



**中升集團控股有限公司**

**ZHONGSHENG GROUP HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 881

**2021 ANNUAL REPORT**



Zhongsheng Group  
**Lifetime Partner**

中升集團·終生夥伴

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. Huang Yi (*Chairman*)  
Mr. Li Guoqiang (*President and Chief Executive Officer*)  
Mr. Du Qingshan  
Mr. Zhang Zhicheng  
Mr. Li Guohui  
Mr. Tang Xianfeng

### NON-EXECUTIVE DIRECTORS

Mr. David Alexander Newbigging  
(resigned on 31 December 2021)  
Mr. Chan Ho Yin (appointed on 31 December 2021)  
Mr. Hsu David

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shen Jinjun  
Mr. Ying Wei  
Mr. Chin Siu Wa Alfred  
Mr. Li Yanwei

## CORPORATE HEADQUARTERS

No. 20 Hequ Street  
Shahekou District  
Dalian  
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1803-09  
18th Floor, Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

## REGISTERED OFFICE

Second Floor  
Century Yard, Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited  
Second Floor  
Century Yard, Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

## LEGAL ADVISERS AS TO HONG KONG LAW

Allen & Overy  
9th Floor, Three Exchange Square  
Central  
Hong Kong

## JOINT COMPANY SECRETARIES

Ms. Mak Sze Man  
Ms. Yao Zhenchao

## AUTHORISED REPRESENTATIVES

Mr. Huang Yi  
Ms. Yao Zhenchao

## AUDIT COMMITTEE

Mr. Ying Wei (*Chairman*)  
Mr. Shen Jinjun  
Mr. Chin Siu Wa Alfred

## REMUNERATION COMMITTEE

Mr. Chin Siu Wa Alfred (*Chairman*)  
Mr. Li Guoqiang  
Mr. Shen Jinjun

## NOMINATION COMMITTEE

Mr. Shen Jinjun (*Chairman*)  
Mr. Huang Yi  
Mr. Chin Siu Wa Alfred

## COMPLIANCE COMMITTEE

Mr. Du Qingshan (*Chairman*)  
Mr. Huang Yi  
Mr. Li Guoqiang

## RISK COMMITTEE

Mr. Li Guohui (*Chairman*)  
Mr. Huang Yi

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Mr. Li Guohui (*Chairman*)  
Mr. Tang Xianfeng

## BRANCH SHARE REGISTRAR IN HONG KONG

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## STOCK CODE

881

## AUDITORS

Ernst & Young  
Certified Public Accountants and  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

# CHAIRMAN'S STATEMENT



**Huang Yi**  
Chairman

## Dear Honourable Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Zhongsheng Group Holdings Limited (“**Zhongsheng Group**” or the “**Company**”), I am very pleased to present the annual results report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2021.

Despite the complex and on-going global pandemic, the PRC economy recovered steadily in 2021. According to the information published by the National Bureau of Statistics and based on preliminary estimates, gross domestic product (GDP) of the PRC in 2021 reached RMB114.367 trillion, representing a year-on-year increase of 8.1% and an average two-year increase of 5.1%, and per capita GDP had exceeded US\$12,000. The full-year gross sales proceeds from retail goods amounted to RMB44.0823 trillion, representing a year-on-year increase of 12.5%. The scale of market sales has expanded and consumer demand for upgrades continued to grow. The per capita disposable income of PRC residents reached RMB35,128 in 2021, with an actual increase of 8.1% (excluding price factors). The average unemployment rate in urban areas in the PRC under survey was 5.1% for the year, and employment was generally stable.

The Chinese economy continued to recover despite the global shortage of automobile semiconductor chips and surging upstream raw material prices. The PRC’s automobile market continued to grow steadily in 2021, demonstrating strong resilience. According to the information of the China Association of Automobile Manufacturers, the PRC’s automobile production and sales volume in 2021 were 26.082 million units and 26.275 million units

respectively, representing a year-on-year increase of 3.4% and 3.8%, ending a consecutive three-year decline since 2018. Among them, the production and sales volume of passenger vehicles were 21.408 million units and 21.482 million units, respectively, representing a year-on-year increase of 7.1% and 6.5%, with their growth rates higher than the industry by 3.7 percentage points and 2.7 percentage points.

The demand for the luxury automobile market of the PRC remained solid in 2021. The scale of market sales in the PRC has expanded and consumer demand for upgrades continued to grow. Leveraging its operational capabilities, Zhongsheng Group rose up to the market challenges with a positive attitude and achieved satisfactory results in each business segment, including new automobiles, value-added services, after-sales services and pre-owned automobiles, with significant improvement in profitability. In terms of the new automobile segment, we achieved a new automobile sales volume of 528,154 units in 2021, representing a year-on-year increase of 5.5%, of which sales volume for luxury brands reached 299,304 units, representing a year-on-year increase of 8.7% and accounted for 56.7% of the Group's total sales volume. Such an increase was underpinned by further optimisation of its product mix. Revenue from the after-sales business reached RMB24.50 billion, representing a year-on-year increase of 21%. In terms of value-added services, the growth in scalable financial loans brought by new automobile sales drove the growth of value-added services profits, which realised net revenue of RMB3.53 billion in 2021, representing a year-on-year increase of 12.0% with a comparable growth of 20%. The pre-owned automobiles business will be a core business of the Group in the future and is also the business development focus at the current stage. In 2021, the sales volume of pre-owned automobiles reached 139,413 units, representing a year-on-year increase of 30.2%.

Zhongsheng Group has always upheld the "Brand + Region" strategy, placing equal emphasis on its own development as well as mergers and acquisitions, and carrying out industry integration through mergers and acquisitions with a focus on same-store growth. In October 2021, the Group completed the acquisition of Zung Fu China at a final consideration of approximately US\$1,314 million. The Group's market share in the Mercedes-Benz brand has increased significantly to approximately 18%, which enhanced the Group's market position as the second biggest dealership for the Mercedes-Benz brand and further consolidated its regional leadership in the market segments in southern and western China. Currently, the acquisition of Zung Fu has been progressing smoothly with rapid improvement in profitability. Meanwhile, the significant synergies in business, cost and other aspects brought about by the acquisition have been realised one after another, which will lay a solid foundation for the subsequent development of the Group. As of 31 December 2021, the total number of the Group's dealerships increased to 412, of which 254 are luxury brand dealerships and 158 are mid-to-high-end brand dealerships, covering 25 provinces, municipalities and autonomous regions and over 110 cities in the PRC.

Our development continued to receive wide recognition both domestically and abroad. In May 2021, the Group continued to be ranked the second place in 2021's Top 100 Automobile Dealers in China. In July, international credit rating agencies, Moody's and Fitch, upgraded our credit ratings to positive outlook (Moody's Baa3 and Fitch's bbb-), which fully demonstrated the recognition of our operational management and financial management capabilities by international rating agencies. In 2021, the Group's MSCIESG rating was upgraded to BBB. In January 2022, Morningstar Sustainalytics ranked us as the best ESG performance enterprise in 2021, with continuous improvement in corporate governance. These honours represent the market recognition of us and will encourage us to continue to work hard and move forward.

In 2021, the government launched a series of policies and measures to guide the development of the automobile industry, which mainly included comprehensive new energy vehicle and pre-owned automobiles policies. On 5 January 2021, 12 ministries and commissions, including the Ministry of Commerce, jointly published the Notice on Several Measures to Boost Bulk Consumption and Consumption of Key Items and Unleash the Rural Consumption Potential (關於提振大宗消費重點消費促進釋放農村消費潛力若干措施的通知), which stated the stabilisation and expansion of automobile consumption. On 9 February 2021, the Ministry of Commerce issued the Notice on the Publication of

Guidelines for Promoting Automobile Consumption in the Commercial Sector and Some Local Experiences and Practices (關於印發商務領域促進汽車消費工作指引和部分地方經驗做法的通知), which effected the complete abolition of the policy restricting the relocation of pre-owned automobiles. On 19 April 2021, the Ministry of Commerce, the Ministry of Public Security and the State Administration of Taxation issued the Notice on Promoting the Cross-Province Registration of Pre-owned Automobile Transactions and Facilitating the Remote Transactions of Pre-owned Automobile (關於推進二手車交易登記跨省通辦·便利二手車異地交易的通知), promoting convenient transactions of pre-owned automobiles and facilitating the development of the pre-owned automobile market.

Looking forward into the future, facing the developing trend of electric vehicles, traditional automobile makers such as Mercedes-Benz, BMW and Lexus have accelerated their electrification strategies. By 2030, Mercedes-Benz plans to invest more than 40 billion euros in pure electric automobiles, whilst Toyota also plans to invest US\$35 billion in this segment. In addition to strengthening the cooperation with traditional automobile makers in electric vehicles, the Group has also launched a strategic cooperation with new domestic automobile makers. In the first half of the year, the Group entered into strategic cooperation agreements with electric automobile makers such as Xpeng to conduct nationwide cooperation in a comprehensive and multi-dimensional approach and promote different business models step-by-step, including 4S dealerships, new automobile sales centres and delivery centres in top-tier cities, after-sales service centres in second-tier cities and after-sales service stations in third- and fourth-tier cities. In Shenzhen, the Group's new automobile delivery centre and superstore for Xpeng have already been put into operation. Zhongsheng Group is laying down a solid foundation for the future development of the electric vehicle business, which is underpinned by its nationwide service network, especially the network advantage in top-tier cities and economically developed regions, its existing customer base of over 6.5 million and core automotive consumer service capabilities such as industry-leading services and operational capabilities.

For the Group to have achieved its development and progress today, we would like to thank the staff from all our departments for their loyalty, dedication and contributions as well as our shareholders and business partners for their trust, support and encouragement. On behalf of the Board, I would like to express our sincere gratitude to all of you for your valuable contributions to the Group's outstanding development!

**Huang Yi**

*Chairman*

Hong Kong, 17 March 2022

# CHIEF EXECUTIVE OFFICER'S STATEMENT



**Li Guoqiang**  
*President and Chief Executive Officer*

**Dear Honourable Shareholders,**

## **MARKET REVIEW**

The demand in the luxury automobile market remained solid in 2021. According to the information from the China Passenger Car Association, the cumulative sales volume of luxury brands in the PRC's automobile market reached 2.6521 million units in 2021, representing a year-on-year increase of 4.9% despite the impact of various factors such as semiconductor chip shortages. With the relief of supply chain issues for semiconductor chips and other materials in the fourth quarter of last year, the sales volume of luxury brands began to recover in general. In terms of brands, the status of first-tier luxury brands (BBA) remained stable in 2021. Mercedes-Benz was relatively more affected by semiconductor chip shortages, and 758,900 units of new automobiles were delivered in the PRC for the year, representing a year-on-year decrease of 2%. However, benefiting from model restructuring due to semiconductor chip shortages, the profitable models such as GLE, GLS, G-Class, Maybach and AMG achieved double-digit growth, demonstrating strong brand power. The BMW brand was less affected by the shortage of semiconductor chips and 846,200 units of new automobiles were delivered for the year, representing a year-on-year increase of 8.9%. The sales volume of Audi in 2021 reached 700,100 units, representing a year-on-year decrease of 3.6%. The sales volume of Lexus, a Japanese luxury brand, in the PRC and Hong Kong achieved new automobiles sales volume of 227,000 units in 2021, representing a year-on-year increase of 1%. The new automobile sales volume of Toyota, a Japanese mid-to-high-end brand, in the PRC was 1.944 million units in 2021, representing a year-on-year increase of 8.2%. The new energy vehicle segment maintained a strong growth rate in 2021. According to the information of the China Association of Automobile Manufacturers, the production and sales volume of new energy vehicles reached 3.545 million units and 3.521 million units respectively, representing a year-on-year increase of 160%, with its market share going up to 13.4%.

With the continuous, stable and healthy macro-economic growth in the PRC and the accelerated growth of upgraded consumption behaviour, the structure of automobile consumption in the PRC has undergone gradual changes and entered the phase where consumers are increasingly looking to upgrade. Meanwhile, the automobile consumers have become increasingly mature and they have begun to pay more attention to brands, comfort, services and other experiences. In particular, the scarcity and high premium of car licences in high-tier cities due to purchase restrictions has led to a significant increase in consumer willingness to purchase luxury automobiles. At the same time, with the localisation of luxury brands and decrease in prices, the potential for consumer demand will be further stimulated. The luxury cars market will maintain healthy and rapid development in the future, providing strong drivers for the medium and long-term growth of the passenger vehicle market in the PRC.

According to statistics published by the Ministry of Public Security, national automobile ownership reached 302 million units in 2021. The number of automobile drivers reached 444 million. The number of newly licensed drivers (with less than one year of driving experience) was 27.5 million nationwide, representing a year-on-year increase of 5.19 million. The newly registered automobiles nationwide in 2021 were 26.22 million units, representing a year-on-year increase of 1.98 million units. In 2021, a total of 29.23 million automobile transfer registrations were processed by public security and traffic control departments nationwide. In the past five years, the number of pre-owned automobile transfers registered has surpassed the number of new automobile registrations, and the pre-owned automobile market has become increasingly robust.

In 2021, the growth rate of pre-owned automobile sales nationwide remained relatively high compared to new automobile sales. According to the information of the China Automobile Dealers Association, the trade volume of pre-owned automobiles nationwide in 2021 was 17.5851 million units, representing a year-on-year increase of 22.62%. The trade volume of pre-owned automobiles for luxury brands was 1.68 million units, representing a year-on-year increase of 26.6%. The proportion of pre-owned automobiles transferring to other registries has been increasing year by year, and cross-regional circulation improved significantly, with the proportion of pre-owned automobiles transferring to other registries in 2021 reaching 27.32%. As the automobile market in the PRC enters peak period for upgrading and replacement, the pre-owned automobile market will gradually become standardised and professionalised, and industry policies will be fully established. The pre-owned automobile transactions will become an important growth driver for the entire automobile market. According to the information of the China Association of Automobile Manufacturers, the old to new ratio of pre-owned automobiles in the PRC had already reached 0.74:1 in 2021. Compared to the more mature overseas automobile markets, such as the United States, where the old to new ratio of pre-owned automobiles was 2.5:1, the PRC pre-owned automobile market still has tremendous market potential. At the same time, the pre-owned automobile transactions have gradually shifted from a single price competition to diversified competition in terms of quality, price, service and protection. The chain and branded dealership groups will benefit more from the rapid development of the pre-owned automobile market in the future, which has become a trend in the development of the pre-owned automobile industry.

## BUSINESS REVIEW

### ADHERING TO THE “BRAND + REGION” STRATEGY, FURTHER OPTIMISING THE EXISTING BRAND PORTFOLIOS AND STRENGTHENING THE LEADING ADVANTAGES IN KEY REGIONS

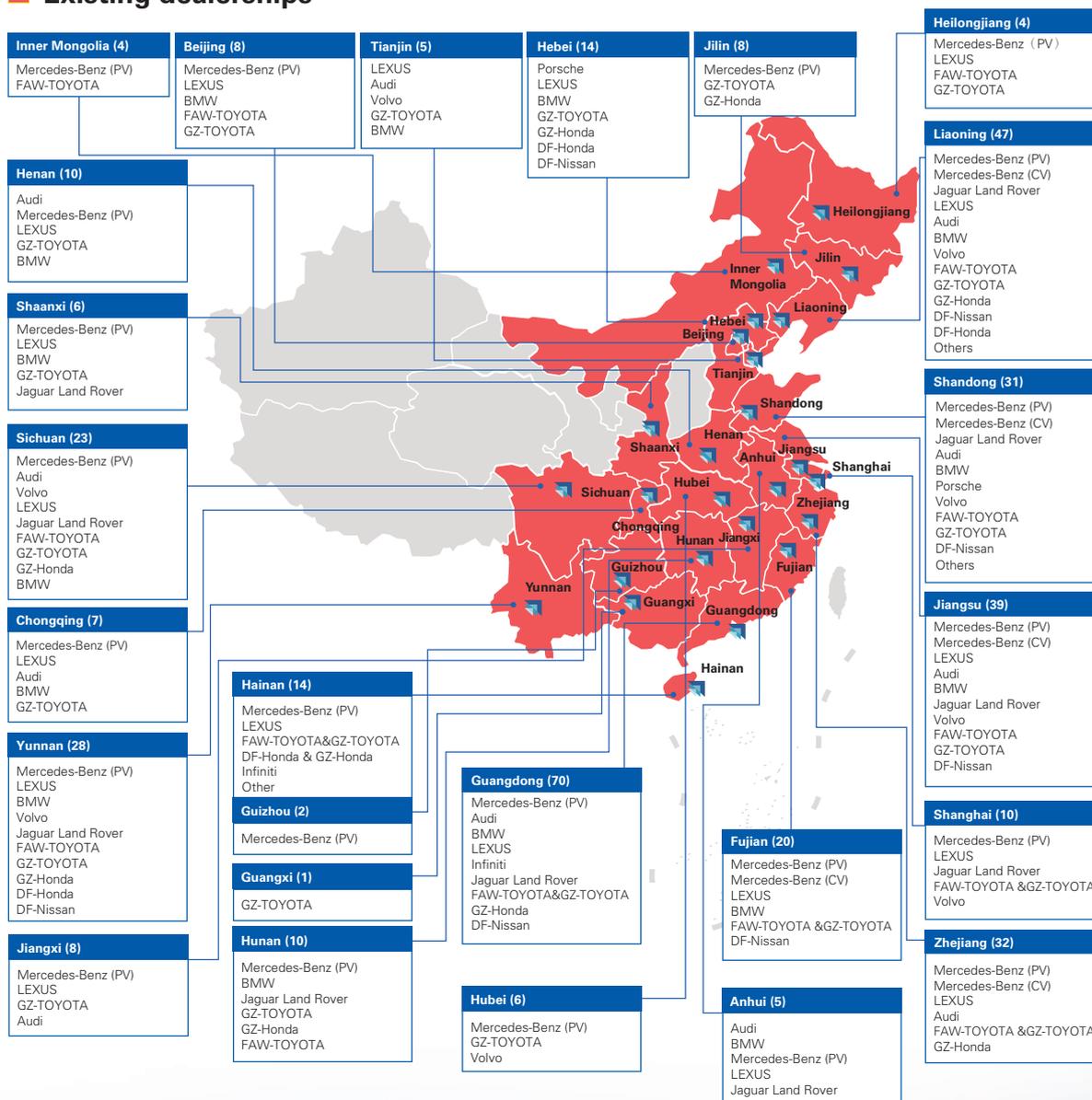
According to the statistics of the Ministry of Public Security of the PRC, in terms of distribution of automobile ownership in the PRC in 2021, 79 cities have more than one million units, representing a year-on-year increase of 9 cities. Among which, 35 cities have over two million units and 20 cities have exceeded three million units. Beijing, Chengdu and Chongqing each have over five million units; Suzhou, Shanghai, Zhengzhou and Xi'an each have over four million units; and 13 cities including Wuhan, Shenzhen, Dongguan, Tianjin, Hangzhou, Qingdao, Guangzhou, Ningbo, Foshan, Shijiazhuang, Linyi, Jinan and Changsha each have over three million units. With the increasing number of urban automobile ownership, the trend of consumption driven by the desire to upgrade is becoming more obvious, and the proportion of individual users of new automobile purchases and automobile replacement further increased in 2021. According to the information of the China Association of Automobile Manufacturers, the number of household new automobile purchases and automobile replacement by individual users in the PRC reached 6.38 million units in 2021, representing a year-on-year increase of 12.0%. This accounted for 29.9% of the overall passenger vehicle retail market and marks a further increase in market share, representing a year-on-year increase of 1.5

percentage points. In terms of regional distribution, the main consumers of new automobile purchases and automobile replacement are mainly those coming from developed cities including first-tier and new first-tier cities. The domestic population is accelerating its influx into the core and economically developed cities, which will drive the economy, residents' consumption and purchasing power of top-tier cities to continue to develop at a high speed. In the future, the development of the luxury car market in top-tier cities will continue to lead the lower-tier cities. The Group will continue to grow its network coverage in top-tier cities and key economically developed regions to enhance its sales networks as its leading advantage in such key regions.

As of 31 December 2021, the total number of the Group's dealerships increased to 412, of which 254 are luxury brand dealerships and 158 are mid-to-high-end brand dealerships, covering 25 provinces, municipalities and autonomous regions and over 110 cities in the PRC. As of 31 December 2021, the brand and geographical distributions of the Group's dealerships are as follows:

### BRAND AND DEALERSHIP CHART

#### Existing dealerships



Currently, the Group's brand portfolio includes luxury brands such as Mercedes-Benz, Lexus, BMW and Audi, as well as mid-to-high-end brands such as Toyota. It maintains the leading position in the market segment of all core brands.

#### **CONTINUOUS GROWTH ACROSS ALL BUSINESS SEGMENTS WITH SIGNIFICANT IMPROVEMENTS IN PROFITS, AND STRATEGIC DEVELOPMENT OF PRE-OWNED AUTOMOBILES AND ELECTRIC VEHICLES**

In 2021, faced with the shortage of semiconductor chips, the Group worked closely with automobile makers by fully leveraging its advantage in its core dealerships and the growth in the sales of new automobiles from Mercedes-Benz and Lexus continued to outperform the industry, strengthening its scale advantage. At the same time, the Group focused on enhancing new automobile gross margin and inventory management, with new automobile gross margins for the brands of Mercedes-Benz and Lexus reaching record highs. In terms of value-added service, the growth in scalable financial loans brought by new automobile sales further deepened the Group's cooperation with commercial banks in the automobile loan agency business, which drove the growth of value-added services profits. After further improving the construction of the pre-owned automobiles professional team, optimising its assessment and remuneration system as well as the ERP accounting system for the pre-owned automobile business, the Group focused on investing resources to fully utilise the regional advantages of its national dealership group. The resources for pre-owned automobiles have been optimised nationwide and the proportion of pre-owned automobiles and its retail sales volume increased significantly through several measures such as intranet auction. At the same time, the Group continued to promote the pre-owned automobiles certification system.

Meanwhile, we vigorously facilitated digitalisation and service quality. In addition to continuously optimising the industry-leading dealership ERP information system and the central integrated real-time decision support system, the Group has been vigorously promoting its digitalisation management from web portal to dealerships level, the core management in customer dimension and marketing digitisation for dealers, and its refined management has been continuously deepened. After the Group's official website was revamped, the cumulative total number of visits exceeded 400,000. The initial integrated CRM system for dealerships has been connected to the Group's EAS system, the Group's official website, WeChat service account and WeChat APP, covering many business aspects, including pre-sales, new insurance, insurance renewal, marketing materials placement, potential customer management, customer traffic management, customer return visits, and customer rights, becoming a platform for daily business management. The Group's self-developed digitalisation tools, such as the Accident Car Clue APP, Financial Smart Butler and Mobility Scooter APP, have also been widely used at the dealership level. Relying on the existing digitalisation base, the Group continues to promote the improvement of service quality and brand image building. The Directors believe that the "Worry Free Double Insurance (雙保無憂)" of Zhongsheng has become an industry benchmark. The launch of quality services such as Zhongsheng courtesy car, E designated driving business, night services and 30-day return without reasons for pre-owned automobiles has greatly improved the convenience of customers' access to services and enhanced their satisfaction. At the same time, the promotion of new media branding has gradually been launched. Currently, the Group operates a total of 851 live streaming accounts in all major new media platforms, making the brand premium of Zhongsheng increasingly significant. In 2021, the insurance customer base of the Group has further been expanded and the Group continued to outperform the industry. The Group's existing industry-leading advantages in the after-sales and pre-owned automobiles business have also been consolidated and strengthened.

The Group achieved new automobile sales volume of 528,154 units in 2021, representing a year-on-year increase of 5.5%, of which sales volume for luxury brands reached 299,305 units, representing a year-on-year increase of 8.7% and accounted for 56.7% of the Group's total sales volume. Such an increase was underpinned by further optimisation of its product mix. The annual revenue generated from new automobile sales amounted to RMB142,465.7 million, representing an increase of 13.5% over the corresponding period last year. The gross profit margin of new automobile increased significantly by 1.4% year-on-year. Revenue from the after-sales business reached RMB24,504.6 million in 2021, representing a year-on-year increase of 21.0% and accounted for 14.0% of the Group's total revenue. The value-added services business segment, such as automobile insurance and automobile finance, achieved good growth in 2021 with annual revenue from value-added services reaching RMB3,528.0 million for the year, representing a year-on-year increase of 12.0%. Taking into account gross profit for pre-owned automobile sales under distribution model, income from value-added services for the year ended 31 December 2021 would increase by 20% as compared to the year ended 31 December 2020. In 2021, the Group's financial penetration rate of new car sales further increased significantly to 67.1%, while the amount of the Group's financial loans also increased significantly to RMB61.7 billion.

## FUTURE STRATEGY AND OUTLOOK

In 2022, despite the uncertainty of the global pandemic, the PRC economy will continue its stable performance. With more supporting policies for the automobile industry and automobile consumption stimulation, the market for luxury automobiles will continue to maintain a steady growth. The market influence of leading luxury brands will also be further enhanced as more consumption is driven by the desire to upgrade. The influence of positive factors such as global semiconductor chip supply chain adjustment, weakening global pandemic, gradual easing up of shortage of semiconductor chips in the industry and the progressive return of supplies back to normal, luxury automobile sales volume in the second half year is expected to achieve higher growth.

Facing the gradual change of the PRC automobile market to inventory market and the development trend of new energy vehicles, the Group will continue to adhere to the development path that places equal emphasis on scale advantages and efficiency improvements. For endogenous development, the Group will strengthen refined management and conduct operations in various platforms, so as to give further play to its cost advantage, strengthen personnel management and improve its business professionalism, standardisation and process standardisation. The Group will establish brand power and competitiveness through digitalisation, so as to continue enhancing its service capability and customer loyalty. In terms of external development, the Group will leverage its scale advantage in operational management and financial capability to promote industry integration and further strengthen its leadership in core brands and key regions. The Group will enhance its leading industry position step by step through optimal endogenous and external development and continue to create value for shareholders and other stakeholders.

### **Li Guoqiang**

*President and Chief Executive Officer*

Hong Kong, 17 March 2022



**Lifetime Partner**



**Dedication and Innovation**



**Honesty and Brilliance**

# MANAGEMENT DISCUSSION AND ANALYSIS



## FINANCIAL REVIEW

### REVENUE

Revenue for the year ended 31 December 2021 was RMB175,103.1 million, representing an increase of RMB26,755.0 million or 18.0% as compared to the year ended 31 December 2020. Revenue from new automobile sales amounted to RMB142,465.7 million, representing an increase of RMB16,939.0 million or 13.5% as compared to the year ended 31 December 2020. Revenue from after-sales and accessories business amounted to RMB24,504.6 million, representing an increase of RMB4,259.5 million or 21.0% as compared to the year ended 31 December 2020. Revenue from pre-owned automobile sales amounted to RMB8,132.8 million, representing an increase of RMB5,556.5 million or 215.7% as compared to the year ended 31 December 2020.

New automobile sales business accounted for a substantial portion of the Group's revenue, representing 81.4% (the year ended 31 December 2020: 84.6%) of the total revenue for the year ended 31 December 2021. After-sales and accessories business accounted for 14.0% of the total revenue for the year 31 December 2021 (the year ended 31 December 2020: 13.6%). Pre-owned automobile sales accounted for 4.6% of the total revenue for the year 31 December 2021 (the year ended 31 December 2020: 1.8%). For the year ended 31 December 2021, almost all of the Group's revenue was derived from business located in the PRC.

In terms of revenue from new automobile sales, Mercedes-Benz is the Group's top selling brand, with revenue from the sales of which representing 33.6% of the Group's total revenue from new automobile sales (the year ended 31 December 2020: 29.4%).

### COST OF SALES AND SERVICES

Cost of sales and services for the year ended 31 December 2021 amounted to RMB156,633.5 million, representing an increase of RMB21,767.1 million or 16.1% as compared to the year ended 31 December 2020. Costs for new automobile sales business amounted to RMB136,268.4 million for the year ended 31 December 2021, representing an increase of RMB14,451.2 million or 11.9% as compared to the year ended 31 December 2020. Costs for after-sales and accessories business amounted to RMB12,721.5 million for the year ended 31 December 2021, representing an increase of RMB2,051.6 million or 19.2% as compared to the year ended 31 December 2020. Costs for pre-owned automobile sales business amounted to RMB7,643.6 million for the year ended 31 December 2021, representing an increase of RMB5,264.3 million or 221.3% as compared to the year ended 31 December 2020.



### GROSS PROFIT

The Group's gross profit for the year ended 31 December 2021 amounted to RMB18,469.6 million, representing an increase of RMB4,987.8 million or 37.0% as compared to the year ended 31 December 2020. Gross profit from new automobile sales business amounted to RMB6,197.3 million, representing an increase of RMB2,487.8 million or 67.1% as compared to the year ended 31 December 2020. Gross profit from after-sales and accessories business amounted to RMB11,783.1 million, representing an increase of RMB2,207.8 million or 23.1% as compared to the year ended 31 December 2020. Gross profit from sales of pre-owned automobile amounted to RMB489.2 million, representing an increase of RMB292.2 million or 148.4% as compared to the year ended 31 December 2020. For the year ended 31 December 2021, gross profit from after-sales and accessories business accounted for 63.8% of the total gross profit (the year ended 31 December 2020: 71.0%).

The Group's gross profit margin for the year ended 31 December 2021 was 10.5% (the year ended 31 December 2020: 9.1%).

### OTHER INCOME AND GAINS, NET

The other income and gains, net, for the year ended 31 December 2021 amounted to RMB3,890.6 million, representing an increase of RMB466.7 million or 13.6% as compared to the year ended 31 December 2020. The other income and gains mainly consisted of service income from automobile insurance and automobile financing services, commission from pre-owned automobile trading business, rental income and interest income, etc.

### PROFIT FROM OPERATIONS

The profit from operations for the year ended 31 December 2021 amounted to RMB12,617.3 million, representing an increase of RMB3,680.6 million or 41.2% as compared to the year ended 31 December 2020. The operating profit margin for the year ended 31 December 2021 was 7.2% (the year ended 31 December 2020: 6.0%).

### PROFIT FOR THE YEAR

The profit for the year ended 31 December 2021 amounted to RMB8,407.3 million, representing an increase of RMB2,826.5 million or 50.6% as compared to the year ended 31 December 2020. The profit margin for the year ended 31 December 2021 was 4.8% (the year ended 31 December 2020: 3.8%).

## **PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT**

The profit attributable to owners of the parent for the year ended 31 December 2021 amounted to RMB8,329.0 million, representing an increase of RMB2,789.2 million or 50.3% as compared to the year ended 31 December 2020.

## **LIQUIDITY AND FINANCIAL RESOURCES**

### **CASH FLOW**

The Group primarily uses cash to pay for new automobiles, spare parts and automobile accessories, to repay its indebtedness, to fund its working capital and normal operating expenses and to establish new dealerships and acquire additional dealerships. The Group finances its liquidity requirements mainly through a combination of cash flows generated from its operating activities, bank loans and other borrowings and other funds raised from the capital markets and currently expects that future liquidity will continue to be satisfied mainly by the foregoing.

The Group has adopted a prudent financial management approach towards its treasury policies and will revisit such policies from time to time, taking into account, among other things, the cash flows requirement and expansion of the Group. The Group maintained a healthy liquidity position throughout the year ended 31 December 2021.

### **CASH FLOW GENERATED FROM OPERATING ACTIVITIES**

For the year ended 31 December 2021, the net cash generated from operating activities by the Group amounted to RMB10,872.3 million, consisting primarily of operating profit before working capital movement and tax payment.

### **CASH FLOW USED IN INVESTING ACTIVITIES**

For the year ended 31 December 2021, the net cash used in investing activities by the Group amounted to RMB9,416.6 million.

### **CASH FLOW USED IN FINANCING ACTIVITIES**

For the year ended 31 December 2021, the net cash generated from financing activities by the Group amounted to RMB1,300.6 million.

### **NET CURRENT ASSETS**

As at 31 December 2021, the Group had net current assets of RMB11,966.0 million, representing an increase of RMB6,589.4 million from the net current assets of the Group as at 31 December 2020.

### **CAPITAL EXPENDITURES AND INVESTMENT**

The Group's capital expenditures comprised expenditures on property, plant and equipment, land use rights and business acquisition. For the year ended 31 December 2021, the Group's total capital expenditures amounted to RMB11,400 million. Save as disclosed above, the Group did not make any significant investments during the year ended 31 December 2021.

### **INVENTORY ANALYSIS**

The Group's inventories primarily consisted of new automobiles, spare parts and automobile accessories. Generally, each of the dealerships of the Group individually manages the quotas and orders for new automobiles, after-sales and accessories products. To leverage scale advantage and centralisation efficiency, the Group also coordinates and aggregates orders for automobile accessories and other automobile-related products across its dealership network. The Group manages its quotas and inventory levels through its information technology systems, including an Enterprise Resource Planning (ERP) system.

The Group's inventories increased from RMB9,090.1 million as at 31 December 2020 to RMB11,192.0 million as at 31 December 2021, primarily due to the further optimisation of inventory structure benefitted from its continuous improving stock management.

The following table sets forth the average inventory turnover days of the Group for the periods indicated:

	For the year ended 31 December	
	2021	2020
Average inventory turnover days	21.6	23.3

The inventory turnover days of the Group showed a healthy decrease during the year ended 31 December 2021 as compared to the year ended 31 December 2020, which was mainly due to improved inventory management. During the year ended 31 December 2021, the Group's inventory mix gradually optimised and the network scale further expanded.

### ORDER BOOK AND PROSPECT FOR NEW BUSINESS

Due to its business nature, the Group did not maintain an order book as at 31 December 2021. As at the date of this annual report, the Group has no new services to be introduced to the market.

### BANK LOANS AND OTHER BORROWINGS

As at 31 December 2021, the Group's bank loans and other borrowings amounted to RMB20,187.8 million (31 December 2020: RMB19,331.4 million), and its convertible bonds liability portion amounted to RMB3,897.4 million (31 December 2020: RMB4,827.2 million). The increase in the Group's bank loans and other borrowings during the year ended 31 December 2021 was primarily due to the Company having increased its borrowing for the Zung Fu China acquisition. The annual interest rates of the bank loans and other borrowings ranged from 1.0% to 5.1%.

### INTEREST RATE RISK AND FOREIGN EXCHANGE RATE RISK

The Group currently has not used any derivatives to hedge interest rate risk. The operations of the Group are mainly carried out in the PRC with most transactions settled in RMB. Most cash and bank deposits of the Group are denominated in RMB. The Group has not used any long-term contracts, currency borrowings or other means to hedge its foreign currency exposure. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

### EMPLOYEE AND REMUNERATION POLICY

The Group adheres to a strong belief that one of the most valuable assets of a corporation is its employees. The Group values its human resources and recognises the importance of attracting and retaining qualified staff for its continuing success.

As at 31 December 2021, the Group had 39,668 employees (31 December 2020: 31,460). The Group strives to offer a harmonious, efficient and productive working environment, a diversified range of training programmes as well as an attractive remuneration package to its employees. Remuneration packages are set at levels to ensure comparability and competitiveness with other companies in the industry and market competing for a similar talent pool. The Group endeavours to motivate its staff with performance-based remuneration and reward its staff who had outstanding performances with cash bonuses, honorary awards or a combination of all the above to further align the interests of the employees and the Company, to attract talented individuals and to create long-term incentive for its staff.

### PLEDGE OF THE GROUP'S ASSETS

The Group pledged its assets as securities for bank and other loan and banking facilities which were used to finance daily business operations. As at 31 December 2021, the pledged assets of the Group amounted to RMB5.6 billion (31 December 2020: RMB5.9 billion).

#### **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES**

Save for the acquisition of Zung Fu China and its subsidiaries as disclosed in the Company's announcements dated 1 July and 4, 8 October 2021 and 13 March 2022 and the Company's circular dated 20 August 2021, respectively, during the year ended 31 December 2021, the Group did not have any material acquisitions nor disposals of subsidiaries and affiliated companies.

#### **FUTURE PLANS AND EXPECTED FUNDING**

Going forward, the Company will continue to expand the reach and depth of its business in the luxury and mid-to-high end passenger vehicle market and capitalise on the market opportunities that align with the Group's business and growth objectives. The Company aims to expand its network coverage and scale through new store establishment and appropriate mergers and acquisitions in the future. The Group plans to fund its future capital expenditure through cash flows generated from its operating activities and various resources including internal funds and borrowings from financial institution. The Group currently has sufficient credit facilities granted by banks.

#### **GEARING RATIO**

As at 31 December 2021, the gearing ratio of the Group was 39.9% (31 December 2020: 50.9%), which was calculated from net debt divided by the sum of net debt and total equity.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THE REPORT

### REPORT PROFILE

The report is the 2021 Environmental, Social and Governance (“**ESG**”) report issued by Zhongsheng Group Holdings Limited (the “**Group**”, “**Zhongsheng Group**” or “**We**”), which mainly introduces the Group’s management policies in the ESG aspect and the specific management measures adopted during the reporting period, with an aim to strengthen the communication and engagement with internal and external stakeholders of the Group.

