是本公司的附屬公司，註冊成立於中國遼寧省朝陽凌源經濟開發區。凌源經濟開發區為省級經濟開發區，主要匯集汽車、鋼鐵及玻璃三大產業。

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The Joint Venture will mainly invest in the construction of an ancillary coking project in Lingyuan Economic Development Zone, which, upon completion, is expected to have an annual production capacity of 3 million tonnes of coking and other refined chemical products, of which most coking products will be supplied to Lingyuan Iron & Steel. This will provide a stable and predictable sales demand for the project.

Apart from the above, we continued the development of our business through operation management services. A brief description of four operation management and merger and acquisition projects during the year ended December 31, 2019 and up to the date of this report are as follows:

- Cinda Project: With production capacity of approximately 980,000 tons of coke and approximately 500,000 tons of refined chemicals in Shandong;
- Inner Mongolia Project: With production capacity of approximately 960,000 tons of coke in Inner Mongolia;
- Zhongsheng Project: Located in Inner Mongolia. The Group formulates a sales plan with the plant owner on a monthly basis. The Group receives sales service fees which included fixed fees and premium incentives based on sales volume; and
- Hongyu Project: With production capacity of 1,300,000 tons of coke and coking chemicals in Jiangxi.

Moreover, we incorporated a wholly-owned subsidiary in Japan during the Reporting Period to expand our overseas trading business. Other than Japan, we will also explore other expansion opportunities around the world and especially within the Asia Pacific region.

The above development strategies are deployed based on our competitive advantages through integrated business model and are designed to diversify the risks of having most of our operation bases in Hebei Province, the PRC.

合資公司將主力投資建設凌源經濟開發區的配套焦炭項目，該項目建成後預計規模為年產300萬噸焦化及其他精細化工產品，當中大部分焦化產品是供應給凌鋼股份。此舉為項目提供一個穩定而可預期的銷售需求。

除上述項目外，我們亦通過運營管理服務持續開發我們的業務。截至2019年12月31日止年度及直至本報告日期，我們的四項運營管理服務及併購項目簡述如下：

- 信達項目：山東省的焦炭產能約為980,000噸，精細化工產品產能約為500,000噸；
- 內蒙古項目：內蒙古的焦炭產能約為960,000噸；
- 中盛項目：位於內蒙古。本集團按月與工廠擁有人制定銷售計劃。本集團收取的銷售服務費包括固定費用以及基於銷量的獎勵金；及
- 宏宇項目：江西省的焦炭及焦化產品產能為1,300,000噸；

此外，為擴大我們的海外貿易業務，我們於報告期內在日註冊成立一家全資附屬公司。除日本外，我們亦將在全球尤其是亞太地區探索其他擴展機會。

上述發展策略乃以一體化業務模式基於我們的競爭優勢進行部署，旨在分散我們大多數業務經營位於中國河北省的風險。



## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

### EVENTS AFTER THE REPORTING DATE

Since January 2020, COVID-19 outbreak has taken place in the Group's principal operating locations in the PRC, and at the same time, the oil price has fallen sharply mostly due to the impact of the international spread of COVID-19 and geopolitical factors, collectively referring to "the Events". The Directors consider the events have no significant impact on the Group's operations given the relatively short time since the beginning of such events. In addition, the future scale and duration of the Events remain uncertain. The Directors will continue to monitor closely the changes in the situation and to evaluate the impact on the future financial position and operating results of the Group accordingly.

As at the date of this report, save as disclosed above, the Group did not have any other significant event subsequent to December 31, 2019.

### BUSINESS PROSPECTS

Looking forward to 2020, the Group will continue to increase our market share by expanding our operation management together with merger and acquisition. Within the operation management, the Group developed a new cooperative model in the Inner Mongolia Project and will continue to explore different ways to promote the operation management. The aim is to maintain our leading position in the coke, coking chemical and refined chemical market, leverage on our brand awareness and enhance our coverage of sales and marketing network as well as our business expansion strategies.

We also plan to strengthen our production line of coke and coking chemicals and refined chemicals by adding refinement of hydrogen energy products. In view of the potential business of hydrogen energy products, we are upgrading our production facilities at our Dingzhou production base in phases, while the first phase of production facilities of hydrogen energy products is expected to be completed by May 2020.

The Group will also enhance the production capacity of self-owned facilities and improve the environmental protection facilities. During the year ended December 31, 2019, we commenced the construction of (1) production facilities with annual production capacity of 300,000 tons of styrene in Tangshan Production Base, and (2) a coke dry-quenching project at our Dingzhou Production Base.

### 報告日期後事項

自2020年1月開始，本集團的中國主要營業地點出現了新型冠狀病毒肺炎(冠狀病毒)疫情；同時，主要由於新型冠狀病毒肺炎疫情的全球蔓延以及地緣政治因素，油價大幅下跌(統稱為「事件」)。目前，董事認為，由於事件自發生起時間相對較短，因此該事件對本集團的運營並無重大影響。此外，事件未來的規模及持續時間仍不確定。董事將繼續密切監察情況變化，並相應評估其對本集團未來財務狀況及經營業績的影響。

於本報告日期，除上述所披露者外，本集團於2019年12月31日之後並無任何其他重大報告期後事項。

### 業務前景

展望2020年，本集團將繼續擴大運營管理服務以及併購，以此提高市場份額。在運營管理服務方面，本集團在內蒙古項目中開發了新的合作模式，並將繼續探索推廣運營管理服務的不同方式。目的是保持我們在焦炭、焦化產品及精細化工產品市場的領先地位，利用我們的品牌知名度，提升我們銷售及營銷網絡的覆蓋面以及加強我們的業務拓展戰略。

我們還計劃通過增加氫能產品精煉來加強我們的焦炭、焦化產品及精細化工產品生產線。鑑於氫能產品的業務潛力，我們正在分階段升級定州生產園區的生產設施，預計氫能產品生產設施的第一階段將在2020年5月之前完成。

本集團亦將提高自有設施的產能，並改善環保設施。截至2019年12月31日止年度期間，我們開始(1)在唐山生產園區建設年產300,000噸的苯乙烯生產設施，及(2)在定州生產園區建設焦炭乾熄焦項目。

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The COVID-19 outbreak in early 2020 is expected to have an impact on the world's economy in the first quarter of 2020. The PRC government has taken stringent measures to constrain the spread of coronavirus. The Group has also strictly followed the measures requirement imposed by the PRC government and will comply with any new requirements imposed by relevant authorities of the PRC government in coming future.

Starting from March 2020, it is noted that the outbreak in the PRC is approaching mild. Since our operation and production is mainly focused in the PRC, we expect the China economy will rebound quickly after the slowdown of outbreak and are still examining the effect to the operation and production of the Group.

### DEVELOPMENT, PERFORMANCE AND STATES OF THE BUSINESS ON THE GROUP

The following table sets forth the Group's financial ratios as at the dates and for the years indicated:

2020年初爆發的新型冠狀病毒肺炎預計會對2020年第一季度的世界經濟產生影響。中國政府已採取嚴密措施，以抑制疫情蔓延。本集團亦嚴格遵守中國政府頒佈的措施，並將遵守中國政府有關部門今後的全部新規定。

自2020年3月以來，中國的疫情不斷減輕。由於我們的業務經營與生產主要集中在中國，因此我們預計中國經濟將在疫情減輕之後迅速反彈，而其對本集團經營及生產的影響仍有待檢查。

### 本集團業務的發展、表現及狀況

下表載列於所示日期及所示年度本集團財務比率

		As of and for the year ended December 31, 截至12月31日及截至該日止年度	
		2019 2019年	2018 2018年
Gross profit margin <sup>(1)</sup>	毛利率 <sup>(1)</sup>	13.7%	16.6%
Net profit margin <sup>(2)</sup>	純利率 <sup>(2)</sup>	7.3%	10.3%
EBITDA margin <sup>(3)</sup>	EBITDA利潤率 <sup>(3)</sup>	15.1%	18.8%
Return on equity <sup>(4)</sup>	權益回報率 <sup>(4)</sup>	20.4%	45.4%
Gearing ratio <sup>(5)</sup>	資本負債比率 <sup>(5)</sup>	1.3	1.9

#### Notes:

- (1) Calculated by dividing gross profit by revenue for the year.
- (2) Calculated by dividing profit by revenue for the year.
- (3) Calculated by dividing EBITDA by revenue for the year.
- (4) Calculated by dividing profit attributable to owners for the year by equity attributable to owners as of the end of the year.
- (5) Calculated by dividing total interest-bearing borrowings by total equity as of the end of the year.

#### 附註：

- (1) 毛利除以年內收益計算。
- (2) 溢利除以年內收益計算。
- (3) EBITDA除以年內收益計算。
- (4) 年內擁有人應佔溢利除以截至年末擁有人應佔權益計算。
- (5) 計息借款總額除以截至年末權益總額計算。

# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### FINANCIAL REVIEW

The following table sets forth our total revenue and gross profit by business segment (excluding our inter-segment revenue):

		For the year ended December 31, 2019 截至2019年12月31日止年度				
		Coke and coking chemicals manufacturing 焦炭及焦化產品生產 RMB'000 人民幣千元	Refined chemicals manufacturing 精細化工產品生產 RMB'000 人民幣千元	Operation management 運營管理 RMB'000 人民幣千元	Trading 貿易 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total revenue	總收益	8,621,458	7,155,664	1,033,367	2,031,549	18,842,038
Gross profit	毛利	1,402,085	838,239	179,886	162,698	2,582,908

		For the year ended December 31, 2018 截至2018年12月31日止年度				
		Coke and coking chemicals manufacturing 焦炭及焦化產品生產 RMB'000 人民幣千元	Refined chemicals manufacturing 精細化工產品生產 RMB'000 人民幣千元	Operation management 運營管理 RMB'000 人民幣千元	Trading 貿易 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total revenue	總收益	9,234,656	7,737,620	1,038,583	2,572,220	20,583,079
Gross profit	毛利	2,164,601	971,064	140,964	133,293	3,409,920

The following discussion addresses the principal trends that have affected the Group's results of operations during the Reporting Period.

#### (a) Revenue

The revenue decreased by approximately RMB1,741.0 million, or 8.5%, to approximately RMB18,842.0 million for the year ended December 31, 2019, from approximately RMB20,583.1 million for the year ended December 31, 2018, primarily due to decreased revenues from the coke and coking chemical manufacturing business, refined chemicals manufacturing business and trading business.

### 財務回顧

下表載列我們按業務分部劃分的總收益及毛利(不包括分部之間的收益)：

下文論述於報告期內影響本集團經營業績的主要趨勢：

#### (a) 收益

收益由截至2018年12月31日止年度的約人民幣20,583.1百萬元減少約人民幣1,741.0百萬元或8.5%至截至2019年12月31日止年度的約人民幣18,842.0百萬元，乃主要由於焦炭及焦化產品生產業務、精細化工產品生產業務以及貿易業務的收益減少。



## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Revenue from the coke and coking chemical manufacturing business decreased by 6.6% from RMB9,234.7 million for the year ended December 31, 2018 to RMB8,621.5 million for the year ended December 31, 2019 primarily as a result of a decrease in the average selling price from RMB1,805.6 per ton to RMB1,708.4 per ton, and offset by slight increase of sales volume of the coke from 4.89 million tons to 4.93 million tons.

Revenue from the refined chemical manufacturing business decreased by 7.5% from RMB7,737.6 million for the year ended December 31, 2018 to RMB7,155.7 million for the year ended December 31, 2019, primarily as a result of decrease in the selling price of caprolactam, methoxymethane, methanol and coal-tar pitch sold during the same period.

Revenue from the operation management business decreased slightly by 0.5% from RMB1,038.6 million for the year ended December 31, 2018 to RMB1,033.4 million for the year ended December 31, 2019, primarily due to the decrease in revenue of the coke, offset by the increase in revenue from sale of refined chemicals and the management service.

Revenue from the trading business decreased by 21.0% from RMB2,572.2 million for the year ended December 31, 2018 to RMB2,031.5 million for the year ended December 31, 2019, primarily due to the decrease in coke trading volume and price.

### (b) Cost of sales

Cost of sales for the year ended December 31, 2018 and 2019 decreased from RMB17,173.2 million to RMB16,259.1 million primarily due to the decrease of refined chemical and trading business, partially offset by increase of coke and coking chemicals manufacturing business.

Cost of sales from the coke and coking chemical manufacturing business increased by 2.1% from RMB7,070.1 million for the year ended December 31, 2018 to RMB7,219.4 million for the year ended December 31, 2019, primarily due to an increase in sales volume of the coke and manufacturing overhead arising from the addition of environment protection equipment, while the market prices for coking coal keep stable for the year ended December 31, 2019.

來自焦炭及焦化產品生產業務的收益由截至2018年12月31日止年度的人民幣9,234.7百萬元減少6.6%至截至2019年12月31日止年度的人民幣8,621.5百萬元，主要由於焦炭平均售價由每噸人民幣1,805.6元下降至每噸人民幣1,708.4元，而被焦炭銷量由4.89百萬噸小幅增加至4.93百萬噸所抵銷。

來自精細化工產品生產業務的收益由截至2018年12月31日止年度的人民幣7,737.6百萬元減少7.5%至截至2019年12月31日止年度的人民幣7,155.7百萬元，主要由於同期已售己內酰胺、甲醚、甲醇及煤焦油瀝青的售價下降所致。

來自運營管理業務的收益由截至2018年12月31日止年度的人民幣1,038.6百萬元小幅減少0.5%至截至2019年12月31日止年度的人民幣1,033.4百萬元，主要由於焦炭收益下降所致，被精細化工產品銷售及管理服務所得收益增加所抵銷。

來自貿易業務的收益由截至2018年12月31日止年度的人民幣2,572.2百萬元減少21.0%至截至2019年12月31日止年度的人民幣2,031.5百萬元，主要由於焦炭交易量及交易價格下降所致。

### (b) 銷售成本

截至2018年及2019年12月31日止年度的銷售成本由人民幣17,173.2百萬元減少至人民幣16,259.1百萬元，主要由於精細化工產品及貿易業務減少所致，部分被焦炭及焦化產品生產業務增加所抵銷。

來自焦炭及焦化產品生產業務的銷售成本由截至2018年12月31日止年度的人民幣7,070.1百萬元增加2.1%至截至2019年12月31日止年度的人民幣7,219.4百萬元，主要由於焦炭銷售量增加，以及添置環保設備導致製造費用增加，而焦煤的市價於截至2019年12月31日止年度保持穩定。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Cost of sales from the refined chemical manufacturing business decreased by 6.6% from RMB6,766.6 million for the year ended December 31, 2018 to RMB6,317.4 million for the year ended December 31, 2019, primarily due to a decrease in the price of chemical raw material purchased during the same period.

Cost of sales from the operation management business decreased by 4.9% from RMB897.6 million for the year ended December 31, 2018 to RMB853.5 million for the year ended December 31, 2019, primarily as a result of a decrease in chemical raw materials price and sales volume of the coke.

Cost of sales from the trading business decreased by 23.4% from RMB2,438.9 million for the year ended December 31, 2018 to RMB1,868.9 million for the year ended December 31, 2019, primarily as a result of the decrease in coke trading volume and price.

#### (c) Gross profit and gross profit margin

The Group's total gross profit decreased by approximately RMB827.0 million, or 24.3%, to approximately RMB2,582.9 million for the year ended December 31, 2019, from approximately RMB3,409.9 million for the year ended December 31, 2018. Gross profit margin decreased to 13.7% for the year ended December 31, 2019, from 16.6% for the year ended December 31, 2018.

Gross profit from the coke and coking chemical manufacturing business decreased by 35.2% from RMB2,164.6 million for the year ended December 31, 2018 to RMB1,402.1 million for the year ended December 31, 2019. Gross profit margin for the coke and coking chemical manufacturing business decreased from 23.4% for the year ended December 31, 2018 to 16.3% for the year ended December 31, 2019, primarily because the decrease in the price of coke in the year ended December 31, 2019.

來自精細化工產品生產業務的銷售成本由截至2018年12月31日止年度的人民幣6,766.6百萬元減少6.6%至截至2019年12月31日止年度的人民幣6,317.4百萬元，主要由於同期化工原料價格下降所致。

來自運營管理業務的銷售成本由截至2018年12月31日止年度的人民幣897.6百萬元減少4.9%至截至2019年12月31日止年度的人民幣853.5百萬元，主要由於化工原料價格及焦炭銷售量下降所致。

來自貿易業務的銷售成本由截至2018年12月31日止年度的人民幣2,438.9百萬元減少23.4%至截至2019年12月31日止年度的人民幣1,868.9百萬元，主要由於焦炭交易量及交易價格下降所致。

#### (c) 毛利及毛利率

本集團毛利總額由截至2018年12月31日止年度的約人民幣3,409.9百萬元減少約人民幣827.0百萬元或24.3%至截至2019年12月31日止年度的約人民幣2,582.9百萬元。毛利率由截至2018年12月31日止年度的16.6%減少至截至2019年12月31日止年度的13.7%。

來自焦炭及焦化產品生產業務的毛利由截至2018年12月31日止年度的人民幣2,164.6百萬元減少35.2%至截至2019年12月31日止年度的人民幣1,402.1百萬元。焦炭及焦化產品生產業務的毛利率由截至2018年12月31日止年度的23.4%減少至截至2019年12月31日止年度的16.3%，主要由於截至2019年12月31日止年度焦炭價格下降所致。

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Gross profit from the refined chemical manufacturing business decreased by 13.7% from RMB971.1 million for the year ended December 31, 2018 to RMB838.2 million for the year ended December 31, 2019. Gross profit margin for the refined chemical manufacturing business decreased from 12.5% for the year ended December 31, 2018 to 11.7% for the year ended December 31, 2019, primarily because the decrease in the prices of refined chemical products in the year ended December 31, 2019.

Gross profit from the operation management increased by 27.6% from RMB141.0 million for the year ended December 31, 2018 to RMB179.9 million for the year ended December 31, 2019. Gross profit margin for the operation management increased from 13.6% for the year ended December 31, 2018 to 17.4% for the year ended December 31, 2019, primarily because the increase in revenue from management service provided to new operation management customer with higher gross profit margin.

Gross profit from the trading business increased by 22.1% from RMB133.3 million for the year ended December 31, 2018 to RMB162.7 million for the year ended December 31, 2019. Gross profit margin for the trading business increased from 5.2% for the year ended December 31, 2018 to 8.0% for the year ended December 31, 2019, primarily because the increase in revenue from the trading agency with higher gross profit margin.

### (d) Other gains and losses

The Group's other gains and losses consist primarily of fair value gain/(loss) on future contracts and listed equity securities, loss on foreign exchange and gain on disposal of property, plant and equipment and right-of-use assets/prepaid lease payments. The Group had other gains of RMB105.0 million for the year ended December 31, 2019, compared to other gains of RMB119.3 million for the year ended December 31, 2018. The change is primarily due to (i) a fair value gain on futures contracts at FVTPL and listed equity securities decreased RMB54.7 million and RMB20.2 million for the year ended December 31, 2019, and (ii) gain on disposal of property, plant and equipment and right-of-use assets/prepaid lease payments increased RMB54.3 million and RMB10.7 million for the year ended December 31, 2019..

來自精細化工產品生產業務的毛利由截至2018年12月31日止年度的人民幣971.1百萬元減少13.7%至截至2019年12月31日止年度的人民幣838.2百萬元。精細化工產品生產業務的毛利率由截至2018年12月31日止年度的12.5%減少至截至2019年12月31日止年度的11.7%，主要由於截至2019年12月31日止年度精細化工產品價格下降所致。

來自運營管理業務的毛利由截至2018年12月31日止年度的人民幣141.0百萬元增加27.6%至截至2019年12月31日止年度的人民幣179.9百萬元。運營管理業務的毛利率由截至2018年12月31日止年度的13.6%增加至截至2019年12月31日止年度的17.4%，主要由於向新運營管理服務客戶提供管理服務所得收益增加且毛利率較高所致。

來自貿易業務的毛利由截至2018年12月31日止年度的人民幣133.3百萬元增加22.1%至截至2019年12月31日止年度的人民幣162.7百萬元。貿易業務的毛利率由截至2018年12月31日止年度的5.2%增加至截至2019年12月31日止年度的8.0%，主要由於自交易代理所得收益增加且毛利率較高所致。

### (d) 其他收益及虧損

本集團的其他收益及虧損主要包括期貨合約及上市股本證券的公允值收益／(虧損)、外匯虧損、出售物業、廠房及設備的收益及使用權資產／預付租賃付款。本集團截至2019年12月31日止年度的其他收益為人民幣105.0百萬元，而截至2018年12月31日止年度的其他收益為人民幣119.3百萬元。變動主要由於(i)截至2019年12月31日止年度，按公允值計入損益的期貨合約公允值收益及上市股本證券分別減少人民幣54.7百萬元及人民幣20.2百萬元；及(ii)截至2019年12月31日止年度，出售物業、廠房及設備收益以及使用權資產/預付租賃付款增加人民幣54.3百萬元及人民幣10.7百萬元。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### (e) Selling and distribution expenses

Selling and distribution expenses increased by 7.0% from RMB727.8 million for the year ended December 31, 2018 to RMB778.7 million for the year ended December 31, 2019, primarily due to the increase in transportation expenses and sales volume of the coke.

#### (f) Administrative expenses

The Group's administrative expenses increased by approximately RMB12.5 million, or 3.4%, to approximately RMB381.6 million for the year ended December 31, 2019, from approximately RMB369.1 million for the year ended December 31, 2018, primarily due to the increase in research and development expenses.

#### (g) Listing expenses

The Group's listing expenses decreased by approximately RMB8.7 million, or 35.5%, to approximately RMB15.8 million for the year ended December 31, 2019, from approximately RMB24.6 million for the year ended December 31, 2018, as no listing expenditure was incurred after Listing in March 2019.

#### (h) Finance costs

Finance cost primarily consist of interest expenses on bank loans, other loans and finance expenses on discount of bills receivables. The Group's finance cost decreased by 22.0% from RMB596.8 million for the year ended December 31, 2018 to RMB465.6 million for the year ended December 31, 2019. The decrease was mainly due to the sharp decrease of bills receivables discounted.

#### (i) Share of results of joint ventures

Share of results of joint ventures decreased by 19.8% from RMB548.5 million for the year ended December 31, 2018 to RMB440.0 million for the year ended December 31, 2019, representing a decrease in the shared profit of CNC Risun Energy. The profit of CNC Risun Energy decreased due to the decrease in the price and volume of coke production. CNC Risun Energy shut down some outdated coke production lines in September 2019 according to the agreement with the government. The investment plan as the partial indirect compensation from the government is still in progress.

#### (e) 銷售及分銷開支

銷售及分銷開支由截至2018年12月31日止年度的人民幣727.8百萬元增加7.0%至截至2019年12月31日止年度的人民幣778.7百萬元，主要由於運輸開支及焦炭銷售量增加。

#### (f) 行政開支

本集團的行政開支由截至2018年12月31日止年度的約人民幣369.1百萬元增加約人民幣12.5百萬元或3.4%至截至2019年12月31日止年度的約人民幣381.6百萬元，主要由於研發開支增加所致。

#### (g) 上市開支

本集團的上市開支由截至2018年12月31日止年度的約人民幣24.6百萬元減少約人民幣8.7百萬元或35.5%至截至2019年12月31日止年度的約人民幣15.8百萬元，原因是於2019年3月上市後並未產生上市開支。

#### (h) 融資成本

融資成本主要包括銀行貸款、其他貸款利息開支及應收票據貼現的融資開支。本集團的融資成本由截至2018年12月31日止年度的人民幣596.8百萬元減少22.0%至截至2019年12月31日止年度的人民幣465.6百萬元。該減少主要是由於已貼現應收票據大幅減少。

#### (i) 分佔合營企業業績

分佔合營企業業績由截至2018年12月31日止年度的人民幣548.5百萬元減少19.8%至截至2019年12月31日止年度的人民幣440.0百萬元，即分佔中煤旭陽能源溢利減少。中煤旭陽能源溢利減少是由於焦炭產品的價格及產量減少所致。中煤旭陽能源於2019年9月根據與政府訂立的協議關停部分老舊生產綫。作為政府部分間接關停補償的投資計劃尚在擬定當中。

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

### (j) Profit before taxation

As a result of the foregoing factors, the profit before income tax decreased by approximately RMB981.0 million, or 36.9%, to approximately RMB1,679.4 million for the year ended December 31, 2019 from approximately RMB2,660.4 million for the year ended December 31, 2018.

### (k) Income tax expense

The Group incurred income tax expense of approximately RMB305.7 million for the year ended December 31, 2019 and approximately RMB533.4 million for the year ended December 31, 2018 respectively at effective tax rates of 18.2% and 20.0%. The decrease in income tax expense is due to a decrease in profit before taxation. The effective tax rates decreased primarily because the land appreciation tax got tax exemption from the local tax authority during the year ended December 31, 2019, which accrued arising from a land transferred within the Group during the year ended December 31, 2018.

### (l) Profit for the year

For the year ended December 31, 2019, the Group recorded a net profit of approximately RMB1,373.7 million, representing a decrease of approximately 35.4% as compared to the net profit of approximately RMB2,127.0 million for the year ended December 31, 2018.

## LIQUIDITY AND FINANCIAL RESOURCES

At December 31, 2019, the Group had net current liabilities of RMB6,286,289,000. The Directors are of the opinion that, taking into consideration the availability of unutilized banking facilities of the Group and on the assumption that approximately 60% of bank loans and other bank facilities at December 31, 2019 will be successfully renewed upon maturity, the Group has sufficient financial resources to meet its working capital requirements and liabilities as and when they fall due for the foreseeable future. Accordingly, the consolidated financial statements are prepared on a going concern basis.

### (j) 除稅前溢利

由於上述因素，除稅前溢利由截至2018年12月31日止年度的約人民幣2,660.4百萬元減少約人民幣981.0百萬元或36.9%至截至2019年12月31日止年度的約人民幣1,679.4百萬元。

### (k) 所得稅開支

本集團於截至2019年12月31日止年度及截至2018年12月31日止年度分別產生所得稅開支約人民幣305.7百萬元及約人民幣533.4百萬元，實際稅率則分別為18.2%及20.0%。所得稅開支減少乃由於除稅前溢利減少所致。實際稅率減少主要由於截至2019年12月31日止年度一項土地增值稅獲地方稅務部門免稅，此乃由於截至2018年12月31日止年度本集團內部發生轉讓土地。

### (l) 年度溢利

截至2019年12月31日止年度，本集團錄得純利約人民幣1,373.7百萬元，即較截至2018年12月31日止年度的純利約人民幣2,127.0百萬元減少約35.4%。

## 流動資金及財務資源

於2019年12月31日，本集團的淨流動負債為人民幣6,286,289,000元。董事認為，經考慮本集團未動用銀行融資的可用性，並假設於2019年12月31日約60%的銀行貸款和其他銀行融資於到期時將成功重續，本集團擁有足夠財務資源以應付運營資金需求以及其於可見將來到期的負債。因此，綜合財務報表乃按持續經營基準編製。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

The Group's primary uses of cash are operating costs, capital expenditures and repayment of debts in the PRC. To date, the Group has funded the investments and operations principally with cash from operations and debt financing from banks and other financial institutions. We manage our liquidity, working capital and funding of capital expenditures by monitoring our cash flows and predicting our cash flows. The Group believes that the liquidity requirements will be satisfied through a combination of cash flows generated from the operating activities, bank loans and other borrowings. Any significant decrease in the demand for, or pricing of, the products and services, or a significant decrease in the availability of bank loans, may adversely impact the liquidity. As at December 31, 2019, cash and cash equivalents held by the Group were mainly cash in the banks and on hand denominated in RMB and deposits denominated in RMB that are readily convertible into cash, the information of cash and cash equivalents denominated in the currency other than the functional currency of relevant group entities is disclosed in Note 29 to the Financial Statements.

The following table sets forth the cash flows for the periods indicated:

本集團的現金主要用於中國的營運成本、資本開支及償還債務。迄今為止，本集團主要以經營所得現金以及銀行及其他金融機構債務融資撥付投資及營運。我們通過監控現金流量及預測現金流量管理流動資金、營運資金及為資本開支提供資金。本集團相信經營活動所得現金流量、銀行貸款及其他借款將可以滿足流動資金需求。對產品及服務的需求量或價格出現大幅下滑，或可取得的銀行貸款大幅減少，均可能對流動資金造成不利影響。於2019年12月31日，本集團所持的現金及現金等價物主要為以人民幣計值的銀行及手頭現金，以及可隨時轉換為現金的以人民幣計值的存款，以相關集團實體的功能貨幣以外的貨幣計值的現金及現金等價物的資料於財務報表附註29披露。

下表載列於所示期間的現金流量：

		<b>As of and for the year ended December 31,</b>	
		<b>截至12月31日及截至該日止年度</b>	
		<b>2019</b>	<b>2018</b>
		<b>2019年</b>	<b>2018年</b>
		<b>RMB in millions</b>	<b>RMB in millions</b>
		<b>人民幣百萬元</b>	<b>人民幣百萬元</b>
Net cash generated from operating activities	經營活動所得現金淨額	<b>876.7</b>	2,247.2
Net cash used in investing activities	投資活動所用現金淨額	<b>(197.7)</b>	(859.5)
Net cash used in financing activities	融資活動所用現金淨額	<b>(378.7)</b>	(1,230.3)
Net increase in cash and cash equivalents	現金及現金等價物淨增加	<b>300.4</b>	157.4
Cash and cash equivalents at the end of the year	年末的現金及現金等價物	<b>1,059.9</b>	759.0

## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

### (a) Net cash generated from operating activities

For the year ended December 31, 2019, our net cash generated from operating activities was approximately RMB876.7 million and was less than our net cash generated from operating activities for the year ended December 31, 2018 of approximately RMB2,247.2 million, primarily due to the decrease in profit and the decrease in the variance of working capital such as trade and other payables and contract liabilities, compared with the previous period.

### (b) Net cash used in investing activities

For the year ended December 31, 2019, our net cash used in investing activities was decreased from approximately RMB859.5 million for the year ended December 31, 2018 to approximately RMB197.7 million primarily due to (i) an increase of RMB575.7 million on investment in property, plant and equipment, (ii) from a net increase of RMB465.1 million to a net decrease of RMB2,507.6 million of restricted bank deposits, and (iii) RMB1.35 billion deposit paid for equity investment.

### (c) Net cash used in financing activities

For the year ended December 31, 2019, our net cash used in financing activities was decreased by RMB851.5 million from approximately RMB1,230.3 million for the year ended December 31, 2018 to approximately RMB378.7 million due to (i) a decrease of RMB823.5 million in interest-bearing borrowings net repayment, and (ii) the net proceeds from the Listing amounted RMB1.60 billion in 2019, and (iii) offset by the increase of RMB1.26 billion in dividend paid to shareholders.

The Group expects to fund its capital expenditure commitments principally by bank and other loans and cash generated from the business operations.

### (a) 經營活動所得現金淨額

截至2019年12月31日止年度，經營活動所得的現金淨額約為人民幣876.7百萬元並低於截至2018年12月31日止年度的經營活動所得的現金淨額約人民幣2,247.2百萬元，主要由於溢利下滑及貿易及其他應付款項及合同負債等營運資本變動相對上期減少。

### (b) 投資活動所用現金淨額

截至2019年12月31日止年度，投資活動所用現金淨額由截至2018年12月31日止年度的約人民幣859.5百萬元減至約人民幣197.7百萬元，主要由於(i)購置物業、廠房及設備的投資增加人民幣575.7百萬元，(ii)受限制銀行存款由淨增加人民幣465.1百萬元變為淨減少人民幣2,507.6百萬元，及(iii)就股權投資支付保證金人民幣13.5億元。

### (c) 融資活動所用現金淨額

截至2019年12月31日止年度，融資活動所用現金淨額由截至2018年12月31日止年度的約人民幣1,230.3百萬元減少人民幣851.5百萬元至約人民幣378.7百萬元，原因是(i)計息銀行借款償還淨額減少人民幣823.5百萬元，及(ii)2019年上市所得款項淨額為人民幣16.0億元，以及(iii)被股東股息支付增加人民幣12.6億元所抵銷。

本集團預期將主要以銀行及其他貸款以及經營活動所得現金撥付資本開支承擔。

# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### INDEBTEDNESS

#### (a) Borrowings

The following table sets forth the bank borrowings as of the dates indicated:

		As of December 31, 於12月31日	
		2019 2019年	2018 2018年
		RMB in millions 人民幣百萬元	RMB in millions 人民幣百萬元
Bank loans, secured	銀行貸款，已抵押	3,146.8	3,201.5
Bank loans, unsecured	銀行貸款，無抵押	2,981.5	1,334.5
Other loans, secured	其他貸款，已抵押	1,090.3	815.7
Other loans, unsecured	其他貸款，無抵押	337.1	260.0
Discounted bills financing	貼現票據融資	1,103.9	3,278.5
Total	總計	8,659.6	8,890.2

		As of December 31, 於12月31日			
		2019 2019年		2018 2018年	
		RMB in millions 人民幣百萬元	%	RMB in millions 人民幣百萬元	%
Fixed rate bank and other borrowings	定息銀行及其他借款	5,302.8	1.50%-12.00%	5,861.0	1.50%-12.00%
Floating rate bank and other borrowings	浮息銀行及其他借款	3,356.8	3.51%-11.70%	3,029.2	4.35%-11.81%
Total	總計	8,659.6		8,890.2	

The total borrowings decreased by approximately RMB230.6 million, or 2.6%, to approximately RMB8,659.6 million as of December 31, 2019 from RMB8,890.2 million as of December 31, 2018, primarily due to the decrease in discounted bills financing, partially offset by the increase in bank and other loans.

### 債項

#### (a) 借款

下表載列截至所示日期的銀行借款：

借款總額由2018年12月31日的人民幣8,890.2百萬元減少約人民幣230.6百萬元或2.6%至2019年12月31日的約人民幣8,659.6百萬元，主要由於貼現票據融資減少，部分被銀行及其他貸款增加所抵銷。



## Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Most of the borrowings are denominated in RMB, the borrowings denominated in currencies other than the functional currencies of respective entities are set out below:

大多數借款以人民幣計值，以各實體的功能貨幣以外的貨幣計值的借款載列如下：

		<b>As of December 31,</b> 於12月31日	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB in millions</b>	RMB in millions
		人民幣百萬元	人民幣百萬元
USD	美元	<b>1,424.7</b>	375.9
EUR	歐元	<b>117.0</b>	117.4
Total	總計	<b>1,541.7</b>	493.3

### (b) Lease liabilities/obligations under finance leases

### (b) 租賃負債／融資租賃款項

The Group had the following total future minimum lease payments under several finance lease arrangements as of the dates indicated:

截至所示日期，本集團的數項融資租賃安排下的未來最低租賃款項總額如下：

		<b>As of December 31,</b> 於12月31日	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB in millions</b>	RMB in millions
		人民幣百萬元	人民幣百萬元
Within one year	一年內	<b>19.9</b>	23.6
After 1 year but within 2 years	一年以上但兩年內	<b>20.8</b>	0.9
After 2 years but within 5 years	兩年以上但五年內	<b>5.4</b>	-
Total	總計	<b>46.1</b>	24.5

The average lease term under these finance lease arrangements is five years, with fixed annual interest rates underlying all obligations ranging from 9.2% to 9.6%.

該等融資租賃安排項下的平均租賃年期為五年，所有款項的固定年利率為9.2%至9.6%。

# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### CAPITAL COMMITMENTS

Details of the capital commitments outstanding of the Group are set out under Note 43 of the Financial Statements.

### FOREIGN EXCHANGE RISK AND MANAGEMENT

The Group maintained some of the capital denominated in foreign currency, mainly USD and HKD. Fluctuations in exchange rate would influence the reserve in foreign currencies to a certain extent and the Company is exploring and discussing measures to respond to foreign exchange risk. The analysis of the exposure to exchange rate risk is set out in Note 41 to the Financial Statements.

### CONTINGENT LIABILITIES

The Group entered into guarantee agreements with certain commercial banks in the PRC with respect to loan facilities granted to a joint venture and a related party. Under these guarantee agreements, the Group agreed to be jointly and severally liable for the borrowings incurred by such joint venture and related party. The table below sets forth the maximum liabilities under such guarantees as of the dates indicated.

### 資本承擔

本集團未履行資本承擔的詳情載於財務報表附註43。

### 外匯風險及管理

本集團仍留存部分以外幣計值的資金，主要為美元及港元。匯率的波動對外幣資金儲備有一定影響，本公司正在探索及討論應對外匯風險的措施。所面臨匯率風險的分析載於財務報表附註41。

### 或然負債

本集團與中國若干商業銀行就授予一家合營企業及一名關聯方的貸款融資訂立擔保協議。根據該等擔保協議，本集團同意對該合營企業及關聯方產生的借款共同及個別承擔責任。下表載列截至所示日期此類擔保項下的最高負債額。

		As of December 31, 於12月31日	
		2019 2019年	2018 2018年
		RMB in millions 人民幣百萬元	RMB in millions 人民幣百萬元
Financial guarantees issued to a joint venture and fully drawn down	向一家合營企業發出及全部提取的財務擔保	980.0	830.0
		<b>980.0</b>	<b>830.0</b>

As of December 31, 2018 and 2019, the outstanding balance of loans under the loan facilities guaranteed by the Group was RMB332.6 million and RMB335.0 million, respectively. In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group were insignificant at the date of issue of the financial guarantee and no provision is necessary at the end of each reporting period, taking into account that the net realizable value of the pledged assets held by the banks exceeded the facilities and credit granted to the relevant parties. In addition, the Directors do not consider it probable that a claim will be made against us under any of these guarantees.

於2018年及2019年12月31日，本集團擔保的貸款融資項下的貸款未償還餘額分別為人民幣332.6百萬元及人民幣335.0百萬元。董事認為，截至財務擔保發出日期，本集團的財務擔保合約的公允值不重大，於各報告期末，經考慮銀行持有的已抵押資產的可變現淨值超過授予相關方的融資及信貸，故毋須計提撥備。此外，董事認為本集團不大可能因上述任何擔保而被索償。

# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a written resolution passed by the shareholders on February 21, 2019 for the primary purpose of providing the people and the parties working for the interests of the Group with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group. Up to December 31, 2019, no options were granted to Directors, eligible employees and other outside third parties under the Share Option Scheme.

### FUTURE PLANS AND USE OF PROCEEDS

The shares of the Company were listed on March 15, 2019, and the Company issued 600,000,000 Shares on the Listing Date, and issued additional 90,000,000 Shares on April 11, 2019 pursuant to the exercise of the over-allotment option, at the Offer Price of HK\$2.80 per Share. The total issuance size and gross proceeds amounted to approximately HK\$1,932 million.

During the Reporting Period, the net proceeds from the Listing had been applied as follows:

### 購股權計劃

本公司的購股權計劃(「購股權計劃」)乃根據股東於2019年2月21日通過的書面決議案採納，主要目的是向該等為本集團利益工作的人士及各方提供機會以取得本公司的股權，從而令彼等之利益與本集團的利益掛鉤，並向彼等提供獎勵，為本集團利益更好地工作。直至2019年12月31日，概無根據購股權計劃向董事、合資格僱員及其他外部第三方授出購股權。

### 未來計劃及所得款項用途

本公司的股份於2019年3月15日上市，且本公司於上市日期發行600,000,000股股份，於2019年4月11日根據超額配股權的行使情況按每股股份2.8港元的發售價發行90,000,000股額外股份。總發行規模及所得款項總額約為1,932百萬港元。

於報告期間，全球發售所得款項淨額的使用情況如下：

		Proposed use of net proceeds	Actual use of net proceeds during the Reporting Period	Unused net proceeds as at December 31, 2019	Estimated timetable
		(HK\$ million)	(HK\$ million)	(HK\$ million)	
		(百萬港元)	(百萬港元)	(百萬港元)	
Debt repayments	債務償還	745.6	745.6	—	
Investment plans	投資計劃	559.2	559.2	—	
Environmental protection plans and system upgrade	環保計劃及系統升級	372.8	82.2	290.6	December 2021 2021年12月
Working capital	營運資金	186.4	152.9	33.5	December 2020 2020年12月
Total	總計	1,864	1,539.9	324.1	

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

**Mr. YANG Xuegang (楊雪崗)**, aged 55, is an Executive Director, the chief executive officer of the Company and the chairman of the Board. He was appointed as an Executive Director in November 2007. He is responsible for the overall management and business development of the Group. He is also the chairman of the Nomination Committee.

Mr. Yang graduated from Hebei Hydraulic College (河北水利專科學校) (now known as Hebei University of Water Resources and Electric Engineering (河北水利電力學院)) in Cangzhou, the PRC in July 1985 with a diploma in hydraulic engineering construction and obtained the hydraulic engineer qualification issued by the Handan City Labour Bureau (邯鄲市勞動人事局) in December 1993. He completed a master-level training course in business administration at Renmin University of China (中國人民大學) in Beijing, the PRC in March 2000 and was a supervisor of a master's degree program at Hebei University of Economics and Business (河北經貿大學) in Shijiazhuang, the PRC in July 2002. He completed a further master level training course in business administration at the ZhongHua Yanxiu University (中華研修大學) in Beijing, the PRC in September 2003. In November 2003, he obtained a master's degree in business administration from Asia International Open University (Macau) (亞洲澳門國際公開大學) in Macau. He obtained the senior engineer qualification awarded by the Hebei Provincial Department of Human Resources and Social Security (河北省人力資源與社會保障廳) in December 2012. In January 2017, Mr. Yang obtained an executive master's degree in business administration from Hebei University of Technology (河北工業大學) in Tianjin, the PRC.

Prior to the establishment of the Group, Mr. Yang was employed at the Dongwushi Reservoir Management Center (東武仕水庫管理處), a public body directly subordinated to the Handan City Hydraulics Bureau (邯鄲水利局), on a full-time basis for approximately 10 years from August 1985, and became a deputy director of the Dongwushi Reservoir Management Center from January 1988. He then joined the Group as general manager as a result of his entrepreneurial efforts since the establishment of Xingtai Risun Coking Limited in May 1995 and became chairman since May 1996.

### 執行董事

楊雪崗先生，55歲，為本公司執行董事、行政總裁兼董事會主席。彼於2007年11月獲委任為執行董事。彼負責本集團的整體管理及業務發展。彼亦為提名委員會主席。

楊先生於1985年7月畢業於中國滄州河北水利專科學校(現稱河北水利電力學院)，獲授水利工程建築專業文憑，並於1993年12月獲由邯鄲市勞動人事局頒授的水利工程師資格。彼於2000年3月在中國北京中國人民大學完成工商管理碩士培訓課程，於2002年7月擔任中國石家莊河北經貿大學碩士課程導師。彼其後於2003年9月在中國北京中華研修大學完成另一個工商管理碩士培訓課程。2003年11月，彼於澳門取得亞洲(澳門)國際公開大學頒授的工商管理碩士學位。彼於2012年12月獲河北省人力資源與社會保障廳頒授高級工程師資格。於2017年1月，楊先生於中國天津取得河北工業大學頒授的高級管理人員工商管理碩士學位。

於本集團成立之前，楊先生全職任職於邯鄲水利局直轄的公營機構東武仕水庫管理處，自1985年8月起約10年，並自1988年1月起擔任東武仕水庫管理處副處長。之後，楊先生努力創業，自邢台旭陽焦化有限公司於1995年5月成立後加入本集團任職總經理，自1996年5月起成為董事長。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

Over the years, Mr. Yang has taken up leadership roles in a number of industry associations, including those relating to the coking industry. He has been the vice president of CCIA since October 2005, and the president of HBCCIA since January 2006. In February 2008, Mr. Yang was elected and had served as a deputy to the 11th NPC and in February 2013, he was elected as a deputy to the 12th NPC.

**Mr. ZHANG Yingwei (張英偉)**, aged 48, is an Executive Director and a vice president of the Group. He was appointed as an Executive Director in July 2009. He is responsible for the overall management of the Tangshan Production Base and the Cangzhou Production Base.

Mr. Zhang graduated with a bachelor's degree in coal chemistry from Tangshan Institute of Technology (唐山工程技術學院) (now known as North China University of Science and Technology (華北理工大學)) in Tangshan, the PRC in June 1993. He completed a master-level training program in business administration at Hebei University of Economics and Business (河北經貿大學) in Shijiazhuang, the PRC in November 2004. He also obtained a master's degree in metallurgical engineering at Hebei Polytechnic University (河北理工大) (now known as North China University of Science and Technology (華北理工大學)) in Tangshan, the PRC in April 2007. In December 2012, he obtained the senior engineer qualification from the Title Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室).

Mr. Zhang has over 26 years of experience in iron and steel industry and coal chemical industry. Mr. Zhang worked for Xingtai Metallurgical Machinery and Mill Roll Joint Stock Corporation (邢台冶金機械軋軋股份有限公司) (now known as Sinosteel Xingtai Machinery & Mill Roll Co., Ltd. (中鋼集團邢台機械軋軋有限公司)), whose principal business is the manufacturing of metallurgical machinery and parts for the production of metallurgical rolls and equipment, from September 1993. He then joined the Group in February 1996. He has been serving as a vice president of the Coking Chemistry Sub-committee of the National Technical Committee on Coal Chemical Industry of Standardization Administration of China (全國煤化工標準化技術委員會) since May 2016, an expert on the expert panel of the CCIA since January 2018 and an expert of both the HBCCIA and the Department of Industry and Information Technology of Hebei Province since April 2018.

**Mr. HAN Qinliang (韓勤亮)**, aged 46, is an Executive Director and a vice president of the Group. Mr. Han was appointed as an Executive Director in May 2011. He is primarily responsible for the management of the financial, accounting and information systems of the Group.

楊先生多年來於多個行業協會擔任領導職務，包括與焦化行業有關的行業協會。彼自2005年10月起擔任中國煉焦行業協會副會長，自2006年1月起擔任河北省焦化行業協會會長。2008年2月，楊先生當選為第十一屆全國人大代表，於2013年2月，彼當選為第十二屆全國人大代表。

張英偉先生，48歲，本集團執行董事兼副總裁。彼於2009年7月獲委任為執行董事，負責唐山生產園區及滄州生產園區的整體管理。

張先生於1993年6月畢業於中國唐山的唐山工程技術學院(現稱華北理工大學)，獲煤化工學士學位。彼於2004年11月在中國石家莊河北經貿大學完成工商管理碩士培訓課程，彼於2007年4月獲中國唐山河北理工大學(現稱華北理工大學)頒授冶金工程碩士學位。於2012年12月，彼獲河北省職稱改革領導小組辦公室頒授高級工程師資格。

張先生於鋼鐵行業及煤化工行業擁有逾26年經驗。張先生於1993年9月起就職於邢台冶金機械軋軋股份有限公司(現稱中鋼集團邢台機械軋軋有限公司)，主要業務為生產冶金機械，以及冶金軋軋及設備生產的零件。彼其後於1996年2月加盟本集團。彼於2016年5月起擔任全國煤化工標準化技術委員會煤焦化學會技術委員會副主任委員，並於2018年1月起擔任中國煉焦行業協會專家委員會專家，自2018年4月起擔任河北省焦化行業協會及河北省工業和信息化廳專家。

韓勤亮先生，46歲，為本集團執行董事兼副總裁。彼於2011年5月獲委任為執行董事，主要負責本集團的財務、會計及信息系統管理。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

Mr. Han obtained a diploma in industrial economy administration from Hebei College of Mechanical Engineering (河北機電學院) in Xingtai, the PRC in June 1993 (as a result of a merger, Hebei College of Mechanical Engineering is now part of Hebei University of Science and Technology (河北科技大學)). In December 2001, he obtained a bachelor's degree in accounting from Hebei University of Economics and Business (河北經貿大學) in Shijiazhuang, the PRC. In July 2001, he became a member of Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in the PRC. In December 2003, he obtained the senior accountant qualification from the Title Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室).

Mr. Han joined the Group in March 2004. Mr. Han has approximately 26 years of experience in steel and coal chemical industry. From September 1993 to April 2004, he was the deputy head of the finance department cost division in Xingtai Machinery and Mill Roll (Group) Corporation (邢台機械軋軋集團有限公司) (now known as Sinosteel Xingtai Machinery & Mill Roll Co., Ltd. (中鋼集團邢台機械軋軋有限公司)). In March 2004, Mr. Han joined Xingtai Risun Trading as a general manager assistant.

**Mr. WANG Fengshan (王風山)**, aged 61, is an Executive Director and a vice president of the Group. He was appointed as an Executive Director in September 2018. He is primarily responsible for the procurement and sales management of the Group.

Mr. Wang obtained a diploma in statistics from Hebei University (河北大學) in Baoding, the PRC in June 1989.

Mr. Wang joined the Group in March 2004. Mr. Wang has approximately 31 years of experience in procurement and sales management. From August 1983 to September 1996, he was the sales manager in Hebei Hongxing Automobile Factory Co., Ltd. (河北紅星汽車製造有限公司), a company principally engaged in the automobile and automobile parts manufacturing business, and from October 1996 to October 1998, he was the general manager of Bear Asia Furniture Co., Ltd. (亞泰家具股份有限公司), a company principally engaged in the metal furniture and furnishings manufacturing business. From February 1999 to January 2004, he was a general manager of Xingtai Zhongxing Pharmaceutical Co., Ltd. (邢台中興藥業有限公司), a company principally engaged in the pharmaceutical business. In March 2004, Mr. Wang joined the human resources department of Xingtai Risun Trading and oversaw the human resources and administrative management in CNC Risun Energy from November 2004 to August 2009. He has been overseeing the Group's procurement and sales management since August 2009. Mr. Wang has been a vice president of the HBCCIA since December 2016 and an expert on the expert panel of the CCIA since January 2018.

韓先生於1993年6月獲中國邢台河北機電學院(因合併的關係,河北機電學院現為河北科技大學的一部分)頒授工業經濟管理文憑。2001年12月,彼獲中國石家莊河北經貿大學頒授會計學學士學位。2001年7月,彼成為中國註冊會計師協會會員。2003年12月,彼獲河北省職稱改革領導小組辦公室授予高級會計師資格。

韓先生於2004年3月加入本集團。韓先生在鋼鐵及煤化工行業擁有約26年經驗。於1993年9月至2004年4月,彼曾在邢台機械軋軋(集團)有限公司(現稱中鋼集團邢台機械軋軋有限公司)擔任財務部成本分部的副主管。2004年3月,韓先生加入邢台旭陽貿易出任總經理助理。

王風山先生,61歲,為本集團執行董事兼副總裁,於2018年9月獲委任為執行董事,主要負責本集團的採購及銷售管理。

王先生於1989年6月獲中國保定河北大學頒授統計學文憑。

王先生於2004年3月加入本集團。王先生在採購及銷售管理方面擁有約31年經驗。於1983年8月至1996年9月,彼在河北紅星汽車製造有限公司(主要從事汽車及汽車零件製造業務)擔任銷售經理,而於1996年10月至1998年10月,彼在亞泰家具股份有限公司(主要從事金屬家具及裝飾品製造業務)擔任總經理。於1999年2月至2004年1月,彼在邢台中興藥業有限公司(公司主要從事製藥業務)擔任總經理。於2004年3月,王先生加入邢台旭陽貿易的人力資源部並於2004年11月至2009年8月監管中煤旭陽能源的人力資源及行政管理事務。彼自2009年8月起管理本集團的採購及銷售管理。王先生自2016年12月起擔任河北省焦化行業協會副會長,並於2018年1月起擔任中國煉焦行業協會專家委員會專家。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

**Mr. WANG Nianping (王年平)**, aged 57, is an Executive Director and a vice president of the Group. He was appointed as an Executive Director in September 2018. He is primarily responsible for the legal and risk management of the Group.

Mr. Wang obtained a bachelor's degree in law from the Institute of Hubei Finance (湖北財經學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in Wuhan, the PRC in July 1984. He obtained a post-graduate degree in international trade and a juris doctor degree from the University of International Business and Economics (對外經濟貿易大學) in Beijing, the PRC in June 1994 and December 2007, respectively. He was admitted as a qualified lawyer in the PRC in June 1987 and obtained the senior economist qualification issued by the Sinopec Group in November 2004.

Mr. Wang joined the Group in February 2011 and prior to joining the Group, he had over 10 years of extensive experience in the petrochemical industry. He was recognized as a third level lawyer in April 1990 by the China National Petroleum Corporation (中國石油天然氣總公司) where he worked. In January 1996, Mr. Wang joined China Petroleum Engineering Construction Corporation, a company whose principal business is building oil and gas infrastructures and undertook various positions including contracts administrator, senior officer of the debt recovery department and deputy manager of the projects department. In May 2001, he joined Sinopec International Petroleum Exploration and Production Corporation ("SIPC"), a company whose principal business is in overseas oil and gas investment and operations, as the deputy manager of the legal department. From November 2004 to December 2008, he served as the vice president of the SIPC's subsidiaries in Kazakhstan and as the deputy general manager of the SIPC's subsidiaries in Syria from January 2009 to October 2010.

**Mr. YANG Lu (楊路)**, aged 29, is an Executive Director and the general manager of Beijing Risun Hongye. He is primarily responsible for the management of the import, export and domestic trading business of the Group. He was appointed as an Executive Director in September 2018.

Mr. Yang Lu graduated with a bachelor's degree in chemical engineering from the Washington University in St. Louis, the United States in May 2012. He obtained the fund management qualification from the Asset Management Association of China in June 2015.

王年平先生，57歲，本集團執行董事兼副總裁，於2018年9月獲委任為執行董事，主要負責本集團的法律及風險管理。

王先生於1984年7月畢業於中國武漢湖北財經學院(現稱中南財經政法大學)，持法律專業學士學位。彼分別於1994年6月及2007年12月獲得中國北京對外經濟貿易大學國際貿易專業研究生學位及法學博士學位。彼於1987年6月接納為中國執業律師並於2004年11月獲中國石化集團(Sinopec Group)頒授高級經濟師資格。

王先生於2011年2月加入本集團，在加入本集團前，彼在石化行業擁有超過10年的豐富管理經驗。彼曾於1990年4月在中國石油天然氣總公司工作，並被評為三級律師。於1996年1月，王先生加入中國石油工程建設公司(公司主要業務為建設氣油基建設施)，擔任多個職位包括合同管理人、變更索賠辦主任及項目管理部副經理。於2001年5月，彼加入中國石化集團國際石油勘探開發公司([SIPC])(主要從事海外氣油投資及營運業務)，擔任法律部副經理。於2004年11月至2008年12月，彼擔任SIPC於哈薩克斯坦的附屬公司副總裁及於2009年1月至2010年10月擔任SIPC於敘利亞的附屬公司副總經理。

楊路先生，29歲，為本集團執行董事兼北京旭陽宏業總經理，主要負責本集團的進出口和國內貿易業務管理工作。彼於2018年9月獲委任為執行董事。

楊路先生於2012年5月畢業於美國聖路易華盛頓大學，持化學工程學士學位。彼於2015年6月獲中國證券投資基金業協會頒授基金管理資格。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

Mr. Yang Lu joined the Group in November 2013. Prior to joining the Group, he was a junior consultant at Roland Berger Management Consultants (Shanghai) Co., Ltd. (羅蘭貝格企業管理上海有限公司), a global strategy consulting firm, from September 2012 to September 2013, and from October 2013 to November 2014, he worked in the marketing department of Beijing Automic. Mr. Yang Lu has been the chairman's assistant of Hong Kong Risun since November 2013 and worked in the market research department as deputy manager of Beijing Risun Hongye from December 2014 to May 2016. He then worked in Beijing Risun Fund Management Co., Ltd. (北京旭陽基金管理有限公司), a wholly-owned subsidiary of Xuyang Holding, between June 2016 and September 2018, first as deputy general manager and subsequently as general manager. In September 2018, he rejoined Beijing Risun Hongye as the general manager.

Mr. Yang Lu is the son of Mr. Yang.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. KANG Woon (康洵)**, aged 57, is an Independent Non-executive Director and also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. He was appointed as an Independent Non-executive Director between November 2011 to September 2015 and reappointed in September 2018.

Mr. Kang obtained a doctorate of jurisprudence from the University of Texas in Austin, Texas, the United States in May 1990. He has been an attorney-at-law of the Supreme Court of the State of New York since March 1991, and a member of the Law Society of England and Wales since May 1998.

Mr. Kang served as a supervisor from May 2004 to June 2007 and was an independent non-executive director of Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a company principally engaged in cement products manufacturing dually listed on the Main Board of the Stock Exchange and Shanghai Stock Exchange (stock codes: 914 and 600585, respectively), between October 1997 and May 2004 as well as between June 2007 and May 2013. Mr. Kang was an independent non-executive director of China Yurun Food Group Limited (中國雨潤食品集團有限公司), a company whose principal business is manufacturing meat products and listed on the Main Board of the Stock Exchange (stock code: 1068), from April 2005 to January 2010.

**Mr. YU Kwok Kuen Harry (余國權)**, aged 50, is an Independent Non-executive Director and also the chairman of the Audit Committee and member of the Nomination Committee and Remuneration Committee. He was appointed as an Independent Non-executive Director in September 2018.

楊路先生於2013年11月加入本集團。加入本集團前，彼曾於2012年9月至2013年9月在羅蘭貝格企業管理(上海)有限公司(一家全球戰略諮詢公司)擔任初級顧問，2013年10月至2014年11月，彼任職於北京奧特美克市場部。楊路先生自2013年11月起擔任香港旭陽董事長助理並於2014年12月至2016年5月於北京旭陽宏業市場研究部擔任副經理。彼其後於2016年6月至2018年9月任職於北京旭陽基金管理有限公司(旭陽控股的全資附屬公司)，先後擔任副總經理及總經理。於2018年9月，其重新加入北京旭陽宏業擔任總經理。

楊路先生為楊先生之子。

### 獨立非執行董事

**康洵先生**，57歲，獨立非執行董事，同時亦為薪酬委員會主席及審核委員會成員及提名委員會成員，彼於2011年11月至2015年9月獲委任為獨立非執行董事，並於2018年9月再獲委任為獨立非執行董事。

康先生於1990年5月獲得美國德克薩斯州大學奧斯汀分校的法學博士學位。彼自1991年3月起為紐約州最高法院註冊律師，並自1998年5月為英格蘭及威爾士律師公會會員。

康先生於2004年5月至2007年6月擔任聯交所主板和上海證券交易所兩地上市的公司安徽海螺水泥股份有限公司(股份代號分別為914及600585)的監事，並於1997年10月至2004年5月以及2007年6月至2013年5月擔任其獨立非執行董事，該公司主要從事生產水泥產品。康先生亦曾於2005年4月至2010年1月擔任聯交所主板上市公司中國雨潤食品集團有限公司(股份代號：1068)的獨立非執行董事，公司主要從事生產肉類產品。

**余國權先生**，50歲，獨立非執行董事，同時亦為審核委員會主席及提名委員會及薪酬委員會成員，彼於2018年9月獲委任為獨立非執行董事。



## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

Mr. Yu obtained a diploma in accountancy from the Morrison Hill Technical Institute and a master's degree awarded by the Manchester Business School. He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants, a registered auditor in Macau and a fellow of The Institute of Chartered Accountants in England and Wales.

Mr. Yu joined KPMG China in October 1991 and was a partner of KPMG from July 2002 to June 2011. He served Golden Meditech Holdings Limited, an integrated-healthcare enterprise in the PRC and a company listed on the Main Board of the Stock Exchange (stock code: 801) as chief operating officer from August 2011 to June 2016.

**Mr. WANG Yinping (王引平)**, aged 59, is an Independent Non-Executive Director and also a member of the Audit Committee and Remuneration Committee. He was appointed as an Independent Non-executive Director in September 2018.

Mr. Wang obtained a bachelor's degree in law from Renmin University of China (中國人民大學) in Beijing, the PRC in July 1985 and a master's degree in business administration from the China Europe International Business School (中歐國際工商學院) in Shanghai, the PRC in November 2004.

Mr. Wang has extensive experience in corporate management. He joined China National Chemical Import & Export Corporation (中國化工進出口總公司) (now known as Sinochem Group Co., Ltd. (中國中化集團有限公司)) ("Sinochem"), a conglomerate offering exploration and production of oil and gas, energy, agriculture, chemical, real estate and financial services, in March 1988 and held various senior positions between March 1988 and March 2014 in Sinochem and its subsidiaries ("Sinochem Group"), including the deputy general manager of the Hainan branch of Sinochem, the general manager of the Pudong branch of Sinochem, the deputy general manager of China Foreign Economic and Trade Trust Company Limited (中國對外經濟貿易信託有限公司) a company principally engaged in microfinance, industrial finance, capital market and wealth management, the general manager of the human resource department of Sinochem Group, the vice president of Sinochem Group, the general manager of Sinochem International Trading Company Limited (now known as Sinochem International Corporation (中化國際控股股份有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 600500) and principally engaged in the chemical and rubber business, the chairman of the China Foreign Economic and Trade Trust Company Limited and the chairman of the Sinochem Lantian Co., Ltd. (中化藍天集團有限公司), a company principally engaged in research, production and sale of fluorine chemicals. Mr. Wang also served as chairman of the board of Zhejiang Int'l Group Co., Ltd. (浙江英特集團股份有限公司), a company that produces and sells pharmaceutical and Chinese medicine

余先生獲摩利臣山工業學院頒授會計專業文憑及曼徹斯特商學院頒授碩士學位。彼為特許公認會計師公會資深會員、香港會計師公會資深會員、澳門註冊審計師及英格蘭及威爾士特許會計師協會資深會員。

余先生於1991年10月加入畢馬威中國，並於2002年7月至2011年6月成為畢馬威會計師事務所合夥人。彼曾任職於聯交所主板上市公司金衛醫療集團有限公司，為一家中國綜合性醫療集團(股份代號：801)，於2011年8月至2016年6月任職營運總監。

王引平先生，59歲，獨立非執行董事，同時亦為審核委員會及薪酬委員會成員，彼於2018年9月獲委任為獨立非執行董事。

王先生於1985年7月於中國北京獲中國人民大學頒授法學學士學位，並於2004年11月獲中國上海中歐國際工商學院頒授工商管理碩士學位。

王先生擁有豐富的企業管理經驗。彼於1988年3月加入中國化工進出口總公司(現稱中國中化集團有限公司(「中化」))，為一家提供勘探及生產石油與天然氣、能源、農業、化工、房地產及金融服務的公司)及於1988年3月至2014年3月於中化及其附屬公司(「中化集團」)擔任多個高級職務，包括中化海南分公司副總經理、中化浦東分公司總經理、中國對外經濟貿易信託有限公司(主要從事小額信貸、工業金融、資本市場及財富管理)副總經理、中化集團人力資源部總經理、中化集團副總裁、中化國際貿易有限公司(現稱中化國際(控股)股份有限公司，於上海證券交易所上市，股份代號：600500，公司主要從事化工及橡膠業務)總經理、中國對外經濟貿易信託有限公司董事長及中化藍天集團有限公司(主要從事研發、生產及銷售氟化學物)董事長。王先生亦於2010年12月至2014年3月擔任浙江英特集團股份有限公司(於深圳證券交易所上市，股份代號：000411，主要在中國製造及出售藥物及中藥保健品)董事長。於2015年1月至2016年12月，王先生擔任中國先鋒醫藥控股有限公司(於聯交所主板上市，股份代號：1345，為一家全面營銷、推廣及渠道管理服務供應商，致力於中國的進口醫藥產品及醫療設備業務)執行董事，並於2016年12月被調任並任

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

health products in China and listed on the Shenzhen Stock Exchange (stock code: 000411) from December 2010 to March 2014. From January 2015 to December 2016, Mr. Wang was an executive director of China Pioneer Pharma Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1345) and a comprehensive marketing, promotion and channel management service provider dedicated to imported pharmaceutical products and medical devices in the PRC, and was re-designated and has been serving as a non-executive director since December 2016. He was a director of Western Potash Corp., a company listed on the Toronto Stock Exchange (stock code: WPX) principally engaged in building a potash solution mine in Canada, from September 2015 to September 2016, and was re-appointed and has been serving as a director since April 2017. Mr. Wang has been an independent non-executive director of Yida China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3639) and an operator of business parks in the PRC since December 2016.

### SENIOR MANAGEMENT

**Mr. JIA Yunshan (賈運山)**, aged 52, has been a vice president of the Group since December 2004. He is primarily responsible for the financing and cash management of the Group. In July 1990, he completed a program in financial accounting from Hebei Materials Institute (河北物資學校) (now known as Hebei Economy Management School (河北經濟管理學校)) in Shijiazhuang, the PRC. In July 2003, he completed a master-level training program in business administration at Hebei University of Economics and Business (河北經貿大學) in Shijiazhuang, the PRC.

Mr. Jia has approximately 24 years of experience in financing and cash management. Mr. Jia has been employed by the Group since the establishment of Xingtai Risun Trading in May 1995. He has held various management positions in the Group, including financial manager and deputy general manager of Xingtai Risun Trading from May 1995 to November 2004. He has been a director of Beijing Automic since September 2012.

**Mr. LI Qinghua (李慶華)**, aged 56, has been a vice president of the Group since June 2015. He is primarily responsible for the overall management of the Xingtai Production Base, Dingzhou Production Base and Huhhot Production Base. He graduated from the Anhui Economic Management Cadre Institute (安徽經濟管理幹部學院) in Hefei, the PRC in July 1987 with a diploma in industrial enterprise management and obtained a master's degree in economics from the Party School of the Central Committee of the Communist Party of China (中共中央黨校) in Beijing, the PRC in July 2001. He obtained a senior economist qualification from the Title Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室) in November 1999.

職非執行董事。彼於2015年9月至2016年9月擔任西鉀股份有限公司(於多倫多證券交易所上市, 股份代號: WPX, 主要從事建造加拿大鉀鹽溶液解礦)董事, 自2017年4月起再度獲委任並一直擔任董事。於2016年12月起, 王先生擔任億達中國控股有限公司(於聯交所主板上市, 股份代號: 3639)獨立非執行董事及中國商業園區的經營者。

### 高級管理層

**賈運山先生**, 52歲, 自2004年12月起擔任本集團副總裁, 主要負責本集團的融資及現金管理。1990年7月, 彼完成中國石家莊河北物資學校(現稱河北經濟管理學校)的金融會計課程。2003年7月, 彼於中國石家莊河北經貿大學完成工商管理碩士培訓課程。

賈先生擁有約24年財務及現金管理的經驗。賈先生自1995年5月邢台旭陽貿易成立以來一直受僱於本集團。彼於本集團歷任多個管理職務, 包括於1995年5月至2004年11月任職邢台旭陽貿易財務經理及副總經理。彼自2012年9月起一直擔任北京奧特美克的董事。

**李慶華先生**, 56歲, 自2015年6月起擔任本集團副總裁, 主要負責邢台生產園區定州生產園區、呼和浩特園區的整體管理。彼於1987年7月於中國合肥畢業於安徽經濟管理幹部學院, 取得工業企業管理文憑, 並於2001年7月獲中國北京中共中央黨校頒授經濟碩士學位。彼於1999年11月獲河北省職稱改革領導小組辦公室頒授高級經濟師資格。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理層履歷(續)

Mr. Li joined the Group in November 2004 as a deputy general manager of Xingtai Risun Trading. He has approximately 25 years of corporate management experience. Prior to joining the Group, he undertook several positions at Hebei Changzheng Automobile Manufacturing Co., Ltd. (河北長征汽車製造有限公司), an automobile manufacturer, from July 1983 to October 2004, including director of the special cars factory from May 1993 to June 1998, deputy director and director of the general factory from June 1998 to September 2002 and deputy general manager of Hebei Changzheng Automobile Manufacturing Co., Ltd. from September 2002 to October 2004.

**Mr. YUAN Xixian (苑希現)**, aged 57, has been a vice president of the Group since August 2017. He is primarily responsible for management of the Group's strategic investments, production and engineering. He graduated from the Hebei Institute of Mining and Metallurgy (河北礦冶學院) (now known as the North China University of Science and Technology (華北理工大學)) in Tangshan, the PRC in July 1983. He obtained a senior engineer qualification from the Title Reform Leading Group Office of Hebei Province in December 2004.

Mr. Yuan has approximately 36 years of experience in the steel and coke industry. He joined the Group in May 2017. Prior to joining the Group, Mr. Yuan joined Xingtai Iron & Steel Corp., Ltd. (邢台鋼鐵有限責任公司), a high-end, specialized, wire manufacturer in July 1983 and was a deputy general manager, general manager and chairman from June 1998 to October 2016.

