

Unaudited Financial Statements for the Third Quarter and Nine Months Ended 30 September 2022

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY AND NINE MONTHS RESULTS

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THIRD QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2022

(RMB'000)	Note	Actual (WITH financial effects of Convertible Bonds)					Actual (WITHOUT financial effects of Convertible Bonds)						
		Third quarter ended		% change	Nine months ended		% change	Third quarter ended		% change	Nine months ended		% change
		30 September 2022	30 September 2021 [^]		30 September 2022	30 September 2021 [^]		30 September 2022	30 September 2021 [^]		30 September 2022	30 September 2021 [^]	
Continuing operations													
Revenue		868,560	782,483	11.0	2,387,923	1,706,815	39.9	868,560	782,483	11.0	2,387,923	1,706,815	39.9
Cost of sales		(710,840)	(695,191)	2.3	(1,972,733)	(1,391,174)	41.8	(710,840)	(695,191)	2.3	(1,972,733)	(1,391,174)	41.8
Gross profit		157,720	87,292	80.7	415,190	315,641	31.5	157,720	87,292	80.7	415,190	315,641	31.5
Other operating income	1	2,810	30,933	(90.9)	9,043	38,634	(76.6)	2,810	30,933	(90.9)	9,043	38,634	(76.6)
Selling and distribution expenses		(16,149)	(11,210)	44.1	(41,355)	(28,959)	42.8	(16,149)	(11,210)	44.1	(41,355)	(28,959)	42.8
Administrative expenses		(19,346)	(67,691)	(71.4)	(60,509)	(98,277)	(38.4)	(19,346)	(67,691)	(71.4)	(60,509)	(98,277)	(38.4)
Foreign exchange (loss)/gain		(48,102)	(2,801)	1,617.3	(89,433)	4,540	(2,069.9)	719	89	707.9	631	(162)	(489.5)
Other operating expenses		(406)	(111)	265.8	(828)	(2,249)	(63.2)	(406)	(111)	265.8	(828)	(2,249)	(63.2)
Finance costs		(70,974)	(221,310)	(67.9)	(190,536)	(575,001)	(66.9)	(52,211)	(200,881)	(74.0)	(134,555)	(495,737)	(72.9)
Gain on disposal of discontinued operations		-	-	n.m.	-	933,976	n.m.	-	-	n.m.	-	933,976	n.m.
Share of profit of associate		(16)	547	(102.7)	1,512	1,753	(13.7)	(16)	547	(102.7)	1,512	1,753	(13.7)
Fair value changes on convertible bonds		29,061	399,148	(92.7)	150,455	354,113	(57.5)	-	-	n.m.	-	-	n.m.
Profit/(Loss) before income tax from continuing operations		34,598	214,797	(83.9)	193,539	944,171	(79.5)	73,121	(161,032)	(145.4)	189,129	664,620	(71.5)
Income tax expense		(11,158)	(7,124)	56.6	(35,562)	(243,112)	(85.4)	(11,158)	(7,124)	56.6	(35,562)	(243,112)	(85.4)
Profit/(Loss) for the period from continuing operations, net of tax	2	23,440	207,673	(88.7)	157,977	701,059	(77.5)	61,963	(168,156)	(136.8)	153,567	421,508	(63.6)
Discontinued operations													
Profit for the period from discontinued operations, net of tax	3	-	-	n.m.	-	25,631	n.m.	-	-	n.m.	-	25,631	n.m.
Profit/(Loss) for the period		23,440	207,673	(88.7)	157,977	726,690	(78.3)	61,963	(168,156)	(136.8)	153,567	447,139	(65.7)

(RMB'000)	Actual (WITH financial effects of Convertible Bonds)						Actual (WITHOUT financial effects of Convertible Bonds)					
	Third quarter ended			Nine months ended			Third quarter ended			Nine months ended		
	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change
Other comprehensive income												
<i>Items that may be reclassified subsequently to profit or loss</i>												
Exchange difference on translation of foreign operation	(280)	34	(923.5)	78	(17)	(558.8)	(280)	34	(923.5)	78	(17)	(558.8)
Net fair value loss on investments in debt instruments classified as at FVTOCI	(202)	(469)	(56.9)	(471)	(2,883)	(83.7)	(202)	(469)	(56.9)	(471)	(2,883)	(83.7)
Total comprehensive income/(loss) for the period	22,958	207,238	(88.9)	157,584	723,790	(78.2)	61,481	(168,591)	(136.5)	153,174	444,239	(65.5)
<u>Profit/(Loss) for the period attributable to:</u>												
Equity holders of the Company	10,417	202,536	(94.9)	125,852	708,795	(82.2)	48,940	(173,293)	(128.2)	121,442	429,244	(71.7)
Non-controlling interests	13,023	5,137	153.5	32,125	17,895	79.5	13,023	5,137	153.5	32,125	17,895	79.5
Profit/(Loss) for the period	23,440	207,673	(88.7)	157,977	726,690	(78.3)	61,963	(168,156)	(136.8)	153,567	447,139	(65.7)
<u>Total comprehensive income/(loss) for the period attributable to:</u>												
Equity holders of the Company	9,951	202,110	(95.1)	125,491	705,862	(82.2)	48,474	(173,719)	(127.9)	121,081	426,311	(71.6)
Non-controlling interests	13,007	5,128	153.6	32,093	17,928	79.0	13,007	5,128	153.7	32,093	17,928	79.0
Total comprehensive income/(loss) for the period	22,958	207,238	(88.9)	157,584	723,790	(78.2)	61,481	(168,591)	(136.5)	153,174	444,239	(65.5)
<i>n.m. denotes not meaningful</i>												

[^] On 16 April 2021, the Group had completed the disposal of the entire M&S business to the Purchaser. As there are no major transactions between 16 April 2021 and 30 April 2021, the accounting cut-off date for the Disposal is taken as 30 April 2021.

Explanatory Notes for WITHOUT financial effects of Convertible Bonds:

Financial effects of Convertible Bonds consist of fair value change, unrealised foreign exchange translation and amortised interest costs of Convertible Bonds.

1(a)(ii) Other information:

Note 1: Other Operating Income

(RMB'000)	Actual (WITH financial effects of Convertible Bonds)						Actual (WITHOUT financial effects of Convertible Bonds)					
	Third quarter ended			Nine months ended			Third quarter ended			Nine months ended		
	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change	30 September 2022	30 September 2021 [^]	% change
<u>Continuing operations</u>												
Government grants	361	2,016	(82.1)	4,219	6,382	(33.9)	361	2,016	(82.1)	4,219	6,382	(33.9)
Reversal of impairment allowance on trade and other receivables, subject to ECL	-	(228)	n.m.	167	16	943.8	-	(228)	n.m.	167	16	943.8
Interest income	1,237	857	44.3	2,336	1,847	26.5	1,237	857	44.3	2,336	1,847	26.5
Government rebates	-	741	n.m.	449	2,178	(79.4)	-	741	n.m.	449	2,178	(79.4)
Waiver of payable to third-party creditor	-	23,972	n.m.	-	23,972	n.m.	-	23,972	n.m.	-	23,972	n.m.
Gain on disposal of plant and equipment	-	7	n.m.	29	40	(27.5)	-	7	n.m.	29	40	(27.5)
Others	1,212	3,568	(66.0)	1,843	4,199	(56.1)	1,212	3,568	(66.0)	1,843	4,199	(56.1)
Total	2,810	30,933	(90.9)	9,043	38,634	(76.6)	2,810	30,933	(90.9)	9,043	38,634	(76.6)
<u>Discontinued operations</u>												
Government grants	-	-	n.m.	-	2,203	n.m.	-	-	n.m.	-	2,203	n.m.
Reversal of impairment allowance on trade and other receivables, subject to ECL	-	-	n.m.	-	13,104	n.m.	-	-	n.m.	-	13,104	n.m.
Interest income	-	-	n.m.	-	1,340	n.m.	-	-	n.m.	-	1,340	n.m.
Government rebates	-	-	n.m.	-	(8)	n.m.	-	-	n.m.	-	(8)	n.m.
Others	-	-	n.m.	-	1,107	n.m.	-	-	n.m.	-	1,107	n.m.
Total	-	-	n.m.	-	17,746	n.m.	-	-	n.m.	-	17,746	n.m.

n.m. denotes not meaningful

[^] On 16 April 2021, the Group had completed the disposal of the entire M&S business to the Purchaser. As there are no major transactions between 16 April 2021 and 30 April 2021, the accounting cut-off date for the Disposal is taken as 30 April 2021.

Note: There is no difference for other operating income with and without financial effects of Convertible Bonds for the third quarter and nine months ended 30 September 2022.