### REPORTING SCOPE

The time span of this report is from 1 January 2021 to 31 December 2021. The report covers Zhongsheng Group Holdings Limited and its 412 dealerships (254 luxury brand dealerships and 158 mid-to-high-end brand dealerships). There was no significant change in the scope of coverage this year as compared with the previous reporting year.

### REPORT BASIS

The report is prepared in accordance with the requirements of the Environmental, Social and Governance Reporting Guide (“**ESG Reporting Guide**”) of Hong Kong Exchanges and Clearing Limited (“**Hong Kong Stock Exchange**”).

### ACCESS AND RESPONSE TO THE REPORT

The Chinese and English versions of this report can be downloaded from the website of the Stock Exchange at <http://www.hkexnews.hk>. The report is published in both Chinese and English. In the case of any discrepancy between the two versions, the Chinese version shall prevail.

The Group welcomes stakeholders’ feedback on our ESG approach and performance. Suggestions can be sent to us via e-mail at [zhongsheng-hk@zs-group.com.cn](mailto:zhongsheng-hk@zs-group.com.cn).

## 1. STRENGTHENING RESPONSIBILITY – LIFETIME UNDERTAKING

### 1.1 ESG VISION AND MANAGEMENT POLICY

As one of the leading national automobile dealership groups in the PRC, the Group has always adhered to the operating philosophy of “Pursuing for Excellence, Being Determined and Devoted, Being Trustworthy and Reliable, Being Innovative and Creative” to provide customers with quality services in an ethical and responsible manner. In addition, the Group is committed to sustainable development, actively promotes green culture, engages in exchanges on environmental issues, establishes a green supply chain, promotes environmental protection projects for public welfare, and puts into practice the new concept of environmental protection for corporate citizens. The Group attaches great importance to ESG governance, and we expect to work together with employees, investors and shareholders, customers, suppliers, governments and community groups for mutual benefits, so as to contribute to social progress, economic growth and environmental governance.

We have all along been committed to the operating philosophy of “Pursuing for Excellence, Being Determined and Devoted, Being Trustworthy and Reliable, Being Innovative and Creative” to provide customers with services that offer the maximum overall value by focusing on customers’ needs, continued to promote sustainable business practices and discharge corporate social responsibilities, so as to better capture the opportunities from the development of the industry and create overall value for stakeholders.

In order to improve the standard of ESG governance, Zhongsheng Group established an ESG committee after being approved by a resolution of the Board, which is directly under the Board and its members are directors and independent directors of Zhongsheng Group. It is mainly responsible for the development of the Group’s ESG development strategy and the implementation and supervision of various activities. In response to the impact of energy conservation, emission reduction and climate change, the ESG committee has carefully assessed related risks and developed corresponding strategies and targets for environmental protection, carbon reduction and response to climate change, including: ① minimising and optimising water use, and establishing a recycling water system in areas where conditions permit; ② establishing a recycling system to achieve the target of living in harmony with nature; and ③ gradually reducing new automobile emissions, automobile life cycle emissions and carbon dioxide emissions from related plant.

In order to achieve the aforesaid strategic targets, Zhongsheng Group will keep abreast of the trends of new environmental laws and regulations and formulate contingency strategies and policies in a timely manner to ensure compliance with environmental protection laws and regulations. We have strengthened talents recruitment and training, increased investment in development or introduced more environmentally friendly products or business models to effectively control the waste recycling process. In addition, the Group will introduce more related hybrid and new energy vehicles, and establish a complete inventory distribution and information management system to reduce the impact of any emergency.

In the future, Zhongsheng Group will continue to proactively assume corporate social responsibilities for achieving sustainable development. Zhongsheng Group will actively respond to and implement relevant government policies and requirements in place, actively support the society-wide low-carbon development, and actively engage in society-wide actions of energy conservation and emission reduction.

**1.2 ESG GOVERNANCE**

The Board of the Group established an environmental, social and governance (ESG) committee in November 2020 to continuously improve the Group’s sustainable development performance. The members of ESG committee include two executive directors of the Group, whose main functions are to review the Group’s sustainable development targets and strategies (including assessment of ESG risks) and report to the Board on major domestic trends relating to ESG work. They developed sustainable development initiatives and monitored the performance and progress of the Group with reference to key performance indicators and other relevant standards and provided suggestions to promote the development and implementation of the Group’s ESG work, as well as reviewed the ESG report of the Group. The ESG committee will conduct relevant discussions and hold meetings as required at least once a year. The Group will continue to improve the sustainable development management system and promote the sustainable development progress of the Group.

The ESG task group at the management level of the Group undertakes ESG supervision and coordination functions, puts into practice decisions of decision-making organisation, communicates and coordinates ESG-related affairs, organises the preparation of ESG reports, and reports the implementation of related work to the ESG committee.

In addition, as executive organisations for specific work, all functional departments and dealerships of the Company will implement the ESG plan formulated by the task group, effectively record and report ESG related information, and put into practice the ESG related management work.

**ESG Governance Structure of the Group**

Decision-making organisation ESG Committee of the Board	<ul style="list-style-type: none"> <li>• Responsible for overall ESG governance</li> <li>• Supervising and reviewing ESG performance</li> </ul>
Co-ordination organisation ESG Task Group	<ul style="list-style-type: none"> <li>• Put into practice the decisions of decision-making organisation</li> <li>• Communicating and coordinating ESG affairs</li> <li>• Organising the preparation of ESG report</li> </ul>
Executive organisation All Functional Departments and Dealerships	<ul style="list-style-type: none"> <li>• Executing ESG work plans</li> <li>• Collecting and reporting ESG information</li> <li>• Performing ESG management work</li> </ul>

### 1.3 STAKEHOLDER COMMUNICATION

Taking into account the interests and influence of different stakeholders and establishing a good and effective communication channels with stakeholders will not only assist the Group in responding to and identifying existing and potential risks and opportunities in the market in a timely manner, but also serve as a basis for establishing a sustainable development strategy.

The Group's business involves various stakeholder groups, including but not limited to its employees, investors and shareholders, customers, suppliers and governmental and community groups. Having continuous communication and engagement with the stakeholders is an important part of the Group's daily operation. Communication with stakeholders would normally be conducted via our day-to-day interaction with them or during the annual general meeting. In addition, announcement and publications relevant to the Group would also be issued on the Group's or the Stock Exchange's websites to respond to the concerns of investment stakeholders. The main communication channels between the Group and each stakeholder, the main concerns of the stakeholders and the key actions of the Group are detailed as follows:

Stakeholders	Governments	Shareholders and investors	Employees	Customers	Suppliers	Community
Methods of communication and exchange	<ul style="list-style-type: none"> <li>Take part in discussions when relevant policies are being formulated, share enterprise experience</li> <li>Guide and influence public policies actively</li> <li>Engage in dialogue with the local government</li> </ul>	<ul style="list-style-type: none"> <li>Annual general meeting</li> <li>Annual reports and interim reports</li> <li>The Group's announcements and publications</li> <li>Telephone or email</li> </ul>	<ul style="list-style-type: none"> <li>Working conference</li> <li>Training program</li> <li>The Group's office platform</li> <li>The Group's announcements and publications</li> <li>Team building activities</li> </ul>	<ul style="list-style-type: none"> <li>The Group's announcements and publications</li> <li>Communicate during the service offering process</li> <li>Customer survey and feedback</li> <li>Complaint hotline</li> <li>Telephone or email</li> <li>The Group's WeChat official account and mini program of Zhongsheng Home (中升之家)</li> </ul>	<ul style="list-style-type: none"> <li>Announce the supplier management rules</li> <li>Contract negotiation</li> <li>Daily business exchange</li> <li>Enhance information disclosures</li> </ul>	<ul style="list-style-type: none"> <li>Communicate with local government and organisations</li> <li>Exchange ideas with community members</li> <li>Enhance information disclosures</li> <li>The Group's WeChat official account and mini program of Zhongsheng Home (中升之家)</li> </ul>
Main concerns	<ul style="list-style-type: none"> <li>Respond to state policies</li> <li>Operate according to laws and regulations</li> <li>Pay taxes in accordance with applicable tax laws</li> <li>Promote employment</li> </ul>	<ul style="list-style-type: none"> <li>Business strategy &amp; financial performance</li> <li>Protect shareholder's legal rights</li> <li>Business sustainability</li> <li>Company transparency</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration and benefits</li> <li>Guarantee of rights and interests</li> <li>Career development</li> <li>Safety and health</li> <li>Corporate culture</li> </ul>	<ul style="list-style-type: none"> <li>Timely service</li> <li>Safety of householders</li> <li>Privacy protection</li> <li>Continuously improve service quality</li> </ul>	<ul style="list-style-type: none"> <li>Abide by commercial ethics &amp; state laws and rules</li> <li>Be transparent and fair</li> <li>Fulfill commitments, achieve mutual benefits and enable win-win cooperation</li> </ul>	<ul style="list-style-type: none"> <li>Hold community activities</li> <li>Participate in community construction</li> <li>Participate in public welfare activities of community</li> <li>Promote the community's development</li> </ul>
Key actions	<ul style="list-style-type: none"> <li>Implement state policies, abide by state laws and regulations</li> <li>Accept supervision and check-ups</li> <li>Create more posts to boost the employment rate</li> <li>Declare taxes in a timely manner</li> </ul>	<ul style="list-style-type: none"> <li>Convene shareholder meetings regularly</li> <li>Convene the Board meetings regularly</li> <li>Convene meetings with investors</li> <li>Disclose statutory issues in a timely manner</li> </ul>	<ul style="list-style-type: none"> <li>Enhance training for employees in respect of work skills</li> <li>Improve employees living and working environment</li> <li>Guarantee employees' rights and benefits, upgrade their welfare level</li> <li>Health and safety guarantees for employees</li> </ul>	<ul style="list-style-type: none"> <li>Regulate and standardise services</li> <li>Conduct regular customer satisfaction surveys</li> <li>Respond to customer complaints and provide them with feedback in a timely manner</li> <li>Earnestly protect customer privacy</li> </ul>	<ul style="list-style-type: none"> <li>Set up an open and transparent bid invitation system</li> <li>Set up a communication platform for suppliers</li> <li>Perfect the supplier selection system</li> <li>Offer equal opportunities to suppliers</li> </ul>	<ul style="list-style-type: none"> <li>Regularly hold activities to benefit community residents</li> <li>Be passionate about public welfare, and contribute to society</li> </ul>

#### 1.4 CORPORATE GOVERNANCE

In terms of capital structure control, the Group controls the overall debt size and optimises the debt structure with reference to the international credit rating framework and indicators, and focuses on the flexibility and liquidity of capital structure, striving to further improve its credit rating to BBB investment grade.

The Group puts in place a strict approval process for investment as well as mergers and acquisitions and conducts detailed feasibility studies for reference.

The Group proactively maintains good communication with its shareholders, and communicates the Company's operational highlights and strategic development direction to the market in a timely manner through the release of regular reports such as interim report and annual report and quarterly operating data as well as post-performance roadshows on an annual basis. Meanwhile, the investor relation department also maintains daily communication with investors by attending investment conferences, holding meetings with investors, and arranging dealership research to help investors understand the market and the Group's operation in a timely and comprehensive manner, so as to ensure the transparency of the Group's operation and timely and effective information.

#### 1.5 IDENTIFICATION OF MATERIAL ISSUES

In addition to considering the Group's ESG strategy and targets, as well as the concerns of various stakeholders, during the year, through benchmarking ESG reporting standards, ESG rating agencies, ESG reports from local and international peers, trends of automobile dealership industry and opinions from stakeholders, the Group identified the following issues that are important to the Group, listed these aspects as key focuses of the sustainable development of the Group, and disclosed in this report accordingly.

Name of issues	Definitions of issues
<b>Social</b>	
Customer service	The Group's management mechanism and measures in terms of customer service, such as after-sales service, response to complaints and customer satisfaction
Customer privacy protection	The Group's system, mechanism and measures in terms of customer data protection, how to protect customer data from being leaked out
Supply chain management	The Group's mechanism and measures in terms of environmental and social management of supply chain enterprises
Employment and benefits	The Group's management mechanism and measures in terms of employees' recruitment and dismissal, remuneration and holidays, and promotion
Health and safety	The Group's management mechanism and measures in terms of the occupational health and safety of employees, such as occupational disease prevention and treatment, and prevention of work injuries
<b>Environmental</b>	
Use of Resources	The Group's consumption and management mechanism in terms of related energy (electricity and gasoline) and resources (water resources and packaging materials)
<b>Governance</b>	
Corporate governance	The Group's overall governance in terms of ESG, top-down governance structure and bottom-up feedback

## 2. DEVOTED SERVICE — LIFETIME PARTNER

We believe that high-quality after-sales business is an important indicator for customers to choose 4S dealerships. Zhongsheng Group has always adhered to the guiding principle of “Zhongsheng Group — Lifetime Partner”, attached great importance to the service quality of 4S dealerships and continued to make effort to improve. The Group has been engaged in after-sales businesses for more than ten years. Such businesses provided include spare parts, automobile accessories, repair and maintenance services, detailing services, and other automobile-related products and services, such as second-hand automobile trading services and rental of motor vehicles. With the increasing number of automobile owners in the PRC, the customer base of Zhongsheng Group is rapidly expanding, and its demand for after-sales businesses is increasing, making after-sales business an important part of operating model of the entire 4S dealership.

### 2.1 PRODUCT QUALITY MANAGEMENT

Adhering to the “people-oriented and customer-first” principles, the Group has actively enhanced in-depth co-operation with industry chain participants to continuously improve operational efficiency, service quality and customer satisfaction. The procurement of the Group’s vehicle accessories is in strict compliance with manufacturers’ standards. Vehicles must undergo a three-level inspection before being delivered to customers.

We have complied with relevant laws and regulations, including the Regulation concerning Management of Compulsive Product Certification (《強制性產品認證管理規定》), the Regulations of the People’s Republic of China on Certification and Accreditation (《中華人民共和國認證認可條例》), the Announcement on the Issuing of the Catalogue of Descriptions and Table of Definitions for Compulsory Product Certification by the Certification Accreditation Administration of the People’s Republic of China (No. 45, 2014) (《國家認監委關於印發強制性產品認證目錄描述與界定表的公告(2014年第45號)》) and the Catalogue of Descriptions and Table of Definitions for Compulsory Product Certification and the Reference Table for HS Code 2014 (《強制性產品認證目錄描述與界定表》與2014年HS編碼參考表》). In 2021, there was no occurrence of non-compliance in terms of product and service liability that may have a significant impact on us.

After the new automobiles arrive at the dealership, the dealers will inspect the automobiles in accordance with the testing standards formulated by each brand. The main contents are as follows:

- In handing over the commercial automobiles with the logistics company, the automobile managers of sales department should strictly and carefully check whether there are defects in the exterior and interior of the automobile and whether there is any wrong installation or missing installation. If the aforesaid problems are found, they should sign and confirm with the logistics staff in time and negotiate with the logistics company or the brand storage and transportation department to solve the problems;
- The automobile managers of sales department should record the automobiles arriving in the store in a table, and check the exterior, interior decoration, function keys (such as air outlets and vanity mirrors), tires, wiper blades and other items one by one;
- After passing the preliminary inspection, the commercial automobile should be warehoused and the maintenance workshop should be arranged for Pre-Delivery Inspection (PDI);
- Maintenance technicians should carry out detailed inspections on the automobiles according to the requirements of each brand, including computer diagnosis, and regularly maintain the automobiles before delivery;

- If problems are found during the inspection, they should report to the manufacturer in time and follow up on the results;
- Documents for inspection process should be filed.

In addition, quality inspection for pre-owned automobile is also important. The main contents of the acquisition and quality inspection process for the Group's pre-owned automobiles are as follows:

- Automobile Evaluation: Carrying out inspection for automobile conditions in accordance with standard procedures
- Inspection Automobile Procedures: Checking the automobile procedures to ensure the normal trading and transfer of automobile in the future
- Maintenance Record Inquiry: Inquiring automobile maintenance records through the manufacturer system (automobiles of our brand) or a third-party platform (automobiles not of our brand) to have a further understanding of automobile usage
- Automobile Pricing: Quoting to customers based on the overall situation of the automobile
- Automobile Negotiations: Negotiating with customers based on automobile conditions to facilitate automobile transactions
- Entering into the Contract: After the two parties reach an agreement on the automobile price and related matters, a paper contract shall be entered into
- Automobile Handover: Handover of automobiles, procedures and keys
- Financial Payment: Payment of the automobile payment or deduction of the new automobile payment by the finance department, with the procurement process ending after the vehicle being warehoused.

At the same time, the Group has clear quality inspection process for electric vehicle batteries which are as follows:

- Handover: When batteries are delivered and received at the dealerships, we strictly check whether the packaging is having any damage or not
- Transportation: Owing to the large volume, weight and specifications of the power batteries of certain models, it is necessary to use transportation vehicle such as forklifts and carriers to move them within the dealerships
- Storage: We meet the requirements in terms of space and location of battery storage stipulated by the national or local competent authorities, and complete the warehouse register form for stock-in and stock-out record of batteries
- Inspection: We arrange designated personnel to inspect the storage status of batteries on a daily basis to observe the physical condition, external appearance damage, liquid leakage, etc. If any problem is identified during the inspection process, we will report them to the manufacturers in time, and follow up the handling results
- Warranty: It enjoys certain different time-period or kilometres warranty service depending on different brands of vehicles

Each of the Group's products goes through a quality assurance process and when necessary, the Group carries out the following recall procedures in strict accordance with the requirements of the manufacturers if the Group's products are being recalled:

- manufacturer publishes announcement to recall products;
- identifying affected vehicles;
- preparing preliminary spare parts inventory based on actual situation;
- identifying customers' mailing addresses and delivering notices to customers;
- carrying out recall measures when the recalled vehicles arrive at the facilities.

## 2.2 CUSTOMER SERVICE AND CUSTOMER PRIVACY MANAGEMENT

Our corporate motto is "Zhongsheng Group — Lifetime Partner", and it is central to our corporate culture. We value the feedback from customers by establishing the mechanism about customer service and support. We treat providing customer support as an opportunity to improve our relationship with the customer, addressing customer's concern in a timely manner and in accordance with international standards.

The Group has a 24-hour customer service hotline, WeChat and official website platforms for handling customer complaints. In addition, the Group provides employees with training to improve their efficiency and capacity in handling customer complaints. In 2021, we received a total of 25 complaints from clients about product quality, which were resolved successfully.

The Group respects and protects customer data and privacy, and strives to ensure customer information are encrypted and secure and has invested in highly secure information management systems in order to handle our customer's information securely. The application scope of the Group's data privacy policy covers all relevant business lines of the Group. All employees shall sign employee confidentiality agreements to protect customer privacy, and suppliers are also required to sign confidentiality agreements. The Group's consumer data protection and privacy policies are restricted to only collecting necessary information for customers, and only some employees have access to customer information from the Group's system. The information management department of the Group is responsible for the management of privacy and data security, and related privacy and data security issues will also be discussed at the Board meeting. We invite third parties to review the information security policy and system, the scope of which includes group-level control, change management control, logical access control and other general IT controls.

We impose stringent restrictions on access rights through security authentication technology, and ensure data security during storage, transmission and usage by applying data encryption, desensitisation and other protection technologies. The Group's information network adopts an access mechanism and employs a variety of security technologies to fully respond to various potential threats and avoid malicious data theft. We audit and monitor information terminals, network information flows and employees' online behaviours to avoid information leakage, spam and harmful information dissemination. We also regularly assess the risk of data leakage, and then develop or revise the data security system.

### 2.3 SUSTAINABLE SUPPLY CHAIN

Due to the business nature of our Group, we depend significantly on the automakers and suppliers of automobile accessories. The Group follows the principles of openness, fairness and transparency in selecting suppliers and service providers, and has established a supplier assessment system in terms of price, quality and costs and after-sales service. The Group will carry out long-term quality monitoring and conduct regular reviews on all suppliers as well as casual examinations on different suppliers to ensure sustainable quality material supplies and services.

In the supplier admission stage, the Group requires suppliers to complete a self-assessment questionnaire to evaluate the failure rate of related products, operating results, tax declaration and results of approval of quality certification system. In terms of supplier management, all procurement contracts specify requirements for suppliers in terms of product quality, packaging, price and after-sales services.

In 2021, the Group had a total of 75 key suppliers, which were mainly spare parts suppliers. During the year, the Group was not aware that any key suppliers had any significant actual and potential negative impact on the business ethics, environmental protection, human rights and labour practices, nor did any of them have any non-compliance incident in respect of human rights issues.

	Number of key suppliers
<b>By geographical region</b>	
Northeastern and Northern China regions	16
Eastern and Central China regions	25
Southern China region	27
Southwestern and Northwestern mainland regions	7
<b>Total</b>	<b>75</b>

## 3. TRUE CONCERN – LIFETIME SAFETY

Zhongsheng Group always believes that the employees are one of the enterprise's core competitiveness. We insist on placing the "people-oriented" concept in an important position of the Group's development and operation strategy to ensure the sustainable development of the Group.

Our employees are critical to our success. We have invested, and will continue to invest substantially in our employees in order to recruit, integrate and retain the best personnel for our business. As a result of our large scale operations, we have been able to implement a systematic approach to foster capable managers. One of our policies is to promote capable personnel within the Group's operations and provide a clear career development planning to those personnel, thus forming a large pool of motivated and experienced employees to support our business expansion plans.

In addition, as a leading national automobile dealership group in China with a diversified portfolio of automobile brands, we are able to offer our employees diverse working opportunities encompassing working with different automobile brands as well as work in other regions in China, and we believe this would increase our employee retention rates in the face of intense competition for human resources. During the year, the Group was awarded the title of "Best Employers of the Year of 2021 in China" and won the "2021 Outstanding Human Resource Management Award", demonstrating the Group's outstanding performance in the recruitment and training of talents in the industry, and also encouraging us to continuously improve the talent training mechanism and enhance our core competitiveness.

Confronted with the enormous risks and challenges brought by the COVID-19 epidemic, the Group strictly implemented the COVID-19 prevention and control requirements. During the COVID-19 epidemic period, all dealerships were furnished with sufficient thermometers, face masks and disinfectants. On the premise of ensuring that supplies are replenishable in time, we arranged cleaners and employees to use disinfectant to disinfect the flooring, office space and public areas of the dealerships. All employees were required to wear masks, and alcohol and hand sanitizers were placed in workplace. Customers were provided with masks in time entering the dealerships to fully ensure employee and customer safety.

### 3.1 EMPLOYMENT AND STAFF BENEFITS

#### RECRUITMENT SYSTEM

The Group has formulated a standardised recruitment management system to provide employees with reasonable remuneration, a non-discriminatory working atmosphere, fair and just promotion opportunities in strict accordance with the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》), Social Insurance Law of the People's Republic of China (《中華人民共和國社會保險法》), Law on Protection of Minors (《未成年人保護法》) and Provisions on the Prohibition of Child Labour (《禁止使用童工規定》), so as to protect the legitimate rights and interests of employees, and lay a solid talent foundation for the future development of the Company.

At the same time, in order to actively respond to and solve the existing issues of gender discrimination and vulnerable groups in the society, and implement the policy of inclusiveness and diversity, it is particularly stipulated in the recruitment management system that for the recruitment and selection of personnel at all levels, it is strictly forbidden to use gender as the basis for selection or recruitment; Apart from this, in order to provide targeted assistance to vulnerable groups, we actively encourage dealerships to cooperate with local trade unions and the disabled federations to provide more job opportunities and income support to vulnerable groups.

To effectively attract and retain female employees, we have established policies for equal pay and fair promotion to eliminate gender discrimination for male and female employees. At the same time, the policy sets out that in key decision-making meetings, the participation rate of female executives must reach 50% and above to ensure that the treatment or welfare of male and female employees can be fairly implemented in key decision-making. As of the end of December 2021, the number of female employees in the Group accounted for 38.62%, and the number of women at executive or management level accounted for 56.79% of the management members.

At the end of the reporting year, the Group employed a total of 39,668 employees, all of whom were full-time employees, representing an increase of 8,102 as compared with the end of last year. The breakdown of the number of employees by gender, geographical region, age, and employee type is as follows:

By gender	Number of employees	Percentage of total
Male	24,435	61.60%
Female	15,233	38.40%

By geographical region	Number of employees	Percentage of total
Northeastern and Northern China regions	7,482	18.86%
Eastern and Central China regions	15,849	39.95%
Southern China region	9,783	24.66%
Southwestern and Northwestern mainland regions	6,554	16.52%

By age	Number of employees	Percentage of total
Below 25	6,723	16.96%
25-34	24,614	62.05%
35-44	7,445	18.77%
45-54	839	2.12%
55-64	47	0.12%

By employee type	Number of employees	Percentage of total
General employee	37,705	95.05%
Supervisor	1,502	3.79%
Middle management	457	1.15%
Senior management	4	0.01%

In terms of employee turnover, the number of employee turnover of the Group during the year was 6,921, representing a decrease of 4,501 as compared with that of last year, with a total turnover rate of 22.00%. The breakdown of turnover by gender, geographical region and age is as follows:

By gender	Number of employee turnover	Turnover rate
Male	5,557	22.74%
Female	3,334	21.89%

By geographical region	Number of employee turnover	Turnover rate
Northeastern and Northern China regions	1,456	19.46%
Eastern and Central China regions	3,655	23.06%
Southern China region	2,253	23.03%
Southwestern and Northwestern mainland regions	1,527	23.30%

By age	Number of employee turnover	Turnover rate
Below 25	1,612	23.98%
25-34	5,650	22.95%
35-44	1,458	19.58%
45-54	158	18.83%
55-64	13	27.66%

#### STAFF BENEFITS

The Group has formulated a standardised Secondment, Promotion and Demotion Management System (《異動、晉級、降級管理制度》), aiming to providing transparent remuneration, benefits and promotion opportunities for every employee in the Group and maintain a fair competitive environment within the Group. In addition, we encourage employees to perform in their respective sectors through a remuneration performance policy that provides incentives and imposes restrictions.

The Group follows the Employee Benefit Management System (《員工福利管理制度》), provides employees with paid annual leave, pays social insurance and provident funds in accordance with the law, and proactively provides employees with working meals, implements heatstroke prevention and cooling measures, team building activities and condolences provisions, aiming to making employees feeling cared for and enhance their sense of belonging through various methods.

In accordance with national laws and regulations, we organise employee lectures from time to time and provide online training courses to prevent employees from being discriminated, harassed or injured in the workplace, and provide effective employee assistance. We promote the Group's cultural composition and career development planning through normalised induction training for new employees, creating a more cohesive staff team, and promoting a more diverse and inclusive working environment.

We fully guarantee the two-way communication channels between the Group and employees, including the channels through which the Group disseminates corporate information to employees and the channels through which employees provide information to the Group and employee opinion surveys. The Group currently releases information about important appointments, systems and notices of key matters of the Group to employees through the Group's office platform. At the same time, it releases audit checks information and human resources communication information to employees, and receives various opinions from employees. We carefully review and consider every feedback received from employees, and make corresponding improvements to protect the rights and interests of employees in a timely manner.

We strive to maintain a positive interactive relationship with employees, and develop an open, democratic and smooth feedback and communication channel. The Group has launched discussion forums on the internal communication platform "E-Zhongsheng" and the internal learning platform "Zhongsheng Network Institute", through which employees can post comments or raise demands on the platform on their own, and can receive quick feedback within a short period of time, so that the reasonable demands of employees can be met in a timely manner. Meanwhile, in order to step up our efforts in developing corporate culture and understand employee needs, we conducted the Satisfaction Survey on Employees of the Company, which covered over ten aspects such as corporate culture, compensation and welfare, performance management, incentive and recognition and work intensity. The results of the survey depicted that more than 90% of the employees were satisfied with the management of the Group in every aspect, and the personalised issues of the remaining 10% employees were included in the review and consideration plan, and were tackled and solved one by one to ensure employee satisfaction.

**EMPLOYMENT STANDARDS**

The Group strictly follows relevant PRC labor regulations relating to working hours, rest and holidays to ensure the physical and mental health of all employees. The Group will not force employees to work overtime. Employees are entitled to overtime pay if they obtain prior approval from their senior manager. The Group also has implemented policies relevant to holidays, such that employees are entitled to paid days off from work for national public holidays and company holidays, as well as, for example, annual vacation leave, compassionate leave, marriage leave, maternity leave, sick leave, etc..

The Group strictly follows the Provisions on the Prohibition of Child Labour (《禁止使用童工規定》). The Group's human resources team affirms applicants' age by checking valid identification during interviews and hires a third party to conduct reference checks on all applicants. Individuals under 16 years of age are disqualified from employment at the Group. In addition, regular inspection will also be conducted to ensure no child or forced labour is employed.

If any suspicious case of child labour or forced labour is identified, the Group will take immediate actions to contact and report to official departments, including the police, to protect the right and well-being of the affected persons. In addition, internal investigation or discussion with employees involved will be conducted to review and evaluate the situation.

During the Report Period, there was no incident of child labour or forced labour, or incident of violation of relevant employment policies, laws and regulations within the Group.

**3.2 STAFF TRAINING AND DEVELOPMENT**

In order to promote the mutual growth of the Group and our employees, the Group actively invests resources in talent training. In accordance with the Employee Training Management Measures (《員工培訓管理辦法》), the Group standardises and improves the employee training system, formulates an exclusive development path for employees, stimulates their potential and supports their growth. We provide basic skills training, professional skills training, product training, middle management training and reserve general manager training throughout employees' careers. In addition, we encourage employees to participate in trainings on various products, skills, and management capabilities of automobile makers, and provide training support. During the year, the Group provided employees with multiple sessions and multiple types of staff training. The breakdown of the number of employees trained by gender and employee type, as well as average training hours is as follows:

By gender	Number of employees trained	Percentage of employees trained	Average training hours
Male	24,435	100%	360
Female	15,233	100%	360

By employee type	Number of employees trained	Percentage of employees trained	Average training hours
General employees	37,705	100%	380
Supervisor	1,502	100%	260
Middle management	457	100%	288
Senior management	4	100%	165

In order to further increase our efforts in training talents, reserving outstanding talents and seeking long-term development, the Group currently carries out reserve training activities for many core positions such as general managers of dealerships and department managers in brand on a regular basis. In the selection of job promotion and personnel replacement, we can implement re-election evaluation and recommendation appointments through the reserve talent pool. We expect to use social recruitment as the main method, promote the unified image of the Group, conduct targeted external talent recruitment through job position fixing, and manage the talent pool through the brand/central city, so as to promote the career development of employees from management and professional dimensions. In line with this, we use manufacturer resources to actively carry out school-enterprise cooperation for targeted training in respect of some brands, so as to build a potential talent pool.

In addition, leveraging the advantages of multi-brand, multi-region, multi-store and multi-segment management, we take the successful experience of outstanding dealerships and the excellent achievements of single segment as a reproducible course and focus on the development and promotion of reproducible course to form corresponding specific-purpose courses and specific-post courses and had effectively improved the business skills of employees. For employees hindered by geographical restrictions, they can use the in-house online classroom of the Group to conduct fragmented learning without time and space limitation in order to meet the personalised learning needs of learners. We actively promote and launch various forms of learning and interaction, such as learning workshops, skill competitions, performance competitions to name a few to appraise and commend outstanding employees, and encourage employees to be active in learning and growth.

### 3.3 SAFETY AND HEALTH MANAGEMENT

The Group attaches great importance to staff health and work environment safety, strictly abides by the relevant laws and regulations including the Production Safety Law of the People's Republic of China (《中華人民共和國安全生產法》), Fire Control Law (《消防法》), Law on the Prevention and Control of Occupational Diseases (《職業病防治法》), with a view to reduce accidents, illness and risks in working area, and promote the health of employees, thus also reducing employee absence rate and turnover rate. The Group strives to ensure complete safety facilities in the office and other workplaces, create a healthy and safe working environment for employees and improve their self-health and safety awareness through providing regular health and safety reminders to employees.

In the course of daily business operations, each dealership of the Group will conduct safety production training activities from time to time with the participation of all employees. The types of training include but are not limited to safety production and fire drills. In addition, physical examinations is one of the benefits provided by Zhongsheng Group to our employees. Every year, the Group organises a physical examination for all employees, and a special occupational health physical examination for workers in workshops to pay attention to the physical and mental health of employees.

During the year, against the severe situation of the novel coronavirus pneumonia pandemic, the Group implemented prevention and control measures, and resumed work and production in an orderly manner. The Group has implemented home office approach, and companies and departments at all levels held remote meetings to promote epidemic prevention, work directions and method training. At the stage of the resumption of work and production, the Group implemented rotating shift by fixed on-duty team, and members of staff were not allowed to be changed, so as to avoid accidents caused by cross shift-duty and fully protect the safety and health of employees during the epidemic.

During the Reporting Period, there was no occurrence of non-compliance in terms of providing a safe working environment and protecting employees from occupational hazards, and there were no work-related fatalities in the Group, and the number of lost days due to work injury was zero.

### 3.4 EMPLOYEE INCENTIVE SYSTEM

The Group attaches great importance to the incentive systems for employees at all levels, which aim to mobilise their enthusiasm and creativity, give full play to the wisdom and talents of employees and build an excellent enterprise with high efficiency, high performance and high goals, as so to achieve a win-win results between the Group and employees. The Group adopts diversified employee incentive appraisal programmes by using performance appraisal tools such as balanced scorecards, key performance indicators and target performance assessments based on different business models and job divisions. There is no plan to launch any employee stock ownership programme at the moment. The setting of the employee incentive system of the Group is related to the position level. The incentive system for senior management positions is directly related to enterprise financial indicators, and the comprehensive incentive model is adopted for non-executive positions. We insist on setting up a fair, impartial, open and transparent remuneration and incentive system for employees, and adopt multiple forms of incentive methods such as target incentive, respect incentive, cultural incentive, honour incentive, caring incentive, material incentive, etc. Employees have clear goals and direction in their works and obtain corresponding return during the work process, thus forming a positive cycle for efficient work.

## 4. LOW-CARBON, ENVIRONMENTAL PROTECTION — LIFETIME CLEAN

The Group always regards the promotion of sustainable development as an obligatory social responsibility and strictly abides by the relevant environmental protection laws and regulations such as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) and Energy Conservation Law of the People's Republic of China (《中華人民共和國節約能源法》) to practice green concepts and build a low-carbon society. We aim to achieve common development of economic benefit and environmental benefit. While developing our business, the Group thoroughly implement the concept of energy conservation and environmental protection at the time developing out business through adopting a variety of measures, and continue to pursue clean, efficient and green development.

The Group set the comprehensive targets for carbon emission reduction. As of December 2021, the number of new energy vehicles sold under the Group was 11,060 units. The proportion of new energy vehicles sold increased by 1.3% when compared with 2020, which reduced carbon emission of approximately 19,353 tons per year when compared with the fuel-powered vehicles. The Group will launch more gasoline-electric hybrid and new energy models. It is planned that the sales of new energy models will account for about 8% in 2026, which is expected to reduce carbon emission of approximately 73,725 tons per year.

### 4.1 EFFICIENT USE OF RESOURCES

Faced with limited supply of resources, building a resource-saving and environment-friendly society requires enterprises to shoulder social responsibilities, which are an obligatory responsibility of enterprises. Saving energy and a commitment to improving energy use efficiency can reduce operating costs of enterprise and promote the research and development of new technologies. The Group attaches great importance to the economical use of natural resources and strictly abides by the Energy Law of the People's Republic of China (《中華人民共和國能源法》), the Renewable Energy Law (《可再生能源法》), the Law on Promoting Circular Economy (《循環經濟促進法》), the Water Law of the People's Republic of China (《中華人民共和國水法》), the National Water Conservation Plan (《國家節水行動方案》) and the Interim Provisions on Saving Raw Material Management (《節約原材料管理暫行規定》) and other laws and regulations, aiming to achieve the coordinated and sustainable development of people, resources and the environment.

The Group is principally engaged in the business of automobile sales services and other automobile-related services. As a result, power consumption is primarily generated from the lighting and air conditioning in the Group's offices and day-to-day operations. In terms of electricity consumption, we designate personnel to turn off lighting and ensure the reasonable use of air conditioning, and administrative departments to check electricity conservation from time to time. In addition, we also fully use A8 office management software to conduct on-line approval for all the Group's documents that are submitted for approval for all employees; new bulletins promoting energy conservation and emission reduction to fully achieve paperless office for the Group. In all dealerships of the Group, burning diesel fuel in the spray paint booth is gradually turned to electricity, thus reducing energy and other resources consumption, reducing waste and increasing recycling. The Group is continuously improving its environmental management practices, and has implemented energy use efficiency initiatives to reduce our energy consumption for our day-to-day operations. In 2021, the energy consumption of the Group was as follows:

**ENERGY CONSUMPTION AND INTENSITY OF THE GROUP**

Category	Consumption	Unit
Electricity	145,697,584.83	kWh
Electricity consumption intensity	353,634.91	kWh/store
Gasoline	4,385.13	tonne
Diesel	4,478.98	tonne
Liquefied petroleum gas	6,289.39	tonne
Natural gas	612,613.71	Nm <sup>3</sup>
Comprehensive energy consumption	204,827,418.16	kWh
Comprehensive energy consumption intensity	497,153.93	kWh/store

The Group is highly focused on the efficiency of resource utilisation and has continuously explored methods to best use the natural resources while guaranteeing service quality. In order to further strengthen the recycling of water resources, we have promoted reasonable and recycled water use among employees in workshops of various dealerships in the Group to increase the utilisation rate of water resources. During the year, the Company had no serious problems in sourcing suitable water sources. In 2021, we have set annual targets for the use of water resources of the Group, which were mainly focused on reducing water waste and improving the use efficiency of water resources. To achieve the targets, we have taken the following measures:

- encouraging water-saving; stopping water supply if cash wash services are suspended; installing water-saving sprinklers in washing bays;
- installing motion-sensor water tap in toilets;
- recycling water resources under suitable conditions.

