

中国博奇环保(控股)有限公司

China Boqi Environmental (Holding) Co., Ltd.

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

Stock Code 股份代號 : 2377



Annual Report
2023
年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Zeng Zhijun (*Chairman*)
Liu Genyu
Qian Xiaoning

Non-Executive Directors

Cheng Liquan Richard
Zheng Tony Tuo
Zhu Weihang
Chen Xue

Independent Non-Executive Directors

Xie Guozhong
Lu Zhifang
Yu Wayne W.
Zhang Fan

AUDIT COMMITTEE

Xie Guozhong (*Chairman*)
Zheng Tony Tuo
Zhang Fan

REMUNERATION COMMITTEE

Lu Zhifang (*Chairman*)
Zeng Zhijun
Yu Wayne W.

NOMINATION COMMITTEE

Zeng Zhijun (*Chairman*)
Xie Guozhong
Lu Zhifang

JOINT COMPANY SECRETARIES

Hu Nan
Wong Wai Ling

AUTHORIZED REPRESENTATIVES

Zeng Zhijun
Wong Wai Ling

AUDITOR

Ernst & Young
Certified Public Accountant
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

董事會

執行董事

曾之俊 (*主席*)
劉根鈺
錢曉寧

非執行董事

程里全
鄭拓
朱偉航
陳學

獨立非執行董事

謝國忠
陸志芳
俞偉峰
張帆

審核委員會

謝國忠 (*主席*)
鄭拓
張帆

薪酬委員會

陸志芳 (*主席*)
曾之俊
俞偉峰

提名委員會

曾之俊 (*主席*)
謝國忠
陸志芳

聯席公司秘書

胡楠
黃慧玲

授權代表

曾之俊
黃慧玲

核數師

安永會計師事務所
註冊會計師
註冊公眾利益實體核數師
香港鰂魚涌
英皇道979號
太古坊一座27樓

Corporate Information (Continued)

公司資料 (續)

REGISTERED OFFICE

PO Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

PLACE OF BUSINESS IN HONG KONG

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

HEADQUARTERS IN THE PRC

9-10/F, CCT Center
No. 5 Laiguangying West Road
Chaoyang District
Beijing, the PRC

LEGAL ADVISERS

As to Hong Kong law

Eric Chow & Co.
in association with Commerce & Finance Law Offices
Room 3401, Alexandra House
18 Chater Road
Central, Hong Kong

As to PRC law

Commerce & Finance Law Offices
12-14th Floor, China World Office 2
No. 1 Jianguomenwai Avenue
Beijing 100022
the PRC

As to Cayman Islands Law

Maples and Calder (Hong Kong) LLP
53rd Floor, The Center
99 Queen's Road Central
Hong Kong

註冊辦事處

PO Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

香港營業地點

香港灣仔
皇后大道東248號
大新金融中心40樓

中國主要辦事處

中國北京市
朝陽區
來廣營西路5號院
誠盈中心1號樓9-10層

法律顧問

有關香港法律

周俊軒律師事務所
與北京市通商律師事務所聯營
香港中環
遮打道18號
歷山大廈3401室

有關中國法律

通商律師事務所
中國北京市
建國門外大街1號
國貿寫字樓2座12-14層
郵編100022

有關開曼群島法律

邁普達律師事務所(香港)有限法律責任合夥
香港
皇后大道中99號
中環中心53樓

Corporate Information (Continued)**公司資料(續)****PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Maples Fund Services (Cayman) Limited
 PO Box 1093
 Boundary Hall
 Cricket Square, Grand Cayman
 KY1-1102, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

PRINCIPAL BANKERS

China Construction Bank, Chaoyang Branch
 China Minsheng Bank, Aoyuncun Branch
 China CITIC Bank, Beichen Branch
 Jiangsu Bank, Xuanwumen Branch
 China Merchants Bank, Jianguo Road Branch
 Bank of China (Hong Kong) Limited

STOCK CODE AND BOARD LOT**Stock Code:**

2377

Board Lot:

1,000 Shares

INVESTOR RELATIONS AND COMMUNICATIONS

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 +86 10 5878 2059
 Fax: +86 10 5957 9900 – 001
 Website: www.chinaboqi.com
 Email: irhk@chinaboqi.com

主要股份過戶登記處

Maples Fund Services (Cayman) Limited
 PO Box 1093
 Boundary Hall
 Cricket Square, Grand Cayman
 KY1-1102, Cayman Islands

香港股份過戶登記處分處

卓佳證券登記有限公司
 香港
 夏慤道16號
 遠東金融中心17樓

主要往來銀行

中國建設銀行朝陽支行
 中國民生銀行奧運村支行
 中信銀行北辰支行
 江蘇銀行宣武門支行
 招商銀行建國路支行
 中國銀行(香港)有限公司

股份代號及買賣單位**股份代號：**

2377

買賣單位：

1,000股

投資者關係與聯絡

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Financial and Operation Highlights

財務及營運摘要

ANNUAL RESULTS HIGHLIGHTS

For the year ended 31 December 2023 (the “**Reporting Period**” or the “**2023 financial year**”), the revenue of China Boqi Environmental (Holding) Co., Ltd. (the “**Company**”) and its subsidiaries (Collectively referred as the “**Group**”) amounted to RMB2,138 million, representing an increase of 12.5% as compared with RMB1,900 million for last year.

For the year ended 31 December 2023, the gross profit of the Group amounted to RMB436 million, representing an increase of 11.5% as compared with RMB391 million for last year; the gross profit margin of the Group was 20.4%, which basically remained flat as compared to 20.6% for last year.

For the year ended 31 December 2023, the net profit of the Group amounted to RMB237 million with a net profit margin of 11.1%. Excluding gain and losses on fair value changes in financial assets at fair value through profit or loss and investment income, the Group’s net profit was RMB232 million, representing an increase of 2.2% as compared with RMB227 million for last year.

For the year ended 31 December 2023, the revenue from the Group’s flue gas treatment business segment was RMB1,704 million. As of 31 December 2023, the Group had 18 new EPC projects with a total contract value of approximately RMB1,167 million. During the Reporting Period, there were a total of 32 O&M projects in operation, covering the thermal power and steel sectors. In addition to the existing environmental protection facilities, the scope of the Group’s operation and maintenance service has also been successfully expanded to the O&M of power generation units, coal transportation systems and terminal systems, achieving breakthroughs of the Group’s O&M projects in new areas. As of 31 December 2023, the Group was implementing a total of 7 concession operation projects, all of which were successfully put into operation, laying a solid foundation for the Group’s continued operation and stable development.

For the year ended 31 December 2023, the revenue from the Group’s water treatment business segment was RMB317 million. The Group’s water treatment business is developing smoothly. During the Reporting Period, the Group had 6 newly contracted water treatment projects, and as of 31 December 2023, there were a total of 14 water treatment projects under operation.

年度業績摘要

截至2023年12月31日止年度（「**報告期**」或「**2023 財政年度**」），中國博奇環保(控股)有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）的收入為人民幣2,138百萬元，較上年人民幣1,900百萬元增加12.5%。

截至2023年12月31日止年度，本集團的毛利為人民幣436百萬元，較上年人民幣391百萬元增長11.5%；本集團的毛利率為20.4%，與上年20.6%基本持平。

截至2023年12月31日止年度，本集團的純利為人民幣237百萬元及本集團的純利率為11.1%。剔除按公允價值計入損益的金融資產的公允價值變動損益及投資收益後，本集團純利為人民幣232百萬元，較上年人民幣227百萬元增加2.2%。

截至2023年12月31日止年度，本集團煙氣治理業務分部收入為人民幣1,704百萬元。於2023年12月31日，本集團有18個新增的EPC項目，總合同金額約為人民幣1,167百萬元。於報告期內，共有32個在投運的運維項目，涵蓋火電及鋼鐵領域，本集團運行維護服務範圍除原有的環保設施外，也成功拓展至發電機組、輸煤系統及碼頭系統的運維，實現了本集團運維項目新領域的突破。於2023年12月31日，本集團累計在執行7個特許經營項目，全部均已順利投運，為本集團持續經營和穩定發展奠定重要基礎。

截至2023年12月31日止年度，本集團水處理業務分部收入為人民幣317百萬元。本集團水處理業務發展態勢良好。報告期內，本集團有6個新訂約的水處理項目，截至2023年12月31日，共有14個水處理項目正在執行中。

Financial and Operation Highlights (Continued)

財務及營運摘要(續)

For the year ended 31 December 2023, the revenue from the Group's hazardous and solid waste treatment/disposal business segment was RMB49 million. The Group's O&M project on the Treatment of Drilling Mud Solid Waste of Sinopec Xinjiang Work Area has been put into operation smoothly; the construction of the first phase of the Cement Kiln Co-processing Hazardous and Solid Waste Treatment project of Tangshan Yandong has been completed and a hazardous waste management license has been successfully obtained; the disposal business of the Hazardous and Solid Waste Treatment and Disposal Center of Qinghai Boqi has been operating stably; and the waste packaging and waste photovoltaic panel resource recycling project is under construction.

For the year ended 31 December 2023, the revenue from the Group's dual-carbon new energy+ business segment was RMB68 million. The Group continued to promote the layout of its new energy+ business, and the Concession Operation Project on Dry Quenching Coke Waste Heat Power Generation of Tianjin Iron Works was operating smoothly and generating stable income. The Distributed Photovoltaic Project of Jiangsu Boqi has begun to create continuous revenue for the Group. In December 2023, the Group has made another progress in the energy storage field by signing a contract for the EPC General Contracting Project for Technical Transformation of Thermal Storage Joint Frequency Modulation Energy Storage Works of China Resources Qiaokou Power Plant.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has recommended the payment of HK\$3.50 cents per ordinary share as final dividend for the year ended 31 December 2023 (31 December 2022: HK\$3.00 cents).

截至2023年12月31日止年度，本集團危固廢處理處置業務分部的收入為人民幣49百萬元。本集團的中石化新疆工區鑽井泥漿固廢治理運維項目順利投產運營；唐山燕東水泥窑協同處置危固廢處理項目一期已經建設完成並成功辦理了危險廢物經營許可證；青海博奇危固廢處理處置中心處置業務穩定運行，廢舊包裝物及廢舊光伏板資源化項目正在建設中。

截至2023年12月31日止年度，本集團雙碳新能源+業務分部的收入為人民幣68百萬元。本集團持續推進新能源+業務佈局，天津鐵廠乾熄焦熱發電特許經營項目穩定運營，收益穩定；江蘇博奇分佈式光伏項目已開始為集團創造持續性收入；2023年12月，本集團在儲能領域再下一城，簽訂華潤橋口電廠火儲聯合調頻儲能項目技改工程EPC總包項目。

本公司董事(「**董事**」)會(「**董事會**」)已建議宣派截至2023年12月31日止年度之末期股息每股普通股3.50港仙(2022年12月31日：3.00港仙)。

Financial and Operation Highlights (Continued)

財務及營運摘要 (續)

The following table sets forth the Company's consolidated statements of profit or loss and other comprehensive income for the periods indicated:

下表載列所示期間本公司的綜合損益及其他全面收益表：

		Year ended 31 December 截至12月31日止年度				
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	2,138,199	1,900,248	2,092,172	1,646,131	1,836,496
Cost of sales and services	銷售及服務成本	(1,702,099)	(1,509,470)	(1,704,613)	(1,306,053)	(1,529,974)
Gross profit	毛利	436,100	390,778	387,559	340,078	306,522
Other income and gains and other expense and losses	其他收入及收益以及 其他開支及虧損	50,651	(32,231)	136,563	33,532	25,436
Selling and distribution expenses	銷售及分銷開支	(25,390)	(19,910)	(30,189)	(22,352)	(29,295)
Administrative expenses	行政開支	(101,642)	(89,726)	(89,546)	(79,540)	(88,776)
Research and development expenses	研發開支	(55,888)	(58,662)	(40,040)	(33,810)	(24,256)
(Reversal of)/impairment losses on financial and contract assets	金融及合約資產的(減值 虧損撥回)/減值虧損	(26,232)	(15,078)	892	(11,633)	(10,928)
Share of profits of associates	分佔聯營公司溢利	11,437	14,395	30,601	19,337	34,541
Finance costs	財務成本	(14,449)	(13,667)	(9,786)	(9,910)	(4,177)
Profit before tax	除稅前溢利	274,587	175,899	386,054	235,702	209,067
Income tax expense	所得稅開支	(37,243)	(20,241)	(37,652)	(28,309)	(26,453)
Profit for the year	年內溢利	237,344	155,658	348,402	207,393	182,614

Financial and Operation Highlights (Continued)

財務及營運摘要(續)

		Year ended 31 December 截至12月31日止年度				
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other comprehensive income/(loss) <i>Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods</i>	其他全面收益/(虧損) 往後期間不會重新分類至損益的其他全面收益/(虧損)					
Equity investment at fair value through other comprehensive income: Changes in fair value	按公允價值計入其他全面收益的股權投資 公允價值變動	7	916	-	-	(2,374)
Income tax effect	所得稅影響	-	-	-	-	171
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	於往後期間不會重新分類至損益的其他全面收益/(虧損)淨額	7	916	-	-	(2,203)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	237,351	156,574	348,402	207,393	180,411
Profit/(loss) attributable to: Owners of the parent	以下應佔溢利/(虧損): 母公司擁有人	240,191	152,665	348,239	207,608	182,537
Non-controlling interests	非控股權益	(2,840)	3,909	163	(215)	77
		237,351	156,574	348,402	207,393	182,614
Total comprehensive income/(loss) for the year attributable to: Owners of the parent	以下應佔年內全面收益/(虧損)總額: 母公司擁有人	240,191	152,665	348,239	207,608	180,334
Non-controlling interests	非控股權益	(2,840)	3,909	163	(215)	77
		237,351	156,574	348,402	207,393	180,411
Earnings/(loss) per share attributable to ordinary equity holders of the parent - Basic (RMB)	母公司普通股權益持有人應佔每股盈利/(虧損) - 基本(人民幣)	0.24	0.15	0.35	0.21	0.18
- Diluted (RMB)	- 攤薄(人民幣)	0.24	0.15	0.35	0.21	0.18

Financial and Operation Highlights (Continued)

財務及營運摘要 (續)

The following table sets forth selected items from the Company's consolidated statements of financial position as at the dates indicated:

下表載列於所示日期本公司綜合財務狀況表的選定項目：

		As at 31 December 於12月31日				
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
ASSETS	資產					
Total non-current assets	非流動資產總額	2,206,946	2,086,193	2,314,192	1,800,781	1,774,408
Total current assets	流動資產總額	2,811,851	2,639,111	2,463,021	2,064,331	2,222,644
Total assets	資產總額	5,018,797	4,725,304	4,777,213	3,865,112	3,997,052
LIABILITIES AND EQUITY	負債及權益					
Total current liabilities	流動負債總額	1,796,996	1,732,520	1,772,486	1,299,353	1,711,841
Total non-current liabilities	非流動負債總額	152,868	143,856	256,841	114,941	11,053
Total equity	權益總額	3,068,933	2,848,928	2,747,886	2,450,818	2,274,158
Total liabilities and equity	負債及權益總額	5,018,797	4,725,304	4,777,213	3,865,112	3,997,052

Note: There is no restatement of prior years financial information upon application of IFRS 16 as at 1 January 2019.

附註：於2019年1月1日應用國際財務報告準則第16號時，無重述過往年度財務資料。

Financial and Operation Highlights (Continued)**財務及營運摘要(續)**

The following table sets forth a summary of the consolidated statements of cash flows for the periods indicated: 下表載列所示期間綜合現金流量表概要：

		Year ended 31 December				
		截至12月31日止年度				
		2023	2022	2021	2020	2019
		2023年	2022年	2021年	2020年	2019年
		RMB million	RMB million	RMB million	RMB million	RMB million
		人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元
Net cash flows from/(used in) operating activities	經營活動所得／(所用)現金淨額	86	137	(56)	230	123
Net cash flows (used in)/from investing activities	投資活動(所用)／所得現金淨額	(119)	(23)	(129)	(130)	(439)
Net cash flows (used in)/from financing activities	融資活動(所用)／所得現金淨額	(25)	(67)	16	(32)	(15)

Chairman's Statement 主席報告書



Dear Shareholders,

In 2023, the Company seized the market opportunities arising from the initial recovery of the economic situation. The Company considered market expansion as its priority and strengthening its management as its main task, and adopted the measures of target and task management to build up its business strength, so as to comprehensively consolidate the foundation for long-term development. The Company has strived to create a new horizon for the Company's high-quality development by better services, higher efficiency and lower costs, and achieved a historic breakthrough in the Company's business goals and a leap-forward development of the corporation.

尊敬的各位股東：

2023年，本公司緊抓經濟形勢初始復甦的市場機遇，以市場開拓為龍頭，以強化管理為主線，以目標任務管理為手段，立足練好內功，全面夯實長遠發展的根基，以更好的服務、更高的效率、更低的成本，奮力開創本公司高質量發展新局面，實現了本公司經營目標的歷史性突破和企業跨越式發展。

Chairman's Statement (Continued)

主席報告書(續)

The Company has formed a strategic layout with its two core businesses, namely “environmental governance” and “dual-carbon new energy+”, as the business driver. In 2023, we always adhered to the philosophy of “service builds trust, and professionalism creates value”, persistently enhanced the effectiveness of technology and management, and strengthened the awareness of the importance of serving customers, suppliers and employees, with a view to stabilizing existing customer relationships and continuously improving service levels. We have proactively integrated into the national development strategy, actively explored new development paths and accelerated the formation of a new business pattern. In light of the needs of strategic transformation, we have optimized the customer base, expanded the market share of new business segments and continued to enhance brand influence.

In 2023, as the thermal power industry recovered, the Company has achieved remarkable results by relying on its advantages accumulated in the thermal power industry over the years and its sound project implementation experience, thus consolidating its leading position as a private enterprise in the desulfurization and flue gas treatment market in the thermal power industry. We have continued to expand the service scope of O&M projects in the flue gas treatment business segment, from the original O&M services of environmental protection facilities of desulfurization and denitrification to the O&M services of power generation units, coal transportation systems and terminal systems, achieving breakthroughs of the Company's O&M projects in new areas.

In 2023, the Company's water treatment business developed smoothly. We have actively built the “Boqi Water” brand and continued to step up the efforts on technology research and development and the upgrading of technical process. In addition to the outstanding results achieved in the papermaking industry, we have also successfully entered the zero-discharge coking salt extraction and titanium dioxide industry, thus achieving double zero breakthroughs and significantly increasing the Company's market share in the field of industrial wastewater treatment, which have a far-reaching significance for the expansion of the Company's water treatment business segment.

本公司已形成以「環境治理」及「雙碳新能源+」為兩大核心業務引擎的戰略佈局。2023年，我們始終秉承「服務建立信任，專業創造價值」宗旨，堅持「向技術要效益、向管理要效益」方針，強化「服務客戶、服務供應商、服務員工」意識，穩固現有客戶關係，持續提升服務水平。我們主動融入國家發展戰略，積極開闢新賽道，加快構建新格局，結合戰略轉型的需求，優化客戶結構，擴大新業務領域市場份額，持續增強品牌影響力。

2023年，隨著火電行業回暖，本公司憑藉在火電行業深耕多年的優勢及良好的工程實施經驗，取得了亮眼的成績，穩固了在火電行業脫硫煙氣治理市場的民企龍頭地位。我們不斷拓展煙氣治理業務領域運維項目的服務範圍，從原本的脫硫脫硝環保設施的運維服務拓展至發電機組、輸煤系統及碼頭系統的運維，實現了本公司運維項目新領域的突破。

2023年，本公司水處理業務發展態勢良好，我們積極打造「博奇水務」品牌，持續加大技術研發及技術路線升級改造力度，不僅在造紙行業再創佳績，又成功進軍焦化提鹽零排領域和鈦白粉行業，實現雙「0」突破，顯著提升了本公司在工業廢水處理領域的市場佔有率，對本公司水處理業務板塊佈局的延展具有深遠意義。

Chairman's Statement (Continued)**主席報告書 (續)**

In 2023, we actively implemented the concept of green development, with a focus on promoting the dual-carbon deployment and increasing the strategic proportion of new energy. As such, we took Wuxi and Xi'an as the base to continuously expand the strategic deployment of new energy in the Yangtze River Delta, Northwest China and the Pearl River Delta regions. During the year, the Company achieved zero breakthroughs in distributed photovoltaic projects and energy storage projects, laying a solid foundation for entering the integrated development path combining new energy and ecology and realizing the comprehensive development in the fields of wind power, photovoltaic and thermal storage.

In 2023, we focused on increasing the effort and investment on the construction of information systems, so as to continuously improve the Company's information and digital management levels. We have constantly optimized the management system and enhanced management efficiency, while placed great emphasis on talent development and team building to form a professional and efficient team. The cooperation and rapport between various departments of the Company and hence the work efficiency has been significantly improved, laying a solid foundation for the Company's future sustainable development.

Although the external environment is full of uncertainties, our commitment is firm and our vision is clear. Throughout the history of the Company's development, we have time after time successfully overcome challenges and seized opportunities relying on our flexibility and resilience. We believe that with clear strategies, strong execution and rapid adaptability, we will be able to work together with all shareholders, customers and business partners to create a better future!

Zeng Zhijun*Chairman and Chief Executive Officer*

22 March 2024

2023年，我們積極踐行綠色發展理念，著力推進雙碳佈局，增加新能源戰略比重，以無錫和西安為基點，不斷拓展長三角地區、西北地區和珠三角地區的新能源戰略佈局。在這一年，本公司實現分佈式光伏項目和儲能項目的零突破，為進入新能源生態融合跑道，實現風電光火儲全面發展奠定了堅實的基礎。

2023年，我們集中加大信息化系統建設，加大投資力度，不斷提升本公司信息化、數字化管理水平。我們不斷完善管理體系，提高管理效率，我們注重人才培養和團隊建設，建設了一支專業化、高效率的團隊。本公司各部門協作默契，工作效率得到顯著提升，為本公司未來的可持續發展奠定了基礎。

儘管外部環境充滿了不確定性，但我們的承諾是堅定的，我們願景是明晰的。在本公司發展的歷史上，我們曾一次次憑藉靈活性和韌性成功地克服挑戰、把握機遇。相信憑藉清晰的戰略、強有力的執行力和快速應變的適應力，我們一定能與各位股東、客戶及合作夥伴們攜手共創更美好的未來！

曾之俊*主席兼行政總裁*

2024年3月22日

Company Profile

公司簡介

The Group is committed to becoming a world-class comprehensive group in the environmental protection industry and a service provider of intelligent green housekeeping. The Company was successfully listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 16 March 2018 (stock code: 2377). The Group provides comprehensive one-stop environmental protection and new energy+ services to large-scale industrial customers in energy, chemical and manufacturing industries, by mainly engaging in the businesses of flue gas treatment, water treatment, hazardous and solid waste treatment/disposal, dual-carbon new energy+. Leveraging on its solid experience and professional capabilities in research and development and design, construction and implementation, operation and management of environment pollution prevention and control, the Group has helped its clients to greatly reduce pollutant emissions and effectively improve their production efficiencies, making remarkable contributions to the improvement of air quality and environment quality, the development of green economy and sustainability.

During the Reporting Period, the Group steadily promoted the continuous development of various business segments and achieved substantial breakthroughs in business diversification, resulting in new contracts with an accumulated value of approximately RMB4,392 million. The Company seized the market opportunities in the coal-fired power industry and obtained several large orders exceeding RMB100 million. The Company successfully entered the zero-discharge coking salt extraction and titanium dioxide industries, thus achieving double zero breakthroughs in the field of water treatment, and significantly increasing the Company's market share in the field of industrial wastewater treatment. The Company has actively developed hazardous and solid waste treatment/disposal business and focused on promoting industrial waste landfill and resource utilization and disposal services, which is expected to further open up the market of the hazardous and solid waste treatment/disposal business. The Company's dual-carbon new energy+ business achieved a qualitative breakthrough during the Reporting Period. In future, taking advantage of the favorable policies in the industry, the Group will continue to promote the expansion of various business segments in an orderly manner and take initiatives to carry out strategic cooperation and investment, merger and acquisition in various fields in a timely manner to further the development of the Group.

本集團致力於打造成為國際一流的綜合性環保產業集團及智能型環保管家服務提供商。本公司於2018年3月16日成功在香港聯合交易所有限公司(「聯交所」)主板上市(股票代碼:2377)。本集團向大型能源、化工及製造業等工業客戶提供環保及新能源+綜合性一站式服務,主要從事煙氣治理、水處理、危固廢處理處置、雙碳新能源+業務。本集團憑藉其在環境污染治理上研發與設計、建設與運行、經營與管理的豐富經驗及專業能力,大大降低污染物的排放量並有效提高客戶生產效率,為改善空氣質量、環境質量、發展綠色經濟和可持續發展做出了傑出貢獻。

於報告期內,本集團穩步推進各業務板塊持續發展,業務多元化取得實質性突破,累計新訂約合同額約人民幣4,392百萬元。本公司搶抓煤電行業的市場機遇,獲得多個超億元大單。水處理領域實現雙「0」突破,本公司成功進軍焦化提鹽零排領域和鈦白粉行業,顯著提升了本公司在工業廢水處理領域的市場佔有率。本公司積極佈局危固廢處理處置業務,着力推進工業廢棄物填埋及資源化利用處置服務,有望進一步打開危固廢處理處置業務市場。本公司雙碳新能源+業務在報告期內取得了質的突破。未來,本集團將繼續有序推進各業務板塊拓展,適時開展各領域的戰略合作與投資併購業務,藉助行業政策紅利,使本集團發展更進一步。

Directors and Senior Management

董事及高級管理層

DIRECTORS

The Board currently consists of eleven Directors, comprising three executive Directors, four non-executive Directors and four independent non-executive Directors. The following table sets forth information regarding the Directors.

董事

董事會現有十一位董事，包括三位執行董事、四位非執行董事及四位獨立非執行董事。下表載列有關董事的資料。

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任為董事日期
Executive Directors 執行董事			
Mr. Zeng Zhijun 曾之俊先生	53	Chairman of the Board, executive Director and chief executive officer 董事會主席、執行董事及行政總裁	30 January 2015 2015年1月30日
Mr. Liu Genyu 劉根鈺先生	60	Executive Director (Redesignated from independent non-executive Director to executive Director with effect from 1 July 2023) 執行董事(自2023年7月1日起由獨立 非執行董事調任為執行董事)	28 February 2018 2018年2月28日
Ms. Qian Xiaoning 錢曉寧女士	50	Executive Director and the senior vice president 執行董事及高級副總裁	1 July 2023 2023年7月1日
Non-executive Directors 非執行董事			
Mr. Cheng Liqun Richard 程里全先生	58	Non-executive Director (Redesignated from executive Director to non-executive Director with effect from 24 March 2023) 非執行董事(自2023年3月24日起由執行 董事調任為非執行董事)	30 January 2015 2015年1月30日
Mr. Zheng Tony Tuo 鄭拓先生	55	Non-executive Director 非執行董事	30 January 2015 2015年1月30日
Mr. Zhu Weihang 朱偉航先生	37	Non-executive Director 非執行董事	9 January 2017 2017年1月9日
Mr. Chen Xue 陳學先生	57	Non-executive Director 非執行董事	9 January 2017 2017年1月9日
Independent non-executive Directors 獨立非執行董事			
Dr. Xie Guozhong 謝國忠博士	63	Independent non-executive Director 獨立非執行董事	28 February 2018 2018年2月28日
Mr. Lu Zhifang 陸志芳先生	70	Independent non-executive Director 獨立非執行董事	28 February 2018 2018年2月28日
Prof. Yu Wayne W. 俞偉峰教授	61	Independent non-executive Director 獨立非執行董事	1 July 2023 2023年7月1日
Ms. Zhang Fan 張帆女士	48	Independent non-executive Director 獨立非執行董事	1 July 2023 2023年7月1日

Directors and Senior Management (Continued)

董事及高級管理層(續)

EXECUTIVE DIRECTOR

Mr. Zeng Zhijun (曾之俊) (“Mr. Zeng”), aged 53, is the chairman of the Board, an executive Director, the chief executive officer, the chairman of the nomination committee (the “**Nomination Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company. Mr. Zeng is responsible for the overall management and operation of the Group. Mr. Zeng was appointed to the Board on 30 January 2015. Mr. Zeng joined the Group in June 2004 serving as a director of Beijing Boqi Electric Power SCI-TECH Co., Ltd.* (北京博奇電力科技有限公司) (“**Beijing Boqi**”), the major operating subsidiary of the Group, and served as the vice chairman of Beijing Boqi from June 2007 to March 2021. Mr. Zeng currently serves as the chairman and general manager of Beijing Boqi. Mr. Zeng served as the chairman of Beijing Horizon Media Group Inc.* (北京華亞和訊科技有限公司) from December 2002 to October 2004.

Mr. Zeng graduated from Beijing Institute of Technology (北京理工大學) with a bachelor’s degree in computer science and engineering in July 1992. Mr. Zeng received a master’s degree in business administration from Massachusetts Institute of Technology in June 2001. Mr. Zeng was awarded the degree of Doctor of Management from The Hong Kong Polytechnic University on 3 November 2010.

Since February 2005, Mr. Zeng has served as a director of Richinfo Technology Co., Ltd.* (彩訊科技股份有限公司) (formerly known as Shenzhen Richinfo Technology Co., Ltd.* (深圳市彩訊科技有限公司)) (a listed company on the Shenzhen Stock Exchange since 23 March 2018, stock code: 300634.SZ), a company that provides mobile Internet technology services in the People’s Republic of China (the “**PRC**” or “**China**”).

Save as disclosed above, Mr. Zeng did not hold directorships in any public listed companies in the last three years.

執行董事

曾之俊先生(「曾先生」)，53歲，為董事會主席、執行董事、行政總裁、本公司提名委員會(「**提名委員會**」)主席及薪酬委員會(「**薪酬委員會**」)成員。曾先生負責本集團整體管理及運營。曾先生於2015年1月30日獲委任加入董事會。曾先生於2004年6月加入本集團，擔任本集團主要營運附屬公司北京博奇電力科技有限公司(「**北京博奇**」)的董事，於2007年6月至2021年3月擔任北京博奇的副董事長。曾先生目前擔任北京博奇的董事長兼總經理。於2002年12月至2004年10月，曾先生擔任北京華亞和訊科技有限公司董事長。

曾先生於1992年7月獲得北京理工大學計算機科學及工程學士學位。曾先生於2001年6月獲得麻省理工學院工商管理碩士學位。曾先生於2010年11月3日獲授香港理工大學管理學博士學位。

自2005年2月起，曾先生擔任彩訊科技股份有限公司(前稱深圳市彩訊科技有限公司，一間自2018年3月23日起於深圳證券交易所上市的公司(股票代碼：300634.SZ)董事，該公司於中華人民共和國(「**中國**」)提供移動互聯網技術服務。

除上文所披露者外，曾先生在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

Mr. Liu Genyu (劉根鈺) (“Mr. Liu”), aged 60, is an executive Director. He was appointed to the Board as an independent non-executive Director on 28 February 2018 and was redesignated as an executive Director with effect from 1 July 2023. Mr. Liu does not hold any other position with the members of the Group.

Mr. Liu currently serves as an executive director and served as vice chairman and joint chief executive officer of the board of directors of China Nuclear Energy Technology Corporation Limited (中國核能科技集團有限公司), a listed company on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 611) which engages in EPC operations and consulting services, solar power generation operations and financing operations. Mr. Liu served as an executive director and the vice chairman of GCL New Energy Holdings Limited from 7 December 2020 to 9 September 2022, which is a company listed on the Stock Exchange (stock code: 451) mainly engaging in the sales of electric power and the development, construction, operation and management of photovoltaic power stations.

Mr. Liu has extensive experience in project development, commercial negotiation and operational management in the electric power industry. During the period from May 2007 to December 2012, Mr. Liu was the chief executive officer as well as an executive director, a member of the executive committee and the authorized representative of China Power New Energy Development Company Limited (中國電力新能源發展有限公司), a Stock Exchange listed company (stock code: 735) that engages in developing, constructing, owning, operating and managing clean energy power plants. Prior to that, Mr. Liu served as the vice president of Chongqing Jiulong Electric Power Co., Ltd* (重慶九龍電力股份有限公司) (principally engaged in electric power production), a company listed on the Shanghai Stock Exchange (stock code: 600292), and he was mainly responsible for construction projects and market management.

Mr. Liu received his bachelor’s degree in industrial electric automation from Harbin Institute of Technology in June 1991. Mr. Liu was awarded an executive master’s degree in business administration (EMBA) from Tsinghua University in July 2005.

Save as disclosed above, Mr. Liu did not hold directorships in any listed public companies in the last three years.

劉根鈺先生(「劉先生」)，60歲，為執行董事。彼於2018年2月28日獲委任為獨立非執行董事，並自2023年7月1日起調任為執行董事。劉先生並無於本集團成員公司擔任任何其他職務。

劉先生現為中國核能科技集團有限公司的執行董事，及曾任該公司董事會副主席及聯席行政總裁。該公司為一間香港聯合交易所有限公司(「聯交所」)主板上市公司(股份代號：611)，從事EPC業務及諮詢服務、太陽能發電業務及融資業務。劉先生由2020年12月7日至2022年9月9日擔任協鑫新能源控股有限公司的執行董事及副董事長。該公司為一間聯交所上市公司(股份代號：451)，主要業務為電力銷售、光伏發電站的開發、建設、經營及管理。

劉先生於電力行業的項目開發、商務談判及營運管理擁有豐富的經驗。劉先生於2007年5月至2012年12月期間在中國電力新能源發展有限公司(一間從事開發、建造、擁有、營運和管理潔淨能源發電廠業務的聯交所上市公司，股份代號：735)工作，擔任行政總裁、執行董事、執行委員會成員和授權代表。在此之前，劉先生出任重慶九龍電力股份有限公司(一間於上海證券交易所上市並主要從事發電業務的公司，股票代碼：600292)的副總裁，主要負責建造項目及市場管理。

劉先生於1991年6月獲得哈爾濱工業大學工業電氣自動化學士學位，並於2005年7月獲得清華大學高級管理人員工商管理碩士學位(EMBA)。

除上文所披露者外，劉先生在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Qian Xiaoning (錢曉寧) (“Ms. Qian”), aged 50, is the executive Director and senior vice president of the Company. Ms. Qian joined the Group in February 2007 and was appointed to the Board with effect from 1 July 2023. Ms. Qian is primarily responsible for managing human resources, legal compliance issues and development of new business segments. Since joined the Group, Ms. Qian has held various positions including general manager of legal department, general manager of Environmental Remediation Department, Board secretary, vice president and senior vice president of Beijing Boqi. Ms. Qian is also a director of Beijing Bosheng Environmental SCI-TECH Co., Ltd.* (北京博聖環保科技有限公司), the supervisor of Shanxi Puzhou Boqi Environmental Technology Co., Ltd.* (山西蒲州博奇環保科技有限公司), Shanxi Hejin Boqi Environmental Technology Co., Ltd.* (山西河津博奇環保科技有限公司) and Jinggangshan Boqi Environmental Technology Co., Ltd. (“**Jinggangshan Boqi**”), the general manager of Shanxi Bo Yuan Qi Cheng Environmental Equipment Service Co., Ltd.* (山西博源奇晟環保設備服務有限公司) (“**Shanxi Bo Yuan**”) and a director of Beijing Boqi Tianqi Environmental Protection Technology Co., Ltd.* (北京博奇天啟環保科技有限公司) (“**Boqi Tianqi**”).

Prior to joining the Group, Ms. Qian was a securities transaction representative (證券事務代表) of Yongyou Network Technology Co., Ltd. (用友網絡科技股份有限公司) (previously known as 用友軟件股份有限公司, a listed company on the Shanghai Stock Exchange, stock code: 600588), an enterprise management software and cloud service provider in the PRC, from 2001 to February 2007. During the period from July 1996 to August 1997, Ms. Qian worked at the legal department of CITIC Group (previously known as China International Trust Investment Corporation).

Ms. Qian graduated from China University of Political Science and Law in July 1996 with a bachelor’s degree in economic law. Ms. Qian obtained a master’s degree in economic law from China University of Political Science and Law in June 2006 and a master’s degree in business administration from Chinese University of Hong Kong in December 2010.

Ms. Qian did not hold directorships in any listed public companies in the last three years.

錢曉寧女士(「錢女士」), 50歲, 為執行董事及本公司高級副總裁。錢女士於2007年2月加入本集團, 並於2023年7月1日獲委任加入董事會。錢女士主要負責人力資源管理、法律合規事宜、新業務領域開發。錢女士自加入本集團以來歷任北京博奇的多個職位, 包括法律部總經理、環境修復部總經理、董事會秘書、副總裁及高級副總裁。錢女士亦為北京博聖環保科技有限公司之董事、山西蒲州博奇環保科技有限公司、山西河津博奇環保科技有限公司、江西井岡山博奇環保科技有限公司(「井岡山博奇」)之監事、山西博源奇晟環保設備服務有限公司(「山西博源」)之總經理及北京博奇天啟環保科技有限公司(「博奇天啟」)之董事。

於加入本集團之前, 錢女士於2001年至2007年2月期間擔任用友網絡科技股份有限公司(前稱用友軟件股份有限公司, 一家於上海證券交易所上市的公司, 股份代碼: 600588)的證券事務代表。該公司是中國企業管理軟件和雲端服務提供商。錢女士於1996年7月至1997年8月期間於中國中信集團(前稱國際信託投資公司)的法律部任職。

錢女士於1996年7月畢業於中國政法大學, 持有經濟法學士學位。錢女士於2006年6月獲得中國政法大學經濟法碩士學位, 並於2010年12月獲得香港中文大學工商管理碩士學位。

錢女士在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

NON-EXECUTIVE DIRECTORS

Mr. Cheng Liquan Richard (程里全) (“Mr. Cheng”), aged 58, is a non-executive Director. Mr. Cheng was appointed to the Board on 30 January 2015, and has redesignated as a non-executive Director on 24 March 2023.

Mr. Cheng joined the Group serving as a director of Beijing Boqi on 15 June 2005. Mr. Cheng served as the chairman of the board of Beijing Boqi from December 2007 to December 2020 and served as its chief executive officer from December 2009 to February 2017. Mr. Cheng currently serves as the director of Zhejiang Boqi Electric Power SCI-TECH Co., Ltd.* (浙江博奇電力科技有限公司) and Anhui Nengda Fuel Co., Ltd.* (安徽能達燃料有限公司). Prior to joining the Group, Mr. Cheng held various positions at Bit Technology Holding Co., Ltd.* (比特科技控股股份有限公司), a company that was principally engaged in the wholesale of spare parts for power plants, from April 2000 to March 2003, including deputy manager, general manager, the chairman of the board and a director. Mr. Cheng has been a director of Ningbo Bonded Area Jiujiu Leasing Co. Ltd.* (寧波保稅區久久租賃有限公司) (previously known as Ningbo Huaneng Leasing Co. Ltd.* (寧波華能租賃有限公司)) (“Ningbo Leasing”) from 2004 to 2007.

Mr. Cheng graduated from Fudan University with a bachelor’s degree in political economy in July 1987.

From June 2010 to September 2014, Mr. Cheng served as a director of Wuhan Boch Jaco Environmental Co., Ltd.* (武漢博奇玉宇環保股份有限公司) (National Equities Exchange and Quotations Stock Code: 831100). From August 2011 to March 2017, Mr. Cheng was a director of Shanghai ZJ Bio-Tech Co., Ltd.* (上海之江生物科技股份有限公司) (National Equities Exchange and Quotations Stock Code: 834839). Since 28 November 2019, Mr. Cheng has served as the chairman of the board of directors and an executive director of China Nature Energy Technology Holdings Limited (listed on the main board of the Stock Exchange, stock code: 1597).

Save as disclosed above, Mr. Cheng did not hold directorships in any listed public companies in the last three years.

非執行董事

程里全先生(「程先生」)，58歲，為非執行董事。程先生於2015年1月30日獲委任加入董事會，並於2023年3月24日調任為非執行董事。

程先生於2005年6月15日加入本集團，擔任北京博奇的董事。程先生於2007年12月至2020年12月擔任北京博奇的董事會主席，於2009年12月至2017年2月間亦擔任北京博奇的行政總裁。程先生目前亦擔任浙江博奇電力科技有限公司及安徽能達燃料有限公司的董事。加入本集團前，程先生自2000年4月至2003年3月於主要從事批發發電廠備件的比特科技控股股份有限公司擔任多個職務，包括副經理、總經理、董事會主席及董事。程先生自2004年至2007年為寧波保稅區久久租賃有限公司(「寧波租賃」，前稱寧波華能租賃有限公司)的董事。

程先生於1987年7月獲得復旦大學政治經濟學士學位。

於2010年6月至2014年9月，程先生於武漢博奇玉宇環保股份有限公司(全國中小企業股份轉讓系統股份號碼：831100)擔任董事。自2011年8月起至2017年3月，程先生為上海之江生物科技股份有限公司(全國中小企業股份轉讓系統股份號碼：834839)的董事。自2019年11月28日起，程先生於中國納泉能源科技控股有限公司(聯交所主板股票代碼：1597)擔任董事會主席兼執行董事。

除上文所披露者外，程先生在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Zheng Tony Tuo (鄭拓) (“Mr. Zheng”), aged 55, is a non-executive Director and a member of the audit committee of the Company (the **“Audit Committee”**). Mr. Zheng was appointed to the Board on 30 January 2015. Mr. Zheng does not hold any other position with the members of the Group.

