



Asia Cement (China) Holdings Corporation 亞洲水泥(中國)控股公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock Code 股份代號: 743

2021

ANNUAL REPORT 年報



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財務概要



Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. HSU, Shu-ping (*Vice Chairman*)
Mr. CHANG, Tsai-hsiung
Dr. WU, Chung-lih (*Chief Executive Officer*)
Mr. CHANG, Chen-kuen
Mr. LIN, Seng-chang
Ms. WU, Ling-ling

Non-Executive Director

Mr. HSU, Shu-tong (*Chairman*)

Independent Non-Executive Directors

Mr. TSIM, Tak-lung Dominic
Mr. WANG, Wei
Mr. LEE, Kao-chao
Dr. WANG, Kuo-ming

COMPANY SECRETARY

Ms. CHOW, Yuk Yin Ivy

AUTHORIZED REPRESENTATIVES

Dr. WU, Chung-lih
Ms. CHOW, Yuk Yin Ivy

MEMBERS OF AUDIT COMMITTEE

Mr. TSIM, Tak-lung Dominic (*Chairman*)
Mr. HSU, Shu-tong
Mr. LEE, Kao-chao

MEMBERS OF REMUNERATION COMMITTEE

Dr. WANG, Kuo-ming (*Chairman*)
Mr. HSU, Shu-tong
Mr. TSIM, Tak-lung Dominic

MEMBERS OF NOMINATION COMMITTEE

Mr. HSU, Shu-tong (*Chairman*)
Mr. TSIM, Tak-lung Dominic
Mr. WANG, Wei

MEMBERS OF INDEPENDENCE COMMITTEE

Mr. LEE, Kao-chao (*Chairman*)
Mr. TSIM, Tak-lung Dominic
Dr. WANG, Kuo-ming

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 6 Yadong Avenue
Ma-Tou Town, Ruichang City
Jiangxi Province, PRC

董事會

執行董事

徐旭平先生 (*副主席*)
張才雄先生
吳中立博士 (*行政總裁*)
張振崑先生
林昇章先生
吳玲綾女士

非執行董事

徐旭東先生 (*主席*)

獨立非執行董事

詹德隆先生
王偉先生
李高朝先生
王國明博士

公司秘書

周玉燕女士

授權代表

吳中立博士
周玉燕女士

審核委員會成員

詹德隆先生 (*主席*)
徐旭東先生
李高朝先生

薪酬委員會成員

王國明博士 (*主席*)
徐旭東先生
詹德隆先生

提名委員會成員

徐旭東先生 (*主席*)
詹德隆先生
王偉先生

獨立委員會成員

李高朝先生 (*主席*)
詹德隆先生
王國明博士

註冊辦事處

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

中國主要營業地點

中國江西省
瑞昌市碼頭鎮
亞東大道6號

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Portion of Unit B, 11th Floor
Lippo Leighton Tower
103 Leighton Road
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

China Construction Bank
Bank of China
Bank of Communications

HONG KONG LEGAL ADVISER

Zhong Lun Law Firm
4/F, Jardine House
1 Connaught Place
Central
Hong Kong

AUDITOR

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

STOCK CODE

743

COMPANY WEBSITE

www.achc.com.cn

CONTACT DETAILS

Phone: (852) 2839 3705
Fax: (852) 2577 8040

香港主要營業地點

香港
銅鑼灣
禮頓道103號
力寶禮頓大廈
11樓B室部分

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國建設銀行
中國銀行
交通銀行

香港法律顧問

中倫律師事務所
香港
中環
康樂廣場1號
怡和大廈4樓

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師
香港
金鐘道88號
太古廣場一期35樓

股份代號

743

公司網頁

www.achc.com.cn

聯絡詳情

電話：(852) 2839 3705
傳真：(852) 2577 8040

Financial Highlights

財務摘要

		Notes 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收益		11,755,908	10,823,753
Gross profit	毛利		3,679,965	4,518,782
Profit for the year	年內溢利		1,821,303	2,750,409
Profit attributable to owners of the Company	本公司擁有人應佔溢利		1,768,307	2,668,708
Gross profit margin	毛利率		31%	42%
Earning per share	每股盈利			
— Basic	— 基本		RMB1.129 人民幣1.129元	RMB1.703 人民幣1.703元
Total assets	資產總值		21,416,855	21,634,251
Net assets	資產淨值		17,673,840	16,531,228
Liquidity and Gearing	流動資金及負債			
Current ratio	流動比率	1	3.43	3.79
Quick ratio	速動比率	2	3.07	3.57
Gearing ratio	負債比率	3	0.17	0.24

Notes:

1. Current ratio is calculated as current assets divided by current liabilities.
2. Quick ratio is calculated as current assets less inventories divided by current liabilities.
3. Gearing ratio is calculated as total liabilities divided by total assets.

附註：

1. 流動比率按流動資產除流動負債計算。
2. 速動比率按流動資產減存貨除流動負債計算。
3. 負債比率按負債總額除資產總值計算。

CHAIRMAN'S STATEMENT

主席報告

HSU, Shu-tong
徐旭東
Chairman
主席



Chairman's Statement

主席報告

To our shareholders,

China's economy continued to recover and improve in 2021. The country maintained a world's leading position in economic development and pandemic prevention and control. Major economic indicators were better than expected, with an annual GDP growth rate of 8.1%. As the regulation of the real estate market directly constrained real estate investment, cement demand was suppressed. However, against the backdrop of substantial upsurge in production costs and reduced supply, cement price reached record highs. As a result, cement industry's profits remained at a relatively satisfactory level in 2021.

In 2021, great changes in 100 years and pandemic of the century intertwined. A series of important events related to the cement industry continued to occur. There was a clear trend for reform and development. The government successively promulgated "Working Guidance For Carbon Dioxide Peaking And Carbon Neutrality In Full And Faithful Implementation Of The New Development Philosophy", "Notice on the Publication of the Action Plan for Reaching Carbon Dioxide Peak Before 2030" and "The 14th Five-Year Plan for Development of Smart Manufacturing". Under the direction of the policies, a low-carbon, intelligent and high-end cement industry was promoted. Amid robust merger and acquisition activities, industry concentration steadily rose. The industry chain further extended with the rise of green building materials industrial parks. The industry structure was gradually optimized due to the significant results of supply-side structural reform. Progress of clean energy and low-carbon transformation accelerated, while technological investment and digital application achieved satisfactory results. Energy saving and intelligent technology promoted each other's development. Green factory, photovoltaic Industry development and using cement kilns to treat solid waste and hazardous waste became important means to enhance quality and efficiency among leading corporations.



致各股東：

二零二一年中國經濟持續穩定恢復，經濟發展和疫情防控保持全球領先，主要經濟指標好於預期，全年國內生產總值增速達8.1%。由於調控房地產，直接制約房地產投資，拖累水泥需求，但在生產成本大幅上漲和供給收縮的背景下，水泥價位創歷史新高，二零二一年水泥業利潤仍處於較好水準。

二零二一年，百年變局和世紀疫情交織，一系列關乎水泥行業發展的大事不斷，改革發展趨勢進一步明確。政府相繼發佈《關於完整準確全面貫徹新發展理念做好碳達峰碳中和工作的意見》、《關於印發二零三零年前碳達峰行動方案的通知》、《「十四五」智能製造發展規劃》。在政策統領下，推動水泥行業大步邁向低碳化、智能化、高端化的廣闊空間，併購重組熱潮席捲，集中度穩步提升，綠色建材產業園興起，產業鏈進一步延伸。供給側改革成效顯著，產業結構日趨優化。能源清潔低碳轉型加速，科技投入和數字化應用成績頗豐，節能與智能的兩能融合發展互相促進。而綠色工廠、發展光伏產業、協同處置固危廢等也成為龍頭企業提質增效的重要途徑。



Facing the volatile pandemic situation in 2021, each factory of Asia Cement (China) had taken strict, pragmatic and meticulous measures to prevent the pandemic, by implementing safe production, deepening the implementation of "sustainable circular economy" and "sustainable corporate governance". The Company had adopted a comprehensive scientific plan, increased investment in environmental protection, continued to promote using cement kilns to treat solid waste business, and accelerated the development of green mining and smart mining. Meanwhile, the Group upgraded its technology and equipment, produced low-carbon, environmentally friendly cement, continued to reduce and control pollutant emission, realized energy saving and consumption reduction. The Group also strengthened talent cultivation, organizational change and remuneration system reform, enhanced its overall competitive advantages through quality human assets.

In 2021, Asia Cement (China)'s revenue amounted to approximately RMB11,755,900,000, representing a year-on-year increase of 9%. However, owing to substantial increase of approximately 72% in coal price, the total profits retreated slightly year-on-year. The gross operating profit and net operating profit amounted to approximately RMB3,680,000,000 and approximately RMB2,917,500,000, representing year-on-year decreases of 19% and 21% respectively. The gross operating margin and net operating margin were 31% and 25% respectively, remaining at a relatively high industry level.

Looking into 2022, there is still a high degree of uncertainty about the global pandemic situation, while the Sino-US relations remain a key concern. The fundamentals of China's long-term economic growth remain unchanged, with an estimated annual GDP growth rate of about 4.8%. The strong resilience of China's economic development provides tremendous support to a stable long-term development of the cement industry.

"Promoting Green Development" and "Building a Beautiful China" are the objectives set out in the "Outline of the 14th Five-Year Plan and 2035 Vision and Goal". Such has redefined the goal path of green and low-carbon transformation as well as the mission and vision of sustainable development for the cement industry. Thus, the industry will gear its development towards achieving the "dual control" and "dual carbon" goals. The production scale and profit margin of enterprises are determined by carbon emission quota after the commencement of trading of the carbon market. Improvement in carbon emission signifies greater room for growth in profits. With the changes in the competition model of the cement industry, green and low-carbon, technology and co-innovation will become the crux of development and competition.

In the next five years, Asia Cement (China) will leverage on the "dual control" and "dual carbon" policies to tap into strategic opportunities for transformation and upgrade, expedite its development through innovation and increase vitality of development through people. The Group will actively extend into new business segments in order to expand and improve the quality of its cement business. Coping with the new changes in development, the Group strives to break new ground, intensify its quality sustainable development, and create commercial and social value, in order to repay shareholders.

二零二一年面對新冠疫情的反復，亞泥(中國)各廠區抓嚴抓實抓細防疫工作，積極落實安全生產，深化「綠色永續循環」和「永續治理循環」。公司全面展開科學部署，增進環保投資力道，持續推動協同處置固廢業務，加快綠色礦山和智能化礦山建設。同時進行技術裝備升級，製造低碳綠色水泥，持續控降污染排放，實現節能降耗。此外，更加強人才培養、組織變革和薪酬體系改革，通過優質的人力資產提升整體競爭優勢。

二零二一年度，亞泥(中國)營業收入約為人民幣11,755,900千元，較上年同期增長9%，唯因煤炭價格大幅上漲約72%，效益總體水準同比有所減弱，全年營業毛利約為人民幣3,680,000千元，營業淨利約為人民幣2,917,500千元，分別較上年同期下降19%、21%，營業毛利率、淨利率則為31%和25%，維持在同業中較高的水平。

展望二零二二年，全球新冠疫情似仍隱晦不明，中美之間政經博弈仍是主旋律。中國經濟長期向好的基本面不變，全年國內生產總值增速預估在4.8%左右，經濟發展的強大韌性是水泥業長期穩定發展的強大支撐。

由於「十四五」規劃和二零三五年遠景目標綱要把「推動綠色發展」、「建設美麗中國」作為明確要求，為水泥行業重新定義了綠色低碳轉型的目標路徑與可持續發展的使命願景。未來將聚焦於「雙控」、「雙碳」目標大力發展。納入碳市場交易後，碳配額決定了企業有多大的生產和盈利空間。碳排放做得好，意味著利潤增長空間更大。水泥行業競爭模式發生改變，綠色低碳、技術和產業聯合創新將成為發展與競爭的關鍵。

未來五年，亞泥(中國)將「雙控」「雙碳」政策視為轉型升級的戰略機遇，用創新跑出發展加速度，以人才提高發展活力。做大做強做優水泥本業，積極拓展新業態。全力應對發展變局，奮力開創新局，深化集團高品質可持續發展，創造商業和社會價值，回饋股東大眾。

VICE CHAIRMAN'S STATEMENT

副主席報告

HSU, Shu-ping
徐旭平
Vice Chairman
副主席



Vice Chairman's Statement

副主席報告

In 2021, China maintained a stable economic recovery, with various economic indicators exceeding market expectation, getting a positive beginning for the "14th Five-Year Plan period (2021-2025)". With the State's commitment to enlarge domestic demand and the supporting policies for expediting the establishment of a dual circulation development pattern, there was a continued growth in fixed asset investment, offering strong support to the demand for cement. The profit for the year of the industry remained at a relatively satisfactory level. Asia Cement (China) strictly adhered to its annual target and strived to achieve positive progress. Despite a decline in the full year profit, the amount stood at a relatively high level.

The favourable profitability of Asia Cement (China) benefited partly from the healthy development of the industry. The Company's strong performance is also attributable to its optimization of management talents, expansion of marketing channels, promotion of green transformation, unswerving commitment to circular economy model and unremitting efforts to pursue quality development of the Group. Asia Cement (China) emphasized on fine management, employed expertise to strengthen the enterprise, implemented a job duty system (by assigning specified tasks to each position and planning for the required establishment size), bringing new changes to staff establishment, appointment and dismissal and performance appraisal, so as to realize the appreciation of human capital and to develop in tandem with the enterprise. The Group focused on market positioning, strengthened scientific operation, implemented the synchronous mode of external customer expansion and internal open account management, strived to secure order from major construction projects, improved the proportion of direct sales, and strengthened open account and accounts receivable management to form an integrated operation system. In addition to saving energy, reducing resource consumption and reducing pollutant emissions, the Group actively responded to the State's "carbon dioxide peaking and carbon neutrality" policy and set up carbon reduction team to design carbon reduction measures for various entities to ensure no disruption to production while implementing carbon reduction measures. In addition, the Group deepened development of the circular economy model, expanded the use of industrial waste and coordinated waste disposal to achieve a harmonious coexistence with nature.

During the "14th Five-Year Plan period (2021-2025)", with the reduction in carbon emissions as a major strategic goal for eco-environmental progress, it is going to be a critical period for transition from quantitative to qualitative improvement in eco-environment. As cement manufacturing is a high energy consumption industry, energy conservation and emission reduction of the industry is of great significance for the State's realization of its "carbon peak" and "carbon neutral" vision. It is expected that the sector is likely to be given priority to join the national carbon emission exchange, thereby accelerating its development involving energy conservation and intelligent operation.

二零二一年中國國民經濟穩定恢復，多項經濟指標好於預期，「十四五」實現良好開局。在國家著力擴大內需，加快構建雙循環新發展格局的政策支持下，固定資產投資保持增長，有力支撐水泥需求，行業全年利潤依舊處於歷史較好水平。亞泥(中國)緊扣年度目標，積極作為，全年獲利雖有下降，但依舊保持在較高水準。

亞泥(中國)盈利保持高位，不僅得益于行業的健康發展，更是公司優化管理人才，拓展營銷渠道，推進綠色轉型，堅定不移走循環發展道路，堅持不懈推動企業更高質量發展的結果。亞泥(中國)緊抓精細化管理，推動人才強企，實施定崗定編制度，人員編制、任免、考核均予全面革新，實現人力資本增值且與企業共同發展。聚焦市場定位，強化科學營運，實行對外客戶拓展與對內放帳管理同步走模式，加大重點工程接單，提升直銷比例，完善放帳與應收帳款管理，形成一體化的營運體系。在做好自身節能降耗，降低污染物排放的同時，積極響應國家「雙碳」政策，成立減碳小組，為不同公司量身制訂減碳措施，做到減碳與生產並行不悖。此外，更深入開展循環經濟模式，擴大利用工業廢料、協同處置廢棄物，實現與自然和諧共生。

「十四五」時期，生態文明建設進入到以降碳為重點戰略方向、生態環境質量改善由量變到質變的關鍵時期，而水泥作為高能耗行業，節能減排對於國家總體實現「碳达峰」「碳中和」願景意義重大，有望優先納入全國性碳交易市場，加速邁入節能與智能的「兩能融合」高質量發展道路。

Looking to 2022, under the direction of “dual carbon” initiative, “The 14th Five-year Raw Material Industry Development Plan”, “The 14th Five-year Plan for the Implementation of National Cleaner Production” and “The 14th Five-Year Plan for Development of Smart Manufacturing” have been successively promulgated by the State. These measures severely restrained the growth in obsolete cement production lines’ capacity. On the other hand, normalization of off-peak season production, strengthened enforcement of state regulations, expansion of the scope, escalated capacity replacement and less new projects will lead to tightened cement supply. PRC is implementing the strategy of developing China into a country with a strong transportation network and is realizing coordinated regional development. The enormous infrastructure and transportation system construction, metropolitan area and urban agglomeration development under “two new-types and one major development”, will bring along huge market demand for cement, and will effectively promote steady development of the industry.

From January to February 2022, due to the Spring Festival and precipitation, the recovery of market demand had been weaker than expected. Asia Cement (China)’s performance fell short of its budget target, however, we will seize the initiative development opportunity of the “dual carbon”, and will focus on technological innovation. We will seek to realize digitization, upgrade in intelligent transformation and achieve energy saving with lower consumption, lower emissions and higher efficiency. We will actively seek opportunities for mergers and consolidation. We will expand interaction and cooperation within and outside of the industry, or along the upstream and downstream of the sector, in order to extend the industry chain, to improve company performance and build Asia Cement (China) into a first-class company with ongoing operations and sustainable development.

展望二零二二年，在「雙碳」目標背景下，《「十四五」原材料工業發展規劃》、《「十四五」全國清潔生產推行方案》、《「十四五」智慧製造發展規劃》接連出台，極大限制了水泥落後產能的增長，加之错峰生產常態化，執行力度加強、範圍擴大，產能置換比例進一步提高，置換項目減少，水泥供給勢必收緊。國家實施交通強國戰略、落實區域協調發展策略，以「兩新一重」為標誌的龐大基礎設施建設、交通體系建設、都市圈、城市群建設等，均為水泥帶來了巨大的市場需求，將有力推動行業穩步發展。

二零二二年一至二月份因春節及雨水原因，市場需求恢復弱於預期，亞泥(中國)亦未能完成預算目標，但後續我們將緊抓「雙碳」發展機遇，聚焦技術創新，積極謀求數字化、智能化轉型升級，實現節能降耗減排增效；積極尋找機會兼併重組，拓展業內外及上下游交流與合作，延伸產業鏈，提升公司營業額，將亞泥(中國)打造成持續經營、永續發展的一流公司。

CEO'S REPORT

行政總裁報告

WU, Chung-lih

吳中立

Chief Executive Officer

行政總裁



CEO'S Report

行政總裁報告

The cement industry had withstood the challenges of 2021. The overall industry continued to show relatively strong signs of prosperity in the first half of the year given favourable supply and demand situation. In the second half, supply side was under pressure from "dual control of energy consumption and energy intensity policy" and "restrictions of electricity and production", as well as soaring coal prices. As a result, cement price hit highest levels, while demand significantly weakened. Affected by surging coal price and slightly reduced output, the industry's profits for the whole year slightly decreased, but still stood at a relatively satisfactory level in years. The total annual profit amounted to RMB169.4 billion.

During the year under review, the Group's 15 kilns were in operation for the entire year. It produced 24.48 million tonnes of clinker, representing an increase of 2% year-on-year, and 28.16 million tonnes of cement (including slag powder). The total sales volume amounted to 29.84 million tonnes, including 27.34 million tonnes of cement, 2.17 million tonnes of clinker and 0.33 million tonnes of slag powder, representing an increase of 2% from that of 2020. The Group's cement price increased by RMB33 per tonne year-on-year to RMB379 per tonne (excluding tax). The unit cost of coal consumption increased from RMB585 per tonne in the previous year to RMB1,009 per tonne (excluding tax).

The Group's revenue for 2021 amounted to approximately RMB11,755,900,000, representing a year-on-year increase of 9%, with gross operating profit and net operating profit of approximately RMB3,680,000,000 and approximately RMB2,917,500,000, representing year-on-year decreases of 19% and 21% respectively. The gross operating margin and net operating margin were 31% and 25% respectively, representing decreases from the same period last year.

In 2021, major cement industry players took the lead in carrying out restructuring through forming joint ventures, mergers and acquisitions, etc. to consolidate their cement businesses and further increase market share. They also conducted vertical integration by expanding the production of gravel and aggregates and actively entering ready-mix concrete and products of cement sectors. In terms of cross-sector expansion, they tapped into photovoltaic industry and others to explore the possibilities of diverse business development, with an aim to offset the impact of reduced profits from cement business. Facing the intensified market competition, the Group, under the stewardship of the chairman, grasped the opportunity for reform by carrying out reforms and innovation in the following areas.

1. MANAGEMENT REFORM

To cope with changes in economic situation and to meet development needs, the Group carried out human resources reform to adapt to changes and to pursue long-term development. In 2021, the Group implemented a job duty system (by assigning specified tasks to each position and planning for the required establishment size), bringing new changes to staff establishment, appointment and dismissal and performance appraisal.

二零二一年水泥業經受了重要考驗，上半年供需兩旺，整體延續較高景氣度，下半年供應端面臨能耗雙控、限電限產疊加煤價飆升，水泥價格漲至高位，同時需求明顯走弱。全年來看，受煤價上漲，疊加產量小幅收縮，行業效益略有收窄，但依舊處於歷史較好水平，全年利潤總額達人民幣1,694億元。

報告年度內，本集團十五套窯全年運轉，生產熟料2,448萬噸，較去年增長2%，生產水泥（含礦渣粉）2,816萬噸，銷售水泥2,734萬噸、熟料217萬噸及礦渣粉33萬噸，銷量共計2,984萬噸，較去年增加2%。每噸水泥售價較上年同期增加人民幣33元，至人民幣379元／噸（未稅），煤炭耗用單價由上年同期人民幣585元／噸，增加至人民幣1,009元／噸（未稅）。

綜上，二零二一年度本集團營業收入約為人民幣11,755,900千元，較上年同期增長了9%，營業毛利約人民幣3,680,000千元，營業淨利約人民幣2,917,500千元，分別較上年同期下降19%和21%，營業毛利率、淨利率則為31%和25%，較上年同期均有下降。

二零二一年，水泥龍頭企業率先進行聯合重組、兼併重組，多種方式整合水泥業務，進一步擴大市佔率，並且縱向延伸產業鏈，擴大砂石骨料生產，積極進入預拌混凝土和製品行業，橫向則跨業經營，向光伏等產業進軍，探索多元化發展道路，彌補水泥利潤下降帶來的效益缺口。面對愈加激烈的市場競爭，集團在董事長的指導下，掌握變革契機，從以下多方面進行改革創新：

一、管理改革

為適應經濟形勢變化和發展需要，集團進行人力資源改革，以變應變，謀求長青發展。二零二一年正式實施定崗定編制度，人員編制、任免、考核均予全面革新。

In order to better control job positions and establishment size, as well as to clearly define supervisory posts and job duties, the Group reformed the existing staff grade-level system, changing the remuneration system based on grade levels to a pay structure that mainly emphasizes job duties, with grade level as secondary concern.

The Group also optimized its annual appraisal system, adopting a top-down approach to a three-level (company → department → individual) assessment. Under the premise of overall budget control, the Group paid more emphasis on work performance, adding a number of factors for assessment and using various methods including performance chart and KPI to conduct differential performance appraisal and salary adjustment.

Supervisory differential has been added to reflect the work value of supervisory/managerial positions. To enhance the market competitiveness of supervisory/managerial salary and to boost employee's job development, high contribution bonus would be distributed basing on the profits achieved by the Company and the appraisal results of middle and senior executives.

The Group continued to develop talent echelon, by launching second-generation talent elite training to accelerate cultivation of middle-level management talent. Such is aimed to achieve value-added human capital, which will simultaneously boost further development of the Company.

2. BUSINESS REFORM

A rigorous system for managing and controlling note receivables and account receivables was in place. The Group carried out reform on notes management by classifying risks according to different levels. It would reject or discounted high-risk notes and manage them as individual cases, thus effectively avoiding bill risks. The Group also improved business credit management and flexibly adjusted credit amount to comprehensively safeguard the Group's financial security.

The Group enhanced its ability to ensure supply and receive orders for key projects, increased the proportion of direct sales, and streamlined complicated sales procedures to increase profit.

The Group had established data-centric intelligent platform. Based on clients' feedback, the Group constantly developed new functions, while improving and upgrading sales staff's APP. Through swift and effective service response, the Group improved its work efficiency.

Job rotation for sales employees had been accelerated to safeguard the Group's business operation. Employees at entry level could be shifted to entry-level or management-level jobs, enabling employees to work efficiently in different areas of the Company and when they encounter different management approaches.

變更現有職等制度，改變以往以職等定薪資的薪酬體系，制定以崗位職責為主，職等為輔的薪酬架構，使集團整體崗位、編制員額實現可控，主管職位及崗位職責亦界定清晰。

優化年度考核制度，自上而下，由面到點，實施公司一部門一個人三級考核，在控管整體預算前提下，更加注重工作績效，增加多項考核因子，借用考績表及KPI等多重方式進行差異化考績及調薪。

增設主管加給，體現主管崗位之工作價值，並設置高額貢獻獎金，每年依據公司獲利情況及中高階主管個人考核結果核發，使主管薪資更有市場競爭力，亦可推動員工立足崗位發展。

持續進行人才梯隊建設，開展二代人才菁英班培訓，加速培養公司中階主管，實現人力資本增值與企業共同發展。

二、業務改革

嚴控應收票據與應收帳款管理。針對票據管理進行改革，劃分風險等級，對於高風險的票據拒收或壓縮金額並個案列管，有效規避票據風險。完善業務放賬管理，靈活調整放帳額度，全方位維護集團資金安全。

強化重點工程保供與接單，提升直銷比例，紓解紛繁的銷售流程，提升利潤。

建立以數據為核心的智能化平台。根據客戶回饋，不斷開發新功能，同時完善升級業務員APP，通過更為快捷高效的服務響應，提升辦公效率。

加速推進業務人員輪調。由原有基層員工輪調上升至基層、管理層皆可輪調，使員工面對不同地區、不同管理方式也能有效開展工作，保障集團業務運轉。

3. ENVIRONMENTAL PROTECTION REFORM

In response to national policy, the Group implemented “energy saving and emission reduction” measures and set this as its long-term goal. All the cement plants under the Group consistently used industrial waste as part of the raw materials for cement on a long term basis, thus reducing the use of resources such as limestone, sandstone and iron ore. To achieve cascading utilization of resources and optimize the circular supply chain, the Group actively explored and used biomass as alternative fuel.

Furthermore, the Group proceeded with ultra-low emission modification, adopting numerous methods, including low nitrogen combustion, ammonia based desulfurization, complex desulfurization and baghouses, to reduce pollutant discharge; carried out consistent modification including denitrification SCR and resistance reduction energy saving in rotary kilns. There are currently five rotary kilns meeting Level-B ultra-low emission standard. The Group strives to achieve Level A emission standards for all its kilns.

Achieving “dual carbon” goal is the key direction towards quality industry development. Thus, the Group formed a carbon reduction action group to tailor-make suitable carbon reduction measures for each of its subsidiaries, ensuring smooth implementation of carbon reduction with “One Company, One Policy”.

Environmental protection is the foundation for a company's sustainable development. The Group has been actively fulfilling its corporate social responsibility. Using cement kilns to treat waste including industrial solid waste, domestic sewage sludge, drill cuttings, chemical sewage, waste limestone powder, etc, the Group treated 70,000 tonnes of waste during the year, thus effectively promoting regional environmental protection.

2021 was a year of ups and downs. Cement demand weakened, while price gradually declined from high levels at the beginning of the year but still reached record highs. Looking into 2022, the size of special bond issuance is expected to remain the same or slightly larger than 2021, and the issuance will be at a more appropriate pace. The promulgation of “The 14th Five-Year Modern Comprehensive Transportation System Development Plan” and “Chengdu-Chongqing Region Dual-City Economic Circle Comprehensive Transportation Development Plan” will provide effective support to infrastructure investment growth. On the other hand, acceleration of mergers, acquisitions and restructuring in the industry, normalization of off-peak season production, stricter requirements for capacity swaps will speed up the elimination of backward production capacities. The industry will rapidly accelerate its green and smart development under the guidance of the “dual carbon” target. The Group is filled with confidence in capturing market opportunities, lowering costs and enhancing profitability in the new year, with an aim to reward its shareholders.

三、環保改革

集團積極響應國家政策，把節能減排作為長期目標並落實執行。所轄一貫化水泥廠長期使用工業廢渣替代部分水泥原料，減少石灰石、砂岩、鐵礦石等資源用量，並積極開展生物質替代燃料，借此達到資源多效利用，完善循環經濟產業鏈。

此外，積極推動超低排放改造，使用低氮燃燒、氨水脫硫、複合脫硫、袋收塵等多種方式降低污染排放，進行一貫化水泥廠脫硝SCR、旋窯降阻節能等改造，爭取在已有5座旋窯達到B級超低排放的基礎上努力實現全部窯線達到A級排放標準。

實現「雙碳」目標是行業高質量發展的必由之路，對此集團成立減碳行動小組，針對所轄各公司量身制訂適合的減碳措施，做到一司一策有序推進減碳作業。

環保是一個企業可持續發展之基礎，集團積極履行企業社會責任，擴大水泥窯協同處置含括工業固廢、生活廢水淤泥、鑽井岩屑、化工廢水及廢污染石灰石粉等廢棄物，全年處置量達7萬噸，有效推進地方環保工作。

二零二一年是行業大起大落的一年，水泥需求減弱，高開低走，但價格卻創新高。展望二零二二年，專項債規模有望與去年持平或略增，發行節奏更為妥適，《「十四五」現代綜合交通體系發展規劃》、《成渝地區雙城經濟圈綜合交通運輸發展規劃》出台，有效地支持基建投資增長。加之行業兼併重組加快、錯峰生產常態化、產能置換更趨嚴格，加速推進落後產能退出，在「雙碳」目標督促下，行業快速邁入綠色化、智慧化發展道路。本集團有充分信心，於新的一年中，抓住市場契機，續降成本，提升盈利，回饋股東大眾。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Management Discussion and Analysis

管理層討論及分析

1. BUSINESS REVIEW:

(1) Macro perspectives of China and the industry:

Facing the complex domestic and international situation and numerous risks and challenges, China still maintained a global leadership in economic development and pandemic prevention and control through the hard work of the entire nation in 2021. The overall national economic growth was within a reasonable range and the major development goals for the year had been achieved. A new development pattern was established to forge ahead and new achievements from quality development were made. All this made a good start to the "14th Five Year Plan".

In 2021, China's GDP amounted to RMB114.4 trillion, representing a year-on-year increase of 8.1%, with a two-year average growth of 5.1%. As the world's second largest economy, China maintained a leading position in terms of economic growth among the world's major economies.

The key macroeconomic indicators in 2021 in general were within a reasonable range. China's fixed asset investment increased by 4.9% year-on-year, with a two-year average growth rate of 3.9%; the national infrastructure investment increased by 0.4% year-on-year, with a two-year average growth rate of 0.3%; the national property development investment increased by 4.4% year-on-year, with a two-year average growth rate of 5.7%; the added value of industries above designated size increased by 9.6% year-on-year, with a two-year average growth rate of 6.1%.

一、業務回顧：

(一) 國家及行業宏觀概況：

二零二一年，面對紛繁複雜的國內國際形勢和各種風險挑戰，經過全國上下共同努力，我國經濟發展和疫情防控雙雙保持全球領先地位，國民經濟總體運行在合理區間，全年發展主要目標任務已經完成，構建新發展格局邁出新步伐，高質量發展取得新成效，「十四五」實現了良好開局。

二零二一年，全國國內生產總值達人民幣114.4萬億元，比上年增長8.1%，兩年平均增長5.1%，經濟總量穩居世界第二，經濟增速在全球主要經濟體中名列前茅。

二零二一年主要宏觀數據總體處於合理區間：全國固定資產投資同比增長4.9%，兩年平均增長3.9%；全國基礎設施投資同比增長0.4%，兩年平均增長0.3%；全國房地產開發投資同比增長4.4%，兩年平均增長5.7%；全國規模以上工業增加值同比增長9.6%，兩年平均增長6.1%。



As the first year of the “14th Five-Year Plan”, 2021 was also the first year of China’s implementation of the “dual carbon” policy. With various challenges including “weak demand, higher requirements for environment protection and energy efficiency, sharp rise in cost as well as investment in low carbon and innovation”, there was abnormal volatility in national cement demand and supply. On the demand side, cement demand was initially at high levels and gradually decreased under increasing pressure from sharp decline in the growth of fixed assets investment, property and infrastructure investments. On the supply side, affected by “dual control of energy consumption and energy intensity” policy, “restrictions of electricity and production”, as well as soaring coal prices, cement supply was in shortage in the second half of the year, with substantial increase in costs. As a result, the national cement market price underwent large fluctuations and reached record highs. In 2021, the national cement output amounted to 2.363 billion tonnes, representing a year-on-year decrease of 1.2%; revenue of the cement industry amounted to RMB1,075.4 billion, representing an increase of 7.3% year-on-year; total profit amounted to RMB169.4 billion, representing a decrease of 10.0% year-on-year.

In 2021, there were 21 national cement and clinker production lines in China in operation with actual clinker capacity of 31.899 million tonnes in total, representing a decrease of 16.4% year-on-year. Most of the new capacities in operation were from capacity replacement projects from the past two years. By geographical region, 34.4% of production capacity in operation were located in Southwest China, 25.7% in South Central China, 21.5% in Northwest China and 18.4% in East China.

(2) Overview of the Group’s business:

2021 remained challenging. The cement market initially maintained a high plateau, and gradually entered a downward trend. The development trend for the cement industry in 2021 in the central and downstream region of the Yangtze River and Sichuan region, being the two major markets in which the Group has a well-established presence, is as follows:

The market in the central and downstream regions of the Yangtze River: Owing to the country’s call for people to stay put during the Chinese New Year, there were sufficient workers in various places; coupled with nice weather, market demand recovered earlier than the previous year. After the Spring Festival, various market leaders began to shut down their kilns for overhaul, leading to tight supply of clinker and cement along the downstream Yangtze River and the continuity of market prosperity. After May, against the backdrop of property regulation and soaring prices of building materials such as steel, sand and gravel, property and infrastructure projects were under tremendous financial

二零二一年是「十四五」開局之年，也是我國開啟「雙碳」行動的元年，水泥行業面對「需求減弱、環保能效加碼、成本大幅上升、減碳創新投入」等諸多挑戰，全國水泥需求和供給均出現異常波動。需求端方面，固定資產投資、房地產和基建投資增速大幅趨降，水泥需求呈現前高後低、壓力加劇的局面；供給端方面，受能耗雙控、限電限產、煤價飆升等因素影響，下半年水泥供給不足、成本大幅上漲，令全國水泥市場價格呈現「先抑後揚」的大幅波動，創下歷年新高。二零二一年，全國水泥產量23.63億噸，同比下降1.2%；水泥行業營收人民幣10,754億元，同比增長7.3%，利潤總額人民幣1,694億元，同比下降10.0%。

二零二一年，全國共投產水泥熟料生產線21條，合計實際熟料產能3,189.9萬噸，與去年同期相比下降16.4%，新投產能中多為前兩年的產能置換項目。分地區看，投產產能34.4%位於西南地區，25.7%位於中南地區，21.5%位於西北地區及18.4%位於華東地區。

(二) 集團業務概況：

二零二一年仍舊充滿挑戰，水泥市場主要呈現前高後低走勢。具體至本集團長期重點經營的長江中下游、四川地區兩大板塊，水泥行業全年走勢概述如下。

長江中下游地區：自農曆春節過後始，因國家鼓勵就地過年，各地留守人員充足且天氣連續放晴，市場需求較往年提前復甦，與此同時，各大龍頭企業在節後集中進入停窯檢修期，長江下游沿岸隨之出現熟料、水泥供應緊張局面，行業延續較高景氣度。五月份後，房地產調控以及鋼材、砂石等基礎建材大幅上漲，造成房地產及基建項目資金壓力愈發突

pressure, resulting in a slowdown in construction progress to ease financial pressure. Cement demand weakened and cement price along the Yangtze River started to decline. Entering the third quarter, being the traditional off-peak season, continuous rainfall in a number of provinces in the central region severely affected works on construction sites, resulting in a sluggish demand and decline in both quantity and price. At the end of August, "dual control of energy consumption and energy intensity" policy was rigorously implemented in many provinces. Major cement enterprises complied with power and production restrictions. This together with coal supply shortage and soaring prices led to sharp increase in cement price, which reached record highs. However, pressure from property regulation had not eased, while high raw material price still had lingering effects; the overall cement demand was less than the previous year and the market was not as robust as it should be during a peak season. In December, major cement enterprises began to feel inventory pressure and started to lower price to secure customers.

Sichuan region: The entry of cement products from outside in the first quarter had led to two rounds of local cement price decrease, with a cumulative decline of RMB30 per tonne. Due to the effective execution of the preliminary off-peak season production by local enterprises and rapid recovery of cement demand in the southwest region including surrounding provinces, cement from outside no longer entered the Sichuan market and the imbalance between supply and demand was eased; cement price in the Chengdu market increased accordingly by RMB50 per tonne. In July, the soaring prices of building materials affected construction progress, and cement demand was slowed down. To expand sales channels, cement from outside entered the Sichuan market at low prices to compete for customers. Local companies saw their sales decline, while cement price underwent a seasonal adjustment of RMB50 per tonne. In the fourth quarter, affected by the strict power and production restrictions under the "dual control of energy consumption and energy intensity" policy in Yunnan, Guizhou and other surrounding areas, the production volume of cement enterprises in these places reduced, and hence cement from these areas stopped entering the Sichuan market. In contrast, the impact of electricity regulation on the sales and production of cement in Sichuan was relatively low as hydroelectric power accounted for a relatively large proportion of energy generation. A central environmental inspection team was sent to Sichuan. This together with soaring coal price led to sharp increase in prices in Chengdu, with a cumulative increase of RMB250 per tonne and a record-high price. Cement demand was suppressed by the significant increase in the cost of raw materials. In November, restrictions from "dual control of energy consumption and energy intensity" were eased, and the market entered a downward trend and gradually returned to rationality.

出，施工方普遍主動放緩進度以緩解資金壓力，水泥需求走弱，沿江水泥價格開始下調。進入第三季度傳統淡季，中部多省份遭遇大範圍持續降雨，工地開工受影響較大，水泥需求低迷，出現量價齊降。八月底，「能耗雙控」政策在多省份嚴格執行，同時煤炭供應短缺、價格飆漲，各水泥龍頭企業參與限電限產，並大幅推漲水泥價格至歷史新高，但房地產調控壓力未減，且高價原材料的影響並未明顯消退，水泥需求整體仍不如往年同期，水泥市場呈現「旺季不旺」現象。進入十二月份，各大水泥企業開始面臨庫存壓力，開始頻繁降價促銷，爭取客戶。

四川地區：一季度因受到外圍低價水泥衝擊，本地水泥價格兩次調降，累計降幅人民幣30元／噸。因四川本地企業前期錯峰生產執行情形較好，且包括周邊省份在內的西南地區水泥需求快速復甦，外圍水泥逐漸退出四川市場，供需矛盾緩解，成都市場價格應勢走高，漲幅人民幣50元／噸。及至七月，建材價格高漲影響施工進度，水泥需求降溫，外圍水泥為拓展銷路，低價進入四川市場爭奪客戶，本地企業銷量萎縮，水泥價格季節性回調人民幣50元／噸。第四季，雲南、貴州等周邊省份受「能耗雙控」嚴格管制限電限產，水泥企業產量縮減，再次退出四川市場；而四川水力發電比重較高，管控政策對水泥產銷影響較小；加之中央環保督察組進駐四川、煤炭價格飆升，成都市場價格一路狂飆向上，累計漲幅人民幣250元／噸，達到歷史高位。原材料成本的大幅抬升壓抑了水泥需求的釋放，進入十一月份後，「能耗雙控」管制放鬆，行情進入下行通道並陰跌不止，逐漸回歸理性。

In 2021, the Group's clinker output amounted to 24.48 million tonnes, representing an increase of 2.4% from that of 2020. Total sales volume of cement products (cement and clinker) was 29.50 million tonnes, representing an increase of 2.3% from that of 2020. The prices in the major sales areas of the Group had been hovering at relatively high levels. In 2021, the Group made a profit of RMB1.82 billion.

二零二一年，本集團熟料產量2,448萬噸，較二零二零年成長2.4%；水泥產品(水泥及熟料)總銷量2,950萬噸，較二零二零年成長2.3%。本集團各主要銷售區域價格保持相對高位運行，二零二一年集團獲利人民幣18.2億元。

Table 1: Total sales Volume (Unit: '000 tonnes)
表一：銷量統計(單位：千噸)

		2021 二零二一年	2020 二零二零年	Change 變動 (%)
Cement	水泥	27,337	26,786	2.1
Clinker	熟料	2,167	2,058	5.3
Blast-furnace slag powder	高爐礦渣粉	325	337	(3.6)
		29,829	29,181	2.2

Table 2: Sales volume of cement by region (Unit: '000 tonnes)
表二：水泥分區銷量統計(單位：千噸)

		2021 二零二一年	2020 二零二零年	Change 變動 (%)
Southeastern region	東南區	13,728	12,808	7.2
Central region	華中區	5,765	5,446	5.9
Southwestern region	西南區	7,844	8,532	(8.1)
		27,337	26,786	2.1

Table 3: Sales volume of high grade and low grade cement (Unit: '000 tonnes)
表三：高低標號水泥銷售統計(單位：千噸)

		2021 二零二一年		2020 二零二零年	
		Sales volume 銷量	%	Sales volume 銷量	%
High grade cement	高標水泥	25,889	95	25,284	94
Low grade cement	低標水泥	1,448	5	1,502	6
		27,337	100	26,786	100

Table 4: Sales volume of bagged and bulk cement
(Unit: '000 tonnes)**表四：包散裝水泥銷售統計**
(單位：千噸)

		2021 二零二一年		2020 二零二零年	
		Sales volume 銷量	%	Sales volume 銷量	%
Bulk cement	散裝水泥	24,772	91	23,808	89
Bagged cement	包裝水泥	2,565	9	2,978	11
		27,337	100	26,786	100

Operating Results**Revenue**

The Group's principal business activities are manufacture and sale of cement, concrete and related products. As shown in the table below, for 2021, the Group's revenue amounted to RMB11,755.9 million, representing an increase of RMB932.1 million or 9% from RMB10,823.8 million in 2020. The increase in revenue was mainly attributable to the increase in the sales quality and average selling price of the Group's products during 2021.

經營業績**收益**

本集團之主要業務為生產及銷售水泥、混凝土及相關產品。如下表所示，二零二一年本集團之收益為人民幣11,755,900,000元，較二零二零年人民幣10,823,800,000元增加人民幣932,100,000元或9%。收益增加主要由於本集團產品銷量及平均售價於二零二一年上升所致。

		2021 二零二一年		2020 二零二零年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Southeastern region	東南區	6,135,729	52	5,551,979	51
Central region	華中區	2,190,460	19	1,970,676	18
Southwestern region	西南區	3,429,719	29	3,301,098	31
		11,755,908	100	10,823,753	100

In respect of revenue contribution for 2021, sales of cement accounted for 88% (2020: 86%) and sales of concrete accounted for 3% (2020: 5%). The table below is a sales analysis by product for the reporting period:

就二零二一年收益貢獻而言，水泥銷售額佔88%（二零二零年：86%），而混凝土銷售額則佔3%（二零二零年：5%）。下表顯示報告期間按產品劃分之銷售額分析：

		2021 二零二一年		2020 二零二零年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Cement	水泥	10,367,972	88	9,264,298	86
Clinker	熟料	701,551	6	579,732	5
RMC	預拌混凝土	327,980	3	580,809	5
Blast-furnace slag powder	高爐爐渣粉	87,209	1	105,451	1
Others	其他	271,196	2	293,463	3
		11,755,908	100	10,823,753	100

Cost of Sales and Gross Profit

The Group's cost of sales primarily includes cost of raw materials, fuel expenses (consisting of coal and electricity costs), employee compensation and benefits, depreciation and amortisation and other overhead costs. In 2021, the Group's cost of sales increased by approximately 28% to RMB8,075.9 million from RMB6,305.0 million in 2020 due to the increase in coal cost.

