



CHINA SHANSHUI CEMENT GROUP LIMITED 中國山水水泥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 691

2019 Annual Report



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(I) Definitions

In this annual report, unless the context otherwise requires, the following words and expressions have the following meanings:

“Company” or “China Shanshui” or “Shanshui Cement”	China Shanshui Cement Group Limited
“Group” or “China Shanshui Group”	the Company and its subsidiaries
“Financial Statements”	the consolidated financial statements of the Group
“Reporting Period”	the period from 1 January 2019 to 31 December 2019
“Board”	the Board of Directors of the Company
“Director(s)”	the Director(s) of the Company
“China Shanshui (HK)”	China Shanshui Cement Group (Hong Kong) Company Limited
“Pioneer Cement”	China Pioneer Cement (Hong Kong) Company Limited
“Continental Cement”	Continental Cement Corporation
“American Shanshui”	American Shanshui Development Inc.
“Shandong Shanshui”	Shandong Shanshui Cement Group Company Limited
“ACC”	Asia Cement Corporation
“CNBM”	China National Building Material Company Limited
“CSI”	China Shanshui Investment Company Limited
“Tianrui Group”	Tianrui Group Company Limited
“Shandong Region”	business covered by Eastern Shandong Operating Region, Western Shandong Operating Region and Southern Shandong Operating Region
“Eastern Shandong Operating Region”	business located at the Eastern Shandong Province, including Weifang, Qingdao, Yantai and Weihai, etc
“Western Shandong Operating Region”	business located at the Central and Western Shandong Province, including Zibo, Jinan and Hebei Province and Tianjin, etc
“Southern Shandong Operating Region”	business located at the Southern Shandong Province, including Zaozhuang, Jining, Heze and Henan Province, etc

(I) Definitions (Continued)

“Northeast China Operating Region”	business located at Liaoning Province, the Eastern Inner Mongolia and Jilin Province, etc
“Shanxi Operating Region”	business located at Shanxi Province and Shaanxi Province, etc
“Xinjiang Operating Region”	business located at Kashi, Xinjiang
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Cap. 571) (as amended, supplemented or otherwise modified from time to time)
“Shares”	the ordinary shares in the share capital of the Company with a nominal value of US\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted on 30 May 2019
“YOY”	year on year comparison
“clinker”	a semi-finished product in the cement production process
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“RMB”	Renminbi, the lawful currency of the PRC, which is the currency unit used in this report, unless otherwise specified
“PRC”	The People’s Republic of China

(II) Corporate Information

1. BOARD OF DIRECTORS AND BOARD COMMITTEES

Executive Directors

Mr. CHANG Zhangli (*Chairman*)

Ms. WU Ling-ling

Independent Non-Executive Directors

Mr. CHANG Ming-cheng

Mr. LI Jianwei

Mr. HSU You-yuan

Audit Committee

Mr. CHANG Ming-cheng (*Chairman*)

Mr. LI Jianwei

Mr. HSU You-yuan

Remuneration Committee

Mr. LI Jianwei (*Chairman*)

Mr. CHANG Ming-cheng

Mr. HSU You-yuan

Executive Committee

Mr. CHANG Zhangli (*Chairman*)

Ms. WU Ling-ling

Nomination Committee

Mr. CHANG Zhangli (*Chairman*)

Ms. WU Ling-ling

Mr. CHANG Ming-cheng

Mr. LI Jianwei

Mr. HSU You-yuan

(II) Corporate Information (Continued)

2. BASIC CORPORATE INFORMATION

- | | | | |
|------|--|---|---|
| (1) | Official Chinese name of the Company | : | 中國山水水泥集團有限公司 |
| | Official English name of the Company | : | China Shanshui Cement Group Limited |
| | Abbreviation in English | : | CSC |
| (2) | Registered Office | : | Second Floor, Century Yard, Cricket Square,
P.O. Box 902, Grand Cayman, KY1-1103,
Cayman Islands |
| (3) | Principal Place of Business in China | : | Shanshui Industrial Park, Gushan Town,
Changqing District, Jinan, Shandong, PRC |
| | Principal Place of Business in Hong Kong | : | Level 54, Hopewell Centre, 183 Queen's Road
East, Hong Kong |
| (4) | Website | : | www.sdsunnsygroup.com |
| (5) | Authorised Representatives | : | CHANG Zhangli and WU Ling-ling |
| (6) | Company Secretary | : | LEE Mei Yi |
| (7) | Listing Date | : | 4 July 2008 |
| (8) | Exchange on which the Company's
shares are listed | : | The Stock Exchange |
| (9) | Stock code | : | 00691 |
| (10) | Stock Short Name | : | Shanshui Cement |
| (11) | Hong Kong Share Registrar and
Transfer Office | : | Computershare Hong Kong Investor
Services Limited
Shops 1712–1716, 17/F, Hopewell Centre,
183 Queen's Road East, Wan Chai, Hong Kong |
| (12) | Legal Adviser as to Hong Kong law | : | Freshfields Bruckhaus Deringer |
| (13) | Auditor | : | Moore Stephens CPA Limited |

(III) Financial and Business Data Summary

1. CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Unit: RMB'000)

	For the 12 months ended 31 December				
	2019	2018	2017	2016	2015
Revenue	21,478,831	17,872,818	14,773,644	11,284,193	11,166,212
Gross profit	7,271,722	5,923,471	4,412,403	2,476,001	1,228,285
Gross profit margin	33.9%	33.1%	29.9%	21.9%	11.0%
Profit/(loss) from operations	4,692,516	3,779,350	1,980,514	238,161	(4,869,076)
Profit/(loss) margin from operations	21.8%	21.1%	13.4%	2.1%	(43.6%)
EBITDA	6,281,973	5,238,698	3,447,725	1,683,883	(3,430,464)
EBITDA margin	29.2%	29.3%	23.4%	14.9%	(30.7%)
Net profit/(loss)	3,028,382	2,168,847	546,470	(978,861)	(6,693,655)
Attributable to:					
Equity shareholders of the Company	2,973,104	2,196,657	600,817	(738,281)	(6,387,259)
Minority interests	55,278	(27,810)	(54,347)	(240,580)	(306,396)
Basic earnings/(loss) per share (RMB)	0.68	0.62	0.18	(0.22)	(1.89)
Diluted earnings/(loss) per share (RMB)	0.68	0.58	0.18	(0.22)	(1.89)

2. CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Unit: RMB'000)

	As at 31 December				
	2019	2018	2017	2016	2015
Non-current assets	20,610,663	20,214,657	20,753,158	21,652,679	23,109,951
Current assets	6,217,142	5,858,056	4,336,801	4,267,477	3,903,749
Total assets	26,827,805	26,072,713	25,089,959	25,920,156	27,013,700
Total liabilities	14,227,366	16,486,377	21,072,428	22,663,917	22,520,535
Equity attributable to equity shareholders of the Company	12,497,200	9,522,248	3,915,327	3,098,688	4,030,252
Non-controlling interests	103,239	64,088	102,204	157,551	462,913
Non-current liabilities	3,045,630	3,258,193	1,327,726	521,533	772,186
Current liabilities	11,181,736	13,228,184	19,744,702	22,142,384	21,748,349
Total equity and liabilities	26,827,805	26,072,713	25,089,959	25,920,156	27,013,700
Net gearing ratio	27.6%	42.6%	76.4%	81.9%	77.6%

(III) Financial and Business Data Summary (Continued)

3. CONSOLIDATED STATEMENT OF CASH FLOWS

(Unit: RMB'000)

	For the 12 months ended 31 December				
	2019	2018	2017	2016	2015
Net cash generated from/(used in) operating activities	4,166,604	2,180,478	1,865,912	978,342	(342,913)
Net cash used in investing activities	(1,566,799)	(849,094)	(577,489)	(418,809)	(1,591,087)
Net cash used in financing activities	(2,554,185)	(348,529)	(1,253,495)	(509,959)	1,002,770
Net increase/(decrease) in cash and cash equivalents	45,620	982,855	34,928	49,574	(931,230)

4. KEY BUSINESS DATA

	2019	2018	2017	2016	2015
Sales volume of cement ('000 tonnes)	47,546	39,186	41,131	43,959	45,821
Sales volume of clinker ('000 tonnes)	8,205	9,953	9,232	10,544	8,421
Sales volume of concrete ('000 m ³)	3,204	2,882	3,420	2,680	2,370
Unit selling price of cement (RMB/tonne)	363.6	337.2	276.3	199.0	198.8
Unit selling price of clinker (RMB/tonne)	278.0	270.9	239.8	164.6	154.3
Unit selling price of concrete (RMB/m ³)	497.8	459.1	349.8	252.8	267.6

(IV) Corporate Profile

(1) COMPANY BACKGROUND

The Company was incorporated in the Cayman Islands as an exempted company on 26 April 2006. The Company completed the restructuring on 6 September 2007 and became the ultimate holding company of the Group and being listed on the Main Board of the Stock Exchange (Stock Code: 00691) on 4 July 2008. The Company holds 100% equity interest in China Shanshui (HK) and does not operate any business since the date of registration.

China Shanshui (HK) is a limited company incorporated in Hong Kong and holds 100% equity interest in Pioneer Cement; Pioneer Cement is a limited company incorporated in Hong Kong and holds 100% equity interest in Shandong Shanshui, it is the sole shareholder of Shandong Shanshui.

Shandong Shanshui is a wholly foreign-owned limited company established by Pioneer Cement in 2005 through the acquisition of shares in Jinan, Shandong Province in accordance with the laws and regulations of the PRC.

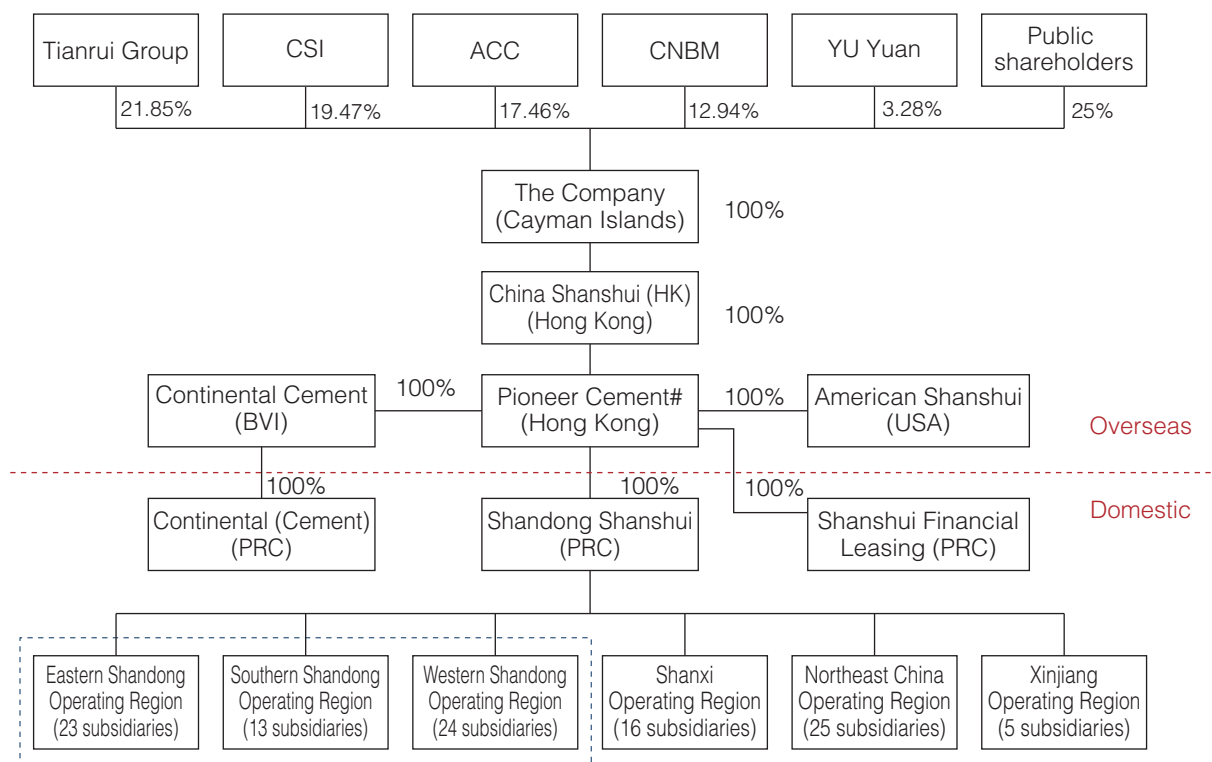
Shandong Shanshui is one of the 12 national large-scale cement enterprises with national key support. At present, Shandong Shanshui has 108 subsidiaries spreading across more than ten provinces including Shandong, Liaoning, Shanxi, Inner Mongolia and Xinjiang.

Shandong Shanshui is based in Shandong, it has already established its base for clinker production in Jinan, Zibo, Weifang and Yantai, with supporting cement grinding enterprises spreading across more than ten locations within the province, with its production scale ranking at No. 6 in China within its industry.

All cement production and most of the concrete production subsidiaries of the Group in the PRC have acquired the Certification of ISO9001, ISO14001 and OHSAS18001. “Shanshui Dong Yue” is rated as Shandong Famous Brand, and National Certified Quality Credit AAA Gold Medal. It is widely used in national key projects, railways, highways, airports, real estates and other infrastructure construction.

(IV) Corporate Profile (Continued)

(2) SHAREHOLDING STRUCTURE OF THE GROUP



Pioneer Cement directly held the shareholdings of the following subsidiaries, including Anqiu Shanshui (25.16%), Weihai Shanshui (75.00%), Qingdao Chuangxin (75.03%), Linqu Shanshui (45.07%), Lingqu Aggregate (99.00%) in Eastern Shandong Operating Region; Zaozhuang Chuangxin (69.96%) in Southern Shandong Operating Region; Pingyin Shanshui (25.00%) in Western Shandong Operating Region; and Dandong Shanshui (25.25%) and Shenyang Shanshui (18.10%) in Northeast China Operating Region.

(IV) Corporate Profile (Continued)

(3) DISTRIBUTION OF PRODUCTION FACILITIES AND CAPACITY

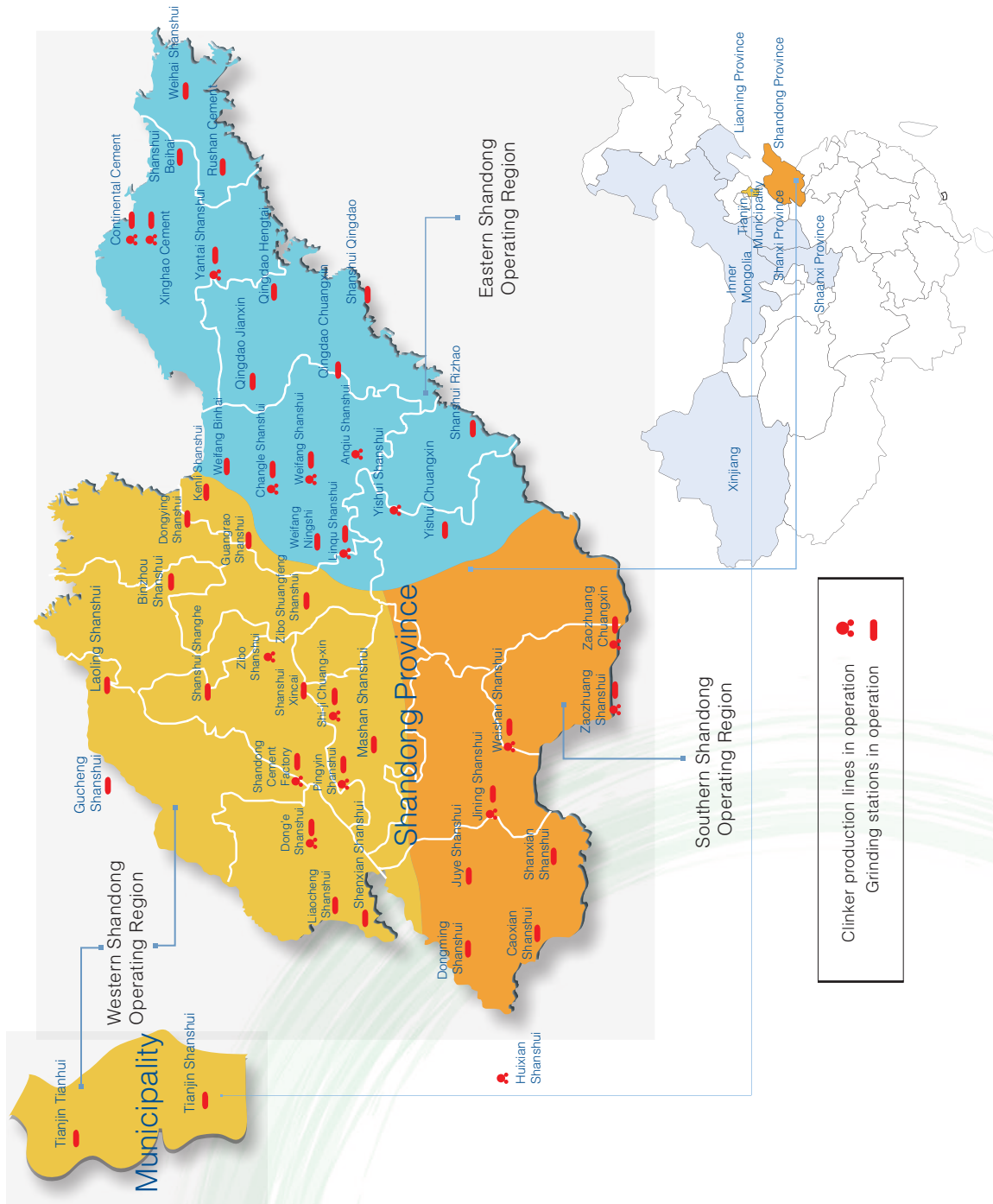
The Group's production facilities are principally located in Shandong Province, Liaoning Province, the Eastern Inner Mongolia, Shanxi Province, Shaanxi Province and Kashi region in Xinjiang Province. Its clinker production facilities are located near limestone mines serving cement grinding stations that are located in close proximity to the Group's end-markets and customers.

As of 31 December 2019, the total capacity of cement and clinker of the Group is listed below:

	Cement Capacity <i>('000 tonnes)</i>	Clinker Capacity <i>('000 tonnes)</i>
Shandong Region	55,040	27,010
Eastern Shandong Operating Region	25,690	12,030
Western Shandong Operating Region	20,150	8,740
Southern Shandong Operating Region	9,200	6,240
Shanxi Operating Region	15,600	8,640
Northeast China Operating Region	27,020	15,100
Xinjiang Operating Region	4,000	1,600
Total	101,660	52,350

(IV) Corporate Profile (Continued)

Locations of major production facilities in Shandong Region as of 31 December 2019:



(IV) Corporate Profile (Continued)

Eastern Shandong Operating Region

Company Name	Principal Business
Anqiu Shanshui Cement Co., Ltd. ("Anqiu Shanshui")	Production and sales of cement and clinker
Changle Shanshui Cement Co., Ltd. ("Changle Shanshui")	Production and sales of cement, clinker and concrete
Continental (Shandong) Cement Corporation ("Continental Cement")	Production and sales of cement and clinker
Linqu Shanshui Building Material Aggregate Co., Ltd. ("Linqu Aggregate")	Production and sales of concrete aggregate
Linqu Shanshui Cement Co., Ltd. ("Linqu Shanshui")	Production and sales of cement and clinker
Qingdao Huading Building Material Co., Ltd. ("Huading Building Material")	Production and sales of concrete
Qingdao Huading New Building Material Co., Ltd. ("Huading New Building Material")	Production and sales of concrete
Qingdao Ji'an Concrete Co., Ltd. ("Qingdao Ji'an")	Production and sales of concrete
Qingdao Shanshui Chuangxin Cement Co., Ltd. ("Qingdao Chuangxin")	Production and sales of cement
Qingdao Shanshui Hengtai Cement Co., Ltd. ("Qingdao Hengtai")	Production and sales of cement and related products
Qingdao Shanshui Jianxin Cement Co., Ltd. ("Qingdao Jianxin")	Production and sales of cement
Weifang Binhai Shanshui Cement Co., Ltd. ("Weifang Binhai")	Production and sales of cement
Weifang City Leixin Concrete Co., Ltd. ("Weifang Leixin")	Production and sales of concrete
Weifang Ningshi Building Material Co., Ltd. ("Weifang Ningshi")	Production and sales of cement
Weifang Shanshui Cement Co., Ltd. ("Weifang Shanshui")	Production and sales of cement, limestone and concrete
Weifang Wanda Building Materials Co., Ltd. ("Weifang Wanda")	Production and sales of concrete
Weihai Shanshui Cement Co., Ltd. ("Weihai Shanshui")	Production and sales of cement and concrete
Yantai Shanshui Cement Co., Ltd. ("Yantai Shanshui")	Production and sales of cement
Yishui Chuangxin Shanshui Cement Co., Ltd. ("Yishui Chuangxin")	Production and sales of cement
Yishui Shanshui Cement Co., Ltd. ("Yishui Shanshui")	Production and sales of clinker and limestone
Rushan Shanshui Cement Co., Ltd. ("Rushan Shanshui")	Production and sales of cement
Shandong Runshengyuan Shanquan Water Co., Ltd. ("Runshengyuan")	Production and sales of drinking water
Xinghao Cement Co., Ltd. ("Xinghao Cement")	Production and sales of cement and clinker

(IV) Corporate Profile (Continued)

Southern Shandong Operating Region

Company Name	Principal Business
Bengbu Shanshui Cement Co., Ltd. (“Bengbu Cement”)	Establishment of cement production line
Bozhou Shanshui Cement Co., Ltd. (“Bozhou Cement”)	Establishment of cement production line
Caoxian Shanshui Cement Co., Ltd. (“Caoxian Shanshui”)	Production and sales of cement
Dongming Shanshui Cement Co., Ltd. (“Dongming Shanshui”)	Production and sales of cement
Heze Fuyu Concrete Co., Ltd. (“Heze Fuyu”)	Production and sales of concrete
Huixian City Shanshui Cement Co., Ltd. (“Huixian Shanshui”)	Production and sales of cement and clinker
Jiaxiang Shanshui Aggregate Co., Ltd. (“Jiaxiang Aggregate”)	Production and sales of concrete aggregate
Jining Shanshui Cement Co., Ltd. (“Jining Shanshui”)	Production and sales of cement, clinker, concrete, limestone and related products
Juye Shanshui Cement Co., Ltd. (“Juye Shanshui”)	Production and sales of cement
Shanxian Shanshui Cement Co., Ltd. (“Shanxian Shanshui”)	Production and sales of cement
Weishan Shanshui Cement Co., Ltd. (“Weishan Shanshui”)	Production and sales of cement and clinker
Zaozhuang Chuangxin Shanshui Cement Co., Ltd. (“Zaozhuang Chuangxin”)	Production and sales of cement and clinker
Zaozhuang Shanshui Cement Co., Ltd. (“Zaozhuang Shanshui”)	Production and sales of cement and clinker

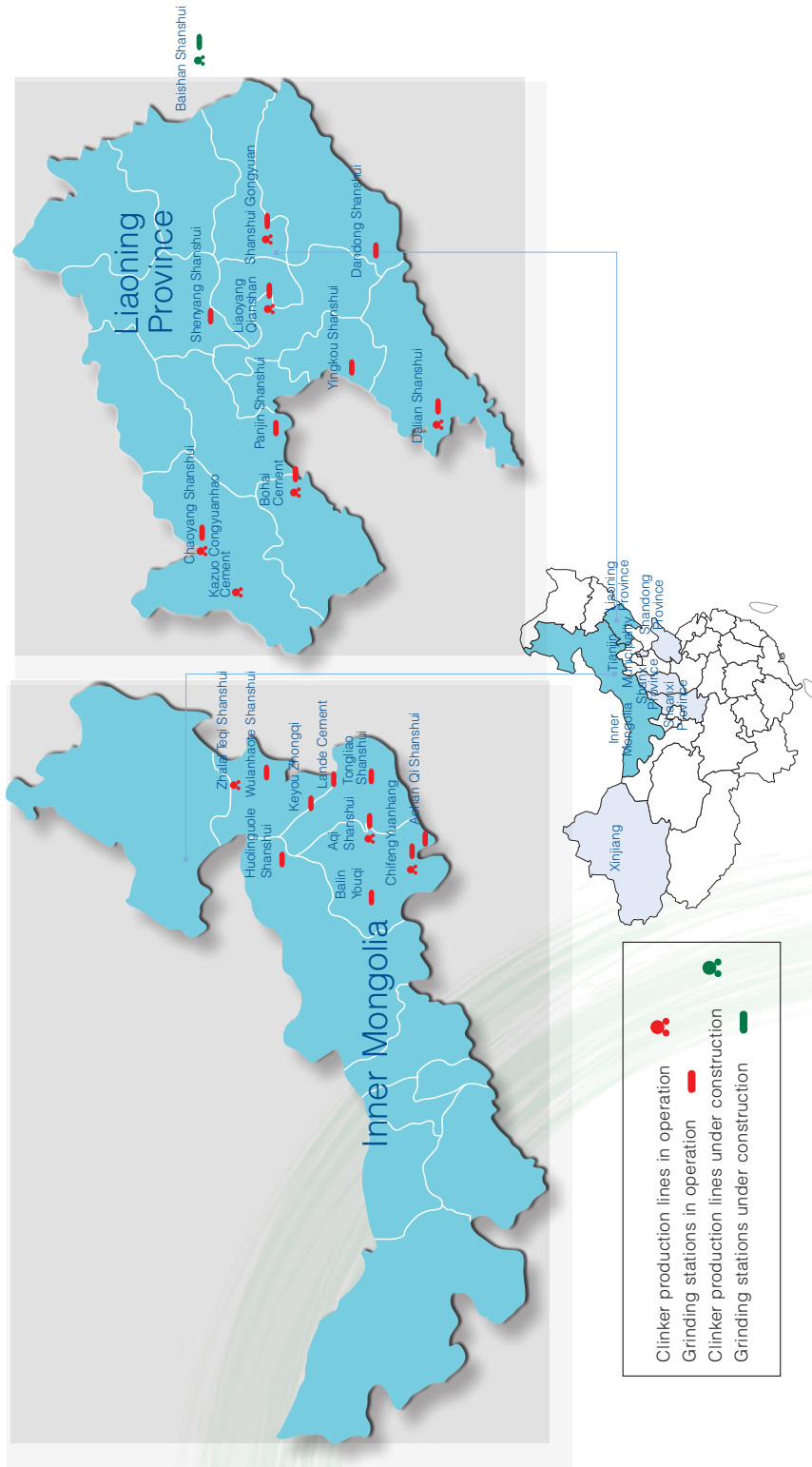
(IV) Corporate Profile (Continued)

Western Shandong Operating Region

Company Name	Principal Business
Binzhou Shanshui Cement Co., Ltd. ("Binzhou Shanshui")	Production and sales of cement
Dezhou Tianqi Concrete Co., Ltd. ("Dezhou Tianqi")	Production and sales of concrete
Dezhou Zhucheng Concrete Co., Ltd. ("Dezhou Zhucheng")	Production and sales of concrete
Dongying Shanshui Cement Co., Ltd. ("Dongying Shanshui")	Production and sales of cement
Feicheng Shanshui Cement Co., Ltd. ("Feicheng Shanshui")	Production and sales of cement
Feicheng Shanshui Concrete Co., Ltd. ("Feicheng Concrete")	Production and sales of concrete
Guangrao Shanshui Cement Co., Ltd. ("Guangrao Shanshui")	Production and sales of cement
Gucheng Shanshui Cement Co., Ltd. ("Gucheng Shanshui")	Production and sales of cement
Jinan Shanshui Wuliugang Co., Ltd. ("Wuliugang")	Logistic service and sales of coal
Jinan Shi-ji Chuang-xin Cement Co., Ltd. ("Shi-ji Chuang-xin")	Production and sales of cement and related products
Kenli Shanshui Cement Co., Ltd. ("Kenli Shanshui")	Production and sales of cement
Laoling Shanshui Cement Co., Ltd. ("Laoling Shanshui")	Production and sales of cement and related products
Liaocheng Meijing Zhongyuan Cement Co., Ltd. ("Liaocheng Meijing")	Production and sales of cement and clinker
Liaocheng Shanshui Cement Co., Ltd. ("Liaocheng Shanshui")	Production and sales of cement and concrete
Pingyin Shanshui Cement Co., Ltd. ("Pingyin Shanshui")	Production and sales of cement and clinker
Shandong Cement Factory Co., Ltd. ("Shandong Cement Factory")	Production and sales of cement, concrete and limestone
Shandong Shanshui Building Materials Co., Ltd. ("Shandong Building Materials")	Production and sales of building materials and related products
Shenxian Shanshui Cement Co., Ltd. ("Shenxian Shanshui")	Production and sales of cement and related products
Tianjin City Tianhui Cement Co., Ltd. ("Tianjin Tianhui")	Production and sales of cement and related products
Tianjin Shanshui Cement Co., Ltd. ("Tianjin Shanshui")	Production and sales of cement
Zhoukou Shanshui Pipeline Co., Ltd. ("Zhoukou Shanshui")	Production and sales of cement and related products
Zibo Shanshui Cement Co., Ltd. ("Zibo Shanshui")	Production and sales of cement, clinker and limestone
Zibo Shuangfeng Shanshui Cement Co., Ltd. ("Zibo Shuangfeng")	Production and sales of cement
Shandong Shanshui Heavy Industries Co., Ltd. ("Shanshui Heavy Industries")	Installment and repair of equipment, and production and sales of cement component parts

(IV) Corporate Profile (Continued)

Locations of major production facilities in Northeast China Operating Region as of 31 December 2019:



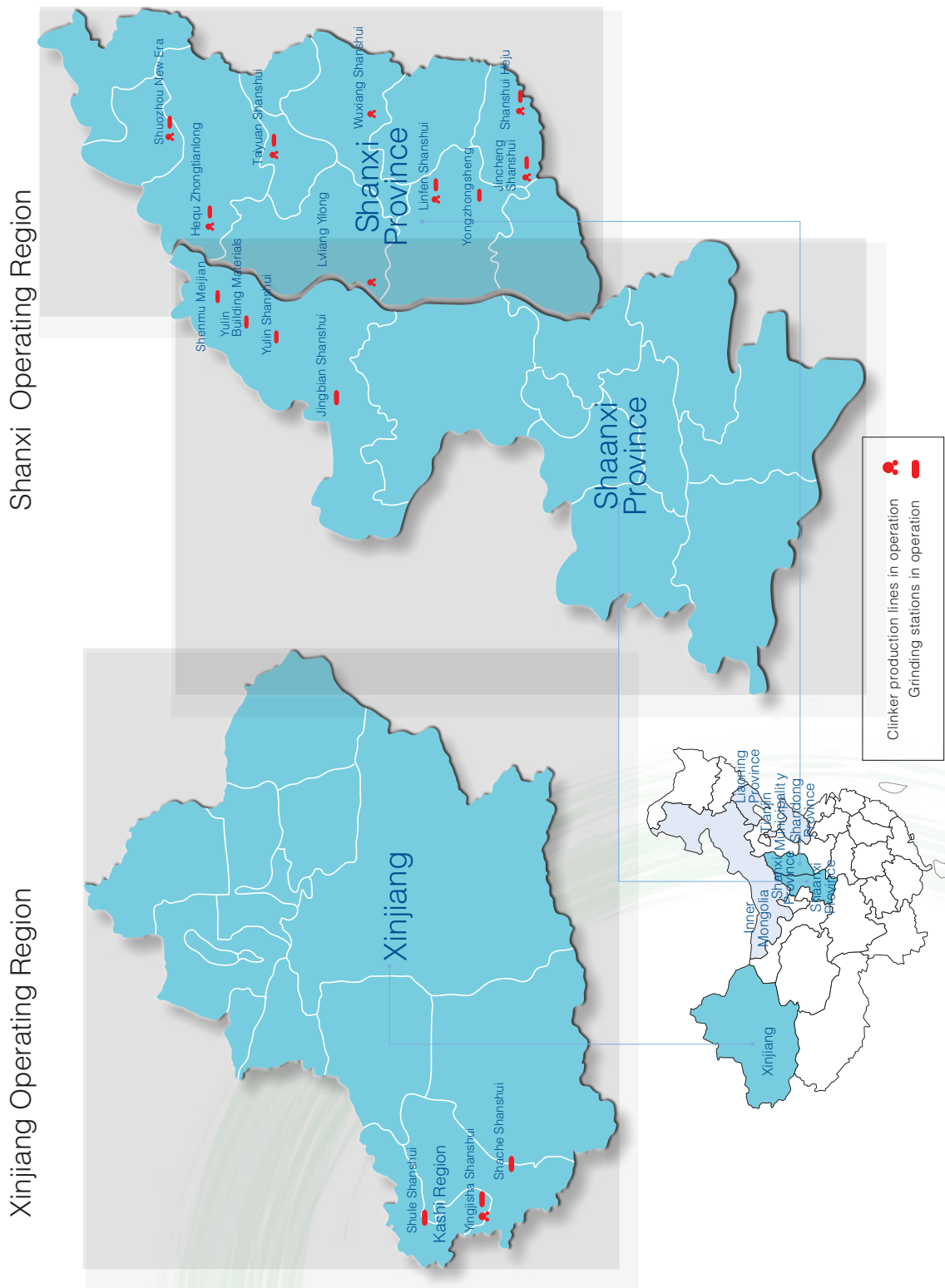
(IV) Corporate Profile (Continued)

Northeast China Operating Region

Company Name	Principal Business
Alu Kerqin Qi Shanshui Cement Co., Ltd. ("Aqi Shanshui")	Production and sales of cement and clinker
Aohan Qi Shanshui Cement Co., Ltd. ("Aohan Shanshui")	Production and sales of cement and related products
Baishan Shanshui Cement Co., Ltd. ("Baishan Shanshui")	Production and sales of cement and related products
Balinyou Qi Shanshui Cement Co., Ltd. ("Balinyou Shanshui")	Production and sales of cement
Benxi Shanshui Mining Co., Ltd. ("Benxi Mining")	Mining and sales of limestone
Benxi Shanshui Shiye Co., Ltd. ("Benxi Shiye")	Installation and maintenance of equipment and spare parts of cement machines
Bohai Cement (Huludao) Co., Ltd. ("Bohai Cement")	Production and sales of cement, clinker and related products
Bohai Cement (Jinzhou) Co., Ltd. ("Jinzhou Cement")	Production and sales of cement, concrete and related products
Chaoyang Shanshui Dongxin Cement Co., Ltd. ("Chaoyang Dongxin")	Production and sales of cement
Chifeng Shanshui Yuanhang Cement Company Limited ("Chifeng Yuanhang")	Production and sales of cement and related products
Dalian Shanshui Cement Co., Ltd. ("Dalian Shanshui")	Production and sales of cement, clinker and related products
Dandong Shanshui Gongyuan Cement Co., Ltd. ("Dandong Shanshui")	Production and sales of cement
Huludao Bohai Railway Co., Ltd. ("Bohai Railway")	Development and maintenance of special railway-lines, wash and repair of steam locomotive
Huolin Guole Shanshui Cement Co., Ltd. ("Huolinguole Shanshui")	Production and sales of cement
Kazuo Congyuanhao Cement Co., Ltd. ("Kazuo Congyuanhao Cement")	Production and sales of cement and clinker
Keyouzhong Qi Shanshui Cement Co., Ltd. ("Keyouzhong Qi")	Production and sales of cement
Liaoning Shanshui Gongyuan Cement Co., Ltd. ("Liaoning Gongyuan")	Production and sales of cement and related products
Liaoyang Qianshan Cement Co., Ltd. ("Liaoyang Qianshan")	Production and sales of cement and clinker
Panjin Shanshui Cement Co., Ltd. ("Panjin Shanshui")	Production and sales of cement
Shenyang Shanshui Gongyuan Cement Co., Ltd. ("Shenyang Shanshui")	Production and sales of cement
Tongliao Shanshui Gongyuan Cement Co., Ltd. ("Tongliao Gongyuan")	Production and sales of cement
Wulanhaote Shanshui Cement Co., Ltd. ("Wulanhaote")	Production and sales of cement
Yingkou Shanshui Cement Co., Ltd. ("Yingkou Shanshui")	Production and sales of cement
Zhalaite Qi Shanshui Cement Co., Ltd. ("Zhalaite Qi Shanshui")	Production and sales of cement
Dalian Heyuan Investment Management Co., Ltd. ("Dalian Heyuan")	Project investment and management

(IV) Corporate Profile (Continued)

Locations of major production facilities in Shanxi and Xinjiang Operating Regions as of 31 December 2019:



(IV) Corporate Profile (Continued)

Shanxi Operating Region

Company Name	Principal Business
Hequ Zhongtianlong Cement Co., Ltd. ("Hequ Zhongtianlong")	Production and sales of cement and clinker
Jincheng Shanshui Cement Co., Ltd. ("Jincheng Shanshui")	Production and sales of cement and clinker
Jincheng Shanshui Heju Cement Co., Ltd. ("Shanshui Heju")	Production and sales of cement and clinker
Jingbian Xian Shanshui Cement Co., Ltd. ("Jingbian Shanshui")	Production and sales of cement
Linfen Shanshui Cement Co., Ltd. ("Linfen Shanshui")	Production and sales of cement and clinker
Lvliang Yilong Cement Co., Ltd. ("Lvliang Yilong")	Production and sales of cement and clinker
Shanxi Shanshui Cement Co., Ltd. ("Shanxi Shanshui")	Production and sales of cement and related products
Shanxi Yongzhongsheng Environmental Building Material Co., Ltd. ("Yongzhongsheng")	Production and sales of cement
Shenmu Xian Meijian Cement Co., Ltd. ("Shenmu Meijian")	Production and sales of cement
Shuozhou Shanshui New Era Cement Co., Ltd. ("Shuozhou New Era")	Production and sales of cement and related products
Taiyuan Shanshui Cement Co., Ltd. ("Taiyuan Shanshui")	Production and sales of cement
Wuxiang Shanshui Cement Co., Ltd. ("Wuxiang Shanshui")	Production and sales of cement and clinker
Yulin Shanshui Cement Co., Ltd. ("Yulin Shanshui")	Production and sales of cement and related products
Yulin Shanshui Environmental Building Materials Co., Ltd. ("Yulin Building Materials")	Production and sales of cement and related products
Yangqu Zhongyu Building Materials Co., Ltd. ("Zhongyu Building Materials")	Production and sales of concrete aggregate
Taiyuan Guangsha Cement Co., Ltd. ("Taiyuan Guangsha")	Production and sales of concrete aggregate

Xinjiang Operating Region

Company Name	Principal Business
Kashi Shanshui Cement Co., Ltd. ("Kashi Shanshui")	Production and sales of cement
Kezhou Shanshui Materials Trading Co., Ltd. ("Kezhou Shanshui")	Logistic service and sales of cement and ores
Shache Shanshui Cement Co., Ltd. ("Shache Shanshui")	Production and sales of cement and concrete
Shule Shanshui Cement Co., Ltd. ("Shule Shanshui")	Production and sales of cement and concrete
Yingjisha Shanshui Cement Co., Ltd. ("Yingjisha Shanshui")	Production and sales of cement, clinker and concrete

(V) Management Discussion and Analysis

1. OPERATING ENVIRONMENT AND INDUSTRY OVERVIEW

In 2019, faced with the complicated and ever-changing environment at home and abroad, the Chinese government upheld the general principle of seeking progress while maintaining stability, and continued to pursue the new development philosophy and high-quality development, kept supply-side structural reform as its main task, deepened reforms and opening up, and took further steps to ensure the implementation of “stable employment, stable financial sector, stable foreign trade, stable foreign investment, stable domestic investment, and stable expectations”, launched a series of measures to steady growth and ensure the stable operation of the economy, leading to a medium-to-high speed of national economic growth.

In 2019, China's GDP was RMB99,086.5 billion, representing a YOY increase of 6.1% at comparable prices. Nationwide investment in real estate development was RMB13,219.4 billion, representing a YOY growth of 9.9%, up 0.4 percentage points from the previous year. The total investment in fixed assets (excluding rural households) was RMB55,147.8 billion, representing a YOY increase of 5.4%, down by 0.5 percentage points from the previous year. The added value of industrial enterprises above designated size across the country increased by 5.7% YOY, down by 0.5 percentage point as compared with that of the previous year. Industrial production continued to develop, and high-tech manufacturing and strategic emerging industries grew rapidly. **(Source: National Bureau of Statistics of China)**

In 2019, supported by the steady growth of infrastructure investment, strong real estate investment, and strong resilience of newly started construction areas, cement demand is steady and improving, and cement output has maintained a good YOY year growth level. The national accumulated cement output was 2.33 billion tonnes in 2019, representing a YOY increase of 6.1%, the first rapid increase since the peak period of cement output; the national accumulated clinker output recorded a new high with 1.523 billion tonnes, representing a YOY increase of 6.77%. The cement industry's profits made another good performance. The national accumulated main cement business revenue was RMB1,010 billion, representing a YOY increase of 12.5%. The total profit exceeded RMB180 billion for the first time, reaching RMB186.7 billion, representing a YOY increase of 19.6%, and the industry's efficiency once again reached a new level. **(Source: Digital Cement)**

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW

In 2019, the Group was committed to refining fundamental internal management to enhance the quality of existing production and operation and to sustain its profitability. As at 31 December 2019, the Group had a total production capacity of 101.66 million tonnes of cement, 52.35 million tonnes of clinker and 19.30 million cubic meters of concrete. During the Reporting Period, the Group's sales volume of cement was 47.546 million tonnes, representing a YOY increase of 21.3%; sales volume of clinker was 8.205 million tonnes, representing a YOY decrease of 17.6%; sales volume of concrete was 3.204 million cubic meters, representing a YOY increase of 11.2%; sales revenue was RMB21,478,831,000, representing a YOY increase of 20.2%; and the profit for the period was RMB3,028,382,000, representing a YOY increase of 39.6%.