**Mr. HO Pui Lam Joseph (何沛霖)**, aged 39, is the company secretary of the Company. He is responsible for the management of corporate governance and company secretarial matters, participation in the making of material business decisions and development of the business strategy. He obtained a bachelor's degree in business administration from the University of Hong Kong in Hong Kong in December 2002. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since May 2018.

Mr. Ho has approximately 16 years of auditing, financial and company secretarial experience. He joined the Group in September 2017. Prior to joining the Group, he was an audit manager at Deloitte Touche Tohmatsu from September 2002 to November 2009. He also served as the financial controller and company secretary of Renheng Enterprise Holdings Limited, a company principally engaged in the manufacture and sale of tobacco machinery products in the PRC and listed on the Main Board of the Stock Exchange (stock code: 3628), from June 2010 to August 2017.

李先生於2004年11月加入本集團擔任邢台旭陽貿易的副總經理。彼擁有約25年企業管理經驗。加入本集團前，彼曾於1983年7月至2004年10月在河北長征汽車製造有限公司(為一家汽車生產商)擔任多項職務，包括於1993年5月至1998年6月擔任特種車廠廠長，於1998年6月至2002年9月擔任總車廠副廠長及廠長以及於2002年9月至2004年10月擔任河北長征汽車製造有限公司副總經理。

苑希現先生，57歲，自2017年8月擔任本集團副總裁，主要負責管理本集團的策略投資及生產及工程。彼於1983年7月畢業於中國唐山河北礦冶學院(現稱華北理工大學)。彼於2004年12月獲河北省職稱改革領導辦公室頒授高級工程師資格。

苑先生擁有約36年的鋼鐵及焦炭行業經驗。彼於2017年5月加入本集團。加入本集團前，苑先生曾於1983年7月加入邢台鋼鐵有限責任公司(一家高端專業化線材生產商)，於1998年6月至2016年10月擔任副總經理、總經理及董事長。

何沛霖先生，39歲，為本公司的公司秘書。彼負責企業管治管理及公司秘書事宜、參與重大業務決策及制定業務策略。彼於2002年12月在香港獲香港大學頒授工商管理學士學位。彼自2018年5月起成為香港會計師公會資深會員。

何先生擁有約16年的審計、財務及公司秘書經驗。彼於2017年9月加入本集團。加入本集團前，彼於2002年9月至2009年11月擔任德勤•關黃陳方會計師行審計經理。彼亦於2010年6月至2017年8月擔任聯交所主板上市公司仁恒實業控股有限公司(股份代號：3628，主要於中國從事生產及銷售煙草機械產品)財務總監兼公司秘書。

# Report of the Board of Directors

## 董事會報告

The Board hereby presents their report together with the Financial Statements for the year ended December 31, 2019 to the Shareholders.

### BUSINESS REVIEW

#### OPERATING ENVIRONMENT AND PROSPECTS

Please refer to “Management Discussion and Analysis – Overview” and “Management Discussion and Analysis – Business Review” in this annual report for details.

#### LAWS, REGULATORY AND COMPLIANCE MATTERS

Most of the business of the Company (including the production and sale of coke, coking chemicals and refined chemicals and the trading of coal, coke and refined chemical products) shall be in compliance with relevant laws and regulations and industry standards in the PRC and is subject to extensive regulation by the PRC government. The Company's aforementioned business and relevant activities are governed by the regulations in relation to production, sale, operation, transportation, export, energy efficiency and environmental protection. In addition, all operations of the Company in the PRC shall be in compliance with the laws and regulations on foreign investment, taxation and safety.

#### Overall compliance

As of December 31, 2019, save as disclosed above, there were no material pending or threatened litigation matters or other proceedings involving the Group, and the Group was not involved in any litigation or other proceedings that we believe would materially and adversely affect our business, financial condition or results of operations.

Directors have confirmed that during the Reporting Period, the Group had complied with the applicable laws and regulations in all material respects, did not have any incidents of material non-compliance, and had obtained all relevant permits, approval documents, qualifications, authorizations and approvals that are material to our business operations.

#### SIGNIFICANT SUBSEQUENT EVENTS

Details of significant subsequent events are provided in Note 47 to the Financial Statements.

董事會謹此向股東提呈其報告連同截至2019年12月31日止年度的財務報表。

### 業務回顧

#### 經營環境及展望

詳情請參閱本年報「管理層討論及分析－概覽」及「管理層討論及分析－業務回顧」。

#### 法律、監管及合規事項

本公司大部分業務(包括焦炭、焦化產品及精細化工產品的生產及銷售以及煤炭、焦炭及精細化工產品的貿易)均須遵守中國相關法律法規及行業標準，並受到中國政府的全面監管。本公司的上述業務及相關活動均受到有關生產、銷售、營運、運輸、出口、能源效益及環境保護的法規所規管。此外，本公司於中國的所有業務亦須遵守有關外國投資、稅務及安全的法律及法規。

#### 整體合規情況

截至2019年12月31日，除上文所披露者外，本集團並無重大的未決或潛在的訴訟事宜或其他法律程序，本集團也並無涉及任何我們認為會對我們的業務、財務狀況或營運業績產生重大不利影響的訴訟或其他法律程序。

董事已確認，於報告期內，本集團已於所有重大方面遵守中國適用法律法規，並無任何重大不合規事件，且本集團已取得就業務營運而言屬重要的所有相關許可、批文、資格、授權及審批。

#### 重大期後事項

重大期後事項詳情載於財務報表附註47。

## RELATIONSHIP WITH EMPLOYEES

We recruit new employees based on specific job requirements, our resources and needs from time to time. We provide technical as well as operational training for our employees, and we have tailored specific courses for our management personnel in order to build a competent team.

As of December 31, 2019, we had 3,836 full-time employees(2018: 3,574). Most of our senior management members and employees are based in Beijing and Hebei province.

We enter into a standard employment contract with each of our full-time employees. Remuneration for our employees includes basic wages, variable wages, bonuses and other benefits. For the years ended December 31, 2018 and 2019 our staff costs totalled RMB424.0 million and RMB458.4 million, respectively.

The Company's remuneration policy is set out by the Remuneration Committee on the basis of the employees' merit, qualifications and competence. The emoluments of the Directors are set by the Remuneration Committee, having regard to, among others, salaries paid by comparable companies as well as time commitment and responsibilities and employment conditions of the Group.

None of the directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the directors as an inducement to join, or upon joining the Group, as compensation for loss of office.

The Group has adopted the Share Option Scheme to motivate and reward its Directors and eligible employees. For further details, please refer to the section headed "Report of the Board of Directors – Share Option Scheme" of this report.

During the Reporting Period, we had not experienced any interruptions to our operations caused by major labor disputes and there were no complaints or claims from our employees which had a material adverse effect on our business. Our Directors believe that we have a good relationship with our employees. During the Reporting Period, the Group had no major labor disputes which might have significant impact of the normal business and operation of the Group.

## 與僱員的關係

我們按不時的特定工作要求、資源及需求招聘新僱員。我們向僱員提供技術及運營培訓，且我們已為我們的管理人員定制特別課程以建立一支能幹的團隊。

截至2019年12月31日，我們有3,836名全職僱員(2018年：3,574名)。我們大部分高級管理層成員及僱員均位於北京市及河北省。

我們與各全職僱員訂立標準僱傭合約。我們僱員的薪酬包括基本工資、浮動工資、花紅及其他福利。截至2018年及2019年12月31日止年度，我們的員工成本合共分別為人民幣424.0百萬元及人民幣458.4百萬元。

本公司的薪酬政策乃由薪酬委員會按照僱員的功績、資歷及能力制定。董事酬金乃由薪酬委員會視乎(其中包括)可資比較公司支付的薪金、須付出的時間及責任以及本集團的僱用條件釐定。

概無董事放棄或同意放棄收取任何薪酬，且本集團概無向任何董事支付任何薪酬作為加入或於加入本集團時的獎勵或作為離職補償。

本集團已採納購股權計劃以激勵及獎勵及董事及合資格僱員。有關進一步詳情，請參閱本報告「董事會報告－購股權計劃」一節。

於報告期內，我們並無因重大勞動糾紛引致的運營中斷，亦無對我們的業務嚴重不利的員工投訴或索償。董事認為我們與僱員的關係良好。於報告期內，本集團並無任何重大勞務糾紛對本集團正常業務及營運產生重大影響。

## Report of the Board of Directors (Continued) 董事會報告(續)

### RELATIONSHIP WITH CUSTOMERS

We sell our coke primarily to customers in the iron and steel industry in the PRC, and export a portion to overseas customers. We sell our refined chemicals primarily to manufacturers and traders in the chemical industry in the PRC, and export a small portion to overseas customers. Our end customers may purchase directly from us or purchase through their affiliated trading arms. Our customers for trading business are primarily companies in the iron and steel, non-ferrous, coking and chemical industries. During the Reporting Period, we did not adopt any distributorship business model in selling our products.

We maintain long-term cooperative relationships with our major customers. Some of them have maintained business relationships with us for more than five years, of which the customer with the longest relationship has maintained a business relationship with us for 15 years. Furthermore, we have entered into long-term framework agreements with some of our customers. Our products supplied under such long-term framework agreements mainly include coke, benzene, caprolactam and methanol.

During the Reporting Period, the revenue attributable to our top five largest customers was approximately RMB3,641.5 million, accounting for approximately 19.3% of the total revenue of the Group. The revenue attributable to our single largest customer was approximately RMB1,249.2 million, accounting for approximately 6.6% of our total revenue. Our top five customers during the Reporting Period were independent third parties, and none of our Directors, their associates or any Shareholder (who, to the knowledge of our Directors, owned more than 5% of the Company's share capital as of December 31, 2019) had any interest in any of our top five largest customers during the Reporting Period.

### RELATIONSHIP WITH SUPPLIERS

The principal raw material used for our coke and coking chemical production is coking coal. We mainly source our coking coal from external suppliers. The major types of coking coal we purchased included hard coking coal, fat coal, gas coal, 1/3 coking coal and lean coal. We purchased a large proportion of our coking coal from suppliers in Shanxi province and Hebei province. If overseas coking coal is more competitively priced than domestic coking coal, we will source coking coal from other countries such as Mongolia and Australia.

For the production of our refined chemicals, the principal raw materials are coking chemicals, which include crude benzene, coal tar and coke oven gas. Coking chemicals are by-products in the coking process. We mainly source such raw materials externally from our suppliers, but also source a portion of such raw materials by utilizing by-products from the coke production facilities at our Dingzhou Production Base and from CNC Risun Energy at our Xingtai Production Base.

### 與客戶的關係

我們主要向中國鋼鐵行業的客戶銷售焦炭，並向海外客戶出口部分焦炭。我們主要向中國化工行業的製造商及貿易商銷售精細化工產品，並向海外客戶出口小部分精細化工產品。我們的終端客戶或會直接向我們採購或透過其附屬貿易部門進行採購。我們的貿易業務客戶主要為鋼鐵、有色金屬、煉焦及化工行業企業。於報告期內，我們在銷售產品時並未採用任何分銷業務模式。

我們與主要客戶保持長期合作關係。當中部分與我們保持了超過五年的業務關係，其中具有最長關係客戶已與我們維持15年業務關係。此外，我們已與若干客戶訂立長期框架協議。我們根據此類長期框架協議供應的產品主要包括焦炭、苯、己內酰胺及甲醇。

於報告期內，來自我們前五大客戶的收益約為人民幣3,641.5百萬元，約佔本集團總收益的19.3%。來自我們單一最大客戶的收益約為人民幣1,249.2百萬元，佔總收益約6.6%。於報告期內，我們的前五大客戶均為獨立第三方，且於報告期內，概無董事、其聯繫人士或任何股東(就董事所知，截至2019年12月31日擁有本公司5%以上股本者)於我們的任何前五大客戶擁有任何權益。

### 與供應商的關係

焦炭及焦化產品生產所用的主要原材料為焦煤。我們主要向外部供應商採購焦煤。我們所採購的主要焦煤種類包括主焦煤、肥煤、氣煤、1/3焦煤及瘦煤。我們大部分焦煤乃採購自山西省及河北省的煤炭供應商。倘海外焦煤較國內焦煤價格更具競爭力，我們將向蒙古及澳洲等其他國家採購焦煤。

就我們的精細化工產品生產而言，主要原材料為焦化產品，包括粗苯、煤焦油及焦爐煤氣。焦化產品是煉焦過程中的副產品。我們主要透過供應商從外部採購有關原材料，但亦從定州生產園區的焦炭生產設施及邢台生產園區的中煤旭陽能源採購部分原材料，以善用副產品。

## Report of the Board of Directors (Continued) 董事會報告(續)

We generally enter into annual procurement arrangements with key suppliers. These supply arrangements specify the indicative quantities of raw materials that we plan to purchase in the relevant period and are subject to separate purchase orders to confirm delivery. Our suppliers typically granted us credit terms of 30 to 90 days. Pursuant to these arrangements, our procurement department purchases the required raw materials from suppliers in accordance with production plans prepared by our production department. Generally, purchase prices are based on prevailing market prices at the time of delivery of the raw materials. We make and implement our raw material procurement plans in line with our production plans which are primarily based on periodical review of customers' orders in order to reduce our exposure to market price fluctuations of raw materials. The internal market analysis reports generated by our marketing department also provide us with a basis for determining procurement prices.

We have a broad base of suppliers and do not depend on any single supplier. For instance, we procured coking coals from over 100 suppliers in the PRC and overseas during the Reporting Period. A broad base of suppliers enables us to procure a wide range of quality raw materials at competitive prices. Though we did not enter into any long-term agreements with our suppliers of raw materials, we maintained long-term cooperative relationships with our key suppliers. Some of them have maintained business relationships with us for more than five years.

Our subsidiaries engaged in the production business have passed the ISO 9001:2008/ISO 9001:2015 Quality Management System standard which set out detailed supplier selection and assessment procedures. The selection and assessment of our suppliers take into account, among others:

- the quality and specifications of the raw materials they offer;
- the scale and locations of their operations; and
- their track records and previous transaction terms with us.

During the Reporting Period, our purchases from top five suppliers were approximately RMB2,977.6 million, accounting for approximately 18.3% of our cost of sales and services. Our purchases from our single largest supplier were approximately RMB980.0 million, accounting for approximately 6.0% of our cost of sales. Except for CNC Risun Energy disclosed in Note 39 to the Financial Statements, our top five largest suppliers are independent third parties, and none of Directors, their associates or any Shareholder (to the knowledge of Directors, owned more than 5% of the Company's share capital as of December 31, 2019) had any interest in any of our top five largest raw material and equipment suppliers during the Reporting Period.

我們通常與主要供應商訂立年度採購安排。此等供應安排規定我們計劃於相關期間購買的原材料指示數量，並受單獨採購訂單的約束以確認交貨。我們的供應商通常賦予我們30至90天的信貸期。根據此等安排，我們的採購部門根據我們生產部門製定的生產計劃從供應商處採購所需原材料。一般而言，購買價為基於原材料交付時的現行市場價格。我們主要根據客戶訂單的定期檢討制定生產計劃，並按計劃制定及實施原材料採購計劃，以減少我們所面臨的原材料市場價格波動風險。我們的營銷部門生成的內部市場分析報告亦為我們提供釐定採購價格的基礎。

我們擁有廣泛的供應商基礎，並不依賴任何單一供應商。例如，於報告期內，我們從超過100名中國及海外的供應商採購焦煤。該等做法有助確保我們能夠以具競爭力的價格採購多種優質的原材料。儘管我們並無與原材料供應商訂立任何長期協議，我們與主要供應商維持長期合作關係。部分供應商與我們保持超過五年的業務關係。

我們從事生產業務的附屬公司通過ISO 9001:2008/ISO 9001:2015質量管理體系標準，該標準詳列供應商的挑選及評價程序。我們對供應商的挑選及評估將考慮(其中包括)以下因素：

- 彼等提供的原材料的品質及規格；
- 彼等經營的規模及地點；及
- 彼等與我們的往績記錄及過往交易條款。

於報告期內，我們自前五大供應商的採購額約為人民幣2,977.6百萬元，約佔銷售成本的18.3%。我們自單一最大供應商的採購額約為人民幣980.0百萬元，約佔銷售及服務成本的6.0%。除財務報表附註39所披露的中煤旭陽能源外，我們的前五大供應商均為獨立第三方，且於報告期內，概無董事、其聯繫人士或任何股東(就董事所知，截至2019年12月31日擁有本公司5%以上股本者)於我們的任何前五大原材料及設備供貨商擁有任何權益。

## Report of the Board of Directors (Continued) 董事會報告(續)

During the Reporting Period, we did not experience any material shortages or delays in the supply of our raw materials, and we do not foresee any material shortages or delays in our procurement of raw materials in the future. We closely monitor the inventory levels of our raw materials, and adjust our procurement volumes accordingly in anticipation of periods in which we may encounter raw material supply shortages or product demand increases.

### BUSINESS PERFORMANCE

The audited results of the Company and its subsidiaries for the year ended December 31, 2019 are stated on page 138 of the Consolidated Statement of Profit or Loss and Other Comprehensive Income. The financial positions of the Company and its subsidiaries as at December 31, 2019 are stated on page 140 of the Consolidated Statement of Financial Position. The consolidated cash flows of the Company and its subsidiaries for the year ended December 31, 2019 are stated on page 142 of the Consolidated Statement of Cash Flows.

The discussion and analysis on the Group's business performance and financial position for the current year are stated under "Management Discussion and Analysis" on pages 14 to 33 of this annual report.

### SHARE CAPITAL

As of December 31, 2019, the total issued share capital of the Company was HK\$409,000,000.00 divided into 4,090,000,000 shares of HK\$0.1 each.

### PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

During the year ended December 31, 2019, the Company issued 3,127,281,476 shares during the Global Offering (including the capitalization issue in connection with the Global Offering and the subsequent issuance by exercising the over-allotment option). Save for the Global Offering, the Company and its subsidiaries did not purchase, sell or redeem any of the Company's securities during the Reporting Period.

### DEBENTURE ISSUED

The Group has not issued any debentures during the year ended December 31, 2019.

### PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association or applicable laws of the Cayman Islands where the Company is incorporated, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

於報告期內，我們並無經歷任何重大原材料短缺或原材料供應延誤的情況，且我們預期日後不會出現任何重大原材料短缺或原材料採購延誤的情況。我們密切監察原材料的庫存水準，並因應我們可能面臨原材料供應短缺或產品需求增加的期間相應調整我們的採購量。

### 業務表現

本公司及其附屬公司截至2019年12月31日止年度的經審核業績載於綜合損益及其他全面收益表第138頁。本公司及其附屬公司於2019年12月31日的財務狀況載於綜合財務狀況表第140頁。本公司及其附屬公司截至2019年12月31日止年度的綜合現金流量載於綜合現金流量表第142頁。

有關本集團於本年度的業務表現及財務狀況的討論及分析載於本年報第14至33頁「管理層討論及分析」。

### 股本

截至2019年12月31日，本公司已發行股本總額為409,000,000.00港元，分為4,090,000,000股每股面值0.1港元的股份。

### 購買、出售及贖回本公司上市證券

於截至2019年12月31日止年度，本公司於全球發售期間已發行3,127,281,476股股份(包括就全球發售的資本化發行及超額配股權獲行使後發行的部分)。於報告期內，除全球發售外，本公司及其附屬公司並無購買、出售或贖回本公司的任何證券。

### 已發行債權證

截至2019年12月31日止年度，本集團概無發行任何債權證。

### 優先購買權

組織章程細則或本公司註冊成立的開曼群島適用法律項下並無優先購買權的條文，規定本公司必須向現有股東按其持股比例發售新股。



## TAX RELIEF AND EXEMPTION

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

## RESERVE

The details in relation to the changes in the reserve of the Company for the current year are stated under Note 46 to the Financial Statements. The details in relation to the reserve available for distributing to the shareholders are stated under Note 46 to the Financial Statements.

## PROPERTY, PLANT AND EQUIPMENT

The Group's property, plant and equipment consist mainly of machinery and equipment. We purchased our machinery and equipment mainly with cash from operations and debt financing from banks and other financial institutions. Machinery and equipment are primarily the various types of machineries and equipment at our four production bases in Hebei province in China, including Xingtai Production Base, Dingzhou Production Base, Tangshan Production Base and Cangzhou Production Base.

As of December 31, 2019, our property, plant and equipment amounted to approximately RMB9,751.3 million, with a year-to-year growth of 3.7%. This was mainly because of the addition of RMB1,216.3 million in property, plant and equipment partially offset by the depreciation of RMB641.8 million.

## DIVIDENDS AND DIVIDEND POLICY

After obtaining the shareholders' approval at the annual general meeting for 2018 on June 28, 2019, the Company paid a final dividend of RMB0.1532 per share (tax inclusive) for the year ended December 31, 2018 in cash to shareholders whose names appeared on the register of members of the Company on July 10, 2019, and the final dividend was fully paid on August 30, 2019.

On August 19, 2019, the Board declared an interim dividend for 2019 of RMB6.18 cents per share (tax inclusive) in cash, with a total amount of RMB252,762,000, to its shareholders whose names appeared on the register of member of the Company on November 7, 2019. The interim dividend was fully paid on November 29, 2019.

## 稅項減免

董事並不知悉有關股東因持有本公司證券而獲減免任何稅項。

## 儲備

有關本公司於本年度的儲備變動詳情，載於財務報表附註46。有關可供分派予股東的儲備詳情載於財務報表附註46。

## 物業、廠房及設備

本集團的物業、廠房及設備主要包括機器及設備。我們主要以經營所得現金以及銀行及其他金融機構債務融資購買機器及設備。機器及設備主要為我們在中國河北省的四個生產園區的生產場地的各類機器及設備，包括邢台生產園區、定州生產園區、唐山生產園區及滄州生產園區。

截至2019年12月31日，我們的物業、廠房及設備約為人民幣9,751.3百萬元，按年增長3.7%。這主要由於物業、廠房及設備增加人民幣1,216.3百萬元部分被折舊人民幣641.8百萬元所抵銷。

## 股息及股息政策

於2019年6月28日在2018年度股東週年大會上獲股東批准後，本公司以現金向於2019年7月10日名列本公司股份登記冊的股東派發截至2018年12月31日止年度的末期股息每股人民幣0.1532元(含稅)。末期股息已於2019年8月30日悉數派發。

於2019年8月19日，董事會向於2019年11月7日名列本公司股份登記冊的股東宣派2019年度中期股息每股人民幣6.18分(含稅)，股息總額為人民幣252,762,000元。中期股息已於2019年11月29日悉數派發。



## Report of the Board of Directors (Continued) 董事會報告(續)

The Board recommends the distribution of a final dividend of total amount of RMB156.2 million (dividend amount of each ordinary share is RMB3.82 cents) for the year ended December 31, 2019 to all shareholders, details of which are set out in Note 14 to the Financial Statements. Subject to the approval of the 2019 profit distribution plan at the Annual General Meeting, the final dividend will be distributed on or before July 31, 2020 to the Shareholders whose names appear on the register of Shares of the Company on July 10, 2020. Further announcements will be made by the Company in due course regarding the details of the date of dividend distribution and other specific arrangement.

The recommendation of payment and the amount of any future dividends will be at the absolute discretion of the Board and the amount of any dividends actually distributed to our Shareholders will depend on our results of operations, cash flows, financial condition, payments by our subsidiaries of cash dividends to us, our future prospects and other factors that our Directors consider important. We expect to distribute no less than 30% of our annual distributable earnings in every subsequent year as dividends.

### BANK AND OTHER LOANS

The details in relation to the bank and other loans of the Company and its subsidiaries as of December 31, 2019 are stated under Note 32 to the Financial Statements.

董事會建議向全體股東分派截至2019年12月31日止年度的末期股息總金額為人民幣156.2百萬元(每股普通股的股息金額為人民幣3.82分)，其詳情載於財務報表附註14。於2019年溢利分派計劃於股東週年大會獲批准後，本公司將於2020年7月31日或之前向於2020年7月10日名列本公司股份登記冊的股東分派末期股息。有關股息分派日期及其他具體安排的詳情，本公司將於適當時候另行刊發公告。

派付任何未來股息的建議及其金額將由董事會全權酌情決定，實際分派予股東的任何股息金額將視乎我們的經營業績、現金流量、財務狀況、附屬公司向我們支付現金股息、未來前景及董事認為重要的其他因素而定。我們預期在其後每個年度分派不少於年度可供分派盈利的30%作為股息。

### 銀行及其他貸款

於2019年12月31日，有關本公司及其附屬公司之銀行及其他貸款的詳情載於財務報表附註32。

# Report of the Board of Directors (Continued)

## 董事會報告(續)

### DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors currently consists of nine Directors, including six Executive Directors and three Independent Non-executive Directors. The Directors have been appointed with a term of three years, after which they may be re-elected.

The information regarding the Company's Directors are set out as follows:

### 董事及高級管理層

董事會現時由九名董事組成，包括六名執行董事及三名獨立非執行董事。董事於獲重選後的任期為三年。

有關本公司董事的資料載列如下：

Name	Age	Position	Roles and Responsibilities	Appointment Date	Date of Joining the Group	Relationship with other Directors and Senior Management
姓名	年齡	職位	角色及職責	委任日期	加入本集團的日期	與其他董事及高級管理層的關係
Mr. Yang Xuegang 楊雪崗先生	55 55	Executive Director, chairman of the Board and chief executive officer 執行董事、董事會主席兼行政總裁	Overall management and Business development of the Group 本集團的整體管理及業務發展	November 8, 2007 2007年11月8日	May 12, 1995 1995年5月12日	Father of Mr. Yang Lu 楊路先生的父親
Mr. Zhang Yingwei 張英偉先生	48 48	Executive Director and vice president of the Group 執行董事兼本集團副總裁	Overall management of the Tangshan Production Base and the Cangzhou Production Base 唐山生產園區及滄州生產園區的整體管理	July 24, 2009 2009年7月24日	February 5, 1996 1996年2月5日	N/A 不適用
Mr. Han Qinliang 韓勤亮先生	46 46	Executive Director and vice president of the Group 執行董事兼本集團副總裁	Management of the financial, accounting and information systems of the Group 本集團的財務、會計及信息系統管理	May 18, 2011 2011年5月18日	March 1, 2004 2004年3月1日	N/A 不適用
Mr. Wang Fengshan 王風山先生	61 61	Executive Director and vice president of the Group 執行董事兼本集團副總裁	Management of procurement and sales of the Group 本集團採購及銷售管理	September 29, 2018 2018年9月29日	March 1, 2004 2004年3月1日	N/A 不適用
Mr. Wang Nianping 王年平先生	57 57	Executive Director and vice president of the Group 執行董事兼本集團副總裁	Legal and risk management of the Group 本集團法律及風險管理	September 29, 2018 2018年9月29日	February 22, 2011 2011年2月22日	N/A 不適用
Mr. Yang Lu 楊路先生	29 29	Executive Director 執行董事	Management of the import, export and domestic trading business of our Group 管理本集團的進出口及國內貿易業務	September 29, 2018 2018年9月29日	November 1, 2013 2013年11月1日	Son of Mr. Yang Xuegang 楊雪崗先生的兒子

## Report of the Board of Directors (Continued)

### 董事會報告(續)

Name	Age	Position	Roles and Responsibilities	Appointment Date	Date of Joining the Group	Relationship with other Directors and Senior Management
姓名	年齡	職位	角色及職責	委任日期	加入本集團的日期	與其他董事及高級管理層的關係
Mr. Kang Woon	57	Independent Non-executive Director	Oversight of the compliance and corporate governance matters of the Group and provision of independent advice to the Board	September 29, 2018	November 11, 2011(1)	N/A
康涸先生	57	獨立非執行董事	監督本集團的合規及企業管治事宜，並向董事會提供獨立意見	2018年9月29日	2011年11月11日(1)	不適用
Mr. Yu Kwok Kuen Harry	50	Independent Non-executive Director	Same as above	September 29, 2018	September 29, 2018	N/A
余國權先生	50	獨立非執行董事	同上	2018年9月29日	2018年9月29日	不適用
Mr. Wang Yinping	59	Independent Non-executive Director	Same as above	September 29, 2018	September 29, 2018	N/A
王引平先生	59	獨立非執行董事	同上	2018年9月29日	2018年9月29日	不適用

*Note:*

*附註：*

(1) Mr. Kang Woon was appointed as an Independent Non-executive Director from November 2011 to September 2015. He was re-appointed as an Independent Non-executive Director in September 2018.

(1) 康涸先生自2011年11月至2015年9月獲委任為獨立非執行董事，並於2018年9月再次獲委任為獨立非執行董事。

The information regarding the Company's senior management are set out as follows:

有關本公司高級管理層的資料載列如下：

Name	Age	Position	Roles and Responsibilities	Appointment Date	Date of Joining the Group	Relationship with other Directors and Senior Management
姓名	年齡	職位	角色及職責	委任日期	加入本集團的日期	與其他董事及高級管理層的關係
Mr. Jia Yunshan	52	Vice president of the Group	Financing and cash management of the Group	December 6, 2004	May 12, 1995	N/A
賈運山先生	52	本集團副總裁	本集團的融資及現金管理	2004年12月6日	1995年5月12日	不適用
Mr. Li Qinghua	56	Vice president of the Group	Overall management of the Xingtai Production Base, Dingzhou Production Base and Huhhot Production Base	June 8, 2015	November 1, 2004	N/A
李慶華先生	56	本集團副總裁	邢台生產園區定州生產園區、呼和浩特特區的整體管理	2015年6月8日	2004年11月1日	不適用

## Report of the Board of Directors (Continued) 董事會報告(續)

Name	Age	Position	Roles and Responsibilities	Appointment Date	Date of Joining the Group	Relationship with other Directors and Senior Management
姓名	年齡	職位	角色及職責	委任日期	加入本集團的日期	與其他董事及高級管理層的關係
Mr. Yuan Xixian	57	Vice president of the Group	Management of the Group's strategic investments, production and engineering	August 1, 2017	May 8, 2017	N/A
苑希現先生	57	本集團副總裁	管理本集團的策略投資、生產及工程	2017年8月1日	2017年5月8日	不適用
Mr. Ho Pui Lam Joseph	39	Company secretary	Management of corporate governance and company secretarial matters, participation in the making of material business decisions and development of the business strategy	September 29, 2018	September 20, 2017	N/A
何沛霖先生	39	公司秘書	管理公司治理和公司秘書事宜、參與重大業務決策及制定業務策略	2018年9月29日	2017年9月20日	不適用

The Company has received the confirmation of the independence from each of the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules and is of the opinion that all Independent Non-executive Directors are independent of the Company.

### Changes to the information of Directors

According to Rule 13.51B(1) of the Listing Rules, during the Reporting Period, there is no change made to the information disclosed by Directors pursuant to the provisions of paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

### SERVICE CONTRACTS OF DIRECTORS

None of the Directors of the Company has entered into a service contract with the Company or any of its subsidiaries that exceeds three years or may not be terminated by the employer within one year without the payment of compensation (other than statutory compensation).

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性確認書，且認為所有獨立非執行董事均獨立於本公司。

### 董事資料的變動

根據上市規則第13.51B(1)條，於報告期內，董事根據上市規則第13.51(2)條第(a)至(e)段及第(g)段規定披露之資料並無變動。

### 董事服務合約

概無本公司董事與本公司或其任何附屬公司訂立期限超過三年或不可由僱主於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

## Report of the Board of Directors (Continued) 董事會報告(續)

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The details of the remuneration of the Company's Directors and five highest paid individuals are stated under Note 12 to the Financial Statements. The range of remuneration of the Directors and senior management are as follows:

Range of Remuneration (HK\$) 薪酬範圍(港元)	Number of Directors and Senior Management 董事及高級管理層人數
0-1,000,000	0
1,000,001-1,500,000	0
1,500,001-2,000,000	4
4,000,001-4,500,000	0
5,000,001-5,500,000	1

### INTERESTS OF DIRECTORS (AND THEIR CONNECTED ENTITIES) IN MATERIAL TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected Transaction", none of the Directors (and their connected entities) is or was materially interested, directly or indirectly, in any transaction, arrangement or contract of significance entered into by the Company or the Controlling Shareholders or any of their respective subsidiaries at any time during the Reporting Period or subsisted at the end of the Reporting Period.

### INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors nor their associates (as defined in the Listing Rules) had any competing interests in such business that is in direct or indirect competition with any of the Group's business.

### 董事及高級管理層的薪酬

本公司董事及五名最高薪人士薪酬的詳情載於財務報表附註12。董事及高級管理層的薪酬範圍如下：

### 董事(及其關連實體)於重大交易、安排或合約中的權益

除「關連交易」一節所披露者外，概無董事(及其關連實體)現時或曾經於本公司或控股股東或彼等各自的任何附屬公司於報告期內任何時間訂立或於報告期末存續的任何重大交易、安排或合約中直接或間接擁有重大權益。

### 董事於競爭業務的權益

於報告期內，概無董事或其聯繫人(定義見上市規則)在與本集團業務直接或間接構成競爭的業務中擁有任何競爭權益。

## Report of the Board of Directors (Continued) 董事會報告(續)

### THE INTEREST AND SHORT POSITIONS OF THE DIRECTORS AND SENIOR MANAGEMENT IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as of December 31, 2019, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which were required, pursuant to the Model Code as set out in the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange.

### 董事及高級管理層於股份、相關股份及債券的權益及淡倉

除下文所披露者外，於2019年12月31日，概無董事及本公司主要高管於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所的任何權益或淡倉，或根據證券及期貨條例第352條須記錄於該條所指登記冊的任何權益或淡倉，或根據上市規則所載標準守則須知會本公司及香港聯交所的任何權益或淡倉。

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of the total issued share capital in the Company 佔本公司已發行股本總額的概約百分比
Mr. Yang <sup>(1)</sup> 楊先生 <sup>(1)</sup>	Interest in controlled corporation 受控法團權益	3,116,074,928(L) 3,116,074,928(L)	76.19% 76.19%

(L) denotes long positions

(L) 指代好倉

Note:

附註：

(1) Texson is wholly-owned by Mr. Yang. Accordingly, Mr. Yang is deemed to be interested in the Shares held by Texson. In addition, Texson holds 27,469.38308 class A non-redeemable participating shares in First Milestone and as such, is deemed to be interested in the Shares held by First Milestone.

(1) 泰克森由楊先生全資擁有。因此，楊先生被視為於泰克森持有的股份中擁有權益。此外，泰克森持有First Milestone 27,469.38308股A類不可贖回參與股份，因而被視為於First Milestone所持股份中擁有權益。

# Report of the Board of Directors (Continued)

## 董事會報告(續)

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS IN SHARES

So far as is known to the Directors of the Company, as of December 31, 2019, the following persons (other than the Directors or chief executives of the Company) had interest and short positions in the Shares, or underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein, or which had already been notified to the Company and the Hong Kong Stock Exchange:

### 主要股東於股份的權益

就本公司董事所知，於2019年12月31日，下列人士(董事或本公司主要高管除外)於本公司的股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部須知會本公司的權益及淡倉，或根據證券及期貨條例第336條須記錄於該條所指登記冊的權益及淡倉，或已知會本公司及香港聯交所的權益及淡倉。

Name of Director	Capacity/Nature of Interest	Number of Shares	Approximate percentage of the total issued share capital in the Company
股東名稱	身份/權益性質	股份數目	佔本公司已發行股本總額的概約百分比
First Milestone SPC on behalf of and for the account of First Milestone I SP ("First Milestone") <sup>(1)(2)</sup>	Beneficial owner	849,408,259(L)	20.76%
First Milestone SPC(代表及為First Milestone I SP行事)(First Milestone) <sup>(1)(2)</sup>	實益擁有人	849,408,259(L)	20.76%
Texson <sup>(1)</sup> 泰克森 <sup>(1)</sup>	Beneficial owner	2,266,666,669(L)	55.42%
	實益擁有人	2,266,666,669(L)	55.42%
	Interest in controlled corporation	849,408,259(L)	20.76%
	受控法團權益	849,408,259(L)	20.76%
China Cinda Asset Management Co., Ltd. <sup>(2)(3)</sup> 中國信達資產管理股份有限公司 <sup>(2)(3)</sup>	Interest in controlled corporation	857,816,259(L)	20.97%
	受控法團權益	857,816,259(L)	20.97%
Sino-Rock Investment Management Company Limited <sup>(2)</sup> 漢石投資管理有限公司 <sup>(2)</sup>	Interest in controlled corporation	849,408,259(L)	20.76%
	受控法團權益	849,408,259(L)	20.76%
Cinda Sino-Rock Investment Limited <sup>(2)</sup> Cinda Sino-Rock Investment Limited <sup>(2)</sup>	Interest in controlled corporation	849,408,259(L)	20.76%
	受控法團權益	849,408,259(L)	20.76%
Sinostone Capital Management (Overseas) Company Limited <sup>(2)</sup> 信石資本管理(海外)有限公司 <sup>(2)</sup>	Interest in controlled corporation	849,408,259(L)	20.76%
	受控法團權益	849,408,259(L)	20.76%

(L) denotes long positions

(L) 指代好倉

#### Notes:

#### 附註:

(1) Texson holds 27,469.38308 class A non-redeemable participating shares in First Milestone and as such, is deemed to be interested in the Shares held by First Milestone.

(1) 泰克森持有First Milestone 27,469.38308股A類不可贖回參與股份，因而被視為於First Milestone所持股份中擁有權益。



## Report of the Board of Directors (Continued) 董事會報告(續)

- (2) Sinostone Capital Management (Overseas) Company Limited holds 100% management shares in First Milestone. Sinostone Capital Management (Overseas) Company Limited is wholly-owned by Cinda Sino-Rock Investment Limited, which in turn is wholly owned by Sino-Rock Investment Management Company Limited. China Cinda (HK) Holdings Company Limited indirectly holds 48.28% interests in Sino-Rock Investment Management Company Limited, and is wholly-owned by China Cinda Asset Management Co., Ltd.. Accordingly, each of Sinostone Capital Management (Overseas) Company Limited, Cinda Sino-Rock Investment Limited, Sino-Rock Investment Management Company Limited, China Cinda (HK) Holdings Company Limited and China Cinda Asset Management Co., Ltd. is deemed to be interested in the Shares held by First Milestone.
- (3) China Cinda (HK) Holdings Company Limited is wholly-owned by China Cinda Asset Management Co., Ltd.. Accordingly, China Cinda Asset Management Co., Ltd. is deemed to be interested in the Shares held by China Cinda (HK) Holdings Company Limited.

Save as disclosed above, as of December 31, 2019, the Directors of the Company were not aware of any person (other than the Directors or chief executives of the Company) who had interest or short positions in the Shares or underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein, or which had already been notified to the Company and the Hong Kong Stock Exchange.

### SHARE OPTION SCHEME

On February 21, 2019 (the "Adoption Date"), the shareholders adopted the Share Option Scheme (the "Share Option Scheme"). The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules.

#### PURPOSE

The purpose of the Share Option Scheme is to provide incentives to Participants (as defined in the following paragraph) to contribute to the Company and motivate them to higher levels of performance, and to enable the Company to recruit high caliber employees and attract or retain human resources that are valuable to the Group.

#### WHO MAY JOIN

The Board may, at its absolute discretion, offer options to subscribe for such number of Shares in accordance with the terms set out in the Share Option Scheme ("Options") to any employee, executive director or non-executive director (including independent non-executive director) of any member of the Group (the "Participants").

- (2) 信石資本管理(海外)有限公司持有First Milestone的100%管理股份。信石資本管理(海外)有限公司由Cinda Sino-Rock Investment Limited全資擁有，而Cinda Sino-Rock Investment Limited繼而由漢石投資管理有限公司全資擁有。中國信達(香港)控股有限公司間接持有漢石投資管理有限公司48.28%權益，並由中國信達資產管理股份有限公司全資擁有。因此，信石資本管理(海外)有限公司、Cinda Sino-Rock Investment Limited、漢石投資管理有限公司、中國信達(香港)控股有限公司及中國信達資產管理股份有限公司各自被視為於First Milestone所持股份中擁有權益。
- (3) 中國信達(香港)控股有限公司由中國信達資產管理股份有限公司全資擁有。因此，中國信達資產管理股份有限公司被視為於中國信達(香港)控股有限公司所持股份中擁有權益。

除上文所披露者外，於2019年12月31日，本公司董事並不知悉任何人士(董事或本公司主要高管除外)於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部須知會本公司的權益或淡倉，或根據證券及期貨條例第336條須記錄於該條所指登記冊的權益或淡倉，或已知會本公司及香港聯交所的權益或淡倉。

### 購股權計劃

於2019年2月21日(「採納日期」)，股東採納購股權計劃(「購股權計劃」)。購股權計劃的條款符合上市規則第17章的規定。

#### 目的

購股權計劃旨在向參與者(定義見下段)提供鼓勵以向本公司作出貢獻並激勵彼等作出更佳表現，以及使本公司能夠招聘高質素僱員並吸引或挽留對本集團具價值的人力資源。

#### 可參與人士

董事會可全權酌情根據購股權計劃所載的條款向本集團任何成員公司的任何僱員、執行董事或非執行董事(包括獨立非執行董事)(「參與者」)提呈可認購有關數目的股份的購股權(「購股權」)。

## MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme (the “Maximum Number of Shares”) and any other Share Option Scheme of the Group shall not in aggregate exceed 10% of the total number of Shares in issue immediately upon completion of the Global Offering, however, that, subject to compliance with the Listing Rules:

- (i) the Company may, at any time as the Board may think fit, seek approval from our Shareholders to increase the Maximum Number of Shares, up to a maximum of 10% of the Shares in issue at the date of approval by our Shareholders in general meeting. Options previously granted under the Share Option Scheme or any other scheme of the Company (including those outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other scheme of the Company) shall not be counted for the purpose of calculating the new Maximum Number of Shares. The Company will send a circular containing the details and information required under the Listing Rules to the Shareholders;
- (ii) the Company may seek separate approval from the Shareholders in general meeting to permit the granting of Options which will result in the number of Shares in respect of all Options granted exceeding the then Maximum Number of Shares, provided that the Options exceeding the then Maximum Number of Shares are granted only to Participants specifically identified by the Company before Shareholders’ approval is sought. The Company will send a circular containing the details and information required under the Listing Rules to the Shareholders;
- (iii) the total maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under another scheme of the Company will not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme and any other share option scheme of the Company if this will result in such limit being exceeded.

## 最高股份數目

因行使根據購股權計劃及本集團任何其他購股權計劃將予授出的所有購股權而可能發行的最高股份數目(「最高股份數目」)，合共不得超過緊隨全球發售完成後的已發行股份總數的10%，惟在遵守上市規則的前提下：

- (i) 本公司可於董事會認為合適的任何時間尋求股東批准增加股份最高股份數目，最多為股東於股東大會批准日期已發行股份的10%。先前根據購股權計劃或本公司任何其他計劃授出的購股權(包括根據購股權計劃或本公司任何其他計劃的條款尚未行使、已取消或失效的購股權)不得計算入新最高股份數目之中。本公司將向股東寄發載有上市規則規定的詳情及資料的通函；
- (ii) 本公司可於股東大會上尋求股東另行批准授出會導致所有已授出購股權涉及的股份數目超出當時最高股份數目的購股權，惟超出當時最高股份數目的有關購股權僅可授予本公司在取得股東批准前已指定的參與者。本公司將向股東寄發載有上市規則規定的詳情及資料的通函；
- (iii) 因悉數行使根據購股權計劃已授出但尚未行使的所有購股權及根據本公司其他計劃已授出但尚未行使的任何其他購股權而可能發行的最高股份總數，不得超過本公司不時已發行股份的30%。倘此舉將導致超出有關限額，則不會根據購股權計劃及本公司任何其他購股權計劃授出任何購股權。

## MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) to each Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as of the date of grant. Any further grant of Options in excess of the 1% limit will be separately approved by the Shareholders in general meeting with such Participant and his associates abstaining from voting. The Company will send a circular to the Shareholders disclosing the identity of the Participant, the number and terms of Options to be granted to the Participant, and containing the details and information required under the Listing Rules. The number and terms (including the subscription price) of Options to be granted to the Participant must be fixed before the approval of the Shareholders and the date of the Board meeting proposing the grant will be taken as the offer date for the purpose of calculating the subscription price of those Options.

## GRANTING OPTIONS TO CONNECTED PERSONS

Where any offer of the grant of an Option is proposed to be made to a director (other than an independent non-executive director), chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates, the offer must be approved by the Independent Non-executive Directors (excluding any Independent Non-executive Director who is the grantee of an Option).

Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of Options will be subject to the issue of a circular by the Company and approval by the Shareholders in general meeting at which all connected persons of the Company must abstain from voting in favor at such general meeting and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options will be taken as a poll.

## PERFORMANCE TARGET AND CONDITIONS FOR VESTING

No performance targets are to be achieved before an Option can be exercised.

## 每名參與者享有購股權數目上限

截至授出日期止任何12個月期間，因根據購股權計劃及本公司任何其他購股權計劃向各參與者授出的購股權(包括已行使及尚未行使的購股權)而已發行及將予發行的股份總數，不得超過截至授出日期已發行股份的1%。倘進一步授出購股權會導致超過上述1%上限，須經股東於股東大會上另行批准，而該參與者及其聯繫人不得投票。本公司將向股東寄發通函，披露參與者的身份、授予參與者的購股權數目及條款，並載有上市規則規定的詳情及資料。授予參與者的購股權數目及條款(包括認購價)必須在股東批准前確定，而建議授出的董事會會議日期將作為要約日期，以計算該等購股權的認購價。

## 向關連人士授出購股權

倘建議向本公司董事(獨立非執行董事除外)、主要高管或主要股東(定義見上市規則)或其各自的任何聯繫人提出授出購股權的要約，要約必須經獨立非執行董事(不包括作為購股權承授人的任何獨立非執行董事)批准。

倘向本公司一名主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權，致使因行使直至授出購股權當日(包括該日)止12個月授予及將授予該人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份：(i)合共超過已發行股份的0.1%；及(ii)根據各授出日期股份的收市價計算，總值超過5百萬港元，則增授購股權須經本公司發出通函及股東於股東大會上批准，本公司所有關連人士須在有關股東大會上放棄投贊成票，及/或遵守上市規則不時作出的其他規定。任何在大會上批准授予有關購股權的表決票將以投票表決方式進行。

## 表現目標及歸屬條件

在行使購股權前，無須達至任何表現目標。

## Report of the Board of Directors (Continued) 董事會報告(續)

### SUBSCRIPTION PRICE

The price per Share at which a grantee may subscribe for Shares on the exercise of an Option shall be a price determined by the Board in its absolute discretion and notified to a Participant, which shall be at least the higher of:

- (i) the closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the relevant offer date in respect of such Option;
- (ii) the average closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the relevant offer date in respect of such Options or where the Company has been listed for less than five trading days, the new issue price shall be used as the closing price; or
- (iii) the nominal value of the Shares.

### LIFE OF THE SHARE OPTION SCHEME

Subject to the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, i.e. February 20, 2029, after which period no further Options will be offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted before that. Options granted before that but not yet exercised shall continue to be valid and exercisable in accordance with the terms of the Share Option Scheme.

### OPTION GRANTED

No option has been granted under the Scheme during the Reporting Period.

### MANAGEMENT CONTRACTS

During the Reporting Period, the Group did not enter into any contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees) and there existed no such contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees).

### 認購價

承授人於行使購股權時可能認購股份的每股股份價格須由董事會全權酌情釐定，並通知參與者，惟認購價應為以下三者中的最高者：

- (i) 股份於有關購股權的相關要約日期在聯交所每日報價表上的聯交所收市價；
- (ii) 緊接有關購股權的相關要約日期前五個交易日股份於聯交所每日報價表上的聯交所平均收市價，或倘本公司上市少於五個交易日，則以新發行價格作為收市價；或
- (iii) 股份面值。

### 購股權計劃的期限

在購股權計劃條款的規限下，購股權計劃自採納日期(即二零二九年二月二十日)起計10年內有效及生效，其後不得進一步發行購股權，惟購股權計劃的條文仍具有十足效力，並在必要的範圍內生效，以使此前授出的任何購股權行之有效。此前授出但尚未行使的購股權將繼續有效，並可根據購股權計劃的條款行使。

### 授出的購股權

於報告期內，概無根據計劃授出任何購股權。

### 管理合約

報告期內，本集團並無就有關全部或任何重大部分業務的管理及行政工作訂立任何合約(與本集團董事及全體僱員訂立的服務合約除外)，且概無存在就有關全部或任何重大部分業務的管理及行政工作訂立的任何合約(與本集團董事及全體僱員訂立的服務合約除外)。

## CONNECTED TRANSACTIONS

We have entered into some transactions with connected persons of the Company. In accordance with Chapter 14A of the Listing Rules, such transactions have constituted continuing connected transactions of the Company.

## PROJECT SERVICES FRAMEWORK AGREEMENT

The Company entered into a project services framework agreement on February 22, 2019 (the “Project Services Framework Agreement”) with Xuyang Holding, pursuant to which Xuyang Group will provide project design, construction management and general contracting services to the Group in relation to our various initiatives to upgrade our energy saving and environmental protection capabilities and improve the efficiency and quality of our existing large-scale production facilities in light of the adoption by the relevant PRC government authorities of more stringent energy saving and environmental protection requirements. Relevant members of Xuyang Group may enter into separate contracts with the Group to set out specific terms and conditions of the relevant services in accordance with the principles provided in the Project Services Framework Agreement. The initial term of the Project Services Framework Agreement and any separate contracts entered into under it will expire on December 31, 2021 and such term can be renewed subject to mutual written consent of the Company and Xuyang Holding and approval in accordance with applicable laws, regulations and the Listing Rules. The Group is free to contract with other independent third parties for the relevant services if Xuyang Group is unable to provide such services or the terms that Xuyang Group offers become less favorable to the Group than those offered by other independent third parties.

Xuyang Holding is a company wholly-owned by our Controlling Shareholder, Mr. Yang and his spouse. Pursuant to Rule 14A.07(1), Mr. Yang, an Executive Director and our Controlling Shareholder, is a connected person of the Company, and thus, Xuyang Holding is an associate of Mr. Yang and a connected person of the Company.

While the Group could procure independent third parties to provide such services, the Group considers that the Project Services Framework Agreement is beneficial to the Group as:

- (i) the project design and construction management of various chemical production facilities requires certain technical expertise and experience in the design and construction management of coal, coking and refined chemicals systems and facilities which Xuyang Group can provide;

## 關連交易

我們已與本公司關連人士訂立若干交易。根據上市規則第14A章，有關交易已構成本公司的持續關連交易。

## 項目服務框架協議

本公司於2019年2月22日與旭陽控股訂立項目服務框架協議(「項目服務框架協議」)，據此，旭陽集團將就多項舉措向本集團提供項目設計、施工管理及總承包服務，務求因應中國有關政府部門採用更嚴格的節能和環保要求而提升我們的節能和環保能力，以及提高現有大型生產設施的效率及質量。旭陽集團有關成員公司可與本集團按照項目服務框架協議規定的原則，訂立獨立合約，務求列載有關服務的具體條款及條件。項目服務框架協議以及據此訂立的任何獨立合約的初始期限將於2021年12月31日屆滿。而根據適用法律、法規及上市規則，該期限經本公司及旭陽控股共同書面同意及批准，可獲重續。倘旭陽集團無法提供有關服務或其向本集團提供的條款遜於其他獨立第三方所提供者，本集團可自由就有關服務與其他獨立第三方訂立合約。

旭陽控股為我們控股股東楊先生及其配偶全資擁有的公司。根據第14A.07(1)條，楊先生(執行董事及我們的控股股東)為本公司的關連人士，因此旭陽控股為楊先生的聯繫人及本公司的關連人士。

雖然本集團可促使獨立第三方提供有關服務，本集團認為項目服務框架協議對本集團有利，因為：

- (i) 各種化工生產設施的項目設計及施工管理需要旭陽集團提供的若干專業技術知識，以及煤炭、焦化及精細化工品系統及設施的設計、施工管理方面的經驗；

## Report of the Board of Directors (Continued) 董事會報告(續)

- (ii) Xuyang Group has extensive knowledge of our existing production facilities and our technical and operational requirements, and may thus be more efficient in implementing the projects; and
- (iii) the terms and prices offered by Xuyang Group may be more favorable than what we may obtain from independent third parties.

The Group conducts a public tender process for each project for which we require project design, construction management and general contracting services. Interested bidders would be selected on the bases of the prices proposed, the technical specifications achievable, the business model and background of the bidders, payment terms proposed and the estimated delivery dates, and the bidder offering the best overall terms would be awarded the project. As such, the fees for the services provided by Xuyang Group under the Project Services Framework Agreement would be in line with the prices proposed by Xuyang Group in its submitted bids, and the Group would compare such bids with the bids submitted by other independent third parties.

The amounts of fees charged by Xuyang Group with respect to the project services for the Reporting Period was approximately RMB200.1 million (tax-exclusive).

Since each of the applicable percentage ratios (other than the profits ratio) for the Project Services Framework Agreement is less than 5%, the transactions under the Project Services Framework Agreement constitute continuing connected transactions for the Company which are subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### CONFIRMATION BY THE INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 14A.55 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed the aforementioned continuing connected transactions and confirmed that the transactions have been conducted:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with relevant agreement governing the relevant transactions, on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

- (ii) 旭陽集團在我們現有的生產設施及技術和營運要求方面具有廣泛的知識，因此可提升實施項目效率；及
- (iii) 旭陽集團所提供之條款及價格較我們可從獨立第三方取得者為優。

本集團為各個需要項目設計、施工管理及總承包服務的項目進行公開招標。本集團將根據建議價格、可實現的技術規格、投標人的業務模式和背景、建議的付款條件、預計交付日期以及投標人就獲授項目提供的最佳總體條款而選取有興趣的投標人。因此，旭陽集團根據項目服務框架協議提供的服務費用將與旭陽集團於投標中提出的價格一致，而本集團將就此類投標與其他獨立第三方提交的投標比較。

旭陽集團於報告期內就項目服務收取的費用金額約為人民幣200.1百萬元(不含稅)。

由於項目服務框架協議之各項適用百分比率(溢利比率除外)低於5%，故項目服務框架協議項下的交易構成本公司的持續關連交易，須遵守申報、年度審閱及公告規定，但獲豁免遵守上市規則第14A章項下有關通函及獨立股東批准的規定。

### 獨立非執行董事確認

根據上市規則第14A.55條，本公司獨立非執行董事已審核上述持續關連交易，並確認該等交易乃：

- (a) 於本集團的一般及日常業務過程中進行；
- (b) 按照一般商業條款或更佳條款訂立；及
- (c) 根據規管有關交易的有關協議進行，而交易條款公平合理，並符合本公司股東的整體利益。

## Report of the Board of Directors (Continued) 董事會報告(續)

### CONFIRMATION BY THE AUDITOR

The auditors of the Company, Deloitte Touche Tohmatsu, have issued a letter to the Board, confirming that for the year ended December 31, 2019, in respect of the aforementioned continuing connected transactions, nothing has come to their attention that causes them to believe that:

1. the transactions have not been approved by the Board of Directors;
2. the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
3. the transactions were not entered into, in all material respects, in accordance with the relevant agreements; and
4. the amount of each of the transactions has exceeded its annual cap mentioned above.

### RELATED PARTY TRANSACTIONS

Note 39 to the Financial Statements discloses the related party transactions of the Company in accordance with IFRS. The transactions disclosed therein between the Company and the following parties constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules: Mr. Yang Xuegang, Ms. Lu Xiaomei, Texson and the entities controlled by Mr. Yang Xuegang. During the Reporting Period, the Company has complied with the requirements under Chapter 14A of the Listing Rules.

### COMPLIANCE WITH DEED OF NON-COMPETITION

On February 20, 2019, the Controlling Shareholders have entered into a Deed of Non-competition, pursuant to which each of the Controlling Shareholders agreed that, except for the supply of coal as described above, (i) he or she or it will not engage in, participate in or assist others to engage or participate in any business that competes or is likely to compete, directly or indirectly, with our business within the PRC, Hong Kong or any part of the world in which any member of the Group operates, and will procure its subsidiaries (where applicable) not to engage in any business that competes or is likely to compete, directly or indirectly, with our business (the "Competing Businesses") in the PRC, Hong Kong or any part of the world in which any member of the Group operates; and (ii) he or she or it will inform us of any new business opportunities of the Competing Businesses, and use his or her or its best efforts to procure such opportunities be made available to us.

### 核數師確認

董事會已收到本公司核數師德勤•關黃陳方會計師行就上述持續關連交易的確認函，確認截至2019年12月31日止年度，針對上述持續關連交易，彼等未注意到任何事項，致使其認為：

1. 該等交易未經獲董事會批准；
2. 該等交易於所有重大方面未按照本集團之定價政策執行；
3. 該等交易於所有重大方面未按照相關協議執行；及
4. 各項交易金額超過上文所述各交易之年度上限。

### 關聯方交易

財務報表附註39乃根據國際財務報告準則披露本公司的關聯方交易。根據上市規則第14A章，當中所披露本公司與以下各方之間的交易構成本公司的關連交易或持續關連交易：楊雪崗先生、路小梅女士、泰克森及楊雪崗先生控制的實體。於報告期內，本公司一直遵守上市規則第14A章的規定。

### 遵守不競爭契據

於2019年2月20日，控股股東已訂立不競爭契據，據此，各控股股東同意，除上述煤炭供應外，(i)其不會在中國境內、香港或本集團任何成員公司經營業務的世界任何地方從事、參與或協助他人從事或參與任何與我們的業務直接或間接構成競爭或可能構成競爭的業務，並將促使其附屬公司(如適用)不在中國、香港或本集團任何成員公司經營業務的世界任何地方從事任何與我們的業務直接或間接構成競爭或可能構成競爭的業務(「競爭業務」)；及(ii)其將知會我們競爭業務的任何新業務機會並盡最大努力促成我們獲得有關機會。

## Report of the Board of Directors (Continued) 董事會報告(續)

Each of the Controlling Shareholders have also undertaken in the Deed of Non-competition that during the term of such agreement, he or she or it will not, and will procure its subsidiaries (where applicable) not to:

- directly or indirectly engage in or participate in, or assist others to engage in or participate in, any Competing Businesses in any form (including but not limited to investments, mergers and acquisitions, joint ventures, cooperation agreements, partnerships, contractual arrangements or purchases of shares of listed or private companies) within the PRC, Hong Kong or any part of the world in which any member of the Group operates;
- assist any entity other than the Group to engage in any Competing Businesses within the PRC, Hong Kong or any part of the world in which any member of the Group operates; or
- engage in any Competing Businesses (directly or indirectly) in any manner.

The independent non-executive Directors of the Company are responsible for examining, reviewing, considering and determining whether to adopt and accept the new business opportunities referred to the Company by the Controlling Shareholders.

The Controlling Shareholders have confirmed that they complied with the Deed of Non-competition during the Reporting Period. The independent non-executive Directors of the Company have examined and reviewed the implementation of the Deed of Non-competition and have confirmed that, during the Reporting Period, the Controlling Shareholders fully complied with the deed and there had no violation of the deed.

### RETIREMENT AND EMPLOYEE BENEFIT PLANS

Details of the retirement and employee benefits plans of the Group are set out under Note 38 to the Financial Statements.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Please refer to “Corporate Governance Report – Compliance of the Code” in this annual report for details.

各控股股東亦已於不競爭契據內承諾，於該協議有效期內，其將不會並促使其附屬公司(如適用)不會：

- 在中國境內、香港或本集團任何成員公司經營業務的世界任何地方，以任何形式(包括但不限於投資、併購、合營、合作協議、合夥、合約安排或購買上市或私人公司股票)直接或間接從事或參與或協助從事或參與任何競爭業務；
- 在中國境內、香港或本集團任何成員公司經營業務的世界任何地方支持本集團以外的實體從事競爭業務；或
- 以任何方式從事(直接或間接)競爭業務。

本公司獨立非執行董事負責審查、檢討、考慮及決定是否採納及接受控股股東向本公司轉介的新業務機會。

控股股東已確認，彼等於報告期內已遵守不競爭契據。本公司獨立非執行董事已審查及檢討不競爭契據之執行情況並已確認控股股東於報告期內全面遵守契據，且並無違反契據。

### 退休及僱員福利計劃

本集團的退休及僱員福利計劃詳情載於財務報表附註38。

### 遵守企業管治守則

有關詳情，請參閱本年報「企業管治報告－遵守守則」。



## PUBLIC FLOAT

When it applied for the listing of its Shares, the Company applied to the Hong Kong Stock Exchange, and the Hong Kong Stock Exchange has granted the Company a waiver that the minimum public float requirement under Rule 8.08(1) of the Hong Kong Listing Rules be reduced and the minimum percentage of the Shares from time to time held by the public to be the higher of (i) 22.1%, the percentage of Shares to be held by the public immediately after the completion of the global offering (assuming the over-allotment option is not exercised); and (ii) such percentage of Shares to be held by the public after the exercise of the over-allotment option.

Based on the Company's publicly available information and to the best of the Directors' knowledge, as of the Latest Practicable Date, the number of Shares in public hands represents approximately 23.8% of the total issued share capital of the Company.

## PERMITTED INDEMNITY PROVISIONS

During the Reporting Period and as of the Latest Practicable Date, the Company (including but not limited to) had purchased and maintained a group liability insurance for the Directors of the Company and its associated companies (as defined for such term under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

## AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the Financial Statements as for the year ended December 31, 2019 prepared in accordance with IFRS.

## 公眾持股量

於申請股份上市時，本公司已向香港聯交所申請，且香港聯交所已向本公司授出遵守香港上市規則第8.08(1)條項下之最低公眾持股量規定的豁免，本公司之最低公眾持股量可予降低惟公眾不時持有的股份最低百分比須為以下最高者：(i)22.1%，即緊隨全球發售完成後公眾持有股份的百分比(假設超額配股權未獲行使)；及(ii)行使超額配股權後，公眾持有股份的相關百分比。

根據可公開獲得的資料及據董事所知，於最後實際可行日期，公眾持有的股份數目佔本公司已發行股本總額的23.8%。

## 獲准許的彌償條文

於報告期內及於最後實際可行日期，本公司(包括但不限於)已為本公司及其有聯營公司(如公司條例(香港法例第622章)下賦予該詞彙的定義)的董事購買及維持一份集體責任保險。

## 審核委員會

本公司審核委員會已審閱根據國際財務報告準則編製的截至2019年12月31日止年度的財務報表。



## Report of the Board of Directors (Continued) 董事會報告(續)

### AUDITOR

Deloitte Touche Tohmatsu, Certified Public Accountants is appointed as the auditor for the Financial Statements as for the year ended December 31, 2019 prepared in accordance with IFRS. Such Financial Statements prepared in accordance with IFRS as stated herein this annual report have been audited by Deloitte Touche Tohmatsu, Certified Public Accountants and a standard unqualified audit report has been issued.

Since the Listing Date and up to December 31, 2019, there was no change in the auditor of the Company.

Deloitte Touche Tohmatsu will retire at the forthcoming AGM and being eligible offer themselves for reappointment.

By report of  
the Board of Directors  
**Yang Xuegang**  
Chairman

### 核數師

執業會計師德勤•關黃陳方會計師行就根據國際財務報告準則編製的截至2019年12月31日止年度之財務報表獲委任為核數師。本年報內根據國際財務報告準則編製的財務報表已由執業會計師德勤•關黃陳方會計師行審核，並出具標準無保留意見的審核報告。

自上市日期起至2019年12月31日，本公司核數師並無變動。

德勤•關黃陳方會計師行將於應屆股東週年大會上退任，並符合資格膺選連任。

承董事會報告  
主席  
楊雪崗

# Corporate Governance Report

## 企業管治報告

The Board of Directors of the Company has hereby submitted its Corporate Governance Report for the Reporting Period to the Shareholders.

### COMPLIANCE OF THE CODE

The Company focuses on maintaining a high standard of corporate governance for purposes of enhancing the value for shareholders and protecting their interests. The Company has adopted such provisions of the Code as stated in the Corporate Governance Code (the “Code”) and Corporate Governance Report provided in Appendix 14 to the Listing Rules. The Company has established and perfected the corporate governance structure in accordance with the Listing Rules and the Code and has set up a series of corporate governance system. During the Reporting Period, the Company has been observing all mandatory provisions of the code as stipulated in the Corporate Governance Code except the provisions of A.2.1 (please refer to below for detailed explanation).

The Board of Directors will continue to examine and review, from time to time, the Company’s corporate governance practices and operation in order to meet the relevant provisions under the Listing Rules and to protect the shareholders’ interests.

### SECURITIES TRANSACTIONS CONDUCTED BY DIRECTORS AND THE RELEVANT EMPLOYEES

The Company has adopted the standard code against which the Directors of Listed Issuers conduct securities transactions as provided in Appendix 10 to the Listing Rules (the “Standard Code”), taking such Code against which the Directors of the Company may conduct securities transactions.

Upon specific enquiry conducted by the Company, all the Directors have confirmed that during the Reporting Period, they have been fully observing the Standard Code.

本公司董事會謹此向股東提呈其報告期內的企業管治報告。

### 守則的遵守情況

本公司注重維持高水準的企業管治，以提升股東價值及保障股東的權益。本公司已採納上市規則附錄14所載的企業管治守則（「守則」）及企業管治報告內的守則條文。本公司已根據上市規則及守則的要求建設和完善企業管治架構，建立一系列企業管治制度。於報告期內，除守則條文第A.2.1條外（詳細解釋請見下文），本公司已遵守企業管治守則所載的一切強制性守則條文。

董事會將持續審查及不時檢討本公司的企業管治常規及運作，以符合上市規則項下有關規定並保障股東的權益。

### 董事及相關僱員進行的證券交易

本公司已採納上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」），並將此守則作為本公司董事可能進行證券交易的守則。

經本公司作出特定查詢後，全體董事均已確認，於報告期內，彼等一直全面遵守標準守則。

## BOARD OF DIRECTORS

### BOARD OF DIRECTORS

#### (a) Composition of Board of Directors

The Board comprises nine Directors, including six Executive Directors and three Independent Non-executive Directors. The Directors have been appointed with a term of three years, subject to retirement by rotation requirements under the Articles of Association of the Company.

The Company has at least three Independent Non-executive Directors (representing at least one-third of the Board), and among whom, at least one Independent Non-executive Director must possess professional qualifications or accounting knowledge or professional knowledge related to finance management in compliance with the provisions of the Listing Rules. Moreover, after taking into consideration of the factors regarding the evaluation of the independence of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and the written confirmation of all Independent Non-executive Directors, the Board of Directors believes that all Independent Non-Executive Directors are independent individuals.

The Board of Directors of the Company comprises the following:

## 董事會

### 董事會

#### (a) 董事會組成

董事會由九名董事組成，包括六名執行董事及三名獨立非執行董事。董事已獲委任，任期為三年，惟須遵守本公司組織章程細則項下的輪值退任規定。

遵照上市規則條文，本公司擁有最少三名獨立非執行董事(佔董事會人數最少三分之一)，其中最少一名獨立非執行董事必須具有專業資格或會計知識或有關財務管理的專業知識。此外，根據上市規則第3.13條，經考慮有關獨立非執行董事的獨立性評估因素及所有獨立非執行董事的書面確認後，董事會相信所有獨立非執行董事均為獨立人士。

本公司董事會組成如下：

Name 姓名	Age 年齡	Sex 性別	Position 職位	Appointment Date 委任日期
Mr. Yang Xuegang 楊雪崗先生	55	M 男	Executive Director, chairman of the Board and chief executive officer 執行董事、董事會主席兼行政總裁	November 8, 2007 2007年11月8日
Mr. Zhang Yingwei 張英偉先生	48	M 男	Executive Director and vice president of the Group 執行董事兼本集團副總裁	July 24, 2009 2009年7月24日
Mr. Han Qinliang 韓勤亮先生	46	M 男	Executive Director and vice president of the Group 執行董事兼本集團副總裁	May 18, 2011 2011年5月18日
Mr. Wang Fengshan 王風山先生	61	M 男	Executive Director and vice president of the Group 執行董事兼本集團副總裁	September 29, 2018 2018年9月29日
Mr. Wang Nianping 王年平先生	57	M 男	Executive Director and vice president of the Group 執行董事兼本集團副總裁	September 29, 2018 2018年9月29日
Mr. Yang Lu 楊路先生	29	M 男	Executive Director 執行董事	September 29, 2018 2018年9月29日
Mr. Kang Woon 康洵先生	57	M 男	Independent Non-executive Director 獨立非執行董事	September 29, 2018 2018年9月29日
Mr. Yu Kwok Kuen Harry 余國權先生	50	M 男	Independent Non-executive Director 獨立非執行董事	September 29, 2018 2018年9月29日
Mr. Wang Yinping 王引平先生	59	M 男	Independent Non-executive Director 獨立非執行董事	September 29, 2018 2018年9月29日

The Directors may, at the Company's expense, seek independent professional advice in appropriate circumstances. The Company will provide separate independent professional advice to Directors upon request to assist the Directors to discharge their duties to the Company.