銷售成本及毛利

本集團之銷售成本主要包括原材料成本、燃料開支（包括煤及電力成本）、僱員薪酬及福利、折舊及攤銷以及其他經常性成本。於二零二一年，本集團之銷售成本由二零二零年人民幣6,305,000,000元增加約28%至人民幣8,075,900,000元，此乃由於煤炭成本上升所致。

The gross profit for 2021 was RMB3,680.0 million (2020: RMB4,518.8 million), with a gross profit margin of 31% (2020: 42%). The decrease in gross profit was mainly attributable to the increase in coal cost of the Group's products compared with that of the previous year.

二零二一年之毛利為人民幣3,680,000,000元（二零二零年：人民幣4,518,800,000元），即毛利率31%（二零二零年：42%）。毛利減少主要由於本集團煤炭成本較去年上升所致。

Other Income

Other income mainly comprises government grants, transportation fee income, interest income and sales of scrap materials. For 2021, other income amounted to RMB173.9 million, representing a decrease of RMB100.4 million from RMB274.3 million in 2020. The decrease in other income was attributable to the decrease in government grants and interest income.

其他收入

其他收入主要包括政府補貼、運輸收入、利息收入及廢料銷售。於二零二一年，其他收入為人民幣173,900,000元，較二零二零年人民幣274,300,000元減少人民幣100,400,000元。其他收入減少乃因二零二一年之政府補貼及利息收入減少所致。

Other Gains and Losses

Other gains and losses mainly comprise net foreign exchange gain or loss, government penalties and related surcharge impairment loss on investment in an associate, decrease or increase in fair value of investment properties, gain on disposal of a leasehold land and loss on disposal/write-off of property, plant and equipment. For 2021, other losses amounted to RMB338.5 million, representing an increase of RMB311.5 million from other losses of RMB27.0 million in 2020. The increase in other losses was principally attributable to the government penalties and related surcharge and impairment loss on investment in an associate.

其他收益及虧損

其他收益及虧損主要包括匯兌收益或虧損、政府罰款及相關附加費用、聯營公司投資減損、投資物業公平值增加或減少、出售租賃土地收益以及出售／撇銷物業、機器及設備虧損。於二零二一年，其他虧損為人民幣338,500,000元，較二零二零年的其他虧損人民幣27,000,000元增加人民幣311,500,000元。虧損增加，主要由於政府罰款及相關附加費用及聯營公司投資減損增加。

Distribution and Selling Expenses, Administrative Expenses and Finance Costs

For 2021, the distribution and selling expenses increased from RMB435.6 million in 2020 to RMB473.8 million in 2021. Mainly attributable to an increase in transportation costs during 2021.

Administrative costs, including employee compensation and benefits, depreciation expenses and other general office expenses, decreased by approximately 27%, from RMB396.6 million in 2020 to RMB288.6 million in 2021. The decrease was attributable to the Group accrued shutdown loss during 2020.

The 62% decrease in finance costs was mainly due to the decrease in bank borrowing and interest rate compared to 2020.

Profit before Tax

As a result of the foregoing factors, the profit before tax for 2021 decreased by RMB1,122.0 million, constituting a profit of RMB2,564.8 million (2020: profit of RMB3,686.8 million).

Income Tax Expense

In 2021, income tax expense decreased by RMB192.9 million or approximately 21% to RMB743.5 million, from RMB936.4 million in 2020.

Non-controlling Interests

In 2021, non-controlling interests amounted to RMB53.0 million, representing a decrease of RMB28.7 million or approximately 35% compared with RMB81.7 million in 2020, primarily due to a decrease in profit contribution from Jiangxi Yadong.

Profit for the Year

For 2021, the net profit of the Group amounted to RMB1,821.3 million, representing a decrease of RMB929.1 million from the profit of RMB2,750.4 million in 2020.

分銷及銷售開支、行政開支及融資成本

於二零二一年，分銷及銷售開支由二零二零年人民幣435,600,000元增加至二零二一年人民幣473,800,000元。主要由於二零二一年水泥產品的運輸成本增加。

行政開支(包括僱員薪酬及福利、折舊開支及其他一般辦公室開支)由二零二零年人民幣396,600,000元減少約27%至二零二一年人民幣288,600,000元。該減少歸因於本集團二零二零年計提停工損失。

融資成本減少62%主要由於銀行借貸金額及利率較二零二零年減少所致。

除稅前溢利

基於上述因素，二零二一年除稅前溢利減少人民幣1,122,000,000元，構成溢利人民幣2,564,800,000元(二零二零年：溢利人民幣3,686,800,000元)。

所得稅開支

於二零二一年，所得稅開支由二零二零年人民幣936,400,000元減少人民幣192,900,000元或約21%，至人民幣743,500,000元。

非控股權益

於二零二一年，非控股權益為人民幣53,000,000元，較二零二零年人民幣81,700,000元減少人民幣28,700,000元或約35%，主要由於江西亞東溢利貢獻減少所致。

年內溢利

於二零二一年，本集團之溢利淨額為人民幣1,821,300,000元，較二零二零年溢利人民幣2,750,400,000元減少人民幣929,100,000元。

FINANCIAL RESOURCES AND LIQUIDITY

The Group maintained a strong financial position for the year ended 31 December 2021. Total assets decreased by approximately 1% to RMB21,416.9 million (31 December 2020: approximately RMB21,634.3 million), while total equity increased by approximately 7% to RMB17,673.8 million (31 December 2020: approximately RMB16,531.2 million).

Bank Balances and Cash

As at 31 December 2021, the Group's bank balances and cash amounted to approximately RMB7,495.4 million (31 December 2020: RMB5,275.6 million), of which approximately 90% was denominated in RMB and approximately 10% in US dollars, with the remainder denominated in Hong Kong dollars.

Cash Flow

The Group derived its cash inflow from operations primarily through the receipt of payments for the sale of its cement and concrete products. The Group's cash outflow from operations was used primarily for raw material purchases, payment for fuel and power, distribution costs and staff salaries. Cash generated from operating activities decreased from RMB5,017.1 million in 2020 to RMB2,498.9 million in 2021.

The Group's cash inflow from investing activities primarily consisted of interest income, withdrawal of USD Notes, repayment from related companies and proceeds from disposal of property, plant and equipment. The Group's cash outflow from investing activities primarily consisted of purchase of financial assets, purchases of property, plant and equipment and purchases of land use rights. In 2021, cash generated from investment activities of the Group amounted to RMB1,394.2 million (2020: cash used in RMB3,749.7 million).

In 2021, the cash used in financing activities of the Group amounted to RMB2,395.1 million (2020: RMB4,249.4 million). This was primarily due to repayments of bank borrowings and dividends paid in 2021.

Capital Expenditure

Capital expenditure for the year ended 31 December 2021 amounted to approximately RMB347.6 million (31 December 2020: RMB481.2 million), and capital commitments as at 31 December 2021 amounted to approximately RMB44.6 million (31 December 2020: RMB38.5 million). Both capital expenditure and capital commitments were mainly related to the purchases of plant and equipment for new production lines. The Group anticipates that such commitments will be funded by future operating revenue, bank borrowings and other sources of finance as appropriate.

財務資源及流動資金

截至二零二一年十二月三十一日止年度，本集團財務狀況維持穩健。資產總值減少約1%至人民幣21,416,900,000元(二零二零年十二月三十一日：約人民幣21,634,300,000元)，而總權益則增加約7%至人民幣17,673,800,000元(二零二零年十二月三十一日：約人民幣16,531,200,000元)。

銀行結餘及現金

於二零二一年十二月三十一日，本集團之銀行結餘及現金約為人民幣7,495,400,000元(二零二零年十二月三十一日：人民幣5,275,600,000元)，當中約90%及約10%分別以人民幣及美元計值，餘額則以港元計值。

現金流量

本集團經營業務之現金流入主要來自銷售水泥及混凝土產品所得款項。本集團經營業務之現金流出主要用於原材料採購、支付燃料及能源、分銷成本及僱員薪酬。經營業務所得現金由二零二零年人民幣5,017,100,000元減少至二零二一年人民幣2,498,900,000元。

本集團投資活動之現金流入主要包括利息收入、收回美元票據、關連公司還款、出售物業、機器及設備所得款項。本集團投資活動之現金流出主要包括購買金融資產、購買物業、機器及設備、土地使用權。於二零二一年，本集團投資活動所得現金為人民幣1,394,200,000元(二零二零年：所用人民幣3,749,700,000元)。

於二零二一年，本集團融資活動所用現金為人民幣2,395,100,000元(二零二零年：人民幣4,249,400,000元)。主要歸因於支付股息及償還借貸。

資本開支

截至二零二一年十二月三十一日止年度之資本開支約為人民幣347,600,000元(二零二零年十二月三十一日：人民幣481,200,000元)，而於二零二一年十二月三十一日之資本承擔則約為人民幣44,600,000元(二零二零年十二月三十一日：人民幣38,500,000元)。資本開支及資本承擔主要與購置新生產線之機器及設備有關。本集團預期將以未來經營收益、銀行借貸及其他融資途徑(如適用)撥付該等承擔。

Borrowings

The Group's borrowings as at 31 December 2021 and 2020 are summarized below:

借貸

本集團於二零二一年及二零二零年十二月三十一日之借貸概述如下：

As at 31 December
於十二月三十一日

		2021 二零二一年		2020 二零二零年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Short-term borrowings	短期借貸	1,118,299	76	872,988	29
Long-term borrowings	長期借貸	350,664	24	2,099,171	71
Currency denomination	列值貨幣				
– RMB	– 人民幣	672,000	46	310,000	10
– US dollars	– 美元	796,963	54	2,662,159	90
Borrowings	借貸				
– unsecured	– 無抵押	1,468,963	100	2,972,159	100
Interest rate	利率				
– fixed-rate RMB bank borrowings	– 人民幣定息借貸	672,000	3.06% to 3.15%	310,000	2.98% to 3.30%
– fixed-rate USD bank borrowings	– 美元定息借貸	796,963	0.67% to 0.70%	2,564,285	0.91% to 1.05%
– variable-rate USD bank borrowings	– 美元浮息借貸	–	N/A 不適用	97,874	LIBOR plus margin of 0.8% or TAIFX3 plus margin of 0.6% 倫敦銀行同業拆息加0.8%或台灣銀行同業拆息加0.6%

As at 31 December 2021, the Group had unutilized credit facilities in the amount of RMB12,236.0 million.

於二零二一年十二月三十一日，本集團未動用之信貸融資為人民幣12,236,000,000元。

As at 31 December 2021, the Group's gearing ratio was approximately 17% (31 December 2020: 24%). The calculation of the gearing ratio was based on total liabilities and total assets as at 31 December 2021 and 2020, respectively.

於二零二一年十二月三十一日，本集團之負債比率約為17%（二零二零年十二月三十一日：24%），乃分別按照二零二一年及二零二零年十二月三十一日之負債總額及資產總值計算。

Pledge of Assets

The Group did not have any pledge or charge on assets as at 31 December 2021.

Contingent Liabilities

As at the date of this report and as at 31 December 2021, the Board (the "Board") is not aware of any material contingent liabilities (31 December 2020: Nil).

Human Resources

As at 31 December 2021, the Group had 3,774 employees. The Group participates in retirement insurance, medicare, unemployment insurance and housing provident fund scheme according to the applicable PRC laws and regulations for its employees in the PRC, and made contributions to the Mandatory Provident Fund Scheme of Hong Kong for its employees in Hong Kong. The Group remunerated its employees based on their work performance and experience. Remuneration packages are subject to review on a regular basis.

In addition, the Group also adopted the Share Option Scheme, under which eligible directors and employees are entitled to various share options to subscribe for the ordinary shares in the Company according to their past and potential contribution to the growth of the Group, on 27 April 2008. The Share Option Scheme was expired on 26 April 2018.

Material Acquisition and Disposal of Subsidiaries and Affiliated Companies

Save as disclosed in this report, the Group had no significant investment, material acquisitions or disposals for the year ended 31 December 2021 (31 December 2020: Nil).

Foreign Exchange Risk Management

The Group's sales and purchases during the reporting period were mostly denominated in RMB.

RMB is not a freely convertible currency. Future exchange rates of RMB may vary significantly from the current or historical exchange rates as a result of controls imposed by the PRC government. The exchange rates may also be affected by economic developments and political changes domestically and internationally as well as the demand and supply of RMB. The appreciation or devaluation of RMB against foreign currencies may have an impact on the operating results of the Group.

The Group currently does not maintain a foreign currency hedging policy. However, the Group's management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

資產抵押

於二零二一年十二月三十一日，本集團並無抵押或質押任何資產。

或然負債

於本報告日期及於二零二一年十二月三十一日，董事會並不知悉有任何重大或然負債(二零二零年十二月三十一日：無)。

人力資源

於二零二一年十二月三十一日，本集團共有3,774名僱員。本集團根據中國適用法律及法規為其中國僱員提供退休保險、醫療、失業保險及房屋公積金計劃，並為其香港僱員向香港強制性公積金計劃供款。本集團根據僱員工作表現及經驗支付酬金，並定期檢討有關薪酬待遇。

此外，本集團亦於二零零八年四月二十七日採納購股權計劃，據此，合資格董事及僱員因應彼等過往及日後為本集團之增長所作出貢獻獲授多份可認購本公司普通股之購股權。該購股權計劃已於二零一八年四月二十六日到期並失效。

附屬公司及聯屬公司之重大收購及出售事項

除本報告所披露者外，本集團於截至二零二一年十二月三十一日止年度概無進行重大投資、重大收購或出售事項(二零二零年十二月三十一日：無)。

外匯風險管理

本集團於報告期間之銷售額及採購額大部分以人民幣列值。

人民幣並非可自由兌換之貨幣。人民幣未來匯率或因中國政府可施加之管制而較現時或過往匯率大幅變動。匯率亦可能受國內及國際之經濟發展及政治變動以及人民幣供求影響。人民幣兌外幣升值或貶值或會對本集團經營業績構成影響。

本集團現時並無外幣對沖政策。然而，本集團管理層監控外匯風險，並將於需要時考慮對沖重大外匯風險。

2. BUSINESS PROSPECTS:

(1) Industry challenges:

In 2022, the cement industry still faces various risks and challenges, arising from the following:

First, cement and clinker capacity utilization was 74% in 2021. Excess capacity remains a major problem of the cement industry. In the second, third and fourth quarters of 2021, cement demand in various regions significantly weakened. With high capacity utilization, cement inventory levels rose. Cement price in the mainstream markets in the south decreased rapidly, implying the cement industry was still faced with excess capacity, while the inefficient production capacity phased out slowly. The imbalance between supply and demand was yet to improve. Hence, there is still a long way to go to eliminate excess and inefficient capacities.

Second, despite decline in property investment, the government has not eased its regulation of the property market. In December 2021, the principle of “Houses are for living in and not for speculation” was reaffirmed at the Central Economic Work Conference for promoting affordable housing construction. This means strict regulation of the property sector will continue and the “golden era” of the property market will be history. Although affordable housing may still be a driving force for cement demand, the size of this segment is too small to offset the impact of the downward pressure on the entire property industry.

Third, the cement industry is an energy-intensive industry. A sharp rise in coal and electricity price will lead to a significant increase in the production cost of cement. The implementation of “dual carbon” and “dual control of energy consumption and energy intensity” policies and stricter safety and environmental protection requirements will drive cement enterprises to increase investment in technological modification, which will increase their consolidated costs. Such will pose challenges to profit growth of the cement industry.

二、業務展望：

(一) 行業挑戰：

二零二二年，水泥行業依舊面臨風險與挑戰，主要體現在：

第一，二零二一年水泥熟料產能利用率為74%，產能過剩依舊是當前水泥行業面臨的主要問題。二零二一年第二、三季度及四季度末，各地水泥需求明顯趨弱，在產能充分發揮之下，水泥庫存高漲，南方主流市場水泥價格快速下滑，說明水泥行業產能總體仍然過剩、低效產能退出緩慢，供需矛盾依然未有根本緩解，去產能問題任重道遠。

第二，地產投資下行，政府對房地產市場的調控未見明顯放鬆。二零二一年十二月召開的中央經濟工作會議指出，要堅持「房住不炒」的定位，推進保障性住房建設。以此來看，地產行業嚴監管仍將持續，房地產市場的「黃金時代」將一去不返。儘管保障性住房仍有可能拉動水泥需求，但其市場規模偏小，難以對沖整個地產行業下行的壓力。

第三，水泥行業是能源依賴性行業，煤炭、電價的大幅提升，將大幅增加水泥生產成本。此外，「雙碳」政策、「能耗雙控」政策的實施以及安全、環保要求不斷提高，也將推動水泥企業加大技術改造投入，提高水泥企業綜合成本，對水泥行業效益增長提出挑戰。

(2) Industry trend:

Despite various risks and challenges facing demand and supply, there are also numerous positive factors. Challenges and opportunities coexist in 2022. The Group maintains a cautiously optimistic attitude. The main positive factors are as follows:

On the demand side, the carrying out of appropriate and forward-looking infrastructure construction investment was emphasized at the Central Economic Work Conference. In December 2021, the Ministry of Finance allocated in advance RMB1.46 trillion from its 2022 quota for local government special bonds, to prepare for stimulating the economy which is expected to be on a downward trend in the current year. Infrastructure investment will, to a certain extent, offset the negative impact from a property investment downtrend, and, to some degree, help drive cement demand.

On the supply side, quality industry development is still hampered by a relatively large amount of inefficient production capacity and production lines. As such, how to raise the proportion of advanced production capacity and accelerate elimination of inefficient production capacity will continue to be the main focus of the supply-side structural reform. At the end of 2021, the Ministry of Industry and Information Technology issued "14th Five-Year Raw Material Industry Development Plan" requirements. By 2025, the unit clinker energy consumption of cement products will be decreased by 3.7%, and clinker production lines with low energy efficiency level will face the risk of elimination; the action plan for "carbon dioxide peaking and carbon neutrality" of the cement industry is still being formulated. Coupled with the normalisation of off-peak season production and "dual control of energy consumption and energy intensity", "energy saving and carbon reduction" and "quality and efficiency enhancement" will become common requirements in the cement industry. In 2022, production capacity structure will further optimise in anticipation of continued reduction in capacity and decrease in supply.

(二) 行業趨勢：

雖然供給端與需求端存在諸多風險與挑戰，但也同樣具備利好因素。二零二二年挑戰與機遇並存，本集團仍保持審慎樂觀的態度。主要利好因素有如下幾點：

需求方面，中央經濟工作會議強調，要適度超前開展基礎設施建設投資。二零二一年十二月，財政部向各地提前下達二零二二年新增專項債務限額人民幣1.46萬億元，為本年度對沖經濟下行提前準備充足「彈藥」。由此，本年度基建投資將在一定程度上抵消房地產投資下行的負面影響，對水泥需求的拉動存在一定空間。

供給方面，低效產能產線相當規模的存在仍然制約著行業邁向高質量發展，如何提高先進產能比重和加快低效產能退出仍將是供給側結構性改革重點。二零二一年底，工信部出台的《「十四五」原材料工業發展規劃》要求，到二零二五年，水泥產品單位熟料能耗水平降低3.7%，能效水平低的熟料產線將面臨淘汰退出風險；水泥行業「碳達峰破中和」行動方案正在制定中，疊加錯峰生產常態化、「能耗雙控」常態化，節能降碳、增效提質成為水泥行業普遍要求，預計二零二二年產能持續壓減，供應仍然減少，產能結構將進一步優化。

With respect to price, cement price gradually lowered to normal levels at the end of 2021 and such trend continued into the first quarter of 2022. Benefiting from effective execution of off-peak season production and rise in imported clinker cost, clinker price in the central and downstream regions of the Yangtze River saw three rounds of price increase at the end of February, which helped drive cement demand recovery. Although the overall demand will slightly decline in 2022, the production capacity for the year is expected to continue to be under control owing to expanded implementation of off-peak season production, strengthened regional coordination and implementation of energy saving and environmental protection. The overall market direction will remain unchanged. The mainstream market price is expected to be on an upward trend, while coal price will gradually lower due to the policy of increasing output to ensure coal supply. All this is expected to ease the cost pressure of the cement industry, leading to improvement in industry profit.

(3) The Group's outlook:

The Group predicts that the overall cement market will be stable in 2022. Although the industry might have reached a point of change, it is still in a plateau phase with a promising outlook. In view of the trend of a property investment downturn and strong infrastructure investment, the overall cement demand is expected to be stable but on a downward trend, while cement supply will be suppressed under policy influence. The trend for gradual improvement in the supply and demand imbalance in the cement industry will continue.

After taking into account the various factors including the impact of the economic situation, off-peak season production and "dual control of energy consumption and energy intensity policy", the Group plans to sell 30.00 million tonnes of cement products in 2022, representing an increase of 1.7% from 29.50 million tonnes in 2021.

In view of the changes brought forth by a new era, the Group will continue to adhere to the operational strategies of high efficiency, high quality, high environmental protection, and low cost in 2022. Meanwhile, the Group will strive to stand out among peers through innovation, and further promote intelligentization, digitalization, green development and create new profit growth drivers. It will embrace its longstanding corporate culture of "Integrity, Diligence, Austerity, Prudence and Innovation". As an ambitious, innovative and sustainable international company with strong fundamentals, Asia Cement (China) will create greater value for the country, society, shareholders and employees with its outstanding performance.

價格方面，二零二一年底水泥價格逐漸回落至正常區間並延續至今年第一季。依託行業错峰生產的良好執行、進口熟料成本提升等因素，至二月底長江中下游熟料價格已歷經三輪調漲，助力水泥需求復甦。自全年看，二零二二年整體需求雖略微下滑，但得益於错峰生產加碼、區域聯動加強、節能環保政策推行，預計全年產能發揮繼續受控，市場總體方向將保持不變，主流市場價格有望呈「前低後高」之趨勢；疊加煤炭保供增產政策的執行，煤炭價格重心逐步下移，緩解水泥企業成本壓力，行業利潤將修復提升。

(三) 集團展望：

本集團預計二零二二年水泥市場整體以平穩為主，雖行業拐點或已來臨，但仍處於平台期，整體行情仍然可期。在地產投資低迷、基建投資強勢的趨勢下，預計水泥需求整體穩中趨降，而水泥行業供給亦將在政策影響下有所收縮，水泥行業供需矛盾逐步緩和的大趨勢不會改變。

綜合考慮經濟形勢、错峰生產、「能耗雙控」等多方因素，本集團計劃二零二二年銷售水泥產品共計3,000萬噸，較二零二一年之2,950萬噸上升1.7%。

面臨新時代的變化，二零二二年本集團將繼續堅持高效率、高品質、高環保及低成本的經營策略，同時尋求創新突破，進一步推動企業智慧化、數位化，綠色發展，並創新利潤增長點，踐行長久以來「誠、勤、樸、慎、創新」的企業文化。作為一家富有底蘊、進取創新、永續經營的國際性集團，亞泥(中國)必將以更加優異的績效，為國家、為社會、為股東、為員工創造更大的價值。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining high standards of corporate governance practices to safeguard the interests of the Company's shareholders and to enhance corporate value and accountability. These can be achieved by an effective Board, segregation of duties with clear accountability, sound internal control, appropriate risk assessment procedures and transparency to all the shareholders.

The Company has complied with all the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 December 2021.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry with each of the Directors, all the Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year under review. Details of the shareholding interests held by the Directors as at 31 December 2021 are set out in page 55 to 56 of this annual report.

BOARD OF DIRECTORS

The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions.

The Board has a balanced composition of executive and non-executive Directors to ensure independent viewpoints in all discussions. The Board currently comprises of eleven Directors, including six executive Directors, one non-executive Director and four independent non-executive Directors. Board members are listed below:

Executive Directors

Mr. HSU, Shu-ping (*Vice Chairman*)
Mr. CHANG, Tsai-hsiung
Dr. WU, Chung-lih (*Chief Executive Officer*)
Mr. CHANG, Chen-kuen
Mr. LIN, Seng-chang
Ms. WU, Ling-ling

Non-executive Director

Mr. HSU, Shu-tong (*Chairman*)

Independent Non-executive Directors

Mr. TSIM, Tak-lung Dominic
Mr. WANG, Wei
Mr. LEE, Kao-chao
Dr. WANG, Kuo-ming

董事會致力維持高水平之企業管治常規，以保障本公司股東權益，並提升企業價值及問責性。有關目標可透過高效率之董事會、問責清晰且權責分明之職務、良好內部監控、適當風險評估程序及對全體股東之透明度而達致。

本公司於截至二零二一年十二月三十一日止年度一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）所有守則條文。

證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行本公司證券交易之操守準則。董事作出之具體查詢，全體董事確認，彼等於整個回顧年度內一直遵守標準守則所載規定標準。有關董事於二零二一年十二月三十一日持有之股權詳情載於本年報第55至56頁。

董事會

董事會主要負責制定業務策略、審閱及監察本集團業務表現、批准財務報表及年度預算，以及監督本公司管理層並向其給予指引。董事會向管理層下放權力，並給予明確指引，以執行營運事宜。

董事會由執行董事及非執行董事平均組成，以確保所有討論之意見獨立。董事會現由十一名董事組成，包括六名執行董事、一名非執行董事及四名獨立非執行董事。董事會成員如下：

執行董事

徐旭平先生 (*副主席*)
張才雄先生
吳中立博士 (*行政總裁*)
張振崑先生
林昇章先生
吳玲綾女士

非執行董事

徐旭東先生 (*主席*)

獨立非執行董事

詹德隆先生
王偉先生
李高朝先生
王國明博士

Biographical information of the Directors is set forth on pages 44 to 49 of this annual report.

Each of the executive Directors entered into a service contract with the Company, Mr. HSU, Shu-ping has entered into a service contract with the Company for a term of three years commencing on 13 March 2020, each of Mr. CHANG, Tsai-hsiung, Dr. WU, Chung-lih, Mr. CHANG, Chen-kuen and Mr. LIN, Seng-chang has entered into a service contract with the Company for a term of three years commencing on 27 April 2020, and Ms. WU, Ling-ling has entered into a service contract with the Company for a term of three years commencing on 1 April 2022, all of which may be terminated in accordance with the provisions of the service contract by either party giving to the other not less than three months' prior notice in writing.

The Company has issued an appointment letter to Mr. HSU, Shu-tong, non-executive Director, for a term of three years commencing on 27 April 2020, which may be terminated in accordance with the provisions thereof by either party giving to the other not less than one month's prior notice in writing.

The Company has issued an appointment letter to each of the independent non-executive Directors for a term of three years. The Company has issued an appointment letter to Mr. TSIM, Tak-lung Dominic, Mr. WANG, Wei, Mr. LEE, Kao-chao and Dr. WANG, Kuo-ming commencing on 7 April 2020, 13 April 2021, 13 April 2021 and 1 October 2021 respectively, all of which may be terminated in accordance with the provisions thereof by either party giving to the other not less than two months' prior notice in writing.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence and the Company considers each independent non-executive Director to be independent. To further enhance accountability, any appointment of an individual non-executive Director who has served on the Board for more than nine years will be subject to a separate resolution to be approved by shareholders.

Mr. TSIM, Tak-Lung Dominic has served as a director of the Company for more than 9 years. As independent non-executive Director with an in-depth understanding of the Group's operations and business, he has expressed objective views and provided reliable independent guidance to the Company over the years and continues to demonstrate commitment to his role as independent non-executive Director. In view of this, the Board considers that the long-term service of this director would not affect his exercise of independent judgement.

董事履歷資料載於本年報第44至49頁。

各執行董事與本公司訂立服務合約，徐旭平先生已於二零二零年三月十三日與本公司訂立服務合約，為期三年，張才雄先生、吳中立博士、張振崑先生及林昇章先生已於二零二零年四月二十七日與本公司訂立服務合約，為期三年，而吳玲綾女士已於二零二零年四月一日與本公司訂立服務合約，為期三年，任何一方可根據服務合約條文發出三個月事先書面通知後終止。

本公司已向非執行董事徐旭東先生發出委任函，任期自二零二零年四月二十七日起，為期三年，任何一方可根據服務合約條文發出一個月事先書面通知後終止。

本公司已向各獨立非執行董事發出委任函，為期三年。本公司已向詹德隆先生、王偉先生、李高朝先生及王國明博士發出委任函，分別自二零二零年四月七日、二零二一年四月十三日、二零二一年四月十三日及二零二一年十月一日起開始，任何一方可根據服務合約條文發出兩個月事先書面通知後終止。

獨立非執行董事的獨立性

本公司已收到各獨立非執行董事的年度獨立確認書，本公司認為各獨立非執行董事均為獨立人士。為進一步加強問責制，任何在董事會任職超過九年的個別非執行董事的任命須由股東另行通過決議。

詹德隆先生已擔任本公司董事超過九年以上。作為獨立非執行董事，他對集團的營運和業務有深入的了解，他多年來一直在為本公司提供客觀的意見及可靠的獨立指導公司，並繼續表現出對擔任獨立非執行董事一職的承諾。有鑑於此，董事會認為該董事的長期服務不會影響其行使獨立判斷的能力。

THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. To ensure a balance of power and authority, the Company has appointed Mr. HSU, Shu-tong as Chairman and Dr. WU, Chung-lih as Chief Executive Officer.

The relationship between the Board members is disclosed on pages 44 to 49 and 53 of this annual report.

The Chairman of the Board held a meeting with the independent non-executive Directors during the year.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is the primary decision-making body of the Company and is responsible for overseeing the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company. 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. The Group's senior management is responsible for the day-to-day management of the Group's business and is responsible for overseeing the general operation, business development, finance, marketing, and operations.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

BOARD MEETINGS

The Board meets regularly in person or by means of electronic communication. The Board is planning to meet at least four times a year and four meetings were held in 2021. Regular board meetings scheduled at the beginning of the year to give all Directors adequate time to plan their schedules to attend. Directors received at least 14 days' prior written notice of regular Board meetings and an agenda. The Board resolutions, including supporting analysis and relevant background information, were sent to all Directors at least three days before the Board meeting. For other Board meetings, Directors were given as much notice as possible in the circumstances.

主席及行政總裁

企業管治守則條文第C.2.1條規定，主席及行政總裁之職責應為獨立及不應由同一人兼任。為確保權力及職責均衡，本公司已委任徐旭東先生出任主席及吳中立博士擔任行政總裁。

董事會成員間的關係載於本年報第44至49及53頁。

年內，董事會主席已與獨立非執行董事舉行會議。

董事會和管理層的職責，責任和貢獻

董事會是本公司的主要決策機構，負責監督本集團的業務，戰略決策和業績，並集體負責通過指導和監督本公司事務來促進本公司的成功。董事會客觀地做出符合公司利益的決定。所有董事，包括獨立非執行董事，為董事會的高效運作提供了廣泛的寶貴商業經驗、知識和專業精神。本集團的高級管理層負責本集團業務的日常管理，並負責監督總體運營、業務發展、財務、營銷和運營。

董事會決策本公司所有有關政策事項、戰略和預算、內部控制和風險管理、重大交易(尤其是可能涉及利益衝突的交易)、財務信息、董事任命，以及其他重大經營事項。執行董事會決定及指導和協調，本公司的日常運營和管理有關的職責則委託於管理層。

董事會會議

董事會定期召開會議，由董事親身出席或透過電子通訊方式舉行。董事會計劃每年最少舉行四次會議，而於二零二一年曾召開四次會議。董事會常規會議一般於年初舉行，以給予全體董事充足時間編排出席時間表。董事應於董事會常規會議舉行前最少十四日接獲書面通知及議程。董事會決議案，包括支援分析及相關背景資料一般於董事會會議舉行前最少三天送交全體董事。就其他董事會會議而言，本公司將於可能情況下儘早知會各董事。

The table below sets out the details of Board meeting attendance of each Director in 2021.

下表載列二零二一年各董事出席董事會會議之詳情。

Director	董事	Number of Board meetings attended 董事會會議出席次數
Mr. HSU, Shu-tong	徐旭東先生	4/4
Mr. HSU, Shu-ping	徐旭平先生	4/4
Mr. CHANG, Tsai-hsiung	張才雄先生	4/4
Dr. WU, Chung-lih	吳中立博士	4/4
Mr. CHANG, Chen-kuen	張振崑先生	4/4
Mr. LIN, Seng-chang	林昇章先生	3/4
Ms. WU, Ling-ling	吳玲綾女士	3/4
Mr. TSIM, Tak-lung Dominic	詹德隆先生	4/4
Mr. WANG, Wei	王偉先生	4/4
Mr. LEE, Kao-chao	李高朝先生	4/4
Dr. WANG, Kuo-ming	王國明博士	4/4

According to current Board practice, any material transaction, which involves a conflict of interests due to a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's articles of association (the "Articles") also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

根據董事會現時慣例，任何涉及主要股東或董事所產生利益衝突之重大交易，將由董事會在正式召開之董事會會議上考慮及處理。本公司組織章程細則(「章程細則」)亦載有條文，規定董事於批准彼等或彼等各自任何聯繫人士擁有重大權益之交易時，須於會上放棄表決及不計入法定人數。

According to Article 86 of the Articles, any director appointed to fill a casual vacancy should be subject to re-election by the shareholders at the first general meeting after their appointment and any director appointed as an addition to the existing Board should be subject to re-election by the shareholders at the next following general meeting after their appointment. According to Article 87 of the Articles, one-third of the Directors shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years.

根據章程細則第86條，所有獲委任以填補臨時空缺之董事，須於獲委任後首屆股東大會由股東重選連任，而所有獲委任為現有董事會新增職位之董事須於其委任後之下屆股東大會由股東重選連任。根據章程細則第87條，三分之一董事須最少每三年於股東週年大會輪值退任及重選連任一次。

The non-executive Director is engaged on an appointment letter for a term of three years and shall be subject to retirement by rotation once every three years.

非執行董事乃根據委聘書獲委任，任期為三年，須每三年輪席退任一次。

TRAINING FOR DIRECTORS

The Company will provide a comprehensive, formal and tailored induction to each of the newly appointed Directors on his/her first appointment in order to enable him/her to have an appropriate understanding of the business and operations of the Company and to be fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely technical updates, including the briefing on the amendments on the Listing Rules and the news release published by the Stock Exchange to the Directors.

During the year, the Company received training records from all Directors relevant to the Company's business or to Directors' duties and responsibilities.

The individual training record of each Director received for financial year ended 31 December 2021 is set out below:

董事培訓

本公司將於每位新委任董事履新時，提供全面、正式兼特為其而設之就任須知，以使該董事對本公司之業務及運作均有適當之理解，以及完全清楚其本人按上市規則及有關監管規定所應負之責任及義務。

本公司鼓勵所有董事參與持續專業發展，以開拓及增進彼等之知識及技能。董事持續獲提供法規及監管制度之發展，以及業務環境之最新資訊，以協助履行其責任。本公司已及時提供技術更新，包括向董事提供上市規則修訂之簡報及聯交所刊發之披露新聞。

年內，本公司收到來自全體董事就與本集團業務或董事職能及職責相關的培訓記錄。

於截至二零二一年十二月三十一日止年度各董事接受培訓之個人記錄載列如下：

Directors	董事	Type of CPD 持續專業發展類別	
Executive Directors	執行董事		
Mr. HSU, Shu-ping	徐旭平先生	A	A
Mr. CHANG, Tsai-hsiung	張才雄先生	A and B	A及B
Dr. WU, Chung-lih	吳中立博士	A and B	A及B
Mr. CHANG, Chen-kuen	張振崑先生	A and B	A及B
Mr. LIN, Seng-chang	林昇章先生	B	B
Ms. WU, Ling-ling	吳玲綾女士	A and B	A及B
Non-executive Director	非執行董事		
Mr. HSU, Shu-tong	徐旭東先生	A	A
Independent Non-executive Directors	獨立非執行董事		
Mr. TSIM, Tak-lung Dominic	詹德隆先生	A and B	A及B
Mr. WANG, Wei	王偉先生	A and B	A及B
Mr. LEE, Kao-chao	李高朝先生	B	B
Dr. WANG, Kuo-ming	王國明博士	A and B	A及B

Notes:

A: attending briefings/seminars/forums/workshops/conference relevant to the business or directors' duties

B: reading regulatory updates on laws, rules and regulations relating to directors' roles and functions

附註：

A：出席有關業務或董事職能之簡報會／研討會／論壇／工作坊／會議

B：閱讀有關董事角色及職能的法律、規則及法規的監管事項更新資料

AUDIT COMMITTEE

During the year under review, a summary of the work carried out by the Audit Committee include:

- making recommendations to the Board on the reappointment of the external auditors, as well as approving the remuneration and terms of engagement of the external auditors;
- reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- monitoring the integrity of the financial statements of the Company and the Company's annual report and accounts, interim report and quarterly reports, and reviewing significant financial reporting judgments contained in such reports; and
- overseeing the Company's financial reporting system, risk management and internal control systems, including but not limited to, review of financial control, risk management and internal control systems, consideration of actions to be taken in respect of any findings of major investigations of risk management and internal control matters as delegated by the Board or at its own initiative and management's response thereto, and review of the Group's financial and accounting policies and practices.

The Audit Committee comprises of Mr. HSU, Shu-tong who is a non-executive Director and Mr. TSIM, Tak-lung Dominic and Mr. LEE, Kao-chao who are independent non-executive Directors. The Audit Committee is chaired by Mr. TSIM, Tak-lung Dominic.

Four meetings of the Audit Committee were held with the management and/or the external auditors in 2021. Members of Audit Committee attendance at committee meetings held during their term of office are listed below:

審核委員會

於回顧年度內，審核委員會履行之主要職責包括：

- 就委任、續聘及罷免外聘核數師向董事會提供推薦意見，及批准有關外聘核數師之薪酬及聘任條款；
- 根據適用標準審閱及監察外聘核數師之獨立及客觀程度以及審核程序之效能；
- 監察本公司財務報表及本公司年報及賬目、中期報告及季度報告之完整性，並審閱該等報告所載有關財務報告之重大判斷；及
- 監督本公司財務報告制度、風險管理及內部監控系統，包括但不限於檢討財務監控、風險管理及內部監控及制度、考慮董事會所委派進行或其本身所進行風險管理及內部監控事宜之主要調查結果採取之行動及管理層回應，以及檢討本集團財務及會計政策與慣例。

審核委員會成員包括非執行董事徐旭東先生以及獨立非執行董事詹德隆先生及李高朝先生。審核委員會主席為詹德隆先生。

於二零二一年曾舉行四次會議，管理層及／或外部核數師均有出席該等會議。審核委員會成員出席任期內舉行之委員會會議情況如下：

Committee members	委員會成員	Number of Audit Committee Meetings attended/held 審核委員會會議出席／舉行數目
Mr. TSIM, Tak-lung Dominic (chairman)	詹德隆先生(主席)	4/4
Mr. HSU, Shu-tong	徐旭東先生	4/4
Mr. LEE, Kao-chao	李高朝先生	4/4

A set of written terms of reference, which described the authority and duties of the Audit Committee, was adopted by the Board on 16 March 2012 and amended on 28 December 2015 and the contents of which are in compliance with the CG Code. The said terms of reference of the Audit Committee adopted by the Board are available on Hong Kong Exchanges and Clearing Limited's ("HKEx") website at www.hkexnews.hk and on the Company's website at www.achc.com.cn.

董事會於二零一二年三月十六日採納並於二零一五年十二月二十八日修訂一份載列審核委員會權力及職責之書面職權範圍，當中內容乃遵照企業管治守則。董事會採納之上述審核委員會職權範圍可在香港交易及結算所有限公司（「聯交所」）網站www.hkexnews.hk及本公司網站www.achc.com.cn查閱。

REMUNERATION COMMITTEE

During the year under review, a summary of the work carried out by the Remuneration Committee include:

- making recommendations to the Board on the Company's policy and structure for remuneration of Directors and senior management, and on the establishment of a formal and transparent process for developing the remuneration policy;
- determining the specific remuneration packages of all executive Directors and senior management, as well as making recommendations to the Board in relation to the remuneration of non-executive Directors;
- reviewing and approving performance-based remuneration with reference to corporate goals and objectives resolved by the Board from time to time; and
- ensuring that no Director or any of his/her associates is involved in deciding his/her own remuneration.

The Remuneration Committee comprises of Mr. HSU, Shu-tong who is a non-executive Director and Mr. TSIM, Tak-lung Dominic and Dr. WANG, Kuo-ming who are independent non-executive Directors. The Remuneration Committee is chaired by Dr. WANG, Kuo-ming.

One meeting was held in 2021. Members of Remuneration Committee attendance at committee meeting held during their term of office are listed below:

薪酬委員會

於回顧年度內，薪酬委員會履行之主要職責包括：

- 就本公司董事及高級管理人員之薪酬政策及架構，及就有關薪酬發展政策制定正式兼具透明度之程序，向董事會作出推薦意見；
- 釐定全體執行董事及高級管理人員之具體薪酬待遇，以及就非執行董事之薪酬向董事會作出推薦意見；
- 參照董事會不時議決之公司目標及宗旨，檢討及批准按表現為基準之薪酬；及
- 確保概無董事或彼之任何聯繫人士參與釐定本身之薪酬。

薪酬委員會包括非執行董事徐旭東先生以及獨立非執行董事詹德隆先生及王國明博士。薪酬委員會由王國明博士擔任主席。

於二零二一年曾舉行一次會議。所有薪酬委員會成員出席於任期內舉行之委員會會議情況如下：

		Number of Remuneration Committee Meeting attended/held 薪酬委員會 會議出席／舉行數目
Committee members	委員會成員	
Dr. WANG, Kuo-ming (chairman)	王國明博士(主席)	1/1
Mr. TSIM, Tak-lung Dominic	詹德隆先生	1/1
Mr. HSU, Shu-tong	徐旭東先生	1/1

A set of written terms of reference, which described the authority and duties of the Remuneration Committee, was adopted by the Board on 16 March 2012 and the contents of which are in compliance with the CG Code. The said terms of reference of the Remuneration Committee adopted by the Board are available on the HKEx's website at www.hkexnews.hk and on the Company's website at www.achc.com.cn.

董事會於二零一二年三月十六日採納一份載列薪酬委員會權力及職責之書面職權範圍，當中內容乃遵照企業管治守則。董事會採納之上述薪酬委員會職權範圍可在聯交所網站 www.hkexnews.hk 及本公司網站 www.achc.com.cn 查閱。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Full disclosure of remunerations of Directors with disclosure by name, amount and type is set out in note 12 to the financial statements.

The remuneration of the members of senior management by bands in 2021 is set out below:

Remuneration bands	薪酬範圍	Number of individuals 人數
HK\$1,000,001–HK\$2,000,000	1,000,001港元–2,000,000港元	2
HK\$2,000,001–HK\$2,500,000	2,000,001港元–2,500,000港元	1

INDEPENDENCE COMMITTEE

During the year under review, a summary of the work carried out by the Independence Committee include:

- reviewing all transactions between the Group, Asia Cement Corporation, Far Eastern New Century Corporation and Far Eastern Group to ensure that they are conducted on normal commercial terms and in the ordinary and usual course of business of the Group, and to recommend to the Board the corrective measures in such transactions if needed or not to proceed with such transactions;
- establishing, where applicable, guidelines for management to follow in its ongoing transactions between the Group, Asia Cement Corporation, Far Eastern New Century Corporation and Far Eastern Group;
- reviewing and assessing ongoing relationships between the Group, Asia Cement Corporation, Far Eastern New Century Corporation and Far Eastern Group to ensure compliance with the Committee's guidelines established as aforesaid and to ensure the continuation of such relationship remains fair to the Group; and
- analyzing and assessing any potential conflict of interests between the Group, Asia Cement Corporation, Far Eastern New Century Corporation and Far Eastern Group.

The Independence Committee comprises of Mr. TSIM, Tak-lung Dominic, Mr. LEE, Kao-chao and Dr. WANG, Kuo-ming who are independent non-executive Directors. The Independence Committee is chaired by Mr. LEE, Kao-chao.

