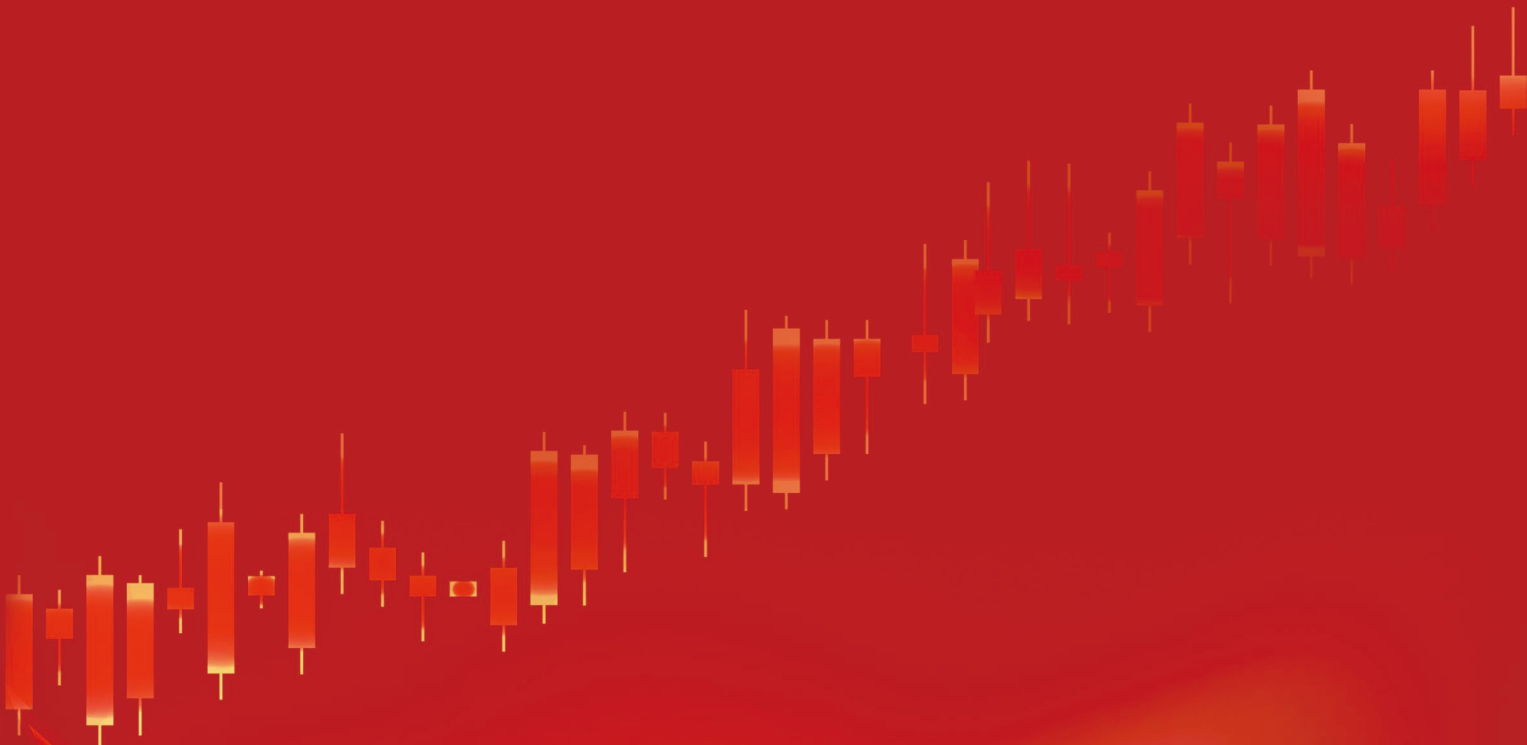


**WEICHAI**  
潍柴

股份編號 Stock code:2338.HK

# 2023 | 年報

## *Annual Report*



**潍柴動力股份有限公司**  
WEICHAI POWER CO., LTD.

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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Tan Xuguang (Chairman)

Zhang Quan (appointed as the Vice Chairman on 5 June 2023)

Ma Changhai (appointed on 28 June 2023)

Wang Decheng (appointed as an executive director on 28 June 2023, and as the Chief Executive Officer on 13 October 2023)

Sun Shaojun

Yuan Hongming

Ma Xuyao (appointed on 28 June 2023)

Xu Xinyu (resigned on 28 June 2023)

Yan Jianbo (resigned on 5 June 2023)

#### Non-executive Directors

Zhang Liangfu

Richard Robinson Smith

(appointed on 28 June 2023)

Michael Martin Macht

Jiang Kui (resigned on 5 June 2023)

Gordon Riske (resigned on 5 June 2023)

#### Independent Non-executive Directors

Jiang Yan

Yu Zhuoping

Chi Deqiang (appointed on 28 June 2023)

Zhao Fuquan (appointed on 28 June 2023)

Xu Bing (appointed on 28 June 2023)

Li Hongwu (retired on 28 June 2023)

Wen Daocai (resigned on 28 June 2023)

Zhao Huiyang (resigned on 28 June 2023)

### SUPERVISORS

Wang Yanlei

Wang Xuewen

Zhao Yongchang (appointed on 26 May 2023)

Ma Changhai (resigned on 26 May 2023)

### COMPANY SECRETARY

Hu Yunyun

### SECRETARY TO THE BOARD

Gao Tianchao

## 公司資料

### 董事

#### 執行董事

譚旭光(董事長)

張泉(於二零二三年六月五日上任為副董事長)

馬常海(於二零二三年六月二十八日上任)

王德成(於二零二三年六月二十八日上任為執行董事，於二零二三年十月十三日上任為首席執行官)

孫少軍

袁宏明

馬旭耀(於二零二三年六月二十八日上任)

徐新玉(於二零二三年六月二十八日辭任)

嚴鑒鉞(於二零二三年六月五日辭任)

#### 非執行董事

張良富

Richard Robinson Smith

(於二零二三年六月二十八日上任)

Michael Martin Macht

江奎(於二零二三年六月五日辭任)

Gordon Riske(於二零二三年六月五日辭任)

#### 獨立非執行董事

蔣彥

余卓平

遲德強(於二零二三年六月二十八日上任)

趙福全(於二零二三年六月二十八日上任)

徐兵(於二零二三年六月二十八日上任)

李洪武(於二零二三年六月二十八日退任)

聞道才(於二零二三年六月二十八日辭任)

趙惠芳(於二零二三年六月二十八日辭任)

### 監事

王延磊

王學文

趙永昌(於二零二三年五月二十六日上任)

馬常海(於二零二三年五月二十六日辭任)

### 公司秘書

胡云云

### 董事會秘書

高天超

### SECURITIES AFFAIR REPRESENTATIVE

Wu Di  
197, Section A, Fu Shou East Street  
High Technology Industrial Development Zone  
Weifang  
Shandong Province  
The People's Republic of China  
Postal Code: 261061  
Tel: (86) (536)-229 7056  
Fax: (86) (536)-819 7073  
Website: <http://www.weichaipower.com>

### AUTHORISED REPRESENTATIVES

Ma Changhai (appointed on 28 June 2023)  
Hu Yunyun  
Xu Xinyu (resigned on 28 June 2023)

### REGISTERED ADDRESS AND HEADQUARTERS OF THE COMPANY

197, Section A, Fu Shou East Street  
High Technology Industrial Development Zone  
Weifang  
Shandong Province  
The People's Republic of China  
Postal Code: 261061  
Tel: (86) (536)-229 7056  
Fax: (86) (536)-819 7073  
Website: <http://www.weichaipower.com>

### PLACE OF BUSINESS IN HONG KONG

Room 3407-3408  
34/F Gloucester Tower  
Landmark  
15 Queen's Road Central  
Central, Hong Kong

### LEGAL ADVISOR

Reed Smith Richards Butler LLP

### AUDITOR

KPMG Huazhen LLP

### 證券事務代表

吳迪  
中華人民共和國  
山東省  
濰坊  
高新技術產業開發區  
福壽東街197號甲  
郵編：261061  
電話：(86) (536)-229 7056  
傳真：(86) (536)-819 7073  
網址：<http://www.weichaipower.com>

### 授權代表

馬常海(於二零二三年六月二十八日上任)  
胡云云  
徐新玉(於二零二三年六月二十八日辭任)

### 註冊辦事處及公司總部

中華人民共和國  
山東省  
濰坊  
高新技術產業開發區  
福壽東街197號甲  
郵編：261061  
電話：(86) (536)-229 7056  
傳真：(86) (536)-819 7073  
網址：<http://www.weichaipower.com>

### 香港營業地點

香港中環  
皇后大道中15號  
置地廣場  
告羅士打大廈  
34樓3407-3408室

### 法律顧問

禮德齊伯禮律師行有限法律責任合夥

### 核數師

畢馬威華振會計師事務所(特殊普通合伙)

## AUDIT COMMITTEE

Jiang Yan (*Chairman*)  
Yu Zhuoping  
Chi Deqiang (appointed on 28 June 2023)  
Zhao Fuquan (appointed on 28 June 2023)  
Xu Bing (appointed on 28 June 2023)  
Li Hongwu (retired on 28 June 2023)  
Wen Daocai (resigned on 28 June 2023)  
Zhao Huifang (resigned on 28 June 2023)

## STRATEGIC DEVELOPMENT AND INVESTMENT COMMITTEE

Tan Xuguang (*Chairman*)  
Michael Martin Macht (*Vice-chairman*)  
Zhang Quan  
Wang Decheng (appointed on 28 June 2023)  
Sun Shaojun  
Yuan Hongming  
Ma Xuyao (appointed on 28 June 2023)  
Zhang Liangfu  
Yu Zhuoping  
Xu Xinyu (resigned on 28 June 2023)  
Yan Jianbo (resigned on 5 June 2023)

## REMUNERATION COMMITTEE

Jiang Yan (*Chairman*)  
Zhang Liangfu  
Zhao Fuquan (appointed on 28 June 2023)  
Zhao Huifang (resigned on 28 June 2023)

## NOMINATION COMMITTEE

Chi Deqiang  
(Chairman, appointed on 28 June 2023)  
Ma Changhai (appointed on 28 June 2023)  
Xu Bing (appointed on 28 June 2023)  
Li Hongwu (retired on 28 June 2023)  
Xu Xinyu (resigned on 28 June 2023)  
Zhao Huifang (resigned on 28 June 2023)

## PRINCIPAL BANKERS

Industrial and Commercial Bank of China  
China Construction Bank Corporation  
Bank of China  
HSBC

## 審核委員會

蔣 彥(主席)  
余卓平  
遲德強(於二零二三年六月二十八日上任)  
趙福全(於二零二三年六月二十八日上任)  
徐 兵(於二零二三年六月二十八日上任)  
李洪武(於二零二三年六月二十八日退任)  
聞道才(於二零二三年六月二十八日辭任)  
趙惠芳(於二零二三年六月二十八日辭任)

## 戰略發展及投資委員會

譚旭光(主席)  
Michael Martin Macht(副主席)  
張 泉  
王德成(於二零二三年六月二十八日上任)  
孫少軍  
袁宏明  
馬旭耀(於二零二三年六月二十八日上任)  
張良富  
余卓平  
徐新玉(於二零二三年六月二十八日辭任)  
嚴鑒鉞(於二零二三年六月五日辭任)

## 薪酬委員會

蔣 彥(主席)  
張良富  
趙福全(於二零二三年六月二十八日上任)  
趙惠芳(於二零二三年六月二十八日辭任)

## 提名委員會

遲德強  
(主席·於二零二三年六月二十八日上任)  
馬常海(於二零二三年六月二十八日上任)  
徐 兵(於二零二三年六月二十八日上任)  
李洪武(於二零二三年六月二十八日退任)  
徐新玉(於二零二三年六月二十八日辭任)  
趙惠芳(於二零二三年六月二十八日辭任)

## 主要往來銀行

中國工商銀行  
中國建設銀行  
中國銀行  
滙豐銀行

**HONG KONG H-SHARE REGISTRAR AND TRANSFER OFFICE**

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

**SHARE INFORMATION**

Number of issued shares as at 31 December 2023: 8,726,556,821 Shares  
(6,783,516,821 A Shares,  
and 1,943,040,000 H Shares)

Board lot (H Shares) 1,000 H Shares  
(A Shares) 100 A Shares

Abbreviation of the Company's share and Stock Codes

A Shares: Weichai Power (濰柴動力) 000338

H Shares: Weichai Power (濰柴動力) 2338

Stock Exchange Listings

A Shares: Shenzhen Stock Exchange

H Shares: The Stock Exchange of Hong Kong Limited  
(the "Hong Kong Stock Exchange")

**INVESTORS AND MEDIA RELATIONS**

**The Company:** **Capital Operation Department**  
Tel: (86) 536-229 7056  
Fax: (86) 536-819 7073  
Website: www.weichaipower.com

**Public Relations Consultant:** **Wonderful Sky Financial Group Limited**  
Tel: (852) 2851 1038  
Fax: (852) 2598 1588  
Website: www.wsfg.hk

**香港H股登記及過戶處**

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712–1716號舖

**股份資料**

於二零二三年十二月三十一日的已發行股份數目： 8,726,556,821股  
(6,783,516,821股A股，及1,943,040,000股H股)

交易單位(H股) 1,000股H股  
(A股) 100股A股

本公司股份簡稱及股份代號

A股：濰柴動力(Weichai Power) 000338

H股：濰柴動力(Weichai Power) 2338

上市交易所

A股：深圳證券交易所

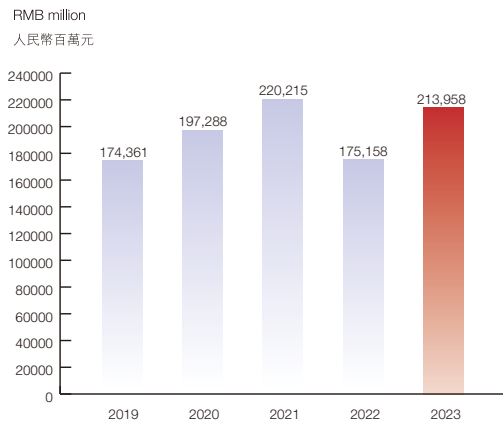
H股：香港聯合交易所有限公司  
(「香港聯交所」)

**投資者及媒體關係**

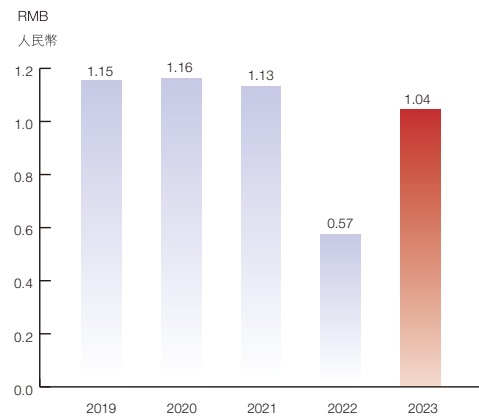
**公司：** **資本運營部**  
電話：(86) 536-229 7056  
傳真：(86) 536-819 7073  
網址：www.weichaipower.com

**公眾關係顧問：** **皓天財經集團有限公司**  
電話：(852) 2851 1038  
傳真：(852) 2598 1588  
網址：www.wsfg.hk

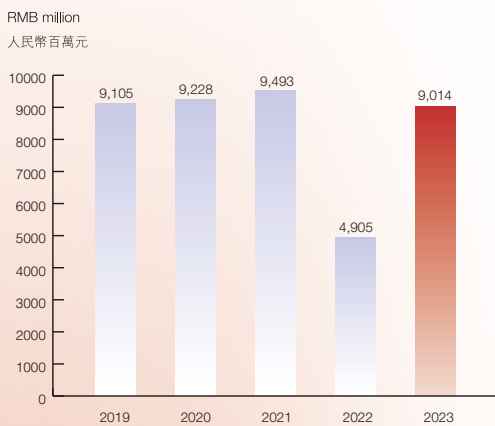
## REVENUE 營業收入



## BASIC EARNINGS PER SHARE 每股基本盈利



## NET PROFIT ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT 歸屬於母公司股東的淨利潤



(Important notice: This report is published in Chinese and English versions. In case of inconsistency, the Chinese version shall prevail.)

(重要提示：本報告分別以中英文刊載。如中英文有任何差異，概以中文為準。)



## I. REVIEW OF OPERATING CONDITIONS

In 2023, China's economy withstood external pressures and overcame internal difficulties, while supply and demand steadily improved, structural transformation accelerated and upgraded, and high-quality development was solidly promoted. Major expected targets were successfully achieved. The annual gross domestic product reached RMB126.06 trillion, representing a year-on-year increase of 5.2%. The heavy-duty truck industry delivered a sales volume of 910,000 units, representing a year-on-year increase of 36%; the construction machinery industry delivered a sales volume of 720,000 units (including 345,000 units of diesel forklift trucks), representing a year-on-year decrease of 11%; the agricultural equipment industry delivered a sales volume of 410,000 units, representing a year-on-year decrease of 22%.

### 一、經營情況回顧

2023年，中國經濟頂住外部壓力，克服內部困難，供給需求穩步改善，結構轉型提速升級，高質量發展扎實推進，主要預期目標圓滿實現。全年國內生產總值126.06萬億元，同比增長5.2%。重卡行業銷量為91萬輛，同比增長36%；工程機械行業銷量為72萬台（其中柴油叉車34.5萬台），同比下滑11%。農業裝備行業銷量為41萬輛，同比下滑22%。



During the reporting period, the Company focused on its principal businesses, seized opportunities in both the domestic and international markets, promoted structural adjustment as well as transformation and upgrading, and enhanced quality and efficiency, effectively overcoming the pressure of weakening momentum of the international economy and the downturn of the domestic industry, and realising high-quality development, with a substantial year-on-year growth of the major metrics. In 2023, the Company's revenue increased by 22.2% as compared with that in the corresponding period of 2022 to approximately RMB213,958 million. Net profit attributable to the shareholders of the listed company amounted to approximately RMB9,014 million, representing an increase of approximately 83.8% as compared with that in the corresponding period of 2022. Basic earnings per share was RMB1.04, representing an increase of approximately 84.5% as compared with that in the corresponding period of 2022.

