



WULING MOTORS HOLDINGS LIMITED 五菱汽車集團控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

2017 INTERIM REPORT 中期報告

HKEx Stock Code 香港聯交所股份代號：305



CORPORATE PROFILE

Wuling Motors Holdings Limited (“Wuling Motors Holdings” or the “Company”) and its subsidiaries (collectively referred to as the “Wuling Group” or the “Group”) are principally engaged in the businesses of trading and manufacturing of automotive components, engines and specialized vehicles. Our Group’s corporate goal is to grasp the tremendous business opportunities arising from the rapidly growing automobile industry in China and Asia. We supply engines and automotive components to commercial-type mini-vehicles and passenger vehicles. We are also a qualified enterprise for manufacturing electrical mini-truck in China. The Group’s main production facilities are located in Liuzhou, Qingdao and Chongqing. Since 2011, we have been ranked as one of the Fortune China 500 Enterprises.

企業簡介

五菱汽車集團控股有限公司（「五菱汽車控股」或「本公司」）及其附屬公司（統稱「五菱集團」或「本集團」）的主要業務為從事汽車零部件、發動機及專用汽車之銷售及製造業務，以把握中國及亞洲市場迅速發展所帶來的重大商機為集團的經營發展目標。我們為商用微車及乘用車提供發動機及汽車零部件。我們亦為擁有生產小型電動貨車資質之企業，主要製造設施設於柳州、青島及重慶，並自二零一一年起已獲評為財富中國500強企業之一。

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董事會致辭

RESULTS AND PERFORMANCES

We are pleased to present the unaudited results of Wuling Motors Holdings Limited (the “Company” and together with its subsidiaries the “Group” or “Wuling Motors”) for the six months ended 30 June 2017.

The first half of 2017 continued to be full of challenges and opportunities to the automobile industry in China. With the undergoing structural changes of the market and the implementation of the fundamental supply side reform measures, the automobile industry entered into the stage of development emphasizing an equilibrium of growth and quality. Adhering to our operating policies of “Pursuing Growth Amid Stability, Optimizing Business Structure, Promoting Sustainable Development”, Wuling Motors managed to enhance quality and efficiency, continued to adjust our enterprise structure and promoted business transformation, unremittingly identifying new business goals for strategic development without compromising the long-standing scale of operation and healthy growth. Despite a relatively tough business environment, the Group recorded a total revenue of RMB8,628,678,000 for the first six months of 2017, representing a slight increase of 1.5% as compared to the corresponding period in last year.

Gross profit for the period under review was RMB861,294,000, representing a slight decrease of 0.5%. Growth of businesses in the passenger vehicles segment from the new products of the automotive components and other industrial services divisions benefited the business performance of the Group for the period. The positive impact from the gross profit margin performance was however impeded by the increases in the prices of raw material during the period.

Meanwhile, increases in the staff cost in response to the keen competition in the human resources market and the recruitment of the management and administrative workforce for the newly established plants and facilities and other ongoing projects undertaken by the Group had also offset the positive impact from a reduction in the research and development expenses, which resulted in an increase in the administrative expenses during the period.

Net profit of the Group for the first half of 2017 was RMB138,553,000, representing an increase of approximately 2.9% as compared to the corresponding period in last year. Profits attributable to the owners of the Company was RMB76,103,000, representing an increase of approximately 14.9%.

業績及表現

我們欣然提呈五菱汽車集團控股有限公司（「本公司」）連同其附屬公司統稱「本集團」或「五菱汽車」）截至二零一七年六月三十日止六個月之未經審核業績。

二零一七年上半年，中國汽車行業仍然充滿困難及機遇。隨著市場結構變化持續及供給側結構改革措施實行，汽車行業踏入重視增長及品質兼備的發展階段。秉持「穩中求進、優化結構、持續發展」之經營方針，五菱汽車努力提升質素與效益、持續調整企業架構及推動業務轉型，在不影響其長期經營規模與健康發展的情況下不斷物色新的策略發展業務目標。儘管經營環境較為艱困，本集團於二零一七年首六個月錄得總收入人民幣8,628,678,000元，較去年同期輕微增加1.5%。

回顧期內，毛利輕微減少0.5%至人民幣861,294,000元。來自汽車零部件及其他工業服務分部旗下乘用車分部新產品所帶動之業務增長利好本集團期內業務表現。然而，毛利率表現之正面影響被期內原材料價格上升抵銷。

與此同時，人力資源市場的激烈競爭，以及為新建廠房及設施和本集團進行的其他項目而招聘管理及行政人員均導致員工成本上升，亦抵銷了研發開支減少的正面影響，導致期內行政開支上升。

於二零一七年上半年，本集團錄得淨利潤人民幣138,553,000元，較去年同期增加約2.9%。本公司擁有人應佔溢利為人民幣76,103,000元，增加約14.9%。

MESSAGES FROM THE BOARD OF DIRECTORS

董事會致辭

On 23 May 2017, the Company issued a convertible loan notes of a principal amount of HK\$400,000,000 to Wuling (Hong Kong) Holdings Limited (“Wuling HK”), our controlling shareholder, as approved by the independent shareholders of the Company at a special general meeting held on 16 December 2016. The convertible loan notes which bear interest at 4% per annum would be eligible to be converted into a total number of 571,428,571 fully paid up shares of the Company at an initial conversion price of HK\$0.70 per share.

In connection with the issue of these convertible loan notes and as approved by the independent shareholders of the Company at the abovementioned special general meeting, the Company had also completed the first instalment of capital injection into Liuzhou Wuling Motors Industrial Company Limited (“Wuling Industrial”), our non-wholly owned subsidiary, by contributing an additional sum of RMB340,000,000 in cash to Wuling Industrial of which RMB161,126,100 was contributed to the registered capital of Wuling Industrial and RMB178,873,900 was contributed to the capital reserves of Wuling Industrial. Upon completion of this capital injection, the registered capital of Wuling Industrial was increased from RMB1,042,580,646 to RMB1,203,706,746 and the Company’s equity interest in Wuling Industrial on an enlarged basis was increased by approximately 6.04% to approximately 60.90%. Completion of the capital injection in Wuling Industrial enabled the Company to have a greater equity share of the business operation of Wuling Industrial, our principal operating arm in the automobile industry, whereas, the issue of the convertible loan notes to Wuling HK demonstrated the long term commitment of the ultimate controlling shareholder Guangxi Automobile Holdings Limited (“Guangxi Automobile”) in the Company.

The Company is in the process of considering the financing means for completing the second instalment of capital injection into Wuling Industrial amounting to RMB250,000,000 which will be due on or before 31 December 2017. Upon completion of the second instalment, the Company’s equity interest in Wuling Industrial on an enlarged basis will be further increased by approximately 3.51% to approximately 64.41%.

於二零一七年五月二十三日，本公司已按於二零一六年十二月十六日舉行的股東特別大會獲本公司獨立股東批准發行本金額為400,000,000港元的可換股貸款票據予其控股股東五菱（香港）控股有限公司（「五菱香港」）。可換股貸款票據按年利率4%計息，可按初步兌換價每股0.70港元兌換為合共571,428,571股本公司繳足股份。

就發行該等可換股貸款票據及按於上述股東特別大會獲本公司獨立股東所批准，本公司亦已完成對非全資附屬公司柳州五菱汽車工業有限公司（「五菱工業」）的第一期注資，即以現金向五菱工業增資人民幣340,000,000元，其中人民幣161,126,100元已撥入五菱工業之註冊資本，而人民幣178,873,900元已撥入五菱工業之資本儲備。完成注資後，五菱工業之註冊資本已從人民幣1,042,580,646元增加至人民幣1,203,706,746元，且本公司按經擴大基準持有五菱工業之股權已增加約6.04%至約60.90%。完成對五菱工業注資使本公司對其主要汽車行業營運分支五菱工業的業務營運分佔較大股權比例，而發行可換股貸款票據予五菱香港亦顯示本公司最終控股股東廣西汽車集團有限公司（「廣西汽車」）的長遠承擔。

本公司正在審視完成五菱工業第二期注資人民幣250,000,000元（於二零一七年十二月三十一日或之前將會到期）的融資方法。完成第二期注資後，本公司按經擴大基準於五菱工業的股權將進一步增加約3.51%至約64.41%。

MESSAGES FROM THE BOARD OF DIRECTORS

董事會致辭

OPPORTUNITIES AND CHALLENGES

The economic environment in China continued to undergo certain structural adjustments during the first half of 2017, being the second year of the China's "13th Five Year Plan". As China's economy entered the stage of stable development, it was inevitable that enterprises would face intensifying competition and new challenges in their respective industries. Supported by the continuous growth in the local economy and increasing demands from the consumers, the automobile industry in China maintained its momentum of growth for the first half of 2017. Total number of motor vehicles sold in China increased moderately by 3.8% on a year-on-year basis and reached 13.3 million vehicles, in which the pace of growth of the segment of passenger vehicles was slowed down following consecutive years of impressive expansion.

During the period, in co-operation with customers and business partners, new products were continuously developed and launched in response to the dynamic market environment. We confidently expect some of which would become the next growth drivers of revenue of the Group in the years ahead. In addition, enhancement and upgrading projects were also initiated in the established facilities such as the Liuzhou Hexi Industrial Facilities and the Qingdao Facilities and the newly setup facilities such as the Liudong Facilities and the Chongqing Facilities to provide the required fundamental platforms for furthering our business potential and development strategies. Completion of these enhanced facilities empowered by the essential elements of automation and intelligent manufacturing systems would necessarily ensure our competitive strength in the market for future business development and other transformation projects. Meanwhile, the Group has also been actively implementing the expansion programme of our first overseas production base located in Indonesia to develop our overseas businesses concurrently our key customer, which is progressing satisfactorily and is expected to commence operation in the second half of 2017.

In line with the specific business environment and the strategy of our key customer, the Group had undertaken certain strategic changes in our business operations recently. In particular for our engines and parts and automotive components and other industrial services divisions, our business focus had been gradually shifted from a high reliance on the mini-vehicles segment to a balanced mix of contribution from the mini-vehicles and the passenger vehicles segments. This strategic change had continued to work as the driving forces of the engines and parts and the automotive components and other industrial services divisions which would be beneficial to the profitability of the Group in future.

機遇及挑戰

於二零一七年（即中國「十三五規劃」的第二年）上半年，中國營商環境繼續經歷若干結構調整。由於中國經濟進入穩定發展階段，企業難免面對各自行業加劇的競爭及新挑戰。受惠於本土經濟持續增長及消費者需求不斷上升，中國汽車行業於二零一七年上半年保持增長勢頭。中國汽車銷售總量按年穩步上升3.8%至13,300,000輛，當中，乘用車分部的增長步伐在連續數年顯著增長後有所放緩。

期內，透過與客戶及業務夥伴合作，我們持續開發及推出新產品以迎合多變市況，並深信其中部分將於未來數年成為帶動本集團收益增長之新動力。既有設施（如柳州河西工業基地及青島生產線）及新建設施（如柳東基地及重慶基地）亦展開改良及升級項目，為延展業務潛力及發展策略提供所需基本平台。完成該等設施改良項目後，在自動化及智能生產系統基本元素的推動下，可為未來業務發展及其他轉化項目確實保證我們的市場競爭力。同時，本集團亦積極進行位於印尼首個海外生產基地之擴張項目，目前進展順利並預期於二零一七年下半年開始投產。

為配合特殊營商環境及主要客戶策略，本集團近期亦著手改變若干業務營運策略，尤其就我們的發動機及部件以及汽車零部件及其他工業服務分部業務組成方面，我們將業務重點由高度依賴微型商用車分部逐步轉移至以微型商用車與乘用車之平衡組合。此策略變動繼續推動發動機及部件和汽車零部件及其他工業服務分部發展，有助本集團的未來盈利能力。

MESSAGES FROM THE BOARD OF DIRECTORS

董事會致辭

While the Group has been actively monitoring the changing business environment when implementing business strategies, we have never underestimated the risks associated with excessive capacities and dynamic market situations. Therefore, apart from implementing appropriate capacity expansion strategies, the Group has also undertaken quality services oriented and technical re-engineering programs to further strengthen our product quality standard and technical capability so as to stay competitive in the industry. The Group believes this combined strategy is essential for the corporate development of an enterprise in this challenging environment.

The Group is full of confidence in the long term growth potential of the China automobile industry and realizes in business, challenges and opportunities are indistinguishable to each other. An effective business model can translate challenges into opportunities, which to a great extent, relies on the determined goals and effective strategies of the enterprises.

To cope with the challenges as well as to grasp the opportunities in the automobile industry, the Group has been conscientiously undertaken the following strategies and programs:

- a. Re-engineering of our product structure in response to the market needs in quest for continued growth of the automobile manufacturing business by pursuing steady growth in the proportion of sales of automotive parts and components for the passenger vehicles segment under the automotive components and other industrial services division and the launching of new products of our engines and parts and specialized vehicles divisions serving the needs of the market trend;
- b. Constructing of a new frame of enterprise structure endowed with "Multiple Growth Drivers With Diverse Profit Streams" through an optimal positioning and scale operation of the production facilities in different geographical locations and in exploring opportunities arisen from abroad for our principal products such as engines and chassis components and the streamlining and restructuring exercises of our ancillary products such as car seat products and trading of raw materials under our key business segments;
- c. Establishing of an intelligent production system to pave the way for the upcoming development of intelligent manufacturing through the adoption of innovative industrialization programmes such as "Internet +" and "Industry 4.0" and the undertaking of the automation exercises for the established facilities and the newly setup facilities;

本集團於執行經營策略時密切注視營商環境變化，從不低估產能過剩及市況波動帶來之風險。因此，除實施適當產能擴充策略外，本集團亦開展以優質服務為導向之技術改造方案，務求進一步提高產品質量標準及技術能力，從而保持在業界之競爭力。本集團相信，在這個充滿挑戰之環境中，此雙管齊下策略對企業發展而言不可或缺。

本集團對於中國汽車行業之長遠增長潛力充滿信心，並深明在商業領域中，挑戰與機遇並存。有效商業模式能夠將挑戰轉化為機遇，而在很大程度上，這有賴於企業定立之明確目標及有效策略。

為應對汽車行業之挑戰及把握機遇，本集團一直認真實施以下策略及方案：

- a. 重整產品架構，回應市場需求，以追求汽車製造業務持續增長。尋求汽車零部件及其他工業服務分部的乘用車零部件銷售比例穩步增長，以及發動機及部件及專用汽車分部推出新產品以滿足市場趨勢的需求；
- b. 以「多點開花，齊頭並進」為宗旨為主要業務分部建立新企業結構框架。為就主要產品（例如發動機及底盤零部件）在不同地區優化定位及生產設施營運規模並物色海外機遇，以及為配套產品（例如汽車座椅產品）及原材料買賣進行簡化及重整工作；
- c. 建立智能生產系統以迎來智能製造發展之路。採納創新工業化計劃（如「互聯網+」及「工業4.0」）及為既有設施及新建設施實行自動化運作；

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- d. Enhancing of the efficiency and effectiveness in operation and management decision making processes through implementation of the lean management system and the benchmarking exercises with the proven global manufacturing systems of the renowned key customers and business partners; and
- e. Building of an effective management team and workforce through active investment in the human resources with the appropriate human resources policies.
- d. 提高營運及管理決策過程的效率和效力。實施精簡的管理系統及為知名主要客戶及業務夥伴所認可的全球製造系統實行基準測試工作；及
- e. 建立有效的管理團隊及工作小組。積極投資人力資源和實施合適的人力資源政策。

OUTLOOK

The Group envisages business environment in China to be highly competitive and challenging in this year and the years ahead. Keen competitive business environment will continue to pressurize the automobile related enterprises in formulating appropriate business and market strategies responding to the dynamic market situation. Meanwhile, cyclical fluctuations in the local economy will continue to cause market sentiments to be more conservative and selective. However, being the world largest automobile market, the Group is full of confidence and considers the existing challenges can be overcome by effective strategies and will be beneficial to the industry in the long run. Despite the challenges and difficulties faced under the current market environment, the Group expects the China economy will continue to expand. Rising income of the general public attributable to the sustained economic growth will necessarily encourage demands for motor vehicles and provide promising business opportunities to the Group.

Through conscientious plans and efforts of the Group, the management is confident that our long term business potential in the China automobile industry will continue to be strengthened. With the continuous supports from Guangxi Automobile, our ultimate controlling shareholder and joint venture partner, and our customers, we firmly believe the business prospect of the Group is promising and will bring rewards to our shareholders.

On behalf of the Board

YUAN Zhijun

Chairman

31 August 2017

展望

本集團預期，中國今年及未來數年營商環境將充滿競爭及極具挑戰性。競爭激烈的營商環境將繼續迫使汽車相關企業就不斷變化的市況制定合適業務及市場策略。同時，本土經濟週期性波動將繼續令市場氣氛更趨審慎及選擇性。然而，本集團對全球最大汽車市場充滿信心，並認為可透過實行有效策略克服現有挑戰，長遠而言將有利於行業發展。儘管目前市場環境帶來挑戰及困難，本集團預期中國經濟仍可繼續增長。經濟持續增長令廣大民眾更為富裕，必然刺激汽車需求並為本集團帶來商機。

憑藉一絲不苟之計劃及努力，管理層相信本集團在中國汽車行業之長遠業務潛力將繼續得到加強。在最終控股股東兼合資夥伴廣西汽車及一眾客戶之不懈支持下，我們深信本集團之業務前景一片光明，日後定為股東帶來回報。

代表董事會

主席

袁智軍

二零一七年八月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATION REVIEW — BY KEY BUSINESS SEGMENTS

The business performance and evaluation of the Group's three main business segments namely (1) engines and related parts; (2) automotive components and other industrial services; and (3) specialized vehicles for the first half of 2017 are detailed below:

Engines and Related Parts

Total revenue (based on external sales) of the engines and related parts division for the six months ended 30 June 2017 was RMB1,708,146,000, representing a decrease of 29.9% as compared to the corresponding period in last year. Operating profit for the respective period was RMB76,881,000, representing an increase of 1.5% as compared to the corresponding period in last year.