董事及高級管理層薪酬

本公司全面披露董事薪酬，並於財務報表附註12按照彼等之姓名、金額及類別予以披露。

高級管理層成員於二零二一年的薪酬範圍載列如下：

獨立委員會

於回顧年度內，獨立委員會履行之主要職責包括：

- 審閱本集團、亞洲水泥公司、遠東新世紀公司及遠東集團間之所有交易，以確保該等交易乃按一般商業條款，於本集團一般日常業務過程中進行，並於有需要時建議董事會就該等交易採取修正方案或不進行有關交易；
- 為管理層制訂(如適用)指引，以供其於本集團、亞洲水泥公司、遠東新世紀公司及遠東集團間進行持續交易時遵從；
- 審閱及評估本集團、亞洲水泥公司、遠東新世紀公司及遠東集團間之持續關係，以確保遵守上述已制定之委員會指引，並確保維持該關係對本集團而言仍屬公平；及
- 分析及評估本集團、亞洲水泥公司、遠東新世紀公司及遠東集團間之任何潛在利益衝突。

獨立委員會成員包括獨立非執行董事詹德隆先生、李高朝先生及王國明博士。獨立委員會由李高朝先生擔任主席一職。

One meeting of the Independence Committee was held in 2021. Members of Independence Committee attendance at committee meeting held during their term of office are listed below:

於二零二一年曾舉行一次會議。所有獨立委員會成員出席於任期內舉行之委員會會議情況如下：

		Number of Independence Committee Meeting attended/held 獨立委員會 會議出席／舉行數目
Committee members	委員會成員	
Mr. LEE, Kao-chao (chairman)	李高朝先生(主席)	1/1
Mr. TSIM, Tak-lung Dominic	詹德隆先生	1/1
Dr. WANG, Kuo-ming	王國明博士	1/1

Save as disclosed in the section headed "Continuing Connected Transaction" in the Director's Report, no additional ongoing relationships or potential conflict was identified during the year.

除董事會報告「持續關連交易」一節披露者外，本集團於年內並無發現任何其他持續關係或潛在衝突。

NOMINATION COMMITTEE

The Nomination Committee comprises of Mr. HSU, Shu-tong who is a non-executive Director, and Mr. TSIM, Tak-lung Dominic and Mr. WANG, Wei who are independent non-executive Directors. The Nomination Committee is chaired by Mr. HSU, Shu-tong. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board, identify individuals suitably qualified to become members of the Board, and assess the independence of independent non-executive Directors. A set of written terms of reference, which described the authority and duties of the Nomination Committee, was amended and adopted by the Board on 1 September 2013 and the contents of which are in compliance with the CG Code. The said terms of reference of the Nomination Committee adopted by the Board are available on the HKEx's website at www.hkexnews.hk and on the Company's website at www.achc.com.cn.

提名委員會

提名委員會由非執行董事徐旭東先生以及獨立非執行董事詹德隆先生及王偉先生組成。徐旭東先生為提名委員會主席。提名委員會之主要職責為檢討董事會結構、規模及成員；物色符合資格出任董事會成員之人士；及評估獨立非執行董事之獨立身份。董事會於二零一三年九月一日修訂及採納一份載列提名委員會權力及職責之書面職權範圍，當中內容乃遵照企業管治守則。董事會採納之上述提名委員會職權範圍可在聯交所網站www.hkexnews.hk及本公司網站www.achc.com.cn查閱。

Main board Listing Rule 13.92 requires the Board should have a board diversity policy. The Nomination Committee has adopted a policy concerning diversity of Board members (the "Board Diversity Policy") on 25 October 2013 and amended the same on 31 December 2018, which is achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience of the Board members. The Nomination Committee reviewed the Board Diversity Policy and discussed any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

企業管制守則13.92條要求董事會應有多元化政策，提名委員會已於二零一三年十月二十五日採納有關董事會成員多元化政策（「董事會多元化政策」），並於二零一八年十二月三十一日修訂，該政策透過考慮多項因素，包括但不限於性別、年齡、文化及教育背景或專業經驗，務求達致董事會成員多元化。提名委員會將定期審閱該政策，並討論可能需要的任何修訂及向董事會提供推薦建議以供審議及批准。

DIRECTOR NOMINATION POLICY

The Company adopted a Director Nomination Policy on 31 December 2018 setting out the criteria and process in the nomination and appointment of Directors of the Company and ensure that the Board of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company, and also ensure the Board continuity and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the Nomination Committee should consider criteria including but not limited to character and integrity, qualifications, diversity of the Board, requirement for the Board to have independent directors in accordance with the Hong Kong Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules, potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity, and willingness and ability to devote adequate time to discharge duties as a member of the Board.

Under the Director Nomination Policy, the Nomination Committee should, upon receipt of the proposal on appointment of new director and the biographical information of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Nomination Committee should rank them by order of preference based on the needs of the Company and reference check of each candidate. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

One meeting of the Nomination Committee was held in 2021. Members of Nomination Committee attendance at committee meeting held during their term of office are listed below:

董事提名政策

本公司已於二零一八年十二月三十一日採納董事提名政策，列明本公司董事提名及委任的準則及程序，並確保本公司董事會在技能、經驗及多元化視角方面之均衡，同時也確保董事會之連續性和董事會層面領導的合理性。

在評估及甄選任何董事候選人時，提名委員會應考慮相關提名標準，包括但不限於品格、誠信、資格及董事會的多元化方面，董事會亦應根據香港上市規則中須擁有獨立董事的要求，以及候選人之獨立性，參考上市規則所載的獨立指引，候選人可在資歷、技能、經驗、獨立性及性別多元化方面為董事會帶來的潛在貢獻，以及投入足夠時間的意願和能力作為董事會成員並履行相關職責。

根據董事提名政策，提名委員會在收到有關委任新董事的建議及候選人的履歷資料後，應根據上述準則評估該候選人，以確定該候選人是否有資格擔任董事一職。如果該流程產生一個或多個理想的候選人，提名委員會應根據公司的需要和每個候選人的相關資料按優先順序對其進行篩選。然後，提名委員會應建議董事會指定適當的董事候選人。對於任何由股東提名在公司股東大會上選舉為董事的人，提名委員會應根據上述標準對該候選人進行評估，以確定該候選人是否有資格擔任董事職務。在適當情況下，提名委員會應就股東大會上擬議的董事選舉向股東提出建議。

於二零二一年曾舉行一次會議。所有提名委員會成員出席於任期內舉行之委員會會議情況如下：

Committee members	委員會成員	Number of Nomination Committee Meeting attended/held 提名委員會會議出席/舉行數目
Mr. HSU, Shu-tong (chairman)	徐旭東先生(主席)	1/1
Mr. TSIM, Tak-lung Dominic	詹德隆先生	1/1
Mr. WANG, Wei	王偉先生	1/1

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties set out in code provision D.3.1 of the CG Code as follows:

- (i) developing and reviewing the Group's policies and practices on corporate governance and make recommendations to the Board;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements (where applicable);
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the employees and Directors; and
- (v) reviewing the Group's compliance with the CG code and disclosure requirements in the Corporate Governance Report.

The Board's annual reviews of the Company's corporate governance practices for the year ended 31 December 2021 has covered the aforesaid matters.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors understand and acknowledge their responsibility for making sure that the financial statements for each financial year are prepared to reflect the true and fair view of the state of affairs, results and cash flow of the Group in compliance with relevant law and disclosure provisions of the Listing Rules. In preparing the financial statements for the year ended 31 December 2021, the Directors have selected appropriate accounting policies and applied them consistently; made judgement and estimates that are prudent and reasonable, and have prepared the financial statements on a going concern basis. The Directors also ensure that the financial statements of the Group are published in a timely manner. The statement by the external auditors of the Company regarding their reporting responsibilities of the financial statements of the Group is set forth in the Independent Auditor's Report on page 61 of this annual report.

COMPANY SECRETARY

The Company has engaged Tricor Services Limited, external services provider, and Ms. CHOW, Yuk Yin Ivy ("Ms. CHOW") has been appointed as the company secretary of the Company during the year. Ms. CHOW's primary contact person at the Company is Mr. WU Chien-hua, the deputy chief executive Officer. During year 2021, Ms. CHOW undertook over 15 hours of professional training to update her skill and knowledge.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters.

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下載列於企業管治守則條文第D.3.1條之企業管治職務：

- (i) 發展及檢討本集團之企業管治的政策及常規，並向董事會提出建議；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察本集團之政策及常規符合所有法律及規例之要求(如適用)；
- (iv) 發展、檢討及監察適用於全體僱員及董事之行為守則及合規指引(如有)；及
- (v) 檢討本集團對企業管治守則及企業管治報告之披露要求之合規情況。

董事會對截至二零二一年十二月三十一日的年度管治檢討已涵蓋上述事項。

董事於財務報表之責任

董事理解及知悉彼等之責任為確保各財政年度之財務報表乃為真實公平反映本集團營運狀況、業績及現金流量而編制，並須符合相關法例及上市規則之披露條文。編制截至二零二一年十二月三十一日止年度之財務報表時，董事已甄選適當會計政策並貫徹應用；作出審慎合理之判斷及估計，並按持續基準編制財務報表。董事亦確保本集團財務報表如期刊發。本公司外聘核數師就彼等於本集團財務報表申報責任作出之聲明載於本年報第61頁之獨立核數師報告。

公司秘書

公司外聘服務供應商卓佳專業商務有限公司周玉燕女士(「周女士」)年內為公司秘書，周女士於本公司之主要聯絡人為本集團副行政總裁吳建華先生。於二零二一年，周女士進行了超過15小時的專業培訓，以更新她的技能和知識。

全體董事均可獲公司秘書提供意見及服務，以確保遵守董事會程序以及所有適用法律、規則及法規。

EXTERNAL AUDITOR

The Group appointed Messrs. Deloitte Touche Tohmatsu as the Group's principal external auditor. The acknowledgement of their responsibilities on the financial statements is set forth in the Independent Auditor's Report on pages 65 and 66 of this annual report.

The remuneration paid to Messrs. Deloitte Touche Tohmatsu for services rendered in respect of the year ended 31 December 2021 was as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Audit services	審核服務	5,600	5,420
Non-audit services	非審核服務	-	-
Total	總計	5,600	5,420

RISK MANAGEMENT AND INTERNAL CONTROLS

IMPORTANT: The Company must establish and maintain its own risk management and internal control systems and disclose details of the specific features of such systems, and the process and procedures used for managing risks. The sample narratives below are generic statements for reference only. The Company should NOT just rely on such sample narratives without referring to its own systems and specific situations.

Company to confirm and amend the contents below in compliance with Code Provisions D.2.4(a), (b) and (d).

The Board acknowledges its responsibility for the Group's risk management and internal control systems and for reviewing its effectiveness. The Board, together with the Group's internal audit department and management, conduct reviews of the effectiveness of the Company's risk management and internal control systems, including those of its subsidiaries. The Audit Committee reviews the findings and opinion of the Group's risk management and internal audit department and management on the effectiveness of the Company's risk management and internal control systems, and reports to the Board on such reviews. In respect of the year ended 31 December 2021, the Board considered the risk management and internal control systems effective and adequate. No significant areas of concern which might affect shareholders were identified.

The risk management and internal audit division of the Group should ensure that the Company maintains sound and effective risk management and internal controls to safeguard the shareholders' investment and the Company's assets. The main functions of the risk management and internal audit division are to audit the operating efficiencies of each of the operating units, to carry out audit upon resignation of any key management personnel, to assist Board in reviewing the effectiveness of the risk management and internal control systems of the Group and to review risk management and internal controls of business processes and project based auditing. Evaluation of the Group's risk management and internal controls covering financial, operational compliance controls and risk management functions had been done on an ad hoc basis.

外聘核數師

本集團已委任德勤•關黃陳方會計師行為本集團之主要外聘核數師。彼等就財務報表責任作出之確認載於本年報第65至66頁之獨立核數師報告。

截至二零二一年十二月三十一日止年度，就德勤•關黃陳方會計師行提供服務向其支付之酬金如下：

風險管理及內部監控

重要提示：本公司須建立及維持其本身的風險管理及內部監控制度，並披露有關該等制度的具體特點以及風險管理所用流程及程序詳情。以下範例說明為一般性陳述，僅供參考。本公司不應僅倚賴該等範例說明而不參考其本身的制度及具體情況。

待本公司確認並修改以下內容，以符合守則條文D.2.4(a)、(b)及(d)條。

董事會負責本集團之風險管理及內部監控制度及審閱其成效。董事會連同本集團風險管理及內部審核部門及管理層檢討本公司(包括其附屬公司)風險管理及內部監控制度之成效。審核委員會則審閱本集團風險管理及內部審核部門及管理層就本公司風險管理及內部監控制度成效得出之結果及意見，並就有關審閱向董事會報告。於截至二零二一年十二月三十一日止年度，董事會認為風險管理及內部監控制度有效充足，概無發現任何重大範疇可能影響股東。

本集團之風險管理及內部審核部門須確保本公司維持穩健有效之內部監控，以保障股東投資及本公司資產。內部審核部門之主要職能為就各經營單位之營運效率進行審核、於任何主要管理人員辭任後進行審核、協助董事會檢討本集團風險管理及內部監控制度之成效以及檢討業務程序之風險管理及內部監控，並按項目基準進行審核。本集團涵蓋財務、經營守規監控及風險管理之風險管理及內部監控評估均按特定基準進行。

SHAREHOLDERS' RIGHTS

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. Annual and interim reports offer comprehensive information to shareholders on operational and financial performance whereas annual general meetings provide a forum for shareholders to exchange views directly with the Board. The Company regards annual general meetings as important events and all Directors (including independent non-executive Directors), senior management and external auditors shall make an effort to attend such meetings to address shareholders' queries. All shareholders are given a minimum of 20 clear business days' notice of the date, venue and agenda of such meetings. All resolutions put to vote at the Company's general meetings are taken by poll. Poll results are published on the websites of the Company and the HKEx.

In accordance with Article 58 of the Articles, one or more shareholders holding, at the date of the deposition of requisition, not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings may request by writing for the attention of the Directors or the Company secretary to convene extraordinary general meetings and put forward proposals at such meetings within 21 days of such deposit. The purposes of the meetings and the businesses to be transacted in the meeting must be specified in the requisition and lodged with the principal place of business of the Company in Hong Kong at 11/F, Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong.

As regards proposing a person for election as a director, please refer to the procedures as set out in the guidelines entitled "Procedures for Shareholders to Propose a Person for Election as a Director" on the Company's website at www.achc.com.cn.

INTERNAL CONTROLS

The Board has overall responsibility for the effectiveness of the internal control system and monitors the internal control systems through the Internal Audit Department of the Group. The Internal Audit Department reviews the material controls of the Group on a continuous basis and aims to cover all major operations of the Group on a cyclical basis. Overall, internal audits are designed to provide the Board with reasonable assurance that the internal control systems of the Group are sound and effective. The Board also reviews regularly the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

股東權利

本公司沿用及時披露有關資料予股東之政策。年報及中期報告向股東提供有關營運及財務表現之全面資訊，而股東週年大會則為股東提供與董事會直接交換意見之平台。本公司非常重視股東週年大會，所有董事（包括獨立非執行董事）、高級管理人員及外聘核數師須盡職出席該等會議，以解答股東提問。本公司給予所有股東至少20個完整營業日有關該等會議日期、地點及議程之通知。所有於本公司股東大會上提呈投票之決議案將以按股數投票方式進行表決。投票結果於本公司及聯交所網站刊登。

根據組織章程細則第58條，於遞交請求日持有為數不少於本公司十分之一具表決權股份的一名或多名股東，可書面提請董事或公司秘書召開股東特別大會及於該等會議提出建議（已就此正式發出不少於21日通知）。會議目的及於會議上決議之事項應在請求中列明，並遞交至本公司的香港主要營業地點，地址為香港銅鑼灣禮頓道103號力寶禮頓大廈11樓。

有關建議某人參選董事的事宜，請參閱本公司網站www.achc.com.cn當中「股東提名參選董事人選之程序」的指引所載的程序。

內部監控

董事會全權負責內部監控系統之成效並透過本集團之內部審核部門監管內部監控系統。內部審核部門持續檢討本集團之重大監控，通過週期檢查本集團之所有主要營運。總體而言，內部審核的目的為向董事會作出合理保證，保證本集團之內部監控系統屬穩健有效。董事會亦定期檢討資源是否充足、本公司會計及財務報告職能之員工的資歷及經驗以及彼等接受之培訓課程及預算。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. The Chairman of the Board, all executive Directors, independent non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

The Board adopted a shareholders' communication policy on 16 March 2012 to set out the Company's procedures in providing the shareholders with prompt and equal access to information about the Company, in order to enable the shareholders to access the Company's overall performance, exercise their rights in an informed manner and engage actively with the Company.

The 2021 annual general meeting of the Company ("2021 AGM") was held on 11 June 2021. The notice of the 2021 AGM was sent to the shareholders of the Company at least 20 clear business days before the 2021 AGM.

The attendance record of the Directors at the general meetings is set out below:

與股東及投資者溝通

本公司認為，與股東的有效溝通對加強投資者關係及深化投資者對本集團業務表現及策略的瞭解實屬必要。本公司致力於與股東維持持續對話，特別是通過股東週年大會及其他股東大會進行。董事會主席、所有執行董事、獨立非執行董事及所有董事會委員會主席(或其委派人士)將出席股東週年大會與股東見面，並解答股東查詢。

董事會於二零一二年三月十六日採納一項股東溝通政策，載列本公司迅速及平等地向股東提供本公司資料之程序，以使股東瞭解本公司業績表現，並在知情情況下行使其權利以及積極與本公司溝通。

本公司之二零二一年股東週年大會(「二零二一年股東週年大會」)於二零二一年六月十一日舉行。二零二一年股東週年大會通告於二零二一年股東週年大會舉行前不少於20個營業日寄發予本公司股東。

股東大會董事之出席記錄載列如下：

Directors	董事	Attendance/ Number of general meetings 出席/舉行 股東大會次數
Executive Directors	執行董事	
Mr. HSU, Shu-ping	徐旭平先生	1/1
Mr. CHANG, Tsai-hsiung	張才雄先生	1/1
Dr. WU, Chung-lih	吳中立博士	1/1
Mr. CHANG, Chen-kuen	張振崑先生	1/1
Mr. LIN, Seng-chang	林昇章先生	1/1
Ms. WU, Ling-ling	吳玲綾女士	0/1
Non-executive Director	非執行董事	
Mr. HSU, Shu-tong	徐旭東先生	1/1
Independent Non-executive Directors	獨立非執行董事	
Mr. TSIM, Tak-lung Dominic	詹德隆先生	1/1
Mr. WANG, Wei	王偉先生	1/1
Mr. LEE, Kao-chao	李高朝先生	1/1
Dr. WANG, Kuo-ming	王國明博士	1/1

The Company's external auditor also attended the 2021 AGM.

To promote effective communication, the Company maintains a website at <http://www.achc.com.cn>, where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are posted.

The Group believes that investor relations are important to a listed company to enhance its transparency and corporate governance. During the year, the executive Directors and senior management of the Group maintained sound communications with the investment community by actively participating in various investor-related activities and meetings. On these occasions, the Group's investor relations representatives introduced the Group's strengths and growth strategies in order to gain support and recognition from the market and investors. Investors are welcome to share their views with the Board by writing to the Company at its Hong Kong headquarters or sending enquiries to the Company's website at www.achc.com.cn.

DIVIDEND POLICY

The Board established a dividend policy and adopted it on 31 December 2018 setting out the principles and guidelines that the Company intends to apply when considering the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company. The Company is subject to the Articles of Association of the Company and all applicable laws (including the Cayman Company Laws), rules and regulations, during declaration and payment of dividends to shareholders of the Company.

CONSTITUTIONAL DOCUMENTS

The board of directors of the Company proposed to amend the Articles of Association of the Company to facilitate and enhance the flexibility in holding of general meetings by the Company on 24 April 2020. The Company then adopted an amended and restated articles of association on 5 June 2020. An updated version of the Company's Memorandum and Articles of Association is available on the websites of the Company and the HKEx.

本公司外聘核數師亦出席二零二一年股東週年大會。

為促進有效溝通，本公司設有網站 <http://www.achc.com.cn>。該網站刊載本公司財務資料之最新資訊及最新資料、企業管治常規及其他資料。

本集團相信，投資者關係對上市公司提升其透明度及企業管治而言攸關重要。年內，本集團執行董事及高級管理人員透過積極參與各類投資者相關活動及會議，與投資者保持良好溝通。於該等活動中，本集團之投資者關係代表負責介紹本集團之優勢及增長策略，務求得到市場及投資者支持及肯定。本集團歡迎投資者致函本公司香港總部，向董事會發表意見，或透過本公司網站 www.achc.com.cn 作出查詢。

股息政策

董事會已制定股息政策，並於二零一八年十二月三十一日採納該政策，列明本公司應根據淨利潤作為本公司支付股東股息依據的聲明，付款或分派時應遵循之原則及指引。在向本公司股東申報及派付股息期間，本公司須遵守本公司的組織章程及所有適用法律（包括開曼群島公司法）及法規。

章程文件

董事會於二零二零年四月二十四日建議修訂本公司組織章程細則，以促進及加強本公司召開股東大會的靈活性。本公司及後於二零二零年六月五日採納經修訂及重列之組織章程細則。本公司之組織大綱和章程細則刊最新版本載於本公司及聯交所網站。

Directors and Senior Management

董事及高級管理人員

DIRECTORS

The Company has six executive Directors, one non-executive Director and four independent non-executive Directors. Their details are set out below:

NON-EXECUTIVE DIRECTOR

Mr. HSU, Shu-tong (徐旭東), aged 80, is the chairman of the Group. Mr. HSU's principal responsibilities involve leading the overall strategy and business development of the Group in China. Mr. HSU is also the chairman of Far Eastern Group, conglomerates based in Taiwan. It comprises of 249 companies extending into China with operations in countries including Japan, Hong Kong, Singapore, Malaysia, Thailand and Vietnam. Far Eastern Group has a workforce of 60,000, and in 2021, it has total assets of US\$108.2 billion and annual revenues of US\$26.4 billion.

Far Eastern Group has nine public companies, which are leaders in their respective fields including Petrochemicals & Energy; Textile & Polyester Fiber; Cement/Building Material; Sea/Land Transportation; Financial Services; Construction; Telecommunications; Retail/Department Stores and Hotels. Group Foundations are committed to social responsibilities and include the establishment of Taiwan's leading private university, University of Science and Technology, and medical center/hospital. Mr. HSU is also the chairman of Far Eastern New Century Corporation, U-Ming Marine Transport Corporation, Far Eastern Department Stores Ltd., Oriental Union Chemical Corporation, Far Eastone Telecommunications Co., Ltd. and Asia Cement Corporation, the vice chairman of Far Eastern International Bank and a director of Everest Textile Co., Ltd., which are listed in Taiwan.

Outside Far Eastern Group, Mr. HSU's professional and other affiliations in prominent organizations include: Director of MasterCard Asia/Pacific Regional Advisory Board, Member of Asia Business Council, Director of Asian Cultural Council, Advisor of International Advisory Council for Wuhan Municipal People's Government, Director of Chung-Hua Institution for Economic Research, Director of the Straits Exchange Foundation, Director of Chiang Ching-kuo Foundation for International Scholarly Exchange, Board Member of National Cultural & Arts Foundation, Chairman of Asian Cultural Council Taipei, Trustees Emeritus of University of Notre Dame, former President of International Textile Manufacturers Federation (ITMF), and former Co-Chair of Nature Conservancy Asia Pacific Council.

Mr. HSU graduated from the University of Notre Dame, IN (BA, MA) with post-graduate studies in economics at Columbia University, NY in the US. Since 2002 he holds an honorary doctorate of management from National Chiao Tung University in Taiwan.

Mr. HSU is brother of Mr. HSU, Shu-ping, executive Director of the Company.

董事

本公司有六名執行董事、一名非執行董事及四名獨立非執行董事，彼等之詳情如下：

非執行董事

徐旭東先生，80歲，為本集團主席，主要負責領導本集團在中國的整體策略與經營發展。徐先生為台灣遠東企業集團董事長，遠東集團共由249家海內外公司組成，營運遍及海峽兩岸及日本、香港、新加坡、馬來西亞、泰國、越南等地，擁有資產1,082億美元。二零二一年營業額264億美元的遠東集團，現有員工逾六萬人。

遠東集團旗下共有九家股票上市公司，均為石化、能源、紡織、水泥建材、海陸運輸、銀行、建築、電信、百貨及旅館等行業翹楚；集團所屬公益基金會則善盡社會責任，包括已創設台灣一流私立大學、科技大學及大型醫學中心。徐先生擔任遠東新世紀股份有限公司、裕民航運股份有限公司、遠東百貨股份有限公司、東聯化學股份有限公司、遠傳電信股份有限公司及亞洲水泥股份有限公司董事長、遠東國際商業銀行副董事長及宏遠興業股份有限公司董事，該等公司均於台灣上市。

除遠東集團外，徐先生目前亦擔任萬事達卡亞太區董事、亞洲企業領袖協會會員、亞洲文化基金會董事、武漢市人民政府國際諮詢顧問團顧問、中華經濟研究院董事、海峽交流基金會董事、蔣經國學術基金會董事、國家文藝基金會董事、亞洲文化協會台灣基金會董事長、美國聖母大學榮譽校董，曾任國際紡織聯盟會長和自然環境保育亞太協會副會長。

自美國聖母大學畢業，取得學士及碩士學位後，徐先生續入哥倫比亞大學研究所攻讀經濟，二零零二年獲台灣國立交通大學頒贈管理學榮譽博士。

徐先生為本公司執行董事徐旭平先生之胞兄。

EXECUTIVE DIRECTORS

Mr. HSU, Shu-ping (徐旭平), aged 76, is an executive Director and the vice chairman of the Group. Mr. HSU's principal responsibilities involve formulating the overall business strategy of the Group in China. Mr. HSU is also the director of Far Eastern New Century Corporation, and the director of Asia Cement Corporation and the director of Far Eastone Telecommunications Co. Ltd. and the director of U-Ming Marine Transport Corporation, all of which are listed in Taiwan. Mr. HSU graduated from Stanford University with a master degree in Operation Research. Mr. HSU is brother of Mr. HSU, Shu-tong, Chairman and non-executive Director of the Company.

Mr. CHANG, Tsai-hsiung (張才雄), aged 98, is an executive Director of the Group. He is mainly responsible for the formulation and implementation of the overall business strategy and the planning and supervision of the Group's overall operation in China. Mr. CHANG is also an executive director of Asia Cement Corporation and a director of U-Ming Marine Transport Corporation, companies listed in Taiwan. Mr. CHANG has nearly 60 years of experience in the cement industry in both Taiwan and Mainland China. He has devoted enormous efforts in introducing advanced production techniques and highly efficient operation management to the cement industry in Taiwan and Mainland China. Under Mr. CHANG's supervision, the production scale and operation efficiency of the Group's production facilities in Mainland China continue to increase. In recent years, together with the management team of the Group, Mr. CHANG actively promoted the implementation of energy saving and environmental protection measures during the cement production process, while utilizing cement production facilities to solve urban waste problem. Mr. CHANG joined Far Eastern Group, Asia Cement Corporation, since 1963 and later joined the Group in October 1997. During his tenure with the Company, Mr. CHANG had taken various positions including engineer, deputy factory head, factory head, chief factory head, deputy general manager, general manager and officer-in-charge of factory construction and chief officer of the subsidiaries of the Group, vice chairman and the position as the advisor of the Group. Besides serving as engineer in various companies in Mainland China in his early years, Mr. CHANG was also hired as engineer, factory head of maintenance plant and division head of ship machinery by Keelung Harbour Bureau and Hualien Harbour Bureau in Taiwan.

執行董事

徐旭平先生，76歲，為本集團執行董事兼副主席，主要負責制訂本集團在中國的整體業務策略。徐先生亦為遠東新世紀股份有限公司、亞洲水泥股份有限公司、遠傳電信股份有限公司和裕民航運股份有限公司董事，該等公司均於台灣上市。徐先生於美國史丹佛大學取得作業研究碩士。徐先生為本公司主席兼非執行董事徐旭東先生之胞弟。

張才雄先生，98歲，為本集團執行董事，主要負責制訂及實施整體業務策略以及計劃並監管本集團在中國的總體營運。張先生亦為台灣上市公司亞洲水泥股份有限公司和裕民航運股份有限公司的執行董事。張先生在台灣及中國大陸的水泥行業有逾近60年的經驗。彼於為台灣及中國大陸水泥行業引進先進生產技術，與及高效運營管理機制上不遺餘力。在張先生的監督下，本集團於中國大陸廠房的生產規模及經營效益不斷提升。張先生近年亦積極與本集團管理團隊一起推動於水泥生產過程中實現節能環保，並利用水泥生產設施解決城市廢料問題。張先生自一九六三年起一直任職遠東集團亞洲水泥公司，於一九九七年十月加入本集團；在亞洲水泥公司工作期間先後出任工程師、副廠長、廠長、總廠長、副總經理、總經理及本集團所屬各公司建廠工程負責人及執行長、副董事長、及資政等職銜。張先生早年除於中國大陸多家企業出任工程師，並曾在台灣省基隆港務局、花蓮港務局擔任工程師、修理廠廠長、船機課課長等職務。

Dr. WU, Chung-lih (吳中立), aged 72, is an executive Director, the chief executive officer. Ever since Dr. WU has been promoted to the position of CEO on September 1, 2011, he becomes responsible for all the top management work. Dr. WU is also an independent non-executive director of Arima Optoelectronic Corporation which is a company listed in Taiwan. Dr. WU has extensive work experience in Taiwan and the United States. He was a senior official of the Taiwan central government for the period from 1989 to 2000, and had been a teaching and research fellow in various universities in Taiwan and the United States for 15 years, specializing in the areas of health economics, econometrics, public finance, economics of education and analysis of economic policy. Dr. WU joined the Eastern Multimedia Group in May 2000 and served as the chief executive officer and the president of Eastern Multimedia Company from June 2001 to February 2005. Dr. WU joined the Group in August 2005 and he holds a PhD degree in economics from the State University of New York at Albany.

Ms. WU, Ling-ling (吳玲綾), aged 56, has served as an executive Director since April 2016. Ms. WU is also the chief financial officer and executive vice president of Asia Cement Corporation, the controlling shareholder of the Company and a limited liability company incorporated in Taiwan with its shares listed on the Taiwan Stock Exchange Corporation, and its affiliate, Far Eastern Group of Taiwan ("FEG"). Ms. WU serves as a director and supervisor for more than 30 companies including being a supervisor and former member of the board of directors of Oriental Union Chemical Corporation, a company listed on the Taiwan Stock Exchange Corporation, and a supervisor of Chia Hui Power Corporation, a subsidiary of Asia Cement Corporation and Ms. WU is the former Executive Director of **China Shanshui Cement Group Limited serving from 14 October 2015 to 1 December 2015 and since 23 May 2018. From June 2001 to July 2007, Ms. WU served as Vice President of Internal Audit Department and Corporate Controller of Far Eastone Telecommunications Co., Ltd., which is also a listed affiliate of the FEG. Ms. Wu has more than 30 years of experience working with international public accounting, manufacturing, telecommunications and internet service provider and she has extensive experience in the cement industry in the People's Republic of China as well as abroad.

Ms. WU has financial expertise in mergers and acquisitions, working capital management, process control, and regulatory accounting and reporting. She specializes in supporting corporate strategy including streamlining, controllership, and growth initiatives. She has been successful in leading both corporate turnarounds and rapid growth expansion through two initial public equity offerings and multiple acquisitions. In addition, with her experience in public and private companies in United States, Hong Kong and Taiwan, Ms. WU also has in-depth experience and knowledge of corporate governance and best practices.

Ms. WU is a certified public accountant registered in the United States and Taiwan. She received a Master of Business Administration degree having majored in Accounting from the California State University, Los Angeles in 1993 and a Master of Business Administration degree from National Chengchi University in Taipei, Taiwan in 2008.

吳中立博士，72歲，為本集團執行董事、行政總裁。吳博士於二零一一年九月一日升任執行長，負責所有高階管理工作。吳博士亦為台灣上市公司華上光電股份有限公司的獨立非執行董事。吳博士在台灣及美國擁有豐富的工作經驗。吳博士於一九八九年至二零零零年間擔任台灣中央政府高級官員，曾在台灣及美國的大學從事醫療經濟、計量經濟學、公共金融、教育經濟及經濟政策分析等專門領域的教學與研究工作達15年。吳博士於二零零零年五月加入東森媒體集團出任行政總裁，其後於二零零一年六月至二零零五年二月間擔任東森媒體科技公司行政總裁兼總經理。吳博士於二零零五年八月加入本集團。吳博士持有紐約州立大學奧爾巴尼分校經濟學博士學位。

吳玲綾女士，56歲，於二零一六年四月出任本公司執行董事。吳女士亦為亞洲水泥股份有限公司的首席財務總監及執行副總經理，亞洲水泥股份有限公司為本公司控股股東且於台灣註冊成立之有限公司，其股份在台灣證券交易所上市，並為台灣遠東集團（「遠東集團」）的關聯公司。吳女士擔任超過三十家公司的董事和監察人職務，包括台灣證券交易所上市公司東聯化學股份有限公司的監察人及前董事會成員、亞洲水泥股份有限公司的子公司嘉惠電力股份有限公司的監察人。吳女士於二零一五年十月十四日至二零一五年十二月一日及二零一八年五月二十三日迄今擔任**中國山水水泥集團有限公司的執行董事。自二零零一年六月至二零零七年七月，吳女士亦擔任遠東集團的上市關聯公司遠傳電信股份有限公司的公司財務規劃部主管及內部總稽核。吳女士有超過三十年財務專業經驗，曾在國際財會、製造業、電訊和互聯網服務供應的公司工作，並在中華人民共和國及海外的水泥業亦具豐富經驗。

吳女士於併購及收購、資金管理、內部控制及監管會計及申報方面擁有豐富經驗。彼專門負責支援企業策略，包括精簡架構、控制及成長策略。彼於兩項首次公開權益發售及多次併購事項中成功帶領企業轉型及帶來迅速企業擴展。此外，憑藉彼於美國、香港及台灣公眾及私人公司豐富的經驗，吳女士亦於企業管治及行業操守擁有豐富的經驗及知識。

吳女士取得美利堅合眾國和台灣的註冊會計師資格。她於一九九三年在加州州立大學洛杉磯分校取得工商管理碩士，主修會計，並於二零零八年台灣台北國立政治大學取得工商管理碩士。

Mr. CHANG, Chen-kuen (張振崑), aged 75, is an executive Director, the deputy chief executive officer and the chief technical officer of the Group. Mr. CHANG is responsible for the production technology and research and development activities of the Group. Mr. CHANG has more than 50 years of experience of engineering and management in the cement industry. Mr. CHANG is also a director of Asia Cement Corporation, a company listed in Taiwan. Mr. CHANG joined Asia Cement Group in 1968 and joined the Group in December 1997. Mr. CHANG graduated from Taipei Technical Institute majoring in mechanical engineering.

Mr. LIN, Seng-chang (林昇章), aged 78, is an executive Director, the business consultant of the Group. Mr. LIN is primarily responsible for formulating and implementing the sales and marketing strategies of the Group as well as overseeing its sales and marketing activities. Mr. LIN has more than 50 years of experience of sales and management in the cement industry. Mr. LIN joined Asia Cement Group in 1962 and joined the Group in October 1999. Mr. LIN graduated from National Taipei College of Business in October 1962.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. TSIM, Tak-lung Dominic (詹德隆), JP, aged 75, has served as an independent non-executive Director of the Company since April 2008. Mr. TSIM is a non-executive director of **Playmates Holdings Limited. Mr. TSIM runs his own consultancy business which provides macro-level economic and political analysis to clients. Mr. TSIM served two terms on the Central Policy Unit of the Hong Kong Government in the 1990's. Mr. TSIM graduated from the University of Hong Kong in 1968 with a Bachelor of Arts degree in English.

Mr. LEE, Kao-chao (李高朝), aged 84, has served as an independent non-executive Director of the Company since April 2015. Mr. LEE completed his M.A. from Agricultural Economics Graduate School of Taiwan University in 1960. In 1973, Mr. LEE went to Vanderbilt University, Tennessee, USA, for his second M.A. in Economic Development, before returning to his position as the Director of Economic Research Department in Council for Economic Planning and Development ("CEPD"), Executive Yuan, Taiwan. Later on, Mr. LEE was promoted as Vice Chairman, or Deputy Minister of CEPD, which position he had stayed for eight years and he was responsible for coordination of economic policies. Mr. LEE has been a director of the board of Taipei City Bank, now privatized Taipei-Fubon Bank, for eight years, and a director of the board of Chang Hwa Bank for three years, well contributing his knowledge on economic and financial development at home and abroad. Mr. LEE has long been the ad joint professor in Taiwan University, teaching Inter-industry relationship, or Input-output Study, which area he has well practicing the interactions of industries. He had been teaching managerial economics in the Business School of Yuan Ze University after retiring from government sector. Mr. LEE served as an independent director of Asia Cement Corporations from June 2005 to June 2014.

張振崑先生，75歲，為本集團執行董事、副行政總裁兼技術總監，負責本集團的生產技術及研發活動。張先生在水泥行業擁有超過50年的工程及管理經驗。張先生亦為台灣上市公司亞洲水泥股份有限公司之董事。張先生於一九六八年加入亞洲水泥股份有限公司，並於一九九七年十二月加入本集團。張先生畢業於台北科技大學的機械工程專業。

林昇章先生，78歲，為本集團執行董事、業務顧問，主要負責制訂及實施本集團的銷售及市場推廣策略以及監督本集團的銷售及市場推廣活動。林先生在水泥行業擁有超過50年的銷售及管理經驗。於一九六二年加入亞洲水泥集團，並於一九九九年十月加入本集團。林先生於一九六二年十月於國立台北商業專科學校畢業。

獨立非執行董事

詹德隆先生，太平紳士，75歲，於二零零八年四月出任本公司獨立非執行董事。詹先生為**彩星集團有限公司的非執行董事。詹先生經營自身的顧問業務，向客戶提供宏觀經濟及政治分析。詹先生曾於一九九零年代任職兩屆香港政府中央政策組。詹先生於一九六八年畢業於香港大學，取得英國文學學士學位。

李高朝先生，84歲，於二零一五年四月出任本公司獨立非執行董事。李先生於一九六零年畢業於台灣大學農業經濟研究所，一九七三年赴美國田納西州凡德堡大學專攻經濟發展，取得第二個經濟碩士學位；回國後仍回任台灣行政院經濟建設委員會（「經濟建設委員會」），擔任經濟研究處處長，後升任副主任委員達八年之久；負責協調經濟政策。李先生同時也擔任台北銀行（現已民營化為台北富邦銀行）董事八年、彰化銀行董事三年；瞭解國內外經濟與金融發展趨勢。李先生也一直兼任台灣大學教職，教授產業關聯理論，熟知產業間彼此的互相影響；公職退休後也曾在元智大學管理學院擔任教授，教授與管理相關的經濟學課程。李先生於二零零五年六月至二零一四年六月出任亞洲水泥股份有限公司獨立董事。

** Companies Listed on The Stock Exchange of Hong Kong Limited

** 於香港聯合交易所有限公司上市的公司

Mr. WANG, Wei (王偉), aged 65, has served as an independent non-executive Director of the Company since April 2015. Mr. WANG was the vice president of China National Materials Company Limited (“Sinoma”) and retired in 2016. Mr. WANG served as a director and the president of Sinoma International Engineering Co., Ltd from December 2001 to December 2009 and as the chairman of the board of Sinoma International Engineering Co., Ltd from December 2009 to September 2014. Mr. WANG served as the supervisor of Sinoma from July 2007 to March 2010 and was appointed as the vice president of Sinoma in March 2010. Mr. WANG joined the Sinoma group in 1984 and held various positions, such as deputy head of Nanjing Cement Industry Design and Research Institute. Mr. WANG served as the deputy general manager and general manager of China National Non-Metallic Materials Corporation from June 2001 to March 2002. As a nationwide outstanding entrepreneur in the building materials industry entitled to a special government allowance provided by the State Council, Mr. WANG has extensive knowledge of the industry. Before he retired, he also served as the vice chairman of China Chamber of Commerce for Import and Export of Machinery and Electronic Products, an executive member of the Mergers and Acquisitions Financing Committee of the China Association for Public Companies, the China director of the BRICS Business Council, the vice president of China Building Materials Federation and the vice president of China Cement Association. Mr. WANG graduated from Nanjing University of Technology in January 1982, majoring in cement engineering. He is currently a professorate senior engineer.

Dr. WANG, Kuo-ming (王國明), aged 78, has served as an independent non-executive Director of the Company since October 2015. Dr. WANG graduated from the Kansas State University with a master degree and PhD degree in Industrial Engineering. Following graduation, he returned to Taiwan and joined Nation Tsing Hua University, where he was an associate professor, professor, head of the department of industrial engineering, and secretary general. In 1989, Dr. WANG was appointed as the founding president of Yuan Ze University. Under his 10-year leadership from 1989 to 1999, Yuan Ze University developed into the best private university in Taiwan. Dr. WANG then returned to National Tsing Hua University and served as the dean and professor of Technology Management College from 2000 to 2003.

With regards government service, Dr. WANG served as chief consultant to the Minister of Education from 1986 to 1988. He also had one year of experience with the central government of Taiwan as director of the Control Department and the Managing Information Systems Division of Research and Development, Control and Evaluation Commission. Being the first PhD in industrial engineering in Taiwan, Dr. WANG was the founding convenor of the Industrial Engineering Division of the National Science Council. He was also the first recipient of the Industrial Engineering Medal awarded by the Chinese Institute of Industrial Engineers.

王偉先生，65歲，於二零一五年四月出任本公司獨立非執行董事。王先生曾為中國中材股份有限公司（「中材股份」）副總裁並於二零一六年退休。王先生自二零零一年十二月至二零零九年十二月期間擔任中國中材國際工程股份有限公司董事、總裁，並自二零零九年十二月至二零一四年九月任中國中材國際工程股份有限公司董事長。王先生於二零零七年七月至二零一零年三月擔任中材股份監事，自二零一零年三月起獲委任為中材股份副總裁。王先生於一九八四年加入中材集團，出任過南京水泥工業設計研究院副院長等職務，自二零零一年六月至二零零二年三月亦曾擔任中國非金屬材料總公司副總經理、總經理。王先生在業界累積了廣博的知識，是全國建材行業優秀企業家，享受國務院政府特殊津貼專家。王先生退休前還兼任中國機電產品進出口商會副會長、中國上市公司協會併購融資委員會執行委員、金磚國家工商理事會中方理事、中國建築材料聯合會副會長、中國水泥協會副會長。王先生一九八二年一月畢業於南京工業大學，主修水泥工藝專業，現為教授級高級工程師。

王國明博士，78歲，於二零一五年十月出任本公司獨立非執行董事。王博士於美國堪薩斯州立大學取得工業工程學碩士學位及博士學位。畢業後，彼返回台灣加入國立清華大學，先後出任工業工程學系的副教授、教授、系主任，並擔任國立清華大學的主任秘書。於一九八九年，王博士獲元智大學委任為創校校長。在彼自一九八九年至一九九九年的十年領導下，元智大學快速發展成為台灣最佳的私立大學。王博士重投國立清華大學之後，並自二零零零年至二零零三年擔任科技管理學院院長兼教授。

政府公職方面，王博士自一九八六年至一九八八年曾擔任教育部首席顧問。彼亦曾於台灣中央政府服務一年，擔任行政院研考會考核處及資訊管理處處長。王博士身為台灣首位工業工程學博士，故成為台灣國家科學委員會工業工程學門的創辦召集人。彼亦是首位獲得中國工業工程學會頒發工業工程獎章的人士。

In 2004, Dr. WANG was elected president of Nan Kai University of Technology. During his 6-year tenure there, Dr. WANG devoted himself in gerontechnology and service management and built Nan Kai University of Technology into the first university in Taiwan focusing on this area. He also found the Chinese Society of Gerontechnology and Service Management in 2009, and served as the president of the society for four years. Dr. WANG is currently the University Emeritus Professor of Yuan Ze University and he keeps leading the promotion and development in gerontechnology in Taiwan.

SENIOR MANAGEMENT

Mr. WU, Chien-hua (吳建華), aged 66, is the deputy chief executive Officer, and is primarily responsible for the accounting duties of the Group. Mr. WU has over 30 years of experience of accounting in the cement industry. Mr. WU graduated from the Soochow University in Taiwan majoring in accounting. Mr. WU joined Asia Cement Corporation in July 1981 and joined the Group in March 2005.

Mr. YU, Dong-lin (余東霖), aged 71, is the deputy chief executive Officer, and is primarily responsible for managing human resources of the Group, and is in charge of the daily administration and procurement of the Group. Mr. YU has over 40 years of experience in human resources, administration and operation in Asia Cement Corporation, the parent company of the Group, and joined the Group in November 2014.

Mr. FANG, Lu-hsing (方履興), aged 70, is the deputy chief executive Officer, and is primarily responsible for the sales operation of the Group. Mr. FANG graduated from National Chung Hsing University in Taiwan. Mr. FANG joined Asia Cement Corporation in June 1978 and joined the Group in December 1997.