Before each Board meeting, the senior management will provide relevant information pertaining to matters to be brought before the Board for decision as well as reports relating to the operational and financial performance of the Group. Where any Director requires more information than is supplied by the senior management, each Director has the right to separately and independently communicate with the Company's senior management to make further enquiries.

#### **(b) Job Duties and Authority of the Board of Directors**

The Board of Directors shall be accountable to the Shareholders and have the duty to report to general meeting. The Board of Directors is responsible for convening general meeting, implementing the resolutions of general meeting, determining the operational plan and investment proposals of the Company, setting up the annual financial budget proposal, final accounts, profit distribution proposal, proposal for increase or decrease of capital and others, deciding on the establishment of the Company's management authority, determining the appointment or dismissal of chief executive officer, chief financial officer and other senior management officers, formulating the basic management system of the Company and determining the establishment of the special committees of the Board of Directors.

#### **(c) Job Duties and Authority of the Senior Management**

The senior management is responsible for the specific implementation of the resolutions of the Board of Directors and of the daily business management of the Company, which includes formulating (i) the Company's operating plan and investment proposal, (ii) the plan of establishing the internal management authority, (iii) the basic management system of the Company and (iv) the Company's specific regulations.

董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。本公司將按要求向董事提供各項獨立專業意見，以協助董事履行本公司職責。

於每次董事會會議前，高級管理層將提供與提呈董事會決定的事宜有關的資料及有關本集團營運及財務表現的報告。倘任何董事要求的資料較高級管理層所提供者為多，則各董事均有權自行獨立與本公司高級管理層溝通以進一步查詢。

#### **(b) 董事會工作職責及職權**

董事會對股東負責並有職責向股東大會報告工作。董事會負責召開股東大會，執行股東大會的決議案，決定本公司營運計劃及投資方案，制定年度財政預算方案、年終賬目、溢利分派方案、資本增加或減少方案及其他資料，並決定本公司管理部門成立，決定主要高管、財務總監及其他高級管理層人員的委任或免職事宜，制定本公司基本管理制度及決定董事會專門委員會的成立事宜。

#### **(c) 高級管理層工作職責及職權**

高級管理層負責具體執行董事會決議案及本公司的日常業務管理，包括制定(i)本公司的營運計劃及投資方案，(ii)內部管理部門成立計劃，(iii)本公司基本管理制度及(iv)本公司的具體規定。

## Corporate Governance Report (Continued) 企業管治報告(續)

### MEETINGS OF BOARD OF DIRECTORS AND MEMBERS

During the Reporting Period, the Company convened a total of ten Board meetings and one general meeting. The attendance of the meetings by the Directors is as follows:

#### Board meetings

Name 姓名	Position 職位	Number of meetings should attend 應出席會議次數	Number of meetings attended 已出席會議次數	Attendance rate 出席率	Times of attendance by alternate 委託出席次數
Mr. Yang Xuegang 楊雪崗先生	Executive Director 執行董事	10	10	100%	–
Mr. Zhang Yingwei 張英偉先生	Executive Director 執行董事	10	10	100%	–
Mr. Han Qinliang 韓勤亮先生	Executive Director 執行董事	10	10	100%	–
Mr. Wang Fengshan 王風山先生	Executive Director 執行董事	10	10	100%	–
Mr. Wang Nianping 王年平先生	Executive Director 執行董事	10	10	100%	–
Mr. Yang Lu 楊路先生	Executive Director 執行董事	10	10	100%	–
Mr. Kang Woon 康洹先生	Independent Non- executive Director 獨立非執行董事	10	10	100%	–
Mr. Yu Kwok Kuen Harry 余國權先生	Independent Non- executive Director 獨立非執行董事	10	10	100%	–
Mr. Wang Yinping 王引平先生	Independent Non- executive Director 獨立非執行董事	10	10	100%	–

### 董事會會議及成員

於報告期內，本公司合共召開十次董事會會議及一次股東大會。董事出席會議情況載列如下：

#### 董事會會議

## Corporate Governance Report (Continued) 企業管治報告(續)

### General meeting

### 股東大會

Name 姓名	Position 職位	Number of meeting should attend 應出席會議次數	Number of meetings attended 已出席會議次數	Attendance rate 出席率	Times of attendance by alternate 委託出席次數
Mr. Yang Xuegang 楊雪崗先生	Executive Director 執行董事	1	1	100%	–
Mr. Zhang Yingwei 張英偉先生	Executive Director 執行董事	1	0	0%	–
Mr. Han Qinliang 韓勤亮先生	Executive Director 執行董事	1	0	0%	–
Mr. Wang Fengshan 王風山先生	Executive Director 執行董事	1	0	0%	–
Mr. Wang Nianping 王年平先生	Executive Director 執行董事	1	0	0%	–
Mr. Yang Lu 楊路先生	Executive Director 執行董事	1	1	100%	–
Mr. Kang Woon 康洹先生	Independent Non- executive Director 獨立非執行董事	1	1	100%	–
Mr. Yu Kwok Kuen Harry 余國權先生	Independent Non- executive Director 獨立非執行董事	1	1	100%	–
Mr. Wang Yinping 王引平先生	Independent Non- executive Director 獨立非執行董事	1	0	0%	–

## Corporate Governance Report (Continued) 企業管治報告(續)

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Yang is our chairman and chief executive officer. In accordance with Rule A.2.1 of the Corporate Governance Code as provided in Appendix 14 to the Listing Rules, the roles of the chairman and chief executive officer should be separated and should not be held by the same person. The Board of Directors has noticed that there was deviation from Rule A.2.1 of the provisions of the Corporate Governance Code. However, with extensive experience in the coke, coking chemicals and refined chemicals industries, Mr. Yang is responsible for the overall management and business development, the operations of our subsidiaries and their corresponding production facilities and human resources of the Group and has been instrumental to our growth and business expansion since our establishment in 1995. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high caliber individuals. The Board currently comprises six Executive Directors (including Mr. Yang) and three Independent Non-executive Directors and therefore has a strong independence element in its composition.

### APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

In accordance with the provisions of the Articles of Association of the Company, the Directors have been appointed for a term of three years, after which they may be re-elected. At each general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. During the Reporting Period, all Directors retired and were re-elected as Directors of the Company at the 2018 annual general meeting held on June 28, 2019.

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. The procedures and process of appointment and re-election of directors are laid down in the Articles of Association. The Nomination Committee shall be responsible for nominating new Directors and then submitting such nomination to the Board of Directors for review and consideration.

### 主席及行政總裁

楊先生為本公司主席兼行政總裁。根據上市規則附錄14企業管治守則第A.2.1條，主席及行政總裁的職務應有區分，且不應由同一人兼任。董事會已注意到有偏離企業管治守則條文第A.2.1條的情況。然而，楊先生擁有豐富的焦炭、焦化及精細化工行業經驗。楊先生負責本集團的整體管理及業務發展、附屬公司及其相應生產設施的營運及人力資源，自本公司於1995年成立以來對我們的業務發展及擴展有著舉足輕重的作用。董事會認為由同一人擔任主席及行政總裁有利於本集團的管理。高級管理層及董事會由具備豐富經驗及才能的人士組成，可確保權力及權限的平衡。董事會現由六名執行董事(包括楊先生)及三名獨立非執行董事組成，因此其組成具備較強的獨立性。

### 董事委任、重選及罷免

根據本公司組織章程細則條文，董事已獲委任，任期三年，其後可能獲重選。於每屆股東大會上，當時三分之一董事(若人數並非三的倍數，則須為最接近但不少於三分之一人數)將輪流告退，惟各董事於股東週年大會上至少每三年告退一次。於報告期內，所有董事已於2019年6月28日舉行的2018年度股東週年大會上告退並獲重選為本公司董事。

董事有權委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會新增成員。任何獲委任以填補臨時空缺的董事的任期將直至其獲委任後首次股東大會為止，並於該大會上進行競選連任，而任何獲委任加入現有董事會為新任成員的董事任期應僅至本公司下屆股東週年大會為止，屆時於該會上將符合資格進行競選連任。本公司組織章程細則已就董事委任及重選之程序及流程作出規定。提名委員會負責提名新董事，其後向董事會提呈提名名單以供審閱及考慮。



## Corporate Governance Report (Continued) 企業管治報告(續)

A Director may be removed by an ordinary resolution of the Company before the expiration of his period of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and member of the Company may by ordinary resolution appoint another in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors.

本公司可通過一項普通決議案將任期未屆滿的董事免職(惟此舉不影響該董事就其與本公司間的任何合約被違反而提出索賠的權利)，而本公司股東可通過普通決議案委任另一名人士取代其職務。除非本公司於股東大會上另有決定，否則董事人數不得少於兩位。董事人數並無上限。

### TRAINING AND CONTINUING DEVELOPMENT OF DIRECTORS

### 董事的培訓及持續發展

During the Reporting Period, the Directors of the Company actively participated in seminars on the obligations and responsibilities required to be fulfilled for being the directors of a listed company in Hong Kong, as well as the obligations for the listing compliance of a listed company in relation to the continuous professional developments in the following manner:

於報告期內，本公司董事積極參與有關香港上市公司董事須履行的義務及職責以及上市公司有關持續專業發展之上市合規義務的研討會，參會詳情如下：

Name 姓名	Position 職位	Type of continuous professional development programmes (Note) 持續專業發展計劃類別(附註)
Mr. Yang Xuegang 楊雪崗先生	Executive Director 執行董事	2
Mr. Zhang Yingwei 張英偉先生	Executive Director 執行董事	2
Mr. Han Qinliang 韓勤亮先生	Executive Director 執行董事	2
Mr. Wang Fengshan 王風山先生	Executive Director 執行董事	2
Mr. Wang Nianping 王年平先生	Executive Director 執行董事	2
Mr. Yang Lu 楊路先生	Executive Director 執行董事	2
Mr. Kang Woon 康洹先生	Independent Non-executive Director 獨立非執行董事	1&2
Mr. Yu Kwok Kuen Harry 余國權先生	Independent Non-executive Director 獨立非執行董事	1&2
Mr. Wang Yinping 王引平先生	Independent Non-executive Director 獨立非執行董事	1&2

Notes:

附註：

- Attending seminars/courses for development of professional skills and knowledge.
- Reading materials in relation to regular update to statutory requirements, listing rules and other relevant topics related to listed company.

- 參加有關發展專業技能及知識的研討會／課程。
- 閱讀有關定期更新的法定要求、上市規則及上市公司所涉其他相關主題的材料。

## Corporate Governance Report (Continued) 企業管治報告(續)

### COMPANY SECRETARY AND HIS TRAINING

Mr. Ho Pui Lam Joseph acts as the company secretary and is responsible for overseeing the Group's financial and accounting operations and internal controls, and provides financial and business advice to the Board and senior management of the Group. Mr. Ho shall report significant events to the chairman. The profile of Mr. Ho is stated in the section of "Biographies of the Directors and Senior Management" of this Report. During the Reporting Period, Mr. Ho undertook more than 15 hours of professional training to update his skills and knowledge.

### MEETINGS OF THE BOARD OF DIRECTORS

Pursuant to the code provision A.1.1 of the Corporate Governance Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals. Agenda of board meetings are presented to the Directors for comments and approval. The Board of Directors is provided with adequate, timely and reliable information about the Group's business and developments before each board meeting at which the Directors actively participate and hold informed discussions. A notice of regular board meeting shall be given to all directors at least 14 days before the meeting is convened pursuant to the requirements of the Code, and such notice shall state the date, time and venue of the meeting to be convened and the format to be adopted of such meeting. Other interim board meetings have reasonable notices be delivered to all Directors.

In accordance with the provisions of the Listing Rules, the Company shall publish an announcement at least 7 clear business days in advance of the date fixed for any board meeting at which the declaration, recommendation or payment of a dividend is expected to be decided or at which any announcement of the profits or losses for any year, half-year, quarter-year or other period is to be approved for publication.

The quorum for a board meeting shall be the presence of two Directors. Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. The company secretary is responsible for preparing and safekeeping the minutes of the board meetings and ensuring that the Directors can enquire about such minutes.

During the Reporting Period, the Company has strictly complied, and will continue to comply, with the provisions in relation to the meetings of the Board of Directors.

### 公司秘書及其培訓

何沛霖先生擔任公司秘書，負責監督本集團的財務及會計運作情況以及內部控制，並向本集團董事會及高級管理層提供財務及業務建議。何先生須向主席報告重大事件。何先生之履歷載於本報告「董事及高級管理層履歷」一節。於報告期內，何先生已進行超過15小時的專業培訓以更新其技能及知識。

### 董事會會議

根據企業管治守則的守則條文第A.1.1條，董事會須定期舉行會議及董事會會議須每年最少舉行四次，即約每季一次。董事會會議議程須呈交董事提供意見及批准。有關本集團業務及發展的足夠、及時及可靠資料需於每次董事會會議前提供予董事會，令董事可積極參與及在知情情況下討論。根據守則的規定，董事會定期會議通告會於會議召開當日起計最少14日前向所有董事提供，該通告會載列會議召開日期、時間及地點及該會議將採用的形式。董事會其他臨時會議通告在合理情況下向所有董事發出。

根據上市規則規定，本公司須在任何董事會會議指定舉行日期前至少七個完整營業日刊登公告，於會上預先決定宣派、建議或派付股息，或於會上批准任何年度、半年度、季度或其他期間有關溢利或虧損的公告以供刊登。

出席董事會會議的法定最低人數為兩位董事。董事可透過電話會議或其他通訊設備參與任何董事會會議，據此所有參與會議的人士可以同步即時互相溝通，就計算法定人數而言，有關參與人數也計算在會議出席率內，猶如親身出席會議。公司秘書負責擬備及保管董事會會議記錄以及確保董事可查詢有關會議紀錄。

於報告期內，本公司已嚴格遵守且將繼續遵守有關董事會會議的條文。

## BOARD OF DIRECTORS COMMITTEES

The Board of Directors delegates certain responsibilities to various committees. In accordance with relevant laws, regulations and the Articles of Association of the Company, we have formed three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. All the Board committees are empowered by the Board under their own terms of reference which have been posted on the Stock Exchange's website and/or the Company's website.

### AUDIT COMMITTEE

The Company has established the Audit Committee in accordance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and has expressly stated the scope of job duties of such committee in writing. The Audit Committee consists of three members, namely Mr. Yu Kwok Kuen Harry, Mr. Kang Woon and Mr. Wang Yinping. All members of the Audit Committee are Independent Non- executive Directors. Mr. Yu Kwok Kuen Harry is the chairman of the Audit Committee.

The purpose of the Audit Committee is to assist the Board in ensuring that the Company has an effective financial reporting, risk management and internal control system in compliance with the Listing Rules, overseeing the integrity of the financial statements of the Company, selecting, and assessing the independence and qualifications of, the Company's external auditor, as well as ensuring effective communication between the Directors and the internal and external auditors of the Company.

As for the selection, appointment and dismissal of external auditors or resignation of auditors, the Board and the Audit Committee have reached a consensus.

During the Reporting Period, three meeting was held by the Audit Committee. The attendance record of each member of the Audit Committee is set out below:

Name of committee members 委員會成員姓名	Number of meetings attended/should attend 已出席/應出席會議次數	Attendance rate 出席率
Mr. Yu Kwok Kuen Harry 余國權先生	3/3	100%
Mr. Kang Woon 康洹先生	3/3	100%
Mr. Wang Yinping 王引平先生	3/3	100%

## 董事會委員會

董事會各個委員會獲委派履行若干職責。根據有關法律、規例及本公司組織章程細則，我們成立三個董事會委員會，分別為審核委員會、薪酬委員會及提名委員會。所有董事委員會均獲董事會根據其本身的職權範圍賦予權力，有關職權範圍已於本公司及聯交所網站刊載。

### 審核委員會

本公司已根據上市規則第3.21條及上市規則附錄14所載企業管治守則成立審核委員會，並書面訂明該委員會的職權範圍。審核委員會由三名成員組成，分別為余國權先生、康洹先生及王引平先生。審核委員會所有成員均為獨立非執行董事。余國權先生為審核委員會主席。

審核委員會的目的為協助董事會確保本公司的財務報告、風險管理及內部控制系統有效且符合上市規則，監督本公司財務報表的完整性，選擇本公司的外聘核數師並評估其獨立性及資格，並確保董事與本公司內部及外聘核數師之間的有效溝通。

對於外聘核數師的挑選、委任及罷免或核數師辭任事宜，董事會與審核委員會已達成一致意見。

於報告期內，審核委員會已舉行三次會議。審核委員會每名成員的出席記錄載列如下：

## Corporate Governance Report (Continued) 企業管治報告(續)

During the Reporting Period, the Audit Committee:

1. assessed the independence and objectivity of external auditors;
2. advised the Board on re-appointment of external auditors;
3. reviewed the internal control and risk management systems of the Company;
4. reviewed the audited annual results for the year ended December 31, 2018;
5. reviewed the unaudited interim results for the period ended June 30, 2019; and
6. reviewed the audit plan 2019.

In addition to attending meetings, members maintain close and effective communication amongst themselves through channels such as e-mail and electronic communications to ensure the discharge of their duties.

### REMUNERATION COMMITTEE

The Company has established the Remuneration Committee in accordance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, and has expressly stated the scope of job duties of such committee in writing. The Remuneration Committee consists of three members, namely Mr. Kang Woon, Mr. Yu Kwok Kuen Harry and Mr. Wang Yinping. All members are Independent Non-executive Directors. Mr. Kang Woon is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include establishing and reviewing the Company's policy and structure for the remuneration of the Directors and senior management and making recommendations to the Board on employee benefit arrangements. The Remuneration Committee is also responsible for determining the vesting of the options granted under the Share Option Scheme.

於報告期內，審核委員會：

1. 評估外聘核數師之獨立性及客觀性；
2. 就外聘核數師之重新委任向董事會提供意見；
3. 審閱本公司之內部控制及風險管理體系；
4. 審閱截至2018年12月31日止年度之經審核年度業績；
5. 審閱截至2019年6月30日止期間之未經審核中期業績；及
6. 審閱2019年度審核計劃。

除出席會議外，成員間通過電郵及電子通訊等渠道保持密切及有效溝通以確保履行其職責。

### 薪酬委員會

本公司已根據上市規則第3.25條及上市規則附錄14所載企業管治守則成立薪酬委員會，並書面訂明該委員會的職權範圍。薪酬委員會由三名成員組成，分別為康涸先生、余國權先生及王引平先生。所有成員均為獨立非執行董事。康涸先生為薪酬委員會主席。

薪酬委員會的主要職責包括制定及審核本公司董事及高級管理層的薪酬政策及架構並就僱員福利安排向董事會提供建議。薪酬委員會亦負責釐定根據購股權計劃授出的購股權歸屬。

## Corporate Governance Report (Continued) 企業管治報告(續)

During the Reporting Period, one meeting was held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee is set out below:

於報告期內，薪酬委員會已舉行一次會議。薪酬委員會每名成員的出席記錄載列如下：

Name of committee members 委員會成員姓名	Number of meetings attended/should attend 已出席／應出席會議次數	Attendance rate 出席率
Mr. Kang Woon 康洵先生	1/1	100%
Mr. Yu Kwok Kuen Harry 余國權先生	1/1	100%
Mr. Wang Yinping 王引平先生	1/1	100%

During the Reporting Period, the Remuneration Committee:

1. reviewed the Company's policy and structure for all Directors' and Senior Management's remuneration; and
2. review and approve the remuneration proposals of individual executive Directors and Senior Management, as well as non-executive Directors for the year 2018, with reference to the corporate goals and objectives formulated by the Board.

於報告期內，薪酬委員會：

1. 審閱本公司全體董事及高級管理層的薪酬政策及架構；及
2. 參考董事會制定之企業目標及宗旨，審閱及批准2018年度各執行董事及高級管理層以及非執行董事之薪酬提案。

### NOMINATION COMMITTEE

The Company has established the Nomination Committee in accordance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, and has expressly stated the scope of job duties of such committee in writing. The Nomination Committee consists of three members, namely Mr. Yang Xuegang, Mr. Kang Woon and Mr. Yu Kwok Kuen Harry. Except for Mr. Yang who is an executive Director, all other members are independent non-executive Directors. Mr. Yang is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include reviewing the structure, size, composition and diversity of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, assessing the independence of the Independent Non-executive Directors to determine their eligibility, and making recommendations to the Board on the appointment, re-election and removal of Directors and succession planning for Directors.

### 提名委員會

本公司已根據上市規則附錄14所載企業管治守則成立提名委員會，並書面訂明該委員會的職權範圍。提名委員會由三名成員組成，分別為楊雪崗先生、康洵先生及余國權先生。除楊先生為執行董事外，所有其他成員均為獨立非執行董事。楊先生為提名委員會主席。

提名委員會的主要職責包括至少每年檢討董事會的架構、規模、組成及多元化，並就任何擬作出之變動向董事會提供推薦建議，使之與本公司之企業策略相輔相成，評估獨立非執行董事的獨立性以確定其資格，以及就委任、重選及罷免董事以及董事繼任計劃向董事會提供建議。

## Corporate Governance Report (Continued) 企業管治報告(續)

During the Reporting Period, one meeting was held by the Nomination Committee. The attendance record of each member of the Nomination Committee is set out below:

於報告期內，提名委員會已舉行一次會議。提名委員會每名成員的出席記錄載列如下：

Name of committee members 委員會成員姓名	Number of meetings attended/should attend 已出席／應出席會議次數	Attendance rate 出席率
Mr. Yang Xuegang 楊雪崗先生	1/1	100%
Mr. Kang Woon 康洹先生	1/1	100%
Mr. Yu Kwok Kuen Harry 余國權先生	1/1	100%

During the Reporting Period, the Nomination Committee:

於報告期內，提名委員會：

1. reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board;
2. made recommendations to the Board as to nomination of Directors for re-election at the 2018 AGM; and
3. assessed the independence of Independent Non-executive Directors;
4. considered and assess the performance of the Board and consider such performance against the boards of comparable companies; and
5. monitor the implementation of, and review, the board diversity policy of the Company.

1. 審閱董事會之架構、規模及組成(包括技能、知識及經驗)；
2. 於2018年度股東週年大會上就董事重選提名事宜向董事會提供建議；及
3. 評估獨立非執行董事之獨立性；
4. 審查及評價董事會的表現並對照可比公司董事會考量有關表現；及
5. 監督本公司董事會多元化政策之執行並檢討相關政策。

In addition to attending meetings, members maintain close and effective communication amongst themselves through channels such as e-mail and electronic communications to ensure the discharge of their duties.

除出席會議外，成員間通過電郵及電子通訊等渠道保持密切及有效溝通以確保履行其職責。

## NOMINATION OF DIRECTORS AND BOARD DIVERSITY POLICY

In order to enhance the quality of the performance of the Board and to support the attainment of the Company's strategic objectives and sustainable development, we have adopted a board diversity policy (the "Board Diversity Policy"). Pursuant to the Board Diversity Policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting candidates to the Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural and education background, ethnicity and length of service. Appointments will ultimately be based on merit and the contributions the selected candidates will bring to the Board. The Board believes that such merit-based appointments will best enable the Company to service our Shareholders and other stakeholders.

The Nomination Committee of the Board is responsible for reviewing the structure, number of members, and composition of the Board of Directors. In addition, the Committee makes recommendations to the Board relating to the size and structure of the Board of Directors based on the Company's strategic plans, business operations, asset size and shareholding structure. The Committee also discusses and reviews the selection standard, the nomination and appointment process of relevant Directors, and makes recommendations to the Board of Directors. In identifying candidates, the Company solicits candidates through recruitment agencies, referrals by existing directors, and recommendation by shareholders of the Company in accordance with the Articles of Association. The candidates will be approved by the Board of Directors.

The Board Diversity Policy needs to be followed when the Nomination Committee of the Board makes recommendations on the candidates or when the Board of Directors makes nomination. The Nomination Committee of the Board is responsible for monitoring the implementation of the Board Diversity Policy and reviewing it at the appropriate time to ensure its effectiveness. The Nomination Committee will discuss any amendments when necessary and make recommendations to the Board of Directors for final approval.

## 董事提名及董事會多元化政策

為了提高董事會的業績質量並支持實現本公司的策略性目標及可持續發展，我們已採納董事會多元化政策（「董事會多元化政策」）。根據董事會多元化政策，我們在選擇董事會人選時考慮多個因素，包括但不限於性別、技能、年齡、專業經驗、知識、文化及教育背景、種族及服務年期，以求實現董事會多元化。最終將按選定候選人的長處及將為董事會所作貢獻而作委任。董事局相信以唯才是用之原則委任董事將最有利於本公司繼續為其股東以至其他持份者服務。

董事會提名委員會負責審閱董事會架構、成員人數及組成。此外，委員會根據本公司的策略計劃、業務營運、資產規模及股權架構向董事會就有關董事會規模及架構提供建議。委員會亦會討論及審查相關董事的甄選標準、提名及委任程序，並向董事會提供建議。在甄選候選人時，本公司根據組織章程細則通過招聘機構、現有董事轉介及本公司股東推薦等方式招募候選人。候選人將由董事會批准通過。

在董事會提名委員會就候選人提供建議或當董事會作出提名時需要遵循董事會多元化政策。董事會提名委員會負責監督董事會多元化政策的實施並適時檢討董事會多元化政策，以確保其有效性。提名委員會將討論任何修訂（倘屬必要）並向董事會提供建議以供最終批准。



## Corporate Governance Report (Continued) 企業管治報告(續)

Our Directors have a balanced mix of knowledge and skills, including in overall management and strategic development, sales and marketing, finance and accounting, law, consulting and corporate governance, as well as experience in the coke industry. Our Directors also obtained degrees in various majors including business administration, coal chemistry, metallurgical engineering, industrial economy administration, accounting, statistics, law, international trade and chemical engineering. The Company has three Independent Non-executive Directors with different industry backgrounds, representing one-third of the members of the Board. Furthermore, the Board has a wide range of age, ranging from 29 years old to 61 years old. Out of the nine Directors, only Mr. Yang Xuegang and Mr. Yang Lu are related. Taking into account our existing business model and specific needs as well as the different backgrounds and abilities of our Directors, the composition of the Board satisfies the Board Diversity Policy, despite the lack of gender diversity.

The Nomination Committee is responsible for reviewing the diversity of the Board. The Nomination Committee monitored the implementation of the Board Diversity Policy, and reviewed the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee also included in our annual corporate governance report a summary of the Board Diversity Policy together with measurable objectives set for implementing the Board Diversity Policy, the progress made towards achieving those objectives, as well as the Board's composition from a diversity perspective.

During the Reporting Period, the Nomination Committee reviewed the composition of the Board of Directors and concluded that the Company had met the diversification requirements with regard to gender, skills, age, professional experience, knowledge, cultural and education background, ethnicity and length of service. When making the appointment and re-appointment of Directors in the future, the Nomination Committee will nominate new Directors pursuant to the requirements of the Board Diversity Policy to achieve the objective of diversity in Board members.

我們的董事具備不同知識及技能，包括整體管理及戰略發展、銷售及市場推廣、財務及會計、法律、諮詢及企業管治，並擁有焦炭行業經驗。我們的董事亦取得各種專業的學位，包括工商管理、煤化學、冶金工程、工業經濟管理、會計、統計、法律、國際貿易及化學工程。本公司有三名具不同行業背景的獨立非執行董事，佔董事會成員人數的三分之一。此外，董事會年齡範圍廣泛，由29歲至61歲不等。在九名董事中，只有楊雪崗先生與楊路先生有關係。儘管缺乏性別多元化，但考慮到我們現有的業務模式及特定需要，以及董事的不同背景及能力，董事會的組成符合董事會多元化政策。

提名委員會負責審閱董事會多元化。提名委員會監督董事會多元化政策的實施，不時檢討董事會多元化政策，以確保其持續有效。提名委員會亦於年度企業管治報告中載列董事會多元化政策的概要以及就實施董事會多元化政策訂定的可測量目標、實現該等目標的進度，並按多元化角度報告董事會的組成。

於報告期內，提名委員會審閱董事會組成並總結本公司已符合有關性別、技能、年齡、專業經驗、知識、文化及教育背景、種族及服務年期的多元化要求。未來委任及重新委任董事時，提名委員會將根據董事會多元化政策規定提名新董事，以達致董事會成員多元化的目的。



## RISK MANAGEMENT AND INTERNAL CONTROL

It is the responsibility of the Board of Directors to ensure that the Company maintains sound and effective internal controls to safeguard our Shareholders' investment and the Group's assets at all times. In order to ensure the internal control operate effectively, the Company has adopted a series of internal control policies, procedures and programmes designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. The Board reviews the risk management and internal controls annually. Highlights of the Company's internal control system include the following:

- (a) Code of conduct. Our code of conduct explicitly communicates to each employee our values, acceptable criteria for decision-making and our ground rules for behavior.
- (b) Internal audit. Our internal audit team regularly monitors key controls and procedures in order to assure our management and the Board of Directors that the internal control system is functioning as intended. The Audit Committee of the Board of Directors is responsible for supervising our internal audit function.
- (c) Compliance with Listing Rules. Our various policies aim to ensure compliance with the Listing Rules, including but not limited to aspects related to corporate governance, connected transactions and securities transactions by the Directors.
- (d) Enhanced internal control procedures to prevent the recurrence of non-compliance incidents. The Company also adopted a number of enhanced internal control procedures to prevent the recurrence of noncompliance incidents.

We have established a set of risk management policies and measures to identify, evaluate and manage risks arising from our operations. Our risk management process starts with identifying the major risks associated with our corporate strategy, goals and objectives. Each of our operating departments is responsible for identifying and analyzing risks associated with its function, maintaining a comprehensive risk register, preparing risk mitigation plans, measuring effectiveness of such risk mitigation plans and reporting the status of risk management. Our audit personnel, the Audit Committee of the Board of Directors, and ultimately the Board of Directors supervise the implementation of our risk management policy at the corporate level by bringing together each operating department, such as quality control, research and development and sales, to collaborate on risk issues among different functions.

## 風險管理及內部控制

董事會有責任確保本公司維持穩健及有效的內部控制，始終保障股東的投資及本集團的資產。為確保內部控制有效運行，本公司已採納一系列內部控制政策、程序及計劃以合理確保實現高效運營、可靠的財務報告並符合適用法律及法規等目標。董事會每年檢討風險管理及內部控制。本公司的內部控制制度概要如下：

- (a) 行為守則。行為守則向各員工切實表明我們的價值、決策的可接受標準及行為基本規則。
- (b) 內部審核。內部審核團隊定期監察主要控制及程序，以向管理層及董事會保證內部控制系統按預期運作。董事會審核委員會負責監管內部審核職能。
- (c) 遵守上市規則。各種政策旨在確保遵守上市規則有關(包括但不限於)企業管治、關連交易及董事進行證券交易的規定。
- (d) 加強內部控制程序以防止不合規事件再次發生。本公司亦已採納多項已完善的內部控制程序，防止不合規事件再次發生。

我們已設立一套風險管理政策及措施，以識別、評估及管理營運產生的風險。風險管理程序始於識別與企業策略、宗旨及目標有關的主要風險。各營運部門負責識別及分析與其職能有關的風險，維持全面的風險記錄、編製風險緩解計劃、計量有關風險緩解計劃的有效性及報告風險管理情況。審核人員、董事會審核委員會及最終董事會監管企業層面風險管理政策的執行情況，透過質量管理、研發及銷售等各營運部門的合作，於不同職能的風險管理事宜上互相配合。

## Corporate Governance Report (Continued) 企業管治報告(續)

The Board of Directors and the senior management are accountable for the overall responsibility in respect of monitoring the implementation of internal control and risk management procedures and other measures in the Group. The Company's risk management and internal control system aims at managing but not eliminating the risk for not being able to achieve the business objective. Moreover, only reasonable but not absolute guarantee is made for materially untrue statement or loss. The Board of Directors will conduct an examination on the Company's risk management and internal control system once per year. The Board of Directors has confirmed that it has examined the effectiveness of the Company's risk management and internal control system as of December 31, 2019. The Board believed that the Company's risk management and internal control system is effective and sufficient. The Company's risk management and internal control system can effectively guide against such risks existing in the operation.

We have appointed and renewed the appointment of external professional advisors (including the auditor, legal or other advisors) for provision of professional suggestions in respect of how we observe all applicable related laws and regulations.

### THE DIRECTORS' LIABILITY TO THE FINANCIAL STATEMENTS

The Company has not encountered with any significant and uncertain events and circumstances that might produce significant doubts on the Company's capability of its continuous operation of business. The Board of Directors has confirmed that it is responsible for the preparation of the Group's Financial Statements as of December 31, 2019.

### REMUNERATION OF AUDITOR

For the Reporting Period, the Company has appointed Deloitte Touche Tohmatsu, Certified Public Accountants, an international accounting firm, to provide the Company with auditing service in accordance with IFRS and the amounts of remuneration in connection to annual audit service are RMB4.6 million. The responsibilities of Deloitte Touche Tohmatsu as to the Financial Statements are set out on pages 132 and 137 of this annual report.

Non-audit services provided to the Group during the year ended December 31, 2019 of approximately RMB2.68 million represented the fee for the preparation of the environmental, social and governance report of the Company, interim fee for review of the unaudited interim financial statements.

董事會與高級管理層就監督及落實本集團的內部控制與風險管理程序以及其他措施承擔整體責任。本公司的風險管理及內部控制制度旨在管理而非消除未能達成業務目標的風險。此外，只能就有重大的失實陳述或損失作出合理而非絕對的保證。董事會將每年一次就本公司風險管理及內部控制制度進行審查。董事會確認已審查截至2019年12月31日本公司的風險管理及內部控制制度的有效性。董事會認為本公司的風險管理及內部控制制度為有效且足夠。本公司的風險管理及內部控制制度可有效指導應對營運中存在的風險。

我們已委任及重新委任外部專業顧問(包括核數師、法律或其他顧問)，就我們如何遵守所有適用相關法律及法規提供專業意見。

### 董事對財務報表承擔的責任

本公司並無面臨可能對本公司持續經營業務能力產生重大疑慮的重大不確定事件及情況。董事會確認其負責編製本集團截至2019年12月31日的財務報表。

### 核數師酬金

於報告期內，根據國際財務報告準則，本公司委任國際會計事務所執業會計師德勤•關黃陳方會計師行為本公司提供審核服務，年度審核服務相關的酬金為人民幣4.6百萬元。德勤•關黃陳方會計師行就財務報表的職責載於本年報第132至137頁。

截至2019年12月31日止年度，本集團接受的非審核服務約為人民幣2.68百萬元，即編製本公司的環境、社會及管治報告，以及審閱未經審核中期財務報表的中期費用。

## SHAREHOLDERS' RIGHTS

### SHAREHOLDERS HAVE THE RIGHT TO INITIATE AND CONVENE THE GENERAL MEETING

In accordance with the provisions of the Articles of Association of the Company, the shareholders shall be entitled to the following right: Any one or more shareholder of the Company 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 of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one(21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group at a general meeting. Proposals shall be sent to the Board or the company secretary in writing to the company secretary at the Company's principal place of business in Hong Kong at Room 2001, 20/F., Sino Plaza, No. 255 Gloucester Road, Causeway Bay, Hong Kong.

### SHAREHOLDERS ARE ENTITLED TO THE INQUIRY RIGHT

Shareholders are entitled to make enquiries to the Board should by sending written enquiries to the Company at its principal place of business in Hong Kong at Room 2001, 20/F., Sino Plaza, No. 255 Gloucester Road, Causeway Bay, Hong Kong. The Company will deal with all enquiries in a timely and appropriate manner.

## 股東權利

### 股東有權提請並召開股東大會

根據本公司組織章程細則的條文，股東應享有以下權利：任何一名或多名本公司股東於提交要求當日持有本公司繳足股本(附有於本公司股東大會上表決的權利)不少於十分之一，於任何時間均有權向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，處理有關要求中指明的任何事項。該大會須於有關要求提交後兩(2)個月內舉行。倘董事會未能於提交要求後二十一(21)日內召開有關大會，而提出要求的人士可按相同方式自行召開大會，而提出要求的人士因董事會未能召開大會而產生的一切合理開支將由本公司向彼等償付。

### 於股東大會上提呈建議的程序

本集團歡迎股東於股東大會上提出有關本集團業務、策略及／或管理方面的建議。有關建議須以書面方式向董事會或公司秘書提出，並以公司秘書為收件人，郵寄至本公司香港主要營業地點，地址為香港銅鑼灣告士打道255號信和廣場20樓2001室。

### 股東享有查詢權利

股東可向董事會作出查詢致函至本公司香港主要營業地點，地址為香港銅鑼灣告士打道255號信和廣場20樓2001室。本公司將會及時以適當方式處理所有查詢。

## COMMUNICATIONS WITH SHAREHOLDERS

The Company believes that effective communications with its Shareholders is essential to enhancement of the relationship with investors and enhancement of investors' understanding of the Company's business and strategies. The Company highly values Shareholders' opinions and suggestions, and actively organizes and conducts various activities related to the relationship with investors in order to keep the communications with Shareholders, and to timely satisfy the reasonable demands of all Shareholders.

To enhance effective communication, the Company maintains its website at <http://www.risun.com> where the latest information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

The 2019 annual general meeting (the "AGM") of the Company will be held on June 26, 2020. The notice of the AGM will be sent to shareholders at least 20 clear business days before the AGM.

## RELATIONSHIP WITH INVESTORS

The Company believes that good relationship with investors may help build more stable and consolidated shareholder base. As a result, since the Listing, the Company has been and will be dedicated to maintaining a higher degree of transparency, observing the Listing Rules and timely providing investors with comprehensive and accurate information, and sustainably performing the obligation of disclosing the information as a listed company. The Company will strengthen its communications with investors and let investors understand corporate strategies and business operation by organizing road shows, participating in investors summit, voluntary information disclosure and others.

The Company will continue to maintain open-up and effective investors communication policies for purposes of timely providing investors with the latest information on the Company's business when the Company is in compliance with the relevant regulatory provisions.

## 與股東溝通

本公司認為，有效與股東溝通對提升投資者關係及投資者了解本公司的業務及策略非常重要。本公司高度重視股東的意見及建議，積極組織及舉辦各類投資者關係活動與股東保持溝通，及時滿足各股東的合理需求。

為提升有效溝通，本公司設有網站 <http://www.risun.com>，當中載有關本公司的業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，可供公眾人士閱覽。

本公司將於2020年6月26日舉行2019年股東週年大會(「股東週年大會」)。股東週年大會通告將於股東週年大會舉行前最少20個完整營業日寄交股東。

## 與投資者關係

本公司認為，良好投資者關係有助於建立更穩固的股東基礎，因此，自上市起，本公司一直並將致力維持較高透明度，遵守上市規則並將及時向投資者提供全面、準確的資料，持續履行上市公司資料披露的責任。本公司將透過舉辦路演、參加投資者峰會、自願披露資料等方式加強與投資者之間的溝通，讓投資者了解企業策略及業務營運狀況。

本公司將繼續維持開放、有效的投資者溝通政策，在本公司符合相關監管規定的情況下，及時向投資者提供有關本公司業務的最新資料。

## ARTICLES OF ASSOCIATION

During the Reporting Period, the fourth amended and restated Articles of Association, which reflects the changes in relation to the Global Offering, took effect from March 15, 2019, being the date on which the Shares of the Company were listed on the Mainboard of the Stock Exchange.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

During the Reporting Period, the Company has complied with the provisions of “Comply or Explain” stated in the Environmental, Social and Governance (“ESG”) Reporting Guide. Please refer to “Environmental, Social and Governance Report” in this annual report for details.

## 組織章程細則

於報告期內，本公司組織章程細則經第四次修訂及重述後於2019年3月15日(即本公司股份於聯交所主板之上市日期)生效，相關修訂反映與全球發售有關的變動。

## 環境、社會及管治報告

於報告期內，本公司已遵守環境、社會及管治(「ESG」)報告指引載列「不遵守就解釋」的條文。詳情請參閱本年報所載之「環境、社會及管治報告」。

# Environmental, Social, and Governance Report

## 環境、社會及管治報告

### RESPONSIBILITY MANAGEMENT

The Group actively fulfills the enterprise social responsibilities and promotes the inclusion of social responsibilities in operations of the Company by establishing the social responsibility management system with the board of directors as the core, actively responding to and meeting the demands of the stakeholders, etc.

- **Responsibility Management System**

The Group established an environmental, social, and governance (“ESG”) working group. The board of directors and senior managements are responsible for the environmental, social, and governance strategy and report, periodically review the environmental, social, and governance information and performance, reviewing proposals about ESG such as safety, environment, employees, and investment, and direct, decide, and promote ESG work uniformly; the secretary department of the board of directors, as the leading and coordinating department, is responsible for daily ESG coordination and implementation, and periodically reports to the board of directors and senior management; departments of the headquarter and the subsidiaries (branches) are responsible for implementation of the ESG work according to their own businesses and functions, report the ESG performance and disclose and report the ESG information of each year when necessary.

- **Stakeholders Communication**

The Company kept the communication with stakeholders (including shareholders, governments and regulators, customers, partners, employees, community, etc.) during the year working process, and listened to the demands and appeals of the stakeholders and made responses to the opinions of the stakeholders in a timely manner through diversified channels. The Company collated and prepared stakeholders communication form from the perspective of sustainable development, and laid a foundation for identification of material topics of the Company.

### 責任管理

本集團積極履行企業社會責任，通過建立以董事會為核心的社會責任管理體系、持續積極響應並滿足利益相關方要求等舉措，推動社會責任融入企業經營的方方面面。

- **責任管理體系**

本集團設立環境、社會及管治(「ESG」)工作小組。董事會及高級管理層對環境、社會及管治整體策略及匯報負責，並定期檢視環境、社會及管治信息及績效，審議安全、環境、員工、投資等眾多與ESG相關議案，統一指導、決策並推動ESG工作；董事會秘書部作為總牽頭及協調部門，負責日常ESG協調和落實，定期向董事會及高級管理層匯報；總部各部門及各子(分)公司根據自身業務及職能，負責具體ESG工作落實，並在每年根據需要，配合提報ESG績效，進行年度ESG信息披露與匯報。

- **利益相關方溝通**

公司在年度工作過程中持續保持與利益相關方的溝通，涉及股東、政府及監管機構、客戶、合作伙伴、員工、社區等，通過與利益相關方座談會等多元化溝通渠道，持續聆聽利益相關方期望與要求，並針對利益相關方的意見及時做出回應。公司從可持續發展角度出發，整理並形成利益相關方溝通情況表，為公司重要性議題識別工作提供基礎。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

Stakeholders 利益相關方	Communication channels 溝通渠道	Topics 關注議題
Investors/Shareholders 投資者／股東	<ul style="list-style-type: none"> <li>• Periodic report and information disclosure</li> <li>• 定期報告與信息披露</li> <li>• General meeting</li> <li>• 股東大會</li> <li>• Investor questionnaire</li> <li>• 投資者調研</li> <li>• Press conference on performance/roadshow</li> <li>• 業績發佈會／路演</li> </ul>	<ul style="list-style-type: none"> <li>• Continue to return value</li> <li>• 持續創造價值回報</li> <li>• Corporate governance and risk management</li> <li>• 企業管治與風險管理</li> <li>• Right to know and right to make decision</li> <li>• 行使知情權和參與決策權</li> </ul>
Governments and regulators 政府及監管機構	<ul style="list-style-type: none"> <li>• Daily communication</li> <li>• 日常溝通</li> <li>• Information bulletin</li> <li>• 信息公告</li> <li>• Government and enterprise cooperation</li> <li>• 政企合作</li> <li>• Government review</li> <li>• 政府審查</li> </ul>	<ul style="list-style-type: none"> <li>• Pay taxes according to the laws</li> <li>• 依法納稅</li> <li>• Intellectual property protection</li> <li>• 知識產權保護</li> <li>• Safety Production</li> <li>• 安全生產</li> <li>• Save Energy and reduce consumption</li> <li>• 節能降耗</li> <li>• Pollution Control</li> <li>• 污染物理理</li> <li>• Information disclosure</li> <li>• 信息披露</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>• Daily service and communication</li> <li>• 日常服務溝通</li> <li>• Customer visiting mechanism</li> <li>• 客戶走訪機制</li> <li>• Portal</li> <li>• 門戶網站</li> </ul>	<ul style="list-style-type: none"> <li>• Stable product quality</li> <li>• 產品質量穩定</li> <li>• Service and feedback response guarantee</li> <li>• 服務與反饋響應保障</li> </ul>
Supply chain 供應鏈	<ul style="list-style-type: none"> <li>• Daily communication</li> <li>• 日常溝通</li> <li>• Supplier purchasing meeting</li> <li>• 供應商採購大會</li> </ul>	<ul style="list-style-type: none"> <li>• Good relations of cooperation</li> <li>• 良好的合作關係</li> <li>• Expedite communication channels</li> <li>• 暢通的溝通渠道</li> <li>• Conscientiously implement cooperation agreement</li> <li>• 認真執行合作協議</li> </ul>

# Environmental, Social, and Governance Report (Continued)

## 環境、社會及管治報告(續)

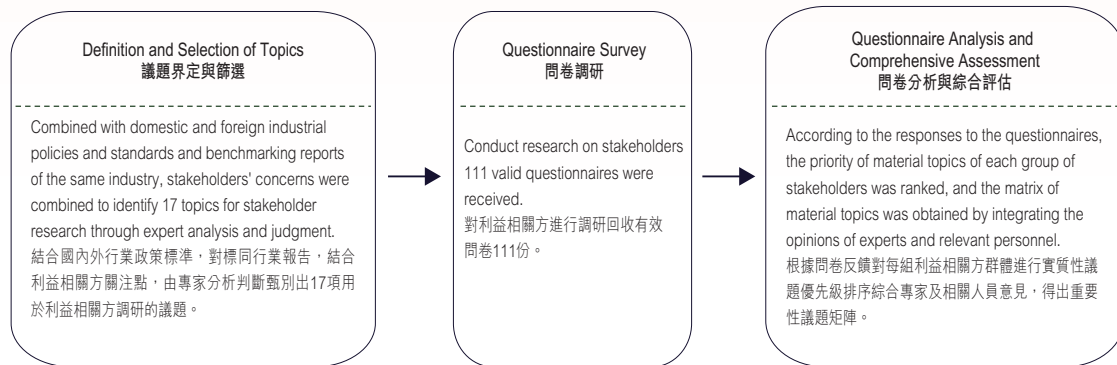
Stakeholders 利益相關方	Communication channels 溝通渠道	Topics 關注議題
Partners 合作夥伴	<ul style="list-style-type: none"> <li>Carry out project cooperation</li> <li>開展項目合作</li> <li>Daily business communication</li> <li>日常業務交流</li> <li>Attend association meetings</li> <li>參加協會會議</li> <li>On-line service platform</li> <li>線上服務平臺</li> </ul>	<ul style="list-style-type: none"> <li>Mutual development</li> <li>共同成長</li> <li>Project cooperation</li> <li>項目合作</li> <li>Resource sharing</li> <li>資源共享</li> </ul>
Experts 專家	<ul style="list-style-type: none"> <li>Industry forum</li> <li>行業論壇</li> <li>Project review meeting</li> <li>項目評審會議</li> </ul>	<ul style="list-style-type: none"> <li>Promote the construction of green plants</li> <li>推動綠色工廠建設</li> <li>Adopt low carbon development technology</li> <li>應用低碳發展技術</li> <li>Product upgrade</li> <li>產品升級</li> <li>Essential safety</li> <li>本質安全</li> </ul>
Employees 員工	<ul style="list-style-type: none"> <li>Periodic meetings</li> <li>定期會議</li> <li>Employee training</li> <li>員工培訓</li> <li>Labor union</li> <li>工會</li> <li>Cultural activities</li> <li>文化活動</li> </ul>	<ul style="list-style-type: none"> <li>Safeguard legal rights and interests of employees</li> <li>保障員工合法權益</li> <li>Promote occupational development and improvement of skills</li> <li>推動職業發展與技能提升</li> <li>Work-life balance</li> <li>工作與生活平衡</li> <li>Occupational health</li> <li>職業健康</li> </ul>
社區 Community	<ul style="list-style-type: none"> <li>Volunteer services</li> <li>志願者服務</li> <li>Public charity activities</li> <li>公益慈善活動</li> </ul>	<ul style="list-style-type: none"> <li>Community public service</li> <li>社區公益</li> <li>Charity and educational aid</li> <li>慈善助學</li> <li>Targeted poverty alleviation</li> <li>精準扶貧</li> <li>Environmental quality improvement</li> <li>環境質量改善</li> </ul>



# Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

## Identification Process of Material Topics

With respect to topics concerning the environment, social, and governance, the Company, in accordance with Appendix 27 “Environmental, Social and Governance Reporting Guide” of the securities listing rules of Stock Exchange of Hong Kong Limited, and based on the stakeholder communication and practices of the Company, evaluated and screened important environmental, social, and governance matters concerning business of the Company from the perspective of importance of the topics to the stakeholders and to the environment and society to form a matrix of material topics, as the focus of ESG of the Company and the basis of disclosure.



## 重要性議題識別過程

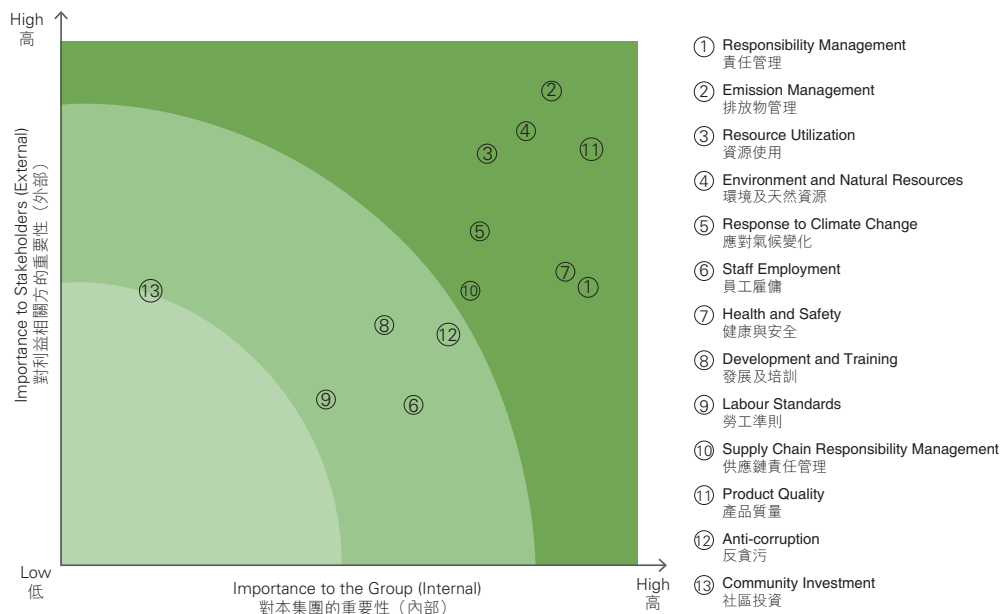
公司依據香港聯合交易所有限公司證券上市規則附錄27《環境、社會及管治相關指引》，針對相關環境、社會及管治議題，基於利益相關方溝通與公司實際情況，從議題對利益相關方的重要性及議題對環境和社會的重要性兩個維度出發，分別對與我們業務相關且重要的環境、社會及管治事宜進行評估，篩選並形成重要性議題矩陣，作為公司ESG關注及披露依據。

## Results of Identification of Material Topics

Material topics include: Emission management, environment and natural resources, resource utilization, product quality, health and safety, responsibility management, response to climatic change, and supply chain responsibility management.

## 重要性議題識別結果

重要性議題包括：排放物管理、環境及天然資源、資源使用、產品質量、健康與安全、責任管理、應對氣候變化、供應鏈責任管理。



## 1. GREEN DEVELOPMENT

### 1.1 Emissions Management

We are dedicated to reduce the impact of pollutant emissions during the coke and chemical production on environment, actively implement the green development idea, and stringently comply with the environmental protection laws and regulations and standards, such as the *PRC Environmental Protection Law*, the *PRC Law on Prevention and Control of Water Pollution*, the *PRC Law on Prevention and Control of Air Pollution*, the *PRC Law on Prevention and Control of Environmental Pollution by Solid Waste*, the *Environmental Protection Tax Law of the People's Republic of China*, the *Measures for Pollutant Discharge Permitting Administration (For Trial Implementation)*, the *Law of the People's Republic of China on Appraising of Environment Impacts*, the *Notice of the State Council on Issuing the Three-year Plan on Defending the Blue Sky*, and the *Emission Standard of Pollutants for Coking Chemical Industry*.

During the reporting period, the total NO<sub>x</sub> emissions of the Group decreased by 50.69%, total SO<sub>2</sub> emissions decreased by 37.98%, total particulate emissions decreased by 49.53%, and total greenhouse gas emissions decreased by 27.16%, and the environmental performance continued to improve.

- **Establish a complete environment responsibility management system:** Establish an environment management system with the environmental management committee as the highest management agency and the production technology department as the daily management department. All subsidiaries established the environmental management organizational structure specifying clear responsibilities and objectives for all levels of posts, and ensured continuous improvement of the system running by assessment and incentives;

## 1. 綠色發展

### 1.1 排放物管理

我們致力於減少焦炭及化工生產過程排放的污染物對環境造成的影響，積極踐行環境保護，嚴格遵守《中國人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中國人民共和國固體廢物污染環境防治法》、《中華人民共和國環境保護稅法》、《排污許可管理辦法(試行)》、《中華人民共和國環境影響評價法》、《國務院關於印發打贏藍天保衛戰三年行動計劃的通知》、《河北省鋼鐵、焦化、燃煤電廠深度減排攻堅方案》、《煉焦化學工業污染物排放標準》等相關環保法律法規及標準。

報告期內，本集團NO<sub>x</sub>排放總量同比下降50.69%、SO<sub>2</sub>排放總量同比下降37.98%、顆粒物排放總量同比下降49.53%、溫室氣體排放總量同比下降7.87%，環境績效持續改善。

- **建立環境責任管理體系：**形成以環境管理委員會為最高管理機構、以生產技術部為日常管理部門的環境責任管理體系，各子公司設環境管理組織架構，各層級崗位責任明確，目標清晰，並通過設立考核激勵機制確保體系運行持續改善；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- **Revise and improve the management system:** Establish such management assessment systems and measures as the *Management System for Pollutant Emission*, the *Administrative Measures for Environmental Monitoring*, and the *Management System for Environmental Protection Facilities*, the *Environmental Protection Responsibility System*, and the *Administrative Measures for Pollutant Discharge Report Management*. In 2019, we responded positively to the *Program for In-depth Emission Reduction of Steel Works, Coking and Coal-Fired Power Plants in Hebei Province*, and formulated the *Program for In-depth Emission Reduction* and the *Program for Comprehensive Environment Governance and Improvement*;
- **Upgrade and reform process equipment:** Adopt coke dry quenching process instead of coke wet quenching process to reduce pollutant emission from the source, as well as implement the ultralow emission transformations, such as low nitrogen combustion of the boiler and flue gas de-white, and promote the LDAR leak detection and repair technology to reduce leakage and venting;
- **Stabilize the operation of process equipment:** Formulate the operating procedures for pollutant facilities and equipment, and conduct regular maintenance to reduce process fluctuations and ensure stable discharge up to the standards;
- **Carry out publicity and training on environmental protection:** Organize training activities for environmental laws, regulations and standards to improve the consciousness of law-abiding of the management and employees; as well as actively carry out special trainings on contingency plans for environmental emergencies and the operation of environmental protection equipment and facilities, so as to improve our professional skills and emergency handling ability.
- **修訂完善管理制度：**制定《污染物排放管理制度》、《環境監測管理辦法》、《環保設施管理制度》、《環保責任制度》及《排污申報管理辦法》等管理考核制度與辦法，2019年我們積極響應《河北省鋼鐵、焦化、燃煤電廠深度減排攻堅方案》，制定了《深度減排攻堅方案》和《環保綜合治理與提升方案》；
- **升級改造工藝設備：**採用干法熄焦工藝替代濕法熄焦，從源頭實現污染物的減排，同時實施鍋爐低氮燃燒、煙羽消白等超低排放改造，推行LDAR洩露檢測修復技術，減少跑冒滴漏；
- **穩定工藝設備運行：**制定污染物設施設備操作規程，並定期檢修維護，減少工藝過程波動，確保穩定達標排放；
- **開展環保宣傳培訓：**組織開展環保法律法規及標準的培訓活動，提高管理層及員工的守法意識；同時積極開展突發環境事件應急預案、環保設備設施運行等專項培訓，提升專業技能水平及應急處置能力。



## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

The exhaust gas arising from coke and chemical production process of our Group mainly consists of particulate matters, sulfur dioxide, nitric oxide and greenhouse gas; and the solid wastes mainly consist of tar residue, renewable residues, acid tar oil, waste catalyst, waste activated carbon and the coal dust and coke powder collected by the dust collection facilities, sludge from the waste water treatment plant, and domestic wastes. Waste water arising from production was recycled for production after treatment. To reduce the impact of discharge on the environment, we stringently controlled the discharges, ensuring effective treatment of discharges and taking various measures to reduce greenhouse gas emission and various wastes. In 2017, Hebei Risun Energy was honored as one of the first batch of “Green Plants” of China. In 2018, CNC Risun Energy, the joint venture company of the Group, was honored as one of the third batch of “Green Plants” of China. In 2019, Cangzhou Risun Chemicals was honored as one of the enterprises on the “Positive List” of eco-environmental supervision.

本集團在焦炭及化工生產過程中產生的廢氣主要包括顆粒物、二氧化硫、氮氧化物及溫室氣體；固體廢物主要包括焦油渣、再生殘渣、酸焦油、廢催化劑、廢活性炭以及除塵設施收集的煤塵、焦粉和廢水處理站產生的污泥和生活垃圾等。生產過程產生的廢水經處理後回用於生產系統。為了降低排放物對環境產生的影響，我們嚴格管理排放物，確保排放物得到有效處置，並採取多種舉措減少溫室氣體排放及各類廢棄物的產生。2017年，河北旭陽能源被授予中國第一批「綠色工廠」榮譽稱號。2018年，合營公司中煤旭陽能源被授予中國第三批「綠色工廠」榮譽稱號。2019年，滄州旭陽化工被評為河北省第一批生態環境監管「正面清單」企業。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

### Exhaust Gas Management 廢氣管理

- The coal storage unit was completely enclosed for transformation, and the enclosed dust removal facilities were installed for the intermediate links of powder materials and products such as coal transport, coal pulverizing, coal loading, coke pushing, coke quenching, coke screening, and ammonium sulphate drying to reduce the release of particulate matters such as coal dust and dust;
- 儲煤單元實施全封閉改造，同時對煤轉運、煤粉碎、裝煤、推焦、熄焦、篩焦、硫銨乾燥等粉轉物料、產品的流轉環節安裝封閉、除塵設施減少煤塵、粉塵等顆粒物的逸散；
- Adopt advanced and stable desulfurization, denitration, and dust removal technologies at the end of the production process to realize ultralow emission;
- 生產工藝的末端採用工藝先進、運行穩定脫硫、脫硝、除塵工藝，實現超低排放；
- Adopt leak detection and repair technology for oil and gas pipelines, oil storage facilities and equipment to reduce VOCs emissions;
- 對油氣管線及儲油設施、設備推行洩露檢測修復技術，減少VOCs排放；
- The pond of the sewage treatment station was sealed and the exhaust gas was released up to the standards after collection and treatment;
- 污水處理站池體加蓋密封，產生的廢氣經收集處理後達標排放；
- The construction camp of the renovation and expansion project was equipped with hard fence, and effective dust prevention and reduction measures such as covering, sprinkling and dust suppression, washing the ground and vehicles were adopted; speed limit of vehicles at the entrance and exit of the construction site, road hardening or watering were adopted to ensure that the ground was wet and reduce the dust generated by vehicles.
- 改擴建項目的施工營地設置硬質圍擋，並採取覆蓋灑水抑塵、沖洗地面和車輛等有效防塵、降塵措施；施工場地出入口車輛限速，道路硬化或灑水沖洗保證地面濕潤，減少車輛行駛產生的揚塵。

### Management of the Emission of Greenhouse Gas 溫室氣體排放管理

- Establish the carbon emission accounting system and clarify the key points and directions of control;
- 建立碳排放核算體系，明晰管控重點與方向；
- Promote the application of energy-saving and environmental protection equipment, improve the process route, and optimize the energy consumption network to reduce energy consumption density and greenhouse gas emissions;
- 推廣應用節能環保設備，改進工藝路線，優化用能網絡，降低能源使用密度，減少溫室氣體排放；
- Make comprehensive use of the residual heat and pressure to achieve energy recovery;
- 綜合利用余熱、余壓，實現能量回收；
- Use high efficiency catalyst to improve the conversion rate of carbonaceous products and reduce wastes production.
- 使用高效催化劑，提高含碳產品轉化率，降低廢棄物產生。

## Environmental, Social, and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Sewage Management 廢水管理

- Construct effluent segregation system to collect and treat all industrial wastewater and domestic wastewater;
- 建設清污分流系統，對生產廢水與生活廢水全部收集處置；
- Construct sewage treatment and recycling facilities such as the sewage treatment station and advanced sewage treatment station, and recycle up-to-standard water for the production system and the concentrated water from the desalination station and advanced sewage treatment station for sprinkling, blending or discharge to the sewage treatment station in the base；
- 建設污水處理站、污水深度處理站等污水處置及回用設施，出水水質達標後回用於生產系統，除鹽站濃水、污水深度處理站濃水送入煤場進行噴淋配煤或排入園區污水處理站處理；
- Construct multi-directional comprehensive sewage recycling pipe network, and optimize “water resource” dispatching by serial recycling and classified utilization to realize comprehensive utilization.
- 建設多向性污水綜合回用管網，通過串級回用、分級利用等方式優化調度「水資源」，實現綜合利用。

#### Solid Waste Management 固廢管理

- Control, store and treat solid wastes by categories and accomplish recycling, reduction, and hazard-free treatment;
- 固體廢物分類管理、貯存及處置，做到資源化、減量化、無害化；
- Materials or products with certain heat or necessary for production such as coal dust, coke dust, tar residue, acid tar oil, and waste activated carbon are returned to the production system for comprehensive utilization or for sales to prevent the impact of hazardous wastes discharge on environment;
- 煤塵、焦塵、焦油渣、酸焦油、廢活性炭等具備一定熱量或為生產所需的原料或產品，全部返回生產系統綜合利用或作為產品外售，防止因危險廢物排放造成的對環境的影響；
- Qualified units were entrusted for safe and proper disposal of the hazardous wastes, and the production base were all equipped with hazardous waste repositories that meet *The National Pollution Control Standard for Storage of Hazard Wastes*;
- 危險廢物委託有資質單位進行安全妥善處置，各生產園區均建設有符合《危險廢物貯存污染控制標準》的危險廢物暫存庫；
- The household garbage among the general solid waste was delivered to the municipal sanitation departments for unified disposal. For those that can be recycled and utilized, such as the fly ash and slags, enter into a cooperation agreement with a third party to carry out comprehensive utilization and turn the wastes into resources.
- 一般固體廢物中的生活垃圾交由城市環衛部門進行統一處置，粉煤灰、爐渣等具備回收利用價值的與第三方簽訂合作協議，進行綜合利用，實現廢物資源化。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

### 2019 Emission Performance

### 2019年排放物績效

Category of Emission 排放物種類	Unit 單位	2019
Total SO <sub>2</sub> emission SO <sub>2</sub> 排放總量	Ton 噸	<b>232.31</b>
SO <sub>2</sub> emission density SO <sub>2</sub> 排放密度	kg/RMB10 thousand 千克/萬元人民幣	<b>0.13</b>
Total NO <sub>x</sub> emission NO <sub>x</sub> 排放總量	Ton 噸	<b>1,227.22</b>
NO <sub>x</sub> emission density NO <sub>x</sub> 排放密度	kg/RMB10 thousand 千克/萬元人民幣	<b>0.67</b>
Total particle emission 顆粒物排放總量	Ton 噸	<b>171.88</b>
Particle emission density 顆粒物排放密度	kg/RMB10 thousand 千克/萬元人民幣	<b>0.09</b>
Total emission of greenhouse gas emission 溫室氣體排放總量	Ton of CO <sub>2</sub> e 噸CO <sub>2</sub> e	<b>2,584,454.60</b>
Direct emissions of greenhouse gas emission 溫室氣體直接排放量	Ton of CO <sub>2</sub> e 噸CO <sub>2</sub> e	<b>1,990,411.33</b>
Indirect emissions of greenhouse gas emission 溫室氣體間接排放量	Ton of CO <sub>2</sub> e 噸CO <sub>2</sub> e	<b>594,043.27</b>
Greenhouse gas emission density 溫室氣體排放密度	Ton of CO <sub>2</sub> e/RMB10 thousand 噸CO <sub>2</sub> e/萬元人民幣	<b>1.42</b>
Total sewage discharge 污水排放總量	Ton 噸	<b>2,099,929.01</b>
Total COD discharge COD排放總量	Ton 噸	<b>57.75</b>
Total ammonia nitrogen discharge 氨氮排放總量	Ton 噸	<b>3.84</b>
Sewage discharge density 污水排放密度	Ton/RMB10 thousand 噸/萬元人民幣	<b>1.15</b>
Generation of hazardous waste 有害廢棄物產生量	Ton 噸	<b>33,676.33</b>
Density of hazardous waste generation 有害廢棄物產生密度	Ton/RMB10 thousand 噸/萬元人民幣	<b>0.02</b>
Treatment rate of hazardous waste 有害廢棄物處理率	% %	<b>100</b>
Generation of non-hazardous waste 無害廢棄物產生量	Ton 噸	<b>125,862.81</b>
Density of non-hazardous waste generation 無害廢棄物產生密度	Ton/RMB10 thousand 噸/萬元人民幣	<b>0.07</b>
Treatment rate of non-hazardous waste 無害廢棄物處理率	% %	<b>100</b>

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

*Note:* 1. The emission data of SO<sub>2</sub>, NO<sub>x</sub> and particulate matters in the exhaust gas are calculated according to the on-line monitoring system and self-monitoring and statistics of the Group; 2. Greenhouse gas emissions are calculated according to the *Greenhouse Gas Protocol-Enterprise Accounting and Reporting Standard* issued by the World Resources Institute (WRI) and World Business Council for Sustainable Development (WBCSD), the Fifth Assessment Report 2013 of the Intergovernmental Panel on Climate Change (IPCC), and *the Guide for Calculating Method of Greenhouse Gas Emissions of Independent Coking Enterprises of China (tentative)*, among which the greenhouse gas emission factor with respect to power generation is selected according to the *Baseline Emission Factors for Regional Power Grids of China in the Emission Reduction Project in 2017* issued by the Ministry of Ecological Environment; 3. The total amount of hazardous waste and sewage discharge are calculated according to the statistical account of the production system of the Group; 4. Total COD and ammonia nitrogen emissions are calculated according to the third-party monitoring report; 5. The nonhazardous waste is mainly domestic garbage, and the total amount of discharge is calculated based on 0.5kg/person/day; 6. The density data is calculated according to the emission/production divided by the operating revenue.