Total number of engines sold by the subsidiary, Liuzhou Wuling Liuji Motors Company Limited ("Wuling Liuji"), for the first half of 2017 was approximately 180,000 units, representing a decrease of approximately 35.7% as compared to corresponding period in last year.

During the period, sales to SGMW, our core customer, amounted to approximately RMB1,391,000,000 and continued to account for the majority portion of the division's revenue. Sales to SGMW were mainly attributable to the contribution from the NP18 model, the Group's first self-propriety engine which was launched in 2015 for passenger vehicles. A reduction in the sale volume of the NP18 model as compared to the impressive sales volume buoyed by the ground-breaking Baojun 560 model of SGMW in corresponding period in last year, resulted in a decrease in the sale volume and the total revenue of the engines and parts division on a year-on-year basis. However, when comparing with the sale volume of NP18 model achieved in the second half of 2016, which are primarily installed in the Baojun 730 and 560 model of SGMW, the sale performance of this division could be taken as relatively stable.

Meanwhile, as a long standing industry leader in the manufacturing of engines for the commercial mini-vehicles, Wuling Liuji continued to supply products to other automobile manufacturers in this market segment. Sales, primarily engine sets, to other customers amounted to approximately RMB317,000,000 for the first half of 2017, representing approximately 18.6% of the total revenue of this division.

經營回顧 — 主要業務分部

本集團三個主要業務分部（即(1)發動機及有關部件；(2)汽車零部件及其他工業服務；及(3)專用汽車）於二零一七年上半年之業務表現及評估詳情如下：

發動機及有關部件

截至二零一七年六月三十日止六個月，發動機及有關部件分部之總收入（以對外銷售為基準）為人民幣1,708,146,000元，較去年同期減少29.9%。有關期間之經營溢利為人民幣76,881,000元，較去年同期增加1.5%。

附屬公司柳州五菱柳機動力有限公司（「五菱柳機」）於二零一七年上半年出售發動機合共約180,000台，較去年同期減少約35.7%。

期內，售予核心客戶上汽通用五菱之銷售額約為人民幣1,391,000,000元，繼續為分部帶來主要收入貢獻。出售予上汽通用五菱之銷售額主要來自本集團首款擁有自主專利之乘用車專用NP18型號發動機所帶動，其於二零一五年推出。NP18型號的銷量有所下跌，因受去年同期上汽通用五菱旗下寶駿560型號橫空推出且銷量驚人影響，發動機及部件分部的銷售及總收入按年下跌。然而，倘與NP18型號（主要安裝於上汽通用五菱旗下寶駿730及560型號）於二零一六年下半年錄得的銷量比較，本分部的銷售表現則相對穩定。

同時，作為生產商用小型車發動機的長期行業領導者，五菱柳機持續向本市場分部的其他汽車生產商供應產品。於二零一七年上半年，來自其他客戶之銷售額（以發動機為主）約為人民幣317,000,000元，佔本分部總收入約18.6%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating margin slightly improved to 4.5% as compared to the corresponding period in last year. Despite a reduction in the sale volume and the total revenue, continuous improvement of the operations of the foundry facilities and gradual improvement in the production efficiency of the NP18 model at an optimal scale operation level benefited the profitability performance of this division through an improved gross profit margin and a decrease in warranty expenses incurred.

The production capacity of Wuling Liuji for the assembly functions at present is about 800,000 units a year, in which approximately 280,000 units are for the NP18 model, whereas the foundry facilities of cylinder block and cylinder head are having a capacity of 600,000 units. Wuling Liuji will continue to monitor the growth of customers' businesses volume in order to derive an optimum capacity and utilization level for its operations.

In the past, engines produced by Wuling Liuji were mainly for the commercial mini-vehicles which had been recognized as a trademark product in this particular market segment. However, to further expand the product range and to achieve higher technical capability, Wuling Liuji has actively undertaken development projects, either in house or in co-operation with other business partners, for the production of the upgraded engine products in serving the different needs of the customers, especially targeting at the passenger vehicles segment. Apart from the successfully launched NP18 model as previously mentioned, Wuling Liuji is currently undertaking projects in enhancing the NP18 model and in developing new products with greater capacity in serving the specific needs of the customers to further expand the products range of the business potential of the engines and parts division.

Going forward, Wuling Liuji will continue to focus on the research and development, as well as the marketing programmes of its existing and new products, so as to maintain its competitiveness in this market segment. The Group believes the increasing applications of the successfully launched higher end models to the passenger vehicles of SGMW and other new customers and the introduction of other new higher end products will enhance the business potential and the technical capability of Wuling Liuji which will contribute to its profitability in the coming years.

Automotive Components and Other Industrial Services

Total revenue (based on external sales) of the automotive components and other industrial services division for the six months ended 30 June 2017 was RMB5,573,857,000, representing an increase of 14.4% as compared to the corresponding period in last year. Operating profits for the respective period was RMB140,157,000, representing a decrease of 2.3% as compared to the corresponding period in last year.

相比起去年同期，經營溢利率輕微上升至4.5%。雖然銷量及總收入減少，惟鑄造設施營運持續改善，且在理想規模營運水平下NP18型號的生產效率逐步提升，有利該分部的盈利表現，此乃由於毛利率上升及所產生的保養開支減少。

五菱柳機目前裝配功能之生產能力約為每年800,000台，其中約280,000台用於NP18型號，而缸體及缸蓋鑄造設施之產能則為600,000台。五菱柳機將繼續留意客戶業務增長之情況，為其營運制定理想之產能及使用水平。

過去，五菱柳機生產之發動機主要用於商用小型車，並獲認定為該特定細分市場之商標產品。然而，為進一步擴展產品範疇及提升技術能力，五菱柳機透過內部或與其他業務夥伴合作，為生產升級發動機產品積極進行開發專案，滿足不同客戶需求，尤其針對乘用車分部。除上文所述成功推出NP18型號外，五菱柳機正在執行改良NP18型號的項目及發展性能更強大的新產品以滿足客戶的特定需求，進一步擴大產品範圍，發揮發動機及部件分部的業務潛力。

展望未來，五菱柳機將繼續專注研發及落實現有與新產品之營銷方案，以保持於此細分市場之競爭力。本集團相信，已成功推出的高檔型號越來越多地應用於上汽通用五菱及其他新客戶的乘用車，以及推出其他新高檔產品將有助提升五菱柳機之商業潛力及技術能力，為其未來數年之盈利能力帶來貢獻。

汽車零部件及其他工業服務

截至二零一七年六月三十日止六個月，汽車零部件及其他工業服務分部之總收入（以對外銷售為基準）為人民幣5,573,857,000元，較去年同期增加14.4%。相應期間之經營溢利為人民幣140,157,000元，較去年同期減少2.3%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The automotive components and other industrial services division, undertaken by our subsidiary, Wuling Industrial, continued to be the key supplier for supplying a majority portion of the key automotive components to SGMW. During the period, total sales to SGMW, comprised the range of products including the brake and the chassis assembly components, seat sets, various plastic and welding parts and other automotive accessories, continued to increase. Strong demands for and the impressive market share achieved by the key products of SGMW benefited the business performance of this division during this period. The satisfactory market performance of the passenger vehicles model such as Wuling Hongguang (五菱宏光) and the Baojun series (寶駿) of SGMW essentially contributed to the business performance and provide promising business potential to this division.

Operating margin slightly eased to 2.5% as compared to the corresponding period in last year. The positive effects from the launches of new models continued to benefit the operating margin of this division. This positive impact was however impeded by the increases in the prices of raw material during the period. Meanwhile, increases in the staff cost in response to the keen competition in the human resources market and the recruitment of the management and administrative workforce for the newly established plants and facilities and other ongoing projects undertaken by Wuling Industrial had also offset the positive impact from a reduction in the research and development expenses of this division.

With its long and established industry experiences, the automotive components and other industrial services division of the Group is particularly strong in product design and development. Its capability in supplying a wide range of products provides a one-stop shop services to the customers, whereas, the scalability of its production facilities ensures the particular needs of our key customer can be properly taken care of. Apart from its traditional well and established commercial mini-vehicles production capability, strategically, the automotive components and other industrial services division has progressed gradually to other higher value-added passenger vehicles, such as the sedan, MPV and SUV segments to further the profitability performance for the Group. In term of revenue contribution, the division has since successfully achieved a higher revenue share from the passenger vehicles segment as compared to the commercial mini-vehicles segment.

由本公司附屬公司五菱工業經營的汽車零部件及其他工業服務分部繼續擔當上汽通用五菱大部分關鍵汽車配件主要供應商之角色。期內，來自上汽通用五菱之銷售總額（一系列產品包括制動器及底盤系統組件、座椅、不同類型塑料件與沖焊件及其他汽車附件）持續攀升。上汽通用五菱各主要產品需求強勁，加上可觀的市場佔有率，令本分部之期內業務表現受惠。上汽通用五菱旗下五菱宏光及寶駿系列等乘用車型號之市場表現理想，亦為本分部之業務表現帶來莫大貢獻及優厚商業潛力。

經營溢利率較去年同期緩至2.5%。推出新型產品產生的正面效果，繼續惠及本分部的經營溢利率。惟此正面影響已因期內原材料價格上漲而受到削弱。與此同時，人力資源市場的激烈競爭，以及為新建廠房及設施和五菱工業進行的其他項目而招聘管理及行政人員均導致員工成本上升，亦抵銷了本分部研發開支減少的正面影響。

憑藉長久累積之豐富業界經驗，本集團旗下汽車零部件及其他工業服務分部尤其擅於設計及開發產品。本分部所供應產品範圍廣泛，可為客戶提供一站式服務，而其生產設施可靈活擴展以確保充分迎合主要客戶之特定需要。除商用小型車產能發展成熟外，策略上，汽車零部件及其他工業服務分部已逐步朝向發展其他高附加值乘用車（例如轎車、多用途車輛(MPVs)及運動型多用途車(SUVs)分部)以進一步提升本集團之盈利表現。按收入貢獻計，乘用車分部為本分部所貢獻收入比例已成功超越商用小型車分部。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In view of the anticipated growth of business of SGMW from the existing models and the launch of new models, the Group has been actively undertaken capacity expansion and upgrading programmes. With respect to the Liuzhou region, following the completion of the self-owned primary production base in Hexi Industrial Park, Liuzhou, with a site area of over 400,000 sqm., which is primarily for the mini-vehicles' components businesses in 2014, in response to the business strategy and the increasing orders of SGMW for the passenger vehicles, in particular for the sedans and MPVs, the division has established another production facility in the eastern district of Liuzhou ("Liudong Facilities"), which is mainly targeted at the types of sedan and MPV passenger vehicles' components businesses. The first and second phase of the Liudong Facilities, which is strategically located in adjacent to the passenger vehicles production base of SGMW, has become fully operational in last year.

Foreseeing a significant growth of passenger vehicles' components businesses and considering that the Liudong Facilities would gradually be fully utilized, Wuling Industrial had decided to expand its Liudong Facilities by undertaking the third phase development through the acquisition of a new industrial site with a site area of approximately 140,500 sqm. located adjacent to the Liudong Facilities at a consideration of RMB48,000,000. Acquisition of the industrial was concluded in late 2016, whereas construction work of foundation and infrastructure had been completed to ensure adequate production capacity could be available to serve the increasing needs from customers on a timely basis.

Apart from the production facilities in the Liuzhou region, Wuling Industrial had also recently formulated development plans for the other two main production facilities in China, i.e. the production facilities located in Qingdao and Chongqing. As for the production facilities in Qingdao, due to the launches of the new passenger vehicles by SGMW manufactured in their production base in Shandong, the production facilities located in Qingdao would be required to undertake certain technology advance and capacity expansion projects. Such projects, which would involve the construction of a new factory premises, the establishment of several large scale plastic injection production lines, as well as other automatic welding and assembly lines and the installation of industrial robots, is now progressing and is expected to be gradually start operational from the second half of 2017. With respect to the production facilities in Chongqing which had commenced operation for over a year in supplying automotive components to SGMW, Wuling Industrial is currently reviewing the second phase development in line with the expansion plan of SGMW and would initiate appropriate plans for further expansion of this production facility in due course.

考慮到上汽通用五菱來自現有型號及新推型號之預期業務增長，本集團一直積極開展產能擴充及提升項目。就柳州地區，位於柳州河西工業園佔地逾400,000平方米之自有主要生產基地（主要應付小型車零部件業務）於二零一四年竣工後，針對業務策略及上汽通用五菱之乘用車（尤其是轎車及多用途車輛）訂單增長，本分部已於柳州東區設立另一生產設施（「柳東設施」），主要以轎車及多用途車輛之零部件業務為目標。第一期及第二期柳東設施已於去年全面投入服務，策略性地鄰近上汽通用五菱之乘用車生產基地。

有見乘用車零部件分部業務將有顯著的增長，且考慮到柳東設施將逐步全面使用，五菱工業決定透過以代價人民幣48,000,000元收購鄰近柳東設施佔地面積約140,500平方米之新工業用地，以開展柳東設施之第三期發展工程，從而拓展柳東設施。該工業用地於二零一六年底完成收購，已完成地基及基礎設施的建築工程，以確保能提供充足產能以適時應付客戶日益增加的需求。

除柳州地區之生產設施外，五菱工業近期亦就中國其他兩個主要生產設施（即位於青島及重慶之生產設施）制定發展計劃。就青島生產設施而言，由於上汽通用五菱將在其於山東之生產基地開始生產新款乘用車，位於青島之生產設施將須進行若干技術改造及產能擴展項目。該等項目將涉及建築新廠房用地、設立多條大型注塑生產線、其他自動焊接及組裝線，以及安裝工業用機械人。該等項目正在進展階段，並預期於二零一七年下半年逐步開始投產。就位於重慶之生產設施而言，其已投產超過一年，並向上汽通用五菱供應汽車零部件，五菱工業目前正考慮配合上汽通用五菱之擴張計劃進行二期開發，並會於適當時候就進一步擴充該生產設施開展合適計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Over the past few years, the Group has taken strategic steps in China to transform from a single production point operation in Liuzhou into an inter-provincial production group with facilities in Guangxi, Shandong and Chongqing, accomplishing a synchronized expansion and improvement in terms of corporate size and core competitiveness, meanwhile establishing a sound foundation for the Group's business growth and sustainable development in the future. These strategic steps, accompanied with the satisfactory growth in the business volume of the SGMW and other customers over the past few years, have benefited the business performance of the Group. Apart from the improvement in business performance, these strategic steps over the past few years have also strengthened the commercial collaboration between the Group and SGMW in pursuing current businesses as well as other future business opportunities. As SGMW has been actively promoting its overseas business activities by establishing its production plant in Indonesia, the Group has kept pace with such development of SGMW and decided to develop its overseas businesses concurrently by establishing our first overseas production base located in Indonesia, which is progressing satisfactorily and is expected to commence scale operation in the second half of 2017.

Based on the current plan, the production plant in Indonesia will comprise a number of welding, stamping and assembly production lines for manufacturing of the automotive components for the rear suspension, front axle parts of vehicles, with a planned production volume of 100,000 sets/units per annum. Being the fourth largest population country in the world and in consideration of its recent economic development, the Group is of the view that there is great business potential for the automobile industry in Indonesia and consider that the geographical expansion of the Group's automotive components businesses in Indonesia is an appropriate expansion strategy for the Group.

於最近幾年間，本集團於中國進行策略部署，從柳州之單一生產據點，拓展至於廣西、山東及重慶之跨省聯動產業集團，促使企業規模和核心競爭力得到同步擴大和提高，同時為本集團未來的業務增長與持續發展奠定了良好基礎。此等策略部署，配合上汽通用五菱及其他客戶業務於最近幾年間之良好增長，使本集團之業務表現受益。除業務表現改善外，此等策略部署於最近幾年間亦加強了本集團與上汽通用五菱就進行現有業務及將來其他業務發展機會之商業合作。由於上汽通用五菱已積極籌建其位於印尼之生產設施以拓展其海外業務，本集團緊隨上汽通用五菱此等發展步伐，決定通過於印尼籌建首個海外生產基地與上汽通用五菱共同發展海外業務，現時進展令人滿意，並預期於二零一七年下半年投產。

按現時計劃，位於印尼之生產廠房將包括一定數目之焊接、沖壓及組裝生產線，用於生產汽車後懸架及前軸之各類型汽車零部件，計劃年產量為100,000套／台。作為世界第四大人口之國家及考慮其近期之經濟發展，本集團認為印尼汽車行業具有龐大業務發展潛力，並認為本集團於印尼發展汽車零部件業務這一地域擴張乃本集團適當之拓展策略。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In constructing a new frame of enterprise structure endowed with “Multiple Growth Drivers With Diverse Profit Streams”, Wuling Industrial has been actively reviewing the product mix within the automotive components and other industrial services division in formulating suitable operating and development strategies for individual product and business components in this division. As for the car seat products, which scale of operation is relatively small and the products are primarily focused on the commercial vehicles market with insignificant contribution to the Group’s revenue and profitability, Wuling Industrial had in July 2017 entered into agreement with the renowned Faurecia Group for the establishment of a joint venture enterprise for pursuing the business of car seat products in China. Wuling Industrial considers the recent development of SGMW in expanding the production of passenger vehicles would provide business opportunities in the car seat products, and therefore looks for suitable business partner for enhancing and upgrading its production knowhow in this area. The co-operation with Faurecia Group, being a global leading manufacturer in the business of automotive parts and components will provide essential technical support to the Wuling Industrial in further promoting its business opportunities in the car seat businesses for the existing customers as well as other new customers.