COMPANY SECRETARY

Ms. CHOW, Yuk Yin Ivy (周玉燕) was appointed as the company secretary on 7 August 2020. Ms. Chow has over 20 years of experience in the corporate secretarial field.

Since January 2003, she has been working in the group companies of Tricor Services Limited, a global professional services provider specializing in integrated Business, Corporate and Investor Services, with her latest and current position as Director, Corporate Services Division, where she has been responsible for the provision of professional corporate secretarial services to companies listed on the Stock Exchange and other multinational, private and offshore companies. Prior to that, Ms. Chow worked with PricewaterhouseCoopers Limited in Hong Kong in various positions in the company secretarial section of its tax department.

Ms. Chow is a fellow member of both the Hong Kong Corporate Governance Institute (formerly The Hong Kong Institute of Chartered Secretaries) and the Chartered Governance Institute (formerly Institute of Chartered Secretaries and Administrators) in the United Kingdom. Ms. Chow is also a member of the Hong Kong Securities and Investment Institute. Ms. Chow obtained her Bachelor of Arts degree in Business Studies from the Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic).

二零零四年，王博士獲選為南開科技大學校長。於其任內六年，王博士投身於福祉科技與服務管理，並將南開科技大學打造成台灣首間集中研究此範疇的大學。彼亦於二零零九年創立中華福祉科技與服務管理學會，並擔任學會理事長四年。王博士現時為元智大學終身名譽講座教授，彼一直領導台灣的福祉科技推廣及發展工作。

高級管理人員

吳建華先生，66歲，為本集團副行政總裁，主要負責會計工作。吳先生於水泥行業擁有超過30年會計經驗。吳先生畢業於台灣東吳大學，主修會計。吳先生於一九八一年七月加入亞洲水泥股份有限公司，並於二零零五年三月加入本集團。

余東霖先生，71歲，為本集團副行政總裁，主要負責營運總部人力資源、日常行政及各公司採購事務管理。余先生於本集團之母公司亞洲水泥股份有限公司累計四十餘年人力資源行政營運經驗，於二零一四年十一月加入本集團。

方履興先生，70歲，為本集團副行政總裁，主要負責銷售業務工作。方先生畢業於台灣國立中興大學。方先生於一九七八年六月加入亞洲水泥股份有限公司，並於一九九七年十二月加入本集團。

公司秘書

周玉燕女士於二零二零年八月七日獲任命為公司秘書。周女士於企業秘書領域擁有逾20年的經驗。

自二零零三年一月起，彼任職於卓佳專業商務有限公司的集團公司，該全球專業服務供應商專長於綜合商務、企業及投資者服務，彼最近期及現任企業服務部董事職務，負責向於聯交所上市的公司及其他跨國、私人及海外公司提供專業的企業秘書服務。此前，周女士任職於香港羅兵咸永道會計師事務所，於其稅務部公司秘書科擔任多個職務並提供專業的企業秘書服務。

周女士為香港公司治理公會(HKCGI)(前稱香港特許秘書公會(HKICS))及英國特許公司治理公會(前稱英國特許秘書及行政人員公會(ICSA))的資深會士。周女士亦為香港證券及投資學會成員。周女士獲香港理工大學(前稱：香港理工學院)頒發商業研究文學士學位。

Directors' Report

董事會報告

The Directors are pleased to present their Annual Report, including the audited consolidated financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group's principal business activities are manufacture and sales of cement, concrete and related products. The activities of the principal subsidiaries are set out on pages 179 to 183 of this annual report. There were no significant changes in the nature of the Group's principal activities during the year under review.

BUSINESS REVIEW

A fair review of the Group's business, including the principal risk and uncertainties facing the Group, the important events affecting the Group that have occurred for the financial year ended 31 December 2021, and the likely future development in the Group's business can be found in the sections headed "Chairman's Statement" on pages 5 to 6 and "Management Discussion and Analysis" on pages 15 to 28 of the annual report. Details about the Group's financial risk management are set out in note 41 to the consolidated financial statements. This discussion forms part of this Directors' Report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 67 of this annual report.

The Directors recommended the payment of a final dividend of RMB45 cents per ordinary share, totaling RMB705,083,000 in respect of the year to shareholders on the register of members on 7 July 2022. The proposed final dividend for the year ended 31 December 2021 has been approved at the Company's Board meeting on 30 March 2022. Details of the dividends for the year ended 31 December 2021 are set forth in note 13 to the consolidated financial statements.

A final dividend of RMB51.1 cents per ordinary share in respect of the year ended 31 December 2020 was paid on 25 June 2021.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 6 June 2022.

董事欣然提呈年報，包括截至二零二一年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本集團之主要業務為生產及銷售水泥、混凝土及相關產品。主要附屬公司之業務載於本年報第179至第183頁。於回顧年內，本集團之主要業務性質並無重大變動。

業務回顧

年報第5至6頁「主席報告」及第15至28頁「管理層討論及分析」各節載有對本集團業務之公平意見，包括本集團面對之主要風險及不確定性、於截至二零二一年十二月三十一日止財政年度發生影響本集團之重大事件及本集團業務之未來可能發展。有關本集團之財務風險管理詳情載於綜合財務報表附註41。此討論構成本董事會報告之一部分。

業績及股息

本集團截至二零二一年十二月三十一日止年度之業績載於本年報第67頁之綜合全面收益表。

董事建議向於二零二二年七月七日名列股東登記冊之股東派付本年度末期股息每股普通股人民幣45分，合共人民幣705,083,000元。截至二零二一年十二月三十一日止年度之擬派末期股息已於二零二二年三月三十日之本公司董事會會議獲批准。於截至二零二一年十二月三十一日止年度之股息詳情載於綜合財務報表附註13。

本集團已於二零二一年六月二十五日就截至二零二零年十二月三十一日止年度派付末期股息每股普通股人民幣51.1分。

暫停辦理股份過戶登記

本公司將於二零二二年六月七日(星期二)至二零二二年六月十日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會進行本公司股份過戶。為確定有權出席股東週年大會並於會上投票之股東身分，所有股份過戶文件連同有關股票，須於二零二二年六月六日(星期一)下午四時三十分前交回本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。

Subject to the approval of shareholders at the annual general meeting, the register of members of the Company will be closed for the purpose of determining the entitlement of shareholders to receive the final dividend from Tuesday, 5 July 2022 to Thursday, 7 July 2022, both days inclusive, during which period no transfer of shares will be registered. The proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after close of business at 4:30 p.m. on Thursday, 7 July 2022 being the record date for determination of entitlement to the final dividend. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 4 July 2022.

RESERVES

Details of movements in the reserves of the Company and the Group during the year under review are set forth in note 45 to the consolidated financial statements and in the consolidated statement of changes in equity on page 70 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2021, the Company's reserves available for distribution, calculated in accordance with the Cayman Islands Companies Law, amounted to approximately RMB3,986.3 million. The amount of approximately RMB3,986.3 million includes the Company's share premium account of approximately RMB508.1 million and retained earnings of approximately RMB3,478.2 million in aggregate as at 31 December 2021, which may be distributed provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB1.4 million (2020: RMB8.2 million).

PROPERTY, PLANT AND EQUIPMENT

Details of movement of property, plant and equipment of the Group, during the year in the fixed assets are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Share options of the Company during the year are set forth in note 35.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

待股東於股東週年大會批准後，本公司將於二零二二年七月五日(星期二)至二零二二年七月七日(星期四)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會進行本公司股份過戶，以定有權獲派末期股息之股東。擬派末期股息將支付予於二零二二年七月七日(星期四)(即確定有權獲派末期股息之記錄日期)下午四時三十分營業時間結束後名列本公司股東登記冊之股東。為符合資格獲派擬派末期股息，所有股份過戶文件連同有關股票，須於二零二二年七月四日(星期一)下午四時三十分前交回本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。

儲備

本公司及本集團於回顧年內之儲備變動詳情載於本年報第70頁之綜合權益變動表及綜合財務報表附註45。

可分派儲備

於二零二一年十二月三十一日，本公司之可供分派儲備乃根據開曼群島公司法計算，約為人民幣3,986,300,000元。於二零二一年十二月三十一日合共約人民幣3,986,300,000元之款額，包括本公司股份溢價賬中約人民幣508,100,000元及累計盈餘約人民幣3,478,200,000元，惟分派之前提為緊隨建議分派股息日期後，本公司須能償還日常業務過程中到期支付之債務。

慈善捐款

年內，本集團作出慈善捐款人民幣1,400,000元(二零二零年：人民幣8,200,000元)。

物業、廠房及設備

年內，本集團固定資產之物業、廠房及設備變動詳情載於綜合財務報表附註15。

股本

年內，本公司之股本載於綜合財務報表附註35。

購買、出售或贖回本公司上市證券

於回顧年內，本公司或其任何附屬公司概無購買、出售或贖回本公司上市證券。

TAX RELIEF AND EXEMPTION

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

MAJOR CUSTOMERS AND SUPPLIERS

Details of the Group's transactions with its major suppliers and customers during the years 2020 and 2021 under review are set out below:

- Aggregate purchase attributable to the Group's five largest suppliers were less than 30% of the total purchase of the Group in both the years of 2020 and 2021.
- Aggregate sales attributable to the Group's five largest customers were less than 30% of the total turnover of the Group in both the years of 2020 and 2021.
- To the best knowledge of the Directors, at no time during the year under review did any Director, their close associates (as defined in the Listing Rules) or any shareholder of the Company that owned more than 5% of the Company's issued shares, had direct or indirect interest in any of the Group's five largest suppliers or customers.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions entered into by the Group during the year ended 31 December 2021 are set out in note 39 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions as defined under the Listing Rules.

DIRECTORS

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

Executive Directors

Mr. HSU, Shu-ping (*Vice Chairman*)
Mr. CHANG, Tsai-hsiung
Dr. WU, Chung-lih (*Chief Executive Officer*)
Mr. CHANG, Chen-kuen
Mr. LIN, Seng-chang
Ms. WU, Ling-ling

Non-executive Director

Mr. HSU, Shu-tong (*Chairman*)

Independent Non-executive Directors

Mr. TSIM, Tak-lung Dominic
Mr. WANG, Wei
Mr. LEE, Kao-chao
Dr. WANG, Kuo-ming

稅項減免及豁免

本公司並不知悉任何股東由於持有本公司證券而獲得稅項減免及豁免之事宜。

主要客戶及供應商

於回顧二零二零年及二零二一年，本集團與其
主要供應商及客戶進行交易之詳情載列如下：

- 於二零二零年及二零二一年兩個年度，本集團五大供應商所佔採購總額佔本集團總採購額不足30%。
- 於二零二零年及二零二一年兩個年度，本集團五大客戶所佔銷售總額佔本集團總營業額不足30%。
- 據董事所深知，於回顧年內，任何董事、其緊密聯繫人士(定義見上市規則)或擁有本公司已發行股份超過5%之本公司任何股東概無於本集團五大供應商或客戶中擁有任何直接或間接權益。

關連方交易

截至二零二一年十二月三十一日止年度本集團所訂立之重大關連方交易詳情載於綜合財務報表附註39。據董事所知悉，概無關連方交易構成上市規則項下所界定的關連交易。

董事

年內及截至本報告日期止，董事為：

執行董事

徐旭平先生(*副主席*)
張才雄先生
吳中立博士(*行政總裁*)
張振崑先生
林昇章先生
吳玲綾女士

非執行董事

徐旭東先生(*主席*)

獨立非執行董事

詹德隆先生
王偉先生
李高朝先生
王國明博士

In accordance with the Articles, one third of the Directors for the time being shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company. Also, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. A circular containing the explanatory statement on repurchase by the Company of its shares, the biographical details of the Directors eligible for re-election and the notice of annual general meeting will be sent to shareholders of the Company in due course.

Mr. HSU, Shu-tong, Chairman and non-executive Director and Mr. HSU, Shu-ping, Vice Chairman and executive Director, are brothers.

Saved as disclosed above, none of the Directors has any financial, business, family or other material/relevant relationships with one another.

DIRECTORS' AND SENIOR MANagements' BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 44 to 49 of this annual report.

DISCLOSURE OF INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

There are no changes to the Director's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS OF THE COMPANY

Details of the emoluments of the Directors and the five highest paid individuals of the Company in 2021 are set out in note 12 to the consolidated financial statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No Director nor any connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which a controlling shareholder of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party at any time during the financial year ended 31 December 2021.

CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, there were no contract of significance in relation to the Group's business in which the Company, or any of its subsidiaries or fellow subsidiaries or a controlling shareholder of the Company was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year ended 31 December 2020 or at any time during the financial year ended 31 December 2021.

根據細則，當時三分之一之董事須輪值退任，並符合資格且願意於本公司應屆股東週年大會膺選連任。此外，任何獲董事會委任以擔任現有董事會新增職位之董事任期僅於本公司下屆股東大會時屆滿，屆時可於會上膺選連任。載有本公司購回其股份之說明函件、符合資格重選之候選董事履歷詳情及股東週年大會通告之通函將按時寄交本公司股東。

主席兼非執行董事徐旭東先生及副主席兼執行董事徐旭平先生為胞兄弟。

除上文披露者外，董事彼此間並無任何財務、業務、家族或其他重大／相關關係。

董事及高級管理人員履歷

董事及本集團高級管理人員之履歷詳情載於年報第44至第49頁。

根據上市規則第13.51B(1)條有關董事資料之披露

概無董事資料變更須根據上市規則第13.51B(1)條作出披露。

董事及本公司五名最高薪酬人士之酬金

董事及本公司五名最高薪酬人士於二零二一年之酬金詳情載於綜合財務報表附註12。

董事於交易、安排或合約之權益

本公司董事及其任何聯繫人士並無於本公司之控股公司業務或本公司之任何附屬公司或同系附屬公司於截至二零二一年十二月三十一日財政年度內訂立之任何重大交易、安排及合約中擁有直接或間接重大權益。

重大合約

除本年報所披露者外，本公司、或其任何附屬公司或同系附屬公司或本公司之控股公司一方並無訂立任何有關本集團業務而本公司董事於其中直接或間接擁有重大權益，且於截至二零二一年十二月三十一日止財政年度末或截至二零二一年十二月三十一日止財政年度任何時間仍然有效之重大合約。

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors entered into a service contract with the Company, Mr. HSU, Shu-ping has entered into a service contract with the Company for a term of three years commencing on 13 March 2020, Mr. CHANG, Tsai-hsiung, Dr. WU, Chung-lin, Mr. CHANG, Chen-kuen and Mr. LIN, Seng-chang have entered into a service contract with the Company for a term of three years commencing on 27 April 2020, and Ms. WU, Ling-ling has entered into a service contract with the Company for a term of three years commencing on 1 April 2022, all of which may be terminated in accordance with the provisions of the service contract by either party giving to the other not less than three months' prior notice in writing.

The Company has issued an appointment letter to Mr. HSU, Shu-tong, non executive Director, for a term of three years commencing on 27 April 2020, which may be terminated in accordance with the provisions thereof by either party giving to the other not less than one month's prior notice in writing.

The Company has issued an appointment letter to each of the independent non-executive Directors for a term of three years. The Company has issued an appointment letter to Mr. TSIM, Tak-lung Dominic, Mr. WANG, Wei, Mr. LEE, Kao-chao and Dr. Wang, Kuo-ming commencing on 7 April 2020, 13 April 2021, 13 April 2021 and 1 October 2021 respectively, all of which may be terminated in accordance with the provisions thereof by either party giving to the other not less than two months' prior notice in writing.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable by the Group within one year without payment of compensation, other than normal statutory compensation.

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guideline set forth in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" and the "Share Option Schemes" below, at no time during the year was the Company, or any of its holding company or subsidiaries, a party to any arrangements to enable the Directors or their spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事之服務合約

各執行董事已與本公司訂立服務合約，徐旭平先生於二零二零年三月十三日與本公司訂立服務合約，張才雄先生、吳中立博士、張振崑先生及林昇章先生於二零二零年四月二十七日與本公司訂立服務合約，吳玲綾女士與本公司於二零二二年四月一日訂立服務合約，均為期三年，任何一方可根據服務合約條文發出三個月事先書面通知後終止。

本公司已向非執行董事徐旭東先生發出委任函，任期自二零二零年四月二十七日起，為期三年，任何一方可根據服務合約條文發出一個月事先書面通知後終止。

本公司已向各獨立非執行董事發出委任函，為期三年。本公司已向詹德隆先生、王偉先生、李高朝先生及王國明博士發出委任函，分別自二零二零年四月七日、二零二一年四月十三日、二零二一年四月十三日及二零二一年十月一日起開始，任何一方可根據服務合約條文發出兩個月事先書面通知後終止。

擬於應屆股東週年大會重選連任之董事並無與本公司訂立本集團不可於一年內終止而免付賠償(正常法定賠償除外)之服務合約。

確認獨立非執行董事

各獨立非執行董事已根據上市規則第3.13條向本公司發出年度獨立身份確認書。本公司認為，全體獨立非執行董事均符合上市規則第3.13條所載獨立人士之指引，且根據指引條款屬獨立人士。

董事購買股份或債券之權利

除下文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」及「購股權計劃」披露者外，本公司、其任何控股公司或附屬公司並無於年內訂立任何安排，致使董事或彼等之配偶或18歲以下子女可藉收購本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2021, the interests and short positions of the Directors and chief executives 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 ("SFO")) which (a) 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 they were taken or deemed to have under such provisions of the SFO), or (b) were required to be and were entered in the register required to be maintained by the Company pursuant to Section 352 of the SFO, or (c) were required, pursuant to the Model Code, as otherwise notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，董事及本公司主要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(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)，或(b)根據證券及期貨條例第352條須列入本公司所須存置登記冊之權益及淡倉，或(c)根據標準守則須以其他方式知會本公司及聯交所之權益及淡倉如下：

Long positions in shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Director	董事姓名	Number of ordinary shares 普通股數目			% of the Company's issued shares 佔本公司 已發行股份 百分比
		Personal interests	Equity derivatives	Total interests	
		個人權益	股本衍生工具	權益總額	
Mr. HSU, Shu-tong	徐旭東先生	3,000,000	–	3,000,000	0.19%
Mr. HSU, Shu-ping	徐旭平先生	200,000	–	200,000	0.01%
Mr. CHANG, Tsai-hsiung	張才雄先生	219,500	–	219,500	0.01%
Dr. WU, Chung-lih	吳中立博士	230,000	–	230,000	0.01%
Mr. CHANG, Chen-kuen	張振崑先生	713,000	–	713,000	0.04%
Mr. LIN, Seng-chang	林昇章先生	488,000	–	488,000	0.03%
Ms. WU, Ling-ling	吳玲綾女士	50,000	–	50,000	0.003%

Long positions in shares and underlying shares of associated corporation 於相聯法團之股份及相關股份之好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Type of interest 權益類別			Total no. of shares in the associated corporation 相聯法團股份總數	% of shareholding in the associated corporation 佔相聯法團股權百分比
		Personal 個人	Through spouse 透過配偶	Corporate 公司		
Mr. HSU, Shu-tong 徐旭東先生	Asia Cement Corporation ("Asia Cement") 亞洲水泥股份有限公司 (「亞洲水泥」)	23,278,334	6,352,467	–	29,630,801	0.88%
Mr. HSU, Shu-ping 徐旭平先生	Asia Cement 亞洲水泥	13,454,981	–	–	13,454,981	0.40%
Mr. CHANG, Tsai-hsiung 張才雄先生	Asia Cement 亞洲水泥	459,350	110,877	–	570,227	0.02%
Mr. CHANG, Chen-kuen 張振崑先生	Asia Cement 亞洲水泥	29,745	5,358	–	35,103	0.001%
Mr. LIN, Seng-chang 林昇章先生	Asia Cement 亞洲水泥	16,892	476	–	17,368	0.0005%
Dr. WANG, Kuo-ming 王國明博士	Asia Cement 亞洲水泥	–	1,841	–	1,841	0.00005%

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executives of the Company and their associates had any interests or short positions in any shares, underlying shares and 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 maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於二零二一年十二月三十一日，概無本公司董事及主要行政人員及彼等之聯繫人士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）之任何股份、相關股份及債券中擁有任何須根據證券及期貨條例第352條列入本公司存置之登記冊，或根據標準守則已另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTEREST IN SHARES AND UNDERLYING SHARES

As at 31 December 2021 and to the best knowledge of the Directors and chief executives of the Company, persons (other than Directors or chief executives of the Company) who had an interest or short position, in the shares and underlying shares of the Company, as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in Shares

Substantial shareholders

Name 名稱	Capacity 身分	Number of Shares 股份數目	Approximate percentage of holding 概約持股百分比
Asia Cement (Note 1) 亞洲水泥(附註1)	Beneficial owner 實益擁有人	1,061,209,202	67.73%
	Interest of corporation controlled 控制法團之權益	83,652,798	5.34%
		1,144,862,000	73.07%
Far Eastern New Century Corporation (Note 2) 遠東新世紀(附註2)	Beneficial owner 實益擁有人	1,061,209,202	67.73%
	Interest of corporation controlled 控制法團之權益	83,652,798	5.34%
		1,144,862,000	73.07%

Notes:

- Asia Cement beneficially owns approximately 67.73% interest of the Company. Asia Cement Singapore holds approximately 4.07% interest in the Company, which is approximately 99.96% owned by Asia Cement. Asia Cement is deemed to be interested in approximately 4.07% interest of the Company by virtue of its corporate interest in Asia Cement Singapore. Asia Engineering Enterprise Corporation holds approximately 0.20% interest in the Company, which is approximately 98.30% owned by Asia Cement. Asia Cement is deemed to be interested in approximately 0.20% interest of the Company by virtue of its corporate interest in Asia Engineering Enterprise Corporation. Further, Falcon Investments Private Limited holds approximately 1.07% interest in the Company and is owned as to 100% by U-Ming Marine Transport (Singapore) Private Limited, which is in turn owned as to 99.99% by U-Ming Marine Transport Corporation. U-Ming Marine Transport Corporation is owned as to 38.66% by Asia Cement. Asia Cement is deemed to be interested in approximately 1.07% interest of the Company under the SFO.

主要股東及其他人士於股份及相關股份中之權益

於二零二一年十二月三十一日，據董事及本公司主要行政人員所深知，除董事或本公司主要行政人員外，於本公司股份及相關股份中擁有根據證券及期貨條例第336條規定記入本公司須存置登記冊之權益或淡倉之人士如下：

於股份之好倉

主要股東

附註：

- 亞洲水泥實益擁有本公司約67.73%權益。Asia Cement Singapore擁有本公司約4.07%權益，而Asia Cement Singapore則由亞洲水泥擁有約99.96%權益。亞洲水泥因於Asia Cement Singapore擁有公司權益，因而被視為擁有本公司約4.07%權益。亞洲水泥擁有約98.3%權益之亞洲工程公司持有本公司約0.20%權益，亞洲水泥因基於亞洲工程公司的權益而被視為擁有本公司約0.20%權益。此外，Falcon Investments Private Limited持有本公司約1.07%權益，並由U-Ming Marine Transport (Singapore) Private Limited擁有100%權益，而裕民航運股份有限公司擁有U-Ming Marine Transport (Singapore) Private Limited之99.99%權益。亞洲水泥擁有裕民航運股份有限公司38.66%權益。根據證券及期貨條例，亞洲水泥被視為擁有本公司約1.07%權益。

2. As at 31 December 2021, Far Eastern New Century Corporation held approximately 22.32% of the issued share capital of Asia Cement and together with certain companies which Far Eastern New Century Corporation is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than 27% of the issued share capital of Asia Cement.

Save as disclosed above, as at 31 December 2021, the Company had not been notified by any persons (other than the Directors or chief executives of the Company) who also had interests or short positions on the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the human resources department of the Group on the basis of their merits, qualifications and competence.

The emolument policy of the Directors is determined by the Remuneration Committee, having regard to the Company's operating results, individual duties and performance and comparable market statistics.

The Group operates a Mandatory Provident Fund ("MPF") Scheme under rules and regulations of MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees' salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future years as of 31 December 2021.

The Group's subsidiaries in the PRC, in compliance with the applicable regulations of the PRC, participated in a state-managed retirement benefits scheme operated by the local government. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement benefits schemes. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

During the year, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at rates specified in the rules of the schemes.

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Directors and management are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operations of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

2. 於二零二一年十二月三十一日，遠東新世紀持有亞洲水泥已發行股本約22.32%，連同遠東新世紀可於其股東大會行使或控制行使超過三分之一投票權的若干公司，合共持有亞洲水泥超過27%已發行股本。

除上文披露者外，於二零二一年十二月三十一日，本公司未獲任何人士（董事或本公司主要行政人員除外）知會，於本公司股份或相關股份中擁有須根據證券及期貨條例第336條規定列入本公司所存置登記冊之權益或淡倉。

酬金政策

本集團僱員之酬金政策由本集團人力資源部按彼等之功績、資歷及能力制定。

董事之酬金政策由薪酬委員會參照本公司經營業績、個別職務及表現以及可比較市場統計數字釐定。

本集團根據強制性公積金計劃（「強積金」）計劃條例之規則及規例，為其所有香港僱員設立強積金。本集團所有香港僱員均須參與強積金計劃。根據強積金計劃規則，供款按僱員薪金一定百分比作出，並於應付時計入綜合收益表。強積金計劃資產與本集團資產分開並由獨立管理基金持有。本集團僱主供款於向強積金計劃作出供款時悉數歸屬予僱員。於二零二一年十二月三十一日，概無已沒收供款可供減少未來數年應付之供款。

本集團中國附屬公司遵照中國適用法規，參與由地方政府運作之國家管理退休福利計劃。附屬公司須按彼等工資成本之指定百分比向退休福利計劃作出供款。本集團有關退休福利計劃之唯一責任為作出指定供款。

年內，本集團向該等計劃作出之供款總額及計入綜合收益表之成本，指本集團根據該等計劃規則所訂明比率向該等計劃應付之供款。

遵守法律及法規

就董事及管理層所知，本集團於所有重要方面均已遵守對本集團業務及營運有重大影響之相關法律及法規。年內，本集團概無重大違反或不遵守適用之法律及法規。

ENVIRONMENTAL POLICIES

The Group is committed to promoting awareness and decisions that contribute to achieving environmentally sustainable development. We will comply fully with all applicable environmental laws and regulations. We will use fuel, water and other natural resources efficiently and conservatively. We recognise this to be a continuous process of improvement and we seek to actively look for environmental friendly options and carry out environmental friendly practices whenever appropriate and possible.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS AND OTHERS

Employees are remunerated equitably and competitively. Continuing training and development opportunities are provided to equip them to deliver their best performance and achieve corporate goals. During the reporting period, our staff members continuously pursued training and career development through our training system.

Customers' feedback and advice had been taken into account via customer communication channel.

The Group uses suppliers that reflect its values and commitment. The Group has policies and procedures to select suppliers and contractors who share our social, environmental and labour practice standards.

NON-COMPETITION UNDERTAKING

Save as disclosed in the section headed "Relationship with Asia Cement" and "Connected Transactions" in the Prospectus, no additional ongoing relationships or potential conflict of interests was identified during the year. Besides, the independent non-executive Directors conducted an annual review on the compliance of the Deed of Non-Competition (as defined in the Prospectus) which was amended by an amendment deed entered into between Asia Cement Corporation ("Asia Cement"), Far Eastern New Century Corporation ("Far Eastern New Century") and the Company on 24 June 2014, and approved by the independent shareholders of the Company on 6 August 2014 (the "Amended Deed").

In determining whether each of Asia Cement and Far Eastern New Century had fully complied with the non-competition undertakings during the year ended 31 December 2021 for the annual review, the Company noted that (a) each of Asia Cement and Far Eastern New Century declared that they had fully complied with the terms of the Amended Deed at 31 December 2021, (b) no new competing business was reported by each of Asia Cement and Far Eastern New Century as at 31 December 2021; and (c) the independent non-executive Directors had reviewed the compliance of non-competition undertakings by each of Asia Cement and Far Eastern New Century as the part of the annual review process.

環境政策

本集團致力於推廣有助實現環境可持續發展之觀念及決定。我們將全面遵守所有適用環境法律及法規，以高效節能的方式利用燃料、水資源及其他自然資源。我們意識到這將是一個持續改進之過程，且我們將積極尋求環保之方案並於適當可行之情況下執行環保措施。

與僱員、客戶及供應商和其他人士之重要關係

僱員乃獲得公平及具競爭力之薪酬。本公司向僱員提供持續培訓及發展機會以令彼等能夠發揮最佳表現及實現公司目標。於報告期間，我們之員工透過公司之培訓制度持續培訓及尋求職業生涯發展。

透過客戶溝通渠道考慮客戶之反饋及建議。

本集團採用能反映其價值觀及承諾之供應商。本集團採用若干政策及程序以選擇與我們擁有相同社會、環境及僱員標準之供應商及承包商。

不競爭承諾

除售股章程「與亞洲水泥的關係」及「關連交易」一節披露者外，年內概無得悉其他持續關係或潛在利益衝突。此外，獨立非執行董事已遵照由亞洲水泥股份有限公司（「亞洲水泥」）、遠東新世紀股份有限公司（「遠東新世紀」）及本公司於二零一四年六月二十四日訂立並經本公司獨立股東於二零一四年八月六日批准之經修訂契據所修訂之不競爭契據（「經修訂」）（定義見售股章程）進行年度審閱。

就釐定亞洲水泥及遠東新世紀各自於截至二零二一年十二月三十一日止年度之年度審閱期間是否完全遵守不競爭承諾，本公司注意到(a) 亞洲水泥及遠東新世紀各自宣稱彼等已於二零二一年十二月三十一日完全遵守經修訂契據之條款，(b) 於二零二一年十二月三十一日亞洲水泥及遠東新世紀並無新競爭業務；及(c) 作為年度審閱過程一部分，獨立非執行董事已審閱亞洲水泥及遠東新世紀各自遵守不競爭承諾之情況。

In view of the above, the Company confirmed that all of the non-competition undertakings in the Amended Deed have been complied with by each of Asia Cement and Far Eastern New Century for the year ended 31 December 2021.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2021.

PERMITTED INDEMNITY

A permitted indemnity provision (as defined in section 469 of the Companies Ordinance) for the benefit of the Directors of the Company was not in force during the years ended 31 December 2020 and 2021.

PRE-EMPTIVE RIGHTS

There is no provisions for pre-emptive rights under the Articles, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CONTINUING CONNECTED TRANSACTION

During the year ended 31 December 2021, none of the related party transactions as stated on page 52 constitutes connected transactions as defined under the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge information and belief of the Directors, at least 25% of the Company's total issued share capital was held by the public, as at the date of this annual report.

AUDITOR

The Company has appointed Messrs. Deloitte Touche Tohmatsu as the auditor of the Company for the year under review. Messrs. Deloitte Touche Tohmatsu will retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
HSU Shu-tong
Chairman

30 March 2022

鑒於上述所言，本公司確定，亞洲水泥及遠東新世紀各自於截至二零二一年十二月三十一日止年度已遵守所有不競爭承諾。

管理合約

於截至二零二一年十二月三十一日止年度，概無訂立或存有有關本集團任何全部或部分重大業務管理及管治之合約。

獲准許之彌償條文

於二零二零年及二零二一年內，本公司並沒有根據《公司條例》第469條定義之獲准許之彌償條文生效。

優先購買權

細則或開曼群島法例並無優先購買權條文，規定本公司有責任按比例向現有股東提呈發售新股。

持續關連交易

於截至二零二一年十二月三十一日止年度，概無如第52頁所示之關連方交易構成上市規則項下所界定的關連交易。

充足公眾持股量

按本公司所獲得公開資料及據董事所知、所悉及所信，於本年報日期，公眾人士持有本公司已發行股本總額最少25%。

核數師

於回顧年內，本公司已委聘德勤•關黃陳方會計師行擔任本公司之核數師。德勤•關黃陳方會計師行將任滿告退，本公司將於應屆股東週年大會提呈續聘其為本公司核數師之決議案。

代表董事會
主席
徐旭東

二零二二年三月三十日

Independent Auditor's Report 獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF ASIA CEMENT (CHINA) HOLDINGS CORPORATION

(incorporated in the Cayman Islands with limited liability)

致亞洲水泥(中國)控股公司股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Asia Cement (China) Holdings Corporation (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 67 to 187, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "ISAB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

意見

我們已審計載於第67至187頁亞洲水泥(中國)控股公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，包括於二零二一年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公允地反映 貴集團於二零二一年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵守香港公司條例的披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港核數準則(「香港核數準則」)進行審計。我們就該等準則承擔的責任在本報告核數師就審計綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證充足及適當地為我們的保留意見提供基礎。

關鍵審計事項

關鍵審計事項乃根據我們的專業判斷，認為對我們審計本期綜合財務報表最為重要的事項。我們於審計整體綜合財務報表及就其作出意見時已處理該等事項，並不會就該等事項提供單獨意見。

Key audit matters

關鍵審計事項

Estimated provision of expected credit losses for trade receivables in concrete segment
混凝土業務交易應收款項的減值評估

In 2021, with the PRC government's tightening the property market regulation, the property developers who were the indirect and ultimate customers of the Group's concrete segment faced massive debt and cash flow issues. The Group recognised an additional amount of RMB5,998,000 of impairment of trade receivables in concrete segment for the year ended 31 December 2021 and as at 31 December 2021, the trade receivables in the concrete segment was approximately RMB122,886,000, net of allowance amounting to RMB195,827,000.

We identified impairment assessment of trade receivables in concrete segment as a key audit matter due to the increase of credit risk and the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

As disclosed in note 41(b) to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables based on a provision matrix through grouping of various debtors that have common risk characteristics, after considering aging and repayment history of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. Trade receivables that are credit-impaired are separately assessed for ECL individually. The loss allowance amount of the credit impaired trade receivables is measured as the difference between the asset's gross amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

於二零二一年，隨著中國政府逐漸收緊對房地產市場的監管，作為本集團混凝土分部間接最終客戶的房地產開發商面臨大量債務及現金流問題。截至二零二一年十二月三十一日止年度，本集團混凝土分部確認額外交易應收款項減值人民幣5,998,000元，而於二零二一年十二月三十一日，混凝土分部交易應收款項扣除人民幣195,827,000元準備後的淨額約為人民幣122,886,000元。

我們將交易應收款項的減值評估確認為一項關鍵審計事項，原因在於信用風險的增加及其結餘對綜合財務報表整體極其重要，加上管理層在使用預期信貸虧損評估本集團交易應收款項的減值虧損時，涉及管理層的主觀判斷和估算。

如綜合財務報表附註41(b)所披露，本集團管理層在考慮賬齡及還款記錄後，通過對具有共同風險特徵的債務人進行分組，再根據撥備矩陣模型估算交易應收款項的全期預期信貸虧損。估算損失率是基於債務人的預期壽命期間的歷史觀察違約率，並根據前瞻性信息進行調整。此外，信貸減值的交易應收款項或具有重大結餘會個別評估。信貸減值的交易應收款項的撥備金額乃按資產賬面值與估計未來現金流量現值之間的差額，並考慮預期未來信貸虧損來計算。

How our audit addressed the key audit matters	我們的審計如何處理關鍵審計事項
<p>Our procedures in relation to impairment assessment of trade receivables included:</p> <ul style="list-style-type: none">• Obtaining an understanding of the relevant key controls over the assessment and monitoring of credit risks, and determination of allowance for ECL;• Evaluating the model used by management in determining the allowance for ECL;• Testing the integrity of information used by management to develop the provision matrix, including trade receivables aging analysis of concrete segment as at 31 December 2021, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting documents;• Challenging management's basis and judgement in determining credit loss allowance on trade receivables in concrete segment as at 31 December 2021, including their identification and provision of credit-impaired trade receivables, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information); and• Obtaining evidences of subsequent settlements, on a sample basis, for trade receivable balances in concrete segment.	<p>我們就交易應收款項的減值評估執行的程序包括：</p> <ul style="list-style-type: none">• 瞭解管理層信貸風險評估和監控的相關關鍵控制措施，並確定預期信用損失準備；• 評估管理層在確定預期信用損失準備時使用的模型；關鍵控制措施；• 測試管理層用於準備矩陣的信息的完整性，包括分析截至二零二一年十二月三十一日的混凝土業務交易應收款項賬齡，把各個項目與相關銷售協議、銷售發票和其他證明文件進行比較；• 查考在準備二零二零年十二月三十一日交易應收款項信貸損失時管理層所用的基礎和判斷，包括識別信貸減值交易應收款項、將剩餘的交易債務人分組到撥備矩陣中的合理性，以及在撥備矩陣中應用於每個類別的估計損失率（參考歷史違約率和前瞻性信息。• 在抽樣的基礎上對混凝土業務的應收賬款執行函證和期後收款測試，並檢查相應證據。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及相關核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑒證結論。

於審計綜合財務報表時，我們的責任是閱覽其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於已執行的工作，倘我們認為此其他資料有重大錯誤陳述，則須報告該事實。我們概無有關此方面的任何報告。

董事及負責管治人員就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實公平的綜合財務報表，以及落實董事認為必要的內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非董事有意將貴集團清盤或停業，或別無其他實際的替代方案。

負責管治人員負責監督貴集團財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們協定的委聘條款，我們僅向閣下（作為整體）報告，除此之外本報告別無其他用途。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證屬高度保證，但不能保證按照香港核數準則進行的審計總能發現存在重大的錯誤陳述。錯誤陳述可由欺詐或錯誤引起，倘個別或整體合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港核數準則進行的審計工作的一部分，我們於整個審計過程中行使專業判斷並抱持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，設計及執行審計程序以應對該等風險，以及獲取充分及適當審計憑證為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或僭越內部控制，故因未能發現欺詐而導致的重大錯誤陳述風險高於因未能發現錯誤而導致的重大錯誤陳述風險。
- 瞭解有關審計的內部控制，以設計在各類情況下適當的審計程序，但並非旨在對貴集團內部控制的成效發表意見。
- 評估董事所用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 總結董事採用持續經營會計基礎是否恰當，並根據已獲得的審計憑證，總結是否存在與事件或情況有關的重大不明朗因素，可能令貴集團的持續經營能力嚴重成疑。倘我們得出結論認為存在重大不明朗因素，我們須於核數師報告中提請使用者注意綜合財務報表內的相關披露，或倘相關披露不足，則修訂我們的意見。我們的結論以截至核數師報告日期所獲得的審計憑證為基礎。然而，未來事件或情況可能導致貴集團不再持續經營。

Independent Auditor's Report 獨立核數師報告

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估綜合財務報表的整體列報、架構及內容(包括披露)，以及綜合財務報表是否已公允反映相關交易及事件。
- 就貴集團內實體或業務活動的財務資料獲得充足及適當的審計憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行貴集團的審計工作。我們就我們的審計意見承擔全部責任。

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

我們與負責管治人員溝通(其中包括)審計工作的計劃範圍、時間及重大審計發現，包括我們於審計期間識別出內部控制的任何重大缺陷。

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

我們亦向負責管治人員出具聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜以及相關防範措施(倘適用)。

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

從與負責管治人員溝通的事項中，我們決定該等事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該事項，或於極端罕見情況下，倘合理預期在報告中溝通某事項造成的負面後果超過其產生的公眾利益，則我們決定不應在報告中溝通該事項。

The engagement partner on the audit resulting in the independent auditor's report is Wong Shun Yu.

本獨立核數師報告的審計項目合夥人為王惇瑀先生。

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
30 March 2022

德勤•關黃陳方會計師行
執業會計師

香港
二零二二年三月三十日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收益	5	11,755,908	10,823,753
Cost of sales	銷售成本		(8,075,943)	(6,304,971)
Gross profit	毛利		3,679,965	4,518,782
Other income	其他收入	7	173,868	274,258
Other gains and losses	其他收益及虧損	8	(338,487)	(27,003)
Allowance for credit losses on trade and other receivables, net	信貸損失撥備淨額		(130,248)	(115,231)
Distribution and selling expenses	分銷及銷售開支		(473,832)	(435,567)
Administrative expenses	行政開支		(288,591)	(396,602)
Finance costs	融資成本	9	(51,915)	(135,934)
Share of profits of joint ventures	應佔合營企業溢利	20	10,097	10,196
Share of losses of associates	應佔聯營公司虧損	21	(16,086)	(6,138)
Profit before tax	除稅前溢利		2,564,771	3,686,761
Income tax expense	所得稅開支	10	(743,468)	(936,352)
Profit for the year	年內溢利	11	1,821,303	2,750,409
Other comprehensive income <i>Item that will not be reclassified subsequently to profit or loss:</i>	其他全面收入 其後不會重新分類至 損益的項目：			
Share of revaluation reserves of an associate	應佔聯營公司重估儲備 金額		155,741	–
Profit and total comprehensive income for the year	年內溢利及全面收入 總額		1,977,044	2,750,409
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		1,768,307	2,668,708
Non-controlling interests	非控股權益		52,996	81,701
			1,821,303	2,750,409
Total comprehensive income attributable to:	應佔全面收入：			
Owners of the Company	本公司擁有人		155,741	–
Non-controlling interests	非控股權益		–	–
			155,741	–
Profit and total comprehensive income attributable to:	應佔年內溢利及 全面收入總額：			
Owners of the Company	本公司擁有人		1,924,048	2,668,708
Non-controlling interests	非控股權益		52,996	81,701
			1,977,044	2,750,409
Earnings per share	每股盈利		RMB	RMB
Basic	基本	14	1.129	1.703

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、機器及設備	15	7,040,755	7,586,580
Quarry	礦場	16	941,673	999,574
Investment properties	投資物業	17	132,286	123,247
Goodwill	商譽	18	554,241	554,241
Intangible assets	其他無形資產	19	4,378	4,822
Interests in joint ventures	於合營企業之權益	20	67,252	60,515
Interests in associates	於聯營公司之權益	21	804,340	718,025
Deferred tax assets	遞延稅項資產	33	175,706	110,571
Right-of-use assets	使用權資產	22	783,805	802,275
			10,504,436	10,959,850
CURRENT ASSETS	流動資產			
Inventories	存貨	23	1,140,753	608,368
Trade and other receivables	交易及其他應收款項	24	2,180,413	2,385,038
USD Notes	美元票據	28	–	2,401,163
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益之金融資產	27	65,202	–
Tax recoverable	可收回稅項		16,532	–
Amount due from an associate	應收聯營公司款項	25(a)	7,944	4,224
Amount due from a joint venture	應收合營企業款項	25(b)	6,217	–
Bank balances and cash	銀行結餘及現金	26	7,495,358	5,275,608
			10,912,419	10,674,401
CURRENT LIABILITIES	流動負債			
Trade and other payables	交易及其他應付款項	29	1,476,351	1,204,170
Contract liabilities	合同負債	30	183,948	229,310
Amounts due to joint ventures	應付合營企業款項	25(c)	14,226	13,490
Tax payables	應付稅項		383,404	494,122
Borrowings – due within one year	借貸 – 一年內到期	31	1,118,299	872,988
Lease liabilities	租賃負債	32	6,068	6,007
			3,182,296	2,820,087
NET CURRENT ASSETS	流動資產淨值		7,730,123	7,854,314
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		18,234,559	18,814,164

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Borrowings – due after one year	借貸—一年後到期	31	350,664	2,099,171
Deferred tax liabilities	遞延稅項負債	33	63,255	47,176
Provision for environmental restoration	環境恢復撥備	34	51,845	38,161
Lease liabilities	租賃負債	32	94,955	98,428
			560,719	2,282,936
NET ASSETS	資產淨值		17,673,840	16,531,228
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	35	140,390	140,390
Reserves	儲備		17,132,080	16,008,693
Equity attributable to owners of the Company	本公司擁有人應佔 權益		17,272,470	16,149,083
Non-controlling interests	非控股權益		401,370	382,145
TOTAL EQUITY	權益總額		17,673,840	16,531,228

The consolidated financial statements on pages 67 to 187 were approved and authorised for issue by the board of directors on 30 March 2022 and are signed on its behalf by:

第67至187頁之綜合財務報表已由董事會於二零二二年三月三十日批准及授權刊發，並由以下人士代表簽署：

HSU, SHU-PING
徐旭平
DIRECTOR
董事

WU, CHUNG-LIH
吳中立
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Attributable to non-controlling interests 非控股權益應佔	Total 總計	
		Share Capital 股本	Share premium 股份溢價	Statutory reserves 法定儲備	Other reserves 其他儲備	Revaluation reserve 重估儲備	Special reserve 特別儲備	Retained earnings 保留溢利			Sub-total 小計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
			(note a) (附註a)	(note b) (附註b)	(note c) (附註c)	(note d) (附註d)	(note e) (附註e)				
At 1 January 2020	於二零二零年一月一日之結餘	140,390	2,092,147	2,310,346	286,038	-	1,635,906	7,798,974	14,263,801	379,193	14,642,994
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	-	-	-	2,668,708	2,668,708	81,701	2,750,409
Appropriation	撥款	-	-	767,373	-	-	-	(767,373)	-	-	-
Dividends recognised as distribution (note 13)	確認為分派之股息(附註13)	-	(783,426)	-	-	-	-	-	(783,426)	-	(783,426)
Dividends paid to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	-	(78,749)	(78,749)
At 31 December 2020	於二零二零年十二月三十一日之結餘	140,390	1,308,721	3,077,719	286,038	-	1,635,906	9,700,309	16,149,083	382,145	16,531,228
Profit for the year	年內溢利	-	-	-	-	-	-	1,768,307	1,768,307	52,996	1,821,303
Share of comprehensive income of associate	應佔聯營公司重估儲備金額	-	-	-	-	155,741	-	-	155,741	-	155,741
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	155,741	-	1,768,307	1,924,048	52,996	1,977,044
Appropriation	撥款	-	-	654,988	-	-	-	(654,988)	-	-	-
Dividends recognised as distribution (note 13)	確認為分派之股息(附註13)	-	(800,661)	-	-	-	-	-	(800,661)	-	(800,661)
Dividends paid to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	-	(33,771)	(33,771)
At 31 December 2021	於二零二一年十二月三十一日之結餘	140,390	508,060	3,732,707	286,038	155,741	1,635,906	10,813,628	17,272,470	401,370	17,673,840

Notes:

- a. In accordance with the Cayman Islands Companies Law, share premium is one of the Company's reserves available for distribution.
- b. In accordance with the relevant laws and regulations of the People's Republic of China (the "PRC"), the Group's PRC subsidiaries are required to provide for PRC statutory reserves, including enterprise expansion fund and general reserve fund, by way of appropriations from their respective statutory net profit (based on the subsidiary's PRC statutory financial statements) but before dividend distributions.