#### 1. Power System Business

In 2023, the Company sold 736,000 units of engines, representing a year-on-year increase of 28%; 838,000 units of gear boxes, representing a year-on-year increase of 42%; 743,000 units of axles, representing a year-on-year increase of 39%. Among which, the export volume of engines reached 66,000 units, representing a year-on-year increase of 21%; the export volume of M-series engines exceeded 5,400 units, representing a year-on-year increase of 33%. **We insist on technological independence and empowerment, with first-class independent research and development capability in the industry.** We have established a research and development (R&D) system comprising eight institutes and one center (八院一中心) under Weichai Power Central Research Institute, improved the product R&D system for each segment market, enhanced our whole process R&D capability so as to comprehensively and quickly satisfy customers' needs. We have strengthened Weichai Power (Tokyo) Science and Technology Innovation Center and Weichai Lovol (Osaka) Science and Technology Innovation Center, while enhancing strategic cooperation with international first-class enterprises, such as Bosch from Germany, AVL from Austria and FEV from Germany. The key performance indicators of engine products continued to take lead

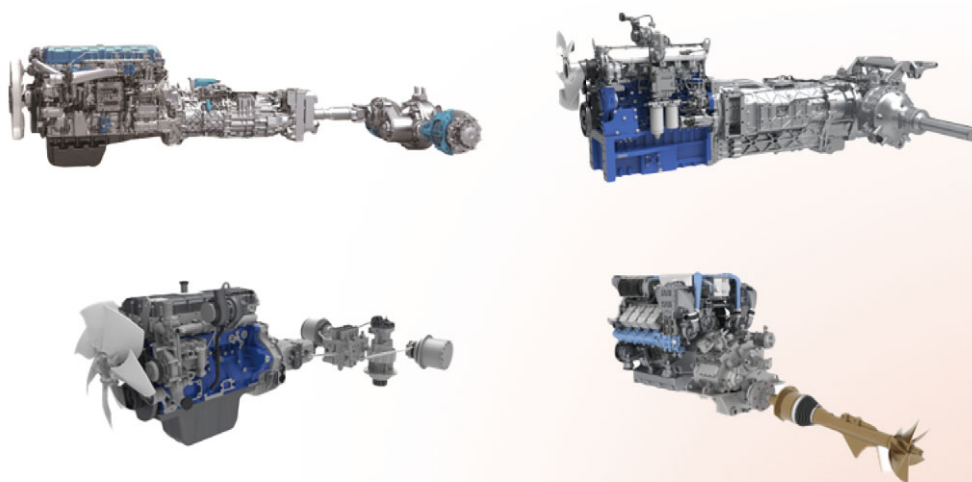
報告期內，公司心無旁騖攻主業，搶抓國內國際市場機遇，推動結構調整、轉型升級、提質增效，有效克服了國際經濟動能減弱、國內行業低位運行壓力，實現了高質量發展，主要指標同比大幅增長。2023年，公司實現營業收入約為213,958百萬元人民幣，較2022年同期增長22.2%；歸屬於上市公司股東的淨利潤約為9,014百萬元人民幣，較2022年同期增長約83.8%；基本每股收益為1.04元人民幣，較2022年同期增長約84.5%。

#### 1. 動力系統業務

2023年，銷售各類發動機73.6萬台，同比增長28%；變速器83.8萬台，同比增長42%；車橋74.3萬根，同比增長39%。其中，發動機出口6.6萬台，同比增長21%；M系列發動機出口超5,400台，同比增長33%。**堅持科技自立自強，自主研發能力行業一流。**建立濰柴動力中央研究院「八院一中心」研發體系，完善針對各細分市場的產品研發體系，提升全流程研發能力，全面快速地滿足客戶需求。做強濰柴動力(東京)科技創新中心、濰柴雷沃(大阪)科技創新中心，加強與德國博世、奧地利AVL、德國FEV等國際一流企業戰略合作。發動機產品主要性能指標持續保持

in the industry. **Our leading position in the industry continued to be consolidated, with significant advantage as a market leader in powertrains.** The power, reliability and economic efficiency of light-duty power products have been comprehensively improved, and product competitiveness has been continuously strengthened. The new generation of H/T series heavy-duty engine products dominated the industry's high-horsepower development trend, and set up a new industry benchmark in the markets of trunkline logistics, greenway cold chain and express delivery etc. M-series large-diameter and high power density engines have entered the global high-end markets such as data engineering centers and mechanic mining trucks, representing a critical step in the adjustment of product structure. With significant differentiated advantages, hydraulic powertrain products for construction machinery, in particular WP15H/17T/6M33/8M33 hydraulic pressure powertrains, have achieved a comprehensive breakthrough in the large-scale mining market.

行業領先。行業領先地位持續鞏固，動力總成龍頭優勢顯著。輕型動力產品動力性、可靠性及經濟性全面提升，持續強化產品競爭力；全新一代H/T系列重型發動機產品引領行業大馬力發展趨勢，在幹線物流、綠通冷鏈、快遞快運等市場樹立行業新標桿；M系列大缸徑高功率密度發動機全面進入數據工程中心、剛性礦卡等全球高端市場，產品結構調整邁出重要一步；工程機械液壓動力總成產品差異化優勢顯著，尤其是WP15H/17T/6M33/8M33配套液壓動力總成在大型礦挖市場實現全面突破。



## 2. Commercial Vehicle Business

The Company adhered to the leading strategy with complete vehicles and machineries, continuously enhanced the competitiveness of its products, and accelerated collaborative upgrading of the industrial chain. Shaanxi Heavy-duty Motor Company Limited ("Shaanxi Zhongqi"), a controlling subsidiary of the Company, seized market opportunities and adhered to value marketing transformation. It recorded a total sales volume of heavy-duty trucks of 116,000 units throughout the year, representing a year-on-year increase of 45%. The export volume amounted to 52,000 units, representing a year-on-year increase of 51%. **We deepened product and business restructuring and fully stimulated the vigor of channels.** We transformed from focusing on traditional construction vehicles to diversified products such as standard load logistics, natural gas and new energy products etc. The sales ratio of medium- and high-end products exceeded 30%, and the market structure was more balanced. We continuously optimised channel management, integrated industry resources, expanded channel scale and service system in the international market, and further enhanced our brand influence. **The competitiveness of our major products continued to be strengthened, creating high-end brands that lead the industry.** We strengthened technical synergy with industry chain partners, and continuously improved key indicators such as economic efficiency, reliability and comfort of products, and released the world's first 840-horsepower Delong X6000 17H fuel-powered tractor, refreshing a new record in domestic truck power. The sales volume of high-end model X6000 was over 9,000 units. The sales volume of natural gas heavy-duty trucks exceeded 26,000 units, representing a year-on-year increase of 416%.

## 2. 商用車業務

公司圍繞整車整機龍頭帶動戰略，持續提升產品競爭力，加速產業鏈協同升級。本公司控股子公司陝西重型汽車有限公司搶抓市場機遇，堅持價值營銷轉型。全年累計銷售重型卡車11.6萬輛，同比增長45%；出口銷量5.2萬輛，同比增長51%。**深化產品業務結構調整，全面激發渠道活力。**從傳統工程車為主向標載物流、天然氣、新能源等多元化產品轉型，中高端產品銷量佔比超過30%，市場結構更加均衡。持續優化渠道管理，鏈合行業資源，擴大國際市場渠道規模和服務體系，品牌影響力進一步提升。**主要產品競爭力不斷提升，打造引領行業高端品牌。**強化與產業鏈合作夥伴技術協同，不斷提升產品經濟性、可靠性、舒適性等關鍵指標，發佈全球首款840馬力德龍X6000 17H燃油牽引車，再次刷新國產卡車動力新高度。高端車型X6000銷量超9,000輛；天然氣重卡銷量超2.6萬輛，同比增長416%。



### 3. Agricultural Equipment Business

In 2023, there was a phased deep adjustment in the agricultural machinery market. Against the backdrop of multiple factors such as emission standard upgrades and food prices, and a significant decline in the agricultural machinery market, the Company's agricultural equipment business bucked the trend, and the market share of its major products increased in overall, sustaining its leading market position. **Focusing on high-end agricultural machinery products, we established the top brand of agricultural machinery in China.** We have released Weichai Lovol P3404-8V high-horsepower intelligent tractor which is fully electronically controlled and operated with independent intellectual property rights and the best technical configuration in China. Its comprehensive operational efficiency is increased by 30% while the comprehensive fuel consumption reduced by 10%. The new generation of Gushen GR80 series harvesting machine has undergone configuration upgrade to provide strong power, superior performance and comfortable experience, which meets the demand of continuous operation and cross-area operation in modern agricultural production. **We adhered to the science and technology-driven innovation and guided the transformation and upgrading of the industry.** We accelerated the transformation to a system service provider for smart agricultural technology by releasing China's first systematic CVT tractor solution for the application scenario of smart agriculture, which provided the end users with fully managed socialised agricultural services. We have achieved breakthroughs in the industrialisation of 240hp-340hp high-horsepower CVT series tractors, and rapid breakthroughs in key core technologies in large-feed harvesting machinery and electric precision seeders, leading the upgrade of agricultural machinery and equipment towards the direction of large-scale, high-end and intelligence.



### 3. 農業裝備業務

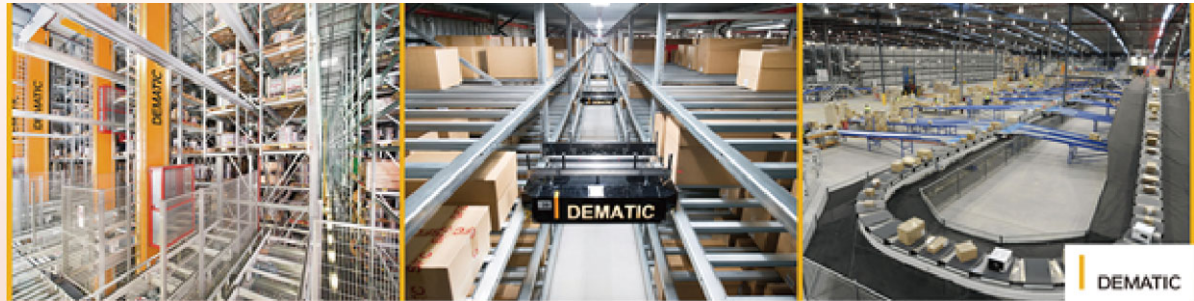
2023年，農機市場出現階段性深度調整，在排放升級、糧食價格等多重因素疊加、農機市場大幅下滑的大背景下，公司農業裝備業務逆勢而上，主要產品市佔率全面提升，市場地位持續領先。**聚焦高端農機產品，打造中國農機第一品牌。**發佈具有自主知識產權的濰柴雷沃P3404-8V大馬力智能拖拉機，整車全電控操縱，綜合作業效率提升30%，綜合燃油消耗降低10%，技術配置國內最優。全新一代穀神GR80系列收穫機械配置升級，動力強勁、性能優越、體驗舒適，滿足現代農業生產連續作業和跨區作業需求。**堅持科技創新驅動，引領行業轉型升級。**加快向智慧農業科技系統服務商轉型，發佈中國首個系統性CVT拖拉機智慧農業應用場景解決方案，為終端提供全程託管的農業社會化服務。實現240hp-340hp大馬力CVT系列拖拉機產業化突破，大喂入量收穫機械、電驅精量播種機等關鍵核心技術快速突破，引領農機裝備向大型化、高端化、智能化升級。

#### 4. Intelligent Logistics Business

The Company has the world's leading intelligent logistics business segment. KION Group AG ("KION"), an overseas controlling subsidiary of the Company based in Germany, is a globally leading supplier in the area of intelligent logistics, and is dedicated to providing intelligent logistics solutions for factories, warehouses, distribution centers, etc. in more than 100 countries and regions around the world. In 2023, KION overcame the impact of inflation and supply chain issues and achieved a record-high revenue of EUR11.43 billion, in which its forklift business (represented by Linde and STIHL) realised a revenue of EUR8.48 billion and the supply chain solution business (represented by the Dematic Group in the U.S.) realised a revenue of EUR3 billion. Its forklift business deeply explored market demands, continued to improve the level of intelligence, and created intelligent unmanned forklift solutions for automated warehousing and logistics. Investment was made to construct a high-end logistics equipment manufacturing base in Ji'nan, Shandong Province of US-based Dematic Group, which is US-based Dematic Group's largest production plant in Asia-Pacific and provides integrated intelligent solutions for the high-quality development of China's logistics industry.

#### 4. 智慧物流業務

公司擁有全球領先的智慧物流業務板塊，公司海外控股子公司德國凱傲是智慧物流領域的全球領先供應商，致力於為全球100多個國家和地區的工廠、倉庫和配送中心等提供智慧物流解決方案。2023年，德國凱傲走出通脹及供應鏈問題的影響，實現收入114.3億歐元，創歷史新高。其中，以林德、斯蒂爾為代表的叉車業務實現收入84.8億歐元，以美國德馬泰克為代表的供應鏈解決方案業務實現收入30億歐元。叉車業務深度挖掘市場需求，持續提高智能化水平，為自動化倉儲物流打造智能無人叉車解決方案。在山東濟南投資建設美國德馬泰克高端物流裝備製造基地，是美國德馬泰克在亞太規模最大的生產工廠，為中國物流業高質量發展提供一體化智能解決方案。

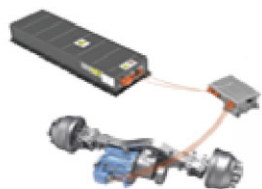


## 5. New Energy, New Technology and New Business Format

The Company has thoroughly implemented the new development concept and accelerated the construction of a "Three New" business layout to actively offer Weichai's solutions against the backdrop of the national strategy of carbon peak and carbon neutrality. **Our new energy business has achieved high-quality development and the differentiated competitive advantage of "three electric" products are prominent.** We have completed the development of electric-powered assembly products for heavy-duty trucks, light-duty trucks and passenger vehicles, with motor power covering 50-430kW, and power density upgraded by more than 20% compared with competing products; highly integrated 6-in-1 controller with maximum efficiency of 99% and 30% higher integration than competing products. The electric consumption of the complete vehicle equipped with Weichai's new energy powertrain is 5% lower than that of our competitors, creating a differentiated advantage of pure electric powertrain. **We achieved breakthroughs in fuel cell core technology, leading the hydrogen energy sector.** We released the world's first high-power metal-supported SOFC commercialised product, with a heat and electricity cogeneration efficiency of 92.55%, creating the world's highest record and offering green and low-carbon solutions for distributed energy and microgrids. We realised mass supply to a number of fuel cell products, with a product life of 30,000 hours, which is globally leading in terms of core technology and industrialisation in the field of hydrogen fuel cells.

## 5. 新能源、新科技、新業態

公司深入貫徹新發展理念，加速構建「三新」業務新格局，積極提供「雙碳」戰略背景下的濰柴方案。**新能源業務高質量發展，「三電」產品差異化競爭優勢凸顯。**完成重卡、輕卡、客車專用電驅動總成產品開發，電機功率覆蓋50-430kW，功率密度較競品提升20%以上；高集成度六合一控制器，最高效率99%，集成度較競品提升30%；搭載濰柴新能源動力總成的整車電耗較競品低5%，打造純電總成差異化優勢。**燃料電池核心技術實現突破，全面領跑氫能賽道。**發佈全球首款大功率金屬支撐SOFC商業化產品，熱電聯產效率高達92.55%，創全球最高紀錄，為分佈式能源和微電網提供綠色低碳解決方案；多款燃料電池產品實現批量配套，產品壽命達3萬小時，在氫燃料電池領域實現了核心技術與產業化的全球引領。



## II. DIVIDENDS AND CAPITALISATION OF RESERVE

On 25 March 2024, the Company's 2023 profit distribution proposal was considered and approved by the Company's seventh meeting of the sixth session of the Board. Based on 8,717,561,296 shares eligible for profit distribution (calculated by deducting 8,995,525 shares in the securities account designated for share repurchase from the total share capital of the Company of 8,726,556,821 shares) as at 31 December 2023, the Company intends to distribute to all shareholders a cash dividend of RMB2.93 (including tax) for every 10 shares held, without any capitalisation of reserve. Upon the implementation of the 2023 dividends distribution plan, if there is a change in the total amount of shares eligible for profit distribution, the Company will adjust the total amount of profit distribution in accordance with the principle that "the distribution proportion shall remain unchanged" on the basis of the total number of shares eligible for profit distribution as at the record date for the implementation of the distribution plan for A shares. This proposal is subject to the consideration and approval at the 2023 Annual General Meeting. The expected payment date for the cash dividend as well as the relevant record date on the entitlements to the payment of the cash dividend will be determined by the Board and announced no later than two months after the date of obtaining the said shareholders' approval.

## III. OUTLOOK AND PROSPECTS

Looking ahead to 2024, despite that the global economic recovery will likely remain weak, economic growth is expected to sustain relatively high resilience, with stronger-than-expected economic growth in both large emerging markets and developing economies. China's economy is expected to continue to rebound and improve with favourable policy support and show a recovery in consumption, increased investment and improved exports. With the recovery of the domestic economy, coupled with the effective support of exports, national policies to promote consumption and other favorable factors, it is expected that the commercial vehicle industry will maintain a growth trend in 2024. The increasing penetration of new energy and the accelerated advancement of intelligentisation and electrification will bring new opportunities for the development of the Company's "Three New" businesses.

## 二、股息及資本金轉增股本

二零二四年三月二十五日，公司六屆七次董事會審議通過了本公司二零二三年度的利潤分配預案：暫以2023年12月31日公司享有利潤分配權的股份總額8,717,561,296股（公司總股本8,726,556,821股扣除回購專戶中的股份數量8,995,525股）為基數，向全體股東每10股派發現金紅利人民幣2.93元（含稅），不以公積金轉增股本。2023年度分紅派息方案實施時，如享有利潤分配權的股份總額發生變動，公司則以A股實施分配方案股權登記日時享有利潤分配權的股份總額為基數，按照「分配比例不變」原則對分紅總金額進行相應調整。此方案需經二零二三年度股東周年大會審議通過後實施。現金股息的預期支付日期及合資格獲派付現金股息的相關記錄日期將由董事會釐定，並於不遲於取得上述股東批准日期起計兩個月內公佈。

## 三、發展前景與展望

展望2024年，全球經濟復蘇依舊疲軟，但經濟增長有望保持較強韌性，大型新興市場和發展中經濟體經濟增長強於預期。中國經濟有望在政策支持下持續回升向好，呈現消費復蘇、投資加碼、出口改善的態勢。隨著國內經濟的回暖，疊加出口有效支撐、國家促進消費政策帶動等有利因素影響，預計2024年商用車行業將會保持增長態勢。新能源滲透率不斷提升，智能化電動化加速推進，將為公司「三新」業務發展帶來新的機遇。

In 2024, the general principles of the Company's work are: improving resilience, deepening global presence, winning with technology, performing structural upgrade, achieving efficient synergy and reform and breakthroughs. The Company will adhere to the goal-oriented approach, enhance resource allocation, strengthen safeguard measures, grasp export opportunities, and unswervingly seize the market and secure orders to ensure that the Group will continue to maintain high-quality development in 2024.

