



**China Greenland Broad Greenstate Group Company Limited**  
**中國綠地博大綠澤集團有限公司**

(Incorporated in the Cayman Islands with limited liability)  
Stock Code : 1253



Annual Report  
2022

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大  
精  
深

博採眾長

Eclectic

大有作為

Accomplishment

精益求精

Excelsior

深生不息

Continuous

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# Corporate Information

## Company Name

China Greenland Broad Greenstate Group Company Limited

## Place of Listing of Shares

The Stock Exchange of Hong Kong Limited — main board

## Stock Code

1253

## Stock Name

GREENLAND BROAD

## Board of Directors

### Executive Directors

Mr. Wu Zhengping (*Chairman and chief executive officer*)

Ms. Xiao Li (*Deputy chief executive officer*)  
(*resigned on 29 April 2023*)

Ms. Zhu Wen  
(*Chief financial officer and Deputy general manager*)  
(*resigned on 29 April 2023*)

Ms. Chen Min (*Deputy financial controller*)

### Independent Non-executive Directors

Mr. Dai Guoqiang

Dr. Jin Hexian

Mr. Yang Yuanguang

## Company Secretary

Ms. Lee Mei Yi (*appointed on 20 May 2022*)

Ms. Lo Ka Man (*resigned on 20 May 2022*)

## Authorized Representatives

Ms. Zhu Wen (*resigned on 29 April 2023*)

Ms. Lo Ka Man (*resigned on 20 May 2022*)

Ms. Lee Mei Yi (*appointed on 20 May 2022*)

## Audit Committee

Mr. Yang Yuanguang (*Chairman*)

Mr. Dai Guoqiang

Dr. Jin Hexian

## Remuneration Committee

Dr. Jin Hexian (*Chairman*)

Mr. Dai Guoqiang

Ms. Zhu Wen (*resigned on 29 April 2023*)

## Nomination Committee

Mr. Dai Guoqiang (*Chairman*)

Ms. Xiao Li (*resigned on 29 April 2023*)

Dr. Jin Hexian

## Registered Office

The offices of Maples Corporate Services Limited

PO Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

## Headquarters and Principal Place of Business in the People's Republic of China

Floor 8, Block D3, 5th Building

Hongqiao World Center, 1588 Lane

Zhuguang Road

Shanghai, People's Republic of China



## Corporate Information (Continued)

### Place of Business in Hong Kong

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon, Hong Kong

### Auditor

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

### Hong Kong Legal Advisor

Jia Yuan Law Office  
17/F, No. 238 Des Voeux Road Central  
Sheung Wan, Hong Kong

### Cayman Islands Principal Share Registrar and Transfer Office

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

### Hong Kong Branch Share Registrar

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

### Principal Bank

Bank of Shanghai Changning Branch

### Company Website

[www.greenland-broadgreenstate.com.cn](http://www.greenland-broadgreenstate.com.cn)

# Financial Highlights

## For the year ended 31 December

	2022 RMB'000	2021 RMB'000	Change RMB'000	%
Revenue	109,275	267,498	(158,223)	(59)
Gross Profit	25,396	80,259	(54,863)	(68)
Profit before taxation	(482,776)	11,716	(494,492)	(4,221)
Net profit attributable to owners of the Parent	(422,794)	4,542	(427,336)	(9,409)

## 31 December

	2022 RMB'000	2021 RMB'000	Change RMB'000	%
Total assets	2,939,193	3,358,341	(419,148)	(12)
Total equity attributable to owners of the parent	563,118	1,016,282	(453,164)	(45)

## For the year ended 31 December

	2022	2021
<b>Profitability ratio (%)</b>		
Gross Profit margin	23.2	30.0
Net profit margin	(386.9)	1.7
Return on assets	(14.4)	0.1
Return on equity	(71.4)	0.4
Working capital ratio (time)	0.8	1.0
Gearing ratio (%)	74.4	60.5

# Five-Year Financial Summary

For the year ended 31 December

	2022	2021	2020	2019	2018
<b>Profitability data</b>					
Revenue	109,275	267,498	676,161	949,088	889,548
Gross Profit	25,396	80,259	190,611	211,291	222,870
Profit before taxation	(482,776)	11,716	94,046	81,193	64,385
Net profit attributable to owners of the Parent	(422,794)	4,542	78,295	71,383	59,243
<b>Profitability ratio (%)</b>					
Gross Profit margin	23.2	30.0	28.2	22.3	25.1
Net profit margin	(386.9)	1.7	11.6	7.5	6.7
<b>Assets and liabilities data (RMB'000)</b>					
Non-current assets	1,456,107	1,417,562	1,135,962	916,698	990,497
Current assets	1,483,086	1,940,779	2,316,809	2,447,307	2,404,831
Current liabilities	1,969,958	1,995,379	2,152,338	2,439,534	2,175,097
Non-current liabilities	377,882	318,892	276,426	21,576	333,065
Total equity attributable to owners of the parent	563,118	1,016,282	995,931	884,240	844,948
<b>Working Capital data</b>					
Current ratio (time)	0.8	1.0	1.1	1.0	1.1
Gearing ratio (%)	74.4	60.5	60.4	65.8	69.4

## Chairman's Statement

Dear Shareholders,

On behalf of the Board of Directors of China Greenland Broad Greenstate Group Company Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), I am pleased to present you with the audited consolidated annual results of the Group for the year ended 31 December 2022.





## Chairman's Statement (Continued)

As the world entered 2022, it faced more challenges in the global economic environment. Inflationary pressures were on the rise worldwide, and geopolitical risks in some regions were worsening, making the international business environment increasingly complex and challenging. Additionally, the full recovery of the world economy was hindered by the continued volatility of fiscal and monetary policies in various countries, leading to no significant breakthrough. Despite facing multiple unexpected challenges, China was successful in stabilizing its economy by efficiently coordinating epidemic prevention and control with economic and social development, and implementing several macroeconomic policies to stabilize the economy. In 2022, China's gross domestic product (“GDP”) increased by 3.0% year-on-year to RMB121 trillion, an outstanding performance among the world's major economies, which was rare and commendable. However, the domestic economy faced triple pressure from shrinking demand, supply shocks, and weakening expectations in 2022. These factors had a significant impact on the contribution of consumption to economic growth, slowed down the growth of the industrial economy, and disrupted the recovery in the service sector.

Faced with the current challenges, the Group is adhering to a prudent business strategy while boldly adapting to market changes. The Group is prioritizing the advancement of its existing projects and optimizing project compliance to ensure successful completion, secure project returns, and maintain a healthy cash flow. When considering new projects, the Group conducts careful assessments of potential projects, taking into account their compliance and the financial strength of local governments. This is done to ensure the value and feasibility of the projects and to avoid blindly pursuing new projects that could potentially harm the Group's business foundation.

Since its establishment, the Group has been dedicated to landscape and ecological conservation and has become a prominent player in the industry. In the past year, the Group has experienced steady growth in both business scope and scale. Thanks to its excellent operational capabilities, extensive experience, and good reputation, the Group has expanded its business presence to 15 provinces and municipalities throughout China. Additionally, the Group has gradually expanded its focus to include large-scale municipal ecological projects. Throughout this expansion, the Group has established a strong reputation and credibility among major customers, including various government departments and state-owned enterprises.

As of 31 December 2022, the Group recorded total revenue of approximately RMB109.3 million, profit for the period of approximately RMB25.4 million, net profit loss attributable to owners of the Parent of approximately RMB422.8 million, with gross profit margin of 23.2% and net profit loss margin of 386.9%. During the Year under Review, the Group deliberately controlled the volume of new construction works and construction progress and reduced administrative, sales and operating expenses, which laid stress on the revenue. Furthermore, the Group strengthened its management of trade receivables and cash liquidity to enhance its stable operation. However, these measures led to a decline in its performance.

In May 2022, the State Council of China released a package of policies and measures called the “Raft of Measures and Policies to Firmly Stabilize the Economy (《扎實穩住經濟的一攬子政策措施》)” aimed at establishing a strong foundation for the country's economic development. These policies primarily target nine sectors, including transportation infrastructure, energy, agriculture, forestry, and water conservation, ecological protection, social undertakings, logistics infrastructure, municipal and industrial park infrastructure, major national strategic projects, and security housing projects. As a result, local governments are expected to expedite infrastructure construction to further enhance the steady economic growth, which will likely accelerate the momentum of the PPP model. Additionally, the Chinese government has been actively pursuing urban renewal and rural revitalization initiatives. The Ministry of Housing and Urban-Rural Development of China reported that 52,500 old communities across the nation were newly renovated in 2022, surpassing the planned 51,100. Moreover, the government has published the “Action Plan on Rural Construction (《鄉村建設行動實施方案》)”, which aims to make tangible progress in rural construction and improve the living environment in rural areas by 2025, including developing rural public infrastructure and strengthening planning and construction management of villages.

## Chairman's Statement (Continued)

Despite China's gradual recovery from the COVID-19 pandemic, the overall landscape industry saw low numbers of new orders during the Year under Review. This was mainly due to the digestion of PPP projects that were signed earlier and a slow-down in Engineering Procurement Construction (“EPC”) tendering activities. Furthermore, competition in the segment intensified as more environmental and sanitation enterprises expanded into landscaping and maintenance. However, according to the National PPP Integrated Information Platform Project Management Database for November 2022 released by the Ministry of Finance and China Public Private Partnerships Center, the investment amount in ecological construction and environmental protection projects was RMB384 trillion. Although growth in the investment amount of newly obtained projects has slowed, the number of cumulative contracted projects and projects in progress has steadily increased, demonstrating that PPP has matured in market development and has entered a stage of orderly high-quality development.

### Stabilize Cash Flow, Drive High-Quality Growth

Reflecting on 2022, the Group faced challenges from changes in the global macro environment and geopolitical risks, which had a significant impact on investment sentiment. To ensure high-quality development and stable cash flow, the Group implemented prudent growth strategies and various measures. These included actively managing project investment risks by closely monitoring the progress of construction projects, strengthening payment collection of projects on hand, enhancing the stability and control of cash flow, and ensuring project quality and safety to enhance customer satisfaction and market competitiveness. The Group also revitalized existing projects and controlled the scale of its PPP business. This was achieved by recovering capital from existing projects to shorten the capital closeout period and improve capital utilization efficiency. Additionally, the Group maintained stable and sustainable operations by controlling investment scale and profit margins, which provided a solid foundation for long-term incremental projects in the future.

The Group's portfolio primarily consists of PPP projects, of which five have transitioned to operation and maintenance, and the rest are either under construction or in the preliminary preparation phase. During the Year under Review, no new projects were added, and the Group concentrated on executing existing projects as planned and proceeding to the payment collection stage. This outcome aligned with the Group's and management's expectations. Instead of pursuing new projects blindly, the Group focused on strengthening its fundamentals, managing account receivables, and improving cash flow to be well-positioned for development opportunities presented by the “14th Five-Year Plan's” urban planning green improvement, laying a strong foundation.

### Seize Opportunities for Green Development and Pursue Quality Projects

The 14th Five-Year Plan (2021–2025) of China emphasizes the importance of green development and low-carbon transformation to address climate change and environmental protection issues and to promote sustainable economic growth. The Group expects that as China implements the “Dual Carbon” goals in the future, more investment and opportunities will arise in the green industry and environmental protection sector. To provide higher quality and innovative services, the landscape industry needs to have strong execution capabilities. Therefore, as a promising ecological service provider and developer in China, the Group will continue to improve itself and seize the long-term opportunities created by government policies, enhance the application and design of high-efficiency, energy-saving, clean, and green technologies, invest in establishing its technology center, and strengthen independent research and development of core technologies, particularly those with independent intellectual properties.

### Prospects

2022 was a challenging year and finally behind us, but China is looking towards a future where it will build world-class ecological civilization and modern industrial systems that promote green, low-carbon, and circular development. The landscape industry will play a crucial role in this transformation, and it is expected to continue its healthy development in the coming years. Enterprises within the industry will focus on strengthening technological innovation, talent development, and integrating the industrial chain to promote industry transformation and upgrading, thereby enhancing overall competitiveness. Furthermore, recent years have seen an increase in demand for greening and landscaping due to growing public attention towards environmental quality and ecological preservation, providing even more development opportunities for the landscape industry.

Looking ahead, the Group is committed to strengthening its business fundamentals and embracing a green and sustainable development approach. In its core operations, the Group will prioritize the business philosophy of energy efficiency, environmental protection, and circular economy. It will align with the "30-60 Targets" and China's urbanization trajectory to expedite the advancement of urban landscaping that is both eco-friendly and functional, in accordance with the trend of the landscape industry to invest in the ecological sector.

As a key contributor to the development of ecological civilization and Beautiful China, the Group has established a business mission of becoming "a leader in ecological and humanistic homeland construction, and a pioneer in sustainable environmental development." Upholding the values of "kindness, fortitude, cooperation, and dedication," the Group takes practical steps to fulfill its social responsibility of "nurturing a beautiful China for future generations." With the strategic vision of "enhancing the regional core values through first-class ecological environments and promoting the harmonious upgrading of our homelands through deep humanistic construction," the Group strives to become a leader and practitioner in the field of ecological and humanistic environment construction.

Based on the national strategy and industry development, and considering the actual business conditions and the Company's development orientation, the Group is committed to leveraging its advantages in the whole industrial chain, expanding the market in a stable manner, optimizing management, and investing in its own growth, to establish a new era of high-quality development for the Group in the post-epidemic period.

#### **Mr. Wu Zhengping**

*Chairman and Chief Executive Officer*

28 April 2023

# Management Discussion and Analysis

## Industry Review

The state's Plan for National Urban Infrastructure Construction during the "14th Five-Year" period emphasizes the promotion of urban sustainable development by improving the intelligence level of cities, strengthening urban public services, and intensifying the maintenance and management of urban infrastructure. The "14th Five-Year" Plan and Vision 2035 also mention the development of China's PPP, providing a broader space for PPP projects related to ecological construction and environmental protection in the medium and long run. According to a report by the China Research Institute of Industrial Research, local governments are actively promoting investment in urban greening projects, and the market demand for the landscape engineering industry is expected to reach nearly RMB1.1 trillion by 2025. Despite the uncertainty in the macro operating environment, the promotion of PPP projects remains unaffected, with the addition of 51 new PPP projects and an investment of RMB147.8 billion, representing a year-on-year increase of RMB34.7 billion, or 24.8%.

The national focus on stable growth is expected to accelerate infrastructure construction. In last year's Government Work Report, effective investment expansion and moderate advancement of infrastructure investment were proposed, with more emphasis on livelihood projects. This year, at the Central Economic Work Conference, the economic development principle of pursuing progress while maintaining stability was reiterated for 2023. On top of the implementation of the spirit of the Central Economic Work Conference, local governments have introduced new initiatives to stabilize the economy and promote development, such as expanding investment, boosting consumption, stabilizing foreign trade, support enterprises, and promoting innovation. These actions have boosted market players' expectations and confidence in all industries. With the domestic operational sentiment improving and the benefits of policies being released, economic indicators show that China's economy is expected to have a good start in 2023. PPP, as a mode of operation to encourage social capital participation in public infrastructure construction, will become an inevitable option for China to achieve major economic goals effectively and cope with various challenges. As such, the PPP mode is expected to have a significant rebound.





# Management Discussion and Analysis (Continued)

## Business Review

The Group remains committed to its core business of ecological construction while also enhancing its environmental restoration and cultural tourism operations. Despite the challenging domestic and international economic environment, in 2022 the Group adjusted its business strategy to focus on completing ongoing investment projects and optimizing its management model to achieve comprehensive high-quality development. Throughout the year, the Group effectively managed operational risks and maintained stable and sustainable operations through measures such as optimizing project management, enhancing its strength, and implementing income-generating and cost-saving initiatives. During the year under review, the Group recorded a total revenue of RMB109.3 million and net profit loss attributable to owners of the Parent of RMB422.8 million. Gross profit margin was 23.2%, representing a decrease of 6.8 percentage points as compared with the same period last year.

## Cost Control

The Group implemented scientific, rational, and cost-effective practices to boost revenue and cut costs. Rather than relying on the traditional extensive contracting model for project management in the industry, the Group adopted a refined project cost control approach. It established a group-wide supplier database and utilized its self-developed project management information platform (“**OA System**”) to ensure that all project expenses were strictly managed in accordance with the budget. In the year under review, the Group completed the preparation and trial operation of a procurement platform for well-known enterprises in China, thereby comprehensively expanding its supply chain channel. For project operation and maintenance in the later stage, the Group fully utilized the cooperation between its operation management companies and prime operation teams to consider maintenance plans during construction. Additionally, the Group placed great emphasis on project redevelopment, proposing optimization schemes during project implementation and developing resources around the project’s location through well-established friendly cooperative relationships.

## Research and Development

The Group is committed to becoming a leading domestic and internationally advanced player in the industry by following the guidance of high-efficiency, energy-saving, and clean green technology and design. The aim is to promote the development of ecological and environmental protection projects through scientific and technological innovation. Building on its existing technology accumulation, project experience, and product advantages, the Group has continuously invested heavily in establishing its technology center, focusing on independent development, supplemented by the introduction, digestion, and absorption of other technologies. The Group has also strengthened industry, education, and research cooperation and intellectual property rights construction, actively realizing the industrialization of science and technology. The Group recognizes that scientific research is an important strategy for achieving sustainable development and provides strong technical support through innovation in scientific research.

# Management Discussion and Analysis (Continued)

## Future Development

The green and circular economy development direction and the establishment of a seamless urban ecological infrastructure system are outlined in China's "14th Five-Year Plan". In 2023, the State Council published a white paper titled "China's Green Development in the New Era" on 19 January, which includes decision-making arrangements, practical achievements, experiences, and practices for promoting green development. The paper advocates for a harmonious coexistence between human and nature, and introduces China's intentions and actions to actively participate in global ecological environment governance and addressing climate change. As a company primarily engaged in landscape construction in China, the Group aims to follow the trend and take advantage of the many opportunities presented by favourable policies.

In face of the challenging and opportunistic industry environment, the Group aims at prioritizing stability and adopt a defensive approach to ensure the smooth progress of its ongoing projects. The Group intends to strengthen its compliance management of existing projects and focus on enhancing its core technologies related to ecological construction to establish a distinctive competitive edge and enhance its position in the industry. The Group also aims at strengthening its foundation strengths to improve its risk resistance and undertake projects with larger amounts, thereby increasing its profit margin and return on net assets.

In the future, the Group plans to actively respond to the state's call for energy-efficient, environmentally friendly, and green development projects. With its enhanced technological innovation in the field of "double carbon", the Group aims at integrating technologies of carbon reduction, zero carbon, and negative carbon into the construction process, promoting the use of more energy-efficient and environmentally friendly equipment. The Group will also adopt more efficient, greener, energy-saving, and sustainable approaches to operate projects in later stages by utilizing cutting-edge technologies such as big data and artificial intelligence. The Group will continue to learn from the strengths of the PPP and Engineering Procurement Construction models and improve the precision of business projects to speed up the conversion of the projects' output value. The Group will also accelerate the completion of existing projects, strengthen operation management, layout the whole industrial chain to promote business development, consolidate its strategic advantages, deepen its brand image, and continue to contribute to the construction of a beautiful China.



# Corporate Governance Report

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to report to the shareholders of the Company (the “**Shareholders**”) on the corporate governance of the Company for the year ended 31 December 2022.

## Corporate Governance Culture and Purpose

*The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that Shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.*

*Purpose: being a leader in ecological and humanistic homeland construction, and a pioneer in sustainable environmental development*

*Value: enhancing the regional core values through first-class ecological environments and promoting the harmonious upgrading of our homelands through deep humanistic construction*

*Strategy: a strategy centering on ecological construction, with environmental restoration and cultural tourism as complementary components*

*Spirits: kindness, fortitude, cooperation, and dedication*

*Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:*

- satisfactory and sustainable returns to Shareholders;*
- that the interests of those who deal with the Company are safeguarded;*
- that overall business risk is understood and managed appropriately; and*
- the delivery of high-quality products and services to the satisfaction of customers; and*
- that high standards of ethics are maintained.*

*The Company acts as an investment holding company and the principal activities of the Group include to develop the whole industry chain with the main focus on ecological construction in China Strategic business layout. As a group with diversified businesses, by recognising the importance of stakeholders at the Board level and throughout the Group, we strive to provide high quality and reliable products and services, and to create values to the stakeholders through sustainable growth and continuous development.*

# Corporate Governance Report (Continued)

*The Board has set out the following values to provide guidance on employees' conduct and behaviours as well as the business activities, and to ensure they are embedded throughout the Company's vision, mission, policies and business strategies:*

- (a) Talent — the foundation of everything;*
- (b) Integrity — the inherent driving force of our development;*
- (c) Quality — our ultimate pursuit;*
- (d) Accountability — we are accountable for delivering on our commitments;*
- (e) Empathy — we care about our stakeholders — employees, customers, supply chain and the community; and*
- (f) Sustainability — we are committed to a sustainable future*

*The Group will continuously review and adjust, if necessary, its business strategies and keep track of the changing market conditions to ensure prompt and proactive measures will be taken to respond to the changes and meet the market needs to foster the sustainability of the Group.*

## Corporate Governance Practices

The Company believes that maintaining high standards of corporate governance is the foundation for effective management and successful business growth. The Company is committed to developing and maintaining robust corporate governance practices to safeguard the interests of its Shareholders and to enhance corporate value, accountability and transparency of the Company.

The Company has adopted the principles and code provisions of the CG Code as set out in Appendix 14 of the Listing Rules (as amended from time to time) as the basis of the Company's corporate governance practices since the Listing Date. Throughout the Reporting Period, the Company has complied with all the applicable code provisions of the CG Code in force during the year, with the exception of code provision C.2.1. Details of the deviation from the code provision C.2.1 are explained in the sections headed "Chairman and Chief Executive Officer" and "Communication with Shareholders and Investors" of this report respectively.

## Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions of the Directors. Having made specific enquiries with the Directors, all the Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the Reporting Period.

The Company has also adopted the Model Code as the written guidelines for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Model Code by the employees was noted by the Company throughout the Reporting Period.





# Corporate Governance Report (Continued)

## Board of Directors

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

## Composition

The Board currently comprises seven members, consisting of four executive Directors and three independent non-executive Directors.

The composition of the Board is set out below:

### Executive Directors:

Mr. Wu Zhengping (*chairman and chief executive officer*)

Ms. Xiao Li

Ms. Zhu Wen

Ms. Chen Min

### Independent Non-executive Directors:

Mr. Dai Guoqiang

Dr. Jin Hexian

Mr. Yang Yuanguang

Save for the fact that Mr. Wu Zhengping (the chairman of the Board, chief executive officer and executive Director) is the spouse of Ms. Xiao Li (an executive Director and deputy chief executive officer), there is no relationship (including financial, business, family or other material/relevant relationships) among the members of the Board.

The biographical information of the Directors and the relationships between the members of the Board are set out in the section headed "Directors and Senior Management" on pages 63 to 66 of this annual report.

## Chairman and Chief Executive Officer

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

However, the Company does not have a separate chairman and chief executive officer and Mr. Wu Zhengping currently performs these two roles and accordingly, there is no written terms setting out the division of responsibilities between the chairman and chief executive. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority will not be impaired by the present arrangement and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will review the management structure regularly and consider separating the roles of the chairman and chief executive officer if and when appropriate.

# Corporate Governance Report (Continued)

## Independent Non-executive Directors

During the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent throughout the Reporting Period.

## Non-executive Directors and Re-election of Directors

Code provision B.2.2 states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the Articles of Association, Mr. Dai Guoqiang, Dr. Jin Hexian and Mr. Yang Yuanguang will retire and being eligible, have offered themselves to be re-elected and re-appointed at the forthcoming annual general meeting of the Company.

## Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees 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. Directors of the Board take decisions objectively in the interests of the Company.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

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 independent non-executive Directors are also responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors have disclosed to the Company details of other offices held by them and the Board has regularly reviewed the contribution required from each Director to perform his responsibilities to the Company.

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 coordinating the daily operation and management of the Company are delegated to the management.

# Corporate Governance Report (Continued)

## Continuous Professional Development of Directors

Directors shall keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's branches in the People's Republic of China and meetings with senior management of the Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors will be arranged and reading material on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the Reporting Period, the Directors of the Company have studied the reading materials and attending trainings or seminars conducted by the qualified professionals/the Stock Exchange on relevant topics, such as the corporate governance and directors' attendance at meetings and dividend policy, weighted voting rights issuers' corporate governance requirements. In addition, the Company has provided legal and regulatory update to the Directors as part of the continuous professional development for the Directors' reference and studying.

All Directors have provided the Company with a record of the training they received for the Reporting Period and such records were maintained by the Company.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors for the Reporting Period is summarized as follows:

Directors	Type of Training <sup>Note</sup>
<b>Executive Directors</b>	
Mr. Wu Zhengping	A, B
Ms. Xiao Li	A, B
Ms. Zhu Wen	A, B
Ms. Chen Min	A, B
<b>Independent Non-executive Directors</b>	
Mr. Dai Guoqiang	A, B
Dr. Jin Hexian	A, B
Mr. Yang Yuanguang	A, B

Note:

Types of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

# Corporate Governance Report (Continued)

## Board Committees

The Board has established three committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of these committees are posted on the websites of the Company and the Stock Exchange and are available to Shareholders upon request.

### Audit Committee

The Audit Committee currently comprises three members, namely Mr. Yang Yuanguang, Mr. Dai Guoqiang and Dr. Jin Hexian. All of them are independent non-executive Directors. It is currently chaired by Mr. Yang Yuanguang.

The roles and functions of the Audit Committee are set out in its terms of reference which are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, appointment of external auditors, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the Reporting Period, the Audit Committee reviewed the annual results and annual report for the year ended 31 December 2021, interim financial results and interim report for the six months ended 30 June 2022, significant issues on the financial reporting procedures and arrangements for employees to raise concerns about possible improprieties, the effectiveness of the risk management and internal control systems. The Audit Committee also reviewed the internal audit function and the audit progress/plan in relation to the 2022 annual results submitted by the external auditors. The requirements for Environment, Social and Reporting were duly noted by the Audit Committee.

The Audit Committee held three meetings with the external auditors during the Reporting Period without the presence of the executive Directors.

### Remuneration Committee

The Remuneration Committee currently comprises three members, namely Dr. Jin Hexian, Mr. Dai Guoqiang and Ms. Zhu Wen. Majority of them are independent non-executive Directors. It is currently chaired by Dr. Jin Hexian.

The roles and functions of the Remuneration Committee are set out in its terms of reference. The primary duties of the Remuneration Committee are to make recommendations to the Board on the remuneration policy and remuneration packages of individual executive Directors and senior management, the establishment of a formal and transparent procedure for developing such remuneration policy to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, determine the terms of the specific remuneration package of each executive Director and senior management as well as review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

During the Reporting Period, the Remuneration Committee reviewed and made recommendation to the Board on the remuneration policy and structure of the Company, remuneration packages of the executive Directors and senior management and the evaluation system for the performance of executive Directors. The Remuneration Committee also reviewed its terms of reference and recommended to the Board for on the amendments to its terms of reference.

The Remuneration Committee met once during the Reporting Period.



# Corporate Governance Report (Continued)

The remuneration of the senior management (the number of the senior management of the Group (excluding executive Directors) is 0, whose remuneration is 0) biographical details are included in section headed “Directors and Senior Management” of this annual report.

## Nomination Committee

The Nomination Committee currently comprises three members, namely Mr. Dai Guoqiang, Ms. Xiao Li and Dr. Jin Hexian. Majority of them are independent non-executive Directors. It is currently chaired by Mr. Dai Guoqiang.

The roles and functions of the Nomination Committee are set out in its terms of reference. The principal duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis, develop and formulate relevant procedures for the nomination and appointment of Directors, assess the independence of the independent non-executive Directors and make recommendations to the Board on the appointment or re-appointment of the Directors and succession plan of the Board.

In assessing the Board composition and identifying and selecting suitable candidates for directorships, the Nomination Committee would take into account various aspects and criteria set out in the board diversity policy (the “**Board Diversity Policy**”) and the directors’ nomination policy (the “**Directors’ Nomination Policy**”) adopted by the board on 28 August 2014 and 13 November 2018 respectively, summaries of which are detailed in the sections of “Board Diversity Policy” and “Director Nomination Policy”. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

During the Reporting Period, the Nomination Committee reviewed the Board Diversity Policy, structure, size and composition of the Board and the independence of the independent non-executive Directors and reviewed Directors’ Nomination Policy.

The Nomination Committee met once during the Reporting Period.

## Board Diversity Policy

The Board Diversity Policy was adopted by the Company pursuant to the Board resolution passed on 28 August 2014. The Board Diversity Policy aims to set out the approach to diversity on the Board of the Company and to achieve a sustainable and balanced development.

The Nomination Committee had reviewed the Board Diversity Policy and discussed the measurable objectives for achieving diversity of the Board and recommend them to the Board for adoption, as appropriate, to ensure the effectiveness of this Board Diversity Policy.

All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

# Corporate Governance Report (Continued)

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and industry and regional experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Directors have a balanced mixed of knowledge and skills, including but not limited to overall business management and strategic development, finance and accounting, research and development, and investment. They obtained degrees in various majors including engineering, economics and business administration. Furthermore, the Board has 3 male Directors and 4 female Directors with a relatively wide range of ages, ranging from 39 years old to 70 years old. The Board of Directors is of the view that the Board satisfies the Board Diversity Policy.

## Gender Diversity

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at the date of this annual report:

	Female	Male
Board	6% (4)	2% (3)
Other employees	45% (31)	48% (67)
Overall workforce	49% (34)	67% (68)

The Nomination Committee and the Board are of the view that the current composition of the Board has achieved the objectives set in the Board Diversity Policy.

The Nomination Committee will review the Board Diversity Policy on an annual basis to ensure its continued effectiveness.

## Directors' Nomination Policy

The Directors' Nomination Policy sets out the criteria and process in the nomination and appointment of directors of the Company. The Directors' Nomination Policy applied to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company as well as Board continuity and appropriate leadership at Board level.

A summary of the Directors' Nomination Policy is set out below:

### Criteria adopted for selection and recommendation for directorship

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.

# Corporate Governance Report (Continued)

- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

## Nomination process

### (a) *Appointment of New Director*

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

### (b) *Re-election of Director at General Meeting*

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

# Corporate Governance Report (Continued)

As delegated by the Board, the Nomination Committee will, in addition to conducting regular review on the structure, size and composition of the Board, also conduct regular review on the Directors' Nomination Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

## Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

## Board Meetings

The Directors are continually updated with the regulatory requirements, business activities and development of the Company to facilitate the discharge of their responsibilities. Through regular Board meetings, all Directors are kept abreast of the conduct, business activities and development of the Company.

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance.

Notice of regular Board meetings is served to all Directors at least 14 days before the meeting. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

The Board and each Director also have separate and independent access to the senior management where necessary.

The company secretary (or her delegate(s)) is responsible for taking and keeping minutes of all Board meetings and committee meetings respectively. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and final versions are open for Directors' inspection.