Through adopting the aforesaid measures, we have basically achieved the targets for the year. The use of the Group's water resource during the year was as follows:

**WATER CONSUMPTION AND INTENSITY OF THE GROUP**

Category	Consumption	Unit
Total water consumption	2,686,606.52	m <sup>3</sup>
Total water consumption intensity	6,520.89	m <sup>3</sup> /store

**4.2 REDUCING POLLUTION EMISSION*****EMISSIONS OF EXHAUST GAS AND GREENHOUSE GAS (“GHG”)***

We strictly abide by laws and regulations related to exhaust gas and GHG emissions, wastewater discharge, and waste generation and discharge including the Law of the People’s Republic of China on the Prevention and Control of Air Pollution (《中華人民共和國大氣污染防治法》), the State Council’s Circular on Print and Distribution of the Work Program for Control of Greenhouse Gas Emissions in the “Thirteenth Five-year Plan” (《國務院關於印發「十三五」控制溫室氣體排放工作方案的通告》) (Guo Fa [2016] No. 61), the Water Pollutant Discharge Standards of the Automobile Maintenance Industry (汽車維修業水污染物排放標準) (GB 26877-2011), the Law of the People’s Republic of China on the Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), Decision on Implementing Scientific Concept of Development and Strengthening Environmental Protection by the State Council (《國務院關於落實科學發展觀加強環境保護的決定》), the Liaoning Ordinances on the Prevention and Control of Air Pollution (《遼寧省大氣污染防治條例》) and Hazardous Waste Management Guidelines Manual of Zhongsheng Group (《中升集團危廢管理指引手冊》). In 2021, there was no confirmed non-compliance of laws and regulations related to environmental protection that had a significant impact on the Group.

In 2021, we have set annual targets for air emissions of the Group, which were mainly focused on reducing sulphur and GHG emissions. To achieve the targets, we have taken the following measures:

- undertaking an environmental impact assessment, inspection and rectification of the paint spray booth and improving emission monitoring equipment so as to reduce exhaust emission;
- undertaking standardised construction of environmental protection facilities and conducting sewage treatment improvement works within the Group;
- arranging a scientific test drive and test ride, rationally planning routes so as to reduce exhaust emission;
- equipping a dry grinder for dust produced in the paint spraying and polishing process, and a vacuum cleaner for poisonous gas produced in the welding process;
- encouraging employees to replace business travel and long-distance face-to-face meetings with telephone or video conferences, and use public transportation to reduce the use of private cars;
- planning to fully introduce the water-based paint at the dealerships by replacing oil-based paint with water-based paint to reduce VOCs emissions.

Through adopting the aforesaid measures, we have achieved initial successes. The emissions of the Group’s exhaust gas and GHG are as follows:

**EMISSIONS AND INTENSITY OF EXHAUST GAS AND GHG<sup>1</sup> OF THE GROUP**

Category	Emissions	Unit
Sulphur dioxide	198.18	kg
Nitrogen oxides	4,842.38	kg
Particulates	422.19	kg
Direct GHG emissions	103,658.38	Tonnes CO <sub>2</sub> equivalent
Indirect GHG emissions	14,768.28	Tonnes CO <sub>2</sub> equivalent
Total GHG emissions	88,890.10	Tonnes CO <sub>2</sub> equivalent
GHG emissions Intensity	251.60	Tonnes CO <sub>2</sub> equivalent/store

**SOLID WASTE**

The wastes generated from our business operations include waste automotive spare parts, waste engine oil, waste batteries, construction/demolition wastes and filter grease waste. For hazardous wastes, we adopt and select qualified waste recycling enterprises to co-operate in carrying out recycling treatment. For non-hazardous wastes, we treat the non-hazardous waste according to the principle of priority recycling. In addition, we have established a comprehensive environmental pollution prevention and control system, adopted measures against industrial solid waste to prevent environmental pollution and clarified management responsibility.

The Group has carried out standardised management in strict compliance with the requirements of relevant laws and regulations:

1. developing and strict organising the implementation of hazardous waste management system for enterprises in motor vehicle maintenance industry;
2. labeling hazardous waste, keeping management record and standardising temporary hazardous waste storage warehouses, and implementing standardised management for the entire process from production, temporary storage, transportation and disposal of the enterprise's hazardous wastes;
3. before transferring of hazardous waste such as waste engine oil and waste lead-acid batteries, going through the approval of the hazardous waste transfer plan and signing a disposal contract with an operating entity with hazardous waste disposal qualification, going through the transfer procedures such as the transfer receipt on the provincial hazardous waste transfer approval platform or the national solid waste management information system online, and implementing the transfer of hazardous waste after the transfer plan being approved.

<sup>1</sup> The calculations of GHG emissions:

Direct GHG emissions: Multiply the consumption of the Group's gasoline and natural gas by the corresponding emission factor. For the emission factor, refer to ① Chinese Energy Statistical Yearbook and ② IPCC2006;

Indirect GHG emissions: Multiply the consumption of the Group's purchased electricity by the corresponding emission factor. For the emission factor, refer to the Notice of the General Office of the National Development and Reform Commission on Carbon Emissions Reporting and Verification and Emissions Monitoring Program for the year 2016 and year 2017 (《國家發展改革委辦公廳關於做好2016、2017年度碳排放報告與核查及排放監測計劃制定工作的通知》);

Total GHG emissions: the sum of direct GHG emissions and indirect GHG emissions.

The Group has continued to improve its environmental management practices to reduce energy and other resources, minimise waste and increase recycling. We undertook waste treatment in accordance with the relevant government requirements and fully implemented the Hazardous Waste Management Requirements of Motor Vehicle Maintenance Industry. In 2021, we set the annual targets for the solid waste discharge of the Group, which were mainly focused on reducing waste discharge. To achieve the targets, we have taken the following measures:

- recycling of paper, plastic or glass waste;
- double-sided printing paper in office, placing special waste cartons in the office area or recycling cartons around the office;
- encouraging the recycling of office supplies, using electronic document for document issuance and notification, and promoting paperless office;

In addition, all employees of the Group participated in waste reduction training in various dealerships during the year. Through waste reduction training, the employees' quality, sense of responsibility and environmental awareness were improved, thus achieving the waste reduction targets.

Through adopting the aforesaid measures, we have achieved initial successes. In 2021, the total hazardous wastes generated by the Group was 9,294.76 tonnes, with an average intensity per store of 22.56 tonnes/store. The total non-hazardous waste generated was 5,603 tonnes, and an average intensity per store of 13.6 tonnes/store. The data related to wastes is as follows:

#### **TOTAL WASTE PRODUCED AND INTENSITY OF THE GROUP**

	Total production (tonne)	Average intensity per store (tonne/ store)
<b>Hazardous waste</b>		
Waste automotive spare parts	1,273.08	3.09
Battery	403.76	0.98
Waste engine oil	7,271.8	17.65
Waste paint	218.36	0.51
Other hazardous wastes (waste cotton fiber, waste activated carbon and waste filter elements)	737.48	1.79
Total hazardous waste	9,294.72	22.56
<b>Non-hazardous waste</b>		
Total non-hazardous waste	5,603	13.60

### 4.3 RESPONSE TO CLIMATE CHANGE

The Global Risk Report published by the World Economic Forum depicted that environmental risks remained as the primary issue from the perspective of the probability and impact of risks in the next decade. Environmental risks are closely related to climate change, posing a severe challenge to response to climate change. For enterprises, their responses to climate change and the standards of green development will truly become their core competitiveness and determine their success or failure in the future.

Against the impact of climate change, the automotive industry will face mitigation and adjustment problems in the future, coupled with the implementation of related measures for response to climate change in countries around the world, the automotive industry and even the entire social concept are likely to be susceptible to significant changes. For example, more stringent policies, including fuel efficiency regulations, the implementation or increase of carbon pricing, and the launch of low-carbon products, are enough to significantly change customers' crisis awareness of environmental protection and climate change. With the formulation of regulations for responding to global climate change, it is expected that traditional fuel vehicles will be subject to a certain impact. The introduction of carbon pricing and the gradual implementation of transactions will result in higher production costs for automobile makers and purchase costs for consumers. However, the sale and the use of low-carbon new energy vehicles on the market will likely contribute to the emission reduction effect of carbon dioxide, which will also bring more business opportunities. In addition, climate change may cause more frequent or severe natural disasters, such as floods and heavy rainfall, which will result in delays in the delivery of products and spare parts, and affect operational efficiency and punctuality rate of automotive delivery, thereby affecting market sales performance.

In order to fully cope with the opportunities and challenges brought about by climate change and in response to climate change and its associated impacts, the ESG Committee has carefully assessed related risks and developed corresponding strategies and targets for climate change. The details are as follows:

1. minimising and optimising water use, and establishing a recycling water system in areas where conditions permit;
2. establishing a recycling system to achieve the target of living in harmony with nature;
3. gradually reducing new automobile emissions, automobile life cycle emissions and carbon dioxide emissions from related plant.

In order to achieve the aforesaid strategic targets, Zhongsheng Group will keep abreast of the trends of new environmental laws and regulations, formulate contingency strategies and policies in a timely manner to ensure compliance with environmental protection laws and regulations. The Group will introduce more related hybrid and new energy vehicles, and establish a complete inventory distribution and information management system.

In the future, Zhongsheng Group will continue to proactively assume corporate social responsibilities for responding to climate change, and take effective measures to cope with the challenges brought by climate change, so as to achieve its own sustainable development. Zhongsheng Group will actively respond to and implement relevant government policies and requirements in response to climate change, and actively engage in society-wide common action in responding to climate change.

## 5. COMPLIANCE OPERATION — LIFETIME INTEGRITY

During the Reporting Period, the Group has complied with laws and regulations relating to bribery, extortion, fraud and money laundering, such as Law of The People's Republic of China against Unfair Competition. The Group defended and promoted fair competition to protect consumer interests as well as public interests, and did not monopolise or misappropriate operational resources.

The Group highly emphasises on business ethics and adheres to high-standard business principles. Employees are required to sign the Employee Undertaking and Personal Integrity Commitment. In addition, the Group has also organised a number of anti-corruption training activities. During the Reporting Period, the Group's legal department has carried out training on Common Duty Crimes and Conduct of Duty (《常見職務犯罪與職務操守》) for all employees of the Group. Through analysing the types of common duty crimes, such as embezzlement, fraud, and misappropriation of funds, and interpreting typical cases, the legal awareness of employees has been enhanced, and the occurrence of crimes of employees has been prevented, so that employees strictly abide by work discipline and professional ethics and perform their duties in a faithful way. In addition, for the management leaders above the manager level, the legal department has drafted and required them to sign the Self-discipline Guarantee (《任職自律保證書》) to regulate the behavior of managers.

The Group has policies on the upper limit of gift giving to partners and government officials or dining reimbursement policies and has assigned personnel to be responsible for monitoring such policies to ensure their effective implementation. In addition, the Group has internal and external monitoring mechanisms to prevent and detect non-compliance or misconduct. For internal control, we have conducted risk training for employees on a regular basis, and conducted data monitoring and daily audit and supervision. In terms of external monitoring, we have arranged a whistle-blowing mailbox on the official website to provide channels for employees and external entities and personnel to report violations of laws, disciplines, regulations, the Group's articles of association and corrupt practice of the Group's directors, managers, and employees in the performance of their duties by real names or anonymity. The whistle-blowing mechanism is coordinated by the Group's audit and supervision department. Upon receiving whistle-blowing incidents, the department will analyse and sort out the whistle-blowing information. After preliminary review and verification, if it is believed that the reported person does have the facts of disciplinary violations, the investigation shall be formally filed and handled in accordance with the relevant regulations of the discipline inspection and supervision department.

During the Reporting Period, the Group confirmed there were not any corruption incidents or any violation of relevant laws and regulations.

## 6. CARE FOR THE COMMUNITY – LIFETIME RETURN

Corporate social responsibility requires us to place great emphasis on human values, active contributions and giving back to society during the production and operation process, going beyond the traditional concept of “only making profit”. Zhongsheng Group has always been committed to developing a harmonious and inclusive relationship between the enterprise and the community, fully taking into account the interests of the community in day-to-day operation and management, and pursuing sustainable development with equal emphasis on the economic benefits and social benefits of the Group.

As a renowned automobile dealer, the Group has always provided long-term and stable job opportunities to society, maintained good employment relationships, provided employment opportunities for the society and increased local taxation. In 2021, we offered 249 jobs to the disabled, actively engaged in activities supporting the disabled, promoted the improvement in quality and efficiency of employment for the disabled, and improved the local automobile sales brand at the same time, thus facilitating local economic development, and achieving self-development and a win-win situation with the local community. In our daily operations, the Group’s dealerships across the nation are connected to local communities and established corresponding grievance committee and related grievance procedures to understand and respond to the needs of local communities.

The Group attaches great importance to social public welfare activities and hopes to spread our warmth and care to the society. Since 2009, the Group has continued to carry out the “Zhongsheng Little Yellow Hat” programme, through which we distribute yellow hats to communities and schools free of charge, and call on drivers to jointly create a safe and civilised traffic environment for children. The Group will embrace responsibility and take the initiative to escort the traffic safety of children, making the Zhongsheng Little Yellow Hat programme and the love from the Group carrying on.

In addition, in December 2021, the Group donated RMB4 million to the Dalian Charity Federation for special purpose of purchasing epidemic prevention materials for primary and secondary schools and kindergartens in Zhuanghe City to fully support the fight against the COVID-19 epidemic, and demonstrate our respect to the medical and epidemic prevention workers who were fighting against COVID-19 at the frontline of epidemic regions, thus exhibiting the Group’s unwavering commitment to actively and always shouldering social responsibility.

## 7. APPENDIX

### 7.1 ENVIRONMENTAL AND SOCIAL PERFORMANCE DATA TABLE

#### ENVIRONMENTAL PERFORMANCE DATA

Category	Use of Resources	
	Consumption	Unit
Electricity	145,697,584.83	kWh
Electricity consumption intensity	353,634.91	kWh/store
Gasoline	4,385.13	tonne
Diesel	4,478.98	tonne
Liquefied petroleum gas	6,289.39	tonne
Natural gas	612,613.71	Nm <sup>3</sup>
Comprehensive energy consumption	204,827,418.16	kWh
Comprehensive energy consumption intensity	497,153.93	kWh/store
Total water consumption	2,686,606.52	m <sup>3</sup>
Total water consumption intensity	6,520.89	m <sup>3</sup> /store
Lubricating oil	14,966.56	tonne

Category	Exhaust Gas and GHG Emissions	
	Emissions	Unit
Sulphur dioxide	198.18	kg
Nitrogen oxides	4,842.38	kg
Particular matters	422.19	kg
Direct GHG emissions	103,658.38	Tonnes CO <sub>2</sub> equivalent
Indirect GHG emissions	14,768.28	Tonnes CO <sub>2</sub> equivalent
Total GHG emissions	88,890.10	Tonnes CO <sub>2</sub> equivalent
GHG emissions Intensity	251.60	Tonnes CO <sub>2</sub> equivalent/store

Hazardous waste	Waste	
	Total production (tonne)	Average intensity per store (tonne/store)
Waste automotive spare parts	1,273.08	3.09
Battery	403.76	0.98
Waste engine oil	7,271.8	17.65
Waste paint	218.36	0.51
Other hazardous wastes	737.48	1.79
Total hazardous waste	9,294.72	22.56

Non-hazardous Waste	Total production (tonne)	Average intensity per store (tonne/store)
Total non-hazardous waste	5,603	13.60

**SOCIAL PERFORMANCE DATA**

<b>Breakdown of employee</b>	<b>Number of employees</b>	<b>Percentage</b>
Total	39,668	100%

<b>By gender</b>	<b>Number of employees</b>	<b>Percentage of total</b>
Male	24,435	61.60%
Female	15,233	38.40%

<b>By geographical region</b>	<b>Number of employees</b>	<b>Percentage of total</b>
Northeastern and Northern China regions	7,482	18.86%
Eastern and Central China regions	15,849	39.95%
Southern China region	9,783	24.66%
Southwestern and Northwestern mainland regions	6,554	16.52%

<b>By age</b>	<b>Number of employees</b>	<b>Percentage of total</b>
Below 25	6,723	16.96%
25-34	24,614	62.05%
35-44	7,445	18.77%
45-54	839	2.12%
55-64	47	0.12%

<b>By employment category</b>	<b>Number of employees</b>	<b>Percentage of total</b>
General employee	37,705	95.05%
Supervisor	1,502	3.79%
Middle management	457	1.15%
Senior management	4	0.01%

<b>Breakdown of employee turnover</b>		
<b>By gender</b>	<b>Number of employee turnover</b>	<b>Turnover rate</b>
Male	5,557	22.74%
Female	3,334	21.89%

<b>By geographical region</b>	<b>Number of employee turnover</b>	<b>Turnover rate</b>
Northeastern and Northern China regions	1,456	19.46%
Eastern and Central China regions	3,655	23.06%
Southern China region	2,253	23.03%
Southwestern and Northwestern mainland regions	1,527	23.30%

<b>By age</b>	<b>Number of employees turnover</b>	<b>Turnover rate</b>
Below 25	1,612	23.98%
25-34	5,650	22.95%
35-44	1,458	19.58%
45-54	158	18.83%
55-64	13	27.66%

<b>By gender</b>	<b>Staff Training</b>		
	<b>Number of employees trained</b>	<b>Percentage of employees trained</b>	<b>Average training hours</b>
Male	24,435	100%	360
Female	15,233	100%	360

<b>By employment category</b>	<b>Number of employees trained</b>	<b>Percentage of employees trained</b>	<b>Average training hours</b>
General employee	37,705	100%	380
Supervisor	1,502	100%	260
Middle management	457	100%	288
Senior management	4	100%	165

## 7.2 HONG KONG STOCK EXCHANGE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE INDEX

Environmental, Social and Governance Reporting Guide		Section
<b>Subject Areas A. Environmental</b>		
<b>Aspect A1: Emissions</b>		
A1	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to exhaust gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p>	Reducing Pollution Emission
A1.1	Types of emissions and respective emissions data.	Reducing Pollution Emission
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Reducing Pollution Emission
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume and per facility).	Reducing Pollution Emission
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Reducing Pollution Emission
A1.5	Description of emission target(s) set and steps taken to achieve them.	Reducing Pollution Emission
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Reducing Pollution Emission

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect A2: Use of Resources</b>		
A2	General Disclosure  Policies on the efficient use of resources, including energy, water and other raw materials.	Efficient Use of Resources
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in'000s) and intensity (e.g. per unit of production volume, per facility).	Efficient Use of Resources
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Efficient Use of Resources
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Efficient Use of Resources
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Efficient Use of Resources
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	The Group consumes packaging materials (including cartons, iron and aluminum cans and plastic packaging) in the course of business operations, however, as a non-manufacturing company, the Group has no control over the packaging of automobiles sold, as these are directly supplied by the manufacturer. Therefore, it does not apply to the disclosure of consumption of packaging materials.
<b>Aspect A3: The Environment and Natural Resources</b>		
A3	General Disclosure  Policies on minimising the issuer's significant impacts on the environment and natural resources.	Low-carbon, Environmental Protection — Lifetime Clean
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Low-carbon, Environmental Protection — Lifetime Clean

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect A4: Climate Change</b>		
A4	General Disclosure  Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Response to Climate Change
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Response to Climate Change
<b>Subject Areas B. Social</b>		
<b>Employment and Labour Practices</b>		
<b>Aspect B1: Employment</b>		
B1	General Disclosure  Information on:  (a) the policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare.	True Concern — Lifetime Safety
B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment and Staff Benefits
B1.2	Employee turnover rate by gender, age group and geographical region.	Employment and Staff Benefits

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect B2: Health and Safety</b>		
B2	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p>	Safety and Health Management
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Safety and Health Management
B2.2	Lost days due to work injury.	Safety and Health Management
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Safety and Health Management
<b>Aspect B3: Development and Training</b>		
B3	<p>General Disclosure</p> <p>Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.</p>	Staff Training and Development
B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Staff Training and Development
B3.2	The average training hours completed per employee by gender and employee category.	Staff Training and Development

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect B4: Labour Standards</b>		
B4	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to preventing child and forced labour.</p>	Employment and Staff Benefits
B4.1	Description of measures to review employment practices to avoid child and forced labour.	Employment and Staff Benefits
B4.2	Description of steps taken to eliminate such practices when discovered.	Employment and Staff Benefits
<b>Operating Practices</b>		
<b>Aspect B5: Supply Chain Management</b>		
B5	<p>General Disclosure</p> <p>Policies on managing environmental and social risks of the supply chain.</p>	Sustainable Supply Chain
B5.1	Number of suppliers by geographical region.	Sustainable Supply Chain
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Sustainable Supply Chain

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect B6: Product Responsibility</b>		
B6	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p>	Devoted Service – Lifetime Win-win
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Not applicable
B6.2	Number of products and service related complaints received and how they are dealt with.	Customer Service Management
B6.3	Description of practices relating to observing and protecting intellectual property rights.	The Group has attached great importance to the maintenance and protection of third-party intellectual property rights, and not been involved in associated irregularities
B6.4	Description of quality assurance process and recall procedures.	Service Quality Management
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Customer and data Privacy Management

Environmental, Social and Governance Reporting Guide		Section
<b>Aspect B7: Anti-corruption</b>		
B7	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to bribery, extortion, fraud and money laundering.</p>	<p>Compliance Operation</p> <p>– Lifetime Integrity</p>
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	<p>Compliance Operation</p> <p>– Lifetime Integrity</p>
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	<p>Compliance Operation</p> <p>– Lifetime Integrity</p>
B7.3	Description of anti-corruption training provided to directors and staff.	<p>Compliance Operation</p> <p>– Lifetime Integrity</p>
<b>Community</b>		
<b>Aspect B8: Community Investment</b>		
B8	<p>General Disclosure</p> <p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p>	<p>Care for the Community</p> <p>– Lifetime Return</p>
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	<p>Care for the Community</p> <p>– Lifetime Return</p>
B8.2	Resources contributed (e.g. money or time) to the focus area.	<p>Care for the Community</p> <p>– Lifetime Return</p>

# CORPORATE GOVERNANCE REPORT

The board of directors of the Company (the “**Board**”) is pleased to present this Corporate Governance Report in the annual report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2021.

## CORPORATE GOVERNANCE PRACTICES OF THE COMPANY

The Group has committed to achieving high corporate governance standards.

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

The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

The Company has applied the principles as set out in the CG Code.

The Board is of the view that throughout the year ended 31 December 2021, the Company had complied with the code provisions as set out in the CG Code.

## A. THE BOARD

### 1. RESPONSIBILITIES

The Board is responsible for leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performance, and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The directors of the Company (the “**Directors**”) make decisions objectively in the interests of the Company.

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

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

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

### 2. DELEGATION OF MANAGEMENT FUNCTION

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

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

The day-to-day management, administration and operation of the Company are delegated to the chief executive officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the abovementioned officers.

### 3. BOARD COMPOSITION

The Board comprised the following directors during the year ended 31 December 2021:

Executive Directors:	Mr. HUANG Yi ( <i>Chairman</i> ) Mr. LI Guoqiang ( <i>President and Chief Executive Officer</i> ) Mr. DU Qingshan Mr. ZHANG Zhicheng Mr. LI Guohui Mr. TANG Xianfeng
Non-executive Directors:	Mr. David Alexander NEWBIGGING ( <i>resigned on 31 December 2021</i> ) Mr. CHAN Ho Yin ( <i>appointed on 31 December 2021</i> ) Mr. HSU David
Independent Non-executive Directors:	Mr. SHEN Jinjun Mr. YING Wei Mr. CHIN Siu Wa Alfred Mr. LI Yanwei

The biographical information of the Directors is set out in the section headed “Directors and Senior Management” on pages 62 to 66 of the Annual Report for the year ended 31 December 2021.

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

### 4. INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2021, the Board had all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of their independence in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors are independent.

### 5. NON-EXECUTIVE DIRECTORS AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company’s articles of association (the “**Articles of Association**”). The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and succession planning for Directors and assessing the independence of independent non-executive Directors.

Each of the executive Directors of the Company has entered into a service contract with the Company for an initial term of three years with effect from their respective date of appointment unless terminated by not less than three months' written notice served by either the executive Directors or the Company. Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment. The appointments are subject to the provisions of retirement and rotation of directors under the Articles of Association.

In accordance with the Articles of Association, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director are subject to retirement by rotation at an annual general meeting at least once every three years and any new Director appointed to fill a causal vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after appointment. Any director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to article 84 of the Articles of Association, Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Shen Jinjun and Mr. Chin Siu Wa Alfred retired at the Annual General Meeting on 18 June 2021. Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Shen Jinjun and Mr. Chin Siu Wa Alfred had offered themselves for re-election at the same Annual General Meeting. Meanwhile, the Directors to be retired from office by rotation at the forthcoming Annual General Meeting to be held on 17 June 2022 pursuant to the above article shall be eligible for re-election as directors at the same meeting.

## **6. CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS**

Directors have kept abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and appropriate. Internally-facilitated briefings for directors will be arranged and reading materials on relevant topics will be circulated to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

## Corporate Governance Report (continued)

During the year ended 31 December 2021, the following Directors had attended in-house briefing(s), seminar(s) and training session(s) arranged by the Company or the following professional institution(s)/ professional firm(s):

Topic	Date	Name of Organizer	Directors' Attendance														
			Huang Yi	Li Guoqiang	DU Qingshan	Zhang Zhicheng	Li Guohui	Tang Xianfeng	David Alexander Newbigging <sup>1</sup>	Chan Ho Yin <sup>2</sup>	Hsu David	Shan Jinjun	Ying Wei	Chin Siu Wa Alfred	Li Yanwei		
Zhongsheng Business Plan Discussion	18 March 2021	The Company					✓										
Corporate Governance	30 April 2021	Ernst & Young					✓										
Dealers Discussion Forum	21 May 2021	China Automobile Dealers Association															✓
ESG training for the Board	2 September 2021	The Company															✓
Listing Newsletter from HKEX	12 November 2021	The Company	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓
Director's Training	6 December 2021	The Company											✓				

In addition, Mr. Li Guohui, Mr. Hsu David and Mr. Chan Ho Yin have studied various relevant materials including business journals and financial magazines during the year.

<sup>1</sup> Resigned on 31 December 2021

<sup>2</sup> Appointed on 31 December 2021

## 7. ATTENDANCE RECORDS OF DIRECTORS AND BOARD COMMITTEE MEMBERS

The attendance records of each Director at the Board and Board committee meetings and the general meeting of the Company held during the year ended 31 December 2021 are set out in the table below:

Name of Director	Attendance/Number of Meetings						Environmental, Social and Governance Committee	Annual General Meeting	Extraordinary General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee	Compliance Committee	Risk Committee			
Huang Yi	6/6	2/2			1/1	1/1		1/1	1/1
Li Guoqiang	6/6		1/1		1/1			1/1	1/1
Du Qingshan	5/6				1/1			1/1	1/1
Zhang Zhicheng	5/6							1/1	1/1
Li Guohui	5/6					1/1	1/1	1/1	1/1
Tang Xianfeng	5/6						1/1	1/1	1/1
David Alexander Newbigging (Resigned on 31 December 2021)	5/6							1/1	1/1
Chan Ho Yin (Appointed on 31 December 2021)	N/A							N/A	N/A
Hsu David	4/6							1/1	1/1
Shen Jinjun	5/6	2/2	1/1	2/2				1/1	1/1
Ying Wei	5/6			2/2				1/1	1/1
Chin Siu Wa Alfred	5/6	2/2	1/1	2/2				1/1	1/1
Li Yanwei	5/6							1/1	1/1

Apart from regular Board meetings, the chairman also held one meeting with the independent non-executive Directors without the presence of other directors on 19 March 2021. All the relevant Directors attended this meeting.

## B. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The chairman of the Board is Mr. Huang Yi, who provides leadership for the Board and is responsible for chairing the meetings, managing the operations of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. He is also responsible for the strategic management of the Group and for formulating the Group's overall corporate direction and task. The chief executive officer is Mr. Li Guoqiang, who is responsible for the overall management and operations of the Group. He is also responsible for running the Company's businesses and implementing the Group's strategic plans and business goals.

To facilitate a timely discussion of all key and appropriate issues by the Board, the chairman co-ordinates with the senior management to provide adequate, complete and reliable information to all Directors for consideration and review.

## C. BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee, the Compliance Committee, the Risk Committee and the Environmental, Social and Governance Committee to oversee particular aspects of the Company's affairs. The six Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the websites of Company and/or the Stock Exchange and are available to shareholders upon request.

The majority of the members of the Audit Committee, the Remuneration Committee and the Nomination Committee are independent non-executive directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2.

### 1. AUDIT COMMITTEE

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control and risk management systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year ended 31 December 2021, the Audit Committee had held two meetings to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of internal control and risk management systems and internal audit function, appointment of external auditors and relevant scope of works and arrangements for employees to raise concerns about possible improprieties. The attendance records of the Audit Committee meetings are set out under "Attendance Record of Directors and Board Committee Members" on page 53.

The Audit Committee also met the external auditors twice without the presence of the executive Directors.

### 2. REMUNERATION COMMITTEE

The primary functions of the Remuneration Committee include establishing transparent procedures for developing remuneration policy and structure, ensuring that no director or any of his associates will participate in deciding his own remuneration, determining the remuneration policy and structure for all directors and senior management, assessing their performance and approving the terms of their service contracts, and making recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Details of the amount of Directors' and chief executive officer's remuneration are set out in note 9 to the financial statements.

For the year ended 31 December 2021, the aggregate emoluments payable to members of senior management fell within the following band:

Band	Number of Individual(s)
HK\$60,000,001 to HK\$70,000,000	1
HK\$10,000,001 to HK\$20,000,000	2
HK\$1 to HK\$10,000,000	1

The Remuneration Committee had met once during the year ended 31 December 2021 to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management and other related matters. The attendance records of the Remuneration Committee meeting are set out under “Attendance Record of Directors and Board Committee Members” on page 53.

### 3. **NOMINATION COMMITTEE**

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

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

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

The Nomination Committee had met twice during the year ended 31 December 2021 to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, to consider the qualifications of the retiring Directors standing for election at the annual general meeting, and to consider and recommend to the Board on the appointment of Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The attendance records of the Nomination Committee meeting are set out under “Attendance Record of Directors and Board Committee Members” on page 53.

#### **BOARD DIVERSITY POLICY**

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

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

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

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

According to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. For the year ended 31 December 2021, the Company had a single gender Board. In order to meet the requirements of the Listing Rules, the Nomination Committee has set a clear target, and will appoint at least a director of a different gender by the end of 2024, also will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

#### ***DIRECTOR NOMINATION POLICY***

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

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

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

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

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

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

#### **4. COMPLIANCE COMMITTEE**

The primary function of the Compliance Committee is to determine the policy for the corporate governance of the Company so as to ensure compliance on regulatory matters and corporate governance.

The Compliance Committee had met once during the year ended 31 December 2021 to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report. The attendance records of the Compliance Committee meeting are set out under "Attendance Record of Directors and Board Committee Members" on page 53.

To discharge our corporate governance duties, the inside information disclosure policy was adopted and a shareholders' communication policy was devised.

## 5. RISK COMMITTEE

The primary functions of the Risk Committee are to determine the risk management strategies, review the risk management system of the Group as well as to assess the Group's risk profile and risk management capabilities so as to improve the Group's risk management and internal control systems.

The Risk Committee had met once during the year ended 31 December 2021 to review the adequacy and effectiveness of the Group's risk management and internal control systems. The Company considers that it has effective and adequate risk management and internal control systems. The attendance records of the Risk Committee meeting are set out under "Attendance Record of Directors and Board Committee Members" on page 53.

## 6. ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

The primary functions of the Environmental, Social and Governance Committee are to oversee the sustainability goals and strategies of the Company, including assessing the environmental, social and governance risks and reporting to the Board on the key domestic trend in relation to environmental, social and governance works, to develop the sustainability initiatives and monitor the performance and progress of the Company with reference to the key performance indicators and other relevant standards and to report and advise the Company regarding its performance on sustainability and reviewing the environmental, social and governance reports of the Company, so as to promote the development and implementation of the environmental, social and governance works of the Company and its subsidiaries.

The Environmental, Social and Governance Committee had met once during the year ended 31 December 2021 to review the environmental, social and governance report. The attendance records of the Environmental, Social and Governance Committee meeting are set out under "Attendance Record of Directors and Board Committee Members" on page 53.

## D. MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they had complied with the Model Code throughout the year ended 31 December 2021.

The Company's employees, who are likely to be in possession of unpublished inside information of the Group, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the employees had been noted by the Company throughout the year ended 31 December 2021.

## E. DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2021.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The senior management has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company put to the Board for approval.

## **F. EXTERNAL AUDITORS AND AUDITORS' REMUNERATION**

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 82 to 86.

The external auditors of the Company attended the annual general meeting held on 18 June 2021 to answer questions about the conduct of the audit, the preparation and content of the auditors' report and auditor independence.

During the year, the remuneration paid or payable to the Company's external auditors in respect of audit services for the year ended 31 December 2021 amounted to RMB6,800,000.

The Audit Committee recommended to the Board that, subject to our shareholders' approval at the forthcoming annual general meeting (to be held on 17 June 2022), Ernst & Young be re-appointed as the external auditor of the Company.

## **G. RISK MANAGEMENT AND INTERNAL CONTROLS**

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness.

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. Such systems are in place to provide reasonable, though not absolute, assurance against material misstatement or loss, and to manage rather than eliminate the risk of failure to achieve business objectives.

The Audit Committee and Risk Committee, assist the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, sales and leasing, financial reporting, human resources and information technology.

Risk management is our top priority. Our appraisal system further focuses on the effect of enhancement, while the continual improvement is the foundation, which ensures the implementation of internal control rectification. The Company's risk management and internal control features prevention beforehand rather than punishment afterwards, and the risk management is carried out in all aspects, pursuing the goal in overall efficiency maximization. In addition, the Company's risk management and internal control procedures are as follows: (i) regional brand projects unit will organize dealerships to complete self-check before 10th of each month and complete review before 25th of each month, sharing excellent internal control experiences; and (ii) the Group will carry out risk reminder, self-check counseling and whole process monitoring from time to time.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each department.

The management, in coordination with department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Risk Committee and the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board and the Audit Committee and Risk Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2021.

The Internal Audit Department of the Group is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The Internal Audit Department of the Group examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee and Risk Committee.

The Board, as supported by the Audit Committee and Risk Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2021, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries in order to prohibit any unauthorized access and use of inside information.

The Company would appoint independent consultancy firm to conduct a thorough review of risk management and internal control systems of the Company and its subsidiaries on regular intervals basis when necessary.

## H. COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings and regularly review this policy to ensure its effectiveness. The chairman of the Board, all other members of the Board including non-executive Directors, independent non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

The following shareholders' meeting was held during the year:

1. An annual general meeting was held on 18 June 2021 in Hong Kong, and the topics discussed included: the consideration of the financial statements and reports of the directors and of the auditors for the year ended 31 December 2020; approving the re-election of certain directors of the Company; approving the re-appointment of Ernst & Young as auditors and the declaration of dividend.
2. An extraordinary general meeting was held on 8 September 2021 in Hong Kong, and the topics discussed included: approving the share purchase agreement entered into among the Company, Fu Tung Holdings Limited and Jardine Motors Holdings Limited on 1 July 2021 and the transactions contemplated thereunder; and giving a specific mandate to the directors of the Company to allot and issue new shares in accordance with the terms and conditions of the share purchase agreement.

The forthcoming annual general meeting will be held on 17 June 2022.

During the year of 2021, the Company had not made any changes to the Articles of Association. The latest version of the Articles of Association is also available on the Company's website and the Stock Exchange's website.

To promote effective communication, the Company maintains a website at [www.zs-group.com.cn](http://www.zs-group.com.cn), where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

## I. SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules, unless otherwise required by the Listing Rules and poll voting results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

### (I) CONVENING AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

Pursuant to article 58 of the Articles of Association, an extraordinary general meeting (the "EGM") may be convened by the Board on requisition of one or more shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If the Board fails to proceed to convene such EGM within 21 days of the deposit of the requisition, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) concerned as a result of the failure of the Board shall be reimbursed to the requisitionist(s) concerned by the Company.

The requisitionist(s) must state the objects clearly in the requisition, sign the requisition and deposit the same to the Board or the company secretary or the primary contact persons of the Company.

