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China Shuifa Singyes Energy Holdings Limited 中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 750)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023

The board of directors (the "Director") of China Shuifa Singyes Energy Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2023 together with the comparative audited figures for the corresponding period in 2022. The annual results and the audited consolidated financial statements have been reviewed by the Company's Audit Committee.

FINANCIAL HIGHLIGHTS

	Year ended 31 December		
	2023 20		
	RMB'000	RMB '000	
		(Restated)	
Revenue	4,360,280	5,146,301	
Profit before tax	28,379	144,270	
Income tax expense	(17,650)	(36,186)	
(Loss)/profit attributable to owners of the Company	(22,743)	43,418	
(Loss)/profit per share attributable to ordinary equity holders			
— Basic	RMB(0.009)	RMB0.017	
— Diluted	RMB(0.009)	RMB0.017	
Final dividend per share proposed	Nil	Nil	

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 D	ecember
	Note	2023 RMB'000	2022 <i>RMB</i> '000 (Restated)
Revenue Cost of sales	2 -	4,360,280 (3,365,404)	5,146,301 (4,021,251)
Gross profit		994,876	1,125,050
Distribution costs Administrative expenses Net impairment losses on financial		(44,898) (306,545)	(68,173) (382,313)
and contract assets Other income Other gains – net		(200,300) 45,307 59,402	(137,221) 44,322 867
Operating profit	_	547,842	582,532
Finance income Finance costs	_	27,086 (547,188)	3,155 (442,780)
Finance costs – net		(520,102)	(439,625)
Share of net results of associates accounted for using the equity method		639	1,363
Profit before income tax Income tax charge	3 _	28,379 (17,650)	144,270 (36,186)
Profit for the year	=	10,729	108,084
Other comprehensive income: Items that will not be reclassified to profit or loss Currency translation differences Items that will be reclassified to profit or loss Changes in fair value of equity investments		(16,398)	(106,824)
at fair value through other comprehensive income	_	79	464
Total other comprehensive income/(loss) for the year	_	(16,319)	(106,360)
Total comprehensive income/(loss) for the year	_	(5,590)	1,724

		Year ended 31 D	December
		2023	2022
	Note	RMB'000	RMB'000
			(Restated)
Profit/(Loss) attributable to:			
Owners of the Company		(22,743)	43,418
Non-controlling interests	_	33,472	64,666
	_	10,729	108,084
Total comprehensive income/(loss) attributable to	• •		
Owners of the Company		(39,062)	(62,942)
Non-controlling interests	_	33,472	64,666
	=	(5,590)	1,724
Earnings/(Loss) per share for profit attributable to			
owners of the Company during the year			
(expressed in RMB per share)			
— basic and diluted	5	RMB(0.009)	RMB0.017

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At 31 December	At 31 December
	Moto	2023	2022
	Note	RMB'000	RMB'000 (Restated)
			(Restated)
ASSETS			
Non-current assets			
Property, plant and equipment		7,330,572	7,484,448
Right-of-use assets		334,809	381,044
Investment properties		334,458	335,182
Intangible assets		101,081	106,588
Prepayments		45,593	93,451
Deferred tax assets		339,761	312,947
Investments accounted for using the			
equity method		3,439	2,801
Equity investment designated at fair value			
through other comprehensive income		38,366	23,567
		8,528,079	8,740,028
Current assets			
Inventories		71,084	80,106
Contract assets		3,980,749	3,904,782
Trade and bills receivables	6	5,091,689	4,494,348
Prepayments, other receivables and other assets	O	1,978,022	1,344,179
Financial assets at fair value through		1,770,022	1,544,177
profit or loss		5,753	6,469
Pledged deposits		99,793	336,877
Cash and cash equivalents		1,883,283	493,545
Cush und cush equivisions			
		13,110,373	10,660,306
Total assets		21,638,452	19,400,334