The Articles of Association 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.





## Corporate Governance Report (Continued)

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the Reporting Period.

The Internal Auditor is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The Internal Auditor examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Reporting Period, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources, and also considered such resources are effective and adequate.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

### Directors' Responsibility in Respect of the Financial Statements

The Directors have acknowledged their responsibility for preparing the financial statements of the Company for the Reporting Period.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 82 to 87 of this annual report.

# Corporate Governance Report (Continued)

## Auditor's Remuneration

An analysis of the remuneration paid to the external auditors of the Company, Messrs. Ernst & Young, in respect of audit services and non-audit services for the Reporting Period is disclosed on note 6 of the "Notes to Financial Statements" on page 125 of this annual report. The audit service conducted by Messrs. Ernst & Young is the Group audit and statutory audit of Greenstate International. Messrs. Ernst & Young did not conduct any non-audit services during the Reporting Period.

## Company Secretary

The company secretary of the Company supports the Board and Board committees and facilitates good information flow between them and the Company's management. During the Reporting Period, Ms. Lo Ka Man ("**Ms. Lo**") of Tricor Services Limited ("**Tricor**"), external service provider, has resigned as the company secretary of the Company with effect from 20 May 2022. Subsequent to Ms. Lo's resignation, Ms. Lee Mei Yi ("**Ms. Lee**") of Tricor has been appointed as the company secretary of the Company with effect from 20 May 2022.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters. Ms. Zhu Wen, executive Director and chief financial officer of the Company, has been designated as the primary contact person at the Company which would work and communicate with Ms. Lee on the Company's corporate governance and secretarial and administrative matters.

During the Reporting Period, Ms. Lee complied with the training requirement as stipulated in the Listing Rules.

## Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

# Corporate Governance Report (Continued)

## Attendance Record of Directors and Committee Members

The attendance record of each Director at the Board and Board Committee meetings and the general meeting of the Company held for the Reporting Period is set out in the table below:

Name of Director	Attendance/Number of Meetings				Annual General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee	
Wu Zhengping	4/4	N/A	N/A	N/A	1/1
Xiao Li	4/4	1/1	N/A	N/A	1/1
Zhu Wen	4/4	N/A	1/1	N/A	1/1
Chen Min	4/4	N/A	N/A	N/A	1/1
Dai Guoqiang	4/4	1/1	1/1	3/3	1/1
Jin Hexian	4/4	1/1	1/1	3/3	1/1
Yang Yuanguang	4/4	N/A	N/A	3/3	1/1

Apart from Board meetings, the Chairman also met once with independent non-executive Directors without the presence of other executive Directors during the Reporting Period.

## Risk Management and Internal Controls

The Board acknowledged its responsibility for the risk management and internal control systems and reviewed their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assisted the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company's risk management and internal control systems were developed based on the Company's Risk Management and Internal Control System Policies (《風險管理內部控制制度》) with the following principles, features and processes:

### Principles of Risk Management

Risk management is an advanced management technique based on the internal control system of the Company and requires the participation of the Board, the management and the employees of the Company. It is a risk control process applying to the Company's strategic development planning, each process and function of its internal operation for the purpose of identifying matters that may have potential impacts on the Company and controlling risks according to its risk appetite, which in turn provides the Company with reasonable assurance to achieve its business objectives.

# Corporate Governance Report (Continued)

The objectives of the Company's risk management and internal control are as follows:

1. identifying matters that may have potential impacts on the Company and controlling risks according to its risk appetite; and
2. providing the Board and the management of the Company with reasonable assurance to achieve the Company's business objectives. This includes but not limited to: utilising resources in an efficient and effective way; preventing the loss of assets; maintaining the reliability and integrity of information; ensuring consistency between policies, plans, procedures, laws and regulations.

## Features and Processes of Risk Management and Internal Control:

The risk management and internal control system of the Company can be divided into five parts as follows:

1. Setting up objectives: setting up objectives for the Company and classifying them into various objectives, including strategic objective, business objective, reporting objective and compliance objective allows the Board and the management of the Company to identify and manage risks in different aspects.
2. Identifying and dealing with matters: management of the Company will identify matters with uncertainties and decide the degree of risks therefrom. We have comprehensive procedures in place for dealing with specific risks such as demand risk, technical risk, resource risk, management risk, communication risk and environmental risk.
3. Risk assessment: the Company identifies risks from a long-term perspective and assesses different risk parameters while analysing relevant information collected for this purpose.
4. Critical risk control points of internal control in each business segment: the Company carries out its risk management based on its other internal control systems and strictly complies with the internal control system of each business segment while implementing measures for each risk control points.
5. Accounting control: the Company rigorously conforms to the Hong Kong Financial Reporting Standards, accounting principles generally accepted in Hong Kong, the disclosure requirement of the Hong Kong Companies Ordinance, the Accounting Standards for Business Enterprises and major accounting policies of the Company, so as to ensure the safety and integrity of its assets and give a true view of its financial position.

Management will identify uncertainties and take actions to seize opportunities arising from events with positive impacts to the Company and will focus on events with negative impacts during the risk assessment and response period.

The Company instructs its dedicated policy researchers to identify the trend of policy change with an aim to minimise the political influence on our principal business. We will also conduct research on laws, regulations and industrial standards to predict potential changes and consult relevant experts when necessary. To provide decision support and cope with risks, the Company shall study the macro economy including economic conditions, economic cycles and industrial trends.

The Company identifies risks from a long-term perspective instead of only focusing on short and medium term risks. Risk assessment will be conducted based on risk parameters such as the possibility and hazard of the risk, critical point that triggers the risk control measures and the priority of risk control, etc. The management will also collect relevant information during the risk assessment to classify and identify source of risk and make reasonable estimates to the probability of the risk as well as the loss it may generate. The management will as well decide the risk level acceptable to each business and project on the basis of their past experience and, thereby, determine the key point of risk control.

# Corporate Governance Report (Continued)

## Procedures for Shareholders to Convene an Extraordinary General Meeting

Article 12.3 of the Articles of Association provides that general meetings shall be convened on the written requisition of the following members of the Company deposited at the principal place of business of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company:

- Any two or more members; or
- Any one member which is a recognized clearing house (or its nominee(s))

If the Directors of the Company do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors of the Company provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

*Note: Any such written requisition from the Shareholders should be marked "Shareholders' Communication" on the envelope.*

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

Shareholders may propose a person for election as Director, the procedures for which are available in the section of "Corporate Governance" under the column of "Investor Relations" on the Company's website (<http://www.greenland-broadgreenstate.com.cn>).

## Procedures for Shareholders to Put Forward Proposals at General Meeting

Within 10 days of the date on which a notice (the "**Notice**") is deemed to be received by Shareholders in respect of any general meeting of the Company (the "**Relevant General Meeting**"), two or more Shareholders holding at least one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company may together, by written notice to the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for the attention of the company secretary, propose a resolution to be proposed and considered at the Relevant General Meeting in addition to the resolutions set out in the Notice. Such written notice shall be accompanied by a statement in no more than 1,000 words explaining the matters referred to, and the reasons for, any such proposed resolution. Following the receipt of such written notice and accompanying statement by the Company, the Company may, in the Company's absolute discretion (taking into account, without limitation, legal, regulatory and practical considerations relating to the issue of any supplemental notice to all Shareholders in relation to the Relevant General Meeting), include the proposed resolution in the business of (i) the Relevant General Meeting or (ii) in a general meeting of the Company that is subsequent to the Relevant General Meeting.

The Company will circulate a revised Notice including any proposed resolution and the accompanying statement to all Shareholders in accordance with the Articles of Association provided that if, in the Company's sole opinion (without have to give reasons therefore), the above process is being abused in any way whatsoever, the Company has absolute discretion to not include such proposed resolution in the business of the Relevant General Meeting or a subsequent general meeting of the Company.

*Note: Any such written notice from the Shareholders should be marked "Shareholders' Communication" on the envelope.*

# Corporate Governance Report (Continued)

## Procedures for Shareholders to Put Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

## Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Floor 8, Block D3, 5th Building  
Hongqiao World Center  
1588 Lane, Zhuguang Road  
Shanghai, the People's Republic of China

For the attention of Ms. Zhu Wen, chief financial officer

Email: [ir@broad-greenstate.cn](mailto:ir@broad-greenstate.cn)

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to given effect thereto. Shareholders' information may be disclosed as required by law.

## Communication with Shareholders and Investors

The Company believes that providing regular communications to its Shareholders and the market is important to ensure they have the available information reasonably required to make informed assessments of the Company's strategy, operations and financial performance. The Company is committed to maintaining effective and timely dissemination of the Company's information to its Shareholders and the market.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through general meetings, which provide an opportunity for communication between the Shareholders and the Board.

Pursuant to code provision F.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. The chairman of the board should also invite the chairmen of the audit, remuneration, nomination and any other committee (as appropriate) to attend. In their absence, the chairman of the board should invite another member of the committee or failing this, his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

Separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors.



# Corporate Governance Report (Continued)

## Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively. The Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy and the results were satisfactory.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

### (a) Corporate Communication

"Corporate Communication" as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors' report, annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to Shareholders and non-registered holders of the Company's securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules. Shareholders and non-registered holders of the Company's securities shall have the right to choose the language (either English or Chinese) or means of receipt of the Corporate Communication (in printed form or through electronic means).

### (b) Announcements and Other Documents pursuant to the Listing Rules

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Memorandum and Articles of Association) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.

### (c) Corporate Website

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website ([www.greenland-broadgreenstate.com.cn](http://www.greenland-broadgreenstate.com.cn)). Other corporate information about the Company's business developments, goals and strategies, corporate governance and risk management will also be available on the Company's website.

### (d) Shareholders' Meetings

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders' questions (if any). The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

# Corporate Governance Report (Continued)

## (e) Shareholders' Enquiries

### *Enquiries about Shareholdings*

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Investor Services Limited, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

### *Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company*

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: [ir@broad-greenstate.cn](mailto:ir@broad-greenstate.cn) or by post to Floor 8, Block D3, 5th Building, Hongqiao World Center 1588 Lane, Zhuguang Road Shanghai, PRC for the attention of the Mr. Wang Zhikai. Shareholders may call the Company at 862152751811 for any assistance.

## (f) Webcast

Webcasts of the Company's interim and annual results briefings are available.

## (g) Other Investor Relations Communication Platforms

Media interviews, marketing activities for investors and specialist industry forums etc. will be launched on a required basis.

## Dividend Policy

Other than maintaining an effective communication with the Shareholders, the Company also protects the Shareholders' interest through the development of a sustainable dividend policy. The Board adopted a dividend policy on 13 November 2018 which sets out the principle and guidelines of the Company regarding the declaration of its net profits as dividends to the Shareholders.

## Constitutional Documents

During the Reporting Period, the Company has not made any changes to the Articles of Association. The latest version of the Company's Memorandum and Articles of Association is available on the Company's website and the Stock Exchange's website.





# Environmental, Social and Governance Report

## About the Group

China Greenland Broad Greenstate Group Company Limited (the “**Company**”), together with its subsidiaries, (collectively referred to as “**Group**” or “**Broad Greenstate**” or “**We**”) is an enterprise that develops in the diversified industry chain with a primary focus on ecological construction, with high-level integrated operational capacity in investment and financing, planning and design, project construction and commercial operation. Seizing the great opportunity in national ecological construction, cultural tourism and other aspects, Broad Greenstate has accumulated an abundance of technical skill reserves in various fields such as theme park construction, repair and protection of ancient towns, construction of characteristic towns and beautiful countryside, sponge city, environmental protection and ecological restoration, thus developed a pattern of development featuring “Capital + Technology + Whole industry chain”. We actively practice the philosophy of “implementing strategies with policies, precise operation, intensified management, and benefit sharing”, with an aim to achieve a win-win situation with governments, customers and society.

As the backbone of the ecological civilization and Beautiful China construction, Broad Greenstate sets its business mission as “a leader in ecological and humanity homeland construction, a pioneer of development of sustainable environment”. It adheres to the corporate motto of “kindness, fortitude, cooperation and dedication”, and fulfills its social responsibility of “Beautiful China nourishes our future generations” with practical actions. Broad Greenstate strives to achieve its strategic vision of “enhancing the regional core values with first-class ecological environment and promoting the harmonious upgrading of our homelands with deep humanity construction”. Broad Greenstate endeavours to become an advocate and practitioner of the ecological and humanistic environment construction.

Broad Greenstate will continue to adhere to the green and sustainable development direction by promulgating the commercial concept of energy saving, environmental protection and circular economy in its main business, and accelerating the promotion of urban landscaping construction to improve the quality of urban life in response to national policies and urbanization process. At the same time, Broad Greenstate will actively seek cooperation with top enterprises at home and abroad, introduce advanced technology and management experience, continuously improve its core competitiveness, and make contributions to realizing the dream of a Beautiful China.

In the future, Broad Greenstate will commit to green tourism, environmental restoration and cultural tourism operation, seize the sci-tech tourism opportunities, and promote a green upgrade and sustainable development of tourism, in a bid to create a healthy and safe public environment for tourism. Faced with the challenges of the comprehensive green transformation of national economic and social development, Broad Greenstate, as a provider and developer of ecological service with promising prospect, will strengthen core technology research and development, invest more funds to establish technology centers, and contribute to China’s “Dual Carbon” targets into practice.

## About the Environmental, Social and Governance Report

The Environmental, Social and Governance Report (the “**ESG Report**”) provides an overview of the Group’s environmental, social and governance (“**ESG**”) practices, plans and performance and demonstrates its commitment to sustainable development.

### Reporting Period

The ESG Report covers the relevant information of the Group in relation to its management approaches and strategies on ESG from 1 January 2022 to 31 December 2022 (the “**Reporting Period**” or “**2022**”).

# Environmental, Social and Governance Report (Continued)

## Reporting Scope

The scope of this ESG Report only covers the management offices of the Group's headquarters and the all its offices of subordinate project departments under construction during the Reporting Period, and does not include relevant data undertaken by contractors. We will continue to collect more relevant ESG data for more accurate information disclosure, and will continuously improve the comprehensiveness and completeness of our ESG data collection system in the future.

## Reporting Framework

The ESG Report is prepared in compliance with the "Environmental, Social and Governance Reporting Guide" (the "**ESG Reporting Guide**") as set out in Appendix 27 to the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the purpose of enabling stakeholders to understand the ESG policies, measures and performance of the Group beyond financial performance.

In preparing this ESG Report, the Group has applied the Reporting Principles in the aforementioned ESG Reporting Guide as the following:

**Materiality:** The Group has conducted materiality assessment to identify material issues during the Reporting Period, and has adopted the confirmed material issues as the focus for the preparation of the ESG Report. The materiality of issues was reviewed and confirmed by the board of directors (the "**Board**") and ESG working group. Please refer to two sections headed "Stakeholders Engagement" and "Materiality Assessment" for further details.

**Quantitative:** The standards and methodologies used in the calculation of KPIs data, as well as the applicable assumptions were supplemented by explanatory notes.

**Consistency:** Unless otherwise stated, the preparation approach of this ESG Report was consistent with the previous year for comparison purposes, and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies, which might affect the comparison with previous reports.

**Balance:** The report discloses information in an objective manner, providing stakeholders with an unbiased picture of the Group's overall ESG performance.

## ESG Strategies and Approaches

The Group aims to demonstrate its efforts on sustainability developments to both internal and external stakeholders by preparing and presenting this ESG Report.

The Group has been committed to operating its business in a sustainable manner in economic, social and environmental aspects, and maintaining the long-term sustainable development of its business and providing support for environmental protection and the communities where it operates. The Group manages its business in a prudent manner, and delivers quality products and services to customers under sound decision-making processes. The Group has maintained close relationships with stakeholders such as shareholders, customers, employees, suppliers, creditors, regulators and the general public, as well as seeks to balance the views and interests of these stakeholders through constructive conversation with a view to setting the course for long-term prosperity.



# Environmental, Social and Governance Report (Continued)

## Board of Directors Statement

We understand that effective ESG measures are important for operations. Therefore, the ESG governance of Broad Greenstate is directed by the board of directors of the Group, the management of the Group is responsible for promoting the supervision of ESG matters, and the employees of the Group work together to complete ESG-related work.

The establishment of the ESG Working Group has been formally adopted by Broad Greenstate. The ESG Working Group shall consist of at least one executive director of the Group (the “**Director**”) and two members of the Group. The Board may from time to time appoint other members with relevant qualifications and experience to join the ESG Working Group as it thinks fit, and the members of the ESG Working Group will be reviewed by the Board once a year.

The ESG Working Group will be responsible for identifying, evaluating, prioritizing and managing the Group’s important ESG related issues, setting ESG-related goals and indicators, formulating and implementing the Group’s ESG-related strategies, frameworks and policies, and reporting to the Board on the progress and effectiveness of such formulation and implementation. The ESG Working Group is required to review and make recommendations to the Board for approval of the preparation and disclosure of the Group’s ESG report in accordance with relevant laws, rules and regulations.

In addition, the Audit Committee of the Group holds at least 2 special meetings every year of which the report of the internal audit department and the review of the effectiveness of the internal control system are included in the meeting agenda. The internal audit department also holds a summary meeting every quarter, at which quarterly reports from various departments and project departments are presented, and risks including ESG are identified and solutions are provided; at the later board meeting, the management reports the Group’s operating conditions to the Board and listened to the opinions of the Board. The Board identifies ESG matters in corporate governance, examination and approval of major issues, management and control of operational risks, identify and evaluate risks and opportunities related to ESG, such as paying attention to the diversified composition of the Board, taking ESG performance into consideration when approving major capital expenditures of enterprises, paying attention to the impact of extreme events on the promotion of the Group’s projects, and judging the opportunities and challenges of emerging industries such as 5G on the future development of the Group.

For identified ESG matters, the Group mainly evaluates the risks of ESG matters to the Group from the following aspects, including:

1. Determine the business scope covered by ESG information;
2. Select ESG key performance indicators to be included in the evaluation scope;
3. Evaluate branches and subsidiaries;
4. Select appropriate statistical methods; and
5. Assess the reliability and accuracy of ESG information.

# Environmental, Social and Governance Report (Continued)

After obtaining the basic information, the Group needs to carry out trend analysis on the obtained ESG-related data, further to explore improvement measures, and to set reasonable and feasible objectives according to its operation, which shall be approved and confirmed by the Board.

After assessing the risks of ESG matters to the Group through the above methods, the Group formulates ESG management approaches, management objectives and general implementation requirements and incorporates such information in the Comprehensive Management Manual. This helps ensure relevant risk management and internal control systems would be implemented appropriately and effectively through the effective allocation of resources within the Group. In addition, the Group has integrated ESG concept into its daily operation and management, established an internal cooperation framework, and established an integrated data management platform covering supply chain, human resources and administration and other aspects. The integrated data management platform has changed ESG information from simple “collection” in the past to “management”, pushing the Group to identify, evaluate and manage its own ESG work more systematically, carrying out step-by-step and planned control on issues that may have a significant impact on the Group, raising risk management level and performance level, and thus improving performance.

While establishing ESG information management system and mechanism, the Group has also established corresponding data tracking, evaluation and feedback systems on the basis of ensuring the reliability and accuracy of information collection.

Our ESG achievements not only comply with the relevant risk management and disclosure requirements, but also adequately reflect our core values of “talent, integrity and quality”. Talent is the root of Broad Greenstate’s presence, integrity is the source of Broad Greenstate’s development, and quality is the basic goal that Broad Greenstate pursues.

## Stakeholders Engagement

Broad Greenstate strives to adopt the opinions of stakeholders (including governments and regulators, customers, suppliers, employees, shareholders and investors, local communities, non-governmental organizations (“NGOs”), potential customers and the public and media) and safeguard their rights and interests through constructive communication in order to determine the long-term development direction of the Group and maintain close relationships with them. We have arranged the management and staff of all departments of the Group to review the operation of the Group, identify relevant ESG matters based on their functions, and assess the importance and relevance of related matters to our business.

Stakeholder groups, their expectations and typical communication channels with the Group are as follows:

Stakeholders	Expectations	Communication Channels
Governments and regulators	<ul style="list-style-type: none"> <li>• Compliance in operation</li> <li>• Compliance with laws and regulations</li> <li>• Internal examination</li> <li>• Occupational health and safety in the workplace</li> </ul>	<ul style="list-style-type: none"> <li>• Financial report/announcement/circular</li> <li>• Direct communication via e-mail and telephone</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Product and service quality</li> <li>• Product safety and liability</li> <li>• Technological development</li> <li>• Market trends</li> <li>• Suitable suppliers</li> </ul>	<ul style="list-style-type: none"> <li>• Customer visit</li> <li>• Satisfaction survey</li> <li>• Meetings and communications</li> </ul>

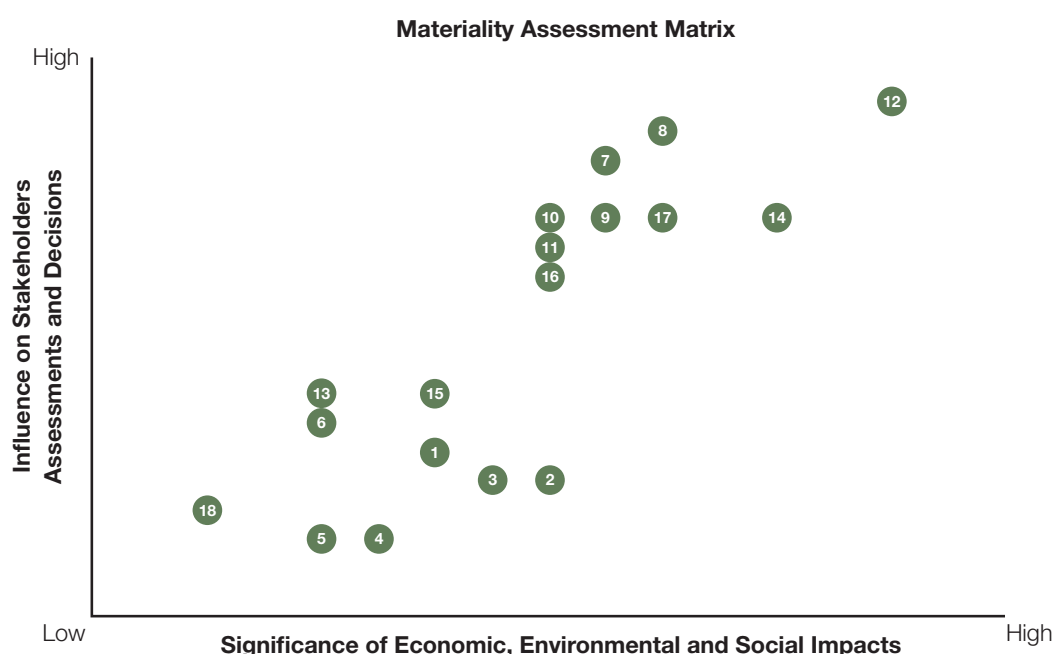
# Environmental, Social and Governance Report (Continued)

Stakeholders	Expectations	Communication Channels
Suppliers	<ul style="list-style-type: none"> <li>• Regulation compliance</li> <li>• Environmental standards and requirements</li> <li>• Respectful and fair procurement</li> </ul>	<ul style="list-style-type: none"> <li>• Evaluation and investigation</li> <li>• Site visits</li> <li>• Supplier review</li> </ul>
Employees	<ul style="list-style-type: none"> <li>• Training and career development possibility</li> <li>• Wage and welfare</li> <li>• Working environment</li> <li>• Health and safety</li> <li>• Career development and opportunities</li> </ul>	<ul style="list-style-type: none"> <li>• Staff activities</li> <li>• Employee notice board</li> <li>• Regular memorandum of employees</li> <li>• Direct communication with employees to collect opinions</li> <li>• Staff training, seminars and briefings</li> <li>• Cultural activities such as team building</li> </ul>
Shareholders and investors	<ul style="list-style-type: none"> <li>• Return on investment</li> <li>• Information disclosure and transparency</li> <li>• Protection of shareholders' rights and interests</li> <li>• Timely and accurate disclosure of relevant information</li> <li>• Improving corporate governance</li> <li>• Acting in accordance with laws and regulations</li> <li>• Anti-corruption and promoting integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Financial report, announcement, notice and other public information</li> <li>• Information disclosure of listed companies</li> <li>• Roadshow/conference call/meeting with investors/shareholders</li> <li>• Investor on-site visits</li> <li>• Information disclosure on the websites of the Stock Exchange and the Group</li> </ul>
Local communities, NGOs, potential customers and the public	<ul style="list-style-type: none"> <li>• Job opportunities</li> <li>• Eco-environment</li> <li>• Community development</li> <li>• Social communities</li> <li>• Enthusiasm for public welfare</li> <li>• Charitable donation</li> <li>• Reduction of pollutant emissions</li> <li>• Waste reduction</li> </ul>	<ul style="list-style-type: none"> <li>• Charitable activities</li> <li>• Community investment and services</li> <li>• Stakeholder participation</li> <li>• Environmental protection activities</li> </ul>
Media	<ul style="list-style-type: none"> <li>• Information transparency</li> <li>• Good media relations</li> </ul>	<ul style="list-style-type: none"> <li>• Information disclosure on the websites of the Stock Exchange and the Group</li> <li>• Financial report, announcement, notice and other public information</li> </ul>

# Environmental, Social and Governance Report (Continued)

## Materiality Assessment

During the Reporting Period, the Group collected a lot of potential ESG-related issues through the above channels. The Board also identified ESG-related risks through external trends and evaluated their impact on the Group. The Group mainly classified the materiality of ESG issues in multiple dimensions from two aspects, namely, the significance of impact of ESG issues on the economy, environment and society and the impact of ESG issues on stakeholders. For ESG issues that had a significant impact on the Group’s business and stakeholders, priority was given when taking targeted measures, and additional measures such as due diligence and third-party professional evaluation were carried out when necessary. At the same time, follow-up reports were made to the Board until major risks were relieved.



Environmental	Employment and Labour Practices	Operating Practices	Community
1. Greenhouse gas (“GHG”) emissions	7. Employment practices	12. Safety quality	17. Brand reputation
2. Air pollution	8. Health and safety	13. Complaints handling	18. Community public welfare
3. Waste management	9. Training and development	14. Intellectual property rights	
4. Energy consumption	10. Corporate culture and employee communication	15. Supply chain management	
5. Water consumption	11. Working environment	16. Anti-corruption and bribery	
6. Climate change			

Based on these results, the Group will continue to improve its ESG performance to meet stakeholders’ expectations and address the risks faced by the Group. During the Reporting Period, the work details and key performance indicators that were defined in our ESG report guide and considered as relevant to and meaningful for the operation of Broad Greenstate will be presented in the following four aspects, namely “Environmental”, “Employment and Labour Practices”, “Operating Practices” and “Community”.

# Environmental, Social and Governance Report (Continued)

## Contact Us

The Group welcomes stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of the ESG Report or our performances in sustainable development via the following channels:

Mailing Address: Floor 8, Block D3, 5th Building, Hongqiao World Center, 1588 Lane, Zhuguang Road, Shanghai, PRC  
Telephone: (86) 21 5275 2311  
Email: ir@broad-greenstate.cn

## Environmental

### A1. Emissions

As for landscaping projects, Broad Greenstate focuses on the layout of green plants to improve ecological environment and enhance the quality of human life. Broad Greenstate, on a strict basis, selects environmental-friendly subcontractors with sound safety records when undertaking projects. However, certain amount of dust, noise and wastes are inevitably produced during some of the construction activities. In order to reduce the impact of project construction on the environment, Broad Greenstate strengthens on-site management and control to make sure that all the subcontractors involved in the construction comply with environmental and safety laws and regulations in the place where our projects locate. In addition, we monitor the impact of projects on the environment by collecting ESG data, so as to help management establish Ecology and Environmental Protection System to reduce the impact of the Group on the environment.

The Group will pay close attention to and strictly comply with requirements stipulated in environmental laws and regulations of the People's Republic of China, including but not limited to the Law of the People's Republic of China on Environmental Protection, the Law of the People's Republic of China on Environmental Protection Tax, the Law of the People's Republic of China on Prevention and Control of Water Pollution, the Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution and the Law of the People's Republic of China on Prevention and Control of Environmental Pollution Caused by Solid Waste. The Group had no material non-compliance cases relating to environmental laws and regulations of the People's Republic of China during the Reporting Period.

#### Air Emissions

The air emissions produced by the Group mainly involved nitrogen oxides, sulfur oxides and particulate matter generated from gasoline consumption by self-owned vehicles. In order to reduce the emissions, the Group has set the air emission target to gradually reduce the air pollutant emission intensity in the coming years.

The air emissions<sup>(Note 1)</sup> of Broad Greenstate during the Reporting Period are as follows:

Air emissions	Sources	Unit	2022	2021
Nitrogen oxides (NO <sub>x</sub> )		kg	93.13	170.28
Sulfur oxides (SO <sub>x</sub> )	Self-owned vehicles	kg	0.12	0.21
Particulate matter (PM)		kg	8.92	16.32

Note 1: The calculation refers to How to Prepare An ESG Report-Appendix 2: Reporting Guidance on Environmental KPIs issued by the Stock Exchange and Technical Guidelines for Compilation of Air Pollutant Emission Inventories from Road Motor Vehicles (Trial) issued by the Ministry of Ecology and Environment of the People's Republic of China.

# Environmental, Social and Governance Report (Continued)

## GHG Emissions

The total GHG emissions intensity during the Reporting Period decreased approximately 2.21% compared to 2021, of which the GHG emissions from self-owned vehicles were mainly generated from unleaded gasoline and liquefied petroleum gas (“LPG”) consumed in the course of operation. The decrease in GHG emissions was principally due to fewer projects and lower vehicle usage in the Reporting Period than last year. In addition, we are subject to varying degrees of limitations in the collection of data for each construction project, such as the relevant data are difficult to collect or are unavailable due to related expenses being paid by the subcontractors. It is difficult to predict whether such limitation exists or not in every construction project, which will be one of the reasons affecting the emissions of the Reporting Period.

In addition, our horticultural projects are mainly based on green plants for landscaping. A large number of green plants were planted to help absorb carbon dioxide. However, as the projects are entrusted horticultural projects, we did not use the carbon dioxide absorbed by the green plants planted in the projects to reduce our GHG emissions. Environmental protection measures are described in detail in the section headed “Environmental Protection Measures” below.

In response to the national policy of “peaking carbon emissions by 2030 and achieving carbon neutrality by 2060”, as well as the urbanization process under the needs of green and low-carbon, urban ecological spatial planning and refined urban management, the Group promoted the construction of conservation-oriented, ecological and functional urban landscaping, so as to adapt to the development trend of the landscaping industry. The Group also strictly followed and actively assisted in achieving the emission reduction goal as planned by the government. By combining with the “dual carbon” policy to enrich its project functions, Broad Greenstate will consolidate its business foundation while facilitate the green and sustainable development, striving to complete the mission of carbon peak and emission reduction within the target period. The Group will gradually reduce the total GHG emissions intensity in the future.