Notwithstanding the highly competitive market condition, the Group considers the competitive strength of its key customer, SGMW, in the market on the back of its successful models and the launch of new models will continue to provide strong supports to the operation of the automotive components and other industrial services division in the second half of 2017 and the years onwards.

Specialized Vehicles

Total revenue (based on external sales) of the specialized vehicles division undertaken by Wuling Industrial for the six months ended 30 June 2017 was RMB1,346,675,000, representing an increase of 12.9% as compared to the corresponding period in last year. Operating profit for the respective period was RMB16,163,000, representing an increase of 2.7%.

During this period, Wuling Industrial sold approximately 29,000 specialized vehicles, representing an increase of 3.6% as compared to the corresponding period in last year. Continuous launches of new models benefited the business performance of the division from which each of the key products of the division, including redecorated vans, non-road vehicles, mini-buses and school buses had experienced different extent of growth despite the highly competitive business environment.

五菱工業以「多點開花，齊頭並進」為宗旨建立新企業結構框架，積極檢討汽車零部件及其他工業服務分部的產品組合，為本分部的個別產品及業務部分制定合適的經營及發展策略。汽車座椅產品方面，其經營規模相對較小及產品主要專注商用車市場，對本集團的收入及盈利貢獻不大。五菱工業於二零一七年七月與知名的佛吉亞集團訂立協議成立合資公司，以於中國發展汽車座椅產品業務。五菱工業認為，上汽通用五菱擴大乘用車生產的近期發展會帶來汽車座椅產品的商機，因而尋求合適的業務夥伴，以豐富及提升其於此範疇的生產專門知識。與汽車配件及零部件業務的全球龍頭製造商佛吉亞集團合作，將為五菱工業帶來所需的技術支援，進一步促成汽車座椅業務為現有客戶及其他新客戶帶來的商機。

儘管市場環境競爭激烈，本集團認為，主要客戶上汽通用五菱憑藉成功車輛型號及新推型號而建立之市場競爭實力，於二零一七年下半年及未來數年將繼續大力支持汽車零部件及其他工業服務分部業務。

專用汽車

截至二零一七年六月三十日止六個月，由五菱工業承接的專用汽車分部之總收入（以對外銷售為基準）為人民幣1,346,675,000元，較去年同期增加12.9%。相應期間之經營溢利增加2.7%至人民幣16,163,000元。

期內，五菱工業出售約29,000輛專用汽車，較去年同期增加3.6%。持續推出新型號有利於本分部的業務表現，而本分部的各主要產品包括改裝廂式客貨車、非道路車、小型客車及校車，在競爭激烈的營商環境下，錄得不同程度的增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating margin maintained at 1.2% for the period. High portion of low margin products, market competition and increasing production costs continued to be the primary concerns for the division to tackle. Meanwhile, increasing costs of transportation and warranty expenses also limited the profitability performance of this division. To enhance the profitability of this division, strategically, Wuling Industrial has continued to work towards the direction of reducing the production of the lower margin redecorated vans and mini-container wagons products so as to reserve more capacity to other more profitable models, such as mini-school buses, sight-seeing cars and electrical vehicles.

The specialized vehicles division operates a comprehensive car assembly line which covers the production processes of welding, painting and assembly. The division has capability to produce more than a hundred different types of specially designed vehicles which serves the particular needs of customers, such as sightseeing bus, golf cart, police car, mini fire engine, postal van, ambulance, container wagon, refrigerator vehicle, heat preservation vehicle, garbage truck and electrical vehicles, etc. The customers range from government departments, public institutes, private enterprises with different sizes of operation to private individuals. Products are mainly sold in the domestic market covering the major provinces and cities across the country and the overseas markets.

The capability of the specialized vehicles division in the car assembly industry is originated from the long standing industry experiences of Wuling. In fact, the models designed and developed by the Group are mainly branded as "Wuling", which is itself a benchmark of quality products and services in the market. Wuling Industrial is also a qualified enterprise which possesses the capability for manufacturing new energy electrical minitruck in China. The division aims at playing an important part in the new energy vehicle segment and is actively pursuing various development plans for market expansions and enhancement of research capability. Being the primary focus of development of the division, electrical vehicle product has recently reached a stage of breakthrough. Certain products, including an electrical logistic vehicle have obtained notifications of government approval in 2016. Wuling Industrial planned to adopt the technical knowhow as developed from these electrical vehicles products as the platform to explore and develop a series of electrical specialized vehicles suitable for particular business segments. Meanwhile, the Group had also unremittingly developed new models of passenger mini-buses with improved quality and added features in response to market demands and enhanced regulatory standards. The Group expects the business development of these new models will benefit the profitability performance of the division.

期內，經營溢利率維持在1.2%。低利潤產品比例偏高、市場競爭及生產成本上漲繼續為本分部首要關注之課題。同時，運送及保養開支上升，亦限制本分部之盈利表現。為提升本分部之盈利能力，五菱工業持續朝着策略性減少生產低利潤之改裝廂式客貨車及微型廂式運輸車的方向，以預留更多產能生產如小型校車、觀光車及電動車等其他盈利能力較佳之產品。

專用汽車分部配備全面汽車裝配線，涵蓋焊接、塗裝及裝配等生產過程。本分部可生產過百種不同類型經特別設計之汽車型號以迎合客戶特定需要，例如觀光車、高爾夫球車、警車、迷你消防車、郵政車、救護車、微型廂式運輸車、冷藏車、保溫車、垃圾車及電動車。客戶包括政府部門、公營機構、大大小小私營企業以至個人客戶。產品主要銷往全國各大省市之本土市場及海外市場。

專用汽車分部在汽車裝配行業之實力源於五菱長年累月之業界經驗。事實上，本集團所設計及開發之型號主要以「五菱」作為品牌名稱，本身已是市場上優質產品及服務之象徵。五菱工業亦為國內有能力生產新能源電動小型貨車之合資格企業。本分部之目標為於新能源汽車行業中力爭重要席位，並積極推行各項有關市場擴展及提升研發能力之發展計劃。最近，分部重點發展之電動車產品已步入突破階段，其中若干產品包括電動物流車已於二零一六年獲得政府公告，五菱工業計劃以此電動車作技術平台延伸發展，開發適用於相關行業的一系列純電動專用車系列產品。同時，本集團亦不斷開發更高質量及更多功能之新型號小型客車，以迎合市場需求及提升監管標準。本集團預期新型號產品業務之開發，將有利於本分部之盈利表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Currently, production facilities of the specialized vehicles division of the Group are situated in Liuzhou and Qingdao with respective annual capacities of approximately 60,000 vehicles and 30,000 vehicles. Taking the advantages of having an existing operation in Chongqing, the Group has recently decided to establish a production plant for the assembly of specialized vehicles in the production facilities in Chongqing with planned annual capacity of approximately 15,000 vehicles, which will not only expand the capacity of the specialized vehicles division, but also facilitate geographical diversification which enables the benefits of quality services and cost effectiveness.

Going forward, the specialized vehicles division will continue to undertake research and development projects for new product, technical and capability improvement with specific focus on the new energy vehicles. Whilst the Group envisages the challenges facing this division, it remains confident in the long term business potential of this business segment.

Performance of Joint Ventures

Liuzhou Lingte Motor Technology Company Limited (“Liuzhou Lingte”), which was owned as to 51% by Wuling Liuji and formed with IAT Automobile Technology Co., Ltd., in November 2013 for purpose of developing the businesses of our owned proprietary V6 cylinder engine products, continued to making progress as planned during the period. Following the successful completion of the research and development of the 3.0L Advanced Model, Liuzhou Lingte had commenced the construction of the infrastructure and the main assembly line for initial production purpose in last year. During the period, small volume orders had been undertaken for trial run purpose. Upon satisfactory results from the trial run orders, Wuling Liuji and Liuzhou Lingte will work together to formulate appropriate marketing plan for launching the product to targeted customers. The successful development of the V6 products by Liuzhou Lingte will significantly enhance our products range and capability in the industry. Due to its initial operation, Liuzhou Lingte operated at a net loss for the six months ended 30 June 2017, in which RMB671,000 was attributable to the Group. As at 30 June 2017, the carrying value of the Group’s interests in Liuzhou Lingte amounted to RMB87,084,000.

Guangxi Weixiang Machinery Company Limited (“Guangxi Weixiang”), which was owned as to 50% by Wuling Industrial and formed with Guangxi Liugong Machinery Company Limited in August 2013 for developing the businesses of engineering machinery and other industrial vehicles products, continued to face with a tough business environment during the period. Guangxi Weixiang operated at a net loss for the six months ended 30 June 2017, in which RMB4,143,000 was attributable to the Group. After a series of impairment in prior years due to the continuous loss making situation, as at 30 June 2017, the carrying value of the Group’s interests in Guangxi Weixiang amounted to RMB1,734,000.

目前，本集團之專用汽車分部生產設施位於柳州及青島，各自年產能約為60,000輛及30,000輛。借助重慶現有之營運，本集團近日決定於重慶生產設施建設組裝專用汽車之生產廠房，計劃年產能約15,000輛汽車，不僅將擴大專用汽車分部產能，同時亦促進地域多元化發展，從而受惠於優質服務及成本效益。

展望未來，專用汽車分部將繼續推進新產品研發、技術改進及產能提升等工作，尤其針對新能源汽車。本集團相信，本分部仍面對多方面挑戰，惟對本分部之長遠業務潛力依然充滿信心。

合營企業表現

柳州菱特動力科技有限公司（「柳州菱特」）（由五菱柳機擁有51%，於二零一三年十一月與阿爾特汽車技術股份有限公司籌組，旨在發展擁有自主專利之V6（V形6缸）發動機產品之業務）於期內繼續按計劃發展。成功完成研發3.0升進階型號後，柳州菱特於去年開始建設基礎設施及主組裝生產線以供初步生產用途。期內已承接少數訂單以供試行運作。倘試行運作結果理想，五菱柳機及柳州菱特將合作制定適合的營運計劃，以向目標客戶推銷產品。柳州菱特成功開發V6產品將大幅加強我們的產品類型及行業實力。截至二零一七年六月三十日止六個月，柳州菱特因初步營運錄得淨虧損，其中本集團應佔虧損為人民幣671,000元。於二零一七年六月三十日，本集團於柳州菱特的權益賬面值為人民幣87,084,000元。

廣西威翔機械有限公司（「廣西威翔」）（由五菱工業擁有50%，於二零一三年八月與廣西柳工機械股份有限公司籌組，旨在發展工程機械及其他工業用車之業務）於期內繼續面對艱困的經營環境。廣西威翔於截至二零一七年六月三十日止六個月錄得淨虧損，其中本集團應佔虧損為人民幣4,143,000元。由於持續錄得虧損導致過往數年產生連串減值，於二零一七年六月三十日，本集團於廣西威翔的權益賬面值為人民幣1,734,000元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With respect to other interests in joint ventures held by the Group, which were engaged in the automotive components businesses, the aggregate net losses attributable to the Group for the six months ended 30 June 2017 were RMB556,000, whereas, the aggregate carrying value of the Group's interests amounted to RMB13,808,000 as at 30 June 2017.

On 3 July 2017, Wuling Industrial entered into agreement with the renowned Faurecia Group for the establishment of a joint venture company for pursuing the business of car seat products in China which will be owned as to 50% each by Wuling Industrial and Faurecia Group. As mentioned above, Wuling Industrial considers the recent development of SGMW in expanding the production of passenger vehicles would provide business opportunities in the car seat products, and therefore looks for suitable business partner for enhancing and upgrading its production knowhow in this area. The co-operation with Faurecia Group, being a global leading manufacturer in the business of automotive parts and components will provide essential technical support to the Wuling Industrial in further promoting its business opportunities in the car seat businesses for the existing customers as well as other new customers.

In accordance with the joint venture agreement, Wuling Industrial and Faurecia Group will each contribute cash in the amount of RMB75 million to the newly formed joint venture company.

Meanwhile, pursuant to the joint venture agreement, after the establishment of the joint venture company, Wuling Industrial and the joint venture company shall enter into ancillary agreements in relation to, among other things, the acquisition of the machinery and equipment of Wuling Industrial which are currently used for the production of car seat products located in Liuzhou and Qingdao, the PRC for the purpose of facilitating the business and operation of the joint venture company.

Wuling Industrial and Faurecia Group are now proceeding the necessary procedures for the establishment of the joint venture company.

就本集團持有的其他合營企業（從事汽車零部件業務）權益而言，於截至二零一七年六月三十日止六個月本集團應佔淨虧損總額為人民幣556,000元，而於二零一七年六月三十日，本集團權益的賬面總值為人民幣13,808,000元。

於二零一七年七月三日，五菱工業與知名的佛吉亞集團訂立協議成立合資公司，以於中國發展汽車座椅產品業務，其將由五菱工業及佛吉亞集團各自擁有50%。誠如上文所述，五菱工業認為，上汽通用五菱擴大乘用車生產的近期發展會帶來汽車座椅產品的商機，因而尋求合適的業務夥伴，以豐富及提升其於此範疇的生產專門知識。與汽車配件及零部件業務的全球龍頭製造商佛吉亞集團合作，將為五菱工業帶來所需的技術支援，進一步促成汽車座椅業務為現有客戶及其他新客戶帶來的商機。

根據合資協議，五菱工業及佛吉亞集團將各自注入現金人民幣75,000,000元至新成立的合資公司。

同時，根據合資協議，成立合資公司後，五菱工業與合資公司將訂立附屬協議，內容關於（其中包括）收購五菱工業位於中國柳州及青島的機器及設施，其目前用作生產汽車座椅產品，以促進合資公司的業務及營運。

五菱工業及佛吉亞集團正在辦理成立合資公司的所需手續。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

Group's turnover for the six months ended 30 June 2017 was RMB8,628,678,000, representing a slight increase of 1.5% as compared to the corresponding period in last year. Growth of businesses in the passenger vehicles segment from the new products of the automotive components and other industrial services divisions continued to benefit the business performance of the Group for the period, despite a slowdown of the businesses in the engines and parts division. Overall, strong market presence and increasing demands to the products of our key customer ensured a relatively stable performance of the Group in the automobile industry in China.

Gross profit for the period under review was RMB861,294,000, representing a slight decrease of 0.5%. Gross margin of the Group declined moderately to 10.0% for the period. Growth of businesses in the passenger vehicles segment from the new products of the automotive components and other industrial services divisions benefited the business performance of the Group for the period. The positive impact from the gross profit margin performance was however impeded by the increases in the prices of raw material during the period. Besides, the relatively low gross margin condition continued to reflect the keen competition environment in the automobile industry in China.

Meanwhile, increases in the staff cost in response to the keen competition in the human resources market and the recruitment of the management and administrative workforce for the newly established plants and facilities and other ongoing projects undertaken by the Group had also offset the positive impact from a reduction in the research and development expenses, which resulted in an increase in the administrative expenses during the period.

Net profit of the Group for the first half of 2017 was RMB138,553,000, representing an increase of approximately 2.9% as compared to the corresponding period in last year. Profits attributable to the owners of the Company was RMB76,103,000, representing an increase of approximately 14.9%.

On 23 May 2017, the Company issued a convertible loan notes of a principal amount of HK\$400,000,000 to Wuling HK, our controlling shareholder, as approved by the independent shareholders of the Company at a special general meeting held on 16 December 2016. The convertible loan notes which bear interest at 4% per annum would be eligible to be converted into a total number of 571,428,571 fully paid up shares of the Company at an initial conversion price of HK\$0.70 per share.

財務回顧

簡明綜合損益及其他全面收益報表

截至二零一七年六月三十日止六個月，本集團之營業額為人民幣8,628,678,000元，較去年同期輕微上升1.5%。儘管發動機及部件分部業務表現放緩，汽車零部件及其他工業服務分部的新產品帶動乘用車分部業務增長，繼續利好本集團期內業務表現。總括而言，強大的市場影響力及主要客戶對產品的需求與日俱增，確保本集團在中國汽車行業的表現相對平穩。

回顧期內，毛利為人民幣861,294,000元，輕微下降0.5%。本集團之毛利率於期內溫和下跌至10.0%。汽車零部件及其他工業服務分部的新產品帶動乘用車分部業務增長，利好本集團期內業務表現。然而，毛利率實績的積極影響受制於期內原材料價格上漲。此外，相對較低的毛利率繼續反映中國汽車行業競爭激烈。

與此同時，人力資源市場的競爭激烈情況，以及為新建廠房及設施和本集團進行的其他項目而招聘管理及行政人員致員工成本上升，亦抵銷了研發開支減少的正面影響，導致期內行政開支上升。

於二零一七年上半年，本集團之淨利潤為人民幣138,553,000元，較去年同期增加約2.9%。本公司擁有人應佔溢利為人民幣76,103,000元，增加約14.9%。

於二零一七年五月二十三日，本公司已按於二零一六年十二月十六日舉行的股東特別大會獲本公司獨立股東批准發行本金額為400,000,000港元的可換股貸款票據。我們的控股股東五菱香港。可換股貸款票據按年利率4%計息，可按初步兌換價每股0.70港元兌換為合共571,428,571股本公司繳足股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In connection with the issue of these convertible loan notes and as approved by the independent shareholders of the Company at the abovementioned special general meeting, the Company had also completed the first instalment of capital injection into Wuling Industrial, our non-wholly owned subsidiary, by contributing an additional sum of RMB340,000,000 in cash to Wuling Industrial of which RMB161,126,100 was contributed to the registered capital of Wuling Industrial and RMB178,873,900 was contributed to the capital reserves of Wuling Industrial. Upon completion of this capital injection, the registered capital of Wuling Industrial was increased from RMB1,042,580,646 to RMB1,203,706,746 and the Company's equity interest in Wuling Industrial on an enlarged basis was increased by approximately 6.04% to approximately 60.90%. Completion of the capital injection in Wuling Industrial enabled the Company to have a greater equity share of the business operation of Wuling Industrial, our principal operating arm in the automobile industry, whereas, the issue of the convertible loan notes to Wuling HK demonstrated the long term commitment of the ultimate controlling shareholder, Guangxi Automobile in the Company.