註： 1. 廢氣中SO<sub>2</sub>、NO<sub>x</sub>及顆粒物的排放數據根據本集團在線監測系統及自行監測統計核算得出；2. 溫室氣體排放量依據世界資源研究所(WRI)和世界可持續發展工商理事會(WBCSD)發佈的《溫室氣體核算體系——企業核算與報告標準》、政府間氣候變化專門委員會(IPCC)《第五次評估報告2013》以及《中國獨立焦化企業溫室氣體排放核算方法與報告指南(試行)》核算得出，其中電力部分的溫室氣體排放因子參照生態環境部《2017年度減排項目中國區域電網基準線排放因子》選取；3. 有害廢棄物產生量、污水排放量根據本集團生產系統統計台賬核算；4. COD、氨氮排放總量根據第三方監測報告核算得出；5. 無害廢棄物主要為生活垃圾，其排放總量按照0.5kg/人/天核算；6. 密度類數據按排放量/產生量除以營業收入核算得出。



## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

**Example:** Carry out transformation for ultralow emission and facilitate the Battle for Blue Sky  
**案例：** 實施超低排放改造，助力藍天保衛戰

For continuing the Battle for Blue Sky and actively responding to the Program for In-depth Emission Reduction of Steel Works, Coking and Coal-Fired Power Plants in Hebei Province, the Group, in 2019, actively carried out the transformation for ultralow emission and the flue gas desulfurization and denitration projects to effectively remove the SO<sub>2</sub>, NO<sub>x</sub>, and particulate matters in the flue gas of the coke oven, which can reduce NO<sub>x</sub> by 2948 tons/year, SO<sub>2</sub> by 280 tons/year, and particulate matter by 70 tons/year, as well as recovered residual heat of the flue gas to reduce emissions for the environmental benefits; in terms of controlling the unorganized emission of the coal yard, we enclosed the coal yard for transformation to further reduce the dust release from the coal yard and improved the working environment of employees; in terms of advanced treatment of wastewater, we carried out advanced treatment of the coking wastewater, and recycled the treated reclaimed water for the circulating water unit, which reduced the discharge of process wastewater and saved the consumption of fresh water, saving a total of 501,197 tons of water in 2019; in addition, we implemented the in-deep emission reduction project for the coal-fired power plant of Cangzhou Risun Chemicals. On the basis of ultra-low emission of the original project, we extended the service life of the desulfurization unit through a series of improvement measures, and improved the denitration reaction efficiency, so as to meet the limit of the reference acceptance standard for in-deep emission reduction of coal-fired plants in Hebei province. The Group actively implements the concept of green development, takes multiple measures to create synergy, and contributes to the improvement of regional environment.

為持續打響藍天保衛戰，積極響應《河北省鋼鐵、焦化、燃煤電廠深度減排攻堅方案》，2019年，本集團積極開展超低排放改造，實施開展煙氣脫硫脫硝工程，有效脫除焦爐煙氣中的NO<sub>x</sub>、SO<sub>2</sub>及顆粒物，可實現減排NO<sub>x</sub>2948噸/年、SO<sub>2</sub>減排280噸/年、顆粒物70噸/年，同時回收煙氣余熱，達到減少排放的環保效益；在控制煤場無組織排放方面，我們實施煤場全封閉改造項目，進一步減少了煤場揚塵的逸散，改善了員工作業環境；在廢水深度處理方面，我們對焦化廢水進行深度治理，處理後的中水回用於循環水單元，減少了工藝廢水的外排，節約了新鮮水的消耗，2019年共實現節水501,197噸；此外，我們對滄州旭陽化工燃煤電廠實施了深度減排項目，在原項目超低排放的基礎之上，通過一系列改進措施延長了脫硫裝置使用壽命，提高了脫硝反應效率，達到河北省燃煤電廠深度減排驗收參照標準限值要求。本集團積極踐行綠色發展理念，多措並舉、形成合力，為區域環境的改善貢獻力量。

## 1.2 Resources Saving

The Group adheres to the clean development philosophy and actively implements relevant policies and guidelines such as the *Law of the People's Republic of China on Conserving Energy* and the *Cleaner Production Promotion Law of the People's Republic of China* to develop recycling economy and realize efficient resources utilization. The Group promotes the research and development and application of new energy, new technology, and new equipment in the course of the coke and chemical production, and is dedicated to the construction of the "Ecological Chemical" project to reduce energy consumption and cost. The Company also actively promotes green office, ensuring efficient resources utilization by implementing a series of green office actions.

During the reporting period, two production units of the Group passed the ISO5001 energy management system certification, and the comprehensive energy consumption decreased by 0.84% on the year-on-year.

### • Green Production

- Establish the energy saving and consumption reduction organization, set up an energy management center for the supervision and administration of energy consumption, and compile the *Energy Management Manual* and the *Procedure Document*;
- Revise and improve the management systems for energy saving appraisal. The *Energy Saving Management System*, the *Rated Energy Consumption Management System*, the *Detailed Energy Management Appraisal Rules*, the *Administrative Measures for Electricity Saving by Off-peak Production* incorporate water, electricity, and vapor into the appraisal to standardize the key points and direction of energy management and improve the management level of energy saving;
- Apply/use the MES system to monitor and analyze the energy consumption such as vapor, water, electricity and the material consumption data of each production unit, so as to achieve unified scheduling and optimization and reduce the loss of material and energy consumption;

## 1.2 節約資源

本集團秉承清潔發展理念，積極貫徹《中華人民共和國節約能源法》、《中華人民共和國清潔生產促進法》等相關節能政策與方針，發展循環經濟，實現資源有效利用。在焦炭及化工生產過程中推進新能源、新技術、新設備的研發和應用，致力於「生態化工」工程的打造，以實現節能降耗。同時，公司還積極推廣綠色辦公，通過落地實施一系列的綠色辦公行動，保證資源高效利用。

報告期內，本集團2家生產單位通過ISO5001能源管理體系認證，綜合能耗同比降低0.84%。

### • 綠色生產

- 建立節能降耗組織機構，成立能源管理中心，負責能源使用的監督管理工作，並編製形成《能源管理手冊》和《程序文件》；
- 修訂完善節能考核管理制度，《能源節約管理制度》、《能源定額消耗管理制度》、《能源管理考核細則》和《錯峰生產節電管理辦法》等將水、電、蒸汽等納入考核範圍，規範能源管理的重點和方向，提升節能管理水平；
- 應用／使用MES系統，監控分析各生產單元蒸汽、水、電等能耗、物耗數據，做到統一調度優化，減少物料能耗的損失；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- Promote the application of energy-saving and water-saving new technologies and products, carry out research on the utilization of residual heat and pressure, and implement energy-saving and water-saving technical upgrading projects, such as recovery of coke residual heat for power generation, recovery of residual heat of the ascending pipe, to realize cascade utilization of energy;
- Strengthen water recycling, such as the system for recycling production wastewater after advanced treatment to reduce water consumption;
- Carry out supervision on energy conservation, and prevent leakage, venting and energy waste;
- Carry out the industry benchmarking analysis, set up the process energy consumption index and water consumption quota standard, and conduct regular statistical analysis to follow up the completion of the index.
- **Green office**
  - Formulate office lamp lighting instructions, requiring lights off when leaving;
  - Implement the green lighting project, and transform the street lamps and lamps of the operating room and office into energy-saving lamps;
  - Implement the OA paperless office system to reduce waste paper and encourage the employees to reuse one-side paper;
  - Promote the remote conference system;
  - Promote the use of durable goods and minimize the procurement of disposable goods;
  - Regulate public vehicle management and promote one car for multipurpose.
- 推廣應用節能節水型新技術、新產品，開展余熱、余壓利用技術研究，並實施節能、節水技改項目，如焦炭余熱回收發電、上升管余熱回收，實現能量的梯級利用；
- 加強水的重複利用，如生產廢水經深度處理後回用系統，減少水資源的消耗；
- 開展節能監察工作，杜絕跑冒滴漏和能源浪費；
- 開展行業對標分析，設立工序能耗指標及用水消耗定額標準，並定期統計分析跟進指標的完成情況。
- **綠色辦公**
  - 制定辦公室燈管照明使用說明，要求人走燈關；
  - 實施綠色照明項目，將廠房路燈以及操作間、辦公室用燈改造為節能燈具；
  - 推行OA無紙化辦公系統，減少廢紙的產生，並鼓勵員工重複使用單面紙；
  - 推行遠程會議系統；
  - 倡導使用耐用品，盡量減少一次性用品的購買；
  - 規範公車管理，倡導一車多用。

# Environmental, Social, and Governance Report (Continued)

## 環境、社會及管治報告(續)

### Resource Consumption Performance of 2019

### 2019年度資源消耗績效

Category of Resources 資源種類	Unit 單位	2019
Coal 煤炭	Ton 噸	6,022,081.40
Diesel 柴油	Ton 噸	1,287.21
Gasoline 汽油	Ton 噸	45.12
Net purchased electricity 淨外購電力	MWh 兆瓦時	949,417.74
Net purchased heat 淨外購熱力	GJ 吉焦	-660,384.96
Comprehensive energy consumption 綜合能耗	Ton of standard coal 噸標煤	6,169,246.69
Comprehensive energy consumption density 綜合能耗消耗密度	Ton of standard coal/ RMB ten thousand 噸標煤/萬元人民幣	3.39
Total fresh water consumption 新鮮水用水總量	Ten thousand tons 萬噸	1,060.70
Fresh water consumption density 新鮮水用水密度	Ton/RMB10 thousand 噸/萬元人民幣	5.83

*Note:* 1. The comprehensive energy consumption data in the table are calculated according to the *General Rules for Comprehensive Energy Consumption*; 2. The energy consumption in the table comes from the production statistical account of the Group; 3. The density data in the table is calculated by dividing the amount of consumption by the operating income; 4. The negative value of net purchased heat refers to the heat sold by the Group.

註： 1.表中綜合能耗數據是按照《綜合能耗計算通則》核算得出；2.表中能源消耗來自本集團生產統計台賬；3.表中密度類數據是按用量除以營業收入核算得出；4.淨外購熱力負值是指本集團向外出售的熱力。

# Environmental, Social, and Governance Report (Continued)

## 環境、社會及管治報告(續)

**Example:** Implement technical transformation for energy saving to reduce the costs and increase the benefits  
**案例：** 實施節能技改，實現降本增效

Adhering to the concept of green development, the Group continued to explore the potential and space of energy saving and consumption reduction, so as to reduce the costs and increase the benefits by technical transformation for energy saving. In 2019, Cangzhou Risun Chemicals implemented the expansion and renovation project and the project of replacing coal gas with surplus vapor to further improve the efficiency of plants, improve the utilization efficiency of resources and energy, and reduce the coal gas consumption, which did not only reduce the manufacturing cost per unit product, but also greatly reduce the greenhouse gas emissions, reducing emissions of about 5291 tons.

本集團秉持綠色發展的理念，不斷挖掘節能降耗潛力，探尋節能降耗空間，以節能技改推動降本增效。2019年，滄州旭陽化工實施了擴能改造項目、富余蒸汽替代煤氣項目，進一步提升了裝置效能，提高了資源、能源的利用效率，減少了煤氣的消耗，不僅降低了單位產品的製造成本，而且也大幅降低了溫室氣體的排放，實現減排量約5291噸。

### 1.3 Environment and Natural Resources Protection

Upholding “Lucid waters and lush mountains are invaluable assets”, the Group, as a responsible enterprise, strictly complies with the *Environmental Protection Law of the People's Republic of China* and relevant local environmental protection laws. In the process of project construction and operation, we took full consideration of the effect on possible important ecological protected areas around, such as the environmental sensitive area, important water source, and wetland, reduced the occupation of farmland, field, and forest land, actively carried out public participation, as well as established risk prevention and control program with respect to soil and underground water and took effective measures to protect the ecological environment of the area where the project was operated and establish a responsible corporate image.

- Strictly comply with the system of environmental impact assessment for new, renovation and expansion projects and take relevant ecological protection measures;
- Set up an emergency management agency for environmental emergencies, work out emergency plans for environmental emergencies, and carry out drills for environmental emergencies regularly to improve its emergency response capacity;
- Take effective measures for the production, use, storage, transportation, recycling, disposal, and discharge of poisonous and hazardous substances to prevent their leakage, loss, and scattering and soil pollution;

### 1.3 環境及天然資源保護

「綠水青山就是金山銀山」，作為負責任的企業，本集團嚴格遵守《中華人民共和國環境保護法》及地方相關環保法規。在項目建設及運營過程中我們充分考量對週邊可能涉及的環境敏感區、重要水源地、濕地等重要生態保護區域的影響，減少對農用地、實地、林地的佔用，積極主動開展公眾參與，同時制定如土壤、地下水等風險防控方案，採取有效措施，保護項目運行區域的生態環境，樹立負責任的企業形象。

- 新改擴建項目嚴格執行環境影響評價制度，並落實相關生態保護措施；
- 建立了突發環境事件應急管理機構，編製突發環境事件應急預案，定期開展突發環境事件演練，提高事故應急處置能力；
- 在生產、使用、貯存、運輸、回收、處置、排放有毒有害物質等環節採取有效措施，防止有毒有害物質滲漏、流失、揚散，避免土壤受到污染；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- Monitor surrounding soils and underground water periodically and pay attention to the change of environmental quality to prevent environmental risks in a timely manner;
- Newly implement the work of direct water supply from the South-to-North Water Diversion to reduce of the utilization of underground water of the project;
- Carry out the publicity activity on the environment day to improve the environmental awareness.
- 定期開展週邊土壤、地下水等環境檢測，關注環境質量變化，及時防範環境風險；
- 新建南水北調直供水項目，減少項目運營對地下水的的使用；
- 開展環境日宣傳活動，提高環保意識。

**Case:** Cangzhou Risun Chemicals carried out emergency drill for environmental emergencies  
**案例：** 滄州旭陽化工開展突發環境事件應急演練

In 2019, Cangzhou Risun Chemicals undertook the Cangzhou City Emergency Drill for Environmental Emergency. The background of the drill was the hazardous chemical leakage in the chemical storage tank area. The drill covered such actions as receipt of incident report, early handled by enterprises, which dispatched environmental emergency response forces, and took on-site coordinated handling. In the process of preparation, participants continuously improved and refined the drill plan to fit the actual scenario as closely as possible. After the drill began, the fire brigade, medical rescue team, environmental monitoring team, emergency repair team, process team and other emergency rescue teams quickly gathered, resolutely implemented a series of actions such as plugging, spraying, fire-fighting, and rescue to achieve efficient and orderly cooperation. The drill further improved the ability of the enterprise to deal with environmental emergencies and laid a solid foundation for protecting environmental safety.

2019年，滄州旭陽化工承辦了滄州市突發環境事件應急演練，演練背景以化工倉儲罐區發生危險化學品洩漏為背景，演練涵蓋事件接報、企業先期處理、出動環境應急處置力量、現場協同處置等行動。在準備期間，參與人員不斷改進、完善演練方案以盡可能地貼合實際發生場景。演練開始後，消防隊、醫療救護組、環境監測組、搶修組、工藝組等各應急救援隊伍迅速集結，果斷實施堵漏、噴淋、消防、救援等一系列行動，實現高效有序的配合。本次演練進一步提高了企業應對突發環境事件的應急處置能力，為守護環境安全奠定了紮實的基礎。



## 2. HEALTH AND SAFETY

### 2.1 Safety Production

Safety is the lifeline of development of the Group and the impassable red line. The Group, stringently complying with laws and regulations in connection with safety production, such as the *Law of the People's Republic of China on Production Safety*, the *Regulation on Work Safety Permits of the People's Republic of China*, and the *Regulation on Production Safety of Hebei province*, continued to reinforce the foundation for management, improved the safety management system and institutional system, promoted the implementation of the primary responsibility for safety production of the production and operation units, further promoted the construction of the double prevention mechanism of safety production risk control and inspecting and handling of hidden dangers to greatly improve the level of risk prevention and control, carried out safety production inspection, and dedicated to constructing a long-term mechanism for safety production to improve the safety production management level.

During the reporting period, the Group invested RMB74.5847 million in safety production, such as safety training, maintenance of fire-fighting facilities and equipment, anti-corrosion and insulation, safety precautions, and safety bonus for employees. Six of its production subsidiaries were honored as enterprise of grade II work safety standardization and above, and eight of its production subsidiaries established the double prevention system of risk control and inspecting and handling of hidden dangers. The situation of safety production continues to improve.

- **Improve the safety responsibility system:** Set up the safety production committee and establish the safety production responsibility system for all posts of all subsidiaries, levels, departments, and employees with the responsible person as the core, specifying the responsible persons of all posts, scope of responsibility, list of responsibilities; and organize and hold safety meetings regularly to coordinate and solve the problems in the safety production process of each subsidiary company;

## 2. 健康與安全

### 2.1 安全生產

安全是企業發展的生命線，是不可逾越紅線。本集團嚴格遵守《中華人民共和國安全生產法》、《中華人民共和國安全生產許可證條例》、《河北省安全生產條例》等有關安全生產法律法規，不斷夯實管理基礎，改進安全管理體系和制度體系，推動落實生產經營單位安全生產主體責任，深入推進安全生產風險分級管控和隱患排查治理雙重預防機制建設，大力提升安全風險防控水平，落地安全生產檢查，致力於搭建安全生產的長效機制，全面提高安全生產管理水平。

報告期內，本集團在安全培訓、消防設施器材維護保養、防腐保溫支出、安全措施項目、員工安全獎勵金等方面安全生產投入人民幣7458.47萬元，6家生產型子公司獲評國家安全生產標準化二級以上企業，8家生產型子公司建立風險分級管控和隱患排查治理雙重預防體系，安全生產形勢持續向好。

- **健全安全責任體制：**設立安全生產委員會，建立了以主要負責人為核心的覆蓋各子公司、各層級、各部門、各類人員的全員崗位安全生產責任制，明確各崗位的責任人員、責任範圍、責任清單；並定期組織召開安全專題會議，協調解決各子公司安全生產過程中存在的問題；

## Environmental, Social, and Governance Report (Continued)

### 環境、社會及管治報告(續)

- **Establish the safety assessment and the reward and punishment system:** Formulate various management systems such as the *Provisions on Accident Management*, the *System of Safety Production Responsibility*, the *Management System of Major Hazard Sources*, and the *Management System of Safety Inspection and Elimination and Handling of Hidden Dangers* to further prevent safety risks;
- **Carry out safety target management:** Formulate the annual safety objectives and indicators, and divide the annual goals and indicators to the subsidiaries in the form of responsibility letters. Each subsidiary divided and implemented the general objective of production safety layer by layer, and conducted regular assessment on the completion of safety objectives to standardize the operations;
- **Standardize the operations:** Establish comprehensive and detailed operating procedures to standardize the operation of facilities and equipment, and strictly execute the work permit system for special operations as hot work and work in confined space;
- **Carry out risk investigation and hidden danger control:** Compile the risk identification manual and risk control manual, organize and carry out risk identification work regularly to create the risk control list and major risk list, and update the safety warning signs dynamically; as well as carry out comprehensive inspection of hidden safety hazards, special inspection of hidden safety hazards, and inspection of hidden safety hazards on holidays in a timely manner according to the division of duties and responsibilities, timely rectify the problems found in a timely manner to form a closed-loop management;
- **Implement dynamic safety monitoring:** Make full use of the control and command center and the MES system of the production base to monitor the operation of process pipelines and facilities in real time, and monitor the inflammables, explosives, toxic and harmful, high-temperature and high-pressure materials and give early warnings;
- **建立安全考核及獎懲制度:** 制定了《事故管理規定》、《安全生產責任制》、《重大危險源管理制度》、《安全檢查及隱患排查治理制度》等多項管理制度，進一步防範了安全風險；
- **推行安全目標管理:** 制定了年度安全目標、指標，並以責任書的形式將年度目標、指標分解至各子公司，各子公司圍繞安全生產的總目標，層層分解落實，並定期對安全目標完成情況進行考核，規範作業行為；
- **規範作業行為:** 制定了全面詳盡的作業規程，規範設施設備的操作，同時對於動火作業、受限空間作業等特殊作業嚴格執行作業票證制度；
- **落實風險排查及隱患治理:** 編製形成風險識別手冊、風險管控手冊，並定期組織開展風險識別工作，形成風險管控清單、重大風險清單，並動態更新安全警示標識；同時按職責分工及時開展綜合安全隱患排查、專項安全隱患排查、節假日安全隱患排查等檢查工作，並對檢查出的問題及時落實整改，形成閉環管理；
- **實施安全動態監控:** 充分利用生產園區控制指揮中心及MES系統實時監控工藝管線、設施設備運行情況，對易燃易爆、有毒有害、高溫高壓等物料進行監測預警；



- **Establish the safety emergency response mechanism:** Establish a complete emergency management system equipped with full-time and part-time emergency rescue teams, prepare the *Emergency Plan for Production Safety Accident*, the *Special Emergency Plan for Hazardous Chemicals Accident*, the *Special Emergency Plan for Special Equipment Accident*, the *Special Emergency Plan for Major Hazard Sources*, and the *Program for Handling Production Accident On-site*, and regularly organize and carry out emergency drills to improve the emergency handling ability.
- 建立安全應急響應機制：形成完善的應急管理體系，配備了專兼職應急救援隊伍，編製形成《生產安全事故應急預案》《危險化學品事故專項應急預案》、《特種設備事故專項應急預案》《重大危險源專項應急預案》以及《生產事故現場處置方案》等，並定期組織開展事故應急演練，提高應急處置能力。

**Example:** Tangshan Risun Chemicals carries out safety emergency drills to improve the emergency handling ability  
**案例：**唐山旭陽化工開展安全應急演練，提高應急處置能力

On July 10, 2019, Tangshan Risun Chemicals undertook the Laoting County Chemical Fire-Fighting And Rescue Practice Drill. Upon occurrence of the disaster in this drill, the plant quickly started the emergency plan, organized the evacuation of nearby personnel, started the fire pump in the plant area, mobilized the plant process disposal team and the fire brigade of the company to the site for handling the disasters, and called the fire brigade. With the assistance of the chemical fire brigade send by the fire brigade, public security and traffic police, environmental protection department, and medical and other forces and the timely use of large fire-fighting equipment, the fire was effectively controlled in a short time. Through this safety emergency drill, the ability of Tangshan Risun Chemicals to deal with large safety accidents has improved, and the safety awareness of employees has been enhanced, which lay a foundation for the daily safe production and operation of the company and provide experience and reference for dealing with safety emergencies.

2019年7月10日，唐山旭陽化工承辦了樂亭縣化工滅火救援實戰演練活動。此次演練災情發生後，廠區迅速啟動應急預案，組織附近人員疏散，啟動廠區消防泵，調集廠區工藝處置隊和企業消防隊到場處置，並向消防大隊報警。經過消防大隊派遣的化工消防隊、公安交警、環保、醫療等聯動力量到場協助，及時動用大型消防裝備後，火情在短時間內被有效控制。通過承辦此次安全應急演練，唐山旭陽化工處置大型安全事故的能力得到提升，員工安全意識增強，為企業日常安全生產運營奠定基礎，為應對安全應急事件提供經驗與借鑑方案。



## 2.2 Occupational Health Management

The Group, adhering to the guideline of “focusing on prevention and combining prevention with control” and stringently complying with relevant laws and regulations such as the *Production Safety Law of the People's Republic of China* and the *Law of the People's Republic of China on Prevention and Control of Occupational Diseases*, strengthened the occupational health and safety management system. In 2019, the Group further improved the occupational health and safety management system, strengthened the occupational diseases prevention and control measures, and periodically organized physical examination for employees to ensure the occupational health of the employees.

During the reporting period, the Group had no occupational disease.

- **Improve the occupational health management system:** Establish a number of management systems, such as the *Occupational Health Management System*, the *System of Warning and Informing of the Occupational Hazard*, the *Operating Procedures for Occupational Health of the Posts*, the *Provisions for Management of Labor Protection Articles on the Construction Site*, the *Maintenance and Service System of Occupational Disease Prevention Facilities*, the *Management System of Occupational Disease Protective Equipment*, and the *Management System of Occupational Hazard Monitoring and Assessment*;
- **Identify the influencing factors of occupational hazards in the workplace:** Identify possible occupational hazard factors during the production in accordance with relevant management norms and standards, conduct regular tests, and truthfully inform the operators;
- **Provide occupational health protective equipment:** Provide personal protective equipment, such as protective clothing, protective goggles, dust mask, protective gloves, insulating shoes, gas mask, ear plugs, etc., to the workers and urge them to use correctly;

## 2.2 職業健康管理

本集團始終堅持「預防為主、防治結合」的方針，嚴格遵守《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》等相關法律法規，夯實職業健康安全管理体系。2019年本集團進一步完善了職業健康安全管理体系，強化職業病危害防治措施，定期組織員工體檢，確保員工職業健康。

報告期內，本集團未發生職業病病例。

- **完善職業健康管理制度：**制定了《職業衛生管理制度》、《職業病危害警示與告知制度》、《崗位職業衛生操作規程》、《施工現場勞動防護用品管理規定》、《職業病防護設施維護檢修制度》、《職業病防護用品管理制度》及《職業病危害監測及評價管理制度》等多項管理制度；
- **識別作業場所職業危害影響因素：**對生產過程中可能產生的職業病危害因素按照相關管理規範及標準進行識別，並定期檢測，如實向作業人員進行告知；
- **發放職業健康防護用品：**為作業人員發放個體防護用品，如防護服、防護眼鏡、防塵口罩、防護手套、絕緣鞋、防毒面具、耳塞等，並督促其正確使用；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- **Carry out occupational health training:** Organize pre-job and in-job training on knowledge about occupational health for workers regularly to ensure that they have the necessary knowledge about occupational health, so as to correctly use the occupational disease prevention facilities and personal protective equipment. Those who do not pass the examination of the training shall not be employed;
- **Organize occupational health examination and establish the occupational health monitoring records:** Organize the occupational health examination before, during and after the work, and inform the employees of the examination results in writing.
- **開展職業健康培訓：**定期組織作業人員崗前、崗中職業衛生相關知識培訓，確保其具備必要的職業衛生知識，以正確使用職業病防護設施和個人防護用品，培訓考核不合格者不能上崗作業；
- **組織職業健康體檢，建立職業健康監護檔案：**組織崗前、崗中、離崗時的職業健康檢查，並將檢查結果書面告知員工。

### 2.3 Safety Training and Propaganda

The Group attaches great importance to the safety training and propaganda. We have formulated the *Management System for Safety Education and Training*, strictly implemented the safety education for safety management personnel, special operators, staff and new recruits, learning accident cases of the industry and safety knowledge that should be known and mastered through a variety of channels, such as the pre-shift meeting and WeChat, to enhance the safety awareness of the crew, improve the safety skills, and lay a solid foundation for better safety production.

During the reporting period, the Group carried out 142 safety trainings, with 14068 trainees.

- **Strictly implement the three-level safety education:** Strictly abide by the national laws for safety production management, actively implement the three-level safety education, carry out trainings on safety regulations, safety operation procedures and safety warning cases, and carry out examination. Those who fail the examination shall not be employed;

### 2.3 安全培訓與宣傳

本集團高度重視安全培訓與宣傳工作，我們制定了《安全教育培訓管理制度》，嚴格落實安全管理人員、特種作業人員、從業人員以及新入職員工的安全教育工作，並通過班前會、微信等多種渠道形式學習行業事故案例及應知、應會的安全知識，增強全員安全意識，提升安全技能，為安全生產持續穩定向好奠定了堅實基礎。

報告期內，本集團組織開展安全培訓142次，參與人數達到14068人次。

- **嚴格落實三級安全教育：**嚴格遵守國家安全生產管理法，積極落實三級安全教育，開展安全法規、安全操作規程、安全警示案例等方面的培訓，並進行考核，考核不合格者不得上崗；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- **Carry out special trades training:** Strictly comply with the provisions of relevant departments of the national and local governments for special operators and operators of special equipment, regularly organize professional safety education and operation skills training. Only those who obtain the qualification certificate of special operations can be employed to eliminate work without certificate;
- **Carry out the education of safety culture:** Prepare the outline of safety culture, safety concept, vision and safety culture manual, and carry out the speech contest, writing competition, knowledge contest, skill matches to elect the “safety guard”, and other forms of safety activities through such carriers as the Warning of March, safety production month, one hundred-day without accidents activities, to create the culture atmosphere of everyone talking about safety.
- **開展特殊工種培訓：**對於從事特種作業人員和特種設備作業人員嚴格執行國家及地方政府有關部門規定，定期組織進行專業安全教育和操作技能培訓，取得特種作業操作資格證書後方可上崗，杜絕無證上崗；
- **開展安全文化教育：**編製安全文化大綱、安全理念、願景和文化手冊，通過警示三月行、安全生產月、百日安全無事故活動為載體，開展演講比賽、徵文、知識競賽、技能對抗賽評選「安全衛士」等多種形式的安全活動，營造人人講安全的文化氛圍。

**Example:** Carry out a variety of safety training and education activities  
**案例：** 開展形式多樣的安全培訓教育活動

During the safety production month of 2019, the Group carried out a variety of safety training and education activities. Among which, Hebei Risun Energy carried out the hidden danger inspection, emergency drill, safety-themed party, safety production forum, and other safety production training activities to improve the safety awareness of the employees from the aspects of safety knowledge, safety training, and safety skills with “Risk Prevention, Hidden Danger Elimination, Accident Prevention, and being responsible and acting consciously” as the theme; Cangzhou Risun Chemicals carried out the training on primary responsibility for safety production, comprehensive drill for safety accident, safety speech contest, and safety production skill contest with “Risk Prevention, Hidden Danger Elimination, and Accident Prevention” as the theme. Such safety education activities further enhance the safety awareness of the employees and create the cultural atmosphere of everyone talking about safety.

2019年安全生產月期間，本集團開展了形式多樣的安全教育活動。其中河北旭陽能源以「防風險、除隱患、遏事故，我有責任、自覺行動」為主題，從安全知識、安全培訓、安全技能三個方面，開展了隱患排查、應急演練、安全主題聯歡會、安全生產大講堂等安全生產培訓活動，提高員工的安全意識；滄州旭陽化工以「防風險、除隱患、遏事故」為主題，開展了安全生產主體責任培訓、安全事故綜合性演練、安全演講比賽、安全生產技能大賽。形式多樣的安全教育活動，進一步夯實了廣大員工的安全意識，形成人人講安全的良好文化氛圍。



### 3. EMPLOYEE COHESION

#### 3.1 Building a Diversified Team

The Group strictly complies with the national laws and regulations such as the *PRC Labor Law*, the *PRC Labor Contract Law*, and the *Minor Protection Law of the People's Republic of China*, adheres to the principle of equal employment, safeguarding the rights and interests of employees on such aspects of recruitment, dismissal, promotion, working hours, holiday, salary and benefits, diversity, discrimination prevention, and equal opportunities by signing official labor contract with the employees, maintaining the right to know, right to participate, and right of supervision of the employees, and rejecting child labor and forced labor in any form, committing to build an equal and diversified team.

During the reporting period, there was no child labor, forced labor or other violations or lawsuit incurred by employment issues in the Group.

#### **Equal Employment, Diversification and Recruitment Policy**

The Group formulates the *Administrative Measures for Recruitment* to clarify the fair and just recruitment principles, standardize the recruitment process, improve the selection and appointment mechanism, improve the recruitment efficiency, optimize the structure of human resources, meet the diversified talent needs of the Group for sustainable development, and further enhance the brand image of the employer. We also focus on the diversity of employees, assuring equal employment opportunities for all employees, and preventing any discrimination based on gender, age, health and other factors. In the meantime, we adopt multiple recruitment channels, including network channel, headhunting channel, campus recruitment, social recruitment, and targeted hunting, talent fair and internal recommendation. For internal recruitment, we issue the internal recruitment position information in due time and encourage the employees to recommend talents to promote the internal flow of employees, provide employees of the Group with fair, just and open internal recruitment resources, and meet the needs of career development of the employees.

### 3. 聚力員工

#### 3.1 建設多元化團隊

本集團嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國未成年人保護法》等國家法律法規，堅持平等僱用原則，通過與員工簽訂正式勞動合同，在員工招聘、解僱、升職、工作時長、休假、薪酬福利、多樣性、防止歧視、平等機會等多方面充分保障員工權益，維護員工的知情權、參與權和監督權，反對任何形式的童工與強制勞工，致力於打造平等、多元化的員工團隊。

報告期內，本集團未發生使用童工及強制勞工等違規情況，也未發生因僱用問題導致的訴訟事件。

#### **平等僱用、多元化及招聘政策**

本集團制定《招聘管理辦法》，明確公平、公正的招聘原則，規範招聘流程，完善選任機制，提高招聘效率，優化人力資源結構，滿足集團可持續發展的多元化人才需求，進一步提升僱主品牌形象。我們亦注重員工多元化構成，保障所有員工享有平等的就業機會，堅決杜絕任何基於性別、年齡、健康程度等因素的歧視。同時，我們採取多元招聘渠道，具體包括網絡渠道、獵頭渠道、校園招聘、社會招聘、定向獵聘、人才專場及內部推薦等。對於內部招聘，我們適時發佈內部招聘崗位信息，鼓勵員工薦賢舉能，促進員工的內部流動，為本集團員工提供公平、公正且公開的內部招聘資源，滿足員工職業發展需求。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

During the reporting period, the total number of employees of the Group reached 3,836, and the employee turnover rate was 8.84 %, among which the turnover rate of male employees was about 8.83% and that of female employees was about 8.87%.

### Working Hour, Holiday, Salary and Benefits

We, stringently executing national provisions for working hour and holiday, and formulating the *Leave Management System*, safeguarding the right to rest and vocation of the employees, providing day off and statutory holidays in accordance with the national labor laws, advocating employees to have all holidays as far as possible, and providing front-line employees with paid leave other than statutory holidays such as maternity leave, and annual leave.

We have formulated the *Staff Compensation Management Measures*, which covers a comprehensive remuneration system covering basic salary, performance salary, seniority salary, allowances, subsidies, etc. and determined salaries of the employees based on such factors as level, order, business line, and region of the employees. To attract, retain and motivate talents, we will organize a designated occupational physical examination once a year to ensure the basic health of employees; we also provide employees with benefits of the two festivals (Spring Festival, Mid-Autumn Festival), meal subsidies, transportation subsidies, high temperature subsidies, heating subsidies, consolation payments and other benefits; in addition, we also organize many recreational and sports activities for the employees, including welcome party, travel, employee birthday party, etc., so that the employees can integrate into the big family of Risun and feel the warmth of home.

報告期內，本集團員工總數達到3836人，員工流失比例8.84%，其中男性員工流失比例約8.83%，女性員工流失比例約8.87%。

### 工時、假期與薪酬福利

我們嚴格執行國家關於工時、假期的有關規定，並制定《請休假管理制度》，全力保障員工休息休假的權益，確保員工的休息日及法定節假日與國家勞動法規一致，提倡員工做到應休盡休，並給予一線員工在法定節假日之外的產假、年假等額外帶薪假期。

我們制定了《員工薪酬管理辦法》，涵蓋基本工資、績效工資、司齡工資、津補貼、獎金等的全面薪酬體系，並根據員工的職位等級、所在序列、所在業務線、所在地域等多方面因素為員工制定薪酬。為了吸引、保留和激勵人才，我們會組織一年一次指定職業健康體檢，為員工保障基本健康；我們也為員工發放兩節(春節、中秋節)福利、用餐補助、交通補助、高溫補助、取暖補助、慰問金等福利；另外，我們還會組織許多的員工文體活動，包括迎新聯歡會、旅遊、員工生日派對等，讓員工融入旭陽大家庭，感受到家一樣的溫暖。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

### Preventing Child Labor and Forced Labor

The Group stringently complies with the *Provisions on Prohibition of Child Labor* issued by the State Council and formulates the *Management Provisions for Anti-Forced Labor* to review identifies of the applicants and stringently prevent child labor, forced labor and other illegal labor. The Group adheres to the eight-hour day working system or the legal working hours of 40 hours per week and sets up the overtime and holiday system to prevent forced or compulsory labor, ensure reasonable working hour of the employees, and provide fair, free, and reasonable labor rights to the employees.

With respect to employment in 2019, the performance is as below:

### 杜絕童工及強制勞工

本集團嚴格遵守國務院頒佈的《禁止使用童工的規定》，同時制定了《反強制勞動管理規定》，對應聘者身份信息進行審核，嚴格避免童工、強制勞動及其他非法用工現象，堅持八小時工作制或每周四十小時的法定工作時間，並設置加班調休制度，避免強迫或強制勞動，保證員工合理工時，給予員工公平、自由、合理的勞工權利。

2019年度，員工僱用方面的績效如下：

Name of Indicator 指標名稱	Unit 單位	2019
Number of employees 員工總數	Person 人	3,836
Percentage of Male Employees 男性員工比例	%	85
Percentage of Female Employees 女性員工比例	%	15
Percentage of employees with senior titles 高級職稱員工比例	%	1
Percentage of employees with medium titles 中級職稱員工比例	%	8
Percentage of employees with junior titles 初級職稱員工比例	%	20
Percentage of contract labor 合同員工比例	%	100
Percentage of outsourcing labor 勞務派遣員工比例	%	0
Percentage of employees under 30 years old 30歲以下員工比例	%	34
Percentage of employees from 31 to 40 years old 31-40歲員工比例	%	46
Percentage of employees from 41 to 50 years old 41-50歲員工比例	%	15
Percentage of employees above 50 years old 50歲以上員工比例	%	5
Percentage of employees from Hebei Province 河北省內地區員工比例	%	85
Percentage of employees from regions outside Hebei Province 河北省以外地區員工比例	%	15
Percentage of minority employees 少數民族員工所佔比例	%	2
Annual turnover rate of employees 員工年度流失比率	%	8.84

### 3.2 Promoting Development of Employees

The Group, under the guidance of “Building the Talent Team of Risun and Accelerating the Growth of Talent”, while developing itself, enriched the training contents and innovated the training methods by established a multi-level comprehensive training management system for the purpose of providing training and learning throughout the whole career path of the employees, so as to meet the needs of employees’ development, reserving knowledge and experience for the growth and development of the employees and improving comprehensive quality of the employees to meet the changing job requirements and adapt to long-term development of the Group. We also continues to improve the employee development and promotion mechanism to provide a smooth path for the development of employees and build an equal and just talent development platform, so as to give full play to the employee’s sense of ownership and potential, and motivate employees to achieve self-value, post value and social value and build a high-quality talent team.

#### Employee Promotion

The Group has formulated policies such as the *Administrative Measures for Cadres* and the *Administrative Measures for Grading* to further improve the employee development system, clarify the qualification standards for professionals, standardize the selection, evaluation, rotation, cultivating, elimination and other procedures for middle and senior cadres and professional cadres of the Group, and improve the cadre management level of the Group. We implemented such three occupational sequences as the management sequence, professional sequence and skill sequence. The employees can choose a development path suitable for their post and expand their career plan according to the post grading system and based on their own abilities and wills. In 2019, the Group promoted 66 persons of the management sequence, 78 persons of the professional sequence, and 5 persons of the skill sequence in total.

### 3.2 促進員工發展

本集團以「塑造旭陽人才梯隊，加快人才成長」為指引，在自身發展的同時，通過建立多層次、全方位的培訓管理體系，豐富培訓內容，創新培訓方式，努力將培訓學習貫穿於員工職業生涯全過程，滿足員工發展需求，為員工成長發展儲備知識和經驗，提升員工綜合素質，以匹配瞬息萬變的職位能力要求，適應本集團長遠發展。同時，我們還持續完善員工成長和晉升機制，暢通人才成長通道，搭建公平公正的人才發展平台，最大限度地發揮員工的主人翁精神和潛能，激發員工實現自我價值、崗位價值和社會價值，努力建設一支高素質的人才隊伍。

#### 員工晉升

本集團制定了《幹部管理辦法》、《職級管理辦法》等政策，進一步完善了員工發展體系，明確專業人員任職資格標準，規範了集團中高層幹部、專業幹部的選拔、考評、輪崗、培養、淘汰等工作程序，提升集團幹部管理水平。我們實行管理序列、專業序列和技能序列的三大職業序列，員工可以依據員工職位職級體系，並結合自己的能力和意願，選擇適合自己職位的發展通道，拓展自身的職業發展空間。2019年，本集團共計提職管理序列66人、專業序列78人、技能序列5人。



## Employee Training

The Group considers talents are the main force to promote sustainable development of the enterprise and commits to create a learning organization. In 2019, we continued to carry out the talent training project for the purpose of improving the effectiveness of training and explored new ideas and methods to promote common development of the talents and the company.

- **Promote the standardization of training work:** Formulate the *Training Administrative Measures* to promote the construction of the talent training system;
- **Establish an internal training platform:** Set up an internal training platform of Risun University, and developed a series of training courses for employees of different sequences and grades according to their career plans, so as to improve their business theory and work skills;
- **Develop multi-category training courses:** Provide various types of training courses for employees, including new employee training, management training, training for improving professional skills, training for obtaining qualification certificate, in-service education, etc., to improve the theoretical quality and professional quality of the employees;
- **Diversified training methods:** Use “on-line”, “off-line”, “internal”, and “external” trainings, carry out trainings through on-line training, remote education and audio-visual education and other means, and implement the “school-enterprise” cooperation training mode with Hebei University of Science & Technology, Hebei College of Industry and Technology, and Baoding Industrial School by such means as watching the multimedia, in-situ observation, practical operation, experience exchange, appraisal and contest, and examination based on the trainees and training contents, so as to improve the training effect.

## 員工培訓

本集團視人才為推動企業可持續發展的主要力量，致力於創建學習型組織。2019年我們繼續推進人才培訓工程，以提升培訓效能為目標，不斷探索新思路、新方法，促進人才與企業的共融發展。

- **推動培訓工作規範化：**制定了《培訓管理辦法》，推動人才培養體系建設；
- **建立內部培訓平台：**建立了旭陽大學內訓平台，結合員工職業發展規劃，針對不同序列、不同職級的員工開發了系列培訓課程，有針對性地提升員工的業務理論和工作技能素質；
- **開發多類別培訓課程：**為員工提供各類型的培訓課程，包括新員工培訓、管理類培訓、專業技能提高類培訓、資質取證類培訓、在職教育等提升員工理論素質及業務素養；
- **多元化培訓方法：**採用「線上」、「線下」、「內部」、「外部」等培訓方式，積極應用網絡培訓、遠程教育和電化教育等多種手段開展培訓，與河北科技大學、河北工業職業技術學院和保定工業學校開展「校企」合作培訓模式，同時結合不同的培訓對象、培訓內容靈活選擇觀看多媒體、現地觀摩、實操、體會交流、評比競賽、考核等方法手段，切實提高培訓效果。

## Employee Training System

## 員工培訓體系

### New Employees 新入職員工

- For new employees employed by social recruitment, carry out training on the profile of the Group, corporate culture, personnel system, office system, financial system, common office and other major management systems, and help new employees quickly adapt to the working environment from the aspects of mentality change and cultural integration; 對社會招聘新員工開展關於本集團情況、企業文化、人事制度、辦公系統、財務制度、常用辦公等主要管理制度的培訓，從心態轉變、文化融入等方面幫助新員工快速適應工作環境；
- For new employees employed by campus recruitment, set up three training camps in Xingtai, Cangzhou, and Tangshan for a three-week training, including military training, Risun culture, system learning, team integration, professional quality, etc., and help new employees in career guidance from the should knowing and should doing and internship of the posts.  
對校園招聘新員工設立邢台、滄州、唐山三個集訓營，進行為期三周的集訓，內容包含軍事化訓練、旭陽文化、制度學習、團隊融合、職業素養等，從崗位應知應會、崗位見習等方面幫助新員工進行職業生涯的引導。

### Front-line Employees 基層員工

- Promote the learning atmosphere of all front-line operators and create the environment of success on the post through vocational training, production safety training, post risk prevention and control training, production process training, seven-type team construction training, technical competition, etc.  
通過職業技能培訓、生產安全培訓、崗位風險防控培訓、生產工藝流程培訓、七型班組建設培訓、技術比武等，推進全體一線操作員工崗位學習的氛圍，營造立足崗位成才的環境。

### Foreman 班組長

- Keep promoting the training of foreman and the standard management of crews, absorbing advanced management methods and actively promoting construction of the crews and laying a solid foundation for the production system.  
持續推進班組長的培養和班組標準化管理工作，吸收先進的管理方法，積極推進班組建設，打牢生產體系的根基。

### Reserve Cadres 儲備幹部

- Carry out studies and trainings from unification of cultural values, improvement of front-line management skills, and strengthening professional knowledge and complete the assessment and promotion of a certain percentage of reserve cadres in current year.  
從統一文化價值觀、提升一線管理技能、強化專業知識等方面開展學習培養，在當年度實現一定比例的儲備幹部的考評和晉升。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

### Management 管理層

- Carry out training courses and implement learning programs of role transformation, management ability improvement, performance management improvement, team building and empowerment for new cadres, enabling them adapt to the new posts quickly and promote the team to carry out businesses and realize achievements;  
針對新提職幹部開展培訓課程，定期實施角色轉換、管理能力提升、改善績效管理、團隊建設賦能等學習項目，使新提職幹部快速適應新的崗位並推動團隊開展業務、實現績效；
- Offer training courses for general manager level of the Group to further improve the management level of the leadership of the Group.  
本集團開設總經理級別培訓班，進一步提升本集團領導層的管理水平。

### Employee Training Performance of 2019

### 2019年度員工培訓績效

Name of Indicator 指標名稱	Unit 單位	2019
Number of employees trained 受訓員工數	Person 人	3,836
Percentage of employees trained 受訓員工百分比	%	100
Percentage of male employees trained 男性員工受訓比例	%	100
Percentage of female employees trained 女性員工受訓比例	%	100
Total employee training sessions 培訓員工總場次	Times 次	4,506
Total number of employees trained 培訓員工總人次	Person 人次	72,019
Amount of training expenditures 培訓經費支出金額	RMB ten thousand 萬元人民幣	55
Total training hours of employees 員工培訓總時長	Hour 小時	12,178
Average training time per employee 員工受訓平均時數	hour/person 小時/人	3.17
Total training hours of senior employees and above 高級及以上員工受訓總時長	Hour 小時	570
Average training hours of senior employees and above 高級及以上員工受訓平均時數	hour/person 小時/人	7.70
Total training hours of middle-level employees 中級員工受訓總時長	Hour 小時	1,740
Average training time per middle-level employee 中級員工受訓平均時數	hour/person 小時/人	12.61
Total training hours of junior employees 初級員工受訓總時長	Hour 小時	9,868
Average training time per junior employee 初級員工受訓平均時數	hour/person 小時/人	2.72

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)



Offer training courses for new cadres in 2019  
開展2019年新任職幹部培訓課程

Carry out intensified training activities for graduate in 2019  
舉辦2019年應屆大學生集訓活動

Example:  
案例：

Hebei Risun Energy carried out the “Stressing Training, Enhancing Foundation, and Accelerating Promotion” activity

河北旭陽能源開展「抓培訓、夯基礎、促提升」活動

To expand the professional ability of employees, improve the basic skills of sample making and inspection of the crew, and upgrade the smart equipment, Hebei Risun Energy carried out the “Stressing Training, Enhancing Foundation, and Accelerating Promotion” activity at the beginning of 2019. During the activity, the main technical director of the department prepared the training course materials, conducted weekly training on the national inspection standards and implementing standards for new employees who were less than one year in work, so as to help new employees to grasp the requirements of national standards faster and more accurately and flexibly apply the theoretical knowledge learned, and guide the practical operation of employees. In the meantime, the shift leader prepared the monthly training plan and carries out theory training, and organized closed-book examination at the end of the month based on the training contents to find out mastery of the basic knowledge of the employees. Carry out problem-oriented training for the weakness in the next month, and improve the professional skills of the crew and the project gradually. In addition, Hebei Risun Energy improved the efficiency of employee training, set up the sense of crisis and enhances the sense of competition through the cultivation of personnel expert in one field while possessing all-round knowledge and ability and the monthly adjustment of employee performance standards. By participating in the “Stressing Training, Enhancing Foundation, and Accelerating Promotion” activity, the adaptability, work efficiency, business levels and professional skills of new employees have been improved, which is conducive to the orderly development of business and achievement of the business performance of Hebei Risun Energy.

為拓展員工業務能力水平，提高全員制樣和檢驗業務基礎技能，升級智慧裝備，河北旭陽能源在2019年初開展了「抓培訓、夯基礎、促提升」活動。在活動中，部門主要技術負責人制定培訓課件，每周對區域內入職不滿一年的新員工開展各項檢驗國標貫標培訓，幫助新員工更快、更準確地掌握國標要求，靈活運用所學理論知識，並指導員工實際操作。同時，各班長制定月度培訓計劃開展理論培訓，並於月底結合培訓內容組織全員閉卷考試，通過考試對員工基礎知識掌握情況進行摸底，在次月針對短板進行問題導向培訓，循序漸進，逐步達到全員、全項目專業技能素質的提高。此外，河北旭陽能源通過一專多能人員培養和月度調整員工績效標準，提高員工培養效率，樹立員工危機感，增強競爭意識。通過參與「抓培訓、夯基礎、促提升」活動，新員工的適應能力和工作效率、員工業務水準以及技能素質得到了提升，有利於河北旭陽能源業務的有序開展和經營業績的實現。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

**Example:** Hebei Risun Energy carries out “School-Enterprise” cooperation with Hebei University of Science And Technology  
**案例：** 河北旭陽能源與河北科技大學開展「校企」合作

In March, 2019, Hebei Risun Energy of the Group and Hebei University of Science And Technology held the “Risun Class” signing ceremony. The two parties have deeply discussed and communicated on the talent training mechanism of the “Risun Class”, so as to provide high-skilled talents for the sustainable development of Hebei Risun Energy in a precise way.

2019年3月，本集團河北旭陽能源與河北科技大學舉行了“旭陽班”簽約儀式。簽約雙方對“旭陽班”人才培養的機制進行了深入的探討與溝通，以精準培養的方式實現河北旭陽能源可持續發展的高技能人才。



### 3.3 Enhancing Care for Employees

The Group extremely cares about the work and life of the employees and pays attention to humanistic care, actively solving practical difficulties of the employees, carrying out warmth projects, and caring about the life of the employees. For example, the Group made donation to sick employees in hospital, expressed regards to employees with difficulties in life, helped employees in difficulties with the education of their children, expressing sincere regards of the Group, helping employees to overcome difficulties and face their life bravely with positive and optimistic attitude, and improving the sense of happiness and belonging of the employees. We also organized various recreational and sport activities, providing opportunities to employees to show their talents and relieve their stress in happiness, so that they can continue their work and life better and more vigorously.

#### Assistance to Employees

We provide assistance to employees of the Group and visit employees of poor and front-line workers on duty in important holidays, help the children of poor employees to go to school, donate to help seriously ill family members of the employees, do our best to relieve the life pressure of employees; provide considerate services for female employees, including giving gifts on the Women's Day, paying holidays, special holidays such as lactation period, etc., paying attention to the physical and mental health of female employees; listen to and solve the difficulties and problems in work and life of the staff through the meeting of staff democratic meeting, forum, staff meeting and management review meeting, and truly care about the life of the staff. Among which, we organized fund-raising activities for family member of employees in need to help solve their family difficulties in 2019.

### 3.3 增進員工關愛

本集團極其重視關心員工的工作與生活，重視人文關懷，積極主動地為員工解決實際困難，大力開展送溫暖活動，切實關心員工生活。例如，捐助生病住院員工、慰問生活困難員工、幫扶困難員工子女教育，展現本集團對員工的誠摯關愛，幫助員工走出陰霾，以積極樂觀的精神面貌勇敢面對生活，提升員工幸福感和歸屬感。同時我們組織豐富多彩的員工文體活動，給員工展現不同才能的機會，幫助員工在快樂中減壓，更好更投入的繼續工作生活。

#### 員工幫扶

我們對本集團員工開展幫扶工作，在重要節日慰問特困員工以及堅守生產一線崗位員工，幫扶困難員工家庭子女上學、捐款救助員工重疾家屬，盡全力減輕員工的生活壓力；為女員工提供貼心服務，包括婦女節發放禮品和帶薪假期、哺乳期特殊假期等，重視女員工身心健康；通過員工民主生活會、座談會、員工大會和管理檢討會等形式傾聽並解決員工在工作、生活中遇到的困難和問題，切實關心員工生活。其中，2019年，我們為困難員工組織募捐活動，幫助解決員工家庭困難。

**Example:** Hebei Risun Energy visited poor employees before the festival  
**案例：** 河北旭陽能源工會節前慰問特困員工

On January 30, 2019, the Lunar New Year Spring Festival was coming. The labor union of Hebei Risun Energy visited employees with extreme difficulties to find out the living condition of their families and the physical conditions of their family members, sending condolence payments and gifts such as edible oil, rice, flour, etc., extending festival's greetings, encouraging them to boost their confidences and overcome the difficulties.

2019年1月30日，農曆新春佳節將至，河北旭陽能源工會到特困員工家中走訪慰問，了解員工的家庭生活情況和家人身體情況，為他們送上慰問金和食用油、大米、麵粉等慰問品，並致以節日的祝賀，鼓勵他們堅定信心、克服困難。

### Recreational and Sports Activities

For encouraging employees to keep healthy life style, the Group actively builds the recreational and sports activities platform for the employees, periodically organizes and holds various sports activities, including mountain climbing, basketball, badminton, table tennis, and chess and card, holds team competitions which are good for physical and mental health during the anniversary of the Company, National Day, and New Year, such as planting trees, basketball, long-distance running, tug-of-war, rope skipping and fun activities, and actively organizes the spring and autumn employees' sports meeting to strengthen physical exercise and improve physical fitness of the employees. In the meantime, we also organize and participate in the New Year celebrating party, employee speech contest, employee magpie bridge friendship association and other recreational activities to provide a stage for the employees to show their talents. We hold recreational and sports activities to enrich the cultural life of the employees, promote the communication among the employees, so as to increase the cohesion and centripetal force of the team.

### 文體活動

為了鼓勵員工保持健康的生活方式，本集團積極搭建員工文體活動平台，定期組織開展包含登山、籃球、羽毛球、乒乓球、棋牌等各類體育活動，在司慶、十一、元旦等節日舉辦植樹、登山、籃球、長跑、拔河、跳繩、趣味活動等有益身心的團體比賽，並積極組織春、秋季員工運動會，加強體育鍛煉，增強員工的身體素質。同時，我們也組織開展並參與迎新春聯歡晚會、員工演講比賽、員工鸚鵡橋聯誼會等文娛活動，提供廣大員工群體展示自我風採的舞台。我們通過舉辦文體活動，豐富了員工的業餘文化生活，促進員工溝通交流，從而增加團隊的凝聚力和向心力。

Environmental, Social, and Governance Report (Continued)  
 環境、社會及管治報告(續)



Held the Employees' Sports Meeting of 2019  
 舉辦2019年員工運動會



Hebei Risun Energy took part in the "Chinese Dream and Labor Beauty" speech contest of Dingzhou City  
 河北旭陽能源參加定州市「中國夢勞動美」演講比賽



Hebei Risun Energy took part in the employee magpie bridge friendship association held by the Federation of Trade Unions of Dingzhou City  
 河北旭陽能源參加定州市總工會員工鵲橋聯誼會



## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

**Example:** Xingtai Risun Coal Chemicals held employee recreational and sports activities on the Lantern Festival  
**案例：** 邢台旭陽煤化工舉辦元宵節員工文體活動

To enrich the cultural life of the employees and further enhance the cohesion and sense of belonging of the employees, Xingtai Risun Coal Chemicals held the lantern riddle guessing and rewarded quiz on February 19, 2019 for celebrating the Lantern Festival. The recreational and sports activities on the Lantern Festival of this year did not only continue the traditional way of guessing lantern riddles, but also actively responded to the requirements for “Essential Safety and Essential Environmental Protection” of Xingtai Production Base, increasing the rewarded quiz on safety and environmental protection knowledge. The contents of lantern riddles and rewarded quiz were rich with extensive knowledge, not only covering the interesting knowledge, safety and environmental protection knowledge, but also including information about quality, the Group and the situation of the base, integrating knowledge with interests, enriching the employees' knowledge about safety quality and environmental protection while making them feel the joy of the traditional festivals, and enabling them to further understand the Group and the base.

為豐富員工文化生活，進一步增強員工的凝聚力和歸屬感，2019年2月19日，邢台旭陽煤化工舉辦迎元宵猜燈謎和有獎知識問答活動。今年的元宵節文體活動不僅延續了傳統的元宵猜燈謎方式，而且還積極響應邢台生產園區「本質安全和本質環保」的要求，增加了安全、環保知識有獎竟答項目。燈謎和有獎競答題內容豐富，知識廣泛，不僅涵蓋趣味知識、安全環保知識，還包括質量內容、集團和園區情況等，將知識和趣味進行融合，在感受傳統節日的歡愉的同時，豐富了員工的安全質量和環保知識，同時也對集團、園區情況有更深入的了解。

#### 4. HIGH-QUALITY PRODUCTS

The Group stringently complies with the laws and regulations such as the *Law of the People's Republic of China on Product Quality* and has established the awareness of “quality first” and carried out the whole-process quality management to improve the quality of products and services. We adhere to the principle of honesty and trustworthiness, and label the coal chemical products and other products according to the standard as required to ensure that the information is true and accurate; we adhere to the “Market-Oriented, Customer-Centric” business philosophy, strengthen brand management, take the initiative to find out the problems of customers in the purchase and use of coke and chemical product, timely feedback solutions to customers, standardize customer data management, and pay attention to the protection of customer privacy; we promote the technological innovation of enterprise products and formulate the patent protection mechanism to promote the continuous improvement of product performance and quality. We provide all-around assurance for the quality of each product delivered to establish a good brand image and market reputation, and increase the competitiveness of the Group in the country.

During the reporting period, we did not receive any significant complaints from customers concerning products and services.

#### 4. 優質產品

本集團嚴格遵守《中華人民共和國產品質量法》等法律法規，樹立「質量第一」的意識，深入開展全過程質量管理，提高產品和服務質量。我們堅持誠實守信原則，將煤化工等產品卷標按要求規範標識，保證信息真實準確；我們堅持「以市場為導向，以客戶為中心」的經營理念，加強品牌管理，主動了解客戶在採購和使用焦炭、化工產品過程中出現的問題，及時向客戶回饋解決方法，規範客戶數據管理，注重保護客戶隱私；我們推進企業產品的技術創新，並制定專利保護機制，促進產品性能與質量的不斷提升。我們全方位保障每個產品的交付品質，樹立良好品牌形象和市場聲譽，提升本集團在全國範圍內的競爭力。

報告期內，我們未收到與產品及服務相關的用戶重大投訴。

## Product Quality Management

The Group continues to improve the quality management system, strengthens product research and development and design, strictly controls raw material procurement, implement standard operations, realizes whole-process quality control, and keeps improving the quality management work. The Group stringently executes and complies with relevant industrial standards for coke and chemical products, such as the *Coke for Metallurgy (GB/T1996-2017)*, the *Coal Tar (YB/T5075-2010)*, the *Crude Benzene (YB/T5022-2016)*, the *Industrial Methanol (GB338-2011)*, the *Ammonium Sulfate (GB/T535-1995)* and the *Liquid Anhydrous Ammonia (GB/T536-2017)*.

During the reporting period, the customer satisfaction of coke and chemical products of the Group reached 100%.

- **Establish the quality management system:** Set up the ISO9001 quality management system covering all production bases, define the functions and responsibilities of all production bases, functional departments, project managers and related posts, standardize and improve product quality control to comprehensively improve the product and work quality and meet customer needs;
- **Improve the quality control and appraisal system:** Formulate such systems or administrative measures as the *Quality Management System*, the *Regulations on Product Quality Management and Control*, the *Quality Control Points and Appraisal Methods*, the *Non-conforming Products Control Procedure*, and the *Administrative Measures for Quality Accidents*;
- **Optimize the technical and quality indicators of products:** Control the process parameters strictly in accordance with the operation procedures, reduce the fluctuation of the process, and establish the *Quality Inspection Management System*, the *Inspection Procedures*, and other administrative measures to strictly monitor the processes and process indicators during the production, so as to achieve high quality production;

## 產品質量管理

本集團不斷完善質量管理體系，加強產品研發設計，嚴控原材料採購，實施標準化作業，實現全過程質量控制，使質量管理工作精益求精，焦炭及化工產品嚴格執行並滿足《冶金焦炭(GB/T1996-2017)》、《煤焦油(YB/T5075-2010)》、《粗苯YB/T5022-2016》、《工業甲醇GB338-2011》、《硫酸銨GB/T535-1995》及《液體無水氨GB/T536-2017》等行業相關標準。

報告期內，本集團焦炭及化工產品客戶滿意率達到100%。

- **建立質量管理體系：**建立了覆蓋各生產園區的ISO9001質量管理體系，明確了各生產園區、職能部門、項目經理及相關工作崗位的職能職責，規範並完善了產品質量控制，以全面改進產品工作質量，滿足客戶需求；
- **完善質量管控考核制度：**制定並完善《質量管理制度》、《產品質量管控規定》、《質量控制點及考核辦法》、《不合格品控制程序》及《質量事故管理辦法》等制度或管理辦法；
- **優化產品技術質量指標：**嚴格按照操作規程控制工藝參數，減少了工藝的波動，同時制定了《質量檢驗管理制度》、《檢驗規程》等管理辦法，對生產流程中各工序工藝指標進行嚴格監控，實現優質生產；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- **Carry out quality follow-up inspection:** Set up the quality management file for coal suppliers to monitor the coals supplied by the coal suppliers, ranking the suppliers every month and eliminating disqualified suppliers; In the meantime, carry out the sampling inspection and the follow-up inspection of the production process, warning possible quality problems in a timely manner to reduce production risk of the Company;
- **Establish the quality problem handling mechanism:** Formulate procedure documents such as the *Control Procedures for Incident Investigation*, *Nonconformity and Nonconforming Product*; in case of unqualified products, make traceability analysis in a timely manner and urge the formulation of corrective measures and follow up the implementation, so as to achieve closed-loop management.
- **開展質量跟蹤檢查工作：**建立供煤客戶質量管理檔案，對供煤客戶所供煤種進行監控，每月排名，強制淘汰不符合要求的供應客戶；同時，進行採樣檢驗，並對生產過程進行跟蹤檢查，對可能存在質量問題及時預警，降低企業生產風險；
- **建立質量問題處理機制：**制定《事件調查、不符合及不合格品控制程序》等程序文件；當生產產品出現不合格情況時，及時溯源分析，並督促制定糾正措施並跟蹤落實，做到閉環管理。

### After-sale Service and Protection of Consumers' Rights and Interests

The Group stringently complies with relevant laws and regulations such as the *Law of the People's Republic of China on Protecting Consumers' Rights and Interests* and formulates the *Rules for Customer Service and Internal Requirements* to ensure high-quality product and after-sale service. We appoint professional customer service team to visit the production bases of major customers and collect feedback about the products and services, get to know the operation and demands of the customers timely, so as to provide better services and meet specific demands of the customers.

### Intellectual Property and Brand Protection

The Group attaches great importance to intellectual property and patent protection. Our trademarks, patents, trade secrets and other intellectual properties are important properties of the Group. During the reporting period, the Group was not subjected to any dispute, claim and action concerning intellectual property and brand protection.

### 產品售後及消費者權益保護

本集團嚴格遵守《中華人民共和國消費者權益保護法》等相關法律法規，同時制定了《客戶服務及對內要求細則》，確保產品售後服務的高質量。在主要客戶生產園區，我們派駐專業客戶服務團隊拜訪客戶，並收集獲取產品和服務的回饋，及時了解客戶的營運和需求，以提供更好的服務，符合客戶的特定要求。

### 知識產權及品牌保護

本集團重視知識產權及專利保護，我們的商標、專利、業務機密數據及其他知識產權屬於本集團的重要資產。報告期內，本集團未發生涉及知識產權及品牌保護方面的糾紛、索賠與訴訟。

– Intellectual property protection

The Group fully complies with the policies and laws in connection with patents and copyrights, and formulates such systems as the *Patent Management System*, the *Patent Writing Application System*, and the *System of Promoting Intellectual Property Standard Compliance* to establish an autonomous and innovative intellectual property system, specify the patent management responsibilities, the application and handling procedures, and the requirements for licensed use and protection, and standardize the patent writing application, management and utilization, pay patent annuities on time, protect patent assets, and accelerate the creation of invention; with respect to technical confidentiality, we formulate the *Confidentiality Management System* to keep the data and information confidentiality about research and development, technical import, and technical innovation, requiring maintaining the confidentiality of secrets arising from the production, research and development, design, scientific exchange, and technological introduction and keeping such secrets in accordance with the *File Administrative Measures*. In 2019, Cangzhou Risun Chemicals obtained the certificate of intellectual property management system for caprolactam research, development, production and sales.

– 知識產權保護

本集團全面遵守有關專利、著作權方面相關的政策及法律，制定《專利管理制度》、《專利撰寫申請制度》及《推行知識產權貫標體系》等制度，構建自主創新的知識產權體系，明確專利管理職責、申請和辦理流程，明確對外許可使用及保護的要求，規範專利撰寫申請、管理和利用，按時繳納專利年費，保護專利資產，促進發明創造；在技術保密方面，我們制定了《保密管理制度》，對研發、技術引進、技術創新等方面的數據與信息的保密進行了規定，要求對生產、研發、設計、科技交流、技術引進中產生的秘密事項進行保密，並對其按照《檔案管理辦法》保管。2019年，滄州旭陽化工獲得己內酰胺的研發、生產、銷售的知識產權管理體系認證證書。



Certificate of intellectual property management system of Cangzhou Risun Chemicals  
滄州旭陽化工知識產權管理體系認證證書

– **Brand protection**

The Group formulates the *Risun Visual Image Recognition System Handbook* and the *Brand VI Manual* and etc. for uniform planning and management of advertisements and trademarks in accordance with relevant national regulations such as the *Company Law*, the *Trademark Law*, and the *Advertising Law of the People's Republic of China*, so as to keep enhancing the brand value and give full play to the marketing functions to make brand management and marketing more scientific and standard and protect the enterprise, product and service reputations.

**5. ANTI-CORRUPTION**

The Group carefully fulfills the relevant laws and regulations on prevention of bribery, extortion, fraud and money laundering, such as the *Criminal Law of the People's Republic of China*, the *Company Law of the PRC*, and the *Interim Provisions for Prohibiting Commercial Bribery*, and carries out multi-level anti-corruption and pro-cleanness education and obtains excellent achievements in anti-corruption by improving the supervision system, deepening the system construction, and upgrading risk prevention and control measures.

During the reporting period, the Group did not receive notices of cases involving violation of laws and regulations due to commercial bribery, blackmail, fraud or money laundering.

