



**ELL**  
Environmental  
Holdings Limited

Interim Report  
**2017**  
中期報告



**ELL Environmental Holdings Limited**  
**強泰環保控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

\* For identification purpose only  
僅供識別

Stock Code 股份代號 : 1395



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## Corporate Information

### 公司資料

#### DIRECTORS

##### EXECUTIVE DIRECTORS

CHAU On Ta Yuen (*Chairman*)  
CHAN Kwan (*Chief Executive Officer*)  
Radius SUHENDRA

##### NON-EXECUTIVE DIRECTORS

CHAN Pak Lam Brian  
CHAU Chi Yan Benny

##### INDEPENDENT NON-EXECUTIVE DIRECTORS

NG Chung Yan Linda  
NG Man Kung  
SZE Yeuk Lung Benedict

#### BOARD COMMITTEES

##### AUDIT COMMITTEE

NG Chung Yan Linda (*Chairlady*)  
CHAU Chi Yan Benny  
NG Man Kung  
SZE Yeuk Lung Benedict

##### NOMINATION COMMITTEE

CHAU On Ta Yuen (*Chairman*)  
CHAN Kwan  
NG Chung Yan Linda  
NG Man Kung  
SZE Yeuk Lung Benedict

##### REMUNERATION COMMITTEE

NG Man Kung (*Chairman*)  
CHAN Pak Lam Brian  
NG Chung Yan Linda  
SZE Yeuk Lung Benedict

#### REGISTERED OFFICE

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

#### 董事

##### 執行董事

周安達源 (*主席*)  
陳昆 (*行政總裁*)  
蘇堅人

##### 非執行董事

陳栢林  
周致人

##### 獨立非執行董事

伍頌恩  
吳文拱  
施若龍

#### 董事委員會

##### 審核委員會

伍頌恩 (*主席*)  
周致人  
吳文拱  
施若龍

##### 提名委員會

周安達源 (*主席*)  
陳昆  
伍頌恩  
吳文拱  
施若龍

##### 薪酬委員會

吳文拱 (*主席*)  
陳栢林  
伍頌恩  
施若龍

#### 註冊辦事處

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands





## Corporate Information 公司資料

### HEADQUARTERS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Rugao Hengfa Municipal and Industrial Wastewater Treatment Facility  
North of Huimin Road  
Rugao Economic and Technological Development Zone  
Jiangsu Province  
The PRC

### 於中華人民共和國(「中國」)的總部

如皋恆發市政及工業污水處理設施  
中國  
江蘇省  
如皋經濟技術開發區  
惠民路北側

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 1-3, 11th Floor, Westlands Centre  
20 Westlands Road  
Hong Kong

### 香港主要營業地點

香港  
華蘭路20號  
華蘭中心11樓1-3室

### AUTHORISED REPRESENTATIVES

CHAN Kwan  
KWOK Siu Man *FCS*

### 授權代表

陳昆  
郭兆文 *FCS*

### COMPANY SECRETARY

KWOK Siu Man *FCS*

### 公司秘書

郭兆文 *FCS*

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR

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

### 開曼群島主要股份過戶登記處

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

### HONG KONG BRANCH SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited  
31st Floor  
148 Electric Road  
North Point  
Hong Kong

### 香港證券登記分處

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號  
31樓

### PRINCIPAL BANKERS

Chiyu Banking Corporation Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited

### 主要來往銀行

集友銀行有限公司  
香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司





## Corporate Information 公司資料

### INDEPENDENT AUDITORS

Deloitte Touche Tohmatsu  
Certified Public Accountants

### LEGAL ADVISORS

#### AS TO HONG KONG LAW:

H.M. Chan & Co  
in association with Taylor Wessing

#### AS TO PRC LAW:

King & Wood Mallesons

#### AS TO CAYMAN ISLANDS LAW:

Maples and Calder

### WEBSITE

[www.ellhk.com](http://www.ellhk.com)

### STOCK CODE

1395

### 獨立核數師

德勤•關黃陳方會計師行  
執業會計師

### 法律顧問

#### 有關香港法律：

陳浩銘律師事務所  
與泰樂信聯盟

#### 有關中國法律：

金杜律師事務所

#### 有關開曼群島法律：

邁普達律師事務所

### 公司網站

[www.ellhk.com](http://www.ellhk.com)

### 股份代號

1395





## Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board of directors (the “Directors” and the “Board”, respectively) of ELL Environmental Holdings Limited (“ELL Environmental” or the “Company”, together with its subsidiaries, the “Group”), I present the interim report for the six months ended 30 June 2017 (the “Period”).

In the first half of 2017, the Chinese economy achieved a better-than-expected growth. According to the data from China's National Bureau of Statistics, the country's GDP grew by 6.9% in the first half of the year compared with the same period of last year, exceeding the 6.5% target for the whole year. The environmental protection industry has become a policy priority of Chinese and foreign governments in recent years. The *Renewable Energy Capacity Statistics 2017* released by the International Renewable Energy Agency (IRENA) shows that global renewable energy generation capacity increased by 161 gigawatts in 2016, hitting a historical high. Environmental issues are also directly addressed in three of the nine documents adopted at the meeting of the Central Leading Group for Comprehensively Deepening Reforms held in late May. Operating in the robust environmental protection industry, ELL Environmental has closely watched the market dynamics and steadily expanded its business in accordance with its prudent and stable operation strategies.

For the six months ended 30 June 2017, ELL Environmental recorded a revenue of approximately HK\$36.3 million, down by 24.4% as compared with that of the same period of last year; a gross profit of HK\$3.7 million, down by 75.6% as compared with that of the same period of last year; and a net loss of HK\$6.4 million, down by 243.1% as compared with that of the same period of last year.

While having firmly established ourselves in China's environmental protection industry with our outstanding and professional wastewater treatment services, increasing competition in the domestic market has resulted in decreasing profit margin of new wastewater treatment projects as compared to the past. As such, the Group successfully expanded to new business areas last year. In the fourth quarter of 2016, the Group acquired Weal Union Limited (“Weal Union”) and its subsidiary in the Republic of Indonesia (“Indonesia”), which is engaged in biomass power generation business in Jambi, Indonesia. Since the completion of the acquisition, the Group has been investing in improvement works in the power generation facilities to facilitate its efficiency enhancement. Furthermore, the Group is also looking into other promising environmental protection projects in Indonesia, including but not limited to biofuel pellets production. The Board believes that, with the strong support of the Indonesian government's environmental policy, coupled with the fact that the local environmental protection industry is still in the starting phase, the market offers a huge potential. ELL Environmental's experience and resources accumulated over the years will give it a massive edge in the environmental business in Indonesia which will bring the Group's development to a new stage.

致各位股東：

本人謹代表強泰環保控股有限公司（「強泰環保」或「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）呈報截至二零一七年六月三十日止六個月（「本期間」）的中期報告。

二零一七年上半年，中國經濟增長令人喜出望外。根據中國國家統計局資料，上半年國內生產總值較去年同期增長6.9%，高於全年增長6.5%的目標。近年來環保產業持續成為中外政策的焦點，國際可再生能源署（IRENA）發佈的《Renewable Energy Capacity Statistics 2017》報告表示，二零一六年全球可再生能源發電容量增加了161吉瓦，創歷史新高；中央全面深化改革領導小組五月底召開會議，通過的九份文件中，有三份直接針對環保問題。強泰環保身處發展蓬勃的環保行業中，一直密切關注市場動向，持守著審慎穩健的原則，穩步擴張業務。

截至二零一七年六月三十日止六個月，強泰環保錄得收益約36,300,000港元，同比下跌24.4%；毛利3,700,000港元，同比下跌75.6%；淨虧損6,400,000港元，同比下跌243.1%。

儘管我們憑著優秀專業的污水處理服務，在中國打下了堅實的業務基礎，但國內市場競爭日漸激烈，導致新的污水處理項目回報不及從前。因此，本集團於去年成功開拓新的業務發展方向。於二零一六年第四季度，本集團收購旭衡有限公司（「旭衡」）及其印度尼西亞共和國（「印尼」）附屬公司，該公司在印尼占碑省從事生物質發電業務。自完成收購以來，本集團已投資發電設施改建工程，以提高效率。此外，本集團亦積極尋找印尼其他有發展潛力的環保項目，包括但不限於生物燃料顆粒。董事會認為，印尼政府對環保政策大力支持，加上當地環保行業尚在起步階段，潛在市場相當龐大。強泰環保多年來累積的經驗、資源，令本集團在發展印尼環保業務方面擁有極大的優勢，相信印尼新業務可帶領本集團邁向新的階段。



## Chairman's Statement 主席報告

Looking forward, the demand and investment in China's water industry will continue a certain pace of growth, and ELL Environmental will continue to solidify its position in this business area on the basis of its existing operations. For its operations in Indonesia, the Group is full of confidence in its biomass power generation business there and expects that the relevant operations will help the Group build operating experience and understanding of the local market and obtain more promising project opportunities. Meanwhile, we shall keep an eye on new wastewater treatment projects and other environmental protection projects in domestic and overseas markets and seek opportunities of business expansion.

Here I would like to express my gratitude to my fellow Directors and staff. We are well aware that our staff, customers and partners are the key to our sustained and stable development. The Group aims to work together with our staff and maintain close ties with our partners to provide customers with quality services for achieving sustainable development.

**Chau On Ta Yuen**  
*Chairman*

Hong Kong, 25 August 2017

展望未來，中國水務行業將持續有一定的需求及投資，強泰環保會繼續在已有的業務基礎上努力以健康穩定的步伐做好污水處理業務。至於印尼，本集團對印尼的生物質發電業務抱有信心，希望相關業務有助本集團累積在當地的運營經驗、增加對當地市場的認識，從而發掘更多有發展潛力的項目機會。我們同時積極留意海內外的新污水處理項目及其他環保項目，尋求業務擴張的機會。

在此我向各位董事及員工表示感謝，我們深明員工、顧客和合作夥伴是持續穩定發展的關鍵。集團致力與員工協力同心，與合作夥伴緊密聯繫，為客戶提供優質的服務，以達至企業可持續發展。

*主席*  
**周安達源**

香港，二零一七年八月二十五日





## Management Discussion and Analysis 管理層討論與分析

### BUSINESS REVIEW

For the first half of 2017, the central government of the PRC continued to prioritise environmental protection and in particular, offered all kinds of support to the water treatment industry. According to data from the 10th China Environmental Industry Conference, the environmental protection industry will continue to expand, with action plans on national air, water and soil pollution prevention and treatment and accordingly, more than RMB6 trillion is expected to be invested in environmental protection. However, as competition intensifies in the industry, new wastewater treatment projects are not as profitable as in the past. In view of this, the Company is seeking to identify new business directions to bring new impetus to the Group's growth.

In October 2016, the Group acquired the Weal Union Group in Indonesia, which is engaged in biomass power generation business in Jambi, Indonesia, supported by a palm kernel oil production facility with two generating units owned and constructed by PT Rimba Palma Sejahtera Lestari ("RPSL"), a subsidiary of Weal Union. In Indonesia, being the fourth most populous country in the world, the renewable energy industry is set to gain from the undersupply of electricity created by the country's accelerating urbanisation and the government's reiterated support of environmental protection. The management believes that the acquisition is in line with the Group's strategy to expand and diversify into other business areas of environmental protection and will help advance the Group's long-term development and shareholders' interests.

In the first half of 2017, our biomass power plant in Indonesia had yet to reach its expected utilisation rate due to the low market consumption of electricity in the region. A net loss of approximately HK\$6.5 million was recorded in our Indonesian subsidiary, RPSL, for the Period. In light of the current demand and consumption pattern of electricity in the nearby areas, it is possible that the low utilisation condition of the power plant and therefore the net loss to be incurred by RPSL will continue for the next few months. At present, the Group is investing in improvement works in the biomass power plant to enhance its efficiency in order to lower the cost of sales. Furthermore, the Group is also investing in biofuel pellets production business that enables self-consumption of the electricity produced by the biomass power plant, and hence increases its utilisation rate. The Group is also seeking for opportunities to utilise the biomass power plant units by supplying electricity to other regions. Besides, the Group is looking into other suitable environmental protection projects in Indonesia. The Group currently plans to fund such projects, if any, by internal resources or external borrowings, or a combination of both.