All appropriations to the funds are made at the discretion of the subsidiaries' board of directors. The board of directors shall decide on the amounts to be appropriated based on the profitability of each subsidiary each year.

The enterprise expansion fund may be used to increase registered capital subject to approval from the relevant PRC authorities. The general reserve fund may be used to offset accumulated losses or increase the registered capital of the subsidiary subject to approval from the relevant PRC authorities.

The above reserve funds are not available for dividend distributions to the shareholders of the subsidiaries.

附註：

- a. 根據開曼群島公司法，股份溢價是公司可供分配的儲備之一。
- b. 根據中華人民共和國(「中國」)有關法律及法規，本集團中國附屬公司於分派股息前，須透過從附屬公司之中國法定財務報表計算彼等各自法定純利撥款之方式就企業擴充基金及一般儲備基金等中國法定儲備作出撥備。

所有基金撥款均由附屬公司董事會酌情作出。董事會須根據各附屬公司每年盈利能力釐定撥款金額。

企業擴充基金可用作增加註冊資本，而一般儲備基金可用於抵銷累計虧損或增加附屬公司註冊資本，惟兩者均須獲得有關中國機關批准。

上述儲備基金不可用作向附屬公司股東分派股息。

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

Notes: (continued)

- c. Other reserves as at 31 December 2021 and 2020 mainly comprise (i) capital contributions from Asia Cement Corporation ("Asia Cement"), immediate and ultimate holding company of the Company, and the non-controlling shareholders; (ii) the remuneration paid by Asia Cement to certain employees of Asia Cement and its subsidiaries for their service provided to the Group (the "Payments"). The Payments were not recharged to the Group and therefore the Payments were treated as capital contribution from Asia Cement; (iii) a waiver of advances from Asia Cement in relation to the audit fees of the Group for the three years ended 31 December 2004, 2005 and 2006 paid by Asia Cement on behalf of the Group;
- d. Revaluation reserve represents an associate of the Group, Yuan Ding Enterprise (Shanghai) Limited, transferred its property, plant and equipment and land use right to investment properties on 31 December 2021, and the respective sharing of difference between the fair value of investment properties and the carrying amount of the property, plant and equipment and land use right was recognised in the other comprehensive income.
- e. Special reserve as at 31 December 2021 and 2020 represents mainly (i) approximately RMB1,623,254,000 as the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of share capital and share premium of the subsidiaries acquired by the Company through the exchange of shares during the Company's reorganisation in 2004; (ii) approximately RMB3,577,000 as the difference between the capital injected by Der Ching Investment Co. Ltd. ("Der Ching Investment"), a wholly-owned subsidiary of Asia Cement, and the increase in carrying amount of the non-controlling interest as a result of the deemed disposals in 2007. After the capital injection, Der Ching Investment's interest in Sichuan Yadong Cement Co., Ltd. ("Sichuan Yadong") was further increased from 18.92% to 36.84%; (iii) approximately RMB54,216,000 as the difference between the consideration in acquiring the remaining 36.84% equity interests in Sichuan Yadong from Der Ching Investment and the decrease in the carrying amount of the non-controlling interest as deemed contribution from Asia Cement in 2008; and set off by (iv) approximately RMB37,987,000 as the difference between the decrease in the non-controlling interests of approximately RMB60,076,000 (being the reduction in the proportionate share of the carrying amount of the net assets of Wuhan Yaxin Cement Co., Ltd. ("Wuhan Yaxin")) and the consideration paid of approximately RMB98,063,000 in relation to the acquisition of additional 20% equity interest in Wuhan Yaxin from non-controlling shareholder.

附註：(續)

- c. 於二零二一年及二零二零年十二月三十一日之其他儲備主要包括(i)本公司之直接及最終控股公司亞洲水泥股份有限公司(「亞洲水泥」)以及非控股股東之注資；(ii)亞洲水泥就亞洲水泥及其附屬公司若干僱員向本集團提供服務而向該等僱員支付之薪酬(「付款」)。由於付款其後並無向本集團收回，故付款視為亞洲水泥注資；及(iii)就截至二零零四年、二零零五年及二零零六年十二月三十一日止三個年度亞洲水泥代表本集團支付有關本集團審計費而豁免之亞洲水泥墊款。
- d. 重估儲備指本集團一間聯營公司遠鼎實業(上海)有限公司於二零二一年十二月三十一日將其物業、機器及設備以及土地使用權轉讓為投資物業，而投資物業的公允價值與物業、機器及設備以及土地使用權的賬面金額之間差額的各自分攤已於其他全面收益中確認。
- e. 於二零二一年及二零二零年十二月三十一日之特別儲備主要指(i)本公司所發行普通股之賬面值與本公司於二零零四年重組時透過股份交易所收購之附屬公司股本及股份溢價總和間之差額約人民幣1,623,254,000元；(ii)亞洲水泥之全資附屬公司德勤投資股份有限公司(「德勤投資」)注資與於二零零七年因視作出售所產生非控股權益賬面值增幅間之差額約人民幣3,577,000元。注資後，德勤投資於四川亞東水泥有限公司(「四川亞東」)之權益將進一步由18.92%上升至36.84%；(iii)向德勤投資收購四川亞東餘下36.84%股本權益之代價與亞洲水泥於二零零八年視作注資之非控股權益賬面值減幅間之差額約人民幣54,216,000元；及由(iv)非控股權益減幅約人民幣60,076,000元(即武漢亞鑫水泥有限公司(「武漢亞鑫」)資產淨值賬面值按比例分佔減幅)與就向非控股股東收購有關武漢亞鑫額外20%股本權益支付代價約人民幣98,063,000元間之差額約人民幣37,987,000元抵銷。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	2,564,771	3,686,761
Adjustments for:	經調整：		
Depreciation and amortisation	折舊及攤銷	901,130	906,061
Finance costs	融資成本	51,915	135,934
Gains on fair value change on investment properties	投資物業之公平值收益	(6,845)	(2,180)
Gain on fair value change on financial assets measured at FVTPL	以公平值計量的金融資產公平值變動收益	(1,462)	-
Allowance for credit losses on trade and other receivables, net	信貸損失撥備淨額	130,248	115,231
Losses on disposal/write-off of property, plant and equipment	出售／撇銷物業、機器及設備之虧損	20,599	35,230
Loss on disposal of quarry	礦山處置損失	15,544	-
Gain on disposal of right-of-use assets	處置使用權資產收益	-	(13,066)
Impairment loss on investment in an associate	對聯營公司投資的減值損失	53,340	-
Loss on idle land recovered by the government	政府收回的閑置土地損失	27,293	-
Interest income on bank deposits	銀行存款利息收入	(121,366)	(176,499)
Interest income from advance to a joint venture	合營企業利息收入	-	(235)
Interest income from USD Notes	美元票據利息收入	(19,851)	(3,712)
Share of profits of joint ventures	應佔合營企業溢利	(10,097)	(10,196)
Share of losses of associates	應佔聯營公司損失	16,086	6,138
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量增加	3,621,305	4,679,467
(Increase) decrease in inventories	存貨(增加)減少	(532,385)	66,012
Decrease in trade and other receivables	交易及其他應收款項減少	75,582	1,445,688
(Increase) decrease in amount due from an associate	應收聯營公司款項(增加)減少	(3,720)	11,735
Increase (decrease) in trade and other payables	交易及其他應付款項增加(減少)	288,883	(189,528)
Increase in amounts due to joint ventures	應付合營企業款項增加	736	7,927
(Decrease) increase in contract liabilities	合同負債(減少)增加	(45,362)	43,785
Increase in provision for environmental restoration	環境恢復撥款增加	13,684	1,427
Cash generated from operations	經營所得現金	3,418,723	6,066,513
Income taxes paid	已付所得稅	(919,774)	(1,049,372)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	2,498,949	5,017,141

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動		
Purchase of USD Notes	購買美元票據	-	(2,401,163)
Redemption of USD Notes	贖回美元票據	2,397,451	-
Interest received from USD Notes	美元票據利息收入	23,563	-
Payment for mine reserve fund payable	支付採礦權收益金	-	(775,307)
Purchases of property, plant and equipment	購置物業、機器及設備	(282,730)	(348,871)
Investments in bank deposits with maturity of more than three months	三個月以上定期存款	(1,531,677)	(795,000)
Redemption of bank deposits with maturity of more than three months	贖回三個月以上定期存款	810,000	480,000
Purchase of quarry	購買採礦權	(14,745)	(105,900)
Purchases of right-of-use assets	購買土地使用權	(48,232)	(15,504)
Purchases of intangible assets	購買無形資產	(1,187)	(2,959)
Purchases of financial assets measured at FVTPL	購買以公允價值計量且變動計入當期損益的金融資產	(63,740)	-
Interest received from bank deposits	銀行存款之已收利息	117,967	158,247
Proceeds on disposal of right-of-use assets	處置使用權資產收益	2,406	15,000
Withdrawal of restricted bank deposits	提取受限制銀行存款	-	14,503
Proceeds on disposal of property, plant and equipment	出售物業、機器及設備之所得款項	3,113	9,910
Payment for acquisition of a subsidiary (note 29)	收購子公司付款(附註29)	(15,090)	-
Dividends received from a joint venture	已收聯營公司之股息	1,643	6,172
Investment in a joint venture	投資合營公司	(4,500)	-
Repayment from a joint venture	合營企業還款	-	10,014
Interest received from advance to a joint venture	合營企業預收之利息	-	235
Dividends received from an associate	已收合營企業之股息	-	959
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動所得(所用)現金淨額	1,394,242	(3,749,664)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
Bank borrowings raised	新增借貸	5,849,128	14,901,627
Repayments of bank borrowings	償還借貸	(7,352,324)	(18,143,777)
Interest paid	已付利息	(47,541)	(134,516)
Dividends paid	已付股息	(800,661)	(783,426)
Dividends paid to non-controlling interests	向非控股權益派付股息	(33,771)	(78,749)
Repayments of lease liabilities	償還租賃負債	(5,049)	(4,068)
Interest paid on lease liabilities	支付租賃負債利息	(4,900)	(6,536)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(2,395,118)	(4,249,445)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	1,498,073	(2,981,968)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等價物	4,465,608	7,447,576
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及現金等價物，以銀行結餘及現金代表	5,963,681	4,465,608
Represented by	代表		
Bank balances and cash	銀行結餘及現金	7,495,358	5,275,608
Bank deposits with maturity of more than three months	三個月以上定期存款	(1,531,677)	(810,000)
		5,963,681	4,465,608

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

1. GENERAL INFORMATION

Asia Cement (China) Holdings Corporation (the “Company”) is a public limited company incorporated in the Cayman Islands on 7 April 2004 under the Companies Law (2003 Revision), Chapter 22 of the Cayman Islands. The shares of the Company have been listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 20 May 2008. The immediate and ultimate holding company is Asia Cement Corporation, a company incorporated in Taiwan with its shares listed on the Taiwan Stock Exchange Corporation. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is at Portion of Unit B, 11th Floor, Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries (together with the Company collectively the “Group”) are manufacture and sale of cement, concrete and related products.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidation financial statements:

Amendment to IFRS 16	COVID-19-Related Rent Concessions
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the “Committee”) of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

1. 一般資料

亞洲水泥(中國)控股公司(「本公司」)為於二零零四年四月七日在開曼群島根據開曼群島法例第22章公司法(二零零三年修訂本)註冊成立之公眾有限公司。本公司股份自二零零八年五月二十日起於香港聯合交易所有限公司(「聯交所」)上市。直接及最終控股公司為於台灣註冊成立之亞洲水泥股份有限公司，其股份於台灣證券交易所上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司之主要營業地點位於香港銅鑼灣禮頓道103號力寶禮頓大廈11樓B室部分。

本公司為一家投資控股公司，其附屬公司(連同本公司，統稱「本集團」)之主要業務為生產及銷售水泥、混凝土及相關產品。

綜合財務報表以本公司功能貨幣人民幣(「人民幣」)呈列。

2. 應用新增及經修訂國際財務報告準則(「國際財務報告準則」)

本年度強制生效之經修訂國際財務報告準則

本集團就編製綜合財務報表首次應用提述國際財務報告準則概念框架之修訂以及下列由國際會計準則委員會(「國際會計準則委員會」)及國際財務報告詮釋委員會(「國際財務報告詮釋委員會」)頒佈之經修訂國際財務報告準則，自二零二一年一月一日或之後開始的年度期間強制生效：

國際財務報告準則第16號(修訂本)	新冠病毒疫情(COVID-19)相關租金減讓
國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)	利率指標變革 – 第二階段

此外，本集團應用國際會計準則理事會轄下國際財務報告準則詮釋委員會(「委員會」)於二零二一年六月頒佈之議程決定，當中澄清實體在釐定存貨可變現淨值時應列為「進行銷售所需之估計成本」之成本。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

Amendments to IFRSs that are mandatorily effective for the current year (continued)

The application of the amendments to IFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs issued but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to IFRS 3	Reference to the Conceptual Framework ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021 ⁴
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use ²
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to IFRSs	Annual Improvements to IFRSs 2018-2020 ²

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1 April 2021.

2. 應用新增及經修訂國際財務報告準則(「國際財務報告準則」)(續)

本年度強制生效之經修訂國際財務報告準則(續)

於本年度應用國際財務報告準則修訂本對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載披露並無重大影響。

已頒佈但尚未生效之新訂國際財務報告準則及國際財務報告準則之修訂本

本集團並未提早應用下列已頒佈但尚未生效之新訂國際財務報告準則及國際財務報告準則之修訂本：

國際財務報告準則第17號	保險合約及其相關修訂 ¹
國際財務報告準則第3號(修訂本)	提述概念框架 ²
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
國際財務報告準則第16號(修訂本)	二零二一年六月三十日後 新冠病毒疫情(COVID-19) 相關租金減讓 ⁴
國際會計準則第1號(修訂本)	將負債分類為流動及非流動 ¹
國際會計準則第1號及國際財務報告準則實務公告第2號(修訂本)	會計政策披露 ¹
國際會計準則第8號(修訂本)	會計估計定義 ¹
國際會計準則第12號(修訂本)	與單一交易產生之資產及負債相關之遞延稅項 ¹
國際會計準則第16號(修訂本)	物業、廠房及設備： 擬定用途前所得款項 ²
國際會計準則第37號(修訂本)	繁重合約－履約成本 ²
國際財務報告準則(修訂本)	國際財務報告準則二零一八年 至二零二零年之年度改善 ²

¹ 於二零二三年一月一日或之後開始之年度期間生效。

² 於二零二二年一月一日或之後開始之年度期間生效。

³ 於待定期或之後開始之年度期間生效。

⁴ 於二零二一年四月一日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs issued but not yet effective (continued)

Except for the amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current*

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date;
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group's and the Company's liabilities.

2. 應用新增及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂國際財務報告準則及國際財務報告準則之修訂本(續)

除下文提及之國際財務報告準則之修訂本外，本公司董事預期應用所有其他新訂國際財務報告準則及國際財務報告準則之修訂本於可見未來不會對綜合財務報表造成任何重大影響。

國際會計準則第1號(修訂本)將負債分類為流動或非流動

該等修訂為評估自報告日期起至少十二個月之延遲結算權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明應基於報告期末已存在之權利而將負債分類為流動或非流動。具體而言，有關修訂澄清：
 - (i) 該分類不應受管理層在十二個月內結清負債之意向或預期所影響；及
 - (ii) 倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利於報告期末不符合條件之情況下仍然存在；
- 澄清倘負債具有條款，可由對手方選擇透過轉讓實體自身之權益工具進行結算，僅當實體應用國際會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款則不影響將其分類為流動或非流動。

根據本集團於二零二一年十二月三十一日之未償還負債，該等修訂之應用不會導致重新分類本集團之負債。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

Amendments to IFRS 1 and IFRS Practice Statement 2 *Disclosure of Accounting Policies*

IFRS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the disclosures of the Group’s significant accounting policies.

2. 應用新增及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第1號及國際財務報告準則實務報告第2號會計政策披露(修訂本)

國際財務報告準則第1號已獲修訂，以「重大會計政策資料」取代所有出現之「重大會計政策」一詞。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可合理預期會影響一般用途財務報表之主要使用者基於該等財務報表作出之決定，則該等資料屬重大。

有關修訂亦澄清儘管該等款項並不重大，但由於相關交易、其他事項或情況之性質，會計政策資料或屬重大。然而，並非所有與重大交易、其他事項或情況有關之會計政策資料自身屬重大。倘實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

國際財務報告準則實務報告第2號「作出重大性判斷」(「實務報告」)亦獲修訂，以說明實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷一項會計政策之資料對其財務報表而言是否屬重大。實務報告已增加指引及實例。

預期應用該等修訂本不會對本集團重大會計政策披露造成重大影響。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statement

The consolidated financial statements have been prepared in accordance with IFRSs. For the purpose of preparation of the consolidated financial statement, information is considered material if each information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

3. 綜合財務報表的編製基礎和重大會計政策

3.1 綜合財務報表的編製基礎

綜合財務報表已根據國際財務報告準則編製。就編製綜合財務報表而言，倘合理預期各資料將影響主要用戶之決策，則該資料被視為重大。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露。

除按各報告期間結算日公平值計量之投資物業(如下文所載會計政策所闡述)外，綜合財務報表已按歷史成本法編製。

歷史成本一般根據為換取貨品及服務所付出代價之公平值計算。

公平值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付之價格，而不論該價格是否可直接觀察得出或使用另一估值方式估計得出。於估計資產或負債公平值時，本集團會考慮該項資產或負債於計量日期之特徵。該等綜合財務報表中用作計量及／或披露用途之公平值按此基準釐定，惟屬於國際財務報告準則第2號範圍之股份付款交易、屬於國際財務報告準則第16號租賃範圍之租賃交易，以及與公平值存在若干相似點但並非公平值(例如國際會計準則第2號存貨之可變現淨值或國際會計準則第36號資產減值之使用價值)之計量除外。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of preparation of consolidated financial statement (continued)

For investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.1 綜合財務報表的編製基礎(續)

對於以公平值進行交易的投資物業以及在後續期間採用無法觀察到的輸入值來計量公平值的估值技術，對估值技術進行校準，以使在初始確認時估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量之輸入值可觀察程度及公平值計量之輸入值對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入值為實體於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入值為資產或負債可直接或間接觀察之輸入值(第一級所含之報價除外)；及
- 第三級輸入值為資產或負債之不可觀察輸入值。

3.2 重大會計政策

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司所控制實體之財務報表。倘本公司達成以下事項，則視為取得控制權：

- 對被投資方擁有權力；
- 就參與被投資方經營所得可變回報面臨風險或擁有權利；及
- 擁有行使其權力以影響其回報之能力。

倘有事實及情況顯示上文所列三項控制元素之一項或多項有變，則本集團會重估其是否控制被投資方。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiaries and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the years are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income and expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

本集團取得附屬公司控制權時開始將附屬公司綜合入賬，於喪失附屬公司控制權時終止入賬。具體而言，年內收購或出售之附屬公司收入及開支自本集團取得控制權當日及直至本集團不再控制附屬公司之日止計入綜合損益及其他全面收益表。

損益及其他全面收入各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此會導致非控股權益出現虧絀結餘。

如有需要，附屬公司財務報表會作出調整，以使其會計政策與本集團其他成員公司所用者一致。

所有集團內公司間之交易結餘、收入及開支以及與本集團成員公司間交易有關之現金流量均於綜合時悉數對銷。

附屬公司之非控制權益與本集團於當中之權益分開呈列，有關權益指賦予其持有人權利於清盤時按比例分佔相關附屬公司資產淨值之現有所有權權益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010).

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

業務合併

收購業務採用收購法入賬。於業務合併轉讓之代價按公平值計量，並按本集團所轉讓資產之收購日期公平值、本集團向被收購方原擁有人產生之負債及本集團就交換被收購方控制權所發行之股本權益總額計算。收購相關成本一般於產生時在損益確認。

除某些確認豁免外，收購的可辨認資產和承擔的負債必須符合國際會計準則委員會《財務報表編製和列報框架》(由2010年9月發佈的《財務報告概念框架》所取代)中對資產和負債的定義。

於收購日期，所收購之可識別資產及承擔之負債按其公平值確認，惟以下情況除外：

- 遞延稅項資產或負債，及與僱員福利安排相關之資產或負債分別按國際會計準則第12號所得稅及國際會計準則第19號僱員福利確認及計量；
- 與被收購方之股份付款交易有關或與訂立本集團股份付款安排以取代被收購方股份付款安排有關之負債或權益工具，於收購日期按國際財務報告準則第2號股份付款計量；
- 根據國際財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)按該準則計量；及

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Business combinations (continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

業務合併(續)

- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)之現值確認及計量, 猶如收購之租賃於收購日期為新租賃, 惟(a)租賃期限於收購日期12個月內結束; 或(b)相關資產為低價值之租賃除外。使用權資產按與相關租賃負債相同之金額確認及計量, 並進行調整以反映與市場條件相比租賃之有利或不利條款。

商譽按所轉讓代價、任何非控股權益於被收購方所佔金額與收購方以往持有之被收購方股本權益之公平值(如有)總和, 超出所收購可識別資產及所承擔負債於收購日期之淨額之部分計量。倘經重新評估後, 所收購可識別資產淨值及所承擔負債於收購日期之淨額高於所轉讓代價、任何非控股權益於被收購方所佔金額與收購方以往持有之被收購方股本權益之公平值(如有)總和, 則差額即時於損益內確認為議價購買收益。

屬現時所有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股權益, 可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別之非控股權益按其公平值計量。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purpose and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described as below.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

商譽

收購業務所產生之商譽按收購業務當日所確立之成本減累計減值虧損(如有)列賬，並於綜合財務狀況報表中分開呈列。

就減值測試而言，商譽被分配至預期可受惠於合併協同效應之本集團各現金產生單位(或各組現金產生單位)，即就內部管理而言為商譽之最低水平且不大於經營分部。

已獲分配商譽之現金產生單位(或各組現金產生單位)會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。就於報告期間進行收購產生之商譽而言，獲分配商譽之現金產生單位(或各組現金產生單位)於該報告期間結算日前進行減值測試。倘現金產生單位(或各組現金產生單位)之可收回金額低於賬面值，則會先行分配減值虧損，以削減該單位獲分配之任何商譽賬面值，然後基於單位內各資產賬面值，按比例基準削減該單位內其他資產獲分配之任何商譽賬面值。商譽之任何減值虧損直接於損益內確認。就商譽確認之減值虧損不會於其後期間撥回。

出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，商譽之應佔金額納入釐定出售損益金額中。當本集團出售現金產生單位(或一組現金產生單位中之現金產生單位)內之業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或一組現金產生單位)部分之相對價值計量。

本集團就收購聯營公司及合營企業所產生之商譽政策如下。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Investment in a subsidiary

Investment in a subsidiary is stated in the statement of financial position of the Company at cost less any identified impairment loss.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

於子公司之投資

於子公司之投資在公司綜合財務狀況表內以成本減去任何已確認的減值損失呈列。

於聯營公司及合營企業之投資

聯營公司為本集團對其有重大影響力之實體。重大影響力為有權參與被投資方之財務及營運政策決定，惟並非控制或共同控制該等政策。

合營企業為對安排擁有共同控制權之各方對共同安排之資產淨值擁有權利之共同安排。共同控制權為合約約定對安排所共有之控制權，其僅在相關業務決策須取得共有控制權各方之一致同意時存在。

聯營公司及合營企業之業績及資產與負債採用權益會計法計入該等綜合財務報表。用作權益會計用途之聯營公司及合營企業財務報表使用本集團在類似情況下就同類交易及事項所用之統一會計政策編製。根據權益法，於聯營公司或合營企業之投資初步按成本於綜合財務狀況報表中確認並其後作出調整，以確認本集團應佔聯營公司或合營企業之損益及其他全面收入。倘本集團應佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益(包括實際組成本集團於該聯營公司或合營企業之投資淨值其中部分之任何長期權益)，則本集團終止確認其應佔之進一步虧損。僅當本集團產生法定或推定責任或代表該聯營公司或合營企業付款時，方會確認額外虧損。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Investments in associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assess whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

於聯營公司及合營企業之投資(續)

於聯營公司或合營企業之投資自被投資方成為聯營公司或合營企業當日起採用權益法入賬。在收購於聯營公司或合營企業之投資時，投資成本超出本集團應佔被投資方可識別資產及負債公平淨值之任何部分確認為商譽，計入投資賬面值內。本集團應佔可識別資產及負債公平淨值超出投資成本之任何部分，經重新評估後，即時於收購投資期間在損益確認。

本集團評估是否有客觀證據證明聯營公司或合營企業可能面臨減值。如有客觀證據存在，投資(包括商譽)之全部賬面值將會根據國際會計準則第36號資產減值作為單一資產透過比較其可收回金額(使用價值與公平值減出售成本之較高者)與其賬面值進行減值測試。已確認之任何減值虧損並未分配至構成投資賬面值部分之任何資產(包括商譽)。該項減值虧損之任何撥回則於該項投資之可收回金額其後有所增加之情況下根據國際會計準則第36號確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Investments in associates and joint ventures (continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

於聯營公司及合營企業之投資(續)

倘本集團不再於聯營公司或合營企業之共同控制擁有重大影響力，則會視為出售被投資方之全部權益，而收益或虧損將於損益確認。倘根據國際財務準則第9號之範圍內，本集團保留於前聯營公司或合營企業之權益且該保留權益作為金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為初步確認時之公平值。聯營公司或合營企業於終止採用權益法當日之賬面值與任何保留權益及出售聯營公司或合營企業部分權益之任何所得款項公平值間之差額，會於釐定出售該聯營公司或合營企業之收益或虧損時入賬。此外，本集團會將先前在其他全面收入就該聯營公司或合營企業確認之所有金額入賬，基準與該聯營公司或合營企業直接出售相關資產或負債所需基準相同。因此，倘該聯營公司或合營企業先前已於其他全面收入確認之收益或虧損，會於出售相關資產或負債時重新分類至損益，則本集團會於終止採用權益法時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團繼續採用權益法。於所有權權益有變時，概不會重新計量公平值。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Investments in associates and joint ventures (continued)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

於聯營公司及合營企業之投資(續)

倘本集團削減其於聯營公司或合營企業之所有權權益而本集團繼續採用權益法，若先前已於其他全面收入確認與削減所有權權益有關之收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將有關收益或虧損部分重新分類至損益。

倘集團實體與本集團之聯營公司或合營企業進行交易，僅在聯營公司或合營企業之權益與本集團無關之情況下，與聯營公司或合營企業進行交易所產生之溢利及虧損，方會於本集團綜合財務報表中確認。

來自客戶合約之收益

當(或於)履行履約責任時，即於特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時，本集團確認收益。

履約責任指一項特定貨品及服務(或一批貨品或服務)或一系列大致相同之特定貨品或服務。

控制權隨時間轉移，而倘符合以下其中一項準則，則收益乃參照完成相關履約責任之進展情況而隨時間確認：

- 隨著本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約產生或提升一項於本集團履約時即由客戶控制之資產；或
- 本集團之履約並未產生對本集團有替代用途之資產，且本集團對迄今已完成履約之款項具有可執行權利。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction in progress as described below are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purpose are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

來自客戶合約之收益(續)

否則，收益於客戶取得特定貨品或服務之控制權之時間點確認。

合約負債指本集團因已自客戶收取代價(或代價金額到期)，而須轉讓貨品或務予客戶之責任。

存在重大融資成分

於釐定交易價格時，倘協定付款之時間(不論以暗示或明示方式)為客戶或本集團帶來轉讓貨品或服務的重大融資利益，則本集團會就貨幣時間價值之影響而調整已承諾之代價金額。在該等情況下，合約包含重大融資成分。無論融資承諾是在合約中明確列明，或是由合約訂約方協定之付款條款所暗示，均可能存在重大融資成分。

對於付款與轉讓相關貨品或服務相隔期間不足一年之合約，本集團採用可行權宜方法，而不就任何重大融資成分調整交易價格。

物業、機器及設備

物業、機器及設備(包括持有作生產或提供貨品或服務或作行政用途之樓宇，但不包括下文所述在建物業)於綜合財務狀況報表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

折舊按物業、機器及設備(不包括在建物業)項目估計可使用年期，以直線法撇銷其成本減其剩餘價值後確認。估計可使用年期、剩餘價值及折舊方法於各報告期間結算日審閱，而任何估計變動影響則按未來適用基準列賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

物業、機器及設備(續)

為生產、供應或管理而建之在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及按本集團會計政策就合資格資產資本化之借貸成本。在建工程於落成及可作擬定用途時分類為物業、機器及設備之適當類別。該等資產按與其他物業資產相同之基準於資產可作擬定用途時開始折舊。

物業、機器及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時終止確認。出售或廢棄物業、機器及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值間之差額釐定，並於損益內確認。

投資物業

投資物業為就賺取租金及／或作資本升值而持有之物業。

投資物業初步按成本計量，包括任何直接應佔支出。於初步確認後，投資物業按公平值計量。所有根據經營租賃持有以賺取租金或作資本升值用途之本集團物業權益分類及入賬為投資物業並使用公平值模式計量。投資物業之公平值變動所產生之收益或虧損於產生期間計入損益。

投資物業於出售後或投資物業永久不再使用且預期出售不會產生未來經濟利益時終止確認。因終止確認物業而產生之任何收益或虧損(按資產之出售所得款項淨額與賬面值之差額計算)於物業終止確認期間計入損益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies the practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office premises of that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

租賃

租賃之定義

倘合約賦予權利於一段時間內控制已識別資產之用途以換取代價，則該合約為租賃或包含租賃。

於首次應用日期或之後訂立或修訂或業務合併產生之合約，本集團根據國際財務報告準則第16號項下之定義，於開始日、修訂日或收購日(如適用)評估合約是否為租賃或包含租賃。除非合約條款及條件於其後變更，否則不會對此類合約進行重新評估。

本集團作為承租人

將對價分攤至合約各組成部分

倘合約包含一個租賃成分及一個或多個額外的租賃或非租賃成分，則本集團應基於租賃成分之相關單獨價格及非租賃成分之單獨價格總和，將合約對價在各租賃成分之間進行分攤。

本集團亦應用可行權宜方法，不從租賃成分中區分非租賃成分，而是將租賃成分及任何相關非租賃成分入賬列作單一租賃成分。

短期租賃及低價值資產租賃

對於租期自開始日期起計為12個月或以內且不包含購買選擇權之辦公室物業之租賃，本集團應用短期租賃確認豁免。其對低價值資產之租賃亦應用確認豁免。短期租賃及低價值資產租賃之租賃付款按直線法或另一有系統基準於租期內確認為開支。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 Financial Instruments ("IFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 於開始日期或之前作出之任何租賃付款減任何已收取租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團拆除及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況時產生之成本估計。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退還租賃按金

已付可退還租賃按金乃根據國際財務報告準則第9號金融工具(「國際財務報告準則第9號」)入賬並初步按公平值計量。於初步確認時對公平值之調整被視為額外租賃付款並計入使用權資產成本。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含之利率難以釐定，則本集團使用租賃開始日期之增額借款利率計算。

租賃付款包括：

- 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- 基於指數或利率且初步使用於開始日期之指數或利率計量之可變租賃付款；
- 剩餘價值擔保項下本集團之預期應付款項；及
- 支付終止租賃之罰款(倘租賃條款反映本集團可行使選擇權以終止該租賃)。

反映市場租金變動之可變租賃付款初步使用於開始日期之市場租金計量。不會視乎指數或利率而定之可變租賃付款並無計入租賃負債及使用權資產之計量內，並在觸發付款之事件或情況出現之期間確認為開支。

於開始日期後，租賃負債根據利息增量及租賃付款作出調整。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

本集團於以下情況重新計量租賃負債(並就有關使用權資產作相應調整):

- 租期已發生變動或有關行使購買選擇權之評估發生變動, 於該情況下, 相關租賃負債會重新計量, 方法為使用於重新計量日期經修訂之貼現率將經修訂租賃付款貼現。
- 租賃付款因市場租金於市場租金調查後發生變動而出現變動, 於該情況下, 相關租賃負債會重新計量, 方法為使用初始貼現率將經修訂租賃付款貼現。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

本集團作為出租人

租賃之分類及計量

本集團為出租人之租賃分類為融資或經營租賃。當租賃條款為將相關資產擁有權附帶之絕大部分風險及回報轉移至承租人, 則該合約分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃之租金收入在有關租賃期限內按直線法於損益確認。磋商及安排經營租賃時產生之初始直接成本計入租賃資產之賬面值, 有關成本於租期內按直線法確認為開支, 惟按公平值模型計量之投資物業除外。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor (continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies IFRS 15 Revenue from Contract with Customers ("IFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Quarry

Quarry represents the expenditures incurred by the Group on the (i) acquisition of rights to explore mines and (ii) fulfilment of those specific conditions attached to such rights such as overburden removing, geological conditions improvement and geological exploration. The quarry is stated at cost less amortisation and any recognised impairment loss. The cost of quarry is amortised on a straight-line basis over the shorter of the estimated useful life or the period of the excavation permit of the quarry.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為出租人(續)

可退還租賃按金

已收可退還租賃按金根據國際財務報告準則第9號入賬並初步按公平值計量。於初步確認時就公平值之調整被視為來自承租人之額外租賃付款。

將對價分攤至合約各組成部分

倘合約包含租賃及非租賃部分，本集團應用國際財務報告準則第15號，將合約對價分攤至租賃及非租賃部分。非租賃部分根據其相對獨立售價與租賃部分分開。

礦場

礦場指本集團就(i)獲得採礦權及(ii)達成有關權利所附帶之該等指定條件，例如移除表層、改善地質狀況及地質勘查而產生之開支。礦場按成本減攤銷及任何已確認減值虧損列賬。礦場成本於礦場估計可使用年期或採礦許可證有效期之較短期間按直線基準攤銷。

無形資產

獨立收購之無形資產

獨立收購及有限定可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。有限定可使用年期之無形資產攤銷於其估計可使用年期以直線基準確認。估計可使用年期及攤銷方法於各報告期間結算日審閱，而估計變動影響按未來適用基準列賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

無形資產(續)

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認，並在收購日期以其公平值初步確認，而有關公平值被視為其成本。

於初步確認後，有限定可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。有限定可使用年期之無形資產攤銷於其估計可使用年期以直線基準確認，而無限定可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

無形資產於出售時或於預期使用或出售並無產生未來經濟利益時終止確認。無形資產終止確認時所產生之收益或虧損按出售所得款項淨額與資產賬面值之間之差額計量，並於資產終止確認期間於損益確認。

除商譽外之有形及無形資產減值虧損(見上文有關商譽之會計政策)

於報告期末，本集團審閱物業、機器及設備、使用權資產及使用壽命有限的無形資產的賬面價值，以確定是否有跡象表明這些資產已發生減值損失。如存在任何此類跡象，則估計資產的可收回金額，以確定減值損失的程度(如有)。尚未使用的無形資產至少每年進行一次減值測試，並在有跡象表明其可能發生減值時進行減值測試。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (continued)

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs and is compared with the carrying amount of the relevant cash-generating units or group of cash-generating units.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

除商譽外之有形及無形資產減值虧損(見上文有關商譽之會計政策)(續)

物業、機器及設備、使用權資產及無形資產的可收回金額分別估計。當無法單獨估計其可收回金額時，本集團估計該資產所屬現金產生單位的可收回金額。

此外，本集團會評估是否有跡象顯示企業資產已出現減值。倘存在有關跡象，且可確定合理及一致之分配基準，企業資產亦可分配至個別現金產生單位，否則分配至能確定合理及一致之分配基準之最小組別現金產生單位。可收回金額以企業資產所屬的一個或一組現金產生單位確定，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額為公平值減銷售成本與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量將使用反映目前貨幣時間價值之市場評估及未經調整未來現金流量估計之資產(或現金生產單位)有關之特定風險之稅前貼現率貼現至其現值。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amounts of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

除商譽外之有形及無形資產減值虧損(見上文有關商譽之會計政策)(續)

倘估計資產(或現金產生單位)之可收回金額低於其賬面值,則資產(或現金產生單位)之賬面值將調低至其可收回金額。就未能按合理及一致基準分配至現金產生單位之企業資產或部分企業資產而言,本集團會將現金產生單位組別之賬面值(包括分配至該現金產生單位組別之企業資產或部分企業資產之賬面值)與該組現金產生單位之可收回款項作比較。於分配減值虧損時,減值虧損會先行分配削減任何商譽賬面值(倘適用),然後基於該單位(或該組別現金產生單位)內各資產之賬面值按比例分配至其他資產。資產之賬面值不可減至低於其公平值減出售成本(倘可計量)、使用價值(如可確定)及零中之最高者。另行分配至資產之減值虧損金額會按比例分配至該單位(或該組別現金產生單位)內其他資產。減值虧損即時於損益內確認。

倘減值虧損於其後撥回,資產(或現金產生單位或現金產生單位組別)之賬面值將調升至其經修訂估計可收回金額,惟調升後之賬面值不得超過倘該資產(或現金產生單位或現金產生單位組別)在過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益內確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

存貨

存貨按成本與可變現淨值之較低者入賬，而存貨成本按加權平均法計算。可變現淨值指存貨之估計售價減所有估計完成成本及銷售所需成本。銷售所需成本包括可直接歸屬於銷售的增量成本和本集團為完成銷售所必須產生的非增量成本。

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易以各自之功能貨幣(即該實體經營所在主要經濟環境之貨幣)按交易當日適用之匯率列賬。於報告期間結算日，以外幣計值之貨幣項目按當日之適用匯率重新換算。按公平值列賬之外幣計值非貨幣項目按釐定公平值當日適用之匯率重新換算。按歷史成本計量之外幣計值非貨幣項目則毋須重新換算。

因結算貨幣項目及換算貨幣項目而產生之匯兌差額於產生期間在損益確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, contract or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

借貸成本

收購、建造或生產合資格資產(即需要長時間準備方能作其擬定用途或出售之資產)之直接應佔借貸成本計入該等資產之成本,直至有關資產大致上可作其擬定用途或出售為止。

於相關資產達到預期用途或出售狀態後,仍有特定借款尚未償還,則在計算一般借款之資本化比率時,該借款計入一般借款資金。特定借款用於支付合資格資產前作暫時投資所賺取之投資收入,於合資格撥充資本之借款成本扣減。

所有其他借貸成本均於產生期間在損益確認。

政府補助

除非合理保證本集團將遵守政府補助之附帶條件及將會獲取補助,否則政府補助不予確認。

政府補助於本集團將擬動用補助作補償之相關成本確認為開支之期間有系統地於損益確認。具體而言,主要條件為本集團須購買、訂約或以其他方式購買非流動資產之政府補助於綜合財務狀況報表中確認為遞延收入,並於相關資產可使用年期按有系統及合理之基準撥入損益。

作為已承擔開支或虧損之補償或向本集團提供即時財務援助而可收取(並無日後相關成本)之政府補助,於其成為可收取之期間於損益確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Retirement benefit costs

Payments to defined contribution retirement benefit plans including state-managed retirement benefit schemes in the PRC are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRSs requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another IFRSs requires or permits their inclusion in the cost of an asset.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

退休福利成本

界定供款退休福利計劃(包括中國國營退休福利計劃)之供款於僱員提供服務以享有該等供款時確認為開支。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時按預期支付福利的未折現金額確認。所有短期僱員福利均確認為開支，除非有另一項國際財務報告準則規定或允許將福利計入資產成本則作別論。

僱員累計福利(如工資及薪金、年假及病假)於扣除任何已付金額後確認為負債。

就其他長期僱員福利確認的負債，乃按本集團預期報告截至日期就僱員所提供的服務而預計未來現金流出的現值計量。因服務成本，利息和重新計量產生的負債賬面金額的任何變動均在損益中確認，除非另一國際財務報告準則要求或允許將其納入資產成本。

稅項

所得稅開支指即期應付稅項與遞延稅項之總和。

即期應付稅項按年內應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅之收入或開支項目，亦不包括毋須課稅或不可扣稅項目，故應課稅溢利與於綜合損益及其他全面收益表呈報之「除稅前溢利」不同。本集團之即期稅項負債按於報告期間結算日已頒佈或實質頒佈之稅率計算。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate, and interests in joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時差額確認。所有應課稅暫時差額一般確認為遞延稅項負債。倘應課稅溢利可能抵銷可扣減暫時差額，則所有可扣減暫時差額一般確認為遞延稅項資產。倘其他資產與負債之商譽或初步確認(而非於業務合併中)於交易所產生之暫時差額不影響應課稅溢利或會計溢利，則不會確認有關資產與負債。

於附屬公司及聯營公司之投資以及於合營企業之權益相關之應課稅暫時差額確認為遞延稅項負債，惟倘本集團能控制暫時差額之撥回，且有關暫時差額可能不會於可見將來撥回則除外。與該等投資及權益相關之可扣稅暫時差額所產生遞延稅項資產，僅於可能有足夠應課稅溢利可動用暫時差額之利益且預計於可見將來可以撥回之情況下確認。

本集團於各報告期間結算日會檢討遞延稅項資產之賬面值，並於不再可能有足夠應課稅溢利收回全部或部分資產時扣減。

遞延稅項資產及負債按預期於清償負債或變現資產期間適用之稅率，以於報告期間結算日已頒佈或實質頒佈之稅率(及稅法)為基準計量。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Taxation (continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

遞延稅項負債及資產之計量反映於各報告期間結算日將自本集團預期收回或清償其資產與負債賬面值方式產生之稅務後果。

為計量使用公允價值模型計量的投資性房地產的遞延所得稅，除非該推定被推翻，否則該等房地產的賬面價值應推定為完全通過出售收回。當投資性房地產可折舊，且其目標是隨著時間的推移而實質上消耗投資性房地產所體現的所有經濟利益，而不是通過出售，則該假設被推翻。

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先確定減稅額應歸屬於使用權資產或租賃負債。

就租賃負債應佔稅項減項之租賃交易而言，本集團分別應用國際會計準則第12號所得稅有關所有權資產及租賃負債之規定。由於應用初步確認豁免，故並無確認於初步確認相關使用權資產及租賃負債時之暫時差額。因重新計量租賃負債及租賃修訂而對使用權資產及租賃負債的賬面值進行後續修訂所產生之暫時差額，在毋須進行初步確認豁免的情況下在重新計量或修訂之日予以確認。

當有法定可執行權利將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關徵收的所得稅有關且本集團有意結算其現時稅務資產和負債時，本集團擬以淨額結算其當期所得稅資產和負債。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Taxation (continued)

Current and deferred tax is recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