From May 2011 to August 2016, Mr. Zheng served as a director of CITIC Securities International Asset Management Limited (中信証券國際資產管理有限公司), a private company incorporated in Hong Kong. In 2008, Mr. Zheng established MTP Capital Limited, a company that provides investment related consulting services, where he is mainly responsible for the overall management and operation of the company. From September 2000 to March 2010, Mr. Zheng was a director of Compass Venture (China) Limited, a private company incorporated in Hong Kong.

Mr. Zheng received a bachelor's degree in science from McMaster University in Canada in June 1992.

Mr. Zheng did not hold directorships in any public listed companies in the last three years.

Mr. Zhu Weihang (朱偉航) (“Mr. Zhu”), aged 37, is a non-executive Director. Mr. Zhu was appointed to the Board on 9 January 2017. Mr. Zhu does not hold any other position with the members of the Group.

Mr. Zhu is currently the chairman of Guangdong Pearl River Investment Co., Ltd.* (廣東珠江投資股份有限公司), where he is fully responsible for the company's strategic planning, major investment and production management. Mr. Zhu has been working at Guangdong Pearl River Investment Co., Ltd.* (廣東珠江投資股份有限公司) since September 2008, where he has held various positions in its different branch companies. From September 2008 to September 2011, Mr. Zhu worked at the Guangdong Pearl River Investment Co., Ltd. Finance Management Center* (廣東珠江投資股份有限公司融資管理中心) where he held positions as a financing chief executive, assistant to the director, deputy director and director. From October 2011 to September 2012, Mr. Zhu worked at the North China branch office of Guangdong Pearl River Investment Co., Ltd. (廣東珠江投資股份有限公司) as the deputy general manager and the standing deputy general manager.

鄭拓先生(「鄭先生」), 55歲, 為非執行董事及本公司審核委員會(「審核委員會」)成員。鄭先生於2015年1月30日獲委任加入董事會。鄭先生並無於本集團成員公司擔任任何其他職務。

於2011年5月至2016年8月期間, 鄭先生擔任中信証券國際資產管理有限公司(一間於香港註冊成立的私人公司)之董事。鄭先生於2008年創辦MTP Capital Limited, 該公司提供投資相關諮詢服務, 彼主要負責該公司整體管理及營運。於2000年9月至2010年3月期間, 鄭先生擔任Compass Venture (China) Limited(一間於香港註冊成立的私人公司)之董事。

鄭先生於1992年6月獲得加拿大麥克馬斯特大學理學學士學位。

鄭先生在過去三年並無於任何上市公司擔任董事職務。

朱偉航先生(「朱先生」), 37歲, 為非執行董事。朱先生於2017年1月9日獲委任加入董事會。朱先生並無於本集團成員公司擔任任何其他職務。

朱先生現任廣東珠江投資股份有限公司董事長, 全面負責公司戰略規劃、重大投資和生產經營管理等工作。朱先生自2008年9月起於廣東珠江投資股份有限公司任職並於不同的分公司擔任多個職位。於2008年9月至2011年9月, 朱先生於廣東珠江投資股份有限公司融資管理中心任職, 擔任融資事務主管、總監助理、副總監及總監。於2011年10月至2012年9月, 朱先生於廣東珠江投資股份有限公司華北地區公司任職, 擔任副總經理及常務副總經理。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

Mr. Zhu graduated from Sun Yat-sen University (中山大學) with a bachelor's degree in finance in June 2012.

朱先生於2012年6月自中山大學畢業，獲金融學學士學位。

Mr. Zhu did not hold directorships in any public listed companies in the last three years.

朱先生在過去三年並無於任何上市公司擔任董事職務。

Mr. Chen Xue (陳學) (“Mr. Chen”), aged 57, is a non-executive Director. Mr. Chen was appointed to the Board on 9 January 2017. Mr. Chen does not hold any other position with the members of the Group.

陳學先生(「陳先生」)，57歲，為非執行董事。陳先生於2017年1月9日獲委任加入董事會。陳先生並無於本集團成員公司擔任任何其他職務。

Mr. Chen has served as deputy general manager of the finance department of Sinopec Group (中國石油化工集團公司) since December 2019. From January 2018 to December 2019, Mr. Chen was the deputy head of the capital operation department of Sinopec Group (中國石油化工集團公司) and deputy general manager of Asset Operation and Management Company Limited (資產經營管理有限公司) under Sinopec Group, mainly responsible for capital operation, safety and environmental protection management. From March 2001 to January 2018, Mr. Chen was the deputy division chief and division chief of various departments and divisions of Sinopec Group (中國石油化工集團公司) including the restructuring department, department of enterprise reform, operation management department of refining and chemical enterprises, capital operation department and the asset management company. Mr. Chen worked at China Sinopec Great Wall Lubricating Oil Limited (中國石化長城潤滑油公司) (an integrated lubricating oil service provider in the PRC) from July 1989 to March 2001. In 2013, Mr. Chen was recognized as professor-level senior economist by the Senior Professional Technical Qualification Appraisal Committee of Sinopec Group (中國石油化工集團公司).

自2019年12月，陳先生擔任中國石油化工集團公司財務部副總經理。自2018年1月至2019年12月，陳先生擔任中國石化集團公司資本運營部副主任、中國石化集團資產經營管理有限公司副總經理，主要負責資本運作、安全環保管理工作。自2001年3月至2018年1月，陳先生為中國石油化工集團公司多個部門及分部的副處長及處長，包括重組辦、企業改革部、煉化企業經營部、資本運營部及資產管理公司。陳先生於1989年7月至2001年3月於中國石化長城潤滑油公司(中國綜合潤滑油服務提供商)任職。於2013年，陳先生獲中國石油化工集團公司高級專業技術職務任職資格評審委員會評選為教授級高級經濟師。

Mr. Chen received his bachelor's degree in petroleum processing from East China College of Chemistry and Technology (華東化工學院) (now known as East China University of Science and Technology (華東理工大學)) in July 1989. Mr. Chen received his master's degree in management from Renmin University of China (中國人民大學) in June 2001.

陳先生於1989年7月獲華東化工學院(現稱華東理工大學)石油加工學士學位。於2001年6月，陳先生獲中國人民大學企業管理學碩士學位。

Mr. Chen did not hold directorships in any listed public companies in the last three years.

陳先生在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Xie Guozhong (謝國忠) (“Dr. Xie”), aged 63, is an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee. He was appointed to the Board on 28 February 2018. Dr. Xie does not hold any other position with the members of the Group.

Dr. Xie is an independent economist based in the PRC and is a columnist for publications including South China Morning Post, The New Century Weekly (renamed as Caixin) and Bloomberg where he published his articles analyzing and consulting on global economics and financial markets. Dr. Xie was named as one of the “50 most influential persons in finance” by Bloomberg in 2013. Dr. Xie has 20 years expertise in financial services and has extensive financial management experience in the fields of corporate finance. From December 2007 to December 2010, Dr. Xie served as an independent non-executive director of Shenzhen Development Bank Co., Ltd* (深圳發展銀行股份有限公司), which was listed on the Shenzhen Stock Exchange (stock code: 000001). Dr. Xie worked for Morgan Stanley from July 1997 to September 2006 and held the role of managing director. He was working in the capacity of a managing director in the research division of Morgan Stanley in Hong Kong before his departure. Prior to joining Morgan Stanley, Dr. Xie worked for Macquarie Bank in Singapore as an associate director from 1995 to 1997. Since June 2022, Dr. Xie has served an independent director of Richinfo Technology Co., Ltd. (彩訊科技股份有限公司) (formerly known as Shenzhen Richinfo Technology Co., Ltd. (深圳市彩訊科技有限公司), a listed company on the Shenzhen Stock Exchange since 23 March 2018, stock code: 300634.SZ), a company that provides mobile Internet technology services in China.

Dr. Xie received his master’s degree of science in transportation and a PhD in Philosophy (in the field of economics) from Massachusetts Institute of Technology in September 1987 and June 1990, respectively.

Save as disclosed above, Dr. Xie did not hold directorships in any listed public companies in the last three years.

獨立非執行董事

謝國忠博士(「謝博士」)，63歲，為獨立非執行董事、審核委員會主席及提名委員會成員。彼於2018年2月28日獲委任加入董事會。謝博士並無於本集團成員公司擔任任何其他職務。

謝博士為中國獨立經濟學家，且為《南華早報》、《新世紀》周刊(更名《財新》)及彭博新聞社的專欄作家。彼於彭博新聞社刊載分析及討論全球經濟及金融市場的文章。謝博士於2013年獲得彭博新聞社提名為財經界「50位最具影響力人物」之一。謝博士於金融服務方面擁有20年的專業知識並於企業融資領域亦有豐富的財務管理經驗。於2007年12月至2010年12月，謝博士擔任深圳發展銀行股份有限公司(於深圳證券交易所上市，股票代碼：000001)的獨立非執行董事。謝博士於1997年7月至2006年9月任職摩根士丹利，擔任董事總經理。彼於離任前擔任摩根士丹利香港研究部董事總經理。於加入摩根士丹利前，謝博士自1995年至1997年於新加坡麥格理銀行擔任聯席董事。自2022年6月起，謝博士擔任彩訊科技股份有限公司(前稱深圳市彩訊科技有限公司，一間自2018年3月23日起於深圳證券交易所上市的公司(股票代碼：300634.SZ))獨立董事，該公司於中國提供移動互聯網技術服務。

於1987年9月及1990年6月，謝博士分別取得麻省理工學院的交通運輸學碩士學位及哲學(經濟學領域)博士學位。

除上文所披露者外，謝博士在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

Mr. Lu Zhifang (陸志芳) (“Mr. Lu”), aged 70, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Nomination Committee. He was appointed to the Board on 28 February 2018. Mr. Lu does not hold any other position with the members of the Group.

Mr. Lu is a registered lawyer in China, and is currently a senior partner of East & Concord Partners (北京天達共和律師事務所). Mr. Lu was a senior partner of Haiwen Law Firm (海問律師事務所) from 1994 to 2008 and a partner of Beijing Hylands Law Firm (北京浩天信和律師事務所) from 2009 to 2014. Mr. Lu also has more than 20 years experience in international commercial arbitration, which, among others, he served as an arbitrator of China International Economic and Trade Arbitration Commission. From 1991 to 1994, Mr. Lu worked at the law school of University of International Business and Economics as an associate professor, and served as deputy director of the International Economic Law Department of University of International Business and Economics from 1986 to 1994.

Mr. Lu graduated from Beijing University of International Business and Economics (北京對外貿易學院) with a diploma in English in January 1978, and received his master's degree in laws from the University of California in December 1983.

Mr. Lu did not hold directorships in any listed public companies in the last three years.

Prof. Yu Wayne W. (俞偉峰教授) (“Prof. Yu”), aged 61, is an independent non-executive Director and a member of the Remuneration Committee. He was appointed to the Board on 1 July 2023. Prof. Yu does not hold any other position with the members of the Group.

Prof. Yu is currently a professor of Economics and Finance, City University of Hong Kong. Prof. Yu worked at Hong Kong Polytechnic University and Queen's University in Canada. Prof. Yu is currently an independent non-executive director of Puxing Energy Limited (a company listed on the Stock Exchange, stock code: 90), Zhejiang Haers Vacuum Containers Co., Ltd. (浙江哈爾斯真空器皿股份有限公司) (a companies listed on the Shenzhen Stock Exchange, Stock Code: 002615) and Concord Medical Services Holdings Limited (a company listed on the New York Stock Exchange, stock ticker: CCM). Prof. Yu also served as an independent non-executive director of Richinfo Technology Co., Ltd. (彩訊科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300634) from June 2019 to June 2022.

陸志芳先生(「陸先生」)，70歲，為獨立非執行董事、薪酬委員會主席及提名委員會成員。彼於2018年2月28日獲委任加入董事會。陸先生並無於本集團成員公司擔任任何其他職務。

陸先生為中國註冊律師，現為北京天達共和律師事務所資深合夥人。陸先生於1994到2008年為海問律師事務所資深合夥人，2009年到2014年為北京浩天信和律師事務所合夥人。陸先生於國際商事仲裁擁有逾20年經驗，曾擔任過中國國際經濟貿易仲裁委員會的仲裁員。陸先生於1991年至1994年期間在對外經濟貿易大學法學院擔任副教授，並曾於1986年至1994年任對外經貿大學國際經濟法系副主任。

陸先生於1978年1月獲得北京對外貿易學院英文文憑，及於1983年12月獲得加利福尼亞大學法律碩士學位。

陸先生在過去三年並無於任何上市公司擔任董事職務。

俞偉峰教授(「俞教授」)，61歲，為獨立非執行董事及薪酬委員會成員。彼於2023年7月1日獲委任加入董事會。俞教授並無於本集團成員公司擔任任何其他職務。

俞教授現任香港城市大學經濟及金融系教授。曾任職於香港理工大學及加拿大的皇后大學。俞教授現任普星能量有限公司(聯交所上市公司，股份代號：90)、浙江哈爾斯真空器皿股份有限公司(深圳證券交易所上市公司，股份代號：002615)及泰和誠醫療集團有限公司(紐約證券交易所上市公司，股票代碼：CCM)的獨立非執行董事。於2019年6月至2022年6月，俞教授亦擔任彩訊科技股份有限公司(深圳證券交易所上市公司，股份代號：300634)的獨立非執行董事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Prof. Yu holds a Bachelor of Business Administration degree, a Master of Arts (Economics) degree and a Ph.D. (Finance) degree.

Save as disclosed above, Prof. Yu did not hold directorships in any listed public companies in the last three years.

Ms. Zhang Fan (張帆女士) (“Ms. Zhang”), aged 48, is an independent non-executive Director and a member of the Audit Committee. She was appointed to the Board on 1 July 2023. Ms. Zhang does not hold any other position with the members of the Group.

Ms. Zhang is a partner of the dispute resolution department at Beijing Zhong Lun Law Firm. Before joining Beijing Zhong Lun Law Firm, Ms. Zhang was a partner of the dispute resolution department at Beijing King & Wood Mallesons. Ms. Zhang is also the vice-president of Beijing Chongqing Chamber of Commerce. Ms. Zhang has vast experience in political-legal and juridical work. From 1997 to 2015, Ms. Zhang successively served at three-tiered courts and political and legal departments, responsible for judicial trials and political and legal matters. Ms. Zhang has also been an independent director of Kelin Environmental Protection Equipment Co., Ltd.* (科林環保裝備股份有限公司), the shares of which were delisted from the Shenzhen Stock Exchange in April 2023, since February 2021.

Ms. Zhang obtained her Bachelor of Laws degree from Southwest University of Political Science & Law and her Master of Laws from Sichuan University before obtaining her Doctor of law from China University of Political Science and Law.

Save as disclosed above, Ms. Zhang did not hold directorships in any listed public companies in the last three years.

俞教授擁有工商管理學士學位、文學(經濟學)碩士學位及金融學博士學位。

除上文所披露者外，俞教授在過去三年並無於任何上市公司擔任董事職務。

張帆女士(「張女士」)，48歲，為獨立非執行董事及審核委員會成員。彼於2023年7月1日獲委任加入董事會。張女士並無於本集團成員公司擔任任何其他職務。

張女士為北京市中倫律師事務所爭議解決部門合夥人。加入北京市中倫律師事務所之前，張女士曾為北京市金杜律師事務所爭議解決部門合夥人。張女士亦為北京重慶企業商會副會長。張女士在政法及司法工作方面有豐富經驗。於1997年至2015年，張女士先後在三級法院及政法部門從事司法審判及政法工作。自2021年2月起，張女士亦擔任科林環保裝備股份有限公司的獨立董事，該公司的股份於2023年4月於深圳證券交易所除牌。

張女士取得了西南政法大學法學學士、四川大學法學碩士及中國政法大學法學博士學位。

除上文所披露者外，張女士在過去三年並無於任何上市公司擔任董事職務。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

SENIOR MANAGEMENT

高級管理層

The following table presents certain information concerning the senior management of the Group.

下表呈列有關本集團高級管理層人員的若干資料。

Name 姓名	Age 年齡	Year Joined 加入年份	Position 職位
Mr. Zeng Zhijun (曾之俊)	53	2004	Chairman of the Board, executive Director and chief executive officer
曾之俊先生		2004年	董事會主席、執行董事及行政總裁
Ms. Qian Xiaoning (錢曉寧)	50	2007	Executive Director and the senior vice president
錢曉寧女士		2007年	執行董事及高級副總裁
Ms. Cao Xiaoping (曹曉萍)	70	2008	Vice president
曹曉萍女士		2008年	副總裁
Mr. Yan Bo (顏波)	45	2022	Vice president
顏波先生		2022年	副總裁
Ms. Wang Hui (王慧)	46	2019	Vice president and chief financial officer
王慧女士		2019年	副總裁兼財務總監
Mr. Sun Liwen (孫禮文)	47	2004	Vice president and the director of design institute
孫禮文先生		2004年	副總裁兼設計院院長
Mr. Meng Shanghu (孟尚虎)	48	2023	Vice president
孟尚虎先生		2023年	副總裁
Mr. Ma Junling (麻俊領)	48	2023	Vice president
麻俊領先生		2023年	副總裁
Mr. Hu Nan (胡楠)	46	2008	Vice president, Board secretary and joint company secretary
胡楠先生		2008年	副總裁、董事會秘書兼聯席公司秘書

Mr. Zeng Zhijun (曾之俊) (“Mr. Zeng”), aged 53, is the chairman of the Board, an executive Director, the chief executive officer, the chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Zeng’s biographical details are set forth in the paragraph headed “EXECUTIVE DIRECTOR” above.

曾之俊先生(「曾先生」)，53歲，為董事會主席、執行董事、行政總裁、提名委員會主席及薪酬委員會成員。曾先生的簡歷詳情已載於上文「執行董事」一段。

Ms. Qian Xiaoning (錢曉寧) (“Ms. Qian”), aged 50, is the executive Director and senior vice president of the Company. Ms. Qian’s biographical details are set forth in the paragraph headed “EXECUTIVE DIRECTOR” above.

錢曉寧女士(「錢女士」)，50歲，為執行董事及本公司高級副總裁。錢女士的簡歷詳情已載於上文「執行董事」一段。

Ms. Cao Xiaoping (曹曉萍) (“Ms. Cao”), aged 70, is the vice president of the Company. Ms. Cao joined the Group in June 2008. From March 2010 to March 2022, Ms. Cao concurrently served as the chief financial officer of the Group.

曹曉萍女士(「曹女士」)，70歲，為本公司副總裁。曹女士於2008年6月加入本集團。於2010年3月至2022年3月，曹女士同時擔任本集團財務總監。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Cao is primarily responsible for customer relationship management and flue gas market development of the Group. Ms. Cao also serves as a director of Shanxi Bo Yuan and a director of Guo Neng Long Yuan Boqi Environmental Technology (Han Chuan) Co., Ltd.* (國能龍源博奇環保科技(漢川)有限公司).

Ms. Cao has over 30 years of experience in accounting and financial management. Prior to joining the Group, Ms. Cao served as the chief accountant of Angang Construction Consortium Co., Ltd (鞍鋼建設集團有限公司) from November 2000 to June 2008. Ms. Cao was the deputy section chief (副科長) of the finance department of Ansteel Group Corporation (鞍鋼集團) and later served as the deputy director and director from February 1985 to November 2000.

Ms. Cao graduated from Dongbei University of Finance and Economics (東北財經大學) with a master's degree in accounting in March 1999. She became a qualified senior accountant in the PRC in December 1997.

Ms. Cao did not hold directorship in any listed public company in the last three years.

Mr. Yan Bo (顏波) (“Mr. Yan”), aged 45, vice president of the Company, joined the Group in March 2022. Mr. Yan is mainly responsible for safety and quality management and qualified supplier management.

Before joining the Group, Mr. Yan served as an engineer and quality information supervisor of the Quality Department in Shanghai General Motors from July 2004 to February 2007. From February 2007 to March 2016, he served as an international sourcing supplier quality professional and supplier quality manager in Halliburton. From December 2016 to December 2019, he served as a senior quality manager and the group director of operation quality for Asia Pacific region in Wilo Group. From June 2020 to June 2021, he served as the deputy general manager of operations of Foomay Group.

Mr. Yan obtained a bachelor's degree in automotive engineering from Tsinghua University in August 2001 and a master's degree in mechanical engineering from Tsinghua University in July 2004.

曹女士主要負責本集團客戶關係管理及煙氣市場開發事宜。曹女士亦擔任山西博源之董事及國能龍源博奇環保科技(漢川)有限公司之董事。

曹女士於會計及財務管理方面有逾30年經驗。於加入本集團之前，曹女士於2000年11月至2008年6月期間擔任鞍鋼建設集團有限公司之總會計師。曹女士於1985年2月至2000年11月期間擔任鞍鋼集團之財務部副科長，其後擔任副處長及處長。

曹女士於1999年3月獲得東北財經大學會計碩士學位。曹女士於1997年12月成為中國高級會計師。

曹女士在過去三年並無於任何上市公司擔任董事職務。

顏波先生(「顏先生」)，45歲，為本公司副總裁並於2022年3月加入本集團。顏先生主要負責安全質量管理及合格供應商管理。

於加入本集團之前，顏先生於2004年7月至2007年2月歷任上海通用汽車質量部工程師、質量信息主管。於2007年2月至2016年3月歷任哈里伯頓國際採購供應商質量專家、供應商質量經理。於2016年12月至2019年12月歷任威樂集團高級質量經理、亞太區運營質量總監。於2020年6月至2021年6月擔任富美集團運營副總經理。

顏先生於2001年8月獲得清華大學車輛工程專業學士學位，並於2004年7月獲得清華大學機械工程專業碩士學位。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

Mr. Yan has not held any directorships in any listed companies in the past three years.

Ms. Wang Hui (王慧) (“Ms. Wang”), aged 46, the vice president and chief financial officer of the Company, joined the Group in July 2019. Ms. Wang is primarily responsible for finance and accounting, budget formulation, investment-related matters and administrative management of the Group. Ms. Wang has held various positions in Beijing Boqi since joining the Group, including the general manager of the financial management center, assistant to the president, vice president and chief financial officer. Ms. Wang has served as a supervisor of two subsidiaries of Beijing Boqi, including Laibin Boqi Environmental Protection Technology Co., Ltd. (來賓博奇環保科技有限公司) and Qinghai Boqi Ecological Environmental Technology Co., Ltd. (“**Qinghai Boqi**”). Ms. Wang is also a director of Guo Neng Long Yuan Boqi Environmental Technology (Han Chuan) Co., Ltd. (國能龍源博奇環保科技(漢川)有限公司) and a supervisor of Boqi Tianqi.

Prior to joining the Group, Ms. Wang was appointed as the deputy general manager of financial division of Sound Global Ltd. (桑德國際有限公司), a company listed on the Stock Exchange (stock code: 00967), in October 2014. Since May 2017, she had held management position in Sangde Group Co., Ltd. (桑德集團有限公司) (formerly known as Beijing Sangde Environmental Protection Group Co., Ltd. (北京桑德環保集團有限公司)). In August 2018, Ms. Wang was appointed as the financial head of solid waste center of TUS-sound Environmental Resources Co., Ltd. (啟迪桑德環境資源股份有限公司) (currently known as TUS Environmental Science and Technology Development Co., Ltd. (啟迪環境科技發展股份有限公司)), a company listed on Shenzhen Stock Exchange (stock code: 000826).

Ms. Wang obtained a bachelor degree in economics from Anhui University of Finance and Economics in July 2000 and a master degree in economics from Yunnan Minzu University in June 2003. She has been qualified as the intermediate economist and advanced accountant in the PRC and the certified management accountant in the United States of America since November 2004, May 2012 and March 2020, respectively.

顏先生在過去三年並無於任何上市公司擔任董事職務。

王慧女士(「王女士」)，46歲，為本公司副總裁兼財務總監，並於2019年7月加入本集團。王女士主要負責本集團財務及會計、預算制定、投資相關事宜及行政管理工作。王女士自加入本集團以來歷任北京博奇的多個職位，包括財務管理中心總經理、總裁助理及副總裁兼財務總監。自2020年9月、2021年12月及2022年1月以來，王女士分別擔任北京博奇兩間附屬公司包括來賓博奇環保科技有限公司及青海博奇生態環境科技有限公司(「**青海博奇**」)。王女士亦為國能龍源博奇環保科技(漢川)有限公司之董事及博奇天啟之監事。

在加入本集團前，王女士於2014年10月獲委任為桑德國際有限公司(聯交所上市公司，股份代號：00967)財務部副總經理。於2017年5月起，彼擔任桑德集團有限公司(前稱為北京桑德環保集團有限公司)管理職位。王女士於2018年8月獲委任為啟迪桑德環境資源股份有限公司(現稱為啟迪環境科技發展股份有限公司，深交所上市公司，股份代號：000826)固廢中心的財務總監。

王女士於2000年7月取得安徽財經大學經濟學學士學位及於2003年6月取得雲南民族大學經濟學碩士學位。彼分別於2004年11月、2012年5月及2020年3月取得中國中級經濟師、高級會計師及美國註冊管理會計師資格。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Wang did not hold any other directorships in any listed companies the last three years.

王女士在過去三年並無於任何上市公司擔任董事職務。

Mr. Sun Liwen (孫禮文) (“Mr. Sun”), aged 47, is the vice president of the Company and the director of the design institute. He joined the Group in December 2004. Mr. Sun is mainly responsible for the management of the design institute, the commercial quotation department and the budget control department. Since joining the Group, Mr. Sun has held various positions in Beijing Boqi, including chief engineer of technology, deputy chief engineer of the design department, deputy director and executive deputy director of the design institute, general manager of the technical department, assistant to the president and director of the design institute and vice president of the Company.

孫禮文先生(「孫先生」)，47歲，為本公司副總裁兼設計院院長，並於2004年12月加入本集團。孫先生主要負責設計院、商務報價部及預算管控制部管理。孫先生自加入本集團以來歷任北京博奇的多個職位，包括工藝主任工程師、設計部副總工程師、設計院副院長、設計院常務副院長、技經部總經理、總裁助理兼設計院院長及副總裁。

Prior to joining the Group, Mr. Sun served as the project leader of 701st Institute of CASC from August 2000 to May 2004. From May 2004 to November 2004, he served as the manager of the technical department of Beijing Sound Environmental Protection Co., Ltd.

於加入本集團之前，孫先生於2000年8月至2004年5月擔任航天701所項目負責人。於2004年5月至2004年11月擔任北京桑德環保有限公司技術部經理。

Mr. Sun received a bachelor's degree in mechanical and electronic engineering from Hefei University of Technology in July 2000, obtained the professional qualification of registered consulting engineer (investment) in 2014, and was awarded the title of senior engineer in 2017.

孫先生於2000年7月獲得合肥工業大學機械電子工程專業學士學位，於2014年獲得註冊諮詢工程師(投資)職業資格，並於2017年獲得高級工程師職稱。

Mr. Sun has not held any directorships in any listed companies in the past three years.

孫先生在過去三年並無於任何上市公司擔任董事職務。

Mr. Meng Shanghu (孟尚虎) (“Mr. Meng”), aged 48, is the vice president of the Company. He joined the Group in April 2023. Mr. Meng is mainly responsible for the management of the operation and maintenance business center.

孟尚虎先生(「孟先生」)，48歲，為本公司副總裁，並於2023年4月加入本集團，孟先生主要負責運維業務中心的管理工作。

Prior to joining the Group, Mr. Meng served as a professional engineer in thermal control and the computer team engineer at Shanxi Sunshine Power Generation Co., Ltd. from August 1994 to March 2005. From March 2005 to July 2012, he served as the chief engineer of thermal control and the department assistant general manager of Fuyang China Resources Power Co., Ltd. From July 2012 to March 2023, he served as the vice president of Beijing Guoneng China Energy Saving and Environmental Protection Technology Co., Ltd.

於加入本集團之前，孟先生於1994年8月至2005年3月歷任山西陽光發電有限責任公司熱控專業工程師、計算機班組工程師。於2005年3月至2012年7月歷任阜陽華潤電力有限公司熱控主任工程師、部門助理總經理。於2012年7月至2023年3月擔任北京國能中電節能環保技術股份有限公司副總裁。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

Mr. Meng received a master's degree in software engineering from Beijing University of Technology in July 2018, and a master's degree in engineering management from Zhejiang University in March 2019.

孟先生於2018年7月獲得北京工業大學大學軟件工程專業碩士學位，並於2019年3月獲得浙江大學工程管理專業碩士學位。

Mr. Meng has not held any directorships in any listed companies in the past three years.

孟先生在過去三年並無於任何上市公司擔任董事職務。

Mr. Ma Junling (麻俊領) (“Mr. Ma”), aged 48, is the vice president of the Company. He joined the Group in September 2023. Mr. Ma is mainly responsible for the management of the R&D management services department, technical quality supervision and service department.

麻俊領先生(「麻先生」)，48歲，為本公司副總裁，並於2023年9月加入本集團，麻先生主要負責研發管理服務部、技術質量監督及服務部的管理工作。

Prior to joining the Group, Mr. Ma served as the director of the engineering department of Beijing Beikong Environmental Protection Engineering Technology Co., Ltd. from November 2012 to May 2017. From June 2017 to November 2020, he served as the group vice president and general manager of the power plant of Huayang New Energy Investment Group Co., Ltd. From December 2020 to February 2022, he served as the deputy general manager of the Industrial Park of Guangxi Laibin Yajule Energy Saving and Environmental Protection Technology Co., Ltd. From March 2022 to May 2023, he served as the group vice president of Qianyida Group Co., Ltd.

於加入本集團前，麻先生於2012年11月至2017年5月擔任北京北控環保工程技術有限公司工程部部長。於2017年6月至2020年11月擔任華陽新能源投資集團有限公司集團副總裁兼電廠總經理。於2020年12月至2022年2月擔任廣西來賓雅居樂節能環保科技產業園副總經理。於2022年3月至2023年5月擔任仟億達集團股份有限公司集團副總裁。

Mr. Ma received a bachelor's degree in thermal energy engineering from Harbin University of Science and Technology in July 1999.

麻先生於1999年7月獲得哈爾濱理工大學熱能工程專業學士學位。

Mr. Ma has not held directorships in any listed companies in the past three years.

麻先生在過去三年並無於任何上市公司擔任董事職務。

Mr. Hu Nan (胡楠) (“Mr. Hu”), aged 46, is a vice president, the joint company secretary and the Board secretary of the Company, and is mainly responsible for group capital and equity investment, strategic planning, and water treatment market development. Mr. Hu also serves as a director of Qinghai Boqi and Beijing Caiqi New Energy Technology Co., Ltd., and a supervisor of Boqi Tianqi.

胡楠先生(「胡先生」)，46歲，為本公司副總裁、聯席公司秘書及董事會秘書，胡先生主要負責集團資本及股權投資、戰略規劃及水處理市場開發。胡先生亦擔任青海博奇及北京彩奇新能源科技有限公司之董事，博奇天啟之監事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Hu joined the Group in 2008 and has been responsible for or involved in the disclosure of listing information, group fund management, company business plan and budget management, project and equity investment, Hong Kong listing – and capital-related business, group strategic planning, and water treatment market development. Prior to joining the Group, in 2001, he joined XJ Group Corporation* (許繼集團有限公司) and XJ ELECTRIC CO., LTD.* (許繼電氣股份有限公司) (stock code: 000400. SZ), mainly engaged in financial accounting and management work.

Mr. Hu obtained a bachelor's degree of management majoring in accounting from Zhejiang University in June 2001. He obtained a master degree of business administration from Graduate School of Chinese Academy of Sciences in July 2010 and a master degree of law from China University of Political Science and Law in June 2014.

Mr. Hu did not hold directorships in any listed public companies in the last three years.

JOINT COMPANY SECRETARIES

Mr. Hu Nan (胡楠), aged 46, was appointed as the joint company secretary of the Company since 16 October 2023. Mr. Hu's biographical details are set forth in the paragraph headed "Senior Management" above.

Ms. Wong Wai Ling (黃慧玲) ("Ms. Wong"), was appointed as the joint company secretary of the Company since 13 February 2017.

Ms. Wong has over 15 years of experience in providing company secretarial services in Hong Kong. Ms. Wong currently is a vice president of SWCS Corporate Services Group (Hong Kong) Limited and is responsible for assisting listed companies in professional company secretarial work. Ms. Wong is an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

胡先生於2008年加入本集團，負責或參與上市信息披露、集團資金管理、公司業務計劃及預算管理、項目及股權投資、香港上市及資本相關業務、集團戰略規劃及水處理市場開發。於加入本集團前，彼於2001年加入許繼集團有限公司及許繼電氣股份有限公司(股票代碼：000400.SZ)，主要從事財務會計及管理工作。

胡先生於2001年6月取得浙江大學管理學學士學位，主修會計學。彼於2010年7月獲得中國科學院研究生院工商管理碩士學位及於2014年6月獲得中國政法大學法學碩士學位。

胡先生在過去三年並無於任何上市公司擔任董事職務。

聯席公司秘書

胡楠先生，46歲，自2023年10月16日獲委任為本公司聯席公司秘書。胡先生的簡歷詳情已載於上文「高級管理層」一段。

黃慧玲女士(「黃女士」)，自2017年2月13日獲委任為本公司聯席公司秘書。

黃女士於香港提供公司秘書服務方面擁有逾15年經驗。黃女士現為方圓企業服務集團(香港)有限公司的總監，負責協助上市公司處理專業的公司秘書工作。黃女士是香港公司治理公會及英國特許公司治理公會會員。

Management Discussion and Analysis

管理層討論與分析

The Group is a green ecological governance enterprise that provides environmental governance and comprehensive services for dual-carbon new energy+ business to industrial enterprises and cities. Our business mainly focuses on the areas of flue gas treatment, water treatment, hazardous waste treatment/disposal, dual-carbon new energy+. We are customer-oriented, with the goal of achieving carbon neutrality and meeting customer needs as our mission. We always adhere to the philosophy of “service builds trust, and professionalism creates value”, closely follow the development trend of the national environmental protection industry and aim for the goal of dual-carbon development, and are committed to developing into a highly competitive and first-class enterprise in the country, with integrated platforms comprising “environmental protection and dual-carbon management platform, operation service technology platform, and capital investment and financing platform”, aiming to make positive contributions to the environmental protection and ecological civilization construction in the PRC and the world.

本集團是向工業企業及城市提供環境治理及雙碳新能+綜合服務的綠色生態治理企業。業務主要聚焦在煙氣治理、水處理、危固廢處理處置、雙碳新能+領域。我們以客戶為中心，以實現碳中和為目標，以滿足客戶需求為己任，始終秉持「服務建立信任，專業創造價值」的理念，緊跟國家環保行業發展趨勢及雙碳發展目標，致力於發展成為極具競爭力的國內一流的「環保雙碳管理平台、運營服務科技平台及資本運作投融平台」三型平台，為中國乃至世界的環境保護和生態文明建設做出積極的貢獻。

1. INDUSTRY OVERVIEW

2023 is the first year to fully implement the spirit of the 20th National Congress of the Communist Party of China, and is also a landmark year in the field of ecological environment. Under the influence of domestic and foreign economic and political environments, the development of the environmental protection industry has been facing many opportunities and challenges. With the adjustment of the economic structure and the advancement of the new “dual circulation” development pattern, there is a clear trend of China’s economy continuously transforming towards a high-quality development pattern, providing a broad market space for the environmental protection industry and the field of dual-carbon new energy+.

Since the inherent driving force for the green transformation of economic and social development is insufficient, the foundation for the stable growth of the ecological and environmental quality is not yet secured. Hence, the total amount of pollutants and carbon emissions is still high, and the trend of ecosystem degradation in some regions has not been reversed radically, therefore the task of building a beautiful China remains arduous.

1. 行業概覽

2023年是全面貫徹黨的二十大精神的開局之年，也是生態環境領域具有里程碑意義的一年。在國內外經濟政治環境的影響下，環保行業的發展面臨諸多機遇與挑戰。隨着經濟結構的調整和「雙循環」新發展格局的推進，中國經濟模式持續向高質量發展轉化的趨勢明顯。為環保行業及雙碳新能+領域提供了廣闊的市場空間。

經濟社會發展綠色轉型內生動力不足，生態環境質量穩中向好的基礎還不牢固，污染物和碳排放總量仍居高位，部分區域生態系統退化趨勢尚未根本扭轉，美麗中國建設任務依然艱鉅。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Report on the First Compliance Cycle of the National Carbon Credits Trading Market released by the Ministry of Ecology and Environment shows that the cumulative trading volume of carbon emissions credits in the first compliance cycle (2019-2020) of the national carbon market was 179 million tons and the cumulative trading amount was RMB7.661 billion. The market has been operating in a stable and orderly manner with a stable rise in the trading prices. The operational framework of the national carbon emission allowances market has been basically established, the price discovery mechanism has initially taken effect, and the awareness and ability of enterprises to reduce emissions have been effectively improved, contributing to the achievement of the expected goals.

On 4 July 2023, the National Development and Reform Commission and other departments issued the “Notice on the Energy Efficiency Benchmark Levels and Baseline Levels in Key Industrial Areas (2023 Edition)”. It is proposed that based on the energy consumption, scale, technical status and transformation potential of products in key industrial fields, the state should further expand the areas of energy efficiency requirements and further increase the scope of the transformation and upgrading of energy saving and carbon reduction in key industrial fields, which are essential for promoting green and low-carbon development in various industries.

On 19 July 2023, the “Opinion of the Central Committee of the Communist Party of China and the State Council on Promoting the Development and Growth of the Private Economy” was officially released. The opinion mentioned that the state should support private enterprises to participate in promoting carbon peaking and carbon neutrality, provide carbon reduction technologies and services, and increase investment in renewable energy power generation and energy storage, as well as participate in the trading of carbon emissions credits and energy consumption quota.

生態環境部發佈的《全國碳排放權交易市場第一個履約周期報告》顯示，全國碳市場第一個履約周期(2019-2020年度)碳排放配額累計成交量1.79億噸，累計成交額人民幣76.61億元，市場運行平穩有序，交易價格穩中有升。全國碳排放權交易市場運行框架基本建立，價格發現機制作用初步顯現，企業減排意識和能力水平得到有效提高，實現了預期目標。

2023年7月4日，國家發展改革委等部門關於發佈《工業重點領域能效標桿水平和基準水平(2023年版)》的通知。其中提出，結合工業重點領域產品能耗、規模體量、技術現狀和改造潛力等，進一步拓展能效約束領域，進一步擴大工業重點領域節能降碳改造升級範圍，對推進各行業綠色低碳發展具有重要意義。

2023年7月19日，《中共中央國務院關於促進民營經濟發展壯大的意見》正式發佈，該意見提到，支持民營企業參與推進碳達峰碳中和，提供減碳技術和服務，加大可再生能源發電和儲能等領域投資力度，參與碳排放權、用能權交易。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

On 21 August 2023, the Ministry of Industry and Information Technology, the National Development and Reform Commission, the Ministry of Finance, the Ministry of Natural Resources, the Ministry of Ecology and Environment, the Ministry of Commerce and the General Administration of Customs issued the “Working Plan on the Stable Growth of Steel Industry” to accelerate the promotion of green and low-carbon transformation. According to the plan, the state will accelerate the ultra-low emission transformation process of steel enterprises, support steel enterprises in striving for A-level environmental performance, and encourage enterprises to implement technological transformations such as raw material yard mechanization, internal circulation of sintering flue gas and low-nitrogen combustion in furnaces. The state will support enterprises that have completed ultra-low emission transformation to develop collaboratively with other related industries such as ferroalloys, coking, chemicals, building materials and electricity to build a “consortium” for collaborative pollution abatement and carbon reduction. Meanwhile, it will support the carrying out of “extreme energy efficiency” transformation projects, explore the creation of super energy-efficient factories and accelerate the promotion and application of technology and equipment for energy saving and efficiency enhancing. It will also coordinate the development of the coking industry and steel and other industries, and promote the coking industry to increase its efforts in green and environmental protection transformation.

2023年8月21日，工業和信息化部、國家發展改革委、財政部、自然資源部、生態環境部、商務部及海關總署印發《鋼鐵行業穩增長工作方案》，加快推進綠色低碳改造。加快推進鋼鐵企業超低排放改造進程，支持鋼鐵企業爭創環保績效A級，鼓勵企業實施原料場機械化、燒結煙氣內循環、爐窖低氮燃燒等技術改造。支持已完成超低排放改造的企業，與鐵合金、焦化、化工、建材、電力等關聯產業協同發展，構建協同減污降碳「聯合體」。支持開展「極致能效」改造工程，探索打造超級能效工廠，加快節能增效技術裝備推廣應用。統籌焦化行業與鋼鐵等行業發展，推動焦化行業加大綠色環保改造力度。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

On 5 September 2023, the Ministry of Industry and Information Technology and the Ministry of Finance issued the “Notice on Issuing the Action Plan for Stable Growth of the Electronic Information Manufacturing Industry from 2023 to 2024”. The plan proposes to encourage the construction of green factories in the electronic information manufacturing industry, carry out green factory evaluation in accordance with the “Green Factory Evaluation Guidelines for the Electronic Information Manufacturing Industry”, promote recycling of industrial resource utilization, and vigorously develop and promote technology and equipment with functions such as efficient energy utilization, pollution reduction, waste resource utilization and harmless treatment. In view of carbon peaking and carbon neutrality, the state will promote the intelligent transformation and upgrading of the photovoltaic industry, as well as support breakthroughs in key smart photovoltaic technologies, innovative product applications and the construction of public service platforms.

