

**CHINA EVERBRIGHT WATER LIMITED**

中国光大水务有限公司  
(the “Company” or “Everbright Water”)  
(“本公司”或“光大水务”)  
(Incorporated in Bermuda)  
(注册地：百慕大群岛)

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**MINUTES OF THE ANNUAL GENERAL MEETING**  
**股东周年大会记录**

Date and Time : Wednesday, 10 June 2020 at 9.30 a.m.  
会议地点和会议时间 二零二零年六月十日（星期三）上午九时三十分

Venue : 115B Commonwealth Drive  
会议地点 #02-00 Singapore 149597

**PRESENT**

**出席**

**DIRECTORS**

**董事**

**Physically present at the venue of the AGM:**

**在本次股东周年大会现场参会:**

Mr. Lim Yu Neng Paul – Chairman of the AGM and Independent Non-Executive Director  
林御能先生 - 本次股东周年大会的主席和独立非执行董事

Ms. Cheng Fong Yee – Independent Non-Executive Director  
郑凤仪女士 - 独立非执行董事

**Participated electronically via live audio-visual webcast:**

**透过实时视听网络直播以电子方式参与:**

Mr. Wang Tianyi – Non-Executive Director and Chairman of the Board of Directors  
王天义先生 - 非执行董事兼董事长

Mr. An Xuesong – Executive Director and Chief Executive Officer  
安雪松先生 - 执行董事兼总裁

Mr. Luo Junling – Executive Director and Chief Financial Officer  
罗俊岭先生 - 执行董事兼首席财务官

Mr. Zhai Haitao – Independent Non-Executive Director  
翟海涛先生 - 独立非执行董事

Ms. Hao Gang – Independent Non-Executive Director  
郝刚女士 - 独立非执行董事

## **JOINT COMPANY SECRETARIES**

### **联席公司秘书**

Ms. Peng Pei (who was physically present at the venue of the AGM)  
彭珮女士（在本次股东周年大会现场参会）

Ms. Ho Wing Tsz Wendy (who participated electronically via live audio-visual webcast)  
何詠紫女士（透过实时视听网络直播以电子方式参与）

## **SHAREHOLDERS**

### **股东**

As per Attendance Sheet  
如出席表所载

## **IN ATTENDANCE**

### **被邀请出席者**

As per Attendance Sheet  
如出席表所载

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## **CHAIRMAN 主席**

At the request of the Chairman of board of directors of the Company Mr. Wang Tianyi, Mr. Lim Yu Neng Paul (the “**Chairman**”) chaired the Annual General Meeting for the financial year ended 31 December 2019 (“**FY2019**”) (the “**AGM**” or the “**Meeting**”).

应本公司董事长王天义先生的邀请，林御能先生（“**主席**”）担任截至二零一九年十二月三十一日止财政年度（“**二零一九财年**”）之股东周年大会（“**本次股东周年大会**”或“**本次大会**”）的主席。

The AGM was convened and held in accordance with the Bye-laws of the Company (the “**Bye-laws**”), the Bermuda laws and the additional guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and the checklist jointly issued by the Accounting and Corporate Regulatory Authority of Singapore, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020.

本次股东周年大会是根据本公司章程（“**公司章程**”）、百慕大法律以及新加坡会计及企业管制局、新加坡金融管理局和新加坡交易所监管公司于二零二零年四月十三日联合发布的《安全距离延长期间召开股东大会的额外指引》及清单召集并举行。

## **QUORUM 法定人数**

Due to the current COVID-19 restriction orders in Singapore, shareholders of the Company (“**Shareholders**”) were unable to attend the AGM in person. In compliance with the Bermuda laws, Ms. Cheng Fong Yee and the Chairman, both Independent Non-Executive Directors and shareholders of the Company, were physically present at the AGM venue to constitute the requisite quorum for the AGM.

由于新加坡现时的新冠肺炎疫情限制令，本公司股东（“**股东**”）无法亲身出席本次股东周年大会。为遵守百慕大法律的要求，郑凤仪女士和主席（均为本公司的独立非执行董事和股东）在本次股东周年大会现场参会，以构成本次股东周年大会的必要法定人数。

The Joint Company Secretaries confirmed that a quorum was present and the Chairman called the Meeting to order at 9.30 a.m.

经联席公司秘书确认，本次股东周年大会的出席人数已达到法定人数。主席宣布本次会议于上午9时30分正式开始。

### **NOTICE CONVENING THE AGM 召开本次股东周年大会的通知**

The notice of the AGM dated 23 March 2020 and the notice of the postponed AGM dated 8 May 2020 were taken as read.

日期分别为二零二零年三月二十三日和二零二零年五月八日的本次股东周年大会通知和经延期股东周年大会通知已在法定期间内寄送给各位股东。本次大会的会议通知被视为已阅。

### **CORPORATE PRESENTATION 公司介绍**

The Chairman invited Mr. An Xuesong, the Chief Executive Officer of the Company, to make presentations on:

主席邀请本公司总裁安雪松先生介绍：

- (i) financial highlights;  
财务亮点;
- (ii) business review; and  
业务回顾;和
- (iii) business prospects,  
发展战略,

(collectively, “**FY2019 AGM Presentation**”).  
(统称“二零一九财年股东周年大会简报”)。

A copy of the FY2019 AGM Presentation was uploaded on the websites of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Hong Kong Exchanges and Clearing Limited (the “**HKEX**”) on 9 June 2020. The said presentation is set out in “**Annex A**” hereto.

二零一九财年股东周年大会简报已于二零二零年六月九日上载至新加坡证券交易有限公司（“**新交所**”）及香港交易及结算有限公司（“**港交所**”）的网站。该简报随附为“**附件 A**”。

### **QUESTIONS AND ANSWERS (“Q&A”) SESSION – INSTRUCTIONS 问答环节 - 说明**

After the presentation, the Chairman informed that some Shareholders had submitted questions during the pre-registration stage and the Shareholders could also submit their questions via online chat box during the AGM. The Chairman then gave detailed instructions regarding the submission of questions via online chat box during the AGM.

公司介绍结束后，主席表示有一些股东在预先登记阶段已经提交了问题，而股东也可以在本次股东周年大会期间通过在线聊天窗口提交问题。关于在本次大会期间通过在线聊天窗口提交问题，主席随后提供了详细指引。

The Chairman also updated that the Company had received questions from the Securities Investors Association (Singapore) (“**SIAS**”) relating to subjects such as raw water protection business, “market-

## China Everbright Water Limited

(Incorporated in Bermuda)

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oriented operation model” for industrial park waste water treatment business, the Company’s German subsidiary, the Company’s RMB-denominated corporate bonds, the proposed issuance of medium-term notes, and the benefits from the Company’s dual listing exercise. The Company responded to such questions by way of an announcement which was released after the market closed on 10 June 2020. The Chairman advised the Shareholders to refer to the foregoing announcement for details.

主席还提及，本公司近期收到新加坡证券投资者协会（“投资者协会”）提出的问题，涉及原水保护业务、工业园区污水处理业务的“市场化运营模式”、本公司的德国子公司、本公司的人民币计价公司债券、建议发行中期票据、本公司两地上市的益处等事项。本公司于二零二零年六月十日收市后以公告方式回复了该等问题。主席建议股东查阅前述公告以了解详情。

The board of directors of the Company (the “Board”) addressed the pre-submitted questions first. As some of the questions submitted by the Shareholders at the pre-registration stage were substantially similar or related, the Company had re-organised those questions to facilitate the answering of the questions. Once the pre-submitted questions had been answered, the Board then moved on to address the questions received via online chat box, if they were substantial and relevant questions which had not been addressed.

本公司董事会（“董事会”）先回答了预先提交的问题。由于股东提交的部分问题十分相似或具有关联性，本公司将问题重新排序，以便更好地进行回复。待预先提交的问题回答完毕后，董事会回复了透过在线聊天窗口提交的问题（当这些问题具有实质性和相关性且尚未被回复时）。

The Q&A session ended at 11.20 a.m. Details of the Q&A session were set out in the “Annex B” hereto.

问答环节于上午 11 时 20 分结束。问答环节的详情已载于本纪要之“附件 B”。

Chairman proceeded with the remaining agenda of the Meeting.

主席继续进行本次大会的剩余议程。

### **VOTE BY POLL 累积投票制**

Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the polling agent for this Meeting and Ardent Business Advisory Pte Ltd was the scrutineer.

Boardroom Corporate & Advisory Services Pte. Ltd. 担任本次大会的计票人，Ardent Business Advisory Pte Ltd 担任本次大会的监票人。

The Chairman had been appointed as a proxy by certain Shareholders and he voted in accordance with their instructions.

一些股东已委任主席为受委代表，主席按照股东的指示进行投票。

The Chairman provided detailed instructions regarding casting votes by the Shareholders during the AGM via the electronic polling system.

关于股东在本次股东周年大会期间通过电子投票系统进行投票，主席提供了详细说明。

### **ORDINARY BUSINESS 一般事项**

#### **1. RESOLUTION 1 - DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 AND THE AUDITOR’S REPORT**

**决议1 - 接收并审阅及考虑董事会声明以及截至二零一九年十二月三十一日止的财政年度经审计的本公司财务报表及其审计师报告**

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**2. RESOLUTION 2 - FINAL ONE-TIER TAX EXEMPT DIVIDEND OF 3.74 HONG KONG CENTS (EQUIVALENT TO 0.67 SINGAPORE CENT) PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

决议 2 - 宣布派发截至二零一九年十二月三十一日止财政年度的每股普通股 3.74 港仙（等值 0.67 新加坡分）的一级税项豁免末期股息

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**3. RESOLUTION 3 - DIRECTORS' FEES OF SGD340,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 (2018: SGD323,556)**

决议 3 - 批准支付截至二零一九年十二月三十一日止财政年度的董事袍金 340,000 新加坡元整（二零一八年：323,556 新加坡元整）

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**4. RESOLUTION 4A - RE-ELECTION OF MR. WANG TIANYI, A DIRECTOR RETIRING PURSUANT TO THE BYE-LAW 86(1) OF THE BYE-LAWS OF THE COMPANY**

决议 4A - 根据本公司章程第 86（1）条的规定重新选举即将退任的王天义先生连任本公司董事

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**5. RESOLUTION 4B - RE-ELECTION OF MR. AN XUESONG, A DIRECTOR RETIRING PURSUANT TO THE BYE-LAW 86(1) OF THE BYE-LAWS OF THE COMPANY**

决议 4B - 根据本公司章程第 86（1）条的规定重新选举即将退任的安雪松先生连任本公司董事

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**6. RESOLUTION 5 - RE-APPOINTMENT OF ERNST & YOUNG LLP AS THE AUDITOR OF THE COMPANY**

决议 5 - 重新委任 ERNST & YOUNG LLP 担任本公司审计师

The motion was proposed by the Chairman and put to vote by poll.

这项决议由主席提议，并以累积投票制方式表决。

**SPECIAL BUSINESS 特别事项**

**7. RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

决议 6 - 分配和发行股份之权力

The following motion was proposed by the Chairman and put to vote by poll.

以下决议由主席提议，并以累积投票制方式表决。

“It was RESOLVED:

“已决议通过:

- (a) That, pursuant to the Company’s Bye-laws, the Listing Manual (“**SGX Listing Manual**”) of the SGX-ST and the Rules (“**HK Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**SEHK**”), approval be and is hereby given to the Board of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- 根据本公司章程、新交所上市手册（“**新交所上市手册**”）及香港联合交易所有限公司（“**联交所**”）证券上市规则（“**香港上市规则**”），授权本公司董事会全权酌情认为适当的条规及目的，向彼等全权酌情认为合适的人士：
- (i) issue shares in the capital of the Company (“**Shares**”) whether by way of right, bonus or otherwise;  
通过供股、红利或其他方式发行本公司股份（“**股份**”）；
- (ii) make or grant offers, agreements or options that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares (collectively, “**Instruments**”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;  
作出或授予可能或将须发行股份的要约、协议或期权，或其他可转让的认购或购买公司股份的权利（统称“**文据**”），包括但不限于创设并发行权证、债券或其他可转换成公司股份的文据；
- (iii) issue additional instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and  
关于供股、红利或资本化发行，因调整之前发行的文据数目而发行额外的文据；和
- (b) (notwithstanding THAT the authority conferred by the Shareholders may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Board while the authority was in force.  
（尽管股东授权可能已不再有效）于该授权生效时，根据董事会所作出或授予的任何文据发行股份。

provided always, that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK,  
须符合新交所及联交所可能规定的任何适用规例：

- (i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares excluding treasury shares of the Company, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to existing Shareholders does not exceed twenty per cent. (20%) of the total number of issued Shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share

capital shall be the Company's total number of issued Shares excluding treasury shares at the time this resolution is passed, after adjusting for; 根据本决议将予发行的股份总数（包括因根据本决议所作出或授予的文据将予发行的股份）不超过已发行股份总数（不包括本公司库存股份）的百分之五十（50%），其中非按比例向现有股东发行的股份总数（包括根据本决议所作出或授予的文据将予发行的股份）不超过已发行股份总数（不包括本公司库存股）的百分之二十（20%），且就本决议而言，已发行公司股本应为通过本决议时、经以下各项调整后的已发行公司股份总数计算（不包括库存股份）：

- a) new Shares arising from the conversion or exercise of any convertible securities, or  
转换或行使任何可转换证券产生的新股份，或
  - b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX Listing Manual and Chapter 13 of the HK Listing Rules; and  
行使遵照新交所上市手册第8章第VIII部分及香港上市规则第13章授予的期权或归属于本决议通过时尚未行权或存续的股份奖励产生的新股份；及
  - c) any subsequent bonus issue, consolidation or subdivision of Shares, and  
任何其后的红利发行、股份合并或分拆，和
- (ii) in exercising the authority conferred by this resolution, the Company shall comply with the provision of the SGX-ST Listing Manual as amended from time to time (unless such compliance has been waived by the SGX-ST), the HK Listing Rules as amended from time to time (unless such compliance has been waived by the SEHK) and the By-laws; and  
行使本决议案所授予之权力时，本公司须遵守经不时修订之新交所上市手册之条文（除非已获新交所豁免遵守）及经不时修订之香港上市规则（除非已获联交所豁免遵守）及公司章程；及
- (iii) such authority shall, unless revoked or varied by the Company at a General Meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”  
除非本公司在股东大会上撤销或修订，否则给予的授权将持续有效，直至下届股东周年大会结束时或法律规定本公司须举行下届股东周年大会当日（以较早者为准）为止。

**8. RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE CHINA EVERBRIGHT WATER LIMITED SCRIP DIVIDEND SCHEME (THE “SCRIP DIVIDEND SCHEME”)**

决议7 - 在中国光大水务有限公司以股代息计划（“以股代息计划”）项下分配和发行股份的权力

The following motion was proposed by the Chairman and put to vote by poll.  
以下决议由主席提议，并以累积投票制方式表决。

“It was RESOLVED THAT authority be and is hereby given to the Board to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme.”

“已决议通过：授权董事会不时地分配和发行根据以股代息计划可能需要分配和发行的相应数量的股份。”

**9. RESOLUTION 8 – RENEWAL OF SHARE BUY-BACK MANDATE**

决议8 - 更新股份回购授权

The following motion was proposed by the Chairman and put to vote by poll.  
以下决议由主席提议，并以累积投票制方式表决。

“It was RESOLVED THAT:

“已决议通过：

- (a) the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

授权董事会行使本公司通过下列方式、以董事会不时决定的不超过最高限价（定义见下文）的价格购买或以其它方式收购总额不超过最高限额（定义见下文）的已发行公司股份的全部权力：

- (i) market purchase(s) on the SGX-ST and/or the SEHK; and/or  
在新交所和/或联交所市场上购买；和/或
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST and/or the SEHK, as the case may be) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall, as required under the SGX Listing Manual, satisfy all the conditions prescribed by section 76C of the Companies Act, Chapter 50 of Singapore (“Singapore Companies Act”),  
按照董事会认为适当而可能决定或制定的任何平等购买计划进行场外购股（如果购买不是在新交所和/或联交所市场上实施，视情况而定），该等计划应如新交所上市手册所要求、满足新加坡法律第50章《公司法》（“《新加坡公司法》”）第76C条规定的所有条件，

in accordance with the Companies Act 1981 of Bermuda (as amended), and all other laws and regulations and rules of the SGX-ST, the HK Listing Rules, the Code on Share Buybacks of Hong Kong, and the Code on Takeovers and



Mergers of Hong Kong, as may for the time being be applicable (the “**Share Buy-back Mandate**”);

需遵守百慕大一九八一年《公司法》（修订版）、所有其他法律法规以及届时适用的新交所规则、香港上市规则、香港《公司股份回购守则》及香港《公司收购及合并守则》（“**股份回购授权**”）；

- (b) unless varied or revoked by the Company in General Meeting, the authority conferred on the Directors pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing on and from the date of the passing of this Resolution and expiring on the earliest of:

除非本公司在股东大会上更改或撤销，否则董事可根据股份回购授权所授予董事的权力由本决议获通过当日（包括该日）起至下列日期（以较早者为准）随时及不时进行：

- (i) the date on which the next Annual General Meeting of the Company is held;

本公司下届股东周年大会举行之日；

- (ii) the date on which the next Annual General Meeting of the Company is required by law to be held; and

法律规定的最晚举行本公司下届股东周年大会之日；和

- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Buy-back Mandate are carried out to the full extent mandated;

根据股份回购授权购买和收购的公司股份达到所授权的上限之日；

- (c) in this Resolution:

在本决议中：

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) market days on which the Shares were transacted on the SGX-ST or the SEHK (“**Market Days**”), as the case may be, before the date of the market purchase by the Company, or as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five (5) Market Days and the day on which the purchases are made;

“**平均收市价**”是指在本公司进行市场购买之日前，或视情况而定，根据市场外购买作出要约之日前，公司股份在新交所或联交所（视情况而定）交易的近五个交易日的平均收市价，且该等平均收市价视为已经根据新交所上市规则和在相关五日期间内以及购买之日发生的公司行动进行了调整；

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from the Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

“**作出要约之日**”是指本公司作出要约向股东购买或收购公司股份之日，该等要约中需说明每股购买价格（不应超过最高限价）以及实施市场外购买的平等购买计划的相关条款；

“**Maximum Limit**” means that number of Shares representing 10 per cent. of the total number of issued Shares as at the date of the passing of this Resolution (excluding any treasury shares and any Shares held by subsidiaries of the Company in the circumstances referred to in Sections 21(4), 21(4B), 21(6A) and 21 (6C) of the Singapore Companies Act); and

“**最高限额**”是指代表了通过本决议之日已发行公司股份总数的10%的公司股份数量（不含任何库存股以及在《新加坡公司法》第21（4）条、21（4B）条、21（6A）条和21（6C）条描述的情况下，所有由本公司的附属公司持有的股份）；和

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses), which shall not exceed:

关于购买或收购公司股份的“**最高限价**”，是指每股购买价格（不含经纪人佣金、手续费、适用的商品和服务税以及其他相关费用），该价格不得超出：

- (i) in the case of a market purchase of a Share, five per cent. above the Average Closing Price; and  
在市场上购买公司股份的情况下，平均收市价的105%；和
- (ii) in the case of an off-market purchase of a Share, five per cent. above the Average Closing Price; and  
在市场外购买股份的情况下，平均收市价的105%；以及
- (d) the Directors and each of them be hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Resolution and the Share Buy-back Mandate) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Resolution and the Share Buy-back Mandate.”  
授权董事会完成和作出所有其认为必要、合适或有效或有利于本公司的使本决议和股份回购授权生效的行为（包括但不限于签署可能需要的关于本决议和股份回购授权的全部协议和文件）。

## 10. **RESOLUTION 9 – RENEWAL OF THE INTERESTED PERSON TRANSACTION MANDATE**

### 决议 9 –续期关联人士交易的授权

The following motion was proposed by the Chairman and put to vote by poll.  
以下决议由主席提议，并以累积投票制方式表决。

“It was RESOLVED THAT:

“已决议通过：

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the SGX Listing Manual (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the categories of interested person transactions described in Appendix to the Company’s Circular to Shareholders dated 23 March 2020 (the “**Circular**”) with any party who is of the class of interested persons described in Appendix to the Circular, provided that such

transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the “**IPT Mandate**”); 为新交所上市手册第九章（“**第9章**”）之目的，授权本公司及其附属公司和联营公司（当它们是第9章所定义的风险实体时），或其中任何一方，与本公司于二零二零年三月二十三日发出的股东通函（“**股东通函**”）的附件中所载明的任何一类关联人士进行股东通函中所载明的任何一类关联人士交易，前提是该等交易是按照正常商业条款进行并已通过相关审阅程序（“**关联人士交易授权**”）；

- (b) the renewal of the IPT Mandate above shall unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and  
除非被本公司在股东大会上撤回或更改，该等授权持续有效直至下个股东周年大会结束为止；及
- (c) the Directors and each of them be hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Resolution and the IPT Mandate) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Resolution and the IPT Mandate.”