### 業務回顧

二零一七年上半年，中國中央政府持續聚焦環保行業，給予水治理行業各種支持。第十屆中國環境產業大會上提及，環保產業總體規模進一步擴大，大氣、水、土壤污染防治行動計劃，涉及環保投資將超過人民幣6萬億元。然而，行業競爭越趨激烈，新的污水處理項目回報不及以往，本公司有見及此，積極謀求新的業務方向，為集團帶來新的增長動力。

於二零一六年十月，本集團收購印尼的旭衡集團，該公司在印尼占碑省從事生物質發電業務，旭衡的一間附屬公司PT Rimba Palma Sejahtera Lestari（「RPSL」）擁有及建造的兩台發電機組組成的發電廠支持棕櫚仁榨油廠的運營。印尼為世界上第四人口大國，加速城市化令電力需求出現缺口，加上當地政府近年多番表示支持環保大方向，對可再生能源行業帶來利好。管理層認為，此項收購符合本集團向其他環保業務擴張及多元佈局的戰略，且有利於本集團的長期發展及股東利益。

於二零一七年上半年，由於區內市場耗電量較低，我們的印尼生物質發電廠尚未達到其預期利用率。本期間，我們的印尼附屬公司RPSL錄得約6.5百萬港元淨虧損。鑑於附近區域的當前電力需求和消耗模式，RPSL在未來幾個月可能維持較低的發電廠利用狀況，進而產生淨虧損。目前，本集團投資生物質發電廠的改良工程，以提高效率，進而降低銷售成本。此外，本集團亦投資生物燃料球團生產業務，使生物質發電廠可以自行消耗所生產的電力，進而提升利用率。本集團亦透過向其他地區供電，尋找利用生物質發電廠機組的機會。此外，本集團在印尼留意其他適合的環保項目。本集團目前計劃以內部資源或外部借款或結合兩者為該等項目（如有）提供資金。





## Management Discussion and Analysis

### 管理層討論與分析

To further support the Group's business direction adjustment, and in view of the significant increase of the costs and capital expenditure of the wastewater treatment facility of Rugao Honghao Metal Surface Water Treatment Company Limited\* ("Rugao Honghao" and the "Rugao Honghao Facility", respectively), the Group entered into an agreement with Nantong Jiahe Technology Investment Development Co., Ltd\* ("Nantong Jiahe"), an independent third party of the Company, on 21 September 2016, for the sale of all of the equity interest of Rugao Honghao at a cash consideration of RMB55.0 million to provide an additional source of capital to fund the Group's operations and future business development opportunities. The transaction is expected to be completed before 30 September 2017.

Upon completion of the disposal of the Rugao Honghao Facility, the Company will continue to own two wastewater treatment facilities, namely those operating by Hai'an Hengfa Wastewater Treatment Company Limited\* ("Hai'an Hengfa") and Rugao Hengfa Water Treatment Company Limited\* ("Rugao Hengfa"), each of which has a daily capacity of approximately 40,000 tonnes. With the completion of the upgrade works of the facilities in 2016, the Company has begun negotiations with relevant government authorities for an upward adjustment of wastewater treatment tariffs, which will result in a boost to the Company's revenue and gross profit margin. Hai'an Hengfa is currently in discussions with the local government for various inspections and proposals. The tariff adjustment, which the Directors expect that will not only raise the tariff to a reasonable level but also make up the price difference in the past 10 to 15 years, is set to bring a remarkable growth in the revenue to the Company.

## OUTLOOK

Operating in a market with increasing opportunities as well as challenges, the Company will seek to maintain its outstanding business performance and strong competitiveness by making good use of its rich experience and specialised knowledge built over the years in accordance with the Group's prudent and stable operation strategies. Under the precondition of risk and return meeting the management's expectations, the Company will seek to develop other wastewater treatment projects and explore opportunities to diversify into other business areas of environmental protection. The Company will remain adherent to its prudent and stable operation strategies.

為進一步配合本集團之業務方向調整，加上經營如皋宏皓金屬表面水處理有限公司（「如皋宏皓」）的污水處理設施（「如皋宏皓設施」）之成本及資本開支大幅增加，本集團於二零一六年九月二十一日與本公司獨立第三方南通嘉禾科技投資開發有限公司（「南通嘉禾」）訂立協議，出售如皋宏皓 100% 股權，現金代價為人民幣 55.0 百萬元，以為集團之營運資金及未來業務發展機遇提供額外資金來源。交易預期將於二零一七年九月三十日完成。

完成出售如皋宏皓設施後，本公司將繼續擁有海安恆發污水處理有限公司（「海安恆發」）及如皋恆發水處理有限公司（「如皋恆發」）營運的兩座污水處理設施。該兩座設施每天分別可處理約 40,000 噸的污水量。隨着污水處理設施的升級工程於二零一六年完成，公司開始與相關的政府部門就水價調整作出商討，更高的水價將有助增加公司收入及提升毛利率。海安恆發正與當地政府進行各項審查及商討細節。水價調整除了將升級後的水價提升至合理水平外，亦將補回過去 10 至 15 年間的差價，因此預期有關的水價調整將為本公司帶來可觀的收入增長。

## 未來展望

面對挑戰與機遇都日益增多的市場環境，本公司將貫徹集團謹慎穩健的經營方針，善用多年來累積的經驗和專業知識，致力保持出色的業務表現及卓越的競爭力。在風險及回報符合管理層期望的條件下，本公司將積極考慮發展更多其他污水處理項目，並探索拓展其他環保業務的可能。本公司在未來日子將繼續貫徹謹慎穩健的主要運營方針。

\* For identification purpose only





## Management Discussion and Analysis 管理層討論與分析

### FINANCIAL REVIEW

#### REVENUE

Our total revenue decreased by 24.4% to HK\$36.3 million for the Period from HK\$48.0 million for the corresponding period in 2016 (the “Last Corresponding Period”), of which the revenue excluding the imputed interest income decreased to HK\$28.7 million for the Period from HK\$38.1 million for the Last Corresponding Period. Our revenue from our operations in the PRC segment decreased by approximately 47.9% to HK\$25.0 million for the Period from HK\$48.0 million for the Last Corresponding Period, while we generated revenue from our operations in Indonesia segment of HK\$11.3 million (no such revenue was recorded in the Last Corresponding Period). During the Period, the decrease in total revenue was primarily attributable to (i) the absence of construction revenue as a result of the completion of the upgrading works of the wastewater treatment facility of Rugao Hengfa (the “Rugao Hengfa Facility”), as compared with the recognition of revenue of HK\$18.7 million for the Last Corresponding Period; and (ii) the decrease in revenue from Rugao Honghao Facility by 51.2% to HK\$3.9 million for the Period from HK\$7.9 million for the Last Corresponding Period due to the change of payment of the service fee from the Build, Operate and Transfer (BOT) contract basis to reimbursement of costs basis despite the recognition of revenue from the sales of electricity in Indonesia amounting to HK\$11.3 million for the Period, which was absent in the Last Corresponding Period.

#### COST OF SALES

Our total cost of sales remained at HK\$32.5 million for the Period as compared with HK\$32.6 million for the Last Corresponding Period, primarily due to (i) the absence of construction costs in the Period, whereas such costs amounted to HK\$14.4 million from the upgrading works of the Rugao Hengfa Facility during the Last Corresponding Period; (ii) the offsetting effect from the costs incurred in the production of electricity in Indonesia amounting to HK\$15.9 million for the Period, which was absent in the Last Corresponding Period; and (iii) the increase in cost of sales of Rugao Honghao Facility by 17.1% to HK\$8.6 million for the Period from HK\$7.3 million for the Last Corresponding Period due to the increased pollutants concentration in the water treated.

### 財務回顧

#### 營業收入

我們的營業收入總額由二零一六年同期（「去年同期」）48.0百萬港元減少24.4%至本期間36.3百萬港元，其中扣除推算利息收入的營業收入由去年同期38.1百萬港元減少至本期間28.7百萬港元。我們的中國分部業務產生的營業收入由去年同期48.0百萬港元減少約47.9%至本期間25.0百萬港元，我們的印尼分部業務產生的營業收入為11.3百萬港元（去年同期並無錄得有關營業收入）。於本期間，營業收入總額減少乃主要由於(i)如皋恆發的污水處理設施（「如皋恆發設施」）的升級工程完成，導致沒有建設營業收入，而去年同期確認營業收入18.7百萬港元；及(ii)服務費付款由建設—經營—移交（「BOT」）合約基準轉變為彌補成本基準，導致如皋宏皓設施的營業收入由去年同期7.9百萬港元減少51.2%至本期間3.9百萬港元，儘管本期間確認11.3百萬港元在印尼售電的營業收入的抵銷影響，而去年同期並無有關營業收入。

#### 銷售成本

我們的銷售成本總額相較去年同期32.6百萬港元，本期間維持在32.5百萬港元，主要由於(i)本期間沒有去年同期如皋恆發設施升級工程產生的建設成本14.4百萬港元；(ii)本期間在印尼發電產生的成本15.9百萬港元的抵銷影響，而去年同期並無有關成本；及(iii)如皋宏皓設施的銷售成本由去年同期的7.3百萬港元增加17.1%至本期間8.6百萬港元，原因是所處理污水的污染物濃度增加。





## Management Discussion and Analysis

### 管理層討論與分析

#### GROSS PROFIT AND GROSS PROFIT MARGIN

Our gross profit decreased by approximately 75.6% to approximately HK\$3.7 million for the Period from approximately HK\$15.4 million for the Last Corresponding Period, primarily due to (i) the gross loss incurred by the biomass power plant in Indonesia amounting to HK\$7.9 million for the Period as a result of the low market consumption for electricity which was absent in the Last Corresponding Period; and (ii) the absence of construction profit for the Period as a result of the completion of the recognition of construction costs of the upgrade works in the Rugao Hengfa Facility prior to 2017, which amounted to HK\$4.3 million from the upgrading works of the Rugao Hengfa Facility during the Last Corresponding Period.

The decrease in our gross profit margin to 10.2% for the Period from 34.0% for the Last Corresponding Period was mainly attributable to the aforementioned factors.

#### OTHER INCOME AND GAINS

Our other income and gains decreased by 37.0% to HK\$3.5 million for the Period from HK\$5.5 million for the Last Corresponding Period, primarily attributable to the decrease in interest income from available-for-sale investments to HK\$0.3 million for the Period from HK\$2.6 million for the Last Corresponding Period.

#### ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by 9.9% to HK\$10.6 million for the Period from HK\$11.8 million for the Last Corresponding Period, primarily attributable to the absence of professional fees of HK\$1.2 million incurred in relation to the acquisition of all the issued shares of Weal Union as announced on 16 June 2016 for the Last Corresponding Period.

#### FINANCE COSTS

Our finance costs decreased by 27.6% to HK\$0.8 million for the Period from HK\$1.1 million for the Last Corresponding Period. The decrease in finance costs was primarily attributable to the decrease in interest portion of the repayments of the bank loans.

#### (LOSS) PROFIT BEFORE TAX

We recorded a loss before tax of HK\$4.2 million for the Period as compared with a profit before tax of HK\$8.0 million for the Last Corresponding Period, primarily due to the factors mentioned above.