**We will continuously enhance presence in segment markets to win the tough battle in the market in 2024.** We will give full play to the differentiated competitive advantages of powertrains, and undertake precise marketing and make breakthroughs in expansion to ensure a steady increase in market share. We will seize the opportunity of explosive growth in emerging markets, strengthen resource investment in strategic businesses such as large-diameter and high power density engines, and accelerate the development and promotion of product packages in new markets. We will further leverage the resource advantages of the Group to promote the development of the "Three New" businesses; accelerate the transition from homogenised price competition to high-end technological competition, and ensure that the market share, proportion of high-end products, profitability and industry ranking of each business continue to improve. **We will firmly focus on scientific and technological innovation, and enhance the core competitive advantages of products and technology.** We will continue to increase R&D investment, accelerate the breakthrough of "bottleneck" key technology, strengthen research in cutting-edge technology of key components and continue to improve product reliability, and further expand the leading advantages in terms of economic efficiency, reliability, power and other key indicators. We will undertake all-round enhancement of the core competitiveness of batteries, electric motors, electronic controllers and assembly products and accelerate breakthroughs in fuel cell core technology. **We will strengthen the control of overseas industries and make every effort to realise historic breakthroughs in export.** We will continuously promote the improvement of profitability of overseas companies, focusing on guaranteeing supply chain security, operation security and asset security, and realising the continued steady growth of

2024年，公司工作的總基調為24字方針：提高韌性、深耕全球、科技致勝、結構升級、高效協同、改革突破。公司將堅持目標導向，做好資源配置，強化保障措施，抓牢出口機遇，堅定不移搶市場、保訂單，確保集團2024年繼續保持高質量發展。

持續深耕細分市場，打贏2024年市場攻堅戰。發揮動力總成差異化競爭優勢，精準營銷、開拓突破，確保市場份額穩步提升；搶抓新興市場爆發性增長機遇，強化大缸徑高功率密度發動機等戰略業務的資源投入，加快新市場產品配套開發及推廣；進一步發揮大集團資源優勢，全力推動「三新」業務發展；加快從同質化價格競爭向高端化技術競爭轉型，確保各業務市場佔有率、高端產品佔比、盈利能力和行業排名持續提升。**堅定抓好科技創新，提升產品技術核心競爭優勢。**繼續加大研發投入，加快突破「卡脖子」關鍵技術，強化關鍵零部件前沿技術攻關；持續提高產品可靠性，進一步拉大產品經濟性、可靠性、動力性等關鍵指標領先優勢；全方位提升電池、電機、電控和總成產品核心競爭力，加速推進燃料電池核心技術突破。**強化海外產業管控，全力實現出口歷史性跨越。**持續推動海外公司盈利能力提升，重點保障供應鏈安全、運營安全、資產安全，實現海外產業繼續穩健增長；以產品出口為第一戰略任務，全力抓好一流產品競爭力構建、一流出口管理體系建設、一流人才隊伍建設、大集團資源協同建設；加速佈局全球倉儲物流中心、海外後市場服務中心、海外金融支持中心、國際品牌傳播中心，全面構建



overseas industries. We will prioritise product export as the top strategic task, and make every effort to build up the competitiveness of top-ranking products, first-ranking export management system, first-ranking human resources, and synergistic construction of resources of the whole Group; accelerate the layout of global warehousing and logistics centers, overseas after-market service centers, overseas financial support centers, and international brand communication centers, so as to comprehensively build up the new advantages in product export. **We will continuously improve the management level and activate our endogenous power.** We will promote the in-depth digital transformation, break down the barriers faced by all core systems, and realise full data communication among all business domains. We will accelerate the integrated HR digital transformation, and comprehensively review and accurately identify various types of talents. We will give full play to the advantages of combining business scenarios and massive data, and continue to promote the application of artificial intelligence in the traditional business. We will refine and sublimate Weichai's WOS management philosophy, and provide operational solutions for China's equipment manufacturing industry.

起產品出口的新優勢。持續提升管理水平，激活企業內生動力。推進企業數字化深度轉型，打通各核心系統壁壘，實現全業務域數據互通；加快一體化HR數字化轉型，全方位盤點、精準識別各類人才；發揮業務場景和海量數據結合優勢，持續推進人工智能在傳統業務的應用；提煉升華濰柴WOS管理思想，為中國裝備製造業提供運營解決方案。

#### IV. APPRECIATION

Last but not least, I would like to express my sincere appreciation to all our shareholders, the general public and our customers for their care and support, as well as to all of our staff for their hard work and dedication!

#### 四、致謝

最後，我謹向關心和支持本公司的所有股東及社會各界人士、廣大客戶，向勤勉工作的全體員工，表示衷心的感謝！

**Tan Xuguang**  
Chairman

Hong Kong, 25 March 2024

**譚旭光**  
董事長

香港，二零二四年三月二十五日

The Directors are pleased to present a management discussion and analysis of the results of operations of the Group for the year ended 31 December 2023 as follows:

## I. INDUSTRY ANALYSIS

The Company is one of the vehicle and equipment manufacturing conglomerates in the PRC with the best comprehensive strengths. Our development vision is to become a world leading, well-respected and sustainably developing multinational group of intelligent industrial equipment with its own core technologies, with vehicle and machinery as the leading business, and with powertrain as the core business. Over the years, the Company has been dedicated to product management and capital operation and striving to develop competitive products in terms of three key aspects: quality, technology and cost-effectiveness, thereby developing a new pattern of synergetic development among business segments including powertrains (including engines, gear boxes, axles and hydraulics), complete vehicles, agricultural equipment and intelligent logistics.

### 1. Commercial Vehicles, Construction Machinery and Agricultural Equipment Industries

Looking back to 2023, in the face of the complex and severe international environment and the formidable tasks of domestic reform, development and stabilisation, China's economy navigated through troubled waters, with the main expected goals of both economic and social development having been successfully achieved, and high-quality development having been solidly pushed forward. In 2023, the gross domestic product reached RMB126.06 trillion, representing a year-on-year increase of 5.2%.

董事欣然提呈本集團截至二零二三年十二月三十一日止年度經營業績之管理層討論與分析，詳情如下：

## 一、行業分析

本公司為中國綜合實力最強的汽車及裝備製造產業集團之一，公司的發展願景是：以整車、整機為龍頭，以動力系統為核心技術支撐，成為全球領先、受人尊敬、可持續發展的智能化工業裝備跨國集團。多年來，公司堅持產品經營、資本運營雙輪驅動，致力於打造最具品質、技術和成本三大核心競爭力的產品，成功構築起了動力總成（發動機、變速箱、車橋、液壓）、整車整機、農業裝備、智能物流等產業板塊協同發展的新格局。

### 1. 商用車、工程機械和農業裝備行業

回望2023年，面對複雜嚴峻的國際環境和艱巨繁重的國內改革發展穩定任務，中國經濟破浪前行，經濟社會發展主要預期目標圓滿實現，高質量發展紮實推進。2023年全年國內生產總值126.06萬億元，同比增長5.2%。

In 2023, the heavy-duty truck industry entered a recovery period and, under the joint efforts of the industry delivered a satisfactory result with a growth rate that is not low. During the Year, the heavy-duty truck industry delivered a sales volume of 910,000 units, representing a year-on-year increase of 36%. The performance of the domestic construction machinery market was still unsatisfactory due to multiple factors and the downward trend continued in 2023. The construction machinery industry delivered a sales volume of 720,000 units (including 345,000 units of diesel forklift trucks), representing a year-on-year decrease of 11%. In 2023, the agricultural machinery market has experienced a stage of deep adjustment and, due to the superimposed influence of multiple factors including emission standard upgrades and food prices, the agricultural machinery market has experienced a sharp decline. In 2023, the sales volume of the agricultural equipment industry amounted to 410,000 units, representing a year-on-year decrease of 22%.

## 2. Industrial Trucks and Supply Chain Solutions

Global economic growth slowed down again in 2023. The International Monetary Fund (IMF), in its January outlook (IMF, January 2024), forecasts that global economic output would fall from 3.5% in 2022 to 3.1% in 2023. The global economy achieved only a weak recovery because of factors such as the strain of the ongoing war in Ukraine and the rise in the cost of living.

According to the studies from a research institute Interact Analysis, the markets for industrial trucks and supply chain solutions including services were affected by economic and political uncertainties, elevated interest rates, and the high level of inflation in 2023. These factors had a negative impact on customers' willingness to invest and therefore also on demand for industrial trucks and supply chain solutions. The challenging conditions in the market led to some planned investments being postponed or even halted. But the positive medium- and long-term trends in the for industrial trucks and supply chain solutions market remain intact.

2023年重卡行業進入復甦期，在全行業共同努力下交出了一份增長率不低的答卷，於本年度重卡行業實現銷量91萬輛，同比增長36%；國內工程機械市場受多重因素影響仍不盡人意，2023年仍延續探底走勢，工程機械行業銷量為72萬台(其中柴油叉車34.5萬台)，同比下滑11%。2023年，農機市場出現階段性深度調整，受排放升級、糧食價格等多重因素疊加影響，農機市場大幅下滑，2023年全年農業裝備行業銷量為41萬輛，同比下滑22%。

## 2. 工業車輛及供應鏈解決方案

2023年全球經濟增長再次放緩。國際貨幣基金組織(IMF)在其1月份的展望報告(IMF, 2024年1月)中預測，全球經濟產出將從2022年的3.5%下降至2023年的3.1%。由於烏克蘭持續戰爭的壓力及生活成本上升等因素，全球經濟僅實現微弱復甦。

根據研究機構 Interact Analysis 的研究，2023年，工業車輛及供應鏈解決方案(包括服務)市場受到經濟及政治不確定性、利率上升及高通脹水平的影響。該等因素對客戶的投資意願產生負面影響，因此亦影響了對工業車輛及供應鏈解決方案的需求。嚴峻的市場形勢導致部分計劃中的投資被推遲甚至停止。然而，工業車輛及供應鏈解決方案市場的中長期積極趨勢維持不變。

## II. THE GROUP'S BUSINESS

An analysis of the Group's business segments is set out in Note XV. 2 to the consolidated financial statements. The following is an overview of the operating conditions of the major products of the Group:

### 1. Powertrains, Complete Vehicles and Machines and Key Components

The Group has always adhered to self-reliance and self-improvement in science and technology with the advantages of the globally coordinated R&D platform, while perfecting its product research and development system for each segment market and improving its full-process research and development capabilities to meet customer needs in a comprehensive and rapid manner. During the Year, the Company's product and market structures continued to optimize and its leading position in the industry continued to be consolidated with significant advantage as a market leader in powertrains.

In 2023, focusing on the strategy of being led by complete vehicles and machineries, the Company continuously enhanced the competitiveness of its products and accelerated the synergetic upgrading of industrial chain. Shaanxi Heavy Duty Automotive Co., Ltd. ("Shaanxi Zhongqi"), a controlling subsidiary of the Company, seized market opportunities and insisted on the transformation of value marketing, achieving a historical breakthrough in product sales.

During the Year, the Company sold 736,000 units of engines, representing a year-on-year growth of 28%; 838,000 units of gear boxes, representing a year-on-year growth of 42%; 743,000 units of axles, representing a year-on-year growth of 39%. Among which, the export volume of engines reached 66,000 units, representing a year-on-year growth of 21%; the export volume of M-series engines exceeded 5,400 units, representing a year-on-year growth of 33%. It recorded a sales volume of heavy-duty trucks of 116,000 units throughout the year, representing a year-on-year growth of 45%. The export volume amounted to 52,000 units, representing a year-on-year growth of 51%.

The engine segment contributed approximately RMB47,852 million to the sales revenue of the Group during the Year, representing a year-on-year growth of approximately 44.1%, while the automobiles and automobile components segment contributed approximately RMB62,618 million to the sales revenue of the Group during the Year, representing a year-on-year growth of approximately 38.0%.

## 二、本集團之業務

本集團業務分部之分析載於合併財務報表附註十五、2。本集團主要產品之經營狀況概述如下：

### 1. 動力總成、整車整機及關鍵零部件

本集團一直堅持科技自立自強，發揮全球協同研發平台優勢，完善針對各細分市場的產品研發體系，提升全流程研發能力，全面快速地滿足客戶需求。於本年度，公司產品結構、市場結構不斷優化，行業領先地位持續鞏固，動力總成龍頭優勢顯著。

2023年，本公司繼續圍繞整車整機龍頭帶動戰略，持續提升產品競爭力，加速產業鏈協同升級。本公司控股子公司陝西重型汽車有限公司搶抓市場機遇，堅持價值營銷轉型，產品銷量實現歷史突破。

於本年度，本公司銷售各類發動機73.6萬台，同比增長28%；變速器83.8萬台，同比增長42%；車橋74.3萬根，同比增長39%。其中，發動機出口6.6萬台，同比增長21%；M系列發動機出口超5,400台，同比增長33%。全年累計銷售重型卡車11.6萬輛，同比增長45%；出口銷量5.2萬輛，同比增長51%。

於本年度發動機業務為本集團貢獻銷售收入約人民幣47,852百萬元，同比增長約44.1%，汽車及汽車零部件業務為本集團貢獻銷售收入約人民幣62,618百萬元，同比增長約38.0%。

## 2. Intelligent Logistics

Revenue from industrial trucks & services business increased significantly during the Year, with operating result far exceeding expectations, increasing by approximately 15.3% year-on-year from approximately EUR7,356 million for the corresponding period last year to EUR8,480 million. However, due to the subdued market, the number of orders of new trucks from the industrial trucks & services sub-segment fell by 9.9% to 242,000 in the Year. The total value of order intake declined by approximately 6.4% year-on-year from approximately 8,426 million for the corresponding period last year to approximately EUR7,890 million.

On the other hand, after several years of strong growth, the market for warehouse automation solutions has become relatively weak and customer demand has weakened significantly, with the total value of order intake of the year amounting to approximately EUR3,032 million, a year-on-year decrease of approximately 9.8% compared to the corresponding period last year.

During the Year, the intelligent logistics business contributed approximately RMB87,456 million to the Group's sales revenue, representing a year-on-year increase of approximately RMB8,546 million or approximately 10.8% compared to approximately RMB78,910 million for the corresponding period last year.

## 3. Agricultural Equipment

In 2023, there was a phased deep adjustment in the agricultural machinery market. Against the backdrop of the superimposed influence of multiple factors such as emission standard upgrades and food prices and a significant decline in the agricultural machinery market, the Company's agricultural equipment business bucked the trend, with the market share of its major products increasing in general, with continuously leading market position. The agricultural equipment business contributed approximately RMB16,034 million to the sales revenue of the Group during the Year.

Last year, the Company expected that its sales revenue in 2023 would increase by approximately 10% to approximately RMB192.7 billion. The actual sales revenue amounted to approximately RMB214 billion, representing a year-on-year increase of approximately 22.2%. The higher-than-expected actual sales revenue was mainly due to the recovery of the heavy-duty truck industry in 2023, leading to a year-on-year increase of the industry sales and a year-on-year increase of the Company's related business performance accordingly.

## 2. 智能物流

本年度，工業車輛和服務業務的收入顯著增長，經營業績遠超預期，由去年同期的約7,356百萬歐元增至8,480百萬歐元，同比增長約15.3%。然而，由於市場低迷，工業車輛和服務分部的新車訂單數量於本年度下降9.9%至24.2萬輛。訂單總值由去年同期的約8,426百萬歐元同比下降約6.4%至約7,890百萬歐元。

另一方面，經過數年的強勁增長後，倉庫自動化解決方案市場已變得相對疲軟，客戶需求明顯減弱，全年的訂單總值約為3,032百萬歐元，較去年同期同比下降約9.8%。

本年度，智慧物流業務為本集團貢獻銷售收入約人民幣87,456百萬元，較去年同期約人民幣78,910百萬元同比增加約人民幣8,546百萬元或約10.8%。

## 3. 農業裝備

2023年，農機市場出現階段性深度調整，在排放升級、糧食價格等多重因素疊加、農機市場大幅下滑的大背景下，本公司農業裝備業務逆勢而上，主要產品市佔率全面提升，市場地位持續領先。農業裝備業務於本年度為本集團貢獻銷售收入約人民幣16,034百萬元。

去年公司預計二零二三年銷售收入約人民幣1,927億元，增長約10%，實際銷售收入約人民幣2,140億元，同比增長約22.2%。實際銷售收入高於預期，主要是因為2023年重卡行業復甦，行業銷量同比增加，公司相關業務業績受此帶動同比增加。

In 2024, it is expected that the global economic recovery will remain weak, but economic growth is expected to remain relatively resilient, with stronger-than-expected growth in large emerging markets and developing economies. The Company will adhere to the work principles of “improving resilience, deepening global presence, winning with technology, performing structural upgrade, achieving efficient synergy and reform and breakthroughs” to steadfastly complete various targets and missions. By cooperating with companies engaged in complete vehicle and machinery within the Group, we will continue to enhance our product competitiveness and brand influence, and ensure that the Group will continue to maintain high-quality development in 2024. Considering the economic development trend and the industry situation, the Company expects that its sales revenue in 2024 would be ranging from approximately RMB224.7 billion to RMB235.4 billion, representing an overall growth of approximately 5% to 10% as compared with 2023.

二零二四年預計全球經濟復蘇依舊疲軟，但經濟增長有望保持較強韌性，大型新興市場和發展中經濟體經濟增長強於預期，公司將按照「提高韌性、深耕全球、科技致勝、結構升級、高效協同、改革突破」工作方針，堅定不移完成各項指標任務，與集團內整車整機企業通力協作，持續提升產品競爭力和品牌影響力，確保集團2024年繼續保持高質量發展。結合經濟發展趨勢和行業態勢，公司2024年預計銷售收入約2,247億至2,354億元人民幣，比2023年整體增長約5%至10%。

### III. FINANCIAL REVIEW

#### 1. The Group's Results of Operations

##### a. Revenue

In 2023, the Group's revenue amounted to approximately RMB213,958 million, representing an increase of approximately RMB38,800 million or approximately 22.2% from approximately RMB175,158 million in the corresponding period in 2022, which was mainly due to the Group seizing the opportunity of structural growth in the heavy-duty truck industry, actively deepening structural adjustments and making strong breakthroughs in strategic markets, resulting in rapid growth in the sales volume of the Group's related products, which contributed to the substantial year-on-year performance growth. Revenue from principal operations amounted to approximately RMB210,807 million, representing an increase of approximately RMB38,637 million or approximately 22.4% from approximately RMB172,170 million in the corresponding period last year.