On 7 December 2023, in order to continue to vigorously safeguarding the blue sky, the State Council issued the “Action Plan for Continuous Improvement of Air Quality”. This is the third national-level action plan to safeguard the blue sky after the “Ten Atmospheric Measures” in 2013. The action plan specifies improving air quality as the core requirement, focusing on mitigating heavily polluted weather and solving outstanding atmospheric environmental problems around the people and taking the reduction of the concentration of fine particulate matter (PM2.5) as the main theme, so as to carry out regional collaborative governance. It also proposes to combine long and near-term research and planning to formulate an air pollution prevention and control path, vigorously promote the green and low-carbon transformation of industry, energy and transportation. In 2024, the state will focus on the investigation and rectification of inefficient and ineffective air pollution control facilities, as well as the upgrading and transformation of a large number of inefficient and ineffective terminal treatment facilities, which will contribute to the healthy, orderly and high-quality development of the industry.

2023年9月5日，工業和信息化部及財政部發佈《關於印發電子信息製造業2023-2024年穩增長行動方案的通知》，該方案提出，鼓勵建設電子信息製造業綠色工廠，按照《電子信息製造業綠色工廠評價導則》開展綠色工廠評價，推進產業資源利用循環化，大力開發推廣具備能源高效利用、污染減量化、廢棄物資源化利用和無害化處理等功能的工藝技術和設備。面向碳達峰碳中和，推動光伏產業智能轉型升級，支持智能光伏關鍵技術突破、產品創新應用、公共服務平台建設。

2023年12月7日，為持續深入打好藍天保衛戰，國務院印發《空氣質量持續改善行動計劃》。這是繼2013年「大氣十條」之後的第三個國家層面的保衛藍天行動計劃。行動計劃要求以改善空氣質量為核心，以減少重污染天氣和解決人民群眾身邊的突出大氣環境問題為重點，以降低細顆粒物(PM2.5)濃度為主線，開展區域協同治理，遠近結合研究謀劃大氣污染防治路徑，紮實推進產業、能源、交通綠色低碳轉型。2024年將集中對低效失效大氣污染治理設施進行排查整治，大量的低效失效末端治理設施將進行升級改造，有助於行業健康有序、高質量發展。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

On 29 December 2023, the National Development and Reform Commission, the Ministry of Housing and Urban-Rural Development and the Ministry of Ecology and Environment issued the “Implementation Opinions on Promoting the Synergy of Pollution Abatement and Carbon Reduction in Sewage Treatment”. The opinions proposed that by 2025, the sewage treatment industry will achieve substantial progress on the synergy of pollution abatement and carbon reduction, resulting in a continuous improvement in energy efficiency levels and carbon reduction capabilities. The utilization rate of recycled water in water-scarce cities at prefecture level and above will reach more than 25%, and 100 green and low-carbon benchmark plants for sewage treatment with efficient recycling of energy resources will be built.

2023年12月29日，國家發展改革委、住房城鄉建設部及生態環境部發佈《關於推進污水處理減污降碳協同增效的實施意見》，該意見提出，到2025年，污水處理行業減污降碳協同增效將取得積極進展，能效水平和降碳能力持續提升。地級及以上缺水城市再生水利用率達到25%以上，建成100座能源資源高效循環利用的污水處理綠色低碳標桿廠。

2. BUSINESS REVIEW

In 2023, global geopolitical tensions were prolonged and regional conflicts and turmoil occurred frequently, hence the world economic lacked growth momentum and recovery was slow. 2023 is the year when the economy resumed development after the release of the pandemic-related prevention and control measures. Facing the tumultuous international environment and various difficulties and challenges in the domestic economic recovery process, the Company insisted on seeking progress while maintaining stability, reinforcing stability by advancement, laying sound foundation before making breakthrough, enhancing its awareness of risks and maintaining its strategic focus. As such, the Company has not only consolidated its leading position in traditional business areas, but also quickly secured a foothold in the new energy power generation, energy storage and renewable energy sectors and continued to explore the new energy market.

2. 業務回顧

2023年，全球地緣政治緊張局勢延宕，局部衝突和動盪頻發，世界經濟增長動能不足，復甦緩慢。2023年也是疫情防控轉段後經濟恢復發展的一年。面對變亂交織的國際環境和國內經濟恢復進程中的諸多困難和挑戰，本公司堅持穩中求進、以進促穩、先立後破，增強憂患意識，保持戰略定力，不僅在傳統業務領域鞏固了領先地位，且快速鎖定新能源發電及儲能、再生賽道，持續開拓新能源市場。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

In 2023, the thermal power industry, as the main source of energy in the PRC, was guided and promoted by government policies relating to environmental protection and power structure reform, leading to a period of recovery. With the large-scale launch of new construction and renovation projects of coal-fired power, the market demand for the supporting ultra-low emissions and energy-saving upgrading projects has increased significantly. The Company has closely followed the progress of new projects in the coal-fired power industry, seized market opportunities and proactively negotiated for related deals, thus successively secured a number of orders for dust removal, desulfurization and denitrification in the coal-fired power industry, quickly leveraging the market demand for flue gas management. While consolidating the stickiness of its existing customers, the Group has also focused on expanding its efforts on exploring new businesses, new customers and new industries. The water treatment service business has covered various industries such as coal chemical, steel, metallurgy, pharmaceuticals and papermaking. Projects in the field of hazardous and solid waste treatment/disposal have been progressing steadily, and the dual-carbon new energy+ business has made major breakthroughs in the field of photovoltaic power generation and secured its first energy storage project order. The Group has overcome restraints in resources in the four business sectors of “gas – water – solid waste – dual carbon new energy+” and achieved double growth in performance and revenue, fulfilling the Group’s “14th Five-Year Plan” strategic goals.

2023年，火電作為中國能源的主要來源，受政府環保、電源結構改革等政策引導和推動，迎來了回暖期。隨着煤電新建與改造項目大規模啟動，與之配套的超低排放、節能改造市場需求大幅提升。本公司緊跟煤電行業新建項目進展，搶抓市場機遇，積極主動出擊，相繼斬獲一批煤電行業除塵、脫硫脫硝訂單，迅速佔領煙氣治理的需求空間。本集團在鞏固原有客戶黏性的同時，又着力提升對新業務 – 新客戶 – 新行業的拓展力度，水處理業務服務行業已涵蓋焦化、鋼鐵、冶金、醫藥、造紙等。危固廢處理處置領域項目穩定推進，雙碳新能+業務在光伏發電領域取得了重大突破並獲得了首個儲能項目訂單。本集團在「氣 – 水 – 固 – 雙碳新能+」四個業務領域突破資源瓶頸，實現了業績和收入的雙增長，為本集團的「十四五」戰略目標付至之實踐。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

As of 31 December 2023, the Group's projects had a broad geographic coverage over China, reaching 31 provinces, municipalities and autonomous regions in China. At the same time, our overseas business is also distributed in Europe, South Asia, Latin America, Africa and Southeast Asia.

The following map shows the distribution of the projects of the Group within the PRC as at 31 December 2023:

截至2023年12月31日，本集團的項目在中國的覆蓋範圍廣泛，遍及中國31個省、市及自治區。同時，我們的海外業務也分佈於歐洲、南亞、拉丁美洲、非洲及東南亞地區。

下圖列示截至2023年12月31日，本集團在中國境內的項目分佈：

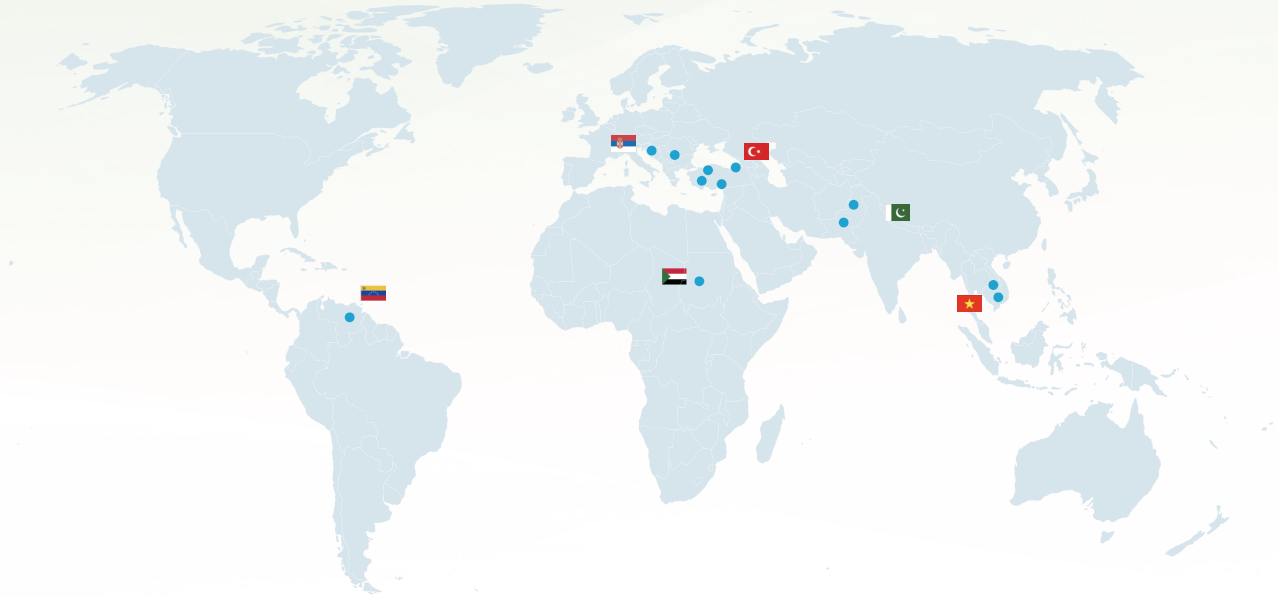


Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The following map shows the distribution of the projects of the Group outside the PRC as at 31 December 2023:

下圖列示截至2023年12月31日，本集團在中國境外的項目分佈：



2.1 Flue Gas Treatment Business

As a provider of comprehensive green ecological treatment services for the industrial environment, the Group's business of flue gas treatment services is mainly conducted through various business models including environmental protection facility engineering ("EPC"), operation and maintenance ("O&M") and concession operations (including "Build – Operate – Transfer" or "BOT", and "Build – Own – Operate" or "BOO"). During the Reporting Period, we have continued to expand our business scale in electricity and non-electricity markets by continuously strengthening the construction of our customer service system, leveraging our engineering implementation experience and seizing opportunities arisen from favorable policies. Our business segments are as follows:

2.1 煙氣治理業務

作為工業環境綜合綠色生態治理服務的提供商，本集團煙氣治理業務主要通過環保設施工程（「EPC」）、運營及維護（「運維」）及特許經營（包括「建設－運營－轉讓」或「BOT」，以及「建設－擁有－運營」或「BOO」）等多種業務模式提供服務。報告期內，我們通過不斷加強客戶服務體系的建設及良好的工程實施經驗，緊抓政策機遇，持續拓展電力及非電市場規模。其中：

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

EPC

EPC business mainly involves providing project design, equipment and materials procurement, project construction and equipment installment services in relation to SO₂ or NO_x emission control and dust removal for industrial customers such as power plants, steel factories, chemical plants, refining and building material companies. The Group seized the development opportunities arisen from the current domestic “thermal power” industry, and won the bid of the EPC Project for Desulfurization of 2X1000MW unit of Guoxin Binhai Port in the first half of 2023, which played a strong role in promoting the Group’s deep expansion into the thermal power flue gas desulfurization project market. In the second half of 2023, the Group won 8 consecutive bids of thermal power projects, of which the EPC General Contracting Project for 2×1 Million Kilowatt Coal-power Integrated and Expanded Flue Gas Desulfurization System of the Large Power Plant of Inner Mongolia Energy Group is a million-unit project of the same level as Jiangsu Binhai Port. At the same time, the non-electricity market has also achieved satisfactory results. Among which, the Flue Gas Desulfurization, Denitrification and Ultra-low Emission Project for Newly Built 3#500m² Sintering Machine of Hegang Legang is the largest sintering flue gas treatment project of the Group in the steel industry. As of 31 December 2023, the Group had 18 new EPC projects, with a total contract value amounting to approximately RMB1,167 million.

EPC

EPC業務主要涉及為發電、鋼鐵、化工、煉化及建材等工業客戶二氧化硫、氮氧化物排放控制及除塵項目提供設計、設備與材料採購、項目建設及設備安裝服務。本集團緊抓國內當前「大火電」發展機遇，2023年上半年中標的國信濱海港2X1000MW機組脫硫EPC項目為本集團深耕火電煙氣脫硫項目市場起到了強而有力的推動作用，本集團2023年下半年連續中標8個火電項目，其中內蒙古能源集團准大電廠2×100萬千瓦煤電一體化擴建煙氣脫硫系統EPC總承包工程項目是與江蘇濱海港同級別的百萬機組項目。與此同時，非電市場也斬獲佳績，其中河鋼樂鋼新建3#500m²燒結機煙氣脫硫脫硝超低排放工程項目是本集團目前在鋼鐵行業最大體量的燒結煙氣治理項目。截至2023年12月31日，本集團新增18個EPC項目，總計合同金額約人民幣1,167百萬元。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The following table sets forth the status of the Group's newly added EPC projects during the Reporting Period:

報告期內，本集團新增的EPC項目情況如下：

No. 序號	Project name 項目名稱	Type of project 項目類型	Newly built/ upgraded 新建／改造	Date of entering into contract 合同簽訂時間 (Month/Year) (年／月)	Aggregate contract value 合同額 RMB million 人民幣百萬元
1	EPC Project for 2×1000MW Newly Built Desulfurization of Jiangsu Guoxin Binhai Port Power Generation Co., Ltd. 江蘇國信濱海港發電有限公司2×1000MW新建脫硫EPC項目	Desulfurization 脫硫	Newly built 新建	February 2023 2023年2月	165
2	Supplementary Agreement on Flue Gas Treatment Volume Increase for the Procurement and Construction (PC) General Contracting Project for the Desulfurization Device of the Power Center of Shandong Yulong Thermal Power Co., Ltd 山東裕龍熱力有限公司動力中心脫硫裝置項目採購施工(PC)總承包項目煙氣量增加補充協議	Desulfurization and denitrification 脫硫及脫硝	Newly built 新建	February 2023 2023年2月	27
3	Desulfurization System Design Project for Unit #4 of Shanxi Zhaoguang Power Generation Co., Ltd. 山西兆光發電有限責任公司#4機組脫硫系統設計項目	Desulfurization 脫硫	Upgraded 改造	March 2023 2023年3月	1
4	Addition of Circulating Flues Project for Desulfurization of Sintering Plant Four Sintering of Hebei Jinxi Iron and Steel Group Co., Ltd. 河北津西鋼鐵集團股份有限公司燒結廠四燒脫硫增設循環煙道項目	Desulfurization 脫硫	Newly built 新建	April 2023 2023年4月	1
5	Amendment Agreement II of Desulfurization EP Project of Serbia Phase II 塞爾維亞二期脫硫EP項目修改協議二	Desulfurization 脫硫	Newly built 新建	April 2023 2023年4月	24
6	Flue Gas Desulfurization and Absorption Tower Equipment Procurement Project for Coal and Thermal Power Cogeneration and Capacity Replacement of Datang International Douhe Power Plant 大唐國際陡河發電廠燃煤熱電聯產等容量替代煙氣脫硫吸收塔設備採購項目	Desulfurization 脫硫	Newly built 新建	April 2023 2023年4月	23

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 序號	Project name 項目名稱	Type of project 項目類型	Newly built/ upgraded 新建／改造	Date of entering into contract 合同簽訂時間 (Month/Year) (年／月)	Aggregate contract value 合同額 RMB million 人民幣百萬元
7	EPC Project of SCR Denitrification Technology Transformation of Line A of No. 2 Plant of Tangshan Jidong Cement Co., Ltd., Tangshan Branch 唐山冀東水泥股份有限公司唐山分公司二廠A線SCR脫硝技術改造EPC項目	Denitrification 脫硝	Upgraded 改造	May 2023 2023年5月	18
8	EPC General Contracting Project of 2×350MW Unit Flue Gas Desulfurization for Replacing the Minsheng Thermal Power Project of Henan Nengxin Thermal Power 河南能信熱電等容量替代民生熱電工程2×350MW機組煙氣脫硫EPC總承包項目	Desulfurization 脫硫	Newly built 新建	July 2023 2023年7月	68
9	Equipment Sales and Purchase Project for the optimization and transformation of 1×330MW unit denitrification system ammonia injection of Donghai Thermal Power Plant 東海熱電廠1×330MW機組脫硝系統噴氨優化改造設備買賣項目	Denitrification 脫硝	Upgraded 改造	July 2023 2023年7月	4
10	General Contracting Project for the Design, Procurement and Construction (EPC) of Desulfurization Island of 2×660MW Ultra-critical Coal-fired Unit Project of Huainan Mining Group Panji Power Plant Phase II 淮南礦業集團潘集電廠二期2×660MW超超臨界燃煤機組項目脫硫島設計、採購及施工(EPC)總承包工程項目	Desulfurization 脫硫	Newly built 新建	July 2023 2023年7月	118
11	Supplementary Agreement on the EPC Project of Green Island of Jijiantou Shouyang Thermal Power Plant 冀建投壽陽熱電廠環保島EPC項目補充協議	Green Island 環保島	Newly built 新建	July 2023 2023年7月	40
12	General Contracting Project for Power Generation System Construction Project (EPC) of 2×660MW Ultra-critical Coal-fired Unit of Huaineng Energy Holding Group's Xieqiao Power Plant 淮能能源控股集團謝橋電廠2×660MW超超臨界燃煤機組發電系統建設工程(EPC)總承包項目	Desulfurization 脫硫	Newly built 新建	August 2023 2023年8月	114

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 序號	Project name 項目名稱	Type of project 項目類型	Newly built/ upgraded 新建/改造	Date of entering into contract 合同簽訂時間 (Month/Year) (年/月)	Aggregate contract value 合同額 RMB million 人民幣百萬元
13	Flue Gas Desulfurization, Denitrification and Ultra-low Emission Project for Hegang Legang's Newly Built 3#500 m ² Sintering Machine 河鋼樂鋼新建3#500 m ² 燒結機煙氣脫硫脫硝超低排放工程項目	Desulfurization and denitrification 脫硫脫硝	Newly built 新建	October 2023 2023年10月	147
14	EPC General Contracting Project for 2×1 million kilowatt Coal and Electricity Integrated Expansion of Flue Gas Desulfurization System of Inner Mongolia Energy Group Zhunda Power Plant 內蒙古能源集團准大電廠2×100萬千瓦煤電一體化擴建煙氣脫硫系統EPC總承包工程項目	Desulfurization 脫硫	Newly built 新建	November 2023 2023年11月	155
15	General Contracting Service Project for 4,000 tons/day Cement Kiln SCR Ultra-low Emission Upgrading Project of Tangshan Yandong Cement Co., Ltd. 唐山燕東水泥股份有限公司4000噸/天水泥窯SCR超低排放改造工程總承包服務項目	Denitrification 脫硝	Upgraded 改造	November 2023 2023年11月	25
16	Desulfurization EPC Project for 2×350,000 kilowatt Low Calorific Value Coal Power Generation of Huadian Jinxing Xing County 華電錦興興縣2×35萬千瓦低熱值煤發電脫硫EPC工程項目	Desulfurization 脫硫	Newly built 新建	December 2023 2023年12月	123
17	Denitrification Equipment Supply Project for 2×660MW Project of Guizhou Jinyuan Zhijin Power Plant 貴州金元織金電廠2×660MW項目脫硝設備供貨項目	Denitrification 脫硝	Newly built 新建	December 2023 2023年12月	56
18	Denitrification Equipment Supply Project for 2×1000MW Combined Heat and Power Project of Hebei Jingneng Zhuozhou Thermal Power Expansion 河北京能涿州熱電擴建2×1000MW熱電聯產工程脫硝設備供貨項目	Denitrification 脫硝	Newly built 新建	December 2023 2023年12月	58

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

O&M

O&M services mainly include operation services and regular maintenance services for desulfurization, denitrification and dust removal facilities owned by the customers. Under the O&M projects, our customers are either charged (i) service fees based on the total amount of on-grid electricity or sintered ton of ore generated during the service period, or (ii) a fixed price determined based on the pre-agreed scope of work. Revenue from the O&M business provides the Group with sustainable source of income and stable cash flow.

During the Reporting Period, the Group had a total of 32 O&M projects in operation, covering industrial sectors such as electricity and steel. In addition to the existing environmental protection facilities, the scope of operation and maintenance services of the Group has also been successfully expanded to the O&M of power generation units, coal transportation systems and terminal systems, achieving a breakthrough of the Company's O&M projects in new areas. In December 2023, the Group acquired the assets of the desulfurization and denitrification project of #1-#2 coal-fired generation units of Yangxi Power Plant, hence the flue gas desulfurization and denitrification O&M project of #1-#2 units of Yangxi Power Plant have been transformed into the operation of self-owned assets since the delivery date of the assets. This project not only has a long operation period, but also enriches the Group's project assets. The stable operation of each project and compliance with emission standards provide the Group with a steady source of performance growth.

運維

運維服務主要包括對客戶擁有的脫硫、脫硝及除塵設施提供運營服務及常規維護服務。就運維項目，我們向客戶收取(i)基於服務期間總上網電量或燒結噸礦量計算的服務費，或(ii)根據預先協定的工作範圍釐定的價格。運維業務收入可為本集團提供持續性收入來源和穩定的現金流量。

於報告期內，本集團共有32個投運的運維項目，覆蓋電力及鋼鐵等工業領域，本集團運行維護服務範圍除原有的環保設施外，也成功拓展至發電機組、輸煤系統及碼頭系統的運維，實現了本公司運維項目新領域的突破。2023年12月，本集團收購陽西電廠#1-#2燃煤機組脫硫脫硝項目資產，陽西電廠#1-#2號機組煙氣脫硫脫硝運維項目自資產交割日起轉變為自有資產運營，該項目不僅運營期持久而且充實了本集團的項目資產。各項目的穩定運行，達標排放，為本集團提供穩健的業績增長來源。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The following table sets forth the installed capacities and status of the O&M projects of the Group under operation during the Reporting Period:

於報告期內，本集團的投運運維項目的裝機容量及項目情況如下：

No. 編號	Project name 項目名稱	Type of project 項目類型	Starting date of service 服務起始日期 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)	Installed capacity 裝機容量
1	O&M Project for Yangcheng #1-6 Unit Flue Gas Desulfurization 陽城1-6號機組煙氣脫硫運維項目	Desulfurization and dust removal 脫硫除塵	July 2018 2018年7月	March 2025 2025年3月	6×350MW
2	O&M Project for Yangcheng #7-8 Unit Flue Gas Desulfurization 陽城7-8號機組煙氣脫硫運維項目	Desulfurization, dust removal and slag removal 脫硫除塵除渣	June 2018 2018年6月	March 2025 2025年3月	2×600MW
3	O&M Project for Qinzhou Desulfurization 欽州脫硫運維項目	Desulfurization 脫硫	July 2015 2015年7月	June 2024 2024年6月	2×630MW+2×1000MW 2×630MW+2×1000MW
4	O&M Project for Jingjiang Flue Gas Desulfurization and Dust Removal 靖江煙氣脫硫及除塵運維項目	Desulfurization and dust removal 脫硫除塵	March 2016 2016年3月	December 2025 2025年12月	2×660MW
5	O&M Project for Flue Gas Desulfurization and Denitrification of Yangxi Power Plant Unit #1-2 (Note 1) 陽西電廠1-2號機組煙氣脫硫脫硝運維項目(附註1)	Desulfurization and denitrification 脫硫脫硝	January 2017 2017年1月	Asset delivery date 資產交割日	2×660MW
6	O&M Project for Flue Gas Desulfurization and Denitrification of Yangxi Power Plant Unit #3-4 陽西電廠3-4號機組煙氣脫硫脫硝運維項目	Desulfurization and denitrification 脫硫脫硝	January 2017 2017年1月	December 2028 2028年12月	2×600MW
7	Commissioned Operation Project for Shouguang Auxiliary Ashing and Sulfurization Control System 壽光灰硫化輔控系統委託運行項目	Desulfurization 脫硫	May 2018 2018年5月	March 2024 2024年3月	2×1000MW
8	O&M Project of Jinxi Steel 津西鋼鐵運維項目	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	March 2019 2019年3月	August 2026 2026年8月	265 m ² sintering machines 265 m ² 燒結機
9	O&M Project for Denitrification, Desulfurization and Dust Removal on 350 m ² Sintering Machines of Tianjin Iron Plant 天津鐵廠350平米燒結機脫硫脫硝除塵運維項目	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	November 2019 2019年11月	November 2025 2025年11月	350 m ² sintering machines 350 m ² 燒結機

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

No. 編號	Project name 項目名稱	Type of project 項目類型	Starting date of service 服務起始日期 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)	Installed capacity 裝機容量
10	O&M Project for Denitrification on 360 m ² Sintering Machines of Tianjin Iron Plant 天津鐵廠360平米燒結機脫硝運維項目	Denitrification 脫硝	December 2019 2019年12月	December 2025 2025年12月	360 m ² sintering machines 360 m ² 燒結機
11	O&M Project for Desulfurization, Denitrification and Wastewater Zero-discharge System Equipment Maintenance Works of #5 & 6 units of Yangxi Plant 陽西連維電廠5、6機組脫硫脫硝及廢水零排系統設備維護項目	Desulfurization, denitrification and wastewater zero discharge 脫硫脫硝廢水零排	January 2022 2022年1月	August 2027 2027年8月	2×1240MW 2×1240MW
12	Operation and Maintenance Service Project for Environmental Protection Facilities of Shanxi Yuguang Power Generation Co., Ltd. 山西昱光發電有限責任公司環保設施運行檢修服務項目	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	December 2021 2021年12月	July 2026 2026年7月	2×300MW+2×350MW 2×300MW+2×350MW
13	O&M Project of Hegang Chenggang (Note 2) 河鋼承鋼運維項目(附註2)	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	April 2022 2022年4月	April 2027 2027年4月	180 m ² sintering machines 180 m ² 燒結機
14	Contract Operation Project for Desulfurization and Denitrification System of No. 2 Sintering Plant of Jinxi Iron and Steel Group Co., Ltd. 津西鋼鐵集團有限公司燒結廠二燒脫硫脫硝系統承包運營項目	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	July 2021 2021年7月	August 2026 2026年8月	265 m ² sintering machines 265 m ² 燒結機
15	O&M Project for Sintering Machine Flue Gas Purification Device relating to the Integrated Project of Removing the Old District of HBIS Hansteel from Urban Area of Handan Steel Group Co., Ltd. 邯鄲鋼鐵集團有限責任公司河鋼邯鋼老區退城整合項目燒結機煙氣淨化裝置運維項目	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	April 2023 2023年4月	April 2028 2028年4月	435 m ² sintering machines 435 m ² 燒結機
16	O&M Project for 2×1000MW Desulfurization System of Nanyang 南陽2×1000MW脫硫系統運行維護項目	Desulfurization system 脫硫系統	August 2021 2021年8月	November 2024 2024年11月	2×1000MW 2×1000MW

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 編號	Project name 項目名稱	Type of project 項目類型	Starting date of service 服務起始日期 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)	Installed capacity 裝機容量
17	Maintenance Project for 2×660MW Lime Sulfur and Coal Transportation of Panji Power Plant of Danji Huainan Mining 潘集淮南礦業潘集電廠2×660MW灰硫輸煤運輸維護項目	Ash and slag removal, desulfurization and denitrification 除灰渣、脫硫、脫硝	November 2022 2022年11月	November 2024 2024年11月	2×660MW
18	O&M Project for Environmental Protection Facilities of Shanxi International Energy Yuguang Coal and Electricity Co., Ltd. 山西國際能源裕光煤電有限責任公司環保設施運維項目	Desulfurization and dust removal 脫硫及除塵	April 2022 2022年4月	March 2025 2025年3月	1×1000MW
19	Desulfurizer Purchase and Sale Project of Chengde Branch of Hebei Steel Co., Ltd. (Note 2) 河鋼股份有限公司承德分公司脫硫劑採購買賣項目 (附註2)	Denitrification, desulfurization and dust removal 脫硝脫硫及除塵	February 2022 2022年2月	February 2027 2027年2月	180 m ² sintering machines 180 m ² 燒結機
20	Outsourcing Operation Project for Desulfurization and Denitrification of Sintering Plant 450 of Hebei Jinxi Steel Group Co., Ltd. 河北津西鋼鐵集團股份有限公司燒結廠450脫硫脫硝除塵外委運營項目	Desulfurization, denitrification and dust removal 脫硫脫硝及除塵	September 2022 2022年9月	August 2025 2025年8月	450 m ² sintering machines 450 m ² 燒結機
21	Auxiliary Control Operation and Auxiliary Production Service Project for Ash Vulcanization of Qingyuan Power Plant of Guangdong Company 廣東公司清遠電廠灰硫化輔控運行及輔助生產服務項目	Auxiliary control operation and auxiliary production service for ash vulcanization 灰硫化輔控運行及輔助生產服務	October 2022 2022年10月	October 2025 2025年10月	2×300MW+2×350MW 2×300MW+2×350MW
22	O&M Project (Excluding Desulfurization and Denitrification) for 135 MW Generator Unit of Jinxi Steel 津西鋼鐵135發電機組(不含脫硫脫硝)運行維護項目	O&M for generator unit 發電機組運維	October 2022 2022年10月	October 2026 2026年10月	135MW 135MW

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 編號	Project name 項目名稱	Type of project 項目類型	Starting date of service 服務起始日期 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)	Installed capacity 裝機容量
23	O&M Project for 299,000 cubic meters Blast Furnace Gas Tank of Jinxi Steel 津西鋼鐵29.9萬立高爐煤氣櫃運行維護項目	O&M for gas cabinet equipment for vertical blast furnace 立高爐煤氣櫃設備運維	October 2022 2022年10月	October 2026 2026年10月	299,000 29.9萬
24	Emergency Repair Project for the Desulfurization System of Shizuishan 石嘴山脫硫系統應急搶修項目	Desulfurization 脫硫	February 2023 2023年2月	March 2023 2023年3月	4×330MW 4×330MW
25	Operation Project for Desulfurization and Denitrification of No. 1 Sintering Plant of Jinxi Iron and Steel Group Co., Ltd. 津西鋼鐵集團有限公司燒結廠一燒脫硫脫硝運營項目	Desulfurization, denitrification and dust removal 脫硫脫硝及除塵	September 2023 2023年9月	August 2026 2026年8月	265 m ² sintering machines 265m ² 燒結機
26	Outsourcing Contracting project for Pellet Desulfurization of Sintering Plant of Jinxi Iron and Steel Group Co., Ltd. 津西鋼鐵集團有限公司燒結廠球團脫硫外委承包項目	Desulfurization and dust removal 脫硫及除塵	September 2023 2023年9月	August 2026 2026年8月	265 m ² sintering machines 265m ² 燒結機
27	O&M Project for #1, #2 and #3, 250 Rolling Line Heating Furnace Denitrification System of Steel Company 型鋼公司#1、#2#3、250軋線加熱爐脫硝系統維保運維項目	Denitrification 脫硝	September 2023 (Note 3) 2023年9月(附註3)	August 2026 2026年8月	1,390,000 tons + 2,200,000 tons + 378,000 tons 139萬噸+ 220萬噸+ 37.8萬噸
28	O&M Project for Heating Furnace Denitrification System of Steel Sheet Pile Technology Co., Ltd. 鋼板樁型鋼科技有限公司加熱爐脫硝系統維保運維項目	Denitrification 脫硝	September 2023 (Note 3) 2023年9月(附註3)	August 2026 2026年8月	545,000 tons 54.5萬噸
29	O&M Project for Denitrification System of the First and Second Rolling Heating Furnaces of Jinxi Iron and Steel Strip Plant 津西鋼鐵帶鋼廠一軋、二軋加熱爐脫硝系統維保運維項目	Denitrification 脫硝	September 2023 2023年9月	August 2026 2026年8月	2,686,000 tons 268.6萬噸

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 編號	Project name 項目名稱	Type of project 項目類型	Starting date of service 服務起始日期 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)	Installed capacity 裝機容量
30	O&M Project for Green Island of 2×350MW Low Heating Value Coal Power Generation Project of Jijiantou Shouyang Thermal Power Co., Ltd. (transition period)	Desulfurization, denitrification and dust removal	Since the start of production preparations for the #1 & #2 unit of Green Island Project	October 2023 (Note 4)	2×350MW
	冀建投壽陽熱電有限責任公司2×350MW低熱值煤發電工程環保島運行及維護項目(過渡期)	脫硫脫硝除塵	自開始執行#1#2機組環保島項目生產準備工作之日起	2023年10月(附註4)	2×350MW
31	Equipment Maintenance Project Contract for #1-#6 units of Yangxi Power Plant (maintenance of coal transportation system of the whole plant and dock system)	Coal transportation/terminal	December 2023	December 2028	2×600MW+ 2×660MW+ 2×1240MW
	陽西電廠#1-#6機組設備維護工程承包項目(全廠輸煤系統、碼頭系統維護)	輸煤/碼頭	2023年12月	2028年12月	2×600MW+ 2×660MW+ 2×1240MW
32	O&M Service Project for the Desulfurization System of the Power Center of Shandong Yulong Thermal Power Co., Ltd.	Desulfurization (including wet electrostatic precipitator)	March 2024 (Note 5)	March 2027	6×670t/h
	山東裕龍熱力有限公司動力中心脫硫系統運行維護服務項目	脫硫(含濕式電除塵器)	2024年3月(附註5)	2027年3月	6×670t/h

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

- Notes:*
1. The project was transformed into self-owned asset operation from the asset delivery date of Units #1-#2 to December 2039. For details, please refer to the announcement of the Company dated 27 October 2023 and the circular of the Company dated 12 December 2023.
 2. The owner's units suspended operation in October 2023. The times of the resumption of production and contract execution of the units are to be determined by the owner.
 3. The service period of this project has been readjusted due to the signing of a supplementary agreement.
 4. The expiration date of the transitional contract service period will be automatically postponed to the effective date of the formal O&M business contract.
 5. The service period is tentative, and the specific beginning time of the service is subject to official notification from the owner.

Concession Operation Business

Under the concession operation business model, the Group is responsible for the financing, investment, construction and operation of a project according to its concession contracts with its customers.

In 2023, the Group continued to carry out its concession operation business, including desulfurization, denitrification and green island. As of 31 December 2023, the Group accumulated 7 operating concession operation projects, and apart from Shanxi Puzhou Phase I BOT Project (*Note 1*), all of which have been put into operation smoothly, laying a strong foundation for the Group's continuous operation and stable development.

- 附註:*
1. 該項目自#1-#2號機組資產交割日起至2039年12月轉變為自有資產運營，詳情請參閱本公司日期為2023年10月27日的公告及2023年12月12日的通函。
 2. 業主機組於2023年10月暫停運行，機組復產及合同執行時間待業主確定。
 3. 該項目因簽訂補充協議，重新調整服務期限。
 4. 過渡期合約服務期屆滿日會自動順延至正式運維商務合約生效日。
 5. 此服務期限為暫定日期，具體服務開始時間以業主正式通知為準。

特許經營業務

在特許經營業務模式下，本集團負責根據與其客戶訂立的特許經營合同為項目籌措資金、投資、建設及運營。

於2023年，本集團繼續運營其特許經營業務，包括脫硫、脫硝及環保島。於2023年12月31日，本集團累計在執行7個特許經營項目，除山西蒲洲一期BOT項目(*附註1*)外，所有項目均已順利投運，為本集團持續經營和穩定發展奠定重要基礎。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The following table sets forth details of the concession operation projects of the Group under operation during the Reporting Period:

於報告期內，本集團投運的特許經營項目詳情如下：

No.	Project name	Installed capacity	Type of project	Newly built/Upgraded	Total investment	Date of entering into contract	Expiry date of concession period
序號	項目名稱	裝機容量	項目類型	新建/改造	投資總額 RMB million 人民幣百萬元	合同簽訂日期 (Month/Year) (年/月)	特許經營期限屆滿日期 (Month/Year) (年/月)
1	Jiangxi Jinggangshan BOT Project	2×300MW+	Desulfurization	Newly built	224	January 2008 (for Phase I)	July 2030 (for Phase I)
		2×660MW				August 2008 (for Phase II)	December 2030 (for Phase II)
	江西井冈山BOT項目	2×300MW+	脫硫	新建	224	2008年1月(一期)	2030年7月(一期)
		2×660MW				2008年8月(二期)	2030年12月(二期)
2	Shanxi Hejin BOT Project	2×350MW	Denitrification	Newly built	122 (Note 2)	June 2012	September 2033 (for Unit #1)
							May 2033 (for Unit #2)
	山西河津BOT項目	2×350MW	脫硝	新建	122(附註2)	2012年6月	2033年9月(1號機組)
							2033年5月(2號機組)
3	Shanxi Puzhou Phase I BOT Project (Note 1)	2×300MW	Denitrification	Newly built	84	June 2012	January 2034 (for Unit #1)
							May 2033 (for Unit #2)
	山西蒲洲一期BOT項目(附註1)	2×300MW	脫硝	新建	84	2012年6月	2034年1月(1號機組)
							2033年5月(2號機組)
4	Shanxi Puzhou Phase II BOT Project	2×350MW	Desulfurization	Newly built	112	May 2014	End of 2037
	山西蒲洲二期BOT項目	2×350MW	脫硫	新建	112	2014年5月	2037年底
5	Xinjiang Shenhua BOT Project	4×350MW	Green Island	Upgraded	496 (Note 2)	June 2017	End of 2032
	新疆神火BOT項目	4×350MW	環保島	改造	496(附註2)	2017年6月	2032年底
6	Huainan Guqiao BOT Project	2×330MW	Green Island	Upgraded	173	May 2018	End of 2033
	淮南顧橋BOT項目	2×330MW	環保島	改造	173	2018年5月	2033年底
7	Xinjiang Guotai Xinhua BOT Project	2×350MW	Green Island	Upgraded	150	July 2018	June 2028
	新疆國泰新華BOT項目	2×350MW	環保島	改造	150	2018年7月	2028年6月
8	Guangxi Laibin Desulfurization, Denitrification and Dust Removal BOO Project	2×300MW	Green Island	Upgraded	281	December 2018	End of 2033
	廣西來賓脫硫脫硝除塵BOO項目	2×300MW	環保島	改造	281	2018年12月	2033年底

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Notes:

1. Shanxi Puzhou Phase I BOT Project has been under negotiation stage for buy-back from the owner, and the related BOT business has been suspended.
2. According to the requirements of the national environmental protection policy, the current denitrification technical direction of the project needs to be changed from the original liquid ammonia to urea by the end of 2023. After a supplementary agreement was negotiated and signed by both parties, it is expected that the investment on Shanxi Hejin BOT Project and Xinjiang Shenhua BOT Project will be increased by approximately RMB27 million and approximately RMB6 million respectively based on the original investment amount.

2.2 Water Treatment Business

During the Reporting Period, the newly signed orders for the Group's water treatment business increased significantly as compared with the same period last year. Relying on its engineering implementation experience and performance foundation in the field of water treatment, it not only achieved remarkable results in the papermaking industry, but also simultaneously achieved double zero breakthroughs in other industries. The Group successfully entered the coking salt-distribution zero-discharge sector and titanium dioxide industries, significantly increasing its market share in the field of industrial wastewater treatment, which has far-reaching significance for the expansion of the coverage of the Company's water treatment business segment. The Group also won the bids for EPC and O&M works in the external drainage deep treatment project supporting the sulfide-titanium ferro-titanium project of Inner Mongolia Guocheng Resources Comprehensive Utilization Co., Ltd., and has obtained a concession operation period of 20 years in the concentrated water salt extraction zero-discharge system project of the Lubao Industrial Park Wastewater Treatment Center, thus laying a solid foundation for the source of revenue of the Group's water treatment business. As of 31 December 2023, the Group had 14 water treatment projects in operation.