The Company is in the process of considering the financing means for completing the second instalment of capital injection into Wuling Industrial amounting to RMB250,000,000 which will be due on or before 31 December 2017. Upon completion of the second instalment, the Company's equity interest in Wuling Industrial on an enlarged basis will be further increased by approximately 3.51% to approximately 64.41%.

Other income comprised primarily bank interest income, sales of scrap materials and parts, government subsidies and other services income was in aggregate RMB51,086,000 for the six months ended 30 June 2017, representing an increase of 23.6% as compared to the corresponding period in last year due to increases of interest income and government subsidies.

Other gains and losses amounted to a net gain of RMB9,621,000 for the six months ended 30 June 2017, which comprised primarily loss on disposals of certain property, plant and machinery, exchange gain on the convertible loan notes and the impairment loss reversed in respect of trade receivables during the period.

Share of results of joint venture ventures registered a total losses of RMB5,370,000 for the six months ended 30 June 2017 primarily attributable to the net operating losses of Guangxi Weixiang incurred for the period.

就發行該等可換股貸款票據及按於上述股東特別大會獲本公司獨立股東所批准，本公司亦已完成對非全資附屬公司五菱工業的第一期注資，即以現金向五菱工業增資人民幣340,000,000元，其中人民幣161,126,100元已撥入五菱工業之註冊資本，而人民幣178,873,900元已撥入五菱工業之資本儲備。注資完成後，五菱工業之註冊資本已從人民幣1,042,580,646元增加至人民幣1,203,706,746元，且本公司按經擴大基準持有五菱工業之股權已增加約6.04%至約60.90%。完成對五菱工業的注資使本公司對其主要汽車行業營運分支五菱工業的業務營運分佔較大股權比例，而發行可換股貸款票據予五菱香港亦顯示本公司最終控股股東廣西汽車的長遠承擔。

本公司正在審視完成五菱工業第二期注資人民幣250,000,000元（於二零一七年十二月三十一日或之前將會到期）的融資方法。完成第二期注資後，本公司按經擴大基準於五菱工業的股權將進一步增加約3.51%至約64.41%。

截至二零一七年六月三十日止六個月，其他收入（主要包括銀行利息收入、銷售廢料及部件政府補助及其他服務收入）合計為人民幣51,086,000元，較去年同期增加23.6%，原因是利息收入及政府補助增加。

截至二零一七年六月三十日止六個月，其他收益及虧損合計為人民幣9,621,000元之淨收益，主要由出售若干物業、廠房及設備之虧損，來自可換股貸款票據之匯兌收益，以及期內就應收賬項撥回減值虧損所致。

截至二零一七年六月三十日止六個月，應佔合營企業之業績錄得虧損合共人民幣5,370,000元，主要由於期內產生廣西威翔之經營虧損淨額所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Selling and distribution costs of the Group comprised primarily transportation costs, warranty expenses and other marketing expenses were in aggregate RMB177,266,000 for the six months ended 30 June 2017, representing an increase of 5.9% as compared to the corresponding period in last year due to an increase in the transportation costs resulting from the tightening safety requirements as imposed by the government on highway transportation. The increase in transportation cost was however alleviated by the gradual decrease in warranty expenses as benefited from an improvement in production efficiency of the engines and parts division during the period.

General and administrative expenses of the Group comprised primarily salary and allowances, various insurance expenses, rental expenses and other administrative expenses were in aggregate RMB420,654,000 for the six months ended 30 June 2017, representing an increase of 27.6% as compared to the corresponding period in last year. As mentioned above, increases in the staff cost in response to the keen competition in the human resources market and the recruitment of the management and administrative workforce for the newly established plants and facilities and other ongoing projects undertaken by the Group resulted in an increase in the administrative expenses during the period despite the positive impact from a reduction in the research and development expenses.

Research and development expenses for the six months ended 30 June 2017 amounted to RMB89,542,000, representing a decrease of 52.7% as compared to the corresponding period in last year. The Group will continue to prudently carry out research and development projects in accordance with the strategic plan in furthering its future business opportunities.

Finance costs for the six months ended 30 June 2017 amounted to RMB58,438,000, representing an increase of 19.5% as compared to the corresponding period in last year due to an increase in the interest rates during the period and the finance cost of RMB4,993,000 incurred for the abovementioned convertible loan notes issued by the Company. Besides, the balances had also included the finance costs of RMB22,288,000 which were the interest expenses payable to Guangxi Automobile. To contain finance costs of the Group, Guangxi Automobile provided various sources of finance to the Group through borrowings and/or bills discounting activities at the most favourable terms offered in the market.

截至二零一七年六月三十日止六個月，本集團之銷售及分銷成本（主要包括運輸成本、保養開支及其他市場推廣開支）合計為人民幣177,266,000元，較去年同期增加5.9%，此乃由於政府加強監管公路運輸安全規定，令運輸成本上升。然而，運輸成本上漲因保養開支逐步減少令情況得以緩和，這受惠於期內發動機及部件分部的生產效能得以改善所致。

截至二零一七年六月三十日止六個月，本集團之一般及行政開支（主要包括薪金及津貼、各項保險費、租金開支及其他行政開支）合計為人民幣420,654,000元，較去年同期增加27.6%。誠如上文所述，雖然有研發開支減少所帶來之正面影響，但人力資源市場的競爭激烈，以及為新建廠房及設施和本集團進行的其他項目而招聘管理及行政人員致員工成本上升，導致期內行政開支上升。

截至二零一七年六月三十日止六個月，研發開支較去年同期減少52.7%至人民幣89,542,000元。本集團將配合未來業務發展機遇之策略計劃，繼續審慎進行研發項目。

截至二零一七年六月三十日止六個月，融資成本較去年同期增加19.5%至人民幣58,438,000元，主要由於期內利率上升所致，且前文所述本公司發行的可換股貸款票據產生的融資成本人民幣4,993,000元。此外，該等融資成本結餘亦包括應付予廣西汽車的利息支出人民幣22,288,000元，為了控制本集團之融資成本，廣西汽車透過借貸及／或票據貼現按市面上最佳條款向本集團提供各類融資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Basic earnings per share for the six months ended 30 June 2017 was RMB4.15 cents, representing an increase of approximately 15.0% as compared to corresponding period in last year, in which the adjustments in relation to the abovementioned convertible loan notes issued by the Company had been accounted for. Earnings per share on fully diluted basis was RMB4.10 cents, representing an increase of approximately 14.8%.

Condensed Consolidated Statement of Financial Position

As at 30 June 2017, total assets and total liabilities of the Group stood at RMB14,187,572,000 and RMB11,959,270,000 respectively.

Non-current assets amounted to RMB3,262,161,000 comprised mainly property, plant and equipment, prepaid lease payments, deposits paid for acquisition of property, plant and equipment and interests in joint ventures, etc.

Current assets amounted to RMB10,925,411,000 comprised mainly inventories of RMB712,010,000, trade and other receivables and bill receivables of RMB8,067,471,000 (inclusive of bills receivables discounted with recourse but not yet matured amounting to RMB2,657,050,000), pledged bank deposits of RMB1,232,965,000 and bank balances and cash of RMB905,518,000. Amount due from SGMW, a related company and a key customer in the engines and automotive components businesses of the Group amounted to RMB3,756,412,000 was recorded as trade and other receivables in the condensed consolidated statement of financial position. These receivables balances were subject to normal commercial settlement terms.

Current liabilities amounted to RMB11,698,696,000, comprised mainly trade and other payables of RMB7,777,351,000, provision for warranty of RMB156,215,000, tax payable of RMB73,584,000, derivative financial instrument in relation to the convertible loan notes issued by the Company of RMB130,786,000, current portion of the convertible loan notes of RMB1,448,000, bank and other borrowings — due within one year of RMB930,378,000 and advances drawn on bills receivables discounted with recourse of RMB2,628,934,000. The corresponding bills receivables discounted with recourse to these advances amounting to RMB2,657,050,000 were recorded as trade and other receivables which would be offset against upon maturity.

截至二零一七年六月三十日止六個月，每股基本盈利為人民幣4.15分，較去年同期增加約15.0%，已計及前文所述本公司發行的可換股貸款票據的有關調整；按全面攤薄基礎計算之每股盈利為人民幣4.10分，增加約14.8%。

簡明綜合財務狀況表

於二零一七年六月三十日，本集團之總資產及總負債分別為人民幣14,187,572,000元及人民幣11,959,270,000元。

非流動資產為人民幣3,262,161,000元，主要包括物業、廠房及設備、預付租賃款項、收購物業、廠房及設備之已付訂金及於合營企業之權益等。

流動資產為人民幣10,925,411,000元，主要包括存貨人民幣712,010,000元、應收賬項及其他應收款項與應收票據人民幣8,067,471,000元（包括附追索權但未到期的已貼現應收票據人民幣2,657,050,000元）、已質押銀行存款人民幣1,232,965,000元及銀行及現金結餘人民幣905,518,000元。應收關聯公司兼本集團發動機與汽車零部件業務主要客戶上汽通用五菱款項人民幣3,756,412,000元於簡明綜合財務狀況表列作應收賬項及其他應收款項。該等應收款項結餘受一般商業結算條款約束。

流動負債為人民幣11,698,696,000元，主要包括應付賬項及其他應付款項人民幣7,777,351,000元、保養撥備人民幣156,215,000元、應付稅項人民幣73,584,000元、有關本公司發行可換股貸款票據的衍生金融工具人民幣130,786,000元、可換股貸款票據的流動部份為人民幣1,448,000元、於一年內到期之銀行及其他借貸人民幣930,378,000元及附追索權之已貼現應收票據所提取墊款人民幣2,628,934,000元。有關墊款之相應附追索權之已貼現應收票據人民幣2,657,050,000元已記錄為應收賬項及其他應收款項，並將於到期日抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group recorded net current liabilities of RMB773,285,000 as at 30 June 2017, which had been decreased as compared to the net current liabilities of RMB972,575,000 as at 31 December 2016.

Non-current liabilities amounted to RMB260,574,000 comprised mainly convertible loan notes of RMB219,251,000, deferred income of RMB16,072,000 and deferred tax liability of RMB25,251,000.

Liquidity and Capital Structure

During the six months ended 30 June 2017, the operating and investing activities of the Group were mainly satisfied by the financing activities of the Group through the drawdown of bank borrowings, the bill receivables discounted and the funds raised from the issue of the convertible loan notes as detailed below. The Group considers the application of alternative means of financing, i.e. bank borrowings and bill discounting activities in terms of the respective finance cost consideration.

Besides, to contain finance costs of the Group, Guangxi Automobile provided sources of finance to the Group through bill discounting activities at the most favourable terms offered in the market.

As at 30 June 2017, total bank balances and cash maintained by the Group amounted to RMB905,518,000. Besides, pledged bank deposits amounting to RMB1,232,965,000 were also maintained to secure the banking facilities offered to the Group.

The Group's bank borrowings (other than advances drawn on bill receivables discounted with recourse) amounted to RMB930,378,000 as at 30 June 2017, which were increased substantially since last year to serve as an alternative source of finance due to an increase in the interest rates charged on the bill receivables discount activities during the period. Meanwhile the outstanding advances drawn on bill receivables discounted with resource as at 30 June 2017 were RMB2,628,934,000 which were also substantially increased during the period. The corresponding bill receivables discounted with recourse to these advances amounting to RMB2,657,050,000 were recorded as trade and other receivables which would be off set against upon maturity. The Company will closely monitor the financial and liquidity position of the Group, as well as the situation of the financial market from time to time in arriving at an appropriate financing strategy for the Group.

本集團於二零一七年六月三十日錄得淨流動負債人民幣773,285,000元，較二零一六年十二月三十一日錄得之淨流動負債人民幣972,575,000元有所減少。

非流動負債為人民幣260,574,000元，主要包括可換股貸款票據人民幣219,251,000元、遞延收入人民幣16,072,000元及遞延稅項負債人民幣25,251,000元。

流動資金及資本結構

截至二零一七年六月三十日止六個月，本集團主要透過提取銀行借款、貼現應收票據及發行可換股貸款票據募集資金（詳情見下文）之融資活動償付本集團經營及投資活動。本集團根據相關融資成本考量各項替代融資方法（即銀行借款及票據貼現活動）的使用情況。

此外，為了控制本集團之融資成本，廣西汽車透過票據貼現活動按市面上最佳條款向本集團提供融資來源。

於二零一七年六月三十日，本集團有銀行及現金結餘合共人民幣905,518,000元。此外，已質押銀行存款人民幣1,232,965,000元，作為本集團獲授銀行融資的抵押。

於二零一七年六月三十日，本集團（除附追索權之已貼現應收票據所提取墊款）之銀行借貸為人民幣930,378,000元，自去年起大幅增加以作替代融資來源，此乃由於期內對應收票據貼現活動收取的利率上升所致。同時，於二零一七年六月三十日，就附追索權之貼現應收票據所提取之未償還墊款金額為人民幣2,628,934,000元，亦於期內大幅增加。該等墊款之相關附追索權之貼現應收票據金額為人民幣2,657,050,000元，已記錄為應收款賬項及其他應收款項，並於到期時抵銷。本公司將密切監察本集團之財務及流動資金狀況以及不時之金融市場情況，以便制定適合本集團之融資策略。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 23 May 2017, the Company issued a convertible loan notes of a principal amount of HK\$400,000,000 to Wuling HK, our controlling shareholder, as approved by the independent shareholders of the Company at a special general meeting held on 16 December 2016. The convertible loan notes which bear interest at 4% per annum would be eligible to be converted into a total number of 571,428,571 fully paid up shares of the Company at an initial conversion price of HK\$0.70 per share. In connection with the issue of these convertible loan notes and as approved by the independent shareholders of the Company at the abovementioned special general meeting, the Company had also completed the first instalment of capital injection into Wuling Industrial, our non-wholly owned subsidiary, by contributing an additional sum of RMB340,000,000 in cash to Wuling Industrial of which RMB161,126,100 was contributed to the registered capital of Wuling Industrial and RMB178,873,900 was contributed to the capital reserves of Wuling Industrial. Upon completion of this capital injection, the registered capital of Wuling Industrial was increased from RMB1,042,580,646 to RMB1,203,706,746 and the Company's equity interest in Wuling Industrial on an enlarged basis was increased by approximately 6.04% to approximately 60.90%. Completion of the capital injection in Wuling Industrial enabled the Company to have a greater equity share of the business operation of Wuling Industrial, our principal operating arm in the automobile industry, whereas, the issue of the convertible loan notes to Wuling HK demonstrated the long term commitment of the ultimate controlling shareholder Guangxi Automobile in the Company.

The Company is in the process of considering the financing means for completing the second instalment of capital injection into Wuling Industrial amounting to RMB250,000,000 which will be due on or before 31 December 2017. Upon completion of the second instalment, the Company's equity interest in Wuling Industrial on an enlarged basis will be further increased by approximately 3.51% to approximately 64.41%.

Total equity attributable to the shareholders of the Company, comprised primarily the share premium, PRC general reserve, contributed surplus, capital reserve, other reserves and retained profits, amounted to RMB1,229,300,000 as at 30 June 2017. Net asset value per share was approximately RMB66.9 cents as at 30 June 2017.

於二零一七年五月二十三日，本公司已按於二零一六年十二月十六日舉行的股東特別大會獲本公司獨立股東批准發行本金額為400,000,000港元的可換股貸款票據予其控股股東五菱香港。可換股貸款票據按年利率4%計息，可按初步兌換價每股0.70港元兌換為合共571,428,571股本公司繳足股份。就發行該等可換股貸款票據及按於上述股東特別大會獲本公司獨立股東所批准，本公司亦已完成對非全資附屬公司五菱工業的第一期注資，即以現金向五菱工業增資人民幣340,000,000元，其中人民幣161,126,100元已撥入五菱工業之註冊資本，而人民幣178,873,900元已撥入五菱工業之資本儲備。完成注資後，五菱工業之註冊資本已從人民幣1,042,580,646元增加至人民幣1,203,706,746元，且本公司按經擴大基準持有五菱工業之股權已增加約6.04%至約60.90%。完成對五菱工業的注資使本公司對其主要汽車行業營運分支五菱工業的業務營運分佔較大股權比例，而發行可換股貸款票據予五菱香港亦顯示本公司最終控股股東廣西汽車的長遠承擔。

本公司正在審視完成五菱工業第二期注資人民幣250,000,000元（於二零一七年十二月三十一日或之前將會到期）的融資方法。完成第二期注資後，本公司按經擴大基準於五菱工業的股權將進一步增加約3.51%至約64.41%。

於二零一七年六月三十日，本公司股東應佔權益總額（主要包括股份溢價、中國一般儲備、實繳盈餘、資本儲備、其他儲備及保留溢利）為人民幣1,229,300,000元。於二零一七年六月三十日，每股資產淨值約為人民幣66.9分。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pledge of Assets

At 30 June 2017, a property held by the Group in Hong Kong with an aggregate value of RMB4,971,000 was pledged to secure the bank loans granted to Group. Besides, bank deposits amounting to RMB1,232,965,000 and bills receivables discounted with recourse amounting to RMB2,657,050,000 were pledged to the banks mainly to secure certain banking facilities offered to the Group.