During the Reporting Period, the Group's total production capacity has no changes.

(I) Business review

(a) Sales revenue analysis and the respective YOY changes

(Unit: RMB'000)

Product	2019		2018		Change in sales revenue
	Sales revenue	Sales proportion	Sales revenue	Sales proportion	
Cement	17,183,378	80.0%	13,111,390	73.4%	31.1%
Clinker	2,267,395	10.6%	2,676,076	15.0%	-15.3%
Concrete	1,579,402	7.4%	1,313,315	7.3%	20.3%
Others	448,656	2.0%	772,037	4.3%	-41.9%
Total	21,478,831	100%	17,872,818	100%	20.2%

During the Reporting Period, the Group's revenue increased by 20.2% to RMB21,478,831,000. Revenue from cement amounted to RMB17,183,378,000, representing a YOY increase of 31.1%. Revenue from clinker amounted to RMB2,267,395,000, representing a YOY decrease of 15.3%. Revenue from concrete amounted to RMB1,579,402,000, representing a YOY increase of 20.3%. The increase in revenue was mainly attributable to the increase in average selling price and sales volume of the Group's products.

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(I) Business review (Continued)

(b) Sales volume, unit selling prices and their respective YOY changes

(1) Comparison of sales volume and unit selling price for the Group

Product	2019	2018	Sales volume change	2019	2018	Selling price change
	Sales volume (<i>'000 tonnes</i>)	Sales volume (<i>'000 tonnes</i>)		Unit selling price (<i>RMB/ tonne</i>)	Unit selling price (<i>RMB/ tonne</i>)	
Cement	47,546	39,186	21.3%	363.6	337.2	7.8%
Clinker	8,205	9,953	-17.6%	278.0	270.9	2.6%
	<i>('000 m³)</i>	<i>('000 m³)</i>		<i>(RMB/m³)</i>	<i>(RMB/m³)</i>	
Concrete	3,204	2,882	11.2%	497.8	459.1	8.4%

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(I) Business review (Continued)

(b) Sales volume, unit selling prices and their respective YOY changes (Continued)

(1) Comparison of sales volume and unit selling price for the Group (Continued)

During the Reporting Period, the sales volume of cement of the Group amounted to 47.546 million tonnes, representing a YOY increase of 21.3%, while the sales volume of commercial clinker amounted to 8.205 million tonnes, representing a YOY decrease of 17.6%. The unit selling price of cement increased by 7.8% to RMB363.6 per tonne, while the unit selling price of clinker increased by 2.6% to RMB278.0 per tonne. The sales volume of concrete amounted to 3.204 million cubic meters, representing a YOY increase of 11.2%. The unit selling price of concrete increased by 8.4% to RMB497.8/m³.

(2) Comparison of unit selling price of cement between operating regions

Operating regions	Average unit selling price in 2019 (RMB/tonne)	Average unit selling price in 2018 (RMB/tonne)	Change in selling price
Shandong Region	418.2	371.7	12.5%
Eastern Shandong Operating Region	422.7	396.2	6.7%
Western Shandong Operating Region	414.3	364.1	13.8%
Southern Shandong Operating Region	416.9	349.2	19.4%
Northeast China Operating Region	262.2	272.2	-3.7%
Shanxi Operating Region	285.0	252.6	12.8%
Xinjiang Operating Region	466.0	410.3	13.6%

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(I) Business review (Continued)

(b) Sales volume, unit selling prices and their respective YOY changes (Continued)

(2) Comparison of unit selling price of cement between operating regions (Continued)

During the Reporting Period, the average unit selling price of cement in Shandong Region was RMB418.2 per tonne, representing a YOY increase of 12.5%; the average unit selling price of cement in Eastern Shandong Operating Region was RMB422.7 per tonne, representing a YOY increase of 6.7%; the average unit selling price of cement in Western Shandong Operating Region was RMB414.3 per tonne, representing a YOY increase of 13.8%; the average unit selling price of cement in Southern Shandong Operating Region was RMB416.9 per tonne, representing a YOY increase of 19.4%; the average unit selling price of cement in Northeast China Operating Region was RMB262.2 per tonne, representing a YOY decrease of 3.7%; the average unit selling price of cement in Shanxi Operating Region was RMB285.0 per tonne, representing a YOY increase of 12.8%; the average unit selling price of cement in Xinjiang Operating Region was RMB466.0 per tonne, representing a YOY increase of 13.6%.

(3) Comparison of sales volume and sales proportion between high and low grade cement products

Product	2019		2018		Change in sales volume
	Sales volume ('000 tonnes)	Sales proportion	Sales volume ('000 tonnes)	Sales proportion	
High grade cement	40,293	84.7%	30,554	78.0%	31.9%
Low grade cement	7,253	15.3%	8,632	22.0%	-16.0%

Note: High grade cement refers to products with compressive strength equal to or higher than 42.5 megapascals (MPa).

During the Reporting Period, sales volume of high grade cement was 40.29 million tonnes, representing a YOY increase of 31.9%, and sales volume of low grade cement was 7.25 million tonnes, representing a YOY decrease of 16.0%.

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(I) Business review (Continued)

(c) Analysis of sales revenue by operating regions and their respective changes

(Unit: RMB'000)

Operating region	2019		2018		Change in sales revenue
	Sales revenue	Sales proportion	Sales revenue	Sales proportion	
Shandong Region	14,482,799	67.4%	12,624,009	70.6%	14.7%
Eastern Shandong Operating Region	6,219,776	29.0%	4,904,972	27.4%	26.8%
Western Shandong Operating Region	5,314,717	24.7%	5,135,280	28.7%	3.5%
Southern Shandong Operating Region	2,948,306	13.7%	2,583,757	14.5%	14.1%
Northeast China Operating Region	3,866,740	18.0%	3,128,384	17.5%	23.6%
Shanxi Operating Region	2,451,225	11.4%	1,643,017	9.2%	49.2%
Xinjiang Operating Region	678,067	3.2%	477,408	2.7%	42.0%
Total	21,478,831	100.0%	17,872,818	100.0%	20.2%

During the Reporting Period, the sales revenue in Shandong Region was RMB14,482,799,000, accounting for 67.4% of the Group's total sales revenue and representing a YOY increase of 14.7%; the sales revenue in Eastern Shandong Operating Region was RMB6,219,776,000, accounting for 29.0% of the Group's total sales revenue and representing a YOY increase of 26.8%; the sales revenue in Western Shandong Operating Region was RMB5,314,717,000, accounting for 24.7% of the Group's total sales revenue and representing a YOY increase of 3.5%; the sales revenue in Southern Shandong Operating Region was RMB2,948,306,000, accounting for 13.7% of the Group's total sales revenue and representing a YOY increase of 14.1%; the sales revenue in Northeast China Operating Region was RMB3,866,740,000, accounting for 18.0% of the Group's total sales revenue and representing a YOY increase of 23.6%; the sales revenue in Shanxi Operating Region was RMB2,451,225,000, accounting for 11.4% of the Group's total sales revenue and representing a YOY increase of 49.2%; the sales revenue in Xinjiang Operating Region was RMB678,067,000, accounting for 3.2% of the Group's total sales revenue and representing a YOY increase of 42.0%.

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(II) Profit analysis

(a) Key profit and loss items and their respective changes

(Unit: RMB'000)

	2019	2018	Change
Revenue	21,478,831	17,872,818	20.2%
Gross profit	7,271,722	5,923,471	22.8%
EBITDA	6,281,973	5,238,698	19.9%
Profit from operations	4,692,516	3,779,350	24.2%
Profit before taxation	4,225,988	3,046,987	38.7%
Net profit for the year	3,028,382	2,168,847	39.6%
Profit attributable to equity shareholders of the Company	2,973,104	2,196,657	35.3%

During the Reporting Period, the Group recorded sales revenue of RMB21,478,831,000, representing a YOY increase of 20.2%; profit from operations was RMB4,692,516,000; net profit for the year was RMB3,028,382,000, representing a YOY increase of 39.6%; profit attributable to equity shareholders of the Company was RMB2,973,104,000. The increase in profit was mainly due to the increase in average selling price and sales volume of the products and the increase of gross profit margin for the period from 33.1% to 33.9%.

(V) Management Discussion and Analysis (Continued)

2. OPERATIONS OVERVIEW (CONTINUED)

(II) Profit analysis (Continued)

(b) Comparison analysis of the proportion of cost of sales to revenue

(Unit: RMB'000)

Cost of sales	2019		2018		Change of proportion to revenue
	Amount	Proportion to revenue	Amount	Proportion to revenue	
Raw materials	5,456,350	25.4%	4,176,120	23.4%	2.0 P.Pt.
Coal	3,242,469	15.1%	2,885,318	16.1%	-1.0 P.Pt.
Power	1,301,498	6.0%	1,040,600	5.8%	0.2 P.Pt.
Depreciation and amortisation	1,110,139	5.2%	973,003	5.4%	-0.2 P.Pt.
Others	3,096,653	14.4%	2,874,306	16.1%	-1.7 P.Pt.
Total cost of sales	14,207,109	66.1%	11,949,347	66.9%	-0.8 P.Pt.

During the Reporting Period, the proportion of the Group's total cost of sales to revenue was 66.1%, representing a YOY decrease of 0.8 percentage points. In particular, the proportion of raw materials costs and power costs increased by 2.0 percentage points and 0.2 percentage points, respectively; coal, depreciation and amortisation decreased by 1.0 percentage points and 0.2 percentage point, respectively; while others decreased by 1.7 percentage points as compared with last year.

The YOY increase in raw materials cost was mainly attributed to the rise in cost of limestone, slag powder, fly ash and increase in purchase of clinker in 2019. The average purchase price of coal was up approximately by 0.4% to RMB657.6/ton compared with the previous year (RMB654.9/ton). The YOY decrease in depreciation and amortisation was mainly ascribed to the off-peak production policy, long period of suspension of production and transfer of related expenses to expenses incurred during off-peak suspension. Others decrease compared with the previous year, mainly due to decrease in other revenues.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW

(a) Expenses during the period

(Unit: RMB'000)

	2019		2018		Proportion
	Amount	Proportion to sales revenue	Amount	Proportion to sales revenue	to sales revenue change
Selling and marketing expenses	672,945	3.1%	528,040	3.0%	0.1 P.Pt.
Administrative expenses	1,500,670	7.0%	1,337,313	7.5%	-0.5 P.Pt.
Finance costs	509,770	2.4%	778,320	4.3%	-1.9 P.Pt.
Total	2,683,385	12.5%	2,643,673	14.8%	-2.3 P.Pt.

During the Reporting Period, the proportion of selling and marketing expenses to sales revenue has a YOY increase of 0.1 percentage point; the proportion of administrative expenses to sales revenue has a YOY decrease of 0.5 percentage points; the proportion of finance costs to sales revenue has a YOY decrease of 1.9 percentage points compared with that of 2018.

The YOY increase in selling and marketing expenses was mainly due to the YOY increase of transportation costs and sales service charges resulting from the increase of sales volume for the year. Administrative expenses increased as compared with the previous year, mainly attributable to the wage inflation, the increased accrued bonuses as a result of growth in operating results for the year and the payments of litigation-related penalty and overdue interest. The decrease of finance expenses was mainly due to lower interest expenses as compared with the previous year resulting from negotiation on debts and accelerated repayment of borrowings.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(b) Changes in balance sheet items

(Unit: RMB'000)

	31 December 2019	31 December 2018	Change
Non-current assets	20,610,663	20,214,657	2.0%
Current assets	6,217,142	5,858,056	6.1%
Total assets	26,827,805	26,072,713	2.9%
Current liabilities	11,181,736	13,228,184	-15.5%
Non-current liabilities	3,045,630	3,258,193	-6.5%
Total liabilities	14,227,366	16,486,377	-13.7%
Non-controlling interest	103,239	64,088	61.1%
Equity attributable to equity shareholders of the Company	12,497,200	9,522,248	31.2%
Total liabilities and equity	26,827,805	26,072,713	2.9%
Net gearing ratio	27.6	42.6%	-15 P.Pt.

As at 31 December 2019, the Group's total assets were RMB26,827,805,000, total liabilities were RMB14,227,366,000 and its net assets were RMB12,600,439,000. The net gearing ratio (net debt divided by the aggregate of net debt and equity of the Company) was 27.6%, representing a decrease of 15 percentage points as compared with the previous year. The Group's total current assets were RMB6,217,142,000, its total current liabilities were RMB11,181,736,000, and its net current liabilities were RMB4,964,594,000. As at 31 December 2019, the Group has negotiated and reached reconciliation with creditors in tandem. For details, please refer to Notes 24–26 to the Financial Statements.

During the Reporting Period, the Group did not employ any financial instruments for hedging purposes.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(c) Long-term and short-term bank loans and other loans

(Unit: RMB'000)

Term of borrowings	31 December 2019	31 December 2018
Short-term borrowings (including long-term borrowings with maturity within one year)	3,911,329	5,918,509
Long-term borrowings	2,248,875	2,501,327
Total	6,160,204	8,419,836

All borrowings of the Group were denominated in Renminbi and USD. As at 31 December 2019, the Group's total borrowings were RMB6,160,204,000, which includes outstanding and unredeemed US-dollars denominated convertible corporate bonds together with accrued interest thereon totaling approximately US\$90,889,000 (approximately RMB634,057,000) and RMB denominated borrowings of RMB5,526,147,000, representing a decrease of RMB2,259,632,000 as compared with the end of 2018. In particular, short-term borrowings amounted to RMB3,911,329,000 and accounted for 63.5% of the Group's total borrowings.

For details in relation to the total borrowings of the Company and its interest rates as at 31 December 2019, please refer to the relevant explanation in Notes 24–26 and 31 to the Financial Statements.

(d) Capital expenditures

During the Reporting Period, capital expenditures were approximately RMB1,136,882,000, which were mainly used as investment in the cement and clinker production lines.

Outstanding capital commitments under production facility construction contracts and the equipment purchase contracts not provided for in the financial statements as at 31 December 2019 were:

(Unit: RMB'000)

	31 December 2019	31 December 2018
Authorised and contracted for — plant and equipment	324,888	321,051
Authorised but not contracted for — plant and equipment	334,698	79,660
Total	659,586	400,711

As at 31 December 2019, the capital commitments authorised and contracted for by the Group amounted to RMB324,888,000, which represents an increase of RMB3,837,000 or 1.2% as compared with the end of 2018. Capital commitments authorised but not contracted for amounted to RMB334,698,000.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(e) Net cash flow analysis

(Unit: RMB'000)

	2019	2018
Net cash flow generated from operating activities	4,166,604	2,180,478
Net cash flow used in investing activities	(1,566,799)	(849,094)
Net cash flow used in financing activities	(2,554,185)	(348,529)
Net changes in cash and cash equivalents	45,620	982,855
Balance of cash and cash equivalents at 1 January	1,303,943	307,995
Effect of foreign exchange rate changes	14,491	13,093
Balance of cash and cash equivalents at 31 December	1,364,054	1,303,943

Cash and cash equivalent of the Group is mainly denominated in Renminbi.

Net cash generated from operating activities

During the Reporting Period, the Group recorded a net cash generated from operating activities of RMB4,166,604,000 representing a YOY increase of RMB1,986,126,000 mainly due to an increase in cash inflow from operating activities as a result of an increase in profit for the year.

Net cash used in investing activities

During the Reporting Period, the Group recorded a net cash used in investing activities of RMB1,566,799,000 representing a YOY increase of RMB717,705,000, mainly due to the increase in capital expenditures arising from the addition of fixed assets and upgrade of equipment and payment on equity interest for resumption of control on Xinghao Cement and Shanshui Heavy Industries for the year.

Net cash used in financing activities

During the Reporting Period, the Group recorded a net cash used in financing activities of RMB2,554,185,000 representing a YOY increase of RMB2,205,656,000 mainly due to the much lower net cash outflow in the previous year resulting from the proceeds from issuance of convertible bonds.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(f) Material acquisition and disposal by subsidiaries and affiliated companies

During the Reporting Period, except for the recovery of the control over Xinghao Cement in March 2019 (details of which are set out in Note 43 to the Financial Statements), and the acquisition of 55% equity interest of Shanshui Heavy Industries resulting in the recovery of control over it in September 2019 (details of which are set out in Note 40 to the Financial Statements), the Group had no material acquisition or disposal.

(g) Pledge of assets

Details in relation to pledge of assets of the Group as at 31 December 2019 are set out in Note 24 to the Financial Statements.

(h) Contingent liabilities

Details in relation to contingent liabilities of the Group as at 31 December 2019 are set out in Note 38 to the Financial Statements.

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(i) Use of Proceeds from the Issue of Convertible Bonds in 2018

On 6 August 2018 and 30 August 2018, the Company entered into respective subscription agreements with subscribers in relation to issue and subscription of (a) the convertible bonds in the aggregate principal amount of US\$210,900,000 (“**First 2018 Convertible Bonds**”) and (b) the convertible bonds in the aggregate principal amount of US\$320,700,000 (“**Second 2018 Convertible Bonds**”), and together with the First 2018 Convertible Bonds, the “**Convertible Bonds**”), and the transactions were completed on 8 August 2018 and 3 September 2018, respectively. For details in relation to the two issuance of convertible bonds, please refer to the announcements of the Company dated 6 August 2018, 8 August 2018, 31 August 2018 and 3 September 2018 (the “**Convertible Bonds Announcements**”) and Note 31 to the Financial Statements.

The original intended use of proceeds as set out in the Convertible Bonds Announcements and the actual use of proceeds up to 31 December 2019 are set out below:

Unit: US\$ million

Intended use of proceeds	Intended allocation of net proceeds from issuance of the Convertible Bonds	Actual utilization amount as at 31 December 2019	Unutilised amount as at 31 December 2019
First 2018 Convertible Bonds			
(i) redemption of the US\$500,000,000 75% senior notes due 2020 issued by the Company (stock code: 5880) (the “ 2020 Notes ”)	210.9	210.9	–
Second 2018 Convertible Bonds			
(i) redemption of the 2020 Notes	233.3	233.3	–
(ii) general corporate use	87.4	30.8	56.6
Total	531.6	475.0	56.6

(V) Management Discussion and Analysis (Continued)

3. FINANCIAL REVIEW (CONTINUED)

(i) Use of Proceeds from the Issue of Convertible Bonds in 2018 (Continued)

As at 31 December 2019, the proceeds from the issue of the Convertible Bonds have not been fully utilized, and the remaining amounts will be used for general corporate use according to the original intended use as stated in the Convertible Bonds Announcements. Further, as stated in the announcement of the Company dated 17 September 2019 in relation to the validation order, the dispositions of property and payments made by the Company in the ordinary course of business are limited to US\$2 million in each calendar month.

(j) Management of foreign exchange exposure

The Group's functional currency is RMB, and during the Reporting Period, as most of the sales amounts and purchase amounts of the Group were denominated in RMB, there was no significant foreign exchange exposure.

RMB is not a freely convertible currency. Future exchange rate of RMB may change substantially as compared to current or historical exchange rates as a result of the controls imposed by the PRC government. The exchange rate may also be subject to domestic and international economic developments and political changes as well as the supply and demand of RMB. The appreciation or depreciation of RMB against foreign currencies may have an impact on the Group's operating results.

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

4. FINANCIAL REPORTING AND CORPORATE ACCOUNTING POLICY

The Board, supported by the Head of Finance and the finance department, is responsible for the preparation of the financial statements of the Company and the Group. In the preparation of financial statements, the Company has adopted the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB), whose collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the IASB since its listing date.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020

(a) Operating environment outlook

The year 2020 will witness the completion of building China into a moderately prosperous society and implementing China's 13th Five-Year Plan. Regarding the situation, from a domestic perspective, China is in the tackling phase of transforming the development mode, optimizing the economic structure, and transforming the driving force for growth. Structural and cyclical issues are intertwined and economic downward pressure is increasing. However, the basic trend of stability and long-term improvement in economy has not changed. Under the main tone of steady economic growth, the overall forecast of the cement industry will continue to keep a stable trend.

In terms of industry: Although the problem of overcapacity in cement industry is still outstanding, the normalization of environmental protection policies such as energy saving and emission deduction and comprehensive mine regulation has also increased the operating costs of enterprises to some extent. However, the current implementation of off-peak production to promote supply-side structural reform has become an industry consensus. The business goals of cement industries are more rational, and the foundation of market self-discipline is gradually enhanced, which will be conducive to the continuous and stable development of the cement industry in 2020.

In terms of demand: The outbreak of COVID-19 was in the traditional slack season in northern market when the clinker enterprises are implementing off-peak production. Although it may have a delayed effect on the recovery of the market after March, the demand for cement will be postponed to release, thus having an insignificant influence on the overall demand from the perspective of the whole year. Infrastructure and real estate will still play a role in strongly supporting and stimulating the demand for cement. It's expected that the full-year demand will be maintained at the level of more than 2.3 billion tons.

1. In the aspect of infrastructure, the Chinese government announced the special debt quotas of the local government in advance, reduced the minimum capital ratio of part of the infrastructure special projects, accelerated the construction of shoring up weaknesses, and promoted the commence of construction of major special projects. As an important starting point for steady development, the infrastructure investment growth is expected to pick up. After the end of COVID-19, the economy will be boosted by accelerating infrastructure investment in various regions, which is now more than RMB40 trillion as announced by 31 provinces across the country.
2. In the aspect of real estate industry, the Chinese government clearly stated that real estate industry will not be used as a short-term stimulus to the economy. The real estate industry will be controlled in a "stable" manner, and the growth rate of investment in real estate may decline, but will remain a strong resilience.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(a) Operating environment outlook (Continued)

In terms of supply: The implementation of control policies on environmental protection and new production capacity is conducive to the industry's enhancement of supply-side control, and the cement clinker imported from abroad will have a certain impact on regional market supply.

1. The year of 2020 is the last year of the Three-Year Action Plan for Winning the Blue Sky Defense Battle, the environmental control of air pollution will not be relaxed, local control measures will be more stringent, and road transportation and overloading control will be tight, which will help strengthen the regulation and control over the supply-side of cement industry.
2. Increase in production capacity replacement and release in new investment. As the requirements for new production lines by the country are more stringent, the production capacity replacement will continue to be the mainstream in the coming years. Except the increase in production capacity is still in place in Southwest and South China, the production capacity tends to be stable in most regions, and certain outdated production capacity in the northeast and northwest have been eliminated and replaced rapidly. In 2019, the Group added and eliminated the production capacity of 34 million tons and 18 million tons respectively, and realised a net increase of 16 million tons of production capacity. The overall growth rate of the country's total clinker production capacity is expected to slow down in 2020, which is expected to be around 10 million tons.
3. Cement clinker imports maintains an increasing trend. In 2019. The import volume of cement and clinker continued to increase in China, the overcapacity situation in Southeast Asian countries had not been relieved, and the price difference between domestic and foreign cement clinker was relatively huge. It is expected that in 2020, the import volume of clinker will continue to rise.

In terms of perspective of prices and benefits: As the national cement market gradually flattens and the industry competition pattern becoming more stable, which drove the price of domestic cement to up to the reasonable levels in 2019, it is expected that in 2020, the development of whole industry will continue the trend of 2019, the price of cement will show high and steady fluctuations and the benefits will remain at a high level.

Based on long-term and scientific planning, the Group focuses on the strategy-oriented efforts to strengthen and optimize the principal business, and speeds up the solid implementation of structural adjustments, shoring up the weaknesses and the "Three Major Strategies". Meanwhile, the Group practices the concept of "Lucid Waters and Lush Mountains Are Invaluable Assets" (绿水青山就是金山银山), implementing a resource reserve strategy. The Group promotes upstream and downstream cooperation through project-based construction and implements the strategy of industrial chain extension. Adhering to the concept of human-oriented employment concept, the Group implements the strategy of talent-oriented development.

(Source: Analysis of the Economic Operation of Cement Industry in 2019 and Prospects for 2020, Digital Cement Network, and China Cement Network)

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(b) Business outlook of the Company

Details are as follows:

I. Main business objectives

1. In terms of efficiency, the Group will consolidate the earning base of its principal business to create another record-high in profit ability of the Group by closely centering on the principle of “improving development quality and efficiency” and adhering to value creation as a guide.
2. In terms of development, the Group will continuously adhere to propel the “Three Major Strategies” as its main task, strengthen and optimize its principal business based on quality and efficiency, attach great importance to structural adjustment, and accelerate project implementation.
3. In terms of safety, the Group will consistently adhere to the development concept of “life and safety first”, putting health and safety as the pre-conditions for “caring about employees’ well-being”. It will strictly implement systems, strengthen the performance of responsibilities, enhance safety audits and accountability; continuously facilitate the establishment of “first-level safety standards” by improving on-site safety facilities and increasing safety awareness of employees; strengthen the management of the relevant parties to prevent enterprise liability risks; strengthen safety performance management and quantify safety assessment; require managers at all levels to improve their safety leadership and set an example so as to ensure safety investment.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(b) Business outlook of the Company (Continued)

II. Focus on three tasks by aiming for the objectives

(I) With “Three Major Strategies” as the main task, the Group will further enhance its alignment continuous development capability.

1. Continue to implement resource reserve strategy. With the development of enterprises, the problem of shortage of resources is increasingly apparent, so it is imperative to continue to implement strategic reserves.
2. Continue to carry out industry chain extension strategy. The Group will make efforts to form a complete industrial chain with industrial parks improving the basic carrying capacity, cluster industry to promote industrial support and environment-friendly industry opening up growth space.

First, to advance development of clustered industry. Relying on the fundamental advantages of the Group itself and relevant enterprises in the industry, and focusing on lengthening business chain and targeting the mid-to-high end of the industry value chain, the Group will form a complete industrial chain with components of raw materials, mines, cement, aggregates, and prefabricated building parts.

Second, to relocate and upgrade. Seizing the opportunity of enterprise relocation, the Group will promote optimization and upgrade, and build a modern environment-friendly factory with low emissions, low energy consumption, and high intelligence which is “globally advanced and first-rate in China”.

Third, to implement project-driven model. The Group will accelerate the project construction of each company and make efforts to ensure that projects can commence operation before the end of 2020.

Fourth, to provide one stop service for construction services. Relying on Shanshui Heavy Industries, the Group will build a platform for production and services with integration of the entire industrial chain covering design and planning, equipment production, and installation and construction for the building materials industry.

3. Continue to implement the strategy of talent development. The Group will build a high quality cadre team and build a high level of talent and intelligence. We will innovate policies, expand the platform, expand the talent team size and improve the quality of the talent team. We will establish the “talents nurturing bases of China Shanshui Group” as designated demonstration units, and encourage enterprises covered by such units to recruit and select certain cadres for further cultivation. The Group will strengthen the talent incentive to determine remuneration based on the actual performance; map out a promotion program and employees’ career plans so as to institutionalize the cultivation of talents; encourage the employees, veteran or new comer, to act on the enterprise spirit in work and cultural integration so as to enhance corporate cohesion and sense of belonging and in turn keep and attract talents.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(b) Business outlook of the Company (Continued)

II. Focus on three tasks by aiming for the objectives (Continued)

- (II) Take “Four Relationships” as a guide to further improve the cohesion of enterprise development

First, paying close attention to the relationship between “carrying forward advantages” and “strengthening weaknesses”, adhering to highlight its strengths and address its weaknesses, and making new progresses in improving the quality and efficiency of development. With great advantages in development as well as a lot of shortcomings, we should continue to work hard on transformation and upgrading, industrial agglomeration and innovation.

Second, paying close attention to the relationship between “total expansion” and “improvement of quality and efficiency,” adhering to the improvement in both quantity and quality and making new progresses in accelerating the replacement of old growth drivers with new ones. We will be determined in shutting down outdated production capacity, accelerate the promotion of digitalization and intelligence, promote the transformation and upgrading of traditional products, seize the opportunity of the new scientific and technological revolution, vigorously cultivate new products, focus on building green building materials industry parks, aggregate and form industrial clusters, and speed up the construction of “Internet +” and “Cement +”.

Third, paying close attention to the relationship between “strengthening internal capabilities” and “receiving external assistance”, adhering to coordination, and making new progresses in promoting high-quality development. We should not only focus on our internal strengths and do well in cement, clinker and other businesses, but also take advantage of external assistance to create new ideas and methods, and introduce more projects and cases through the creation of green industrial parks.

Fourth, paying close attention to the relationship between “focusing on business operation” and “maintaining the ecology”, adhering to prioritise ecology and making new progresses in promoting green development. We will insist on the governance of the “mountain”, make all efforts to promote the management of the mountain, ecological rehabilitation, so that the “green” landscape represents the beautiful mountains and lakes.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(b) Business outlook of the Company (Continued)

II. Focus on three tasks by aiming for the objectives (Continued)

(III) With all-out efforts to promote the three major projects as a guarantee, further enhance the vitality of enterprise development

1. To promote the projects of quality and efficiency improvement to further improve the quality of economic operation and insist on quality first, efficiency first, strengthen management, deepen internal potential and promote high-quality development of the enterprise by guaranteeing quantity and increasing efficiency.
2. To promote reforms, innovations transformation and upgrading projects to further enhance the driving force for high-quality development.

First, promoting management innovation and improving corporate management standards. We will accelerate the construction of ERP system in accordance with requirements of marketization and modern enterprise system, and actively build a new management and operation model that is compatible with the reform of the Group's system and mechanism. We insist on governing enterprises according to law, and in accordance with the functional positioning of the group's headquarters, operating areas, and subsidiaries (branches), speed up the adjustment and rationalization of management process, timely revise and improve various management systems, and comprehensively improve corporate management standards and scientific governance capabilities.

Second, endeavoring to promote the construction of "Internet+" and continuously improving the Group's level of procurement and supply management. Focusing on the work objective of "131" ("1" is for guaranteed supply; "3" is for the three platforms of logistics port + smart logistics + online mall"; "1" is for shared warehousing), it will start the "benchmark upgrading" activity of procurement and supply management to continuously improve the Group's level of procurement and supply management; it will further optimize and improve the landing platform for centralized mining in logistics ports, focusing on coal mining work, and comprehensively promote the landing of the strategic cooperation unit's centralized mining materials; it will establish and improve the "internet freight business" smart logistics and transportation platform, and expand the business scope and reduce transportation costs based on the business experience of the pilot operation in West Shandong operation area; the Group will fully launch the Alibaba procurement platform, sort out and clarify the list of online procurement materials, and continuously expand the scope of online procurement materials.

(V) Management Discussion and Analysis (Continued)

5. OUTLOOK FOR 2020 (CONTINUED)

(b) Business outlook of the Company (Continued)

II. Focus on three tasks by aiming for the objectives (Continued)

(III) With all-out efforts to promote the three major projects as a guarantee, further enhance the vitality of enterprise development (Continued)

3. Third, making every effort to promote the construction of harmonious enterprises and furthering optimize the development environment of the enterprise. The entire group must firmly establish a staff-centric philosophy, continuously strengthen and improve people's livelihood, and strive to create a harmonious and stable environment for reform and development.

Looking forward to 2020, we are full of anticipation that building a century-old enterprise is the common aspiration of all employees. Under the current situation of cement industry, high-quality development is a profound change that affects the entire development of enterprises. The Company will, with the efforts of all its employees, keep improving the quality of its operations to take business development to a new level, and build itself into a top-notch player in the industry. Meanwhile, it will earnestly fulfill social responsibility, and reward its shareholders and employees and the society with excellent performance.

(VI) Report of the Directors

The Directors hereby present the annual audited financial statements of the Group for the year ended 31 December 2019:

1. MAJOR INVESTMENT DURING THE REPORTING PERIOD

(1) The major investments were:

Serial No.	Name of Project	Status	Amounts invested during the Reporting Period (RMB'000)
1	Green intelligent production demonstration line of Pingyin Shanshui Cement Co., Ltd.	Under construction	68,932
2	2-million-tonne/year environmental concrete aggregate and machine-made sand production line of Yingjisha Shanshui Cement Co., Ltd.	Operation commenced	43,768
3	Cement clinker line and ancillary residual heat of Shuozhou Shanshui New Era Cement Co., Ltd.	Operation commenced	26,511
4	4,000-tonne/day clinker ancillary residual heat power generation and 1-million-tonne/year cement grinding station of Linfen Shanshui Cement Co., Ltd.	Operation commenced	22,367
5	4,000-tonne/day clinker ancillary residual heat power generation of Lvliang Yilong Cement Co., Ltd.	Operation commenced	11,340
6	Spring water project with an annual capacity of 26,000 tonnes of Shandong Runshengyuan SpringWater Co., Ltd.	Operation commenced	10,110

The funds required for the above construction are supported by the own funds generated by the Group's operating activities.

(2) Capital increase in subsidiaries during the Reporting Period

During the Reporting Period, there was no material capital increase in the Group's subsidiaries.

(3) Disposal or de-registration of subsidiaries during the Reporting Period

During the Reporting Period, no major subsidiary of the Group has been disposed or de-registered.

(VI) Report of the Directors (Continued)

2. MAJOR SUBSIDIARIES WITH CONTROLLING INTERESTS

The Company is an investment holding company. As at 31 December 2019, the Company had controlling interests in 113 subsidiaries. For details, please refer to “(IV) Corporate Profile” of this report. There were no significant changes in the nature of the Group’s principal businesses in 2019.

During the Reporting Period, the top 5 most profitable subsidiaries were as follows:

Name of company	Revenue <i>(RMB'000)</i>	Profit from operations <i>(RMB'000)</i>	Net profit <i>(RMB'000)</i>
Pingyin Shanshui	937,348	390,659	300,973
Linqu Shanshui	884,835	293,966	223,198
Yantai Shanshui	760,771	275,062	213,572
Anqiu Shanshui	776,321	273,726	190,731
Zibo Shanshui	825,983	284,872	168,626

3. FINAL DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 December 2019, because of the on-going winding-up petition in the Cayman Islands and the fact that while the winding-up petition is still outstanding, the Company will need to apply for a validation order from the Grand Court to validate the payment of dividend. Given the amount of time and uncertainty in relation to the application for the validation order, the Board does not propose the payment of any dividend this year.

(VI) Report of the Directors (Continued)

4. TAX REDUCTION AND EXEMPTION

The Company is not aware of any tax reduction and exemption granted to shareholders due to their holdings of the securities of the Company.

5. MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2019, total sales attributable to the top five customers of the Group were less than 30% of total sales of the Group, and total purchases attributable to the top five suppliers of the Group were less than 30% of total purchases of the Group.

None of the Directors, nor their respective close associates (as defined in the Listing Rules) nor, to the knowledge of the Board, shareholders holding 5% or more of the issued shares of the Company has interests in any of the five largest customers or five largest suppliers of the Group for the year ended 31 December 2019.

The major raw materials and energy used by the Group are mainly denominated in RMB.

6. TOTAL ASSETS

As at 31 December 2019, the total assets of the Group were RMB26,827,805,000, representing an increase of RMB755,092,000 compared to the end of 2018, mainly due to the increase in inventories.

7. DISTRIBUTABLE RESERVES

As at 31 December 2019, the distributable reserves of the Company, as calculated based on the Companies Law of the Cayman Islands, amounted to RMB3,216,972,000, which includes the share premium account and accumulated losses, details of which please refer to Note 42 to the Financial Statements. No dividend may be paid out of the distributable reserves unless immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

Influenced by the winding up petitions (please refer to the section headed "(X). Major Events - 1. Material Litigation in the Cayman Islands" in this annual report for more information), any disposition of the Company's property (including dividend payments) will be void, unless they fall within the scope of the validation order made on 11 October 2018 or other validation order sanctioned by the Grand Court.

(VI) Report of the Directors (Continued)

8. LOANS AND BORROWINGS

Details of the Group's loans and borrowings as at 31 December 2019 are set out in Notes 24–26 to the Financial Statements.

9. BUSINESS REVIEW, OUTLOOK AND MAJOR RISK FACTORS

Relating to the details of the material development of the Group in 2019, a fair review of the business and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, a description of the principal risks and uncertainties faced by the Group and the outlook of the Group's business are provided under the two sections headed "(IV). Corporate Profile" and "(V). Management Discussion and Analysis" in this annual report. Particulars of important events affecting the Group after 31 December 2019, if any, can also be found in the Notes to the Financial Statements. Each of the above-mentioned relevant contents form an integral part of this Report of the Directors.

10. DIRECTORS

The Directors as at the date of this report are listed below:

(1) As of the date of this report, the members of the Board of the Company are set out below:

Name	Position	Gender	Age	Term of office
CHANG Zhangli (常張利)	Chairman and Executive Director	M	49	23 May 2018 – Now
WU Ling-ling (吳玲綾)	Executive Director	F	54	23 May 2018 – Now
CHANG Ming-cheng (張銘政)	Independent Non- Executive Director	M	65	23 May 2018 – Now
LI Jianwei (李建偉)	Independent Non- Executive Director	M	46	23 May 2018 – Now
HSU You-yuan (許祐淵)	Independent Non- Executive Director	M	65	4 September 2018 – Now

(VI) Report of the Directors (Continued)

11. PERMITTED INDEMNITY

During the Reporting Period, a directors' and officers' liability insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

12. AUDITOR

During the Reporting Period, the Company has appointed Moore Stephens CPA Limited as the auditor of the Company. Moore Stephens CPA Limited will retire and a resolution for its re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

13. DONATIONS

For the year ended 31 December 2019, the Group contributed RMB17,150,000 to charitable and other donations (2018: RMB9,998,000).

14. COMPETING BUSINESS

None of the Directors had any interest in any business which competes or may compete, either directly or indirectly, with the business of the Group.

15. MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company.

16. KEY RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group's management policies, working environment, career prospects and employees' benefits have contributed to building a good employee relations and employee retention of the Group. The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees including medical benefits, social insurance, provident funds, bonuses and a share option scheme. The management regularly reviews its employee's remuneration packages to ensure they are up to prevailing market standard.

The Group has established long-term business relationships with its major customers and suppliers. The Group will endeavour to maintain its established relationship with these existing customers and suppliers.

(VI) Report of the Directors (Continued)

17. DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES OF THE COMPANY AND OTHER CORPORATIONS

Other than the share option as disclosed under the heading of "Share Option Scheme", at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

18. EQUITY-LINKED AGREEMENT

Other than the share option scheme adopted by the Company as disclosed under the heading of "Share Option Scheme", no equity-linked agreements were entered into during the Reporting Period or subsisted as at the end of the Reporting Period.

19. AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company has adopted the Amended and Restated Memorandum and Articles of Association by special resolution passed on 30 May 2019. For further details, please refer to the announcements published by the Company on 21 March 2019 and 30 May 2019.

20. ISSUE OF SHARES AND DEBENTURES

During the Reporting Period, the Company did not issue new shares or debentures.

21. COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

22. CONNECTED TRANSACTIONS

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the connected transactions the Company conducted in the year 2019.

23. MAJOR EVENTS

Please refer to the section headed "(X). Major Events" in this report.

(VI) Report of the Directors (Continued)

24. CHANGE OF REGISTERED OFFICE AND ADDRESS OF PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

With effect from 1 April 2020, the registered office and the address of the principal share registrar and transfer office of the Company in the Cayman Islands, Tricor Services (Cayman Islands) Limited, has been changed to Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands. For details, please refer to the announcement of the Company dated 20 March 2020.

25. ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In relation to the Company's environmental policies and performance, Company is preparing an environment, social and governance report in accordance with the Environmental, Social and Governance Reporting Guide published by the Stock Exchange, which is expected to be published on or before 30 June 2020.

26. DISCUSSION ON QUALIFIED OPINION

(a) Management analysis on the impact of the qualified opinion on the Company's financial position

The management, through the Audit Committee, noted that the Financial Statements had been subject to the qualified opinion of the Auditor (the "**Audit Qualification**"), on the basis as set out in the section headed "Basis of the Qualified Opinion" in the Independent Auditor's Report. The matters which gave rise to the qualified opinion related to the comparative information of the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows due to various limitations in evidence available to the Auditor in relation to scope limitations on the impairment assessment of (i) the Group's interests in associates and (ii) investment in Jinan Changqing Shanshui Micro Finance Co., Ltd. and Xinghao Cement.

Given the Audit Qualification relates to the comparability of the 2019 figures and the corresponding figures in 2018 in the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows, the management is of the view that the Audit Qualification does not have any actual impact on the consolidated financial position of the Group as at 31 December 2019 and the consolidated financial performance and consolidated cash flow of the Group for the year then ended.

(VI) Report of the Directors (Continued)

26. DISCUSSION ON QUALIFIED OPINION (CONTINUED)

(b) The management's and the Audit Committee's view on the Audit Qualification

The management was given to understand the basis of the Audit Qualification due to the inherent limitation carried forward from previous years. The management has considered the Auditor's view as mentioned in the "Basis for Qualified Opinion" of the Independent Auditor's Report and considers the Audit Qualification has been properly addressed.

The Audit Committee has also reviewed the Independent Auditor's Report, which highlighted, among other things, the key issues and findings during their audit and the details of the Audit Qualification. For the year ended 31 December 2019, there are no disagreements between the Audit Committee and the management of the Company concerning the Audit Qualification.

(c) The Company's proposed plans and timetable to address the Audit Qualification

The Company has taken all reasonable measures to address the Audit Qualification and the Board expects the Audit Qualification will not be carried forward to the Group's financial statements for the year ending 31 December 2020.

On behalf of the Board
China Shanshui Cement Group Limited
CHANG Zhangli
Chairman

20 March 2020

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors

1. CHANGES IN SHARE CAPITAL AND GENERAL INFORMATION ON THE LISTING OF SHARES

As of 31 December 2019, the Company's authorised share capital was US\$100,000,000 divided into 10,000,000,000 Shares of par value of US\$0.01 each.

During the Reporting Period, the Company has not issued new Shares.