#### 毛利及毛利率

我們的毛利由去年同期約15.4百萬港元減少約75.6%至本期間約3.7百萬港元，主要由於(i)市場耗電量較低導致印尼生物質發電廠於本期間產生毛損7.9百萬港元，而去年同期並無有關虧損；及(ii)二零一七年之前完成確認如皋恆發設施升級工程的建設成本，即去年同期如皋恆發設施升級工程產生4.3百萬港元，導致本期間沒有建設溢利。

我們的毛利率由去年同期34.0%下降至本期間10.2%，主要是由於上述因素。

#### 其他收入及收益

我們的其他收入及收益由去年同期5.5百萬港元減少37.0%至本期間3.5百萬港元，主要是由於可供出售投資的利息收入由去年同期2.6百萬港元減少至本期間0.3百萬港元。

#### 行政開支

我們的行政開支由去年同期11.8百萬港元減少9.9%至本期間10.6百萬港元，主要是由於沒有去年同期就二零一六年六月十六日所公佈收購旭衡全部已發行股份產生的專業費用1.2百萬港元。

#### 融資成本

我們的融資成本由去年同期1.1百萬港元減少27.6%至本期間0.8百萬港元。融資成本減少主要因為償還銀行貸款的利息部份減少。

#### 除稅前(虧損)溢利

本期間，我們錄得除稅前虧損4.2百萬港元，而去年同期錄得除稅前溢利8.0百萬港元，主要是由於上述因素所致。





## Management Discussion and Analysis 管理層討論與分析

### INCOME TAX EXPENSE

Income tax expense of HK\$2.2 million was recognised for the Period as compared with HK\$3.5 million for the Last Corresponding Period. The effective tax rate was -51.5% for the Period as compared with 44.3% for the Last Corresponding Period.

### (LOSS) PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

We recorded a loss attributable to owners of the Company of HK\$6.2 million for the Period, as compared with a profit attributable to owners of the Company of HK\$4.2 million for the Last Corresponding Period, primarily due to the factors mentioned above.

### AVAILABLE-FOR-SALE INVESTMENTS

The Group has invested its surplus cash in available-for-sale investments which comprise mainly investment funds and debt securities (the "Portfolio") for stable interest income. The management adopted a prudent investment strategy that focuses on the diversification of markets and sectors to minimise concentration risks. The management also monitors the investment performance of the Portfolio on a regular basis. As at 30 June 2017, the Group held available-for-sale investments of approximately HK\$10.2 million, which decreased by approximately 56.5% as compared with available-for-sale investments of HK\$23.4 million held by the Company as at 31 December 2016. The decrease in available-for-sale investments was due to the Group's liquidation of a number of funds and investments products of approximately HK\$13.1 million in the Portfolio during the Period, which resulted in realised capital gains of approximately HK\$0.4 million.

### LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Our principal liquidity and capital requirements primarily relate to investments in our projects, construction and upgrading of our wastewater treatment facilities, purchases of equipment as well as costs and expenses related to the operation and maintenance of our facilities. As at 30 June 2017, the carrying amount of the Group's bank balances and cash was HK\$46.0 million, representing an increase of 83.1% as compared with that of HK\$25.1 million as at 31 December 2016.

As at 30 June 2017, the Group's bank balances and cash of HK\$34.6 million, HK\$8.6 million, HK\$2.1 million and HK\$0.7 million were denominated in Renminbi, Hong Kong Dollars, Indonesian Rupees and United States Dollars, respectively (31 December 2016: HK\$15.5 million, HK\$4.3 million, HK\$2.0 million and HK\$3.3 million were denominated in Renminbi, Hong Kong Dollars, Indonesian Rupees and United States Dollars, respectively).

### 所得稅開支

本期間確認所得稅開支2.2百萬港元，而去年同期確認3.5百萬港元。本期間的實際稅率為-51.5%，而去年同期則為44.3%。

### 本公司擁有人應佔期內(虧損)溢利

本期間，我們錄得本公司擁有人應佔虧損6.2百萬港元，而去年同期錄得本公司擁有人應佔溢利4.2百萬港元，主要是由於上述因素所致。

### 可供出售投資

本集團已將剩餘現金投入到可供出售投資中，主要包括投資基金及債務證券(「投資組合」)，以獲得穩定利息收益。管理層採用審慎的投資策略，專注於市場及行業多元化，以盡量降低集中風險。管理層亦定期監控投資組合的投資表現。於二零一七年六月三十日，本集團持有可供出售投資約10.2百萬港元，較本公司於二零一六年十二月三十一日持有可供出售投資23.4百萬港元減少約56.5%。可供出售投資減少乃由於本集團於本期間清算投資組合中約13.1百萬港元的若干基金及投資產品，獲得變現資本收益約0.4百萬港元。

### 流動資金、財務及資本資源

我們主要的流動資金及資本需求主要涉及我們的項目投資、建設及升級污水處理設施、購買設備以及與經營及維護設施有關的成本及開支。於二零一七年六月三十日，本集團銀行結餘及現金的賬面值為46.0百萬港元，較二零一六年十二月三十一日的25.1百萬港元增加83.1%。

於二零一七年六月三十日，本集團的銀行結餘及現金34.6百萬港元、8.6百萬港元、2.1百萬港元及0.7百萬港元分別以人民幣、港元、印尼盾及美元計值(二零一六年十二月三十一日：15.5百萬港元、4.3百萬港元、2.0百萬港元及3.3百萬港元分別以人民幣、港元、印尼盾及美元計值)。





## Management Discussion and Analysis

### 管理層討論與分析

#### BANK BORROWINGS

As at 30 June 2017, the total amount of our utilised bank borrowings was HK\$40.0 million, of which approximately HK\$30.9 million was repayable within one year and approximately HK\$9.0 million was repayable after one year but within five years. Approximately HK\$28.0 million, HK\$11.2 million and HK\$0.7 million of the outstanding bank borrowings were denominated in Hong Kong Dollars, United States Dollars and Renminbi, respectively (31 December 2016: HK\$30.3 million and HK\$2.2 million were denominated in Hong Kong Dollars and Renminbi, respectively).

HK\$0.7 million of the outstanding bank borrowings bore a fixed interest rate of 6.77% per annum, while HK\$28.0 million bore a floating interest rate of 1.4% over the Hong Kong Interbank Offered Rate and HK\$11.2 million bore a floating interest rate of 1.4% over London Interbank Offered Rate. We had no unutilised banking facilities as at 30 June 2017.

Gearing ratio is calculated by dividing total debt by total equity, and total debt is the interest-bearing bank borrowings. Our gearing ratio was kept stable, being 0.1 as at 30 June 2017 and 0.1 as at 31 December 2016.

#### CHARGE ON ASSETS

As at 30 June 2017, HK\$0.7 million of the bank borrowings of the Group was secured by certain of the Group's land use rights and properties in the wastewater treatment business (31 December 2016: HK\$2.2 million). The related receivables under service concession arrangements amounted to HK\$95.6 million as at 30 June 2017 (31 December 2016: HK\$92.7 million).

#### TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Period. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time. Surplus cash will be invested appropriately so that the Group's cash requirements for the Group's strategy or direction from time to time can be met.

#### 銀行借款

於二零一七年六月三十日，我們已動用的銀行借款總額為40.0百萬港元，當中約30.9百萬港元為於一年內償還，約9.0百萬港元為於一年後但於五年內償還。未償還銀行借款約28.0百萬港元、11.2百萬港元及0.7百萬港元分別以港元、美元及人民幣計值（二零一六年十二月三十一日：30.3百萬港元及2.2百萬港元分別以港元及人民幣計值）。

0.7百萬港元未償還銀行借款按固定年利率6.77%計息，28.0百萬港元按浮動利率香港銀行同業拆借利率加1.4%計息，及11.2百萬港元按浮動利率倫敦銀行同業拆借利率加1.4%計息。我們於二零一七年六月三十日並無未動用銀行融資。

資產負債比率按債務總額除以權益總額計算，而債務總額指計息銀行借款。我們的資產負債比率維持穩定，於二零一七年六月三十日為0.1，及二零一六年十二月三十一日為0.1。

#### 資產質押

於二零一七年六月三十日，本集團0.7百萬港元的銀行借款以本集團於污水處理業務的若干土地使用權及物業作抵押（二零一六年十二月三十一日：2.2百萬港元）。於二零一七年六月三十日，服務特許權安排下的相關應收款項為95.6百萬港元（二零一六年十二月三十一日：92.7百萬港元）。

#### 庫務政策

本集團已對其庫務政策採取審慎的財務管理方法，故在本期間一直維持穩健的流動資金狀況。董事會緊密監察本集團的流動資金狀況以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。本集團將適當地投放盈餘現金，以致可不時滿足本集團策略或方針的現金需求。



### CAPITAL EXPENDITURES

Our capital expenditures consist primarily of expenditures to acquire machinery and equipment for our Indonesian biomass power plant.

For the Period, our capital expenditures amounted to HK\$1.6 million. These capital expenditures were funded by funds generated from our financing activities.

### FOREIGN EXCHANGE RISK

Individual member companies in Mainland China and Indonesia within our Group have limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. However, as these principal subsidiaries mainly carried assets and liabilities in Renminbi and Indonesian Rupees, any appreciation or depreciation of Hong Kong Dollars against Renminbi and Indonesian Rupees will affect the Group's consolidated financial position and will be reflected in the exchange fluctuation reserve.

As at 30 June 2017, individual member companies in Hong Kong within our Group had translational currency exposure because our available-for-sale investments of HK\$10.2 million and cash and cash equivalents of HK\$0.7 million were denominated in United States Dollars. Renminbi is not freely convertible into foreign currencies and the conversion of Renminbi into foreign currencies is subject to rules and regulations of the foreign exchange control promulgated by the PRC government. The Group does not have a foreign currency hedging policy and does not use any financial instruments for hedging purpose. However, the Directors monitor the Group's foreign exchange exposure closely and may, depending on the circumstances and trend of foreign currency, consider adopting significant foreign currency hedging policy in the future.

### CONTINGENT LIABILITIES

As at 30 June 2017, the Group had no contingent liabilities (31 December 2016: nil).

### 資本開支

我們的資本開支主要包括為我們的印尼生物質發電廠收購機械及設備的開支。

本期間，我們的資本開支達到1.6百萬港元。該等資本開支由我們的融資活動所得資金撥付。

### 外匯風險

由於本集團內中國內地及印尼各成員公司大部份交易採用的貨幣與其業務有關功能貨幣相同，因此此等公司僅承受有限的外幣風險。但是，由於此等主要附屬公司的資產及負債主要以人民幣及印尼盾記賬，港元兌人民幣及印尼盾的任何升值或貶值將對本集團的綜合財務狀況產生影響並反映於匯兌波動儲備。

於二零一七年六月三十日，由於可供出售投資10.2百萬港元及現金及現金等價物0.7百萬港元以美元計值，故本集團旗下的香港各成員公司須承擔換算貨幣風險。人民幣不可自由兌換為其他貨幣，人民幣兌換為外幣須受中國政府頒佈的外匯管制規章及法規限制。本集團並無外幣對沖政策且並無為對沖目的使用任何金融工具。然而，董事密切監察本集團的外匯風險，且在視乎外幣情況及趨勢下考慮於日後採納重大外幣對沖政策。

### 或然負債

於二零一七年六月三十日，本集團並無或然負債（二零一六年十二月三十一日：無）。



## Management Discussion and Analysis

### 管理層討論與分析

#### EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2017, the Group had 232 employees (31 December 2016: 223 employees). Employee costs, including Directors' emoluments, amounted to approximately HK\$8.5 million for the Period (six months ended 30 June 2016: HK\$4.9 million). The remuneration policy for our Directors and senior management members is based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the profit performance of our Group and the individual performance of our Directors and senior management members. The Group encourages self-development of its employees and provides on-the-job training where appropriate.

The Company has adopted a share option scheme on 5 September 2014 for the purpose of providing incentives and rewards to eligible directors and employees of the Group.

#### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, the Group did not have any significant investments, material acquisitions or disposals of assets, subsidiaries, associates or joint ventures during the Period.