### 三、財務回顧

#### 1. 本集團之經營業績

##### a. 營業收入

於二零二三年本集團營業收入約為人民幣213,958百萬元，比二零二二年同期約人民幣175,158百萬元，增長約人民幣38,800百萬元，同比上升約22.2%。主要是本集團搶抓重卡行業結構性成長機遇，積極深化結構調整，強力突破戰略市場，本集團相關產品銷量呈現高速增長態勢，推動業績實現同比大幅增長。主營業務收入約人民幣210,807百萬元，比去年同期約人民幣172,170百萬元上升約人民幣38,637百萬元或約22.4%。

**b. Gross Operating Margin**

During the Year, the Group's gross operating margin was 21.1%, representing a year-on-year increase of 3.3 percentage points. Among which, the domestic segment was mainly affected by factors including the rebound in overall sales revenue, the dilution of fixed production costs and the increasing profitability of products, while the overseas segment mainly benefited from the increase of sales price and the stabilisation of material cost, which resulted in the increase in the gross profit margin of the overseas segment.

**c. Distribution and Selling Expenses**

Distribution and selling expenses increased by approximately 25.8% to approximately RMB13,410 million in the Year from approximately RMB10,661 million in the corresponding period of 2022. The increase of distribution and selling expenses was primarily attributable to an increase in after-sales and repair fee and marketing expenses as affected by the significant increase in turnover. The distribution and selling expenses as a percentage of revenue increased from approximately 6.1% in the corresponding period of last year to approximately 6.3% during the Year.

**d. General and Administrative Expenses**

General and administrative expenses increased by approximately RMB1,364 million or approximately 16.9% from approximately RMB8,092 million in the corresponding period of 2022 to approximately RMB9,457 million in the Year. The increase in general and administrative expenses was mainly due to the recovery of business expansion which resulted in an increase in staff costs and external support fee, but the overall expenses were effectively controlled. The general and administrative expenses as a percentage of revenue decreased from approximately 4.6% in the corresponding period of last year to approximately 4.4% during the Year.

**b. 營業毛利率**

於本年度，本集團營業毛利率21.1%，同比增加3.3個百分點。其中，國內板塊主要是受到整體銷售收入回升、生產固定成本攤薄、產品盈利性水平不斷提升影響；海外板塊則主要受惠於銷售價格的上漲及材料成本的回穩使得海外板塊毛利率增加。

**c. 銷售費用**

銷售費用由二零二二年同期約人民幣10,661百萬元，上升至本年度約人民幣13,410百萬元，增幅約25.8%。銷售費用上升主要是受營業額大幅增加影響，三包及產品返修費用和市場開拓費用有所增加，全年銷售費用佔營業收入的百分比由去年同期約6.1%上升至本年度約6.3%。

**d. 管理費用**

管理費用由二零二二年同期約人民幣8,092百萬元上升至本年度約人民幣9,457百萬元，增加約人民幣1,364百萬元，增幅約16.9%，管理費用上升主要是業務恢復擴張增加了員工成本及外部支持費，但整體費用得到有效控制，全年管理費用佔營業收入的百分比由去年同期約4.6%下降至本年度約4.4%。

e. *Earnings before Interest and Tax (EBIT)*

The Group's EBIT increased from approximately RMB7,487 million in the corresponding period of 2022 to approximately RMB16,507 million in the Year, representing a year-on-year increase of approximately RMB9,020 million or 120.5%. The significant increase in EBIT was primarily attributable to significant economies of scale as the sales increased, and the Group's effective control of expenses, which led to an increase in the EBIT margin from approximately 4.3% last year to approximately 7.7% during the Year.

f. *Finance Expenses*

Finance expenses increased from net finance income of approximately RMB909 million in the corresponding period of 2022 to net finance expense of approximately RMB560 million during the Year, mainly due to the further increase in the scale of interest-bearing liabilities and the relatively high increase in interest rates resulting from interest rate hikes, which resulted in an increase in interest expenses of approximately RMB1,954 million from approximately RMB1,401 million in the corresponding period of 2022 to approximately RMB3,355 million in the Year, representing a year-on-year increase of approximately 139.5%.

e. *息稅前利潤(EBIT)*

於本年度，本集團的息稅前利潤由二零二二年同期約人民幣7,487百萬元增長至本年度約人民幣16,507百萬元，同比增長約人民幣9,020百萬元或120.5%。息稅前利潤大幅增長主要是因為隨著銷售額提升，規模效益影響明顯，且本集團有效控制成本費用，使息稅前利潤率由去年約4.3%上升至本年度約7.7%。

f. *財務費用*

財務費用由二零二二年同期淨財務收入約人民幣909百萬元增長至本年度淨財務費用約人民幣560百萬元。主要因有息負債規模進一步增加，且受加息等影響利率增長較多，使得利息支出由二零二二年同期約人民幣1,401百萬元增長至本年度約人民幣3,355百萬元，增長約人民幣1,954百萬元，同比增幅約139.5%。



*g. Provision for Impairment*

In accordance with the Accounting Standards for Business Enterprises, Stock Listing Rules of the Shenzhen Stock Exchange and the relevant provisions of the Company's accounting policies, based on the principle of prudence, the Company has conducted impairment tests on its assets with signs of impairment within the scope of the consolidated financial statements as at 31 December 2023 and made corresponding impairment provisions for assets with signs of impairment. According to the test results, provision made for the impairment by the Company in 2023 amounted to approximately RMB1,486 million, of which the provision for credit losses amounted to approximately RMB402 million, provision for decline in value of inventories amounted to approximately RMB759 million, provision for impairment of goodwill amounted to approximately RMB98 million, provision for impairment of fixed assets and intangible assets amounted to approximately RMB185 million, provision for impairment losses of construction in progress amounted to RMB12 million, impairment of long-term equity investments amounted to approximately RMB8 million, and provision for impairment of right-of-use assets amounted to approximately RMB20 million.

*h. Income Tax Expenses*

The Group's income tax expenses increased from approximately RMB403 million in the corresponding period in 2022 to approximately RMB1,940 million during the Year, representing a year-on-year increase of approximately 381.9%, which was mainly attributable to the substantial increase in total profit. The Group's average effective tax rate increased from approximately 6.6% in the corresponding period last year to approximately 14.7% during the Year.

*i. Net Profit and Net Profit Margin*

The Group's net profit increased from approximately RMB5,683 million in the corresponding period of 2022 to approximately RMB11,212 million during the Year, representing a year-on-year increase of approximately 97.3%. The Group's net profit margin for the Year was approximately 5.2%, which increased by 2 percentage points from approximately 3.2% in the corresponding period last year.

*g. 減值準備*

本公司根據《企業會計準則》、《深圳證券交易所股票上市規則》及本公司會計政策的相關規定，基於謹慎性原則，對合併報表範圍內截至二零二三年十二月三十一日存在減值跡象的資產進行了減值測試，對存在減值跡象的資產計提相應減值準備，根據測試結果本公司二零二三年計提減值準備合計約人民幣1,486百萬元，其中計提信用損失準備約人民幣402百萬元，存貨跌價準備約人民幣759百萬元，商譽減值準備約人民幣98百萬元，固定資產及無形資產減值準備約人民幣185百萬元，在建工程減值損失準備人民幣12百萬元，長期股權投資減值準備約人民幣8百萬元，使用權資產減值準備約人民幣20百萬元。

*h. 所得稅費用*

本集團的所得稅費用由二零二二年同期約人民幣403百萬元上升至本年度約人民幣1,940百萬元，同比增幅約381.9%。主要受利潤總額大幅上升所影響。於本年度本集團平均實際稅率由去年同期約6.6%上升至本年度間約14.7%。

*i. 淨利潤及淨利潤率*

本集團的淨利潤由二零二二年同期約人民幣5,683百萬元增長至本年度約人民幣11,212百萬元，同比增幅約97.3%。於本年度本集團淨利潤率約為5.2%，與去年同期約3.2%比較，上升2個百分點。

*j. Liquidity and Cash Flow*

During the Year, net cash inflows generated from the Group's operating activities amounted to approximately RMB27,471 million, representing a year-on-year increase of approximately RMB29,820 million as compared with the net operating cash outflows of the corresponding period last year, which was primarily attributable to the year-on-year increase of RMB47,275 million in cash received from sales of goods or rendering of services as affected by the increase in turnover of the Year. On the other hand, due to the recovery of business expansion, cash paid for goods and services had a year-on-year increase of RMB9,664 million; cash paid to and on behalf of employees had a year-on-year increase of RMB5,879 million; and cash paid for all types of taxes had an increase of RMB2,018 million. Net increase in cash and cash equivalents of the Year was approximately RMB8,859 million, among which partly had been applied to repayment of borrowings, payment of interest, as well as the acquisition of property, plant and equipment for the expansion of the Group's business.

As of 31 December 2023, the Group's cash and cash equivalents (net of interest-bearing debts) amounted to net cash of RMB36,368 million (as at 31 December 2022: RMB25,961 million). Based on the above calculations, the Group is in a net cash position.

As at 31 December 2023, the Group's gearing ratio (net interest-bearing debts/(shareholders' equity + net interest-bearing debts)) was approximately 23.8% (as at 31 December 2022: 26.1%).

*j. 流動資金及現金流*

於本年度，本集團經營活動產生的現金流入淨額約人民幣27,471百萬元，與去年同期經營現金流出淨額比較，同比增加約人民幣29,820百萬元，主要是受本年度營業額增加影響，帶動銷售商品、提供勞務收到的現金同比增加人民幣47,275百萬元，另一方面因為業務恢復擴張，購買商品、接受勞務支付的現金則同比增加人民幣9,664百萬元，支付給職工及為職工支付的現金同比增加人民幣5,879百萬元，支付的各項稅費增加人民幣2,018百萬元。全年現金及現金等價物淨增加額約人民幣8,859百萬元，其中部分已用於償還借款、支付利息和購建物業、機器及設備以擴展本集團之業務。

於二零二三年十二月三十一日本集團之現金及現金等價物扣除計息債務為現金淨額人民幣36,368百萬元(於二零二二年十二月三十一日：人民幣25,961百萬元)。按上述計算，本集團處於淨現金狀況。

於二零二三年十二月三十一日本集團資本負債比率(計息債務/(股東權益+計息債務))約為23.8%(於二零二二年十二月三十一日：26.1%)。

## 2. Financial Position

### a. Assets and Liabilities

As at 31 December 2023, the Group had total assets of approximately RMB334,247 million, of which approximately RMB197,925 million were current assets. As at 31 December 2023, the Group had cash and cash equivalents of approximately RMB92,857 million (as at 31 December 2022: RMB70,842 million). On the same date, the Group's total liabilities amounted to approximately RMB221,561 million, of which approximately RMB146,215 million were current liabilities. The current ratio was approximately 1.35x (as at 31 December 2022: 1.41x).

### b. Capital Structure

As at 31 December 2023, the Group had total equity of approximately RMB112,686 million, of which approximately RMB79,335 million was attributable to equity holders of the Company and the remaining balance was minority interests.

The borrowings of the Group as at 31 December 2023 amounted to approximately RMB35,252 million, which included bonds of approximately RMB9,384 million, short-term commercial paper of approximately RMB157 million and bank borrowings of approximately RMB25,712 million.

Borrowings repayable on demand or within a period not exceeding one year were approximately RMB7,804 million; borrowings repayable within a period of more than one year but not exceeding two years were approximately RMB9,489 million; borrowings repayable within a period of more than two years but not exceeding five years were approximately RMB8,378 million; and borrowings repayable within a period of more than 5 years were approximately RMB41 million.

## 2. 財務狀況

### a. 資產及負債

於二零二三年十二月三十一日，本集團資產總額約為人民幣334,247百萬元，其中流動資產為人民幣約197,925百萬元。於二零二三年十二月三十一日，本集團擁有約92,857百萬元的貨幣資金(於二零二二年十二月三十一日：人民幣70,842百萬元)。同日，本集團負債總額為人民幣約221,561百萬元，其中流動負債為人民幣約146,215百萬元。流動比率約為1.35倍(於二零二二年十二月三十一日：1.41倍)。

### b. 資本結構

於二零二三年十二月三十一日，本集團總權益約為人民幣112,686百萬元，其中約人民幣79,335百萬元為本公司權益持有人應佔權益，剩餘權益為少數股東權益。

本集團於二零二三年十二月三十一日的借貸金額約為人民幣35,252百萬元，其中包括人民幣約9,384百萬元的債券、約人民幣157百萬元的短期融資券及約人民幣25,712百萬元的銀行借貸。

借款金額中約人民幣7,804百萬元為一年內到期或隨時要求償付借款；約人民幣9,489百萬元為多於一年但不超過兩年內到期借款；約人民幣8,378百萬元為多於兩年但不超過五年內到期借款和約人民幣41百萬元為五年後到期借款。

The bank borrowings included fixed interest rate bank borrowings of approximately RMB2,484 million and floating interest rate bank borrowings of approximately RMB23,228 million. Other than Euro-denominated borrowings equivalent to approximately RMB16,187 million and USD-denominated borrowings equivalent to approximately RMB460 million, borrowings are primarily Renminbi-denominated borrowings.

The revenue of the Group is mainly in Renminbi and Euro and the Group does not consider its currency risk significant. The key objectives of the Group's capital management are to maintain the Group's going concern and a sound capital ratio so as to support business development and maximise shareholders' value. The Group's overall strategy remains unchanged from prior years.

*c. Pledge of Assets*

As at 31 December 2023, bank deposits, notes receivables and receivable financing of approximately RMB27,635 million (as at 31 December 2022: approximately RMB16,220 million) were pledged to banks to secure the Group's notes payable, letter of guarantee, acceptance bills and letter of credit, etc. issued by banks. The pledged bank deposits carry prevailing bank interest rates. The pledge will be released upon the settlement of the relevant bank borrowings. The fair value of the bank deposits as at the balance sheet date was approximately the same as the carrying amount. Fixed assets, long-term receivables and accounts receivables of approximately RMB9,587 million (as at 31 December 2022: approximately RMB8,326 million) were also pledged by the Group to secure bank borrowings, guarantee its liabilities under the staff retirement benefit and use in asset securitisation financing.

銀行借貸包括定息銀行借貸約人民幣2,484百萬元及浮息銀行借貸約人民幣23,228百萬元。除人民幣折約16,187百萬元、人民幣折約460百萬元分別為歐元、美元借款外，其他借款主要為人民幣借款。

本集團收入主要是人民幣和歐元收入。本集團認為其外匯風險並不重大。本集團資本管理的主要目標是確保本集團持續經營的能力，並保持健康的資本比率，以支持業務發展並使股東價值最大化。本集團整體策略與過往年度維持不變。

*c. 資產抵押*

於二零二三年十二月三十一日，本集團將約人民幣27,635百萬元(於二零二二年十二月三十一日：約人民幣16,220百萬元)的銀行存款、應收票據、應收款項融資質押予銀行，作為本集團所獲得銀行發出應付票據、保函、承兌票據、信用證等的抵押品。已抵押銀行存款按現行銀行利率計息。該項抵押將於相關銀行借款償還時予以解除。於資產負債表日，銀行存款的公平值與其賬面值相若。本集團亦將約人民幣9,587百萬元(於二零二二年十二月三十一日：約人民幣8,326百萬元)的固定資產和長期應收款、應收賬款作為本集團所獲得銀行借款，對員工退休福利下的義務提供擔保和資產證券化融資之用。

**d. Contingencies**

As at 31 December 2023, the Group provided certain distributors and agents with bank guarantee amounting to approximately RMB286 million (as at 31 December 2022: approximately RMB873 million) to secure their obtaining and use of banking facilities.

As at 31 December 2023, the Group provided guarantee for repurchase liabilities in respect of failure of the lessees under finance leases to settle instalment payments plus interest. Risk exposure in respect of possible guarantee for repurchase liabilities amounted to approximately RMB2,802 million (as at 31 December 2022: approximately RMB1,831 million).

**e. Commitments**

As at 31 December 2023, the Group had capital commitments of approximately RMB13,000 million (as at 31 December 2022: approximately RMB6,592 million), principally for the capital expenditure in respect of acquisition of property, plant and equipment. The capital expenditure will be financed by internal resources.

As at 31 December 2023, the Group had no other investment commitments (as at 31 December 2022: nil).

**f. Intangible Assets**

As at 31 December 2023, total intangible assets of the Group amounted to approximately RMB23,071 million, of which land use rights amounted to approximately RMB2,855 million, trademark use rights amounted to approximately RMB8,222 million, relationship with customers amounted to approximately RMB3,955 million, proprietary technologies amounted to approximately RMB1,329 million, and licenses and software amounted to approximately RMB6,710 million. Intangible assets formed through internal research and development as at the end of the Year accounted for 25.23% of the balance of intangible assets.

**d. 或有事項**

於二零二三年十二月三十一日，本集團為若干經銷商及代理商提供約人民幣286百萬元(於二零二二年十二月三十一日：約人民幣873百萬元)之銀行擔保以使其獲授權並使用銀行信貸。

於二零二三年十二月三十一日，本集團為融資租賃的承租方未能支付的融資租賃分期付款及利息提供回購擔保責任，回購擔保責任風險敞口約為人民幣2,802百萬元(於二零二二年十二月三十一日：約人民幣1,831百萬元)。

**e. 承諾事項**

於二零二三年十二月三十一日，本集團擁有的資本承諾約人民幣13,000百萬元(於二零二二年十二月三十一日：約人民幣6,592百萬元)，主要是購買物業、機器及設備的資本開支，此等開支將會以內部資源來支付。

於二零二三年十二月三十一日，本集團沒有其他投資承諾(於二零二二年十二月三十一日：無)。

**f. 無形資產**

於二零二三年十二月三十一日，本集團無形資產總額約為人民幣23,071百萬元，其中土地使用權為人民幣約2,855百萬元，商標使用權約人民幣8,222百萬元，客戶關係約人民幣3,955百萬元，專有技術約1,329百萬元，特許權、軟件等約人民幣6,710百萬元，本年末通過內部研發形成的無形資產佔無形資產餘額的比例為25.23%。

*g. Hedging Arrangements*

KION, a subsidiary of the Company, conducted cash flow hedging on forward currency contracts designated to the exchange rate risk of forecast sale, forecast purchase and firm commitment. The total cash flow of the hedged item amounted to RMB4,522,986,254.12 (EUR575,502,119.06), of which the amount due within 1 year was RMB4,032,907,434.15 (EUR513,144,777.35), and the remaining portion will become due in 2025. The hedged items would affect the profit and loss for the period from 2024 to 2025. There was no material invalid hedge within the Year. As at 31 December 2023, the cashflow hedging reserve in respect of the aforesaid hedged item was a loss of RMB7,962,295.30 (EUR481,000.00).