Note 2: Profit/(Loss) Before Income Tax

(RMB'000)	Actual (WITH financial effects of Convertible Bonds)						Actual (WITHOUT financial effects of Convertible Bonds)					
	Third quarter ended			Nine months ended			Third quarter ended			Nine months ended		
	30	30	% change	30	30	% change	30	30	% change	30	30	% change
	September 2022	September 2021^		September 2022	September 2021^		September 2022	September 2021^		September 2022	September 2021^	
Continuing operations												
Depreciation of property, plant and equipment	19,057	12,016	58.6	44,874	39,752	12.9	19,057	12,016	58.6	44,874	39,752	12.9
Depreciation of right-of-use assets	2,904	3,404	(14.7)	5,299	5,738	(7.7)	2,904	3,404	(14.7)	5,299	5,738	(7.7)
Amortisation of intangible assets	31,437	25,022	25.6	98,220	79,649	23.3	31,437	25,022	25.6	98,220	79,649	23.3
Impairment loss on trade and other receivables subject to ECL	1	(5)	(120.0)	37	1,163	(96.8)	1	(5)	(120.0)	37	1,163	(96.8)
Reversal of impairment loss on trade and other receivables subject to ECL	167	228	(26.8)	-	(16)	n.m.	167	228	(26.8)	-	(16)	n.m.
Loss on disposal of property, plant and equipment - net	272	-	n.m.	301	47	540.4	330	-	n.m.	301	47	540.4
Foreign exchange loss/(gain) - net	48,655	2,800	1,637.7	89,986	(4,540)	(2,082.1)	(166)	(89)	86.5	(78)	162	(148.1)
Finance costs	70,974	221,310	(67.9)	190,536	575,001	(66.9)	52,211	200,881	(74.0)	134,555	495,737	(72.9)
Fair value changes on convertible bonds	(29,061)	(399,148)	(92.7)	(150,455)	(354,113)	(57.5)	-	-	n.m.	-	-	n.m.
Discontinued operations												
Depreciation of property, plant and equipment	-	-	n.m.	-	10,960	n.m.	-	-	n.m.	-	10,960	n.m.
Depreciation of right-of-use assets	-	-	n.m.	-	655	n.m.	-	-	n.m.	-	655	n.m.
Amortisation of intangible assets	-	-	n.m.	-	113	n.m.	-	-	n.m.	-	113	n.m.
Impairment loss on trade and other receivables subject to ECL	-	-	n.m.	-	7,441	n.m.	-	-	n.m.	-	7,441	n.m.
Reversal of impairment loss on trade and other receivables subject to ECL	-	-	n.m.	-	(13,104)	n.m.	-	-	n.m.	-	(13,104)	n.m.
Loss on disposal of property, plant and equipment - net	-	-	n.m.	-	390	n.m.	-	-	n.m.	-	390	n.m.
Foreign exchange gain - net	-	-	n.m.	-	(697)	n.m.	-	-	n.m.	-	(697)	n.m.
Finance costs	-	-	n.m.	-	8,124	n.m.	-	-	n.m.	-	8,124	n.m.

n.m. denotes not meaningful

^ On 16 April 2021, the Group had completed the disposal of the entire M&S business to the Purchaser. As there are no major transactions between 16 April 2021 and 30 April 2021, the accounting cut-off date for the Disposal is taken as 30 April 2021.

Note 3: Results from Discontinued Operations

The Group had on 16 April 2021 completed the disposal of the entire M&S business to Nanjing Sunpower Holdings Co., Ltd. (the "Purchaser") at the consideration of RMB 2.29 billion (the "Disposal"). As there are no major transactions between 16 April 2021 and 30 April 2021, the accounting cut-off date for the Disposal is taken as 30 April 2021. Results of the disposed M&S business are shown as follows:

(RMB'000)	Note	Actual (WITH financial effects of Convertible Bonds)						Actual (WITHOUT financial effects of Convertible Bonds)					
		Third quarter ended			Nine months ended			Third quarter ended			Nine months ended		
		30 September 2022	30 September 2021	% change	30 September 2022	30 September 2021*	% change	30 September 2022	30 September 2021	% change	30 September 2022	30 September 2021*	% change
Revenue		-	-	n.m.	-	531,097	n.m.	-	-	n.m.	-	531,097	n.m.
Cost of sales		-	-	n.m.	-	(409,507)	n.m.	-	-	n.m.	-	(409,507)	n.m.
Gross profit		-	-	n.m.	-	121,590	n.m.	-	-	n.m.	-	121,590	n.m.
Other operating income	1	-	-	n.m.	-	17,746	n.m.	-	-	n.m.	-	17,746	n.m.
Selling and distribution expenses		-	-	n.m.	-	(17,260)	n.m.	-	-	n.m.	-	(17,260)	n.m.
Administrative expenses		-	-	n.m.	-	(76,032)	n.m.	-	-	n.m.	-	(76,032)	n.m.
Foreign exchange gain		-	-	n.m.	-	697	n.m.	-	-	n.m.	-	697	n.m.
Other operating expenses		-	-	n.m.	-	(8,516)	n.m.	-	-	n.m.	-	(8,516)	n.m.
Finance costs		-	-	n.m.	-	(8,124)	n.m.	-	-	n.m.	-	(8,124)	n.m.
Profit before income tax from discontinued operations	2	-	-	n.m.	-	30,101	n.m.	-	-	n.m.	-	30,101	n.m.
Income tax expense		-	-	n.m.	-	(4,470)	n.m.	-	-	n.m.	-	(4,470)	n.m.
Profit for the period from discontinued operations, net of tax		-	-	n.m.	-	25,631	n.m.	-	-	n.m.	-	25,631	n.m.

n.m. denotes not meaningful

* The results of discontinued operations for the third quarter and nine months ended 30 September 2021 consist of results up to 30 April 2021 only.

Note: There is no difference for results from discontinued operations with and without financial effects of Convertible Bonds for the nine months ended 30 September 2021.

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement at the end of the immediately preceding financial year.

UNAUDITED STATEMENTS OF FINANCIAL POSITION

(RMB'000)	Note	Actual (WITH financial effects of Convertible Bonds)			
		Group		Company	
		As at 30 September 2022 (Unaudited)	As at 31 December 2021 (Audited)	As at 30 September 2022 (Unaudited)	As at 31 December 2021 (Audited)
ASSETS					
Current assets:					
Cash and cash equivalents		585,433	398,399	9,695	39,795
Pledged bank deposits		72,256	60,790	-	-
Trade receivables and contract assets		565,189	422,864	-	-
Other receivables, deposits and prepayments		347,727	359,803	340,471	303,106
Inventories		122,080	122,706	-	-
Financial assets at fair value through other comprehensive income		64,753	3,010	-	-
Total current assets		1,757,438	1,367,572	350,166	342,901
Non-current assets:					
Property, plant and equipment		608,903	647,163	-	-
Right-of-use assets		241,414	246,713	-	-
Other receivables, deposits and prepayments		48,521	58,956	83,660	83,660
Financial assets at fair value through other comprehensive income		2,683	2,683	-	-
Subsidiaries		-	-	914,379	914,379
Associate		53,750	20,762	-	-
Intangible assets		4,107,425	3,820,994	-	-
Deferred tax assets		30,198	24,301	-	-
Goodwill		415,582	415,582	-	-
Total non-current assets		5,508,476	5,237,154	998,039	998,039
Total assets		7,265,914	6,604,726	1,348,205	1,340,940
LIABILITIES AND EQUITY					
Current liabilities:					
Trade payables and contract liabilities		314,334	358,475	-	-
Other payables		486,787	490,896	425,039	389,803
Lease liabilities		1,626	1,652	-	-
Borrowings		728,742	594,006	-	-
Convertible bonds		888,938	-	888,938	-
Income tax payable		13,371	31,445	-	-
Total current liabilities		2,433,798	1,476,474	1,313,977	389,803
Non-current liabilities:					
Deferred tax liabilities		219,734	219,498	-	-
Borrowings		2,598,952	2,142,726	-	-
Convertible bonds		-	909,727	-	909,727
Lease liabilities		5,082	5,506	-	-
Total non-current liabilities		2,823,768	3,277,457	-	909,727
Capital and reserves:					
Share capital		57,662	57,662	57,662	57,662
Share premium		313,652	313,652	313,652	313,652
General reserves		235,786	187,724	-	-
Share option reserve		319	319	319	319
Foreign currency translation reserve		(112)	(190)	-	-
Fair value reserve		(1,680)	(1,209)	-	-
Retained earnings (Accumulated losses)		1,106,457	1,028,666	(337,405)	(330,223)
Equity attributable to equity holders of the Company		1,712,084	1,586,624	34,228	41,410
Non-controlling interests		296,264	264,171	-	-
Total equity		2,008,348	1,850,795	34,228	41,410
Total liabilities and equity		7,265,914	6,604,726	1,348,205	1,340,940

		Actual (WITHOUT financial effects of Convertible Bonds)			
		Group		Company	
(RMB'000)	Note	As at 30 September 2022 (Unaudited)	As at 31 December 2021 (Audited)	As at 30 September 2022 (Unaudited)	As at 31 December 2021 (Audited)
ASSETS					
Current assets:					
		585,433	398,399	9,695	39,795
		72,256	60,790	-	-
		565,189	422,864	-	-
		347,727	359,803	340,471	303,106
		122,080	122,706	-	-
		64,753	3,010	-	-
		1,757,438	1,367,572	350,166	342,901
Non-current assets:					
		608,903	647,163	-	-
		241,414	246,713	-	-
		48,521	58,956	83,660	83,660
		2,683	2,683	-	-
		-	-	914,379	914,379
		53,750	20,762	-	-
		4,107,425	3,820,994	-	-
		30,198	24,301	-	-
		415,582	415,582	-	-
		5,508,476	5,237,154	998,039	998,039
		7,265,914	6,604,726	1,348,205	1,340,940
LIABILITIES AND EQUITY					
Current liabilities:					
		314,334	358,475	-	-
		463,114	472,324	401,366	371,231
		1,626	1,652	-	-
		728,742	594,006	-	-
		761,944	-	761,944	-
		13,371	31,445	-	-
		2,283,131	1,457,902	1,163,310	371,231
Non-current liabilities:					
		219,734	219,498	-	-
		2,598,952	2,142,726	-	-
		-	773,221	-	773,221
		5,082	5,506	-	-
		2,823,768	3,140,951	-	773,221
Capital and reserves:					
		57,662	57,662	57,662	57,662
		313,652	313,652	313,652	313,652
		235,786	187,724	-	-
		319	319	319	319
		(112)	(190)	-	-
		(1,680)	(1,209)	-	-
		1,257,124	1,183,744	(186,738)	(175,145)
		1,862,751	1,741,702	184,895	196,488
		296,264	264,171	-	-
		2,159,015	2,005,873	184,895	196,488
		7,265,914	6,604,726	1,348,205	1,340,940