- **Comply with the anti-corruption system:** Strictly follow the *Management Regulations on Gift Exchange*, the *Registration System for Major Events of Cadres*, the *Regulations on Handling Violations of Regulations and Disciplines by Employees*, the *Administrative Measures for Self-inspection and Correction*, and the *All Staff Whistle-blowing and Suggestion System*, and other relevant systems to standardize daily performance of the employees and provide strong guarantee for anti-corruption;

– **品牌保護**

本集團根據中華人民共和國《公司法》、《商標法》和《廣告法》等國家有關法規，制定《旭陽視覺形象識別系統手冊》、《品牌VI手冊》等相關手冊，對廣告、商標統一規劃和管理，不斷提升品牌價值，充分發揮市場營銷職能，使品牌管理和市場營銷工作更加科學化、規範化，保護企業、產品與服務信譽。

**5. 反貪污**

本集團嚴格遵守《中華人民共和國刑法》、《中華人民共和國公司法》及《關於禁止商業賄賂行為的暫行規定》等防止賄賂、勒索、欺詐及洗黑錢的相關法律法規，認真落實反腐敗責任，通過完善監督體制，深化制度建設，升級風險防控措施，開展多層次的反腐倡廉教育，反腐敗工作取得良好成效。

報告期內，本集團未收到商業賄賂、勒索、欺詐及洗黑錢等違法違紀案件的通知。

- **遵守反腐倡廉制度：**嚴格遵循《往來禮品管理規定》、《幹部重大活動備案制度》、《員工違規違紀行為處理條例》、《自查自糾管理辦法》及《全員舉報和建議制度》等相關制度，對員工日常行為進行規範，為反貪污工作提供了有力的制度保障；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- **Establish the whistle-blowing and supervision mechanism:** Establish a smooth whistle-blowing and supervision mechanism, and provide such whistle-blowing channels as mail, telephone, WeChat official account “Service Supervision Platform of Risun Group Supervision and Audit Department”, whistle-blowing box of key posts and personnel interviews. We will protect the informer and verify the whistle-blowing information immediately upon receipt of the whistle blowing, carry out investigations or special audit as the case may be, and will handle in accordance with relevant provisions of the internal audit system if facts corruption are identified;
- **Sign on the honesty responsibility agreement:** Require cadres of middle-level and above and employees on key positions to sign the honesty responsibility agreement, and enter into the sunshine cooperation agreement with suppliers and customers, requiring them to comply with the basic principles of honesty and trustworthiness, equality and justice, compliance with regulations, making no personal gain, interest-based disqualification, and information privacy, and prohibiting any form of bribery, blackmailing, fraud, and money laundering in internal and external activities;
- **Carry out the anti-corruption education activities:** Arrange anti-corruption warning education and training contents in training sessions for new employees training meetings, weekly shift meetings, monthly regular meetings and other staff meetings. Meanwhile, remind employees of integrity in time during major holidays, deepen the themed integrity education, and strengthen the ideological defense line of employees.
- **建立檢舉監督機制：**建立了暢通的檢舉監督機制，提供郵件、電話、微信公眾號「旭陽集團監察審計部服務監督平台」、關鍵崗位舉報箱和面談溝通等舉報渠道。獲取舉報信息後，我們將對舉報人進行保護，在第一時間核實舉報信息，並視情況進行調查或開展專項審計，如認定有貪腐等事實將根據內部審計制度相關規定進行處理；
- **簽署幹部、員工廉潔責任書：**要求中層以上幹部及關鍵崗位員工統一簽署廉潔責任狀，同時與供應商及客戶簽訂陽光合作協議，在對內和對外的活動過程中遵循誠實守信、平等公正、遵紀守法、不謀私利、利益迴避和信息保密等基本原則，嚴禁任何形式的賄賂、勒索、欺詐及洗黑錢行為；
- **開展反貪腐教育活動：**在新入職員工培訓會、周調會、月度例會及其他員工大會中安排反貪腐警示教育培訓內容，同時在重要節假日也會對員工及時進行廉潔提醒，不斷深化廉潔主題教育，築牢員工思想防線。



## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

**Example:** Xingtai Production Base organized warning education and training for cadres of middle level and above and employees on key positions  
**案例：** 邢台生產園區組織中高層幹部和關鍵崗位人員警示教育培訓

On August 8, 2019, Xingtai Production Base organized a warning education and training to improve the awareness of integrity and self-discipline of middle and senior cadres, employees on key positions and constantly prevent job risks. This course focused on the awareness of the red line, cultivation of the habit of honesty and self-discipline and how to improve the management performance. The course emphasized that cadres and employees should take honesty and self-discipline as belief, implant into their ideological consciousness, and pay attention to the construction of mechanism and system in their work, which should be strictly implemented and subjected to fine management. This warning education helped promote the cultivation of the habit of honesty and self-discipline of cadres at all levels, strengthened the awareness of the red lines and principles, and enhanced the awareness of employees against corruption, so as to ensure the occupational safety of the cadres and employees.

為提高中高層幹部關鍵崗位人員的廉潔自律意識，不斷預防職務風險，2019年8月8日，邢台生產園區組織開展了一場警示教育培訓。此次課程重點圍繞紅線意識、廉潔自律習慣養成與如何提升管理業績開展。課程強調：幹部員工要將廉潔自律為信仰，植入思想意識，並在工作中重視機制與體制建設，嚴格執行，精細管理。此次警示教育有助於促進各級幹部廉潔自律習慣的養成，強化紅線和原則意識，提高員工反貪污意識，以確保廣大幹部員工的職業安全。



## 6. SUPPLY CHAIN RESPONSIBILITY MANAGEMENT

The Group continuously strengthens the responsibility management of the supply chain and selects the suppliers and contractors in accordance with prudent principles and strict standards, not only giving consideration to product quality, service ability and enterprise reputation, but also the philosophy and actions in assuming social responsibilities such as execution of the QHSE standards and labor standards. We adheres to the philosophy of “Win-Win Cooperation and Mutual Development”, implements centralized, uniform, classified and level-to-level supplier management, strengthens training and supervision, optimizes performance appraisal, and implements whole-process and dynamic management of the supply chain from admission to exit to ensure normal performance of the economic contracts. In 2019, the 671 suppliers of the Group all followed the corresponding screening procedures and requirements. In the meantime, CNC Risun Energy, our joint venture, was on the list of the fourth batch of national green supply chain model enterprise issued on the official website of the Ministry of Industry and Information Technology.

- **Formulate the administrative measures for suppliers:** Formulate the *Administrative Measures for Suppliers*, establish the market access and performance evaluation system for suppliers of the Group to specify the investigation, introduction, approval and maintenance, assessment, screening process and punishment for violations of suppliers, so as to further optimize the resources of the suppliers and ensure performance of the businesses under the principle of fairness and justice;
- **Carry out supplier selection and audit:** Organize the investigation and evaluation of the new suppliers, examine the basic business qualification, advanced level of main production equipment and testing equipment, technical skills, production technology, quality and environmental management system certification of the suppliers, and prepare the inspection report and enter into the supplier information database after being approved;

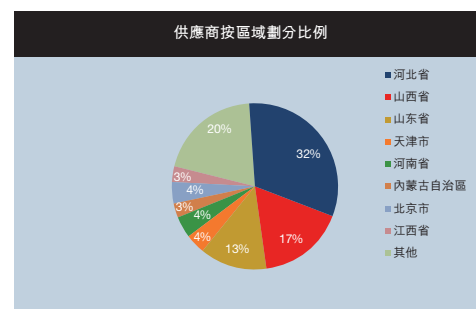
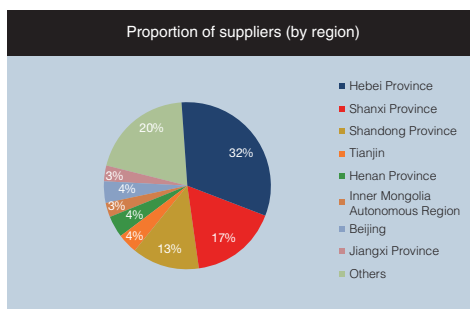
## 6. 供應鏈責任管理

本集團持續加強供應鏈的責任管理，採取審慎的原則和嚴格的標準來選擇供貨商和承包商，不僅看重其產品質量、服務能力和企業信譽，更看重其執行QHSE標準和勞工標準等履行社會責任的理念和行動。我們秉承「合作共贏、共同發展」的理念，全面實施集中統一、分類分級供貨商管理，加強培訓和監督，優化績效考核，實現供應鏈從准入到退出的全過程，動態管理，確保了經濟合同正常履約。2019年，本集團的671家供應商，均遵循相應的篩選程序及要求。同時，我們的合營公司中煤旭陽能源榮列國家工業和信息化部官網公佈的第四批國家級綠色供應鏈示范企業名單。

- **制定供應商管理制度：**制定了《供應商管理辦法》，建立集團供應商市場准入和業績評估體系，對於供貨商的調查、引進、審批與維護，評估、篩選流程以及違規處罰等方面均進行了明確的規定，進一步優化供應商資源，確保雙方在公平、公正的原則下開展各項業務；
- **開展供應商篩選與審核工作：**對新增供應商組織調查評估工作，對供應商基本工商資質、主要生產設備與檢測設備先進水平、技術能力、生產工藝、質量與環境管理體系認證等方面進行考核，形成考察報告並經過審批後進入供應商信息庫；

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

- Establish the classification examination and elimination mechanism for the suppliers:** Organize annual review of the suppliers of the previous year at the beginning of each year, assessing and scoring the suppliers in terms of technical indicators, price, quality, delivery time, service, energy saving and environmental protection of the suppliers, classifying the suppliers by the final scores into: disqualified supplier, qualified supplier, good supplier and excellent supplier, and updating the supplier database and eliminating from the system suppliers whose assessment results fail to meet the cooperation standard;
- Strengthen the performance of responsibilities of suppliers on site:** Carry out the supervision and management of the performance of responsibilities of the suppliers on site, set up fences around the construction site, hang the slogans and signs related to safety and environmental protection, and regularly carry out water spraying and cleaning to further strengthen the inspection and management of the supplier with safety and environmental protection on the construction site;
- Prefer selecting energy-saving and environmental protection products and services:** Clearly put forward the requirements for environmental protection and energy saving in the bidding, procurement and acceptance of the supplier's products or services; for the new renovation and expansion projects, we give priority to the energy-saving, environmental protection technology and equipment; at the same time, the Group will regularly monitor the procurement and use of energy-saving and environmental protection equipment in the new renovation and expansion projects of the users, and report the violations and omissions.
- 制定供應商分級考核、晉退機制：**每年初對上一年度的供貨商組織年度評審工作，對供貨商根據技術指針、價格、質量、貨期、服務和節能環保等多方面綜合實力進行分級評價打分，根據評分結果分為不合格供貨商、合格供貨商、良好供應商和優秀供貨商，並同步更新供應商信息庫，對評估結果不符合合作標準的供應商進行系統除名處理；
- 強化供應商現場履責：**開展供應商現場履責的監督管理工作，施工現場設置圍擋，懸掛與安全、環保等相關標語標識，並定期進行灑水清掃，從而進一步加強施工現場對供應商安全、環保方面的考察管理工作；
- 優選節能環保產品及服務：**在供應商產品或服務的招採、驗收等環節明確提出環保和節能等方面的要求；對於新改擴建項目我們優先採用節能、環保的工藝及設備；同時本集團也會定期監察使用單位新改擴建項目關於節能環保設備的採購及使用情況，對違規及不作為情況進行通報。



## 7. COMMUNITY INVESTMENT

The Group, starting from and aiming to “Returning What is Taken from the Society to the Society”, served the society enthusiastically, helped and supporting the poor, carried out targeted poverty alleviation, solved the livelihood issues of local people; donated and supported education, raising student subsidies, helping local students to fulfill their “Dream of University”; carried out volunteer and community public benefit activities to a green and harmonious social environment, carried out charity and public benefit activities on many aspects, and actively organized employees to take part in the volunteer activities and public welfare activities to establish harmonious and win-win relationship with the society and realize the unification of social interests and economic interests.

### Carrying out Targeted Poverty Alleviation Solidly

For full implementation of the spirit of targeted poverty alleviation of the Central Committee of the CPC and state council, the Group actively fulfills its social responsibility, gives full play to the advantages of the enterprise and participates in the poverty, and with the local bonding, on the basis of thorough investigation alleviation, becomes a pair with the local, focuses on solving long-standing difficulties that are closely connected with the poor people but restrict their development and cannot be solved by themselves based on thorough survey and combined with the practices, and actively participates in the construction of “Beautiful Countryside” and “Thousands of Enterprises to Help Thousands of Villages”.

## 7. 社區投資

本集團以「取之社會，回報社會」為出發點和落腳點，熱心服務社會，扶貧幫困，開展精準扶貧，解決當地群眾民生問題；捐資助教，籌集助學資金，助力當地學生圓「大學夢」；進行志願及社區公益活動，營造綠色和諧的社會環境，在多方面開展慈善公益活動，積極組織員工參與志願活動和公益行動，與社會建立和諧共贏的關係，實現社會效益與經濟效益的統一。

### 紮實開展精準扶貧

為全面貫徹落實黨中央、國務院關於精準扶貧精神要求，本集團積極履行社會責任，發揮企業優勢並參與脫貧攻堅，與當地結成幫扶對子，在充分調研基礎上，結合實際情況，重點解決與扶貧群眾息息相關卻長期制約發展自身無力解決的老大難問題，積極參與「美麗鄉村」、「千企幫千鄉」建設。

## Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

**Example:** Xingtai Production Base visited the poverty alleviation village for which it was responsible  
**案例：** 邢台生產園區走訪慰問扶貧責任村

In recent years, Xingtai Production Base actively responded to the call of Xingtai Municipal Party Committee and Municipal Government, committed to public welfare establishments, participated in such activities as beautiful countryside, beautiful Xingxiang, and construction of the Red Xingtai, and won the “Prize of Public Beneficial Poverty Alleviation” in the targeted poverty alleviation action of “Thousands of Enterprises Helping Thousands of Villages”, which was jointly granted by the Hebei Federation of Industry and Commerce and Hebei Poverty Alleviation and Development Office. In August 2019, Xingtai Production Base came to visited poor farmers at Dongtun Village, Dongzhao Town, Guangzong County, discussed and communicated with the town and village cadres and representatives of villagers to learn about the situation of poverty alleviation, discussed targeted poverty alleviation measures, and made positive contributions to local poverty alleviation.

近年來，邢台生產園區積極響應邢台市委、市政府號召，致力於公益事業，參與美麗鄉村、美麗邢襄、紅色邢台創建等活動，並榮獲河北省工商業聯合會和河北省扶貧開發辦公室頒發的「千企幫千村」精準扶貧行動「公益扶貧獎」。2019年8月，邢台生產園區來到廣宗縣東召鄉東屯村，走訪慰問困難農戶，與當地鄉、村幹部、村民代表座談交流，了解扶貧脫困等情況，商討精準扶貧脫貧對策，為當地脫貧攻堅積極貢獻力量。



# Environmental, Social, and Governance Report (Continued) 環境、社會及管治報告(續)

## Create a harmonious and safe social environment

The Group actively uses its own business characteristics and development advantages and takes multiple measures to contribute to the harmony and security of local community. We have set up a volunteer service team to actively carry out voluntary and community public welfare activities; utilize the residual heat from coking in the production process, implement the livelihood project, and provide heating for the local community to improve the living quality of the surrounding people; our emergency rescue team has actively participated in the emergency drill and rescue of the local community for many times, contributing their expertise to the security of the community.



Volunteer traffic direction  
義務指揮交通



Emergency rescue together with  
the fire brigade of local area  
義務指揮交通

## 營造和諧安全的社區環境

本集團積極利用自身業務特徵及發展優勢，多措並舉，為當地社區的和諧安全貢獻力量。我們組建了志願服務隊伍，積極開展志願及社區公益活動；利用生產過程中的焦化余熱，實施民生工程，為當地社區供暖，提高週邊民眾生活品質；我們的應急救援隊伍多次積極參與當地社區的應急演練與救援，為社區的安全貢獻專業力量。



Carry out voluntary service activity  
開展志願服務活動



Assist the surrounding communities  
in emergency response  
協助週邊社區開展應急救援

# Independent Auditor's Report

## 獨立核數師報告

# Deloitte.

# 德勤

**TO THE SHAREHOLDERS OF CHINA RISUN GROUP LIMITED**  
(incorporated in the Cayman Islands with limited liability)

致中國旭陽集團有限公司全體股東  
(於開曼群島註冊成立的有限公司)

## OPINION

We have audited the consolidated financial statements of China Risun Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 138 to 294, which comprise the consolidated statement of financial position as at December 31, 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 December 31, 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs") issued by the IASB. 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 International Ethics Standards Board for Accountants' 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 judgment, were of most significance in our audit of the consolidated financial statements for 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.

## 意見

吾等已審計第138至294頁所載的中國旭陽集團有限公司(「貴公司」)及其附屬公司(以下統稱為「貴集團」)的綜合財務報表，該綜合財務報表包括於2019年12月31日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴集團於2019年12月31日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

## 意見的基礎

吾等已根據國際會計準則理事會頒佈的國際審計準則(「國際審計準則」)進行審計。吾等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。根據國際會計師專業操守理事會頒佈的專業會計師道德守則(「守則」)，吾等獨立於貴集團，並已履行守則中的其他道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在吾等審計整體綜合財務報表及出具意見時已處理的，而吾等不會對該等事項提供單獨的意見。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key audit matter  
關鍵審計事項

How our audit addressed the key audit matter  
吾等的審計如何處理關鍵審計事項

Revenue recognition from contracts with customers  
客戶合約收益確認

We identified revenue recognition from contracts with customers attributable to the coke and coking chemicals manufacturing segment as a key audit matter because the amount is significant to the consolidated statement of profit or loss and other comprehensive income. Furthermore, revenue from contracts with customers is a key performance indicator of the Group and therefore there is a high inherent risk of misstatement.

吾等確定自焦炭及焦化產品生產分部產生的客戶合約收益確認為一項關鍵審計事項，因為客戶合約收益相對綜合損益及其他全面收益表金額重大。此外，客戶合約收益乃貴集團的關鍵績效指標，因此，存在錯誤陳述的較高固有風險。

As disclosed in note 6 to the consolidated financial statements, the Group recognized revenue from contracts with customers attributable to the coke and coking chemicals manufacturing segment amounting to RMB8,621,458,000 for the year ended December 31, 2019.

如綜合財務報表附註6所披露，貴集團確認截至2019年12月31日止年度自焦炭及焦化產品生產分部產生的客戶合約收益為人民幣8,621,458,000元。

Our audit procedures in relation to revenue recognition from contracts with customers attributable to the coke and coking chemicals manufacturing segment included:

吾等就自焦炭及焦化產品生產分部產生的客戶合約收益確認的審計程序包括：

- Assessing the key controls relevant to revenue recognition from contracts with customers;
- 評估與客戶合約收益確認相關的關鍵控制；
- Performing analytical procedures to assess the reasonableness of the unit sales price, gross profit margin, production volume, material consumption, and production utilization rate;
- 執行分析程序評估單位售價、毛利率、產量、材料耗用及產能利用率的合理性；
- Obtaining confirmations for the sales to the major customers;
- 就對主要客戶的銷售獲取函證；
- Checking, on a sample basis, the recorded transactions by examining the underlying supporting evidences such as invoices, receipt notes, final settlements and other documents;
- 抽樣檢查所入賬交易，核對相關支持證明(如發票、收貨單、最終結算及其他文件等)；
- Performing cut off procedures by selecting samples of sales recognized close to the year end, agreeing the date of revenue recognition to the underlying supporting evidences such as invoices, receipt notes, to confirm sales are recognized according to contract terms.
- 選擇接近年末已確認的銷售樣本執行截止程序，按照相關支持證明(如發票、收貨單)核對收益確認日期與合同約定的銷售確認條款一致。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

就吾等對綜合財務報表的審計，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等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。基於吾等已執行的工作，如果吾等認為該其他資料存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定，編製真實而公平地的綜合財務報表，並對董事認為為使綜合財務報表的編製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。

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

治理層負責監督貴集團的財務報告過程。



## 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgment and maintain professional skepticism 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.

## 核數師就審計綜合財務報表承擔的責任

吾等的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下(作為整體)按照協定委聘條款報告，除此之外本報告別無其他目的。吾等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，但不能保證按照國際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。錯誤陳述可能由欺詐或錯誤引起，如果合理預期錯誤陳述單獨或滙總起來可能影響該等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。

在根據國際審計準則進行審計的過程中，吾等運用了專業判斷及保持專業懷疑態度。吾等亦：

- 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該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。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。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



## Independent Auditor's Report (Continued) 獨立核數師報告(續)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

### 核數師就審計綜合財務報表承擔的責任(續)

- 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，確定是否存在可能對貴集團的持續經營能力產生重大疑慮的事項或情況的重大不確定性。如果吾等認為存在重大不確定性，則有必要在核數師報告中提醒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，則吾等應當發表非無保留意見。吾等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。
- 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呈列相關交易和事件。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責貴集團審計的方向、監督和執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部控制的任何重大缺陷。

吾等還向治理層提交聲明，說明吾等已符合有關獨立性的相關道德要求，並與彼等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。

## Independent Auditor's Report (Continued) 獨立核數師報告(續)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for 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 the independent auditor's report is Lam Kam Chiu.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
April 23, 2020

### 核數師就審計綜合財務報表承擔的責任(續)

從與治理層溝通的事項中，吾等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。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等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林錦照。

**德勤•關黃陳方會計師行**  
*執業會計師*

香港  
2020年4月23日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended December 31, 2019 截至2019年12月31日止年度

		Notes	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
		附註		
<b>Revenue</b>	<b>收益</b>	6	<b>18,842,038</b>	20,583,079
Cost of sales and services	銷售及服務成本		<b>(16,259,130)</b>	(17,173,159)
<b>Gross profit</b>	<b>毛利</b>		<b>2,582,908</b>	3,409,920
Other income	其他收入	7	<b>161,520</b>	162,099
Other gains and losses	其他收益及虧損	8	<b>104,970</b>	119,252
Net impairment losses reversed	已撥回減值虧損淨額	9	<b>5,978</b>	49,705
Selling and distribution expenses	銷售及分銷開支		<b>(778,717)</b>	(727,833)
Administrative expenses	行政開支		<b>(381,599)</b>	(369,050)
Listing expenses	上市開支		<b>(15,835)</b>	(24,562)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>1,679,225</b>	2,619,531
Finance costs	融資成本	10	<b>(465,579)</b>	(596,765)
Share of results of associates	分佔聯營公司業績		<b>25,734</b>	89,150
Share of results of joint ventures	分佔合營企業業績		<b>439,999</b>	548,455
<b>Profit before taxation</b>	<b>除稅前溢利</b>	11	<b>1,679,379</b>	2,660,371
Income tax expense	所得稅開支	13	<b>(305,711)</b>	(533,358)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>1,373,668</b>	2,127,013
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(開支)</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
Exchange differences arising on translating foreign operations	換算海外業務產生的匯兌差額		<b>8,310</b>	(17,711)
Other comprehensive income (expense) for the year	年度其他全面收益(開支)		<b>8,310</b>	(17,711)
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>1,381,978</b>	2,109,302

# Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

## 綜合損益及其他全面收益表(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

		Notes 附註	<b>2019</b> <b>2019年</b> <b>RMB'000</b> <b>人民幣千元</b>	2018 2018年 RMB'000 人民幣千元
<b>Profit for the year attributable to:</b>	<b>應佔年度溢利：</b>			
Owners of the Company	本公司擁有人		<b>1,363,165</b>	2,088,668
Non-controlling interests	非控股權益		<b>10,503</b>	38,345
			<b>1,373,668</b>	2,127,013
<b>Total comprehensive income for the year attributable to:</b>	<b>應佔年度全面收益總額：</b>			
Owners of the Company	本公司擁有人		<b>1,371,475</b>	2,070,957
Non-controlling interests	非控股權益		<b>10,503</b>	38,345
			<b>1,381,978</b>	2,109,302
<b>Earnings per share (RMB yuan)</b>	<b>每股基本盈利(人民幣元)</b>	15		
Basic	基本		<b>0.34</b>	0.63
Diluted	攤薄		<b>0.34</b>	N/A

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At December 31, 2019 於2019年12月31日

			2019	2018
		Notes	2019年	2018年
		附註	<i>RMB'000</i>	<i>RMB'000</i>
			人民幣千元	人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	9,751,346	9,406,195
Right-of-use assets	使用權資產	17	1,144,603	–
Prepaid lease payments	預付租賃款項	18	–	1,099,735
Goodwill	商譽	19	31,808	31,808
Intangible assets	無形資產	20	75,914	74,425
Interests in associates	於聯營公司的權益	21	351,311	451,311
Interests in joint ventures	於合營企業的權益	22	1,230,431	853,486
Other long term receivables and prepayments	其他長期應收及預付款項	23	1,588,154	63,060
Financial assets at fair value through profit or loss (“FVTPL”)	按公允價值計入損益的金融資產	24	222,105	76,017
Deferred tax assets	遞延稅項資產	25	202,242	289,249
Restricted bank balances	受限制銀行結餘	28	–	128,000
			<b>14,597,914</b>	<b>12,473,286</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	26	963,679	1,009,035
Income tax prepayments	預付所得稅		28,015	3,787
Other receivables	其他應收款項	27	1,600,527	1,021,464
Trade and bills receivables measured at fair value through other comprehensive income (“FVTOCI”)	按公允價值計入其他全面收益計量的貿易應收款項及應收票據	27	699,479	3,179,295
Prepaid lease payments	預付租賃款項	18	–	27,378
Amounts due from related parties	應收關聯方款項	39(c)	167,653	675,244
Financial assets at FVTPL	按公允價值計入損益的金融資產	24	10,525	286
Restricted bank balances	受限制銀行結餘	28	1,073,747	3,453,297
Cash and cash equivalents	現金及現金等價物	29	1,059,857	759,037
			<b>5,603,482</b>	<b>10,128,823</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	24	1,866	448
Trade and other payables	貿易及其他應付款項	30	3,051,228	6,528,943
Contract liabilities	合約負債	31	938,950	1,074,689
Income tax payable	應付所得稅		249,305	388,842
Bank and other loans	銀行及其他貸款	32	7,290,471	7,618,022
Lease liabilities	租賃負債	33	19,885	–
Obligations under finance leases	融資租賃款項	34	–	23,616
Amounts due to related parties	應付關聯方款項	39(c)	338,066	779,512
			<b>11,889,771</b>	<b>16,414,072</b>

## Consolidated Statement of Financial Position (Continued) 綜合財務狀況表(續)

At December 31, 2019 於2019年12月31日

			2019 2019年 <i>RMB'000</i> 人民幣千元	2018 2018年 <i>RMB'000</i> 人民幣千元
		Notes 附註		
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(6,286,289)</b>	(6,285,249)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>8,311,625</b>	6,188,037
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank and other loans	銀行及其他貸款	32	<b>1,369,167</b>	1,272,195
Lease liabilities	租賃負債	33	<b>26,184</b>	–
Obligations under finance leases	融資租賃款項	34	–	936
Deferred income	遞延收入	35	<b>80,021</b>	68,703
Trade and other payables	貿易及其他應付款項	30	–	68,314
Deferred tax liabilities	遞延稅項負債	25	<b>36,151</b>	64,866
			<b>1,511,523</b>	1,475,014
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>6,800,102</b>	4,713,023
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	36	<b>354,699</b>	87,123
Reserves	儲備	37	<b>6,336,705</b>	4,516,717
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總額</b>		<b>6,691,404</b>	4,603,840
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>108,698</b>	109,183
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>6,800,102</b>	4,713,023

The consolidated financial statements on pages 138 to 294 were approved and authorised for issue by the board of directors on April 23, 2020 and are signed on its behalf by:

第138至294頁所載綜合財務報表經董事會於2020年4月23日批准及授權刊發並由以下人士代表簽署：

Yang Xuegang  
楊雪崗

DIRECTOR  
董事

Han Qinliang  
韓勤亮

DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended December 31, 2019 截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Merger reserve	Reserve fund	Safety fund	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	儲備基金	安全基金	其他儲備	保留溢利	總計	非控股權益	總權益
		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
		(Note 36)	(Note 37)	(Note 37)	(Note 37)	(Note 37)	(Note 37)	(Note 37)	(Note 37)	(Note 37)	(Note 37)
		(附註36)	(附註37)	(附註37)	(附註37)	(附註37)	(附註37)	(附註37)	(附註37)	(附註37)	(附註37)
<b>Balance at January 1, 2018</b>	於2018年1月1日結餘	80,600	70,433	384,869	207,916	35,006	(20,775)	2,253,943	3,011,992	93,319	3,105,311
Profit for the year	年度溢利	-	-	-	-	-	-	2,088,668	2,088,668	38,345	2,127,013
Other comprehensive expense	其他全面開支	-	-	-	-	-	(17,711)	-	(17,711)	-	(17,711)
Ordinary shares issued	已發行普通股	6,523	405,516	-	-	-	-	-	412,039	-	412,039
Capital contribution from a non-controlling shareholder	一名非控股股東注資	-	-	-	-	-	-	-	-	2,250	2,250
Net transfer to safety fund	淨轉移至安全基金	-	-	-	-	(28)	-	28	-	-	-
Transfer to reserve fund	轉移至儲備基金	-	-	-	14,352	-	-	(14,352)	-	-	-
Dividends to the immediate holding company (note 14)	向直接控股公司的股息分派(附註14)	-	-	-	-	-	-	(891,148)	(891,148)	-	(891,148)
Dividends to a non-controlling shareholder	向一名非控股股東的股息分派	-	-	-	-	-	-	-	-	(24,731)	(24,731)
<b>Balance at December 31, 2018</b>	於2018年12月31日結餘	87,123	475,949	384,869	222,268	34,978	(38,486)	3,437,139	4,603,840	109,183	4,713,023
Profit for the year	年度溢利	-	-	-	-	-	-	1,363,165	1,363,165	10,503	1,373,668
Other comprehensive income	其他全面收益	-	-	-	-	-	8,310	-	8,310	-	8,310
Capitalisation issue	資本化發行	208,548	(208,548)	-	-	-	-	-	-	-	-
Ordinary shares issued	已發行普通股	59,028	1,589,903	-	-	-	-	-	1,648,931	-	1,648,931
Transaction costs attributable to issue of shares	發行股份應佔交易成本	-	(53,492)	-	-	-	-	-	(53,492)	-	(53,492)
Liquidation of a subsidiary	一家附屬公司清盤	-	-	-	-	-	-	-	-	(2,250)	(2,250)
Net transfer to safety fund	淨轉移至安全基金	-	-	-	-	(2,788)	-	2,788	-	-	-
Transfer to reserve fund	轉移至儲備基金	-	-	-	246,313	-	-	(246,313)	-	-	-
Dividends appropriation (note 14)	股息分派(附註14)	-	(426,588)	-	-	-	-	(452,762)	(879,350)	-	(879,350)
Dividends to a non-controlling shareholder	向一名非控股股東的股息分派	-	-	-	-	-	-	-	-	(8,738)	(8,738)
<b>Balance at December 31, 2019</b>	於2019年12月31日結餘	354,699	1,377,224	384,869	468,581	32,190	(30,176)	4,104,017	6,691,404	108,698	6,800,102



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended December 31, 2019 截至2019年12月31日止年度

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Operating activities</b>	<b>經營活動</b>		
Profit before taxation	除稅前溢利	<b>1,679,379</b>	2,660,371
Adjustments for:	就以下各項調整：		
Finance costs	融資成本	<b>465,579</b>	596,765
Interest income	利息收入	<b>(94,884)</b>	(130,066)
Share of results of associates	分佔聯營公司業績	<b>(25,734)</b>	(89,150)
Share of results of joint ventures	分佔合營企業業績	<b>(439,999)</b>	(548,455)
Net impairment losses reversed	已撥回減值虧損淨額	<b>(5,978)</b>	(49,705)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>641,598</b>	569,752
Depreciation of right-of-use assets	使用權資產折舊	<b>47,473</b>	-
Amortization of prepaid lease payments	預付租賃款項攤銷	-	24,552
Amortization of intangible assets	無形資產攤銷	<b>11,154</b>	8,207
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	<b>(55,616)</b>	(1,364)
Gain on disposal of prepaid lease payments	出售預付租賃款項的收益	-	(41,838)
Gain on disposal of right-of-use assets	出售使用權資產的收益	<b>(52,585)</b>	-
Impairment losses of interest in an associate	於一家聯營公司的權益的減值虧損	<b>24,000</b>	-
Government grants released to profit or loss	釋出至損益的政府補助	<b>(5,779)</b>	(3,792)
Change in fair value of financial assets/liabilities at FVTPL	按公允值計入損益的金融資產／負債的公允值變動	<b>4,380</b>	(17,713)
Foreign exchange loss (gain)	匯兌虧損(收益)	<b>16,305</b>	14,628
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	<b>2,209,293</b>	2,992,192
Decrease/(increase) in inventories	存貨減少／(增加)	<b>45,356</b>	(201,545)
Increase in amounts due from related parties	應收關聯方款項增加	<b>(24,879)</b>	(5,615)
Increase/(decrease) in amounts due to related parties	應付關聯方款項增加／(減少)	<b>26,087</b>	(390,167)
Increase in trade and other receivables	貿易及其他應收款項增加	<b>(165,042)</b>	(184,050)
Decrease/(increase) in trade and bills receivables measured at FVTOCI	按公允值計入其他全面收益計量的貿易應收款項及應收票據減少／(增加)	<b>2,479,816</b>	(260,445)
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)／增加	<b>(3,143,613)</b>	518,266
Decrease in contract liabilities	合約負債減少	<b>(135,739)</b>	(42,956)
(Increase)/decrease in other long-term prepayments	其他長期預付款項(增加)／減少	<b>(3,368)</b>	8,406
Cash generated from operations	經營所得現金	<b>1,287,911</b>	2,434,086
Income tax paid, net of tax refunded	已付所得稅，扣除退稅	<b>(411,183)</b>	(186,903)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>876,728</b>	2,247,183

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
<b>Investing activities</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(1,666,141)</b>	(1,090,401)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>66,152</b>	71,613
Purchase of right-of-use assets/prepaid lease payments	購買使用權資產/預付租賃款項	<b>(4,650)</b>	(86,841)
Proceeds from disposal of right-of-use assets/prepaid lease payments	出售使用權資產/預付租賃款項所得款項	<b>61,849</b>	92,137
Purchase of intangible assets	購買無形資產	<b>(12,643)</b>	(29,860)
Purchase of financial assets at FVTPL	購買按公允值計入損益的金融資產	<b>(140,028)</b>	-
Loan to third parties	向第三方提供貸款	<b>(365,000)</b>	-
Deposit paid for operation management service and unlisted equity investments	就運營管理服務及非上市股權投資支付的按金	<b>(1,350,000)</b>	-
	23		
Proceeds from disposal of financial assets at FVTPL	出售按公允值計入損益的金融資產所得款項	<b>4,068</b>	95,910
Interest received	已收利息	<b>94,884</b>	72,276
Government grants received	已收取的政府補助	<b>17,661</b>	26,051
Dividends received from a joint venture	已收一家合營企業的股息	<b>164,145</b>	275,459
Dividends received from associates	已收聯營公司的股息	<b>101,734</b>	18,000
Placement of restricted bank deposits	存入受限制銀行存款	<b>(6,509,211)</b>	(9,262,610)
Withdrawal of restricted bank deposits	提取受限制銀行存款	<b>9,016,761</b>	8,797,508
Decrease in amounts due from related parties	應收關聯方款項減少	<b>391,499</b>	161,267
Investments in a joint venture	於一家合營企業的投資	<b>(68,750)</b>	-
	22		
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(197,670)</b>	(859,491)

## Consolidated Statement of Cash Flows (Continued) 綜合現金流量表(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Financing activities</b>	<b>融資活動</b>		
Capital contribution from a non-controlling shareholder	一名非控股股東的注資	-	2,250
Capital return to a non-controlling shareholder due to liquidation of a subsidiary	因一家附屬公司清盤向一名非控股股東支付的資本回報	(2,250)	-
Dividend paid to shareholders	向股東的股息分派	(879,350)	-
Dividends paid to the immediate holding company	向直接控股公司的股息分派	(467,533)	(81,200)
Dividend paid to a non-controlling shareholder	向一名非控股股東的股息分派	(16,301)	(17,168)
Interest paid	已付利息	(480,875)	(612,710)
Net proceeds from issue of shares	股份發行所得款項淨額	1,595,439	412,039
Proceeds from new interest-bearing borrowings	新計息借款所得款項	9,056,398	7,291,316
Repayment of interest-bearing borrowings	償還計息借款	(9,134,310)	(8,192,753)
Repayment of obligations under finance leases	償還融資租賃款項	-	(32,024)
Repayment of leases liabilities	償還租賃負債	(49,920)	-
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(378,702)</b>	<b>(1,230,250)</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>	<b>300,356</b>	<b>157,442</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年度初現金及現金等價物</b>	<b>759,037</b>	<b>599,987</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動的影響</b>	<b>464</b>	<b>1,608</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>年度末現金及現金等價物</b>	<b>1,059,857</b>	<b>759,037</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended December 31, 2019 截至2019年12月31日止年度

### 1. GENERAL INFORMATION

China Risun Group Limited (the “Company”) was incorporated in the Cayman Islands on November 8, 2007 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. On July 23, 2018, the Company changed its name from China Risun Coal Chemicals Group Limited to China Risun Group Limited. The shares of the Company have been successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on March 15, 2019. The respective addresses of the registered office and the principal place of business of the Company are stated in the section headed “Corporate Information” section to the annual report.

The ultimate holding company and immediate holding company of the Company is Texson Limited (“Texson”, the “Ultimate Holding Company”), a company incorporated in the British Virgin Islands (the “BVI”), and ultimately controlled by Mr. Yang Xuegang (the “Ultimate Controlling Shareholder”).

The Company’s operating subsidiaries are engaged in the production, sale and distribution of coke, coking chemicals and refined chemicals (the “Core Business”). The consolidated financial statements of the Company and its subsidiaries (collectively referred to the “Group”) are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company.

### 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL INFORMATION

At December 31, 2019, the Group had net current liabilities of RMB6,286,289,000. The directors of the Company (the “Directors”) are of the opinion that, taking into consideration the availability of unutilized banking facilities of the Group amounting to RMB7,882,585,000 at December 31, 2019, expect for RMB4,600,000,000 with conditions to be determined by banks, and on the assumption that approximately 60% of bank loans and other bank facilities at December 31, 2019 will be successfully renewed upon maturity, the Group has sufficient financial resources to meet its working capital requirements and liabilities as and when they fall due for the foreseeable future. Accordingly, the consolidated financial statements are prepared on a going concern basis.

### 1. 一般資料

中國旭陽集團有限公司(「本公司」)於2007年11月8日根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。於2018年7月23日，本公司的名稱由中國旭陽煤化工集團有限公司更改為中國旭陽集團有限公司。於2019年3月15日，本公司股份已於香港聯合交易所有限公司(「聯交所」)主板成功上市。本公司註冊辦事處及主要營業地點地址載於年報「公司資料」一節。

本公司的最終控股公司及直接控股公司為泰克森有限公司(「泰克森」，「最終控股公司」)，其為一家於英屬處女群島(「英屬處女群島」)註冊成立的公司，並由楊雪崗先生(「最終控股股東」)最終控制。

本公司所經營的附屬公司從事生產、銷售及分銷焦炭、焦化產品及精細化工產品(「核心業務」)。本公司及其附屬公司(統稱「本集團」)綜合財務報表以人民幣(「人民幣」)呈列，與本公司功能貨幣相同。

### 2. 綜合財務資料的編製基準

於2019年12月31日，本集團流動負債淨值為人民幣6,286,289,000元。本公司董事(「董事」)認為，經考慮本集團於報告日期未動用銀行融資人民幣7,882,585,000元的可用性(附帶銀行釐定條件的人民幣4,600,000,000元除外)，並假設於2019年12月31日約60%銀行貸款及其他銀行融資於到期時將成功重續，本集團擁有充足財務資源應付其營運資金需求及於可見將來到期的負債。因此，綜合財務報表乃按持續經營基準編製。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and Amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time in the current year:

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to IFRSs	Annual Improvements to IFRS Standards 2015–2017 Cycle

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度強制生效之新訂及經修訂國際財務報告準則

於本年度，本集團已首次應用國際會計準則理事會(「國際會計準則理事會」)頒佈的下列新訂及經修訂國際財務報告準則：

國際財務報告準則第16號	租賃
國際財務報告詮釋委員會詮釋第23號	所得稅處理的不確定性
國際財務報告準則第9號(修訂本)	負補償的預付款項功能
國際會計準則第19號(修訂本)	計劃修改、縮減或結算
國際會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益
國際財務報告準則(修訂本)	國際財務報告準則2015年至2017年週期的年度改進

除下文所述者外，於本年度採納新訂及經修訂國際財務報告準則不會對本集團於本年度及過往年度的財務狀況及表現及／或此等綜合財務報表所載披露產生重大影響。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 Leases (“IAS 17”), and the related interpretations.

##### Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after January 1, 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

##### As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognized at the date of initial application, January 1, 2019. Any difference at the date of initial application is recognized in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃

本集團於本年度首次應用國際財務報告準則第16號。國際財務報告準則第16號取代國際會計準則第17號租賃(「國際會計準則第17號」)及相關詮釋。

##### 租賃的定義

本集團已選擇可行權宜方法，就先前應用國際會計準則第17號及國際財務報告詮釋委員會第4號釐定安排是否包括租賃識別為租賃的合約應用國際財務報告準則第16號，而對先前並未識別為包括租賃的合約並不應用是項準則。因此，本集團將不會重新評估於首次應用日期前已存在的合約。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據國際財務報告準則第16號所載規定應用租賃的定義。

##### 作為承租人

本集團已追溯應用國際財務報告準則第16號，而累計影響於首次應用日期(2019年1月1日)確認。首次應用日期之任何差額已於期初保留溢利中確認，比較數據並未予重列。

於過渡時應用國際財務報告準則第16號項下的經修訂追溯方法時，本集團就先前根據國際會計準則第17號分類為經營租賃的租賃，按各租賃基準應用實際權宜方法應用以下可行權宜方法，以使其各自相關租約：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

- i. elected not to recognize right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application or leases with low value;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment.

When recognizing the lease liabilities for the lease previously classified as operating leases, the Group has applied incremental borrowing rates of the group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 3.43% to 6.15%.

As at January 1, 2019, the Group recognized additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying IFRS 16.C8(b)(ii) transition.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)

- i. 選擇不就租期於首次應用日期起計12個月內結束的租賃或低價值租賃確認使用權資產及租賃負債；
- ii. 於初步應用日期的使用權資產計量撇除初步直接成本；及
- iii. 對類似經濟環境中類似類別的相關資產的剩餘期限類似的租賃組合應用單一貼現率。

就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日期應用相關集團實體的增量借款利率。相關集團實體的加權平均增量借款利率區間為3.43%至6.15%。

於2019年1月1日，本集團確認額外租賃負債及使用權資產，其金額相等於應用國際財務報告準則第16號C8(b)(ii)項過渡之相關租賃負債。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

	Note 附註	At January 1, 2019 於2019年1月1日 RMB'000 人民幣千元
Operating lease commitments disclosed as at December 31, 2018	於2018年12月31日披露的經營租賃承擔	2,457
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現的租賃負債	2,262
Less: Recognition exemption – short-term leases	減：確認豁免－短期租賃	121
Recognition exemption – low value assets	確認豁免－低價值資產	2,141
Lease liabilities relating to operating leases recognized upon application of IFRS 16	於應用國際財務報告準則第16號時確認的與經營租賃有關的租賃負債	-
Add: Obligations under finance leases recognized at December 31, 2018	加：於2018年12月31日確認的融資租賃款項 (b)	24,552
Lease liabilities as at January 1, 2019	於2019年1月1日的租賃負債	24,552
Analyzed as	分析為	
Current	流動	23,616
Non-current	非流動	936
		24,552

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at January 1, 2019 comprises the following:

		Notes	At January 1, 2019 於2019年1月1日 <i>RMB'000</i> 人民幣千元
		附註	
Reclassified from prepaid lease payments	自預付租賃款項重新分類	(a)	1,127,113
Amounts included in property, plant and equipment under IAS 17	根據國際會計準則第17號計入物業、廠房及設備的金額		
– Assets previously under finance leases	– 此前於融資租賃下的資產	(b)	117,104
			<b>1,244,217</b>
By class:	按類別：		
Leasehold lands	租賃土地		1,127,113
Machinery and equipment	機器及設備		117,104
			<b>1,244,217</b>

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)

於2019年1月1日的使用權資產賬面值包括以下各項：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

- (a) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at December 31, 2018. Upon application of IFRS 16, the current and non-current portion of prepaid lease payments amounting to RMB27,378,000 and RMB1,099,735,000 respectively were reclassified to right-of-use assets.
- (b) In relation to assets previously accounted for under finance leases, the Group recategorized the carrying amounts of the relevant assets which were still under lease as at January 1, 2019 amounting to RMB117,104,000 as right-of-use assets. In addition, the Group reclassified the obligations under finance leases to lease liabilities of RMB23,616,000 and RMB936,000 as current and non-current liabilities respectively at January 1, 2019.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)

- (a) 於2018年12月31日，位於中國的租賃土地前期付款分類為預付租賃款項。待應用國際財務報告準則第16號後，預付租賃款項的流動及非流動部分分別為人民幣27,378,000元及人民幣1,099,735,000元，重新分類至使用權資產。
- (b) 就先前根據融資租賃入賬的資產而言，本集團將截至2019年1月1日仍在租賃項下的相關資產的賬面值人民幣117,104,000元重新分類為使用權資產。此外，本集團於2019年1月1日分別將融資租賃款項人民幣23,616,000元重新分類至流動負債及人民幣936,000元作為流動及非流動負債。

# Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

The following adjustments were made to the amounts recognized in the consolidated statement of financial position at January 1, 2019. Line items that were not affected by the changes have not been included.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)

以下調整乃對2019年1月1日之綜合財務狀況表中所確認金額作出。並無包括未受變動影響的項目。

	Notes	Carrying amounts previously reported at December 31, 2018 RMB'000 人民幣千元	Adjustments RMB'000 人民幣千元	Carrying amounts under IFRS 16 at January 1, 2019 於2019年1月1日根據國際財務報告準則第16號的賬面值 RMB'000 人民幣千元
<b>Non-current Assets</b>				
Property, plant and equipment	(b)	9,406,195	(117,104)	<b>9,289,091</b>
Prepaid lease payments	(a)	1,099,735	(1,099,735)	–
Right-of-use assets		–	1,244,217	<b>1,244,217</b>
<b>Current Assets</b>				
Prepaid lease payments	(a)	27,378	(27,378)	–
<b>Current Liabilities</b>				
Lease liabilities	(b)	–	23,616	<b>23,616</b>
Obligations under finance leases	(b)	23,616	(23,616)	–
<b>Non-current Liabilities</b>				
Lease liabilities	(b)	–	936	<b>936</b>
Obligations under finance leases	(b)	936	(936)	–

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and Amendments to IFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 IFRS 16 Leases (Continued)

As a lessee (Continued)

*Note:* For the purpose of reporting cash flows from operating activities under indirect method for the year ended December 31, 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at January 1, 2019 as disclosed above.

#### New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts <sup>1</sup>
Amendments to IFRS 3	Definition of a Business <sup>2</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current <sup>5</sup>
Amendments to IAS 1 and IAS 8	Definition of Material <sup>4</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

#### 3.1 國際財務報告準則第16號租賃(續)

作為承租人(續)

*附註：* 為根據間接法呈報截至2019年12月31日止年度的經營活動所得現金流量，營運資金變動已根據上文所披露2019年1月1日的期初綜合財務狀況表進行計算。

#### 已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提早採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約 <sup>1</sup>
國際財務報告準則第3號(修訂本)	業務的定義 <sup>2</sup>
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
國際會計準則第1號(修訂本)	將負債分類為即期或非即期 <sup>5</sup>
國際會計準則第1號及國際會計準則第8號(修訂本)	重大的定義 <sup>4</sup>
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革 <sup>4</sup>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2021
- 2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after 1 January 2020
- 5 Effective for annual periods beginning on or after 1 January 2022

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in IFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to IFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

- 1 於2021年1月1日或之後開始的年度期間生效
- 2 於收購日為2020年1月1日或之後開始的企業合併及資產收購的首個年度期間或之後開始生效
- 3 於有待確定日期或其後開始的年度期間生效
- 4 於2020年1月1日或之後開始的年度期間生效
- 5 於2022年1月1日或之後開始的年度期間生效

除上述新訂及經修訂國際財務報告準則外，於2018年頒佈經修訂財務報告概念框架。其相應修訂(即對國際財務報告準則中概念框架的引用之修訂)於2020年1月1日或之後開始的年度期間生效。

除下文所述之新訂及經修訂國際財務報告準則外，本公司董事預計，應用所有其他新訂及經修訂國際財務報告準則於可見將來不會對綜合財務報表造成重大影響。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (Continued)

#### Amendments to IFRS 3 Definition of a Business

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

The application of the amendments is not expected to have significant impact to the Group for the acquisition in the coming future.

### 3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

#### 國際財務報告準則第3號的修訂本業務的定義

修訂內容：

- 加入選擇性的集中度測試，簡化所收購的一組活動和資產是否屬於業務的評估。可按個別交易基準選擇是否應用選擇性的集中度測試；
- 澄清若要被視為業務，所收購的一組活動及資產必須最少包括共同對創造產出能力有莫大貢獻的投入及實質性流程；及
- 通過專注於向客戶所提供的貨品及服務，並移除對節省成本能力的提述，收窄業務及產出的定義。

相關修訂適用於收購日期為2020年1月1日或之後開始的首個年度報告期間開始當日或之後進行的所有業務合併及資產收購，可提前應用。

預期應用該等修訂不會對本集團的未來收購產生重大影響。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements has been prepared in accordance with IFRSs issued by IASB. In addition, the consolidated financial statements includes applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements has been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with IFRS 16 (since January 1, 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 "Inventories" or value in use in IAS 36 "Impairment of Assets".

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.

For financial instruments which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

### 4. 主要會計政策

綜合財務報表乃根據國際會計準則理事會頒佈的國際財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定的適用披露。

綜合財務報表乃按歷史成本基準編製，惟若干金融工具如下文載列的會計政策所述於各報告期末以公允值計量除外。

歷史成本通常基於換取商品及服務交易所付出代價的公允值。

公允值是於計量日期由市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公允值時會考慮該等特點。綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟根據國際財務報告準則第16號(自2019年1月1日起)或國際會計準則第17號(於應用國際財務報告準則第16號之前)入賬的租賃交易，以及與公允值有部分相若地方但並非公允值的計量，譬如國際會計準則第2號「存貨」內的可變現淨值或國際會計準則第36號「資產減值」的使用價值除外。

非金融資產的公允值計量須計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

按公允值轉讓的金融工具，凡於其後期間應用以不可觀察輸入數據計量公允值的估值方法，估值方法應予校正，以使估值方法的結果相等於交易價格。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

### 4. 主要會計政策(續)

此外，就財務申報而言，公允值計量根據公允值計量的輸入數據可觀察程度及輸入數據對公允值計量整體的重要性分類為第一級、第二級或第三級，其載述如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

所採納的主要會計政策載於下文。

#### 綜合基準

綜合財務報表包含本公司及本公司控制的實體及其附屬公司的財務報表。本公司於以下情況擁有控制權：

- 可對投資對象行使權力；
- 因參與投資對象之營運而承受所得浮動回報之風險或享有回報之權利；及
- 能行使權力影響回報。

倘有事實及情況顯示上述三個控制因素其中一個或以上有變，本集團會重新評估其是否控制投資對象。

本集團在取得附屬公司的控制權時開始將該附屬公司綜合入賬，並於失去該附屬公司的控制權時終止綜合入賬。具體而言，於年內所收購或出售的附屬公司的收入及開支由本集團取得控制權當日開始計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司當日為止。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognized. A gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 4. 主要會計政策(續)

#### 綜合基準(續)

損益及其他全面收益各項目乃歸屬予本集團擁有人及非控股權益。附屬公司的全面收益總額乃歸屬予本公司擁有人及非控股權益，即使此舉導致非控股權益出現虧絀結餘。

如有需要，將對附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策相符。

所有與本集團成員公司之間的交易有關的集團內公司間資產及負債、權益、收入、開支以及現金流量均於綜合時全數抵銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時所有者權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

#### 本集團於現有附屬公司的擁有權權益變動

倘本集團失去對一間附屬公司的控制權，該附屬公司的資產及負債及非控股權益(如有)將終止確認。收益或虧損於損益確認，並按(i)所收取代價公允值及任何保留權益公允值的總額與(ii)本公司擁有人應佔附屬公司的資產(包括商譽)及負債賬面值之間的差額計算。早前於其他全面收益確認的與該附屬公司相關的所有金額將以假設本集團已直接出售該附屬公司的相關資產或負債的方式入賬(即按適用國際財務報告準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日仍保留於前附屬公司的任何投資公允值，則根據國際財務報告準則第9號於其後入賬時視為初步確認的公允值，或(如適用)於聯營公司或合營企業的投資的初步確認成本。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Business combinations

Acquisitions of non-common control businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognized and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 “Share-based Payment” at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognized and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new lease at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date, (b) the underlying asset is of low value. Right-of-use assets are recognized and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

### 4. 主要會計政策(續)

#### 業務合併

非共同控制業務收購會採用收購法入賬。業務合併中轉讓的代價會以公允價值計量，而公允值乃根據本集團在收購日期轉讓資產的公允值、本集團向被收購方的前擁有人承擔負債以及本集團為換取被收購方控制權而發行的股本權益的公允值總額計算。與收購有關的成本一般會於發生時在損益確認。

於收購日期，已收購的可識別資產及負債應按其公允值予以確認，但以下各項除外：

- 遞延所得稅資產或負債及僱員福利安排的相關負債或資產應分別遵循國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」予以確認和計量；
- 與被收購方以股份為基礎的付款安排，或本集團訂立以取代被收購方者的以股份為基礎的付款安排有關的負債或股權工具，應於收購日期遵循國際財務報告準則第2號「以股份為基礎的付款」予以計量；
- 按照國際財務報告準則第5號「持有待售的非流動資產和終止經營」劃歸為持有待售的資產(或出售組)應遵循該準則予以計量；及
- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日為新租賃，惟(a)租賃期將在收購日後12個月內終止的租賃，(b)相關低價值資產除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date, and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

#### Merger accounting for business combinations involving entities under common control

The consolidated financial statements incorporate the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognized in respect of goodwill or bargain purchase gain at the time of common control combination.

### 4. 主要會計政策(續)

#### 業務合併(續)

商譽應按所轉讓的代價、在被收購方的任何非控股權益金額以及收購方先前在被收購方持有的股權(如有)的公允值的總額與收購日期所取得的可識別資產和所承擔的負債相抵後的淨額之間的差額進行計量。如評估後，所取得的可識別資產和所承擔的負債淨額超過所轉讓的代價、在被收購方的任何非控股權益金額及收購方先前在被收購方持有的權益(如有)的公允值的總額，超出的差額立即作為廉價收購收益計入損益。

非控股權益屬現時擁有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨值，以非控股權益分佔被收購方可識別資產淨值的已確認金額或公允值比例初始計量。計量基準量可按個別交易選擇。

倘業務合併分階段完成，本集團將於收購日期將先前所持於被收購方之權益重新計量至公允值，而所產生之收益或虧損(如有)於損益內確認。於收購日期前因於被收購方之權益而產生且先前於其他全面收益中確認之金額重新分類至損益，且該處理方法在該權益已被出售之情況下屬適當。

#### 涉及共同控制實體業務合併的合併會計法

綜合財務報表納入出現共同控制合併的合併實體或業務的財務報表項目，猶如該等合併實體或業務自首次受控制方控制當日起已合併入賬。

合併實體或業務的資產淨值按控制方的現有賬面值綜合入賬。概不會就商譽或於共同控制合併時的廉價收購收益確認任何金額。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Merger accounting for business combinations involving entities under common control (Continued)

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period.

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit or a group of cash generating units may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

### 4. 主要會計政策(續)

#### 涉及共同控制實體業務合併的 合併會計法(續)

綜合損益及其他全面收益表包括各合併實體或業務自所呈列的最早日期或自合併實體或業務開始受共同控制當日(以較短期間者為準)的業績。

#### 商譽

收購業務而產生的商譽乃按成本(於收購業務當日確定)(參閱上文會計政策)減任何累計減值損失(如有)入賬。

就減值測試而言，商譽會被分配至預期因合併的協同效應而獲益的各有關現金產生單位(或現金產生單位組別)，即指就內部管理而言監控商譽的最低層級且不大於經營分部的單位。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於有跡象顯示有關單位或現金產生單位組別可能出現減值時更頻密地進行減值測試。就於報告期內因收購而產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。若可收回金額少於其賬面值，則減值損失會先分配以扣減任何商譽的賬面值，其後按該單位(或現金產生單位組別)內各項資產賬面值的比例分配至其他資產。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Interests in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

The results and assets and liabilities of associates or joint ventures are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

### 4. 主要會計政策(續)

#### 於聯營公司及合營企業的權益

聯營公司是指本集團對其有重大影響力的實體。重大影響力指有權參與被投資方的財務及經營政策決定但非控制或共同控制該等政策。

合營企業為一種合營安排，據此，對安排擁有共同控制權的訂約方對合營安排的淨資產享有權利。共同控制權指按合約協定共享對安排的控制權，僅於與相關活動有關的決策須獲共享控制權的訂約方一致同意時存在。

聯營公司或合營企業的業績與資產及負債，乃採用權益會計法列入綜合財務報表。聯營公司及合營企業用於權益會計處理的財務報表按與本集團於類似情況就同類交易及事件所遵循者一致的會計政策編製。根據權益法，於一間聯營公司或一間合營企業的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該聯營公司或合營企業的損益及其他全面收益作出調整。聯營公司／合營企業淨資產(損益及其他全面收益除外)的變動除非導致本集團持有的擁有權權益有變，否則不予入賬。當本集團應佔一間聯營公司或合營企業的虧損超出本集團於該聯營公司或合營企業的權益(包括實質上構成本集團於該聯營公司或合營企業投資淨額一部分的任何長遠權益)時，本集團會終止確認其應佔的進一步虧損。僅於本集團產生法定或推定責任或代表該聯營公司或合營企業付款時，方會確認額外虧損。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Interests in associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 4. 主要會計政策(續)

#### 於聯營公司及合營企業的權益 (續)

於一間聯營公司或一間合營企業的投資自被投資方成為聯營公司或合營企業當日起使用權益法入賬。收購於一間聯營公司或一間合營企業的投資時，投資成本超出本集團應佔被投資方可識別資產與負債公允淨值的差額會確認為商譽，並計入該投資的賬面值。本集團應佔可識別資產與負債的公允淨值超出投資成本的任何差額，於重新評估後即時於收購投資期間的損益確認。

本集團評估是否有客觀證據證明於一間聯營公司或一間合營企業的投資可能出現減值虧損。如有任何客觀證據存在，投資(包括商譽)的全部賬面值會按照國際會計準則第36號「資產減值」作為單一資產進行減值測試，方法是將其可收回金額(即使用價值與公允值減出售成本的較高者)與賬面值作比較。任何已確認減值虧損不會分配至屬投資的賬面值一部分之任何資產(包括商譽)。該減值虧損的任何撥回於該項投資的可收回金額其後增加時根據國際會計準則第36號確認。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Interests in associates and joint ventures (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss be recognized in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value on the date it lost significant influence or joint control over the investee and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of a partial interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognized in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognized in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When a group entity transacts with an associate or a joint venture of the Group, profits or losses resulting from the transactions with the associate or joint venture are recognized in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### 4. 主要會計政策(續)

#### 於聯營公司及合營企業的權益 (續)

當本集團不再對聯營公司擁有重大影響力或對合營企業擁有共同控制權時，會入賬列作出售於被投資方的全部權益，所產生的盈虧於損益確認。當本集團保留於前聯營公司或合營企業的權益，且該保留權益為國際財務報告準則第9號(如適用)範圍內的金融資產時，本集團會於其失去對被投資方的重大影響力或共同控制權當日按公允值計量保留權益，而該公允值會視為於初步確認時的公允值。聯營公司或合營企業的賬面值與任何保留權益及出售聯營公司或合營企業部分權益的任何所得款項的公允值之間的差額，會於釐定出售聯營公司或合營企業的盈虧時計算在內。此外，本集團會將過往於其他全面收益內該聯營公司或合營企業確認的所有金額按該聯營公司或合營企業直接出售相關資產或負債所用的相同基準入賬。因此，倘該聯營公司或合營企業過往於其他全面收益確認的盈虧會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關聯營公司或合營企業時將該盈虧由權益重新分類至損益(作為重新分類調整)。

當於一間聯營公司的投資成為於一間合營企業的投資或於一間合營企業的投資成為於一間聯營公司的投資時，本集團會繼續採用權益法。於擁有權權益出現變動時不會重新計量公允值。

當集團實體與本集團一間聯營公司或一間合營企業進行交易時，與該聯營公司或合營企業交易所產生的損益會於綜合財務報表確認，惟僅以該聯營公司或合營企業與本集團無關的權益所涉者為限。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue from contracts with customers

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the products or services underlying the particular performance obligation is transferred to the customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the goods or services.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

### 4. 主要會計政策(續)

#### 客戶合約收益

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關的產品或服務的「控制權」轉讓予客戶時。

履約責任指一個明確貨品或服務(或一批明確貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件，控制權會按時間轉移，而收益則參考完全履行相關履約責任的進度按時間確認：

- 於本集團履約時，客戶同時取得並耗用實體履約所提供的利益；
- 本集團的履約創造及增強一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未創造讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收益於客戶獲得商品或服務的控制權的時點確認。

合約負債指本集團向客戶轉移本集團已向客戶收取代價(或應收取代價金額)的貨品或服務的責任。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue from contracts with customers (Continued)

##### Existence of significant financing component

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Revenue from the sales of products (mainly including coke and chemicals products) directly to customers, is recognized when control of the goods has been transferred, being when the products are accepted by the customers at the customer's specific destination or the Group's plants. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. A receivable is recognized by the Group when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Customers have no right to return the products purchased once accepted.

Revenue from the management service provided to customers is recognized when services are provided.

##### Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognizes revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

### 4. 主要會計政策(續)

#### 客戶合約收益(續)

##### 存在重大融資成分

就相關貨品或服務的支付與轉移期間少於一年的合約而言，本集團就任何重大融資成分應用不調整交易價格的實際權宜方法。

直接向客戶銷售產品(主要包括焦炭及化工產品)的收益於貨品控制權已轉讓時確認，即產品由客戶於客戶的指定地點或本集團廠房接收時。有關客戶就產品全權控制，並概無可影響客戶接受產品而尚未達成的責任。本集團於貨品交付至客戶時確認應收款項，原因是收取代價的權利於這時間點變為無條件，僅須待時過去便可收取付款。所購買的產品一經接受，客戶無權退回。

向客戶提供管理服務而產生的收益乃於提供服務時予以確認。

##### 委託人與代理人

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為提供指定貨品或服務本身之履約責任(即本集團為委託人)或安排由另一方提供該等貨品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨品或服務，則本集團為委託人。

倘本集團之履約責任為安排另一方提供指定的貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方提供的指定貨品或服務。當本集團為代理人時，應就為換取另一方安排提供的指定貨品或服務預期有權取得之任何費用或佣金之金額確認收益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease

**Definition of a lease** (upon application of IFRS 16 in accordance with transitions in note 3)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

**The Group as a lessee** (upon application of IFRS 16 in accordance with transitions in note 3)

#### Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

### 4. 主要會計政策(續)

#### 租賃

**租賃的定義**(於根據附註3中的過渡應用國際財務報告準則第16號後)

倘合約給予權利在一段時間內使用已識別資產以換取代價，則該合約為或包含租賃。

就於首次應用當日或之後簽訂或修訂的合約而言，本集團於開始或修訂日期根據於國際財務報告準則第16號項下的定義評估合約是否為或包含租賃。該合約將不會被重新評估，除非該合約中的條款與條件隨後被改動。

**本集團作為承租人**(於根據附註3中的過渡應用國際財務報告準則第16號後)

#### 分配至合約組成部分的代價

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相關獨立價格及非租賃組成部分的獨立價格總額於合約分配代價至各租賃組成部分。

本集團亦採用實際權宜方法，不將非租賃組成部分與租賃組成部分分開，反而將租賃組成部分及任何相關非租賃組成部分入賬列為單一租賃組成部分。

#### 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於租賃，該租賃的租期自開始日期起計為期十二個月或以下並且不包括購買選擇權。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線基準於租期內確認為開支。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease (Continued)

##### Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position.

##### Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

### 4. 主要會計政策(續)

#### 租賃(續)

##### 使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；及
- 本集團招致的任何初始直接成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團合理確定於租賃期限屆滿時取得相關租賃資產所有權的使用權資產，自開始日期至可使用年期結束計算折舊。除此以外，使用權資產按其估計可使用年期及租賃期限的較短者以直線法折舊。

本集團將不符合投資物業定義的使用權資產作為單獨項目於綜合財務狀況表中呈列。

##### 租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease (Continued)

##### Lease liabilities (Continued)

The lease payments include:

- fixed payments less any lease incentives receivable;
- variable lease payments that depend on an index or a rate; and
- amounts expected to be paid under residual value guarantees.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

### 4. 主要會計政策(續)

#### 租賃(續)

##### 租賃負債(續)

租賃付款包括：

- 固定付款減任何應收租賃優惠；
- 視乎指數或比率而定的可變租賃付款；及
- 根據剩餘價值擔保預期將支付的金額。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在該情況下，相關租賃負債於重新評估日期透過使用經修訂折現率折現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而出現變動，在該情況下，相關租賃負債透過使用該初始折現率折現經修訂租賃付款而重新計量。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease (Continued)

##### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

### 4. 主要會計政策(續)

#### 租賃(續)

##### 租賃修改

倘同時存在下列兩種情形，則本集團將租賃修改作為一項單獨租賃進行確認：

- 該項修改通過增加一項或多項相關資產使用權而擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

對於不作為一項單獨租賃入賬的租賃修改，本集團會基於經修改租賃的租賃期，使用於修改生效日的經修訂折現率對經修訂租賃付款進行折現，重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修改後的合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分時，本集團會根據租賃組成部分的相關獨立價格及非租賃組成部分的獨立價格總額於修改後的合約分配代價至各租賃組成部分。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease (Continued)

##### The Group as lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognized as expenses in the periods in which they are incurred.

Operating lease payments are recognized as an expense on a straight-line basis over the term of the relevant lease.

### 4. 主要會計政策(續)

#### 租賃(續)

##### 本集團作為承租人(於2019年1月1日之前)

當租賃條款已將所有權絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。其他所有租賃分類為經營租賃。

根據融資租賃持有的資產按其於租約訂立時的公允值或(如較低)最低租賃付款的現值確認為本集團資產。結欠出租人的相應負債在綜合財務狀況表內列為融資租賃款項。

租賃付款按比例於財務費用與租賃款項減少之間作出分配，從而使該負債餘額的利率固定。財務費用即時於損益確認，除非直接計入合資格資產內，在該情況下財務費用依據本集團有關借款成本之一般政策(見下文會計政策)撥充資本。或然租金乃於其產生的期間確認為開支。

經營租賃付款於相關租約租期內以直線法確認為開支。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Lease (Continued)

##### The Group as lessor

##### Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating lease is recognized in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognized as an expense on a straight-line basis over the lease term. Upon application of IFRS 16 on 1 January 2019, variable lease payments for operating leases that depend on an index or a rate are estimated and included in the total lease payments to be recognized on a straight-line basis over the lease term. Variable lease payment that do not depend on an index or a rate are recognized as income when they arise.

##### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognized in profit or loss in the period in which they arise.

### 4. 主要會計政策(續)

#### 租賃(續)

##### 本集團作為出租人

##### 租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入於相關租約租期內以直線法於損益中確認。磋商及安排經營租約產生的初始直接成本，計入出租資產的賬面值，該等成本以直線法在租賃年期確認為開支。於2019年1月1日應用國際財務報告準則第16號之後，將根據指數或比率估算經營租賃的可變租賃付款，並將其計入於租賃年期內將以直線法確認的租賃付款總額中。不取決於指數或比率的可變租賃付款於產生時確認為收入。

##### 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)列值的交易按交易日期的現行匯率確認。於各報告期末，以外幣列值的貨幣項目均按當日的現行匯率重新換算。按公允值以外幣列值的非貨幣項目則按釐定公允值當日的現行匯率重新換算。以歷史成本計量的以外幣列值的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目時產生的匯兌差額於其產生期間在損益內確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Foreign currencies (Continued)

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e., RMB) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate). Such accumulated differences are reclassified to profit or loss in the period in which the foreign operation is disposed of.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalization rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### 4. 主要會計政策(續)

#### 外幣(續)

就呈列綜合財務報表而言，本集團海外業務的資產及負債均採用於各報告期末的現行匯率換算為本集團的呈列貨幣(即人民幣)。收入及支出項目均按期間的平均匯率換算，除非匯率於期內大幅波動，在此情況下，則使用於交易日期的匯率換算。所產生的匯兌差額(如有)均於其他全面收益內確認，並於外幣換算儲備一項下於權益內累計(歸屬於非控股權益，倘適用)。該等累計差額乃於海外業務被出售的期間內重新分類至損益。

#### 借款成本

直接歸屬於收購合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借款成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

任何於有關資產可作其擬定用途或出售後仍未償還的特定借款，計入一般性借款組合，以計算一般性借款的資本化率。以待用作合資格資產開支之特定借款作出的短暫投資賺取的投資收入從合資格資本化的借款成本中扣除。

所有其他借款成本於產生期內的損益中確認。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Government grants

Government grants are not recognized until there is a reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognized as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

#### Retirement benefit scheme contribution

Payable to the Mandatory Provident Fund Scheme and the retirement funds scheme managed by local social security bureau in accordance with the government regulations in Hong Kong and of the People's Republic of China (the "PRC"), are recognized as an expense when employees have rendered service entitling them to the contributions.