附註：

1. 山西蒲洲一期BOT項目已處於業主回購洽談階段，相關BOT業務已暫停。
2. 根據國家環保政策要求，需要於2023年底將該項目現用的脫銷技術路線由原先的液氨更改為尿素。經雙方協商簽訂補充協議，在原有的投資額基礎上，山西河津BOT預計新增約人民幣27百萬元，新疆神火BOT項目預計新增約人民幣6百萬元。

2.2 水處理業務

報告期內，本集團水處理業務新簽訂單較上年同期大幅增加。憑藉本集團在水處理領域的工程實施經驗和業績基礎，不僅在造紙行業再創佳績，又同步在其他行業領域實現雙「0」突破，本集團成功進軍焦化提鹽零排領域和鈦白粉行業，為本集團在工業廢水處理領域顯著提升市場佔有率，對本公司水處理業務板塊佈局的延展具有深遠意義。本集團在內蒙古國城資源綜合利用有限公司硫鈦鐵項目配套外排水深度處理項目中同時囊括EPC與運維，在瀋陽工業園區污水處理中心濃水提鹽零排放系統工程項目中取得特許經營期20年，給本集團水處理業務收益打下了堅實的基礎。截至2023年12月31日，本集團在執行14個水處理項目。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The following table sets forth details of the water treatment projects being implemented by the Group during the Reporting Period:

於報告期內，本集團在執行的水處理業務項目如下：

No.	Project name	Type of project	Date of entering into contract	Expiry date of service contract/concession operation period
序號	項目名稱	項目類型	合同簽訂時間 (Month/Year) (年/月)	服務合約／特許經營 期限屆滿日期 (Month/Year) (年/月)
1	Sewage Advanced Treatment and Recycle Project for Coking Wastewater/Sewage and Renewable Resource Utilization of Shanxi Lubao Industrial Park 山西潞寶工業園區焦化廢(污)水及再生資源化利用污水深度處理及回用項目	Asset acquisition 資產收購	June 2019 2019年6月	Equivalent to the service life of the assets of the sewage treatment center 等同污水處理中心資產使用壽命
2	Concentrated Water Advanced Treatment System Project of Lubao Industrial Park Sewage Treatment Center 潞寶工業園區污水處理中心濃水深度處理系統項目	Self-built 自建	November 2020 2020年11月	Equivalent to the service life of the assets of the sewage treatment center 等同污水處理中心資產使用壽命
3	Wastewater Zero Discharge Project for the Coking Plant of Tianjin Iron Works Co., Ltd. 天津鐵廠有限公司焦化廠廢水零排放項目	EPC	August 2021 2021年8月	N/A 不適用
4	Wastewater Treatment System EPC Project of Binzhou Hongnuo Company 濱州宏諾公司廢水處置系統EPC工程項目	EPC	September 2021 2021年9月	N/A 不適用
5	Technical Service Project for Yakela Sewage Treatment Station of Sinopec Northwest Oilfield Branch 中石化西北油田分公司雅克拉採出水處理技術服務項目	O&M 運維	October 2021 2021年10月	February 2024 (Note) 2024年2月(附註)
6	Domestic Sewage Treatment and Operation Commissioned Project of Xinjiang Northwest Oilfield Drilling Team 新疆西北油田鑽井隊生活污水處理生產運行委託項目	O&M 運維	January 2022 2022年1月	June 2024 2024年6月
7	Wastewater/Sewage Collection and Treatment Project of Changzhi Yuanyan Pharmaceutical Technology Co., Ltd. 長治市元延醫藥科技有限公司(廢)污水接納處理項目	O&M 運維	January 2022 2022年1月	One year from the date of receiving sewage 接收污水日起一年
8	Sewage Treatment and Renovation EPC Project for Pulping and Paper Production of Shandong Bohui Paper Co., Ltd. 山東博匯紙業股份有限公司制漿造紙污水處理改造EPC項目	EPC	April 2022 2022年4月	N/A 不適用

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No.	Project name	Type of project	Date of entering into contract	Expiry date of service contract/concession operation period
序號	項目名稱	項目類型	合同簽訂時間 (Month/Year) (年/月)	服務合約/特許經營 期限屆滿日期 (Month/Year) (年/月)
9	Supplementary Agreement for Wastewater Zero Discharge Project of Coking Plant of Tianjin Iron Works Co., Ltd. 天津鐵廠有限公司焦化廠廢水零排放項目補充協議	EPC	January 2023	N/A
10	Installation and Construction Project for Ozone Room and Liquid Ammonia Storage System of Lubao Industrial Park Sewage Treatment Center 潞寶工業園區污水處理中心臭氧間及液氨貯存系統消缺維修及安裝施工項目	EPC	February 2023	N/A
11	Engineering Project for Concentrated Water Salt Extraction Zero Discharge System of Lubao Industrial Park Sewage Treatment Center 潞寶工業園區污水處理中心濃水提鹽零排放系統工程項目	BOO	August 2023	20 years from the date of completion of performance acceptance
12	System Project for Production and Operation Technical Transformation Project of Sewage Treatment SS reduction (Suspended Solids Concentration) in 2023 of Yunnan Yunjing Lin Paper Co., Ltd. 雲南雲景林紙股份有限公司2023年生產經營性技改項目污水處理降低SS(固體懸浮物濃度)系統項目	EPC	August 2023	N/A
13	External Drainage Deep Treatment Project Supporting for the Iron Sulfur Titanium Project of Inner Mongolia Guocheng Resources Comprehensive Utilization Co., Ltd. 內蒙古國城資源綜合利用有限公司硫鈦鐵項目配套外排水深度處理項目	EPC+O&M	August 2023	The term of O&M is 9 years after EPC completion
14	HRO Concentrated Water Recovery Project for Gansu Baili Jinchang Project 甘肅佰利聯金昌項目HRO濃水回收項目	EPC	October 2023	N/A
		EPC	2023年10月	不適用

Note: The service period was originally scheduled to expire in September 2024. After negotiation between both parties, the service was terminated earlier in February 2024.

附註: 根據協議原定於2024年9月服務期屆滿，經雙方協商，於2024年2月提前終止服務。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

2.3 Hazardous and Solid Waste Treatment/Disposal Business

During the Reporting Period, focusing on large-scale industrial production enterprises and relying on profound experience on project operation and simple and convenient integrated equipment systems, the Group's O&M Project on the Treatment of Drilling Mud Solid Waste of Sinopec Xinjiang Work Area has been put into operation smoothly; the construction of the first phase of the Cement Kiln Co-processing Hazardous and Solid Waste Treatment Project of Tangshan Yandong has been completed and a hazardous waste management license has been successfully obtained; the disposal business of the Hazardous and Solid Waste Treatment and Disposal Center of Qinghai Boqi has been operating stably, and the waste packaging and waste photovoltaic panel resource recycling project is currently under construction.

2.4 Dual-Carbon New Energy+ Business

During the Reporting Period, the Group continued to promote the layout of its new energy+ business, and the Concession Operation Project on Dry Quenching Coke Waste Heat Power Generation of Tianjin Iron Works was operating smoothly and generating stable income. In April 2023, the Group won the bid for the EPC General Contracting Project for Distributed Photovoltaic of Zhejiang Post, with a tentative installed capacity up to 300MW and is expected to be no less than 150MW. The 7 distributed photovoltaic projects acquired in May 2023, with a total installed capacity of approximately 21MW, have all been successfully connected to the grid for power generation, beginning to create continuous revenue for the Group. In December 2023, the Group has made another progress in the energy storage field by signing a contract for the EPC General Contracting Project for Technical Transformation of Thermal Storage Joint Frequency Modulation Energy Storage of China Resources Qiaokou Power Plant. During the Reporting Period, the dual-carbon new energy+ business projects implemented by the Group are as follows:

2.3 危固廢處理處置業務

於報告期內，圍繞大型工業生產企業，以深厚的項目運營經驗和簡便的集成裝備系統為依託，本集團的中石化工新疆工區鑽井泥漿固廢治理運維項目順利投產運營；唐山燕東水泥窯協同處置危固廢處理項目一期已經建設完成並成功辦理了危險廢物經營許可證；青海博奇危固廢處理處置中心處置業務穩定運行，廢舊包裝物及廢舊光伏板資源化項目正在建設中。

2.4 雙碳新能源+業務

報告期內，本集團持續推進新能源+業務佈局，天津鐵廠乾熄焦餘熱發電特許經營項目穩定運營，收益穩定；2023年4月中標浙江郵政分佈式光伏EPC總承包項目，裝機容量暫定為300MW，預計不少於150MW；2023年5月收購的7個分佈式光伏項目資產，總裝機容量約21MW，均已成功併網發電，為本集團創造持續性收入；2023年12月，本集團在儲能領域再下一城，簽訂華潤橋口電廠火儲聯合調頻儲能技改工程EPC總包項目。於報告期內，本集團在執行的雙碳新能源+業務項目如下：

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

No. 序號	Project name 項目名稱	Type of project 項目類型	Date of entering into contract 合同簽訂時間 (Month/Year) (年/月)	Expiry date of service contract 服務合約屆滿日期 (Month/Year) (年/月)
1	Equipment Supply Project for Dry Quenching Coke Waste Heat Power Generation of Shanxi Dongyi Coal Power and Aluminum Group Coal Chemical Co., Ltd. 山西東義煤電鋁集團煤化工有限公司乾熄焦餘熱發電設備供貨項目	EP	November 2021	N/A
2	BOT Project for Dry Quenching Works of Tianjin Iron Works Co., Ltd. 天津鐵廠有限公司幹熄焦工程BOT項目	BOT	July 2022	July 2032
3	EPC General Contracting Project for 300MW Distributed Photovoltaic of Zhejiang Post 浙江郵政300MW分佈式光伏EPC總承包項目	EPC	April 2023	N/A
4	Wuxi Photovoltaic Project (Note) 無錫光伏項目(附註)	Acquisition of equity interest 股權收購	May 2023	N/A
5	EPC General Contracting Project for Technical Transformation of Thermal Storage Joint Frequency Modulation Energy Storage of China Resources Qiaokou Power Plant 華潤橋口電廠火儲聯合調頻儲能技改工程EPC總包項目	EPC	December 2023	N/A

Note: The seven distributed photovoltaic project assets acquired in May 2023, with a total installed capacity of approximately 21MW.

附註：2023年5月收購的7個分佈式光伏項目資產，總裝機容量約21MW。

3. FINANCIAL POSITION AND OPERATING RESULTS

In 2023, guided and promoted by the government's policies on the reformation of environmental protection and energy structure, new energy industries such as coal-fired power, wind and solar energy storage have ushered in a period of recovery and development. The Company has also seized market opportunities and taken initiative to continuously explore into new market areas and actively developed new businesses and new clients, thereby expanding business scale and adding impetus to the Company's sustainable development. The overall production and operation of the Group have achieved good results, with revenue and net profit increasing compared with the same period last year and the asset structure remaining in sound condition.

3. 財務狀況及經營業績

2023年，受政府環保、能源結構改革等政策引導和推動，煤電、風光儲等新能源行業迎來了回暖和發展期，本公司也緊抓市場機遇，積極主動出擊，不斷開發新的市場領域，積極發展新業務、新客戶，從而擴大業務規模，為本公司的可持續發展增加動力。本集團的整體生產經營取得了良好的業績，收入及淨利潤較上年同期都有所增長，資產結構狀況良好。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Revenue

In the 2023 financial year, the Group's total revenue was RMB2,138 million, representing an increase of 12.5% from RMB1,900 million for the 2022 financial year, mainly due to the following reasons: (i) the existing orders have been carried out in an orderly manner; (ii) the increase in the number of newly operated projects in certain business sectors; and (iii) the year-on-year increase in power generation of certain O&M projects.

The Group generates revenue primarily from four operating segments: (i) flue gas treatment, (ii) water treatment; (iii) hazardous and solid waste treatment/disposal; and (iv) dual-carbon new energy+ business. The following table sets forth a breakdown of the revenue of the Group by segment for the periods indicated.

收入

於2023財政年度，本集團的收入總額為人民幣2,138百萬元，較2022財政年度的人人民幣1,900百萬元增加12.5%，主要由於(i)存量訂單有序進行；(ii)部分業務板塊新增投入執行的項目數量增加；及(iii)部分運維項目發電量同比增加。

本集團主要從四個經營分部賺取收入：(i)煙氣治理；(ii)水處理；(iii)危固廢處理處置；及(iv)雙碳新能源+業務。下表載列本集團於所示期間按分部劃分的收入明細。

		Segment revenue	
		分部收益	
		Year ended 31 December	
		截至12月31日止年度	
		2023	2022
		2023年	2022年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Flue gas treatment business	煙氣治理業務	1,703,875	1,510,016
EPC	EPC	641,393	568,983
O&M	運維	548,002	400,429
Concession Operation	特許經營	489,618	504,104
Of which: Construction	其中：建造	19,887	30,484
Operation	運營	469,731	473,620
Others	其他	24,862	36,500
Water treatment business	水處理業務	317,583	270,878
Hazardous and solid waste treatment/disposal business	危固廢處理處置業務	48,965	11,717
Dual-carbon new energy+ business	雙碳新能源+業務	67,776	107,637
Total	總計	2,138,199	1,900,248

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the 2023 financial year, revenue generated from the Group's flue gas treatment business segment was as follows:

Revenue from EPC business was RMB641 million, representing an increase of 12.7% from RMB569 million for the 2022 financial year, mainly due to the fact that the Group actively carried out market expansion, resulting in an increase in the business scale;

Revenue from O&M business was RMB548 million, representing an increase of 37.0% from RMB400 million for the 2022 financial year, mainly due to the increase in the scale of the O&M business during the Reporting Period and the year-on-year increase in the power generation of certain O&M projects; and

Revenue from concession operation business was RMB490 million, representing a decrease of 2.8% from RMB504 million for the 2022 financial year, mainly due to the completion of technical transformation of certain concession operation projects, resulting in a decrease in construction revenue as compared with the same period last year.

For the 2023 financial year, revenue from the Group's water treatment business segment was RMB317 million, representing an increase of 17.0% from RMB271 million for the 2022 financial year, mainly due to market expansion and the increase in EPC projects in the water treatment business, resulting in an increase in revenue.

For the 2023 financial year, revenue from the Group's hazardous and solid waste treatment/disposal business segment was RMB49 million, representing an increase of 308.3% from RMB12 million for the 2022 financial year, mainly due to the resumption of normal operation of projects after the relaxation of the control measures and policies for COVID-19 and the completion of the environmental protection inspection during the Reporting Period.

於2023財政年度，本集團煙氣治理業務分部的收入如下：

EPC業務收入為人民幣641百萬元，較2022財政年度的人民幣569百萬元增加12.7%，主要由於本集團積極進行市場拓展，業務規模增加所致；

運維業務的收入為人民幣548百萬元，較2022財政年度的人民幣400百萬元增加37.0%，主要由於報告期內運維業務規模增加及部分運維項目發電量同比增加所致；及

特許經營業務的收入為人民幣490百萬元，較2022財政年度的人民幣504百萬元減少2.8%，主要由於部分特許經營項目技改完成，較上年同期建造收入減少。

於2023財政年度，本集團水處理業務分部的收入為人民幣317百萬元，較2022財政年度的人民幣271百萬元增加17.0%，主要由於市場拓展，水處理業務EPC項目增加，導致收入增加。

於2023財政年度，本集團危固廢處理處置業務分部的收入為人民幣49百萬元，較2022財政年度的人民幣12百萬元增加308.3%，主要由於在新冠疫情控制措施及政策放寬及環保檢查結束後，報告期內項目正常運行。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the 2023 financial year, revenue from the Group's dual-carbon new energy+ business segment was RMB68 million, representing a decrease of 37.0% from RMB108 million for the 2022 financial year, mainly because (i) certain projects were completed and put into operation, resulting in a decrease in construction revenue; and (ii) the operating EPC projects were near to completion, while newly signed projects were still in early stages of construction, resulting in a decrease in the scale of revenue.

Cost of Sales and Services

For the 2023 financial year, the Group's cost of sales and services was RMB1,702 million, representing an increase of 12.8% from RMB1,509 million for the 2022 financial year, mainly due to (i) the existing orders have been carried out in an orderly manner; (ii) the increase in the number of newly operated projects in certain business sectors; and (iii) the increase in power generation and labor cost of certain O&M projects.

For the 2023 financial year, the cost of sales and services of the Group's flue gas treatment business segment are as follows:

The cost of sales and services for EPC business amounted to RMB577 million, representing an increase of 7.9% from RMB535 million for the 2022 financial year, mainly due to the Group actively carrying out market expansion, resulting in the increase in the business scale and hence the increase in costs;

The cost of sales and services for O&M business amounted to RMB410 million, representing an increase of 43.4% from RMB286 million for the 2022 financial year, mainly due to (i) the increase in the scale of O&M business; and (ii) the increase in power generation and labor cost of certain O&M projects; and

於2023財政年度，本集團雙碳新能源+業務分部的收入為人民幣68百萬元，較2022財政年度的人民幣108百萬元減少37.0%，主要由於(i)部分項目完工投運，建造收入減少；及(ii)EPC在執行項目接近尾期，新簽項目尚處於建設初期，收入規模減少。

銷售及服務成本

於2023財政年度，本集團的銷售及服務成本為人民幣1,702百萬元，較2022財政年度的人民幣1,509百萬元增加12.8%，主要由於(i)存量訂單有序進行；(ii)部分業務板塊新增投入執行的項目數量增加；及(iii)部分運維項目發電量及人工成本增加。

於2023財政年度，本集團煙氣治理業務分部的銷售及服務成本如下：

EPC業務的銷售及服務成本為人民幣577百萬元，較2022財政年度的人民幣535百萬元增加7.9%，主要由於本集團積極進行市場拓展，業務規模增加導致成本增加；

運維業務的銷售及服務成本為人民幣410百萬元，較2022財政年度的人民幣286百萬元增加43.4%，主要由於(i)運維業務規模增加；及(ii)部分運維項目發電量及人工成本增加；及

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The cost of sales and services for concession operation business amounted to RMB372 million, representing a decrease of 1.1% from RMB376 million for the 2022 financial year, mainly due to the completion of technical transformation of certain concession operation projects, resulting in a decrease in construction projects as compared with the same period last year.

For the 2023 financial year, the cost of sales and services for water treatment business segment was RMB269 million, representing an increase of 26.3% from RMB213 million for the 2022 financial year, mainly due to the increase in EPC projects of the water treatment business after market expansion, resulting in a corresponding increase in cost.

For the 2023 financial year, the cost of sales and services for hazardous and solid waste treatment/disposal business segment was RMB31 million, representing an increase of 138.5% from RMB13 million for the 2022 financial year, mainly due to the normal operation of projects during the Reporting Period after the relaxation of the control measures and policies for COVID-19 and the completion of the environmental protection inspection.

For the 2023 financial year, the cost of sales and services for dual-carbon new energy+ business segment was RMB43 million, representing a decrease of 49.4% from RMB85 million for the 2022 financial year, mainly because (i) the projects were completed and put into operation, resulting in a decrease in construction cost; and (ii) the operating EPC projects were near to completion, while newly signed projects were still in early stages of construction, resulting in a decrease in cost.

特許經營業務的銷售及服務成本為人民幣372百萬元，較2022財政年度的人民幣376百萬元減少1.1%，主要由於部分特許經營項目技改完成，較上年同期建造工程減少。

於2023財政年度，水處理業務的銷售及服務成本為人民幣269百萬元，較2022財政年度的人民幣213百萬元增長26.3%，主要由於市場拓展，水處理業務EPC項目增加，成本相應增加。

於2023財政年度，危固廢處理處置業務的銷售及服務成本為人民幣31百萬元，較2022年財政年度的人民幣13百萬元增加138.5%，主要由於在新冠疫情控制措施和政策放寬及環保檢查結束後，報告期內項目正常運行。

於2023財政年度，雙碳新能源+業務的銷售及服務成本為人民幣43百萬元，較2022財政年度的人民幣85百萬元減少49.4%，主要由於(i)項目完工投運，建造成本減少；及(ii) EPC在執行項目接近尾期，新簽項目尚處於建設初期，成本減少。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Gross Profit and Gross Profit Margin

For the 2023 financial year, the Group's gross profit was RMB436 million, representing an increase of 11.5% from RMB391 million for the 2022 financial year, and the gross profit margin was 20.4%, basically remaining stable from last year, mainly because (i) the existing orders have been carried out in an orderly manner; (ii) additional contracts were signed for certain EPC projects; and (iii) the increase in the number of EPC projects and O&M projects in operation during the Reporting Period resulted in the increase in gross profit as compared with last year.

The following table sets forth the Group's gross profit and gross profit margin for each of the business segment for the periods indicated:

毛利及毛利率

於2023財政年度，本集團的毛利為人民幣436百萬元，較2022財政年度的人民幣391百萬元增長11.5%，毛利率為20.4%，與上年度基本持平，主要由於本集團(i)存量項目正常有序開展；(ii)部分EPC項目簽訂增補合同；及(iii)報告期內，在執行EPC項目和運維項目數量增加，毛利較上年增加。

下表載列本集團於所列期間各業務分部的毛利及毛利率：

		Year ended 31 December 2023 截至2023年 12月31日止年度		Year ended 31 December 2022 截至2022年 12月31日止年度	
		Gross Profit Margin 毛利率		Gross Profit Margin 毛利率	
		RMB'000 人民幣千元	% 百分比	RMB'000 人民幣千元	% 百分比
Flue Gas Treatment Business	煙氣治理業務				
EPC	EPC	64,277	10.0	33,804	5.9
O&M	運維	137,944	25.2	113,971	28.5
Concession Operation	特許經營	117,775	24.1	128,126	25.4
Of which: Construction	其中：建造	200	1.0	244	0.8
Operation	運營	117,575	25.0	127,882	27.0
Others	其他	24,787	99.7	35,744	97.9
Water Treatment Business	水處理業務	48,028	15.1	58,084	21.4
Hazardous and Solid Waste Treatment/Disposal Business	危固廢處理處置業務	18,422	37.6	(935)	(8.0)
Dual-Carbon New Energy+ Business	雙碳新能源+業務	24,867	36.7	21,984	20.4
Total	總計	436,100	20.4	390,778	20.6

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the 2023 financial year, the gross profit of the Group's flue gas treatment business segment is as follows:

The gross profit of EPC business was RMB64 million, representing an increase of 88.2% from RMB34 million for the 2022 financial year, mainly due to (i) the increase in the scale of the EPC business after market expansion; and (ii) additional contracts were signed for certain EPC projects, resulting in an increase in gross profit;

The gross profit of O&M business was RMB138 million, representing an increase of 21.1% from RMB114 million for the 2022 financial year, mainly due to (i) the increase in the scale of O&M business in operation after market expansion; and (ii) the increase in power generation of certain O&M projects, resulting in an increase in gross profit; and

The gross profit of the concession operation business was RMB118 million, representing a decrease of 7.8% from RMB128 million for the 2022 financial year, mainly due to the fact that certain concession projects entered the maintenance period and the cost increased, resulting in a decrease in gross profit.

For the 2023 financial year, the gross profit of the Group's water treatment business segment was RMB48 million, representing a decrease of 17.2% from RMB58 million for the 2022 financial year, mainly due to (i) the increase in the proportion of revenue from EPC projects; and (ii) adjustment in the water price settlement method for certain projects, resulting in a decrease in gross profit.

For the 2023 financial year, the gross profit of the Group's hazardous and solid waste treatment/disposal business segment was RMB18 million, which increased RMB19 million from negative RMB1 million for the 2022 financial year, mainly due to the normal operation of projects during the Reporting Period after the relaxation of the control measures and policies for COVID-19 and the completion of the environmental protection inspection.

於2023財政年度，本集團煙氣治理業務分部的毛利如下：

EPC業務的毛利為人民幣64百萬元，較2022財政年度的人民幣34百萬元增加88.2%，主要由於(i)市場拓展，EPC業務規模增加；及(ii)部分EPC項目簽訂增補合同，導致毛利增加；

運維業務的毛利為人民幣138百萬元，較2022財政年度的人民幣114百萬元增加21.1%，主要由於(i)市場拓展，在執行運維業務規模增加；及(ii)部分運維項目發電量增加，導致毛利增加；及

特許經營業務的毛利為人民幣118百萬元，較2022財政年度的人民幣128百萬元減少7.8%，主要由於部分特許項目進入檢修期，成本增加，導致毛利減少。

於2023財政年度，本集團水處理業務分部的毛利為人民幣48百萬元，較2022財政年度的人民幣58百萬元減少17.2%，主要由於(i) EPC項目收入佔比增加；及(ii)部分項目水價結算方式調整，導致毛利減少。

於2023財政年度，本集團危固廢處理處置業務分部的毛利為人民幣18百萬元，較2022財政年度的人民幣負1百萬元增加人民幣19百萬元，主要由於在新冠疫情控制措施和政策放寬及環保檢查結束後，報告期內項目正常運行。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the 2023 financial year, the gross profit of the Group's dual-carbon new energy+ business segment was RMB25 million, representing an increase of 13.6% from RMB22 million for the 2022 financial year, mainly due to (i) certain projects were completed and put into operation in the second half of 2022, shifting from a construction period with lower gross profit to an operation period with higher gross profit; and (ii) new operating projects were added, resulting in an increase in gross profit.

Other Income and Other Gains

For the 2023 financial year, other income and other gains and losses consist primarily of interest income, investment gains, other gains and non-operating income.

For the 2023 financial year, the Group's other income and other gains, net were RMB59 million, representing a decrease of RMB156 million as compared with RMB215 million for the 2022 financial year, mainly attributable to the fact that the adjustment of the acquisition consideration for Qinghai Boqi was completed in 2022, while there was no material adjustment in 2023.

Selling and Distribution Expenses

For the 2023 financial year, the Group's selling and distribution expenses were RMB25 million, representing an increase of RMB5 million as compared with RMB20 million for the 2022 financial year, with the ratio of selling and distribution expenses to revenue increasing to 1.2% for the 2023 financial year from 1.1% for last year, mainly due to the increase in market expansion expenses.

於2023財政年度，本集團雙碳新能源+業務分部的毛利為人民幣25百萬元，較2022財政年度的人民幣22百萬元增長13.6%；主要由於(i)部分項目於2022年下半年建成投運，由毛利較低的建造期進入毛利較高的運營期；及(ii)新增加運營項目，毛利增加。

其他收入及其他收益

於2023財政年度，其他收入及其他收益及虧損主要包括利息收入、投資收益、其他收益及營業外收入等。

於2023財政年度，本集團其他收入及其他收益淨額為人民幣59百萬元，較2022財政年度的人民幣215百萬元減少156百萬元，主要由於青海博奇收購代價的調整事項已於2022年度完成，而2023年度無重大調整事項。

銷售及分銷開支

於2023財政年度，本集團銷售及分銷開支為人民幣25百萬元，較2022財政年度人民幣20百萬元增加人民幣5百萬元，銷售及分銷開支佔收入比率由上年同期1.1%升至2023財政年度的1.2%，主要由於市場拓展費用增加。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Administrative Expenses

For the 2023 financial year, the Group's administrative expenses amounted to RMB102 million, representing an increase of RMB12 million as compared with RMB90 million for the 2022 financial year. The ratio of administrative expenses to revenue increased to 4.8% for the 2023 financial year from 4.7% for the 2022 financial year, mainly due to (i) the increase in the scale of administrative expenses due to mergers and acquisitions and the establishment of new operating entities; and (ii) the increase in certain labor costs.

Research and Development (“R&D”) Expenses

For the 2023 financial year, the Group's R&D expenses amounted to RMB56 million, representing a decrease of RMB3 million as compared with RMB59 million for the 2022 financial year. The ratio of R&D expenses to revenue decreased from 3.1% for the same period last year to 2.6% for the 2023 financial year.

Finance Costs

The Group's finance costs consisted of interest expenses on bank borrowings, other borrowings and lease liabilities. For the 2023 financial year, the Group's finance costs were RMB14 million, remaining unchanged as compared with RMB14 million for the 2022 financial year.

Gearing Ratio

The gearing ratio is calculated as a percentage of the Group's total liabilities over the Group's total assets. For the 2023 financial year, the Group's gearing ratio was 38.9%, decreased by 0.8 percentage points from 39.7% for the same period last year.

行政開支

於2023財政年度，本集團的行政開支為人民幣102百萬元，較2022財政年度人民幣90百萬元增加人民幣12百萬元，行政開支佔收入比率由上年同期的4.7%升至2023財政年度的4.8%，主要由於(i)併購和成立新經營實體，行政開支規模增加；及(ii)部分人工成本有所增加。

研究及開發(「研發」)開支

於2023財政年度，本集團的研發開支為人民幣56百萬元，較2022財政年度人民幣59百萬元減少人民幣3百萬元，研發開支佔收入比率由上年同期的3.1%降至2023財政年度的2.6%。

財務成本

本集團的財務費用為銀行借款及其他借款和租賃負債的利息開支。於2023財政年度，本集團的財務費用為人民幣14百萬元，與2022財政年度人民幣14百萬元持平。

資產負債比率

資產負債比率乃根據本集團的負債總額佔本集團的總資產的百分比釐定。於2023財政年度，本集團的資產負債比率為38.9%，較上年同期的39.7%減少了0.8個百分點。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Income Tax Expenses

The income tax expenses of the Group for the 2023 financial year was RMB37 million, increased by 85.0% from RMB20 million for the 2022 financial year, mainly due to the increase in profit before tax of the Group for the Reporting Period.

Profit for the Year

For the 2023 financial year, the Group recorded a profit for the year of RMB237 million, representing an increase of RMB81 million from RMB156 million for the 2022 financial year. The increase was mainly due to (i) the increase in revenue of various business sectors, resulting in an increase in gross profit; (ii) the increase in government grants during the Reporting Period; and (iii) the increase in investment income of financial assets at fair value through profit or loss.

Profit Attributable to Owners of the Company

For the 2023 financial year, profit attributable to owners of the Company was RMB240 million, representing an increase of RMB88 million as compared with RMB152 million for the 2022 financial year.

Liquidity and Capital Resources

Taking into account the financial resources available to the Group, including cash and cash equivalents on hand, cash generated from operations and available facilities of the Company, and after diligent and careful enquiries, the Directors are of the view that the Group has sufficient working capital required for the Group's operations at present and for the year ending 31 December 2024.

Cash Flows

At of 31 December 2023, the Group's bank balances and cash amounted to RMB349 million, representing a decrease of RMB53 million as compared with RMB402 million as of 31 December 2022, mainly due to (i) cash outflows during the construction period of certain investment projects; and (ii) cash outflows from acquisitions of operating entities during the Reporting Period.

所得稅開支

本集團於2023財政年度的所得稅開支為人民幣37百萬元，較2022財政年度的人人民幣20百萬元增加85.0%，主要由於本集團報告期內除稅前溢利增加所致。

年內溢利

於2023財政年度，本集團年內溢利為人民幣237百萬元，較2022財政年度人民幣156百萬元增加了人民幣81百萬元。主要由於(i)部分業務領域收入增加，導致毛利增加；(ii)報告期內政府補助有所增加；及(iii)按公允價值計量且其變動計入損益的金融資產的投資收益增加。

本公司擁有人應佔溢利

於2023財政年度，本公司擁有人應佔溢利為人民幣240百萬元，較2022財政年度人民幣152百萬元增加了人民幣88百萬元。

流動資金及資本來源

考慮到本集團可動用的財務資源(包括本公司手頭的現金及現金等價物、經營所得現金及可動用融資，並審慎及仔細查詢後，董事認為本集團擁有充足營運資金，滿足本集團目前及截至2024年12月31日止年度的經營需求。

現金流量

於2023年12月31日，本集團的銀行結餘及現金為人民幣349百萬元，較截至2022年12月31日的人人民幣402百萬元減少人民幣53百萬元，主要由於報告期內(i)部分投資項目建設期現金流出；及(ii)收購經營實體現金流出。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Capital Expenditure

The capital expenditure of the Group comprises expenditures on the acquisition and construction of investment projects as well as equity investment. For the 2023 financial year, the total capital expenditure of the Group was RMB144 million, representing a decrease of 26.2% as compared with RMB195 million for the 2022 financial year.

Contingent Liabilities

As of 31 December 2023, the Group did not have any material contingent liabilities.

Pledge of the Group's Assets

As of 31 December 2023, the Group's bank borrowing of RMB43 million was secured by mortgage of certain properties and land use rights owned by the Group.

Jinggangshan Boqi, a subsidiary of the Company, as the lessee, had entered into a finance lease arrangement (the "**Finance Lease Agreement**") with CITIC Financial Leasing Co., Ltd. ("**CITIC Leasing**"). Beijing Boqi had pledged all its equity interests in Jinggangshan Boqi and the service fee receivables under the Jinggangshan Boqi service concession agreement to CITIC Leasing to guarantee its liabilities under the Finance Lease Agreement.

Handan Boqi Environmental Technology Co., Ltd. (邯鄲博奇環保科技有限公司) ("**Handan Boqi**"), a subsidiary of the Company, as the lessee, had entered into a finance lease arrangement (the "**Finance Lease Agreement**") with Jiangsu Financial Leasing Co., Ltd. (the "**Jiangsu Financial Leasing**"). Beijing Boqi had pledged all its equity interests in Handan Boqi and the service fee receivables under the Handan Boqi Service Concession Agreement to Jiangsu Financial Leasing to guarantee its liabilities under the Finance Lease Agreement.

資本開支

本集團的資本開支主要包括購置和建設投資項目及股權投資。於2023年財政年度，本集團的資本開支總額為人民幣144百萬元。較2022財政年度的人民幣195百萬元減少26.2%。

或然負債

於2023年12月31日，本集團並無重大或然負債。

本集團資產抵押

於2023年12月31日，本集團銀行借款中人民幣43百萬元以擁有的部分房產及土地使用權提供抵押擔保。

本集團的附屬公司井岡山博奇作為承租人，與中信金融租賃有限公司(「**中信租賃**」)訂立融資租賃安排(「**融資租賃協議**」)。北京博奇將其持有的井岡山博奇的全部股權及井岡山博奇服務特許經營協議項下的服務費應收款項質押予中信租賃，以擔保融資租賃協議項下的責任。

本集團的附屬公司邯鄲博奇環保科技有限公司(「**邯鄲博奇**」)作為承租人，與江蘇金融租賃有限公司(「**江蘇金融租賃**」)訂立融資租賃安排(「**融資租賃協議**」)。北京博奇將其持有的邯鄲博奇的全部股權及邯鄲博奇服務特許經營協議項下的服務費應收款項質押予江蘇金融租賃，以擔保融資租賃協議項下的責任。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

4. RISK FACTORS AND RISK MANAGEMENT

Risks on environmental protection and pollution control policies

The Group provides substantially all of its environmental protection services to customers in the PRC, and the development of its businesses is greatly dependent on the pollution preventive policies of the PRC. Environmental protection industry is one of the major industries that benefit from the constant support of the PRC governments. The demand for the Group's environmental protection services and the revenue generated from are directly linked with the environmental protection requirements imposed on the current and potential customers of the Group. However, there can be no assurance that the specific favourable policies which are currently available will continue to exist. In addition, these policies and incentives may attract additional new market entrants to enter the market, and may also encourage the market entrants to provide other products or services with greater pollution control effects than the products and services of the Group. Therefore, there is no assurance that the Group will directly benefit from the changed industry policies. However, as the leader of the independent comprehensive flue gas treatment service provider in China, the Group will seize market opportunities to further cover the entire industrial chain of the flue gas treatment industry and explore potential markets. At the same time, the Group will actively develop new markets in non-electricity industries such as steel, petrochemicals and electrolytic aluminum, and develop environmental protection businesses such as industrial wastewater treatment, hazardous and solid waste treatment/disposal and dual-carbon new energy⁺, with a view to achieving the sustainable development of the Group's business.

4. 風險因素及風險管理

環保及污染防治政策的風險

本集團向中國客戶提供絕大部分環保服務，且其業務發展在很大程度上取決於中國的污染防治政策。環保行業是受惠於中國政府持續支持的主要行業之一。對本集團環保服務的需求以及於該服務產生的收益與施加於本集團現有及潛在客戶的環保規定直接相關。然而，本集團無法保證目前享有的特定優惠政策將繼續存在。此外，該等政策及激勵措施或會吸引其他新商家進入市場，並可能鼓勵污染防治效果較本集團的產品及服務更好的其他產品或服務。因此，無法保證本集團將直接受惠於已變更的行業政策。然而，本集團作為中國獨立煙氣處理綜合服務提供者的領導者，將把握市場機遇，以進一步涵蓋煙氣處理行業的全產業鏈及深挖潛在市場，同時，積極發展鋼鐵、石化、電解鋁等非電行業新領域市場，開拓工業廢水處理、危固廢處理處置、雙碳新能源⁺等環保業務，以期實現本集團業務的可持續發展。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Liquidity Risks

The Group's ability to generate adequate cash inflows from operating activities in the future will depend on the schedule of its projects and payment arrangement, its ability to recover receivables in a timely manner and the credit terms it can obtain. If the Group is not able to generate sufficient cash flows from its operations, the Group's development prospects may be materially and adversely affected. Ultimate responsibility for liquidity risk management rests with the Directors, who have established an appropriate liquidity risk management framework for the funding needs in the short, medium and long term and the Group's liquidity management requirements. The Group manages liquidity risk by various measures, such as maintaining adequate reserves, banking facilities and reserving bank facilities and continuously monitoring forecast and actual cash flows, as well as the comparison of maturity profile between financial assets and liabilities.

Credit Risks

The credit risk primarily arises from trade and notes receivables, receivables under concession arrangement, bank balance and cash, pledged bank deposit, contract assets, debt instrument at fair value through other comprehensive income, other receivables and amounts due from related parties. Due to the nature of business of the Group, the Group has significant concentration of credit risk on a small number of customers and the financial guarantee provided by the Group. As at 31 December 2023, the aggregated amount of the Group's trade receivables of the top five customers was RMB491 million, representing 39.3% of the total trade receivables of the Group as at 31 December 2023. The Group's concentration of credit risk by geographical locations is solely in the PRC, and the Group has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis.

流動資金風險

本集團未來自經營活動產生充足現金流入的能力將取決於項目時間表及付款安排、本集團及時收回應收款項的能力及本集團能取得的信貸期。倘本集團未能從營運中產生充足的現金流量，本集團的發展前景可能受到重大不利影響。董事須為流動資金風險管理負上最終責任，彼等已建立適當的流動資金風險管理框架，以滿足本集團的短期、中期及長期資金及流動資金管理需要。本集團透過維持足夠備用現金、銀行融資及預留銀行融資、持續監察預測及實際現金流量以及比對金融資產與負債的到期情況來管理流動資金風險。

信貸風險

信貸風險主要來自貿易應收款項及應收票據、特許經營安排項下的應收款項、銀行結餘及現金、已抵押銀行存款、合約資產、按公允價值計入其他全面收益的債務工具、其他應收款項以及應收關連方款項。由於本集團的業務性質，本集團的信貸風險主要集中於少數客戶以及本集團提供的財務擔保。於2023年12月31日，本集團五大客戶的貿易應收款項總額為人民幣491百萬元，佔本集團2023年12月31日貿易應收款項總額的39.3%。本集團的信貸風險地域上僅集中於中國。本集團已落實信貸政策，持續監察所面對的該等信貸風險。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Foreign Exchange and Conversion Risks

Almost all of the Group's operating activities are carried out in the PRC with most of the transactions denominated in RMB. The Group is exposed to foreign exchange and conversion risks primarily through its sales and procurement transactions that are denominated in currencies other than RMB. In addition, RMB is not freely convertible into foreign currencies and the conversion of RMB into foreign currencies is subject to rules and regulations of the foreign exchange control promulgated by the PRC Government. The Group does not have a foreign currency hedging policy. However, the Board will monitor the Group's foreign exchange exposure closely and may, depending on the circumstances and trend of foreign currency, consider adopting significant foreign currency hedging policy in the future.

5. THE GROUP'S FUTURE OUTLOOK

Under the guidance of the Group's business development plan relating to the "14th Five-Year Plan", we have positioned the two major sectors of "environmental governance and dual-carbon new energy+" as our dual development path, with a focus on advantageous industries and subdivided sectors. Through five years of development, the Group has formed three development channels of "existing business, emerging business and exploring business", and gradually realizes the development pattern of the integration of the four business segments, "gas, water, solid and dual-carbon new energy+", striving to develop into a highly competitive domestic first-class trident platform comprising "environmental protection and dual-carbon management platform, O&M service technology platform and capital investment and financing platform".

外匯與貨幣兌換風險

本集團幾乎所有經營業務均在中國進行，且大部分交易以人民幣計值。本集團所面對的外匯及兌換風險主要來自以人民幣以外的其他貨幣所進行的銷售及採購業務。此外，人民幣不可自由兌換為外幣，而且將人民幣兌換為外幣須受中國政府頒佈的外匯管制規則及條例規限。本集團並無外幣對沖政策。然而，董事將密切監察本集團的外匯風險，並可能於日後視乎外幣的情況及走勢考慮採納重大外幣對沖政策。

5. 本集團未來的展望

在本集團「十四五」業務發展規劃的指引下，我們定位「環境治理、雙碳新能源+」兩大板塊雙發展通道，聚焦優勢行業，專注細分領域，通過五年的發展，形成『存量業務、新興業務、探索業務』三個發展通道，逐步實現「氣—水—固—雙碳新能源+」四位一體的發展格局，致力發展成為極具競爭力的國內一流的「環保雙碳管理平台、運營服務科技平台及資本運作投融平台」三型平台。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

The Group strives to formulate effective measures to achieve its development goal in each phase, and steadily promote the strategic layout of each business. Relying on the technology and experience of existing projects, the Group will stabilize the scale of the flue gas treatment business to form a solid foundation for the Group and provide effective support for the Group's transformation. The Group will allocate more resources to the water treatment business and actively expand the market share of the hazardous and solid waste treatment/disposal business. The Group will achieve rapid business growth through investment, mergers and acquisitions and technical cooperation to form a substitute basis, thus providing an additional growth driver to create new profit sources for the Group. The Group will accelerate the promotion of new energy business, target the segmentation field track, and will plan its business deployment in advance to form a supporting basis with a view to continuously providing momentum for the Group's development.

The Group will continue to promote refined management and optimize human resources, as well as strengthen the construction of the corporate system and use digital technology to build a comprehensive intelligent management platform in order to improve management efficiency. Emphasizing on high authorization from management, strict assessment and incentive schemes, we will comprehensively improve our system management and control capabilities, and use refined management as a means to provide strong support and guarantee for the development of the Group. Focusing on the business development and transformation of the Group, we will optimize the organizational structure and workforce, activate organizational vitality, strengthen internal control mechanisms, standardize corporate governance and improve internal incentive mechanisms, so as to create a sound corporate platform to attract high-caliber talents.

本集團着力制定實現每個階段性發展目標的有效舉措，穩步推動每項業務戰略佈局。憑藉現有項目的技術和經驗，穩固煙氣治理業務規模，形成本集團「基本盤」，為本集團轉型提供有效支撐；加大對水處理業務的資源投入，積極開拓危廢處理處置業務的市場份額，通過投資、併購、技術合作等不同方式實現業務快速增長，形成本集團「替代盤」，為本集團打造新的利潤支撐點；加快推進新能源業務，瞄準細分領域賽道，依託本集團發展戰略，提前進行業務佈局，形成本集團「支撐盤」，為本集團發展提供持續動力。

持續推進精細管理，優化人力保障。加強本集團體系建設，利用數字化技術，建設綜合智能管理平台，提升管理效率。以「高授權、嚴考核、重激勵」為理念，全面提升系統管控能力，以精細化管理為手段，為本集團發展提供強有力的支撐和保障。圍繞本集團的業務發展與轉型，優化組織架構及人員編製，激活組織活力，強化內控機制，規範公司治理，完善內部激勵機制，打造良好的企業平台，吸引高端人才。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Group will adhere to innovation-driven development and increase its R&D efforts. Against the backdrop of “Carbon Peaking and Carbon Neutrality”, the technological R&D and innovation efforts of the Group will be more focused on new business sectors while expanding into other subdivided areas. Through the combination of technical cooperation and independent R&D, the Group will improve its own technological innovation capabilities and continuously achieve technological upgrades and breakthroughs to enhance its key technologies. By integrating resources such as technology, talents and markets, and taking into account specific business difficulties and needs, we will accelerate the transformation and application of technology and R&D results to build an advanced, scientific, standardized and high-quality low-carbon environmental protection service system.