即期及遞延稅項於損益確認，當即期稅項或遞延稅項於業務合併初步入賬時產生，稅務影響包括在入賬之業務合併中。

金融工具

當集團實體成為工具合約條文之訂約方時，須確認金融資產及金融負債。所有常規方式購買或出售金融資產均按交易日確認及終止確認。定期購買或出售的方式是購買或出售金融資產，這些金融資產要求在市場規則或慣例規定的時限內交付資產。

金融資產及金融負債初步按公平值計量，惟根據國際財務報告準則第15號初步計量之來自客戶合約之交易應收款項則作別論。收購或發行金融資產及金融負債(按公平值計入損益之金融資產或金融負債除外)直接應佔之交易成本於初步確認時在該項金融資產或金融負債之公平值加入或扣除(如適用)。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本會即時於損益確認。

實際利率法為計算金融資產或金融負債攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率為於金融資產或金融負債預計年期或(如適用)較短期間內準確貼現估計未來現金付款(包括構成實際利率其中一部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時之賬面淨值之利率。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產

金融資產之分類及其後計量

符合以下條件之金融資產其後按攤銷成本計量：

- 目的為收取合約現金流量之業務模式中持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還本金之利息。

符合以下條件之金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 通過出售及收取合同現金流量達成目的之業務模式中持有之金融資產；及
- 合同條款於指定日期產生之現金流量僅為支付尚未償還本金額之本金及利息。

所有其他金融資產其後按公平值計入損益計量，惟初始確認金融資產時，倘股本投資並非持作買賣用途或收購方於國際財務報告準則第3號業務合併適用之業務合併中確認之或然代價，則本集團或會不可撤銷地選擇於其他全面收益呈列股本投資公平值之其後變動。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

- (i) Amortised cost and interest income
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

- (ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend earned on the financial asset and is included in the "other gains and losses" line item.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(續)

- (i) 攤銷成本及利息收入
其後按攤銷成本計量的金融資產的利息收入乃使用實際利率法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

- (ii) 按公平值計入損益之金融資產
倘金融資產不符合按攤銷成本計量或按公平值計入其他全面收益計量或指定為按公平值計入其他全面收益之條件，則按公平值計入損益計量。

按公平值計入損益之金融資產於各報告期末按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認之收益淨值或虧損淨額不包括就金融資產賺取之股息，其計入「其他收益及虧損」項目。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, USD Notes, amount due from an associate, amount due from a joint venture and bank balances and cash) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. Trade receivables that are credit-impaired are assessed for ECL individually. The ECL on remaining trade receivables are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值－根據國際財務報告準則第9號

本集團就須根據國際財務報告準則第9號作出減值之金融資產預期信貸虧損確認虧損撥備(包括交易及其他應收款項、應收票據、應收聯營公司款項、應收合營企業款項、銀行結餘及現金)。預期信貸虧損金額於各報告日期作出更新，以反映自初步確認以來之信貸風險變動。

使用全期預期信貸虧損指相關工具預計使用年期內所有潛在違約事件將會引起之預期信貸虧損。相反，12個月預期信貸虧損指報告日期起計12個月內可能出現之違約事件預期將會引起之一部分使用全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟環境及於報告日期對現況作出之評估以及未來狀況預測而作出調整。

本集團一直就交易應收款項確認全期預期信貸虧損。對金額重大的交易應收款項單獨評估預期信貸虧損。該等資產之預期信貸虧損乃採用具合適組別之撥備矩陣進行整體評估。

就所有其他工具而言，本集團計量虧損撥備相等於12個月預期信貸虧損，惟倘信貸風險自初步確認以來大幅增長，則本集團會確認全期預期信貸虧損。應否確認全期預期信貸虧損之評估是基於發生違約之機率或風險自初步確認以來大幅增長而作出。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

- (i) Significant increase in credit risk
In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

- (i) 信貸風險大幅增加
於評估信貸風險自初步確認以來是否大幅增長時，本集團將於報告日期金融資產發生之違約風險與初步確認日期金融資產發生之違約風險作比較。在進行該評估時，本集團會考慮合理有據之定量及定性資料，包括過往經驗及毋須花費額外成本或精力即可獲得之前瞻性資料。

具體而言，評估信貸風險是否大幅增長時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級之實際或預期顯著下降；
- 信貸風險之外部市場指標顯著轉差，例如債務人之信貸息差、信貸違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人履行債務責任之能力顯著下降；
- 債務人經營業績實際或預期顯著轉差；
- 債務人之監管、經濟或技術環境有實際或預計之重大不利變動，導致債務人履行債務責任之能力顯著下降。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (i) Significant increase in credit risk (continued)
Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- (ii) Definition of default
For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (i) 信貸風險大幅增加(續)
不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

本集團定期監察以識別信貸風險是否顯著增加準則的有效性，並酌情對其進行修訂，以確保該準則能夠在金額到期前確定信貸風險的顯著增加。

- (ii) 違約定義
就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得之資料顯示債務人不太可能向其債權人(包括本集團)悉數付款(未計及本集團持有之任何抵押品)，則發生違約事件。

無論上述分析結果如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持之資料證明較寬鬆之違約標準更為適用，則另當別論。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
- (a) significant financial difficulty of the issuer or the borrower;
 - (b) a breach of contract, such as a default or past due event;
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial re-organisation; or
 - (e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (iii) 已信貸減值金融資產
當一項或多項對金融資產預計未來現金流量造成負面影響之違約事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值之證據包括涉及以下事件之可觀察數據：
- (a) 發行人或借款人遭遇重大財政困難；
 - (b) 違反合約，例如拖欠或逾期之情況；
 - (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關之經濟或合約考慮，給予借款人在其他情況下不會作出之讓步；
 - (d) 借款人有可能面臨破產或進行其他財務重組；或
 - (e) 由於財務困難導致財務資產缺乏活躍市場。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策
當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序)，本集團會撇銷金融資產。經計及在適當情況下之法律意見後，已撇銷之金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後收回之任何款項於損益內確認。

(v) 計量及確認預期信貸虧損

預期信貸虧損之計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險之函數。違約概率及違約虧損率乃根據經前瞻性資料調整之歷史數據進行評估。預期信貸虧損之估計反映無偏頗及概率加權數額，其乃根據加權之相應違約風險而釐定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜之計估計交易應收款項之預期信貸虧損，並按毋需花費不必要成本或精力可取得之前瞻性資料調整。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 計量及確認預期信貸虧損(續)

一般而言，預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團將收取之所有現金流量之間之差額估計，並按初步確認時釐定之實際利率貼現。

倘按集體基準計量預期信貸虧損，以處理於個別工具層面出現信貸風險顯著上升之證據尚未獲得之情況，金融工具乃按以下基準分組：

- 逾期情況；
- 債務人之性質、規模及從事行業；及
- 外部信用評級(如有)。

管理層定期檢討分組方法，以確保各單獨組別之組成項目繼續具有相似之信貸風險特徵。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 計量及確認預期信貸虧損(續)

利息收入乃基於金融資產之賬面值總額計算，惟倘金融資產已出現信貸減值，利息收入會按金融資產之攤銷成本計算。

本集團透過調整賬面值就所有金融工具於損益確認減值收益或虧損，惟交易應收款項除外，相應調整乃透過虧損撥備賬確認。

終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或將金融資產所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉移亦未保留擁之絕大部分風險及回報，並繼續控制已轉移資產，則本集團確認其於資產之保留權益及可能需支付之相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部分風險及回報，則本集團繼續確認金融資產，亦就所收取款項確認為已抵押借貸。

於按攤銷成本計量終止確認一項金融資產時，該項資產之賬面值與已收及應收代價之和的差額將在損益表內確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amounts due to joint ventures, lease liabilities and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provision for environmental restoration

The Group is required to incur costs for environment restoration after the quarry has been excavated. Provision for restoration costs were recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provision is measured at the best estimate of the consideration required to settle the present obligation at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Such provision is measured based on the present value of future cash outflows expected to be incurred to settle the obligation (where the effect is material). The limestone excavated from the quarry is used for the production of cement. Thus, the related cost for environmental restoration is recognised as cost of sales.

3. 綜合財務報表的編製基礎和重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及權益工具

分類為債務或權益

由集團實體發行之債務及權益工具根據合約安排之內容及金融負債與權益工具之釋義分類為金融負債或權益。

權益工具

權益工具指證明實體於扣除其所有負債後之資產剩餘權益之任何合約。本公司發行之權益工具按已收取所得款項扣除直接發行成本列賬。

按攤餘成本計算之金融負債

金融負債(包括交易及其他應付款項、應付一間合營企業款項、租賃負債以及銀行信貸)其後採用實際利率法按攤銷成本計量。

終止確認

當且僅當本集團責任已被解除、註銷或屆滿時，本集團方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

環境恢復撥備

本集團須承擔採礦後之環境恢復成本。倘本集團目前因過往事件而須承擔現有債務，且本集團可能須清償該債務，則確認恢復成本撥備。撥備經考慮債務所附風險及不確定因素後，按於各報告期間結算日為清償當前債務須支付代價之最佳估計計量。有關撥備按預期清償債務所產生之未來現金流出現值計量(倘影響屬重大)。自礦場挖掘之石灰石用於水泥生產。因此，環境恢復之相關成本確認為銷售成本。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year.

Provision of ECL for trade receivables in concrete segment

In 2021, with the PRC government's tightening the property market regulation, the property developers who were the indirect and ultimate customers of the Group's concrete segment faced massive debt and cash flow issues. As at 31 December 2021, the trade receivables in concrete segment was approximately RMB122,886,000 (2020: RMB328,177,000), net of allowance amounting to RMB195,827,000 (2020: RMB189,829,000) and out of these trade receivables of approximately RMB5,500,000 (2020: RMB45,207,000) were past due.

The trade receivables that are credit-impaired are assessed for ECL individually. In addition, the Group uses practical expedient in estimating ECL on trade receivables in concrete segment which are not assessed individually using a provision matrix. The provision rates are based on ageing of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable and available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. The information about the ECL and the Group's trade receivables are disclosed in notes 41(b) and 24, respectively.

4. 估計不確定因素之主要來源

以下為有關日後之主要假設，及於報告期末具有引致下個財政年度資產及負債賬面值大幅調整之重大風險之估計不確定因素其他主要來源。

混凝土業務交易應收款項預期信貸虧損撥備

於二零二一年，隨著中國政府逐漸收緊對房地產市場的監管，作為本集團混凝土分部間接最終客戶的房地產開發商面臨大量債務及現金流問題。於二零二一年十二月三十一日，混凝土分部交易應收款項扣除人民幣195,827,000元（二零二零年：人民幣189,829,000元）準備後約為人民幣122,886,000元（二零二零年：人民幣328,177,000元），其中交易應收款項約人民幣5,500,000元（二零二零年：人民幣45,207,000元）已逾期。

本集團透過使用撥備矩陣計算交易應收款項的預期信貸虧損。撥備率乃根據債務人賬齡／其他具有共同風險特徵的不同債務人組別計量。撥備矩陣乃根據本集團之歷史違約率，並考慮合理支靠之前瞻性資料，減少花費不必要之成本及工作。於每個報告期，可觀察之歷史違約率會重新評估，並考慮前瞻性資料之變動。此外，具有重大結餘之交易應收款項及專項信貸風險將個別評估預期信貸虧損。有關預期信貸虧損及本集團應收款項之資料分別於附註41(b)及24披露。

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At a point in time recognition:	某一時間點確認		
– Sales of cement products and related products	– 銷售水泥產品及相關產品	11,427,735	10,242,944
– Sales of concrete	– 銷售混凝土	328,173	580,809
		11,755,908	10,823,753

(ii) Performance obligations for contracts with customers

Sales of cement products and related products and concrete (revenue recognised at one point in time)

The Group sells cement products and related products and concrete directly to customers (including distributors).

Revenue is recognised when control of the goods has transferred, i.e. when the goods have been transferred out from the Group's warehouse (delivery). After leaving the warehouse, the customers and distributors have full discretion over the manner of distribution and price to sell the goods, have the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 180 days for cement customers and 180 to 365 days for concrete customers upon delivery.

A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration from the customer.

5. 收益

(i) 來自客戶合約之收益分拆

(ii) 客戶合約之履約責任

銷售水泥產品及相關產品(收益於某一時間點確認)

本集團向客戶及分銷商銷售水泥產品及相關產品以及混凝土。

當貨品之控制權已轉讓，即當貨品已交付至客戶及經銷商指定之地點(交付)時確認收益。於交付後，客戶及經銷商可全權酌情決定發貨方式及貨品售價，並承擔轉售貨品之主要責任及貨品報廢及損失之風險。於控制權轉移後，水泥客戶之信貸期一般為30至180日，而混凝土客戶之信貸期一般為180至365日。

合約負債指本集團因已自客戶收取代價而須向客戶轉讓貨品之責任。

5. REVENUE (CONTINUED)

(iii) Transaction price allocated to the remaining performance obligation for contract with customers

All performance obligations for sale of cement products, concrete and related products are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. OPERATING SEGMENTS

Internal reports that are regularly reviewed by the chief executive officer, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and the assessment of segment performance focus on the revenue and operating results of the cement business and the concrete business, respectively. They are considered as the operating and reportable segments of the Group under IFRS 8. Information relating to assets and liabilities in each segment is not included in the internal reports regularly reviewed by the CODM.

The cement business segment and the concrete business segment both include a number of operations in various cities within PRC each of which is considered as a separate operating segment of the CODM. For financial statements presentation purpose, these individual operating segments have been aggregated into the cement business segment or the concrete business segment by taking into account the following factors:

- these operating segments have similar long-term gross profit margins;
- the nature of the products and production processes are similar; and
- the methods used to distribute the products to the customers are the same.

5. 收益(續)

(iii) 分配至客戶合約餘下履約責任之交易價

銷售水泥產品、混凝土及相關產品之所有履約責任均為期一年或以下。誠如國際財務報告準則第15號所允許，並無披露分配至該等未完成合約之交易價。

6. 分部資料

行政總裁(即主要營運決策者)(「主要營運決策者」)就分配資源及評估分部表現而定期審閱之內部報告分別集中於水泥業務及混凝土業務之收益及經營業績。根據國際財務報告準則第8號，其被視為本集團經營分部及呈報分部。有關各分部資產及負債之資料並不計入主要營運決策者定期審閱之內部報告內。

水泥業務分部及混凝土業務分部均包括於中國境內不同城市的多個業務營運，各自被視為主要營運決策者的獨立營運分部。為呈列財務報表之目的，該等獨立營運分部經考慮下列因素後合計為水泥業務分部或混凝土業務分部：

- 該等營運分部具有相若的長期純利率；
- 產品性質及生產過程相若；及
- 向客戶分銷產品之方法相同。

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6. OPERATING SEGMENTS (CONTINUED)

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 December 2021

		Cement business 水泥業務 RMB'000 人民幣千元	Concrete business 混凝土業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Elimination 撇銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Revenue	收益					
External sales	對外銷售	11,427,735	328,173	11,755,908	-	11,755,908
Inter-segment sales	分部間銷售	120,097	-	120,097	(120,097)	-
Total	總計	11,547,832	328,173	11,876,005	(120,097)	11,755,908
Segment result	分部業績	2,715,694	(34,367)	2,681,327	-	2,681,327
Unallocated income	未分配收入					44,015
Central administration costs, directors' salaries and other unallocated expenses	中央行政成本、 董事薪金及其他 未分配開支					(102,667)
Share of profits of joint ventures	應佔合營企業溢利					10,097
Share of losses of associates	應佔聯營公司虧損					(16,086)
Finance costs	融資成本					(51,915)
Profit before tax	除稅前溢利					2,564,771

6. 分部資料(續)

本集團按呈報分部劃分之收益及業績分析如下：

截至二零二一年十二月三十一日止年度

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Cement business 水泥業務 RMB'000 人民幣千元	Concrete business 混凝土業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Elimination 撇銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Revenue	收益					
External sales	對外銷售	10,242,944	580,809	10,823,753	-	10,823,753
Inter-segment sales	分部間銷售	169,572	3	169,575	(169,575)	-
Total	總計	10,412,516	580,812	10,993,328	(169,575)	10,823,753
Segment result	分部業績	3,795,747	(38,693)	3,757,054	-	3,757,054
Unallocated income	未分配收入					112,684
Central administration costs, directors' salaries and other unallocated expenses	中央行政成本、 董事薪金及其他 未分配開支					(51,101)
Share of profits of joint ventures	應佔合營企業溢利					10,196
Share of losses of associates	應佔聯營公司虧損					(6,138)
Finance costs	融資成本					(135,934)
Profit before tax	除稅前溢利					3,686,761

6. OPERATING SEGMENTS (CONTINUED)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment result represents profit or loss earned by each segment without allocation of certain income, central administration costs, directors' salaries, other unallocated expenses, share of profit or loss of joint ventures and associates and finance costs. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

Inter-segment sales were charged at market price or where no market price was available at cost plus a percentage of profit mark-up.

Other segment information

6. 分部資料(續)

呈報分部之會計政策與本集團於附註3所述會計政策相同。分部業績指各分部賺取之收益或虧損，惟未計及就分配部分其他收入、其他收益及虧損、中央行政開支、董事薪金及其他未分配開支、應佔合營企業及聯營公司溢利以及融資成本作出之分配。此乃就資源分配及表現評估向主要營運決策者報告之計量方式。

分部間銷售按市價或(倘無市價)按成本加溢利標價加成率收取。

其他分部資料

	Cement business 水泥業務 RMB'000 人民幣千元	Concrete business 混凝土業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元	
2021					
Amounts included in the measure of segment profit or loss:	二零二一年計量分部損益時包括在內之金額：				
Interest income on bank deposits	銀行存款利息收入	(96,941)	(2,558)	(21,867)	(121,366)
Interest income on USD Notes	美元票據利息收入	-	-	(19,851)	(19,851)
Government grants	政府補助	(20,458)	(114)	-	(20,572)
Depreciation and amortisation	折舊及攤銷	883,551	11,084	6,495	901,130
Loss on disposal/write-off of property, plant and equipment	出售/撇銷物業、機器及設備之虧損	19,615	793	191	20,599
Loss on disposal of quarry	礦山處置損失	15,544	-	-	15,544
Loss on the idle leasehold land recovered by the government	政府收回閒置租賃土地的損失	27,293	-	-	27,293
Allowance for credit losses on trade and other receivables, net	信貸損失備抵淨額	124,162	6,001	85	130,248
Exchange loss, net	匯兌虧損淨額	194	-	3,429	3,623
Amounts that regularly provided to CODM:	定期向主要營運決策者提供之金額：				
Additions to non-current assets (note)	添置非流動資產(附註)	353,858	5,475	3,690	363,023

6. OPERATING SEGMENT (CONTINUED)

Other segment information (continued)

6. 分部資料(續)

其他分部資料(續)

	Cement business 水泥業務 RMB'000 人民幣千元	Concrete business 混凝土業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
2020				
Amounts included in the measure of segment profit or loss:	二零二零年			
	計量分部損益時包括			
	在內之金額：			
Interest income on bank deposits	銀行存款利息收入	(64,339)	(1,813)	(110,347)
Interest income on advance to a joint venture	合營企業利息收入	(235)	-	(235)
Interest income on USD Notes	美元票據利息收入	-	-	(3,712)
Government grants	政府補助	(84,356)	(105)	(148)
Depreciation and amortisation	折舊及攤銷	886,906	13,424	6,271
Loss (gain) on disposal/write-off of property, plant and equipment	出售/撇銷物業、機器及設備之虧損(收益)	34,790	497	(57)
Gain on disposal of a leasehold land	處置租賃土地的收益	(13,066)	-	-
Allowance for credit losses on trade and other receivables, net	信貸損失備抵淨額	18,394	97,099	(262)
Exchange loss, net	匯兌虧損淨額	972	-	6,047
Amounts that regularly provided to CODM:	定期向主要營運決策者			
	提供之金額：			
Additions to non-current assets (note)	添置非流動資產(附註)	463,724	13,410	42,712

Note: Additions to non-current assets mainly include property, plant and equipment, quarry, investment properties, intangible assets and right-of-use assets.

附註：非流動資產包括物業、機器及設備、礦場、投資物業、無形資產及使用權資產。

Geographical Information

The Group's revenue by location of customers is principally derived from the PRC. The Group's non-current assets (property, plant and equipment, quarry, goodwill, investment properties, intangible assets, interests in joint ventures, interests in associates and right-of-use assets) are principally located in PRC.

地區資料

本集團按客戶所在地劃分之收益主要來自中國。本集團之非流動資產(包括物業、機器及設備、礦場、投資物業、商譽、無形資產、合營企業利息收入、聯營企業利息收入及使用權資產)位於中國。

Information about major customers

No customer contributed over 10% of the total sales of the Group for both years.

有關主要客戶之資料

於兩個年度內，概無客戶貢獻本集團銷售總額超過10%。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

7. OTHER INCOME

7. 其他收入

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Government grants income (note 42)	政府補助收入(附註42)	20,572	84,609
Interest income on bank deposits	銀行存款利息收入	121,366	176,499
Interest income on USD Notes (defined in note 28)	美元票據利息收入 (定義見附註28)	19,851	3,712
Sales of scrap materials	銷售廢料	7,152	3,943
Transportation fee income	運輸收入	1,779	2,194
Rental income, net of outgoings (note)	租金收入，扣除支出(附註)	3,148	3,066
Interest income on advance to a joint venture	合營企業利息收入	-	235
		173,868	274,258

Note: The direct operating expenses incurred for generating rental income amounted to approximately RMB2,218,000 (2020: RMB1,861,000).

附註：產生收入引致之直接經營開支約為人民幣2,218,000元(二零二零年：人民幣1,861,000元)。

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Exchange losses, net	匯兌虧損淨值	(3,623)	(7,019)
Losses on disposal/write-off of property, plant and equipment	出售/撇銷物業、 機器及設備虧損	(20,599)	(35,230)
Loss on disposal of quarry	採礦權處置損失	(15,544)	-
Loss on idle land recovered by the government, net (note 22)	政府收回閒置土地損失 淨額(附註22)	(27,293)	-
Gain on disposal of right-of-use asset	處置使用權資產收益	-	13,066
Gains on fair value change on investment properties (note 17)	投資物業公平值收益 (附註17)	6,845	2,180
Gain on fair value change on financial assets at FVTPL	以公平值計量金融資產 變動收益	1,462	-
Government penalties and related surcharge (note)	政府罰款及相關附加費 (附註)	(226,395)	-
Impairment loss on investment in an associate	對聯營公司投資的減值 損失	(53,340)	-
		(338,487)	(27,003)

Note: During the year ended 31 December 2021, various PRC government competent authorities have conducted various independent investigation in relation to environmental protection, production process and labour safety in various subsidiaries of the Group, which resulted approximately of RMB226,395,000 penalties for regulation violation and related surcharges. After seeking the legal advice, the Company considered that all investigations were completed and no investigation was yet to be finalised up to the date of this report.

附註：截至二零二一年十二月三十一日止年度，多個中國政府主管部門就本集團各附屬公司之環境保護、生產流程及用工安全進行多項獨立調查，導致違反法規及相關附加費處罰約人民幣226,395,000元。於尋求法律意見後，本公司認為直至本報告日期，所有調查均已完成，並無尚未完結之調查。

9. FINANCE COSTS

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Interest on bank borrowings	銀行借貸利息	46,954	129,398
Interest on lease liabilities	租賃負債利息	4,961	6,536
		51,915	135,934

9. 融資成本

10. INCOME TAX EXPENSE

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current tax:	即期稅項：		
– PRC enterprise income tax (“EIT”)	– 中國企業所得稅 (「企業所得稅」)	702,949	852,178
Withholding tax paid (note 33)	已付預扣稅(附註33)	43,814	125,928
Under-provision in prior years in respect of PRC EIT	過往年度撥備不足	45,761	9,974
Deferred tax (note 33)	遞延稅項(附註33)	(49,056)	(51,728)
		743,468	936,352

10. 所得稅開支

The Company is not subject to income tax in the Cayman Islands or any other jurisdiction.

Neither provision for Hong Kong Profits Tax nor Singapore income tax has been made in the consolidated statement of profit or loss and other comprehensive income as the Group had no assessable profit arising in these jurisdictions for both years.

During the year ended 31 December 2021 and 2020, pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC, the applicable tax rate of PRC subsidiaries is 25%, except for certain subsidiaries entitled to different preferential tax rates.

Pursuant to “The Notice on Tax Policy Issues In Relation to further Implementation of the western development strategy” (State Administration of Taxation Caishui [2011] no. 58), Sichuan Yadong Cement Co., Ltd. (“Sichuan Yadong”), Sichuan Lanfeng Cement Co., Ltd. (“Sichuan Lanfeng”) and Sichuan Ya Li Transportation Co., Ltd. were granted a tax concession to pay corporate income tax at a preferential rate of 15% (2020: 15%) in 2021.

本公司毋須繳納開曼群島或任何其他司法權區所得稅。

由於本集團於兩個年度均無在香港及新加坡產生應課稅溢利，故並無於綜合損益及其他全面收益表內就香港利得稅及新加坡所得稅作出撥備。

截至二零二一年十二月三十一日和二零二零年十二月三十一日止年度，根據《中華人民共和國企業所得稅法》及《中華人民共和國企業所得稅法實施條例》，中國附屬公司適用稅率為25%，惟若干附屬公司享有不同優惠稅率。

根據《關於深入實施西部大開發戰略有關稅收政策問題的通知》(國家稅務總局財稅[2011] 58號)，四川亞東水泥有限公司(「四川亞東」)、四川蘭豐水泥有限公司(「四川蘭豐」)及四川亞利運輸有限公司獲授予稅務優惠，於二零二一年按照15%(二零二零年：15%)之優惠稅率支付企業所得稅。

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10. INCOME TAX EXPENSE (CONTINUED)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 所得稅開支(續)

年內所得稅開支與綜合損益及其他全面收益表所示除稅前溢利之對賬如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	2,564,771	3,686,761
Tax at the PRC EIT rate of 25% (2020: 25%)	按中國企業所得稅稅率25% (二零二零年：25%) 計算之稅項	641,193	921,690
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	139,307	33,074
Tax effect of share of profits of joint ventures	應佔合營企業溢利之稅務影響	(2,524)	(2,549)
Tax effect of share of losses of associates	應佔聯營公司溢利之稅務影響	4,021	1,535
Effect of tax concessions granted to PRC subsidiaries	中國附屬公司享有稅項 優惠之影響	(83,554)	(126,926)
Under-provision in prior years	過往年度撥備不足	45,761	9,974
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	424	419
Utilisation of tax losses previously not recognised	動用先前未予確認之稅項虧損	(1,069)	(4,207)
Recognition of deductible temporary difference previously not recognised	確認先前未予確認之可抵扣 暫時性差異	(60,778)	-
Deferred tax on undistributed earnings of PRC subsidiaries	中國附屬公司未分派盈利 之遞延稅項	16,873	(22,586)
Withholding tax paid	已繳預扣稅	43,814	125,928
Income tax expense for the year	年內所得稅開支	743,468	936,352

Details of movements in deferred tax have been set out in note 33.

遞延稅項變動詳情載於附註33。

11. PROFIT FOR THE YEAR

11. 年內溢利

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit for the year has been arrived at after charging:	年內溢利經扣除下列各項：		
Depreciation and amortisation	折舊及攤銷		
– Property, plant and equipment (note 15)	– 物業、機器及設備 (附註15)	790,434	794,323
– Quarry (note 16)	– 礦場(附註16)	70,486	71,087
– Intangible assets (note 19)	– 其他無形資產(附註19)	1,631	1,708
– Right-of-use assets (note 22)	– 使用權資產(附註22)	38,579	38,943
Total depreciation and amortisation	折舊及攤銷總額	901,130	906,061
Less: Capitalised in inventories	減：存貨資本化	(749,214)	(664,740)
		151,916	241,321
Staff costs, including directors' remuneration (note 12(a))	僱員成本，包括董事酬金 (附註12(a))		
Salaries and other benefits	薪金及其他福利	561,170	543,917
Retirement benefits scheme contributions	退休福利計劃供款	36,145	4,446
Total staff costs	僱員成本總額	597,315	548,363
Less: Capitalised in inventories	減：存貨資本化	(468,951)	(388,842)
		128,364	159,521
Auditors' remuneration	核數師酬金	5,600	5,420
Cost of inventories recognised as expenses (including the provision of environmental restoration of RMB13,684,000 (2020: RMB1,427,000))	確認為開支之存貨成本 (含環境恢復撥備 人民幣13,684,000元 (二零二零年： 人民幣1,427,000元))	8,075,943	6,304,971

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

The emoluments paid or payable to the directors and chief executive are as follows:

Year ended 31 December 2021

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		薪金及袍金	薪金及其他福利	退休福利計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Chief executive and executive director	行政總裁及執行董事				
Dr. Wu Chung-lih	吳中立博士	211	1,787	-	1,998
Executive directors	執行董事				
Mr. Hsu, Shu-ping	徐旭平先生	199	-	-	199
Mr. Chang, Tsai-hsiung	張才雄先生	199	-	-	199
Mr. Chang, Chen-kuen	張振崑先生	199	1,317	-	1,516
Mr. Lin, Seng-chang	林昇章先生	199	701	-	900
Ms. Wu Ling-ling	吳玲綾女士	211	-	-	211
Non-executive director	非執行董事				
Mr. Hsu, Shu-tong	徐旭東先生	249	138	-	387
Independent Non-executive directors	獨立非執行董事				
Mr. Tsim, Tak-lung Dominic	詹德隆先生	249	-	-	249
Mr. Wang Wei	王偉先生	249	-	-	249
Mr. Lee Kao-chao	李高朝先生	249	-	-	249
Dr. Wang Kuo-ming	王國明博士	249	-	-	249
		2,463	3,943	-	6,406

12. 董事及僱員酬金

(a) 董事酬金

已付或應付董事及行政總裁之酬金如下：

截至二零二一年十二月三十一日止年度

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(a) Directors' and chief executive's emoluments (continued)

Year ended 31 December 2020

12. 董事及僱員酬金(續)

(a) 董事酬金(續)

截至二零二零年十二月三十一日止年度

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		袍金 RMB'000 人民幣千元	薪金及 其他福利 RMB'000 人民幣千元	退休福利 計劃供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Chief executive and executive director	行政總裁及執行董事				
Dr. Wu Chung-lih	吳中立博士	225	1,692	–	1,917
Executive directors	執行董事				
Mr. Hsu, Shu-ping	徐旭平先生	213	–	–	213
Mr. Chang, Tsai-hsiung	張才雄先生	213	–	–	213
Mr. Chang, Chen-kuen	張振崑先生	213	1,265	–	1,478
Mr. Lin, Seng-chang	林昇章先生	213	974	–	1,187
Ms. Wu Ling-ling	吳玲綾女士	225	–	–	225
Non-executive director	非執行董事				
Mr. Hsu, Shu-tong	徐旭東先生	267	138	–	405
Independent Non-executive directors	獨立非執行董事				
Mr. Tsim, Tak-lung Dominic	詹德隆先生	267	–	–	267
Mr. Wang Wei	王偉先生	267	–	–	267
Mr. Lee Kao-chao	李高朝先生	267	–	–	267
Dr. Wang Kuo-ming	王國明博士	267	–	–	267
		2,637	4,069	–	6,706

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

上文所示之執行董事酬金主要用於與本公司及本集團事務管理之服務。

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上文所示之非執行董事酬金主要與擔任本公司或其附屬公司董事之服務有關。

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

上文所示之獨立非執行董事酬金主要與擔任於本公司董事之服務有關。

Mr. Wu, Chung-lih is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

吳中立博士亦為本公司行政總裁，上文披露之酬金包括彼任職行政總裁所提供服務之酬金。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

年內並無安排董事或行政總裁放棄或同意放棄任何酬金。

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(b) Employees' emoluments

The five highest paid employees of the Group during the year included two directors (2020: three directors), details of whose remuneration are set out in note (a) above. Details of the remuneration for the year of the remaining three (2020: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries and other benefits	退休福利計劃供款	4,193	2,797

Their emoluments were within the following bands:

彼等之酬金介乎以下範圍：

		2021 二零二一年	2020 二零二零年
HK\$1,000,001 – HK\$2,000,000	1,000,001港元–2,000,000港元	2	1
HK\$2,000,001 – HK\$2,500,000	2,000,001港元–2,500,000港元	1	1

No emoluments were paid by the Group to the directors of the Company and the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

年內，本集團並無向本集團五名最高薪人士中之本公司董事支付酬金，以吸引彼等加入本集團或作為加入獎金或離職補償。

12. 董事及僱員酬金(續)

(b) 僱員酬金

於本集團五名最高薪人士中，有二名(二零二零年：三名)為本公司董事，彼之酬金於上文附註(a)披露。餘下三名(二零二零年：兩名)人士之酬金如下：

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

13. DIVIDENDS

13. 股息

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Dividends for ordinary shareholders of the Company recognised as distributions during the year: 2020 Final, paid – RMB51.1 cents (2020: 2019 Final, paid – RMB50 cents) per share	年內確認為分派本公司普通股股東之股息： 二零二零年已派末期股息每股人民幣51.1分 (二零二零年：二零一九年末期股息人民幣50分)	800,661	783,426

A final dividend for the year ended 31 December 2021 of RMB45 cents per share (2020: RMB51.1 cents per share) amounting to approximately RMB705,083,000 (2020: RMB800,661,000) has been proposed by the directors of the Company after the end of the reporting period. The proposed final dividend for the current year is subject to the approval of the Company's shareholders at the forthcoming general meeting.

董事會於報告期間結算日後建議派付截至二零二一年十二月三十一日止年度末期股息每股人民幣45分(二零二零年：每股人民幣51.1分)，合共約人民幣705,083,000元(二零二零年：人民幣800,661,000元)。本年度擬派末期股息須獲本公司股東於應屆股東週年大會批准，方可作實。

14. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

14. 每股盈利

本公司擁有人應佔每股基本盈利按下列資料計算：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Earnings Earnings for the purposes of basic earnings per share (profit for the year attributable to owners of the Company)	盈利 計算每股基本盈利之盈利 (本公司擁有人應佔年內溢利)	1,768,307	2,668,708
		'000 千股	'000 千股
Number of shares Weighted average number of ordinary shares for the purpose of basic earnings per share	股數 計算每股基本盈利之普通股加權平均股數	1,566,851	1,566,851

No diluted earnings per share is presented as the Company did not have any dilutive shares in issue during both years.

由於本公司於兩個年度均為未有已發行攤薄股份，並未呈列每股攤薄盈利。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、機器及設備

		Buildings and structures	Plant and machinery	Furniture, fixtures and office equipment	Trucks, loaders and motor vehicles	Leasehold improvement	Construction in progress	Total
		樓宇	廠房及機器	傢具、裝置及辦公設備	貨車、裝載機及汽車	租賃物業裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本							
At 1 January 2020	於二零二零年一月一日	4,279,247	12,039,800	361,547	330,644	531	50,440	17,062,209
Additions	添置	826	2,063	3,625	2,918	-	339,439	348,871
Transfer	轉撥	78,494	179,830	27,982	20,209	-	(306,515)	-
Disposals/write-off	出售/撇銷	(31,058)	(148,622)	(15,201)	(39,403)	-	-	(234,284)
At 31 December 2020	於二零二零年十二月三十一日	4,327,509	12,073,071	377,953	314,368	531	83,364	17,176,796
Additions	添置	1,450	251	800	2,895	-	276,309	281,705
Transfer	轉撥	208	201,401	46,228	8,258	-	(256,095)	-
Transfer to quarry	轉撥至礦場	-	-	-	-	-	(13,384)	(13,384)
Disposals/write-off	出售/撇銷	(13,055)	(60,139)	(23,911)	(25,776)	-	-	(122,881)
At 31 December 2021	於二零二一年十二月三十一日	4,316,112	12,214,584	401,070	299,745	531	90,194	17,322,236
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累積折舊及減值							
At 1 January 2020	於二零二零年一月一日	1,241,650	7,268,774	287,041	187,288	284	-	8,985,037
Provided for the year	年內撥備	126,320	631,845	14,496	21,615	47	-	794,323
Eliminated on disposals/write-off	出售/撇銷時對銷	(20,778)	(120,789)	(13,758)	(33,819)	-	-	(189,144)
At 31 December 2020	於二零二零年十二月三十一日	1,347,192	7,779,830	287,779	175,084	331	-	9,590,216
Provided for the year	年內撥備	126,104	620,992	18,838	24,486	14	-	790,434
Eliminated on disposals/write-off	出售/撇銷時對銷	(7,542)	(46,922)	(21,508)	(23,197)	-	-	(99,169)
At 31 December 2021	於二零二一年十二月三十一日	1,465,754	8,353,900	285,109	176,373	345	-	10,281,481
CARRYING VALUES	賬面值							
At 31 December 2021	於二零二一年十二月三十一日	2,850,358	3,860,684	115,961	123,372	186	90,194	7,040,755
At 31 December 2020	於二零二零年十二月三十一日	2,980,317	4,293,241	90,174	139,284	200	83,364	7,586,580

Buildings are located in the PRC on medium term leasehold land.

該等樓宇均位於中國之中期租賃土地。

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis with the following useful lives:

以上物業、機器及設備項目(在建工程除外)按直線法以下列可使用年期計算折舊：

Buildings and structures	20–40 years
Plant and machinery	10–20 years
Furniture, fixtures and office equipment	5–15 years
Trucks, loaders and motor vehicles	5–15 years
Leasehold improvement	Over the shorter of term of the relevant leases or 5 years

樓宇	20至40年
廠房及機器	10至20年
傢具、裝置及辦公設備	5至15年
貨車、裝載機及汽車	5至15年
租賃物業裝修	於有關租期或5年之較短者

16. QUARRY

16. 礦場

		RMB'000 人民幣千元
COST	成本	
At 1 January 2020	於二零二零年一月一日	1,376,474
Additions	添置	105,900
At 31 December 2020	於二零二零年十二月三十一日	1,482,374
Additions	添置	14,745
Transfer from property, plant and equipment	物業、廠房和設備的轉讓	13,384
Disposal	處置	(16,875)
At 31 December 2021	於二零二一年十二月三十一日	1,493,628
AMORTISATION	攤銷	
At 1 January 2020	於二零二零年一月一日	411,713
Provided for the year	年內撥備	71,087
At 31 December 2020	於二零二零年十二月三十一日	482,800
Provided for the year	年內撥備	70,486
Disposal	處置	(1,331)
At 31 December 2021	於二零二一年十二月三十一日	551,955
CARRYING VALUES	賬面值	
At 31 December 2021	於二零二一年十二月三十一日	941,673
At 31 December 2020	於二零二零年十二月三十一日	999,574

Quarry is amortised over the shorter of the estimated useful life or the period of excavation permit of the quarry. Quarry is amortised on a straight-line basis over 5 to 30 years.

礦場於估計可使用年期或礦場採礦許可證有效期之較短期間內攤銷，礦場按直綫法攤銷5至30年。

17. INVESTMENT PROPERTIES

17. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公平值	
At 1 January 2020	於二零二零年一月一日	82,420
Additions (note)	增加(附註)	38,647
Increase in fair value recognised in profit or loss	於損益中確認公平值增加	2,180
At 31 December 2020	於二零二零年十二月三十一日	123,247
Additions (note)	增加(附註)	2,194
Increase in fair value recognised in profit or loss	於損益中確認公平值增加	6,845
At 31 December 2021	於二零二一年十二月三十一日	132,286

Note: During the year ended 31 December 2021 and 2020, the Group's PRC subsidiary obtained properties from their trade customers as full settlement of their trade balances and these properties were recognised as investment properties at their market value when the Group completed the property registration process.

附註：於截至二零二一年十二月三十一日及二零二零年十二月三十一日止年度，本集團中國附屬公司從其客戶取得一項物業結清其應收款項，這些資產按其市值確認為投資物業，本集團已完成物業登記程序。

The investment properties are held under medium-term leases in PRC and are rented out under operating leases.

投資物業於中國以中期租賃持有，並以經營租賃出租。

The fair value of the Group's investment properties at 31 December 2021 have been arrived at on the basis of a valuation carried out on that date by Dehenham Tie Leung Real Estate Appraiser Office ("DTZ") (2020: DTZ), an independent qualified professional valuer not connected with the Group.

本集團於二零二一年十二月三十一日投資物業之公平值按戴德梁行物業評估師事務所(「戴德梁行」)進行估值日期之基準計算(二零二零年：戴德梁行)。戴德梁行是一家與本集團無關連之獨立合資格專業估值師。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於估計物業公平值時，物業之最高及最佳用途為其目前用途。

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17. INVESTMENT PROPERTIES (CONTINUED)

17. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況報表中 本集團持有之投資物業	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation technique 估值方法及 主要輸入數據	Significant unobservable input(s) 重大不可觀察 輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入 數據與公平值之關係
Commercial property units located in Sichuan 位於四川之商業物業	17,790	14,800	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB16,079 (2020: RMB15,871) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣16,079元（二零二零年：人民幣15,871元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase, and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property units located in Sichuan 位於四川之商業物業	22,910	18,080	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB18,824 (2020: RMB14,856) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣18,824元（二零二零年：人民幣14,856元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase, and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property units located in Sichuan 位於四川之商業物業	5,281	5,073	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB20,102 (2020: RMB19,310) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣20,102元（二零二零年：人民幣19,310元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase, and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。

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17. INVESTMENT PROPERTIES (CONTINUED)

17. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況報表中 本集團持有之投資物業	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation technique 估值方法及 主要輸入數據	Significant unobservable input(s) 重大不可觀察 輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入 數據與公平值之關係
Commercial property units located in Sichuan 位於四川之商業物業	11,940	12,422	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of RMB10,696 (2020: RMB11,128) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣10,696元（二零二零年：人民幣11,128元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase, and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property units located in Sichuan 位於四川之商業物業	12,060	12,540	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property of RMB19,793 (2020: RMB20,582) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣19,793元（二零二零年：人民幣20,582元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property units located in Sichuan 位於四川之商業物業	2,010	2,349	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property of RMB9,079 (2020: RMB10,610) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣9,079元（二零二零年：人民幣10,610元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。

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17. INVESTMENT PROPERTIES (CONTINUED)

17. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況報表中 本集團持有之投資物業	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation technique 估值方法及 主要輸入數據	Significant unobservable input(s) 重大不可觀察 輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入 數據與公平值之關係
Commercial property units located in Sichuan 位於四川之商業物業	3,460	3,467	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property of RMB12,323 (2020: RMB12,348) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣12,323元（二零二零年：人民幣12,348元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property units located in Wuhan 位於武漢之商業物業	15,255	15,416	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property of RMB17,472 (2020: RMB17,657) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣17,472元（二零二零年：人民幣17,657元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。
Commercial property unit located in Shanghai 位於上海之商業物業	41,580	39,100	Level 3 第三級	Direct comparison approach 直接比較法	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property of RMB144,807 (2020: RMB136,180) per square meter on saleable floor area basis. 單位銷售率，經計入可資比較物業與該物業之間之時間、位置以及個別因素，例如門面及規模，按可銷售實用面積每平方米人民幣144,807元（二零二零年：人民幣136,180元）之基準計算。	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment property by the same percentage increase and vice versa. 使用之單位銷售率增加使按同等百分比增加之投資物業公平值增加，反之亦然。

There were no transfers into or out of Level 3 during the year.

上述物業年內沒有轉入或轉出第三級。

18. GOODWILL

18. 商譽

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
COST	成本		
At 1 January and 31 December	於一月一日及十二月三十一日	693,000	693,000
IMPAIRMENT	資產減值		
At 1 January and 31 December	於一月一日及十二月三十一日	(138,759)	(138,759)
CARRYING VALUES	賬面值		
At 31 December	於十二月三十一日	554,241	554,241

For the purpose of impairment testing, goodwill has been allocated to the Group's subsidiary which constitute a CGU. The carrying amount of goodwill allocated to the CGU is as follows:

為進行減值測試，商譽已獲分配至個別附屬公司，附屬公司各自構成一個現金產生單位（「現金產生單位」）。該等現金產生單位獲分配之商譽賬面值如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Sichuan Lanfeng	四川蘭豐	554,241	554,241

The recoverable amount of the CGU has been determined based on a value in use calculation.

該等現金產生單位之可收回金額已根據使用價值運算法予以確定。

The calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period (2020: 5-year period) and discount rate of 11.4% per annum (2020: 10.6%). Zero growth rate is extrapolated for the cash flows of the CGU beyond the 5-year period (2020: 5-year period). This growth rate is based on the cement industry growth forecasts and the production quota adopted by the government.

