

TIL ENVIRO LIMITED

達力環保有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 1790



ANNUAL REPORT

2023

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Corporate Information

BOARD OF DIRECTORS

Chairman and Non-executive Director

Mr. Lim Chin Sean

Executive Director

Mr. Wong Kok Sun

Independent Non-executive Directors

Mr. Tan Yee Boon

Mr. Hew Lee Lam Sang

Mr. Tam Ka Hei Raymond

AUDIT COMMITTEE

Mr. Hew Lee Lam Sang (*Chairman*)

Mr. Lim Chin Sean

Mr. Tam Ka Hei Raymond

REMUNERATION COMMITTEE

Mr. Tan Yee Boon (*Chairman*)

Mr. Tam Ka Hei Raymond

Mr. Hew Lee Lam Sang

NOMINATION COMMITTEE

Mr. Lim Chin Sean (*Chairman*)

Mr. Tam Ka Hei Raymond

Mr. Tan Yee Boon

AUTHORISED REPRESENTATIVES

Mr. Wong Kok Sun

Ms. Tsui Sum Yi

COMPANY SECRETARY

Ms. Tsui Sum Yi (*ACG, HKACG*)

AUDITOR

PricewaterhouseCoopers

(*Certified Public Accountants and Registered
Public Interest Entity Auditor*)

REGISTERED OFFICE IN CAYMAN ISLANDS

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

HEADQUARTERS

Unit 08, Level 61, CITIC Plaza

No. 233 Tianhe North Road

Tianhe District, Guangzhou

Guangdong Province

The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1603, 16/F

China Building, 29 Queen's Road Central

Central

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712–1716, 17th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

Corporate Information

PRINCIPAL BANKER

Bank of Communications Yinchuan Xita Sub-branch
No. 51 Xinhua West Road
Xingqing District
Yinchuan 750001
Ningxia
The PRC

LEGAL ADVISER AS TO HONG KONG LAWS

Loong & Yeung

STOCK CODE

1790 (*listed on the Main Board of
The Stock Exchange of Hong Kong Limited*)

COMPANY WEBSITE

www.tilenviro.com

Chairman's Statement

On behalf of the Board, it is my pleasure to present to you our annual report and the audited financial statements of the Company and its subsidiaries (the "**Group**") for the Reporting Period.

2023 was a year of full reopening from the coronavirus ("**COVID-19**") related restrictions. China's gross domestic product has expanded to approximately 5.2%.¹ Growth in China rebounded early of the year following the lifting of COVID-19 related restrictions, as consumer spending and domestic travel increased.²

The economic growth eased through the middle of the year. This was partly caused by a decline in the property sector as property prices and sales fell. This has led to the contraction of real estate investment. The growth of infrastructure investment was also slower than the pre-pandemic average rates.¹

Nonetheless, the economic slowdown was partially offset by the implementation of several stimulus measures such as cuts in interest rates and reduction of banks' reserve requirement ratios ("**RRR**").¹ The central government of China also issued sovereign bonds with the proceeds earmarked to support infrastructure spending.²

BUSINESS REVIEW

For the Reporting Period, the total quantity of water effluent treated was approximately 80.4 million cubic metres, representing an increase of approximately 1.8 million cubic metres or approximately 2.3%, from the year ended 31 December 2022 at approximately 78.6 million cubic metres. This was mainly due to overall higher inflow of wastewater during the Reporting Period.

Our Group recorded a revenue of approximately HK\$180.4 million for the Reporting Period, representing a decrease of approximately HK\$33.0 million or approximately 15.5% (2022: HK\$213.4 million). The decrease was primarily attributable to lower revenue derived from the wastewater treatment operation services by approximately HK\$26.5 million caused by the forecasted cash flow ("**FCF**") variance computed in the HK(IFRIC)-Int 12 ("**IFRIC 12**") model.

The profit after tax ("**PAT**") for the Reporting Period was approximately HK\$73.3 million, representing an increase of approximately HK\$5.2 million or approximately 7.6% (2022: HK\$68.1 million). The increase was primarily attributable to the higher other gains, net by approximately HK\$28.3 million, resulted from the remeasurement gain on receivable under service concession arrangement, net of impairment loss on intangible assets.

SHAREHOLDER VALUE AND CRAFTING A SUSTAINABLE FUTURE

Our share price ended slightly lower than where it started at the beginning of the year, closing at market price of HK\$0.54 as at 29 December 2023. It represents a decrease of approximately 1.8%, as compared to the opening market price of HK\$0.55 as at 3 January 2023.

¹ Source: *Global Economic Prospects — January 2024*, World Bank Group

² Source: *Global Economic Outlook — December 2023*, Fitch Ratings

Chairman's Statement

We anticipate that we will be embracing another challenging year with the uncertainties in the domestic and global market sentiments resulted from the looming economic slowdown in China, Russia-Ukraine conflict, as well as the US-China trade tension. Amid the challenging external factors that may affect our business in the coming years, our long-term view remains positive backed by our position as a long-term concessionaire.

PROSPECTS

For the year 2024, China's economy is expected to grow by approximately 4.6%.¹ It would be the slowest expansion in over three decades outside the pandemic-affected years.²

Consumer spending is expected to weaken due to the increased economic uncertainty. Investment growth is expected to remain subdued caused by the lingering tension in the property sector, after construction starts fell to the lowest level since 2006. Trade growth is also expected to remain weak, with soft global demand weighing on exports and slower domestic demand growth hindering imports.²

However, it is expected that there would be further monetary policy easing in 2024 such as RRR and interest rate cuts to partially offset the economic slowdown.³ The central government of China is also expected to provide further support to boost infrastructure spending.²

During the Reporting Period, there were delays in finalising the new tariff and new basic volume with the local authority, as well as finalising the compensation agreement with Municipal Administration of Yinchuan* (銀川市市政管理局) ("**Yinchuan Municipal**") regarding the closing down of Plant 1, resulted from the change of the leadership within the local government.

Our Group's strategy for the year 2024 is to remain focused on finalising the new tariff and new basic volume with the local authority for the expansion and/or upgrading works done on Plant 2 Phase 1, Plant 4 Phase 1 (*upgrading works*) and Plant 4 Phase 2 (*expansion works*), respectively. The new tariff would enhance the revenue of our Group, leading to positive contribution to our Group's performance. We will continue to follow up closely with the local authorities on this matter.

Furthermore, our Group will remain focused on finalising the compensation agreement with Yinchuan Municipal. We will ensure that our legal entitlements under the Concession Agreement are safeguarded and the Plant 1 compensation amount shall be computed based on the formula stated in the Concession Agreement. We will continue to follow up closely with Yinchuan Municipal on this matter.

Operationally, our Group will continue to strengthen our mission of ensuring stable operation, stable outflow of treated wastewater as per required discharge standards (穩定達標排放) under the Concession Agreement entered with the local government of Yinchuan. Our Group will also continue to focus on cost optimisation and increase efficiency in managing our Wastewater Treatment Plants.

Our Group is also eyeing for potential merger and acquisition opportunities for wastewater treatment assets in Yinchuan, Ningxia and other regions within the PRC with the aim of strengthening our footprint in the PRC and the region.

Looking ahead, we are of the view that the outlook of the wastewater treatment industry will remain positive. Accordingly, we are cautiously optimistic of the financial performance of our Group for the financial year ending 31 December 2024.

¹ Source: *World Economic Outlook — January 2024, International Monetary Fund*

² Source: *Global Economic Prospects — January 2024, World Bank Group*

³ Source: *Global Economic Outlook — December 2023, Fitch Ratings*

Chairman's Statement

APPRECIATION

Last but not least, on behalf of the Board, I would like to take this opportunity on behalf of the Board to express our sincere appreciation to our management team and our pool of talented staff whose devotion and contribution have been vital to the Group's success. Together, we shall strive for further growth and future success of our Group.

At the same time, we are deeply grateful to all our stakeholders, including our customers, suppliers, business partners, regulatory authorities and financiers for their unwavering support and trust. Finally, to our Shareholders, thank you for having faith and belief in us. We will remain dedicated to enhancing our Shareholders' value by continuing to grow the business sustainably.

TIL Enviro Limited

Lim Chin Sean

Chairman

Hong Kong, 26 March 2024

Definitions

In this annual report, unless the context other requires, the following terms shall have the meanings set forth below.

“AGM”	an annual general meeting of the Company
“Articles of Association” or “Articles”	the second amended and restated articles of association of our Company adopted on 29 June 2022 and as amended from time to time
“Board”	our board of Directors
“Company”	TIL Enviro Limited (達力環保有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 17 April 2018, whose Shares are listed on the Main Board of the Stock Exchange
“Concert Party Deed”	a confirmatory deed in relation to parties acting in concert dated 11 April 2018 entered into between Mr. Lim Chee Meng and Mr. Lim Chin Sean to confirm and record the agreement and understanding between the parties for the acknowledgement of their acting in concert (<i>having the meaning as ascribed to it under the Takeovers Code</i>)
“Concession Agreement”	the Original Concession Agreement as supplemented by the Framework Agreement
“Director(s)”	the director(s) of our Company
“Framework Agreement”	a framework agreement dated 31 May 2014 entered into between Yinchuan Construction Bureau and TYW in respect of certain upgrading and expansion works to be carried out by TYW further to those provided under the Original Concession Agreement
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“LGB Group”	the family business of our controlling shareholders, which were involved in a number of industry sectors, such as (i) public utilities and infrastructure; (ii) construction and engineering; and (iii) property development and investment etc.
“Listing”	the listing and the commencement of trading and dealing of our Shares on the Main Board of the Stock Exchange
“Listing Date”	being 29 November 2018, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplement or modified from time to time

Definitions

“Main Board”	the stock market (<i>excluding the options market</i>) operated by the Stock Exchange which is independent from and operated in parallel with GEM operated by the Stock Exchange
“Memorandum of Association” or “Memorandum”	the second amended and restated memorandum of association of our Company adopted on 29 June 2022 and as amended from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Ningxia”	Ningxia Hui Autonomous Region* (寧夏回族自治區), the PRC
“Original Concession Agreement”	the concession agreement dated 21 September 2011 entered into between TYW and Yinchuan Construction Bureau pursuant to which TYW was granted a concession right for a term of 30 years from 21 September 2011 to 20 September 2041 to, among other things, operate, manage and maintain our four Wastewater Treatment Plants to provide wastewater treatment services in Yinchuan and undertake upgrading and expansion works (<i>where applicable</i>) on the facilities
“Plant 1” or “Yinchuan Wastewater Treatment Plant 1”	<p>Yinchuan Wastewater Treatment Plant No. 1 (銀川市第一污水處理廠) operated and managed by TYW pursuant to the Concession Agreement, which is located at Bali Bridge, Manchun Town, Xingqing District, Yinchuan* (銀川市興慶區滿春鄉八里橋)</p> <p>Due to the rapid urbanisation in Yinchuan city, Plant 1 has ceased operations on 14 July 2021 and it was subsequently closed down on 14 October 2021.</p>
“Plant 2” or “Yinchuan Wastewater Treatment Plant 2”	Yinchuan Wastewater Treatment Plant No. 2 (銀川市第二污水處理廠) operated and managed by TYW pursuant to the Concession Agreement, which is located at Liziyuan North Road, Xixia District, Yinchuan* (銀川市西夏區麗子園北路)
“Plant 3” or “Yinchuan Wastewater Treatment Plant 3”	Yinchuan Wastewater Treatment Plant No. 3 (銀川市第三污水處理廠) operated and managed by TYW pursuant to the Concession Agreement, which is located at South of Jingtian East Road, Xixia District, Yinchuan* (銀川市西夏區經天東路以南)
“Plant 4” or “Yinchuan Wastewater Treatment Plant 4”	Yinchuan Wastewater Treatment Plant No. 4 (銀川市第四污水處理廠) operated and managed by TYW pursuant to the Concession Agreement, which is located at Ping Fu Qiao Village, Fengdeng Town, Jinfeng District, Yinchuan* (銀川市金鳳區豐登鎮平伏橋村)
“PRC” or “China”	the People’s Republic of China
“Prospectus”	the prospectus of our Company dated 31 October 2018 (<i>as supplement by the supplemental prospectus of our Company dated 14 November 2018 (the “Supplemental Prospectus”)</i>) in relation to the initial public offering and the listing of the Shares on the Stock Exchange
“Reporting Period”	1 January 2023 to 31 December 2023

Definitions

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“TYW”	Taliworks (Yinchuan) Wastewater Treatment Co.* (達力(銀川)污水處理有限公司), a company established with limited liability under the laws of the PRC on 6 May 2011, a wholly-owned and operating subsidiary of our Company
“Wastewater Treatment Plants”	Plant 2, Plant 3 and Plant 4
“Yinchuan Construction Bureau”	Bureau of Housing and Urban-Rural Development of Yinchuan* (銀川市住房和城鄉建設局), formerly known as Construction Bureau of Yinchuan* (銀川市建設局)
“Yinchuan Treasury Bureau”	Finance Bureau of Yinchuan (銀川市財政局)
“%”	per cent
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“SG\$”	Singapore dollars, the lawful currency of Singapore
“US\$”	United States dollars, the lawful currency of the United States of America

If there is any inconsistency between the Chinese names of entities or enterprises established in China and their English translations, the Chinese names shall prevail. The English translations of official Chinese names which are marked with “” are for identification purpose only.*

Management Discussion and Analysis

BUSINESS REVIEW

We are a wastewater treatment service provider operating and managing three wastewater treatment facilities located in Yinchuan, being the capital city of Ningxia, the PRC, providing wastewater treatment services to the local government. We operate and manage our Wastewater Treatment Plants on a Transfer — Operate — Transfer (“TOT”) basis for 30 years since September 2011. We also undertake the upgrading and expansion of our wastewater treatment facilities to achieve higher wastewater discharge standards and to increase our designed treatment capacities.

As at 31 December 2023, our aggregate daily wastewater treatment capacity was 375,000 cubic metres per day pursuant to the cessation of Plant 1 operations and the discharge standard for all Wastewater Treatment Plants were Class IA (275,000 cubic metres per day) and Quasi Surface Water Standard Class IV (準四類水標準) (100,000 cubic metres per day).

For the Reporting Period, the total quantity of wastewater treated was approximately 80.4 million cubic metres, representing an increase of approximately 1.8 million cubic metres or approximately 2.3%, from the year ended 31 December 2022 at approximately 78.6 million cubic metres. This was mainly due to the overall higher inflow of wastewater during the Reporting Period.

Our Group has actively adhered to all the prescribed discharge standards/parameters set in the national policies throughout the Reporting Period and had not encountered any material quality problems or disruption with respect to our wastewater treatment services.

During the Reporting Period, the Group reported revenue and PAT of approximately HK\$180.4 million and HK\$73.3 million, respectively. The revenue was lower than the preceding year revenue of approximately HK\$213.4 million. However, the PAT was higher than the preceding year PAT of approximately HK\$68.1 million.

The lower revenue for the Reporting Period was primarily attributable to the lower revenue derived from the wastewater treatment operation services by approximately HK\$26.5 million caused by the FCF variance computed in the IFRIC 12 model. Please refer to the section headed “Financial Review — Revenue” in this annual report for further analysis.

The higher PAT for the Reporting Period was primarily attributable to the higher other gains, net by approximately HK\$28.3 million, resulted from the remeasurement gain on receivable under service concession arrangement, net of impairment loss on intangible assets. Please refer to the section headed “Financial Review — Other Gains/(Losses), net” in this annual report for further analysis.

Management Discussion and Analysis

DEVELOPMENT STRATEGY AND PROSPECTS

For the year 2024, China's economy is expected to grow by approximately 4.6%.¹ It would be the slowest expansion in over three decades outside the pandemic-affected years.²

Consumer spending is expected to weaken due to the increased economic uncertainty. Investment growth is expected to remain subdued caused by the lingering tension in the property sector, after construction starts fell to the lowest level since 2006. Trade growth is also expected to remain weak, with soft global demand weighing on exports and slower domestic demand growth hindering imports.²

However, it is expected that there would be further monetary policy easing in 2024 such as RRR and interest rate cuts to partially offset the economic slowdown.³ The central government of China is also expected to provide further support to boost infrastructure spending.²

During the Reporting Period, there were delays in finalising the new tariff and new basic volume with the local authority, as well as finalising the compensation agreement with Yinchuan Municipal regarding the closing down of Plant 1, resulted from the change of the leadership within the local government.

Our Group's strategy for the year 2024 is to remain focused on finalising the new tariff and new basic volume with the local authority for the expansion and/or upgrading works done on Plant 2 Phase 1, Plant 4 Phase 1 (*upgrading works*) and Plant 4 Phase 2 (*expansion works*), respectively. The management will continue to follow up closely with the local authorities on this matter.

Besides that, our Group will remain focused on finalising the compensation agreement with Yinchuan Municipal regarding the closing down of Plant 1. The management will continue to follow up closely with Yinchuan Municipal on this matter.

Operationally, our Group will continue to strengthen our mission of ensuring stable operation, stable outflow of treated wastewater as per required discharge standards (穩定達標排放) under the Concession Agreement entered with the local government of Yinchuan. Our Group will also continue to focus on cost optimisation and increase efficiency in managing our Wastewater Treatment Plants.

Our Group is also eyeing for potential merger and acquisition opportunities for wastewater treatment assets in Yinchuan, Ningxia and other regions within the PRC with the aim of strengthening our footprint in the PRC and the region.

¹ Source: *World Economic Outlook — January 2024*, International Monetary Fund

² Source: *Global Economic Prospects — January 2024*, World Bank Group

³ Source: *Global Economic Outlook — December 2023*, Fitch Ratings

Management Discussion and Analysis

FINANCIAL REVIEW

Results of Operations

The following table sets out a summary of consolidated statement of comprehensive income of our Group for the years indicated:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Revenue	180,353	213,351
Cost of sales	(66,244)	(68,971)
Gross profit	114,109	144,380
Other income	2,519	3,274
Other gains/(losses), net	22,767	(5,474)
General and administrative expenses	(15,605)	(16,288)
Finance costs	(32,873)	(39,128)
Profit before taxation	90,917	86,764
Income tax expense	(17,657)	(18,637)
Profit for the year	73,260	68,127
Other comprehensive loss	(36,040)	(110,140)
Total comprehensive income/(loss) for the year	37,220	(42,013)

Management Discussion and Analysis

Revenue

Our Group's revenue is derived from (i) wastewater treatment operation services; and (ii) finance income from service concession arrangement, despite that we generally only receive payments for our services rendered during the operational phase.

Our revenue decreased from approximately HK\$213.4 million for the year ended 31 December 2022 to approximately HK\$180.4 million for the Reporting Period, representing a decrease of approximately HK\$33.0 million or approximately 15.5%.

Further analysis on the revenue is set out below:

- revenue derived from the wastewater treatment operation services decreased from approximately HK\$91.1 million for the year ended 31 December 2022 to approximately HK\$64.6 million for the Reporting Period, representing a decrease of approximately HK\$26.5 million or approximately 29.1%.

The decrease was primarily attributable to the FCF variance computed in the IFRIC 12 model, as shown in the table below:

FCF Variance	2023 HK\$'000	2022 HK\$'000	Difference HK\$'000
FCF loss	(38,962)	(12,023)	(26,939)

- revenue derived from the finance income from service concession arrangement decreased from approximately HK\$122.3 million for the year ended 31 December 2022 to approximately HK\$115.8 million for the Reporting Period, representing a decrease of approximately HK\$6.5 million or approximately 5.3%, which was primarily attributable to the: (i) lower opening balance of receivable under the service concession arrangement; and (ii) depreciation of the functional currency, RMB against the reporting currency, HK\$ during the Reporting Period (31 December 2023 RMB/HK\$ average rate: 1.1079; 31 December 2022 RMB/HK\$ average rate: 1.1664).

Cost of sales

Our cost of sales decreased from approximately HK\$69.0 million for the year ended 31 December 2022 to approximately HK\$66.2 million for the Reporting Period, representing a decrease of approximately HK\$2.8 million or approximately 4.1%, which was primarily attributable to the decrease in costs of wastewater treatment operation, further analysis of which is set out below:

- costs of wastewater treatment operation decreased from approximately HK\$48.6 million for the year ended 31 December 2022 to approximately HK\$45.0 million for the Reporting Period, representing a decrease of approximately HK\$3.6 million or approximately 7.4%. The decrease was mainly attributable to lower chemical costs by approximately HK\$3.4 million; and
- the remaining cost of sales, which consisted primarily of employee benefit expenses, depreciation and amortisation expenses, repair and maintenance expenses and other costs, recorded an increase from approximately HK\$20.4 million for the year ended 31 December 2022 to approximately HK\$21.2 million for the Reporting Period, representing an increase of approximately HK\$0.8 million or approximately 3.9%. The increase was mainly attributable to higher repair and maintenance expenses by approximately HK\$1.2 million.

Management Discussion and Analysis

Gross profit and gross profit margin

Our gross profit decreased from approximately HK\$144.4 million for the year ended 31 December 2022 to approximately HK\$114.1 million for the Reporting Period, representing a decrease of approximately HK\$30.3 million or approximately 21.0%, which was primarily attributable to the decrease in revenue derived from the wastewater treatment operation services during the Reporting Period.

Our gross profit margin decreased from approximately 67.7% for the year ended 31 December 2022 to approximately 63.2% for the Reporting Period.

Other income

Other income decreased from approximately HK\$3.3 million for the year ended 31 December 2022 to approximately HK\$2.5 million for the Reporting Period, representing a decrease of approximately HK\$0.8 million, or approximately 24.2%. The decrease was mainly attributable to the lower interest income by approximately HK\$0.4 million.

Other gains/(losses), net

Our Group recorded other gains, net of approximately HK\$22.8 million for the Reporting Period, representing an increase of approximately HK\$28.3 million or approximately 514.5%, from other losses, net of approximately HK\$5.5 million for the year ended 31 December 2022. Such increase in the other gains, net balance was mainly attributable to the remeasurement gain on receivable under service concession arrangement of approximately HK\$84.4 million, which was partially offsetted by the impairment loss on intangible assets of approximately HK\$61.2 million.

General and administrative expenses

General and administrative expenses decreased from approximately HK\$16.3 million for the year ended 31 December 2022 to approximately HK\$15.6 million for the Reporting Period, representing a decrease of approximately HK\$0.7 million or approximately 4.3%. Such decrease was primarily due to lower employee benefit expenses by approximately HK\$1.0 million during the Reporting Period.

Finance costs

Finance costs decreased from approximately HK\$39.1 million for the year ended 31 December 2022 to approximately HK\$32.9 million for the Reporting Period, representing a decrease of approximately HK\$6.2 million, or approximately 15.9%. Such decrease was primarily attributable to lower interest expenses on borrowings by approximately HK\$6.2 million during the Reporting Period, resulted from: (i) downward revision of the 5-year People's Bank of China loan prime rate; and (ii) the repayment of bank borrowings of approximately HK\$84.2 million during the Reporting Period.

Management Discussion and Analysis

Income tax expense

We incurred income tax expense of approximately HK\$18.6 million for the year ended 31 December 2022 and approximately HK\$17.7 million for the Reporting Period, representing a decrease of approximately HK\$0.9 million or approximately 4.8%, at effective tax rates of approximately 21.4% and 19.5%, respectively. The low effective tax rate was mainly attributable to the decrease in non-deductible expenses during the Reporting Period.

Profit and total comprehensive income for the year

As a result of the foregoing factors, our profit for the year increased from approximately HK\$68.1 million for the year ended 31 December 2022 to approximately HK\$73.3 million for the Reporting Period, representing an increase of approximately HK\$5.2 million, or approximately 7.6%.

The total comprehensive income for the Reporting Period amounted to approximately HK\$37.2 million as compared to total comprehensive loss of approximately HK\$42.0 million for the year ended 31 December 2022. The difference between the profit for the year and the total comprehensive income for the year was due to the currency translation differences from the translation of RMB, being the functional currency to HK\$, being the reporting currency (31 December 2023 RMB/HK\$ closing rate: 1.1003; 31 December 2022 RMB/HK\$ closing rate: 1.1307).

Earnings per Share

For the Reporting Period, the earnings per Share for profit attributable to owners of the Company (*basic and diluted*) was HK\$0.07 per Share (2022: HK\$0.07 per Share).

Receivable under service concession arrangement

Our receivable under service concession arrangement that were classified as (i) current assets were approximately HK\$687.2 million and HK\$439.9 million as at 31 December 2022 and 31 December 2023, respectively; and (ii) non-current assets were approximately HK\$1,063.4 million and HK\$1,317.5 million as at 31 December 2022 and 31 December 2023, respectively.