Exposure to Fluctuation in Exchange Rates

At 30 June 2017, the Group maintained Hong Kong dollar convertible loan notes comprising both the liability component and the derivative component equivalent to RMB351,485,000, Hong Kong dollar bank loans and other payables equivalent to an aggregate amount of RMB53,425,000 and Hong Kong dollar bank deposits and other receivables equivalent to an aggregate amount of RMB35,513,000. In comparison with the relative size of the Group's assets, liabilities and main transactions which are denominated in RMB, the Group regarded its exposure to fluctuations in exchange rates and currencies to be reasonable and would monitor the foreign exchange exposures of the Group as well as the prevailing market condition in arriving at appropriate strategy.

Commitments

At 30 June 2017, the Group has outstanding commitments, contracted but not provided for in the financial statements, in respect of the acquisitions of construction in progress and property, plant and equipment amounting to RMB350,660,000.

Contingent Liabilities

At 30 June 2017, the Group did not have any contingent liabilities.

資產抵押

於二零一七年六月三十日，本集團於香港持有總值人民幣4,971,000元之物業已抵押，作為本集團獲授銀行貸款之擔保。此外，人民幣1,232,965,000元之銀行存款及人民幣2,657,050,000元之附追索權之已貼現應收票據均已抵押予銀行，主要作為本集團獲提供若干銀行融資之擔保。

匯率波動風險

於二零一七年六月三十日，本集團持有等值人民幣351,485,000元之港元可換股貸款票據（包括負債部分及衍生工具部分）、等值共計人民幣53,425,000元之港元銀行貸款及其他應付款項及等值共計人民幣35,513,000元之港元銀行存款及其他應收款項。與本集團以人民幣計值之資產、負債及主要交易之相對規模相比，本集團認為所承受匯率及貨幣波動風險誠屬合理，並會監管本集團的外匯風險，以及根據現行市況釐定適當策略。

承擔

於二零一七年六月三十日，本集團就收購在建工程以及物業、廠房及設備有已訂約但未在財務報表撥備之未償還承擔人民幣350,660,000元。

或然負債

於二零一七年六月三十日，本集團並無任何或然負債。

DISCLOSURE OF INTERESTS 權益披露

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2017, the interests of the directors of the Company ("Director(s)") and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of Securities and Futures ordinance ("SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), contained in Appendix 10 of the Rules Governing the Listing of Securities ("Listing Rules") were as follows:

Long positions
好倉

董事於股份、相關股份及債券之權益

於二零一七年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記冊所記錄，或根據證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及香港聯合交易所有限公司（「聯交所」），本公司董事（「董事」）及其聯繫人於本公司及其相聯法團（定義見證券及期貨條例）之股份、相關股份及債券中之權益如下：

Names of Director 董事姓名	Capacity 身份	Approximate % of the total number of	
		Number of Shares held 所持股份數目	Shares in issue* 所佔已發行股份總 數概約百分比(%)*
Mr. Lee Shing ("Mr. Lee") 李誠先生（「李先生」）	Interest in controlled corporation (Note) 受控制公司之權益（附註）	281,622,914	15.34%
	Beneficial owner 實益擁有人	3,090,900	0.17%
	Interest held by spouse 配偶權益	1,648,480	0.09%
	Sub-total 小計	286,362,294	15.60%
Ms. Liu Yaling 劉亞玲女士	Beneficial owner 實益擁有人	2,060,600	0.11%
Mr. Ye Xiang 葉翔先生	Beneficial owner 實益擁有人	1,030,300	0.06%

Note: This represents the shares of the Company ("Shares") held by Dragon Hill Development Limited ("Dragon Hill"), a company wholly-owned by Mr. Lee.

附註：指由俊山發展有限公司（「俊山」，由李先生全資擁有之公司）所持本公司股份（「股份」）。

* The percentage has been adjusted (if any) based on the total number of Shares in issue as at 30 June 2017 (i.e. 1,835,821,841).

* 有關百分比已根據於二零一七年六月三十日之已發行股份總數（即1,835,821,841股）作出調整（如有）。

DISCLOSURE OF INTERESTS

權益披露

Save as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as 30 June 2017 which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

At no time during the period ended 30 June 2017 was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文所披露者，於二零一七年六月三十日，各董事或其聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債券中，概無任何須記錄於本公司根據證券及期貨條例第352條存置之登記冊內或須根據標準守則另行知會本公司及聯交所之權益或淡倉。

董事購買股份及債券之權利

於截至二零一七年六月三十日止期內任何時間，本公司、其附屬公司、其同系附屬公司或其控股公司概無訂立任何安排，致使董事可透過購買本公司或任何其他法人之股份或債券而獲利。

DISCLOSURE OF INTERESTS

權益披露

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

主要股東於本公司股份及相關股份之權益及淡倉

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at 30 June 2017, the following shareholders of the Company ("Shareholder(s)") (other than the Directors) had notified the Company of their relevant interests in the issued share capital of the Company:

本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，於二零一七年六月三十日，下列本公司股東（「股東」）（董事除外）已向本公司知會彼等於本公司已發行股本中之有關權益：

Long positions
好倉

Name of Shareholder 股東姓名／名稱	Capacity 身份	Nature of interest 權益性質	Number of Shares held 所持股份數目	Approximate % of the total number of Shares in issue* 所佔已發行股份總數概約百分比(%)*
Dragon Hill (Note 1) 俊山（附註1）	Beneficial owner 實益擁有人	Corporate 公司	281,622,914	15.34%
Wuling (Hong Kong) Holdings Limited ("Wuling HK") (Notes 2 & 3) 五菱（香港）控股有限公司 （「五菱香港」）（附註2及3）	Beneficial owner 實益擁有人	Corporate 公司	1,028,846,806	56.04%
		Unlisted derivatives 非上市衍生工具	571,428,571	31.13%
		Sub-total 小計	1,600,275,377	87.17%
Wuling Motors (Hong Kong) Company Limited ("Wuling Motors") (Notes 2 & 3) 五菱汽車（香港）有限公司 （「五菱汽車」）（附註2及3）	Interest in controlled corporation 受控制公司之權益	Corporate 公司	1,028,846,806	56.04%
		Unlisted derivatives 非上市衍生工具	571,428,571	31.13%
		Sub-total 小計	1,600,275,377	87.17%
Guangxi Automobile Holdings Limited# ("Guangxi Automobile") (Notes 2 & 3) 廣西汽車集團有限公司 （「廣西汽車」）（附註2及3）	Interest in controlled corporation 受控制公司之權益	Corporate 公司	1,028,846,806	56.04%
		Unlisted derivatives 非上市衍生工具	571,428,571	31.13%
		Sub-total 小計	1,600,275,377	87.17%

For identification purposes only
僅供識別

DISCLOSURE OF INTERESTS

權益披露

Notes:

- (1) Dragon Hill, a company wholly-owned by Mr. Lee, is beneficially interested in 281,622,914 Shares. This parcel of Shares has also been disclosed as long position of Mr. Lee under the above section of "DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES".
 - (2) The entire issued share capital of Wuling HK is currently held by Wuling Motors, whereas the entire issued share capital of Wuling Motors is currently held by Guangxi Automobile. Accordingly, Wuling Motors and Guangxi Automobile are deemed to be interested in the Shares in which Wuling HK is interested under the SFO.
 - (3) The unlisted derivatives referred to the 571,428,571 Shares (conversion shares) issuable to Wuling HK upon exercise in full of the conversion rights attaching to the convertible notes issued to Wuling HK pursuant to the subscription agreement dated 13 October 2016, details of which may refer to the Company's announcement dated 13 October 2016 and 23 May 2017 and the Company's circular dated 28 November 2016.
- * The percentage has been adjusted (if any) based on the total number of Shares in issue as at 30 June 2017 (i.e. 1,835,821,841 Shares).

Other than as disclosed above as at 30 June 2017, the Company has not been notified of any other relevant interests and short position in the shares and underlying shares of the Company or any of its associated corporation, which had been recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the Shareholders on 28 May 2012, a share option scheme (the "Share Option Scheme") with an expiry date on 27 May 2022 was adopted by the Company.

For the period from 1 January 2017 to 30 June 2017 and up to date of this interim report, there was no share option granted, outstanding, exercised, lapsed and cancelled under the Share Option Scheme.

附註:

- (1) 由李先生全資擁有之公司俊山實益持有281,622,914股股份。該批股份亦於上文「董事於股份、相關股份及債券之權益」一節內披露為李先生之好倉。
 - (2) 五菱香港全部已發行股本現時由五菱汽車持有，而五菱汽車之全部已發行股本現時則由廣西汽車持有。故此，五菱汽車及廣西汽車根據證券及期貨條例被視作於五菱香港擁有權益之股份中擁有權益。
 - (3) 非上市衍生工具指當悉數行使根據日期為二零一六年十月十三日之認購協議向五菱香港發行之可換股票據所附帶兌換權時可發行予五菱香港之571,428,571股股份（兌換股份），有關詳情請參閱本公司日期為二零一六年十月十三日及二零一七年五月二十三日之公告及本公司日期為二零一六年十一月二十八日之通函。
- * 有關百分比已根據於二零一七年六月三十日之已發行股份總數（即1,835,821,841股）作出調整（如有）。

於二零一七年六月三十日，除上述所披露者外，本公司並無獲知會已記錄於根據證券及期貨條例第336條存置之登記冊內之本公司或其任何相聯法團股份及相關股份中任何其他有關權益及淡倉。

購股權計劃

根據股東於二零一二年五月二十八日通過之普通決議案，本公司已採納購股權計劃（「購股權計劃」），其將於二零二二年五月二十七日屆滿。

於二零一七年一月一日至二零一七年六月三十日期間及至本中期報告日期止，概無購股權按照購股權計劃獲授出、未行使、已行使、已作廢及已註銷。

OTHER INFORMATION 其他資料

INTERIM DIVIDEND

The Board did not recommend the declaration of an interim dividend for the six months ended 30 June 2017 (Period ended 30 June 2016: Nil).

PURCHASE, REDEMPTION AND SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the period ended 30 June 2017 (Period ended 30 June 2016: Nil).

CORPORATE GOVERNANCE

The Company recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs. During the period ended 30 June 2017, the Company complied with the code provisions on Corporate Governance Practices Code contained in Appendix 14 of the Listing Rules which sets out the principles of good corporate governance and the code provisions.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code of conduct regarding directors' dealings in the Company's securities (the "Own Code") on terms no less exacting than the Model Code as amended from time to time. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Own Code and the Model Code throughout the period ended 30 June 2017.

AUDIT COMMITTEE

As at the date of this interim report, the Audit Committee, comprising the three independent non-executive directors, namely Mr. Ye Xiang (the Chairman), Mr. Zuo Duofu and Mr. Wang Yuben, has been established in accordance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing, inter alia, supervision over the Group's financial reporting, internal controls and risk management systems. The terms of reference of the Audit Committee are currently disclosed on the websites of the Company and the Stock Exchange.

中期股息

董事會不建議宣派截至二零一七年六月三十日止六個月之中期股息（截至二零一六年六月三十日止期間：無）。

購買、贖回及出售本公司之上市證券

於截至二零一七年六月三十日止期間內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券（截至二零一六年六月三十日止期間：無）。

企業管治

本公司深明優良企業管治對本公司健康發展之重要性，故致力尋求及釐定切合本公司需要之企業管治常規。於截至二零一七年六月三十日止期間內，本公司已符合上市規則附錄14所載企業管治常規守則之守則條文，當中載列良好企業管治原則及守則條文。

遵守董事進行證券交易之標準守則

本公司已就董事買賣本公司證券採納行為守則（「本身守則」），其條款不遜於上市規則附錄10所載之標準守則（經不時修訂）。本公司已向全體董事作出具體查詢，董事確認彼等於截至二零一七年六月三十日止期間一直遵守本身守則及標準守則。

審核委員會

於本中期報告日期，審核委員會已按上市規則第3.21條之規定成立，由三名獨立非執行董事葉翔先生（主席）、左多夫先生及王雨本先生組成，以審閱及監察（其中包括）本集團之財務申報、內部監控及風險管理系統。審核委員會之職責範圍現已於本公司及聯交所網站披露。

OTHER INFORMATION

其他資料

At the request of the Audit Committee, the Company's auditors, Deloitte Touche Tohmatsu, had carried out a review of the unaudited interim financial information of the Company for the six months ended 30 June 2017 in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. The unaudited interim financial information of the Company for the six months ended 30 June 2017 has also been reviewed by the Audit Committee.

HUMAN RESOURCES AND REMUNERATION POLICY

At 30 June 2017, the Group had approximately 12,900 employees, including contracted staff members and workers. Total staff costs for the six months ended 30 June 2017 were approximately RMB436,912,000, representing an increase of approximately 20.8% as compared to the corresponding period in last year. The increases were in response to the keen competition in the human resources market and the recruitment of the management and administrative workforce for the newly established plants and facilities and other ongoing projects undertaken by the Group. The remuneration policy was reviewed in line with the current applicable legislation, market conditions as well as the performance of the Company and the individual on an annual basis.

Besides, as at date of this interim report, the remuneration committee of the Company ("Remuneration Committee"), comprising the three independent non-executive directors, namely Mr. Zuo Duofu (the Chairman), Mr. Ye Xiang and Mr. Wang Yuben, established under the Board, makes recommendations on and give approval to the remuneration policy, structure and remuneration packages of the executive Directors and the senior management of the Company. The terms of reference of the Remuneration Committee are currently disclosed on the websites of the Company and the Stock Exchange.

The Group regards human resources as an essential element for the growth of a corporation and therefore pays serious attention to its human resources management. The Group maintains a set of established and comprehensive management policy aiming at promoting common corporate goals among employees. The policy which covers the remuneration structure, training and staff development encourages healthy competitive environment which bring mutual benefits to both the Group and the employees.

APPROVAL OF INTERIM REPORT

The interim report and the unaudited condensed consolidated financial statements for the six months ended 30 June 2017 were approved and authorized for issue by the Board on 31 August 2017.

應審核委員會要求，本公司核數師德勤•關黃陳方會計師行已按香港會計師公會頒佈之香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」審閱截至二零一七年六月三十日止六個月本公司之未經審核中期財務資料。截至二零一七年六月三十日止六個月本公司之未經審核中期財務資料亦已由審核委員會審閱。

人力資源及薪酬政策

於二零一七年六月三十日，本集團約有12,900名僱員，包括合約員工及勞務人員。截至二零一七年六月三十日止六個月之員工成本總額約為人民幣436,912,000元，較去年同期增加約20.8%。有關增幅源於人力資源市場的激烈競爭，以及為新建廠房及設施和本集團進行的其他項目而招聘管理及行政人員所致。薪酬政策已按現行適用法律、市況、本公司業績及個別員工表現每年加以檢討。

此外，於本中期報告日期，董事會轄下由三名獨立非執行董事左多夫先生（主席）、葉翔先生及王雨本先生組成之本公司薪酬委員會（「薪酬委員會」）會就本公司之執行董事及高級管理層之薪酬政策、架構及薪酬組合提出建議並加以批准。薪酬委員會之職責範圍現已於本公司及聯交所網站披露。

本集團視人力資源為企業發展重要元素，故極為關注人力資源管理。本集團維持一套明確而全面之管理政策，宗旨為於僱員間培養共同目標。有關政策涵蓋薪酬架構、培訓及員工發展各方面，鼓勵良性競爭環境，從而將為本集團及僱員帶來共同利益。

批准中期報告

本中期報告及截至二零一七年六月三十日止六個月未經審核簡明綜合財務報表經董事會於二零一七年八月三十一日批准及授權刊發。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
簡明綜合財務報表審閱報告



**TO THE BOARD OF DIRECTORS OF
WULING MOTORS HOLDINGS LIMITED**
(incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Wuling Motors Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 31 to 58, which comprises the condensed consolidated statement of financial position as of 30 June 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致五菱汽車集團控股有限公司董事會

(於百慕達註冊成立之有限公司)

緒言

我們已審閱刊載於第31至58頁之五菱汽車集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表,包括於二零一七年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合損益及其他全面收益報表、權益變動表及現金流量表,以及若干說明附註。香港聯合交易所有限公司證券上市規則規定,須遵照其有關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)就中期財務資料編製報告。貴公司董事負責按照香港會計準則第34號編製及呈報本簡明綜合財務報表。我們之責任為遵照我們已同意之受聘條款,根據我們之審閱結果就本簡明綜合財務報表作出總結,並僅向全體董事報告。除此之外,本報告不作其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

31 August 2017

審閱範圍

我們按照香港會計師公會頒佈之香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」進行審閱。該等簡明綜合財務報表之審閱包括作出查詢，而主要查詢對象為負責財務及會計事宜之人士，以及運用分析及其他審閱程序。由於審閱範圍遠小於按照香港審核準則進行審核之範圍，故未能保證我們能知悉審核可辨識之所有重大事宜。因此，我們並不發表審核意見。

