CONCH VENTURE

2021 ANNUAL REPORT

China Conch Venture Holdings Limited

中國海螺創業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 586

This Annual Report, in both Chinese and English versions, is available on the Company's website at http://www.conchventure.com (the "Company Website"). Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to the Corporate Communications posted on the Company Website will promptly upon request be sent the Corporate Communications in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt of the Corporate Communications (either in printed form or via the Company Website).

Shareholders may send their requests at any time to receive the Annual Report and/or to change their choice of the means of receipt of the Corporate Communications by notice in writing to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

CONTENTS

DEFINITIONS

In this report, unless the context otherwise requires, the following expressions shall have the following meanings:

2022 Annual General Meeting:	the annual general meeting to be convened by the Company on 24 June 2022, or any adjournment thereof
Agile Holdings:	雅居樂集團控股有限公司 (Agile Group Holdings Limited*)
Articles of Association:	the articles of association of the Company
Associated corporation(s):	has the meaning ascribed thereto under the SFO
Audit Committee:	the audit committee of the Board
Board:	the board of Directors of the Company
BOT:	build-operate-transfer, a type of business arrangement used in the construction of a facility
Bozhou Conch Venture Green:	亳州海創新型節能建築材料有限責任公司 (Bozhou Conch Venture New Energy-saving Building Material Co., Ltd.*)
China/PRC:	the People's Republic of China
Chongqing Environmental Protection:	重慶海創環保科技有限責任公司 (Chongqing Conch Venture Environmental Protection Technology Co., Ltd.*)
CK Engineering:	安徽海螺川崎工程有限公司 (Anhui Conch Kawasaki Engineering Co., Ltd.*)
CK Shanghai:	上海海螺川崎節能環保工程有限公司 (Shanghai Conch Kawasaki Engineering Co., Ltd.*)
CK Equipment:	安徽海螺川崎節能設備製造有限公司 (Anhui Conch Kawasaki Energy Conservation Equipment Manufacturing Co., Ltd.*)
CKEM:	安徽海螺川崎裝備製造有限公司 (Anhui Conch Kawasaki Equipment Manufacturing Co., Ltd.*)
CNBM:	中國建材股份有限公司 (China National Building Material Company Limited*)
Company/Conch Venture:	中國海螺創業控股有限公司 (China Conch Venture Holdings Limited*)

DEFINITIONS

Conch Cement:	安徽海螺水泥股份有限公司 (Anhui Conch Cement Co., Ltd.*)
Conch Design Institute:	安徽海螺建材設計研究院有限責任公司 (Anhui Conch Construction Materials Design Institute Co., Ltd.*)
Conch Environment:	中國海螺環保控股有限公司 (China Conch Environment Protection Holdings Limited*)
Conch Group:	Conch Holdings and its affiliates (primarily Conch Cement and Conch Profiles)
Conch Holdings:	安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd.*)
Conch IT Engineering:	安徽海螺信息技術工程有限責任公司 (Anhui Conch IT Engineering Co., Ltd.*)
Conch Profiles:	蕪湖海螺型材科技股份有限公司 (Wuhu Conch Profiles and Science Co., Ltd.*)
Conch Venture BVI:	中國海創控股國際有限公司 (China Conch Venture Holdings International Limited*)
Conch Venture Green:	安徽海創新型節能建築材料有限責任公司 (Anhui Conch Venture New Energy-saving Building Material Co., Ltd.*)
Connected person(s):	has the meaning ascribed thereto under the Listing Rules
CV Investment:	安徽海螺創業投資有限責任公司 (Anhui Conch Venture Investment Co., Ltd.*)
Director(s):	the director(s) of the Company
Group:	the Company and its subsidiaries
Haizhong Environmental:	安徽海中環保有限責任公司 (Anhui Haizhong Environmental Company Limited*)
Hangzhou Jinjiang Group:	杭州錦江集團有限公司 (Hangzhou Jinjiang Group Co., Ltd.*)
HKD:	the lawful currency of Hong Kong
Hong Kong:	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

Jinyuan Environmental Protection:	三明南方金圓環保科技有限公司 (Sanming Nanfang Jinyuan Environmental Protection Technology Co., Ltd.*)
Kawasaki HI:	川崎重工業株式會社 (Kawasaki Heavy Industries Ltd.*)
Leshan High-tech Zone Management Committee:	樂山高新技術產業開發區管理委員會 (Leshan High-tech Industrial Development Zone Management Committee*)
Listing Rules:	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
Management:	the operating management of the Company
Remuneration and Nomination Committee:	the remuneration and nomination committee of the Board
Reporting Period:	from 1 January 2021 to 31 December 2021
RMB:	the lawful currency of the PRC
SA Conch:	安徽海螺集團有限責任公司工會委員會 (The Staff Association of Anhui Conch Holdings Co., Ltd.*)
SFO:	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
Shareholders:	the shareholders of the Company
Splendor Court:	華廷控股有限公司 (Splendor Court Holdings Limited*)
Stock Exchange:	The Stock Exchange of Hong Kong Limited
Strategy, Sustainability and Risk Management Committee:	the strategy, sustainability and risk management committee of the Board
Sunway:	尚緯股份有限公司 (Sunway Co., Ltd.*)
Yaobai Environmental:	西安堯柏環保科技工程有限公司 (Xi'an Yaobai Environmental Protection Technology Engineering Co., Ltd.*)
Yaobai Special Cement:	堯柏特種水泥集團有限公司 (Shanxi Yaobai Special Cement Co., Ltd.*)

* For identification purpose only

1. CORPORATE INFORMATION

(I)	**REGISTERED CHINESE NAME OF THE COMPANY:**	中國海螺創業控股有限公司
	CHINESE ABBREVIATION:	海螺創業
	REGISTERED ENGLISH NAME OF THE COMPANY:	CHINA CONCH VENTURE HOLDINGS LIMITED
	ENGLISH ABBREVIATION:	CONCH VENTURE
(II)	**EXECUTIVE DIRECTORS:**	Mr. Ji Qinying (*Chief Executive Officer)* Mr. Li Jian Mr. Li Daming
(III)	**NON-EXECUTIVE DIRECTORS:**	Mr. Guo Jingbin *(Chairman)* *(re-designated on 27 September 2021)* Mr. Shu Mao *(appointed on 27 September 2021)* Mr. Yu Kaijun *(appointed on 1 November 2021)* Mr. Chang Zhangli *(resigned on 1 November 2021)*
(IV)	**INDEPENDENT NON-EXECUTIVE DIRECTORS:**	Mr. Chan Chi On (alias Derek Chan) Mr. Chan Kai Wing Mr. Lau Chi Wah, Alex
(V)	**AUDIT COMMITTEE:**	Mr. Chan Chi On (alias Derek Chan) *(Chairman)* Mr. Chan Kai Wing Mr. Lau Chi Wah, Alex
(VI)	**REMUNERATION AND NOMINATION COMMITTEE:**	Mr. Lau Chi Wah, Alex *(Chairman)* Mr. Chan Chi On (alias Derek Chan) Mr. Chan Kai Wing Mr. Yu Kaijun *(appointed on 1 November 2021)* Mr. Ji Qinying *(resigned on 29 March 2021)* Mr. Chang Zhangli *(appointed on 29 March 2021 and resigned on 1 November 2021)*
(VII)	**STRATEGY, SUSTAINABILITY AND RISK MANAGEMENT COMMITTEE:**	Mr. Guo Jingbin *(Chairman)* Mr. Ji Qinying Mr. Yu Kaijun *(appointed on 1 November 2021)* Mr. Chan Chi On (alias Derek Chan) Mr. Chang Zhangli *(resigned on 1 November 2021)*
(VIII)	**COMPANY SECRETARY:**	Mr. Shu Mao *(resigned on 27 September 2021)*

1. CORPORATE INFORMATION

(IX)	**JOINT COMPANY SECRETARIES:**	Mr. Chen Xingqiang *(appointed on 11 October 2021)* Ms. Chan Wai Ling *(appointed on 11 October 2021)*
(X)	**AUTHORISED REPRESENTATIVES:**	Mr. Guo Jingbin Mr. Ji Qinying
(XI)	**REGISTERED OFFICE OF THE COMPANY:**	Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111 Cayman Islands
(XII)	**ADDRESS OF THE HEAD OFFICE IN THE PRC:**	1011 Jiuhua South Road Wuhu City, Anhui Province, China
(XIII)	**POSTAL CODE:**	241070
(XIV)	**EMAIL ADDRESS OF THE COMPANY:**	hlcy@conchventure.com
(XV)	**WEBSITE OF THE COMPANY:**	http://www.conchventure.com
(XVI)	**PRINCIPAL PLACE OF BUSINESS IN HONG KONG:**	Suite 4018, 40/F Jardine House 1 Connaught Place, Central Hong Kong
(XVII)	**HONG KONG LEGAL ADVISOR:**	Chiu & Partners
(XVIII)	**INTERNATIONAL AUDITOR:**	KPMG Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance 8/F, Prince's Building, 10 Chater Road, Central, Hong Kong
(XIX)	**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT:**	Conyers Trust Company (Cayman) Limited Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111 Cayman Islands
(XX)	**HONG KONG BRANCH SHARE REGISTRAR:**	Computershare Hong Kong Investor Services Limited Shops 1712–1716, 17/F Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
(XXI)	**STOCK CODE:**	00586

2. FINANCIAL HIGHLIGHTS

FINANCIAL OVERVIEW (FOR THE YEAR ENDED 31 DECEMBER 2021)

1. Operation results

Unit: RMB'000

Item	2021*	2020	2019	2018	2017
Revenue	**8,350,485**	6,604,573	5,120,281	2,889,592	2,064,951
Profit before taxation	**7,933,461**	8,052,715	7,413,779	6,251,536	3,631,109
Share of profit of associates	**6,168,140**	6,387,437	6,008,155	5,275,171	2,955,569
Net profit attributable to the equity shareholders of the Company	**7,458,129**	7,617,627	6,995,831	5,947,269	3,403,002

*Note: Included both continuing operations and discontinued operations.

2. Assets and liabilities

Unit: RMB'000

Item	2021	2020	2019	2018	2017
Total assets	**68,919,066**	54,327,572	42,171,561	33,216,302	23,176,217
Total liabilities	**22,261,630**	14,350,393	9,409,165	6,750,441	1,964,902
Equity attributable to the equity shareholders of the Company	**45,269,794**	38,564,985	31,852,952	25,752,817	20,577,751

2021 **01/09**

Conch Venture and Qingzhen Municipal Government of Guizhou Province signed contracts for 3 environmental protection projects, including solid and hazardous waste solutions, fly ash and waste-to-energy.

2021 **03/18**

Conch Venture and Taonan Municipal People's Government signed the Taonan Municipal Waste Incineration Power Generation Project Investment Agreement to construct a municipal waste incineration power generation project with a treatment capacity of 2x400 tonnes/day.

2021 **03/25**

Conch Venture and Huabin Industrial signed an equity cooperation agreement in Binzhou City, Shandong Province to, pursuant to which both parties will jointly construct a project on oil-bearing sludge treatment and resource utilization in Binzhou City.

2021 **05/30**

Conch Venture and the government of Weichang Manchu and Mongol Autonomous County in Hebei Province signed the Agreement on the Municipal Waste Incineration Power Generation Project in the Venous Industrial Park of Weichang Manchu and Mongol Autonomous County. The treatment capacity of the first phase of the project is expected to be 300 tonnes/day of municipal waste for incineration and power generation.

2021 **06/28**

Conch Venture completed the acquisition of minority interest in Yaobai Environmental and Chongqing Environmental Protection (both of which were then subsidiaries of the Company), by way of allotment and issue new shares of Conch Venture, which further enhanced the Company's operational capabilities and management standards.

MSCI, a world-renowned rating agency, upgraded the overall rating of Conch Venture 2020 ESG report from "BB" to "BBB", which further demonstrated foreign investors' recognition of the Company's achievements in energy conservation and emission reduction, social responsibility and corporate governance.

2021 **08/25**

Conch Venture and T&T GROUP JOINT STOCK COMPANY signed a cooperation agreement on municipal waste incineration and power generation in Hanoi. The project intends to build a municipal waste incineration and power generation system with a treatment capacity of 1,000 tonnes/day and related supporting facilities. The capacity of the municipal waste treatment system is expected to be 2x500 tonnes/day, with an installed power rating of 25MW and total investment of USD100 million.

2021 **12/28**

The completion ceremony of China's first CKB lithium battery recycling project was successfully held at the site of Conch Venture's lithium battery project. This marked the realization of the "China's first and the world's leading" lithium battery recycling technology.

2021 **12/31**

The list of "Top 500 Listed Enterprises in China by Market Capitalization" was released, and Conch Venture was ranked 355th with a market value of RMB56.9 billion.

海螺創業大事記
2021 CHINA CONCH VENTURE HOLDINGS LIMITED CHRONICLE OF EVENTS

2021 04/07

Conch Venture held offline results press conferences and non-transaction roadshows in Beijing, Shenzhen and Shanghai successively, actively conveying to the capital market its results of rapid development and firm confidence in future development.

2021 04/12

Conch Venture and Hainan Huasheng Group signed a cooperation agreement in Haikou. With access to the cement kilns of Changjiang Huasheng Tianya Cement Co., Ltd.* (昌江華盛天涯水泥有限公司), the parties will plan and construct a fly ash washing project with a treatment capacity of 100,000 tonnes/year and an oil-bearing sludge resource utilization project with a treatment capacity of 50,000 tonnes/year.

2021 05/13

Conch Venture was once again listed among the Forbes Global 2000, ranking 1804th.

2021 05/14

Conch Venture won the third prize of Anhui Science and Technology Award for the important scientific research achievements of "Development and Application of Key Technology for the Integrated System of Collaborative Treatment of Urban Waste by Cement Kilns".

2021 09/28

Conch Environment, a then wholly-owned subsidiary of Conch Venture principally engaged in the solid waste solutions business, submitted a listing application form to the Stock Exchange to apply for the listing of, and permission to deal in, the shares of Conch Environment on the Main Board of the Stock Exchange, marking a solid step towards the spin-off of Conch Environment.

2021 10/08

Conch Venture and Wuhu Economic and Technological Development Zone Management Committee* (蕪湖經濟技術開發區管理委員會) signed the Investment Agreement on the Construction of a Project of Lithium Iron Phosphate Cathode Materials with an Annual Production Capacity of 500,000 tonnes. The production capacity of project is expected to be 500,000 tonnes/year of lithium iron phosphate cathode materials.

2021 11/25

Conch Environment signed a cooperation agreement with Beiliu Municipal People's Government and Beiliu Conch Cement Co., Ltd.* (北流海螺水泥有限責任公司) for the construction of a comprehensive utilization of fly ash resource project with a capacity of 100,000 tonnes/year.

CONCH VENTURE

4. BUSINESS REVIEW AND OUTLOOK

(I) MACRO ENVIRONMENT

Since 2021, countries across the globe have been facing a number of challenges in economic development due to the widespread impact of COVID-19 pandemic, increasingly complex domestic and international economic environment as well as ongoing international trade disputes. Under the macro-control policies implemented by China, the overall domestic economy has shown a trend of steady growth with new economic development landscape. High-quality development of various industries have brought about notable results, and annual targets for economic and social development were well-accomplished. GDP grew by about 8.1% over the previous year, paving the way for the 14th Five-Year Plan.

The Group seized the opportunity arising from strategic development of the environmental protection industry in China, closely focused on project expansion and enhancement of quality and efficiency, thoroughly implemented the development strategy of "dual engines", pursued reform internally, expanded markets externally, continuously promoted refined operation and management of projects, took the initiative to carry out mergers and acquisitions for environmental protection business, actively participated in pollution prevention and control, and put into practice the "low-carbon and green" development concept. The environmental protection business experienced a rapid and nationwide expansion.

During the Reporting Period, the Group tackled the challenges ahead with determination, and recorded a revenue of RMB8.35 billion, representing a year-on-year increase of 26.43%. During the Reporting Period, net profit for the year from principal businesses attributable to equity shareholders of the Group (excluding share of profits of associates) amounted to RMB1.29 billion, representing an increase of 4.86% as compared with the corresponding period of the previous year.

(II) BUSINESS REVIEW

Under the leadership of the Board, the Group adapted to the new trend of economic development, continued to focus on the environmental protection business, laid the groundwork for new driving force, and achieved a steady growth in operating results. During the Reporting Period, in view of the national policies on new energy development, the Group commenced projects on comprehensive utilization of anode and cathode materials of lithium iron phosphate and lithium batteries, which has provided the Group with solid strength for a new round of business development. At the same time, Conch Environment (which, together with its subsidiaries, are principally engaged in the solid waste treatment business), a former subsidiary of the Company, was spun-off and listed on the Stock Exchange in March 2022, which further enhance the Group's influence in the environmental protection industry.

As at the date of this report, the Group signed new contracts for 23 waste treatment projects (including 10 mergers and acquisitions projects) and 2 new energy materials projects.

As at the date of this report, the Group had promoted and signed contracts for 95 environment protection projects in 22 provinces, cities and autonomous regions nationwide, Vietnam and Sri Lanka, including 81 grate furnace power generation projects, 10 waste treatment by cement kilns projects, 2 black and odorous water treatment projects and 2 new energy materials projects, with a treatment capacity of approximately 17.53 million tonnes of municipal waste/year (approximately 50,300 tonnes/day).

4. BUSINESS REVIEW AND OUTLOOK

Municipal waste treatment

1. Grate Furnace Power Generation

1) Project expansion

The Group continued to focus on securing high-quality projects, adopted a market-oriented approach, and carried out mergers and acquisitions of high quality projects in a timely manner. As at the date of this report, the Group has successfully secured 13 projects in Qingzhen, Guizhou Province, Wushan, Chongqing City, Taonan, Jilin Province, Weichang, Hebei Province, Huayin, Shaanxi Province, Tai'an, Liaoning Province, Qiyang, Hunan Province, Meitan, Guizhou Province, Liangping, Chongqing City, Haidong, Qinghai Province, Danjiangkou, Hubei Province, Yongde, Yunnan Province, and Xuan Son, Vietnam, and merged and acquired 10 projects, totaling 23 projects, with a production capacity of approximately 5.67 million tonnes/year.

2) Project operation

The Group focused on operational indicators such as electricity generation in tonne, on-grid electricity generation in tonne and project turnover rate, benchmarked with high-quality operating companies, applied intelligent and new technologies in technical transformation measures, and carried out professional management. Meanwhile, the Group strengthened operational control, put effort into reducing unit consumption, further enriched sources of waste, and endeavored to improve unit operational indicators.

During the Reporting Period, for the grate furnace power generation business, the Group received a total of approximately 5.4 million tonnes of municipal waste, of which approximately 4.56 million tonnes were treated, and achieved approximately 1.665 billion kwh of on-grid electricity. The average on-grid electricity calculated according to the volume processed in furnace is 365 kwh, representing a year-on-year increase of 19 kwh.

No.	Status of Construction	Project Location	Treatment Capacity	Completion Date	Cooperation Methods
1	In operation	Jinzhai, Anhui Province	2×100,000 tonnes/year (2×300 tonnes/day)	January 2016	Wholly-owned projects
2		Tongren, Guizhou Province	2×100,000 tonnes/year (2×300 tonnes/day)	July 2017	
3		Yanshan, Yunnan Province	100,000 tonnes/year (300 tonnes/day)	August 2017	
4		Huoqiu, Anhui Province	2×140,000 tonnes/year (2×400 tonnes/day)	January 2018	
5		Li County, Hunan Province	2×140,000 tonnes/year (2×400 tonnes/day)	April 2018	
6		Songming, Yunnan Province (Phase 1)	100,000 tonnes/year (300 tonnes/day)	January 2019	

4. BUSINESS REVIEW AND OUTLOOK

No.	Status of Construction	Project Location	Treatment Capacity	Completion Date	Cooperation Methods
7		Shanggao, Jiangxi Province	140,000 tonnes/year (400 tonnes/day)	February 2019	
8		Yiyang, Jiangxi Province	2×100,000 tonnes/year (2×300 tonnes/day)	June 2019	
9		Shache, Xinjiang	2×100,000 tonnes/year (2×300 tonnes/day)	June 2019	
10		Sishui, Shandong Province	140,000 tonnes/year (400 tonnes/day)	June 2019	
11		Bole, Xinjiang	100,000 tonnes/year (300 tonnes/day)	July 2019	
12		Yang County, Shaanxi Province	100,000 tonnes/year (300 tonnes/day)	October 2019	
13		Baoshan, Yunnan Province	2×140,000 tonnes/year (2×400 tonnes/day)	January 2020	
14		Fuquan, Guizhou Province	2×100,000 tonnes/year (2×300 tonnes/day)	January 2020	
15		Lujiang, Anhui Province	2×180,000 tonnes/year (2×500 tonnes/day)	January 2020	Wholly-owned projects
16		Xianyang, Shaanxi Province	2×250,000 tonnes/year (2×750 tonnes/day)	July 2020	
17	In operation	Xishui, Guizhou Province (Phase 1)	140,000 tonnes/year (400 tonnes/day)	July 2020	
18		Shizhu, Chongqing City	100,000 tonnes/year (300 tonnes/day)	August 2020	
19		Huoshan, Anhui Province	140,000 tonnes/year (400 tonnes/day)	August 2020	
20		Tengchong, Yunnan Province	100,000 tonnes/year (300 tonnes/day)	November 2020	
21		Ningguo, Anhui Province	140,000 tonnes/year (400 tonnes/day)	November 2020	
22		Luxi, Yunnan Province	2×100,000 tonnes/year (2×300 tonnes/day)	January 2021	
23		Mangshi, Yunnan Province	100,000 tonnes/year (300 tonnes/day)	March 2021	
24		Luoping, Yunnan Province	100,000 tonnes/year (300 tonnes/day)	March 2021	
25		Dexing, Jiangxi Province	140,000 tonnes/year (400 tonnes/day)	November 2020	The Group holding 90%
26		Zongyang, Anhui Province (Phase 1)	140,000 tonnes/year (400 tonnes/day)	April 2021	Wholly-owned project
27		Shahe, Hebei Province (Phase 1)	2×180,000 tonnes/year (2×500 tonnes/day)	April 2021	The Group holding 66%

4. BUSINESS REVIEW AND OUTLOOK

No.	Status of Construction	Project Location	Treatment Capacity	Completion Date	Cooperation Methods
28	In operation	Shimen, Hunan Province	180,000 tonnes/year (500 tonnes/day)	May 2021	Wholly-owned projects
29		Jiuquan, Gansu Province	180,000 tonnes/year (500 tonnes/day)	June 2021	
30		Manzhouli, Inner Mongolia	140,000 tonnes/year (400 tonnes/day)	June 2021	
31		Hanshou, Hunan Province	140,000 tonnes/year (400 tonnes/day)	June 2021	
32		Suiyang, Guizhou Province	140,000 tonnes/year (400 tonnes/day)	June 2021	The Group holding 70%
33		Panshi, Jilin Province	140,000 tonnes/year (400 tonnes/day)	July 2021	Wholly-owned projects
34		Pingguo, Guangxi Province	140,000 tonnes/year (400 tonnes/day)	July 2021	
35		Tongchuan, Shaanxi Province	180,000 tonnes/year (500 tonnes/day)	August 2021	
36		Zhenxiong, Yunnan Province (Phase 1)	180,000 tonnes/year (500 tonnes/day)	September 2021	
37		Shuangfeng, Hunan Province	180,000 tonnes/year (500 tonnes/day)	October 2021	
38		Hejin, Shanxi Province	180,000 tonnes/year (500 tonnes/day)	October 2021	
39		Pingliang, Gansu Province	180,000 tonnes/year (500 tonnes/day)	November 2021	
40		Binzhou, Shaanxi Province	100,000 tonnes/year (300 tonnes/day)	November 2021	
41		Tongzi, Guizhou Province	140,000 tonnes/year (400 tonnes/day)	November 2021	The Group holding 70%
42		Wuwei, Anhui Province (Phase 1)	180,000 tonnes/year (500 tonnes/day)	December 2021	Wholly-owned projects
43	In operation (Project acquired)	Luanzhou, Hebei Province	180,000 tonnes/year (500 tonnes/day)	January 2021	
44		Guantao, Hebei Province	180,000 tonnes/year (500 tonnes/day)	January 2021	
45		Guan County, Shandong Province	200,000 tonnes/year (600 tonnes/day)	March 2020	The Group holding 90%
46		Chiping, Shandong Province	200,000 tonnes/year (600 tonnes/day)	June 2018	The Group holding 95%
47		Jinxiang, Shandong Province	280,000 tonnes/year (800 tonnes/day)	October 2019	The Group holding 90%
48		Baotou, Inner Mongolia	480,000 tonnes/year (1,350 tonnes/day)	December 2012	Wholly-owned project
49		Hohhot, Inner Mongolia (Phase 1)	360,000 tonnes/year (1,000 tonnes/day)	December 2017	The Group holding 70%
50		Jilin, Jilin Province	540,000 tonnes/year (1,500 tonnes/day)	January 2019	The Group holding 99.67%
51		Bijie, Guizhou Province	280,000 tonnes/year (800 tonnes/day)	April 2021	The Group holding 90%
52		Jingdezhen, Jiangxi Province	360,000 tonnes/year (1,000 tonnes/day)	November 2016	The Group holding 70%
Sub-total			**10,480,000 tonnes/year (30,050 tonnes/day)**		

4. BUSINESS REVIEW AND OUTLOOK

No.	Status of Construction	Project Location	Treatment Capacity	Completion Date	Cooperation Methods
53	Under construction	Fugou, Henan Province	200,000 tonnes/year (600 tonnes/day)	April 2022	Wholly-owned projects
54		Suzhou, Anhui Province	180,000 tonnes/year (500 tonnes/day)	May 2022	
55		Luzhai, Guangxi Region	140,000 tonnes/year (400 tonnes/day)	May 2022	
56		Zhangjiakou, Hebei Province	180,000 tonnes/year (500 tonnes/day)	June 2022	
57		Du'an, Guangxi Region	180,000 tonnes/year (500 tonnes/day)	June 2022	
58		Hohhot, Inner Mongolia (Phase 2)	250,000 tonnes/year (750 tonnes/day)	June 2022	The Group holding 70%
59		Longkou, Shandong Province	200,000 tonnes/year (600 tonnes/day)	July 2022	The Group holding 60%
60		Bac Ninh, Vietnam	100,000 tonnes/year (300 tonnes/day)	August 2022	The Group holding 95%
61		Naiman Banner, Inner Mongolia	140,000 tonnes/year (400 tonnes/day)	September 2022	Wholly-owned projects
62		He County, Anhui Province	200,000 tonnes/year (600 tonnes/day)	October 2022	
63		Fengning, Hebei Province	100,000 tonnes/year (300 tonnes/day)	November 2022	
64		Shulan, Jilin Province	140,000 tonnes/year (400 tonnes/day)	January 2023	
65		Jinning, Yunnan Province	140,000 tonnes/year (400 tonnes/day)	May 2023	
66		Taonan, Jilin Province	140,000 tonnes/year (400 tonnes/day)	June 2023	
67		Weichang, Hebei Province	100,000 tonnes/year (300 tonnes/day)	June 2023	
Sub-total			**2,390,000 tonnes/year (6,950 tonnes/day)**		

4. BUSINESS REVIEW AND OUTLOOK

No.	Status of Construction	Project Location	Treatment Capacity	Expected Completion Date	Cooperation Methods
68	Under approval and planning	Xichou, Yunnan Province	140,000 tonnes/year (400 tonnes/day)	/	Wholly-owned projects
69		Qingzhen, Guizhou Province	2×180,000 tonnes/year (2×500 tonnes/day)		
70		Songming, Yunnan Province (Phase 2)	100,000 tonnes/year (300 tonnes/day)		
71		Wushan, Chongqing City	140,000 tonnes/year (400 tonnes/day)		
72		Huayin, Shaanxi Province	140,000 tonnes/year (400 tonnes/day)		
73		Tai'an, Liaoning Province	140,000 tonnes/year (400 tonnes/day)		
74		Haidong, Qinghai Province	180,000 tonnes/year (500 tonnes/day)		
75		Meitan, Guizhou Province	200,000 tonnes/year (600 tonnes/day)		The Group holding 90%
76		Qiyang, Hunan Province	180,000 tonnes/year (500 tonnes/day)		Wholly-owned projects
77		Liangping, Chongqing City	140,000 tonnes/year (400 tonnes/day)		
78		Danjiangkou, Hubei Province	100,000 tonnes/year (300 tonnes/day)		The Group holding 60%
79		Yongde, Yunnan Province	180,000 tonnes/year (500 tonnes/day)		Wholly-owned project
80		Xuan Son, Vietnam	2×180,000 tonnes/year (2×500 tonnes/day)		The Group holding 51%
81		Gampaha District, Sri Lanka	180,000 tonnes/year (500 tonnes/day)		The Group holding 97.5%
82	Pipeline project	Zhenxiong, Yunnan Province (Phase 2)	180,000 tonnes/year (500 tonnes/day)	/	Wholly-owned projects
83		Wuwei, Anhui Province (Phase 2)	180,000 tonnes/year (500 tonnes/day)		
84		Shahe, Hebei Province (Phase 2)	2×180,000 tonnes/year (2×500 tonnes/day)		The Group holding 66%
85		Nanyang, Henan Province	200,000 tonnes/year (600 tonnes/day)		Wholly-owned projects
86		Xishui, Guizhou Province (Phase 2)	140,000 tonnes/year (400 tonnes/day)		
87		Zongyang, Anhui Province (Phase 2)	140,000 tonnes/year (400 tonnes/day)		
88		Thai Nguyen, Vietnam	180,000 tonnes/year (500 tonnes/day)		The Group holding 51%
Sub-total			**3,920,000 tonnes/year (11,100 tonnes/day)**		
Total			**16,790,000 tonnes/year (48,100 tonnes/day)**		

During the Reporting Period, 22 of the Group's grate furnace power generation projects, including Jinzhai, Anhui Province (Phase 1), Huoqiu, Anhui Province, Shache, Xinjiang, Bole, Xinjiang, Xianyang, Shaanxi Province, Sishui, Shandong Province, Yanshan, Yunnan Province, Songming, Yunnan Province, Li County, Hunan Province, Shanggao, Jiangxi Province, Yiyang, Jiangxi Province, Tongren, Guizhou Province, Yang County, Shaanxi Province, Guantao, Hebei Province, Huaping, Shandong Province, Guan County, Shandong Province, Jinxiang, Shandong Province, were included in the list of national subsidized renewable energy power generation projects.

4. BUSINESS REVIEW AND OUTLOOK

2. **Waste Treatment by Cement Kilns**

During the Reporting Period, 10 projects of waste treatment by cement kilns were completed, with a treatment capacity of approximately 740,000 tonnes/year. A total of approximately 560,000 tonnes of municipal waste were received and actual municipal waste treatment volume was approximately 560,000 tonnes.

Details of waste treatment by cement kilns projects are set out in the following table:

No.	Status of Construction	Project Location	Business Model	Treatment Capacity	Cooperation Methods
1	In operation	Yuping, Guizhou Province	BOT	30,000 tonnes/year (100 tonnes/day)	The Group holding 70%
2		Qingzhen, Guizhou Province		100,000 tonnes/year (300 tonnes/day)	Wholly-owned projects
3		Yangchun, Guangdong Province		70,000 tonnes/year (200 tonnes/day)	
4		Qiyang, Hunan Province		100,000 tonnes/year (300 tonnes/day)	
5		Fusui, Guangxi Province		70,000 tonnes/year (200 tonnes/day)	
6		Nanjiang, Sichuan Province		70,000 tonnes/year (200 tonnes/day)	
7		Lingyun, Guangxi Province		30,000 tonnes/year (100 tonnes/day)	
8		Linxia, Gansu Province		100,000 tonnes/year (300 tonnes/day)	
9		Xing'an, Guangxi Province		100,000 tonnes/year (300 tonnes/day)	
10		Yingjiang, Yunnan Province		70,000 tonnes/year (200 tonnes/day)	
Total				**740,000 tonnes/year (2,200 tonnes/day)**	

As at the date of this report , the Group has a municipal waste treatment capacity of approximately 17.53 million tonnes/year (approximately 50,300 tonnes/day), including approximately 11.22 million tonnes/year (approximately 32,250 tonnes/day) completed and approximately 6.31 million tonnes/year (approximately 18,050 tonnes/day) under construction and under approval and planning.

4. BUSINESS REVIEW AND OUTLOOK

New Energy Materials

In the face of excessive energy consumption and resource constraints in economic development, the world has begun to seek a complete change in the mode of economic growth and take the path of resource conservation. The lithium battery industry is a sunrise industry against the backdrop of development of green and low-carbon economy and sustainable development, and is not only beneficial to the country and the people, but also has a promising prospect. With the advantages of light weight, high capacity and long life span, lithium-ion batteries are widely used in various fields such as power tools, electric vehicles, reserve power, and military power. In China, in order to strengthen the management of the lithium industry and facilitate healthy development of the lithium-ion battery industry, the government has successively unveiled a number of supporting policies, mainly focusing on the applications of downstream power battery and battery energy storage, guiding and supporting the healthy development of the new energy vehicle industry chain, electrochemical energy storage and battery materials technology.

The Group followed the development trend of new energy industry in China and seized the strategic opportunity to enter the new energy materials business during the Reporting Period. As at the date of this report, the Group has signed contracts with Wuhu Economic and Technological Development Zone Management Committee* (蕪湖經濟技術開發區管理委員會) for a project on lithium iron phosphate cathode materials and with Leshan High-tech Zone Management Committee and Sunway for a project on cathode materials for energy storage battery.

For the project on lithium iron phosphate cathode materials, the planned production capacity of which is approximately 500,000 tonnes/year. The production capacity of the first phase of construction is expected to be approximately 50,000 tonnes/year. At present, the project is being submitted for approval and construction in an orderly manner. Preliminary work, including construction of the pile foundation of the plant and tender of core equipment, are progressing in full swing, with a view to commence installation of equipment, commissioning and trial production in November 2022. For the project on cathode materials for energy storage battery, the planned production capacity is approximately 200,000 tonnes/year of cathode materials. The production capacity of the first phase of construction is expected to be approximately 40,000 tonnes/year. At present, preliminary work, including preliminary survey, master plan review, technology selection, are progressing in an orderly manner, with a view to commence construction and production as soon as possible. Through accomplishment of the above two projects, the Group will accumulate rich experience in the implementation of projects on production of lithium battery materials and gain momentum for the new round of development of the environmental protection business.