1(b)(ii) Aggregate amount of group borrowings and debt securities

Amount repayable in one year or less, or on demand

(RMB'000)	<u>As at 30 September 2022</u>		<u>As at 31 December 2021</u>	
	Secured	Unsecured	Secured	Unsecured
Borrowings	<u>400,942</u>	<u>327,800</u>	<u>271,731</u>	<u>322,276</u>

Amount repayable after one year

(RMB'000)	<u>As at 30 September 2022</u>		<u>As at 31 December 2021</u>	
	Secured	Unsecured	Secured	Unsecured
Borrowings	<u>2,598,952</u>	<u>-</u>	<u>2,132,726</u>	<u>10,000</u>

Details of any collaterals:

<u>Collaterals</u>	<u>30 September</u>	<u>31 December</u>
	<u>2022</u>	<u>2021</u>
	<u>RMB'000</u>	<u>RMB'000</u>
Secured by building and land use rights and equipment	893,585	418,000
Secured by right to charge	16,500	12,500
Secured by right to charge and guaranteed by other subsidiaries	1,399,378	1,059,837
Guaranteed by the company	640,431	977,895
Guaranteed by the subsidiary	<u>327,800</u>	<u>268,500</u>

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THIRD QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2022

(RMB'000)	Note	Actual (WITH financial effects of Convertible Bonds)			
		Third quarter ended		Nine months ended	
		30 September 2022	30 September 2021	30 September 2022	30 September 2021
Operating activities					
Profit before income tax		34,598	214,797	193,539	974,272
Adjustments for:					
Depreciation of property, plant and equipment		19,057	12,016	44,874	50,712
Amortisation of intangible assets		31,437	25,022	98,220	79,762
Finance costs		70,974	221,310	190,536	583,126
Depreciation of right-of-use assets		2,904	3,404	5,299	6,393
Exchange differences arising on foreign currency translation		-	(91)	-	(536)
Gain on disposal of discontinued operations		-	-	-	(933,976)
Share of profit of associate		16	(547)	(1,511)	(1,753)
Loss on disposal of property, plant and equipment		272	-	301	437
Interest income		(1,237)	(857)	(2,336)	(3,187)
Impairment loss/(Reversal of) on trade and other receivables subject to ECL, net		168	223	37	(4,516)
Exchange loss/(gain) on convertible bonds		48,821	2,890	90,064	(4,702)
Fair value (gain)/loss on convertible bonds		(29,061)	(399,148)	(150,455)	(354,113)
Operating cash flows before movements in working capital		177,949	79,019	468,568	391,919
Trade receivables and contract assets		(38,499)	(29,156)	(142,325)	(232,721)
Financial assets at fair value through other comprehensive income		(29,708)	(11,272)	(62,414)	(211,992)
Other receivables, deposits and prepayments		(68,327)	(43,981)	44,197	(136,278)
Inventories		(40,976)	8,162	626	(382,160)
Trade payables and contract liabilities		(32,726)	20,219	(44,136)	257,433
Other payables		27,853	42,772	23,084	767,185
Cash used in operations		(4,434)	65,763	287,600	453,386
Income tax paid		(21,074)	(8,105)	(59,130)	(90,174)
Interest received		1,237	857	2,336	3,187
Interest paid		(52,518)	(28,962)	(116,522)	(92,382)
Net cash (used in)/from operating activities		(76,789)	29,553	114,284	274,017
Investing activities					
Purchase of property, plant and equipment		(7,854)	(15,967)	(32,119)	(51,494)
Prepayment for build-operate-transfer ("BOT") projects		-	-	(42,996)	(23,608)
Acquisition of intangible assets		(180,463)	(131,890)	(364,341)	(679,051)
Acquisition of subsidiary		-	-	(7,183)	(6,885)
Proceeds from disposal of property, plant and equipment		-	15	940	3,213
Proceeds from disposal of discontinued operations, net of cash disposed		-	647,190	-	1,403,070
Investment in associate		-	-	(31,478)	-
Net cash (used in)/from investing activities		(188,317)	499,348	(477,177)	645,245
Financing activities					
Proceeds from new borrowings		312,431	65,081	1,427,050	2,107,260
Repayment of borrowings		(130,256)	(107,158)	(836,088)	(1,376,336)
Pledged bank deposits		147,850	(8,008)	(11,466)	(25,750)
Proceeds from exercise of share options		-	-	-	1,945
Proceeds from placement of treasury shares		-	-	-	4,520
Payment of dividend to non-controlling interest of a subsidiary		-	(1,500)	-	(3,026)
Payment of dividend		-	(384,556)	-	(936,609)
Repayment of lease liabilities		(957)	-	(957)	(787)
Payment of excess cash dividend to bondholders*		-	(171,883)	-	(403,316)
Interest paid		(5,168)	(6,948)	(28,690)	(43,113)
Net cash from/(used in) financing activities		323,900	(614,972)	549,849	(675,212)
Net increase/(decrease) in cash and cash equivalents		58,794	(86,070)	186,956	244,050
Cash and cash equivalents at beginning of period		526,473	864,560	398,399	534,491
Effects of foreign exchange rate changes		166	34	78	(17)
Cash and cash equivalents at end of period		585,433	778,524	585,433	778,524

Actual (WITHOUT financial effects of Convertible Bonds)					
		Third quarter ended		Nine months ended	
(RMB'000)	Note	30 September 2022	30 September 2021	30 September 2022	30 September 2021
Operating activities					
Profit before income tax		73,121	(161,032)	189,129	694,721
Adjustments for:					
Depreciation of property, plant and equipment		19,057	12,015	44,874	50,712
Amortisation of intangible assets		31,437	25,022	98,220	79,762
Finance costs		52,211	200,882	134,555	503,862
Depreciation of right-of-use assets		2,904	3,404	5,299	6,393
Exchange differences arising on foreign currency translation		-	(91)	-	(536)
Gain on disposal of discontinued operations		-	-	-	(933,976)
Share of profit of associate		16	(547)	(1,511)	(1,753)
Loss on disposal of property, plant and equipment		272	-	301	437
Interest income		(1,237)	(857)	(2,336)	(3,187)
Impairment loss/(Reversal of) on trade and other receivables subject to ECL, net		168	222	37	(4,516)
Operating cash flows before movements in working capital		177,949	79,018	468,568	391,919
Trade receivables and contract assets		(38,499)	(29,156)	(142,325)	(232,721)
Financial assets at fair value through other comprehensive income		(29,708)	(11,272)	(62,414)	(211,992)
Other receivables, deposits and prepayments		(68,327)	(43,981)	44,197	(136,278)
Inventories		(40,976)	8,162	626	(382,160)
Trade payables and contract liabilities		(32,726)	20,219	(44,136)	257,433
Other payables		27,853	42,772	23,084	767,185
Cash generated from operations		(4,434)	65,763	287,600	453,386
Income tax paid		(21,074)	(8,105)	(59,130)	(90,174)
Interest received		1,237	857	2,336	3,187
Interest paid		(52,518)	(28,962)	(116,522)	(92,382)
Net cash (used in)/from operating activities		(76,789)	29,553	114,284	274,017
Investing activities					
Purchase of property, plant and equipment		(7,854)	(15,967)	(32,119)	(51,494)
Prepayment for build-operate-transfer ("BOT") projects		-	-	(42,996)	(23,608)
Acquisition of intangible assets		(180,463)	(131,890)	(364,341)	(679,051)
Acquisition of subsidiary		-	-	(7,183)	(6,885)
Proceeds from disposal of property, plant and equipment		-	15	940	3,213
Proceeds from disposal of discontinued operations, net of cash disposed		-	647,190	-	1,403,070
Investment in associate		-	-	(31,478)	-
Net cash (used in)/from investing activities		(188,317)	499,348	(477,177)	645,245
Financing activities					
Proceeds from new borrowings		312,431	65,081	1,427,050	2,107,260
Repayment of borrowings		(130,256)	(107,158)	(836,088)	(1,376,336)
Pledged bank deposits		147,850	(8,008)	(11,466)	(25,750)
Proceeds from exercise of share options		-	-	-	1,945
Proceeds from placement of treasury shares		-	-	-	4,520
Payment of dividend to non-controlling interest of a subsidiary		-	(1,500)	-	(3,026)
Payment of dividend		-	(384,556)	-	(936,609)
Repayment of lease liabilities		(957)	-	(957)	(787)
Payment of excess cash dividend to bondholders*		-	(171,883)	-	(403,316)
Interest paid		(5,168)	(6,948)	(28,690)	(43,113)
Net cash from/(used in) financing activities		323,900	(614,972)	549,849	(675,212)
Net increase/(decrease) in cash and cash equivalents		58,794	(86,070)	186,956	244,050
Cash and cash equivalents at beginning of period		526,473	864,560	398,399	534,491
Effects of foreign exchange rate changes		166	34	78	(17)
Cash and cash equivalents at end of period		585,433	778,524	585,433	778,524

* The excess cash dividend paid to Convertible Bonds holders is treated as finance cost.