### (II) PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision) or the Articles of Association. However, shareholders who wish to put forward proposals at general meetings may achieve so by means of convening an extraordinary general meeting following the procedures set out in paragraph (i) above.

As regards the procedures for shareholders to propose a person for election as a director, they are available on the Company's website at [www.zs-group.com.cn](http://www.zs-group.com.cn).

### (III) PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, shareholders may send written enquires to the Company.

Note: The Company will not normally deal with verbal or anonymous enquires.

#### **PRIMARY CONTACT PERSONS**

Shareholders may send their requisitions, proposed resolutions or enquiries as mentioned in (i), (ii) and (iii) above to the primary contact person of the Company as set out below:

Name:	Ms. Yao Zhenchao
Address:	Room 1803-09, 18/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong
Fax:	(+852) 2803 5676
Email:	yaozhenchao@zs-group.com.cn

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

## **J. JOINT COMPANY SECRETARIES**

Ms. Mak Sze Man of Tricor Services Limited, external service provider, has been engaged by the Company as its joint company secretary together with Ms. Yao Zhenchao, the chief legal officer of the Company. Both of them had satisfied the training requirement for the year of 2021 under Rule 3.29 of the Listing Rules.

The primary contact person of Ms. Mak Sze Man at the Company is Ms. Yao Zhenchao, the chief legal officer and joint company secretary of the Company.

## **K. GOING CONCERN**

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

## **L. SUBSEQUENT EVENT**

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2021.

# DIRECTORS AND SENIOR MANAGEMENT

## DIRECTORS

Our Board is responsible and has general powers for the management and conduct of our business. The table below shows certain information in respect of members of the Board of our Company:

Name	Age	Position
HUANG Yi	59	Chairman and executive Director
LI Guoqiang	58	President, executive Director and Chief Executive Officer
DU Qingshan	59	Executive Director
ZHANG Zhicheng	49	Executive Director
LI Guohui	50	Executive Director
TANG Xianfeng	52	Executive Director
CHAN Ho Yin	44	Non-executive director
HSU David	63	Non-executive director
SHEN Jinjun	64	Independent non-executive Director
CHIN Siu Wa Alfred	65	Independent non-executive Director
YING Wei	55	Independent non-executive Director
LI Yanwei	47	Independent non-executive Director

## EXECUTIVE DIRECTORS

**HUANG Yi (黄毅)**, aged 59, is the Chairman and executive Director. Mr. Huang is one of the two founders, and has been chairman of the Group since its inception in 1998. He is responsible for the strategic management of the Group and for formulation our overall corporate direction and focus. Prior to founding our Group, Mr. Huang was a director and deputy general manager at China Resources Machinery Co., Ltd. ("**China Resources Machinery**"), a state-owned enterprise engaged in importing and exporting automobiles and other machinery. Mr. Huang held numerous management positions in business administration, product procurement and sales operations in China Resources Machinery during his tenure between 1984 and 1994. In 1994, Mr. Huang joined China Automobile Company Limited ("**China Automobile**") as a director, and was responsible for China Automobile's procurement and sales divisions. In 1996, Mr. Huang invested in, and became a shareholder of, China Automobile. China Automobile, currently known as Hokuryo Holdings Company Limited, is presently an indirect wholly-owned subsidiary of the Group. Mr. Huang has served as the president of the second and third session of Mercedes-Benz Dealer Association since November 2014, the president of the Lexus China Dealer Advisory Council since 2013, as well as the president of the Advisory Council of GZ Toyota since 2012. Mr. Huang has substantial senior management experience and more than 33 years' of experience and in-depth knowledge of the PRC automobile industry. Mr. Huang received a Bachelor's degree in Economics from Xiamen University in 1983.

**LI Guoqiang (李國強)**, aged 58, is the other founder of the Group, and has been serving as the Group's chief executive officer and president since 1998 and as an executive Director since 23 June 2008. He is also a director of the various companies in the Group. Mr. Li is responsible for the overall management and operations of the Group. Mr. Li has served as the deputy chairman for the China Automobile Dealers Association (“**CADA**”) since December 2009. In 1995, Mr. Li founded Dalian Aotong Automobile Repair & Assembly Factory (“**Aotong Repair & Assembly**”), a company engaged in automobile repair and maintenance services. Mr. Li served as the factory director and legal representative of Aotong Repair & Assembly, and was responsible for its overall management and operations. From 1996 to 1998, Mr. Li served as the vice chairman of Dalian Toyota Maintenance & Service Co., Ltd. and general manager of Dalian Bonded Zone Toyota Automobile Sales Co., Ltd., and was responsible for the decisions of procurement and sales of automobiles as well as the management of the national distribution networks during his tenure. In 1998, Mr. Li founded Dalian Aotong Industry Co., Ltd. (“**Aotong Industry**”), a company engaged in distribution of automobiles. Aotong Industry is the predecessor of Zhongsheng (Dalian) Group Co., Ltd., which is presently a wholly-owned subsidiary of the Group. Mr. Li has substantial senior management experience and more than 33 years of experience and in-depth knowledge of the PRC automobile industry. Mr. Li also received a Distinguished Lexus Dealer award in 2007 from Toyota Motor (China) Investment Co., Ltd., as part of the Lexus Certification Program.

**DU Qingshan (杜青山)**, aged 59, has been serving as deputy general manager of the Group since 2007. Mr. Du has been an executive Director since 23 June 2008. He is responsible for the financial planning, strategy and management of the Group, and oversees all the financial matters of the Group. Prior to joining the Group in 2007, Mr. Du was appointed by the State-owned Assets Supervision and Administration Commission of Dalian Municipal Government to serve as the chief financial officer of a large-scale state-owned enterprise, Dalian DHI.DCW Group Co., Ltd. (“**Dalian DHI.DCW**”) and was in charge of the general financial and accounting affairs of Dalian DHI.DCW. Mr. Du was primarily responsible for the financial operations of Dalian DHI.DCW, which contributed to his over 32 years of experience in the areas of accountancy and finance. Mr. Du received a Bachelor's degree in Economics from the Shanghai University of Finance and Economics in 1986 and a master's degree in Business Administration from Dongbei University of Finance and Economics in 2002.

**ZHANG Zhicheng (張志誠)**, aged 49, has been serving as vice-president of the Group since July 2008 and executive Director since 31 March 2014. Mr. Zhang joined the Group in 2003, and has held numerous management positions in several of the Group's key operating subsidiaries, including Fuzhou Zhongsheng Toyota Automobile Sales Co., Ltd., Dalian Zhongsheng Lexus Automobile Sales & Services Co., Ltd. and Dalian Zhongsheng Toyota Automobile Sales & Services Co., Ltd., primarily responsible for implementing the strategic decisions of the Group and liaising with the automakers regarding developing the brand automobile sales business of the Group. Mr. Zhang currently oversees the sales and management of the Group's brand automobile sales business. Mr. Zhang has over 19 years' relevant experience and in-depth expertise in the China's automobile industry. Mr. Zhang received a master's degree in Business Administration from Dongbei University of Finance and Economics in 2003. Mr. Zhang also received Peak Performance General Manager awards in both 2006 and 2007 from Toyota Motor (China) Investment Co., Ltd., as part of the Lexus Certification Program.

**LI Guohui (李國輝)**, aged 50, joined the Group in July 2019 and currently serves as an executive Director and joint chief financial officer of the Group. Mr. Li has served as senior manager in investment, merger and acquisition/financial analysis of International Maritime Carriers Group in Singapore and Hong Kong from 2005 to 2009 and accounting director of finance department of China Resources (Group) Co., Ltd from 2009 to 2013. Mr. Li has served as an executive director, the chief financial officer and the vice president of China Resources Pharmaceutical Group Limited (a company listed on the Stock Exchange, stock code: 03320) from 2013 to 2019, a non-executive director of Dong-E E-Jiao Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000423) and China Resources Double Crane Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600062) and a supervisor of Sanjiu Medical & Pharmaceutical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000999). Mr. Li received a Master's degree in Financial Management from Nanyang Technological University in Singapore in 2005 and a Master's degree in Business Administration from Wuhan University in 2003 and obtained professional qualifications as a Chartered Financial Analyst qualified by the CFA Institute of Chartered Financial Analyst and a Certified Public Accountant (Singapore) qualified by the Singapore Institute of Chartered Accountants.

**TANG Xianfeng (唐憲峰)**, aged 52, joined the Group in January 2014 and currently serves as an executive Director and vice-president of the Group, primarily responsible for construction and development. Prior to joining the Group, Mr. Tang served as the vice-president of Dalian Huarui Heavy Industry Group Co., Ltd. from January 2012 to December 2013. In addition, Mr. Tang also served as a designer in the research institute, office vice-director, assistant to the head of reducer factory, vice-director of labour and personnel department and head of port machinery factory of Dalian Daqi Group from 1999 to 2003. Mr. Tang joined Dalian DHI.DCW in June 2003 and served as the executive vice head and head of Second Business Division, assistant to the general manager and vice general manager of the Group. Mr. Tang obtained a Bachelor's degree in lifting transportation and mechanical engineering from Taiyuan Heavy Machinery Institute in 1991 and obtained a master's degree in mechanical engineering from Wuhan University of Technology in 2006. Mr. Tang obtained the senior professional manager qualification and was qualified as professor and researcher level senior engineer.

## NON-EXECUTIVE DIRECTORS

**CHAN Ho Yin (陳豪賢)**, aged 44, has been serving as a non-executive Director since 31 December 2021. Mr. Chan joined Jardine Matheson Group as an executive trainee in 2004 and is currently the Chief Executive Officer of Jardine Schindler Group. Prior to his current role, Mr. Chan has held various senior positions in Jardines, including the role as Managing Director of Zung Fu (China) Limited. Mr. Chan is an associate of The Chartered Institute of Management Accountants and holds a Bachelor Degree from Oxford University.

**HSU David (許立慶)**, aged 63, has been serving as a non-executive Director since 20 March 2019. Mr. Hsu joined the board of directors of Jardine Matheson Holdings Limited in 2016, having first joined the Jardine Matheson Group in 2011. He is chairman of Jardine Matheson (China) Limited, with responsibility for supporting the Jardine Matheson Group's business developments in Chinese mainland, Taiwan and Macau. Mr. Hsu is also a director of Jardine Matheson Limited. Mr. Hsu is a director of Jardine Matheson Holdings Limited (which has a standard listing on the London Stock Exchange ("**LSE**"), with secondary listings on the Bermuda Stock Exchange ("**BSX**") and the Singapore Exchange ("**SGX**") with stock codes JAR, JMHBD.BH and J36 respectively) since May 2016. Mr. Hsu was a director of Jardine Strategic Holdings Limited (a company which had a standard listing on the LSE, with secondary listings on the BSX and the SGX with stock codes JDS, JSHBD.BH and J37 respectively, and was delisted from the aforementioned stock exchanges following its amalgamation with JMH Bermuda Limited under the Bermuda Companies Act with effect from 15 April 2021 (Singapore time)) from January 2014 to April 2021. Mr. Hsu was a non-executive director of Greatview Aseptic Packaging Company Limited (a listed company on the Stock Exchange, stock code: 00468) from August 2017 to March 2020. He was previously chief executive of J.P. Morgan Asset Management in the Asia Pacific Region supervising the asset management operation in Greater China (Hong Kong, China and Taiwan), Japan, Korea, Singapore, Australia and India. Mr. Hsu was also a vice chairman of the China Committee of the Hong Kong General Chamber of Commerce, and chairman of the Advisory Committee of FTSE TWSE Taiwan Index Series. Mr. Hsu graduated from the National Chiao Tung University with a bachelor's degree (first class honours) in management in 1980 and obtained an MBA degree from the National Cheng Chih University in Taiwan. He attended the Senior Executive Programme at London Business School in 1993, and was a member of the Wharton Society of Fellows at the University of Pennsylvania in 2000.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**SHEN Jinjun (沈進軍)**, aged 64, has been serving as an independent non-executive Director since 16 November 2009. Mr. Shen is an independent director of Beijing Changjiu Logistics Corp. (stock code: 603569), a company listed on the Shanghai Stock Exchange since 7 May 2021. Mr. Shen served as an independent non-executive director of Wuchan Zhongda Group Co., Ltd. (Stock code: 600704), a company listed on the Shanghai Stock Exchange, from August 2011 to April 2017, and has become an independent non-executive Director of China Grand Automotive Services Co., Ltd. (Stock code: 600297), a company listed on the Shanghai Stock Exchange, since July 2015. Mr. Shen has served as deputy chairman and secretary chief for China Automobile Dealers Association (“**CADA**”) since 2005 and has served as the chairman for CADA since 5 November 2014. Mr. Shen has also worked as the deputy chief of the Transport and Mechanical Section of Mechanical and Electrical Equipment Division of the State Administration of Supplies, chief of Automobile Section of Mechanical and Electrical Equipment Circulation Division of Ministry of Internal Trade and the chief of the Electrical, Mechanical and Metallic section of Production Circulation Division of the State Administration of Domestic Commerce. During that time, Mr. Shen was mainly responsible for administering the automobile dealing industry and participated in the formulation of related regulations. Mr. Shen completed all the related courses of an associate degree majoring in electronics at the Beijing Open University in 1982 and obtained a graduation certificate.

**CHIN Siu Wa Alfred (錢少華)**, aged 65, was appointed as an independent non-executive Director on 10 August 2018. Mr. Chin served as group vice president at Shangri-La Asia Limited (“**SA**”, a company listed on the Stock Exchange with stock code 69) from February 2017 to December 2018 and served as the vice president of development at SA from February 2004 to September 2007. Mr. Chin also served as the non-executive director of the Kerry Logistics Network Limited (a company listed on the Stock Exchange with stock code 636) from November 2013 to May 2019. Mr. Chin served as a director of Kerry Properties Limited (“**KPL**”, a company listed on the Stock Exchange with stock code 683) from September 2007 to January 2017 and was re-designated as an executive director of KPL from July 2009 to January 2017. He also served as a co-managing director of KPL from August 2013 to September 2015. Mr. Chin served as the chairman and general manager of Zhongshan City Tourism Group Company, a state-owned enterprise primarily engaged in the business of tourism development, from January 1996 to May 2002, where he was responsible for the day-to-day general management, asset management, and business development primarily for the PRC market. Mr. Chin graduated from South China Normal University in 1986 and completed an advanced management programme at Harvard Business School in 2002.

**YING Wei (應偉)**, aged 55, has served as an independent non-executive Director since 19 December 2016. Mr. Ying served as a non-executive director of New Focus Auto Tech Holdings Limited (a company listed on the Stock Exchange, stock code: 360) from August 2013 to March 2018 and a non-executive director of China Health Group Limited (a company listed on the Stock Exchange, stock code: 673) from June 2016 to May 2018 and a director of Giant Network Group Co., Ltd (formerly Chongqing New Century Cruise Co., Ltd.) (a company listed on the Shenzhen Stock Exchange, stock code: 2558) from May 2016 to February 2021. Currently, Mr. Ying is an independent non-executive director of CHTC Fong’s International Company Limited (formerly CHTC Fong’s Industries Company Limited) (a company listed on the Stock Exchange, stock code: 641) and Fountain Set (Holdings) Limited (a company listed on the Stock Exchange, stock code: 420). Mr. Ying is also a managing partner of CDH Shanghai Dinghui Bai Fu Investment Management Co., Ltd.. Mr. Ying is a non-practising member of The Chinese Institute of Certified Public Accountants and holds a master’s degree in Business Administration from the University of San Francisco and a bachelor’s degree in Economics from Zhejiang Gongshang University (formerly Hangzhou College of Commerce).

## Directors and Senior Management (continued)

**LI Yanwei (李顏偉)**, aged 47, has been serving as an independent non-executive Director since 9 December 2019. Mr. Li joined Sina.com Technology (China) Co., Ltd. in 2003 and was engaged in the work relating to media in respect of the automobile industry. Mr. Li has been the founder of 秒車信息技術有限公司 Miaoche Information Technology Co., Ltd.\* since 2014. Mr. Li has also been a member of the expert committee of CADA since 2015. For every year from 2016 to 2019, Mr. Li was honoured with the title of Outstanding Expert of CADA. Mr. Li obtained a bachelor's degree in law from Yanbian University.

\* for identification purposes only

## OTHER SENIOR MANAGEMENT

The table below shows certain information in respect of our senior management (excluding Directors who also hold executive positions):

Name	Age	Position
HAO Qing	46	Vice-president and Lexus brand general manager
LI Yuanhua	41	Vice-president and director of audit and supervision department
ZHOU Xin	42	Vice-president and general manager of the operations management
YU Ning	38	Vice-president and joint chief financial officer

**HAO Qing (郝青)**, aged 46, joined the Group in July 1998 and currently serves as vice-president and Lexus brand general manager of the Group. Ms. Hao served as a sales manager in Dalian Free Trade Zone Nissan Automobile Sales and Service Co., Ltd. from July 1998 to August 2005. Ms. Hao joined Dalian Zhongsheng Lexus Automotive Sales & Service Co., Ltd. ("**Dalian Zhongsheng Lexus**") from August 2005 to January 2012 and served as a sales manager, the vice-president and general manager. In addition, Ms. Hao served as the brand operation director and store manager at the Lexus Brand Office and Dalian Zhongsheng Lexus from January 2012 to December 2013; the regional general manager in the Dalian Regional Office and the general manager and store manager in the Lexus Brand Office from December 2013 to July 2015; and the brand general manager and store manager in the Lexus Brand Office from July 2015 to April 2019. Ms. Hao received the honour of National Outstanding General Manager of Lexus China Distributor from 2010 to 2013. Ms. Hao obtained a Bachelor's degree in English from Liaoning Normal University.

**LI Yuanhua (李遠華)**, aged 41, joined the Group in October 2014 and currently serves as vice-president and director of audit and supervision department, primary responsible for duties in financial, pre-owned automobiles, audit and supervision. Prior to joining the Group, Ms. Li served in the finance and accounting department, securities department and branch office at Dalian Huarui Heavy Industry Group Co., Ltd. from July 2002 to November 2007 and served as the chief accountant at Dalian Huarui Heavy Industry Crane Company from December 2007 to January 2012, responsible for financing, salary management, bidding and operation management. In addition, Ms. Li served as the chief accountant at Dalian Huarui Heavy Industry Group Complete Company from January 2012 to September 2014, responsible for financing, procurement, engineering cost, risk control. Ms. Li served as a director of the audit and supervision department of the Group from October 2014 to July 2017, responsible for internal audit and served as a director of the financial management department and a director of the supervision department of the Group from August 2017 to November 2019. Ms. Li has been honoured the title of Model Worker several times from 2007 to 2013. In 2003, Ms. Li has been honoured the title of Dalian Model Worker. Ms. Li obtained a bachelor's degree in accounting from Harbin University of Science and Technology in 2002 and qualified as an associate member (AAIA) of The Association of International Accountants in 2012.

**ZHOU Xin (周新)**, aged 42, joined the Group in 2004 and currently serves as vice-president of the Group and general manager of the operations management centre of the Group, primarily responsible for the after-sales and accessories business and operations of the Group. Ms. Zhou served as front desk supervisor of Dalian Zhongsheng Nissan Automobile Sales & Services Co., Ltd. from October 2004 to May 2010, and subsequently served as after-sales service manager of Dalian Zhongsheng Botong Automobile Sales & Services Co., Ltd. from June 2010 to July 2012. Ms. Zhou served as vice general manager of Dalian Zhongsheng Nissan Sales & Services Co., Ltd. from August 2012 to January 2013. From January 2013 to December 2013, she served as senior finance and insurance manager of the Group, primarily responsible finance and insurance affairs. From January 2014 to January 2015, she served as regional director of after-sales services of the Group, leading the Group in promoting its automobile after-sale services. From January 2015 to February 2016, she served as general manager of Zhongsheng (Tian Jin) Insurance Sales & Co., Ltd., primarily responsible for handling insurance affairs of the company. From March 2016 to February 2017, she served as general manager of Dalian Zhongsheng Yingbin Toyota Sales & Services Co., Ltd. She served as executive director of Zhongsheng (Tian Jin) Insurance Sales & Co., Ltd. from December 2017 to November 2020. Ms. Zhou also served as general manager of the Volvo brand of the Group from January 2018 to February 2020 and head of the after-sale management department of the Group from February 2020 to October 2020. Ms. Zhou obtained a bachelor's degree in electronic commerce from Dongbei University of Finance and Economics in 2007, and was named an 'Outstanding Businessperson' among a group of businesspersons for her contribution to the development of the Binhai New District, Tianjin in 2019.

**YU Ning (于寧)**, aged 38, was appointed as vice-president and joint chief financial officer of the Company on 11 May 2021. Ms. Yu previously worked as an auditor in Deloitte Touche Tohmatsu Certified Public Accountants LLP from July 2007 to May 2013. Ms. Yu then worked as a finance director in Dalian Yuanyang Yuye Jinqiang Yudiao Co., Ltd.\* (大連遠洋漁業金槍魚釣有限公司) from May 2013 to December 2018. Ms. Yu has joined the Company as a general manager of the finance department since January 2019. Ms. Yu graduated from East China University of Science with a Bachelor degree in Accounting in July 2006 and received a Master of Business Administration degree from Dalian Maritime University in July 2017.

\* The English transliteration of the Chinese names in this report, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.

## COMPANY SECRETARIES

**MAK Sze Man (麥詩敏)**, aged 47, was appointed as joint company secretary of the Company on 1 July 2010. She is a senior manager of Corporate Services Division of Tricor Services Limited and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Mak has over 25 years of experience in corporate secretarial area.

**YAO Zhenchao (姚振超)**, aged 41, was appointed as joint company secretary of the Company on 1 April 2019. She joined the Group in July 2011 and currently serves as the chief legal officer of the Company. She is admitted as a registered attorney in the PRC and the State of New York, the United States of America.

# REPORT OF THE DIRECTORS

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021 (the **“Financial Statements”**).

## PRINCIPAL ACTIVITIES

The Group’s operations are conducted in the PRC through its subsidiaries in the PRC. The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise the sale and service of motor vehicles. There were no significant changes in the nature of the Group’s principal activities during the Reporting Period.

We are a leading national automobile dealership group in the PRC. We have dealership agreements to operate our 4S dealerships for a diversified portfolio of automobile brands, consisting of luxury automobile brands including Mercedes-Benz, Lexus, Audi, Jaguar Land Rover, Porsche and Volvo, and mid-to-high end automobile brands including Toyota and Nissan. Through our “One-stop Automobile Shop” business model, we offer a comprehensive range of new automobiles and after-sales products and services in each of our 4S dealerships. In addition to our new automobile sales business, our after-sales businesses offer spare parts, automobile accessories, repair and maintenance services, detailing services, and other automobile-related products and services.

## RESULTS

The results of the Group for the year ended 31 December 2021 are set out in the Financial Statements on pages 87 to 183 of this annual report.

## BUSINESS REVIEW

A review of the business of the Company and a discussion and analysis of the Company’s performance during the year, and the material factors underlying its results and financial position are provided in the Management Discussion and Analysis on pages 12 to 16. Main risks and uncertain factors faced by the Group and corresponding mitigation methods are set out in note 48 to the Financial Statements. An analysis of the Group’s performance during the year using financial Key Performance Indicators is provided in the section headed “Management Discussion And Analysis — Financial Review” on pages 12 to 14 of this annual report. The future development of the Company’s business is discussed throughout this annual report including in the Chief Executive Officer’s Statement on pages 6 to 10 and Management Discussion and Analysis on pages 12 to 16. The Board recognises the importance of environmental protection and has adopted stringent measures for environmental protection in order to ensure the Group’s compliance to the prevailing environmental protection laws and regulations. Additional details regarding the Company’s performance on environmental and social-related key performance indicators and policies are provided in the “Environmental Policies and Performance” of this Report of Directors on page 79.

Compliance with relevant laws and regulations which have a significant impact on the Company are provided in the “compliance with laws and regulations” of this Report of Directors; and an account of the Company’s relationships with its employees, customers, suppliers, shareholders, etc. are disclosed, in “Relationship with Stakeholders” of this Report of Directors on page 80.

## CAPITAL

Details of the capital of the Group during the year ended 31 December 2021 are set out in note 35 to the Financial Statements.

## RESERVES

Details of the movements in reserves of the Group and the Company during the year ended 31 December 2021 are set out in the consolidated statement of changes in equity and note 50 to the Financial Statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2021, the Company has distributable reserves of RMB7,691.8 million in total available for distribution, of which RMB1,665.8 million has been proposed as final dividend for the year.

## DIVIDEND POLICY

The Board has adopted a dividend policy. The Company do not have any pre-determined dividend payout ratio. The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends: financial results; cash flow situation; business conditions and strategies; future operations and earnings; capital requirements and expenditure plans; interests of shareholders; any restrictions on payment of dividends; and any other factors that the Board may consider relevant.

## FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 184 of this annual report.

## DONATIONS

The Company had made a donation of RMB4.1 million to various PRC charity projects or organisations for the year ended 31 December 2021.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2021 are set out in note 13 to the Financial Statements.

## BANK LOANS AND OTHER BORROWINGS

Details of bank loans and other borrowings of the Group as at 31 December 2021 are set out in note 28 to the Financial Statements.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of our directors, the Company has maintained the amount of public float as approved by the Stock Exchange and as permitted under the Listing Rules as at the date of this annual report.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## DIRECTORS

The Directors of the Company during the year ended 31 December 2021 and up to the date of this annual report are:

### EXECUTIVE DIRECTORS

Mr. Huang Yi (*Chairman*)  
Mr. Li Guoqiang (*President and Chief Executive Officer*)  
Mr. Du Qingshan  
Mr. Zhang Zhicheng  
Mr. Li Guohui  
Mr. Tang Xianfeng

### NON-EXECUTIVE DIRECTORS

Mr. David Alexander Newbigging (resigned on 31 December 2021)  
Mr. Chan Ho Yin (appointed on 31 December 2021)  
Mr. Hsu David

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shen Jinjun  
Mr. Ying Wei  
Mr. Chin Siu Wa Alfred  
Mr. Li Yanwei

Pursuant to the Articles of Association, Mr. Huang Yi, Mr. Zhang Zhicheng, Mr. Ying Wei and Mr. Li Yanwei shall retire from their office by rotation at the forthcoming annual general meeting whereas Mr. Chan Ho Yin (who was appointed on 31 December 2021), shall hold office only until the forthcoming annual general meeting. Mr. Huang Yi, Mr. Zhang Zhicheng, Mr. Ying Wei, Mr. Li Yanwei and Mr. Chan Ho Yin, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Company are set out on pages 62 to 67 of this annual report.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years with effect from their respective date of appointment unless terminated by not less than three months' notice in writing served by either the executive Directors or the Company. Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment. The appointments are subject to the provisions of retirement and rotation of directors under the Articles of Association.

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

## CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

We have received from each of the independent non-executive Directors, namely Mr. Shen Jinjun, Mr. Ying Wei, Mr. Chin Siu Wa Alfred and Mr. Li Yanwei, the confirmation of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of these Directors. We consider that our independent non-executive Directors have been independent from the date of their appointment to 31 December 2021 and remain so as at the date of this annual report.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests and short positions of our directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code as contained in Appendix 10 to the Listing Rules, were as follows:

### INTERESTS AND SHORT POSITIONS IN THE COMPANY'S SHARES

Name of Director	Capacity/Nature of Interest	Total Number of Ordinary Shares	Approximate Percentage of Shareholding (%)
Mr. Huang Yi	Interest of controlled corporation, founder of a discretionary trust and agreement to acquire interests	1,313,165,376 (Long position)	54.37
		159,033,900 (Short position)	6.58
Mr. Li Guoqiang	Interest of controlled corporation, founder of a discretionary trust and agreement to acquire interests	1,313,165,376 (Long position)	54.37
		45,433,900 (Short position)	1.88
Mr. Du Qingshan	Beneficial owner	5,500,000 (Long position)	0.22
Mr. Zhang Zhicheng	Beneficial owner	5,500,000 (Long position)	0.22
Mr. Li Yanwei	Beneficial owner	60,000 (Long position)	0.00

Note:

1 These interests represent options granted to the Director as beneficial owner under the Share Option Scheme.

Save as disclosed above, as at 31 December 2021, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, the following are the persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

### LONG POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Name of Shareholder	Capacity/Nature of Interest	Total Number of Ordinary Shares	Approximate Percentage of Shareholding (%)
Blue Natural Development Ltd. (Note 1)	Beneficial owner and agreement to acquire interests	1,313,165,376 (Long position)	54.37
		45,433,900 (Short position)	1.88
Light Yield Ltd. (Note 2)	Beneficial owner, interest of controlled corporation and agreement to acquire interests	1,313,165,376 (Long position)	54.37
		159,033,900 (Short position)	6.58
Vest Sun Ltd. (Note 3)	Interest of controlled corporation and agreement to acquire interests	1,313,165,376 (Long position)	54.37
		45,433,900 (Short position)	1.88
Mountain Bright Limited (Note 4)	Beneficial owner and agreement to acquire interests	1,313,165,376 (Long position)	54.37
UBS TC (Jersey) Ltd.	Trustee, interest of controlled corporation and agreement to acquire interests	1,313,165,376 (Long position)	54.37
Vintage Star Limited (Note 5)	Beneficial owner and agreement to acquire interests	1,313,165,376 (Long position)	54.37
Jardine Strategic Holdings Limited	Interest of controlled corporation	505,816,116 (Long position)	20.94
Jardine Matheson Holdings Limited	Interest of controlled corporation	505,816,116 (Long position)	20.94
JMH Investments Limited	Interest of controlled corporation	505,816,116 (Long position)	20.94
JSH Investment Holdings Limited	Beneficial owner	505,816,116 (Long position)	20.94
JPMorgan Chase & Co. (Note 6)	Interest of controlled corporation, investment manager, person having a security interest in shares and approved lending agent	185,921,111 (Long position)	7.69
		130,878,800 (Short position)	5.41
		34,308,491 (Lending pool)	1.42

## Notes:

- 1 Blue Natural Development Ltd. is owned by Light Yield Ltd. (62.3%) and Vest Sun Ltd. (37.7%). Mr. Huang Yi and Mr. Li Guoqiang are directors of Blue Natural Development Ltd..
- 2 Light Yield Ltd. is wholly-owned by Mr. Huang Yi, who is also the sole director of Light Yield Ltd..
- 3 Vest Sun Ltd. is wholly-owned by Mr. Li Guoqiang, who is also the sole director of Vest Sun Ltd..
- 4 Mountain Bright Limited is wholly owned by UBS TC (Jersey) Ltd. as trustee of a trust settlement for Mr. Huang Yi (the settler of the trust) and his family.
- 5 Vintage Star Limited is wholly owned by UBS TC (Jersey) Ltd. as trustee of a trust settlement for Mr. Li Guoqiang (the settler of the trust) and his family.
- 6 JPMorgan Chase & Co. held 185,921,111 shares (long position), 130,878,800 shares (short position) and 34,308,491 shares (lending pool) of the Company through its controlled entities, and was deemed to have interests in the shares of the Company held by such entities.

Save as disclosed above, as at 31 December 2021, the Directors and chief executives of the Company are not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save for the acquisition of Zung Fu (China) Limited and its subsidiaries as disclosed in the Company's announcements dated 1 July and 4, 8 October 2021 and 13 March 2022 and the Company's circular dated 20 August 2021, respectively, during the year ended 31 December 2021, the Company did not have any material acquisitions nor disposals of subsidiaries and affiliated companies.

## CONVERTIBLE BONDS

### CONVERTIBLE BONDS

#### 2023 CONVERTIBLE BONDS

On 4 May 2018, the Company and J.P. Morgan Securities plc (the "**2023 Convertible Bond Manager**") entered into a bond subscription agreement, according to which (i) the Company agreed to issue, and the 2023 Convertible Bond Manager agreed to subscribe and pay for (or procure subscribers to subscribe and pay for) zero coupon convertible bonds due 2023 of an aggregate principal amount of HK\$3,925 million (the "**Original 2023 Convertible Bonds**"); and (ii) the Company agreed to grant the 2023 Convertible Bond Manager an option to subscribe for up to an additional HK\$775 million in principal amount of the 2023 Convertible Bonds (the "**Option Bonds**", together with the Original 2023 Convertible Bonds, the "**2023 Convertible Bonds**"). On 14 May 2018, the 2023 Convertible Bond Manager exercised in full the option granted by the Company, pursuant to which the Company was required to issue the Option Bonds in the aggregate principal amount of HK\$775 million.

The 2023 Convertible Bonds are convertible into fully-paid ordinary shares of the Company (the "**Shares**") at the initial conversion price of HK\$30.0132 per Share at the option of the holder thereof, at any time on or after the 41st day after the issue date up to the close of business on the tenth day prior to the maturity date, being a date falling on or about 23 May 2023. The closing price per Share was HK\$23.5398 as quoted on the Stock Exchange on 4 May 2018 (being the date on which the terms of the subscription of the 2023 Convertible Bonds were fixed). The net price of each conversion Share was approximately HK\$29.63. The issue of 2023 Convertible Bonds in the aggregate amount of HK\$4,700 million was completed on 23 May 2018. To the best of the Directors' knowledge, the 2023 Convertible Bonds were offered and sold by the 2023 Convertible Bond Manager to no less than six independent placees (who are independent individuals, corporate and/or institutional investors).

The Directors considered that the issue of the 2023 Convertible Bonds represented an opportunity to raise capital for the Company while broadening the shareholder base and capital base of the Company and to obtain immediate funding for further business expansion.

The total net proceeds (after deduction of commission and expenses) from the issue of the 2023 Convertible Bonds amounted to approximately HK\$4,640 million, of which approximately HK\$3,880 million was derived from the issue of the 2023 Convertible Bonds and approximately HK\$760 million was derived from the issue of the Option Bonds.

The Company partially repurchased and cancelled the 2023 Convertible Bonds in the aggregate amount of HK\$3,315 million on 22 May 2020. In addition, certain holders converted their 2023 Convertible Bonds into Shares. On 24 May 2021, the Company completed the early redemption of all outstanding 2023 Convertible Bonds. As at the date of this annual report, there are no outstanding 2023 Convertible Bonds in issue. Details of the 2023 Convertible Bonds are set out in note 29 to the Financial Statements.

Please refer to the announcements of the Company dated 4, 6, 15 and 23 May 2018, 12, 13, 14, 22, 25 May and 20 and 27 November 2020 and 31 March and 25 May 2021, for further details on the 2023 Convertible Bonds.

#### **2025 CONVERTIBLE BONDS**

On 12 May 2020, the Company, Merrill Lynch (Asia Pacific) Limited and Morgan Stanley & Co. International plc (the “**2025 Convertible Bond Managers**”) entered into a bond subscription agreement, according to which the Company agreed to issue, and the 2025 Convertible Bond Managers agreed to subscribe and pay for (or procure subscribers to subscribe and pay for) zero coupon convertible bonds due 2025 of an aggregate principal amount of HK\$4,560 million (the “**2025 Convertible Bonds**”).

The 2025 Convertible Bonds are convertible into Shares at the initial conversion price of HK\$45.61 per Share at the option of the holder thereof, at any time on or after 1 July 2020 up to the close of business on the tenth day prior to the maturity date, being a date falling on or about 21 May 2025. The closing price per Share was HK\$34.800 as quoted on the Stock Exchange on 12 May 2020 (being the date on which the terms of the subscription of the 2025 Convertible Bonds were fixed). The net price of each Share was approximately HK\$45.20. The issue of the 2025 Convertible Bonds in the aggregate amount of HK\$4,560 million was completed on 21 May 2020. To the best of the Directors’ knowledge, the 2025 Convertible Bonds were offered and sold by the 2025 Convertible Bond Managers to no less than six independent placees (who are independent individuals, corporate and/or institutional investors).

The Directors considered that the issue of the 2025 Convertible Bonds allowed the Company to refinance its existing debt and to extend its debt maturity profile.

The total net proceeds (after deduction of commission and expenses) from the issue of the 2025 Convertible Bonds amounted to approximately HK\$4,519 million.

There has been no conversion of the 2025 Convertible Bonds as at 19 April 2022, being the latest practicable date prior to the printing of this annual report. Upon full conversion of the outstanding 2025 Convertible Bonds at the initial conversion price of HK\$45.61 per Share, the Company may issue 99,978,074 Shares, with an aggregate nominal value of approximately HK\$9,997.81, increasing the total issued Shares to 2,515,018,937 Shares (calculated as at 19 April 2022, being the latest practicable date prior to the printing of this annual report), which represent approximately 4.14% of the existing share capital of the Company (calculated as at 19 April 2022, being the latest practicable date prior to the printing of this annual report), and approximately 3.98% of the issued share capital of the Company as enlarged by the issue of the Shares upon full conversion of all the 2025 Convertible Bonds. Upon full conversion of the outstanding 2025 Convertible Bonds, the shareholdings of Mr. Huang Yi, Mr. Li Guoqiang and UBS TC (Jersey) Ltd., the substantial shareholders of the Company, will be diluted from 54.37%, 54.37% and 54.37%, respectively, to 52.21%, 52.21% and 52.21%, respectively, of the issued share capital of the Company as enlarged by the issue of the Shares upon full conversion of the outstanding 2025 Convertible Bonds. Based on the profit for the year ended 31 December 2021 attributable to ordinary equity holders of the parent of approximately RMB8,329 million, the basic and diluted earnings per Share attributable to the owners of the Company were RMB3.56 and RMB3.47, respectively.