Leveraging the power of the capital market, the Group will strive to realize industrial transformation and upgrading. The Group will optimize the industrial layout by various means, including the introduction of strategic shareholder resources, investment, mergers and acquisitions and multi-channel fundraising. Focusing on its development strategy, the Group will effectively expand its new businesses through investment, mergers and acquisitions. The Group will also introduce professional institutions to provide funds for mergers and acquisitions in the industry, which will be conducive to the transformation and synergy of the Group's business.

堅持創新驅動發展，加大研發力度。在「碳达峰•碳中和」背景下，本集團的技術研發創新方向將更加聚焦新業務領域，同時向其他細分領域拓展。通過技術合作和自主研發相結合的方式，提升自身技術創新能力，不斷實現技術升級和突破，打好關鍵核心技術攻堅戰。通過整合技術、人才、市場等資源，結合具體業務難點和需求，加快技術和研發成果的轉化和應用，構建先進科學、規範優質的低碳環保服務體系。

借助資本市場力量，實現產業轉型升級。通過引入戰略股東資源、投資併購、多渠道資金募集等不同方式，優化產業佈局。圍繞本集團發展戰略，通過投資併購形成新業務的有效擴張；引入專業機構，建立產業併購基金，助力本集團業務轉型和業務協同。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS

持有的重大投資、重大收購事項及出售事項

From 27 April 2022 to 21 February 2023, the Company conducted a series of on-market transactions to dispose of an aggregate of 19,619,000 shares of China Risun Group Limited (中國旭陽集團有限公司) (“**CRGL**”) (representing approximately 0.44% of the total issued CRGL’s shares as of 23 February 2023) at an aggregate consideration of approximately HK\$75.48 million (excluding transaction costs), representing an average price of approximately HK\$3.85 per CRGL’s share. The consideration of each of the disposals represented the prevailing market prices of the CRGL’s shares at the respective time of each of the disposals and, after deducting transaction costs, was received by the Company in cash on settlement. Upon settlement of the disposals, the Group will cease to hold any CRGL’s shares. For further details, please refer to the announcement of the Company dated 23 February 2023.

於2022年4月27日至2023年2月21日，本公司進行一連串場內交易，以總代價約75.48百萬港元（不包括交易成本）出售合共19,619,000股中國旭陽集團有限公司（「旭陽」）股份（佔於2023年2月23日的已發行旭陽股份總數約0.44%），相當於平均價格為每股旭陽股份約3.85港元。各出售事項的代價指於各出售事項各自時間旭陽股份的現行市價，而經扣除交易成本後由本公司於結算時以現金收取。於出售事項結算後，本集團將不再持有任何旭陽股份。有關進一步詳情，請參閱本公司日期為2023年2月23日之公告。

On 12 May 2023, Beijing Boqi (the “**Purchaser**”), a wholly-owned subsidiary of the Company, and Wuxi Huadong Electric Power Equipment Co., Ltd. (無錫市華東電力設備有限公司) (the “**Vendor**”), entered into the equity transfer agreement (the “**Equity Transfer Agreement**”), pursuant to which the Purchaser agreed to acquire, and the Vendor agreed to sell, 51% of the equity interest of the Wuxi Huadong No.1 Smart Energy Co., Ltd. (無錫華東壹號智慧能源有限公司) (the “**Target Company**”) at a total consideration of RMB11.26 million. The Target Company is a company incorporated in the PRC specializing in operation of distributed photovoltaic investment. Upon completion of the Equity Transfer Agreement, 51% of the equity interest of the Target Company shall be held by the Purchaser and therefore the Target Company shall become a non-wholly-owned subsidiary of the Company. Pursuant to the Equity Transfer Agreement, the Vendor guarantees to the Purchaser that the net profit before tax of the Target Company for the period from 15 February 2023 to 31 December 2023, the year ending 31 December 2024 and the year ending 31 December 2025 (the “**Guarantee Period**”) shall be no less than RMB2.50 million, RMB4.13 million and RMB4.07 million, respectively (the “**Target Profit Guarantee**”). If the

於2023年5月12日，北京博奇（「買方」）（本公司的全資附屬公司）與無錫市華東電力設備有限公司（「賣方」）訂立股權轉讓協議（「股權轉讓協議」），據此，買方同意收購而賣方同意出售無錫華東壹號智慧能源有限公司（「目標公司」）的51%股權，總代價為人民幣11.26百萬元。目標公司為一家於中國註冊成立的專業從事分佈式光伏投資營運的公司。於股權轉讓協議完成後，目標公司的51%股權將由買方持有，因此，目標公司將成為本公司的非全資附屬公司。根據股權轉讓協議，賣方向買方保證，目標公司於2023年2月15日至2023年12月31日止期間、截至2024年12月31日止年度及截至2025年12月31日止年度（「保證期」）的除稅前淨利潤分別不少於人民幣2.50百萬元、人民幣4.13百萬元及人民幣4.07百萬元（「目標利潤保證」）。倘目標公司未能達成目標利潤保證，不足部分須由賣方於相關財政年度的會計師報告發出後30日內以現金補足。倘保證期內實際淨利潤超出目標利潤保證，超出部分應由買方與賣方以3:7的基準按比例攤分。買方與賣方亦協定，倘保證期內實際除稅前淨利潤在目標利潤保證的95%至105%範圍內，即被視為已達成

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Target Company fails to satisfy the Target Profit Guarantee, the shortfall shall be made up by the Vendor in cash within 30 days of the issuance of the accountants' report for the relevant financial year. If the actual net profit before tax for the Guarantee Period exceeds the Target Profit Guarantee, the excess shall be shared proportionally between the Purchaser and the Vendor on a 3:7 basis. It was also agreed between the Purchaser and the Vendor that, if the actual net profit before tax for the Guarantee Period is within the range of 95% to 105% of the Target Profit Guarantee, the Target Profit Guarantee shall be deemed to be satisfied, therefore no shortfall shall be made up and no excess shall be shared. During the Reporting Period, the corresponding Target Profit Guarantee was satisfied. For further details, please refer to the announcement of the Company dated 12 May 2023.

On 27 October 2023, Beijing Boqi entered into Yangxi #1-#2 facilities asset transfer of desulfurization and denitrification projects agreement (the “**Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement**”) with Guangdong Huaxia Electric Development Co., Ltd (“**Guangdong Huaxia Electric**”) and Yangxi Haibin Electric Power Development Co., Ltd (“**Yangxi Electric**”) in relation to, among others, acquisition of the #1-#2 desulfurization and denitrification facilities then owned by Yangxi Electric (“**Yangxi #1-#2 Facilities**”) (except for land) by Beijing Boqi from Yangxi Electric (the “**Acquisition**”). The consideration of the Acquisition was approximately RMB154.26 million (excluding tax, being RMB174.31 million with tax included), which was determined by the parties after arm's length negotiation with reference to the asset value of Yangxi #1-#2 Facilities of approximately RMB159.03 million (excluding tax) as at 30 September 2023 appraised by an independent valuer. Completion shall take place when Yangxi Electric receives the entire consideration and completes the asset delivery procedures in accordance with Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement. Upon completion, Beijing Boqi shall own all the rights and interest (except for land) in Yangxi #1-#2 Facilities. For further details, please refer to the Company's announcement dated 27 October 2023 and circular dated 12 December 2023.

目標利潤保證，因此不足部分無需補足，超出部分也不會攤分。於報告期內，相關目標利潤保證已經達成。有關進一步詳情，請參閱本公司日期為2023年5月12日之公告。

於2023年10月27日，北京博奇與廣東華廈電力發展有限公司(「廣東華廈電力」)及陽西海濱電力發展有限公司(「陽西電力」)訂立1-2號陽西設施脫硫脫硝項目資產轉讓協議(「1-2號陽西設施脫硫脫硝項目資產協議」)，內容有關(其中包括)北京博奇自陽西電力收購當時由陽西電力擁有的1-2號脫硫脫硝設施(「1-2號陽西設施」)(土地除外)(「收購事項」)。收購事項的代價約為人民幣154.26百萬元(不含稅，含稅即為人民幣174.31百萬元)，由訂約方經參考獨立估值師評估的1-2號陽西設施於2023年9月30日的資產價值約人民幣159.03百萬元(不含稅)後公平磋商釐定。根據1-2號陽西設施脫硫脫硝項目資產轉讓協議，當陽西電力收到全部代價並完成資產交割手續時交易完成。完成後，北京博奇應擁有1-2號陽西設施的所有權利及權益(土地除外)。有關詳情，請參閱本公司日期為2023年10月27日的公告及2023年12月12日的通函。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Save as disclosed above, the Group had no significant investments held or material acquisitions and disposals of subsidiaries and associated companies during the Reporting Period and up to the date of this annual report.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2023, the Group had 1,579 employees in total (as at 31 December 2022: 1,459 employees), substantially all of whom were based in the PRC. The Group has established labor union branches. Currently, the Group has entered into employment contracts with all employees, in which the position, duties, remuneration, employment benefits, training, confidentiality obligations relating to trade secrets and grounds for termination, among other things are specified pursuant to PRC Labor Law and other relevant regulations.

The remuneration package of the employees includes salaries, bonuses and allowances. Our employees also receive supplemental medical provision, transportation allowances, meal allowances and other benefits. The Company carried out performance appraisals of employees at all levels, and implemented a performance-based salary system for management, project managers, sales directors and authorized legal representatives, and promoted the realization of business indicators through the evaluation, reward and punishment mechanism based on responsibility and rights and the staged performance review mechanism. The appraisal results are linked to performance-based remuneration and annual performance bonus. Taking into account of the characteristics of different business segments, the Company has established, improved and implemented various reward systems. By actively promoting the excess profit sharing mechanism, we has encouraged management team and employees to exert their subjective initiative to create greater efficiency for the Company. In compliance with applicable PRC regulations, the Company has contributed to social insurance funds, including pension plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance, and housing funds for all its employees.

除上述披露外，本集團於報告期內及截至本年報日期概無持有重大投資，亦無重大附屬公司及關聯公司收購或處置事項。

僱員及薪酬政策

於2023年12月31日，本集團共聘用1,579名僱員（於2022年12月31日：1,459名僱員），其中絕大多數僱員常駐中國。本集團均設有獨立工會分支。目前，本集團已與全部員工訂立了勞動合同，按照中國勞動法和其他相關法規的規定，明確約定了僱員的職位、職責、薪酬、員工福利、培訓、有關商業秘密的保密責任及終止理由等事項。

我們的員工的薪酬組合包括薪金、獎金及津貼。我們的員工亦享有補充醫療、交通補貼、午餐津貼及其他福利費。我們推行全員業績考核，在管理層、項目經理、銷售總監、特許法代崗位執行績效工資制，通過問責權利相結合的考評獎懲機制與階段性績效回顧機制，促進經營指標實現；考核結果與績效薪資、年度績效獎金掛鉤；結合不同業務板塊特點，建立完善各類獎勵制度並實施；積極推進超額利潤共享機制，鼓勵管理團隊及員工發揮主觀能動性，為本公司創造更好的效益。我們已按國家要求為員工繳納社保基金（包括養老保險、基本醫療保險、工傷保險、失業保險及生育保險）及住房公積金。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The employees of the subsidiaries of the Group established in the PRC (other than Hong Kong) participate in a contribution retirement benefit plan managed by the local municipal government in the locations in which they operate. The Group's PRC subsidiaries are required to contribute a certain percentage of their respective employees' payroll to the retirement benefit plan in accordance with the rules of the contribution retirement benefit plan. Employees of these subsidiaries are entitled to retirement benefits from the abovementioned retirement plan at their normal retirement age. The Group also participates in a pension scheme under the rules and regulations of Mandatory Provident Fund Scheme (the "MPF Scheme") for all its qualifying employees in Hong Kong. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately. The Group's contributions to the defined contribution schemes vest fully and immediately with the employees. Accordingly, (i) for the years ended 31 December 2022 and 2023, there was no forfeiture of contributions under the defined contribution schemes; and (ii) there were no forfeited contributions available for the Group to reduce its existing level of contributions to the defined contribution schemes as at 31 December 2023. No forfeited contributions may be used if there is forfeited contributions.

本集團於中國(香港除外)成立的附屬公司的僱員參與該等公司營運所在的地方市政府機關管理的供款退休福利計劃。本集團的中國附屬公司須根據供款退休福利計劃的規則，將其各自僱員薪金的某個百分比向退休計劃作出供款。該等附屬公司僱員於達致正常退休年齡時有權自上述退休計劃享有退休福利。本集團亦為其於香港的所有合資格僱員參與強制性公積金計劃(「強積金計劃」)規則及規例下的退休金計劃。根據強積金計劃，僱主及其僱員各自均須按僱員有關收入之5%向計劃作出供款，而每月有關收入的上限為30,000港元。強積金計劃供款即時歸屬。本集團對界定供款計劃的供款悉數及即時歸屬予僱員。據此，(i)截至2022年及2023年12月31日止年度，界定供款計劃項下並無被沒收供款；及(ii)截至2023年12月31日，並無已沒收供款可供本集團於減少其現有對界定供款計劃的供款水平。若有已沒收供款，亦不得使用已沒收供款。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

MAJOR SUBSEQUENT EVENTS

On 27 October 2023, Beijing Boqi entered into the Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement with Guangdong Huaxia Electric and Yangxi Electric, which became effective on 29 December 2023 since the approval by the independent shareholders of the Company at the extraordinary general meeting. According to the Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement, Beijing Boqi shall acquire from Yangxi Electric No. 1-2 Yangxi Facilities (except for land) with a consideration of RMB154.26 million (excluding tax, being RMB174.31 million with tax included). The delivery was completed on 5 February 2024 since Yangxi Electric have received the entire consideration and completed the asset delivery procedures in accordance with the Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement. Upon completion of the acquisition, the O&M services in relation to Yangxi #1-#2 Facilities provided by Beijing Boqi shall be terminated and Beijing Boqi shall be responsible for the operation, maintenance and management of the acquired assets.

主要期後事項

於2023年10月27日，北京博奇與廣東華廈電力及陽西電力訂立1-2號陽西設施脫硫脫硝項目資產轉讓協議，並於2023年12月29日自本公司獨立股東在股東特別大會上批准起生效。根據1-2號陽西設施脫硫脫硝項目資產轉讓協議，北京博奇應向陽西電力收購1-2號陽西設施（土地除外），代價為人民幣154.26百萬元（不含稅，含稅即為人民幣174.31百萬元）。由於陽西電力已收取全部代價並已根據1-2號陽西設施脫硫脫硝項目資產轉讓協議完成資產交割程序，資產交割已於2024年2月5日完成。收購事項完成後，北京博奇就1-2號陽西設施提供的運維服務應予終止，而北京博奇將負責所收購資產的運營、維護及管理。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

On 6 February 2024, the Group and Richinfo Technology Co., Ltd. (彩訊科技股份有限公司) (“**Richinfo Company**”) signed an agreement to establish Beijing Caiqi New Energy Technology Co., LTD* (“**Boqi Caiqi**”), which is engaged in the photovoltaic power generation business. The Group and Richinfo Company held 40% and 60% of the equity interests in Boqi Caiqi, respectively. The Group has invested in Boqi Caiqi to further expand its market share of the photovoltaic power generation business with a cash consideration of RMB4,000,000 and no cash consideration has been paid before the date of this annual report.

Save as disclosed in this annual report, after the Reporting Period and up to the date of this annual report, the Group had no significant events after the Reporting Period which need to be disclosed.

於2024年2月6日，本集團與彩訊科技股份有限公司(「彩訊公司」)簽訂協議，以成立從事光伏發電業務的北京彩奇新能源科技有限公司(「北京彩奇」)。本集團與彩訊分別持有北京彩奇的40%及60%股權。本集團投資於北京彩奇，以進一步擴大光伏發電業務的市場佔有率，現金代價為人民幣4,000,000元，而於本年報日期前尚未支付現金代價。

除本年報內披露外，於報告期後及截至本年報日期，本集團並無於報告期後發生而須予披露的重大事件。

Major Events for Boqi in 2023

2023年博奇公司大事記

1. 2023年1月9日，本集團獲得了《2022年度中國石油和化學工業聯合會科學技術獎》的科技進步二等獎，該獎項是本集團首次榮獲省部級科學技術獎。此次「煙氣多污染物高效協同控制技術研發與多領域應用」獲獎項目，是本集團與河北工業大學校企合作聯合申報，該獎項的獲得，是對於本集團堅持校企合作研發路線的肯定。

1. On 9 January 2023, the Group won the second prize for scientific and technological progress in the “2022 Science and Technology Award of China Petroleum and Chemical Industry Federation”, which is the first provincial and ministerial science and technology award won by the Group. The award-winning project of “R&D and multi-field application of high-efficiency collaborative control technology for flue gas multipollutants” is a joint effort between the Group and Hebei University of Technology for school-enterprise cooperation. The award is an affirmation of the Group’s commitment to the school-enterprise cooperation on R&D.



2. 2023年4月，由首都文明辦、北京市經濟和信息化局、市場監管局、商務局、文化和旅遊局、統計局、稅務局、工商聯等部門聯合舉辦的2022年度「百業萬企」共鑄誠信文明北京活動公佈了評選結果，北京博奇從全市近2,000家候選企業中脫穎而出，獲得「北京市共鑄誠信企業」榮譽稱號。

2. In April 2023, the selection result of the “Hundreds of Industries and Enterprises” was announced by the Jointly Building a Trustworthy and Civilized Beijing Event 2022, which was jointly organized by the Capital Civilization Office, Beijing Municipal Economic and Information Technology Bureau, Market Supervision Bureau, Commerce Bureau, Culture and Tourism Bureau, Statistics Bureau, Taxation Bureau, Federation of Industry and Commerce and other departments. Beijing Boqi stood out from nearly 2,000 candidate companies in the city and won the honorary title of the “Trustworthy and Civilized Enterprise in Beijing”.



Major Events for Boqi in 2023 (Continued)

2023年博奇公司大事記(續)

3. 2023年6月12日，本集團與無錫市華東電力設備有限公司就無錫華東壹號智慧能源有限公司的控股權收購事宜在本集團總部舉行簽約儀式。是本集團積極落實低碳、綠色發展要求的重要舉措，努力踐行新發展理念的重要體現。有助於加速推進「十四五」業務發展規劃，增加新能源戰略比重，並以無錫為基點，不斷拓展長三角地區、珠三角地區的新能源戰略佈局，成為華東地區分佈式光伏規模型企業。
3. On 12 June 2023, the Group and Wuxi Huadong Electric Power Equipment Co., Ltd. held a ceremony in the headquarters of the Group to sign a contract in respect of the acquisition of the controlling equity in Wuxi Huadong No. 1 Smart Energy Co., Ltd. It is an important measure for the Group to actively implement the requirements of low-carbon and green development, and is also a significant manifestation of the Group's efforts to practice the new development concept. The acquisition will help the Group to accelerate its business development plan relating to the "14th Five-Year Plan", increase the proportion of the strategic new energy business, and take Wuxi as the base to continuously expand the new energy strategic deployment in the Yangtze River Delta and Pearl River Delta regions, so as to become a large-scale enterprise engaging in distributed photovoltaic in East China.



Major Events for Boqi in 2023 (Continued)

2023年博奇公司大事記(續)

4. 本集團在「2023大氣治理招標採購綜合評價活動」中，從上百家行業知名大氣治理環保企業中脫穎而出，榮獲「2022年度大氣治理優質服務獎(★★★★★)」獎項。
4. In the “Atmospheric Governance Bidding and Purchasing Comprehensive Evaluation Activity 2023”, the Group stood out from hundreds of well-known atmospheric governance and environmental protection companies in the industry and won the “Atmospheric Governance Quality Service 2022 Award (★★★★★)”.



5. 2023年9月，在「北極星杯」2023煙氣治理影響力企業評選中，榮獲「水泥煙氣治理影響力企業」獎項；「新疆神火煤電有限公司4×350MW機組煙氣脫硫特許經營項目電石渣制漿系統工程」獲得「煙氣治理節能降碳優秀案例」獎項。
5. In September 2023, the Company won the “Influential Enterprise of Cement Flue Gas Treatment Award” in the Most Influential Flue Gas Treatment Enterprises Selection of “Polaris Cup” 2023; and the “Residue Pulp System Engineering of 4×350MW Unit Flue Gas Desulfurization Concession Operation Project of Xinjiang Shenhua Coal and Electricity Co., Ltd.” won the “Excellent Case of Flue Gas Treatment, Energy Saving and Carbon Reduction Award”.



Major Events for Boqi in 2023 (Continued)

2023年博奇公司大事記(續)

6. 本集團於2023年11月8日在唐山燕東水泥股份有限公司廠區成功舉辦水泥窯協同處置危險廢物項目的運營啟動儀式。利用燕東水泥現有的4,000t/d新型幹法水泥生產線配套建設的5萬噸／年危廢處置生產線，其中固態危險廢物2.5萬噸／年、半固態危險廢物1.5萬噸／年及液態危險廢物1萬噸／年，力爭為各企業、事業單位提供一站式服務，助力唐山市建設無廢城市，爭當城市環保助手。做到讓客戶安心，政府放心。
6. The Group successfully held the operation launch ceremony of the Cement Kiln Co-processing Hazardous Waste Project at the factory region of Tangshan Yandong Cement Co., Ltd. on 8 November 2023. A production line of hazardous waste disposal with a capacity of 50,000 tons/year is constructed utilizing Yandong Cement's existing 4,000t/d new dry process cement production line, including capacities of 25,000 tons/year of solid hazardous waste, 15,000 tons/year of semi-solid hazardous waste and 10,000 tons/year of liquid hazardous waste. We strive to provide one-stop services to enterprises and institutions, help the municipality of Tangshan to build a waste-free city and strive to contribute to the environmental protection of the city, letting customers feel contented and the government feel at ease.



Major Events for Boqi in 2023 (Continued)**2023年博奇公司大事記(續)**

7. 2023年12月，本集團中標內蒙古國城資源綜合利用有限公司硫鈦鐵項目配套外排水深度處理項目，開拓了工業鈦白粉行業的廢水處理市場，從而進一步提升了博奇工業廢水業務板塊的市場佔有率。
7. In December 2023, the Group won the bid for the construction and O&M project of the external drainage deep treatment supporting Inner Mongolia Guocheng Resources Comprehensive Utilization Co., Ltd.'s Sulfur-titanium Ferro Project, opening up the wastewater treatment market in the industrial titanium dioxide industry, thus further enhancing the market share of the wastewater business segment of Boqi Industrial.



Corporate Governance Report

企業管治報告

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 December 2023.

CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholder(s)**”) and to enhance corporate values and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules.

Mr. Zeng Zhijun assumed the dual roles of the chairman and the chief executive officer, which constitutes a deviation from code provision C.2.1 of the CG Code. With extensive experience in the environmental protection industry, Mr. Zeng Zhijun is responsible for the overall management, decision making and strategy planning of the Company and has been instrumental to the Group’s growth and business expansion. Since Mr. Zeng Zhijun is one of the key persons of for the Group’s management, the Board considers that vesting the roles of the chairman and the chief executive officer on the same person, Mr. Zeng Zhijun, would not create any potential harm to the interest of the Group and it is, on the contrary, beneficial to the management of the Group. In addition, the operation of the senior management of the Group and the Board, which are comprised of experienced individuals, effectively checks and balances the power and authority of Mr. Zeng Zhijun. The Board currently comprises three executive Directors (including Mr. Zeng Zhijun), four non-executive Directors and four independent non-executive Directors and therefore has a fairly strong independence element in its composition. Therefore, the Board considers that the deviation from the CG Code is appropriate and justified.

In order to maintain good corporate governance and to ensure Company’s compliance with code provisions of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of the chairman and the chief executive officer separately. Save as disclosed herein, the Company complied with the code provisions as set out in the CG Code during the Reporting Period. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

董事會欣然呈列本公司截至2023年12月31日止年度之年報所載企業管治報告。

企業管治守則

本公司致力維持高水平的企業管治，以保障本公司股東（「**股東**」）利益及提升企業價值及問責性。本公司已採納上市規則附錄C1所載的企業管治守則（「**企業管治守則**」）。

曾之俊先生擔任主席與行政總裁的雙重角色，偏離企業管治守則的守則條文第C.2.1條的規定。憑藉在環保行業的豐富經驗，曾之俊先生負責本公司的整體管理、決策及戰略規劃，對本集團的增長及業務擴展起重要作用。由於曾之俊先生是本集團管理層主要成員之一，董事會認為由曾之俊先生一人肩負主席與行政總裁的角色，不會對本集團的利益造成任何潛在損害，相反有利於本集團的管理。此外，本集團的高級管理層及董事會由富經驗的人員組成，其運作可有效地制衡曾之俊先生的權力及職權。董事會現時由三名執行董事（包括曾之俊先生）、四名非執行董事及四名獨立非執行董事組成，其成員具有頗強的獨立元素。因此，董事會認為偏離企業管治守則屬適當並有理據。

為了維持良好企業管治，並確保本公司遵守企業管治守則的守則條文，董事會將定期檢討是否需要委任不同人士，以獨立履行主席及行政總裁的角色。除本文披露者外，本公司於報告期間一直遵守企業管治守則所載的守則條文。本公司將繼續檢討並提升其企業管治常規，以確保遵守企業管治守則。

Corporate Governance Report (Continued)

企業管治報告(續)

CORPORATE STRATEGY AND CULTURE

We always adhere to the philosophy of “service builds trust, and professionalism creates value” and the concept of “let all people live under the blue sky and white clouds”. Leveraging on its solid experience and professional capabilities, the Group has helped its clients to greatly reduce pollutant emissions and effectively improve their production efficiencies. In addition, taking a customer-oriented approach, the Company strives to meet the ecological, green and environmental protection needs of customers in an all-round way. Through the management policy of “emphasizing on authorization from management, strict assessment and incentive schemes”, we can stimulate the vitality of the team and create value for the corporate.

The Group is committed to becoming a world-class comprehensive environmental industry group and a smart environmental management service provider. The Group is led by a motivated management and implements a comprehensive career development system with competitive remuneration and benefits designed to attract, motivate and retain talented people at all levels. The Group believes that its corporate culture enhances its employees’ sense of belonging and responsibility that enables the Group to deliver long-term sustainable growth and success.

The Board assumes responsibility for establishing the Group’s strategy to align with its mission and corporate culture. In view of our “14th Five-Year Plan” strategic goals and guidelines, the Group has made deployment on two major areas of “environmental governance and dual-carbon new energy+”, focusing on advantageous industries and subdivided sectors to maintain its strategic plan. The Group pursues its sustainable development driven by the philosophy of “people, organization, mechanism and culture”, so as to promote its cultural concept of “development and innovation relying on profound bases” and establish the corporate spirit of “integrity, responsibility, innovation and dedication”. Driven by its strategic positioning and corporate culture, the Group has made new progress in the expansion of each business segments. For details, please refer to the section headed “Chairman’s Statement” and section headed “Management Discussion and Analysis” in this annual report.

企業策略及文化

我們始終堅持「服務建立信任、專業創造價值」的信念和「讓所有人生活在藍天白雲之下」的理念。憑藉豐富的經驗和專業能力，本集團已幫助客戶大幅減少污染物排放，有效提高生產效率。此外，本公司堅持以客戶為本，全方位滿足客戶在生態、綠色及環保方面的需求。通過「高授權、嚴考核、重激勵」的管理方針，激發團隊活力，為企業創造價值。

本集團致力於成為國際一流的綜合性環境產業集團和智慧環境管理服務商。本集團由積極進取的管理層領導，並實施全面的職業發展體系，提供具有競爭力的薪酬和福利，旨在吸引、激勵和留住各級人才。本集團相信，其企業文化可增強員工的歸屬感和責任感，使本集團能夠實現長期可持續增長和成功。

董事會負責制定本集團戰略，以與其使命和企業文化保持一致，本集團圍繞我們的「十四五」戰略目標及方針，定位「環境治理、雙碳新能源+」兩大領域，聚焦優勢行業，專注細分領域，保持戰略定力。把「人·組織·機制·文化」作為推動公司持續發展的基石，弘揚「博大精深·守正出奇」的文化理念；建立「誠信·責任·創新·奉獻」企業精神。在集團戰略定位和企業文化的推動下，集團各業務領域板塊均有新拓展。有關詳請，請參閱本年報「主席報告書」及「管理層討論與分析」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules as its code of conduct regarding dealings in the securities of the Company. Specific enquiries have been made to all Directors, the Directors have confirmed that they had strictly complied with the required standards set out in the Model Code during the Reporting Period. The Board has also adopted the Model Code to regulate all dealings by employees who are likely to be in possession of unpublished inside information of the Company in respect of securities in the Company as referred to in code provision C.1.3 of the CG Code. No incident of non-compliance with the Model Code by the Company’s relevant employees was noted during the Reporting Period after making reasonable enquiry.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Company to the senior management of the Company. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee (together, the “**Board Committees**”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

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

證券交易的標準守則

本公司已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則(「**標準守則**」)作為買賣本公司證券的操守守則。經向全體董事作出特定查詢後，董事確認彼等於報告期內已嚴格遵守標準守則所載的規定標準。董事會亦已採納標準守則以規管可能獲知本公司非公開內幕消息之僱員進行有關本公司證券交易的所有行為(見企業管治守則守則條文第C.1.3條)。經作出合理查詢後，於報告期間內並未發現本公司之有關僱員未有遵守標準守則之情況。

董事會

職責

董事會負責本集團的整體領導、監督本集團的戰略決定以及監察業務及表現。董事會向本公司高級管理層授出本公司日常管理及營運的權力及職責。為監察本公司事務特定範疇，董事會已設立三個董事委員會，包括審核委員會、薪酬委員會及提名委員會(統稱「**董事委員會**」)。董事會已授予董事委員會載於其各自職權範圍的職責。

全體董事須確保彼等一直本著真誠、遵守適用法律及法規及符合本公司及其股東利益的方式履行職責。

Corporate Governance Report (Continued)

企業管治報告 (續)

Directors' and Senior Management's Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Group's Directors and senior management for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

Board Composition

The Board currently comprises three executive Directors, namely Mr. Zeng Zhijun, Mr. Liu Genyu and Ms. Qian Xiaoning, four non-executive Directors, namely Mr. Cheng Liquan Richard, Mr. Zheng Tony Tuo, Mr. Zhu Weihang and Mr. Chen Xue and four independent non-executive Directors, namely Dr. Xie Guozhong, Mr. Lu Zhifang, Prof. Yu Wayne W. and Ms. Zhang Fan.

Since 16 March 2018 (the “**Listing Date**”) and up to the date of this annual report, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise. Among the four independent non-executive Directors, Dr. Xie Guozhong has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Board Diversity Policy

Pursuant to Rule 13.92 of the Listing Rules, listed issuers are required to adopt a board diversity policy. The policy specifies that in designing the composition the Board, board diversity shall be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The appointment of Directors will be based on meritocracy, and candidates will be evaluated against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture, educational background, professional experience, knowledge and skills.

董事及高級管理層的責任保險及彌償

本公司已為本公司董事及高級管理層安排適當的責任保險，以彌償其因從事企業活動而產生的責任，保險的保障範圍將於每年予以檢討。

董事會的組成

董事會目前由三名執行董事（即曾之俊先生、劉根鈺先生及錢曉寧女士）、四名非執行董事（即程里全先生、鄭拓先生、朱偉航先生及陳學先生）及四名獨立非執行董事（即謝國忠博士、陸志芳先生、俞偉峰教授及張帆女士）組成。

自2018年3月16日（「**上市日期**」）起直至本年報日期止，董事會一直符合上市規則第3.10(1)及3.10(2)條，有關委任至少三名獨立非執行董事而當中至少一名獨立非執行董事須具備合適專業資歷或會計或相關財務管理專業知識的規定。於四名獨立非執行董事中，謝國忠博士具備上市規則第3.10(2)條所規定的合適專業資歷或會計或相關財務管理的專業知識。

董事會成員多元化政策

根據上市規則第13.92條，上市發行人須採納董事會成員多元化政策。該政策訂明董事會於設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事的委任均以用人唯才為原則，並在評估人選時考慮客觀條件妥善顧及董事會成員多元化的裨益。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、教育背景、專業經驗、知識及技能。

Corporate Governance Report (Continued)

企業管治報告(續)

In 2023, the Nomination Committee reviewed the structure and composition of the Board and noted the requirements relating to board diversity policy under the Listing Rules and Corporate Governance Guide for Boards and Directors published by the Stock Exchange. As of the date of this annual report, the Board consists of two female Directors and nine male Directors. The Board is satisfied with its gender diversity and will continue to maintain a diverse Board. In future, gender will continue to be fully considered in the selection and development of nominees on the basis of continuously maintaining female Board member. As of 31 December 2023, the gender ratio of all employees (including senior management) of the Group was approximately 77.27% (male) to 22.73% (female). The Company has been committed to the principle of employment equality between men and women and prohibited gender discrimination. However, as the Company is an ecological governance enterprise that provides environmental governance and comprehensive services for new energy⁺ to industrial enterprises, the main business of the Group is the construction of projects and operation and maintenance services. Due to objective factors such as physical fitness and the nature of work, positions relating to production functions may not be preferred for female employees. Save for employees with production functions, the ratio of male to female in other employees of the Company is relatively balanced. The Group will also continue to take steps to promote gender diversity at all levels of the Group and make employment decisions based upon its advantages and appropriate objective criteria. We will also continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to the Board in due time to ensure gender diversity of the Board. The Group will continue to emphasize training of female talent and providing long-term development opportunities for our female staff.

於2023年，提名委員會已檢討董事會的架構及組成，並注意到上市規則項下有關董事會多元化政策的規定，以及聯交所發佈的有關董事會及董事的企業管治指引。於本年報日期，董事會由兩名女性董事及九名男性董事組成。董事會對其性別多元化感到滿意，並將繼續維持多元化的董事會。未來，在持續保持擁有女性董事會成員的基礎上，將繼續在候選人的甄選和發展方面充分考慮性別因素。於2023年12月31日，本集團全體員工(包括高級管理人員)的性別比例約為77.27%(男性)比22.73%(女性)。本公司一直致力於男女平等就業的原則，禁止性別歧視。然而，由於本公司是一家為工業企業提供環境治理及新能源⁺綜合服務的生態治理企業，本集團主要業務為工程建設和運行維護服務，由於身體素質及工作性質等客觀因素，生產職能相關職位可能不是女性員工首選。除生產職能僱員之外，本公司其他僱員男女比例較為平均。本集團也將繼續採取措施，在本集團各職級促進性別多元化，並根據優勢和適當的客觀標準作出僱傭決定。我們亦會繼續確保在招聘中高層員工時考慮到性別的平衡，使我們將可為高級管理層及潛在董事會繼任人適時建立女性人才庫，以確保董事會的性別平衡。本集團將繼續著重女性人才的培訓，並為女性員工提供長遠發展機會。

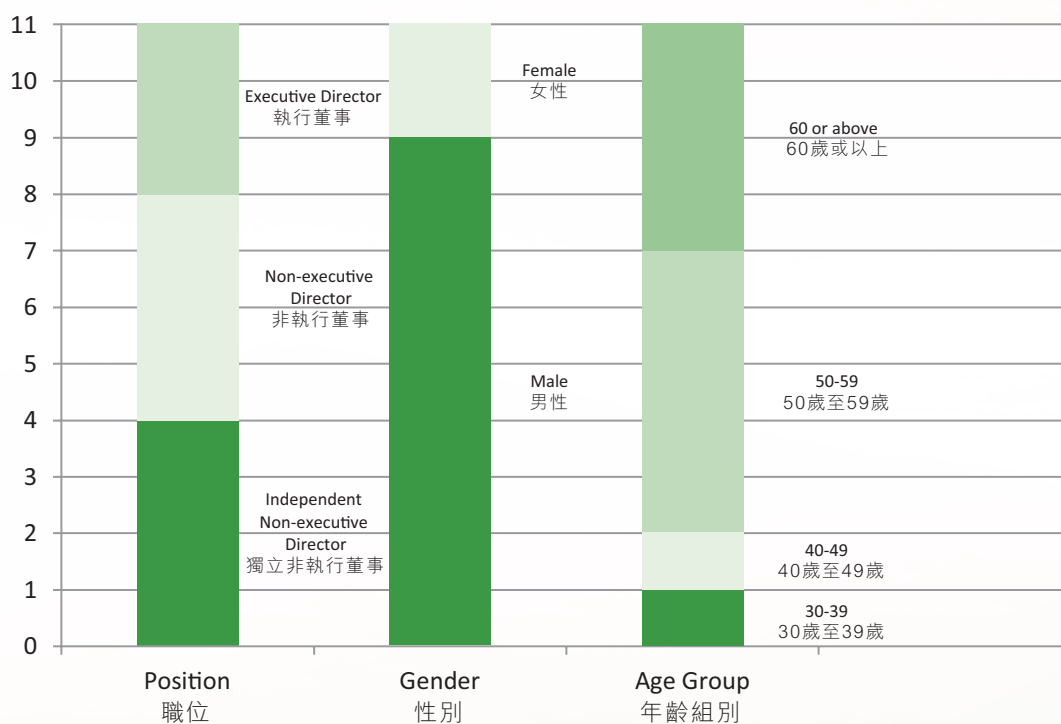
Corporate Governance Report (Continued) 企業管治報告(續)

The composition of the Board will be disclosed in the Corporate Governance Report every year and the Nomination Committee will supervise the implementation of this policy. The Nomination Committee will review the effectiveness of this policy, as appropriate discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

本公司將每年在企業管治報告中披露董事會的組成。提名委員會將監察本政策的實施。提名委員會將在適當時候檢討本政策的成效，並討論任何或需作出的修訂，且就任何該等修訂向董事會提出建議，以供審議及批准。

As at the date of this annual report, the diversity of the Board is illustrated as below. Further details on the biographies and experience of the Directors are set out in the section headed "Directors and Senior Management" in this annual report.

於本年報日期，董事會成員多元化列示如下。有關董事履歷及經驗的進一步詳情載於本年報「董事及高級管理層」一節。



The Nomination Committee has reviewed the membership, structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain high standard of operation.

提名委員會已檢討董事會成員、架構及組成，認為董事會的架構合理，而董事亦具備多方面及多領域的經驗及技能，致使本公司維持高營運水平。

Corporate Governance Report (Continued)

企業管治報告(續)

Independence of the Independent Non-executive Directors

The Company has received written annual confirmation from each independent non-executive Director of his/her independence pursuant to the requirements of the Listing Rules. After the Board reviews the written annual confirmation from all the independent non-executive Director of his/her independence, the Board considers them to be independent in accordance with the independence guidelines as set out in the Listing Rules. The Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the independent non-executive Directors has been impaired up to the date of this annual report.

None of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship), with any other Director.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive directors are invited to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

In regard to the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則規定所作出有關其獨立性的年度確認書。董事會已審閱全體獨立非執行董事的獨立性確認書，並認為，根據上市規則所載的獨立指引，彼等均為獨立人士。截至本年報日期，董事會並不知悉已發生任何事項，致使其相信任何獨立非執行董事之獨立性受損。

概無董事與任何其他董事有任何個人關係(包括財務、業務、家庭或其他重大／相關關係)。

全體董事(包括獨立非執行董事)均為董事會帶來多種領域的寶貴業務經驗、知識及專業技能，使其高效及有效地運作。獨立非執行董事獲邀成為審核委員會、薪酬委員會及提名委員會的一員。

就企業管治守則條文而言，董事須披露於公眾上市公司或機構所擔任職務的數目及性質以及其他重大職務承擔，以及彼等於發行人公司任職的身份及時間，而董事已同意適時向本公司披露其職務承擔。

Corporate Governance Report (Continued)

企業管治報告 (續)

Induction and Continuous Professional Development

Pursuant to code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Each newly appointed Director, including Ms. Qian Xiaoning, Prof. Yu Wayne W. and Ms. Zhang Fan, has been provided with necessary induction and information to ensure that he or she has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statutes, laws, rules and regulations.

During the Reporting Period, all the Directors (namely Mr. Zeng Zhijun, Mr. Liu Genyu, Ms. Qian Xiaoning, Mr. Cheng Liquan Richard, Mr. Zheng Tony Tuo, Mr. Zhu Weihang, Mr. Chen Xue, Dr. Xie Guozhong, Mr. Lu Zhifang, Prof. Yu Wayne W. and Ms. Zhang Fan) have attended the training courses conducted by The Hong Kong Chartered Governance Institute. The content of such training related to financial control and risk management. Accordingly, the compliance awareness and ability to perform duties of all directors have been improved. In addition, continuing briefing and professional development to Directors will be arranged whenever necessary.