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Actual (WITH financial effects of Convertible Bonds)											
Group	Share capital	Treasury shares	Share premium	General reserves	Share option reserve	Foreign currency translation reserve	Fair value reserve	Retained earnings	Equity attributable to equity holders of the Company	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at January 1, 2021	57,251	(4,690)	309,061	295,978	1,346	(149)	363	1,011,993	1,671,153	313,318	1,984,471
<u>Total comprehensive income for the year</u>											
Profit for the year	-	-	-	-	-	-	-	831,342	831,342	12,013	843,355
Other comprehensive loss for the year	-	-	-	-	-	(41)	(737)	-	(778)	35	(743)
Total	-	-	-	-	-	(41)	(737)	831,342	830,564	12,048	842,612
<u>Transaction with owners, recognized directly in equity</u>											
Dividend paid	-	-	-	-	-	-	-	(936,609)	(936,609)	-	(936,609)
Dividend paid to non-controlling interest of a subsidiary	-	-	-	-	-	-	-	-	-	(3,026)	(3,026)
Transfer to general reserves	-	-	-	42,641	-	-	-	(42,641)	-	-	-
Acquisition of non-controlling interest of a subsidiary	-	-	-	12,851	-	-	-	-	12,851	(13,483)	(632)
Disposal of discontinued operations	-	-	-	(163,746)	-	-	(835)	164,581	-	(44,686)	(44,686)
Placement of treasury shares	161	4,690	(331)	-	-	-	-	-	4,520	-	4,520
Employee share option expenses	250	-	4,922	-	(1,027)	-	-	-	4,145	-	4,145
Total	411	4,690	4,591	(108,254)	(1,027)	-	(835)	(814,669)	(915,093)	(61,195)	(976,288)
Balance as at December 31, 2021	57,662	-	313,652	187,724	319	(190)	(1,209)	1,028,666	1,586,624	264,171	1,850,795
<u>Total comprehensive income for January to March 2022</u>											
Profit for January to March 2022	-	-	-	-	-	-	-	41,093	41,093	8,686	49,779
Other comprehensive loss for January to March 2022	-	-	-	-	-	(4)	(368)	-	(372)	(43)	(415)
Total	-	-	-	-	-	(4)	(368)	41,093	40,721	8,643	49,364
<u>Transactions with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	2,290	-	-	-	(2,290)	-	-	-
Total	-	-	-	2,290	-	-	-	(2,290)	-	-	-
Balance as at March 31, 2022	57,662	-	313,652	190,014	319	(194)	(1,577)	1,067,469	1,627,345	272,814	1,900,159

Actual (WITH financial effects of Convertible Bonds)

<u>Group</u>	Share capital	Treasury shares	Share premium	General reserves	Share option reserve	Foreign currency translation reserve	Fair value reserve	Retained earnings	Equity attributable to equity holders of the Company	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at April 1, 2022	57,662	-	313,652	190,014	319	(194)	(1,577)	1,067,469	1,627,345	272,814	1,900,159
<u>Total comprehensive income for April to June 2022</u>											
Profit for April to June 2022	-	-	-	-	-	-	-	74,342	74,342	10,416	84,758
Other comprehensive income for April to June 2022	-	-	-	-	-	362	99	-	461	27	488
Total	-	-	-	-	-	362	99	74,342	74,803	10,443	85,246
<u>Transaction with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	4,629	-	-	-	(4,629)	-	-	-
Total	-	-	-	4,629	-	-	-	(4,629)	-	-	-
Balance as at June 30, 2022	57,662	-	313,652	194,643	319	168	(1,478)	1,137,182	1,702,148	283,257	1,985,405
<u>Total comprehensive income for July to September 2022</u>											
Profit for July to September 2022	-	-	-	-	-	-	-	10,417	10,417	13,023	23,440
Other comprehensive loss for July to September 2022	-	-	-	-	-	(280)	(202)	-	(482)	(16)	(498)
Total	-	-	-	-	-	(280)	(202)	10,417	9,935	13,007	22,942
<u>Transactions with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	41,143	-	-	-	(41,143)	-	-	-
Total	-	-	-	41,143	-	-	-	(41,143)	-	-	-
Balance as at September 30, 2022	57,662	-	313,652	235,786	319	(112)	(1,680)	1,106,456	1,712,084	296,264	2,008,348

Actual (WITHOUT financial effects of Convertible Bonds)

<u>Group</u>	Share capital	Treasury shares	Share premium	General reserves	Share option reserve	Foreign currency translation reserve	Fair value reserve	Retained earnings	Equity attributable to equity holders of the Company	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at January 1, 2021	57,251	(4,690)	309,061	295,978	1,346	(149)	363	1,562,590	2,221,750	313,318	2,535,068
<u>Total comprehensive income for the year</u>											
Profit for the year	-	-	-	-	-	-	-	435,823	435,823	12,013	447,836
Other comprehensive loss for the year	-	-	-	-	-	(41)	(737)	-	(778)	35	(743)
Total	-	-	-	-	-	(41)	(737)	435,823	435,045	12,048	447,093
<u>Transactions with owners, recognized directly in equity</u>											
Dividend paid	-	-	-	-	-	-	-	(936,609)	(936,609)	-	(936,609)
Dividend paid to non-controlling interest of a subsidiary	-	-	-	-	-	-	-	-	-	(3,026)	(3,026)
Transfer to general reserves	-	-	-	42,641	-	-	-	(42,641)	-	-	-
Acquisition of non-controlling interests	-	-	-	12,851	-	-	-	-	12,851	(13,483)	(632)
Disposal of discontinued operations	-	-	-	(163,746)	-	-	(835)	164,581	-	(44,686)	(44,686)
Placement of treasury shares	161	4,690	(331)	-	-	-	-	-	4,520	-	4,520
Employee share option expenses	250	-	4,922	-	(1,027)	-	-	-	4,145	-	4,145
Total	411	4,690	4,591	(108,254)	(1,027)	-	(835)	(814,669)	(915,093)	(61,195)	(976,288)
Balance as at December 31, 2021	57,662	-	313,652	187,724	319	(190)	(1,209)	1,183,744	1,741,702	264,171	2,005,873
<u>Total comprehensive income for January to March 2022</u>											
Profit for January to March 2022	-	-	-	-	-	-	-	22,441	22,441	8,686	31,127
Other comprehensive loss for January to March 2022	-	-	-	-	-	(4)	(368)	-	(372)	(43)	(415)
Total	-	-	-	-	-	(4)	(368)	22,441	22,069	8,643	30,712
<u>Transactions with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	2,290	-	-	-	(2,290)	-	-	-
Total	-	-	-	2,290	-	-	-	(2,290)	-	-	-
Balance as at March 31, 2022	57,662	-	313,652	190,014	319	(194)	(1,577)	1,203,895	1,763,771	272,814	2,036,585

Actual (WITHOUT financial effects of Convertible Bonds)

<u>Group</u>	Share capital	Treasury shares	Share premium	General reserves	Share option reserve	Foreign currency translation reserve	Fair value reserve	Retained earnings	Equity attributable to equity holders of the Company	Non-controlling interest	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at April 1, 2022	57,662	-	313,652	190,014	319	(194)	(1,577)	1,203,895	1,763,771	272,814	2,036,585
<u>Total comprehensive income for April to June 2022</u>											
Profit for April to June 2022	-	-	-	-	-	-	-	50,061	50,061	10,416	60,477
Other comprehensive income for April to June 2022	-	-	-	-	-	362	99	-	461	27	488
Total	-	-	-	-	-	362	99	50,061	50,522	10,443	60,965
<u>Transactions with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	4,629	-	-	-	(4,629)	-	-	-
Total	-	-	-	4,629	-	-	-	(4,629)	-	-	-
Balance as at June 30, 2022	57,662	-	313,652	194,643	319	168	(1,478)	1,249,327	1,814,294	283,257	2,097,551
<u>Total comprehensive income for July to September 2022</u>											
Profit for July to September 2022	-	-	-	-	-	-	-	48,940	48,940	13,023	61,963
Other comprehensive loss for July to September 2022	-	-	-	-	-	(280)	(202)	-	(482)	(16)	(498)
Total	-	-	-	-	-	(280)	(202)	48,940	48,458	13,007	61,465
<u>Transactions with owners, recognized directly in equity</u>											
Transfer to general reserves	-	-	-	41,143	-	-	-	(41,143)	-	-	-
Total	-	-	-	41,143	-	-	-	(41,143)	-	-	-
Balance as at September 30, 2022	57,662	-	313,652	235,786	319	(112)	(1,680)	1,257,123	1,862,751	296,264	2,159,015

Actual (WITH financial effects of Convertible Bonds)

<u>Company</u>	Share capital	Treasury shares	Share premium	Share option reserve	Retained earnings	Equity attributable to equity holders of the Company	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at January 1, 2021	57,251	(4,690)	309,061	1,346	(699,520)	(336,552)	(336,552)
Profit for the period, representing total comprehensive income for the year	-	-	-	-	1,305,905	1,305,905	1,305,905
<u>Transactions with owners, recognised directly in equity</u>							
Employee share option expenses	250	-	4,922	(1,027)	-	4,145	4,145
Placement of treasury shares	161	4,690	(331)	-	-	4,520	4,520
Dividends paid	-	-	-	-	(936,609)	(936,609)	(936,609)
Total	411	4,690	4,591	(1,027)	(936,609)	(927,944)	(927,944)
Balance as at December 31, 2021	57,662		313,652	319	(330,224)	41,409	41,409
Profit for the period, representing total comprehensive income for January to March 2022	-	-	-	-	14,952	14,952	14,952
Balance as at March 31, 2022	57,622	-	313,652	319	(315,272)	56,361	56,361
Profit for the period, representing total comprehensive income for April to June 2022	-	-	-	-	19,438	19,438	19,438
Balance as at June 30, 2022	57,622	-	313,652	319	(295,834)	75,799	75,799
Loss for the period, representing total comprehensive income for July to September 2022	-	-	-	-	(41,572)	(41,572)	(41,572)
Balance as at September 30, 2022	57,622	-	313,652	319	(337,406)	34,228	34,222