授权董事会完成和作出所有其认为必要、合适或有效或有利于本公司的使本决议和关联人士交易授权生效的行为（包括但不限于签署可能需要的关于本决议和关联人士交易授权的全部协议和文件）。

All the resolutions had been duly voted and verified by the scrutineer, and the results of the votes for all the resolutions were announced and shown on the screen:

所有决议均已经过适当表决并经监票人核实，所有决议案的表决结果被宣布并显示在屏幕上：

**RESULTS OF THE POLL**

**投票结果**

Ordinary Business 普通事项					
Resolution number and details 决议编号及细节	Total number of shares represented by votes for and against the relevant Resolution 赞成及反对相关决议的票数所代表的股份总数	FOR 赞成		AGAINST 反对	
		Number of shares 股份数目	As a percentage of total number of votes for and against the Resolution (%) 占赞成及反对决议的总票数的百分比 (%)	Number of shares 股份数目	As a percentage of total number of votes for and against the Resolution (%) 占赞成及反对决议的总票数的百分比 (%)
<b>Resolution 1</b> <b>第1项决议</b>  Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Auditor's Report thereon. 董事会声明以及截至二零一九年十二月三十一日止的财政年度经审计的财务报表及其审计师报告。	2,256,416,670	2,256,216,670	99.99	200,000	0.01
<b>Resolution 2</b> <b>第2项决议</b>  Declaration of a final one-tier tax exempt dividend of 3.74 Hong Kong cents (equivalent to 0.67 Singapore cent) per ordinary share for the financial year ended 31 December 2019. 宣布派发截至二零一九年十二月三十一日止财政年度的每股普	2,256,416,670	2,256,216,670	99.99	200,000	0.01

**China Everbright Water Limited**

(Incorporated in Bermuda)

Minutes of the Annual General Meeting held on Wednesday, 10 June 2020

<p>通股3.74港仙（等值0.67新加坡分）的一级税项豁免末期股息。</p>					
<p><b>Resolution 3</b> <b>第 3 项决议</b></p> <p>Approval of Directors' fees of SGD340,000 for the financial year ended 31 December 2019. 批准截至二零一九年十二月三十一日止财政年度的董事袍金 340,000 新加坡元整。</p>	2,256,416,670	2,256,104,387	99.99	312,283	0.01
<p><b>Resolution 4a</b> <b>第 4a 项决议</b></p> <p>Re-election of Mr. Wang Tianyi, a director retiring pursuant to the Bye-law 86(1) of the Bye-laws of the Company. 重选根据本公司章程第86(1)条规定即将退任的董事王天义先生。</p>	2,256,416,670	2,244,578,883	99.48	11,837,787	0.52
<p><b>Resolution 4b</b> <b>第 4b 项决议</b></p> <p>Re-election of Mr. An Xuesong, a director retiring pursuant to the Bye-law 86(1) of the Bye-laws of the Company. 重选根据本公司章程第86(1)条规定即将退任的董事安雪松先生。</p>	2,256,416,670	2,256,211,496	99.99	205,174	0.01
<p><b>Resolution 5</b> <b>第 5 项决议</b></p> <p>Re-appointment of Ernst &amp; Young LLP as Auditor of the</p>	2,256,416,670	2,256,209,496	99.99	207,174	0.01

**China Everbright Water Limited**

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Company. 续聘Ernst & Young LLP为本公司审计 师。					
<b>Special Business</b> <b>特别事项</b>					
<b>Resolution 6</b> <b>第 6 项决议</b>					
Authority to allot and issue new shares. 分配和发行新股份 之权力。	2,256,416,670	2,230,911,049	98.87	25,505,621	1.13
<b>Resolution 7</b> <b>第 7 项决议</b>					
Authority to allot and issue shares under the China Everbright Water Limited Scrip Dividend Scheme. 在中国光大水务有限 公司以股代息计划项 下分配和发行股份的 权力。	2,256,416,670	2,255,690,401	99.97	726,269	0.03
<b>Resolution 8</b> <b>第 8 项决议</b>					
Renewal of the share buy-back mandate. 更新股份回购授权。	2,256,416,670	2,256,216,670	99.99	200,000	0.01
<b>Resolution 9</b> <b>第 9 项决议</b>					
Renewal of the interested person transaction mandate. 续期关联人士交易的 授权。	171,681,889	171,479,889	99.88	202,000	0.12

Based on the poll results, the Chairman declared that all the resolutions were duly carried. It was noted that the resolutions passed at the AGM have been voted by way of poll pursuant to SGX Listing Manual and HK Listing Rules.

根据投票结果，主席宣布所有决议获正式通过。根据新交所上市手册及香港上市规则，本次股东周年大会上所有通过的决议均以投票方式进行表决。

**PARTIES WHICH ABSTAINED FROM VOTING**

**放弃投票的人士**

<b>Details of Party(ies) 相关人士详情</b>	<b>Number of shares held (in own name and/or name of nominee) 持有股份数目（以其名义及 /或代名人名义）</b>	<b>Resolution number and details 决议编号及细节</b>
China Everbright Water Holdings Limited 中国光大水务控股有限公司	2,084,724,572	<b>Resolution 9 第 9 项决议</b>  Renewal of the interested person transaction mandate. 续期关联人士交易的授权。


**11. CLOSURE OF MEETING**  
**会议结束**

There being no other business, the Meeting concluded at 11.33 a.m. The Chairman thanked the Shareholders for attending and participating in the AGM.

本次大会没有其他事务，会议于上午 11:33 结束，主席感谢大家出席并参与本次股东周年大会。

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

确认为真实的程序记录

  
.....  
LIM YU NENG PAUL  
CHAIRMAN OF THE MEETING  
林御能先生  
本次大会的主席

"Annex A"  
“附件A”



*(Incorporated in Bermuda with limited liability)*  
*(Stock Codes: U9E.SG, 1857.HK)*

# FY2019 Annual General Meeting

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10 June 2020

**中国光大水务有限公司**  
China Everbright Water Limited





# Forward-looking Statement

This presentation may contain forward-looking statements. Any such forward-looking statements are based on a number of assumptions about the operations of China Everbright Water Limited (“Everbright Water” or the “Company”, together with its subsidiaries, collectively the "Group") and factors beyond the Company's control and are subject to significant risks and uncertainties, and accordingly, actual results may differ materially from these forward-looking statements. The Company undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to such dates.

The information in this presentation should be considered in the context of the circumstances prevailing at the time of its presentation and has not been, and will not be, updated to reflect material developments which may occur after the date of this presentation. The slides forming part of this presentation have been prepared solely as a support for oral discussion about background information about the Company. No representation or warranty, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of any information or opinion contained herein. It should not be regarded by recipients as a substitute for the exercise of their own judgment. Information and opinion contained in this presentation may be based on or derived from the judgment and opinion of the management of the Company. Such information is not always capable of verification or validation. None of the Company or financial adviser of the Company, or any of their respective directors, officers, employees, agents or advisers shall be in any way responsible for the contents hereof, or shall be liable for any loss arising from use of the information contained in this presentation or otherwise arising in connection therewith. This presentation does not take into consideration the investment objectives, financial situation or particular needs of any particular investor. It shall not be construed as a solicitation or an offer or invitation to buy or sell any securities or related financial instruments. No part of it shall form the basis of or be relied upon in connection with any contract or commitment whatsoever. This presentation may not be copied or otherwise reproduced.

# Agenda

- 1 | Financial Highlights
- 2 | Business Review
- 3 | Business Prospects
- 4 | Q&A Session
- 5 | AGM Resolutions



# Financial Highlights

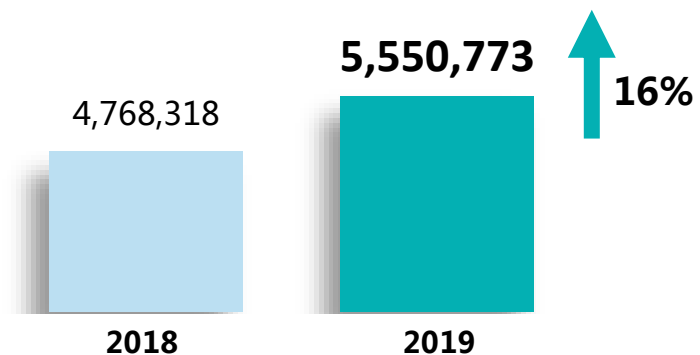


# Financial Highlights

– Steady Growth of Financial Performance

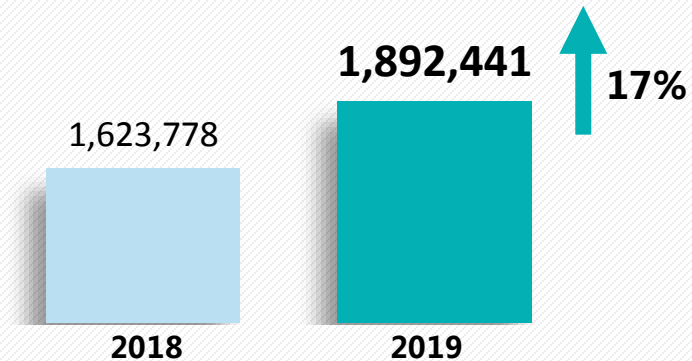
## Revenue

HKD'000



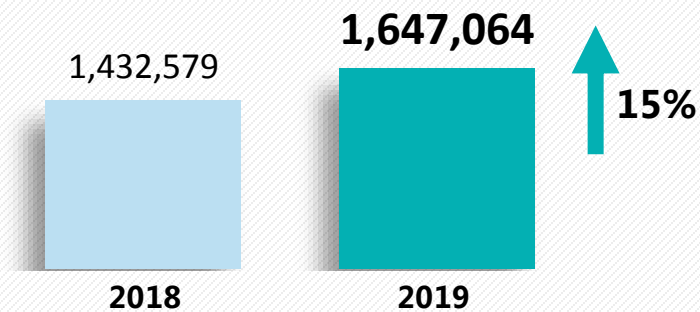
## Gross Profit

HKD'000



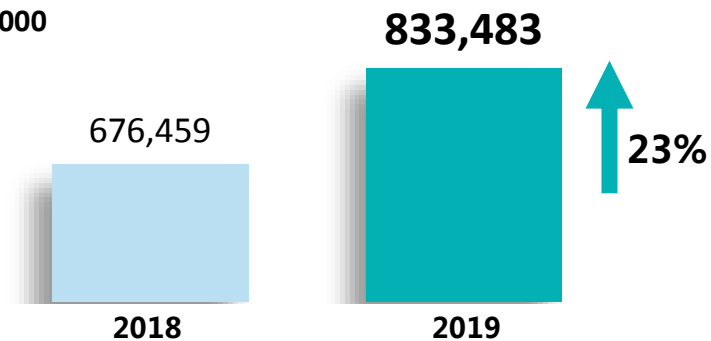
## Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

HKD'000



## Profit Attributable to Equity Holders of the Company

HKD'000



# Financial Highlights

(HKD'000)	Full year ended 31 December		Change
	2019	2018	
Revenue	5,550,773	4,768,318	16%
Gross Profit	1,892,441	1,623,778	17%
Gross Profit Margin (%)	34	34	0ppt*
EBITDA	1,647,064	1,432,579	15%
Profit Attributable to Equity Holders of the Company	833,483	676,459	23%
Basic Earnings per Share (HK cents)	30.07	25.58	18%
Final Dividend per Share (HK cents) (equivalent to Singapore cents)	3.74 0.67	N/A 0.50	N/A 34%
Total Dividend per Share (HK cents) (equivalent to Singapore cents)	7.48 1.32	N/A 0.99	N/A 33%

\*ppt: percentage point

# Financial Highlights

(HKD'000)	As at 31/12/2019	As at 31/12/2018	As at 31/12/2017	As at 31/12/2016
<b>Total Assets</b>	<b>22,683,031</b>	19,584,389	18,047,919	14,081,232
<b>Total Liabilities</b>	<b>13,134,279</b>	10,920,692	9,506,114	6,889,530
<b>Equity Attributable to Equity Holders of the Company</b>	<b>8,810,069</b>	7,983,190	7,857,183	6,798,187
<b>Gearing Ratio (%)</b> (total liabilities/total assets)	<b>57.9</b>	55.8	52.7	48.9
<b>Return on Shareholders' Equity (%)</b>	<b>9.9</b>	8.5	7.0	5.0
<b>Dividend Payout Ratio (%)</b>	<b>25</b>	23	15	15

- The Company has quality assets and access to diversified financing channels, with reasonable gearing ratio and healthy financial position.
- The continuous increase in the yearly return on shareholders' equity reflects the Company's dedication to creating long-term returns for its shareholders.
- The gradual increase in dividend payout ratio demonstrates the Company's adherence to its philosophy of "sharing the operating results with its shareholders".



# Financial Highlights

(HKD'000)	As at 31/12/2019	As at 31/12/2018	Change
Short-term Borrowings	2,010,556	2,160,400	(7%)
Long-term Borrowings	7,069,140	5,440,376	30%
Total Borrowings <sup>#</sup>	9,079,696	7,600,776	19%
Current Ratio (%)	108	116	(8ppt*)
Unutilised Banking Facilities	4,134,030	3,982,818	4%
Bank Deposit Balance and Cash	2,074,803	1,728,573	20%
Cash/Banking Facilities Available <sup>#</sup>	6,208,833	5,711,391	9%

- As at 31 December 2019, the Group's bank deposit balance and cash was abundant, with the unutilised banking facilities of approximately HKD4.13 billion. These provide solid capital support for the Group's future development.
- As at 31 December 2019, total borrowings of the Group were approximately HKD9.08 billion, with long-term borrowings accounting for 78% of the total, demonstrating a healthy liquidity ratio.
- In January 2019, the Company successfully issued the third tranche of its RMB-denominated bonds, with an aggregate principal amount of RMB700 million, a coupon rate of 3.89% and subscription rate of 2.2 times.