	Note	At 31 December 2023 <i>RMB'000</i>	At 31 December 2022 RMB'000 (Restated)
EQUITY			
Equity attributable to owners of the Company			
Share capital		174,333	174,333
Reserves		2,251,344	2,243,325
Retain earnings		1,892,481	1,939,899
		4,318,158	4,357,557
Non-controlling interests		1,090,588	1,103,812
Total equity		5,408,746	5,461,369
LIABILITIES			
Non-current liabilities			
Borrowings		5,056,324	5,448,610
Bonds payables		50,450	75,500
Lease liabilities		65,905	116,057
Deferred tax liabilities Deferred income		105,724 155,307	106,961 167,141
Deferred income		155,507	10/,141
		5,433,710	5,914,269
Current liabilities			
Trade and bills payables	7	3,338,108	3,102,262
Other payables and accruals		3,312,961	2,013,245
Borrowings		2,352,196	2,411,518
Bonds payables		1,507,182	_
Contract liabilities		105,073	349,902
Income tax payable		154,667	142,056
Lease liabilities		25,809	5,713
		10,795,996	8,024,696
Total liabilities		16,229,706	13,938,965
Total equity and liabilities		21,638,452	19,400,334

1. SUMMARY OF MATERIAL ACCOUNTING POLICIES

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

1.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with all applicable IFRS Accounting Standards ("IFRS") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. These consolidated financial statements have been prepared under the historical cost convention, as modified by certain equity investments and financial assets which have been measured at fair value.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

(a) Business combination under common control

On 9 December 2022, Hunan Shuifa Singyes Green Energy Co., Ltd. ("Hunan Green Energy"), an indirect wholly owned subsidiary of the Company, entered into an equity transfer agreement with Shuifa Clean Energy Technology Co., Ltd ("Shuifa Clean Energy"), a company controlled by the ultimate holding company, Shuifa Group. Pursuant to the equity transfer agreement, Hunan Green Energy agreed to subscribe for 105,613,100 new shares of Shuifa Clean Energy, representing 51% equity holding in Shuifa Clean Energy, at an aggregate subscription price of RMB503,774,500 (equivalent to approximately HK\$569,265,185). The transaction was completed on 29 March 2023.

The Company, Hunan Green Energy and Shuifa Clean Energy are all under the control of Shuifa Group before and after the above transaction. Therefore, the above transaction was accounted for as business combinations under common control using the principles of merger accounting. The financial statements of Shuifa Clean Energy have been included in the Group's consolidated financial statements as if the acquisition had occurred from the date when the ultimate controlling shareholder first obtained control. Therefore, the opening balances and the comparative figures of the consolidated financial information of the Group as at 31 December 2022 and for the year ended 31 December 2022 have been restated.

(b) Disposal of subsidiaries

On 28 June 2023, Tongyu Gaodengsai Electric Power Co., Ltd. ("Tongyu Gaodengsai") an indirect non-wholly owned subsidiary of the Company, entered into an equity transfer agreement with Qingdao Chengtai Green Energy Co., Ltd. ("Chengtai Green Energy"), a third party company, pursuant to which Tongyu Gaodengsai disposed its 100% equity interests in Tongyu Qiangfeng Power Co., Ltd., an indirect wholly owned subsidiary of Tongyu Gaodengsai to Chengtai Green Energy at cash consideration of RMB67,000,000. At the date of disposal of 28 June 2023, the total assets and net assets of Tongyu Qiangfeng Power Co., Ltd. were RMB840,201,000 and RMB51,096,000 respectively. The Group derived a gain of RMB15,904,000 from the disposal, which was recorded in "Other gains – net".

On 28 October 2023, Zhuhai Jiudui New Energy Technology Co., Ltd. ("Zhuhai Jiudui") (formerly known as "Shuifa Singyes Energy Supply Chain (Zhuhai) Co., Ltd") an indirect non-wholly owned subsidiary of the Company, entered into a capital increase agreement with the non-controlling shareholder Shanghai Jiudui New Energy Technology Co., Ltd. ("Jiudui New Energy"), pursuant to which Jiudui New Energy increased equity interests to 90% in Zhuhai Jiudui, at a cash consideration of RMB82,000,000 injection to Zhuhai Jiudui. At the date of disposal of 28 October 2023, the total assets and net assets of Zhuhai Jiudui. were RMB113,670,000 and RMB5,848,000 respectively. The Group derived a gain of RMB10,298,000 from the disposal, which was recorded in "Other gains – net".

The Group derived in aggregate a gain of RMB19,669,000 (2022: Nil) from disposal of subsidiaries during the year ended 31 December 2023.

1.1.1 Changes in accounting policy and disclosures

(a) New and amended standards adopted for the current reporting period

A number of new or amended standards became applicable for the current reporting period. The Group did not make retrospective adjustments as a result of adopting these standards.