Our total receivable under service concession arrangement amounted to approximately HK\$1,750.6 million and HK\$1,757.4 million as at 31 December 2022 and 31 December 2023, respectively. This represented a decrease of approximately HK\$6.8 million or approximately 0.4%, primarily due to the FCF variance computed in the IFRIC 12 model.

Trade and other receivables

Our Group's trade and other receivables decreased by approximately HK\$17.7 million, or approximately 4.4%, to approximately HK\$383.1 million for the Reporting Period from approximately HK\$400.8 million as at 31 December 2022. The decrease was primarily attributable to the decrease of trade receivables by approximately HK\$17.0 million, resulted from the collection of wastewater treatment service fees from the local authorities of approximately HK\$216.6 million (*equivalent to approximately RMB196.9 million*) during the Reporting Period.

Management Discussion and Analysis

Cash and bank balances

Our Group's cash and bank balances increased by approximately HK\$8.1 million, or approximately 9.9%, to approximately HK\$90.0 million for the Reporting Period as compared to approximately HK\$81.9 million as at 31 December 2022. The increase in cash on bank balances was due to the collection of wastewater treatment service fees from the local authorities of approximately HK\$216.6 million (equivalent to approximately RMB196.9 million) during the Reporting Period. The cash and bank balances were denominated in HK\$, RMB, SG\$ and US\$.

Borrowings

As at 31 December 2023, our Group had bank borrowings, which were denominated in RMB, of approximately HK\$713.2 million (31 December 2022: HK\$799.7 million), represented by short-term working capital loans of approximately HK\$19.2 million (31 December 2022: HK\$19.0 million) and long-term loans of approximately HK\$694.0 million (31 December 2022: HK\$780.7 million), which were denominated in RMB. This represented a decrease of approximately HK\$86.5 million or approximately 10.8%.

The decrease in borrowings was primarily due to: (i) the repayment of short-term working capital loans of approximately HK\$18.5 million and long-term loans of approximately HK\$65.7 million during the Reporting Period; and (ii) the depreciation of the functional currency, RMB against the reporting currency, HK\$ during the Reporting Period (31 December 2023 RMB/HK\$ closing rate: 1.1003; 31 December 2022 RMB/HK\$ closing rate: 1.1307).

Liquidity and Capital Resources

Our principal liquidity and capital requirements are primarily related to costs and expenses from business operations, as well as purchase of equipment, if any. As at 31 December 2023, the net current assets and net assets of our Group amounted to approximately HK\$609.8 million and HK\$1,359.3 million, respectively (31 December 2022: net current assets and net assets of approximately HK\$821.0 million and HK\$1,322.0 million, respectively).

Gearing Ratio

As at 31 December 2023, the gearing ratio (calculated by net debts divided by total equity; net debts include total borrowings minus cash and bank balances) was approximately 45.8% (31 December 2022: approximately 54.3%).

Contingent Liabilities

Our Group did not have any material contingent liabilities or outstanding litigation as at 31 December 2023.

Off-balance Sheet Arrangements

As at 31 December 2023, save as disclosed, we have not, nor do we expect, to enter into, any off-balance sheet arrangements. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as owners' equity. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

Initial Public Offering and Use of Proceeds

The Shares were listed on the Main Board of the Stock Exchange on 29 November 2018 and the Company issued 250,000,000 Shares of par value of HK\$0.01 per share with the offer price of HK\$0.58 per Share (the "Share Offer"). The total issuance size (before deducting the expenses) amounted to approximately HK\$145.0 million. The net proceeds from the Share Offer received by the Company, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Share Offer, were approximately HK\$104.7 million.

The net proceeds have been/will be applied in accordance with the proposed application as disclosed in the Supplemental Prospectus. For details, please refer to the sub-section headed "Report of Directors — Use of Proceeds from Share Offer".

Management Discussion and Analysis

Foreign Currency Risk

Our Group principally operates in the PRC with most of the transactions being settled in RMB, which is the functional currency of most of the group entities. Foreign currency risk arises from the recognised assets and liabilities and net investments in foreign operations. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through financing activities denominated in the relevant foreign currencies, including the US\$ (the "**Non-functional Currency**").

Fluctuations in exchange rates between the functional currencies of respective group entities and Non-functional Currency in which our group entities conduct business may affect our Group's financial position and results of operations. Our Group seeks to limit its exposure to foreign currency risk by closely monitoring and minimising its net foreign currency position.

Charges on the Group's Assets

As at 31 December 2023, the Group's borrowings are secured by contractual rights to receive revenue generated by the Group and the land use right granted by the government in relation to the parcel of land at which our Wastewater Treatment Plants are situated.

Employees and Remuneration Policies

Our Group had 129 full-time employees as at 31 December 2023 (2022: 127). Remuneration is determined on various factors such as their work experience, educational background, qualifications or certifications possessed.

The compensation package for our employees generally comprises basic wages, over-time work allowances, bonuses, retirement benefits and other staff benefits. We conduct annual review of the performance of our employees for determining the level of bonus, salary adjustment and promotion of our employees. For the year ended 31 December 2023, our employee benefit expenses were approximately HK\$20.8 million (2022: HK\$22.0 million). Our Company has adopted a share option scheme pursuant to which the Directors and employees of our Group are entitled to participate.

Material Acquisitions and Disposals

During the year ended 31 December 2023, our Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

Significant Investments Held

As at 31 December 2023, our Group had no significant investments.

Future Plans for Material Investments

Our Group did not have any plans for material investments and capital assets as at 31 December 2023.

Events after the Reporting Period

Our Group has no material subsequent event after the Reporting Period and up to the date of this annual report.

Final Dividends

No final dividend has been recommended by the Board for the year ended 31 December 2023 and 2022, respectively.

Report of Directors

The Directors are pleased to present to the Shareholders their report together with the audited consolidated financial statements of our Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of our Company is investment holding. Its main subsidiary is principally engaged in wastewater treatment services and managing and operating four wastewater treatment facilities in Yinchuan, Ningxia, the PRC.

RESULTS AND APPROPRIATIONS

The results of our Group for the year ended 31 December 2023 are set out on pages 78 to 133 of this annual report. The Board did not recommend the payment of a final dividend for the year ended 31 December 2023.

BUSINESS REVIEW

A fair review of the business of our Group during the year and a discussion on our Group's future business development are set out in the sections headed "Chairman's Statement" on pages 4 to 6 and "Management Discussion and Analysis" on pages 10 to 17 of this annual report.

The above discussions form part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTY

Various risks and uncertainties that our Group may face are as follows:

- (i) our Group may not be able to renew our Concession Agreement upon its expiry and may not be able to secure new projects to sustain or grow our business;
- (ii) over 90% of our Group's revenue were from our Group's largest customer, Yinchuan Construction Bureau. In the event that the Concession Agreement is early terminated, it could have a material adverse impact on our business, financial condition and operational results;
- (iii) we recognise revenue from our wastewater treatment construction services for the upgrading and expansion works, but typically do not receive any actual payments in return for that until the operational phase of these upgraded and/or expanded parts, which may adversely affect our results of operations and liquidity, and our revenue may decline after all of the upgrading and expansion works have been completed; and
- (iv) our Group may not be granted revisions to our tariffs and/or basic volumes in a timely manner and we cannot guarantee that such revisions could fully cover the increase in our actual costs incurred in day-to-day operations as well as in our contemplated upgrading and expansion works which are capital intensive in nature.

Report of Directors

COMPLIANCE WITH LAWS AND REGULATIONS

Concerted efforts are exerted to ensure compliance with the laws and regulations of the jurisdictions in which our Group operates.

Health and Safety Compliance

Pursuant to national and local health and safety laws and regulations in the PRC, we are required to provide our employees with a safe working environment. Therefore, we have established comprehensive work place safety policies and guidelines for our employees. Each of our wastewater treatment facilities maintains its own emergency reporting system in case of safety hazards. Our employees are provided with protective gears and clothing within our Wastewater Treatment Plants. We also conduct regular inspection and maintenance checks on our equipment to ensure that they are in compliance with the applicable national or industrial standards in respect of their design, manufacturing, installation and use.

During the Reporting Period, we had complied with the applicable national and local occupational health and safety laws and regulations in all material respects and we had not been imposed any sanctions or penalties for any non-compliance with applicable laws and regulations on health and safety in the PRC.

Environmental Matters

We are subject to various laws and regulations regarding environmental protection and water quality of treated wastewater discharged from our Wastewater Treatment Plants. In carrying out the upgrading and expansion works at our Wastewater Treatment Plants, we are required under the relevant PRC laws to conduct environmental impact assessment and submit the relevant environmental impact assessment report on specific potential impact on the environment by the construction works and the design plan of pollution preventing facilities for approval by the relevant government authorities. In this connection, we will engage a licensed environmental impact assessment consultant to assist us to prepare the environmental impact assessment report prior to our commencement of the construction works for the upgrading and/or expansion of our Wastewater Treatment Plants. For our provision of wastewater treatment services, we have duly obtained a pollutant discharge permit for each of our Wastewater Treatment Plants in accordance with the PRC law. As a wastewater treatment service provider and pursuant to the Concession Agreement, we are obliged to ensure the wastewater treated by our facilities meets the relevant discharge standards. For this purpose, we have implemented various quality control measures.

We have implemented measures in the operation of our business to ensure compliance with applicable requirements under the PRC environmental laws and regulations. During the Reporting Period, we had not received any major claims or penalties for failing to comply with the relevant environmental-related licensing and environmental protection requirements.

Corporate Governance Compliance

On corporate governance, our Group complies with the requirements under the Listing Rules and the SFO for, among other things, the disclosure of information and corporate governance, and our Group has adopted the Model Code set out in Appendix C3 to the Listing Rules.

Report of Directors

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group's success also depends on the support from our employees, customers and suppliers.

Employees

Employees are regarded as important and valuable assets of our Group. The objective of our Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within our Group for career advancement.

The compensation package for our employees generally comprises basic wages, over-time work allowances, bonuses, retirement benefits and other staff benefits. We conduct annual review of the performance of our employees for determining the level of bonus, salary adjustment and promotion of our employees.

TYW has a labour union. During the Reporting Period, we have not experienced any strikes or other material labour disputes that have materially disrupted our operations. Our Directors believe that we have maintained a good working relationship with our employees.

Customers

Our largest major customer is Yinchuan Construction Bureau, a government authority of the PRC. Our Group provides professional and quality wastewater treatment service whilst maintaining long term profitability, business and asset growth.

Despite the fact that the most of our revenue has been contributed by our largest customer, Yinchuan Construction Bureau, and we only have one TOT project to operate and manage the Wastewater Treatment Plants under the Concession Agreement, our Directors believe that the reliance between us and Yinchuan Construction Bureau is mutual and complimentary in the manner that our customer also relies on our expertise, experience, funding capabilities and human resources we put into our operations to process wastewater generated in Yinchuan so as to facilitate the local government in achieving its goal in environmental protection and protect the livelihoods of the local communities. The sustainability of our business is further safeguarded by the fact that we have entered into the Concession Agreement with Yinchuan Construction Bureau for a fixed term of 30 years. During such concession period, we shall have an exclusive right to operate and manage our Wastewater Treatment Plants to provide our wastewater treatment services with a pre-agreed tariff and a contractually guaranteed basic volume of wastewater applicable to our individual Wastewater Treatment Plants for the purpose of calculation of our wastewater treatment service fees which guarantees us a stable level of incoming cash flow, provided that we are able to deliver our wastewater treatment services up to the required standards.

Suppliers

During the Reporting Period, our principal suppliers were construction contractors, design institutes and supervision agencies engaged by us to carry out our contemplated upgrading and expansion works, suppliers of chemicals used in our wastewater treatment processes and suppliers of materials for equipment maintenance and replacements. We have been working with our major suppliers for periods ranging from one year to more than five years.

It is our general policy to maintain a list of approved suppliers in order to avoid over-relying on a single supplier. We have stable business relationships with our suppliers and they are familiar with our demand on quantity and requirements as to the quality of the materials and equipment required by us. During the Reporting Period, we were able to purchase or seek quotations or select the suppliers from multiple suppliers for each type of materials, equipment and services and we did not experience any shortage of our major materials, equipment and we do not anticipate any difficulties in this regard in the foreseeable future.

Report of Directors

RESERVES

Details of movements in the reserves of our Group during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

Under the Companies Act of the Cayman Islands and the provisions of the Articles of Association, the Company's share premium account may be applied by the Company in paying distributions or dividend to Shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2023, the Company's reserves available for distribution to the Shareholders amounted to approximately HK\$601,263,000 (2022: approximately HK\$605,361,000).

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2023, our Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

BANK BORROWINGS

Details of the bank borrowings of our Group as at 31 December 2023 are set out in note 22 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in the share capital of our Company during the year are set out in note 21 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme" in this report, no equity-linked agreements were entered into during the year ended 31 December 2023 or subsisted at the end of the year.

PERMITTED INDEMNITY PROVISION

Pursuant to article 191 of the Articles of Association, subject to relevant laws, every Director shall be entitled to be indemnified and secured harmless out of the assets and profits of our Company against all actions, costs, charges, losses, damages and expenses which he/she may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

Report of Directors

DIRECTORS

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

Non-Executive Director

Mr. Lim Chin Sean (*Chairman*)

Executive Director

Mr. Wong Kok Sun

Independent Non-Executive Directors

Mr. Tan Yee Boon

Mr. Hew Lee Lam Sang

Mr. Tam Ka Hei Raymond

In accordance with the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years and, being eligible, offer themselves for re-election for the forthcoming year. Mr. Lim Chin Sean and Mr. Wong Kok Sun will retire at the forthcoming AGM and will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Our executive Director has entered into an appointment contract with our Company for a fixed term of one year, and each of our non-executive Director and independent non-executive Directors has entered into a service contract with our Company for a fixed term of three years. All Directors are subject to retirement by rotation and re-election at AGM of the Company at least once every three years. The appointment contract and service contracts can be terminated by giving not less than three months' notice in writing served by either our Company or the respective Director.

No Director has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration for the Directors and senior management comprises basic salary and discretionary bonus. Details of the amount of emoluments of Directors paid for the year ended 31 December 2023 are set out in note 10 to the consolidated financial statements.

The scope of the remuneration of the senior management officers is as follows:

Remuneration bands	Number of person(s)
HK\$0 to HK\$750,000	2
HK\$750,000 to HK\$1,500,000	1

Report of Directors

DIRECTORS' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of each Director of our Company in the Shares, underlying Shares and debentures of our Company or any of its associated corporations (*within the meaning of Part XV of the SFO*) as recorded in the register which have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or are required to be kept under Section 352 of the SFO or required to be notified to our Company and the Stock Exchange pursuant to the Model Code were as follows:

(i) Long position in the Shares

Name of Director	Capacity/Nature of interest	Number of Shares held/ interested in	Approximate Percentage of interest
Mr. Lim Chin Sean (<i>note</i>)	Interest held jointly with other persons; interest in a controlled corporation	750,000,000	75%

Note: Sparkle Century Group Limited ("**Sparkle Century**") is wholly-owned by LGB Group (HK) Limited ("**LGB (HK)**"), which is owned as to 70.00%, 25.00% and 5.00% by LGB (Malaysia) Sdn. Bhd. ("**LGB (Malaysia)**"), Mr. Lim Chee Meng and Mr. Lim Chin Sean, respectively. LGB (Malaysia) is owned as to 28.850%, 28.850%, 11.850%, 11.850%, 11.850%, 4.625% and 2.125% by Mr. Lim Chee Meng, Mr. Lim Chin Sean, Ms. Lim Shiak Ling, Ms. Lim Ai Ling, Ms. Lim Siew Ling, Ms. Geh Sok Lan (*also known as Ms. Goay Sook Lan*) and Ms. Lim Wang Ling, respectively. As a result of the Concert Party Deed, Mr. Lim Chee Meng and Mr. Lim Chin Sean are deemed, or taken to be, interested in all the Shares held by Sparkle Century for the purposes of the SFO.

(ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Capacity/Nature of interest	Number of shares held/ interested in	Percentage of interest
Mr. Lim Chin Sean (<i>note</i>)	Sparkle Century	Interest held jointly with other persons; interest in controlled corporation	2	100%
	LGB (HK)	Interest held jointly with other persons; interest in a controlled corporation	537,560,260	100%
	LGB (Malaysia)	Interest held jointly with other persons	11,540	57.7%

Note: Pursuant to Section 341(1) of the SFO, if certain conditions are met, the Directors are required to submit a disclosure of interest notice. In the event of changes in the shareholding of the Director in the associated corporation, the Director will not be required to notify the Company and the Stock Exchange unless certain conditions are met. Therefore, the latest shareholding of the Director in the associated corporation disclosed in this annual report may be different from the shareholding submitted to the Stock Exchange.

Save as disclosed above, as at 31 December 2023, none of the Directors of our Company had any interest or short position in the Shares, underlying Shares or debentures of our Company or any of its associated corporations (*within the meaning of Part XV of the SFO*) which are recorded in the register which have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or are required to be kept under Section 352 of the SFO or required to be notified to our Company and the Stock Exchange pursuant to the Model Code.

Report of Directors

SHARE OPTION SCHEME

On 4 October 2018, a share option scheme (the “**Share Option Scheme**”) was approved and adopted by the Shareholders, under which, options may be granted to any Eligible Participants (*as defined below*) to subscribe for Shares subject to the terms and conditions stipulated in the Share Option Scheme. Our Company has adopted the Share Option Scheme as an incentive to Directors and eligible employees. The Share Option Scheme shall be valid and effective for a period of 10 years commencing from 4 October 2018. The remaining term of the Share Option Scheme is approximately 4 years and 8 months.

The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives: (i) motivating the Eligible Participants to optimise their performance efficiency for the benefit of our Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of our Group.

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine to the following persons (the “**Eligible Participants**”): (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries; (ii) any directors (*including non-executive directors and independent non-executive directors*) of our Company or any of its subsidiaries; (iii) any advisers, consultants, suppliers, customers and agents to our Company or any of its subsidiaries; and (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to our Group, the assessment criteria of which are: (a) contribution to the development and performance of our Group; (b) quality of work performed for our Group; (c) initiative and commitment in performing his/her duties; and (d) length of service or contribution to our Group.

The maximum number of Shares which may be issued upon exercise of all options (*excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of our Company*) to be granted under the Share Option Scheme and any other share option scheme of our Company must not in aggregate exceed 100,000,000 Shares, being 10% of the total number of the Shares in issue as at the Listing Date.

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other scheme of our Company (*including both exercised and outstanding options*) to each participant in any 12-month period shall not exceed 1% of the total number of the Shares in issue for the time being. Any further grant of options in excess of the 1% limit shall be subject to shareholders’ approval in general meeting with such participant and his associates abstaining from voting.

An offer for the grant of option must be accepted within seven days from the offer date. Options granted shall be taken up upon payment of HK\$1.00 as consideration for the grant of option. Options may be exercised at any time from the date which option is deemed to be granted and accepted and expired on the date as the Board in its absolute discretion determine and which shall not exceed a period of 10 years from the date on which the share options are deemed to be granted and accepted but subject to the provisions for early termination thereof contained in the Share Option Scheme.

The subscription price for the ordinary shares under the Share Option Scheme shall be determined by the Board and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities; and (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant.

No share option has been granted by our Company and no share options were outstanding, lapsed, cancelled or exercised under the Share Option Scheme during the Reporting Period.

Report of Directors

SUBSTANTIAL SHAREHOLDER'S INTERESTS

As at 31 December 2023, according to the register kept by our Company under Section 336 of the SFO, the corporations or persons (*other than a Director of our Company*) had interests or short positions in the Shares or underlying Shares which fell to be disclosed to our Company under Divisions 2 and 3 of Part XV of the SFO were as follows:

Interests in the Shares of our Company

Name	Capacity/Nature of interest	Number of Shares held/ interested in ^(note 5)	Percentage of interest
Mr. Lim Chee Meng (<i>notes 1 & 2</i>)	Interest held jointly with other persons; interest in a controlled corporation	750,000,000 (L)	75%
LGB (Malaysia) (<i>note 1</i>)	Interest in a controlled corporation	750,000,000 (L)	75%
LGB (HK) (<i>note 1</i>)	Interest in a controlled corporation	750,000,000 (L)	75%
Sparkle Century	Beneficial owner	750,000,000 (L)	75%
Ms. Lee Li May (<i>note 3</i>)	Interest of spouse	750,000,000 (L)	75%
Ms. Cheong Sze Theng (<i>note 4</i>)	Interest of spouse	750,000,000 (L)	75%

Notes:

- LGB (Malaysia) beneficially owns 70% of the entire issued share capital of LGB (HK), which beneficially owns 100% of the issued share capital of Sparkle Century. As such, each of LGB (Malaysia) and LGB (HK) is deemed, or taken to be, interested in all the Shares held by Sparkle Century for the purposes of the SFO.
- Sparkle Century is wholly-owned by LGB (HK), which is owned as to 70.00%, 25.00% and 5.00% by LGB (Malaysia), Mr. Lim Chee Meng and Mr. Lim Chin Sean, respectively. LGB (Malaysia) is owned as to 28.850%, 28.850%, 11.850%, 11.850%, 11.850%, 4.625% and 2.125% by Mr. Lim Chee Meng, Mr. Lim Chin Sean, Ms. Lim Shiak Ling, Ms. Lim Ai Ling, Ms. Lim Siew Ling, Ms. Geh Sok Lan (*also known as Ms. Goay Sook Lan*) and Ms. Lim Wang Ling, respectively. As a result of the Concert Party Deed, Mr. Lim Chee Meng and Mr. Lim Chin Sean are deemed, or taken to be, interested in all the Shares held by Sparkle Century for the purposes of the SFO.
- Ms. Lee Li May is the spouse of Mr. Lim Chee Meng and is therefore deemed to be interested in 750,000,000 Shares in which Mr. Lim Chee Meng has, or is deemed to have, for the purpose of the SFO.
- Ms. Cheong Sze Theng is the spouse of Mr. Lim Chin Sean and is therefore deemed to be interested in 750,000,000 Shares in which Mr. Lim Chin Sean has, or is deemed to have, for the purpose of the SFO.
- The letter "L" denotes the person's long position in the Shares.

Save as disclosed above, as at 31 December 2023, no other person (*other than a Director of our Company*) had registered an interest or short position in the Shares or underlying Shares of our Company which fell to be disclosed to our Company under Divisions 2 and 3 of Part XV of the SFO.

Report of Directors

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the related party transactions as disclosed in note 26 to the consolidated financial statements, there were no other transactions, arrangements or contracts of significance in relation to the business of our Group in which a Director or any of his connected entity was materially interested, whether directly or indirectly, subsisted at any time during the year ended 31 December 2023.

MANAGEMENT CONTRACTS

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

RELATED PARTY TRANSACTIONS

The significant related party transactions that did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules made during the year ended 31 December 2023 were disclosed in note 26 to the consolidated financial statements.

COMPETING INTEREST

There were no Directors or their respective close associates had engaged in or had any interest in any business which, directly or indirectly, competes or may compete with the business of our Group as at 31 December 2023 or at any time during the year ended 31 December 2023.

DEED OF NON-COMPETITION

Each of LGB (Malaysia), Mr. Lim Chee Meng, Mr. Lim Chin Sean, Ms. Lim Shiak Ling, Ms. Lim Ai Ling, Ms. Lim Siew Ling, Ms. Geh Sok Lan, Ms. Lim Wang Ling, LGB (HK) and Sparkle Century (the "**Covenantors**") has entered into a deed of non-competition ("**Deed of Non-competition**") on 4 October 2018 with the Company, to the effect that each of the Covenantors will not directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with the business of our Group from time to time.

Our Company has received the annual confirmation of the Covenantors in respect of their compliance with the non-competition undertakings under the Deed of Non-competition during the year ended 31 December 2023. The independent non-executive Directors also reviewed the Covenantors' compliance with the non-competition undertakings.

The independent non-executive Directors confirmed that the Covenantors were not in breach of the non-competition undertakings during the year ended 31 December 2023.

PURCHASE, SALE OR REDEMPTION OF OUR COMPANY'S SECURITIES

None of our Company or any of its subsidiaries had purchased, sold or redeemed any of its listed securities during the year ended 31 December 2023.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association although there is no restriction against such rights under the laws in the Cayman Islands.

