

Huili Resources (Group) Limited 滙力資源(集團)有限公司

(incorporated in the Cayman Islands with limited liability) Stock Code: 1303

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ABOUT THIS REPORT

Huili Resources (Group) Limited (the "Company"), together with its subsidiaries (the "Group"), is pleased to present this Environmental, Social and Governance Report (the "Report") to provide an overview of the Group's management on significant issues affecting the operation, and the performance of the Group in terms of environmental and social aspects. This Report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

Preparation Basis and Scope

This Report is prepared in accordance with Appendix 27 to the rules governing the listing of securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") – "Environmental, Social and Governance Reporting Guide" and has complied with "comply or explain" provision in the Listing Rules.

This Report summarises the performance of the Group in respect of corporate social responsibility, covering its operating activities which are considered as material by the Group – (i) mining and ore processing of nickel, copper, lead and zinc products in the People's Republic of China ("PRC"); and (ii) engineering and other related services in the PRC. With the aim to optimise and improve the disclosure requirements in the Report, the Group has taken initiative to formulate policies, record relevant data, implement and monitor measures. This Report shall be published both in Chinese and English on the website of Stock Exchange. Should there be any discrepancy between the Chinese and the English versions, the English version shall prevail.

Reporting Period

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2017 to 31 December 2017.

The Company completed the acquisition of Yonghe County Changshi Engineering Service Co., Ltd., which was principally engaged in providing engineering services, on 27 April 2017. Its ESG performance from 27 April 2017 to 31 December 2017 has been included in this Report.

Contact Information

The Group welcomes your feedback on this Report for our sustainability initiatives. Please contact us by email to enquiry@huili.hk.

INTRODUCTION

The Group participates in non-ferrous ore mining and processing. The diversified non-ferrous metal minerals covered by the Company's operation include nickel, copper, zinc and lead in Xinjiang province, China. The mining and exploration tenements and ore processing plants in Xinjiang are located close to the municipal city of Hami, which is approximately 400 km south east of Urumqi, the capital of Xinjiang Uygur Autonomous Region. During the reporting period, the Group acquired Yonghe County Changshi Engineering Service Co., Ltd., which was principally engaged in providing engineering services for exploiting oil, natural gas, coal-bed methane and pre-drilling engineering services in Shanxi Province in the PRC.

The Group has a clear strategy for its business development. In order to achieve sustainable development for affordable capital and long-term competitiveness, we recognise the importance of operating in a responsible manner for the environment and community. Respect for stakeholders and the environment is a non-negotiable business principle throughout the Group. Our management is confident that the Group has appropriate systems in place, not only to protect the brand and its businesses, but also to provide long-term benefits to various stakeholders.

The Groups' sustainability strategy is based on the compliance with the legal requirements in the area where we operate and the opinions from stakeholders. Various policies and procedures have established based on the compliance of law and business development strategies of the Group, which can help us to manage and monitor the risks related to the environment, employment, operating practices and community. Details of the management approaches to sustainable development of different areas are illustrated in this Report.

STAKEHOLDERS ENGAGEMENT

The Group understands that success of the Group's business depends on the support from its stakeholders, including regulators, shareholders, employees, customers, suppliers, etc. We have established various communication channels that emphasise two-way dialogue to maintain good relationship with each key stakeholder. The following table provides an overview of the Group's key stakeholders and the various methods of communication used to reach, listen and respond to the stakeholders' concerns.

Stakeholders	Issues of concern	Engagement channels
Government and Market Regulators	 Compliance Proper tax payment Promote regional economic development and employment 	 On-site inspections and checks Research and discussion through work conferences, work reports preparation and submission for approval
Shareholders and Investors	 Return on the investment Information disclosure and transparency Protection of interests and fair treatment of shareholders 	 Annual general meetings and other shareholder meetings Annual reports, announcements and website Meeting with investors and analysts
Employees	 Safeguard the rights and interests of employees Career development opportunities Health and safety 	 Conference Training, seminars and briefing sessions Cultural and sport activities Intranet and emails
Customers	 Safe and high-quality products Stable relationship Information transparency Business ethics 	 Website, brochures, annual reports Email and customer service hotline Feedback forms Visits and meetings
Suppliers/Partners	Long-term partnershipHonest cooperationFair, openRisk reduction	 Business meetings, supplier conferences, phone calls, interviews Regular meeting Review and assessment Tendering process
Peer/Industry Associations	Experience sharing and cooperationFair competition	Industry conferenceSite visit
Public and Communities	Community involvementSocial responsibilities	VolunteeringCharity and social investment

ENVIRONMENTAL ASPECTS

EMISSIONS

Operation of mining and engineering projects can affect the physical environment, including the land, air, water and other important resources. The Group recognises the importance of environmental protection and is committed to operating its business responsibly and in compliance with all environmental regulations.