<sup>#</sup>Total borrowings = short-term borrowings + long-term borrowings

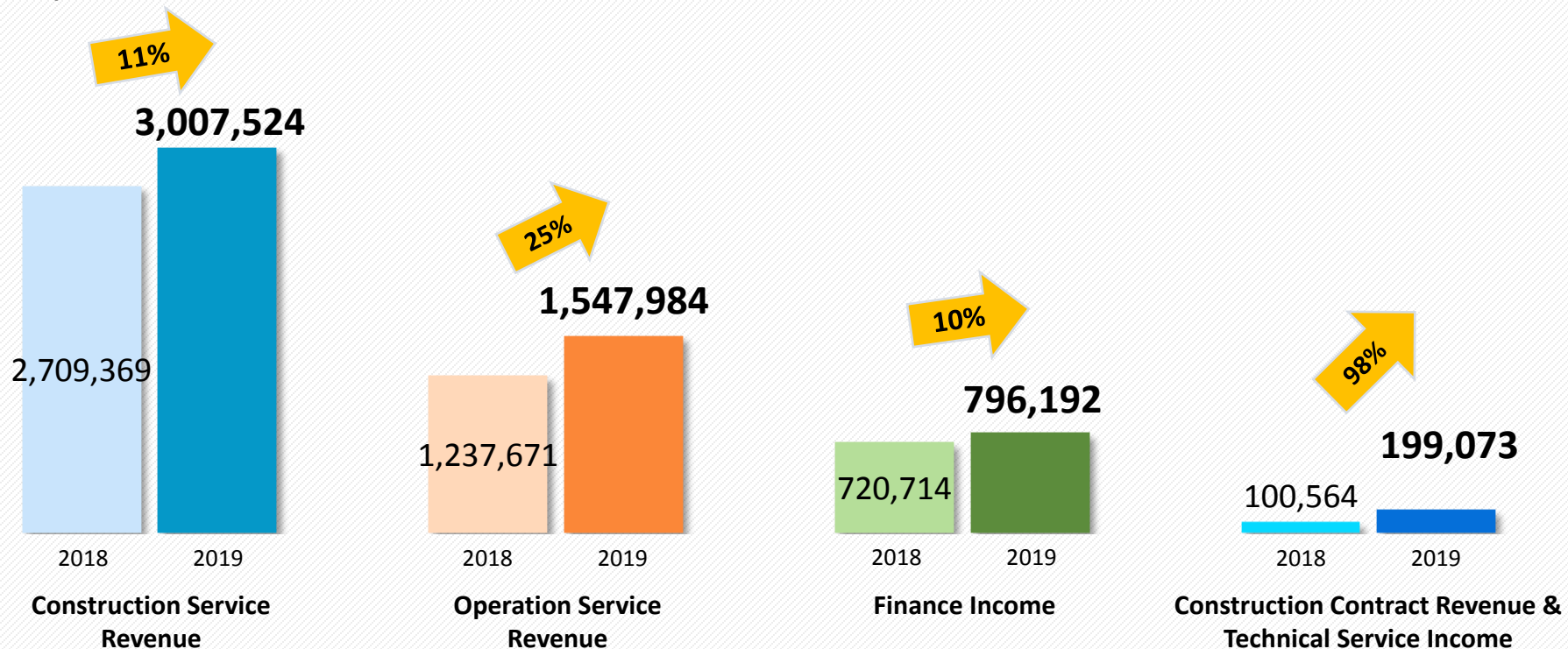
Cash/banking facilities available = unutilised banking facilities + bank deposit balance and cash

\*ppt: percentage point



## Revenue Analysis by Categories for the Full Year

(HKD'000)



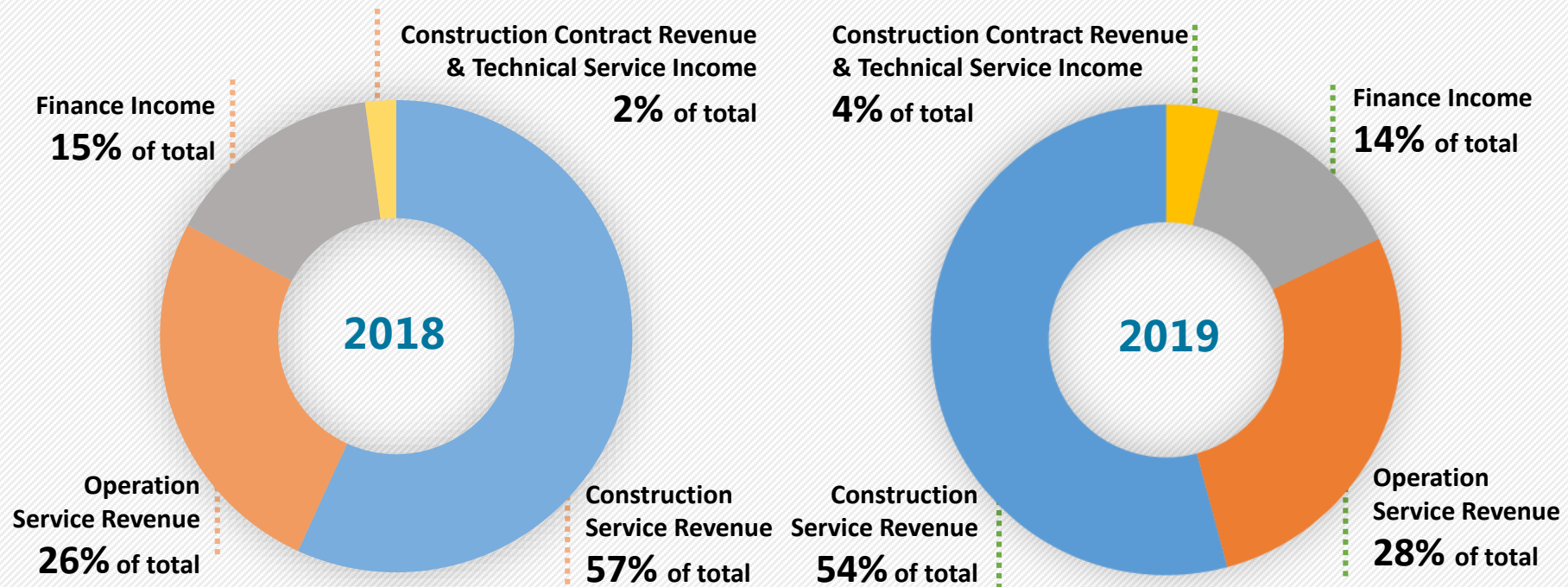
**Total revenue in 2019: HKD5,550,773,000 (increased by 16%)**

Total revenue in 2018: HKD4,768,318,000





## Proportion of Revenue in Each Category for the Full Year



The proportion of operation service revenue against total revenue increased from 26% in 2018 to 28% in 2019. Following the completion of construction and commencement of operation for various projects, which are in preparatory stage or under construction, it is expected that the amount of operation service revenue will further increase.





# Business Review



# Business Review

## – “Three” Records for Market Expansion in 2019

- Secured 18 new projects and signed 1 supplementary agreement for existing project, commanding a total investment of approximately RMB4.743 billion.
- Undertook 2 engineering, procurement and construction (“EPC”) projects and 1 operation and management (“O&M”) project, with a total contract value of approximately RMB146 million.
- The new projects contributed to the increases in daily waste water treatment (“WWT”) and reusable water supply capacity of 740,000 m<sup>3</sup>, and daily water supply capacity of 600,000 m<sup>3</sup>.

### New Geographical Area

Securing Zhejiang Tongxiang West Area Drinking Water Sources Protection Public-Private Partnership (“PPP”) Project (“Zhejiang Tongxiang Project”) marks the Company’s expansion to Zhejiang Province.

### New Business Area

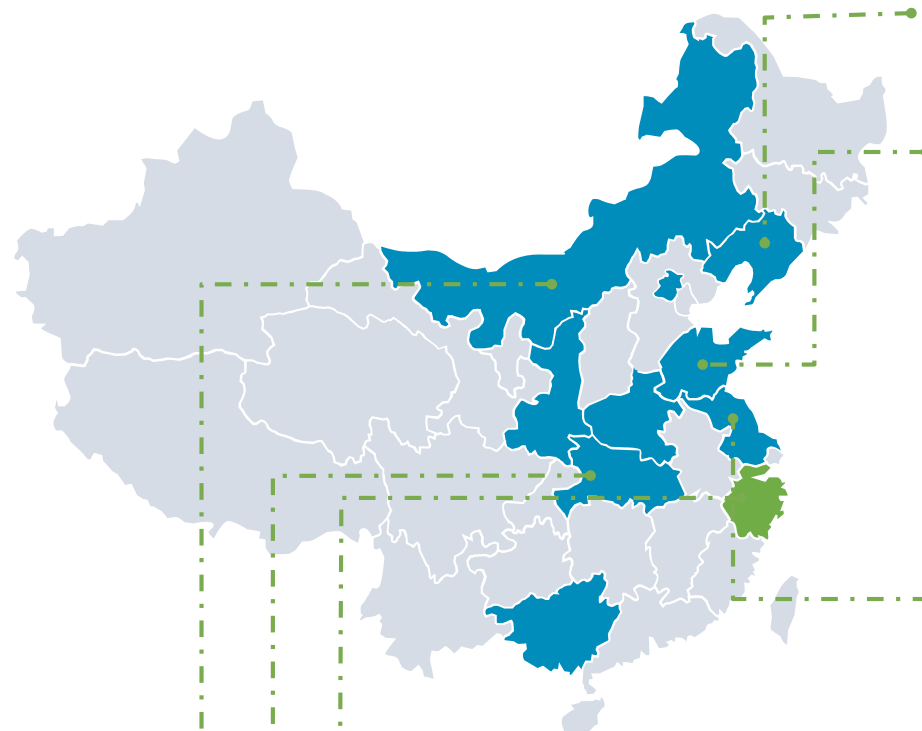
Securing Zhejiang Tongxiang Project marks the Company’s first project in the area of raw water protection and supply, further expanding the Company’s business coverage.

### New Business Model

Securing Shandong Zibo Zhangdian East Chemical Industrial Park Industrial WWT Project marks the Company’s first adoption of market-oriented operation model for the industrial park WWT business.

# Business Review

## – Overview of New Projects in 2019



### Liaoning Province

1. Dalian Zhuanghe WWT Project Phase II
2. Dalian Pulandian Reusable Water Project

### Shandong Province

1. Ji'nan East Station Area Underground WWT Project
  2. Zibo Zhangdian East Chemical Industrial Park Industrial WWT Project Phase I
  3. Zibo Northern WWT Plant Expansion Project
  4. Ju County Urban WWT Project
  5. Ju County Chengbei WWT Plant Expansion Project Phase I
  6. Ji'nan Tangye New Area WWT PPP Project
  7. Dezhou Lingcheng Waste Water Pipeline ("WWP") Network PPP Project Expansion
- Ji'nan Licheng WWT Project (Plant 3) Sludge Treatment Project (supplementary agreement)
  - Weihai Wendeng Chemical Industrial Park WWT Plant and Ancillary Pipeline Network Project (EPC project)

### Jiangsu Province

1. Nanjing Pukou Industrial WWT Project Phase II
  2. Jiangyin Lin'gang Economic Development Zone Xili Center WWT Plant and Ancillary Pipeline Network and Pumping Stations Project
  3. Haimen WWT Project and Upgrading
  4. Yancheng Flood Control Area III Water Environment Treatment PPP Project
  5. Huai'an Huaiyin Eastern District WWT Project
  6. Jiangyin Chengxi WWT Plant Reusable Water Project
  7. Nanjing Pukou Industrial WWT Project Phase II Reusable Water Project
- Zhenjiang Zhengrunzhou WWT Plant O&M Project (O&M project)

### Zhejiang Province

(new provincial market)

1. Tongxiang West Area Drinking Water Sources Protection PPP Project

### Hubei Province

- Zhongxiang Shuanghe Jiangbei Industrial Park WWT Project (EPC project)

### Inner Mongolia

1. Tongliao Development Zone WWT Project Upgrading and Expansion

*Note: Areas highlighted in blue and green are provinces, municipalities and autonomous regions where the Company operates business.*

# Business Review

## – Steady Growth of Business Scale in 2019

### Business footprint spans across 10 provinces, municipalities and autonomous regions in China

Projects located in 50 districts, counties and cities across 10 provinces, municipalities and autonomous regions in China, including Beijing, Jiangsu, Zhejiang, Shandong, Shaanxi, Henan, Hubei, Guangxi, Liaoning and Inner Mongolia.

Total project investment of approximately RMB23.5 billion

Total contract value of O&M/EPC projects of approximately RMB146 million

Total daily water treatment capacity of approximately 6,200,000 m<sup>3</sup>

Invested and held 129 water projects, and undertook 3 EPC/O&M projects

108 WWT projects (including WWP network projects)

8 reusable water projects

6 river-basin ecological restoration projects

3 water supply projects

1 raw water protection project

1 leachate treatment project

2 waste water source heat pump projects

2 EPC projects

1 O&M project

# Business Review

## – Dual Listing in Singapore and Hong Kong

On 8 May 2019, Everbright Water became listed on the Main Board of The Stock Exchange of Hong Kong Limited, achieving dual listing status in Singapore and Hong Kong. Such listing status will help the Company to attract different investors, broaden its shareholder base, and contribute to its business development.

- The Company issued 103,970,000 ordinary shares under the global offering.
- The net proceeds from the global offering (after deduction of listing-related fees and expenses) amounted to approximately HKD248.61 million.



### Use of Net Proceeds from Global Offering

(HKD'000)		Amount Allocated	Amount Utilised
1	Expanding the Group's market share in China's water industry and diversifying the Group's project portfolio and creating synergies	211,321	211,321
2	Enhancing the Group's core technologies through innovation research and development initiatives and acquisitions of advanced technologies	24,861	24,861
3	Working capital and other general corporate purposes	12,431	12,431
<b>Total</b>		<b>248,613</b>	<b>248,613</b>

# Business Review

## – Smooth Progress in Construction Works in 2019

### 18 projects commenced construction

- 11 WWT projects, 1 WWP project, 1 leachate treatment project, 2 reusable water projects, 1 sludge treatment and disposal project, and 2 EPC projects.
- A total investment of approximately RMB3 billion, and contract value of approximately RMB146 million for EPC projects.
- A total water treatment capacity of approximately 430,000 m<sup>3</sup>/day (including EPC projects), and a sludge treatment capacity of 200 tonnes/day.

### 18 projects completed construction and commenced operation

- 10 WWT projects, 3 WWP projects, 1 leachate treatment project, 1 reusable water project, 2 water supply projects, and 1 sludge treatment and disposal project.
- A total investment of approximately RMB2.7 billion.
- A total water treatment capacity of approximately 630,000 m<sup>3</sup>/day, and a sludge treatment capacity of 50 tonnes/day.

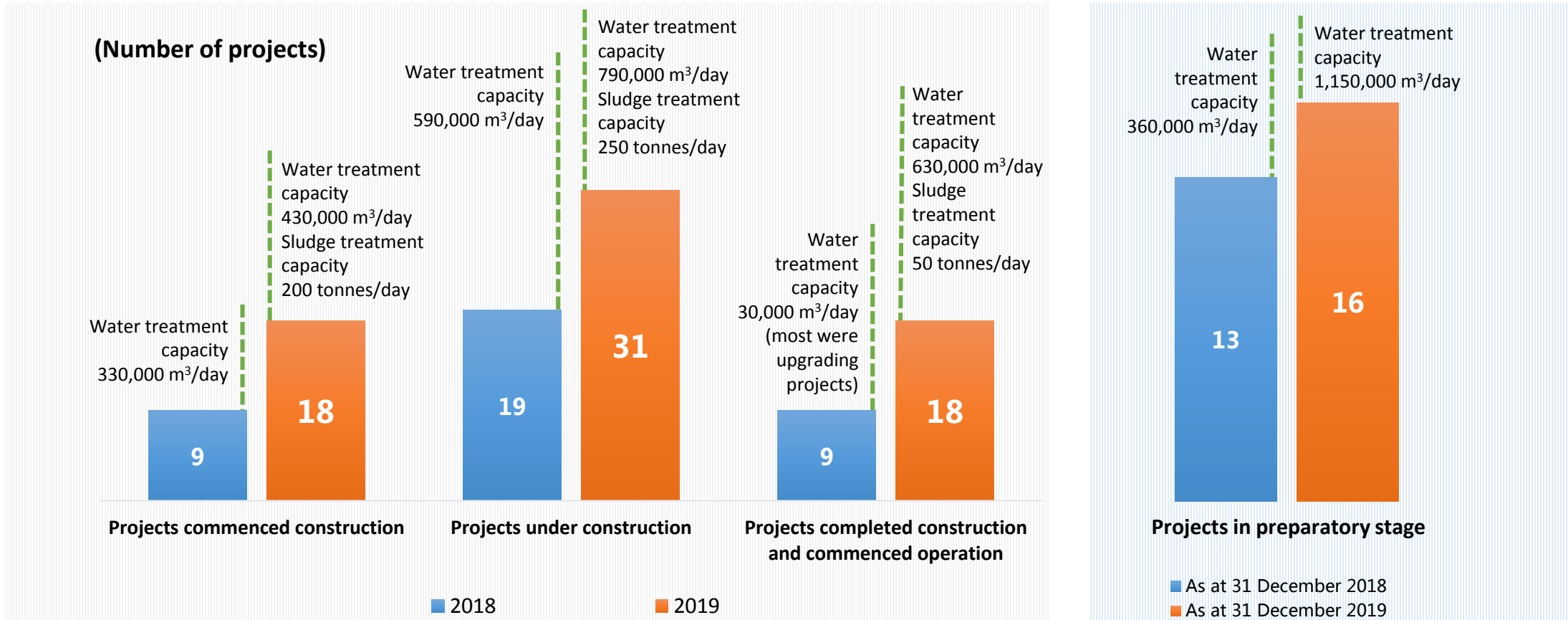
### 31 projects under construction

- 17 WWT projects, 3 WWP projects, 1 leachate treatment project, 2 river-basin ecological restoration projects, 2 reusable water projects, 2 water supply projects, 2 sludge treatment and disposal projects, and 2 EPC projects.
- A total investment of approximately RMB7 billion, and contract value of approximately RMB146 million for EPC projects.
- A total water treatment capacity of approximately 790,000 m<sup>3</sup>/day (including EPC projects), and a total sludge treatment capacity of 250 tonnes/day.

### 16 projects in preparatory stage (as at 31 December 2019)

- 9 WWT projects, 3 river-basin ecological restoration projects, 2 reusable water projects, 1 raw water projection project, and 1 water supply project.
- A total investment of approximately RMB5.7 billion.
- A total water treatment capacity of 1,150,000 m<sup>3</sup>/day.

### Construction Work Progress for the Full Year





# Business Review

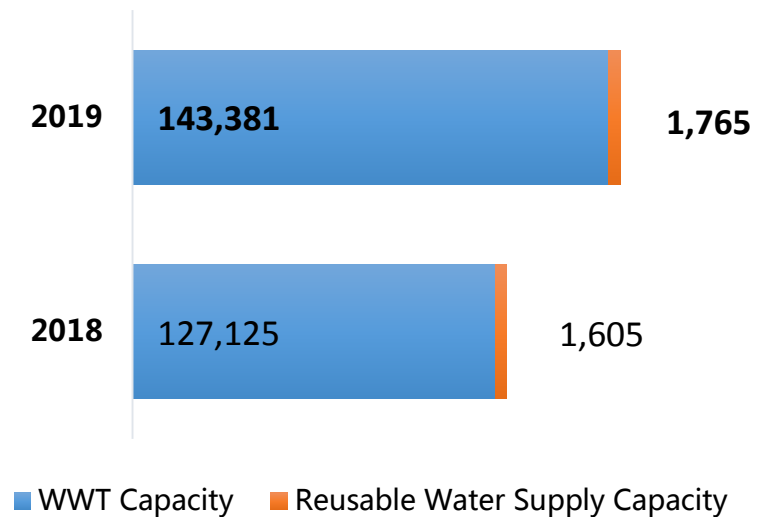
## – Stable and Excellent Operations Management in 2019

In 2019, Everbright Water's projects treated approximately 1.4 billion m<sup>3</sup> of waste water, and supplied 17.65 million m<sup>3</sup> of reusable water, representing an increase of 13% and 10% respectively, compared with 2018.