On 15 January 2020, Weichai Power (Hong Kong) International Development Co., Limited, a subsidiary of the Company, used the interest rate swap instrument as hedging instrument, and conducted cash flow hedging on the floating-rate borrowings amounting to EUR241 million against the cash flow fluctuation incurred by change in interest rates. The hedged items would affect the profit and loss for the period of 2020 to 2024. There was no material invalid hedge for the current year. As at 31 December 2023, the cashflow hedging reserve in respect of the aforesaid hedged item was a profit of RMB63,190,028.15 (EUR9,311,722.19).

On 31 December 2018, KION, a subsidiary of the Group, entered into interest rate swap contract with a notional amount of EUR100,000,000.00, pursuant to which the Group shall receive interest at fixed annual interest rate, and shall pay interest on the notional amount at variable rate based on Euro Interbank Offered Rate (EURIBOR). The purpose of the swap is to conduct fair value hedging on the interest rate risk underlying fixed-rate medium term notes. There was no material invalid hedge for the current year.

*g. 對沖安排*

子公司KION將遠期外匯合同指定對預期銷售、預期採購以及確定承諾的多種貨幣外匯風險進行現金流量套期。被套期項目現金流量總額折算為人民幣4,522,986,254.12元(歐元575,502,119.06)，其中1年內到期的金額為人民幣4,032,907,434.15元(歐元513,144,777.35)，剩餘部分將於2025年到期。被套期項目預期影響損益的期間為2024年至2025年。本年無重大無效套期的部分。截至2023年12月31日，上述套期項目現金流量套期儲備的金額為虧損人民幣7,962,295.30元(歐元481,000.00)。

2020年1月15日，子公司濰柴動力(香港)國際發展有限公司將利率互換工具作為套期工具，指定對2.41億歐元的浮動利率借款由於利率變動引起的現金流量波動進行現金流量套期。被套期項目預期影響損益的期間為2020年至2024年。本年無重大套期無效的部分。截至2023年12月31日，上述套期項目現金流量套期儲備的金額為收益人民幣63,190,028.15元(歐元9,311,722.19)。

於2018年12月31日，本集團子公司KION簽訂了名義金額為100,000,000.00歐元的利率互換合約，根據該協議本集團收到按固定年利率計算的利息，並支付以名義金額為基礎按照歐元區銀行同業拆借利率的可變年利率計算的利息。互換的目的是對固定利率中期票據的利率風險進行公允價值套期。本年無重大套期無效的部分。

KION conducted fair value hedging of the interest rate risk of lease receivables by entering into an amortising interest rate swap contract. The interest rate swap contract as a hedging instrument reflects the notional amount and maturity of the portfolio of hedged items and will mature in 2030. In conclusion, the fair value hedging exposes the lease receivables to a variable interest rate consistent with its relevant currency zone. Therefore, from an economic point of view, the variable rate is equivalent to the variable rate for refinancing the portfolio of hedged items.

KION通過簽訂分期償還利率互換合約，對租賃應收款項的利率風險進行公允價值套期。作為套期工具的利率互換合約反映了被套期項目組合的名義金額和到期情況，並將於2030年到期。總體而言，此公允價值套期使租賃應收款享有與其相關貨幣區一致的可變利率。因此，從經濟角度來看，這一可變利率與被套期項目組合再融資的可變利率相等。

### 3. Other Financial Information

#### a. Employees

As at 31 December 2023, the Group had approximately 89,000 employees (including approximately 42,000 employees of KION). During the Year, the Group paid remuneration of approximately RMB34,349 million. The Group has established and perfected a remuneration incentive policy to promote the high quality and rapid development of the enterprise by evaluating the value of various types of personnel and referencing the market remuneration levels, setting competitive remuneration standards, reasonably setting personnel remuneration levels, determining the salary scale based on position and performance, and adjusting salary based on performance appraisals. During the Year, training expenses of approximately RMB28 million in total were incurred and a total of 4,831,990 hours of training was provided to 41,768 participants.

On 13 November 2023, the extraordinary general meeting of the Company considered and approved the adoption of the restricted share incentive scheme of A shares (the "Incentive Scheme") of the Company. Further details are provided in the section headed "The Restricted Share Incentive Scheme of A Shares" in this report.

### 3. 其他財務資料

#### a. 僱員資料

於二零二三年十二月三十一日，本公司共聘用約8.9萬名僱員(包括約4.2萬名凱傲僱員)。於本年度，本集團人工成本約人民幣34,349百萬元。本集團通過對各類人員進行崗位價值評估和對標市場薪酬水平，制定具備競爭優勢的薪酬標準，合理設定人員薪酬等級層級，確定以崗定薪級、以績效定薪酬分配方案，並依據績效考評實施薪酬升降，建立健全了促進企業高質量快速發展的薪酬激勵政策。全年累計投入培訓費用約人民幣28百萬元，參訓人員41,768人，培訓總學時達4,831,990小時。

於二零二三年十一月十三日，本公司股東特別大會審議並批准採納本公司A股限制性股票激勵計劃(「激勵計劃」)。進一步詳情載於本報告「A股限制性股票激勵計劃」一節。

**b. Material Investment, Major Acquisition and Disposal**

During the Year, a subsidiary of the Company, Weichai Lovol Intelligent Agricultural Technology Co., Ltd.\* (濰柴雷沃智慧農業科技股份有限公司) (“Weichai Lovol”) submitted an application relating to the possible spin-off and separate listing of its shares on the ChiNext Board of the Shenzhen Stock Exchange (the “Possible Spin-off”), and received the notice of acceptance on 23 March 2023. For further details, please refer to the Company’s announcement dated 24 March 2023.

Save for the above, the Group did not have any major investment, acquisition or disposal during the Year.

**c. Subsequent Events after the Balance Sheet Date**

On 25 March 2024, the Company’s 2023 profit distribution proposal was considered and approved by the Company’s seventh meeting of the sixth session of the Board. Based on 8,717,561,296 shares eligible for profit distribution (calculated by deducting 8,995,525 shares in the securities account designated for share repurchase from the total share capital of the Company of 8,726,556,821 shares) as at 31 December 2023, the Company intends to distribute to all shareholders a cash dividend of RMB2.93 (including tax) for every 10 shares held, without any capitalisation of reserve. This proposal is subject to the consideration and approval at the 2023 Annual General Meeting.

On 12 April 2024, the Company announced that pursuant to the authority granted by the shareholders at the general meeting held on 29 December 2022, the Company has decided to temporarily terminate the Proposed Spin-off and will withdraw the relevant application for listing on the ChiNext Board. The Board considers that the temporary termination of the Possible Spin-off will not have any substantial impact on the Company, will not have material adverse impact on the operations, businesses and financial positions of the Company, and will not affect the future implementation of the strategic planning of the Company. For further details, please refer to the Company’s announcement dated 12 April 2024.

**b. 重大投資、收購及出售**

於本年度，本公司的附屬公司濰柴雷沃智慧農業科技股份有限公司(「濰柴雷沃」)向深圳證券交易所創業板提交了可能分拆及獨立上市的相關申請(「可能分拆」)，並於二零二三年三月二十三日收悉有關受理通知書。有關詳情請見本公司二零二三年三月二十四日發佈的公告。

除上述者外，於本年度本集團並無重大投資、收購或出售事項。

**c. 資產負債表日後事項**

二零二四年三月二十五日，公司六屆七次董事會審議通過了本公司二零二三年度的利潤分配預案：暫以二零二三年十二月三十一日公司享有利潤分配權的股份總額8,717,561,296股(公司總股本8,726,556,821股扣除回購專戶中的股份數量8,995,525股)為基數，向全體股東每10股派發現金紅利人民幣2.93元(含稅)，不以公積金轉增股本。此方案需經二零二三年度股東周年大會審議通過後實施。

於二零二四年四月十二日，本公司宣佈，根據二零二二年十二月二十九日股東大會的授權，本公司決定暫時終止可能分拆並撤回於創業板上市的相關申請。董事會認為，暫時終止可能分拆不會對本公司產生實質性影響，不會對本公司的運營、業務及財務狀況造成重大不利影響，亦不會影響本公司未來戰略規劃的實施。進一步詳情，請參閱本公司日期為二零二四年四月十二日的公告。



d. *Use of proceeds*

Reference is made to the announcements of the Company dated 24 December 2020, 25 January 2021, 26 January 2021, 29 January 2021, 12 April 2021, 23 April 2021 and 26 May 2021, and the circular (the “Circular”) of the Company dated 11 January 2021, in respect of, inter alia, the non-public issuance of A shares of the Company (“A Shares”).

The reasons for the non-public issuance of A Shares include to raise funds for the specific investments projects detailed in the table below and to replenish working capital, which will strengthen the capital capability of the Group and lay a sound foundation for the Group’s further expansion of its operations, and, in turn, enable it to realise breakthrough in its development and enhance its competitive strength.

The non-public issuance of A Shares of the Company was completed on 31 May 2021 and the relevant new A Shares were listed on the Shenzhen Stock Exchange on 1 June 2021. A total of 792,682,926 A Shares of RMB1.00 each (with an aggregate nominal value of RMB792,682,926) were issued to 25 subscribers which are in compliance with the relevant requirements of the “Measures for Administration of Issuance of Securities by Listed Companies” (《上市公司證券發行管理辦法》) and the “Implementation Rules for the Non-public Issuance of Shares by Listed Companies” (《上市公司非公開發行股票實施細則》) and are third parties independent of the Company and its connected persons at the issue price of RMB16.40 (and net price of approximately RMB16.38) per A Share.

d. *募集資金使用情況*

茲提述本公司日期為二零二零年十二月二十四日、二零二一年一月二十五日、二零二一年一月二十六日、二零二一年一月二十九日、二零二一年四月十二日、二零二一年四月二十三日及二零二一年五月二十六日的公告以及本公司日期為二零二一年一月十一日的通函(「通函」)，內容有關(其中包括)非公開發行本公司A股(「A股」)。

非公開發行A股的原因包括為下表所詳述之特定投資項目募集資金及補充流動資金，從而增強本集團的資本能力，為本集團進一步拓展其業務營運奠定穩健基礎，繼而得以取得突破發展並提升競爭力。

公司非公開發行A股已於二零二一年五月三十一日完成，相關新A股於二零二一年六月一日在深圳證券交易所上市。共計每股面值人民幣1.00元的792,682,926股A股(總面值為人民幣792,682,926元)發行予25名認購人，彼等符合《上市公司證券發行管理辦法》及《上市公司非公開發行股票實施細則》的相關規定，且為獨立於本公司及其關連人士之第三方，發行價格為每股A股人民幣16.40元(淨價約為人民幣16.38元)。

The issue price of RMB16.40 per A Share represents a premium of approximately 9.26% to the benchmarked price of HK\$18.02 (equivalent to approximately RMB15.01), such benchmarked price being the closing price of H Shares on the date of the Company's acceptance of the subscriptions involving the non-public issuance of A Shares under the relevant general mandate. The total proceeds of the non-public issuance of A Shares amounted to RMB12,999,999,986.40. The status of the use of such proceeds as of 31 December 2023 is set out below:

每股A股發行價格為人民幣16.40元，較基準價格18.02港元(相當於約人民幣15.01元)溢價約9.26%，而有關基準價格為本公司接納認購相關一般性授權項下非公開發行A股之日H股的收市價。非公開發行A股募集資金總額為人民幣12,999,999,986.40元。截至二零二三年十二月三十一日該等募集資金使用情況如下：

RMB million  
人民幣百萬元

Name of project 項目名稱	Name of subproject 子項目名稱	Name of investment project 募投項目名稱	Total amount of proceeds proposed to be applied to the relevant project 相關項目募集資金擬投入總金額	Total amount of proceeds applied as of 31 December 2023 截至二零二三年十二月三十一日已投入募集資金總金額	Amount of unutilised proceeds ("Unutilised Proceeds") as of 31 December 2023 截至二零二三年十二月三十一日未動用募集資金總金額	Application plan of Unutilised Proceeds <sup>(note 1)</sup> 未動用募集資金使用計劃 <sup>(附註1)</sup>			
						Year 2024 二零二四年	Year 2025 二零二五年	Year 2026 二零二六年	Year 2027 二零二七年
(1) Fuel Cell Industry Chain Development Project 燃料電池產業鏈建設項目	(a) Hydrogen-fueled cell and key components industrialisation project 氫燃料電池及關鍵零部件產業化項目		500.00	187.04	312.96	99.51	100.43	85.42	42.21
	(b) Solid oxide fuel cell and key components industrialisation project 固態氧化物燃料電池及關鍵零部件產業化項目		500.00	66.14	433.86	103.04	150.00	120.46	46.38
	(c) Key components of fuel cell powertrain research and development and construction capabilities project 燃料電池動力總成核心零部件研發及製造能力建設項目		1,000.00	436.70	563.30	206.01	172.20	122.35	47.32

RMB million  
人民幣百萬元

Name of project 項目名稱	Name of investment project 募投項目名稱	Name of subproject 子項目名稱	Total amount of proceeds proposed to be applied to the relevant project 相關項目募 集資金 總金額	Total amount of proceeds as of 31 December 2023 三十一日 募 集資金 總金額	Amount of unutilised proceeds ("Unutilised Proceeds") as of 31 December 2023 截至 二零二三年 十二月 三十一日 未 動用 募 集 資 金 總 金 額	Application plan of Unutilised Proceeds <sup>(note 1)</sup> 未動用募集資金使用計劃 <sup>(附註1)</sup>			
						Year 2024 二零二四年	Year 2025 二零二五年	Year 2026 二零二六年	Year 2027 二零二七年
(2)	Full Series of H Platform High-end Road-going Engines of China VI or above Emission Standards Project 全系列國六及以上排放標準H平台道路用高端發動機項目	(a) New million units digitalised power industry base stage I project 新百萬台數字化動力產業基地一期項目	3,000.00	860.76	2,139.24	724.01	684.21	674.92	209.79
		(b) H platform engines intelligent manufacturing upgrade project H平台發動機智能製造升級項目	1,000.00	538.68	461.32	244.04	262.6	29.83	-
(3)	Large Diameter High-end Engine Industrialisation Project 大缸徑高端發動機產業化項目	(a) Large diameter high-end engine laboratory project 大缸徑高端發動機實驗室建設項目	1,075.00	499.52	575.48	209.35	194.84	150.76	72.89
		(b) High efficiency and high speed self-owned brand engine industrialisation project 自主品牌大功率高速機產業化項目	685.00	507.19	177.81	193.07	-	-	-
		(c) Large diameter high-end engine development project 大缸徑高端發動機建設項目	1,240.00	634.96	605.04	180.44	256.1	191.91	60.79

RMB million  
人民幣百萬元

Name of project 項目名稱	Name of subproject 子項目名稱	Total amount of proceeds proposed to be applied to the relevant project 相關項目 募投資金 擬投入 總金額	Total amount of proceeds as of 31 December 2023 截至 二零二三年 十二月 三十一日 未動用 募投資金 已投入 總金額	Amount of unutilised proceeds ("Unutilised Proceeds") Total amount of proceeds as of 31 December 2023 截至 二零二三年 十二月 三十一日 未動用 募投資金 總金額	Application plan of Unutilised Proceeds <sup>(note 1)</sup> 未動用募投資金使用計劃 <sup>(附註1)</sup>			
					Year 2024 二零二四年	Year 2025 二零二五年	Year 2026 二零二六年	Year 2027 二零二七年
(4) Full Series hydraulic pressure powertrain and large-scale continuously variable transmission (CVT) powertrain industrialisation project 全系列液壓動力總成和大型CVT動力總成產業化項目		3,000.00	1,021.17	1,978.83	897.51	898.4	250.44	-
(5) Replenishment of working capital 補充流動資金		1,000.00	800.72	199.28	Expected to be applied by the end of 2027 預期將於二零二七年年末前使用完畢			
<b>Total 合計</b>		<b>13,000.00</b>	<b>5,552.88</b>	<b>7,447.12</b> <sup>(note 2)</sup>				

## Notes:

1. The application plan of Unutilised Proceeds as disclosed herein reflects the adjusted timeline for the application of proceeds from the non-public issuance of A Shares that was approved by the Board on 30 March 2023.

The Board confirms that there has not been any material change to the timeline for the application of the abovementioned proceeds for each project since 30 March 2023, but in view of the progress of the implementation of the relevant investment projects, for each project the actual amount of application for each of the years from 2024 to 2027 is expected to be adjusted slightly (but in any event by no more than 30%), and the Board further confirms that:

- the proceeds proposed to be applied to the projects numbered (1)(a), (1)(b), (1)(c), (2)(a), (3)(a) and (3)(c) above are expected to be fully utilised by the end of 2027;
  - the proceeds proposed to be applied to the projects numbered (2)(b) and (4) above are expected to be fully utilised by the end of 2026; and
  - the proceeds proposed to be applied to the project numbered (3)(b) above is expected to be fully utilised by the end of 2024.
2. Taking into account the expenses for the non-public issuance of A Shares (including the sponsor and underwriting fees, accounting and capital verification fees etc) which amounted to RMB11.94 million, the total Unutilised Proceeds net of such expenses amounted to RMB7,435.18 million.

## 附註:

1. 本公告披露的未動用募集資金使用計劃反映董事會於二零二三年三月三十日批准的非公開發行A股募集資金使用的調整時間表。

董事會確認自二零二三年三月三十日以來上述各項目的募集資金使用時間表並無任何重大變動，但鑑於相關募投項目的實施進度，預期二零二四年至二零二七年各年的實際使用金額將略有調整（惟無論如何調整幅度不超過30%），且董事會進一步確認：

- 擬投入於上文第(1)(a)、(1)(b)、(1)(c)、(2)(a)、(3)(a)及(3)(c)項目的募集資金預期將於二零二七年年底前悉數動用完畢；
  - 擬投入於上文第(2)(b)及(4)項目的募集資金預期將於二零二六年年底前悉數動用完畢；及
  - 擬投入於上文第(3)(b)項目的募集資金預期將於二零二四年年底前悉數動用完畢。
2. 經計及非公開發行A股開支（含保薦人及承銷費用、會計及驗資費用等）人民幣11.94百萬元，扣除該等費用後的未使用募集資金總額為人民幣7,435.18百萬元。

It is expected that the remaining proceeds, being approximately RMB8.04 billion in aggregate (including accumulated interest received from bank deposits and wealth management income net of bank handling fees), would continue to be used for the relevant investment projects as set out above, and any shortfall in the investment amounts for such projects will be made up by utilising the internal funds of the Company or through other financing methods. The Board considers that the proceeds from the issuance of A shares had been and will be applied in accordance with the specific uses and materially along the timeline of proposed use of proceeds as disclosed in the Circular (with adjusted timeline approved by the Board on 30 March 2022 and 30 March 2023).