As of 31 December 2019, the Company has issued a total of 4,353,966,228 Shares.

2. SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS

(1) Shareholdings of substantial shareholders

As of 31 December 2019, the interests or short positions of persons, other than the Directors and Chief Executive of the Company, in the Shares and underlying shares of the Company, which would be required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which would be required to be recorded in the register maintained under section 336 of the SFO, were as follows:

Name of shareholder	Number of Ordinary Shares interested ⁽¹⁾	Nature of interests	Percentage of Shares in issue
LI Liufa ^(2a)	951,462,000 (L)	Interests of corporations controlled by substantial shareholder	21.85%
LI Fengluan ^(2a)	951,462,000 (L)	Interests of corporations controlled by substantial shareholder	21.85%
Tianrui Group Company Limited ^(2a)	951,462,000 (L)	Interests of corporations controlled by substantial shareholder	21.85%
Tianrui (International) Holding Company Limited ^(2a)	951,462,000 (L)	Beneficial owner	21.85%
China Bohai Bank Co., Ltd. Dalian Branch ^(2b)	791,000,000 (L)	Security interest in shares	18.17%
China Shanshui Investment Company Limited ⁽³⁾	847,908,316 (L)	Beneficial owner	19.47%
Asia Cement Corporation ⁽⁴⁾	428,393,000 (L)	Interests of corporations controlled by substantial shareholder	9.84%
	331,878,315 (L)	Beneficial owner	7.62%
	142,643,000 (L)	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under s.317(1)(a) and s.318 of the SFO	3.28%

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors (Continued)

2. SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(1) Shareholdings of substantial shareholders (Continued)

Name of shareholder	Number of Ordinary Shares interested ⁽¹⁾	Nature of interests	Percentage of Shares in issue
Yu Yuan Investment Corporation Limited	142,643,000 (L) 760,271,315 (L) ⁽⁵⁾	Beneficial owner Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under s.317(1)(a) and s.318 of the SFO	3.28% 17.46%
China National Building Material Group Co., Ltd. ⁽⁶⁾	563,190,040 (L)	Interests of corporations controlled by substantial shareholder	12.94%
China National Building Material Company Limited ⁽⁶⁾	563,190,040 (L)	Interests of corporations controlled by substantial shareholder	12.94%
China Building Material Holdings Co., Limited ⁽⁶⁾	563,190,040 (L)	Beneficial owner	12.94%
Cithara Investment International Limited	483,260,335 (L)	Investment Manager	11.10%
Cithara Global Multi-Strategy SPC-CMB Chung Wai Greater China Alpha Strategy SP	483,260,335 (L)	Beneficial owner	11.10%

Notes:

- (1) The letter "L" denotes a long position in such Shares.
- (2a) LI Liufa and LI Fengluan (spouse of LI Liufa) owned 70% and 30% respectively of Tianrui Group Company Limited, which owned 100% of Tianrui (International) Holding Company Limited.
- (2b) On 22 March 2016, Tianrui Group Company Limited, the Company's substantial shareholder, notified the Company that it has pledged 791,000,000 shares of the Company in favor of China Bohai Bank Co., Ltd. for a bank loan.
- (3) According to the Form 2 filed on 18 November 2014, ZHANG Caikui is the person in accordance with whose directions China Shanshui Investment Company Limited or its directors are accustomed to act.
- (4) The interest in 331,878,315 shares of the Company was held by several direct or indirect subsidiaries of Asia Cement Corporation. The interest in 142,643,000 shares of the Company was held by Yu Yuan Investment Corporation Limited, which is the party to the agreement under Section 317.
- (5) Asia Cement Corporation is the party to the agreement under Section 317.
- (6) China National Building Material Company Limited was a controlled corporation of China National Building Material Group Corporation Co., Ltd. (中國建材集團有限公司) (formerly known as China National Building Material Group Corporation (中國建築材料集團有限公司)), which owned 100% of China Building Material Holdings Co., Limited.
- (7) The number of issued shares of the Company as at 31 December 2019 was 4,353,966,228.

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors (Continued)

2. SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

(1) Shareholdings of substantial shareholders (Continued)

Save as disclosed above, and so far as the Directors are aware, as of 31 December 2019, no person, other than Directors or the Chief Executive of the Company, had an interest or short position in the Shares or underlying shares of the Company which would need to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which would be required to be recorded in the register maintained pursuant to Section 336 of the SFO.

(2) Directors' and Chief Executives' Interests in the Shares, Underlying Shares and Debentures

As of 31 December 2019, none of the Directors or the chief executives of the Company had any interest or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations, which would be required to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which would be required to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

3. PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors (Continued)

4. SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to a Shareholders' resolution passed on 14 June 2008 (the "**Adoption Date**"). Save for the Share Option Scheme, the Company has no other share option scheme currently in force.

At the Adoption Date, a mandate limit was approved to allow the Company to grant options entitling holders to subscribe for Shares not exceeding 10% of the then issued Shares as at the date of the approval of the Share Option Scheme, which amounted to 260,336,000 options to subscribe for 260,336,000 Shares (the "**Existing Scheme Mandate Limit**"). During the period from the Adoption Date to the date of this report, no refreshment of the Existing Scheme Mandate Limit has been approved by the Shareholders.

Since the adoption of the Share Option Scheme, options to subscribe for 7,400,000 Shares were granted on 25 May 2011 (the closing price of the Shares as at the date of grant was HK\$7.83 per Share) and options to subscribe for 163,700,000 Shares (not including the options to subscribe for 20,000,000 Shares and 23,600,000 Shares conditionally granted to ZHANG Bin and ZHANG Caikui (ZHANG Caikui was deemed to be a substantial Shareholder due to his interest in CSI and ZHANG Bin is his associate), respectively, subject to the approval of the Shareholders which has not yet been obtained) were granted on 27 January 2015 (the closing price of the Shares as at the date of grant was HK\$3.68 per Share).

By virtue of the High Court Miscellaneous Proceedings No. 593 of 2015 ("HCMP 593/2015"), CSI has commenced an injunction application to apply to set aside the grant of the 207,300,000 share options in early 2015. A Consent Summons with Wong & Lawyers (for CSI in its capacity as minority shareholders) and Mayor Brown JSM (for CSI in its corporate capacity) was signed on 6 January 2016 in which the Company gave an undertaking to the High Court that it will not take steps to implement the share options offered as described in its public announcement dated 27 January 2015 until 28 days from the handing down of the judgment in relation to the substantive hearing of the Petitioner's Summons dated 17 August 2015 or until further Order of the Court.

Since no extraordinary general meeting of the Company was held for the approval of the grant of 43,600,000 options in aggregate conditionally granted to ZHANG Bin and ZHANG Caikui, such options have not been granted.

Out of the options to subscribe for 7,400,000 Shares granted on 25 May 2011, 400,000 Shares were lapsed in accordance with the terms of the Share Option Scheme and therefore will not be counted for the purpose of the Existing Scheme Mandate Limit pursuant to Note 1 to Rule 17.03(3) of the Listing Rules.

Out of the options to subscribe for 163,700,000 Shares granted on 27 January 2015, 41,800,000 Shares were lapsed in accordance with the terms of the Share Option Scheme and therefore will not be counted for the purpose of the Existing Scheme Mandate Limit pursuant to Note 1 to Rule 17.03(3) of the Listing Rules.

Save for the above, none of the options granted on 25 May 2011 and 27 January 2015 have been exercised or cancelled or lapsed.

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors (Continued)

4. SHARE OPTION SCHEME (CONTINUED)

Accordingly, taking into account all the options granted and conditionally granted, the outstanding Existing Scheme Mandate Limit as of the date of this report is 131,436,000 Shares, representing approximately 50.49% of the Existing Scheme Mandate Limit and approximately 3.02% of the share capital in issue (4,353,966,228 Shares) as at the date of this report.

The Shares that will be issued upon full exercise of the options currently granted under the Share Option Scheme are 128,900,000 Shares, representing approximately 2.96% of the share capital in issue (4,353,966,228 Shares) as of 31 December 2019.

Details of the options are set out as follows:

Type of Grantee	Date of Grant	Vesting period	Exercise period	Exercise price	Outstanding as at 1.1.2019	Number of Share Options				Outstanding as at 31.12.2019
						Exercised during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Expired during the Reporting Period	
Employees and directors of subsidiaries and associates	25 May 2011	Nil	25 May 2011 – 24 May 2021	HK\$7.90	7,000,000	-	-	-	-	7,000,000
	27 January 2015	Six months after the date of grant	27 July 2015 – 26 January 2025	HK\$3.68	130,400,000	-	(8,500,000)	-	-	121,900,000
					137,400,000	-	(8,500,000)	-	-	128,900,000

(VII) Share Capital and Shareholdings of Substantial Shareholders and the Directors (Continued)

4. SHARE OPTION SCHEME (CONTINUED)

Summary of the principal terms of the share option scheme

The purpose of the Share Option Scheme is to provide an incentive for the Qualified Participants (as defined below) to work with commitment towards enhancing the value of the Company and the Shares for the benefit of the Shareholders, and to retain and attract talents and working partners whose contributions are or may be beneficial to the growth and development of the Group.

Subject to the terms of the Share Option Scheme, the Board may at its discretion grant options to (i) any executive director, or employee (whether full time or part time) of the Company, any member of the Group or any entity in which any member of the Group holds an equity interest (“**Invested Entity**”); (ii) any non-executive director (including independent non-executive director) of the Company, any member of the Group or any Invested Entity; (iii) any supplier of goods or services to the Company, any member of the Group or any Invested Entity; (iv) any customer of the Company, any member of the Group or any Invested Entity; and (v) any such person (including but not limited to consultant, adviser, contractor, business partner or service provider of the Company or any member of the Group or any Invested Entity) who in the absolute discretion of the Board has contributed or will contribute to the Group (collectively “**Qualified Participants**”).

Unless approved by the Shareholders in general meeting in the manner prescribed in the Listing Rules, the Board shall not grant options to any grantee if the acceptance of those options would result in the total number of shares issued and to be issued to that grantee on exercise of his options during any 12-month period exceeding 1% of the total Shares then in issue.

The validity of the options granted by the Board on 25 May 2011 shall be ten years from 25 May 2011. The validity of the options granted by the Board on 27 January 2015 shall be ten years from 27 January 2015.

The price at which the Shares may be subscribed upon exercise of an option granted shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets on the date of grant (and which must be a business day); (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

5. PRE-EMPTIVE RIGHTS

Pursuant to the Articles of Association and the laws of the Cayman Islands, the Company is not required to offer to its existing shareholders the pre-emptive right to acquire new shares in proportion to their shareholdings.

(VIII) Basic Information on Directors, Senior Management and Employees

1. AS OF THE DATE OF THIS REPORT

(1) The members of the Board of the Company are set out below:

Name	Position	Gender	Age	Term of office
CHANG Zhangli (常張利)	Chairman and Executive Director	M	49	23 May 2018 – Now
WU Ling-ling (吳玲綾)	Executive Director	F	54	23 May 2018 – Now
CHANG Ming-cheng (張銘政)	Independent Non-Executive Director	M	65	23 May 2018 – Now
LI Jianwei (李建偉)	Independent Non-Executive Director	M	46	23 May 2018 – Now
HSU You-yuan (許祐淵)	Independent Non-Executive Director	M	65	4 September 2018 – Now

(2) Biography of Directors and senior management

(a) Executive Directors

Mr. CHANG Zhangli, aged 49, has been an executive Director of the Company since 23 May 2018 and is the Chairman of the Board, the chairman of both the Executive Committee and the Nomination Committee of the Company as well as the director of various subsidiaries of the Company, including China Pioneer Cement (Hong Kong) Company Limited, China Shanshui Cement Group (Hong Kong) Company Limited and Shandong Shanshui Cement Group Company Limited. Mr. CHANG has approximately 30 years of experience in handling listing-related matters for listed companies, with participation in all major matters of China National Building Material Company Limited relating to the global offering of the shares, listing of shares on the Stock Exchange, additional issue of shares as well as merger through absorption. Mr. CHANG has served as the deputy general manager of China National Building Material Group Co., Ltd. since July 2018, as a non-executive director of China National Building Material Company Limited (“CNBM”), whose shares are listed on the Main Board of the Stock Exchange (stock code: 3323) since June 2018, as a director of China Jushi Co., Ltd., whose shares are listed on Shanghai Stock Exchange (stock code: 600176) since July 2005, and as the non-executive director of China Conch Venture Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 586) since March 2019. Mr. CHANG has been serving as an executive director, the vice president and the secretary to the Board of CNBM since November 2011, August 2006 and March 2005 respectively, and hold office until June 2018. Mr. CHANG has been serving as a director of Beijing New Building Materials Public Limited Company, a company listed on Shenzhen Stock Exchange (stock code: 786) from July 2008 to April 2019. Mr. CHANG has served as directors and other key positions in many important subsidiaries of CNBM since 2005. Mr. CHANG has also been serving as senior management or director in subsidiaries of China National Building Material Group Co., Ltd.. Mr. CHANG is an engineer who received a bachelor’s degree in engineering from Wuhan Polytechnic University (now Wuhan University of Technology) in July 1994 and received an MBA degree from Tsinghua University in July 2005. Currently, Mr. CHANG concurrently serves as the vice president of the Listed Companies Association of Beijing, the vice president of China Association for Public Companies and the vice president of China Association of Work Safety. Mr. CHANG was awarded the first prize of National Corporate Management Modernization and Innovation Achievements (國家級企業管理現代化創新成果).

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(a) Executive Directors (Continued)

Ms. WU Ling-ling, aged 54, has been an executive Director of the Company since 23 May 2018 and is a member of the Executive Committee and the Nomination Committee of the Board of the Company as well as the director of various subsidiaries of the Company, including Pioneer Cement, China Shanshui (HK) and Shandong Shanshui. Ms. WU is a financial executive with more than 30 years of experience in working with international public accounting, manufacturing, telecommunications and internet service provider firms. Since July 2007, Ms. WU has served as the chief financial officer and executive vice president of Asia Cement Corporation, a limited liability company incorporated in Taiwan with its shares listed on the Taiwan Stock Exchange Corporation (stock code: 1102). Ms. WU serves as a director and supervisor for more than 30 companies including being a former supervisor and member of the board of directors of Oriental Union Chemical Corporation, a company listed on the Taiwan Stock Exchange Corporation, a supervisor of Jia Hui Power Corporation, a subsidiary of Asia Cement and a joint venture with J Power. Ms. WU was an executive Director of the Company from 14 October 2015 to 1 December 2015. Ms. WU serves as an executive director of Asia Cement (China) Holdings Corporation (whose shares are listed on the Main Board of the Stock Exchange (stock code: 743)) since 1 April 2016. From June 2001 and July 2004, Ms. WU served as the vice president of Audit Department and Corporate Controller of Far EasTone Telecommunications Co., Ltd., also a listed affiliate of FEG. She had served in diverse positions since joining the firm in June 2001. Ms. WU has financial expertise in mergers and acquisitions, working capital management, process control, and regulatory accounting and reporting. She specializes in supporting corporate strategy including streamlining, controllership, and growth initiatives. She has been successful in leading both corporate turnarounds and rapid growth expansion through two initial public equity offerings and multiple acquisitions. Ms. WU is a Certified Public Accountant registered in the United States of America and Taiwan. She received a master of business administration degree having majored in accounting from the California State University, Los Angeles and a master of business administration degree from National Zhengzhi University in Taipei.

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(b) Independent Non-executive Directors

Mr. CHANG Ming-cheng, aged 65, has been an independent non-executive Director of the Company since 23 May 2018 and is the chairman of the Audit Committee, a member of both the Remuneration Committee and the Nomination Committee of the Company. Mr. CHANG received a bachelor degree in mechanical engineering from Taiwan University in 1976 and a master degree in business administration from the University of Michigan in 1978. He passed the U.S. Uniform Certified Public Accountant Examination in May 1978. After working in the United States for one year, he returned to Taiwan in 1979 and joined Deloitte & Touche Taiwan, and became an audit partner in 1990. Between September 1994 and August 1996, he was seconded to Shanghai and involved in the B share listing of Huangshan Tourism and Gujingong Liquor. As an experienced auditor, he had a high level of participation in merger and acquisition activities in the PRC and Taiwan. Since June 2007, he assumed the role of reputation and risk leader at Deloitte & Touche Taiwan and was responsible for its overall quality of services and risk management till his retirement in October 2014. Mr. CHANG has been an executive director of the Accounting Research and Development Foundation and the chairman of the Auditing Standards Committee of Taiwan from April 2011 to March 2020. He also serves as independent director for three Taiwanese public companies, namely Medigen Vaccine Biologics Corporation (高端疫苗生物製劑股份有限公司), Alexander Marine Co., Ltd. (東哥企業股份有限公司) and United AlloyTech Company Ltd. (精確實業股份有限公司). He has been appointed as a supervisor of the Ship and Ocean Industries R&D Center (船舶暨海洋產業研發中心) since January 2019.

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(b) Independent Non-executive Directors (Continued)

Mr. LI Jianwei, aged 46, has been an independent non-executive Director of the Company since 23 May 2018 and is the chairman of the Remuneration Committee, a member of both the Nomination Committee and the Audit Committee of the Company. Mr. LI is a Juris Doctor, a professor of Commercial Law at China University of Political Science and Law and a supervisor of doctoral students. He also serves as the director of Department of Law and Commerce of Business School, deputy chairman of Academic Committee of Business School, as well as the deputy director of the Institute of Commercial Law. His main research areas include, among others, civil and commercial law, corporate law, securities law, corporate governance etc. He is a well-known young and middle-aged company law expert in China who has made outstanding achievements in the research of a broad range of commercial laws including company law, securities law, insurance law, investment fund law and trust law etc. He worked as a post-doctoral researcher at the Business School of the Renmin University of China from 2002 to 2004, a senior visiting scholar at the Law School of University of The New South Wales, Australia from 2008 to 2009 and a visiting professor at the Law School of The Aoyama Gakuin University in Japan from 2013 to 2015. His past positions also include the executive director and secretary general of the Commercial Law Research Society of China Law Society, executive director of China Association of Business Law, member of the 1st and 2nd Hong Kong and Macau Law Committee of Zhuhai Hengqin New Area, member of Expert Advisory Committee of courts such as Guangzhou Intermediate People's Court, instructor of judges in courts such as Bao'an District People's Court of Shenzhen, and arbitrator of arbitration committees in Beijing, Fuzhou, Changsha and Zhuhai etc. He has been in charge of more than 10 national and provincial level projects under the National Social Science Fund of China, Humanities and Social Science Fund of the Ministry of Education, rule of law theory projects of the Ministry of Justice and social science projects under Beijing Social Science Fund. He has been in charge of the Youth Research Innovation Team Project of Commercial Law in China University of Political Science and Law for 6 years from 2012 to 2018. He has published more than 100 academic papers in publications such as China Legal Science, Chinese Journal of Law and Xinhua Digest, and published more than 10 books and translated works including "A Study of Independent Directors", "Corporate Mechanism, Corporate Management and Corporate Governance" and "Company Law". He has won many awards for research excellence such as the second prize in Dong Biwu Youth Law Achievement Award and the third prize in the 4th China Law Outstanding Achievement Award. As a legal expert, he has successively participated in expert argumentation of a number of legislative and judicial interpretation documents, including, among others, General Principles of Civil Law, Civil Code – Contracts, Company Law, Electronic Commerce Law and Company Law Interpretation (3) (4). He has won the Outstanding Teacher Award of 2011 and Excellent Teacher Award of 2007, 2009, 2010, 2016 of the China University of Political Science and Law. He has been awarded as one of the Ten Teachers Most Welcomed by Undergraduates in 2006, 2008

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(b) Independent Non-executive Directors (Continued)

and 2010. In 2015, he obtained the qualification of independent director from the Shanghai Stock Exchange and is currently the independent director of Hanwang Technology Co., Ltd. (漢王科技股份有限公司), whose shares have been listed on the Shenzhen Stock Exchange (Stock Code: 002362) since April 2018, Linksus Digiwork Marketing Communication Co., Ltd. (靈思雲途營銷顧問股份有限公司) whose shares have been listed on the National Equities Exchange and Quotations (Stock Code: 838290) since May 2017, and China Quanjude(Group) Co., Ltd. (中國全聚德(集團)股份有限公司) whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002186) since 29 December 2018 and serves as the chairman of the board of Beijing Fangyuan Zhonghe Culture Communication Co., Ltd. (北京方圓眾合教育科技有限公司).

Mr. HSU You-yuan, aged 65, has been an independent non-executive Director of the Company since 4 September 2018 and is a member of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Mr. HSU has been the chairman and president of DCH Solargiga GmbH since February 2018 and a non-executive director of Solargiga Energy Holdings Limited (Stock Code: 757) ("Solargiga") since June 2016. He was the CEO of Solargiga from February 2007 to September 2015 and an executive director of Solargiga from February 2007 to June 2016. Mr. HSU was the managing director of Wafer Works Corp. ("WWX") from February 1998 to June 2003 and later became the vice-chairman of the board of WWX in June 2003. WWX is a manufacturer of silicon wafer for the semiconductor industry and is listed on the Gre Tai Securities Market in Taiwan with stock code 6182 since May 2002. He was the managing director of Silicon Technology Investment (Cayman) Corp. and was appointed as the chief executive officer of Solar Technology Investment (Cayman) Corp., responsible for overseeing, amongst others, WWX's investment in the solar energy industry. In March 2006, he was appointed as a director and he was subsequently appointed as the chairman of the board of Jinzhou Youhua Silicon Materials Co., Ltd. in September 2006. Mr. HSU's previous work credentials also include acting as deputy general manager of Mosel Vitelic Inc., a company listed on the Taiwan Stock Exchange with stock code 2342 and as a member of the board of directors and executive vice-president of Mosel Vitelic (Hong Kong) Limited, a subsidiary of Mosel Vitelic Inc. Mr. HSU had also made contributions to non-commercial sectors in the past. He served as a researcher, a deputy director, and the director of business department of the Executive Yuan Development Fund of Taiwan (Executive Yuan Development Fund is now known as National Development Fund, Executive Yuan). He was also a lecturer of Statistics and Managerial Mathematics for the business administration department at the Chinese Culture University and published the Supply and Demand Models of Cement in Taiwan in the Taiwan Economy (Issue 59 of 1981) of the Economic Planning and Mobilization Council Taiwan Provincial Government. Mr. HSU obtained his bachelor's degree in Statistics from National Cheng Kung University in 1978 and his master's degree in International Business Administration from Chinese Culture University in 1980.

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(c) Senior management

Mr. Li Huibao, aged 58, was appointed as the president of Shandong Shanshui in July 2019. Mr. Li received an MBA degree from Tsinghua University in 2006 and received a PhD degree in management from Tianjin University. Mr. Li has rich work experiences. He served as a teacher in 1981, and has undertaken leadership positions in several governmental departments since 1988. From May 2001 to August 2004, he served as an assistant commissioner in Rikaze, Tibet and secretary of the Party Committee at Bailang County, Tibet, where he put forward new ideas of adjusting the structure of the agriculture industry, developing “green” vegetables, and creating integration of “companies+bases+farmers” to improve the income level of farmers. From December 2005 to March 2012, he served as the head of Grain Bureau of Jinan City, where he focused on settling various tasks for the steady development of grain system. In 2005, he published a book titled “Research on Jinde Li Development Strategy” (《金德利發展戰略研究》). The experience of grain reform and development in Jinan was determined as the “Jinan Model” which has been promoted nationwide. From March 2012 to May 2017, Mr. Li served as director of Economic and Information Committee of Jinan City (濟南市經濟和信息化委員會). Jinan was rated as the “Top Ten of the Most Innovative Cities in China’s Logistics Industry” (中國物流業十大最具創新力城市). From May 2017 to March 2019, he served as deputy secretary of Politics and Law Committee of Jinan City and director of Social Comprehensive Governance Office of Jinan City. Mr. Li is currently a member of the fourteenth Committee of the Chinese People’s Political Consultative Conference in Jinan.

Mr. WANG Mingbo, aged 57, was appointed as a director and vice president of Shandong Shanshui in July 2018, mainly responsible for managing the daily affairs of Shandong Shanshui. Mr. WANG graduated from Jinan Textile Industry School (濟南紡織工業學校) and successively studied industrial enterprise management and economic management at Shandong University of Technology (山東工業大學) and Shandong Provincial School of the Communist Party of China (山東省委黨校) as a part-time student. He is a member of the Communist Party of China. Mr. WANG has 29 years of experience in governments and over 30 years of experience in economy management. Mr. WANG served the Technology Development Company of Jinan Economic Committee from August 1987 to October 1990, responsible for the management of enterprises. From October 1990 to April 2010, he successively served as a deputy-senior staff, a senior staff of the production department, a senior staff of the production department, a deputy director and director of the safety and environment protection department, the head of the office of the petroleum zone and the director of the industrial restructuring and adjustment division con the head of the supervision office of key technological projects of Jinan Economic Committee. He was the director of the planning and technological transformation department of Jinan Economic and Information Technology Committee from April 2010 to June 2012; the deputy head of Jinan Economic and Information Technology Committee from June 2012 to July 2018. Mr. WANG has been the chairman and a deputy general manager of Jinan Industrial Development and Investment Group Company Limited (濟南產業發展投資集團有限公司) since July 2018.

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

1. AS OF THE DATE OF THIS REPORT (Continued)

(2) Biography of Directors and senior management (Continued)

(d) Company secretary

Ms. LEE Mei Yi has been appointed as the company secretary of the Company on 16 December 2019. Ms. LEE is an Executive Director of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. LEE has over 25 years of experience in the corporate secretarial field, holds an Honours Bachelor's Degree in Accountancy and is a Chartered Secretary and a Fellow of both The Hong Kong Institute of Chartered Secretaries ("HKICS") and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms. LEE is also a holder of the Practitioner's Endorsement from HKICS.

The Company's primary contact person with Ms. LEE is Ms. WU Ling-ling, an executive director.

2. APPOINTMENT AND RETIREMENT OF DIRECTORS AND SENIOR MANAGEMENT DURING THE REPORTING PERIOD

On 16 December 2019, Ms. LO Yee Har Susan resigned as the company secretary of the Company while Ms. LEE Mei Yi was appointed as the company secretary of the Company.

3. SERVICE CONTRACTS OF DIRECTORS

The Company has entered service contracts with each of Mr. CHANG Zhangli, Ms. WU Ling-ling, Mr. CHANG Ming-cheng and Mr. LI Jianwei. Their respective term of office (starting from 23 May 2018) and other terms and conditions are determined by the Board. Each of the aforesaid persons is entitled to receive annual salary which shall be determined by the Board with reference to their respective qualification, experience, positions in the Company and duties as well as the prevailing market situation. The Company has entered into a service contract with Mr. HSU You-yuan with a term of three year from 4 September 2018 to 3 September 2021. Pursuant to the letter of engagement of Mr. HSU, his remuneration as an independent non-executive Director shall be no more than RMB1 million per year, which is determined with reference to the salary paid by the comparable companies and his experience, duty and performance. Each of them is subject to retirement by rotation and re-election in accordance with the Articles of Association.

For the year ended 31 December 2019, none of the Directors had entered or proposed to enter into a service contract with any member of the Group which will not expire or is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, none of our Directors has or is proposed to enter into any service contract with any member of our Group.

(VIII) Basic Information on Directors, Senior Management and Employees (Continued)

4. INTERESTS OF DIRECTORS AND SENIOR MANAGEMENT IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

During the Reporting Period, none of the Directors or senior management of the Company had any material interest in any transaction, arrangement or contract of significance which was entered into by the Company or its subsidiaries.

5. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT FOR THE YEAR

Please refer to Notes 11, 12 and 41(d) to the Financial Statements for details of the remuneration of Directors and senior management of the Group during the Reporting Period.

The remuneration policy of the employees of the Group is set up on the basis of their merits, qualifications and competence, including basic salary and performance-based bonus. The performance-based bonus is determined with reference to the performance assessment of the employees of the Group.

The Group's PRC subsidiaries participate in the state-management retirement benefits scheme operated by the local government in compliance with applicable PRC regulations. Subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement benefits scheme.

6. HIGHEST PAID INDIVIDUALS

Please refer to Note 12 to the Financial Statements for details of the remuneration of the five highest paid individuals of the Group during the Reporting Period.

7. HUMAN RESOURCES

As at 31 December 2019, the Group had a total of 18,598 employees. The Group provides retirement insurance, medical insurance and unemployment insurance and makes contributions to the housing provident scheme for its employees in the PRC in accordance with applicable laws and regulations in the PRC. The Group remunerates its employees based on their respective work performance and experience and reviews its employee remuneration policies as and when appropriate.

(IX) Report on Corporate Governance

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board is committed to maintaining good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has applied the principles and code provisions as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 of the Listing Rules.

During the Reporting Period, the Board was not aware of any information which would indicate that the Company did not comply with the code provisions of the CG Code unless otherwise indicated.

Chairman and Chief Executive Officer

According to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual.

The Company did not appoint any Chief Executive Officer and Mr. CHANG Zhangli, the Chairman, undertakes the responsibilities of the Chief Executive Officer. In allowing the two positions to be occupied by the same person, the Company has considered that both positions require in-depth knowledge and considerable experience of the Group’s business. Candidates with the requisite knowledge, experience and leadership are difficult to identify. If either of the positions is occupied by an unqualified person, the Group’s performance could be gravely compromised. Besides, the Board believes that the balance of power and authority will not be impaired by such arrangement as it is adequately ensured by the Board which comprises experienced and high calibre individuals (including executive Directors and independent non-executive Directors).

(IX) Report on Corporate Governance (Continued)

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (CONTINUED)

Re-election of Directors

Code Provision A.4.2 states that all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Under the Company's Articles of Association, the director holding office as Chairman shall not be subject to the retirement provisions. The amendment of this article has been made at the annual general meeting of the Company held on 30 May 2019, and been formally adopted as a special resolution..

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a set of Code of Conduct for Securities Transactions by Directors ("**Code of Conduct**"), the terms of which are not less exacting than the Model Code. Having made specific inquiries to all Directors, all Directors confirmed that they have complied with the Code of Conduct throughout the Reporting Period.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulating the Group's overall strategies, setting management targets, monitoring internal controls and financial management, supervising the performance of our management, developing and reviewing the policies and practices of corporate governance. The Board operates in accordance with established practices (including those relating to reporting and supervision).

(IX) Report on Corporate Governance (Continued)

BOARD OF DIRECTORS (CONTINUED)

Board Composition

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. It should act in the best interest of the Company and its Shareholders at all times. The Board sets strategies for the Company and monitors the performance and activities of the senior management. The management is responsible for the implementation of the Board's decisions and daily management.

The Board currently comprises two Executive Directors, and three Independent Non-executive Directors. The brief biographical details of the Directors are set out in the section headed "(2) Biography of Directors and senior management" of "(VIII) Basic Information on Directors, Senior Management and Employees" of this report. The executive Directors of the Company are responsible for the day to day operations of the Company whereas the Independent Non-executive Directors of the Company are responsible for ensuring a high standard of financial and management reporting to the Board and Shareholders as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

The Board of the Company during the Reporting Period comprises the following Directors:

Executive Directors

Mr. CHANG Zhangli

(appointed on 23 May 2018 as Chairman)

Ms. WU Ling-ling

(appointed on 23 May 2018)

Independent Non-executive Directors

Mr. CHANG Ming-cheng

(appointed on 23 May 2018)

Mr. LI Jianwei

(appointed on 23 May 2018)

Mr. HSU You-yuan

(appointed on 4 September 2018)

None of the members of the Board is related to one another.

(IX) Report on Corporate Governance (Continued)

BOARD OF DIRECTORS (CONTINUED)

Board Meetings

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

Apart from regular Board meetings, the Chairman also held meetings with Independent Non-executive Directors only without the presence of other Directors during the Reporting Period.

Directors' Attendance Records at Board Meetings and General Meetings

During the Reporting Period, the Board held 7 meetings and the Directors' attendance records are as follows:

Name of Directors	Attendance during the Reporting Period
Executive Directors:	
Mr. CHANG Zhangli	7/7
Ms. WU Ling-ling	6/7
Independent Non-executive Directors:	
Mr. CHANG Ming-cheng	7/7
Mr. LI Jianwei	7/7
Mr. HSU You-yuan	7/7

During the Reporting Period, one general meeting was held and the Directors' attendance records are as follows:

Name of Directors	Attendance during the Reporting Period
Executive Directors:	
Mr. CHANG Zhangli	1/1
Ms. WU Ling-ling	1/1
Independent Non-executive Directors:	
Mr. CHANG Ming-cheng	1/1
Mr. LI Jianwei	1/1
Mr. HSU You-yuan	1/1

(IX) Report on Corporate Governance (Continued)

BOARD OF DIRECTORS (CONTINUED)

Chairman and Chief Executive Officer

The principal duties of Chairman are: (a) to lead the Board and ensure that the Board operates effectively and performs its duties and discusses any significant and appropriate matters on a timely basis; (b) to ensure that all Directors at the meetings of the Board are properly informed of the current affairs; (c) to ensure that all Directors receive sufficient information which is complete and reliable, on a timely basis; and (d) to review the implementation of the Board resolutions passed.

The principal duties of Chief Executive Officer are: (a) to oversee the management of the Group's daily production and operations with the assistance of executive Directors and senior management; (b) to implement major strategies and development plans adopted by the Board, including coordination of implementing the Board resolutions, annual business plans and investment proposals of the Company; (c) to prepare the proposal on the establishment of internal management structure, to organise and formulate the roles and responsibilities of various departments, standards of various positions and professional management procedures, to formulate the basic management system and the standards for performance appraisal of management officers of various levels; (d) to propose the engagement, dismissal or re-designation of deputy general managers or financial controller of the Company; (e) to convene and chair the general manager office meetings and professional management seminars; and (f) to perform other duties and exercise other powers granted by the Articles of Association and the Board.

Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

The Company did not appoint any Chief Executive Officer and Mr. CHANG Zhangli, the Chairman, undertakes the responsibilities of the Chief Executive Officer.

In allowing the two positions to be occupied by the same person, the Company has considered that both positions require in-depth knowledge and considerable experience of the Group's business. Candidates with the requisite knowledge, experience and leadership are difficult to identify. If either of the positions is occupied by an unqualified person, the Group's performance could be gravely compromised. Besides, the Board believes that the balance of power and authority will not be impaired by such arrangement as it is adequately ensured by the Board which comprises experienced and high calibre individuals (including Executive Directors and Independent Non-executive Directors).

(IX) Report on Corporate Governance (Continued)

BOARD OF DIRECTORS (CONTINUED)

Independent Non-executive Directors

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

Rule 3.10(1) of the Listing Rules requires that every board of directors of a listed issuer must include at least three Independent Non-executive Directors. Rule 3.21 of the Listing Rules requires that an audit committee shall comprise at least three members, among whom, at least one member shall be an Independent Non-executive Director possessing proper qualification in compliance with the relevant requirements of Rule 3.10(2) of the Listing Rules or appropriate accounting expertise or related financial management expertise. The Company has also complied with the requirement of Rule 3.10A of the Listing Rules relating to the appointment of Independent Non-executive Directors representing at least one-third of the Board.

During the Reporting Period, the Company has met the relevant requirements.

Appointment and Re-election of Directors

The Non-executive Directors (including Independent Non-executive Directors) of the Company are appointed for a specific term of three years, subject to renewal after the expiry of the then current term.

The Company's Articles of Association provides that any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be subject to re-election at that meeting.

Code Provision A.4.2 states that all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Under the Company's Articles of Association, the director holding office as Chairman shall not be subject to the retirement provisions. The proposed amendment of this article has been made at annual general meeting held on 30 May 2019, and been formally adopted as a special resolution..

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

The Respective Responsibilities of the Board and Management, and Their Respective Responsibilities and Contributions to the Issuer

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

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

All Directors, including Independent Non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

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

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

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

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

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

All Directors are encouraged to attend relevant training courses to improve their knowledge and skills. Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. The Company also keeps the Directors informed of the latest updates on the amendments to the Listing Rules and the media coverage published on the Stock Exchange.

The Directors confirmed that they have complied with Code Provision A.6.5. During the Reporting Period, all Directors have participated in continuous professional development by means of attending seminars and/or reading materials to develop and refresh their knowledge and skills.

The individual training record of each existing Director received for year ended 31 December 2019 is set out as follows:

Directors	Type of Training ^{Note}
Executive Directors	
Mr. CHANG Zhangli	A and B
Ms. WU Ling-ling	A and B
Independent Non-executive Directors	
Mr. CHANG Ming-cheng	A
Mr. LI Jianwei	A and B
Mr. HSU You-yuan	A and B

Note:

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

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

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee, for overseeing particular aspects of the Company's affairs. The Audit Committee, Remuneration Committee and Nomination Committee of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Company Information" on page 4.

BOARD COMMITTEES (CONTINUED)

Audit Committee

The Audit Committee consists of three Independent Non-executive Directors, namely Mr. CHANG Ming-cheng, Mr. LI Jianwei and Mr. HSU You-yuan. Mr. CHANG Ming-cheng is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the committee include:

- to monitor the independence of external auditors, the financial reporting process and effectiveness of the risk management and internal control system; and
- to perform the following tasks as set out in Code Provision D.3.1 of the Corporate Governance:
 - (1) to develop and review the Company's policies and practices on corporate governance;
 - (2) to review and monitor the training and continuous professional development of directors and senior management;
 - (3) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
 - (4) to review and monitor the code of conduct and compliance manual of employees and directors; and
 - (5) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During the Reporting Period, the Audit Committee has reviewed the independence of external auditors, the preparation procedures of the financial statements of the Company, the effectiveness of the Company's internal audit function and the effectiveness of the risk management and internal control system, and performed the tasks as set out in Code Provision D.3.1 of the Corporate Governance Code.

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Audit Committee (Continued)

The Audit Committee reviewed the interim and annual consolidated financial statements, including the Group's adopted accounting principles and practices, internal controls, and financial reporting matters in conjunction with the external auditors. The Audit Committee endorsed the accounting treatment adopted by the Company and had the best of its ability assured itself that the disclosure of the financial information in this report complies with the applicable accounting standards and Appendix 16 of the Listing Rules.

The Audit Committee has recommended to the Board that Moore Stephens CPA Limited, Certified Public Accountants, be nominated for re-appointment as external auditors of the Company at the forthcoming annual general meeting of the Company.

The results of the Group for the Reporting Period were reviewed by the Audit Committee at the meeting held on 20 March 2020. At such meeting, the Audit Committee considered and approved the audited financial statements of the Company for the Reporting Period prepared in accordance with IFRS and the internal audit report.

During the Reporting Period, the Audit Committee held 7 meetings and the attendance records of the members of the Audit Committee are as follows:

Name of Members of the Audit Committee	Attendance during the Reporting Period
Mr. CHANG Ming-cheng	7/7
Mr. LI Jianwei	7/7
Mr. HSU You-yuan	7/7

Remuneration Committee

The Remuneration Committee consists of three Independent Non-executive Directors, namely Mr. LI Jianwei, Mr. CHANG Ming-cheng and Mr. HSU You-yuan. Mr. LI Jianwei is the chairman of the Remuneration Committee.

The Remuneration Committee makes recommendations to the Board on the remuneration packages of individual Executive Directors and senior management and is principally responsible for formulating the remuneration policy for the Executive Directors and senior management of the Company and make recommendations to the Board of the Company. The Remuneration Committee is a standing committee of the Board.

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Remuneration Committee (Continued)

During the Reporting Period, the Remuneration Committee has reviewed the remuneration policy for the Executive Directors and senior management of the Company, assessed the annual job performance of and formulated the remuneration packages for the aforesaid persons and made recommendations to the Board of the Company in respect thereof.

Details of the remuneration of the senior management by band are set out in Note 41(d) to the Financial Statements.

During the Reporting Period, the Remuneration Committee held 4 meetings and the attendance records of the members of the Remuneration Committee are as follows:

Name of Members of the Remuneration Committee	Attendance during the Reporting Period
Mr. LI Jianwei	4/4
Mr. CHANG Ming-cheng	4/4
Mr. HSU You-yuan	4/4

Nomination Committee

The Nomination Committee consists of five members, namely Mr. CHANG Zhangli and Ms. WU Ling-ling (both being Executive Directors), Mr. CHANG Ming-cheng, Mr. LI Jianwei and Mr. HSU You-yuan (all being Independent Non-executive Directors). Mr. CHANG Zhangli is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee are (i) to review the structure, size and composition of the Board on a regular basis; (ii) to consider the succession arrangement of the Directors and other senior management members; (iii) where necessary, to identify suitable candidates to fill the vacancy of the Board and recommend such candidates to the Board for approval; (iv) to review the length of time which Non-executive Directors are required to contribute and the independence of each Independent Non-executive Director; and (v) to make recommendations to the Board in respect of the appointment and re-appointment of Directors. The Nomination Committee is a standing committee of the Board and accountable to the Board.

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Nomination Committee (Continued)

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Reporting Period, the Nomination Committee has reviewed the Board Diversity Policy and policy for the nomination of Directors as well as the nomination procedures and selection and recommendation standards for candidates of Directors.

During the Reporting Period, the Nomination Committee held 2 meetings and the attendance records of the members of the Nomination Committee are as follows:

Name of Members of the Nomination Committee	Attendance during the Reporting Period
Mr. CHANG Zhangli	2/2
Ms. WU Ling-ling	2/2
Mr. CHANG Ming-cheng	2/2
Mr. LI Jianwei	2/2
Mr. HSU You-yuan	2/2

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

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

The Nomination Committee oversees the implementation of the Board Diversity Policy, reviews the existing policy as appropriate to ensure its effectiveness, and recommends proposals for revisions for the Board's approval.