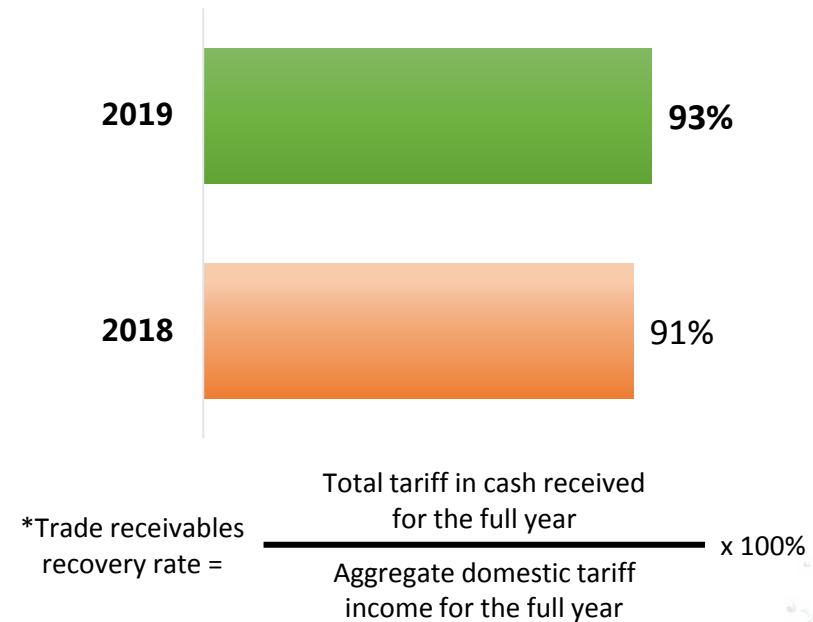
The Company's trade receivables recovery rate increased in 2019.

### WWT/Reusable Water Supply Capacity for the Full Year

(10,000 m<sup>3</sup>)



### Trade Receivables Recovery Rate for the Full Year

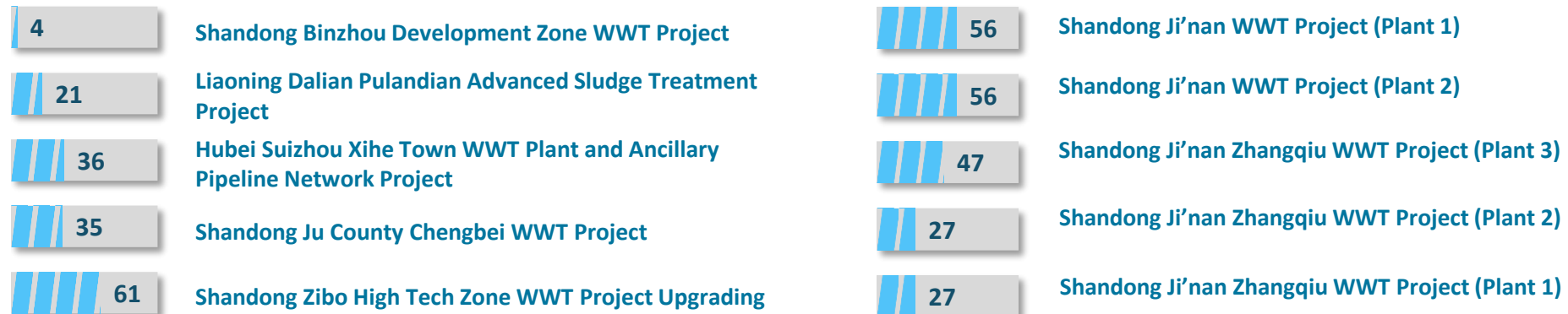


# Business Review

## – Strong and Reliable Operations Management in 2019

- The Company continuously maintained stable daily operation of projects and strict compliance with relevant standards, as well as optimising and adjusting its operational process, to develop a more robust long-term environmental management mechanism.
- It continued improving and enhancing the Environmental, Safety, Health and Social Responsibility (ESHS) Management System and Risk Management System, while continuing the application of the “Intelligent Water” management system.
- In 2019, the Company was granted various subsidies of approximately RMB65.27 million in total.
- A total of 10 WWT plants received approval for tariff hikes, ranging from 4% to 61%.

### Tariff Hikes (%)



# Business Review

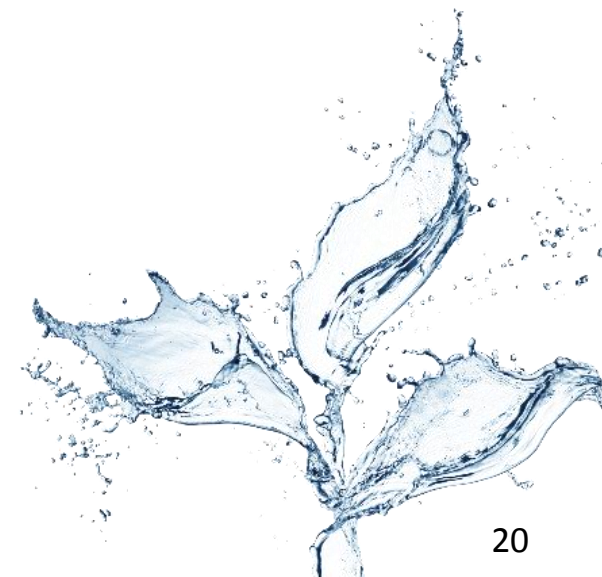
## – Technological Innovation-Driven Development in 2019

The Company focused on technological research and development and acquisition of technologies, in the areas such as advanced WWT, water environment management and sludge treatment and disposal, with the aim of developing technologies and products to meet the market demands.

The Company proactively applied its research results and its in-house technologies and products to its projects, to safeguard stable operation and compliance with relevant discharge standards.

The Company boosted its efforts in upgrading its qualifications and continued industrial-academic collaborations at home and abroad.

In 2019, the Company was granted 25 patents (11 invention patents inclusive) and published 27 scientific papers.



# Business Review

## – New Projects Secured in 2020



Since the beginning of 2020, the Company has secured 6 WWT projects, contributing additional water treatment capacity of 200,000 m<sup>3</sup>/day, further solidifying its market position in Jiangsu, Shandong and Liaoning provinces.

### Shandong Binzhou Development Zone Waste Water Treatment Project Phase II Expansion

- The project commands an investment of approximately RMB117 million.
- It has a designed WWT capacity of 40,000 m<sup>3</sup>/day.
- Discharged water complies with the national Grade 1A standard according to the Discharge Standard of Pollutants for Municipal Wastewater Treatment Plant (GB18918-2002) (“national Grade 1A standard”).

### Jiangsu Suzhou Wuzhong Chengnan Waste Water Treatment Plant Effluent Upgrading Project

- The project commands an investment of approximately RMB109 million.
- Following upgrading work, its discharged water complies with the Discharge Standard of Main Water Pollutants for Municipal Wastewater Treatment Plants and Key Industries of the Taihu Area (DB32/1072-2018) and the “Suzhou Special Discharge Limits”.

### Shandong Ji’nan Zhangqiu Waste Water Treatment Plant (Plant 4) PPP Project

- The project commands an investment of approximately RMB213 million.
- It has a designed WWT capacity of 50,000 m<sup>3</sup>/day, and a designed reusable water supply capacity of 30,000 m<sup>3</sup>/day.
- Majority indicators of discharged water comply with the national Grade 1A standard, with rest indicators stricter than the national Grade 1A standard.

### Jiangsu Lianyungang Xugou Waste Water Treatment Project Phase II

- The project has a designed WWT capacity of 40,000 m<sup>3</sup>/day.
- Discharged water complies with the national Grade 1A standard.

### Shandong Dezhou Lingcheng Waste Water Treatment Project (Plant 2) Expansion

- The project commands an investment of approximately RMB130 million.
- It has a designed WWT capacity of 30,000 m<sup>3</sup>/day.
- Majority indicators of discharged water comply with the national Grade 1A standard, with rest indicators stricter than the national Grade 1A standard.

### Liaoning Shenyang Dadong Zhuertun Waste Water Treatment Plant Retrofitting and Expansion Project

- The project commands an investment of approximately RMB64 million.
- Following retrofitting and expansion works, the WWT plant will have a designed WWT capacity of 10,000 m<sup>3</sup>/day (including a 5,000 m<sup>3</sup>/day capacity under the O&M model).
- Discharged water complies with the national Grade 1A standard.



# Business Prospects



# Business Prospects

## – Response to COVID-19

Before the Lunar New Year 2020, the novel coronavirus (“COVID-19”) spread widely in China. Facing the grim situation of COVID-19 outbreak, the Group:

- has, in a timely manner, put in place numerous precautionary measures and procured essential protective supplies to ensure the health and safety of all its employees in different regions; and it has proactively taken steps in ensuring the stable operations and compliant discharge of all projects, and preventing the secondary transmission of the virus through wastes such as waste water;
- coordinates with different parties and takes swift actions. It actively applies for permission to resume constructions of its construction projects, stores up sufficient operational materials and protective gears for its operating projects, and implements various flexible working arrangements according to the nature and duties of each job position, using its best endeavors to mitigate the adverse impact of the COVID-19 outbreak on the Group; and
- will continue closely monitoring the development of COVID-19 situation and ensure the safety of employees and stable operations of projects; it will also adjust its measures and plans for epidemic prevention and control, project operations and business development accordingly, as and when appropriate; in addition, it will make timely disclosure on any important matters. The Group will also actively carry out capacity building and training programs during the epidemic to be fully prepared for business development after the epidemic.

# Business Prospects

## – Industry Trends

- The environmental protection enterprises have entered into a crucial stage – a stage that they must strive to provide high-quality ecological services and products to meet the growing demand for a better living environment, and a stage that they must have the capabilities and resources to solve major ecological and environmental problems. In addition, the environmental protection enterprises have entered into a transition period with increasing pressures from receding capital flows and stricter supervision. In view thereof, the environmental protection enterprises must ride through the challenges, keep moving forward, explore directions and seize opportunities, so as to stand out in a crowd and embark a new round of development.
- Due to the economic pressure, policy changes and other factors, the water industry will experience fierce competition. On the other hand, business areas, such as industrial WWT for industrial parks, sludge treatment and disposal, water plant and pipeline integration, and the “mixed-ownership reform” of local state-owned water enterprises, are expected to continue unleashing the industry’s potential for growth.



# Business Prospects

## – Development Strategies



The water business platform of  
China Everbright Group Ltd., a large financial holdings group.

A subsidiary of  
China Everbright International Limited,  
a leading player in  
China's ecological and environmental protection sector.

A listed company  
with dual listing status in Singapore and Hong Kong.

Capital-driven Integration  
and  
Innovation-driven Development

Aiming to become a comprehensive  
water enterprise with unique  
advantages



# Business Prospects

## – Development Strategies

### Dual Drivers

#### Investment

- Diversified, smooth and efficient channels for investment and financing.
- Healthy financial indicators and comparatively low financing cost.
- Good and healthy relationship with the government authorities.
- An efficient and professional business development team.

#### Operation

- A team with core members having an average of more than 10 years' experience in operations management.
- A comprehensive operations management system, with front-line staff accounting for more than 90% of the Company's total employees.
- Good quality projects with safe and stable operation.

### Parallel Strategies

#### Full-industry Chain

- The Company will continue improving its strategic planning on the development of a full-industry chain, which covers planning, design, investment, operation, construction, engineering, management, technology, etc.

#### Full-fledged Business

- The Company will continue strengthening its full-fledged business relating to water industry, such as raw water protection, water supply, WWT, reusable water, river-basin ecological restoration, etc.



# Q&A Session





# AGM Resolutions



- **Resolution 1:** To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Auditor's Report thereon.
- **Resolution 2:** To declare a final one-tier tax exempt dividend of 3.74 Hong Kong cents (equivalent to 0.67 Singapore cent) per ordinary share for the financial year ended 31 December 2019 as recommended by the Directors.
- **Resolution 3:** To approve the payment of Directors' fees of SGD340,000 for the financial year ended 31 December 2019. (2018: SGD323,556).
- **Resolution 4:** To re-elect the following Directors retiring pursuant to Bye-law 86(1) of the Company's Byelaws, and who, being eligible, will offer themselves for re-election as the Directors:
  - **Resolution 4a:** Mr Wang Tianyi; and
  - **Resolution 4b:** Mr An Xuesong.

# AGM Resolutions

- **Resolution 5:** To re-appoint Ernst & Young LLP as Auditor of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
- **Resolution 6:** Authority to allot and issue shares.
- **Resolution 7:** Authority to allot and issue shares under the China Everbright Water Limited Scrip Dividend Scheme.
- **Resolution 8:** Renewal of the share buy-back mandate.
- **Resolution 9:** Renewal of the interested person transaction mandate.

**Thank You!**





(於百慕達注册成立之有限公司)  
(股份代號: U9E.SG, 1857.HK)

# 2019財年股東週年大會

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2020年6月10日

中國光大水務有限公司  
China Everbright Water Limited



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- 1 | 財務亮點
- 2 | 業務回顧
- 3 | 業務展望
- 4 | 問答環節
- 5 | 股東週年大會決議

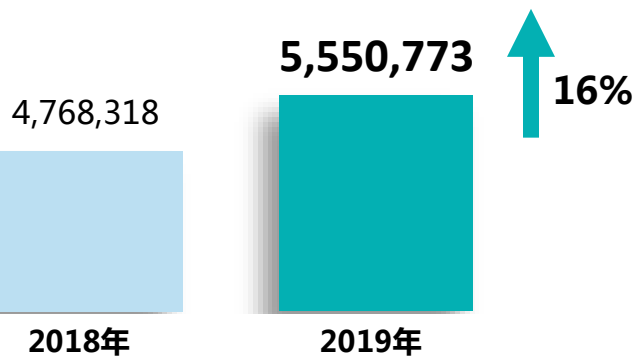
# 財務亮點



# 財務亮點- 經營指標穩中有升

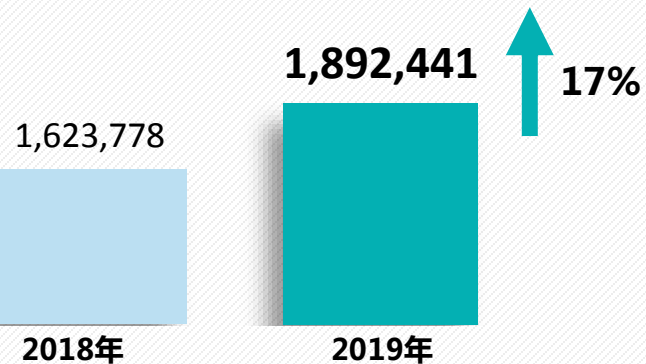
## 收入

港幣千元



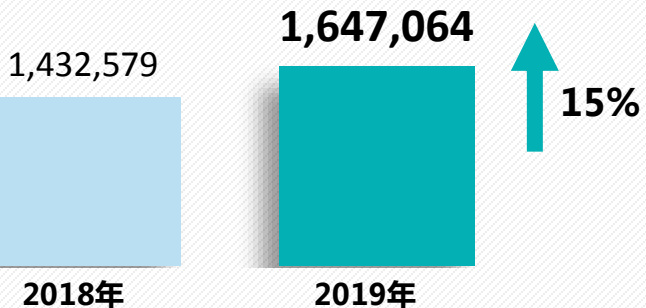
## 毛利

港幣千元



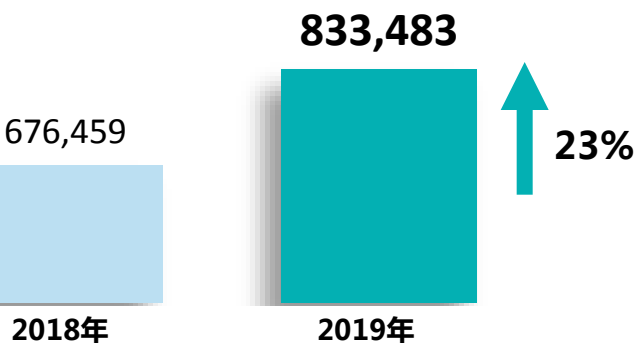
## 除利息、稅項、折舊及攤銷前盈利 (EBITDA)

港幣千元



## 本公司權益持有人應佔盈利

港幣千元



# 財務亮點

( 港幣千元 )	截至12月31日止年度		變動
	2019	2018	
收入	5,550,773	4,768,318	16%
毛利	1,892,441	1,623,778	17%
毛利率 ( % )	34	34	0ppt*
除利息、稅項、折舊及攤銷前盈利	1,647,064	1,432,579	15%
本公司權益持有人應佔盈利	833,483	676,459	23%
每股基本盈利 ( 港仙 )	30.07	25.58	18%
每股末期股息 ( 港仙 )	3.74	N/A	N/A
( 等值新加坡分 )	0.67	0.50	34%
每股全年股息 ( 港仙 )	7.48	N/A	N/A
( 等值新加坡分 )	1.32	0.99	33%

\*ppt : 百分點

( 港幣千元 )	截至 31/12/2019	截至 31/12/2018	截至 31/12/2017	截至 31/12/2016
總資產	22,683,031	19,584,389	18,047,919	14,081,232
總負債	13,134,279	10,920,692	9,506,114	6,889,530
本公司權益持有人權益	8,810,069	7,983,190	7,857,183	6,798,187
負債比率 ( % ) (總負債 / 總資產)	57.9	55.8	52.7	48.9
股東資金回報率 ( % )	9.9	8.5	7.0	5.0
派息比率 ( % )	25	23	15	15

- 本公司資產優質、融資渠道多元暢通、負債比例合理、財務狀況健康。
- 股東資金回報率逐年提升，體現本公司為股東創造長期投資回報。
- 派息比率穩步上升，本公司將始終貫徹「與股東分享企業經營成果」的理念。



(港幣千元)	截至 31/12/2019	截至 31/12/2018	變動
短期貸款	2,010,556	2,160,400	(7%)
長期貸款	7,069,140	5,440,376	30%
貸款合計 <sup>#</sup>	9,079,696	7,600,776	19%
流動比率 (%)	108	116	(8ppt*)
未使用銀行貸款額度	4,134,030	3,982,818	4%
銀行存款結餘與現金	2,074,803	1,728,573	20%
可動用現金及未使用銀行貸款額度 <sup>#</sup>	6,208,833	5,711,391	9%