入職培訓及持續專業發展

根據企業管治守則的守則條文第C.1.4條，全體董事須參與持續專業發展，以發展及更新彼等的知識及技能，藉此確保彼等對董事會所作貢獻為知情及相關。

每名新委任董事，包括錢曉寧女士、俞偉峰教授及張帆女士均已獲提供必要的入職培訓及數據，確保其對本公司營運及業務以及其於相關條例、法律、規則及法規的責任有適當程度的了解。

於報告期內，全體董事（曾之俊先生、劉根鈺先生、錢曉寧女士、程里全先生、鄭拓先生、朱偉航先生、陳學先生、謝國忠博士、陸志芳先生、俞偉峰教授及張帆女士）均已參與由香港公司治理公會提供的培訓課程，而培訓內容有關財務監控與風險管理。據此，全體董事的合規意識與履職能力得到提升。此外，本公司將於有需要時為董事安排持續簡報及專業發展。

Corporate Governance Report (Continued)

企業管治報告(續)

Chairman and Chief Executive Officer

Mr. Zeng Zhijun, our chief executive officer, has been appointed as the chairman of the Board with effect from 29 March 2021. As such, Mr. Zeng has assumed the dual roles of the chairman and the chief executive officer with effect from 29 March 2021, which constitutes a deviation from code provision C.2.1 of the CG Code. With extensive experience in the environmental protection industry, Mr. Zeng is responsible for the overall management, decision-making and strategy planning of the Company and has been instrumental to the Group's growth and business expansion. Since Mr. Zeng is one of the key persons of for the Group's management, the Board considers that vesting the roles of the chairman and the chief executive officer on the same person, Mr. Zeng, would not create any potential harm to the interest of the Group and it is, on the contrary, beneficial to the management of the Group. In addition, the operation of the senior management of the Group and the Board, which are comprised of experienced individuals, effectively checks and balances the power and authority of Mr. Zeng. The Board currently comprises three executive Directors (including Mr. Zeng), four non-executive Directors and four independent non-executive Directors and therefore has a fairly strong independence element in its composition. Therefore, the Board considers that the deviation from the CG Code is appropriate and justified.

In order to maintain good corporate governance and to ensure Company's compliance with code provisions of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of the chairman and the chief executive officer separately.

Board Independence

The Group has established mechanism to ensure independent views and input are available to the Board and such mechanisms will be reviewed annually by the Board. During the Reporting Period, the Board has reviewed the implementation and effectiveness of the following mechanisms:

主席及行政總裁

我們的行政總裁曾之俊先生自2021年3月29日起獲委任為董事會主席。因此，曾先生自2021年3月29日起擔任主席與行政總裁的雙重角色，偏離企業管治守則的守則條文第C.2.1條的規定。憑藉在環保行業的豐富經驗，曾先生負責本公司的整體管理、決策及戰略規劃，對本集團的增長及業務擴展起重要作用。由於曾先生是本集團管理層主要成員之一，董事會認為由曾先生一人肩負主席與行政總裁的角色，不會對本集團的利益造成任何潛在損害，相反有利於本集團的管理。此外，本集團的高級管理層及董事會由富經驗的人員組成，其運作可有效地制衡曾先生的權力及職權。董事會現時由三名執行董事(包括曾先生)、四名非執行董事及四名獨立非執行董事組成，其成員具有頗強的獨立元素。因此，董事會認為偏離企業管治守則屬適當並有理據。

為了維持良好企業管治，並確保本公司遵守企業管治守則的守則條文，董事會將定期檢討是否需要委任不同人士，以獨立履行主席及行政總裁的角色。

董事會獨立性

本集團已設立機制以確保董事會可獲得獨立意見及信息，而該等機制將由董事會每年檢討。報告期內，董事會已檢討以下機制的實施情況和有效性：

Corporate Governance Report (Continued)

企業管治報告(續)

1. Four out of the eleven Directors are independent non-executive Directors, which satisfies the requirement of the Listing Rules that at least one-third of the Board are independent non-executive Directors;
 2. The Nomination Committee will assess the independence of a candidate who is nominated to be a new independent non-executive Director before appointment and the continued independence of the current long-serving independent non-executive Directors on an annual basis. All independent non-executive Directors are required to submit a written confirmation to the Company annually to confirm the independence of each of them and their immediate family members, and their compliance with the requirements as set out in the Rule 3.13 of the Listing Rules;
 3. The Chairman of the Board will meet with the independent non-executive Directors at least annually without the presence of other executive Directors;
 4. Any Director (including independent non-executive Directors) who has material interest in any contract, transaction or arrangement shall abstain from voting and not be counted in the quorum on any Board resolution approving the same; and
 5. No equity-based remuneration with performance-related elements will be granted to independent non-executive Directors.
1. 十一名董事中有四名獨立非執行董事，符合上市規則董事會至少三分之一為獨立非執行董事的規定；
 2. 提名委員會每年均會在委任前對獲提名為新獨立非執行董事的候選人的獨立性以及現時長期任職獨立非執行董事的持續獨立性進行評估。所有獨立非執行董事均須每年向本公司提交書面確認，以確認彼等及其直系親屬的獨立性，以及彼等是否遵守上市規則第3.13條所載規定；
 3. 董事會主席將至少每年一次在其他執行董事不在場的情況下與獨立非執行董事會面；
 4. 在任何合約、交易或安排中擁有重大利益的任何董事(包括獨立非執行董事)均須就批准上述事項的任何董事會決議案放棄投票且不計入法定人數；及
 5. 獨立非執行董事將不會獲授與業績掛鈎的權益核算薪酬。

Corporate Governance Report (Continued)

企業管治報告(續)

Appointment and re-election of Directors

During the Reporting Period, Mr. Zeng Zhijun, the executive Director has entered into a service contract with the Company for an initial term of three years commencing from 28 February 2018. Such service contracts were renewed on similar terms and effective from 28 February 2021 and 28 February 2024 for another term of three years respectively. During the Reporting Period, Mr. Cheng Liquan Richard was re-designated from executive Director to non-executive Director with effect from 24 March 2023. As a result of the re-designation, Mr. Cheng has entered into a new appointment letter with the Company for a term of three years commencing from 24 March 2023. During the Reporting Period, Mr. Liu Genyu has been re-designated from an independent non-executive Director to an executive Director with effect from 1 July 2023 and has entered into a new service contract with the Company for an initial term of three years commencing from 1 July 2023. During the Reporting Period, Ms. Qian Xiaoning has been appointed as an executive Director with effect from 1 July 2023 and has entered into a service contract with the Company for an initial term of three years commencing from 1 July 2023.

During the Reporting Period, each of Mr. Zheng Tony Tuo, Mr. Zhu Weihang and Mr. Chen Xue, all of whom are the non-executive Directors and Dr. Xie Guozhong and Mr. Lu Zhifang, both of whom are the independent non-executive Directors has signed an appointment letter with the Company for an initial term of three years commencing from 28 February 2018. Such appointment letters were renewed on similar terms and effective from 28 February 2021 and 28 February 2024 for another term of three years respectively. During the Reporting Period, Prof. Yu Wayne W. and Ms. Zhang Fan have each been appointed as an independent non-executive Director with effect from 1 July 2023 and have each entered into an appointment letter with the Company for an initial term of three years commencing from 1 July 2023.

董事委任及重選

於報告期內，執行董事曾之俊先生已與本公司訂立服務合約，初步任期自2018年2月28日起計為期三年。該等服務合約已按相若條款續期，分別自2021年2月28日及2024年2月28日起生效，而重續之年期為三年。於報告期內，程里全先生已由執行董事調任為非執行董事，自2023年3月24日起生效。由於調任，程先生已與本公司訂立新委任函件，自2023年3月24日起為期三年。於報告期內，劉根鈺先生由獨立非執行董事調任為執行董事，自2023年7月1日起生效，並已與本公司訂立新服務合約，初步任期自2023年7月1日起計為期三年。於報告期內，錢曉寧女士獲委任為執行董事，自2023年7月1日起生效，並已與本公司訂立服務合約，初步任期自2023年7月1日起計為期三年。

於報告期內，鄭拓先生、朱偉航先生及陳學先生(均為非執行董事)以及謝國忠博士及陸志芳先生(均為獨立非執行董事)各自與本公司簽訂委聘書，初步任期自2018年2月28日起計為期三年。該等委聘書已按相若條款續期，分別自2021年2月28日及2024年2月28日起生效，而重續之年期為三年。於報告期內，俞偉峰教授及張帆女士各自獲委任為獨立非執行董事，自2023年7月1日起生效，並各自與本公司訂立委聘書，初步任期自2023年7月1日起計為期三年。

Corporate Governance Report (Continued)

企業管治報告 (續)

None of the Directors (including the Directors proposed for re-election at the forthcoming Annual General Meeting (“AGM”) has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

In accordance with Article 16.18 of the Company’s second amended and restated memorandum and articles of association (the “Articles of Association”), at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. At the forthcoming AGM, Mr. Liu Genyu, Mr. Zhu Weihang and Dr. Xie Guozhong will retire from offices as Directors by rotation at the forthcoming AGM and, being eligible, will offer themselves for re-election as Directors. In accordance with Article 16.2 of the Articles of Association, any director appointed by the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting. At the forthcoming AGM, Ms. Qian Xiaoning, Prof. Yu Wayne W. and Ms. Zhang Fan, whose appointment as Directors took effect from 1 July 2023, shall offer themselves for re-election as Directors. The Shareholders entitled to vote at the forthcoming AGM for the election of Directors will elect a Board consisting of at least the minimum number of Directors set under the Articles of Association and all the Directors shall cease to hold office immediately before such election, but are eligible for re-election at such meeting.

The procedures and process of appointment, re-election and removal of directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, monitoring and make recommendations to the Board on the appointment, re-election and succession planning of Directors, in particular the chairman and the chief executive officer.

概無董事(包括擬在應屆股東週年大會(「股東週年大會」)上重選的董事)訂立本公司不可於一年內在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。

根據本公司的經第二次修訂和重述的組織章程大綱及細則(「組織章程細則」)第16.18條細則,於每屆股東週年大會上,當時三分之一之董事須輪值退任,惟各董事須最少每三年於股東週年大會上輪值退任一次。於應屆股東週年大會上,劉根鈺先生、朱偉航先生及謝國忠博士將輪值退任董事,並符合資格且願意在應屆股東週年大會上重選連任為董事。根據組織章程細則第16.2條細則,獲董事會委任的任何董事的任期僅至其委任後本公司首個股東週年大會為止,屆時將合資格在該大會上重選連任。在即將舉行的股東週年大會上,錢曉寧女士、俞偉峰教授及張帆女士(彼等自2023年7月1日起獲委任為董事)將願意重選為董事。有權於應屆股東週年大會上投票選出董事的股東將選出董事會,董事會須至少由組織章程細則所定最少數目的董事組成,而全體董事將於緊接有關選舉前離任,惟有資格於該大會上獲重選連任。

委任、重選及罷免董事的程序及過程載於本公司的組織章程細則。提名委員會負責檢討董事會的組成、監察並就董事(尤其是主席及行政總裁)的委任、重選及繼任計劃向董事會提供推薦意見。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Meetings

The Company adopts the practice of holding board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings are kept by the joint company secretaries of the Company with copies circulated to all Directors for information and records.

Minutes of the board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the board meetings are available for inspection by Directors.

董事會會議

本公司採納定期舉行董事會會議的慣例，即每年至少舉行四次會議及大致按季度舉行會議。所有董事會例行會議通知會於至少14日前送呈全體有機會出席會議的董事，並使其可於是次例行會議議程內加載有關事宜。就其他董事會及委員會會議而言，本公司一般會發出合理通知。議程及相關董事會附件將於會議舉行前至少3日寄發予董事或委員會成員，以確保彼等有充足時間審閱有關文件及為會議作充分準備。倘董事或委員會成員未能出席會議，則彼等會獲告知將予討論的事宜及於會議舉行前有機會讓主席獲悉彼等之意見。會議記錄會由本公司的聯席公司秘書保存，而副本將於全體董事間傳閱，以供參考及記錄。

董事會會議及委員會會議的記錄會充分詳盡記錄董事會及委員會所審議的事宜及所達致的決定，包括董事提出的任何疑慮。各董事會會議及委員會會議的記錄草擬本將於會議舉行當日後的合理時間內寄送至各董事，以供彼等發表意見。董事會會議的記錄可供董事公開查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

For the year ended 31 December 2023, 4 board meetings were held and the details are set out in the table below:

截至2023年12月31日止年度，董事會曾舉行4次董事會會議，具體情況如下：

Directors	Attendance/number of meetings held
董事	已出席次數/ 舉行會議次數
Mr. Zeng Zhijun 曾之俊先生	4/4
Mr. Liu Genyu 劉根鈺先生	4/4
Ms. Qian Xiaoning (appointed on 1 July 2023) 錢曉寧女士(於2023年7月1日獲委任)	2/2
Mr. Cheng Liquan Richard 程里全先生	4/4
Mr. Zheng Tony Tuo 鄭拓先生	4/4
Mr. Zhu Weihang 朱偉航先生	4/4
Mr. Chen Xue 陳學先生	4/4
Dr. Xie Guozhong 謝國忠博士	4/4
Mr. Lu Zhifang 陸志芳先生	4/4
Prof. Yu Wayne W. (appointed on 1 July 2023) 俞偉峰教授(於2023年7月1日獲委任)	2/2
Ms. Zhang Fan (appointed on 1 July 2023) 張帆女士(於2023年7月1日獲委任)	2/2

Apart from formal meetings, other matters subject to the approval of the Board were handled in the form of written resolutions.

除正式會議外，其他須董事會批准的事宜以傳閱書面決議案方式處理。

Corporate Governance Report (Continued)

企業管治報告(續)

Delegation by the Board

The Board reserves its decision for all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code. The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;

董事會的授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（特別是可能牽涉利益衝突的交易）、財務數據、委任董事及其他主要財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔，且本公司亦鼓勵董事向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運授權予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

企業管治職能

董事會負責履行企業管治守則的守則條文第A.2.1條所載的職能。董事會承認企業管治乃全體董事的責任，其中包括：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；

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

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| (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; | (c) 檢討及監察發行人在遵守法律及監管規定方面的政策及常規； |
| (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and | (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及 |
| (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report. | (e) 檢討發行人遵守企業管治守則的情況及在企業管治報告內的披露。 |

The Company complied with the functions set out in the code provision of A.2.1 of the CG Code for the year ended 31 December 2023.

本公司於截至2023年12月31日止年度已遵守企業管治守則的守則條文第A.2.1條所載的職能。

BOARD COMMITTEES

The Board has established three Board committees to strengthen its functions and corporate governance practices, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee. The Audit Committee, the Nomination Committee and the Remuneration Committee perform their specific roles in accordance with their respective written terms of reference.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事委員會

董事會已成立三個董事會委員會，以加強其職能及企業管治常規，分別為審核委員會、提名委員會及薪酬委員會。審核委員會、提名委員會及薪酬委員會均按照其各自之書面職權範圍履行彼等之特定角色。

董事委員會獲提供充足資源以履行其職責，並可在適當情況時提出合理要求下能夠尋求獨立專業意見，有關費用由本公司承擔。

Corporate Governance Report (Continued)

企業管治報告(續)

Audit Committee

The Audit Committee currently comprises three members, namely Dr. Xie Guozhong (chairman), Mr. Zheng Tony Tuo and Ms. Zhang Fan, all of them are non-executive Directors and the majority are independent non-executive Directors. The primary duties of the Audit Committee include examining independently the financial positions of the Company, overseeing the Company's financial reporting system, risk management and internal control system, the audit process and proposals of internal management, communicating independently with, monitoring and verifying the work of internal audit and external auditors.

For the year ended 31 December 2023, 3 meetings of the Audit Committee was held and the details are as follows:

審核委員會

審核委員會現時由三名成員組成，即謝國忠博士(主席)、鄭拓先生及張帆女士，全部成員均為非執行董事及大部分成員為獨立非執行董事。審核委員會的主要職責包括獨立審查本公司的財務狀況、監察本公司的財務報告系統、風險管理及內部監控系統、審計過程及內部管理建議、與內部審計核數師及外聘核數師獨立溝通，並監督及核實彼等的工作。

截至2023年12月31日止年度，審核委員會曾舉行3次會議，具體情況如下：

Directors	Attendance/number of meetings held
董事	已出席次數/ 舉行會議次數
Dr. Xie Guozhong (Chairman) 謝國忠博士(主席)	3/3
Mr. Liu Genyu (ceased from 1 July 2023) 劉根鈺先生(自2023年7月1日起退任)	1/1
Mr. Zheng Tony Tuo 鄭拓先生	3/3
Ms. Zhang Fan (appointed on 1 July 2023) 張帆女士(於2023年7月1日獲委任)	2/2

Corporate Governance Report (Continued)

企業管治報告 (續)

The Audit Committee reviewed the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function), risk management systems and processes, effectiveness of the internal audit function and the re-appointment of the external auditor and fulfilled the aforementioned duties as required. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

They also reviewed annual results of the Company and its subsidiaries for the fiscal year as well as the audit report prepared by the external auditor relating to accounting issues and major findings in course of audit. There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters. The written terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

Nomination Committee

The Nomination Committee currently comprises three members, namely Mr. Zeng Zhijun (chairman), Dr. Xie Guozhong and Mr. Lu Zhifang, the majority of them are independent non-executive Directors.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships, to make recommendation to the Board regarding candidates to fill vacancies on the Board and/or in the management (in particular the chairman and the chief executive), and to assess the independence of the independent non-executive Directors.

審核委員會檢討財務申報制度、合規程序、內部監控(包括本公司在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠,以及培訓課程及預算是否充足)、風險管理制度及程序、內部審計職能的有效性以及外聘核數師的續聘及履行上述規定的職責。董事會並無偏離審核委員會就挑選、委任、辭退或罷免外聘核數師所提供的任何建議。

彼等亦審閱本公司及其附屬公司於財政年度的年度業績以及由外聘核數師所編製有關審計過程中的會計事項及重大發現的審計報告。該委員會為僱員作出適當安排,讓彼等可以保密方式就財務申報、內部監控及其他事宜可能出現的不當行為提出疑問。審核委員會的書面職權範圍可於本公司及聯交所網站查閱。

提名委員會

提名委員會目前由三名成員組成,即曾之俊先生(主席)、謝國忠博士及陸志芳先生,大部份成員均為獨立非執行董事。

提名委員會的主要職責為至少每年檢討董事會的架構、規模及組成,並就董事會為配合本公司的企業策略所作出的任何建議變動提供建議、物色具適當資歷的人選擔任董事會成員和向董事會作出有關甄選可提名為董事的個別人士向董事會作出建議、就填補董事會及/或管理層(尤其主席及行政總裁)空缺的人選向董事會提供建議,並評估獨立非執行董事的獨立性。

Corporate Governance Report (Continued)

企業管治報告(續)

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Their written terms of reference are available on the websites of the Stock Exchange and the Company.

For the year ended 31 December 2023, the Nomination Committee reviewed and evaluated the independence of the Company's independent non-executive Directors; reviewed and approved the re-election of relevant Directors at the annual general meeting; and nominated new Directors. The details of their attendance are as follows:

提名委員會將按標準評估候選人或現任人，如誠信、經驗、技能及投入時間和精力以履行職責及責任的能力。提名委員會的推薦建議隨後將提呈予董事會作出決定。書面職權範圍可於聯交所及本公司網站查閱。

截至2023年12月31日止年度，提名委員會審核並評估本公司獨立非執行董事的獨立性；審議並批准相關董事在股東週年大會上重選連任；提名新任董事。其出席詳情如下：

Directors	Attendance/number of meetings held
董事	已出席次數/ 舉行會議次數
Mr. Zeng Zhijun (Chairman) 曾之俊先生(主席)	2/2
Dr. Xie Guozhong 謝國忠博士	2/2
Mr. Lu Zhifang 陸志芳先生	2/2

The Nomination Committee assessed the independence of independent non-executive Directors, made recommendations to the Board on the appointment of the new Directors after taking into account factors including the Company's development strategy, the experience and qualification of the candidates and board diversity policy, considered the re-appointment of the retiring Directors, reviewed the time commitment required from the non-executive Director and fulfilled duties as required aforesaid.

提名委員會評估獨立非執行董事的獨立性、經考慮本公司發展戰略、候選人的經驗及資歷和董事會多元化政策等因素後就新董事的委任向董事會作出建議、審議退任董事的重選事宜，以及檢討擔任非執行董事所需投入的時間並履行上述規定的職責。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Board has adopted a Board diversity policy (the “Policy”) in accordance with the requirements of the Listing Rules with effect from 29 March 2018 which sets out the approach to achieve diversity on the Board. All Board members’ appointments shall be based on meritocracy, and candidates will be considered against selection criteria, having regard for the benefits of diversity on the Board. Selection of candidates will be based on range of diversity perspectives, which would include but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will monitor the implementation of the Policy and will from time to time review the Policy, as appropriate, to ensure the effectiveness of the Policy.

Remuneration Committee

The Remuneration Committee currently comprises three members, namely Mr. Lu Zhifang (chairman), Mr. Zeng Zhijun and Prof. Yu Wayne W., the majority of them are independent non-executive Directors.

The primary duties of the Remuneration Committee are to recommend the Board on the Group’s remuneration policy and structure for the Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, to assess performance of executive Directors, to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives, and to make recommendations to the Board on the remuneration packages of the executive Directors and senior management.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

董事會已按照上市規則之規定於2018年3月29日採納董事會成員多元化政策(「該政策」)，當中載列董事會為達致其成員多元化而採取之方針。董事會成員之委任均以用人唯才為原則，並在考慮人選時以充分顧及董事會成員多元化之裨益為甄選準則。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供之貢獻而作決定。提名委員會將監察該政策的執行，並將不時在適當時候檢討該政策，以確保該政策行之有效。

薪酬委員會

薪酬委員會現時由三名成員組成，即陸志芳先生(主席)、曾之俊先生及俞偉峰教授，大部份成員為獨立非執行董事。

薪酬委員會的主要職責為就本集團董事及高級管理層薪酬的薪酬政策及架構向董事會提供建議，並就制定薪酬政策設立正式及透明的程序、評估執行董事的表現，且參照董事會的企業目標及宗旨檢討及批准管理層薪酬建議，以及就執行董事及高級管理層的薪酬待遇向董事會提供建議。

薪酬委員會的書面職權範圍可於聯交所及本公司網站查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

For the year ended 31 December 2023, the meetings of the Remuneration Committee was held on 24 March 2023 and 12 May 2023 to review and approve the remuneration of the Directors and senior management of the Group. The details of the attendance are as follows:

截至2023年12月31日止年度，薪酬委員會於2023年3月24日及2023年5月12日舉行會議，審議並批准有關本集團董事及高級管理層的薪酬。其出席詳情如下：

Directors	Attendance/number of meetings held
董事	已出席次數/ 舉行會議次數
Mr. Zeng Zhijun 曾之俊先生	2/2
Mr. Lu Zhifang (Chairman) 陸志芳先生(主席)	2/2
Mr. Liu Genyu (ceased from 1 July 2023) 劉根鈺先生(自2023年7月1日起退任)	2/2
Prof. Yu Wayne W. (appointed on 1 July 2023) 俞偉峰教授(於2023年7月1日獲委任)	0/0

The Remuneration Committee discussed and reviewed the remuneration policy for Directors and senior management of the Company, made recommendations to the Board on the remuneration packages of individual executive Directors and senior management and fulfilled duties as required aforesaid.

薪酬委員會討論及檢討本公司董事及高級管理層的薪酬政策，以及就個別執行董事及高級管理層的薪酬待遇向董事會提供建議並履行上述規定的職責。

The remuneration by band of the members of senior management of the Company, whose biographies are set out in the section headed "Directors and Senior Management" in this annual report, for the year ended 31 December 2023 range from RMB520,000 to RMB850,000.

截至2023年12月31日止年度，本公司高級管理層成員(其履歷載於本年報「董事及高級管理層」一節)按組別劃分的薪酬介乎人民幣520,000元至人民幣850,000元之間。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

董事有關財務報表的財務申報責任

The Directors acknowledge their responsibility for preparing the financial statements for the 2023 financial year which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

董事已知悉，彼等有責任編製2023財政年度的財務報表，以真實公平地反映本公司及本集團的事務狀況以及本集團的業績及現金流量。

Corporate Governance Report (Continued)

企業管治報告(續)

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the auditors of the Company regarding their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on page 245 to page 251 of this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining an adequate risk management and internal control systems to safeguard Shareholders' investments and Company's assets and with the support of the Audit Committee, reviewing the effectiveness of such systems on an annual basis. The Company has implemented various internal control and risk management policies, including Asset Depreciation Provision Management Policy, Inventory Management Policy and Financing and Guarantee Management Policy. Furthermore, we also sponsor our internal control staff to attend risk management and internal control related trainings every year. The risk management and internal control policies are designed to help achieve business objectives, safeguarding assets against unauthorised use, and maintaining proper accounting records for the provision of reliable financial information for internal use and for publication. The establishment of risk management and internal control systems is to provide reasonable, but not absolute, assurance against material misstatement of financial statements or loss of assets and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

管理層向董事會提供必要的闡釋及數據，致使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司每月向董事會全體成員提供有關本公司表現、狀況及前景的最新資料。

董事並不知悉，任何有關可能對本公司持續經營能力嚴重存疑的事件或情況的重大不確定因素。

本公司核數師就彼等對本公司財務報表申報責任的聲明載於本年報第245至251頁的獨立核數師報告內。

內部監控及風險管理

董事會負責維持充分的風險管理及內部監控系統，以保障股東投資及本公司的資產，並在審核委員會的支持下，每年檢討有關系統的效能。本公司已落實多項內部控制及風險管理政策，其中包括資產折舊撥備管理政策、存貨管理政策及融資擔保管理政策。此外，我們每年亦組織內部控制員工參加風險管理和內部控制相關培訓。風險管理及內部監控系統已予制訂，以助達成業務目標、保障資產免受到未經授權的使用及存置恰當會計紀錄，以提供可靠的財務數據作內部及刊發之用。設立內部控制及風險管理政策防止財務報表之重大失實聲明或資產損失，及管理（而非消除）營運系統失效及未能達成本集團業務目標的風險。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company's internal control department is responsible for the internal control, risk management and internal audit of the Company's business operations. The Company has also engaged external consultants to perform a review of the internal control and risk management systems of the Group. With the assistance of the external consultants and the internal control department of the Company, the Company is able to take mitigating and remedial measures to address the identified risks and such actions and measures are integrated in the day-to-day activities of the Group and their effectiveness is closely monitored. The internal audit, internal control and risk management systems and policies are reviewed by the Board on an ongoing basis in order to make it practical and effective in providing reasonable assurance in relation to the identification of business risks.

The Company has put in place a policy on handling and dissemination of inside information which sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner in such a way to avoid placing any person in a privileged dealing position. The inside information policy also provides guidelines to employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory and listing rule disclosure requirements. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the Listing Rules.

本公司的內控部負責本公司業務營運中的內部控制、風險管理及內部審計。本公司亦已聘請外部顧問對本集團的內部監控及風險管理系統進行檢討。在外部顧問、本公司內控部的協助下，本公司能夠採取緩解及補救措施處理已識別的風險。該等行動及措施乃整合於本集團的日常活動中，而其效用受密切監察。董事會持續檢討內部審計、內部監控及風險管理系統，使其有效可行並對識別業務風險提供合理保證。

本公司已訂立一項處理及發佈內幕消息的政策，列出處理及發佈內幕消息的程序及內部監控，使內幕消息得以適時處理及發佈，而不會導致任何人士在證券交易上處於佔優的地位。內幕消息政策亦為本集團僱員提供指引，確保設有適當的措施，以預防本公司違反法定及上市規則的披露規定。本公司設有適當的內部監控及彙報制度，識別及評估潛在的內幕消息。根據上市規則的規定，本公司發佈內幕消息，會透過聯交所及本公司網站刊登相關消息。

Corporate Governance Report (Continued)

企業管治報告(續)

The Audit Committee assists the Board in the review, which covers operational, financial and compliance controls, internal audit and risk management functions, to maintain an adequate and effective internal control system to safeguard the interests of the shareholders and the assets of the Group. For the 2023 financial year, the Board conducted an annual review of the effectiveness of the internal control system of the Group by, including but not limited to, considering a written report prepared by the external consultants to the Audit Committee covering the above aspects. The Board has also considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programme and budget during the year under review. The Board is not aware of any significant internal control and risk management weaknesses nor significant breach of limits or risk management policies, and considers that the current monitoring systems of the Company are effective and that the qualifications and experience of the staff, performing accounting and financial reporting functions and the training programmes of the Company as well as the experiences and resources for setting the budget of the Company are adequate. The Company has complied with the requirements under code provision D.2.1 to D.2.5 of the CG Code relating to risk management and internal control since the Listing Date.

AUDITOR'S REMUNERATION

Ernst & Young were appointed as the Company's auditors to audit the financial statements of the Company for the year ended 31 December 2023 prepared in accordance with IFRSs. During the Reporting Period, the fees paid to Ernst & Young for audit services amounted to RMB3,002,000.

審核委員會亦協助董事會進行有關維持足夠及有效之內部監控系統的審閱，當中涵蓋營運、財務及合規監控內部審計、以及風險管理功能，以保障股東及本集團資產之利益。於2023年財政年度，董事會已透過(其中包括但不限於)考慮外部顧問向審核委員會編製之書面報告對本集團內部監控系統之成效進行年度檢討，範圍涵蓋上述各方面。於回顧年度，董事會亦已考慮本公司在會計及財務報告職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。董事會並未發現任何重大內部監控及風險管理缺陷，亦未發現重大違反限制或風險管理政策之情況，並認為本公司目前的監控系統有效，且本公司員工的資歷和經驗、會計及財務呈報職能的履行，以及本公司的培訓課程及本公司有關預算方面的經驗和資源足夠。本公司自上市日期起已遵守企業管治守則守則條文第D.2.1條至D.2.5條有關風險管理及內部監控之規定。

核數師酬金

安永會計師事務所獲委任為本公司核數師，審計本公司截至2023年12月31日止年度按照國際財務報告準則編製的財務報表。於報告期內，就審計服務向安永會計師事務所支付的費用為人民幣3,002,000元。

Corporate Governance Report (Continued)

企業管治報告(續)

JOINT COMPANY SECRETARIES AND PRIMARY CONTACT

Mr. Hu Nan was appointed as the joint company secretary of the Company with effect from 16 October 2023. Mr. Hu's biographical details are set out in the section headed "Directors and Senior Management" in this annual report. As Mr. Hu does not possess the professional qualifications or relevant experience as required under Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules, and the Stock Exchange has granted the waiver.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Wong Wai Ling, the vice president of SWCS Corporate Services Group (Hong Kong) Limited (a company secretarial service provider), as its joint company secretary to assist Mr. Hu Nan to discharge his duties as company secretary of the Company. Ms. Wong Wai Ling's primary contact person in the Company is Mr. Hu Nan.

Mr. Hu Nan and Ms. Wong Wai Ling have undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules for the year ended 31 December 2023.

GENERAL MEETING

The AGM of the Company will be held on 31 May 2024.

聯席公司秘書及主要聯絡人

胡楠先生獲委任為本公司的聯席公司秘書，自2023年10月16日生效。胡先生的履歷詳情載於本年報「董事及高級管理層」一節。由於胡先生不具備上市規則第3.28條規定的專業資格或相關經驗，本公司已向聯交所申請豁免嚴格遵守上市規則第3.28條及第8.17條的規定，且聯交所已就此授出豁免。

為維持良好的企業管治並確保符合上市規則及適用香港法例，本公司亦委聘方圓企業服務集團(香港)有限公司(一間公司秘書服務供應商)的總監黃慧玲女士擔任另一位聯席公司秘書，協助胡楠先生履行其作為本公司的公司秘書的職責。黃慧玲女士於本公司的主要聯絡人為胡楠先生。

截至2023年12月31日止年度，胡楠先生及黃慧玲女士已參與不少於15小時的相關專業培訓，以遵守上市規則第3.29條的規定。

股東大會

本集團股東週年大會將於2024年5月31日舉行。

Corporate Governance Report (Continued)

企業管治報告(續)

During the Reporting Period, the Group has held 2 general meetings on 31 May 2023 and 29 December 2023 respectively. The details of the Directors' attendance are as follows:

本報告期內，本集團共舉行2次股東大會，分別於2023年5月31日及2023年12月29日舉行，董事出席股東大會情況如下：

Directors	Attendance/number of meetings held
董事	已出席次數/ 舉行會議次數
Mr. Zeng Zhijun 曾之俊先生	2/2
Mr. Liu Genyu 劉根鈺先生	2/2
Ms. Qian Xiaoning (appointed on 1 July 2023) 錢曉寧女士(於2023年7月1日獲委任)	1/1
Mr. Cheng Liquan Richard 程里全先生	0/2
Mr. Zheng Tony Tuo 鄭拓先生	0/2
Mr. Zhu Weihang 朱偉航先生	0/2
Mr. Chen Xue 陳學先生	1/2
Dr. Xie Guozhong 謝國忠博士	2/2
Mr. Lu Zhifang 陸志芳先生	2/2
Prof. Yu Wayne W. (appointed on 1 July 2023) 俞偉峰教授(於2023年7月1日獲委任)	1/1
Ms. Zhang Fan (appointed on 1 July 2023) 張帆女士(於2023年7月1日獲委任)	1/1

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

與股東的溝通及投資者關係

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

本公司認為，與股東的有效溝通對加強投資者關係及瞭解本集團的業務、表現及策略攸關重要。本公司亦深知及時與非選擇性地披露資料以供股東及投資者作出知情投資決策的重要性。

The AGM of the Company provides opportunity for the Shareholders to communicate directly with the Directors. The chairman of the Company and the chairmen of the Board Committees of the Company will attend the AGM to answer Shareholders' questions. The chairman of a meeting will provide the detailed procedures for conducting a poll and answer any questions from the Shareholders on voting by poll. The external auditors of the Company will also attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

本公司股東週年大會為股東提供與董事直接溝通的機會。本公司主席及本公司各董事委員會主席將出席股東週年大會解答股東提問。大會主席將提供進行投票的詳細程序，並解答股東有關投票表決的任何問題。本公司的外聘核數師亦將出席股東週年大會，以解答有關審計操守、核數師報告的編製及內容、會計政策及核數師獨立性的問題。

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website at <http://www.chinaboqi.com>, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. During the Reporting Period, the Company performed its statutory obligations in respect of information disclosures and complied with and implemented the provisions of the Listing Rules, as well as its shareholders' communication policy. In 2024, the Company will focus more on the demands of investors and analysts, pay close attention to important policies of the environmental protection and energy conservation industry and allow timely access by the public to sufficient business information and recent developments of the Company.

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與其股東的相互關係及溝通，並設有網站(<http://www.chinaboqi.com>)，刊登有關其業務營運及發展的最新數據、財務數據、企業管治常規及其他數據，以供公眾人士查閱。於報告期內，本公司已履行信息披露的法定義務，並遵守和執行了上市規則的規定以及股東通訊政策。於2024年，本公司將更集中於投資者及分析師需求，密切關注環保及新能源+產業的重要政策，及時作出公開披露數據，讓公眾能夠及時取得完整的業務資料並瞭解本公司近期發展狀況。

The Board has regularly reviewed its shareholder communications policy and ensured that it is effectively implemented.

董事會已定期審查其股東通訊政策並確保其有效實施。

Corporate Governance Report (Continued)

企業管治報告 (續)

SHAREHOLDERS' RIGHTS

To safeguard the Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

Procedures for shareholders to convene an extraordinary general meeting

According to Article 12.3 of the Articles of Association, general meetings can be convened on the written requisition of any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company deposited at the principal office of the Company in Hong Kong. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for Shareholders to Propose a Person for Election as a Director

If a shareholder of the Company wishes to propose a person other than a Director for election as a Director at the Company's general meeting ("Proposal"), he/she should lodge a written notice setting out the Proposal and his/her contact details at the principal place of business of the Company or the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited. The Proposal should include the biographical details of the proposed Director and a written notice signed by the proposed Director confirming his/her willingness to be elected, the accuracy and completeness of his/her biographical details.

股東權利

為保障股東的利益及權利，本公司會於股東大會上就各項議題（包括選舉個別董事）提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

股東召開股東特別大會的程序

根據組織章程細則第12.3條，股東大會須於任何一位或以上於存放請求書於本公司香港主要辦事處當日持有不少於有權於本公司股東大會上投票的本公司繳足股本十分之一的股東要求時召開。倘董事會並未於提交要求當日起計21日內正式召開將於額外21日內舉行之會議，要求者本身或當中代表彼等所享有全部投票權過半數之任何人士，可按相同方式（盡可能接近董事會可召開會議之方式）召開股東大會，前提為如此召開之任何會議不得在提交要求當日起計三個月屆滿後舉行，而所有因董事會未能履行要求而令要求者產生之合理費用須由本公司向要求者作出補償。

股東提名人選參選董事的程序

倘本公司股東有意於本公司股東大會上提名董事以外的人士參選董事（「議案」），則應向本公司香港主要營業地點或本公司香港股份過戶登記分處卓佳證券登記有限公司遞交書面通知，載列議案及其聯絡詳情。議案應包括建議董事的履歷詳情及建議董事簽署的書面通知，確認其選舉意願、履歷詳情的準確性及完整程度。

Corporate Governance Report (Continued)

企業管治報告(續)

Shareholders' inquiries

If you have any query in connection with your shareholdings, please write to or contact the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong Tel: (852) 2980 1333 Fax: (852) 2262 7584 Website: www.tricorglobal.com.

Investor relations and communications

The Company has set up a website at www.chinaboqi.com as a channel to promote communication, publishing announcements, financial information and other relevant information of the Company. Shareholders are welcome to make enquiries directly to the Company at its principal place of business in Hong Kong. The Company will deal with all enquiries in a timely and appropriate manner. The primary contacts of the Company are Mr. Yin Ming and Ms. Wang Siyu at (email: irhk@chinaboqi.com or tel: +86 10 58782210/+86 10 58782059).

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the Reporting Period, the Board proposed to amend and restate the Articles of Association, in order to conform the Articles of Association with core shareholder protection standards set out in Appendix A1 of the Listing Rules which took effect on 1 January 2022, and to make some house-keeping amendments. The proposed adoption of the Articles of Association was approved the Shareholders by way of a special resolution at the annual general meeting held on 31 May 2023. For further details, please refer to the Company's announcement dated 24 March 2023 and circular dated 26 April 2023. Save as disclosed above, there was no other change made to the memorandum and articles of association of the Company for the year ended 31 December 2023.

股東查詢

如閣下對所持股份有任何查詢事項，請致函或聯絡本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為：香港夏慤道16號遠東金融中心17樓，電話：(852) 2980 1333，傳真：(852) 2262 7584，網站：www.tricorglobal.com。

投資者關係及通訊

作為促進有效溝通的溝通，本公司設立網站 www.chinaboqi.com 刊發本公司的公告、財務數據及其他相關數據。股東如有任何查詢，可直接致函至本公司於香港的主要營業地點。本公司將及時以適當方式處理所有查詢。本公司的主要聯絡人為尹明先生及王思雨女士(電郵：irhk@chinaboqi.com 或電話：+86 10 58782210/+86 10 58782059)。

更改憲章文件

於報告期內，董事會建議修訂及重述組織章程細則，以令組織章程細則符合自2022年1月1日起生效的上市規則附錄A1所載核心股東保障水平，並作出若干內務修訂。建議採納經修訂組織章程細則已獲股東在2023年5月31日舉行的股東週年大會上以特別決議案批准。有關詳情，請參閱本公司日期為2023年3月24日的公告及日期為2023年4月26日的通函。除上文披露者外，截至2023年12月31日止年度並無對本公司的組織章程大綱及細則作出其他變動。

Directors' Report

董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

CORPORATE INFORMATION

Basic information about the Company is set out in the sections headed "Corporate Information" and "Company Profile" in this annual report.

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 30 January 2015. The Company's issued shares (the "Shares") were listed on the Stock Exchange on 16 March 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are providing independent flue gas treatment service and environmental protection solution service by various business models, including environmental protection facility engineering, operation and maintenance and concession operation.

The activities and particulars of the Company's subsidiaries are shown under note 1 to the consolidated financial statements. An analysis of the Group's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and note 5 to the consolidated financial statements.

董事會欣然提呈截至2023年12月31日止年度之董事會報告及本集團經審核綜合財務報表。

公司資料

本公司的基本資料載列於本年報「公司資料」及「公司簡介」章節中。

全球發售

本公司於2015年1月30日於開曼群島註冊成立為獲豁免有限公司。本公司的已發行股份（「股份」）於2018年3月16日在聯交所上市。

主要業務

本公司為一家投資控股公司。本集團的主要業務為通過各種不同業務模式提供獨立的煙氣處理服務和環保解決方案，包括環保設施工程、運營與維護以及特許經營。

本公司附屬公司的活動及詳情載於綜合財務報表附註1。本集團年內營業額及經營利潤按主要業務劃分之分析載於本年報「管理層討論與分析」一節及綜合財務報表附註5。

Directors' Report (Continued)

董事會報告(續)

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. The financial risk management objectives and policies of the Group can also be found in note 45 to the consolidated financial statements. In addition, a discussion on relationships with its key stakeholders is included in the section headed "Management Discussion and Analysis" in this annual report. The review forms part of this directors' report.

RESULTS

The consolidated results of the Group for the year ended 31 December 2023 are set out on page 252 to page 261 of this annual report.

DIVIDEND POLICY

According to the dividend policy that resolved to adopt by the Board (the "**Dividend Policy**") on 18 May 2018, the Company may declare and distribute dividends to the shareholders of the Company, provided that the Group records a profit and that the declaration and distribution of dividends does not affect the Group's normal operations.

According to the Dividend Policy, the Company takes priority to distributing dividends in cash and shares its profits with the Shareholders. It is expected that the amount of dividends distributed will be in the range of 30% to 50% of the Group's net profit for the current year, subject to the following requirements. The remaining profit will be used for the development and operation of the Group.