Biographical details of existing Directors are set out under the heading of "Biography of Directors and senior management" of the "(VIII). Basic Information on Directors, Senior Management and Employees" section of this report. There is currently one female Director on the Board. The Board currently comprises experts from diversified professions such as accounting, finance, law and management with diversification in terms of gender, age, duration of service, etc. Advancing the enhancement of management standard and the further standardisation of corporate governance practices, which results in a more comprehensive and balanced Board structure and decision-making process. Each Director brings to the Board different views and perspectives. Both the Nomination Committee and the Board believe that the gender, age, educational background, professional experience, skills, knowledge and the duration of service of the Board members are in accordance with the Board Diversity Policy.

Executive Committee

The Executive Committee consists of two Executive Directors, namely Mr. CHANG Zhangli and Ms. WU Ling-ling. Mr. CHANG Zhangli is the chairman of the Executive Committee.

The responsibility of the Executive Committee is to manage the overall business and to assist the Board in performing its duties. The Executive Committee is a standing committee of the Board and accountable to it.

(IX) Report on Corporate Governance (Continued)

BOARD COMMITTEES (CONTINUED)

Corporate Governance Functions

The Audit Committee is responsible for performing the functions set out in the Code Provision D.3.1 of the CG Code.

During the year, the Audit Committee met seven times to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Apart from regular Board meetings, the Chairman also held meetings with the Independent Non-executive Directors without the presence of other Directors during the Reporting Period.

Independent Non-executive Directors have attended general meetings to gain and develop a balanced understanding of the view of Shareholders.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM ON OPERATIONS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has arranged the Audit Committee to review and supervise relevant matters.

During the Reporting Period, pursuant to the requirements of the Company Laws, the Articles of Association, the requirements of the Stock Exchange and relevant laws and regulations, with an aim to establish a comprehensive corporate governance structure and speed up the transformation of internal management, the Group has continuously endeavoured to amend and improve various systems, thereby it has established a comparatively sound internal control system. During the Reporting Period, the internal audit department of the Group proceeded with supervision and examination on the implementation of the risk management and internal control system, and ensured the effective implementation of the internal control system and the continued improvement of the risk management standard and operation quality through regular or irregular special auditing on the operating activities of the Group. Details are as follows:

- (1) Production management: The Group maintained a product planning, implementation and monitoring system. After discussion, the Group issues annual and monthly production plans on a unified basis. In accordance with real-time statistical data generated by the production digital system, the Monitoring Department at the Group's headquarters carries out daily reporting, weekly dispatch and monthly analysis. The Technical Department provides technical consultation to ensure smooth implementation of the production plan.

(IX) Report on Corporate Governance (Continued)

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM ON OPERATIONS (CONTINUED)

- (2) Equipment management: The Group has established an equipment examination and process overhaul system. The overhaul of small equipment of subsidiaries is carried out by themselves after approval. The overhaul of large equipment is carried out by the Technical Department of the Group. Strict acceptance procedures are implemented. The Technical Department monitors data on the operation of equipment to prevent equipment breakdown and accident.
- (3) Quality control: The Group enforces national quality standards and implements real-time quality control. The Quality Control Department inspects samples of the subsidiaries and new product research and development to ensure products of the Group attain national standards.
- (4) Financial management: The Group maintains a budgetary system, formulates a set of unified financial management procedures and supervises the financial manager appointment procedures to ensure their independence. It also implements a centralized funding management system. All financing activities are approved by the Group's headquarters and financing sources are arranged on unified channels. The Group implements a strict funding approval procedure. The Group's Treasury Department supervises the use of fund through the funding settlement centre to prevent funding risks.
- (5) Material procurement management: The Group has established a set of material procurement procedures to implement unified bidding procedures and to make purchases by comparing quality and prices for coal, spare parts, supplies and equipment. The Group and its subsidiaries control material procurement risks by monitoring quality, price, inventory and payment through the "one vehicle one inspection, one vehicle one settlement" system for raw materials, and the intelligent storage management system for spare parts.
- (6) Sales management: The Group implements unified policies for regional market development, pricing and product sales, and has been carrying out a "cash before delivery" selling a policy to non-major ordinary customers. The Sales and Marketing Department of the Group monitors invoicing, goods delivery and pricing of its subsidiaries through the intelligent sales system, and collects market information and customer feedbacks to the Group for improvement of product quality and sales service.
- (7) Project investment management: The Group formulates medium-to-long-term development strategic plans and submits results for approval by the Board before implementation. For construction projects, the Engineer Department at the Group's headquarters carries out project design. The Strategic Department is responsible for project construction management and production debugging. The Audit Department performs an audit of project budgets and final accounts.
- (8) Human resources management: The Group maintains policies and procedures for contract management, employment, work and rest, performance appraisal, rewards and punishment, and has developed staffing and wage standards on a unified basis for its subsidiaries. The Human Resources Department of the Group has implemented supervision to control employment risks. The Group implements a unified talent recruitment and development plan.

(IX) Report on Corporate Governance (Continued)

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM ON OPERATIONS (CONTINUED)

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

The Board, as supported by the Audit Committee as well as the management report, reviewed the risk management and internal control systems annually, including the financial, operational and compliance controls, for the Reporting Period, and believed that such systems are effective and sufficient. From now on, the Group will continually improve the establishment and implementation of the risk management and internal control system by reference to the guidelines of the listed companies issued by the Stock Exchange.

INSIDE INFORMATION

The Board is responsible for the handling and dissemination of inside information. In order to ensure that the market and Shareholders are fully and promptly informed about the material developments of the Company's business, the Board has adopted the Inside Information Disclosure Policy regarding the procedures of proper information disclosure. The release of inside information is subject to the approval of the Board. Unless official authorization is obtained, all staff members of the Company shall not disclose the inside information to any external parties and shall not respond to market speculation and rumors. In addition, all external presentation materials or publications must be pre-vetted before release.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the Financial Statements is set out in the Independent Auditors' Report on pages 93 to 101.

(IX) Report on Corporate Governance (Continued)

AUDITORS' REMUNERATION

The Company appointed Moore Stephens CPA Limited as the external auditors of the Company.

The remuneration paid to the Company's external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2019 amounted to RMB6,300,000 and RMB980,000 respectively.

An analysis of the remuneration paid to the external auditors of the Company, Moore Stephens CPA Limited, in respect of audit services and non-audit services for the year ended 31 December 2019 is set out below:

Service Category	Fees Paid/Payable <i>(RMB'000)</i>
Audit Services	6,300/6,300
Non-audit Services	
– Agreed procedures of 2019 interim report	980/980
	7,280/7,280

COMPANY SECRETARY

Ms. LO Yee Har Susan of Tricor Services Limited, an external service provider, resigned as the Company Secretary on 16 December 2019. Following the resignation of Ms. LO, Ms. LEE Mei Yi of Tricor Services Limited was appointed as the Company Secretary on 16 December 2019. Ms. LEE had duly complied with the training requirement under Rule 3.29 of the Listing Rules. The primary contact person at the Company is Ms. WU Ling-ling, an Executive Director of the Company.

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

(IX) Report on Corporate Governance (Continued)

SHAREHOLDERS' RIGHTS

The Company engages with Shareholders through various communication channels. The Company has in place a Shareholders' communication policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a dividend policy on payment of dividends. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the dividend policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval.

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

Convening an Extraordinary General Meeting/Right to call an Extraordinary General Meeting

To protect all Shareholders in their exercise of rights, the Company convenes an annual general meeting each year and extraordinary general meetings whenever the Board considers appropriate in accordance with the Articles of Association.

General meetings will also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong (or in the event the Company ceases to have such a principal office, the registered office) specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong (or in the event the Company ceases to have such a principal office, the registered office) specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company.

Putting Forward Proposals at General Meetings

1. To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her proposal ("**Proposal**") with his/her detailed contact information at the Company's principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
2. The request will be verified with the Company's Hong Kong Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

(IX) Report on Corporate Governance (Continued)

SHAREHOLDERS' RIGHTS (CONTINUED)

Putting Forward Proposals at General Meetings (Continued)

3. The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:
 - (a) At least 14 clear days' and 10 clear business days' notice in writing if the Proposal constitutes an ordinary resolution in an extraordinary general meeting of the Company;
 - (b) At least 21 clear days' and 10 clear business days' notice in writing if the Proposal constitutes a special resolution of the Company in an extraordinary general meeting of the Company or an ordinary resolution of the Company in an annual general meeting of the Company.

The written requisition clearly specifying the objects of the meeting by the requisitionists is required. Shareholders are able to put forward their inquiries to the Board through communication with Company Secretary by email and telephone number indicated in the paragraph headed "2. Basic Corporate Information" of "(II) Corporate Information" of this report.

On 30 May 2019, the Company convened an annual general meeting, at which four ordinary resolutions (including the re-election of directors, appointment of auditors and granting general mandates to the Board and a special resolution (including the amendments to Memorandum of Association of the Company)) were approved and adopted. Details of which were disclosed in the announcement of the Company dated 30 May 2019 in relation to the poll results of the annual general meeting.

(IX) Report on Corporate Governance (Continued)

SHAREHOLDERS' RIGHTS (CONTINUED)

Putting Forward Enquiries to the Board

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

Contact Details

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

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
(For the attention of the Board of Directors)

Fax: 2956 2192

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

During the year under review, the Company has made changes to its Articles of Association. Further details are set out in the notice sent to the shareholders on 24 April 2019. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

(X) Major Events

1. MATERIAL LITIGATION IN THE CAYMAN ISLANDS

Cause Nos.: FSD 161 of 2018 and FSD 93 of 2019

Tianrui (International) Holding Company Limited (“**Tianrui**”), a Shareholder of the Company, presented a petition dated 30 August 2018 seeking to wind up the Company (the “**Cayman Petition**”) before the Grand Court of the Cayman Islands (the “**Cayman Court**”). The Cayman Petition asks the court to appoint official liquidators to take over management of the Company. Tianrui filed a further application on 6 September 2018 for the appointment of joint provisional liquidators (“**JPLs**”) over the Company (together with the Cayman Petition, the “**Cayman Proceedings**”).

On 10 and 11 October 2018, the substantive hearing was heard in the Cayman Court (the “**Cayman Hearing**”), at which the Company was granted a Validation Order from the Cayman Court, on the terms requested by the Company, permitting it to make payments in the ordinary course of business. The Cayman Petition was struck out and the application for appointment of JPLs dismissed by order of the Cayman Court dated 19 October 2018 (the “**Grand Court’s Order**”). Subsequently, Tianrui appealed against the Grand Court’s Order to the Court of Appeal of the Cayman Islands (the “**Court of Appeal**”) (i.e. CICA 26 of 2018) and the appeal was allowed. The Company then sought leave to appeal to the Privy Council of the United Kingdom (the “**Privy Council**”) against the decision of the Court of Appeal but did not obtain leave to do so.

On 21 March 2019, the Company announced that it was considering applying for a validation order (the “**VO Application**”) from the Cayman Court to sanction the deposit of share certificates into the Central Clearing and Settlement System (“**CCASS**”) of Hong Kong, and asking shareholders who wish to have their share certificates included in any such application for a validation order (the “**Requesting Shareholders**”) to submit a written request to the Company. Subsequently, the Company received a number of written requests from Requesting Shareholders. On 29 March 2019 (Cayman Islands time), the Company made an application to the Cayman Court to, among other things, validate the transfer of shares held by the Requesting Shareholders to HKSCC Nominees Limited, the common nominee for shares deposited in CCASS which was heard on 3 and 4 July 2019. On 12 September 2019, the Cayman Court granted the VO Application and ordered (among other things) the validation of any transfer of shares to HKSCC Nominees Limited by the Company’s shareholders and that any such transfer shall not be avoided in the event of any order for the winding-up of the Company (the “**Share Transfer Order**”). On the same day that the judgment was handed down, the Cayman Court also granted the petitioner, Tianrui, leave to appeal against its decision to the Court of Appeal. On 18 February 2020 (Cayman Islands Time), the Court of Appeal allowed this appeal and reversed the Share Transfer Order. The Company is seeking leave to appeal the Court of Appeal’s decision, and continues to vigorously dispute the winding-up petition, which it believes to be without merits.

The Company was served on 4 June 2019 with a Writ of Summons issued on 27 May 2019, in the Cayman Court (the “**Writ**”).

(X) Major Events

1. MATERIAL LITIGATION IN THE CAYMAN ISLANDS (CONTINUED)

Cause Nos.: FSD 161 of 2018 and FSD 93 of 2019 (Continued)

The Writ has been issued by Tianrui seeking (i) orders setting aside the Company's issue of certain convertible bonds, issued on or about 8 August 2018 and 3 September 2018, the subsequent conversion of the bonds on 30 October 2018 and/or the allotment of the Company's shares to the holders of such convertible bonds; and/or (ii) declarations setting aside the issue and subsequent conversion of the bonds.

The Company considers that there is no reasonable basis for the orders and/or declarations sought and, it will vigorously defend itself against the Writ and Tianrui's claim.

On 12 August 2019, the Company filed applications with the Cayman Court to, among others, (i) strike out the Cayman Petition and the Writ, and/or (ii) stay both proceedings until the Hong Kong High Court has delivered judgment at trial in HCA 548/2019 and/or HCA 2880/2015 (the "**Applications**"). The Applications were heard by the Cayman Court from 26 to 28 November 2019.

On 6 April 2020 (Cayman Islands time), the Cayman Court dismissed the Applications and as a result, the two proceedings will continue. The Company is considering whether to appeal the Cayman Court's decision and will vigorously defend the two proceedings.

For further details, please refer to the announcements published by the Company on 4 September 2018, 20 September 2018, 12 October 2018, 16 October 2018, 23 October 2018, 29 October 2018, 14 November 2018, 13 December 2018, 18 January 2019, 22 January 2019, 15 February 2019, 21 March 2019, 1 April 2019, 17 April 2019, 5 June 2019, 17 September 2019, 19 February 2020 and 7 April 2020.

(X) Major Events

2. MATERIAL LITIGATION IN HONG KONG

HCA 2880 of 2015

On 4 December 2015, a Writ of Summons (the “**Writ**”) was issued by the Company against former Directors of the Company, namely ZHANG Cai Kui and ZHANG Bin (together, the “**Zhangs**”) and LI Cheung Hung. On 17 December 2015, China Shanshui (HK) and Pioneer Cement were added as Plaintiffs and an additional of 5 former directors, namely CHANG Zhangli, WU Ling-ling (also known as Doris WU), LEE Kuan-chun (also known as Champion LEE), ZENG Xuemin and SHEN Bing were added as Defendants in the Writ.

The Plaintiffs claimed against the Defendant Directors for (inter alia) (1) various injunctive relief, including restraining them from acting on the allegedly unlawfully altered articles of association of Shandong Shanshui, an order for identifying the current whereabouts of or return the books, records, accounts or computer data or other documents etc. of the Group, and (2) damages and/or equitable compensation as a result of the alleged misconduct of the former Directors.

On 24 December 2015, the Company obtained interlocutory injunction orders (the “**December Injunction Orders**”) against ZHANG Caikui, ZHANG Bin, LI Cheung Hung, CHANG Zhangli and WU Ling-ling compelling them to (inter alia) disclose and deliver the Group's Records to the Company. On 8 January 2016, the December Injunction Orders (as varied) continued and the Company obtained further interlocutory injunction orders (the “**January Injunction Orders**”) against the Zhangs to (inter alia) restrain them from acting upon or exercising any power or entitlement pursuant to the unlawfully altered articles of association of Shandong Shanshui and execute amendments to the said unlawfully altered articles of association of Shandong Shanshui, to invalidate or reverse the unlawful amendments. The January Injunction Orders remain in effect as of today.

On 7 April 2016, CNBM and ACC were joined as the Defendants to the Action, on the basis of a claim of conspiracy.

The Company also on 4 November 2016 obtained a worldwide injunction against the Zhangs (the “**Worldwide Mareva Injunction**”) and issued a Summons on 7 November 2016 (the “**Plaintiffs' Summons**”).

On 18 November 2016, the Worldwide Mareva Injunction was varied and directions were given by the High Court to file affidavit evidence for the disposal of the Plaintiffs' Summons. After the substantive hearing on 7 June 2017, the High Court discharged the Worldwide Mareva Injunction and granted a fresh domestic Mareva injunction order against the Zhangs on terms substantially the same as the Worldwide Mareva Injunction (the “**Domestic Mareva Injunction**”).

On 29 May 2017, Shandong Shanshui was joined as the 4th Plaintiff to the Action to introduce a derivative claim against the Zhangs and LI Cheung Hung and further amendments were made to the Amended Statement of Claim.

(X) Major Events (Continued)

2. MATERIAL LITIGATION IN HONG KONG (CONTINUED)

HCA 2880 of 2015 (Continued)

Following the amendments to the Amended Statement of Claim, the parties filed a second round of pleadings (Re-Amended Defence or Amended Defence followed by the Amended Reply) except for the Zhangs (who only filed the acknowledgment of service indicating an intention to defend on 13 June 2017 and their defence on 18 September 2017).

All parties filed and exchanged their List of Documents and the Company has filed a supplemental list of documents on 29 September 2017. The parties have also exchanged witness statements.

The first case management conference took place on 19 April 2018 and all of the parties agreed for the action to be referred to a Listing Judge for the assignment of a Trial Judge. On 15 April 2019, the parties sent a joint letter to the Listing Officer, Civil to formally apply to have the action assigned to a Trial Judge. On 18 April 2019, the Honourable Mr. Justice Coleman of the Court of First Instance of the High Court was assigned as the Trial Judge of the action.

At the subsequent case management conference held on 17 July 2019, leave was granted to the parties to set down the action for trial before the Honourable Mr. Justice Coleman with 41 days reserved on 19 to 23 April 2021, 26 to 30 April 2021, 3 to 7 May 2021, 10 to 14 May 2021, 17 and 18 May 2021, 24 to 28 May 2021, 31 May 2021, 1 to 4 June 2021, 7 to 11 June 2021 and 15 to 18 June 2021. A further case management conference was fixed for 5 May 2020.

There are currently five outstanding interlocutory applications in this action:

- (1) The Company has issued a Summons on 27 March 2018 to (inter alia) appoint receivership over the 1st Defendant's shares in China Shanshui Investment Company (the "**Receivership Summons**"). Pursuant to the Order of Deputy High Court Judge Keith Yeung SC dated 3 May 2018, the hearing of the Receivership Summons is adjourned to a date to be fixed. No hearing date has been fixed yet.
- (2) The Company has, pursuant to the Order of the Honourable Madam Justice Au-Yeung dated 13 July 2018, issued a Summons on 20 July 2018 for the continuation of the December Injunction Order and the January Injunction Order against the 2nd Defendant (the "**Continuation Summons**"). The Company filed their affirmation in support in October 2018 and the 2nd Defendant has yet to file his affirmation in opposition. The hearing of the Continuation Summons is adjourned to a date to be fixed with one day reserved. No hearing date has been fixed yet.
- (3) The Zhangs have issued a Summons on 11 July 2019 to strike out certain paragraphs in the Company's pleadings and witness statements and to discharge the Domestic Mareva Injunction against ZHANG Cai Kui and vary or reduce the restrained sum against ZHANG Bin (the "**Strike-Out Summons**"). The substantive hearing of the Strike-Out Summons was heard on 13 December 2019.

(X) Major Events (Continued)

2. MATERIAL LITIGATION IN HONG KONG (CONTINUED)

HCA 2880 of 2015 (Continued)

- (4) The Zhangs have issued a Summons on 28 August 2019 to seek leave to adduce expert evidence on various questions of Mainland Chinese law. The Plaintiffs oppose the application and the substantive hearing is fixed for 11 January 2020.
- (5) The Plaintiffs have issued a Summons on 23 January 2020 to seek leave to amend the Re-Amended Statement of Claim and a further Mareva Injunction against the Zhangs. The call-over hearing was originally fixed for 12 February 2020 but was adjourned. No hearing date has been re-fixed yet.

HCA 762 of 2017

On 29 March 2017, the Company, Pioneer Cement and Shandong Shanshui commenced action (HCA 762/2017) against the Former Senior Management of Shandong Shanshui, namely MI Jingtian, CHEN Zhongsheng, ZHAO Liping, LI Maohuan and YU Yuchuan, for (inter alia) injunctive relieve to prohibit the former senior management of Shandong Shanshui (the “**Former SS Management**”) from holding themselves out as being director or officer of Shandong Shanshui, entering or remaining at the premises of Shandong Shanshui, removing asset and records from Shandong Shanshui, and soliciting or enticing officer or employees of Shandong Shanshui. MI Jingtian, ZHAO Liping, LI Maohuan and YU Yuchuan have been prohibited by way of Court order from removing from Hong Kong any of their assets, for each of them up to the value of RMB142 million (or its Hong Kong dollar equivalent) (the “**Mareva Injunction**”).

On 11 April 2017, an ex parte injunction order was granted and on 21 April 2017, the Mareva Injunction was varied to exclude the CSI shares registered under the name of MI Jingtian, ZHAO Liping, LI Maohuan and YU Yuchuan from the Mareva Injunction upon the undertaking that ACC has provided a bank guarantee in the sum of RMB142 million to the plaintiffs.

A hearing was held on 16 and 17 April 2018 in the High Court of Hong Kong to determine (i) whether the Mareva Injunction should be discharged, (ii) the defendants’ application that the leave granted to the plaintiffs to serve the writ on the defendants out of the jurisdiction should be set aside and (iii) the plaintiffs’ application to amend the Statement of Claim to add Jinan Shanshui Lixin Investment Development Company Limited (“**Jinan Lixin**”) and Stephenson Harwood as defendants. A judgment was rendered on 19 July 2018 setting aside the leave granted to the plaintiffs to serve the writ on the defendants out of the jurisdiction, and consequently discharging the Mareva Injunction. Leave was granted to the plaintiffs to add Jinan Lixin and Stephenson Harwood as defendants.

For details, please refer to the announcements published by the Company on 30 March 2017, 12 April 2017, 21 April 2017, 25 April 2017, 1 June 2017 and 20 June 2017, respectively.

(X) Major Events (Continued)

2. MATERIAL LITIGATION IN HONG KONG (CONTINUED)

HCA 548 of 2019

On 29 March 2019, the Company announced that the Company together with its subsidiaries, China Shanshui Cement Group (Hong Kong) Company Limited, China Pioneer Cement (Hong Kong) Company Limited, and Shandong Shanshui Cement Group Company Limited (collectively, the “**Plaintiffs**”) had commenced an action in the High Court of Hong Kong (the “**Hong Kong Court**”), against Tianrui (International) Holding Company Limited (“**Tianrui International**”), Tianrui Group Company Limited (“**Tianrui Group Co**”), Stephen LIU Yiu Keung, David YEN Ching Wai, Godwin HWA Guo Wai, CHONG Cha Hwa, LI Heping, LI Liufa, CHEUNG Yuk Ming, NG Qing Hai, LI Zhi Qiang, HO Man Kay, Angela, LAW Pui Cheung, WONG Chi Keung, CHING Siu Ming, LO Chung Hing, TSANG Wing Tai and Ernst & Young Transactions Limited (collectively, the “**Defendants**”) in connection with:

- (a) alleged unlawful means conspiracy, by acting in combination and in concert with one another with respect to breaches of fiduciary and other duties, dishonest assistance and/or criminal intimidation and violence, from around 2015 to 2018, with the intention of injuring the Plaintiffs in order to acquire control of the Plaintiffs, and illegitimately maximise economic benefit therefrom for the benefit of the Defendants and at the expense of the Plaintiffs; and
- (b) various breaches of duties by the Defendants who are former directors and/or officers of the Company.

On 14 August 2019, three of the Defendants (Tianrui International, Tianrui Group Co and LI Liufa) filed an application with the Hong Kong Court to (i) set aside the service of the Writ of Summons on Tianrui International, and/or (ii) stay this proceeding pending the determination of the winding-up petition issued by Tianrui International against the Company in the Cayman Islands in FSD161/2018. The hearing date of this application is yet to be fixed.

For further details, please refer to the announcement published by the Company on 29 March 2019.

(X) Major Events (Continued)

3. LITIGATION IN THE PRC

As of the date of this report, there are 101 cases in which Shandong Shanshui has received the notice of the People's Court but has yet to close the case; using a litigation status of plaintiff, defendant or third party as standard, unsettled litigations of Shandong Shanshui can be divided into three categories.

(1) Unsettled litigations with Shandong Shanshui as defendants

There are 54 unsettled litigations with Shandong Shanshui as defendants, with the subject matter of the litigations approximately RMB443 million. Categorised by causes, there are 4 categories of unsettled litigations, with 3 cases of sales and purchase contract, 2 cases of equity dispute, 1 case of financial loan dispute, 1 case of agreement on contracted management of enterprise, and 47 cases of labour dispute. There are a total of 44 cases in the first instance, a total of 8 cases in the second instance, 1 case in the enforcement phase, and 1 case under retrial.

(2) Unsettled litigations with Shandong Shanshui as plaintiffs

There are 46 unsettled litigations with Shandong Shanshui as plaintiffs with the subject matter of the litigations approximately RMB24.17 million and all the cases are of labour dispute, with 43 cases in the first instance and 3 cases in the second instance.

(3) Unsettled litigations with Shandong Shanshui as third party

There is 1 unsettled litigation with Shandong Shanshui as third party. Categorised by causes, there is 1 unsettled litigation with Shandong Shanshui as third party, with 1 case of administrative handling dispute, of which 1 case is in the second instance.

4. PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules at the date of this report.

(X) Major Events (Continued)

5. CONNECTED TRANSACTIONS

During the Reporting Period, the Company had no connected transaction or continuing connected transaction required to be disclosed under the Listing Rules.

Provision of Corporate Guarantee

On 14 December 2016, the Company entered into the corporate guarantee in favour of Bank of China Limited (Pingdingshan Branch) as a guarantee for the provision of the loan facility of RMB400 million by the bank to Tianrui Group under a facility agreement. The facility agreement and the corporate guarantee were approved by the bank on 26 December 2016. Tianrui Group is a substantial Shareholder holding 951,462,000 Shares (representing approximately 21.85% issued share capital of the Company) as at the date of entering into the corporate guarantee and a connected person of the Company. The bank loan was repaid by Tianrui Group during the Reporting Period and accordingly, the guarantee was released in 2019.

Granting of Unsecured Loan

On 28 December 2016, the Company entered into a supplementary loan agreement with Tianrui Group, pursuant to which Tianrui Group has granted an unsecured loan to the Company to satisfy a bond due 2020 issued by the Company. Pursuant to the supplementary loan agreement, inter alia:

- (1) Tianrui Group undertakes to settle the Loan Facility and the interest thereof pursuant to the Facility Agreement;
- (2) Tianrui Group undertakes it will not request the repayment of the unsecured loan by the Company, in full or in part, prior to the settlement of the loan facility and the interest thereof by Tianrui Group; and
- (3) In the event that there is any default in payment of the loan facility and the interest thereof, the Company agrees to settle such amount under the corporate guarantee and Tianrui Group undertakes to waive the payment obligation of the Company in full under the unsecured loan.

(X) Major Events (Continued)

5. CONNECTED TRANSACTIONS (CONTINUED)

Granting of Unsecured Loan (Continued)

As of 31 December 2019, the Group in aggregate borrowed RMB1.638 billion on an interest-free basis from Tianrui Group which was mainly used to settle certain debts, including:

- (1) Interest from 7.50% senior notes due 2020 amounted to US\$89.91 million.
- (2) Principal amount of and interest from any and all outstanding 8.50% senior notes due 2016 amounted to US\$31.345 million.
- (3) Purchase price of US\$73.473 million paid in cash for purchasing 7.50% senior notes due 2020 issued overseas, representing 15% of the total amount of notes (US\$484.971 million).
- (4) Interest from ultra short term debenture amounted to RMB91.22 million.
- (5) A borrowing amounted to RMB30.42 million for settling litigation costs.

As of 31 December 2019, outstanding borrowings of the Company from Tianrui Group was RMB898 million.

6. MATERIAL RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken in the normal course of business by the Group are set out in Note 41 to the Financial Statements. None of the related party transactions constitutes a discloseable connected transaction under Chapter 14A of the Listing Rules.

Independent Auditor's Report



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To the shareholders of China Shanshui Cement Group Limited

(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of China Shanshui Cement Group Limited (“the Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 102 to 260, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects on the corresponding figures of the matters described in the section of “Basis for Qualified Opinion” of our report on the comparative information of the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Independent Auditor's Report (Continued)

BASIS FOR QUALIFIED OPINION

(a) Comparative information of the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows

As detailed in our auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2018, dated 20 March 2019, we expressed a qualified opinion on the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows due to various limitations in evidence available to us in relation to the matters described in (i) and (ii) below.

(i) Scope limitation on the impairment assessment of the Group's interests in associates

As disclosed in note 19(b) to the consolidated financial statements, Qilu Property Co., Ltd. ("**Qilu Property**") was an associate invested by Shandong Shanshui during the period from July to September 2015. Due to the Group being unable to find the equity transfer agreement for this transaction and obtain the financial information or any books and records of Qilu Property, the Group fully impaired the carrying amount of the investment in Qilu Property of approximately RMB146,878,000 as at 31 December 2015.

As disclosed in note 19(c), the Group sold 55% interest in Shanshui Heavy Industries Co., Ltd. ("**Shanshui Heavy Industries**") in 2015 to two suppliers of the Group. After the disposal transaction, Shandong Shanshui's remaining interest in Shanshui Heavy Industries was 44.99% and it was recorded as an investment in an associate as at 31 December 2015. Since the Group was unable to access any books or records of the associate, the Group fully impaired the investment in Shanshui Heavy Industries of approximately RMB79,331,000 as at 31 December 2015.

As disclosed in note 19(b) and 19(c), the Group was able to obtain access to the financial information and books and records of Qilu Property and Shanshui Heavy Industries as at 31 December 2018. Based on the management assessment with reference to the net book value of Qilu Property and Shanshui Heavy Industries as at 31 December 2018, the recoverable amounts of Qilu Property and Shanshui Heavy Industries are assessed to be nil as at 31 December 2018. Accordingly, no reversal of impairment losses on investments in Qilu Property and Shanshui Heavy Industries was recognised by the Group during the year ended 31 December 2018. However, as we have not been provided with sufficient appropriate audit evidence to satisfy ourselves that the recoverable amounts, and hence the carrying amounts of investments in Qilu Property and Shanshui Heavy Industries as at 31 December 2017 were free from material misstatements, we were unable to satisfy ourselves whether about these carrying amounts as at 31 December 2017 and impairment loss or reversal of impairment loss, if any, recognised in the consolidated profit or loss for the years ended 31 December 2018, and the related elements making up the consolidated statement of changes in equity, the consolidated statement of cash flows and the related disclosures in the consolidated financial statements, were free from material misstatements.

Independent Auditor's Report (Continued)

BASIS FOR QUALIFIED OPINION (CONTINUED)

(a) Comparative information of the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows (Continued)

(ii) Scope limitation on the impairment assessment of investments in Jinan Changqing Shanshui Micro Finance Co., Ltd. ("Shanshui Micro Finance") and Xinghao Cement Co., Ltd. ("Xinghao Cement")

Shanshui Micro Finance and Xinghao Cement were subsidiaries of the Group as at 31 December 2015. As disclosed in note 18 to the consolidated financial statements, the board of the Company was unable to access any accounting books and records of the two companies nor did it have the ability to participate in the relevant activities of such companies and affect such companies' returns. Accordingly, the Group reclassified the investment in each of these companies as available-for-sale investments under IAS 39 and made a full impairment provision in prior years.

As disclosed in note 18, the Group was able to obtain access to the financial information and books and records of Shanshui Micro Finance and Xinghao Cement as at 31 December 2018. Based on the management assessment, the fair values of Shanshui Micro Finance and Xinghao Cement are assessed to be nil as at 31 December 2018. Accordingly, no change in fair value on investment in Shanshui Micro Finance and Xinghao Cement was recognised during the year ended 31 December 2018. However, as we have not been provided with sufficient appropriate audit evidence to satisfy ourselves that the recoverable amount and carrying amount of investment in Shanshui Micro Finance and Xinghao Cement as at 31 December 2017, and their fair values as at 1 January 2018 upon transition to application of IFRS 9, were free from material misstatements, we were unable to satisfy ourselves whether the carrying amount as at 31 December 2017 and impairment loss, if any, recognised in the consolidated statements of profit or loss for the year ended 31 December 2017 and the change in fair value of financial assets at fair value through profit or loss recognised in the consolidated profit or loss for the year ended 31 December 2018, and the related elements making up the consolidated statement of changes in equity, the consolidated statement of cash flows and the related disclosures in the consolidated financial statements, were free from material misstatements.

Any adjustments found to be necessary in respect of the matter described in (i) and (ii) above might have a significant effect on the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the year ended 31 December 2018 and hence may affect the comparability of the current year's figures and the corresponding figures in these statements.

We conducted our audit on the consolidated statement of financial position of the Group as at 31 December 2019 in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA and to issue an auditor's report. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Independent Auditor's Report (Continued)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the "Basis of Qualified Opinion" and "Material Uncertainties relating to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How the matter was addressed in our audit
Impairment assessment on property, plant and equipment, right-of-use assets and intangible assets	
<p>We identified the impairment assessment on property, plant and equipment, right-of-use assets and intangible assets belonging to certain cash-generating units as a key audit matter due to the involvement of significant judgements and assumptions in estimating the recoverable amounts of the cash-generating units to which property, plant and equipment, right-of-use assets and intangible assets have been allocated.</p> <p>With reference to the financial performance of certain cash-generating units (being subsidiaries acquired in previous acquisitions), the management considered that indications of impairment of certain property, plant and equipment, right-of-use assets and intangible assets of the Group existed as at 31 December 2019. Accordingly, the management assessed whether there was any impairment of the property, plant and equipment, right-of-use assets and intangible assets used by those cash-generating units at 31 December 2019 by preparing value in use calculations. The value in use calculations require the Group to estimate the future cash flows expected to arise from the cash-generating units and suitable discount rates in order to calculate the present value.</p> <p>The carrying amounts of property, plant and equipment, right-of-use assets and intangible assets for which the management has performed impairment assessment as at 31 December 2019 are RMB15,999,633,000, RMB2,331,767,000 and RMB930,613,000, respectively, as disclosed in notes 14, 15 and 16, respectively, to the consolidated financial statements.</p>	<p>Our procedures in relation to the impairment assessment on property, plant and equipment, right-of-use assets and intangible assets included:</p> <ul style="list-style-type: none"> • We obtained an understanding of the management's process and basis adopted in preparing the cash flow forecasts, including significant assumptions; • We challenged the key assumptions adopted by the management, including growth rates and gross margin, by referring to the industry information and the management's budget; • We assessed the key factors in determining the discount rates, including the cash-generating unit's debt and equity ratio, return on investments and other risk factors, and comparing to discount rates adopted in the cement industry for reasonableness; • We compared the expected changes in projected sales volume, selling prices and direct costs used against historical performance and discussed with the management on revenue growth strategies and cost initiatives in respect of the cash-generating unit; and • We evaluated the sensitivity analysis performed by the management in respect of the growth rates and discount rates to assess the extent of impact on the calculations of the value in use.

Independent Auditor's Report (Continued)

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How the matter was addressed in our audit
Assessment of loss allowance for expected credit losses on trade and bills receivables and other receivables	
<p>We identified the assessment of loss allowance for expected credit losses on trade and bills receivables and other receivables as a key audit matter as the assessment of expected credit losses involved high level of estimation uncertainty and required exercise of significant management judgement.</p> <p>The carrying amounts of trade and bills receivables and other receivables for which the management has performed assessment of loss allowance for expected credit losses as at 31 December 2019 are RMB1,937,492,000 and RMB690,966,000 respectively, as disclosed in note 36(b)(i) to the consolidated financial statements. Net reversal of impairment loss on trade and bills receivables and other receivables of approximately RMB15,225,000 and RMB2,569,000 respectively were recognised during the year.</p>	<p>Our procedures to evaluate the assessment of loss allowance for expected credit losses on trade and bill receivables and other receivables included:</p> <ul style="list-style-type: none"> • We obtained an understanding of the management's process for credit risk assessment and impairment assessment of allowance for expected credit losses on trade and bills receivables and other receivables; • We tested, on a sample basis, the accuracy of aging of trade and bills receivables balances based on invoice date and due date as at the end of the reporting period to the underlying invoices; and • For the collectively assessed expected credit losses, we assessed the reasonableness of the Group's expected credit losses models, including the model inputs, model design, model performance for significant portfolios.

Independent Auditor's Report (Continued)

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How the matter was addressed in our audit
<p>Valuation of convertible bonds</p>	
<p>As disclosed in note 31, the derivative component of the outstanding convertible bonds are measured at fair value with changes in fair value subsequent to the initial recognition recognised in profit or loss. We identified the valuation of the derivative component of outstanding convertible bonds at the end of reporting period as key audit matter as due to the complexity and significant management judgment involved on the parameters adopted to determine the fair value of the derivative component of outstanding convertible bonds. The fair value of the derivative component of outstanding convertible bonds is determined by the management with the assistance from an independent external expert engaged ("Management's Expert").</p> <p>As at 31 December 2019, the carrying amount of the derivative component of the outstanding convertible bonds is approximately RMB187,779,000 as disclosed in note 31 to the consolidated financial statements.</p>	<p>Our procedures in relation to the valuation of the derivative component of the outstanding convertible bonds included:</p> <ul style="list-style-type: none"> • We considered the appropriateness of the valuation methodology adopted by the Management's Valuer in determining the fair values of the derivative component of the outstanding convertible bonds against the requirements of the applicable accounting standards; • We checked, on a sample basis, the accuracy and reasonableness of the input data provided by management to the Management's Valuer; • We assessed the appropriateness of the valuation methodologies and key assumptions used by the Management's Valuer in their valuation of the derivative component of the outstanding convertible bonds; and • We assessed the adequacy of the disclosures in accordance with the applicable accounting standards.

Independent Auditor's Report (Continued)

OTHER INFORMATION

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

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

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

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

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

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

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

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

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

Independent Auditor's Report (Continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

Independent Auditor's Report (Continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

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

Moore Stephens CPA Limited

Certified Public Accountants

Cheung Sai Kit

Practising Certificate Number: P05544

Hong Kong, 20 March 2020

Consolidated Statement of Profit or Loss

For the year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
Revenue	6(a)	21,478,831	17,872,818
Cost of sales		(14,207,109)	(11,949,347)
Gross profit		7,271,722	5,923,471
Other income	7	490,437	557,697
Reversal of impairment/(impairment losses) on trade receivables, net		15,225	(25,902)
Reversal of impairment/(impairment losses) on other receivables, net		2,569	(17,766)
Selling and marketing expenses		(672,945)	(528,040)
Administrative expenses		(1,500,670)	(1,337,313)
Other net expenses	8	(171,604)	(107,062)
Expenses incurred during off-peak suspension		(742,218)	(685,735)
Profit from operations		4,692,516	3,779,350
Finance costs	9(a)	(509,770)	(778,320)
Share of results of associates		43,242	45,957
Profit before taxation	9	4,225,988	3,046,987
Income tax expense	10(a)	(1,197,606)	(878,140)
Profit for the year		3,028,382	2,168,847
Attributable to:			
Equity shareholders of the Company		2,973,104	2,196,657
Non-controlling interests		55,278	(27,810)
Profit for the year		3,028,382	2,168,847
Earnings per share	13		
Basic (RMB)		0.68	0.62
Diluted (RMB)		0.68	0.58

The notes on pages 109 to 260 form parts of these consolidated financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2019

	<i>Note</i>	2019 RMB'000	2018 RMB'000
Profit for the year		3,028,382	2,168,847
Other comprehensive income/(expenses) for the year			
Item that will not be reclassified to profit or loss:			
Remeasurements of net defined benefit obligations	29(c)	9,290	(4,870)
Exchange differences arising on translation from functional currency to presentation currency		(7,442)	(233,241)
		1,848	(238,111)
Total comprehensive income for the year		3,030,230	1,930,736
Attributable to:			
Equity shareholders of the Company		2,974,952	1,958,546
Non-controlling interests		55,278	(27,810)
Total comprehensive income for the year		3,030,230	1,930,736

The notes on pages 109 to 260 form parts of these consolidated financial statements.

Consolidated Statement of Financial Position

At 31 December 2019

	Notes	31 December 2019 RMB'000	31 December 2018 RMB'000
Non-current assets			
Fixed assets	14		
– Property, plant and equipment		15,999,633	15,922,070
– Land lease prepayments		–	2,208,691
Right-of-use assets	15	2,331,767	–
		18,331,400	18,130,761
Intangible assets	16	930,613	894,663
Goodwill	17	90,132	14,223
Other financial assets	18	134,411	73,391
Interests in associates	19	312,342	315,063
Deferred tax assets	33(a)	145,977	159,649
Other long-term assets	22(b)	665,788	626,907
		20,610,663	20,214,657
Current assets			
Inventories	20	1,995,166	1,458,828
Trade and bills receivables	21	1,937,492	2,126,724
Other receivables and prepayments	22(a)	690,966	692,050
Derivative component of convertible bonds	31	187,779	246,204
Restricted bank deposits	23	41,685	30,307
Bank balances and cash	23	1,364,054	1,303,943
		6,217,142	5,858,056
Current liabilities			
Bank loans – amount due within one year	24	2,814,920	4,299,350
Other borrowings	25	160,909	281,159
Current portion of long-term bonds	26	935,500	1,338,000
Trade payables	27	3,741,546	3,240,134
Other payables and accrued expenses	28(a)	2,602,433	3,042,205
Contract liabilities	28(b)	597,487	644,759
Taxation payable		311,745	382,577
Lease liabilities	32	17,196	–
		11,181,736	13,228,184
Net current liabilities		(4,964,594)	(7,370,128)
Total assets less current liabilities		15,646,069	12,844,529

Consolidated Statement of Financial Position (Continued)

At 31 December 2019

	<i>Notes</i>	31 December 2019 RMB'000	31 December 2018 RMB'000
Non-current liabilities			
Bank loans - amount due after one year	24	847,000	–
Other borrowings	25	331,818	496,727
Long-term bonds	26	436,000	1,371,500
Long-term payables	28(c)	279,879	280,487
Defined benefit obligations	29(c)	122,120	136,640
Deferred income	30	235,149	248,303
Convertible bonds	31	634,057	633,100
Lease liabilities	32	72,464	–
Deferred tax liabilities	33(a)	87,143	91,436
		3,045,630	3,258,193
Net assets			
		12,600,439	9,586,336
Capital and reserves			
Share capital	35(a)	295,671	295,671
Share premium		8,235,037	8,235,037
Share capital and share premium		8,530,708	8,530,708
Other reserves		3,966,492	991,540
Total equity attributable to equity shareholders of the Company			
		12,497,200	9,522,248
Non-controlling interests			
		103,239	64,088
Total equity			
		12,600,439	9,586,336

The consolidated financial statements on pages 102 to 260 were approved and authorised for issue by the Board of Directors on 20 March 2020.