該運算法採用管理層批准涵蓋5年期間（二零二零年：5年期間）之財政預算作出之現金流量預測及按貼現率每年11.4%（二零二零年：10.6%）計算。超出該5年期間（二零二零年：5年期間）之現金流量採用穩定增長率每年0%推斷。此增長率根據水泥業增長預測計算，且不超過水泥業之平均長期增長率。

Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and budgeted costs. Such estimation is based on the CGU's past performance and management's expectations for the market development.

其他使用價值運算法之主要假設與包括預算銷售及預算成本之現金流入／流出估計有關。該項估計根據現金產生單位過往表現及管理層對市場發展之預期作出。

During the year ended 31 December 2021 and 2020, management of the Group determines that there is no impairment on the CGU. The directors of the Company believe that any reasonably possible change in any of these assumptions would not cause the carrying amount of CGU's to exceed its recoverable amount.

截至二零二零年十二月三十一日及二零二零年十二月三十一日止年度，本集團管理層確定現金產生單位無減值。董事相信，任何此等假設之任何合理可能變動將不會導致現金產生單位賬面值超出其可收回金額。

19. INTANGIBLE ASSETS

19. 其他無形資產

		Software 軟件 RMB'000 人民幣千元
COST	成本	
At 1 January 2020	於二零二零年一月一日	38,357
Additions	添置	2,959
Write-off	出售	(40)
At 31 December 2020	於二零二零年十二月三十一日	41,276
Additions	添置	1,187
Write-off	出售	(751)
At 31 December 2021	於二零二一年十二月三十一日	41,712
ACCUMULATED AMORTISATION	累計攤銷	
At 1 January 2020	於二零二零年一月一日	34,786
Provided for the year	年內撥備	1,708
Write-off	出售	(40)
At 31 December 2020	於二零二零年十二月三十一日	36,454
Provided for the year	年內撥備	1,631
Write-off	出售	(751)
At 31 December 2021	於二零二一年十二月三十一日	37,334
CARRYING VALUES	賬面值	
At 31 December 2021	於二零二一年十二月三十一日	4,378
At 31 December 2020	於二零二零年十二月三十一日	4,822

The software is amortised on a straight-line basis over 5 years.

該軟件按直線法在5年內攤銷。

20. INTERESTS IN JOINT VENTURES

20. 於合營企業之權益

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Cost of unlisted investment in joint ventures	於合營企業非上市投資之成本	63,559	59,059
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收入(扣除已收股息)	36,288	34,051
Accumulated impairment losses	於合營企業之累計權益減值虧損	(32,595)	(32,595)
		67,252	60,515

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20. INTERESTS IN JOINT VENTURES (CONTINUED)

Details of the Group's joint ventures at the end of the reporting period are as follows:

20. 於合營企業之權益(續)

於報告期間結算日，本集團合營企業之詳情如下：

Name of joint venture 合營企業名稱	Form of entity 實體形式	Country of establishment/ principal place of operation 註冊成立國家/ 主要經營地點	Class of capital held 所持資本類別	Proportion of ownership interest held by the Group 本集團所持所有權益比例		Proportion of voting rights held by the Group 本集團所持投票權比例		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Wuhan Asia Marine Transport Corporation Ltd. ("Wuhan Asia") 武漢長亞航運有限公司 (「武漢長亞」)	Sino-foreign equity joint venture 中外合資股份企業	PRC 中國	Paid up registered capital 實繳註冊資本	50%	50%	50%	50%	Provision of transportation services 提供運輸服務
Hubei Xinlongyuan Mining Company Limited ("Hubei Xinlongyuan") 湖北鑫龍源礦業有限公司 (「湖北鑫龍源」)	Sino-foreign equity joint venture 中外合資股份企業	PRC 中國	Paid up registered capital 實繳註冊資本	40%	40%	40%	40%	Production and sales of limestone 生產及出售石灰石
Jiangxi Ruiya New Material Co., Ltd. (Note) 江西瑞亞新材料有限公司(附註)	Sino-foreign equity joint venture 中外合資股份企業	PRC 中國	Paid up registered capital 實繳註冊資本	45%	-	45%	-	Trading of cement 生產及出售石灰石

Note: The entity is established in 2021.

附註：該實體成立於2021年。

Summarised financial information in respect of the Group's significant joint venture is set out below. The summarised financial information below represents amounts shown in the joint ventures' financial statements prepared in accordance with IFRSs.

有關本集團合營企業之財務資料概要載列如下。以下財務資料概要為根據國際財務報告準則編製之合營企業財務報表所示數額。

The joint ventures are accounted for using the equity method in these consolidated financial statements.

所有該等合營企業使用權益法於綜合財務報表內入賬。

20. INTERESTS IN JOINT VENTURES (CONTINUED)

Wuhan Asia

20. 於合營企業之權益(續)

武漢長亞

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	48,636	64,217
Non-current assets	非流動資產	69,411	50,289
Current liabilities	流動負債	(15,705)	(18,004)

The above amounts of assets and liabilities include the following:

上述資產及負債數額包括以下各項：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	36,079	46,364
Current financial liabilities	流動金融負債	14,380	16,915
Revenue	收益	89,373	106,361
Profit and total comprehensive income for the year	年內溢利及全面收入總額	9,126	7,029
Dividends received from the joint venture during the year	已收合營企業年內之股息	1,643	2,284
The above profit for the year include the following:	上述年內溢利包括下列各項：		
Depreciation and amortisation	折舊及攤銷	2,898	3,007
Interest income	利息收入	554	446
Income tax expense	所得稅開支	(3,276)	(2,734)

20. INTERESTS IN JOINT VENTURES (CONTINUED)

Wuhan Asia (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Wuhan Asia recognised in the consolidated financial statements:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Net assets of Wuhan Asia	武漢長亞資產淨值	102,342	96,502
Proportion of the Group's ownership interest in Wuhan Asia	佔本集團於武漢長亞所有權權益之比例	50%	50%
Carrying amount of the Group's interest in Wuhan Asia	本集團於武漢長亞之權益賬面值	51,171	48,251
Aggregate information of joint ventures that are not individually material	個別不重大合營企業信息匯總		
The Group's share of post-tax profit and total comprehensive income	本集團應佔溢利及全面收入總額	5,534	6,682
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該等合營業企業之權益賬面值	16,081	12,264

20. 於合營企業之權益(續)

武漢長亞(續)

上述財務資料概要與綜合財務報表內確認於合營企業之權益賬面值之對賬：

21. INTERESTS IN ASSOCIATES

21. 於聯營公司之權益

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Cost of unlisted investments in associates	於一間聯營公司之非上市投資成本	726,190	726,190
Share of post-acquisition profit (loss) and other comprehensive income (expense)	應佔收購後溢利(虧損)及其他全面收入(費用)	131,490	(8,165)
Impairment loss (note)	減值損失(附註)	(53,340)	-
		804,340	718,025

21. INTERESTS IN ASSOCIATES (CONTINUED)

Details of the Group's associates at the end of the reporting period are as follow:

Name of associates 合營企業名稱	Form of entity 實體形式	Country of establishment/ principal place of operation 註冊成立國家/ 主要經營地點	Class of capital held 所持資本類別	Proportion of ownership interest held by the Group 本集團所持 所有權益比例		Proportion of voting rights held by the Group 本集團所持 投票權比例		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Yuan Ding 遠鼎	Sino-foreign equity joint venture 中外合資 股份企業	PRC 中國	Paid up registered capital 實繳註冊資本	40%	40%	40%	40%	Property leasing 物業開發
Hubei Zhongjian Yadong Concrete Company Limited ("Hubei Zhongjian") 湖北中建亞東混凝土有限公司 (「湖北中建」)	Sino-foreign equity joint venture 中外合資 股份企業	PRC 中國	Paid up registered capital 實繳註冊資本	40%	40%	40%	40%	Production and sales of concrete 生產及出售混凝土

Summarised financial information in respect of the Group's associates are set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with IFRSs.

The associates are accounted for using the equity method in these consolidated financial statements.

Yuan Ding

Yuan Ding was established in 2013 to undertake the commercial property development and operation. The Group has accumulatively invested RMB714,190,000 into Yuan Ding, which represented 40% equity interest of Yuan Ding. The Group is able to exercise significant influence over Yuan Ding because it has the power to appoint two out of the seven directors in Yuan Ding under the provisions stated in the articles of association of Yuan Ding.

21. 於聯營公司之權益(續)

於報告期間結算日，本集團聯營公司之詳情如下：

有關本集團聯營公司之財務資料概要載列如下。以下財務資料概要為根據國際財務報告準則編製之聯營公司財務報表所示數額。

聯營公司使用權益法於綜合財務報表內入賬。

遠鼎

遠鼎於二零一三年成立，以承接商業物業開發及運營。本集團向遠鼎累計注資人民幣714,190,000元，佔遠鼎40%的股權。本集團能夠對遠鼎施加重大影響，因為遠鼎公司章程中規定，本集團有權在遠鼎七名董事中任命兩名。

21. INTERESTS IN ASSOCIATES (CONTINUED)

Yuan Ding (continued)

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	289,469	364,549
Non-current assets	非流動資產	1,679,175	1,254,205
Current liabilities	流動負債	(11,085)	(8,794)
Revenue	收益	49	–
Loss for the year	年內虧損	(41,754)	(23,295)
Other comprehensive income for the year (note)	年內其他全面收入 (附註)	389,353	–
Loss and other comprehensive income for the year	年內虧損及其他全面收入	347,599	(23,295)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Yuan Ding recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表內確認之於遠鼎權益賬面值之對賬：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Net assets of Yuan Ding	遠鼎資產淨值	1,957,559	1,609,960
Proportion of the Group's ownership interest in Yuan Ding	佔本集團於遠鼎所有權益之比例	40%	40%
Goodwill (note)	商譽(附註)	–	53,340
Carrying amount of the Group's interest in Yuan Ding	本集團於遠鼎之權益賬面值	783,023	697,324
Aggregate information of an associate that is not individually material	個別不重大聯營企業信息匯總		
The Group's share of post-tax profit and total comprehensive income	本集團應佔溢利及全面收入總額	617	3,180
Aggregate carrying amount of the Group's interests in the associate	本集團於該等聯營企業之權益賬面值	21,317	20,701

Note: The goodwill represented the different between the historical consideration paid for Yuan Ding and the fair value of shared net assets from Yuan Ding. On 31 December 2021, the management of Yuan Ding decided to change its business model to a lessor instead of operating the commercial property by its own. The commercial property was reclassified from property, plant and equipment measured at the historical cost to the investment properties measured at the fair value, and the difference between the fair value and the carrying amount of the property upon the transfer was recognised in other comprehensive income by Yuan Ding. Upon the change of business model, the goodwill was fully impaired.

附註：商譽指為遠鼎支付的過往代價與遠鼎共享資產淨值的公平值間的差額。於二零二一年十二月三十一日，遠鼎管理層決定將業務模式改變為出租人，而非自行經營商業物業。遠鼎將商業物業由按歷史成本計算的物業、廠房及設備重新分類為按公平值計算的投資物業，而轉讓時資產公平值與帳面值間差額確認於其他全面收益。於業務模式轉變後，商譽已全數減值。

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22. RIGHT-OF-USE ASSETS

22. 使用權資產

		Ports 港口 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Leasehold lands 租賃土地 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2021	於二零二一年十二月三十一日				
Carrying amounts	賬面值	102,771	4,284	676,750	783,805
As at 31 December 2020	於二零二零年十二月三十一日				
Carrying amounts	賬面值	108,961	7,813	685,501	802,275
For the year ended 31 December 2021	截至二零二一年 十二月三十一日止年度				
Depreciation charge	折舊費用	(6,190)	(3,628)	(28,761)	(38,579)
Disposal of right-of-use assets	處置使用權資產	-	(223)	(2,183)	(2,406)
Expense relating to short-term leases and other leases with lease terms end within 12 months	有關短期租賃及日期起計十二個月內屆滿之其他租賃之開支	-	553	-	553
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	有關低價值資產租賃之開支（不包括低價值資產之短期租賃）	-	5	-	5
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量之可變租賃付款	3,070	12,989	-	16,059
Total cash outflow for leases	租賃現金流量總額	9,753	16,813	-	26,566
Additions to right-of-use assets	添置使用權資產	-	322	49,486	49,808
Idle land recovered by the government	政府收回的閒置土地	-	-	(27,293)	(27,293)
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度				
Depreciation charge	折舊費用	(6,699)	(3,477)	(28,767)	(38,943)
Expense relating to short-term leases and other leases with lease terms end within 12 months	有關短期租賃及租期於首次應用國際財務報告準則第16號日期起計十二個月內屆滿之其他租賃之開支	-	1,693	-	1,693
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	有關低價值資產租賃之開支（不包括低價值資產之短期租賃）	-	3	-	3
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量之可變租賃付款	3,343	13,102	-	16,445
Total cash outflow for leases	租賃現金流量總額	7,048	21,697	-	28,745
Additions to right-of-use assets	添置使用權資產	-	7,966	15,504	23,470

During the year ended 31 December 2021, a leasehold land with carrying amount of RMB27,293,000 was recovered by the government according to the relevant law and regulations.

截至二零二零年十二月三十一日止年度內，政府根據有關法律法規，收回租賃土地人民幣27,293,000元。

22. RIGHT-OF-USE ASSETS (CONTINUED)

For both years, the Group leases various offices, ports and lands for its operations. Lease contracts are entered into for fixed term of 1 year to 33 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with carrying amount of RMB107,543,000 (2020: RMB59,399,000) which the Group is in the process of obtaining.

The Group regularly entered into short-term leases for offices and dormitories. As at 31 December 2021 and 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expenses disclosed above.

In addition, lease liabilities of RMB101,023,000 are recognised with related right-of-use assets of RMB107,055,000 as at 31 December 2021 (2020: lease liabilities of RMB104,435,000 and related right-of-use assets of RMB116,774,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

23. INVENTORIES

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Spare parts and ancillary materials	零件及配料	143,198	148,923
Raw materials	原材料	604,766	272,278
Work in progress	在製品	147,114	66,173
Finished goods	製成品	245,675	120,994
		1,140,753	608,368

22. 使用權資產(續)

於兩個年度，本集團就其營運租賃多間辦公室、港口及土地。租賃合約按固定期限1年至33年簽訂，惟如下文所述可享有延期及終止權。租期按個別基準磋商且包含大量不同條款及條件。於釐定租期及評估不可撤銷期間之長度時，本集團應用合約之定義並釐定合約可強制執行之期間。

除賬面值為人民幣107,543,000元(二零二零年：人民幣59,399,000元)之租賃土地(本集團仍在申領過程中)外，本集團已就所有租賃土地取得土地使用權證。

本集團定期就辦公室及宿舍訂立短期租賃。於二零二一年十二月三十一日和二零二零年十二月三十一日，短期租賃組合與上述短期租賃開支之短期租賃組合相若。

此外，截至二零二一年十二月三十一日止年度，確認租賃負債人民幣101,023,000元，相關使用權資產人民幣107,055,000元(二零二零年：租賃負債人民幣104,435,000元，相關使用權資產人民幣116,774,000元)。除出租人持有的租賃資產上的擔保權益外，租賃協議不強加任何契約。租賃資產不得作為借款擔保。

23. 存貨

24. TRADE AND OTHER RECEIVABLES

24. 交易及其他應收款項

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade receivables from contracts with customers	交易應收款項	895,555	1,058,993
Less: Allowance for credit losses	減：信貸損失撥備	(314,946)	(246,850)
		580,609	812,143
Bills receivables	應收銀行票據	760,936	914,710
Notes receivables	應收商業票據	337,379	366,191
Advances to suppliers	向供應商墊款	342,776	169,742
Refundable deposits	按金	25,152	14,127
Prepayments for utilities	預付款項	55,488	24,265
Value-added tax recoverable	可退回增值稅	15,694	7,975
Interest receivable from banks	應收銀行利息	37,852	34,453
Other receivables	其他應收款項	24,527	41,432
		2,180,413	2,385,038

The Group has a policy of allowing a credit period of 30 to 180 days for cement customers and 180 to 365 days for concrete customers whereas longer credit terms are allowed to certain selected customers with good credit histories.

本集團政策容許授予水泥客戶30至180日及混凝土客戶180至365日之信貸期，惟若干具備良好信貸記錄或以票據方式結算之特定客戶則獲授予更長信貸期。

The following is an aged analysis of trade receivables, net of allowance for credit losses presented based on the invoice dates:

下表為交易應收款項(已扣除信貸損失撥備)截至報告期間結算日按發票日期之賬齡分析：

		Cements 水泥		Concrete 混凝土		Total 合計	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-90 days	0至90日	348,095	380,431	59,008	134,215	407,103	514,646
91-180 days	91至180日	105,261	102,681	25,594	83,137	130,855	185,818
181-365 days	181至365日	2,223	854	32,784	65,618	35,007	66,472
Over 365 days	365日以上	2,144	-	5,500	45,207	7,644	45,207
		457,723	483,966	122,886	328,177	580,609	812,143

24. TRADE AND OTHER RECEIVABLES (CONTINUED)

The following is an aged analysis of bills receivables and notes receivables presented based on the dates of bills issued by the customers:

		Cements 水泥		Concrete 混凝土		Total 合計	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-90 days	0至90日	779,130	789,814	5,548	13,504	784,678	803,318
91-180 days	91至180日	312,002	471,283	1,635	6,300	313,637	477,583
		1,091,132	1,261,097	7,183	19,804	1,098,315	1,280,901

As at 31 December 2021, total bills and notes receivables received amounting to RMB1,098,315,000 (2020: RMB1,280,901,000) and all bills and notes receivables received by the Group are with a maturity period of less than one year.

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately RMB88,425,000 (2020: RMB45,878,000) and RMB140,208,000 (2020: RMB177,088,000) for cement and concrete segment respectively, which are past due as at the reporting date. Out of the past due balances, approximately RMB2,144,000 (2020: nil) and RMB5,500,000 (2020: RMB45,207,000) for cement and concrete segment respectively has been past due 90 days or more and is not considered as in default as the Group holds collateral over part of these balances in which the estimated value of collateral exceeds the overdue trade balances.

Details of impairment assessment of trade and other receivables are set out in note 41.

24. 交易及其他應收款項(續)

下表為應收票據(交易相關)截至報告期間結算日按客戶發出票據日期之賬齡分析：

於二零二一年十二月三十一日，本集團持有應收銀行票據及商業票據總額為人民幣1,098,315,000元(二零二零年：人民幣1,280,901,000元)。本集團收到的所有應收銀行票據及商業票據到期期限不超過一年。

於二零二一年十二月三十一日，本集團交易應收款項結餘包括水泥及混凝土分部賬面值分別為人民幣88,425,000元(二零二零年：人民幣45,878,000元)及人民幣140,208,000元(二零二零年：人民幣177,088,000元)之應收款項，於報告日已逾期，過往到期結餘中，水泥及混凝土分部分別約2,144,000元(二零二零年：人民幣零元)及人民幣5,500,000元(二零二零年：人民幣45,207,000元)已超過90天或以上，因本集團持有部分金額之抵押品並不會被視為違約，抵押物的估計價值超過交易應收款項。

交易應收款項減值評估詳情載於附註41。

25. AMOUNTS WITH RELATED COMPANIES

(a) Amount due from an associate

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Hubei Zhongjian (trade related)	湖北中建(交易相關)	7,944	4,224

The amount was unsecured, non-interest bearing and aged within the credit term of 90 days.

該款項為無抵押且不計息，信貸期為90日。

(b) Amount due from a joint venture

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Hubei Xinlongyuan (non-trade related)	湖北鑫龍源 — 非交易相關	6,217	—

The amount represented the dividend receivable from Hubei Xinlongyuan, which was unsecured and non-interest bearing.

該款項為應收湖北鑫龍源無抵押且不計息之股息。

(c) Amounts due to joint ventures

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Wuhan Asia (trade related)	武漢長亞(交易相關)	10,481	9,763
Hubei Xinlongyuan (trade related)	湖北鑫龍源(交易相關)	3,745	3,727
		14,226	13,490

the amounts were unsecured, non-interest bearing and aged within the credit term of 90 days.

該款項為無抵押且不計息，信貸期為90日。

25. 應收(付)關連公司款項／貸款

(a) 應收聯營公司款項

(b) 應收合營企業款項

(c) 應付合營企業款項

26. BANK BALANCES AND CASH

The Group

The bank balances and cash include bank deposits with an original maturity of over three months amounting to RMB1,531,677,000 (2020: RMB810,000,000) as at 31 December 2021 and the remaining balances of RMB5,963,681,000 (2020: RMB4,465,608,000) were bank balances and cash with an original maturity of three months or less.

The bank balances with fixed interest rates which range from 0.2% to 3.99% (2020: 0.2% to 2.68%) and floating interest rates which range from 0.01% to 0.3% (2020: 0.01% to 0.4%) amount to approximately RMB6,393,732,000 (2020: RMB3,782,157,000) and approximately RMB1,101,626,000 (2020: RMB1,493,451,000), respectively.

The Group's bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Denominated in United States dollars ("USD")	以美元計值	720,009	286,750
Denominated in Hong Kong dollars ("HKD")	以港元計值	2,902	2,848

26. 銀行結餘及現金

本集團

於二零二一年十二月三十一日，銀行結餘及現金包括原到期日為三個月以上一年以內銀行存款人民幣1,531,677,000元(二零二零年：人民幣810,000,000元)，其餘結餘人民幣5,963,681,000元(二零二零年：人民幣4,465,608,000元)為原到期日為三個月或以下之銀行結餘及現金。

以定息0.2%至3.99%(二零二零年：0.2%至2.68%)及浮息0.01%至0.3%(二零二零年：0.01%至0.4%)計息之銀行結餘分別約為人民幣6,393,732,000元(二零二零年：人民幣3,782,157,000元)及約人民幣1,101,626,000元(二零二零年：人民幣1,493,451,000元)。

本集團按相關集團實體功能貨幣以外貨幣計值之銀行結餘及現金載列如下：

26. BANK BALANCES AND CASH (CONTINUED)**The Company**

The bank balances and cash include bank deposits with an original maturity of over three months amounting to RMB516,855,000 (2020: nil) as at 31 December 2021 and the remaining balances of RMB202,051,000 (2020: RMB284,301,000) were bank balances and cash with an original maturity of three months or less.

The bank balances with fixed and floating interest rates amount to approximately RMB708,126,000 (2020: RMB131,246,000) and approximately RMB10,780,000 (2020: RMB153,055,000), respectively.

The Company's bank balances and cash that are denominated in currencies other than the functional currencies are set out below:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Denominated in USD	以美元計值	714,000	279,895
Denominated in HKD	以港元計值	2,894	2,848

27. FINANCIAL ASSETS AT FVTPL**The Group and the Company**

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Unquoted fund investment (note)	非掛牌基金投資(附註)	65,202	-

Note: Details of the fair value measurement for other financial assets measured at FVTPL are set out in note 41.

26. 銀行結餘及現金(續)**本公司**

於二零二一年十二月三十一日，銀行結餘及現金包括原到期日為三個月以上一年以內銀行存款人民幣516,855,000元(二零二零年：無)，其餘結餘人民幣202,051,000元(二零二零年：人民幣284,301,000元)為原到期日為三個月或以下之銀行結餘及現金。

定息及浮息之銀行結餘分別約為人民幣708,126,000元(二零二零年：人民幣131,246,000元)及約人民幣10,780,000元(二零二零年：人民幣153,055,000元)。

本集團按相關集團實體功能貨幣以外貨幣計值之銀行結餘及現金載列如下：

27. 以公允價值計量且其變動計入當期損益的金融資產**本集團及本公司**

附註：以公允價值計量且其變動計入當期損益的金融資產的公允價值計量詳情見附註41。

28. USD NOTES

The Group and the Company

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
USD Notes (defined below)	美元票據(定義見下文)	-	2,401,163

During the year ended 31 December 2020, the Company subscribed five USD denominated fixed-rate note receivables ("USD Notes") issued by five independent private entities (the "Issuers") through a security agent in Hong Kong, with an aggregate amount of US\$368,000,000 (equivalent to RMB2,401,163,000). These USD Notes carried interest at a fixed rate of 1.0% with maturity of one year. The interest receivable was to be received at the date of maturity. Therefore, these USD Notes were classified as current assets as at 31 December 2020.

Each of the USD Notes was secured on all the present and future undertaking and assets of the Issuers, which includes the debt securities held by each of the Issuers (the "Debt Securities").

Each of the Debt Securities was secured by a floating charge over all the present and future interests and assets of a company (the "Transaction Counterparty") and its business, however, no information was accessible by the Company to assess the underlying assets, existence and nature of any business operation or credit risk, associated with each Transaction Counterparty.

28. 美元票據

本集團及本公司

截至二零二零年十二月三十一日止年度內，本公司通過香港一家證券公司認購了五份由五家獨立第三方發行之以美元計價的固定利率應收票據(「美元票據」)，總金額為368,000,000美元(折合人民幣2,401,163,000元)，這些票據按1.0%的固定利率計息，到期日為一年。本集團將於美元票據到期日收到應收利息。因此，這些美元票據被歸類為流動資產。

每張美元票據由發行人現時及日後之所有業務及資產所擔保，其中包括各發行人持有之債務證券(「債務證券」)。

每項債務證券均以一間公司(「交易對手方」)所有現時及日後權益及資產以及其業務之浮動押記作為擔保，惟本公司無法獲取任何資料，以評估與各交易對手方有關之相關資產、任何業務營運之存續及性質或信用風險。

28. USD NOTES (CONTINUED)**The Group and the Company (continued)**

The details breakdown and settlement date are shown as followings:

Issuers 票據發行人	Subscription amounts 認購金額	Fixed coupon rate 固定票面利率	Settlement date (note) 結算日(附註)
Marble Arch Industrial Limited	USD70,000,000	1%	17 September 2021
Marble Arch Industrial Limited	美元70,000,000	1%	二零二一年九月十七日
Sino Horizon International Limited	USD70,000,000	1%	20 October 2021
Sino Horizon International Limited	美元70,000,000	1%	二零二一年十月二十日
East Patron Limited	USD70,000,000	1%	21 September 2021
East Patron Limited	美元70,000,000	1%	二零二一年九月二十一日
Wynn Fortune Global Limited	USD79,000,000	1%	15 November 2021
Wynn Fortune Global Limited	美元79,000,000	1%	二零二一年十一月十五日
Prime Harbour Holdings Limited	USD79,000,000	1%	15 November 2021
Prime Harbour Holdings Limited	美元79,000,000	1%	二零二一年十一月十五日
Total 總計	USD368,000,000 美元368,000,000		
Equivalent to RMB 折合人民幣	2,401,163,000		

Note: According to the subscription contracts, the Issuers could exercise the call options to redeem the USD Notes before the respective maturity date, if the Issuers become aware of the occurrence of the followings:

- 1) the occurrence of collateral default;
- 2) the occurrence of note tax event and/or a collateral tax event, or;
- 3) the occurrence of collateral call.

As certain Transaction Counterparties have early redeemed the Debt Securities held by the Issuers, and this has automatically triggered the collateral call, Marble Arch Industrial Limited, East Patron Limited, Wynn Fortune Global Limited and Prime Harbour Holdings Limited have informed the Group of exercise of their right to exercise the call option to early settle the respective USD Notes in September and November 2021, respectively.

Both principals and respective interests were settled based on the agreed terms and conditions.

28. 美元票據(續)**本集團及本公司(續)**

具體明細及結算日期載列如下：

附註：根據認購合同，發行人倘知悉出現以下情況，則可行使認購期權，於相關到期日前贖回美元票據：

- 1) 出現抵押品違約；
- 2) 出現票據稅項事件及／或抵押品稅項事件，或；
- 3) 出現抵押品催繳。

由於若干交易對手方已提前贖回發行人持有之債務證券，從而自動觸發抵押品催繳，故 Marble Arch Industrial Limited、East Patron Limited、Wynn Fortune Global Limited 及 Prime Harbour Holdings Limited 已告知本集團彼等將行使認購期權，分別於二零二一年九月及十一月提前結算相關美元票據。

本金及相關利息已根據協定條款及條件結算。

29. TRADE AND OTHER PAYABLES

29. 交易及其他應付款項

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade payables	交易應付款項	435,631	281,512
Accruals	應計費用	230,228	187,627
Mine reserve fund payable	應付採礦權出讓收益金	299,724	299,724
Staff wages and welfare payable	應付職員工資及福利	137,127	134,608
Value added tax payable	應付增值稅	44,754	104,741
Construction cost payable	應付建築成本	40,410	41,435
Other taxes payable	其他應付稅項	51,230	22,446
Interest payable	應付利息	1,178	1,765
Consideration payable for acquisition of a subsidiary in 2014	於二零一四年收購一間附屬公司應付代價	9,295	24,385
Government penalties payable	應付政府罰款	131,056	-
Refundable deposits from suppliers	應退供應商押金	25,555	24,923
Other payables	其他應付款項	70,163	81,004
		1,476,351	1,204,170

The following is an aged analysis of trade payables presented based on the invoice dates:

下表為交易應付款項及應付票據截至報告期間結算日按發票日期之賬齡分析：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-90 days	0至90日	424,170	264,584
91-180 days	91至180日	7,048	1,907
181-365 days	181至365日	4,413	5,541
Over 365 days	365日以上	-	9,480
		435,631	281,512

Trade payables principally comprise amounts outstanding for trade purchases. The average credit period for trade purchases is 30 to 90 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

交易應付款項主要包括交易採購之未付款項。交易採購之平均信貸期為30至90日。本集團訂有財務風險管理政策，確保所有應付款項於信貸期內支付。

30. CONTRACT LIABILITIES

30. 合同負債

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Receipt in advance for sales of cement and related products	收到水泥產品交貨前收據	183,174	228,791
Receipt in advance for sales of concrete	收到混凝土交貨前收據	774	519
		183,948	229,310

As at 1 January 2020, the balance of contract liabilities amounted to RMB185,525,000.

截至二零二零年一月一日，合同負債餘額為人民幣185,525,000元。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表顯示本年度確認的收入中有多少與結轉合同負債有關，以及與以前年度滿足的履約義務有多大關係。

		Sales of cement and related products 水泥產品 RMB'000 人民幣千元	Sales of concrete 混凝土 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Revenue recognised that was included in the contract liability balance at the beginning of the year	確認的收入包含在年初的合同負債中	228,791	519	229,310
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度			
Revenue recognised that was included in the contract liability balance at the beginning of the year	確認的收入包含在年初的合同負債中	183,938	1,587	185,525

Typical payment term which impact on the amount of contract liabilities recognised is as follows:

對已確認的合同負債金額產生影響的典型付款方式如下：

The Group enters into goods supply contracts with customers and receives advance payments from customers which are interest-free. When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposits.

本集團與客戶訂立貨物供貨合同，並收取客戶免息之預付款項。當本集團在交付貨物之前收到定金時，這將在合同開始時產生合同負債，直到相關合同確認的收入超過定金金額為止。

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31. BORROWINGS

The Group and the Company

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Bank borrowings – unsecured	銀行借貸 – 無抵押	1,468,963	2,972,159

The carrying amounts of the Group's and the Company's bank borrowings are repayable:

借貸還款期之賬面值如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	一年內	1,118,299	872,988
Within a period of more than one year but not exceeding two years	超過一年惟不超過兩年	350,664	2,099,171
		1,468,963	2,972,159
Less: Amounts due within one year shown under current liabilities	減：須於十二個月內償還之款項(於流動負債呈列)	(1,118,299)	(872,988)
Amounts shown under non-current liabilities	非流動負債項下的金額	350,664	2,099,171

The interest rates of bank borrowings are as follows:

銀行借貸利率釐定如下：

		2021 二零二一年		2020 二零二零年	
		Carrying amount 賬面值 RMB'000 人民幣千元	Interest rates 利率	Carrying amount 賬面值 RMB'000 人民幣千元	Interest rates 利率
Fixed-rate RMB bank borrowings	人民幣定息借貸	672,000	3.06% to 3.15% 3.06%至3.15%	310,000	2.98% to 3.30% 2.98%至3.30%
Fixed-rate USD bank borrowings	美元定息借貸	796,963	0.67% to 0.70% 0.67%至0.70%	2,564,285	0.91% to 1.05% 0.91%至1.05%
Variable-rate USD bank borrowings	美元浮息借貸	-	N/A 不適用	97,874	LIBOR plus margin of 0.8% or TAIFX3 plus margin of 0.6% 倫敦銀行同業拆息加0.8%或台灣銀行同業拆息加0.6%
		1,468,963		2,972,159	

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31. BORROWINGS (CONTINUED)**The Group and the Company (continued)**

In 2020, the interest rate which was also equal to the contracted interest rate in the Group's and the Company's variable-rate bank borrowings ranged from 1.63% to 4.00% per annum.

The Group's and the Company's bank borrowings that are denominated in currencies other the functional currencies of the relevant group entities are set out below:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
USD	美元	796,963	2,662,159

32. LEASE LIABILITIES**31. 借貸(續)****本集團及本公司(續)**

2020年，年利率介乎1.63%至4.00%，亦相等於本集團浮息銀行借貸之合約利率。

本集團實體功能貨幣以外的借款列示如下：

32. 租賃負債

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	6,068	6,007
Within a period of more than one year but not more than two years	為期一年以上，但不超過兩年	6,466	6,946
Within a period of more than two years but not more than five years	為期兩年以上，但不超過五年	10,340	9,884
Within a period of more than five years	為期五年以上	78,149	81,598
		101,023	104,435
Less: Amount due for settlement with 12 months shown under current liabilities	減：列作流動負債之於十二個月內到期結算之款項	(6,068)	(6,007)
Amount due for settlement after 12 months shown under non-current liabilities	列作非流動負債之於十二個月後到期結算之款項	94,955	98,428

The weighted average incremental borrowing rates applied to lease liabilities range from 4.75% to 4.90% (2020: from 4.35% to 4.90%).

適用於租賃負債的加權平均增量借款利率為4.75%至4.90%(二零二零年：4.35%至4.90%)。

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33. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting presentation purposes:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	175,706	110,571
Deferred tax liabilities	遞延稅項負債	(63,255)	(47,176)
		112,451	63,395

The following are the major deferred tax liabilities and assets recognised and the movement thereon during the years:

33. 遞延稅項

為呈列綜合財務狀況報表，若干遞延稅項資產及負債已抵銷。供財務呈報用途之遞延稅項結餘分析如下：

年內已確認主要遞延稅項(負債)資產及相關變動如下：

		Fair values adjustment on assets acquired in business acquisition 業務收購中 收購資產時 公平值調整 RMB'000 人民幣千元	Interest capitalised as part of property, plant and equipment 業務收購中 收購資產時 作為物業、 廠房及設備 部分之利息 RMB'000 人民幣千元	Allowance of expected credit losses of trade and other receivables 交易及其他 應收賬項減值 RMB'000 人民幣千元	Adjustment of additional quarry cost 額外礦場 開支調整 RMB'000 人民幣千元	Undistributed earnings of PRC subsidiaries 附屬中國子公司 之未分派盈利 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	(15,290)	(1,685)	44,060	-	(55,265)	39,847	11,667
Withholding tax paid	已繳預扣稅	-	-	-	-	125,928	-	125,928
Reversal upon write-off of credit-impaired trade receivables	收回信用減損交易應收 款項之沖銷	-	-	(2,560)	-	-	-	(2,560)
Credit (charge) to profit or loss	計入(扣除自)損益	793	1,685	27,553	-	(103,342)	1,671	(71,640)
At 31 December 2020	於二零二零年 十二月三十一日	(14,497)	-	69,053	-	(32,679)	41,518	63,395
Withholding tax paid	已繳預扣稅	-	-	-	-	43,814	-	43,814
Reversal upon write-off of credit-impaired trade receivables	收回信用減損交易應收 款項之沖銷	-	-	(6,587)	-	-	-	(6,587)
Credit (charge) to profit or loss	計入(扣除自)損益	793	-	19,208	60,778	(60,687)	(8,263)	11,829
At 31 December 2021	於二零二一年 十二月三十一日	(13,704)	-	81,674	60,778	(49,552)	33,255	112,451

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33. DEFERRED TAX (CONTINUED)

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted at the end of the reporting period.

At 31 December 2021, the Group has unused tax losses of approximately RMB31,668,000 (2020: RMB34,248,000) available for offset against future profits. No deferred tax asset has been recognised in respect of unused tax losses due to the unpredictability of future profit stream.

The unused tax losses will expire as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
2021	二零二一年	-	1,677
2022	二零二二年	8,970	11,568
2023	二零二三年	12,531	12,531
2024	二零二四年	3,928	3,928
2025	二零二五年	4,544	4,544
2026	二零二六年	1,695	-
		31,668	34,248

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by Group's PRC subsidiaries from 1 January 2008 onwards. As at 31 December 2021, deferred tax liability has been provided in respect of RMB991,040,000 (2020: RMB653,580,000) undistributed earnings of the Group's PRC subsidiaries. Deferred tax has not been provided in respect of the remaining temporary differences attributable to the undistributed earnings as the Group is in a position to control the quantum and timing of the distribution thereof, deferred taxation is only provided to the extent that such earnings are estimated to be distributable in the foreseeable future. Deferred tax in respect of the undistributed earnings of the Group's associates and joint ventures in the PRC have not been provided as the amount involved is not significant.

As at 31 December 2021, the aggregate amount of undistributed earnings of the Group's PRC subsidiaries in respect of which deferred tax liability has not been provided for were approximately RMB12,941,698,000 (2020: RMB11,106,734,000).

33. 遞延稅項(續)

遞延稅項資產及負債根據於報告期間結算日已實施之新稅率及稅法，按預期適用於變現資產或償還負債期間之稅率計算。

於二零二一年十二月三十一日，本集團之未動用稅項虧損約人民幣31,668,000元(二零二零年：人民幣34,248,000元)可供抵銷未來溢利。由於無法預測未來溢利流，故並無就未動用稅項虧損確認遞延稅項資產。

未動用的稅項虧損將按以下年限屆滿：

根據中國企業所得稅法，自二零零八年一月一日起，本集團之中國附屬公司須就所賺取溢利宣派之股息繳納預扣稅。於二零二一年十二月三十一日，已就本集團中國附屬公司之未分派盈利人民幣991,040,000元(二零二零年：人民幣653,580,000元)作出遞延稅項負債撥備。由於本集團可控制有關分派款額及時間，故並無就未分派盈利之餘下暫時差額作出遞延稅項撥備，而僅於有關盈利將於可見未來分派之情況下方始作出遞延稅項撥備。由於所涉及款額不大，故並無就本集團於中國之聯營公司及合營企業之未分派盈利作出遞延稅項撥備。

於二零二一年十二月三十一日，本集團中國附屬公司未作出遞延稅項負債撥備之未分派盈利總額分別約為人民幣12,941,698,000元(二零二零年：人民幣11,106,734,000元)。

34. PROVISION FOR ENVIRONMENTAL RESTORATION

34. 環境恢復撥備

		Environmental restoration 環境恢復 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日之餘額	36,734
Provision for the year	年內撥備	11,416
Settlement for the year	年內清算	(9,989)
At 31 December 2020	於二零二零年十二月三十一日之結餘	38,161
Provision for the year	年內撥備	15,757
Settlement for the year	年內清算	(2,073)
At 31 December 2021	於二零二一年十二月三十一日止結餘	51,845

According to the regulation issued in 2009 by the Ministry of Land and Resources (國土資源部), the user of quarry should undertake the obligation of environmental restoration. After taking into account the quantity of limestone excavated and the timing of environment restoration in between 2020 to 2047, a provision has been recognised for the costs expected to be incurred for the environmental restoration. Addition in provision is recognised as cost of sales of the related limestone excavated.

根據國土資源部於二零零九年頒佈之法規，礦場使用者須承擔環境恢復之責任。考慮到於二零二零年至二零四七年期間石灰岩之開採數量及環境恢復時間，本集團已就預期環境恢復產生之成本確認撥備。添置撥備確認為已開採及出售相關石灰石之銷售成本。

35. SHARE CAPITAL

35. 股本

		Number of shares 股數	Amount 款額 HK\$'000 千港元	Shown in the consolidated financial statements as 於合併財務報表所示 RMB'000 人民幣千元
Ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股				
Authorised:	法定：			
At 1 January 2020,	於二零二零年一月一日、			
31 December 2020	二零二零年十二月三十一日、			
and 2021	二零二一年一月一日及			
	二零二一年十二月三十一日	10,000,000,000	1,000,000	
Issued and fully paid:	已發行及繳足：			
At 1 January 2020,	於二零二零年一月一日、			
31 December 2020	二零二零年十二月三十一日、			
and 2021	二零二一年一月一日及			
	二零二一年十二月三十一日	1,566,851,000	156,685	140,390

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36. OPERATING LEASES**The Group as lessor**

Gross rental income earned was RMB5,366,000 (2020: RMB4,927,000) for the year ended 31 December 2021. The Group leases its plant, property and machinery under operating lease arrangements. The leases typically run for an initial period of one to nine years (2020: one to nine years). None of the leases includes variable lease payments.

Undiscounted lease payments receivable on leases are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	年內	657	1,295
In the second year	第二年	420	956
In the third year	第三年	420	728
In the fourth year	第四年	420	472
In the fifth year	第五年	420	420
After five years	超過五年	210	630
		2,547	4,501

37. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment

收購物業、機器及設備
(已訂約但未於綜合
財務報表作出撥備)
之資本開支

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
		44,623	38,457

36. 經營租賃**本集團作為出租人**

截至二零二一年十二月三十一日止年度內賺取之租金收入為人民幣5,366,000元(二零二零年: 人民幣4,927,000元)。本集團根據經營租賃安排出租其廠房、物業及機器。租賃期通常為一至九年(二零二零年: 一至九年)。所有租賃均不含可變租賃付款。

未貼現最低租賃款項如下:

37. 資本承擔

38. RETIREMENT BENEFITS SCHEME

The employees of the Group in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The PRC subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expense charged to profit or loss of approximately RMB36,145,000 (2020: approximately RMB4,446,000) represents contribution paid/payable to the schemes by the Group in respect of the current accounting period. As at 31 December 2021, contributions of RMB5,449,000 (2020: RMB903,000) as at 31 December 2021 have not been paid over to the schemes.

39. RELATED PARTY DISCLOSURES

Other than disclosed in elsewhere, the Group had also entered into the following significant transactions with related parties during the year.

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Joint ventures:	合營企業：		
Wuhan Asia	武漢長亞		
– Transportation expenses	– 運輸開支	89,277	106,141
Hubei Xinlongyuan	湖北鑫龍源		
– Purchase of goods	– 購買貨品	35,236	24,939
– Interest income	– 利息收入	–	235
Associate:	聯營公司：		
Hubei Zhongjian	湖北中建		
– Sales of goods	– 出售貨品	13,146	14,185

Compensation of key management personnel

The remuneration of directors and chief executives was as follows:

主要管理人員薪酬

董事及主要行政人員之薪酬如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	6,405	6,706

The remuneration of directors and chief executives is determined by having regard to the performance of individuals and market trends.

董事及主要行政人員之薪酬根據個人表現及市場趨勢釐定。

38. 退休福利計劃

本集團於中國之僱員均為國家管理之退休福利計劃成員。該計劃由中國政府營辦。中國附屬公司須按薪金成本之指定百分比向退休福利計劃供款，以為福利計劃提供資金。本集團有關退休福利計劃之唯一責任為作出指定供款。

計入損益之總開支約人民幣36,145,000元(二零二零年：約人民幣4,446,000元)，指本集團於本會計期間向此等計劃已付／應付之供款。於二零二一年十二月三十一日，截至二零二一年十二月三十一日之供款人民幣5,449,000元(二零二零年：人民幣903,000元)並未向該等計劃支付。

39. 關連人士交易

除其他地方披露之信息外，本集團於年內亦與關連人士訂立以下重大交易。

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the relevant periods.