TAX RELIEF AND EXEMPTION

Our Company is not aware of any relief on taxation available to the Shareholders by reason of their holding of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

Report of Directors

CORPORATE GOVERNANCE REPORT

The corporation governance report of our Group during the year ended 31 December 2023 is set out in the section headed “Corporate Governance Report” on pages 29 to 46 of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, sales to our Group’s five largest customers accounted for approximately 100% of our sales and sales to our Group’s largest customer included therein accounted for approximately 100%.

During the year ended 31 December 2023, purchase from our Group’s five largest suppliers accounted for approximately 73% of our total purchases and purchase from our Group’s largest supplier included therein accounted for approximately 28%.

To the best knowledge of the Directors, none of the Directors, their close associates or any Shareholder (*which to the knowledge of the Directors own more than 5% of the Shares in issue*) had an interest in our Group’s five largest customers or suppliers.

USE OF PROCEEDS FROM SHARE OFFER

The Shares of our Company were listed on the Main Board of the Stock Exchange on 29 November 2018 with net proceeds received by our Company from the Share Offer in the estimated amount of HK\$104.7 million after deducting underwriting commissions and all related estimated expenses. The net proceeds received from the Share Offer are intended to be used in the manner consistent with that mentioned in the paragraph headed “Future Plans and Use of Proceeds” of the Supplemental Prospectus.

The following table sets forth the status of the use of proceeds from the Share Offer up to 31 December 2023:

	Net proceeds (HK\$ million)												
	Utilised			Utilised		Further revised			Utilised		Utilised		Balance as at
	amount from	Revised	amount from	Unutilised	amount from	Unutilised	allocation of	amount from	Unutilised	amount from	Unutilised		
	1 January	allocation of	31 March	balance	1 January	balance as at	unutilised	30 August	balance as at	1 January	31 December		
2021 to	unutilised	2021	as at	2022 to	29 August	balance as at	2022 to	2022 to	2023 to	2023 to			
Original	30 March	30 March	31 December	1 January	29 August	29 August	29 August	31 December	1 January	31 December	31 December		
Allocation	2021	2021 ^(note 1)	2021	2022	2022	2022	2022 ^(note 4)	2022	2022	2023	2023	2023	
Complete the contemplated upgrading and expansion works of existing wastewater treatment facilities	83.9	(71.3)	12.6	(12.6)	-	-	-	-	-	-	-	-	
Identification and evaluation of new wastewater treatment projects in Yinchuan and/or other regions in the PRC	10.4	-	3.4 ^(note 2)	-	3.4	-	3.4	-	-	-	-	-	
Establishing and future upgrading of centralised monitoring system	5.2	-	- ^(note 3)	-	-	-	-	-	-	-	-	-	
General working capital for general corporate purposes	5.2	(5.2)	12.2	(8.1)	4.1	(2.3)	1.8	5.2 ^(note 5)	(1.6)	3.6 ^(note 6)	(3.6)	-	
Total	104.7	(76.5)	28.2	(20.7)	7.5	(2.3)	5.2	5.2	(1.6)	3.6	(3.6)	-	

Report of Directors

Notes:

1. In accordance with the annual results announcement dated 30 March 2021 (the "**2020 Results Announcement**"), due to the reasons and benefits mentioned in the 2020 Results Announcement, the unutilised net proceeds were re-allocated with effect from 30 March 2021. For more details, please refer to the 2020 Results Announcement.
2. The original amount of HK\$10.4 million has been revised to HK\$3.4 million, where HK\$7.0 million will be used as general working capital.
3. The original amount of HK\$5.2 million will be used as general working capital.
4. In accordance with the interim results announcement dated 29 August 2022 (the "**2022 Interim Results Announcement**"), due to the reasons and benefits mentioned in the 2022 Interim Results Announcement, the remaining amount of HK\$3.4 million were further re-allocated to general working capital with effect from 29 August 2022. For more details, please refer to the 2022 Interim Results Announcement.
5. Due to the re-allocation of additional HK\$3.4 million to general working capital with effect from 29 August 2022, the remaining unutilised net proceeds amount of HK\$5.2 million will be used as general working capital.
6. The unutilised net proceeds from the Share Offer as at 1 January 2023 were deposited in the bank accounts of our Group with a licensed bank in Hong Kong.

SUBSEQUENT EVENTS

Our Group has no material subsequent event after the Reporting Period and up to the date of this annual report.

PUBLIC FLOAT

Our Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to our Company and within the knowledge of the Directors.

FINANCIAL SUMMARY

A summary of the consolidated results and the assets and liabilities of our Group for the last five financial years is set out on page 134.

AUDITOR

The accompanying consolidated financial statements have been audited by PricewaterhouseCoopers who shall retire and, being eligible, offer themselves for re-appointment at the 2024 AGM. Having approved by the Board upon the recommendation of the Audit Committee, a resolution to re-appoint PricewaterhouseCoopers as the independent auditor of our Company and to authorise the Board to fix its remuneration will be proposed at the 2024 AGM.

On behalf of the Board

Lim Chin Sean

Chairman

Hong Kong, 26 March 2024

Corporate Governance Report

The Board has hereby submitted its Corporate Governance Report (the “CG Report”) for 2023 to the Shareholders.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company is committed to maintain high standards of corporate governance to protect the interests of its Shareholders and to enhance corporate value and accountability. Our Company has adopted the code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix C1 to the Listing Rules as its own corporate governance code. The Board has reviewed our Company’s corporate governance practices and satisfied that our Company has complied with all the applicable code provisions of the CG Code throughout the Reporting Period.

The Board will examine and review, from time to time, our Company’s corporate governance practices and operation in order to comply with the relevant provisions under the Listing Rules and to protect Shareholders’ interests.

COMPANY’S PURPOSES, VALUES AND STRATEGIES

On 30 March 2022, the Board has adopted a statement on the Company’s purposes, values and strategies. The Board believes that the Company’s culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on its purposes, values and strategies as shown below:

Purposes

The company strives the followings:

1. Environmental Matters

- (i) To provide wastewater treatment services to protect the environment and to ensure the wastewater treated by the facilities meets all the relevant discharge standards/parameters; and
- (ii) To ensure strict compliance with applicable requirements under the environmental laws and regulations of the PRC, including but not limited to PRC Environmental Protection Law* (《中華人民共和國環境保護法》) and the PRC Law on Prevention and Control of Water Pollution* (《中華人民共和國水污染防治法》).

2. Health and Safety Compliance

- (i) To provide the employees with a safe working environment; and
- (ii) To ensure that the equipment is in compliant with the applicable national or industrial standards in respect of their design, manufacturing, installation and use.

3. Corporate Governance Compliance

To ensure compliance with the requirements under the Listing Rules and SFO for, among other things, the disclosure of information and corporate governance in public documents.

4. Risk Management and Internal Control

To maintain a sound and effective internal control and risk management systems for:

- Safeguarding shareholders’ investments;
- Safeguarding Company’s assets against misappropriation and disposition at all times;
- Ensuring compliance with relevant laws, rules and regulations;
- Ensuring proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and
- Providing reasonable assurance against material misstatement, loss or fraud.

Corporate Governance Report

Values

The Company strives to adopt the following values:

- (i) Eco-friendly;
- (ii) Safety;
- (iii) Transparency; and
- (iv) Accountability

Strategies

The Company aims to achieve its purpose and values through the following strategies:

1. Environmental Matters

- (i) Implement various measures below:

- Quality control;

Actively pursue strict and standardised quality control procedures and monitoring systems such that the operators will carry routine inspection on the Wastewater Treatment Plants.

- Quality control team;

The quality control team shall possess relevant academic qualifications and the necessary industry experience to perform laboratory analyses on incoming and outflowing wastewater.

- Examination of water quality;

- (i) Regular laboratory analyses are performed on the water samples collected at the inflow and outflow of each of the Wastewater Treatment Plants; and

- (ii) The water samples are collected on a regular basis from the Wastewater Treatment Plants.

- Inspection of chemicals;

- (i) The quality control team will perform regular analysis on the chemicals procured to ensure the quality is up to standard; and

- (ii) Any substandard quality of chemicals will be reported to the plant manager and/or the senior management for investigation and decision making together with follow up actions.

- Regular inspection; and

- (i) For every two hours, inspections are carried out by the operating team in order to avoid disruptions to the operations; and

- (ii) Installation of electronic tracking devices at various locations within the plant to ensure that such regular inspections are carried out on schedule.

Corporate Governance Report

- Regular maintenance of instruments and equipment.

The in-house team of technicians will carry out regular repair and maintenance on all the facilities and equipment.

- (ii) Implement measures and procedures for waste gases emission, wastewater treatment and solid waste management, as shown below:

Waste gases emission

- Adopt advanced sewage treatment technology and equipment, and optimised the layout of facilities; and
- Enhance the afforestation work in the sewage treatment plant area and its surroundings to reduce the influence of odour on the environment.

Wastewater treatment

- Adopt intercept processing to improve the efficiency of pollutant treatment in the wastewater; and
- Perform regular laboratory analyses on the water samples collected at the inflow and outflow of each of the Wastewater Treatment Plants.

Solid waste management

- Transport the sludge to disposal sites designated by the local government.

2. Health and Safety Compliance

- (i) Establish comprehensive workplace safety policies and guidelines for the employees;
- (ii) Maintain emergency reporting system in case of safety hazard at each of the wastewater treatment facilities;
- (iii) Provide employees with protective gears and clothing within the Wastewater Treatment Plants; and
- (iv) Conduct regular inspection and maintenance checks on the equipment.

3. Corporate Governance Compliance

Adopt the Model Code as set out in Appendix C3 to the Listing Rules.

4. Risk Management and Internal Control

- (i) Establish a set of comprehensive risk management policies and measures to identify, evaluate and manage risks arising from the operations;
- (ii) Design control procedures;
- (iii) The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures; and
- (iv) The Board to engage an independent internal auditor to conduct the annual review of the risk management and internal control systems.

The Board sets and promotes Company's culture and expects and requires all employees to reinforce. All of our new employees are required to attend orientation and training programs so that they may better understand our Company's culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. The Board considers that the Company's culture and the purposes, values and strategies of the Group are aligned.

Corporate Governance Report

DIRECTORS' SECURITIES TRANSACTIONS

Our Company has adopted the Model Code as our own code of conduct regarding Directors' securities transactions. Having made specific enquiries with all the Directors, each of the Directors has confirmed that he has complied with the Model Code during the Reporting Period.

BOARD OF DIRECTORS

Composition

During the Reporting Period, the Board comprises five Directors and their respective roles were as follows:

Non-executive Director

Mr. Lim Chin Sean (*Chairman*)

Executive Director

Mr. Wong Kok Sun

Independent Non-executive Directors

Mr. Tan Yee Boon

Mr. Hew Lee Lam Sang

Mr. Tam Ka Hei Raymond

The biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. Save as disclosed therein, there is no relationship (*whether financial, business, family or other material or relevant relationships*) amongst members of the Board, senior management or substantial Shareholder or controlling Shareholder of our Company.

The composition of the Board is well balanced with each Director having extensive corporate and strategic planning experience, sound industry knowledge and/or professional expertise. All independent non-executive Directors have offered sufficient time and efforts to serve the business affairs of our Company. They also possess appropriate academic and professional qualifications and related management experience and have contributed to the Board with their professional opinions. The Board believes that the ratio among executive Director and non-executive Directors is reasonable and appropriate. The Board also believes that the participation of independent non-executive Directors shall offer their independent judgment on issues relating to strategy, performance, conflict of interest and management process such that the interests of all Shareholders and our Group are considered and safeguarded.

Role and Function

The Board is fully responsible for the formulation of business policies and strategies in relation to the business operation of our Group and to ensure the availability of resources as well as the effectiveness of its system of internal control and risk management.

Implementation and execution of the policies and strategies formulated by the Board and the daily operations are delegated from the Board to the management of our Company. In addition, an audit committee (the "**Audit Committee**"), a remuneration committee (the "**Remuneration Committee**") and a nomination committee (the "**Nomination Committee**") have been set up to assist the Board in fulfilling certain responsibilities. Further details of these committees are set out in the paragraph headed "Board Committees" of this annual report.

Corporate Governance Report

Chairman and Chief Executive

Pursuant to the code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separated and should not be performed by the same individual.

As at 31 December 2023, Mr. Lim Chin Sean served as the Chairman, was responsible for managing our Group's business development and devising the business strategies.

Pursuant to the resignation of Mr. Wong Kok Sun from the chief executive position with effect from 1 January 2023, the Company currently has not appointed any chief executive. The day-to-day management of business has been properly delegated to different individuals by the Board.

Mr. Wong Kok Sun, being the executive Director, is responsible for the overall strategic planning and supervising daily operation of the Group. With the support of the senior management, the executive Director has the general responsibility for day-to-day management of the Group's business, implementation of the policies of the Board and making operational decisions.

The Board is regularly provided with adequate, complete and reliable information of the Company in a timely manner, which includes but not limited to, the recent development and prospects of the Group. Therefore, the Board considers that there is sufficient balance of power and authority between the Board and the management of the Company, and that power is not concentrated in the hands of any one individual.

Independence of Independent Non-executive Directors

Pursuant to the requirement of Rule 3.10 of the Listing Rules, our Company has appointed three independent non-executive Directors, two of whom have appropriate professional qualification in accounting and financial management expertise. Our Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to the requirements under Rule 3.13 of the Listing Rules. Based on such confirmation, the Company is of the view that all the independent non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that they are independent.

Directors' and Officers' Liabilities Insurance

Our Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against Directors, officers and senior management of our Company arising out of corporate activities.

Board Meetings

The Board shall meet regularly to discuss the overall strategy, financial, internal and compliance controls, risk management and operating performance of our Group, in addition to the regular meetings for reviewing and approving our Group's annual and interim results. For those Directors who cannot attend these meetings in person, they can participate through electronic media.

The company secretary of our Company (the "**Company Secretary**") assists the chairman of the Board to prepare the agenda of the meetings and each Director may request to include any relevant matters on the agenda. Generally, at least 14 days' notice is given for the regular Board meetings by our Company. For other Board meetings, reasonable notices shall be given to all Directors. All substantive agenda items have comprehensive briefing papers, which are, in general, circulated three days before convening each Board meeting.

Corporate Governance Report

All Directors are able to seek advice and services from the Company Secretary and our appointed legal adviser on the Board procedures and all applicable laws, rules and regulations, and corporate governance matters. Draft minutes of Board meetings and the Board committees meetings are circulated to all Directors for comment and approval as soon as practicable after the meetings. Minutes of Board meetings and Board committee meetings are kept by the Company Secretary. Should a matter being considered involve a potential conflict of interest of a Director, the Director involved in the transaction would be requested to leave the boardroom and/or abstain from voting. The matter would be discussed and resolved by other Directors. The Directors, upon reasonable request, may seek independent professional advice on issues related to our Group's business at our Company's expenses.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Our executive Director has entered into an appointment contract with our Company for a specific term of one year, which can be terminated by either our Company or such Director by giving not less than three months' notice in writing. Each of the non-executive Director and independent non-executive Directors has entered into a service contract with our Company for a specific term of three years, which can be terminated by either our Company or such Director by giving not less than three months' notice in writing. Each Director is subject to retirement by rotation and re-election at AGM in accordance with the Articles and the Listing Rules.

Pursuant to the Articles, one-third of all Directors (*whether executive or non-executive*) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation and re-election at each AGM at least once every three years.

The Articles provide that any Director appointed by the Board to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the first annual general meeting of our Company after his/her appointment and be subject to re-election at such meeting.

Our Company may, in accordance with the Articles, by ordinary resolution remove any Director before the expiration of his/her term of office notwithstanding anything in the Articles or in any agreement between our Company and such Director.

DIRECTORS' TRAINING

Code Provision C.1.4 of the CG Code provides that Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remain informed and relevant.

All Directors are encouraged to participate in continuous professional development activities by ways of attending training and/or reading materials relevant to our Company's business or to the Directors' duties and responsibilities. A summary of professional training received by Directors for the year ended 31 December 2023 according to the records provided by the Directors is as follows:

	Attending seminar(s)/ programme(s)/ conference(s) and/or reading materials relevant to the business or directors' duties
Mr. Lim Chin Sean	✓
Mr. Wong Kok Sun	✓
Mr. Tan Yee Boon	✓
Mr. Hew Lee Lam Sang	✓
Mr. Tam Ka Hei Raymond	✓

Corporate Governance Report

BOARD DIVERSITY POLICY

On 4 October 2018, the Board adopted a board diversity policy (the “**Board Diversity Policy**”) setting out the approach to achieve diversity on the Board. Our Company considered diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Directors’ appointments will be based on meritocracy, and candidates will be considered against selection criteria, having regard for the benefits of diversity on the Board. The above measurements will be reviewed and considered when the Nomination Committee reviewed the composition of the Board.

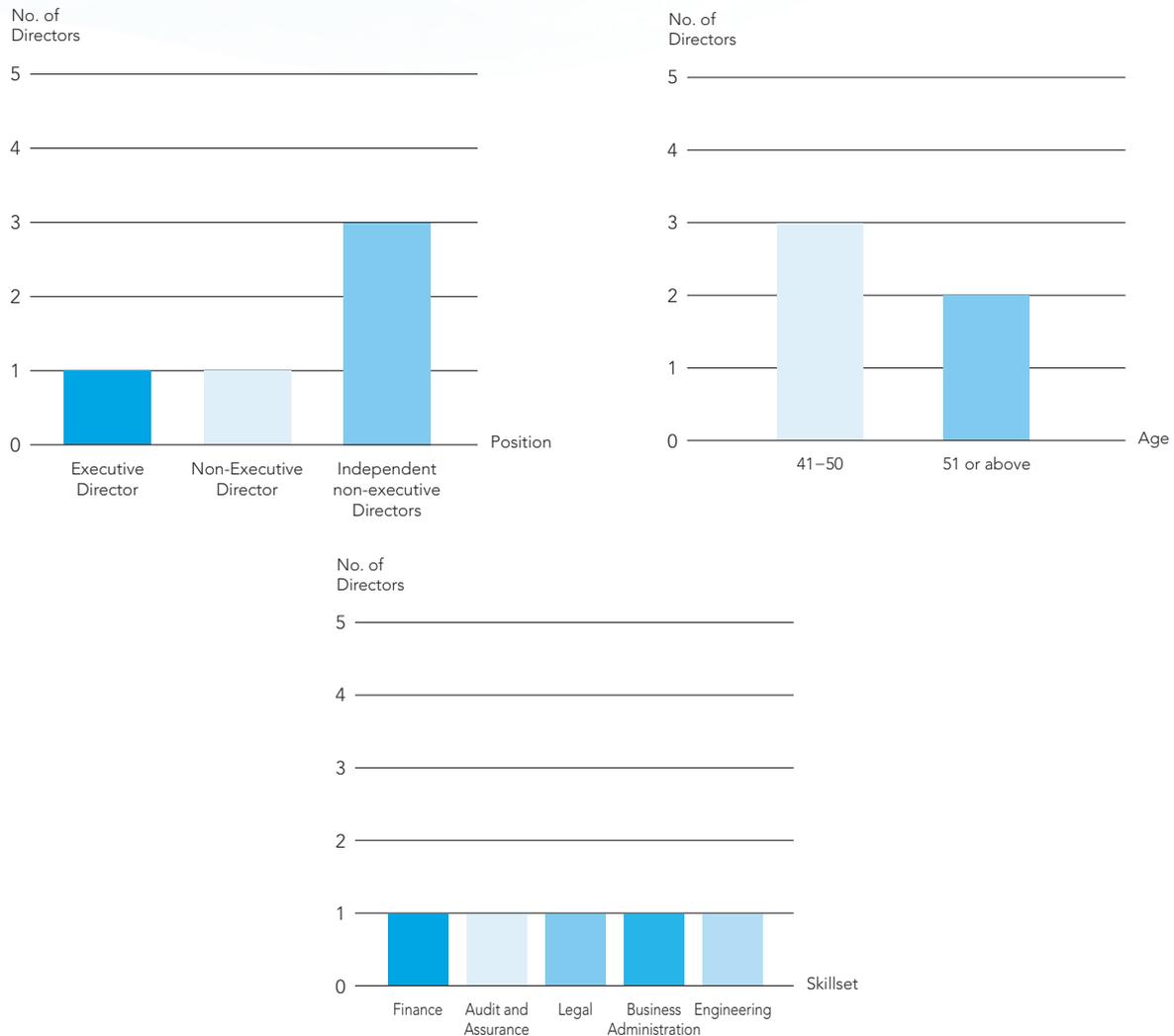
Measurable Objectives

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company’s business growth and is also committed to ensuring that recruitment and selection practices at all levels (*from the Board downwards*) are appropriately structured so that a diverse range of candidates are considered.

The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board, how and when gender diversity will be achieved in respect of the Board, the numerical targets and timelines set for achieving gender diversity on the Board and the measures adopted to develop a pipeline of potential successors to the Board to achieve gender diversity. The Nomination Committee will make recommendations in relation to the aforesaid to the Board for adoption and consideration.

Corporate Governance Report

An analysis of the current Board composition based on the range of diversity perspectives is set out as follows:



Each of the Board members possessed different skillset, including engineering, business administration, legal, audit and assurance and finance. The Board is characterised by significant diversity in terms of age and skillset.

The Board has reviewed and considered the implementation and effectiveness of the Board Diversity Policy to be effective during the Reporting Period.

Corporate Governance Report

BOARD AND WORKFORCE DIVERSITY

Board Diversity

As at 31 December 2023, our Company does not have gender diversity on the Board, as all 5 Directors are males. The Board is a single gender board. The Board acknowledges the importance of gender diversity. It is the intention of the Board to provide equal opportunity to suitable candidates who have the necessary competency and experience to bring value to the Board and to the senior management of the Company and its subsidiaries.

Pursuant to Rule 13.92 of the revised Listing Rules, issuers with a single gender board will have to appoint at least a director of a different gender on the board no later than 31 December 2024. The Board is aware of the deadline and is actively looking for a suitable female director who meets the criteria set in the nomination policy and the board diversity policy. The selection and appointment of new female director would be subject to appropriate due diligence on the mix of skills, level of experience and other criteria. The Company will make announcement on the website of Stock Exchange once the female director has been appointed.

Workforce Diversity

The gender ratio in the workforce (*including senior management*) for the year ended 31 December 2023 is 1.6:1. The management opines that gender diversity at the workforce has been achieved based on the current gender ratio, as the operational and technical team at the Wastewater Treatment Plants consists of male employees, while female employees usually work as backroom staffs. Nonetheless, the management will look to hire more suitable female employees at the Wastewater Treatment Plants.

The Group will continue to maintain the gender diversity at the workforce. For further details of the gender ratio and the relevant data, please refer to the environmental, social and governance report of the Company in this annual report.

NOMINATION POLICY

The Board has adopted a director nomination policy (the “**Nomination Policy**”) on 21 February 2019 setting out the principles which guide the Nomination Committee to identify and evaluate a candidate for nomination to (i) the Board for appointment or (ii) Shareholders for election, as a Director. In evaluating and selecting any candidate for directorship, the Nomination Committee shall consider a number of factors, including but not limited to, the candidates’ skills, knowledge, experience and professional expertise, independence, diversity on the Board, character and integrity, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of our Company.

According to the Nomination Policy, the Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board and the appointment or re-appointment of Directors and succession planning for Directors is subject to the approval of the Board. In order to achieve and/or maintain gender diversity, the Nomination Committee will propose a pipeline of potential successors to the Board to achieve gender diversity.

The Board has the relevant procedures for Directors’ nomination which are pursuant to the Listing Rules and the Articles. The details are set out in the section headed “Shareholders’ Rights”.

Corporate Governance Report

DIVIDEND POLICY

The Board has adopted a dividend policy on 21 February 2019 in recommending dividends, to allow the Shareholders to participate in our Company's profits and for our Company to retain adequate reserves for future growth. In recommending or declaring dividends, our Company shall maintain adequate and sufficient cash reserves for meeting its working capital requirements and future growth as well as the Shareholders' value. Our Company does not have any pre-determined dividend payout ratio and there can be no assurance that dividends will be paid in any particular amount, if at all, for any given period.

The Board has the full discretion to declare and distribute dividends to the Shareholders, subject to the Articles of Association, all applicable laws and regulations, by taking into account a number of factors, including but not limited to, (i) our Company's actual and expected financial performance; (ii) retained earnings and distributable reserves of our Group; (iii) the level of our Group's debts to equity ratio, return on equity and the relevant financial covenants; and (iv) the general economic conditions, business cycle of our Group's business and other internal and external factors that may have an impact on the business or financial performance and position of our Company.