New Building Materials and Port Logistics

For the new building materials business segment, the Group has continued to strengthen fundamental management, made further effort in market expansion, and endeavored to integrate production and sales in an accurate manner. Meanwhile, for the port logistics segment, the Group kept abreast of market demand, adjusted its strategies for market expansion, strengthened technical transformation measures, and put in efforts to diversify sources of supply and obtain as much sources as possible so as to ensure stable operation of the business segment.

4. BUSINESS REVIEW AND OUTLOOK

During the Reporting Period, the Group recorded new building materials product sales of approximately 9.02 million square meters, with an operating income of RMB142.85 million, and port logistic throughput of approximately 33.78 million tonnes, with an operating income of RMB224.28 million.

Solid Waste Solutions

In March 2022, Conch Environment, a former subsidiary of the Company (which, together with its subsidiaries, are principally engaged in the solid waste treatment business), was spun off and separately listed on the Stock Exchange. The solid waste solutions business is classified as discontinued operations of the Group. During the Reporting Period, the Group took full advantages of its resources in the industry, made steady progress in cooperation with companies in the industry, intensified technical exchanges in the field of environmental protection, identified high-quality projects nationwide, endeavored to facilitate complementarity with collaborative treatment by cement kilns, extended its business presence and achieved a breakthrough in the number of project contracts.

(III) FUTURE PLAN AND OUTLOOK

Looking forward, China's macro economy will continue to maintain stable development. The industrial structure upgrade will intensify and the macro economy is expected to maintain stable operation. With the national strategy of "carbon peak and carbon neutrality", the environmental protection industry, as an important pillar industry under the new economic structure, will continue to be in the critical role amidst rapid growth.

2022 will be a key year for the Group to achieve its five-year development plan ahead of schedule. The Group will consolidate efforts and forge ahead, keep its focus on the environmental protection business and reinforce its leading position in the industry through technological innovation and market expansion. The Group will focus on the integration of high-quality resources in the industry, actively expand the waste incineration solutions business segment, strive to improve the quality of project operation, put in efforts to develop new energy business segment, and take practical actions to fulfill the Company's mission and responsibility. The Group as a whole will maintain motivation and confidence and comprehensively carry out the following major tasks:

Effectively strengthen the waste incineration solutions business and gain advantages for the new round of development

The waste incineration solutions business was the very first business of the Group in the field of environmental protection. The Group will further explore the sub-segments of waste incineration solutions business, grasp the development opportunities arising from the implementation of the national dual carbon strategy and pursue business transformation and upgrade, to facilitate sustainable development of the Group and achieve a new leap in the environmental protection industry.

4. BUSINESS REVIEW AND OUTLOOK

The first, in respect of new project expansion, is to seize the opportunity period of the national environmental protection strategy, apply business development policies in a flexible manner, leverage the exemplary role of various regions and project companies and all social resources to accelerate project expansion, strengthen due diligence of boundary conditions of new projects and potential mergers and acquisitions to improve the quality of project development; and also integrate social resources and explore sub segment businesses. The second, in respect of operational efficiency improvement, is to focus on waste volume as the direction for business development, and strengthen analysis of operating system parameters and online operation supervision, replicate and bring into play its technical advantages, implement technical transformation measures, scale up its unit operation rate, electricity generation in tonne and on-grid electricity generation in tonne, reduce unit procurement costs, facilitate project companies making up for shortcomings, improve quality and efficiency, and enhance core competitiveness. The third is to enhance the operational efficiency of newly acquired companies. The Group will take the initiative to set up collaboration with newly acquired companies, solve bottlenecks that restrict production and operation, consolidate internal foundation management, and promote improvement of operational efficiency, so as to infuse new impetus into its high-quality development.

Devote immense effort to the development of new energy business and create a new momentum for future growth

New energy industry is a sunrise industry playing a critical role in China and also a key business focus of the Group. The Group will bring into full play its advantages in resources and market, accelerate the construction of projects, collaborate with high quality partners to build it into a benchmark enterprise in the industry, strive to develop new energy business into the Group's core business segment in the future, and lay a solid foundation for the new round of development of environmental protection business.

Firstly, the Group will accelerate the research on new technologies and policies in the field of new energy, strengthen cooperation with domestic and foreign institutions of higher education, establish a mechanism for long-term business cooperation, carry out research and development and technological innovation of lithium batteries, promote iterative upgrade of the lithium battery business, expand the application of products, and provide technical support for the Group to nurture new growth drivers. Secondly, the Group will carry out research on upstream industry and in-depth investigation and study on the market and production process technology, economy and feasibility of lithium battery industry, so as to lay the foundation for stable supply of raw materials of cathode and anode for lithium battery in the later stage of project development and reduce the procurement cost of raw materials, and also carry out mergers and acquisitions of upstream and downstream companies in a timely manner. Thirdly, the Group will attach due importance to the formation and building of marketing and sales team, and carry out proper product marketing and promotion activities to enhance its reputation and competitiveness in the market.

4. BUSINESS REVIEW AND OUTLOOK

Continuously promote business innovation and steadily improve profitability

For the new building materials business, the Group will continue to aim at boosting product sales and market share, take the market-oriented approach, improve production efficiency, strictly control costs, take the initiative to acquire new customers, set up new business channels, and strive to improve the overall competitiveness and market awareness of its products.

For the port logistics business, the Group will drive transformation of terminals, ramp up intellectualized transformation, improve the digital level of equipment, and build an information management system to nurture a stable growth driver.

5. MANAGEMENT DISCUSSION AND ANALYSIS

PROFITS

Item		2021 Amount (RMB'000)	2020 Amount (RMB'000) (Restated)	Changes between the Reporting Period and the corresponding period of the previous year (%)
Revenue		**8,350,485**	6,604,573	26.43
Representing:	Continuing operations	**6,680,738**	5,467,178	22.20
	Discontinued operations	**1,669,747**	1,137,395	46.80
Profit before taxation		**7,933,461**	8,052,715	–1.48
Representing:	Continuing operations	**7,258,531**	7,472,888	–2.87
	Discontinued operations	**674,930**	579,827	16.40
Share of profits of associates		**6,168,140**	6,387,437	–3.43
Representing:	Continuing operations	**6,158,328**	6,376,356	–3.42
	Discontinued operations	**9,812**	11,081	–11.45
Profit before taxation from principal businesses		**1,765,321**	1,665,278	6.01
Representing:	Continuing operations	**1,100,203**	1,096,532	0.33
	Discontinued operations	**665,118**	568,746	16.94
Net profit attributable to equity shareholders of the Company		**7,458,129**	7,617,627	–2.09
Representing:	Continuing operations	**6,905,394**	7,144,957	–3.35
	Discontinued operations	**552,735**	472,670	16.94
Net profit from principal businesses attributable to equity shareholders of the Company		**1,289,989**	1,230,190	4.86
Representing:	Continuing operations	**747,066**	768,601	–2.80
	Discontinued operations	**542,923**	461,589	17.62

During the Reporting Period, the Group recorded a revenue of RMB8,350.49 million, representing a year-on-year increase of 26.43%. Profit before taxation amounted to RMB7,933.46 million, representing a year-on-year decrease of 1.48%, mainly due to the decrease in profits receivable from associates such as Conch Holdings. Share of profits of associates amounted to RMB6,168.14 million, representing a year-on-year decrease of 3.43%. Profit before taxation from principal businesses amounted to RMB1,765.32 million, representing a year-on-year increase of 6.01%. Net profit attributable to equity shareholders of the Company amounted to RMB7,458.13 million, representing a year-on-year decrease of 2.09%, among which, net profit from principal businesses attributable to equity shareholders amounted to RMB1,289.99 million, representing a year-on-year increase of 4.86%. Basic earnings per share amounted to RMB4.10, and diluted earnings per share amounted to RMB3.95.

5. MANAGEMENT DISCUSSION AND ANALYSIS

During the Reporting Period, the Group recorded a revenue from continuing operations of RMB6,680.74 million, representing a year-on-year increase of 22.20%. Profit before taxation from continuing operations amounted to RMB7,258.53 million, representing a year-on-year decrease of 2.87%, mainly due to the decrease in profits receivable from associates such as Conch Holdings. Share of profits of associates from continuing operations amounted to RMB6,158.33 million, representing a year-on-year decrease of 3.42%. Profit before taxation from principal businesses from continuing operations amounted to RMB1,100.20 million, representing a year-on-year increase of 0.33%. Net profit attributable to equity shareholders of the Company from continuing operations amounted to RMB6,905.39 million, representing a year-on-year decrease of 3.35%. Net profit from our principal businesses attributable to equity shareholders of the Company from continuing operations amounted to RMB747.07 million, representing year-on-year a decrease of 2.80%. Excluding the effect of income tax withheld on dividends from the PRC subsidiaries, net profit from principal businesses attributable to equity shareholders of the Company from continuing operations was RMB847.07 million, representing a year-on-year increase of 2.48%. Basic earnings per share from continuing operations amounted to RMB3.80, and diluted earnings per share from continuing operations amounted to RMB3.66.

Revenue by business stream

Item	**2021** Amount (RMB'000)	**2021** Percentage (%)	2020 Amount (RMB'000) (Restated)	2020 Percentage (%)	Change in amount (%)	Change in percentage (percentage points)
Waste incineration solutions	**5,743,801**	**68.78**	4,811,273	72.85	19.38	–4.07
Energy saving equipment	**569,811**	**6.82**	316,374	4.79	80.11	2.03
New building materials	**142,850**	**1.71**	123,380	1.87	15.78	–0.16
Port logistics	**224,276**	**2.69**	216,151	3.27	3.76	–0.58
Sub-total of continuing operations	**6,680,738**	**80.00**	5,467,178	82.78	22.20	–2.78
Solid waste solutions*	**1,669,747**	**20.00**	1,137,395	17.22	46.80	2.78
Total	**8,350,485**	**100.00**	6,604,573	100.00	26.43	–

*Note: Solid waste solutions is classified as discontinued operations of the Group.

5. MANAGEMENT DISCUSSION AND ANALYSIS

During the Reporting Period, revenue from all business stream of the Group maintained growth. Revenue from energy saving equipment and waste incineration solutions showed more substantial year-on-year growth. With a breakdown by business:

(i) The revenue from waste incineration solutions amounted to RMB5,743.80 million, representing a year-on-year increase of 19.38%, which was mainly due to the successive commencement of operation of 18 projects of the Group in Shahe, Ningguo, Zongyang, Dexing, Luoping and other locations, and the increase in the number of waste power generation projects under construction, resulting in the growth in revenue.

(ii) The revenue from energy saving equipment amounted to RMB569.81 million, representing a year-on-year increase of 80.11%, which was mainly due to the increase in orders for residual heat power generation of Yunfeng Cement and Chizhou Conch, resulting in the growth in revenue.

(iii) The revenue from new building materials recorded a year-on-year increase of 15.78%, which was mainly attributable to the increase in volume and price as a result of proactive market expansion, resulting in the growth in revenue.

Breakdown of revenue from waste incineration solutions

Revenue breakdown	2021 Amount (RMB'000)	2021 Percentage (%)	2020 Amount (RMB'000)	2020 Percentage (%)	Change in percentage (%)	Percentage Change (percentage points)
Construction revenue	**4,489,191**	**78.16**	4,089,923	85.01	9.76	–6.85
Grate furnace power generation	**4,441,704**	**77.33**	4,071,321	84.62	9.10	–7.29
Waste treatment by cement kilns	**47,487**	**0.83**	18,602	0.39	155.28	0.44
Operation revenue	**1,254,610**	**21.84**	721,350	14.99	73.93	6.85
Grate furnace power generation	**1,201,941**	**20.94**	623,803	12.97	92.68	7.97
Waste treatment by cement kilns	**52,669**	**0.92**	97,547	2.03	–46.01	–1.11
Total	**5,743,801**	**100.00**	4,811,273	100.00	19.38	–

5. MANAGEMENT DISCUSSION AND ANALYSIS

During the Reporting Period, the revenue from waste incineration solutions business during the construction period amounted to RMB4,489.19 million, representing a year-on-year increase of 9.76%, which was mainly due to the increase in the number of the Group's grate furnace power generation projects which are under construction. The operation revenue from waste incineration solutions business amounted to RMB1,254.61 million, representing a year-on-year increase of 73.93%, which was mainly due to the commencement of operation of 18 projects of the Group in Shahe, Ningguo, Zongyang, Dexing, Luoping etc.

Revenue by geographical locations

	2021		2020		Change in	Change in
Item	**Amount**	**Percentage**	Amount	Percentage	amount	percentage (percentage
	(RMB'000)	**(%)**	(RMB'000) (Restated)	(%)	(%)	points)
Continuing operations						
China	**6,481,158**	**97.01**	5,394,973	98.68	20.13	–1.67
Asia-Pacific (except China)	**197,917**	**2.96**	70,816	1.30	179.48	1.66
South America	**1,663**	**0.03**	1,389	0.02	19.73	–0.01
Total	**6,680,738**	**100.00**	5,467,178	100.00	22.20	–

During the Reporting Period, the Group's revenue of continuing operations derived from China recorded a year-on-year increase of 20.13%, which was mainly due to the increase in the number of projects commencing operation and grate furnace power generation projects under construction. The revenue derived from Asia-Pacific (except China) amounted to RMB197.92 million, representing a year-on-year increase of 179.48%, which was mainly due to the increase in the number of orders in overseas such as Vietnam, resulting in the growth in revenue. The revenue derived from South America amounted to RMB1.66 million, representing a year-on-year increase of 19.73%.

5. MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

Item	2021 Gross profit (RMB'000)	2021 Gross profit margin (%)	2020 Gross profit (RMB'000)	2020 Gross profit margin (%)	Change in amount (%)	Change in percentage (percentage points)
Waste incineration solutions	**1,367,043**	**23.80**	1,170,025	24.32	16.84	–0.52
Energy saving equipment	**118,283**	**20.76**	77,818	24.60	52.00	–3.84
New building materials	**24,253**	**16.98**	29,208	23.67	–16.96	–6.69
Port logistics	**137,877**	**61.48**	134,897	62.41	2.21	–0.93
Sub-total of continuing operations	**1,647,456**	**24.66**	1,411,948	25.83	16.68	–1.17
Solid waste solutions*	**996,762**	**59.70**	748,792	65.83	33.12	–6.13
Total	**2,644,218**	**31.67**	2,160,740	32.72	22.38	–1.05

*Note: Solid waste solutions is classified as discontinued operations of the Group.

During the Reporting Period, the consolidated gross profit margin of the Group's products was 31.67%, representing a year-on-year decrease of 1.05 percentage points, and the gross profit margin from continuing operations was 24.66%, representing a year-on-year decrease of 1.17 percentage points. With a breakdown by business:

(i) The gross profit margin for waste incineration solutions was 23.80%, representing a year-on-year decrease of 0.52 percentage points.

(ii) The gross profit margin for energy saving equipment was 20.76%, representing a year-on-year decrease of 3.84 percentage points.

(iii) The gross profit margin for new building materials was 16.98%, representing a year-on-year decrease of 6.69 percentage points, mainly due to the increase in price of raw materials such as pulp and cement.

(iv) The gross profit margin for port logistics was 61.48%, representing a year-on-year decrease of 0.93 percentage points.

Other net income

During the Reporting Period, the Group's other net income amounted to RMB258.87 million, representing a year-on-year increase of RMB17.71 million. Other net income from continuing operations amounted to RMB187.87 million, representing a year-on-year decrease of RMB9.82 million, or 4.97%, which was mainly due to the year-on-year decrease in government subsidies received by the Group.

5. MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

During the Reporting Period, the Group's administrative expenses amounted to RMB629.53 million, representing a year-on-year increase of RMB234.58 million. Administrative expenses from continuing operations amounted to RMB403.93 million, representing a year-on-year increase of RMB133 million, or 49.09%, which was mainly due to the increase in employees' remuneration and depreciation as a result of the increase in number of operating companies.

Finance costs

During the Reporting Period, the Group's finance costs amounted to RMB356.67 million, representing a year-on-year increase of RMB122.25 million. Finance costs from continuing operations amounted to RMB310.97 million, representing a year-on-year increase of RMB87.22 million, or 38.98%, which was mainly due to the new bank loans raised by the Group, resulting in the increase in finance costs.

FINANCIAL POSITION

As at 31 December 2021, the Group's total assets amounted to RMB68,919.07 million, representing an increase of RMB14,591.49 million as compared to the end of the previous year. The equity attributable to equity shareholders of the Company amounted to RMB45,269.79 million, representing an increase of RMB6,704.81 million as compared to the end of the previous year. Gearing ratio of the Group (total liabilities/total assets) was 32.30%, representing an increase of 5.89 percentage points as compared to the end of the previous year. The balance sheet items of the Group are as follows:

Item	As at 31 December 2021 (RMB'000)	As at 31 December 2020 (RMB'000)	Change between the end of the Reporting Period and the end of the previous year (%)
Property, plant and equipment	**1,212,651**	3,714,696	–67.36
Non-current assets	**55,684,506**	47,921,606	16.20
Non-current liabilities	**13,243,401**	8,662,655	52.88
Current assets	**13,234,560**	6,405,966	106.60
Current liabilities	**9,018,229**	5,687,738	58.56
Net current assets	**4,216,331**	718,228	487.05
Equity attributable to equity shareholders of the Company	**45,269,794**	38,564,985	17.39
Total assets	**68,919,066**	54,327,572	26.86
Total liabilities	**22,261,630**	14,350,393	55.13

5. MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2021, property, plant and equipment of the Group amounted to RMB1,212.65 million, representing a decrease of 67.36% as compared to the end of the previous year; and net current assets amounted to RMB4,216.33 million, representing a significant increase as compared to the end of the previous year, mainly due to the reclassification of Conch Environment as held for distribution, which was presented as current assets.

As at 31 December 2021, the Group's equity attributable to equity shareholders of the Company amounted to RMB45,269.79 million, representing an increase of 17.39% as compared to the end of the previous year, which was mainly due to the increases in interests in associates and net profit from principal businesses attributable to the equity shareholders of the Group.

LIQUIDITY AND CAPITAL SOURCES

During the Reporting Period, the Group took full advantage of the capital size and enhanced returns of the stock funds through enhancing capital planning and management and reasonable allocation of project loans, so as to fully satisfy the Company's capital needs. As at 31 December 2021, the Group's cash and cash equivalents from continuing operations amounted to RMB2,560.05 million, which were mainly denominated in RMB, Hong Kong dollars and US dollars.

Bank loans

Item	**As at 31 December 2021 (RMB'000)**	As at 31 December 2020 (RMB'000)
Due within one year	**602,528**	1,282,264
Due after one year but within two years	**832,071**	1,223,516
Due after two years but within five years	**2,972,312**	2,192,600
Due after five years	**5,850,919**	1,708,342
Total	**10,257,830**	6,406,722

As at 31 December 2021, the balance of bank loans of the Group from continuing operations amounted to RMB10,257.83 million, representing an increase of RMB3,851.11 million as compared to the end of the previous year, which was mainly due to the new bank loans raised by the Group during the Reporting Period. As at 31 December 2021, the Group's bank loans were denominated in RMB, and most of the loan interests were subject to variable interest rate.

5. MANAGEMENT DISCUSSION AND ANALYSIS

Cash flows

Item	2021 (RMB'000)	2020 (RMB'000)
Net cash generated from operating activities	**1,307,889**	715,084
Net cash used in investing activities	**–7,007,927**	–3,124,103
Net cash generated from financing activities	**5,518,323**	2,849,706
Net (decrease)/increase in cash and cash equivalents	**–181,715**	440,687
Effect of foreign exchange rate changes	**–12,666**	–52,348
Cash and cash equivalents at the beginning of the year	**3,350,539**	2,962,200
Transfer to assets held for distribution	**–596,113**	–
Cash and cash equivalents at the end of the year	**2,560,045**	3,350,539

Net cash generated from operating activities

During the Reporting Period, net cash generated from operating activities of the Group amounted to RMB1,307.89 million, representing a year-on-year increase of RMB592.81 million, which was mainly due to an increase in the number of projects in operation.

Net cash used in investing activities

During the Reporting Period, net cash used in investing activities of the Group amounted to RMB7,007.93 million, representing a year-on-year increase of RMB3,883.82 million, which was mainly due to the increase in investments in projects under construction and the increase in prepayment for acquisition of equity interest.

Net cash generated from financing activities

During the Reporting Period, net cash generated from financing activities of the Group amounted to RMB5,518.32 million, representing a year-on-year increase of RMB2,668.62 million, which was mainly due to the increase in proceeds from bank loans.

5. MANAGEMENT DISCUSSION AND ANALYSIS

COMMITMENTS

As at 31 December 2021, the Group had outstanding purchase commitments related to BOT construction contracts and capital commitments not provided for in the consolidated financial statements were as follows:

Item	**As at 31 December 2021 (RMB'000)**	As at 31 December 2020 (RMB'000)
Contracted for	**2,485,364**	2,868,376
Authorized but not contracted for	**4,039,912**	3,585,630
Total	**6,525,276**	6,454,006

FOREIGN EXCHANGE RISK

The Group's functional currency is RMB. Foreign exchange risks faced by the Group were mainly derived from account receivables and account payables arising from sales and procurement which were mainly denominated in currencies including US dollars and Hong Kong dollars. Other than that, most of the assets and transactions of the Group were denominated in RMB, and the capital expenditures of the Group's domestic business were generally funded with the revenue in RMB. As a result, the Group is not exposed to significant foreign exchange risks.

During the Reporting Period, the Group did not use any financial derivatives to hedge against any foreign exchange risks.

CONTINGENT LIABILITIES

As at 31 December 2021, the Group did not have any material contingent liabilities.

PLEDGE OF ASSETS

As at 31 December 2021, right-of-use assets with carrying amount of RMB191.13 million were pledged as collaterals for certain bank loans.

5. MANAGEMENT DISCUSSION AND ANALYSIS

MATERIAL INVESTMENTS, ACQUISITIONS OR DISPOSALS

On 7 June 2021, Conch Environment (a then direct wholly-owned subsidiary of the Company), Mr. Ma Zhaoyang ("**First Vendor**") and West China Cement Limited ("**Second Vendor**") entered into a sale and purchase agreement ("**SP Agreement**"), pursuant to which the Conch Environment conditionally agreed to acquire:

(i) from the First Vendor, the entire issued share capital in Aqualink Global Limited at the consideration of HKD616,151,831 ("**AGL Consideration**"); and

(ii) from the Second Vendor, the entire issued share capital in West Environmental Technology Holdings Limited at the consideration of HKD190,847,580 ("**WETH Consideration**").

Completion of the SP Agreement took place on 28 June 2021 in accordance with the terms of the SP Agreement, (i) the AGL Consideration was settled by the allotment and issue of 16,808,710 new shares in the Company to the First Vendor, and (ii) the WETH Consideration was settled by the allotment and issue of 5,206,349 new shares in the Company to the Second Vendor, at the issue price of HKD36.6567 per share under the general mandate granted to the Directors. Details of the acquisitions are set out in the Company's announcements dated 7 June 2021 and 28 June 2021 respectively.

Save as disclosed above, during the Reporting Period, the Group did not have any other material investments, acquisitions or disposals.

CONVERTIBLE BONDS

On 5 September 2018, Conch Venture BVI, a wholly-owned subsidiary of the Company, issued zero coupon guaranteed convertible bonds ("**Bonds**") with an aggregate amount of HKD3,925,000,000, the net proceeds from which amounted to approximately RMB3,376.40 million ("**Net Proceeds**"). All the Net Proceeds raised have been fully utilized according to the intended use as disclosed during the year ended 31 December 2020. During the Reporting Period, the holders of the Bonds did not exercise any conversion rights, and no redemption of any amounts of the Bonds had been made by Conch Venture BVI.

SPIN-OFF AND SEPARATE LISTING OF THE SHARES OF CONCH ENVIRONMENT ON THE MAIN BOARD OF THE STOCK EXCHANGE

The Company submitted to the Stock Exchange a proposal for the spin-off and separate listing of the shares of Conch Environment on the Main Board of the Stock Exchange ("**Spin-off**") by way of introduction pursuant to Practice Note 15 to the Listing Rules. The Stock Exchange confirmed that the Company may proceed with the Spin-off.

5. MANAGEMENT DISCUSSION AND ANALYSIS

On 28 September 2021, Conch Environment submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the shares of Conch Environment on the Main Board of the Stock Exchange. On 16 March 2022, the resolutions in relation to, among others, the Spin-off and declaration of conditional special dividend by way of a distribution in specie were presented to and approved by the Board. The listing document in relation to the Spin-off ("**Listing Document**") was issued by Conch Environment on 22 March 2022. Shares of Conch Environment were listed on the Main Board of the Stock Exchange on 30 March 2022.

Details of the Spin-Off are set out in the announcements of the Company dated 28 September 2021, 4 March 2022, 7 March 2022 and 16 March 2022 respectively and the Listing Document.

HUMAN RESOURCES

The Group has attached great importance to the development of human resources, explored and optimized its corporate management system, and provided employees with favorable working environment, competitive remuneration packages and welfares, as well as regular business training in various positions to enhance their comprehensive vocational skills and stimulate their initiative and motivation in work. At the same time, the Group has also actively built a fair and balanced platform full of opportunities for the strategic development of diversified talents, and recruits students from vocational colleges and universities through various channels, so as to improve manpower and talent pool for corporate development.

As at 31 December 2021, the Group had 7,090 employees. The remuneration of employees is based on qualifications, experience, work performance and market conditions. As required by the PRC regulations on social insurance, the Group participated in the social insurance schemes operated by local government authorities which include pension insurance, medical insurance, unemployment insurance, industrial injuries insurance and maternity insurance. For the year ended 31 December 2021, the total remuneration of employees (including the remuneration of the Directors) was approximately RMB651.14 million (2020: RMB462.31 million).

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

In January 2022, the Group entered into five separate equity transfer agreements with the subsidiaries of Agile Holdings for acquisition of equity interests in five entities engaged in waste incineration solutions of Agile Holdings for an aggregate consideration of RMB799.6 million, subject to certain adjustments. Details of the acquisition are set out in the Company's announcement dated 28 January 2022.

In March 2022, the Group entered into five separate equity transfer agreements with the subsidiaries of Hangzhou Jinjiang Group for the acquisition of its direct or indirect equity interests in five entities engaged in waste incineration solutions of Hangzhou Jinjiang Group for an aggregate consideration of RMB673.97 million, subject to certain adjustments in accordance with the terms of the relevant sale and purchase agreement.

Save as disclosed above, in note 34 to the financial statements and in the paragraph headed "Management Discussion and Analysis — Spin-off and separate listing of the shares of Conch Environment on the Main Board of the Stock Exchange" of this report, no significant subsequent events occurred in the Group after 31 December 2021 and up to the date of this report.

6. CORPORATE GOVERNANCE REPORT

The Board is hereby pleased to present the corporate governance report of the Group for the year.

(I) CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standard of corporate governance in order to protect the interests of the Shareholders and improve corporate value and accountability. The Company acknowledges the importance of the Board in effectively leading and managing the business of the Company and ensuring the transparency and accountability of the Company's operation.

The Company has adopted the Corporate Governance Code ("**CG Code**") set out in Appendix 14 to the Listing Rules as the corporate governance code of the Company. The Board confirmed that during the Reporting Period, the Company has complied with the principles and code provisions of the CG Code to formulate its operation and the Company has further refined the corporate governance structure and enhanced its corporate governance under the guidance of the regulatory documents including the Listing Rules and the Articles of Association.

The Company will regularly review and improve its corporate governance practices in order to be continuously in compliance with the CG Code.

(II) MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding the transactions of securities of the Company by the Directors and the relevant employees (who likely possess inside information of the Company) ("**Securities Dealing Code**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") set out in Appendix 10 of the Listing Rules. Having made specific enquiries by the Company, all the Directors confirmed that they have complied with the Model Code and the Securities Dealing Code during the Reporting Period.

The Company has also issued an insider dealing warning ("**Insider Dealing Warning**") for securities transactions by employees.

During the Reporting Period, the Company was not aware of any incident of non-compliance with the Model Code, the Securities Dealing Code and the Insider Dealing Warning by the relevant employees.

6. CORPORATE GOVERNANCE REPORT

(III) THE BOARD

The composition of the Board during the Reporting Period is as follows:

Name	Position
Mr. Ji Qinying	Executive Director and Chief Executive Officer
Mr. Li Jian	Executive Director and Deputy General Manager
Mr. Li Daming	Executive Director and Deputy General Manager
Mr. Guo Jingbin (Note 1)	Non-executive Director and Chairman of the Board
Mr. Shu Mao (Note 2)	Non-executive Director
Mr. Yu Kaijun (Note 3)	Non-executive Director
Mr. Chan Chi On (alias Derek Chan)	Independent Non-executive Director
Mr. Chan Kai Wing	Independent Non-executive Director
Mr. Lau Chi Wah, Alex	Independent Non-executive Director
Mr. Chang Zhangli (Note 4)	Non-executive Director

Notes:

1. Mr. Guo Jingbin was re-designated from an executive Director to a non-executive Director on 27 September 2021.
2. Mr. Shu Mao was appointed as a non-executive Director on 27 September 2021.
3. Mr. Yu Kaijun was appointed as a non-executive Director on 1 November 2021.
4. Mr. Chang Zhangli resigned as a non-executive Director on 1 November 2021.

Detailed biographies of the current Directors are set out in the section headed "Biographies of Directors and Senior Management" of this report.

There is no financial, business, family or other material/relevant relationship among all members of the Board.

Independence of Independent Non-executive Directors

During the Reporting Period, the Board had complied with the requirements under Rules 3.10 and 3.10A of the Listing Rules, having at least three independent non-executive Directors (representing at least one-third of the Board) with at least one of whom possessing appropriate professional qualifications, or accounting and related financial management expertise. The Company has received written annual confirmations from the independent non-executive Directors, namely Mr. Chan Chi On (alias Derek Chan), Mr. Chan Kai Wing and Mr. Lau Chi Wah, Alex, on their independence pursuant to Rule 3.13 and the Company considers all independent non-executive Directors are independent. The three independent non-executive Directors have duly performed their duties, protected Shareholders' interests independently and objectively, and provided checks and balances in the decision-making of the Board in accordance with relevant laws and regulations.

6. CORPORATE GOVERNANCE REPORT

According to Code Provision A.1.1 of the CG Code (which has been re-numbered as Code Provision C.5.1 with effect from 1 January 2022), the board of directors of any listed company should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the Reporting Period, the Board had held five meetings (approximately one for each quarter), two of which were routine meetings to approve the final results for the year ended 31 December 2020 and the interim results for the period ended 30 June 2021. The Board was of the view that each Director was given sufficient time to supervise the matters of the Company at the meetings held during the year. In 2022, the Company will continue to comply with Code Provision C.5.1 of the CG Code in holding one regular board meeting for each quarter to discuss or approve matters in relation to, among other things, operating strategies, external expansion, financial planning.

During the Reporting Period, the attendance records of each Director at the meetings of the Board, the Audit Committee, the Remuneration and Nomination Committee, the Strategy, Sustainability and Risk Management Committee and the annual general meeting are set forth as below:

	Number of attendance/Number of meetings during term of office				
Name of Director	**Board Meeting**	**Audit Committee**	**Remuneration and Nomination Committee**	**Strategy, Sustainability and Risk Management Committee**	**Annual General Meeting**
Mr. Ji Qinying (Note 1)	5/5	N/A	1/1	1/1	1/1
Mr. Li Jian	5/5	N/A	N/A	N/A	1/1
Mr. Li Daming	5/5	N/A	N/A	N/A	1/1
Mr. Guo Jingbin	5/5	N/A	N/A	1/1	1/1
Mr. Shu Mao (Note 2)	0/5	N/A	N/A	N/A	0/1
Mr. Yu Kaijun (Note 3)	0/5	N/A	0/1	0/1	0/1
Mr. Chan Chi On (alias Derek Chan)	5/5	2/2	1/1	1/1	0/1
Mr. Chan Kai Wing	5/5	2/2	1/1	N/A	0/1
Mr. Lau Chi Wah, Alex	5/5	2/2	1/1	N/A	0/1
Mr. Chang Zhangli (Note 4)	5/5	N/A	0/1	1/1	0/1

Notes:

1. Mr. Ji Qinying resigned as a member of the Remuneration and Nomination Committee on 29 March 2021.

2. Mr. Shu Mao was appointed as a non-executive Director on 27 September 2021.

3. Mr. Yu Kaijun was appointed as a non-executive Director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee on 1 November 2021.

4. Mr. Chang Zhangli was appointed as a member of the Remuneration and Nomination Committee on 29 March 2021 and resigned as a non-executive Director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee on 1 November 2021.

During the year, the Chairman also held meeting with the independent non-executive Directors without the presence of other Directors.

6. CORPORATE GOVERNANCE REPORT

(IV) FUNCTIONS, OPERATION AND ACCOUNTABILITIES OF THE BOARD AND MANAGEMENT

The Board is responsible for the leadership, control and management of the Company. Its primary role is to provide strategic guidance for the Company and effectively supervise the administrative staff of the Company. Each Director shall perform their duties objectively and prudently in the interest of the Company and shall be accountable to Shareholders.

The Board reserves its right to make decisions on all major matters of the Company, including to approve and supervise the policies, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those which may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

The management of the Company is responsible for the daily management of the business operation of the Company, the implementation of strategies, plans and business targets of the Company, and the formulation of business plans and budgets and making recommendation on such issues to the Board.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experiences, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all relevant information as well as the advice and services from the company secretaries, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Besides, each Director may seek independent professional advice in appropriate circumstances at the Company's expenses, upon making request to the Board.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

6. CORPORATE GOVERNANCE REPORT

(V) CONTINUOUS TRAINING AND DEVELOPMENT OF DIRECTORS

The Company continuously updates Directors on the latest developments of the Listing Rules and other applicable regulatory requirements and provides training to improve and update the Directors' knowledge and skills. Certain senior management of the Company attended the "59th Session of the Enhanced Continuing Professional Development Seminar for Affiliated Members" held in Changsha from 20 to 22 October 2021, and circulated relevant information to our Directors. In December 2021, the Stock Exchange published amendments to the CG Code and Listing Rules, and the Company outlined and explained the amendments to the Directors and senior management. In addition, the Company regularly circulates the weekly news of the environmental protection industry to update the Directors on the industry development during the year.