Different types of GHG emissions<sup>(Note 2)</sup> during the Reporting Period are as follows:

Scopes of GHG emission	Sources	Unit	2022	2021
<b>Scope 1</b>				
Direct emission	Self-owned vehicles	tonnes CO <sub>2</sub> e <sup>(Note 3)</sup>	27.66	47.59
<b>Scope 2</b>				
Energy indirect emission	Purchased electricity		193.23	358.43
<b>Total GHG emissions (Scope 1 &amp; Scope 2)</b>			<b>220.89</b>	406.02
<b>Total GHG emissions intensity<sup>(Note 4)</sup></b>		<b>tonnes CO<sub>2</sub>e/employee</b>	<b>2.21</b>	2.26

Note 2: The calculation refers to How to Prepare An ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs issued by the Stock Exchange, 2019 Baseline Emission Factors for Regional Power Grids in People’s Republic of China for Emission Reduction Projects issued by the Ministry of Ecology and Environment of the People’s Republic of China and Guidelines for Urban GHG Accounting Tools issued by the World Resources Institute.

Note 3: An index based on the greenhouse effect produced by carbon dioxide, so as to compare the greenhouse effect produced by other GHG.

Note 4: Density is calculated by dividing emissions by 102 employees as of 31 December 2022.





# Environmental, Social and Governance Report (Continued)

## Sewage Discharge

Given the nature of the Group's business, there is no industrial wastewater generated from the operation, but only domestic sewage. For details of sewage treatment, please refer to the section headed "Water Management" in this ESG Report.

## Waste Management

The Group adheres to the principles of waste management and is dedicated to the reasonable management and disposal of wastes generated from our business activities. The Group maintains high standard in waste reduction and has developed the Ecology and Environmental Protection System, of which the Procedures on Waste Management explicitly defines the principles such as waste classification recycling, venue set-up, and management.

### *Hazardous wastes*

During the Reporting Period, the Group did not generate any hazardous waste in its operation, therefore no related target has been set.

### *Non-hazardous wastes*

Certain amount of construction waste is produced from construction site of landscaping projects and is non-hazardous. On-site construction is subcontracted to professional construction companies, which are responsible for the disposal of construction waste produced during construction, therefore, the Group has not obtained relevant data and set relevant target. Broad Greenstate designates on-site administrative staff to take charge of the management and oversight of the actions of construction companies, and require them to conduct classification and management on solid waste produced on site, to recycle the waste to the largest extent and reduce secondary pollution, and preserve environmental hygiene of construction areas and office areas.

In addition, domestic waste is produced during the daily operation of Broad Greenstate and is handled by municipal environmental protection authorities. However, the amount is not included in statistics since it's insignificant. The headquarter of Broad Greenstate classifies domestic waste according to the Shanghai Municipality's Regulations on the Management of Domestic Waste into four categories: recyclable waste, hazardous waste, wet waste and dry waste, and assumes the responsibility of domestic waste producers. Employees at the headquarter and horticultural landscape project sites are encouraged to actively participate in green living actions, reduce the generation of domestic waste, and fulfill the obligation of classified delivery of domestic waste.

During the Reporting Period, the Group did not receive any complaints from individuals or relevant departments, nor have any penalties for violations of relevant environmental regulations. During the Reporting Period, the Group did not have any material non-compliance with environmental laws and regulations. In order to reduce waste, we have taken a series of long-term environmental protection measures in our business operations which are detailed in the section headed "Environmental Protection Measures" below.

## A2. Use of Resources

The Group strictly complies with the relevant country environmental laws and regulations and has formulated an internal Ecology and Environmental Protection System, which clearly sets out its corresponding management measures under the sections headed Energy Consumption Policy and Water Conservation Management, including regular reviews on business operations to more efficiently utilize resources such as water and electricity and reduce or even stop the use of materials that cause resource waste or damage to the environment, so as to achieve higher energy efficiency and reduction of unnecessary consumption of resources and strive to achieve energy conservation and consumption reduction, thereby minimising the negative impact of our business operations on the environment.

# Environmental, Social and Governance Report (Continued)

## Energy Management

During the Reporting Period, the per capita electricity consumption of the headquarter of Broad Greenstate and its project offices decreased by approximately 0.94% compared with 2021, which was mainly due to lower relative electricity consumption as there were fewer projects compared with 2021. The Group will continuously review and optimise ESG data collection channels and coverage to provide accurate and comprehensive information to stakeholders. The Group attaches great importance to energy conservation and puts such concept into practice. In addition to require employees to make reasonable use of energy in its daily operations, the Group has set targets for energy efficiency. The Group will replace all lighting in its operations with LEDs by 2025 and is committed to progressively reduce its total energy consumption intensity in the future. Furthermore, the Group will also arrange seminars and other activities on an annual basis to raise awareness of energy conservation among staff with an aim to promote environmental awareness firstly from internal core human resources.

The details on energy efficiency plan of Broad Greenstate are set out in the subsequent section headed “Environmental Protection Measures” below. During the Reporting Period, the Group’s energy consumption performance is summarised below:

Energy	Unit <sup>(Note 5)</sup>	2022 Consumption	2021 Consumption
<b>Direct energy consumption</b>			
Unleaded gasoline <sup>(Note 6)</sup>	Kilowatt-hour (kWh)	81,630.31	137,603.07
LPG <sup>(Note 7)</sup>	Kilowatt-hour (kWh)	22,751.75	42,599.60
<b>Indirect energy consumption</b>			
Purchased electricity	Kilowatt-hour (kWh)	235,231.00	436,920.89
<b>Total energy consumption</b>	<b>Kilowatt-hour (kWh)</b>	<b>339,613.06</b>	<b>617,123.56</b>
<b>Total energy consumption intensity<sup>(Note 8)</sup></b>	<b>Kilowatt-hour (kWh)/employee</b>	<b>3,396.13</b>	<b>3,428.46</b>

Note 5: The calculation of unit conversion refers to the Energy Statistics Manual issued by the International Energy Agency.

Note 6: The consumption of unleaded gasoline during the Reporting Period was approximately 8,423 L.

Note 7: The consumption of LPG during the Reporting Period was approximately 3,132 L.

Note 8: Intensity is calculated by dividing total consumption by 102 employees as of 31 December 2022.

## Water Management

Broad Greenstate consumes a large amount of water in the process of project construction, which mainly incurs in the outsourcing construction on project site and maintenance of green plants. It sources water from groundwater and rivers, etc. In the process of construction, Broad Greenstate advocates reutilisation of domestic water and construction water on construction site. Our employees are also strongly advocated to save water and reduce unnecessary waste. In addition, our offices all have incurred water consumption, but water charges of some division offices are included in the property management fee or exempted, so the ESG report only includes the amount of office water charged separately. As we are not in a region where water is scarce, we have no problem sourcing water that is fit for purpose. The Group will gradually reduce its total water consumption amount in the future and place posters or other promotional materials in highly visible locations in each of its operations to encourage water conservation.

# Environmental, Social and Governance Report (Continued)

During the Reporting Period, the Group's water consumption performance was as follows:

Resources	Unit	2022 Consumption	2021 Consumption
<b>Total water consumption</b>	<b>Tonnes</b>	<b>14,171.01</b>	25,902.33
<b>Total water consumption intensity<sup>(Note 9)</sup></b>	<b>Tonnes/employee</b>	<b>141.71</b>	143.90

Note 9: Intensity is calculated by dividing total consumption by 102 employees as of 31 December 2022.

During the Reporting Period, the total water consumption intensity decreased by approximately 1.52% compared to 2021, which was mainly attributable to the fewer projects as compared with that of 2021 and the varied water consumption from project to project, resulting in relatively reduced water consumption.

## Packaging Materials Consumption

The production and operation of Broad Greenstate did not involve the consumption of packaging materials, so disclosure of packaging materials is not applicable. Broad Greenstate encourages the proper use of resources. If the resources can be reused, we reuse and fully utilize the resources. If the resources can be recycled, they should be properly classified and sent to appropriate recycling sites or recyclers for recycling. The details on resource saving measures of Broad Greenstate are set out in the subsequent paragraphs entitled "Environmental Protection Measures".

## A3. Environment and Natural Resources

Our principal business is ecological construction and landscaping. Therefore, except for the use of resources described in the previous section, Broad Greenstate neither causes any significant impact on the ecology nor consumes natural resources from the environment. Broad Greenstate has not only been actively in protecting and improving the environment and ecology, but also adopted the following series of measures and technologies on environmental protection in the daily management to reduce the negative impact on the environment and resources:

### Environmental Protection Measures

Our environmental protection measures are taken on two aspects, namely office space and project site.

#### Office space

1. Posting reminders on the Group's notice board and public areas, such as setting paper-saving reminders in washroom, to raise the environmental awareness of staff and visitors.
2. Installing recycling bins in the offices to remind staff of strictly separating recyclable and non-recyclable waste.
3. We have adopted electronic office system and reduced unnecessary business trips to the greatest extent. All official flights should be economy class in the case of business trips (if necessary), and the journey within 800 kilometres should be taken mainly by train. It is encouraged to carpool when travelling on business if possible to reduce carbon emissions.
4. Broad Greenstate has, in the course of day-to-day management, required its procurement department to prioritise environment-friendly and energy-saving products, such as energy-saving motors, energy-saving lamps and energy-saving air conditioners, when purchasing electrical appliance. Moreover, the electrical appliance, including computers, printers and electric water heaters, shall be completely turned off when they are not in use for the purpose of energy saving and emission reduction.
5. We encourage our staff to turn off electrical equipment when not in use or out of office to save energy and resources.
6. Adopting environment-friendly and energy-saving LED lamps for all lights within the Group.
7. Regularly arranging technicians to examine our electrical equipment to ensure safety and operational efficiency.

# Environmental, Social and Governance Report (Continued)

## *Project site*

1. Every project of Broad Greenstate has a designated person responsible for the prevention and control of fugitive dust, noise and water pollution. Appropriate measures have been taken to reduce the impact of emissions, including making reasonable arrangement to clean vehicles and spray water on site, covering bulk materials in fine particle when loading and unloading to prevent strewing along the road and ensure that no silt is carried out from construction site by transportation vehicles.
2. Separating construction areas from non-construction areas via fence to prevent impact on the environment of non-construction areas and discharging the sewage at the construction site only after treatment. Also, reutilisation is required for construction water to the greatest extent.
3. Broad Greenstate has checked the measures on the prevention and control of fugitive dust, noise and water pollution on construction site to make sure that everyone takes his responsibility and to ensure effective operation of the whole process.
4. The sample selection of engineering materials and components will be handled in a centralised manner, the material selection plan will be worked out in advance for each project, and several material samples shall be selected at a time. If small samples and pictures can be used instead of the sample selection, no field investigation shall be organised. If it is necessary to make field investigation, the number of participants will be limited and personnel of the same level will not be duplicated to reduce unnecessary travels.

In addition, Broad Greenstate continuously pushed forward the implementation of the projects, and also carried out the development and research of patent technology for each project in order to achieve environmental protection with the patent technologies as follows:

## *Soil Remediation*

Based on the differences in soil structure and natural environment between various regions, we have developed a number of soil remediation technologies catering to different conditions. Taking the research on key greening technologies for the inland saline-alkali land as an example, we compare and identify the cultivation medium suitable for saline-alkali land by adding organic fertilizer, gypsum, peat and other materials, and develop the remediation technologies for inland saline-alkali greening soil. By a combination of physical improvement methods with chemical improvement methods, we improve the soil structure and increase organic matter with a view to eliminating salt-alkali hazards, completely solving the soil problem faced when constructing wetland parks. The Group has completed the research on key technologies for improving salt prevention and drainage in saline-alkali land areas and the research and development projects for engineering implementation.

## *Water Ecological Treatment*

For the water ecological treatment, we should fundamentally follow the ecological concept and the law of nature. From the perspective of large spatial scale such as city, region and basin, the urban water ecological treatment design based on large basins, the water resource management design using rainwater as resource and the ecological system restoration design with economy as the main spindle reflect the ecological wisdom concerning water resources, water safety and water ecological system, and their blend with urbanology, hydrology, landscape, ecology, arts and other subjects in a scientific manner is an innovative derivative of contemporary scientific wisdom. The Group has completed R&D and demonstration application of key technologies related to the ecological restoration of water environment in constructed wetlands and ecological treatment of polluted water areas and the construction of aquatic plant communities in urban near-natural wetlands, technological research on biological treatment technology of garden organic waste and other research projects.

## A4. Climate Change

As a major operator of ecological construction and landscaping, the Group has a relatively low negative impact on the environment. Among them, planting trees could better contribute to absorbing carbon dioxide and greening the environment. However, the escalating risks and challenges of climate change on the global economy may also have a negative impact on the Group's business. Therefore, the Group recognizes the importance of identifying and mitigating the significant impact brought by the climate change. In accordance with the recommendation of the Task Force for Climate related Financial Disclosures ("TCFD") established by Financial Stability Board, the management of the Group has assessed and understood the climate related risks and corresponding opportunities that have an impact on Group's business. Based on the findings, the Group has incorporated climate change in ESG risk management to manage and review the climate related risks, as well as capitalize on related opportunities. With reference to the risk categorization by TCFD, the Group has amended the Ecological and Environmental Protection System — Climate Change Policy, and its management measures are as follows:

### Physical Risks

The increasing number of extreme weather such as hurricanes, rainstorms and heavy rainfall and natural disaster events may not only cause damage to the Group's projects, but also increase the injury cases, which will have a direct effect on the Group's operational efficiency, revenue and supply chain stability. In order to provide a comfortable working environment and sustainability of the Group, the Group has been mindful of the weather information and suggestion from local government, and responded to government's contingency plans, with an aim to minimize damage and injury arising from any natural disaster. After discussion with the professional team, the Group has specified the following countermeasures:

The Group will conduct periodic review and maintenance on the drainage facilities to ensure their effectiveness. Besides, we also organize safety education activities for our staff on a regular basis, such as emergency evacuation of personnel and daily emergency rescue drills, etc. Accordingly, the capability to cope with natural disasters will be enhanced so as to avoid any chaotic situation caused by accidents. In addition, alternative procurement options have also been prepared to ensure the stability of the supply chain. The Group will continue to regularly identify potential risks arising from climate change and prioritized in accordance with their severity so that appropriate preventive measures can be taken.

### Transition Risks

In order to achieve the goals of carbon neutrality and transition to low carbon economy, the ecological construction industry has begun to actively transform to conform to the global vision of decarbonisation. This is mainly reflected in the continuous penetration of green concepts in the market, which allows more enterprises to obtain a higher and deeper level of pursuit and understanding of green buildings. Besides, the Stock Exchange has enhanced the disclosure requirements for listed companies in relation to climate change and environmental resource consumption, which has brought greater challenges to the Group in terms of compliance and production costs. As for potential transition risks, the Group continue to monitor the regulatory environment and product markets to ensure that our products and services meet customer and regulatory needs and expectations.

Potential extreme weather conditions, persistent high temperatures, changes in environment-related regulations and customer preferences are not expected to have a material impact on the Group's operations. Nonetheless, the Group continues to monitor climate-related risks and implement relevant measures to minimise potential physical and transition risks. As the backbone of the construction of an ecological civilisation, the Group will closely monitor the latest changes in the business environment and national policies, so as to follow the trend of national economic development and adjust the Group's business operation models in a timely manner, thereby enhancing its position in the industry. The Group will also enhance its regional core values with a first-class ecological environment, promote the development and transformation of the industry, and focus on the integration of sustainable development and business models to fulfill its corporate social responsibility of "benefiting future generations" through practical actions.

# Environmental, Social and Governance Report (Continued)

## Employment and Labour Practices

### B1. Employment

Adhering to its core value of “taking talents as root of presence”, Broad Greenstate considers employees as one of its most important assets. As such, it is the priority for the Group to provide a fair, harmonious, comfortable and safe working environment for the staff.

Broad Greenstate is in strict compliance with requirements set out in relevant laws and regulations, including the Labour Law and the Labour Contract Law, to earnestly protect the employees’ legitimate rights and interests. Moreover, employees of different nationalities, races, genders and ages are treated on an equal basis. Further, a set of management systems and measures have been in place to strictly prohibit employment discrimination, child labour and forced labour. There were no material non-compliance matters relating to labour practices during the Reporting Period. We have established scientific and effective talents cultivation mechanism and offered our employees with competitive remuneration and benefits packages, as well as organized diversified staff activities to enhance their sense of belonging. The details are provided as below.

#### Remuneration

In order to improve and standardize the remuneration management of Broad Greenstate, strengthen the incentive and constraint mechanism, and fully mobilize the enthusiasm of employees, we have formulated the Remuneration Management System to enable employees to clearly understand the labour rights and remuneration system and increase transparency and fairness. We adjust the basic salary according to the operating performance and employee performance appraisal results, and then decide the performance bonus as an appropriate incentive based on many factors including the economic situation of the year, the completion of employees’ operating objectives and work performance.

#### Recruitment and Promotion

In order to attract and retain talented employees, Broad Greenstate has actively built career platform enabling fast personal development and formulated the Employment Management System. The recruitment follows the principle of fairness and all personnel shall be treated equally so as to appoint people on their merits. The human resources management department and the employment department must strictly abide by the recruitment system of the Group throughout process of recruitment, strictly check the recruitment process, and resolutely put an end to cronyism and setting up a post for kindred.

The promotion of the Group’s staff follows the principles of fairness, impartiality and openness. We have formulated the Performance Appraisal Management System, specifying the appraisal cycle, methods, contents and scoring standards. In addition, Broad Greenstate has the Remuneration Committee of the Group, which is composed of the President Office of the Group and is responsible for reviewing the overall principle and direction of the Group’s performance appraisal, examining and approving the management system related to the Group’s performance appraisal and the annual objective responsibility letters of various departments and subordinate units of the Group, guiding and supervising the performance appraisal work, coordinating the problems and objections in the performance appraisal, reviewing the performance appraisal results, and accepting and handling complaints related to the performance appraisal.

# Environmental, Social and Governance Report (Continued)

## Welfare

In order to regulate and reinforce the welfare management for the staff of the Group and fully utilise the guarantee and incentive effects of welfare, we have established the Staff Welfare Management System in relation to staff welfare including to statutory welfare and corporate welfare.

In accordance with laws and regulations including the Labour Law and the Social Insurance Law of the People's Republic of China, the Group pays social insurance contributions for all employees and offers heat subsidies. Welfare of the Group are in forms of festival gift, birthday gift, communication subsidy, traffic subsidy, meal subsidy, health examination, group activity and marriage gift, etc.

## Working Hours and Leaves

In order to regulate the daily attendance of staff of the Group and maintain effective management of staff, and in accordance with relevant national labor laws and regulations, we have established the Attendance and Leave Management System, which states that staff are entitled to casual leave, sick leave, medical leave, maternity leave, marital leave, funeral leave, home leave and paid annual leave. The Group encourages employees to improve their work efficiency and complete their own work during normal working hours, and does not advocate working overtime to complete corresponding tasks. If overtime is required due to work, the employee shall submit a written overtime application signed and approved by the person in charge of the department or the borrower to the overtime approver in advance and the overtime approver shall sign and approve it. The overtime confirmed in the aforesaid overtime approval procedure is the effective overtime arranged by the Group for employees. For the effective overtime of staff, the Group will arrange for compensatory leave or pay overtime fees to staff in accordance with the law.

## Our Workforce

As of 31 December 2022, Broad Greenstate has a total of 102 full-time employees (2021: 180). All employees work in People's Republic of China, the detailed employment information is shown below:

Category	Number of employees	Percentage
<b>By gender</b>		
Male	68	66%
Female	34	34%
<b>By type of employment</b>		
Full-time	102	100%
Part-time	—	0%
<b>By age</b>		
Below 30 years old	18	16%
31–40 years old	38	38%
41–50 years old	29	29%
Above 51 years old	17	17%
<b>By region</b>		
China (including Hong Kong)	102	100%

# Environmental, Social and Governance Report (Continued)

## Employee Turnover

During the Reporting Period, Broad Greenstate's total turnover rate<sup>(Note 10)</sup> of employees is approximately 57.14%. The percentage<sup>(Note 11)</sup> of employee turnover rate categorized by gender, age and region are shown below:

Category	Percentage
<b>By gender</b>	
Male	58.21%
Female	55.22%
<b>By age</b>	
Below 30 years old	58.23%
31–40 years old	59.52%
41–50 years old	56.23%
Above 51 years old	58.22%
<b>By region</b>	
China (including Hong Kong)	57.14%

Note 10: The total turnover rate is calculated by dividing the total number of employees left the Group during the Reporting Period by the average number of employees at the beginning and end of the year.

Note 11: The turnover rate of this category is calculated by dividing the number of employees left the Group in this category during the Reporting Period by the average number of employees in this category at the beginning and end of the year.

## B2. Health and Safety

Broad Greenstate highly values the protection of employees' rights and interests, workplace safety and health protection, emphasizes on vocational skills training and safety training, and strives to protect staff from work accidents or occupational hazards, so that we can provide a safe and healthy workplace for staff.

Broad Greenstate is in strict compliance with requirements set out in relevant national laws, including the Labour Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases and Production Safety Law of the People's Republic of China. We make contribution to social security including medical insurance for all staff, and purchase business accident insurance for rehired personnel and trainees who are unable to make contribution to social insurances, in order to make sure that our staff can obtain corresponding safeguard in case of accidents. Meanwhile, the Group organizes annual body check for all employees, enabling them to know their health status in a timely manner.

### Workplace Safety

The Trial Measures for Standardized Construction Site issued by Broad Greenstate standardizes and unifies the setting of various signs on construction site, normalizes the layout of safety equipment and safe passage and clarifies the signs that must be available, such as safe production post and civilized construction post, for the purpose of reminding on-site workers of safety.

In order to further implement the production safety approach of "safety first, precaution crucial, comprehensive management", determine the direction of the Group's production safety, and strengthen the standardized management of the production safety approach of the Engineering Project Department, Broad Greenstate has formulated the Production Safety Management Manual, which provides that project manager shall be the first person in-charge for the Engineering Project Department; a production safety management team including members like vice project manager, person in charge of techniques and person in charge of safety will be established for inspecting and monitoring construction sites and the implementation of the shift safety system, maintaining safety inspection records and imposing penalties against anyone breached safety requirements.





## Environmental, Social and Governance Report (Continued)

The safety leadership group of the Project Department will be headed by the person in charge of production safety, who will be responsible for construction safety management on construction sites. Shift construction management and safety management will be responsible for guiding the production safety work of shifts. The establishment and implementation of the production safety accountability system make project manager the first person-in-charge, vice project manager in charge of construction production will be the direct person in charge of production safety and general project engineer in charge of labour protection and technical works in relation to production safety.

The Engineering Department of the Group, as the regulator for production safety management, will inspect the production safety management works and recommend rectification of the ascertained problems within a prescribed time limit.

Furthermore, in order to minimize the frequency of accidents and the degree of injuries, losses and impacts, and reduce the hazards to the environment and the health and safety of employees, Broad Greenstate has formulated the Emergency Preparedness and Response Management Procedures to establish, implement and maintain emergency plans and measures. For emergency preparedness, the Group set up an emergency preparedness leading group, with a list of the specific personnel and contact details, headed by the deputy general manager in charge of production safety, and composed of personnel from the Administration Department, Engineering Department, Marketing Department, etc.. Each project is also provided with an emergency preparedness and response team to formulate emergency response prevention measures for the project, fill in the Emergency Plan, and train the members of the emergency team. At the same time, it's essential to report it to the Group's Engineering Department for review and filing. According to the needs of the emergency plan, each project team shall be equipped with corresponding emergency equipment, which shall be kept properly and in good condition for emergency needs. The project team shall provide emergency education to the on-site staff and is responsible for special training for the project personnel and labor service personnel. The emergency education for on-site staff aims to make them understand potential dangers, ensure that on-site staff clearly understands how to deal with emergencies, master necessary self-help knowledge, organize emergency drills in due course, and improve emergency plans.

For the sake of the health of our office staffs, the Group specially organized Chinese medical consultations free of charge to relief their shoulder and neck indisposition caused by prolonged desk work, sedentariness and lack of exercise through methods such as massage, cupping therapy and warming moxibustion. In addition, smoking is strictly prohibited in all places of the headquarters of the Group with penalty standards developed against violation, and we toured the offices from time to time to protect the workplace safety and employees' health.

During the past three years (including the Reporting Period), the Group did not have any work-related injury or death, nor had any material non-compliance with health and safety laws and regulations.

### Response to the Coronavirus Disease (the "COVID-19")

The outbreak of COVID-19 posed a great threat to employees' health, therefore the Group formulated prevention and control plans and set up an emergency team to guarantee the implementation of COVID-19 prevention measures. The anti-epidemic measures included adopting flexible office mode, which allowed employees to work at home, body temperature test for employees working on site as well as distributing disposable masks and gloves, medical wet wipes and other protective equipment. Various disinfection and sterilization measures were implemented in the office area within the headquarters building of the Group for the safety of staff, such as ultraviolet disinfection, alcohol wiping, high temperature disinfection and mopping floor with disinfectant. The Group also provided personal protection guidance to our staff, strengthened online promotion and publicity, and prohibited dining together and team building activities. These anti-epidemic measures provided effective protection to the health and safety of our staff.

# Environmental, Social and Governance Report (Continued)

After the relief from the epidemic, the Group will continue to maintain a flexible and dynamic response strategy. While the epidemic is under control to a certain extent, we will carefully monitor and remain vigilant in dealing with potential fluctuations in the epidemic. We will adjust our epidemic prevention measures in a timely manner according to the situation and relevant government regulations to ensure the health of our employees and the sustained and stable development of our business. While we will resume normal office and production operations step by step, we will insist on implementation of various protective measures and enhance the disinfection and cleaning of our office premises to ensure the safety of our employees. At the same time, we will also actively promote health education and knowledge dissemination on epidemic prevention and control to raise employees' awareness of self-protection to cope with possible new viruses or changes in the epidemic.

## B3. Development and Training

In order to standardize and promote the continuous and systematic training of the Group and improve the occupational qualifications and vocational skills of staff through the accumulation, spread, application and innovation of knowledge, experiences and capacities, Broad Greenstate has formulated the Training Management System, under which the Human Resources Department shall be in charge of the establishment and improvement of training management system, regulations and resource platform, the study on training needs and the formation of plans, and the implementation of and conclusions on training. It is also responsible for directing, monitoring, assessing, coordinating and tracking the training work at department level of the Group, providing staff with different functions with corresponding trainings focused on contents designed and arranged in accordance with the regulations of Broad Greenstate, position responsibilities and operational skill requirements.

The training sessions of Broad Greenstate cover aspects of safe and civilised construction, construction techniques, engineering management, operation administration, corporate cultures and etc. Training forms include internal training (by internal lecturer), internal training (by external lecturer) and external training (in other companies). Furthermore, to improve the first aid knowledge of the employees of the Group and cultivate their first aid ability of facing life emergencies, the Group invited representatives of the Shanghai Red Cross Emergency Rescue Team to deliver onsite primary first aid publicity and training.

In December of each year, the Human Resources Department will, based on the study and analysis of the training needs of the Group, formulate the Annual Training Plan for the next year, which will take effect after being approved by the President Office. The training departments of all units formulate their respective Monthly Training Implementation Form at the end of each month by reference to the Annual Training Plan and the temporary training needs and file them to the Human Resources Department for record and implementation thereafter.

For training effect evaluation, the training management department of each unit shall organize training effect evaluation after the training. Training effect evaluation methods include training examination, questionnaire evaluation, job tracking feedback, etc. Training effect evaluation is applied to the follow-up of training work and incentives to scholars, lecturers and organizers, including positive and negative incentives, scoring and rating.

# Environmental, Social and Governance Report (Continued)

During the Reporting Period, the number of trained employees accounted for 100%<sup>(Note 12)</sup> of the total number of employees. The total number of trained employees completed approximately 562 training hours, with an average of 4.01<sup>(Note 13)</sup> training hours per employee. Details of the training are shown in the following table:

Employee category	Male	Female
<b>Senior management</b>		
Number of employees trained	1	3
Total training hours	6	18
<b>Middle management</b>		
Number of employees trained	14	6
Total training hours	59	24
<b>Other employees</b>		
Number of employees trained	53	25
Total training hours	310	145

Due to the epidemic situation, the Group actively responded to the call of the state and minimized the gathering of personnel and therefore the number of training events during the Reporting Period decreased as compared to 2021. In addition, some employees of the Group are permanently stationed in local project offices, so relevant training is conducted in the forms of online network, enterprise WeChat and video, while no relevant statistics was conducted for such training, which is one of the reasons for the decrease of trainings compared with 2021.

## B4. Labour Standards

Broad Greenstate has systems and recruitment regulations in place to avoid unlawful employment. All recruitments and employments are in strict compliance with the Labour Law of the People's Republic of China and the Labour Contract Law of the People's Republic of China.

It is strictly stipulated by Broad Greenstate that the external construction party shall not illegally hire child labour, signing labour contract with the party in violation of genuine intention of the counterparties or forcing its employees to work illegally. During recruitment, the Group shall provide the candidates with truthful information, including the job responsibility, work environment, work location, occupational health and safety, the safety condition at production and labour remuneration. The Human Resources Department of Broad Greenstate is responsible to verify the authenticity of the information (resume, identity card, certificates, photos and bank cards) provided by candidates and make comprehensive background investigation by all kinds of means. At the same time, the employees shall take full responsibility for the authenticity of the information provided and signed by them.

Broad Greenstate arranges the employees' working hours based on the statutory working hour standards and implements an 8-hour working schedule and overtime management according to the Staff Welfare Management System of the Group. For the effective overtime of staff, the Group will arrange for compensatory leave or pay overtime fees to staff.

During the Reporting Period, there was no material non-compliance with the labour requirements set out in relevant laws and regulations by the Group. The Group has been taking precautionary measures at the source and is confident that the above-mentioned illegal employment cases will not occur in the future. If such case happened, it will be reported to the relevant regulatory authority.

# Environmental, Social and Governance Report (Continued)

## Operating Practices

### B5. Supply Chain Management

As a diversified investment holding group that focuses on ecological construction and develops whole industry chain, the Group attaches great importance to the quality of projects including different kinds of theme parks construction, scenery enhancement, preservation of ancient towns and cities, construction of featured towns and beautiful villages, sponge cities, environmental protection and ecological restoration, and acknowledges the importance of selecting suppliers with good integrated strengths for guaranteeing the quality of our projects. Therefore, the Broad Greenstate gives priority to suppliers with safe, environment-friendly and high quality products in a responsible manner.

The Group follows the Administrative Measures for Procurement and Bidding, and the Measures for the Implementation of Warehousing of Qualified Suppliers to standardize the bidding management of the Group and all suppliers met the Group's procurement practices during the Reporting Period. For suppliers, suppliers sourced by the Project Department and the Group's Purchasing Department shall be filed by special personnel of the Purchasing Department, which shall be approved by the Purchasing Department and relevant leaders of the Group. Before being permitted into the bidding supplier managing list, one-time evaluation, on-site inspection and qualification document review of suppliers were required. The review of qualification documents included the supplier's business license, qualification certificate and safety production license. The site inspection covered the projects under construction (with site pictures), the office locations of branches and the production bases of enterprises. After the on-site inspection, the Supplier Inspection Report must be provided to and signed and confirmed by the Project Department, and the Purchasing Department and Engineering Department before entering the list of qualified suppliers.