The capital structure of the Group consists of net debt that includes the borrowings disclosed in note 31, net of bank balances and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The directors of the Company review the capital structure from time to time. As a part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

41. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

40. 資本風險管理

本集團管理其資本以確保本集團內之實體能夠持續經營，並透過優化債務及權益結餘盡量增加股東回報。本集團整體策略於有關期間維持不變。

本集團之資本架構包含債務淨額(包括於附註31披露之借貸)，扣除銀行結餘及本公司擁有人應佔權益(包括已發行股本、儲備及保留溢利)。

董事不時檢討資本架構。作為檢討之一部分，董事考慮資本成本及各類資本相關之風險。本集團將根據董事建議，透過派付股息、發行新股、新造債務或贖回現有債務，平衡其整體資本架構。

41. 金融工具

a. 金融工具類別

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
The Group	本集團		
Financial assets	金融資產		
Financial assets at amortised cost	以攤餘成本計量的金融資產	9,275,974	9,864,051
Financial assets at FVTPL	以公允價值計量且其變動計入當期損益的金融資產	65,202	-
Financial liabilities	金融負債		
Amortised cost	攤銷成本	2,587,108	3,875,005
Lease liabilities	租賃負債	101,023	104,435

41. FINANCIAL INSTRUMENTS (CONTINUED)**b. Financial risk management objectives and policies**

The Group's major financial instruments include trade and other receivables, trade and other payables, USD Notes, financial assets measured at FVTPL, amount due from an associate, amount due from a joint venture, amounts due to joint ventures, bank borrowings and bank balances and cash. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

The Group's activities expose it primarily to foreign currency risk and interest rate risk. Market risk exposures are further measured by sensitivity analysis. Details of each type of market risks are described as follows:

(i) Currency risk

Certain bank balances and cash (note 26), USD Notes (note 28) and bank borrowings (note 31) of the Group are denominated in USD and HKD, being currencies other than the functional currency of the relevant group entities, which expose the Group to foreign currency risk.

The carrying amount of foreign currency denominated monetary assets and liabilities at the reporting dates is as follows:

		Assets 資產		Liabilities 負債	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
USD	美元	720,009	2,687,913	796,963	2,662,159
HKD	港元	2,902	2,848	-	-

41. 金融工具(續)**b. 金融風險管理目標及政策**

本集團之主要金融工具包括交易及其他應收款項、交易及其他應付款項、美元票據、以公允價值計量且其變動計入當期損益的金融資產、應收聯營公司及合營企業款項、應付合營企業款項、借貸、銀行結餘及現金。該等金融工具之詳情於各附註披露。與該等金融工具有關之風險包括市場風險(利率風險及貨幣風險)、信貸風險及流動資金風險。減低相關風險之政策載列如下。管理層管理及監控該等風險，確保及時有效地採取適當措施。

市場風險

本集團業務面對之風險主要為匯率風險及利率風險。市場風險進一步以敏感度分析計量。各類市場風險詳情描述如下：

(i) 貨幣風險

本集團若干銀行存款及現金(附註26)，美元票據(附註28)及銀行借貸(附註31)以美元(「美元」)及港元(「港元」)(即相關集團實體功能貨幣以外之貨幣)計值，故本集團面對外幣風險。

報告日以外幣計價之貨幣性資產和負債的賬面價值如下：

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risks (continued)

(i) Currency risk (continued)

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

Sensitivity analysis

The following table details the Group's sensitivity to 10% (2020: 10%) increase and decrease in RMB against the relevant foreign currencies. 10% (2020: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2020: 10%) change in foreign currency rates. A positive number below indicates an increase in post-tax profit where RMB strengthened 10% (2020: 10%) against the relevant currency. For 10% (2020: 10%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit post-tax and the balances below would be negative.

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

本集團目前沒有外匯對沖政策，然而董事監控外匯風險，並會於需要時考慮對沖重大外幣風險。

敏感度分析

下表詳列本集團以人民幣兌相關外幣之10% (二零二零年：10%) 增減波幅之敏感度。敏感度比率10% (二零二零年：10%) 為管理層對匯率合理可能出現之變動所作評估。

敏感度分析僅包括未償還外幣項目，並在報告期末調整其折算為外幣匯率變動10% (二零二零年：10%)。正數表示人民幣兌相關貨幣升值10% (二零二零年：10%) 時溢利之增加。倘人民幣兌相關貨幣貶值10% (二零二零年：10%)，溢利會受同等程度之相反影響以下餘額將為負數。

		Impact of USD 美元之影響		Impact of HKD 港元之影響	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Post-tax profit	稅後利潤	7,734	(2,575)	(290)	(285)

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risks (continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation USD Notes (note 28), fixed-rate bank borrowings (note 31) and lease liabilities (note 32). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (note 26), variable-rate bank borrowings (note 31). In 2020, the Group cash flow interest rate risk is mainly concentrated on the fluctuation of the LIBOR or TAIFX3 arising from the Group's borrowings. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost is as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Interest income Financial assets at amortised cost	利息收入 攤銷成本之金融資產	141,217	180,446

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團之公平值利率風險與美元票據(附註28)、定息銀行借貸(附註31)及租賃負債(附註32)有關。本集團亦面對有關浮息銀行結餘(附註26)及浮息借貸(附註31)之現金流量利率風險。二零二零年，本集團之現金流量利率風險主要集中於來自本集團借貸之倫敦銀行同業拆息利率或台灣銀行同業拆息利率之波動。本集團通過評估基於利率水平和前景的任何利率變動所產生的潛在影響來管理其利率風險。管理層將審核固定及浮動利率的借款比率並確保其在合理範圍內。

以攤銷成本計量之金融資產利息收入總額如下：

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risks (continued)

(ii) Interest rate risk (continued)

Interest expenses on financial liabilities not measured at fair value through profit or loss:

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Financial liabilities at amortised cost	46,954	129,398
攤銷成本之金融負債		

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2020: 50 basis points) increase or decrease in interest rate of variable-rate bank balances and a 50 basis points (2020: 50 basis points) increase or decrease in interest rate of variable-rate bank borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Bank balances

If interest rate had been 50 basis points (2020: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2021 would increase/decrease by approximately RMB4,205,000 (2020: RMB5,970,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank balances.

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

金融負債的利息支出，不以公允價值計量且變動計入當期損益：

敏感度分析

敏感度分析根據撇除按美元利率掉期對沖之借貸後有關浮息借貸及存放於中國聲譽良好銀行之銀行結餘之利率風險而釐定。編製有關分析乃假設於報告期間結算日之未償還金融工具於整個年度均未償還。於分析本集團就其浮息銀行結餘之利率風險時，使用增加或減少50個基點(二零二零年：50個基點)，乃代表管理層對利率可能變動之評估。

銀行結餘

倘若利率上調/下調50個基點(二零二零年：50個基點)，而所有其他變數維持不變，則本集團於截至二零二一年十二月三十一日止年度之除稅後溢利會增加/減少約人民幣4,205,000元(二零二零年：人民幣5,970,000元)，主要源自本集團浮息銀行結餘面對之利率風險。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risks (continued)

(ii) Interest rate risk (continued)

Borrowings

If interest rate had been 50 basis points (2020: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2021 would decrease/increase by nil (2020: RMB489,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

There has been no significant change to the Group's exposure to interest rate risks or manner in which it manages and measures.

Credit risk and impairment assessment

As at 31 December 2021 and 2020, the Group's maximum exposure to credit risk which will cause a financial loss to the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with (i) USD Notes and (ii) certain trade receivables are mitigated because they are secured on the present and future undertaking and assets of the Issuers and properties in which the estimated fair value of the properties exceeds the carrying amounts of the related trade receivables respectively.

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

借貸

倘若利率上調/下調50個基點(二零二零年: 50個基點), 而所有其他變數維持不變, 則本集團於截至二零二一年十二月三十一日止年度之除稅後溢利會減少/增加約零(二零二零年: 人民幣489,000元), 主要源自本集團浮息借貸面對之利率風險。

本集團所面對利率風險或其管理方式及措施概無重大變動。

信貸風險及減值評估

於二零二一年十二月三十一日及二零二零年十二月三十一日, 不計及該等賬面價值代表面臨最大信貸風險之金融資產, 本集團面對將使其引致財務虧損之最大信貸風險, 乃產生自財務狀況報表所列各項已確認金融資產之賬面值。本集團不持有任何抵押品或其他信用增級, 以覆蓋與其金融資產相關的信貸風險, 但與(i)美元票據和(ii)交易應收款項相關的信貸風險有所緩解, 因其以發行人目前和未來的業務和資產為擔保, 其中資產估計的公允價值超過交易應收款項的賬面價值。

41. FINANCIAL INSTRUMENTS (CONTINUED)**b. Financial risk management objectives and policies (continued)****Credit risk and impairment assessment (continued)*****Trade receivables arising from contracts with customers***

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. In addition, the Group has applied the simplified approach in IFRS 9 to measure the credit loss allowance at lifetime ECL. Except for trade receivables that are credit-impaired are assessed individually, the Group determines the ECL on the remaining balances by using a provision matrix grouped by common risk characteristic. As part of the Group's credit risk management, the Group uses debtors' ageing, repayment history and past due status to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The estimated loss rates are estimated based on historically observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort, such as economic data and forecasts published by governmental bodies and industrial information published by relevant institutions. At every reporting date, the historically observed default rates are reassessed and changes in the forward-looking information are considered.

41. 金融工具(續)**b. 金融風險管理目標及政策(續)****信貸風險及減值評估(續)*****來自客戶合約所產生之交易應收款項***

為盡量減低信貸風險，本集團管理層已委任一組人員負責釐定信貸限額及批核信貸。於接受任何新客戶前，本集團採用內部信貸評級系統評估潛在客戶之信貸質素及界定客戶之信貸額度，並每年一次審閱客戶信貸額度及評級。另外制訂其他監控程序，以確保採取跟進行動，追收逾期債務。就此而言，本公司董事認為信貸風險已大幅減少。此外，本集團已採納國際財務報告準則第9號之簡化方法來計量全期預期信貸虧損。除具有重大未償還及特殊信貸風險結餘(單獨評估)之交易應收款項外，本集團採用按共同風險特徵分組的撥備矩陣確定餘額的預期信貸虧損。作為本集團信貸風險管理的一部分，本集團使用債務人賬齡、還款歷史及逾期情形來評估客戶與其經營相關的減值，因為這些客戶包括大量具有共同風險特徵的小客戶，其代表客戶依合約條款支付所有到期款項的能力。估計虧損率根據債務人預期年期內之歷史觀察違約率估計，並就毋須付出不必要成本或努力即可取得之前瞻性資料作出調整，例如政府機構發布之經濟數據和預測以及相關機構發布之行業資料。在每一報告日期，歷史觀察違約率會作重新評估，並考慮前瞻性資料之變動。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bills and note receivables

The credit risk on bills receivables is minimal since the settlement parties are reputable banks and state-owned enterprise with high credit ratings assigned by international credit-rating agencies.

Other receivables

For other receivables (which mainly included advances to suppliers), the management makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there was no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

Amounts due from an associate and a joint venture

No allowances for credit losses was made to these balances since the Group consider the probability of default is minimal after assessing the counter-parties' financial background and creditability.

Bank balances and cash

The credit risk on restricted bank deposits and bank balances is limited because the counterparties are reputable banks or financial institutions with high credit ratings assigned by international credit-rating agencies.

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

應收銀行票據及商業票據

由於結算方均為獲國際信貸評級機構給予高信貸評級之信譽良好銀行，故應收票據承受之信貸風險不大。

其他應收款項

就其他應收款項而言(主要包括向供應商墊款)，管理層根據過往結算記錄、過往經驗及合理之定量及定性資料以及有據支持之前瞻性資料，對其他應收款項之可收回性進行定期個別評估。管理層認為，自初始確認以來，該等款項之信貸風險並無顯著增加，而本集團已根據12個月預期信貸虧損計提減值撥備。

應收一間聯營公司及一間合營企業款項

由於本集團在評估對手之財務背景及可信度後認為違約之可能性極低，故並無作出減值撥備。

銀行結餘及現金

由於對手方為獲國際信貸評級機構給予高信貸評級之信譽良好銀行或金融機構，故受限制現金及銀行結餘之信貸風險有限。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bank balances and cash (continued)

The Group's internal credit risk grading assessment comprises the following categories:

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

銀行結餘及現金(續)

本集團之內部信貸風險評級評估包括以下類別：

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 交易應收款項	Other financial assets/ other items 其他金融資產/其他項目
Low risk 低風險	The counterparty has a low risk of default 對手方之違約風險較低	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle the amounts 債務人經常於到期日後償還，但通常會結算金額	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自通過內部開發之資料或外部資源初始確認以來，信貸風險顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財政困難且本集團並無實際回收之可能性	Amount is written off 撇銷有關金額	Amount is written off 撇銷有關金額

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bank balances and cash (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

銀行結餘及現金(續)

下表詳列本集團金融資產之信貸風險，並須進行預期信貸虧損評估：

2021 二零二一年	Notes 附註	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值	
				RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本計量的金融資產					
Bank balances and cash 銀行結餘及現金	26	Note 1 附註1	12m ECL 12個月預期信貸虧損	7,495,358	7,495,358
Other receivables 其他應收款項	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	97,082	97,082
Bills and notes receivables 應收銀行及商業票據	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	1,098,315	1,098,315
Trade receivables 交易應收款項	24	Note 2 附註2	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	741,180	
		Loss 虧損	Lifetime ECL - credit-impaired 全期預期信貸虧損 - 信貸減值	154,375	895,555
Other items 其他項目					
Amount due from an associate 應收聯營公司款項	25	Low risk 低風險	12m ECL 12個月預期信貸虧損	7,944	7,944
Amount due from a joint venture 應收合營企業款項	25	Low risk 低風險	12m ECL 12個月預期信貸虧損	6,217	6,217

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bank balances and cash (continued)

2020 二零二零年	Notes 附註	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值 RMB'000 人民幣千元	
Financial assets at amortised cost 按攤銷成本計量的金融資產					
Bank balances and cash 受限制銀行存款、 銀行存款及現金	26	Note 1 附註1	12m ECL 12個月預期信貸虧損	5,275,608	5,275,608
Other receivables 其他應收款項	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	99,767	99,767
Bills and notes receivables 應收銀行及商業票據	24	Low risk 低風險	12m ECL 12個月預期信貸虧損	1,280,901	1,280,901
Trade receivables 交易應收款項	24	Note 2 附註2	Lifetime ECL (provision matrix) 全期預期信貸虧損	918,408	
		Loss 虧損	Lifetime ECL - credit-impaired 全期預期信貸虧損 - 信貸減值	140,585	1,058,993
Other items 其他項目					
Amount due from an associate 應付聯營公司款項	25	Low risk 低風險	12m ECL 12個月預期信貸虧損	4,224	4,224
USD Notes 美元票據	28	Low risk 低風險	12m ECL 12個月預期信貸虧損	2,401,163	2,401,163

Notes:

- The counterparties are licensed banks with high credit ratings and the risk of default on liquid funds is limited.
- For trade receivables, the Group applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the ECL on those items on a collective basis, grouped by past due status.

附註：

- 對手方為信貸評級較高之持牌銀行，流動資金之違約風險有限。
- 就交易應收款項而言，本集團應用國際財務報告準則第9號之簡化方法以按全期預期信貸虧損計量虧損撥備。除有重大未償還結餘或信貸減值之債務人外，本集團按逾期狀況分組統一釐定該等項目之預期信貸虧損。

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

銀行結餘及現金(續)

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix – debtors' aging

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix as at 31 December 2021 and 2020 within lifetime ECL (not credit-impaired). Debtors that are credit-impaired with gross carrying amounts of approximately RMB154,375,000 as at 31 December 2021 (2020: RMB140,585,000) were assessed individually and it included trade balances of RMB86,211,000 (2020: RMB78,534,000) in which the Group holds collateral with an estimated value exceeding the overdue trade balances.

Gross carrying amount

		2021 二零二一年		2020 二零二零年	
		Average loss rate 平均虧損率	Trade receivables 交易應收款項 RMB'000 人民幣千元	Average loss rate 平均虧損率	Trade receivables 交易應收款項 RMB'000 人民幣千元
0–90 days	0至90日	9%	389,726	6%	488,880
91–180 days	91至180日	20%	151,671	10%	198,621
181–365 days	181至365日	69%	116,926	24%	86,797
Over 365 days	365日以上	93%	82,857	69%	144,110
			741,180	918,408	

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

撥備矩陣 – 應收賬款之賬齡

作為本集團信貸風險管理之一部分，本集團以應收賬款之賬齡評估有關其客戶業務之減值，此乃由於該等客戶包括大量具有共通風險特徵之小型客戶，足以反映客戶根據合約條款支付所有到期款項的能力。下表提供有關於全期預期信貸虧損內(未發生信貸減值)有關交易應收款項於二零二一年十二月三十一日及二零二零年十二月三十一日按撥備矩陣評估信貸風險之資料。於二零二一年十二月三十一日賬面總額約為人民幣154,375,000元(二零二零年：人民幣140,585,000元)之應收賬款有重大未償還結餘及專項信貸風險會個別進行評估，包括人民幣86,211,000元(二零二零年：人民幣78,534,000元)的交易結餘，其中本集團持有的抵押品的估計價值超過逾期之交易結餘。

賬面總額

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix – debtors' aging (continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information, which included the Gross Domestic Product of the PRC and the industry sector index in the coming financial year, that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As at 31 December 2021, the Group provided RMB223,512,000 (2020: RMB168,675,000) impairment allowance for trade receivables, based on the provision matrix. In addition, impairment allowance of RMB91,433,000 (2020: RMB78,175,000) was made on debtors which are having financial difficulty.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (非信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2020	於二零二零年一月一日	101,490	130,542	232,032
Impairment loss recognised	已確認減值虧損	67,185	38,291	105,476
Write-off	註銷	-	(90,658)	(90,658)
As at 31 December 2020	於二零二零年 十二月三十一日	168,675	78,175	246,850
Transfer to credit-impaired	信貸減值	(72,989)	72,989	-
Impairment loss recognised	已確認減值虧損	158,937	38,397	197,334
Impairment loss reversed	已轉回減值虧損	(31,110)	(36,000)	(67,110)
Write-off	註銷	-	(62,128)	(62,128)
As at 31 December 2021	於二零二一年 十二月三十一日	223,513	91,433	314,946

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

撥備矩陣－應收賬款之賬齡(續)

估計虧損率乃根據應收款項之預期年期內之歷史觀察違約率而估計，並就毋須付出不必要成本或努力即可取得之前瞻性資料作出調整，包括中國的國內生產總值和下一財政年度行業指數。本集團定期審閱所作分類，以確保特定應收款項之相關資料已作更新。

截至二零二一年十二月三十一日止年度，本集團根據撥備矩陣為交易應收款項計提人民幣223,512,000元(二零二零年：人民幣168,675,000元)減值準備，對具有重大結餘和特殊信用風險的債務人計提減值準備人民幣91,433,000元(二零二零年：人民幣78,175,000元)。

下表列示根據簡化方法已確認交易應收款項之全期預期信貸虧損之變動。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix – debtors' aging (continued)

Changes in the loss allowance for trade receivables are mainly due to:

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

撥備矩陣 – 應收賬款之賬齡(續)

應收貿易賬款損失備抵的變動主要是由於：

		2021		2020	
		Increase/(decrease) in lifetime ECL		Increase/(decrease) in lifetime ECL	
		二零二一年		二零二零年	
		全期預期信貸虧損		全期預期信貸虧損	
		增加/(減少)		增加/(減少)	
		(not credit-impaired)	(credit-impaired)	(not credit-impaired)	(credit-impaired)
		(無信貸減值)	(有信貸減值)	(無信貸減值)	(有信貸減值)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
One trade debtor with a gross carrying amount of RMB91,434,000 (2020: RMB78,175,000) defaulted and transferred to credit-impaired	賬面總值人民幣91,434,000元(二零二零年：人民幣78,175,000元)之交易應收款項違約並轉撥至信貸減值	(72,989)	72,989	-	-
Settlement in full of trade debtors with a gross carrying amount of RMB691,441,000 (2020: RMB792,472,000)	悉數結清賬面總值人民幣691,441,000元(二零二零年：人民幣792,472,000元)之交易應收款項	(31,110)	(36,000)	-	-
New trade receivables with gross carrying amount of RMB726,078,000 (2020: RMB836,989,000)	賬面總值人民幣726,078,000元(二零二零年：人民幣836,989,000元)之新增交易應收款項	91,091	-	65,376	-

As at 31 December 2021, the Group wrote off a trade receivable with the gross amount of RMB62,128,000 (2020: RMB90,658,000) when there was information indicating that the debtor is in liquidation.

當有資料顯示債務人處於清算狀態時，本集團會註銷交易應收款項。於二零二一年十二月三十一日，合計人民幣62,128,000元(二零二零年：人民幣90,658,000元)。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix – debtors' aging (continued)

The following tables show reconciliation of loss allowance that has been recognised for other receivables.

		Other receivables 12m ECL 其他應收款預期 信貸虧損 RMB'000 人民幣千元
As at 1 January 2020	於二零二零年一月一日	-
Impairment loss recognised	已確認減值虧損	9,755
As at 31 December 2020	於二零二零年十二月三十一日	9,755
Impairment loss recognised	已確認減值虧損	228
Impairment loss reversed	已轉回減值虧損	(204)
Write-off	注銷	(228)
As at 31 December 2021	於二零二一年十二月三十一日	9,551

In 2020, the impairment loss of RMB9,755,000 was recognised on other receivables which was borrowing to a supplier and the supplier was subsequently going through financial difficulty. In 2021, certain material of RMB204,000 was received from the supplier. The management of the Group considered that the amount of RMB9,551,000 was unrecoverable as at 31 December 2021.

The Group reversed impairment RMB204,000 (2020: nil) with the settlement in full of other trade debtors with a gross amount of RMB51,153,000 (2020: RMB48,305,000).

The Group recognised impairment RMB228,000 (2020: RMB9,755,000) with the newly originated other receivables gross amount of RMB97,082,000 (2020: RMB99,767,000).

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

撥備矩陣 – 應收賬款之賬齡(續)

下表顯示了已確認為其他應收款損失備抵的金額。

二零二零年，其他應收款確認人民幣9,755,000元減值虧損，該虧損歸因於向供應商預付材料採購款，供應商隨後陷入財務困難。二零二一年，從供應商處收到若干價值人民幣204,000元材料。本集團管理層認為，截至二零二一年十二月三十一日，款項人民幣9,551,000元無法收回，且已全部減值。

本集團悉數結算總金額為人民幣51,153,000元(二零二零年：人民幣48,305,000元)的其他交易應收款項，撥回減值人民幣204,000元(二零二零年：零)。

本集團就新產生總金額為人民幣97,082,000元(二零二零年：人民幣99,767,000元)的其他應收款項確認減值人民幣228,000元(二零二零年：人民幣9,755,000元)。

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The directors of the Company monitors the utilisation of borrowings and ensures compliance with loan covenants. As at 31 December 2021, the Group and the Company have available unutilised banking facilities of RMB12,236 million (2020: RMB11,276 million).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The table includes both interest and principal cash flows. The weighted average interest rate for the variable-rate borrowings has been calculated using the interest rates prevailing at the end of each reporting period.

Liquidity tables

	Weighted average interest rate	Less than 3 months	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at
							31.12.2021
	加權平均利率	少於三個月	三個月至一年	一至五年	五年以上	現金流量總額	於二零二一年十二月三十一日之賬面總值
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2021							
Trade and other payables		1,150,139	-	-	-	1,150,139	1,150,139
Amounts due to joint ventures		14,226	-	-	-	14,226	14,226
Fixed interest rate bank borrowings	2.08	251,655	881,421	361,019	-	1,494,095	1,468,963
Lease liabilities	4.76	2,619	8,280	31,732	141,762	184,393	101,023
		1,418,639	889,701	392,751	141,762	2,842,853	2,734,351

41. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險

就管理流動資金風險而言，本集團監控及維持管理層視為足以撥付本集團營運之現金及現金等價物水平，以及減低現金流量波動之影響。董事監控動用借貸之情況，並確保遵守貸款契諾。截至二零二一年十二月三十一日，本集團及本公司尚未使用的銀行授信額度為人民幣122.36億元(二零二零年：人民幣112.76億元)。

下表按議定還款期詳列本集團非衍生金融負債剩餘合約年期。下表按照本集團可能須付款之最早日期之金融負債未貼現現金流量編製。下表包括利息及本金現金流量。浮息借貸之加權平均利率使用各報告期間結算日當時之利率計算。

流動資金表

41. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity tables (continued)

		Weighted average interest rate	Less than 3 months	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31.12.2020 於二零二零年 十二月 三十一日 之賬面總值 RMB'000 人民幣千元
		加權 平均利率 %	少於 三個月 RMB'000 人民幣千元	三個月 至一年 RMB'000 人民幣千元	一至五年 RMB'000 人民幣千元	五年以上 RMB'000 人民幣千元	未貼現 現金流量總額 RMB'000 人民幣千元	
2020	二零二零年							
Trade and other payables	交易及其他應付款項	-	889,356	-	-	-	889,356	889,356
Amounts due to joint ventures	應付合營企業款項	-	13,490	-	-	-	13,490	13,490
Variable interest rate bank borrowings	浮息借貸	1.03	249	760	98,614	-	99,623	97,874
Fixed interest rate bank borrowings	定息借貸	1.15	138,671	763,459	2,016,724	-	2,918,854	2,874,285
Lease liabilities	租賃負債	4.63	2,712	7,711	33,150	149,125	192,698	104,435
			1,044,478	771,930	2,148,488	149,125	4,114,021	3,979,440

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

倘於報告期間結算日釐定之估計利率與浮息利率變動有異，則上述非衍生金融負債之浮息利率工具金額亦隨之變動。

按經常性基準以公平值計量之本集團金融資產公平值

本集團部分金融資產於各報告期末按公平值計量。下表提供有關如何釐定該等金融資產公平值(特別是所使用之估值技術及輸入數據)之資料。

Financial assets 金融資產	31/12/2021 二零二一年 十二月 三十一日 RMB'000 人民幣千元	31/12/2020 二零二零年 十二月 三十一日 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據
Unquoted fund investment 非掛牌基金投資	65,202	-	Level 2 第二級	Net asset value as published by the fund manager 基金管理人公布之資產淨值

42. GOVERNMENT GRANT INCOME

42. 政府補助收入

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Value-added tax refund (note a)	增值稅退稅(附註a)	13,684	22,243
Others (note b)	其他(附註b)	6,888	15,103
Incentive subsidies (note c)	鼓勵津貼(附註c)	-	47,263
		20,572	84,609

Notes:

- a. Certain PRC subsidiaries of the Group received refund of value-added tax from the relevant PRC tax authorities for purchasing reusable materials. It was granted quarterly when the total reusable materials consumed were more than 20% or 40% of the total materials consumed for production. There were no other specific conditions attached to the grants and, therefore, the Group recognised the grants upon approval being obtained from the relevant PRC authority.
- b. The amount includes certain incentives to attract foreign investment from the relevant PRC tax authorities in the form of profits tax refunds.
- c. In 2020, incentive subsidies were mainly granted by the relevant PRC authorities to certain PRC subsidiaries of the Group for being the top ten taxpayers and the amount was based on 20% of Enterprise Income Tax paid. Such incentive subsidy was not granted in 2021.

附註：

- a. 本集團若干中國附屬公司就購買可回收使用材料收取中國有關稅務當局之增值稅退稅。倘可回收使用材料消耗總額超過生產時所耗用材料總額20%或40%，則可按季獲得增值稅退稅。該等補助並無附帶其他指定條件，因此本集團於獲得中國有關當局批准後確認補助。
- b. 金額包括中國有關稅務當局為吸引外商投資實行利得稅退稅之若干鼓勵津貼。
- c. 於二零二零年，中國有關當局向屬於十大納稅者之本集團若干中國附屬公司授出鼓勵津貼，津貼金額按已繳企業所得稅20%計算。惟二零二一年已無該鼓勵津貼。

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

43. 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量將會在集團綜合現金流量表中分類為融資活動的現金流量。

		Lease liabilities 租賃負債 RMB'000 人民幣千元 (note 32) (附註32)	Borrowings 借款 RMB'000 人民幣千元 (note 31) (附註31)	Dividend payable 應付股息 RMB'000 人民幣千元	Interest payable 應計利息 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	100,537	6,214,309	-	6,883	6,321,729
Interest expenses (note 9)	利息支出(附註9)	6,536	-	-	129,398	135,934
Dividend declared	宣派股息	-	-	862,175	-	862,175
Financing cash flow	融資活動現金流量	(10,604)	(3,242,150)	(862,175)	(134,516)	(4,249,445)
New leases entered	新租賃加入	7,966	-	-	-	7,966
At 31 December 2020	於二零二零年十二月三十一日	104,435	2,972,159	-	1,765	3,078,359
Interest expenses (note 9)	利息支出(附註9)	4,961	-	-	46,954	51,915
Dividend declared	宣派股息	-	-	834,432	-	834,432
Financing cash flow	融資活動現金流量	(9,949)	(1,503,196)	(834,432)	(47,541)	(2,395,118)
New lease entered	新租賃加入	1,576	-	-	-	1,576
At 31 December 2021	於二零二一年十二月三十一日	101,023	1,468,963	-	1,178	1,571,164

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44. SUBSIDIARIES

(a) General Information of subsidiaries

44. 附屬公司

(a) 附屬公司一般資料

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/註冊/ 經營地點	Class of shares/ registered capital 所持股份類別	Paid up issued/ registered capital 繳足發行/ 註冊資本	Proportion of ownership interest held 本公司所持所有權權益比例		Proportion of voting power held 本公司所持投票權比例		Principal activities 主要業務
				2021	2020	2021	2020	
				二零二一年	二零二零年	二零二一年	二零二零年	
*Perfect Industrial Holdings Pte., Ltd.	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$9,719,535 美元9,719,535	100%	100%	100%	100%	Investment holding 投資控股
Oriental Industrial Holdings Pte., Ltd.	Republic of Singapore ("Singapore") 新加坡共和國 (「新加坡」)	Ordinary 普通股	US\$838,043,787 美元838,043,787	100%	100%	100%	100%	Investment holding 投資控股
Asia Continent Investment Holdings Pte., Ltd.	Singapore 新加坡	Ordinary 普通股	US\$288,846,900 美元288,846,900	100%	100%	100%	100%	Investment holding 投資控股
Shanghai Ya Li Cement Products Co., Ltd. ² 上海亞力水泥製品有限公司 ²	PRC 中國	Registered capital 普通股	US\$15,000,000 美元15,000,000	100%	100%	100%	100%	Manufacture and sale of concrete 製造及銷售混凝土
Jiangxi Ya Dong Cement Corporation Ltd. ¹ 江西亞東水泥有限公司 ¹	PRC 中國	Registered capital 普通股	US\$356,104,433 美元356,104,433	95%	95%	67%	67%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products 製造及銷售水泥產品、熟料、高爐渣粉及相關產品
Wuhan Ya Dong Cement Co., Ltd. ² 武漢亞東水泥有限公司 ²	PRC 中國	Registered capital 普通股	US\$36,140,000 美元36,140,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products 製造及銷售水泥產品、熟料、高爐渣粉及相關產品

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44. SUBSIDIARIES (CONTINUED)

(a) General Information of subsidiaries (continued)

44. 附屬公司(續)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/註冊/ 經營地點	Class of shares/ registered capital 所持股份類別	Paid up issued/ registered capital 繳足發行/ 註冊資本	Proportion of ownership interest held 本公司所持所有 權益比例		Proportion of voting power held 本公司所 持投票權比例		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Jiangxi Ya Li Transport Co., Ltd. ¹ 江西亞利運輸有限公司 ¹	PRC 中國	Registered capital 普通股	RMB12,500,000 人民幣12,500,000元	97.4%	97.39%	100%	100%	Provision of transportation services 提供運輸服務
Oriental Holding Co., Ltd. ² 亞東投資有限公司 ²	PRC 中國	Registered capital 普通股	US\$204,191,000 美元204,191,400	100%	100%	100%	100%	Investment holding 投資控股
Nanchang Yali Concrete Produce Ltd. ¹ 南昌亞力水泥製品有限公司 ¹	PRC 中國	Registered capital 普通股	RMB60,000,000 人民幣60,000,000元	95%	95%	100%	100%	Manufacture and sale of concrete 製造及銷售混凝土
Nanchang Yadong Cement Co., Ltd. ¹ 南昌亞東水泥有限公司 ¹	PRC 中國	Registered capital 普通股	RMB90,000,000 人民幣90,000,000元	72.5%	72.5%	67%	67%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products 製造及銷售水泥產品、熟料、高爐渣粉及相關產品
Hubei Yadong Cement Co., Ltd. ² 湖北亞東水泥有限公司 ²	PRC 中國	Registered capital 普通股	US\$154,800,000 美元154,800,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products 製造及銷售水泥產品、熟料、高爐渣粉及相關產品

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44. SUBSIDIARIES (CONTINUED)

(a) General Information of subsidiaries (continued)

44. 附屬公司(續)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/註冊/ 經營地點	Class of shares/ registered capital 所持股份類別	Paid up issued/ registered capital 繳足發行/ 註冊資本	Proportion of ownership interest held 本公司所持所有 權益比例		Proportion of voting power held 本公司所 持投票權比例		Principal activities 主要業務
				2021	2020	2021	2020	
				二零二一年	二零二零年	二零二一年	二零二零年	
Sichuan Yadong Cement Co., Ltd. ²	PRC	Registered capital	US\$368,340,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
四川亞東水泥有限公司 ²	中國	普通股	美元368,340,000					製造及銷售水泥產品、熟料、高爐爐渣粉及相關產品
Chengdu Yali Cement Products Co., Ltd. ²	PRC	Registered capital	US\$4,100,000	100%	100%	100%	100%	Manufacture and sale of concrete products, clinker, blast-furnace slag powder and related products
成都亞力水泥製品有限公司 ²	中國	普通股	美元4,100,000					製造及銷售水泥產品、熟料、高爐爐渣粉及相關產品
Huanggang Yadong Cement Co., Ltd. ¹	PRC	Registered capital	US\$86,170,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
黃岡亞東水泥有限公司 ¹	中國	普通股	美元86,170,000					製造及銷售水泥產品、熟料、高爐爐渣粉及相關產品
Hubei Ya Li Transport Co., Ltd. ²	PRC	Registered capital	RMB13,000,000	100%	100%	100%	100%	Provision of transportation services
湖北亞利運輸有限公司 ²	中國	普通股	人民幣13,000,000元					提供運輸服務
Sichuan Ya Li Transportation Co., Ltd. ²	PRC	Registered capital	US\$3,500,000	100%	100%	100%	100%	Provision of transportation services
四川亞利運輸有限公司 ²	中國	普通股	美元3,500,000					提供運輸服務

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44. SUBSIDIARIES (CONTINUED)

(a) General Information of subsidiaries (continued)

44. 附屬公司(續)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/註冊/ 經營地點	Class of shares/ registered capital 所持股份類別	Paid up issued/ registered capital 繳足發行/ 註冊資本	Proportion of ownership interest held 本公司所持所有 權益比例		Proportion of voting power held 本公司所 持投票權比例		Principal activities 主要業務
				2021	2020	2021	2020	
				二零二一年	二零二零年	二零二一年	二零二零年	
Yangzhou Ya Dong Cement Co., Ltd. ²	PRC	Registered capital	US\$35,530,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
揚州亞東水泥有限公司 ²	中國	普通股	美元35,530,000	100%	100%	100%	100%	製造及銷售水泥產品、熟料、高爐爐渣粉及相關產品
Sichuan Yali Cement Products Co., Ltd. ²	PRC	Registered capital	US\$3,300,000	100%	100%	100%	100%	Manufacture and sale of concrete
四川亞力水泥製品有限公司 ²	中國	普通股	美元3,300,000	100%	100%	100%	100%	製造及銷售混凝土
Wuhan Ya Li Cement Products Co., Ltd. ²	PRC	Registered capital	RMB60,000,000	100%	100%	100%	100%	Manufacture and sale of concrete
武漢亞力水泥製品有限公司 ²	中國	普通股	人民幣60,000,000元	100%	100%	100%	100%	製造及銷售混凝土
Wuhan Yaxin Cement Co., Ltd. ³	PRC	Registered capital	RMB90,000,000	90%	90%	67%	67%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
武漢亞鑫水泥有限公司 ³	中國	普通股	人民幣90,000,000元	90%	90%	67%	67%	製造及銷售水泥產品、熟料、高爐爐渣粉及相關產品
Taizhou Yadong Building Material Co., Ltd. ²	PRC	Registered capital	USD16,000,000	100%	100%	100%	100%	Sale and storage of cement product
泰州亞東建材有限公司 ²	中國	普通股	美元16,000,000	100%	100%	100%	100%	銷售及儲存水泥產品

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44. SUBSIDIARIES (CONTINUED)

(a) General Information of subsidiaries (continued)

44. 附屬公司(續)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/註冊/ 經營地點	Class of shares/ registered capital 所持股份類別	Paid up issued/ registered capital 繳足發行/ 註冊資本	Proportion of ownership interest held 本公司所持所有 權益比例		Proportion of voting power held 本公司所 持投票權比例		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Sichuan Lanfeng Cement Co., Ltd. ²	PRC	Registered capital	RMB600,000,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
四川蘭豐水泥有限公司 ²	中國	普通股	人民幣 600,000,000元					製造及銷售水泥產品、熟料、高爐渣渣粉及相關產品
Sichuan Lanfeng ²	PRC	Registered capital	RMB20,000,000	100%	100%	100%	100%	Manufacture and sale of cement products, clinker, blast-furnace slag powder and related products
四川蘭豐建材有限公司 ²	中國	普通股	人民幣 20,000,000元					製造及銷售水泥產品、熟料、高爐渣渣粉及相關產品
Ruichang Yadong New Material Co., Ltd. ¹	PRC	Registered capital	RMB2,000,000	95%	95%	100%	100%	Sale and storage of cement product
瑞昌亞東新材料有限公司 ¹ (「瑞昌亞東」)	中國	普通股	人民幣2,000,000元					銷售新型建築材料

¹ These companies were established in the PRC in the form of sino-foreign equity joint venture enterprise.

² These companies were established in the PRC in the form of wholly foreign-owned enterprise.

³ This company was established in the PRC in the form of foreign-invested enterprise.

* This subsidiary is directly held by the Company and it held Oriental Industrial Holding Pte., Ltd. and Asia Continent Investment Holding Pte., Ltd. of 100% which indirectly held the remaining subsidiaries.

¹ 該等公司於中國成立為中外合資經營企業。

² 該等公司於中國成立為外商獨資企業。

³ 該公司於中國成立為外商投資企業。

* 該公司由亞洲水泥(中國)控股公司直接持有，餘下附屬公司由100%股權之Oriental Industrial Holding Pte., Ltd.持有。

None of the subsidiaries had issued any debt securities at the end of the year.

概無附屬公司於年結日發行任何債務證券。

44. SUBSIDIARIES (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

44. 附屬公司(續)

(b) 擁有重大非控股權益之非全資附屬公司詳情

下表顯示擁有重大非控股權益之本集團非全資附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要經營地點	Proportion of ownership interest held by non-controlling interests 非控股權益持有之所有權權益比例		Proportion of voting right held by non-controlling interests 非控股權益持有之投票權比例		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		2021	2020	2021	2020	2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Jiangxi Ya Dong Cement Corporation Ltd. (note) 江西亞東水泥有限公司(附註)	PRC 中國	5%	5%	33%	33%	54,662	68,033	313,931	286,494
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別非重要附屬公司						(1,666)	13,668	87,439	95,651
						52,996	81,701	401,370	382,145

Note: Summarised financial information in respect of the above subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

附註：有關上述擁有重大非控股權益之附屬公司財務資料概要載列如下。以下財務資料概要為對銷集團間交易前之金額。

44. SUBSIDIARIES (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Jiangxi Ya Dong Cement Corporation Ltd.

44. 附屬公司(續)

(b) 擁有重大非控股權益之非全資附屬公司詳情(續)

江西亞東水泥有限公司

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	4,332,703	3,094,309
Non-current assets	非流動資產	3,605,008	3,747,863
Current liabilities	流動負債	(1,624,635)	(1,090,270)
Non-current liabilities	非流動負債	(34,454)	(22,028)
Equity attributable to owners of the Company	本公司擁有人應佔權益	5,964,691	5,443,380
Non-controlling interests	非控股權益	313,931	286,494
Revenue	收益	5,172,820	4,509,273
Expenses	開支	(3,530,772)	(2,589,721)
Profit for the year	年內溢利	1,093,249	1,360,663
Profit attributable to owners of the Company	本公司擁有人應佔溢利	1,038,587	1,292,630
Profit attributable to non-controlling interests	非控股權益應佔溢利	54,662	68,033
Dividends paid to non-controlling interests	向非控股權益派付股息	27,225	71,875
Net cash inflow from operating activities	經營活動所得現金淨額	986,210	2,090,435
Net cash inflow (outflow) from investing activities	投資活動所得(用)現金淨額	425,313	(618,610)
Net cash outflow from financing activities	融資活動所用現金淨額	(81,804)	(1,437,835)
Net cash inflow	現金流入淨額	1,329,719	33,990

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

45. 有關本公司財務狀況報表之資料

有關本公司於報告期間結算日財務狀況報表之資料包括：

			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
NON-CURRENT ASSET	非流動資產			
Unlisted investment in subsidiary	於附屬公司之非上市投資		8,231,182	8,231,182
CURRENT ASSETS	流動資產			
Interest receivables	應收利息		526	3,836
Dividend receivable	應收股利		416,229	-
USD Notes	美元票據	28	-	2,401,163
Financial assets at FVTPL	以公允值計量且其變動計入當期損益的金融資產	27	65,202	-
Bank balances and cash	銀行結餘	26	718,906	284,301
			1,200,863	2,689,300
CURRENT LIABILITIES	流動負債			
Bank borrowings – due within one year	借貸	31	1,118,299	872,988
Other payables	其他應付款項		1,207	2,248
Loans from subsidiaries (note)	附屬公司借貸(附註)		1,761,942	1,256,087
			2,881,448	2,131,323
NET CURRENT (LIABILITIES) ASSETS	流動(負債)資產淨值		(1,680,585)	557,977
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		6,550,597	8,789,159
NON-CURRENT LIABILITY	非流動負債			
Bank borrowings – due after one year	借貸	31	350,664	2,099,171
NET ASSETS	資產淨值		6,199,933	6,689,988
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	35	140,390	140,390
Reserves	儲備		6,059,543	6,549,598
TOTAL EQUITY	權益總額		6,199,933	6,689,988

Note: The loans from subsidiaries were unsecured, interest bearing at 2.28% and 3.31% (2020: 2.77% and 3.58%) per annum and repayable on demand.

附註：附屬公司借貸為無抵押，按年利率2.28%至3.31%（二零二零年：2.77%至3.58%）計息及須按要求償還。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement in the Company's reserves

45. 有關本公司財務狀況報表之資料(續)

儲備變動

		Share premium 股份溢價 RMB'000 人民幣千元 (note) (附註)	Other reserve 其他儲備 RMB'000 人民幣千元	Retained earnings 累計損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	2,092,147	2,073,316	872,793	5,038,256
Profits for the year and total comprehensive income for the year	年內溢利及年內全面收入總額	-	-	2,294,768	2,294,768
Dividends recognised as distribution (note 13)	確認為分派之股息(附註13)	(783,426)	-	-	(783,426)
At 31 December 2020	於二零二零年十二月三十一日	1,308,721	2,073,316	3,167,561	6,549,598
Profits for the year and total comprehensive income for the year	年內溢利及年內全面收入總額	-	-	310,606	310,606
Dividends recognised as distribution (note 13)	確認為分派之股息(附註13)	(800,661)	-	-	(800,661)
At 31 December 2021	於二零二一年十二月三十一日	508,060	2,073,316	3,478,167	6,059,543

Note: In accordance with the Cayman Islands Companies Law, share premium is one of the Company's reserves available for distribution.

附註：根據開曼群島公司法，股份溢價是公司可分配的儲備之一。

Financial Summary

財務概要

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				2021
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	7,815,527	11,330,347	12,608,716	10,823,753	11,755,908
Profit before tax	除稅前溢利	984,830	3,383,150	4,350,080	3,686,761	2,564,771
Income tax expense	所得稅開支	(348,627)	(882,360)	(1,119,984)	(936,352)	(743,468)
Profit for the year	年內溢利	636,203	2,500,790	3,230,096	2,750,409	1,821,303
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	602,377	2,420,839	3,147,340	2,668,708	1,768,307
Non-controlling interests	非控股權益	33,826	79,951	82,756	81,701	52,996
		636,203	2,500,790	3,230,096	2,750,409	1,821,303

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日				2021
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	資產總值	16,409,987	20,722,346	23,985,754	21,634,251	21,416,855
Total liabilities	負債總額	6,199,603	8,280,000	9,342,760	5,103,023	3,743,015
		10,210,384	12,442,346	14,642,994	16,531,228	17,673,840
Equity attributable to:	以下人士應佔權益：					
Owners of the Company	本公司擁有人	9,909,932	12,087,909	14,263,801	16,149,083	17,272,470
Non-controlling interests	非控股權益	300,452	354,437	379,193	382,145	401,370
		10,210,384	12,442,346	14,642,994	16,531,228	17,673,840



Asia Cement (China) Holdings Corporation
亞洲水泥(中國)控股公司