預期餘下募集資金(即合共約人民幣80.4億元(含累計收到銀行存款利息、理財收益扣除銀行手續費淨額))將繼續用於以上所列的相關募投項目，而任何有關項目投資額不足的部分，將通過本公司內部資金或其他融資方式補足。董事會認為A股發行募集資金已經並將會依照通函所披露的特定用途及實質上依照募集資金使用計劃時間投入(已經董事會於二零二二年三月三十日及二零二三年三月三十日批准對時間投入進行調整)。

## (1) DIRECTORS

**Mr. Tan Xuguang**, Chinese, aged 62, obtained a doctoral degree in engineering from Tianjin University and is a senior engineer. He is the Chairman of the Company, secretary of the party committee and chairman of Shandong Heavy Industry Group Co., Ltd., chairman of Weichai Group Holdings Limited (which holds A Shares of the Company with details as set out below and is thus interested in the shares of the Company under Part XV of the Securities and Futures Ordinance) and chairman of China National Heavy Duty Truck Group Co., Ltd. He is also the chairman of Shaanxi Heavy-duty Motor Company Limited, chairman of Weichai Lovol Intelligent Agricultural Technology Co., Ltd., supervisor of KION Group AG (KION), director of National Key Laboratory of Internal Combustion Engine and Power System and the chairman of the board of directors and a non-executive director of Ferretti S.P.A. Mr. Tan joined Weifang Diesel Engine Factory in 1977 and had held various positions including the test technician and business manager of Weichai, and general manager of Weichai Import and Export Co., Ltd.. He was appointed as the general manager of Weifang Diesel Engine Factory in 1998, chairman of Torch Automobile Group Co., Ltd. in 2005 and chairman of Shandong Juli Co., Ltd. in 2007.

Mr. Tan Xuguang has been engaged in the technological innovation of internal combustion engines and power systems and engineering management for more than 40 years. He is an industry leader with important influence both domestically and abroad. He received the first prize of National Science and Technology Progress Award as the first author in 2018; Qilu Outstanding Elite Award and special government subsidies from the State Council in 2019; National Innovation Excellence Award, Guanghua Engineering Science and Technology Award and Shandong Province Science and Technology Highest Award in 2020. He was elected as the Industrial Leading Talent of Taishan in 2022, and received with honour the title of first batch "National Excellent Engineer" granted by the Central Committee of the Communist Party of China and the State Council in 2024.

Mr. Tan Xuguang was appointed as a representative of the Tenth, Eleventh, Twelfth and Thirteenth National People's Congress, a member of the 14th CPPCC National Committee of the PRC and a member of the Population, Resources and Environment Committee. He was awarded the "National Labour Model" in 2005 and 2020, and the "National Outstanding Party Member" at the 100th anniversary of the founding of the Communist Party of China in 2021.

## (1) 董事

**譚旭光先生**，中國籍，62歲，天津大學工學博士、正高級工程師，本公司董事長，山東重工集團有限公司黨委書記、董事長，濰柴控股集團有限公司（濰柴控股持有本公司的A股（有關詳情載於下文），因而在本公司股份中擁有證券及期貨條例第XV部所界定的權益）董事長，中國重型汽車集團有限公司董事長，陝西重型汽車有限公司董事長，濰柴雷沃智慧農業科技股份有限公司董事長，KION Group AG（凱傲公司）監事，內燃機與動力系統全國重點實驗室主任，法拉帝股份有限公司董事會主席兼非執行董事等；1977年加入濰坊柴油機廠，歷任濰柴試驗員、業務經理，濰柴進出口公司總經理，1998年任濰坊柴油機廠廠長，2005年任湘火炬汽車集團股份有限公司董事長，2007年任山東巨力股份有限公司董事長等職。

譚旭光先生從事內燃機及動力系統技術創新和工程管理工作四十多年，是國內外具有重要影響力的產業領軍人物。2018年以第一完成人獲得國家科技進步一等獎，2019年獲齊魯傑出人才獎、享受國務院政府特殊津貼，2020年獲全國創新爭先獎、光華工程科技獎、山東省科學技術最高獎，2022年入選「泰山產業領軍人才」，2024年榮獲中共中央、國務院頒發的首屆「國家卓越工程師」稱號。

譚旭光先生是第十屆、十一屆、十二屆、十三屆全國人大代表，第十四屆全國政協委員、人口資源環境委員會委員。2005年、2020年兩次榮獲全國勞動模範，2021年榮獲建黨百年「全國優秀共產黨員」。

**Mr. Zhang Quan**, Chinese, aged 60, is an Executive Director and Vice Chairman of the Company. Mr. Zhang joined Weifang Diesel Engine Factory in 1986 and had held various positions including deputy secretary of the Party Branch of the Engine Research Institute, chief quality engineer and director of the quality control department, director of the procurement department, director of the and the marketing department, assistant to the general manager and executive deputy general manager of Weifang Diesel Engine Factory, chief marketing officer, executive president, and executive CEO of the Company, director of Weichai Group Holdings Limited, director of XCMG Construction Machinery Co., Ltd., and director of Shantui Construction Machinery Co., Ltd.. He is currently holding various positions including a director of Weichai Heavy-duty Machinery Co., Ltd., a director of Beiqi Foton Motor Co., Ltd., a director of Weichai Lovol Intelligent Agricultural Technology Co., Ltd., and a non-executive director of Ferretti S.P.A. Mr. Zhang obtained a bachelor's degree in engineering from Shandong Industrial University and an MBA degree from Fudan University. He is a senior economist and elected as an Industrial Leading Talent of Taishan.

**Mr. Ma Changhai**, Chinese, aged 49, was appointed as an Executive Director of the Company on 28 June 2023. Mr. Ma joined Weifang Diesel Engine Factory in July 1997. He held various positions including the deputy manager, board secretary and compliance director of Weichai Group Holdings Limited as well as an employee representative supervisor of the Company. He is currently the general manager of Weichai Group Holdings Limited and vice chairman of Weichai Lovol Intelligent Agricultural Technology Co., Ltd. He obtained a bachelor's degree in laws from Shandong University and is a professor-level senior political engineer.

**Mr. Wang Decheng**, Chinese, aged 45, was appointed as an Executive Director of the Company on 28 June 2023 and the Chief Executive Officer and general manager of the Company on 13 October 2023. He joined the Company in July 2004 and has been engaged in front-line work such as scientific research and marketing for a long term. He had held various positions including director and application engineering director of the application engineering centre, engine platform director, director of engine research institute, assistant to president, vice president, executive president and executive CEO of the Company. He is currently a deputy chief engineer of the Company and the vice chairman of Weichai Group Holdings Limited. He obtained a master's degree in engineering from Tianjin University, and is a senior engineer. He is a Weichai Excellent Engineer and elected as an Industrial Leading Talent of Taishan.

張泉先生，中國籍，60歲，本公司執行董事兼副董事長；1986年加入濰坊柴油機廠，歷任濰坊柴油機廠發動機研究所黨支部副書記、總質量師兼質量部部長、採購部部長、市場部部長、廠長助理、副廠長，本公司首席市場官、執行總裁、執行CEO，濰柴控股集團有限公司董事，徐工集團工程機械股份有限公司董事，山推工程機械股份有限公司董事等職；現任濰柴重機股份有限公司董事，北汽福田汽車股份有限公司董事、濰柴雷沃智慧農業科技股份有限公司董事、法拉帝股份有限公司非執行董事等職；山東工業大學工學學士、復旦大學工商管理專業工商管理碩士，高級經濟師；入選「泰山產業領軍人才工程」。

馬常海先生，中國籍，49歲，於二零二三年六月二十八日獲委任為本公司執行董事，1997年7月加入濰坊柴油機廠，歷任濰柴控股集團有限公司副總經理、董事會秘書、合規總監，本公司職工代表監事等職。現任濰柴控股集團有限公司總經理，濰柴雷沃智慧農業科技股份有限公司副董事長等職；山東大學法學學士，教授級高級政工師。

王德成先生，中國籍，45歲，於二零二三年六月二十八日獲委任為本公司執行董事及於二零二三年十月十三日獲聘任為本公司首席執行官、總經理，2004年7月加入本公司，長期從事科研、市場等一線工作，歷任本公司應用工程中心主任、應用工程總監，發動機平台總監，發動機研究院院長，總裁助理，副總裁，執行總裁，執行CEO等職；現任本公司副總工程師，濰柴控股集團有限公司副董事長等職；天津大學工程碩士，正高級工程師；濰柴卓越工程師，入選「泰山產業領軍人才工程」。



**Mr. Sun Shaojun**, Chinese, aged 58, is an Executive Director of the Company. Mr. Sun joined Weifang Diesel Engine Factory in 1988 and had held various positions including the supervisor of the engineering department and the chief engineer of Weifang Diesel Engine Factory, chief technology officer and executive president of the Company, director of Weichai Heavy-duty Machinery Co., Ltd., chairman and vice chairman of the U.S. based PSI Inc., director of Ballard Power Systems, Inc., chairman of Shandong Guochuang Fuel Cell Technology Innovation Center Co., Ltd., and deputy general manager of Shandong Heavy Industry Group Co., Ltd. He is currently holding various positions including director and deputy general manager of Weichai Group Holdings Limited, non-executive director of Sinotruk (Hong Kong) Limited, director of the U.S. based PSI Inc., and general representative in Europe of Shandong Heavy Industry Group Co., Ltd.. He is a researcher in applied engineering technology, and obtained a doctoral degree in engineering from Tianjin University. He is a candidate of “國家百千萬人才工程” (National Million and Ten Million Talents Project), receives a special subsidy from the State Council and has been appointed as a “山東省人民政府泰山學者特聘專家” (Taishan Mountain scholar specialist appointed by Shandong People’s Government).

**Mr. Yuan Hongming**, Chinese, aged 58, was appointed as an Executive Director of the Company on 8 June 2017. He held various positions including the general manager of Shaanxi Automobile Holdings Limited, deputy general manager and chief engineer of Shaanxi Automotive Group Co., Ltd., and general manager of Shaanxi Heavy-duty Motor Company Limited and an executive president of the Company. He is currently holding various positions including the chairman of the board of directors of Shaanxi Automotive Holdings Group Co., Ltd., the chairman of the board of directors of Shaanxi Automotive Group Co., Ltd., and the vice chairman of Shaanxi Heavy-duty Motor Company Limited. Mr. Yuan is a senior engineer and holds a bachelor’s degree in engineering from Tsinghua University. Mr. Yuan also obtained the qualification of a machinery senior professional manager.

孫少軍先生，中國籍，58歲，本公司執行董事；1988年加入濰坊柴油機廠，歷任濰坊柴油機廠技術中心主任、總工程師，本公司首席技術官、執行總裁，濰柴重機股份有限公司董事，美國PSI公司董事長、副董事長，加拿大巴拉德動力系統有限公司董事，山東國創燃料電池技術創新中心有限公司董事長，山東重工集團有限公司副總經理等職；現任濰柴控股集團有限公司董事、副總經理，中國重汽(香港)有限公司非執行董事，美國PSI公司董事，山東重工集團有限公司駐歐洲總代表等職；工程技術應用研究員，天津大學工學博士，國家百千萬人才工程人選，享受國務院特殊津貼，山東省人民政府泰山學者特聘專家。

袁宏明先生，中國籍，58歲，於二零一七年六月八日委任為本公司執行董事；歷任陝西汽車控股集團有限公司總經理，陝西汽車集團有限責任公司副總經理、總工程師，陝西重型汽車有限公司總經理，本公司執行總裁等職；現任陝西汽車控股集團有限公司董事長，陝西汽車集團股份有限公司董事長，陝西重型汽車有限公司副董事長等職；正高級工程師，清華大學工學學士，獲得機械工業企業高級職業經理人資格認證。

**Mr. Ma Xuyao**, Chinese, aged 55, was appointed as an Executive Director of the Company on 28 June 2023. He held various positions including the deputy general manager of Shaanxi Fast Gear Co., Ltd. and general manager of Shaanxi Fast Gear Automotive Transmission Co., Ltd. He is currently a director and general manager of Shaanxi Fast Gear Co., Ltd., and chairman of Shaanxi Fast Gear Automotive Transmission Co., Ltd. and Qinchuan Machine Tool & Tool Group Share Co., Ltd. He obtained a bachelor's degree in engineering from Wuhan University of Technology and a doctoral degree in management sciences and engineering from Northwestern Polytechnical University. He is also a senior engineer and senior economist.

**Mr. Zhang Liangfu**, Chinese, aged 54, was appointed as a Non-executive Director of the Company on 29 June 2020. He had held various positions including the division head of the general division and the division head of the finance budget division of the Finance Bureau of Weifang, an executive director and the general manager of Weifang New Energy Investment and Development Company Limited, the deputy party committee secretary and the general manager of Weifang Financial Holding Group Company Limited, deputy party committee secretary and the general manager of Weifang Investment Group Company Limited. Mr. Zhang is currently the party committee secretary and chairman of Weifang Investment Group Company Limited and a director of Weichai Heavy-duty Machinery Co., Ltd. Mr. Zhang is a senior accountant and a holder of master's degree in public administration.

**Mr. Richard Robinson Smith**, German/American, aged 58, was appointed as a Non-executive Director of the Company on 28 June 2023. He had held various positions including the senior vice president and general manager for Europe, Africa and Middle East of AGCO Corporation, chairman of the Fendt Supervisory Board of AGCO GmbH, president and chief executive officer (CEO) of KONECRANES PLC, and a non-executive director of FLSmidth & Co. A/S. He is currently the chief executive officer (CEO) of KION Group AG. He obtained a bachelor's degree in systems engineering from Princeton University, a master's degree in business administration (finance) from the University of Texas at Austin Graduate School of Business, and a master's degree in business administration and a doctoral degree in political science from the Otto Beisheim School of Management in Germany.

**馬旭耀先生**，中國籍，55歲，於二零二三年六月二十八日獲委任為本公司執行董事；歷任陝西法士特齒輪有限責任公司副總經理，陝西法士特汽車傳動集團有限責任公司總經理等職；現任陝西法士特齒輪有限責任公司董事、總經理，陝西法士特汽車傳動集團有限責任公司董事長，秦川機床工具集團股份公司董事長等職；武漢理工大學工學學士、西北工業大學管理學博士，正高級經濟師、高級工程師。

**張良富先生**，中國籍，54歲，於二零二零年六月二十九日獲委任為本公司非執行董事；歷任濰坊市財政局綜合科科長、預算科科長，濰坊市新能源投資開發有限公司執行董事兼總經理，濰坊市金融控股集團有限公司黨委副書記、總經理、濰坊市投資集團有限公司黨委副書記、總經理等職；現任濰坊市投資集團有限公司黨委書記、董事長，濰柴重機股份有限公司董事等職；高級會計師，公共管理碩士。

**Richard Robinson Smith先生**，德國／美國籍，58歲，於二零二三年六月二十八日獲委任為本公司非執行董事；歷任AGCO Corporation高級副總裁兼歐洲、非洲和中東總經理，AGCO GmbH監事會主席，KONECRANES PLC總裁兼首席執行官(CEO)、FLSmidth & Co. A/S非執行董事等職；現任KION Group AG首席執行官(CEO)等職；普林斯頓大學系統工程學士，德克薩斯大學奧斯汀商學院金融專業MBA，德國奧拓貝森商學院工商管理碩士、政治學博士。

**Mr. Michael Martin Macht**, German, aged 63, was appointed as a Non-executive Director of the Company on 14 June 2018. He was previously a researcher at the Fraunhofer Institute for Industrial Engineering IAO, a director of Porsche Consulting Co., Ltd., chairman of the board of Dr. Ing. h.c. F. Porsche AG, a director of Porsche Holding SE, a director of Volkswagen AG and a director of Ferrett. S.P.A., a supervisor of Endurance Capital AG, the chairman of the supervisory committee of KION Group AG and the chairman of the supervisory committee of Rosenberger GmbH & co. KG. He is currently a supervisor of MAHLE GmbH, a non-executive director of McLaren Ltd, and a supervisor of Mahle & Behr. He holds an honorary doctoral degree from Universität Stuttgart.

**Ms. Jiang Yan**, Chinese, aged 50, was appointed as an Independent Non-executive Director of the Company on 29 June 2020. She had held various positions including the head of the audit division II of the issuance supervision department of the CSRC, and is currently an independent director of Wellhope Foods Co., Ltd. She is a certified public accountant, a certified public valuer and a holder of a doctoral degree in management.

**Mr. Yu Zhuoping**, Chinese, aged 64, was appointed as an Independent Non-executive Director of the Company on 29 June 2020. He had held various positions including the dean of the School of Automotive Engineering and an assistant to the president of Tongji University, a chief scientist of the key projects of the National 973 Program and a deputy director of the Standing Committee of the National People's Congress of Jiading District, Shanghai. He is currently a professor at Tongji University, the head of the National Collaborative Innovation Centre for Intelligent New Energy Vehicles, vice chairman of Society of Automotive Engineers of China, vice chairman and director of expert committee of China Hydrogen Energy Alliance, chairman of Tongji Automotive Design Research Institute, chairman of Shanghai Intelligent New Energy Vehicle Science and Technology Innovation Function Platform Co., Ltd. and counsellor of the Counsellor Office of Shanghai. He is also a director of Shanghai Motor Vehicle Inspection Certification & Tech Innovation Center Co., Ltd., director of Appotronics Corporation Ltd., non-executive director of Huazhong In-Vehicle Holdings Company Limited, independent director of Ningbo Shenglong Automotive Powertrain System Co., Ltd. and independent director of Jiangling Motors Corporation, Ltd. He obtained a doctoral degree in engineering.