As of 31 December 2022, the Group has a total of 521 qualified suppliers. All suppliers came from People's Republic of China. Supplier categories include civil engineering materials, utility materials, greening materials, seedlings, decoration materials, etc. Before construction of a specific project, each of the project departments, based on the principle of "competing openly and cooperating honestly at reasonably low price", selects subcontractors among the list of qualified suppliers to bid for the project, through which process suitable subcontractor(s) will be determined under the supervision of the engineering department.

The Group continued to adhere to the management philosophy of scientific, rationalization and economization to enhance corporate efficiency through income-generating and cost-saving. In order to achieve more refined cost control, the Group adopted a refined project cost control model and established a group-wide unified supplier database. The Group utilised its self-developed online project management information platform (the "OA system") to ensure that all expenses were strictly managed in accordance with the budget. Moreover, the Group also completed the preparation and trial operation on a procurement platform for well-known enterprises in China, expanding supply chain channels.

In respect of the operation and maintenance in the later stage of the project, the Group also fully utilised the cooperation between its operation management companies and prime operation team, and ensured greenery maintenance was taken into account during construction. At the same time, a great importance was attached to the project redevelopment, thus the Group actively proposed optimisation scheme and developed the place where the project was located and surrounding resources through the well-established friendly cooperative relationship with the parties.



# Environmental, Social and Governance Report (Continued)

In terms of environmental protection, the Group has always integrated ESG elements into its business operations and gave priority to suppliers that use environmentally preferable products and services. The Group generally selects qualified suppliers on the principle of proximity to achieve the effect of energy saving and emission reduction. Furthermore, in order to conform to the development trend of online procurement, the Group adopted a third-party procurement platform to designate a platform for procurement of engineering goods to improve procurement efficiency and reduce costs.

In order to ensure the working environment and safety of the subcontracting projects, the Group has formulated the Trial Measures for Standardized Construction Site and the Design Subcontracting Management Measures to standardize the safety protection in the living, office and construction areas. In selecting subcontractors, the Group will assess their environmental and social risks and require subcontractors comply with trade laws, relevant environmental and social regulations and other standards.

Furthermore, Broad Greenstate adopts a zero tolerance policy on corruption, according to which, all suppliers are required to submit a declaration or certification of no commercial bribery before entering into contracts with them. In order to further prevent the occurrence of corruption, the construction unit shall fill in the Letter of Commitment for Integrity in Construction by Construction Units and make a commitment for the construction of the project during the project bidding period and after winning the bid. The contents of the letter include strictly implementing the contract documents, establishing and improving the clean government construction system, strengthening clean government education, setting up a clean government construction publicity board at the construction site of the construction project, and not giving gifts and valuables to the relevant personnel and staff participating in the bidding in any name.

## B6. Product Responsibility

### Quality Control

Being a firm with landscape construction as its core business, quality control is of the utmost importance for the Group. The Group strictly follows the relevant provisions of the Tendering and Bidding Law of the People's Republic of China and other regulations during the procurement process. During the Reporting Period, the Group was not aware of any material violations of laws and regulations related to the quality of products and services. We have conducted quality control in three aspects, including policy, system and manpower. In respect of the policy and system, Broad Greenstate has formulated the Engineering Quality Control Manual and Management Procedures on Laws and Regulations and other Requirements to establish sound and compliant process system, as well as set up strict quality management system, intensified control of construction quality and procedure, improved and performed accountability system of the quality of projects; as for manpower, well-experienced project managers were employed to control engineering quality on a comprehensive basis in the Group, and a standard quality management system was adopted for construction enterprises which are under cooperation and newly cooperated. During the Reporting Period, the quality management system of the Group has been accredited by ISO9001, ISO14001 and OHSAS18001.

# Environmental, Social and Governance Report (Continued)

The qualifications and licenses of the Group are as follows:

Issue Authority	Category	Qualification Level
Ministry of Housing and Urban-Rural Development of the People's Republic of China	General contracting of housing construction works	Special Grade
Ministry of Housing and Urban-Rural Development of the People's Republic of China	General contracting of municipal public works construction	Grade One
Ministry of Housing and Urban-Rural Development of the People's Republic of China	Professional contracting of steel structure projects	Grade One
Zhejiang Housing and Urban & Rural Construction Department	Professional contracting of mechanical and electrical equipment installation project	Grade One
Zhejiang Housing and Urban & Rural Construction Department	Professional contracting of construction decoration project	Grade One
Zhejiang Housing and Urban & Rural Construction Department	Professional contracting of foundation projects	Grade One
Ministry of Housing and Urban-Rural Development of the People's Republic of China	Scenery landscape design	Grade A
Ministry of Housing and Urban-Rural Development of the People's Republic of China	Design qualification certificate for construction engineering professional design	Grade A
Shanghai Housing and Urban-Rural Development Management Committee	Professional contracting of ancient architecture project	Grade One
Ministry of Housing and Urban-Rural Development of the People's Republic of China	Urban landscape construction enterprises qualification certificate	Grade One

In order to conduct effective identification and control of non-conformity occurring in various phases of the landscaping construction and maintenance service, and prevent the unexpected usage, conversion and delivery, Broad Greenstate formulated the Non-Conformity Output Management Procedures and Improvement Management Procedures. The quality specialist of the Engineering Department shall be responsible for the non-conformity identification during the engineering construction and maintenance service, follow-up of non-conformity treatment results, disposal of unqualified purchased materials, adoption of remedial and improvement measures for unqualified products, elimination of its causes to prevent non-conformities from occurring, in order to continuously improve the comprehensive management system and promote continuous improvements.

The Improvement Management Procedures proposes to determine and take appropriate improvement measures on the basis of weighing benefits, risks and costs. For general service problems, the HR Administration Department shall issue the Corrective and Improvement Measures Handling Form to the responsible department, and the responsible department shall be responsible for formulating and implementing improvement measures and recording them. For major and wide-ranging service problems, the HR Administration Department and the relevant department shall jointly formulate improvement measures, specify specific methods, steps, division of responsibilities and completion deadline, etc., and implement those measures upon approval by the General Manager. For environmental or safety problems, the Engineering Department shall organize relevant departments to carry out rectification.



# Environmental, Social and Governance Report (Continued)

The Group is striving to become an internationally advanced and domestic leading player in the industry by adhering to the guidance of applying high-efficiency, energy-saving and clean green technology and design so as to promote the development of ecological and environmental protection projects through scientific and technological innovation. The Group has invested a large amount of funds in establishing its technology center, adhering to independent development, with the introduction, digestion and absorption of other technologies as a supplement, as well as strengthened the cooperation of industry, education and research, and the construction of intellectual property rights, and actively realized the industrialization of science and technology. The Group regards scientific research as the strategy to achieve sustainable development and provide strong technical support, so as to secure its healthy development.

Broad Greenstate is of the opinion that, technology innovation can promote corporate development and guarantee the project quality enhanced. It invested substantial capital in setting up the technology center by adhering to the guidance of applying high-efficiency, energy-saving and clean green technology and design, and cooperated with state-level academy of sciences such as Tongji University to provide strong technical support for the scientific research projects of multiple cooperators with its patented technologies regarding ecological rehabilitation and construction.

During the Reporting Period, Broad Greenstate had no cases of any rejection of construction projects due to major safety and health reasons.

## Complaints Handling

While offering our customers with high-quality projects and products, Broad Greenstate also pays great attention to revisiting and communicating with our customers, to find out their needs in a timely manner, thus improving the construction and service quality. For this end, the Group formulated the Customer Satisfaction Monitoring and Measurement Management Procedures, and carried out regular customer satisfaction surveys on quality of engineering construction and maintenance service provided by the Group, in order to master the market information and dynamic condition, measure the quality control performance of the organization, enhance the customer satisfaction, and realize the value appreciation of the Group.

The procedures are applicable to the satisfaction information collection and satisfaction measurement of the landscaping construction service and maintenance service provided by the Group. The procedures specify the responsibilities and permissions of each department. The engineering department is responsible for the collection of customer opinions on the project site service. The marketing department shall conduct the customer satisfaction survey on the delivered engineering and maintenance service and follow-up service by means of fax, home visit or face-to-face interview, arrange customer complaint handling and information collection, organize analysis by relevant departments, determine the department in charge, supervise the implementation of necessary corrective measures, issue letters of notice of rectification to relevant departments, record the collection result in the Customer Feedback Processing Sheet, and notify customers of improvement opinions. Because the Group actively communicated with customers and solved problems, it has not received any complaints that have a significant impact on the Group.

## Intellectual Property Protection

Broad Greenstate respects and protects intellectual property rights. We comply with the relevant regulations, including but not limited to the Copyright Law of the People's Republic of China, the Trademark Law of the People's Republic of China, the Tort Liability Law of the People's Republic of China and the Patent Law of the People's Republic of China.

# Environmental, Social and Governance Report (Continued)

Trademarks and patents are important intangible assets of the Group. In order to maintain the security and interests of the Group, and guarantee the smooth operation of various businesses, the Group formulated the Confidentiality System of the Group, which divided the security level into three levels, i.e. strictly confidential, confidential and secret, defined materials of various levels, the access authority, confidentiality management and maintenance of backup. The system also specifies the responsibilities and authorities of the department. The president is responsible for leading the overall work of confidentiality, and the person in charge of each department is the person in charge of confidentiality work of the department. Document personnel and confidential personnel shall handle the handover procedures in time and submit them to the competent leader for signature in case of job changes. If employees find that the Group's secrets have been leaked or may be leaked, they shall immediately take remedial measures and report to the office in time, and the office shall immediately make corresponding treatment.

The Group also entered into the Trade Secret Protection Agreement with employees, in order to guarantee that employees can keep trade secrets of the Group confidential during and after their employment period. The agreement stipulates that when employees leave the Group, they must return all the technical information and business information to the Group; the Group shall reiterate the confidentiality obligation to the employee in written or oral form, and may inform the new unit of the confidentiality obligation undertaken by the employee in the original unit.

The Group focuses on project implementation, the development of patented technologies and project research, and successfully made progress in plant cultivation, soil improvement and water ecological treatment. The Group has owned patented technologies and patented products with independent intellectual property rights, and acquired core technologies in the field of ecological construction, which contributes to our competitive advantages in the industry. As of 31 December 2022, Broad Greenstate had 2 invention patents, 59 utility model patents, 5 trademark copyrights, 3 software copyrights, 1 exclusive right to layout-design of integrated circuits, 2 invention patent under application and 3 new cultivars at the reproductive stage, all of which relate to sewage treatment, saline-alkali land restoration, ecological restoration, landscape plants, construction and other fields.

## Consumer Information Protection

The Group's businesses are not directly involved with consumers, so it will neither collect consumer information nor involve any advertisement, labeling or privacy matters, but will collect information from cooperative customers and suppliers. The Group attaches great importance to the confidentiality of the collected information and will not use it for purposes other than business.

## B7. Anti-corruption

Broad Greenstate rigorously complies with laws and regulations regarding anti-corruption and anti-money laundering, including but not limited to the Criminal Law of the People's Republic of China and the Anti-Money Laundering Law of the People's Republic of China. We revised the Whistle-blowing Management System, an internal regulation thereunder stipulated the practices regarding anti-corruption and anti-fraud to better acquaint employees with the whistleblowing processes and relevant cautions. The Group will review relevant policies regularly, to ensure its effectiveness. In view of the impact of the COVID-19, the Group has not provided anti-corruption trainings temporarily, but will arrange trainings relating to anti-corruption for Directors and employees so as to reinforce the concept of their integrity.





## Environmental, Social and Governance Report (Continued)

In order to further define the responsibilities and permissions of whistle-blowing institutions and whistleblowers, the Group also formulated the Detailed Rules for Implementation of Whistle-blowing, which clearly discloses the responsibilities and authorities of the departments to handle the whistle-blowing, manage and maintain the whistleblowing channels, and to carry out a series of work on the whistle-blowing issues, including reviewing the filing qualification of the whistle-blowing issues, leading and coordinating the investigation work, drafting the investigation report and handling opinions, reporting to the President Office for approval, and then filing the relevant information on the whistle-blowing issues. The Human Resources Department of the Group is responsible for communicating the decision-making opinions of the President Office with the leaders of the reported persons suspected of serious violations of laws, regulations or disciplines, and taking corresponding measures against the persons, such as terminating the labor contract and handing over the persons who may constitute crimes to judicial organs. The President Office of the Group shall approve the investigation report and handling opinions of the whistle-blowing issues.

The Detailed Rules for Implementation of Whistle-blowing specifies that a whistleblower may report any misconduct or improper activities he/she detects, such as suspected corruption, commercial bribery, malpractice and fraud, through various ways including letters, emails, messages sent through OA platform, WeCom and on-site whistle-blowing. The notifications or announcements that contain the information of the whistle-blowing channel shall be published and updated on OA platform and WeCom, and on the official website and the official WeChat account of the Group. For whistle-blowing, Broad Greenstate implements the following procedures:

1. Contact the whistleblowers to verify the authenticity, accuracy and completeness of the information and materials provided by the whistleblowers, and record the verified information and materials;
2. Review whether the whistle-blowing issues meet the conditions for carrying out the whistle-blowing investigation;
3. Carry out strict confidential investigation on the relevant information of the whistleblowers and the specific contents of the whistle-blowing issues; and
4. After investigation and verification of the facts, an investigation report and handling opinions shall be issued and submitted to the Group's President Office for approval.

In order to protect the whistleblowers, the investigation should be carried out without revealing the identity of the whistleblower, and the investigators should keep the relevant information of the whistleblowers and the specific contents of the whistle-blowing issues strictly confidential. Moreover, if it is not necessary, investigators should try their best to avoid meeting with the whistleblowers directly, so as to reduce the risks of the whistleblowers being exposed.

During the Reporting Period, Broad Greenstate had no cases of non-compliance with laws and regulations related to bribery, extortion, fraud and money-laundering and no concluded legal case regarding corrupt practices brought against the Group or its employees.

# Environmental, Social and Governance Report (Continued)

## Community

### B8. Community Investment

Broad Greenstate's main business spreads all over the country, it gives full play to the respective advantages in each region, and actively explores opportunities for cooperation with the local government and seeks for other potential customers, so as to lay a good foundation for undertaking more projects in the future. In addition, with its comprehensive solution capabilities along the full industry chain and a good track record in previous and ongoing projects, the Group has proved its ability to make full use of its advantages and local potential resources to formulate customized ecological construction plans catering to local development needs for the government, which has helped it gain a foothold in the fierce market competition. It can be seen that, Broad Greenstate is committed to being a socially responsible firm. In addition, the Group not only encourages staff to actively participate in public welfare activities, but also has always committed to investing in community public welfare undertakings and formulated the Social Public Welfare System with details of the community investment strategies as follows:

- i. Build the consciousness of community — The relationship between the Group and the community may affect the development of the Group, thus it is crucial for the Group to build its image within the community. The Group's public relationship with the community shall be incorporated into the daily work of our public relations system, with an aim to assume social responsibility and shape our good social image.
- ii. Enhance communication with community public — Broad Greenstate proactively communicates with the community. On one hand, we inform the community about all aspects of the Group to express our willingness to contribute to community development and seek support from the community; on the other hand, we often invite the community public to participate in our activities, seek their opinions and recommendations, and understand their needs, so as to lay a solid foundation for the benign interaction between the Group and the community and provide an effective channel for sustained communication.
- iii. Proactively participate in community development and take the initiative to support community public welfare undertakings.

As a firm with a high degree of social responsibility, Broad Greenstate actively participates in various social welfare activities. In addition, Broad Greenstate also actively carries out in-depth cooperation with universities and scientific research institutions. Broad Greenstate has also established the "Broad Greenstate — Tongji Joint Technology Innovation Center" jointly with Tongji University. This move is geared to the needs of the major nation strategies, giving full play to the resource advantages of both parties and boosting the expansion and development of the main business of Broad Greenstate. In view of the impact of COVID-19, the Group did not arrange any public welfare activities during the Reporting Period to maintain social distance to ensure the safety of employees and help the country to control the epidemic more effectively.

# Environmental, Social and Governance Report (Continued)

## The ESG Reporting Guide Content Index of the Stock Exchange

Mandatory Disclosure Requirements	Section/Declaration
Governance Structure	The ESG Governance Structure
Reporting Principles	About the ESG Reporting — Reporting Framework
Reporting Boundary	About the ESG Reporting — Reporting Scope

Aspects, General Disclosures and KPIs	Description	Section/Declaration
<b>Aspect A1: Emissions</b>		
General Disclosure	Information on:  (a) the policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Emissions — Air Emissions and GHG Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) GHG emissions (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility).	Emissions — GHG Emissions
KPI A1.3	Total hazardous waste produced (in tonnes) and intensity. Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	N/A — Explained
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	N/A — Explained
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emissions — Air Emissions and GHG Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	N/A — Explained

# Environmental, Social and Governance Report (Continued)

<b>Aspects, General Disclosures and KPIs</b>	<b>Description</b>	<b>Section/Declaration</b>
<b>Aspect A2: Use of Resources</b>		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources — Energy Management
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources — Water Management
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources — Energy Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources — Water Management
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	N/A — Explained
<b>Aspect A3: Environment and Natural Resources</b>		
General Disclosure	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environment and Natural Resources
KPI A3.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Environment and Natural Resources — Environmental Protection Measures
<b>Aspect A4: Climate Change</b>		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change — Physical Risks and Transition Risks

# Environmental, Social and Governance Report (Continued)

Aspects, General Disclosures and KPIs	Description	Section/Declaration
<b>Aspect B1: Employment</b>		
General Disclosure	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p>	Employment
KPI B1.1	Total workforce by gender, employment type (e.g. full-time or part-time), age group and geographical region.	Employment — Our Workforce
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment — Employee Turnover
<b>Aspect B2: Health and Safety</b>		
General Disclosure	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to provision of a safe working environment and protecting employees from occupational hazards.</p>	Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety — Workplace Safety
KPI B2.2	Lost days due to work injury.	Health and Safety — Workplace Safety
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety — Workplace Safety, Response to COVID-19

# Environmental, Social and Governance Report (Continued)

Aspects, General Disclosures and KPIs	Description	Section/Declaration
<b>Aspect B3: Development and Training</b>		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category	Development and Training
<b>Aspect B4: Labour Standards</b>		
General Disclosure	Information on:  (a) the policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to preventing child and forced labor.	Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards

# Environmental, Social and Governance Report (Continued)

Aspects, General Disclosures and KPIs	Description	Section/Declaration
<b>Aspect B5: Supply Chain Management</b>		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	The number of suppliers by geographical region.	Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management
<b>Aspect B6: Product Responsibility</b>		
General Disclosure	Information on:  (a) the policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility — Quality Control
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility — Complaints Handling
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility — Intellectual Property Protection

# Environmental, Social and Governance Report (Continued)

<b>Aspects, General Disclosures and KPIs</b>	<b>Description</b>	<b>Section/Declaration</b>
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility — Quality Control
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility — Consumer Information Protection
<b>Aspect B7: Anti-corruption</b>		
General Disclosure	Information on:  (a) the policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.	Anti-corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
<b>Aspect B8: Community Investment</b>		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus areas.	Community Investment



# Directors and Senior Management

As of the date of this annual report, the Board consists of seven Directors including four executive Directors and three independent non-executive Directors. The following sets forth the profile of the Directors and senior management:

## Executive Directors

**Mr. Wu Zhengping (吳正平) (“Mr. Wu”)**, aged 59, is the chairman of the Board and an executive Director of the Company. Mr. Wu is also the chief executive officer and the director of Broad Greenstate Ecological, Greenstate Business, Greenstate Gardening and Greenstate International. Mr. Wu is also the director of Broad Landscape International since 8 October 2013. Mr. Wu founded the Group with Ms. Xiao Li (“**Ms. Xiao**”) in 2004. He is responsible for the overall strategy, business and investment planning of the Group. Mr. Wu has extensive experience in the landscape architecture service industry, and has been engaged in such business for nearly twenty years.

Mr. Wu received a bachelor’s degree in Nanjing Forestry University\* (南京林業大學) in July 1985. He was qualified as engineer in December 1992. Mr. Wu served as a tutor at Shanghai Gardening School\* (上海市園林學校) (currently known as Shanghai Urban Construction and Engineering School\* (上海市城市建設工程學校)) from August 1985 to December 2000 and served as a tutor at Shanghai Gardening Vocational School\* (上海園林職工學校) from January 2001 to May 2004. When Mr. Wu founded the Group, he served as director and general manager of Greenstate Business since June 2004 and director and general manager of Greenstate Gardening since June 2007. Mr. Wu served as director of Greenstate Business from 12 March 2004 to 8 June 2013. Mr. Wu resigned as the executive director of Greenstate Business on 8 June 2013 and his wife, Ms. Xiao was appointed as the executive director on even date. However, Mr. Wu has remained as the supervisor of Greenstate Business and is responsible for the operation, management and finance of Greenstate Business. Mr. Wu has also been the director of Broad Greenstate Ecological and Greenstate International since 2 August 2011 and 12 November 2013, respectively. Mr. Wu is the spouse of Ms. Xiao, the executive Director of the Company.

**Ms. Xiao Li (肖莉) (“Ms. Xiao”)**, aged 51, is an executive Director and a member of Nomination Committee of the Company. Ms. Xiao is also the deputy chief executive officer of the Company. Ms. Xiao founded the Group with Mr. Wu in 2004. She is also a director of Broad Greenstate Ecological, Greenstate Business and Broad Landscape International since 13 September 2016 and Greenstate International since 9 March 2017. She is responsible for overseeing the financial matters and daily operations of the Group.

Ms. Xiao served as a tutor at Shanghai Gardening School\* (上海市園林學校) (currently known as Shanghai Urban Construction and Engineering School\* (上海市城市建設工程學校)) from September 1991 to December 2000 and served as a tutor at Shanghai Gardening Vocational School\* (上海園林職工學校) from January 2001 to May 2004. Ms. Xiao obtained a Master of Business Administration from the University of Management and Technology, Virginia, USA in September 2004 through long distance learning. Ms. Xiao has nearly twenty years of experience in business management. She has been the general manager of Greenstate Business since June 2004 and the director and assistant general manager of Broad Greenstate Ecological since August 2011. Ms. Xiao was the director of Eastern Greenstate International from October 2013 to September 2016. Ms. Xiao is the spouse of Mr. Wu, the executive Director of the Company.

**Ms. Zhu Wen (朱雯) (“Ms. Zhu”)**, aged 39, joined the Group on 15 June 2004. She has served as the executive Director since 3 January 2014, a member of the Remuneration Committee since 25 June 2014 and the chief financial officer of the Company since 21 September 2020. Ms. Zhu is responsible for overseeing the administration matters of our Group and has extensive administration and management experience in the landscape industry.

## Directors and Senior Management (Continued)

In addition, Ms. Zhu is currently the manager of the administrative department in Greenstate Business. She is also the director of Broad Greenstate Ecological and the deputy general manager of the Company since August 2011, responsible for the financial, administrative and human resources matters of Broad Greenstate Ecological. She was appointed as the director of Eastern Greenstate International on 9 October 2013.

Ms. Zhu graduated with a master degree in Business Administration from East China University of Science and Technology\* (華東理工大學) in Shanghai, China in March 2012.

**Ms. Chen Min (陳敏) (“Ms. Chen”)**, aged 47, is an executive Director of the Company. She has served as the deputy financial controller of the Company since November 2016, responsible for the supervision of major financial matters of the Company, formulation of internal control procedures relating to financial and accounting matters, management and supervision of financial matters and other work relating to accounting management. Ms. Chen graduated from Central South University\* (中南大學) in December 2003, majoring in business administration. Ms. Chen obtained the qualification of senior accountant in April 2008 and became a non-practicing member of the Chinese Institute of Certified Public Accountants\* (中國註冊會計師協會) in December 2009. Ms. Chen has over 20 years of experience in financial management. Ms. Chen has previously served as a deputy chief accountant of Shanghai San Sheng Hong Ye Investment (Group) Company Limited\* (上海三盛宏業投資(集團)有限責任公司) and the financial controller of a project company of Shanghai Vanke Corporation Limited\* (上海萬科股份有限公司). Ms. Chen joined Shanghai Greenland Business (Group) Company Limited\* (上海綠地商業(集團)有限公司) as a finance manager in October 2006 and served as the financial controller of the Changsha real estate business group of Greenland (a substantial shareholder of the Company) from October 2010 to November 2016. In November 2016, Ms. Chen joined the Company as the deputy financial controller of the Company. Ms. Chen has been appointed as the director of Chongqing Sincere Yuanchuang Industrial Co., Ltd\* (重慶協信遠創實業有限公司) since 3 April 2020.

### Independent Non-Executive Directors

**Mr. Dai Guoqiang (戴國強) (“Mr. Dai”)**, aged 70, is an independent non-executive Director and is the chairman of Nomination Committee, a member of both Audit and Remuneration Committees of the Company. Mr. Dai was appointed as the chairman of Audit Committee for the period from 29 December 2017 to 13 March 2018. Mr. Dai has nearly fifteen years of experience in Finance and Economics. Mr. Dai graduated with a bachelor and a master degree in Economics from Shanghai School of Finance and Economics\* (上海財經學院), currently known as Shanghai University of Finance and Economics\* (上海財經大學), in January 1983 and July 1987, respectively. Following which Mr. Dai obtained a PH.D. in Economics from Fudan University\* (復旦大學) in Shanghai, China in July 1994.

From March 1999 to April 2006, he was the Dean of the School of Finance of Shanghai University of Finance and Economics\* (上海財經大學) in Shanghai, China. He was the party secretary\* (黨委書記) of the School of Finance of Shanghai University of Finance and Economics\* (上海財經大學) from April 2006 to July 2007. From July 2007 to April 2011, he served as the Dean and secretary of the Master of Business Administration School of Shanghai University of Finance and Economics\* (上海財經大學). Mr. Dai has served as a finance professor since June 1995, the party branch secretary and vice president\* (黨支部書記兼副院長) of the School of Finance of Shanghai University of Finance and Economics\* (上海財經大學) in Shanghai, China from April 2011 to March 2016 respectively. Mr. Dai was an independent non-executive director from February 2004 to June 2009 and an external supervisor of Bank of Shanghai Co., Ltd\* (上海銀行股份有限公司) from June 2009 to June 2017. He has also been an independent non-executive director of Shanghai Fudan Forward Science and Technology Co., Ltd.\* (上海復旦復華科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600624.SH) from March 2008 to June 2014. From May 2012 to April 2015, Mr. Dai was also an arbitrator on the panel of China International Economic and Trade Arbitration Commission. Mr. Dai was a member (委員) of National Economics

## Directors and Senior Management (Continued)

Universities Teaching Guidance Committee under the Ministry of Education\* (教育部高等學校經濟學類學科教學指導委員會) from 2006 to 2010. He also serves as a member of Master of Finance Teaching Guidance under the Ministry of Education (教育部金融專業碩士教學指導委員會) since March 2011. Since September 2018, Mr. Dai has also been appointed as an executive director of Shanghai Niaozi Literature and Art Creation Company Limited\* (上海裊之文學藝術創作有限公司). Mr. Dai has been an independent director of Bank of Guiyang Co., Ltd.\* (貴陽銀行股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601997.SH), since 11 February 2018 and an independent director of Liqun Commercial Group Co., Ltd\* (利群商業集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601366.SH) since April 2019. Mr. Dai was an independent non-executive director of Bestway Global Holding Inc.\* (榮威國際控股有限公司), a company formerly listed on the Stock Exchange (stock code: 3358) from 18 October 2017 to 19 October 2021.

He was awarded with the 3rd Universities Distinguished Teacher Award\* (第三屆高等學校教學名師獎) from Ministry of Education of the People's Republic of China in 2007, the Shanghai Universities Distinguished Teacher Award\* (上海市高校教學名師獎) in August 2006, and Citigroup Outstanding Teacher Award\* (花旗集團優秀教師獎) in December 2005 and Shanghai Teaching Model Nomination Award\* (上海市教書育人楷模提名獎) in September 2012.

**Dr. Jin Hexian (金荷仙) (“Dr. Jin”)**, aged 58, has been an independent non-executive Director, the chairman of the Remuneration Committee and a member of both Audit and Nomination Committees of the Company. She obtained a bachelor's degree in landscape architecture from Nanjing Forestry University\* (南京林業大學), and a master's degree and doctor's degree in landscape architecture from Beijing Forestry University\* (北京林業大學). Dr. Jin is currently an instructor to the students of the doctoral program of Zhejiang Agricultural and Forestry University\* (浙江農林大學). Dr. Jin is also an independent director of Hui Lyu Ecological Technology Groups Co., Ltd.\* (匯綠生態科技集團股份有限公司), a company incorporated in the People's Republic of China and mainly engaging in landscape construction business. She is an independent director of Zhejiang Humanities Landscape Co., Ltd.\* (浙江人文園林股份有限公司) since 26 June 2017 and an independent director of Guangzhou S.P.I Design Co., Ltd.\* (廣州山水比德設計股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300844.SZ) since 8 October 2019.

Dr. Jin held various positions including deputy secretary-general of Chinese Society of Landscape Architecture\* (中國風景園林學會), president and deputy editor of the Journal of Chinese Landscape Architecture\* (《中國園林》雜誌社), member of the Landscape Architecture Teaching Guidance Subcommittee of the Architecture Teaching Guidance Committee of Higher Education Institutions under the Ministry of Education, People's Republic of China\* (教育部高等學校建築類專業教學指導委員會風景園林專業教學指導分委員會). Dr. Jin has published over 100 articles, edited multiple professional books about landscape architecture and chaired and given speeches at various domestic and international academic conferences including the International Federation of Landscape Architects (IFLA), World Horticultural Conference and Global Botanic Gardens Congress.

**Mr. Yang Yuanguang (楊元廣) (“Mr. Yang”)**, aged 59, is an independent non-executive Director and the chairman of the Audit Committee of the Company since 23 May 2020. Mr. Yang has over 20 years of experience in audit assurance, global tax planning, corporate advisory, family business and merger and acquisition business.

Mr. Yang has operated Burney Y.G. Yang & Co. C.P.A., a CPA firm in Hong Kong with business focus in the markets of Hong Kong, People's Republic of China, Australia and New Zealand since February 2005. Mr. Yang served as the director of Stephen W.B. Chan Co., Ltd. C.P.A. from April 2000 to January 2005. Mr. Yang currently serves as a non-executive director of Kalnorth Gold Mines Limited, a company listed on the Australian Securities Exchange (Stock Code: KGM).

Mr. Yang is a member of the Hong Kong Institute of Certified Public Accounts since 2005, and a chartered accountant of the Institute of Chartered Accountants Australia and New Zealand since 2002.