Any final dividend for a financial year will be subject to Shareholders' approval. The dividend policy and the declaration and/or payment of dividends are subject to the Board's continuing determination that the dividend policy and the declaration and/or payment of dividends would be in the best interests of our Group and Shareholders.

POLICY ON OBTAINING INDEPENDENT VIEWS AND INPUT

On 30 March 2022, the Board has adopted a policy on obtaining independent views and input (the "**Board Independence Policy**"), which demonstrates the Company's commitment to high standards of corporate governance, and making good governance integral to the Company's culture.

According to the Board Independence Policy, the Chairman of the Board has a responsibility to provide the Board with all the information that is relevant to the discharge of the Board's responsibilities. The Board therefore, expects to receive timely advice on all material information about the activities, performance and projects of the Group, particularly including any significant variances from a planned course of action.

The Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgement when making decisions in furtherance of their Directors' duties at the Company's expense (the "**Mechanism**"). The Mechanism is established to ensure independent views and input are available to the Board and should be disclosed in the CG Report of the Company.

In the event that independent professional advice, views and input are considered necessary, the Board shall first communicate with the Company Secretary and provide background and details of the relevant matters which require independent views and input. The Board may direct any questions, queries, concerns or specific advice to be sought to the Company Secretary or elect anyone in charge who will then contact the Company's professional advisers within a reasonable period of time. Any advice received from professional advisers shall be received in written form and duly documented. The Board is expected to exercise independent judgement in forming their decisions from professional advice given.

The Board also has access to senior management which will be brought into formal and informal contact at the Board meetings or other corporate events. The Board has full access to all information provided by the senior management.

The Board has reviewed and considered the implementation of the Board Independence Policy and Mechanism to be effective during the Reporting Period.

Corporate Governance Report

BOARD COMMITTEES

The Board has established three committees, namely the Audit Committee, Remuneration Committee and Nomination Committee with specific terms of reference.

Audit Committee

The Audit Committee was established on 4 October 2018 with written terms of reference in compliance revised on 6 December 2022 with Rule 3.22 of the Listing Rules and paragraph D.3 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, internal control system and risk management system of our Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee consists of one non-executive Director, namely Mr. Lim Chin Sean, and two independent non-executive Directors, namely Mr. Hew Lee Lam Sang and Mr. Tam Ka Hei Raymond. Mr. Hew Lee Lam Sang currently serves as the chairman of the Audit Committee.

During the Reporting Period, two Audit Committee meetings were held. The following is a summary of the matters reviewed by the Audit Committee with recommendations to the Board for approval during the Reporting Period:

- reviewed the audited financial statements, audit findings and recommendations of the external auditor for the year ended 31 December 2022;
- evaluated the external auditor's qualifications, performance and independence for the year ended 31 December 2022;
- reviewed our Group's internal control and risk management systems for the year ended 31 December 2022;
- reviewed the unaudited interim results and report from external auditors for the six months ended 30 June 2023; and
- reviewed the audit strategy memorandum from the external auditors for the year ended 31 December 2023.

Remuneration Committee

The Remuneration Committee was established on 4 October 2018 with written terms of reference revised on 6 December 2022 in compliance with Rule 3.26 of the Listing Rules and paragraph E.1 of the CG Code. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations to the Board on the remuneration packages of individual Directors and senior management and on other employee benefit arrangements.

The Remuneration Committee consists of three independent non-executive Directors, namely Mr. Tan Yee Boon, Mr. Tam Ka Hei Raymond and Mr. Hew Lee Lam Sang. Mr. Tan Yee Boon currently serves as the chairman of the Remuneration Committee.

During the Reporting Period, one Remuneration Committee meeting was held. The following is a summary of matters reviewed by the Remuneration Committee with recommendations to the Board for approval during the Reporting Period:

- reviewed the policy and structure for the remuneration of the Directors and senior management; and
- reviewed the remuneration of the Directors and senior management for the year ended 31 December 2022.

Corporate Governance Report

Directors' Remuneration Policy

Our Directors receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of our Group. Our Group regularly reviews and determines the remuneration and compensation package of our Directors, by reference to market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of our Group.

Nomination Committee

The Nomination Committee was established on 4 October 2018 with written terms of reference revised on 6 December 2022 in compliance with paragraph B.3 of the CG Code. The primary duties of the Nomination Committee are to make recommendations to the Board on appointments of our Directors, to assess the independence of the independent non-executive Directors, to review the time commitment required of the Directors and to evaluate whether the Directors have committed adequate time to discharge their responsibilities to review and implement the Nomination Policy and to consider related matters.

The Nomination Committee consists of one non-executive Director, namely Mr. Lim Chin Sean, and two independent non-executive Directors, namely Mr. Tam Ka Hei Raymond and Mr. Tan Yee Boon. Mr. Lim Chin Sean currently serves as the chairman of the Nomination Committee.

During the Reporting Period, one Nomination Committee meeting was held. The following is a summary of matters reviewed by the Nomination Committee with recommendations to the Board for approval during the Reporting Period:

- reviewed and considered the Board structure, size, composition and Board diversity (*including gender, skills, knowledge and experience etc.*);
- reviewed and considered the gender diversity at the workforce;
- reviewed the effectiveness of the related Board Diversity Policy and Nomination Policy;
- assessed the independence of independent non-executive Directors; and
- reviewed and considered the retirement and re-nomination of Directors for re-election at the AGM.

The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the balance of expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the requirements of the business of our Group and other relevant statutory requirements and regulations. Further, pursuant to the Board Diversity Policy and the Nomination Policy, the Nomination Committee, when reviewing the composition of the Board, will have regard to the diversity of the Board, which includes gender, age, cultural and educational background, length of service, skills, knowledge and professional experience of the Board. Our Company recognises and embraces the benefits of diversity of Board members.

Corporate Governance Report

Attendance Records of Meetings

The attendance of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the Reporting Period is set out in the following table:

	Board Meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	General meeting
Number of meetings held during the year	5	2	1	1	1
Name of Directors	Number of meetings attended/Number of meetings entitled to attend				
Non-executive Director					
Mr. Lim Chin Sean (<i>Chairman</i>)	5/5	2/2	–	1/1	1/1
Executive Director					
Mr. Wong Kok Sun	5/5	–	–	–	1/1
Independent non-executive Directors					
Mr. Tan Yee Boon	5/5	–	1/1	1/1	1/1
Mr. Hew Lee Lam Sang	5/5	2/2	1/1	–	1/1
Mr. Tam Ka Hei Raymond	5/5	2/2	1/1	1/1	1/1

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties set out in code provision A.2 of the CG Code, namely: (i) to develop and review our Company's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor our Company's policies and practices on compliance with legal and regulatory requirements; (iv) to develop, review and monitor the code of conduct and compliance manual (*including in relation to securities trading*) applicable to employees and Directors; and (v) to review our Company's compliance with the CG Code and disclosure in the corporate governance report in our Company's annual report.

COMPANY SECRETARY

Ms. Tsui Sum Yi ("**Ms. Tsui**") from Corporate Services of Vistra (Hong Kong) Limited, an external service provider, has been engaged by our Company as our Company Secretary to support the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed.

The primary contact person of the Company is Mr. Wong Kok Sun, the executive Director of our Company. Ms. Tsui has confirmed that she has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements during the Reporting Period.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility in maintaining a sound and effective internal control and risk management systems for our Group to safeguard Shareholders' investments and assets of our Company at all times.

Our Company has established a set of comprehensive risk management policies and measures to identify, evaluate and manage risks arising from our operations.

Corporate Governance Report

The processes used to identify, evaluate and manage significant risks by our Group are summarised as follows:

Risk Identification

- Identifies risks that may potentially affect our Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

Our Board is responsible for the risk management and internal control systems of our Company and reviewing their effectiveness. The Board oversees the overall risk management of our Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of our Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Our Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within our Group in light of the size, nature and complexity of our Group's business. It was decided that the Board would be directly responsible for internal control of our Group and for reviewing its effectiveness.

The Board has engaged an external professional service firm as its risk management and internal control review adviser (the "**Adviser**") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2023. Such review is conducted annually and cycles reviewed are under rotation basis. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board and the Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by our Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

Corporate Governance Report

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

Our Company has appointed external professional advisors (*including the legal and other advisors*) for provision of professional advice on how we observe all applicable related laws and regulations.

Our professional advisors and our Company assess the likely impact of any unexpected and significant event that may have on the price of the Shares or their trading volume and decides whether the relevant information is considered to be inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Director and Company Secretary may also have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

ANTI-CORRUPTION POLICY

The Company has put the anti-corruption policy (the **"Anti-Corruption Policy"**) in place to safeguard the Group against bribery and corruption. Our Company is committed to upholding high standards of business integrity, honesty and transparency in all the business dealings and has zero tolerance towards any forms of bribery and corruption.

Under the Anti-Corruption Policy, employees are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs, whether in Hong Kong or elsewhere.

The Anti-Corruption Policy is reviewed periodically and shall be updated when necessary to align with the applicable laws and regulations, as well as the industry best practices.

During the Reporting Period, there was no non-compliance case in relation to bribery and corruption.

WHISTLEBLOWING POLICY

The Company has put the whistleblowing policy (the **"Whistleblowing Policy"**) in place. Our Company is committed to achieving and maintaining the highest standards of openness, probity and accountability.

The Whistleblowing Policy aims to encourage employees and other stakeholders of the Group to raise concerns, as well as to provide reporting channels and procedures on reporting possible improprieties in confidence and anonymity about impropriety, misconduct, malpractice or irregularities in relation to any matters relating to the Group.

Our Company will handle all reported cases confidentially with care and will treat the whistleblower's concerns fairly and properly, if any.

The Whistleblowing Policy is reviewed periodically and shall be updated when necessary to align with the applicable laws and regulations, as well as the industry best practices.

Corporate Governance Report

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of our Company for the year ended 31 December 2023 and ensure that they are prepared in accordance with the statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the consolidated financial statements.

The statement of the external auditor of our Company with regard to their reporting responsibilities on our Company's consolidated financial statements, is set out in the Independent Auditor's Report on pages 75 to 80 of this annual report.

The Directors confirm that, to the best of their knowledge, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions which may cause our Company not to continue as a going concern. Therefore, the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

AUDITORS' REMUNERATION

During the year ended 31 December 2023, the remuneration paid or payable to our Company's external auditors, in respect of their audit and non-audit services was as follows:

	HK\$'000
Audit services	1,830
Non-audit services	370
	2,200

The remuneration for non-audit services represents the professional services for the performance of agreed-upon procedures on the interim financial report, internal control testing and risk management report.

SHAREHOLDERS' RIGHTS

The general meetings of our Company provide an opportunity for communication between the Shareholders and the Board. Subject to provisions of the applicable laws in the Cayman Islands and the Listing Rules, the Articles require that an AGM to be held each year and at the venue as determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting.

Pursuant to article 64 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up share capital of our Company carrying the right of voting at general meetings of our Company shall at all times have the right, by depositing a written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by our Company.

Corporate Governance Report

Pursuant to article 113 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (*other than the person to be proposed*) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Company's principal place of business in Hong Kong (*as shown below*) provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (*if the notices are submitted after the despatch of the notice of the general meeting appointed for such election*) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Shareholders may at any time put forward their enquiries (*including the procedures for putting forward proposals at general meetings of our Company*) to the Board in writing at whose contact details as follows:

TIL Enviro Limited
Room 1603, 16/F
China Building, 29 Queen's Road Central
Central
Hong Kong

Tel No.: (852) 2543 0633
Fax No.: (852) 2543 9996

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board has adopted a shareholders' communication policy (the "**Shareholders Communication Policy**") with the objective of ensuring that the Shareholders, and in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (*including its financial performance, strategic goals and plans, material developments, governance and risk profile*), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with our Company.

The Shareholders Communication Policy is summarised as below:

- The Board shall maintain an on-going dialogue with Shareholders and the investment community, and will regularly review the Shareholders Communication Policy to ensure its effectiveness;
- Information shall be communicated to Shareholders and the investment community mainly through the Company's financial reports (*interim and annual reports*), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company website; and
- Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding the Shareholders Communication Policy shall be directed to the Company Secretary.

Corporate Governance Report

As such, in accordance with the Shareholders Communication Policy, the major task and objective of our Group's investor relations is to clearly introduce our Group, including the business positioning, existing operations and future development of our Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. Our Company has maintained a corporate website at www.tilenviro.com through which our Company's updated financial information, business development, announcements, circulars, notices of meetings, press releases and contact details can be accessed by the Shareholders and investors.

Our Company believes that good investor relations may help build more stable and consolidated shareholder base. As a result, our Company has been and will be dedicated to maintaining a higher degree of transparency, observing the Listing Rules and timely providing investors with comprehensive and accurate information, and constantly performing the obligation of the listed company on information disclosure.

The AGM also provides an important opportunity for constructive communication between the Board and Shareholders. The chairman and other members of the Board are present at the AGM to answer questions raised by the Shareholders. The annual report together with AGM circular is distributed to Shareholders at least 21 business days before the AGM.

The Company has evaluated the implementation and effectiveness of its Shareholder Communication Policy during the Reporting Period. Having considered the multiple channels of communication and no complaints regarding shareholders' communication has been received during the Reporting Period, the Board considers the Shareholder Communication Policy was effective.

CONSTITUTIONAL DOCUMENTS

There were no significant changes in our Company's Memorandum and Articles of Association during the Reporting Period.

Biographical Details of Directors and Senior Management

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Lim Chin Sean, aged 42, was appointed as a Director on 17 April 2018, and re-designated as the chairman of the Board and a non-executive Director on 11 May 2018. He is also a director of various subsidiaries of our Group. Mr. Lim is responsible for the strategic development and providing advice on the operations and management of our Group. He is also the chairman of our Nomination Committee and a member of our Audit Committee.

Mr. Lim has been appointed as a non-independent non-executive director of Taliworks Corporation Berhad (*which is listed on the Main Market of Bursa Malaysia Securities Berhad*) (Stock Code: 8524) since 23 May 2011. Mr. Lim together with his family members are the controlling shareholders of Taliworks Corporation Berhad (*which previously owned the equity interest of the operating subsidiaries of our Group prior to its disposal of the entire interest in our Group in May 2016*).

Mr. Lim joined LGB Group in Malaysia from September 2003. His work experience includes construction and engineering, business analyst, information technology and property development in LGB Group in Malaysia. He is responsible for merger and acquisition activities. Mr. Lim has worked in several IT companies and was instrumental in setting up various business including data centre, network infrastructure and business applications, etc. He is also a board member of several property companies, and his role includes daily operations in property development and investments covering across Malaysia, Singapore, Australia, the United Kingdom and Japan. He was appointed as a non-independent non-executive director of Parkwood Holdings Berhad (*which is listed on the Main Market of Bursa Malaysia Securities Berhad*) (Stock Code: 2682) on 26 September 2007, and re-designated as an executive director on 23 November 2016.

Mr. Lim obtained a bachelor's degree in Computer System Engineering from the University of Kent, the United Kingdom in July 2003.

EXECUTIVE DIRECTOR

Mr. Wong Kok Sun, aged 51, was appointed as a Director on 11 May 2018, and re-designated as an executive Director on 11 May 2018. He joined our Group as the chief executive officer in May 2012 and resigned from this position with effect from 1 January 2023. Mr. Wong is primarily responsible for overall strategic planning and supervising daily operation of our Group. He has accrued abundant experience in wastewater treatment business in the PRC through working in our Group since 2012 and, in particular, led the management and operation of our principal operating subsidiary, TYW, since its early stage of development. He is also a director of various subsidiaries of our Group.

Prior to joining our Group, Mr. Wong was the representative of Beijing Representative Office of Orient Resource Holdings Limited (*a company listed on the Australian Stock Exchange Limited*) (Stock Code: ORH) which is primarily engaged in extraction of minerals from tailings, since October 2005. From April 2002 to September 2004, he acted as an executive director of Aptus Holdings Limited, whose shares were then listed on the GEM of the Stock Exchange (Stock Code: 8212).

He obtained a bachelor's degree in Business Administration from the Western Michigan University, the United States of America in April 1996 and a master's degree of Business Administration from Tsinghua University, the PRC in May 2011.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tan Yee Boon (陳于文), aged 48, was appointed as an independent non-executive Director on 4 October 2018. He is responsible for supervising and providing independent judgement to our Board. Mr. Tan is also the chairman of our Remuneration Committee and a member of our Nomination Committee.

He obtained his bachelor's degree in laws from the University of South Wales (*formerly known as University of Glamorgan*), the United Kingdom in June 1997 and the Certificate of Legal Practice from the Legal Qualifying Board of Malaysia in November 1998.

He was admitted as an advocate and solicitor of the High Court of Malaya in November 1999. He was the founder and has been a partner of Messrs. David Lai & Tan, a firm of advocates and solicitors in Malaysia since May 2013. He is currently practicing as an advocate and solicitor of the High Court of Malaysia. In addition to his expertise in commercial and corporate disputes through his legal practice, Mr. Tan possesses extensive experience in restructuring, corporate finance, merger and takeovers, capital reduction and schemes of arrangement.

Mr. Tan has been: (i) an independent non-executive director and independent non-executive chairman of Ecoscience International Berhad (*which is listed on the ACE Market of Bursa Malaysia Berhad since July 2022*) (Stock Code: 0255) since August 2021; (ii) an independent non-executive director of Protasco Berhad (*which is listed on the Main Market of Bursa Malaysia Berhad*) (Stock Code: 5070) since January 2013, (iii) an independent non-executive director of Ev Dynamics (Holdings) Limited (*which is listed on the Main Board of the Stock Exchange*) (Stock Code: 476) since June 2016; and (iv) an independent non-executive deputy chairman of Propel Global Berhad (*which is listed on the Main Market of Bursa Malaysia Berhad*) (Stock Code: 0091) since April 2022.

Mr. Tan was an independent non-executive director of Central Global Berhad (*which is listed on the Main Market of Bursa Malaysia Berhad*) (Stock Code: 8052), from June 2015 to June 2021 and Binasat Communication Berhad (*which is listed on the ACE Market of Bursa Malaysia Berhad*) (Stock Code: 0195) from June 2017 to November 2022.

Mr. Hew Lee Lam Sang, aged 60, was appointed as an independent non-executive Director on 4 October 2018. He is responsible for supervising and providing independent judgement to our Board. Mr. Hew Lee is also the chairman of our Audit Committee and a member of our Remuneration Committee.

Mr. Hew Lee qualified as a Certified Public Accountant in Malaysia in 1988 and has more than 32 years of experience in the auditing and business advisory profession with KPMG in Malaysia. Mr. Hew Lee was the Managing Director of the Advisory Practice of KPMG in Malaysia before his retirement from practice at the end of 2015. His vast experience includes both internal and external auditing, advising clients on initial public offerings, review of financial forecast and projections, corporate restructuring, share valuation, corporate governance advisory, forensic investigations and sustainability advisory.

Mr. Hew Lee has been an independent non-executive director of Parkwood Holdings Berhad (*which is listed on the Main Market of Bursa Malaysia Berhad*) (Stock Code: 2682) since 29 January 2019, as well as SEG International Bhd (*which is listed on the Main Market of Bursa Malaysia Berhad*) (Stock Code: 9792) since 21 June 2023.

Mr. Hew Lee is a member of the Malaysian Institute of Certified Public Accountants since July 1988 and a member of Malaysian Institute of Accountants since March 1990.

Biographical Details of Directors and Senior Management

Mr. Tam Ka Hei Raymond (譚家熙), aged 43, was appointed as an independent non-executive Director on 4 October 2018. He is responsible for supervising and providing independent judgement to our Board. Mr. Tam is also a member of each of our Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Tam has also been appointed as an independent non-executive director of Cornerstone Technologies Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8391) on 1 July 2019, as well as Grand Power Logistics Group Limited, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8489) on 11 December 2020.

Mr. Tam has over 15 years of experience in corporate finance. He is currently a director of the corporate finance department at Yu Ming Investment Management Limited, a wholly-owned subsidiary of Da Yu Financial Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1073) and a licensed holder to carry on Type 1 (*dealing in securities*), Type 4 (*advising on securities*), Type 6 (*advising on corporate finance*) and Type 9 (*asset management*) regulated activities under the SFO.

He obtained his bachelor of arts degree in Accounting and Finance with Computing from University of Kent, the United Kingdom in July 2002.

SENIOR MANAGEMENT

The following table sets forth certain information of our senior management as at the date of this annual report:

Name	Age	Date of joining our Group	Position	Role and Responsibilities
Mr. Wong Sze Zue	50	12 December 2016	Financial controller	Overall financial management and accounting operations for our Group in the PRC
Mr. Han Ning (韓寧)	65	16 September 2013	General manager	Overall daily management and operations
Mr. Loke Guan Aik	42	1 June 2011	Deputy general manager	Assisting the general manager in daily management and operations

Mr. Wong Sze Zue, aged 50, joined our Group as our financial controller since 12 December 2016. He is responsible for the overall financial management and accounting operations for our Group in the PRC. He supervises a team of finance and accounting staff on the day-to-day financial and accounting matters.

Mr. Wong obtained his bachelor's degree of business from Royal Melbourne Institute of Technology, Australia in 1996. He is both a member of Malaysian Institute of Accountants and CPA Australia.

Biographical Details of Directors and Senior Management

Mr. Han Ning (韓寧), aged 65, joined our Group as the general manager since 16 September 2013.

Mr. Han has gained more than 24 years of experience in the water and wastewater treatment industry. In particular, before joining our Group, he was appointed as an overseas project manager of ENV Water (Singapore) Pte. Ltd., responsible for projects in the PRC and other Southeast Asian countries.

Mr. Han obtained a bachelor's degree in Agricultural Machinery Engineering (農業機械工程) from Luoyang Institute of Agricultural Machinery (洛陽農業機械學院) (now known as Henan University of Science and Technology (河南科技大學)), the PRC in July 1982 and a master's degree in Agricultural Machinery Design and Production (農機設計製造) from Jiangsu Institute of Technology (江蘇工學院) (now known as Jiangsu University (江蘇大學)), the PRC in June 1988. In addition, he obtained a professional qualification as an engineer of agricultural machinery (農機工程師) in the PRC in August 1991.

Mr. Loke Guan Aik, aged 42, joined our Group as a financial manager on 1 June 2011, and was appointed as a deputy general manager since December 2016.

From October 2004 to May 2011, Mr. Loke worked as a business development executive in Sungai Harmoni Sdn. Bhd., which is a wholly-owned subsidiary of Taliworks Corporation Berhad. He has over 17 years of working experience in finance, administrative and purchasing departments in wastewater treatment industries, and is primarily responsible for managing, operating and exploring business opportunities for our Group.

He obtained his bachelor of arts degree honours in Business Administration from the University of East London, the United Kingdom in March 2004.

Environmental, Social and Governance Report

ABOUT THIS REPORT

TIL Enviro Limited (the “**Company**” together with its subsidiaries, collectively, “**we**”, “**us**”, “**our**” or the “**Group**”) is pleased to present our annual Environmental, Social and Governance Report (the “**Report**”) for year ended 31 December 2023 to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance (“**ESG**”) issues.

The Board has overall responsibility for the Group’s ESG strategy and reporting. The Board is responsible for evaluating and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

REPORTING PERIOD

This Report illustrated the Group’s initiative and performance on the environmental and social aspects for the period from 1 January 2023 to 31 December 2023 (the “**Reporting Period**”).

REPORTING SCOPE

This Report covers the Group’s main subsidiary, TYW which is principally engaged in the operating and managing three wastewater treatment facilities located in Yinchuan, the PRC, which accounted for 100% of the Group’s total revenue for the Reporting Period. The Group will continue to optimise and improve the coverage of disclosure in this Report.

REPORTING BASIS

This Report was prepared in accordance to the Environmental, Social, and Governance Reporting Guide (“**ESG Reporting Guide**”) set out in Appendix C2 to the Listing Rules. The Group has complied with the disclosure requirements of the “comply or explain” provisions set out in the ESG Reporting Guide. During the process of preparation of this Report, we have summarised the Group’s performance in corporate and social responsibilities based on the principles of “Materiality, Quantitative, Balance and Consistency”. Please refer to the table below for our understanding and response to such reporting principles.