A summary of training received by the Directors during the year ended 31 December 2021 according to the records provided by the Directors is as follows:

Name of Director	Attending courses/ seminars/conferences	Reading books/ journals/articles
Mr. Ji Qinying	✓	✓
Mr. Li Jian	✓	✓
Mr. Li Daming	✓	✓
Mr. Guo Jingbin	✓	✓
Mr. Shu Mao (Note 1)	✓	✓
Mr. Yu Kaijun (Note 2)	✓	✓
Mr. Chan Chi On (alias Derek Chan)	✓	✓
Mr. Chan Kai Wing	✓	✓
Mr. Lau Chi Wah, Alex	✓	✓
Mr. Chang Zhangli (Note 3)	✓	✓

Notes:

1. Mr. Shu Mao was appointed as a non-executive Director on 27 September 2021.

2. Mr. Yu Kaijun was appointed as a non-executive Director on 1 November 2021.

3. Mr. Chang Zhangli resigned as a non-executive Director on 1 November 2021.

During the Reporting Period, all the Directors were in compliance with the Code Provision A.6.5 of the CG Code (which has been re-numbered as Code Provision C.1.4 with effect from 1 January 2022). All the Directors were consistently provided with the latest information regarding legal and regulatory developments as well as business and market environment for their performance of duties.

6. CORPORATE GOVERNANCE REPORT

(VI) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the Code Provision A.2.1 of the CG Code (which has been re-numbered as Code Provision C.2.1 with effect from 1 January 2022), the duties and responsibilities of the Chairman to manage the Board should be clearly separated from those of the Chief Executive Officer to manage the business operation of the Company and should not be performed by the same individual.

The Chairman of the Board and the Chief Executive Officer (i.e. general manager) of the Company are served by Mr. Guo Jingbin and Mr. Ji Qinying respectively so as to ensure a clear division of the duties between them. Mr. Guo Jingbin is mainly responsible for formulating the overall strategic development of the Group, leading the Board and ensuring the effectiveness of the Board when performing his duties as the Chairman of the Board. Mr. Ji Qinying is mainly responsible for the daily operation and management of the Company and the implementation of the Board's decisions, strategies, plans and business targets of the Company.

(VII) APPOINTMENT AND RE-ELECTION OF DIRECTORS

The procedures of appointment, re-election and removal of Directors are stipulated in the Articles of Association.

As at the date of this report, the Company has entered into service agreements with all executive Directors and appointment letters with all non-executive Directors and independent non-executive Directors respectively, all for a term of not more than three years. Such appointment may be terminated by not less than three months' written notice from either party.

Pursuant to article 105 of the Articles of Association, at each annual general meeting, one third of the Directors for the time being (or if their number is not three or 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 least once every three years. Retiring Directors are eligible to offer themselves for re-election. The Directors to retire in every year shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot. Pursuant to article 109 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting and shall then be eligible for re-election at the meeting.

Hence, after discussion among the Directors, Mr. Guo Jingbin, Mr. Li Jian and Mr. Chan Kai Wing will retire at the 2022 Annual General Meeting of the Company. In addition, Mr. Shu Mao (appointed by the Board on 27 September 2021) and Mr. Yu Kaijun (appointed by the Board on 1 November 2021) will hold office until the 2022 Annual General Meeting of the Company pursuant to article 109 of the Articles of Association. Pursuant to the Articles of Association and the Company's board diversity policy and director nomination policy, all the above retiring Directors, being eligible for nomination and re-election, will offer themselves for re-election thereat.

6. CORPORATE GOVERNANCE REPORT

(VIII) COMMITTEES OF THE BOARD

As at the date of this report, the Board has established three committees, namely the Audit Committee, the Remuneration and Nomination Committee and the Strategy, Sustainability and Risk Management Committee and formulated the relevant written terms of references for overseeing particular aspects of affairs of the Company. Each committee of the Board is established with defined written terms of reference. The terms of reference of the committees of the Board are posted on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.conchventure.com) and are available to Shareholders.

1. Audit Committee

(1) Members

The three independent non-executive Directors of the Company are members of the Audit Committee and their positions are as follows:

Name	Position
Mr. Chan Chi On (alias Derek Chan)	Chairman
Mr. Chan Kai Wing	Member
Mr. Lau Chi Wah, Alex	Member

None of the members of the Audit Committee is a former partner of the current external auditors of the Company.

The Terms of Reference of the Audit Committee of the Board clearly defines the duties and rules of the committee. In accordance with the Terms of Reference of the Audit Committee of the Board, the chairman of the committee shall be acted by an independent non-executive Director.

6. CORPORATE GOVERNANCE REPORT

(2) Summary of Functions and Work

The Company adopted the latest revised Terms of Reference of the Audit Committee with effect from 29 March 2021 to remove its risk management function. The new Terms of Reference of the Audit Committee of the Board stipulates that the primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and information, provide advice in respect of financial reporting and oversee the internal control system of the Company and consider any significant or unusual matters and report to the Board for consideration.

For the year ended 31 December 2021, the work done by the Audit Committee was set forth below:

a. reviewed the audited consolidated annual results as at 31 December 2020 and the interim results as at 30 June 2021, together with the announcements and reports related to the results, and other matters or issues as proposed by the external auditor;

b. reviewed the audit results as submitted by the external auditor;

c. reviewed the independence of the external auditor and consider the appointment of an external auditor for the annual audit services;

d. reviewed the effectiveness of the internal control system of the Group, including all material controls in particular financial, operational and compliance controls; and

e. reviewed and approved the continuing connected transactions of the Group.

6. CORPORATE GOVERNANCE REPORT

2. Remuneration and Nomination Committee

(1) Members

During the period from 1 January 2021 to 29 March 2021, the Chief Executive Officer and the three independent non-executive Directors of the Company were the members of the Remuneration and Nomination Committee. With effect from 29 March 2021, the committee has comprised one non-executive Director and three independent non-executive Directors. Their positions are as follows:

Name	Position
Mr. Lau Chi Wah, Alex	Chairman
Mr. Chan Chi On (alias Derek Chan)	Member
Mr. Chan Kai Wing	Member
Mr. Yu Kaijun	Member (Appointed on 1 November 2021)
Mr. Ji Qinying	Member (Resigned on 29 March 2021)
Mr. Chang Zhangli	Member (Appointed on 29 March 2021 and resigned on 1 November 2021)

The Terms of Reference of the Remuneration and Nomination Committee of the Board clearly defines the duties and rules of the committee. In accordance with the Terms of Reference of the Remuneration and Nomination Committee of the Board, the chairman of the committee shall be acted by an independent non-executive Director.

(2) Summary of Functions and Work

The primary functions of the Remuneration and Nomination Committee are to make recommendation to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of the Group; make recommendation to the Board on the remuneration packages for each of the executive Directors and senior management; and review performance-based remuneration and ensure none of the Directors participate in deciding their own remuneration; to review the structure, size and composition (including the skills, knowledge and experiences) of the Board at least annually; to make recommendation to the Board on any proposed changes to the Board to complement the Company’s corporate strategy; to identify and select individuals suitably qualified as potential Board members or make recommendations to the Board on the selection of individuals nominated for directorships; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, in particular that of the chairman/chief executive officer/general manager.

6. CORPORATE GOVERNANCE REPORT

For the year ended 31 December 2021, the work done by the Remuneration and Nomination Committee was set forth below:

a. reviewed the remuneration policies and structure of the Directors and senior management of the Company;

b. reviewed and evaluated the independence of the independent non-executive Directors;

c. reviewed the structure, size, and composition of the Board (including the skills, knowledge, and experience);

d. discussed the composition of the Board from the aspect of diversity, and implemented the measurable objectives for Board diversity; and

e. reviewed and approved the resolutions on the re-election and appointment of Directors.

(3) Director Nomination Policy

On 13 December 2018, the Company adopted a director nomination policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors. When assessing and selecting candidates of Directors, the Remuneration and Nomination Committee and the Board will consider the integrity, qualification (including professional qualification, skills, knowledge and experience related to the business and strategy of the Company) of the candidates and the diversity element as described in the Board Diversity Policy. For appointment of independent non-executive Directors, the Company will also consider the independence of the candidates in accordance with the Listing Rules and the commitment of sufficient time in order to discharge the duties as the member of the Board and the Board Committees.

For appointment of Directors, the Remuneration and Nomination Committee should recommend to the Board to appoint suitable candidates for directorship. For person nominated by Shareholders for election as a Director at the general meeting of the Company, the Remuneration and Nomination Committee and/or the Board should assess such candidate based on the above selection criteria to determine the eligibility of such candidate to be appointed as a Director, and thus make recommendation to the Shareholders on the proposal of election of Director at the general meeting.

For re-election of Director at the general meeting, the Remuneration and Nomination Committee and/or the Board should review the overall contribution and services made by the retiring Director to the Company, and consider whether their level of engagement and performance in the Board meet the above standards, and make recommendation to the Shareholders on the proposed re-election of Director at the general meeting.

6. CORPORATE GOVERNANCE REPORT

(4) Board Diversity Policy

The Company has adopted a Board diversity policy since 3 December 2013, and made amendment to such policy on 13 December 2018.

As the Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance, the Board adopted a Board diversity policy, whereby setting forth principles adopted to realize the Board diversity. In determining the composition of the Board, the Company takes into consideration the skills, industry experience, background, race, expertise, culture, independence, age and gender of the members of the Board, in order to establish and maintain a diverse Board. The Company strives to maintain diversified opinions in every aspect in the Board, especially the opinions that are consistent with the strategy and objectives of the Company, and conduct regular assessment on the Board diversity and progress in achieving the objective of diversity.

The Company has formulated the following measurable objectives for the Board diversity policy:

(a) at least 80% of Board members have college education background;

(b) at least 60% of Board members have acquired accounting or other professional qualifications;

(c) at least 80% of Board members have relevant working experiences in China; and

(d) at least one third of the Board members are independent non-executive Directors.

As at the date of this report, the above targets had been achieved. The Remuneration and Nomination Committee will regularly review the relevant policies and the measurable objectives to ensure the diversity of the Board.

The Company considers that the compositions of the current Board are consistent with the diversity principles under the Board diversity policy, taking into account the skills, regions, genders, and other qualities of the existing Directors. The composition of the Board could accommodate the operation and development needs of the Company. To cope with the future development, the Company will consider the aforesaid differences when considering changes to the composition and the portfolio of the Board. The appointment of a Board member is dependent on merit, and the diversity is also taken into consideration.

6. CORPORATE GOVERNANCE REPORT

3. Strategy, Sustainability and Risk Management Committee

The Company has established the Strategy, Sustainability and Risk Management Committee on 29 March 2021, details of which are as follows:

(1) Members

The Chairman of the Board (who is a non-executive Director), the Chief Executive Officer, one non-executive Director and one independent non-executive Director of the Company are the current members of the Strategy, Sustainability and Risk Management Committee and their positions are as follows:

Name	Position
Mr. Guo Jingbin	Chairman
Mr. Ji Qinying	Member
Mr. Chan Chi On (alias Derek Chan)	Member
Mr. Yu Kaijun	Member (Appointed on 1 November 2021)
Mr. Chang Zhangli	Member (Resigned on 1 November 2021)

The Terms of Reference of the Strategy, Sustainability and Risk Management Committee of the Board clearly defines the duties and rules of the committee.

(2) Summary of Functions and Work

The Strategy, Sustainability and Risk Management Committee is mainly responsible for formulating the mid and long-term planning of development strategies of the Group, considering and making recommendations on policies for the sustainable development, monitoring and reviewing the implementation of strategic development plans and policies related to sustainable development, overseeing and reviewing the risk management system, and assisting the Board in fulfilling its management and supervision responsibilities related to the sustainable development of the Group.

For the year ended 31 December 2021, the work done by the Strategy, Sustainability and Risk Management Committee was set forth below:

a. reviewed the Terms of Reference of the Strategy, Sustainability and Risk Management Committee; and

b. reviewed the Company's 2020 Environmental, Social and Governance Report.

6. CORPORATE GOVERNANCE REPORT

(IX) CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in Code Provision D.3.1 of the CG Code (which has been re-numbered as Code Provision A.2.1 with effect from 1 January 2022).

The Board has reviewed the corporate governance policies and practices of the Company, the training and continuous professional development of the Directors and senior management, the policies and practices of the Company on compliance with legal and regulatory requirements, the compliance by the Directors and employees of the code of the Group's securities dealing conduct, and the compliance of the Company with the CG Code and the disclosures in this corporate governance report.

(X) AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about its reporting responsibilities on the consolidated financial statements for the year ended 31 December 2021 of the Group is set out in the section headed "Independent Auditor's Report" on pages 79 to 90.

The fee paid/payable to KPMG, the auditor, by the Company for the year ended 31 December 2021 is set out below:

Services	**Fee paid/payable** (RMB'000)
Audit Services — audit fee for 2021	2,340
Total	2,340

6. CORPORATE GOVERNANCE REPORT

(XI) DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for each financial year. The financial statements have truly and fairly reflected the financial position of the Group and the Company and the results of operation and cash flows of the Group in the year. During the preparation of the financial statements for the year ended 31 December 2021, the Board had adopted suitable accounting policies and ensured consistent application of such accounting policies, made prudent, fair and reasonable judgments and estimates, and prepared the accounts on a going concern basis. The Directors believe after making reasonable inquiries that the Group has sufficient fund to meet the constant operations in the foreseeable future, therefore the ongoing basis is suitable for the preparation of the financial statements.

(XII) RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is fully responsible for, and assesses the risk management and internal control systems of the Group so as to protect the investments of the Shareholders and the assets of the Group. During the Reporting Period, the Board had complied with the code provisions regarding risk management and internal control systems as set out in the CG Code.

The management is responsible for design, implementation and supervision of the Group's risk management and internal control systems and shall confirm the effectiveness of the system to the Board. These systems are designed to manage the risk of failure to achieve business objectives, and only provide reasonable but not absolute assurance against material misstatement or loss.

The Strategy, Sustainability and Risk Management Committee and the audit department established by the Company evaluate the effectiveness of the risk management and internal control systems respectively, and independent organization inspects the risk management and internal control systems of the Company and its subsidiaries. Serious internal control deficiencies in the systems will be reported directly to the Strategy, Sustainability and Risk Management Committee, the Audit Committee and the Board, and reasonable measures will be taken and improvements will be made in a timely manner.

6. CORPORATE GOVERNANCE REPORT

During the Reporting Period, the Group formulated and issued the Guidance on Risk Management and Internal Control for 2021, which specified the overall objectives and main tasks of risk management and internal control for the year and highlighted corporate governance, financial, operational and safety control in the implementation process, with ongoing attention paid to the improvement of internal control and management standards of major operations, such as investments, engineering projects, organizational structure, production operation, asset management, safety and environmental protection, approval and certificates, sales and receipts and procurement and payment, involved in the development, operation and compliance of the Company. In May, the Group engaged Deloitte Touche Tohmatsu to review and optimize the risk management and internal control systems of the Company and its subsidiaries. In accordance with the construction and implementation principles of complying with requirements, segment management, highlighting key points, developing features and solidifying in a sequential manner, the Company focused on the comprehensive management and improvement of organizational control, authorization management, internal control system, internal control process and internal control evaluation, etc., and revised the relevant internal control system according to relevant laws and regulations and the actual situation of the Company, so as to promote the professional construction of internal control and risk management systems and further enhance the specificity and effectiveness of the internal risk control system. Meanwhile, special training was conducted for the management and audit, finance, internal control and compliance personnel of the Company and its subsidiaries to ensure all the relevant personnel are equipped with the skills required for the effective operation of the internal risk control system. The Group conducted self-assessments on risk management and internal control in July and December respectively. Based on the results of the two internal control self-assessment, the Group and its subsidiaries had no significant internal control deficiencies in financial reporting and non-financial reporting, no significant incidents related to compliance, safety, environmental or litigation, no reported incidents of improper financial reporting, internal control or other misconduct by employees Hence, the risk management and internal control systems of the Group and its subsidiaries were proved to be effective and adequate during the Reporting Period.

The Board will continue to supervise the risk management and internal control systems of the Company, and review the effectiveness of the risk management and internal control systems of the Company and its subsidiaries annually. The Board has received the confirmation from the management in respect of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries, and considered that such systems were effective and sufficient. The Board had through the Strategy, Sustainability and Risk Management Committee and the Audit Committee, examined the effectiveness of the risk management and internal control systems of the Group, including controls of all important aspects especially financial control, operation control and compliance control, and considered the adequacy of resources, staff qualifications and experience, training programs in respect of the Company's accounting, internal audit and financial reporting function, so as to ensure the effectiveness of the risk management and internal control systems and risks identification and prevention, thereby providing reasonable protection to the effective operation of the Group.

6. CORPORATE GOVERNANCE REPORT

The Company has formulated the Measures for the Administration of Information Disclosure, which provided relevant requirements on the processing and disclosure procedures of corporate information (including inside information) such as confidentiality measures for inside information and management of insiders, and will update the statistics of insiders from time to time and provide explanation to them on rules in a timely manner, so as to monitor and handle the inside information effectively.

(XIII) COMPANY SECRETARY

Mr. Shu Mao resigned as the company secretary of the Company on 27 September 2021.

Mr. Chen Xingqiang and Ms. Chan Wai Ling were appointed as the joint company secretaries of the Company on 11 October 2021. Mr. Chen Xingqiang is the internal joint company secretary of the Company. Ms. Chan Wai Ling is a director of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices and matters. The principal contact person in the Company with Ms. Chan Wai Ling is Mr. Chen Xingqiang, a joint company secretary of the Company, who will collaborate and communicate with Ms. Chan Wai Ling on corporate governance and secretarial and administrative matters of the Company.

Pursuant to Rule 8.17 of the Listing Rules, the Company shall appoint a company secretary who satisfies the requirements of Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that the Company shall appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary by virtue of his/her academic or professional qualifications or relevant experience.

As Mr. Chen Xingqiang currently does not possess the qualifications required under Note 1 to Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the "**Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Chen Xingqiang as a joint company secretary of the Company for a period of three years from the date of such appointment (i.e. 11 October 2021) (the "**Waiver Period**"). The Waiver is granted on the conditions that (i) Mr. Chen Xingqiang must be assisted by Ms. Chan Wai Ling throughout the Waiver Period; and (ii) the Waiver can be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Chen Xingqiang, having had the benefit of Ms. Chan Wai Ling's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules, such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

6. CORPORATE GOVERNANCE REPORT

For the year ended 31 December 2021, Mr. Chen Xingqiang and Ms. Chan Wai Ling had taken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

The biographical details of Mr. Chen Xingqiang and Ms. Chan Wai Ling are set out in the section headed "Biographies of Directors and Senior Management" in this report.

(XIV) SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene an extraordinary general meeting

The following procedures for Shareholders to convene an extraordinary general meeting of the Company are prepared in accordance with article 64 of the Articles of Association of the Company.

1. One or more Shareholders ("**Requisitionist(s)**") holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings shall have the right, by written notice, to require an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition.

2. Such requisition shall be made in writing to the Board or the company secretary of the Company at the following:

Address:	No. 1011 Jiuhua South Road, Wuhu City, Anhui Province, the People's Republic of China
Email:	chenxq@conchventure.com
Attention:	The Board of Directors/Company Secretary

3. The extraordinary general meeting shall be held within two months after the deposit of such requisition.

4. If the Directors fail to proceed to convene such meeting within twenty-one (21) days upon such deposit, 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 convening such meeting by the Directors shall be reimbursed to the Requisitionist(s) by the Company.

6. CORPORATE GOVERNANCE REPORT

Procedures for raising enquiries

1. Shareholders should direct their questions about their shareholdings, share transfer and registration, and payment of dividend to the Company's branch share registrar in Hong Kong, details of which are as follows:

   Computershare Hong Kong Investor Services Limited

Address:	Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Email:	hkinfo@computershare.com.hk
Tel:	(852) 2862 8555
Fax:	(852) 2865 0990/2529 6087

2. Shareholders may at any time make any enquiry to the Company at the following designated contacts, correspondence address, email address and enquiry hotlines of the Company:

Address:	No. 1011 Jiuhua South Road, Wuhu City, Anhui Province, the People's Republic of China
Email:	chenxq@conchventure.com
Tel:	86-553-8398095
Fax:	86-553-8399065
Attention:	The Board of Directors/Company Secretary

3. Shareholders of the Company are encouraged to make enquires via the online enquiry form available on the Company's website at www.conchventure.com.

4. Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company at the appropriate time.

6. CORPORATE GOVERNANCE REPORT

Procedures and contact details for putting forward proposals at shareholders' meetings

1. To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her/its proposal ("**Proposal**") with his/her/its detailed contact information at the Company's principal place of business at Suite 4018, 40/F, Jardine House, 1 Connaught Place, Central, Hong Kong.

2. The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and effective, the Board will include the Proposal in the agenda for the general meeting.

3. The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

   (1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires an ordinary resolution or a special resolution of the Company at an annual general meeting of the Company;

   (2) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires to be passed as of a special resolution at an extraordinary general meeting of the Company;

   (3) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires to be passed as an ordinary resolution at an extraordinary general meeting of the Company.

At the annual general meeting held by the Company on 25 June 2021, all resolutions were approved by the Shareholders by way of poll. The resolutions in relation to the payment of final dividends, re-election of retiring Directors, and re-appointment of auditors were approved at the 2021 Annual General Meeting.

(XV) CONSTITUTIONAL DOCUMENTS

During the Reporting Period, no change has been made to the Articles of Association. The latest version of the Articles of Association is available on the websites of the Company (www. conchventure.com) and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

6. CORPORATE GOVERNANCE REPORT

(XVI) COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company recognizes its timely disclosure of corporate information, which enables Shareholders and investors to make investment decisions in their best interests. The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies.

The Company maintains a website at www.conchventure.com as a communication platform with Shareholders and investors, where the financial information and other relevant information of the Company are available for public access. Shareholders and investors may send written enquiries or requests to the Company through the following channels:

Address:	**Office and Correspondence Address:**
	No. 1011 Jiuhua South Road, Yijiang District, Wuhu City, Anhui Province, China
	Representative Office in Hong Kong:
	Suite 4018, 40/F, Jardine House, 1 Connaught Place, Central, Hong Kong
Tel:	86-553-8398095
Fax:	86-553-8399065
Email:	hlcy@conchventure.com

In order to be valid, Shareholder(s) shall deposit and send the duly signed original written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification. Information of Shareholders may be disclosed as required by law.

7. REPORT OF THE DIRECTORS

Directors hereby present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2021.

(1) PRINCIPAL ACTIVITIES

The Company is an investment holding company engaged in the provision of the "package" solutions on energy-saving and environmental-protection. Details of the activities of the subsidiaries of the Company are set out in notes 5 and 16 to the financial statements.

The annual business review and the discussion of future business development of the Group, as well as the analysis of the performance of the Group during the year based on the key financial performance indicators are set out on pages 10 to 20 of the "Business Review and Outlook" section and pages 21 to 31 of the "Management Discussion and Analysis" section in the report respectively. These information forms part of the Report of the Directors.

(2) BUSINESS MODELS AND STRATEGIES

The Group's principal activities consist of three major business, namely municipal waste treatment business, new building materials and port logistics. The Group focuses on the development of the grate furnace power generation. The Group has set up two production bases in Wuhu and Bozhou, Anhui Province for the production and sale of new energy-saving wall materials such as fiber cement boards. The port logistics business represents the Jiangdu Haichang sea-to-river transshipment port owned by the Group in Yangzhou City, Jiangsu Province. In addition, the Company commenced the new energy business and carried out the construction of project on lithium iron phosphate cathode materials to nurture new growth drivers during the Reporting Period.

To consolidate its position as a leading integrated supplier of environmental protection solutions, the Group has implemented the following strategies, including: (i) further promoting the projects of grate furnace power generation, deepening project benchmarking management and improving operation quality; (ii) establishing a comprehensive and standardized construction management system, and developing unique architectural style for main structure of environmental protection projects; (iii) making selective yet prudent acquisitions to complement the business composition; (iv) actively engaging in cooperation with companies in the lithium battery industry; and (v) further developing the new technology of municipal waste treatment business.

7. REPORT OF THE DIRECTORS

(3) RELATIONS WITH THE SUBSTANTIAL STAKEHOLDERS

The Group always places the maintenance of relationships with employees, customers and suppliers at the forefront of achieving sustainable business development. The Group has strengthened its ties with employees, cooperated with suppliers and provided customers with products and services of high quality, so as to achieve sustainable corporate development.

The Group attaches great importance to human resources management and regularly provides professional business training to employees in various positions of the Company. Through the establishment of a multi-level and systematic training system, the Group fully mobilizes the enthusiasm of the employees for continuous learning. At the same time, the Group strives to build competitive promotion paths, conducts competitive recruitment for certain professional positions, and gives full play to the professional ability of each employee. The Group has also been strengthening its talent team through internal training, social recruitment and the introduction of professional talents.

In terms of customer relationship, while maintaining the relationship with its existing customers, the Group has strengthened communication with new customers through various channels, with a view to enhancing market penetration and expansion. In terms of customer relationship management, the Group conducts regular customer satisfaction surveys and after-sales visits, and adjust marketing strategy when appropriate, to continuously improve product and service quality.

The Group places a high value on establishing long-term and sound cooperative relationships with suppliers, and through building common values, promotes business benefits with product benefits, ultimately achieving win-win cooperation among all parties. The Group's main service providers include system and equipment suppliers, engineering construction entities, external consultants providing professional services and other business partners providing value-added services for the Group.

(4) RESULTS

The results of the Group during the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on page 93 of this report.

(5) RESERVES AND DIVIDEND

Details of other changes in reserves are set out in note 29 to the financial statements and the consolidated statement of changes in equity on pages 96 to 97.

As at 31 December 2021, the Company's reserves available for distribution to its Shareholders amounted to approximately RMB688.7 million (31 December 2020: RMB7.2 million). The Directors recommend the distribution of final dividend of HKD0.70 per share for the year ended 31 December 2021 (2020: HKD0.70 per share) to the Shareholders.

7. REPORT OF THE DIRECTORS

Subject to the approval of Shareholders at the 2022 Annual General Meeting of the Company to be held on 24 June 2022 , the above proposed final dividend will be paid to the Shareholders whose names appear on the register of members of the Company at the close of business on 8 July 2022. The proposed final dividend is expected to be paid on 22 July 2022.

On 16 March 2022, the Company's Board of Directors declared a conditional special dividend through a distribution in specie by the Company of all the shares of Conch Environment. As of 31 March 2022, the distribution has been completed.

Dividend Policy

On 13 December 2018, the Board adopted a dividend policy which sets out the principles and guidelines of the Group. The Company intends to declare and pay the dividend to its Shareholders on an annual basis. The declaration, payment and amount of dividends shall be determined at the absolute sole discretion of the Board subject to the Company's financial results, cash flow position, business condition and strategy, future operation and income, capital need and expenditure plan, interest of the Shareholders, any restriction on dividend payment and any other factors deemed relevant by the Board. The dividend amount in each financial year shall represent approximately 20% of the net profit available for distribution attributable to the Group. The Board may recommend and/or declare interim dividend, annual special dividend and any net profit distribution deemed fit by the Board for or during the financial year.

(6) PROPERTY, PLANT AND EQUIPMENT

As at 31 December 2021, the property, plant and equipment of the Group amounted to approximately RMB1,213 million. Details of the changes in property, plant and equipment of the Group during the Reporting Period are set out in note 13 to the financial statements.

(7) SUBSIDIARIES AND ASSOCIATED COMPANIES

Details of the major subsidiaries and associated companies of the Company are set out in notes 16 and 17 to the financial statements.

(8) SHARE CAPITAL

On 28 June 2021, (i) 16,808,710 shares in the Company were allotted and issued to Mr. Ma Zhaoyang in consideration of the acquisition of the entire issued share capital in Aqualink Global Limited, and (ii) 5,206,349 shares in the Company were allotted and issued to West China Cement Limited in consideration of the acquisition of the entire issued share capital in West Environmental Technology Holdings Limited, at the issue price of HKD36.6567 per share under the general mandate granted to the Directors. For further details, please refer to the paragraph headed "Management Discussion and Analysis — Material investments, acquisitions or disposals" in this report.

Details of the Company's capital structure are set out in note 29(c) to the financial statements. As at 31 December 2021, the Company had a total of 1,826,765,059 shares in issue.

7. REPORT OF THE DIRECTORS

(9) DISCLOSURE OF INTERESTS

1. Substantial Shareholders' Interests or Short Positions

As at 31 December 2021, as far as the Directors were aware, the interests or short positions of the persons other than the Directors and chief executive of the Company in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register of substantial shareholders required to be kept by the Company under section 336 of the SFO were as follows:

Name of Shareholders	Nature of interests	Number of shares (long positions)	Approximate percentage of shareholdings (%)
SA Conch	Interest of controlled corporation	126,651,500 (note 1)	6.93
CV Investment	Beneficial owner	41,560,000	2.27
	Interest of controlled corporation	85,091,500 (note 2)	4.66
	Sub-total	**126,651,500**	**6.93**

Notes:

1. Among the aforesaid shares, 41,560,000 shares are directly owned by CV Investment and the remaining 75,643,500 shares, 5,182,000 shares, 3,229,500 shares, 991,500 shares and 45,000 shares are owned respectively by (i) 海螺創投控股(珠海)有限公司 (Conch Venture Holdings (Zhuhai) Co., Ltd.*) ("**CV Holdings (Zhuhai)**"), (ii) 安徽海螺創業醫療投資管理有限責任公司 (Anhui Conch Venture Medical Investment Management Co., Ltd.*) ("**CV Medical**"), (iii) 海螺創業國際有限公司 (Conch Venture International Limited*) ("**CVI**"), (iv)上海弋江投資有限公司 (Shanghai Yijiang Investment Limited*) ("**SHYJ**") and (v)上海新永鎰資產管理有限公司 (Shanghai Xinyongyi Asset Management Limited*) ("**SHXYY**"), all of which are wholly-owned by CV Investment. CV Investment is deemed to be interested in the shares in which CV Holdings (Zhuhai), CV Medical, CVI, SHYJ and SHXYY are interested by virtue of the SFO. As 82.93% of CV Investment's registered capital is held by SA Conch, SA Conch is deemed to be interested in the shares in which CV Investment is interested by virtue of the SFO.

2. Among these shares, 75,643,500 shares, 5,182,000 shares, 3,229,500 shares, 991,500 shares and 45,000 shares are owned respectively by CV Holdings (Zhuhai), CV Medical, CVI, SHYJ and SHXYY. CV Investment is deemed to be interested in the shares in which CV Holdings (Zhuhai), CV Medical, CVI, SHYJ and SHXYY are interested by virtue of the SFO.

* *For identification purpose only*

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any other persons, other than the Directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register of substantial shareholders required to be kept under section 336 of the SFO.

7. REPORT OF THE DIRECTORS

2. Directors' and Chief Executive's Interests and Short Positions

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have taken, under such provisions of the SFO), or recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") set out in Appendix 10 to the Listing Rules were set out below:

The Company

Name of Directors	Nature of interests	Number of shares (long positions)	Approximate percentage of shareholdings (%)
Mr. Guo Jingbin	Interest of controlled corporation (note 1)	47,680,000	2.61
Mr. Ji Qinying	Interest of spouse (note 2)	35,033,752	1.92
Mr. Li Jian	Beneficial owner	7,396,370	0.40
	Interest of spouse (note 3)	105,346	0.01
	Sub-total	**7,501,716**	**0.41**
Mr. Li Daming	Beneficial owner	6,200,563	0.34
	Interest of spouse (note 4)	10,000	0.00
	Sub-total	**6,210,563**	**0.34**
Mr. Shu Mao	Beneficial owner	143,000	0.01

Notes:

1. These shares are owned by Splendor Court which is wholly owned by Mr. Guo Jingbin. Mr. Guo Jingbin is deemed to be interested in the shares held by Splendor Court by virtue of the SFO.

2. These shares are owned by Fortune Gold Limited which is wholly owned by Ms. Yan Zi. Mr. Ji Qinying is deemed to be interested in the shares held by his spouse, Ms. Yan Zi, by virtue of the SFO.

3. These shares are owned by Ms. Wang Zhenying. Mr. Li Jian is deemed to be interested in the shares held by his spouse, Ms. Wang Zhenying, by virtue of the SFO.

4. These shares are owned by Ms. Zhang Qingmei. Mr. Li Daming is deemed to be interested in the shares held by his spouse, Ms. Zhang Qingmei, by virtue of the SFO.

7. REPORT OF THE DIRECTORS

3. Interests and Short Positions of Senior Management

As at 31 December 2021, interests of the senior management of the Company were as follows:

Name of senior management	Nature of interests	Number of shares (long positions)	Approximate percentage of shareholdings (%)
Mr. Wang Xuesen	Beneficial owner	3,286,918	0.18
Mr. Chen Xingqiang	Beneficial owner	4,000	0.00

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions they have taken, or are deemed to have taken, under such provisions of the SFO), or recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(10) MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, the sales to the largest customer of the Group and the sales to the five largest customers of the Group in aggregate accounted for 5.22% and 16.24% of the total sales of the Group respectively.

During the Reporting Period, the procurement from the largest supplier of the Group and the procurement from the five largest suppliers of the Group in aggregate accounted for 4.99% and 17.20% of the total procurement of the Group respectively.

To the best knowledge of the Directors, none of the Directors and their close associates or Shareholders who held more than 5% of the Company's issued share capital as at 31 December 2021 has any interest in any of the five largest customers and suppliers mentioned above.

7. REPORT OF THE DIRECTORS

(11) PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Reporting Period, neither the Company nor its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

(12) MINIMUM PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the knowledge of the Directors, the Directors confirmed that during the Reporting Period and as at the date of this report, the Company has maintained the level of public float as required by the Listing Rules.

(13) EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2021, the Group had approximately 7,090 employees. The following table shows a breakdown of the employees by function and educational background as at 31 December 2021:

Function	**Number of individuals in 2021**	Number of individuals in 2020
Production and Operation	**4,860**	4,039
Management	**867**	598
Finance and Administration	**383**	290
Others	**980**	532
Total	**7,090**	5,459

Educational background	**Number of individuals in 2021**	Number of individuals in 2020
Master degree	**120**	72
Bachelor degree	**1,753**	1,408
Associate degree	**2,380**	1,715
Below associate degree	**2,837**	2,264
Total	**7,090**	5,459

7. REPORT OF THE DIRECTORS

The remuneration of employees of the Group is based on qualifications, experience, work performance and market conditions. As required by the PRC regulations on social insurance, the Group participated in the social insurance schemes operated by local government authorities which include pension insurance, medical insurance, unemployment insurance, industrial injuries insurance and maternity insurance. For the year ended 31 December 2021, the total remuneration of employees (including the remuneration of the Directors) was approximately RMB651.14 million (2020: RMB462.31 million).