## Directors and Senior Management (Continued)

### Senior Management

The executive Directors of the Company, namely Mr. Wu Zhengping (吳正平), Ms. Xiao Li (肖莉), Ms. Zhu Wen (朱雯) and Ms. Chen Min (陳敏), concurrently hold senior management positions in the Group. For each of their biographies, please refer to the subsection headed “Executive Directors” in this section of the annual report.

### Company Secretary

**Ms. Lee Mei Yi (李美儀) (“Ms. Lee”)**, an Executive Director of Corporate Services of Tricor Services Limited. She has over 25 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Lee is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

# Report of the Directors

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the Reporting Period.

## Corporate Information and Global Offering

The Company was incorporated in the Cayman Islands on 22 October 2013 as an exempted company with limited liability, and the Shares of the Company were listed on the Main Board of the Stock Exchange on 21 July 2014.

## Principal Activities

The Company focuses on municipal and city level landscape projects and offers our customers “one-stop” service solutions, including investment and financing, planning and design, project construction and commercial operation. The Group generally serves as the master contractor responsible for the overall management of landscape projects. We mainly offer our customers landscape design, construction and maintenance service.

## Results and Final Dividends

The consolidated results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on pages 88 to 89 of this annual report. The Board does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

## Financial Summary

A summary of the Group’s results, assets and liabilities for the last five financial years is set out on page 5 of this annual report. That summary does not form part of the audited consolidated financial statements.

## Business Review

A fair review of the business of the Company and a discussion and analysis of the Group’s performance during the Reporting Period and the material factors underlying its results and financial position are provided in the Management Discussion and Analysis section on pages 10 to 12 of this annual report. Description of the principal risks and uncertainties facing the Company can be found throughout this annual report, particularly in the Major Risk and Uncertainties section on pages 78. Particulars of important events affecting the Company that have occurred since the end of the financial year 2022, if any, can also be found in the abovementioned sections and the Notes to the Financial Statements. The outlook of the Company’s business is discussed throughout this annual report including in the Chairman’s Statement on pages 6 to 9 of this annual report. An account of the Company’s relationships with its key stakeholders is included in the Relationship with Employees, Suppliers and Customers section on page 79 of this annual report. Details of the Company’s environmental policies and performance can be found in the Environmental, Social and Governance Report on pages 31 to 62 of this annual report.

# Report of the Directors (Continued)

## Share Capital

Details of movements in the share capital of the Company during the Reporting Period are set out in note 30 to the financial statements on page 153 of this annual report.

## Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange throughout the Reporting Period.

## Pre-Emptive Rights

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

## Property and Equipment

Details of movements in the property and equipment of the Group during the Reporting Period are set out in note 12 to the financial statements on pages 131 and 132 of this annual report.

## Material Acquisitions, Disposals and Significant Investments

During the Reporting Period, the Group had not made any material acquisitions and disposal of subsidiaries and associated companies. As at 31 December 2022, the Group did not hold any significant investments.

## Reserves

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in the consolidated statement of changes in equity on page 92 of this annual report. As at 31 December 2022, the Company's reserves available for distribution to Shareholders amounted to approximately RMB330 million (2021: RMB755 million).

## Contingent Liabilities

Details of contingent liabilities of the Company and the Group as at 31 December 2022 are set out in the note 35 to the financial statements on page 159 of this annual report.

## Gearing ratio

As at 31 December 2022, the Group's gearing ratio was 74% (2021: 61%), details of which are set out to note 41 to the financial statements on page 175 of this annual report.

## Report of the Directors (Continued)

### Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2022 are set out in the note 28 to the financial statements on pages 149 and 150 of this annual report.

### Major Customers and Suppliers

During the Reporting Period, the percentage of turnover attributable to the Group's five largest customers from the sales of projects was approximately 90%, and the percentage of turnover attributable to its largest customer from the sales of projects was approximately 45%.

Purchases from the Group's five largest suppliers accounted for 64% of the total purchase for the Reporting Period and purchase from the Group's largest supplier included therein amounted to 41% of the total purchases for the year.

At all times during the Reporting Period, none of the Directors, their close associates or any Shareholder (who, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any direct interest in any of the Group's five largest customers and suppliers.

### Directors

The Directors who hold office during the Reporting Period and up to the date of this annual report are:

#### Executive Directors

Mr. Wu Zhengping (吳正平)

Ms. Xiao Li (肖莉)

Ms. Zhu Wen (朱雯)

Ms. Chen Min (陳敏)

#### Independent Non-executive Directors

Mr. Dai Guoqiang (戴國強)

Dr. Jin Hexian (金荷仙)

Mr. Yang Yuanguang (楊元廣)

The biographical details of the Directors and senior management are set out under the section "Directors and Senior Management" of this annual report.

Each of the executive Directors has entered into a service contract with the Company. Mr. Wu Zhengping, Ms. Xiao Li and Ms. Zhu Wen are for a period of three years from July 20, 2020 to July 20, 2023. Ms. Chen Min's term of office is from April 12, 2020 to April 13, 2023. At the same time, she has renewed her service contract with Ms. Chen Min on the same terms until April 12, 2026. The above-mentioned service contracts of the executive Directors shall be terminated by not less than six months' notice in writing served by either party to the other.

## Report of the Directors (Continued)

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing from 21 July 2017 to 20 July 2020, the letter of appointment of Mr. Dai Guoqiang and Dr. Jin Hexian was renewed with the same terms and extended to 20 July 2023, except for Mr. Yang Yuanguang, whose term is from 23 May 2020 to 22 May 2023. The above-mentioned letters of appointment of the independent non-executive Directors shall be terminated by not less than three months' written notice served by either part to the other.

In accordance with the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. All the directors appointed by Directors during the Reporting Period shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the annual general meeting. None of the Directors proposed for re-election at the annual general meeting has entered into any service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### Confirmation of Independence from Independent Non-Executive Directors

The Company has received annual confirmation of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent in accordance with the Listing Rules.

### Directors' Interests in Transactions, Arrangements or Contracts

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of Reporting Period or at any time during the Reporting Period.

### Permitted Indemnity

Pursuant to the Articles of Association, subject to the Companies Law, every Director shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he/she may sustain or incur in the execution of his/her office or otherwise in relation thereto. The Company has arranged insurance against the liability and costs associated with defending any proceedings which may be brought against directors of the Group.

### Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

### Non-Competition Undertakings

Each of the Controlling Shareholders has confirmed to the Company that he/she/it has complied with the non-competition undertakings that he/she/it provided to the Company on 25 June 2014 pursuant to the Non-competition Deed. Details of the Non-competition Deed are set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.



## Report of the Directors (Continued)

The independent non-executive Directors have reviewed the status of compliance and confirmed that all of these non-competition undertakings have been complied with by them.

### Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the emoluments of the Directors and the five highest paid individuals for the Reporting Period are set out in notes 8 and 9 to the financial statements on pages 127 to 128 of this annual report.

During the Reporting Period, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments during the Reporting Period.

### Directors' and Chief Executives' Interests and Short Position in Shares, Underlying Shares and Debentures

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of Director/Chief Executive	Nature and Number of Shares/underlying Shares held <sup>(1)</sup>				Approximate Percentage of Issued Share Capital
	Personal interest	Corporate interest	Spouse interest	Total interest	
Mr. Wu Zhengping <sup>(2)(3)</sup>	—	991,321,041	—	991,321,041	29.65%
Ms. Xiao Li <sup>(2)(3)</sup>	—	—	991,321,041	991,321,041	29.65%

Notes:

(1) All the above Shares are held in long position (as defined under Part XV of the SFO).

(2) Broad Landscape International is owned as to 86.92% and 13.08% by Mr. Wu Zhengping and Ms. Xiao Li and under the SFO, Mr. Wu Zhengping is deemed to be interested in the 991,321,041 Shares by Broad Landscape International.

(3) Mr. Wu Zhengping is the spouse of Ms. Xiao Li. Under the SFO, Ms. Xiao Li is deemed to be interested in the same number of Shares in which Mr. Wu Zhengping is interested.

Save as disclosed above, as at 31 December 2022, so far as is known to any Director or chief executive of the Company, none of the Directors or the chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## Report of the Directors (Continued)

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2022, so far as the Directors are aware, the following persons (not being a Director or chief executive of the Company) had or deemed or taken to have interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register required referred to therein, were as follows:

Name of Shareholder	Nature of Interest	Number of Shares/ underlying Shares held <sup>(1)</sup>	Approximate Percentage of Issued Shares
Broad Landscape International <sup>(2)</sup>	Beneficial owner	991,321,041	29.65%
Eastern Greenstate International <sup>(2)</sup>	Beneficial owner	306,313,662	9.16%
Greenland <sup>(3)</sup>	Interest in a controlled corporation	991,321,041	29.65%
Greenland Financial Holdings Company Limited (綠地金融投資控股集團有限公司) <sup>(3)</sup>	Interest in a controlled corporation	991,321,041	29.65%
Greenland Financial	Beneficial owner	991,321,041	29.65%
Wholeking Holdings Limited (“ <b>Wholeking</b> ”) <sup>(4)</sup>	Beneficial owner	235,392,000	7.04%
Hope Empire Limited (“ <b>Hope Empire</b> ”) <sup>(4)</sup>	Interest in a controlled corporation	235,392,000	7.04%
Silverland Assets Limited (“ <b>Silverland</b> ”) <sup>(4)</sup>	Interest in a controlled corporation	235,392,000	7.04%
HSBC International Trustee Limited <sup>(4)</sup>	Trustee	235,392,000	7.04%
Cai Kui <sup>(5)</sup>	Founder of a discretionary trust	235,392,000	7.04%

Notes:

- (1) All the above Shares are held in long position (as defined under Part XV of the SFO).
- (2) Broad Landscape International is owned as to 86.92% and 13.08% by Mr. Wu Zhengping and Ms. Xiao Li and its interest duplicate certain interests of Mr. Wu Zhengping disclosed under the section “Directors’ and Chief Executive’s Interest and Short Positions in Shares, Underlying Shares and Debentures”.
- (3) Greenland wholly owns Greenland Financial Holdings Company Limited which in turn wholly owns Greenland Financial so that Greenland and Greenland Financial Holdings Company Limited are deemed to be interested in the Shares in which Greenland Financial is interested for the purpose of Part XV of the SFO.
- (4) Wholeking is wholly-owned by Hope Empire, which in turn wholly-owned by Silverland. Silverland is wholly-owned by HSBC International Trustee Limited (“**HSBC Trustee**”). By virtue of the SFO, HSBC Trustee, Silverland and Hope Empire are deemed to be interested in the 235,392,000 Shares held by Wholeking.
- (5) Mr. Cai Kui has acquired 235,392,000 Shares, representing 7.04% of the Shares of the Company.

Save as disclosed above, as at 31 December 2022, the Directors have not been notified by any person (not being the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

## Share Option Scheme

The Company conditionally adopted the Share Option Scheme on 25 June 2014, which became effective from the Listing Date. From 1 January 2023, the Company will rely on the transitional arrangements provided for the existing Share Schemes and will comply with the amended Chapter 17 of the listing rule accordingly (effective from 1 January 2023).

### Purpose

The purposes of the Share Option Scheme are to attract and retain the best available personnel, to provide additional incentive to employees, Directors, consultants and advisers of the Group and to promote the success of the business of the Group.

### Participants of the Share Option Scheme

The Board may offer any employee (whether full-time or part-time), Director, consultant or adviser of the Group (the “**Eligible Person**”) options to subscribe for Shares at a price determined in accordance with the terms of the Share Option Scheme.

### Maximum number of Shares

The total number of Shares which may be granted under the Share Option Scheme and under any other schemes of the Company shall not in aggregate exceed 10% of the issued share capital of the Company as at the Listing Date, being 306,720,000 Shares (the “**Scheme Mandate Limit**”) unless Shareholders’ approval has been obtained. Options lapsed in accordance with the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

Notwithstanding the foregoing, the Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

As at the date of this annual report, a total of 39,482,142 share options, representing 1.18% of the issued share capital of the Company, is available for issue under the Share Option Scheme.

### Maximum entitlement of each participant

Unless approved by the Shareholders in a general meeting in the manner set out in the Share Option Scheme, the total number of Shares issued and to be issued upon the exercise of options granted to each Eligible Person (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the relevant class of securities of the Company in issue.

In addition, any options granted to an Eligible Person who is a Director, chief executive or substantial shareholder of the Company or any of their respective associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is proposed to be the grantee). Any options granted to an Eligible Person who is a substantial shareholder, or independent non-executive Director, or their respective associates, which will result in the total number of Shares issued and to be issued upon exercise of all the options granted and to be granted (including options whether exercised, cancelled or still outstanding) to such person in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the issued share capital of the Company; and having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved, in addition to the approval of the independent non-executive Directors, by the Shareholders in general meeting.

## Report of the Directors (Continued)

### Offer period

An offer of grant of an option shall remain open for acceptance by the Eligible person concerned for such period of not less than three business days as determined by the Board, provided that no such offer shall be open for acceptance after the expiry of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions thereof. An option may be exercised in whole or in part by the option holder in accordance with the terms of the Share Option Scheme at any time during the exercise period to be notified by the Board to each option holder upon the grant of options, such period shall not exceed ten years from the date of grant of the relevant option.

### Minimum period for which an option must be held before it can be exercised

The Company may specify a minimum holding period and performance conditions which must be satisfied before options can be exercised by the option holders.

### Amount payable for options

Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company as consideration for the grant, which is in no circumstances be refundable.

### Basis of determining the exercise price

The amount payable for each Share to be subscribed for under an option pursuant to the Share Option Scheme in the event of the option being exercised shall be determined by the Board and shall be not less than the greater of:

- (i) the closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option;
- (ii) the average closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and
- (iii) the nominal value of the Shares.

## Report of the Directors (Continued)

### Life of the Share Option Scheme

The Share Option Scheme will remain in force for a period to be notified by the Board, such period shall not exceed the period of ten (10) years commencing from 25 June 2014. Unless otherwise terminated earlier by the Company by resolution in general meeting or the Board, as at 31 December 2022, the Share Option Scheme has a remaining life of approximately one (1) year.

Since the effective date of the Share Option Scheme and up to the end of the Reporting Period, the Company has granted a total of 223,017,856 share options to eligible grantees, including the Company's directors and other employees of the Group, on 1 September 2015 and 12 June 2018, while a total of 212,196,856 shares were lapsed and no share option had been exercised under the Share Option Scheme. Details of the movement in the share options under the Share Option Scheme during the Reporting Period and outstanding as at 31 December 2022 were as follows:

Grantees	Date of grant	Options granted	Number of Options					Held at 31 December 2022	Exercise price per Share (HK\$)	Vesting and Exercise period
			Held at 1 January 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled/Forfeited <sup>(1)</sup> during the Reporting Period	Lapsed <sup>(2)</sup> during the Reporting Period			
Wu Zhengping	1 Sept 2015	30,000,000	—	—	—	—	—	1.24	1 Sept 2017–31 Aug 2018	
			—	—	—	—	—		1 Sept 2018–31 Aug 2019	
			—	—	—	—	—		1 Sept 2019–31 Aug 2020	
			—	—	—	—	—		1 Sept 2020–31 Aug 2021	
Xiao Li	1 Sept 2015	22,500,000	—	—	—	—	—	1.24	1 Sept 2017–31 Aug 2018	
			—	—	—	—	—		1 Sept 2018–31 Aug 2019	
			—	—	—	—	—		1 Sept 2019–31 Aug 2020	
			—	—	—	—	—		1 Sept 2020–31 Aug 2021	
Zhu Wen	1 Sept 2015	5,000,000	—	—	—	—	—	1.24	1 Sept 2017–31 Aug 2018	
			—	—	—	—	—		1 Sept 2018–31 Aug 2019	
			—	—	—	—	—		1 Sept 2019–31 Aug 2020	
			—	—	—	—	—		1 Sept 2020–31 Aug 2021	
Other employees (in aggregate)	1 Sept 2015	55,250,000	—	—	—	—	—	1.24	1 Sept 2017–31 Aug 2018	
			—	—	—	—	—		1 Sept 2018–31 Aug 2019	
			—	—	—	—	—		1 Sept 2019–31 Aug 2020	
			—	—	—	—	—		1 Sept 2020–31 Aug 2021	
	12 Jun 2018	110,267,856	—	—	—	—	—	1.04	12 Jun 2020–11 Jun 2021	
			—	—	—	—	—		12 Jun 2021–11 Jun 2022	
			12,294,643	—	—	—	12,294,363	—	12 Jun 2022–11 Jun 2023	
			12,294,643	—	—	1,473,643	—	10,821,000	12 Jun 2023–11 Jun 2024	

Notes:

(1) 1,473,643 share options were cancelled/forfeited during the Reporting Period.

(2) 12,294,643 share options were lapsed during the Reporting Period.

# Report of the Directors (Continued)

## Directors' Rights to Acquire Shares or Debentures

No rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them, nor was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate throughout the Reporting Period.

## Directors' Interests in Competing Business

During the Reporting Period, none of the Directors had any interest in any businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

## Directors' and Controlling Shareholders' Interests in Contracts of Significance

Save for the connected transactions of the Group disclosed in this annual report, no contract of significance to which the Company or any of its subsidiaries was a party and in which a Director or a controlling shareholder or any of its subsidiaries had a material interest or contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries subsisted, either directly or indirectly, at the end of the Reporting Period or at any time during the Reporting Period.

## Connected Transactions

### The 2015 Note Instrument

On 20 August 2015, the Company entered into the Note Purchase Agreement with Greenland Leasing pursuant to which the Company conditionally agreed to issue and sell, and Greenland Leasing conditionally agreed to purchase a redeemable fixed coupon promissory note due 2016 with a principal amount of US\$40,000,000 (equivalent to approximately RMB258.4 million based on the conversion rate of US\$1 to RMB6.46) at the rate of 9.00% per annum. On 11 September 2015, the Company entered into the Deed of Novation with Greenland Leasing and Greenland Financial pursuant to which Greenland Leasing shall novate all its rights, obligations and liabilities under the Note Purchase Agreement to Greenland Financial.

As security of the 2015 Notes, the Company, as legal and beneficial owner, has agreed to charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Company Charged Shares and all derived interests to be made by the Company in favor of Greenland Financial and Greenstate Times, as legal and beneficial owner, has agreed to charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Greenstate Times Charged Shares and all derived interests to be made by Greenstate Times in favor of Greenland Financial. The Notes shall mature one year from the closing date of the issue of the Notes. Closing of the issue of the Notes took place on 15 October 2015.

Pursuant to the terms and conditions of the 2015 Notes, Greenland Financial has served an extension notice and the Company has acknowledged and agreed to such extension notice, whereby the maturity date of the notes shall be extended by one calendar year from 15 October 2016 to 15 October 2017.

## Report of the Directors (Continued)

### The 2017 Note Instrument

On 15 November 2017, the Company and Greenland Financial entered into the 2017 Deed of Consent pursuant to which the parties conditionally agreed, among other things, that (i) Greenland Financial shall execute the 2017 Note Instrument and release and discharge the Company from all of its present and future covenants, liabilities and obligations owing and/or payable to Greenland Financial under the 2015 Note Instrument and any further obligations that the Company may have under the 2015 Note Instrument, and (ii) Greenland Financial shall release the 2015 Company Share Charge and the 2015 Greenstate Times Share Charge by way of deeds of release and enter into the 2017 Share Charges as security of the Notes. Closing of the Reissue of the Notes took place on 15 January 2018.

Pursuant to the terms and conditions of the Notes, Greenland Financial has served an extension notice and the Company has acknowledged and agreed to such extension notice, whereby the maturity date of the notes shall be extended by one calendar year from 15 January 2019 to 15 January 2020.

### The 2019 Note Instrument

On 4 December 2019, the Company and Greenland Financial entered into the 2019 Deed of Consent pursuant to which the parties conditionally agreed, among other things, that (i) Greenland Financial shall execute the 2019 Note Instrument and release and discharge the Company from all of its present and future covenants, liabilities and obligations owing and/or payable to Greenland Financial under the 2017 Note Instrument and any further obligations that the Company may have under the 2017 Note Instrument, and (ii) Greenland Financial shall release the 2017 Share Charges by way of deeds of release and enter into the 2019 Share Charges as security of the 2019 Notes.

Pursuant to the terms and conditions of the 2019 Notes, the maturity date of the 2019 Notes is 14 July 2020 (unless previously redeemed, or purchased and cancelled or extended) and the term of 2019 Notes may be extended for an additional six months with the same interest coupon, terms and conditions as described under the 2019 Note Instrument.

For further details, please refer to the announcements of the Company dated 15 November 2017, 15 January 2019 and 4 December 2019 and the circulars of the Company dated 28 December 2017 and 6 January 2020.

### Exempt Continuing Connected Transactions

On 7 January 2014, Mr. Wu Jie (吳傑) (a relative of Mr. Wu and a connected person of the Company by virtue of Rule 14A.07(4) of the Listing Rules) and Greenstate Gardening entered into a licence agreement pursuant to which Greenstate Gardening will be able to use an office premises of a gross floor area of 100 sq.m. located at Group 17, Zhangqiao Village, Jinshanwei Town, Jinshan District, Shanghai, People's Republic of China as its registered address in Shanghai. The licence fee payable to Mr. Wu Jie is nil.

As each of the applicable percentage ratios (other than the profit ratio) under Chapter 14A of the Listing Rules for the transaction contemplated under the licence agreement, on annual basis, is less than 0.1%, such continuing connected transaction is a de minimis transaction which is exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

# Report of the Directors (Continued)

## Related Party Transactions

During the Year ended 31 December 2022, certain Directors and their close family members, and companies controlled by certain Directors and/or their close family members entered into related party transactions with the Group which are disclosed in note 38 to the financial statements on pages 160 to 164 of this annual report. These transactions were not regarded as connected transactions or were exempt from reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules. The Company accordingly complied with the requirements in Chapter 14A of the Listing Rules in respect of the connected transactions and continuing connected transaction as set out in the Annual Report.

## Corporate Governance

The Company believes that maintaining high standards of corporate governance is the foundation for effective management and successful business growth. The Company is committed to developing and maintaining robust corporate governance practices to safeguard the interests of its shareholders and to enhance corporate value, accountability and transparency of the Company.

Information on the principal corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 13 to 30 of this annual report.

## Major Risk and Uncertainties

### Business impacted by the political and economic situation in the People's Republic of China

If there is a further slowdown in the economic growth of the People's Republic of China, or if the People's Republic of China economy experiences a recession, demand for our landscape architecture service may also decrease and our business, financial condition, results of operations and operations may be materially and adversely affected.

### Work progress of landscape projects could be affected by adverse weather conditions

Since our projects are mainly located outdoors, any adverse weather condition such as rainstorms, tropical cyclones and continuous rain may interrupt or otherwise affect the progress of our projects.

### We are subject to the risks associated with the tendering process

The projects undertaken by us are mainly awarded to us on a case-by-case basis. We have to complete a competitive tendering process to secure new projects. In the event we are unable to maintain business relationship with our existing customers, or we cannot continue to secure new projects from customers, our financial condition and results of operations may be materially and adversely affected.



## Report of the Directors (Continued)

### We do not have long-term commitments with our customers

Our relationships with major customers are contract-based with reference to particular project(s) and our major customers do not have long-term commitments with us. In addition, our relationships with our customers are non-exclusive and largely dependent on goodwill. We cannot assure you that we will be able to maintain or improve business relationships with our customers and any of them may terminate their respective business relationships with us at any time. Any material delay in securing projects from our customers, termination or reduction of the number or contract value of projects obtained from customers could cause our revenue to decrease significantly.

### We need to maintain qualifications and licences for the operation of our business

We are required to maintain requisite operating qualifications and licences to conduct our business. If we fail to comply with any of these regulations, our qualifications and licences could be temporarily suspended or even revoked, or the renewal of our qualifications and licences upon expiry may be delayed or rejected. As a result, our business, financial condition and results of operations could be materially and adversely affected.

### Environmental policy and performance

With respect to the environmental protection in the process of engineering and construction contracting, according to such laws and regulations as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Energy Conservation Law of the People's Republic of China (《中華人民共和國節約能源法》), the Environmental Impact Evaluation Law of the People's Republic of China (《中華人民共和國環境影響評價法》), the Law of the People's Republic of China on the Prevention of the Environmental Pollution of Solid Waste (《中華人民共和國固體廢物污染環境防治法》), the Regulations on the Environmental Protection of Construction Projects (《建設項目環境保護管理條例》) and the Regulations on the Administration of the Completion Check for Acceptance of the Environmental Protection Facilities of Construction Projects (《建設項目環境保護設施竣工驗收管理規定》), the construction of any project that causes pollution to the environment must comply with the People's Republic of China government's regulations on environment protection relating to the construction projects. The People's Republic of China government has implemented a mechanism for the evaluation of environmental impact of construction projects. A construction enterprise shall adopt measures to control environmental pollutions and damages caused by dust, waste gas, sewages, solid waste, noises and vibrations at the construction site in accordance with the environmental protection and work safety laws and regulations.

### Relationship with Employees, Suppliers and Customers

The Group believes that the employees of the Group are valuable assets. Competition for excellent employees is fierce in the landscape architecture service industry in China, and the Group offered competitive remuneration to attract and retain the talented employees. Regular review on remuneration of employees is made in order to retain outstanding employees and attract human resources that are valuable to the Group.

Our relationships with major customers are contract-based. The Group cherished the mutually beneficial relationships with our customers. We will provide the best services to our clients to establish and consolidate the Group's reputation in the industry. Also, we believe that maintaining harmonious relationship with the suppliers is essential to the Group's success. The Group will keep strengthening the partnership with clients and suppliers, aiming to realize a triple-win result.

# Report of the Directors (Continued)

## Compliance with Laws and Regulations

During the Reporting Period, the Group has implemented policies and procedures which related to our industry designed to ensure compliance with the most relevant laws and regulations, but there can be no assurance that the Group's employees or agents will not violate such laws and regulations or the Group's policies and procedures.

During the Reporting Period and up to the date of this annual report, we have complied with all the relevant laws and regulations of the People's Republic of China and Hong Kong in all material respects.

## Employee and Remuneration Policy

As at 31 December 2022, the Group had 102 full time employees in the People's Republic of China. During the Reporting Period, the staff cost of the Group was approximately RMB8.0 million.

The employees' remuneration policy is determined by reference to factors such as remuneration information in respect of the local market, the overall remuneration standard in the industry, inflation level, corporate operating efficiency and each employee's qualifications, position, seniority and performance.

The remuneration package of the employees includes basic wages, allowance, bonuses and other employee benefits. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of determining salary raises, bonuses and promotion.

The Remuneration Committee was set up to establish a formal and transparent procedure for developing policies on remuneration of the Directors and senior management, determine the terms of the specific remuneration package of each executive Director and senior management, and review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time.

The remuneration of Directors and chief executives has been disclosed in note 8 to the financial statements on pages 126 to 127 in this annual report.

## Sufficiency of Public Float

Rule 8.08 of the Listing Rules requires there to be an open market in the securities for which listing is sought and a sufficient public float of an issuer's listed securities to be maintained. This normally means that at least 25% of the issuer's total issued share capital must at all times be held by the public.

Based on the information that is publicly available to the Company and to the knowledge of the Directors as of the latest practicable date prior to the issue of this annual report, the Directors confirm that the Company has maintained a sufficient public float as required under the Listing Rules since the Listing Date.

# Report of the Directors (Continued)

## Events After the Reporting Period

Subsequent to 31 December 2022, the Group has extended other borrowings of RMB173,094,000 and corporates bonds (Note 25) to be repaid after 31 December 2023.

Subsequent to 31 December 2022, Ms. Xiao Li and Ms. Zhu Wen have tendered their resignation as executive directors of the Company with effect on 29 April 2023.

## Future Development

For the likely future development in the Company's business, please refer to page 10 of the Management Discussion and Analysis section of this annual report.

## Record Date

For the purpose of determining the Shareholders' eligibility to attend and vote at the 2023 annual general meeting, the record date will be on Monday, 26 June 2023. In order to be eligible to attend and vote at the meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 26 June 2023.

## Audit Committee

The Audit Committee has reviewed together with the management and the external auditors of the Company the accounting principles and policies adopted by the Group and the audited annual results for the Reporting Period.

## Auditors

The consolidated financial statements for the Reporting Period have been audited by Messrs. Ernst & Young, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Messrs. Ernst & Young as the Company's auditor will be proposed at the forthcoming annual general meeting of the Company. There has been no change of auditor for the past three years.

On behalf of the Board

**China Greenland Broad Greenstate Group Company Limited**

**Mr. Wu Zhengping**

*Chairman*

Shanghai, the People's Republic of China

28 April 2023

# Independent Auditor's Report



**Ernst & Young**  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

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香港鰂魚涌英皇道979號  
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## To the shareholders of China Greenland Broad Greenstate Group Company Limited

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

## Opinion

We have audited the consolidated financial statements of China Greenland Broad Greenstate Group Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 88 to 177 which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the 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 judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

# Independent Auditor's Report (Continued)

## To the shareholders of China Greenland Broad Greenstate Group Company Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

### Key audit matters (Continued)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
<p><i>Recognition of revenue from construction contracts with customers</i></p> <p>During the year ended 31 December 2022, revenue arising from construction contracts in landscape projects, which represented 93.91% of the Group's total revenue, was recognised in the construction period by reference to the progress towards completion of contract activities at the end of the reporting period, provided that the inputs of the contracts can be measured reliably according to the application of HKFRS 15. The input method involves the use of significant management judgements and estimates including estimates of the progress towards completion, variable contract revenue and contract risks. In addition, revenue, cost and gross profit realised on such contracts may vary significantly from the Company's original estimates due to changes in conditions.</p> <p>Disclosures about revenue from construction contracts with customers are included in notes 2.4, 3 and 5 to the financial statements.</p>	<p>To address this key audit matter, we performed the following procedures:</p> <ul style="list-style-type: none"><li>— Performed tests of controls over the revenue from construction contracts;</li><li>— Examined the construction contracts entered into with customers in the current year and reviewed the project targets and key contract clauses;</li><li>— Reviewed the forecasted total budget cost for each project by taking into account the achievement of previous forecasts and comparing ongoing actual costs with the budgeted costs;</li><li>— Assessed management's determination of constraints over variable contract revenue;</li><li>— Discussed the status of projects under construction with management, financial officers, and engineers of the Group;</li><li>— Checked, on a sample basis, to suppliers' invoices to assess the completion status of each project and interviewed key customers; and</li><li>— Inspected significant projects under construction.</li></ul>

# Independent Auditor's Report (Continued)

## To the shareholders of China Greenland Broad Greenstate Group Company Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

### Key audit matters (Continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment of trade receivables and contract assets</i></p> <p>At 31 December 2022, the Group had gross trade receivables and contract assets of RMB620.4 million and RMB1,360.0 million, respectively. After netting off the impairment provisions of RMB317.4 million and RMB246.2 million, net trade receivables and contract assets represented 48.20% of the total assets of the Group.</p> <p>Significant judgement and estimation by management are involved in the assessment of impairment, based on the expected credit losses to be incurred, by taking into account the ageing of trade receivable balances and contract asset balances, the credit quality and credit loss history of debtors, and different features of specific customers. Both current and future general economic conditions are also taken into consideration by management in the estimation. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade receivables and contract assets and the loss allowance for trade receivables and contract assets in the year in which such estimate has been changed.</p> <p>The accounting judgements and estimates and disclosures for the recognition of impairment for trade receivables and contract assets are included in notes 3, 21 and 22 to the financial statements.</p>	<p>Our procedures included, among others:</p> <ul style="list-style-type: none"><li>– Reviewed the ageing analysis of trade receivables and contract assets on a sample basis;</li><li>– Examined the information used by management to estimate the loss allowance for trade receivables, including testing of the historical default data, evaluated adjustments made to the historical loss rates based on current economic conditions and forward-looking information by checking to the published macroeconomics factors, and examined the actual credit losses recorded during the current financial year;</li><li>– For recognition of specific impairment provision for receivables and contract assets, analysed the reasons for management's judgement and evaluated the rationality of the impairment provisions;</li><li>– Tested, on a sample basis, the collection of receivables after the year end from the customers and reviewed any correspondence with customers on the expected settlement dates.</li></ul>

# Independent Auditor's Report (Continued)

## **To the shareholders of China Greenland Broad Greenstate Group Company Limited**

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

## **Other information included in the Annual Report**

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

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

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

## **Responsibilities of the directors for the consolidated financial statements**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

## **Auditor's responsibilities for the audit of the consolidated financial statements**

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

# Independent Auditor's Report (Continued)

## To the shareholders of China Greenland Broad Greenstate Group Company Limited

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

## Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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



# Independent Auditor's Report (Continued)

## **To the shareholders of China Greenland Broad Greenstate Group Company Limited**

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

## **Auditor's responsibilities for the audit of the consolidated financial statements (Continued)**

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Cheung Ng.