The Company's ability to distribute dividends will depend on, among others, the operating results, cash flow, financial condition and capital requirements of the Group and the interests of the Shareholders. The Company's distribution of dividends shall also comply with any restrictions under the Companies Law of the Cayman Islands and the Articles of Association.

業務回顧

本集團年內業務回顧包括討論本集團面對的主要風險及不明朗因素、採用財務關鍵表現指標分析本集團之表現、年內影響本集團之重大事件詳情以及本集團業務未來發展的揭示，載於本年報「主席報告書」及「管理層討論與分析」章節。本集團的財務風險管理目標及政策亦載於綜合財務報表附註45。此外，就與主要持份者之關係之討論載於本年報「管理層討論與分析」章節。該回顧構成本董事會報告之一部分。

業績

本集團截至2023年12月31日止年度的綜合業績載於本年報第252至261頁。

股息政策

根據本公司董事會於2018年5月18日決議及採納的股息政策（「**股息政策**」），倘本集團錄得盈利並宣派及派發股息而不影響本集團的正常營運，則本公司可向本公司股東宣派及派發股息。

根據股息政策，本公司優先考慮以現金方式分派股息，與股東共享其溢利，金額預計達到本集團當年度淨利潤的30%至50%，惟須受下列標準所規限，餘下溢利將供本集團作發展及營運之用。

本公司派發股息的能力將取決於（其中包括）本集團的經營業績、現金流量、財務狀況、資本需求以及股東權益。本公司派發股息亦受限於開曼群島公司法及組織章程細則項下的任何限制。

Directors' Report (Continued)

董事會報告(續)

FINAL DIVIDENDS

Taking into consideration various factors such as the new business development needs of the Group and its future capital expenditure plans, the Board recommend the payment of HK\$3.50 cents per ordinary share as final dividend for the year ended 31 December 2023 (2021: HK\$3.00 cents). No interim dividend was declared for the 2023 financial year. Subject to the Shareholder's approval at the AGM (as defined below), the proposed final dividend will be paid to the Shareholders on 10 July 2024.

FINANCIAL SUMMARY

A summary of the Group's results, assets, liabilities for the last five financial years are set out on page 7 to page 10 of this annual report. This summary does not form part of the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, the Group's largest customers accounted for 11.1% (2022: 9.8%) of the Group's total revenue. The Group's five largest customers accounted for 37.2% (2022: 38.1%) of the Group's total revenue.

For the year ended 31 December 2023, the Group's largest suppliers accounted for 5.3% (2022: 5.9%) of the Group's total cost of procurement. The Group's five largest suppliers accounted for 19.4% (2022: 22.1%) of the Group's total cost of procurement.

Save as disclosed in the prospectus of the Company dated 28 February 2018 (the "Prospectus"), none of the Directors or any of their associates (as defined under Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2023 are set out in note 13 to the consolidated financial statements.

末期股息

董事會結合集團新業務發展所需及未來資本開支計劃等多重因素，建議宣派截至2023年12月31日止年度之末期股息每股普通股3.50港仙(2022年：3.00港仙)。2023財政年度並無宣派中期股息。待股東在股東週年大會(定義見下文)批准後，擬派末期股息將於2024年7月10日派付予股東。

財務概要

本集團於過去五個財政年度的業績、資產、負債之概要載於本年報第7至10頁。此概要並不構成經審核綜合財務報表的一部分。

主要客戶及供應商

截至2023年12月31日止年度，本集團最大客戶佔本集團總收益的11.1%(2022年：9.8%)。本集團五大客戶佔本集團總收益的37.2%(2022年：38.1%)。

截至2023年12月31日止年度，本集團最大供應商佔本集團總採購成本的5.3%(2022年：5.9%)。本集團五大供應商佔本集團總採購成本的19.4%(2022年：22.1%)。

除本公司日期為2018年2月28日的招股章程(「招股章程」)所披露者外，概無董事或彼等的任何聯繫人(定義見上市規則)或任何股東(其就董事所深知擁有本公司超過5%已發行股本)於本集團五大供應商或本集團五大客戶擁有任何實益權益。

物業、廠房及設備

本公司及本集團於截至2023年12月31日止年度的物業、廠房及設備變動詳情載於綜合財務報表附註13。

Directors' Report (Continued)

董事會報告(續)

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2023 are set out in note 34 to the consolidated financial statements.

TAX RELIEF

The Company is not aware of any tax relief available to the Shareholders by reason of their holding in the Company's securities.

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

During the Reporting Period, neither the Company nor any member of the Group has purchased, sold or redeemed any of the Company's Shares during the Reporting Period.

PRE-EMPTIVE RIGHTS

As at 31 December 2023, there were no provisions for pre-emptive rights under the Articles of Association, which require the Company to offer new Shares to existing Shareholders in proportion to their shareholdings.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2023 are set out in the summary of the Company's reserves and the consolidated statement of changes in equity on page 448 and page 256 to page 257 respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Group's distributable reserves were RMB1,608,172,000 (as at 31 December 2022: RMB1,414,503,000).

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2023 are set out in note 31 to the consolidated financial statements.

股本

本公司於截至2023年12月31日止年度的股本變動詳情載於綜合財務報表附註34。

稅務寬免

本公司並不知悉股東因持有本公司證券而享有任何稅務寬免。

購買、出售或贖回本公司上市證券

於報告期內，本公司或本集團任何成員公司概無購買、出售或贖回本公司任何股份。

優先購買權

於2023年12月31日，組織章程細則並無就優先購買權作出規定，並無要求本公司按股東的持股比例向現有股東提呈發售新股。

儲備

截至2023年12月31日止年度，本公司及本集團之儲備變動詳情分別載於第448頁的本公司儲備之概要及第256至257頁的綜合權益變動表。

可供分配儲備

於2023年12月31日，本集團之可供分配儲備為人民幣1,608,172,000元(於2022年12月31日：人民幣1,414,503,000元)。

銀行貸款及其他借款

本集團於2023年12月31日的銀行貸款及其他借款的詳情載於綜合財務報表附註31。

Directors' Report (Continued)**董事會報告(續)****LOAN AND GUARANTEE**

During the year ended 31 December 2023, the Group had not provide any financial assistance and guarantees to affiliated companies of the Group.

DIRECTORS

The Directors during the year ended 31 December 2023 were:

Executive Directors

Mr. Zeng Zhijun (*Chairman*)

Mr. Liu Genyu (*Note 1*)

Ms. Qian Xiaoning (*Note 2*)

Non-executive Directors

Mr. Cheng Liquan Richard (*Note 3*)

Mr. Zheng Tony Tuo

Mr. Zhu Weihang

Mr. Chen Xue

Independent Non-executive Directors

Dr. Xie Guozhong

Mr. Lu Zhifang

Prof. Yu Wayne W. (*Note 4*)

Ms. Zhang Fan (*Note 5*)

Notes:

1. Mr. Liu Genyu was re-designated from an independent non-executive Director to an executive Director with effect from 1 July 2023.
2. Ms. Qian Xiaoning was appointed as an executive Director with effect from 1 July 2023.
3. Mr. Cheng Liquan Richard was redesignated from an executive Director to a non-executive Director with effect from 24 March 2023.
4. Prof. Yu Wayne W. was appointed as an independent non-executive Director with effect from 1 July 2023.
5. Ms. Zhang Fan was appointed as an independent non-executive Director with effect from 1 July 2023.

貸款及擔保

截至2023年12月31日止年度，本集團概無向本集團的聯屬公司提供任何財務資助及擔保。

董事

截至2023年12月31日止年度的董事如下：

執行董事

曾之俊先生(*主席*)

劉根鈺先生(*附註1*)

錢曉寧女士(*附註2*)

非執行董事

程里全先生(*附註3*)

鄭拓先生

朱偉航先生

陳學先生

獨立非執行董事

謝國忠博士

陸志芳先生

俞偉峰教授(*附註4*)

張帆女士(*附註5*)

附註：

1. 劉根鈺先生由獨立非執行董事調任為執行董事，自2023年7月1日起生效。
2. 錢曉寧女士獲委任為執行董事，自2023年7月1日起生效。
3. 程里全先生已自2023年3月24日起由執行董事調任為非執行董事。
4. 俞偉峰教授獲委任為獨立非執行董事，自2023年7月1日起生效。
5. 張帆女士獲委任為獨立非執行董事，自2023年7月1日起生效。

Directors' Report (Continued)

董事會報告(續)

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

In accordance with Rule 13.51B(1) of the Listing Rules, the changes to information required to be disclosed by the Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) between the date of announcement of the Company's 2023 Interim Report and the date of announcement of the Company's 2023 Annual Report is set out below:

Ms. Qian Xiaoning resigned as the joint company secretary and Board secretary of the Company with effect from 16 October 2023. On the same day, Mr. Hu Nan has been appointed as the new joint company secretary and Board secretary of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent during the period from their respective appointments and up to the date of this annual report.

EQUITY-LINKED AGREEMENTS

Save for the scheme as disclosed in the section headed "Share Option Scheme" below and the pre-IPO share award scheme of the Company as disclosed in the section headed "Pre-IPO Share Award Scheme and Supplementary Scheme" below, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2023.

董事及高級管理層的履歷詳情

根據上市規則第13.51B(1)條，於本公司2023年中期報告刊發後至本公司2023年年報期間，董事按第13.51(2)條第(a)至(e)段及第(g)段規定披露資料的變動如下：

錢曉寧女士辭任本公司聯席公司秘書及董事會秘書，自2023年10月16日起生效。同日，胡楠先生獲委任為本公司新的聯席公司秘書及董事會秘書。

除上文披露外，董事並無其他資料需根據上市規則第13.51B(1)條作出披露。

獨立非執行董事的獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條所作獨立性確認書，且本公司認為該等董事自彼等各自獲委任日期起及直至本年報日期止期間為獨立人士。

股本掛鈎協議

除下文「購股權計劃」一節所披露的計劃及下文「首次公開發售前股份獎勵計劃及補充計劃」一節所披露的本公司首次公開發售前股份獎勵計劃外，截至2023年12月31日止年度，本集團概無訂立任何股本掛鈎協議，或概無過往訂立的股本掛鈎協議。

Directors' Report (Continued)**董事會報告(續)****DIRECTORS' SERVICE CONTRACT AND LETTER OF APPOINTMENTS****董事的服務合約及委任函**

During the Reporting Period, Mr. Zeng Zhijun, the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 28 February 2018. Such service contracts were renewed on similar terms and effective from 28 February 2021 and 28 February 2024 for another term of three years respectively. During the Reporting Period, Mr. Cheng Liquan Richard was re-designated from executive Director to non-executive Director with effect from 24 March 2023. As a result of the re-designation, Mr. Cheng has entered into a new appointment letter with the Company for a term of three years commencing from 24 March 2023. During the Reporting Period, Mr. Liu Genyu has been re-designated from an independent non-executive Director to an executive Director with effect from 1 July 2023 and has entered into a new service contract with the Company for an initial term of three years commencing from 1 July 2023. During the Reporting Period, Ms. Qian Xiaoning has been appointed as an executive Director with effect from 1 July 2023 and has entered into a service contract with the Company for an initial term of three years commencing from 1 July 2023.

於報告期內，執行董事曾之俊先生已與本公司訂立服務合約，初步任期自2018年2月28日起計為期三年。該等服務合約已按相若條款續期，分別自2021年2月28日及2024年2月28日起生效，而重續之年期為三年。於報告期內，程里全先生已由執行董事調任為非執行董事，自2023年3月24日起生效。由於調任，程先生已與本公司訂立新委任函件，自2023年3月24日起為期三年。於報告期內，劉根鈺先生由獨立非執行董事調任為執行董事，自2023年7月1日起生效，並已與本公司訂立新服務合約，初步任期自2023年7月1日起計為期三年。於報告期內，錢曉寧女士獲委任為執行董事，自2023年7月1日起生效，並已與本公司訂立服務合約，初步任期自2023年7月1日起計為期三年。

During the Reporting Period, each of Mr. Cheng Liquan Richard, Mr. Zheng Tony Tuo, Mr. Zhu Weihang and Mr. Chen Xue, all of whom are the non-executive Directors and Dr. Xie Guozhong and Mr. Lu Zhifang, both of whom are the independent non-executive Directors has signed an appointment letter with the Company for an initial term of three years commencing from 28 February 2018. Such appointment letters were renewed on similar terms and effective from 28 February 2021 and 28 February 2024 for another term of three years respectively. During the Reporting Period, Prof. Yu Wayne W. and Ms. Zhang Fan have each been appointed as an independent non-executive Director with effect from 1 July 2023 and have each entered into an appointment letter with the Company for an initial term of three years commencing from 1 July 2023.

於報告期內，程里全先生、鄭拓先生、朱偉航先生及陳學先生(均為非執行董事)以及謝國忠博士及陸志芳先生(均為獨立非執行董事)各自與本公司簽訂委聘書，初步任期自2018年2月28日起計為期三年。該等委聘書已按相若條款續期，分別自2021年2月28日及2024年2月28日起生效，而重續之年期為三年。於報告期內，俞偉峰教授及張帆女士各自獲委任為獨立非執行董事，自2023年7月1日起生效，並各自與本公司訂立委聘書，初步任期自2023年7月1日起計為期三年。

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

概無董事訂立本集團不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions" below, neither the Director nor any entity connected with the Director had a material interest in, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 December 2023.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Scheme**") on 29 December 2020, i.e. the date on which the Scheme was adopted by resolution of the Shareholders at general meeting (the "**Adoption Date**"). The purpose of the Scheme is to enable the Group to grant Options to the eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the Scheme include any eligible employee, any independent non-executive director and chief executive (as defined in the Listing Rules) of the Company or any subsidiary, any director (including independent non-executive director) and chief executive (as defined in the Listing Rules) of any invested entity, any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any invested entity, any supplier of goods or services to any member of the Group or any invested entity, any customer of any member of the Group or any invested entity, any person or entity that provides research, development or other technological support to any member of the Group or any invested entity; and 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.

董事於交易、安排或重大合約的權益

除下文「關連交易」一節所披露者外，截至2023年12月31日止年度，概無董事或任何與董事有關連的實體於本公司或其任何附屬公司訂立之對本集團業務而言屬重大的任何合約中直接或間接擁有重大權益。

股份期權計劃

本公司於2020年12月29日(「**採納日期**」)採納一項股份期權計劃(「**該計劃**」)，於當日，該計劃在股東大會上獲股東通過決議案採納。該計劃旨在讓本集團可向合資格參與者授出期權，作為彼等對本集團作出貢獻之獎勵或回報。該計劃的合資格參與者包括：任何合資格僱員；本公司或任何附屬公司的任何獨立非執行董事及最高行政人員(定義見上市規則)；任何被投資實體的任何董事(包括獨立非執行董事)及最高行政人員(定義見上市規則)；本集團任何成員公司或任何被投資實體的任何業務範疇或業務發展的任何顧問(專業或其他方面)或專業顧問；向本集團任何成員公司或任何被投資實體提供產品或服務的任何供應商；本集團任何成員公司或任何被投資實體的任何客戶；向本集團任何成員公司或任何被投資實體提供研究、開發及其他技術支援的任何人士或實體；及本集團任何成員公司或任何被投資實體的任何股東，或由本集團任何成員公司或任何被投資實體發行任何證券的任何持有人。

Directors' Report (Continued)**董事會報告 (續)**

The principal terms of the Scheme are summarised as follows:

該計劃的主要條款概述如下：

- (a) The maximum number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme must not exceed 10% of the number of the Company's shares in issue as at the Adoption Date (which were 1,007,106,799 shares) unless shareholders' approval has been obtained, and which must not exceed 30% of the total number of the Company's shares in issue from time to time (or such other percentage as may be allowed under the Listing Rules).

As at the date of this annual report, as no option had been exercised under the Scheme, the Company had the capacity to grant options to subscribe for a maximum of 100,710,679 shares in aggregate, which represents the total unutilized mandate limit under the Scheme and represents 10% of the issued shares of the Company as at the Adoption Date and approximately 10% of the issued shares of the Company as at the date of this report.

- (b) The maximum number of shares of the Company issued and to be issued upon exercise of the options granted to each eligible participant under the Scheme or any other share option schemes adopted by the Company (including both exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the total number of issued shares of the Company.

- (a) 因行使根據該計劃將予授出的所有期權而可能發行的本公司股份最高數目，不得超過本公司於採納日期已發行股份數目（為1,007,106,799股股份）的10%，惟已獲得股東批准則除外，而在此情況下，上述股份最高數目不得超過本公司不時的已發行股份總數的30%（或上市規則可能容許的其他百分比）。

截至本年報日期，由於並無任何人士根據該計劃行使期權，因此本公司最多可授出可認購合共100,710,679股股份的期權，相當於該計劃項下的總未動用授權上限，亦相當於本公司於採納日期的已發行股份10%及本公司於本報告日期的已發行股份約10%。

- (b) 於任何12個月期間，因根據該計劃及本公司採納的任何其他股份期權計劃向每名合資格參與者授出的期權（包括已行使、已註銷或尚未行使的期權）獲行使而發行及將予發行的股份最高數目，不得超過本公司已發行股份總數的1%。

Directors' Report (Continued)

董事會報告(續)

- | | |
|---|---|
| <p>(c) The subscription price in respect of each share of the Company issued pursuant to the exercise of options granted under the Scheme shall be determined by the Board and notified to an eligible participant at the time of the grant of the options and shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of the Board approving the grant of option, which must be a business day ("Date of Grant"); (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Company's share.</p> | <p>(c) 因根據該計劃授出的期權獲行使而發行的本公司每股股份的認購價，應由董事會釐定並於授出期權時通知合資格參與者，而認購價不得少於以下最高者：(i)於舉行董事會會議以批准授出期權的日期(必須為營業日)(「授出日期」)在聯交所每日報價表所列的本公司股份收市價；(ii)緊接授出日期前五個營業日在聯交所每日報價表所列的本公司股份平均收市價；及(iii)本公司股份面值。</p> |
| <p>(d) The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than ten years from the relevant Date of Grant. The Board may also provide restrictions on the exercise of an option during the period an option may be exercised.</p> | <p>(d) 期權須予行使的期間將由本公司於授出時指定。該期間須不遲於自有關授出日期起計滿十年之日屆滿。董事會亦可於期權可予行使的期間內對期權的行使施加限制。</p> |
| <p>(e) Upon acceptance of an option, the grantee shall pay HK\$1 to the Company as consideration for the grant within 21 days from the Date of Grant.</p> | <p>(e) 於接納期權時，承授人須於授出日期起計21日內向本公司支付1港元，作為獲授期權之代價。</p> |
| <p>(f) The Scheme shall be valid and effective for a period of ten years (i.e. 29 December 2020 to 28 December 2030) from the Adoption Date.</p> | <p>(f) 該計劃於採納日期起計十年期間內(即2020年12月29日至2030年12月28日)有效及具效力。</p> |

The number of share options available for grant under the scheme mandate was 88,240,679 as at 1 January 2023 and 92,078,179 as at 31 December 2023, respectively. No share options were granted under the Scheme during the year ended 31 December 2023.

於2023年1月1日及2023年12月31日，根據計劃授權可供授出的股份期權數目分別為88,240,679份及92,078,179份。於截至2023年12月31日止年度並無根據該計劃授出股份期權。

Directors' Report (Continued)

董事會報告(續)

Details of movements in the share options granted under the Scheme for the year ended 31 December 2023 are set out below:

截至2023年12月31日止年度根據該計劃授出的股份期權的變動詳情如下：

Grantee	Date of grant	Exercise period	Exercise price (HK\$)	Closing price per Share immediately prior to the date of grant (HK\$) 於緊接授出日期前每股收市價(港元)	Outstanding as at 1 January 2023 於2023年1月1日尚未行使	Granted during the Reporting Period 報告期間內授出	Exercised during the Reporting Period 報告期間內行使	Weighted average closing price of the shares immediately before exercising the share options 於緊接行使股份期權前平均收市價	Cancelled during the Reporting Period 報告期間內註銷	Lapsed during the Reporting Period 報告期間內失效	Outstanding as at 31 December 2023 於2023年12月31日尚未行使
Director 董事 Qian Xiaoning 錢曉寧	7 April 2021 2021年4月7日	7 April 2022 – 6 April 2031 2022年4月7日至2031年4月6日	1.51	1.39	2,300,000	-	-	-	-	-	2,300,000
	28 June 2021 2021年6月28日	28 June 2022 – 27 June 2031 2022年6月28日至2031年6月27日	1.88	1.93	2,600,000	-	-	-	-	650,000	1,950,000
Employees 僱員	7 April 2021 2021年4月7日	7 April 2022 – 6 April 2031 2022年4月7日至2031年4月6日	1.51	1.39	820,000	-	-	-	-	-	820,000
	28 June 2021 2021年6月28日	28 June 2022 – 27 June 2031 2022年6月28日至2031年6月27日	1.88	1.93	6,750,000	-	-	-	-	3,187,500	3,562,500
Granted total 授出總數					12,470,000	-	-	-	-	3,837,500	8,632,500

Directors' Report (Continued)

董事會報告(續)

Notes:

1. Subject to the satisfaction of the vesting conditions, the Scheme adopts a 4-year vesting schedule, in the following manner:
 - a. first 40% of the options are vested on the one-year anniversary from the date on which an offer for the grant of an option is made to an eligible participant (the "Offer Date");
 - b. next 25% of the options are vested on the two-year anniversary from the Offer Date;
 - c. then 20% of the options are vested on the three-year anniversary from the Offer Date; and
 - d. remaining 15% of the options are vested on the four-year anniversary from the Offer Date.

附註：

1. 待歸屬條件獲達成後，該計劃以下列方式採納四年期歸屬時間表：
 - a. 自向合資格參與者提出授予期權的要約的日期(「要約日」)起計一週年歸屬期權的首40%；
 - b. 自要約日起計兩週年歸屬期權的其餘25%；
 - c. 自要約日起計三週年歸屬期權的其餘20%；及
 - d. 自要約日起計四週年歸屬期權的餘下15%。

PRE-IPO SHARE AWARD SCHEME AND SUPPLEMENTARY SCHEME

The Company adopted the Pre-IPO share award scheme pursuant to a resolution passed by the Directors on 15 April 2016 (the "Pre-IPO Share Award Scheme"), through which a total of 25,000,000 shares ("Awarded Shares") at a par value of US\$0.00001 each were issued to Acheson (the "Trustee") on 11 May 2016, who will hold the Awarded Shares for the benefit of the eligible employees as a trustee. The Company adopted the Supplementary Scheme of the Pre-IPO Share Award Scheme ("Supplementary Scheme") pursuant to a resolution passed by the Directors on 28 August 2019, which authorises the chief executive officer to complete the selection of grantees, the allocation of shares and the signing of agreements and other related work to grant the shares withdrawn and had not been granted on 7 September 2016.

1. Purpose

The Pre-IPO Share Award Scheme (as amended by the Supplementary Scheme) aims to build up a medium to long term incentive mechanism, attract and cultivate talent, maintain steady development of the Group and management team and align the interests of the management team with those of the Shareholders.

首次公開發售前股份獎勵計劃及補充計劃

本公司根據董事於2016年4月15日通過的決議案採納首次公開發售前股份獎勵計劃(「首次公開發售前股份獎勵計劃」)，據此，合共25,000,000股每股面值0.00001美元的股份(「獎勵股份」)於2016年5月11日發行予Acheson(「受託人」)，其將以受託人身份為合資格僱員的利益持有獎勵股份。本公司根據董事於2019年8月28日通過的決議案，採納首次公開發售前股份獎勵計劃的補充計劃(「補充計劃」)，授權主要行政人員可完成承授人的甄選、股份分配及各項協議的簽訂以及其他相關工作，以授出於2016年9月7日已撤回而未有授出的股份。

1. 目的

首次公開發售前股份獎勵計劃(經補充計劃修訂)旨在建立中長期獎勵機制，吸引及培養人才，維持本集團及管理團隊穩定發展及將管理團隊的利益與股東利益緊密聯繫。

Directors' Report (Continued)**董事會報告(續)****2. Participants of the Pre-IPO Share Award Scheme**

Persons eligible to receive Awarded Shares under the Pre-IPO Share Award Scheme include any employee of member of the Group, including the senior management of the Group, general managers and deputy managers of the subsidiaries of the Group and department executives of the Group, excluding directors, chief executives and any employee who has resigned or fulfilling the notice period before termination of their employment in accordance with their employment contracts or other requirements at the relevant time.

3. Total number of Awarded Shares available for issue

The Pre-IPO Share Award Scheme does not involve any subscription and issue of new shares.

As at the date of this annual report, the remaining number of Awarded Shares held by the Trustee for the purpose of the Pre-IPO Share Award Scheme (as amended by the Supplementary Scheme) was 3,096,250, representing approximately 0.31% of the total issued Shares as at the date of this annual report.

4. The maximum entitlement of each participant

Despite that the terms of the Pre-IPO Share Award Scheme (as amended by the Supplementary Scheme) has no limit on the maximum entitlement of each participant, the Company shall comply with the relevant requirements of Chapter 17 of the Listing Rules to ensure that the total number of Awarded Shares issued and to be issued under the Pre-IPO Share Award Scheme and any other share schemes of the Group (excluding any options and awards lapsed in accordance with the terms of the Pre-IPO Share Award Scheme or any other share schemes of the Group) to each participant in any 12-month period may not exceed 1% of the issued Shares from time to time. Where any further grant of the Awarded Shares to a participant under the Pre-IPO Share Award Scheme

2. 首次公開發售前股份獎勵計劃參與者

根據首次公開發售前股份獎勵計劃，符合資格收取獎勵股份的人士包括本集團成員公司的任何僱員，其中包括本集團的高級管理人員、本集團附屬公司的總經理及副經理以及本集團的部門總監，但不包括董事、主要行政人員及根據僱傭合約或有關時間的其他規定於終止僱傭關係前已辭任或已履行通知期的任何僱員。

3. 可供發行的獎勵股份總數

首次公開發售前股份獎勵計劃並不涉及任何新股份的認購及發行。

於本年報日期，受託人為首次公開發行前股份獎勵計劃(經補充計劃修訂)而持有的餘下獎勵股份數目為3,096,250股，佔於本年報日期已發行股份總數約0.31%。

4. 各參與者的權益上限

儘管首次公開發售前股份獎勵計劃(經補充計劃修訂)的條款並無限制每名參與者可享有的最高獎勵，惟本公司須遵守上市規則第17章的有關規定，以確保於任何12個月期間，根據首次公開發售前股份獎勵計劃及本集團任何其他股份計劃(不包括根據首次公開發售前股份獎勵計劃或本集團任何其他股份計劃的條款而失效的任何購股權及獎勵)已發行及將發行予各參與者的獎勵股份總數不得超過不時已發行股份的1%。若根據首次公開發售前股份獎勵計劃向參與者進一步授予獎勵股份，將導致就截至並包括該日的12個月期間根據首次公開發售前股份獎勵計劃及本集團任何其他股份計劃已授予或將授予該人士的

Directors' Report (Continued)

董事會報告(續)

would result in the Shares issued or to be issued in respect of all options and awards granted and to be granted to such person (including exercised, cancelled and outstanding Awarded Shares) under the Pre-IPO Share Award Scheme and any other share schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the issued Shares, such further grant must be separately approved by the Shareholders at general meeting with such participant and his close associates (or associates if the participant is a connected person) abstaining from voting.

5. Vesting of the Awarded Shares

The vesting principles of the Pre-IPO Share Award Scheme are summarized as follows:

- (a) A selected employee is not entitled to enjoy the rights to the Awarded Shares before such Awarded Shares are vested to him.
- (b) Subject to the terms of the Pre-IPO Share Award Scheme and the specific terms and conditions set out in the grant letter to each Selected Employee, the Awarded Shares shall vest on such selected employee in three tranches on the following vesting dates provided that the vesting conditions applicable to such selected employee are satisfied:
 - (i) 50% on the Listing Date (the "**First Vested Shares**");
 - (ii) 25% on the first trading day following the first anniversary of the Listing Date; and
 - (iii) 25% on the first trading day following the second anniversary of the Listing Date.

所有購股權及獎勵(包括已行使、已註銷及尚未行使的獎勵股份)已發行或將予發行的股份超過已發行股份總數的1%，則該項進一步授出須於股東大會上另行獲股東批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士，則其聯繫人)須放棄投票。

5. 獎勵股份之歸屬

首次公開發售前股份獎勵計劃的歸屬原則概述如下：

- (a) 選定僱員無權於獎勵股份歸屬前享有獎勵股份的權利。
- (b) 根據首次公開發售前股份獎勵計劃的條款以及向各選定僱員作出之授出函件所載特定條款及條件，獎勵股份將於下列歸屬日期分三批歸屬於相關選定僱員，惟須適用於相關選定僱員的歸屬條件獲達成後方可作實：
 - (i) 於上市日期歸屬50% (「**首批歸屬股份**」)；
 - (ii) 於上市日期一週年後首個交易日歸屬25%；及
 - (iii) 於上市日期兩週年後首個交易日歸屬25%。

Directors' Report (Continued)

董事會報告(續)

- (c) In relation to the receipt of net sale proceeds of First Vested Shares (the “**Net Sale Proceeds**”), the selected employees are subject to certain service period requirements. Under the instructions of the Board, the Trustee may dispose the first vested shares within a reasonable period of time after the Listing Date, from which the Net Sale Proceeds derived will be held by the Trustee. The Trustee will distribute 80% of the Net Sale Proceeds to the respective Selected Employees upon the receipt of instructions from the Board. The Board will instruct the Trustee to distribute the remaining 20% of the Net Sale Proceeds to the respective Selected Employees, provided that such selected employee continues to serve the Company for one year after the Listing Date. If such selected employee terminates its employment with the Company during the one-year period after the Listing Date, such selected employee will be deemed to have automatically and irrevocably surrender the Net Sale Proceeds and the Company will be entitled to obtain the Net Sale Proceeds.
- (c) 有關收取首批歸屬股份的銷售所得款項淨額(「**銷售所得款項淨額**」)，選定僱員須符合若干服務期規定。根據董事會的指示，受託人可於上市日期後的一段合理期間內出售首批歸屬股份，其中產生的銷售所得款項淨額將由受託人持有。於收到董事會的指示後，受託人將分配銷售所得款項淨額的80%予有關選定僱員。董事會將指示受託人將銷售所得款項淨額的餘下20%分配予有關選定僱員，惟該等選定僱員須於上市日期後一年繼續在本公司任職。倘該等選定僱員於上市日期後一年內終止其與本公司的聘用關係，則該等僱員將被視為自動及不可撤回地放棄銷售所得款項淨額且本公司將有權獲得該銷售所得款項淨額。
- (d) Except for the first vested shares, the Awarded Shares which are vested in other two tranches are not subject to such service period requirements.
- (d) 除首批歸屬股份外，另外兩批歸屬的獎勵股份毋須遵守相關服務期規定。
- (e) The Board has absolute discretion in determining whether the vesting conditions applicable to a selected employee are satisfied. The vesting conditions include:
- (e) 董事會可全權酌情決定適用於選定僱員的歸屬條件是否獲達成。歸屬條件包括：
- (i) the selected employee shall remain an employee of the Group on the relevant vesting dates;
- (i) 選定僱員於相關歸屬日期仍為本集團僱員；
- (ii) there shall be no occurrence of triggering events for surrendering the Awarded Shares;
- (ii) 並無發生放棄獎勵股份的任何觸發事件；

Directors' Report (Continued)

董事會報告(續)

(iii) the selected employee and his associate(s) shall not be employed by or operate any entity, during the period from the award date to the relevant vesting dates and the two years after the last vesting date, the business of which competes with the core business of the Group; and

(iv) the selected employee and his associate(s) shall not invest in any entity, during the period from the award date to the relevant vesting dates and the two years after the vesting dates, the business of which competes with the core business of the Group.

(iii) 自獎勵日期至相關歸屬日期之期間及於最後歸屬日期後兩年內，選定僱員及其聯繫人不得受任何其業務與本集團核心業務競爭的實體僱傭或運營任何相關實體；及

(iv) 自獎勵日期至相關歸屬日期之期間及於歸屬日期後兩年內，選定僱員及其聯繫人不得投資任何其業務與本集團核心業務競爭的任何實體。

6. Basis of determining the purchase price of the Awarded Shares

The Board has absolute discretion to determine the purchase price, which would be stated in the grant letter, at the time of the grant.

7. Remaining life of the scheme

Subject to any early termination determined by the Board in accordance with the rules of the Pre-IPO Share Award Scheme (as amended by the Supplementary Scheme), the Pre-IPO Share Award Scheme is valid and effective for a period of ten (10) years commencing on the date of its adoption (i.e. 15 April 2016 to 14 April 2026).

6. 釐定獎勵股份購買價的基準

董事會可全權酌情決定於授出時的購買價(將於授出函件內載明)。

7. 該計劃之餘下期限

在董事會根據首次公開發售前股份獎勵計劃(經補充計劃修訂)的規則決定提前終止的規限下，首次公開發售前股份獎勵計劃的有效期自其通過之日起計為期十(10)年(即2016年4月15日至2026年4月14日)。

Directors' Report (Continued)

董事會報告(續)

8. Grant of Awarded Shares

8. 授出獎勵股份

Grantee	Date of grant	Number of Awarded Shares granted	Vesting period	Purchase price (HK\$) ⁽³⁾	Granted but unvested as at 1 January 2023 已授出但於2023年1月1日尚未歸屬	Granted during the Reporting Period	Vested during the Reporting Period	Weighted average closing price of the Shares immediately before the Awarded Shares were vested 緊接獎勵股份歸屬前的股份加權平均收市價	Cancelled during the Reporting Period	Forfeited during the Reporting Period	Granted but unvested as at 31 December 2023 已授出但於2023年12月31日尚未歸屬
承授人	授出日期	授出獎勵股份的數目	歸屬期間	購買價(港元) ⁽³⁾		報告期間內授出	報告期間內歸屬		報告期間內註銷	報告期間內沒收	
Employees 僱員	7 September 2016 2016年9月7日	21,170,000	16 March 2018 to 19 March 2020 ⁽¹⁾ 2018年3月16日至2020年3月19日 ⁽¹⁾	0.85	-	-	-	-	-	621,875	-
	24 February 2021 2021年2月24日	1,600,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
	31 March 2021 2021年3月31日	380,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
Director 董事											
Qian Xiaoning ⁽⁴⁾ 錢曉寧 ⁽⁴⁾	7 September 2016 2016年9月7日	1,000,000	16 March 2018 to 19 March 2020 ⁽¹⁾ 2018年3月16日至2020年3月19日 ⁽¹⁾	0.85	-	-	-	-	-	-	-
	24 February 2021 2021年2月24日	1,000,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
	31 March 2021 2021年3月31日	560,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
Two of the five highest paid individuals⁽⁵⁾ 五名最高薪酬人士中的兩名 ⁽⁵⁾											
	7 September 2016 2016年9月7日	1,000,000	16 March 2018 to 19 March 2020 ⁽¹⁾ 2018年3月16日至2020年3月19日 ⁽¹⁾	0.85	-	-	-	-	-	-	-
	24 February 2021 2021年2月24日	500,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
	31 March 2021 2021年3月31日	100,000	30 June 2021 to 30 June 2022 ⁽²⁾ 2021年6月30日至2022年6月30日 ⁽²⁾	-	-	-	-	-	-	-	-
Total 總計		27,310,000			-	-	-		-	621,875	-

Directors' Report (Continued)

董事會報告(續)

Notes:

(1) 50% of the Awarded Shares shall vest on the Listing Date provided the Selected Employees remain in service until the first trading day following the first anniversary of the Listing Date; 25% of the Awarded Shares shall vest on the first trading date following the first anniversary of the Listing Date; and 25% of the Awarded Shares shall vest on the first trading date following the second anniversary of the Listing Date.

(2) 60% of the Awarded Shares shall vest on 30 June 2021, provided the selected employees remain in service until 30 June 2022; and (ii) 40% of the Awarded Shares shall vest on 30 June 2022.

(3) The grant price, being HK\$0.85 per Share, in respect of the Awarded Shares granted on 7 September 2016 were determined in the Board's absolute discretion at the time of the grant and was stated in the grant letter containing the offer of the grant of the Awarded Shares.

There was no purchase price in respect of the Awarded Shares granted on 24 February 2021 and 31 March 2021.

(4) Ms. Qian was appointed to the Board with effective from 1 July 2023 and thus was yet to be a Director at the dates of grant. Ms. Qian is also one of the five highest paid individuals.

(5) The remaining two of the five highest paid individuals are not granted any Awarded Shares under the Pre-IPO Share Award Scheme.

附註：

(1) 50%的獎勵股份應於上市日期歸屬，前提是選定僱員於上市日期第一週年後首個交易日前不得離職；25%的獎勵股份於上市日期第一個週年後第一個交易日歸屬；及25%的獎勵股份應於上市日期第二週年後第一個交易日歸屬。

(2) 60%的獎勵股份應於2021年6月30日歸屬，前提是選定僱員在2022年6月30日前不得離職；及(ii)40%的獎勵股份應於2022年6月30日歸屬。

(3) 就於2016年9月7日授予的獎勵股份而言，授出價(即每股0.85港元)乃由董事會於授予時全權酌情釐定，並於載有授予獎勵股份要約的授出函件中說明。

有關於2021年2月24日及2021年3月31日授予的獎勵股份並無購買價。

(4) 錢女士於2023年7月1日起獲委任加入董事會，因此於授予日期尚未擔任董事。錢女士也是五名最高薪酬人士之一。

(5) 根據首次公開發售前股份獎勵計劃，五名最高薪酬人士中的其餘兩名並未獲授予任何獎勵股份。

PERMITTED INDEMNITY

Pursuant to the Articles of Association, every Director shall be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a director of the Company. The Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising out of corporate activities.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

獲准許彌償條文

根據組織章程細則，每位董事須就其作為本公司董事而產生或蒙受的一切虧損或負債，可自本公司資產中獲得彌償。本公司已為董事安排合適的責任保險，以保障彼等因企業活動而引起之責任賠償。

管理合約

截至2023年12月31日止年度，概無就本公司整體業務或其任何主要部份的管理及行政訂立或存續任何合約。

Directors' Report (Continued)**董事會報告(續)****CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS**

During the Reporting Period, the Company had no controlling shareholder. The Company has no Shareholder who may exercise more than 30% of the shares with voting rights of the Company when acting alone or in concert with others, while any Shareholder cannot control the resolutions of the general meeting or the resolutions of the Board meeting by the Shares with voting rights he/she holds, and there is no Shareholder who controls the conduct of the Company through the general meeting or *de facto* controls the conduct of the Company through the Board and senior management. At the same time, there is no Shareholder *de facto* controlling the Company in any other manner when acting along or in concert with others.

EMPLOYEES

The Group had 1,579 employees as at 31 December 2023, as compared with 1,459 employees as at 31 December 2022. The employees of the Company are employed under employment contracts which set out, among other things, their job scope and remuneration. Further details of their employment terms are set out in the employee handbook of the Company. The Company determines the employees' salaries based on their job nature, scope of duty, and individual performance. The Company also provides various benefits to the employees including medical care, housing subsidies, retirement and other benefits as well as on-the-job education, training and other opportunities to improve their skills and knowledge. The Company also provides employees with contributions to social insurance and housing provident fund for the employees in accordance with PRC regulations and the internal.

EMOLUMENT POLICY

The Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the directors and senior management and comparable market practices.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in note 9 to the consolidated financial statements.

控股股東於合約的權益

於報告期內，本公司並無控股股東。本公司並無任何股東於單獨或與其他人士一致行動時可行使本公司30%以上的附有投票權之股份，而任何股東概不可藉其持有的附有投票權之股份控制股東大會的決議案或董事會會議的決議案，亦概無股東可透過股東大會控股本公司的行動，或透過董事會及高級管理層實際上控制本公司的行動。同時，概無股東於單獨或與其他人士一致行動時可以任何其他方式實際上控制本公司。

僱員

於2023年12月31日，本集團有1,579名僱員，而2022年12月31日有1,459名僱員。本公司的僱員乃根據載列(其中包括)其工作範圍及薪酬的僱傭合約僱傭。其僱傭條款的進一步詳情載於本公司的僱員手冊。本公司根據僱員的工作性質、職責範圍及個人表現釐定其薪金。本公司亦向僱員提供各種福利，包括醫療、住房補貼、退休及其他福利以及在職教育、培訓及其他機會，以改善其技能及知識。本公司亦根據中國法規及內部政策向僱員提供社會保險及住房公積金供款。

薪酬政策

本集團已設立薪酬委員會，旨在根據本集團之經營業績、董事及高級管理層之個人表現及可資比較市場慣例，檢討本集團的薪酬政策及董事及高級管理層的全部薪酬架構。

董事及五名最高薪酬人士酬金

董事及五名最高薪酬人士酬金詳情載於綜合財務報表附註9。

Directors' Report (Continued)

董事會報告(續)

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

As at 31 December 2023, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were 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 were taken or deemed to have under such provisions); or (ii) which were required to be recorded in the register of the Company required to be kept under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Long position in the Shares, underlying Shares and debentures of the Company

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2023年12月31日，本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有(i)根據證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的有關條文被當作或視作擁有的權益及淡倉);或(ii)根據證券及期貨條例第352條的規定須記入本公司存置的登記冊的權益及淡倉;或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下:

於本公司股份、相關股份及債權證中的好倉

Name of Director 董事姓名	Nature of Interest 權益性質	Number and class of Shares 股份數及類別	Approximate percentage of shareholding 概約持股百分比
Mr. Zeng Zhijun 曾之俊先生	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	278,586,331 (Long Position) (好倉)	27.70%
Ms. Qian Xiaoning 錢曉寧女士	Beneficial owner (Note 2) 實益擁有人(附註2)	5,826,000 (Long Position) (好倉)	0.58%
Mr. Cheng Liquan Richard 程里全先生	Interest of a controlled corporation (Note 3); and beneficial owner (Note 4) 受控法團權益(附註3); 及實益擁有人(附註4)	168,534,580 (Long Position) (好倉)	16.76%
Mr. Zhu Weihang 朱偉航先生	Interest of a controlled corporation (Note 5) 受控法團權益(附註5)	152,170,529 (Long Position) (好倉)	15.13%

Directors' Report (Continued)

董事會報告(續)

Notes:

- (1) Mr. Zeng holds the entire issued share capital of Best Dawn Limited ("**Best Dawn**") and 47.2% of interests in Asia Environment Investment Limited ("**Asia Environment**"). Therefore, Mr. Zeng is deemed to be interested in the Shares held by Best Dawn and Asia Environment under the SFO.
- (2) Ms. Qian is entitled to receive up to (i) 1,576,000 Shares pursuant to the Pre-IPO Share Award Scheme; and (ii) 4,250,000 Shares pursuant to the share option scheme adopted by the Company on 29 December 2020.
- (3) Mr. Cheng holds the entire issued share capital of World Hero International Limited ("**World Hero**"). Therefore, Mr. Cheng is deemed to be interested in the Shares held by World Hero under the SFO.
- (4) Mr. Cheng directly holds 400,000 Shares.
- (5) The entire issued share capital of New Asia Limited ("**New Asia**") is held by Great Origin Ventures Limited ("**Great Origin**"), whose entire issued share capital is in turn held by Mr. Zhu. Therefore, Mr. Zhu is deemed to be interested in the Shares held by New Asia under the SFO.