The Company has adopted a share option scheme, details of which are set out in the section headed "(23) Share Option Scheme" in this section, so that the Group may grant options to selected participants as incentives or rewards for their contributions to the Group.

(14) DIRECTORS (FOR THIS FINANCIAL YEAR AND UP TO THE DATE OF THIS REPORT)

Name	Position	Date of appointment
Mr. Ji Qinying	Executive Director, Chief Executive Officer (Note 1)	Appointed on 18 July 2013
Mr. Li Jian	Executive Director, Deputy general manager	Appointed on 18 July 2013
Mr. Li Daming	Executive Director, Deputy general manager (Note 1)	Appointed on 18 July 2013
Mr. Guo Jingbin	Non-executive Director (Note 2), Chairman	Appointed on 24 June 2013
Mr. Shu Mao	Non-executive Director (Note 3)	Appointed on 27 September 2021
Mr. Yu Kaijun	Non-executive Director (Note 4)	Appointed on 1 November 2021
Mr. Chan Chi On (alias Derek Chan)	Independent non-executive Director	Appointed on 3 December 2013
Mr. Chan Kai Wing	Independent non-executive Director	Appointed on 3 December 2013
Mr. Lau Chi Wah, Alex	Independent non-executive Director	Appointed on 3 December 2013
Mr. Chang Zhangli	Non-executive Director (Note 5)	Resigned on 1 November 2021

Note:

1. At the 2021 Annual General Meeting of the Company, Mr. Ji Qinying and Mr. Li Daming were re-elected as executive Directors.

2. Mr. Guo Jingbin was re-designated from an executive Director to a non-executive Director at the Board meeting convened on 27 September 2021.

3. Mr. Shu Mao was appointed as a non-executive Director at the Board meeting convened on 27 September 2021.

4. Mr. Yu Kaijun was appointed as a non-executive Director at the Board meeting convened on 1 November 2021.

5. Mr. Chang Zhangli was appointed as a non-executive Director at the Board meeting convened on 21 March 2019 and was re-elected as a non-executive Director at the 2021 Annual General Meeting of the Company. He resigned as a non-executive Director on 1 November 2021.

7. REPORT OF THE DIRECTORS

As at the date of this report, the Company had entered into services contracts with all executive Directors and had signed appointment letters with all the non-executive Directors and independent non-executive Directors for a term of not exceeding three years. Such appointment may be terminated by either party by written notice of not less than three months.

Pursuant to article 105 of Articles of Association, Mr. Guo Jingbin, Mr. Li Jian and Mr. Chan Kai Wing shall retire at the 2022 Annual General Meeting of the Company. All of the retiring Directors, being eligible, will offer themselves for re-election thereat.

Pursuant to article 109 of the Articles of Association, Mr. Yu Kaijun and Mr. Shu Mao were appointed by the Board as Directors to fill a casual vacancy on the Board or as an addition to the existing Board, and they will hold office until the next annual general meeting of the Company. As such, Mr. Yu Kaijun and Mr. Shu Mao will retire at the forthcoming annual general meeting and be eligible for re-election.

The Company has received annual confirmation of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent in accordance with the Listing Rules and believes that they are able to provide independent advice on the business strategy, operating results and management of the Company, therefore protecting the interest of the Company and its Shareholders.

(15) DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Saved as disclosed in this report, during the Reporting Period, none of the Directors nor any entity connected with the Directors had any interests, directly or indirectly, in any transactions, arrangements or contracts entered into by the Company, its holding company or any of its subsidiaries or fellow subsidiaries which was significant to the business of the Group.

None of the Directors proposed to be re-elected at the forthcoming annual general meeting had entered into any service contract with the Company or any of its subsidiaries which was not terminable within one year without payment of compensation (other than statutory compensation).

(16) INTERESTS OF DIRECTORS IN COMPETING BUSINESS

As at the date of this report, to the best knowledge of the Directors, none of the Directors or their respective close associates had any interests in any business which compete or is likely to compete (either directly or indirectly) with the business of the Group.

7. REPORT OF THE DIRECTORS

(17) DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

The remunerations of Directors are determined by the Board based on the recommendation of the Remuneration and Nomination Committee with reference to the salaries paid by comparable companies, their time commitment and responsibilities and the performance of the Group. The Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group. The Company also reimburses them for expenses which are reasonably and necessarily incurred for providing services to the Company or performing their duties in relation to the operation of the Company. The Company regularly reviews and determines the remuneration packages of the Directors and senior management.

Details of the Directors' remuneration and the five highest paid individuals of the Company during the Reporting Period are set out in notes 10 and 11 to the financial statements.

During the Reporting Period, individual remuneration of the senior management of the Company was within the following bands:

Band (RMB)	Number of individuals
0–1,000,000	0
1,000,000–2,000,000	5

(18) THE BOARD AND BOARD COMMITTEES

As at 31 December 2021, the Board comprised nine Directors. The biographies of the Directors are set out in the section headed "Biographies of Directors and Senior Management" in this report.

The Board has three committees, namely the Audit Committee, the Remuneration and Nomination Committee and the Strategy, Sustainability and Risk Management Committee. Details of the committees are set out in the section headed "Corporate Governance Report".

7. REPORT OF THE DIRECTORS

(19) CHANGES IN DIRECTORS AND SENIOR MANAGEMENT

During the Reporting Period, details of other changes in the Directors and senior management of the Company were as follows:

1. Mr. Ji Qinying has been re-designated as a non-executive director of Conch Environment (a company listed on the Main Board of the Stock Exchange, stock code: 00587) on 17 September 2021.

2. Mr. Guo Jingbin has been re-designated from an executive Director to a non-executive Director of the Company with effect from 27 September 2021. He has been re-designated as an executive director and chairman of Conch Environment on 17 September 2021.

3. Mr. Shu Mao has been appointed as a non-executive Director and resigned as the company secretary of the Company with effect from 27 September 2021. He has also resigned as the deputy general manager of the Company with effect from 28 September 2021. Mr. Shu has been re-designated as an executive director and general manager of Conch Environment and has been appointed as company secretary of Conch Environment on 17 September 2021.

4. Mr. Li Daming has been appointed as a non-executive director of Conch Environment with effect from 17 September 2021.

5. Mr. Zhang Keke has resigned as the deputy general manager of the Company with effect from 28 September 2021.

6. Mr. Chen Xingqiang and Ms. Chan Wai Ling have been appointed as the joint company secretaries of the Company with effect from 11 October 2021.

7. Mr. Chang Zhangli has resigned as a non-executive Director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee of the Company with effect from 1 November 2021.

8. Mr. Yu Kaijun has been appointed as a non-executive Director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee of the Company with effect from 1 November 2021.

(20) MANAGEMENT CONTRACT

Save for the service contracts of the Directors and senior management of the Company, during the Reporting Period, the Company had not entered into any contract with any individual, company or corporation for management and administration of the whole or any substantial part of the business of the Company.

7. REPORT OF THE DIRECTORS

(21) CONNECTED TRANSACTIONS

1. Connected Persons

Kawasaki HI holds 49% equity interests in each of CK Engineering, CK Equipment and CK Shanghai, all being the indirect non-wholly owned subsidiaries of the Company. As Kawasaki HI holds more than 30% equity interests in each of CK Engineering, CK Equipment and CK Shanghai, it is a connected person of the Company under Chapter 14A of the Listing Rules.

CKEM is an entity jointly controlled by Kawasaki HI (which is, as mentioned above, a substantial shareholder of non-wholly-owned subsidiaries of the Company) and Conch Cement, and each of them holding 50% equity interests. As CKEM is an associate of Kawasaki HI and more than 30% of its equity is held by Kawasaki HI, it is a connected person of the Company under Chapter 14A of the Listing Rules.

The respective dates of establishment and principal businesses of Kawasaki HI and CKEM are as follows:

Name of Connected Person	Date of Establishment	Principal Business
Kawasaki HI	9 October 1896	Manufacture of a wide range of technological products, including industrial plants, environmental protection facilities, industrial equipment, construction machinery and steel structures
CKEM	21 May 1997	Design, purchase, manufacture, sales and provision of maintenance and after-sale services of cement equipment

Pursuant to the Listing Rules of the Stock Exchange, details of the major connected transactions of the Group during the Reporting Period are as follows:

7. REPORT OF THE DIRECTORS

2. Continuing Connected Transactions

(1) Transactions with Kawasaki HI

On 22 December 2020, the Group (through CK Engineering, CK Equipment and CK Shanghai, collectively, the "**CK Subsidiaries**") entered into an agreement (the "**Kawasaki Master Agreement**") with Kawasaki HI, whereby the CK Subsidiaries and Kawasaki HI agreed to (i) provide to the other party certain design services and technical assistance; and (ii) supply to the other party equipment, parts and products related to, among other things, residual heat power generation and waste incineration solutions. The total amount under such contracts under the Kawasaki Master Agreement for the year ended 31 December 2021 shall not exceed RMB71.90 million.

According to the Kawasaki Master Agreement, the price of the goods and/or services concerned will be determined by the parties (on arm's length basis and in good faith) with reference to the then prevailing market prices of identical and/or similar goods or services which may be supplied to or sourced from other Independent Third Parties. The price shall be no less favorable than the prices of identical and/or similar goods or services available to or from other Independent Third Parties.

During the Reporting Period, the amount of the above transactions under the Kawasaki Master Agreement was RMB24.25 million, which did not exceed the annual cap of RMB71.90 million for this year.

(2) Transactions with CKEM

On 22 December 2020, the Group (through the CK Subsidiaries) entered into an agreement (the "**CKEM Master Agreement**") with CKEM, whereby the CK Subsidiaries have agreed to supply fragmentary material and processing services to CKEM, while CKEM have agreed to supply certain equipment and products to the CK Subsidiaries. The total amount under such contracts under the CKEM Master Agreement for the year ended 31 December 2021 shall not exceed RMB17.90 million.

According to the CKEM Master Agreement, the price of the goods and/or services concerned will be determined by the parties (on arm's length basis and in good faith) with reference to the then prevailing market prices of identical and/or similar goods or services which may be supplied to or sourced from other Independent Third Parties. The price shall be no less favorable than the prices of identical and/or similar goods or services available to or from other Independent Third Parties.

During the Reporting Period, the actual amount of the above transaction under the CKEM Master Agreement was RMB13.46 million, which did not exceed the annual cap of RMB17.90 million for this year.

7. REPORT OF THE DIRECTORS

3. Connected Transactions Exempted from Reporting, Announcement and Independent Shareholders' Approval Requirements

(1) Kawasaki RH Licensing Agreement

On 8 February 2007, CK Engineering and Kawasaki Partner entered into a technical licensing agreement (as supplemented by supplementary agreements dated 27 September 2010, 25 September 2008 and 7 August 2013) (collectively, the "**Kawasaki RH Licensing Agreement**"), whereby Kawasaki Partner granted CK Engineering an exclusive license to use the technology knowhow in respect of residual heat power generation systems and the use of technical information such as drawings and technical data calculation software in China. The initial licensing fee was RMB22.00 million of which RMB6.00 million was paid to Kawasaki Partner before the track record period. To reduce the labour cost incurred by Kawasaki Partner in relation to the technical personnel arrangements between the parties in 2010, they agreed to reduce the licensing fee to RMB13.20 million. Having taken into account the RMB6.00 million paid, and the then outstanding licensing fee was RMB7.20 million. In another project carried out by Kawasaki Partner and CK Engineering together, RMB3.60 million was payable by Kawasaki Partner to CK Engineering in 2010. The parties agreed that RMB3.60 million payable by Kawasaki Partner to CK Engineering was settled through the reduction of the outstanding consideration under the Kawasaki RH Licensing Agreement from RMB7.20 million to RMB360 million.

Subsequently, licensing fees of RMB1.20 million were paid by CK Engineering to Kawasaki Partner during each of the three years ended 31 December 2012. Since then there was no outstanding licensing fees in respect of the Kawasaki RH Licensing Agreement. The license is valid until 15 October 2026.

Since all licensing fees in respect of the Kawasaki RH Licensing Agreement were fully paid by CK Engineering to Kawasaki HI (a Connected Person) by 31 December 2012, no licensing fees are payable on or after 1 January 2013 until the expiry of such agreement. The transactions contemplated under the agreement is a continuing connected transaction and is exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

7. REPORT OF THE DIRECTORS

(2) Kawasaki VM Licensing Agreement

On 7 April 2008, CK Equipment and Kawasaki Partner entered into a technical licensing agreement (the "**Kawasaki VM Licensing Agreement**"), whereby Kawasaki Partner granted CK Equipment an exclusive license to use the technology knowhow in respect of vertical mill and the use of technical information such as drawings and technical data calculation software in China. Such license is without licensing fee and is valid until 21 September 2027.

Since no licensing fees is payable by CK Equipment to Kawasaki HI (a Connected Person) in respect of the license during the term of the Kawasaki VM Licensing Agreement, such continuing connected transaction is exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

For disclosure of connected persons, please refer to note 32 to the financial statements.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged its independent external auditor, KPMG, to perform the engagement in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules", that was, to perform assurance engagement regarding the continuing connected transactions of the Group for the year ended 31 December 2021, and KPMG has issued a letter to the Board to confirm that, no following matters were identified regarding the continuing connected transactions: (1) the transactions were not approved by the Board; (2) for transactions involving the provision of goods or services by the Group, the transactions were not conducted, 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 agreements related to such transactions; and (4) the transactions exceeded the annual caps.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above mentioned continuing connected transactions and the report from KPMG, and recognized that the transactions have been entered into:

a. in the ordinary and usual course of business of the Group;

b. on normal commercial terms or better; and

c. according to the agreements governing them on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

7. REPORT OF THE DIRECTORS

(22) RELATED PARTY TRANSACTIONS

Save as disclosed in the section headed "Connected Transactions" of this report and in note 32 to the financial statements, no related party transactions were conducted by the Group during the year under review.

In connection with the major related party transactions set out in note 32 to the financial statements, save for the transactions with each of Conch Cement, Conch IT Engineering, Conch Design Institute, Conch Holdings, Conch Profiles, Jinyuan Environmental Protection, and Yaobai Special Cement, these related party transactions constituted continuing connected transactions within the meaning of Chapter 14A of Listing Rules. For the year ended 31 December 2021, the Company has complied with the disclosure requirements of Chapter 14A of Listing Rules.

(23) SHARE OPTION SCHEME

Save as the Share Option Scheme set out below, during the year ended 31 December 2021, the Company did not have newly entered or existing equity-linked agreements.

The Company has conditionally adopted a share option scheme ("**Share Option Scheme**") pursuant to a resolution in writing passed by all Shareholders on 3 December 2013 for the purpose of granting options to selected participants as incentives or rewards for their contribution to the Group.

The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalize on the benefits of the options granted.

Eligible participants of the Share Option Scheme include:

(1) any employee (whether full-time or part-time and including any executive Director but excluding non-executive Director) of the Company, any of its subsidiaries or any entity ("**Invested Entity**") in which any member of the Group holds an equity interest;

(2) any non-executive Directors (including independent non-executive Directors), any of its subsidiaries or any Invested Entity;

(3) any supplier of goods or services to any member of the Group or any Invested Entity;

(4) any customer of any member of the Group or any Invested Entity;

7. REPORT OF THE DIRECTORS

(5) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

(6) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(7) any advisor (professional or otherwise) or consultant to any area of business or business, development of any member of the Group or any Invested Entity;

(8) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group;

and, for the purposes of the Share Option Scheme, the offer for the grant of option may be made to any company wholly owned by one or more persons belonging to any of the above classes of participants.

As at the date of this report, the aggregate number of shares of the Company available for issue under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue on the day on which trading of the shares of the Company commenced on the Stock Exchange, i.e. 176,500,000 shares, representing 9.66% of the issued share capital of the Company as at the date of this report.

The total number of shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital for the time being ("**Individual Limit**"). Any further grantor options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting with such grantee and his close associates abstaining from voting.

Any grant of options under the Share Option Scheme to a Director, chief executive or substantial Shareholder of the Company or any of their respective close associates must be approved by independent non-executive Directors (excluding independent non-executive Director(s) who or whose close associates is/are the proposed grantee(s) of the options). Where any grant of options to a substantial Shareholder or an independent non-executive Director or any of their respective close 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 of the Company in issue; and (ii) having an aggregate value, based on the closing price of the shares of the Company at the date of each offer for the grant, in excess of HKD5 million; such further grant of options must be approved by Shareholders in general meeting.

7. REPORT OF THE DIRECTORS

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A nominal consideration of HKD1 is payable by the grantee on acceptance of the grant of an option. The exercise periods of options shall be determined by the Board, which may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the options subject to the provisions for early termination of the Share Option Scheme.

The subscription price under the Share Option Scheme shall be determined by the Directors, but shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of the offer for the grant; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a share of the Company.

Unless there is an early termination of the Share Option Scheme pursuant to the rules of the Share Option Scheme, the Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted, i.e., expiring on 2 December 2023.

Since the listing, the Group has not granted any share option under the Share Option Scheme.

(24) EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections of this report headed "Share Option Scheme" and "Management Discussion and Analysis" in relation to the issuance of zero coupon guaranteed convertible bonds with an aggregate amount of HKD3,925,000,000 maturing in 2023, no equity-linked agreements were entered during the year ended 31 December 2021 or subsisted during the financial year.

(25) 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.

(26) PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the applicable laws of the Cayman Islands (place of incorporation of the Company) which would oblige the Company to offer new shares on a pro-rata basis to the current Shareholders.

7. REPORT OF THE DIRECTORS

(27) AUDITOR

In 2021, the Company appointed KPMG as its international auditor for the year ended 31 December 2021. The consolidated financial statements for the year ended 31 December 2021 have been audited by KPMG.

The term of office of KPMG will expire at the forthcoming annual general meeting ("**Annual General Meeting**") and KPMG will retire and offer themselves for re-appointment thereat. A resolution for the re-appointment of KPMG as the auditor of the Company is to be proposed at the Annual General Meeting.

The Board and the Audit Committee had mutual consent on the re-appointment of external auditor of the Company.

(28) ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as the Share Option Scheme disclosed in this report, at no time during the Reporting Period was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

(29) MAJOR RISKS AND UNCERTAINTIES

The Group's principal activities include provision of energy-saving and environmental-protection "package" solutions, manufacturing of new building materials and engaging in port logistics business, which face a variety of major risks and uncertainties, including: (1) macroeconomic downturn pressure continues to increase; intensified competitions in waste treatment project market resulted in increase of uncertainty in obtaining projects; the investment and environmental protection safety supervision in the operation of solid waste treatment projects continue to increase; the waste treatment projects outside China have a long investment cycle and are subject to the changes in politics, economy and law in these countries where it invests in, and thus may not be able to commence operation on time and generate revenue; (2) the Group's operating results are considerably affected by the business performance of the associated companies of which the Group only has minority interests, and the operations of the associated companies is beyond the control of the Group; (3) the residual heat power generation and waste incineration solutions of the Group relied on the proprietary technologies jointly designed and co-developed by the Group and Kawasaki HI, therefore the Group has to maintain good relationship with Kawasaki HI; (4) the operational quality or effectiveness problem of the Group's waste incineration power generation systems may result in a decrease in turnover and a relatively small-sized single waste treatment system may result in an increase in management and operating costs; and (5) the expansion of the Group's operating scale outside China involves risk, including difficulties in transnational operation, currency exchange rate fluctuations, etc.

7. REPORT OF THE DIRECTORS

(30) COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognizes the importance of compliance with regulatory requirements. The risk of non-compliance of such requirements may result in termination of operation license. The Group has assigned systems and human resources to ensure continued compliance with rules and regulations, and maintain good working relationships with the regulatory authorities through effective communication.

During the Reporting Period, to the best knowledge of the Group, the Group has: (1) for environmental protection, complied with the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Laws of the People's Republic of China on the Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), the Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste (《中華人民共和國固體廢物污染環境防治法》), the Law of the People's Republic of China on Prevention and Control of Soil Pollution (《中華人民共和國土壤污染防治法》), the Law of the People's Republic of China on Prevention and Control of Noise Pollution (《中華人民共和國環境噪聲污染防治法》) and the Marine Environment Protection Law of the People's Republic of China (《中華人民共和國海洋環境保護法》); (2) for cement production, complied with the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》), the Regulation of the People's Republic of China on the Administration of Production License for Industrial Products (《中華人民共和國工業產品生產許可證管理條例》), the Catalog of Products Subject to the System of Production License for Industrial Products (《實行生產許可證制度管理的產品目錄》) and Measures for Administration of Bulk Cement (《散裝水泥管理辦法》); (3) for port operation, complied with the Port Law of the People's Republic of China (《中華人民共和國港口法》) and the Regulations on the Administration of Port Operation (《港口經營管理規定》); (4) for manufacturing of special equipment, complied with the Regulations on Safety Supervision of Special Equipment (《特種設備安全監察條例》) and the Supervision and Administration Measures for the Manufacturing of Boilers and Compressed Containers (《鍋爐壓力容器製造監督管理辦法》); (5) for import and export of goods, complied with the Customs Law of the People's Republic of China (《中華人民共和國海關法》), the Provisions of the Customs of the People's Republic of China for the Administration of Registration of Declaration Entities (《中華人民共和國海關對報關單位註冊登記管理規定》) and the Law of the People's Republic of China on Imported and Exported Commodity Inspection (《中華人民共和國進出口商品檢驗法》) and its implementation rules; (6) for contracting foreign projects, complied with the Foreign Trade Law of the People's Republic of China (《中華人民共和國對外貿易法》), the Administrative Regulation on Contracting Foreign Projects (《對外承包工程管理條例》) and the Administrative Measures on the Qualification for Contracting Foreign Projects (《對外承包工程資格管理辦法》); and (7) for labour and production safety, complied with the Production Safety Law of the People's Republic of China (《中華人民共和國安全生產法》), the Fire Law of the People's Republic of China (《中華人民共和國消防法》), the Prevention and Control of Occupational Diseases Law of the People's Republic of China (《中華人民共和國職業病防治法》), the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》), the Electric Power Law of the People's Republic of China (《中華人民共和國電力法》) and other related rules and regulations.

7. REPORT OF THE DIRECTORS

(31) ENVIRONMENT POLICIES AND PERFORMANCES

The Group has realized the importance of environmental protection, and has taken stringent environmental measures to ensure that the Group complies with existing environmental laws and regulations. For details of the environmental policies and performance of the Group, please refer to our Environmental, Social and Governance Report to be published separately.

(32) DONATION

During the Reporting Period, the Group did not make any charitable or any other kind of donations (2020: nil).

(33) PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, the Directors (including other persons) can be indemnified when any act, costs, expenses, damages, compensation and expenditure are caused or suffered by actions of approval or omission made by their respective jobs or trusts or assumed duties, except that by their own deceit or fraud. The Company has maintained Directors' liability insurance throughout the Reporting Period to provide proper insurance cover in case of certain legal actions against the Directors.

(34) SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Details of the significant subsequent events occurred in the Group after 31 December 2021 and up to the date of this report are set out in the paragraph headed "Management Discussion and Analysis — Significant events after the Reporting Period" in this report.

By Order of the Board
Guo Jingbin
Chairman of the Board

Wuhu, China
28 March 2022

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

(I) DIRECTORS

1. Executive Directors

Mr. Ji Qinying (紀勤應), aged 65, was appointed as a Director with effect from 18 July 2013. He is currently an executive Director and the chief executive officer of the Company who is primarily responsible for day-to-day management of the Group's business operations. He has ceased to act as a member of the Remuneration and Nomination Committee and has been appointed as a member of the Strategy, Sustainability and Risk Management Committee with effect from 29 March 2021. Mr. Ji joined the predecessor of Conch Cement Group after he graduated from Shanghai Construction Materials College in 1980. He held various leading positions including deputy plant operating director of the Ningguo Cement Plant, general manager and executive director of Conch Cement, and general manager and chairman of Conch Profiles. Mr. Ji served as a director of CV Investment from November 2002 to February 2016. He also served as the general manager of CV Investment from May 2013 to April 2015 and the chairman of CV Investment from May 2015 to February 2016. Mr. Ji has been re-designated as a non-executive director of Conch Environment (a company listed on the Main Board of the Stock Exchange, stock code: 00587) on 17 September 2021. Mr. Ji has over 30 years' experience in the building materials industry specializing in project investment, construction management, market development, production, general operation and industrial management.

Mr. Li Jian (李劍), aged 60, was appointed as a Director with effect from 18 July 2013. He is currently an executive Director and a deputy general manager of the Company. He joined the Group in March 2011 and is primarily responsible for strategic development of the Group and general operation of Conch Venture Green and Bozhou Conch Venture Green. He is also a director of Conch Venture Green and Bozhou Conch Venture Green and acted as the chairman of both companies since July 2015. He graduated from Anhui Broadcast and Television University (安徽廣播電視大學) in July 1994, majoring in electrical engineering. Mr. Li joined the Anhui Conch Group in 1995, and joined the Group in 2011 and was a director of CK Equipment from March 2011 to March 2012. During the period from February 2011 to March 2012, Mr. Li was an assistant to general manager of CV Investment. He has also been a director and deputy general manager of CV Investment from May 2013 to the end of April 2015. Mr. Li has over 20 years' experience in the building materials industry specializing in market development, sales network development and management, building materials production and corporate management. He also has extensive experience in the production and operation management in the new building materials industry.

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Li Daming (李大明), aged 56, was appointed as a Director with effect from 18 July 2013. He is currently an executive Director and a deputy general manager of the Company. He is also a director of CK Equipment and CK Engineering and is primarily responsible for energy preservation and environmental protection businesses including residual heat power generation and waste incineration projects, general operation of CK Engineering and CK Equipment. He graduated from Anhui Mechanical and Electrical College (安徽機電學院) in July 1986, majoring in manufacture of electrical equipment. Mr. Li joined the Group in December 2006 and has been a director of CK Equipment since September 2007, a director of CK Engineering since November 2006 and deputy general manager of CK Engineering since December 2006. Mr. Li has been appointed as a non-executive director of Conch Environment on 17 September 2021. Mr. Li has over 20 years' experience in the building materials industry. He also has extensive experience in residual heat power generation and waste management and has established good cooperation relationship with Kawasaki HI in developing the residual heat power generation business.

2. Non-executive Directors

Mr. Guo Jingbin (郭景彬), aged 64, was appointed as a Director with effect from 24 June 2013. He had served as an executive Director since 1 July 2014 and re-designated as a non-executive Director on 27 September 2021. He is currently the chairman of the Board. He was appointed as the chairman of the Strategy, Sustainability and Risk Management Committee on 29 March 2021. He is primarily responsible for overall strategic development of the Group. Mr. Guo graduated from Shanghai Construction Materials College and joined the predecessor of Conch Group in 1980. In July 1998, Mr. Guo received a Master of Business Administration degree from the Post-graduate College of the Social Science Institute of China (中國社會科學院). Mr. Guo held various mid to senior managerial positions including head of automatic measurement department, head of personnel department and deputy plant manager of the former Ningguo Cement Plant and the secretary to the board of and deputy general manager of Conch Cement. He has over 30 years' experience in the building materials industry and rich experience in capital markets, particularly specializing in corporate strategic planning, marketing planning and general administrative management. He has been a director and chairman of the board of directors of CV Investment from February 2011 and May 2013 respectively until the end of April 2015. Mr. Guo has been an executive director of Conch Cement from October 1997 to 19 June 2014 and a non-executive director of Conch Cement from 20 June 2014 to 2 June 2016. Mr. Guo currently also serves as directors of certain subsidiaries of the Company. Mr. Guo has been a director of Conch Holdings since January 1997. He was an independent non-executive director of China Logistics Property Holdings Co., Ltd (a company listed on the Main Board of the Stock Exchange, stock code: 01589) from 14 June 2016 to 1 March 2022. He is currently an independent non-executive director of China Tian Yuan Healthcare Group Limited (previously known as City e-Solutions Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 00557). He has been re-designated as an executive director and the chairman of Conch Environment on 17 September 2021.

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Shu Mao (疏茂), aged 36, was appointed as a non-executive Director on 27 September 2021. He was appointed as the joint Company Secretary on 3 December 2013 and has served as the sole Company Secretary from 13 April 2017 to 26 September 2021. He graduated from Anhui Engineering Science College (安徽工程科技學院) in 2008, majoring in business administration. Mr. Shu joined Anhui Conch Group in February 2008 and has served as the assistant to manager of the Board of Directors' Office of Anhui Conch Group and the assistant manager of the office of general manager of CV Investment. Mr. Shu has also served as the head of the General Management Department of the Company since August 2013 and the deputy general manager of the Company from December 2020 to September 2021. Mr. Shu has been re-designated as an executive director and general manager of Conch Environment and appointed as a company secretary of Conch Environment on 17 September 2021. Mr. Shu is currently also a director of certain subsidiaries of the Company. On 2 March 2021, Mr. Shu became an affiliated person of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries).

Mr. Yu Kaijun (于凱軍), aged 58, was appointed as a non-executive Director, a member of the Remuneration and Nomination Committee and a member of the Strategy, Sustainability and Risk Management Committee on 1 November 2021. Mr. Yu possesses extensive experience in financial management and corporate governance. He has been the vice president of CNBM since May 2018, the secretary of the board of directors of CNBM since June 2018 and the general counsel of CNBM since March 2021. Since November 2021, Mr. Yu was appointed as specialist of CNBM and ceased to act as the vice president, the secretary of the board of directors and the general counsel of CNBM. Since October 2021, he has been a member of the Investment Decision Committee of CNBM (Anhui) New Materials Industry Investment Fund Partnership (Limited Partnership)* (中建材(安徽)新材料產業投資基金合夥企業(有限合夥) and a director of CNBM (Anhui) New Materials Fund Management Co., Ltd.* (中建材(安徽)新材料基金管理有限公司). Mr. Yu has also been the vice chairman of the board of directors of Conch Venture CNBM Hong Kong Holdings Limited since August 2020, a director of CNBM Investment Company Limited* (中建材投資有限公司) since May 2019, a director of China Building Material Holdings Co., Limited* (中國建材控股有限公司) and Anhui Haizhong Environmental Company Limited* (安徽海中環保有限責任公司) since March 2019, a director of Ningxia Building Materials Group Co., Limited* (寧夏建材集團股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600449), "**Ningxia Building Materials**") since April 2018 and a director of China National Building Material Group Finance Co, Ltd.* (中國建材集團財務有限公司) since July 2016. He has been a supervisor of BBMG Corporation* (北京金隅集團股份有限公司, a company whose H shares are listed on the Stock Exchange (stock code: 2009), "**BBMG Corporation**") since November 2015 and was a director of BBMG Corporation from August 2014 to November 2015. He was a vice president of China National Materials Company Limited* (中國中材股份有限公司, "**Sinoma**") from July 2016 to May 2018, a supervisor of Xinjiang Tianshan Cement Co., Ltd.* (新疆天山水泥股份有限公司, a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000877)) and Ningxia Building Materials from December 2011 to April 2015, the chief financial officer of Sinoma from July 2010 to May 2018, and the chief financial officer of Sinoma International Engineering Co., Ltd.* (中國中材國際工程股份有限公司, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600970)) from December 2001 to January 2011. He served in various positions including the chief financial officer and deputy general manager of Shenzhen Languang Science & Technology Co., Ltd.* (深圳蘭光科技股份有限公司) from November 1990 to October 2001. He worked at the Finance Bureau of Pingliang District of Gansu Province from July 1982 to November 1990. Mr. Yu obtained a master degree in accounting from the Hong Kong Polytechnic University in December 2006. He is currently a senior accountant.

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

3. Independent non-executive Directors

Mr. Chan Chi On (陳志安) (alias Derek CHAN), aged 58, was appointed as an independent non-executive Director with effect from 3 December 2013. He is also the chairman of the Audit Committee and a member of the Remuneration and Nomination Committee and has been appointed as a member of the Strategy, Sustainability and Risk Management Committee with effect from 29 March 2021. Mr. Chan is currently engaging in corporate finance and securities businesses and serving as the chairman of Halcyon Capital Limited and Halcyon Securities Limited respectively. Mr. Chan graduated from the University of Hong Kong with a Bachelor degree in Social Sciences (majoring in Economics) and from the Hong Kong University of Science & Technology with a Master degree in Business Administration. Mr. Chan worked for the Stock Exchange for seven years, and subsequently served as an executive director in Haitong International Securities Group Limited (previously known as Taifook Securities Group Limited) and head of its corporate finance division for 16 years and was responsible for businesses in listing of enterprises, financing and mergers and acquisition. Mr. Chan is currently an independent non-executive director of Yuexiu REIT Asset Management Ltd. (manager of Yuexiu Real Estate Investment Trust which is listed on the Main Board of the Stock Exchange, stock code: 00405) and Longfor Group Holdings Limited (formerly known as Longfor Properties Co. Ltd.) (a company listed on the Main Board of the Stock Exchange, stock code: 00960). He served as an independent non-executive director of Tianli Holdings Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00117) from 14 July 2016 to 6 April 2018. Mr. Chan has more than 30 years of experience in financial services industry.

Mr. Chan Kai Wing (陳繼榮), aged 61, was appointed as an independent non-executive Director with effect from 3 December 2013. He is also a member of the Audit Committee and the Remuneration and Nomination Committee. Mr. Chan is currently the managing director of Mandarin Capital Enterprise Limited, a company that Mr. Chan founded in 2004, and is specialized in providing financial advisory services to companies in the area of accounting services, merger and acquisition, corporate restructuring, and other corporate finance matters. Mr. Chan obtained a bachelor degree in economics from Macquarie University in Sydney, Australia in April 1986 and is a fellow member of CPA Australia. From 1988 to 1991, Mr. Chan worked in the audit department of Ernst & Young in Hong Kong. Mr. Chan is currently an independent non-executive director of Nanfang Communication Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01617). He had served as an independent non-executive director of China Assurance Finance Group Limited ("**China Assurance**") (a company formerly listed on the Growth Enterprise Market of the Stock Exchange, stock code: 08090) from 1 December 2011 to 12 March 2021, the date on which it was delisted. Since then, Mr. Chan was re-designated as a director of China Assurance. He was an independent non- executive director of Sino Golf Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00361) from 24 August 2015 to 9 November 2018, and an independent non-executive director of China Carbon Neutral Development Group Limited (formerly known as Bisu Technology Group International Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 01372) from 20 July 2015 to 28 February 2019.