Details of the 2025 Convertible Bonds are set out in note 29 to the Financial Statements.

Please refer to the announcements of the Company dated 12, 13, 14, 21, 22 and 25 May 2020, respectively, for further details on the 2025 Convertible Bonds.

During the year ended 31 December 2021, profit attributable to owners of the parent of the Group is approximately RMB8,329 million. As at 31 December 2021, the Group had consolidated reserves of RMB40,243.6 million and net current assets of RMB11,966 million. The Company will redeem the 2025 Convertible Bonds on the maturity date at its principal amount together with accrued and unpaid interest thereon. Based on the financial position of the Group, to the best knowledge of the Company, the Company expects that it will be able to meet its redemption obligations under the 2025 Convertible Bonds issued by the Company. As the 2025 Convertible Bonds bear no interest on the principal amount, it would be equally financially advantageous for the bondholders to convert or redeem the 2025 Convertible Bonds (and therefore the bondholders would be indifferent as to whether the 2025 Convertible Bonds are converted or redeemed) in the event that the price of each Share traded on the Stock Exchange equals the then adjusted conversion price of the 2025 Convertible Bonds. Conversion price of the 2025 Convertible Bonds will be subject to adjustment for consolidation or subdivision, capitalisation of profits or reserves, capital distribution, right issues, debt equity swap and other dilutive events, as the case may be, which may have impacts on the rights of the holders of the 2025 Convertible Bonds.

## BONDS

### 2026 BONDS

On 6 January 2021, the Company and Merrill Lynch (Asia Pacific) Limited, Mizuho Securities Asia Limited, CCB International Capital Limited, MUFG Securities Asia Limited and Morgan Stanley & Co. International plc (the “**2026 Bond Managers**”) entered into a bond subscription agreement, according to which the 2026 Bond Managers have conditionally agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for, the 3.00% coupon rate bonds to be issued by the Company in an aggregate principal amount of US\$450 million (the “**2026 Bonds**”). The maturity date of the 2026 Bonds is 13 January 2026, on which the Company is scheduled to redeem each 2026 Bond at its principal amount.

Please refer to the announcements of the Company dated 4, 7, 13 and 14 January 2021, respectively, for further details on the 2026 Bonds.

## DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed “Directors’ and Chief Executives’ Interests and Short Positions In Shares, Underlying Shares and Debentures” above, at no time during the year ended 31 December 2021 was the Company or any of its subsidiaries or holding company or any subsidiary of the Company’s holding company, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

## **DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

For the year ended 31 December 2021 and up to the date of this annual report, none of the Directors and controlling shareholders (i.e. Mr. Huang Yi, Mr. Li Guoqiang, Light Yield Ltd., Vest Sun Ltd., Blue Natural Development Ltd., Mountain Bright Limited, UBS TC (Jersey) Ltd. and Vintage Star Limited) of the Company was interested in any business which competes or is likely to compete with the businesses of our Group.

We have received an annual written confirmation from our controlling shareholders, including Mr. Huang Yi and Mr. Li Guoqiang, in respect of the compliance by and with the provisions of the non-competition deed entered into between the Company and our controlling shareholders (the “**Non-competition Deed**”).

Our independent non-executive Directors have reviewed the compliance with the Non-competition Deed during the year ended 31 December 2021 and up to the date of this annual report based on information and confirmation provided by or obtained from our controlling shareholders, and were satisfied that our controlling shareholders, including Mr. Huang Yi and Mr. Li Guoqiang, have duly complied with the Non-competition Deed.

## **CONNECTED TRANSACTIONS**

There was no connected transaction entered into by the Group during the year ended 31 December 2021 that is required to be disclosed under Chapter 14A of the Listing Rules.

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS**

No director or any entity connected with any Director had a material interest, either directly or indirectly, in any transactions, arrangement or contract of significance to the business of our Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2021 and up to the date of this annual report.

## **DIRECTORS' REMUNERATION**

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of our Group.

Details of the Directors' remuneration during the year ended 31 December 2021 are set out in note 9 to the Financial Statements.

## **RETIREMENT SCHEMES**

Details of the retirement benefits plans of our Group are set out in note 33 to the Financial Statements.

## **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2021 and up to the date of this annual report.

## MATERIAL CONTRACTS

Save as disclosed in this annual report, at no time during the year had the Company or any of its subsidiaries entered into any material contracts with the controlling shareholder or any of its subsidiaries, nor had any material contracts been entered into for the services provided by the controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

## SHARE OPTION SCHEME

The Share Option Scheme (as defined in the Company's prospectus dated 16 March 2010) was conditionally approved by a resolution of the shareholders of the Company on 9 February 2010 and adopted by a resolution of the Board on the same day. The Share Option Scheme expired on 25 March 2020. No further options can be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to exercise any subsisting options granted prior to the expiry of the Share Option Scheme or otherwise as handled in accordance with the provisions of the Share Option Scheme.

The purpose of the Share Option Scheme was to attract and retain skilled and experienced personnel, to incentivise them to remain with the Group and to give effect to the customer-focused corporate culture of the Group, and to motivate them to strive for the future development and expansion of the Group, by providing them with the opportunity to acquire equity interests in the Company.

Details of the outstanding options to subscribe for Shares pursuant to the Share Option Scheme and the movement during the year ended 31 December 2021 are set out below:

Name of Grantees	Date of grant	Exercise price per Share	Outstanding as at 31 December 2019	Number of Share Options			Outstanding as at 31 December 2020
				Granted during the Period	Exercised during the period	Lapsed/ Cancelled during the period	
Mr. Du Qingshan – Executive Director	26 April 2018	HK\$22.60	5,500,000 <sup>(1)</sup>	–	–	–	5,500,000
Mr. Zhang Zhicheng – Executive Director	26 April 2018	HK\$22.60	5,500,000 <sup>(1)</sup>	–	–	–	5,500,000
Total							11,000,000

Note:

- (1) On 26 April 2018, the Company offered to grant share options (the “Share Options”) to Mr. Du Qingshan and Mr. Zhang Zhicheng under the Share Option Scheme, which will entitle them to subscribe for an aggregate of 11,000,000 new Shares. The Share Options were fully vested from 26 April 2019. The Share Options are exercisable from 26 April 2019 to 25 April 2028 (both dates inclusive) at a price of HK\$22.60 per Share. The closing price of the Shares immediately before 26 April 2018 is HK\$22.35 per Share.

Further details of the Share Options are set out in note 37 to the Financial Statements. The Binomial Option Pricing Model is one of the commonly used models to estimate the fair value of an option which can be exercised before the expiry of the option period. The value of an option varies with different variables of certain subjective assumptions.

Any change in variables so adopted may materially affect the estimation of the fair value of an option.

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits. During the year ended 31 December 2021, no other options had been granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme. As at 31 December 2021, the total number of Shares that may be issued under the Share Option Scheme was 11,000,000 Shares, representing approximately 0.46% of the issued share capital of the Company as at 19 April 2022, being the latest practicable date prior to the printing of this annual report.

## **CHANGES IN DIRECTORS' INFORMATION**

Save as disclosed in this annual report, no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## **DEBENTURES IN ISSUE**

Save as disclosed in this annual report, the Company did not have any debentures in issue during the year ended 31 December 2021.

## **EQUITY-LINKED AGREEMENT**

Save for the Convertible Bonds and the Share Option Scheme, the Company did not enter into any equity-linked agreement during the year ended 31 December 2021.

## **PERMITTED INDEMNITY PROVISION**

The Company has purchased appropriate liability insurance for its Directors and senior management. The permitted indemnity provisions are set out in such liability insurance. Save as disclosed above, no permitted indemnity provision was made by the Company for the year ended 31 December 2021 and no permitted indemnity provision was in force as at the date of this annual report.

## **MAJOR CUSTOMERS AND SUPPLIERS**

During the year ended 31 December 2021, the percentage of the aggregate sales attributable to the Group's five largest customers was less than 30% of the Group's total sales. The respective percentage of purchases attributable to the Group's largest supplier and five largest suppliers in aggregate was 31.9% and 73.8%. These suppliers are relatively large and reputable corporations with long-standing relationships with the Group.

None of the Directors or any of their associates or any shareholders (which to the best knowledge of the Directors owned more than 5% of the Company's issued share capital) had a material interest in our five largest customers and suppliers.

## **TAX RELIEF**

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the shares of the Company.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

In January 2021, as the Board was of the view that share buy-backs and the subsequent cancellation of the bought Shares could enhance the value of the Shares thereby improving returns to the Shareholders, the Board determined to exercise its powers under the general mandate to buy back Shares granted by the Shareholders at the general meeting held on 10 June 2020 to buy back a total of 660,500 Shares at the highest and lowest prices of HK\$49.50 and HK\$47.65 per Share, respectively. The aggregate purchase price paid (excluding commissions and other expenses) for the bought Shares was HK\$32,300,000. The Board believes that the share buy-backs could reflect the Board's confidence in the Company's long-term business prospects. All of the bought Shares have been cancelled as at the date of this annual report.

Save as disclosed above, neither the Company, nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities throughout the year ended 31 December 2021 and up to the date of this annual report.

## **EVENTS AFTER THE REPORTING PERIOD**

There have not been any significant events affecting the Group after 31 December 2021.

## **ENVIRONMENTAL POLICIES AND PERFORMANCE**

The Group recognises the importance of environmental protection and has adopted stringent measures for environmental protection in order to ensure our compliance to the prevailing environmental protection laws and regulations. Adhering to the concept of green environmental protection, the Group has also promoted green operations and advocated the concept of green office. Environmental protection, energy conservation and emissions reduction and reasonable and efficient utilisation of resources have been consistently implemented in the daily operation activities of the Group. The Group has also been working on reducing its energy use, consumption and wastage by actively promoting recycling concept, using less paper and saving electric power and use of water. Going forward, the Group will continue to develop sustainable policies and designs to reduce its environmental impact not only internally within its offices but also externally in the regions it operates in.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

The Company recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination of operating licences. The Company has been allocating system and staff resources to ensure on-going compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. During the year ended 31 December 2021, the Company has complied, to the best of the knowledge of the Directors, with all relevant rules and regulations that have a significant impact on the Company.

## RELATIONSHIP WITH STAKEHOLDERS

The Company recognises that our employees, customers and business associates are key to our sustainability development. We strive to achieve corporate sustainability through engaging our employees, providing quality services for our customers, collaborating with business partners and supporting the community and social welfare.

The Company places significant emphasis on human capital. The Company provides a fair workplace, promoting non-discrimination and diversity to our staff, together with competitive remuneration and benefits, as well as a range of opportunities for career advancement based on employees' merits and performance. Furthermore, we have established and will continue to promote our KPI-driven corporate culture with a clear career and promotion system to motivate our employees. Our employees are provided with rotation opportunities both cross-stores and cross-functions to develop their skills and their own career path with us.

We promote a customer-oriented culture within the Company. Our corporate motto is "Zhongsheng Group — Lifetime Partner", and it is central to our corporate culture. The Company values the feedback from customers by daily communication and other means. The Company has also established the mechanism about customer service and support. The Company treats providing customer support as an opportunity to improve our relationship with the customer, addressing customer's concern in a timely manner and in accordance with international standards.

We have strong and established working relationships with leading global automakers and their PRC joint venture corporations. We believe that our suppliers are equally important in our development into a first-class automobile dealer enterprise. Therefore, we proactively collaborate with our business partners to deliver quality sustainable services.

With the goal of developing into a preeminent international enterprise and a trustworthy public company, the Company actively fulfill its social responsibility. The Group, with high quality products and services, is committed to creating good internal and external corporate relationships, and build a harmonious enterprise to undertake its responsibilities for employees, customers, suppliers and the shareholders.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Throughout the year ended 31 December 2021 and up to the date of this annual report, the Company has been in compliance with the code provisions set out in the CG Code.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2021 and up to the date of this annual report.

## AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2021 have been audited by Ernst & Young, certified public accountants. Ernst & Young retired and a resolution to re-appoint Ernst & Young as the auditors of the Company in the following year will be proposed at the Company's forthcoming annual general meeting. The Company did not change its auditor during the preceding three years.

## PROPOSED DISTRIBUTION OF FINAL DIVIDEND

The Board resolved to propose to the Shareholders at the forthcoming annual general meeting on 17 June 2022 (the “**AGM**”) for the distribution of a final dividend of HK\$0.84 per Share for the year ended 31 December 2021 payable to the Shareholders whose names are listed in the register of the Company on 27 June 2022, in an aggregate amount of HK\$2,037 million (equivalent to approximately RMB1,666 million). It is expected that the final dividend will be paid on 8 July 2022. The proposal for the distribution of the final dividend above is subject to the consideration and approval of the Shareholders at the AGM.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining who is entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of Shares shall lodge share transfer documents, together with relevant share certificates, with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, 13 June 2022.

In addition, the Company’s register of members will be closed from Thursday, 23 June 2022 to Monday, 27 June 2022 (both days inclusive) for the purpose of determining the Shareholder’s entitlement to the proposed final dividend of the Company. In order to qualify for the proposed final dividend (subject to the approval by Shareholders at the AGM), unregistered holders of Shares shall lodge share transfer documents, together with relevant share certificates, with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at the above-mentioned address for registration before 4:30 p.m. on Wednesday, 22 June 2022.

By order of the Board  
**Zhongsheng Group Holdings Limited**  
**Huang Yi**  
*Chairman*

Hong Kong, 17 March 2022

# INDEPENDENT AUDITOR'S REPORT



Ernst & Young  
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Quarry Bay, Hong Kong

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## To the shareholders of Zhongsheng Group Holdings Limited

*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

## OPINION

We have audited the consolidated financial statements of Zhongsheng Group Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 87 to 183, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## KEY AUDIT MATTERS (continued)

### KEY AUDIT MATTER

#### ACQUISITIONS

During the year ended 31 December 2021, the Group completed acquisitions of certain car dealerships at a total consideration of approximately RMB9,291,671,000. The accounting for these acquisitions involved significant judgement of management for the purchase price allocation mainly in relation to the valuation of property, plant and equipment, land use rights, intangible assets which include dealership agreements, customer relationships and the remaining goodwill balance. The Group engaged an external independent appraiser to perform the valuation.

Information about the acquisitions was disclosed in note 2.4 *Summary of significant accounting policies – business combinations and goodwill* and note 38 *Business combination* to the financial statements.

#### IMPAIRMENT ASSESSMENT OF GOODWILL AND INTANGIBLE ASSETS

The carrying values of goodwill and intangible assets amounted to approximately RMB8,296,827,000 and RMB10,337,459,000 as at 31 December 2021, respectively. Under HKFRSs, the Group is required to perform an impairment test for goodwill annually and the intangible assets with definite useful lives are reviewed whether there is any indication of impairment at each reporting period end. An impairment test itself for intangible assets with definite useful lives only has to be carried out if there are such indications. The impairment test is based on the recoverable value of each of the cash-generating units ("CGU") or group of CGUs to which the goodwill and the intangible assets are assigned to.

Management's assessment process was complex and significant judgement was involved, including the degree of subjectivity of expected future cash flow forecasts, associated growth rates and the discount rate applied.

Information about the goodwill and intangible assets was disclosed in note 2.4 *Summary of significant accounting policies – Impairment of non-financial assets*, note 3 *Significant accounting judgement and estimates – Estimation uncertainty*, note 18 *Goodwill* and note 17 *Intangible assets* to the financial statements.

### HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

We evaluated the competency, capabilities and objectivity of the external independent appraiser engaged by the Group to perform the valuation and involved our internal valuation specialists to review the valuation methodologies adopted by the appraiser, and the assumptions used in the valuation of the assets acquired and liabilities by reference to the historical experience and the market practices. We have reviewed the identification of the acquired assets and liabilities, and tested the prospective financial information assumptions used in the calculation of the fair value allocated to the acquired assets. We also checked the related disclosures.

We have involved our internal valuation specialists to assist us in evaluating the models and certain assumptions used by the Group in the impairment test of goodwill and intangible assets. We paid attention to the forecasts used with respect to future revenues and operating results by comparing the forecasts with the historical performance of the respective CGU or group of CGUs. We have also reviewed the Group's assessment of whether there had been any indicators of impairment of the intangible assets with definite useful lives for the year. We also checked the related disclosures.

## KEY AUDIT MATTERS (continued)

### KEY AUDIT MATTER (continued)

#### *VENDOR REBATE RECEIVABLES*

The Group recognised volume-related vendor rebates on an accrual basis based on the terms of the suppliers' contracts. As at 31 December 2021, the rebate receivables recognised in the consolidated statement of financial position amounted to approximately RMB5,394,825,000. The balance of rebate receivables was significant and the process of calculating the accrual was complex.

Information about the rebate receivables was disclosed in note 2.4 *Summary of significant accounting policies – vendor rebates* and note 23 *Prepayments, other receivables and other assets* to the financial statements.

### HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER (continued)

We understood and tested management's key internal controls in relation to the recognition of vendor rebates. We checked the rebate policies adopted against the terms of the relevant supplier contracts and checked the calculation of the rebate receivables based on the rebate policies and underlying inputs, including sales and purchase volume, rebate rates and other criteria as set out in the rebate policies. We also checked subsequent settlement of the rebates against the accrued balance.

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

### **Ernst & Young**

*Certified Public Accountants*  
Hong Kong

17 March 2022

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>REVENUE</b>	5(a)	<b>175,103,062</b>	148,348,067
Cost of sales and services provided	6(b)	<b>(156,633,507)</b>	(134,866,359)
Gross profit		<b>18,469,555</b>	13,481,708
Other income and gains, net	5(b)	<b>3,890,572</b>	3,423,881
Selling and distribution expenses		<b>(7,170,170)</b>	(5,729,655)
Administrative expenses		<b>(2,572,676)</b>	(2,239,263)
<b>Profit from operations</b>		<b>12,617,281</b>	8,936,671
Finance costs	7	<b>(1,120,121)</b>	(1,259,872)
Share of profits of joint ventures	19	<b>7,909</b>	3,523
Share of loss of an associate	20	<b>(1,487)</b>	(1,513)
<b>Profit before tax</b>	6	<b>11,503,582</b>	7,678,809
Income tax expense	8	<b>(3,096,252)</b>	(2,097,980)
<b>Profit for the year</b>		<b>8,407,330</b>	5,580,829
<b>Attributable to:</b>			
Owners of the parent		<b>8,328,950</b>	5,539,799
Non-controlling interests		<b>78,380</b>	41,030
		<b>8,407,330</b>	5,580,829
<b>Earnings per share attributable to ordinary equity holders of the parent</b>			
Basic			
— For profit for the year (RMB)	12	<b>3.56</b>	2.44
Diluted			
— For profit for the year (RMB)	12	<b>3.47</b>	2.36

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2021

	2021 RMB'000	2020 RMB'000
<b>Profit for the year</b>	<b>8,407,330</b>	5,580,829
<b>Other comprehensive income</b>		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	<b>282,425</b>	511,747
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	<b>282,425</b>	511,747
<b>Other comprehensive income for the year, net of tax</b>	<b>282,425</b>	511,747
Total comprehensive income for the year	<b>8,689,755</b>	6,092,576
<b>Attributable to:</b>		
Owners of the parent	<b>8,611,375</b>	6,051,546
Non-controlling interests	<b>78,380</b>	41,030
	<b>8,689,755</b>	6,092,576

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	17,371,855	14,373,357
Right-of-use assets	15	4,872,469	4,413,846
Land use rights	14	3,468,956	2,930,356
Prepayments	16	487,372	1,081,311
Intangible assets	17	10,337,459	6,620,175
Goodwill	18	8,296,827	4,972,459
Investments in joint ventures	19	55,694	47,785
Investment in an associate	20	—	1,487
Deferred tax assets	34(b)	236,484	209,492
Total non-current assets		45,127,116	34,650,268
<b>CURRENT ASSETS</b>			
Inventories	21	11,192,016	9,090,091
Trade receivables	22	1,815,180	1,429,528
Prepayments, other receivables and other assets	23	15,169,171	13,363,026
Amounts due from related parties	46(b)(i)(ii)	28,558	1,168
Financial assets at fair value through profit or loss	24	160,991	150,415
Pledged bank deposits	25	797,094	1,425,880
Cash in transit	26	233,890	180,280
Cash and cash equivalents	27	10,950,038	8,210,363
Total current assets		40,346,938	33,850,751
<b>CURRENT LIABILITIES</b>			
Bank loans and other borrowings	28	15,219,401	16,980,126
Lease liabilities	15	395,983	277,658
Trade and bills payables	30	5,459,996	4,980,288
Other payables and accruals	31	4,856,063	4,215,624
Other liabilities	32	—	245,000
Amounts due to related parties	46(b)(iii)	1,748	1,345
Income tax payable	34(a)	2,447,698	1,774,032
Dividends payable		—	9
Total current liabilities		28,380,889	28,474,082
<b>NET CURRENT ASSETS</b>		11,966,049	5,376,669
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		57,093,165	40,026,937

Consolidated Statement of Financial Position (continued)

31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities	34(b)	3,271,864	2,119,632
Bank loans and other borrowings	28	4,968,423	2,351,234
Lease liabilities	15	4,248,986	3,847,101
Convertible bonds	29	3,897,401	4,827,223
Total non-current liabilities		16,386,674	13,145,190
Net assets		40,706,491	26,881,747
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	35	209	198
Reserves	36	40,243,582	26,462,702
		40,243,791	26,462,900
<b>Non-controlling interests</b>		462,700	418,847
Total equity		40,706,491	26,881,747

**Huang Yi**  
Director

**Li Guoqiang**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

31 December 2021

	Attributable to owners of the parent												Non-controlling interests	Total equity
	Share capital	Share premium*	Equity component of		Discretionary reserve fund*	Statutory reserve*	Merger reserve*	Other reserve*	Exchange fluctuation reserve*	Retained profits*	Total	Total		
			convertible bonds*	Share option Reserve*										
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>At 1 January 2020</b>	197	5,474,118	113,139	49,391	37,110	2,374,646	(1,386,176)	(1,629,247)	(736,351)	17,461,726	21,758,553	418,116	22,176,669	
Profit for the year	-	-	-	-	-	-	-	-	-	5,539,799	5,539,799	41,030	5,580,829	
Other comprehensive income for the year:														
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	511,747	-	511,747	-	511,747	
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	511,747	5,539,799	6,051,546	41,030	6,092,576	
Acquisition of non-controlling interests	-	-	-	-	-	-	-	(957)	-	-	(957)	(7,343)	(8,300)	
Capital contribution from non-controlling shareholders of subsidiary	-	-	-	-	-	-	-	-	-	-	-	25,000	25,000	
Transfer from retained profits	-	-	-	-	-	928,220	-	-	-	(928,220)	-	-	-	
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(57,956)	(57,956)	
Early conversion of convertible bonds	1	293,334	(8,264)	-	-	-	-	-	-	-	285,071	-	285,071	
Transfer of equity component of convertible bonds upon the redemption of convertible bonds	-	-	(79,799)	-	-	-	-	(649,397)	-	-	(729,196)	-	(729,196)	
Issue of 2020 convertible bonds	-	-	30,484	-	-	-	-	-	-	-	30,484	-	30,484	
Final 2019 dividend declared	-	(932,601)	-	-	-	-	-	-	-	-	(932,601)	-	(932,601)	
<b>At 31 December 2020</b>	198	4,834,851	55,560	49,391	37,110	3,302,866	(1,386,176)	(2,279,601)	(224,604)	22,073,305	26,462,900	418,847	26,881,747	
<b>At 1 January 2021</b>	198	4,834,851	55,560	49,391	37,110	3,302,866	(1,386,176)	(2,279,601)	(224,604)	22,073,305	26,462,900	418,847	26,881,747	
Profit for the year	-	-	-	-	-	-	-	-	-	8,328,950	8,328,950	78,380	8,407,330	
Other comprehensive income for the year:														
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	282,425	-	282,425	-	282,425	
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	282,425	8,328,950	8,611,375	78,380	8,689,755	
Issue new shares	8	5,144,462	-	-	-	-	-	-	-	-	5,144,470	-	5,144,470	
Early conversion of convertible bonds	3	946,392	(24,698)	-	-	-	-	-	-	-	921,697	-	921,697	
Repurchase and cancellation of shares	-	(26,829)	-	-	-	-	-	-	-	-	(26,829)	-	(26,829)	
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	77,522	77,522	
Acquisition of non-controlling interests	-	-	-	-	-	-	-	4,128	-	-	4,128	(10,128)	(6,000)	
Transfer from retained profits	-	-	-	-	-	554,559	-	-	-	(554,559)	-	-	-	
Disposal of a subsidiary	-	-	-	-	-	(1,388)	-	-	-	-	(1,388)	-	(1,388)	
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(101,921)	(101,921)	
Transfer of equity component of convertible bonds upon the redemption of convertible bonds	-	-	(378)	-	-	-	-	(3,955)	-	-	(4,373)	-	(4,373)	
Final 2020 dividend declared	-	(1,113,189)	-	-	-	-	-	-	-	-	(1,113,189)	-	(1,113,189)	
Reversal of put option over non-controlling interest	-	-	-	-	-	-	-	245,000	-	-	245,000	-	245,000	
<b>At 31 December 2021</b>	209	9,785,687	30,484	49,391	37,110	3,856,037	(1,386,176)	(2,034,468)	57,821	29,847,696	40,243,791	462,700	40,706,491	

\* These reserve accounts comprise the consolidated reserves of RMB40,243,582,000 (2020: RMB26,462,702,000) in the consolidated statement of financial position.

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>OPERATING ACTIVITIES</b>			
Profit before tax		11,503,582	7,678,809
Adjustments for:			
Share of profits of joint ventures and an associate	19(b)	(6,422)	(2,010)
Depreciation and impairment of property, plant and equipment	13	1,428,389	1,114,378
Depreciation of right-of-use assets	6(c)	511,311	455,392
Amortisation of land use rights	15	98,133	94,106
Amortisation of intangible assets	17	335,863	275,725
Impairment of trade receivables	6(c)	4,993	5,380
Covid-19-related rent concessions from lessors		—	(18,986)
Write-down of inventories to net realisable value	6(c)	3,061	1,353
Interest income	5(b)	(183,437)	(80,933)
Net gains on disposal of items of property, plant and equipment	5(b)	(6,733)	(12,898)
Finance costs	7	1,120,121	1,259,872
Gain on disposal of a subsidiary	39	(928)	—
Fair value (gains)/losses, net:			
— Listed equity investments held for trading	5(b)	(20,674)	(2,440)
— Financial products	5(b)	54	1,901
Investment income from financial assets at fair value through profit or loss	5(b)	—	(28,330)
Dividend income from a listed equity investment	5(b)	(2,086)	(1,836)
(Income)/expense on redemption of convertible bonds		(4,753)	8,039
Loss on disposal of right-of-use assets		2,328	—
		<b>14,782,802</b>	10,747,522
(Increase)/decrease in cash in transit		(47,895)	87,816
Decrease in trade receivables		315,373	47,764
Decrease/(increase) in prepayments, other receivables and other assets		45,544	(1,187,772)
(Increase)/decrease in inventories		(951,315)	1,002,954
(Decrease)/increase in trade payables		(264,680)	1,882
(Decrease)/increase in other payables and accruals		(537,847)	368,611
Increase in amounts due from related parties			
— trade related		(27,390)	(441)
Increase in amounts due to related parties			
— trade related		403	909
<b>Cash generated from operations</b>		<b>13,314,995</b>	11,069,245
Tax paid		(2,442,718)	(1,744,880)
<b>Net cash generated from operating activities</b>		<b>10,872,277</b>	9,324,365

	2021 RMB'000	2020 RMB'000
<b>INVESTING ACTIVITIES</b>		
Purchase of items of property, plant and equipment	(4,506,834)	(3,232,242)
Proceeds from disposal of items of property, plant and equipment	1,005,240	788,739
Purchase of land use rights	(549,667)	(40,470)
Purchase of intangible assets	(22,069)	(11,083)
Prepayments for the potential acquisitions of equity interests from third parties	(54,239)	(635,980)
Acquisitions of subsidiaries	(5,409,073)	(892,302)
Increase in prepayments, other receivables and other assets	(82,910)	(166,600)
Proceeds from disposal of financial assets at fair value through profit or loss	—	843,550
Dividends received from listed equity investments	2,086	1,836
Investment income received from financial assets at fair value through profit or loss	—	28,330
Proceeds on disposal of subsidiaries, net of cash	17,467	1,159
Interest received	183,437	80,933
<b>Net cash used in investing activities</b>	<b>(9,416,562)</b>	<b>(3,234,130)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from issue of new share	2,498,419	—
Proceeds from issue of convertible bonds	—	4,132,148
Proceeds from bank loans and other borrowings	113,157,589	110,746,535
Repayments of bank loans and other borrowings	(112,041,412)	(112,310,997)
Repurchase of shares	(26,829)	—
Decrease/(increase) in pledged bank deposits	628,774	(84,837)
Capital contribution from non-controlling shareholders of subsidiaries	—	25,000
Decrease in notes payable	(121,721)	(28,941)
Acquisition of non-controlling interests	(6,000)	(86,300)
Lease payments	(728,001)	(587,186)
Interest paid for bank loans and other borrowings	(757,246)	(881,754)
Redemption of convertible bonds	(48,573)	(3,882,709)
Increase in deposits to entities controlled by suppliers for borrowings	(39,288)	(14,007)
Dividends paid to non-controlling shareholders	(101,930)	(57,956)
Dividends paid	(1,113,189)	(932,601)
<b>Net cash generated from/(used in) financing activities</b>	<b>1,300,593</b>	<b>(3,963,605)</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,756,308</b>	<b>2,126,630</b>
Cash and cash equivalents at beginning of year	8,210,363	6,101,176
Effect of foreign exchange rate changes, net	(16,633)	(17,443)
<b>Cash and cash equivalents at end of year</b>	<b>10,950,038</b>	<b>8,210,363</b>

# NOTES TO FINANCIAL STATEMENTS

31 December 2021

## 1. CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands. The registered office address of the Company is Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands. The Company has established a principal place of business in Hong Kong which is located at Rooms 1803-09, 18th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 26 March 2010.

During the year, the Group was principally engaged in the sale and service of motor vehicles.

In the opinion of the directors of the Company (the “Directors”), the ultimate controlling shareholders of the Company are Mr. Huang Yi and Mr. Li Guoqiang.

### 2.1 BASIS OF PRESENTATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

#### BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

## 2.1 BASIS OF PRESENTATION (continued)

### BASIS OF CONSOLIDATION (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9, HKAS *Interest Rate Benchmark Reform – Phase 2*  
39, HKFRS 7, HKFRS 4 and  
HKFRS 16

Amendment to HKFRS 16 *Covid-19-Related Rent Concessions beyond 30 June 2021* (early adopted)

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy.

The Group had certain interest-bearing bank and other borrowings denominated in Hong Kong dollars based on the Hong Kong Interbank Offered Rate (“HIBOR”) and United States dollars based on the London Interbank Offered Rate (“LIBOR”) as at 31 December 2021. The Group expects that HIBOR will continue to exist and the interest rate benchmark reform has not had an impact on the Group’s HIBOR-based borrowings. For the LIBOR-based borrowings, since the interest rates of these instruments were not replaced by RFRs during the year, the amendments did not have any impact on the financial position and performance of the Group. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply the above-mentioned practical expedient upon the modification of these instruments provided that the “economically equivalent” criterion is met.

- (b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met.

The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted

The Group has early adopted the amendment on 1 January 2021. However, the Group has not received covid-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to HKFRS 17	<i>Insurance Contracts</i> <sup>2, 5</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>2, 4</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>2</sup>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> <sup>2</sup>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>2</sup>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> <sup>1</sup>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i> <sup>1</sup>
<i>Annual Improvements to HKFRSs 2018–2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>3</sup> No mandatory effective date yet determined but available for adoption

<sup>4</sup> As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

<sup>5</sup> As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise a deferred tax asset and a deferred tax liability for deductible and taxable temporary differences associated with right-of-use assets and lease liabilities, and recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained profits at the beginning of the earliest comparative period presented.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

*Annual Improvements to HKFRSs 2018–2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### BUSINESS COMBINATIONS AND GOODWILL (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### FAIR VALUE MEASUREMENT

The Group measures its financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### FAIR VALUE MEASUREMENT (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### IMPAIRMENT OF NON-FINANCIAL ASSETS

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### RELATED PARTIES

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

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

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal estimated useful lives and residual values of property, plant and equipment are as follows:

Category	Estimated useful life	Estimated residual value
Buildings	10–30 years	5%
Leasehold improvements	5 years	—
Plant and machinery	5–10 years	5%
Furniture and fixtures	5 years	5%
Motor vehicles	5–10 years	5%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, plant and machinery under construction or pending installation, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### INTANGIBLE ASSETS (OTHER THAN GOODWILL)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives. The principal estimated useful lives of intangible assets are as follows:

Software	3–5 years
Dealership agreements	20–40 years
Customer relationships	15 years
Others	5–44 years

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### LEASES

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

#### GROUP AS A LESSEE

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### (a) RIGHT-OF-USE ASSETS

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings and lands	2 to 30 years
Motor vehicles	3 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

##### (b) LEASE LIABILITIES

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

##### (c) SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

The Group applies the short-term lease recognition exemption to its short-term leases of land and buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### LEASES (continued)

#### *GROUP AS A LESSOR*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

#### LAND USE RIGHTS

All land in Mainland China is state-owned and no individual land ownership rights exist. The Group acquires the right to use certain land and the amount paid for such a right is recorded as land use rights, which are amortised over the lease terms of 14 to 59 years using the straight-line method.

#### INVESTMENTS AND OTHER FINANCIAL ASSETS

##### *INITIAL RECOGNITION AND MEASUREMENT*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (continued)

#### *INITIAL RECOGNITION AND MEASUREMENT (continued)*

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### *SUBSEQUENT MEASUREMENT*

The subsequent measurement of financial assets depends on their classification as follows:

#### *FINANCIAL ASSETS AT AMORTISED COST (DEBT INSTRUMENTS)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (DEBT INSTRUMENTS)*

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

#### *FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (EQUITY INVESTMENTS)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (continued)

#### *FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

#### DERECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a "pass-through" arrangement, it evaluates, if and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### GENERAL APPROACH

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### SIMPLIFIED APPROACH

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### FINANCIAL LIABILITIES

#### *INITIAL RECOGNITION AND MEASUREMENT*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables, amounts due to related parties, lease liabilities, bank loans and other borrowings, and convertible bonds.

#### *SUBSEQUENT MEASUREMENT*

The subsequent measurement of financial liabilities depends on their classification as follows:

#### *FINANCIAL LIABILITIES AT AMORTISED COST (LOANS AND BORROWINGS)*

After initial recognition, banks loans and other borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

#### *FINANCIAL GUARANTEE CONTRACTS*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

#### *CONVERTIBLE BONDS*

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

#### *DERECOGNITION OF FINANCIAL LIABILITIES*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on specific identification basis as appropriate and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on the estimated selling price in the ordinary course of business less the estimated costs to be incurred to completion and disposal.

### CASH AND CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### INCOME TAX

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### INCOME TAX (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### REVENUE RECOGNITION

#### REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

#### (a) SALE OF GOODS

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

#### (b) RENDERING OF SERVICES

For the rendering of services, the control is transferred over time and therefore, the performance obligation is satisfied and revenue is recognised over time, if one of the following criteria is met:

- (i) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;
- (ii) the entity's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (iii) the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

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

#### REVENUE FROM OTHER RESOURCES

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### REVENUE RECOGNITION (continued)

#### *OTHER INCOME*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### CONTRACT ASSETS

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

#### CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

#### VENDOR REBATES

Volume-related vendor rebates are recognised as a deduction from cost of sales on an accrual basis based on the expected entitlement earned up to the reporting date for each relevant supplier contract.

Rebates relating to items purchased but still held at the reporting date are deducted from the carrying value of these items so that the cost of inventories is recorded net of applicable rebates.

#### SHARE-BASED PAYMENTS

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 37 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### SHARE-BASED PAYMENTS (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### OTHER EMPLOYEE BENEFITS

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally and used for the purpose of obtaining qualifying assets, a capitalisation rate of 6.0% has been applied to the expenditure on the individual assets.

### DIVIDENDS

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

### FOREIGN CURRENCIES

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using their respective functional currencies. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### FOREIGN CURRENCIES (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and certain overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### JUDGEMENTS

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *DEFERRED TAX ASSETS*

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets recognised was RMB236,484,000 (2020: RMB209,492,000) as at 31 December 2021. More details are given in note 34(b).

#### *ESTIMATION UNCERTAINTY*

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

#### *IMPAIRMENT OF GOODWILL*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimation of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 December 2021 was RMB8,296,827,000 (2020: RMB4,972,459,000). Further details are given in note 18.