Standards and amendments	Key requirements	Effective for annual periods beginning on or after
IFRS 17	Insurance contracts	1 January 2023
IAS 8 (Amendments)	Definition of Accounting Estimates	1 January 2023
IAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
IAS 1 and IFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies	1 January 2023
IAS 12 (Amendments)	International Tax Reform – Pillar Two Model Rules	1 January 2023

(b) New or amended standards and interpretations not yet adopted

Certain new or amended accounting standards have been published that are not mandatory for the year ended 31 December 2023 and have not been early adopted by the Group. The Group has already commenced an assessment of the impact of these new standards or amendments, certain of which are relevant to the Group's operation. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Key requirements	Effective for annual periods beginning on or after
Classification of Liabilities as	1 January 2024
Current or Non-current	1 January 2024
Non-current liabilities with covenants	1 January 2024
Lease liability in sale and leaseback	1 January 2024
Lack of Exchangeability	1 January 2025
Supplier Finance Arrangements	1 January 2024
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
	Classification of Liabilities as Current or Non-current Non-current liabilities with covenants Lease liability in sale and leaseback Lack of Exchangeability Supplier Finance Arrangements Sale or Contribution of Assets between an Investor and its

2. SEGMENT INFORMATION

The Board of Directors of the Group has been identified as the chief operating decision-maker. The Board of Directors reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these internal reports.

The Board of Directors assesses the performance according to four main business segments.

The Board of Directors assesses the performance of the operating segments based on gross profit for the year.

Segment revenue

The segment results for the year ended 31 December 2023 are as follows:

	Year end	ed	Year end	ed
	31 December 2023		31 December 2022	
	RMB'000	%	RMB'000	%
			(Restated)	
Revenue from contracts with customers				
Construction services	1,671,698	38.34	3,361,277	65.31
Sale of products	1,851,506	41.64	830,900	16.15
Sale of electricity	765,492	17.56	690,612	13.42
Others	107,584	2.46	263,512	5.12
Revenue	4,360,280	100.00	5,146,301	100.00

3. INCOME TAX CHARGED

The amount of income tax charged to the consolidated statement of profit or loss and other comprehensive income represents:

	Year ended 31 December		
	2023	2022	
	RMB'000	RMB'000	
		(Restated)	
Current income tax	59,381	48,975	
Deferred income tax credit	(41,731)	(12,789)	
Income tax charge	17,650	36,186	

The applicable corporate income tax ("CIT") rate for Mainland China subsidiaries is 25% (2022: 25%) except for certain subsidiaries that are entitled to preferential tax rates as discussed below:

For Mainland China subsidiaries which are qualified as High and New Technology Enterprises, they are entitled to a preferential tax rate of 15%. For subsidiaries engaging in encouraged industries in Western China, they are entitled to a preferential tax rate of 15% for the period from 1 January 2011 to 31 December 2030. For subsidiaries engaging in the approved projects of solar power station construction, they are exempted from CIT for the first three years and are entitled to a 50% tax reduction for the subsequent three years ("三兔三減半") since their respective first revenuegenerating years. Thereafter, they are subject to CIT at a rate of 25% or 15%.

The Group's subsidiaries registered in Hong Kong are subject to a rate of 16.5% (2022: 16.5%) on the estimated assessable profits for the year ended 31 December 2023. For the year ended 31 December 2023, the Group's subsidiaries incorporated in Hong Kong did not have assessable profit and therefore have not provided for any Hong Kong profits tax.

The Group has operation in Mainland China and Hong Kong. It is within the scope of the OECD Pillar Two model rules. As of the reporting date, there is no public announcement in Mainland China. Hong Kong has announced that it plans to implement the Global Minimum Tax and Hong Kong Domestic Minimum Top-up Tax starting from 2025 onwards but it is still under public consultation with the expectation that draft legislation will be published in the second half of 2024. Since the Pillar Two legislation was not effective at the reporting date, the group has no related current tax exposure. The group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in July 2023.

4. **DIVIDENDS**

The directors did not recommend the payment of a dividend in respect of the year ended 31 December 2023 (2022: Nil).

During the year ended 31 December 2023, the Group did not pay dividend (2022: paid RMB45,217,000).

5. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share amount is based on the (loss) profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of the Company in issue during the year.