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lau Chi Wah, Alex (劉志華), aged 58, was appointed as an independent non-executive Director on 3 December 2013. He is also the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee. Mr. Lau has over 25 years of experience in the field of corporate finance and accounting in managing initial public offerings and fund-raising exercises and advising listed companies on mergers and acquisitions, takeovers, buyouts and other corporate transactions. He has been the managing director of Ballas Capital Limited since February 2017. Mr. Lau has been an associate of the Institute of Chartered Accountants in England and Wales since June 1988 and an associate of Hong Kong Institute of Certified Public Accountants since 1990. He graduated from the University of East Anglia in the United Kingdom in July 1984 with a bachelor degree in Science. He also obtained Corporate Finance Qualification from the Institute of Chartered Accountants in England and Wales in 2006. He is currently an independent non-executive director of One Media Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00426).

(II) SENIOR MANAGEMENT

1. Senior Management

Mr. Wang Xuesen (汪學森), aged 57, is the chairman of board of directors of Haichang Port and a deputy general manager of the Company. He is primarily responsible for general operation of Haichang Port. He graduated from Anhui Finance and Trade College (安徽財貿學院) in May 1988, majoring in statistical science. He also obtained a Master of Business Administration from Shanghai Shipping College (上海海運學院) in September 2003. Mr. Wang joined the Group in 2006 and has since then been the general manager of Haichang Port.

Mr. Han Jiwu (韓繼武), aged 59, is a deputy general manager and the head of Strategic Planning Department of the Company. He is mainly responsible for formulating and implementing strategic planning for the Company's development. He obtained a Master of Business Administration from Anhui Institute of Business Administration in 2001. Mr. Han joined the Company in 2015. Prior to this, Mr. Han held leading positions in Anhui Provincial Building Materials Bureau (建材局) and Quality and Technical Supervision Bureau (質量技術監督局). He has extensive experiences in building materials industry and management.

Mr. Chen Xingqing (陳興強), aged 41, is the chief financial officer and joint company secretary of the Company. Mr. Chen graduated from Xi'an Technological University (西安工業大學), majoring in accounting. Mr. Chen joined Conch Cement in July 2005. He joined the Company in 2013 and successively served as the deputy head and head of the finance department of the Company, and has served as the chief financial officer of the Company since December 2020 and he has extensive experience in finance and management. He was appointed as the joint company secretary of the Company on 11 October 2021. Mr. Chen obtained the intermediate accounting professional qualification issued by Ministry of Human Resources and Social Security and Ministry of Finance in the People's Republic of China.

8. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

2. Joint Company Secretaries

Mr. Chen Xingqiang (陳興強), please refer to the above biography of Senior Management.

Ms. Chan Wai Ling (陳蕙玲), was appointed as a joint company secretary of the Company on 11 October 2021. Ms. Chan is a director of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Chan has over 20 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Chan is also the company secretary or a joint company secretary of six companies listed on the Stock Exchange, namely, Razer Inc. (stock code: 1337), IMAX China Holding, Inc. (stock code: 1970), Greenway Mining Group Limited (stock code: 2133), Budweiser Brewing Company APAC Limited (stock code: 1876), China Feihe Limited (stock code: 6186) and Kindstar Globalgene Technology, Inc. (stock code: 9960). Ms. Chan is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Ms. Chan holds a Bachelor of Arts (Honors) degree in Accountancy from City University of Hong Kong and a Bachelor of Laws degree from the University of London.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of China Conch Venture Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Conch Venture Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 91 to 220, which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021 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 Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

Accounting for construction revenue in service concession arrangements

Refer to notes 5 and 20 and the accounting policies set out in notes 2(w) and 2(n) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
The Group has entered into service concession arrangements with local governments of different locations in Mainland China in respect of its waste incineration projects on a Build-Operate-Transfer ("BOT") basis. Under the service concession arrangements, the Group constructs waste incineration plants (construction services) and operates these plants (operation services) for concession periods ranging from 20 to 30 years. The Group is paid for its services over the operation period of these arrangements. Although no cash is received during the construction phase of BOT projects, the Group recognises construction service revenue when project construction commences pursuant to the requirements of the prevailing accounting standards. The Group recognises construction service revenue at fair value based on construction costs plus a mark-up margin for the project.	Our audit procedures to assess the accounting for construction revenue in service concession arrangements included the following: • evaluating the Group's process for applying the requirements of the prevailing accounting standards and inspecting the associated contracts for projects which commenced construction in the current year to assess whether these fell within the scope of the prevailing accounting standards; • assessing the impact of any changes to the terms of arrangements entered into in previous years which could affect the accounting for BOT projects in the current year; • assessing the design, implementation and operating effectiveness of key internal controls relating to management contract reviews, assessing the percentage of completion of construction services and reviewing updates and changes to total budgeted contract costs;

INDEPENDENT AUDITOR'S REPORT

Accounting for construction revenue in service concession arrangements *(Continued)*

Refer to notes 5 and 20 and the accounting policies set out in notes 2(w) and 2(n) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
Where construction services are not completed at the end of a reporting period, construction service revenue is recognised using the percentage of completion method, measured by reference to the percentage of actual costs incurred to date to estimated budgeted costs of the entire construction project. The total budgeted costs are estimated based principally on management's assessment of market conditions, the cost of raw materials and equipment and other operating costs. Accounting for BOT arrangements pursuant to the requirements of the prevailing accounting standards can be complex in their implementation which requires the exercise of significant management judgement, particularly in respect of the determination of total budgeted construction costs for each project, determining the stage of completion of each project at the reporting date and assessing the fair value of construction services of each BOT project. We identified accounting for construction revenue in service concession arrangements as a key audit matter because the application of the requirements of the prevailing accounting standards can be complex and involves the exercise of significant management judgement which could give rise to errors in the recognition of construction revenue or could be subject to manipulation to meet targets and expectations.	• engaging our internal valuation specialists to assists us in evaluating the assumptions adopted by management in determining the fair value of construction services delivered, including the mark-up margins for construction services by benchmarking against mark-up margins for comparable companies with similar projects; • comparing the data used by management in determining the fair value of construction services delivered, including forecast construction costs, with management's budgets and supplier contracts; • inspecting underlying documents, on a sample basis, for actual costs incurred during the construction phase of contracts and assessing whether there is any indication of management bias in the total contract costs estimation by performing a retrospective review of the historical accuracy of contract costs for similar contracts; and • re-calculating the percentage of completion of incomplete construction contracts at the end of the reporting period by comparing the actual costs incurred to date with total estimated costs on completion.

INDEPENDENT AUDITOR'S REPORT

Loss allowance for trade receivables

Refer to note 21 and the accounting policy set out in note 2(k)(i) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
At 31 December 2021, the Group's gross trade receivables totalled RMB881 million against which a loss allowance of RMB55 million was recorded. Management measured loss allowance at an amount equal to lifetime expected credit loss, using a provision matrix based on past due status, for the receivables existed at 31 December 2021 in accordance with IFRS 9, *Financial Instruments*. As the historical credit loss experience of the Group does not indicate significantly different loss patterns for different customers in different segments, the loss allowance based on past due status are not further distinguished between the Group's different customer bases. We identified loss allowance for trade receivables as a key audit matter because estimation of expected credit losses which is inherently subjective and requires the exercise of significant management judgement.	Our audit procedures to assess the loss allowance of trade receivables included the following: • obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to credit control, debt collection, estimate of expected credit losses and recording related loss allowances in the financial statements; • assessing the appropriateness of the expected credit loss model adopted by management with reference to the requirements of the prevailing accounting standards; • assessing the reasonableness of management's assumptions in estimating loss rates by assessing the basis of the segmentation of the trade receivables based on credit risk characteristics and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;

INDEPENDENT AUDITOR'S REPORT

Loss allowance for trade receivables *(Continued)*

Refer to note 21 and the accounting policy set out in note 2(k)(i) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
	• evaluating the data relevance and reliability by assessing whether the items were appropriately categorised in the trade receivables past due report by comparison with sales invoices, credit terms as agreed with customers and other relevant underlying documentation, on a sample basis, and testing the completeness and accuracy of the historical default data; and • re-calculating the Group's loss allowance with reference to the past due report and expected loss rates.

INDEPENDENT AUDITOR'S REPORT

Accounting for the interests in associates

Refer to note 17 and the accounting policy set out in note 2(f) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
The Group's 49% interest in Anhui Conch Holdings Co., Ltd. ("Conch Holdings") is accounted for in the consolidated financial statements under the equity method. The Group's share of the profit of Conch Holdings for the year ended 31 December 2021 was RMB6,136 million and the carrying value of the Group's interest in Conch Holdings was RMB35,638 million, which accounted for 82% of the Group's net profit attributable to equity shareholders and 52% of the Group's total assets as at 31 December 2021. Anhui Conch Cement Co., Ltd. ("Conch Cement") is a significant associate of Conch Holdings and contributed substantially all of the Group's share of profit of Conch Holdings for the year ended 31 December 2021. Conch Cement is a public company listed on The Stock Exchange of Hong Kong Limited.	Our audit procedures to assess the accounting for the interest in Conch Holdings included the following: • evaluating the design, implementation and operating effectiveness of key group-wide internal controls and the consolidation process for equity accounting for the interest in Conch Holdings; • comparing consolidation and reclassification journal adjustments in respect of the interest in Conch Holdings with relevant underlying documentation; • recalculating the Group's share of net assets and the Group's share of profit for the year with reference to the financial information of Conch Holdings;

INDEPENDENT AUDITOR'S REPORT

Accounting for the interests in associates *(Continued)*

Refer to note 17 and the accounting policy set out in note 2(f) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
We identified the accounting for the interest in Conch Holdings as a key audit matter because of its material impact on the Group's consolidated financial statements, particularly in respect of Conch Holding's investment in Conch Cement, and because of the significant judgements required to be exercised by management of Conch Cement in the preparation of Conch Cement's consolidated financial statements, in particular in relation to revenue recognition.	• sending detailed group audit instructions to the auditors of Conch Cement ("the component auditors") requesting them to perform a full scope audit of the financial information of Conch Cement; • participating in the component auditors' risk assessment process to identify significant risks of material misstatement of the financial information of Conch Cement and discussing with the component auditors their responses to address such risks; and • discussing with the component auditors their findings and conclusions with regard to their audit and evaluating the sufficiency and appropriateness of the audit evidence for purpose of our audit of the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

Assessing potential impairment of non-current assets in the new building materials segment

Refer to note 13 and the accounting policy set out in note 2(k)(ii) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
The Group's new building materials segment commenced operations in 2015 and has sustained operating losses since then primarily due to low utilisation of its production capacity. There is a risk that the carrying value of the non-current assets, which solely comprise of property, plant and equipment ("PP&E") and right-of-use assets, in this segment may not be recoverable in full through the future cash flows to be generated from operations or disposal of these assets. Management determined that there was an indicator of impairment of the PP&E and right-of-use assets allocated to one of the cash-generating units ("CGU") within this segment at the reporting date and, therefore, assessed the recoverable amounts of the relevant assets with reference to the higher of value-in-use ("VIU") and fair value less costs of disposal ("FVLCD"). Management determined FVLCD based on a valuation performed by an independent external valuer.	Our audit procedures to assess potential impairment of non-current assets in the new building materials segment included the following: • engaging our internal valuation specialists to assist us in evaluating the appropriateness of methodology used by management in the preparation of the discounted cash flow forecast supporting the VIU with reference to the requirements of the prevailing accounting standards; • challenging management's assumptions adopted in the discounted cash flow forecast, including growth rates for future revenue and future gross profit margins and operating expenses, with the historical performance of this segment, management's budgets and industry reports, and evaluating the discount rate adopted by benchmarking against other comparable companies in the same industry; • performing sensitivity analyses of key assumptions, including the discount rate and the gross profit margins, and considering the resulting impact on the impairment testing;

INDEPENDENT AUDITOR'S REPORT

Assessing potential impairment of non-current assets in the new building materials segment *(Continued)*

Refer to note 13 and the accounting policy set out in note 2(k)(ii) to the consolidated financial statements.

The Key Audit Matter	How the matter was addressed in our audit
We identified assessing potential impairment of non-current assets as a key audit matter because determining the amount of impairment, if any, involves significant management judgement, particularly in forecasting future cash flows, determining the discount rate and estimating the recoverable amounts of these assets, all of which are inherently uncertain and because the selection of these assumptions and data could be subject to management bias.	• performing a retrospective review of the forecast prepared as at 31 December 2020 by comparing the forecast results with the current year's actual results, discussing material variances with management and considering the impact of these variances on the current year's forecast to assess where there is any indication of management bias; • evaluating the independence, competence and objectivity of the independent external valuer engaged by management to perform the valuation of FVLCD; • engaging our internal valuation specialists to assist us in evaluating the appropriateness of the valuation methodology adopted by the independent external valuer with reference to the requirements of the prevailing accounting standards, and assessing the key assumptions and data applied, including comparable market transactions, remaining economic useful lives and price volatility of the relevant assets and future costs of disposal; and • assessing the reasonableness of the relevant disclosures with reference to the requirements of the prevailing accounting standards.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Au Yat Fo.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2022

STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations			
Revenue	5	**6,680,738**	5,467,178
Cost of sales		**(5,033,282)**	(4,055,231)
Gross profit		**1,647,456**	1,411,947
Other net income	6	**187,865**	197,688
Distribution costs		**(20,228)**	(18,434)
Administrative expenses		**(403,925)**	(270,921)
Profit from operations		**1,411,168**	1,320,280
Finance costs	7(a)	**(310,965)**	(223,748)
Share of profits of associates	17	**6,158,328**	6,376,356
Profit before taxation	7	**7,258,531**	7,472,888
Income tax	8(a)	**(305,105)**	(283,164)
Profit for the year from continuing operations		**6,953,426**	7,189,724
Discontinued operations			
Profit for the year from discontinued operations	4	**623,730**	562,890
Profit for the year		**7,577,156**	7,752,614

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF PROFIT OR LOSS (Continued)

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	**2021** **RMB'000**	2020 RMB'000 (Restated)
Attributable to equity shareholders of the Company:			
— from continuing operations		**6,905,394**	7,144,957
— from discontinued operations		**552,735**	472,670
		7,458,129	7,617,627
Attributable to non-controlling interests of the Company:			
— from continuing operations		**48,032**	44,767
— from discontinued operations		**70,995**	90,220
		119,027	134,987
Profit for the year		**7,577,156**	7,752,614
Basic earnings per share	12		
— from continuing operations (RMB)		**3.80**	3.96
— from discontinued operations (RMB)		**0.30**	0.26
		4.10	4.22
Diluted earnings per share	12		
— from continuing operations (RMB)		**3.66**	3.81
— from discontinued operations (RMB)		**0.29**	0.25
		3.95	4.06

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	**2021** **RMB'000**	2020 RMB'000 (Restated)
Profit for the year		**7,577,156**	7,752,614
Other comprehensive income for the year (after tax and reclassification adjustments)	9		
Items that will not be reclassified to profit or loss:			
Share of other comprehensive income of associates, net of tax		**7,061**	9,569
Items that may be reclassified subsequently to profit or loss:			
Share of other comprehensive income of associates, net of tax		**(13,016)**	(29,621)
Exchange differences on translation of financial statements of overseas subsidiaries		**88,041**	169,651
		82,086	149,599
Total comprehensive income for the year		**7,659,242**	7,902,213
Attributable to equity shareholders of the Company:			
— from continuing operations		**6,987,480**	7,294,556
— from discontinued operations		**552,735**	472,670
		7,540,215	7,767,226
Attributable to non-controlling interests of the Company:			
— from continuing operations		**48,032**	44,767
— from discontinued operations		**70,995**	90,220
		119,027	134,987
Total comprehensive income for the year		**7,659,242**	7,902,213

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

at 31 December 2021
(Expressed in Renminbi Yuan)

	Note	2021 RMB'000	2020 RMB'000
Non-current assets			
Property, plant and equipment	13	**1,212,651**	3,714,696
Right-of-use assets	14	**1,109,297**	590,650
Intangible assets	15	**10,007,101**	6,366,195
Interests in associates	17	**35,768,449**	31,085,116
Non-current portion of service concession assets	20	**5,280,042**	4,945,952
Non-current portion of trade and other receivables	21	**1,145,323**	1,073,404
Financial assets measured at fair value through profit and loss ("FVPL")	18	**82,500**	82,500
Investment deposit	22	**1,003,000**	–
Deferred tax assets	26(b)	**76,143**	63,093
		55,684,506	47,921,606
Current assets			
Financial assets measured at fair value through profit and loss ("FVPL")	18	**12,255**	13,239
Inventories	19	**378,324**	269,957
Service concession assets	20	**186,598**	137,088
Trade and other receivables	21	**1,554,313**	1,908,676
Restricted bank deposits		**277,858**	44,767
Bank deposits with original maturity over three months		**1,150,000**	681,700
Cash and cash equivalents	23(a)	**2,560,045**	3,350,539
		6,119,393	6,405,966
Assets held for distribution	4	**7,115,167**	–
		13,234,560	6,405,966
Current liabilities			
Bank loans	24	**602,528**	1,282,264
Trade and other payables	25	**4,299,189**	4,201,641
Contract liabilities		**57,074**	62,153
Lease liabilities	28	**5,942**	2,652
Income tax payables	26(a)	**174,497**	139,028
		5,139,230	5,687,738
Liabilities held for distribution	4	**3,878,999**	–
		9,018,229	5,687,738
Net current assets		**4,216,331**	718,228

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION (Continued)

at 31 December 2021
(Expressed in Renminbi Yuan)

	Note	2021 RMB'000	2020 RMB'000
Total assets less current liabilities		**59,900,837**	48,639,834
Non-current liabilities			
Bank loans	24	**9,655,302**	5,124,458
Convertible bonds	27	**3,483,286**	3,470,110
Lease liabilities	28	**4,813**	397
Deferred tax liabilities	26(b)	**100,000**	67,690
		13,243,401	8,662,655
Net assets		**46,657,436**	39,977,179
Capital and reserves	29		
Share capital		**14,530**	14,347
Reserves		**45,255,264**	38,550,638
Equity attributable to equity shareholders of the Company		**45,269,794**	38,564,985
Non-controlling interests		**1,387,642**	1,412,194
Total equity		**46,657,436**	39,977,179

Approved and authorised for issue by the board of directors on 28 March 2022.

Guo Jingbin
Director

Ji Qinying
Director

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	Attributable to equity shareholders of the Company								
		Share capital RMB'000 (Note 29(c))	Share premium RMB'000 (Note 29(d)(i))	Capital reserve RMB'000 (Note 29(d)(ii))	PRC statutory reserves RMB'000 (Note 29(d)(iii))	Exchange reserve RMB'000 (Note 29(d)(iv))	Retained earnings RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2020		14,347	–	1,940,720	664,953	(27,995)	29,260,927	31,852,952	909,444	32,762,396
Profit for the year		–	–	–	–	–	7,617,627	7,617,627	134,987	7,752,614
Other comprehensive income	9	–	–	(20,052)	–	169,651	–	149,599	–	149,599
Total comprehensive income		–	–	(20,052)	–	169,651	7,617,627	7,767,226	134,987	7,902,213
Non-controlling interest arising from establishment of subsidiaries		–	–	–	–	–	–	–	362,536	362,536
Acquisition of subsidiaries with non-controlling interests		–	–	–	–	–	–	–	111,666	111,666
Appropriation to reserves	29(d)(iii)	–	–	–	113,822	–	(113,822)	–	–	–
Profit distribution to non-controlling interests		–	–	–	–	–	–	–	(106,439)	(106,439)
Dividends approved in respect of the previous year	29(b)	–	–	–	–	–	(1,055,193)	(1,055,193)	–	(1,055,193)
Balance at 31 December 2020		14,347	–	1,920,668	778,775	141,656	35,709,539	38,564,985	1,412,194	39,977,179

The notes on pages 100 to 220 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY (Continued)

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	Share capital RMB'000 (Note 29(c))	Share premium RMB'000 (Note 29(d)(i))	Capital reserve RMB'000 (Note 29(d)(ii))	PRC statutory reserves RMB'000 (Note 29(d)(iii))	Exchange reserve RMB'000 (Note 29(d)(iv))	Retained earnings RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
		Attributable to equity shareholders of the Company								
Balance at 1 January 2021		14,347	–	1,920,668	778,775	141,656	35,709,539	38,564,985	1,412,194	39,977,179
Profit for the year		–	–	–	–	–	7,458,129	7,458,129	119,027	7,577,156
Other comprehensive income	9	–	–	(5,955)	–	88,041	–	82,086	–	82,086
Total comprehensive income		–	–	(5,955)	–	88,041	7,458,129	7,540,215	119,027	7,659,242
Non-controlling interest arising from establishment of subsidiaries		–	–	–	–	–	–	–	130,314	130,314
Acquisition of subsidiaries with non-controlling interests		–	–	–	–	–	–	–	19,759	19,759
Acquisition of non-controlling interests through issuance of ordinary shares	29(c) & 29(d)(ii)	183	671,281	(439,829)	–	–	–	231,635	(231,635)	–
Appropriation to reserves	29(d)(iii)	–	–	–	192,444	–	(192,444)	–	–	–
Profit distribution to non-controlling interests		–	–	–	–	–	–	–	(62,017)	(62,017)
Dividends approved in respect of the previous year	29(b)	–	–	–	–	–	(1,067,041)	(1,067,041)	–	(1,067,041)
Balance at 31 December 2021		14,530	671,281	1,474,884	971,219	229,697	41,908,183	45,269,794	1,387,642	46,657,436

The notes on pages 100 to 220 form part of these financial statements.

CASH FLOW STATEMENT

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	2021 RMB'000	2020 RMB'000
Operating activities:			
Cash generated from operations	23(b)	**1,587,139**	974,192
Income tax paid	26(a)	**(279,250)**	(259,108)
Net cash generated from operating activities		**1,307,889**	715,084
Investing activities:			
Payment for purchase of property, plant and equipment, construction in progress and intangible assets		**(6,199,512)**	(4,267,362)
Proceeds from disposal of property, plant and equipment and right-of-use assets		**3,408**	1,634
Acquisition of subsidiaries, net of cash acquired		**(66,310)**	(20,129)
Payment for purchase of right-of-use assets		**(710,498)**	(192,142)
Payment for investments in associates		**(23,220)**	(1,200)
Payment for purchase of financial assets measured at FVPL		**(15,000)**	(103,145)
Investment deposit paid for acquisition of subsidiaries	22	**(1,003,000)**	–
Proceeds from maturity of bank deposits over three months		**681,700**	842,972
Payment for bank deposits with maturity over three months		**(1,151,680)**	(681,700)
Dividends received from associates		**1,417,259**	1,204,950
Interest received		**58,926**	92,019

The notes on pages 100 to 220 form part of these financial statements.

CASH FLOW STATEMENT (Continued)

for the year ended 31 December 2021
(Expressed in Renminbi Yuan)

	Note	**2021 RMB'000**	2020 RMB'000
Net cash used in investing activities		**(7,007,927)**	(3,124,103)
Financing activities:			
Proceeds from bank loans	23(c)	**9,607,298**	5,088,489
Repayment of bank loans	23(c)	**(2,721,329)**	(1,265,004)
Profit distribution to non-controlling interests		**(75,451)**	(82,439)
Dividends paid to equity shareholders of the Company	29(b)	**(1,057,914)**	(1,055,193)
Interest paid	23(c)	**(359,932)**	(195,429)
Capital contribution from non-controlling interests		**130,314**	362,536
Capital element of lease rentals paid	23(c)	**(4,287)**	(2,968)
Interest element of lease rentals paid	23(c)	**(376)**	(286)
Net cash generated from financing activities		**5,518,323**	2,849,706
Net (decrease)/increase in cash and cash equivalents		**(181,715)**	440,687
Effect of foreign exchange rate changes		**(12,666)**	(52,348)
Cash and cash equivalents at beginning of the year		**3,350,539**	2,962,200
Cash and cash equivalents transferred to assets held for distribution	4(c)	**(596,113)**	–
Cash and cash equivalents at end of the year	23(a)	**2,560,045**	3,350,539

The notes on pages 100 to 220 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL INFORMATION

China Conch Venture Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands with limited liability under the Cayman Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 19 December 2013 (the "Listing").

The Company and its subsidiaries (together the "Group") are principally engaged in solid waste solutions, waste incineration solutions, port logistics services and sale of new building materials in the People's Republic of China (the "PRC") and certain overseas markets.

Spin-off of solid waste solutions business

In 2021, the Company proposed to spin-off and separately list the shares of the solid waste solutions business of the Group under China Conch Environment Production Holdings Limited ("Conch Environment") on the Main Board of the Stock Exchange. On 28 September 2021, Conch Environment submitted an application to the Stock Exchange for the listing of, and permission to deal in, the shares of Conch Environment on the Main Board of the Stock Exchange by way of introduction, which will be implemented through a distribution in specie (the "Distribution") by the Company of all the shares of Conch Environment to the qualifying shareholders in proportion to their respective shareholding in the Company.

The consolidated assets and liabilities of Conch Environment were classified as held for distribution as at 31 December 2021 and the consolidated results of Conch Environment for the year ended 31 December 2021 were presented in the consolidated statements as discontinued operations in accordance with IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*. The consolidated statements of profit or loss and other comprehensive income distinguished the discontinued operations from the continuing operations, and the comparative figures have been restated accordingly.

On 16 March 2022, the Company's Board of Directors declared a conditional special dividend to be satisfied by way of the Distribution, which will be conditional upon the listing approval is granted and such approval not having been revoked prior to the date on which the shares of Conch Environment are first listed.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("IAS") and related interpretations, promulgated by the International Accounting Standards Board ("IASB"), and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group is set out below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation and presentation

The consolidated financial statements for the year ended 31 December 2021 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that equity investments are stated at their fair value (see note 2(g)).

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Changes in accounting policies

The IASB has issued a number of standards and amendments to IFRSs that are first effective for the current accounting period of the Group. None of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Business combination

The Group accounts for business combination using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally 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. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit and loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the profit and loss.

(e) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-Group balances, transactions and cash flows and any unrealised profits arising from intra-Group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-Group transactions are eliminated in the same way as unrealised gain but only to the extent that there is no evidence of impairment.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Subsidiaries and non-controlling interests *(Continued)*

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes2(q), 2(r) or 2(s) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)) or, when appropriate, the cost on initial recognition of an investment in an associate (see note 2(f)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(k)(ii)).

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) Associates

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(k)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associate after applying the ECL model to such other long-term interests where applicable (see note 2(k)(i)).

Unrealised profits and losses resulting from transactions between the Group and its associate is eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)).

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(k)(ii)).

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are set out below:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value, plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification:

(i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

— amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(w)(v)).

— fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

— fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Other investments in debt and equity securities *(Continued)*

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(w)(vi).

(h) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(k)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(y)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Plant and buildings	20–30 years
Machinery and equipment	10–15 years
Office and other equipment	5 years
Motor vehicles	5 years

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Property, plant and equipment *(Continued)*

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Construction in progress represents property, plant and equipment under construction, which is stated at cost less accumulated impairment losses (see note 2(k)(ii)).

Capitalisation of construction in progress costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all of the activities necessary to prepare the assets for their intended use are completed.

No depreciation is provided in respect of construction in progress until it is substantially completed and ready for its intended use.

(i) Intangible assets

The Group recognises an operating right arising from a service concession arrangement when it has a right to charge for use of the concession infrastructure. An operating right received as consideration for providing construction services in a service concession arrangement is measured at fair value on initial recognition with reference to the fair value of the services provided. Subsequent to initial recognition, the operating right is measured at cost, which includes capitalised borrowing costs (see note 2(y)), less accumulated amortisation and impairment losses (see note 2(k)(ii)).

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(k)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Software	2–10 years
Waste incineration project operating rights	16–30 years
Customer relationship	10 years

Both the period and method of amortisation are reviewed annually.

Expenditure on research and development activities is recognised as an expense in the period in which it is incurred.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily leased apartment for employees. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The following items of right-of-use asset are subsequently stated at cost less accumulated depreciation and impairment losses (see note 2 (k)(ii)).

— right-of-use assets arising from leasehold properties where the Group is not the registered owner of the property interest;

— prepaid costs of land use rights paid to the PRC government authorities or third parties.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of IFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

— financial assets measured at amortised cost (including cash and cash equivalents, bank deposits and trade receivables and other receivables); and

— service concession assets (see note 2(n))

Other financial assets measured at fair value, including units in bond funds, equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

— fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;

— variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

— lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). 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 since initial recognition:

— failure to make payments of principal or interest on their contractually due dates;

— an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

— an actual or expected significant deterioration in the operating results of the debtor; and

— existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Basis of calculation of interest income

Interest income recognised in accordance with note 2(w)(v) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

— Significant financial difficulties of the debtor;

— A breach of contract, such as a default or past due event;

— It becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

— Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

— The disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, an impairment loss previously recognised no longer exists or may have decreased:

— property, plant and equipment;

— right-of-use assets;

— intangible assets;

— goodwill; and

— investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

— *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets *(Continued)*

— *Reversals of impairment losses*

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(k)(i) and 2(k)(ii)).

(l) Inventories and other contract costs

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(l) Inventories and other contract costs *(Continued)*

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(l)(i)), property, plant and equipment (see note 2(h)) or intangible assets (see note 2(i)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(w).

(m) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(w)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(o)).

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(m) Contract assets and contract liabilities *(Continued)*

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(o)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(w)(v)).

(n) Service concession assets

The Group recognises a asset arising from a service concession arrangement when it has an unconditional contractual right to receive cash or other financial asset from or at the direction of the grantor for the construction services provided. During the construction phase, the Group recognises a contract asset and accounts for the significant financing component in the arrangement in accordance with the accounting policy set out in notes 2(m) and 2(w). Once the construction is complete, the amounts due from the grantor are accounted for in accordance with IFRS 9 *Financial Instruments* as receivables. Such financial assets are measured at fair value on initial recognition. Subsequent to initial recognition, the financial assets are measured at amortised cost using the effective interest method.

The contractual right to receive cash from the grantor for the services and the right to charge users for the public services should be regarded as two separate assets. Therefore, in service concession arrangement, it is necessary to divide the Group's contract assets during the construction phase into two components — a financial asset component based on the guaranteed amount and an intangible asset (see note 2(i)) for the remainder. When the construction services are completed, the two components of the contract assets would be classified and measured as a financial asset and an intangible asset accordingly.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(m)).

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses(see note 2(k)(i)).

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(k)(i).

(q) Trade and other payables

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(y)).

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Convertible bonds

Convertible bonds that can be converted into ordinary shares at the option of the holder, where a fixed number of shares are issued for a fixed amount of cash or other financial assets, are accounted for as compound financial instruments, i.e. they contain both a liability component and an equity component.

At initial recognition the liability component of the convertible bonds is measured at fair value based on the future interest and principal payments, discounted at the prevailing market rate of interest for similar non-convertible instruments. The equity component is the difference between the initial fair value of the convertible bonds as a whole and the initial fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. Interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is not remeasured and is recognised in the capital reserve until either the bonds are converted or redeemed.

If the bonds are converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued.

(t) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Defined contribution retirement plans

Contributions to PRC local retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of each reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purpose, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(u) Income tax *(Continued)*

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(v) Provision and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

(ii) Revenue from construction contracts

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on construction projects under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Revenue and other income *(Continued)*

(ii) Revenue from construction contracts *(Continued)*

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised progressively over time using the percentage of completion method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs.

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

(iii) Revenue from service concession arrangement

Revenue relating to construction services under a service concession arrangement is recognised based on the stage of completion of the work performed, consistent with the Group's accounting policy on recognising revenue from construction contracts. Revenue from operation services is recognised at a single point in time when control over the services is transferred to customers. When the Group provides more than one service in a service concession arrangement the consideration received is allocated by reference to the relative fair values of the services delivered when the amounts are separately identifiable.

(iv) Revenue from services

The Group provides stand-ready solid and hazardous waste treatment solutions services and logistics services to customers, and generally charges a fixed price per volume of services during the contract period. The Group recognises services revenue for which it has a right to invoice in the period during which the related volume of services is performed.

(v) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(k)(i)).

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Revenue and other income *(Continued)*

(vi) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(vii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(x) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of transactions. Statement of financial position items, including goodwill, are translated into Renminbi at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

Exchange differences arising on a monetary item that forms part of an entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the relevant entity or the individual financial statements of the foreign operation. In the consolidated financial statements that include the foreign operation and the relevant entity, such exchange differences are recognised in other comprehensive income.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditures for the asset are being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(z) Non-current assets held-for-sale and discontinued operations

(i) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

NOTES TO THE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(z) Non-current assets held-for-sale and discontinued operations *(Continued)*

(ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

— the post-tax profit or loss of the discontinued operation; and

— the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

(aa) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(aa) Related parties *(Continued)*

(b) An entity is related to the Group if any of the following conditions applies: *(Continued)*

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third party.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(bb) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

NOTES TO THE FINANCIAL STATEMENTS

3 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the progress of applying the Group's accounting policies, management had made the following accounting judgements:

Service concession arrangements

The Group entered into Build-Operate-Transfer ("BOT") arrangements in respect of its waste incineration projects.

The Group concluded that all the BOT arrangements are service concession arrangements under International Financial Reporting Interpretations Committee 12 because the local governments control and regulate the services that the Group must provide with the infrastructure at a pre-determined service charge. In respect of BOT arrangements upon expiry of concession right agreement, the infrastructure for BOT arrangements is used in the service concession arrangements for its entire or substantial useful life.

(b) Source of estimation uncertainty

Note 30(e) contains information about the assumptions and their risk factors relating to the fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

(i) Construction contracts

As explained in accounting policy note 2(w)(ii), revenue recognition on an uncompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached contract assets will not include profit which the Group may eventually realise from the work done to date. In addition, actual outcomes in terms of total cost or revenue may be higher or lower than estimated at each of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

(ii) Depreciation and amortisation

As described in note 2(h) and 2(j), property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. As described in note 2(i), intangible assets are amortised on a straight-line basis over the estimated useful lives. Management reviews annually the useful lives of the assets and residual values, if any, in order to determine the amount of depreciation and amortisation expenses to be recorded during any reporting period.

The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological and other changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimates.

3 ACCOUNTING JUDGEMENT AND ESTIMATES *(Continued)*

(b) Source of estimation uncertainty *(Continued)*

(iii) Net realisable value of inventories

As described in note 2(l), net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of changes in market conditions.

Management reassesses these estimations at the end of reporting period to ensure inventory is stated at the lower of cost and net realisable value.