#### *IMPAIRMENT OF NON-FINANCIAL ASSETS (OTHER THAN GOODWILL)*

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (continued)

#### ESTIMATION UNCERTAINTY (continued)

##### *USEFUL LIVES OF INTANGIBLE ASSETS*

The intangible assets are depreciated on the straight-line basis by taking into account the residual value. The Group reviews the estimated useful lives periodically to determine the related amortisation charges for its intangible assets. The estimation is based on the historical experience of the actual useful lives of intangible assets of similar nature and functions, with consideration of market condition. Management will increase the amortisation charges when useful lives become shorter than previously estimated.

##### *USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT*

The Group's management determines the estimated useful lives and the related depreciation charge for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore the depreciation charge in the future periods.

##### *LEASES – ESTIMATING THE INCREMENTAL BORROWING RATE*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

### 4. OPERATING SEGMENT INFORMATION

The Group's principal business is the sale and service of motor vehicles. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the sale of motor vehicles and the provision of related services.

No operating segments have been aggregated to form the above reportable operating segment.

#### INFORMATION ABOUT GEOGRAPHICAL AREA

Since over 90% of the Group's revenue and operating profit were generated from the sale and service of motor vehicles in Mainland China and over 90% of the Group's non-current assets other than deferred tax assets were located in Mainland China, no geographical information is presented in accordance with HKFRS 8 *Operating Segments*.

#### INFORMATION ABOUT MAJOR CUSTOMERS

Since none of the Group's sales to a single customer amounted to 10% or more of the Group's revenue during the year, no major customer information is presented in accordance with HKFRS 8 *Operating Segments*.

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue and other income and gains is as follows:

(a) REVENUE:

	2021 RMB'000	2020 RMB'000
<b>Revenue from contracts with customers</b>		
Disaggregated revenue information		
<b>Type of goods or service</b>		
Revenue from sales of motor vehicles	150,598,453	128,102,934
Revenue from after-sales service	24,504,609	20,245,133
Total revenue from contracts with customers	<b>175,103,062</b>	148,348,067
<b>Geographical markets</b>		
Mainland China	<b>175,103,062</b>	148,348,067
<b>Timing of revenue recognition</b>		
At a point in time	<b>175,103,062</b>	148,348,067

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2021 RMB'000	2020 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sales of motor vehicles	<b>3,063,443</b>	2,321,265
After-sales service	<b>210,287</b>	47,719
	<b>3,273,730</b>	2,368,984

Information about the Group's performance obligations is summarised below:

### **SALE OF MOTOR VEHICLES**

The performance obligation is satisfied upon delivery of the motor vehicles and payment in advance is generally required. Some contracts provide customers with a right of return which give rise to variable consideration subject to constraint.

### **AFTER-SALES SERVICE**

The performance obligation is satisfied upon the services completed and payment is generally due upon completion of service provides, and payment in advance is normally required.

## 5. REVENUE, OTHER INCOME AND GAINS (continued)

### (a) REVENUE: (continued)

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2021 RMB'000	2020 RMB'000
Amounts expected to be recognised as revenue: Within one year	<b>3,701,777</b>	3,273,730

All amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

### (b) OTHER INCOME AND GAINS, NET:

	2021 RMB'000	2020 RMB'000
Commission income	<b>3,528,049</b>	3,149,631
Rental income	<b>29,304</b>	26,009
Interest income	<b>183,437</b>	80,933
Government grants	<b>63,995</b>	46,465
Net gains on disposal of items of property, plant and equipment	<b>6,733</b>	12,898
Gain on disposal of a subsidiary	<b>928</b>	—
Fair value gains/(losses), net:		
Financial assets at fair value through profit or loss		
— listed equity investments	<b>20,674</b>	2,440
— financial products	<b>(54)</b>	(1,901)
Investment income from financial assets at fair value through profit or loss	<b>—</b>	28,330
Dividend income from listed equity investments	<b>2,086</b>	1,836
Others	<b>55,420</b>	77,240
	<b>3,890,572</b>	3,423,881

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2021 RMB'000	2020 RMB'000
<b>(a) Employee benefit expense (including directors' and chief executive officer's remuneration (note 9)):</b>		
Wages and salaries	4,600,269	3,887,087
Pension scheme contributions (defined contribution scheme)*	675,606	398,713
Other welfare	376,735	218,668
	<b>5,652,610</b>	4,504,468
<b>(b) Cost of sales and services provided:</b>		
Cost of sales of motor vehicles	143,911,978	124,196,476
Others	12,721,529	10,669,883
	<b>156,633,507</b>	134,866,359
<b>(c) Other items:</b>		
Depreciation and impairment of property, plant and equipment	1,428,389	1,114,378
Depreciation of right-of-use assets	511,311	455,392
Amortisation of land use rights	98,133	94,106
Amortisation of intangible assets	335,863	275,725
Auditors' remuneration	6,800	5,600
Lease expenses	68,739	2,566
Promotion and advertisement	1,002,545	1,008,450
Office expenses	513,220	328,619
Logistics expenses	196,912	151,479
Impairment of trade receivables	4,993	5,380
Write-down of inventories to net realisable value	3,061	1,353
Net gains on disposal of items of property, plant and equipment	(6,733)	(12,898)
Fair value (gains)/losses, net:		
Financial assets at fair value through profit or loss		
— listed equity investments	(20,674)	(2,440)
— financial products	54	1,901
Investment income from financial assets at fair value through profit or loss	—	(28,330)
Dividend income from listed equity investments	(2,086)	(1,836)
Gain on disposal of a subsidiary	(928)	—

\* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

## 7. FINANCE COSTS

An analysis of finance costs is as follows:

	2021 RMB'000	2020 RMB'000
Interest expense on bank borrowings	590,244	791,395
Interest expense on convertible bonds	148,686	188,195
Interest expense on other borrowings	179,131	94,339
Interest expense on lease liabilities	276,145	255,293
Less: Interest capitalised	(74,085)	(69,350)
	<b>1,120,121</b>	1,259,872

## 8. INCOME TAX EXPENSE

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

	2021 RMB'000	2020 RMB'000
Current Mainland China corporate income tax	3,012,082	2,040,819
Deferred tax (note 34(b))	84,170	57,161
	<b>3,096,252</b>	2,097,980

Pursuant to Section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gain or appreciation shall apply to the Company or its operations.

The subsidiaries incorporated in the BVI are not subject to income tax as such subsidiaries do not have a place of business (other than a registered office only) or carry on any business in the BVI.

No Hong Kong tax has been provided as the Group had no assessable profits arising in Hong Kong during the year (2020: Nil).

According to the Corporate Income Tax Law ("CIT") of the People's Republic of China, the income tax rates for both domestic and foreign investment enterprises in Mainland China are unified at 25% effective from 1 January 2008.

Certain subsidiaries of the Group enjoyed preferential CIT rates which were lower than 25% during the reporting period as they obtained related approval from the relevant tax authorities or operated in designated areas with preferential CIT policies in the PRC.

## 8. INCOME TAX EXPENSE (continued)

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

A reconciliation of the tax expense applicable to profit before tax using the applicable rate for the regions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

	2021 RMB'000	2020 RMB'000
Profit before tax	11,503,582	7,678,809
Tax at the statutory tax rate (25%)	2,875,896	1,919,702
Tax effect of non-deductible expenses	109,955	162,105
Income not subject to tax	(17,796)	(7,575)
Profits and losses attributable to jointly-controlled entities	(1,605)	(503)
Lower tax rates for specific provinces or enacted by local authority	(140,441)	(110,724)
Adjustments in respect of current tax of previous periods	16,369	16,149
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	220,129	21,053
Tax losses not recognised	33,745	97,773
Tax charge	<b>3,096,252</b>	2,097,980

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2021 RMB'000	2020 RMB'000
Fees	1,160	1,216
Other emoluments:		
Salaries, allowances and other benefits	44,804	33,026
Discretionary bonuses	110,860	72,737
Contributions to defined contribution retirement schemes	303	178
Equity-settled share option expense	—	—
	<b>155,967</b>	105,941
	<b>157,127</b>	107,157

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

### (a) INDEPENDENT NON-EXECUTIVE DIRECTORS

The fees paid to independent non-executive directors during the year were as follows:

	2021 RMB'000	2020 RMB'000
– Mr. Shen Jinjun	290	304
– Mr. Ying Wei	290	304
– Mr. Chin Siu Wa Alfred	290	304
– Mr. Li Yanwei	290	304
	<b>1,160</b>	1,216

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

### (b) EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND THE CHIEF EXECUTIVE

	Fees RMB'000	Salaries allowances and other benefits RMB'000	Discretionary bonuses RMB'000	Contributions to defined contribution retirement schemes RMB'000	Equity- settled share option expense RMB'000	Total RMB'000
<b>2021</b>						
<b>Executive directors:</b>						
– Mr. Huang Yi	–	2,157	52,941	15	–	55,113
– Mr. Du Qingshan	–	10,158	–	85	–	10,243
– Mr. Zhang Zhicheng	–	14,865	–	86	–	14,951
– Mr. Tang Xianfeng	–	10,490	–	86	–	10,576
– Mr. Li Guohui	–	4,978	4,978	15	–	9,971
<b>Executive director and the chief executive:</b>						
– Mr. Li Guoqiang	–	2,156	52,941	16	–	55,113
<b>Non-executive directors:</b>						
– Mr. David Alexander Newbigging*	–	–	–	–	–	–
– Mr. Chan Ho Yin**	–	–	–	–	–	–
– Mr. HSU David	–	–	–	–	–	–
	–	44,804	110,860	303	–	155,967

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

### (b) EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND THE CHIEF EXECUTIVE (continued)

	Fees RMB'000	Salaries allowances and other benefits RMB'000	Discretionary bonuses RMB'000	Contributions to defined contribution retirement schemes RMB'000	Equity- settled share option expense RMB'000	Total RMB'000
<b>2020</b>						
<b>Executive directors:</b>						
– Mr. Huang Yi	–	2,259	35,500	16	–	37,775
– Mr. Du Qingshan	–	7,523	–	44	–	7,567
– Mr. Zhang Zhicheng	–	8,250	–	44	–	8,294
– Mr. Tang Xianfeng	–	7,523	–	44	–	7,567
– Mr. Li Guohui	–	5,212	1,737	16	–	6,965
<b>Executive director and the chief executive:</b>						
– Mr. Li Guoqiang	–	2,259	35,500	14	–	37,773
<b>Non-executive directors:</b>						
– Mr. David Alexander Newbigging	–	–	–	–	–	–
– Mr. HSU David	–	–	–	–	–	–
	–	33,026	72,737	178	–	105,941

\* Mr. David Alexander Newbigging has resigned as a non-executive director of the Company with effect from 31 December 2021.

\*\* Mr. Chan Ho Yin has been appointed as a non-executive director of the Company with effect from December 31, 2021.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2020: Nil).

## 10. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees during the year included four directors and the chief executive (2020: three directors and the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining one (2020: two) non-director, highest paid employees for the year are as follows:

	2021 RMB'000	2020 RMB'000
Salaries, bonuses, allowances and benefits in kind	7,188	13,900
Discretionary bonuses	48,103	71,450
Pension scheme contributions	86	87
	<b>55,377</b>	85,437

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2021	2020
HK\$80,000,001 to HK\$90,000,000	—	—
HK\$60,000,001 to HK\$70,000,000	1	—
HK\$50,000,001 to HK\$60,000,000	—	1
HK\$30,000,001 to HK\$40,000,000	—	1
	<b>1</b>	2

During the year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office (2020: Nil).

## 11. DIVIDENDS

	2021 RMB'000	2020 RMB'000
Proposed final — HK\$0.84 (approximately RMB0.69) (2020: HK\$0.58) per ordinary share	<b>1,665,790</b>	1,107,960

The calculation of the proposed final dividend for the year ended 31 December 2021 is based on the proposed final dividend per ordinary share, and the total number of ordinary shares as at 17 March 2022.

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

During the year ended 31 December 2021, a final dividend of HK\$0.58 per ordinary share in respect of the year ended 31 December 2020 was declared and paid to the ordinary equity holders of the Company. The aggregate amount of the final dividend declared and paid in the year ended 31 December 2021 was HK\$1,342,923,000 (equivalent to RMB1,113,189,000).

## 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 2,340,870,937 (2020: 2,272,669,021) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, adjusted to reflect the interest on the convertible bonds. The weighted average number of ordinary shares used in the calculation is the weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

### EARNINGS

	2021 RMB'000	2020 RMB'000
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	<b>8,328,950</b>	5,539,799
Interest on convertible bonds	<b>148,686</b>	188,195
Profit attributable to ordinary equity holders of the parent before interest on convertible bonds	<b>8,477,636</b>	5,727,994

### SHARES

	Number of shares	
	2021	2020
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<b>2,340,870,937</b>	2,272,669,021
Effect of dilution — weighted average number of ordinary shares:		
Share option	<b>6,203,691</b>	5,113,843
Convertible bonds	<b>100,687,899</b>	150,187,858
Weighted average number of ordinary shares used in the diluted earnings per share calculation	<b>2,447,762,527</b>	2,427,970,722

### EARNINGS PER SHARE

	2021 RMB	2020 RMB
Basic	<b>3.56</b>	2.44
Diluted	<b>3.47</b>	2.36

### 13. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
<b>Cost:</b>							
At 1 January 2021	12,194,584	1,438,251	995,831	933,047	2,474,183	791,133	18,827,029
Exchange realignment	—	(28)	—	(2)	(137)	—	(167)
Additions	259,015	320,678	166,387	228,960	1,975,639	995,001	3,945,680
Acquisition of subsidiaries (note 38)	939,591	103,485	90,084	18,995	317,273	43,659	1,513,087
Transfer	709,228	82,586	8,963	980	—	(801,757)	—
Disposals	(151,453)	(114,713)	(45,317)	(93,678)	(1,110,106)	—	(1,515,267)
Disposal of a subsidiary (note 39)	(21,077)	—	(2,179)	(4,085)	(5,695)	—	(33,036)
At 31 December 2021	13,929,888	1,830,259	1,213,769	1,084,217	3,651,157	1,028,036	22,737,326
<b>Accumulated depreciation and impairment:</b>							
At 1 January 2021	2,709,283	409,180	447,352	565,348	322,509	—	4,453,672
Exchange realignment	—	(27)	—	(2)	(75)	—	(104)
Depreciation and impairment provided during the year	526,288	89,041	113,711	114,323	585,026	—	1,428,389
Disposals	(49,062)	(35,827)	(30,141)	(82,361)	(315,007)	—	(512,398)
Disposals of a subsidiary (note 39)	(1,639)	—	(358)	(1,323)	(768)	—	(4,088)
At 31 December 2021	3,184,870	462,367	530,564	595,985	591,685	—	5,365,471
<b>Net book amount:</b>							
At 31 December 2021	10,745,018	1,367,892	683,205	488,232	3,059,472	1,028,036	17,371,855
<b>Cost:</b>							
At 1 January 2020	10,935,240	945,832	919,682	786,998	1,898,008	632,468	16,118,228
Exchange realignment	—	(64)	—	(5)	(284)	—	(353)
Additions	427,348	364,331	144,159	156,059	1,505,611	759,040	3,356,548
Acquisition of subsidiaries	237,900	78,529	38,356	26,527	61,790	102,750	545,852
Transfer	597,387	83,138	11,555	11,045	—	(703,125)	—
Disposals	(3,291)	(33,515)	(117,921)	(47,577)	(990,942)	—	(1,193,246)
At 31 December 2020	12,194,584	1,438,251	995,831	933,047	2,474,183	791,133	18,827,029
<b>Accumulated depreciation and impairment:</b>							
At 1 January 2020	2,273,121	328,845	415,501	501,714	237,491	—	3,756,672
Exchange realignment	—	(45)	—	(4)	(105)	—	(154)
Depreciation and impairment provided during the year	453,335	89,861	97,747	105,500	367,935	—	1,114,378
Disposals	(17,173)	(9,481)	(65,896)	(41,862)	(282,812)	—	(417,224)
At 31 December 2020	2,709,283	409,180	447,352	565,348	322,509	—	4,453,672
<b>Net book amount:</b>							
At 31 December 2020	9,485,301	1,029,071	548,479	367,699	2,151,674	791,133	14,373,357

As at 31 December 2021, the application for the property ownership certificates of certain buildings with a net book amount of approximately RMB5,374,168,000 (2020: RMB5,808,851,000) was still in progress. Notwithstanding this, the Directors are of the opinion that the Group owned the beneficial titles to these buildings as at 31 December 2021 and 2020.

As at 31 December 2021, certain of the Group's buildings with an aggregate net book amount of approximately RMB240,666,000 (2020: RMB68,396,000) were pledged as security for the Group's bank loans (note 28(a)(ii)).

**14. LAND USE RIGHTS**

	2021 RMB'000	2020 RMB'000
<b>Cost:</b>		
At the beginning of the year	3,460,772	3,368,194
Additions	47,757	7,918
Acquisition of subsidiaries (note 38)	588,976	84,660
At the end of the year	4,097,505	3,460,772
<b>Amortisation:</b>		
At the beginning of the year	530,416	436,310
Charge for the year	98,133	94,106
At the end of the year	628,549	530,416
<b>Net book value:</b>		
At the end of the year	3,468,956	2,930,356

The lease prepayments of the Group represent the cost of the Group's land use rights in respect of land located in Mainland China. The remaining periods of the land use rights of the Group are from 13 to 58 years.

As at 31 December 2021, certain of the Group's land use rights with an aggregate net book value of approximately RMB131,422,000 (2020: RMB60,690,000) were pledged as security for the Group's bank loans (Note 28(a)(i)).

As at 31 December 2021, the Group had yet to obtain the legal title of certain land use rights in Mainland China subject to certain administrative procedures to be completed by the Group and the local government authorities. The net book value of these land use rights as at 31 December 2021 amounted to RMB258,756,000 (2020: RMB286,125,000). Notwithstanding this, the Directors are of the opinion that the Group owned the beneficial titles to these land use rights as at 31 December 2021 and 2020, respectively.

## 15. LEASES

### THE GROUP AS A LESSEE

The Group has lease contracts for various items of land and buildings and motor vehicles used in its operations. Leases of land and buildings generally have lease terms between 2 and 30 years, while others generally have lease terms between 3 and 5 years. The rest of the leases have lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) RIGHT-OF-USE ASSETS

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Buildings and lands RMB'000	Land use rights* RMB'000	Motor vehicles RMB'000	Total RMB'000
At 1 January 2021	4,412,034	2,930,356	1,812	7,344,202
Additions	322,804	47,757	630	371,191
Additions as a result of acquisition of subsidiaries (note 38)	727,242	588,976	—	1,316,218
Lease termination	(74,299)	—	—	(74,299)
Disposal of a subsidiary (note 39)	(6,443)	—	—	(6,443)
Depreciation charge	(509,578)	(98,133)	(1,733)	(609,444)
At 31 December 2021	4,871,760	3,468,956	709	8,341,425

\* Land use rights have been disclosed separately in the consolidated statement of financial position and in note 14.

#### (b) LEASE LIABILITIES

The carrying amount of lease liabilities and the movements during the year are as follows:

	2021 Lease liabilities RMB'000	2020 Lease liabilities RMB'000
Carrying amount at 1 January	4,124,759	3,801,625
New leases	315,324	570,664
Additions as a result of acquisition of subsidiaries (note 38)	727,242	98,286
Accretion of interest recognised during the year	276,145	255,293
Covid-19-related rent concessions from lessors	—	(18,986)
Payments	(719,890)	(582,123)
Disposal of a subsidiary (note 39)	(6,640)	—
Lease termination	(71,971)	—
Carrying amount at 31 December	4,644,969	4,124,759
Analysed into:		
Current portion	395,983	277,658
Non-current portion	4,248,986	3,847,101

## 15. LEASES (continued)

### THE GROUP AS A LESSEE (continued)

#### (b) LEASE LIABILITIES (continued)

	2021			2020		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>						
Lease liabilities	5-13	2022	395,983	5-13	2021	277,658
<b>Non-current</b>						
Lease liabilities	5-13	2023-2048	4,248,986	5-13	2022-2048	3,847,101

The maturity analysis of lease liabilities is disclosed in note 48 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2021 RMB'000	2020 RMB'000
Interest on lease liabilities	276,145	255,293
Depreciation charge of right-of-use assets	511,311	455,392
Expense relating to leases of short-term or low-value assets (included in administrative expenses)	68,739	2,566
Covid-19-related rent concessions from lessors	—	(18,986)
The impact of disposal of a subsidiary	(197)	—
The impact of lease termination	2,328	—
<b>Total amount recognised in profit or loss</b>	<b>858,326</b>	<b>694,265</b>

(d) The total cash outflow for leases is disclosed in notes 40(c) to the financial statements.

## 16. PREPAYMENTS

	2021 RMB'000	2020 RMB'000
Prepayment for land use rights	266,941	280,517
Prepayments for potential acquisitions	220,431	800,794
	<b>487,372</b>	<b>1,081,311</b>

## 17. INTANGIBLE ASSETS

	Software RMB'000	Dealership agreements RMB'000	Customer relationships RMB'000	Others RMB'000	Total RMB'000
<b>Cost:</b>					
At 1 January 2021	92,427	7,127,870	957,824	112,403	8,290,524
Exchange realignment	—	—	—	(447)	(447)
Additions	9,999	13,655	—	—	23,654
Acquisition of subsidiaries (note 38)	26,069	3,714,500	302,600	1,090	4,044,259
Disposals	(7,429)	—	—	—	(7,429)
Disposal of a subsidiary (note 39)	—	(11,000)	(2,800)	—	(13,800)
At 31 December 2021	121,066	10,845,025	1,257,624	113,046	12,336,761
<b>Accumulated amortisation and impairment:</b>					
At 1 January 2021	64,097	1,096,192	446,271	63,789	1,670,349
Exchange realignment	—	—	—	(258)	(258)
Amortisation provided during the year	24,809	236,507	70,825	3,722	335,863
Disposals	(5,844)	—	—	—	(5,844)
Disposal of a subsidiary (note 39)	—	(481)	(327)	—	(808)
At 31 December 2021	83,062	1,332,218	516,769	67,253	1,999,302
<b>Net book value:</b>					
At 31 December 2021	38,004	9,512,807	740,855	45,793	10,337,459
<b>Cost:</b>					
At 1 January 2020	82,114	6,513,670	905,994	110,540	7,612,318
Exchange realignment	—	—	—	(603)	(603)
Additions	10,219	—	—	863	11,082
Acquisition of subsidiaries	94	614,200	51,830	1,603	667,727
At 31 December 2020	92,427	7,127,870	957,824	112,403	8,290,524
<b>Accumulated amortisation and impairment:</b>					
At 1 January 2020	56,689	911,640	382,371	44,059	1,394,759
Exchange realignment	—	—	—	(135)	(135)
Amortisation provided during the year	7,408	184,552	63,900	19,865	275,725
At 31 December 2020	64,097	1,096,192	446,271	63,789	1,670,349
<b>Net book value:</b>					
At 31 December 2020	28,330	6,031,678	511,553	48,614	6,620,175

The Group's principal identifiable intangible assets represent dealership agreements in Mainland China with various vehicle manufacturers and customer relationships acquired from third parties. The dealership agreements do not include a specified contract period or termination arrangement.

**18. GOODWILL**

	RMB'000
At 1 January 2020:	
Cost	5,127,668
Accumulated impairment	(155,209)
Net carrying amount	4,972,459
Cost at 1 January 2020, net of accumulated impairment	4,640,137
Acquisition of subsidiaries	332,322
Cost and net carrying amount at 31 December 2020	4,972,459
At 31 December 2020:	
Cost	5,127,668
Accumulated impairment	(155,209)
Net carrying amount	4,972,459
Cost at 1 January 2021, net of accumulated impairment	<b>4,972,459</b>
Acquisition of subsidiaries (note 38)	<b>3,334,315</b>
Disposal of a subsidiary (note 39)	<b>(9,947)</b>
Cost and net carrying amount at 31 December 2021	<b>8,296,827</b>
At 31 December 2021:	
Cost	<b>8,452,036</b>
Accumulated impairment	<b>(155,209)</b>
Net carrying amount	<b>8,296,827</b>

**IMPAIRMENT TESTING OF GOODWILL**

The goodwill comprises the fair value of expected business synergies arising from the acquisitions, which is not separately recognised.

Goodwill acquired through business combinations has been allocated to the relevant 4S dealership business (or group of 4S dealership businesses) from which the goodwill was resulted. These individual 4S dealership businesses are treated as individual cash-generating unit for impairment testing.

## 18. GOODWILL (continued)

### IMPAIRMENT TESTING OF GOODWILL (continued)

The carrying amount of goodwill allocated to each cash-generating unit (or group of cash-generating units) of the operation of 4S dealership businesses is:

	2021 RMB'000	2020 RMB'000
4S dealership businesses	8,296,827	4,972,459

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management.

### KEY ASSUMPTIONS USED IN THE VALUE IN USE CALCULATION

The following describes the key assumptions of the cash flow projections.

Revenue from the sale and service of motor vehicles — the bases used to determine the future earnings of the sale and service of motor vehicles are the historical sales and the growth rates which are reference to the industry growth forecast. The growth rate used to extrapolate the cash flows of the cash-generating units beyond the five-year period from the end of the reporting period is 3% (2020: 3%).

Operating expenses — the bases used to determine the values assigned are cost of inventories, staff costs, depreciation, amortisation and other operating expenses. The values assigned to the key assumptions reflect past experience and management's commitment to maintain its operating expenses at an acceptable level.

Discount rate — The discount rate applied to the cash flow projections beyond the one-year period is 15% (2020: 15%). The discount rate used is before tax and reflects specific risk relating to the relevant units.

## 19. INVESTMENTS IN JOINT VENTURES

	2021 RMB'000	2020 RMB'000
Share of net assets	55,694	47,785

廈門中升豐田汽車銷售服務有限公司 (Xiamen Zhongsheng Toyota Automobile Sales & Service Co., Ltd.) ("Xiamen Zhongsheng"), 中昇泰克提汽車服務(大連)有限公司 (Zhongsheng Tacti Automobile Service (Dalian) Co., Ltd.) ("Zhongsheng Tacti") and 提愛希汽車用品商貿(上海)有限公司 (TAC Automobile Accessories Trading (Shanghai) Co., Ltd.) ("TAC") are joint ventures of the Group and are considered to be related parties of the Group.

**19. INVESTMENTS IN JOINT VENTURES (continued)****(a) PARTICULARS OF THE JOINT VENTURES**

Joint ventures	Place and date of registration	Authorised registered/ paid-in / issued capital	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
Xiamen Zhongsheng	Xiamen, the PRC, 1998	RMB12,000,000	50%	50%	50%	Sale and service of motor vehicles
Zhongsheng Tacti	Dalian, the PRC, 2009	USD3,000,000	50%	50%	50%	Sale and service of accessories
TAC	Shanghai, the PRC, 2011	RMB4,000,000	50%	50%	50%	Sale and service of accessories

All the above investments in joint ventures are held through a wholly-owned subsidiary of the Company.

- (b) None of the joint ventures are considered individually material, and the aggregate financial information of all the joint ventures is as follows:

Share of the joint ventures' assets and liabilities:

	2021 RMB'000	2020 RMB'000
Non-current assets	2,637	1,982
Current assets	62,006	51,906
Current liabilities	(8,949)	(6,103)
Net assets	55,694	47,785

Share of the joint ventures' results:

	2021 RMB'000	2020 RMB'000
Income	123,473	151,888
Expenses	(112,928)	(147,035)
Tax	(2,636)	(1,330)
Profit for the year	7,909	3,523

## 20. INVESTMENT IN AN ASSOCIATE

	2021 RMB'000	2020 RMB'000
Share of net assets	—	1,487

豐田海南出行有限公司(Toyota Mobility Services (Hainan) Corporation) is an associate of the Group and is considered to be a related party of the Group.

### (a) PARTICULARS OF THE ASSOCIATE

Associate name	Place and date of registration	Authorised registered/ paid-in / issued capital	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
Toyota Mobility Services (Hainan) Corporation	Hainan, the PRC, 2019	RMB10,000,000	30%	30%	30%	Rental of motor vehicles

The Group's shareholding in the associate is held through a wholly-owned subsidiary of the Company.

- (b) The associate is considered individually immaterial, and the aggregate financial information of the associate is as follows:

Share of the associate's assets and liabilities:

	2021 RMB'000	2020 RMB'000
Non-current assets	7,084	6,664
Current assets	710	649
Non-current liabilities	—	(4,970)
Current liabilities	(8,284)	(856)
Net assets	(490)	1,487

Share of the associate's results:

	2021 RMB'000	2020 RMB'000
Expenses	(1,978)	(1,291)
Profit for the year	(1,978)	(1,291)

## 21. INVENTORIES

Inventories in the consolidated statement of financial position represent:

	2021 RMB'000	2020 RMB'000
Motor vehicles	10,233,397	8,266,956
Spare parts and others	972,615	834,070
	<b>11,206,012</b>	9,101,026
Less: Provision for inventories	13,996	10,935
	<b>11,192,016</b>	9,090,091

As at 31 December 2021, certain of the Group's inventories with a carrying amount of approximately RMB3,079,937,000 (2020: RMB3,299,825,000) were pledged as security for the Group's bank loans and other borrowings (notes 28(a)(iii) and 28(b)).

As at 31 December 2021, certain of the Group's inventories with a carrying amount of approximately RMB1,381,072,000 (2020: RMB1,008,000,000) were pledged as security for the Group's bills payable.

## 22. TRADE RECEIVABLES

	2021 RMB'000	2020 RMB'000
Trade receivables	1,834,840	1,445,113
Impairment	(19,660)	(15,585)
	<b>1,815,180</b>	1,429,528

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

## 22. TRADE RECEIVABLES (continued)

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

	2021 RMB'000	2020 RMB'000
Within 3 months	1,729,127	1,348,423
More than 3 months but less than 1 year	79,711	75,013
Over 1 year	6,342	6,092
	<b>1,815,180</b>	1,429,528

The movements in the loss allowance for impairment of trade receivables are as follows:

	2021 RMB'000	2020 RMB'000
At beginning of year	15,585	11,680
Amount written off as uncollectible	(918)	(1,475)
Impairment losses, net (note 6)	4,993	5,380
	<b>19,660</b>	15,585

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The information about the credit risk exposure on the Group's trade receivables using a provision matrix was disclosed in note 48 to the financial statements.

**23. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS**

	2021 RMB'000	2020 RMB'000
Prepayments and deposits to suppliers	5,077,192	4,106,624
Deposits paid for acquisition of land use rights	1,402,427	888,974
Advances to certain companies to be acquired	327,787	379,377
Rebate receivables	5,394,825	5,981,702
VAT recoverable (i)	330,386	406,308
Receivables on disposal of subsidiaries	4,929	4,929
Receivables on disposal of items of property, plant and equipment	5,236	874
Receivables from original shareholders of subsidiaries acquired	186,615	109,181
Prepaid finance costs	4,788	16,918
Others	2,434,986	1,468,139
	<b>15,169,171</b>	13,363,026

Note:

- (i) The Group's sales of motor vehicles are subject to Mainland China Value Added Tax ("VAT"). Input VAT on purchases can be deducted from output VAT payable. The VAT recoverable is the net difference between output and deductible input VAT.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2021 and 2020, the loss allowance was assessed to be minimal.

**24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	Notes	2021 RMB'000	2020 RMB'000
Listed equity investments, at fair value	(i)	90,424	78,153
Financial products	(ii)	70,567	72,262
		<b>160,991</b>	150,415

- (i) The listed equity investments were classified as financial assets at fair value through profit or loss as they were held for trading.
- (ii) The financial products as at 31 December 2021 were issued by financial institutions. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

## 25. PLEDGED BANK DEPOSITS

	2021 RMB'000	2020 RMB'000
Deposits pledged with banks as collateral against credit facilities granted by the banks	797,094	1,425,880

Pledged bank deposits earn interest at interest rates stipulated by the respective financial institutions.

## 26. CASH IN TRANSIT

	2021 RMB'000	2020 RMB'000
Cash in transit	233,890	180,280

Cash in transit represents the sales proceeds settled by credit cards, which have yet to be credited to the Group by the banks.

## 27. CASH AND CASH EQUIVALENTS

	2021 RMB'000	2020 RMB'000
Cash and bank balances	10,948,140	8,204,403
Short term deposits	1,898	5,960
Cash and cash equivalents	10,950,038	8,210,363

As at 31 December 2021, the cash and bank balances and short term deposits of the Group denominated in a currency other than RMB amounted to RMB998,219,000 (2020: RMB322,514,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term time deposit rates. The bank balances and short-term deposits are deposited with creditworthy banks with no recent history of default.

## 28. BANK LOANS AND OTHER BORROWINGS

	Notes	2021			2020		
		Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>							
Bank overdrafts							
— secured	(a)	3-4	2022	157,438	—	—	—
Bank loans							
— secured	(a)	3-5	2022	1,811,411	1-5	2021	1,879,022
— unsecured		1-4	2022	8,146,124	1-5	2021	6,995,175
Other borrowings							
— secured	(b)	2-5	2022	1,708,076	1-6	2021	2,191,569
— unsecured		2-5	2022	2,218,425	1-5	2021	2,734,747
Current portion of long term bank loans							
— secured	(a)	4-5	2022	159,000	5	2021	277,000
— unsecured		2-5	2022	1,018,927	2-5	2021	965,321
Syndicated term loans							
— secured		—	—	—	2-3	2021	1,937,292
				<u>15,219,401</u>			<u>16,980,126</u>
<b>Non-current</b>							
Bank loans							
— secured	(a)	4-5	2023-2026	659,000	4-5	2022-2023	459,940
— unsecured		2-4	2023-2024	1,460,867	2-5	2022-2023	1,891,294
Other borrowings							
— unsecured		3	2026	2,848,556	—	—	—
				<u>4,968,423</u>			<u>2,351,234</u>
				<u>20,187,824</u>			<u>19,331,360</u>

**28. BANK LOANS AND OTHER BORROWINGS (continued)**

	2021 RMB'000	2020 RMB'000
<b>Analysed into:</b>		
Bank loans and overdrafts repayable:		
Within one year or on demand	<b>11,292,900</b>	10,116,518
In the second year	<b>1,457,586</b>	1,114,838
In the third year	<b>662,281</b>	1,236,396
	<b>13,412,767</b>	12,467,752
Other borrowings repayable:		
Within one year	<b>3,926,501</b>	4,926,316
In the third to fifth years	<b>2,848,556</b>	—
	<b>6,775,057</b>	4,926,316
Syndicated term loans:		
Within one year	—	1,937,292
	<b>20,187,824</b>	19,331,360

## Notes:

- (a) Certain of the Group's bank loans were secured by:
- (i) mortgages over the Group's land use rights situated in Mainland China, which had an aggregate carrying amount of approximately RMB131,422,000 (2020: RMB60,690,000) as at 31 December 2021;
  - (ii) mortgages over the Group's buildings, which had an aggregate carrying amount of approximately RMB240,666,000 (2020: RMB68,396,000) as at 31 December 2021;
  - (iii) mortgages over the Group's inventories, which had an aggregate carrying amount of approximately RMB1,371,861,000 (2020: RMB567,706,000) as at 31 December 2021; and
  - (iv) mortgages over the entire shares of certain subsidiaries of the Company.
- (b) Certain of the Group's other borrowings were secured by mortgages over the Group's inventories, which had an aggregate carrying amount of approximately RMB1,708,076,000 (2020: RMB2,732,119,000) as at 31 December 2021.
- (c) All bank loans and other borrowings were denominated in RMB, except for certain bank loans which were denominated in Hong Kong dollars, United States dollars and Japanese Yen amounting to RMB833,952,000, RMB7,515,636,000 and RMB56,306,000, respectively. (2020: loan in Hong Kong dollars amounting to RMB2,200,384,000, in United States dollars amounting to RMB2,401,209,000, and in Japanese Yen amounting to RMB65,839,000).

## 29. CONVERTIBLE BONDS

### 2023 CONVERTIBLE BONDS

On 23 May 2018, the Company issued zero coupon convertible bonds due 2023 with a nominal value of HK\$4,700,000,000 (the “2023 convertible bonds”). The bonds were convertible at the option of the bondholders into ordinary shares at any time on or after 3 July 2018 until and including 12 May 2023 at a conversion price of HK\$30.0132 per share. Any convertible bonds not converted will be redeemed on 23 May 2023 at 114.63% of their principal amount. During the period ended 31 December 2021, the Company has redeemed principal amounts of HK\$54,000,000 of the bonds. The remaining bonds with principal amounts of HK\$1,026,000,000 were converted by the bondholders into 34,184,945 shares of the Company of HK\$0.0001 each at a conversion price of HK\$30.0132 per ordinary share during the year.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders’ equity.