- 截至2019年12月31日，本集團銀行存款結餘與現金充裕，未使用銀行貸款額度約港幣41.3億元，為本集團未來發展提供堅實的資金保障。
- 截至2019年12月31日，本集團貸款合計約港幣90.8億元，其中長期貸款佔比78%，流動比率良好。
- 2019年1月，本公司成功發行第三期人民幣計價公司債券，發行規模人民幣7億元，票面利率3.89%，認購倍數2.2倍。

<sup>#</sup>貸款合計=短期貸款+長期貸款

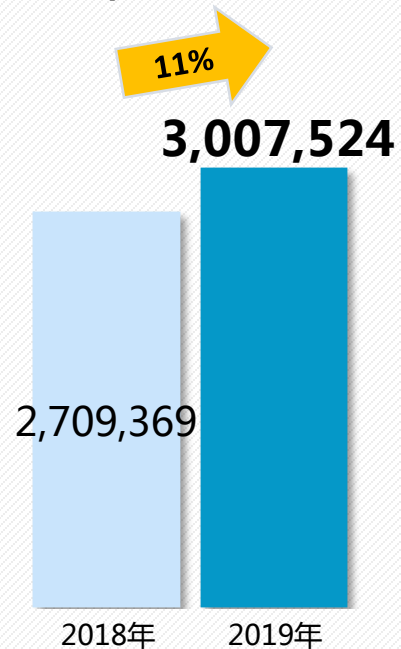
可動用現金及未使用銀行貸款額度=未使用銀行貸款額度+銀行存款結餘與現金

\*ppt：百分點

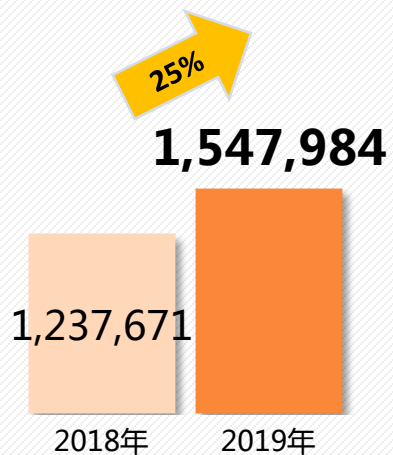


## 年度各類收入分析

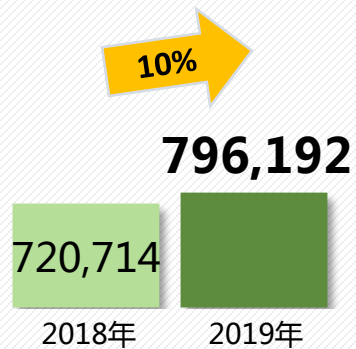
(港幣千元)



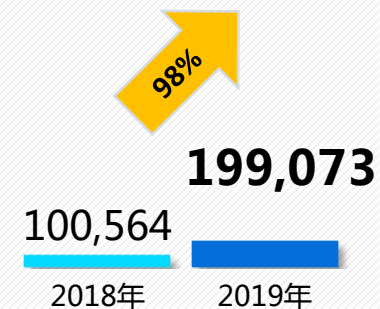
建造服務收入



運營服務收入



財務收入



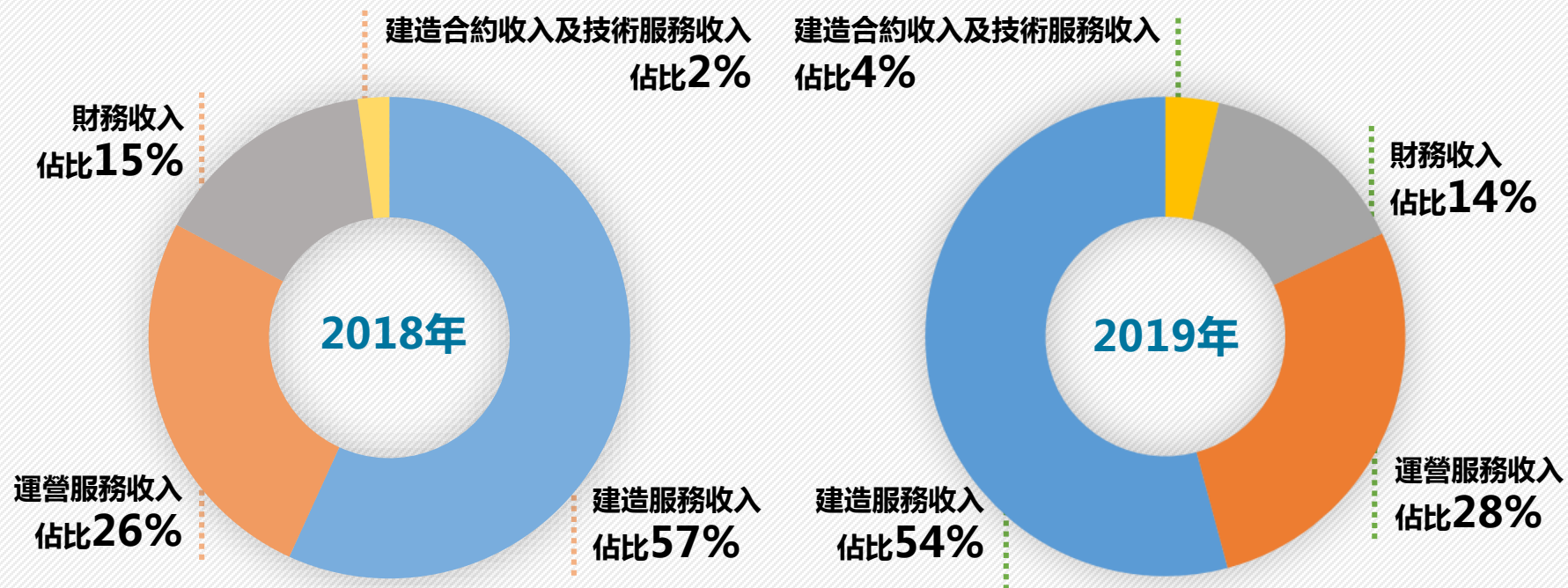
建造合約收入及  
技術服務收入

2019年總收入: 港幣5,550,773,000元 (上升 16%)

2018年總收入: 港幣4,768,318,000元



## 年度各類收入佔比



運營服務收入於總收入的佔比從2018年的26%增至2019年的28%。隨著大量籌建 / 在建項目陸續完工并投入運營，預計未來運營服務收入的金額將進一步提高。





# 業務回顧



# 業務回顧 – 2019年實現區域、領域、模式「三重」突破

- 共取得18個新項目並簽署1個現有項目的補充協議，總投資約人民幣47.43億元。
- 承接2個工程總包（「EPC」）項目及1個委託運營項目，涉及合同金額約人民幣1.46億元。
- 新增污水處理及中水回用總規模74萬立方米 / 日，新增供水規模60萬立方米 / 日。

## 新區域

浙江桐鄉西部飲用水源保護建設工程政府和社會資本合作（「PPP」）項目（「浙江桐鄉項目」）的取得標志著本公司業務足跡延伸至浙江省。

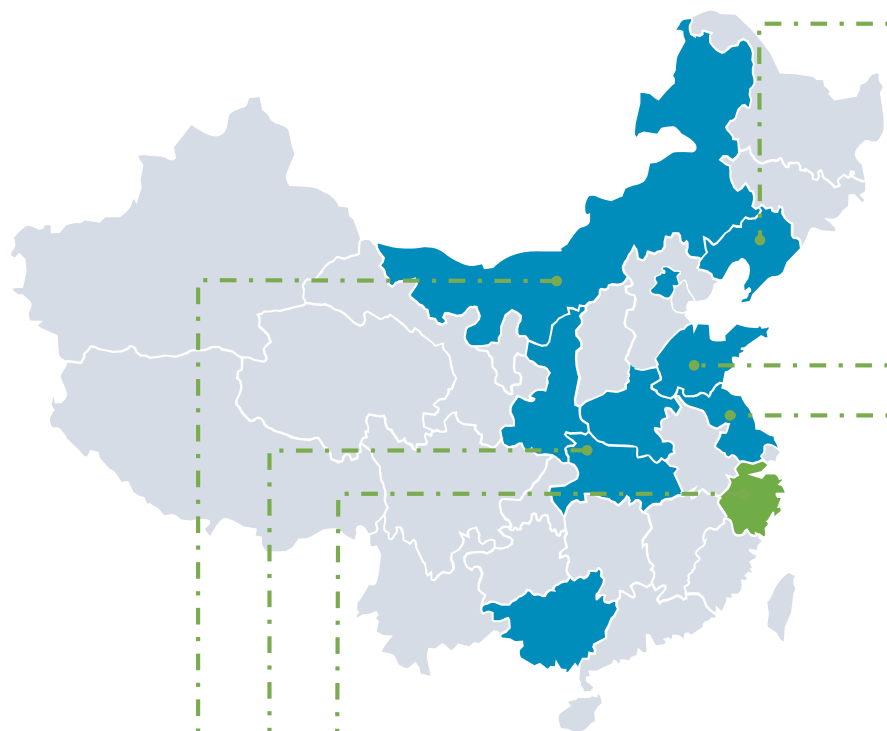
## 新領域

浙江桐鄉項目的取得亦填補了本公司於原水保護及供給領域的空白，進一步完善業務覆蓋。

## 新模式

山東淄博張店東部化工區工業廢水處理項目的取得開啓了本公司對化工園區污水處理市場化運營模式的探索。

# 業務回顧 – 2019年新項目一覽



## 遼寧省

1. 大連莊河市污水處理項目二期
2. 大連普蘭店中水回用項目

## 山東省

1. 濟南東站片區地下污水處理項目
  2. 淄博張店東部化工區工業廢水處理項目一期
  3. 淄博北郊污水處理廠擴建項目
  4. 莒縣城市污水處理項目
  5. 莒縣城北污水處理廠擴建項目一期
  6. 濟南唐冶新區污水處理PPP項目
  7. 德州陵城區污水管網PPP項目續建
- 濟南歷城污水處理項目（三廠）污泥減量化工程（補充協議）
  - 威海文登化工產業園污水處理廠及配套管網項目（EPC項目）

## 江蘇省

1. 南京浦口工業廢水處理項目二期
  2. 江陰臨港經濟開發區西利中心污水處理廠及配套管網泵站項目
  3. 海門污水處理項目及提標改造
  4. 鹽城市區第三防洪區水環境綜合治理PPP項目
  5. 淮安淮陰東城污水處理項目一期
  6. 江陰澄西污水處理廠中水回用項目
  7. 南京浦口工業廢水處理項目二期中水回用項目
- 鎮江征潤州污水處理廠委託運營項目（委託運營項目）

## 浙江省（新業務省份）

1. 桐鄉西部飲用水源保護建設工程PPP項目

## 湖北省

- 鐘祥雙河江北工業園污水處理項目（EPC項目）

## 內蒙古

1. 通遼開發區污水處理項目提標改造及擴建工程

注：地圖中標記為藍色及綠色的區域為  
本公司現有業務所在省、市及自治區

# 業務回顧 – 2019年業務規模穩步提升

## 業務遍及中國10個省、市及自治區

已落實項目遍佈北京、江蘇、浙江、山東、陝西、河南、湖北、廣西、遼寧、內蒙古等中國10個省、市、自治區的50個區、縣、市

累計項目投資金額  
約人民幣235億元

累計委託運營 /  
EPC項目合同金額  
約人民幣1.46億元



水處理總規模  
約620萬立方米 / 日

共投資並持有129個水務項目，  
另承接3個EPC / 委託運營項目

108個污水處理項目 (含污水管網項目)

8個中水回用項目

6個流域治理項目

3個供水項目

1個原水保護項目

1個滲濾液處理項目

2個污水源熱泵項目

2個EPC項目

1個委託運營項目

# 業務回顧 – 新港兩地上市

2019年5月8日，光大水務於香港聯合交易所有限公司主板掛牌上市，成功實現新加坡及香港兩地上市。新港兩地上市地位有助於本公司吸引不同投資者、擴大股東範圍、促進本公司業務發展。

- 根據全球發售合共發行103,970,000股普通股；
- 全球發售所得款項淨額（扣除上市相關費用及開銷後）約港幣2.4861億元。



全球發售所得款項淨額用途

(港幣千元)		金額分配	已使用金額
1	擴大本集團於中國水務行業的市場份額及豐富化本集團的項目組合及創造協同效應	211,321	211,321
2	透過創新研發計劃及收購先進技術以提高本集團核心技術	24,861	24,861
3	營運資金及其他一般公司用途	12,431	12,431
		<b>總計</b>	<b>248,613</b>

# 業務回顧 – 2019年工程建設穩步推進

## 18個項目 開工建設

- 11個污水處理項目、1個污水管網項目、1個滲濾液處理項目、2個中水回用項目、1個污泥處理處置項目及2個EPCI項目；
- 涉及總投資約人民幣30億元，EPCI項目合同金額約人民幣1.46億元；
- 涉及水處理總規模約43萬立方米 / 日（含EPCI項目）、污泥處理規模200噸 / 日。

## 18個項目 建成投運

- 10個污水處理項目、3個污水管網項目、1個滲濾液處理項目、1個中水回用項目、2個供水項目及1個污泥處理處置項目；
- 涉及總投資約人民幣27億元；
- 涉及水處理總規模約63萬立方米 / 日、污泥處理規模50噸 / 日。

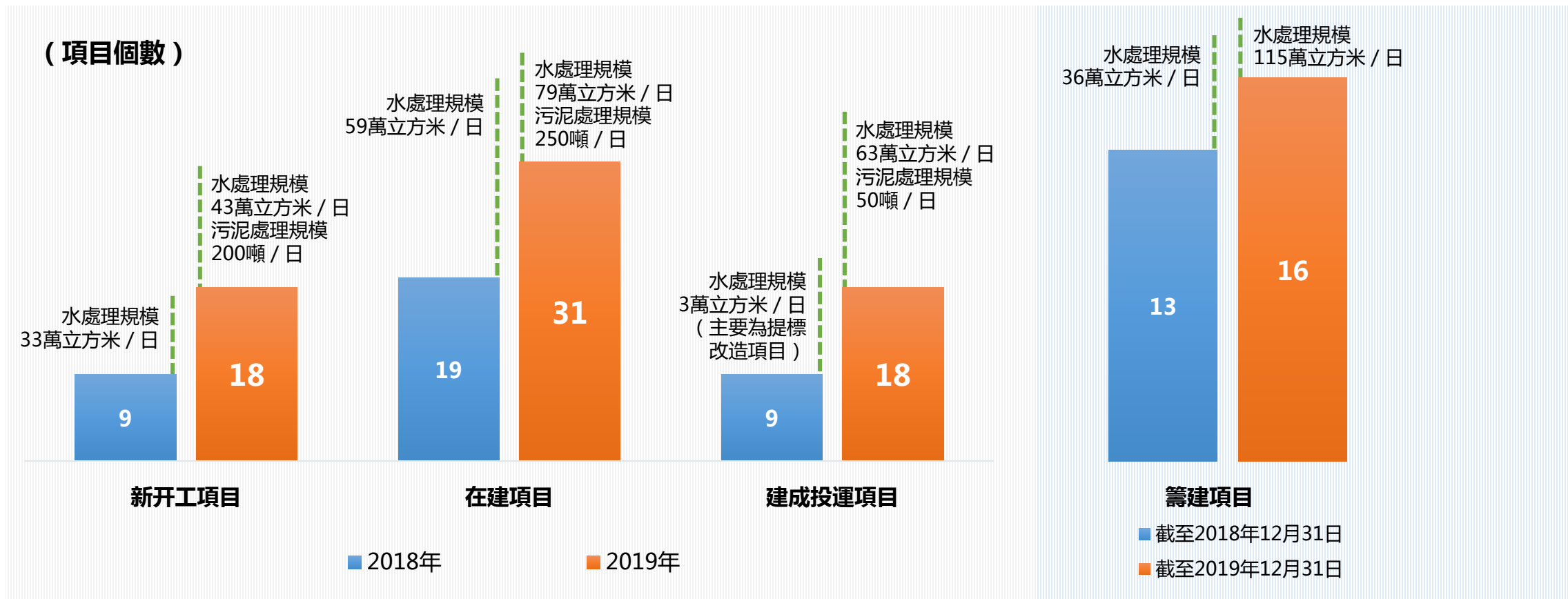
## 31個 在建項目

- 17個污水處理項目、3個污水管網項目、1個滲濾液處理項目、2個流域治理項目、2個中水回用項目、2個供水項目、2個污泥處理處置項目及2個EPCI項目；
- 涉及總投資約人民幣70億元，EPCI項目合同金額約人民幣1.46億元；
- 涉及水處理總規模約79萬立方米 / 日（含EPCI項目）、污泥處理總規模250噸 / 日。

## 16個 籌建項目 (截至2019年 12月31日)

- 9個污水處理項目、3個流域治理項目、2個中水回用項目、1個原水保護項目及1個供水項目；
- 涉及總投資約人民幣57億元；
- 涉及水處理總規模115萬立方米 / 日。

## 年度項目工程建設情況



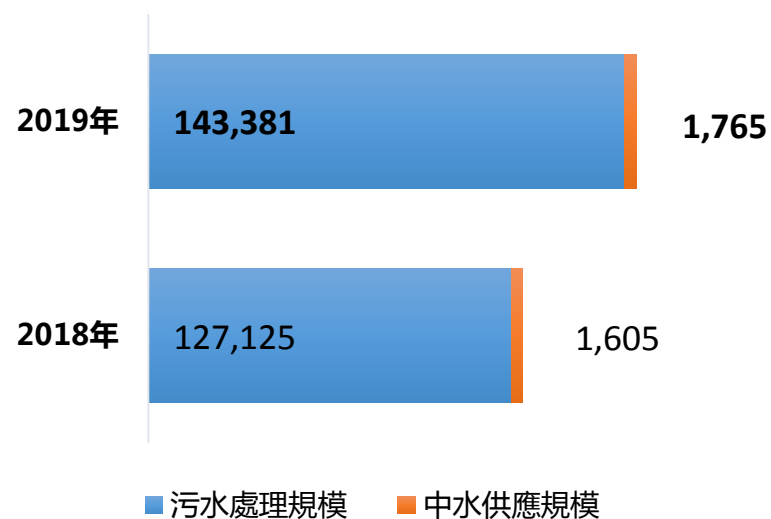
# 業務回顧 – 2019年運營管理穩健優質

2019年，旗下各項目共處理污水約14億立方米、供應中水約1,765萬立方米，較2018年分別增加13%和10%。

應收賬款回款率在2019年有所提升。

### 年度污水處理 / 中水供應規模

(萬立方米)