CHANG, Zhangli
Director

WU, Ling-ling
Director

The notes on pages 109 to 260 form parts of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Attributable to equity shareholders of the Company									
	Share capital RMB'000	Share premium RMB'000	Statutory reserves RMB'000	Other reserves RMB'000	Exchange reserve RMB'000	Fair value reserve (recycling) RMB'000	Accumulated profit/(losses) RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 31 December 2017	227,848	4,654,010	1,282,801	268,976	(147,387)	5,225	(2,376,146)	3,915,327	102,204	4,017,531
Impact of initial application of IFRS 9	-	-	-	-	-	(5,225)	5,225	-	-	-
Adjusted balance at 1 January 2018	227,848	4,654,010	1,282,801	268,976	(147,387)	-	(2,370,921)	3,915,327	102,204	4,017,531
Profit for the year	-	-	-	-	-	-	2,196,657	2,196,657	(27,810)	2,168,847
Other comprehensive expenses	-	-	-	-	(233,241)	-	(4,870)	(238,111)	-	(238,111)
Total comprehensive income for the year	-	-	-	-	(233,241)	-	2,191,787	1,958,546	(27,810)	1,930,736
Issues of new shares of the Company	5,973	332,606	-	-	-	-	-	338,579	-	338,579
Issues of shares upon conversion of convertible bonds	61,850	3,249,168	-	-	-	-	-	3,311,018	-	3,311,018
Transaction cost attributable to issue of new shares upon conversion of convertible bonds	-	(747)	-	-	-	-	-	(747)	-	(747)
Transfer between reserves	-	-	188,608	-	-	-	(188,608)	-	-	-
Appropriation to maintenance and production funds	-	-	114,913	-	-	-	(114,913)	-	-	-
Utilisation of maintenance and production funds	-	-	(84,530)	-	-	-	84,530	-	-	-
Distribution to non-controlling interests	-	-	-	-	-	-	-	-	(9,643)	(9,643)
Acquisition of non-controlling interests	-	-	-	(475)	-	-	-	(475)	(663)	(1,138)
At 31 December 2018	295,671	8,235,037	1,501,792	268,501	(380,628)	-	(398,125)	9,522,248	64,088	9,586,336
Balance at 1 January 2019	295,671	8,235,037	1,501,792	268,501	(380,628)	-	(398,125)	9,522,248	64,088	9,586,336
Profit for the year	-	-	-	-	-	-	2,973,104	2,973,104	55,278	3,028,382
Other comprehensive (expenses)/income	-	-	-	-	(7,442)	-	9,290	1,848	-	1,848
Total comprehensive income for the year	-	-	-	-	(7,442)	-	2,982,394	2,974,952	55,278	3,030,230
Transfer between reserves	-	-	212,172	-	-	-	(212,172)	-	-	-
Appropriation to maintenance and production funds	-	-	145,887	-	-	-	(145,887)	-	-	-
Utilisation of maintenance and production funds	-	-	(122,454)	-	-	-	122,454	-	-	-
Distribution to non-controlling interests	-	-	-	-	-	-	-	-	(16,127)	(16,127)
At 31 December 2019	295,671	8,235,037	1,737,397	268,501	(388,070)	-	2,348,664	12,497,200	103,239	12,600,439

The notes on pages 109 to 260 form parts of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
Operating activities			
Profit before taxation		4,225,988	3,046,987
Adjustments for:			
Depreciation	9(c)	1,352,677	1,247,540
Amortisation of land lease prepayment	9(c)	–	59,473
Amortisation of intangible assets	9(c)	193,538	106,378
Amortisation of deferred income	7	(13,154)	(18,504)
Impairment loss on fixed assets, net	8	10,998	230,311
Impairment losses on goodwill	8	6,040	–
(Reversal of impairment)/impairment loss on trade receivables, net		(15,225)	25,902
(Reversal of impairment)/impairment loss on other receivables, net		(2,569)	17,766
(Reversal of impairment)/impairment loss on inventory	9(c)	(100)	1,053
Finance costs	9(a)	509,770	778,320
Share of results of associates		(43,242)	(45,957)
Interest income	7	(16,429)	(25,012)
Net loss/(gain) from disposal of fixed assets	8	21,811	(4,102)
Loss/(gain) on fair value changes of financial assets at FVTPL	8	3,796	(9,595)
Loss/(gain) on fair value changes of derivative component of convertible bonds	8	60,714	(236,190)
Waiver of interest expenses	7	(153,486)	(259,743)
Waiver of short-term financing bills and medium-term notes principal	7	–	(4,390)
Net foreign exchange gain	8	(6,497)	(452)
Loss on extinguishment of convertible bonds	8	–	149,297
Loss from write-off of intangible assets	8	–	1,826
		6,134,630	5,060,908
Changes in working capital:			
(Increase)/decrease in inventories		(488,559)	47,112
Decrease/(increase) in trade and bills receivables		298,721	(1,303,984)
(Increase)/decrease in restricted bank deposits		(11,378)	32,534
Decrease/(increase) in other receivables and prepayments		52,107	(56,596)
Decrease in other long-term assets		8,792	41,980
Increase in trade payables		348,603	14,227
Decrease in other payables and accrued expenses		(278,813)	(413,453)
Decrease in defined benefit obligations		(14,520)	(430)
Decrease in long-term payables		(96,417)	(6,748)
		5,953,166	3,415,550
Interest paid		(527,503)	(602,500)
Income tax paid		(1,259,059)	(632,572)
Net cash generated from operating activities		4,166,604	2,180,478

Consolidated Statement of Cash Flows (Continued)

For the year ended 31 December 2019

	Note	2019 RMB'000	2018 RMB'000
Investing activities			
Interest received		16,429	25,012
Payment for purchase of fixed assets		(1,105,332)	(713,185)
Payment for purchase of intangible assets		(195,093)	(127,454)
Payment for acquisitions of subsidiaries in prior year		(130,000)	–
Deposit paid for acquisition of financial assets at FVTPL		(64,816)	–
Deposit paid for purchase of fixed assets		(47,674)	(88,790)
Additions of right-of-use assets		(31,550)	–
Payment for acquisition of a subsidiary	40	(24,703)	–
Proceeds from disposals of fixed assets		15,940	52,708
Acquisition of financial assets at FVTPL		–	(32,857)
Acquisition of interests in associates		–	(2,949)
Loan repayment from an associate		–	38,421
Net cash used in investing activities		(1,566,799)	(849,094)
Financing activities			
Repayment of loans and borrowings		(3,892,794)	(3,233,486)
Repayment of long-term bonds		(1,338,000)	(3,579,788)
Repayment of lease liabilities		(20,818)	–
Dividends paid to non-controlling interests		(16,127)	(9,643)
Proceeds from new loans and borrowings		2,667,654	1,381,950
Dividend received from an associate		45,900	35,700
Proceeds from issues of convertible bonds		–	3,641,460
Proceeds from bills discounted		–	928,043
Issue of new shares		–	338,579
Transaction costs attributable to issue of new shares		–	(747)
Loans from shareholders		–	150,541
Acquisitions of additional interest of existing subsidiaries		–	(1,138)
Net cash used in financing activities		(2,554,185)	(348,529)
Net increase in cash and cash equivalents		45,620	982,855
Cash and cash equivalents at 1 January		1,303,943	307,995
Effect of foreign exchange rate changes		14,491	13,093
Cash and cash equivalents at 31 December, representing bank balances and cash		1,364,054	1,303,943

The notes on pages 109 to 260 form parts of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

1. GENERAL

China Shanshui Cement Group Limited (the “Company”) is a public limited company incorporated in Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company’s functional currency is the United States dollar (“USD” or “US\$”). However, the presentation currency of the consolidated financial statement is the RMB in order to present the operating results and financial position of the Group based on the economic environment in which the operating subsidiaries of the Group operate.

The Company is an investment holding company. The principal activities of its subsidiaries and associates are set out in notes 43 and 19, respectively.

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with IFRSs, which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measure at fair values, as explained in accounting policies set out as per note 4.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 “Share-based payment”, leasing transactions that are accounted for in accordance with IFRS 16 (since 1 January 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 “Inventories” or value in use in IAS 36 “Impairment of Assets”.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

The principal accounting policies are set out as per note 4.

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

New and amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to IFRSs issued by International Accounting Standard Board (“IASB”) for the first time in the current year:

IFRS 16	Leases
IFRIC-Int 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IFRS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to IFRSs	Annual Improvements to IFRSs 2015–2017 Cycle

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

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

3.1 IFRS 16 “Leases”

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 Leases (“IAS 17”) and related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by apply IFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties and equipment in the People’s Republic of China (“PRC”) was determined on a portfolio basis; and
- iv. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with extension and termination options.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

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

3.1 IFRS 16 “Leases” (Continued)

As a lessee (Continued)

On transition, the Group has made the following adjustments upon application of IFRS 16:

The Group recognised lease liabilities of RMB87,672,000 and right-of-use assets of RMB2,303,229,000 at 1 January 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee’s incremental borrowing rate applied is 4.68%.

	At 1 January 2019 RMB'000
Operating lease commitments disclosed as at 31 December 2018	98,807
Lease liabilities discounted at relevant incremental borrowing rates	88,022
Add: Lease liability resulting from lease modification of an existing lease (note)	180
Extension options reasonably certain to be exercised	268
Less: Recognition exemption – short-term leases	(798)
Lease liabilities relating to operating leases recognised upon application of IFRS16 as at 1 January 2019	87,672
Analysed as	
Current	17,116
Non-current	70,556
	87,672

Note: The Group renewed the lease of an office by entering into a new lease contract which commence after date of initial application. This new contract is accounted for as lease modification of the existing contract upon application of IFRS 16.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

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

3.1 IFRS 16 “Leases” (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

	Right-of-use assets RMB'000
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	87,672
Reclassified from land lease prepayments (<i>note</i>)	2,208,691
Reclassified from other receivables and prepayments	6,866
	2,303,229
By class:	
Land lease prepayments	2,294,852
Plants and buildings	8,377
	2,303,229

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

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

3.1 IFRS 16 “Leases” (Continued)

As a lessee (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at 31 December 2018 RMB'000	Reclassifications RMB'000	Carrying amounts under IFRS 16 at 1 January 2019 RMB'000
Non-current assets			
Fixed assets			
– Land lease prepayment (<i>note</i>)	2,208,691	(2,208,691)	–
Right-of-use assets	–	2,303,229	2,303,229
Current assets			
Other receivables and prepayments	692,050	(6,866)	685,184
Current liabilities			
Lease liabilities	–	(17,116)	(17,116)
Non-current liabilities			
Lease liabilities	–	(70,556)	(70,556)

Note: Upfront payments for leasehold lands in the PRC were classified as land lease prepayments as at 31 December 2018. Upon application of IFRS 16, the non-current portion of prepaid lease payments amounting to RMB2,208,691,000 was reclassified to right-of-use assets.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

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

New and amendments to IFRSs in issue but not yet effective

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

IFRS 17	Insurance Contracts ¹
Amendments to IFRS 3	Definition of a Business ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 1 and IAS 8	Definition of Material ⁴
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for business combination for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

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

⁴ Effective for annual periods beginning on or after 1 January 2020

In addition to the above new and amendments to IFRSs, a revised “Conceptual Framework for Financial Reporting” was issued in 2018. Its consequential amendments, the “Amendments to References to the Conceptual Framework” in IFRS Standards, will be effective for annual periods beginning on or after 1 January 2020. The directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

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

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

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

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

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

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

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Changes in the Group's interests in existing subsidiaries (Continued)

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9/IAS 39, when applicable, the cost on initial recognition of an investment in an associate.

Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 "Income Taxes" and IAS 19 "Employee Benefits" respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations (Continued)

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

Goodwill

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

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

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

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

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates

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

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

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

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates (Continued)

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

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

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

Revenue from contracts with customers

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

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

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

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

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

Revenue is recognised when the control of goods was transferred to a customer, as described below.

(i) Sales of goods

Revenue is recognised when goods (including cements, clinkers, concrete and other products) are transferred to customers which are taken to be the point in time when the customer has control on the goods and thus, the performance obligation was satisfied. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Services rendered

Revenue from the rendering of delivery service is recognised over time by reference to the progress of which the customer simultaneously receives and consumes the benefits when the delivery service is provided by the Group.

Leases

Definition of a lease (upon application of IFRS 16 in accordance with transitions in note 3)

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

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 3)

Allocation of consideration to components of a contract

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

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

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

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of plants and buildings, equipment and motor vehicles and land lease prepayment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

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

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

*The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 3)
(Continued)*

Right-of-use assets (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property, plant and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements.

Refundable rental deposits

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

Lease liabilities

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

***The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 3)
(Continued)***

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

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

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Lease incentives relating to operating leases are considered as integral part of lease payments, the aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Service cost and net interest expense on the net defined benefit liability are recognised in profit or loss and allocated by function as part of "cost of sales", "selling and marketing expenses" or "administrative expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. Net interest expense for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability. The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

When the benefits of a plan are changed, or when a plan is curtailed, current service cost for the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised.

Remeasurements, comprising actuarial gains and losses, arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained earnings.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rate prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Exchange differences relating to the retranslation of the Group's net assets in United States Dollars ("USD") to the Group's presentation currency (i.e. RMB) are recognised directly in other comprehensive income and accumulated in exchange reserve. Such exchange differences accumulated in the exchange reserve are not reclassified to profit or loss subsequently.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

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

Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use on the production or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (Continued)

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

Right-of-use assets (upon application of IFRS 16)/land lease prepayments (before application of IFRS 16) represent cost of land use rights paid to the relevant government authorities. Land lease prepayments are carried at cost less the accumulated amount charged to expense and impairment losses. The cost of land lease prepayments is charged to expenses on a straight-line basis over the respective periods of the rights.

Depreciation is recognised to write off the cost of assets, less their residual value over their estimated useful lives using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of property, plant and equipment are as follows:

Plants and buildings	10–40 years
Equipment	10–20 years
Motor vehicles and others	5–10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

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

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as interest expense capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred. Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair values at the acquisition date (which is regarded as their cost).

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

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

The following intangible assets with finite useful lives are amortised from the date they are available for use.

The estimated useful lives are over the shorter of the terms of the respective contractual rights (if any) or are as follows:

Limestone mining rights	1–50 years
Customer relationships	5 years
Trademarks	1–10 years
Software and others	5–10 years

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

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

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

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

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

Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories (Continued)

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade and bills receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of IFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 "Business Combinations" applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income (Continued)

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" in profit or loss.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes/excludes any dividend or interest earned on the financial asset and is included in the "other net expenses" line item.

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including certain other financial assets, trade and bills receivables and other receivables and prepayments) which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and bills receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due with the reference of credit history of customers settlement days unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade payables, other payables, bank loans, other borrowings, long-term bonds and long-term payables) are subsequently measured at amortised cost, using the effective interest method.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9/IAS 39 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible bonds, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible bonds

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, if the entire convertible bond instrument is not designated as at FVTPL, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible loan notes is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible loan notes using the effective interest method.

Derecognition/Substantial modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety at fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts that are not financial assets within the scope of IFRS 9 are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) The entity, or any member of the group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

(i) Impairments

– Property, plant and equipment, right-of-use assets and intangible assets

In considering the impairment losses that may be required for the Group's property, plant and equipment, right-of-use assets and intangible assets, the recoverable amount of the asset needs to be determined. The recoverable amount is the greater of fair value less cost of disposal and the value in use. It is difficult to precisely estimate fair value less cost of disposal because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present values, which require significant judgement relating to items such as the discount rates, growth rates and the projected sales volume, selling price, direct costs, gross margin and other related expenses. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss or a further impairment loss may arise. The management also conducted a review of the Group's production assets, details of the review are disclosed in note 14. During the year ended 31 December 2019, net impairment loss of RMB10,998,000 (31 December 2018: RMB230,311,000) has been recognised in respect of those property, plant and equipment. No impairment loss has been recognised in respect of the right-of-use assets and intangible assets for the year ended 31 December 2019 and 2018. Details of the recoverable amount calculation are disclosed in notes 14, 15 and 16 respectively.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(i) Impairments (Continued)

– Goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less cost of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit. In determining the value in use, expected cash flows generated by the cash-generating unit are discounted to their present values, which require significant judgement relating to items such as the discount rates, growth rates and the projected sales volume, selling price, direct costs, gross margin and other related expenses. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss or a further impairment loss may arise. As at 31 December 2019, the carrying amount of goodwill is RMB90,132,000 (31 December 2018: RMB14,223,000), which is net of accumulated impairment loss of RMB2,337,674,000 (31 December 2018: RMB2,331,634,000). Details of the recoverable amount calculation are disclosed in note 17.

– Inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of distributing and selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles or other changes in market condition. The Group will reassess the estimations at each statement of financial position date. As at 31 December 2019, carrying amount of inventories is RMB1,995,166,000 (2018: RMB1,458,828,000).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(i) Impairments (Continued)

– Provision of ECL for trade and bills receivables and other receivables

The Group uses provision matrix to calculate ECL for the trade and bill receivables and other receivables. The provision rates are based on internal credit ratings as groupings of receivables that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade and bill receivables and other receivables with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and bill receivables and other receivables are disclosed in note 36(b)(i).

As at 31 December 2019, the carrying amounts of trade and bills receivables and other receivables are RMB1,937,492,000 and RMB690,966,000 respectively (2018: RMB2,126,724,000 and RMB692,050,000 respectively).

(ii) Acquisition of a subsidiary

The initial accounting on the acquisition of a subsidiary, which is considered as a business combination, involves identifying and determining the fair values to be assigned to the identifiable assets, liabilities and contingent liabilities of the acquires entities or businesses. the fair values of identifiable net assets are determined by using financial models or by reference to the valuation performed by independent professional valuer. Any changes in the assumptions used and estimates made in determining the fair values will impact carrying amount of these assets and liabilities.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(iii) Actuarial determined benefit obligations

The Group assesses the actuarial assumptions and methodology periodically to ensure their reasonableness at each end of the reporting period.

The Group would assess the assumptions of recognition, such as the discount rate and the benefit increase rate to assess the reasonableness of the methodology adopted. Should any of these factors change significantly and render the existing method inappropriate, the Group will consider a more appropriate methodology.

(iv) Taxation

The Group assesses the tax effect of all transactions and make provision for tax obligations. The Group reviews the tax treatment of these transactions, considering all amendments of tax laws and regulations.

The Group consumed industrial waste in the production of cement and clinker. Such consumption may qualify for certain government subsidies and corresponding income tax exemptions pursuant to the applicable PRC tax laws and regulations. The tax refund or exemption is not recognised until the refund is received or the formal approval of exemption from the tax authorities is obtained.

Deferred tax assets of the Group were recognised from unused tax loss allowance and deductible temporary differences. As the deferred tax assets cannot be recognised until the allowance is probable for deduction against future taxable profits, the Group estimates the expected realisation of future taxable profits. The Group reviews the judgment continuously and recognises additional deferred tax assets if taxable profits are probable to be recognised.

(v) Fair value measurement of financial instruments

As at 31 December 2019, the Group's investments in unquoted equity investments amounting to RMB40,661,000 (2018: RMB44,253,000) and the derivative component of the outstanding convertible bonds amounting to RMB187,779,000 (2018: RMB246,204,000) as disclosed in notes 18 and 31, respectively are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See note 36(c) for further disclosures.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

6. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are manufacturing and sale of cement, clinker and concrete.

Revenue represents the sales value of cement, clinker and concrete supplied to customers, cement related products and the delivery services.

Revenue from sales of cement, clinker, concrete and other products are recognised when the goods are transferred at a point in time. The performance obligation is satisfied upon the delivery of the goods. Revenue from rendering of delivery services is recognised over time by reference to the progress of delivery services provided by the Group. The performance obligation is satisfied upon the completion of the delivery services.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Sales of cement	17,183,378	13,111,390
Sales of clinker	2,267,395	2,676,076
Sales of concrete	1,579,402	1,313,315
Sales of other products	448,656	772,037
	21,478,831	17,872,818

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in note 6(b).

(b) Segment reporting

As the Group operates in a single business, the manufacturing and sale of cement, clinker and concrete in the People's Republic, of China (the "PRC"), the Group's risk and rates of return are affected predominantly by differences in the areas it operates.

The Group manages its businesses by geographical areas. Based on the manner in which information is reported internally to the executive directors of the Company, being the Group's chief operating decision maker ("CODM"), for the purposes of resource allocation and performance assessment, the Group has identified and presented the following four reportable segments based on the region in which the Group's business operates.

- Shandong Province – subsidiaries operating and located in the Shandong Province of the PRC.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

6. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

- Northeastern China – subsidiaries operating and located in the Liaoning Province and Inner – Mongolia Autonomous Region of the PRC.
- Shanxi Province – subsidiaries operating and located in the Shanxi Province and Shaanxi Province of the PRC.
- Xinjiang Region – subsidiaries operating and located in the Kashi area of Xinjiang Uygur Autonomous Region of the PRC.

No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's CODM monitors the results, assets and liabilities attributable to each operating segment on the following bases:

- Segment assets include all tangible and intangible assets and current assets, with the exception of interests in associates, deferred tax assets, derivative component of convertible bonds and other corporate assets. Segment liabilities include trade payables, other payables and accrued expenses, bank loans and other borrowings managed directly by the segments and lease liabilities.
- Revenue and expenses are allocated to the operating segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.
- Segment results represents profits earned by each segment without allocation of head office administrative expenses, share of results of associates, waiver of interest expenses, waiver of short-term financing bills and medium-term note principal, (loss)/gain on fair value changes of financial assets at FVTPL, loss on extinguishment of convertible bonds, (loss)/gain on fair value changes of derivative component of convertible bonds, directors' remuneration, auditor's remuneration and finance costs in relation to the unallocated bank loans, other borrowings, long-term bonds and convertible bonds. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.
- In addition to receiving segment information concerning adjusted profit before taxation, the CODM is provided with segment information concerning revenue, interest income and expense from bank balances and cash and borrowings managed directly by the segments, depreciation, amortisation, impairment losses and additions to non-current segment assets used by the segments in their operations and (reversal of impairment)/impairment loss of trade and bills receivables and other receivables. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

6. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

Disaggregation of revenue from contracts with customers by timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2019 and 2018 is set out below.

	2019					2018				
	Shandong Province RMB'000	Northeastern China RMB'000	Shanxi Province RMB'000	Xinjiang Region RMB'000	Total RMB'000	Shandong Province RMB'000	Northeastern China RMB'000	Shanxi Province RMB'000	Xinjiang Region RMB'000	Total RMB'000
Disaggregated by timing of revenue										
Point in time	14,477,199	3,866,436	2,449,938	678,067	21,471,640	12,617,491	3,127,601	1,641,488	477,408	17,863,988
Over time	5,600	304	1,287	-	7,191	6,518	783	1,529	-	8,830
Revenue from external customers	14,482,799	3,866,740	2,451,225	678,067	21,478,831	12,624,009	3,128,384	1,643,017	477,408	17,872,818
Inter-segment revenue	295,514	337,726	83,514	-	716,754	46,438	47,476	67,070	8	160,992
Reportable segment revenue	14,778,313	4,204,466	2,534,739	678,067	22,195,585	12,670,447	3,175,860	1,710,087	477,416	18,033,810
Reportable segment profit (adjusted profit before taxation)	3,822,925	426,954	443,659	234,624	4,928,162	3,415,361	2,495	217,609	154,692	3,790,157
Included in arriving at segment results are:										
Interest income	5,698	595	76	463	6,832	15,707	5,681	262	99	21,749
Interest expense	35,000	24,630	205	4,232	64,067	27,881	27,212	18	7,382	62,493
Depreciation and amortisation for the year	661,141	514,107	310,195	52,986	1,538,429	585,813	441,015	326,294	52,322	1,405,444
Impairment losses on property, plant and equipment	2,060	-	8,938	-	10,998	222,465	432	7,414	-	230,311
Impairment losses/(reversal of impairment) on trade receivables, net	(15,681)	(1,855)	-	2,311	(15,225)	11,151	25,087	(5,184)	1,673	32,727
Impairment losses/(reversal of impairment) on other receivables, net	41,112	(4,333)	3,321	-	40,100	1,083	(34,326)	-	11	(33,232)
Additions to fixed assets, right-of-use assets and intangible assets during the year	917,809	167,143	176,268	113,758	1,374,978	710,916	114,243	215,095	32,292	1,072,546
Reportable segment assets	11,686,712	8,099,543	5,289,518	970,449	26,046,222	10,536,958	8,129,952	5,336,846	1,095,822	25,099,578
Reportable segment liabilities	5,847,580	1,547,028	645,887	190,986	8,231,481	2,957,600	3,175,331	1,283,362	498,689	7,914,982

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

6. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Revenue		
Reportable segment revenue	22,195,585	18,033,810
Elimination of inter-segment revenue	(716,754)	(160,992)
Consolidated revenue	21,478,831	17,872,818
Profit		
Reportable segment profit	4,928,162	3,790,157
Elimination of inter-segment profit	(180,085)	(69,720)
Reportable segment profit derived from		
Group's external customers	4,748,077	3,720,437
Share of results of associates	43,242	45,957
Waiver of interest expenses	153,486	259,743
(Loss)/gain on fair value changes of financial assets at FVTPL	(3,796)	9,595
(Loss)/gain on fair value changes of derivative component of convertible bonds	(60,714)	236,190
Waiver of short-term financing bills and medium-term note principal	–	4,390
Loss on extinguishment of convertible bonds	–	(149,297)
Unallocated finance costs	(461,471)	(726,809)
Unallocated head office administrative expenses	(192,836)	(353,219)
Consolidated profit before taxation	4,225,988	3,046,987

The accounting policies of the reportable segments are the same as the Group's accounting policies.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

6. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Assets		
Reportable segment assets	26,046,222	25,099,578
Elimination of inter-segment profit	(1,801)	(697)
Elimination of inter-segment receivables	(783,371)	(703,711)
	25,261,050	24,395,170
Deferred tax assets	145,977	159,649
Interests in associates	312,342	315,063
Derivative component of convertible bonds	187,779	246,204
Unallocated head office assets	920,657	956,627
Consolidated total assets	26,827,805	26,072,713
Liabilities		
Reportable segment liabilities	8,231,481	7,914,982
Elimination of inter-segment payables	(783,371)	(703,711)
	7,448,110	7,211,271
Deferred tax liabilities	87,143	91,436
Unallocated bank loans	3,013,750	3,372,750
Unallocated other borrowings	492,727	774,250
Long-term bonds	1,371,500	2,709,500
Convertible bonds	634,057	633,100
Unallocated head office liabilities	1,180,079	1,694,070
Consolidated total liabilities	14,227,366	16,486,377

(iii) Geographical information

The Group's revenue and non-current assets are arisen in and located in the PRC during both years.

(iv) Information about major customers

No single external customer contributed revenue from transactions amounting to 10% or more of the revenue of the Group during both years.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

7. OTHER INCOME

	<i>Notes</i>	2019 RMB'000	2018 <i>RMB'000</i>
Interest income		16,429	25,012
Government grants	(i)	268,826	226,998
Amortisation of deferred income	30	13,154	18,504
Waiver of interest expenses	(ii)	153,486	259,743
Waiver of short-term financing bills and medium-term notes principal	(ii)	–	4,390
Others		38,542	23,050
		490,437	557,697

Notes:

- (i) Government grants mainly represented tax refunds, operating subsidies and energy reduction incentives from local governments received by the Group in the current year. There are no special conditions that are needed to be fulfilled for receiving such government grants.
- (ii) Amounts represent the waivers of portion of short-term financing bills and medium-term notes principal, interest and penalty interest accrued on the relevant principal amounts of short-term financing bills and medium-term notes of the Group. Detail in relation to the waivers are disclosed as per notes 25 and 26 respectively.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

8. OTHER NET EXPENSES

	<i>Notes</i>	2019 RMB'000	2018 <i>RMB'000</i>
Net foreign exchange gain		6,497	452
Net (loss)/gain from disposal of property, plant and equipment		(21,811)	4,102
(Loss)/gain on fair value changes of financial assets at FVTPL		(3,796)	9,595
(Loss)/gain on fair value changes of derivative component of convertible bonds		(60,714)	236,190
Net impairment losses on property, plant and equipment	14	(10,998)	(230,311)
Impairment loss on goodwill	17	(6,040)	–
Penalties (<i>note (i)</i>)		(66,796)	(10,794)
Donations		(17,150)	(9,998)
Bad debt recovery		24,934	56,733
Loss from write-off of intangible assets		–	(1,826)
Loss on extinguishment of convertible bonds		–	(149,297)
Others		(15,730)	(11,908)
		(171,604)	(107,062)

Note:

- (i) Included in the amount are penalties amounting to RMB 51,796,000 for late payments of other payables from certain litigations raised by certain suppliers and third parties against a subsidiary of the Group. The litigations have been judged by PRC court, with the court ordering the subsidiary to settle the amounts. The related other payables and penalties were settled during the current year.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

9. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

(a) Finance costs

	Notes	2019 RMB'000	2018 RMB'000
Interest on bank loans		227,629	265,908
Interest on other borrowings and long-term bonds		154,538	359,030
Interest on lease liabilities		4,105	–
Effective interest expense on convertible bonds		75,626	108,302
Less: capitalised interest expenses	(i)	(221)	(141)
Net interest expenses		461,677	733,099
Bank charges		31,294	29,068
Unwinding of discount	(ii)	16,799	16,153
		509,770	778,320

Notes:

- (i) The capitalisation rates used to determine the amount of borrowing costs eligible for capitalisation related to construction of plant are 4.90% (2018: 4.58%) per annum for the year ended 31 December 2019.
- (ii) This item represents the unwinding of discount for the following liabilities using the effective interest rate:

	Note	2019 RMB'000	2018 RMB'000
Defined benefit obligations	29(c)	4,270	5,240
Long-term payables		12,529	10,913
		16,799	16,153

(b) Personnel expenses

	Note	2019 RMB'000	2018 RMB'000
Salaries, wages and other benefits		1,400,779	1,227,464
Bonus and awards		384,316	294,818
Staff's pension costs		222,652	203,836
Expense recognised in respect of defined benefit obligations	29(c)	5,030	5,990
		2,012,777	1,732,108

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

9. PROFIT BEFORE TAXATION (CONTINUED)

(c) Other items

	<i>Notes</i>	2019 RMB'000	2018 <i>RMB'000</i>
Amortisation			
– land lease prepayments (<i>note (i)</i>)	14	–	59,473
– intangible assets	16	193,538	106,378
		193,538	165,851
Depreciation			
– property, plant and equipment	14	1,283,050	1,247,540
– right-of-use assets (<i>note (i)</i>)	15	69,627	–
		1,352,677	1,247,540
Operating lease charges		–	23,578
Auditors' remuneration			
– audit and assurance services		6,300	6,000
– other services		980	1,270
		7,280	7,270
Cost of inventories sold		14,207,209	11,948,294
(Reversal of impairment)/impairment losses on inventories (included in cost of sales)		(100)	1,053

Notes:

- (i) The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. The depreciated carrying amount of the land lease payment which were previously included in fixed assets is also identified as a right-of-use asset. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising amortisation expenses incurred on a straight-line basis over the respective period of the rights. Under this approach, the comparative information is not restated.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

10. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Current tax		
Provision for PRC income tax	1,178,875	905,717
Under/(over) provision in respect of prior years	9,352	(16,085)
Deferred tax		
Origination and reversal of temporary differences (<i>note 33(a)</i>)	9,379	(11,492)
	1,197,606	878,140

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

10. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	<i>Notes</i>	2019 RMB'000	2018 RMB'000
Profit before taxation		4,225,988	3,046,987
Tax at the domestic income tax rate of 25% (2018: 25%)	(i)	1,056,497	761,747
Tax rate differential in foreign jurisdictions	(ii)	15,502	38,074
Tax effect of expenses not deductible for tax purpose	(iii)	161,630	110,937
Tax effect of income not taxable for tax purpose		(11,734)	(18,445)
Tax effect of tax losses not recognised		92,901	132,492
Tax effect of unrecognised prior year's tax losses utilised during the year		(68,127)	(116,589)
Tax effect of deductible temporary differences not recognised		12,467	37,921
Tax effect of unrecognised prior year's deductible temporary differences utilised during the year		(32,733)	(30,383)
Effect of tax credit	(iv)	(27,338)	(10,040)
Under/(over) provision in respect of prior year		9,352	(16,085)
Tax effect of share of results of associates		(10,811)	(11,489)
Actual income tax expense		1,197,606	878,140
Effective tax rate		28.3%	28.8%

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

10. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Notes:

- (i) The Group's PRC subsidiaries are subject to PRC income tax at the statutory rate of 25% (2018: 25%) unless otherwise specified.
- (ii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in those jurisdictions.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first Hong Kong dollars ("HK\$" or "HKD") 2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Company and its subsidiaries incorporated in Hong Kong are subject to Hong Kong Profits Tax at the rate of 16.5% (2018: 16.5%). No provision for Hong Kong Profits Tax has been made as the Company and the subsidiaries incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax during the year ended 31 December 2019 (2018: nil).

- (iii) Non-deductible expenses mainly represent miscellaneous expenses in excess of statutory deductible limits for tax purposes according to the PRC tax laws and regulations and expenses of the Company which were non-deductible as the Company did not generate assessable income during the years.
- (iv) Tax credit represents income tax credit for purchase of certain energy saving equipment pursuant to the applicable PRC tax laws and regulations received by certain group companies during the year. These group companies are entitled to an income tax credit of 10% of the purchase price of the qualifying energy saving equipment purchased.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

11. DIRECTORS' REMUNERATION

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

For the year ended 31 December 2019

	Directors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Contributions to defined contribution retirement plans RMB'000	Total RMB'000
Chairman, Executive director				
Chang Zhangli (<i>note (i)</i>)	–	–	–	–
Executive director				
Wu Ling-ling (<i>note (i)</i>)	–	1,690	–	1,690
Independent non-executive directors				
Chang Ming-cheng (<i>note (ii)</i>)	–	845	–	845
Li Jianwei (<i>note (ii)</i>)	–	845	–	845
Hsu you-yuan (<i>note (iii)</i>)	–	845	–	845
Total	–	4,225	–	4,225

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

11. DIRECTORS' REMUNERATION (CONTINUED)

For the year ended 31 December 2018

	Directors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Contributions to defined contribution retirement plans RMB'000	Total RMB'000
Chairman, Executive director				
Chang Zhangli (<i>note (i)</i>)	–	–	–	–
Executive directors				
Wu Ling-ling (<i>note (i)</i>)	–	985	–	985
Hwa Guo Wai, Godwin (<i>note (iv)</i>)	–	2,230	–	2,230
Li Zhiqiang (<i>note (v)</i>)	–	535	–	535
Zhu Linhai (<i>note (vi)</i>)	–	422	–	422
Independent non-executive directors				
Chang Ming-cheng (<i>note (ii)</i>)	–	493	–	493
Li Jianwei (<i>note (ii)</i>)	–	493	–	493
Hsu you-yuan (<i>note (iii)</i>)	–	264	–	264
Lin Shei-yuan (<i>note (ii)</i>)	–	131	–	131
Ho Man Kay (<i>note (vii)</i>)	–	338	–	338
Law Pui Cheung (<i>note (vii)</i>)	–	338	–	338
Wong Chi Keung (<i>note (vii)</i>)	–	338	–	338
Dr. Ching Siu Ming (<i>note (vii)</i>)	–	338	–	338
Lo Chung Hing (<i>note (vii)</i>)	–	338	–	338
Total	–	7,243	–	7,243

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

11. DIRECTORS' REMUNERATION (CONTINUED)

Notes:

- (i) Mr. Chang Zhangli was appointed as executive director and chairman on 23 May 2018. Ms Wu Ling-ling was appointed as executive director on 23 May 2018.
- (ii) Mr. Chang Ming-cheng, Mr. Lin Shei-yuan and Mr. Li Jianwei were appointed as independent non-executive directors of the Company on 23 May 2018. Mr. Lin Shei-yuan resigned on 20 July 2018.
- (iii) Mr. Hsu You-yuan was appointed as an independent non-executive director on 4 September 2018.
- (iv) Mr. Hwa Guo Wai was removed as an executive director on 23 May 2018.
- (v) Mr. Li Zhiqiang has resigned as the vice chairman of the Board and executive director of the Company on 19 March 2018.
- (vi) Mr. Zhu Linhai was appointed as an executive director of the Company on 19 March 2018 and was removed on 23 May 2018.
- (vii) Ms Ho Man Kay, Mr. Law Pui Cheung, Mr. Wong Chi Keung, Dr. Ching Siu Ming and Mr. Lo Chung Hing were removed as independent non-executive director on 23 May 2018.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group for the year. The independent non-executive directors' emoluments shown above were for their services as directors of the Company for the year.

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

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five individuals with the highest emolument included no director (2018: one director) whose emoluments are disclosed in note 11 for the year ended 31 December 2019.

The aggregate of the remuneration in respect of the five (2018: remaining four) individuals is as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Salaries, allowances and other benefits	10,625	7,768
Contributions to defined contribution retirement plans	252	273
	10,877	8,041

The emoluments of the five (2018: remaining four) individuals with the highest remuneration is within the following bands:

	2019 Number of individuals	2018 Number of individuals
HK\$1,500,001 to HK\$2,000,000	3	–
HK\$2,000,001 to HK\$2,500,000	2	3
HK\$2,500,001 to HK\$3,000,000	–	1
	5	4

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Profit for the year attributable to owners of the Company and earnings for the purposes of basic earnings per share	2,973,104	2,196,657
Effect of dilutive potential ordinary shares		
Effective interest expense on convertible bonds	–	23,868
Gain on fair value changes of derivative component of convertible bonds	–	(149,340)
Earnings for the purpose of diluted earnings per share	2,973,104	2,071,185
Number of shares:		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	4,353,966,228	3,547,397,876
Effect of dilutive potential ordinary shares on convertible bonds	–	30,322,103
Weighted average number of ordinary shares for purpose of diluted earnings per shares	4,353,966,228	3,577,719,979

The computation of diluted earnings per share does not assume the exercise of the share options granted by the Company in 2011 and 2015 because exercise prices of these share options were higher than the average market price of the shares for the year ended 31 December 2019 and for the period from 31 October 2018 to 31 December 2018 after the resumption of trading of the Company's shares in the Stock Exchange. For the period from 1 January 2018 to 30 October 2018, the directors of the Company are of the opinion that these share options had no dilutive effect on the earnings per share as the directors of the Company believed that these share options would not result in any issuance of ordinary shares in the absence of market price information since the suspension of trading of the Company's share on the Stock Exchange on 16 April 2015 onward and taking into account the adverse nature of the events which had affected the affairs of the Group since that date.