No adjustment has been made to the basic (loss) earnings per share amounts presented for the years ended 31 December 2023 and 2022 in respect of a dilution as there is no dilutive effect since the exercise prices of the Company's outstanding share options were higher than the average market prices for the Company's shares during the current and the prior year.

	Year ended 31 December		
	2023	2022	
	RMB'000	RMB '000	
		(Restated)	
(Loss) Profit attributable to equity holders of the Company	(22,743)	43,418	
Weighted average number of ordinary shares issued	2,521,082	2,521,082	
Basic (loss) earnings per share	RMB(0.009)	RMB0.017	

6. TRADE AND BILLS RECEIVABLES

An ageing analysis of the trade receivables and tariff subsidy receivables as at the end of the reporting period, based on the billing date and net of loss allowance, is as follows:

			Tariff s	ubsidy
	Trade rec	ceivables	receiv	ables
	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
	RMB'000	RMB'000	RMB'000	RMB '000
		(Restated)		(Restated)
Within 180 days	1,049,207	912,959	246,392	280,792
181 days to 365 days	376,342	891,784	231,656	221,037
1 to 2 years	967,522	531,026	501,828	376,488
2 to 3 years	408,105	410,608	376,488	211,552
Over 3 years	1,581,377	1,360,004	366,534	203,023
	4,382,553	4,106,381	1,722,898	1,292,892

7. TRADE AND BILLS PAYABLES

An aging analysis of the trade and bills payables as at the end of the reporting period, based on transaction date were as follows:

	As at 31 December		
	2023		
	RMB'000	RMB '000	
		(Restated)	
Within 3 months	1,113,107	859,359	
Between 3 months and 6 months	237,245	229,749	
Between 6 months and 1 year	511,279	1,159,054	
Between 1 year and 2 years	1,115,730	643,973	
Between 2 years and 3 years	193,833	118,945	
Over 3 years	166,914	91,182	
	3,338,108	3,102,262	

BUSINESS AND FINANCIAL REVIEW

Revenue

The following table set out the breakdown of revenue:

	For the y		
	2023	2022	Increase/
	RMB million	RMB million	(Decreased) by
	(audited)	(audited)	
		(Restated)	
Construction contracts			
 Curtain wall and green building 	1,057.0	1,076.9	(1.8%)
– Solar EPC	614.7	372.9	64.8%
– Wind Power EPC		1,911.5	(100%)
	1,671.7	3,361.3	(50.3%)
Sale of electricity	765.5	690.6	10.8%
Sale of products ¹	1,815.5	830.9	1.2 times
Others	107.6	263.5	(59.2%)
Revenue	4,360.3	5,146.3	(15.3%)

Notes:

^{1.} Included Sale of New Material as at 31 December 2023 of RMB85.4 million (31 December 2022: RMB78.1 million).

Gross profit and gross profit margin

	2023		2022	
	RMB million	%	RMB million	%
			(Restated)	
Construction contracts				
— Curtain walls and green				
buildings	85.0	8.0	104.2	9.7
— Solar EPC	47.6	7.7	3.2	0.9
— Wind EPC	_	_	434.9	22.8
	132.6	7.9	542.3	16.1
Sale of electricity	453.0	59.2	412.6	59.7
Sale of products	323.4	17.8	91.7	11.0
Others	85.9	79.8	78.5	29.8
Total gross profit and gross	004.0	22.0	1 125 1	21.0
profit margin	994.9	22.8	1,125.1	21.9

The Group's revenue decreased by RMB786.0 million or 15.3%, from RMB5,146.3 million in 2022 to RMB4,360.3 million in 2023. Gross profit decreased by RMB130.2 million or 11.6%, from RMB1,125.1 million in 2022 to RMB994.9 million in 2023.

1) Curtain wall and green building

Revenue from curtain wall and green building EPC dropped by 1.8%, while gross profit margin decreased from 9.7% to 8.0%. The major reason for the decrease in gross profit margin was because of the decrease in the proportion of green building business.

2) Solar EPC

Revenue from Solar EPC business increased by 64.8%, while gross profit margin increased from 0.9% to 7.7%. The material costs for solar EPC has dropped by comparing to 2022. As such, the profitability of Solar EPC business had increased.

3) Wind Power EPC

The Group's 2023 wind energy project is in the early preparation stage and has not officially stared construction.