(iv) Loss allowance of trade receivables

Management measures loss allowance for trade receivables at an amount equal to lifetime ECLs. Management estimates ECLs on these financial assets by using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and assesses both the current and forecast general economic conditions at the reporting date. Management reassesses the loss allowance of trade receivables at the end of reporting period.

(v) Loss allowance of service concession assets

Management measures loss allowance for service concession assets at an amount equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. Management reassesses the loss allowance of service concession assets at the end of reporting period.

(vi) Impairment of other non-current assets

In considering the impairment losses that may be required for certain of the Group's assets which include property, plant and equipment, right-of-use assets, intangible assets and investments in its subsidiaries and associates, recoverable amount of the assets need to be determined. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the assets are discounted to their present value, which requires significant judgement relating to items such as level of estimated sales volume, selling price and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as sales volume, selling price and the amount of operating costs.

4 DISCONTINUED OPERATIONS AND ASSETS/LIABILITIES HELD FOR DISTRIBUTION

As described in note 1, on 28 September 2021, Conch Environment submitted an application to the Stock Exchange for the listing of, and permission to deal in, the shares of Conch Environment on the Main Board of the Stock Exchange.

As at 31 December 2021, the directors of the Company considered that it was highly probably that such business would be distributed to the Company's shareholders within the next twelve months. As a result, the consolidated assets and liabilities of Conch Environment were classified as held for distribution as at 31 December 2021 and the consolidated results of Conch Environment for the year ended 31 December 2021 were presented in the consolidated statements as discontinued operations. The consolidated statements of profit or loss and other comprehensive income distinguished the discontinued operations from the continuing operations, and the comparative figures have been restated accordingly.

The summarised financial information of Conch Environment presented below represents the amounts after the intra-group elimination.

(a) Results of discontinued operations

	Note	**2021 RMB'000**	2020 RMB'000
Revenue	5	**1,669,747**	1,137,395
Cost of sales		**(672,985)**	(388,603)
Gross profit		**996,762**	748,792
Other net income	6	**71,008**	43,478
Distribution costs		**(131,345)**	(88,827)
Administrative expenses		**(225,606)**	(124,027)
Profit from operations		**710,819**	579,416
Finance costs	7(a)	**(45,701)**	(10,670)
Share of profits of associates		**9,812**	11,081

4 DISCONTINUED OPERATIONS AND ASSETS/LIABILITIES HELD FOR DISTRIBUTION *(Continued)*

(a) Results of discontinued operations *(Continued)*

	Note	**2021** **RMB'000**	2020 RMB'000
Profit before taxation	7	**674,930**	579,827
Income tax	8(a)	**(51,200)**	(16,937)
Profit for the year from discontinued operations		**623,730**	562,890
Attributable to:			
Equity shareholder of the Company		**552,735**	472,670
Non-controlling interests		**70,995**	90,220
Profit for the year from discontinued operations		**623,730**	562,890

(b) Cash flows generated from/(used in) discontinued operations

	2021 **RMB'000**	2020 RMB'000
Net cash generated from operating activities	**767,721**	453,462
Net cash used in investing activities	**(2,133,069)**	(1,552,039)
Net cash generated from financing activities	**1,322,677**	1,487,665
Net (decrease)/increase in cash and cash equivalents from discontinued operations	**(42,671)**	389,088

NOTES TO THE FINANCIAL STATEMENTS

4 DISCONTINUED OPERATIONS AND ASSETS/LIABILITIES HELD FOR DISTRIBUTION *(Continued)*

(c) Assets and liabilities held for distribution

The major classes of assets and liabilities classified as held for distribution are as follows:

	Note	2021 RMB'000
Assets held for distribution		
Property, plant and equipment	13	**4,947,771**
Right-of-use assets		**197,156**
Intangible assets	15	**63,047**
Goodwill		**5,815**
Interests in associates		**68,839**
Non-current portion of trade and other receivables		**293,062**
Deferred tax assets		**5,347**
Inventories		**8,061**
Trade and other receivables		**855,127**
Financial assets measured at FVPL		**15,000**
Restricted bank deposits		**58,149**
Bank deposits with original maturity over three months		**1,680**
Cash and cash equivalents		**596,113**
		7,115,167
Liabilities held for distribution		
Loans and borrowings	23(c)	**3,043,861**
Trade and other payables		**789,125**
Contract liabilities		**9,858**
Lease liabilities	23(c)	**4,136**
Income tax payables	26(a)	**19,823**
Deferred tax liabilities		**12,196**
		3,878,999

NOTES TO THE FINANCIAL STATEMENTS

4 DISCONTINUED OPERATIONS AND ASSETS/LIABILITIES HELD FOR DISTRIBUTION *(Continued)*

(d) Acquisition of subsidiaries

On 6 January 2021, Conch Environment acquired additional 39% equity interests in its associate Dezhou Haizhong Environmental Protection Technology Co.,Ltd. ("Dezhou Haizhong") from its original controlling shareholder for a consideration of RMB11,700,000. As a result of this acquisition, the Group held 89% equity interests in Dezhou Haizhong and it is accounted for as a subsidiary. The major identifiable assets and liabilities of Dezhou Haizhong include property, plant and equipment of RMB64,062,000, trade and other receivables of RMB23,195,000 and trade and other payables of RMB61,164,000, and non-controlling interests of RMB3,394,000. Negative goodwill of RMB644,000 was recognised as income as at the date of acquisition.

On 19 April 2021, Conch Environment acquired 70% equity interests of Binzhou Huabinjucheng Environmental Protection Technology Co., Ltd ("Binzhou Environmental") from independent third parties for a consideration of RMB44,000,000 in order to develop its business in the treatment of hazardous and solid waste. The major identifiable assets and liabilities of Binzhou Environmental include property, plant and equipment of RMB71,224,000, right-of-use assets of RMB18,025,000, trade and other receivables of RMB23,845,000, trade and other payables of RMB49,810,000, bank loans of RMB9,000,000 and non-controlling interests of RMB16,365,000. Goodwill of RMB5,815,000 was recognised as at the date of acquisition.

On 12 July 2021, Conch Environment acquired additional 65% equity interests in its associate Fujian Sanming Haizhong Environmental Protection Technology Co., Ltd. ("Sanming Haizhong") from its original controlling shareholder for a consideration of RMB32,598,000. As a result of this acquisition, Sanming Haizhong became a wholly-owned subsidiary of the Group. The major identifiable assets and liabilities of Sanming Haizhong include property, plant and equipment of RMB63,832,000, intangible assets of RMB219,000, trade and other receivables of RMB9,325,000 and trade and other payables of RMB20,974,000. Negative goodwill of RMB284,000 was recognised as income as at the date of acquisition.

(e) Purchase and capital commitments

	2021	2020
	RMB'000	RMB'000
Contracted for	**504,362**	1,282,602
Authorised but not contracted for	**793,689**	1,657,329
	1,298,051	2,939,931

NOTES TO THE FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are solid waste solutions , construction and operation of waste-to-energy projects, port logistics services, the manufacturing and sales of new building materials and investments.

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations		
Waste-to-energy projects		
Waste incineration solutions (i)	5,743,801	4,811,273
Energy saving equipment	569,811	316,374
Subtotal	6,313,612	5,127,647
Port logistics services	224,276	216,151
Sale of new building materials	142,850	123,380
Total revenue from continuing operations	6,680,738	5,467,178
Discontinued operations		
Solid waste solutions	1,669,747	1,137,395
	8,350,485	6,604,573

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(a) Revenue *(Continued)*

Disaggregation of revenue *(Continued)*

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is as follows:

	2021 RMB'000	2020 RMB'000 (Restated)
Timing of revenue recognition		
Continuing operations		
— Over time	**5,968,077**	5,027,424
— Point in time	**712,661**	439,754
	6,680,738	5,467,178
Discontinued operations		
— Over time	**1,669,747**	1,137,395

(i) Revenue of waste incineration solutions under BOT arrangements mainly represents the revenue for construction services, revenue from waste incineration project operation services and finance income. The amount of each significant category of revenue during the year is as follows:

	2021 RMB'000	2020 RMB'000 (Restated)
Revenue from waste incineration project construction services	**4,489,191**	4,089,923
Revenue from waste incineration project operation services	**1,061,602**	572,981
Finance income	**193,008**	148,369
Total	**5,743,801**	4,811,273

The Group had transactions with certain PRC local government authorities which in aggregate exceeded 10% of the Group's revenue. Revenue from waste incineration solutions under BOT arrangement derived from these local government authorities in the PRC for the year ended 31 December 2021 amounting to RMB4,801,918,000 (2020: RMB4,270,115,000). Details of concentration of credit risk arising from these customers are set out in Note 30(a).

NOTES TO THE FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has presented the following five reportable segments. As mentioned in note 1, the Group proposed to spin off and separately list the shares of the solid waste solutions business, Conch Environment, on the Main Board of the Stock Exchange. After the spin-off, the Group will continue to engage in waste incineration solutions, port logistics services, sale of new building materials and investments. The solid waste solutions segment was classified as discontinued operations of the Group. Prior period comparative segment information has been restated to conform with the current period's presentation accordingly.

(1) Waste-to-energy projects: this segment includes waste incineration solutions, manufacturing and sales of residual heat power generation, vertical mill and related after-sales services.

(2) Port logistics services: this segment mainly engages in cargo handling, trans-shipment and warehousing services.

(3) New building materials: this segment mainly engages in alternative wall building materials, such as the cellulose fiber cement sheets, autoclaved boards and wood wool cement boards.

(4) Investments: this segment comprises investments in Anhui Conch Holdings Co., Ltd. ("Conch Holdings"). Details of the principal activities of Conch Holdings are set out in note 17.

(5) Solid waste solutions: this segment mainly engages in solid and hazardous waste and presented as discontinued operations.

(i) For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all current assets and non-current assets. Segment liabilities include trade and other payables, income tax payable and bank loans managed directly for the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments. Inter-segment revenue includes sales of environmental protection equipments by one segment to another.

NOTES TO THE FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(i) *(Continued)*

The measure used by the Group's senior executive management to assess segment results is the profit before taxation. Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resources allocation and assessment of segment performance for the years ended 31 December 2021 and 2020 is set out below:

	Year ended 31 December 2021							
	Continuing operations					Discontinued operations		
	Waste-to-energy projects RMB'000	Port logistics services RMB'000	New building materials RMB'000	Investments RMB'000	Unallocated RMB'000	Solid waste solutions RMB'000	Elimination RMB'000	Total RMB'000
Revenue from external customers	6,313,612	224,276	142,850	–	–	1,669,747	–	8,350,485
Inter-segment revenue	656,168	–	29	–	–	28,406	(684,603)	–
Reportable segment revenue	6,969,780	224,276	142,879	–	–	1,698,153	(684,603)	8,350,485
Reportable segment profit/(losses)	1,179,361	120,003	(16,281)	6,135,587	(124,391)	693,556	(54,374)	7,933,461
Interest income	83,093	112	563	–	5,443	8,254	(5,329)	92,136
Interest expenses	192,587	–	–	–	123,671	45,737	(5,329)	356,666
Depreciation and amortisation	231,992	45,137	16,775	–	3,988	167,391	(9,392)	455,891
Provision for loss allowance								
— trade and other receivables	9,557	–	–	–	–	12,896	–	22,453
Reportable segment assets	24,693,005	396,135	2,532,815	35,637,850	3,318,493	7,523,347	(5,182,579)	68,919,066
Reportable segment liabilities	15,684,940	39,815	2,349,328	–	4,796,084	4,426,043	(5,034,580)	22,261,630

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(i) *(Continued)*

	Year ended 31 December 2020 (Restated)							
	Continuing operations					Discontinued operations		
	Waste-to-energy projects RMB'000	Port logistics services RMB'000	New building materials RMB'000	Investments RMB'000	Unallocated RMB'000	Solid waste solutions RMB'000	Elimination RMB'000	Total RMB'000
Revenue from external customers	5,127,647	216,151	123,380	–	–	1,137,395	–	6,604,573
Inter-segment revenue	419,901	–	–	–	–	12,730	(432,631)	–
Reportable segment revenue	5,547,548	216,151	123,380	–	–	1,150,125	(432,631)	6,604,573
Reportable segment profit/(losses)	1,109,259	117,468	(2,953)	6,387,437	(104,866)	592,887	(46,517)	8,052,715
Interest income	57,363	109	355	–	28,615	9,927	–	96,369
Interest expenses	106,980	–	–	–	117,891	9,547	–	234,418
Depreciation and amortisation	120,771	45,837	15,402	–	279	96,653	–	278,942
Provision for loss allowance	–							
— trade and other receivables	9,438	–	–	–	–	2,242	–	11,680
Reportable segment assets	18,119,790	425,824	1,689,956	31,085,116	2,395,755	4,721,602	(4,110,471)	54,327,572
Reportable segment liabilities	10,535,556	126,283	1,484,837	–	3,599,319	2,714,869	(4,110,471)	14,350,393

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

	Continuing operations		**Discontinued operations**		**Total**	
	2021 RMB'000	2020 RMB'000 (Restated)	**2021 RMB'000**	2020 RMB'000 (Restated)	**2021 RMB'000**	2020 RMB'000 (Restated)
Revenue						
Reportable segment revenue	**7,336,935**	5,887,079	**1,698,153**	1,150,125	**9,035,088**	7,037,204
Elimination of inter-segment revenue	**(656,197)**	(419,901)	**(28,406)**	(12,730)	**(684,603)**	(432,631)
Consolidated revenue (Note 5(a))	**6,680,738**	5,467,178	**1,669,747**	1,137,395	**8,350,485**	6,604,573

NOTES TO THE FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities *(Continued)*

	Continuing operations		Discontinued operations		Total	
	2021	2020	**2021**	2020	**2021**	2020
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000
		(Restated)		(Restated)		(Restated)
Profit before taxation						
Reportable segment profit	**7,294,279**	7,506,345	**693,556**	592,887	**7,987,835**	8,099,232
Elimination of inter-segment profit	**(35,748)**	(33,457)	**(18,626)**	(13,060)	**(54,374)**	(46,517)
Consolidated profit before taxation	**7,258,531**	7,472,888	**674,930**	579,827	**7,933,461**	8,052,715

	2021	2020
	RMB'000	RMB'000
Assets		
Reportable segment assets	**74,101,645**	58,438,043
Elimination of inter-segment receivables	**(5,182,579)**	(4,110,471)
Consolidated total assets	**68,919,066**	54,327,572

	2021	2020
	RMB'000	RMB'000
Liabilities		
Reportable segment liabilities	**27,296,210**	18,460,864
Elimination of inter-segment payables	**(5,034,580)**	(4,110,471)
Consolidated total liabilities	**22,261,630**	14,350,393

NOTES TO THE FINANCIAL STATEMENTS

5 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(iii) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets, interests in associates, non-current portion of service concession assets and trade and other receivables ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the assets, in the case of right-of-use assets, property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible assets and non-current portion of service concession assets and trade and other receivables, and the location of operations, in the case of interests in associates.

Revenue from external customers

	Continuing operations		**Discontinued operations**	
	2021	2020	**2021**	2020
	RMB'000	RMB'000	**RMB'000**	RMB'000
		(Restated)		(Restated)
Mainland China	**6,481,158**	5,394,973	**1,669,747**	1,137,395
Asia-Pacific (except Mainland China)	**197,917**	70,816	**–**	–
South America	**1,663**	1,389	**–**	–
	6,680,738	5,467,178	**1,669,747**	1,137,395

Specified non-current assets

	2021	2020
	RMB'000	RMB'000
Mainland China	**54,348,120**	47,746,662
Asia-Pacific (except Mainland China)	**174,743**	29,351
	54,522,863	47,776,013

NOTES TO THE FINANCIAL STATEMENTS

6 OTHER NET INCOME

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations		
Interest income on bank deposits and cash at bank	**83,647**	84,992
Government grants (i)	**98,922**	124,839
Net gain/(loss) on disposal of right-of-use assets and property, plant and equipment	**172**	(90)
Net Exchange loss	**(898)**	(6,396)
Net unrealised losses on financial assets measured at FVPL	**(984)**	(7,406)
Others	**7,006**	1,749
	187,865	197,688
Discontinued operations		
Interest income on bank deposits and cash at bank	**8,489**	11,377
Government grants (i)	**58,776**	23,058
Net gain on disposal of right-of-use assets and property, plant and equipment	**25**	8
Gain on previously held interests in associates	**856**	–
Recognition of negative goodwill as income (note 4(d))	**928**	9,538
Others	**1,934**	(503)
	71,008	43,478
	258,873	241,166

(i) Government grants mainly represented subsidies received from the local government authorities for encouraging the Group's development in the waste-to-energy segment, new building materials segment and solid waste solutions segment in the respective PRC cities.

NOTES TO THE FINANCIAL STATEMENTS

7 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

(a) Finance costs:

	2021 **RMB'000**	2020 RMB'000 (Restated)
Continuing operations		
Interest on bank loans	**285,895**	157,196
Interest on lease liabilities	**205**	286
Interest on convertible bonds	**113,882**	117,845
Total interest expense on financial liabilities not at fair value through profit or loss	**399,982**	275,327
Less: interest expense capitalised into construction in progress and intangible assets*	**(89,017)**	(51,579)
	310,965	223,748
Discontinued operations		
Interest on bank loans	**83,445**	25,537
Interest on lease liabilities	**171**	–
Total interest expense on financial liabilities not at fair value through profit or loss	**83,616**	25,537
Less: interest expense capitalised into construction in progress and intangible assets*	**(37,915)**	(14,867)
	45,701	10,670
	356,666	234,418

* The borrowing costs in continuing operations and discontinued operations were capitalised at a rate of 1.75%–4.05% per annum for 2021 (2020 (restated): 3.30%–4.45%) and 2.65%–4.65% per annum for 2021(2020 (restated): 3.85%–4.65%) respectively.

NOTES TO THE FINANCIAL STATEMENTS

7 PROFIT BEFORE TAXATION *(Continued)*

(b) Staff costs:

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations		
Salaries, wages and other benefits	**333,498**	286,312
Contributions to defined contribution plans (i)	**40,836**	2,936
	374,334	289,248
Discontinued operations		
Salaries, wages and other benefits	**240,995**	170,931
Contributions to defined contribution plans (i)	**35,806**	2,127
	276,801	173,058

(i) Employees of the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

During the financial year ended 31 December 2021, no contribution was forfeited (by the Group on behalf of its employees who leave the scheme prior to vesting fully in such contributions) under the defined contribution retirement scheme which may be used by the Group to reduce the existing level of contributions. Accordingly, no forfeited contribution was utilised in the course of the year ended 31 December 2021, and as at 31 December 2021, there was no forfeited contribution available to reduce the Group's existing level of contributions to the defined contribution retirement scheme.

The Group has no other material obligation for the payment of retirement benefits associated with the scheme beyond the annual contributions described above.

NOTES TO THE FINANCIAL STATEMENTS

7 PROFIT BEFORE TAXATION *(Continued)*

(c) Other items:

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations		
Cost of inventories#	**570,125**	332,728
Cost of services provided#	**4,463,157**	3,722,503
Depreciation of owned property, plant and equipment#	**90,907**	83,507
Depreciation of right-of-use assets#	**20,564**	11,893
Amortisation of intangible assets#	**186,421**	92,623
Research and development costs	**35,876**	20,476
Loss allowance for trade receivables	**9,557**	9,438
Impairment losses on property, plant and equipment	**7,669**	–
Short-term lease payments not included in the measurement of lease liabilities	**5,327**	3,968
Auditors' remuneration	**2,340**	2,226
Discontinued operations		
Cost of services provided#	**672,985**	388,603
Depreciation of owned property, plant and equipment#	**145,328**	82,279
Depreciation of right-of-use assets#	**4,812**	3,757
Amortisation of intangible assets#	**7,859**	4,883
Loss allowance for trade receivables	**12,896**	2,242
Short-term lease payments not included in the measurement of lease liabilities	**2,826**	2,142
Auditors' remuneration	**2,300**	20
Listing expenses	**24,764**	–

Cost of inventories and cost of services provided in continuing operations and in discontinued operations include RMB427,424,000 (2020 (restated): RMB307,624,000) and RMB277,989,000 (2020 (restated): RMB162,311,000) relating to staff costs, depreciation of owned property, plant and equipment, depreciation of right-of-use assets and amortisation of intangible assets, which amount is also included in the respective total amounts disclosed separately above or in note 7(b) for each of these types of expenses.

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(a) Current taxation in the consolidated statement of profit and loss represents:

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations		
Current tax — Hong Kong Profits Tax		
Provision for the year	–	615
Current tax — PRC income tax		
Provision for the year	224,334	235,255
Over provision in respect of prior years	(6,082)	(1,790)
	218,252	234,080
Deferred tax:		
Origination and reversal of temporary differences	86,853	49,084
Income tax expense on continuing operations	305,105	283,164

	2021 RMB'000	2020 RMB'000 (Restated)
Discontinued operations		
Current tax — Hong Kong Profits Tax		
Provision for the year	–	–
Current tax — PRC income tax		
Provision for the year	58,128	17,325
Under/(over) provision in respect of prior years	162	(291)
	58,290	17,034
Deferred tax:		
Origination and reversal of temporary differences	(7,090)	(97)
Income tax expense on discontinued operations	51,200	16,937

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Continued)

(a) Current taxation in the consolidated statement of profit and loss represents:

(Continued)

(1) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

(2) The provision for Hong Kong Profits Tax for 2021 is calculated at the first HK$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax was calculated at the same basis in 2020. The payments of dividends by Hong Kong companies are not subject to any Hong Kong withholding tax.

(3) The PRC income tax law and its relevant regulations also impose a withholding tax at 10%, unless reduced by a tax treaty/arrangement, on dividend distributions made out of the PRC from earnings accumulated from 1 January 2008. Undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax.

Under the Arrangement between the Mainland of China and Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to taxes on Income, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% or more of the equity interest in a PRC-resident enterprise is entitled to a reduced withholding tax rate of 5% on dividends received.

Since the Group can control the quantum and timing of distribution of profits of the Group's PRC subsidiaries, deferred tax liabilities are only provided to the extent that such profits are expected to be distributed in the foreseeable future.

During the twelve months ended 31 December 2021, deferred tax expenses of RMB100,000,000 (2020: RMB58,000,000) have been recognised in respect of the withholding tax payable on the retained profits of the Group's PRC subsidiaries which the directors expect to distribute outside the Mainland China in the foreseeable future.

(4) The provision for PRC income tax is based on a statutory rate of 25% of the assessable income of the Company's mainland China subsidiaries as determined in accordance with the relevant income tax rules and regulations of the PRC.

NOTES TO THE FINANCIAL STATEMENTS

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Continued)

(a) Current taxation in the consolidated statement of profit and loss represents:

(Continued)

(5) Pursuant to Notice No.23 issued by the State Administration of Taxation on 23 April 2020 and relevant local tax authorities' notices, certain subsidiaries are entitled to a preferential income tax rate of 15% as qualifying companies located in western areas in the PRC.

(6) Pursuant to the PRC Enterprise Income Tax Law Implementing Regulations issued by State Council of the PRC, certain subsidiaries engaged in waste incineration solutions and solid waste solutions are eligible for a preferential tax treatment of income tax exemption for the first three years starting from which revenue is generated and 50% income tax reduction for the next three years.

(7) Anhui Conch Kawasaki Energy Conservation Equipment Manufacturing Co., Ltd. ("CK Equipment"), a subsidiary of the Group was accredited as a "High and New Technology Enterprise" and was entitled to a preferential income tax rate of 15% for a period of three years from 2020 to 2022.

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

	2021 **RMB'000**	2020 RMB'000 (Restated)
Continuing operations		
Profit before taxation	**7,258,531**	7,472,888
Notional tax on profit before taxation from continuing operations, calculated at the rates applicable to profit in the tax jurisdictions concerned	**1,852,536**	1,898,470
PRC tax concessions	**(101,767)**	(77,427)
PRC dividend withholding tax	**100,000**	58,000
Over provision in respect of prior years	**(6,082)**	(1,790)
Share of profits of associates	**(1,539,582)**	(1,594,089)
Income tax expense on continuing operations	**305,105**	283,164

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Continued)

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates: *(Continued)*

	2021	2020
	RMB'000	RMB'000
		(Restated)
Discontinued operations		
Profit before taxation	**674,930**	579,827
Notional tax on profit before taxation from continuing operations, calculated at the rates applicable to profit in the tax jurisdictions concerned	**184,315**	148,653
PRC tax concessions	**(130,824)**	(128,655)
Under/(over) provision in respect of prior years	**162**	(291)
Share of profits of associates	**(2,453)**	(2,770)
Income tax expense on discontinued operations	**51,200**	16,937

NOTES TO THE FINANCIAL STATEMENTS

9 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

	2021 Before-tax amount RMB'000	**2021** Tax benefit RMB'000	**2021** Net-of-tax amount RMB'000	2020 Before-tax amount RMB'000	2020 Tax benefit RMB'000	2020 Net-of-tax amount RMB'000
Items that will not be reclassified to profit or loss:						
Share of other comprehensive income of associates (i)	**7,061**	**–**	**7,061**	9,569	–	9,569
Items that may be reclassified subsequently to profit or loss:						
Share of other comprehensive income of associates	**(13,016)**	**–**	**(13,016)**	(29,621)	–	(29,621)
Exchange differences on translation of financial statements of overseas subsidiaries	**88,041**	**–**	**88,041**	169,651	–	169,651
Other comprehensive income	**82,086**	**–**	**82,086**	149,599	–	149,599

(i) Share of other comprehensive income of associates that will not be reclassified to profit or loss represented the share of net movement in the fair value reserve of equity investments of the associate measured at FVOCI (non-recycling).

NOTES TO THE FINANCIAL STATEMENTS

10 DIRECTORS' REMUNERATION

Directors' remuneration disclosed are as follows:

Year ended 31 December 2021

	Directors' fees RMB'000	Salaries allowance and benefits in kind RMB'000	Discretionary bonuses RMB'000	Contributions to retirement scheme RMB'000	Total RMB'000
Executive Directors:					
Mr. Ji Qinying	–	587	1,791	–	2,378
Mr. Li Jian	–	493	1,427	29	1,949
Mr. Li Daming	–	592	1,427	32	2,051
Non-executive Directors:					
Mr. Guo Jingbin (i)	–	602	1,791	–	2,393
Mr. Shu Mao (ii)	–	596	1,427	55	2,078
Mr. Yu Kaijun(iii)	–	–	–	–	–
Mr. Chang Zhangli(iii)	–	–	–	–	–
Independent non-executive Directors:					
Mr. Chan Chi On	150	–	–	–	150
Mr. Chan Kai Wing	150	–	–	–	150
Mr. Lau Chi Wah	150	–	–	–	150
	450	2,870	7,863	116	11,299

NOTES TO THE FINANCIAL STATEMENTS

10 DIRECTORS' REMUNERATION *(Continued)*

Year ended 31 December 2020

	Directors' fees RMB'000	Salaries allowance and benefits in kind RMB'000	Discretionary bonuses RMB'000	Contributions to retirement scheme RMB'000	Total RMB'000
Executive Directors:					
Mr. Guo Jingbin	–	585	1,336	–	1,921
Mr. Ji Qinying	–	526	1,336	–	1,862
Mr. Li Jian	–	481	912	5	1,398
Mr. Li Daming	–	481	1,154	5	1,640
Non-executive Directors:					
Mr. Chang Zhangli(iii)	–	–	–	–	–
Independent non-executive Directors:					
Mr. Chan Chi On	126	–	–	–	126
Mr. Chan Kai Wing	126	–	–	–	126
Mr. Lau Chi Wah	126	–	–	–	126
	378	2,073	4,738	10	7,199

(i) Mr. Guo Jingbin was re-designated as a non-executive director of the Company on 27 September 2021.

(ii) Mr. Shu Mao was appointed as a non-executive director of the Company on 27 September 2021.

(iii) Mr. Chang Zhangli resigned as a non-executive director and Mr. Yu Kaijun was appointed as a non-executive director of the Company on 1 November 2021. No amounts were paid by the Group to these two directors during the year ended 31 December 2021 and 2020.

No directors of the Company waived or agreed to waive any remuneration during the year.

During the year, there were no amounts paid or payable by the Group to the directors or any of the five highest paid individuals set out in note 11 below as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE FINANCIAL STATEMENTS

11 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five highest paid individuals of the Group during the year, five (2020: four) are directors of the Company whose emolument is disclosed in note 10. The aggregate of the emoluments in respect of the remaining individual is as follows:

	2021 **RMB'000**	2020 RMB'000
Salaries, allowances and benefits in kind	**–**	510
Discretionary bonuses	**–**	758
Contributions to retirement benefit schemes	**–**	2
	–	1,270

The emoluments of the Nil (2020: one) individual with the highest emoluments are within the following bands:

	2021 **Number of individuals**	2020 Number of individuals
HKD 1,000,001–1,500,000	**–**	1

12 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue during the year.

(i) Weighted average number of ordinary shares

	2021 **('000)**	2020 ('000)
Issued ordinary shares at 1 January	**1,804,750**	1,804,750
Effect of new shares issued on 28 June 2021 (Note 29(c))	**11,130**	–
Weighted average number of ordinary shares	**1,815,880**	1,804,750

(ii) Profit attributable to ordinary equity shareholders

	2021 **RMB'000**	2020 RMB'000 (Restated)
Profit attributable to ordinary equity shareholders		
— Continuing operations	**6,905,394**	7,144,957
— Discontinued operations	**552,735**	472,670
	7,458,129	7,617,627

NOTES TO THE FINANCIAL STATEMENTS

12 EARNINGS PER SHARE *(Continued)*

(a) Basic earnings per share *(Continued)*

(iii) Basic earnings per share

	2021 **RMB**	2020 RMB (Restated)
Basic earnings per share		
— Continuing operations	**3.80**	3.96
— Discontinued operations	**0.30**	0.26
	4.10	4.22

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares, calculated as below:

(i) Weighted average number of ordinary shares (diluted)

	2021 **('000)**	2020 ('000)
Weighted average number of ordinary shares at 31 December	**1,815,880**	1,804,750
Effect of conversion of convertible bonds (Note 27)	**102,665**	100,704
Weighted average number of ordinary shares (diluted) at 31 December	**1,918,545**	1,905,454

12 EARNINGS PER SHARE *(Continued)*

(b) Diluted earnings per share *(Continued)*

(ii) Profit attributable to ordinary equity shareholders (diluted)

	2021 **RMB'000**	2020 RMB'000 (Restated)
Profit attributable to ordinary equity shareholders		
— Continuing operations	**6,905,394**	7,144,957
— Discontinued operations	**552,735**	472,670
	7,458,129	7,617,627
After tax effect of effective interest on the liability component of convertible bonds (Note 27)		
— Continuing operations	**113,882**	117,845
— Discontinued operations	**–**	–
	113,882	117,845
Profit attributable to ordinary equity shareholders (diluted)		
— Continuing operations	**7,019,276**	7,262,802
— Discontinued operations	**552,735**	472,670
	7,572,011	7,735,472

(iii) Diluted earnings per share

	2021 **RMB**	2020 RMB (Restated)
Diluted earnings per share		
— Continuing operations	**3.66**	3.81
— Discontinued operations	**0.29**	0.25
	3.95	4.06

NOTES TO THE FINANCIAL STATEMENTS

13 PROPERTY, PLANT AND EQUIPMENT

	Plant and buildings RMB'000	Machinery and equipment RMB'000	Office and other equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
Cost:						
At 1 January 2020	1,391,753	1,085,746	46,301	109,161	397,700	3,030,661
Acquisition of subsidiaries	11,110	26,858	1,337	2,607	5,126	47,038
Additions	3,855	81,912	26,560	47,371	1,231,550	1,391,248
Transfer from construction in progress	249,993	195,302	94	–	(445,389)	–
Disposals	–	(1,391)	(534)	(937)	–	(2,862)
At 31 December 2020 and 1 January 2021	1,656,711	1,388,427	73,758	158,202	1,188,987	4,466,085
Acquisition of subsidiaries (Note 4(d))	69,825	66,936	2,048	1,213	59,096	199,118
Additions	1,381	53,581	37,656	40,691	2,362,279	2,495,588
Transfer from construction in progress	578,870	673,752	1,689	–	(1,254,311)	–
Disposals	(181)	(3,055)	(922)	(3,671)	(1,840)	(9,669)
Reclassification to assets held for distribution (Note 4(c))	(1,450,320)	(1,611,880)	(40,718)	(127,583)	(2,012,413)	(5,242,914)
At 31 December 2021	856,286	567,761	73,511	68,852	341,798	1,908,208

NOTES TO THE FINANCIAL STATEMENTS

13 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

	Plant and buildings RMB'000	Machinery and equipment RMB'000	Office and other equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
Accumulated depreciation:						
At 1 January 2020	(258,929)	(273,323)	(18,722)	(35,775)	–	(586,749)
Charge for the year	(50,898)	(83,614)	(8,415)	(22,859)	–	(165,786)
Written back on disposals	–	395	157	594	–	1,146
At 31 December 2020 and 1 January 2021	(309,827)	(356,542)	(26,980)	(58,040)	–	(751,389)
Charge for the year	(66,834)	(122,904)	(12,962)	(33,535)	–	(236,235)
Written back on disposals	–	1,614	614	2,365	–	4,593
Impairment loss	–	–	–	–	(7,669)	(7,669)
Reclassification to assets held for distribution (Note 4(c))	68,622	155,481	11,569	59,471	–	295,143
At 31 December 2021	(308,039)	(322,351)	(27,759)	(29,739)	(7,669)	(695,557)
Net book value:						
At 31 December 2020	1,346,884	1,031,885	46,778	100,162	1,188,987	3,714,696
At 31 December 2021	548,247	245,410	45,752	39,113	334,129	1,212,651

NOTES TO THE FINANCIAL STATEMENTS

14 RIGHT-OF-USE ASSETS

The analysis of the net book value of the Group's right-of-use assets by class of underlying asset at the end of the reporting period is as follows:

	Note	**2021** **RMB'000**	2020 RMB'000
Properties leased for own use, carried at depreciated cost	(i)	**10,964**	2,919
Leasehold land for own use, carried at depreciated cost	(ii)	**1,098,333**	587,731
		1,109,297	590,650

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2021 **RMB'000**	2020 RMB'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Properties leased for own use, carried at depreciated cost	**3,999**	2,966
Leasehold land for own use, carried at depreciated cost	**21,377**	12,684
	25,376	15,650
Interest on lease liabilities	**376**	286
Expense relating to short-term leases	**8,153**	6,110

No new lease agreements qualified for capitalisation were entered into during the year.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 23 and 28.