Actual (WITHOUT financial effects of Convertible Bonds)

<u>Company</u>	Share capital	Treasury shares	Share premium	Share option reserve	Retained earnings	Equity attributable to equity holders of the Company	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance as at January 1, 2021	57,251	(4,690)	309,061	1,346	(101,041)	261,927	261,927
Profit for the period, representing total comprehensive income for the year	-	-	-	-	910,386	910,386	910,386
<u>Transactions with owners, recognised directly in equity</u>							
Employee share option expenses	250	-	4,922	(1,027)	-	4,145	4,145
Placement of treasury shares	161	4,690	(331)	-	-	4,520	4,520
Dividends paid	-	-	-	-	(936,609)	(936,609)	(936,609)
Total	411	4,690	4,591	(1,027)	(936,609)	(927,944)	(927,944)
Balance as at December 31, 2021	57,662	-	313,652	319	(175,146)	196,487	196,487
Loss for the period, representing total comprehensive income for January to March 2022	-	-	-	-	(3,700)	(3,700)	(3,700)
Balance as at March 31, 2022	57,662	-	313,652	319	(178,846)	192,787	192,787
Loss for the period, representing total comprehensive income for April to June 2022	-	-	-	-	(4,843)	(4,843)	(4,843)
Balance as at June 30, 2022	57,662	-	313,652	319	(183,689)	187,944	187,944
Loss for the period, representing total comprehensive income for July to September 2022	-	-	-	-	(3,049)	(3,049)	(3,049)
Balance as at September 30, 2022	57,662	-	313,652	319	(186,738)	184,895	184,895

1d(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	GROUP AND COMPANY	
	As at 30 September 2022	As at 30 September 2021
	<u>Number of ordinary shares</u>	
<u>Issued and fully paid up:</u>		
At the beginning of the financial year	795,686,142	791,848,142
Add: Exercise of share options during first quarter	-	2,500,000
Add: Exercise of share options during second quarter	-	1,338,000
At the end of the period	795,686,142	795,686,142
Total number of treasury shares	-	-
Total number of issued shares excluding treasury shares	795,686,142	795,686,142
Total number of issued shares	795,686,142	795,686,142

The number of shares held as treasury shares by the Company represents 0% (30 September 2021: 0%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at 30 September 2022.

Total number of shares that may be issued on conversion of all the outstanding convertibles

On 3 March 2017, the Company had completed the issuance of the first tranche convertible bonds of an aggregate principal amount of US\$ 110 million (“Tranche 1 Convertible Bonds” or “CB1s”) which are convertible into fully paid ordinary shares in the capital of the Company (which will potentially represent approximately 28.2% to 51.4% of share capital on a diluted basis) to Glory Sky Vision Limited (“Glory Sky”) (ultimately indirectly and beneficially owned by CDH Fund V, L. P. (“CDH”).

On 10 January 2018, Glory Sky transferred US\$ 60 million Convertible Bonds to DCP Capital Partners L.P. and DCP Group (together, “DCP”), as a result of which, DCP and CDH (each an “Investor” and collectively, the “Investors”) now hold US\$ 60 million and US\$ 50 million Convertible Bonds of the Company, respectively.

On 6 September 2018, the Company obtained shareholders’ approval for the issuance of a second tranche convertible bonds of an aggregate principal amount of US\$ 70 million (“Tranche 2 Convertible Bonds” or “CB2s”) and warrants exercisable at an aggregate amount of US\$ 30 million (the “Warrants”) to DCP and CDH to fund the Green Investments (“GI”) related business of the Company.

The Company and the Investors have entered into an amendment agreement (the “Amendment Agreement”) on 31 December 2020 to amend certain terms of the purchase agreements of the CB1s and CB2s. Accordingly, the maturity date of CB1s and CB2s which was initially on 3 March 2023, is elected by the Bondholders to be the 15th Business Day after the date on which the Issuer’s audited financial statements for 2022 are issued (for further details, please refer to the circular to shareholders that was released on 31 March 2021).

The Company shall issue up to 57,625,714 Warrants at the exercise price of S\$ 0.70 (if exercised before or on 31 December 2019) or S\$ 0.80 (if exercised between 1 January 2020 to 31 December 2020, both dates inclusive), based on an agreed fixed exchange rate S\$ 1.3446 to US\$ 1. Each Warrant carries the right to subscribe for one (1) common share in the capital of the Company if the Warrants were exercised (“Warrant Share(s”).

Subsequently on 15 October 2018, CB2s of an aggregate amount of US\$ 20 million and 16,464,490 Warrants were issued to Blue Starry and Glory Sky. On 21 December 2018, the remaining 35,281,049 Warrants and 5,880,175 Warrants were issued to Blue Starry and Glory Sky respectively. As of 31 December 2020, none of the Warrants has been exercised and all Warrants have expired on 31 December 2020.

Assuming that all the outstanding CB1s and CB2s have been converted at S\$ 0.50 and S\$ 0.60 respectively and that all the share options granted have been exercised as at 30 September 2022, the maximum number of shares that may be issued as at 30 September 2022 is 359,379,000 ordinary shares (30 September 2021: 359,379,000 ordinary shares). The fully diluted shares (including treasury shares) as at 30 September 2022 and 30 September 2021 were 1,155,065,142 ordinary shares respectively.

1d(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	As at 30 September 2022	As at 31 December 2021
Total number of issued shares	795,686,142	795,686,142
Less: Total number of treasury shares	-	-
Total number of issued shares excluding treasury shares	795,686,142	795,686,142

1d(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable.

1d(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

These figures have neither been audited nor reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has consistently applied the same accounting policies and methods of computation in the Group's financial statements for the current reporting period and year compared with the audited financial statements for the year ended 31 December 2021.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of the change.

None.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends:

(a) Based on the weighted average number of ordinary shares on issue; and

	Actual (WITH financial effects of Convertible Bonds)			
	Third quarter ended		Nine months ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
<u>From continuing and discontinued operations:</u>				
Net profit attributable to equity holders of the Group (RMB'000)	10,417	202,536	125,852	708,795
Weighted average number of ordinary shares outstanding ('000)	795,686	793,279	795,686	793,279
Earnings per share – basic (RMB cents)	1.31	25.53	15.82	89.35
<u>From continuing operations:</u>				
Net profit attributable to equity holders of the Group (RMB'000)	10,417	192,018	125,852	684,284
Weighted average number of ordinary shares outstanding ('000)	795,686	793,279	795,686	793,279
Earnings per share – basic (RMB cents)	1.31	24.21	15.82	86.26
	Actual (WITHOUT financial effects of Convertible Bonds)			
	Third quarter ended		Nine months ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
<u>From continuing and discontinued operations:</u>				
Net profit/(loss) attributable to equity holders of the Group (RMB'000)	48,940	(173,293)	121,442	429,244
Weighted average number of ordinary shares outstanding ('000)	795,686	793,279	795,686	793,279
Earnings/(Loss) per share – basic (RMB cents)	6.15	(21.85)	15.26	54.11
<u>From continuing operations:</u>				
Net profit/(loss) attributable to equity holders of the Group (RMB'000)	48,940	(173,293)	121,442	404,733
Weighted average number of ordinary shares outstanding ('000)	795,686	793,279	795,686	793,279
Earnings/(Loss) per share – basic (RMB cents)	6.15	(21.85)	15.26	51.02

Basic earnings per share for third quarter and nine months ended 30 September 2022 and 30 September 2021 have been calculated based on the weighted average number of ordinary shares issued at 795,686,142 and 793,278,889 ordinary shares respectively.

6(b) On a fully diluted basis (detailing any adjustments made to the earnings)

	Actual (WITH financial effects of Convertible Bonds)			
	Third quarter ended		Nine months ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
<u>From continuing and discontinued operations:</u>				
Net profit/(loss) attributable to equity holders of the Group (RMB'000)	10,417	(173,293)	121,442	429,244
Weighted average number of ordinary shares outstanding ('000)	796,087	1,151,467	1,154,275	1,152,228
Earning/(Loss) per share – diluted (RMB cents)	1.31	(15.05)	10.52	37.25
<u>From continuing operations:</u>				
Net profit/(loss) attributable to equity holders of the Group (RMB'000)	10,417	(183,811)	121,442	404,733
Weighted average number of ordinary shares outstanding ('000)	796,087	1,151,467	1,154,275	1,152,228
Earnings/(Loss) per share – diluted (RMB cents)	1.31	(15.96)	10.52	35.13
Actual (WITHOUT financial effects of Convertible Bonds)				
	Third quarter ended		Nine months ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
<u>From continuing and discontinued operations:</u>				
Net (loss)/profit attributable to equity holders of the Group (RMB'000)	48,940	(173,293)	121,442	429,244
Weighted average number of ordinary shares outstanding ('000)	796,087	793,279	796,087	794,040
Earnings/(Loss) per share – diluted (RMB cents)	6.15	(21.85)	15.25	54.06
<u>From continuing operations:</u>				
Net (loss)/profit attributable to equity holders of the Group (RMB'000)	48,940	(173,293)	121,442	404,733
Weighted average number of ordinary shares outstanding ('000)	796,087	793,279	796,087	794,040
Earnings/(Loss) per share – diluted (RMB cents)	6.15	(21.85)	15.25	50.97

Diluted earnings per share for the above periods have been calculated by assuming the outstanding convertibles have been converted at S\$ 0.50 and S\$ 0.60 based on exercise prices of convertible bonds issued on 3 March 2017 and 15 October 2018 respectively, and that all share options granted have been exercised as at 30 September 2022. The warrants issued along with the CB2s have expired on 31 December 2020.