### 年度應收賬款回款率\*



$$*應收賬款回款率 = \frac{\text{年度收到水費現金總額}}{\text{年度國內累計水費收入}} \times 100\%$$



- 推動日常項目穩定達標、運行工藝優化調控，打造更加優化的環境管理長效機制。
- 持續完善和深化環境、安全、健康及社會責任（ESHS）管理體系以及風險管理體系，同時繼續推行「智慧水務」管理系統的應用。
- 2019年，獲得各類補貼資金約人民幣6,527萬元。
- 旗下10個污水處理廠獲批執行上調水價，幅度介於4%至61%。

## 水價上調幅度（百分比）

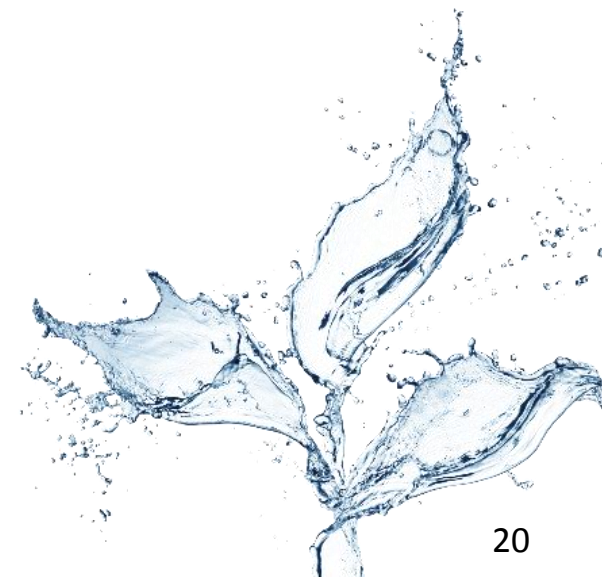


圍繞污水深度處理、水環境治理、污泥處理處置等領域進行技術研發和引進，打造市場亟需的技術和產品。

積極推動研發技術成果轉化和項目落地，其中多個自主工藝包應用於旗下項目，為項目的穩定運行、達標排放提供良好保障。

加強資質平台建設，促進國內外產學研合作。

2019年，獲得授權專利25項（含發明專利11項），發表技術論文27篇。



# 業務回顧 – 2020年以來新項目情況

2020年以來，公司累計取得6個污水處理項目，新增水處理規模20萬立方米/日，進一步鞏固於江蘇省、山東省及遼寧省的市場地位。

## 山東濱州開發區污水處理項目 二期擴建工程

- 涉及投資約人民幣1.17億元；
- 設計污水處理規模4萬立方米/日；
- 出水水質執行《城鎮污水處理廠污染物排放標準》（GB18918-2002）一級A排放標準（「國家一級A標準」）。

## 山東濟南章丘第四水質淨化廠 PPP項目

- 涉及投資約人民幣2.13億元；
- 設計污水處理規模5萬立方米/日，設計日供中水規模3萬立方米/日；
- 出水水質多數指標執行國家一級A標準，其餘指標優於國家一級A標準。

## 山東德州陵城區污水處理項目 （二廠）擴建工程

- 涉及投資約人民幣1.30億元；
- 設計污水處理規模3萬立方米/日；
- 出水水質多數指標執行國家一級A標準，其餘指標優於國家一級A標準。

## 江蘇蘇州吳中城南污水處理廠 尾水提標改造項目

- 涉及投資約人民幣1.09億元；
- 提標改造後，出水水質執行《太湖地區城鎮污水處理廠及重點工業行業主要水污染物排放限值》（DB32/1072-2018）及「蘇州特別排放限值」。

## 江蘇連雲港墟溝污水處理項目二期

- 設計污水處理規模4萬立方米/日；
- 出水水質執行國家一級A標準。

## 遼寧瀋陽大東區朱爾屯污水處理廠 改擴建項目

- 涉及投資約人民幣0.64億元；
- 改擴建工程後，設計污水處理規模1萬立方米/日（含5,000立方米/日委託運營規模）；
- 出水水質執行國家一級A標準。



# 業務展望



2020年春節前，新型冠狀病毒引發的肺炎（「新冠肺炎」）疫情在中國蔓延，面對疫情的嚴峻形勢，本集團：

- 已及時部署防控措施、採購防護物資，全力確保各地員工的健康安全；積極採取保障措施，確保各項目穩定運營、達標排放，阻斷病毒通過污水等廢棄物媒介二次傳播；
- 正多方協調、迅速行動，為建設工程項目積極進行復工申請，為運營項目及時儲備運營、防護等各類物資，根據各類員工崗位的性質和職責采用多元化工作方式，盡力緩解疫情給本集團帶來的不利影響；
- 將繼續密切關注疫情發展情況，保障員工安全和項目穩定運行，適時調整疫情防控、項目運營、業務開展的方案和措施，並及時披露任何相關重要事項；在疫情期間積極開展團隊培訓和能力建設活動，為疫情結束後的業務發展做充分準備。

- 環保企業已進入提供優質生態服務及產品，以滿足日益增長的人居環境需求的攻堅期；到了有條件、有能力解決生態環境突出問題的窗口期；步入資本熱潮退去、監管愈加嚴格等壓力疊加的轉型陣痛期。未來，環保企業預計將負重前行，在各類挑戰中摸索方向，搶抓機遇，破繭而出，爭取新一輪發展。
- 受經濟承壓、政策變化等因素影響，水務行業預計將迎來更加激烈的市場競爭。另一方面，園區工業廢水處理、污泥處理處置、廠網一體化、地方國企水務企業「混合制改革」等業務領域在未來仍有望作為新的發展趨勢繼續釋放行業增長空間。



大型金融控股集團中國光大集團股份有限公司旗下水務業務平台  
中國領先生態環保企業中國光大國際有限公司旗下子公司  
新加坡及香港兩地上市企業

資本推動整合，創新引領發展

打造具有自身特色優勢的  
綜合性水務公司

## 雙輪驅動

### 投資

- 多元、暢通、便捷的投融資渠道
- 健康的財務指標和較低的融資成本
- 良好的政企合作關係
- 高效、專業的市場拓展團隊

### 運營

- 核心團隊人員均擁有超過十年運營管理經驗
- 完善的運營管理體系，一線隊伍人員佔本公司總員工人數的90%以上
- 項目質量良好，運營安全穩定

## 雙全佈局

### 全產業鏈

- 繼續完善規劃、設計、投資、運營、建設、工程、管理、技術等方面的「全產業鏈」戰略布局

### 全業務覆蓋

- 繼續強化原水保護、供水、污水處理、中水回用、流域治理等涉水領域的「全業務覆蓋」



# 問答環節





# 股東週年大會決議



- **第1項決議**：審覽及考慮董事會聲明以及截至二零一九年十二月三十一日止的財政年度經審計的本公司財務報表及其審計師報告。
- **第2項決議**：根據本公司董事會建議，宣佈派發截至二零一九年十二月三十一日止財政年度的每股普通股3.74港仙（等值0.67新加坡分）的一級稅項豁免末期股息。
- **第3項決議**：批准支付截至二零一九年十二月三十一日止財政年度的董事袍金340,000新加坡元整。（二零一八年：323,556新加坡元整）。
- **第4項決議**：重選以下根據本公司章程第86（1）條規定即將退任的董事，彼等均符合資格，接受重選為本公司董事者將競選連任：
  - **第4a項決議**：王天義先生；和
  - **第4b項決議**：安雪松先生。

- **第5項決議**：續聘Ernst & Young LLP為本公司審計師，任期直至下屆股東週年大會結束為止，並授權董事會厘定其薪酬。
- **第6項決議**：分配和發行股份之權力。
- **第7項決議**：在中國光大水務有限公司以股代息計劃項下分配和發行股份的權力。
- **第8項決議**：更新股份回購授權。
- **第9項決議**：續期關聯人士交易的授權。

謝謝！



**CHINA EVERBRIGHT WATER LIMITED**  
中国光大水务有限公司  
(the “Company” or “Everbright Water”)  
(“本公司”或“光大水务”)  
(Incorporated in Bermuda)  
(注册地：百慕大群岛)

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**QUESTIONS AND ANSWERS SESSION OF THE ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 10 JUNE 2020 AT 115B COMMONWEALTH DRIVE, #02-00 SINGAPORE 149597 AT 9.30 A.M.**

二零二零年六月十日（星期三）上午九时三十分于115B COMMONWEALTH DRIVE, #02-00 SINGAPORE 149597召开的股东周年大会的问答环节

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**Part A – Questions submitted during the pre-registration stage before the AGM**

**A 部分 - 本次股东周年大会召开前的预先注册阶段提交的问题**

The questions submitted by the Shareholders during the pre-registration stage before the AGM have been categorised into three groups:

股东在本次股东周年大会召开前的预先注册阶段提交的问题被分为三组：

- Group 1: questions relating to financial statements.  
第一组：关于财务报表的问题。
- Group 2: questions relating to share price and dividend.  
第二组：关于股价和股息的问题。
- Group 3: questions relating to macro-environment and prospects.  
第三组：关于宏观环境和未来展望的问题。

**Group 1: questions relating to financial statements**

**第一组：关于财务报表的问题**

1. Page 231 of the annual report of the Company for FY2019 (“FY2019 Annual Report”) provides that “contract assets as at 31 December 2019 and 2018 totalling HK\$15,533,645,000 and HK\$13,151,983,000, respectively, bear interest at rates ranging from 4.90% to 7.83% and 4.90% to 7.83%, respectively, per annum.” Are these interest sums of cash that go in or out of the Group (as defined below)?

本公司二零一九财年的年度报告（“二零一九年度报告”）第 231 页记载，“于二零一九年及二零一八年十二月三十一日，合约资产分别为 15,533,645,000 港元及 13,151,983,000 港元，分别按年利率介乎 4.90%至 7.83%及 4.90%至 7.83%计息。”请问这些利率是否被计入本集团（定义见下文）进出的现金当中？

Mr. Luo Junling (“Mr. Luo”), the Executive Director and Chief Financial Officer of the Company, replied as below:

本公司执行董事兼首席财务官罗俊岭先生（“罗先生”）回复如下：

The services provided by the Company and its subsidiaries (collectively, the “Group”) for concession projects comprise construction services and operation services. In other words, the Group provides services to construct waste water treatment plants and services to operate waste water treatment plants concurrently. As such, the Group recognises the construction revenue arising from the construction of waste water treatment plants and the operation

revenue arising from the operation of waste water treatment plants. Both construction revenue and operation revenue are collected during the entire operation period. The construction takes place during the construction period, but the construction revenue is collected during the operation period. As such, the capital expenditure of the construction services shall bear interests. Such interests flow into the Group upon the collection of waste water treatment service fees and as a result, the said interests are recorded in the cash inflow and outflow of the Group.

本公司及其附属公司（统称“本集团”）就特许经营项目所提供的服务包括建造服务及运营服务。换言之，本集团既提供建造污水处理厂的服务也提供运营污水处理厂的服务。与此对应，本集团的收入包括建造污水处理厂的建造收入和运营污水处理厂的运营收入，建造收入和运营收入都是在整个运营期内回收。建造服务发生在建设期，而建造收入回收却在整个运营期，因此建造服务的资本开支需计息。这些利息是随着污水处理服务费的收取流入到本集团，因此已被计入本集团进出的现金中。

**2. How much is the gross margin of revenue from construction and how to decide it?  
建造收入的毛利率是多少，如何确定建造收入毛利率？**

Mr. Luo replied as below:  
罗先生回复如下：

The gross profit margin of revenue for the Group's construction services was between 21% to 24%. The said margin is based on a cost-plus concept, which is evaluated by an independent valuer and agreed by the Company's auditor. The independent valuer looks for comparable projects based on factors such as capacity, region, waste water discharge standard to determine the cost-plus ratio for each project.

本集团的建造毛利率介于21%至24%的水平。毛利率是成本加成的概念，是经独立评估师评估所得，并获本公司审计师认可。独立评估师主要基于规模、区域、出水水质等因素寻找行业中的可比项目，并最终确定每个项目的成本加成率。

**3. The Group's net operating cash flow was negative for FY2019 (primarily due to net increase in contract assets). Could the Board share the details of contract assets in the cash flow statement? When does the Board foresee the operating cash flow turns positive?**

本集团在二零一九财年的经营现金流净额是负数（主要由于合同资产的净增加），董事会可否分享更多有关现金流量表中合约资产的细节？董事会预计何时经营现金流将会转正？

Mr. Luo replied as below:  
罗先生回复如下：

The Group's net cash flow from operating activities was negative in FY2019 primarily due to the net increase in the contract assets. The increase in contract assets was due to the cash outflow for the project construction expenditure (i.e. capital expenditure) generated from those concession projects invested and constructed by the Group with a guaranteed return (i.e. projects with a guaranteed water volume). According to IFRIC 12 under the International Financial Reporting Standards, such cash outflow is recognised as cash flow from operating activities, instead of cash flow from investing activities. As such, following the expansion of the Group's business scale and the gradual increase in the number of concession projects invested and constructed by the Group, the Group's net cash flow from operating activities was negative.

本集团二零一九财年经营活动所产生的现金流净额为负数的主要原因在于合约资产的净增加。合约资产增加是因本集团投资建设有保证收益的特许经营项目（即有保底水

量的项目)而产生的工程建设支出现金流(即资本性开支)。根据国际财务报告准则国际财务报告财务诠释委员会诠释第12号规定(“**IFRIC 12**”),这部分现金流被归集为经营活动现金流,而不是投资活动现金流。因此,随着本集团业务规模的不断扩大,投资建设的特许经营项目逐渐增多,导致经营活动所产生的现金流净额为负数。

Based on the calculations done by the Company’s management (the “**Management**”), the Group’s net cash flow from operating activities (“**Adjusted Cash Flow From Operating Activities**”) in each year would have been positive if the cash outflow for capital expenditure of the concession projects was recognised as cash flow from investing activities, pursuant to the requirements of the normal general accounting standards. In FY2019, the net Adjusted Cash Flow From Operating Activities was approximately HKD1 billion.

根据本公司管理层(“**管理层**”)的测算,若基于一般会计准则要求,将建设特许经营项目的资本性开支现金流调整为投资活动现金流,则本公司每年经营活动产生的现金流(“**调整后经营活动现金流**”)净额均为正数。在二零一九财年中,据此调整后经营现金流净额大约为10亿港元。

In view thereof, the negative net cash flow from the operating activities of the Group as stated in the cash flow statement was due to the adoption of the relevant accounting standards. However, the Adjusted Cash Flow From Operating Activities of the Group was positive and recorded steady growth every year. Following the gradual completion of construction and commencement of operation for various projects which are under construction, the operating cash inflow of the Group is expected to increase further, ensuring a sustainable development of the Group.

如上所述,现金流量表中所载的本集团经营活动净现金流为负数主要由于采用会计准则所致,但是本集团调整后经营活动现金流净额为正数,且每年保持稳定增长。随着在建项目陆续完工投运,会给本集团带来更多的经营活动现金流入,将保证本集团的可持续发展。

Based on IFRIC 12, if the Group’s cash flow from operating activities stated in the cash flow statement turns positive, it would indicate that the Group’s development growth rate shall reduce to zero, which will affect the Group’s long-term profitability. As such, the Board and the Management are seeking a balance between scale growth and stable cash flow to maximise the Shareholders’ returns.

根据IFRIC 12的规定,若要使本集团的经营活动现金流转正,则意味着本集团的业务发展增速要降为零,而这将影响到本集团的长期收益。因此,董事会和管理层会在本集团的规模增长及现金流稳定之间寻求平衡,以实现股东价值的最大化。

**4. The Group’s cash flow for FY2019 was positive largely due to new bank loans (cash flow from financing activities). Is this a sustainable model for the Group?**

本集团在二零一九财年的现金流为正数,但主要原因在于新增银行贷款(即融资活动的现金流)。这是本集团的可持续发展模式吗?