The Group's objectives on environmental protection are to reduce the emissions of air pollutants, greenhouse gas, waste and wastewater. In pursuit of these objectives, the Group has established "Environmental Facilities Operation and Management System" to detect potential environmental hazard and has implemented corresponding mitigation measures. Regular internal inspections are conducted to monitor the environmental performance of the operations in order to ensure relevant national standards are met.

The Group's operations are subject to a variety of PRC environmental laws and regulations, as well as local environmental regulations promulgated by local authorities on environmental protection. These laws and regulations govern a broad range of environmental matters, such as air emission, discharge of wastewater and waste disposal. During the reporting period, the Group was in strict compliance with the relevant environmental laws and regulations in the PRC and no material non-compliance was noted.

Air Pollutants Emission

Mining and engineering activities result in air pollutants emission, including nitrogen oxides, sulphur dioxide and particulate matter. To reduce and limit the emission of air pollutants, water spraying equipment is installed in the raw materials storage area and along the internal roads in the mining sites. Dust removal equipment is also installed to mitigate the fugitive dust emission. We have installed environmental monitoring stations to conduct environmental monitoring at mining sites.

The Group's major source of air pollutants during the reporting period was from vehicle usage. We have measures, such as planning the routes of travelling to improve the utilisation of the vehicles, so as to reduce the air pollutants emission.

The air pollutants emission during the reporting period is as follows:

Air Pollutants	Unit	Total
Nitrogen oxides (NO _x)	kg	201.01
Sulfur dioxide (SO ₂)	kg	4.82
Particulate matter (PM)	kg	20.58

Greenhouse Gas ("GHG") Emission

The Group recognises that climate change poses a risk to its business and it is committed to mitigating the effects of climate change. GHG is considered as one of the major contributors of the climate change. As the majority of the GHG emission of the Group comes from energy consumption, the Group manages the carbon footprint by minimising the energy consumption in the business operation. Policies and procedures adopted on energy saving are mentioned in the section "Use of Resources" in order to reduce GHG emission. The GHG emission during the reporting period is as follows:

GHG Emission ²	Unit	Total
Scope 1 ³	tonnes of CO ₂ -e	35.23
Scope 2 ⁴	tonnes of CO ₂ -e	39.81
Total GHG emission	tonnes of CO ₂ -e	75.04
GHG intensity	tonnes of CO ₂ -e/m ²	0.32

Solid Waste Management

Wastes generated in our operations are required to be handled with comprehensive procedures to mitigate the impact on the environment. The Group has a classification system for different types of wastes. Each type of waste has specific storage location and collection procedures. We are committed to minimising waste production and handling waste in a responsible manner.

During the reporting period, the Group did not carry out any production, mining activities and exploration. Therefore, there was no generation of hazardous waste. The major operation of the Group is in the office and thus commercial waste is the major type of non-hazardous waste produced. Non-hazardous waste production is considered as immaterial to the Group's operation because of very few employees working in the office. Even the production of commercial waste is considered as insignificant, we have implemented following measures to reduce wastes generated from the office to the minimal:

- Reduce paper consumption through application of computer technology (e.g. written communication by email, use computer to store documents) and double-sided printing.
- Put recycling boxes near the photocopiers to collect papers for reuse and recycling.
- · Encourage employees to reuse stationery, e.g. used envelope and document folder.
- Avoid using disposable utensils and reducing take-away food.
- Donate waste electrical and electronic equipment (e.g. computer, printer, photocopier, kettle or microwave, etc.) to charity organisations or send them to recyclers for recycling.

The calculation of the GHG emission is based on the "Corporate Accounting and Reporting Standard" from GHG protocol.

³ Scope 1: Direct emissions from sources that are owned or controlled by the Group.

Scope 2: Indirect emissions from the purchased electricity consumed by the Group.

Wastewater

For mining operation, a wastewater tank and waste wastewater treatment and reusable system have been built to treat the sewage produced. The treated sewage is regularly tested before discharge so as to ensure relevant national environmental standards are met.

USE OF RESOURCES

The Group has adopted policies, such as "Energy Resources Control Procedure", to improve the efficient use of energy, water and other materials.