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**
- (a) **current financial period reported on; and**
- (b) **immediately preceding financial year.**

	Group			
	30 September 2022	31 December 2021	30 September 2022	31 December 2021
	<i>(WITH financial effects of Convertible Bonds)</i>		<i>(WITHOUT financial effects of Convertible Bonds)</i>	
Net asset value per share (RMB cents)	252.40	232.60	271.34	252.09

	Company			
	30 September 2022	31 December 2021	30 September 2022	31 December 2021
	<i>(WITH financial effects of Convertible Bonds)</i>		<i>(WITHOUT financial effects of Convertible Bonds)</i>	
Net asset value per share (RMB cents)	4.30	5.20	23.24	24.69

The net asset value per share for 30 September 2022 and 31 December 2021 have been computed based on shareholders' equity as at these dates and the existing share capital of 795,686,142 ordinary shares as at 30 September 2022 and 31 December 2021 respectively.

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**
- (a) **Any significant factors that affected the turnover, costs and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**

The Group's performance for the third quarter ended 30 September 2022 ("3Q2022") as compared to that of the third quarter ended 30 September 2021 ("3Q2021")

Based on actual financial performance WITH financial effects of Convertible Bonds

Revenue

The Group's revenue from continuing operations related to revenue generated from GI business. The revenue of GI business increased by approximately RMB 86.1 million or 11% from RMB 782.5 million in 3Q2021 to RMB 868.6 million in 3Q2022, which were mainly contributed by:

- Increase in stream sales volume from new customers and greater activities from expansion of existing customers' already-resilient businesses for existing plants; and
- The rise in sales price of industrial steam based on the price adjustment mechanism.

The above-mentioned factors were offset by:

- The decrease in construction service revenue from service concession arrangements due to less construction projects of RMB 127.3 million in accordance with IFRIC 12 Service Concession Arrangements.

Gross Profit

Gross profit from continuing operations increased from RMB 87.3 million in 3Q2021 to RMB 157.7 million in 3Q2022 by approximately RMB 70.4 million or 80.7% which was in line with the growth of revenue.

Profit Before Income Tax from Continuing Operations

Profit before tax from continuing operations decreased by RMB 180.2 million or 83.9% from a profit before tax of RMB 214.8 million in 3Q2021 to a profit before tax of RMB 34.6 million in 3Q2022. The decrease was mainly attributable to the following factors:

- (a) Decrease in fair value gain on Convertible Bonds of RMB 370.1 million or 92.7% from a gain of RMB 399.1 million in 3Q2021 to a gain of RMB 29.1 million in 3Q2022, due mainly to less decrease in share price during the financial quarter from 1 July 2022 to 30 September 2022 as compared to the decrease in share price during the financial quarter from 1 July 2021 to 31 September 2021.
- (b) Increase in foreign exchange loss of RMB 45.3 million from a loss of RMB 2.8 million in 3Q2021 to a loss of RMB 48.1 million in 3Q2022, mainly due to the higher appreciation of US dollar against RMB for the USD Convertible Bonds compared to the same period last year.

The above-mentioned factors were offset by:

- (a) Decrease in finance costs of RMB 150.3 million from RMB 221.3 million in 3Q2021 to RMB 71.0 million in 3Q2022, mainly from payment of excess cash dividend to Convertible Bond holders of RMB 171.9 million in 3Q2021; and
- (b) Decrease in administrative expenses of RMB 48.3 million from RMB 67.7 million in 3Q2021 to RMB 19.3 million in 3Q2022, mainly due to transaction fees incurred on disposal of M&S business in 3Q2021.

Income Tax Expense for Continuing Operations

The income tax expense for continuing operations increased by RMB 4.0 million or 56.6% from RMB 7.1 million in 3Q2021 to RMB 11.2 million in 3Q2022.

Profit for the Financial Period - Continuing Operations

As a result of the above, the net profit from continuing operations decreased by RMB 184.2 million or 88.7% from a net profit of RMB 207.7 million in 3Q2021 to a net profit of RMB 23.4 million in 3Q2022.

Profit for the Financial Period – Discontinued Operations

On 16 April 2021, the Group had completed the disposal of the entire M&S business to the Purchaser. As there are no major transactions between 16 April 2021 and 30 April 2021, the accounting cut-off date for the Disposal was taken as 30 April 2021. Hence, the results of operations for M&S business in 3Q2022 was nil.

Total Profit for the Financial Period

As a result of the above, the Group's net profit attributable to the equity holders decreased by RMB 192.1 million or 94.9% from RMB 202.5 million in 3Q2021 to RMB 10.4 million in 3Q2022.

- (b) Any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Review of the Group's Financial Position

Based on the statement of financial position WITH financial effects of Convertible Bonds

The Group's total current assets increased by approximately RMB 389.9 million or 28.5% from RMB 1,367.6 million as at 31 December 2021 to RMB 1,757.4 million as at 30 September 2022. The increase was mainly due to:

- (a) Increase in cash and cash equivalents of RMB 187.0 million, mainly due to the cash generated from financing activities, which was offset by the usage of funds for Build-Operate-Transfer ("BOT") and GI projects;
- (b) Increase in pledged bank deposits of RMB 11.5 million as more collaterals were required for the credit facilities granted;
- (c) Increase in trade receivables and contract assets of RMB 142.3 million mainly due to receivables from biomass power subsidies which have been delayed due to national fiscal policies and certain customers yet to be collected,

Approximately 91.74% and 32.63% of the trade receivables at 31 December 2021 and 30 September 2022 respectively were collected as at 31 October 2022. Most of the trade receivables are due from customers that are state-owned enterprises or listed companies. Overall, the Group's customers are credit worthy. Loss allowances for trade receivables and contract assets are based on the expected credit loss model estimated by reference to past default experience of debtors, including historical and forward-looking information.

Collection efforts have been consistently maintained by the management through constant reminder to customers on their obligation including seeking legal action if necessary; and

- (d) Increase in financial assets at fair value through other comprehensive income of RMB 61.7 million resulting mainly from addition in notes receivables held by the GI business.

The Group's total non-current assets increased by RMB 271.3 million or 5.2% from RMB 5,237.2 million as at 31 December 2021 to RMB 5,508.5 million as at 30 September 2022. The increase was mainly due to:

- (a) Increase in intangible assets of RMB 286.4 million due to service concession arrangements relating to Shantou phase 2, Xinjiang projects on hand as at 30 September 2022; and
- (b) Increase in subsidiaries and associates of RMB 33.0 million primarily resulting from investment on Jining phase 2 of RMB 21.0 million and a joint venture to supply industrial steam using general solid waste.

The above-mentioned factors were offset by:

- (a) Decrease in property, plant and equipment of RMB 38.3 million due mainly to the depreciation expenses incurred; and
- (b) Decrease in other receivables, deposits and prepayments of RMB 10.4 million due primarily to long-term prepaid expenses relating to service concession arrangement.

The Group's total current liabilities increased by RMB 957.3 million or 64.8% from RMB 1,476.5 million as at 31 December 2021 to RMB 2,433.8 million as at 30 September 2022, mainly due to the following:

- (a) Increase in short-term borrowings of RMB 134.7 million due to replenishment of working capital for GI business; and
- (b) Increase in Convertible Bonds of RMB 888.9 million due to the reclassification of Convertible Bonds from non-current liabilities which is expiring within one year. *Please refer to Section 8 Financial Effects of Convertible Bonds.*

The above-mentioned factors were offset by:

- (a) Decrease in trade payables and contract liabilities of RMB 44.1 million primarily as a result of prompt payment to suppliers in the current period.

The Group's total non-current liabilities decreased by approximately RMB 453.7 million or 13.8% from RMB 3,277.5 million as at 31 December 2021 to RMB 2,823.8 million as at 30 September 2022. The decrease was due to:

- (a) Decrease in Convertible Bonds of RMB 909.7 million due to the reclassification of Convertible Bonds from non-current liabilities which is expiring within one year.

The above-mentioned factor was offset by:

- (a) Increase in long-term borrowings of RMB 456.2 million due primarily to the financing for the BOT projects of Xinjiang, Shantou etc.

Review of the Group's cash flow statement for the third quarter ended 30 September 2022

Based on the cash flow statement WITH financial effects of Convertible Bonds

Net cash used in operating activities amounted to approximately RMB 76.8 million in 3Q2022, primarily due to the following factors:

- (a) Increased working capital requirements due to the increase in trade receivables of RMB 38.5 million, increase in financial assets at fair value through other comprehensive income of RMB 29.7 million, increase in other receivables and prepayments of RMB 68.3 million, increase in inventories of RMB 41.0 million, increase in trade payables of RMB 32.7 million and decrease in other payables of RMB 27.9 million; and
- (b) Interest and tax paid of RMB 73.6 million in aggregate.

Net cash used in investing activities amounted to RMB 188.3 million mainly due to the purchase of property, plant and equipment of RMB 7.9 million and expenditure on intangible assets of RMB 180.5 million.

Net cash from financing activities amounted to RMB 323.9 million due to proceeds from banks of RMB 312.4 million and pledged bank deposits of RMB 147.9 million, offset by repayment of bank loans of RMB 130.3 million and interest paid of RMB 5.2 million.

Use of Proceeds from Convertible Bonds

On 3 March 2017, the Company completed the issuance of first tranche convertible bonds with an aggregate principal amount of US\$ 110 million (“Tranche 1 Convertible Bonds” or “CB1s”), which are convertible into fully paid ordinary shares in the capital of the Company to Glory Sky Vision Limited (“Glory Sky”, ultimately indirectly and beneficially owned by CDH Fund V, L.P.).