Mr. Luo replied as below:  
罗俊岭先生回复如下:

As mentioned above, the Group’s net Adjusted Cash Flow From the Operating Activities was positive. Most of the financings obtained by the Group were used for the construction of the concession projects. The negative operating cash flow of the Group recorded pursuant to IFRIC 12 was due to the build-operate-transfer (“**BOT**”) and transfer-operate-transfer (“**TOT**”) models adopted in most of the concession projects secured by the Group. These two models are commonly used by the concession projects in the environmental water market of China. Regardless of which model to be adopted (either BOT or TOT), most projects of the



Group have the following characteristics:

如上所述，本集团的调整后经营活动现金流净额为正数。本集团大部分融资所得款项用于特许经营项目的建造。本集团根据IFRIC 12要求记录的经营活动现金流为负数的主要原因在于本集团获得的特许经营项目大多采用建设-运营-移交（“BOT”）或转让-运营-移交（“TOT”）模式，这两种模式也是中国环保水务市场上特许经营项目采用的主要模式。无论该等项目采用BOT或TOT模式，本集团大部分项目具有以下特点：

- (i) The initial stage of a concession project is the construction period (which is usually one to two years). During this stage, the Group needs to make a large amount of payment for the project construction (for a BOT project) or acquisition (for a TOT project).  
特许经营项目的初期为项目建造阶段（通常为一至两年）。在此阶段，本集团需要支付大量的建设工程款项（对BOT项目而言）或项目收购款项（对TOT项目而言）。
- (ii) After the completion of construction and commencement of operation, the project will enter the operation stage (which is usually 20 to 30 years). During this stage, the Group collects service fees (primarily the waste water treatment service fees) periodically from its customer (i.e. the local government).  
项目建成投运后进入运营阶段（通常为20至30年）。在此阶段，本集团向客户（即地方政府）收取服务费用（主要为污水处理服务费）。
- (iii) Through collection of payment from the customer, the Group recovers the project construction cost (for a BOT project) or acquisition cost (for a TOT project), as well as recovers the project operating cost and earns reasonable profit.  
通过向客户收费，本集团收回项目建造成本（对BOT项目而言）或收购成本（对TOT项目而言），并同时收回项目的运营成本及赚取合理利润。
- (iv) Due to such business models, cash outflows are recorded during the initial construction period of the projects while cash inflows are only recorded during the operation stage. Therefore, there is a mismatch of cash inflow and cash outflow during various stages of the projects.  
由于该等商业模式，各项目初始建造阶段主要为现金流出，直到建成投运后才开始产生现金流入，因此在项目所处的不同阶段存在现金流出和流入不匹配的情况。

In the past few years, the Group's financial statements showed negative operating cash flow, which was mainly due to the Company's expansion of business. The central government and various levels of local governments in China have, in recent years, rolled out a series of new measures and favorable policies on ecological conservation and environmental protection management, which have been continuously bringing new vibes to the development of environmental protection industry. The Group has seized the opportunities and actively expanded its business. It secured various BOT and TOT projects in the past few years. As such, this marked the Group's long-term business development after it completed the reverse takeover on 12 December 2014 (the “Reverse Takeover”), as evidenced by the following:  
过去几年本集团在财务报表中记录的运营活动现金流为负数，这主要由于本集团处于业务扩张阶段。中国中央及各级地方政府在过去几年对生态文明建设和环境保护提出了一系列新举措及有利政策，为环保行业的发展不断注入新活力。本集团紧抓机遇、积极拓展业务，在过去几年取得众多BOT及TOT项目，使得本集团自二零一四年十二月十二日完成反向收购（“反向收购”）以来在业务上获得了长足发展，主要体现在

以下方面：

*[\* The treatment capacity and the relevant financial figures refer to that of China Everbright Water Investments Limited (which was the environmental water business segment of China Everbright International Limited (“Everbright International”)) before the Reverse Takeover. The years below shall refer to the relevant calendar years.]*

*[\* 该处理规模和相关财务数据系指在反向收购以前的中国光大水务投资有限公司（其当时为中国光大国际有限公司（“光大国际”）之环保水务板块）的相关数据。下述相关年度均指相关日历年度。]*

- (i) The designed treatment capacity of the projects increased from 1,800,000 m<sup>3</sup>/day\* (prior to the Reverse Takeover) to 6,200,000 m<sup>3</sup>/day (as at end of 2019), representing an increase of 2.44 times and a compound annual growth rate of approximately 28%.  
项目设计处理规模从反向收购前的180万立方米/日\*增加至二零一九年末的620万立方米/日，增长2.44倍，年复合增长率约为28%。
- (ii) The revenue of the Group increased from HKD1.051 billion\* in 2014 to HKD5.551 billion in 2019, representing an increase of 4.28 times and a compound annual growth rate of approximately 39%.  
本集团收入从二零一四年的10.51亿港元\*提高至二零一九年的55.51亿港元，增长4.28倍，年复合增长率约为39%。
- (iii) The profit attributable to the equity holders of the Company increased from HKD293 million\* in 2014 to HKD833 million in 2019, representing an increase of 1.85 times and a compound annual growth rate of 23%.  
本公司股东应占盈利从二零一四年的2.93亿港元\*提高至二零一九年的8.33亿港元，增长1.85倍，年复合增长率约为23%。
- (iv) The total assets of the Group increased from HKD10.112 billion\* as at end of 2014 to HKD22.683 billion as at end of 2019, representing an increase of 1.24 times and a compound annual growth rate of approximately 18%.  
本集团的总资产从二零一四年末的101.12亿港元\*增加至二零一九年末的226.83亿港元，增长1.24倍，年复合增长率约为18%。
- (v) The net assets of the Group increased from HKD6.551 billion\* as at end of 2014 to HKD9.549 billion as at end of 2019, representing an increase of 46% and a compound annual growth rate of approximately 8%.  
本集团的净资产从二零一四年末的65.51亿港元\*提高至二零一九年末的95.49亿港元，增长46%，年复合增长率约为8%。

As mentioned above, the Group’s net Adjusted Cash Flow From Operating Activities in the past few years were all positive, with a steady growth every year. Following the gradual completion of construction and commencement of operation for various projects which are under construction, the operating cash inflows are expected to increase further, ensuring a sustainable development of the Group.

如上所述，本集团的调整后经营活动现金流净额过去几年均为正数，且每年保持稳定增长。随着本集团在建项目陆续完工投运，会带来更多的经营现金流入，将保证本集团的可持续发展。

The Company expected that ecological conservation would remain the direction of the national development of China. The environmental water industry during the “14th Five-Year” period still has enormous growing space. Currently, the Group’s gearing ratio is still lower than the industry average and it will continue pursuing stable growth. In order to

balance stable business growth and healthy financial position, the Group has set a mid-term goal for its gearing ratio of not exceeding 65% (the gearing ratio of the Group was 57.9% as at the end of 2019).

本公司预计生态文明建设将仍是中国的国家发展方针，环保水务行业在“十四五”期间仍将有较大的增长空间。本集团目前的负债水平低于行业平均水平，本集团会继续追求平稳发展。为了平衡业务增长和财务健康状况，本集团定下中期负债率目标为不超过65%（二零一九年底为57.9%）。

**5. Please consider providing quarterly business updates to replace the cessation of quarterly reporting so that Shareholders can get timely updates instead of waiting for half-year and full-year results.**

由于本公司已停发季度业绩，请考虑提供季度业务更新。这样股东可以及时了解业务更新而不需要等到中期或全年业绩公告时。

Mr. Luo replied as below:  
罗先生回复如下：

Following the amendments to the listing rules by the SGX-ST which no longer require publication of quarterly financial results (except for certain specified circumstances), to ensure the consistency of information disclosure practices in Singapore and Hong Kong markets and reduce the compliance costs, the Company decided to release its financial results on a half-yearly basis. The Company will also make timely disclosure by way of announcements or press releases whenever there is a material development of the Group's business to maintain effective communication with its vast Shareholders.

在新交所修改上市规则不再要求发布季度业绩公告（除特定情形外）后，为使本公司在新加坡和香港两地资本市场的信息披露实践保持一致并降低合规成本，本公司决定每半年发布业绩公告。为确保本公司与广大股东的有效沟通，当本集团业务有任何重大进展时也将及时以新闻稿或公告形式披露。

**Group 2: questions relating to share price and dividend**

**第二组：关于股价和股息的问题**

**6. The current share price of the Company is quite “distressed” - it shows little sign of recovery although the indices have recovered more than half of the loss from the pre-COVID-19 level. In the opinion of the Board, what are the causes of the slow recovery of the Company's share price? What is the fair market value that the Company's shares should be traded at?**

目前本公司的股价非常“受压”——尽管各类指数相比疫情爆发前已经恢复了一半，但本公司股价几乎无恢复迹象。请问董事会认为本公司股价恢复缓慢的原因是什么？本公司股票的公允市场价值是多少？

Mr. An Xuesong (“Mr. An”), the Executive Director and Chief Executive Officer of the Company, replied as below:

本公司的执行董事兼总裁安雪松先生（“安先生”）回复如下：

The share price of the Company continued slumping, despite of its steady business development and good financial performance in the past few years. The Management also noted that the share prices of the peer companies in the industry are not ideal either. This could be due to the concerns which the investors had over the general performance of the capital market and the industry.

本公司这几年业务发展稳健、业绩增长可观，但是股价持续低迷。管理层留意到同行业公司的股价也不理想。本公司股价下跌的主要原因可能是资本市场和本行业的总体

表现让投资者有所担忧。

The Management will continue focusing on business development of the Group. Hopefully the share price of the Company would increase with the improvement of the Company's business and financial performance. In addition, the Company will also continue paying out dividends to create long-term sustainable returns for the Shareholders.

董事会和管理层将继续聚焦于本集团的业务发展，希望本公司股价随着业务发展和业绩表现提升而有所改善。另外，本公司也会坚持派发股息，为股东创造长期可持续的价值。

**7. Despite relatively good performance of the Company in the past year, the share price of the Company continues to drop over the past few years to a rather dismal level in recent days. Why the Company did not kick start the share buyback at such a low level? Does the Company have any plans for share buyback?**

虽然本公司去年取得较好业绩，但股价于过去数年仍持续下跌，近日更跌至相当低的水平。在现时股价如此低的情况下，本公司为何仍未开始股份回购？本公司是否计划股份回购？

Mr. An replied as below:

安先生回复如下：

Share buyback is a good mechanism for the Company and the Shareholders when the share price of the Company is low. The Company bought back a total of 8,283,400 shares in 2016. However, the Company's current public float is as low as 27.05% (the controlling shareholder Everbright International holds around 72.87% of the Company's shares and the directors of the Company hold around 0.08%). The HK Listing Rules require a listed company to maintain a public float of not less than 25%. As such and in view of the liquidity, there is very limited room for the Company to implement share buybacks.

对于本公司及股东而言，在股价低迷时进行股份回购是个很好的操作。本公司曾于二零一六年间回购股份8,283,400股。然而，目前本公司的流通股比例仅为27.05%（控股股东光大国际持股约72.87%，本公司董事持股约0.08%）。由于香港上市规则要求上市公司至少维持25%的流通股比例，同时考虑到股份流动性，本公司目前进行股份回购的空间有限。

In order to increase the Shareholders' returns, the Company has been declaring dividends after the Reverse Takeover.

为增加股东的回报，本公司在反向收购完成后一直坚持派发股息。

**8. For FY2019 final dividend, is scrip dividend an option or the Shareholders have both the choices of cash dividend and scrip dividend? Given the current low valuation of the Company's share price, the Shareholders hope that the Company does not offer the scrip dividend option as this is highly dilutive for the Shareholders' holdings.**

对于二零一九财年的末期股息而言，股票股息是否为选项之一，或是股东们同时拥有选择现金股息和股票股息的权利？考虑到本公司现有股价很低，股东们希望本公司不要提供股票股息的选项，因为以股代息会对股东现有持股比例造成稀释。

Mr. An replied as below:

安先生回复如下：

Regardless whether it is a cash dividend or scrip dividend, dividend distributions are the rewards given by the Company to the Shareholders. In the past, the Company allowed the Shareholders to elect to receive cash dividend or scrip dividend. In relation to the FY2019

final dividend, considering that most of the minority Shareholders preferred cash dividends and the prevailing share price of the Company is low, the Board is of the view that distribution of cash dividends (without the scrip dividend choice) is more beneficial to the Company and the Shareholders as a whole. As such, the FY2019 final dividend would be distributed in cash form only.

无论是否提供以股代息的选项，派发股息都是本公司给予股东的回馈。本公司在过往派发股息时均会给予股东选择权，由其决定接收现金股息或股票股息。对于二零一九财年的末期股息，考虑到过往大多数小股东偏好现金股息以及本公司现行股价低迷，董事会认为派发现金股息（而不再提供以股代息的选项）更符合本公司和全体股东的利益。因此，二零一九财年末期股息将仅以现金形式发放。

In addition, as the Company achieved its dual listing status in Singapore and Hong Kong in May 2019, the implementation of scrip dividend scheme became more complex involving various announcements and election documents. Therefore, it increased the relevant management costs and extended the dividend distribution timeline. Meanwhile, the Company has a low public float, and thus, distribution of cash dividends would be more beneficial to the liquidity of the Company's shares.

另外，本公司在二零一九年五月实现了新加坡和香港两地上市，这使得股代息计划的实施相对复杂，涉及各类披露公告和选择文件，一定程度上增加了管理成本且使派息时间表更长。同时，由于本公司的流通股比例相对较低，派发现金股息对于本公司股份的流动性而言更具有优势。

In view thereof, the Company is more inclined to distribute cash dividends recently. Having said that, the Company decided to keep the existing scrip dividend scheme, as the cost to set up a new scheme would be higher after terminating the existing one. As for whether the Company will apply the scrip dividend scheme in the future, it will depend on various factors, such as: the Company's then shareholding structure and prevailing share price. Moving forward, the Board will decide whether the scrip dividend scheme applies to a particular dividend distribution based on the interest of the Company and the Shareholders as a whole.

鉴于上述原因，本公司在近期将倾向于派发现金股息。尽管如此，本公司决定保留现有的以股代息计划，这主要是考虑到计划失效后重新设立的成本更高，而未来本公司是否需要适用这一计划将取决于届时本公司的股权结构、股价等综合因素。董事会届时将从本公司和全体股东的利益出发，确定特定股息是否适用以股代息计划。

### **Group 3: questions relating to macro-environment and prospects**

#### **第三组：关于宏观环境和未来展望的问题**

- 9. The Shareholders understand that most of the Group's projects are for governments, thus, the Shareholders are concerned on the Group's bargaining power with local governments and the Group's profit margin. Could the Board explain and/or assure the Shareholders that it is not an issue?**

股东们理解本集团的大多数项目是为政府进行，因此，股东对本集团在与地方政府谈判时的议价能力以及本集团的利润率感到担忧。董事可否提供解释并向股东确保这对本集团而言不是问题？

Mr. An replied as below:

安先生回复如下：

The Group's majority revenue was the waste water treatment services fees received from various local governments in relation to provision of the municipal and industrial waste water treatment services.

本集团的大部分收入来源于提供市政污水和工业废水处理服务而从各地方政府收取的

污水处理服务费。

The bargaining power of the Company mainly depends on its overall strengths and business performance. Better solutions and services will enhance the Company's bargaining power. The bargaining power can be mainly demonstrated in two areas, namely the determination of the internal rate of returns ("IRR") of projects during the negotiation stage and the adjustment of waste water treatment service fees during the operation stage.

本公司的议价能力主要取决于其综合优势和业务表现。更好的方案和更优的服务能够提升本公司的议价能力。议价能力主要体现在两方面：项目谈判阶段项目内部收益率（“IRR”）的确定以及项目运营阶段污水处理服务费的调整。

With the growth in the Company's teams and business, the Company's bargaining power with the governments has improved - IRR of the greenfield projects gradually increased from 8% to 10% while the upgrading and expansion projects of the existing water plants have even higher IRR.

凭借近年来的团队成长和业务发展，本公司与政府的议价能力有所提升：绿地项目的 IRR 从 8% 逐渐提高到 10%，而现有水厂提标或扩建项目的 IRR 更高。

In relation to the adjustment of waste water treatment service fees, the concession agreements, which the Group entered into with the relevant local governments, stipulate the mechanisms to adjust waste water treatment service fees based on factors such as increase in labor costs, increase in pharmaceutical costs and change of energy costs. Once the fee adjustment mechanism is triggered, the Group will carry out tariff hike adjustment procedures with the relevant government. In FY2019, the Group had a total of 10 waste water treatment projects which received approval for tariff hikes, ranging from 4% to 61%.

关于污水处理服务费的调整，本集团在与各级政府签署的特许经营协议中均约定了水价调整机制，调整因素包括人工成本上升、药剂成本增加、能耗变动等。一旦触发水价调整机制，本集团将与各级政府开展水费调价工作。二零一九财年，本集团旗下十个污水处理项目获批执行上调水价，幅度介于 4% 至 61%。

**10. How have the Company's operations been affected by the novel coronavirus epidemic ("COVID-19") and the U.S.-China trade war and what steps are taken by the Company to mitigate such impacts?**

新型冠状病毒疫情（“新冠疫情”）及中美贸易战对本公司的影响如何？本公司采取了哪些措施来缓解相关影响？

Mr. An replied as below:

安先生回复如下：

U.S.-China trade war does not have any impact on the Group.

中美贸易战对本集团无任何影响。

Since the COVID-19 outbreak in January 2020, the Group's business has been affected to certain extent, mainly in terms of project constructions and operations.

自二零二零年一月新冠疫情爆发以来，本集团的经营受到一定影响，主要体现在工程建设和项目运营两方面。

In relation to project constructions, due to the various policies implemented by the local governments in February 2020 regarding postponement of work resumption and temporary travel restrictions, certain construction projects of the Group were unable to commence construction or resume works as originally scheduled after the lunar new year. Therefore, there was a slight delay for the construction projects in short term. However, following the

effective containment of the epidemic in China, various areas in China have gradually resumed work. As at mid-April 2020, all the Group's construction projects resumed constructions. The Group has adjusted the construction plan for each construction project with an aim to minimise the delay caused by the epidemic at the beginning of the year.

工程建设方面，由于中国各地政府于二零二零年二月陆续出台延期复工返工及短期交通管制等相关政策，本集团部分建设工程项目无法于春节后如期开工或复工，工程进度在短期内有所推迟。随着新冠疫情在中国得到有效控制，中国各地陆续复工。于二零二零年四月中旬，本集团旗下工程建设项目已全部复工。本集团已重新调整各建设工程项目的施工计划，力求将工程进度在年初所受的疫情影响降到最低。

In relation to project operations, some industrial waste water treatment projects of the Group experienced a reduction in water treatment volume during the epidemic period. This was due to postponement of operation of the upstream enterprises which the Company provided services to. However, it has now returned to normal. For the municipal waste water treatment projects, the water volume was not affected. In relation to the collection of service fees, due to the epidemic, the payments by certain local governments were slightly delayed as compared with the previous years. However, the project companies are actively communicating with the local governments to ensure the collection of receivables.

运营方面，本集团的个别工业废水处理项目因所服务的上游企业推迟运营而导致水处理量在疫情期间有所减少，目前均已恢复正常；市政污水处理项目的水量基本未受到疫情影响。关于污水处理费的回款，个别地方政府与过往年度相比存在一定的延迟支付情况，项目公司管理层均积极与地方政府沟通协调，确保应收账款的回款。

In summary, COVID-19 has certain impact on the project constructions and operations of the Group. However, the overall impact is controllable, as the Group has actively taken various precautions measures to reduce the impact of epidemic.

综上所述，新冠疫情对本集团的工程建设及运营管理产生了一定程度的不利影响，但本集团已积极采取各项措施，因此疫情对本集团的影响总体可控。

**11. Does the lower interest rate environment now offer better financing options for the Company? As mentioned in the FY2019 Annual Report, many of the Group's bank borrowings are subject to the fulfilment of covenants relating to the Group's certain financial ratios. Can the Company disclose the conditions drawn out for these financial ratios?**

目前的低息环境是否为本公司提供了更好的融资选项？如二零一九年度报告中提及，本集团的银行贷款很多都要求本集团满足一定的财务比率，本公司是否可以披露这些财务比率的相关要求？

Mr. Luo replied as below:

罗先生回复如下：

The current interest rate was obviously lower than that in 2019, being it in the capital market in mainland China or the offshore United State dollars or Hong Kong dollars. This has brought a good opportunity to the Company in terms of financing management. It is noted that the Company's overall financing costs have reduced since April 2020 and expected that the benefits of the lower financing rates to the Group would become apparent in the second half of 2020.