The computation of diluted earnings per share for the year ended 31 December 2019 has not taken into account of the potential ordinary shares on convertible bonds as the assumed conversion would be anti-dilutive and result in an increase in earnings per share. For the year ended 31 December 2018, the computation of diluted earnings per share assumed the conversion of the Company's outstanding convertible bonds which was dilutive.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

14. FIXED ASSETS

	Plants and buildings RMB'000	Equipment RMB'000	Motor vehicles and others RMB'000	Construction in progress RMB'000	Sub-total RMB'000	Land lease prepayments RMB'000	Total fixed assets RMB'000
Cost:							
At 1 January 2018	12,836,981	14,081,077	492,966	214,198	27,625,222	2,729,363	30,354,585
Additions	43,411	144,371	94,724	395,377	677,883	26,846	704,729
Transfers	208,780	115,375	6,840	(330,995)	-	-	-
Disposals	(49,982)	(167,862)	(47,201)	(377)	(265,422)	(933)	(266,355)
At 31 December 2018	13,039,190	14,172,961	547,329	278,203	28,037,683	2,755,276	30,792,959
Adjustment upon application of IFRS 16 (Note 3)	-	-	-	-	-	(2,755,276)	(2,755,276)
At 1 January 2019 (restated)	13,039,190	14,172,961	547,329	278,203	28,037,683	-	28,037,683
Additions	128,580	265,467	83,513	633,165	1,110,725	-	1,110,725
Acquisition of a subsidiary (note 40)	234,872	52,915	415	10,435	298,637	-	298,637
Transfers	290,645	270,596	29,319	(590,560)	-	-	-
Disposals	(51,932)	(132,300)	(32,937)	-	(217,169)	-	(217,169)
At 31 December 2019	13,641,355	14,629,639	627,639	331,243	29,229,876	-	29,229,876
Accumulated depreciation, amortisation and impairment:							
At 1 January 2018	(2,481,510)	(8,111,731)	(232,651)	(29,337)	(10,855,229)	(487,394)	(11,342,623)
Charge for the year	(276,103)	(934,773)	(36,664)	-	(1,247,540)	(59,473)	(1,307,013)
Impairment losses for the year	(186,291)	(39,070)	(4,950)	-	(230,311)	-	(230,311)
Written back on disposals	40,957	134,910	41,600	-	217,467	282	217,749
At 31 December 2018	(2,902,947)	(8,950,664)	(232,665)	(29,337)	(12,115,613)	(546,585)	(12,662,198)
Adjustment upon application of IFRS 16 (Note 3)	-	-	-	-	-	546,585	546,585
At 1 January 2019 (restated)	(2,902,947)	(8,950,664)	(232,665)	(29,337)	(12,115,613)	-	(12,115,613)
Charge for the year	(306,510)	(939,229)	(37,311)	-	(1,283,050)	-	(1,283,050)
Impairment losses for the year	(5,659)	(2,747)	(522)	(2,070)	(10,998)	-	(10,998)
Written back on disposals	34,294	119,116	26,008	-	179,418	-	179,418
At 31 December 2019	(3,180,822)	(9,773,524)	(244,490)	(31,407)	(13,230,243)	-	(13,230,243)
Net book value:							
At 31 December 2019	10,460,533	4,856,115	383,149	299,836	15,999,633	-	15,999,633
At 31 December 2018	10,136,243	5,222,297	314,664	248,866	15,922,070	2,208,691	18,130,761

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

14. FIXED ASSETS (CONTINUED)

- (a) All plants and buildings and land are located in the PRC.
- (b) Construction in progress (“CIP”) mainly relates to technical improvement projects of cement and clinker production lines.
- (c) As at 31 December 2019, the ownership certificates for certain plants and buildings with a carrying amount of RMB386,103,000 (2018: RMB359,430,000) have not been obtained. The directors of the Company are of the opinion that the Group is entitled to lawfully and validly occupy or use the properties and therefore the aforesaid matter did not have any significant impact on the Group’s financial position as at 31 December 2019.
- (d) As at the date of approval of the consolidated financial statements, the Group is in the process of obtaining construction permits for certain clinker and cement production lines. The carrying amounts of the plants and buildings and equipments transferred from construction in progress in respect of these clinker and cement production lines as at 31 December 2019 were RMB1,068,887,000 and RMB528,457,000 respectively (2018: RMB1,109,885,000 and RMB571,947,000 respectively).
- (e) Certain plants and buildings with an aggregate amount of RMB8,223,000 (2018: RMB8,747,000) for the year ended 31 December 2019, are pledged to secure bank loans (see note 24) granted to the Group.
- (f) As at 31 December 2019, plants and buildings carried at RMB77,766,000 (2018: RMB82,229,000) have been frozen by the PRC Court pending the outcome of the legal proceedings initiated by the Group’s creditors relating to overdue bank loans, other borrowings, long-term bonds and certain sales or purchases contracts. Further details of this litigation are set out in notes 24 to 27. Under the Court order, the Group may continue to use these assets in its business but is prohibited from selling or transferring the assets until the litigation is resolved.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

14. FIXED ASSETS (CONTINUED)

- (h) For the years ended 31 December 2019 and 2018, the management performed impairment assessments on property, plant and equipment of certain subsidiaries which suffered from continuous losses. The management assessed the recoverable amounts of the property, plant and equipment by assessing the recoverable amounts of the cash-generating units (“CGUs”) representing the respective subsidiaries acquired in previous acquisitions to which they belong with reference to the value in use calculations of the CGUs. The value in use calculations use cash flow projections based on the financial budgets approved by the management covering a one-year period with suitable growth rates for the following four years. The cash flows beyond the five-year period are extrapolated using suitable growth rates. The details of the CGUs, growth rates, discount rates and terminal growth rates used for value in use calculations for both years are shown as follow:

Segment	Number of subsidiaries		Average growth rate in five years		Discount rate		Terminal growth rate	
	2019	2018	2019	2018	2019	2018	2019	2018
			(%)		(%)		(%)	
Shandong Province	3	3	8–11	2–6	14.58	14.04	–	–
Northeastern China	12	16	2–12	2–16	13.12	11.78	–	–
Shanxi Province	7	8	3–24	5–20	12.41	12.45	–	–

* The growth rate is based on the industry growth rate forecast.

The management also performed impairment assessment on property, plant and equipment that belong to Shanshui Heavy Industries Co., Ltd. (“Shanshui Heavy Industries”) as the directors of the Company became aware of the impairment loss at the date of acquisition of Shanshui Heavy Industries. The management assessed the recoverable amount of Shanshui Heavy Industries with reference to the value in use calculation using cash flow projections based on the financial budget approved by the management covering a five-year period and a discount rate of 18.43%. The cash flows beyond the five-year period are extrapolated using a terminal growth rate of 2%.

Other key assumptions for the value in use calculations include such estimation in the projected sales volume, selling prices, direct costs, gross margin and other related expenses for each of the related CGUs used in the cash flow forecasts based on the unit’s historical performance, unit’s projected production plan and management’s expectations for the market development of each of the CGUs.

The management believed that any reasonable possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amounts of the fixed assets to exceed the aggregate of their recoverable amounts. Based on the cash flow projections and financial budgets approved by the management in 2019 and 2018, the value in use calculated by the discounted cash flow analysis is higher than the carrying amount for the CGUs, and accordingly, no impairment loss of fixed assets was recognised for the year ended 31 December 2019 (2018: nil).

In addition, the Group conducted a review of the Group’s production assets and determined that the assets of certain subsidiaries were idle and/or obsolete and that it is expected that these assets will not generate future benefit to the Group. Accordingly, impairment loss of RMB10,998,000 (2018: RMB230,311,000) has been recognised in respect of those assets.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

15. RIGHT-OF-USE ASSETS

	Plants and buildings <i>RMB'000</i>	Land lease prepayment <i>RMB'000</i>	Total <i>RMB'000</i>
Cost:			
At 1 January 2019	8,377	2,841,437	2,849,814
Acquisition of a subsidiary (note 40)	–	54,780	54,780
Addition	12,416	30,969	43,385
At 31 December 2019	20,793	2,927,186	2,947,979
Accumulated depreciation:			
At 1 January 2019	–	(546,585)	(546,585)
Charge for the year	(2,467)	(67,160)	(69,627)
At 31 December 2019	(2,467)	(613,745)	(616,212)
Net book value:			
At 31 December 2019	18,326	2,313,441	2,331,767

- (a) The Group's right-of-use assets with underlying assets of land lease prepayments for leasehold land are amortised for periods ranging from between 25 years and 70 years based on the lease term (2018: 25 years and 70 years).
- (b) As at 31 December 2019, application for the registration of land use rights in relation to right-of-use assets with underlying assets of land lease prepayments with cost of approximately RMB164,609,000 (2018: RMB154,626,000) was still in progress. The directors of the Company are of the opinion that the Group is entitled to lawfully and validly occupy or use the properties and therefore the aforesaid matter did not have any significant impact on the Group's financial position as at 31 December 2019.
- (c) Certain right-of-use assets with underlying assets of land lease prepayments with an aggregate carrying amount of RMB4,178,000 (2018: RMB4,318,000) for the year ended 31 December 2019, are pledged to secure bank loans (see note 24) granted to the Group.
- (d) As at 31 December 2019, right-of-use assets with underlying assets of land lease prepayments carried at RMB28,926,000 (2018: RMB35,578,000) have been frozen by the PRC Court pending the outcome of the legal proceedings initiated by the Group's creditors relating to overdue, other borrowings, long-term bonds and certain sales or purchases contracts. Further details of this litigation are set out in notes 24 to 26. Under the Court order, the Group may continue to use these assets in its business but is prohibited from selling or transferring the assets until the litigation is resolved.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

15. RIGHT-OF-USE ASSETS (CONTINUED)

	2019 RMB'000
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	1,735
Total cash outflow for leases	1,735

For both years, the Group leases various plants and buildings and land lease prepayment for its operations. Lease contracts for plants and buildings are entered into for fixed terms of 2 to 30 years, but may have extension options as described below. Lease contracts for land lease prepayment are entered into for fixed term of 3 to 30 years. Lease terms for all lease contracts are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Extension options

The Group has an extension option in a lease contract for land, plant and building in PRC rented by a subsidiary of the Company. The extension option held is exercisable only by the Group and not by the lessor. The Group assesses at lease commencement date whether it is reasonably certain to exercise or not to exercise the extension option. The lease liability recognised as at 31 December 2019 for the lease contract for plant and building amounted to RMB36,000 and the potential future lease payments not included in the lease liability amounted to RMB232,000.

As at 31 December 2019, the Group did not enter into new leases that are not yet commenced (2018: nil),

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

16. INTANGIBLE ASSETS

	Limestone mining rights <i>RMB'000</i>	Customer relationships <i>RMB'000</i>	Trademarks <i>RMB'000</i>	Software and others <i>RMB'000</i>	Total <i>RMB'000</i>
Cost:					
At 1 January 2018	1,094,320	48,181	92,522	80,488	1,315,511
Additions	381,248	–	–	3,045	384,293
Write off	–	–	–	(4,330)	(4,330)
At 31 December 2018	1,475,568	48,181	92,522	79,203	1,695,474
Additions	219,434	–	–	10,054	229,488
Write off	(617)	–	–	–	(617)
At 31 December 2019	1,694,385	48,181	92,522	89,257	1,924,345
Accumulated amortisation and impairment:					
At 1 January 2018	(513,774)	(48,181)	(70,292)	(64,690)	(696,937)
Amortisation for the year	(103,556)	–	–	(2,822)	(106,378)
Write off	–	–	–	2,504	2,504
At 31 December 2018	(617,330)	(48,181)	(70,292)	(65,008)	(800,811)
Amortisation for the year	(190,167)	–	–	(3,371)	(193,538)
Write off	617	–	–	–	617
At 31 December 2019	(806,880)	(48,181)	(70,292)	(68,379)	(993,732)
Net book value:					
At 31 December 2019	887,505	–	22,230	20,878	930,613
At 31 December 2018	858,238	–	22,230	14,195	894,663

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

16. INTANGIBLE ASSETS (CONTINUED)

- (a) The limestone mining rights which are granted from the respective land resources bureaus are valid for periods ranging from 3 years to 50 years (2018: ranging from 3 years to 50 years). The limestone mining rights will expire in 2020 to 2039. The limestone mines are located in Shandong, Liaoning, Shanxi, Xinjiang and Inner Mongolia regions/provinces.
- (b) As at 31 December 2019, the ownership certificates for certain limestone mining rights with a carrying amount of RMB69,066,000 (2018: RMB30,889,000) have not been obtained. The directors of the Company are of the opinion that the Group is entitled to lawfully and validly occupy or use the properties and therefore the aforesaid matter did not have any significant impact on the Group's financial position as at 31 December 2019.
- (c) The gross carrying amount of trademarks represent valuation of “千山”, “工源” and “遠航” brands acquired through acquisitions of Liaoyang Qianshan Cement Co., Ltd. (“Qianshan Cement”) and Liaoning Shanshui Gongyuan Cement Co., Ltd. (“Liaoning Shanshui”) in December 2007 and Chifeng Yuanhang Cement Co., Ltd. (“Chifeng Yuanhang”) in previous years.

According to the resolution of the Board of Directors of the Group, trademarks of “千山”, and “工源” would be phased out in ten years. Management considers the estimated useful lives of trademarks are ten years though their legal rights are renewable.

The “遠航” brand has a remaining legal life of 3 years (2018: 4 years) but is renewable every 10 years at minimal cost. The directors of the Company are of the opinion that the “遠航” brand is having good reputation in the local area and hence the Group would renew the trademark continuously and has the ability to do so. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the trademark has no foreseeable limit to the period over which the trademarked products are expected to generate net cash flows for the Group. As a result, the “遠航” brand is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trademark will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. The carrying amount of “遠航” brand as at 31 December 2019 is RMB22,230,000 (2018: RMB22,230,000).

For the year ended 31 December 2019, the management assessed the recoverable amount of the CGU which the trademark forms part of the respective CGU (being a subsidiary located in Northeastern China) with reference to its value in use calculation. Based on the cash flow projections and financial budgets approved by the management in 2019 and 2018, the value in use calculated by the discounted cash flow analysis is higher than the company amounts for the CGU and accordingly the management determined that there was no impairment on the trademark's CGU for the year ended 31 December 2019 (2018: nil). Particulars of the value in use calculation in relation to the CGU located in Northeastern China region are disclosed as per note 14(h).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

17. GOODWILL

	<i>RMB'000</i>
Cost:	
At 1 January 2018 and 31 December 2018	2,345,857
Acquisition of a subsidiary (<i>note 40</i>)	81,949
At 31 December 2019	2,427,806
Impairment losses:	
At 1 January 2018 and 31 December 2018	(2,331,634)
Impairment losses for the year	(6,040)
	(2,337,674)
Net book value:	
At 31 December 2019	90,132
At 31 December 2018	14,223

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

17. GOODWILL (CONTINUED)

Impairment tests for cash-generating units containing goodwill

As set out in IAS 36, cash generating units are the smallest identifiable groups of assets that generate cash inflows from continuing use that are largely independent of the cash flows from other assets. For the purpose of impairment testing of goodwill, goodwill is allocated to groups of CGUs (being subsidiaries acquired in each acquisition), which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes. The gross carrying amount of goodwill is allocated to CGUs representing a subsidiary located in the Shandong Province (amounting to RMB1,585,000 (2018: RMB1,585,000)), a subsidiary located in the Northeast China (amounting to RMB12,638,000 (2018: RMB12,638,000)) and Shanshui Heavy Industries (amounting to RMB81,949,000 (2018: nil)). The goodwill recognised is not expected to be deductible for income tax purpose.

For the year ended 31 December 2019, the management assessed the recoverable amounts of these CGUs with reference to their value in use calculations. Particulars of the value in use calculations are disclosed as per note 14(h).

Upon the completion of the acquisition of Shanshui Heavy Industries, the directors of the Company have engaged GW Financial Advisory Service Limited, an independent firm of qualified professional valuer not connected with the Group, to carry out a valuation of Shanshui Heavy Industries that is expected to benefit from the synergies of the combination, based on facts and circumstances existing as at that date. The directors of the Company became aware of the impairment loss at the date of acquisition of the Shanshui Heavy Industries. Accordingly, an impairment loss of approximately RMB6,040,000 is recognised in respect of the goodwill arisen from the acquisition of Shanshui Heavy Industries during the year.

In addition, the recoverable amounts of the CGUs located in the Shandong Province and Northeast China of which carrying amount of goodwill is allocated are higher than the carrying amounts for the respective CGUs based on the cash flow projections and financial budgets of 2019 and 2018 approved by the management. Accordingly, the management determined that there is no impairment on these CGUs for the year ended 31 December 2019.

The Group recognised accumulated impairment loss on goodwill amounting to approximately RMB2,337,674,000 as at 31 December 2019 (2018: RMB2,331,634,000).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

18. OTHER FINANCIAL ASSETS

	Notes	At 31 December 2019 RMB'000	At 31 December 2018 RMB'000
Financial assets at FVTPL			
– Equity securities listed in the PRC	(a)	7,224	7,428
– Unquoted equity investments in PRC non-listed companies	(b)	40,661	44,253
Loan due from a third party	(c)	21,710	21,710
Deposit paid for investment in financial assets at FVTPL	(d)	64,816	–
		134,411	73,391

Notes:

(a) Equity investments in securities listed in the PRC represent the Group's investments in equity shares listed on the Shanghai Stock Exchange and held by the Group as long term investment. The investments are valued with reference to the trading price of the securities at the end of the reporting period.

(b) Unquoted equity investments in PRC non-listed companies are held by the Group as long term investment.

Included in unquoted equity instruments in PRC non-listed companies are investments in one (2018: two) PRC non-listed entities which was a former subsidiary of the Group. The Group recorded such investment as financial assets at FVTPL as at 31 December 2019 and 2018. During the year ended 31 December 2019, the Group obtained control over Xinghao Cement Co., Ltd. ("Xinghao Cement") and the Group has consolidated Xinghao Cement into the consolidated financial statement, further details are set out in note 43.

Jinan Changqing Shanshui Micro Finance Co., Ltd. ("Shanshui Micro Finance") was under the management of the ex-directors of the Company. Since 2016, the Group can neither access any accounting books and records of Shanshui Micro Finance nor find the current place of business for Shanshui Micro Finance. The directors of the Company are of the opinion that the Group does not have the ability to direct the relevant activities which significantly affect Shanshui Micro Finance's returns and hence the Group lost control of Shanshui Micro Finance. Accordingly, the Group recorded the investments as available-for-sale securities under IAS 39 and has made full impairment provision for the carrying amount of these investments as at 31 December 2016.

During the year ended 31 December 2018 and 2019, the directors of the Company continued to be unable to have the ability to direct relevant activities which significantly affect the above former subsidiary's returns but the Group was able to obtain access to the financial information and books and records of Shanshui Micro Finance as at respective reporting period end. Based on the management assessment, the fair value of Shanshui Micro Finance are assessed to be nil as at 31 December 2019 (2018: nil). Accordingly, no change in fair value on investments in Shanshui Micro Finance was recognised during the year ended 31 December 2019.

During the year ended 31 December 2018, the Group acquired 0.38%, 14.29% and 5% of equity interest in Bank of Chaoyang Co., Ltd., Kashgar United and Huize Management Consulting Services Co., Ltd and Shandong Zhonglian Mining Co., Ltd. at considerations of RMB5,000,000, RMB2,857,000 and RMB25,000,000 respectively. The fair value loss of RMB3,591,000 was recognised in profit or loss during the year ended 31 December 2019 (2018: fair value gain of RMB10,134,000).

(c) Loan due from a third party represents loan due from a minority shareholder of Bohai Cement (Huludao) Co., Ltd. ("Bohai Cement") with gross amount of RMB118,804,000. The minority shareholder held 30% interest in Bohai Cement as at 31 December 2019 and 2018. Since the minority shareholder was in financial difficulties, the Group assessed that only a portion of the loan balance was expected to be recovered. Accordingly, the Group has recognised accumulated impairment loss amounting to RMB97,094,000 as at the end of the reporting period. Certain land lease prepayment owned by the minority shareholder of Bohai Cement is pledged to secure the loan granted by the Group, which the directors of the Company are of the opinion that the fair value of the pledge land lease prepayment is higher than the carrying amount of the outstanding loan due from the minority shareholder of Bohai Cement.

(d) The amount represented deposit paid for equity investment in a private company which engages in the provision of consultancy services. As the legal procedures for the capital contribution has not been completed as at the end of the reporting period, the amount is recorded as deposit paid for investment in financial assets at FVTPL as at 31 December 2019.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES

	2019 RMB'000	2018 RMB'000
Cost	652,650	738,754
Less: share of post-acquisition profit and other comprehensive income, net of dividends received	(11,929)	(15,981)
Less: impairment losses	(328,379)	(407,710)
Share of net assets	312,342	315,063

As at 31 December 2019 and 31 December 2018, the Group held investments in the following associates:

Name of associate	Place and date of incorporation	Principal activities	Registered capital	Paid-in capital	Proportion of ownership interest 31.12.2019		Proportion of ownership interest 31.12.2018	
					Direct	Indirect	Direct	Indirect
Dong'e Shanshui Dongchang Cement Co., Ltd. ("Dong'e Shanshui") (note (a))	Shandong, PRC 1 March 2010	Production and sales of cement, clinker and related products	RMB100,000,000	RMB100,000,000	-	51%	-	51%
Dalian Cement Group Co., Ltd. ("Dashui Group")	Liaoning, PRC 11 June 1992	Production and sales of cement and related products	RMB888,980,000	RMB888,980,000	-	22.04%	-	22.04%
Qilu Property Co., Ltd. ("Qilu Property") (note (b))	Shandong, PRC 16 May 1994	Development of property	RMB83,529,200	RMB83,529,200	-	30%	-	30%

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

Name of associate	Place and date of incorporation	Principal activities	Registered capital	Paid-in capital	Proportion of ownership interest 31.12.2019		Proportion of ownership interest 31.12.2018	
					Direct	Indirect	Direct	Indirect
Shanshui Heavy Industries (note c))	Shandong, PRC 12 March 2002	Installation of equipment and spare parts of cement machines	RMB171,000,000	RMB171,000,000	-	-	-	44.99%
Chifeng Taiying Cement Management Co., Ltd. ("Taiying Cement") (note d))	Inner Mongolia, PRC 23 January 2017	Sales of cement, clinker, limestone and other products	RMB1,020,000	RMB1,020,000	-	-	-	16.67%
Zibo Lianhe Cement Enterprise Management Co., Ltd. ("Lianhe Cement") (note e))	Shandong, PRC 27 February 2017	Provide cement management services including cement corporate marketing planning and business management consulting	RMB65,000,000	RMB52,000,000	-	30.61%	-	30.61%
Zibo Banyang Limestone Enterprise Management Co., Ltd. ("Banyang Limestone") (note f))	Shandong, PRC 23 December 2016	Provide corporate management service, general freight, sales of limestone and investment advisory services	RMB10,000,000	RMB4,900,000	-	6.93%	-	6.93%
Liaoning Yunding Cement Group Co., Ltd. ("Yunding Cement") (note g))	Liaoning, PRC 21 August 2017	Sales and production of cement and provide business information consulting services	RMB32,170,000	RMB32,170,000	-	43.36%	-	43.36%
Xingan Mengjixing Cement Management Co., Ltd. ("Mengjixing Cement") (note h))	Inner Mongolia, PRC 4 January 2017	Sales and production of cement and provide business information consulting services	RMB2,653,100	RMB1,300,000	-	23.35%	-	23.35%
Yulin Zhongxin Cement Enterprise Management Co., Ltd. ("Zhongxin Cement") (note i))	Shaanxi, PRC 23 July 2018	Provide cement management service, business information consulting services and sales of cement clinker, limestone and other products	RMB920,000	RMB460,000	-	36.09%	-	36.09%

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

Notes:

- (a) According to the articles of association of Dong'e Shanshui, the resolutions in relation to material financial and operating decisions have to be passed by more than half of directors. As the Group only has rights to appoint two out of five directors of Dong'e Shanshui, the directors of the Company is in the opinion that the Group has significant influence in Dong'e Shanshui but does not have control over Dong'e Shanshui although the Company owns more than half of equity interests in Dong'e Shanshui.
- (b) Shandong Shanshui acquired 30% interest in Qilu Property with total consideration of RMB146,878,000 settled during the period from July to September 2015. Since the directors were unable to access to any books and records of the associate, the Group fully impaired the carrying amount of the investment in Qilu Property of RMB146,878,000 as at 31 December 2015. During the years ended 31 December 2016 and 2017, the directors continued to be unable to access any books and records of the associate.
- The directors have been able to access to books and records of the associate since 2018. Based on the assessment by the management of the Group, the recoverable amounts of the interest in the associate was nil and accordingly, the impairment provided in previous years was not reversed.
- (c) In 2015, Shandong Shanshui disposed of 55% interest in Shanshui Heavy Industries to two suppliers of the Group at a total consideration of RMB94,050,000. After the disposal transaction, Shandong Shanshui's remaining interest in Shanshui Heavy Industries was 44.99%.
- Since the directors were unable to access to any books and records of the associate, the Group fully impaired the carrying amount of the investment of RMB79,331,000 as at 31 December 2015. During the years ended 31 December 2016 and 2017, the directors continued to be unable to access any books and records of the associate.
- The directors have been able to access to books and records of the associate since 2018. Based on the assessment by the management of the Group, the recoverable amounts of the interest in the associate was nil and accordingly, the impairment provided in previous years was not reversed.
- On 30 September 2019, the Group entered into a contractual agreement with the two shareholders of Shanshui Heavy Industries to acquired the 55% equity interest of Shanshui Heavy Industries at a total consideration of RMB94,050,000. Upon the completion of the transaction, Shanshui Heavy Industries became a subsidiary of the Company. Details of the acquisition are disclosed as per note 40.
- (d) During the year ended 31 December 2017, Alu Kerqin Qi Sanshui Cement Co., Ltd, contributed cash of RMB200,000 for the establishment of Taiying Cement with two independent third parties and obtained 40% equity interest in Taiying Cement. The Group has 34% effective equity interest in Taiying Cement. During the year ended 31 December 2018, after one new shareholder has made capital injection to Taiying Cement, the Group's equity interest in Taiying Cement was decreased to 16.67%. According to the articles of association of Taiying Cement, the resolutions in relation to material financial and operating decisions have to be passed by more than half of directors. As the Group has a right to appoint one out of three directors of Taiying, the directors of the Company is the opinion that Group has significant influence in Taiying Cement. Taiying Cement was deregistered during the year ended 31 December 2019, and a loss on deregistration of an associate amounting to RMB 63,000 is recognised as other net expense.
- (e) During the year ended 31 December 2017, the Company's 99% owned subsidiary, Zibo Shanshui Cement Co., Ltd., and wholly-owned subsidiary, Linyi Shanshui Cement Co., Ltd., contributed RMB20,000,000, settled by the transfer of bill receivable of RMB20,000,000 expiring in July 2017 for the establishment of Lianhe Cement with six independent third parties and obtained 30.76% equity interest in Lianhe Cement. The Group in aggregate has 30.61% effective equity interest in Lianhe Cement.
- (f) During the year ended 31 December 2017, the Company's 99% owned subsidiary, Zibo Shanshui Cement Co., Ltd contributed cash of RMB700,000 for the establishment of Banyang Limestone with seven independent third parties. The directors of the Company is in the opinion that the Group has significant influence in Banyang Limestone even the Company owns less than 20% of equity interest in Banyang Limestone as each investor appoints 1 director out of 9 directors in Banyang Limestone and the resolution of the board requires 50% vote. The Group has 6.93% effective equity interest in Banyang Limestone as at 31 December 2018 and 2019.
- (g) During the year ended 31 December 2017, the Company's wholly owned subsidiary, Liaoning Shanshui Gongyuan Cement Co., Ltd. contributed cash of RMB13,950,000 for the establishment of Yunding Cement for 39.64% equity interest with three independent third parties. During the year ended 31 December 2018, after one of the shareholders has withdrawn the shares from Yunding Cement, the Group's equity interest in Yunding Cement was increased to 43.36%, and there is no change in the effective equity interest as at 31 December 2019.
- (h) During the year ended 31 December 2017, certain non-wholly owned subsidiaries of the Company contributed cash of RMB700,000 in total for the establishment of Mengjixing Cement for 26.38% equity interest with three independent third parties. The Group in aggregate has 23.35% effective equity interest in Mengjixing Cement, and there is no change in the effective equity interest as at 31 December 2019.
- (i) During the year ended 31 December 2018, certain non-wholly owned subsidiaries of the Company contributed cash of RMB4,500,000 in total for the establishment of Zhongxin Cement for 48.91% equity interest with four independent third parties. The Group in aggregate has 36.09% effective equity interest in Zhongxin Cement, and there is no change in the effective equity interest as at 31 December 2019.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

All of the above associates are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of Qilu Property, Dong'e Shanshui and Shanshui Heavy Industries are listed below:

Qilu Property

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Current assets	780,783	863,668
Non-current assets	25,408	36,403
Current liabilities	(906,439)	(987,672)
Non-current liabilities	(68,275)	(77,025)
Non-controlling interests	–	(1,663)

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Revenue	214,456	41,318
Profit/(loss) and total comprehensive income/(expenses) for the year	1,897	(49,505)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Net liabilities of Qilu Property	(168,523)	(166,289)
Proportion of the Group's ownership interest in Qilu Property	30%	30%
Carrying amount of the Group's interest in Qilu Property	–	–

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

Dong'e Shanshui

	2019 RMB'000	2018 <i>RMB'000</i>
Current assets	127,373	121,842
Non-current assets	211,274	222,724
Current liabilities	(61,666)	(78,643)
Non-current liabilities	(1,740)	(1,000)

	2019 RMB'000	2018 <i>RMB'000</i>
Revenue	436,746	349,477
Profit and total comprehensive income for the year	90,538	69,975

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	2019 RMB'000	2018 <i>RMB'000</i>
Net assets of Dong'e Shanshui	275,241	264,923
Proportion of the Group's ownership interest in Dong'e Shanshui	51%	51%
Carrying amount of the Group's interest in Dong'e Shanshui	140,373	135,111
Dividend received from Dong'e Shanshui	45,900	35,700

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

Shanshui Heavy Industries

	2018 RMB'000	
Current assets		119,487
Non-current assets		376,563
Current liabilities		(196,179)
Non-current liabilities		(339,287)
	01.01.2019 to 30.09.2019	01.01.2018 to 31.12.2018
	RMB'000	RMB'000
Revenue	3,539	2,684
Loss and total comprehensive expenses for the period/year	(44,704)	(51,658)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements for the year ended 31 December 2018:

	2018 RMB'000
Net liabilities of Shanshui Heavy Industries	(39,416)
Proportion of the Group's ownership interest in Shanshui Heavy Industries	44.99%
Carrying amount of the Group's interest in Shanshui Heavy Industries	–

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

19. INTERESTS IN ASSOCIATES (CONTINUED)

Aggregate information of associates that are not individually material are listed below:

	2019 RMB'000	2018 <i>RMB'000</i>
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	171,969	174,853
Aggregate amounts of the Group's share of those associates' (loss)/profit and total comprehensive (expense)/income for the year	(2,821)	10,419

Unrecognised share of loss of associates that are not individually material:

	2019 RMB'000	2018 <i>RMB'000</i>
Unrecognised share of loss of associates for the years	–	(38,098)
Cumulative unrecognised share of loss of associates	(35,704)	(88,838)

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

20. INVENTORIES

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Raw materials	751,405	462,392
Semi-finished goods	528,836	303,010
Finished goods	318,130	364,329
Spare parts	396,795	329,097
	1,995,166	1,458,828

21. TRADE AND BILLS RECEIVABLES

	<i>Note</i>	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Bills receivables		856,218	1,144,877
Trade receivables		1,345,582	1,261,380
Less: allowance for credit losses	36(b)(i)	(264,308)	(279,533)
		1,937,492	2,126,724

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade and bills receivables, based on the invoice date and net of allowance for credit losses, is as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Within 3 months	865,036	816,824
3 to 6 months	522,951	514,055
6 to 12 months	279,496	414,501
Over 12 months	270,009	381,344
	1,937,492	2,126,724

All of the trade and bills receivables (net of allowance for credit losses) are expected to be recovered within one year. The detailed credit policy and details of impairment assessment of trade and bills receivables are set out in note 36(b)(i).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

22. OTHER RECEIVABLES AND PREPAYMENTS AND OTHER LONG-TERM ASSETS

(a) Other receivables and prepayments

	Notes	2019 RMB'000	2018 RMB'000
Deposit (note(i))		24,707	68,557
Prepayments for raw materials		109,303	137,839
VAT recoverable		123,223	87,522
Amounts due from related parties	41(c)	7,962	76,985
Amounts due from third parties (note (ii))		307,519	233,547
Others		118,252	87,600
		690,966	692,050

Notes:

- (i) Rental deposits paid were adjusted upon the initial application of IFRS 16. Details of the adjustments are set out in note 3.
- (ii) Included in amounts due from third parties as at 31 December 2019 are advances payment to local government of RMB34,127,000 (2018: RMB41,802,000), receivables from staffs of RMB35,424,000 (2018: RMB27,357,000) and receivables from former management of RMB56,041,000 (2018: RMB36,741,000). Details of impairment assessment of other receivables and prepayments are set out in note 36(b)(i).

(b) Other long-term assets

Other long-term assets mainly represented prepayment for purchase of property, plant and equipment of RMB210,489,000 (2018: RMB162,816,000), VAT recoverable of RMB33,742,000 (2018: RMB33,742,000) and deposit for environmental restoration of RMB387,014,000 (2018: RMB392,998,000).

These balances are not expected to be recovered within one year from the end of reporting period, and accordingly, are classified as non-current.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

23. RESTRICTED BANK DEPOSITS AND BANK BALANCES AND CASH

Restricted bank deposits as at 31 December 2019 include RMB29,535,000 (2018: RMB16,493,000) of cash deposits pledged to banks for the performance guarantee in relation to certain contracts of sales or purchases of cement, and RMB12,150,000 (2018: RMB13,814,000) of bank balances which have been frozen by the PRC Court pending the outcome of the legal proceedings initiated by the Group's creditors relating to other borrowings, long-term bonds and certain sales or purchases contracts. Further details of this litigation are set out in notes 25 to 27. As at 31 December 2018, these restricted bank deposits included cash deposits of RMB604,000 which has been frozen by the PRC Court pending the outcome of the legal proceedings initiated by Shanshui Heavy Industries' creditors relating to certain sales or purchases contracts which the Group had provided the guarantee. During the year ended 31 December 2019, the litigation has been resolved and accordingly, the frozen bank deposits have been released.

The restricted bank deposits carry fixed interest rates ranged from 0.3% to 3.91% (2018: 0.3% to 4.25%). The effective interest rate on bank balances ranged from 0.3% to 3.60% (2018: 0.3% to 3.05%) per annum as at 31 December 2019.

For the year ended 31 December 2019, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided. Details of impairment assessment of restricted bank deposits for the year ended 31 December 2019 are set out in note 36(b)(i).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

24. BANK LOANS

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Bank loans – Secured (*)	150,950	216,150
Bank loans – Unsecured	3,510,970	4,083,200
	3,661,920	4,299,350

* These bank loans were pledged by certain right-of-use assets with underlying assets of land lease prepayments with an aggregate carrying amount of RMB4,178,000 (2018: land lease prepayments RMB4,318,000) and plants and buildings with an aggregate carrying amount of RMB8,223,000 (2018: RMB8,747,000) (see notes 14 and 15 respectively).

As at 31 December 2018, an unsecured bank loan of approximately RMB80,000,000 was overdue and carried an interest rate of 10.14% per annum. Accordingly, bank loans amounting to approximately RMB3,513,150,000 and RMB786,200,000 due for repayment in 2019 and after 2019 respectively, which contain a cross default clause that demands immediate repayment when there is default in any bank loans repayment and hence are classified as current liabilities as at 31 December 2018.

During the year ended 31 December 2019, the overdue unsecured bank loan of RMB80,000,000 was repaid and there is no default in bank loans repayment. Accordingly, bank loans amounting to RMB2,814,920,000 and RMB847,000,000, which are due for repayment within one year and after one year respectively, based on the scheduled repayment terms set out on the loan agreements, are classified as current and non-current liabilities, respectively as at 31 December 2019.

Bank loans due for repayment based on the scheduled repayment terms set out in the loan agreements are as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Within one year	2,814,920	3,513,150
After one year but within two years	847,000	686,200
After two years but within five years	–	100,000
	847,000	786,200
	3,661,920	4,299,350

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

25. OTHER BORROWINGS

The analysis of the carrying amount of other borrowings is as follows:

	<i>Notes</i>	2019 RMB'000	2018 <i>RMB'000</i>
Loan from government – Unsecured	(i)	2,727	3,636
Short-term financing bills	(ii)	490,000	774,250
		492,727	777,886

Other borrowings due for repayable based on the repayment terms set out in the borrowing agreements are as follows:

	2019 RMB'000	2018 <i>RMB'000</i>
Within one year or on demand	160,909	281,159
After one year but within two years	330,909	164,909
After two years but within five years	909	331,818
	331,818	496,727
	492,727	777,886

Notes:

- (i) The government loan was received by Liaoning Shanshui Gongyuan Cement Co., Ltd. for constructing an environmental friendly production line. The loan is unsecured, bears interest at one-year PRC deposit interest rate plus 0.3% (2018: one-year PRC deposit interest rate plus 0.3%) and is repayable in equal instalments from 2012 to 2021.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

25. OTHER BORROWINGS (CONTINUED)

Notes: (Continued)

- (ii) All of the short-term financing bills are issued by Shandong Shanshui and in the PRC inter-bank market. As at 31 December 2019, the details of short-term financing bills were listed below:

Issuer	Outstanding principal (RMB'000)	Issue date	Maturity date	Original interest rates (per annum)	Original interest payment term	Interest rates after restructuring plans (per annum)
Shandong Shanshui	190,000 (2018: 400,450)	14/04/2015	22/11/2015	5.3%	settle at the maturity date	4.15%–7.67% (2018: 0%–7.67%)
Shandong Shanshui	300,000 (2018: 373,800)	14/05/2015	12/02/2016	4.5%	settle at the maturity date	3.96%–6.49% (2018: 0%–7.67%)

As at 31 December 2018, all of the outstanding short-term financing bills issued by Shandong Shanshui are overdue. The Group negotiated with the holders of the short-term financing bills for extension of repayment of principal of the short-term financing bills and successfully reached agreements with all holders of short-term financing bills to restructure the repayment terms.

As at 31 December 2019, the outstanding short-term financing bills of RMB160,000,000 and RMB330,000,000 are repayable in 2020 and after 2020 respectively (2018: RMB280,250,000 and RMB494,000,000 are repayable in 2019 and after 2019 respectively) according to the revised repayment schedule. The outstanding short-term financing bills with principal of RMB nil (2018: RMB98,250,000) is interest-free and principal of RMB490,000,000 (2018: RMB676,000,000) carry interest rate at 3.96% – 7.67% per annum (2018: 4.50% – 7.67% per annum).

Besides, under the restructuring plans, the PRC banks and financial institutions have agreed to waive portion of principal of short-term financing bills and portion of interest and penalty interest accrued on the principal amounts up to the date of the restructuring plan to the short term financing bills on the condition that the Group repays the outstanding liabilities according to the revised repayment schedule. The waived principal and interest related to short-term financing bills of RMB nil (2018: RMB2,390,000) and RMB38,131,000 (2018: RMB154,406,000), respectively has been recognised as other income in profit or loss during the year ended 31 December 2019.

Certain assets of the Group have been frozen by the PRC Courts in respect of the litigations relating to other borrowings, long-term bonds and certain sales or purchase contracts. As at 31 December 2019, cash and cash equivalents of RMB12,150,000 (2018: RMB13,814,000), right-of-use assets with underlying assets of land lease prepayments of RMB28,926,000 (2018: land lease prepayment of RMB35,578,000) and fixed assets of RMB77,766,000 (2018: RMB82,229,000) have been frozen by the PRC courts. In addition, Shandong Shanshui is prohibited by the PRC Courts from selling or transferring the investments in certain subsidiaries amounting to RMB5,332,283,000 (2018: RMB5,664,792,000) until these litigations are resolved.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

26. LONG-TERM BONDS

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Medium-term notes and other notes	1,371,500	2,709,500
Less: Current portion of medium-term notes and other notes	(935,500)	(1,338,000)
Long-term bonds, less current portion	436,000	1,371,500

All of the long-term bonds are carried at amortised cost. The details of long-term bonds are listed below:

Issuer	Outstanding Principal <i>(RMB'000/USD'000)</i>	Issue date	Maturity date	Original interest rates <i>(per annum)</i>	Original interest payment term	Interest rates after restructuring plans <i>(per annum)</i>
Medium-term notes issued in the PRC inter-bank market						
Shandong Shanshui	RMB784,000 (2018: RMB1,138,000)	18/01/2013	21/01/2016	5.44%	annually	0%–5.44% (2018: 0%–7.67%)
Shandong Shanshui	RMB502,500 (2018: RMB846,500)	27/02/2014	27/02/2017	6.10%	annually	0%–6.10% (2018: 0%–7.67%)
Shandong Shanshui	RMB85,000 (2018: RMB725,000)	09/05/2014	12/05/2017	6.20%	annually	0%–6.20% (2018: 0%–7.67%)

As at 31 December 2018, all of the medium-term notes issued by Shandong Shanshui are overdue. The Group has negotiated with the holders of medium-term note holder for extension of repayment of principal of the long-term bonds and successfully reached agreements with all holders of medium-term notes to restructure the repayment terms as at 31 December 2018.

As at 31 December 2019, the outstanding medium-term notes of RMB935,500,000 and RMB436,000,000 are repayable in 2020 and after 2020 respectively (2018: RMB1,338,000,000 and RMB1,371,500,000 are repayable in 2019 and after 2019 respectively) according to the revised repayment schedule. The outstanding medium-term notes with principal of RMB107,500,000 (2018: RMB200,000,000) is interest free and principal of RMB1,264,000,000 (2018: RMB2,509,500,000) carry interest at 5.44%–6.20% per annum (2018: 5.44%–7.67%).

Besides, under the restructuring plans, the PRC banks and financial institutions have agreed to waive portion of principal of medium-term notes and portion of the interest and penalty interest accrued on the principal amounts up to date of the restructuring plan to the medium-term note on the condition that the Group repays the outstanding liabilities according to the revised repayment schedule. The waived principal and interest related to medium-term notes of RMB nil (2018: RMB2,000,000) and RMB115,355,000 (2018: RMB105,337,000), respectively has been recognised as other income in profit or loss during the year ended 31 December 2019.

Certain assets of the Group have been frozen by the PRC Court in respect of the litigation of the medium-term notes (see note 25).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

27. TRADE PAYABLES

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Within 3 months	2,145,100	1,800,360
3 to 6 months	530,975	479,353
6 to 12 months	380,924	203,713
Over 12 months	684,547	756,708
	3,741,546	3,240,134

As at 31 December 2019 and 2018, all trade payables of the Group are repayable on demand. All trade payables are expected to be settled within one year.

As at 31 December 2019, certain suppliers and third parties have initiated lawsuits against the Group to demand immediately settlement of trade payables with carrying amount of RMB232,718,000 (2018: RMB200,528,000) plus interest for late payment, if any. As of the date of the approval of these consolidated financial statement, certain litigations related to trade payables with carrying amount of RMB150,405,000 (2018: RMB158,508,000) have been judged by the PRC Court, with the Court ordering the Group to settle the trade payables, the related interest, penalty interest and expenses incurred during the litigation. Certain litigations related to trade payables with carrying amount of RMB82,313,000 (2018: RMB42,020,000) are still in progress.