Energy

Fuel and electricity are the major resources consumptions in our daily operation. With the aim to promote energy saving, we consistently seek ways to improve energy efficiency and lower electricity usage in our facilities. We motivate all our employees to participate in the energy conservation activities and encourage them to save energy. During the reporting period, there was no operation for the mining business and most of the projects of under engineering services business were subcontracted. Energy usage in offices and for vehicles were major energy consumption for the Group during the year. The Group implemented following measures to reduce energy consumption:

- Maintain room temperature at around 25 degrees Celsius.
- Switch off all the electrical appliances when leaving the office.
- Use energy-saving light bulbs, such as compact fluorescent lamps, T5 fluorescent lamps, LED, etc.
- Choose fuel-saving vehicles with high emission standards.
- Plan the travelling routes before using every time to improve the vehicles utilisation.

During the reporting period, the energy consumptions are as follows:

Energy consumption	Unit	Total
Purchased electricity	MWh	47.68
Petrol	MWh	66.45
Diesel	MWh	72.19
Total energy consumption	MWh	186.32
Energy intensity	MWh/m²	0.78

Water

Water is another resource used in our daily operation. The Group actively seeks ways to conserve water. For mining business, wastewater treatment and reusable system has been built to recycle the wastewater so as to reduce water usage. Our mining operations do not require consumption of a substantial amount of water directly. Instead, water is mainly for domestic usage by our employees working in the mining areas. We encourage our employees to save water usage by increasing their awareness through different channels. For example, employees are reminded to turn off the water taps after usage. During the reporting period, there was no operation in the mining site. The water consumption was mainly from employees in offices and irrigation. For engineering services business, most of the engineering projects are subcontracted. We encourage our subcontractors to implement relevant policies and procedures to reduce the water usage. The water consumption during the reporting period is as follows:

Water	Unit	Total
Water consumption	m^3	1,347.67
Water intensity	m^3/m^2	5.67

THE ENVIRONMENT AND NATURAL RESOURCES

The Group understands that the operations of mining and engineering services projects could have significant environmental impacts. As a responsible operator, the Group considers the environmental impact of all its activities. We strive to operate in a safe manner to avoid spills, leak and accidental discharges of polluting materials.

The Group has implemented "Environmental Facilities Operation and Management System" to clearly outline the emergency procedures for any possible incident that will cause pollution to the environment. The Group and its subsidiaries have clarified the management responsibilities of each post. All environmental related incidents are reported to the local authorities. Thorough investigation and analysis are conducted to prevent the recurrence of similar kinds of incident.

SOCIAL ASPECTS

EMPLOYMENT AND LABOUR PRACTICES

EMPLOYMENT

The Group believes that people are important assets and are crucial to the business success of the Group. We are committed to providing a good and safe working environment where our employees can thrive. A set of human resources management policies and procedures are in place which set out standards for compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. During the reporting period, the Group complied with relevant local employment laws and regulations, including the Labour Law of the PRC. No non-compliance regarding employment was noted.

The Group provides equal opportunities to all employees and applicants for employment without regard to race, colour, religion, gender, national origin, age, disability and other factors. Employees are offered a competitive remuneration, which is in line with the market trends, according to their performance and experience to retain and motivate them. They are also provided with social insurance and housing provident fund which is in accordance with the related PRC laws and regulations.

The Group recognises that a proper balance between work and rest can help employees to realise their full potential. We provide different activities for employees to relax and improve their physical and mental health. We also strictly comply with the standard working hours and statutory holidays. Personal leave, sick leave, marriage leave, etc. are provided to employees to balance their work and life.

HEALTH AND SAFETY

The Group believes that workplace safety is fundamental to the success of the business. We understand that our business nature, which is mining and engineering services activities, can be dangerous to our employees. Operation of different types of equipment, exposure to chemicals and working in confined spaces can all contribute to workplace injuries. Therefore, we attach great importance to occupational health and safety of our employees. All accidents and injuries are unacceptable and we strive to eliminate all such occurrences.

We place high emphasis on matters relating to occupational health and safety. Thus, we have implemented different policies and procedures, including "Safety, Health and Environment Policy Statement" in order to provide a safe working environment to employees and third-party contractors. The Group has obtained mining permit and safety production permit for our mining operations. We require our contractors to possess requisite production licences and relevant qualifications for work they contract from us and to undertake appropriate safety measures. Safe operation is always our goal. We have implemented the following measures to reduce the risks associated with occupational health and safety:

- 1. Firefighting areas, which are equipped with fire hose, firefighting sand, fire sand buckets, spades and fire extinguishers, are set up in the sites.
- 2. Safety facilities have to be inspected by the competent safety production supervision and administrative authorities with pass before the production commences.
- 3. Training on production safety is provided to employees to increase their knowledge, skills and awareness.
- 4. Minors and women are strictly prohibited from being involved in any underground production activities.