The 2023 convertible bonds have been split into the liability and equity components as follows:

	2021 RMB'000	2020 RMB'000
Nominal value of convertible bonds issued during year 2018	<b>3,818,374</b>	3,818,374
Equity component	<b>(114,324)</b>	(114,324)
Direct transaction costs attributable to the liability component	<b>(38,377)</b>	(38,377)
Liability component at the issuance date	<b>3,665,673</b>	3,665,673
Interest expense	<b>344,567</b>	340,473
Converted to shares of the Company	<b>(1,196,730)</b>	(285,071)
Redemption of convertible bonds	<b>(3,183,659)</b>	(3,135,457)
Exchange realignment	<b>370,149</b>	376,294
Liability component at the end of the year	—	961,912
Less: Portion classified as current liabilities	—	—
Long-term portion	—	961,912

### 2025 CONVERTIBLE BONDS

On 21 May 2020, the Company issued zero coupon convertible bonds with a nominal value of HK\$4,560,000,000 (the “2025 convertible bonds”). There was no movement in the number of these convertible bonds during the period. The bonds are convertible at the option of the bondholders into ordinary shares at any time on or after 1 June 2020 until and including 21 May 2025 at a conversion price of HK\$45.61 per share. Any convertible bonds not converted will be redeemed on 21 May 2025 at 117.49% of their principal amount. There was no conversion of the 2025 Convertible Bonds during the year.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders’ equity.

## 29. CONVERTIBLE BONDS (continued)

### 2025 CONVERTIBLE BONDS (continued)

The 2025 convertible bonds have been split into the liability and equity components as follows:

	2021 RMB'000	2020 RMB'000
Nominal value of convertible bonds issued during year 2020	4,169,664	4,169,664
Equity component	(30,760)	(30,760)
Direct transaction costs attributable to the liability component	(37,239)	(37,239)
Liability component at the issuance date	4,101,665	4,101,665
Interest expense	238,504	93,912
Exchange realignment	(442,768)	(330,266)
Liability component at the end of the year	3,897,401	3,865,311
Less: Portion classified as current liabilities	—	—
Long-term portion	3,897,401	3,865,311

## 30. TRADE AND BILLS PAYABLES

	2021 RMB'000	2020 RMB'000
Trade payables	2,394,947	1,793,518
Bills payable	3,065,049	3,186,770
Trade and bills payables	5,459,996	4,980,288

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2021 RMB'000	2020 RMB'000
Within 3 months	5,135,868	4,378,013
3 to 6 months	254,511	517,792
6 to 12 months	17,191	18,723
Over 12 months	52,426	65,760
	5,459,996	4,980,288

The trade and bills payables are non-interest-bearing and are normally settled on 90-day terms.

### 31. OTHER PAYABLES AND ACCRUALS

	Note	2021 RMB'000	2020 RMB'000
Payables for purchase of items of property, plant and equipment and land use rights		219,849	127,239
Advances and deposits from distributors		43,570	51,203
Contract liabilities	(a)	3,701,777	3,273,730
Payables for purchase of equity interests from third parties		150,389	234,420
Staff payroll and welfare payables		133,226	85,938
Others		607,252	443,094
		<b>4,856,063</b>	4,215,624

(a) Details of contract liabilities as at 31 December 2021 and 2020 are as follows:

	31 December 2021 RMB'000	31 December 2020 RMB'000
<i>Short-term advances received from customers</i>		
Sale of goods	3,701,777	3,273,730
	<b>3,701,777</b>	3,273,730

Contract liabilities include short-term advances received to deliver new automobiles. The increase in contract liabilities in 2021 was mainly due to the increase in short-term advances received from customers in relation to the sales of new automobiles at the end of the year.

### 32. OTHER LIABILITIES

Other liabilities represent a put option over non-controlling interests arising from the acquisition of Hainan Jiahua Weiye Investment Co., Ltd. and its subsidiaries, which was expired during the year ended 31 December 2021.

### 33. EMPLOYEE RETIREMENT BENEFITS

In compliance with the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), the Company has participated in an MPF scheme, which is a defined contribution scheme managed by an independent trustee, to provide retirement benefits to its Hong Kong employees. Contributions to the MPF scheme are made in accordance with the statutory limits prescribed by the MPF Ordinance.

As stipulated by the People's Republic of China (the "PRC") state regulations, the subsidiaries in Mainland China participate in a defined contribution retirement scheme. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount of the geographical area of their last employment at their retirement date. The Mainland China subsidiaries are required to make contributions to the local social security bureau at 10% to 22% (2020: 10% to 22%) of the previous year's average basic salary amount of the geographical area where the employees are under employment with the Mainland China subsidiaries.

### 33. EMPLOYEE RETIREMENT BENEFITS (continued)

The Group has no obligation for the payment of pension benefits beyond the annual contributions as set out above.

According to the relevant rules and regulations of the PRC, the Mainland China subsidiaries and their employees are each required to make contributions to an accommodation fund at 7% to 18% (2020: 7% to 18%) of the salaries and wages of the employees which is administered by the Public Accumulation Funds Administration Centre. There is no further obligation on the part of the Group, except for these contributions to the accommodation fund.

As at 31 December 2021, the Group had no significant obligations apart from the contributions as stated above.

### 34. INCOME TAX PAYABLE AND DEFERRED TAX

(a) The movements in income tax payable during the year are as follows:

	2021 RMB'000	2020 RMB'000
At the beginning of the year	1,774,032	1,476,360
Provision for current tax for the year	3,012,082	2,040,819
Income tax payable arising from acquisition of subsidiaries	104,302	1,733
Current tax paid	<b>(2,442,718)</b>	(1,744,880)
At the end of the year	<b>2,447,698</b>	1,774,032

**34. INCOME TAX PAYABLE AND DEFERRED TAX (continued)****(b) DEFERRED TAX ASSETS AND LIABILITIES RECOGNISED**

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

**DEFERRED TAX ASSETS:**

	Losses available for offsetting against future taxable profits RMB'000	Others RMB'000	Total RMB'000
At 1 January 2021	179,815	29,677	209,492
Deferred tax arising from acquisition of subsidiaries (note 38)	59,583	14,563	74,146
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(42,488)	(4,117)	(46,605)
Deferred tax arising from disposal of a subsidiary (note 39)	(549)	—	(549)
At 31 December 2021	196,361	40,123	236,484
At 1 January 2020	225,244	32,336	257,580
Unrealised gross profit from internal transactions	1,234	—	1,234
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(46,663)	(2,659)	(49,322)
At 31 December 2020	179,815	29,677	209,492

The Group has tax losses arising in Hong Kong of RMB605,757,000 (2020: RMB496,711,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses arising in Mainland China of RMB469,807,000 (2020: RMB416,911,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

**34. INCOME TAX PAYABLE AND DEFERRED TAX (continued)****(b) DEFERRED TAX ASSETS AND LIABILITIES RECOGNISED (continued)****DEFERRED TAX LIABILITIES:**

	Fair value adjustment arising from acquisition of subsidiaries RMB'000	Capitalisation of interest expenses and others RMB'000	Withholding tax RMB'000	Total RMB'000
At 1 January 2021	1,706,656	379,305	33,671	2,119,632
Deferred tax arising from acquisition of subsidiaries (note 38)	1,110,369	7,546	—	1,117,915
Deferred tax arising from disposal of a subsidiary (note 39)	(3,248)	—	—	(3,248)
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(80,226)	67,791	50,000	37,565
At 31 December 2021	2,733,551	454,642	83,671	3,271,864
At 1 January 2020	1,579,579	304,275	33,671	1,917,525
Deferred tax arising from acquisition of subsidiaries	194,268	—	—	194,268
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(67,191)	75,030	—	7,839
At 31 December 2020	1,706,656	379,305	33,671	2,119,632

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

**35. SHARE CAPITAL**

Shares	2021 HK\$'000	2020 HK\$'000
Issued and fully paid: 2,415,040,863 (2020: 2,281,860,146) ordinary shares	242	228
Equivalent to RMB'000	209	198

During the years ended 31 December 2021 and 2020, the movements in the Company's share capital were as follows:

	Number of shares in issue	Share capital RMB'000	Share premium RMB'000	Total RMB'000
1 January 2020	2,271,697,955	197	5,474,118	5,474,315
Early conversion of convertible bonds	10,162,191	1	293,334	293,335
Final 2019 dividend declared	—	—	(932,601)	(932,601)
At 31 December 2020 and 1 January 2021	2,281,860,146	198	4,834,851	4,835,049
Early conversion of convertible bonds	34,184,945	3	946,392	946,395
Repurchase and cancellation of shares	(660,500)	—	(26,829)	(26,829)
Issue of new shares	99,656,272	8	5,144,462	5,144,470
Final 2020 dividend declared	—	—	(1,113,189)	(1,113,189)
At 31 December 2021	<b>2,415,040,863</b>	<b>209</b>	<b>9,785,687</b>	<b>9,785,896</b>

**36. RESERVES****(I) DISCRETIONARY RESERVE FUND**

Pursuant to the articles of association of certain subsidiaries of the Group registered in the PRC, these subsidiaries are required to transfer part of their profits after taxation to the discretionary reserve fund. The amounts allocated to this reserve are determined by the respective boards of directors.

For the PRC subsidiaries, in accordance with the Company Law of the People's Republic of China, the discretionary reserve fund can be used to offset previous years' losses, if any, and may be converted into capital in proportion to the equity holders' existing equity holdings, provided that the balance after the conversion is not less than 25% of the registered capital.

**(II) STATUTORY RESERVE**

Pursuant to the relevant PRC rules and regulations, those PRC subsidiaries which are domestic enterprises in the PRC are required to transfer no less than 10% of their profits after taxation, as determined under PRC accounting regulations, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before the distribution of a dividend to shareholders.

## 36. RESERVES (continued)

### (III) EXCHANGE FLUCTUATION RESERVE

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies outside Mainland China. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

### (IV) MERGER RESERVE

The merger reserve of the Group represents the capital contributions from the equity holders of the Company.

### (V) OTHER RESERVE

The other reserve of the Group represents the excess of the carrying amount of the non-controlling interests acquired over the consideration.

## 37. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the employee, management member or director of the Company, or any of the Company's subsidiaries and third-party service providers. The Scheme was conditionally approved by a resolution of the shareholders on 9 February 2010 and adopted by a resolution of the Board on the same day. Unless otherwise terminated, the Scheme will remain in force for 10 years from the date on which it becomes unconditional.

The maximum number of shares in respect of which options may be granted under the Scheme shall not in aggregate exceed 10% of the shares in issue as at the date of approval of the Scheme. No option may be granted to any one person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to that person in any twelve-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time, unless the approval of the Company's shareholders is obtained.

Share options granted to a connected person are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, if the shares issued and to be issued upon exercise of all options granted and proposed to be granted to him are in excess of 0.1% of the shares of the Company then in issue or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within the twelve-month period up to and including the proposed date of such grant, are subject to shareholders' approval in advance in a general meeting.

The last day for accepting an option and the Company to receive the nominal consideration of HK\$1 for the option shall be determined by the Board and shall be set out on the offer letter for granting such option. The period during which a granted option may be exercised in accordance with the terms of the Scheme shall be the period of time to be notified by the Board to each grantee, which the Board may in its absolute discretion determine, save that such period shall not be more than ten years commencing on the offer date.

The amount payable for each share to be subscribed for under an option upon exercise shall be determined by the Board and notified to a proposed beneficiary at the time of offer of the option and shall be not less than the higher of: (a) the closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (c) the nominal value of the shares.

**37. SHARE OPTION SCHEME (continued)**

The share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

	2021		2020	
	Weighted average exercise price HK\$ per share	Number of options '000	Weighted average exercise price HK\$ per share	Number of options '000
At 1 January	22.60	11,000	22.60	11,000
At 31 December	22.60	11,000	22.60	11,000

The exercise prices and exercise periods of the share options outstanding as at the end of 2021 and 2020 are as follows:

Number of options '000	Exercise price HK\$ per share	Exercise period
11,000	22.60	26 April 2019 to 25 April 2028 (both dates inclusive)

The fair value of the share options granted was HK\$58,135,000 (HK\$5.29 each). No share option expense is recognised during the year ended 31 December 2021.

The fair value of these share options granted determined using the Binomial Option Pricing Model. The significant inputs into the model were the exercise price of HK\$22.60 at the grant date, volatility of 33.94%, dividend yield of 3.00% and an annual risk-free interest rate of 2.22%.

The validity period of the options is 10 years. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The expected dividend yield is based on historical dividend payment record of the Company.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 11,000,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 11,000,000 additional ordinary shares of the Company and additional share capital of HK\$1,100 (before issue expenses).

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits.

### 38. BUSINESS COMBINATION

- (a) As part of the Group's plan to expand its motor vehicle sales and service business in Mainland China, the Group acquired the equity interests in the following companies, which are engaged in the motor vehicle sales and service business in Mainland China, from certain third party on 8 October 2021 at a total consideration of RMB8,369,832,000. The purchase consideration for the acquisition was in the form of cash and shares, with USD900,000,000 (equivalent to RMB5,814,360,000) paid in cash and 52,403,272 shares issued (equivalent to RMB2,646,048,000) by the end of the year of 2021. Given to the final consideration is less than the amount prepaid, the certain third party will pay to the Group an amount in cash equal to equal to USD14,020,000 (equivalent to RMB90,575,000).

Company name	Acquired equity interests %
仁孚 (中國) 有限公司 (Zung Fu (China) Ltd (HK Co))	100%
仁孚汽車 (中國) 有限公司 (Zung Fu Motors (China) Limited)	100%
深圳市仁孚特力汽車服務有限公司 (Shenzhen Zung Fu Tellus Vehicle Service Co., Ltd.)	65%
湖南仁孚汽車銷售服務有限公司 (Hunan Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
佛山怡和仁孚汽車服務有限公司 (Foshan Yihe Zung Fu Vehicle Service Co., Ltd.)	100%
廣州仁孚汽車銷售服務有限公司 (Guangzhou Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
佛山市順德區怡孚汽車銷售服務有限公司 (Foshan Shunde Yifu Vehicle Sales and Service Co., Ltd.)	100%
成都仁孚南星汽車服務有限公司 (Chengdu Zung Fu Nanxing Vehicle Service Co., Ltd.)	100%
惠州仁孚汽車服務有限公司 (Huizhou Zung Fu Vehicle Service Co., Ltd.)	100%
重慶仁孚汽車銷售服務有限公司 (Chongqing Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
成都怡星仁孚汽車服務有限公司 (Chengdu Yixing Zung Fu Vehicle Service Co., Ltd.)	100%
自貢仁孚汽車服務有限公司 (Zigong Zung Fu Vehicle Service Co., Ltd.)	100%
宜賓仁孚汽車服務有限公司 (Yibin Zung Fu Vehicle Service Co., Ltd.)	100%
達州仁孚汽車服務有限公司 (Dazhou Zung Fu Vehicle Service Co., Ltd.)	100%
常德仁孚汽車服務有限公司 (Changde Zung Fu Vehicle Service Co., Ltd.)	100%

**38. BUSINESS COMBINATION (continued)**

(a) (continued)

Company name	Acquired equity interests %
重慶仁星汽車服務有限公司 (Chongqing Ren Xing Vehicle Service Co., Ltd.)	100%
東莞市仁孚汽車服務有限公司 (Dongguan Zung Fu Vehicle Service Co., Ltd.)	100%
珠海仁孚南星汽車銷售服務有限公司 (Zhuhai Zung Fu Nanxing Vehicle Sales and Service Co., Ltd.)	100%
長沙仁孚汽車銷售服務有限公司 (Changsha Zung Fu Vehicle Sales & Service Co., Ltd.)	100%
仁懷仁孚汽車銷售服務有限公司 (Renhuai Zungfu Vehicle Sales & Service Co., Ltd.)	100%
成都仁孚東星汽車銷售服務有限公司 (Chengdu Zungfu Dong Xing Vehicle Sales & Service Co., Ltd.)	100%
佛山仁孚怡星汽車銷售服務有限公司 (Foshan Zung Fu Yixing Vehicle Sales and Service Co., Ltd.)	100%
惠州仁孚怡星汽車銷售服務有限公司 (Huizhou Zung Fu Yixing Vehicle Sales and Service Co., Ltd.)	100%
嶽陽仁孚汽車銷售服務有限公司 (Yunyang Zungfu Vehicle Sales & Service Co., Ltd.)	100%
涼山仁孚汽車銷售服務有限公司 (Liangshan Zungfu Vehicle Sales & Service Co., Ltd.)	100%
成都仁孚彭星汽車銷售服務有限公司 (Chengdu Zungfu Peng Xing Vehicle Sales & Service Co., Ltd.)	100%
成都易馳行汽車銷售有限公司 (Chengdu Yi Chi Hang Vehicle Sales Co., Ltd.)	100%
廣州市卓彙汽車用品銷售有限公司 (GZ Zhuo Hui Car Accessories Co., Ltd.)	100%
深圳市仁孚潤滑油銷售有限公司 (SZ Zung Fu Lubricants Trading Co., Ltd.)	100%
鵬星行汽車服務(深圳)有限公司 (Shenzhen Star Vehicle Service (Shenzhen) Co., Ltd.)	100%
廣東仁孚怡邦汽車銷售服務有限公司 (Guangdong Zung Fu Yibang Vehicle Sales and Service Co., Ltd.)	100%
江門仁孚汽車銷售服務有限公司 (Jiangmen Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
中山仁孚汽車銷售服務有限公司 (Zhongshan Zung Fu Vehicle Sales and Service Co., Ltd.)	100%

**38. BUSINESS COMBINATION (continued)**

(a) (continued)

Company name	Acquired equity interests %
珠海仁孚汽車銷售服務有限公司 (Zhuhai Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
成都仁孚汽車銷售服務有限公司 (Chengdu Zung Fu Vehicle Sales and Service Co., Ltd.)	100%
東莞仁孚華星汽車服務有限公司 (Dongguan Zung Fu Huaxing Vehicle Service Co., Ltd.)	100%

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

	Notes	Recognised fair values on acquisition date RMB'000
Property, plant and equipment	13	1,364,035
Land use rights		560,872
Intangible assets	17	3,598,713
Deferred income tax assets	34(b)	74,146
Right-of-use assets	15(a)	585,085
Inventories		992,609
Trade receivables		687,323
Prepayments, other receivables and other assets		449,643
Cash and cash equivalents		745,610
Trade and bills payables		(844,877)
Other payables and accruals		(984,796)
Current income tax liabilities		(101,331)
Deferred income tax liability		(1,003,034)
Lease liabilities	15(b)	(585,085)
<b>Total identifiable net assets at fair value</b>		<b>5,538,913</b>
<b>Non-controlling interests arising from a business combination</b>		<b>77,522</b>
<b>Goodwill on acquisition</b>		<b>2,908,442</b>
<b>Total purchase consideration</b>		<b>8,369,833</b>

The assessments of the fair values of the identifiable assets and liabilities of the above entities are still undergoing and the information of the fair values of the identifiable assets and liabilities is provisional. The finalised information will be disclosed in the consolidated financial statements of the Group for the year ended 31 December 2022.

**38. BUSINESS COMBINATION (continued)****(a)** (continued)

The goodwill recognised is primarily attributed to the expected business synergies arising from the acquisition, which is not separately recognised. The goodwill is not deductible for income tax purposes.

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB687,323,000 and RMB449,643,000, respectively, which are equal to the gross contractual amounts.

An analysis of the cash flows in respect of the acquisition of the subsidiary is as follows:

	RMB'000
Cash consideration paid	(5,814,360)
Cash and cash equivalents	745,610
Net cash outflow	(5,068,750)

Since the acquisition, the acquired business contributed RMB4,791,489,000 to the Group's revenue and RMB298,468,000 to the consolidated profit for the year ended 31 December 2021.

- (b)** As part of the Group's plan to expand its motor vehicle sales and service business in Mainland China, the Group acquired 100% of the equity interests in several individually immaterial dealerships which are engaged in the motor vehicle sales and service business in Mainland China, from certain third parties on 1 January 2021, 30 June 2021 and 1 July 2021 at a total consideration of RMB921,838,000. The purchase consideration for the acquisition was in the form of cash, with RMB902,838,000 paid by the end of the year of 2021.

Company name	Acquired equity interests%
寧波悅豐汽車銷售服務有限公司 (Ningbo Zhongsheng Lexus Automobile Services Co., Ltd)	100%
重慶中升汽車銷售服務有限公司 (Chongqing Zhongsheng Automobile Sales & Service Co., Ltd.)	100%
揚州海星汽車銷售服務有限公司 (Yangzhou Haixing Zhongsheng Automobile Sales & Service Co., Ltd.)	100%
蕪湖利如企業諮詢管理有限公司 (Wuhu Liru Enterprise Management Consulting Co., Ltd.)	100%
深圳中升睿之星汽車銷售服務有限公司 (Shenzhen Zhongsheng Ruixing Automobile Sales & Service Co., Ltd.)	100%
北京和源欣豐汽車銷售有限公司 (Beijing Heyuan Xinfeng Automobile Sales Co., Ltd.)	100%
泰州中升之星汽車銷售服務有限公司 (Taizhou Zhongshengzhixing Automobile Sales Service Co., Ltd.)	100%
上海潤信汽車銷售服務有限公司 (Shanghai Runxin Automobile Sales & Service Co., Ltd.)	100%

**38. BUSINESS COMBINATION (continued)**

(b) (continued)

Company name	Acquired equity interests%
上海中升仕豪汽車銷售服務有限公司 (Shanghai Zhongsheng Shihao Automobile Sales & Service Co., Ltd.)	100%
合肥中升仕豪汽車銷售服務有限公司 (Hefei Zhongsheng Shihao Automobile Sales & Service Co., Ltd.)	100%

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

	Notes	Recognised fair values on acquisition date RMB'000
Property, plant and equipment	13	149,052
Land use rights		28,104
Intangible assets	17	445,546
Right-of-use assets	15(a)	142,157
Inventories		177,035
Trade receivables		20,770
Prepayments, other receivables and other assets		253,005
Cash in transit		5,715
Cash and cash equivalents		43,535
Trade and bills payables		(21,628)
Other payables and accruals		(367,088)
Bank loans and other borrowings		(120,229)
Current income tax liabilities		(2,971)
Deferred tax liabilities	34(b)	(114,881)
Lease liabilities	15(b)	(142,157)
<b>Total identifiable net assets at fair value</b>		<b>495,965</b>
<b>Goodwill on acquisition</b>		<b>425,873</b>
<b>Total purchase consideration</b>		<b>921,838</b>

The goodwill recognised is primarily attributed to the expected business synergies arising from the acquisition, which is not separately recognised. The goodwill is not deductible for income tax purposes.

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB20,770,000 and RMB253,005,000 respectively, which are equal to the gross contractual amounts.

**38. BUSINESS COMBINATION (continued)**

(b) (continued)

An analysis of the cash flows in respect of the acquisition of these subsidiaries is as follows:

	RMB'000
Cash consideration paid	(902,838)
Cash and cash equivalents acquired	43,535
<b>Net cash outflow</b>	<b>(859,303)</b>

Since the acquisition, the acquired business contributed RMB1,969,444,000 to the Group's revenue and RMB55,272,000 to the consolidated profit for the year ended 31 December 2021.

Had the combinations including in note 38(a) and (b) taken place at the beginning of the year, the revenue and profit of the Group for the year would have been RMB190,724,671,000 and RMB11,627,836,000, respectively.

**39. DISPOSAL OF A SUBSIDIARY**

	Note	2021 RMB'000
Net assets disposed of:		
Property, plant and equipment	13	28,948
Right-of-use assets	15(a)	6,443
Intangible assets	17	12,992
Cash and bank balances		2,159
Trade receivables		2,075
Prepayments, other receivables and other assets		22,313
Inventories		15,973
Deferred tax assets	34(b)	549
Trade payables		(396)
Other payables and accruals		(53,465)
Bank loans		(18,952)
Deferred tax liabilities	34(b)	(3,248)
Lease liabilities	15(b)	(6,640)
		<b>8,751</b>
Goodwill	18	9,947
Gain on disposal of a subsidiary	5	928
		<b>19,626</b>
Satisfied by:		
Cash		19,626

### 39. DISPOSAL OF A SUBSIDIARY (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2021 RMB'000
Cash consideration	19,626
Cash and bank balances disposed of	(2,159)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	17,467

### 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) MAJOR NON-CASH TRANSACTIONS

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB315,324,000 and RMB315,324,000, respectively, in respect of lease arrangements for land and buildings (2020: RMB570,664,000 and RMB570,664,000).

#### (b) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

2021

	Bank loans and other borrowings RMB'000	Bills payable RMB'000	Lease liabilities RMB'000	Convertible bonds RMB'000	Dividends payable RMB'000
At 1 January 2021	19,331,360	3,186,770	4,124,759	4,827,223	9
Changes from financing cash flows	1,116,177	(121,721)	(719,890)	(48,573)	(1,215,119)
Exchange realignment	(360,990)	—	—	(107,861)	—
New leases	—	—	315,324	—	—
Increase arising from acquisition of subsidiaries	120,229	—	727,242	—	—
Decrease arising from disposal of a subsidiary	(18,952)	—	(6,640)	—	—
Early conversion of convertible bonds	—	—	—	(921,696)	—
Redemption of convertible bonds	—	—	—	(378)	—
Lease termination	—	—	(71,971)	—	—
Interest expense	—	—	276,145	148,686	—
Dividend declared	—	—	—	—	1,215,110
At 31 December 2021	20,187,824	3,065,049	4,644,969	3,897,401	—

**40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)****(b) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)****2020**

	Bank loans and other borrowings RMB'000	Bills payable RMB'000	Lease liabilities RMB'000	Convertible bonds RMB'000	Dividends payable RMB'000
At 1 January 2020	21,014,052	3,215,711	3,801,625	4,293,929	9
Changes from financing cash flows	(1,564,462)	(28,941)	(601,109)	956,190	(990,557)
Exchange realignment	(220,343)	—	—	(326,019)	—
New leases	—	—	570,664	—	—
Increase arising from acquisition of subsidiaries	102,113	—	98,286	—	—
Interest expense	—	—	255,293	188,195	—
Early conversion of convertible bonds	—	—	—	(285,072)	—
Final 2019 dividend declared	—	—	—	—	932,601
Dividends declared	—	—	—	—	57,956
At 31 December 2020	19,331,360	3,186,770	4,124,759	4,827,223	9

**(c) TOTAL CASH OUTFLOW FOR LEASES**

The total cash outflow for leases included in the statement of cash flows is as follows:

	2021 RMB'000
Within operating activities	68,739
Within financing activities	728,001
	796,740

## 41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2021

### FINANCIAL ASSETS

	Financial assets at fair value through profit or loss		Total RMB'000
	Mandatorily designated as such RMB'000	Financial assets at amortised cost RMB'000	
Financial assets at fair value through profit or loss	160,991	—	160,991
Trade receivables	—	1,815,180	1,815,180
Financial assets included in prepayments, other receivables and other assets	—	8,354,378	8,354,378
Amounts due from related parties	—	28,558	28,558
Pledged bank deposits	—	797,094	797,094
Cash in transit	—	233,890	233,890
Cash and cash equivalents	—	10,950,038	10,950,038
	160,991	22,179,138	22,340,129

### FINANCIAL LIABILITIES

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	5,459,996
Financial liabilities included in other payables and accruals	1,110,716
Amounts due to related parties	1,748
Bank loans and other borrowings	20,187,824
Lease liabilities	4,644,969
Convertible bonds	3,897,401
	35,302,654

**41. FINANCIAL INSTRUMENTS BY CATEGORY (continued)****2020****FINANCIAL ASSETS**

	Financial assets at fair value through profit or loss	Financial assets at amortised cost RMB'000	Total RMB'000
	Mandatorily designated as such RMB'000		
Financial assets at fair value through profit or loss	150,415	—	150,415
Trade receivables	—	1,429,528	1,429,528
Financial assets included in prepayments, other receivables and other assets	—	7,944,202	7,944,202
Amounts due from related parties	—	1,168	1,168
Pledged bank deposits	—	1,425,880	1,425,880
Cash in transit	—	180,280	180,280
Cash and cash equivalents	—	8,210,363	8,210,363
	150,415	19,191,421	19,341,836

**FINANCIAL LIABILITIES**

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	4,980,288
Financial liabilities included in other payables and accruals	890,691
Amounts due to related parties	1,345
Bank loans and other borrowings	19,331,360
Lease liabilities	4,124,759
Convertible bonds	4,827,223
Other liabilities	245,000
	34,400,666

## 42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### GROUP

	Carrying amounts		Fair values	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Financial assets at fair value through profit or loss	160,991	150,415	160,991	150,415

### FAIR VALUE HIERARCHY

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### ASSETS MEASURED AT FAIR VALUE:

As at 31 December 2021

	Notes	Fair value measurement using			Total RMB'000
		Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss:					
Listed equity investments, at fair value	(i)	90,424	—	—	90,424
Financial products	(i)	70,567	—	—	70,567
		160,991	—	—	160,991

## 42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### FAIR VALUE HIERARCHY (continued)

#### ASSETS MEASURED AT FAIR VALUE: (continued)

As at 31 December 2020

	Notes	Fair value measurement using			Total RMB'000
		Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss:					
Listed equity investments, at fair value	(i)	78,153	—	—	78,153
Financial products	(i)	72,262	—	—	72,262
		150,415	—	—	150,415

#### LIABILITIES MEASURED AT FAIR VALUE:

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 and 2020, respectively.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).

Notes:

- (i) The fair values of listed equity investments and the financial products issued by financial institutions are based on quoted market prices.

The movement during the year in the balance of these Level 3 fair value measurements was as follows:

	2021 RMB'000	2020 RMB'000
Other investments at 1 January	—	840,000
Purchase	—	—
Disposal	—	(840,000)
At 31 December	—	—

## 43. CONTINGENT LIABILITIES

As at 31 December 2021, the Group had no significant contingent liabilities.

## 44. COMMITMENTS

### (a) CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2021 RMB'000	2020 RMB'000
Contracted, but not provided for:		
Buildings	170,329	103,613
Contracted, but not provided for:		
Potential acquisitions	58,240	283,924
	<b>228,569</b>	387,537

## 45. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans and other borrowings, which are secured by the assets of the Group, are included in note 13, note 14, note 21 and note 25 to the consolidated financial statements.

## 46. RELATED PARTY TRANSACTIONS AND BALANCES

Mr. Li Guoqiang and Mr. Huang Yi are collectively the Controlling Shareholders of the Group. They are also considered to be related parties of the Group.

### (a) TRANSACTIONS WITH RELATED PARTIES

The following transactions were carried out with related parties during the year:

	2021 RMB'000	2020 RMB'000
(i) Sales of goods to a joint venture:		
— Xiamen Zhongsheng	7,544	7,944
(ii) Purchases of goods or services from joint ventures:		
— Xiamen Zhongsheng	8,204	6,476
— TAC	6,551	4,093
	<b>14,755</b>	10,569

The terms of sales and purchases were mutually agreed between the parties with reference to the ordinary course of business.

## 46. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

### (b) BALANCES WITH RELATED PARTIES

The Group had the following significant balances with its related parties during the year:

	2021 RMB'000	2020 RMB'000
(i) Due from a related party:		
Trade related		
Joint venture		
– Xiamen Zhongsheng	440	1,168
	<b>440</b>	1,168
(ii) Due from a related party:		
Trade related		
Associate		
– Toyota Mobility Services (Hainan) Corporation	28,118	–
	<b>28,118</b>	–
(iii) Due to related parties:		
Trade related		
Joint ventures		
– Zhongsheng Tacti	80	80
– Xiamen Zhongsheng	–	63
– TAC	1,668	1,202
	<b>1,748</b>	1,345

### (c) Compensation of key management personnel of the Group:

	2021 RMB'000	2020 RMB'000
Short term employee benefits	155,664	105,763
Post-employee benefits	303	178
Total compensation paid to key management personnel	<b>155,967</b>	105,941

Further details of directors' and the chief executive officer's emoluments are included in note 9 to the financial statements.

The above related party transactions do not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

## 47. SUBSIDIARIES

The following is a list of the Group's principal subsidiaries, all of which are unlisted, at 31 December 2021:

Company name	Place and date of incorporation/operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
中升(大連)集團有限公司* (Zhongsheng (Dalian) Group Co., Ltd.)	Dalian, the PRC 1998	Registered and paid-in capital of RMB1,900,000,000	—	100%	Investment holding
大連中升匯迪汽車銷售服務有限公司** (Dalian Zhongsheng Huidi Automobile Sales & Service Co., Ltd.)	Dalian, the PRC 1999	Registered and paid-in capital of RMB16,550,000	—	100%	Sale and service of motor vehicles
昆明中升汽車銷售服務有限公司** (Kunming Zhongsheng Automobile Sales & Service Co., Ltd.)	Kunming, the PRC 2005	Registered and paid-in capital of RMB12,000,000	—	100%	Sale and service of motor vehicles
昆明中升豐田汽車銷售服務有限公司** (Kunming Zhongsheng Toyota Automobile Sales & Service Co., Ltd.)	Kunming, the PRC 2002	Registered and paid-in capital of RMB5,000,000	—	100%	Sale and service of motor vehicles
大連中升之星汽車銷售服務有限公司** (Dalian Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Dalian, the PRC 2005	Registered and paid-in capital of RMB90,000,000	—	100%	Sale and service of motor vehicles
廣州中升凌志汽車銷售服務有限公司** (Guangzhou Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Guangzhou, the PRC 2002	Registered and paid-in capital of USD10,000,000	—	100%	Sale and service of motor vehicles
大連中升凌志汽車銷售服務有限公司** (Dalian Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Dalian, the PRC 2004	Registered and paid-in capital of USD17,500,000	—	100%	Sale and service of motor vehicles
雲南中升雷克薩斯汽車銷售服務有限公司** (Yunnan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Kunming, the PRC 2006	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
Zhongsheng Holdings Co., Ltd.	Hong Kong 1996	Registered and paid-in capital of HK\$32,000,000	—	100%	Investment holding
HOKURYO (Hong Kong) Co., Ltd.	Hong Kong 1997	Registered and paid-in capital of HK\$10,000	—	100%	Investment holding
東莞中升雷克薩斯汽車銷售服務有限公司* (Dongguan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Dongguan, the PRC 2008	Registered and paid-in capital of USD10,000,000	—	100%	Sale and service of motor vehicles
Super Charm Limited	Hong Kong 2007	Registered and paid-in capital of HK\$1	—	100%	Investment holding
Billion Great Co., Ltd.	Hong Kong 2007	Registered and paid-in capital of HK\$1	—	100%	Investment holding
Olympia Well Ltd.	Hong Kong 2007	Registered and paid-in capital of HK\$1	—	100%	Investment holding
佛山中升之星汽車銷售服務有限公司** (Foshan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Foshan, the PRC 2009	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
南京中升之星汽車銷售服務有限公司** (Nanjing Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Nanjing, the PRC 2009	Registered and paid-in capital of RMB140,000,000	—	100%	Sale and service of motor vehicles
常熟中升之星汽車銷售服務有限公司** (Changshu Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Changshu, the PRC 2008	Registered and paid-in capital of RMB80,000,000	—	100%	Sale and service of motor vehicles
瀋陽中升豐田汽車銷售服務有限公司* (Shenyang Zhongsheng Toyota Automobile Sales & Service Co., Ltd.)	Shenyang, the PRC 2009	Registered and paid-in capital of USD6,000,000	—	100%	Sale and service of motor vehicles
遼寧中升捷通汽車銷售服務有限公司** (Liaoning Zhongsheng Jietong Automobile Sales & Service Co., Ltd.)	Shenyang, the PRC 2007	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
無錫中升之星汽車銷售服務有限公司** (Wuxi Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Wuxi, the PRC 2009	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
Noble Villa Investments Ltd.	BVI 2008	Registered and paid-in capital of USD1	100%	—	Investment holding

## Notes to Financial Statements (continued)

31 December 2021

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
中升(中國)企業管理有限公司*	Beijing, the PRC	Registered and paid-in capital of USD40,000,000	—	100%	Investment holding
(Zhongsheng (China) Business Management Co., Ltd.)	2009				
成都中升之星汽車銷售服務有限公司**	Chengdu, the PRC	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
(Chengdu Zhongsheng Star Automobile Sales & Service Co., Ltd.)	2010				
重慶中升雷克薩斯汽車銷售服務有限公司**	Chongqing, the PRC	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
(Chongqing Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	2010				
上海中升之星汽車銷售服務有限公司**	Shanghai, the PRC	Registered and paid-in capital of RMB200,000,000	—	100%	Sale and service of motor vehicles
(Shanghai Zhongsheng Star Automobile Sales & Service Co., Ltd.)	2010				
南京中升恒岳汽車銷售服務有限公司**	Nanjing, the PRC	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
(Nanjing Zhongsheng Hengyue Automobile Sales & Service Co., Ltd.)	2010				
無錫中升雷克薩斯汽車銷售服務有限公司**	Wuxi, the PRC	Registered and paid-in capital of RMB80,000,000	—	100%	Sale and service of motor vehicles
(Wuxi Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	2012				
太倉中升之星汽車銷售服務有限公司**	Wuxi, the PRC	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
(Taicang Zhongsheng Star Automobile Sales & Service Co., Ltd.)	2011				
東莞中升之星汽車銷售服務有限公司**	Dongguan, the PRC	Registered and paid-in capital of RMB60,000,000	—	100%	Sale and service of motor vehicles
(Dongguan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	2008				
成都中升仕豪汽車銷售服務有限公司**	Chengdu, the PRC	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
(Chengdu Zhongsheng Shihao Automobile Sales & Service Co., Ltd.)	2012				
樂清中升星輝汽車銷售服務有限公司**	Yueqing, the PRC	Registered and paid-in capital of RMB80,000,000	—	100%	Sale and service of motor vehicles
(Yueqing Zhongsheng Xinghui Automobile Sales & Service Co., Ltd.)	2011				
深圳中升星輝汽車銷售服務有限公司**	Shenzhen, the PRC	Registered and paid-in capital of RMB80,000,000	—	100%	Sale and service of motor vehicles
(Shenzhen Zhongsheng Xinghui Automobile Sales & Service Co., Ltd.)	2013				
中升(天津)保險銷售有限公司**	Tianjin, the PRC	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of automobile insurance
(Zhongsheng (Tian Jin) Insurance Sales Co., Ltd.)	2013				
上海中升雷克薩斯汽車銷售服務有限公司**	Shanghai, the PRC	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
(Shanghai Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	2013				
無錫中升星輝汽車銷售服務有限公司**	Wuxi, the PRC	Registered and paid-in capital of RMB60,000,000	—	100%	Sale and service of motor vehicles
(Wuxi Zhongsheng Xinghui Automobile Sales & Service Co., Ltd.)	2012				
武漢中升聚星汽車銷售服務有限公司**	Wuhan, the PRC	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
(Wuhan Zhongsheng Juxing Automobile Sales & Service Co., Ltd.)	2014				
合肥中升匯迪汽車銷售服務有限公司**	Hefei, the PRC	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
(Hefei Zhongsheng Huidi Automobile Sales & Service Co., Ltd.)	2012				
鄭州中升匯迪汽車銷售服務有限公司**	Zhengzhou, the PRC	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
(Zhengzhou Zhongsheng Huidi Automobile Sales & Service Co., Ltd.)	2010				