### **Ernst & Young**

*Certified Public Accountants*

Hong Kong

28 April 2023

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
<b>REVENUE</b>	5	<b>109,275</b>	267,498
Cost of sales	6	<b>(83,879)</b>	(187,239)
Gross profit		<b>25,396</b>	80,259
Other income and gains	5	<b>22,569</b>	30,250
Other expense		<b>(1,397)</b>	—
Administrative expenses		<b>(29,282)</b>	(51,122)
Impairment losses on financial and contract assets		<b>(410,383)</b>	(4,237)
Finance costs	7	<b>(56,385)</b>	(52,320)
Share of profits and losses of: Joint ventures	17	<b>(33,294)</b>	8,886
<b>(LOSS)/PROFIT BEFORE TAX</b>	6	<b>(482,776)</b>	11,716
Income tax expense	10	<b>60,429</b>	(7,462)
<b>(LOSS)/PROFIT FOR THE YEAR</b>		<b>(422,347)</b>	4,254
Attributable to:			
Owners of the parent		<b>(422,794)</b>	4,542
Non-controlling interests		<b>447</b>	(288)
		<b>(422,347)</b>	4,254
<b>OTHER COMPREHENSIVE INCOME</b>			
Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		<b>(30,370)</b>	15,809
Net other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods		<b>(30,370)</b>	15,809
<b>OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX</b>		<b>(30,370)</b>	15,809
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>		<b>(452,717)</b>	20,063

# Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

Year ended 31 December 2022

	<i>Note</i>	<b>31 December 2022 RMB'000</b>	31 December 2021 RMB'000
Total comprehensive (loss)/income			
Attributable to:			
Owners of the parent		<b>(453,164)</b>	20,351
Non-controlling interests		<b>447</b>	(288)
		<b>(452,717)</b>	20,063
<b>(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT:</b>			
Basic			
For (loss)/profit for the year	11	<b>RMB (12.65) cents</b>	RMB 0.14 cents
Diluted			
For (loss)/profit for the year	11	<b>RMB (12.65) cents</b>	RMB 0.14 cents

# Consolidated Statement of Financial Position

31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
<b>NON-CURRENT ASSETS</b>			
Property and equipment	12	120,087	125,247
Investment properties	13	21,252	24,024
Goodwill	15	3,060	3,060
Other intangible assets	16	17,122	18,613
Investments in joint ventures	17	781,230	814,281
Equity investment at fair value through profit or loss	18	77,844	80,324
Financial assets at fair value through profit or loss	19	21,872	20,098
Contract assets	22	271,002	244,563
Prepayments, other receivables and other assets	23	39,398	44,194
Other non-current asset		19,449	19,449
Deferred tax assets	29	83,791	23,709
Total non-current assets		1,456,107	1,417,562
<b>CURRENT ASSETS</b>			
Biological assets	20	30,412	31,972
Trade receivables	21	302,964	467,884
Contract assets	22	842,865	1,069,556
Prepayments, other receivables and other assets	23	267,932	291,536
Pledged deposits	24	36,069	2,366
Cash and cash equivalents	24	2,844	77,465
Total current assets		1,483,086	1,940,779
<b>CURRENT LIABILITIES</b>			
Corporate bonds	25	207,286	191,413
Trade and bills payables	26	702,827	736,593
Other payables and accruals	27	653,029	605,987
Interest-bearing bank and other borrowings	28	234,414	292,460
Lease liabilities	14(b)	4,342	1,439
Tax payable		168,060	167,487
Total current liabilities		1,969,958	1,995,379
<b>NET CURRENT LIABILITIES</b>		<b>(486,872)</b>	<b>(54,600)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>969,235</b>	<b>1,362,962</b>

# Consolidated Statement of Financial Position (Continued)

31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing bank and other borrowings	28	346,802	285,286
Lease liabilities	14(b)	20,911	22,437
Deferred tax liabilities	29	10,169	11,169
Total non-current liabilities		377,882	318,892
<b>Net assets</b>		<b>591,353</b>	1,044,070
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	30	66,396	66,396
Other reserves	31	496,722	949,886
		563,118	1,016,282
Non-controlling interests	33	28,235	27,788
<b>Total equity</b>		<b>591,353</b>	1,044,070

**Wu Zhengping**  
Director

**Xiao Li**  
Director

# Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to owners of the parent							Non-controlling interests	Total equity
	Share capital	Share premium account*	Statutory and other reserve*	Exchange fluctuation reserve*	Retained profits*	Total			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At 1 January 2022	66,396	151,609	27,285	15,528	755,464	1,016,282	27,788	1,044,070	
Loss for the year	—	—	—	—	(422,794)	(422,794)	447	(422,347)	
Other comprehensive loss for the year:									
Exchange differences related to foreign operations	—	—	—	(30,370)	—	(30,370)	—	(30,370)	
Total comprehensive loss for the year	—	—	—	(30,370)	(422,794)	(453,164)	447	(452,717)	
Transfer from retained profits	—	—	2,414	—	(2,414)	—	—	—	
At 31 December 2022	66,396	151,609	29,699	(14,842)	330,256	563,118	28,235	591,353	

\* These reserve accounts comprise the consolidated other reserves of RMB496,722,000 (2021: RMB949,886,000) in the consolidated statement of financial position.

	Attributable to owners of the parent							Non-controlling interests	Total equity
	Share capital	Share premium account	Statutory and other reserve	Exchange fluctuation reserve	Retained profits	Total			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At 1 January 2021	66,396	151,609	23,577	(281)	754,630	995,931	28,076	1,024,007	
Profit for the year	—	—	—	—	4,542	4,542	(288)	4,254	
Other comprehensive income for the year:									
Exchange differences related to foreign operations	—	—	—	15,809	—	15,809	—	15,809	
Total comprehensive income for the year	—	—	—	15,809	4,542	20,351	(288)	20,063	
Transfer from retained profits	—	—	3,708	—	(3,708)	—	—	—	
At 31 December 2021	66,396	151,609	27,285	15,528	755,464	1,016,282	27,788	1,044,070	

# Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
(Loss)/profit before tax		(482,776)	11,716
Adjustments for:			
Finance costs	7	56,385	52,320
Share of profits and losses of joint ventures		33,294	(8,886)
Gains on disposal of items of property and equipment	6	(637)	(188)
Fair value losses on biological assets	5	—	1,149
Fair value (gains)/losses on financial assets at fair value through profit or loss	5	(1,774)	44
Fair value losses/(gains) on an equity investment at fair value through profit or loss		2,480	(14,889)
Depreciation property and equipment	6, 13, 14	5,153	5,920
Depreciation of right-of-use assets		—	1,488
Amortisation of other intangible assets	6, 16	1,499	1,688
Depreciation of investment properties	15	2,772	924
Impairment of provision for trade receivables	6, 21	169,600	483
Impairment/(reversal of impairment) of provision for contract assets	6, 22	233,552	(1,239)
Impairment of provision for prepayments and other receivables	6, 23	7,231	4,993
		<b>26,779</b>	55,523
(Increase)/decrease in trade receivables		(4,680)	147,274
Decrease/(increase) in prepayments and other receivables		11,080	(41,261)
Increase in contract assets		(33,300)	(17,406)
Decrease in biological assets		1,560	418
Decrease in trade and bills payables		(33,766)	(216,786)
Increase in other payables and accruals		56,471	57,244
Decrease in pledged deposits for contract assets		—	1,300
Increase in restricted cash		(33,704)	(2,366)
<b>Cash used in operations</b>		<b>(9,560)</b>	(16,060)
Income tax paid		(80)	(6,912)
<b>Net cash flows used in operating activities</b>		<b>(9,640)</b>	(22,972)

# Consolidated Statement of Cash Flows (Continued)

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of items of property and equipment		(11)	(155)
Proceeds from disposal of property and equipment		654	198
Purchase of intangible assets		(8)	(7)
Capital injection in joint ventures		(243)	(105,497)
Loans repaid from/(advanced to) related companies		10,090	(89,328)
<b>Net cash flows from/(used in) investing activities</b>		<b>10,482</b>	<b>(194,789)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
New bank loans and other borrowings		121,288	275,500
Repayment of bank loans and other borrowings		(124,460)	(244,100)
Decrease in amounts due to related companies		(50,252)	(2,296)
Principal portion of lease payments	34	—	(1,766)
Interest paid for other borrowings		(21,949)	(27,546)
Interest paid for bonds		—	(13,888)
<b>Net cash flows used in financing activities</b>		<b>(75,373)</b>	<b>(14,096)</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of year		77,465	309,292
Effect of foreign exchange rate changes, net		(90)	30
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	24	<b>2,844</b>	77,465
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents as stated in the statement of financial position	24	<b>38,913</b>	79,831
Less: Time deposits with original maturity of less than three months, when acquired, pledged as security for construction contracts	24	525	2,366
Frozen cash	24	35,544	—
<b>CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF CASH FLOWS</b>	24	<b>2,844</b>	77,465



# Notes to Financial Statements

Year ended 31 December 2022

## 1. Corporate and Group Information

The Company is an exempted company incorporated in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands. The registered office address of the Company is PO BOX 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in the services of landscape design and gardening and the related services.

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Broad Landscape International Company Limited ("**Broad Landscape International**"), who is incorporated in the British Virgin Islands ("**BVI**").

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			direct	indirect	
Greenstate Times International Company Limited (" <b>Greenstate Times</b> ")	British Virgin Islands	USD50,000	100%	—	Investment holding
Greenstate International Company Limited (" <b>Greenstate International</b> ")	Hong Kong	HKD10,000	—	100%	Investment holding
Shanghai Qianyi Landscape Engineering Company Limited <sup>#</sup>	People's Republic of China (The " <b>PRC</b> ")/ Mainland China	USD37,000,000	—	100%	Investment holding
Shanghai Qianyi Investing Management Company Limited <sup>#</sup>	PRC/Mainland China	RMB2,000,000	—	100%	Investment holding
Shanghai Greenstate Business Management Company Limited (" <b>Greenstate Business</b> ") <sup>#</sup>	PRC/Mainland China	RMB32,000,000	—	100%	Landscaping
Broad Greenstate Ecological Construction Group Company Limited (" <b>Broad Greenstate Ecological</b> ") <sup>#</sup>	PRC/Mainland China	RMB1,050,000,000	—	100%	Landscaping
Shanghai Jiazhuan Industrial Co., Ltd. <sup>#</sup>	PRC/Mainland China	RMB78,500,000	—	100%	Investment holding
Shanghai Greenstate Gardening Company Limited (" <b>Greenstate Gardening</b> ") <sup>#</sup>	PRC/Mainland China	RMB5,000,000	—	100%	Landscaping
Changxing Greenstate Ecological Gardening Company Limited <sup>#</sup>	PRC/Mainland China	RMB5,600,000	—	100%	Landscaping
Shanghai Dongjiang Building Survey and Design Engineering Co., Ltd. (" <b>Shanghai Dongjiang</b> ") <sup>#</sup>	PRC/Mainland China	RMB13,000,000	—	100%	Landscape design

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 1. Corporate and Group Information (Continued)

### Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

Name	Place of incorporation/ registration and business	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			direct	indirect	
Shanghai Dongjiang Building Landscape Engineering Co., Ltd. ("Dongjiang Landscape") <sup>#</sup>	PRC/Mainland China	RMB10,000,000	—	100%	Landscaping
Shanghai Bifu Investment Center LLP	PRC/Mainland China	RMB190,000,000	—	100%	Investment holding
Shanghai Zhubai Enterprise Management Co., Ltd. <sup>#</sup>	PRC/Mainland China	RMB1,000,000	—	100%	Investment holding
Shanghai Lvodian Virescence Technology Development Co., Ltd. ("Shanghai Lvodian") <sup>##</sup>	PRC/Mainland China	RMB36,000,000	—	75%	Landscaping
Shanghai Luyou Investment Center LLP <sup>#</sup>	PRC/Mainland China	RMB20,000,000	—	80%	Investment holding
Shanghai Qingfu Business Management Consulting Center LLP ("Shanghai Qingfu")	PRC/Mainland China	RMB20,000,000	—	96%	Investment holding
Shanghai Zhaofu Business Management Consulting Center LLP	PRC/Mainland China	RMB20,000,000	—	100%	Investment holding
Shanghe Greenland Broad Green Spring Construction Company Limited <sup>#</sup>	PRC/Mainland China	RMB100,452,400	—	88%	Project management
Kaifeng City Xiangfu District Broad Greenstate Huiji River Wetland Park <sup>#</sup>	PRC/Mainland China	RMB153,034,100	—	95%	Project management
Yangjiang Two Rivers & Four Shores Construction and Investment Development Co., Ltd. <sup>#</sup>	PRC/Mainland China	RMB9,500,000	—	95%	Project management
Qishan Lvze Commercial Operation Management Co., Ltd.	PRC/Mainland China	RMB1,000,000	—	100%	Project management

<sup>#</sup> Registered as domestic companies with limited liability under the laws of the PRC.

<sup>\*</sup> Formerly named Shanghai Chengtuo Virescence Technology Development Co., Ltd.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for biological assets, equity investment at fair value through profit or loss, and financial assets at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.1 Basis of Preparation (Continued)

### Basis of presentation

Notwithstanding that the consolidated financial statements of the Group are in a position of net current liabilities of RMB486,872,000, the consolidated financial statements have been prepared on a going concern basis.

Subsequent to 31 December 2022, the Group has extended the repayment period of the corporate bonds with a principal amount of USD30,000,000 together with interest payable of USD7,200,000 issued to Greenland Financial Holdings Company Limited (“**Greenland Financial Holdings**”, a related company of a non-controlling shareholder) subsequent to 31 December 2023. In addition, the Group also extended the other borrowings of RMB268,246,000 to be repaid after 31 December 2023. The Group had unused credit facilities of RMB160,000,000 up to 31 December 2022. In addition, Greenland Financial Holdings has agreed to provide the Company with sufficient financial support for a period of no less than 12 months from the approval date of the Company’s audited consolidated financial statements for the year ended 2022, so that the Company will be able to meet its financial obligations, and have sufficient working capital to meet its daily operations, and will not result from insufficiency in working capital for viable going concern. The directors of the Company will also monitor and to tighten costs and expenses in 2023.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the Group’s consolidated financial statements on a going concern basis.

## 2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following revised HKFRSs for the first time for the current year’s financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018–2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.2 Changes in Accounting Policies and Disclosures (Continued)

- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 Inventories, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (d) *Annual Improvements to HKFRSs 2018–2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:
- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>2</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to HKFRS 17	<i>Insurance Contracts</i> <sup>1,5</sup>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information</i> <sup>6</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> <sup>2,4</sup>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>1</sup>
Amendments to HKAS 8	<i>Disclosure of Accounting Estimates</i> <sup>1</sup>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>3</sup> No mandatory effective date yet determined but available for adoption

<sup>4</sup> As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

<sup>5</sup> As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

<sup>6</sup> An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, the Group considers that, these new and revised IFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies

### Investments in associates and joint ventures

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise 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 type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Business combinations and goodwill (Continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Fair value measurement

The Group measures biological assets at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than contract assets, deferred tax assets, financial assets, other intangible assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Impairment of non-financial assets (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

### Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person.

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Property and equipment and depreciation

Property and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2% to 5%
Furniture and fixtures	19% to 32%
Motor vehicles	10% to 32%
Machinery	10% to 32%
Leasehold improvements	Over the shorter of the lease terms and 33%

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

### Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, the Group measures the investment properties applying a cost model. Under the cost model, the Group measures the investment properties at cost, less any accumulated depreciation and any impairment losses.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

### Licences and software

Purchased licences and software are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful life of 2 to 20 years.

### Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Research and development costs which do not meet these criteria is expensed when incurred.

### Leases

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

### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows.

Leasehold property	1 to 3 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Leases (Continued)

#### Group as a lessee (Continued)

##### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

##### (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee are accounted for as finance leases.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

##### *Financial assets at fair value through other comprehensive income (debt instruments)*

For financial assets at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Investments and other financial assets (Continued)

#### Subsequent measurement (Continued)

##### *Financial assets designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investment designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

### Derecognition of financial assets

A financial asset is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“**ECLs**”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at fair value through other profit or loss and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-months ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, corporate bonds, and payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, corporate bonds, interest-bearing bank and other borrowings.

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

##### *Financial liabilities at amortised cost (payables, loans and borrowings)*

After initial recognition, payables, corporate bonds, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

##### *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Biological assets

Biological assets are measured on initial recognition and at the end of each reporting period at fair value less costs to sell, with any gain or loss change therein recognised in profit or loss for the period in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, mainly transportation costs and excluding finance costs and income taxes. The fair value is determined based on their present location and condition and is valued independently by professional valuers.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

The Group provides for warranties in relation to the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group on certain products are recognised based on sales volume and past experience of level of repairs and returns, discounted to their present values as appropriate.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Income tax (Continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured 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 or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

#### Construction, design and maintenance services

Revenue from the provision of construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

Claims to customers are amounts that the Group seeks to collect from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract. Claims are accounted for as variable consideration and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Group uses the expected value method to estimate the amounts of claims because this method best predicts the amount of variable consideration to which the Group will be entitled.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Revenue recognition (Continued)

#### Management services

Revenue from the provision of management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

#### Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### Contract costs

Other than the costs which are capitalised as property and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Other employee benefits

#### Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The Group contributes on a monthly basis to this pension plan based on percentages of the total salary of employees, subject to a certain ceiling. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 2.4 Summary of Material Accounting Policies (Continued)

### Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas established subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 3. Significant Accounting Judgements and Estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

#### Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining the method to estimate variable consideration and assessing the constraint for construction services.

The Group seeks to collect claims from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract, which give rise to variable consideration. The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for claims in construction services, given there is a wide range of possible outcomes which are subject to negotiations with third parties.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 3. Significant Accounting Judgements and Estimates (Continued)

### Judgements (Continued)

#### Revenue from contracts with customers (Continued)

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are constrained based on its historical experience, current negotiations with customers, profitability of the head contracts of the customers and the current economic conditions.

#### Property lease classification — Group as lessor

The Group has entered into commercial property leases on its property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Variable considerations for claims to customers

The Group has developed a statistical model for estimating expected successful claims. The model uses the historical claims data including the historical experiences the similar customers, profitability of the head contracts of the customers and economic conditions to estimate expected successful claims percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical successful claims pattern will impact the expected successful claims percentages estimated by the Group.

The Group updates its assessment of expected successful claims annually. Estimates of expected successful claims are sensitive to changes in circumstances and the Group's past experience regarding negotiation of claims may not be representative of the actual outcome in the future.

#### Percentage of completion of construction contract works

The Group recognises revenue according to the percentage of completion of individual contracts of construction work, which requires estimation to be made by management. The percentage of completion is estimated by reference to the actual costs incurred over the total budgeted costs, which are prepared based on past experience, complexity of the project and the current quotation or market price of materials or services obtained. Due to the nature of the activities undertaken for the construction contracts, the date at which the contract is entered into and the date at which the contract is completed usually fall into different accounting periods. Hence, the Group reviews and revises the estimates of contract costs in the budget prepared for each contract as the contract progresses. Where the actual contract costs are more than expected, the gross profit of the relevant project will be fluctuated and an expected loss may arise. Further details are given in notes 5, 21 and 22 to the financial statements.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 3. Significant Accounting Judgements and Estimates (Continued)

### Estimation uncertainty (Continued)

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2022 was RMB3,060,000 (2021: RMB3,060,000). Further details are given in note 15.

#### Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the construction sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 21 and note 22 to the financial statements, respectively.

#### Provision for expected credit losses on other receivables

The Group calculates ECLs for other receivables by considering the payment term arrangement, the credit risk stage and the collateral provided. The assessment of the credit risk stage and ECLs is a significant estimate. The estimated ECLs for other receivables may not be representative of debtors' actual default in the future. The information about the ECLs on the Group's other receivables is disclosed in note 23 to the financial statements.

#### Fair value of financial instruments

For financial instruments for which there is no active trading market, the Group determines their fair value through valuation methods. These valuation methods include discounted cash flow model analysis. In the valuation, the Group needs to estimate future cash flow and credit risk, and select appropriate discount rates. These related assumptions require judgement which impacts the fair value of financial instruments.

#### Fair value of an equity investment

The equity investment does not have active quoted market price, and the equity investment has been valued based on a market-based valuation technique as detailed in note 40 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classified the fair value of these investments as Level 3. The fair value of these investments at 31 December 2022 was RMB77,844,000 (2021:RMB80,324,000). Further details are included in note 18 to the financial statements.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 3. Significant Accounting Judgements and Estimates (Continued)

### Estimation uncertainty (Continued)

#### Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in notes 12, 13, 14 and 16 to the financial statements.

#### Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets was RMB83,791,000 as at 31 December 2022 (2021: RMB23,709,000) (note 29).

## 4. Operating Segment Information

The Group's principal business is providing landscape design and gardening and related services. 97% of the Group's revenue and operating profit were generated from providing the service of landscaping. No operating segments have been aggregated to form the above reportable operating segment.

### Information about geographical areas

Since 100% of the Group's revenue and operating profit were generated in Mainland China and 100% of the Group's identifiable assets and liabilities were located in Mainland China, no further geographical information in accordance with HKFRS 8 Operating Segments is presented.

### Information about major customers

Revenue from each of the major customers, which individually accounted for 10% or more of the Group's total revenue, is set out below:

	2022 RMB'000	2021 RMB'000
Customer A	49,563	41,636
Customer B	24,998	60,012
Customer C	14,163	10,528
Customer D	*	*
Customer E	*	*

\* Less than 10% of the total revenue.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 5. Revenue, Other Income and Gains

An analysis of revenue is as follows:

	2022 RMB'000	2021 RMB'000
Revenue from contracts with customers	109,275	266,688
Revenue from other sources		
Rental income	—	810
	<b>109,275</b>	<b>267,498</b>

### Revenue from contracts with customers

#### (i) Disaggregated revenue information

	2022 RMB'000	2021 RMB'000
<b>Types of services</b>		
Construction services	102,618	262,890
Design and maintenance services	5,990	3,520
Management service	667	278
Total	<b>109,275</b>	<b>266,688</b>
<b>Timing of revenue recognition</b>		
Services transferred over time	<b>109,275</b>	<b>266,688</b>

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2022 RMB'000	2021 RMB'000
Construction services	49,563	48,598
Design and maintenance services	—	31
Total	<b>49,563</b>	<b>48,629</b>

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 5. Revenue, Other Income and Gains (Continued)

### Revenue from contracts with customers (Continued)

#### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

##### *Construction services*

The performance obligation is satisfied over time as services are rendered and payment is generally due within two months from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

##### *Design and maintenance services*

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Design and maintenance service contracts are for periods of one year or less, and are billed based on the time incurred.

##### *Management services*

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Management service contracts are for periods of one year to nine years, and are billed based on the time incurred.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2022 and 2021 are as follows:

	2022 RMB'000	2021 RMB'000
Amounts expected to be recognised as revenue:		
Within one year	358,391	783,779
After one year	3,264,516	3,193,479
	<b>3,622,907</b>	3,977,258

The remaining performance obligations are expected to be recognised in more than one year related to construction services that are to be satisfied within 3 years. All the other remaining performance obligations are expected to be recognised within one year.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 5. Revenue, Other Income and Gains (Continued)

### Revenue from contracts with customers (Continued)

#### (ii) Performance obligations (Continued)

	Note	2022 RMB'000	2021 RMB'000
<b>Other income</b>			
Bank interest income		91	552
Other interest income arising from contracts with customers*		16,712	19,933
Rental income	14	3,461	1,104
Others		1,331	299
		<b>21,595</b>	21,888
<b>Gains</b>			
Government grants**		1,154	2,219
Fair value gains/(losses) of financial assets at fair value through profit or loss, net		1,774	(44)
Fair value (losses)/gains of an equity investment at fair value through profit or loss		(2,480)	14,889
Fair value losses of biological assets		—	(1,149)
Foreign exchange gains/(losses), net		526	(7,553)
		<b>974</b>	8,362
		<b>22,569</b>	30,250

\* Other interest income arises from contracts with customers which provide the customers with a significant benefit of financing the transfer of construction services to the customers. The promised amounts of consideration for construction services are adjusted using the discount rates that reflect the credit characteristics of the customers.

\*\* Government grants have been received from the local Finance Bureau in Mainland China as financial support to the growth of enterprises.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 6. (Loss)/Profit Before Tax

The Group's loss before tax is arrived after charging/(crediting):

	Note	2022 RMB'000	2021 RMB'000
Cost of construction contracts		<b>71,151</b>	180,510
Cost of services provided		<b>6,449</b>	5,533
Depreciation of investment properties		<b>2,772</b>	924
Cost of management service		<b>3,507</b>	272
Employee benefit expenses (including directors' and chief executive's remuneration as set out in note 8):			
Wages and salaries		<b>4,757</b>	7,188
Pension scheme contributions		<b>3,216</b>	3,710
		<b>7,973</b>	10,898
Depreciation of items of property and equipment	12	<b>5,153</b>	5,920
Depreciation of right-of-use assets	14(a)	—	1,488
Amortisation of other intangible assets*	16	<b>1,499</b>	1,688
Research and development costs		<b>7,880</b>	14,710
Bank interest income	5	<b>(91)</b>	(552)
Interest income arising from contracts with customers	5	<b>(16,712)</b>	(19,933)
Gain on reclassification from an associate to equity investment	5	—	—
Impairment of financial and contract assets:			
Impairment of provision for trade receivables	21	<b>169,600</b>	483
Impairment/(reversal of impairment) of provision for contract assets	22	<b>233,552</b>	(1,239)
Impairment of provision for financial assets included in prepayments, other receivables and other assets	23	<b>7,231</b>	4,993
Consulting fees		<b>781</b>	3,875
Auditor's remuneration (non-audit fee: Nil)		<b>2,580</b>	2,180
Gain on disposal of items of property and equipment		<b>(637)</b>	(188)
Lease payments not included in the measurement of lease liabilities	14(c)	<b>904</b>	902

\* The amortisation of licenses and software for the year is included in "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 7. Finance Costs

	Note	2022 RMB'000	2021 RMB'000
Interest on bank loans and other borrowings		31,031	28,640
Interest on lease liabilities	14(b)	1,377	512
Interest on corporate bonds		23,977	23,168
Total interest expense on financial liabilities not at fair value through profit or loss		56,385	52,320

## 8. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Group	
	2022 RMB'000	2021 RMB'000
Fees	240	240
Other emoluments:		
Salaries, allowances and benefits in kind	1,784	2,783
Pension scheme contributions	478	455
	2,502	3,478



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 8. Directors' and Chief Executive's Remuneration (Continued)

The remuneration of each executive director and non-executive director is set out below:

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total RMB'000
<b>2022</b>				
Executive directors				
Mr. Wu Zhengping	—	690	137	827
Ms. Xiao Li (i)	—	500	137	637
Ms. Chen Min	—	154	67	221
Ms. Zhu Wen (i)	—	440	137	577
Independent non-executive directors				
Mr. Dai Guoqiang	80	—	—	80
Dr. Jin Hexian	80	—	—	80
Mr. Yang Yuanguang	80	—	—	80
<b>Total</b>	<b>240</b>	<b>1,784</b>	<b>478</b>	<b>2,502</b>

(i) Ms. Xiao Li and Ms. Zhu Wen have tendered their resignation as executive directors of the Group with effect on 29 April 2023.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Mr. Wu Zhengping is the chief executive of the Group.

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total RMB'000
<b>2021</b>				
Executive directors				
Mr. Wu Zhengping	—	960	130	1,090
Ms. Xiao Li	—	960	130	1,090
Ms. Chen Min	—	263	65	328
Ms. Zhu Wen	—	600	130	730
Independent non-executive directors				
Mr. Dai Guoqiang	80	—	—	80
Dr. Jin Hexian	80	—	—	80
Mr. Yang Yuanguang	80	—	—	80
<b>Total</b>	<b>240</b>	<b>2,783</b>	<b>455</b>	<b>3,478</b>

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 9. Five Highest Paid Employees

The five highest paid employees during the year included four executive directors (2021: four executive directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2021: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

	2022 RMB'000	2021 RMB'000
Salaries, allowances and benefits in kind	340	250
Pension scheme contributions	51	87
	<b>391</b>	337

The remuneration of the non-director and non-chief executive highest paid employee fell within the following band:

	Number of employees	
	2022	2021
Nil to HKD1,000,000	1	1

## 10. Income Tax

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2022 RMB'000	2021 RMB'000
Current — PRC		
Charge for the year	653	3,754
Deferred ( <i>note 29</i> )	(61,082)	3,708
Total tax charge for the year	<b>(60,429)</b>	7,462

Pursuant to Section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gain or appreciation shall apply to the Company or its operations.

The subsidiary incorporated in the BVI is not subject to income tax as the subsidiary does not have a place of business (other than a registered office) or carry on any business in the BVI.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 10. Income Tax (Continued)

A uniform income tax rate of 25% was imposed on both domestic and foreign-invested enterprises from 1 January 2008.

On 22 April 2009, the State Administration of Taxation issued State Tax Letter No.203 about the preferential income tax rate on high and new-tech enterprises (the "HNT status") pursuant to which an income tax rate of 15% is imposed on new hi-tech enterprises. Broad Greenstate Ecological applied for the recognition of new hi-tech enterprise, which was approved by the relevant authorities on 23 November 2017 and the preferential rate was effective for three years from 2017 to 2020.