We have implemented a safety production operational manual covering areas of safety production accountability system, safety production responsibility in each position, safety operation work flow and management system in different areas. A safety accountability system is developed with clear reporting lines from each department and working level to the top management. The role and responsibility of each supervising staff and worker is clearly defined and each supervising staff is accountable for their respective areas of responsibility. The safety operation flow with regard to the safety inspection before operation, use of equipment, working procedures and required manpower for each working unit is clearly stated. Our staff and subcontractors are required to strictly adhere to it. Rewards and punishments system is also established in order to motivate our staff to follow the safety policies and to develop a safe and healthy working environment.

In order to prevent potential hazards and identify dangerous areas, we carry out periodic inspection from time to time. We conduct regular safety examinations on a semi-annual basis. Regular internal examinations are conducted on a semi-month basis, which are led by mine and concentrator managers. The examination of specific processes and facilities is conducted by team leaders on a daily basis at the mines. The inspection includes different aspects, such as process of exploration, mining, demolition, electricity-supply, water-resistance and plant machinery and equipment, etc.

During the reporting period, the Group fully complied with the laws and regulations relating to health and safety, including Mine Safety Law of the PRC, Regulation on Implementation of Mine Safety Law, Regulations on the Safety Production Permit, and all other applicable laws and regulations. No material non-compliance relating health and safety issues was noted.

DEVELOPMENT AND TRAINING

The Group values continuous development and training of employees because the employees' skill and the Group's competitiveness can be both enhanced for sustainable growth of the business. The Group has established "Training System" and other related internal policies with the aim to promote a learning culture for improvement. Every employee has equal opportunities for training. The Group provides diversified training programmes to employees, in particular safety training, which is our top priority to establish a corporate safety culture.

Generally, there are both internal and external trainings for employees. Orientation training is provided to new employees. The training includes an introduction to relevant regulations and general safety awareness, and a workshop specific training to the work area and the role of the individual within the workshop. Apart from orientation training to new employees, continuous training and education are also conducted for existing employees in order to enhance their working skills and safety awareness. The on-the-job training to existing employees is based on the operation needs and job positions. Continuous assessment is conducted to keep track on the performance of the employees. External training mainly includes certification training for specialists, such as safety management personnel. It covers a wide variety of topics, from safety management system to global energy market trends. The Group invites related institutions to deliver training to ensure employees can perform duties with relevant qualifications. For example, our mine directors and safety inspectors are required to hold Management Personnel Work Safety Permit which is issued by local Administration of Work Safety Department in order to be eligible to work in the mining sites. Subsidies and supports are given to employees to encourage them to participate in the training.

The Group believes that the professional and personal development of employees are crucial to its sustainable development. We will further implement various training programmes, with the support of our external institutions, to update our employees on the relevant laws and regulations, and increase their safety awareness.

LABOUR STANDARDS

The Group upholds human rights and is committed to preventing child and forced labour in its business operations. The Group has implemented policies, including "Prohibition of Child Labour Recruitment and Remedies Procedures" and "Employee Policies" to strictly prohibit the recruitment of child labour and the use of forced labour. Our recruitment guideline also clearly states that person under 16 is not allowed to work in the Group and we have zero tolerance to such practice. If any case of child labour is discovered, the following measures are implemented to protect the person and eliminate the case from happening again:

- 1. Stop the child employee from working.
- 2. Report to the local labour authority and provide medical check for him/her. If any disease is discovered, medical treatment should be arranged and the expense should be covered by the Group.
- 3. Contact the parents or guardian of the employee immediately and bring him/her back to home. Travel expense should be covered by the company.
- 4. An investigation will be carried out to find out the parties that introduce child employee to the Group.

Our commitment to human rights extends to supply chain. Suppliers are expected to follow the same standard of labour practices when working with us. The Group is in strict compliance with the Labour Law of PRC, the Provisions on the Prohibition of Using Child Labour and other relevant laws and regulations. During the reporting period, no material non-compliance regarding child and forced labour was noted.