#### Short-term employee benefit

Short-term employee benefits are recognized at the undiscounted amount of the benefits to be paid as and when employees rendered the service. All short-term employee benefits are recognized as expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages, salaries and annual leave) after deducting any amount already paid.

### 4. 主要會計政策(續)

#### 政府補助

政府補助在可合理保證本集團將遵守補助所附帶條件且將接獲補助時方予確認。

政府補助乃就本集團確認的有關開支(預期補助可予抵銷成本的開支)期間按系統化的基準於損益中確認。具體而言，以要求本集團購買、建造或收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認為遞延收入，並於相關資產的可用年期內基於系統合理基準轉撥至損益中。

作為補償已產生開支或虧損的應收款項或為本集團提供即時財務資助(不涉及未來相關成本)的政府補助於成為應收款項期間於損益內確認。

#### 退休福利計劃供款

本集團應向強制性公積金計劃支付的供款及根據香港及中華人民共和國(「中國」)政府規例應支付予由地方社會保障局管理退休福利計劃的供款於僱員已提供使其有權享有該等供款的服務時作為開支確認。

#### 短期僱員福利

短期僱員福利乃按僱員提供服務時應支付福利的未貼現金額予以確認。所有短期僱員福利均確認為開支，除非另有國際財務報告準則規定或允許將福利計入資產成本。

對僱員產生的福利(如工資、薪金及年假)於扣減任何已支付的金額後確認負債。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary difference associated with investments in subsidiaries and interests in associates and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 4. 主要會計政策(續)

#### 稅項

所得稅開支指現時應付的稅項及遞延稅項總額。

現時應付的稅項乃以年內的應課稅溢利為基準。應課稅溢利與除稅前溢利有別，這是由於其他年度應課稅或可扣除的收入或開支項目以及永不課稅或不可扣除的項目導致。本集團有關即期稅項的負債按各報告期末前已頒佈或大致上已頒佈的稅率計算。

遞延稅項指就按照於綜合財務報表呈列資產及負債賬面值與根據用作計算應課稅溢利的相關稅基間所確認的暫時差異。遞延稅項負債一般就所有應課稅暫時差異確認。遞延稅項資產則一般在應課稅溢利可能將用作抵銷可動用的應扣除暫時差異時確認所有應扣除暫時差異。倘因初步確認交易中資產與負債(業務合併除外)而引起暫時差異或對應課稅溢利或會計溢利均無影響時，將不會確認該等遞延稅項資產與負債。此外，倘暫時差異產生自商譽初步確認，則不會確認遞延稅項負債。

遞延稅項負債乃按與於附屬公司的投資及於聯營公司和合營企業的權益相關的應課稅暫時差異而確認，惟本集團有能力控制暫時差異的轉撥及暫時差異將可能不會於可見將來轉撥除外，而因與該等投資及權益有關的應扣除暫時差異而產生的遞延稅項資產，僅在可能有足夠應課稅溢利以動用暫時差異利益及預期於可見將來轉撥時確認。

遞延稅項資產賬面值乃於各報告期末審閱，並減至再無足夠應課稅溢利以收回全部或部分資產。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amounts of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognized at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 4. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產及負債乃以預期於償付負債或變現資產的期間應用的稅率，根據於各報告期末已頒佈或實質上已頒佈的稅率(及稅法)計算。

遞延稅項負債及資產的計算結果反映本集團於各報告期末預期就收回或償付資產及負債賬面值可能引致的稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就租賃負債應佔稅項扣減的租賃交易而言，本集團對使用權資產及租賃負債分別應用國際會計準則第12號「所得稅」之規定。因應用初始確認豁免，與使用權資產及租賃負債有關之暫時性差額並未於初始確認時及於租賃期內確認。

如有法定可執行權利將即期稅項資產抵銷即期稅項負債，而遞延稅項資產及負債與同一稅務部門向同一課稅實體徵收的所得稅有關，則遞延稅項資產及負債可相互抵銷。

即期及遞延稅項於損益中確認，惟與於其他全面收益或直接於權益確認的項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘因對業務合併進行初始會計處理而產生即期稅項或遞延稅項，則稅務影響計入業務合併的會計處理內。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation (Continued)

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

#### Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply of goods or services, or for administrative purposes are carried at cost, less any recognized impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### 4. 主要會計政策(續)

#### 稅項(續)

於評估所得稅處理的任何不確定性時，本集團會考慮相關稅務部門會否接納個別集團實體分別填報所得稅時使用的或建議使用的不確定稅務處理之可能性。如果接納，即期及遞延稅項會與填報所得稅時之稅務處理一致地釐定。如果有關稅務部門不可能接納不確定的稅務處理，每個不確定性之影響利用最大可能金額或預期值反映。

#### 物業、廠房及設備

物業、廠房及設備為持作生產或供應貨品或服務或行政用途的無形資產(下述在建物業除外)。物業、廠房及設備乃按成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表中列賬。

在建作生產或供應貨品或服務或行政用途的物業乃按成本減任何已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本及根據本集團的會計政策資本化的借款成本。當資產可作預期用途時，此等資產開始按與其他物業資產相同的基準折舊。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” (upon application of IFRS 16) or “prepaid lease payments” (before application of IFRS 16) in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognized so as to write off the costs (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the profit or loss in the period which the item is derecognized.

### 4. 主要會計政策(續)

#### 於租賃土地及樓宇的擁有權權益

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初始確認時的相對公允值的比例分配。

在相關付款可作可靠分配的情況下，入賬列為經營租約的租賃土地權益於綜合財務狀況表中呈列為「使用權資產」(應用國際財務報告準則第16號後)或「預付租賃款項」(應用國際財務報告準則第16號前)。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

折舊的確認旨在將成本(除在建物業外)，於扣除其剩餘價值後，以直線法按可使用年期撇銷。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目於出售或預期日後當持續使用有關資產而不會產生經濟利益時終止確認。任何因出售或報廢物業、廠房及設備項目而產生的收益或虧損均按該資產的出售所得款項淨額及賬面值間之差額決定並於項目終止確認期間於損益確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Intangible assets

##### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below). Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

##### Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

### 4. 主要會計政策(續)

#### 無形資產

##### 獨立收購的無形資產

獨立收購及擁有固定使用年期的無形資產乃以成本減累計攤銷及任何累計減值虧損列賬(見下文關於有形及無形資產減值虧損的會計政策)。攤銷按直線基準於估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末進行審閱，而任何估計變動的影響按預期基準入賬。

##### 內部產生的無形資產－研究及開發開支

與研究活動有關的開支於產生期間確認為開支。

僅在出現所有下列情況時，開發(或來自內部項目開發期)所產生的所有內部無形資產始予以確認：

- 完成無形資產以使該無形資產可供使用或出售的技術可行性；
- 其完成無形資產及使用或出售該無形資產的意向；
- 其使用或出售無形資產的能力；
- 無形資產怎樣於日後產生可能的經濟利益；
- 是否有足夠的技術、財務及其他資源以完成開發及使用或出售無形資產；及
- 可靠計量無形資產於開發期間應佔開支的能力。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Intangible assets (Continued)

##### Internally-generated intangible assets – research and development expenditure (Continued)

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

##### Impairment on property, plant and equipment, right-of-use assets, and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units (the “CGU”), when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

### 4. 主要會計政策(續)

#### 無形資產(續)

##### 內部產生的無形資產—研究及開發開支(續)

內部產生的無形資產的初步確認數額為無形資產於首次符合上文列出的確認條件日期以來發生的開支數額。倘概無內部產生的無形資產被確認，開發開支於其發生期間計入損益。

初步確認後，內部產生的無形資產按成本減累計攤銷及累計減值虧損(如有)列賬，與分開收購的無形資產的基準相同。

##### 物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值

於各報告期末，本集團會審閱其物業、廠房及設備、使用權資產以及固定使用年期無形資產的賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘有任何有關跡象存在，則估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。

物業、廠房及設備、使用權資產以及無形資產的可收回金額將單獨估計，倘不能估計單一可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

此外，本集團會評估是否有跡象表明企業資產可能發生減值。如果存在這種跡象，於可識別合理和一貫分配基準的情況下，企業資產亦會被分配到個別現金產生單位(「現金產生單位」)，否則或會被分配到可合理地及按一貫分配基準而識別的最小現金產生單位組別中。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Impairment on property, plant and equipment, right-of-use assets, and intangible assets other than goodwill (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or the CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or a group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if applicable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or a group of CGUs. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU or the group of CGUs) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or the CGU or the group of CGUs) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

### 4. 主要會計政策(續)

#### 物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值(續)

可收回金額為公允值減出售成本與使用價值之間的較高者。於評估使用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產(或現金產生單位)(並未調整估計未來現金流量)特殊風險的評估的稅前貼現率，貼現至其現有價值。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則該項資產(或現金產生單位)的賬面值會調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，將首先分配減值虧損，以減少任何商譽(如適用)的賬面值，其後以單位或現金產生單位組別各項資產的賬面值為基準，按比例分配至其他資產。資產的賬面值不會調減至低於公允值減出售成本(如適用)、使用價值(如可釐定)及零的數值(以最高者為準)。原應已分配至資產的減值虧損將按比例分配至單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則該項資產(或現金產生單位或現金產生單位組別)的賬面值會調高至其可收回金額的經修訂估計值，增加後的賬面值不得超過於過往年度並無就該項資產(或現金產生單位或現金產生單位組別)確認減值虧損而釐定的賬面值。所撥回的減值虧損會即時於損益確認。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined using weighted average cost formula. Net realizable value represents the estimated selling price for inventories less all estimated costs to completion and the costs necessary to make the sale.

#### Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade day basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 4. 主要會計政策(續)

#### 存貨

存貨乃按成本及可變現淨值兩者中較低者列賬。存貨成本按加權平均成本公式計算。可變現淨值指存貨估計銷售價格減去完成時的所有估計成本及進行銷售所需的成本。

#### 金融工具

當集團實體成為工具合約條文之訂約方，則會確認金融資產及金融負債。所有常規金融資產買賣均按交易日期基準確認及終止確認。常規買賣為須按市場規管或慣例確立之時限內交付資產的金融資產購買或出售。

金融資產及金融負債初步按公允值計量，惟客戶合約產生的貿易應收款項初步根據國際財務報告準則第15號計量。收購或發行金融資產及金融負債(除按公允值計入損益的金融資產及金融負債以外)直接應佔的交易成本於初步確認時計入金融資產或金融負債(按適用情況)的公允值或於其中扣除。收購按公允值計入損益的金融資產或金融負債直接應佔的交易成本於損益即時確認。

實際利率法是一種計算相關報告期內金融資產或金融負債的攤銷成本以及分配利息收入和利息開支的方法。實際利率為於金融資產或金融負債的預期存續期或(如適用)更短期間內能夠精確計算預計未來現金收入及款項(包括構成實際利率不可或缺部分之一切已付或已收費用及點數、交易成本及其他溢價或折讓)貼現至初步確認時賬面淨值的利率。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which IFRS 3 "Business Combinations" applies.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產

金融資產分類及後續計量

符合以下條件的金融資產其後按攤銷成本計量：

- 該金融資產於一種經營模式下持有，目的為持有金融資產以收取合約現金流量；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合以下條件的金融資產其後按公允值計入其他全面收益計量：

- 該金融資產於一種經營模式下持有，目的為同時收取合約現金流量及出售金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公允值計入損益計量，但在首次確認金融資產之日，倘該股本投資並非持作買賣，亦非由於收購方在國際財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益（「其他全面收益」）呈列股本工具的其後公允值變動。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not a designated and effective hedging instrument.

In addition, the Group may irrevocably designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Receivables classified as at FVTOCI

Subsequent changes in the carrying amounts for receivables classified as at FVTOCI as a result of interest income calculated using the effective interest method, are recognized in profit or loss. All other changes in the carrying amount of these receivables are recognized in OCI and accumulated under the other reserve. Impairment allowance are recognized in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these receivables. The amounts that are recognized in profit or loss are the same as the amounts that would have been recognized in profit or loss if these receivables had been measured at amortized cost. When these receivables are derecognized, the cumulative gains or losses previously recognized in OCI are reclassified to profit or loss.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產分類及後續計量(續)

金融資產於下列情況為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 並非作為指定及有效對沖工具的衍生工具。

此外，本集團可不可撤銷地指定符合攤銷成本或按公允值計入其他全面收益準則的債務投資為按公允值計入損益計量(倘若此舉可消除或顯著減少會計錯配)。

分類為按公允值計入其他全面收益的應收款項

分類為按公允值計入其他全面收益的應收款項的賬面值其後變動因使用實際利率法計算的利息收入於損益確認。該等應收款項賬面值的所有其他變動於其他全面收益確認並於其他儲備項下累計。減值撥備於損益確認，並對其他全面收益作出相應變動，而不會減少該等應收款項的賬面值。於損益確認的該等金額與當該等應收款項按攤銷成本計量時將於損益確認的金額相同。當取消確認該等應收款項時，先前於其他全面收益確認的累計收益或虧損重新分類至損益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets and other items subject to impairment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including other long-term receivables, other receivables, trade and bills receivables measured at FVTOCI, amounts due from related parties and bank balances) and financial guarantee contracts which are subject to impairment under IFRS 9. The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of each reporting period. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of each reporting period as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for trade receivables and amounts due from related parties arising from contracts with customers. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings except that significant balances are assessed individually.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

按公允值計入損益的金融資產

並不符合按攤銷成本或按公允值計入其他全面收益計量的準則的金融資產乃按公允值計入損益計量。

按公允值計入損益的金融資產按公允值計量，而任何公允值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損並不包括就該金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目內。

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項

本集團根據預期信貸虧損(「預期信貸虧損」)模式對受限於國際財務報告準則第9號項下減值之金融資產(包括其他長期應收款項、其他應收款項、按公允值計入其他全面收益計量的貿易應收款項及應收票據、應收關聯方款項及銀行結餘)及財務擔保合約進行減值評估。預期信貸虧損金額於各報告期末予以更新，以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指於相關工具預期年期內發生的所有可能違約事件所導致的預期信貸虧損。與此相對，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於各報告期末後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據應收賬款特定因素、整體經濟狀況以及於各報告期末對當前狀況及未來狀況預測的評估而作出調整。

本集團始終就貿易應收款項及與客戶簽訂合約產生的應收關聯方款項確認全期預期信貸虧損。該等資產的預期信貸虧損使用具有適當分組的撥備矩陣進行集體評估(重大結餘個別評估除外)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment under IFRS 9 (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood of risk of a default occurring since initial recognition.

##### Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the end of each reporting period with the risk if a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項(續)

就所有其他工具而言，本集團計量虧損撥備等於12個月預期信貸虧損，除非當信貸風險自初始確認以來顯著上升，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初始確認以來發生違約風險的可能性顯著上升。

##### 信貸風險大幅增加

於評估信貸風險是否自初始確認以來大幅增加時，本集團比較金融工具於各報告期末出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment under IFRS 9 (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A financial instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項(續)

信貸風險大幅增加(續)

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初始確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

儘管有上述規定，若於各報告期末金融工具被判定為具有較低信貸風險，本集團會假設債務工具的信貸風險自首次確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：(i)金融工具具有較低違約風險；(ii)借款人有很強的能力履行近期的合約現金流義務及(iii)經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流義務的能力。當債務工具的內部或外部信貸評級為「投資級別」(按照全球理解的釋義)，則本集團會視該債務工具信貸風險偏低。

就財務擔保合約而言，本集團成為不可撤銷承諾訂約方之日期被視為初始確認日期，以評估金融工具的減值。於評估財務擔保合約之信貸風險自初步確認以來是否顯著增加時，本集團會考慮特定債務人將就合約發生違約風險的變動。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment under IFRS 9 (Continued)

##### Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay all amounts due in accordance with the contractual terms.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項(續)

##### 違約的定義

就內部信貸風險管理而言，當內部產生或獲取自外部來源的資料表明，債務人不太可能根據合約條款支付所有到期款項時，本集團認為構成違約事件。

無論上述情況如何，倘一項金融資產已逾期超過90日，則本集團認為已產生違約，除非本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。

##### 已信貸減值金融資產

當一項或多項對金融資產預計未來現金流造成負面影響的違約事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據。

- 發行方或借款人遇到嚴重財政困難；
- 違反合約，如拖欠或逾期的情況；
- 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- 借款人有可能破產或進行其他財務重組。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment under IFRS 9 (Continued)

##### Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

##### Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtors or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項(續)

##### 撇銷政策

當有資料顯示對手方陷入嚴重財務困難，且並無實際收回的可能之時(例如對手方已清算或進入破產程序)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

##### 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即存在違約時的違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據前瞻性資料調整的歷史數據評估。預期信貸虧損的估計反映無偏類及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損估計為本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

就財務擔保合約而言，本集團須僅在債務人違反保證文書條款的情況下作出付款。因此，預期虧損是償還持有人信貸損失的預期付款的現值，該信貸損失減去本集團預期從持有人、債務人或任何其他方獲得的任何金額。

就無法釐定實際利率的財務擔保合約的預期信貸虧損而言，本集團將採納反映目前對貨幣時間價值的市場評估及該現金流特定風險的貼現率，惟僅限於風險按調整貼現率而非調整所貼現的現金不足納入考慮時。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment under IFRS 9 (Continued)

Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortized cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognized at the higher of the amount of the loss allowance determined in accordance with IFRS 9; and the amount initially recognized less, where appropriate, cumulative amount of income recognized over the guarantee period.

Except for trade and bill receivables measured at FVTOCI and financial guarantee contract, the Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of other receivables where the corresponding adjustment is recognized through a loss allowance account. For trade and bill receivables measured at FVTOCI, the loss allowance is recognized in OCI and accumulated in the other reserve without reducing the carrying amounts of these debt receivables. Such amount represents the changes in the other reserve in relation to accumulated loss allowance.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產減值及受限於國際財務報告準則第9號項下減值之其他款項(續)

預期信貸虧損的計量及確認(續)

倘預期信貸虧損按整體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘可獲得)。

管理層定期檢討分組，以確保各組別的組成部分繼續擁有類似的信貸風險特徵。

利息收入根據金融資產的賬面值總額計算，惟金融資產為信貸減值的情況除外，於此情況下，利息收入根據金融資產的攤銷成本計算。

就財務擔保合約而言，損失撥備按照國際財務報告準則第9號確定的損失撥備金額；與在適當情況下，初始確認的金額減去在擔保期內確認的累計收入金額中的較高者確認。

除了按公允值計入其他全面收益之貿易應收款項及應收票據及財務擔保合約外，本集團通過調整所有金融工具的賬面值於損益確認彼等之減值收益或虧損，惟其他應收款項除外，此種情況下透過虧損撥備賬確認相應調整。就按公允值計入其他全面收益之貿易應收款項及應收票據而言，虧損撥備於其他全面收益中確認並於其他儲備中累計而不會減少該等應收債務之賬面值。該金額代表與累計虧損撥備相關的其他儲備變動。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Derecognition of financial assets

The Group derecognizes a financial asset only when the rights to receive cash flows from the assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the assets to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred financial asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the other reserve is reclassified to profit or loss.

##### Financial liabilities and equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 終止確認金融資產

本集團僅在自資產收取現金流量之權利屆滿或其將金融資產及擁有有關資產的絕大部分風險及回報轉讓予另一方時終止確認金融資產。倘本集團既不轉讓亦不保留擁有金融資產的絕大部分風險及回報，並繼續控制已轉讓的金融資產，本集團會就其可能需要支付的金額確認其於資產及相關負債的保留權益。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，本集團繼續確認金融資產，並就已收取之所得款項確認有抵押借貸。

於終止確認按攤銷成本計量的金融資產時，資產的賬面值與已收及應收代價總額的差額會在損益中確認。

於終止確認分類為按公允值計入其他全面收益的債務工具投資時，先前於其他儲備累計之累計收益或虧損乃重新分類至損益。

##### 金融負債及權益

所發行的債務及股本工具根據所訂立合約安排的內容分類為金融負債或權益。

##### 股本工具

股本工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。本集團發行之股本工具按所收取之所得款項扣減直接發行成本確認。

##### 金融負債

所有金融負債其後採用實際利率法按攤銷成本計量或按公允值計入損益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) held for trading, or (ii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not a designated and effective hedging instrument.

### 4. 主要會計政策(續)

#### 金融工具(續)

#### 金融負債及權益(續)

按公允值計入損益的金融負債

倘金融負債為(i)持作買賣或(ii)指定為按公允值計入損益，則分類為按公允值計入損益。

金融負債可於下列情況下分類為持作買賣：

- 其產生的主要目的為於短期內購回；或
- 於初步確認時，其為本集團共同管理，且具有短期獲利的最近實際模式的已識別金融工具組合的一部分；或
- 其為並非指定為有效對沖工具的衍生工具。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity (Continued)

###### Financial liabilities at FVTPL (Continued)

Financial liabilities at FVTPL are stated at fair value with any gains/losses arising on remeasurement recognized in profit or loss to the extent that they are not part of a designated hedging relationship.

###### Financial liabilities at amortized cost

Financial liabilities at amortized cost, including trade and other payables, amounts due to related parties and bank and other loans, are initially measured at fair value, net of transaction costs. Financial liabilities at amortized cost are subsequently measured at amortized cost using the effective interest method.

###### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognized less, where appropriate, cumulative amortisation recognized over the guarantee period.

###### Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, canceled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益(續)

###### 按公允值計入損益的金融負債(續)

按公允值計入損益的金融負債及於損益確認因重新計量產生的任何收益/虧損於不屬指定對沖關係部分的情況下以公允值呈列。

###### 按攤銷成本計量的金融負債

按攤銷成本計量的金融負債(包括貿易及其他應付款項、應付關聯方款項以及銀行及其他貸款)初步按公允值計量，扣除交易成本。按攤銷成本計量的金融負債其後使用實際利率法按攤銷成本計量。

###### 財務擔保合約

財務擔保合約指發行人須就某指定債務人未能根據債務工具的條款支付到期債務時須向合約持有人支付指定款項以償付其損失的合約。財務擔保合約負債初步按其公允值計量，其後按以下較高者計量：

- 根據國際財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認的金額減(如合適)於擔保期內的累計攤銷。

###### 終止確認金融負債

本集團於且僅於本集團義務已履行、撤銷或到期時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間的差額於損益中確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial liabilities and equity (Continued)

##### Derivative financial instruments

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognized in profit or loss.

##### Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

#### Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益(續)

##### 衍生金融工具

衍生工具初步按衍生工具合約訂立日期之公允值確認，其後於報告期末按公允值重新計量。所產生之收益或虧損於損益確認。

##### 抵銷金融資產及金融負債

當且僅當本集團目前有合法可強制執行的權利抵銷已確認金額，且擬按淨額結算或同時變現資產及清償負債時，金融資產與金融負債相互抵銷，有關淨額於綜合財務狀況表呈列。

### 5. 重大會計判斷及估計不確定性的主要來源

於應用附註4所載的本集團會計政策時，董事須就未能自其他來源清楚顯示的資產及負債的賬面值作出估計及假設。估計及相關假設根據過往經驗及被認為相關的其他因素作出。實際結果或與該等估計不符。

估計及相關假設按持續經營基準審閱，就會計估計作出的修訂於對估計作出修訂的期間內確認(倘有關修訂只影響該期間)，或於修訂的期間及日後期間確認(倘有關修訂影響當期及日後期間)。

#### 應用會計政策時的重大判斷

以下為董事在應用本集團的會計政策過程中作出的重大判斷(不包括涉及估計的重大判斷(見下文))，該等判斷對於綜合財務報表中確認的金額有極重大影響。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies  
(Continued)

#### Revenue recognition

Application of various accounting principles related to the measurement and recognition of revenue requires the Group to make judgements and estimates. Specifically, significant judgments include determining whether the Group is acting as the principal in a transaction. The Group is a principal in a transaction if the Group obtains control of the products sold or services provided before they are transferred to customers. If control is unclear, when the Group is primarily obligated in a transaction, is subject to inventory risk, has latitude in establishing prices and selecting suppliers, or has several but not all of these indicators, the Group records revenues on a gross basis. Otherwise, the Group records the net amount earned as commissions from products sold or services provided.

#### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months are as follows:

#### Useful life and impairment of property, plant and equipment

In determining whether an asset is impaired, the management requires an estimation of recoverable amount of an individual asset or the cash-generating unit to which the asset belongs, and has to exercise judgement and make significant degree of estimation in determining the recoverable amount of the assets, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset's value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the assets belongs.

### 5. 重大會計判斷及估計不確定性的主要來源(續)

應用會計政策時的重大判斷  
(續)

#### 收益確認

應用與計量及確認收益相關的各項會計原則要求本集團作出判斷及估計。具體而言，重大判斷包括決定本集團是否作為交易的主理人。倘本集團向客戶轉讓產品或服務前控制所售出的產品或提供的服務，則本集團為交易的主理人。若不能確定控制權，於本集團在交易中承擔主要責任、承擔存貨風險、可自由訂立價格及選擇供應商或擁有若干但非全部該等指標時，本集團收益按總額入賬。否則，本集團將所賺取淨額入賬列為出售產品或提供服務的佣金。

#### 估計不確定性的主要來源

於各報告期末關於日後的主要假設及估計不明確因素的其他主要來源，該等假設及不明確因素構成大幅調整未來十二個月的資產及負債賬面值的重大風險如下：

#### 物業、廠房及設備的可使用年期及減值

於釐定資產是否減值時，管理層須估計資產所屬個別資產或現金產生單位的可收回金額，並須於釐定資產可收回金額時進行判斷及大量估計，尤其評估：(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否能夠以可收回金額(如為使用價值)支持，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Key sources of estimation uncertainty (Continued)

##### Useful life and impairment of property, plant and equipment (Continued)

Changing the assumptions selected by management to determine the level of impairment, including product price, volume of sales and growth rate, gross profit ratio or discount rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of property, plant and equipment less accumulated depreciation and accumulated impairment losses as at December 31, 2019 were RMB9,751,346,000 (2018: RMB9,406,195,000).

##### Impairment of interests in associates

The Group assesses whether there is any objective evidence of impairment of interests in associates at the end of each reporting period. Test for impairment is required when there is any objective evidence that the carrying amount may not be recoverable. For the interests in associates, an impairment exists when its carrying value exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation for the interests in associates requires the Group to estimate the future cash flows expected to arise from the associates and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss/further impairment loss may arise. The carrying amount of interests in associates as at December 2019 were RMB351,311,000 (2018: RMB451,311,000).

### 5. 重大會計判斷及估計不確定性的主要來源(續)

#### 估計不確定性的主要來源(續)

##### 物業、廠房及設備的可使用年期及減值(續)

更改管理層就用以釐定現金流量預測的減值水平，包括產品價格、銷量及增長率，毛利率或貼現率假設，可顯著影響減值測試所採用淨現值。

於2019年12月31日，物業、廠房及設備減累計折舊及累計減值虧損的賬面值為人民幣9,751,346,000元(2018年：人民幣9,406,195,000元)。

##### 於聯營公司的權益減值

本集團於各報告期末評估是否有於聯營公司的權益的減值客觀證據。當有任何客觀證據顯示可能無法收回賬面值，則需要進行減值測試。就於聯營公司的權益而言，當其賬面值超出其可收回金額時(即其公允值減出售成本與其使用價值兩者中的較高者)，則存在減值。就於聯營公司的權益計算使用價值需要本集團估計預期來自聯營公司的未來現金流量及合適貼現率以計算現值。倘實際的未來現金流量低於預期，或事實及情況變化導致向下修訂未來現金流量，則可能產生重大減值虧損/進一步減值虧損。於2019年12月31日，於聯營公司的權益的賬面值為人民幣351,311,000元(2018年：人民幣451,311,000元)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Key sources of estimation uncertainty (Continued)

##### Estimated impairment of doubtful receivables

The Group recognizes lifetime ECL for trade receivables, using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast conditions at end of the reporting period. In addition, the Group recognizes lifetime ECL for other receivables when there has been a significant increase in credit risk since initial recognition. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise. Further details are included in note 41.

##### Taxation

Determining tax provisions involves judgement on the future tax treatments of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account of all changes in tax legislations.

The recognition of deferred tax assets require formal assessment by the Group of the future profitability of related operations. In making this judgement, the Group evaluates, amongst other factors, the forecast financial performance, changes in technology and future assessable profits or taxable temporary differences. Where the expectations are different from the original estimates, a reversal or further recognition of deferred tax assets may arise, which would be recognized in profit or loss for the period in which such estimates are changed. Further details are included in note 25.

### 5. 重大會計判斷及估計不確定性的主要來源(續)

#### 估計不確定性的主要來源(續)

##### 呆賬應收款項的估計減值

本集團使用根據本集團過往信貸虧損經驗計算的撥備矩陣確認貿易應收款項的全期預期信貸虧損，並就債務人的特定因素、整體經濟狀況及對於報告期末的現時狀況及預測狀況的評估作出調整。此外，當自初始確認後信貸風險顯著增加時，本集團為其他應收款項確認全期預期信貸虧損。基於預期信貸虧損模式的減值虧損金額乃根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量的差額計量，並按初步確認時釐定的實際利率貼現。倘未來現金流量少於預期，或因事實及情況變動而需下調，則可能產生重大減值虧損。進一步詳情載於附註41。

##### 稅項

釐定稅項撥備涉及對若干交易的未來稅務處理的判斷。本集團仔細評估交易的稅務影響，因應設定稅項撥備。此類交易的稅務處理會定期重新考慮，以考慮稅法的所有變化。

遞延稅項資產的確認需要本集團對有關業務的未來盈利能力作出正式評估。本集團作出此判斷前須評估(其中包括)預測財務表現、科技的改變及未來應評稅利潤或應課稅暫時性差異。倘預期與原先估計不同，可撥回或進一步確認遞延稅項資產，並於估計變動期間在損益中確認。進一步詳情載於附註25。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION

During the reporting period, the Group's revenue represents the amount received and receivable from the sales of goods to external customers arising from the coke and coking chemicals, refined chemicals, trading and operation management services. Except for the provision of operation management services, which was recognized over time, the revenue of the remaining operations is recognized at a point in time when the customers obtain control of the goods delivered or management services provided.

All sales/trading are for period of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Information was reported to the executive directors, being the chief operating decision maker (the "CODM"). During the year ended December 31, 2019, as CODM identified a new reportable operating segment namely "operation management", the Group reorganized its internal reporting structure in order to refine resource allocation and assessment of segment performance, which resulted in changes to the composition of its reportable segments. Accordingly, the segment information reported for the prior period has been represented to conform with the current year's presentation.

Specifically, the Group's reportable segments under IFRS 8 are as follows:

- Coke and coking chemicals manufacturing segment: the production and sale of coke and a series of coking chemicals from externally sourced coking coals processed at the Group's coking facilities;
- Refined chemicals manufacturing segment: the purchase of coking chemicals from the Group's coke and coking chemicals manufacturing segment and third parties, and processing such coking chemicals into refined chemical products at the Group's refined chemicals facilities, as well as marketing and selling such refined chemicals;
- Operation management segment: the operation management service provided to the third-party plants, and the sale of coke, coking chemicals and refined chemicals produced by these plants under the management service agreements and commissioned processing contracts; and
- Trading segment: the sourcing of coke, coking chemicals and refined chemicals from third parties and the marketing, sale and distribution of such coal chemicals.

### 6. 收益及分部資料

於報告期內，本集團的收益指焦炭及焦化產品、精細化工產品、貿易及運營管理服務，並向外部客戶銷售該等產品所收取的金額及應收款項。除提供運營管理服務的收益隨著時間確認外，其餘營運收益在客戶獲得對交付貨物或提供管理服務的控制權的時間點確認。

所有銷售／貿易均為一年期或更短時間。根據國際財務報告準則第15號所允許，分配至該等未履行合約的交易價格並未披露。

有關資料呈報予執行董事，即主要經營決策者（「主要經營決策者」）。截至2019年12月31日止年度，由於主要經營決策者已確定一個新的可呈報經營分部，即「運營管理」，本集團已重組內部呈報架構以改善資源分配及分部表現評估，從而使得可呈報分部組成發生變動。因此，就上期呈報的分部資料已予重列，以符合本年度之呈報方式。

具體而言，本集團根據國際財務報告準則第8號的可呈報分部如下：

- 焦炭及焦化產品生產分部：於本集團的焦化設施從加工外購焦煤生產及銷售焦炭及一系列焦化產品；
- 精細化工產品生產分部：從本集團焦炭及焦化產品生產分部及第三方購買焦化產品，在本集團精細化工產品設施將該等焦化產品加工至精細化工產品，以及營銷及銷售該等精細化工產品；
- 運營管理分部：向第三方工廠提供運營管理服務，根據管理服務協議及委託加工合約銷售第三方工廠生產的焦炭、焦化產品及精細化工產品；及
- 貿易分部：從第三方採購焦炭、焦化產品及精細化工產品，並營銷、銷售及分銷該等煤化工產品。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The CODM reviews operating results and financial information for each operating company separately. Accordingly, each operating company, including associates and joint ventures held by the relevant operating company, is identified as an operating segment. Those operating companies are aggregated into coke and coking chemicals segment, refined chemicals segment, operation management segment and trading segment respectively for segment reporting purpose after taking into account that those operating companies are operating in similar business model with similar target group of customers, similar products and similar methods used to distribute their products. The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4.

#### Segment results, assets and liabilities

The CODM monitors the results, assets and liabilities attributable to each reporting segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments.

All assets are allocated to segment assets other than unallocated head office and corporate assets. All liabilities are allocated to segment liabilities other than unallocated head office and corporate liabilities.

The measure used for reporting segment profit is "segment results". To arrive at segment results, the Group's earnings are adjusted for unallocated head office and corporate expenses and listing expenses which are not specifically attributable to individual segments.

In addition to receiving segment information concerning segment results, management is provided with segment information concerning revenue (including inter segment sales and share of losses/profits of associates and joint ventures), depreciation, amortization and additions to non-current segment assets used by the segments in their operations.

Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

### 6. 收益及分部資料(續)

主要經營決策者單獨審核各營運公司的經營業績及財務資料。因此，各營運公司(包括相關營運公司持有的聯營公司及合營企業)被確認為經營分部。經計及該等營運公司以類似目標客戶群體的類似業務模式、經營類似產品以及類似分銷產品方法，就分部報告目的而言，該等營運公司分類為焦炭及焦化產品分部、精細化工產品分部、運營管理分部及貿易分部。該等可呈報分部的會計政策與附註4所述本集團的會計政策相同。

#### 分部業績、資產及負債

主要經營決策者按以下基準監測各呈報分部的業績、資產及負債：

收益及開支乃參照分部產生的銷售及開支或因分部應佔的資產折舊或攤銷而產生者，分配至可呈報分部。

所有資產均分配至分部資產，惟其他未分配的總辦事處及公司資產除外。所有負債均分配至分部負債，惟其他未分配的總辦事處及公司負債除外。

用於計量呈報分部溢利的方法為「分部業績」。為達至分部業績，本集團的盈利乃對並非特定歸屬於個別分部的未分配總辦事處及公司開支及上市開支作出調整。

除收到有關分部業績的分部資料外，管理層獲提供有關收益(包括分部間銷售及分佔聯營公司及合營企業虧損/溢利)、折舊、攤銷及分部添置用於經營的非流動分部資產的分部資料。

分部間銷售的定價乃參考向外部人士就類似訂單收取的價格。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED) 6. 收益及分部資料(續)

Segment results, assets and liabilities (Continued)

分部業績、資產及負債(續)

The following is an analysis of the Group's results, assets and liabilities by reportable segments:

以下為本集團可呈報分部業績、資產及負債分析：

		Year ended/as at December 31, 2019 截至2019年12月31日止年度/於該日				
		Coke and Coking Chemicals Manufacturing 焦炭及焦化 產品生產 RMB '000 人民幣千元	Refined Chemicals Manufacturing 精細化工 產品生產 RMB '000 人民幣千元	Operation Management 運營管理 RMB '000 人民幣千元	Trading 貿易 RMB '000 人民幣千元	Total 總計 RMB '000 人民幣千元
Revenue from contracts with external customers	外部客戶合約收益					
Sale of coke and coking chemicals	銷售焦炭及焦化產品	8,621,458	-	424,128	-	9,045,586
Sale of refined chemicals	銷售精細化工產品	-	7,155,664	531,582	-	7,687,246
Trading	貿易	-	-	-	2,031,549	2,031,549
Management services	管理服務	-	-	77,657	-	77,657
		8,621,458	7,155,664	1,033,367	2,031,549	18,842,038
Inter-segment revenue	分部間收益	972,635	161,089	6,947	-	1,140,671
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>9,594,093</b>	<b>7,316,753</b>	<b>1,040,314</b>	<b>2,031,549</b>	<b>19,982,709</b>
<b>Reportable segment result</b>	<b>可呈報分部業績</b>	<b>1,103,589</b>	<b>527,552</b>	<b>144,157</b>	<b>6,872</b>	<b>1,782,170</b>
Listing expenses	上市開支					(15,835)
Unallocated head office and corporate expenses	未分配總辦事處及公司開支					(86,956)
<b>Consolidated profit before taxation</b>	<b>除稅前綜合溢利</b>					<b>1,679,379</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED) 6. 收益及分部資料(續)

Segment results, assets and liabilities (Continued)

分部業績、資產及負債(續)

		Year ended/as at December 31, 2019 截至2019年12月31日止年度/於該日				
		Coke and Coking Chemicals Manufacturing 焦炭及焦化 產品生產 RMB '000 人民幣千元	Refined Chemicals Manufacturing 精細化工 產品生產 RMB '000 人民幣千元	Operation Management 運營管理 RMB '000 人民幣千元	Trading 貿易 RMB '000 人民幣千元	Total 總計 RMB '000 人民幣千元
<b>Reportable segment assets</b> (including interests in associates and joint ventures)	可呈報分部資產 (包括於聯營公司及 合營企業的權益)	8,135,053	8,352,039	779,125	2,163,167	19,429,384
<b>Reportable segment liabilities</b>	可呈報分部負債	6,100,641	5,242,520	93,182	1,933,655	13,369,998
<b>Other information:</b>		其他資料:				
Additions to non-current segment assets during the year	年內非流動分部資產增 加	564,977	659,819	60,391	11,861	1,297,048
Share of results of associates	分佔聯營公司業績	(3,879)	29,613	–	–	25,734
Share of results of joint ventures	分佔合營企業業績	439,999	–	–	–	439,999
Depreciation and amortization for the year	年內折舊及攤銷	292,242	385,259	15,098	7,805	700,404

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED) 6. 收益及分部資料(續)

Segment results, assets and liabilities (Continued) 分部業績、資產及負債(續)

		Year ended/as at December 31, 2018 (represented) 截至2018年12月31日止年度/於該日(經重列)				
		Coke and Coking Chemicals Manufacturing 焦炭及焦化 產品生產 RMB '000 人民幣千元	Refined Chemicals Manufacturing 精細化工 產品生產 RMB '000 人民幣千元	Operation Management 運營管理 RMB '000 人民幣千元	Trading 貿易 RMB '000 人民幣千元	Total 總計 RMB '000 人民幣千元
Revenue from contracts with external customers	外部客戶合約收益					
Sale of coke and coking chemicals	銷售焦炭及焦化產品	9,234,656	-	603,894	-	9,838,550
Sale of refined chemicals	銷售精細化工產品	-	7,737,620	411,389	-	8,149,009
Trading	貿易	-	-	-	2,572,220	2,572,220
Management services	管理服務	-	-	23,300	-	23,300
		9,234,656	7,737,620	1,038,583	2,572,220	20,583,079
Inter-segment revenue	分部間收益	824,582	90,927	2,292	-	917,801
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>10,059,238</b>	<b>7,828,547</b>	<b>1,040,875</b>	<b>2,572,220</b>	<b>21,500,880</b>
Reportable segment results	可呈報分部業績	1,901,146	660,322	136,000	79,299	2,776,767
Listing expenses	上市開支					(24,562)
Unallocated head office and corporate expenses	未分配總辦事處及公司開支					(91,834)
<b>Consolidated profit before taxation</b>	<b>除稅前綜合溢利</b>					<b>2,660,371</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED) 6. 收益及分部資料(續)

Segment results, assets and liabilities (Continued)

分部業績、資產及負債(續)

		Year ended/as at December 31, 2018 (represented) 截至2018年12月31日止年度/於該日(經重列)				
		Coke and Coking Chemicals Manufacturing 焦炭及焦化 產品生產 RMB '000 人民幣千元	Refined Chemicals Manufacturing 精細化工 產品生產 RMB '000 人民幣千元	Operation Management 運營管理 RMB '000 人民幣千元	Trading 貿易 RMB '000 人民幣千元	Total 總計 RMB '000 人民幣千元
<b>Reportable segment assets</b> (including interests in associates and joint ventures)	<b>可呈報分部資產</b> (包括於聯營公司及 合營企業的權益)	8,821,591	9,231,144	123,559	4,339,127	22,515,421
<b>Reportable segment liabilities</b>	<b>可呈報分部負債</b>	7,080,816	6,244,154	81,401	3,983,065	17,389,436
<b>Other information:</b>	<b>其他資料:</b>					
Additions to non-current segment assets during the year	年內非流動分部資產增 加	1,075,963	180,540	–	6,405	1,262,908
Share of results of associates	分佔聯營公司業績	5,160	83,990	–	–	89,150
Share of result of joint ventures	分佔合營企業業績	548,455	–	–	–	548,455
Depreciation and amortization for the year	年內折舊及攤銷	223,950	379,825	–	6,828	610,603

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

### 6. 收益及分部資料(續)

Segment results, assets and liabilities (Continued)

分部業績、資產及負債(續)

Reconciliations of reportable segment revenue, results, assets and liabilities.

可呈報分部收益、業績、資產及負債的對賬。

		Year ended/as at December 31 截至12月31日止年度/於該日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元 (represented) (經重列)
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue	可呈報分部收益	<b>19,982,709</b>	21,500,880
Elimination of inter-segment revenue	抵銷分部間收益	<b>(1,140,671)</b>	(917,801)
Consolidated revenue	綜合收益	<b>18,842,038</b>	20,583,079
<b>Results</b>	<b>業績</b>		
Reportable segment results	可呈報分部業績	<b>1,782,170</b>	2,776,767
Listing expenses	上市開支	<b>(15,835)</b>	(24,562)
Unallocated head office and corporate expenses	未分配總辦事處及公司開支	<b>(86,956)</b>	(91,834)
Profit before taxation	除稅前溢利	<b>1,679,379</b>	2,660,371
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	<b>19,429,384</b>	22,515,421
Unallocated head office and corporate assets	未分配總辦事處及公司資產	<b>772,012</b>	86,688
Consolidated total assets	綜合資產總額	<b>20,201,396</b>	22,602,109
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	<b>13,369,998</b>	17,389,436
Unallocated head office and corporate liabilities	未分配總辦事處及公司負債	<b>31,296</b>	499,650
Consolidated total liabilities	綜合負債總額	<b>13,401,294</b>	17,889,086

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Geographic information

Substantially of the Group's revenue and profit were derived from the PRC sales and all principal assets employed by the Group are located in the PRC during the reporting period.

#### Major customers

No individual customer had transactions exceeding 10% of the Group's turnover for each of the reporting period. Details of concentrations of credit risk are set out in note 41.

### 7. OTHER INCOME

### 6. 收益及分部資料(續)

#### 地區資料

於報告期內，本集團大部分收益及溢利乃來自中國銷售，而本集團使用的所有主要資產均位於中國。

#### 主要客戶

於各報告期內，概無個別客戶進行的交易超過本集團營業額10%。有關集中信貸風險的詳情載列於附註41。

### 7. 其他收入

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest income	利息收入	94,884	130,066
Production waste sales	生產廢料銷售	4,883	1,320
Equipment rental income	設備租金收入	5,241	–
Government grants (note)	政府補助(附註)	39,292	18,748
Others	其他	17,220	11,965
		<b>161,520</b>	<b>162,099</b>

Note: Government grants were received from several local government authorities as subsidies for the Group's contribution to the environmental protection, energy conservation recycling resources, relocation, purchase of land use rights and infrastructure construction.

附註：本集團因對環境保護、節約能源資源回收作出貢獻及搬遷、購買土地使用權及基礎建設而獲多個地方政府機構發放政府補助。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Fair value (loss) gain of financial assets/ liabilities at FVTPL:	按公允值計入損益的金融資產/ 負債的公允值(虧損)收益：		
– Listed equity securities (note 24a)	– 上市股本證券(附註24a)	(2,507)	17,728
– Futures contracts (note 24e)	– 期貨合約(附註24e)	43,804	98,481
– other non-derivative financial assets	– 其他非衍生金融資產	(1,872)	(15)
Loss on foreign exchange, net	外匯虧損淨額	(19,557)	(29,508)
Impairment losses of interest in an associate (note 21)	於一家聯營公司的權益的減值虧損 (附註21)	(24,000)	–
Gain on disposal of:	出售以下各項的收益：		
– property, plant and equipment	– 物業、廠房及設備	55,616	1,364
– prepaid lease payments	– 預付租賃款項	–	41,838
– right-of-use assets	– 使用權資產	52,585	–
Others	其他	901	(10,636)
		<b>104,970</b>	<b>119,252</b>

### 9. NET IMPAIRMENT LOSSES REVERSED

### 9. 已撥回減值虧損淨額

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Net impairment losses reversed under expected credit loss model in respect of:</b>	<b>就以下各項根據預期信貸虧損模式 已撥回的減值虧損淨額</b>		
Trade and other receivables	貿易及其他應收款項	9,762	48,122
Other long term receivables	其他長期應收款項	(4,233)	–
Amounts due from related parties	應收關聯方款項	449	1,583
		<b>5,978</b>	<b>49,705</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 10. FINANCE COSTS

### 10. 融資成本

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	264,621	303,666
Interest on other loans	其他貸款利息	89,870	75,720
Finance expenses on bills receivable discounted	已貼現應收票據的財務費用	124,669	231,641
Finance charges on lease liabilities/ obligations under finance leases	租賃負債／融資租賃款項的財務費用	11,046	2,858
		<b>490,206</b>	613,885
Less: Amount capitalized under construction in progress (note)	減：在建工程項下資本化的金額 (附註)	<b>(24,627)</b>	(17,120)
		<b>465,579</b>	596,765

Note: The finance costs were capitalized at annual rates of 5.80%-8.00% per annum during the year ended December 31, 2019 (2018: 4.79%-8.86%).

附註：截至2019年12月31日止年度，融資成本已按年利率5.80%至8.00% (2018年：4.79%至8.86%) 予以資本化。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 11. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

### 11. 除稅前溢利

除稅前溢利經扣除：

		<b>Year ended December 31</b>	
		截至12月31日止年度	
		2019	2018
		2019年	2018年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Staff costs (including directors' remuneration)	員工成本(包括董事薪酬)		
Salaries, wages and other benefits	薪金、工資及其他福利	<b>426,146</b>	394,339
Contributions to retirement benefits scheme	退休福利計劃供款	<b>32,255</b>	29,622
<b>Total staff costs</b>	<b>員工成本總額</b>	<b>458,401</b>	423,961
Capitalized in construction in progress	在建工程資本化	<b>(29,774)</b>	(13,252)
Capitalized in inventories	存貨資本化	<b>(216,432)</b>	(230,643)
		<b>212,195</b>	180,066
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>641,777</b>	577,844
Depreciation of right-of-use assets	使用權資產折舊	<b>47,473</b>	-
Amortization of prepaid lease payments	預付租賃款項攤銷	-	24,552
Amortization of intangible assets	無形資產攤銷	<b>11,154</b>	8,207
<b>Total depreciation and amortization</b>	<b>折舊及攤銷總額</b>	<b>700,404</b>	610,603
Capitalized in inventories	存貨資本化	<b>(608,310)</b>	(534,547)
Capitalized in construction in progress	在建工程資本化	<b>(179)</b>	(8,092)
		<b>91,915</b>	67,964
Auditors' remuneration	核數師薪酬	<b>9,021</b>	6,937
Cost of inventories recognized as an expense	確認為開支的存貨成本	<b>16,344,116</b>	17,237,592

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS 12. 董事、主要高管及僱員酬金

		Year ended December 31, 2019 截至2019年12月31日止年度				
		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement benefits scheme contributions	Total	
		薪金、津貼 及實物福利	酌情花紅	退休福利 計劃供款	總計	
		<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>Executive directors</b>	<b>執行董事</b>					
Yang Xuegang	楊雪崗	–	3,687	800	50	4,537
Zhang Yingwei	張英偉	–	800	800	50	1,650
Han Qinliang	韓勤亮	–	800	800	50	1,650
Wang Fengshan**	王風山**	–	800	800	–	1,600
Wang Nianping**	王年平**	–	800	660	50	1,510
Yang Lu**	楊路**	–	615	650	34	1,299
Subtotal	小計	–	7,502	4,510	234	12,246
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wang Yinping****	王引平****	–	300	–	–	300
Yu Kwok Kuen Harry****	余國權****	–	300	–	–	300
Kang Woon****	康洵****	–	300	–	–	300
Subtotal	小計	–	900	–	–	900
Total	總計	–	8,402	4,510	234	13,146

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

### 12. 董事、主要高管及僱員酬金(續)

		Year ended December 31, 2018 截至2018年12月31日止年度				
		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement benefits scheme contributions	Total	
		Directors' fees	in kind	bonuses	Total	
		薪金、津貼 及實物福利	酌情花紅	退休福利 計劃供款	總計	
		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	
<b>Executive directors</b>	<b>執行董事</b>					
Yang Xuegang	楊雪崗	–	2,982	600	59	3,641
Zhang Yingwei	張英偉	–	700	500	59	1,259
Han Qinliang	韓勤亮	–	700	500	59	1,259
Wang Fengshan**	王風山**	–	244	349	2	595
Wang Nianping**	王年平**	–	234	445	14	693
Yang Lu**	楊路**	–	176	400	9	585
Zhang Xinzhi***	張新志***	–	–	–	–	–
Subtotal	小計	–	5,036	2,794	202	8,032
<b>Non-executive director</b>	<b>非執行董事</b>					
Lu Xiaomei***	路小梅***	–	651	–	–	651
Subtotal	小計	–	651	–	–	651
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wang Yinping****	王引平****	–	63	–	–	63
Yu Kwok Kuen Harry****	余國權****	–	63	–	–	63
Kang Woon****	康涸****	–	63	–	–	63
Subtotal	小計	–	189	–	–	189
<b>Total</b>	<b>總計</b>	–	5,876	2,794	202	8,872

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

\*\* Wang Fengshan, Wang Nianping and Yang Lu were appointed as executive directors on September 29, 2018.

\*\*\* Zhang Xinzhi and Lu Xiaomei were resigned as executive director or non-executive director on September 29, 2018.

\*\*\*\* Wang Yinping, Yu Kwok Kuen Harry and Kang Woon were appointed as independent non-executive directors on September 29, 2018.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The emoluments of non-executive directors and independent non-executive directors shown above were for their services as Directors.

Directors are entitled to bonus payments which are determined based on the duties and responsibilities of the Directors as well as the operating results of the Group.

Neither the chief executive nor any of the directors waived any emoluments during the reporting period.

### 12. 董事、主要高管及僱員酬金(續)

\*\* 王風山、王年平及楊路於2018年9月29日獲委任為執行董事。

\*\*\* 張新志及路小梅於2018年9月29日辭任執行董事或非執行董事。

\*\*\*\* 王引平、余國權及康洵於2018年9月29日獲委任為獨立非執行董事。

上述執行董事酬金為彼等就管理本公司及本集團事務提供服務的酬金。

上述非執行董事及獨立非執行董事酬金為彼等擔任董事的酬金。

董事有權收取按董事職務及責任以及本集團經營業績釐定的花紅付款。

於報告期內，行政總裁或任何董事均未放棄任何酬金。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

#### Five highest paid individuals

The five highest paid individuals of the Group during the year ended December 31, 2019 included three Directors (2018: four Directors), whose emoluments are disclosed above. The emoluments in respect of the remaining highest paid individuals during the reporting period are as follows:

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	3,195	1,780
Retirement benefits scheme contributions	退休福利計劃供款	82	104
		<b>3,277</b>	<b>1,884</b>

The remunerations of the five highest paid employees (including Directors) are within the following bands:

		Year ended December 31 截至12月31日止年度	
		2019 2019年 Number of employees 僱員人數	2018 2018年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	3
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	4	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	-	1
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	1	-

During the reporting period, no amount was paid or payable by the Group to the Directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

### 12. 董事、主要高管及僱員酬金(續)

#### 五名最高薪人士

截至2019年12月31日止年度，本集團五名最高薪人士包括三名董事(2018年：四名董事)，彼等酬金於上文披露。於報告期內，有關餘下最高薪人士的酬金如下：

五名最高薪人士(包括董事)的薪酬介乎以下組別：

於報告期內，本集團並無向董事或任何五名最高薪人士支付或應付款項作為誘使加入或於加入本集團時的獎勵或離職時的補償。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 13. INCOME TAX EXPENSE

### 13. 所得稅開支

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
PRC income tax for the year	年度中國所得稅	<b>265,424</b>	453,581
Land appreciation tax("LAT")	土地增值稅	<b>(18,005)</b>	18,005
<b>Deferred tax charge (note 25)</b>	<b>遞延稅項支出(附註25)</b>	<b>58,292</b>	61,772
		<b>305,711</b>	533,358

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate applicable for PRC group entities is 25% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實行條例，中國集團實體於上述兩個年度的適用稅率為25%。

The Group's subsidiaries in Hong Kong had no assessable profits for the years ended December 31, 2019 and 2018 and no provision for taxation is made.

截至2019年及2018年12月31日止年度，本集團香港附屬公司並無應課稅溢利，且並無作出稅項撥備。

Certain subsidiaries of the Company operating in the PRC are eligible for tax holiday and concession. Pursuant to the relevant tax rules and regulation in PRC, revenue from comprehensive utilization of resources ("資源綜合利用") is eligible for additional tax deduction.

本公司於中國營運的若干附屬公司符合資格享有免稅期及稅項減免。根據中國相關稅務規則及法規，自資源綜合利用產生之收益合資格獲得額外稅項扣減優惠。

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progress rates of the appreciation value, with certain allowable exemptions and deductions.

土地增值稅撥備乃按有關中國稅務法律及法規所載的規定作出估計。土地增值稅已就增值價值的遞增稅率作出撥備(附帶若干許可的豁免及減免)。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 13. INCOME TAX EXPENSE (CONTINUED)

Income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	1,679,379	2,660,371
Tax at the PRC tax rate of 25%	按中國稅率25%計算的稅項	419,845	665,093
Tax effect on:	以下各項的稅務影響：		
Share of results of associates and joint ventures	分佔聯營公司及合營企業業績	(116,433)	(159,401)
Non-deductible expenses	不可扣除開支	14,805	6,506
Unused tax losses and temporary differences not recognized	未確認未動用稅項虧損及暫時差額	19,697	17,007
Utilisation of tax losses previously not recognized	動用過往未確認的稅項虧損	(5,529)	(1,671)
PRC tax concessions	中國稅項減免	(16,169)	(23,234)
Withholding tax on undistributed profit of PRC entities	中國實體未分派溢利的預扣稅	7,500	11,053
LAT (note)	土地增值稅(附註)	(18,005)	18,005
Income tax expense for the year	年度所得稅開支	305,711	533,358

Note: The amount represents the LAT on gain arising from a land transferred within the Group during the year ended December 31, 2018, which got tax exemption from the local tax authority during the year ended December 31, 2019.

附註：有關金額指於截至2018年12月31日止年度由本集團內轉讓土地所產生收益的土地增值稅，該稅項於截至2019年12月31日止年度獲地方稅務部門免稅。

### 14. DIVIDENDS

On April 9, 2018, the Company declared dividends in respect of 2016 of RMB1.01 per share for an aggregate amount of RMB891,148,000 to the Ultimate Holding Company.

### 14. 股息

於2018年4月9日，本公司向最終控股公司宣派2016年股息每股人民幣1.01元，總金額為人民幣891,148,000元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 14. DIVIDENDS (CONTINUED)

During the year ended December 31, 2019, a final dividend in respect of the year ended December 31, 2018 of HK\$0.1744 (equivalent to approximately RMB0.1532) per share for an aggregate amount of RMB626,588,000 and an interim dividend of HK\$6.89 cents (equivalent to approximately RMB6.18 cents) per share for an aggregate amount of RMB252,762,000 were paid.

The proposed final dividend in respect of 2019 of RMB3.82 cents per ordinary share with total amount of RMB156,238,000 has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 15. EARNINGS PER SHARE

Basic and diluted earnings per share for the year ended December 31, 2019 and basic earnings per share for the year ended December 31, 2018 are calculated by dividing the profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year on the assumption that the capitalization issue of 2,437,281,476 shares as set out in note 36 had been effective on January 1, 2018.

The calculation of the basic and diluted earnings per share attributable to the ordinary shareholders of the Company is based on the following data:

### 14. 股息(續)

截至2019年12月31日止年度，已宣派截至2018年12月31日止年度的末期股息每股股份0.1744港元(相當於約人民幣0.1532元)，總金額為人民幣626,588,000元，並已宣派中期股息每股股份6.89港仙(相當於約人民幣6.18分)，總金額為人民幣252,762,000元。

董事建議2019年度擬派末期股息每股普通股人民幣3.82分，總金額為人民幣156,238,000元，擬派末期股息須經股東在應屆股東週年大會上批准後方可作實。

### 15. 每股盈利

截至2019年12月31日止年度的每股基本及攤薄盈利及截至2018年12月31日止年度的每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股加權平均數計算，假設附註36所載的資本化發行2,437,281,476股股份已於2018年1月1日生效。

本公司普通股股東應佔每股基本及攤薄盈利乃按下列數據計算：

		Year ended December 31 截至12月31日止年度	
		2019 2019年	2018 2018年
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to the owners of the Company (RMB'000)	本公司擁有人應佔溢利(人民幣千元)	<b>1,363,165</b>	2,088,668
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言普通股的加權平均數	<b>3,947,068,493</b>	3,293,008,315
Effect of dilutive potential ordinary shares: – over-allotment options	潛在攤薄普通股的影響： — 超額配股權	<b>115,711</b>	N/A不適用
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言的普通股加權平均數	<b>3,947,184,204</b>	N/A不適用

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 15. EARNINGS PER SHARE (CONTINUED)

### 15. 每股盈利(續)

		Year ended December 31 截至12月31日止年度	
		2019 2019年	2018 2018年
Basic earnings per share ( <i>RMB cents</i> )	每股基本盈利(人民幣分)	34.54	63.43
Diluted earnings per share ( <i>RMB cents</i> )	每股攤薄盈利(人民幣分)	34.54	N/A 不適用

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Buildings 樓宇 <i>RMB'000</i> 人民幣千元	Machinery and equipment 機器及設備 <i>RMB'000</i> 人民幣千元	Motor vehicles 汽車 <i>RMB'000</i> 人民幣千元	Office equipment 辦公室設備 <i>RMB'000</i> 人民幣千元	Construction in progress 在建工程 <i>RMB'000</i> 人民幣千元	Total 總計 <i>RMB'000</i> 人民幣千元
<b>Cost</b>	<b>成本</b>						
At January 1, 2018	於2018年1月1日	3,923,610	6,812,852	41,775	42,342	816,455	11,637,034
Additions	添置	-	30,268	11,318	5,195	1,074,331	1,121,112
Transfer	轉撥	521,912	778,846	-	-	(1,300,758)	-
Disposals	出售	(45,961)	(7,662)	(9,787)	(913)	(68,115)	(132,438)
At December 31, 2018	於2018年12月31日	4,399,561	7,614,304	43,306	46,624	521,913	12,625,708
Adjustments upon application of IFRS 16	因應國際財務報告準則第16號作出的調整	-	(144,696)	-	-	-	(144,696)
At January 1, 2019 (restated)	於2019年1月1日 (經重列)	4,399,561	7,469,608	43,306	46,624	521,913	12,481,012
Additions	添置	1,560	58,563	16,953	5,300	1,133,932	1,216,308
Transfer from construction in progress	轉撥自在建工程	194,702	326,551	692	4,975	(526,920)	-
Transfer from right-of-use assets	轉撥自使用權資產	-	144,696	-	-	-	144,696
Disposals	出售	(124,630)	(417,889)	(12,630)	(1,745)	(1,177)	(558,071)
At December 31, 2019	於2019年12月31日	4,471,193	7,581,529	48,321	55,154	1,127,748	13,283,945

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED) 16. 物業、廠房及設備(續)

		Buildings 樓宇 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Depreciation and impairment</b>	<b>折舊及減值</b>						
At January 1, 2018	於2018年1月1日	813,368	1,786,269	28,535	32,625	-	2,660,797
Depreciation	折舊	159,348	408,058	7,877	2,561	-	577,844
Disposals	出售	(7,846)	(1,999)	(9,059)	(224)	-	(19,128)
At December 31, 2018	於2018年12月31日	964,870	2,192,328	27,353	34,962	-	3,219,513
Adjustments upon application of IFRS 16	因應用國際財務報告準則第16號作出的調整	-	(27,592)	-	-	-	(27,592)
At January 1, 2019 (restated)	於2019年1月1日 (經重列)	964,870	2,164,736	27,353	34,962	-	3,191,921
Transfer from right-of-use assets	轉撥自使用權資產	-	33,094	-	-	-	33,094
Depreciation	折舊	196,439	427,815	10,656	6,867	-	641,777
Disposals	出售	(69,171)	(252,270)	(11,174)	(1,578)	-	(334,193)
At December 31, 2019	於2019年12月31日	1,092,138	2,373,375	26,835	40,251	-	3,532,599
<b>Carrying amounts</b>	<b>賬面值</b>						
At December 31, 2019	於2019年12月31日	3,379,055	5,208,154	21,486	14,903	1,127,748	9,751,346
At December 31, 2018	於2018年12月31日	3,434,691	5,421,976	15,953	11,662	521,913	9,406,195

The above items of property, plant and equipment, other than construction in progress, after taking into account their estimated residuals, are depreciated on a straight-line basis as follows:

Building	20–30 years
Machinery and equipment	5–30 years
Motor vehicles	3–12 years
Office equipment	2–15 years

Details of the pledged property, plant and equipment are set out in note 44.

除在建工程外，上述物業、廠房及設備項目於計及其估計剩餘價值後按直線法折舊如下：

樓宇	20至30年
機器及設備	5至30年
汽車	3至12年
辦公室設備	2至15年

已抵押物業、廠房及設備的詳情載於附註44。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group has carried out a compensable relocation of one of its plants between locations in Dingzhou City pursuant to the local government's arrangement. The Group has shut down and begun dismantling the old plant after the new plant was completed and commenced operation in November 2018. The land use right and property, plant and equipment were handed over to the local government according to the dismantlement progress. During the current year, certain portion of the land use right and relevant property, plant and equipment with carrying amounts of RMB3,978,000 and RMB170,633,000 (2018: RMB21,943,000 and RMB9,515,000), respectively were taken over by the local government or disposed of. The Group recognized a compensation receivable amounting to RMB272,087,000 (2018: RMB71,374,000) on the disposal date based on the sale and purchase agreement as well as the valuation report of property, plant and equipment approved by local authority, and a net gain on disposal amounting to RMB93,212,000 (2018: RMB39,916,000) was included in the gain on disposal of land use right and property, plant and equipment as set out in note 8.

After the Directors' due assessment on the recovery of the carrying amounts of the remaining land use right and property, plant and equipment, a disposal gain will be recognized after the public auction of the land use right, then a separate sale and purchase agreement will be signed. As at December 31, 2019, the carrying amounts of the remaining land use right and property, plant and equipment in the old plant to be taken over by the local government are amounting to RMB9,791,000 and RMB14,774,000 (2018: RMB18,243,000 and RMB190,384,000), respectively.

### 16. 物業、廠房及設備(續)

根據當地政府的安排，本集團已在定州市各地之間對其中一家工廠進行了可予以補償的搬遷。本集團已於新工廠在2018年11月竣工並開始運營後關閉並開始拆除舊工廠。土地使用權及物業、廠房及設備已根據拆除進度移交當地政府。於本年度，部分土地使用權及相關物業、廠房及設備的賬面值分別為人民幣3,978,000元及人民幣170,633,000元(2018年：人民幣21,943,000元及人民幣9,515,000元)，均由當地政府接管或出售。本集團根據買賣協議及地方當局批准的物業、廠房及設備估值報告確認出售日期應收補償金為人民幣272,087,000元(2018年：人民幣71,374,000元)，出售所得淨收益為人民幣93,212,000元(2018年：人民幣39,916,000元)如附註8所載於出售土地使用權及物業、廠房及設備所得收益中入賬。

董事就收回餘下土地使用權及物業、廠房及設備的賬面值作出適當評估，且於土地使用權進行公開拍賣後方可確認出售收益，隨後簽訂單獨的買賣協議。於2019年12月31日，將由當地政府接管的舊工廠的餘下土地使用權及物業、廠房及設備的賬面值分別為人民幣9,791,000元及人民幣14,774,000元(2018年：人民幣18,243,000元及人民幣190,384,000元)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 17. RIGHT-OF- USE ASSETS

### 17. 使用權資產

		<b>Leasehold lands</b>	<b>Equipment</b>	<b>Total</b>
		租賃土地	設備	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
			(note)	
			(附註)	
Carrying amount	賬面值			
As at 1 January 2019	於2019年1月1日	1,127,113	117,104	1,244,217
Additions	添置	7,706	60,391	68,097
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	-	(111,602)	(111,602)
Disposals	出售	(8,636)	-	(8,636)
Depreciation and amortization charge	折舊及攤銷支出	(26,873)	(20,600)	(47,473)
As at 31 December 2019	於2019年12月31日	1,099,310	45,293	1,144,603

Expense relating to short-term lease and other leases with lease terms end within 12 months of the date of initial application of IFRS 16	短期租賃及租賃期於首次應用國際財務報告準則第16號之日起12個月內到期的其他租賃相關開支			178
Expense relating to lease of low-value assets, excluding short-term leases of low value assets	低價值資產租賃相關開支(不包括短期低價值資產租賃)			9,816
Total cash outflow for leases	租賃現金流出總額			75,610

For both years, the Group leases various offices, warehouse properties, equipment for its operations. Lease contracts are entered into for fixed term of 12 months to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃各種辦公室、倉庫物業及設備用於運營。租賃合約以12個月至3年的固定租期訂立。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合同可強制執行的期間。

*Note* : During the current year, the Group entered a long-term commissioned processing contract with a third-party refined chemicals business and concluded that such commissioned processing contract constitutes a lease as the Group controls the use of the full capacity of identified assets under the contract throughout the contract term. The Group initially recognized right-of-use assets and lease liability amounting to RMB60,391,000 simultaneously.

*附註* : 於本年度，本集團與一家第三方精細化工產品公司訂立一份長期委託加工合約，並認為該委託加工合約構成一項租賃，因為本集團根據該合約於整個合約期限內均控制已識別資產完全產能的使用。本集團已同時初步確認使用權資產及租賃負債人民幣60,391,000元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 18. PREPAID LEASE PAYMENTS

### 18. 預付租賃付款

	31/12/2018
	2018年12月31日
	RMB'000
	人民幣千元
Analyzed for reporting purpose as:	
Non-current asset	1,099,735
Current asset	27,378
	1,127,113

### 19. GOODWILL

Goodwill on the consolidated statement of financial position as of December 31, 2019 and 2018 represents goodwill arising on an acquisition of Cangzhou Risun Chemicals Limited (“Cangzhou Risun”) and is carried at cost as established on June 8, 2016, being the date of Cangzhou Risun becoming a subsidiary of the Group, less accumulated impairment losses. The goodwill has been allocated to Cangzhou Risun for the purpose of impairment testing. No impairment has been recognized during the reporting period.

As of December 31, 2019, the Group prepared cash flow projection for Cangzhou Risun based on financial budgets approved by management covering a 5-year period, and pre-tax discount rate of 12.5% (2018: 12.5%). The cash flow beyond the 5-year period was a steady 3% growth rate. Other key assumptions for the value in use calculations related to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on Cangzhou Risun's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of Cangzhou Risun to exceed the aggregate recoverable amount of Cangzhou Risun.