**Michael Martin Macht**先生，德國籍，63歲，於二零一八年六月十四日委任為本公司非執行董事，歷任Fraunhofer工業工程研究所研究員，Porsche諮詢股份有限公司董事，Dr. Ing. h.c. F. Porsche AG董事會主席，Porsche Holding SE董事，Volkswagen AG董事，Ferrett. S.P.A董事，Endurance Capital AG監事，KION Group AG監事會主席，Rosenberger GmbH & co. KG監事會主席；現任MAHLE GmbH監事，McLaren Ltd.非執行董事，Mahle & Behr監事等職；斯圖加特大學榮譽博士學位。

**蔣彥女士**，中國籍，50歲，於二零二零年六月二十九日委任為本公司獨立非執行董事；歷任中國證監會發行監管部審核二處處長等職；現任禾豐食品股份有限公司獨立董事等職；註冊會計師，註冊資產評估師，管理學博士。

**余卓平先生**，中國籍，64歲，於二零二零年六月二十九日委任為本公司獨立非執行董事；歷任同濟大學汽車學院學院院長、校長助理、國家973計劃重點項目首席科學家、上海市嘉定區人大常委會副主任等職；現任同濟大學教授，國家智能型新能源汽車協同創新中心主任，中國汽車工程學會副理事長，中國氫能聯盟副理事長兼專家委員會主任，同濟汽車設計研究院有限公司董事長，上海智能新能源汽車科創功能平台有限公司董事長，上海市參事室參事等職；兼任上海機動車檢測認證技術研究中心有限公司董事，深圳光峰科技股份有限公司董事，華眾車載控股有限公司非執行董事，寧波聖龍汽車動力系統股份有限公司獨立董事，江鈴汽車股份有限公司獨立董事等職；工學博士。

**Mr. Chi Deqiang**, Chinese, aged 54, was appointed as an Independent Non-executive Director of the Company on 28 June 2023. He had held various positions including the legal manager of the legal department of Ping An Securities Co., Ltd., the senior manager of the investment banking division of China Eagle Securities Co., Ltd. and the senior manager of the investment banking division of Guosen Securities Co., Ltd.. He is currently an associate professor at the School of Law of Shandong University, independent director of Shandong Buchang Pharmaceuticals Co., Ltd., independent director of HyUnion Holding Co., Ltd., legal adviser of Ji'nan Municipal Government, lawyer of Shandong Jing Lu Law Firm, arbitrator of Qingdao and Ji'nan City, mediator of China Council for the Promotion of International Trade and China Chamber of International Commerce Shandong Mediation Centre, and expert member of Foreign-related Legal Committee of China Chamber of International Commerce Shandong Chamber of Commerce. Mr. Chi obtained a bachelor's degree in laws from Yantai University, a master's degree in laws and a doctoral degree in laws from Wuhan University. He is also a visiting scholar at the University of Washington School of Law.

遲德強先生，中國籍，54歲，於二零二三年六月二十八日獲委任為本公司獨立非執行董事；歷任平安證券有限責任公司法律部法務經理，大鵬證券有限責任公司投資銀行部高級經理，國信證券股份有限公司投資銀行部高級經理等職；現任山東大學法學院副教授，山東步長製藥股份有限公司獨立董事，海聯金匯科技股份有限公司獨立董事，濟南市人民政府法律顧問，山東京魯律師事務所律師，青島、濟南等市仲裁員，中國國際貿易促進委員會／中國國際商會山東調解中心調解員，中國國際商會山東商會涉外法律專業委員會專家委員等職；煙台大學法學專業學士，武漢大學法學專業碩士、博士，華盛頓大學法學院訪問學者。

**Mr. Zhao Fuquan**, American, aged 60, was appointed as an Independent Non-executive Director of the Company on 28 June 2023. He had held various positions including the research director of DaimlerChrysler Corporation (USA), vice president and general manager of the research and development centre of Brilliance Jinbei Automobile Co., Ltd., director of BMW Brilliance Automotive Ltd., chairman of Shanghai Hidea Auto Design Co., Ltd., president and director of research institute of Zhejiang Geely Holding Group Company Limited, executive director of Geely Automobile Holdings Limited, dean of Zhejiang Automotive Engineering Institute, chairman of the board of Australia DSI Holdings Ltd., director of Manganese Bronze Holdings, independent director of BAIC Motor Corporation Limited and independent director of Jiangsu Lopal Tech Co., Ltd. He is currently a professor and doctoral supervisor at the School of Vehicle and Mobility of Tsinghua University, dean of Tsinghua Automotive Strategy Research Institute (TASRI), honorary life chairman and the fellow of the first Academy of Technical Leadership of the International Federation of Automotive Engineering Societies (FISITA), fellow of China and American Society of Automotive Engineers, independent director of Guangzhou Automotive Group Co., Ltd., independent director of China Automotive Engineering Research Institute Co., Ltd. and independent director of Sanden Corporation. Mr. Zhao obtained a bachelor's degree in internal combustion engine from Jilin University of Technology, a master's degree and a doctoral degree in mechanical engineering from Hiroshima University, Japan.

**Mr. Xu Bing**, Chinese, aged 52, was appointed as an Independent Non-executive Director of the Company on 28 June 2023. He had held various positions including the deputy director of the Research Institute of Mechatronic Control Engineering at the School of Mechanical Engineering of Zhejiang University, independent director of Jiangsu Hengli Hydraulic Co., Ltd., independent non-executive Director of IPE Group Limited, independent director of Zhengjiang Haihong Hydraulics Technology Co., Ltd. and independent director of Jiangsu Vibo Hydraulics Co. Ltd.. He is currently a professor and doctoral supervisor at the School of Mechanical Engineering of Zhejiang University, head of the Department of Mechatronics Engineering, director of the State Key Laboratory of Fluid Power and Mechatronic Systems and independent director of Zhekuang Heavy Industries Co., Ltd. Mr. Xu obtained a bachelor's degree and a master's degree in fluid transmission and control, and a doctoral degree in mechatronics engineering from Zhejiang University.

**趙福全先生**，美國籍，60歲，於二零二三年六月二十八日獲委任為本公司獨立非執行董事；歷任美國戴姆勒-克萊斯勒公司研究總監，華晨金杯汽車有限公司副總裁兼研發中心總經理，華晨寶馬汽車有限公司董事，上海漢風汽車設計有限公司董事長，浙江吉利控股集團有限公司總裁兼研究院院長，吉利汽車控股有限公司(香港)執行董事，浙江汽車工程學院院長，澳大利亞DSI控股公司董事長，英國錳銅控股有限公司董事，北京汽車股份有限公司獨立董事，江蘇龍蟠科技股份有限公司獨立董事等職；現任清華大學車輛與運輸學院教授、博士生導師，汽車產業與技術戰略研究院(TASRI)院長，世界汽車工程師學會聯合會(FISITA)終身名譽主席和首屆技術領導力會士，中、美兩國汽車工程學會會士，廣州汽車集團股份有限公司獨立董事，中國汽車工程研究院股份有限公司獨立董事，日本三電株式會社獨立董事等職；吉林工業大學內燃機專業學士，日本廣島大學機械工程系碩士、博士。

**徐兵先生**，中國籍，52歲，於二零二三年六月二十八日獲委任為本公司獨立非執行董事；歷任浙江大學機械工程學院機械電子控制工程研究所副所長，江蘇恒立液壓股份有限公司獨立董事，國際精密集團有限公司獨立非執行董事，浙江海宏液壓科技股份有限公司獨立董事，江蘇威博液壓股份有限公司獨立董事等職；現任浙江大學機械工程學院教授、博士生導師，機械電子工程學系主任，流體動力基礎件與機電系統全國重點實驗室常務主任，浙礦重工股份有限公司獨立董事等職；浙江大學流體傳動及控制專業學士、碩士，機械電子工程專業博士。

**(2) SUPERVISORS**

**Mr. Wang Yanlei**, Chinese, aged 54, is currently the chairman of the supervisory committee of the Company. He joined Weifang Diesel Engine Factory in October 1985 and had held various positions including the general manager of the No. 2 Factory of the Company, the deputy general manager of Yangzhou Yaxing Motor Coach Co., Ltd., the chairman of Weichai (Yangzhou) Special Vehicles Co., Ltd., the chairman of the labour union of China National Heavy Duty Truck Group Co., Ltd., and the chairman of Weichai Power Yangzhou Diesel Engine Co., Ltd. Mr. Wang is currently the chairman of the labour union of the Company, and the chairman of the labour union and the chairman of supervisory committee of Weichai Group Holdings Limited. Mr. Wang holds a bachelor's degree.

**Mr. Wang Xuewen**, Chinese, aged 44, is a supervisor of the Company. Mr. Wang joined the Company in June 2003. He held various positions including the chief financial officer of various subsidiaries of the Company, head of the finance department of Weichai Group Holdings Limited and head of the finance department of China National Heavy Duty Truck Group Company Limited. He is currently the chief financial officer and deputy general manager of Weichai Group Holdings Limited, a director of Weichai Heavy-duty Machinery Co., Ltd. and a director and deputy general manager of Lovol Construction Machinery Group Co., Ltd. He is a senior accountant and obtained a master's degree in engineering in Shandong University.

**Mr. Zhao Yongchang**, Chinese, aged 46, is a supervisor of the Company. Mr. Zhao joined Weichai Diesel Engine Factory in June 1997. He had held various positions including director of the complaints and proposals office of the working department of the party committee of Weichai Group Holdings Limited. He is currently an assistant to the head of the working department of the Party Committee of the Company. He holds a bachelor's degree of the Company.

**(2) 監事**

**王延磊先生**，中國籍，54歲，本公司監事會主席；1985年10月加入濰坊柴油機廠，歷任本公司二號工廠廠長，揚州亞星客車股份有限公司副總經理，濰柴(揚州)特種車有限公司董事長，中國重型汽車集團有限公司工會主席，濰柴動力揚州柴油機有限責任公司董事長等職；現任本公司工會主席，濰柴控股集團有限公司工會主席、監事會主席等職；本科學歷。

**王學文先生**，中國籍，44歲，本公司監事；2003年6月加入本公司，歷任本公司多家子公司財務總監，濰柴控股集團有限公司財務部部長，中國重型汽車集團有限公司財務部部長等職；現任濰柴控股集團有限公司財務總監、副總經理，濰柴重機股份有限公司董事，雷沃重工集團有限公司董事、副總經理等職；高級會計師，山東大學工程碩士。

**趙永昌先生**，中國籍，46歲；本公司監事；1997年6月加入濰坊柴油機廠，歷任濰柴控股集團有限公司黨委工作部信訪室主任等職；現任本公司黨委工作部部長助理等職。本科學歷。

**(3) SENIOR MANAGEMENT**

**Mr. Wang Jian**, Chinese, aged 44, is a deputy general manager of the Company. He joined the Company in July 2003 and has been engaged in front-line work such as manufacturing and process innovation for a long term. He held various positions including chief technician, assistant to the president and vice president of the Company. He is currently the chief quality engineer and manufacturing director of the Company. He obtained a master's degree in engineering from Tianjin University. He is a senior engineer and a Weichai Excellent Engineer.

**Mr. Guo Shenggang**, Chinese, aged 47, is a deputy general manager of the Company. He joined Weichai Diesel Engine Factory in July 2000 and held various positions including engine platform director and application engineering director, managing director of the overseas R&D centre, assistant to the president and vice president of the Company. He is currently the chief designer of the Company, a deputy director of National Key Laboratory of Internal Combustion Engine and Power System of the Company. He holds a master's degree in engineering from Tianjin University. He was elected as an Industrial Leading Talent of Taishan and is a Weichai Excellent Engineer.

**Mr. Zhi Baojing**, Chinese, aged 58, is a deputy general manager of the Company. He had held various positions including the general manager of the sales company of Shaanxi Heavy-duty Motor Co., Ltd, an assistant to the general manager and a deputy general manager of Shaanxi Heavy-duty Motor Co., Ltd. He is currently a director of Shaanxi Automotive Group Co., Ltd. and the general manager of Shaanxi Heavy-duty Motor Co., Ltd. He obtained a bachelor's degree in engineering from Beijing Institute of Technology, an MBA degree from Shaanxi Master of Business Administration Institute and is a senior engineer.

**(3) 高級管理人員**

**王健先生**，中國籍，44歲，本公司副總經理；2003年7月加入本公司，長期從事生產製造、工藝創新等一綫工作，歷任本公司總工藝師、總裁助理、副總裁等職；現任本公司總質量師、製造總監等職；天津大學工程碩士，高級工程師；濰柴卓越工程師。

**郭聖剛先生**，中國籍，47歲，本公司副總經理；2000年7月加入濰坊柴油機廠，歷任本公司發動機平台總監、應用工程總監、海外研發中心管理總監、總裁助理、副總裁等職；現任本公司總設計師、內燃機與動力系統全國重點實驗室副主任等職；天津大學工程碩士，正高級工程師，入選「泰山產業領軍人才工程」，濰柴卓越工程師。

**支保京先生**，中國籍，58歲，本公司副總經理；歷任陝西重型汽車有限公司銷售公司總經理，陝西重型汽車有限公司總經理助理、副總經理等職；現任陝西汽車集團股份有限公司董事，陝西重型汽車有限公司總經理等職。北京理工大學工學學士、陝西工商管理碩士學院工商管理碩士，高級工程師。

**Mr. Cheng Guangxu**, Chinese, aged 51, is a deputy general manager of the Company. He had held various positions including the deputy chief technical officer and deputy general manager of marketing department of Yangzhou Diesel Engine Co., Ltd., assistant to the general manager of Weichai Power Yangzhou Diesel Engine Co., Ltd., general manager of truck power sales company of the Company, assistant to president and vice president of the Company. He is currently holding various positions including the director of the brand and marketing management department and general manager of major clients department of the Company. He obtained a bachelor's degree in engineering from Yangzhou University and is a senior engineer.

**Mr. Feng Gang**, Chinese, aged 59, is a deputy general manager of the Company. He joined Weichai Diesel Engine Factory in 1986 and has been engaged in front-line work such as scientific research and marketing for a long term. He had held various positions including the vice president and executive president of the Company. He is currently a director of Shantui Construction Machinery Co., Ltd., chairman of Weichai Hydraulic Transmission Co., Ltd. and Lovol Construction Machinery Group Co., Ltd., director of Weichai Lovol Intelligent Agricultural Technology Co., Ltd. and Shanzhong Jianji Co., Ltd. and chairman of Zhuzhou Gear Co., Ltd. He obtained a bachelor's degree in engineering from Luoyang Institute of Science and Technology and an MBA degree from Shanghai Jiao Tong University. He is a senior engineer, awardee of the National May 1st Labour Medal of China, famous expert in the domestic diesel engine industry. He was elected as an Industrial Leading Talent of Taishan and is a Weichai Excellent Engineer.

**Ms. Qu Hongkun**, Chinese, aged 43, is the chief financial officer of the Company. She joined the Company in July 2005 and had held various positions including the chief financial officer of Weichai Heavy-duty Machinery Co., Ltd., director of the finance department of Weichai Group Holdings Limited, director of the financial management department of Shandong Heavy Industry Group Co., Ltd., chief financial officer of China National Heavy Duty Truck Group Company Limited, director and financial controller of Sinotruk (Hong Kong) Limited, director of Shandong Heavy Industry Group Finance Co., Ltd., director of Yangzhou Yaxing Motor Coach Co., Ltd. and Shaanxi Fast Gear Co., Ltd., chairman of the supervisory committee of Weichai (Yangzhou) Yaxing Motor Company Limited, and head of the value engineering department of the Company. She obtained a bachelor's degree in management from Harbin Institute of Technology and is a senior accountant and certified public accountant.

**程廣旭先生**，中國籍，51歲，本公司副總經理；歷任揚州柴油機有限責任公司副總工程師、營銷部副總經理，濰柴動力揚州柴油機有限責任公司總經理助理，本公司卡車動力銷售公司總經理、總裁助理、副總裁等職；現任本公司品牌與市場管理部部長、大客戶部總經理等職；揚州大學工學學士，高級工程師。

**馮剛先生**，中國籍，59歲，本公司副總經理；1986年加入濰坊柴油機廠，長期從事科研、營銷等一線工作，歷任本公司副總裁、執行總裁等職；現任山推工程機械股份有限公司董事，濰柴液壓傳動有限公司董事長，雷沃重工集團有限公司董事長，濰柴雷沃智慧農業科技股份有限公司董事，山重建機有限公司董事，株洲齒輪有限責任公司董事長等職；洛陽工學院工學學士、上海交通大學工商管理碩士，高級工程師；全國五一勞動獎章獲得者，是我國柴油機行業的著名專家，入選「泰山產業領軍人才工程」，濰柴卓越工程師。

**曲洪坤女士**，中國籍，43歲，本公司財務總監；2005年7月加入本公司，歷任濰柴重機股份有限公司財務總監，濰柴控股集團有限公司財務部部長，山東重工集團有限公司財務管理部部長，中國重型汽車集團有限公司財務總監，中國重汽(香港)有限公司董事、財務總監，山東重工集團財務有限公司董事，揚州亞星客車股份有限公司董事，陝西法士特齒輪有限責任公司董事，濰柴(揚州)亞星汽車有限公司監事會主席，本公司價值工程總監等職；哈爾濱工業大學管理學學士，正高級會計師，註冊會計師。



**Mr. Ding Yingdong**, Chinese, aged 55, is a deputy general manager of the Company. Mr. Ding joined Weifang Diesel Engine Factory in 1990 and had held various positions including the deputy director of corporate planning department and director of human resources department of Weifang Diesel Engine Factory, director of human resources and corporate management department, director of the operational management department, supervisor and assistant to president of the Company and supervisor of Weichai Group Holdings Limited. He is currently holding various positions including the general manager of the Shanghai branch and director of the Shanghai operation centre of the Company, and director of Yangzhou Yaxing Motor Coach Co., Ltd. Mr. Ding is a senior economist and holds the qualification of senior manager of corporate human resources. He obtained a bachelor's degree in engineering from Shandong University and an MBA degree from Fudan University.

**Mr. Jin Zhao**, Chinese, aged 38, is a deputy general manager of the Company. He joined the Company in July 2005 and had held various positions including the general manager of Shandong Weichai Import and Export Co., Ltd, director of import and export business, assistant to the president and vice president of the Company, and general manager of Weichai Power System Affairs Division. He is currently a general representative of Baudouin International Engine Co., Ltd. He obtained a bachelor's degree in management from Harbin Institute of Technology and is a senior engineer.

**Mr. Li Pengcheng**, Chinese, aged 40, is a deputy general manager of the Company. Mr. Li joined the Company in July 2006. He had held various positions including the director of the marketing department, general manager of the heavy-duty vehicle power sales company, sales director of commercial vehicle powertrain and assistant to the president of the Company. He obtained a bachelor's degree in engineering from North University of China.

**Mr. Xiao Qisheng**, Chinese, aged 52, is a deputy general manager of the Company. Mr. Xiao joined the Company in March 2005. He had held various positions including the application engineering director, sales director, sales director of non-road powertrain business and assistant to the president of the Company. He is currently a director of Shantui Construction Machinery Co., Ltd. He obtained a bachelor's degree in engineering from Zhejiang University and is a senior engineer.