總結

根據我們之審閱結果，我們並不知悉任何事宜，致使我們相信簡明綜合財務報表於所有重大方面未有按照香港會計準則第34號編製。

德勤•關黃陳方會計師行

執業會計師

香港

二零一七年八月三十一日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益報表

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

			Six months ended 30 June 截至六月三十日止六個月	
			2017 二零一七年	2016 二零一六年
			RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註			
Revenue		收入		
Cost of sales		銷售成本	8,628,678 (7,767,384)	8,502,171 (7,636,169)
Gross profit		毛利	861,294	866,002
Other income		其他收入	51,086	41,340
Other gains and losses		其他收益及虧損	9,621	1,490
Selling and distribution costs		銷售及分銷成本	(177,266)	(167,358)
General and administrative expenses		一般及行政開支	(420,654)	(329,722)
Research and development expenses		研發開支	(89,542)	(189,115)
Share of results of joint ventures		應佔合營企業之業績	(5,370)	(3,741)
Finance costs		融資成本	(58,438)	(48,916)
Profit before taxation		除稅前溢利	170,731	169,980
Income tax expense		所得稅開支	(32,178)	(35,310)
Profit for the period		期內溢利	138,553	134,670
Other comprehensive expense:		其他全面開支:		
<i>Items that may be subsequently reclassified to profit or loss</i>		<i>日後可能重新歸類至損益之項目</i>		
Exchange differences arising from translation of foreign operations		換算海外業務所產生之匯兌差額	(3,300)	(44)
Total comprehensive income for the period		期內全面收益總額	135,253	134,626
Profit for the period attributable to:		以下各方應佔期內溢利:		
Owners of the Company		本公司擁有人	76,103	66,217
Non-controlling interests		非控股權益	62,450	68,453
			138,553	134,670
Total comprehensive income for the period attributable to:		以下各方應佔期內全面收益總額:		
Owners of the Company		本公司擁有人	72,803	66,173
Non-controlling interests		非控股權益	62,450	68,453
			135,253	134,626
Earnings per share		每股盈利		
— Basic		— 基本	RMB4.15 cents 人民幣4.15分	RMB3.61 cents 人民幣3.61分
— Diluted		— 攤薄	RMB4.10 cents 人民幣4.10分	RMB3.57 cents 人民幣3.57分

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2017 於二零一七年六月三十日

			30 June 2017 二零一七年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	2,454,165	2,474,743
Prepaid lease payments	預付租賃款項		301,259	244,887
Premium on prepaid lease payments	預付租賃款項之溢價		835	848
Investment properties	投資物業	9	9,134	8,532
Interests in joint ventures	於合營企業之權益		102,626	103,916
Deposits paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之訂金		384,142	304,944
Available-for-sale investment	可供出售投資		10,000	10,000
			3,262,161	3,147,870
CURRENT ASSETS	流動資產			
Inventories	存貨		712,010	1,468,151
Trade and other receivables	應收賬項及其他應收款項	10	8,067,471	5,898,441
Prepaid lease payments	預付租賃款項		7,447	6,088
Pledged bank deposits	已質押銀行存款		1,232,965	302,630
Bank balances and cash	銀行結餘及現金		905,518	1,559,741
			10,925,411	9,235,051
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬項及其他應付款項	11	7,777,351	8,657,663
Provision for warranty	保養撥備	12	156,215	162,952
Tax payable	應付稅項		73,584	153,553
Bank borrowings	銀行借貸	14	930,378	55,903
Derivative financial instrument	衍生金融工具	13	130,786	-
Convertible loan notes	可換股貸款票據	13	1,448	-
Advances drawn on bills receivable discounted with recourse	附追索權之已貼現應收票據已提取墊款	15	2,628,934	1,177,555
			11,698,696	10,207,626
NET CURRENT LIABILITIES	流動負債淨額		(773,285)	(972,575)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,488,876	2,175,295
NON-CURRENT LIABILITIES	非流動負債			
Deferred income	遞延收入		16,072	16,805
Convertible loan notes	可換股貸款票據	13	219,251	-
Deferred tax liabilities	遞延稅項負債		25,251	23,319
			260,574	40,124
			2,228,302	2,135,171
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	16	6,648	6,648
Reserves	儲備		1,222,652	1,169,497
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,229,300	1,176,145
Non-controlling interests	非控股權益		999,002	959,026
			2,228,302	2,135,171

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Exchange reserve	Contributed surplus	Share option reserve	PRC general reserves	Capital reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	實繳盈餘	購股權儲備	一般儲備	資本儲備	保留溢利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					(note (i)) (附註(i))		(note (ii)) (附註(ii))	(note (iii)) (附註(iii))				
At 1 January 2016 (audited)	於二零一六年一月一日 (經審核)	6,600	331,441	11,295	35,763	17,166	251,102	18,505	369,641	1,041,513	848,147	1,889,660
Profit for the period	本期間溢利	-	-	-	-	-	-	-	66,217	66,217	68,453	134,670
Other comprehensive expense for the period	本期間其他全面開支	-	-	(44)	-	-	-	-	-	(44)	-	(44)
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	(44)	-	-	-	-	66,217	66,173	68,453	134,626
Lapse of share options	購股權到期	-	-	-	-	(14,712)	-	-	14,712	-	-	-
Exercise of share options	行使購股權	48	8,103	-	-	(2,454)	-	-	-	5,697	-	5,697
Dividend paid	已付股息	-	-	-	-	-	-	-	(11,790)	(11,790)	-	(11,790)
Dividend recognized as distribution to non-controlling interests	確認為分派予非控股權益之股息	-	-	-	-	-	-	-	-	-	(5,618)	(5,618)
Transfer	轉撥	-	-	-	-	-	15,495	-	(15,495)	-	-	-
Subtotal	小計	48	8,103	-	-	(17,166)	15,495	-	(12,573)	(6,093)	(5,618)	(11,711)
At 30 June 2016 (unaudited)	於二零一六年六月三十日 (未經審核)	6,648	339,544	11,251	35,763	-	266,597	18,505	423,285	1,101,593	910,982	2,012,575
At 1 January 2017 (audited)	於二零一七年一月一日 (經審核)	6,648	339,544	11,558	35,763	-	282,971	18,505	481,156	1,176,145	959,026	2,135,171
Profit for the period	本期間溢利	-	-	-	-	-	-	-	76,103	76,103	62,450	138,553
Other comprehensive expense for the period	本期間其他全面開支	-	-	(3,300)	-	-	-	-	-	(3,300)	-	(3,300)
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	(3,300)	-	-	-	-	76,103	72,803	62,450	135,253
Dividend paid	已付股息	-	-	-	-	-	-	-	(19,648)	(19,648)	-	(19,648)
Dividend recognized as distribution to non-controlling interests	確認為分派予非控股權益之股息	-	-	-	-	-	-	-	-	-	(22,474)	(22,474)
Subtotal	小計	-	-	-	-	-	-	-	(19,648)	(19,648)	(22,474)	(42,122)
At 30 June 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	6,648	339,544	8,258	35,763	-	282,971	18,505	537,611	1,229,300	999,002	2,228,302

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

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

Notes:

- (i) The Group's contributed surplus represents (a) the difference between the nominal value of the shares of the subsidiaries acquired pursuant to a group reorganization on 30 October 1992, over the nominal value of the Company's shares issued in exchange therefore; (b) the transfer of the credit arising from a capital reduction on 19 June 2006, and (c) the transfer of the share premium and the absorption of accumulated losses on 27 May 2011.
- (ii) According to the relevant requirement in the memorandum of association of the subsidiaries established in the People's Republic of China (the "PRC"), a portion of their profits after taxation, as determined by the board of directors of those subsidiaries, is transferred to PRC general reserves, with certain PRC subsidiaries may stop such transfer when the reserve balance reaches 50% of their registered capital. The transfer to these reserves must be made before the distribution of a dividend to equity owners. The general reserves fund can be used to offset the losses of the previous years, if any.
- (iii) The capital reserve represents the deemed capital contribution arising on acquisition of a subsidiary, Liuzhou Wuling Motors Industrial Company Limited ("Wuling Industrial"), from Guangxi Automobile Holdings Limited ("Guangxi Automobile"), which is the ultimate holding company of the Company by virtue of its 100% equity interest in Wuling (Hong Kong) Holdings Limited ("Wuling HK").

附註:

- (i) 本集團之實繳盈餘指(a)根據一九九二年十月三十日進行之集團重組,所收購附屬公司之股份面值與本公司發行以作交換之股份面值之差額;(b)於二零零六年六月十九日削減股本產生之進賬額之轉撥;及(c)於二零一一年五月二十七日轉撥股份溢價及確認累計虧損。
- (ii) 根據中華人民共和國(「中國」)境內成立之附屬公司組織章程大綱之有關規定,該等公司須將部分除稅後溢利轉撥至中國一般儲備,轉撥款額由有關附屬公司之董事會釐定,而若干中國附屬公司可能於儲備結餘達其註冊資本50%後停止轉撥。該等公司必須向該儲備作出轉撥後,方可向股權擁有人分派股息。一般儲備基金可用作抵銷以往年度之虧損(如有)。
- (iii) 資本儲備指向廣西汽車集團有限公司(「廣西汽車」)收購附屬公司柳州五菱汽車工業有限公司(「五菱工業」)所產生之視作資本出資,廣西汽車因擁有五菱(香港)控股有限公司(「五菱香港」)100%股權而為本公司之最終控股公司。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

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

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年	2016 二零一六年
Notes 附註		RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)
Net cash used in operating activities	經營業務所用現金淨額	(2,038,005)	(1,410,800)
Net cash used in investing activities	投資活動所用現金淨額		
Placement of pledged bank deposits	存放已質押銀行存款	(2,310,897)	(1,297,547)
Deposits paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之訂金	(146,164)	(141,855)
Purchase of property, plant and equipment	購買物業、廠房及設備	(100,449)	(55,904)
Prepaid land lease	預付租賃土地	(61,394)	–
Additional capital contribution to a joint venture	投入一間合營企業之額外資本金	(4,080)	–
Withdrawal of pledged bank deposits	提取已質押銀行存款	1,380,562	543,091
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	73,412	34,516
Other investing cash flows	其他投資現金流	21,203	19,743
		(1,147,807)	(897,956)
Net cash from financing activities	融資活動所得現金淨額		
Bills receivables discounted with recourse	附追索權之已貼現應收票據	(1,227,301)	(881,876)
Repayment of bank borrowings	償還銀行借貸	(268,303)	(48)
Interest paid	已付利息	(53,445)	(48,916)
Dividends paid to non-controlling interests of subsidiaries	已付附屬公司非控股權益股息	(22,474)	–
Dividend paid	已付股息	(19,648)	(11,790)
Advances drawn on bills receivables	應收票據之墊款	2,628,934	3,222,028
Bank borrowings raised	新增銀行借貸	1,143,683	51,627
Proceeds from issue of convertible loan notes	發行可換股貸款票據之所得款項	353,760	–
Repayment to shareholders	償還股東之款項	–	(21,997)
Issue of shares upon exercise of share options	行使購股權後發行股份	–	5,697
		2,535,206	2,314,725
Net (decrease) increase in cash and cash equivalents	現金及現金等值項目(減少)增加淨額	(650,606)	5,969
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	1,559,741	1,175,393
Effect of foreign exchange rate changes, net	外幣匯率變動之影響，淨額	(3,617)	811
Cash and cash equivalents at 30 June, represented by bank balances and cash	於六月三十日之現金及現金等值項目，指：銀行結餘及現金	905,518	1,182,173

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Group's principal operations are conducted in the PRC. The condensed consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity and going concern of the Group in light of the Group's current liabilities exceed its current assets by approximately RMB773 million at as 30 June 2017 (31 December 2016: RMB973 million). The directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration the available banking facilities for issuance of bills payables and bank borrowings, estimated future cash flows of the Group and assets available to pledge for obtaining further banking facilities.

Accordingly, the directors of the Company believe that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis without including any adjustments that would be required should the Group fail to continue as a going concern.

2. PRINCIPAL ACCOUNTING POLICIES

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

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

1. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。

本集團於中國經營主要業務。簡明綜合財務報表以人民幣（「人民幣」）計值，而人民幣亦為本公司之功能貨幣。

編製簡明綜合財務報表時，本公司董事已就於二零一七年六月三十日本集團流動負債超出其流動資產約人民幣773,000,000元（二零一六年十二月三十一日：人民幣973,000,000元），審慎考慮未來流動資金及本集團持續經營問題。經考慮現有發行應付票據的銀行融資額及銀行借貸、估計本集團的未來現金流量及可供質押資產以進一步取得銀行融資，本公司董事信納本集團將有足夠財務資源於可見未來在財務承擔到期時履行責任。

因此，本公司董事相信以持續經營基礎編製簡明綜合財務報表屬恰當，毋須包括任何於本集團在未能滿足持續經營條件下所需計入之調整。

2. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製，惟若干金融工具及投資物業按公平值計量除外。

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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

Convertible loan notes

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

At the date of issue, both the liability component and derivative components are recognized at fair value. In subsequent periods, the liability component of the convertible loan notes is carried at amortized cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognized in profit or loss.

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

Derivative financial instruments

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

The Group has applied the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA for the first time in current interim period.

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealized losses
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle

The application of the amendments to HKFRSs did not have any material impact on the Group's condensed consolidated financial statements.

可換股貸款票據

兌換權如不以定額現金或其他金融資產交換本集團本身固定數目的股權工具結算，即屬兌換權衍生工具。

於發行日期，負債部分及衍生部分均按公平值確認。於後續期間，可換股貸款票據的債務部分採用實際利息法按攤銷成本入賬。衍生部分按公平值計量，而公平值變動於損益中確認。

與發行可換股貸款票據有關的交易成本，按相關公平值比例分配至負債及衍生部分。與衍生部分有關的交易成本即時於損益中扣除。與負債部分有關的交易成本計入債務部分的賬面值，並採用實際利息法於可換股貸款票據期間攤銷。

衍生金融工具

衍生工具於訂立衍生工具合約時初步按公平值確認，其後於各報告期末按公平值重新計量，計算所得之收益或虧損即時於損益確認。

本集團於本中期期間已首次應用下列由香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）之修訂。

香港會計準則第7號（修訂本）	披露計劃
香港會計準則第12號（修訂本）	就未變現虧損確認遞延稅項資產
香港財務報告準則（修訂本）	二零一四年至二零一六年週期之香港財務報告準則年度改進

應用香港財務報告準則（修訂本）並無對本集團的簡明綜合財務報表構成任何重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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

3. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organized. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable and operating segments under HKFRS 8 are as follows:

- Engines and related parts — Manufacture and sale of engines and related parts
- Automotive components and other industrial services — Manufacture and sale of automotive components and accessories, trading of raw materials (mainly metals and other consumables), and provision of water and power supply services
- Specialized vehicles — Manufacture and sale of specialized vehicles
- Others — Property investment and others

3. 分部資料

向本公司董事會（即主要經營決策者）呈報以供分配資源及評估分部表現之資料集中於所交付或所提供之貨物或服務類型。此亦為本集團業務組織之基準。概無主要經營決策者可辨識之經營分部於達致本集團之可報告分部時被合併列賬。

根據香港財務報告準則第8號，本集團之可報告及經營分部劃分如下：

- 發動機及相關部件 — 製造及銷售發動機及相關部件
- 汽車零部件及其他工業服務 — 製造及銷售汽車零部件及附件、買賣原材料（主要為金屬及其他消耗品）及提供用水及動力供應服務
- 專用汽車 — 製造及銷售專用汽車
- 其他 — 物業投資及其他

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

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

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

以下為本集團於回顧期內按可報告經營分部劃分之收入及業績分析：

		Engines and related parts 發動機及有關部件 RMB'000 人民幣千元	Automotive components and other industrial services 汽車零件及其他工業服務 RMB'000 人民幣千元	Specialized vehicles 專用汽車 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Six months ended 30 June 2017	截至二零一七年六月三十日止六個月						
REVENUE	收入						
External sales	對外銷售	1,708,146	5,573,857	1,346,675	-	-	8,628,678
Inter-segment sales	分部間銷售	50,213	8,885	315	-	(59,413)	-
Total	總計	1,758,359	5,582,742	1,346,990	-	(59,413)	8,628,678
Segment profit	分部溢利	76,881	140,157	16,163	347		233,548
Bank interest income	銀行利息收入						21,203
Fair value change in derivative financial instrument	衍生金融工具的公平值變動						1,064
Central administration costs	中央行政成本						(21,276)
Share of results of joint ventures	應佔合營企業之業績						(5,370)
Finance costs	融資成本						(58,438)
Profit before taxation	除稅前溢利						170,731
Six months ended 30 June 2016	截至二零一六年六月三十日止六個月						
REVENUE	收入						
External sales	對外銷售	2,437,442	4,871,678	1,193,051	-	-	8,502,171
Inter-segment sales	分部間銷售	45,648	7,726	394	-	(53,768)	-
Total	總計	2,483,090	4,879,404	1,193,445	-	(53,768)	8,502,171
Segment profit (loss)	分部溢利(虧損)	75,760	143,509	15,734	(6,611)		228,392
Bank interest income	銀行利息收入						19,243
Central administration costs	中央行政成本						(24,998)
Share of results of joint ventures	應佔合營企業之業績						(3,741)
Finance costs	融資成本						(48,916)
Profit before taxation	除稅前溢利						169,980

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

4. OTHER GAINS AND LOSSES

4. 其他收益及虧損

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Impairment loss reversed in respect of trade receivables	撥回應收賬項減值虧損	6,579	4,254
Net exchange gain (loss)	匯兌收益(虧損)淨額	5,733	(22)
Fair value change in derivative financial instrument	衍生金融工具的公平值變動	1,064	-
Gain (loss) on revaluation of investment properties	投資物業之重估收益(虧損)	867	(252)
(Loss) gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)收益	(4,622)	5,133
Impairment loss recognized on trade receivables	確認應收賬項減值虧損	-	(7,623)
Other gains and losses	其他收益及虧損	9,621	1,490

5. INCOME TAX EXPENSE

5. 所得稅開支

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Tax charge represents:	稅項支出指：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅		
Current period	(「企業所得稅」) 本期間	29,069	31,774
Withholding tax on dividend distribution	股息分派之預扣稅	1,177	292
Deferred tax	遞延稅項		
Current period	本期間	1,932	3,244
		32,178	35,310

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THE PRC

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the Group's PRC subsidiaries is 25% from 1 January 2008 onwards except that 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited) ("Wuling Industrial") and 柳州五菱柳機動力有限公司 (Liuzhou Wuling Liuji Motors Company Limited) ("Liuji Motors") are approved as enterprises that satisfied as a High-New Technology Enterprise and entitle the preferential tax rate of 15% in 2016 and 2017.