On 12 November 2020, the certificate of hi-tech enterprises, which is effective from 2020 to 2023, was renewed and the preferential income tax rate of 15% is applied during the years from 2020 to 2023.

A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rate for the jurisdiction in which the majority of the Company's subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

	2022 RMB'000	2021 RMB'000
(Loss)/profit before tax	(482,776)	11,716
Tax at the statutory tax rate (25%)	(120,694)	2,929
Lower tax rates for specific provinces or enacted by local authority	40,055	(1,864)
Additional deduction for qualified research and development costs	(264)	(4,744)
Tax effect attributable to profits and losses attributable to joint ventures and financial assets	7,880	(2,211)
Income not subject to income tax	(1)	(1)
Expenses not deductible for tax	82	428
Tax losses not recognised	12,513	12,925
Tax (credit)/charge at the Group's effective rate	(60,429)	7,462

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 11. Losses Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 3,342,536,957 (2021: 3,342,536,957) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2022 and 2021 in respect of a dilution at no consideration on the deemed exercise of all dilutive potential ordinary shares with no dilutive effect, during the year ended 31 December 2022 (2021: Nil).

The calculation of basic and diluted earnings per share is based on:

	2022 RMB'000	2021 RMB'000
<b>(Losses)/earnings</b> (Losses)/earnings attributable to ordinary equity holders of the parent, used in the basic (losses)/earnings per share calculation	<b>(422,794)</b>	4,542
	<b>Number of shares</b>	
	2022	2021
<b>Shares</b> Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<b>3,342,536,957</b>	3,342,536,957
Basic (losses)/earnings per share	<b>RMB(12.65) cents</b>	RMB0.14 cents
Diluted (losses)/earnings per share	<b>RMB(12.65) cents</b>	RMB0.14 cents

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 12. Property and Equipment

31 December 2022

	Buildings RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Machinery RMB'000	Leasehold improvements RMB'000	Total RMB'000
At 1 January 2022:						
Cost	132,432	7,373	11,624	200	8,413	160,042
Accumulated depreciation and impairment	(13,763)	(6,062)	(6,943)	(193)	(7,834)	(34,795)
Net carrying amount	118,669	1,311	4,681	7	579	125,247
At 1 January 2022, net of accumulated depreciation and impairment	118,669	1,311	4,681	7	579	125,247
Additions	—	11	—	—	—	11
Disposal	—	—	(18)	—	—	(18)
Depreciation provided for the year (note 6)	(3,341)	(536)	(1,120)	—	(156)	(5,153)
At 31 December 2022, net of accumulated depreciation and impairment	115,328	786	3,543	7	423	120,087
At 31 December 2022:						
Cost	132,432	7,384	10,927	200	8,413	159,356
Accumulated depreciation	(17,104)	(6,598)	(7,384)	(193)	(7,990)	(39,269)
Net carrying amount	115,328	786	3,543	7	423	120,087

At 31 December 2022, certain of the Group's buildings with a net carrying amount of approximately RMB112,614,000 (2021: RMB115,953,000) were pledged to secure bank loans granted to the Group.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 12. Property and Equipment (Continued)

### 31 December 2021

	Buildings RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Machinery RMB'000	Leasehold improvements RMB'000	Total RMB'000
At 1 January 2021:						
Cost	132,432	7,355	11,624	200	8,396	160,007
Accumulated depreciation and impairment	(10,422)	(5,551)	(5,796)	(193)	(7,023)	(28,985)
Net carrying amount	122,010	1,804	5,828	7	1,373	131,022
At 1 January 2021, net of accumulated depreciation and impairment	122,010	1,804	5,828	7	1,373	131,022
Additions	—	138	—	—	17	155
Disposal	—	(10)	—	—	—	(10)
Depreciation provided for the year ( <i>note 6</i> )	(3,341)	(621)	(1,147)	—	(811)	(5,920)
At 31 December 2021, net of accumulated depreciation and impairment	118,669	1,311	4,681	7	579	125,247
At 31 December 2021:						
Cost	132,432	7,373	11,624	200	8,413	160,042
Accumulated depreciation and impairment	(13,763)	(6,062)	(6,943)	(193)	(7,834)	(34,795)
Net carrying amount	118,669	1,311	4,681	7	579	125,247

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 13. Investment Properties

	2022 RMB'000	2021 RMB'000
Carrying amount at 1 January	24,024	—
Addition	—	24,948
Depreciation (note 6)	(2,772)	(924)
Carrying amount at 31 December	21,252	24,024

The fair value of investment properties at 31 December 2022 is RMB39,000,000 (2021: RMB40,000,000).

### A. Nature of activities

The Group subleases the stores in Qishan, Baoji City, PRC, which leased from 陝西岐山縣太平塔旅遊集散服務中心 (“**Qishan Taiping**”) under an operating contract, to individual tenants under operating lease arrangements.

### B. Valuation techniques

The Group's investment properties were revalued at RMB39,000,000 on 31 December 2022 by the Group's management.

The valuation methodology adopted in valuation is income approach. Income approach operates by taking into account the rental income of the property derived from the existing tenancy with due allowance for the reversionary income potential of the tenancy, which is then capitalized into the value at an appropriate capitalization rate.

### C. Fair value hierarchy

The Group uses the Level 3 hierarchy for determining and disclosing the fair values of investment properties:

#### Assets disclosed at fair value

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Investment properties	—	—	39,000	39,000

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 13. Investment Properties (Continued)

### C. Fair value hierarchy (Continued)

Assets disclosed at fair value (Continued)

As at 31 December 2021

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Investment properties	—	—	40,000	40,000

### D. Information about fair value measurements using significant unobservable inputs (Level 3)

	2022	2021
Fair value (RMB'000)	39,000	40,000
Capitalization rate (%)	6.50	6.50
Assessed prevailing market rents (RMB per square meters per day)	0.80	0.91

Relationship of unobservable inputs to fair value:

- The higher the capitalization rate, the lower the fair value;
- The higher the prevailing market rents, the higher the fair value.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 14 to the financial statements.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 14. Leases

### The Group as a lessee

The Group has lease contracts for various items of properties used in its operations. Leases of properties generally have lease terms between 1 and 9 years, while machinery generally has lease terms within a year. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

#### (a) Right-of-use assets

The carrying amount of the Group's right-of-use asset and the movements during the year are as follows:

	<b>Property</b> RMB'000
As at 1 January 2021	1,488
Depreciation charge	(1,488)
As at 31 December 2021 and 1 January 2022 and 31 December 2022	—

#### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	<b>2022</b> <b>Lease</b> <b>liabilities</b> <b>RMB'000</b>	2021 Lease liabilities RMB'000
Carrying amount at 1 January	<b>23,876</b>	1,722
New leases	—	23,408
Accretion of interest recognised during the year	<b>1,377</b>	512
Payments	—	(1,766)
Carrying amount at 31 December	<b>25,253</b>	23,876
Analysed into:		
Current portion	<b>4,342</b>	1,439
Non-current portion	<b>20,911</b>	22,437

The maturity analysis of lease liabilities is disclosed in note 40 to the financial statements.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 14. Leases (Continued)

### The Group as a lessee (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2022 RMB'000	2021 RMB'000
Interest on lease liabilities	1,377	512
Depreciation charge of right-of-use assets	—	1,488
Expenses relating to short-term leases (included in administrative expenses)	391	433
Expenses relating to leases of low-value assets (included in administrative expenses)	163	119
Variable lease payments not included in the measurement of lease liabilities (included in cost of sales)	350	350
<b>Total amount recognised in profit or loss</b>	<b>2,281</b>	<b>2,902</b>

(d) The total cash outflow for leases is disclosed in note 34(c) to the financial statements.

(e) The Group has a lease contract for a piece of land located in Changxing County that includes a term regarding variable payments based on the rice price announced by the County's Agricultural Bureau. This term is negotiated by management for the piece of land that is used for planting biological assets. The following provides information on the Group's variable lease payments:

#### 2022

	Variable payments RMB'000	Total RMB'000
Variable rent only	350	350

#### 2021

	Variable payments RMB'000	Total RMB'000
Variable rent only	350	350

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 14. Leases (Continued)

### The Group as a lessor

The Group leases its property which is a building located in Shanghai City, the PRC under operating lease arrangements, which were terminated as at 31 December 2022. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB3,461,000 (2021: RMB1,104,000), details of which are included in note 5 to the financial statements.

The Group leases its investment properties (note 13) under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB3,178,000 (2021: RMB810,000), details of which are included in note 5 to the financial statements.

## 15. Goodwill

	RMB'000
<b>At 1 January 2022:</b>	
Cost	3,060
Net carrying amount	3,060
<b>At 31 December 2022:</b>	
Cost	3,060
Net carrying amount	3,060

### Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the cash-generating unit of the landscape gardening service (the "Unit").

The recoverable amount of the Unit has been determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The discount rate applied to the cash flow projection was 16% (2021: 13%) and cash flows beyond the five-year period were extrapolated using a growth rate of 2.3% (2021: 2.3%) which was the same as the long-term average growth rate of the industry.

Assumptions were used in the value-in-use calculation of the Unit for 31 December 2022 and 31 December 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill.

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 15. Goodwill (Continued)

### Impairment testing of goodwill (Continued)

Discount rate — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions on market development of landscape gardening service, budgeted gross margins, the discount rate and raw materials price inflation are consistent with external information sources.

## 16. Other Intangible Assets

	<b>Licences and software</b> RMB'000
31 December 2022	
Cost at 1 January 2022, net of accumulated amortisation	18,613
Additions	8
Amortisation provided during the year ( <i>note 6</i> )	(1,499)
At 31 December 2022	17,122
At 31 December 2022	
Cost	29,551
Accumulated amortisation	(12,429)
Net carrying amount	17,122
31 December 2021	
Cost at 1 January 2021, net of accumulated amortisation	20,294
Additions	7
Amortisation provided during the year ( <i>note 6</i> )	(1,688)
At 31 December 2021	18,613
At 31 December 2021	
Cost	29,544
Accumulated amortisation	(10,931)
Net carrying amount	18,613

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 16. Other Intangible Assets (Continued)

The licences include the qualification certificate of Grade One for scenery landscape design issued by the Ministry of Housing and Urban-Rural Development of the PRC, the qualification certificate for architectural industry of Grade One issued by the Ministry of Housing and Urban-Rural Development of the PRC, the qualification certificate of Grade One for professional contracting of ancient construction works issued by the Ministry of Housing and Urban-Rural Development of the Shanghai, and the qualification certificate of Grade One for general contracting on municipal public utility construction engineering issued by the Ministry of Housing and Urban-Rural Development of the Shanghai, etc.

## 17. Investments in Joint Ventures

	2022 RMB'000	2021 RMB'000
Share of net assets	781,230	814,281

The Group's trade receivable balances and contract assets due from the joint ventures are disclosed in note 21 and note 22 to the financial statements.

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

	2022 RMB'000	2021 RMB'000
Share of the joint ventures' losses for the year	(33,294)	(10,174)
Share of the joint ventures' total comprehensive income	(33,294)	(10,174)
Aggregate carrying amount of the Group's investments in the joint ventures	107,553	118,363

## 18. Equity Investment at Fair Value through Profit or Loss

	2022 RMB'000	2021 RMB'000
Equity investment		
Listed financial asset investment at fair value through profit or loss		
Shanghai H-fast Electronic Technology Co., Ltd. ("Shanghai H-fast")	77,844	80,324

All the 4,300,000 shares of Shanghai H-Fast with a fair value of RMB77,844,000 being held by the Group were pledged to secure other borrowings of the Group as at 31 December 2022 (note 28).

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 19. Financial Assets at Fair Value through Profit or Loss

	2022 RMB'000	2021 RMB'000
<b>Financial assets</b>		
<b>Unlisted financial asset investments at fair value through profit or loss</b>		
西安綠地潘河濕地公園開發有限公司 (“Xi'an Greenland”)	17,007	15,301
太原龍城綠地植物園有限公司 (“Taiyuan Longcheng”)	4,865	4,797
	<b>21,872</b>	20,098

## 20. Biological Assets

### A. Nature of activities

Plants and saplings owned by the Group are held for future landscape gardening.

### B. Value of plants and saplings

The value of plants and saplings at 31 December 2022 was:

	2022 RMB'000	2021 RMB'000
Plants and saplings	30,412	31,972

The Group's plants and saplings were independently valued by a firm of independent professionally qualified valuers not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of biological assets. The fair value less costs to sell of the plants and saplings is determined based on the market-determined prices as at the end of each reporting period adjusted with reference to the species, age, diameter and cost incurred.

The principal valuation assumptions adopted in measuring the fair value of plants and saplings are the actual stock on the valuation date and the effective market price in Mainland China.

The valuation of the fair value of biological assets has taken into consideration the transportation costs. The transportation costs for the sales of plants and saplings are not material in the opinion of the Company's directors.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 20. Biological Assets (Continued)

### Assets measured at fair value

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Biological assets	—	30,412	—	30,412

As at 31 December 2021

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Biological assets	—	31,972	—	31,972

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

## 21. Trade Receivables

	2022 RMB'000	2021 RMB'000
Trade receivables	620,358	615,678
Impairment	(317,394)	(147,794)
	302,964	467,884

The Group's trading terms with its customers are mainly on credit. The credit period is usually two months. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group's trade receivables are mainly due from government authorities, and the rest are due from real estate companies. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 21. Trade Receivables (Continued)

Included in the Group's trade receivables are amounts due from the Group's joint ventures of RMB230,810,000 (2021: RMB253,457,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

No trade receivables were pledged to secure bank loans granted (2021: Nil).

An ageing analysis of the trade receivables as at the end of the reporting period, based on the transaction date and net of loss allowance, is as follows:

	2022 RMB'000	2021 RMB'000
Within one year	77,311	134,196
Over one year but within two years	109,555	65,196
Over two years but within three years	40,329	210,912
Over three years	75,769	57,580
	<b>302,964</b>	467,884

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022 RMB'000	2021 RMB'000
At beginning of year	147,794	147,311
Impairment losses, net (note 6)	190,179	483
Impairment losses reversed (note 6)	(20,579)	—
At end of year	<b>317,394</b>	147,794

An increase in the loss allowance of RMB169,600,000 (2021: RMB483,000) is due to an increase in trade receivables aged over three years of RMB315,354,000 (2021: RMB173,730,000) which were past due for over 1 year.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 21. Trade Receivables (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

**As at 31 December 2022 (RMB'000):**

	Past due					Total
	Current	Less than 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	6.90%	16.21%	30.49%	32.57%	75.97%	
Gross carrying amount	41,214	46,475	157,605	59,810	315,254	620,358
Expected credit losses	(2,843)	(7,535)	(48,050)	(19,481)	(239,485)	(317,394)

**As at 31 December 2021 (RMB'000):**

	Past due					Total
	Current	Less than 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	0.81%	6.66%	10.30%	17.96%	59.94%	
Gross carrying amount	25,201	116,990	72,683	257,074	143,730	615,678
Expected credit losses	(205)	(7,790)	(7,487)	(46,162)	(86,150)	(147,794)

## 22. Contract Assets

	31 December 2022 RMB'000	31 December 2021 RMB'000	1 January 2021 RMB'000
Contract assets arising from:			
Construction services	1,360,021	1,326,721	1,309,315
Impairment	(246,154)	(12,602)	(13,841)
	1,113,867	1,314,119	1,295,474

Contract assets are initially recognised for revenue earned from the provision of construction services as the receipt of consideration is conditional on successful completion of construction. Included in contract assets for construction services are retention receivables. For retention money receivables in respect of construction works carried out by the Group, the respective due dates usually range from one to three years after the completion of the relevant construction work. At 31 December 2022, retention money held by customers included in contract assets is amounted to approximately RMB78,897,000 (2021: RMB15,854,000), of which none (2021: RMB15,854,000) is expected to be recovered after more than twelve months.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 22. Contract Assets (Continued)

Upon completion of construction and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The ending balance of contract assets as at the end of 2022 increased 3% compared to that as at the end of 2021, which is the revenue of construction services recognised this year.

Contract assets of RMB377,529,000 (2021: RMB342,418,000) are pledged to secure a bank loan granted.

During the year ended 31 December 2022, RMB233,552,000 (2021: RMB1,239,000) was recognised as an allowance for expected credit losses on contract assets. The Group's trading terms and credit policy with customers are disclosed in note 21 to the financial statements.

The expected timing of recovery or settlement for contract assets as at 31 December was subject to the specific contract terms and the progress of the performance obligations, which is as follows:

	2022 RMB'000	2021 RMB'000
Within one year	842,865	1,069,556
More than one year	271,002	244,563
Total contract assets	1,113,867	1,314,119

The movements in the loss allowance for impairment of contract assets are as follows:

	2022 RMB'000	2021 RMB'000
At beginning of year	12,602	13,841
Impairment losses/(reversal of provision)	233,552	(1,239)
At end of year	246,154	12,602

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on the estimated loss rate of trade receivables that are not past due. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 22. Contract Assets (Continued)

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

	<b>As at 31 December 2022</b>	As at 31 December 2021
Expected credit loss rate	<b>2.15%</b>	0.95%
	<b>RMB'000</b>	RMB'000
Gross carrying amount	<b>849,913</b>	1,326,721
Expected credit losses	<b>18,273</b>	12,602

Set out below is the information about the impairment of individually accrued:

	<b>As at 31 December 2022 RMB'000</b>	As at 31 December 2021 RMB'000
Gross carrying amount	<b>510,108</b>	—
Expected credit losses	<b>227,881</b>	—

Included in the Group's contract assets are amounts with the Group's joint ventures of RMB523,385,000 (2021: RMB523,385,000) .

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 23. Prepayments, Other Receivables and Other Assets

	2022 RMB'000	2021 RMB'000
Current		
Prepayments	29,240	59,625
Deposits and other receivables	268,103	254,091
Impairment	(29,411)	(22,180)
	<b>267,932</b>	291,536
Non-current		
Other receivables	39,398	44,194
	<b>307,330</b>	335,730

The movements in provision for impairment allowance of prepayments, other receivables and other assets are as follows:

	2022 RMB'000	2021 RMB'000
At 1 January	22,180	17,187
Impairment losses recognised (note 6)	7,231	4,993
Impairment losses written off	—	—
	<b>29,411</b>	22,180

Included in the provision for impairment of prepayments, other receivables and other assets is a provision for individually impaired receivables of RMB29,411,000 (2021: RMB22,180,000) with a carrying amount before provision of RMB27,465,000 (2021: RMB24,818,000). The individually impaired receivables relate to a portion of receivables that were not expected to be recovered.

Deposits and other receivables mainly represent construction deposits, receivables resulted from the disposal of a subsidiary. Expected credit losses are estimated by considering the credit risk stage, the payment term arrangement and the collateral provided.

Receivables resulted from the disposal of a subsidiary were RMB20,000,000 at cost, and were secured by 35,920,957 shares of the Company which were held by the debtors. A provision amounting to RMB16,150,000 was made as at 31 December 2022.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 24. Cash and Cash Equivalents and Pledged Deposits

	2022 RMB'000	2021 RMB'000
Cash and bank balances	2,844	77,465
Restricted deposits	36,069	2,366
	<b>38,913</b>	79,831
Less: restricted cash — frozen*	36,069	2,366
Cash and cash equivalents	<b>2,844</b>	77,465

At the end of the reporting period, the cash and bank balances of the Group denominated in US dollars (“**USD**”) amounted to RMB152,000 (2021: RMB969,000) and denominated in Hong Kong dollars (“**HKD**”) amounted to RMB13,000 (2021: RMB12,000).

The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and bank balances approximate to their fair values.

\* Certain bank balances were frozen by the courts preserved for pending litigations.

## 25. Corporate Bonds

	2022 RMB'000	2021 RMB'000
Current corporate bonds	207,286	191,413

The principal amount of the Group’s corporate bonds amounting to US\$30,000,000 issued to Greenland Financial Overseas Investment Group Co., Ltd. (“**Greenland Financial**”, a shareholder of the Company) bore interest rate of 12% per annum and were secured by 43% equity interests in Greenstate Times International Company Limited and Greenstate International Company Limited (both of foregoing companies are subsidiaries of the Company) with maturity date on 15 January 2023.

The repayment period of the corporate bonds has been subsequently extended for to 15 January 2024.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 26. Trade and Bills Payables

An ageing analysis of the trade and bills payables as at the end of reporting period, based on the transaction date, is as follows:

	2022 RMB'000	2021 RMB'000
Within one year	99,277	91,963
Over one year but within two years	68,633	279,060
Over two years	534,917	365,570
	<b>702,827</b>	736,593

The trade payables are non-interest-bearing and are normally partially settled on terms of six months according to the progress of completion. A certain percentage of payment is retained until the end of the retention period.

## 27. Other Payables and Accruals

	<i>Notes</i>	2022 RMB'000	2021 RMB'000
Contract liabilities	(a)	354,263	323,259
Other tax payable		152,727	150,524
Interest payable		65,152	26,198
Other payables	(b)	67,772	43,207
Amounts due to related parties	(c)	8,317	58,569
Deposits from sub-contractors		3,995	3,217
Staff payroll and welfare payables		803	1,013
		<b>653,029</b>	605,987

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 27. Other Payables and Accruals (Continued)

(a) Details of contract liabilities are as follows:

	31 December 2022 RMB'000	1 January 2022 RMB'000	1 January 2021 RMB'000
<i>Short-term advances received from customers</i>			
Construction services	354,263	323,259	295,587
<b>Total contract liabilities</b>	<b>354,263</b>	<b>323,259</b>	<b>295,587</b>

Contract liabilities include short-term advances received to deliver biological products and render construction services. The increase in contract liabilities in 2022 was mainly due to the increase in short-term advances received from customers in relation to the provision of construction services this year.

(b) Other payables are non-interest-bearing, unsecured, and are repayable on demand.

(c) Amounts due to related parties are non-interest-bearing, unsecured, and are repayable on demand. Further details are set out in note 38(d) to these consolidated financial statements.

## 28. Interest-Bearing Bank and Other Borrowings

Notes	2022			2021		
	Weighted effective interest rate (%)	Maturity dates	RMB'000	Weighted effective interest rate (%)	Maturity dates	RMB'000
<b>Current</b>						
Bank loans – secured	—	—	—	3.9	2022	30,000
Other loans – secured	—	—	—	—	2022	20,000
Other loans – secured (a)ii	—	2023	40,000	—	2022	40,000
Other loans – unsecured	7.6	on demand	8,220	—	—	—
Other loans – unsecured	12.0	2023	15,800	—	—	—
Other loans – unsecured	6.6	2023	135,794	—	2022	118,500
<b>Current portion of long-term</b>						
Bank loans – secured and guaranteed (a)iii	7.2	2023	24,500	7.5	2022	13,250
Bank loans – secured (b)	4.8	2023	10,100	4.3	2022	70,710
			<b>234,414</b>			<b>292,460</b>
<b>Non-current</b>						
Bank loans – secured and guaranteed (a)iii	7.2	2030	159,250	7.5	2030	183,750
Bank loans – secured (b)	5.6	2024	92,400	4.3	2024	32,900
Other loans – secured (a)i	—	2024	20,000	—	—	—
Other loans – unsecured	4.0	2024	75,152	11.2	2023	68,636
			<b>346,802</b>			<b>285,286</b>
			<b>581,216</b>			<b>577,746</b>

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 28. Interest-Bearing Bank and Other Borrowings (Continued)

	2022 RMB'000	2021 RMB'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	34,600	113,960
In the second year	92,400	—
In the third to fifth years, inclusive	—	32,900
Beyond five years	159,250	183,750
	<b>286,250</b>	330,610
Other borrowings repayable:		
Within one year or on demand	199,814	178,500
In the second year	95,152	68,636
	<b>294,966</b>	247,136
	<b>581,216</b>	577,746

- (a) Certain of the Group's bank borrowings were secured and guaranteed by the following:
- i. Other borrowing of RMB20,000,000 was secured by the Group's interest in 1,720,000 shares of Shanghai H-fast Electronic Technology Co., Ltd.
  - ii. Other borrowing of RMB40,000,000 was secured by the Group's interest in 2,580,000 shares of H-fast Electronic Technology Co., Ltd.
  - iii. Bank borrowing of the Group of RMB159,250,000 was secured by contract assets (note 22), and guaranteed by an independent third party.
- (b) Bank borrowing of RMB102,500,000 was secured by a building of the Group with net book value of RMB107,072,000.



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 29. Deferred Tax

The movements in deferred tax assets and liabilities during the year are as follows:

### Deferred tax assets:

	Impairment of financial and contract assets RMB'000	Lease liabilities RMB'000	Other temporary differences RMB'000	Total RMB'000
<b>2022</b>				
At 1 January 2022	23,937	—	(228)	23,709
Deferred tax charged to profit or loss during the year ( <i>note 10</i> )	60,082	—	—	60,082
At 31 December 2022	84,019	—	(228)	83,791
<b>2021</b>				
At 1 January 2021	24,325	974	(235)	25,064
Deferred tax (credited)/charged to profit or loss during the year ( <i>note 10</i> )	(388)	(974)	7	(1,355)
At 31 December 2021	23,937	—	(228)	23,709

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 29. Deferred Tax (Continued)

The movements in deferred tax assets and liabilities during the year are as follows: (Continued)

### Deferred tax liabilities:

	Right-of-use assets RMB'000	Intangible asset RMB'000	Fair value adjustment at fair value through profit or loss RMB'000	Total RMB'000
<b>2022</b>				
At 1 January 2022	37	4,436	6,696	11,169
Deferred tax credited to profit or loss during the year (note 10)	(37)	(343)	(620)	(1,000)
At 31 December 2022	—	4,093	6,076	10,169
<b>2021</b>				
At 1 January 2021	1,064	4,779	2,973	8,816
Deferred tax (credited)/charged to profit or loss during the year (note 10)	(1,027)	(343)	3,723	2,353
At 31 December 2021	37	4,436	6,696	11,169

Deferred tax assets have not been recognised in respect of tax losses of RMB294,717,000 as at 31 December 2022 (2021: RMB244,665,000), as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

At 31 December 2022, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and joint ventures established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries and joint ventures will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries and joint ventures in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB516,627,000 (2021: RMB880,392,000).

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 30. Share Capital

### Shares

	2022 RMB'000	2021 RMB'000
Issued and fully paid: 3,342,536,957 (2021: 3,342,536,957) ordinary shares of HKD0.025 each	66,396	66,396

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital RMB'000
At 31 December 2020 and 1 January 2021	3,342,536,957	66,396
At 31 December 2021 and 1 January 2022 and 31 December 2022	3,342,536,957	66,396

## 31. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 92 of the financial statements.

### (a) Statutory reserve funds

In accordance with the PRC Company Law and the relevant articles of association, each of the Company and its subsidiaries established in the PRC (the "PRC Group Entities") is required to set aside 10% of its profit after tax as determined in accordance with the relevant accounting principles and financial regulations applicable to the PRC companies ("PRC GAAP") and regulations applicable to the PRC Group Entities, to the statutory reserve funds until such reserve reaches 50% of the registered capital of the relevant PRC Group Entities. The appropriation to the reserve must be made before any distribution of dividends to the equity holders before reaching 50% threshold mentioned above. The statutory surplus reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as the relevant PRC Group Entities' share capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the share capital of the relevant PRC Group Entities.

### (b) Safety fund

Pursuant to certain regulations issued by the Ministry of Finance and the State Administration of Work Safety of the PRC, the subsidiaries of the Company which are engaged in construction are required to set aside an amount of certain percentage of revenue to a safety fund. The safety fund can be used for safety facilities and environment improvement and is not available for distribution to shareholders. Upon incurring qualifying safety expenditure, an equivalent amount should be transferred from safety fund to retained earnings.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 32. Share Option Scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

For the first series of the share option scheme (the "Series I"), eligible participants of the Series I include the Company's directors and other employees of the Group. The Series I became effective on 1 September 2015 and, unless otherwise cancelled or amended, would remain in force for 6 years from that date. For the second series of the share option scheme (the "Series II"), eligible participants of the Series II include a connected person and other employees of the Group. The Series II became effective on 12 June 2018 and, unless otherwise cancelled or amended, will remain in force for 6 years from that date.

The maximum numbers of unexercised share options currently permitted to be granted under the Series I and Series II is the amounts equivalent, upon their exercise, to 3.41% and 3.30% respectively of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the two series within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HKD5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within one month from the date of offer, upon payment of a nominal consideration of HKD1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one year and ends on a date which is not later than five years from the date of offer of the share options or the expiry date of the two series, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

	2022		2021	
	Weighted average exercise price HKD	Number of options '000	Weighted average exercise price HKD	Number of options '000
At 1 January	1.04	24,590	1.04	52,644
Lapsed during the year	1.04	(13,769)	1.04	(28,054)
At 31 December	1.04	10,821	1.04	24,590

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 32. Share Option Scheme (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows: (Continued)

No share options were exercised during the year.

### 2022

	Number of options '000	Exercise price* HKD per share	Exercised period
	—	1.24	1-9-2020 to 31-8-2021
	—	1.04	12-6-2020 to 11-6-2021
	—	1.04	12-6-2021 to 11-6-2022
	—	1.04	12-6-2022 to 11-6-2023
	10,821	1.04	12-6-2023 to 11-6-2024
	10,821		

### 2021

	Number of options '000	Exercise price* HKD per share	Exercised period
	—	1.24	1-9-2020 to 31-8-2021
	—	1.04	12-6-2020 to 11-6-2021
	—	1.04	12-6-2021 to 11-6-2022
	12,295	1.04	12-6-2022 to 11-6-2023
	12,295	1.04	12-6-2023 to 11-6-2024
	24,590		

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The fair value of equity-settled share options, except for the excess number of 6,250,000 share options granted to Mr. Zhu Shunshou, was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 32. Share Option Scheme (Continued)

At the end of the reporting period, the Company had 10,821,000 share options outstanding under the Series II. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 10,821,000 additional ordinary shares of the Company and additional share capital of HKD271,000 (2021: HKD615,000) (before issue expenses).

Subsequent to the end of the reporting period, a total of 10,821,000 share options lapsed.

At the date of approval of these financial statements, the Company had 10,821,000 share options outstanding under the Series II, which represented approximately 0.32% of the Company's shares in issue as at that date.

## 33. Partly-Owned Subsidiaries with Material Non-Controlling Interests

Details of the Group's subsidiary that has material non-controlling interests are set out below:

	2022
Percentage of equity interest held by non-controlling interests: 商河綠地博大綠泉建設有限公司 ("Shanghe Greenland")	12%
Profit/(loss) for the year allocated to non-controlling interests: Shanghe Greenland	92
Accumulated balances of non-controlling interests at the reporting date: Shanghe Greenland	21,691

## Notes to Financial Statements (Continued)

Year ended 31 December 2022

### 33. Partly-Owned Subsidiaries with Material Non-Controlling Interests (Continued)

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

	RMB'000
Revenue	—
Total expense	(1,890)
Finance income	4,179
Profit for the year	1,728
Total comprehensive income for the year	1,728
Current assets	183,362
Non-current assets	40,475
Current liabilities	(110,572)
Non-current liabilities	—
Net cash flows from operating activities	(9)
Net cash flows from investing activities	—
Net cash flows from in financing activities	—
Net decrease in cash and cash equivalents	(9)

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 34. Notes to the Consolidated Statement of Cash Flows

### (a) Major non-cash transactions

During the year, the Group had no (2021: RMB23,408,000) non-cash additions to lease liabilities(note 14 (b)), in respect of lease arrangements for investment properties.