#### INTERIM DIVIDEND

During its meeting held on 25 August 2017, the Board has resolved not to declare the payment of any interim dividend for the Period (six months ended 30 June 2016: nil).

#### 僱員及薪酬政策

於二零一七年六月三十日，本集團共有232名（二零一六年十二月三十一日：223名）僱員。本期間的僱員成本（包括董事酬金）約為8.5百萬港元（截至二零一六年六月三十日止六個月：4.9百萬港元）。我們的董事及高級管理層成員的薪酬政策乃根據彼等的經驗、所負責任及一般市場情況釐定。任何酌情花紅及其他獎勵金均與本集團溢利表現及董事與高級管理層成員的個人表現掛鈎。本集團鼓勵其僱員自我發展，並提供適當的在職培訓。

本公司已於二零一四年九月五日採納一項購股權計劃，以激勵及回報本集團合資格董事及僱員。

#### 重要投資、重大收購及出售事項

除本報告所披露外，本期間，本集團並無任何重要投資、重大資產、附屬公司、聯營公司或合營企業收購或出售事項。

#### 中期股息

於二零一七年八月二十五日舉行的董事會會議上，董事會決議不就本期間宣派任何中期股息（截至二零一六年六月三十日止六個月：無）。





## Corporate Governance and Other Information 企業管治及其他資料

### SHARE OPTION SCHEME

On 5 September 2014, the Company adopted a share option scheme (the “Share Option Scheme”) to enable the Company to grant options to the eligible participants as incentives or rewards for their contribution or potential contribution to the Group. The principal terms of the Share Option Scheme are set out in the section headed “Statutory and General Information — D. Share Option Scheme” in Appendix IV to the prospectus of the Company dated 12 September 2014.

The Share Option Scheme took effect on 26 September 2014. During the Period, no options had been granted, exercised, cancelled or lapsed.

Details of the options outstanding during the Period under the Share Option Scheme are set out as follows:

Name of option holder 購股權持有人名稱	Position held in the Group 於本集團擔任的職位	Date of Grant 授予日期	Number of Shares represented by options outstanding as at 31 December 2016 於二零一六年十二月三十一日未行使購股權涉及的股份數目	Granted during the Period 期內授出	Exercised during the Period 期內已行使	Lapsed/cancelled during the Period 期內已失效/註銷	Number of Shares represented by options	Exercise price per Share HK\$ 每股股份行使價 港元	Exercise Period 行使期
							outstanding as at 30 June 2017 於二零一七年六月三十日尚未行使購股權涉及的股份數目		
Mr. Fan Chi Chiu ("Mr. Fan") 范智超先生 (「范先生」)	Chief financial officer 財務總監	14 April 2016 二零一六年 四月十四日	500,000	—	—	—	500,000	0.52	14 April 2017 to 13 April 2026 (Note) 二零一七年 四月十四日 至二零二六年 四月十三日 (附註)

Note:

The options granted to Mr. Fan shall vest over a period of three years commencing on the date of grant, of which: (i) 165,000 options, representing 33% of the options granted, shall vest on 14 April 2017; (ii) 165,000 options, representing 33% of the options granted, shall vest on 14 April 2018; and (iii) 170,000 options, representing 34% of the options granted, shall vest on 14 April 2019. The closing price of the Shares immediately before the Date of Grant was HK\$0.50 per Share, as stated in the daily quotation sheet issued by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### 購股權計劃

於二零一四年九月五日，本公司採納一項購股權計劃（「購股權計劃」），令本公司能夠向合資格參與者授予購股權作為彼等對本集團作出貢獻或潛在貢獻的激勵或獎勵。購股權計劃的主要條款載於本公司日期為二零一四年九月十二日的招股章程附錄四「法定及一般資料 — D. 購股權計劃」一節。

購股權計劃於二零一四年九月二十六日生效。於本期間，概無購股權獲授予、行使、註銷或失效。

於本期間，購股權計劃項下未行使購股權之詳情載列如下：

附註：

授予范先生的購股權將於授出日期起三年期間內歸屬，其中(i)165,000份購股權（佔所授予購股權的33%）應於二零一七年四月十四日歸屬；(ii)165,000份購股權（佔所授予購股權的33%）應於二零一八年四月十四日歸屬；及(iii)170,000份購股權（佔所授予購股權的34%）應於二零一九年四月十四日歸屬。緊接授出日期之前的股份收市價為每股0.50港元（香港聯合交易所有限公司（「聯交所」）每日報價表所示）。



## Corporate Governance and Other Information 企業管治及其他資料

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

As at 30 June 2017, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “SFO”), which were required: (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the “Register”); or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), were as follows:

### LONG POSITIONS IN THE SHARES OF THE COMPANY (THE “SHARES”)

Name of Directors/Chief Executive 董事／最高行政人員姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares Held 所持股份數目	Approximate Percentage of Shareholding Interest in the Company 佔本公司股權概約百分比
Mr. Chau On Ta Yuen (“Mr. Chau”) 周安達源先生(「周先生」)	Interest in a controlled corporation 受控法團權益	225,000,000 <sup>(1)</sup>	20.25%
Mr. Chan Kwan (“Mr. Chan”) 陳昆先生(「陳先生」)	Interest in controlled corporations 受控法團權益	390,700,000 <sup>(2)</sup>	35.17%

Notes:

- Wealthy Sea Holdings Limited (“Wealthy Sea”) which held 225,000,000 Shares is owned as to 90% and 10% by Mr. Chau, an executive Director and the chairman of the Board, and Ms. Wong Mei Ling, the wife of Mr. Chau, respectively.
- Everbest Environmental Investment Limited (“Everbest Environmental”) which held 375,000,000 Shares is owned as to 50%, 30% and 20% by Ms. Wong Shu Ying (“Ms. Wong”), Ms. Judy Chan and Mr. Chan, an executive Director and the chief executive officer of the Company, respectively. Mr. Chan is the sole director of Everbest Environmental. Ms. Wong is the mother of all of Ms. Judy Chan, Mr. Chan and Mr. Chan Pak Lam Brian, a non-executive Director. Mr. Chan also owns 25% of the issued shares in Kingdrive Limited, which in turn owns 100% of the issued shares in Carlton Asia Limited (“Carlton Asia”), which held 15,700,000 Shares, Carlton Asia is accustomed to act in accordance with the directions of Mr. Chan.

### 本公司董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零一七年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有須：(i) 根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；或(ii) 根據證券及期貨條例第352條須登記於該條所指登記冊（「登記冊」）的權益及淡倉；或(iii) 根據聯交所證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份（「股份」）的好倉

附註：

- 潤海集團有限公司（「潤海」）持有225,000,000股股份，並由執行董事兼董事會主席周先生及王美玲女士（周先生的妻子）分別擁有90%及10%。
- Everbest Environmental Investment Limited（「Everbest Environmental」）持有375,000,000股股份並由王穗英女士（「王女士」）、陳芳女士及本公司執行董事兼行政總裁陳先生分別擁有50%、30%及20%。陳先生為Everbest Environmental的唯一董事。王女士為陳芳女士、陳先生及非執行董事陳栢林先生的母親。陳先生亦持有Kingdrive Limited 25%的已發行股份，而該公司擁有Carlton Asia Limited（「Carlton Asia」）100%已發行股份，Carlton Asia於15,700,000股股份中擁有權益。Carlton Asia慣於按照陳先生的指示行事。





## Corporate Governance and Other Information 企業管治及其他資料

Save as disclosed above, as at 30 June 2017, none of the Directors or the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which had been notified to the Company and the Stock Exchange or recorded in the Register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2017, the following persons or entities (other than the Directors or the chief executive of the Company) had or were deemed or taken to have interests and short positions in the Shares and underlying Shares as recorded in the register of interests and short positions of the substantial shareholders (the "Register of Substantial Shareholders") required to be kept by the Company under section 336 of the SFO:

#### LONG POSITION IN THE SHARES

Name of Shareholders 股東姓名／名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares Held 所持股份數目	Approximate Percentage of Shareholding Interest in the Company 佔本公司股權概約百分比
Everbest Environmental	Beneficial interest 實益權益	375,000,000 <sup>(1)</sup>	33.75%
Ms. Wong 王女士	Interest in controlled corporations 受控法團權益	380,790,000 <sup>(1) &amp; (2)</sup>	34.27%
Mr. Chan Chun Keung 陳進強先生	Interest in a controlled corporation and interest held by spouse 受控法團權益及配偶所持權益	380,790,000 <sup>(1) &amp; (2)</sup>	34.27%
Wealthy Sea 潤海	Beneficial interest 實益權益	225,000,000 <sup>(3)</sup>	20.25%
Ms. Wong Mei Ling 王美玲女士	Interest held by spouse 配偶所持權益	225,000,000 <sup>(3)</sup>	20.25%
Morgan Top Trading Company Ltd.	Beneficial interest 實益權益	143,300,000	12.90%

除上文所披露者外，於二零一七年六月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有已知會本公司及聯交所或記錄於登記冊內或根據標準守則需另行知會本公司及聯交所的權益或淡倉。

### 主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

於二零一七年六月三十日，下列人士或實體（本公司董事或最高行政人員除外）擁有或被視作或當作於股份及相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置的主要股東之權益及淡倉之登記冊（「主要股東登記冊」）內的權益及淡倉：

#### 於股份的好倉



## Corporate Governance and Other Information

### 企業管治及其他資料

Notes:

- (1) Each of Everbest Environmental and Hightop Investment Limited (“Hightop”) is owned as to 50% by Ms. Wong and, therefore, Ms. Wong is deemed to be interested in the 375,000,000 Shares and 5,790,000 Shares held by Everbest Environmental and Hightop respectively pursuant to the SFO.
- (2) Hightop is also owned as to 50% by Mr. Chan Chun Keung, the husband of Ms. Wong. Therefore, Mr. Chan Chun Keung is deemed to be interested in the 5,790,000 Shares held by Hightop and 375,000,000 Shares deemed to be held by Ms. Wong pursuant to the SFO.
- (3) Wealthy Sea is owned as to 90% and 10% by Mr. Chau, an executive Director and the chairman of the Board, and Ms. Wong Mei Ling, the wife of Mr. Chau, respectively. Ms. Wong Mei Ling is, therefore, deemed to be interested in the 225,000,000 Shares held by Wealthy Sea controlled by Mr. Chau pursuant to the SFO.

Save as disclosed above, as at 30 June 2017, the Directors were not aware of any persons or entities (other than a Director or the chief executive of the Company) who/which had or were deemed or taken to have interests or short positions in the Shares or the underlying Shares, which were required to be recorded in the Register of Substantial Shareholders under section 336 of the SFO.

## CORPORATE GOVERNANCE

The Company strives to maintain a high standard of corporate governance, and has applied the principles and complied with all applicable code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “CG Code”) throughout the Period.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as contained in Appendix 10 to the Listing Rules as its own code of conduct governing the securities transactions by the Directors. Following specific enquiries made by the Company with all the Directors, all of them have confirmed that they had complied with the required standard set out in the Model Code throughout the Period.

附註：

- (1) Everbest Environmental 及高峻投資有限公司(「高峻」)各由王女士擁有50%，因此，根據證券及期貨條例，王女士被視為分別於Everbest Environmental 及高峻所持有的375,000,000股及5,790,000股股份中擁有權益。
- (2) 高峻亦由陳進強先生擁有50% (王女士的丈夫)。因此，根據證券及期貨條例，陳進強先生被視為於高峻所持有的5,790,000股股份及視為王女士所持有的375,000,000股股份中擁有權益。
- (3) 潤海由執行董事兼董事會主席周先生及王美玲女士(周先生的妻子)分別擁有90%及10%。因此，根據證券及期貨條例，王美玲女士被視為於周先生控制的潤海所持有的225,000,000股股份中擁有權益。

除上文所披露者外，於二零一七年六月三十日，董事並不知悉有任何人士或實體(董事或本公司最高行政人員除外)，於股份或相關股份中擁有或被視為或視作擁有根據證券及期貨條例第336條須記錄於主要股東登記冊內的權益或淡倉。

## 企業管治

本公司致力維持高標準的企業管治，並於本期間一直應用原則及遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)的所有適用守則條文。

## 董事進行證券交易

本公司已採納上市規則附錄十所載的標準守則，作為各董事進行證券交易之操守準則。經本公司向全體董事作出具體查詢後，彼等確認其於本期間內一直遵守標準守則載列的規定準則。





## Corporate Governance and Other Information 企業管治及其他資料

### PURCHASE, SALE AND REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares listed on the Main Board of the Stock Exchange during the Period.