The management are continuing to negotiate with the suppliers to settle these amounts out of court. No adjustments have been made to the consolidated financial statements to accrue for any potential interest or other penalties that may arise through the Courts if the negotiations are not successful, as the directors of the Company consider that the eventual outcome of these litigations cannot presently be determined, given their preliminary status.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

28. OTHER PAYABLES AND ACCRUED EXPENSES, CONTRACT LIABILITIES AND LONG TERM PAYABLES

(a) Other payables and accrued expenses

	Notes	31 December 2019 RMB'000	31 December 2018 RMB'000
Accrued payroll and welfare		356,218	324,062
Taxes payable other than income tax payable		85,851	114,277
Staff compensation and termination provisions	29(b)	162,154	163,996
Amounts due to related parties	41(c)	901,039	917,795
Payable to former shareholders of acquired subsidiaries		93,054	97,712
Acquisition consideration payable (note (i))		52,383	182,383
Current portion of long-term payables		1,287	1,266
Payables for acquisition of property, plants and equipment		5,302	10,695
Accrued expenses and other payables (note (ii))		945,145	1,230,019
		2,602,433	3,042,205

Notes:

- (i) Included in the balance are amounts payable for the acquisition of Xinghao Cement, Dalian Heyuan Investment Management Co., Ltd. and Liaocheng Meijing Zhongyuan Cement Co., Ltd. ("Liaocheng Meijing Zhongyuan Cement") amounting to RMB1,705,000, RMB20,000,000 and RMB30,678,000, respectively (2018: RMB101,705,000, RMB50,000,000 and RMB30,678,000, respectively). The previous shareholders of Xinghao Cement and Liaocheng Meijing Zhongyuan Cement have sued the Group to settle the unpaid acquisition consideration payable plus interest for late payment. During the year ended 31 December 2019, the Group negotiated with the previous shareholders of Xinghao Cement and an agreement was reached between the Group and the previous shareholders of Xinghao Cement on the settlement of the payables. The previous shareholders of Xinghao Cement withdrew the lawsuit and accordingly, such litigation claim was released. The payable for acquisition of equity interests amounting to RMB100,000,000 in Xinghao Cement was settled during the year. Up to the date of approval of these consolidated financial statements, the litigations related to Liaocheng Meijing Zhongyuan Cement is still in progress.
- (ii) Included in accrued expenses and other payables are interest payables, payable for mine management, contract guarantee received of RMB430,672,000, RMB126,006,000, and RMB92,337,000 respectively (2018: RMB664,618,000, RMB134,416,000 and RMB123,028,000 respectively).

As at 31 December 2019, certain suppliers and third parties have lawsuits against the Group to demand immediately settlement of other payables with carrying amount of RMB232,906,000 (2018: RMB368,311,000) plus interest for late payment, if any. As of the date of the approval of these consolidated financial statements, certain litigations related to other payables with carrying amount of RMB104,917,000 (2018: RMB240,304,000) have been judged by the PRC Court, with the Court ordering the Group to settle the other payables, the related interest, penalty interest and expenses incurred during the litigation. Certain litigations related to other payables with carrying amount of RMB127,989,000 (2018: RMB128,007,000) are still in progress.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

28. OTHER PAYABLES AND ACCRUED EXPENSES, CONTRACT LIABILITIES AND LONG TERM PAYABLES (CONTINUED)

(b) Contract liabilities

	31 December 2019 RMB'000	31 December 2018 RMB'000
Contract liabilities		
Sales of cement	476,059	534,917
Sales of clinker	49,753	60,716
Sales of concrete	22,184	19,701
Sales of other products	49,491	29,425
	597,487	644,759

The Group typically received full payment from customers for sales of cement, clinker, concrete and other products before the customers obtain the control of the cement products which give rise to contract liabilities at the start of a contract, until the revenue recognised upon the pass of controls. All contract liabilities are expected to be recognised as income within one year.

Movements in contract liabilities for the years ended 31 December 2019 and 2018 are as follows:

	2019 RMB'000	2018 RMB'000
At 1 January	644,759	676,712
Revenue recognised that was included in the contract liabilities at the beginning of the year	(644,759)	(676,712)
Forward sales deposits and instalments received during the year	597,487	644,759
At 31 December	597,487	644,759

(c) Long term payables

Long term payables mainly represented payables for reclamation cost for environmental restoration and constructions in amount of RMB279,879,000 (2018: RMB280,487,000).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

29. EMPLOYEE BENEFITS

(a) Defined contribution retirement plans

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal and provincial government authorities for its employees. The Group is required to make contributions to the retirement plans at rates ranging from 20% to 24% of the salaries, wages and certain allowances of the employees. A member of the plan is entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. Where there are employees who leave the plans prior to vesting fully in the contributions, in accordance with the rules of the plans, the forfeited employers' contributions shall not be used to reduce the future contributions of the employers. At 31 December 2019, there was no forfeited contribution which is available to reduce the contributions payable in future years (2018: nil).

The Group has no other material obligation for the payment of pension benefits associated with these plans and other post-retirement beyond the annual contributions described above.

(b) Staff compensation and termination provision

	Note	2019 RMB'000	2018 RMB'000
Staff compensation and termination provision	28	162,154	163,996

Note: Pursuant to relevant agreements with related local governments entered into when Shandong Shanshui changed from being a state-owned enterprise to being a privately-owned enterprise, certain employees of certain subsidiaries of the Group are entitled to receive compensation and termination pay relating to their past employment prior to the change in status. Such amounts are required to be paid to the employees as soon as they cease to be employed by the Group. These amounts are included in other payables and accrued expenses in the consolidated statement of financial position (see note 28).

(c) Defined benefit obligations

The liabilities recognised in the consolidated statement of financial position represent:

	2019 RMB'000	2018 RMB'000
Present value of the defined benefit obligations	122,120	136,640

The balance represents the provision for the post-employment benefits according to the non-cancellable staff relocation plans agreed in respect of Shandong Shanshui, Weifang Shanshui, Qianshan Cement (excluding the compensation stated in note 29(b)) and Liaoning Shanshui. The Group's obligations in respect of the defined benefit obligations at the end of the reporting period were reviewed by Willis Towers Watson, a qualified independent actuary, using the projected unit credit actuarial cost method.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

29. EMPLOYEE BENEFITS (CONTINUED)

(c) Defined benefit obligations (Continued)

(i) Movements in the defined benefit obligations are set out as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
At 1 January	136,640	137,070
Remeasurements	(9,290)	4,870
Payments	(10,260)	(11,290)
Current service cost	760	750
Interest expense	4,270	5,240
At 31 December	122,120	136,640

(ii) Expenses recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Interest expense (recognised as finance cost)	4,270	5,240
Current service cost (recognised as administrative expenses)	760	750
Total amounts recognised in profit for the year	5,030	5,990
Actuarial (gain)/loss recognised in other comprehensive income for the year	(9,290)	4,870
Total defined benefit costs	(4,260)	10,860

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

29. EMPLOYEE BENEFITS (CONTINUED)

(c) Defined benefit obligations (Continued)

- (iii) Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows:

	2019	2018
Discount rate	3.25%	3.25%
Annual growth rate of cost of living	3.00% – 10.00%	3.00% – 10.00%
Social average salary increase rate	10.00%	10.00%
Average expected remaining working life of eligible employees	7.1 years	7.4 years

The below analysis shows how the defined benefit obligation as at 31 December 2019 would have (increase)/decrease as a result of 0.5% change in the significant actuarial assumptions:

Discount rate	2019 RMB'000	2018 RMB'000
Effect on defined benefit obligation		
– Increase in 0.5%	(5,360)	(6,290)
– Decrease in 0.5%	5,860	6,880

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

30. DEFERRED INCOME

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
At 1 January	248,303	266,807
Recognised in consolidated statement of profit or loss	(13,154)	(18,504)
At 31 December	235,149	248,303

Deferred income mainly represents the PRC local government grants received from relevant PRC authorities for fixed asset investments, such as cement and clinker plants and residual heat generation plants. The subsidies are recognised in the consolidated statement of profit or loss over the estimated useful lives of the respective fixed assets. There are no unfulfilled conditions and contingencies relating to the grants.

31. CONVERTIBLE BONDS

On 6 August 2018 and 30 August 2018, the Company and independent subscribers ("CB Subscribers") entered into agreements (the "CB Agreements"), pursuant to which the Company has conditionally agreed to issue, and the CB Subscribers have conditionally agreed to subscribe for the convertible bonds ("CB") in the aggregate principal amounts of US\$210,900,000 and US\$320,700,000 respectively (equivalent to approximately RMB1,444,665,000 and RMB2,196,795,000 respectively). The CB Agreements were completed on 8 August 2018 and 3 September 2018 (the "Issue Dates"). The initial conversion price is HK\$6.29 per share.

The CB, shall upon their issuance, constitute a direct, unconditional, unsecured and unsubordinated obligation of the Company and rank pari passu and rateably without preference (with the exception of obligations in respect of taxes and certain other statutory exceptions) with all other unsecured and unsubordinated obligations of the Company.

The CB holder has the right to convert the principal amount of the CB into fully-paid ordinary shares of the Company at any time during the period commencing upon (i) the grant of approval for the listing of and permission to deal in the conversion shares by the Listing Committee of the Stock Exchange, with such approval being unconditional or subject to conditions to which neither the CB issuer and CB Subscribers shall reasonably object; or (ii) the cancellation of listing; and ending on and including, the date falling on the seven business days prior to the maturity Date of the CB.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

31. CONVERTIBLE BOND (CONTINUED)

Unless previously redeemed, converted or purchased and cancelled, the CB holders shall have the right, to be exercised in its sole discretion, to require the Company to redeem all of the outstanding principal amount of the CB that it holds at the early redemption amount (which equals 110% of the outstanding principal amount of the CB) plus accrued interest in respect of the outstanding principal amount of the CB, upon the occurrence of a triggering event (the change of control of the Company as defined under the Takeover Code or material change of the use of proceed).

The Company has the right to convert the outstanding principal amount of the CB into fully-paid ordinary shares of the Company at any time during the period commencing from 19th month following the issue date and up to inclusive of 7 business days prior to the maturity date of 7 August 2020 and 2 September 2021 upon (i) the grant of approval for the listing of and permission to deal in the conversion shares by the Listing Committee of the Stock Exchange, with such approval being unconditional or subject to conditions to which neither the Company nor Subscriber shall reasonably object; or (ii) the cancellation of listing. In the event that the Company elects to exercise the conversion right, it shall pay to each CB holder an amount equal to the interest that would have accrued on the CB of the holder from the date on which the Company elects to exercise the conversion right (the "Company Conversion Date") to the next anniversary date after the Company Conversion Date.

Unless previously redeemed, converted or purchased and cancelled, the Company shall redeem the whole of the outstanding CB on the maturity date at an amount equal to 100% of the outstanding principal amount of the CB plus accrued interest in respect of the outstanding principal amount of the CB by delivering a notice to each CB holder.

The CB contains two components, debt component and derivatives (including conversion and early redemption options) component. The effective interest rate of the debt component is 13%. The derivative components are financial assets or financial liabilities because the early redemption options is non-closely related to the economic characteristics and risks of the host. Hence, the conversion option is not an equity component. These derivatives are measured at fair value with charges in fair value subsequent to the initial recognition recognised in profit or loss.

On 6 October 2018, the Company entered into deed of amendments with the CB Subscribers to amend the terms of CB to allow for early conversion of certain CB at the option of the issuer, during the period commencing on (and including) the date on which the listing of the shares issued upon early conversion has been approved by the Stock Exchange and the issuance of the early conversion shares has been approved by the shareholders of the Company. US\$456,600,000 in principal amount out of the total outstanding principal amount of the CB of US\$531,600,000 was converted into fully paid ordinary shares on 30 October 2018. Upon the conversion of the CB, the outstanding principal amount of the CB is US\$75,000,000 as at 31 December 2019 and 2018.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

31. CONVERTIBLE BOND (CONTINUED)

The movement of the components of the convertible bonds for the years ended 31 December 2019 and 2018 is set out below:

	Debt component RMB\$'000	Derivative component RMB\$'000	Total RMB\$'000
Issuance of the convertible bond	4,290,471	(649,011)	3,641,460
Interest charge	108,302	–	108,302
Derecognition of original financial liability upon modification of terms	(3,816,821)	655,100	(3,161,721)
Fair value change	–	(236,190)	(236,190)
Exchange realignment	51,148	(16,103)	35,045
At 31 December 2018	633,100	(246,204)	386,896
Interest charge	75,625	–	75,625
Interest paid	(82,324)	–	(82,324)
Fair value change	–	60,714	60,714
Exchange realignment	7,656	(2,289)	5,367
At 31 December 2019	634,057	(187,779)	446,278

The debt component of convertible bonds is classified as non-current liabilities while the derivative component is classified as current assets in the consolidated financial statements as at 31 December 2018 and 2019.

The fair values of the Group's derivative component as at 31 December 2019 has been arrived at on the basis of a valuation carried out by GW Financial Advisory Services Limited, an independent firm of qualified professional valuer not connected to the Group. The fair value was determined based on Monte-Carlo model. The key input used in the model are disclosed in note 36(c).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

32. LEASE LIABILITIES

	31 December 2019 <i>RMB'000</i>
Lease liabilities payable:	
Within one year	17,196
Within a period of more than one year but not more than two years	13,276
Within a period of more than two year but not more than five years	14,042
Within a period of more than five years	45,146
	89,660
Less: portion classified as current liabilities	(17,196)
Non-current liabilities	72,464

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

33. DEFERRED TAXATION

(a) Deferred tax assets and liabilities recognised

Movements in deferred tax assets and liabilities for the years ended 31 December 2019 and 31 December 2018 are as follows:

	At 1 January 2018 RMB'000	Recognised in profit or loss RMB'000	At 31 December 2018 RMB'000	Recognised in profit or loss RMB'000	At 31 December 2019 RMB'000
Deferred tax assets					
Intra-group unrealised profits	50,000	(4,402)	45,598	(4,611)	40,987
Depreciation of property, plant and equipment	2,646	5,757	8,403	(6,315)	2,088
Tax loss *	703	514	1,217	(464)	753
Impairment losses for property, plant and equipment	12,926	14,853	27,779	(443)	27,336
Deferred income	34,469	(1,058)	33,411	(1,831)	31,580
Accrued bonus	8,000	(8,000)	–	2,460	2,460
Long-term payables	7,796	28,115	35,911	8,671	44,582
Accrued expenses	2,593	(542)	2,051	3,890	5,941
Impairment losses of trade and bills receivable	10,428	(4,456)	5,972	(1,147)	4,825
Intangible assets	4,807	(2,974)	1,833	693	2,526
	134,368	27,807	162,175	903	163,078
Deferred tax liabilities					
Changes in fair value of available for sale securities	(1,742)	1,742	–	–	–
Fixed assets	(75,905)	(18,057)	(93,962)	(6,271)	(100,233)
Intangible assets	–	–	–	(2,567)	(2,567)
Accrued expenses	–	–	–	(1,444)	(1,444)
	(77,647)	(16,315)	(93,962)	(10,282)	(104,244)
Total	56,721	11,492	68,213	(9,379)	58,834

* Deferred tax assets in respect of unused tax losses are related to subsidiaries that were established in recent years. They are now processing to their normal producing stage and are creating profits. Accordingly, it is considered probable that sufficient taxable profits will be available in the future to utilise their unused tax losses before they expire.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

33. DEFERRED TAXATION (CONTINUED)

(a) Deferred tax assets and liabilities recognised (Continued)

Reconciliation to the consolidated statement of financial position

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Net deferred tax assets recognised in the consolidated statement of financial position	145,977	159,649
Net deferred tax liabilities recognised in the consolidated statement of financial position	(87,143)	(91,436)
	58,834	68,213

(b) Tax losses and deductible temporary differences not recognised

As at 31 December 2019, the Group did not recognise deferred tax assets in respect of tax losses and deductible temporary differences of certain PRC subsidiaries of RMB2,597,763,000 and RMB49,868,000 (2018: RMB2,586,699,000 and RMB151,684,000) respectively, as it is not probable that future taxable profits which the losses and deductible temporary differences can be utilised will be available. Included in unrecognised tax losses as at 31 December 2019 are losses of RMB619,059,000, RMB548,185,000, RMB439,217,000, RMB591,205,000 and RMB400,097,000 that will be expired in 2020, 2021, 2022 and 2023, 2024, respectively (2018: RMB246,972,000, RMB763,939,000, RMB620,668,000, RMB524,340,000 and RMB430,780,000 that will be expired in 2019, 2020, 2021 and 2022, 2023, respectively). Unrecognised tax losses amounting to RMB203,372,000 (2018: RMB96,769,000) was expired as at 31 December 2019.

(c) Deferred tax liabilities not recognised

Under the prevailing PRC income tax law and its relevant regulations, foreign corporate investors are levied PRC dividend withholding tax at 10%, unless reduced by tax treaties/arrangements, on dividends declared by PRC-resident enterprises for profits earned subsequent to 1 January 2008.

As at 31 December 2019, temporary differences relating to the undistributed profits of the Company's PRC subsidiaries amounted to RMB16,673,335 (2018: RMB9,953,925,000). Deferred tax liabilities of RMB1,667,334,000 (2018: RMB995,393,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS

Pursuant to the written resolutions of the Company's shareholders passed on 14 June 2008, the Company has adopted the share option scheme (the "**Share Option Scheme**") whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, and any customer or supplier or any persons who has contributed or will contribute to the Group, to take up options.

Pursuant to the written resolutions of the Company's board of directors passed on 25 May 2011, the directors of the Company granted certain directors and employees of the Group to take up options to subscribe for 7,400,000 ordinary shares of the Company under the Share Option Scheme. The exercise price of these options is HKD7.90, being the average closing price of the Company's ordinary shares immediately before the grant. These share options were vested immediately after being granted and would be exercisable until 24 May 2021. Of the 7,400,000 options granted by the Company on 25 May 2011, 400,000 (2018: 400,000) options were lapsed as at 31 December 2019 in accordance with the terms of the Share Option Scheme.

Pursuant to the written resolutions of the Company's board of directors passed on 27 January 2015, the directors of the Company granted certain directors and employees of the Group to take up options to subscribe for 163,700,000 ordinary shares of the Company under the Share Option Scheme. The exercise price of these options is HKD3.68, being the average closing price of the Company's ordinary shares immediately before the grant. These share options were vested six months after being granted and would be exercisable until 26 January 2025. The 163,700,000 options granted by the Company on 27 January 2015 do not include the 43,600,000 options which were conditionally granted to Mr. Zhang Caikui and Mr. Zhang Bin, the ex-directors of the Company. According to the Listing Rules and the Share Option Scheme of the Company, the options granted to Mr. Zhang Caikui and Mr. Zhang Bin required the approval of the shareholders of the Company at an extraordinary general meeting of the Company. However, up until the date of the approval of these consolidated financial statements, the required extraordinary general meeting has not been held. As all the options granted on 27 January 2015 are subject to certain legal proceedings, the Company has given an undertaking on 6 January 2016 that it will not take any step to implement these options before a court decision is made. For details, please refer to the announcements of the Company dated 27 February 2015, 16 March 2015, 18 March 2015, 27 July 2015 and 29 March 2016. Accordingly, the options which were conditionally granted to Mr. Zhang Caikui and Mr. Zhang Bin have not been granted. Of the 163,700,000 options granted by the Company on 27 January 2015 to certain directors and employees of the Group, 41,800,000 (2018: 33,300,000) options were lapsed as at 31 December 2019 in accordance with the terms of the Share Option Scheme.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The movements of the Company's share options for the years ended 31 December 2019 and 2018 are as follows:

Type of participants	Date of grants	Vesting Condition	Contractual life of options	Exercise price per share	Outstanding at 1.1.2018 and 31.12.2018	Lapsed during the year	Outstanding at 31.12.2019
2011 share options							
Employees	25 May 2011	Immediately after the date of grant	10 years	HK\$7.90	7,000,000	–	7,000,000
2015 share options							
Employees	27 January 2015	Six months after the date of grant	10 years	HK\$3.68	130,400,000	(8,500,000)	121,900,000
					137,400,000	(8,500,000)	128,900,000
Exercisable at the end of the year					137,400,000		128,900,000
Weighted average exercise price (HK\$ per share)					3.89		3.91

No options were exercised during the years ended 31 December 2019 and 2018.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

35. CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

	2019 & 2018	
	Number of share	RMB equivalent <i>RMB'000</i>
Ordinary shares of the Company of USD0.01 each		
Authorised:		
At 1 January 2018, 31 December 2018 and 31 December 2019	10,000,000,000	701,472
Issued and fully paid:		
At 1 January 2018	3,379,140,240	227,848
Issue of new shares (<i>note i</i>)	85,845,636	5,973
Conversion of convertible bonds (<i>note ii</i>)	888,980,352	61,850
At 31 December 2018 and 31 December 2019	4,353,966,228	295,671

- (i) On 6 October 2018, arrangement were made to allot and issue 85,845,636 new ordinary shares of the Company to various independent private investors of HK\$4.20 per ordinary share, representing a discount of approximately 33.23% to the closing price of HK\$6.29 per ordinary share as quoted on the Stock Exchange on the day immediately prior to the trading suspension of the shares of the Company. The net proceeds would mainly be used for the redemption of senior notes issued in the Stock Exchange, repayment of borrowing of the Group and general working capital. These new shares were issued under the special mandate granted to the directors at the adjourned annual general meeting and extraordinary general meeting of the Company held on 30 October 2018 and rank pari passu with other shares in issue in all respects.
- (ii) Pursuant to the special mandate granted at the extraordinary general meeting of the Company held on 30 October 2018, CB in an aggregate principal amount of US\$456,000,000 and the compensation for early conversion equal to the aggregate of (a) an amount equal to any unpaid interest, accrued, or that would have accrued in respect of the CB subject to early conversion; and (b) an amount equal to 1% of the principal amount outstanding of the CB subject to early conversion were converted into shares of US\$0.01 each in the Company at the conversion price of HK\$4.20 per share. Accordingly, an aggregate of 888,980,352 ordinary shares of US\$0.01 each were allotted and issued by conversion of the convertible bonds.

The newly issued shares rank pari passu with other shares in issue in all respects.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

35. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

The directors of the Company do not recommend the payment of a dividend for the year ended 31 December 2019 (2018:nil).

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year approved and paid during the year:

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Final dividend in respect of the previous financial year, declared and paid during the year	–	–

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

35. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Nature and purpose of reserves

(i) Share premium

The application of the share premium account of the Company is governed by the Companies Law (Revised) of the Cayman Islands.

(ii) Statutory reserves

Statutory reserves of the Group were established in accordance with the relevant PRC rules and regulations and the articles of association of the companies comprising the Group which are incorporated in the PRC. Appropriations to the reserves were approved by the respective boards of directors. The statutory reserve consist of statutory reserve funds and maintenance and production funds.

For the entity concerned, statutory reserves fund can be used to offset accumulated losses, if any, and may be converted into capital in proportion to the existing equity interests of investors, provided that the balance after such conversion is not less than 25% of the registered capital.

According to relevant PRC regulations, the Group is required to transfer an amount to specific reserve for the maintenance and production funds and other related expenditures.

(iii) Other reserves

Other reserves of the Group include:

- (a) the differences of consideration over the net assets of subsidiaries acquired under common control in 2005;
- (b) the differences of consideration over the net assets of non-controlling interests acquired by Shandong Shanshui in 2005;
- (c) the difference between the nominal value of the share capital of the Company and the nominal value of the share capital and share premium of Shanshui Cement Hong Kong on the Share Swap; and
- (d) the difference between the considerations of acquisition or disposal of equity interests from/to non-controlling equity owners and the carrying amount of the proportionate net assets.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

35. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Nature and purpose of reserves (Continued)

(iv) Exchange reserve

The exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

(v) Fair value reserve

The fair value reserve of the Group comprises the cumulative net change in the fair value of available-for-sale securities held as at 31 December 2018.

(d) Distributability of reserves

Under the Companies Law of the Cayman Islands, the funds in the share premium account and the accumulated profit (accumulated losses) account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

The Company is unable to make any distributions for the year ended 31 December 2019 due to the influence of the winding up petitions as disclosed in note 2. The Company was also unable to make any distributions for the year ended 31 December 2018 due to the inability to comply with certain covenants from the indentures of the senior notes issued by the Company.

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total debt (including all bank loans, other borrowings, long-term bonds and convertible bonds as shown in the consolidated statement of financial position) less bank balances and cash. Total capital is calculated as total equity plus net debt.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

35. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(e) Capital management (Continued)

The net gearing ratio of the Group is as follows:

	Notes	2019 RMB'000	2018 RMB'000
Current liabilities:			
Bank loans – amount due within one year	24	2,814,920	4,299,350
Current portion of other borrowings	25	160,909	281,159
Current portion of long-term bonds	26	935,500	1,338,000
		3,911,329	5,918,509
Non-current liabilities:			
Bank loans – amount due after one year	24	847,000	–
Other borrowings less current portion	25	331,818	496,727
Long-term bonds less current portion	26	436,000	1,371,500
Convertible bonds	31	634,057	633,100
		2,248,875	2,501,327
Total debt		6,160,204	8,419,836
Less: Bank balances and cash	23	(1,364,054)	(1,303,943)
Net debt		4,796,150	7,115,893
Total equity		12,600,439	9,586,336
Total capital		17,396,589	16,702,229
Net gearing ratio*		27.6%	42.6%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

* Net gearing ratio = net liabilities/ (net liabilities + equity of the Company).

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Financial assets		
At FVTPL	47,885	51,681
At amortised cost	4,309,754	4,379,722
Derivative financial instruments	187,779	246,204
	4,545,418	4,677,607
Financial liabilities		
Amortised cost	12,784,062	14,982,662
Lease liabilities	89,660	–

(b) Financial risk management objectives and policies

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(i) Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade and bills receivable. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Generally, the Group requires full payment upon delivery of goods for sales of cement, clinker and bubble bricks. Credit sales with general credit period of 30 to 60 days are occasionally allowed to certain selected customers with good credit histories and significant transaction amount. Settlement with bank acceptance notes with maturity within three to six months is also acceptable. For sales of pipes and concrete, the Group allows a credit period ranging from 90 days to 180 days.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

The Group generally does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In respect of trade and bills receivable for sales of cement, clinker and bubble bricks, individual credit evaluations are only performed when the customers required credit. In respect of trade and bills receivable for sales of pipes and concrete, individual credit evaluations are performed on all customers requiring credit over a certain amount. In order to minimise the credit risk, the management of the Group has delegated a team responsible for evaluations and determination of credit limits and credit approvals. These evaluations focus on the customer's construction project size, the customer's payment history take into account information specific to the customer, as well as pertaining to the economic environment in which the customer operates. For sales of pipes and concrete, debtors with balances that are more than six months past due are requested to settle all outstanding balances before any further credit is granted. In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risks on bank balances are limited because the counterparties are banks/ financial institutions with high credit ratings assigned by international credit-rating agencies.

The Group's concentration of credit risk by geographical location is mainly in the PRC as at 31 December 2019 and 2018. Other than that, the Group does not have any other significant concentration of credit risk.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade and bills receivables	Other financial assets
Low Risk	The aging of the exposure at default ("EAD") is less than 60 days. Based on Management's assessment of debtor's typical project and payment processes, aging of EAD of less than 60 days is considered current.	Lifetime ECL – not credit-impaired	12m ECL
Fair Risk	The aging of EAD is less than 1 year. Based on Management's assessment of debtor's typical payment process in the industry, aging of EAD of less than 1 year is considered reasonable.	Lifetime ECL – not credit-impaired	12m ECL
Substandard	The risk of non-payment increases as the time period is longer than normal expected process.	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Doubtful	Indicates the aging of the debtor is within 2-3 years, the recovery of complete payments may be difficult.	Lifetime ECL – credit-impaired	Lifetime ECL – not credit-impaired
Loss	Indicates the aging of the debtor is more than 2 years, the recovery of complete payment becomes unlikely.	Lifetime ECL – credit-impaired	Lifetime ECL – not credit-impaired

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

Financial asset with credit risk exposure

Trade and bills receivables

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its business operation. The Group measures loss allowance for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significant different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivables as at 31 December 2019 and 2018:

	31 December 2019			31 December 2018		
	Expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000	Expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000
<i>Type 1: Customers within the Group expected that they will pay on time:</i>						
Grade 1 – Low risk	0.01%	946,076	105	0.00%	1,324,851	2
Grade 2 – Fair risk	3.49%	658,935	23,018	2.92%	505,382	14,797
Grade 3 – Substandard	14.34%	342,789	49,154	13.23%	239,451	31,680
		1,947,800	72,277		2,069,684	46,479
<i>Type 2: Credit impaired customer:</i>						
Grade 4 – Doubtful	39.15%	57,147	22,375	35.32%	32,817	11,592
Grade 5 – Loss	55.00%	60,434	33,237	50.00%	146,762	73,381
		117,581	55,612		179,579	84,973
<i>Type 3: Other customers:</i>						
Assessed individually	100%	136,419	136,419	94.32%	156,994	148,081
		2,201,800	264,308		2,406,257	279,533

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

Financial asset with credit risk exposure (Continued)

Trade and bills receivables (Continued)

The estimated loss rates are estimated based on historical observed default rate over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtor is updated.

Movement in the loss allowance account in respect of trade and bills receivables during the year is as follows:

	<i>RMB'000</i>
As at 1 January 2018	254,275
Impairment losses recognised	81,841
Impairment losses reversed	(55,939)
Uncollectible amount written off	(644)
At 31 December 2018	279,533
Impairment losses recognised	78,216
Impairment losses reversed	(93,441)
At 31 December 2019	264,308

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

Financial asset with credit risk exposure (Continued)

Other receivables

The Group measures the loss allowance equal to 12m ECL of other receivables. For those balances expected to have significant increase in credit risk since initial recognition, the Group apply lifetime ECL based on aging for classes with different credit risk characteristics and exposures.

As at 31 December 2019, included in other receivables and prepayments of the Group are amounts due from the former shareholders of certain subsidiaries of the Group, of aggregate gross carrying amounts of RMB379,197,000 (2018: RMB367,368,000). The former shareholders were in financial difficulties and the management of the Group considers the probability of default is significant in view that these amounts have been overdue for a long period of time. Accordingly, loss allowance of RMB346,939,000 (2018: RMB346,939,000) was provided for these amounts as at 31 December 2019.

For the remaining other non-trade receivables of the Group, the management of the Group considers the probability of default by assessing the counterparties' financial background and creditability and accordingly, loss allowance of approximately RMB160,946,000 (2018: RMB163,515,000) was provided as at 31 December 2019.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment (Continued)

Financial asset with credit risk exposure (Continued)

Other receivables (Continued)

Movement in the loss allowance account in respect of other receivables during the year is as follows:

	<i>RMB'000</i>
As at 1 January 2018 under IFRS 9/IAS 39	492,688
Impairment losses recognised	64,487
Impairment losses reversed	(46,721)
At 31 December 2018	510,454
Impairment losses recognised	59,755
Impairment losses reversed	(62,324)
At 31 December 2019	507,885

(ii) Liquidity risk

The Group's objective is to ensure continuity of sufficient funding and flexibility by utilising a variety of bank and other borrowings with debt maturities spreading over a range of periods, so that the Group's outstanding borrowing obligation is not exposed to excessive repayment risk in any one year.

Shandong Shanshui and the Company are responsible for the Group's overall cash management and the raising of borrowings in the mainland China or overseas market to cover expected cash demands. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(ii) Liquidity risk (Continued)

Notwithstanding the continuous improvement in financial performance during the current and prior years which was evidenced by a profit for the current year of RMB3,028,382,000 (2018: RMB2,168,847,000) and net cash generated from operating activities for the current year of RMB4,166,604,000 (2018: RMB2,180,478,000), as at 31 December 2019, the Group's current liabilities exceeded its current assets by RMB4,964,594,000 (2018: RMB7,370,128,000). Its total interest-bearing borrowings (including bank loans, other borrowings, long-term bonds and convertible bonds) amounted to RMB6,160,204,000, out of which RMB3,911,329,000 are due within 12 months from the end of reporting period.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity, operating performance of the Group and its available sources of financing, and are of the opinion that the cash flow generated from operating activities and certain appropriate financing-activities of the Group will be able to meet the funding needs of operations and repay the outstanding interest bearing borrowings.

As at 31 December 2019, the bank balances and cash of the Group amounted to RMB1,364,054,000 (2018: RMB1,303,943,000). The Group has been actively negotiating with a number of PRC banks and financial institutions for renewal of banking facilities. Up to the date of approval of these consolidated financial statements, the Group's unused facilities for drawdown of new bank loans amounted to RMB280,000,000, which will expire in May 2020. The Group is also maximising its sales effort, including speeding up sales of its existing inventories, seeking new orders and implementing comprehensive-policies to further improve operating cash flows.

The directors of the Company have carried out detail review on the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. In preparing the cash flow forecast, the directors have considered historical cash requirements of the Group as well as other key factors, including the availability of the loan finance which may impact the operations of the Group during the next twelve-month period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(ii) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	2019					Total RMB'000	Carrying amount RMB'000
	Contractual undiscounted cash outflow	Within 3 months or on demand RMB'000	More than 3 months but less than 6 months RMB'000	More than 6 months but less than 1 year RMB'000	More than 1 year but less than 5 years RMB'000		
Bank loans (note 24)	-	1,193,568	1,716,278	946,361	-	3,856,207	3,661,920
Other borrowings (note 25)	9,800	55,729	103,374	432,252	-	601,155	492,727
Long-term bonds (note 26)	84,217	369,274	660,785	534,733	-	1,649,009	1,371,500
Trade payable (note 27)	3,741,546	-	-	-	-	3,741,546	3,741,546
Other payables and accrued expenses (note 28 (a))	2,602,433	-	-	-	-	2,602,433	2,602,433
Long-term payables (note 28 (c))	-	-	-	2,418	288,926	291,344	279,879
Lease liabilities (note 32)	14,505	1,412	4,310	39,172	73,155	132,554	89,660
Convertible bonds (note 31)	17,775	-	70,526	820,802	-	909,103	634,057
	6,470,276	1,619,983	2,555,273	2,775,738	362,081	13,783,351	12,873,722

	2018					Total RMB'000	Carrying amount RMB'000
	Contractual undiscounted cash outflow	Within 3 months or on demand RMB'000	More than 3 months but less than 6 months RMB'000	More than 6 months but less than 1 year RMB'000	More than 1 year but less than 5 years RMB'000		
Bank loans (note 24)	4,299,350	-	-	-	-	4,299,350	4,299,350
Other borrowings (note 25)	46,244	102,902	148,965	605,711	-	903,822	777,886
Long-term bonds (note 26)	143,485	474,336	873,208	1,627,900	21,110	3,140,039	2,709,500
Trade payable (note 27)	3,240,134	-	-	-	-	3,240,134	3,240,134
Other payables and accrued expenses (note 28 (a))	3,042,205	-	-	-	-	3,042,205	3,042,205
Long-term payables (note 28 (c))	-	-	-	1,920	278,567	280,487	280,487
Convertible bonds (note 31)	17,277	-	51,832	722,810	-	791,919	633,100
	10,788,695	577,238	1,074,005	2,958,341	299,677	15,697,956	14,982,662

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(ii) Liquidity risk (Continued)

The table below summarises the maturity analysis of bank loans with a repayment on cross demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in the above table.

The directors of the Company do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors of the Company believe that such bank loans of the Group will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Maturity analysis – Bank loans				Total RMB'000	Carrying amount RMB'000
	Within 3 months or on demand RMB'000	More than 3 months but less than 6 months RMB'000	More than 6 months but less than 1 year RMB'000	More than 1 year but less than 5 years RMB'000		
At 31 December 2019						
Bank loans	–	1,193,568	1,716,278	946,361	3,856,207	3,661,920
At 31 December 2018						
Bank loans	80,000	1,278,153	2,274,617	872,046	4,504,816	4,299,350

(iii) Interest rate risk

Cash and cash equivalents, pledged bank deposits, bank loans, other borrowings, long-term bonds and convertible bonds are the major types of the Group's financial instruments subject to interest rate risk.

The Group is exposed to fair value interest rate risk in relation to fixed-rate loans to third parties, bank loans, other borrowings, long-term bonds and convertible bonds (see notes 24, 25, 26 and 31 respectively for details of these borrowings). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 23 for details) and variable-rate bank loans (see note 24 for details). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of base rate announced by the People's Bank of China or applicable market rates arising from the Group's Renminbi denominated borrowings. The management does not anticipate fluctuation of interest rate to have significant impact to cash and cash equivalents and pledged bank deposits because the interest rates of the bank deposits are not expected to change significantly. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(iii) Interest rate risk (Continued)

Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing bank loans, other borrowings, long-term bonds and convertible bonds at the end of the reporting period.

	2019		2018	
	Effective interest rate %	RMB'000	Effective interest rate %	RMB'000
Fixed rate borrowings:				
Bank loans	4.78%–7.00%	1,034,000	5.08%–7.00%	1,477,000
Other borrowings	0%–5.08%	494,000	0%–4.89%	774,250
Long-term bonds	0%–7.67%	1,371,500	0%–9.06%	2,709,500
Convertible bonds	13.00%	634,057	13.00%	633,100
		3,533,557		5,593,850
Variable rate borrowings:				
Bank loans	4.22%–5.22%	2,627,920	4.22%–5.22%	2,822,350
Other borrowings	1.80%	2,727	1.61%	3,636
		2,630,647		2,825,986
Total borrowings		6,164,204		8,419,836
Net fixed rate borrowings as a percentage of total borrowings		57%		66%

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(iii) Interest rate risk (Continued)

Sensitivity analysis

At 31 December 2019, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit after tax and accumulated losses by approximately RMB11,512,000 (2018: RMB24,333,000). Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and accumulated profit/(losses)) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and in respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and accumulated profit) is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2018.

(iv) Currency risk

The Group does not have significant currency risk.

The Group did not hedge its foreign currency exposure other than by retaining its foreign currency denominated earnings and receipts to the extent permitted by the State Administration of Foreign Exchange. However, the management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(v) Equity price risk

The Group is exposed to equity price changes primarily arising from the investments in equity securities measured at FVTPL (see note 18).

For equity securities measured at FVTPL quoted in the Shanghai Stock Exchange, the investments have been chosen by the management based on its longer term growth potential and is monitored regularly by the management for performance against expectations.

At 31 December 2019, it is estimated that an increase/decrease of 50% (2018: 50%) in the relevant stock price (for listed investment), with all other variables held constant, would have increased/decreased the Group's profit after tax (and accumulated profit/(losses)) as follows:

	2019		2018	
	Increase/ (decrease) in the relevant risk variable rates	(Increase)/ decrease in accumulated profit/(losses) <i>RMB'000</i>	Increase/ (decrease) in the relevant risk variable rates	(Increase)/ decrease in accumulated losses <i>RMB'000</i>
Change in the stock price of the listed investment	50% (50%)	2,709 (2,709)	50% (50%)	2,786 (2,786)

The sensitivity analysis indicates the instantaneous change in the Group's profit after tax and accumulated profit (accumulated losses) that would arise assuming that the changes in the stock price had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock price, that none of the Group's financial assets at FVTPL would be considered impaired as a result of the decrease in the relevant stock price, and that all other variables remain constant. The analysis is performed on the same basis for 2018.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and liabilities.

(i) Fair value measurement and valuation process

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The management of the Group will determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The management of the Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (Continued)

(ii) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

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

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to the fair value
	31/12/2019	31/12/2018				
	RMB'000	RMB'000				
1 Equity securities listed in the PRC classified as financial assets at FVTPL	7,224	7,429	Level 1	Quoted bid prices in an active market	N/A	N/A
2 Unquoted equity investments in PRC non-listed companies classified as financial assets at FVTPL	40,661	44,252	Level 3	Adjusted net asset value	The fair value of net assets of the investee	The increase in net asset value would increase in fair value
3 Derivative component of convertible bonds	187,779	246,204	Level 3	Monte-Carlo method	Expected volatility: 42% (2018: 38%-39%) Risk-free rate: 1.57% (2018: 1.88%-2.72%)	The higher the expected volatility, the lower the fair value. The higher the risk-free rate, the higher the fair value.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

36. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (Continued)

(iii) Reconciliation of Level 3 fair value measurements

	Unlisted equity securities RMB'000	Derivative component of convertible bonds RMB'000
At 1 January 2018	1,261	–
Payments for acquisitions	32,857	–
Issuance of convertible bonds	–	649,011
Derecognition of original financial liability upon modification of terms	–	(655,100)
Fair value gain (included in profit or loss)	10,134	236,190
Exchange realignment	–	16,103
At 31 December 2018	44,252	246,204
Fair value loss (included in profit or loss)	(3,591)	(60,714)
Exchange realignment	–	2,289
At 31 December 2019	40,661	187,779

(iv) Fair values of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their corresponding fair values.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

37. COMMITMENTS

- (a) **Capital commitments outstanding at 31 December 2019 not provided for in the consolidated financial statements were as follows:**

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Capital expenditure in respect of the acquisitions of fixed assets authorised and contracted for but not provided for in the consolidated financial statements	324,888	321,051

- (b) At the end of the reporting period, the total future minimum lease payments under non-cancellable operating lease are payable as follows:

	2018 <i>RMB'000</i>
Within 1 year	9,561
After 1 year but within 2 years	7,367
After 2 years but within 5 years	14,348
After 5 years	67,531
	98,807

The Group leases a number of pieces of land and port storage spaces under non-cancellable operating leases. The leases typically run without any contingent lease terms, nor do the lease agreements contain any terms that may require higher future rental payments, restrictions on dividends, additional liabilities, or other terms.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

38. CONTINGENT LIABILITIES AND OTHER EVENTS

(a) Guarantee issued

- (i) On 14 December 2016, the Company entered into a guarantee in favor of Bank of China Pingdingshan Branch as a security for the provision of the loan facility of RMB400,000,000 to Tianrui Group. The bank loan was repaid by Tianrui Group during the current year and accordingly, the guarantee was released in 2019.
- (ii) Two indirectly-held subsidiaries of the Company had provided guarantees on behalf of Shanshui Heavy Industries for its bank loan with the principal of RMB300,000,000. The bank loan of Shanshui Heavy Industries bore an interest rate quoted by the People's Bank of China and was repayable within five years from 2015. The guarantees would expire two years after the agreed repayment date. The bank loan was fully repaid during the current year and accordingly, the guarantee was released in 2019.