On 10 January 2018, Glory Sky transferred US\$ 60 million in principal amount of CB1s to DCP as a result of which, DCP and CDH (each an “Investor” and collectively, the “Investors”) holds US\$ 60 million and US\$ 50 million of CB1s of the Company, respectively.

On 6 September 2018, the Company obtained shareholders’ approval for the issuance of a second tranche of convertible bonds with an aggregate principal amount of US\$ 70 million (“Tranche 2 Convertible Bonds or “CB2s”) and warrants with an aggregate exercisable amount of US\$ 30 million (the “Warrants”) to DCP and CDH to fund the GI related business of the Company. The net proceeds raised from the issuance of CB1s is approximately US\$ 106.2 million after deducting transaction expenses of US\$ 3.8 million, while net proceeds from the issuance of CB2s is expected to be approximately US\$ 67.6 million after the CB2s are fully issued to the Investors, after deducting transaction expenses of approximately US\$ 2.4 million.

Subsequently, the Company completed the issuance of CB2s with an aggregate principal amount of US\$ 20 million on 15 October 2018 and completed the issuance of 57,625,714 Warrants on 21 December 2018. As at 31 December 2020, all 57,625,714 Warrants expired unexercised and ceased to be valid for any purpose. To-date, the Company’s completed issuance of Convertible Bonds (both Tranche 1 and Tranche 2) is an aggregate principal amount of US\$ 130 million, and the net proceeds raised from the issuance of Convertible Bonds is US\$ 123.8 million.

The net proceeds have been and will be utilised for the expansion and further investment into Green Investments business, including by way of BOT/BOO/TOT models of centralised steam and electricity projects and other environmental protection related projects. As at 31 October 2022, the Company has utilised an aggregate of US\$ 123.8 million of the net proceeds from Convertible Bonds as per the schedule at the following page.

Use of Proceeds from Convertible Bonds

Project	Use of Convertible Bonds Proceeds	Amount
Shantou	Project construction and equipment procurement	US\$ 20.4 million (approximately RMB 132.6 million)
Liutuan	Registered capital	US\$ 0.8 million (approximately RMB 5.2 million)
Jining JVC	Installation of steam distribution pipeline	US\$ 1.6 million (approximately RMB 10.3 million)
Xinjiang	Registered capital	US\$ 1.4 million (approximately RMB 9.0 million)
Yingtian ⁽¹⁾	Registered capital	US\$ 0.1 million (approximately RMB 0.5 million)
Shandong Yangguang Institute	Purchase consideration of the acquisition	US\$ 4.3 million (approximately RMB 28.0 million)
Xinyuan Thermal Power	Purchase consideration of the acquisition	US\$ 13.1 million (approximately RMB 85.0 million)
Xintai Zhengda Thermoelectric	Purchase consideration of the acquisition and construction of new facilities	US\$ 22.0 million (approximately RMB 145.0 million)
Yongxing Thermal Power	Purchase consideration of the acquisition	US\$ 50.2 million (approximately RMB 325.5 million)
General	Administrative and general expenses for business expansion of Green Investment related business	US\$ 9.9 million (approximately RMB 64.6 million) ⁽²⁾
Total Convertible Bonds Proceeds utilised		US\$ 123.8 million (approximately RMB 805.7 million)

*Note:

(1) Yingtian Sunpower Clean Energy Co., Ltd. was cancelled after the comprehensive evaluation of the Company.

(2) It consists of (a) RMB42.7 million of remuneration for the development and management teams of GI; (b) RMB20.3 million of pre-development expenses of GI projects, such as costs expended for pre-investment due diligence activities, including project inspection, valuation and audit fees, communication costs and travel expenses etc; (c) RMB1.5 million of purchase of fixed assets for development teams of GI business; and (d) RMB0.1 million of stamp duties for applicable GI transactions.

(3) The exchange rate is based on the actual settlement conditions.

Each of the above utilisation of the proceeds from the Convertible Bonds is consistent with the intended use as disclosed in the Company's circular to shareholders.

Use of Proceeds from Disposal of M&S Business

The Company announced the proposed disposal of the M&S business on 31 December 2020. On 16 April 2021, the proposed disposal was approved by shareholders of the Company at a Special General Meeting.

On 21 May 2021 and 2 July 2021, the Company announced that it has received the Tranche 1 and Tranche 2 Consideration of RMB 1,603.0 million and RMB 687.0 million respectively, for an aggregate amount of RMB 2,290.0 million. After accounting for the expenses incurred by the Company in connection with the disposal, including capital gains tax and stamp duties, of RMB 208.9 million and project adviser fees of RMB 56.7 million, the net proceeds from the proposed disposal of the M&S were RMB 2,024 million.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the circular to shareholders dated 3 May 2021.

As of 31 October 2022	Use of Proceeds (RMB'000)
Proposed Special Dividend	(925,144) ⁽¹⁾
Bondholder's Special Dividend	(403,316) ⁽¹⁾⁽²⁾
Capital expenditure on existing projects	(432,520)
Feedstock procurement for operation	(79,943)
Construction costs due	(114,585)
Subtotal of net disposal proceeds used	(1,955,509)
Use of Proceeds balance	68,945

Note:

- (1) On 18 June 2021 and 21 July 2021, a Special Dividend of RMB 925.1 million and RMB 403.3 million was paid to the shareholders and bondholders of the Company respectively.
- (2) Based on the actual exchange rate utilised by the Company to exchange RMB into USD.

Use of Proceeds from Placement of Treasury Shares

On 19 May 2021, the Shareholders in a Special General Meeting approved the proposed placement of 2,542,000 treasury shares (the "Placement Shares") to the Placees at a price of S\$0.368 for each Placement Share, on and subject to the terms of the Placement Letters (the "Proposed Placement"), as stated in the circular to shareholders dated 3 May 2021 (the "Circular").

On 1 June 2021, the Company allotted and issued a total of 2,542,000 treasury shares, being the aggregate number of Placement Shares, to the Placees in the proportion set out in Paragraph 2.4 of the Circular.

The gross proceeds arising from the Proposed Placement are S\$935,456.00, while the amount of actual net proceeds from the Proposed Placement are S\$845,096.37 (the “Net Proceeds”), after deducting expenses of S\$90,359.63 comprising (a) legal and regulatory fees and (b) miscellaneous expenses.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Circular.

As at 31 October 2022, the Net Proceeds have been fully used for procurement of raw materials required for operation of GI plants.

Financial Effects of Convertible Bonds

Convertible Bonds were issued on 3 March 2017 and 15 October 2018 with the carrying amount of the Convertible Bonds currently stated at fair value as at 31 March 2017 and 15 October 2018 respectively. In accordance with SFRS(I), the financial effects on profit or loss associated with the issuance of compound financial instruments are as follows: (i) fair value change arising from fair valuation relating to the conversion option and (ii) amortised interest charge relating to the amortised cost liability component of the Convertible Bonds. The fair value change is an accounting treatment arising from the compliance with the accounting standards and has no cash flow effect and no financial impact on the performance targets in relation to the Convertible Bonds as stipulated in the Convertible Bonds Agreement stated in the circular dated 13 February 2017 and 21 August 2018 respectively.

The fair value change of the Convertible Bonds and the related financial effects to the statement of profit or loss and other statements have no operational effects to the financial performance of the Group. Financial effects of Convertible Bonds consist of unrealised foreign exchange translation, amortised interest expense (inclusive of interest charges) and fair value gain/(loss) of Convertible Bonds. Excluding the financial effects of the Convertible Bonds, total net profit attributable to equity holders of the Company increased by RMB 222.2 million or 128.2% from net loss of RMB 173.3 million in 3Q2021 to net profit of RMB 48.9 million in 3Q2022.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

There is no variance between the actual results and the forecast, or prospect statement previously disclosed to shareholders.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Several force majeure events affected business operations in 9M 2022. The geopolitical conflict which broke out in February set off a global energy crisis and caused energy prices to soar¹. Meanwhile, the pandemic resurgence in China affected the normal operation of some GI projects.

Despite these headwinds, total steam sales volume in 9M 2022 still rose a strong 15.6% YoY to 6.79 million tons as the company typically has concessions to supply non-discretionary products to a diversified industrial customer base and operates in economically strong areas of China.

Meanwhile, GI recurring revenue² in 3Q 2022 and 9M 2022 rose 46.2% YoY and 45.6% YoY respectively to RMB710.6 million and RMB2,069.7 million, faster than the growth in total steam sales volume, mainly due to the significant rise in industrial steam price based on the price adjustment mechanism.

Furthermore, the profitability of the GI projects improved on the back of the strong demand for industrial steam and the execution of the price adjustment mechanism. GI recurring EBITDA³ in 3Q 2022 rose 60.3% YoY to RMB180.6 million from a lower base in 3Q 2021. GI recurring EBITDA in 9M 2022 rose 19.0% YoY to RMB485.4 million.

GI recurring PATMI⁴ in 3Q 2022 grew 71.5% YoY to RMB51.8 million, which pushed the GI recurring PATMI in 9M 2022 to RMB138.8 million, up 8.7% YoY from RMB127.7 million a year ago. Operating cash flow of GI projects in 9M 2022 was RMB136.7 million.

Group revenue from continuing operations rose 39.9% YoY to RMB2,387.9 million in 9M 2022 due to the continued ramp-up of the GI business and contributions from services for BOT projects, including EPC services, that are provided by the Group, recognised under IFRIC 12 Service Concession Arrangements. Profit for the period from continuing operations, net of tax, without financial effects of Convertible Bonds⁵, was RMB153.6 million in 9M 2022.