### REVIEW BY AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the CG Code for the purpose of reviewing and providing supervision over the Group’s financial reporting process, risk management and internal controls. The Audit Committee comprises four members, namely Ms. Ng Chung Yan Linda (chairlady), Mr. Ng Man Kung and Mr. Sze Yeuk Lung Benedict, all being independent non-executive Directors and Mr. Chau Chi Yan Benny, a non-executive Director. The Audit Committee has reviewed with the Company’s management the accounting principles and practices adopted by the Group, the unaudited interim results of the Group for the Period and this interim report.

### UPDATE ON THE DIRECTORS’ INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in Directors’ information since the date of the 2016 annual report of the Company is set out below:

Mr. Ng Man Kung was appointed as (i) an independent non-executive director of Shanghai Zendai Property Limited (Stock Code: 755) on 25 May 2017 and (ii) a non-executive director of Roma Group Limited (Stock Code: 8072) on 24 August 2017.

Save as disclosed above, pursuant to Rule 13.51B(1) of the Listing Rules, the Company is not aware of other changes in the Directors’ information.

### EVENTS AFTER THE REPORTING DATE

On 22 August 2017, Mr. Zhou Yinbing, a member of the senior management of the Group resigned. For details, please refer to the Company’s announcement dated 22 August 2017. Save as disclosed in this report, the Group had no material event subsequent to the end of the Period and up to the date of this report.

### 買賣及贖回股份

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司於聯交所主板上市的任何股份。

### 由審核委員會審閱

本公司已遵照上市規則第3.21條及企業管治守則第C.3段成立審核委員會（「審核委員會」），旨在審閱及監督本集團的財務申報程序、風險管理及內部控制。審核委員會包括四名成員，即獨立非執行董事伍頌恩女士（主席）、吳文拱先生及施若龍先生及非執行董事周致人先生。審核委員會已與本公司管理層審閱於本期間本集團所採納的會計原則及慣例、本集團的未經審核中期業績及本中期報告。

### 根據上市規則第13.51B(1)條更新董事資料

根據上市規則第13.51B(1)條，自本公司二零一六年年報日期後的董事資料變動載列如下：

吳文拱先生(i)於二零一七年五月二十五日獲委任為上海証大房地產有限公司(股份代號：755)的獨立非執行董事；及(ii)於二零一七年八月二十四日獲委任為羅馬集團有限公司(股份代號：8072)的非執行董事。

除上文所披露者外，根據上市規則第13.51B(1)條，本公司並不知悉董事資料的其他變動。

### 報告日期後事項

於二零一七年八月二十二日，本集團高級管理層成員周銀兵先生辭任。詳情請參閱本公司日期為二零一七年八月二十二日之公告。除本公告所披露外，本公司於本期間結束後至本公告日期並無重大事項。

## Condensed Consolidated Statement of Profit or Loss 簡明綜合損益表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		Notes 附註	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
REVENUE	營業收入	4	<b>36,294</b>	48,009
Cost of sales	銷售成本		<b>(32,546)</b>	(32,626)
Gross profit	毛利		<b>3,748</b>	15,383
Other income and gains	其他收入及收益	6	<b>3,455</b>	5,480
Administrative expenses	行政開支		<b>(10,643)</b>	(11,807)
Finance costs	融資成本	7	<b>(767)</b>	(1,060)
(LOSS) PROFIT BEFORE TAX	除稅前(虧損)溢利	8	<b>(4,207)</b>	7,996
Income tax expense	所得稅開支	9	<b>(2,166)</b>	(3,543)
(LOSS) PROFIT FOR THE PERIOD	期內(虧損)溢利		<b>(6,373)</b>	4,453
(Loss) profit for the period attributable to:	以下各方應佔期內(虧損)溢利:			
Owners of the Company	本公司擁有人		<b>(6,240)</b>	4,237
Non-controlling interests	非控股權益		<b>(133)</b>	216
			<b>(6,373)</b>	4,453
(LOSS) EARNINGS PER SHARE	每股(虧損)盈利	11	<b>HK cents 港仙</b>	HK cents 港仙
Basic and diluted	基本及攤薄		<b>(0.56)</b>	0.45



## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		Notes 附註	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
(Loss) profit for the period	期內(虧損)溢利		<b>(6,373)</b>	4,453
OTHER COMPREHENSIVE INCOME (EXPENSE)	其他全面收入(開支)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能重新分類至損益的項目：</i>			
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額		<b>7,434</b>	(8,041)
Fair value change on available-for-sale investments	可供出售投資之公允值變動		<b>(17)</b>	1,329
Investment revaluation reserve released upon disposal of available-for-sale investments	出售可供出售投資後解除投資重估儲備		<b>(417)</b>	1,230
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE PERIOD	期內全面收入(開支)總額		<b>627</b>	(1,029)
Total comprehensive (expense) income attributable to:	以下各方應佔全面(開支)收入總額：			
Owners of the Company	本公司擁有人		<b>(26)</b>	(629)
Non-controlling interests	非控股權益		<b>653</b>	(400)
			<b>627</b>	(1,029)



## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

As at 30 June 2017 於二零一七年六月三十日

		Notes 附註	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	141,513	143,130
Receivables under service concession arrangements	服務特許權安排下的應收款項	13	291,530	288,638
Goodwill	商譽	14	81,650	85,699
Available-for-sale investments	可供出售投資	15	10,167	23,383
			<b>524,860</b>	540,850
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		850	882
Receivables under service concession arrangements	服務特許權安排下的應收款項	13	35,199	30,814
Trade receivables	貿易應收款項	16	8,315	2,840
Prepayments and other receivables	預付款項及其他應收款項	17	2,341	1,569
Income tax recoverable	可收回所得稅		188	405
Bank balances and cash	銀行結餘及現金		45,975	25,104
			<b>92,868</b>	61,614
Assets classified as held for sale	分類為持作出售資產	20	65,408	78,676
			<b>158,276</b>	140,290
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	18	13,493	19,955
Other payables and accruals	其他應付款項及應計費用		1,316	4,783
Amounts due to related parties	應付關聯方款項		6,542	6,542
Bank borrowings — due within one year	銀行借款 — 一年內到期	19	30,948	32,426
Income tax payables	應付所得稅		392	122
			<b>52,691</b>	63,828
Liabilities associated with assets classified as held for sale	與分類為持作出售資產有關的負債	20	10,943	9,848
			<b>63,634</b>	73,676
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>94,642</b>	66,614
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>619,502</b>	607,464





## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

As at 30 June 2017 於二零一七年六月三十日

		Notes 附註	<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
CAPITAL AND RESERVES				
Share Capital	資本及儲備 股本	21	<b>111</b>	111
Reserves	儲備		<b>541,853</b>	541,841
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>541,964</b>	541,952
Non-controlling interests	非控股權益		<b>28,303</b>	27,650
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>570,267</b>	569,602
NON-CURRENT LIABILITIES				
Bank borrowings — due after one year	非流動負債 銀行借款 — 一年後到期	19	<b>8,960</b>	—
Deferred tax liabilities	遞延稅項負債		<b>32,618</b>	31,251
Provision for major overhauls	重大檢修撥備		<b>7,657</b>	6,611
			<b>49,235</b>	37,862
			<b>619,502</b>	607,464





## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		Attributable to shareholders of the Company 本公司股東應佔										
		Issued capital 已發行股本 (Unaudited) (未經審核) HK\$'000 千港元	Share premium 股份溢價 (Unaudited) (未經審核) HK\$'000 千港元	Share option reserve 購股權儲備 (Unaudited) (未經審核) HK\$'000 千港元	Other reserve 其他儲備 (Unaudited) (未經審核) HK\$'000 千港元	Exchange reserve 匯兌儲備 (Unaudited) (未經審核) HK\$'000 千港元	General reserve 一般儲備 (Unaudited) (未經審核) HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 (Unaudited) (未經審核) HK\$'000 千港元	Retained earnings 保留盈利 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元	Non-controlling interest 非控股權益 (Unaudited) (未經審核) HK\$'000 千港元	Total 總額 (Unaudited) (未經審核) HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	111	409,031	54	(31,476)	(16,535)	20,597	505	159,665	541,952	27,650	569,602
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	6,648	-	-	-	6,648	786	7,434
Fair value change on available-for-sale investments	可供出售投資之公允值變動	-	-	-	-	-	-	(17)	-	(17)	-	(17)
Investment valuation reserve released upon disposal of available-for-sale investments	出售可供出售投資後解除投資重估儲備	-	-	-	-	-	-	(417)	-	(417)	-	(417)
Loss for the period	期內虧損	-	-	-	-	-	-	-	(6,240)	(6,240)	(133)	(6,373)
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	6,648	-	(434)	(6,240)	(26)	653	627
Share-based payments	股份基礎付款	-	-	38	-	-	-	-	-	38	-	38
Transfer to general reserve	轉撥至一般儲備	-	-	-	-	632	-	(632)	-	-	-	-
<b>At 30 June 2017</b>	<b>於二零一七年六月三十日</b>	<b>111</b>	<b>409,031</b>	<b>92</b>	<b>(31,476)</b>	<b>(9,887)</b>	<b>21,229</b>	<b>71</b>	<b>152,793</b>	<b>541,964</b>	<b>28,303</b>	<b>570,267</b>



## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

Attributable to shareholders of the Company  
本公司股東應佔

		Issued capital 已發行股本 (Unaudited) (未經審核) HK\$'000 千港元	Share premium 股份溢價 (Unaudited) (未經審核) HK\$'000 千港元	Share option reserve 購股權儲備 (Unaudited) (未經審核) HK\$'000 千港元	Other reserve 其他儲備 (Unaudited) (未經審核) HK\$'000 千港元	Exchange reserve 匯兌儲備 (Unaudited) (未經審核) HK\$'000 千港元	General reserve 一般儲備 (Unaudited) (未經審核) HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 (Unaudited) (未經審核) HK\$'000 千港元	Retained earnings 保留盈利 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元	Non-controlling interest 非控股權益 (Unaudited) (未經審核) HK\$'000 千港元	Total 總額 (Unaudited) (未經審核) HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	95	329,547	—	(31,476)	10,738	18,315	(801)	161,124	487,542	27,593	515,135
Exchange difference arising on translation of foreign operation	換算海外業務產生之匯兌差額	—	—	—	—	(7,425)	—	—	—	(7,425)	(616)	(8,041)
Fair value change on available-for-sales investments	可供出售投資之公允值變動	—	—	—	—	—	—	1,329	—	1,329	—	1,329
Investment revaluation reserve released upon disposal of available-for-sales investments	出售可供出售投資後解除投資重估儲備	—	—	—	—	—	—	1,230	—	1,230	—	1,230
Profit for the period	期內溢利	—	—	—	—	—	—	—	4,237	4,237	216	4,453
Total comprehensive income for the period	期內全面收入總額	—	—	—	—	(7,425)	—	2,559	4,237	(629)	(400)	(1,029)
Share-based payments	股份基礎付款	—	—	16	—	—	—	—	—	16	—	16
Transfer to general reserve	轉撥至一般儲備	—	—	—	—	—	1,034	—	(1,034)	—	—	—
Final 2015 dividend declared (note 8)	已宣派二零一五年末期股息(附註8)	—	—	—	—	—	—	—	(9,520)	(9,520)	—	(9,520)
<b>At 30 June 2016</b>	<b>於二零一六年六月三十日</b>	<b>95</b>	<b>329,547</b>	<b>16</b>	<b>(31,476)</b>	<b>3,313</b>	<b>19,349</b>	<b>1,758</b>	<b>154,807</b>	<b>477,409</b>	<b>27,193</b>	<b>504,602</b>

## Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Cash generated from (used in) operations	經營所得(所用)的現金	72	(7,168)
Income tax paid	已付所得稅	<b>(1,801)</b>	(684)
Net cash flows used in operating activities	經營活動所用的 現金流量淨額	<b>(1,729)</b>	(7,852)
INVESTING ACTIVITIES	投資活動		
Purchases of items of property, plant and equipment	購買物業、廠房及 設備項目	<b>(1,579)</b>	(36)
Purchases of available-for-sale investments	購買可供出售投資	—	(31,524)
Proceeds on disposal of available-for-sale investments	出售可供出售投資的 所得款項	<b>13,199</b>	37,214
Interest received from available-for-sale investments	已收可供出售投資的利息	<b>255</b>	2,631
Payments of refundable deposit in relation to the Proposed Acquisition	就擬購買事項 支付的可退還定金	—	(15,600)
Payments of professional expenses in relation to the Proposed Acquisition	就擬購買事項支付的 專業費用	—	(1,210)
Bank interest received	已收銀行利息	<b>44</b>	41
Net cash flows generated from (used in) investing activities	投資活動所得(所用)的 現金流量淨額	<b>11,919</b>	(8,484)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新造銀行借款	<b>11,200</b>	—
Repayments of bank borrowings	償還銀行借款	<b>(3,778)</b>	(1,486)
Dividend paid	已付股息	—	(9,520)
Interest paid	已付利息	<b>(559)</b>	(858)
Net cash flows generated from (used in) financing activities	融資活動所得(所用) 現金流量淨額	<b>6,863</b>	(11,864)
NET INCREASE (DECREASE) IN BANK BALANCES AND CASH	銀行結餘及現金增加 (減少)淨額	<b>17,053</b>	(28,200)
Bank balances and cash at beginning of period	期初銀行結餘及現金	<b>29,085</b>	87,763
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額	<b>(153)</b>	495
BANK BALANCES AND CASH AT END OF PERIOD	期末銀行結餘及現金	<b>45,985</b>	60,058
Represented by:	指：		
Bank balances and cash	銀行結餘及現金	<b>45,975</b>	60,058
Bank balances and cash classified as held for sales	分類為持作出售的 銀行結餘及現金	<b>10</b>	—
		<b>45,985</b>	60,058



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 1. CORPORATION AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office of the Company is P.O. Box 39, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business of the Company is located at Units 1-3, 11th Floor, Westlands Centre, 20 Westland Road, Hong Kong.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are engaged in the construction and operation of wastewater treatment facilities and generation of electricity.

### 2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed interim financial information of the Group for the period (the “Unaudited Condensed Interim Financial Information”) has been prepared in accordance with Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

The Unaudited Condensed Interim Financial Information does not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2016.

This Unaudited Condensed Interim Financial Information is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated. This unaudited condensed interim financial information has not been audited or reviewed by the Company’s external auditor, but has been reviewed by the Company’s audit committee (the “Audit Committee”).

### 1. 公司及集團資料

本公司為一間在開曼群島註冊成立的獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的註冊辦事處地址為P.O. Box 39, Ugland House, Grand Cayman, KY1-1104, Cayman Islands及本公司的主要營業地點位於香港華蘭路20號華蘭中心11樓1-3室。

本公司為一間投資控股公司。其主要附屬公司的主要活動為從事污水處理設施的建造及營運以及發電。

### 2. 簡明綜合財務報表編製基準

本集團於期內的未經審核簡明中期財務資料（「未經審核簡明中期財務資料」）乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六及香港法例第622章公司條例的適用披露規定編製。

未經審核簡明中期財務資料並不包括年度綜合財務報表規定的所有資料及披露，且應與本集團截至二零一六年十二月三十一日止年度的年度綜合財務報表一併閱讀。

本未經審核簡明中期財務資料以港元（「港元」）呈列，而除另有指明外，所有數值已約整至最接近的千位數（「千港元」）。本未經審核簡明中期財務資料未經本公司外部核數師審核或審閱，惟已由本公司審核委員會（「審核委員會」）審閱。





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2017 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2016.

In the current interim period, the Group has applied, for the first time, the following new amendments to Hong Kong Financial Reporting Standards (the "HKFRSs") and Hong Kong Accounting Standards ("HKASs") issued by the HKICPA, that are mandatorily effective for the current interim period:

Amendments to HKAS 7  
香港會計準則第7號之修訂  
Amendments to HKAS 12  
香港會計準則第12號之修訂  
Amendments to HKFRSs  
香港財務報告準則之修訂

Disclosure Initiative  
披露計劃  
Recognition of Deferred Tax Assets for Unrealised Losses  
就未變現虧損確認遞延稅項資產  
Amendments to HKFRS 12 included in Annual  
Improvements to HKFRSs 2014-2016 Cycle  
香港財務報告準則二零一四年至二零一六年週期之年度改進  
所載香港財務報告準則第12號之修訂

The application of the above new amendments to the HKFRSs and HKASs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

The Group has not yet early applied the new and revised HKFRSs and HKASs that have been issued but are not yet effective.

### 3. 主要會計政策

除若干金融工具按公允值計量外，本簡明綜合財務報表按歷史成本基準編製。

除下文所述者外，於截至二零一七年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一六年十二月三十一日止年度之年度財務報表所遵循者一致。

於本中期期間，本集團首次採納了由香港會計師公會頒佈且於本中期期間強制生效之香港財務報告準則（「香港財務報告準則」）及香港會計準則（「香港會計準則」）之下列新修訂：

於本中期期間應用香港財務報告準則及香港會計準則之上述新修訂對該等簡明綜合財務報表所呈報之金額及／或所載披露並無重大影響。

本集團並無提早應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則及香港會計準則。



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 4. REVENUE

### 4. 營業收入

Six months ended 30 June

截至六月三十日止六個月

		2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Revenue</b>	<b>營業收入</b>		
Construction services	建設服務	—	18,705
Wastewater treatment facility operation services	污水處理設施 營運服務	<b>17,415</b>	19,435
Imputed interest income on receivables under service concession arrangements	服務特許權安排下應收款項 的推算利息收入	<b>7,612</b>	9,869
Sales of electricity	售電	<b>11,267</b>	—
		<b>36,294</b>	48,009



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 5. SEGMENT INFORMATION

The Group is engaged in the construction and operation of wastewater treatment facilities and the generation of electricity. Information reported to the Group's chief operating decision maker (i.e. the executive directors) for the purposes of resource allocation and assessment of performance is focused on geographical locations of its manpower and customers including Hong Kong, People's Republic of China ("the PRC") and the Republic of Indonesia ("Indonesia").

#### SEGMENT REVENUES AND RESULTS

The following is an analysis of the Group's revenue and results by reportable and operating segments:

Six months ended 30 June 2017

		Hong Kong 香港 (Unaudited) (未經審核) HK\$'000 千港元	the PRC 中國 (Unaudited) (未經審核) HK\$'000 千港元	Indonesia 印尼 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
<b>Results</b>	<b>業績</b>				
Segment revenue	分部收入	—	25,027	11,267	36,294
Segment (loss) profit	分部(虧損)溢利	(6,411)	8,765	(6,548)	(4,194)
<b>Unallocated expenses</b>	<b>未分配開支</b>				
Administrative expenses	行政開支				(13)
Loss before tax	除稅前虧損				(4,207)

### 5. 分部資料

本集團從事建設及營運污水處理設施以及發電。呈報予本集團主要營運決策人(即執行董事)，以作為資源分配及表現評估之用的資料集中在其人力資源及客戶的地理位置，包括香港、中華人民共和國(「中國」)及印度尼西亞共和國(「印尼」)。

#### 分部收入及業績

本集團按可呈報及經營分部劃分之收入及業績分析如下：

截至二零一七年六月三十日止六個月



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 5. SEGMENT INFORMATION (Cont'd)

Six months ended 30 June 2016

		Hong Kong 香港 (Unaudited) (未經審核) HK\$'000 千港元	the PRC 中國 (Unaudited) (未經審核) HK\$'000 千港元	Indonesia 印尼 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
<b>Results</b>	<b>業績</b>				
Segment revenue	分部收入	—	48,009	—	48,009
Segment (loss) profit	分部(虧損)溢利	(8,985)	17,050	—	8,065
<b>Unallocated expenses</b>	<b>未分配開支</b>				
Administrative expenses	行政開支				(69)
Profit before tax	除稅前溢利				7,996

There were no inter-segment sales for both periods.

All of the segment revenue reported above was generated from external customers.

Revenue from customers contributing over 10% of the Group's revenue for the six months ended 30 June 2017 and 2016 are as follows:

### 5. 分部資料(續)

截至二零一六年六月三十日止六個月

兩個期間均無分部間銷售。

上述呈報的所有分部收入均產生自外部客戶。

截至二零一七年及二零一六年六月三十日止六個月，佔本集團收入10%以上的客戶如下：

#### Six months ended 30 June

截至六月三十日止六個月

		2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
Customer A from the PRC segment	中國分部客戶A	5,015	5,275
Customer B from the PRC segment	中國分部客戶B	20,012	42,734
Customer C from the Indonesia segment	印尼分部客戶C	11,267	—



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 6. OTHER INCOME AND OTHER GAINS

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	30 June 2016 二零一六年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元
Bank interest income	銀行利息收入	44	43
Interest income from available-for-sale investments	可供出售投資的 利息收入	255	2,589
Gain on disposal of available-for-sale investments	出售可供出售投資 的收益	417	—
Foreign exchange gain, net	外匯收益淨額	76	1,050
Refund of value-added tax	增值稅退稅	2,279	1,440
Others	其他	384	358
		<b>3,455</b>	5,480

### 6. 其他收入及其他收益

### 7. FINANCE COSTS

		<b>Six months ended 30 June 截至六月三十日止六個月</b>	
		<b>2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元</b>	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on bank borrowings	銀行貸款的利息	559	858
Increase in discounted amounts of provision for major overhauls arising from the passage of time	由於時間流逝而產生 的重大檢修撥備 的貼現金額增加	208	202
		<b>767</b>	1,060

### 7. 融資成本





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 8. (LOSS) PROFIT BEFORE TAX

### 8. 除稅前(虧損)溢利

Six months ended 30 June  
截至六月三十日止六個月

		2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
(Loss) profit before tax has been arrived at after charging (crediting):	除稅前(虧損)溢利已扣除(計入):		
Employee benefit expense (including Directors' remuneration):	僱員福利開支(包括董事酬金):		
Salaries and other benefits	薪金及其他福利	7,706	4,341
Pension scheme contributions (note)	退休金計劃供款(附註)	768	522
Share-based payments	基於股份的付款	38	16
		<b>8,512</b>	4,879
Cost of construction services	建築服務成本	—	14,379
Cost of wastewater treatment facilities operation services rendered	所提供污水處理設施營運服務成本	16,172	18,247
Cost of power plant operation	發電廠營運成本	16,374	—
Cost of inventories recognised as expenses	確認為開支的存貨成本	9,897	6,209
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,196	226
Minimum lease payments under operating leases	經營租賃下的最低租賃付款	—	138
(Gain) loss on disposal of available-for-sale investments	出售可供出售投資(收益)虧損	(417)	1,230
Foreign exchange gain, net	外匯收益淨額	(76)	(1,050)
Provision for major overhauls	重大檢修撥備	683	790

Note:

As at 30 June 2017, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (six months ended 30 June 2016: nil).