OPERATING PRACTICES

SUPPLY CHAIN MANAGEMENT

The Group recognises suppliers, vendors and contractors as valuable stakeholders within the supply chain as their responsible business behaviours are important in contributing to operational effectiveness and good reputation of the Group. Our supply chain partners are expected to follow the Group's quality, safety and environmental standards. We strive to conduct businesses only with those suppliers who can carry out their work in accordance with our required standards.

The Group has formulated "Suppliers/Distributors Social Responsibilities Control Procedure" to monitor a wide range of aspects of the suppliers, from product and service quality to business ethical standards. We strive to cooperate with local suppliers whenever possible to promote local economy and strengthen the control of environmental risks related to supply chain management. The procurement department is responsible for monitoring and evaluating the performance of suppliers. Suppliers are required to sign a social responsibility agreement to promise its compliance with all local laws and regulations before working with us. If any serious cases of non-compliance are covered, we will terminate our cooperation promptly. Long-term and stable relationship with our supply chain partners is maintained based on the result of supplier assessment.

PRODUCT RESPONSIBILITY

The Group attaches great importance to product quality and safety. The Group has implemented related policies and procedures to manage the quality and safety of the products and services provided. During the reporting period, the Group was in strict compliance with all the applicable laws and regulations relating to products responsibility issues, including Product Quality Law of the PRC and Law of the PRC on the Protection of Consumer Rights and Interests. No material non-compliance relating to product responsibility was noted.

Quality Control

In order to strengthen quality control and stabilise product quality, the Group has established a comprehensive quality management system to monitor the production process. The Group closely monitors every process in the production to ensure the quality of products meets the standards by customers. All products sold to customers by the Group is subject to quality inspection upon taking initial samples from blasting, during processing, and before loading materials for transportation. The quality of products is recorded and analysed to make sure the quality meets the required target.

Customer Information Protection

The Group takes privacy issues very seriously and protect the privacy of its customers, business partners and staff to the utmost. "Confidentiality Regulation" of the Group is in place to ensure compliance with applicable data protection regulations. The Group has implemented corresponding technical measures to protect personal data against unauthorised use or access. Employees are prohibited from disclosing commercial information, such as the data of customers and business partners, to third parties. Documents containing confidential information are required to be stored securely with access restricted only to authorised personnel.

ANTI-CORRUPTION

The Group is committed to conducting business in an ethical and honest manner. Our commitment to preventing any forms of corruption is stipulated in the "Anti-Bribery and Anti-Corruption Policy". We have zero tolerance to bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships. Our business partners, such as suppliers and customers, are required to comply with the standards and procedures in our anti-corruption policy. The Group has assigned a specific department to handle and manage all the issues related to bribery and corruption. Acceptance of any payments or kickbacks is strictly prohibited, and employees are required to declare any conflicts of interest. Besides, we open up communication channels for employees to report suspected cases by phone. All reported cases are promptly investigated and all information is kept confidential. The Group has the right to terminate contractual relationship with any party who breaches our anti-corruption principles. All these practical measures not only maintain the trust between suppliers and customers, but also enhance the sense of belonging and fair play among our employees.

The Group constantly upholds all laws relating to anti-bribery and anti-corruption in all jurisdictions in which we operate, including Anti-Unfair Competition Law of the PRC and Anti-Money Laundering Law of the PRC. During the reporting period, no non-compliance regarding corrupt practices was brought against the Group or its employees.

COMMUNITY

COMMUNITY INVESTMENT

As a socially responsible company, the Group is committed to understanding the needs of the communities by implementing related policies and measures. When we undertake new projects, we work to understand the environmental and cultural considerations of the surrounding areas and communities. We take time to speak with stakeholders and identify risks and opportunities from our development that may not be readily apparent. We devise balanced plans that couple new energy development with innovative technologies that are tailored to protect the locations where we operate. Throughout all stages of exploration and development, we work to ensure regulatory compliance and protection of our local communities. The Group focuses on four areas including living standard of community, culture, education and development, and labour corporation for contribution.

1. Living Standard of Community

We serve the underprivileged locals to improve their living standards. For instance, we provide them with development opportunities, health care and sport activities.

2. Culture

The Group recognises that culture is a key part of our heritage and history. We support high quality cultural projects, which can enhance the living standards of the members in the community and encourage creativity.

3. Education and Development

The Group believes that education can help equip future leaders with skills and knowledge for sustainable development. We support all the training opportunities and skills development related to the Group's business.

4. Labour Cooperation

The Group respects the freedom of labour union and the right of collective bargaining of employees. We encourage communication between the management and employees through establishing an effective communication channel.

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