Reporting Principles	Definitions	Our Response
Materiality	The issues covered in this Report should reflect the significant impacts of the Group on the economy, environment and society, or the scope of assessments and decisions of stakeholders being affected.	Through continuous communication with stakeholders, combined with the Group’s strategic development and business operations, we can identify current material sustainable development issues.
Quantitative	The Report should disclose key performance indicators (“ KPIs ”) in a measurable manner.	The Group quantitatively discloses its environmental and social KPIs, and provides textual explanations on quantitative resources.
Balance	The Report should reflect fairly the overall sustainability performance of the Group.	The Group has explained in detail the sustainable development issues that have a significant impact in the business, including the results achieved and the challenges it faces.
Consistency	The Group should use consistent disclosure principles for the preparation of the Report.	The Group will ensure that the disclosure scope and reporting methods of the Report are generally consistent every year.

Environmental, Social and Governance Report

Source of information

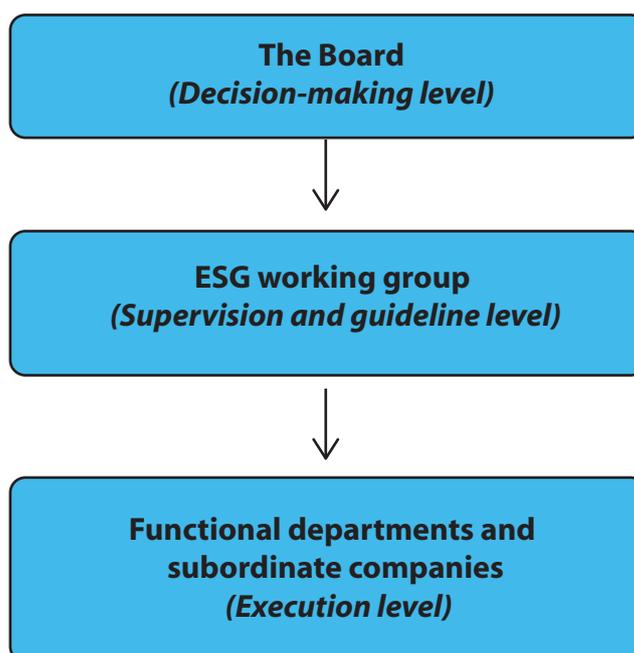
The information disclosed in this Report is derived from the Group's formal documents, statistics or public information. The Board is responsible for the truthfulness, accuracy and completeness of its contents.

Access to this Report

The Report is available in both English and Chinese versions. If there is any discrepancy between the English and Chinese versions of the Report, the English version shall prevail. The electronic copy of the Report is available on the Group's company website at www.tilenviro.com or the website of the Stock Exchange at www.hkexnews.hk.

Sustainability Governance

The Group has established an ESG framework to promote and implement the Group's sustainability strategy. To ensure effective ESG management, our ESG governance structure, composed of the Board, ESG working group, respective functional departments and subordinate companies, was established to promote ESG management and disclosure. The Board, the ultimate decision-making body of the Group, is responsible for the Group's ESG governance. The Board steers the Group's sustainable development forward and bears the overall responsibility of its ESG efforts. In the future, the Board will continue to strengthen ESG risk management and improve ESG working mechanism and regulatory processes to enhance its ESG governance standard. The ESG working group, serving on the supervision and coordination level, is responsible for implementing ESG governance strategy, coordinating ESG matters, compiling ESG reports, and reporting relevant work progress to the Board on a regular basis. Each functional department and subordinate company, serving on the execution level, is responsible for rolling out initiatives set up by the ESG working group and reporting relevant work progress and data.



Environmental, Social and Governance Report

STAKEHOLDERS ENGAGEMENT

The Group emphasised on the participation of its key stakeholders, including employees, customers, government and suppliers etc. All of them had a substantial impact on the success of the Group's businesses or activities.

In compiling the Report, the Group consulted its internal stakeholders to monitor and manage its impact on all aspects of the environment and society. Besides, the Group has established various engagement channels for its stakeholders to understand their concerns regarding the Group's operation. The Group believes that stakeholders' engagement has significant level of influence in developing sustainable strategies to fulfil social responsibilities, which is the basis for the Group's strategy formulation and decision making.

The Group welcomes feedback from stakeholders on our sustainability initiatives as stated in the Report. Please do not hesitate to send your feedback to us at info@tilenviro.com.

Materiality Assessment

The Group attaches importance to the materiality assessment of ESG issues for the purpose of timely and comprehensive understanding of the materiality of each ESG issue to the business development of the Group and the expectation of stakeholders, in order to facilitate the Group's effective disclosure of ESG information and continuous improvement in the management level of relevant issues. The materiality assessment on ESG issues of the Group during the Reporting Period covers the following steps:

- Step 1 The Group identified the following 21 issues in accordance with the disclosure requirements set out in the ESG Reporting Guide and based on the business characteristics and daily operation of the Group. These issues are considered to have impacts on the environment and the society during our operation.
- Step 2 Based on the understanding of the demands and expectations of stakeholder during the daily operation, the Group determined the materiality of ESG issues by benchmarking the key points and the trend of ESG works of industry peers.
- Step 3 Based on the result of the materiality assessment, the Group discussed and determined the key disclosure of the Report for the Reporting Period and the key points for improvement in the future ESG work of the Group.

Environmental, Social and Governance Report

Social Aspects			Environmental Aspects		
1. Equal opportunity	5. Prevention of child labour and forced labour	9. Complaint handling	13. Community investment	14. Exhaust emissions	18. Energy consumption
2. Employment and employee benefits	6. Selection and evaluation of suppliers	10. Protection of intellectual property rights		15. Greenhouse gas ("GHG") emissions	19. Water consumption
3. Occupational health and safety	7. Control and management on environmental and social risks along the supply chain	11. Customer data privacy and data security		16. Wastewater emissions	20. Management of risks associated with environmental and natural resources
4. Employee development and training	8. Service quality	12. Anti-corruption and money laundering		17. Solid waste emissions	21. Climate change

According to the results of materiality assessment, 12 material topics* are regarded as the most concerned issues of stakeholder and the Group. Taking into account of the environmental and social responsibilities, the Group will pay more attention to the above areas and strive to achieve continuous improvement and sustainable business development.

* *In bold.*

Environmental, Social and Governance Report

A. ENVIRONMENTAL ASPECTS

Aspect A1: Emissions

To demonstrate commitment to sustainable development and compliance with laws and regulations relating to environmental protection, the Group endeavours to minimise the environmental impact of the business activities and maintain green operations and green office practices.

The Group's wastewater treatment business is an environmental protection business. We currently operate and manage a total of three wastewater treatment facilities with a designed capacity of 375,000 m³ per day, and the discharge standard for all plants were either in the National Wastewater Discharge Standards (GB18918-2002) ("**Class IA standard**") or Quasi Surface Water Standard Class IV (準四類水標準). As a wastewater treatment service provider, the Group is subjected to various laws and regulations regarding environmental protection and the discharged standard of treated wastewater from our Wastewater Treatment Plants. For the upgrading and expansion work at our Wastewater Treatment Plants, we have engaged a licensed environmental impact assessment consultant to assist us in preparing the environmental impact assessment report to the relevant government authorities for approval prior to the commencement of the construction works. For our provision of wastewater treatment services, we have duly obtained a pollutant discharge permit for each of our Wastewater Treatment Plants in accordance with the PRC law. Pursuant to the Concession Agreement, we are also obliged to ensure the wastewater treated by our facilities meet the relevant discharge standards. For this purpose, we have implemented various quality control measures as detailed in "Aspect B6: Product Responsibility" in this Report.

The Group has implemented measures in the operation of our business to ensure strict compliance with the relevant laws and regulations in the PRC, including but not limited to PRC Environmental Protection Law* (《中華人民共和國環境保護法》) and the PRC Law on Prevention and Control of Water Pollution* (《中華人民共和國水污染防治法》). Such measures and procedures include, amongst other things, waste gases emission, wastewater treatment and solid waste management:

Environmental, Social and Governance Report

Emissions:	Source:	Measures:
Waste gases	Waste gases emissions were mainly derived from malodorous gases generated during the wastewater treatment process.	<ul style="list-style-type: none"> — In upgrading and expanding the wastewater treatment plant, the Group adopted advanced sewage treatment technology and equipment, and optimised the layout of facilities such as building covers around the treatment plant to reduce the odour. — Afforestation work in the sewage treatment plant area and its surroundings is enhanced to reduce the influence of odour on the environment.
Wastewater	Inflow of wastewater from the external pipeline network in Yinchuan.	<ul style="list-style-type: none"> — The discharge of the treated wastewater was required to fulfil relevant standards, such as Urban Wastewater Treatment Plant Discharge Standards* (城镇污水处理厂污染物排放标准) (GB18918–2002), before being ultimately discharged into the Yellow River. — The Group adopted intercept processing to improve the efficiency of pollutant treatment in the wastewater. — The Group has laboratories situated within certain Wastewater Treatment Plants, where regular laboratory analyses are performed on the water samples collected at the inflow and outflow of each of our Wastewater Treatment Plants as mentioned in “Aspect B6: Product Responsibility” in this Report.
Solid waste	The solid waste mainly consists of sludge, chemical sample waste and household waste generated from the treatment process.	<ul style="list-style-type: none"> — In order to dispose of the large amount of sludge generated in the wastewater treatment process in a “harmless, reduced and resource-based” way, the sludge, upon concentration and dehydration and other treatments by the Group, was transported to disposal sites designated by the local government. — The Group strictly abides by the standardised management regulations for solid waste produced in the course of production, experimentation, or inspection and maintenance, then performs sorted collection, centralised storage, regular reporting, and compliant disposal.

Environmental, Social and Governance Report

During the Reporting Period, there was no material breach of or non-compliance with the applicable laws and regulations related to environmental protection.

Regarding hazardous and non-hazardous wastes, our hazardous waste produced mainly consists of chemical sample waste in daily operation. Non-hazardous waste includes mainly sludge and household waste. The Group has a strict classification system for different types of waste. Each type of waste has specific storage location and collection procedures. There is a precaution implemented for the leakage of waste to prevent pollution. The waste is separately stored and handled with the ledger for record.

During the Reporting Period, the Group generated/consumed no significant hazardous waste and packaging materials due to its business nature.

Our wastewater treatment process helped to reduce the emission of large amount of Chemical Oxygen Demand (“**COD**”), ammonia, phosphorus and other substances in urban sewage and protected the natural environment. During the Reporting Period, the main effluents such as COD, ammonia and phosphorus were 13% (2022: 22%), 83% (2022: 81%) and 68% (2022: 68%), respectively, which were lower than the emission limits of Class IA standard (*lowest percentage is disclosed among the three Wastewater Treatment Plants*).

In view of our continuous effort, we target to maintain zero substantial non-compliance case in relation to the emission of waste gases, wastewater and solid waste in coming five years.

* For identification purposes only

Aspect A2: Use of Resources

The Group places high priority on the efficient use of resources. The major resources used by the Group are electricity and water. The Group strives to improve the efficient use of natural resources, such as minimising waste/emissions and implementing effective recycling programmes. Practical measures are implemented as follows.

Electricity

Electricity saving measures are encouraged that electrical appliances are required to be set as energy saving mode where possible. We set the air conditioning systems at 25°C. For computers, the idle automatically mode is 20 minutes or less. Also, power supply should be switched off when they are not in use. Preference will be given to office equipment with relatively high energy efficiency.

Water

The Group did not encounter any problems in sourcing water that is fit for purpose. Recycled water generated can be used for cleaning purposes amounting to approximately 5,674,914 m³ during the Reporting Period (2022: 5,623,796 m³). The Group encourages employees to reduce water wastage, for example, by strengthening the management of water saving in office, advocating employees to turn off faucets timely and eliminating the phenomenon of running water. Also, the Group promotes the use of water saving sanitary and water distribution appliances.

Environmental, Social and Governance Report

Fuel consumption for motor vehicles

The Group actively identified aged vehicles and modified their engines from petrol/diesel type to compressed natural gas type with less emission.

In view of our continuous effort, we target to maintain zero substantial non-compliance case in relation to the consumption of water and energy in the coming five years.

Aspect A3: the Environment and Nature Resources

The Group raises employees' awareness on environmental issues through education and training and encourages employees' support in improving the Group's performance, promote environmental awareness amongst the customers, business partners and shareholders and support community activities in relation to environmental protection and sustainability. The Group evaluates and monitors past and present business activities impacting upon health, safety and environmental matters. With the integration of policies mentioned in sections "Aspect A1: Emissions" and "Aspect A2: Use of Resource", the Group strives to minimise the impacts to the environment and natural resources.

Aspect A4: Climate Change

The Group is committed to mitigating the climate change and enhancing its resilience to adapt to the increasing threat of climate-related consequences.

The processes used to identify, evaluate and manage significant risks (*including significant climate-related issues*) by the Group are summarised as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Environmental, Social and Governance Report

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

As a result of above risk management process, physical risk and transitions risks arising from climate change may not bring significant impacts to the Group's business. As a supporter of the recommendations of the Taskforce on Climate-Related Financial Disclosure (TCFD), the Group has assessed the potential climate related risks and identified the rising mean temperature and increasing severity and likelihood of extreme weather events such as rainstorms, floods, fire and heatwaves as major physical risks impacting our daily operation.

The Group's ESG working group is responsible for identifying and assessing any climate-related risks to which the Group's operations are exposed and updating the Board with the latest news and developments on climate regulations and industry benchmark. In order to cope with climate-related risk, the Group implemented various emergency response mechanism and purchase adequate insurance against natural disasters, including fire or flood so as to cope with extreme weather. For details, please refer to section "Aspect B2: Health and Safety".

In the future, we will continue to identify potential business activities impacting the environment and develop corresponding improvement measures, so as to further prevent the possible negative impacts of our operation on climate change.

Environmental, Social and Governance Report

B. SOCIAL ASPECTS

Aspect B1: Employment

Our Group believes that the key to our success is our ability to recruit, retain, motivate and develop talented and experienced staff members. We endeavour to attract and retain appropriate and suitable personnel to serve our Group. Our Group assesses the available human resources on a continuous basis and will determine whether additional personnel are required to cope with the business development of our Group. Our Group's employment handbook sets out our standards for compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

Our Group entered into separate labour contracts with each of our employees in accordance with the applicable labour laws of PRC. The package includes basic wages, over-time work allowances, bonuses, retirement benefits and other staff benefits. We conduct annual review of the performance of our employees for determining the level of bonus, salary adjustment and promotion of our employees. Our Group recruits employees from the open market based on various factors such as their work experience, educational background, qualifications or certifications possessed. We believe that the above arrangement can maintain good relationship with our employee.

During the Reporting Period, there were no material non-compliance regarding employment brought against our Group or our employees.

Aspect B2: Health and Safety

The Group places emphasis on occupational health and work safety in our three Wastewater Treatment Plants. Pursuant to national and local health and safety laws and regulations in the PRC, we are required to provide our employees with a safe working environment. Therefore, we have established comprehensive workplace safety policies and guidelines for our employees. Each of our wastewater treatment facilities maintains its own emergency reporting system in case of safety hazards. Our employees are provided with protective gears and clothing within our Wastewater Treatment Plants. We also conduct regular inspection and maintenance checks on our equipment to ensure that they are in compliance with the applicable national or industrial standards in respect of their design, manufacturing, installation and use. With regards to insurance, the Group had made social security insurance and housing fund contributions for its employees in accordance with the requirements pursuant to the applicable laws and regulations. We also have maintained property all risks insurance, machinery breakdown insurance, employer's liability insurance and public liability insurance for the operation of our Wastewater Treatment Plants.

During the Reporting Period, there were no material non-compliance cases noted in relation to health and safety laws and regulations.

Environmental, Social and Governance Report

Aspect B3: Development and Training

The Group recognises the importance of providing training for the development of our employees. To ensure the continuous professional development of our employees and to familiarise our employees with our quality control systems, we offer relevant in-house training to our employees at our wastewater treatment facility. We also encourage our employees in attending external industry-related trainings by providing subsidy as set out in our employment handbook.

Aspect B4: Labour Standards

The Group strictly complies with relevant labour laws and regulations in the PRC. The Group prohibits the use of child labour and forced labour that violate fundamental human rights and also poses threat to sustainable social and economic development. The human resources department strictly complies with relevant labour laws and regulations in the PRC to implement recruitment.

In the recruitment processes, the human resources department takes effective procedures to verify applicants' age and inspects their identification documents and valid proof of identity before hiring any of them. Employment contracts and other records, documenting all relevant details of the employees (*including age*) are properly maintained for verification by relevant statutory body upon request.

During the Reporting Period, we did not identify any issue related to child labour or forced labour within the Group.

Aspect B5: Supply Chain Management

The Group works closely with its suppliers who are committed to high quality, environmental, health and safety standards. Our principal suppliers were construction contractors, design institutes and supervision agencies engaged by us to carry out our contemplated upgrading and expansion works, suppliers of chemicals used in our wastewater treatment processes and suppliers of materials for equipment maintenance and replacements from PRC (Reporting Period: 121 suppliers and service providers in PRC; 2022: 112 suppliers and service providers in PRC). It is our general policy to maintain a list of approved suppliers in order to avoid over-relying on a single supplier. We have stable business relationships with our suppliers and they are familiar with our demand on quantity and requirements as to the quality of the materials and equipment required by us.

For procurement of materials and equipment and construction-related services within the scope of our contemplated upgrading and expansion works, we must go through tender processes irrespective of the purchase or subcontracting amounts. During such process, a tender document will be issued by us to the suppliers who are invited to submit their tenders. A tender committee with several members will be established, comprising a majority of independent third parties' representatives chosen by balloting from a pool of local industry experts selected by the local government, and the remaining being representative(s) from us. The tender committee will evaluate the bids taking into consideration the factors including but not limited to qualification, expertise, price, past performance, quality of material and payment terms of the bidders. The committee will then rank the bidders based on the result of evaluation. Generally, we will enter into the procurement contract with the bidder who has the highest ranking.

For procurement of materials and equipment not related to our contemplated upgrading and expansion works, we have established a centralised internal procurement policy for the selection of suppliers. Depending on the type of materials, equipment or services to be procured, if the purchase amount is expected to exceed a certain threshold, we will invite multiple suppliers to provide quotations for our selection. Preference will be given to suppliers with certification and qualification related to environmental protection.

During the Reporting Period, we believe there are no significant environmental and social risks for our management decision on supply chain management.

Environmental, Social and Governance Report

Aspect B6: Product Responsibility

Quality control

The Group has actively pursued strict and standardised quality control procedures and monitoring systems such that the operators will carry routine inspection on our Wastewater Treatment Plants. This is to ensure stable operations and avoid any disruption to our operations.

Quality control team

Our quality control team consists of 10 members, with one of them being the quality control manager, all of whom possess relevant academic qualifications and the necessary industry experience to perform laboratory analyses on incoming and outflowing wastewater.

Examination of water quality

We have laboratories situated within certain of our Wastewater Treatment Plants, where regular laboratory analyses are performed on the water samples collected at the inflow and outflow of each of our Wastewater Treatment Plants. The water samples are collected on a regular basis from the Wastewater Treatment Plants. In the event the levels of pollutants in the incoming wastewater were found to have exceeded the designed parameters, our technical team will be alerted and take necessary measures to ensure the outflow water quality meets the relevant standards. If the pollutants in the incoming wastewater significantly exceed the design of products such that our outflow water quality may be affected, we will promptly report to the relevant governmental authorities. Under the Concession Agreement, we shall not be liable for not meeting the relevant discharge standard and in case we suffer any loss due to such kind of incident not caused by our own fault, we are entitled to compensation from local government.

Online real-time monitoring by government

Each of our wastewater treatment facilities has a sensor installed at its outflow pipes which transmits the key parameter data directly to the local environmental protection bureau for monitoring the quality of wastewater treated by our facilities on real time basis. Such online real-time sensors and meters are maintained and controlled by independent third parties designated by the local government.

Inspection of chemicals

Certain chemicals are used by us during wastewater treatment process. Our quality control team will perform regular analysis on such chemicals procured by us to ensure the quality is up to standard. Any substandard quality of chemicals will be reported to the plant manager and/or our senior management for investigation and decision making together with follow up actions. This is to ensure our treated wastewater meets all the prescribed discharge standard/parameters.

Regular inspection

For every two hours, inspections are carried out by our operating team in order to avoid disruptions to our operations. Any unusual circumstances will be reported to the manager of the plant and/or our senior management for investigation and decision-making together with follow up actions and report to environmental related government authorities, if necessary. Electronic tracking devices are installed at various locations within the plant to ensure that such regular inspections are carried out on schedule.

Regular maintenance of instruments and equipment

To avoid disruptions to our operations, our in-house team of technicians will carry out regular repair and maintenance on all the facilities and equipment. In some occasions where we need external supports on the repair and maintenance works, we will hire external specialists to help us perform necessary repair and maintenance in order to avoid any disruption to our operations.

Environmental, Social and Governance Report

Intellectual property

The Group did not have any registered trademarks or any trademarks pending in Hong Kong. The Group have registered one domain name — tilenviro.com, which is used by our Group.

During the Reporting Period, we have not received any material claim against us for infringement of any trademark nor were we aware of any pending or threatened claims in relation to any such infringement, nor had any material claim been made by us against third parties in relation to the infringement of intellectual property rights owned by us or third parties.

Privacy Protection

The Group is committed to ensuring personal data and privacy of its customers are kept confidential. The Group has implemented various measures to prevent unauthorised access of customers' data, such as installation on all computers together with backup services security features which require password access to information stored on the hard disk or server and only authorised personnel can access to confidential documents.

In addition, all staff members are reminded of the importance of keeping confidential any aspects of the Group's business and the need to comply with the "Code of Confidentiality" whose details are laid down in our employment handbook.

During the Reporting Period, there are no disputes between our Group and our customers in respect of the quality of work performed by us and there were no cases of non-compliance against laws and regulations related to products responsibilities.

Aspect B7: Anti-Corruption

To ensure the workplace operates in a fair and transparent manner, the Group has formulated whistleblowing policy to avoid suspected corruption and provided channels such as by letter, fax, meeting, email or phone call for employees to report suspected corruption. If there is any suspected case related to corruption, employees are encouraged to report it through the mentioned channels. All these practical actions enhance the sense of belonging and fair play among our various stakeholders. Besides that, anti-corruption training through email was provided to senior management of the Company during the Reporting Period.

The Group has been in strict compliance with law and regulation related to anti-corruption. During the Reporting Period, there was no legal case regarding corrupt practices brought against the Group or its employees.

Aspect B8: Community Investment

As a socially responsible company, the Group is committed to understanding the needs of the communities in which we operate. The Group strives to develop long-term relationship with our stakeholders and seek to make contributions to programmes that have a positive impact on community development.

During the Reporting Period, the Group has participated in various volunteer programmes such as visiting old folks and several underprivileged families. This is to show our care to the elderly and underprivileged families in Yinchuan. Our employees actively participated in activities such as painting campaign and gifts donation. Our Group is proud to participate in these volunteer programmes which help the community.

Environmental, Social and Governance Report

APPENDIX I: OVERVIEW OF KPIS

1. Environmental Aspects *(note)*

No. of KPIS	KPIS	Unit	2023	2022
A1.1 Emissions	Sulphur Dioxide (So ₂)	kg	34.66	38.70
	Nitrogen Oxides (No _x)	kg	688.52	751.32
	Particulate Matter (PM)	kg	15.68	16.79
	Total discharge of urban sewage reaching wastewater discharge standards	m ³	80,386,031.00	78,635,905.00
	COD reduction for urban sewage discharge	tonnes	25,846.04	24,544.60
	Discharge of COD from urban sewage	tonnes	2,557.97	2,357.00
	Ammoniacal nitrogen reduction for urban sewage discharge	tonnes	435.03	402.89
	Discharge of ammoniacal nitrogen from urban sewage	tonnes	69.44	66.01
	Phosphorus reduction for urban sewage discharge	tonnes	435.03	402.89
	Discharge of phosphorus from urban sewage	tonnes	9.87	9.52
A1.2 GHG emissions	Scope 1 Direct emissions	kg of equivalent CO ₂ emission	190,978.41	221,226.94
	Scope 2 Indirect emissions	kg of equivalent CO ₂ emission	33,826,694.15	32,583,038.73
	Total	kg of equivalent CO ₂ emission	34,017,672.56	32,804,265.67
	Intensity	kg of equivalent CO ₂ emission/m ²	70.04	67.54
A1.4 Non-hazardous waste	Total non-hazardous waste (<i>i.e. Sludge</i>)	tonnes	73,742.50	70,633.21
	Intensity	tonnes/m ²	0.15	0.15
A2.1 Energy consumption	Unleaded petrol	kWh	84,377.27	94,974.73
	Diesel	kWh	574,409.89	641,201.73
	LPG	kWh	152,209.63	230,684.01
	Purchased electricity	kWh	41,459,871.00	39,935,578.00
	Total	kWh	42,270,867.78	40,902,438.47
Intensity	kWh/m ²	87.04	84.22	
A2.2 Water consumption	Total water consumption	m ³	32,065.00	30,301.00
	Intensity	m ³ /m ²	0.07	0.06

Note: The calculation of environmental KPIS is made reference to "A Corporate Accounting and Reporting Standard" from The GHG Protocol and the "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIS" issued by the Stock Exchange.