附註:

於二零一七年六月三十日，本集團概無被沒收供款可減少未來年度的退休金計劃供款(截至二零一六年六月三十日止六個月：無)。



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 9. INCOME TAX EXPENSE

Pursuant to the laws and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

No provision for Hong Kong profits tax had been made as the Group did not generate any assessable profits arising in Hong Kong during the period (six months ended 30 June 2016: nil).

The provision for the PRC income tax is based on the respective corporate income tax rates applicable to the subsidiaries located in the PRC as determined in accordance with the relevant income tax laws and regulations of the PRC.

No provision for Indonesian income tax had been made as the Group did not generate any assessable profits arising in Indonesia during the period (six months ended 30 June 2016: nil).

Haian Hengfa Wastewater Treatment Company Limited\* (“Haian Hengfa”) and Rugao Hengfa Water Treatment Company Limited\* (“Rugao Hengfa”), both subsidiaries of the Company located in the PRC, obtained preferential income tax treatment whereby their income taxes will be charged at taxable profit with a concession of 10% of the revenue for the six months ended 30 June 2016 and 2017.

Rugao Honghao Metal Surface Water Treatment Company Limited\* (“Rugao Honghao”) obtained confirmation from the relevant tax authority in the PRC during the year ended 31 December 2015 for full exemption on corporate income tax for 2012 (the first profit generating year of Rugao Honghao), 2013 and 2014 and a three-year 50% reduction in corporate income tax rate from 2015 to 2017.

\* The English name of this entity represents management’s best effort for translating its Chinese name as it did not register any official English name.

### 9. 所得稅開支

根據開曼群島及英屬處女群島（「英屬處女群島」）的法律及法規，本集團毋須於開曼群島及英屬處女群島繳納任何所得稅。

由於本集團期內並無於香港產生任何可評稅溢利，故概無計提香港利得稅撥備（截至二零一六年六月三十日止六個月：無）。

中國所得稅撥備是根據位於中國的附屬公司所適用並按中國相關所得稅法律及規例所釐定的各企業所得稅率而作出。

由於本集團期內並無於印尼產生任何可評稅溢利，故概無計提印尼所得稅撥備（截至二零一六年六月三十日止六個月：無）。

本公司的兩家中國附屬公司海安恆發污水處理有限公司（「海安恆發」）及如皋恆發水處理有限公司（「如皋恆發」）獲得所得稅優惠待遇，據此，截至二零一六年及二零一七年六月三十日止六個月，將就減免10%營業收入的應課稅溢利繳納所得稅。

如皋宏皓金屬表面水處理有限公司（「如皋宏皓」）獲得中國相關稅務部門確認，如皋宏皓截至二零一五年十二月三十一日止年度獲完全豁免繳納二零一二年（即如皋宏皓產生溢利首年）、二零一三年及二零一四年的企業所得稅，以及獲減免二零一五年至二零一七年為期三年50%的企業所得稅。



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 9. INCOME TAX EXPENSE (Cont'd)

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2017</b> 二零一七年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
Current — PRC	即期 — 中國		
— Charge for the period	— 期內支出	<b>1,959</b>	1,291
Deferred tax	遞延稅項	<b>207</b>	2,252
Total tax charge for the period	期內稅項開支總額	<b>2,166</b>	3,543

### 10. DIVIDEND

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2017</b> 二零一七年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
Dividends for ordinary shareholders of the Company recognised as distribution during the period:	期內確認向本公司普通股股東派發的股息		
2016 Final — nil (2016: 2015 Final — HK1 cent per ordinary share)	二零一六年末期 — 無(二零一六年：二零一五年末期 — 每股普通股 1 港仙)	—	9,520

No interim dividend in respect of the six months ended 30 June 2017 has been proposed by the board of directors (six months ended 30 June 2016: nil).

董事會不建議就截至二零一七年六月三十日止六個月派付中期股息(截至二零一六年六月三十日止六個月：無)。

## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 11. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to the shareholders of the Company is based on the following data:

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Unaudited) (未經審核) HK\$'000 千港元
(Loss) earnings for the purposes of basic and diluted (loss) earnings per share, being (loss) profit for the period attributable to owners of the Company	就每股基本及攤薄(虧損)盈利而言之(虧損)盈利，即本公司擁有人應佔期內(虧損)溢利	<b>(6,240)</b>	4,237

#### Number of Share 股份數目

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) '000 千股</b>	31 December 2016 二零一六年 十二月三十一日 (Unaudited) (未經審核) '000 千股
Weighted average number of ordinary shares for the purpose of (loss) earnings per share	就每股(虧損)盈利而言之普通股加權平均數	<b>1,111,000</b>	952,000

The computation of the diluted (loss) earnings per share for the six months ended 30 June 2017 and 2016 does not take into account the exercise of any of the Company's options by the shareholders because the exercise price of those options was higher than the average market price of the shares for the six months ended 30 June 2017 and 2016.

### 11. 每股(虧損)盈利

本公司股東應佔每股基本及攤薄(虧損)盈利的計算基於下列數據：

	<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Unaudited) (未經審核) HK\$'000 千港元
(Loss) earnings for the purposes of basic and diluted (loss) earnings per share, being (loss) profit for the period attributable to owners of the Company	<b>(6,240)</b>	4,237

#### Number of Share 股份數目

	<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) '000 千股</b>	31 December 2016 二零一六年 十二月三十一日 (Unaudited) (未經審核) '000 千股
Weighted average number of ordinary shares for the purpose of (loss) earnings per share	<b>1,111,000</b>	952,000

因本公司購股權之行使價高於截至二零一七年及二零一六年六月三十日止六個月股份之平均市價，故計算截至二零一七年及二零一六年六月三十日止六個月每股攤薄(虧損)盈利時並未計及股東行使該等購股權。





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 12. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group incurred HK\$1,579,000 (six months ended 30 June 2016: HK\$36,000) on the acquisition of items of property, plant and equipment.

### 13. RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENTS

### 12. 物業、廠房及設備

於期內，本集團因購買物業、廠房及設備項目耗資 1,579,000 港元（截至二零一六年六月三十日止六個月：36,000 港元）。

### 13. 服務特許權安排下的應收款項

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Receivables under service concession arrangements	服務特許權安排下的應收款項	<b>326,729</b>	319,452
Portion classified as current assets	分類為流動資產的部份	<b>(35,199)</b>	(30,814)
Portion classified as non-current assets	分類為非流動資產的部份	<b>291,530</b>	288,638

The following is an ageing analysis of receivables under service concession arrangements, presented based on the invoice date at the end of the reporting period:

於報告期末，根據發票日期對服務特許權安排下應收款項的賬齡分析如下：

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Billed:	已開具發票：		
Within 3 months	3個月內	<b>14,365</b>	8,276
4 to 6 months	4至6個月	<b>11,781</b>	13,925
Not yet billed	尚未開具發票	<b>26,146 300,583</b>	22,201 297,251
		<b>326,729</b>	319,452

# Notes to Condensed Interim Financial Information

## 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 14. GOODWILL

### 14. 商譽

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
As at 1 January 2016	於二零一六年一月一日	—
Arising on acquisition of subsidiaries	收購附屬公司產生	85,699
As at 31 December 2016 (audited)	於二零一六年十二月三十一日 (經審核)	85,699
Exchange realignment	滙兌調整	(4,049)
As at 30 June 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	81,650

The amount represents goodwill arising from the acquisition of the Weal Union Limited (“Weal Union”) and its subsidiary (collectively, “Weal Union Group”) during the year ended 31 December 2016. The recoverable amount of this cash generating unit has been determined based on a value-in-use calculation. Such calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 18.2%. The cash flows beyond the 5-year period are extrapolated at a growth rate of 5%. Cash flow projection during the 5-year budget period is based on the budgeted sales and expected gross margins and the inflation on cost of sales and expenses during the budget period. Expected cash inflows/outflows, which include budgeted sales, gross margin and inflation have been determined based on management’s expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this cash generating unit.

金額表示截至二零一六年十二月三十一日止年度收購旭衡有限公司(「旭衡」)及其附屬公司(統稱「旭衡集團」)產生的商譽。此現金產生單位之可收回金額乃根據使用價值計算釐定，該項計算乃根據管理層所批准之五年財務預算使用現金流量預測以及貼現率18.2%計算。超過五年期間之現金流量乃採用5%的增長率推算。於五年預算期間之現金流量預測亦按照預期銷售及預期毛利率，以及於預算期間銷售成本及支出之通脹作出。預期現金流入／流出(包括預期銷售、毛利率及通脹)乃根據管理層對市場發展之預期而釐定。管理層相信任何該等假設的合理可能變動將不會導致此現金產生單位之賬面總值高於其可收回總額。





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 15. AVAILABLE-FOR-SALE INVESTMENTS

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Non-current</b>	<b>非即期</b>		
Listed debt securities, at fair value	上市債務證券，按公允值	<b>10,167</b>	23,383

During the period, the gross loss in respect of the Group's available-for-sale investments recognised in other comprehensive expense amounted to approximately HK\$17,000 (six months ended 30 June 2016: other comprehensive income amounted to approximately HK\$1,329,000), of which a gain of HK\$417,000 (six months ended 30 June 2016: loss of HK\$1,230,000) was reclassified from other comprehensive income to profit or loss for the period.

### 15. 可供出售投資

期內，就本集團於其他全面開支內確認的可供出售投資毛損約為17,000港元(截至二零一六年六月三十日止六個月：其他全面收入約1,329,000港元)，其中期內收益417,000港元(截至二零一六年六月三十日止六個月：虧損1,230,000港元)乃自其他全面收入重新分類至損益。

### 16. TRADE RECEIVABLES

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables	貿易應收款項	<b>8,315</b>	2,840

Trade debtors mainly arise from sales of electricity and management services fee of Wastewater Facilities. The Company's credit terms are negotiated at terms determined and agreed with its trade customers. The credit periods are ranging from 30 to 60 days.

### 16. 貿易應收款項

貿易應收款項主要因售電及污水設施管理服務費用產生。本公司之信貸期乃按與其貿易客戶磋商及協定的條款而訂立。信貸期為30至60日。





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 16. TRADE RECEIVABLES (Cont'd)

The following is an ageing analysis of trade receivables, presented based on the invoice date at the end of the reporting period:

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0至30日	<b>7,278</b>	344
31-60 days	31至60日	<b>1,037</b>	2,496
		<b>8,315</b>	2,840

The Company maintains a defined credit policy to assess the credit quality of the trade customers. The collection is closely monitored to minimise any credit risk associated with these trade receivables. There is no allowance for doubtful debts for both periods. None of the above trade receivables is either past due or impaired. The Group has assessed the creditworthiness, past payment history and subsequent settlement, and considered that the amounts are still recoverable. The Group does not hold any collateral over these balances.

### 16. 貿易應收款項(續)

貿易應收款項於報告期末按發票日期列示之賬齡分析如下：

本公司設有清晰之信貸政策，以評核各貿易客戶之信貸質素。密切注視收款情況，以將該等貿易應收款項之任何相關信貸風險減至最低。兩個期間並無呆賬撥備。上述貿易應收款項概無逾期或減值。本集團已對其信譽、過往還款記錄及其後之結賬作出評估，及考慮該等數額仍可收回。本集團並無就該等結餘持有任何抵押品。

### 17. PREPAYMENTS AND OTHER RECEIVABLES

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Deposit and other receivables	按金及其他應收款項	<b>303</b>	276
Prepayments	預付款項	<b>2,038</b>	1,293
		<b>2,341</b>	1,569

### 17. 預付款項及其他應收款項





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 18. TRADE PAYABLES

The following is an ageing analysis of the trade payables, presented based on the invoice date at the end of the reporting period:

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade creditors analysed by age:	按賬齡分析之貿易應付款項：		
0-60 days	零至60日	<b>2,502</b>	7,040
61-90 days	61至90日	—	1,207
Over 90 days	超過90日	<b>10,991</b>	11,708
		<b>13,493</b>	19,955

Included in the Group's trade payables are construction retention payables of HK\$5,234,000 (31 December 2016: HK\$4,490,000).