¹ <https://www.iea.org/commentaries/what-does-the-current-global-energy-crisis-mean-for-energy-investment>

² GI recurring revenue refers to recurring revenue generated by the GI business, including commission fees recognised in accordance with *SFRS(I) INT15*. It excludes one-time contributions from services for BOT projects, including EPC services, that are performed by the Group's internal project management department, recognised under *IFRIC 12 Service Concession Arrangements*.

³ GI recurring EBITDA refers to the recurring Earnings before Interest, Tax, Depreciation and Amortisation of the GI Business. It excludes gains or costs incurred by way of the Manufacturing & Services (M&S) business disposal such as excess cash dividends, gain on disposal, withholding tax, etc. in 2021; one-time contributions from services for BOT projects, including EPC services, that are provided by the Group's internal project management department, recognised under *IFRIC 12 Service Concession Arrangements*; as well as expenses incurred by the Company that are not related to the running of the GI Business, such as listing-related expenses and remuneration of the employees at the group level, etc., which reflects the operating results of the GI business.

⁴ GI recurring PATMI refers to the recurring Profit After Tax and Minority Interests of the GI Business which reflects the profit of the GI business attributable to the Group. It excludes gains or costs incurred by way of the M&S disposal such as excess cash dividends, gain on disposal, withholding tax, etc. in 2021; one-time revenue contributions from services for BOT projects, including EPC services, that are provided by the Group's internal project management department, recognised under *IFRIC 12 Service Concession Arrangements*; and expenses incurred by the Company that are not related to the running of the GI Business, such as listing-related expenses and employee remuneration at the group level, etc.

⁵ "Profit for the period from continuing operations, net of tax" in the "WITHOUT financial effects of Convertible Bonds and Warrants" column of the P&L statement, which adjusts "Profit for the period from continuing operations, net of tax" in the "WITH financial effects of Convertible Bonds and Warrants" column for amortised interest expenses, fair value adjustments and foreign exchange gains or losses associated with the Convertible Bonds and Warrants.

The recently concluded 20th National Party Congress stressed the importance of national energy policies that actively promote carbon peaking and carbon neutrality, such as the clean and efficient utilisation of feedstock and the development of green and low-carbon industries for the long-term development strategy for China. President Xi Jinping also called for an acceleration of China's new development growth model⁶ that expands domestic demand and ensures the resilience and security of important staple industries such as food, energy, and supply chains.⁷

Sunpower's strategy is fully aligned with these policies. These trends can be expected to benefit Sunpower's GI business which supports the staple industries that contribute to the nation's development plan by supplying important basic utilities to them.

The output of feedstock in China has steadily risen after various government agencies implemented comprehensive measures aimed at increasing supply, such as the acceleration of increased production capacity of local mines and full coverage of the feedstock needs of power generation and heating enterprises through medium and long-term supply contracts.⁸

Barring unforeseen circumstances, the Group expects the business trends summarised below to benefit its business in FY2022.⁹ Please note that Sunpower's financial results should be viewed on a 12-month basis to arrive at a balanced perspective.

Continued ramp-up and enhancement of each existing GI plant, namely:

- Continuous acquisition of new customers, following mandatory location and/or relocation of new factories into industrial parks, expansion of coverage area, and/or organic growth of customers and industrial parks served by the Group's GI plants.
- **Changrun Project:** boiler #2 is being used to supply steam to new customers and utilisation has been ramping up.
- **Xintai Zhengda Project:** utilisation is being ramped up to cater to the capacity expansion of a quality industrial customer; application of heat pump technology to recycle waste heat, improving efficiency and reducing costs.
- **Shantou Project Phase 2:** the first boiler continues to operate and its second boiler has been put into trial production, as it caters to the rising demand from the 128 captive enterprise customers relocating into its coverage area.

Continued execution of holistic strategy to further enhance profitability, namely:

- Leverage the price formation mechanism that links feedstock costs to steam prices for more flexibility in raising steam prices.
- Continue to deploy the mitigation measures¹⁰ and differentiation strategies¹¹.
- Explore new business opportunities in the medium to long term.

⁶ <http://jhsjk.people.cn/article/32546342?isindex=1>

⁷ <https://finance.ifeng.com/c/8K9xTZEDtsq>

⁸ <https://baijiahao.baidu.com/s?id=1714669029675280515&wfr=spider&for=pc>

⁹ Under the terms of the Amendments to the Convertible Bond Purchase Agreements, the performance target for the financial year ended 31 December 2021 ("FY2021") has been replaced with a new performance target for the financial year ended 31 December 2022 ("FY2022"). Refer to the 31 March 2021 circular to shareholders for more details

¹⁰ Refer to the 1Q 2022 earnings announcement dated 15 May 2022 for more information.

¹¹ Refer to the 2Q 2022 earnings announcement dated 11 August 2022 for more information.

11. If a decision regarding dividend has been made:

(a) Whether an interim (final) ordinary dividend has been declared (recommended)

None.

**(b) (i) Amount per share in cents
(ii) Previous corresponding period in cents**

None.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12. If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended by the Board of Directors of the Company for the quarter ended 30 September 2022. It is not the Company's practise to declare dividends during the third quarter of the financial year.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920 (1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has obtained a general mandate from shareholders for IPTs. The IPT mandate shall continue in force until the conclusion of the next annual general meeting in the calendar year 2023. The IPTs for the nine months ended 30 September 2022 are outlined as follows:

Name of Entity At Risk	Name of Interested Person	Nature of Relationship	Nature of Transaction	9M2022	
				Aggregate value of all interested person transactions for the nine months ended 30 September 2022 (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) RMB'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual for the nine months ended 30 September 2022 (excluding transactions less than \$100,000) RMB'000
Jiangsu Sunpower Clean Energy Co., Ltd.	Jiangsu Sunpower Technology Co., Ltd.	Associate of controlling shareholders	Lease of office buildings	-	1,648
Hebei Changrun Environmental Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Equipment cost for utility facilities for EPC	-	1,367

				9M2022	
Name of Entity At Risk	Name of Interested Person	Nature of Relationship	Nature of Transaction	Aggregate value of all interested person transactions for the nine months ended 30 September 2022 (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) RMB'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual for the nine months ended 30 September 2022 (excluding transactions less than \$100,000) RMB'000
Jiangsu Sunpower Clean Energy Co., Ltd.	Jiangsu Sunpower Pressure Vessels Equipment Manufacturing Co., Ltd. (Jiangning branch) <u>AND</u> Sunpower Technology (Jiangsu) Co., Ltd. <u>AND</u> Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd. <u>AND</u> Jiangsu Sunpower Technology Co., Ltd. <u>AND</u> Nanjing Shengnuo Heat Pipe Co.,Ltd.	Associate of controlling shareholders	Fee received for providing catering services in staff canteen	3,770	-

Voluntary Disclosure - Non-IPT for the nine months ended 30 September 2022 as these contracts entered with respective parties were signed prior to 30 April 2021 (Disposal of MS segment):

Name of Entity At Risk	Name of non-Interested Person	Nature of Relationship	Nature of Transaction	Aggregate value of all non-interested person transactions for the nine months ended 30 September 2022 (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) RMB'000
Shantou Sunpower Keying Thermal Power Co., Ltd.	Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Construction fee paid for Engineering, Procurement and Construction ("EPC") contract	70,132
Hebei Changrun Environmental Ltd.	Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Equipment cost paid for waste heat utilisation project	1,225
Hebei Changrun Environmental Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC contract	526
Hebei Changrun Environmental Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for heating engineering project	17,615
Xinjiang Sunpower Clean Energy Co., Ltd.	Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC contract	91,295
Xinjiang Sunpower Clean Energy Co., Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC contract	5,753

Name of Entity At Risk	Name of non-Interested Person	Nature of Relationship	Nature of Transaction	Aggregate value of all non-interested person transactions for the nine months ended 30 September 2022 (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) RMB'000
Xintai Zhengda Thermoelectric Co., Ltd.	Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Equipment cost paid for EPC contract	1,173
Xintai Zhengda Thermoelectric Co., Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd. <u>AND</u> Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC contract	40,720
Xintai Zhengda Thermoelectric Co., Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC Contract Industrial Steam Pipeline Project	7,524
Qingdao Xinyuan Thermal Power Co., Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for heating engineering project	38,483
Zhangjiagang Yongxing Thermal Power Co., Ltd.	Jiangsu Sunpower Pipe-Line Engineering Technology Co., Ltd.	Associate of controlling shareholders	Construction fee paid for EPC contract	1,029

Note:

On 26 July 2022, Jiangsu Sunpower Pipe-line Engineering Technology Co., Ltd. (the "pipeline company") has been disposed by Sunpower Technology (Jiangsu) Co., Ltd. to unrelated third parties, which are not interested person of the Group. As a result, transactions entered between the Group and the pipeline company on and from 26 July 2022 are no longer interested person transactions within the meaning of Chapter 9 of the Listing Manual

14. Negative confirmation pursuant to Rule 705(5). (Not required for announcement on full year results)

We do hereby confirm on behalf of the Board of Directors of the Company (“the Board”) that, to the best of our knowledge nothing has come to the attention of the Board which may render the unaudited financial statements for the third quarter and nine months ended 30 September 2022 to be false or misleading in any material aspect.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in [Appendix 7.7](#)) under [Rules 720\(1\)](#).

The Company has obtained undertakings from all directors and executive officers.

For and on behalf of the
Board of Directors of
SUNPOWER GROUP LTD.

Ma Ming
Executive Director and Chief Executive Officer

Yang Zheng
Lead Independent Director

BY ORDER OF THE BOARD

Ma Ming
Executive Director and Chief Executive Officer

10 November 2022