### 19. 商譽

截至2019年及2018年12月31日綜合財務狀況表的商譽指收購滄州旭陽化工有限公司(「滄州旭陽」)所產生的商譽，乃按2016年6月8日(即滄州旭陽成為本集團附屬公司的日期)確定的成本減累計減值虧損計算。商譽已分配至滄州旭陽以進行減值測試。於報告期內並無確認減值。

截至2019年12月31日，本集團根據管理層批准的5年期間的財務預算編製了滄州旭陽的現金流量預測，並按12.5% (2018年：12.5%)的稅前貼現率推算得出。超過5年期間的現金流量乃使用3%的穩定增長率推算得出。使用價值計算的其他主要假設與現金流入／流出的估計相關，包括預算銷售額和毛利率，此類估計基於滄州旭陽過往表現及管理層對市場發展的預期。管理層認為，任何該等假設的任何合理可能變動均不會導致滄州旭陽的總賬面值超過滄州旭陽的可收回總額。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 20. INTANGIBLE ASSETS

### 20. 無形資產

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At the beginning of the reporting period	於報告期初	<b>138,554</b>	108,697
Additions	添置	<b>12,643</b>	29,857
At the end of the reporting period	於報告期末	<b>151,197</b>	138,554
<b>Accumulated amortization and impairment:</b>	<b>累計攤銷及減值：</b>		
At the beginning of the reporting period	於報告期初	<b>64,129</b>	55,922
Charge for the year	年內支出	<b>11,154</b>	8,207
At the end of the reporting period	於報告期末	<b>75,283</b>	64,129
<b>Carrying amounts:</b>	<b>賬面值：</b>		
At the end of the reporting period	於報告期末	<b>75,914</b>	74,425

The intangible assets are mainly patented use rights of techniques. The intangible assets are amortized on a straight-line basis over the patented periods ranging from 5 to 10 years, based on the shorter of the period of their contractual rights or expected useful life.

無形資產主要包含專利技術使用權。無形資產按合約權利期限或預期可使用年期兩者中較短者於5至10年的專利期間內以直線法攤銷。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 21. INTERESTS IN ASSOCIATES

### 21. 於聯營公司的權益

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cost of investments	投資成本	535,272	535,272
Share of post-acquisition profits and other comprehensive income, net of dividend received and receivable	扣除已收及應收股息的分佔收購後溢利及其他全面收益	36,947	112,947
Less: impairment (note)	減：減值(附註)	(220,908)	(196,908)
		<b>351,311</b>	<b>451,311</b>

*Note:* As at December 31, 2019, impairment of RMB220,908,000 (2018: RMB196,908,000) was recognized against 30% equity interest in Yangmei Group Shouyang Jingfu Coal Co., Ltd. ("Jingfu Coal") held by the Group mainly due to the coal price below the expectation at the initial investment, and hence impairment loss of RMB24,000,000 (2018: nil) was recognized in other gain and loss during the year ended December 31, 2019.

*附註：* 於2019年12月31日，減值人民幣220,908,000元(2018年：人民幣196,908,000元)就本集團於陽煤集團壽陽景福煤業有限公司(「景福煤業」)持有的30%股權確認，主要由於煤炭價格低於初始投資的預期，因此，截至2019年12月31日止年度已於其他損益確認減值虧損人民幣24,000,000元(2018年：零)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 21. INTERESTS IN ASSOCIATES (CONTINUED)

Details of the associates at December 31, 2019 and 2018 were as follows:

### 21. 於聯營公司的權益(續)

於2019年及2018年12月31日聯營公司詳情如下：

Name of entity 實體名稱	Country of incorporation/ registration 註冊成立/ 註冊國家	Principal place of business 主要營業地點	Proportion of ownership interest held by the Group 本集團持有的擁有權權益比例		Proportion of voting rights held by the Group 本集團持有的投票權比例		Principal activity 主要業務
			2019 2019年	2018 2018年	2019 2019年	2018 2018年	
Hebei Jinniu Risun Chemicals Limited ("Jinniu Risun Chemicals") (河北金牛旭陽化工有限公司) (note a)	The PRC/March 28, 2008	The PRC	50%	50%	50%	50%	Production of refined chemicals
河北金牛旭陽化工有限公司(「金牛旭陽化工」) (附註a)	中國/ 2008年3月28日	中國					生產精細化工產品
Cabot Risun Chemicals (Xingtai) Co. Ltd. ("Cabot Risun Chemicals")(卡博特旭陽化工(邢台)有限公司) (note a)	The PRC/June 23, 2011	The PRC	40%	40%	40%	40%	Production of carbon black
卡博特旭陽化工(邢台)有限公司(「卡博特旭陽化工」) (附註a)	中國/ 2011年6月23日	中國					生產炭黑
Jingfu Coal (陽煤集團壽陽景福煤業有限公司) (note a)	The PRC/June 27, 1992	The PRC	30%	30%	30%	30%	Mining of coal
陽煤集團壽陽景福煤業有限公司(「景福煤業」) (附註a)	中國/ 1992年6月27日	中國					煤礦開採
Cangzhou Senxu Port Co. Ltd. (滄州森旭港務有限公司) (note a)	The PRC/May 9, 2016	The PRC	35%	35%	35%	35%	Port transportation
滄州森旭港務有限公司(附註a)	中國/2016年5月9日	中國					港口運輸

Note:

- a. The English translation of the names of the above associates are for reference only. The official name of the entities are in Chinese.

附註：

- a. 上述聯營公司名稱的英文翻譯僅供參考。實體的正式名稱為中文。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 21. INTERESTS IN ASSOCIATES (CONTINUED)

In the opinion of the Directors, none of the individual associates materially affected the results or net assets of the Group. To give further details of the associates of the Group would, in the opinion of the Directors, result in particulars of excessive length.

Aggregate information of associates that are not individually material:

### 21. 於聯營公司的權益(續)

董事認為，概無單個聯營公司對本集團的業績或資產淨值有重大影響。董事認為，進一步提供本集團聯營公司的資料將導致資料過於冗長。

非個別重大聯營公司的總體資料：

	Year ended December 31 截至12月31日止年度	
	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit and total comprehensive income for the year 年度溢利及全面收益總額	48,929	201,426
Group's share of profit of associates for the year 本集團分佔年度聯營公司溢利	25,734	89,150
Dividends declared by associates for the year 年內聯營公司宣派的股息	101,734	18,000

### 22. INTERESTS IN JOINT VENTURES

### 22. 於合營企業的權益

	As at December 31, 於12月31日	
	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cost of investments 投資成本	113,750	45,000
Share of post-acquisition profits and other comprehensive income, net of dividend received and receivable 扣除已收及應收股息的分佔收購後溢利及其他全面收益	1,116,681	808,486
	1,230,431	853,486

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 22. INTERESTS IN JOINT VENTURES (CONTINUED)

Details of joint ventures as at December 31, 2019 and 2018 were as follows:

### 22. 於合營企業的權益(續)

於2019年及2018年12月31日合營企業詳情如下：

Name of entity 實體名稱	Country of incorporation/ registration 註冊成立/註冊國家	Principal place of business 主要營業地點	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity 主要業務
			2019	2018	2019	2018	
			2019年	2018年	2019年	2018年	
Hebei China Coal Risun Energy Limited ("CNC Risun Energy", formerly known as Hebei China Coal Risun Coking Limited) (河北中煤旭陽能源有限公司) (notes a and c)	The PRC	The PRC	45%	45%	45%	45%	Production of coke and coking chemicals
河北中煤旭陽能源有限公司(「中煤旭陽能源」，前稱河北中煤旭陽焦化有限公司)(附註a和c)	中國	中國					生產焦炭及焦化產品
Huhhot Risun China Gas Energy Limited ("Risun China Gas") (呼和浩特旭陽中燃能源有限公司) (notes b and c)	The PRC June 15, 2018	The PRC	55%	N/A	55%	N/A	Production of coke and coking chemicals
呼和浩特旭陽中燃能源有限公司(「旭陽中燃能源」)(附註b和c)	中國2018年6月15日	中國		不適用		不適用	生產焦炭及焦化產品

Notes:

- a. The Group, China Coal and Coke Holding Limited ("CNC Coke"), an independent third party, and another independent third party, hold 45%, 45% and 10% equity interest in CNC Risun Energy, respectively. Pursuant to the agreement dated January 1, 2007, the Group has the right to appoint two out of five directors which is responsible for making decisions on the financing and operating activities of CNC Risun Energy, where these decisions require a minimum resolution of two-third of the voting right of the board of directors. Accordingly, the Group and CNC Coke who is also entitled to appoint two directors share joint control over CNC Risun. In this regard, CNC Risun Energy is accounted for as a joint venture of the Group.
- b. In September 2019, the Group injected cash of RMB68,750,000 into Risun China Gas in return for 55% equity interest in Risun China Gas. Pursuant to the articles of association, the Group has the right to appoint two out of five directors and the financial decisions about financing and dividend activities of Risun China Gas require unanimous consent of all the shareholders. In this regard, Risun China Gas is accounted for as a joint venture of the Group.

附註：

- a. 本集團、一名獨立第三方中煤焦化控股有限責任公司(「中煤焦化」)，以及另一名獨立第三方，分別持有中煤旭陽能源的45%股權、45%股權及10%股權。根據2007年1月1日訂立的協議，本集團有權委任五名董事中的兩名，負責就中煤旭陽能源的融資及經營活動作出決定，而此等決定需由董事會中至少三分之二有投票權成員決議通過。因此，本集團及同樣有權委任兩名董事的中煤焦化共同控制中煤旭陽。就此而言，中煤旭陽能源列為本集團的合營企業。
- b. 於2019年9月，本集團向旭陽中燃能源注資現金人民幣68,750,000元，以取得旭陽中燃能源55%的股權。根據組織章程細則，本集團有權委任五名董事中的兩名，且有關於旭陽中燃能源融資及股息活動的財務決定需要全體股東的一致同意。就此而言，旭陽中燃能源列為本集團的合營企業。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 22. INTERESTS IN JOINT VENTURES (CONTINUED)

Notes: (Continued)

- c. The English translation of the name of the above joint ventures are for reference only. The official name of the entities are in Chinese.

#### Summarized financial information of CNC Risun Energy

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產	2,715,121	3,303,368
Current assets	流動資產	1,736,084	1,117,105
Non-current liabilities	非流動負債	76,479	325,895
Current liabilities	流動負債	1,799,891	2,197,942
Net assets	資產淨值	2,574,835	1,896,636

The above amounts of assets and liabilities include the following:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	137,954	408,261
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括貿易及其他應付款項及撥備)	555,442	295,054
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債(不包括貿易及其他應付款項及撥備)	41,357	296,321

### 22. 於合營企業的權益(續)

附註：(續)

- c. 上述合營企業名稱的英文翻譯僅供參考。實體的正式名稱為中文。

#### 中煤旭陽能源的財務資料概要

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產	2,715,121	3,303,368
Current assets	流動資產	1,736,084	1,117,105
Non-current liabilities	非流動負債	76,479	325,895
Current liabilities	流動負債	1,799,891	2,197,942
Net assets	資產淨值	2,574,835	1,896,636

上述資產及負債金額包括以下：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	137,954	408,261
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括貿易及其他應付款項及撥備)	555,442	295,054
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債(不包括貿易及其他應付款項及撥備)	41,357	296,321

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 22. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarized financial information of CNC Risun Energy (Continued)

### 22. 於合營企業的權益(續)

中煤旭陽能源的財務資料概要(續)

		Year ended December 31 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收益	<b>6,859,104</b>	8,134,525
Profit and total comprehensive income for the year	年度溢利及全面收益總額	<b>971,096</b>	1,218,788
Dividends received from the joint venture	收取自合營企業的股息	<b>164,145</b>	275,459

The above profit for the year includes the following:

上述年度溢利包括以下：

Depreciation and amortization	折舊及攤銷	<b>229,744</b>	217,106
Interest income	利息收入	<b>11,394</b>	3,522
Interest expense	利息開支	<b>24,101</b>	41,663
Income tax expense	所得稅開支	<b>144,828</b>	408,831

Reconciliation of the above summarized financial information to the carrying amount of the interest in CNC Risun Energy recognized in the consolidated financial statements:

上述財務資料概要與於綜合財務報表內確認的中煤旭陽能源權益賬面值的對賬：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Net assets of CNC Risun Energy	中煤旭陽能源的資產淨值	<b>2,574,835</b>	1,896,636
Proportion of the Group's ownership interest in CNC Risun Energy	本集團於中煤旭陽能源的擁有權權益比例	<b>45%</b>	45%
Carrying amount of the Group's interest in CNC Risun Energy	本集團於中煤旭陽能源的權益賬面值	<b>1,158,676</b>	853,486

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 22. INTERESTS IN JOINT VENTURES (CONTINUED)

Financial information of Risun China Gas that are not individually material

### 22. 於合營企業的權益(續)

旭陽中燃能源的非個別重大財務資料

		As at December 31, 2019 於2019年12月31日 RMB'000 人民幣千元
Profit and total comprehensive income for the year	年度溢利及全面收益總額	5,465
Group's share of profit of Risun China Gas for the year	本集團分佔旭陽中燃能源年度溢利	3,005

### 23. OTHER LONG TERM RECEIVABLES AND PREPAYMENTS

### 23. 其他長期應收款項及預付款項

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Amount due from an investee (note a)	應收被投資方款項(附註a)	–	25,000
Prepayments for property, plant and equipment	物業、廠房及設備的預付款項	211,920	7,905
Deposits for prepaid lease payments	預付租賃付款的按金	–	3,056
Deposits for operation management services (note b)	運營管理服務的按金(附註b)	675,000	–
Deposits for unlisted equity investments (note b)	非上市股本投資的按金(附註b)	675,000	–
Others	其他	30,467	27,099
Less: Allowance for credit losses	減：信貸虧損撥備	(4,233)	–
		1,588,154	63,060

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 23. OTHER LONG TERM RECEIVABLES AND PREPAYMENTS (CONTINUED)

Notes:

- a. The amount due from an investee represents a capital reduction receivable from an unlisted equity investment recognized as financial assets at FVTPL (note 24(b)), which was transferred to financial assets at FVTPL during the current year.
- b. Since July 2019, the Group has been entrusted under an operation management agreement by a local restructuring investor (the "Lead Restructuring Investor") together with an insolvency administrator to provide operations management services for six companies undergoing insolvency and restructuring proceedings (the "Target Companies") to ensure their continuous production and operation. The Group paid a deposit of RMB675,000,000 for the said services. Subsequently, China Cinda Asset Management Co., Ltd (the "Cinda"), an independent third party, acquired the Target Companies and was assigned as the joint restructuring investor by the Lead Restructuring Investor.

As at September 12, 2019, the Group entered into a framework agreement with the Cinda for the proposed acquisition of the Target Companies and deposited RMB675,000,000 to secure preferential negotiation right over the proposed acquisition for one year. Meanwhile, the Group, the Cinda, the Lead Restructuring Investor and the Target Companies entered into a new entrusted operations management agreement, pursuant to which the Group continues to provide entrusted operation management services for the Target Companies according to the decisions made by the Cinda. The deposits for operation management services was transferred to the Cinda by the Lead Restructuring Investor. In the opinion of Directors, the deposits will settle the consideration for the proposed acquisition according to the operations management agreement.

### 23. 其他長期應收款項及預付款項(續)

附註：

- a. 應收被投資方款項為應收非上市股本投資(確認為按公允價值計入損益的金融資產(附註24(b)))的削減股本款項，已於本年度轉撥至按公允價值計入損益的金融資產。
- b. 自2019年7月起，本集團根據一項運營管理協議受一家當地重組投資者(「牽頭重組投資者」)和破產管理人的共同委託，為六家進行破產和重組程序的公司(「目標公司」)提供運營管理服務，以確保其持續生產和運營。本集團已就上述服務支付按金人民幣675,000,000元。隨後，獨立第三方中國信達資產管理股份有限公司(「信達」)收購了目標公司並且被牽頭重組投資者指定為聯合重組投資者。

於2019年9月12日，本集團就擬收購目標公司與信達訂立一項框架協議，並支付按金人民幣675,000,000元，以取得該擬議收購的為期一年的優先談判權。同時，本集團、信達、牽頭重組投資者及目標公司訂立了一項新的委託運營管理協議，據此，本集團根據信達的決定繼續為目標公司提供委託運營管理服務。運營管理服務的按金已由牽頭重組投資者轉予信達。董事認為根據運營管理協議該按金將支付擬收購目標公司的代價。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 24. FINANCIAL ASSETS/LIABILITIES AT FVTPL

### 24. 按公允值計入損益的金融資產／負債

		December 31, 2019 2019年12月31日 RMB'000 人民幣千元	December 31, 2018 2018年12月31日 RMB'000 人民幣千元
Non-current assets			
	非流動資產		
Listed equity securities (note a)	上市股本證券(附註a)	48,510	51,017
Unlisted equity investment (note b)	非上市股本投資(附註b)	51,333	25,000
Private equity investment fund (note c)	私募股本投資基金(附註c)	50,322	-
Wealth management product (note d)	財富管理產品(附註d)	71,940	-
		<b>222,105</b>	76,017
Current assets			
	流動資產		
Futures contracts (note e)	期貨合約(附註e)	33	-
Held-for-trading non-derivative financial assets	持作買賣非衍生金融資產	10,492	286
		<b>10,525</b>	286
Current liabilities			
	流動負債		
Futures contracts (note e)	期貨合約(附註e)	(1,866)	(448)
		<b>230,764</b>	75,855

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 24. FINANCIAL ASSETS/LIABILITIES AT FVTPL (CONTINUED)

Notes:

- a. On September 22, 2017, the Group subscribed for 13,000,000 H shares of Henan Jinma Energy Company Limited as a cornerstone investor. The fair value was RMB48,510,000 as at December 31, 2019 (2018: RMB51,017,000), and hence a loss of RMB2,507,000 (2018: a gain of RMB17,728,000) was recorded as change in fair value of the listed equity securities during the year ended December 31, 2019.
- b. The unlisted equity investments represent equity investments in unlisted entities established in the PRC. The Group turns the long term receivables of RMB25,000,000 to equity investments in the current year. The Group hold 9.05% equity interests in 西甘鐵路有限責任公司("Xi Gan Railway Limited"). The fair value was RMB51,333,000 as at December 31, 2019 (2018: RMB25,000,000) and hence a gain of RMB1,333,000 (2018: nil) was recorded as an change in fair value of the unlisted equity investment during the year ended December 31, 2019. Details of the valuation technique and significant unobservable inputs are set out in note 41(i) to the consolidated financial statements.
- c. On June 27, 2019, the Group subscribed for 3% registered capital of a private equity investment fund focusing on the modern logistics industry as the limited partner. The initial investment principal amounted to RMB50,000,000. The fair value was RMB50,322,000 as at December 31, 2019 and hence a gain of RMB322,000 was recorded as change in fair value of the private equity investment fund during the year ended December 31, 2019.

### 24. 按公允值計入損益的金融資產／負債(續)

附註：

- a. 於2017年9月22日，本集團作為基石投資者認購河南金馬能源股份有限公司的13,000,000股H股。於2019年12月31日，公允值為人民幣48,510,000元(2018年：人民幣51,017,000元)，因此，截至2019年12月31日止年度，上市股本證券的公允值變動錄得虧損人民幣2,507,000元(2018年：產生收益人民幣17,728,000元)。
- b. 非上市股本投資指在中國成立的非上市實體的股本投資。於本年度，本集團將長期應收款項人民幣25,000,000元轉為股本投資。本集團持有西甘鐵路有限責任公司(「西甘鐵路有限責任公司」)9.05%股權。於2019年12月31日，公允值為人民幣51,333,000元(2018年：人民幣25,000,000元)，因此，截至2019年12月31日止年度，非上市股本投資的公允值變動產生收益人民幣1,333,000元(2018年：無)。有關估值方法及重大不可觀察輸入數據的詳情載於綜合財務報表附註41(i)。
- c. 於2019年6月27日，本集團作為有限合夥人認購私募股本投資基金的3%註冊資本，該基金專注於現代物流業。初始投資本金為人民幣50,000,000元。於2019年12月31日，公允值為人民幣50,322,000元，因此，截至2019年12月31日止年度，私募股本投資基金的公允值變動產生收益人民幣322,000元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 24. FINANCIAL ASSETS/LIABILITIES AT FVTPL (CONTINUED)

Notes: (Continued)

- d. On May 9, 2019, the Group subscribed for two non principal-protected wealth management products from two asset management companies, both of which invests mainly in coke-related futures contracts and mature on May 9, 2024. The Group has no significant influence on the two wealth management products. The initial investment principal amounted to RMB75,000,000, of which RMB50,000,000 was financed by a borrowing from a licensed financial institution secured by these wealth management products. The borrowing from the licensed financial institution carries a total expected return of 6% per annum. The fair value of the wealth management products was RMB71,940,000 on December 31, 2019, and hence a loss of RMB3,060,000 was recorded as change in fair value of the wealth management product for the year ended December 31, 2019.
- e. During the year ended December 31, 2019, the Group entered into certain futures contracts of coke, coking coal, and chemical products with licensed futures trading companies to mitigate its price risk associated with the coke, coking coal, and chemical products sold without applying hedge accounting, and recognized a gain of RMB43,804,000 arising on changes in fair value of these financial instruments in the profit or loss during the year ended December 31, 2019 (2018: RMB98,481,000).

### 24. 按公允值計入損益的金融資產／負債(續)

附註：(續)

- d. 於2019年5月9日，本集團透過兩家主要投資於焦炭相關期貨合約的資產管理公司認購兩份非保本財富管理產品，並將於2024年5月9日到期。本集團對兩種財富管理產品均無重大影響。初始投資本金為人民幣75,000,000元，其中人民幣50,000,000元來自以該等財富管理產品作抵押的自一間持牌金融機構取得的借款。自該持牌金融機構取得借款的總預期年收益率為6%。於2019年12月31日，財富管理產品的公允值為人民幣71,940,000元，因此，截至2019年12月31日止年度，財富管理產品的公允值變動錄得虧損人民幣3,060,000元。
- e. 截至2019年12月31日止年度，本集團與持牌期貨買賣公司訂立若干焦炭、焦煤及化工產品期貨合約以減輕其有關所出售焦炭、焦煤及化工產品的價格風險(並無應用套期會計)，截至2019年12月31日止年度於損益確認該等金融工具公允值變動產生的收益人民幣43,804,000元(2018年：人民幣98,481,000元)。

### 25. DEFERRED TAX

### 25. 遞延稅項

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	202,242	289,249
Deferred tax liabilities	遞延稅項負債	(36,151)	(64,866)
		<b>166,091</b>	<b>224,383</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 25. DEFERRED TAX (CONTINUED)

The components of deferred tax assets/(liabilities) recognized in the consolidated statement of financial position and the movements thereon during the current and prior years are as follows:

### 25. 遞延稅項(續)

於本年度及過往年度內綜合財務狀況表確認的遞延稅項資產/(負債)組成部分及變動如下：

		Impairment losses on receivables	Temporary differences on property, plant and equipment and intangible assets	Unused tax loss	Impairment on interest in an associate	Fair value adjustment on acquisition of a subsidiary (note)	Others	Total
		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
At January 1, 2018	於2018年1月1日	39,237	149,569	82,989	49,227	(37,097)	764	284,689
Effect arising from initial application of IFRS 9	首次應用國際財務報告準則第9號產生的影響	1,966	-	-	-	-	(500)	1,466
(Charged)/credited to profit or loss	(扣除自)/計入損益	(12,427)	27,022	(78,530)	-	768	1,395	(61,772)
At December 31, 2018	於2018年12月31日	28,776	176,591	4,459	49,227	(36,329)	1,659	224,383
(Charged)/credited to profit or loss	(扣除自)/計入損益	(14,671)	(61,168)	(4,459)	6,000	830	15,176	(58,292)
At December 31, 2019	於2019年12月31日	<b>14,105</b>	<b>115,423</b>	<b>-</b>	<b>55,227</b>	<b>(35,499)</b>	<b>16,835</b>	<b>166,091</b>

Note: Deferred tax liabilities of fair value adjustment recognized by the Group represented the fair value adjustment on prepaid lease payments arising from the business acquisitions.

附註：本集團確認的公允價值調整遞延稅項負債指對業務收購產生的預付租賃付款的公允價值調整。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 25. DEFERRED TAX (CONTINUED)

As at the end of each reporting period, the Group has unused tax losses available for offsetting against future profits as follows:

		As at December 31, 於12月31日	
		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unused tax losses	未動用稅項虧損	751,056	732,346
Less: recognized deferred asset	減：已確認遞延資產	–	(17,838)
<b>Unrecognized tax losses (note)</b>	<b>未確認稅項虧損(附註)</b>	<b>751,056</b>	<b>714,508</b>

*Note:* The use of these tax losses is subjected to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the PRC. The unrecognized tax losses will expire in five years after they are incurred. No deferred tax has been recognized due to the unpredictability of future tax profit streams. The unrecognized tax losses declared will expire in the following years:

於各報告期末，本集團未動用稅項虧損可抵銷未來溢利如下：

*附註：* 使用該等稅項虧損須經稅務機關同意並遵守中國稅法的若干規定。未確認稅項虧損將於產生後五年內到期，並確認無遞延稅項，乃由於未來稅項溢利流的不可預測性。未確認稅項虧損將於以下年度到期：

		As at December 31, 於12月31日	
		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
2019	2019年	–	20,125
2020	2020年	264,052	286,168
2021	2021年	209,202	209,202
2022	2022年	187,436	187,436
2023	2023年	11,577	11,577
2024	2024年	78,789	–
		<b>751,056</b>	<b>714,508</b>

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 25. DEFERRED TAX (CONTINUED)

As at December 31, 2019, the Group has other deductible temporary differences of approximately RMB79,581,000 (2018: RMB78,234,000), which are mainly arising from unrealised profits arising from a land transferred within the Group and impairment of trade and other receivables of certain subsidiaries. No deferred tax asset has been recognized in relation to such other deductible temporary differences as it is not probable that taxable profit will be available for offset against which the deductible temporary differences can be utilized.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from January 1, 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to RMB5,328,527,000 as at December 31, 2019 (2018: RMB4,289,199,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 25. 遞延稅項(續)

於2019年12月31日，本集團有其他可扣減暫時差額約人民幣79,581,000元(2018年：人民幣78,234,000元)，主要產生自本集團內土地轉讓所得的未變現溢利及若干附屬公司的貿易及其他應收款項減值。並無就其他可扣減暫時差額確認遞延稅項資產，乃由於應課稅溢利不大可能抵銷可動用的可扣減暫時差額。

根據中國企業所得稅法，自2008年1月1日起就中國附屬公司所購取的溢利宣派的股息徵收預扣稅。於2019年12月31日，於綜合財務報表並無就中國附屬公司保留溢利應佔暫時差額人民幣5,328,527,000元(2018年：人民幣4,289,199,000元)計提遞延稅項撥備，乃由於本集團能夠控制撥回暫時差額的時間，而暫時差額可能不會在可見未來撥回。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 26. INVENTORIES

### 26. 存貨

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Raw materials	原材料	543,057	564,484
Finished goods	製成品	186,442	191,726
Trading stocks	貿易存貨	234,180	252,825
		<b>963,679</b>	1,009,035

Details of the pledged inventories are set out in note 44.

已抵押存貨的詳情載於附註44。

### 27. OTHER RECEIVABLES/TRADE AND BILLS RECEIVABLES MEASURED AT FVTOCI

### 27. 其他應收款項／按公允值計入其他全面收益計量的貿易應收款項及應收票據

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade receivables measured at FVTOCI	按公允值計入其他全面收益計量的貿易應收款項	381,893	186,555
Bills receivables measured at FVTOCI	按公允值計入其他全面收益計量的應收票據	317,586	2,992,740
Trade and bills receivables measured at FVTOCI	按公允值計入其他全面收益計量的貿易應收款項及應收票據	699,479	3,179,295
Prepayments for raw materials	原材料的預付款項	677,109	797,252
Other deposits, prepayments and other receivables	其他按金、預付款項及其他應收款項	63,152	116,876
Loan receivables (Note)	貸款應收款項(附註)	365,000	-
Receivables for relocation compensation (Note 16)	搬遷補償應收款項(附註16)	272,087	71,374
Receivables on behalf of third parties as a trading agency	作為交易代理代表第三方應收款項	213,872	-
Deductible input Value Added Tax and prepaid other taxes and charges	可扣減輸入增值稅及預付其他稅項及費用	58,654	84,976
Less: impairment	減：減值	(49,347)	(49,014)
Other receivables	其他應收款項	1,600,527	1,021,464

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 27. OTHER RECEIVABLES/TRADE AND BILLS RECEIVABLES MEASURED AT FVTOCI (CONTINUED)

*Note:* As at 31 December 2019, loan receivable of RMB300,000,000 represents an entrusted loan to a third party through a licensed financial institution, which carries interest at 7.2% and will be matured in July 2020.

As at 1 January 2018, trade and bill receivables from contracts with customers amounted to RMB2,918,850,000.

The customers usually settle the sales by cash or bills. The credit period granted to the customers who settle in cash is usually no more than 30 days, interest free with no collateral. Aging of trade receivables based on invoice dates, which approximated the respective revenue recognition dates, are as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one month	一個月內	364,889	177,022
1 to 3 months	1至3個月	4,890	3,485
3 to 6 months	3至6個月	2,792	961
6 to 12 months	6至12個月	9,322	5,087
		<b>381,893</b>	<b>186,555</b>

No credit period is offered for sales to be settled by bills, carrying interest at market rates. Bills receivable are bank acceptance notes and the average aging based on the maturity date is from 90 days to 360 days.

Details of impairment assessment of trade and bills receivables are set out in note 41.

### 27. 其他應收款項／按公允值計入其他全面收益計量的貿易應收款項及應收票據(續)

*附註：*於2019年12月31日，應收貸款人民幣300,000,000元為通過一家持牌金融機構自第三方取得的委託貸款，該貸款的利息為7.2%，並將於2020年7月到期。

於2018年1月1日，來自客戶合約的貿易應收款項及應收票據為人民幣2,918,850,000元。

客戶通常以現金或票據結算有關銷售。本公司給予以現金結算的客戶的信貸期通常不超過30日(免息及並無抵押品)。按發票日期呈列的貿易應收款項賬齡(與相應收益確認日期相若)如下：

概無為按市場利率計息以票據結算的銷售提供信貸期。應收票據為銀行承兌票據，且基於到期日的平均賬齡一般由90天至360天。

有關貿易應收款項及應收票據減值評估的詳情載於附註41。



## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 27. OTHER RECEIVABLES/TRADE AND BILLS RECEIVABLES MEASURED AT FVTOCI (CONTINUED)

The following bills receivable as at December 31, 2019 and 2018 were transferred to banks or suppliers by discounting, pledging to banks or endorsing those receivables on a full recourse basis. As the Group has not transferred substantially all the risks and rewards relating to these receivables, it continues to recognize the full carrying amounts of the receivables and the corresponding liabilities are included in secured borrowings or trade payables, whichever is appropriate. These financial assets are carried at FVTOCI.

### 27. 其他應收款項／按公允值計入其他全面收益計量的貿易應收款項及應收票據(續)

以下為於2019年及2018年12月31日透過按附有全面追索權基準貼現、抵押該等應收款項予銀行或背書該等應收款項而轉讓予銀行或供應商的應收票據。由於本集團並無轉讓該等應收款項的絕大部分風險及回報，其繼續確認應收款項的全額賬面值及相關負債計入有抵押借款或貿易應付款項(以適用者為準)。該等金融資產按公允值計入其他全面收益。

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Carrying amount of transferred assets	已轉讓資產賬面值	159,808	2,765,994
Carrying amount of associated payables to suppliers (note 30)	相關應付供應商款項賬面值(附註30)	(159,808)	(2,596,558)
Carrying amount of associated loans (note 32)	相關貸款賬面值(附註32)	-	(169,436)
		-	-

At December 31, 2019 and 2018, bills receivable issued among subsidiaries of the Group for intra-group transactions have been discounted with full recourse to secure bank borrowings amounting RMB1,103,880,000 and RMB3,109,052,000 respectively, and these bills receivable have been eliminated in these consolidated financial statements (note 32).

於2019年及2018年12月31日，本集團附屬公司之間就集團內公司間交易發行的應收票據按附有全面追索權基準貼現以為分別為人民幣1,103,880,000元及人民幣3,109,052,000元的銀行借款作抵押，而該等應收票據已於該等綜合財務報表內對銷(附註32)。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 27. OTHER RECEIVABLES/TRADE AND BILLS RECEIVABLES MEASURED AT FVTOCI (CONTINUED)

During the reporting period, the Group has transferred substantially all the risks and rewards relating to certain bills receivable discounted to banks or endorsed to suppliers even if the banks and suppliers have the right of recourse. The Group's obligations to the corresponding counterparties were discharged in accordance with the commercial practice in the PRC and the risk of the default in payment of the endorsed and discounted bills receivable is remote because all endorsed and discounted bills receivable are issued and guaranteed by reputable banks in the PRC. As a result, the relevant assets and liabilities were derecognized and no longer included in the consolidated financial statements. The maximum exposure to the Group that may result from the default of these endorsed and discounted bills receivable at the end of each reporting period are as follows:

### 27. 其他應收款項／按公允值計入其他全面收益計量的貿易應收款項及應收票據(續)

於報告期內，本集團已轉讓有關若干貼現予銀行或背書予供應商的應收票據的絕大部分風險及回報(即使銀行和供應商有追索權)。本集團對相應交易對手的義務已按照中國商業慣例解除，已背書及已貼現應收票據的付款違約風險為微乎其微，因為所有已背書及已貼現應收票據乃由中國具信譽的銀行發行及擔保。因此，相關資產及負債已終止確認且不再包括於綜合財務報表中。於各報告期末，本集團因該等已背書及已貼現應收票據違約可能導致的最大風險如下：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Discounted bills for raising cash	已貼現票據以籌集現金	370,118	881,059
Endorsed bills for settlement of payables to suppliers	已背書票據以償付應付供應商款項	2,482,855	2,444,176
Outstanding endorsed and discounted bills receivable with recourse	具有追索權的尚未到期已背書及已貼現應收票據	2,852,973	3,325,235

The outstanding endorsed and discounted bills receivable will be matured within 12 months from each reporting date.

尚未到期的已背書及已貼現應收票據將自各報告日期起12個月內到期。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 28. RESTRICTED BANK BALANCES

The carrying amounts of the Group's restricted bank balances placed to secure various liabilities of the Group are as follows:

### 28. 受限制銀行結餘

用於擔保本集團各項負債的本集團受限制銀行結餘的賬面值如下：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Restricted bank balances to secure:	擔保的受限制銀行結餘：		
Bills payable ( <i>note</i> )	應付票據(附註)	769,018	2,505,852
Letters of credit	信用證	45,707	239,656
Futures contracts	期貨合約	119,301	148,158
Bank loans	銀行貸款	139,721	661,972
Other loans	其他貸款	–	25,659
		<b>1,073,747</b>	<b>3,581,297</b>
Analyzed for reporting purpose as:	分析作呈報用途：		
Non-current assets	非流動資產	–	128,000
Current assets	流動資產	1,073,747	3,453,297
		<b>1,073,747</b>	<b>3,581,297</b>

*Note:* Certain restricted bank balance were placed to secure bills issued among subsidiaries of the Group for intra-group transactions which have been discounted with full recourse to secure bank borrowings of RMB1,103,880,000 and RMB3,109,052,000 as at December 31, 2019 and 2018 respectively. Further details of which are set out in notes 27 and 32 respectively.

附註：部分受限制銀行結餘用於抵押本集團附屬公司就集團內公司間交易發出的票據，該等票據已予貼現，附有全面追索權，以於2019年及2018年12月31日分別抵押獲取人民幣1,103,880,000元及人民幣3,109,052,000元的銀行借款。其進一步詳情載於附註27及32。

Restricted bank balances are deposited with banks mainly in the PRC and the remittance of these funds out of the PRC is subject to the exchange restrictions imposed by the PRC government. These bank deposits carry interest at market rates ranging from 0.30% to 2.10% per annum as at December 31, 2019 (2018: 0.30% to 2.10%).

受限制銀行結餘主要存放於中國的銀行，而匯出中國的資金須受中國政府施加的匯兌限制所規限。該等銀行存款按市場利率計息，於2019年12月31日的年利率介乎0.30%至2.10%(2018年：0.30%至2.10%)。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 29. CASH AND CASH EQUIVALENTS

Bank balances, included bank deposits, carried interest at market interest rate ranging from 0.35% to 0.40% per annum as at December 31, 2019 and 2018. Bank balances and cash as at December 31, 2019 and 2018 were mainly denominated in RMB which is not a freely convertible currency in the international market and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

Denominated in the currency other than the functional currency of relevant group entities:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
United States Dollars ("USD")	美元(「美元」)	5,722	29,089
Hong Kong Dollars ("HKD")	港元(「港元」)	42,495	2,040
Others (note)	其他(附註)	175	198
		<b>48,392</b>	<b>31,327</b>

Note: Others mainly contain Euro ("EUR"), Japanese Yen ("JPY") and Renminbi.

### 29. 現金及現金等價物

於2019年及2018年12月31日，銀行結餘(包括銀行存款)按市場利率介乎每年0.35%至0.40%計息。於2019年及2018年12月31日的銀行結餘及現金主要以人民幣計值，人民幣並非在國際市場上自由兌換的貨幣，而該等資金匯出中國須受中國政府施加的匯兌限制。

以相關集團實體的功能貨幣以外的貨幣計值：

附註：其他主要包括歐元(「歐元」)、日元(「日元」)及人民幣。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 30. TRADE AND OTHER PAYABLES

### 30. 貿易及其他應付款項

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade payables	貿易應付款項	1,249,686	1,276,180
Payables to be settled by the endorsed bills receivable (note 27)	由背書應收票據償還的應付款項 (附註27)	159,808	2,596,558
Bills payable	應付票據	458,236	1,504,737
Payables on behalf of third parties as a trading agency	作為交易代理代表第三方應付款項	357,546	-
Payables for construction in progress	在建工程應付款項		
– interest-bearing	— 計息	-	96,910
– non-interest-bearing	— 不計息	469,739	613,017
Other payables and accruals	其他應付款項及應計費用	356,213	509,855
		<b>3,051,228</b>	6,597,257
Analyzed for reporting purposes as:	分析作呈報用途：		
Current liabilities	流動負債	3,051,228	6,528,943
Non-current liabilities	非流動負債	-	68,314
		<b>3,051,228</b>	6,597,257

Except for certain payables for construction in progress above due after more than one year, all trade and other payables are due within one year. The average credit period on purchases of goods is 30 to 90 days.

除上述於逾一年後到期的若干在建工程應付款項外，所有貿易及其他應付款項將於一年內到期。購買商品的平均信貸期為30至90天。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 30. TRADE AND OTHER PAYABLES (CONTINUED)

The following is an aging analysis of trade payables based on the invoice date at the end of each of the reporting period:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 3 months	3個月內	928,177	967,908
3 to 6 months	3至6個月	109,434	88,071
6 to 12 months	6至12個月	111,619	135,241
1 – 2 years	1至2年	62,155	50,109
2 – 3 years	2至3年	18,103	2,324
More than 3 years	3年以上	20,198	32,527
		<b>1,249,686</b>	1,276,180

### 31. CONTRACT LIABILITIES

Contract liabilities primarily represent advance from customers when the Group receives payments in advance of the delivery of products, and are expected to be settled within one year. For the contract liabilities as at January 1, 2018 and December 31, 2018, the entire balances were recognized as revenue to profit or loss in the next reporting year.

As at 1 January 2018, contract liabilities amounted to RMB1,117,645,000.

### 30. 貿易及其他應付款項(續)

以下乃於各報告期末按發票日期的貿易應付款項賬齡分析：

### 31. 合約負債

合約負債主要包括本集團就交付產品預收付款時來自客戶的墊款並預期於一年內結算。對於2018年1月1日及2018年12月31日的合約負債，全部結餘在下一個報告年度於損益中確認為收益。

於2018年1月1日，合約負債為人民幣1,117,645,000元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 32. BANK AND OTHER LOANS

The analysis of the carrying amount of bank and other loans is as follows:

### 32. 銀行及其他貸款

銀行及其他貸款賬面值分析如下：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Bank loans	銀行貸款		
Secured	已抵押	<b>3,146,812</b>	3,201,500
Unsecured	無抵押	<b>2,981,503</b>	1,334,499
Other loans	其他貸款		
Secured	已抵押	<b>1,090,296</b>	815,730
Unsecured	無抵押	<b>337,147</b>	260,000
Discounted bills financing (note 27)	貼現票據融資(附註27)		
- Discounted bills receivable from third parties	- 來自第三方的貼現應收票據	-	169,436
- Discounted bills receivable from subsidiaries of the Company	- 來自本公司附屬公司的貼現應收票據	<b>1,103,880</b>	3,109,052
		<b>8,659,638</b>	8,890,217

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 32. BANK AND OTHER LOANS (CONTINUED)

At the end of each of the reporting period, the bank and other loans were repayable as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 year	1年內	7,290,471	7,618,022
After 1 year but within 2 years	1年以上但2年內	1,049,375	1,191,352
After 2 years but within 5 years	2年以上但5年內	319,792	80,843
		<b>8,659,638</b>	8,890,217
Analyzed for reporting purpose as:	分析作呈報用途：		
Current liabilities	流動負債	7,290,471	7,618,022
Non-current liabilities	非流動負債	1,369,167	1,272,195
		<b>8,659,638</b>	8,890,217

Bank and other borrowings denominated in currencies other than the functional currencies of respective entities are set out below:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
USD	美元	1,424,685	375,915
EUR	歐元	116,987	117,396

### 32. 銀行及其他貸款(續)

於各報告期末，銀行及其他貸款須予償還情況如下：

以各實體的功能貨幣以外的貨幣計值的銀行及其他借款載列如下：



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 32. BANK AND OTHER LOANS (CONTINUED)

The carrying amount of the bank and other borrowings and the range of interest rates are as below:

### 32. 銀行及其他貸款(續)

銀行及其他借款的賬面值及利率範圍如下：

		As at December 31, 於12月31日			
		2019 2019年		2018 2018年	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Fixed rate bank and other borrowings	定息銀行及其他借款	5,302,791	1.50-12.00	5,861,040	1.50-12.00
Floating rate bank and other borrowings	浮息銀行及其他借款	3,356,847	3.51-11.70	3,029,177	4.35-11.81
		<b>8,659,638</b>		<b>8,890,217</b>	

The Group's variable-rate borrowings carry interest at LIBOR. Interest is reset every month.

本集團的浮息借款按倫敦銀行同業拆借利率計息。利息每月進行重置。

The secured other loans represent mortgage loans from the licensed finance companies secured by property, plant and equipment and right-of use assets, as well as loans from licensed financial institutions secured by the Group's bank deposits.

已抵押其他貸款指以物業、廠房及設備及使用權資產作抵押的持牌財務公司按揭貸款，以及以本集團銀行存款作抵押的持牌金融機構貸款。

Details of the assets pledged for securing the banking facilities of the Group are set out in Note 44.

本集團為取得銀行融資而作抵押的資產詳情載於附註44。

Except for the bank and other loans guaranteed by the related parties as detailed in note 39(d), a Group's bank loan of RMB30,000,000 as at December 31, 2019 and December 31, 2018 is fully guaranteed by an independent guarantee company, and in the meantime, the Group provides counter guarantee to the independent guarantee company for this bank loan.

除關聯方擔保的銀行及其他貸款(詳情載於附註39(d))外，於2019年12月31日及2018年12月31日的本集團銀行貸款人民幣30,000,000元由一家獨立擔保公司全部擔保，同時，本集團就該銀行貸款向獨立擔保公司提供反擔保。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 33. LEASE LIABILITIES

Lease liabilities payables:

		31/12/2019 2019年12月31日 RMB'000 人民幣千元
Within one year	1年內	19,885
Within a period of more than one year but not more than two years	1年以上但2年內	20,825
Within a period of more than two years but not more than five years	2年以上但5年內	5,359
		<b>46,069</b>
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下須於12個月內結算的金額	<b>(19,885)</b>
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下須於12個月後結算的金額	<b>26,184</b>

### 33. 租賃負債

租賃負債應付款項：

### 34. OBLIGATIONS UNDER FINANCE LEASES

		As at December 31, 2018 於2018年12月31日 RMB'000 人民幣千元
Analyzed for reporting purposes as:	分析作呈報用途：	
Current liabilities	流動負債	23,616
Non-current liabilities	非流動負債	936
		<b>24,552</b>

### 34. 融資租賃款項

The Group entered into several finance leases with the licensed financial institutions for its equipment during the year ended December 31, 2018. The average lease term for those finance leases entered is 5 years. Interest rates underlying all obligations under finance leases are fixed at the respective contract dates ranging from 9.2% to 9.6% per annum as at December 31, 2018. The Group has the options to purchase the equipment at immaterial consideration.

本集團於截至2018年12月31日止年度就其設備與持牌金融機構訂立數項融資租賃。該等融資租賃的平均租期為5年。於2018年12月31日，融資租賃下的所有款項的相關利率乃於各相關合約日期確定，介乎每年9.2%至9.6%。本集團有權選擇以極低代價購買設備。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 34. OBLIGATIONS UNDER FINANCE LEASES (CONTINUED)

The Group has obligations under finance leases repayable as follows:

### 34. 融資租賃款項(續)

本集團的融資租賃款項須予償還情況如下：

		As at December 31, 2018 於2018年12月31日	
		Present value of the minimum lease payments 最低租賃付款現值 <i>RMB'000</i> 人民幣千元	Total minimum lease payments 最低租賃付款總額 <i>RMB'000</i> 人民幣千元
Within 1 year	1年內	23,616	24,503
After 1 year but within 2 years	1年以上但2年內	936	838
		24,552	25,341
Less: Total future interest expenses	減：未來利息開支總額		(789)
Present value of lease obligations	租賃款項現值		24,552

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 35. DEFERRED INCOME

### 35. 遞延收入

		Year ended December 31, 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Government grant related to assets at the beginning of the year	於年初與資產有關的政府補助	74,050	51,791
Additions	添置	17,661	26,051
Released to profit or loss	轉至損益	(5,779)	(3,792)
At the end of the year	於年末	85,932	74,050
Analyzed for reporting purposes as:	分析作呈報用途：		
Current liabilities (included in other payables)	流動負債(計入其他應付款項)	5,911	5,347
Non-current liabilities	非流動負債	80,021	68,703
		85,932	74,050

Deferred income arising from government grants relating to assets represents the government subsidies obtained in relation to the purchase of the land use rights and the infrastructure construction, which was included in the consolidated statement of financial position as deferred income and credited to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the expected useful life of the relevant depreciable assets.

與資產有關的政府補助產生的遞延收入指有關購買土地使用權及基礎設施建設所獲政府補貼，於綜合財務狀況表入賬列為遞延收入，以直線基準按有關可折舊資產的預計可使用年期計入綜合損益及其他全面收益表。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 36. SHARE CAPITAL

### 36. 股本

		As at December 31, 於12月31日		As at December 31, 於12月31日	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		<i>Number of shares</i>	<i>Number of shares</i>	<i>HKD '000</i>	<i>HKD '000</i>
		股份數目	股份數目	千港元	千港元
Authorized	法定				
Shares of HKD0.10 each	每股0.10港元的股份				
Authorized ordinary shares:	法定普通股：				
At beginning of the year	年初	10,000,000,000	9,815,418,172	1,000,000	981,542
Conversion (note a)	轉換(附註a)	-	184,581,828	-	18,458
At end of the year	年末	10,000,000,000	10,000,000,000	1,000,000	1,000,000
Authorized Series A shares:	法定A系列股份：				
At beginning of the year	年初	-	184,581,828	-	18,458
Conversion (note a)	轉換(附註a)	-	(184,581,828)	-	(18,458)
At end of the year	年末	-	-	-	-
Issued and fully paid of ordinary shares:	已發行及繳足普通股：				
At the beginning of the year	年初	962,718,524	697,742,600	96,272	69,774
Conversion (note a)	轉換(附註a)	-	184,581,828	-	18,458
Share issued (notes b & c)	已發行股份(附註b及c)	690,000,000	80,394,096	69,000	8,040
Capitalisation of shares (note c)	股份資本化(附註c)	2,437,281,476	-	243,728	-
At the end of the year	年末	4,090,000,000	962,718,524	409,000	96,272
Issued and fully paid of Series A shares:	已發行及繳足A系列股份：				
At the beginning of the year	年初	-	184,581,828	-	18,458
Conversion (note a)	轉換(附註a)	-	(184,581,828)	-	(18,458)
At the end of the year	年末	-	-	-	-

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 36. SHARE CAPITAL (CONTINUED)

### 36. 股本(續)

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Presented in the consolidated statement of financial position as:	於綜合財務狀況表呈列為：		
At the beginning of the year	年初	87,123	80,600
Share issued	已發行股份	59,028	6,523
Capitalisation of shares (note c)	股份資本化(附註c)	208,548	-
At the end of the year	年末	354,699	87,123

#### Notes:

- a. As at December 31, 2017, the authorized share capital of the Company was HKD1,000,000,000 by the creation of 10,000,000,000 shares of a par value of HKD0.10 each divided into 9,815,418,172 ordinary Shares and 184,581,828 Series A shares. Any Series A Shares may, at the option of the holder, be converted at any time into fully paid ordinary shares. One Series A share will be converted into one ordinary share subject to adjustment in dilutive events, if any. The holders of ordinary shares and Series A shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings of the Company in accordance with the Company's Articles of Association. All ordinary shares and Series A shares rank pari passu in all respects. On April 4, 2018, the 184,581,828 Series A shares were converted to 184,581,828 ordinary shares.

#### 附註：

- a. 於2017年12月31日，藉增設10,000,000,000股每股面值0.10港元的股份，分為9,815,418,172股普通股及184,581,828股A系列股份，本公司的法定股本為1,000,000,000港元。任何A系列股份可由持有人選擇於任何時間兌換為繳足股款的普通股。一股A系列股份將兌換為一股普通股，按攤薄事件予以調整(如有)。普通股及A系列股份持有人有權收取不時宣派的股息，並有權根據本公司的組織章程細則在本公司股東大會上每股持一票。所有普通股和A系列股份在各方面享有同等地位。於2018年4月4日，該184,581,828股A系列股份兌換為184,581,828股普通股。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 36. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

- b. On April 13, 2018, 12,664,064 and 6,332,032 ordinary shares of the Company were issued for cash of USD10,000,000 and HKD39,120,000 (equivalent to RMB94,721,000) to provide additional working capital to the Company.

On May 15, 2018, 36,600,000 ordinary shares of the Company were issued for cash of USD29,845,000 (equivalent to RMB189,157,000) to provide additional working capital to the Company.

On June 20, 2018, 24,798,000 ordinary shares of the Company were issued for cash of USD19,844,000 (equivalent to RMB128,161,000) to provide additional working capital to the Company.

- c. On March 15, 2019 and April 4, 2019, the Company issued a total of 600,000,000 ordinary shares and 90,000,000 overallotment ordinary shares of HKD0.1 each at HKD2.80 each for cash by way of public offer ("Public Offer"). Based on the offer price of HKD2.80 per share, the gross proceeds received by the Company was HKD1,932,000,000 (equivalent to RMB1,648,931,000). Upon listing of the Company's shares and pursuant to the written resolution of the shareholders passed on February 20, 2019, the capitalization of HKD243,728,147.60 (equivalent to RMB208,548,000) out of the share premium account of the Company in paying up in full at par 2,437,281,476 shares for allotment and issue to the qualifying shareholders of the Company.

### 36. 股本(續)

附註：(續)

- b. 於2018年4月13日，本公司12,664,064股及6,332,032股普通股分別以現金10,000,000美元及39,120,000港元(相等於人民幣94,721,000元)發行，為本公司提供額外營運資金。

於2018年5月15日，本公司36,600,000股普通股以現金29,845,000美元(相等於人民幣189,157,000元)發行，為本公司提供額外營運資金。

於2018年6月20日，本公司24,798,000股普通股以現金19,844,000美元(相等於人民幣128,161,000元)發行，為本公司提供額外營運資金。

- c. 於2019年3月15日及2019年4月4日，本公司以公開發售(「公開發售」)方式按現金每股2.80港元合共發行600,000,000股每股面值0.1港元的普通股及90,000,000股每股面值0.1港元的超額配發普通股。基於每股2.80港元的發售價，本公司取得所得款項總額為1,932,000,000港元(相當於人民幣1,648,931,000元)。於本公司股份上市後及根據股東於2019年2月20日通過的書面決議案，將本公司股份溢價賬中243,728,147.60港元(相當於人民幣208,548,000元)資本化以按面值悉數繳足2,437,281,476股股份，以配發及發行予本公司合資格股東。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 37. RESERVES

#### Share premium

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

#### Merger reserve

The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the aggregate capital of the subsidiaries acquired pursuant to the Group Reorganization, accounted for as capital contribution from ultimate holding company under merger basis of accounting.

#### Reserve fund

The Articles of Association of certain PRC subsidiaries require the appropriation of 10% of their profit after tax each year, based on their statutory audited financial statements, to the reserve fund until the balance reaches 50% of the registered capital of the respective PRC subsidiaries. The reserve fund may be capitalized as the paid-in capital of these subsidiaries.

#### Safety fund

Pursuant to relevant PRC regulation, the Group is required to transfer 1.5% on revenue generated from the core business into a designated fund. The fund will be used for installation and repair and maintenance of safety facilities. The movements in the reporting periods represent the difference between the amounts provided based on the relevant PRC regulation and the amount utilized during the year.

### 37. 儲備

#### 股份溢價

根據開曼群島公司法(經修訂)，計入本公司股份溢價賬中的金額可分派予本公司股東，前提是緊隨建議分派股息日期後本公司將有能力在日常業務過程中償還到期債務。

#### 合併儲備

合併儲備指本公司已發行股本面值與根據本集團重組所收購附屬公司合資資本之間的差額，根據合併會計基準作為最終控股公司的注資入賬。

#### 儲備基金

若干中國附屬公司的組織章程細則要求每年根據其法定經審核財務報表將其除稅後溢利的10%撥入儲備基金，直至結餘達到相應中國附屬公司註冊資本的50%。儲備基金可資本化為該等附屬公司的實收資本。

#### 安全基金

根據相關中國法規，本集團須將核心業務產生的收益1.5%轉入指定基金。該基金將用於安全設施的安裝、維修和保養。於報告期內變動指根據中國相關法規計提的金額與年內使用金額之間的差額。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 37. RESERVES (CONTINUED)

#### Other reserve

The other reserve comprises the accumulated changes in the carrying amount of financial assets measured at FVTOCI and all foreign exchange differences arising from the translation of the financial statements of foreign operations with functional currency other than Renminbi.

### 38. EMPLOYEE RETIREMENT BENEFITS

#### Defined contribution retirement plans

Pursuant to the relevant labor rules and regulations in the PRC, the PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the "Schemes") organized by the PRC municipal government authorities whereby the Group is required to make contributions to the Schemes based on applicable rates. The municipal government authorities are responsible for the entire pension obligations payable to retired employees.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. 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 HKD1,500. Contributions to the plan vest immediately.

### 37. 儲備(續)

#### 其他儲備

其他儲備包括按公允值計入其他全面收益計量的金融資產賬面值累計變動及因人民幣以外的功能貨幣換算海外業務財務報表產生的所有外匯差額。

### 38. 僱員退休福利

#### 界定供款退休計劃

根據中國相關勞工規則及法規，本集團中國附屬公司參與由中國市政府機關經營的界定供款退休福利計劃(「該等計劃」)，據此，本集團須按適用比率向該等計劃作出供款。市政府機關負責全部應付已退休僱員的退休金責任。

本集團亦根據香港強制性公積金計劃條例為於香港僱傭條例的司法管轄權下受聘用且過往並非受界定福利退休計劃涵蓋的僱員，經營一項強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃作出供款，每月相關收入上限為1,500港元。計劃供款即時歸屬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES

During the years ended December 31, 2019 and 2018, transactions with the following parties are considered to be related party transactions:

### 39. 關聯方交易及結餘

於截至2019年及2018年12月31日止年度，與以下各方的交易被視為關聯方交易：

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Mr. Yang Xuegang 楊雪崗先生	Director and the Ultimate Controlling Shareholder 董事及最終控股股東
Ms. Lu Xiaomei 路小梅女士	The wife of Mr. Yang Xuegang 楊雪崗先生的太太
Texson 泰克森	Ultimate and immediate holding company 最終及直接控股公司
Xuyang Holding (note) (旭陽控股有限公司) 旭陽控股有限公司(附註)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制
Risun Supply Chain Management Limited (note) (旭陽供應鏈管理有限公司, formerly known as Risun Mining Co., Ltd. (前稱旭陽礦業有限公司)) 旭陽供應鏈管理有限公司(附註)(前稱旭陽礦業有限公司)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制
Beijing Risun Science and Technology Limited (note)(北京旭陽科技 有限公司, formerly known as Beijing Risun Chemicals Technology and Research Limited (前稱北京旭陽化工技術研究院有限公司)) 北京旭陽科技有限公司(附註)(前稱北京旭陽化工技術研究院有限公司)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制
Xingtai Xuyang Technology Co., Ltd. (note) (邢台旭陽科技有限公司) 邢台旭陽科技有限公司(附註)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制
Dingzhou Risun Technology Co., Ltd (note) (定州旭陽科技有限公司) 定州旭陽科技有限公司(附註)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制
Xuyang Engineering Co., Ltd. (note) (旭陽工程有限公司, formerly known as Hebei Xuyang Engineering Design Co., Ltd (前稱河北旭陽 工程設計有限公司)) 旭陽工程有限公司(附註)(前稱河北旭陽工程設計有限公司)	Controlled by Mr. Yang Xuegang 由楊雪崗先生控制

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)      39. 關聯方交易及結餘(續)

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Risun Chemicals Technology Research Co., Ltd. (note) (旭陽化學技術研究院有限公司) 旭陽化學技術研究院有限公司(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Xingtai Tianlu Real Estate Development Co., Ltd. (note) (邢台天鷲房地產開發有限公司) 邢台天鷲房地產開發有限公司(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Tangshan Risun Petroleum & Chemicals Co., Ltd. (note) (唐山旭陽石油化工有限公司) 唐山旭陽石油化工有限公司(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Beijing Zhengcheng Weiye Coal Coking Chemicals Limited (note) (北京正誠偉業煤焦化工有限公司) 北京正誠偉業煤焦化工有限公司(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Dingzhou Risun Real Estate Development Co., Ltd. (note) (定州旭陽房地產開發有限公司, formerly known as Dingzhou Tianlu Real Estate Development Co., Ltd. (前稱定州天鷲房地產開發有限公司)) 定州旭陽房地產開發有限公司(附註)(前稱定州天鷲房地產開發有限公司)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Haikou Jialin Tourism Development Co., Ltd. (note) (海口佳麟旅業發展有限公司) 海口佳麟旅業發展有限公司(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Haikou Taiyanghe Hot Spring Tourism Holiday Village (note) (海口太陽河溫泉旅遊度假村中心) 海口太陽河溫泉旅遊度假村中心(附註)	Controlled by Mr. Yang Xuegang  由楊雪崗先生控制
Tianjin Zhengcheng Import&Export Trade Co., Ltd. (note) (天津正誠進出口貿易有限公司) (“Tianjin Zhengcheng”) 天津正誠進出口貿易有限公司(附註)(「天津正誠」)	Under the significant influence of Mr. Yang Xuegang 受楊雪崗先生的重大影響
Hainan Anfu Enterprise Development Co., Ltd. (note) (海南安富實業開發有限公司) 海南安富實業開發有限公司(附註)	Under the significant influence of Mr. Yang Xuegang 受楊雪崗先生的重大影響
CNC Risun Energy 中煤旭陽能源	Joint venture of the Group 本集團的合營企業

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Risun China Gas 旭陽中燃能源	Joint venture of the Group 本集團的合營企業
Jinniu Risun Chemicals 金牛旭陽化工	Associate of the Group 本集團的聯營公司
Cabot Risun Chemicals 卡博特旭陽化工	Associate of the Group 本集團的聯營公司
Jingfu Coal 景福煤業	Associate of the Group 本集團的聯營公司

*Note:* The English translation of the names is for reference only. The official names of these entities are in Chinese.

*附註:* 名稱的英文翻譯僅供參考。該等實體的正式名稱為中文。

The Group entered into the following material related party transactions:

本集團訂立了以下重大關聯方交易：

#### (a) Key management personnel remuneration

#### (a) 主要管理人員薪酬

Remuneration for key management personnel of the Group, including amounts paid to the Directors and the other highest paid employee as disclosed in note 12, is as follows:

本集團主要管理人員的薪酬(包括附註12所披露已付董事及其他最高薪僱員的款項)如下：

		Year ended December 31, 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	18,796	15,046
Post-employment benefits	僱員退休福利	316	386
		<b>19,112</b>	15,432

Key management represents the Directors and other senior management personnel of the Group. The remuneration of key management is determined with reference to the performance of the Group and the individuals.

主要管理人員指董事及本集團其他高級管理人員。主要管理人員的薪酬乃根據本集團及個人的表現釐定。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

#### (b) Transactions with related parties

#### (b) 與關聯方的交易

		Year ended December 31, 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Purchases of goods from	購買貨品		
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	4,640	4,828
– CNC Risun Energy	– 中煤旭陽能源	729,044	738,457
– Jinniu Risun Chemicals	– 金牛旭陽化工	39,059	63,413
– Tianjin Zhengcheng	– 天津正誠	–	63,499
– Risun China Gas	– 旭陽中燃能源	516	–
Sales of goods to	銷售貨品		
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	–	40
– CNC Risun Energy	– 中煤旭陽能源	75,180	97,793
– Jinniu Risun Chemicals	– 金牛旭陽化工	830	5,350
– Cabot Risun Chemicals	– 卡博特旭陽化工	502,321	559,054
– Risun China Gas	– 旭陽中燃能源	25,181	–
Construction service and other service from	建設服務及其他服務		
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	200,054	113,895
– Risun China Gas	– 旭陽中燃能源	390	–
Provision of service to	提供服務		
– Cabot Risun Chemicals	– 卡博特旭陽化工	762	740
– CNC Risun Energy	– 中煤旭陽能源	1,904	–
– Jinniu Risun Chemicals	– 金牛旭陽化工	305	–

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

#### (b) Transactions with related parties (Continued)

#### (b) 與關聯方的交易(續)

		Year ended December 31, 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Transfer of right-of use assets to – CNC Risun Energy	轉讓使用權資產 – 中煤旭陽能源	1,222	–
Interest received from – related parties controlled by Mr. Yang Xuegang	已收利息 – 由楊雪崗先生控制的關聯方	–	58,697
– CNC Risun Energy	– 中煤旭陽能源	–	2,839
Rental income from – related parties controlled by Mr. Yang Xuegang	租金收入 – 由楊雪崗先生控制的關聯方	441	562
– CNC Risun Energy	– 中煤旭陽能源	1,411	–
Purchases of intangible assets from – related parties controlled by Mr. Yang Xuegang	購買無形資產 – 由楊雪崗先生控制的關聯方	–	20,000

The above related party transactions were conducted in accordance with terms of the relevant agreements.

上述關聯方交易乃根據相關協議條款進行。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

#### (c) Balances with related parties

#### (c) 與關聯方的結餘

At the end of each reporting period, the Group had the following balances with related parties:

於各報告期末，本集團與關聯方的結餘如下：

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Amounts due from related parties</b>	<b>應收關聯方款項</b>		
Non-trade nature	非貿易性質		
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	–	469,676
– Jingfu Coal	– 景福煤業	–	30,900
		–	500,576
Dividend receivable	應收股息		
– CNC Risun Energy	– 中煤旭陽能源	<b>131,804</b>	164,145
Trade nature	貿易性質		
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	<b>351</b>	274
– CNC Risun Energy	– 中煤旭陽能源	<b>11,268</b>	10,892
– Cabot Risun Chemicals	– 卡博特旭陽化工	<b>6,884</b>	–
– Jinniu Risun Chemicals	– 金牛旭陽化工	<b>44</b>	396
– Risun China Gas	– 旭陽中燃能源	<b>17,892</b>	–
		<b>36,439</b>	11,562
Impairment under ECL model	預期信貸虧損模式的減值	<b>(590)</b>	(1,039)
		<b>167,653</b>	675,244
Analyzed for reporting purposes as:	分析作呈報用途：		
Current portion	即期部分	<b>167,653</b>	675,244
Non-current portion	非即期部分	–	–

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

#### (c) Balances with related parties (Continued)

Aging of amounts due from related parties-trade nature net of allowance for credit losses are as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one month	一個月內	22,073	4,843
1 to 3 months	1至3個月	11,446	6,278
6 to 12 months	6至12個月	2,330	244
		<b>35,849</b>	11,365

### 39. 關聯方交易及結餘(續)

#### (c) 與關聯方的結餘(續)

應收關聯方貿易性質款項(扣除信貸虧損撥備)賬齡如下:



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

#### (c) Balances with related parties (Continued)

#### (c) 與關聯方的結餘(續)

The maximum amount outstanding during the year ended December 31, 2019 in respect of the amounts due from companies controlled by Mr. Yang Xuegang and Mr. Yang Xuegang are RMB469,950,000 and nil (2018: RMB1,788,751,000 and nil).

截至2019年12月31日止年度，應收楊雪崗先生控制公司及楊雪崗先生款項的最高未償還金額分別為人民幣469,950,000元及零(2018年：人民幣1,788,751,000元及零)。

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Amounts due to related parties</b>	<b>應付關聯方款項</b>		
Dividend payable	應付股息		
– Texson	– 泰克森	–	467,533
Trade nature	貿易性質		
– CNC Risun Energy	– 中煤旭陽能源	<b>241,793</b>	250,962
– related parties controlled by Mr. Yang Xuegang	– 由楊雪崗先生控制的關聯方	<b>37,483</b>	53,948
– Cabot Risun Chemicals	– 卡博特旭陽化工	<b>51,395</b>	7,069
– Jinniu Risun Chemicals	– 金牛旭陽化工	<b>7,395</b>	–
		<b>338,066</b>	311,979
		<b>338,066</b>	779,512
Analyzed for reporting purposes as:	分析作呈報用途：		
Current liabilities	流動負債	<b>338,066</b>	779,512

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

#### (c) Balances with related parties (Continued)

Aging of amounts due to related parties-trade nature are as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one month	一個月內	122,513	47,929
1 to 3 months	1至3個月	93,090	111,851
3 to 6 months	3至6個月	113,877	6,776
6 to 12 months	6至12個月	1,315	100
1-2 years	1至2年	5,791	145,323
2-3 years	2至3年	1,480	-
		<b>338,066</b>	<b>311,979</b>

All amounts due from/to related parties are unsecured, interest-free and repayable on demand.

### 39. 關聯方交易及結餘(續)

#### (c) 與關聯方的結餘(續)

應付關聯方貿易性質款項賬齡如下：

所有應收／應付關聯方款項為無抵押、免息及須按要求償還。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### 39. 關聯方交易及結餘(續)

(d) At the end of each reporting period, certain of the Group's bank and other loans, and bills payable included in trade and other payables were guaranteed by related parties:

(d) 於各報告期末，本集團若干銀行及其他貸款以及計入貿易及其他應付款項的應付票據由關聯方擔保：

		As at December 31, 於12月31日	
		2019	2018
		2019年	2018年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Bank and other loans, and bills payable guaranteed by Mr. Yang Xuegang:	由楊雪崗先生擔保的銀行及其他貸款以及應付票據：		
– secured	– 已抵押	–	1,384,433
– unsecured	– 無抵押	–	160,000
		–	1,544,433
Bank and other loans, and bills payable guaranteed by Mr. Yang Xuegang and Ms. Lu Xiaomei:	由楊雪崗先生及路小梅女士擔保的銀行及其他貸款以及應付票據：		
– secured	– 已抵押	–	2,096,050
– unsecured	– 無抵押	–	200,000
		–	2,296,050

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(d) (Continued)

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Bank and other loans, and bills payable guaranteed by related parties controlled by Mr. Yang Xuegang:	由楊雪崗先生控制的關聯方擔保的銀行及其他貸款以及應付票據：		
– secured	– 已抵押	–	1,291,435
Bank and other loans, and bills payable jointly guaranteed by related parties (note):	由關聯方共同擔保的銀行及其他貸款以及應付票據(附註)：		
– secured	– 已抵押	–	54,108
Secured	已抵押	–	4,826,027
Unsecured	無抵押	–	360,000
		–	5,186,027

Note: Bank and other loans, and bills payable jointly guaranteed by related parties represent loans and bills payable which are jointly guaranteed by multiple related parties, including related parties controlled by Mr. Yang Xuegang and companies under significant influence of Mr. Yang Xuegang.