Save as disclosed above, as at 31 December 2023, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2023 was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate.

附註：

- (1) 曾先生持有Best Dawn Limited (「**Best Dawn**」)之全部已發行股本及Asia Environment Investment Limited (「**Asia Environment**」)之47.2%權益。因此，曾先生根據證券及期貨條例被視為於Best Dawn及Asia Environment持有的股份中擁有權益。
- (2) 錢女士有權(i)根據首次公開發售前股份獎勵計劃收取最多1,576,000股股份；及(ii)根據本公司於2020年12月29日採納的股份期權計劃收取最多4,250,000股股份。
- (3) 程先生持有World Hero International Limited (「**World Hero**」)之全部已發行股本。因此，程先生根據證券及期貨條例被視為於World Hero持有的股份中擁有權益。
- (4) 程先生直接持有400,000股股份。
- (5) 偉源創投有限公司(「**偉源**」)持有New Asia Limited (「**New Asia**」)的全部已發行股本，而朱先生持有偉源的全部已發行股本。因此，朱先生根據證券及期貨條例被視為於New Asia持有的股份中擁有權益。

除上文所披露者外，於2023年12月31日，概無本公司董事及最高行政人員在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有或被視作擁有須記錄於本公司根據證券及期貨條例第352條存置的登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

董事收購股份或債權證的權利

本公司、其控股公司或其任何附屬公司於截至2023年12月31日止年度內任何時間，概無參與任何安排致使董事可藉購入本公司或任何其他法人團體的股份或債券證券(包括公司債券)而獲益。

Directors' Report (Continued)**董事會報告(續)****SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES****主要股東於股份及相關股份中的權益及淡倉**

As at 31 December 2023, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

於2023年12月31日，據董事所深知，下列人士（並非本公司董事或最高行政人員）於股份或相關股份中擁有須記載於本公司按證券及期貨條例第336條須置存之登記冊內的根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉：

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholding 股權概約百分比
Best Dawn Best Dawn	Beneficial owner 實益擁有人	255,645,143 (Long Position) (好倉)	25.42%
Ms. Ge Tong 戈彤女士	Interest of spouse (Note 1) 配偶權益(附註1)	278,586,331 (Long Position) (好倉)	27.70%
World Hero World Hero	Beneficial owner 實益擁有人	168,134,580 (Long Position) (好倉)	16.72%
Ms. Zhou Xuan 周旋女士	Interest of spouse (Note 2) 配偶權益(附註2)	168,534,580 (Long Position) (好倉)	16.76%
New Asia New Asia	Beneficial owner 實益擁有人	152,170,529 (Long Position) (好倉)	15.13%
Great Origin 偉源	Interest of a controlled corporation (Note 3) 受控法團權益(附註3)	152,170,529 (Long Position) (好倉)	15.13%

Directors' Report (Continued)

董事會報告(續)

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholding 股權概約百分比
Sinopec Overseas Investment Holding Limited ("Sinopec") 中國石化海外投資控股有限公司 (「中石化」)	Beneficial owner 實益擁有人	110,294,118 (Long Position) (好倉)	10.97%
China Petroleum & Chemical Corporation 中國石油化工股份有限公司	Interest of a controlled corporation (Note 4) 受控法團權益(附註4)	110,294,118 (Long Position) (好倉)	10.97%

Notes:

附註：

- (1) Ms. Ge Tong is the spouse of Mr. Zeng. Under the SFO, Ms. Ge Tong is deemed to be interested in the same number of Shares in which Mr. Zeng is interested. (1) 戈彤女士為曾先生之配偶。根據證券及期貨條例，戈彤女士被視為為曾先生所持有權益之相同數目股份中擁有權益。
- (2) Ms. Zhou Xuan is the spouse of Mr. Cheng. Under the SFO, Ms. Zhou Xuan is deemed to be interested in the same number of Shares in which Mr. Cheng is interested. (2) 周旋女士為程先生之配偶。根據證券及期貨條例，周旋女士被視為為程先生所持有權益之相同數目股份中擁有權益。
- (3) The entire issued share capital of New Asia is held by Great Origin. Therefore, Great Origin is deemed to be interested in the Shares held by New Asia under the SFO. (3) 偉源持有New Asia的全部已發行股本。因此，偉源根據證券及期貨條例被視為為New Asia所持有的股份中擁有權益。
- (4) China Petroleum & Chemical Corporation holds the entire issued share capital of Sinopec. Therefore, China Petroleum & Chemical Corporation is deemed to be interested in the Shares held by Sinopec under the SFO. China Petroleum & Chemical Corporation is a PRC state-owned company, whose H shares are listed on the Main Board (stock code: 386). (4) 中國石油化工股份有限公司持有中石化之全部已發行股本。因此，中國石油化工股份有限公司根據證券及期貨條例被視為為中石化所持有的股份中擁有權益。中國石油化工股份有限公司為一家中國國有企業，其H股於主板上市(股份代號：386)。

Save as disclosed above, and as at 31 December 2023, the Directors were not aware of any persons (who were not directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上文所披露者外，於2023年12月31日，董事並不知悉任何人士(並非本公司董事或最高行政人員)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' INTEREST IN COMPETING BUSINESS

For the year ended 31 December 2023, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

CONNECTED TRANSACTIONS

During the Reporting Period, the Group has entered into certain non-exempt connected transactions and continuing connected transactions, which are subject to the reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Directors confirmed that the Group has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules and has followed the pricing policies under relevant agreements in respect of the following connected transactions and continuing connected transactions for the year ended 31 December 2023.

Connected transaction

1. Acquisition of Yangxi #1-#2 Facilities

On 27 October 2023, Beijing Boqi entered into Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement with Guangdong Huaxia Electric Development Co., Ltd (“**Guangdong Huaxia Electric**”) and Yangxi Haibin Electric Power Development Co., Ltd (“**Yangxi Electric**”) in relation to, among others, acquisition of the #1-#2 desulfurization and denitrification facilities then owned by Yangxi Electric (“**Yangxi #1-#2 Facilities**”) (except for land) by Beijing Boqi from Yangxi Electric (the “**Acquisition**”).

Parties: Beijing Boqi;
Guangdong Huaxia Electric; and
Yangxi Electric

董事於競爭業務中的權益

截至2023年12月31日止年度，概無董事或彼等各自之聯繫人已從事與本集團業務競爭或可能競爭的任何業務，或於其中持有任何權益。

關連交易

於報告期內，本集團訂立若干非豁免關連交易及持續關連交易，根據上市規則第14A章，須遵守申報、公告及／或獨立股東批准的規定。董事確認，截至2023年12月31日止年度，本集團已就以下關連交易及持續關連交易遵守上市規則第14A章指定的披露規定並已遵循相關協議之定價政策。

關連交易

一、收購1-2號陽西設施

於2023年10月27日，北京博奇與廣東華廈電力發展有限公司(「**廣東華廈電力**」)及陽西海濱電力發展有限公司(「**陽西電力**」)訂立1-2號陽西設施脫硫脫硝項目資產轉讓協議，內容有關(其中包括)北京博奇自陽西電力收購當時由陽西電力擁有的1-2號脫硫脫硝設施(「**1-2號陽西設施**」)(土地除外)(「**收購事項**」)。

訂約方：北京博奇；
廣東華廈電力；及
陽西電力

Directors' Report (Continued)

董事會報告(續)

<p>Consideration and basis for the Acquisition:</p>	<p>Approximately RMB154.26 million (excluding tax, being RMB174.31 million with tax included), which was determined by the parties after arm's length negotiation with reference to the asset value of Yangxi #1-#2 Facilities of approximately RMB159.03 million (excluding tax) as at 30 September 2023 appraised by an independent valuer.</p>	<p>收購事項的代價及基準：</p>	<p>約人民幣154.26百萬元(不含稅，含稅即為人民幣174.31百萬元)，由訂約方經參考獨立估值師評估的1-2號陽西設施於2023年9月30日的資產價值約人民幣159.03百萬元(不含稅)後公平磋商釐定。</p>
<p>Payment terms for the Acquisition:</p>	<p>Beijing Boqi shall pay the consideration in respect of the Acquisition in the following manner:</p> <p>(i) 50% of the consideration or approximately RMB87.15 million (including tax) will be settled by cash within 15 business days after the date of the agreement entered into among Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric on 27 October 2023 in relation to, among others, the Acquisition and the operation service in relation to desulfurization and denitrification by utilising Yangxi #1-#2 Facilities in accordance with agreement upon completion of the Acquisition (the "Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement"); and</p>	<p>收購事項的付款條款：</p>	<p>北京博奇應按以下方式就收購事項支付代價：</p> <p>(i) 50%的代價或約人民幣87.15百萬元(含稅)將於北京博奇、廣東華廈電力及陽西電力於2023年10月27日訂立的一份協議，內容有關(其中包括)收購事項及於收購事項完成後，根據協議利用1-2號陽西設施進行脫硫脫硝相關運營服務(「1-2號陽西設施脫硫脫硝項目資產轉讓協議」)日期後15個營業日內以現金結算；及</p>

Directors' Report (Continued)

董事會報告(續)

(ii) the remaining 50% of the consideration or approximately RMB87.15 million (including tax) will be settled within 15 Business Days after the Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement becomes effective.

(ii) 剩餘50%代價或約人民幣87.15百萬元(含稅)將於1-2號陽西設施脫硫脫硝項目資產轉讓協議生效後15個營業日內結算。

In the event that the Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement cannot become effective, Yangxi Electric shall refund all previously settled consideration within 15 business days after receiving the written notice from Beijing Boqi.

倘1-2號陽西設施脫硫脫硝項目資產轉讓協議無法生效，陽西電力應在收到北京博奇的書面通知後15個營業日內退還全部先前已結算的代價。

Completion for the Acquisition: Completion shall take place when Yangxi Electric receives the entire consideration and completes the asset delivery procedures in accordance with Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement. Upon completion, Beijing Boqi shall own all the rights and interest (except for land) in Yangxi #1-#2 Facilities.

收購事項的完成：根據1-2號陽西設施脫硫脫硝項目資產轉讓協議，當陽西電力收到全部代價並完成資產交割手續時交易完成。完成後，北京博奇應擁有1-2號陽西設施的所有權利及權益(土地除外)。

Future disposal arrangement: If Beijing Boqi intends to dispose Yangxi #1-#2 Facilities after completion of the Acquisition, it must obtain the written consent of Yangxi Electric.

未來出售安排：倘北京博奇擬於收購事項完成後出售1-2號陽西設施，其必須取得陽西電力的書面同意。

Taking into account the aforesaid, the Directors are of the view that the above arrangement is fair and reasonable, on the normal commercial terms and in the interests of the Company and the Shareholders.

經計及上文所述，董事認為上述安排屬公平合理、按一般商業條款訂立及符合本公司及股東的利益。

Directors' Report (Continued)

董事會報告(續)

Listing Rules Implications

Yangxi Electric is a wholly-owned subsidiary of Guangdong Huaxia Electric, which is owned and controlled by, through various intermediaries, Mr. Zhu Yihang, the brother and associate of Mr. Zhu Weihang, the Director and one of the substantial shareholders of the Company and is therefore a connected person of the Company under Rule 14A.07(4) of the Listing Rules. As such, the Acquisition constituted a connected transaction of the Company.

For details, please refer to the Company's announcement dated 27 October 2023 and circular dated 12 December 2023.

上市規則的涵義

陽西電力為廣東華廈電力的全資附屬公司，而廣東華廈電力由我們的董事及主要股東之一朱偉航先生的兄弟及聯繫人朱一航先生透過多家中介公司擁有及控制權益，故此根據上市規則第14A.07(4)條為本公司的關連人士。因此，收購事項構成本公司的關連交易。

有關詳情，請參考本公司日期為2023年10月27日的公告及日期為2023年12月12日的通函。

Continuing connected transactions1. *Yangxi #1-#4 Facilities Project*

On 31 December 2016, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a management service agreement (“**Yangxi Management Service Agreement**”) in relation to the provision of operation, daily maintenance and repair services in respect of the #1-#4 desulfurization and denitrification facilities owned by Yangxi Electric (“**Yangxi #1-#4 Facilities**”) prior to the completion of the acquisition of the Yangxi #1-#4 Facilities under the cooperation framework agreement dated 20 May 2016 entered into between the said parties (“**Cooperation Framework Agreement**”). On 1 January 2017, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric further entered into a supplemental agreement solely to determine the pricing terms of the Yangxi Management Service Agreement (the “**Yangxi Service Pricing Agreement**”). Due to an unexpected delay in the release of the mortgage on the Yangxi #1-#4 Facilities, the completion of the proposed acquisitions of the Yangxi #1-#4 Facilities under the Cooperation Framework Agreement was delayed, and it was agreed between Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric not to proceed with the proposed acquisitions of the Yangxi #1-#4 Facilities. Accordingly, on 28 August 2017, Beijing Boqi, Guangdong Huaxia

持續關連交易一、 *1-4號陽西設施項目*

於2016年12月31日，北京博奇、廣東華廈電力及陽西電力訂立管理服務協議（「**陽西管理服務協議**」），內容有關於根據上述訂約方訂立日期為2016年5月20日的合作框架協議（「**合作框架協議**」）完成收購1-4號陽西設施前向陽西電力擁有的1-4號脫硫及脫硝設施（「**1-4號陽西設施**」）提供運營、日常維護及修復服務。於2017年1月1日，北京博奇、廣東華廈電力與陽西電力另行訂立補充協議，以釐定陽西管理服務協議的定價條款（「**陽西服務定價協議**」）。基於1-4號陽西設施的按揭意外地延遲解除，以及合作框架協議項下1-4號陽西設施的擬議收購事項延遲完成，故北京博奇、廣東華廈電力及陽西電力已協定不再進行1-4號陽西設施的擬議收購事項。因此，北京博奇、廣東華廈電力及陽西電力於2017年8月28日訂立補充協議（「**陽西補充協議**」），據此，合作框架協議項下的1-4號陽西設施的擬議收購事項已終止。同日，北京博奇、廣東華廈電力及

Directors' Report (Continued)

董事會報告(續)

Electric and Yangxi Electric entered into a supplemental agreement (“**Yangxi Supplemental Agreement**”) under which, the proposed acquisitions of the Yangxi #1-#4 Facilities under the Cooperation Framework Agreement, were terminated. On the same day, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a supplemental agreement (the “**Yangxi Supplemental Management Service Agreement**”) to supersede and extend the term of the services under the Yangxi Management Services Agreement from 1 January 2017 to 30 September 2017 to a term from 1 January 2017 to 31 December 2025. Other provisions in relation to the services and ancillary services to be provided by Beijing Boqi under the Yangxi Management Services Agreement remain unchanged for the extended term. On 8 March 2018, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a supplemental agreement (the “**March 2018 Supplemental Agreement**”) to determine the unit price in relation to the additional on-grid power generation based on the further quota for power generation acquired by Yangxi Electric. On 20 July 2018, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a supplemental agreement (the “**July 2018 Supplemental Agreement**”, together with the March 2018 Supplemental Agreements as the “**2018 Supplemental Agreements**”) to determine the price adjustment to the relevant fixed rates (inclusive of value-added tax) for the provision of O&M services, due to a tax relief enjoyed by Guangdong Huaxia Yangxi power plant, which is now shared with Beijing Boqi. For the avoidance of doubt, the relevant fixed rates (exclusive of value-added tax) remain unchanged. On 30 November 2020, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a supplemental agreement (the “**2020 Supplemental Agreement**”) to amend and supplement certain terms in relation to the pricing terms for the provision of O&M services and the Ancillary Charges in accordance with the market-based pricing mechanism. On 27 October 2023, Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric entered into a supplemental agreement (the “**2023 Supplemental Agreement**”, together with Yangxi Management Service Agreement, Yangxi Service

陽西電力訂立補充協議(「**陽西補充管理服務協議**」)以將陽西管理服務協議服務期限由2017年1月1日至2017年9月30日延長至2017年1月1日至2025年12月31日。與北京博奇根據陽西管理服務協議提供的服務及輔助服務有關的其他條文於延長期限內保持不變。於2018年3月8日，北京博奇、廣東華廈電力及陽西電力訂立補充協議(「**2018年3月補充協議**」)，以就陽西電力收購的電廠基於進一步配額釐定額外上網電量的單價。於2018年7月20日，鑒於北京博奇如今亦可共享廣東華廈陽西電廠所享之稅收優惠，故北京博奇、廣東華廈電力及陽西電力訂立補充協議(「**2018年7月補充協議**」，連同2018年3月補充協議統稱「**2018年補充協議**」)，以釐定提供運維服務的相關固定費率(包括增值稅)的價格調整。為免生疑問，相關固定費率(不包括增值稅)維持不變。於2020年11月30日，北京博奇、廣東華廈電力及陽西電力訂立補充協議(「**2020年補充協議**」)，以修訂及補充有關提供運維服務的定價條款及根據市場定價機制釐定輔助費用之若干條款。於2023年10月27日，北京博奇、廣東華廈電力及陽西電力訂立力訂立補充協議(「**2023年補充協議**」，連同陽西管理服務協議、陽西服務定價協議、

Directors' Report (Continued)

董事會報告(續)

Pricing Agreement, Yangxi Supplemental Management Service Agreement, the 2018 Supplemental Agreements and the 2020 Supplemental Agreement, as “**Yangxi Agreements**”) to (i) transform the O&M operation of Yangxi #1-#2 Facilities to the operation of self-owned assets from the completion date of the delivery of assets; (ii) extend the O&M operation of the #3-#4 desulfurization and denitrification facilities owned by Yangxi Electric (“**Yangxi #3-#4 Facilities**”) to 31 December 2028; and (iii) revise the terms for service fee and payment obligation.

Under the Yangxi Agreements, Beijing Boqi provides operation, daily maintenance and repair services in respect of (i) the Yangxi #1-#2 Facilities to Yangxi Electric from 1 January 2017 and up to the completion date of the delivery of assets; and (ii) the Yangxi #3-#4 Facilities for a term from 1 January 2017 to 31 December 2028.

Parties: Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric

Term of the agreement: 1 January 2017 to 31 December 2028.

Services to be provided: The services to be provided by Beijing Boqi include the operation, daily maintenance and repair of Yangxi #1-#4 Facilities (For Yangxi #1-#2 Facilities, up to the completion date of the delivery of assets). Beijing Boqi is also responsible for the materials used in the services provided as well as treatment of waste created during the provision of such services.

陽西補充管理服務協議、2018年補充協議及2020年補充協議合稱為「**陽西協議**」，以(i)自資產交割完成日期起，1-2號陽西設施的運維營運轉變為自有資產運營；(ii)將陽西電力所擁有的3-4號脫硫及脫硝設施(「**3-4號陽西設施**」)的運維營運延長至2028年12月31日；及(iii)修訂服務費及付款義務的條款。

根據陽西協議，北京博奇(i)就1-2號陽西設施向陽西電力提供運營、日常維護及維修服務，期限自2017年1月1日起至資產交割完成日期止；及(ii)就3-4號陽西設施提供上述服務，期限自2017年1月1日至2028年12月31日止。

訂約方：北京博奇、廣東華廈電力及陽西電力

協議期限：2017年1月1日至2028年12月31日。

將予提供的服務：北京博奇將予提供的服務包括1-4號陽西設施的營運、日常維護及維修(就1-2號陽西設施而言，期限至資產交割完成日期為止)。北京博奇亦負責供應所提供服務使用的材料及處理提供有關服務過程產生的廢棄物。

Directors' Report (Continued)

董事會報告(續)

Service fee policy:	<p>The service fee under the Yangxi Agreements is calculated based on the on-grid power generation multiplied by a rate which is determined by the parties. The pricing terms of the Yangxi Agreements were determined under the 2023 Supplemental Agreement as follows:</p>	<p>服務費政策：陽西協議項下的服務費乃按上網電量乘以訂約方釐定的服務費率。陽西協議的定價條款乃如下文所述根據2023年補充協議釐定：</p>
	<p>(i) Desulfurization and denitrification subsidies</p> <p>The service fees in respect of desulfurization and denitrification subsidies shall be calculated by multiplying on-grid electricity generation (kWh) to be generated by Yangxi #1-#4 power generating units (as the case may be) by RMB0.02143 per kWh, being the fixed rate as mutually agreed by the parties after considering the “benchmark desulfurization and denitrification subsidies”.</p> <p>The service fees in respect of desulfurization and denitrification subsidies shall be subject to a “floating” adjustment ranging from 10% premium to 10% discount (i.e. $\pm 10\%$) with reference to Yangxi Electric's annual profits based on its audited annual financial statements. For details, please refer to the Company's announcement dated 27 October 2023 and circular dated 12 December 2023.</p>	<p>(i) 脫硫脫硝補貼</p> <p>脫硫脫硝補貼涉及的服務費應按1-4號陽西發電機組(視情況而定)將產生的上網電量(千瓦時)乘以每千瓦時人民幣0.02143元(即訂約方在計及「標桿脫硫脫硝補貼」後共同協定的固定費率)計算。</p> <p>脫硫脫硝補貼涉及的服務費應參考陽西電力基於其經審核年度財務報表的年度利潤進行「浮動」調整，調整範圍介乎10%溢價至10%折讓(即$\pm 10\%$)。有關詳情，請參閱本公司日期為2023年10月27日的公告及日期為2023年12月12日的通函。</p>

Directors' Report (Continued)

董事會報告(續)

	(ii) "Ultra-low emission" operation service fees	(ii) 「超低排放」運營服務費
	<p>The service fees in respect of "ultra-low emission" operation shall be equivalent to the actual operation and maintenance costs (excluding tax) incurred by Beijing Boqi plus a premium of 10%, as well as plus value-added tax based on the invoice issued by Beijing Boqi.</p>	<p>「超低排放」運營涉及的服務費應相當於北京博奇產生的實際運營及維護成本(不含稅)加上10%的溢價, 以及加上基於北京博奇開具的發票的增值稅。</p>
Payment obligation:	<p>Before the 2023 Supplemental Agreement becomes effective, Yangxi Electric shall pay to Beijing Boqi the service fee within 15 days of Yangxi Electric receiving the electricity fee from the State Power Grid.</p>	<p>付款責任：在2023年補充協議生效前, 陽西電力須於陽西電力自電網公司收取電費後15日內向北京博奇支付服務費用。</p>
	<p>After the 2023 Supplemental Agreement comes into effect on 29 December 2023, the payment obligation is revised as follows:</p>	<p>在2023年補充協議於2023年12月29日生效後, 付款責任修訂如下：</p>
	(i) For desulfurization and denitrification subsidies, Yangxi Electric shall pay to Beijing Boqi the service fee in relation to the following month on a monthly basis and within 90 days from the first day of the following month;	(i) 就脫硫脫硝補貼而言, 陽西電力應按月於次月首日起90日內向北京博奇支付次月相關服務費；
	(ii) For "floating" service fees, Yangxi Electric settle with Beijing Boqi on an annual basis; and	(ii) 就「浮動」服務費而言, 陽西電力按年與北京博奇結算；及

Directors' Report (Continued)

董事會報告(續)

(iii) For "Ultra-low emission" operation service fees, Yangxi Electric shall pre-pay to Beijing Boqi the service fee in relation to the following quarter on a quarterly basis and within 90 days from the first day of the first month of a quarter, and settle based on the approved electricity generation for ultra-low emission on an annual basis, with refunds for excess and compensations for shortages.

Beijing Boqi shall pay to Yangxi Electric a performance guarantee in an amount of RMB139,690,000 for guaranteeing its work and performance under the Yangxi Agreements.

The above performance guarantee is arrived at on arm's length negotiations between Beijing Boqi, Guangdong Huaxia Electric and Yangxi Electric and determined based on the estimated service fee to be received (i.e. the estimated on-grid power generation multiplied by a rate (10%) which is determined by the parties) multiplied by the original term of the Yangxi Agreements (i.e. 8 years). Such performance guarantee has been paid to Yangxi Electric and shall be refunded to Beijing Boqi upon completion of the term of the Yangxi Agreements.

Ancillary charges:

Under the Yangxi Agreements, Beijing Boqi shall pay to Yangxi Electric before the 10th day of each month the ancillary charges, including relevant operation fees such as water, electricity, vapor, gas, environmental protection penalty and pollution tax fees and other relevant operational charges.

(iii) 就「超低排放」運營服務費而言，陽西電力應按季度於季度首月首日起90日內向北京博奇預付下一季度相關服務費，並按年根據核定的超低排放結算電量清算，多退少補。

根據陽西補充管理服務協議，北京博奇須向陽西電力支付履約保證金人民幣139,690,000元，以為其於陽西協議項下的工程及績效作擔保。

上述履約保證金乃基於預計將收取的服務費(即預計上網電量乘以由訂約雙方釐定的服務費率(10%))乘以陽西協議的原定期限(即8年)經北京博奇、廣東華廈電力及陽西電力公平磋商後釐定。相關履約保證金已向陽西電力支付，並將在陽西協議條款完成後退還北京博奇。

輔助費用：

根據陽西協議，北京博奇將於每月第10日前向陽西電力支付輔助費用，包括水、電、蒸汽、汽、環保罰款及排污稅費等相關運營費用。

Directors' Report (Continued)**董事會報告 (續)****Listing Rules Implications**

Yangxi Electric is a wholly-owned subsidiary of Guangdong Huaxia Electric, which is owned and controlled by, through various intermediaries, Mr. Zhu Yihang, the brother and associate of Mr. Zhu Weihang, the Director and one of the substantial shareholders of the Company and is therefore a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The above transaction is entered into on normal commercial terms. Prior to the Listing, the Company had applied to the Stock Exchange and the Stock Exchange had granted the Company, a waiver from (i) strict compliance three-year term requirement for continuing connected transactions under Rule 14A.52 of the Listing Rules and (ii) strict compliance with the rules regarding the announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, on the condition that the respective aggregate amounts of non-exempt continuing connected transactions with Yangxi Electric for the years 2018, 2019 and 2020 would not exceed the respective annual caps set out in the Prospectus. The renewed annual caps for the continuing connected transactions under the Yangxi Agreements for the three years ended 2023 and the three years ending 2025 were approved by the independent shareholders at an extraordinary general meeting (the "EGM") held on 29 December 2020 and 29 December 2023, respectively.

For details, please refer to the disclosure as set out in the section headed "Connected Transactions" of the Prospectus and the Company's announcement dated 12 March 2019, circular dated 31 May 2019, announcement dated 30 November 2020, circular dated 8 December 2020, announcement dated 27 October 2023 and circular dated 12 December 2023.

上市規則的涵義

陽西電力為廣東華廈電力的全資附屬公司，而廣東華廈電力由我們的董事及主要股東之一朱偉航先生的兄弟及聯繫人朱一航先生透過多家中介公司擁有及控制權益，故此根據上市規則第14A.07(4)條為本公司的關連人士。上述交易按一般商業條款訂立。於上市前，本公司已向聯交所申請且聯交所已批准本公司豁免(i)嚴格遵守上市規則第14A.52條項下持續關連交易的三年期限規定；及(ii)嚴格遵守上市規則第14A章項下公告及獨立股東批准規定，條件是於2018年、2019年及2020年與陽西電力的非豁免持續關連交易的相關總金額不得超過招股章程所載的相關年度上限。截至2023止三個年度及截至2025年止三個年度陽西協議項下持續關連交易的經更新年度上限已由獨立股東分別在2020年12月29日及2023年12月29日舉行的股東特別大會上批准。

有關詳情，請參閱招股章程「關連交易」一節所載的披露及本公司日期為2019年3月12日之公告、日期為2019年5月31日之通函、日期為2020年11月30日之公告、日期為2020年12月8日之通函、日期為2023年10月27日之公告及日期為2023年12月12日之通函。

Directors' Report (Continued)

董事會報告(續)

2. Yangxi #5-#6 Facilities Project

On 25 January 2022, Beijing Boqi entered into the Yangxi #5-#6 Facilities Maintenance Service Agreement with Yangxi Electric. On 29 December 2023, Beijing Boqi and Yangxi Electric entered into a supplemental agreement (“**Yangxi #5-#6 Facilities Maintenance Service Supplemental Agreement**”) to revise the total service fee so as to cover (i) the projects of which the individual project price does not exceed RMB50,000; and (ii) the projects of which the individual project price exceeds RMB50,000 but less than RMB100,000.

Parties: Beijing Boqi and Yangxi Electric

Term of the agreement: 1 January 2022 to 31 August 2027

Services to be provided: The services to be provided by Beijing Boqi include maintenance of maintenance facilities, electrical facilities, thermal control facilities and comprehensive facilities and sanitation and cleaning of all equipment.

Service fee policy: Subject to adjustment, the total service fee is RMB35.92 million. For details of adjustment mechanism of labor costs, please refer to the Company's announcement dated 25 January 2022.

Payment obligation: Yangxi Electric shall pay Beijing Boqi 90% of the total payment for the previous month as approved by Yangxi Electric and the remaining 10% will be withheld by Yangxi Electric as maintenance warranty (the “**Maintenance Warranty**”). The last monthly payment will be made after the parties settle the Yangxi #5-#6 Facilities Maintenance Service Agreement.

Yangxi Electric shall refund the Maintenance Warranty (interest-free) in the manner as set out in the Yangxi #5-#6 Facilities Maintenance Service Agreement.

二、 5-6號陽西設施項目

於2022年1月25日，北京博奇與陽西電力訂立5-6號陽西設施的維護服務協議。於2023年12月29日，北京博奇與陽西電力訂立補充協議(「**5-6號陽西設施維護服務補充協議**」)，以修訂服務費總額，從而涵蓋(i)個別項目價格不超過人民幣50,000元的項目；及(ii)個別項目價格超過人民幣50,000元但少於人民幣100,000元的項目。

訂約方：北京博奇及陽西電力

協議期限：2022年1月1日至2027年8月31日

將予提供的服務：北京博奇將予提供的服務包括維護設施、電氣設施、熱控設施及綜合設施的維護以及所有設備的消毒和清潔。

服務費政策：服務費總額為人民幣35.92百萬元(可予調整)。有關人工成本的調整機制詳情，請參閱本公司日期為2022年1月25日的公告。

付款義務：陽西電力須向北京博奇支付陽西電力批准的上月付款總額的90%，餘下10%將由陽西電力保留作維護質保金(「**維護質保金**」)。最後一筆每月付款將於訂約雙方結清5-6號陽西設施維護服務協議後作出。

陽西電力須按5-6號陽西設施維護服務協議所載的方式退還維護質保金(免息)。

Directors' Report (Continued)**董事會報告(續)****Listing Rules Implications**

Yangxi Electric is a wholly-owned subsidiary of Guangdong Huaxia Electric, which is owned and controlled by, through various intermediaries, Mr. Zhu Yihang, the brother and associate of Mr. Zhu Weihang, the Director and one of the substantial shareholders of the Company and is therefore a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The above transaction is entered into on normal commercial terms. The revised annual caps for the continuing connected transactions under the Yangxi #5-#6 Facilities Maintenance Service Supplemental Agreement (as supplemented by Yangxi #5-#6 Facilities Maintenance Service Supplemental Agreement) for the three years ending 2025 were approved by the independent shareholders at the EGM held on 29 December 2023.

The renewed annual caps for the continuing connected transactions under the Yangxi #5-#6 Facilities Maintenance Service Agreement and Yangxi #5-#6 Facilities Maintenance Service Supplemental Agreements for the three years ended 2023 and ending 2025 were approved by the independent shareholders at EGM held on 29 December 2020 and 29 December 2023, respectively.

Reference is made to the Company's announcement dated 25 January 2022 and 27 October 2023 and the Company's circular dated 12 December 2023.

3. Yangxi #1-#2 Facilities Project

On 27 October 2023, Beijing Boqi entered into Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement with Guangdong Huaxia Electric and Yangxi Electric in relation to, among others, upon completion of the Acquisition, termination of O&M services provided by Beijing Boqi and replaced by operation service provided by Beijing Boqi to ensure that Yangxi Electric's production and operation can meet the national standards and relevant requirements, by utilising Yangxi #1-#2 Facilities.

上市規則的涵義

陽西電力為廣東華廈電力的全資附屬公司，而廣東華廈電力由我們的董事及主要股東之一朱偉航先生的兄弟及聯繫人朱一航先生透過多家中介公司擁有及控制，故此根據上市規則第14A.07(4)條，陽西電力為本公司的關連人士。以上交易乃按正常商業條款訂立。5-6號陽西設施維護服務補充協議（經5-6號陽西設施維護服務補充協議補充）項下持續關連交易於截至2025年止三個年度的經修訂年度上限已於2023年12月29日舉行的股東特別大會上獲獨立股東批准。

5-6號陽西設施的服務協議及5-6號陽西設施維護服務補充協議項下持續關連交易於截至2023年及2025年止三個年度的經修訂年度上限已分別於2020年12月29日及2023年12月29日舉行的股東特別大會上獲獨立股東批准。

請參考本公司日期為2022年1月25日及2023年10月27日的公告以及本公司日期為2023年12月12日的通函。

三、 1-2號陽西設施項目

於2023年10月27日，北京博奇與廣東華廈電力及陽西電力訂立1-2號陽西設施脫硫脫硝項目資產轉讓協議，內容有關（其中包括）於收購事項完成時，終止北京博奇所提供的運維服務，並由北京博奇通過利用1-2號陽西設施提供的營運服務取代，以確保陽西電力的生產經營可符合國家標準及相關規定。

Directors' Report (Continued)

董事會報告(續)

Parties:	Beijing Boqi; Guangdong Huaxia Electric; and Yangxi Electric	訂約方：	北京博奇； 廣東華廈電力；及 陽西電力
Term of the agreement:	Yangxi #1-#2 Facilities Operation Service shall have a term until 31 December 2039.	協議 期限：	1-2號陽西設施運營服務的期限 直至2039年12月31日為止。
Services to be provided:	Beijing Boqi shall be responsible for provision of operation service in relation to desulfurization and denitrification to ensure that Yangxi Electric's production and operation can meet the national standards and relevant requirements, by utilising Yangxi #1-#2 Facilities, scope of which shall include (among others):	將予 提供的 服務	北京博奇應負責通過利用1-2號陽西設施提供脫硫脫硝相關營運服務，以確保陽西電力的生產經營可符合國家標準及相關規定，其範圍應包括(其中包括)：
	(i) determining the inlet parameter ranges of sulfur dioxide in the desulfurization system and nitrogen oxides in the denitrification system according to applicable laws, regulations and standards, project design conditions and current actual operating conditions;		(i) 根據適用的法律、法規及標準、項目設計條件及當前實際運行條件，釐定脫硫系統中二氧化硫及脫硝系統中氮氧化物的入口參數範圍；
	(ii) system operation, daily maintenance, overhaul service, and gypsum and desulfurization and denitrification waste treatment and other related work;		(ii) 系統運行、日常維護、檢修服務、石膏及脫硫脫硝廢物處理等相關工作；
	(iii) coordinating with relevant government departments and be responsible for relevant costs;		(iii) 與相關政府部門協調，並負責相關費用；
	(iv) ensuring the safe and stable operation of Yangxi #1-#2 Facilities and meeting the operation needs of the relevant power plant;		(iv) 確保1-2號陽西設施的安全穩定運行，滿足相關發電廠的運行需求；

Directors' Report (Continued)

董事會報告(續)

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| <p>(v) subject to compliance with the inlet parameter requirements, ensuring the relevant pollutant discharge indicators comply with the applicable laws, regulations and standards, and ensuring the total amount of pollutant discharge is not higher than the project indicators as issued by the relevant PRC government department; and</p> <p>(vi) subject to compliance with the inlet parameter requirements, carrying out relevant upgrades and technical transformation to meet the latest requirements of applicable laws, regulations and standards.</p> | <p>(v) 在符合入口參數要求的前提下，確保相關污染物排放指標遵守適用法律、法規及標準，並確保污染物排放總量不高於相關中國政府部門發佈的項目指標；及</p> <p>(vi) 在符合入口參數要求的前提下，進行相關升級及技術改造，以符合適用法律、法規及標準的最新要求。</p> |
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Service fee policy:

The service fees in respect of Yangxi #1-#2 Facilities Operation Service are calculated in the following manners:

- (i) Desulfurization and denitrification subsidies

The service fees in respect of desulfurization and denitrification subsidies shall be calculated by multiplying on-grid electricity generation (kWh) to be generated by Yangxi #1-#2 power generating units by RMB0.025 per kWh, being the rate as mutually agreed by the parties after considering the “benchmark desulfurization and denitrification subsidies”. Such rate shall be adjusted according to changes in “benchmark desulfurization and denitrification subsidies”.

服務費政策：1-2號陽西設施運營服務涉及的政策：服務費按以下方式計算：

- (i) 脫硫脫硝補貼

脫硫脫硝補貼涉及的服務費應按1-2號陽西發電機組將產生的上網電量(千瓦時)乘以每千瓦時人民幣0.025元(即訂約方在計及「標桿脫硫脫硝補貼」後共同協定的費率)計算。該費率應根據「標桿脫硫脫硝補貼」的變動進行調整。

Directors' Report (Continued)

董事會報告(續)

In addition, the service fees in respect of desulfurization and denitrification subsidies shall be subject to a "floating" adjustment ranging from 10% premium to 10% discount (i.e. $\pm 10\%$) with reference to Yangxi Electric's annual profits based on its audited annual financial statements. For details, please refer to the Company's announcement dated 27 October 2023 and circular dated 12 December 2023.

此外，脫硫脫硝補貼涉及的服務費應參考陽西電力基於其經審核年度財務報表的年度利潤進行「浮動」調整，調整範圍介乎10%溢價至10%折讓(即 $\pm 10\%$)。有關詳情，請參閱本公司日期為2023年10月27日的公告及日期為2023年12月12日的通函。

- (ii) "Ultra-low emission" operation service fees

- (ii) 「超低排放」運營服務費

The service fees in respect of "ultra-low emission" operation shall be equivalent to the actual operation and maintenance costs (excluding tax) incurred by Beijing Boqi plus a premium of 10%, as well as plus value-added tax based on the invoice issued by Beijing Boqi.

「超低排放」運營涉及的服務費應相當於北京博奇產生的實際運營及維護成本(不含稅)加上10%的溢價，以及加上基於北京博奇開具的發票的增值稅。

Payment obligation of service fees:

- (i) For desulfurization and denitrification subsidies, Yangxi Electric shall pay to Beijing Boqi the service fee in relation to the following month on a monthly basis and within 90 days from the first day of the following month;
- (ii) For "floating" service fees, Yangxi Electric settle with Beijing Boqi on an annual basis; and

服務費的付款責任：

- (i) 就脫硫脫硝補貼而言，陽西電力應按月於次月首日起90日內向北京博奇支付次月相關服務費；
- (ii) 就「浮動」服務費而言，陽西電力按年與北京博奇結算；及

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(iii) For "Ultra-low emission" operation service fees, Yangxi Electric shall pre-pay to Beijing Boqi the service fee in relation to the following quarter on a quarterly basis and within 90 days from the first day of the first month of a quarter, and settle based on the approved electricity generation for ultra-low emission on an annual basis, with refunds for excess and compensations for shortages.

(iii) 就「超低排放」運營服務費而言，陽西電力應按季度於季度首月首日起90日內向北京博奇預付下一季度相關服務費，並按年根據核定的超低排放結算電量清算，多退少補。

Ancillary charges:

Ancillary charges refer to relevant operation charges, which include water, electricity, vapor, gas, environmental protection penalty (including confiscated environmental electricity price), operation assessment and pollution tax and office and staff quarter charges and other relevant operational charges, which shall be calculated by multiplying the actual consumption by the applicable unit price stipulated in Yangxi #1-#2 Facilities Asset Transfer of Desulfurization and Denitrification Projects Agreement.

附加

費用指相關的運營費用，包括水、電、蒸汽、氣、環保罰款(包括沒收環保電價款)、運營評估及排污稅費以及辦公室及員工宿舍費用等相關運營費用，按實際消耗量乘以1-2號陽西設施脫硫脫硝項目資產轉讓協議中規定的適用單價計算。

Payment obligation of ancillary charges:

Beijing Boqi shall pay the ancillary charges to Yangxi Electric on a monthly basis and within 90 days from the first day of the following month.

附加費用

北京博奇應按月於次月首日起的付款90日內向陽西電力支付附加費用。