The EIT Law also requires withholding tax of 5% or 10% upon distribution of profits by the PRC subsidiaries since 1 January 2008 to its overseas (including Hong Kong) shareholders.

During the period, deferred tax of RMB3,128,000 (2016: RMB3,681,000) has been provided in respect of the undistributed earnings of the Group's PRC subsidiaries and charge to profit or loss accordingly.

HONG KONG

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

No provision for taxation has been made as the Group has no assessable profits in Hong Kong, for both periods.

中國

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,自二零零八年一月一日起,本集團旗下中國附屬公司之稅率為25%,惟柳州五菱汽車工業有限公司(「五菱工業」)及柳州五菱柳機動力有限公司(「柳機動力」)獲認可為高新技術企業,可於二零一六年及二零一七年享有15%之優惠稅率則除外。

企業所得稅法亦規定,自二零零八年一月一日起,中國附屬公司向其海外(包括香港)股東分派溢利須按5%或10%繳納預扣稅。

期內已就本集團旗下中國附屬公司之未分派盈利之遞延稅項人民幣3,128,000元(二零一六年:人民幣3,681,000元)作出撥備,並計入損益。

香港

香港利得稅乃根據兩個期間之估計應課稅溢利按稅率16.5%計算。

由於該兩個期間並無香港應課稅溢利,故本集團並無作出稅項撥備。

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6. PROFIT FOR THE PERIOD

6. 期內溢利

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Profit for the period has been arrived at after charging (crediting) the following items:	期內溢利經扣除(計入)下列各項後得出:		
Directors' emoluments	董事酬金	1,572	1,592
Other staff costs	其他員工成本	405,700	331,071
Retirement benefit scheme contributions, excluding directors	退休福利計劃供款(不包括董事)	29,640	29,160
Total staff costs	員工成本總額	436,912	361,823
Property rental income	物業租金收入	(80)	(66)
Cost of inventories recognized as an expense	確認為開支之存貨成本	7,767,384	7,636,169
Depreciation of property, plant and equipment	物業、廠房及設備折舊	109,961	107,602
Release of prepaid lease payments (included in general and administrative expenses)	預付租賃款項撥回(包括在一般及行政開支)	3,663	3,033
Release of premium on prepaid lease payments (included in general and administrative expenses)	預付租賃款項之溢價撥回(包括在一般及行政開支)	13	13
Bank interest income	銀行利息收入	(21,203)	(19,243)

7. DIVIDEND

7. 股息

During the current interim period, a final dividend of HK1.25 cents per share in respect of the year ended 31 December 2016 (2016: HK0.75 cent per share in respect of the year ended 31 December 2015) was declared and paid to the owners of the Company. The aggregate amount of the final dividend paid in the current interim period amounted to HK\$22,948,000 (or equivalent to RMB19,648,000) (2016: HK\$13,769,000 or equivalent to RMB11,790,000).

於本中期期間，本公司就截至二零一六年十二月三十一日止年度向本公司擁有人宣派及派付末期股息每股1.25港仙(二零一六年：就截至二零一五年十二月三十一日止年度派付每股0.75港仙)。於本中期期間已派付末期股息總額22,948,000港元(或相當於人民幣19,648,000元)(二零一六年：13,769,000港元或相當於人民幣11,790,000元)。

The directors of the Company have determined that no dividend will be paid in respect of the current interim period (2016: Nil).

本公司董事決定不會就本中期期間派付任何股息(二零一六年：無)。

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8. EARNINGS PER SHARE

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

8. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Earnings:	盈利：		
Earnings for the purpose of basic earnings per share (profit for the period attributable to owners of the Company)	用於計算每股基本盈利之盈利（本公司擁有人應佔期內溢利）	76,103	66,217
Effect of dilutive potential ordinary shares: Interest on convertible loan notes (net of income tax)	攤薄潛在普通股之影響：可換股貸款票據利息（扣除所得稅後）	4,169	—
Earnings for the purpose of diluted earnings per share	用於計算每股攤薄盈利之盈利	80,272	66,217
		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	1,835,822	1,832,659
Effect of dilutive potential ordinary shares: Convertible loan notes	攤薄潛在普通股之影響：可換股貸款票據	119,968	—
Share options	購股權	—	20,411
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	1,955,790	1,853,070

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

9. MOVEMENTS IN INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Investment Properties

The Group's investment properties on 30 June 2017 were fair valued by Vigers Appraisal and Consulting Limited ("Vigers"), a firm of qualified professional valuers not connected with the Group.

The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

One of the key inputs used in valuing the investment properties was the price per square feet, which ranged from RMB4,899 to RMB5,645 and RMB4,328 to RMB5,153. A slight increase in the price per square feet used would result in a significant increase in fair value measurement of the respective investment property and vice versa.

The fair value hierarchy of the Group's investment properties as at 30 June 2017 and 31 December 2016 are categorized as level 3.

There were no transfers into or out of Level 3 during the period.

For the current interim period, the Group recognized a fair value gain of RMB867,000 attributable to its investment properties in profit or loss (2016: loss of RMB252,000).

All the Group's investment properties are situated in Hong Kong and held under long term leases.

Property, plant and equipment

During the current interim period, additions to the Group's property, plant and equipment amounted to RMB167,415,000 (2016: RMB275,397,000). In addition, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of RMB78,034,000 (2016: RMB29,383,000) for a cash proceeds of RMB73,412,000 (2016: RMB34,516,000), resulting in a loss on disposal of RMB4,622,000 (2016: gain on disposal of RMB5,133,000).

9. 投資物業以及物業、廠房及設備之變動

投資物業

本集團名下投資物業於二零一七年六月三十日之公平值由與本集團並無關連之合資格專業估值師行威格斯資產評估顧問有限公司(「威格斯」)評估。

估值乃參考地點及條件類似之物業之市場成交價憑證而達致。

估計物業公平值時，物業之最有效用途為其現時用途。

投資物業估值所用其中一項主要輸入數據為每平方呎價格，介乎人民幣4,899元至人民幣5,645元及人民幣4,328元至人民幣5,153元。所用每平方呎價格微升會導致各投資物業公平值計量大幅上升，反之亦然。

於二零一七年六月三十日及二零一六年十二月三十一日，本集團投資物業之公平值級別為第三級。

期內，概無第三級轉入或轉出。

於本中期期間，本集團就其投資物業於損益確認公平值收益人民幣867,000元(二零一六年：虧損人民幣252,000元)。

本集團所有投資物業均位於香港並按長期租約持有。

物業、廠房及設備

於本中期期間，本集團添置物業、廠房及設備人民幣167,415,000元(二零一六年：人民幣275,397,000元)。此外，本集團出售賬面總值為人民幣78,034,000元(二零一六年：人民幣29,383,000元)之若干物業、廠房及設備，所得現金款項為人民幣73,412,000元(二零一六年：人民幣34,516,000元)，產生出售虧損人民幣4,622,000元(二零一六年：出售收益人民幣5,133,000元)。

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10. TRADE AND OTHER RECEIVABLES

10. 應收賬項及其他應收款項

		Notes	At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Trade and bills receivables:	應收賬項及應收票據：			
— SAIC-GM-Wuling Automobile Co., Limited ("SGMW")	— 上汽通用五菱汽車股份有限公司(「上汽通用五菱」)	(i)	3,756,412	3,269,474
— Guangxi Automobile Group	— 廣西汽車集團	(ii)	78,048	54,357
— 廣西威翔機械有限公司 Guangxi Weixiang Machinery Company Limited ("Guangxi Weixiang")	— 廣西威翔機械有限公司(「廣西威翔」)	(iii)	3,297	3,177
— third parties	— 第三方		1,265,265	891,915
			5,103,022	4,218,923
Less: Allowance for doubtful debts	減：呆賬撥備		(74,297)	(81,485)
			5,028,725	4,137,438
Other receivables:	其他應收款項：			
Prepayments for purchase of raw materials	購買原材料之預付款項	(iv)	283,371	331,374
Value-added tax recoverable	可收回增值稅		16,059	153,826
Others	其他		82,266	90,443
			381,696	575,643
Bills receivables discounted with recourse (note 15)	附追索權之已貼現應收票據(附註15)		2,657,050	1,185,360
Total trade and other receivables	應收賬項及其他應收款項總額		8,067,471	5,898,441

Notes:

附註：

- | | |
|---|---|
| (i) Guangxi Automobile has significant influence over SGMW. | (i) 廣西汽車對上汽通用五菱有重大影響力。 |
| (ii) Being Guangxi Automobile and its subsidiaries and associates other than the Group and SGMW (collectively referred to as the "Guangxi Automobile Group"). | (ii) 即廣西汽車以及其附屬公司及聯營公司(本集團及上汽通用五菱除外)(統稱「廣西汽車集團」)。 |
| (iii) Guangxi Weixiang is a joint venture of the Company. | (iii) 廣西威翔為本公司的合營企業。 |
| (iv) Included in the balance were amounts of RMB18,537,000 (2016: RMB22,558,000) paid to SGMW. | (iv) 有關結餘包括已付上汽通用五菱之款項人民幣18,537,000元(二零一六年：人民幣22,558,000元)。 |

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The Group allows its trade customers an average credit period of 90 days to 180 days for sale of goods.

Included in trade and other receivable are trade and bills receivables of RMB5,028,725,000 (31 December 2016: RMB4,137,438,000) and an aged analysis of trade receivables (net of allowance for doubtful debts) and bills receivables based on invoice date are presented as follows:

本集團就銷售貨物給予其貿易客戶平均90至180日之信貸期。

計入應收賬項及其他應收款項為應收賬款及應收票據人民幣5,028,725,000元(二零一六年十二月三十一日:人民幣4,137,438,000元),按發票日期呈列之應收賬項(扣除呆賬撥備)及應收票據賬齡分析如下:

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	3,469,700	3,909,308
91 to 180 days	91至180日	1,529,942	152,477
181-365 days	181至365日	20,000	69,268
Over 365 days	超過365日	9,083	6,385
		5,028,725	4,137,438

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11. TRADE AND OTHER PAYABLES

11. 應付賬項及其他應付款項

			At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
		Notes 附註		
Trade and bills payables:	應付賬項及應付票據：			
— SGMW	— 上汽通用五菱	(i)	383,424	614,923
— Guangxi Automobile Group	— 廣西汽車集團		96,296	168,051
— 青島點石汽車配件有限公司 Qingdao Dianshi Motors Accessories Company Limited ("Qingdao Dianshi")	— 青島點石汽車配件 有限公司 (「青島點石」)	(ii)	24,167	3,478
— third parties	— 第三方		6,112,811	6,208,972
			6,616,698	6,995,424
Receipt in advance from customers	預收客戶款項		151,916	381,974
Value added tax payables	增值稅應付款項		94,480	128,246
Accrued research and development expenses	應計研發開支		395,655	378,410
Accrued staff costs	應計員工成本		106,547	171,686
Other tax payables	其他應付稅項		150,400	245,310
Payables for acquisition of property, plant and equipment	收購物業、廠房及設備 之應付款項		47,523	73,356
Deposits received from suppliers	收取供應商按金		120,157	95,497
Other payables	其他應付款項		93,975	187,760
Total trade and other payables	應付賬項及其他應付 款項總額		7,777,351	8,657,663

Notes:

附註：

(i) An aged analysis of trade and bills payables based on the invoice date is presented as follows:

(i): 按發票日期呈列之應付賬項及應付票據賬齡分析如下：

			At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日		4,833,528	4,583,935
91 to 180 days	91至180日		1,567,799	2,129,273
181 to 365 days	181至365日		60,679	146,992
Over 365 days	超過365日		154,692	135,224
			6,616,698	6,995,424

(ii) Qingdao Dianshi is a joint venture of the Company.

(ii) 青島點石為本公司的合營企業。

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12. PROVISION FOR WARRANTY

12. 保養撥備

		RMB'000 人民幣千元
At 1 January 2016	於二零一六年一月一日	151,353
Additional provision in the year	本年度增提撥備	45,795
Utilization of provision	動用撥備	(34,196)
At 31 December 2016	於二零一六年十二月三十一日	162,952
Additional provision for the period	本期間增提撥備	11,246
Utilization of provision	動用撥備	(17,983)
At 30 June 2017	於二零一七年六月三十日	156,215

The warranty provision represents management's best estimate under its 2-3 years' product warranty granted to its specialized vehicles, automotive components and engines customers. However, based on prior experience and industry averages for defective products, it is expected that the majority of this expenditure will be incurred in the next two years.

保養撥備指管理層對本集團給予兩至三年產品保養期予其專用汽車、汽車零部件及發動機客戶而承擔之責任所作最佳估計。然而，根據過往經驗及業內不良產品之平均數，預期該筆開支大部分將於下兩個年度內產生。

13. DERIVATIVE FINANCIAL INSTRUMENT/
CONVERTIBLE LOAN NOTES

13. 衍生金融工具／可換股貸款票據

On 23 May 2017, the Company issued convertible loan notes with an aggregate principal sum of HK\$400,000,000 at par (equivalent to approximately RMB353,760,000) to Wuling (Hong Kong) Holdings Limited ("Wuling HK") ("CN 2020"). Wuling HK is the immediate holding company of the Company. CN 2020 is denominated in Hong Kong dollars and carries interest at 4% per annum with maturity on 23 May 2020. CN 2020 entitles the holder to convert, in whole or in part, the principal sum into ordinary shares of the Company on any business day commencing from 22 November 2017 upto the fifth business days prior to the maturity date, at a conversion price of HK\$0.70 per ordinary share, subject to anti-dilutive adjustments. Unless converted, CN 2020 will be redeemed on maturity data at par.

於二零一七年五月二十三日，本公司按面值發行本金總額達400,000,000港元（相等於約人民幣353,760,000元）之可換股貸款票據（「二零二零年到期可換股票據」）予五菱（香港）控股有限公司（「五菱香港」）。五菱香港為本公司之直接控股公司。二零二零年到期可換股票據以港元計值，設定年利率為4%，並於二零二零年五月二十三日到期。二零二零年到期可換股票據賦予持有人權利於二零一七年十一月二十二日起至到期日前第五個營業日止期間任何營業日，按兌換價每股普通股0.70港元將全部或部分本金額兌換為本公司普通股，可作反攤薄調整。除非已轉換，二零二零年到期可換股票據將於到期日按面值贖回。

CN 2020 contains two components, being a liability component and a conversion option derivative component. The effective interest rate of the liability component is 22.68%. The conversion option derivative is measured at fair value with changes in fair value recognized in profit or loss.

二零二零年到期可換股票據由兩個部分組成，包括負債部分及兌換權衍生工具部分。負債部分之實際利率為22.68%。兌換權衍生工具根據在損益確認之公平值變動按公平值計量。

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The movement of the liability and derivative components of the CN 2020 during the period is set out below:

二零二零年到期可換股票據負債及衍生工具部分期內之變動如下：

		For the six months ended 30 June 2017 截至六月三十日止六個月	
		Liability component 負債部分 RMB\$'000 人民幣千元	Derivative component 衍生工具部分 RMB\$'000 人民幣千元
Carrying amount at 23 May 2017	於二零一七年五月二十三 日之賬面值	219,602	134,158
Effective interest expense	實際利息支出	4,993	-
Changes in fair value recognized in profit or loss during the period	期內在損益確認之 公平值變動	-	(1,064)
Exchange gain	匯兌收益	(3,896)	(2,308)
At the end of the period	於期末	220,699	130,786
Analysed as:	分析為：		
Current	流動	1,448	130,786
Non-Current	非流動	219,251	-
		220,699	130,786

The methods and assumptions applied for the valuation of the liability and conversion option derivative components of CN 2020 are as follows:

評估二零二零年到期可換股票據負債部分及兌換權衍生工具部分之價值時應用之方法及假設如下：

(i) Valuation of liability component

The fair value of the liability component on initial recognition was based on a valuation provided by BMI Appraisals Limited ("BMI"), a firm of independent professional valuers not connected with the Group, calculated using the present value of contractually determined stream of future cash flows discounted at the required yield of 22.68%, which was determined with reference to the credit rating of the Company and remaining time to maturity.

(i) 負債部分之估值

於初步確認時，負債部分之公平值乃按中和邦盟評估有限公司（「中和邦盟」）（與本集團並無關連之獨立專業估值師行）提供之估值，採用合約釐定之未來現金流量按規定收益率22.68%折現之現值計算，未來現金流量乃經參考本公司信貸評級及到期前尚餘時間而釐定。

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(ii) Valuation of conversion option derivative component

The conversion option component was measured at fair value using the Binomial Option Pricing Model by BMI, as of 23 May 2017 and 30 June 2017. The inputs into the model at the respective dates were as follows:

(ii) 兌換權衍生工具部分之估值

兌換權部分由中和邦盟於二零一七年五月二十三日及二零一七年六月三十日使用二項式期權定價模式按公平值計量。於相關日期該模式之輸入數據如下：

		As at 30 June 2017 於二零一七年 六月三十日	As at 23 May 2017 於二零一七年 五月二十三日
Share price	股價	HK\$0.65 0.65港元	HK\$0.65 0.65港元
Conversion price	兌換價	HK\$0.70 0.70港元	HK\$0.70 0.70港元
Expected dividend yield	預期股息率	1.92%	1.92%
Volatility	波幅	63.10%	62.10%

14. BANK BORROWINGS**14. 銀行借貸**

		At 30 June 2017 於二零一七年 六月三十日	At 31 December 2016 於二零一六年 十二月三十一日
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Secured	有抵押	404,306	55,903
Unsecured	無抵押	526,072	-
		930,378	55,903
Carrying amount repayable on demand or within one year	應要求或一年內應償還賬面值	929,608	55,073
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	毋須於報告期末起計一年內償還但附帶應要求償還條款之銀行貸款賬面值(列為流動負債)	770	830
Amount due within one year shown under current liabilities	流動負債項下於一年內到期之款項	930,378	55,903

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Notes:

- (i) The amounts due are based on scheduled repayment dates set out in the loan agreements.
- (ii) The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

附註：

- (i) 到期款項乃按貸款協議所載預定還款日期為基準。
- (ii) 本集團借貸之實際利率（亦相等於訂約利率）範圍如下：

	At 30 June 2017 於二零一七年 六月三十日	At 31 December 2016 於二零一六年 十二月三十一日
Effective interest rate:		
Variable-rate borrowings	3.50% to 6.65%	5.25%

Effective interest rate:

Variable-rate borrowings

實際利率：

浮息借貸

3.50% to 6.65%

5.25%

15. ADVANCES DRAWN ON BILLS RECEIVABLES DISCOUNTED WITH RECOURSE

The amount represents the Group's other borrowings secured by the bills receivables discounted to banks with recourse (see note 10).