(b) Litigation contingencies

As at 31 December 2019, several litigation claims were initiated by the customers against the Group to demand immediate repayment of the outstanding balance in relation to certain cement and other products sales contracts with an aggregate amount of approximately RMB14,043,000 (2018: RMB10,097,000) which have yet been concluded. No provision for these litigation claims was made in the consolidated financial statements for the year ended 31 December 2019 as in the opinion of the directors of the Company, the possibility of an outflow of economic resources is remote.

Other than the disclosure of above, as at 31 December 2019, the Group was not involved in any other material litigation or arbitration. As far as the Group was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. As at 31 December 2019, the Group was the defendant of certain non-material litigations, and also a party to certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained at present, but the directors of the Company believe that any possible legal liability which may be incurred from the aforesaid litigations will not have any material impact on the financial position of the Group.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

38. CONTINGENT LIABILITIES AND OTHER EVENTS (CONTINUED)

(c) Winding up petitions

The Group is facing a number of legal actions regarding a winding-up petition filed by one of the shareholders of the Company. The Company has appointed legal counsel to represent it to oppose the winding up petitions in the Cayman Islands and in Hong Kong (the "Petitions"). The Cayman Islands Petition was struck out by an order of the Grand Court of the Cayman Islands (the "Grand Court") dated 19 October 2018 (the "Strike-out Order") and the Hong Kong Petition was withdrawn by the petitioner as a result of the Strike-out Order. The Court of Appeal of the Cayman Islands (the "Court of Appeal") on 16 January 2019 allowed an appeal against the Strike-out Order, and as a result the Cayman Islands Petition was reinstated and returned to the Grand Court. The Company's legal counsel filed an application on 21 February 2019 for leave to appeal to the Privy Council of the United Kingdom (the "Privy Council") to set aside the Court of Appeal's decision (the "Application"). The Court of Appeal declined to grant the Application after a hearing on 16 April 2019. On 29 March 2019 (Cayman Islands time), the Company applied to the Grand Court for, among others, a validation order (the "VO Application") to validate, among others, the transfer of shares held by requesting shareholders to HKSCC Nominees Limited, the common nominee for shares deposited with the Stock Exchange's Central Clearing and Settlement System. On 12 September 2019, the Cayman Court granted the VO Application and ordered the validation of any transfer of shares to HKSCC Nominee Limited by the Company's shareholders and that any such transfer shall not be avoided in the event of any order for the winding-up of the Company (the "Share Transfer Order"). On the same day that the judgment was handed down, the Grand Court also granted to the petitioner the leave to appeal the Grand Court's judgment to the Court of Appeal. On 18 February 2020 (Cayman Islands time), the Court of Appeal allowed this appeal and reversed the Share Transfer Order. The directors of the Company do not believe there is any reasonable basis for the Cayman Islands Petition. The Company and its legal counsel are considering all available options.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Other payables (note 28) RMB'000	Bank loans (note 24) RMB'000	Other borrowings (note 25) RMB'000	Long-term bonds (note 26) RMB'000	Convertible bonds (note 31) RMB'000	Total RMB'000
At 1 January 2018	1,598,809	4,790,599	2,140,563	6,374,482	–	14,904,453
Loans from shareholders	150,541	–	–	–	–	150,541
Proceeds from new bank loans	–	1,381,950	–	–	–	1,381,950
Proceeds from issues of convertible bonds	–	–	–	–	3,641,460	3,641,460
Repayment of bank loans	–	(1,873,199)	–	–	–	(1,873,199)
Repayment of other borrowings	–	–	(1,360,287)	–	–	(1,360,287)
Repayment of long-term bonds	–	–	–	(3,579,788)	–	(3,579,788)
Interest paid	(602,500)	–	–	–	–	(602,500)
Total changes from financing cash flow	(451,959)	(491,249)	(1,360,287)	(3,579,788)	3,641,460	(2,241,823)
Waiver of principal	–	–	(2,390)	(2,000)	–	(4,390)
Waiver of interest expenses	(259,743)	–	–	–	–	(259,743)
Recognition of derivative component on issuance of convertible bonds	–	–	–	–	649,011	649,011
Derecognition of original financial liability upon modification of terms	–	–	–	–	(3,816,821)	(3,816,821)
Interest expense	624,797	–	–	–	108,302	733,099
Exchange differences	36,062	–	–	(83,194)	51,148	4,016
At 31 December 2018	1,547,966	4,299,350	777,886	2,709,500	633,100	9,967,802

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	Other payables (note 28) RMB'000	Lease liabilities (note 32) RMB'000	Bank loans (note 24) RMB'000	Other borrowings (note 25) RMB'000	Long-term bonds (note 26) RMB'000	Convertible bonds (note 31) RMB'000	Total RMB'000
At 31 December 2018	1,547,966	–	4,299,350	777,886	2,709,500	633,100	9,967,802
Impact of adopting HKFRS 16	–	87,672	–	–	–	–	87,672
At 1 January 2019 (restated)	1,547,966	87,672	4,299,350	777,886	2,709,500	633,100	10,055,474
Proceeds from new bank loans	–	–	2,667,654	–	–	–	2,667,654
Repayment of bank loans	–	–	(3,607,635)	–	–	–	(3,607,635)
Repayment of other borrowings	–	–	–	(285,159)	–	–	(285,159)
Repayment of long-term bonds	–	–	–	–	(1,338,000)	–	(1,338,000)
Repayment of lease liabilities	–	(20,818)	–	–	–	–	(20,818)
Interest paid	(445,179)	–	–	–	–	(82,324)	(527,503)
Total changes from financing cash flow	(445,179)	(20,818)	(939,981)	(285,159)	(1,338,000)	(82,324)	(3,111,461)
Waiver of interest expenses	(153,486)	–	–	–	–	–	(153,486)
Acquisition of a subsidiary (noted 40)	–	–	302,551	–	–	–	302,551
Additions to liabilities	–	4,105	–	–	–	–	4,105
Interest expenses	381,947	–	–	–	–	75,625	457,572
Exchange differences	14,190	18,701	–	–	–	7,656	40,547
At 31 December 2019	1,345,438	89,660	3,661,920	492,727	1,371,500	634,057	7,595,302

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

40. ACQUISITION OF A SUBSIDIARY

In September 2019, the Group acquired 55% equity interest in Shanshui Heavy Industries, of which the Group previously held 45% equity interest, at a total consideration of RMB94,050,000. Shanshui Heavy Industries is engaged in the manufacture and installation of equipment and spare parts of cement machines. This transaction has been accounted for using the acquisition method.

RMB'000

Assets acquired and liabilities recognised at the date of acquisition are as follow:

Property, plant and equipment	298,637
Right-of-use assets	54,780
Inventories	47,679
Trade and bills receivables	94,263
Other receivables and prepayment	48,454
Bank balances and cash	24,848
Trade payables	(117,599)
Other payables and accrued expenses	(74,352)
Tax payables	(13,170)
Bank loans	(302,551)
Other non-current liabilities	(48,888)
	12,101

Goodwill arising on acquisition:

Consideration transferred	94,050
Less: Net assets acquired	(12,101)
	81,949

Goodwill arose on the acquisition of Shanshui Heavy Industries because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Shineway Spirin. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

40. ACQUISITION OF A SUBSIDIARY (CONTINUED)

RMB'000

Net cash outflow arising on acquisition:

Cash consideration	(94,050)
Set off of trade payables due from subsidiaries of the Group	44,499
Bank balances and cash acquired	24,848
Net cash outflow in respect of the subsidiary	(24,703)

During the year, Shanshui Heavy Industries contributed RMB6,917,000 to the Group's turnover and made a loss of RMB24,928,000 for the period between the date of acquisition and the end of the reporting period.

Had the acquisition of Shanshui Heavy Industries been effected at the beginning of the year, the total amount of revenue of the Group for the year ended 31 December 2019 would have been RMB21,482,370,000 and the amount of the profit for the year would have been RMB2,983,679,000. The proforma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS

- (a) During the years ended 31 December 2019 and 2018, transactions with the following parties are considered as related party transactions which the directors of the Company are of the opinion that the below transactions do not constitute connected transactions / continuing connected transactions under the Listing Rules:

Name of party	Relationship
Tianrui Group	Non-controlling shareholder of the Company with significant influence
China Shanshui Investment	Non-controlling shareholder of the Company with significant influence
Dong'e Shanshui	Associate of the Group
Dashui Group	Associate of the Group
Shanshui Heavy Industries	Associate of the Group
Taiying Cement	Associate of the Group
Lianhe Cement	Associate of the Group
Shandong Herong	Associate of the Group
Banyang Limestone	Associate of the Group
Yunding Cement	Associate of the Group
Mengjixing Cement	Associate of the Group
Zhongxin Cement	Associate of the Group
Lianhe Huize	Associate of the Group
Zhongjiancai (Hefei) Engineering Co., Ltd. ("Zhongjiancai Hefei")	Subsidiary of a major shareholder

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties of the Group

<i>Note</i>	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Recurring transactions		
Sales:		
	393,619	422,390
	–	424
	–	10,490
	–	10,894
	–	5,810
(i)	393,619	450,008
Purchase:		
	8,215	–
	–	1,981
	–	6,000
(ii)	8,215	7,981
Service and management fee paid:		
	887	8,118
	1,599	880
	5,304	661
	10,058	–
	2,628	–
	7	518
	–	5,824
	–	6,525
	–	300
	20,483	22,826

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties of the Group (Continued)

	Note	2019 RMB'000	2018 RMB'000
Non-recurring transactions			
Loans to an associate and relevant interest income:			
- Dong'e Shanshui		-	315
Loans advanced from related parties and relevant interest expenses:			
- Tianrui Group		-	150,541

Notes:

- (i) The directors of the Company are of the opinion that the sales of coal and clinker to the related parties and purchases of clinker from the related parties were conducted on normal commercial terms and in the ordinary course of business of the Group.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Balances with related parties of the Group

<i>Note</i>	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
Accounts receivable due from:		
– Dong'e Shanshui	199	21
– Shanshui Heavy Industries	–	14,936
	199	14,957
Advances to suppliers:		
– Dong'e Shanshui	–	9
– Shanshui Heavy Industries	–	6,528
– Chifeng Taiying Cement	–	9
	–	6,546
Other receivables due from:		
– China Shanshui Investment	776	764
– Chifeng Taiying Cement	120	151
– Mengjixing Cement	1	39
– Zhongxin Cement	25	47
– Dong'e Shanshui	20	8
– Lianhe Cement	4,020	4,000
– Banyang Limestone	3,000	3,000
– Shanshui Heavy Industries	–	62,430
	7,962	70,439
	7,962	76,985

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Balances with related parties of the Group (Continued)

	Note	2019 RMB'000	2018 RMB'000
Accounts payable due to:			
– Shanshui Heavy Industries		–	52,700
Other payable due to:			
– Tianrui Group	(i)	897,539	883,349
– Chifeng Heying Cement		1,321	–
– Mengjixing Cement		676	–
– Zhongxin Cement		1,500	–
– Dong'e Shanshui		3	–
– Shanshui Heavy Industries		–	34,446
		901,039	917,795

(i) These relate to loans from Tianrui Group. As at 31 December 2019, the outstanding loans with total principal of RMB897,539,000 (expenses payable to 2018: RMB883,349,000) are interest free.

(d) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Group's directors.

Remuneration for key management personnel of the Group, including amounts paid to the directors as disclosed in note 11, is as follows:

	2019 RMB'000	2018 RMB'000
Salary, allowances and other benefits	29,603	34,007
Contributions to defined contribution retirement plans	676	1,130
	30,279	35,137

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Key management personnel remuneration (Continued)

The breakdown of emoluments for key management personnel are as follows:

	<i>Note</i>	2019 RMB'000	2018 <i>RMB'000</i>
Directors and supervisors	11	4,225	7,243
Senior management		26,025	29,363
		30,250	36,606

The emoluments of senior management were within the following bands:

	2019 Number of individuals	2018 Number of individuals
HKD500,001 to HKD1,000,000	–	3
HKD1,000,001 to HKD2,000,000	13	15
HKD2,000,001 to HKD3,000,000	2	2
	15	20

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2019 RMB'000	2018 RMB'000
Non-current assets		
Fixed assets	7	13
Investments in a subsidiary	680,382	680,381
Amounts due from subsidiaries	5,042,011	4,983,664
	5,722,400	5,664,058
Current assets		
Other receivables	214	210
Derivative component of convertible bonds	187,779	246,204
Cash and cash equivalents	687,382	837,170
	875,375	1,083,584
Current liabilities		
Amount due to a subsidiary	1,400,341	1,352,341
Other payables and accrued expenses	911,497	952,864
	2,311,838	2,305,205
Net current liabilities	(1,436,463)	(1,221,621)
Total assets less current liabilities	4,285,937	4,442,437
Non-current liabilities		
Convertible bonds	634,057	633,100
Net assets	3,651,880	3,809,337
Capital and reserves		
Share capital	295,671	295,671
Reserves	3,356,209	3,513,666
Total equity	3,651,880	3,809,337

The Company's statement of financial position was approved and authorised for issue by the board of directors on 20 March 2020.

CHANG, Zhangli
Director

WU, Ling-ling
Director

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Movements in the Company's reserves

	Share premium <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Exchange reserve <i>RMB'000</i>	Accumulated losses <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 January 2018	4,654,010	435,164	(307,147)	(4,424,935)	357,092
Total comprehensive expenses for the year	–	–	(45,308)	(379,145)	(424,453)
Issue of shares	332,606	–	–	–	332,606
Issue of shares upon conversion of convertible bonds	3,249,168	–	–	–	3,249,168
Transaction costs attributable to issue of new shares	(747)	–	–	–	(747)
At 31 December 2018	8,235,037	435,164	(352,455)	(4,804,080)	3,513,666
Total comprehensive expenses for the year	–	–	56,528	(213,985)	(157,457)
At 31 December 2019	8,235,037	435,164	(295,927)	(5,018,065)	3,356,209

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(a) Enterprise established in Hong Kong									
China Shanshui Cement Group (Hong Kong) Company Limited ("Shanshui Cement Hong Kong") 中國山水水泥集團(香港)有限公司	Hong Kong, PRC 25 January 2005	HKD10,000	100.00	100.00	100.00	100.00	-	-	Investment holding
China Pioneer Cement (Hong Kong) Company Limited 中國先鋒水泥(香港)有限公司	Hong Kong, PRC 25 January 2005	HKD0.01	100.00	100.00	-	-	100.00	100.00	Investment holding
(b) Enterprise established outside the PRC									
Continental Cement Corporation 康達水泥有限公司	British Virgin Islands 30 May 2000	USD100	100.00	100.00	-	-	100.00	100.00	Investment holding
American Shanshui Development INC. 美國山水發展公司	Delaware, U.S.A. 28 June 2012	Paid-in capital USD1,000,000	100.00	100.00	-	-	100.00	100.00	Selling agent of cement product and building materials

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(c) Wholly foreign-owned enterprises established in the PRC									
Shandong Shanshui 山東山水水泥集團有限公司	Shandong, PRC 10 August 2001	Registered capital of RMB3,633,000,000 and paid-in capital RMB3,623,028,752	100.00	100.00	–	–	100.00	100.00	Investment holding
Continental (Shandong) Cement Corporation 康達(山東)水泥有限公司	Shandong, PRC 6 April 2002	USD39,565,500	100.00	100.00	–	–	100.00	100.00	Production and sales of clinker
Shandong Shanshui Financial Leasing Co., Ltd. 山東山水融資租賃有限公司	Shandong, PRC 18 July 2014	RMB230,000,000	100.00	100.00	–	–	100.00	100.00	Offering financial leasing service
(d) Sino-foreign equity joint venture enterprises established in the PRC									
Pingyin Shanshui Cement Co., Ltd. ("Pingyin Shanshui") 平陰山水水泥有限公司	Shandong, PRC 1 August 2003	RMB178,000,000	98.97	98.97	–	–	99.65	99.65	Production and sales of cement and clinker
Anqiu Shanshui Cement Co., Ltd. 安丘山水水泥有限公司	Shandong, PRC 4 August 2003	RMB226,500,000	99.00	99.00	–	–	99.70	99.70	Production and sales of cement and clinker
Weihai Shanshui Cement Co., Ltd. 威海山水水泥有限公司	Shandong, PRC 25 March 2008	USD24,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and concrete

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(d) Sino-foreign equity joint venture enterprises established in the PRC (continued)									
Dandong Shanshui Gongyuan Cement Co., Ltd. 丹東山水工源水泥有限公司	Liaoning, PRC 31 March 2008	USD12,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Qingdao Shanshui Chuangxin Cement Co., Ltd. 青島山水創新水泥有限公司	Shandong, PRC 25 April 2008	USD28,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Shenyang Shanshui Gongyuan Cement Co., Ltd. 瀋陽山水工源水泥有限公司	Liaoning, PRC 9 July 2008	USD16,587,400	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Linqu Shanshui Cement Co., Ltd. 臨朐山水水泥有限公司	Shandong, PRC 18 July 2008	Registered capital of USD25,000,000 and paid-in capital USD24,990,700	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and clinker
Zaozhuang Chuangxin Shanshui Cement Co., Ltd. 棗莊創新山水水泥有限公司	Shandong, PRC 5 September 2008	USD30,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and clinker
Linqu Shanshui Building Material Aggregate Co., Ltd. 臨朐山水建材骨料有限公司	Shandong, PRC 27 December 2012	USD5,060,000	100.00	100.00	-	-	100.00	100.00	Production and sales of concrete aggregate

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC									
Owned by Shandong Shanshui									
Liaoyang Qianshan Cement Co., Ltd. 遼陽千山水泥有限責任公司	Liaoning, PRC 5 June 1989	Registered capital of RMB100,000,000 and paid in capital RMB34,935,000	72.15	72.15	–	–	72.15	72.15	Production and sales of cement and clinker
Shandong Cement Factory Co., Ltd. 山東水泥廠有限公司	Shandong, PRC 3 April 1990	RMB182,000,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement and concrete; production of limestone
Guangrao Shanshui Cement Co., Ltd. 廣饒山水水泥有限公司	Shandong, PRC 8 May 1998	RMB18,760,000	70.00	70.00	–	–	70.00	70.00	Production and sales of cement
Liaoning Shanshui 遼寧山水水源水泥有限公司	Liaoning, PRC 13 July 1998	RMB2,000,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and related products
Feicheng City Mashan Cement Co., Ltd. 肥城山水水泥有限公司	Shandong, PRC 16 June 1999	RMB30,000,000	90.00	90.00	–	–	90.00	90.00	Production and sales of cement

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Chifeng Yuanhang 赤峰山水遠航水泥有限公司	Inner Mongolia, PRC 5 August 2000	RMB200,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and related products
Jinan Shi-ji Chuang-xin Cement Co., Ltd. 濟南世紀創新水泥有限公司	Shandong, PRC 17 January 2002	RMB41,460,000	95.18	95.18	–	–	95.18	95.18	Production and sales of cement and related products
Tianjin City Tianhui Cement Co., Ltd. 天津市天輝水泥有限公司	Tianjin, PRC 22 July 2002	RMB16,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and related products
Changle Shanshui Cement Co., Ltd. 昌樂山水水泥有限公司	Shandong, PRC 30 July 2002	RMB24,700,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement, clinker and concrete
Yantai Shanshui Cement Co., Ltd. 煙台山水水泥有限公司	Shandong, PRC 22 November 2002	RMB155,500,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Jinan Shanshui Wuliugang Co., Ltd. 濟南山水物流港有限公司	Shandong, PRC 28 March 2003	RMB10,000,000	99.00	99.00	–	–	99.00	99.00	Logistic service and sales of coal
Binzhou Shanshui Cement Co., Ltd. 濱州山水水泥有限公司	Shandong, PRC 30 July 2003	RMB5,000,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement
Shandong Shanshui Cement Industrial Design Development Co., Ltd. 山東山水水泥工業設計開發有限公司	Shandong, PRC 1 August 2003	RMB6,000,000	90.00	90.00	–	–	90.00	90.00	Development, manufacture, sales and technical support of cement related equipments
Liaocheng Shanshui Cement Co., Ltd. 聊城山水水泥有限公司	Shandong, PRC 1 August 2003	RMB20,000,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement and concrete
Gucheng Shanshui Cement Co., Ltd. 故城山水水泥有限公司	Hebei, PRC 4 August 2003	RMB5,000,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement
Dongying Shanshui Cement Co., Ltd. 東營山水水泥有限公司	Shandong, PRC 4 August 2003	RMB5,000,000	99.00	99.00	–	–	99.00	99.00	Production and sales of cement

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Zibo Shanshui Cement Co., Ltd. 淄博山水水泥有限公司	Shandong, PRC 5 August 2003	RMB60,000,000	99.00	99.00	-	-	99.00	99.00	Production and sales of cement, clinker and limestone
Liaocheng Meijing Zhongyuan Cement Co., Ltd. 聊城美景中原水泥有限公司	Shandong, PRC 5 August 2003	RMB20,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and clinker
Weifang Shanshui Cement Co., Ltd. ("Weifang Shanshui") 潍坊山水水泥有限公司	Shandong, PRC 29 December 2003	RMB150,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement, limestone and concrete
Qingdao Shanshui Hengtai Cement Co., Ltd. 青岛山水恒泰水泥有限公司	Shandong, PRC 10 June 2004	RMB50,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and related products
Zibo Shuangfeng Shanshui Cement Co., Ltd. 淄博雙鳳山水水泥有限公司	Shandong, PRC 1 July 2004	RMB150,000,000	99.93	99.93	-	-	99.93	99.93	Production and sales of cement

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Zaozhuang Shanshui Cement Co., Ltd. 棗莊山水水泥有限公司	Shandong, PRC 28 July 2004	RMB70,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and clinker
Jining Shanshui Cement Co., Ltd. 濟寧山水水泥有限公司	Shandong, PRC 21 January 2005	RMB100,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement, clinker,
Juye Shanshui Cement Co., Ltd. 巨野山水水泥有限公司	Shandong, PRC 17 May 2006	RMB10,000,000	99.96	99.96	–	–	100.00	100.00	Production and sales of cement
Yishui Shanshui Cement Co., Ltd. 沂水山水水泥有限公司	Shandong, PRC 28 September 2007	RMB128,700,000	99.38	99.38	–	–	99.38	99.38	Production and sales of clinker and limestone
Kenli Shanshui Cement Co., Ltd. 墾利山水水泥有限公司	Shandong, PRC 21 December 2007	RMB12,000,000	90.00	90.00	–	–	90.00	90.00	Production and sales of cement
Qingdao Huading Building Material Co., Ltd. 青島華鼎建材有限公司	Shandong, PRC 24 January 2008	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Weifang Ningshi Shanshui Cement Co., Ltd. 濰坊凝石山水水泥有限公司	Shandong, PRC 16 May 2008	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Yishui Chuangxin Shanshui Cement Co., Ltd. 沂水創新山水水泥有限公司	Shandong, PRC 2 June 2009	RMB10,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Qingdao Shanshui Jianxin Cement Co., Ltd. 青島山水建新水泥有限公司	Shandong, PRC 18 June 2009	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Weifang Binhai Shanshui Cement Co., Ltd. 濰坊濱海山水水泥有限公司	Shandong, PRC 4 August 2009	RMB42,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Tianjin Shanshui Cement Co., Ltd. 天津山水水泥有限公司	Tianjin, PRC 26 August 2009	RMB100,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Shanxian Shanshui Cement Co., Ltd. 單縣山水水泥有限公司	Shandong, PRC 27 August 2009	RMB60,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Caoxian Shanshui Cement Co., Ltd. 曹縣山水水泥有限公司	Shandong, PRC 28 August 2009	RMB22,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Bozhou Shanshui Cement Co., Ltd. 亳州山水水泥有限公司	Anhui, PRC 3 September 2009	RMB40,000,000	100.00	100.00	–	–	100.00	100.00	Establishment of cement production line
Bengbu Shanshui Cement Co., Ltd. 蚌埠山水水泥有限公司	Anhui, PRC 4 September 2009	RMB30,000,000	100.00	100.00	–	–	100.00	100.00	Establishment of cement production line
Weishan Shanshui Cement Co., Ltd. 微山山水水泥有限公司	Shandong, PRC 28 September 2009	RMB100,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and clinker

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Shanxi Shanshui Cement Co., Ltd. ("Shanxi Shanshui") 山西山水水泥有限公司	Shanxi, PRC 25 December 2009	RMB1,716,500,000	100.00	100.00	–	–	100.00	100.00	Sales of cement and cement related products
Laoling Shanshui Cement Co., Ltd. 樂陵山水水泥有限公司	Shandong, PRC 9 February 2010	RMB30,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and related products
Qingdao Huading New Building Material Co., Ltd. 青島華鼎建築新材料有限公司	Shandong, PRC 10 February 2010	RMB16,103,200	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Dezhou Zhucheng Concrete Co., Ltd. 德州築城商品混凝土有限公司	Shandong, PRC 2 March 2010	RMB10,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Weifang Wanda Building Materials Co., Ltd. 濰坊萬達建材有限公司	Shandong, PRC 17 March 2010	RMB10,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Kashi Shanshui Cement Co., Ltd. ("Kashi Shanshui") 喀什山水水泥有限公司	Xinjiang, PRC 17 August 2010	RMB500,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Dezhou Tianqi Concrete Co., Ltd. 德州天祺商品混凝土有限公司	Shandong, PRC 31 August 2010	RMB10,000,000	60.00	60.00	–	–	60.00	60.00	Production and sales of concrete
Shenxian Shanshui Cement Co., Ltd. 莘縣山水水泥有限公司	Shandong, PRC 22 October 2010	RMB10,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and cement related products

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Shandong Shanshui Building Materials Co., Ltd. 山東山水建築材料有限公司	Shandong, PRC 2 March 2011	RMB300,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of building materials and related products
Huixian City Shanshui Cement Co., Ltd. 輝縣市山水水泥有限公司	Henan, PRC 30 June 2011	RMB100,000,000	100.00	100.00	-	-	100.00	100.00	Establishment of clinker production line
Shandong Runshenyuan Water Co., Ltd. 山東潤生源山泉水有限公司	Shandong, PRC 24 April 2018	RMB5,000,000	90.00	90.00	-	-	90.00	90.00	Production and sales of mineral water
Weifang City Leixin Concrete Co., Ltd. 濰坊市磊鑫混凝土有限公司	Shandong, PRC 16 August 2011	RMB10,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of concrete
Zhoukou Shanshui Pipeline Co., Ltd. 周口山水管道有限公司	Henan, PRC 22 August 2011	RMB30,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and cement related products
Dongming Shanshui Cement Co., Ltd. 東明山水水泥有限公司	Shandong, PRC 20 March 2012	RMB35,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Jiaxiang Shanshui Aggregate Co., Ltd. 嘉祥山水骨料有限公司	Shandong, PRC 10 October 2012	RMB10,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of concrete aggregate
Shandong Shanshui Cement Group International Trading Co., Ltd. 山東山水水泥集團國際貿易有限公司	Shandong, PRC 5 March 2013	RMB10,000,000	100.00	100.00	-	-	100.00	100.00	Import and export of cement, clinker and related products

Notes to the Consolidated Financial Statements (Continued)

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shandong Shanshui (continued)									
Feicheng Shanshui Concrete Co., Ltd. 肥城山水商砼有限公司	Shandong, PRC 5 September 2013	RMB30,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Qingdao Ji'an Concrete Co., Ltd. 青島基安混凝土有限公司	Shandong, PRC 29 January 2010	RMB10,200,000	70.00	70.00	–	–	70.00	70.00	Production and sales of concrete
Heze Fuyu Concrete Co., Ltd. 菏澤福余混凝土有限公司	Shandong, PRC 12 March 2013	RMB15,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of concrete
Rushan Shanshui Cement Co., Ltd. 乳山水泥有限公司	Shandong, PRC 17 November 2005	RMB5,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and cement related products
Xinghao Cement Co., Ltd. 棲霞市興昊水泥有限公司	Shandong, PRC 10 January 2005	RMB200,000,000	100.00	–	–	–	100.00	–	Production and sales of cement and clinker related products
Shandong Shanshui Heavy Industries Co., Ltd. 山東山水重工有限公司	Shandong, PRC 12 March 2002	RMB171,000,000	100.00	–	–	–	100.00	–	Installation of equipment and spare parts of cement machines
Huludao Bohai Railway Co., Ltd. 葫蘆島渤海鐵路股份有限公司	Liaoning, PRC 17 July 1993	RMB52,000,000	60.60	60.60	–	–	86.57	86.57	Development and maintenance of special railway-lines

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Liaoning Shanshui									
Tongliao Shanshui Gongyuan Cement Co., Ltd. 通遼山水源水泥有限公司	Inner Mongolia, PRC 2 April 2004	RMB25,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Chaoyang Shanshui Dongxin Cement Co., Ltd. 朝陽山水東鑫水泥有限公司	Liaoning, PRC 22 March 2005	RMB200,000,000	80.00	80.00	-	-	80.00	80.00	Production and sales of cement
Bohai Cement (Huludao) Co., Ltd. 渤海水泥(葫蘆島)有限公司	Liaoning, PRC 29 August 2005	RMB100,000,000	70.00	70.00	-	-	70.00	70.00	Production and sales of cement, clinker and related products
Zhalaite Qi Shanshui Cement Co., Ltd. 紫賚特旗山水水泥有限公司	Inner Mongolia, PRC 17 January 2006	RMB120,000,000	90.00	90.00	-	-	90.00	90.00	Production and sales of cement
Yingkou Shanshui Cement Co., Ltd. 營口山水水泥有限公司	Liaoning, PRC 5 December 2006	RMB30,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement
Dalian Shanshui Cement Co., Ltd. 大連山水水泥有限公司	Liaoning, PRC 17 August 2007	RMB180,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement, clinker and related products

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2019

43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Liaoning Shanshui (continued)									
Benxi Shanshui Mining Co., Ltd. 本溪山水礦業有限公司	Liaoning, PRC 18 February 2009	RMB500,000	100.00	100.00	–	–	100.00	100.00	Mining and sales of limestone
Kazuo Congyuanhao Cement Co., Ltd. 喀左叢元號水泥有限責任公司	Liaoning, PRC 2 April 2009	RMB110,000,000	80.00	80.00	–	–	100.00	100.00	Production and sales of cement and clinker
Panjin Shanshui Cement Co., Ltd. 盤錦山水水泥有限公司	Liaoning, PRC 1 September 2009	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Wulanhaote Shanshui Cement Co., Ltd. 烏蘭浩特山水水泥有限公司	Inner Mongolia, PRC 13 November 2009	RMB5,000,000	90.00	90.00	–	–	90.00	90.00	Production and sales of cement
Alu Kerqin Qi Shanshui Cement Co., Ltd. 阿魯科爾沁旗山水水泥有限公司	Inner Mongolia, PRC 23 December 2009	RMB76,470,000	85.00	85.00	–	–	85.00	85.00	Production and sales of cement and clinker
Balinyou Qi Shanshui Cement Co., Ltd. 巴林右旗山水水泥有限公司	Inner Mongolia, PRC 19 March 2010	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Huolin Guole Shanshui Cement Co., Ltd. 霍林郭勒山水水泥有限公司	Inner Mongolia, PRC 19 April 2010	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Liaoning Shanshui (continued)									
Bohai Cement (Jinzhou) Co., Ltd. 渤海水泥(錦州)有限公司	Liaoning, PRC 5 July 2010	RMB20,000,000	45.50	45.50	–	–	65.00	65.00	Production and sales of cement, concrete and related products
Keyouzhong Qi Shanshui Cement Co., Ltd. 科右中旗山水水泥有限公司	Inner Mongolia, PRC 7 April 2011	RMB30,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement
Benxi Shanshui Shiye Co., Ltd. 本溪山水實業有限公司	Liaoning, PRC 2 June 2011	Registered capital of RMB20,000,000 and paid in capital RMB 6,000,000	100.00	100.00	–	–	100.00	100.00	Installation and maintenance of equipment and spare parts of cement machines
Baishan Shanshui Cement Co., Ltd. 白山山水水泥有限責任公司	Jilin, PRC 11 November 2011	RMB100,000,000	70.00	70.00	–	–	70.00	70.00	Production and sales of cement and related products
Aohan Qi Shanshui Cement Co., Ltd. 敖漢旗山水水泥有限公司	Inner Mongolia, PRC 4 January 2012	RMB16,000,000	80.00	80.00	–	–	80.00	80.00	Production and sales of cement and related products

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shanxi Shanshui									
Dalian Heyuan Investment Management Co., Ltd. 大連合源投資管理有限公司	Liaoning, PRC 8 August 2013	RMB62,230,000	100.00	100.00	–	–	100.00	100.00	Investment and management; consulting; import of goods and technology
Taiyuan Shanshui Cement Co., Ltd. 太原山水水泥有限公司	Shanxi, PRC 27 October 1999	Registered capital of RMB100,000,000 and paid in RMB 60,000,000	60.00	60.00	–	–	60.00	60.00	Production and sales of cement
Jincheng Shanshui Heju Cement Co., Ltd. 晉城山水合聚水泥有限公司	Shanxi, PRC 25 July 2006	RMB240,000,000	90.00	90.00	–	–	90.00	90.00	Production and sales of cement and clinker
Lvliang Yilong Cement Co., Ltd. 呂梁億龍水泥有限公司	Shanxi, PRC 16 November 2007	RMB170,000,000	90.00	90.00	–	–	90.00	90.00	Production and sales of cement and clinker
Yulin Shanshui Cement Co., Ltd. 榆林山水水泥有限公司	Shaanxi, PRC 7 August 2008	RMB60,000,000	62.00	62.00	–	–	62.00	62.00	Production and sales of cement and related products

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shanxi Shanshui (continued)									
Hequ Zhongtianlong Cement Co., Ltd. 河曲縣中天隆水泥有限公司	Shanxi, PRC 31 August 2009	RMB80,000,000	68.00	68.00	–	–	68.00	68.00	Production and sales of cement and clinker
Wuxiang Shanshui Cement Co., Ltd. 武鄉山水水泥有限公司	Shanxi, PRC 4 November 2009	RMB75,490,000	55.00	55.00	–	–	55.00	55.00	Production and sales of cement and clinker
Jincheng Shanshui Cement Co., Ltd. 晉城山水水泥有限公司	Shanxi, PRC 22 January 2010	RMB150,000,000	85.00	85.00	–	–	85.00	85.00	Production and sales of cement and clinker
Yulin Shanshui Environmental Building Materials Co., Ltd. 榆林山水環保建材有限公司	Shaanxi, PRC 18 February 2011	RMB80,400,000	85.00	85.00	–	–	85.00	85.00	Production and sales of cement and related products
Linfen Shanshui Cement Co., Ltd. 臨汾山水水泥有限公司	Shanxi, PRC 13 May 2011	RMB200,000,000	90.00	90.00	–	–	90.00	90.00	Establishment of cement production line

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Shanxi Shanshui (continued)									
Shuozhou Shanshui New Era Cement Co., Ltd. 朔州山水新時代水泥有限公司	Shanxi, PRC 10 June 2011	RMB160,000,000	75.00	75.00	–	–	75.00	75.00	Establishment of cement and related products production line
Jingbian Xian Shanshui Cement Co., Ltd. 靖邊縣山水水泥有限公司	Shaanxi, PRC 15 November 2011	RMB30,000,000	80.00	80.00	–	–	80.00	80.00	Production and sales of cement
Shenmu Xian Meijian Cement Co., Ltd. 神木縣煤建水泥有限公司	Shaanxi, PRC 4 April 1994	RMB60,000,000	70.00	70.00	–	–	70.00	70.00	Production and sales of cement
Shanxi Yongzhongsheng Environmental Building Material Co., Ltd. 山西永中晟環保建材有限公司	Shanxi, PRC 30 August 2012	RMB40,000,000	70.00	70.00	–	–	70.00	70.00	Production and sales of cement
Yangqu County Zhongyu Building Material Co., Ltd. 陽曲縣中宇建材有限公司	Shaanxi, PRC 7 November 2012	RMB1,000,000	100.00	100.00	100.00	100.00	–	–	Production and sales of cement
Taiyuan Guangsha Cement Co., Ltd. 太原廣慶水泥有限公司	Shaanxi, PRC 29 December 2015	RMB200,000	100.00	100.00	100.00	100.00	–	–	Production and sales of cement
Owned by Kashi Shanshui									
Shule Shanshui 疏勒山水水泥有限公司	Xinjiang, PRC 24 August 2010	RMB20,000,000	100.00	100.00	–	–	100.00	100.00	Production and sales of cement and concrete

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of Company	Place and date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by subsidiaries		
			2019	2018	2019	2018	2019	2018	
(e) Domestic companies established in the PRC (continued)									
Owned by Kashi Shanshui (continued)									
Yingjisha Shanshui Cement Co., Ltd. 英吉沙山水水泥有限公司	Xinjiang, PRC 24 August 2010	RMB232,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement, concrete and clinker
Shache Shanshui Cement Co., Ltd. 莎车山水水泥有限公司	Xinjiang, PRC 14 October 2010	RMB20,000,000	100.00	100.00	-	-	100.00	100.00	Production and sales of cement and concrete
Kezhou Shanshui Materials Trading Co., Ltd. 克州山水物貿有限公司	Xinjiang, PRC 17 April 2013	RMB20,000,000	100.00	100.00	-	-	100.00	100.00	Logistic service and sales of cement and materials

In January 2016, the former management of the Group entered into an escrow agreement with a third party allowing the third party to manage Xinghao Cement Co., Ltd. ("Xinghao Cement", a subsidiary of Shandong Shanshui) on behalf of the Group. The third party has taken over the official chop and the reserved signature chops of bank accounts of Xinghao Cement in February 2016 and dismissed all of the key management of Xinghao Cement previously appointed by Shandong Shanshui in May 2016. Since then, the Group can neither access any accounting books and records of Xinghao Cement nor have the ability to direct the relevant activities which significantly affect Xinghao Cement's returns.

Since the directors of the Company did not have the ability to direct the relevant activities which significantly affect the above former subsidiaries' returns and could not obtain any accounting books and records from them since 2016, the directors are of the opinion that the Group lost control of the above entities. Accordingly, the Group recorded these investments as available-for-sale securities under IAS 39 and has made full impairment provision for the carrying amount of these investments as at 31 December 2016.

During the year ended 31 December 2018, the directors of the Company continued to be unable to have the ability to direct relevant activities which significantly affect the above former subsidiaries' returns but the Group was able to obtain access to the financial information and books and records of Xinghao Cement as at 31 December 2018. Based on the management assessment, the fair value of Xinghao Cement was assessed to be nil as at 31 December 2018. Accordingly, no change in fair value on investment in Xinghao Cement was recognised during the year ended 31 December 2018.

Notes to the Consolidated Financial Statements (Continued)

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43. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The previous shareholders of Xinghao Cement have sued the Group to settle the unpaid acquisition consideration payable plus interest for late payment amounting to RMB101,705,000 in aggregate as at 31 December 2018. During the year ended 31 December 2019, the Group negotiated with the previous shareholders of Xinghao Cement and an agreement was reached between the Group and the previous shareholders of Xinghao Cement on the settlement of the payables, and majority of the outstanding payable for acquisition of equity interests in Xinghao Cement was settled accordingly during the current year. The previous shareholders of Xinghao Cement withdrew the lawsuit and accordingly, such litigation claim was released. As a result, the Group obtained control over Xinghao Cement and the Group has the ability to direct the relevant activities which significantly affect Xinghao Cement's returns since January 2019.

Shandong Shanshui acquired 67% interests in Rushan Shanshui in January 2012. Pursuant to the articles of association of Rushan Shanshui, if Rushan Shanshui continuously make a loss for three years, Shandong Shanshui should acquire the remaining 33% interests in Rushan Shanshui from the minority shareholders. Rushan Shanshui made loss for three years from year 2013 to year 2015. The minority shareholders of Rushan Shanshui has taken over the management of Rushan Shanshui in April 2016 and appealed Shandong Shanshui to the court for asking Shandong Shanshui to acquire the remaining 33% interests in Rushan Shanshui. The trial of first instance judged that Shandong Shanshui should acquire the remaining 33% interests in Rushan Shanshui by RMB33,000,000. In accordance with the judgement, the Group had accrued a provision of RMB33,000,000 as at 31 December 2016 and 2017 which is included in other payable. During the year ended 31 December 2018, the Group withdrew the Lawsuit and accordingly, such litigation claim was released. The payable for acquisition of remaining 33% interests in Rushan Shanshui was settled during the year. As a result, the Group obtained control over Rushan Shanshui as at 31 December 2018 and the group has the ability to direct the relevant activities which significantly affect Rushan Shanshui's returns.

Shandong Shanshui is prohibited by the PRC Courts from selling or transferring the investments in certain subsidiaries amounting to RMB5,332,283,000 (2018: RMB5,664,792,000), pending the outcome of the legal proceedings initiated by the Group's creditors relating to overdue other borrowings, long-term bonds and trade payables. Further details of this litigation are set out in notes 25, 26 and 27 respectively.

The directors of the Company are of the opinion that none of its subsidiaries has non-controlling interests which are material to the Group.

44. EVENT AFTER THE REPORTING PERIOD

After the outbreak of Coronavirus Disease 2019 (“**COVID-19 outbreak**”) in early 2020, a series of precautionary and control measures have been and continued to be implemented across the country/region. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group. As at the date of approval of the consolidated financial statements, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19 outbreak.