无论是中国境内资本市场还是境外美元或港元市场，目前的利率水平相较二零一九年均有明显下降趋势，这的确为本集团的融资管理提供了较好机会。从二零二零年四月以来，本集团的综合融资成本明显下降，预计资金成本下降对本集团的利好影响在二零二零年下半年集中表现出来。

Currently, the London Inter-bank Offered Rate (“**LIBOR**”) and the Hong Kong Inter-bank Offered Rate (“**HIBOR**”) dropped significantly. However, the projects of the Group are all located in mainland China, and the Group’s businesses are settled in RMB. Hence, the Management would consider the foreign exchange risks when taking loans denominated in foreign currencies. As at end of 2019, the foreign-currency loans of the Group were mainly denominated in United States dollars and Hong Kong dollars and such borrowings compose approximately 41% of the total borrowings of the Group. The Company would closely monitor the changes in the foreign exchanges and would adjust the proportion of foreign currency-denominated borrowings or adopt hedging measures when appropriate.

目前伦敦同业拆借利率 (“**LIBOR**”) 及香港同业拆借利率 (“**HIBOR**”) 利率相比之前大幅下降。但本集团的主要业务处于中国境内，业务主要采用人民币结算，因此管理层在进行外币融资时会考虑外币汇兑风险。截至二零一九年末，本集团的外币贷款主要为美元贷款及港元贷款，在本集团全部贷款中合计占比约为 41%。本公司会密切关注汇率变化，将适时调整外币贷款占比或采取外汇对冲措施。

Apart from bank loans, the Group is also exploring other financing channels, such as: medium-term notes (“**MTNs**”), RMB-denominated corporate bonds (“**Corporate Bonds**”) and asset-backed securities (“**ABS**”).

除了银行贷款，本集团也积极探索其它融资方案，比如：中期票据、人民币计价公司债券 (“**公司债券**”) 、资产支持证券等。

The Management has been closely monitoring the changes in the capital market, and is prepared to seize the opportunity to issue the Corporate Bonds or MTNs during the good window period. For example, the Company issued the third tranche of Corporate Bonds with a coupon rate of 3.89% in January 2019.

管理层一直高度关注资本市场的变化并做好充分准备，并在良好的利率窗口期发行公司债券或者中期票据，例如：本公司在二零一九年一月发行了第三期公司债券，票面利率为 3.89%。

In 2020, the Company’s financing management objectives are to control financing costs, adjust financing structure, ensure sufficient capital liquidity and lay a solid foundation for the Company’s long-term development.

二零二零年，本公司的融资管理目标是控制融资成本、调整融资结构，保证充足的流动性，为本公司长远发展奠定坚实基础。

The financial covenants in the loan agreements of the Group mainly include the following financial ratios or figures: gearing ratio, net gearing ratio, current ratio, EBITDA\*-to-interest expenses coverage ratio, equity attributable to the shareholders of the Company and net tangible assets.

本集团银行贷款协议中涉及的财务制约条款主要包括以下财务比率或数据：资产负债率、净负债比率、流动比率、EBITDA\*利息保障倍数、股东应占权益总额、有形净资产总额等。

The Management has been closely monitoring each financial ratio or figure of the Group to ensure the compliance with the relevant financial covenants. Currently, the Group’s gearing ratio is reasonable, its financial position is healthy, and it is not in breach of any loan agreement.

管理层一直持续监控本集团的各项财务比率或数据，确保符合财务制约条款的要求。本集团目前的负债比例合理，财务状况健康，不存在贷款协议的违约情形。

[\*EBITDA refers to earnings before interest, taxes, depreciation and amortisation.]

[\*EBITDA 指除利息、税项、折旧及摊销前盈利。]



**12. It was noted that one of the Company's industry peers listed on SGX-ST has been privatized. Does the Board foresee any privatization bid for the Company?**

本公司在新交所上市的其中一个同行者已经私有化。董事会是否预计本公司将收到任何私有化要约？

Mr. An replied as below:

安先生回复如下：

The Company currently does not have any privatisation plan.

本公司目前没有私有化计划。

The Company issued Corporate Bonds in three tranches from 2017, completed the listing on the Main Board of SEHK in May 2019, and recently received approvals from regulators in mainland China on the applications to issue MTN and ABS. The Company has been exploring various financing options and expanding its financial channels to lay a solid foundation for its long-term development. The Board believes that diverse financing channels would reduce the Company's financing costs, enhance the Shareholders' returns and increase the Company's financing flexibility, to explore on the optimal capital structure between equity financings and debt financings.

本公司从二零一七年起分三期发行了公司债券，二零一九年五月完成于联交所主板上市，最近中国境内监管机构批准了关于 MTN 及 ABS 的发行申请。本公司一直不断探索各种融资方式，扩大融资渠道，为本公司长远发展奠定坚实的基础。董事会相信多元融资渠道能够降低本公司融资成本并增加股东回报，亦能增加本公司融资的灵活性，在股权融资及债务融资之间寻求最优化的资本结构。

In addition to the considerations of financing costs and capital structure, listing on the SGX-ST and SEHK also helps the Company's business promotion and business development. Through these two stock exchanges, the Company discloses information on corporate governance, sustainable development, operations and financial performance in a public and transparent manner to its various stakeholder groups (such as: governments, suppliers, communities, employees, creditors, Shareholders and the other business partners). As an environmental protection enterprise, it not only demonstrates the Company's social responsibility commitments but also enhances various stakeholders' confidence over the Company's sustainable development.

除了融资成本及资本结构的考虑，于新交所及联交所上市具有协助业务推广及拓展的意义。本公司透过两个交易所向不同的持份者（如政府、供应商、社区、员工、债权人、股东及其他合作方等）将企业治理、可持续发展、运营及财务表现公开透明地发布。作为一家环保企业，这既体现了本公司的社会责任担当，也增强了各持份者对本公司可持续发展的信心。

Furthermore, through publication of various information, the Company's business and management are overseen by various stakeholders. This will also help the Company continuously improve its corporate governance and business management.

另外，通过公开发布公司的各项信息，本公司的业务及管理受到各持份者的监督，这亦推动本公司的企业管治及业务管理不断进步。

**13. Which are the main competitors of the Company? What is the current market share of China's water treatment industry that the Company holds? Moving forward, how does the Company plan on expanding its market share and gaining edges over the other players in the industry? What are the drivers of the Company's growth over the next 3 years?**

本公司主要的竞争者有哪些？本公司目前在中国污水处理行业的市场占有率是多少？本公司将来打算如何增加市场占有率并在众多同行业竞争者中脱颖而出？本公司未来三年的增长驱动力是什么？

Mr. An replied as below:  
安先生回复如下：

The main competitors of the Company comprised central state-owned enterprises, local state-owned enterprises and private-owned enterprises in China, as well as a small number of foreign-owned enterprises. The Company has been promoting collaboration and co-operation with its competitors to maintain fair competitions with peer companies. The water market of China (both the waste water treatment and the water supply business) are highly fragmented. The Company's business is primarily in the municipal waste water treatment market. The Company's market share was around 1.9% to 2% in the municipal waste water industry in China as at end of 2018. However, the Board was of the view that market share was not necessarily related to a company's performance. A company's performance was mainly determined by the IRR of projects – the higher the IRR is, the more returns are generated for the Company and the Shareholders.

本公司的主要竞争对手包括中国的中央国企、地方国企、私营企业以及少量外资水务公司。本公司一直提倡“竞合有度”，和同业公司保持竞争有序、合作有度的关系。中国的水务市场（无论是污水处理市场还是供水市场）都是高度分散的。目前公司业务主要集中于市政污水处理业务。截至二零一八年末，本公司在中国市政污水处理市场的占有率为 1.9% 至 2%。但是，董事会认为市场占有率和公司表现并无必然关系，公司表现主要是取决于项目的内部收益率，即：较高的项目收益率可为本公司及股东带来较好的回报。

In the future, leveraging on its position in the traditional municipal waste water treatment market, the Company will proactively expand its business in other areas, such as: raw water protection, rural water supply, industrial waste water treatment, sludge treatment and disposal and river-basin ecological restoration etc.

在立足传统市政污水处理市场的基础上，本公司未来将积极在原水保护、城市供水、工业废水处理、污泥处理处置以及流域治理等领域加大市场拓展力度。

The key drivers of the Company's growth over the next three years are as follows:  
本公司未来三年的增长驱动力主要如下：

- (i) “Technological Innovation-Driven Development”. In the recent years, the Company has boosted its efforts in improving the technological research and development (“R&D”) capabilities. The Company has a technical team of nearly 100 staff, focusing on the development of the new water technology and asset-light business such as design and technology process. In addition, the Group has focused on improving the existing operating projects in terms of digitalisation, information and automation, to increase the efficiency of the operations management and reduce the consumption of energy, pharmaceutical items and manpower and thereby to increase the returns on the asset-heavy business. In short, the Company aims to increase the returns on the asset-heavy business through the development of asset-light business.

“以技术创新引领公司发展”。近年来本公司打造并充实技术研发力量，已具

有近百人的技术团队，致力于水行业的技术创新，大力发展设计、工艺包输出等轻资产业务；同时对现有运营项目进行智能化、信息化、无人化方向的升级，提高运营管理效率，降低能耗药耗人耗，从而提高重资产的回报率。总体而言，本集团将通过轻资产业务的大力发展带动重资产业务的收益提升。

- (ii) The Company has achieved a “full-fledged business coverage” and formed a “full industry chain” on water business. Currently, almost 90% of the Group’s business focused on municipal waste water industry. Having said that, the Company has in recent years achieved breakthrough in other areas, such as: raw water protection, water supply, industrial waste water treatment, sludge treatment and disposal. The Company will proactively develop its business in these areas.

本公司已实现水务行业“全业务领域覆盖”和“全产业链服务”的布局。本集团目前几乎 90% 的业务集中于市政污水处理，近年来在原水保护、供水业务、工业废水处理、污泥处理处置等业务领域也有所突破。本公司将会继续积极发展这些业务领域。

- (iii) Creating synergy with controlling shareholders. The Company’s controlling shareholder Everbright International is a leading company in the environmental protection industry of China and the Company’s ultimate controller China Everbright Group Ltd. is a large-scale financial holding company in China. They both have rich market and financial resources. The Company will leverage on their existing resources and advantages, where appropriate, to form good market synergies and develop the business of the Group.

与控股股东发挥协同效应。本公司的控股股东光大国际为中国环保行业的领军企业，本公司的实际控制人中国光大集团股份公司是中国大型金融控股公司，这两者拥有丰富的市场和金融资源。本公司将适当借助其现有资源及优势，形成良好的市场协同效应，以此发展本集团业务。

**14. This is the final year of the “13th Five-Year Plan”. Beyond 2020, will there be new government policies/guidelines for the industry?**

今年是“十三五计划”的收官之年。在二零二零年之后，是否还会有关于本行业新的政府政策或指引出台？

Mr. An replied as below:  
安先生回复如下：

2020 is the final year of the “13th Five-Year Plan”. The targets in respect of the ecological and environmental protection area as set out in the “13th Five-Year Plan” will be achieved as per the schedule.

二零二零年是“十三五规划”的收官之年，该规划中所确定的生态环保领域的约束性指标将会如期完成。

The Chinese government has been emphasizing on the environmental protection and ecological conservation and stressed the importance of winning the battle for pollution control and prevention in the central economic working conference and other important national conferences. The Company noted that the Ministry of Ecology and Environment of China has initiated in 2020 the “14th Five-Year Plan on the River-Basin Ecological and Environmental Protection”.

中国政府一直强调环境保护及生态文明建设，在中央经济工作会议等国家重要会议上也不断强调要打好污染防治攻坚战，推动生态环境质量持续改善。本公司留意到中国生态环境部于二零二零年已启动《重点流域水生态环境保护“十四五”规划》。

Therefore, the Company was of the view that the policies and guidelines in relation to environmental protection and ecological conservation will continue being rolled out.  
因此，本公司认为关于环境保护及生态文明的政策或指引还将不断出台。

**Part B – questions submitted via the online chat box during the AGM**  
**B 部分 – 在股东周年大会期间通过在线聊天窗口提交的问题**

**1. The long-term borrowings have gone up. Could the Company share with the Shareholders the justification of higher long-term borrowings (e.g. for research and development or project financing, etc)?**

本公司长期贷款在二零一九年增加，可以解释增加的原因吗（例如用于研发或者项目融资等）？

Mr. Luo replied as below:  
罗先生回复如下：

The Group's long-term borrowings increased from HKD5,440,376,000 as at end of 2018 to HKD7,069,140,000 as at end of 2019; and the proportion of the balance of long-term borrowings against the balance of the total borrowings of the Group increased from 72% as at end of 2018 to 78% as at end of 2019.

本集团的长期贷款从二零一八年末的 5,440,276,000 港元增加至二零一九年末的 7,069,140,000 港元；本集团的长期贷款余额占总贷款余额的比例从二零一八年末的 72% 增加至二零一九年末的 78%。

These were mainly due to the followings:  
主要原因如下：

- (i) the number of new projects increased in FY2019, and majority of the long-term borrowings were used to finance the construction of projects;  
二零一九财年的新项目数量有所增加，大部分的长期贷款用于项目工程建设；
- (ii) in order to better manage and control the financing costs, the Group replaced some short-term borrowings with long-term ones to adjust its capital structure.  
为了更有效地管理及控制融资成本，本集团以长期贷款置换了部分短期贷款，以此调整了资本结构。

**2. It is heartening to share that the Company is taking great care of the employees post COVID-19. Is the Company experiencing any material impact due to COVID-19? For example, does the project cost go up due to supply constraints? Does this squeeze the profit margins of the awarded projects?**

本公司在新冠疫情期间对员工给予关怀，这令人感到欣慰。新冠疫情对本公司有哪些重大影响？例如，由于供应链问题导致的项目成本上升等？这是否会影响本公司的利润率？

Mr. An replied as below:  
安先生回复如下：

As explained earlier, the COVID-19 has certain impact on the Group, particularly on the project construction. During the early stage of COVID-19 epidemic, there were slight delays to the constructions of certain projects in the short term as the workers were unable to return to work due to the travel restrictions imposed by the various local governments. However, all the Group's construction projects resumed constructions by mid-April 2020. As such, the overall

impact of COVID-19 on the Group was controllable.

如早前所述，新冠疫情对本集团有一定程度的不利影响，主要体现在工程建设方面。在新冠疫情爆发早期，中国各地政府为防控疫情纷纷推出了延迟复工、交通管制等措施，导致部分劳务人员无法于春节后及时返回工地复工，使得本集团部分项目的建设进度在短期内有所推迟。但是，本集团的所有工程建设项目已于 2020 年 4 月中旬全部恢复正常。因此，新冠疫情对本集团的影响总体可控。

In relation to the supply chain, costs of some raw materials increased for short term due to the travel restrictions imposed by the local governments, but all have returned to normal. In addition, the prices of certain other raw materials have dropped during the epidemic period, e.g., steel. As such, fluctuation of part of the supply chain did not have any major impact on the Group's overall long-term profit.

至于供应链，各地政府推出的交通管制措施导致一些原料的成本在短期内上升，但现在均已恢复正常。另外，也有一些原材料的价格在疫情时期有所下跌，比如：钢铁。综合而言，供应链的部分波动对本公司整体的长期盈利没有任何重大影响。

### 3. What are the Company's biggest short- or mid-term threats?

本公司短期及中期的最大威胁有哪些？

Mr. An replied as below:

安先生回复如下：

The Company's short-term threats include the situation of COVID-19. It may affect the progress of the Group's construction projects should there be a second COVID-19 wave in China.

本公司的短期威胁包括新冠疫情。如果中国发生新一波新冠疫情扩散，将影响本集团的工程建设。

The Company's long-term threats were as follows:

本公司的长期威胁如下：

- (i) Human resources: Talents are the key resources for corporate development. As such, the Company places a lot emphasis on the human resource management to retain and attract its talents, such as improvement of working environment, provision of competitive remuneration packages.

人力资源：人才是企业发展的关键资源。因此，本公司非常注重人力资源管理（如改善工作环境、提供有竞争力的薪酬配套等）以吸引和保留人才。

- (ii) Technology: The technological R&D and the application of technological research are paramount in determining the performance of the water enterprises. Therefore, the Company emphasized on the importance of technological R&D and boosted its efforts on technological R&D. The Group will strive to achieve breakthrough in technological R&D and outperform its peer companies.

技术：技术研发和技术成果应用对水务企业的表现十分关键。因此，本公司非常注重技术研发，也增加了技术研发方面的投入力度，将力争实现技术研发的突破并超越同行。

- (iii) Cost control: As the service fees in the water industry are strictly regulated by the government, cost management is important in increasing the profitability. As such, the Company has implemented various procedures and policies to control and manage its costs. The Company has also reduced operation management costs because of the technological breakthroughs.

成本控制：水务行业的服务费由政府管控，成本管理对盈利提升非常重要。因此，本公司已实施各类流程和制度来管控成本。本公司也通过技术突破降低了运营管理的成本。

**4. What is the reason that the Company cancelled the proposed issuance of first tranche of the MTNs? Is there any other cheaper option of debt issuances/ borrowings or the Company does not require the funding at this moment?**

本公司取消了中期票据第一期的建议发行，具体的原因是什么？本公司是预期有更加便宜的融资方式，还是因为不需要资金？

Mr. Luo replied as below:  
罗先生回复如下：

The Company originally proposed to issue the first tranche of MTNs (“**First Tranche MTNs**”) in June 2020 with a principal amount of RMB1.2 billion and a maturity period of 5 years. The Company undertook the book-building process on 8 and 9 June 2020 accordingly. However, the bond market in China recently experienced fluctuations and the investors were in the wait-and-see mood. Thus, the interest rate for the First Tranche MTNs based on the book-building process was not very favourable. In view thereof, the Company decided to cancel the proposed issuance of the First Tranche MTNs.

本公司原计划于二零二零年六月发行本金为人民币 1,200,000,000 元、期限为五年的第一期中期票据，本公司据此在二零二零年六月八日至九日期间进行了簿记建档。但是，由于中国债券市场近期的波动较大、投资者持有观望情绪，通过簿记建档取得的该建议发行第一期中期票据的利率不具有优势。因此，本公司决定取消发行该建议第一期中期票据。

As the Group has sufficient capital, the cancellation of the proposed issuance of the First Tranche MTNs does not have any significant impact on the Group. The Company will continue monitoring the market and look for a better window period for the said issuance.

本集团目前拥有充足资金，取消发行该建议第一期中期票据对本集团无任何重大影响。本公司会继续监控市场情况，将选择适当的窗口期发行中期票据。

--End of the Questions and Answers Session--

--问答环节完毕--