The following were the Group's financial assets as at 30 June 2017 and 31 December 2016 that were transferred to banks by discounting those receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognize the full carrying amount of the receivables and has recognized the cash received on the transfer as disclosed in the condensed consolidated statement of financial position. These financial assets are carried at amortized cost in the Group's condensed consolidated statement of financial position.

15. 附追索權之已貼現應收票據已提取墊款

該金額指本集團以向銀行貼現附追索權應收票據抵押之其他借貸（見附註10）。

以下為本集團於二零一七年六月三十日及二零一六年十二月三十一日通過將該等應收款項按附有全面追索權之基準貼現而轉讓予銀行。由於本集團並無將該等應收款項之相關重大風險及回報轉讓，其繼續確認該等應收款項之全部賬面值，並已將因轉讓而收到之現金確認於簡明綜合財務狀況表披露。此等金融資產在本集團之簡明綜合財務狀況表按攤銷成本列賬。

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Bills receivables discounted to banks with full recourse:

向銀行貼現附全面追索權應收票據：

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Carrying amount of transferred assets (note 10)	所轉讓資產賬面值 (附註10)	2,657,050	1,185,360
Carrying amount of associated liabilities	相關負債賬面值	(2,628,934)	(1,177,555)
Net position	淨頭寸	28,116	7,805

16. SHARE CAPITAL

16. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorized:	法定：		
Ordinary shares of HK\$0.004 each	每股面值0.004港元之普通股	25,000,000,000	100,000
Convertible preference shares of HK\$0.001 each	每股面值0.001港元之可換股 優先股	1,521,400,000	1,521
Balance at 1 January 2016, 31 December 2016 and 30 June 2017	於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年六月三十日之結餘		101,521
Issued and fully paid:	已發行及已繳足：		
Ordinary shares of HK\$0.004 each As at 1 January 2016	每股面值0.004港元之普通股 於二零一六年一月一日	1,821,591,571	7,286
Exercise of share options	行使購股權	14,230,270	57
As at 31 December 2016 and 30 June 2017	於二零一六年十二月三十一日及 二零一七年六月三十日	1,835,821,841	7,343

		At 30 June 2017 二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元
Shown in the condensed consolidated financial statements	於簡明綜合財務報表中列示	6,648	6,648

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17. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the shareholders of the Company on 28 May 2012, a share option scheme with an expiry date on 27 May 2022 was adopted by the Company ("Share Option Scheme").

The table below discloses movement of the Company's share options held by the directors and the employees of the Group under the Share Option Scheme:

For the period ended 30 June 2016

17. 購股權計劃

根據本公司股東於二零一二年五月二十八日通過之普通決議案，本公司採納屆滿日為二零二二年五月二十七日之購股權計劃（「購股權計劃」）。

下表披露本集團董事及僱員根據購股權計劃所持本公司購股權之變動：

截至二零一六年六月三十日止期間

		Number of share options 購股權數目			
		Directors 董事	Former directors 前任董事	Employees 僱員 (Continuous Contracts) (持續合約)	Total 總計
Outstanding at 1 January 2016 (note i)	於二零一六年一月一日 尚未行使 (附註i)	15,454,500	3,090,900	89,883,372	108,428,772
Exercised during the period (note ii)	期內行使 (附註iii)	(6,181,800)	(2,060,600)	(5,987,870)	(14,230,270)
Lapsed during the period	期內失效	(9,272,700)	(1,030,300)	(83,895,502)	(94,198,502)
Outstanding at 30 June 2016	於二零一六年六月三十日 尚未行使	-	-	-	-

Notes:

- (i) The number of share options held by the directors and the employees of the Group have been adjusted upon completion of an open offer of new shares of the Company, details of which may refer to the announcement of the Company dated 29 July 2015.
- (ii) In respect of the share options exercised during the period ended 30 June 2016, the weighted average share price at the date of exercise is HK\$0.476.

附註：

- (i) 本集團董事及僱員所持購股權數目已於本公司新股份之公開發售完成後予以調整，有關詳情可參閱本公司日期為二零一五年七月二十九日之公佈。
- (ii) 關於就截至二零一六年六月三十日止期間已行使的購股權，於行使日期的加權平均股價為0.476港元。

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18. CAPITAL AND OTHER COMMITMENTS

18. 資本及其他承擔

	At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of:		
— construction in progress	80,676	104,916
— property, plant and equipment	269,984	271,807
	350,660	376,723

19. OPERATING LEASES

19. 經營租賃

The Group as lessee

本集團作為承租方

Minimum lease payments made under operating leases during the period was RMB21,471,000 (2016: RMB22,757,000).

期內，根據經營租賃支付之最低租賃款項為人民幣21,471,000元（二零一六年：人民幣22,757,000元）。

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團根據不可撤銷經營租賃承擔之未來最低租賃款項於下列期間到期：

	At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Within one year	39,299	38,965
In the second to fifth year inclusive	18,342	37,772
	57,641	76,737

Operating lease payments represent rental payable by the Group for certain of its production facilities, office and warehouse properties with fixed monthly rentals for an average term of three years.

經營租賃付款指本集團就其若干生產設施、辦公室及倉庫物業應付之每月定額租金，平均租期為三年。

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20. RELATED PARTY DISCLOSURES

20. 關連方披露資料

(i) Related party transactions

(i) 關連方交易

Company 公司	Relationship 關係	Transactions 交易	For the six months ended 30 June 截至六月三十日止六個月	
			2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
SGMW 上汽通用五菱	Related party (note 10(i)) 關連方 (附註10(i))	Sales by the Group 本集團銷售	6,307,282	6,680,830
		Purchase of materials by the Group 本集團購買材料	2,553,662	2,901,570
		Warranty costs incurred by the Group 本集團所產生保養成本	243	693
		Service income for warehouse management and related services 倉庫管理及相關服務的 服務收入	14	-
Guangxi Automobile Group 廣西汽車集團	Guangxi Automobile being ultimate holding company of the Company, and its affiliates (note 10(ii)) 廣西汽車 (作為本公司之 最終控股公司) 及其 聯屬公司 (附註10(ii))	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車 零部件	215,870	121,750
		Purchase of: 購買:		
		Automotive components and other accessories by the Group 本集團購買汽車零件及其他 組件	15,315	38,109
		Mini passenger buses by the Group 本集團購買小型客車	119,387	182,377
		Electronic devices and components by the Group 本集團購買電子設備及零件	-	1,433
		Air-conditioning parts and accessories by the Group 本集團購買空調部件及其 配件	4,716	1,583
			139,418	223,502
		License fee paid by the Group 本集團支付特許權費用	613	433
		Rental expenses paid by the Group 本集團支付租金開支	15,780	16,326
		Interest expenses paid by the Group on 本集團支付利息開支		
— advances drawn on bills receivables — 應收票據已提取墊款	22,288	17,259		

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Company 公司	Relationship 關係	Transactions 交易	For the six months ended 30 June 截至六月三十日止六個月	
			2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Qingdao Dianshi 青島點石	Joint venture 合資企業	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車零部件	7,823	9,670
		Purchase of automotive components and other accessories by the Group 本集團購買汽車零部件及其他配件	54,796	70,792
Guangxi Weixiang 廣西威翔	Joint venture 合資企業	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車零部件	66	6,142
		Purchase of automotive components and other accessories by the Group 本集團購買汽車零部件及其他配件	1,378	896
		Machinery rental income by the Group 本集團支付的機器租金收入	1,000	-

(ii) Related party balances

Details of the Group's outstanding balances with related parties are set out in notes 10 and 11.

(iii) Guarantees provided

The Group's bills payables at 31 December 2016 were supported by corporate guarantee to the extent of RMB2,850,000,000 (30 June 2017: Nil) given by Guangxi Automobile.

(iv) Compensation of key management personnel

The remuneration of the Group's key management in respect of the period are as follows:

(ii) 關連方結餘

本集團與關連方之未償還結餘詳情載於附註10及11。

(iii) 提供擔保

本集團於二零一六年十二月三十一日之應付票據得到廣西汽車所給予公司擔保達人民幣2,850,000,000元(二零一七年六月三十日:無)作為支助。

(iv) 主要管理人員之薪酬

期內,本集團主要管理層成員之薪酬如下:

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Short-term benefits	短期福利	1,537	1,475
Post-employment benefits	離職福利	35	117
		1,572	1,592

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(v) Provision of facility

Guangxi Automobile agreed to provide a facility to the Group as at 30 June 2017, whereby the Group could discount, without recourse, its bill receivables to Guangxi Automobile to the extent of RMB4,000,000,000 (31 December 2016: RMB2,850,000,000). The discounting rate per annum was the most favourable discounting rates offered in the market from time to time. During the current interim period, the Group discounted bills receivables of RMB491,470,000 (31 December 2016: RMB2,347,613,000) to Guangxi Automobile with a maturity period less than 180 days and at an average discount rate of 4.13% (31 December 2016: 2.8%) per annum.

(vi) Commitments

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases with Guangxi Automobile Group which fall due as follows:

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	30,857	36,418
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	15,429	36,418
		46,286	72,836

(vii) Convertible loan notes

Details of convertible loan notes issued to Wuling HK during the period are set out in note 13.

(v) 提供融資

於二零一七年六月三十日，廣西汽車同意向本集團提供融資額度，據此，本集團可在人民幣4,000,000,000元（二零一六年十二月三十一日：人民幣2,850,000,000元）上限以內向廣西汽車貼現其應收票據而不附帶任何追索權。貼現率為市場不時提供最優惠的貼現率。於本中期期間，本集團已向廣西汽車貼現應收票據人民幣491,470,000元（二零一六年十二月三十一日：人民幣2,347,613,000元），票據於180日內到期，平均貼現率為每年4.13%（二零一六年十二月三十一日：2.8%）。

(vi) 承擔

於報告期末，本集團根據與廣西汽車集團訂立之不可撤銷經營租賃承擔之未來最低租賃款項於下列期間到期：

(vii) 可換股貸款票據

期內向五菱香港發行之可換股貸款票據之詳情載於附註13。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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

21. EVENTS AFTER THE END OF THE REPORTING PERIOD

- On 3 July 2017, Wuling Industrial entered into agreement with Faurecia (China) Holding Co. Ltd., in relation to the establishment of a joint venture company for pursuing the business of car seat products in China which will be owned as to 50% each by Wuling Industrial and Faurecia Group. In accordance with the joint venture agreement, Wuling Industrial and Faurecia (China) Holding Co. Ltd., will each contribute cash in the amount of RMB75 million to the newly formed joint venture company. Besides, pursuant to the joint venture agreement, after the establishment of the joint venture company, Wuling Industrial and the joint venture company shall enter into ancillary agreements in relation to, among other things, the acquisition of the machinery and equipment of Wuling Industrial which are currently used for the production of car seat products located in Liuzhou and Qingdao, the PRC for the purpose of facilitating the business and operation of the joint venture company. Details of the joint venture agreement and the transactions contemplated thereunder was disclosed in the Company's announcement dated 3 July 2017.
- On 18 August 2017, Wuling Industrial entered into an equity transfer agreement with Guangxi Automobile and Wuling Motors (Hong Kong) Company Limited, respectively ultimate holding company and intermediate holding company of the Company, pursuant to which Wuling Industrial conditionally agreed to acquire 50.7% and 49.3% of equity interest in 青島五菱汽車科技有限公司 (Qingdao Wuling Automobile Technology Limited*) from Guangxi Automobile and Wuling Motors (Hong Kong) Company Limited at a consideration of RMB71,857,500 and RMB69,873,200, respectively. 青島五菱汽車科技有限公司 is currently the registered owner of a parcel of land and the buildings constructed thereon, located in south of Songhuajiang Road, west of Jiangshan Road, Huangdao District, Qingdao, the PRC* (青島市黃島區江山路西、松花江路南側), which are currently leased to Wuling Industrial as offices and production plants. Completion of the equity transfer agreement is subject to, inter alia, approval of the independent shareholders of the Company. Details of the equity transfer agreement and the transactions contemplated thereunder was disclosed in the Company's announcement dated 18 August 2017.

22. COMPARATIVE FIGURES

The comparative figures of other gains and losses, general and administrative expenses and research and development expenses were reclassified to conform to the presentation in the current interim period.

21. 報告期末後事項

- 於二零一七年七月三日，五菱工業與佛吉亞(中國)投資有限公司訂立協議，內容有關成立一間合資公司，致力於中國汽車座椅的業務。當中，五菱工業及佛吉亞集團各自擁有50%。根據合資協議，五菱工業及佛吉亞(中國)投資有限公司將各自向新成立的合資公司注資現金人民幣75,000,000元。此外，根據合資協議，成立合資公司後，五菱工業及合資公司將訂立附屬協議，內容關於(其中包括)收購五菱工業位於中國柳州及青島目前用於生產汽車座椅產品的機器及設備，以促進合資公司的業務及營運。合資協議及據此擬進行的交易詳情披露於本公司日期為二零一七年七月三日之公佈。
- 於二零一七年八月十八日，五菱工業分別與本公司最終控股公司廣西汽車及本公司中介控股公司五菱汽車(香港)有限公司訂立股權轉讓協議，據此，五菱工業有條件同意向廣西汽車及五菱汽車(香港)有限公司收購青島五菱汽車科技有限公司的50.7%及49.3%股權，代價分別為人民幣71,857,500元及人民幣69,873,200元。青島五菱汽車科技有限公司現為位於中國青島市黃島區江山路西、松花江路南側地塊以及該地塊上建築物之註冊擁有人，該建築物目前租賃予五菱工業作為辦公室及生產廠房。股權轉讓協議能否完成取決於(其中包括)本公司獨立股東是否批准。股權轉讓協議及據此擬進行的交易詳情披露於本公司日期為二零一七年八月十八日之公佈。

22. 比較數字

其他收益及虧損、一般及行政開支以及研發開支之比較數字已重新分類，與本中期期間的呈列方式保持一致。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yuan Zhijun (*Chairman*)
Mr. Lee Shing (*Vice-chairman and Chief Executive Officer*)
Mr. Zhong Xianhua
Ms. Liu Yaling
Mr. Yang Jianyong

Independent Non-Executive Directors

Mr. Zuo Duofu
Mr. Ye Xiang
Mr. Wang Yuben

AUDIT COMMITTEE

Mr. Ye Xiang (*Chairman*)
Mr. Zuo Duofu
Mr. Wang Yuben

REMUNERATION COMMITTEE

Mr. Zuo Duofu (*Chairman*)
Mr. Ye Xiang
Mr. Wang Yuben

NOMINATION COMMITTEE

Mr. Yuan Zhijun (*Chairman*)
Mr. Zuo Duofu
Mr. Ye Xiang
Mr. Lee Shing
Mr. Wang Yuben

COMPANY SECRETARY

Mr. Lai Shi Hong Edward

PRINCIPAL BANKERS

Hong Kong

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
OCBC Wing Hang Bank Limited

PRC

Bank of China Limited
Industrial and Commercial Bank of China Limited
China Construction Bank Corporation
Agricultural Bank of China Limited
China Everbright Bank Co., Limited
Hua Xia Bank Co., Limited
China Citic Bank
Industrial Bank Co., Limited

董事會

執行董事

袁智軍先生 (主席)
李誠先生 (副主席兼行政總裁)
鍾憲華先生
劉亞玲女士
楊劍勇先生

獨立非執行董事

左多夫先生
葉翔先生
王雨本先生

審核委員會

葉翔先生 (主席)
左多夫先生
王雨本先生

薪酬委員會

左多夫先生 (主席)
葉翔先生
王雨本先生

提名委員會

袁智軍先生 (主席)
左多夫先生
葉翔先生
李誠先生
王雨本先生

公司秘書

黎士康先生

主要往來銀行

香港

中國銀行(香港)有限公司
恒生銀行有限公司
華僑永亨銀行有限公司

中國

中國銀行股份有限公司
中國工商銀行股份有限公司
中國建設銀行股份有限公司
中國農業銀行股份有限公司
中國光大銀行股份有限公司
華夏銀行股份有限公司
中信銀行
興業銀行股份有限公司

CORPORATE INFORMATION

公司資料

AUDITORS

Deloitte Touche Tohmatsu

SOLICITOR

Sidley Austin

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN BERMUDA

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

Stock Exchange of Hong Kong: 305

核數師

德勤•關黃陳方會計師行

律師

盛德律師事務所

總辦事處及香港主要營業地點

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鷹君中心24樓
2403室

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

香港聯合交易所: 305

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