NOTES TO THE FINANCIAL STATEMENTS

14 RIGHT-OF-USE ASSETS *(Continued)*

(i) Properties leased for own use

The Group has obtained the right to use properties as its office buildings through tenancy agreements. The leases typically run for an initial period of 1 to 5 years.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities.

(ii) Leasehold land for own use

	Leasehold land for own use RMB'000
Cost:	
At 1 January 2020	436,053
Acquisition of subsidiaries	10,600
Additions	192,141
At 31 December 2020 and 1 January 2021	638,794
Acquisition of subsidiaries (Note 4(d))	18,025
Additions	710,497
Disposals	(3,609)
Reclassification to assets held for distribution	(201,161)
At 31 December 2021	1,162,546

NOTES TO THE FINANCIAL STATEMENTS

14 RIGHT-OF-USE ASSETS *(Continued)*

(ii) Leasehold land for own use *(Continued)*

	Leasehold land for own use RMB'000
Accumulated depreciation:	
At 1 January 2020	(38,379)
Charge for the year	(12,684)
At 31 December 2020 and 1 January 2021	(51,063)
Charge for the year	(21,377)
Written back on disposals	138
Reclassification to assets held for distribution	8,089
At 31 December 2021	(64,213)
Net book value:	
At 31 December 2020	587,731
At 31 December 2021	1,098,333

The Group has obtained land use rights in the PRC with lease period of 40-50 years when granted.

As at 31 December 2021, leasehold land for own use with carrying amount of RMB191,127,000 (2020: RMB9,476,000) were pledged as collaterals for certain bank loans (see Note 24).

NOTES TO THE FINANCIAL STATEMENTS

15 INTANGIBLE ASSETS

	Software RMB'000	Waste incineration project operating rights RMB'000	Customer relationship RMB'000	Total RMB'000
Cost:				
At 1 January 2020	6,738	3,972,687	–	3,979,425
Acquisition of subsidiaries	12	–	66,078	66,090
Additions	1,333	2,478,480	–	2,479,813
At 31 December 2020 and 1 January 2021	8,083	6,451,167	66,078	6,525,328
Acquisition of subsidiaries (Note 4(d))	219	–	–	219
Additions	3,668	3,894,346	–	3,898,014
Reclassification to assets held for distribution (Note 4(c))	(4,607)	(5,160)	(66,078)	(75,845)
At 31 December 2021	7,363	10,340,353	–	10,347,716
Accumulated depreciation:				
At 1 January 2020	(4,013)	(57,614)	–	(61,627)
Charge for the year	(469)	(93,394)	(3,643)	(97,506)
At 31 December 2020 and 1 January 2021	(4,482)	(151,008)	(3,643)	(159,133)
Charge for the year	(880)	(186,877)	(6,523)	(194,280)
Reclassification to assets held for distribution (Note 4(c))	452	2,180	10,166	12,798
At 31 December 2021	(4,910)	(335,705)	–	(340,615)
Net book value:				
At 31 December 2020	3,601	6,300,159	62,435	6,366,195
At 31 December 2021	2,453	10,004,648	–	10,007,101

NOTES TO THE FINANCIAL STATEMENTS

15 INTANGIBLE ASSETS *(Continued)*

The cost of waste incineration project operating rights represented the fair value of operating rights acquired. The operating rights were deemed to be definite life intangible assets as the operation periods of the related BOT arrangements vary from 16 years to 30 years. They are expected to generate long-term net cash inflow to the Group.

For those waste incineration projects which have not yet commenced operation, the Group assessed the recoverable amount of each operating right at the end of each year. As at 31 December 2021, the recoverable amounts of the operating rights are estimated to be higher than their carrying amounts, therefore no provision for impairment loss was recognised (2020: nil).

16 INTERESTS IN SUBSIDIARIES

The following list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

		Proportion of ownership interest			
Name of companies (i)	**Registered and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activities**
China Conch Venture Holdings International Limited ("Conch Venture BVI") (中國海創控股國際有限公司)	USD10,000	100%	100%	–	Investment holding
China Conch Venture Holdings (HK) Limited ("Conch Venture HK") (中國海創控股(香港)有限公司)	HKD250,000,000	100%	–	100%	Investment holding
Conch Venture International Holdings (HK) Limited ("Conch Venture International") (海創國際控股(香港)有限公司)	Register capital: HKD 10,000 Paid up capital: –	100%	–	100%	Investment holding
Anhui Conch Venture New Energy-saving Building Material Co., Ltd. ("Conch Venture Green") (安徽海創新型節能建築材料有限責任公司)	RMB200,000,000	100%	–	100%	Manufacturing and investment holding
Bozhou Conch Venture New Energy-saving Building Material Co., Ltd. ("Bozhou Conch Venture Green") (亳州海創新型節能建築材料有限責任公司)	RMB125,000,000	100%	–	100%	Manufacturing and sales of new energy-saving building materials

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Wuhu Conch Venture Enterprise Limited ("Conch Venture Wuhu") (蕪湖海創實業有限責任公司)	RMB100,000,000	100%	–	100%	Design and construction of energy preservation and environmental protection projects and investment holding
Wuhu Haihuan Industrial Co., Ltd ("Wuhu Haihuan") (蕪湖海環實業有限公司)	RMB100,000,000	100%	–	100%	Construction engineering design and construction
Pingliang Conch Venture Environment Engineering Co., Ltd. (iii) ("Pingliang Environment") (平涼海創環境工程有限責任公司)	RMB35,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Anhui Conch Kawasaki Engineering Co., Ltd. ("CK Engineering") (安徽海螺川崎工程有限公司)	RMB100,000,000	51%	–	51%	Design, sales, installation of energy preservation and environmental protection equipment and after sales service
Anhui Conch Kawasaki Energy Conservation Equipment Manufacturing Co., Ltd. ("CK Equipment") (安徽海螺川崎節能設備製造有限公司)	RMB100,000,000	51%	–	51%	Design, sales installation of energy preservation and environmental protection equipment and after sales service
Yangzhou Haichang Port Industrial Co., Ltd.("Haichang Port") (揚州海昌港務實業有限責任公司)	RMB260,500,000	100%	–	100%	Cargo handling
Wuhu Conch Investment Ltd. ("Wuhu Investment") (蕪湖海螺投資有限公司)	RMB630,000,000	100%	–	100%	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Jinzhai Conch Venture Environment Engineering Co., Ltd. ("Jinzhai Environment") (金寨海創環境工程有限責任公司)	RMB100,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Guangdong Yangchun Conch Venture Environment Engineering Co., Ltd. (iii) ("Yangchun Environment") (廣東陽春海創環境工程有限責任公司)	RMB32,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Qiyang Conch Venture Environment Engineering Co., Ltd. (iii) ("Qiyang Environment") (祁陽海創環境工程有限責任公司)	RMB35,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Shimen Conch Venture Environment Engineering Co., Ltd. (iii) ("Shimen Environment") (石門海創環境工程有限責任公司)	RMB32,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Nanjiang Conch Venture Environment Engineering Co., Ltd. (iii) ("Nanjiang Environment") (南江海創環境工程有限責任公司)	RMB35,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Shuangfeng Conch Venture Environment Engineering Co., Ltd. (iii) ("Shuangfeng Environment") (雙峰海創環境工程有限責任公司)	RMB32,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Fusui Conch Venture Environment Engineering Co., Ltd. (iii) ("Fusui Environment") (扶綏海創環境工程有限責任公司)	RMB32,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	Registered and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Shuicheng Conch Venture Environment Engineering Co., Ltd. (iii) ("Shuicheng Environment") (水城海創環境工程有限責任公司)	RMB32,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Baoshan Conch Venture Environment Engineering Co., Ltd. (iii) ("Baoshan Environment") (保山海創環境工程有限責任公司)	RMB10,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Lingyun Conch Venture Environment Engineering Co., Ltd. (iii) ("Lingyun Environment") (淩雲海創環境工程有限責任公司)	RMB25,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Xishui Conch Venture Environment Engineering Co., Ltd. (iii) ("Xishui Environment") (習水海創環境工程有限責任公司)	RMB31,000,000	70%	–	70%	Garbage disposal and sludge residue operation management technical service
Yuping Conch Venture Environment Engineering Co., Ltd. (iii) ("Yuping Environment") (玉屏海創環境科技有限責任公司)	RMB23,000,000	70%	–	70%	Garbage disposal and sludge residue operation management technical service
Yanshan Conch Venture Environment Engineering Co., Ltd. (iii) ("Yanshan Environment") (硯山海創環境工程有限責任公司)	RMB30,000,000	100%	–	100%	Waste disposal for energy and sludge treatment
Guiyang Conch Venture Environment Engineering Co., Ltd. (iii) ("Guiyang Environment") (貴陽海創環境工程有限責任公司)	RMB33,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	**Registered and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activities**
Linxia Conch Venture Environment Engineering Co., Ltd. (iii) ("Linxia Environment") (臨夏海創環境工程有限責任公司)	RMB35,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Ningguo Conch Venture Environment Engineering Co., Ltd. (iii) ("Ningguo Environment") (寧國海創環境工程有限責任公司)	RMB40,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Shanghai Conch Kawasaki Engineering Co., Ltd. ("CK Shanghai") (上海海螺川崎節能環保工程有限公司)	RMB100,000,000	51%	–	100%	Design, sales, installation of energy preservation and environmental protection equipment and after sales service
Huoqiu Conch Venture Environment Engineering Co., Ltd. (iii) ("Huoqiu Environment") (霍邱海創環境工程有限責任公司)	RMB60,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Shache Conch Venture Environment Engineering Co., Ltd. (iii) ("Shache Environment") (莎車海創環境工程有限責任公司)	RMB100,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Tongren Conch Venture Environment Engineering Co., Ltd. (iii) ("Tongren Environment") (銅仁海創環境工程有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Bole Conch Venture Environment Engineering Co., Ltd. (iii) ("Bole Environment") (博樂市海創環境工程有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	**Registered and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activities**
Lixian Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Lixian Environmental Protection") (澧縣海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Tongzi Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Tongzi Environmental Protection") (桐梓海創環保科技有限責任公司)	RMB60,000,000	70%	–	70%	Waste disposal for energy and sludge treatment service
Pingguo Conch Venture Environmental Protection Technology Co., Ltd. (iii) (Pingguo Environmental Protection") (平果海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Binzhou Conch Venture Environmental Protection Energy Co., Ltd. ("Binzhou Environmental Protection") (彬州海創環保能源有限責任公司)	RMB72,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Xing'an Conch Venture Environment Technology Co., Ltd. (iii) ("Xing'an Environment") (興安海創環境科技有限責任公司)	RMB20,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Kunming Conch Venture Environment Engineering Co., Ltd. (iii) ("Kunming Environment") (昆明海創環境工程有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Yiyang Conch Venture Environment Energy Co., Ltd. (iii) ("Yiyang Energy") (弋陽海創環境能源有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	Registered and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Yingjiang Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Yingjiang Environmental Protection") (盈江海創環保科技有限責任公司)	RMB30,000,000	100%	–	100%	Garbage disposal and sludge residue operation management technical service
Bac Ninh Vietnam — Conch Venture New Energy Co., Ltd ("Conch Venture EU") (北寧EU 一 海創新能源有限責任公司)	USD8,134,883	95%	–	95%	Waste disposal for energy and sludge treatment
Shanggao Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Shanggao Environmental Protection") (上高海創環保科技有限公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Yangxian Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Yangxian Environmental Protection") (洋縣海創環保科技有限責任公司)	RMB60,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Huoshan Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Huoshan Environmental Protection") (霍山海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Shizhu Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Shizhu Environmental Protection") (石柱縣海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Shucheng Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Shucheng Environmental Protection") (舒城海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	Registered and paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Xishui Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Xishui Environmental Protection") (習水海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Sishui Conch Venture Environment Engineering Co., Ltd. (iii) ("Sishui Environment") (泗水海螺創業環境工程有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Fuquan Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Fuquan Environmental Protection") (福泉海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Tongchuan Conch Venture Environment Energy Co., Ltd. (iii) ("Tongchuan Environment") (銅川海創環境能源有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Xianyang Conch Venture Environment Energy Co., Ltd. (iii) ("Xianyang Energy") (咸陽海創環境能源有限責任公司)	RMB270,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Baoshan Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Baoshan Environmental Protection") (保山海創環保科技有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Manzhouli Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Manzhouli Environmental Protection") (滿洲里海創環保科技有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Zhengxiong Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Zhengxiong Environmental Protection") (鎮雄海創環保科技有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Wuwei Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Wuwei Environmental Protection") (無為海創環保科技有限責任公司)	RMB60,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Lujiang Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Lujiang Environmental Protection") (廬江海創環保科技有限責任公司)	RMB90,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Dehong Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Dehong Environmental Protection") (德宏海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Jiuquan Conch Venture Environmental Protection Energy Co., Ltd. (iii) ("Jiuquan Environmental Protection") (酒泉海創環保能源有限責任公司)	RMB85,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Tengchong Conch Venture Energy Technology Co., Ltd. (iii) ("Techong Energy Technology") (騰沖海創能源科技有限責任公司)	RMB60,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Hanshou Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Hanshou Environmental Protection") (漢壽海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Luxi Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Luxi Environmental Protection") (瀘西海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Panshi Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Panshi Environmental Protection") (磐石海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Zhangjiakou Conch Venture Environmental Energy Co., Ltd. (iii) ("Zhangjiakou Energy") (張家口海創環境能源有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment
Luoping Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Luoping Environmental Protection") (羅平海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Dexing Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Dexing Environmental Protection") (德興海創環保科技有限責任公司)	RMB50,000,000	90%	–	90%	Waste disposal for energy and sludge treatment service
Zongyang Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Zongyang Environmental Protection") (樅陽海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Shahe Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Shahe Environmental Protection") (沙河海創環保科技有限責任公司)	RMB120,000,000	66%	–	66%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

		Proportion of ownership interest			
Name of companies (i)	**Registered and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activities**
Suiyang Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Suiyang Environmental Protection") (綏陽海創環保科技有限責任公司)	RMB97,000,000	70%	–	70%	Waste disposal for energy and sludge treatment service
Hejin Conch Venture Environmental Protection Technology Co., Ltd. (iii) ("Hejin Environmental Protection") (河津海創環保能源有限責任公司)	RMB80,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Pingliang Conch Venture Energy Technology Co., Ltd. (iii) ("Pingliang Energy Technology") (平涼海創能源科技有限責任公司)	RMB85,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Haihuan Industry (Shanghai) Co., Ltd. ("Haihuan Industry") (海環實業(上海)有限公司)	Register capital: RMB200,000,000 Paid up capital: RMB154,000,000	100%	–	100%	Design and construction of energy preservation and environmental protection projects and investment holding
Chengde Conch Venture Energy Technology Co., Ltd (iii) ("Chengde Energy Technology") (承德海創能源科技有限責任公司)	Register capital: RMB70,000,000 Paid up capital: RMB10,000,000	70%	–	70%	Waste disposal for energy and sludge treatment service
Xichou Conch Venture Energy technology Co., Ltd (iii) ("Xichou Environment") (西疇海創新能源科技有限責任公司)	Register capital: RMB90,000,000 Paid up capital: –	100%	–	100%	Waste disposal for energy and sludge treatment service
Shulan Conch Venture Environmental Energy Co., Ltd (iii) ("Shulan Environment") (舒蘭海創環境能源有限責任公司)	RMB52,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Guiyang Conch Venture Environmental Energy Co., Ltd ("Guiyang Environmental Energy") (iii) (貴陽海創環境能源有限責任公司)	RMB167,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Taonan Conch Venture Environmental Protection Energy Co., Ltd (iii) ("Taonan Energy") (洮南海創環保能源有限責任公司)	RMB55,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Naiman Banner Conch Venture Technology Development Co., Ltd (iii) ("Naiman Banner Environmental Technology") (奈曼旗海創科技發展有限責任公司)	RMB81,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Conch venture environmental protection technology (Shanghai) Co., Ltd ("Shanghai Environmental Protection") (海螺創業環保科技(上海)有限公司)	RMB100,000,000	65%	–	65%	Construction engineering design and construction
Shanghai Chuangxu Industrial Co., Ltd ("Shanghai Chuangxu") (上海創旭實業有限公司)	Register capital: RMB150,000,000 Paid up capital: RMB81,400,000	65%	–	100%	Headquarter property construction and development of ancillary facilities
Shanghai Chuangheng Industrial Co., Ltd ("Shanghai Chuangheng") (上海創衡實業有限公司)	Register capital: RMB150,000,000 Paid up capital: RMB70,000,000	65%	–	100%	Headquarter property construction and development of ancillary facilities
Shanghai Chuang'an Jiaxian Industrial Development Co., Ltd. ("Shanghai Chuang'an Jiaxian") (上海創安嘉賢實業發展有限公司)	Register capital: RMB50,000,000 Paid up capital: RMB1,000,000	65%	–	100%	Headquarter property construction and development of ancillary facilities

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Shanghai Chuangjin Jiafu Industrial Development Co., Ltd. ("Shanghai Chuangjin Jiafu") (上海創錦嘉富實業發展有限公司)	Register capital: RMB120,000,000 Paid up capital: RMB1,000,000	65%	–	100%	Headquarter property construction and development of ancillary facilities
Shanghai Chuangyue Real Estate Co., Ltd ("Shanghai Chuangyue") (上海創玥置業有限公司)	RMB150,000,000	65%	–	100%	Headquarter property construction and development of ancillary facilities
Shanghai Chuangle Real Estate Co., Ltd ("Shanghai Chuangle") (上海創玏置業有限公司)	RMB150,000,000	65%	–	100%	Headquarter property construction and development of ancillary facilities
Chengde Yixun Conch Venture Environmental Protection Technology Co., Ltd (iii) ("Chengde Yixun Environmental Protection") (承德伊遜海創環保科技有限責任公司)	Register capital: RMB46,000,000 Paid up capital: RMB3,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Anhui Conch Venture Energy Materials Co., Ltd. ("Anhui Conch Venture Green") (安徽海創新能源材料有限公司)	Register capital: RMB5,000,000,000 Paid up capital: RMB400,000,000	80%	–	80%	Manufacturing and sales of new energy-saving building materials
Wuhu Conch Venture Environmental Technology Co., Ltd (iii) ("Wuhu Environmental Technology") (蕪湖海創環境科技有限責任公司)	RMB68,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
MAANSHAN Conch Venture Environmental Technology Co., Ltd(iii) ("MAANSHAN Environmental Technology") (馬鞍山海創環境科技有限責任公司)	RMB107,700,000	100%	–	100%	Waste disposal for energy and sludge treatment service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

Name of companies (i)	Registered and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Zhoukou Conch Venture Environmental Energy Co., Ltd (iii) ("Zhoukou Environmental Energy") (周口海創環境能源有限責任公司)	RMB70,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Du'an Conch Venture Environmental Technology Co., Ltd(iii) ("Du'an Environmental Technology") (都安海創環境科技有限責任公司)	RMB70,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Suzhou Conch Venture Environmental Energy Co., Ltd (iii) ("Suzhou Environmental Energy") (宿州海創環境能源有限責任公司)	Register capital: RMB80,000,000 Paid up capital: RMB42,200,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Liuzhou Conch Entrepreneurship Environmental Technology Co., Ltd (iii) ("Liuzhou Environmental Technology") (柳州海螺創業環境科技有限責任公司)	RMB75,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
Yantai Conch Venture Jungle Environmental Protection Energy Co., Ltd (iii) ("Yantai Environmental Protection Energy") (煙台海創叢林環保能源有限責任公司)	Register capital: RMB150,000,000 Paid up capital: RMB126,000,000	60%	–	60%	Waste disposal for energy and sludge treatment service
Kunming Conch Venture Environmental Protection Technology Co., Ltd (iii) ("Kunming Environmental Protection") (昆明海創環保科技有限責任公司)	RMB50,000,000	100%	–	100%	Waste disposal for energy and sludge treatment service
China Conch Environmental Protection Holding Co., Ltd ("Conch Environment") (中國海螺環保控股有限公司)	–	100%	100%	–	Investment holding
The fellow subsidiaries of Conch Environment (iv) (中國海螺環保控股有限公司的附屬公司)	N/A	N/A	N/A	N/A	Solid waste treatment and technical service

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

(i) Except for the Company, Conch Environment, Conch Venture BVI, Conch Venture HK, Conch Venture International and Conch Venture EU, the English translation of the companies' names is for reference only. The official names of the companies established in the PRC are in Chinese.

(ii) Except for Conch Venture BVI which is incorporated in British Virgin Islands, Conch Environment which is incorporated in Cayman Islands, Conch Venture HK and Conch Venture International, which are incorporated in Hong Kong and Conch Venture EU, which is incorporated in Vietnam, the above entities are incorporated as limited liability companies and operated in the PRC.

(iii) The subsidiaries of the Group entered into service concession arrangements with the local government authorities in the PRC (the "grantors"). Pursuant to the service concession arrangements, the Group has to design, construct, operate and maintain waste incineration plants in the PRC for periods ranging from 20 to 30 years. The Group has the obligation to maintain the waste incineration plants in good condition. The grantors guarantee the Group will receive minimum annual payments in connection with the arrangements.

The service concession arrangements do not contain renewal options. The standard rights of the grantors to terminate the agreements include failure of the Group to construct or operate the waste incineration plants and in the event of a material breach of the terms of the agreements. The standard rights of the Group to terminate the agreements include failure to receive payments for solid waste treatment service from the grantors and in the event of a material breach of the terms of the agreements.

Revenue relates to the construction services provided in constructing the waste incineration projects is recognised as "Service concession assets" and "Waste incineration project operating rights" in the consolidated financial statements according to accounting policies as set out in notes 2(n) and 2(i).

(iv) The subsidiaries which are controlled by Conch Environment operates solid waste solution business. As mentioned in note 1, the relevant business is expected to be spun-off by the Company through distribution in specie of the entire shares of Conch Environment to the shareholders of the Company. The consolidated results of Conch Environment were presented as discontinued operations and the consolidated assets and liabilities of these subsidiaries are reclassified to assets and liabilities held for distribution as set out in note 4.

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

The following table lists out the information relating to CK Engineering, CK Equipment as at 31 December 2020 and 2021, the subsidiaries of the Group which have material non-controlling interest ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

CK Engineering

	2021 **RMB'000**	2020 RMB'000
NCI percentage	**49%**	49%
Current assets	**2,840,226**	2,915,412
Non-current assets	**125,063**	8,509
Current liabilities	**(2,119,369)**	(2,108,467)
Non-current liabilities	**(1,902)**	–
Net assets	**844,018**	815,454
Carrying amount of NCI	**413,569**	399,572
Revenue	**2,142,463**	2,013,858
Profit for the year	**107,715**	101,024
Total comprehensive income	**107,715**	101,024
Profit allocated to NCI	**52,780**	49,502
Dividend paid to NCI	**38,785**	50,602
Cash flows (used in)/generated from operating activities	**(197,610)**	206,213
Cash flows generated from investing activities	**1,943**	10,927
Cash flows generated from/(used in) financing activities	**46,397**	(103,270)

NOTES TO THE FINANCIAL STATEMENTS

16 INTERESTS IN SUBSIDIARIES *(Continued)*

CK Equipment

	2021 **RMB'000**	2020 RMB'000
NCI percentage	**49%**	49%
Current assets	**824,509**	810,014
Non-current assets	**343,555**	202,621
Current liabilities	**(656,485)**	(512,265)
Non-current liabilities	**(784)**	–
Net assets	**510,795**	500,370
Carrying amount of NCI	**250,290**	245,181
Revenue	**678,804**	646,774
Profit for the year	**31,989**	30,804
Total comprehensive income	**31,989**	30,804
Profit allocated to NCI	**15,675**	15,094
Dividend paid to NCI	**10,566**	11,234
Cash flows generated from operating activities	**189,737**	59,481
Cash flows (used in)/generated from investing activities	**(65,778)**	2,022
Cash flows used in financing activities	**(32,218)**	(44,594)

Yaobai Environmental

Yaobai Environmental, a subsidiary of Conch environment, had material NCI as at 31 December 2020. On 28 June 2021, the Group acquired 40% non-controlling equity interests of Yaobai Environmental, accordingly, Yaobai Environmental became a wholly-owned subsidiary of the Group(see Note 29(d)(ii)).

NOTES TO THE FINANCIAL STATEMENTS

17 INTERESTS IN ASSOCIATES

	2021 RMB'000	2020 RMB'000
Share of net assets	**35,768,449**	31,085,116

The particulars of the material associate are as follows:

Name of associate	Form of business structure	Place of incorporation and operation	Particulars of issued and paid up capital	Proportion of ownership interest Group's effective interest	Principal activities
Conch Holdings (安徽海螺集團有限責任公司)	Incorporated as limited liability company	The PRC	RMB800,000,000	49%	Investment holding

The particulars of Conch Holdings' investment holdings as at 31 December 2021 are as follows:

Name of associate	Form of business structure	Place of incorporation and operation	Particulars of issued and paid up capital	Ownership interest held by Conch Holdings	Principal activities
Anhui Conch Cement Co., Ltd. ("Conch Cement") (安徽海螺水泥股份有限公司)	Incorporated as joint stock limited company	The PRC	5,299,302,579 ordinary shares of RMB1 each	36.40%	Manufacture and sale of cement related products
Wuhu Conch Profiles and Science Co., Ltd. ("Conch Profiles") (蕪湖海螺型材科技股份有限公司)	Incorporated as joint stock limited company	The PRC	360,000,000 ordinary shares of RMB1 each	33.44%	Manufacture of new chemical and building materials
Anhui Conch Building Materials Design and Research Institute ("Conch Design Institute") (安徽海螺建材設計研究院有限責任公司)	Incorporated as limited liability company	The PRC	RMB150,000,000	100%	Design and contract cement/ light steel construction
Yingde Conch International Hotel Co., Ltd. (英德海螺國際大酒店有限公司)	Incorporated as limited liability company	The PRC	RMB63,800,000	100%	Hotel service

NOTES TO THE FINANCIAL STATEMENTS

17 INTERESTS IN ASSOCIATES *(Continued)*

Name of associate	Form of business structure	Place of incorporation and operation	Particulars of issued and paid up capital	Ownership interest held by Conch Holdings	Principal activities
Wuhu Conch International Hotel Co., Ltd. (蕪湖海螺國際大酒店有限公司)	Incorporated as limited liability company	The PRC	RMB268,500,000	100%	Hotel service
Anhui Conch IT Engineering Co., Ltd. ("Conch IT Engineering") (安徽海螺信息技術工程有限責任公司)	Incorporated as limited liability company	The PRC	RMB50,000,000	100%	Computer system design and development
Anhui Conch Investment Co., Ltd. ("Conch Investment") (安徽海螺投資有限責任公司)	Incorporated as limited liability company	The PRC	RMB700,000,000	100%	Investment holding
Anhui Jingong Testing and Inspection Center Co., Ltd. (安徽精公檢測檢驗中心有限公司)	Incorporated as limited liability company	The PRC	RMB8,000,000	100%	Testing and Inspection
Wuhu Conch Trading Co., Ltd. (蕪湖海螺貿易有限公司)	Incorporated as limited liability company	The PRC	RMB300,000,000	100%	Trading
Anhui International Trade Group Holding Co.,Ltd. (安徽國貿集團控股有限公司)	Incorporated as limited liability company	The PRC	RMB661,111,111	55%	Investment holding and trading
Santan (Anhui) science and Technology Research Institute Co., Ltd. (三碳(安徽)科技研究院有限公司)	Incorporated as limited liability company	The PRC	RMB100,000,000	100%	Technology Research Institute

NOTES TO THE FINANCIAL STATEMENTS

17 INTERESTS IN ASSOCIATES *(Continued)*

Summarised financial information of Conch Holdings, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	2021	2020
	RMB'000	RMB'000
Gross amounts of the associate		
Current assets	**36,055,690**	31,856,760
Non-current assets	**75,235,189**	68,105,939
Current liabilities	**(27,235,145)**	(25,629,363)
Non-current liabilities	**(11,325,430)**	(11,265,056)
Net assets	**72,730,304**	63,068,280
Revenue	**109,164,048**	83,073,600
Profit after tax for the year from continuing operations	**12,521,608**	12,993,326
Other comprehensive income	**(12,152)**	(40,923)
Total comprehensive income	**12,509,456**	12,952,403
Dividend received from the associate	**1,404,830**	1,200,500
Reconciled to the Group's interest in the associate		
Gross amounts of net assets of the associate	**72,730,304**	63,068,280
Group's effective interest	**49%**	49%
Group's share of net assets of the associate	**35,637,850**	30,903,457
Carrying amount in the consolidated financial statements	**35,637,850**	30,903,457

Aggregate information of associates that are not individually material:

	2021	2020
	RMB'000	RMB'000
		(Restated)
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	**130,599**	181,659
Aggregate amounts of the Group's share of those associates		
Profit from continuing operations	**22,739**	9,626
Total comprehensive income	**22,739**	9,626
Dividend received	**6,029**	–

NOTES TO THE FINANCIAL STATEMENTS

18 FINANCIAL ASSETS MEASURED AT FVPL

	2021 RMB'000	2020 RMB'000
Non-current assets		
Unlisted equity securities at FVPL	**82,500**	82,500
Current assets		
Listed equity securities at FVPL		
— in Hong Kong	**12,255**	13,239
	94,755	95,739

19 INVENTORIES

(a) Inventories in the consolidated statements of financial position comprise:

	2021 RMB'000	2020 RMB'000
Raw materials	**102,832**	57,678
Work in progress	**137,520**	86,397
Finished goods	**137,972**	125,882
	378,324	269,957

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2021 RMB'000	2020 RMB'000
Continuing operations:		
Carrying amount of inventories sold	**570,125**	332,728
Write-down of inventories	**–**	–
	570,125	332,728
Discontinued operations:		
Carrying amount of inventories sold	**54,135**	28,573
Write-down of inventories	**–**	–
	624,260	361,301

NOTES TO THE FINANCIAL STATEMENTS

20 SERVICE CONCESSION ASSETS

	2021 RMB'000	2020 RMB'000
Current	**186,598**	137,088
Non-current	**5,280,042**	4,945,952
	5,466,640	5,083,040

The service concession assets bear interest at rates ranging from 6.01% % to 9.41% (31 December 2020: 6.01% to 9.41%) per annum as at 31 December 2021 and relate to certain BOT arrangements of the Group. The amounts are not yet due for payment and will be settled during the operating periods of the arrangements. Among the total of RMB5,466,640,000 (31 December 2020: RMB5,083,040,000), RMB1,788,552,000 (31 December 2020: RMB2,254,774,000) relates to BOT arrangements which are in construction phase and should be deemed as contract assets as defined under IFRS 15.

Among the total of RMB5,466,640,000(31 December 2020: RMB5,083,040,000), RMB152,706,000 (31 December 2020: RMB104,304,000) relates to the government on-grid tariff subsidy for certain projects which will be billed and settled upon the successful completion of government administrative procedures pursuant to notices jointly issued by the Ministry of Finance, the National Development and Reform Commission and the National Energy Administration.

NOTES TO THE FINANCIAL STATEMENTS

21 TRADE AND OTHER RECEIVABLES

	2021 RMB'000	2020 RMB'000
Trade receivables	**881,426**	1,101,403
Bills receivable	**69,632**	181,691
Less: allowance for doubtful debts (Note 21(b))	**(55,330)**	(56,155)
Trade and bills receivables	**895,728**	1,226,939
Deposits and prepayments	**64,131**	126,420
Other receivables	**491,221**	479,736
Interest receivables	**51,382**	18,295
Amounts due from third parties	**1,502,462**	1,851,390
Dividends receivable (Note 32(c))	**–**	6,400
Amounts due from related parties (Note 32(c))	**51,851**	50,886
Current portion of trade and other receivables	**1,554,313**	1,908,676
Other receivables to be recovered after one year	**1,145,323**	1,043,338
Amounts due from related parties to be recovered after one year (Note 32(c))	**–**	30,066
Non-current portion of trade and other receivables	**1,145,323**	1,073,404
Total current and non-current trade and other receivables	**2,699,636**	2,982,080

All of the current portion of trade and other receivables are expected to be recovered within one year.

NOTES TO THE FINANCIAL STATEMENTS

21 TRADE AND OTHER RECEIVABLES *(Continued)*

As at 31 December 2021, the Group endorsed undue bills receivable of RMB428,100,000 (2020: RMB371,084,000) to its suppliers to settle trade payables of the same amount and derecognised these bills receivable and payables to suppliers in their entirety as the Group's management considered that the risks and rewards of ownership of these undue bills have been substantially transferred. The Group's continuous involvement in these derecognised undue bills receivable is limited to when the issuance banks of these undue bills are unable to settle the amounts to the holders of these bills. As at 31 December 2021, the maximum exposure to loss from its continuous involvement represents the amount of bills receivable of RMB428,100,000 (2020: RMB371,084,000) which the Group endorsed to its suppliers. These undue bills receivable were due within 6 months.

(a) Ageing analysis

As of the end of the reporting periods, the ageing analysis of trade receivables and bills receivable (which are included in trade and other receivables), based on the past due aging and net of loss allowance, is as follows:

	2021 **RMB'000**	2020 RMB'000
Current	**817,605**	1,151,246
Less than 1 year	**70,229**	64,055
1 to 2 years	**5,487**	7,222
2 to 3 years	**2,407**	4,416
	895,728	1,226,939

The amounts due from related parties are all aged within 1 year.

Details of the Group's credit policy and credit risk arising from trade receivable and bills receivables are set out in Note 30(a).

NOTES TO THE FINANCIAL STATEMENTS

21 TRADE AND OTHER RECEIVABLES *(Continued)*

(b) Loss allowance for trade receivables and bills receivable

Movement in the loss allowance account in respect of trade receivables and bills receivable during the year is as follows:

	2021 **RMB'000**	2020 RMB'000 (Restated)
Continuing operations:		
At the beginning of the year	**53,978**	44,540
Loss allowance	**9,557**	9,438
Written off	**(8,205)**	–
At the end of the year	**55,330**	53,978
Discontinued operations:		
At the beginning of the year	**2,177**	–
Loss allowance	**12,896**	2,242
Written off	**–**	(65)
At the end of the year	**15,073**	2,177

NOTES TO THE FINANCIAL STATEMENTS

22 INVESTMENT DEPOSIT

	2021 RMB'000	2020 RMB'000
Investment deposit for acquisitions of subsidiaries	**1,003,000**	–

During the year ended 31 December 2021, an investment deposit of RMB1,003,000,000 was paid to an independent third party, a subsidiary of Agile Group Holdings Limited ("Agile Holdings"), for acquiring equity interests in certain subsidiaries of Agile Holdings engaged in waste incineration solutions. The Group subsequently entered into five separate equity transfer agreements with Agile Holdings in January 2022, for details, please see Note 34(ii).