Environmental, Social and Governance Report

2. Social Aspects

No. of KPIs	KPIs	Unit	2023	2022
B1.1 Total number of employees	By gender			
	Male	person	73	75
	Female	person	45	42
	Total		118	117
	By employment type			
	Full-time	person	118	117
	Part-time	person	Nil	Nil
	Total		118	117
	By age group			
	30 or below	person	15	15
	31–40	person	48	52
	41–50	person	38	32
	51 or above	person	17	18
Total		118	117	
By geographical region				
PRC	person	118	117	
B1.2 Employee turnover rate	Turnover rate by gender			
	Male	%	3	7
	Female	%	Nil	Nil
	Turnover rate by age group			
	30 or below	%	7	7
	31–40	%	Nil	2
	41–50	%	Nil	Nil
	51 or above	%	6	17
By geographical region				
PRC	%	2	4	
B2.1 Number and rate of work-related fatalities^(note)	Number of work-related fatalities	person	Nil	Nil
	Rate of work-related fatalities	%	Nil	Nil
B2.2 Number of working days lost due to work injury	Number of working days lost due to work injury	day	Nil	112

Note: There were none work-related fatalities during 2021.

Environmental, Social and Governance Report

No. of KPIs	KPIs	Unit	2023	2022	
B3.1	Percentage of trained employees	Percentage of trained employees			
		By gender			
		Male	%	100	100
		Female	%	100	100
		By rank			
		Normal	%	100	100
	Middle	%	100	100	
	Senior	%	100	100	
B3.2	Average training hours completed per employee	Average training hours completed per employee			
		By gender			
		Male	hour	94.03	101.01
		Female	hour	97.84	103.64
		By rank			
		Normal	hour	97.75	103.63
	Middle	hour	97.89	103.63	
	Senior	hour	8.00	6.00	
B5.1	Number of suppliers	Number of suppliers by geographical region			
		PRC	supplier and service provider	121	112
		Total		121	112
B6.2	Number of complaints about products and services	Number of complaints about products and service received	case	Nil	Nil
B7.1	Legal cases in relation to corruption	Number of legal cases in relation to corruption filed and concluded	case	Nil	Nil

Environmental, Social and Governance Report

REFERENCES TO THE ESG REPORTING GUIDE

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A. Environmental		
Aspect A1: Emissions		
General Disclosure	A1: Emissions	55–57
KPI A1.1 The types of emissions and respective emissions data.	Appendix I: Overview of KPIs	64
KPI A1.2 Direct (<i>Scope 1</i>) and energy indirect (<i>Scope 2</i>) GHG emissions in total and, where appropriate, intensity.	Appendix I: Overview of KPIs	64
KPI A1.3 Total hazardous waste produced and, where appropriate, intensity.	No material hazardous waste produced during the Reporting Period	N/A
KPI A1.4 Total non-hazardous waste produced and, where appropriate, intensity.	Appendix I: Overview of KPIs	64
KPI A1.5 Description of emission targets set and steps taken to achieve them.	A1: Emissions	55–57
KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction targets set and steps taken to achieve them.	A1: Emissions	55–57
Aspect A2: Use of Resources		
General Disclosure	A2: Use of Resources	57–58
KPI A2.1 Direct and indirect energy consumption by type in total.	Appendix I: Overview of KPIs	64
KPI A2.2 Water consumption in total and intensity.	Appendix I: Overview of KPIs	64
KPI A2.3 Description of energy use efficiency and a description of targets set and steps taken to achieve them.	A2: Use of Resources	57–58
KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency and a description of targets set and steps taken to achieve them.	A2: Use of Resources	57–58
KPI A2.5 Total packaging material used for finished products and, if applicable, with reference to per unit produced.	No packaging material was produced during the Reporting Period.	N/A

Environmental, Social and Governance Report

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Aspect A3: The Environmental and Natural Resources			
General Disclosure	A1: Emissions and A2: Use of Resources	55–58	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	A1: Emissions, A2: Use of Resources and A3: The Environmental and Natural Resources	55–58
Aspect A4: Climate Change			
General Disclosure	A4: Climate Change	58–59	
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.	A4: Climate Change	58–59
B. Social			
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Aspect B1: Employment			
General Disclosure	B1: Employment	60	
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Appendix I: Overview of KPIs	65
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Appendix I: Overview of KPIs	65

Environmental, Social and Governance Report

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Aspect B2: Health and safety		
General Disclosure	B2: Health and safety	60
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Appendix I: Overview of KPIs 65
KPI B2.2	Lost days due to work injury.	Appendix I: Overview of KPIs 65
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	B2: Health and safety 60
Aspect B3: Development and Training		
General Disclosure	B3: Development and Training	61
KPI B3.1	The percentage of employee trained by gender and employee category.	Appendix I: Overview of KPIs 66
KPI B3.2	The average training hours completed per employee by gender and employee category.	Appendix I: Overview of KPIs 66
Aspect B4: Labour Standards		
General Disclosure	B4: Labour Standards	61
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	B4: Labour Standards 61
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	B4: Labour Standards 61

Environmental, Social and Governance Report

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Aspect B5: Supply Chain Management		
General Disclosure	B5: Supply Chain Management	61
KPI B5.1 Number of suppliers by region.	Appendix I: Overview of KPIs	66
KPI B5.2 Description of practices relating to engaging supplies, number of supplies where the practices are being implemented, how they are implemented and monitored.	B5: Supply Chain Management	61
KPI B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	B5: Supply Chain Management	61
KPI B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, how they are implemented and monitored.	B5: Supply Chain Management	61
Aspect B6: Product Responsibility		
General Disclosure	B6: Product Responsibility	62–63
KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	B6: Product Responsibility	62–63
KPI B6.2 Number of products and service-related complaints received and how they are dealt with.	Appendix I: Overview of KPIs	66
KPI B6.3 Description and practices relating to observing and protecting intellectual property rights.	B6: Product Responsibility	62–63
KPI B6.4 Description of quality assurance process and recall procedures.	B6: Product Responsibility	62–63
KPI B6.5 Description of customer data protection and privacy policies, how they are implemented and monitored.	B6: Product Responsibility	62–63

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Aspect B7: Anti-corruption		
General Disclosure	B7: Anti-corruption	63
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 case.	Appendix I: Overview of KPIs	66
KPI B7.2 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	B7: Anti-corruption	63
KPI B7.3 Description of anti-corruption training provided to directors and staff.	B7: Anti-corruption	63
Aspect B8: Community Investment		
General Disclosure	B8: Community Investment	63
KPI B8.1 Focus areas of contribution (<i>e.g. education, environmental concerns, labour needs, health, culture, sport</i>).	B8: Community Investment	63
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Independent Auditor's Report



羅兵咸永道

To the Shareholders of TIL Enviro Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of TIL Enviro Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 78 to 133, comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

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 2023, 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Independent Auditor's Report

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

Key audit matter identified in our audit is related to recognition of revenue from wastewater treatment services and assessment of carrying amounts of receivables and intangible assets under the service concession arrangement.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><i>Recognition of revenue from wastewater treatment services and assessment of carrying amounts of receivables and intangible assets under the service concession arrangement</i></p> <p>Refer to notes 2.6, 2.7, 2.9, 2.19, 4.1, 5, 7, 16 and 17 to the consolidated financial statements.</p> <p>For the year ended 31 December 2023, the revenue from wastewater treatment services in respect of the service concession arrangement with the governmental authority of Yinchuan, the People's Republic of China under Transfer-Operate-Transfer arrangement (the "service concession arrangement") amounted to HK\$64.6 million. As at 31 December 2023, the carrying amounts of receivables and intangible assets in respect of the service concession arrangement amounted to HK\$1,757.4 million and HK\$2.7 million respectively. During the year, remeasurement gain on the receivables of HK\$84.4 million and impairment loss of HK\$61.2 million for the intangible assets were recognised.</p> <p>During the service concession period, revenue from wastewater treatment services is recognised on a cost-plus basis. The operating margins adopted in the cost-plus model were determined by management, with the assistance of an independent external valuer, taking into account the margins adopted by comparable companies.</p>	<p>Our procedures in relation to management's recognition of revenue for wastewater treatment services and assessment of the carrying amounts of receivables and intangible assets under service concession arrangement included:</p> <ol style="list-style-type: none">1. Understanding management's process in relation to the recognition of revenue for wastewater treatment services and assessment of the carrying amounts of receivables and intangible assets under service concession arrangement, and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors.2. Discussing with the independent external valuer to understand the methodology and key assumptions used in the models of forecasted cash flows.3. Evaluating the outcome of prior period assessment of forecasted cash flows to assess the effectiveness of management's estimation process.

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The receivables and intangible assets under the service concession arrangement were determined at initial recognition based on the forecasted cash flows to be derived from the service concession arrangement, which involved significant judgements and estimates including, but not limited to, the aforementioned operating margins, forecasted unit price of service fees from the governmental authority, operating costs and inflation rates.</p>	<p>4. Involving our internal valuation expert in assessing the methodology used in the assessment of carrying amounts of receivables and intangible assets, and challenging the reasonableness of the key assumptions adopted, including operating and construction margins adopted in the forecasted cash flows, discount rate for impairment assessment of intangible assets, by comparing with industry comparables.</p>
<p>Subsequent to initial recognition, management periodically reassesses and reviews the key assumptions adopted. If the actual outcome and/or the revised estimates or forecasts significantly deviate from the assumptions adopted, the carrying amount of the receivables recognised under the service concession arrangement would be adjusted. The impairment assessment of the intangible assets would also be impacted.</p>	<p>5. Checking data input in the models to the Group's approved budgets.</p> <p>6. Assessing the reasonableness of the key assumptions <i>(including forecasted unit amount of operating costs and inflation rates)</i> adopted in the models by considering the historical data and available market information.</p>
<p>We focused on auditing the recognition of revenue from wastewater treatment services and the assessment on carrying amounts of receivables and intangible assets under the service concession arrangement because adoption of key assumptions adopted, including operating and construction margins, forecasted unit amount at operating costs and inflation rates adopted in the forecasted cash flows are subject to high degree of estimation uncertainty. The inherent risks in relation to the recognition of revenue from wastewater treatment services and the assessment of the carrying amounts of receivables and intangible assets under the service concession arrangement are considered significant due to the complexity of the methodology, subjectivity of significant assumptions used and the significant judgements involved in selecting data.</p>	<p>Based on the procedures performed, we considered the methodology, significant assumptions and data used by management in the recognition of revenue from wastewater treatment services and the assessment of the carrying amounts of receivables and intangible assets under the service concession arrangement were supported by the available evidence.</p>

Independent Auditor's Report

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of 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 DIRECTORS AND THE AUDIT COMMITTEE 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible 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. We report our opinion 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report

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

(Continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment 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.

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.

Independent Auditor's Report

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

(Continued)

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 Chan Ka Yee.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 26 March 2024

Consolidated Income Statement

For the year ended 31 December 2023

	Note	2023 HK\$'000	2022 HK\$'000
Revenue			
— Wastewater treatment operation services		64,554	91,078
— Finance income from service concession arrangement		115,799	122,273
	5	180,353	213,351
Cost of sales	8	(66,244)	(68,971)
Gross profit		114,109	144,380
Other income	6	2,519	3,274
Other gains/(losses), net	7	22,767	(5,474)
General and administrative expenses	8	(15,605)	(16,288)
Operating profit		123,790	125,892
Finance costs	11	(32,873)	(39,128)
Profit before income tax		90,917	86,764
Income tax expense	12	(17,657)	(18,637)
Profit for the year		73,260	68,127
Profit for the year attributable to:			
Owners of the Company		73,260	68,127
		73,260	68,127
Earnings per Share for profit attributable to owners of the Company			
Basic and diluted (<i>expressed in HK\$ per Share</i>)	13	0.07	0.07

The notes on pages 84 to 133 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
Profit for the year	73,260	68,127
Other comprehensive loss		
<i>Items that may be reclassified to profit or loss:</i>		
Currency translation differences	(36,040)	(110,140)
Total comprehensive income/(loss) for the year	37,220	(42,013)
Total comprehensive income/(loss) attributable to owners of the Company	37,220	(42,013)

The notes on pages 84 to 133 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2023

	<i>Note</i>	2023 HK\$'000	2022 HK\$'000
Assets			
Non-current assets			
Property, plant and equipment	15	1,441	1,543
Right-of-use assets	27	476	1,145
Receivable under service concession arrangement	16	1,317,508	1,063,414
Intangible assets	17	2,668	68,906
Restricted bank balances	20	4,401	4,523
		1,326,494	1,139,531
Current assets			
Inventories	18	1,821	1,961
Trade and other receivables	19	383,123	400,778
Receivable under service concession arrangement	16	439,866	687,239
Cash and cash equivalents	20	89,971	81,914
		914,781	1,171,892
Total assets		2,241,275	2,311,423
Equity			
Capital and reserves			
Share capital	21	10,000	10,000
Reserves		586,184	622,224
Retained earnings		763,067	689,807
Total equity		1,359,251	1,322,031

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	2023 HK\$'000	2022 HK\$'000
Liabilities			
Non-current liabilities			
Long-term borrowings	22	451,271	510,981
Lease liabilities	27	30	362
Deferred tax liabilities	24	125,772	127,183
		577,073	638,526
Current liabilities			
Trade and other payables	23	39,571	57,495
Tax payable		2,936	3,593
Current portion of long-term borrowings	22	242,741	269,758
Short-term borrowings	22	19,145	18,996
Lease liabilities	27	558	1,024
		304,951	350,866
Total liabilities		882,024	989,392
Total equity and liabilities		2,241,275	2,311,423
Net current assets		609,830	821,026
Total assets less current liabilities		1,936,324	1,960,557

The consolidated financial statements on pages 78 to 133 were approved by the Board of Directors on 26 March 2024 and were signed on its behalf.

Wong Kok Sun
Director

Lim Chin Sean
Director

The notes on pages 84 to 133 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

	Equity attributable to owners of the Group					
	Share capital	Share premium	Exchange reserves	Capital reserve	Retained earnings	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2022	10,000	708,746	43,111	30,507	621,680	1,414,044
Profit for the year	–	–	–	–	68,127	68,127
Currency translation differences	–	–	(110,140)	–	–	(110,140)
2022 interim dividend (<i>note 14</i>)	–	(50,000)	–	–	–	(50,000)
At 31 December 2022	10,000	658,746	(67,029)	30,507	689,807	1,322,031
At 1 January 2023	10,000	658,746	(67,029)	30,507	689,807	1,322,031
Profit for the year	–	–	–	–	73,260	73,260
Currency translation differences	–	–	(36,040)	–	–	(36,040)
At 31 December 2023	10,000	658,746	(103,069)	30,507	763,067	1,359,251

The notes on pages 84 to 133 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	<i>Notes</i>	2023 HK\$'000	2022 HK\$'000
Cash flows from operating activities			
Cash generated from operations	25(a)	124,720	149,666
Income tax paid		(16,053)	(49,062)
Net cash generated from operating activities		108,667	100,604
Cash flows from investing activities			
Purchases of property, plant and equipment		(496)	(81)
Disposal of property, plant and equipment		111	–
Interest received		1,870	2,285
Net cash from investing activities		1,485	2,204
Cash flows from financing activities			
Proceeds from borrowings		19,145	47,264
Repayments of borrowings		(84,188)	(59,637)
Payments of lease liabilities		(1,077)	(1,108)
Interest paid		(32,873)	(39,128)
Dividends paid		–	(50,000)
Net cash used in financing activities	25(b)	(98,993)	(102,609)
Net increase in cash and cash equivalents			
Cash and cash equivalents at beginning of year		81,914	87,975
Currency translation differences		(3,102)	(6,260)
Cash and cash equivalents at end of year	20	89,971	81,914

The notes on pages 84 to 133 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

1 GENERAL INFORMATION

1.1 General Information

TIL Enviro Limited (the “**Company**”) was incorporated in the Cayman Islands on 17 April 2018 as an exempted company with limited liability. The address of its registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108.

The ultimate holding company is LGB (Malaysia), a private limited liability company incorporated in Malaysia.

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are principally engaged in the wastewater treatment business in the PRC.

These consolidated financial statements are presented in HK\$, unless otherwise stated.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Company Ordinance. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of the Group. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

The Board of Directors are of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from 31 December 2023. This is based on the considerations of the Group’s positive operating cash inflows from its business operations including the settlement of outstanding trade and other receivables and the compensation receivable in respect of Plant 1 (*note 16*) as at the balance sheet date. The Board of Directors consider these are sufficient to ensure the Group has adequate resources to meet its liabilities as and when they fall due over the next twelve months from 31 December 2023. Accordingly, the Group continues to adopt the going concern basis in preparing the consolidated financial statements.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

2.1.1 Standard and amendments to standards adopted in 2023

In 2023, the Group has adopted the following new standard and amendments to standards which are relevant to its operations:

HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies
HKAS 8 (Amendments)	Definition of Accounting Estimates
HKAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities Arising from a Single Transaction

The adoption of the above standard and amendments to standards has no material effect on the results and financial position of the Group.

2.1.2 Amendments to standards and interpretation which are not yet effective

The following amendments to standards and interpretation have been issued and are mandatory for the Group's accounting periods beginning on or after 1 January 2024 and later periods and have not been early adopted:

		Effective for accounting periods beginning on or after
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current	1 January 2024
HKAS 1 (Amendments)	Non-current Liabilities with Covenants	1 January 2024
HKAS 7 and HKFRS 7 (Amendments)	Supplier Finance Arrangements	1 January 2024
HKFRS 16 (Amendments)	Lease Liability in a Sale and Leaseback	1 January 2024
HK Int 5 (Revised)	Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
HKAS 21 (Amendments)	Lack of Exchangeability	1 January 2025
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group has already commenced an assessment of the impact to the Group, certain of which may be relevant to the Group's operations and may give rise to changes in accounting policies, changes in disclosures and remeasurement of certain items in the consolidated financial statements.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.2 Subsidiaries

2.2.1 Consolidation

(i) *Subsidiaries*

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations under acquisition accounting

The acquisition method of accounting is used to account for business combination by the Group other than business combination under common control. The consideration transferred for the acquisition of a subsidiary or business comprises the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquired entity and the acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated income statement as a bargain purchase.

(ii) *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This means that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“**CODM**”). The CODM, who is responsible for allocating resources and assessing performances of the operating segments, has been identified as the management that makes strategic decisions.

2.4 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in “HK\$”, which is the Company’s functional and the Group’s presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated income statement. They are deferred in equity if they are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated income statement, within “Finance costs”. All other foreign exchange gains and losses are presented in the consolidated income statement on a net basis within “Other losses, net”.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(iii) Group companies

The results and financial position of foreign operations (*none of which has the currency of a hyperinflationary economy*) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (*unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions*); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the consolidated income statement during the financial period in which they are incurred.

Depreciation is calculated to write off the cost to their residual value on a straight-line basis over the expected useful lives. The useful lives or principal annual rates used are:

Furniture, fixtures and equipment	20%–33%
Motor vehicles	10%–25%
Computer equipment	20%–33.3%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of the reporting period.

Construction in progress is stated at cost less accumulated impairment losses.

For construction in progress, all direct and indirect costs, including financing costs and foreign exchange differences on the related borrowed funds during the construction period are capitalised as the costs of the assets.

No depreciation is provided for construction in progress until such time as the relevant assets are completed and ready for intended use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "Other gains/(losses), net" in the consolidated income statement.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.6 Intangible assets

(i) Service concession right

Service concession right is initially recognised at fair value of the consideration paid and subsequently stated at cost less accumulated amortisation and accumulated impairment loss. Amortisation of service concession right is calculated to write off their costs on a straight-line basis over the term of operation until September 2041. Both remaining period and method of amortisation are reviewed at each reporting date.

(ii) Computer softwares

The intangible assets are measured initially at cost, and subsequently amortised on a straight-line basis over its useful life of one year and carried at cost less accumulated amortisation and accumulated impairment losses.

2.7 Service concession arrangement

The Group has entered into a service concession arrangement with a governmental authority (the “**Grantor**”). The service concession arrangement is a TOT arrangement. Under the TOT arrangement, the Group pays consideration for the right from the Grantor to operate the wastewater and recycle water treatment plants that have been built and receives in return a right to operate the service project concerned for a specified period of time (the “**Service Concession Period**”) in accordance with the pre-established conditions set by the Grantor, and the service project should be transferred to the Grantor at zero consideration at the end of the Service Concession Period. Furthermore, the Group is required to complete certain upgrading and expansion works within the prescribed timelines as specified or approved by the Grantor.

The Group is generally entitled to use the facilities, while the Grantor controls and regulates the scope of service that the Group must provide with the facilities, and retains the beneficial entitlement to any residual interest in the facilities at the end of the Service Concession Period. The service concession arrangement is governed by a contract and, where applicable, supplementary agreements entered into between the Group and the Grantor that set out, inter alia, performance standards, mechanisms for adjusting prices for the services rendered by the Group, and specific obligations levied on the Group to restore the facilities to a specified level of serviceability at the end of the Service Concession Period and arrangements for arbitrating disputes.

(i) Consideration given by the Grantor

A financial asset (*receivable under service concession arrangement*) is recognised to the extent that (a) the Group has an unconditional right to receive cash or another financial asset from or at the direction of the Grantor for the services rendered; and (b) the Grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.7 Service concession arrangement *(Continued)*

(i) Consideration given by the Grantor *(Continued)*

The Group has an unconditional right to receive cash if the Grantor contractually guarantees to pay the Group (a) specified or determinable amounts or (b) the shortfall, if any, between amount received from users of the public services and specified or determinable amounts, even if the payment is contingent on the Group ensuring that the infrastructure meets specified quality of efficiency requirements. The financial asset is accounted for in accordance with the policy set out for "Financial assets" in note 2.9.

An intangible asset (*service concession right*) is recognised to the extent that the Group receives a right to charge users of public services, which is not an unconditional right to receive cash because the amounts are contingent on the usage amount of services rendered. The intangible asset (*service concession right*) is accounted for in accordance with the policy set out for "Intangible assets" in note 2.6.

The financial asset and intangible asset are recognised at the relevant fair values of the consideration paid, and/or services rendered in connection with the TOT arrangement, which have been amounted for separately in the consolidated financial statements.

Differences arising from the excess of actual outcome of the cash flows over the estimates adopted in the service concession arrangement is recognised in the revenue in the period in which they arise. The impact of adjustments arising from the changes in assumptions adopted to determine expected future cash flow is recognised in "Other gain/loss, net" of the consolidated income statement. When there is an indication that the intangible assets may be impaired, the Group tests the intangible asset for impairment, assesses the carrying amounts of the receivable under service concession arrangement, with reference to the revised estimates, and assesses the associated expected credit loss in accordance with the policy set out in notes 2.8 and 2.9(c) respectively.

(ii) Construction and upgrade services

The fair value of the construction and upgrade services under the concession arrangement is calculated as the estimated total construction cost plus a profit margin. The profit margins were determined by the management with reference to the valuation by an independent qualified valuer, based on prevailing market rate applicable to similar construction services rendered in similar location at date of agreement.

Revenue relating to construction or upgrade services are accounted for in accordance with the policy set out for "Revenue recognition" in note 2.19.

(iii) Revenue relating to operating service

Revenue relating to operating service are accounted for in accordance with the policy set out for "Revenue recognition" in note 2.19. Costs for operating services are expensed in the period in which they are incurred.