附註：由關聯方共同擔保的銀行及其他貸款及應付票據指由多名關聯方(包括楊雪崗先生控制的關聯方及受楊雪崗先生重大影響的公司)共同擔保的貸款及應付票據。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

- (e) At the end of the each reporting period, the maximum liabilities of the Group under guarantees issued to banks in respect of banking facilities granted to a joint venture and a related party were as follows:

		As at December 31, 於12月31日	
		2019	2018
		2019年	2018年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Financial guarantees issued to a joint venture	向一家合營企業發出的財務擔保	<b>980,000</b>	830,000

As at December 31, 2019, the above guaranteed facilities amount utilized by the joint venture were RMB334,968,000 (2018: RMB332,570,000), respectively. In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group were insignificant at the date of issue of the financial guarantee and no provision is necessary at the end of each reporting period taking into account that the net realizable value of the pledged assets held by the banks exceed the facilities and credit granted to the relevant parties. Hence, the Directors do not consider it probable that a claim will be made against the Group under any of these guarantees.

### 39. 關聯方交易及結餘(續)

- (e) 於各報告期末，就授予一家合營企業及一名關聯方的銀行融資向銀行發出的擔保，本集團的最高負債如下：

於2019年12月31日，合營企業使用的上述擔保融資金額為人民幣334,968,000元(2018年：人民幣332,570,000元)。董事認為，於財務擔保發出日期，本集團財務擔保合約的公允值不重大，於各報告期末，經考慮銀行持有的已抵押資產的可變現淨值超過授予關聯方的融資及信貸，故毋須計提撥備。因此，董事認為本集團不大可能因上述任何擔保而被索償。

## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 39. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

- (f) During the current period, two subsidiaries of the Company, certain related parties controlled by Mr. Yang Xuegang and a third-party creditor of the Group entered into deeds of assignment pursuant to which an amount of RMB109,077,000 owed by the Group to the creditor was assigned and offset against the amounts due from related parties. Accordingly the Group derecognized payables for construction in progress of RMB109,077,000 and the amounts due from related parties of RMB109,077,000. The remaining non-trade amounts due from related parties controlled by Mr. Yang Xuegang were fully settled by cash.

In addition, Xuyang Holding and a Group's subsidiary entered into a deed of assignment pursuant to which the amount due from Jingfu Coal amounting to RMB30,900,000 was transferred to Xuyang Holding, and Xuyang Holding settled the payable to the Group amounting to RMB30,900,000 by cash on January 28, 2019.

### 40. CAPITAL MANAGEMENT

The Group's primary objectives of managing capital are to safeguard the Group's ability to continue as a going concern, and to provide returns for shareholders and benefits for other stakeholders, by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings, and makes adjustments to the capital structure in light of changes in economic conditions.

Based on recommendations of the board of directors, the Group will balance its overall capital structure through adjusting the amount of dividends paid to shareholders, issuing of new shares, raising new debt financing or selling assets to reduce debt. During the reporting period, there were no changes in the objectives, policies or processes.

The Group monitors capital with reference to its debt position. The Group's strategy was to maintain the equity and debt in a balanced position and ensure there was adequate working capital to service its debt obligation.

### 39. 關聯方交易及結餘(續)

- (f) 於本期間，本公司兩家附屬公司、由楊雪崗先生控制的若干關聯方及本集團一名第三方債權人訂立轉讓契據，據此，本集團應付債權人金額為人民幣109,077,000元的款項已轉讓及抵銷應收關聯方款項。因此，本集團終止確認在建工程應付款項人民幣109,077,000元及應收關聯方款項人民幣109,077,000元。餘下非貿易性質的應收由楊雪崗先生控制的關聯方款項已以現金全數結清。

此外，旭陽控股與本集團一家附屬公司訂立一份轉讓契據，據此，應收景福煤業款項人民幣30,900,000元已轉讓予旭陽控股，旭陽控股於2019年1月28日以現金結清應付本集團款項人民幣30,900,000元。

### 40. 資本管理

本集團管理資本的主要目的是維護其持續經營的能力，從而使其能夠透過按合理成本取得融資，繼續為股東提供回報及為其他持份者提供利益。

本集團積極及定期檢討和管理其資本架構，以在維持較高借款水平可能帶來的高股東回報取得平衡，並因應不同的經濟狀況為資本架構作出調整。

根據董事會建議，本集團將透過調整向股東派付的股息金額、發行新股、籌集新債務融資或出售資產以減少債務，藉以平衡其整體資本架構。於報告期內，並無更改目標、政策或程序。

本集團透過參考其債務狀況監察資本。本集團的策略為將權益與債項維持在一個平衡的位置，並確保擁有足夠的營運資金償還其債務。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

The carrying amounts of each of the following categories of financial assets and financial liabilities at the end of each reporting period are set out as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at FVTPL	按公允價值計入損益的金融資產	232,630	76,303
Trade and bills receivables measured at FVTOCI	按公允價值計入其他全面收益計量的貿易應收款項及應收票據	699,479	3,179,295
Financial assets at amortized cost	按攤銷成本計量的金融資產	4,507,954	5,178,618
Financial liabilities	金融負債		
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	1,866	448
Financial liabilities at amortized cost	按攤銷成本計量的金融負債	11,822,936	15,885,298

#### Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and bills receivables measured at FVTOCI, other receivables, amounts due from related parties, other long-term receivables, restricted bank deposits, cash and cash equivalents, financial liabilities at FVTPL, trade and other payables, amounts due to related parties, and bank and other loans. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### 41. 金融工具

#### 金融工具分類

以下各類別金融資產及金融負債於各報告期末的賬面值載列如下：

#### 金融風險管理目標及政策

本集團的主要金融工具包括按公允價值計入損益的金融資產、按公允價值計入其他全面收益計量的貿易應收款項及應收票據、其他應收款項、應收關聯方款項、其他長期應收款項、受限制銀行存款、現金及現金等價物、按公允價值計入損益的金融負債、貿易及其他應付款項、應付關聯方款項及銀行及其他貸款。該等金融工具的詳情於有關附註內披露。與該等金融工具相關的風險包括市場風險(利率風險、貨幣風險及其他價格風險)、信貸風險及流動資金風險。減低此等風險的政策載列於下文。管理層管理及監察此等風險，確保及時與有效地採取適當措施。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Market risk

##### Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing financial instruments. These financial instruments issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not have any specific interest rate policy except that the Group would regularly review the market interest rates to capture the potential opportunities to reduce the cost of borrowings. Accordingly, the Group will enter into interest rate swap arrangement to mitigate the interest rate risks if appropriate.

(i) Fair value interest rate risk

The Group's fair value interest rate risk relates primarily to fixed-rate bank and other loans (see note 32 for details).

(ii) Cash flow interest rate risk

The Group's cash flow interest rate risk relates primarily to bank deposits and bank and other loans, at floating interest rates. The Group currently does not have an interest rate hedging policy. However, the management will consider hedging significant interest rate risk should the need arise.

The impact on the Group's profit after taxation (and retained profits) was based on the exposure to interest rate for the floating-rate bank deposits and bank and other loans, assuming that these financial assets liabilities outstanding at the end of the reporting period was outstanding for the whole relevant period. If a 25 basis point increase or decrease in variable-rate bank deposits and a 100 basis point increase or decrease in variable-rate borrowing are used, and all other variables were held constant, the Group's profit after taxation would decrease/increase by approximately RMB21,230,000 for the year ended December 31, 2019(2018: RMB2,452,000).

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 市場風險

##### 利率風險

本集團的利率風險主要來自計息金融工具。按浮動利率及固定利率發出的金融工具分別令本集團面臨現金流量利率風險及公允值利率風險。本集團並無任何特定利率政策，惟本集團將定期檢討市場利率以把握減少借款成本的潛在機會。因此，本集團將於適當時候訂立利率掉期安排以減低利率風險。

(i) 公允值利率風險

本集團的公允值利率風險主要關於定息銀行及其他貸款(詳情請參閱附註32)。

(ii) 現金流量利率風險

本集團的現金流量利率風險主要有關銀行存款以及銀行及其他貸款(按浮息計算)。本集團目前並無利率對沖政策。然而，管理層將考慮於有需要時對沖重大利率風險。

對本集團除稅後溢利(及保留溢利)的影響乃基於浮息銀行存款以及銀行及其他貸款的利率風險，假設於報告期末未償還的該等金融資產負債在整個相關期間仍不會償還。倘浮息銀行存款的利率增加或減少25個基點，及浮息借款的利率增加或減少100個基點，且所有其他變數保持不變，則截至2019年12月31日止年度本集團的除稅後溢利將分別減少/增加約人民幣21,230,000元(2018年：人民幣2,452,000元)。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### Currency risk

The Group is exposed to currency risk primarily through bank balances and bank and other loans that are denominated in foreign currency, i.e. currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily USD, EUR and HKD.

The following table indicates the instantaneous change in the Group's profit after taxation (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 市場風險(續)

##### 貨幣風險

本集團所承受的貨幣風險主要來自以外幣(即與彼等相關業務的功能貨幣以外的貨幣)計值的銀行結餘以及銀行及其他貸款。產生此風險的貨幣主要為美元、歐元及港元。

下表列示本集團的除稅後溢利(及保留溢利)因倘本集團於報告期末承受重大風險的外幣匯率於該日出現變動而產生的即時變動(假設其他風險變數不變)。

		Year ended December 31, 截至12月31日止年度			
		2019 2019年		2018 2018年	
		Increase/ (decrease) in foreign exchange rates	(Decrease)/ increase in profit after tax and retained profits 除稅後溢利及 保留溢利 (減少)/增加 RMB'000 人民幣千元	Increase/ (decrease) in foreign exchange rates	(Decrease)/ increase in profit after tax and retained profits 除稅後溢利及 保留溢利 (減少)/增加 RMB'000 人民幣千元
USD	美元	5%	(53,210)	5%	(8,068)
Others	其他	5%	(2,994)	5%	3,467

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purposes.

上表所列的分析結果，反映著本集團各實體的除稅後溢利所受的即時影響(按其各自的功能貨幣計算，並以各報告期末的適用匯率換算為人民幣作呈列之用)所涉及的總額。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### Currency risk (Continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis during the reporting period.

##### Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The Directors do not implement specific measurements to mitigate the price risk. If the market price of the listed equity securities increased or decreased by 5%, the Group would recognize additional gains or losses of RMB2,426,000 for the year ended December 31, 2019(2018: RMB2,551,000).

The Group's commodity price risk is mainly concentrated on fluctuations in the prevailing market price of coke, coal, and refined chemical products which are the major commodities purchased, produced and sold by the Group. To minimize this risk, the Group enters into future contracts to manage the Group's exposure in relation to forecasted sales of products, forecasted purchase of raw materials and inventories. The impact of price change of future contracts are insignificant as there have been no material outstanding future contracts at the end of the each of the reporting periods.

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 市場風險(續)

##### 貨幣風險(續)

敏感度分析假設外幣匯率的變動已用於重新計量本集團所持有並於報告期末使本集團面臨外幣風險的金融工具。分析於報告期內按同一基準進行。

##### 其他價格風險

本集團因其於上市股本證券的投資而面臨股本價格風險。董事並未實施具體措施以降低價格風險。倘上市股本證券的市價上升或下跌5%，則本集團於截至2019年12月31日止年度確認額外收益或虧損為人民幣2,426,000元(2018年：人民幣2,551,000元)。

本集團的商品價格風險主要為本集團購買、生產及銷售的主要商品焦炭、煤炭及精細化工產品的現行市價波動風險。為盡量降低此風險，本集團訂立期貨合約以管理本集團有關預測產品銷售、預測原材料採購及存貨的風險。由於各報告期末並無未完成的重大期貨合約，期貨合約價格變動的影響微不足道。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to other long term receivables, other receivables, trade and bills receivables, amounts due from related parties and bank deposits. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and financial guarantee contracts.

At the end of each of the reporting period, other than financial assets whose carrying amounts best represent the maximum credit risk, the Group's maximum exposure to credit risk arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group to the related parties is disclosed in note 39(e).

The Group mainly conducted transactions with customers with good quality and long term relationship, when accepting new customers, the Group requests advanced payment before the goods delivered. In order to minimize the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

To manage risk arising from bank balances and bills receivables, the Group mainly transacts with state-owned or reputable financial institutions in Mainland China and reputable international financial institutions outside of Mainland China. There has been no recent history of default in relation to these financial institutions.

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險和減值評估

信貸風險指本集團交易對手不履行其合約責任而給本集團帶來財務虧損之風險。本集團的信貸風險主要源自其他長期應收款項、其他應收款項、貿易應收款項及應收票據、應收關聯方款項及銀行存款。本集團並無持有任何抵押品或其他信貸增強措施以保障其金融資產及財務擔保合約相關信貸風險。

於各報告期末，除其賬面值最能代表最大信貸風險的金融資產外，本集團面臨的因就有關本集團向關聯方提供的財務擔保的或然負債金額而產生的最大信貸風險在附註39(e)中披露。

本集團主要與優質且已建立長期合作關係的客戶進行交易，在接受新客戶時，本集團會要求在貨物交付前提前付款。為盡量減低信貸風險，本集團管理層已委派團隊負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期債務。

為管理來自銀行結餘及應收票據的風險，本集團主要與中國大陸國有或聲譽卓著的金融機構及中國大陸以外其他地區聲譽卓著的國際金融機構交易。該等金融機構近期並無違約記錄。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment(Continued)

To manage risk arising from trade receivable balances, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and the management performs ongoing credit evaluations of its counterparties. The credit period granted to the customers and the credit quality of these customers is assessed, which takes into account their financial position, past experience and other factors.

The Group does not have any significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The Group reassesses lifetime ECL for trade receivables and amounts due from related parties arising from contracts with customers without significant financing component to ensure that adequate impairment loss are made for significant increase in the likelihood or risk of a default occurring.

For trade receivables and amounts due from related parties of trade nature, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The ECL on these assets are assessed individually for debtors with significant balances or collectively using a provision matrix appropriate groupings. As part of the Group's credit risk management, the Group use debtors' aging to assess the impairment for its customers because its customers consists of a large number of customers which share common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The estimated loss rates are estimated on historical observed default rates over the expected life of the debtors and are adjusted using forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險和減值評估(續)

為管理來自貿易應收款項結餘的風險，本集團已制定政策確保向信貸記錄妥當的交易對手授予信貸期，而管理層會持續評估交易對手的信用。授予客戶的信貸期及此等客戶的信貸質素將就其財務狀況、過往經驗及其他因素進行評估。

本集團並無面對重大集中信貸風險，有關風險分佈於大量交易對手及客戶。

本集團就並無重大融資成分的貿易應收款項及自客戶合約產生的應收關聯方款項重估全期預期信貸虧損，以確保就違約發生的可能性或風險大幅增加作出足夠減值虧損。

就貿易應收款項及應收關聯方貿易性質款項而言，本集團採用國際財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。該等資產的預期信貸虧損對於結餘重大的應收款項進行個別評估或使用具有適當分組的撥備矩陣而進行集體評估。作為本集團信貸風險管理的一部分，本集團使用應收款項賬齡來評估客戶的減值，原因為本集團客戶包括大量客戶，其根據合約條款具有代表客戶支付所有到期金額能力的共同風險特徵。估計虧損率乃根據應收款項預期年期的歷史觀察違約率估計，並通過使用無需過多的成本或努力即可獲得的前瞻性資料獲得調整。管理層定期審查分組，以確保更新有關特定債務人的相關資訊。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment

For all other instruments including bills receivable, other receivables, other long term receivables and amounts from related parties of non-trade nature, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognizes lifetime ECL. The Group has assessed and concluded that the risk of default rate for these instruments are steady based on the Group's assessment of the financial health of the counterparties except for a loan to the third party amounting to RMB35,000,000 as at December 31, 2019, which was past due 180 days and considered as credit-impaired by the Directors.

The tables below detail the credit risk exposures of the Group's trade and other receivables and amounts due from related parties, which are subject to ECL assessment:

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險和減值評估

就所有其他工具(包括應收票據、其他應收款項、其他長期應收款項及應收關聯方非貿易性質款項)而言，本集團計量的虧損撥備乃基於12個月預期信貸虧損計算，除非自初始確認後信貸風險顯著增加，本集團確認全期預期信貸虧損。本集團已評估及總結該等工具的違約率風險穩定，乃基於本集團對交易對手的財務穩健狀況評估，惟一項提供予第三方的貸款除外，於2019年12月31日，該項貸款的金額為人民幣35,000,000元，已逾期180天，並被董事視為已發生信貸減值。

下表詳細載列本集團貿易及其他應收款項以及應收關聯方款項的信貸風險(須進行預期信貸虧損評估)：

	Notes 附註	Internal credit		2019		2018	
		rating	12-month or lifetime ECL	Gross carrying amount		Gross carrying amount	
		內部信貸評級	12個月或全期預期信貸虧損	2019年總賬面值		2018年總賬面值	
			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	
<b>Financial assets at amortised cost</b>							
<b>按攤銷成本計量的金融資產</b>							
Other receivables	27	Note	12-month ECL	879,111		162,557	
其他應收款項		附註	12個月預期信貸虧損				
			Credit-impaired (individually)	35,000	914,111	25,693	188,250
			信貸減值(個別)				

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Credit risk and impairment assessment (Continued)

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 信貸風險和減值評估(續)

	Notes 附註	Internal credit		2019		2018	
		rating	12-month or lifetime ECL	Gross carrying amount		Gross carrying amount	
		內部信貸評級	12個月或全期預期信貸虧損	2019年總賬面值		2018年總賬面值	
				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
Amounts due from related parties* 應收關聯方款項*	39	Note 附註	12-month ECL 12個月預期信貸虧損 Lifetime ECL (provision matrix) 全期預期信貸虧損(撥備矩陣)	131,804		664,721	
				36,439	168,243	11,562	676,283
Other long-term receivables 其他長期應收款項	23	Note 附註	12-month ECL 12個月預期信貸虧損	1,350,000	1,350,000	28,056	28,056
<b>Financial assets at FVTOCI</b>							
按公允值計入其他全面收益的金融資產							
Trade receivables 貿易應收款項	27		Lifetime ECL (provision matrix) 全期預期信貸虧損(撥備矩陣) Credit-impaired (individually) 信貸減值(個別)	385,172		188,043	
				24,522	409,694	85,346	273,389
Bills receivable 應收票據	27	Note 附註	12-month ECL 12個月預期信貸虧損	317,586	317,586	2,992,740	2,992,740

\* The gross carrying amounts disclosed above include both trade nature receivables and non-trade nature receivables. All trade nature receivables are applying lifetime ECL.

\* 上文所披露的總賬面值包括貿易性質應收款項及非貿易性質應收款項。所有貿易性質應收款項一直採用全期預期信貸虧損。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Credit risk and impairment assessment (Continued)

Note:

For the purposes of internal credit risk management, the Group uses past due information or other relevant information available without undue cost or effort to assess whether credit risk has increased significantly since initial recognition.

2019

		Past due 逾期 RMB'000 人民幣千元	Not past due/ No fixed repayment terms 並無逾期/ 並無固定還款期限 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bills receivable	應收票據	–	317,586	317,586
Amounts due from related parties	應收關聯方款項	–	168,243	168,243
Other receivables	其他應收款項	35,000	879,111	914,111
Other long-term receivables	其他長期應收款項	–	1,350,000	1,350,000

2018

		Past due 逾期 RMB'000 人民幣千元	Not past due/ No fixed repayment terms 並無逾期/ 並無固定還款期限 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bills receivable	應收票據	–	2,992,740	2,992,740
Amounts due from related parties	應收關聯方款項	–	676,283	676,283
Other receivables	其他應收款項	25,693	162,557	188,250
Other long-term receivables	其他長期應收款項	–	28,056	28,056

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 信貸風險和減值評估(續)

附註：

就內部信貸風險管理而言，本集團採用逾期資料或毋須花費不必要成本或精力即可獲得的其他相關資料評估信貸風險是否自初始確認起已大幅增加。

2019年

2018年

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognized for trade receivables and amounts due from related parties of trade nature under the simplified approach:

		Lifetime ECL (not credit impaired) 全期預期信貸虧損 (並無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit impaired) 全期預期信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at January 1, 2018	於2018年1月1日	5,243	104,592	109,835
- Transfer to credit impaired	- 轉撥至信貸減值	(120)	120	-
- Impairment losses recognized	- 已確認的減值虧損	1,685	180	1,865
- Impairment losses reversed	- 已撥回的減值虧損	(5,123)	(19,546)	(24,669)
As at December 31, 2018	於2018年12月31日	1,685	85,346	87,031
- Transfer to credit impaired	- 轉撥至信貸減值	(397)	397	-
- Impairment losses recognized	- 已確認的減值虧損	2,860	-	2,860
- Impairment losses reversed	- 已撥回的減值虧損	(262)	(17,408)	(17,670)
- Impairment losses written off	- 已撇銷的減值虧損	(17)	(43,813)	(43,830)
As at December 31, 2019	於2019年12月31日	<b>3,869</b>	<b>24,522</b>	<b>28,391</b>

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 信貸風險和減值評估(續)

下表列示已根據簡化方法就貿易應收款項及應收關聯方貿易性質款項確認的全期預期信貸虧損變動：



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Credit risk and impairment assessment (Continued)

The following table details the risk profile of trade receivables and amounts due from related parties of trade nature based on the Group's provision matrix.

Gross carrying amount of trade receivables and amounts due from related parties of trade nature

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 信貸風險和減值評估(續)

下表詳細載列基於本集團撥備矩陣的貿易應收款項及應收關聯方貿易性質款項的風險狀況。

貿易應收款項及應收關聯方貿易性質款項總賬面值

		As at December 31, 2019 於2019年12月31日		As at December 31, 2018 於2018年12月31日	
		Average loss rate 平均虧損率	Gross carrying amounts 總賬面值 RMB'000 人民幣千元	Average loss rate 平均虧損率	Gross carrying amounts 總賬面值 RMB'000 人民幣千元
Within 1 month	1個月內	0.16%	386,963	0.16%	182,153
1 to 3 months	1至3個月	2.80%	16,337	1.96%	9,958
4 to 6 months	4至6個月	12.04%	5,713	11.33%	1,359
7 to 12 months	7至12個月	16.71%	12,598	17.08%	6,135
			<b>421,611</b>		199,605

As at December 31, 2019, the Group provided RMB3,869,000 (2018: RMB1,685,000) impairment allowance for trade receivables and amounts due from related parties of trade nature based on the provision matrix. In addition, as at December 31, 2019, debtors with balances from trade receivables amounting to RMB24,522,000 (2018: RMB85,346,000) were assessed individually and impairment allowance of RMB24,522,000 (2018: RMB85,346,000) were made.

於2019年12月31日，本集團按照撥備矩陣就貿易應收款項及應收關聯方貿易性質款項計提人民幣3,869,000元(2018年：人民幣1,685,000元)減值撥備。此外，於2019年12月31日，本集團就貿易應收款項中有結餘的應收款項人民幣24,522,000元(2018年：人民幣85,346,000元)進行個別評估，並計提減值撥備人民幣24,522,000元(2018年：人民幣85,346,000元)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Credit risk and impairment assessment (Continued)

The following table shows reconciliation of loss allowances that have been recognized for bills receivables, other receivables, amounts due from related parties of non-trade nature:

		12-month ECL	Lifetime ECL (not credit impaired)	Lifetime ECL (credit impaired)	Total
		12個月預期 信貸虧損	全期預期 信貸虧損 (並無信貸減值)	全期預期 信貸虧損 (信貸減值)	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
As at January 1, 2018	於2018年1月1日	2,621	-	55,224	57,845
- Impairment losses reversed	- 已撥回的減值虧損	(1,779)	-	(31,690)	(33,469)
As at December 31, 2018	於2018年12月31日	842	-	23,534	24,376
- Impairment losses recognized	- 已確認的減值虧損	14,211	-	24,555	38,766
- Impairment losses reversed	- 已撥回的減值虧損	(842)	-	(29,092)	(29,934)
As at December 31, 2019	於2019年12月31日	<b>14,211</b>	<b>-</b>	<b>18,997</b>	<b>33,208</b>

As at December 31, 2019, amounts due from related parties of non-trade nature amounting to RMB131,804,000 (2018: RMB664,721,000) were assessed individually and no impairment allowance (2018: RMB842,000) were made on these debtors.

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 信貸風險和減值評估(續)

下表列示已就應收票據、其他應收款項及應收關聯方非貿易性質款項確認的虧損撥備對賬：

於2019年12月31日，本集團就應收關聯方非貿易性質款項人民幣131,804,000元(2018年：人民幣664,721,000元)進行個別評估，並未就應收款項計提減值撥備(2018年：人民幣842,000元)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk

The Directors are responsible for the Group's cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities and lease liabilities obligation under finance leases, 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:

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 流動資金風險

董事負責本集團的現金管理，包括現金盈餘的短期投資及籌集貸款以應付預期現金需求。本集團的政策為定期監察流動資金需求及遵守放款契諾，以確保其維持足夠現金儲備及來自主要金融機構的充足承諾資金額度，以應付其長短期的流動資金需求。

下表就本集團於報告期末金融負債及融資租賃的租賃負債款項的尚餘合約期限作出分析，有關期限乃按合約未貼現現金流量(包括使用合約利率計算的利息付款；倘為浮息，則按報告期末當時的利率計算)以及本集團可能須付款的最早日期計算：

		As at December 31, 2019 於2019年12月31日					
		Contractual undiscounted cash outflows 合約未貼現現金流出					
	Weighted average interest rate 加權平均利率	Within 1 year or on demand 1年內或按要求	More than 1 year but less than 2 years 多於1年但少於2年	More than 2 years but less than 5 years 多於2年但少於5年	Total 總計	Carrying amount 賬面值	
	%	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	RMB'000 人民幣千元	
Trade and other payables 貿易及其他應付款項	N/A 不適用	2,830,710	-	-	2,830,710	2,830,710	
Interest-bearing bank and other loans 計息銀行及其他貸款	5.44%	7,574,921	1,101,245	336,781	9,012,947	8,659,638	
Amounts due to related parties 應付關聯方款項	N/A 不適用	332,588	-	-	332,588	332,588	
Lease liabilities 租賃負債	4.63%	21,600	21,600	5,400	48,600	46,069	
Financial guarantee contracts 財務擔保合約	N/A 不適用	980,000	-	-	980,000	-	
		11,739,819	1,122,845	342,181	13,204,845	11,869,005	

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Liquidity risk (Continued)

		As at December 31, 2018 於2018年12月31日					
		Contractual undiscounted cash outflows 合約未貼現現金流出					
	Weighted average interest rate 加權平均 利率 %	Within 1 year or on demand 1年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 多於1年 但少於2年 RMB'000 人民幣千元	More than 2 years but less than 5 years 多於2年 但少於5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	
Trade and other payables	貿易及其他應付款項	N/A不適用	6,118,659	-	-	6,118,659	6,118,659
Interest-bearing bank and other loans	計息銀行及其他貸款	5.26%	7,997,289	1,234,632	83,310	9,315,231	8,890,217
Amounts due to related parties	應付關聯方款項	N/A不適用	779,512	-	-	779,512	779,512
Obligation under finance leases	融資租賃款項	9.44%	24,503	838	-	25,341	24,552
Interest-bearing payables for construction in progress	計息在建工程應付款項	6.18%	35,653	39,015	34,409	109,077	96,910
Financial guarantee contracts	財務擔保合約	N/A不適用	830,000	-	-	830,000	-
			15,785,616	1,274,485	117,719	17,177,820	15,909,850

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on the expectations at the end of each reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, these estimates are subject to change depending on the probability of the counterparties claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 流動資金風險(續)

上述財務擔保合約金額為本集團根據全數擔保金額安排在擔保的對手方申索該金額情況下可能需要結付的最高金額。基於各報告期末的預期，本集團認為很有可能根據該安排將毋須支付任何金額。然而，該等估計或會因對手方根據擔保提出申索的可能性而有變，而提出申索的可能性則取決於對手方所持獲擔保的財務應收款項出現信貸虧損的可能性。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Fair values

(i) Financial instruments carried at fair value

The Group measures its following financial instruments at fair value at the end of each of the reporting period on a recurring basis:

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 公允值

(i) 按公允值列賬的金融工具

本集團於各報告期末按經常性基準按公允值計量其以下金融工具：

	Fair value 公允值		Fair value hierarchy 公允值層級	Valuation technique and key input 估值方法及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據
	As at December 31, 於12月31日	2018 2019年			
	2019 2019年	2018 2018年			
	RMB'000 人民幣千元	RMB'000 人民幣千元			

#### Financial assets 金融資產

Unlisted equity securities 非上市股本證券	51,333	25,000	Level 3 第三級	Fair values are estimated based on the comparable listed company's P/B ratio and a liquidity discount 公允值乃基於可比上市公司的市淨率及流動性折現率估計	Liquidity discount rate 流動性折現率
Private equity investment fund 私募股本投資基金	50,322	–	Level 3 第三級	Fair values are estimated based on the net asset value of underlying investments 公允值乃基於相關投資的資產淨值估計	Net assets value of underlying investments 相關投資的資產淨值
Trade receivables 貿易應收款項	381,893	186,555	Level 2 第二級	Fair values are estimated based on the present value of the contracted cash inflow at the discount rate that reflects the market credit risk 公允值乃基於合約現金流入按反映市場信貸風險的貼現率計算的現值估計	N/A 不適用
Bills receivables 應收票據	317,586	2,992,740	Level 2 第二級	Fair values are estimated based on the present value of the contracted cash inflow at the discount rate that reflects the market credit risk 公允值乃基於合約現金流入按反映市場信貸風險的貼現率計算的現值估計	N/A 不適用

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Fair values (Continued)

(i) Financial instruments carried at fair value (Continued)

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 公允值(續)

(i) 按公允值列賬的金融工具(續)

	Fair value 公允值		Fair value hierarchy 公允值層級	Valuation technique and key input 估值方法及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據
	As at December 31, 於12月31日				
	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元			
Listed equity securities 上市股本證券	48,510	51,017	Level 1 第一級	Fair values are calculated based on the quoted prices in an active market 公允值乃基於活躍市場上的報價計算	N/A 不適用
Wealth management product 財富管理產品	71,940	-	Level 2 第二級	Fair values are determined with reference to the quoted prices provided by financial institutions 公允值乃經參考金融機構提供的報價釐定	N/A 不適用
Futures contracts 期貨合約	33	-	Level 1 第一級	Fair values are derived from quoted bid prices in an active market 公允值乃來自活躍市場的買入報價	N/A 不適用
Held-for-trading non-derivative financial assets 持作買賣非衍生金融資產	10,492	286	Level 1 第一級	Fair values are derived from quoted bid prices in an active market 公允值乃來自活躍市場的買入報價	N/A 不適用
<b>Financial liabilities</b> <b>金融負債</b>					
Futures contracts 期貨合約	1,866	448	Level 1 第一級	Fair values are derived from quoted bid prices in an active market 公允值乃來自活躍市場的買入報價	N/A 不適用

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial risk management objectives and policies (Continued)

##### Fair values (Continued)

(i) Financial instruments carried at fair value (Continued)

The Group's investments in unlisted equity securities which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB51,333,000 as at December 31, 2019. The significant unobservable input is the liquidity discount rate. The higher liquidity discount rate, the lower fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the liquidity discount rate, holding all other variables constant, the carrying amounts of the investments would decrease/increase by RMB1,957,000 as at December 31, 2019.

The Group's investments in private equity fund which were classified as financial assets at FVTPL under level 3 hierarchy amounted to RMB50,322,000 as at December 31, 2019. The significant unobservable input is the net assets value of underlying investments. The higher net assets value of underlying investments, the higher fair value of the financial assets at FVTPL will be. A 5% increase/decrease in the net assets value of underlying investments, holding all other variables constant, the carrying amounts of the investments would increase/decrease by RMB2,516,000 as at December 31, 2019.

There were no transfers between level 1 and level 2 during the reporting period.

### 41. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 公允值(續)

(i) 按公允值列賬的金融工具(續)

於2019年12月31日，分類為第三級按公允值計入損益的金融資產的本集團非上市股本證券投資為人民幣51,333,000元。重大不可觀察輸入數據為流動性折現率。流動性折現率越高，按公允值計入損益的金融資產的公允值越低。假設流動性折現率增加／減少5%，而所有其他變量不變，則2019年12月31日該等投資的賬面值減少／增加人民幣1,957,000元。

於2019年12月31日，分類為第三級按公允值計入損益的金融資產的本集團私募股本基金投資為人民幣50,322,000元。重大不可觀察輸入數據為相關投資的資產淨值。相關投資的資產淨值越高，按公允值計入損益的金融資產的公允值越高。相關投資的資產淨值增加／減少5%，而所有其他變量不變，則2019年12月31日該等投資的賬面值增加／減少人民幣2,516,000元。

於報告期內，第一級與第二級之間並無轉撥。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 41. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies  
(Continued)

#### Fair values (Continued)

(ii) Reconciliation of level 3 measurements

The following table represents the reconciliation of level 3 measurements throughout the reporting period.

		Private equity fund 私募股本基金 RMB'000 人民幣千元	Unlisted equity securities 非上市股本證券 RMB'000 人民幣千元	Structured trust product 結構性信託產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at January 1, 2018	於2018年1月1日	-	25,000	31,220	56,220
Redemption	贖回	-	-	(31,220)	(31,220)
As at December 31, 2018	於2018年12月31日	-	25,000	-	25,000
Purchase	購買	50,000	-	-	50,000
Transfer from other long term receivables and prepayments	轉撥自其他長期應收款項及預付款項	-	25,000	-	25,000
Fair value change in current year	本年度公允值變動	322	1,333	-	1,655
As at December 31, 2019	於2019年12月31日	50,322	51,333	-	101,655

(iii) Fair values of financial instruments carried at other than fair value

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximate their fair values due to short maturity and floating interest rates, as appropriate.

### 41. 金融工具(續)

金融風險管理目標及政策(續)

#### 公允值(續)

(ii) 第三級計量的對賬

下表顯示於整個報告期第三級計量的對賬。

(iii) 並非按公允值列賬的金融工具的公允值

董事認為，由於到期日較短及浮動利率(如適用)，綜合財務報表中按攤銷成本記錄的金融資產及金融負債的賬面值與彼等公允值相若。



## Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

### 42. 融資活動產生的負債對賬

下表詳列本集團自融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債乃指其現金流量及未來現金流量於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		Interest-bearing bank and other loans	Amounts due to related parties non-trade	Lease liabilities/Obligation under finance leases	Interest and dividend payable	Accrued issue cost	Total
		計息銀行及其他貸款	應付關聯方非貿易款項	租賃負債/融資租賃款項	應付利息及股息	應計發行成本	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
At January 1, 2018	於2018年1月1日	9,780,212	-	56,576	2,573	2,052	9,841,413
Net financing cash flows	融資現金流量淨額	(901,437)	(81,200)	(32,024)	(629,878)	-	(1,644,539)
Bill receivables discounted (note)	貼現應收票據(附註)	(4,793)	-	-	-	-	(4,793)
Dividend payable	應付股息	-	548,733	-	24,731	-	573,464
Finance costs	融資成本	-	-	-	596,765	-	596,765
Interest accrual – capitalized	應計利息—資本化	-	-	-	17,120	-	17,120
Issue costs accrued	應計發行成本	-	-	-	-	4,346	4,346
Exchange difference	匯兌差額	16,235	-	-	-	-	16,235
At December 31, 2018	於2018年12月31日	8,890,217	467,533	24,552	11,311	6,398	9,400,011
Net financing cash flows	融資現金流量淨額	<b>(77,912)</b>	<b>(467,533)</b>	<b>(49,920)</b>	<b>(1,376,526)</b>	<b>1,595,439</b>	<b>(376,452)</b>
Bill receivables discounted (note)	貼現應收票據(附註)	<b>(169,436)</b>	-	-	-	-	<b>(169,436)</b>
Dividend payable	應付股息	-	-	-	<b>888,088</b>	-	<b>888,088</b>
An new lease entered	新訂租賃	-	-	<b>60,391</b>	-	-	<b>60,391</b>
Finance costs	融資成本	-	-	<b>11,046</b>	<b>454,533</b>	-	<b>465,579</b>
Interest accrual – capitalized	應計利息—資本化	-	-	-	<b>24,627</b>	-	<b>24,627</b>
Issue costs accrued	應計發行成本	-	-	-	-	<b>47,094</b>	<b>47,094</b>
Share issued	已發行股份	-	-	-	-	<b>(1,648,931)</b>	<b>(1,648,931)</b>
Exchange difference	匯兌差額	<b>16,769</b>	-	-	-	-	<b>16,769</b>
At December 31, 2019	於2019年12月31日	<b>8,659,638</b>	-	<b>46,069</b>	<b>2,033</b>	-	<b>8,707,740</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

*Note:* During each reporting period, the Group has discounted bills receivable from third parties to banks for short term financing. The relevant cash flows of these borrowings are presented as operating cash flows in the consolidated statement of cash flows as the Directors consider the cash flows are in substance, the receipts from trade customers.

### 43. COMMITMENTS

(a) Capital commitments outstanding at the end of each reporting period not provided for in the consolidated financial statements were as follows:

	As at December 31, 於12月31日	
	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Capital expenditure in respect of the acquisition of property, plant and equipment	2,871,642	128,404

### 44. PLEDGE OF ASSETS

At the end of each of the reporting period, in addition to the discounted bills securing the Group's bank borrowings as disclosed in note 27, and property, plant and equipment pledged for payables for construction in progress as disclosed in note 30, certain Group's assets were pledged to secure banking facilities granted to the Group and their carrying amounts are as follows:

		As at December 31, 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,576,561	3,354,204
Right-of-use assets	使用權資產	772,004	-
Prepaid lease payments	預付租賃款項	-	737,389
Inventories	存貨	216,670	236,184
Restricted bank deposits	受限制銀行存款	954,446	3,433,139
		<b>5,519,681</b>	<b>7,760,916</b>

### 42. 融資活動產生的負債對賬(續)

*附註：* 於各報告期間，本集團已將應收第三方票據貼現予銀行，以進行短期融資。該等借款的相關現金流量於綜合現金流量表呈列為經營現金流量，因董事認為現金流量實質上為自貿易客戶收取的款項。

### 43. 承擔

(a) 於各報告期末並未於綜合財務報表中作出撥備的未履行資本承擔如下：

### 44. 資產抵押

於各報告期末，除附註27所披露作為本集團銀行借款抵押的貼現票據以及附註30所披露作為在建工程應付款項抵押的物業、廠房及設備外，本集團若干資產已抵押為授予本集團銀行融資作擔保，而其賬面值如下：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 45. INTERESTS IN SUBSIDIARIES

As at the date of this report, the Company has direct and indirect interests in the following subsidiaries, all of which are private companies, particulars of which are set out below:

### 45. 於附屬公司的權益

於本報告日期，本公司於以下附屬公司擁有直接及間接權益，該等公司均為私人公司，有關資料載列如下：

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/成立地點及日期	Class of shares held 所持股份類別	Shareholding/equity interest attributable to the Company 本公司應佔股權比例		Principal activity 主要業務
			as of December 31, 於12月31日 2019 2019年	2018 2018年	
Xingtai Risun Trading Limited ("Xingtai Risun Trading", formerly known as Xingtai Risun Coking Limited) (邢台旭陽貿易有限公司) (notes (i) and (iv))	The PRC/May 12, 1995	Paid-in capital RMB94,750,000	100%	100%	Trading of coke, coking chemicals and refined chemicals
邢台旭陽貿易有限公司(「邢台旭陽貿易」，前稱邢台旭陽焦化有限公司) (附註(i)及(iv))	中國/ 1995年5月12日	實繳股本人民幣 94,750,000元			買賣焦炭、焦化產品及精細化工產品
Hebei Risun Energy Limited ("Hebei Risun Energy", formerly known as Hebei Risun Coking Limited) (河北旭陽能源有限公司) (notes (i) and (iv))	The PRC/October 30, 2003	Paid-in capital RMB1,000,000,000	100%	100%	Production of coke and coking chemicals
河北旭陽能源有限公司(「河北旭陽能源」，前稱河北旭陽焦化有限公司) (附註(i)及(iv))	中國/ 2003年10月30日	實繳股本人民幣 1,000,000,000元			生產焦炭及焦化產品
Xingtai Risun Coal Chemicals Limited ("Xingtai Risun Coal Chemicals") (邢台旭陽煤化工有限公司) (notes (ii) and (iv))	The PRC/April 7, 2006	Paid-in capital RMB510,000,000	100%	100%	Production of refined chemicals
邢台旭陽煤化工有限公司(「邢台旭陽煤化工」) (附註(ii)及(iv))	中國/ 2006年4月7日	實繳股本人民幣 510,000,000元			生產精細化工產品
China Risun Group (Hong Kong) Limited ("Hong Kong Risun", formerly known as Risun Coal Chemicals Group Limited and Sky Hero Resources Limited)	Hong Kong/March 5, 2007	Ordinary share HKD1	100%	100%	Investment holding and trading of coke, coking chemicals and refined chemicals
中國旭陽集團(香港)有限公司(「香港旭陽」，前稱旭陽煤化工集團有限公司及天雄資源有限公司)	香港/ 2007年3月5日	普通股1港元			投資控股及買賣焦炭、焦化產品及精細化工產品
Dingzhou Tianlu New Energy Limited ("Dingzhou Tianlu New Energy") (定州天鷲新能源有限公司) (note (iv))	The PRC/April 9, 2007	Paid-in capital RMB200,000,000	100%	100%	Production of refined chemicals
定州天鷲新能源有限公司(「定州天鷲新能源」) (附註(iv))	中國/ 2007年4月9日	實繳股本人民幣 200,000,000元			生產精細化工產品

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 45. INTERESTS IN SUBSIDIARIES (CONTINUED)

### 45. 於附屬公司的權益(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/成立地點及日期	Class of shares held 所持股份類別	Shareholding/equity interest attributable to the Company as of December 31, 本公司應佔股權比例 於12月31日		Principal activity 主要業務
			2019 2019年	2018 2018年	
Golden Sino Enterprises Limited ("Golden Sino") (note (iii))	BVI/November 1, 2007	Ordinary share USD1	100%	100%	Investment holding
Golden Sino Enterprises Limited (「Golden Sino」) (附註(iii))	英屬處女群島/ 2007年11月1日	普通股1美元			投資控股
Beijing Risun Hongye Chemicals Company Limited ("Beijing Risun Hongye") (北京旭陽宏業化工有 限公司) (notes (ii) and (iv))	The PRC/February 2, 2008	Paid-in capital RMB500,000,000	100%	100%	Trading of coke, coking chemicals and refined chemicals
北京旭陽宏業化工有限公司(「北京旭陽宏業」)(附註 (ii)及(iv))	中國/ 2008年2月2日	實繳股本人民幣 500,000,000元			買賣焦炭、焦化產品及精 細化工產品
Tangshan Risun Chemicals Limited ("Tangshan Risun Chemicals") (唐山旭陽化工有限公司) (notes (i) and (iv))	The PRC/October 17, 2008	Paid-in capital RMB495,000,000	100%	100%	Production of refined chemicals
唐山旭陽化工有限公司(「唐山旭陽化工」)(附註(i)及 (iv))	中國/ 2008年10月17日	實繳股本人民幣 495,000,000元			生產精細化工產品
Risun Group Limited ("Risun Group", formerly known as Risun Chemicals Limited) (旭陽集團 有限公司) (Notes (i) and (iv))	The PRC/January 8, 2010	Paid-in capital RMB4,898,794,000	100%	100%	Investment holding
旭陽集團有限公司(「旭陽集團」, 前稱旭陽化工有限 公司)(附註(i)及(iv))	中國/ 2010年1月8日	實繳股本人民幣 4,898,794,000元			投資控股
Cangzhou Risun (滄州旭陽化工有限公司) (notes (ii) and (iv))	The PRC/June 27, 2011	Paid-in capital USD151,600,000	89.92%	89.92%	Production of refined chemicals
滄州旭陽化工(附註(ii)及(iv))	中國/ 2011年6月27日	實繳股本151,600,000 美元			生產精細化工產品
Risun Global Limited ("Risun Global", formerly known as Good City (Hong Kong) Limited)	Hong Kong/July 19, 2013	Ordinary share HKD3,000,000	100%	100%	Trading of coke, coking chemicals and refined chemicals
旭陽國際有限公司(「旭陽國際」, 前稱益城(香港)有 限公司)	香港/ 2013年7月19日	普通股3,000,000港元			買賣焦炭、焦化產品及精 細化工產品
Xingtai Risun Chemicals Limited ("Xingtai Risun Chemicals") (邢台旭陽化工有限公司) (notes (i) and (iv))	The PRC/March 17, 2014	Paid-in capital RMB218,520,000	100%	100%	Production of refined chemicals
邢台旭陽化工有限公司(「邢台旭陽化工」) (附註(i)及(iv))	中國/ 2014年3月17日	實繳股本人民幣 218,520,000元			生產精細化工產品

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 45. INTERESTS IN SUBSIDIARIES (CONTINUED)

### 45. 於附屬公司的權益(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/成立地點及日期	Class of shares held 所持股份類別	Shareholding/equity interest attributable to the Company 本公司應佔股權比例		Principal activity 主要業務
			as of December 31, 於12月31日 2019 2019年	2018 2018年	
Tangshan Risun Aromatics Hydrocarbon Limited (唐山旭陽芳烴產品有限公司) (notes (iv) and (iii)) 唐山旭陽芳烴產品有限公司(附註(iv)及(iii))	The PRC/December 8, 2017 中國/ 2017年12月8日	Paid-in capital RMB378,330,000 實繳股本人民幣 378,330,000元	<b>100%</b>	100%	Production of refined chemicals 生產精細化工產品
Ruyang Tianlu Energy Co., Ltd (汝陽天鷲能源有限公司) (notes (iv) and (v)) 汝陽天鷲能源有限公司(附註(iv)及(v))	The PRC/May 31, 2018 中國/ 2018年5月31日	Registered capital RMB5,000,000 註冊股本人民幣 5,000,000元	<b>N/A</b>  <b>不適用</b>	55%	Purchase and sale of coal, coke and coking by-products 採購及銷售煤炭、焦炭及煉焦副產品
Beijing Risun Digital Technology Limited (北京旭陽數字科技有限公司) (notes (iv) and (iii)) 北京旭陽數字科技有限公司(附註(iv)及(iii))	The PRC/November 2, 2018 中國/ 2018年11月2日	Registered capital RMB20,000,000 註冊股本人民幣 20,000,000元	<b>71.05%</b>	N/A 不適用	Information technology service 信息技術服務
Risun Materials Co., Ltd (旭陽物產株式會社) (notes (iii) and (vi)) 旭陽物產株式會社(附註(iii)及(vi))	Japan/August 9, 2019 日本/ 2019年8月9日	Paid-in capital JPY5,000,000 實繳股本5,000,000日 元	<b>100%</b>	N/A 不適用	Trading of coke, coking chemicals refined and chemicals 買賣焦炭、焦化產品及精細化工產品
Lingyuan Risun Ling Steel Energy Limited (凌源旭陽鋼源有限公司) (notes (ii) and (iv)) 凌源旭陽鋼源有限公司(附註(ii)及(iv))	The PRC/December 26, 2019 中國/ 2019年12月26日	Registered capital RMB1,667,000,000 註冊股本人民幣 1,667,000,000元	<b>70%</b>	N/A 不適用	Production of coke and coking chemicals 生產焦炭及焦化產品
Tangshan Risun Materials Limited (唐山旭陽物產有限公司) (notes (i) and (iv)) 唐山旭陽物產有限公司(附註(i)及(iv))	The PRC/December 28, 2019 中國/ 2019年12月28日	Registered capital RMB180,000,000 註冊股本人民幣 180,000,000元	<b>100%</b>	N/A 不適用	Trading of coke and coking chemicals 買賣焦炭及焦化產品

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 45. INTERESTS IN SUBSIDIARIES (CONTINUED)

Notes:

- (i) These entities are wholly foreign owned enterprises established in the PRC.
- (ii) These entities are sino-foreign owned entities established in the PRC.
- (iii) No audited statutory financial statements have been prepared for these subsidiaries.
- (iv) The English translation of the names is for reference only. The official names of these companies are in Chinese.
- (v) The entity was dissolved on September 24, 2019.
- (vi) The English translation of the names is for reference only. The official names of the company are in Japanese.

All of the above subsidiaries, except for Golden Sino, are indirectly held by the Company.

All companies now comprising the Group have adopted December 31, as their financial year end.

### 46. FINANCIAL INFORMATION OF THE COMPANY

Information about the statement of financial position of the Company was as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in a subsidiary	於一家附屬公司的投資	1,300,000	-
Amounts due from subsidiaries (note)	應收附屬公司款項(附註)	412,039	412,039
		<b>1,712,039</b>	412,039
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries (note)	應收附屬公司款項(附註)	68,000	672,627
Trade and other receivables	貿易及其他應收款項	642	6,398
Cash and cash equivalent	現金及現金等價物	2,338	2,448
		<b>70,980</b>	681,473

### 45. 於附屬公司的權益(續)

附註：

- (i) 該等實體為於中國成立的外商獨資企業。
- (ii) 該等實體為於中國成立的中外合資實體。
- (iii) 概無就該等附屬公司編製法定財務報表。
- (iv) 名稱的英文翻譯僅供參考。該等公司的正式名稱為中文。
- (v) 該實體已於2019年9月24日解散。
- (vi) 名稱的英文翻譯僅供參考。該等公司的正式名稱為日文。

所有上述附屬公司(除Golden Sino外)均由本公司間接持有。

現組成本集團的所有公司已採用12月31日為彼等的財政年度結算日。

### 46. 本公司財務資料

有關本公司財務狀況表的資料如下：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 46. FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)      46. 本公司財務資料(續)

		2019	2018
		2019年	2018年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>		
Amounts due to subsidiaries ( <i>note</i> )	應付附屬公司款項(附註)	9,246	9,617
Amount due to the immediate holding company	應付直接控股公司款項	-	467,533
Trade and other payables	貿易及其他應付款項	2,191	21,030
		<b>11,437</b>	498,180
Net current assets	流動資產淨值	<b>59,543</b>	183,293
<b>Net assets</b>	<b>資產淨值</b>	<b>1,771,582</b>	595,332
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	354,699	87,123
Reserves	儲備	1,416,883	508,209
Total equity	總權益	<b>1,771,582</b>	595,332

*Note:*

Except for amount due from a subsidiary of RMB412,039,000 which was unsecured, bearing interest at 9% per annum and repayable on June 30, 2021, the amounts due from/to subsidiaries disclosed in the Company's statement of financial position are of non-trade nature, unsecured, interest-free and repayable on demand.

附註：

除應收一家附屬公司、年利率為9%及於2021年6月30日到期的無抵押人民幣412,039,000元款項外，於本公司財務狀況表披露的應收／應付附屬公司款項屬非貿易性質、無抵押、免息及須按的要求償還。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended December 31, 2019 截至2019年12月31日止年度

### 46. FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

### 46. 本公司財務資料(續)

#### Movements in the Company's reserves

#### 本公司儲備變動

		Share premium 股份溢價 RMB'000 人民幣千元	Accumulated (losses)/profit 累計(虧損)/溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2018	於2018年1月1日	70,433	(110,993)	(40,560)
Ordinary shares issued	已發行普通股	405,516	-	405,516
Profit for the year	年內溢利	-	1,034,401	1,034,401
Dividends to the immediate holding company	分配至直接控股公司的股息	-	(891,148)	(891,148)
At December 31, 2018	於2018年12月31日	475,949	32,260	508,209
Capitalisation issue	資本化發行	(208,548)	-	(208,548)
Ordinary shares issued	已發行普通股	1,589,903	-	1,589,903
Transaction costs attributable to issue of shares	發行股份應佔的交易成本	(53,492)	-	(53,492)
Profit for the year	年內溢利	-	460,161	460,161
Dividends appropriation (note 14)	股息分派(附註14)	(426,588)	(452,762)	(879,350)
At December 31, 2019	於2019年12月31日	<b>1,377,224</b>	<b>39,659</b>	<b>1,416,883</b>

### 47. EVENTS AFTER REPORTING PERIOD

### 47. 報告期後事項

Other than the events as disclosed elsewhere in these consolidated financial statements, subsequent to December 31, 2019, the following significant events took place:

除該等綜合財務報表其他部分所披露者外，於2019年12月31日後，發生以下重大事件：

Since January 2020, COVID-19 (Coronavirus) has taken place in the Group's principal operating locations in China, and at the same time, the oil price has fallen sharply mostly due to the impact of the international spread of COVID-19 and geopolitical factors, collectively referring to "the events". To-date, the Directors consider the event have no significant impact on the Group's operations given the relatively short time since the beginning of such events. In addition, the future scale and duration of these events remain uncertain. The Directors will continue to monitor closely the changes in the situation and to evaluate the impact on the future financial position and operating results of the Group accordingly.

自2020年1月開始，本集團的中國主要營業地點出現了新型冠狀病毒肺炎(冠狀病毒)疫情；同時，主要由於新型冠狀病毒肺炎疫情的全球蔓延以及地緣政治因素，油價大幅下跌(統稱為「事件」)。目前，董事認為，由於事件自發生起時間相對較短，因此該事件對本集團的運營並無重大影響。此外，事件未來的規模及持續時間仍不確定。董事將繼續密切監察情況變化，並相應評估其對本集團未來財務狀況及經營業績的影響。



## Definitions 釋義

<p>“Articles” or “Articles of Association” [細則]或[組織章程細則]</p>	<p>the articles of association of the Company, as amended from time to time 本公司的組織章程細則(經不時修訂)</p>
<p>“associate(s)” [聯繫人]</p>	<p>has the meaning ascribed thereto under the Listing Rules 具上市規則賦予該詞的涵義</p>
<p>“Audit Committee” [審核委員會]</p>	<p>the audit committee of the Board 董事會的審核委員會</p>
<p>“Board” or “Board of Directors” [董事會]</p>	<p>our board of Directors 董事會</p>
<p>“Business Day” or “business day” [營業日]</p>	<p>a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong 香港銀行一般對公眾開門辦理正常銀行業務的任何日子(星期六、星期日或香港公眾假期除外)</p>
<p>“BVI” [英屬處女群島]</p>	<p>the British Virgin Islands 英屬處女群島</p>
<p>“Cabot Risun Chemicals” [卡博特旭陽化工]</p>	<p>Cabot Risun Chemical (Xingtai) Co., Ltd. (卡博特旭陽化工(邢台)有限公司), a limited liability company established in the PRC on June 23, 2011 and owned as to 60.0% by Cabot (China) Limited (卡博特(中國)投資有限公司), an independent third party, and 40.0% by our subsidiary, Risun Chemicals. It is an associate of our Company 卡博特旭陽化工(邢台)有限公司，於2011年6月23日在中國成立的有限公司，並由卡博特(中國)投資有限公司(為獨立第三方)及我們的附屬公司旭陽化工分別擁有60.0%及40.0%，為本公司的聯營公司</p>
<p>“Cangzhou Production Base” [滄州生產園區]</p>	<p>our production base in Cangzhou, where the refined chemical facilities directly owned by our subsidiary, Cangzhou Risun Chemicals, are located 我們在滄州的生產園區，為我們的附屬公司滄州旭陽化工直接擁有的精細化工設施的所在地</p>
<p>“CCIA” [中國煉焦行業協會]</p>	<p>the China Coking Industry Association (中國煉焦行業協會), an association composed of representatives from the PRC coking industry 中國煉焦行業協會，由中國煉焦行業代表組成的協會</p>
<p>“China” or “PRC” [中國]</p>	<p>the People’s Republic of China, but for the purpose of this annual report and for geographical reference only and except where the context requires, references to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan 中華人民共和國，僅就本年報及作地區參考而言，除文義另有所指外，對「中國」的提述並不包括香港、澳門及台灣</p>

## Definitions (Continued)

### 釋義(續)

<p>“CNC Risun Energy” [中煤旭陽能源]</p>	<p>Hebei CNC Risun Energy Limited (河北中煤旭陽能源有限公司), a limited liability company incorporated in the PRC on November 21, 2003 and a joint venture company of the Company 河北中煤旭陽能源有限公司，一家於2003年11月21日在中國註冊成立的有限公司並為本公司的合營公司</p>
<p>“Companies Ordinance” [公司條例]</p>	<p>the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第622章公司條例(經不時修訂或補充)</p>
<p>“Company” [本公司]</p>	<p>China Risun Group Limited(中國旭陽集團有限公司), a company incorporated in the Cayman Islands with limited liability on November 8, 2007 中國旭陽集團有限公司，一家於2007年11月8日在開曼群島註冊成立的有限公司</p>
<p>“connected person(s)” [關連人士]</p>	<p>has the meaning ascribed thereto in the Listing Rules 具上市規則賦予該詞的涵義</p>
<p>“Controlling Shareholder(s)” [控股股東]</p>	<p>has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, means each of Texson and Mr. Yang 具上市規則賦予該詞的涵義，除非文義另有所指，否則指泰克森及楊先生</p>
<p>“Deed of Non-competition” [不競爭契據]</p>	<p>a deed of non-competition entered into by each of our Controlling Shareholders containing the undertakings as described in the paragraph headed “Relationship with our Controlling Shareholders – Deed of Non-Competition” of the Prospectus, in favor of the Company and our subsidiaries dated February 20, 2019 由各控股股東訂立日期為2019年2月20日的不競爭契據，當中載有招股章程「與控股股東的關係—不競爭契據」一段所述以本公司及我們的附屬公司為受益人的承諾</p>
<p>“Dingzhou Production Base” [定州生產園區]</p>	<p>our production base in Dingzhou, where the refined chemical facilities owned by our subsidiary, Dingzhou Tianlu New Energy and the coking facilities owned by our subsidiary, Hebei Risun Coking, are located 我們在定州的生產園區，為我們的附屬公司定州天鷺新能源擁有的精細化工設施及我們的附屬公司河北旭陽焦化擁有的焦化設施的所在地</p>
<p>“Director(s)” [董事]</p>	<p>the director(s) of the Company 本公司董事</p>
<p>“EBITDA” [EBITDA]</p>	<p>earnings before interest, tax, depreciation and amortization 未計利息、稅項、折舊及攤銷前盈利</p>
<p>“Executive Director(s)” [執行董事]</p>	<p>executive Director(s) 執行董事</p>

## Definitions (Continued) 釋義(續)

<p>“Financial Statements” [財務報表]</p>	<p>the consolidated financial statements for the year ended December 31, 2019 prepared by the directors of the Company and audited by Deloitte Touche Tohmatsu, set out on pages 134 to 294 of this annual report 本年報第134至294頁所載由本公司董事編製及由德勤•關黃陳方會計師行審核的截至2019年12月31日止年度的綜合財務報表</p>
<p>“FVTPL” [按公允值計入損益]</p>	<p>fair value through profit or loss 按公允值計入損益</p>
<p>“Global Offering” [全球發售]</p>	<p>the offer of 60,000,000 Shares initially offered by the Company for subscription by the public in Hong Kong at, the offer and sale of the 540,000,000 Shares by the Company to professional, institutional and other investors and an over-allotment of 90,000,000 Shares as described in the section headed “Structure of the Global Offering” in the Prospectus 招股章程「全球發售的架構」一節所述本公司初步提呈發售60,000,000股股份以供香港公眾人士認購，本公司向專業、機構及其他投資者發售及銷售540,000,000股股份及超額配發90,000,000股股份</p>
<p>“Group”, “we” or “us” [本集團]或「我們」</p>	<p>the Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, the present subsidiaries of the Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors 本公司及其附屬公司，倘文義另有所指，對於本公司成為其現有附屬公司的控股公司前的期間而言，則指本公司現有附屬公司、若干或任何該等附屬公司及任何該等附屬公司或(視情況而定)其前身公司經營的業務</p>
<p>“HBCCIA” [河北省焦化行業協會]</p>	<p>Hebei Coking and Chemical Industry Association (河北省焦化行業協會), an association composed of representatives from the coking and coal chemical industries 河北省焦化行業協會，由焦化和煤化工行業代表組成的協會</p>
<p>“HK\$” or “Hong Kong dollars” or “cents” [港元]或「港仙」</p>	<p>Hong Kong dollars and cents respectively, the lawful currency of Hong Kong 香港法定貨幣港元及港仙</p>
<p>“Hong Kong” or “HK” [香港]</p>	<p>the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區</p>
<p>“Hong Kong Stock Exchange” or “Stock Exchange” [香港聯交所]或「聯交所」</p>	<p>The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司</p>
<p>“IFRS” [國際財務報告準則]</p>	<p>International Financial Reporting Standards, amendments and interpretations issued by the International Accounting Standards Board 國際會計準則理事會頒佈的國際財務報告準則、修訂及詮釋</p>

## Definitions (Continued)

### 釋義 (續)

<p>“Independent Non-executive Director(s)” 「獨立非執行董事」</p>	<p>independent non-executive Director(s) 獨立非執行董事</p>
<p>“independent third party(ies)” 「獨立第三方」</p>	<p>person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not connected with the Company or our connected persons as defined under the Listing Rules 據我們董事於作出一切合理查詢後所深知、盡悉及確信，根據上市規則與本公司或我們關連人士並無關連的人士或公司及彼等各自最終實益擁有人</p>
<p>“Jinniu Risun Chemicals” 「金牛旭陽化工」</p>	<p>Hebei Jinniu Risun Chemicals Limited (河北金牛旭陽化工有限公司), a limited liability company established in the PRC on March 28, 2008 and owned as to 50.0% by our subsidiary, Xingtai Risun Trading and 50.0% by Hebei Jinniu Chemical Industry Co., Ltd. (河北金牛化工股份有限公司), a company established in the PRC, whose shares are listed on the Shanghai Stock Exchange (stock code: 600722), and an independent third party. Jinniu Risun Chemicals is an associate of our Company 河北金牛旭陽化工有限公司，一家於2008年3月28日在中國成立的有限公司，由我們的附屬公司邢台旭陽貿易及河北金牛化工股份有限公司(一家在中國成立的公司，其股份於上海證券交易所上市(股份代號：600722)，為獨立第三方)分別擁有50.0%及50.0%。金牛旭陽化工為本公司的聯營公司</p>
<p>“Listing” 「上市」</p>	<p>listing of the Shares on the Hong Kong Stock Exchange 股份於香港聯交所上市</p>
<p>“Listing Date” 「上市日期」</p>	<p>the date, being, March 15, 2019, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Main Board of the Stock Exchange 股份於聯交所上市並自此獲准於聯交所主板開始買賣的日期，即2019年3月15日</p>
<p>“Listing Rules” 「上市規則」</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) 香港聯合交易所有限公司證券上市規則(經不時修訂、補充或以其他方式修改)</p>
<p>“Main Board” 「主板」</p>	<p>the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange 由聯交所營運的股票市場(不包括期權市場)，獨立於聯交所GEM並與其並行營運</p>
<p>“Mr. Yang” 「楊先生」</p>	<p>Mr. Yang Xuegang (楊雪崗), an Executive Director, the chairman of the Board, chief executive officer and one of our Controlling Shareholders 楊雪崗先生，執行董事、董事會主席兼行政總裁，並為我們的控股股東之一</p>

## Definitions (Continued) 釋義(續)

“NDRC” [國家發改委]	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會) 中華人民共和國國家發展和改革委員會
“Nomination Committee” [提名委員會]	the nomination committee of the Board 董事會的提名委員會
“NPC” [全國人大]	National People’s Congress of the PRC (中華人民共和國全國人民代表大會) 中華人民共和國全國人民代表大會
“Prospectus” [招股章程]	the prospectus of the Company dated February 28, 2019 in relation to the initial public offering and the listing of our Shares on the Stock Exchange 本公司日期為2019年2月28日有關首次公開發售及我們的股份於聯交所上市的招股章程
“Remuneration Committee” [薪酬委員會]	the remuneration committee of the Board 董事會的薪酬委員會
“Reporting Period” [報告期]	January 1, 2019 to December 31, 2019 2019年1月1日至2019年12月31日
“RMB” or “Renminbi” [人民幣]	the lawful currency of the PRC 中國法定貨幣
“SFO” or “Securities and Futures Ordinance” [證券及期貨條例]	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第571章證券及期貨條例(經不時修訂或補充)
“Shares” [股份]	ordinary shares with a nominal value of HK\$0.10 each in the share capital of our Company 本公司股本中每股面值0.10港元的普通股
“Shareholder(s)” [股東]	holder(s) of our Shares 股份持有人
“subsidiary” or “subsidiaries” [附屬公司]	has the meaning ascribed thereto under the Companies Ordinance 具公司條例賦予該詞的涵義
“substantial shareholder” [主要股東]	has the meaning ascribed thereto in the Listing Rules 具上市規則賦予該詞的涵義
“Tangshan Production Base” [唐山生產園區]	the production base in Tangshan, where the refined chemical facilities owned by our subsidiary, Tangshan Risun Chemicals are located 我們在唐山的生產園區，為我們的附屬公司唐山旭陽化工擁有的精細化工設施的所在地

## Definitions (Continued)

### 釋義 (續)

<p>“Texson” 「泰克森」</p>	<p>Texson Limited (泰克森有限公司), a company incorporated in the BVI on February 19, 2004 and wholly-owned by Mr. Yang. It is one of our Controlling Shareholders 泰克森有限公司，一家於2004年2月19日在英屬處女群島註冊成立的公司，由楊先生全資擁有。其為我們的控股股東之一</p>
<p>“USA” 「美國」</p>	<p>the United States of America 美利堅合眾國</p>
<p>“USD” 「美元」</p>	<p>the lawful currency of the USA 美國的法定貨幣</p>
<p>“Xingtai Production Base” 「邢台生產園區」</p>	<p>the production base in Xingtai, where the coking facilities owned by our joint venture company, CNC Risun Energy, and refined chemical facilities owned by our subsidiaries, Xingtai Risun Coal Chemicals, Xingtai Risun Chemicals and our associates, Jinniu Risun Chemicals and Cabot Risun Chemicals are located 我們在邢台的生產園區，為我們的合營公司中煤旭陽能源擁有的煉焦設施以及我們的附屬公司邢台旭陽煤化工、邢台旭陽化工及我們的聯營公司金牛旭陽化工、卡博特旭陽化工擁有的精細化工設施的所在地</p>
<p>Xingtai Risun Chemicals 「邢台旭陽化工」</p>	<p>Xingtai Risun Chemicals Limited (邢台旭陽化工有限公司), a limited liability company established in the PRC on March 17, 2014 and an indirect wholly-owned subsidiary of our Company 邢台旭陽化工有限公司，一家於2014年3月17日在中國成立的有限公司，為本公司的間接全資附屬公司</p>
<p>“Xingtai Risun Trading” 「邢台旭陽貿易」</p>	<p>Xingtai Risun Trading Limited (邢台旭陽貿易有限公司) (formerly known as Xingtai Risun Coking Limited (邢台旭陽焦化有限公司)), a limited liability company established in the PRC on May 12, 1995 and an indirect wholly-owned subsidiary of our Company 邢台旭陽貿易有限公司(前稱邢台旭陽焦化有限公司)，一家於1995年5月12日在中國成立的有限公司，為本公司的間接全資附屬公司</p>
<p>“Xuyang Group” 「旭陽集團」</p>	<p>Xuyang Holding and its subsidiaries 旭陽控股及其附屬公司</p>
<p>“Xuyang Holding” 「旭陽控股」</p>	<p>Xuyang Holding Limited (旭陽控股有限公司) (formerly known as Xuyang Coking Holding Limited (旭陽焦化控股有限公司) and Tianlu Industrial Holding Limited (天鷺實業控股有限公司)), a limited liability company established in the PRC on August 4, 2004 and owned as to 99.0% by Mr. Yang and 1.0% by Mrs. Yang 旭陽控股有限公司(前稱旭陽焦化控股有限公司及天鷺實業控股有限公司)，一家於2004年8月4日在中國成立的有限公司，由楊先生及楊太太分別擁有99.0%及1.0%</p>
<p>“%” 「%」</p>	<p>per cent 百分比</p>



**China Risun Group Limited**  
**中國旭陽集團有限公司**