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
濟南中升仕豪汽車銷售服務有限公司** (Jinan Zhongsheng Shihao Automobile Sales & Service Co., Ltd.)	Jinan, the PRC 2001	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
青島中升杰豪汽車銷售服務有限公司** (Qingdao Zhongsheng Jiehao Automobile Sales & Service Co., Ltd.)	Qingdao, the PRC 2009	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
深圳觀瀾中升雷克薩斯汽車銷售服務有限公司** (Shenzhen Guanlan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2014	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
北京中升之星汽車銷售服務有限公司** (Beijing Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Beijing, the PRC 2007	Registered and paid-in capital of RMB50,000,000	—	75%	Sale and service of motor vehicles
杭州中升星宏汽車服務有限公司** (Zhejiang Zhongsheng Xinghong Automobile Service Co., Ltd.)	Hangzhou, the PRC 2006	Registered and paid-in capital of USD20,067,700	—	100%	Sale and service of motor vehicles
黑龍江中升之星汽車銷售服務有限公司** (Heilongjiang Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Harbin, the PRC 2014	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
雲南中升遠安昆星汽車銷售服務有限公司* (Yunnan Zhongsheng Yuanan Kunxing Automobile Sales & Service Co., Ltd.)	Kunming, the PRC 2004	Registered and paid-in capital of USD8,000,000	—	100%	Sale and service of motor vehicles
上海中升奉星汽車銷售服務有限公司** (Shanghai Zhongsheng Fengxing Automobile Sales & Service Co., Ltd.)	Shanghai, the PRC 2014	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
雲南中升之星汽車銷售服務有限公司** (Yunnan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Kunming, the PRC 2016	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
深圳中升之星汽車銷售服務有限公司** (Shenzhen Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2016	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
上海中升星宏汽車銷售服務有限公司** (Shanghai Zhongsheng Xinghong Automobile Sales & Service Co., Ltd.)	Shanghai, the PRC 2015	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
蘇州海星汽車銷售服務有限公司** (Suzhou Haixing Automobile Sales & Services Co., Ltd.)	Suzhou, the PRC 2005	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
蘇州海星高新汽車銷售服務有限公司** (Suzhou Haixing Gaoxin Automobile Sales & Services Co., Ltd.)	Suzhou, the PRC 2012	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
張家港海星汽車銷售服務有限公司** (Zhangjiagang Haixing Automobile Sales & Services Co., Ltd.)	Zhangjiagang, the PRC, 2010	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
長沙中升之寶汽車銷售服務有限公司** (Changsha Zhongsheng Zhibao Automobile Sales & Services Co., Ltd.)	Changsha, the PRC, 2017	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
長春中升之星汽車銷售服務有限公司** (Changchun Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Changchun, the PRC, 2012	Registered and paid-in capital of RMB70,000,000	—	100%	Sale and service of motor vehicles

## Notes to Financial Statements (continued)

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## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
西安中升之寶汽車銷售服務有限公司** (Xi'an Zhongsheng Zhibao Automobile Sales & Services Co., Ltd.)	Xian, the PRC, 2009	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
西安中升匯寶汽車銷售服務有限公司** (Xi'an Zhongsheng Huibao Automobile Sales & Services Co., Ltd.)	Xian, the PRC, 2013	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
深圳中升匯寶汽車銷售服務有限公司** (Shenzhen Zhongsheng Huibao Automobile Sales & Services Co., Ltd.)	Shenzhen, the PRC, 2010	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
重慶市寶馴汽車銷售服務有限公司** (Chongqing Baoxun Automobile Sales & Services Co., Ltd.)	Chongqing, the PRC 2010	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
杭州中升旗汽車銷售服務有限公司** (Hangzhou Zhongsheng Xingqi Automobile Sales & Services Co., Ltd.)	Hangzhou, the PRC 2017	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
上海中升沃茂汽車銷售服務有限公司** (Shanghai Zhongsheng Womao Automobile Sales & Services Co., Ltd.)	Shanghai, the PRC 2005	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
天津中升汽車用品有限公司** (Tianjin Zhongsheng Automobile Accessories Co., Ltd.)	Tianjin, the PRC 2018	Registered and paid-in capital of RMB100,000,000	—	100%	Sale of automobile accessories
天津中升匯迪汽車銷售有限公司** (Tianjing Zhongsheng Huidi Automobile Sales Co., Ltd.)	Tianjin, the PRC 2007	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
成都中升匯迪汽車銷售服務有限公司** (Chengdu Zhongsheng Huidi Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2010	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
杭州中升之星汽車銷售服務有限公司** (Hangzhou Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Hangzhou, the PRC 2010	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
浙江中升裕迪汽車銷售服務有限公司** (Zhejiang Zhongsheng Yudi Automobile Sales & Service Co., Ltd.)	Hangzhou, the PRC 2010	Registered and paid-in capital of USD10,000,000	—	100%	Sale and service of motor vehicles
深圳中升雷克薩斯汽車有限公司** (Shenzhen Zhongsheng Lexus Automobile Co., Ltd.)	Shenzhen, the PRC 2003	Registered and paid-in capital of HK\$30,000,000	—	100%	Sale and service of motor vehicles
寧波中升雷克薩斯汽車服務有限公司** (Ningbo Zhongsheng Lexus Automobile Services Co., Ltd.)	Ningbo, the PRC 2006	Registered and paid-in capital of USD10,000,000	—	100%	Sale and service of motor vehicles
海口中升捷豐汽車銷售服務有限公司** (Haikou Zhongsheng Jiefeng Automobile Sales & Service Co., Ltd.)	Haikou, the PRC 2005	Registered and paid-in capital of RMB12,000,000	—	65%	Sale and service of motor vehicles
海口中升宏達汽車銷售服務有限公司** (Haikou Zhongsheng Hongda Automobile Sales & Service Co., Ltd.)	Haikou, the PRC 2000	Registered and paid-in capital of RMB10,000,000	—	65%	Sale and service of motor vehicles
海南中升之星汽車銷售服務有限公司** (Hainan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Haikou, the PRC 2013	Registered and paid-in capital of RMB25,000,000	—	65%	Sale and service of motor vehicles
Loong Wah Motors Ltd.	Hong Kong 1978	Registered and paid-in capital of HK\$10,000,000	—	100%	Investment holding

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
大連中升之寶汽車銷售服務有限公司** (Dalian Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Dalian, the PRC 2008	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
南京中升之寶汽車銷售服務有限公司** (Nanjing Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Nanjing, the PRC 2008	Registered and paid-in capital of RMB80,000,000	—	100%	Sale and service of motor vehicles
合肥中升之寶汽車銷售服務有限公司** (Hefei Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Hefei, the PRC 2009	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
福建中升之寶汽車銷售服務有限公司** (Fujian Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Fuzhou, the PRC 2010	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
蘇州中升雷克萨斯汽車銷售服務有限公司** (Suzhou Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Suzhou, the PRC 2008	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
溫州濱海中升雷克萨斯汽車銷售服務有限公司** (Wenzhou Binhai Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Wenzhou, the PRC 2006	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
天津中升沃沃汽車銷售服務有限公司** (Tianjin Zhongsheng Womao Automobile Sales & Service Co., Ltd.)	Tianjin, the PRC 2010	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
上海中升沃沃汽車銷售服務有限公司** (Shanghai Zhongsheng Wohao Automobile Sales & Service Co., Ltd.)	Shanghai, the PRC 2010	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
蘇州中升沃沃汽車銷售服務有限公司** (Suzhou Zhongsheng Womao Automobile Sales & Service Co., Ltd.)	Suzhou, the PRC 2009	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
寧波廣達汽車銷售服務有限公司** (Ningbo Guangda Automobile Sales & Service Co., Ltd.)	Ningbo, the PRC 2006	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
無錫中升仕豪汽車銷售服務有限公司** (Wuxi Zhongsheng Shihao Automobile Sales & Service Co., Ltd.)	Wuxi, the PRC 2010	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
溫州萊曼汽車快修有限公司** (Wenzhou Laiman Automobile Service Co., Ltd.)	Wenzhou, the PRC 2012	Registered and paid-in capital of RMB1,000,000	—	100%	Service of motor vehicles
洛陽中升匯寶汽車銷售服務有限公司** (Luoyang Zhongsheng Huibao Automobile Sales & Service Co., Ltd.)	Luoyang, the PRC 2016	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
新鄭市中升匯寶汽車銷售服務有限公司** (Xinzheng Zhongsheng Huibao Automobile Sales & Service Co., Ltd.)	Xinzheng, the PRC 2014	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
鄭州中升之寶汽車銷售服務有限公司** (Zhengzhou Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Zhengzhou, the PRC 2016	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
山東龐大興業汽車銷售服務有限公司** (Shandong Pangda Xingye Automobile Sales & Service Co., Ltd.)	Jinan, the PRC 2017	Registered and paid-in capital of RMB264,000,000	—	100%	Sale and service of motor vehicles
濟南龐大龍豐汽車銷售有限公司** (Jinan Pangda Longfeng Automobile Sales Co., Ltd.)	Jinan, the PRC 2011	Registered and paid-in capital of RMB2,000,000	—	100%	Sale and service of motor vehicles

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
濟南龐大一汽汽車銷售服務有限公司** (Jinan Pangda Faw-Volkswagen Automobile Sales & Service Co., Ltd.)	Jinan, the PRC 2012	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
石家莊中升豐悅汽車銷售服務有限公司** (Shijiazhuang Zhongsheng Jiefeng Automobile Sales & Service Co., Ltd.)	Shijiazhuang, the PRC 2008	Registered and paid-in capital of RMB12,000,000	—	100%	Sale and service of motor vehicles
瀋陽中升汽車銷售服務有限公司** (Shenyang Zhongsheng Automobile Sales & Service Co., Ltd.)	Shenyang, the PRC 2011	Registered and paid-in capital of RMB12,000,000	—	100%	Sale and service of motor vehicles
石家莊中升豐悅汽車銷售服務有限公司** (Shijiazhuang Zhongsheng Fengyue Automobile Sales & Service Co., Ltd.)	Shijiazhuang, the PRC 2011	Registered and paid-in capital of RMB12,000,000	—	100%	Sale and service of motor vehicles
石家莊華欣中升雷克薩斯汽車銷售服務有限公司** (Shijiazhuang Huaxin Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Shijiazhuang, the PRC 2018	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
唐山中升雷克薩斯汽車銷售服務有限公司** (Tangshan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Tangshan, the PRC 2018	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
濟南中升瑞星汽車銷售服務有限公司** (Jinan Zhongsheng Ruixing Automobile Sales & Service Co., Ltd.)	Jinan, the PRC 2018	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
大慶中升雷克薩斯汽車銷售服務有限公司** (Daqing Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Daqing, the PRC 2018	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
北京中升雷克薩斯汽車銷售服務有限公司** (Beijing Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Beijing, the PRC 2011	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
廣州新鉅豐田汽車銷售服務有限公司** (Guangzhou Xinju Toyota Automobile Sales & Service Co., Ltd.)	Guangzhou, the PRC 2002	Registered and paid-in capital of RMB10,100,000	—	100%	Sale and service of motor vehicles
南京中升豐田汽車服務有限公司** (Nanjing Zhongsheng Toyota Automobile Sales & Service Co., Ltd.)	Nanjing, the PRC 2003	Registered and paid-in capital of HK\$13,860,000	—	60%	Sale and service of motor vehicles
成都中升雷克薩斯汽車銷售服務有限公司** (Chengdu Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2012	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
成都中升智星汽車銷售服務有限公司** (Chengdu Zhongsheng Zhixing Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2015	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
重慶中升之寶汽車銷售服務有限公司** (Chongqing Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Chongqing, the PRC 2010	Registered and paid-in capital of RMB100,000,000	—	100%	Sale and service of motor vehicles
深圳中升悅晟雷克薩斯汽車銷售服務有限公司** (Shenzhen Zhongsheng Yuesheng Lexus Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2017	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
深圳寶安區中升雷克薩斯汽車銷售服務有限公司** (Shenzhen Baoan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2017	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
鄭州中升之星汽車銷售服務有限公司** (Zhengzhou Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Zhengzhou, the PRC 2015	Registered and paid-in capital of RMB60,000,000	—	100%	Sale and service of motor vehicles

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
成都中升沃茂汽車銷售服務有限公司** (Chengdu Zhongsheng Womao Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2009	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
易惠 (天津) 信息技術有限公司** (Yihui (Tianjin) Information Technology Co., Ltd.)	Tianjin, the PRC 2018	Registered and paid-in capital of RMB20,000,000	—	100%	Other services
惠州中升雷克薩斯汽車服務有限公司** (Huizhou Zhongsheng Lexus Automobile Service Co., Ltd.)	Huizhou, the PRC 2008	Registered and paid-in capital of HK\$30,000,000	—	100%	Sale and service of motor vehicles
佛山市順德區中升雷克薩斯汽車銷售服務有限公司** (Foshan Shunde Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Foshan, the PRC 2008	Registered and paid-in capital of HK\$30,000,000	—	100%	Sale and service of motor vehicles
南通中升之星汽車銷售服務有限公司** (Nantong Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Nantong, the PRC 2002	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
浙江九華汽車有限公司** (Zhejiang Jiuhua Automobile Co., Ltd.)	Hangzhou, the PRC 2007	Registered and paid-in capital of RMB26,000,000	—	80%	Sale and service of motor vehicles
寧波九華汽車有限公司** (Ningbo Jiuhua Automobile Co., Ltd.)	Ningbo, the PRC 2009	Registered and paid-in capital of RMB18,000,000	—	80%	Sale and service of motor vehicles
嘉興九華汽車有限公司** (Jiaxing Jiuhua Automobile Co., Ltd.)	Jiaxing, the PRC 2009	Registered and paid-in capital of RMB12,000,000	—	80%	Sale and service of motor vehicles
金華九華汽車有限公司** (Jinhua Jiuhua Automobile Co., Ltd.)	Jinhua, the PRC 2009	Registered and paid-in capital of RMB12,000,000	—	80%	Sale and service of motor vehicles
紹興九華汽車有限公司** (Shaoxing Jiuhua Automobile Co., Ltd.)	Shaoxing, the PRC 2010	Registered and paid-in capital of RMB10,000,000	—	80%	Sale and service of motor vehicles
湖州九和汽車有限公司** (Huzhou Jiuhua Automobile Co., Ltd.)	Huzhou, the PRC 2011	Registered and paid-in capital of RMB5,000,000	—	80%	Sale and service of motor vehicles
浙江康橋通源汽車銷售服務有限公司** (Zhejiang Kangqiao Tongyuan Automobile Sales & Service Co., Ltd.)	Hangzhou, the PRC 2013	Registered and paid-in capital of RMB44,000,000	—	80%	Sale and service of motor vehicles
佛山市三水豐田汽車銷售服務有限公司** (Foshan Sanshui Toyota Automobile Sales & Service Co., Ltd.)	Foshan, the PRC 2007	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
杭州九華汽車有限公司** (Hangzhou Jiuhua Automobile Co., Ltd.)	Hangzhou, the PRC 2009	Registered and paid-in capital of RMB12,000,000	—	80%	Sale and service of motor vehicles
北京寶晉行汽車銷售服務有限公司** (Beijing Baojinhang Automobile Sales & Service Co., Ltd.)	Beijing, the PRC 2014	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
深圳中升寶晉汽車銷售服務有限公司** (Shenzhen Zhongsheng Baojin Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2015	Registered and paid-in capital of RMB20,000,000	—	100%	Sale and service of motor vehicles
成都中升之寶汽車銷售服務有限公司** (Chengdu Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2019	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
武漢中升之星汽車銷售服務有限公司** (Wuhan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Wuhan, the PRC 2013	Registered and paid-in capital of RMB60,000,000	—	100%	Sale and service of motor vehicles
孝感中升之星汽車銷售服務有限公司** (Xiaogan Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Xiaogan, the PRC 2017	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
景德鎮中升之星汽車銷售服務有限公司** (Jingdezhen Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Jingdezhen, the PRC 2012	Registered and paid-in capital of RMB40,000,000	—	100%	Sale and service of motor vehicles
寧德中升之星汽車銷售服務有限公司** (Ningde Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Ningde, the PRC 2013	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
紅河中升之星汽車銷售服務有限公司** (Honghe Zhongsheng Star Automobile Sales & Service Co., Ltd.)	Mengzi, the PRC 2016	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
宜興路德行汽車有限公司** (Yixing Ludehang Automobile Co., Ltd.)	Yixing, the PRC 2013	Registered and paid-in capital of RMB110,000,000	—	100%	Sale and service of motor vehicles
景德鎮路德行汽車有限公司** (Jingdezhen Ludehang Automobile Co., Ltd.)	Jingdezhen, the PRC 2014	Registered and paid-in capital of RMB110,000,000	—	100%	Sale and service of motor vehicles
淮安之星汽車銷售服務有限公司** (Huai'an Star Automobile Sales & Service Co., Ltd.)	Huai'an, the PRC 2012	Registered and paid-in capital of RMB68,750,000	—	100%	Sale and service of motor vehicles
煙臺中升之寶汽車銷售服務有限公司** (Yantai Zhongsheng Zhibao Automobile Sales & Service Co., Ltd.)	Yantai, the PRC 2019	Registered and paid-in capital of RMB24,000,000	—	100%	Sale and service of motor vehicles
成都中升羊西雷克薩斯汽車銷售服務有限公司** (Chengdu Zhongsheng Yangxi Lexus Automobile Sales & Service Co., Ltd.)	Chengdu, the PRC 2019	Registered and paid-in capital of RMB300,000,000	—	100%	Sale and service of motor vehicles
浩升(深圳)供應鏈管理服務有限公司** (Haosheng (Shenzhen) Supply Chain Management Service Co., Ltd.)	Shenzhen, the PRC 2019	Registered capital of RMB5,000,000	—	100%	Other services
長沙中升豐田汽車銷售服務有限公司** (Changsha Zhongsheng Toyota Automobile Sales & Service Co., Ltd.)	Changsha, the PRC 2020	Registered and paid-in capital of RMB10,000,000	—	100%	Sale and service of motor vehicles
三亞中升雷克薩斯汽車銷售服務有限公司** (Sanya Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Sanya, the PRC 2020	Registered and paid-in capital of RMB10,000,000	—	65%	Sale and service of motor vehicles
惠州中升惠南雷克薩斯汽車銷售服務有限公司** (Huizhou Zhongsheng Huinan Lexus Automobile Sales & Service Co., Ltd.)	Huizhou, the PRC 2020	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
中山中升雷克薩斯汽車銷售服務有限公司** (Zhongshan Zhongsheng Lexus Automobile Sales & Service Co., Ltd.)	Zhongshan, the PRC 2020	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
青島中升沃泰汽車銷售服務有限公司** (Qingdao Zhongsheng Wotai Automobile Sales & Service Co., Ltd.)	Qingdao, the PRC 2020	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
仁孚 (中國) 有限公司 (Zung Fu (China) Limited)	Hong Kong 1974	Registered and paid-in capital of HK\$1,192,950,118	100%	—	Investment holding
深圳市仁孚特力汽車服務有限公司** (Shenzhen Zung Fu Tellus Vehicle Service Co., Ltd.)	Shenzhen, the PRC 2005	Registered and paid-in capital of RMB30,000,000	—	65%	Sale and service of motor vehicles
廣東仁孚怡邦汽車銷售服務有限公司* (Guangdong Zung Fu Yibang Vehicle Sales & Service Co., Ltd.)	Guangzhou, the PRC 1994	Registered and paid-in capital of USD2,000,000	—	100%	Sale and service of motor vehicles
江門仁孚汽車銷售服務有限公司* (Jiangmen Zung Fu Vehicle Sales & Service Co., Ltd.)	Jiangmen, the PRC 1994	Registered and paid-in capital of USD4,300,000	—	100%	Sale and service of motor vehicles
中山仁孚汽車銷售服務有限公司* (Zhongshan Zung Fu Vehicle Sales & Service Co., Ltd.)	Zhongshan, the PRC 2000	Registered and paid-in capital of HK\$14,500,000	—	100%	Sale and service of motor vehicles
湖南仁孚汽車銷售服務有限公司** (Hunan Zung Fu Vehicle Sales & Service Co., Ltd.)	Hunan, the PRC 2003	Registered and paid-in capital of RMB9,800,000	—	100%	Sale and service of motor vehicles
佛山怡和仁孚汽車服務有限公司** (Foshan Yihe Zung Fu Vehicle Service Co., Ltd.)	Foshan, the PRC 2006	Registered and paid-in capital of RMB18,000,000	—	100%	Sale and service of motor vehicles
廣州仁孚汽車銷售服務有限公司** (Guangzhou Zung Fu Vehicle Sales & Service Co., Ltd.)	Guangzhou, the PRC 2007	Registered and paid-in capital of RMB85,000,000	—	100%	Sale and service of motor vehicles
東莞仁孚華星汽車服務有限公司* (Dongguan Zung Fu Huaxing Vehicle Service Co., Ltd.)	Dongguan, the PRC 2007	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
佛山市順德區怡孚汽車銷售服務有限公司** (Foshan Shunde Yifu Vehicle Sales & Service Co., Ltd.)	Foshan, the PRC 2008	Registered and paid-in capital of RMB85,000,000	—	100%	Sale and service of motor vehicles
惠州仁孚汽車服務有限公司** (Huizhou Zung Fu Vehicle Service Co., Ltd.)	Huizhou, the PRC 2008	Registered and paid-in capital of RMB60,000,000	—	100%	Sale and service of motor vehicles
重慶仁孚汽車銷售服務有限公司** (Chongqing Zung Fu Vehicle Sales & Service Co., Ltd.)	Chongqing, the PRC 2011	Registered and paid-in capital of RMB105,000,000	—	100%	Sale and service of motor vehicles
成都怡星仁孚汽車服務有限公司** (Chengdu Yixing Zung Fu Vehicle Service Co., Ltd.)	Chengdu, the PRC 2009	Registered and paid-in capital of RMB88,000,000	—	100%	Sale and service of motor vehicles
宜賓仁孚汽車服務有限公司** (Yibin Zung Fu Vehicle Service Co., Ltd.)	Yibin, the PRC 2012	Registered and paid-in capital of RMB75,000,000	—	100%	Sale and service of motor vehicles

## 47. SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operation	Authorised/registered/paid-in/share capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
常德仁孚汽車服務有限公司** (Changde Zung Fu Vehicle Service Co., Ltd.)	Changde, the PRC 2013	Registered and paid-in capital of RMB75,000,000	—	100%	Sale and service of motor vehicles
遵義仁孚汽車服務有限公司** (Zunyi Zung Fu Vehicle Service Co., Ltd.)	Zunyi, the PRC 2013	Registered and paid-in capital of RMB75,000,000	—	100%	Sale and service of motor vehicles
珠海仁孚南星汽車銷售服務有限公司* (Zhuhai Zung Fu Nanxing Vehicle Sales & Service Co., Ltd.)	Zhuhai, the PRC 2018	Registered and paid-in capital of RMB30,000,000	—	100%	Sale and service of motor vehicles
揚州海星汽車銷售服務有限公司** (Yangzhou Haixing Zhongsheng Automobile Sales & Service Co., Ltd.)	Yangzhou, the PRC 2013	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
深圳中升睿之星汽車銷售服務有限公司** (Shenzhen Zhongsheng Ruixing Automobile Sales & Service Co., Ltd.)	Shenzhen, the PRC 2020	Registered and paid-in capital of RMB50,000,000	—	100%	Sale and service of motor vehicles
成都仁孚汽車銷售服務有限公司* (Chengdu Zung Fu Vehicle Sales & Service Co., Ltd.)	Chengdu, the PRC 2001	Registered and paid-in capital of HKD14,000,000	—	100%	Sale and service of motor vehicles
珠海仁孚汽車銷售服務有限公司* (Zhuhai Zung Fu Vehicle Sales & Service Co., Ltd.)	Zhuhai, the PRC 2000	Registered and paid-in capital of HKD34,600,000	—	100%	Sale and service of motor vehicles
成都仁孚南星汽車服務有限公司** (Chengdu Zung Fu Nanxing Vehicle Service Co., Ltd.)	Chengdu, the PRC 2010	Registered and paid-in capital of RMB88,000,000	—	100%	Sale and service of motor vehicles
鵬星行汽車服務(深圳)有限公司* (Shenzhen Star Vehicle Service (Shenzhen) Co., Ltd.)	Shenzhen, the PRC 2002	Registered and paid-in capital of HKD139,500,000	—	100%	Sale and service of motor vehicles

\* These companies are registered as wholly-foreign-owned enterprises under PRC law.

\*\* These companies are registered as limited liability companies under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 48. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and other borrowings, finance leases, convertible bonds and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, trade payables and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

### INTEREST RATE RISK

The Group has no significant interest-bearing assets other than pledged bank deposits (note 25) and cash and cash equivalents (note 27).

The Group's interest rate risk arises from its borrowings, details of which are set out in note 28. Borrowings at variable rates expose the Group to the risk of changes on market interest rates.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax RMB'000
<b>2021</b>		
RMB	15	(9,103)
RMB	(15)	9,103
<b>2020</b>		
RMB	15	(11,860)
RMB	(15)	11,860

### FOREIGN CURRENCY RISK

Most of the Group's assets and liabilities were denominated in RMB, except for certain cash and cash equivalents, bank loans and other borrowings and the liability component of convertible bonds denominated in Hong Kong dollars, United States dollars and Japanese Yen as disclosed in note 27, note 28 and note 29, respectively.

The Group's assets and liabilities denominated in Hong Kong dollars, United States dollars and Japanese Yen were mainly held by certain subsidiaries incorporated outside Mainland China who used the Hong Kong dollar as their functional currencies, and the Group did not have material foreign currency transactions in Mainland China during the year. Therefore, the Group had immaterial foreign currency risk.

**48. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****CREDIT RISK**

The Group has no significant concentrations of credit risk. The carrying amounts of bank deposits, cash and cash equivalents, trade and other receivables included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

**MAXIMUM EXPOSURE AND YEAR-END STAGING AS AT 31 DECEMBER 2021**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2021. The amounts presented are gross carrying amounts for financial assets.

**31 December 2021**

	12-month ECLs	Lifetime ECLs	Total RMB'000
	Stage 1 RMB'000	Simplified Approach RMB'000	
Trade receivables	—	1,815,180	1,815,180
Financial assets included in prepayments, other receivables and other assets	8,354,378	—	8,354,378
	8,354,378	1,815,180	10,169,558

**31 December 2020**

	12-month ECLs	Lifetime ECLs	Total RMB'000
	Stage 1 RMB'000	Simplified Approach RMB'000	
Trade receivables	—	1,429,528	1,429,528
Financial assets included in prepayments, other receivables and other assets	7,944,202	—	7,944,202
	7,944,202	1,429,528	9,373,730

**48. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****CREDIT RISK (continued)****MAXIMUM EXPOSURE AND YEAR-END STAGING AS AT 31 DECEMBER 2021 (continued)**

For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix at 31 December 2021 and 2020 was set out below:

**31 December 2021**

	Ageing		
	Within 3 months	3 months to 1 year	Over 1 year
Expected credit loss rate	0%	10%	62%
Gross carrying amount (RMB'000)	1,729,473	88,611	16,756
Expected credit losses (RMB'000)	346	8,900	10,414

**31 December 2020**

	Ageing		
	Within 3 months	3 months to 1 year	Over 1 year
Expected credit loss rate	0%	8%	54%
Gross carrying amount (RMB'000)	1,348,436	81,653	16,500
Expected credit losses (RMB'000)	—	6,640	8,945

For the financial assets included in prepayments, other receivables and other assets to which the Group applies the general approach for impairment, there was no recent history of default. The expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. No loss allowance was provided because management estimated that the expected credit losses as at 31 December 2021 were not significant.

As at 31 December 2021, all pledged bank deposits and cash and cash equivalents were deposited in high quality financial institutions without significant credit risk.

**48. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****LIQUIDITY RISK**

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

**2021**

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Bank loans and other borrowings	—	4,148,640	11,409,662	5,304,375	—	20,862,677
Lease liabilities	—	209,569	474,359	3,275,315	2,771,348	6,730,591
Trade and bills payables	—	5,135,868	271,702	52,426	—	5,459,996
Other payables	—	715,275	395,441	—	—	1,110,716
Amounts due to related parties	1,748	—	—	—	—	1,748
Convertible bonds	—	—	—	4,380,328	—	4,380,328
	1,748	10,209,352	12,551,164	13,012,444	2,771,348	38,546,056

**2020**

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Bank loans and other borrowings	—	5,268,993	12,098,431	2,441,011	—	19,808,435
Lease liabilities	—	147,920	384,515	2,059,906	3,327,926	5,920,267
Other liabilities	245,000	—	—	—	—	245,000
Trade and bills payables	—	4,378,014	536,515	65,759	—	4,980,288
Other payables	—	515,975	374,716	—	—	890,691
Amounts due to related parties	1,345	—	—	—	—	1,345
Convertible bonds	—	—	—	5,551,077	—	5,551,077
	246,345	10,310,902	13,394,177	10,117,753	3,327,926	37,397,103

## 48. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. Net debt includes bank loans and other borrowings, other liabilities, convertible bonds, amounts due to related parties, trade, bills and other payables and accruals, less cash and cash equivalents, cash in transit and pledged bank deposits. The gearing ratios as at the reporting dates were as follows:

	2021 RMB'000	2020 RMB'000
Bank loans and other borrowings	20,187,824	19,331,360
Lease liabilities	4,644,969	4,124,759
Other liabilities	—	245,000
Convertible bonds	3,897,401	4,827,223
Trade and bills payables	5,459,996	4,980,288
Other payables and accruals	4,856,063	4,215,624
Amounts due to related parties	1,748	1,345
Less: Cash and cash equivalents	(10,950,038)	(8,210,363)
Cash in transit	(233,890)	(180,280)
Pledged bank deposits	(797,094)	(1,425,880)
Net debt	27,066,979	27,909,076
Total equity	40,706,491	26,881,747
Total equity and net debt	67,773,470	54,790,823
Gearing ratio	39.9%	50.9%

## 49. EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2021 and up to the date of approval of these financial statements.

**50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2021 RMB'000	2020 RMB'000
<b>NON-CURRENT ASSETS</b>		
Investments in subsidiaries	10,560,970	2,102,569
Amounts due from subsidiaries	7,291,904	7,989,868
Total non-current assets	17,852,874	10,092,437
<b>CURRENT ASSETS</b>		
Prepayments, other receivables and other assets	90,575	7,756
Cash and cash equivalents	901,525	323,039
Total current assets	992,100	330,795
<b>CURRENT LIABILITIES</b>		
Bank loans and other borrowings	4,668,942	2,883,421
Other payables and accruals	63,997	8,426
Total current liabilities	4,732,939	2,891,847
<b>NET CURRENT ASSETS</b>	<b>(3,740,839)</b>	<b>(2,561,052)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>14,112,035</b>	<b>7,531,385</b>
<b>NON-CURRENT LIABILITIES</b>		
Convertible bonds	3,897,401	4,827,223
Bank loans and other borrowings	3,337,255	489,377
Total non-current liabilities	7,234,656	5,316,600
<b>NET ASSETS</b>	<b>6,877,379</b>	<b>2,214,785</b>
<b>EQUITY</b>		
Share capital	209	198
Reserves	6,877,170	2,214,587
Total equity	6,877,379	2,214,785

## 50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium RMB'000	Share option reserve RMB'000	Equity component of convertible bonds RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Other reserve RMB'000	Total RMB'000
<b>As at 1 January 2020</b>	5,474,118	49,391	113,139	(99,971)	(1,402,127)	(148,267)	3,986,283
Total comprehensive loss for the year	—	—	—	(123,155)	(302,300)	—	(425,455)
Early conversion of convertible bonds	293,334	—	(8,264)	—	—	—	285,070
Transfer of equity component of convertible bonds upon the redemption of convertible bonds	—	—	(79,799)	—	—	(649,395)	(729,194)
Issue of convertible bonds	—	—	30,484	—	—	—	30,484
Final 2019 dividend declared	(932,601)	—	—	—	—	—	(932,601)
<b>As at 31 December 2020</b>	<b>4,834,851</b>	<b>49,391</b>	<b>55,560</b>	<b>(223,126)</b>	<b>(1,704,427)</b>	<b>(797,662)</b>	<b>2,214,587</b>
Total comprehensive loss for the year	—	—	—	130,313	(389,495)	—	(259,182)
Early conversion of convertible bonds	946,392	—	(24,698)	—	—	—	921,694
Repurchase and cancellation of shares	(26,829)	—	—	—	—	—	(26,829)
Transfer of equity component of convertible bonds upon the redemption of convertible bonds	—	—	(378)	—	—	(3,995)	(4,373)
Issue of new shares	5,144,462	—	—	—	—	—	5,144,462
Final 2020 dividend declared	(1,113,189)	—	—	—	—	—	(1,113,189)
<b>As at 31 December 2021</b>	<b>9,785,687</b>	<b>49,391</b>	<b>30,484</b>	<b>(92,813)</b>	<b>(2,093,922)</b>	<b>(801,657)</b>	<b>6,877,170</b>

## 51. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 March 2022.

# FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial information and financial statements is set out below.

	Year ended 31 December				
	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000	2017 RMB'000
<b>RESULTS</b>					
<b>REVENUE</b>	<b>175,103,062</b>	148,348,067	124,042,520	107,735,655	86,290,288
Cost of sales and services provided	<b>(156,633,507)</b>	(134,866,359)	(112,554,874)	(97,812,525)	(77,606,286)
<b>Gross profit</b>	<b>18,469,555</b>	13,481,708	11,487,646	9,923,130	8,684,002
Other income and gains, net	<b>3,890,572</b>	3,423,881	3,109,521	2,561,221	1,842,863
Selling and distribution expenses	<b>(7,170,170)</b>	(5,729,655)	(4,938,772)	(4,310,827)	(3,294,302)
Administrative expenses	<b>(2,572,676)</b>	(2,239,263)	(1,940,062)	(1,745,100)	(1,347,069)
<b>Profit from operations</b>	<b>12,617,281</b>	8,936,671	7,718,333	6,428,424	5,885,494
Finance costs	<b>(1,120,121)</b>	(1,259,872)	(1,390,554)	(1,230,522)	(1,076,712)
Share of profits/(losses) of joint ventures	<b>7,909</b>	3,523	(1,208)	2,856	4,595
Share of loss of an associate	<b>(1,487)</b>	(1,513)	—	—	—
<b>Profit before tax</b>	<b>11,503,582</b>	7,678,809	6,326,571	5,200,758	4,813,377
Income tax expense	<b>(3,096,252)</b>	(2,097,980)	(1,807,055)	(1,505,440)	(1,337,523)
<b>Profit for the year</b>	<b>8,407,330</b>	5,580,829	4,519,516	3,695,318	3,475,854
<b>Attributable to:</b>					
Owners of the parent	<b>8,328,950</b>	5,539,799	4,501,673	3,636,636	3,350,413
Non-controlling interests	<b>78,380</b>	41,030	17,843	58,682	125,441
	<b>8,407,330</b>	5,580,829	4,519,516	3,695,318	3,475,854
	31 December				
	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000	2017 RMB'000
<b>ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS</b>					
<b>TOTAL ASSETS</b>	<b>85,474,054</b>	68,501,019	63,024,282	57,168,187	47,580,792
<b>TOTAL LIABILITIES</b>	<b>(44,767,563)</b>	(41,619,272)	(40,847,613)	(38,131,964)	(30,911,629)
<b>NON-CONTROLLING INTERESTS</b>	<b>(462,700)</b>	(418,847)	(418,116)	(796,608)	(756,172)
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>40,243,791</b>	26,462,900	21,758,553	18,239,615	15,912,991