(iv) Finance income

Finance income in relation to the service concession arrangement are accounted for in accordance with the policy set out for "Revenue recognition" in note 2.19.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.7 Service concession arrangement *(Continued)*

(v) Contractual obligations to maintain or restore the infrastructure to a specified level of serviceability

The Group has contractual obligations which it must fulfil as a condition of its licence, that is to maintain or restore the wastewater and recycle water treatment and water distribution plants it operates to a specified level of serviceability. These contractual obligations to maintain or restore the wastewater and recycle water treatment, except for upgrade element, are fulfilled continuously through the annual repair and maintenance and recognised when incurred, or through major restoration work as provision in accordance with note 2.17, where applicable.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life are tested for impairment annually and when there is an indication that may be impaired. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (*cash-generating units*). Non-financial assets except for goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (*either through other comprehensive income, or through profit or loss*); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the consolidated income statement or the consolidated statement of other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.9 Financial assets *(Continued)*

(b) Measurement

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated income statement.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets are classified as current assets if expected to be settled within 12 months or in the normal operating cycle of the business, otherwise, they are classified as non-current.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated income statement when the asset is derecognised or impaired. Interest income from these financial assets is recognised in the consolidated income statement using the effective interest rate method.
- **Fair value through other comprehensive income ("FVOCI"):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive is reclassified from equity to the consolidated income statement.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the consolidated income statement and presented net in the consolidated income statement within "Other gains/(losses), net" in the period in which it arises.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.9 Financial assets *(Continued)*

(b) Measurement *(Continued)*

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated income statement following the derecognition of the investment. Dividends from such investments continue to be recognised in the consolidated income statement as "Other income" when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in "Other gains/(losses), net" in the consolidated income statement as applicable. Impairment losses (*and reversal of impairment losses*) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(c) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and financial assets at fair value through other comprehensive income and trade receivables. The Group applies a simplified approach to measure the expected credit losses which uses a lifetime expected loss allowance for trade receivables without significant financing component. For others, the Group applies a general approach to measure the expected credit losses. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment on these financial assets are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

The Group considers the probability of default upon initial recognition of, a financial asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in external credit rating of the debtors
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtors' ability to meet its obligations
- actual or expected significant changes in the operating results of the debtors
- significant increases in credit risk on other financial instruments of the same debtors
- significant changes in the expected performance and behaviour of the debtors, including changes in the payment status of debtors in the Group and changes in the operating results of the debtors

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.10 Inventories

Inventories primarily represent chemicals and are stated at the lower of cost and net realisable value.

Cost, being cost of purchase, is determined on a first-in-first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.11 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

2.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.13 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less after the end of the reporting period (*or in the normal operating cycle of the business if longer*). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.14 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (*net of transaction costs*) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in consolidated income statement in the period in which they are incurred.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.15 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at each of the reporting dates in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (*and laws*) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.16 Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Retirement benefits

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central retirement benefit scheme operated by the local municipal or provincial government. The subsidiaries in the PRC are required to contribute a percentage of their payroll costs to the central retirement benefit scheme. The Group has no further payment obligations once the contributions have been paid.

(iii) Bonus plans

The Group recognises a provision where contractually obliged or when it prepares to declare discretionary bonus after evaluating employee performance as well as the financial performance of business units.

2.17 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18 Dividends distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company and Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.19 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the services and sales of recycle water in the ordinary course of the Group's activities. If contracts involve the sale of multiple services, the transaction price will be allocated to each of the performance obligations based on their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

Revenues are recognised when or as the control of the good or service is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time.

Control of the good or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. Specific criteria where revenue is recognised are described below.

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected efforts or inputs.

(i) Rendering of wastewater treatment operation services

Revenue from wastewater treatment operation services is recognised over the period when the services are rendered and the Group's performance provides all of the benefits received and consumed simultaneously by the customer.

(ii) Recycle water supply operation services

Revenue from recycle water supply operation services is recognised at a point in time, when a Group entity has delivered water to the customer; the customer has accepted the water; the Group has present right to payment and the collection of the consideration is probable.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.19 Revenue recognition *(Continued)*

(iii) Revenue from wastewater treatment construction services

Revenue from wastewater treatment construction services is recognised over time as the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced. Thus, the Group satisfies a performance obligation over time, by reference to completion of the specific transaction assessed on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract. In determining the transaction price, the Group adjusts the amount of consideration for the effect of a financing component if it is significant.

(iv) Finance income

Finance income is recognised using the effective interest rate method. Finance income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset *(after deduction of the loss allowance)*.

(v) Dividend income

Dividend income is recognised when the right to receive payment is established.

(vi) Management fees

Management fees are recognised over the period when the services are rendered.

2.20 Related parties

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

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

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

- (i) The entity and the Group are members of the same group *(which means that each parent, subsidiary and fellow subsidiary is related to the others)*.
- (ii) One entity is an associate or joint venture of the other entity *(or an associate or joint venture of a member of a group of which the other entity is a member)*.
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.20 Related parties *(Continued)*

- (b) An entity is related to the Group if any of the following conditions apply: *(Continued)*
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity *(or of a parent of the entity)*.
 - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.
- (c) Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:
- (i) that person's children and spouse or domestic partner;
 - (ii) children of that person's spouse or domestic partner; and
 - (iii) dependents of that person or that person's spouse or domestic partner.

2.21 Lease

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments, less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under guaranteed residual value
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Notes to the Consolidated Financial Statements

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.21 Lease *(Continued)*

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- lease payments made at or before the commencement date less any lease incentives received
- initial direct costs and restoration costs

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.22 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risk: market risk (*including foreign currency risk and interest rate risk*), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign currency risk

The Group principally operates in the PRC with most of the transactions being settled in RMB, which is the functional currency of most of the group entities. Foreign currency risk arises from the recognised assets and liabilities and net investments in foreign operations. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through financing activities denominated in the relevant foreign currencies. The group entities are exposed to foreign exchange risk of foreign currencies other than their functional currencies, primarily with respect to the US\$ (the "**Non-functional currency**").

Fluctuations in exchange rates between the functional currencies of respective group entities and Non-functional currency in which the group entities conduct business may affect the Group's financial position and results of operations. The Group seeks to limit its exposure to foreign currency risk by closely monitoring and minimising its net foreign currency position.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(a) Market risk *(Continued)*

(i) Foreign currency risk *(Continued)*

Sensitivity analysis

The sensitivity analysis includes Non-functional currency denominated monetary items and adjusts their translation at the year-end for a 1% change in Non-functional currency with all other variables held constant. For the year ended 31 December 2023, management considers that there are no significant foreign currency risk, which was primarily denominated in US\$. For the year ended 31 December 2023, if the Non-functional currency had strengthened/weakened by 1% against the respective functional currencies of group entities, the net profit for the year of the Group would decrease/increase by approximately HK\$1,650 (2022: HK\$16,000).

(ii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk primarily arises from bank borrowings. Bank borrowings obtained at variable rates expose the Group to cash flow interest risk which is partially offset by cash held at variable rates. The Group's interest-bearing bank borrowings, restricted bank balances and cash and cash equivalents are stated at amortised cost and not revalued on a periodic basis. Floating rate interest income and expenses are credited/charged to the consolidated income statement as earned/incurred.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Sensitivity analysis

If the interest rates had been increased/decreased by 100 basis points at the end of the year and all other variables were held constant, the Group's profit after income tax would decrease/increase by approximately HK\$4,674,000 for the year ended 31 December 2023 (2022: HK\$5,384,000). The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represent management's assessment of a reasonably possible change in interest rate over the next twelve-month period.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations.

The credit risk of the Group's financial assets, which mainly comprise cash and cash equivalents, restricted bank balances, receivable under service concession arrangement and trade and other receivables, arises from potential default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

(i) *Credit risk of cash and cash equivalents and restricted bank balances*

To manage this risk arising from cash and cash equivalents and restricted bank balances, they are mainly placed with banks with high credit rating. There has been no recent history of default in relation to these financial institutions. The expected credit loss is close to zero.

(ii) *Credit risk of receivable under service concession arrangement and trade receivables*

For receivable under service concession arrangement and trade receivables, the customers are primarily local government's related entities and management considers the credit risk is not high. The Group maintains frequent communications with the counterparties. Management has closely monitored the credit qualities and the collectability of these receivables by evaluating the counterparties settlement history, current ability to pay, credit ratings of the counterparties and consider that the expected credit risks of them are minimal in view of the history of cooperation with them. For details, please refer to notes 16 and 19.

(iii) *Credit risk of other receivables*

The directors of the Company consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis during the year. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the third party's ability to meet its obligations;
- actual or expected significant changes in the operating results of the third party;
- significant changes in the expected performance and behavior of the third party, including changes in the payment status of the third party.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk *(Continued)*

A default on financial assets is when the counterparty fails to make contractual payments/repayable demand and dispute on the outstanding balances.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in the consolidated income statement.

The Group reviews regularly the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts. Over the term of the financial assets, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of debtors, and adjusts for forward looking macroeconomic data.

No significant changes to estimation techniques or assumptions were made during the year.

(c) Liquidity risk

Liquidity risk relates to the risk that the Company or the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company and the Group monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance and the Company's and the Group's operations and meet their short-term and long-term funding requirements. The Company and the Group rely on internally generated funding, borrowings and funding from shareholders as significant sources of liquidity. In addition, on assessing the liquidity of the Group, the Company and the Group work closely with the banks on the settlement schedule of borrowings and adjust the risk assessment if necessary.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Liquidity risk *(Continued)*

The maturity profile of the Group's financial liabilities as at the reporting dates, based on the undiscounted contractual payments, were as follows:

	Less than 1 year or no fixed term of repayment HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
At 31 December 2022					
Borrowings and interest thereon	330,994	76,256	275,856	259,911	943,017
Trade and other payables	57,495	–	–	–	57,495
Lease liabilities	1,111	380	–	–	1,491
At 31 December 2023					
Borrowings and interest thereon	298,622	77,711	343,630	98,142	818,105
Trade and other payables	39,571	–	–	–	39,571
Lease liabilities	573	17	15	–	605

(d) Fair value measurements

Financial instruments not measured at fair value include receivable under service concession arrangement, restricted bank balances, cash and cash equivalents, trade and other receivables, borrowings, lease liabilities and trade and other payables. The financial assets and financial liabilities of the Group are measured at amortised cost. The directors consider that the carrying amount of these financial assets and liabilities approximate their fair values at 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.2 Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged for the years ended 31 December 2023 and 2022.

The capital structure of the Group consists of net debt, which includes various types of borrowings, such as bank borrowings less cash and cash equivalents; and equity, comprising issued share capital, reserves and retained earnings.

The directors of the Company review the capital structure regularly. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, or sell assets to reduce debt.

The Group monitors its capital structure on the basis of a gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total debt less cash and cash equivalents.

	2023 HK\$'000	2022 HK\$'000
Borrowings	713,157	799,735
Less: Cash and cash equivalents	(89,971)	(81,914)
Net debt	623,186	717,821
Total equity	1,359,251	1,322,031
Total capital	1,982,437	2,039,852
Gearing ratio	45.8%	54.3%

Notes to the Consolidated Financial Statements

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Service concession arrangement

As explained in note 2.7, the Group recognises a financial asset and an intangible asset at the relevant fair values of the consideration paid and/or services rendered in connection with the TOT arrangement, which have been accounted for separately in the consolidated financial statements.

The segregation of the consideration for a service concession arrangement between the financial asset component and the intangible assets component, if any, requires the Group to make an estimate of a number of factors, which include, inter alia, the operating margin (39.0%), interest rate (6.75%), expected future income generated from these infrastructure over its Service Concession Period including future guaranteed receipts and unguaranteed receipts, treated effluent volume, inflation of operating costs (1%–3%) in order to calculate the present value of the financial asset component and intangible asset component. These estimates are determined by the Group's management based on their experience and assessment on current and future market condition.

Since 15 October 2021, Yinchuan Municipal had discontinued to pay the wastewater treatment service fees for Plant 1 to the Group after the completion of the testing and commissioning of a third party plant, as well as obtaining the completion acceptance. A compensation, which the amount was estimated according to the calculation basis as set out in the Concession Agreement, would be entitled by the Group. The details of the closing down of Plant 1 are set out in note 16 "Receivable under service concession arrangement". These changes on estimation in the expected cash flows have been considered by the Group's management. As at 31 December 2023, Yinchuan Municipal is in the midst of finalising the compensation amount and the corresponding settlement schedule.

Furthermore, the management is working closely with the local authorities on negotiating the increase in tariff after the expansion and/or upgrading works done on Plant 2 Phase 1, Plant 4 Phase 1 (*upgrading works*) and Plant 4 Phase 2 (*expansion works*). Yinchuan Municipal is in the process of reviewing the Group's tariff increase application. Although Yinchuan Municipal has in-principle agreed on the increase in tariff, the magnitude of the tariff increment has not been agreed up to the date of authorisation for issue of these consolidated financial statements. The management will update the tariff assumptions and remeasure the carrying amount of the receivable under service concession arrangement after the local government has confirmed and agreed on the magnitude of tariff increment.

Notes to the Consolidated Financial Statements

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Service concession arrangement *(Continued)*

The fair value of the upgrade services under the service concession arrangement is calculated as the estimated total construction cost plus a profit margin. The construction margin (10.0%) is adopted based on the prevailing market rate applicable to similar construction service rendered. Revenue relating to construction or upgrade services are accounted for in accordance with the accounting policy in note 2.19.

Imputed interest income is recognised from time to time on receivable under the service concession arrangement on an accrual basis using the effective interest method by discounting the estimated future cash receipts over the Service Concession Period at the estimated effective interest rate computed at initial recognition.

According to the TOT agreement entered into by the Group and the Grantor in September 2011, the Grantor will compensate the Group if there is any change in the tax rules of Business Tax ("**BT**") or Value- Added Tax ("**VAT**") during the Service Concession Period leading to increase in the Group's operating costs.

On 12 June 2015, the Ministry of Finance and the State Administration of Taxation issued the Notice on Preferential Value-added Tax Catalogue for Products and Services Involving Comprehensive Utilisation of Resources, Caishui 2015 No. 78 (hereinafter referred to as "**Caishui 2015 No. 78**"). According to Caishui 2015 No. 78, taxpayers engaged in the wastewater processing business and sales of reclaimed water are required to pay VAT with effect from 1 July 2015, with 70% and 50% of the VAT in relation to the wastewater processing business and sales of reclaimed water respectively refunded upon VAT being paid.

Since 1 July 2015, 70% and 50% of the VAT paid by the Group in relation to the wastewater processing business and the sales of reclaimed water respectively were refunded according to Caishui 2015 No. 78, and the Group was entitled to claim and have claimed the Grantor for the balance of the VAT payment under the TOT agreement. Hence management considered it is reasonable to assume these compensations will be continuously received throughout the Service Concession Period.

On 30 December 2021, the Ministry of Finance and the State Administration of Taxation issued the Announcement on Improving the Value-Added Tax Policies for the Comprehensive Utilisation of Resources (hereinafter referred to as "**Caishui 2021 No. 40**"). It has replaced the Caishui 2015 No.78. According to Caishui 2021 No. 40, from 31 March 2022 onwards, taxpayers engaged in the wastewater processing business, can enjoy VAT exemption. Hence, the Group is not subject to VAT since March 2022.

The assumptions used in the assessment are highly judgemental and interrelated, the change of one key assumption will trigger corresponding changes in other assumptions. For illustration purposes, a hypothetical change in these key assumptions would have the following changes to the financial position and results of operations of the Group as at and for the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Service concession arrangement *(Continued)*

As at and for the year ended 31 December 2023

	Hypothetical changes	Receivable under service concession arrangement increase/ (decrease) HK\$'000	Profit after tax increase/ (decrease) HK\$'000
Operating margin	-1.0%	15,035	(11,354)
	+1.0%	(15,035)	11,354
Construction margin	-0.5%	179	(135)
	+0.5%	(179)	135
Operating costs	-0.5%	10,449	(7,937)
	+0.5%	(10,449)	7,937

As at and for the year ended 31 December 2022

	Hypothetical changes	Receivable under service concession arrangement increase/ (decrease) HK\$'000	Profit after tax increase/ (decrease) HK\$'000
Operating margin	-1.0%	16,555	(12,809)
	+1.0%	(16,555)	12,809
Construction margin	-0.5%	163	(126)
	+0.5%	(163)	126
Operating costs	-0.5%	11,506	(8,902)
	+0.5%	(11,506)	8,902

4.2 Useful lives of property, plant and equipment and intangible assets

The Group depreciates the property, plant and equipment, and amortises the intangible assets in accordance with the accounting policies stated in notes 2.5 and 2.6 respectively. The estimated useful lives reflect the director's estimate of the periods that the Group intends to derive future economic benefits from the use of these assets.

Notes to the Consolidated Financial Statements

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.3 Impairment of receivables

Provision for expected credit loss is made when the Group will not collect all amounts due. The provision is determined by grouping together debtors with similar risk characteristics and collectively, or individually assessing them for likelihood of recovery. The provision reflects either 12-month expected credit losses, or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk. Judgement has been applied in determining (i) whether the financial asset is default considering the debtor's credit rating, the payment history, and other qualitative factors when appropriate; and (ii) the level of provision for expected credit losses, taking into account the credit risk characteristics of debtors and the likelihood of recovery assessed on a combination of collective and individual bases as relevant. While provisions are considered to be appropriate, changes in estimation basis or in economic conditions could lead to a change in the level of provisions recorded and consequently on the charge or credit to the consolidated income statement. Key judgements on provisions made are disclosed in note 19.

4.4 Income taxes and deferred taxation

The Group is subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4.5 Dividend distribution

According to applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding tax. If a foreign investor is incorporated in Hong Kong and meets the conditions or requirements under the double taxation arrangement entered into between the Mainland China and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%. As at 31 December 2023, there was unrecognised deferred tax liabilities associated with undistributed earnings in a subsidiary and the total undistributed earnings are approximately HK\$794,834,000 (2022: HK\$715,518,000). As of 31 December 2022 and 2023, the directors consider the timing of reversal of the related temporary differences can be controlled and the temporary differences will not reverse in the foreseeable future, and hence the associated deferred tax liabilities were not recognised as of the year ends.

Significant judgement is required in determining the intention in declaring dividends in the foreseeable future and the applicable withholding tax rate. Where there is a change of the Group's intention in declaring dividends, the relevant temporary differences will reverse in the foreseeable future and thus the associated deferred tax liabilities should be recognised in the period in which such intention is changed. For the year ended 31 December 2023, if the intention has changed to declaring all the retained earnings as dividends in the foreseeable future and the applicable withholding tax rate is 10%, the profit for the year would decrease by approximately HK\$79 million (2022: HK\$72 million).

Notes to the Consolidated Financial Statements

5 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the information reviewed by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board of directors of the Company.

Operating segments are reported in the manner consistent with the internal reporting provided to the CODM. The Group is subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value as a whole. The Board of directors of the Company considers the performance assessment of the Group should be based on the profit before income tax of the Group as a whole and regards the Group as a single operating segment and reviews consolidated financial statements accordingly. Therefore, the Board of directors of the Company considers these to be only one operating segment under the requirements of HKFRS 8 "Operating Segments".

The Group provides wastewater treatment services in the PRC.

An analysis of the Group's revenue from contracts with the customer is as follows:

	2023 HK\$'000	2022 HK\$'000
Revenue		
Wastewater treatment operation services	64,554	91,078
Finance income from service concession arrangement	115,799	122,273
	180,353	213,351

	2023 HK\$'000	2022 HK\$'000
Timing of revenue recognition		
Over time	64,554	91,078
	64,554	91,078
Finance income from service concession arrangement	115,799	122,273
	180,353	213,351

Notes to the Consolidated Financial Statements

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment assets and liabilities

No assets and liabilities are included in the Group's segment reporting that are submitted to and reviewed by the CODM internally. Accordingly, no segment assets and liabilities are presented.

Information about major customer

External customer, who contributes over 10% of total revenue of the Group are as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A	180,353	213,351

Geographical information

During the year, all the revenue was from the customer in the PRC.

As at 31 December 2023, all non-current assets held by the Group (*primarily represented by property, plant and equipment, right-of-use-assets, receivable under service concession arrangement and intangible assets as detailed in notes 15, 16, 17 and 27*) are located in the PRC.

Transaction price allocated to the remaining performance obligation

The following table shows the aggregate amount of the transaction price allocated to performance obligation that is unsatisfied (*or partially unsatisfied*) as at the end of the year:

	2023 HK\$'000	2022 HK\$'000
Wastewater treatment construction services	47,906	49,231

Management expects that the transaction price allocated to the unsatisfied performance obligation for wastewater treatment construction services as of 31 December 2023 and 2022 will be recognised as revenue during 2026.

Notes to the Consolidated Financial Statements

6 OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Government subsidy	46	12
Interest income	1,870	2,285
VAT refund (<i>note</i>)	–	112
Others	603	865
	2,519	3,274

Note: 70% and 50% of the VAT paid by the Group in relation to the wastewater processing business and the sales of recycle water respectively were refunded according to Caishui 2015 No. 78. The Group was entitled to claim and have claimed from the Grantor the balance of the VAT payment under the TOT agreement. Hence the Group recognised these VAT refunds as other income. On 30 December 2021, the Ministry of Finance and the State Administration of Taxation issued the Announcement on Improving the Value-Added Tax Policies for the Comprehensive Utilisation of Resources (hereinafter referred to as "Caishui 2021 No. 40"). It has replaced the Caishui 2015 No.78. According to Caishui 2021 No. 40, from 31 March 2022 onwards, taxpayers engaged in the wastewater processing business, can enjoy VAT exemption. Hence, the Group is not subject to VAT since March 2022.

7 OTHER GAINS/(LOSSES), NET

	2023 HK\$'000	2022 HK\$'000
Remeasurement gain on receivable under service concession arrangement (<i>note (i)</i>)	84,377	–
Impairment loss on intangible assets (<i>note (ii)</i>)	(61,222)	–
Net foreign exchange losses	(387)	(5,450)
Others	(1)	(24)
	22,767	(5,474)

Notes:

- (i) Remeasurement gain on receivable under service concession arrangement of approximately HK\$84.4 million is mainly attributable to the change in the certain assumptions in the IFRIC 12 model after considering the recent developments.
- (ii) Intangible assets represent a right to charge the government authority on the excess wastewater production volume over the minimum guaranteed wastewater production volume. Due to the slow economic recovery in Yinchuan after the COVID-19 pandemic, the forecasted wastewater production volume is expected to be reduced and resulted in an impairment loss of approximately HK\$61.2 million.

Notes to the Consolidated Financial Statements

8 EXPENSES BY NATURE

	2023 HK\$'000	2022 HK\$'000
Employee benefit expenses (<i>note 9</i>)		
— Cost of sales	12,671	12,808
— General and administrative expenses	8,120	9,157
Depreciation of property, plant and equipment (<i>note 15</i>)	286	473
Depreciation of right-of-use assets (<i>note 27</i>)	979	1,071
Amortisation of intangible assets (<i>note 17</i>)	3,647	3,799
Costs of wastewater treatment operation and recycle water supply operation services		
— Chemical	17,044	20,404
— Utility	20,301	20,115
— Others	7,814	8,055
Legal and professional fees	1,337	1,661
Auditor's remuneration		
— Audit services	1,830	1,803
— Non-audit services	370	360
Rental expenses	23	24
Travelling and transportation expenses	1,085	427
Repair and maintenance costs	4,628	3,459
Information technology ("IT") service fee (<i>note 26</i>)	448	563
Others	1,266	1,080
	81,849	85,259

Notes to the Consolidated Financial Statements

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2023 HK\$'000	2022 HK\$'000
Wages and salaries	15,773	16,847
Social security expenses	3,531	3,379
Other staff benefits and welfare	1,487	1,739
	20,791	21,965

The Group is required to contribute certain percentage of payroll costs as set by local municipal governments to each scheme locally to fund the retirement benefit scheme. These contributions are included in "Other staff benefits and welfare".