### (b) Changes in liabilities arising from financing activities

	Bank and other borrowings RMB'000	Corporate bonds RMB'000	Amounts due to related companies RMB'000
At 1 January 2022	577,746	191,413	58,569
Changes from financing cash flows	(3,172)	—	(50,252)
Foreign exchange difference	6,642	(8,104)	—
Interest expense	—	23,977	—
At 31 December 2022	581,216	207,286	8,317

	Bank and other borrowings RMB'000	Corporate bonds RMB'000	Amounts due to related companies RMB'000
At 1 January 2021	547,948	196,947	60,865
Changes from financing cash flows	31,400	(13,888)	(2,296)
Foreign exchange difference	(1,602)	(14,814)	—
Interest expense	—	23,168	—
At 31 December 2021	577,746	191,413	58,569

### (c) Total cash outflow for leases

	2022 RMB'000	2021 RMB'000
Within operating activities	904	902
Within financing activities	—	1,766
	904	2,668



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 35. Contingent Liabilities

### (a) Guarantees given to banks in connection with facilities granted to joint ventures

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	2022 RMB'000	2021 RMB'000
Guarantees given to banks in connection with facilities granted to joint ventures (i)	667,250	712,950

(i) The bank facilities of RMB667,250,000 are granted to joint ventures (泉州海西植物園開發有限公司 ("Quanzhou Haixi"), Qishan Taiping, 固始綠地博太綠澤南湖文化有限公司 ("Gushi Nanhu") and 肇慶市高新區將軍山體育公園投資發展有限公司 ("Zhaoqing Park"). No provision has been made by the Group in respect of the guarantee granted because the bank borrowings of joint ventures were secured by the contract assets, trade receivables and the rights to payments from their customers.

### (b) Pending litigation

Several subcontractors have claimed the Group for settlements of outstanding contract amounts of RMB183,944,000. The Group has made provision for the claim. Having taken into account the legal counsel advices, the directors of the Company consider that no additional provision is required.

## 36. Pledge of Assets

Details of the Group's assets pledged for the Group's bank loans and other borrowings, for bank loans granted to joint ventures, and as performance bonds for construction contracts are included in notes 18, 22, 24 and 28, respectively, to the financial statements.

## 37. Commitments

The Group had the following capital commitments at the end of the reporting period:

	2022 RMB'000	2021 RMB'000
Capital injection into joint ventures (i)	228,013	228,256

(i) In 2022, the Group committed to invest in material joint ventures, including Gushi Nanhu, Mianzhu Greenstate, Zhenping Greenstate and Guiding Yangbaoshan Cultural Company Limited ("Guiding Yangbaoshan"), in an amount of RMB228,013,000 in the next several years.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 38. Related Party Transactions

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	2022 RMB'000	2021 RMB'000
Provision of construction services to Joint ventures:		
廣安博大綠澤官盛湖發展有限公司 (“Guangan Guanshenghu”) (i)	—	86,315
Qishan Taiping (i)	—	36,791
Zhaoqing Park (i)	—	6,962
Subsidiaries of Greenland		
Holdings Corporation Limited (“Greenland group”)(iv):		
綠地集團成都青陽房地產開發有限公司 (“Greenland Chengdu”)	830	—
Other loans advanced from related parties:		
Eastern Greenstate International Company Limited (“Eastern Greenstate”) (v)	30,358	55,341
Amounts advanced from related parties:		
Broad Landscape International Company Limited (“Broad Landscape International”)	355	—
Services received from a related company:		
上饒市靚秋財務諮詢服務中心(有限合夥) (“Shangrao Liangqiu”) (iii)	—	3,714
Advanced from related parties:		
Quanzhou Haixi (i)	20,000	50,000
Gushi Nanhu (i)	8,057	—
禹州市神垕古鎮保護建設有限公司 (“Yuzhou Shenhou”) (i)	12,583	38,272

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 38. Related Party Transactions (Continued)

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (Continued)

	2022 RMB'000	2021 RMB'000
Amounts advanced to/(repaid from) related companies:		
Joint ventures:		
Quanzhou Haixi (i)	21,797	—
Gushi Nanhu (i)	532	138
中博建设工程集团有限公司 (i)	9	3,825
綿竹綠澤文化旅遊發展有限公司 (“Mianzhu Greenstate”) (i)	79	30
Qishan Taiping (i)	(5,433)	52,440
Zhaoqing Park (i)	(1,041)	4,865
Subsidiaries of Greenland Group:		
山東綠地泉生態產業有限公司 (“Shandong Greenland”)	(26,080)	(8,708)
上海愷泰房地產開發有限公司 (“Shanghai Kaitai”)	(878)	(491)
Ultimate holding company:		
Broad Landscape International	47	—

(i) Guangan Guanshenghu, Qishan Taiping, Zhaoqing Park, Quanzhou Haixi, Gushi Nanhu, Yuzhou Shenhong and Mianzhu Greenstate are joint ventures of the Group.

(ii) These transactions were carried out on terms based on those terms in the ordinary course of business as agreed mutually.

(iii) Shangrao Liangqiu Financial Consulting Service Center (Limited Partnership) is an entity which Xiao Li and Wu Zhengping, directors of the Group, have equity interests in.

(iv) The Company is an associate of Greenland Holdings Corporation Limited.

(v) Eastern Greenstate International Company Limited is a shareholder of the Company.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 38. Related Party Transactions (Continued)

### (b) Other transactions with related parties:

- (i) During the year, the Group used office premises free of charge with a gross floor area of 100 square metres which were owned by Mr. Wu Jie, a close family member of Mr. Wu Zhengping.
- (ii) The interest expenses for corporate bonds charged by Greenland Financial for the year ended 31 December 2022 were RMB23,977,000 (2021: RMB23,168,000). Further details are set out in note 25 to these consolidated financial statements.

(c) Details of compensation of key management personnel of the Group are set out in note 8.

### (d) Outstanding balances with related parties:

	2022 RMB'000	2021 RMB'000
(i) Due from related companies		
Trade receivables with following related companies		
Joint ventures:		
Qishan Taiping	95,045	95,680
Mianzhu Greenstate	77,761	80,006
Gushi Nanhu	24,937	24,937
鎮平縣博大綠澤生態發展有限公司 (“Zhenping Boda”)	16,072	16,072
Guangan Guanshenghu	10,572	25,422
Zhaoqing Park	6,423	6,423
Yuzhou Shenhou	—	4,917
Financial asset measured at fair value through profit or loss:		
Taiyuan Longcheng	43,718	43,718
Subsidiaries of Greenland Group:		
綠地集團錫林浩特置業有限公司	1,885	1,885
綠地集團滄瀟實業有限公司	1,047	1,047
Greenland Chengdu	830	—
綠地集團自貢置業有限公司	464	1,864
綠地集團西安雁南置業有限公司	20	20

The amounts due from related companies are unsecured, interest-free and repayable on demand.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 38. Related Party Transactions (Continued)

### (d) Outstanding balances with related parties: (Continued)

	2022 RMB'000	2021 RMB'000
(i) Due from related companies (Continued)		
Contract assets with following related companies		
Joint ventures:		
Guiding Yangbaoshan Cultural Company Limited	259,556	259,556
Quanzhou Haixi	87,688	87,688
Gushi Nanhu	64,544	64,544
Mianzhu Greenstate	39,532	39,532
Qishan Taiping	21,889	21,889
Guangan Guansheng	21,601	21,601
Zhaoqing Park	18,165	18,165
Zhengping Boda	10,410	10,410
Financial asset measured at fair value through profit & loss:		
Taiyuan Longcheng	10,890	10,890
Amount advanced to related companies		
Joint ventures:		
Quanzhou Haixi	62,593	40,796
Qishan Taiping	47,007	52,440
Gushi Nanhu	39,908	39,376
Zhaoqing Park	4,454	5,495
Mianzhu Greenstate	987	908
Zhongbo Construction	62	53
Ultimate holding company:		
Broad Landscape International	568	521
Subsidiaries of Greenland Group:		
Shandong Greenland	—	26,080
Other Prepayments, deposits and other receivables with following related companies		
Subsidiaries of Greenland Group:		
綠地地鐵投資發展有限公司	23,765	23,765
綠地城市投資集團有限公司	21,290	22,290
Shanghai Kaitai	2,013	2,891

The balances due from related companies are unsecured, interest-free and repayable on demand.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 38. Related Party Transactions (Continued)

### (d) Outstanding balances with related parties: (Continued)

	Note	2022 RMB'000	2021 RMB'000
(ii) Due from related companies			
Other payables	27		
上海千鹿投資管理有限公司(i)		7,399	7,399
Broad Landscape International		605	250
Greenland Financial Holdings		313	286
上海祝博企業管理諮詢中心		—	16,850
Shandong Greenland		—	33,784

(i) 上海千鹿投資管理有限公司 is a fellow subsidiaries of the Company.

These balances due to related companies are unsecured, interest-free and repayable on demand.

	2022 RMB'000	2021 RMB'000
Contract liabilities with following related companies		
Joint ventures:		
Quanzhou Haixi	156,620	136,620
Gushi Nanhu	135,769	127,712
Mianzhu Greenstate	18,000	18,000
Zhaoqing Park	2,330	73,311
Yuzhou Shenhou	12,583	—

### (e) Guarantees with related companies

	2022 RMB'000	2021 RMB'000
Guarantees for borrowing provided to joint ventures:		
Qishan Taiping	184,750	228,250
Quanzhou Haixi	267,400	255,000
Zhaoqing Park	108,400	121,900
Gushi Nanhu	106,700	107,800

The Group guaranteed certain bank loans provided to joint ventures at no consideration at 31 December 2022 and 2021.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 39. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**31 December 2022**

### Financial assets

	Financial assets at amortised cost RMB'000	Financial assets at fair value through profit or loss RMB'000	Equity investment at fair value through profit or loss RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	—	21,872	—	21,872
Equity investment at fair value through profit or loss	—	—	77,844	77,844
Trade receivables	302,964	—	—	302,964
Financial assets included in prepayments, deposits and other receivables	268,103	—	—	268,103
Cash and cash equivalents	2,844	—	—	2,844
Pledged deposits	36,069	—	—	36,069
	609,980	21,872	77,844	709,696

### Financial liabilities

	Financial liabilities at amortised cost RMB'000
Corporate bonds	207,286
Trade and bills payables	702,827
Financial liabilities included in other payables and accruals	145,236
Interest-bearing bank and other borrowings	581,216
	1,636,565

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 39. Financial Instruments by Category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

31 December 2021

### Financial assets

	Financial assets at amortised cost RMB'000	Financial assets at fair value through profit or loss RMB'000	Equity investment at fair value through profit or loss RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	—	20,098	—	20,098
Equity investment at fair value through profit or loss	—	—	80,324	80,324
Trade receivables	467,884	—	—	467,884
Financial assets included in prepayments, deposits and other receivables	254,091	—	—	254,091
Cash and cash equivalents	77,465	—	—	77,465
Pledged deposits	2,366	—	—	2,366
	801,806	20,098	80,324	902,228

### Financial liabilities

	Financial liabilities at amortised cost RMB'000
Corporate bonds	191,413
Trade and bills payables	736,593
Financial liabilities included in other payables and accruals	131,191
Interest-bearing bank and other borrowings	577,746
	1,636,943



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 40. Fair Value and Fair Value Hierarchy of Financial Instruments

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, financial assets included in prepayments, other receivables and other assets, trade and bills payables and financial liabilities included in other payables and accruals, amounts due from/to related companies and guarantees for borrowing provided to joint ventures approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of these financial instruments have been calculated by discounting the expected future cash flows at prevailing interest rates.

The fair values of the non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2022 was assessed to be insignificant.

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000
<b>Financial assets</b>				
Financial assets at fair value through profit or loss	21,872	20,098	21,872	20,098
Equity investment at fair value through profit or loss	77,844	80,324	77,844	80,324
	<b>99,716</b>	100,422	<b>99,716</b>	100,422
<b>Financial liabilities</b>				
Interest-bearing bank borrowings	251,650	216,650	244,618	195,301
Other borrowings	95,152	68,636	94,907	67,738
	<b>346,802</b>	285,286	<b>339,525</b>	263,039

As at 31 December 2022, the Group had financial assets at fair value through profit or loss with a carrying amount of approximately RMB21,872,000 (2021: RMB20,098,000), had an equity investment at fair value through profit or loss with a carrying amount of approximately RMB77,844,000 (2021: RMB80,324,000).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 40. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

Due to the fact that there is no active quoted market price, the fair values of listed equity investments have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation (“**EV/EBITDA**”) multiple and price to earnings (“**P/E**”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the listed equity investments at fair value through profit or loss, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

As at 31 December 2022, the Group had financial assets at fair value through profit or loss with a carrying amount of approximately RMB21,872,000 (2021: RMB20,098,000), had an equity investment at fair value through profit or loss with a carrying amount of approximately RMB77,844,000 (2021: RMB80,324,000).

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a sensitivity analysis as at 31 December 2022:

Description	Valuation technique	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair values
Equity investments	Valuation multiples	Adopted P/E multiple of peers	13.2–25.2	The higher the P/E ratio the lower the fair value
		Marketability discount	20%	The higher the discount rate, the lower the fair value

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 40. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

#### As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	—	—	21,872	21,872
Equity investment at fair value through profit or loss	—	—	77,844	77,844
	—	—	99,716	99,716

#### As at 31 December 2021

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	—	—	20,098	20,098
Equity investment at fair value through profit or loss	—	—	80,324	80,324
	—	—	100,422	100,422

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 40. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

### Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Interest-bearing bank borrowings	—	244,618	—	244,618
Other borrowings	—	94,907	—	94,907
	—	339,525	—	339,525

As at 31 December 2021

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Interest-bearing bank borrowings	—	195,301	—	195,301
Other borrowings	—	67,738	—	67,738
	—	263,039	—	263,039

## 41. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, and financial liabilities included in other payables and accruals, corporate bonds, and interest-bearing bank and other borrowings which arise directly from its operations. The Group has cash and cash equivalents, interest-bearing bank and other borrowings and corporate bonds to raise fund for the Group's operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 41. Financial Risk Management Objectives and Policies (Continued)

### Foreign currency risk

The Group's businesses are located in Mainland China and nearly all transactions are conducted in RMB. As nearly all of the Group's assets and liabilities were denominated in RMB, the Group was not subject to significant foreign currency risk as at 31 December 2022. As at 31 December 2022, the Group's assets and liabilities denominated in USD and HKD were mainly held by the Company and a subsidiary incorporated outside Mainland China which had HKD as their functional currency. The Company and the subsidiary incorporated outside Mainland China also held corporate bonds denominated in USD and other payables denominated in RMB, from which foreign currency exposure arises.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the USD and HKD exchange rates, with all other variables held constant, of the Group's profit before tax and the Group's equity.

	Increase/ (decrease) in rate %	Increase/ (decrease) in loss before tax RMB'000	Increase/ (decrease) in equity* RMB'000
<b>2022</b>			
If HKD weakens against USD	1	(7,923)	—
If HKD strengthens against USD	(1)	7,923	—
If RMB weakens against HKD	1	—	148
If RMB strengthens against HKD	(1)	—	(148)

	Increase/ (decrease) in rate %	Increase/ (decrease) in loss before tax RMB'000	Increase/ (decrease) in equity* RMB'000
<b>2021</b>			
If HKD weakens against USD	1	(2,592)	—
If HKD strengthens against USD	(1)	2,592	—
If RMB weakens against HKD	1	—	(155)
If RMB strengthens against HKD	(1)	—	155

\* Excluding retained profits.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 41. Financial Risk Management Objectives and Policies (Continued)

### Credit risk

The Group's trade receivables and contract assets are mainly from government authorities. The carrying amounts of cash and cash equivalents, trade receivables, prepayments, other receivables and other assets, and contract assets included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

As at the end of the reporting period, all cash and cash equivalents were deposited in high quality financial institutions without significant credit risk.

### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

#### As at 31 December 2022

	12-month ECLs		Lifetime ECLs		
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Contract assets*	—	—	—	1,360,021	1,360,021
Trade receivables*	—	—	—	620,358	620,358
Financial assets included in prepayments, other receivables and other assets					
— Normal**	218,692	—	—	—	218,692
— Doubtful**	—	29,411	20,000	—	49,411
Pledged deposits					
— Not yet past due	36,069	—	—	—	36,069
Cash and cash equivalents					
— Not yet past due	2,844	—	—	—	2,844
Guarantees given to banks in connection with facilities granted to joint ventures					
— Not yet drawn by joint ventures	179,200	—	—	—	179,200
— Facilities drawn by joint ventures					
— Not yet past due	667,250	—	—	—	667,250
	<b>1,104,055</b>	<b>29,411</b>	<b>20,000</b>	<b>1,980,379</b>	<b>3,133,845</b>

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 41. Financial Risk Management Objectives and Policies (Continued)

### Credit risk (Continued)

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Contract assets*	—	—	—	1,326,721	1,326,721
Trade receivables*	—	—	—	615,678	615,678
Financial assets included in prepayments, other receivables and other assets					
— Normal**	211,911	—	—	—	211,911
— Doubtful**	—	22,180	20,000	—	42,180
Pledged deposits					
— Not yet past due	2,366	—	—	—	2,366
Cash and cash equivalents					
— Not yet past due	77,465	—	—	—	77,465
Guarantees given to banks in connection with facilities granted to joint ventures					
— Not yet drawn by joint ventures	234,100	—	—	—	234,100
— Facilities drawn by joint ventures					
— Not yet past due	712,950	—	—	—	712,950
	1,238,792	22,180	20,000	1,942,399	3,223,371

\* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 21 and 22 to the financial statements, respectively.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. In view of the aforementioned and the fact that the Group's trade receivables relate to various diversified customers, there is no significant concentration of credit risk.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 41. Financial Risk Management Objectives and Policies (Continued)

### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, convertible bonds, lease liabilities and other interest-bearing loans. The Group's policy is that not more than 75% of borrowings should mature in any 12-month period. 63% of the Group's debts would mature in less than one year as at 31 December 2022 (2021: 61%) based on the carrying value of borrowings reflected in the financial statements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

#### 31 December 2022

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Corporate bonds	—	—	25,073	234,011	—	259,084
Interest-bearing bank and other borrowings (excluding lease liabilities)	8,075	176,600	49,762	318,064	89,604	642,105
Lease liabilities	2,816	—	2,816	15,487	9,855	30,974
Trade and bills payables	702,827	—	—	—	—	702,827
Other payables	145,236	—	—	—	—	145,236
	<b>858,954</b>	<b>176,600</b>	<b>77,651</b>	<b>567,562</b>	<b>99,459</b>	<b>1,780,226</b>

#### 31 December 2021

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Corporate bonds	—	—	22,953	214,224	—	237,177
Interest-bearing bank and other borrowings (excluding lease liabilities)	—	—	294,606	116,633	293,597	704,836
Lease liabilities	—	—	2,816	18,303	9,855	30,974
Trade and bills payables	736,593	—	—	—	—	736,593
Other payables	131,191	—	—	—	—	131,191
	<b>867,784</b>	<b>—</b>	<b>320,375</b>	<b>349,160</b>	<b>303,452</b>	<b>1,840,771</b>



# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 41. Financial Risk Management Objectives and Policies (Continued)

### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 31 December 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by the capital plus net debt. Net debt includes interest-bearing bank and other borrowings, corporate bonds, trade and bills payables, other payables and accruals, less cash and cash equivalents. Capital represents total equity. The gearing ratios as at the end of the reporting period were as follows:

	2022 RMB'000	2021 RMB'000
Interest-bearing bank and other borrowings	581,216	577,746
Corporate bonds	207,286	191,413
Trade and bills payables	702,827	736,593
Other payables and accruals	145,236	131,191
Less: cash and cash equivalents	(2,844)	(77,465)
Net debt	1,633,721	1,559,478
Equity attributable to owners of the parent	563,118	1,016,282
Capital and net debt	2,196,839	2,575,760
Gearing ratio	74%	61%

## 42. Events After The Reporting Period

Subsequent to 31 December 2022, the Group has extended other borrowings of RMB173,094,000 and corporate bonds (Note 25) to be repaid after 31 December 2023.

Subsequent to 31 December 2022, Ms. Xiao Li and Ms. Zhu Wen have tendered their resignation as executive directors of the Company with effect on 29 April 2023.

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 43. Statement of Financial Position of the Company

	Note	31 December 2022 RMB'000	31 December 2021 RMB'000
<b>NON-CURRENT ASSETS</b>			
Property and equipment		2	2
Investments in subsidiaries		608,359	608,359
Total non-current assets		608,361	608,361
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		110	95
Due from subsidiaries		24,271	—
Prepayments, other receivables and other assets		565	545
Total current assets		24,946	640
<b>CURRENT LIABILITIES</b>			
Corporate bonds		207,286	191,413
Interest-bearing bank and other borrowings		—	—
Other payables and accruals		360,210	295,031
Total current liabilities		567,496	486,444
<b>NET CURRENT LIABILITIES</b>		<b>(542,550)</b>	<b>(485,804)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>65,811</b>	<b>122,557</b>
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing bank borrowings		100,246	68,636
<b>Net (liabilities)/assets</b>		<b>(34,435)</b>	<b>53,921</b>
<b>EQUITY</b>			
Share capital		66,396	66,396
Other reserves	43	(100,831)	(12,475)
<b>(Deficiency in assets)/net assets</b>		<b>(34,435)</b>	<b>53,921</b>

# Notes to Financial Statements (Continued)

Year ended 31 December 2022

## 43. Statement of Financial Position of the Company (Continued)

Note:

A summary of the Company's reserves is as follows:

Note	Share premium account RMB'000	Other reserve RMB'000	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 1 January 2021	151,609	3,471	22,055	(171,311)	5,824
Total comprehensive loss for the year	—	—	15,809	(34,108)	(18,299)
At 31 December 2021 and 1 January 2022	151,609	3,471	37,864	(205,419)	(12,475)
Total comprehensive loss for the year	—	—	(52,884)	(35,472)	(88,356)
At 31 December 2022	151,609	3,471	(15,020)	(240,891)	(100,831)

## 44. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 28 April 2023.

# Definitions

“2015 Company Share Charge”	the share charge entered into between the Company and Greenland Financial on 15 October 2015 in relation to the charge of all rights, entitlements, interests and benefits in the entire issued share capital of Greenstate Times, in favour of Greenland Financial
“2015 Greenstate Times Share Charge”	the share charge entered into between Greenstate Times and Greenland Financial on 15 October 2015 in relation to the charge of all rights, entitlements, interests and benefits in the entire issued share capital of Greenstate International, in favor of Greenland Financial
“2015 Note Instrument”	the instrument issued by the Company on 15 October 2015 for the creation and issue of the 2015 Notes in favour of Greenland Financial
“2015 Notes”	the redeemable fixed coupon promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum issued pursuant to the terms and conditions set out in the 2015 Note Instrument
“2015 Share Charge”	the 2015 Company Share Charge and the 2015 Greenstate Times Share Charge
“2017 Company Share Charge”	the charge of all rights, entitlements, interests and benefits in 50,000 ordinary shares of Greenstate Times, representing 50% of the entire issued share capital of Greenstate Times, legally and beneficially held by the Company as at the date of the 2017 Deed of Consent and charged in favor of Greenland Financial
“2017 Deed of Consent”	the deed of consent entered into between the Company and Greenland Financial on 15 November 2017 in relation to, among others, the execution of 2017 Note Instrument and 2017 Share Charges
“2017 Greenstate Times Share Charge”	the charge of all rights, entitlements, interests and benefits in 5,000 ordinary shares of Greenstate International, representing 50% of the entire issued share capital of Greenstate International, legally and beneficially held by Greenstate Times as at the date of the 2017 Deed of Consent and charged in favor of Greenland Financial
“2017 Note Instrument”	the instrument executed by the Company on 15 January 2018 for the reissue of the 2017 Notes in favor of Greenland Financial pursuant to the 2017 Deed of Consent
“2017 Notes”	the redeemable fixed coupon promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum issued pursuant to the terms and conditions set out in the 2015 Note Instrument and reissued pursuant to the terms and conditions set out in the 2017 Note Instrument
“2017 Share Charges”	the 2017 Company Share Charge and the 2017 Greenstate Times Share Charge
“2019 Company Share Charge”	the charge of all rights, entitlements, interests and benefits in 43,000 ordinary shares of Greenstate Times, representing 43% of the entire issued share capital of Greenstate Times, legally and beneficially held by the Company as at the date of the 2019 Deed of Consent and charged in favour of Greenland Financial

## Definitions (Continued)

“2019 Deed of Consent”	the deed of consent entered into between the Company and Greenland Financial on 4 December 2019 in relation to, among others, the execution of 2019 Note Instrument and 2019 Share Charges
“2019 Greenstate Times Share Charge”	the charge of all rights, entitlements, interests and benefits in 4,300 ordinary shares of Greenstate International, representing 43% of the entire issued share capital of Greenstate International, legally and beneficially held by Greenstate Times as at the date of the 2019 Deed of Consent and charged in favour of Greenland Financial
“2019 Note Instrument”	the instrument executed by the Company on 4 December 2019 for the reissue of the 2019 Notes in favor of Greenland Financial pursuant to the 2019 Deed of Consent
“2019 Notes”	the redeemable fixed coupon promissory note with a principal amount of US\$35,000,000 at the rate of 12.00% per annum reissued pursuant to the terms and conditions set out in the 2019 Note Instrument
“2019 Share Charge”	the 2019 Company Share Charge and the 2019 Greenstate Times Share Charge
“Articles of Association”	the articles of association of the Company conditionally adopted on 25 June 2014 and became unconditionally effective on the Listing Date and as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the Board of directors of the Company
“Broad Greenstate Ecological”	Broad Greenstate Ecological Construction Group Company Limited* (博大綠澤生態建設集團有限公司) (formerly known as Shanghai Broad Landscape Construction and Development Company Limited* (上海博大園林建設發展有限公司)), a company established in the People’s Republic of China with limited liability on 1 July 1999, which is a wholly-owned subsidiary of Shanghai Qianyi and an indirect wholly-owned subsidiary of our Company
“Broad Landscape International”	Broad Landscape International Company Limited (博大國際有限公司), a company incorporated in BVI on 8 October 2013 and is owned as to 86.92% by Mr. Wu Zhengping (吳正平) and 13.08% by Ms. Xiao Li (肖莉)
“BVI”	the British Virgin Islands
“CG Code”	Corporate Governance Code as amended from time to time contained in Appendix 14 to the Listing Rules
“China” or the “People’s Republic of China”	the People’s Republic of China excluding, for the purpose of this report, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

## Definitions (Continued)

“Company”, “Parent”, “we”, “us” or “our”	China Greenland Broad Greenstate Group Company Limited (中國綠地博大綠澤集團有限公司), a company incorporated in the Cayman Islands on 22 October 2013
“Company Charged Shares”	100,000 ordinary shares of Greenstate Times, representing the entire issued share capital of Greenstate Times, legally and beneficially held by the Company as at the date of the Note Purchase Agreement and to be charged in favor of Greenland Financial under the Company Share Charge
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Deed of Novation”	the deed of novation entered into on 11 September 2015 between the Company, Greenland Leasing and Greenland Financial, pursuant to which Greenland Leasing shall novate all its rights, obligations and liabilities under the Note Purchase Agreement to the Purchaser
“Directors”	director(s) of the Company
“Eastern Greenstate International”	Eastern Greenstate International Company Limited (綠澤東方國際有限公司), a company incorporated in BVI on 9 October 2013, which is owned as to 2.81% by Ms. Zhu Wen (朱雯) and 97.19% by other parties
“Greenland”	Greenland Holdings Group Corporation Limited (綠地控股集團股份有限公司), a company incorporated under the laws of the People’s Republic of China
“Greenland Financial”	Greenland Financial Overseas Investment Group Co., Ltd. (綠地金融海外投資集團有限公司), a company incorporated under the laws of the BVI, an indirectly wholly-owned subsidiary of Greenland
“Greenland Leasing”	Greenland Financial Leasing Co., Ltd. (綠地融資租賃有限公司), a company incorporated under the laws of the People’s Republic of China, an indirectly wholly-owned subsidiary of Greenland
“Greenstate Business”	Shanghai Greenstate Business Management Company Limited* (上海綠澤商業管理有限公司 (formerly known as Shanghai Greenstate Landscape Properties Company Limited* (上海綠澤景觀置業有限公司)), a company established in the People’s Republic of China with limited liability on 15 June 2004, which is a wholly-owned subsidiary of Shanghai Qianyi and an indirect wholly-owned subsidiary of the Company
“Greenstate Gardening”	Shanghai Greenstate Gardening Company Limited* (上海綠澤園藝有限公司), a company established in the People’s Republic of China with limited liability on 17 September 2004, which is a wholly-owned subsidiary of Shanghai Qianyi
“Greenstate International”	Greenstate International Company Limited (綠澤國際有限公司), a company incorporated in Hong Kong with limited liability on 12 November 2013 and a wholly-owned subsidiary of the Company

## Definitions (Continued)

“Greenstate Times”	Greenstate Times International Company Limited (綠澤時代國際有限公司), a company incorporated in BVI on 30 October 2013 and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	a person(s) or company(ies) who/which is or are independent of and not connected (within the meaning of the Listing Rules) with the Company and our connected persons
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	21 July 2014, the date on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules
“Nomination Committee”	the nomination committee of the Company
“Non-competition Deed”	a deed of non-competition dated 25 June 2014 executed by the Controlling Shareholders and the Company
“PPP”	Public-Private Partnership
“Prospectus”	the prospectus of the Company dated 30 June 2014 issued in connection with the initial public offering and listing of shares of the Company on the main board of Stock Exchange on 21 July 2014
“Reissue of Notes”	the reissue of the Notes by the Company to Greenland Financial on the terms and subject to the conditions set out in the 2017 Note Instrument
“Remuneration Committee”	the remuneration committee of the Company
“Renminbi” or “RMB”	the lawful currency of China
“Reporting Period”	for the year ended 31 December 2022
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

## Definitions (Continued)

“Shanghai Qianyi”	Shanghai Qianyi Landscape Engineering Company Limited* (上海千頤景觀工程有限公司), a wholly foreign owned enterprise established in the People’s Republic of China with limited liability on 26 December 2013, and an indirect wholly-owned subsidiary of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 25 June 2014 which became unconditionally effective on the Listing Date, the principal terms of which are summarised in the subsection headed “Share Option Scheme – Summary of terms” in Appendix V to the Prospectus
“Shareholders”	holder(s) of our Share(s) from time to time
“Shares”	ordinary shares of HK\$0.025 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules

In this annual report, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “\*” is for identification purpose only.