4) Sale of electricity

The Group's accumulated project scale was around 955 megawatts ("MW") at 31 December 2023, which comprised of distributed power stations, and centralized ground-mounted photovoltaic power stations inside Mainland China and a solar farm located overseas. The sale of electricity increased by 10.8% in 2023 with a stable margin of 59.2% (2022: 59.7%).

5) Sale of products

Revenue from the sale of products mainly included the sale of renewable energy products such as wind power and photovoltaic project supporting products.

Administrative and distribution expenses

Distribution expenses decreased by RMB23.3 million or 34.1%, the decrease in distribution expense is in line with the decrease in revenue of the Group.

Administrative expenses decreased by RMB75.8 million or 19.8% as compared with the year 2022.

Liquidity and financial resources

The Group's primary source of funding included bank and other borrowings, advances from Shuifa BVI and receivables from project contacts, product sale as well as income from electricity sale. As at 31 December 2023, the Group had outstanding bank and other loans and bonds payable of approximately RMB8,966 million with effective interest rates ranging from 4.5% to 6.5%.

Apart from that, the Group also had outstanding balance of approximately RMB236 million due to Shuifa Group, which bear interest at 6% per annum.

Capital expenditures

Capital expenditures of the Group amounted to RMB1,097.6 million for the year (2022: RMB1,132.9 million), it mainly included the capital expenditure incurred in wind power and solar photovoltaic power stations, as well as the acquisition of subsidiaries.

Commitments

The Group had the following capital commitments at the end of the year:

	2023 RMB'000	2022 RMB'000
Contracted, but not provided for:		
Capital contribution for equity investment	491,300	995,074
Construction of buildings and		
solar photovoltaic power stations	52,065	171,512
<u>-</u>	543,365	1,166,586

Dividend

The Directors did not recommend a final dividend in respect of the year ended 31 December 2023 (2022: Nil). The actual dividend payout ratio in each year will depend on the actual performance of the Group, the general industry and economic environment, to be deterimined with reference to the dividend policy of the Company.

EVENTS AFTER THE REPORTING PERIOD

As at the date of approval of the financial statements, the Group has no significant event after the reporting period that needs to be disclosed.

CORPORATE GOVERNANCE

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Company and its subsidiaries (the "Group") so as to achieve effective accountability. The Directors consider that for the year ended 31 December 2023, the Company has applied the principles and complied with the Code Provisions in the Corporate Governance Code (the "Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules as the standard for securities transactions by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they had complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions for the year ended 31 December 2023.

Audit Committee

The Company has established an audit committee in compliance with Rules 3.21 to 3.23 of the Listing Rules and paragraph D.3 of the Code. The primary duties of the audit committee are to oversee the financial reporting process and internal control procedure of the Group, to review the financial information of the Group and to consider issues relating to the external auditor. The audit committee consists of the three independent non-executive directors, Mr. Yick Wing Fat, Simon is the chairman of the audit committee. The Audit Committee has reviewed the Group's consolidated financial results for the year ended 31 December 2023.

PURCHASE, SALES AND REDEMPTION OF COMPANY'S LISTED SECURITIES

For the year ended 31 December 2023, the Appraisal Committee instructed the Trustee to purchase 3,534,000 Shares on the Stock Exchange with funds paid out of the Company's resources in order to satisfy the outstanding awards under the Share Award Scheme.

SCOPE OF WORK OF AUDITOR

The figures in respect of the Group's consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2023 set forth in this announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set forth in the Group's audited consolidated financial statements for 2023. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on this announcement.

Publication of Results Announcement

This annual results announcement is available for viewing on the websites of the Stock Exchange of Hong Kong Limited at http://www.hkexnews.hk and the Company's website at http://www.sfsyenergy.com and the 2023 annual report of the Company containing all the information required by the Listing Rules will be despatched to the shareholders and published on the respective websites of the Company and the Stock Exchange of Hong Kong Limited in due course.

By Order of the Board
China Shuifa Singyes Energy Holdings Limited
Wang Dongkai

Chairman

Hong Kong, 28 March 2024

As at the date of this announcement, the executive Directors are Mr. Wang Dongkai (Chairman), Mr. Zhou Guangyan (Vice Chairman) and Mr. Chen Fushan, the non-executive Directors are Mr. Liu Hongwei, Ms. Wang Suhui and Mr. Hu Xiao, and the independent non-executive Directors are Dr. Wang Ching, Mr. Yick Wing Fat, Simon and Dr. Tan Hongwei.