(a) Five highest paid individuals:

The five individuals during the year whose emoluments were the highest in the Group include 1 director for the year ended 31 December 2023 (2022: 1 director), whose emoluments are reflected in note 10. The emoluments payable to the remaining 4 individuals for the year ended 31 December 2023 (2022: 4 individuals), are as follows:

	2023 HK\$'000	2022 HK\$'000
Wages and salaries	2,584	2,655
Social security expenses	261	239
	2,845	2,894

The emoluments of the remaining non-directors individuals fell within the following bands:

	Number of individuals	
	2023	2022
Emolument bands		
Nil to HK\$1,000,000	4	4

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to the director and five highest paid employees of the Group as an inducement to join the Group or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

(a) Directors' emoluments

The emoluments paid or payable to the directors of the Group are as follows:

Year ended 31 December 2023

	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Allowances and benefits in kind HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiaries undertaking HK\$'000	Total HK\$'000
Chairman, non-executive director Mr. Lim Chin Sean	150	-	-	-	-	-	150
Executive director Mr. Wong Kok Sun	726	-	218	125	-	-	1,069
Independent non-executive directors							
Mr. Tan Yee Boon	150	-	-	-	-	-	150
Mr. Hew Lee Lam Sang	150	-	-	-	-	-	150
Mr. Tam Ka Hei Raymond	150	-	-	-	-	-	150
Total	1,326	-	218	125	-	-	1,669

Notes to the Consolidated Financial Statements

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

(a) Directors' emoluments (Continued)

Year ended 31 December 2022

	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Allowances and benefits in kind HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiaries undertaking HK\$'000	Total HK\$'000
Chairman, non-executive director							
Mr. Lim Chin Sean	150	-	-	-	-	-	150
Executive director							
Mr. Wong Kok Sun	1,033	-	219	175	-	-	1,427
Independent non-executive directors							
Mr. Tan Yee Boon	150	-	-	-	-	-	150
Mr. Hew Lee Lam Sang	150	-	-	-	-	-	150
Mr. Tam Ka Hei Raymond	150	-	-	-	-	-	150
Total	1,633	-	219	175	-	-	2,027

Notes to the Consolidated Financial Statements

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Salary paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiaries undertakings.
- (ii) Discretionary bonuses are determined based on the financial performance of the Group and the performance of each individual.
- (iii) During the year ended 31 December 2023, the payments made to Mr. Wong Kok Sun were paid in respect to his capacity as an executive director (2022: capacity as both chief executive officer and executive director).

(b) Directors' retirement and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2022: Nil).

(c) Consideration provided to third parties for making available directors' services

The Group did not pay consideration to any third parties for making available directors' services during the year (2022: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

Save as disclosed in note 26 in the consolidated financial statements, there are no loans, quasi-loans and other dealings in favour of directors, controlled body corporate by and connected entities with such directors during the years ended 31 December 2023 and 2022.

(e) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 26, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the years ended 31 December 2023 and 2022.

11 FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest expenses on borrowings	32,820	39,022
Interest expenses on lease liabilities	53	106
Finance costs	32,873	39,128

Notes to the Consolidated Financial Statements

12 INCOME TAX EXPENSE

	2023 HK\$'000	2022 HK\$'000
Current income tax	15,769	9,054
Deferred income tax (note 24)	1,888	9,583
	17,657	18,637

Hong Kong profits tax has not been provided as the Group had no estimated assessable profit for the years ended 31 December 2023 and 2022. Taxation on Mainland China profits has been calculated on the estimated taxable profits at the rate of 25%.

Dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding tax.

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group entities as follows:

	2023 HK\$'000	2022 HK\$'000
Profit before income tax	90,917	86,764
Taxation at an applicable rate of 25%	22,729	21,691
Incomes not subject to tax	(77)	(135)
Expenses not deductible	1,133	3,159
Tax incentive (note)	(6,128)	(6,078)
Income tax expense	17,657	18,637

Note: In April 2019, the China tax administration released a new tax incentive policy for corporates involved in environmental protection industry whereby the qualified corporates will be able to enjoy reduced corporate income tax rate of 15% for the next 3 years with effect from years of assessment 2019 to 2021. In January 2022, the new tax incentive policy was extended for 2 years to 2023. The Group is qualified to benefit from this new tax incentive policy for the year ended 31 December 2023.

Notes to the Consolidated Financial Statements

13 EARNINGS PER SHARE

(a) Basic

The basic earnings per Share is calculated by dividing the profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	2023	2022
Profit attributable to the ordinary shareholders of the Company (HK\$'000)	73,260	68,127
Weighted average number of ordinary shares in issue (thousand)	1,000,000	1,000,000
Basic earnings per Share (HK\$)	0.07	0.07

(b) Diluted

Diluted earnings per Share is the same as basic earnings per Share as there were no potential diluted ordinary shares outstanding as at 31 December 2023 and 2022, respectively.

14 DIVIDENDS

No dividend has been paid or declared by the Company for the year ended 31 December 2023.

During the year ended 31 December 2022, the Board declared an interim dividend of HK\$0.05 per ordinary Share of the Company amounting to HK\$50,000,000 which was fully paid on 31 October 2022.

15 PROPERTY, PLANT AND EQUIPMENT

	Furniture, fixture and equipment HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
Net book value					
At 1 January 2022	695	862	66	666	2,289
Additions	7	45	29	–	81
Depreciation	(269)	(176)	(28)	–	(473)
Transfer	666	–	–	(666)	–
Currency translation differences	(215)	(105)	(34)	–	(354)
At 31 December 2022 and 1 January 2023	884	626	33	–	1,543
Additions	455	–	41	–	496
Depreciation	(96)	(159)	(31)	–	(286)
Disposal	(12)	(99)	–	–	(111)
Transfer	–	–	–	–	–
Currency translation differences	(184)	(14)	(3)	–	(201)
At 31 December 2023	1,047	354	40	–	1,441

Notes to the Consolidated Financial Statements

15 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

	Furniture, fixture and equipment HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
At 31 December 2022					
Cost	4,168	1,622	251	–	6,041
Accumulated depreciation	(3,284)	(996)	(218)	–	(4,498)
Net book value	884	626	33	–	1,543
At 31 December 2023					
Cost	4,129	842	245	–	5,126
Accumulated depreciation	(3,082)	(488)	(205)	–	(3,775)
Net book value	1,047	354	40	–	1,441

Depreciation was charged to cost of sales and general and administrative expenses as below:

	2023 HK\$'000	2022 HK\$'000
Cost of sales	142	335
General and administrative expenses	144	138
Depreciation of property, plant and equipment	286	473

Notes to the Consolidated Financial Statements

16 RECEIVABLE UNDER SERVICE CONCESSION ARRANGEMENT

The Group has entered into a service concession arrangement with a government authority in the PRC under TOT model in respect of its wastewater treatment services based on the TOT agreement dated September 2011 (the “**Service Concession Agreement**”). This service concession arrangement involves the Group as an operator (i) paying a specific amount for the Wastewater Treatment Plants (collectively, the “**Facilities**”) for an arrangement under a TOT model; and (ii) operating and maintaining the Facilities at a specified level of serviceability on behalf of the relevant governmental authority for 30 years from September 2011, and the Group will be paid for its services over the Service Concession Period at prices stipulated through a pricing mechanism as defined in the Service Concession Agreement.

The Group is generally entitled to use all the property, plant and equipment of the Facilities, however, the relevant governmental authority as the Grantor will control and regulate the scope of service that the Group must provide with the Facilities, and retain the beneficial entitlement to any residual interest in the Facilities at the end of the Service Concession Period.

The service concession arrangement is governed by a contract and, where applicable, supplementary agreements entered into between the Group and the relevant governmental authority in the PRC that set out, inter alia, performance standards, mechanisms for adjusting prices for the services rendered by the Group, and specific obligations levied on the Group to restore the Facilities to a specified level of serviceability at the end of the Service Concession Period and arrangements for arbitrating disputes.

As further explained in the accounting policy for “Service concession arrangement” set out in note 2.7, the consideration paid by the Group for a service concession arrangement is accounted for as an intangible asset (*service concession*) or a financial asset (*receivable under service concession arrangement*) or a combination of both, as appropriate.

The service concession arrangement with the government authority is recognised as a combination of financial asset and intangible asset since the project had an unconditional contractual right to receive cash from the government authority based on the guaranteed wastewater treatment volume, and a right to charge the government authority on the additional wastewater treatment volume.

On 14 July 2021, Yinchuan Municipal hosted a meeting with TYW, a wholly-owned and operating subsidiary of the Company, (the “**14 July 2021 Meeting**”). During the 14 July 2021 Meeting, TYW was informed by the representatives of Yinchuan Municipal, among others, that the wastewater influent to the Plant 1 shall be diverted to a third party plant by 5 p.m. on 14 July 2021 for the third party plant to perform testing and commissioning. The testing and commissioning of the third party plant was tentatively set for 3 months ending on 14 October 2021 (the “**Transition Period**”). TYW was not allowed to dispose or change any of the facilities in the Plant 1 during the Transition Period.

Notes to the Consolidated Financial Statements

16 RECEIVABLE UNDER SERVICE CONCESSION ARRANGEMENT *(Continued)*

During the Transition Period, Yinchuan Municipal continued to pay the wastewater treatment service fees to TYW for the wastewater influent which had been diverted to the third party plant. Upon the completion of the testing and commissioning of the third party plant, as well as obtaining the completion acceptance, the wastewater treatment service fees for the Plant 1 which were payable to TYW by Yinchuan Municipal were discontinued on 14 October 2021.

Yinchuan Municipal had set up a committee and appointed an independent third party to verify the assets of Plant 1 and in the midst of finalising the compensation amount. A compensation, which the amount was estimated according to the calculation basis as set out in the Concession Agreement, would be entitled by the Group. With the Group's agreement on Yinchuan Municipal's proposal on closing down of Plant 1, the management has updated the expected future income generated from Plant 1 with the estimated compensation, which is classified between current and non-current portion based on the management's expected timeframe for settlement (2022: current portion), under the Concession Agreement.

The following is the summarised information of the financial asset component (*receivable under service concession arrangement*) with respect to the Group's service concession arrangement:

	2023 HK\$'000	2022 HK\$'000
Receivable under service concession arrangement		
— Current	439,866	687,239
— Non-current	1,317,508	1,063,414
	1,757,374	1,750,653

The collection of receivables under the service concession arrangement is closely monitored in order to minimise any credit risk associated with the receivables.

The receivables under the service arrangement are future billable receivables. They were mainly due from a governmental authority in the PRC, as the Grantor in respect of the Group's service concession arrangement. All of these financial assets are considered to have low credit risk as the counterparty has strong capability to meet its contractual cash flow obligations. The Group applies the HKFRS 9 to measure 12-month expected credit losses allowance using simplified approach for receivable under service concession arrangement. The expected credit loss rates are estimated based on the external credit rating of the Grantor, the risk of a default occurring on the assets at the end of each reporting period and are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the Grantor to settle the receivables under service concession arrangement.

Notes to the Consolidated Financial Statements

17 INTANGIBLE ASSETS

	Service concession right HK\$'000	Computer softwares HK\$'000	Total HK\$'000
Net book value			
At 1 January 2022	78,760	3	78,763
Additions	–	3	3
Amortisation	(3,794)	(5)	(3,799)
Currency translation differences	(6,061)	–	(6,061)
At 31 December 2022	68,905	1	68,906
Net book value			
At 1 January 2023	68,905	1	68,906
Additions	–	3	3
Amortisation	(3,644)	(3)	(3,647)
Impairment loss (<i>note 7</i>)	(61,222)	–	(61,222)
Currency translation differences	(1,372)	–	(1,372)
At 31 December 2023	2,667	1	2,668
Cost			
At 31 December 2022	95,380	33	95,413
Accumulated amortisation	(26,475)	(32)	(26,507)
Net book value	68,905	1	68,906
Cost			
At 31 December 2023	32,008	35	32,043
Accumulated amortisation	(29,341)	(34)	(29,375)
Net book value	2,667	1	2,668

Amortisation was charged to cost of sales during the years ended 31 December 2023 and 2022.

As at 31 December 2023, due to the slow economic recovery in Yinchuan after the COVID-19 pandemic, the forecasted wastewater production volume is expected to be reduced. As a result, impairment indicator exists. For the purpose of impairment test, the recoverable amount of intangible asset is determined based on the higher of fair value less cost of disposal and value in use calculations.

The key assumptions used in the cash flow projection including forecasted wastewater volume and operating costs are determined by considering both internal and external factors relating to the business; the discount rate of 9.39% is post-tax and reflects specific risks relating to the relevant business. The recoverable amount of the intangible assets under value in use approach is approximately HK\$2.7 million. During the year ended 31 December 2023, impairment loss on intangible assets of approximately HK\$61.2 million was recognised.

Notes to the Consolidated Financial Statements

18 INVENTORIES

	2023 HK\$'000	2022 HK\$'000
Consumables	1,821	1,961

No provision was made by the Group on inventories during the year ended 31 December 2023 and 2022. The cost of inventories recognised as expenses and included in cost of sales amounted to approximately HK\$17,044,000 for the year ended 31 December 2023 (2022: HK\$20,404,000).

19 TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables	343,111	360,152
Other receivables	36,969	37,838
Prepayment	3,043	2,788
	383,123	400,778

Expected credit losses

The Group determines the provision for lifetime expected credit losses using simplified approach by grouping together trade and other receivables with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic conditions. For trade and other receivables relating to accounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. Management's evaluation focused on the counterparties settlement history, current ability to pay, forecast future economic conditions and took into account information specific to the counterparties as well as pertaining to the economic environment in which the counterparties operated. Management also assesses internally the credit risk of the debtors with reference to credit ratings issued by external credit rating agencies. In general, the Group does not hold any collateral or other credit enhancements over these balances. The management considered the expected credit loss is minimal because (i) the majority of the trade and other receivables are due from governmental authorities in the PRC which has no recent history of impairment; (ii) there is no deterioration on the credit rating of the debtor; and (iii) the Group has continued to receive partial repayments from the debtor and have discussed the latest settlement plan with the debtor.

Notes to the Consolidated Financial Statements

19 TRADE AND OTHER RECEIVABLES *(Continued)*

Expected credit losses *(Continued)*

In general, the Group agreed the credit periods with the customer. Aging analysis of gross trade receivables at the respective reporting dates, based on the invoice dates is as follows:

	2023 HK\$'000	2022 HK\$'000
0–30 days	16,849	16,893
31–60 days	16,884	17,385
61–90 days	17,348	16,825
91–180 days	51,926	59,264
181–365 days	106,269	101,184
Over 365 days <i>(note)</i>	133,835	148,601
	343,111	360,152

The trade and other receivables are measured at amortised cost. The carrying amount of trade and other receivables approximates their fair values and are mainly denominated in RMB.

The maximum exposure to credit risk at each reporting date is the carrying value of trade and other receivables.

Note: Due to the COVID-19 pandemic, Yinchuan Municipal has delayed the settlement process. As a result, there are long outstanding trade receivables aged over 365 days as at 31 December 2023 and 2022. The settlement process improves gradually after the COVID-19 pandemic.

20 CASH AND BANK BALANCES

	2023 HK\$'000	2022 HK\$'000
Non-current		
Restricted bank balances <i>(note)</i>	4,401	4,523
Current		
Cash and cash equivalents	89,971	81,914
	94,372	86,437

The cash and bank balances are denominated in RMB, US\$ and HK\$.

The conversion of RMB denominated balances into foreign currencies and the remittance of foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

Note: Amount represented bank balances held at bank for guarantee for service concession arrangement. Such bank balances will be released after the expiry of the service concession arrangement.

Notes to the Consolidated Financial Statements

21 SHARE CAPITAL

	Number of Shares	Share capital HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each At 31 December 2023 and 2022	10,000,000,000	100,000
Issued and fully paid		
At 31 December 2023 and 2022	1,000,000,000	10,000

22 BORROWINGS

	2023 HK\$'000	2022 HK\$'000
Non-current		
Long-term borrowings	451,271	510,981
Current		
Current portion of long-term borrowings	242,741	269,758
Short-term borrowings	19,145	18,996
	713,157	799,735

The range of annual interest rates at each of the reporting dates are as follows:

	2023 HK\$'000	2022 HK\$'000
Short-term borrowings	4.45%–4.65%	4.45%–4.65%
Long-term borrowings	4.20%–4.45%	4.30%–4.65%

Notes to the Consolidated Financial Statements

22 BORROWINGS (Continued)

The Group's bank borrowings were repayable as follows:

	2023 HK\$'000	2022 HK\$'000
Within 1 year	261,886	288,754
Between 1 and 2 years	53,496	47,222
Between 2 and 5 years	303,960	217,258
Over 5 years	93,815	246,501
	713,157	799,735

The Group's borrowings as at 31 December 2023 and 2022 were secured by contractual rights to receive revenue generated by the Group and the land use right granted by the government in relation to parcels of land of which the Wastewater Treatment Plants are situated. All bank borrowings are measured at amortised cost. The balances approximate their fair values and are denominated in RMB.

23 TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	27,596	45,596
Retention payables	395	171
Other payables and accruals	11,580	11,728
	39,571	57,495

The carrying amounts of trade and other payables approximated their fair values as at 31 December 2023 and 2022 and are denominated in RMB and HK\$.

The aging analysis of trade payables based on the invoices dates is as follows:

	2023 HK\$'000	2022 HK\$'000
0–30 days	2,143	1,456
31–60 days	1,952	1,856
61–90 days	2,261	2,216
Over 90 days	21,240	40,068
	27,596	45,596

Notes to the Consolidated Financial Statements

24 DEFERRED TAX LIABILITIES

Deferred tax liabilities are calculated on temporary differences under the liability method using applicable taxation rates in the tax jurisdictions of the relevant entities.

The movements in deferred tax liabilities during the year, without taking into accounts for the offsetting of the balances within the same tax jurisdiction, are as follows:

	Temporary differences on assets recognised under HK(IFRIC)-Int 12 HK\$'000	Withholding tax on undistributed earnings HK\$'000	Total HK\$'000
At 1 January 2022	157,911	12,269	170,180
Charged to profit or loss	9,583	–	9,583
Transfer to tax payable	(33,823)	(6,998)	(40,821)
Currency translation differences	(11,643)	(116)	(11,759)
At 31 December 2022 and 1 January 2023	122,028	5,155	127,183
Charged to profit or loss	1,888	–	1,888
Currency translation differences	(3,299)	–	(3,299)
At 31 December 2023	120,617	5,155	125,772

	2023 HK\$'000	2022 HK\$'000
Deferred tax liabilities		
— Payable or settle in less than twelve months	5,155	5,155
— Payable or settle in more than twelve months	120,617	122,028
Net deferred tax liabilities	125,772	127,183

As at 31 December 2023, the estimated tax impact to the Group due to unrecognised tax losses was approximately HK\$4,712,000 (2022: HK\$4,712,000).

	2023 HK\$'000	2022 HK\$'000
With no expiry date	4,712	4,712
	4,712	4,712

Notes to the Consolidated Financial Statements

25 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit before income tax to cash generated from operations

	2023 HK\$'000	2022 HK\$'000
Profit before income tax	90,917	86,764
Adjustments for:		
Depreciation and amortisation	4,912	5,343
Interest income	(1,870)	(2,285)
Finance costs	32,873	39,128
Unrealised exchange differences	387	777
Remeasurement gain on receivable under service concession arrangement	(84,377)	–
Impairment loss on intangible assets	61,222	–
Operating profit before working capital changes	104,064	129,727
Decrease/(increase) in inventories	88	(504)
Decrease in trade and other receivables	6,913	73,275
Decrease in receivable under service concession arrangement	30,144	5,227
Decrease in trade and other payables	(16,489)	(58,059)
Cash generated from operations	124,720	149,666

(b) Reconciliation of liabilities arising from financing activities

This section sets out an analysis of liabilities arising from financing activities and the movements for each of the years presented.

	Short-term borrowings HK\$'000	Long-term borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 January 2022	19,508	861,713	2,377	883,598
Cash inflows	18,996	28,268	–	47,264
Cash outflows	(17,978)	(41,659)	(1,108)	(60,745)
Non-cash changes				
Increase in lease liabilities from entering into new leases during the year	–	–	275	275
Currency translation differences	(1,530)	(67,583)	(158)	(69,271)
At 31 December 2022	18,996	780,739	1,386	801,121

Notes to the Consolidated Financial Statements

25 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

(b) Reconciliation of liabilities arising from financing activities *(Continued)*

	Short-term borrowings HK\$'000	Long-term borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 January 2023	18,996	780,739	1,386	801,121
Cash inflows	19,145	–	–	19,145
Cash outflows	(18,484)	(65,704)	(1,077)	(85,265)
Non-cash changes				
Increase in lease liabilities from entering into new leases during the year	–	–	310	310
Currency translation differences	(512)	(21,023)	(31)	(21,566)
At 31 December 2023	19,145	694,012	588	713,745

26 RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following material related party transactions:

Name	2023 HK\$'000	2022 HK\$'000
Exitra Sdn. Bhd. <i>(note)</i>		
IT expenses paid to Exitra Sdn. Bhd.	448	563

IT expenses are charged in accordance with the terms of respective agreements.

Note: A company controlled by the controlling shareholders of the ultimate holding company.

Notes to the Consolidated Financial Statements

27 LEASES

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2023 HK\$'000	2022 HK\$'000
Right-of-use assets		
— Office	347	904
— Staff quarters	129	241
	476	1,145

	2023 HK\$'000	2022 HK\$'000
Lease liabilities		
— Current	558	1,024
— Non-current	30	362
	588	1,386

(ii) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to leases:

	2023 HK\$'000	2022 HK\$'000
Depreciation of right-of-use assets	979	1,071
Expense relating to short-term leases <i>(included in general and administrative expenses)</i>	23	24
Interest expense <i>(included in "Finance costs") (note 11)</i>	53	106

The total cash outflow for leases in 2023 was HK\$1,100,000 (2022: HK\$1,132,000).

Notes to the Consolidated Financial Statements

28 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	2023 HK\$'000	2022 HK\$'000
Assets			
Non-current asset			
Investment in a subsidiary		–	–
Current assets			
Other receivables		198	223
Amounts due from subsidiaries		614,328	615,405
Cash and cash equivalents		44	3,087
		614,570	618,715
Total assets		614,570	618,715
Equity			
Capital and reserves			
Share capital		10,000	10,000
Share premium	<i>(a)</i>	658,746	658,746
Accumulated deficits	<i>(a)</i>	(57,483)	(53,385)
Total equity		611,263	615,361
Liabilities			
Current liability			
Other payables		3,307	3,354
Total liabilities		3,307	3,354
Total equity and liabilities		614,570	618,715
Net current assets and total assets less current liabilities		611,263	615,361

The statement of financial position of the Company was approved by the Board of Directors on 26 March 2024 and was signed on its behalf.

Wong Kok Sun
Director

Lim Chin Sean
Director

Notes to the Consolidated Financial Statements

28 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note (a) Reserve movement of the Company

	Share premium HK\$'000	Accumulated deficits HK\$'000
At 1 January 2022	708,746	(46,555)
Loss for the year	–	(6,830)
2022 interim dividend (note 14)	(50,000)	–
At 31 December 2022 and 1 January 2023	658,746	(53,385)
Loss for the year	–	(4,098)
At 31 December 2023	658,746	(57,483)

29 SUBSIDIARIES

The table below lists the principal subsidiaries of the Group at 31 December 2023:

Name	Place of incorporation/ principal place of operations	Date of incorporation/ establishment	Particulars of issued share capital	Percentage of equity attributable to the Group		Principal activities	Legal form
				31 December 2023	2022		
Taliworks (Yinchuan) Wastewater Treatment Co., Ltd.	The PRC	6 May 2011	US\$78,000,000	100%	100%	Wastewater treatment	Wholly-foreign-owned enterprises under PRC law
White Empire Group Limited	BVI	12 February 2018	US\$2	100%	100%	Investment holding	Private limited company
Taliworks International Limited	Hong Kong	27 September 2002	HK\$100	100%	100%	Investment holding	Private limited company
Taliworks Environment Limited	Hong Kong	16 December 2008	HK\$1	100%	100%	Inactive	Private limited company
Taliworks (Shanghai) Co., Ltd.	The PRC	24 July 2005	US\$125,000	100%	100%	Inactive	Wholly-foreign-owned enterprises under PRC law
Taliworks Environmental Technologies (Guangzhou) Co., Ltd.	The PRC	13 November 2019	NA	100%	100%	Consultancy service (since December 2019)	Wholly-foreign-owned enterprises under PRC law

Financial Summary

A summary of the results and assets and liabilities of our Group for the last five financial years, as extracted from our Company's audited consolidated financial statements and the Prospectus, is set out below:

RESULTS

	Year ended 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue	180,353	213,351	248,536	304,978	515,401
Profit before tax	90,917	86,764	155,170	154,099	135,362
Income tax expense	(17,657)	(18,637)	(39,901)	(27,563)	(27,666)
Profit for the year attributable to: Owners of our Company	73,260	68,127	115,269	126,536	107,696

ASSETS AND LIABILITIES

	As at 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Total assets	2,241,275	2,311,423	2,594,570	2,474,184	2,218,216
Total liabilities	882,024	989,392	1,180,526	1,218,413	1,158,260
Total equity	1,359,251	1,322,031	1,414,044	1,255,771	1,059,956