### 18. 貿易應付款項

於報告期末按發票日期所呈列的貿易應付款項的賬齡分析如下：

本集團的貿易應付款項包括工程應付保留金5,234,000港元(二零一六年十二月三十一日：4,490,000港元)。

### 19. BANK BORROWINGS

		<b>30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
On demand or within one year	按要求或一年內	<b>30,948</b>	32,426
In the second year	第二年	<b>2,240</b>	—
In the third to fifth years inclusive	第三年至第五年 (包括首尾兩年)	<b>6,720</b>	—
		<b>39,908</b>	32,426
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作 流動負債之款項	<b>(30,948)</b>	(32,426)
Amount due after one year	一年後到期款項	<b>8,960</b>	—
Current-secured	即期 — 有抵押	<b>708</b>	2,176
Current-unsecured	即期 — 無抵押	<b>30,240</b>	30,250
		<b>30,948</b>	32,426
Non-current-unsecured	非即期 — 無抵押	<b>8,960</b>	—
		<b>39,908</b>	32,426

### 19. 銀行借款

## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

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### 19. BANK BORROWINGS (Cont'd)

The bank borrowings comprise of:

		Carrying amount	
		賬面值	
		30 June	31 December
		2017	2016
		二零一七年	二零一六年
		六月三十日	十二月三十一日
Effective		(Unaudited)	(Audited)
interest rate		(未經審核)	(經審核)
實際利率		HK\$'000	HK\$'000
		千港元	千港元
Fixed rate borrowings:	固定利率借款：		
Secured Renminbi bank borrowing*	有抵押人民幣 銀行借款*	6.77% 708	2,176
Floating-rate borrowing:	浮動利率借款：		
Unsecured HK\$ bank borrowing	無抵押港元銀行借款	3.30% 28,000	30,250
Unsecured United States dollars bank borrowing	無抵押美元銀行借款	3.30% 11,200	—
<b>Total bank borrowings</b>	<b>銀行借款總額</b>	<b>39,908</b>	<b>32,426</b>

\* The bank borrowing was secured by certain of the Group's land use rights and properties in the wastewater treatment business. The related receivables under service concession arrangement amounted to HK\$95,605,000 as at 30 June 2017 (31 December 2016: HK\$92,733,000).

### 19. 銀行借款(續)

銀行借款包括：

		Carrying amount	
		賬面值	
		30 June	31 December
		2017	2016
		二零一七年	二零一六年
		六月三十日	十二月三十一日
Effective		(Unaudited)	(Audited)
interest rate		(未經審核)	(經審核)
實際利率		HK\$'000	HK\$'000
		千港元	千港元
Fixed rate borrowings:	固定利率借款：		
Secured Renminbi bank borrowing*	有抵押人民幣 銀行借款*	6.77% 708	2,176
Floating-rate borrowing:	浮動利率借款：		
Unsecured HK\$ bank borrowing	無抵押港元銀行借款	3.30% 28,000	30,250
Unsecured United States dollars bank borrowing	無抵押美元銀行借款	3.30% 11,200	—
<b>Total bank borrowings</b>	<b>銀行借款總額</b>	<b>39,908</b>	<b>32,426</b>

\* 銀行借款以本集團污水處理業務的若干土地使用權及物業作抵押。於二零一七年六月三十日，服務特許權安排下的相關應收款項為95,605,000港元(二零一六年十二月三十一日：92,733,000港元)。





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

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### 20. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

The Group entered into an agreement with an independent third party (the “Purchaser”) on 21 September 2016 and a supplemental agreement subsequently on 28 February 2017 (collectively the “Agreements”) for the disposal of the entire equity interest in Rugao Honghao (the “Disposal”). The consideration of the Disposal is RMB55,000,000 (approximately HK\$61,133,000). The Agreements also stipulated that the Purchaser would be responsible for all operating costs and capital expenditure on an as-incurred basis with effect from 15 November 2016 (as revised under the supplemental agreement) and until the date of completion of the Disposal.

A dividend is expected to be distributed by Rugao Honghao to Greatcorp International Limited, an indirect wholly-owned subsidiary of the Company, prior to the completion of the Disposal (the “Expected Dividend”). The Disposal had not completed as at the end of the current reporting period. It was announced on 30 June 2017 that the Disposal was expected to complete on 30 September 2017. Upon completion of the Disposal, it is estimated that the proceeds of the Disposal would approximate the carrying amount of the net assets after the distribution of the Expected Dividend. No impairment loss has been recognised on the assets which were classified as assets held for sale during the period.

### 20. 分類為持作出售資產／與分類為持作出售資產有關的負債

本集團於二零一六年九月二十一日與一名獨立第三方（「買方」）訂立一份協議，及之後於二零一七年二月二十八日訂立一份補充協議（統稱「該等協議」），出售如皋宏皓的全部股權（「出售事項」）。出售事項的代價為人民幣55,000,000元（約61,133,000港元）。該等協議亦規定，買方將承擔自二零一六年十一月十五日（經補充協議修訂）至完成出售事項日期產生的全部營運成本及資本開支。

在完成出售事項之前，預期如皋宏皓將向本公司間接全資附屬公司宏皓國際有限公司派發股息（「預期股息」）。出售事項於本報告期末尚未完成。根據於二零一七年六月三十日之公告，出售事項預期將於二零一七年九月三十日完成。於完成出售事項後，估計出售事項所得款項將約為派發預期股息後的資產淨值賬面值。期內並未就分類為持作出售資產的資產確認減值虧損。



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30 June 2017 二零一七年六月三十日

### 20. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (Cont'd)

The major classes of assets and liabilities of Rugao Honghao, which belongs to the PRC segment, classified as held for sale are as follows:

### 20. 分類為持作出售資產／與分類為持作出售資產有關的負債(續)

如皋宏皓(屬於中國分部)分類為持作出售資產及負債的主要類別如下:

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	414	418
Receivables under service concession arrangements	服務特許權安排下的應收款項	64,640	70,947
Inventories	存貨	52	62
Prepayments and other receivables	預付款項及其他應收款項	292	3,268
Bank balances and cash	銀行結餘及現金	10	3,981
<b>Total assets classified as held for sale</b>	<b>分類為持作出售資產總額</b>	<b>65,408</b>	<b>78,676</b>
Trade payables, accrual and other payables	貿易應付款項、應計費用及其他應付款項	2,485	1,255
Provision for major overhauls	重大檢修撥備	1,296	1,258
Deferred tax liabilities	遞延稅項負債	7,162	7,335
<b>Total liabilities associated with assets classified as held for sale</b>	<b>與分類為持作出售資產有關的負債總額</b>	<b>10,943</b>	<b>9,848</b>





## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 21. SHARE CAPITAL

		<b>30 June 2017</b> 二零一七年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Authorised:	法定：		
3,800,000,000 ordinary shares of HK\$0.0001 each	3,800,000,000 股每股面值 0.0001 港元的普通股	<b>380</b>	380
Issued and fully paid:	已發行及繳足：		
1,111,000,000 (31 December 2016: 1,111,000,000) ordinary shares of HK\$0.0001 each	1,111,000,000 股 (二零一六年 十二月三十一日： 1,111,000,000 股) 每股 面值 0.0001 港元的普通股	<b>111</b>	111

### 21. 股本

### 22. CAPITAL COMMITMENTS

The Group had the following significant capital commitments with respect of service concession arrangements at the end of the reporting period:

### 22. 資本承擔

於報告期末，本集團擁有以下與服務特許權安排有關的重大資本承擔：

		<b>30 June 2017</b> 二零一七年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Contracted, but not provided for	已訂約但未撥備	—	8,144



## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

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### 23. RELATED PARTY TRANSACTIONS

The Group has sub-leased the commercial premises located at Units 1-3, 11th Floor, Westlands Centre, 20 Westlands Road, Hong Kong (the "Office Premises") for use as offices from Dragonfield Management Limited ("Dragonfield"), a company controlled by close family members of a director of the Company. On 5 September 2014, the Group entered into a commercial premises sublease agreement with Dragonfield for the continuing use and occupation of the Office Premises after the listing, retrospectively, effective from 27 August 2014 to 26 August 2016 at a rent of HK\$276,000 per annum (the "Sublease Agreement").

On 11 December 2015, the Group entered into an administrative services sharing agreement with Dragonfield in connection with the sharing of administrative services, retrospectively, effective from 1 July 2015 to 30 June 2018 which supersedes the Sublease Agreement. The Group was charged for the shared administrative services, which includes the rent to Dragonfield for the area of the Office Premises used by the Group, on a cost basis.

The total amounts of rental and shared administrative service expenses charged to profit or loss during the six months ended 30 June 2017 was HK\$1,608,000 (six months ended 30 June 2016: HK\$1,777,000).

There is no amount due to Dragonfield at the end of the reporting period.

### 23. 關聯方交易

本集團向龍田管理有限公司(「龍田」)(由本公司一名董事近親控制的公司)分租位於香港華蘭路20號華蘭中心11樓1-3室的商用物業(「辦公室物業」)用作辦公室。於二零一四年九月五日,本集團與龍田訂立商用物業分租協議,以於上市後持續使用及佔用辦公室物業,並追溯生效,自二零一四年八月二十七日起至二零一六年八月二十六日止,年租金為276,000港元(「分租協議」)。

於二零一五年十二月十一日,本集團已就共享行政服務與龍田訂立行政服務共享協議,以取代分租協議,並追溯生效,自二零一五年七月一日起至二零一八年六月三十日止。相關共享行政服務按成本基準向本集團收費,其中包括向龍田支付本集團使用的辦公室物業區域的租金。

截至二零一七年六月三十日止六個月計入損益的租賃及共享行政服務開支總額為1,608,000港元(截至二零一六年六月三十日止六個月:1,777,000港元)。

於報告期末並無應付龍田之款項。







## Notes to Condensed Interim Financial Information 簡明中期財務資料附註

30 June 2017 二零一七年六月三十日

### 24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

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

#### FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used).

Financial assets/financial liabilities 金融資產 / 金融負債	Fair value as at 於以下日期之公允值		Fair value Hierarchy 公允值層級	Valuation techniques and key inputs 估值技術及主要輸入數據
	30.06.2017 二零一七年 六月三十日	31.12.2016 二零一六年 十二月三十一日		
1) Listed debt securities classified as available-for-sale investments 分類為可供出售投資的上市債務證券	<b>Asset</b> — HK\$10,167,000 資產 — 10,167,000 港元	Asset — HK\$23,383,000 資產 — 23,383,000 港元	Level 1 第一級	Quoted market price 市場報價

### 24. 金融工具的公允值計量

公允值計量根據公允值計量之輸入數據可觀察程度及輸入數據對公允值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據為實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

#### 按經常基準以公允值計量的本集團金融資產及金融負債的公允值

本集團若干金融資產於各報告期末以公允值計量。下表載列有關如何釐定該等金融資產的公允值的資料(特別是所使用的估值技術及輸入數據)。



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### 24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Cont'd)

#### FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS (Cont'd)

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

There were no transfers between Level 1 and Level 2 and no transfers into or out of Level 3 during the period.

### 25. APPROVAL OF THE CONDENSED INTERIM FINANCIAL INFORMATION

The unaudited condensed interim financial information was approved by the board of directors on 25 August 2017.

### 24. 金融工具的公允值計量(續)

#### 按經常基準以公允值計量的本集團金融資產及金融負債的公允值(續)

董事認為，於簡明綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面值與其公允值相若。

期內第一級及第二級之間概無任何轉移且概無轉入或轉出第三級。

### 25. 簡明中期財務資料的批准

未經審核簡明中期財務資料已於二零一七年八月二十五日獲董事會批准。





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