23 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	2021 RMB'000	2020 RMB'000
Cash at bank and on hand	**3,987,903**	4,077,006
Less: Restricted bank deposits (Note)	**(277,858)**	(44,767)
Bank deposits with original maturity over three months	**(1,150,000)**	(681,700)
Cash and cash equivalents in the consolidated statement of financial position and the consolidated cash flow statement	**2,560,045**	3,350,539

Note: As at 31 December 2021, restricted bank deposits of RMB277,858,000 (2020: RMB44,767,000) mainly represent pledged deposits and deposits for issuing bank acceptance bills payable.

NOTES TO THE FINANCIAL STATEMENTS

23 CASH AND CASH EQUIVALENTS *(Continued)*

(b) Reconciliation of profit before taxation to cash generated from operations:

	2021 RMB'000	2020 RMB'000
Profit before taxation	**7,933,461**	8,052,715
— Continuing operations	**7,258,531**	7,472,888
— Discontinued operations	**674,930**	579,827
Adjustments for:		
Depreciation of owned property, plant and equipment	**236,235**	165,786
Depreciation of right-of-use assets	**25,376**	15,650
Amortisation of intangible assets	**194,280**	97,506
Loss allowance for trade receivables	**22,453**	11,680
Net (gain)/loss on disposal of right-of-use assets and property, plant and equipment	**(197)**	82
Gain on previously held interests in associates	**(856)**	–
Impairment losses on property, plant and equipment	**7,669**	–
Net unrealised losses on financial assets measured at FVPL	**984**	7,406
Negative goodwill on business combination	**(928)**	(9,538)
Finance costs	**356,666**	234,418
Interest income	**(92,136)**	(96,369)
Share of profits of associates	**(6,177,729)**	(6,394,379)
Operating profit before changes in working capital	**2,505,278**	2,084,957
Increase in inventories	**(116,247)**	(33,436)
Increase in restricted bank deposits	**(291,240)**	(16,514)
Increase in trade and other receivables	**(925,191)**	(584,939)
Increase in service concession assets	**(383,600)**	(1,627,811)
Increase in trade and other payables	**786,297**	1,117,297
Increase in contract liabilities	**11,842**	34,638
Cash generated from operations	**1,587,139**	974,192

NOTES TO THE FINANCIAL STATEMENTS

23 CASH AND CASH EQUIVALENTS *(Continued)*

(c) Reconciliation of liabilities arising from financing activities:

	Bank loans RMB'000 (Note 24)	Interest payable RMB'000 (Note (i))	Convertible bonds RMB'000 (Note 27)	Lease liabilities RMB'000 (Note 28)	Total RMB'000
At 1 January 2020	2,583,237	18,342	3,574,266	6,017	6,181,862
Changes from financing cash flows:					
Proceeds from bank loans	5,088,489	–	–	–	5,088,489
Repayment of bank loans	(1,265,004)	–	–	–	(1,265,004)
Capital element of lease rentals paid	–	–	–	(2,968)	(2,968)
Interest element of lease rentals paid	–	–	–	(286)	(286)
Interest paid	–	(195,429)	–	–	(195,429)
Total changes from financing cash flows	3,823,485	(195,429)	–	(3,254)	3,624,802
Exchange adjustments:	–	–	(222,001)	–	(222,001)
Other changes:					
Interest expenses	–	116,287	117,845	286	234,418
Capitalised borrowing costs	–	66,446	–	–	66,446
Total other changes	–	182,733	117,845	286	300,864

NOTES TO THE FINANCIAL STATEMENTS

23 CASH AND CASH EQUIVALENTS *(Continued)*

(c) Reconciliation of liabilities arising from financing activities: *(Continued)*

	Bank loans RMB'000 (Note 24)	Interest payable RMB'000 (Note (i))	Convertible bonds RMB'000 (Note 27)	Lease liabilities RMB'000 (Note 28)	Total RMB'000
At 31 December 2020 and 1 January 2021	6,406,722	5,646	3,470,110	3,049	9,885,527
Changes from financing cash flows:					
Proceeds from bank loans	9,607,298	–	–	–	9,607,298
Repayment of bank loans	(2,721,329)	–	–	–	(2,721,329)
Capital element of lease rentals paid	–	–	–	(4,287)	(4,287)
Interest element of lease rentals paid	–	–	–	(376)	(376)
Interest paid	–	(359,932)	–	–	(359,932)
Total changes from financing cash flows	6,885,969	(359,932)	–	(4,663)	6,521,374
Exchange adjustments:	–	–	(100,706)	–	(100,706)
Other changes:					
Bank loans obtained in acquisition of subsidiaries	9,000	–	–	–	9,000
Interest expenses	–	242,408	113,882	376	356,666
Capitalised borrowing costs	–	126,932	–	–	126,932
Increase in lease liabilities by entering into new leases during the year	–	–	–	16,129	16,129
Reclassification to liabilities held for distribution (Note 4(c))	(3,043,861)	(3,854)	–	(4,136)	(3,051,851)
Total other changes	(3,034,861)	365,486	113,882	12,369	(2,543,124)
At 31 December 2021	10,257,830	11,200	3,483,286	10,755	13,763,071

Note (i): Interest payable is included in trade and other payables as disclosed in Note 25.

23 CASH AND CASH EQUIVALENTS *(Continued)*

(d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2021 **RMB'000**	2020 RMB'000
Within operating cash flows	**8,153**	6,110
Within financing cash flows	**4,663**	3,254
	12,816	9,364

These amounts relate to the following:

	2021 **RMB'000**	2020 RMB'000
Lease rentals paid	**12,816**	9,364

24 BANK LOANS

	2021 **RMB'000**	2020 RMB'000
Current	**602,528**	1,282,264
Non-current	**9,655,302**	5,124,458
Total	**10,257,830**	6,406,722

NOTES TO THE FINANCIAL STATEMENTS

24 BANK LOANS *(Continued)*

(i) As at 31 December 2021, bank loans of RMB10,257,830,000 were denominated in RMB (2020: RMB6,406,722,000).

As at 31 December 2021, the bank loans were repayable as follows:

	2021 **RMB'000**	2020 RMB'000
Within one year	**602,528**	1,282,264
After one year but within two years	**832,071**	1,223,516
After two years but within five years	**2,972,312**	2,192,600
After five years	**5,850,919**	1,708,342
Total	**10,257,830**	6,406,722

(ii) As at 31 December 2021, the bank loans were secured as follows:

	2021 **RMB'000**	2020 RMB'000
Guaranteed	**–**	32,333
Secured	**185,470**	50,000
Unsecured	**10,072,360**	6,324,389
Total	**10,257,830**	6,406,722

As at 31 December 2021, bank loans of the Group amounting to RMB185,470,000 (31 December 2020: Nil) were secured by the leasehold land owned by Shanghai Chuangle, a subsidiary of the Group. As at 31 December 2020, bank loans of the Group amounting to RMB50,000,000 were secured by leasehold land of Luoyang Haizhong Environmental Protection Technology Co., Ltd., a subsidiary of the Group.

As at 31 December 2020, bank loans of the Group amounting to RMB32,333,000 were jointly guaranteed by Wuhu Conch Venture Environmental Protection Technology Co., Ltd., a subsidiary of the Group, and the non-controlling shareholders of Guiyang Conch Venture Environmental Protection Technology Co., Ltd..

NOTES TO THE FINANCIAL STATEMENTS

25 TRADE AND OTHER PAYABLES

	2021 RMB'000	2020 RMB'000
Trade payables	**2,358,279**	2,408,221
Bills payable	**891,391**	795,970
	3,249,670	3,204,191
Other payables and accruals	**784,380**	816,440
Amounts due to third parties	**4,034,050**	4,020,631
Dividends payable to equity shareholders of the Company (Note 29(b))	**9,127**	–
Dividends payable to non-controlling interests	**10,566**	24,000
Amounts due to related parties (Note 32(c))	**245,446**	157,010
Trade and other payables	**4,299,189**	4,201,641

An ageing analysis of trade and bills payables of the Group is as follows:

	2021 RMB'000	2020 RMB'000
Within 1 year	**3,239,416**	3,171,796
1 year to 2 years	**8,900**	29,222
2 years to 3 years	**1,014**	2,032
Over 3 years but within 5 years	**340**	1,141
	3,249,670	3,204,191

The amounts due to related parties are all aged within 1 year, and are unsecured, non-interest bearing and repayable on demand.

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Income tax payable in the consolidated statement of financial position represent:

	2021 RMB'000	2020 RMB'000 (Restated)
Continuing operations:		
Balance at beginning of the year	**132,744**	108,438
Provision for current income tax for the year (Note 8(a))	**218,252**	234,080
Transfer from deferred tax liabilities (Note 26(b))	**58,000**	35,000
Payments during the year	**(234,499)**	(244,774)
Balance at the end of the year	**174,497**	132,744
Discontinued operations:		
Balance at beginning of the year	**6,284**	3,584
Provision for current income tax for the year (Note 8(a))	**58,290**	17,034
Payments during the year	**(44,751)**	(14,334)
Balance at the end of the year	**19,823**	6,284

NOTES TO THE FINANCIAL STATEMENTS

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities:

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the years are as follows:

	Unrealised profit upon elimination RMB'000	Loss allowance on trade receivables and provision for inventory RMB'000	Undistributed profits of subsidiaries RMB'000	Fair value adjustment in relation to business combination RMB'000	Total RMB'000
Deferred tax assets arising from:					
At 1 January 2020	47,580	6,500	(35,000)	–	19,080
Credited/(charged) to profit or loss from continuing operations	9,086	(73)	(58,000)	–	(48,987)
Transfer to current taxation	–	–	35,000	–	35,000
Acquisition of subsidiaries	–	–	–	(9,690)	(9,690)
At 31 December 2020 and 1 January 2021	56,666	6,427	(58,000)	(9,690)	(4,597)
Credited/(charged) to profit or loss from continuing operations	18,062	335	(100,000)	1,840	(79,763)
Transfer to current taxation (Note26(a))	–	–	58,000	–	58,000
Acquisition of subsidiaries	–	–	–	(4,346)	(4,346)
Reclassification to (assets)/liabilities held for distribution	(3,187)	(2,160)	–	12,196	6,849
At 31 December 2021	71,541	4,602	(100,000)	–	(23,857)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

(b) Deferred tax assets and liabilities recognised: *(Continued)*

(ii) Reconciliation to the consolidated statement of financial position:

	2021 **RMB'000**	2020 RMB'000
Net deferred tax assets recognised on the consolidated statement of financial position	**76,143**	63,093
Net deferred tax liabilities recognised on the consolidated statement of financial position	**(100,000)**	(67,690)
	(23,857)	(4,597)

(c) Deferred tax liabilities not recognised:

The Group has not recognised deferred tax liabilities as at 31 December 2021 in respect of undistributed earnings of RMB42,375,300,000 of PRC subsidiaries (2020: RMB34,622,687,000) because the Group has no plans to distribute them outside the PRC in the foreseeable future.

27 CONVERTIBLE BONDS

On 5 September 2018, Conch Venture BVI, a subsidiary of the Company, issued zero coupon guaranteed convertible bond ("the Bonds") with aggregate principal amount of HKD 3,925,000,000 (equivalent to approximately RMB3,413,730,000) and received cash after deduction of transaction costs of HKD3,882,043,000 (equivalent to approximately RMB3,376,369,000).

Pursuant to the terms of the Bonds, the Bonds will be due in September 2023 and are guaranteed by the Company. The bond holders could convert part of or the entire outstanding bond balances at the holder's option into fully paid ordinary shares of the Company at an initial conversion price of HKD40.18 per share, subject to adjustments under certain terms and conditions of the Bonds.

The convertible bonds can be settled by exchange of a fixed amount of cash in HKD with a fixed number of the Company's equity instruments. In accordance with the Group's accounting policy set out in note 2(s), the convertible bonds are accounted for as compound financial instruments which contain both a liability component and an equity component.

NOTES TO THE FINANCIAL STATEMENTS

27 CONVERTIBLE BONDS *(Continued)*

The movements of the components of the convertible bonds during current period are set out below:

	Liability component (At amortised cost) RMB'000	**Equity component (Residual amount)** RMB'000	**Total** RMB'000
At 1 January 2020	3,574,266	54,466	3,628,732
Interest charge (Note 23(c))	117,845	–	117,845
Exchange adjustment	(222,001)	–	(222,001)
At 31 December 2020 and 1 January 2021	3,470,110	54,466	3,524,576
Interest charge (Note 23(c))	113,882	–	113,882
Exchange adjustment	(100,706)	–	(100,706)
At 31 December 2021	3,483,286	54,466	3,537,752

28 LEASE LIABILITIES

	At 31 December 2021 Present value of the minimum lease payments RMB'000	At 31 December 2020 Present value of the minimum lease payments RMB'000
Within 1 year	**5,942**	2,652
After 1 year but within 2 years	**4,716**	297
After 2 years but within 3 years	**97**	100
	4,813	397
	10,755	3,049

29 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Note	Share capital RMB'000 Note 29(c)	Share premium RMB'000 Note 29(d)(i)	(Accumulated losses)/ retained profits RMB'000	Total equity RMB'000
Balance at 1 January 2020		14,347	–	14,049	28,396
Profit for the year		–	–	1,048,366	1,048,366
Dividends approved in respect of the previous year		–	–	(1,055,193)	(1,055,193)
Balance at 31 December 2020 and 1 January 2021	33	**14,347**	**–**	**7,222**	**21,569**
Profit for the year		**–**	**–**	**1,077,196**	**1,077,196**
Acquisition of non-controlling interests through issuance of ordinary shares		**183**	**671,281**	**–**	**671,464**
Dividends approved in respect of the previous year		**–**	**–**	**(1,067,041)**	**(1,067,041)**
Balance at 31 December 2021	33	**14,530**	**671,281**	**17,377**	**703,188**

NOTES TO THE FINANCIAL STATEMENTS

29 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and among which of RMB1,057,914,000 were paid during the year.

	2021 **RMB'000**	2020 RMB'000
Final dividend in respect of the previous financial year, approved during the year, of HKD0.70 per ordinary share (2020: HKD0.65 per ordinary share)	**1,067,041**	1,055,193

(ii) Dividends payable to equity shareholders of the Company attributable to the year

	2021 **RMB'000**	2020 RMB'000
Final dividend proposed after the end of the reporting period of HKD0.70 per ordinary share (2020: HKD0.70 per ordinary share)	**1,045,878**	1,063,265

Pursuant to a resolution passed at the Directors' meeting on 28 March 2022, a final dividend of HKD0.70 (2020: HKD0.70) per ordinary share totalling HKD1,278,736,000, equivalent to approximately RMB1,045,878,000 (2020: HKD1,263,325,000, equivalent to approximately RMB1,063,265,000), was proposed for shareholders' approval. The dividend has not been provided for in the consolidated financial statements for the year ended 31 December 2021.

(iii) Special dividend

On 16 March 2022, the Company's Board of Directors declared a conditional special dividend through a distribution in specie by the Company of all the shares of Conch Environment, which will be conditional upon the listing approval is granted and such approval not having been revoked prior to the date on which the shares of Conch Environment are first listed.

NOTES TO THE FINANCIAL STATEMENTS

29 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(c) Share capital

Authorised and issued share capital

	No. of shares ('000)	Amount HKD'000
Authorised:		
Ordinary shares of HKD 0.01 each at 31 December 2021 and 2020	15,000,000	150,000

	2021			2020		
		Amount			Amount	
	No. of shares ('000)	HKD'000	Equivalent to RMB'000	No. of shares ('000)	HKD'000	Equivalent to RMB'000
Issued and fully paid:						
At 1 January	1,804,750	18,048	14,347	1,804,750	18,048	14,347
Shares issued	22,015	220	183	–	–	–
At 31 December	1,826,765	18,268	14,530	1,804,750	18,048	14,347

On 28 June 2021, 22,015,000 shares were allotted and issued to the non-controlling shareholders of certain subsidiaries of the Group at the issue price of HKD36.66 per share, in consideration of the acquisition of their non-controlling interests in these subsidiaries as details in Note 29(d)(ii).

(d) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

29 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(d) Nature and purpose of reserves *(Continued)*

(ii) Capital reserve

Capital reserve comprises the following:

— share of non-distributable reserves of an associate at the respective dates;

— the equity component of convertible bonds issued by Conch Venture BVI, a subsidiary of the Group, recognised in accordance with the accounting policy as set out in note 2(s); and;

— On 28 June 2021, the Group acquired 40% and 35% non-controlling equity interests of Yaobai Environmental and Chongqing Environmental Protection (subsidiaries of Conch Environment) respectively. Accordingly, Yaobai Environmental and Chongqing Environmental Protection became wholly-owned subsidiaries of the Group. The differences between the amount of the consideration for the acquisitions amounting to RMB671,464,000 and the carrying amount of the non-controlling interests of the above subsidiaries on the date of acquisition amounting to RMB231,635,000 has been recorded in capital reserve.

(iii) PRC statutory reserves

PRC statutory reserves were established in accordance with the relevant PRC rules and regulations and the articles of association of the companies comprising the Group which are incorporated in the PRC. Appropriations to the reserves were approved by the respective boards of directors' meeting.

For the entity concerned, PRC statutory reserves can be used to make good previous years' losses, if any, and may be converted into capital in proportion to the existing equity interests of investors, provided that the balance of the reserve after such conversion is not less than 25% of the entity's registered capital.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of overseas subsidiaries with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policies set out in note 2(x).

NOTES TO THE FINANCIAL STATEMENTS

29 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(d) Nature and purpose of reserves *(Continued)*

(v) Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of gearing ratio. The Group defines gearing ratio as total liabilities divided by total assets.

The Group's strategy was to maintain the gearing ratio at a reasonable level. The Group's gearing ratio at 31 December 2021 and 2020 was as follow:

	31 December 2021 RMB'000	31 December 2020 RMB'000
Total liabilities	**22,261,630**	14,350,393
Total assets	**68,919,066**	54,327,572
Gearing ratio	**32.30%**	26.41%

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's bank deposits are held with banks located in the Mainland of the PRC and Hong Kong which management believes are of high credit quality. Accordingly, the Group's credit risk is primarily attributable to trade and other receivables and service concession assets. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 2% (2020: 3%) and 8% (2020: 7%) of the total trade and other receivables and service concession assets were due from the Group's largest customer and the five largest customers respectively. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statements of financial position.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Debtors with balances that are more than 30 days past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

Service concession assets are mainly due from local government authorities in the PRC with no history of default, the Group considers the credit risk for service concession assets to be insignificant.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The Group does not provide any other guarantees to third parties which would expose the Group to credit risk.

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and bills receivables:

	2021		
	Expected loss rate %	**Gross carrying amount RMB'000**	**Loss allowance RMB'000**
Current (not past due)	**0.00%**	**817,605**	**–**
Less than 1 year past due	**5.00%**	**73,925**	**(3,696)**
1 to 2 years past due	**40.00%**	**9,145**	**(3,658)**
2 to 3 years past due	**80.00%**	**12,037**	**(9,630)**
More than 3 years past due	**100.00%**	**38,346**	**(38,346)**
		951,058	**(55,330)**

	2020		
	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000
Current (not past due)	0.00%	1,151,246	–
Less than 1 year past due	5.00%	67,426	(3,371)
1 to 2 years past due	40.00%	12,037	(4,815)
2 to 3 years past due	80.00%	16,780	(13,424)
More than 3 years past due	100.00%	35,605	(34,545)
		1,283,094	(56,155)

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and can be required to pay:

	At 31 December 2021					
	Contractual undiscounted cash outflow					
	Within one year or on demand RMB'000	More than one year but less than two years RMB'000	More than two years but less than five years RMB'000	More than five years RMB'000	Total RMB'000	Carrying amount RMB'000
Bank loans	969,963	1,393,895	4,203,489	5,879,338	12,446,685	10,257,830
Trade and other payables	4,299,189	–	–	–	4,299,189	4,299,189
Convertible bonds	–	3,678,656	–	–	3,678,656	3,483,286
Lease liabilities	6,109	5,175	106	–	11,390	10,755
	5,275,261	5,077,726	4,203,595	5,879,338	20,435,920	18,051,060

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk *(Continued)*

	At 31 December 2020					
	Contractual undiscounted cash outflow					
	Within one year or on demand RMB'000	More than one year but less than two years RMB'000	More than two years but less than five years RMB'000	More than five years RMB'000	Total RMB'000	Carrying amount RMB'000
Bank loans	1,509,187	1,412,999	2,337,625	2,165,343	7,425,154	6,406,722
Trade and other payables	4,201,641	–	–	–	4,201,641	4,201,641
Convertible bonds	–	–	3,786,820	–	3,786,820	3,470,110
Lease liabilities	2,714	394	105	–	3,213	3,049
	5,713,542	1,413,393	6,124,550	2,165,343	15,416,828	14,081,522

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Interest rate risk

(i) Interest rate profile

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank loans. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out below.

The Group's cash at bank and interest-bearing borrowings, and their interest rates as at 31 December 2021 and 2020 are set out as follows:

	2021		2020	
	Interest rate %	**RMB'000**	Interest rate %	RMB'000
Fixed rate:				
Bank deposits with original maturity within three months	**0.25%–2.3%**	**77,257**	0.44%–3.28%	997,809
Bank deposits with original maturity over three months	**3.36%–4.18%**	**1,150,000**	2.18%–3.90%	701,700
Bank loans	**3.10%–4.05%**	**(898,600)**	3.30%–3.65%	(1,072,000)
Convertible bonds	**0.00%**	**(3,483,286)**	0.00%	(3,470,110)
Lease liabilities	**4.75%**	**(10,755)**	4.75%	(3,049)
		(3,165,384)		(2,845,650)
Variable rate:				
Cash at bank and on hand	**0.30%**	**2,482,788**	0.30%–1.67%	2,352,730
Restricted bank deposits	**0.15%–3.45%**	**277,858**	0.30%–1.75%	24,767
Bank loans	**1.75%–4.05%**	**(9,359,230)**	3.10%–4.65%	(5,334,722)
		(6,598,584)		(2,957,225)

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Interest rate risk *(Continued)*

(ii) Sensitivity analysis

At 31 December 2021, it is estimated that a general increase/decrease of 25 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB15,130,000 (2020: decreased/increased the Group's profit after tax and retained profits by approximately RMB6,740,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expenses or income of such changes in interest rates. The analysis is performed on the same basis for 2020.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currency giving rise to this risk is primarily United States dollars ("USD"), and Hong Kong dollars ("HKD"). The Group manages this risk as follows:

(i) Recognised assets and liabilities

In respect of trade receivables and payables denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(d) Currency risk *(Continued)*

(ii) Exposure to currency risk

The following table details the Group's exposure at the end of each of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date.

	At 31 December 2021		
	USD	**HKD**	**Total**
	RMB'000	**RMB'000**	**RMB'000**
Trade and other receivables	**10,375**	**791**	**11,166**
Trade and other payables	**(24,534)**	**–**	**(24,534)**
Cash and cash equivalents	**85,735**	**56,552**	**142,287**
Net exposure arising from recognised assets and liabilities	**71,576**	**57,343**	**128,919**

	At 31 December 2020		
	USD	HKD	Total
	RMB'000	RMB'000	RMB'000
Trade and other receivables	42,767	–	42,767
Trade and other payables	(38)	–	(38)
Cash and cash equivalents	46,306	31,448	77,754
Net exposure arising from recognised assets and liabilities	89,035	31,448	120,483

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(d) Currency risk *(Continued)*

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax and retained profits and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure as at 31 December 2020 and 2021 have changed at those dates, assuming all other risk variables remained constant.

	2021		2020	
	Increase in foreign exchange rate	**Increase in profit after tax and retained earnings RMB'000**	Increase in foreign exchange rate	Increase in profit after tax and retained earnings RMB'000
USD	**1%**	**535**	1%	689
HKD	**1%**	**571**	1%	269
		1,106		958

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 and equity measured in the respective functional currencies, translating into RMB at the exchange rate ruling at the end of the reporting period for presentation purpose.

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 periods. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2020.

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

- Level 3 valuations: Fair value measured using significant unobservable inputs

	Fair value at 31 December 2021	Fair value measurements as at 31 December 2021 categorised into		
		Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000
Recurring fair value measurement				
Financial assets measured at FVPL				
— Listed equity securities	12,255	12,255	–	–
— Unlisted equity securities	82,500	–	–	82,500

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(e) Fair value measurement *(Continued)*

(i) Financial assets and liabilities measured at fair value *(Continued)*

Fair value hierarchy (Continued)

	Fair value at 31 December 2020 RMB'000	Fair value measurements as at 31 December 2020 categorised into Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000
Recurring fair value measurement				
Financial assets measured at FVPL				
— Listed equity securities	13,239	13,239	–	–
— Unlisted equity securities	82,500	–	–	82,500

During the years ended 31 December 2020 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Information about Level 3 fair value measurements

The fair value of unlisted equity securities is determined with reference to the latest-round financing price of the securities, adjusted by unobservable inputs based on information such as the latest available financial information of the investee, where applicable.

NOTES TO THE FINANCIAL STATEMENTS

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(e) Fair value measurement *(Continued)*

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of service concession assets and liability component of convertible bonds approximate their fair values which are determined based on the discounted cash flow approach. The estimated cash flows are based on the management's best estimates and the discount rate is market-related rate for a similar instrument at the balance sheet date.

All other financial assets and liabilities carried at cost or amortised cost are not materially different from their fair values as at 31 December 2021 and 2020.

31 COMMITMENTS

(a) Purchase and capital commitments

At 31 December 2021, the Group had outstanding purchase commitments related to BOT construction contracts and capital commitments not provided for in the consolidated financial statements were as follows:

	2021 **RMB'000**	2020 RMB'000
Contracted for	**2,485,364**	2,868,376
Authorised but not contracted for	**4,039,912**	3,585,630
	6,525,276	6,454,006

NOTES TO THE FINANCIAL STATEMENTS

32 MATERIAL RELATED PARTY TRANSACTIONS

During the year, transactions with the following parties are considered as related party transactions.

Name of party (i)	Relationship
Kawasaki Heavy Industry Ltd. ("Kawasaki HI") 川崎重工業株式會社	Investor of CK Engineering and CK Equipment
Conch Holdings 安徽海螺集團有限責任公司	Associate of the Group
Dezhou Haizhong Environmental Protection Technology Co.,Ltd. ("Dezhou Haizhong") 德州海中諾客環保科技有限責任公司	Associate of the Group (before 6 January 2021)
Jiangsu Jiexia Environmental Protection Technology Co., Ltd. ("Jiexia Environmental Protection") 江蘇傑夏環保科技有限公司	Associate of the Group
Conch Cement 安徽海螺水泥股份有限公司	Associate of Conch Holdings
Conch Profiles 蕪湖海螺型材科技股份有限公司	Associate of Conch Holdings
Conch Design Institute 安徽海螺建材設計研究院	Subsidiary of Conch Holdings
Conch IT Engineering 安徽海螺信息技術工程有限責任公司	Subsidiary of Conch Holdings
Conch New Material 安徽海螺新材料科技有限公司	Subsidiary of Conch Investment
Anhui Conch Kawasaki Equipment Manufacturing Co., Ltd. ("CKEM") 安徽海螺川崎裝備製造有限公司	Joint venture of Conch Cement and Kawasaki HI
Fujian Sanming Haizhong Environmental Protection Technology Co., Ltd. ("Sanming Haizhong") 福建三明海中環保科技有限公司	Associate of the Group (before 12 July 2021)
Shanxi Yaobai Special Cement Co., Ltd. ("Yaobai Special Cement") 堯柏特種水泥集團有限公司	Investor of Yaobai Environmental

(i) The English translation of the names is for reference only. The official names of these entities are in Chinese.

NOTES TO THE FINANCIAL STATEMENTS

32 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's executive directors as disclosed in Note 10 is as follows:

	2021 **RMB'000**	2020 RMB'000
Short-term employee benefits	**10,733**	6,811
Post-employment benefits	**116**	10
	10,849	6,821

(b) Significant related party transactions

Particulars of significant transactions between the Group and the above related parties during the year are as follows:

	2021 **RMB'000**	2020 RMB'000
Sales of goods to:		
Conch Cement	**357,302**	175,392
Kawasaki HI	**6,209**	27,863
CKEM	**326**	2,979
Conch Design Institute	**28,392**	395
Conch New Material	**37,512**	14,111
	429,741	220,740

	2021 **RMB'000**	2020 RMB'000
Service rendered to:		
Conch Cement	**78,372**	66,897
Conch Holdings	**171**	2
Conch Profiles	**162**	141
CKEM	**–**	71
Kawasaki HI	**–**	38
	78,705	67,149

NOTES TO THE FINANCIAL STATEMENTS

32 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(b) Significant related party transactions *(Continued)*

	2021 **RMB'000**	2020 RMB'000
Purchase of goods from:		
Conch Cement	**20,368**	14,967
Conch IT Engineering	**36,804**	34,248
Kawasaki HI	**14,651**	289
CKEM	**13,133**	9,406
Conch Profiles	**1,360**	746
Conch Holdings	**48**	1,248
	86,364	60,904

	2021 **RMB'000**	2020 RMB'000
Services received from:		
Conch Cement	**91,096**	87,869
Conch Design Institute	**16,494**	34,916
Conch IT Engineering	**3,066**	673
Kawasaki HI	**3,409**	4,673
CKEM	**41**	–
Conch Profiles	**9**	–
Conch Holdings	**2,011**	165
Yaobai Special Cement	**–**	356
	116,126	128,652

	2021 **RMB'000**	2020 RMB'000
Loans to an associate:		
Dezhou Haizhong	**–**	30,000

NOTES TO THE FINANCIAL STATEMENTS

32 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(b) Significant related party transactions *(Continued)*

	2021 RMB'000	2020 RMB'000
Interest on loans:		
Dezhou Haizhong	–	708

	2021 RMB'000	2020 RMB'000
Purchase of right-of-use assets		
Conch Cement	28,149	58,627

The directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and were priced with reference to prevailing market prices, and in the ordinary course of business.

(c) Balances with related parties

Balances with related parties at the end of each reporting period are as follows:

	2021 RMB'000	2020 RMB'000
Amounts due from		
Conch Cement	30,015	36,119
CKEM	–	18
Kawasaki HI	7,335	4,402
Conch Design Institute	1,309	1,701
Conch IT Engineering	373	1,134
Conch Profiles	78	22
Conch Holdings	12,741	7,490
Dezhou Haizhong	–	30,066
	51,851	80,952

NOTES TO THE FINANCIAL STATEMENTS

32 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(c) Balances with related parties *(Continued)*

	2021 **RMB'000**	2020 RMB'000
Amounts due to		
Conch Cement	**170,592**	118,357
Kawasaki HI	**–**	1,857
Conch IT Engineering	**18,963**	14,822
CKEM	**6,632**	1,681
Conch Design Institute	**48,950**	20,064
Conch Profiles	**6**	37
Conch Holdings	**303**	45
Yaobai Special Cement	**–**	147
	245,446	157,010

	2021 **RMB'000**	2020 RMB'000
Dividends receivables		
Jiexia Environmental Protection	**–**	6,400

(d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of Kawasaki HI and CKEM above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Connected transactions" of the Report of the Directors.

NOTES TO THE FINANCIAL STATEMENTS

33 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2021 RMB'000	2020 RMB'000
Non-current assets			
Interests in subsidiaries		**678,880**	678,880
Current assets			
Cash and cash equivalents		**20,803**	6,460
Assets held for distribution		**1,228,571**	–
		1,249,374	6,460
Current liabilities			
Bank loans		**250,000**	–
Trade and other payables		**975,066**	663,771
		1,225,066	663,771
Net current assets/(liabilities)		**24,308**	(657,311)
Net assets		**703,188**	21,569
Capital and reserves	29(a)		
Share capital		**14,530**	14,347
Reserves		**688,658**	7,222
Total equity		**703,188**	21,569

34 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(i) Subsequent to the end of reporting period, the directors proposed a final dividend for the year ended 31 December 2021. Further details are disclosed in Note 29(b).

(ii) In January 2022, the Group entered into five separate equity transfer agreements with the subsidiaries of Agile Holdings for acquisition of equity interests in five entities engaged in waste incineration solutions of Agile Holdings for an aggregate consideration of RMB799.6 million, subject to certain adjustments. By the end of February 2022, the acquisitions of these five entities have been completed and the Group accounted for these acquisitions as business combinations in accordance with IFRS 3 and the five entities became subsidiaries of the Group.

(iii) On 16 March 2022, the Company's Board of Directors declared a conditional special dividend through a distribution in specie by the Company of all the shares of Conch Environment, which will be conditional upon the listing approval is granted and such approval not having been revoked prior to the date on which the shares of Conch Environment are first listed on The Stock Exchange of Hong Kong Limited.

(iv) In March 2022, the Group entered into five separate equity transfer agreements with the subsidiaries of Hangzhou Jinjiang Group Co., Ltd ("Hangzhou Jinjiang Group") for the acquisition of its direct or indirect equity interests in five entities engaged in waste incineration solutions of Hangzhou Jinjiang Group for an aggregate consideration of RMB673.97 million, subject to certain adjustments.

NOTES TO THE FINANCIAL STATEMENTS

35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021

Up to the date of issue of these financial statements, the IASB has issued a few of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2021 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

	Effective for accounting periods beginning on or after
Amendments to IFRS 3, *Reference to the Conceptual Framework*	1 January 2022
Amendments to IAS 16, *Property, Plant and Equipment: Proceeds before Intended Use*	1 January 2022
Amendments to IAS 37, *Onerous Contracts — Cost of Fulfilling a Contract*	1 January 2022
Annual Improvements to IFRS Standards 2018-2020	1 January 2022
Amendments to IAS 1, *Classification of Liabilities as Current or Non-current*	1 January 2023
IFRS 17, *Insurance contracts*	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2, *Disclosure of Accounting Policies*	1 January 2023
Amendments to IAS 8, *Definition of Accounting Estimates*	1 January 2023
Amendments to IAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 January 2023
Amendments to IFRS 4, *Extension of the temporary exemption from applying IFRS 9*	1 January 2023
Amendments to IFRS 10 and IAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*	No mandatory effective date yet determined

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has concluded that the adoption of them is unlikely to have a significant impact on its consolidation financial statements.