丁迎東先生，中國籍，55歲，本公司副總經理；1990年加入濰坊柴油機廠，歷任濰坊柴油機廠企業策劃部副部長、人力資源部部長，本公司人力資源與企業管理部部長、運營管理部部長、監事、總裁助理，濰柴控股集團有限公司監事等職；現任本公司上海分公司總經理、上海運營中心主任，揚州亞星客車股份有限公司董事等職；高級經濟師，高級企業人力資源管理師職業資格，山東大學工學學士，復旦大學工商管理碩士。

金釗先生，中國籍，38歲，本公司副總經理；2005年7月加入本公司，歷任山東濰柴進出口有限公司總經理，本公司進出口業務總監、總裁助理、副總裁，濰柴電力系統事業部總經理等職；現任本公司駐博杜安國際發動機有限公司總代表等職；哈爾濱工業大學工學學士，正高級工程師。

李鵬程先生，中國籍，40歲，本公司副總經理；2006年7月加入本公司，歷任本公司市場部部長、重型車動力銷售公司總經理、商用車動力總成銷售總監、總裁助理等職；中北大學工學學士。

肖奇勝先生，中國籍，52歲，本公司副總經理；2005年3月加入本公司，歷任本公司應用工程總監、銷售總監、非道路動力總成銷售總監、總裁助理等職；現任山推工程機械股份有限公司董事等職；浙江大學工學學士，正高級工程師。

**Mr. Wang Lingjin**, Chinese, aged 50, is a deputy general manager of the Company. Mr. Wang joined the Company in January 2018. He had held various positions including the vice president of the engine research institute, president of the large-diameter engine research institute, director of the large-diameter engine platform and assistant to the president of the Company. He is currently the deputy chief engineer, deputy chief designer, and chief designer of large-diameter diesel engines of the Company. He obtained a master's degree in engineering from Shandong University and is a senior engineer and a Weichai Excellent Engineer.

**Ms. Ling Yun**, Chinese, aged 52, is a deputy general manager of the Company. She joined Weichai Diesel Engine Factory in November 1989 and held various positions including the assistant to the head of the financial department of Weichai Diesel Engine Factory, chief financial officer of Shandong Weichai Import and Export Co., Ltd., head of the planning and finance department and director of Weichai Group Holdings Limited, head of the finance department and assistant to the president of the Company, head of the financial management department of Shandong Heavy Industry Group Co., Ltd., chairman of the supervisory committee of Shantui Construction Machinery Co., Ltd. and director of Shandong Heavy Industry Group Finance Co., Ltd. She is currently a director of and chief financial officer of Shaanxi Heavy-duty Motor Company Limited, and director of Shaanxi Hande Axle Co., Ltd. She obtained a master's degree in science from Hong Kong Baptist University and is a senior accountant, certified public accountant and certified public valuer.

王令金先生，中國籍，50歲，本公司副總經理；2018年1月加入本公司，歷任本公司發動機研究院副院長、大缸徑發動機研究院院長、大缸徑發動機平台總監、總裁助理等職；現任本公司副總工程師、副總設計師、大缸徑柴油機總設計師等職；山東大學工程碩士，正高級工程師；濰柴卓越工程師。

凌芸女士，中國籍，52歲，本公司副總經理；1989年11月加入濰坊柴油機廠，歷任濰坊柴油機廠財務部部長助理，山東濰柴進出口有限公司財務總監，濰柴控股集團有限公司計劃財務部部長、董事，本公司財務部部長、總裁助理，山東重工集團有限公司財務管理部部長，山推工程機械股份有限公司監事會主席，山東重工集團財務有限公司董事等職；現任陝西重型汽車有限公司董事、財務總監，陝西漢德車橋有限公司董事等職；香港浸會大學理學碩士，正高級會計師，註冊會計師，註冊資產評估師。

**Mr. Gao Tianchao**, Chinese, aged 39, is the secretary to the Board of the Company. He joined the Company in April 2010. He held various positions including a deputy director of the office of the board of directors and deputy director of the investment management department of the Company. He is currently the director of the office of the board of directors and director of the capital operation department of the Company. He obtained a bachelor's degree in economics from Massey University in New Zealand.

**Ms. Hu Yunyun**, Chinese, aged 42, is the company secretary and authorised representative of the Company. She joined the Company in July 2006 and held various positions including the operations manager of the Company's Hong Kong Office and assistant company secretary of the Company. She is currently a deputy general representative for Hong Kong affairs under the Company's office and a director of Weichai International Hong Kong Energy Group Co., Limited, and Weichai Holding Group (Hong Kong) Investment Co., Ltd. She obtained a bachelor's degree in engineering and master's degree in management from Hefei University of Technology. She is an accountant and an associate of the Association of Chartered Certified Accountants (ACCA).

**高天超先生**，中國籍，39歲，本公司董事會秘書；2010年4月加入本公司，歷任本公司董事會辦公室副主任、投資管理部副部長等職；現任本公司董事會辦公室主任、資本運營部部長等職；新西蘭奧克蘭梅西大學經濟學學士。

**胡云云女士**，中國籍，42歲，本公司公司秘書及授權代表；2006年7月加入本公司，歷任本公司辦公室香港辦事處業務經理、助理公司秘書等職；現任本公司辦公室香港事務副總代表，濰柴國際(香港)能源集團有限公司董事，濰柴控股集團(香港)投資有限公司董事等職；合肥工業大學工學學士、管理學碩士，會計師，特許公認會計師公會會員(ACCA)。

## DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Group for the year ended 31 December 2023.

### PRINCIPAL ACTIVITIES

The Group is one of the vehicle and equipment manufacturing conglomerates in the PRC with the best comprehensive strengths. Over the years, the Group has adhered to the operational strategy of driving development through both products and capital operations, and is dedicated to creating products with 3 aspects of core competitiveness, namely quality, technology and cost-effectiveness. It has successfully formed a new pattern of synergetic development among business segments including powertrains (engines, transmissions, axles and hydraulics), complete vehicles, agricultural equipment and intelligent logistics. The major products of the Group include a full range of engines, transmissions, axles, hydraulic products, heavy-duty vehicles, forklifts, supply chain solutions, fuel cell systems and parts and components, agricultural equipment, automotive electronics and parts and components, etc. The activities of its principal subsidiaries and associates are set out in Note VIII to the financial statement.

### BUSINESS REVIEW

The business review, major risks, financial analysis and future prospects of the Group for the year ended 31 December 2023 are set out in Chairman's Statement on pages 7 to 16 and Management Discussion and Analysis on pages 17 to 37. The Chairman's Statement and the Management Discussion and Analysis form part of the Directors' Report.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 142 to 473.

The Board proposed to distribute to all shareholders of a cash dividend of RMB2.93 (including tax) for every 10 shares held, without any capitalisation of reserve, based on the total number of shares of 8,717,561,296 shares eligible for profit distribution (calculated by deducting 8,995,525 shares in the securities account designated for share repurchase from the total share capital of the Company of 8,726,556,821 shares) as at 31 December 2023. Upon the implementation of the 2023 dividends distribution plan, if there is a change in the total amount of shares eligible for profit distribution, the Company will adjust the total amount of profit distribution in accordance with the principle that "the distribution proportion shall remain unchanged" on the basis of the total number of shares eligible for profit distribution as at the record date for the implementation of the distribution plan for A shares.

## 董事會報告

董事會謹此提呈截至二零二三年十二月三十一日止年度的年度董事會報告及本集團經審核財務報表。

### 主要業務

本集團是中國綜合實力最強的汽車及裝備製造產業集團之一，多年來，本集團堅持產品經營、資本運營雙輪驅動，致力於打造最具品質、技術和成本三大核心競爭力的產品，成功構築起了動力總成(發動機、變速箱、車橋、液壓)、整車整機、農業裝備、智能物流等產業板塊協同發展的新格局。本集團主要產品包括全系列發動機、變速箱、車橋、液壓產品、重型汽車、叉車、供應鏈解決方案、燃料電池系統及零部件、農業裝備、汽車電子及零部件等。本公司旗下主要附屬公司及聯營公司的業務載於財務報表附註八。

### 業績回顧

本集團截至二零二三年十二月三十一日止年度業績回顧、公司面對的主要風險、財務分析及未來展望載於第7頁至第16頁主席報告書和第17頁至第37頁管理層討論與分析。主席報告書及管理層討論與分析構成董事會報告一部分。

### 業績及分配

本集團截至二零二三年十二月三十一日止年度的業績及本公司與本集團於該日的財務狀況載於第142至473頁的財務報表。

董事會建議以截至二零二三年十二月三十一日公司享有利潤分配權的股份總額8,717,561,296股(公司總股本8,726,556,821股扣除回購專戶中的股份數量8,995,525股)為基數，向全體股東每10股派發現金紅利2.93元(含稅)，不以公積金轉增股本。二零二三年度分紅派息方案實施時，如享有利潤分配權的股份總額發生變動，公司則以A股實施分配方案股權登記日時享有利潤分配權的股份總額為基數，按照「分配比例不變」原則對分紅總金額進行相應調整。

## SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 476. This summary does not form part of the audited financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the Year are set out in Note V.18 to the financial statements.

## INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the Year are set out in Note V.17 to the financial statements.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in Note V.46 to the financial statements.

## RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in Notes V.47 to 52 to the financial statements and in the statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserve available for distribution, calculated in accordance with the relevant regulations, amounted to RMB42,820,831,024.90.

## CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions totaling approximately RMB1.06 million.

## 財務資料摘要

本集團過去五個財政年度的公佈業績及資產、負債及少數股東權益的摘要(摘自經審核財務報表及經重列/重新分類(如適用))載於第476頁。此摘要並不構成經審核財務報表的一部份。

## 物業、機器及設備

本公司及本集團物業、機器及設備的年內變動詳情載於財務報表附註五、18。

## 投資物業

本集團投資物業的年內變動詳情載於財務報表附註五、17。

## 股本

本公司股本的年內變動詳情載於財務報表附註五、46。

## 儲備

本公司及本集團儲備的年度變動詳情載於財務報表附註五、47至52及股東權益變動表。

## 可分派儲備

於二零二三年十二月三十一日，根據相關規例計算，本公司的可供分派儲備為人民幣42,820,831,024.90元。

## 慈善捐款

年內，本集團作出約人民幣106萬元之慈善捐款。

## DIRECTORS AND SUPERVISORS

The directors and supervisors of the Company during the Year and up to the date of this report were:

### Executive Directors

Tan Xuguang (*Chairman*)

Zhang Quan (*appointed as the Vice Chairman on 5 June 2023*)

Ma Changhai (*appointed on 28 June 2023*)

Wang Decheng (*appointed as an executive director on 28 June 2023, and as the Chief Executive Officer on 13 October 2023*)

Sun Shaojun

Yuan Hongming

Ma Xuyao (*appointed on 28 June 2023*)

Xu Xinyu (*resigned on 28 June 2023*)

Yan Jianbo (*resigned on 5 June 2023*)

### Non-executive Directors

Zhang Liangfu

Richard Robinson Smith

(*appointed on 28 June 2023*)

Michael Martin Macht

Jiang Kui (*resigned on 5 June 2023*)

Gordon Riske (*resigned on 5 June 2023*)

### Independent Non-executive Directors

Jiang Yan

Yu Zhuoping

Chi Deqiang (*appointed on 28 June 2023*)

Zhao Fuquan (*appointed on 28 June 2023*)

Xu Bing (*appointed on 28 June 2023*)

Li Hongwu (*retired on 28 June 2023*)

Wen Daocai (*resigned on 28 June 2023*)

Zhao Huifang (*resigned on 28 June 2023*)

## SUPERVISORS

Wang Yanlei

Wang Xuewen

Zhao Yongchang (*appointed on 26 May 2023*)

Ma Changhai (*resigned on 26 May 2023*)

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and as at the date of this report, the Company still considers that all of the independent non-executive directors are independent.

## 董事及監事

於本年度及截至本報告日期，本公司董事及監事如下：

### 執行董事

譚旭光(董事長)

張 泉(於二零二三年六月五日上任為副董事長)

馬常海(於二零二三年六月二十八日上任)

王德成(於二零二三年六月二十八日上任為執行董事，於二零二三年十月十三日上任為首席執行官)

孫少軍

袁宏明

馬旭耀(於二零二三年六月二十八日上任)

徐新玉(於二零二三年六月二十八日辭任)

嚴鑾鉞(於二零二三年六月五日辭任)

### 非執行董事

張良富

Richard Robinson Smith

(於二零二三年六月二十八日上任)

Michael Martin Macht

江 奎(於二零二三年六月五日辭任)

Gordon Riske (於二零二三年六月五日辭任)

### 獨立非執行董事

蔣 彥

余卓平

遲德強(於二零二三年六月二十八日上任)

趙福全(於二零二三年六月二十八日上任)

徐 兵(於二零二三年六月二十八日上任)

李洪武(於二零二三年六月二十八日退任)

聞道才(於二零二三年六月二十八日辭任)

趙惠芳(於二零二三年六月二十八日辭任)

## 監事

王延磊

王學文

趙永昌(於二零二三年五月二十六日上任)

馬常海(於二零二三年五月二十六日辭任)

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條就其獨立身份作出的年度確認，於本報告日期，本公司仍認為各獨立非執行董事均屬獨立人士。

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 38 to 50 of the annual report.

### DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

The executive directors, non-executive directors, independent non-executive directors and supervisors of the Company have not entered into any service contract with the Company. The term of office of Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Sun Shaojun and Mr. Yuan Hongming, all being executive directors; Mr. Zhang Liangfu and Mr. Michael Martin Macht, all being non-executive directors; Ms. Jiang Yan and Mr. Yu Zhuoping, all being independent non-executive directors, commenced from 28 June 2021 until the conclusion of the 2023 Annual General Meeting. The term of office of Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao, all being executive directors; Mr. Richard Robinson Smith, being a non-executive director; Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing, all being independent non-executive directors, commenced from 28 June 2023 until the conclusion of the 2023 Annual General Meeting. The term of office of Mr. Wang Yanlei, Mr. Wang Xuewen and Mr. Zhao Yongchang, all being supervisors, commenced from 9 September 2022, 28 June 2022 and 26 May 2023, respectively, until the conclusion of the 2023 Annual General Meeting.

None of the above directors and supervisors has entered into a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

### DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No director, supervisor or entity connected with a director or supervisor had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during or at the end of the Year.

### PERMITTED INDEMNITY PROVISION

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the directors of the Group. At no time during the year ended 31 December 2023 and up to the date of this report, was or is there any permitted indemnity provision being in force for the benefit of any of the directors of the Group.

### 董事及高級管理人員的簡歷

本公司董事及本集團高級管理人員的簡歷詳情載於年報第38至50頁。

### 董事及監事服務合約

本公司各執行董事、非執行董事、獨立非執行董事及監事未與本公司訂立服務合約，執行董事譚旭光先生、張泉先生、孫少軍先生及袁宏明先生、非執行董事張良富先生、Michael Martin Macht先生、獨立非執行董事蔣彥女士、余卓平先生之任期自二零二一年六月二十八日起至二零二三年股東周年大會結束止，執行董事馬常海先生、王德成先生、馬旭耀先生，非執行董事Richard Robinson Smith先生、獨立非執行董事遲德強先生、趙福全先生及徐兵先生之任期由二零二三年六月二十八日起至二零二三年股東周年大會結束止。監事王延磊先生、王學文先生及趙永昌先生之任期分別由二零二二年九月九日、二零二二年六月二十八日及二零二三年五月二十六日起至二零二三年股東周年大會結束止。

上述董事及監事概無與本公司或其任何子公司訂立任何不可於一年內由本公司毋須賠償(法定補償除外)而予終止的服務合約。

### 董事及監事於重大合約的權益

概無董事、監事或與董事或監事關聯的企業於本公司、其控股公司、附屬公司或同系附屬公司年內或年終所訂立，對本集團業務屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

### 獲許可彌償條文

本公司已投購董事責任保險，為本集團董事提供合適保障。於二零二三年十二月三十一日止年度內及截至本報告日，概無任何有利本集團任何董事的獲許可彌償條文生效。

## DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the interests and short position (if any) of the directors, the chief executives and the supervisors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

Name of director	Capacity	Number of "A" shares held	Number of "H" shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持 A 股數目	所持 H 股數目	佔本公司已發行股本百分比
Tan Xuguang 譚旭光	Beneficial owner 實益擁有人	58,842,596 (Note 1)(附註1)	—	0.67%
Zhang Quan 張泉	Beneficial owner 實益擁有人	13,684,324 (Note 1)(附註1)	—	0.16%
Wang Decheng 王德成	Beneficial owner 實益擁有人	800,000	—	0.01%
Sun Shaojun 孫少軍	Beneficial owner 實益擁有人	13,684,324 (Note 1)(附註1)	—	0.16%
Yuan Hongming 袁宏明	Beneficial owner 實益擁有人	1,000,440	—	0.011%
	Interest held by spouse 配偶持有人權益	444	—	0.000005%
		<b>1,000,884</b>		<b>0.011%</b>

Notes:

- These shares were derived from the previous domestic shares of the Company. The domestic shares were ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi or credited as fully paid up. These shares became A shares of the Company upon the A share listing of the Company on the Shenzhen Stock Exchange.
- All the shareholding interests listed in the above table are "long" position.
- The percentages disclosed in the above table were calculated based on the total number of issued shares of the Company as at 31 December 2023, i.e. 8,726,556,821 shares (comprised of 6,783,516,821 A shares and 1,943,040,000 H shares).

## 董事及監事於股份及相關股份的權益

於二零二三年十二月三十一日，董事、最高行政人員及監事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄，或根據上市公司董事進行證券交易的標準守則(「標準守則」)規定已知會本公司及香港聯合交易所有限公司(「香港聯交所」)的權益及短倉(如有)如下：

Name of director	Capacity	Number of "A" shares held	Number of "H" shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持 A 股數目	所持 H 股數目	佔本公司已發行股本百分比
Tan Xuguang 譚旭光	Beneficial owner 實益擁有人	58,842,596 (Note 1)(附註1)	—	0.67%
Zhang Quan 張泉	Beneficial owner 實益擁有人	13,684,324 (Note 1)(附註1)	—	0.16%
Wang Decheng 王德成	Beneficial owner 實益擁有人	800,000	—	0.01%
Sun Shaojun 孫少軍	Beneficial owner 實益擁有人	13,684,324 (Note 1)(附註1)	—	0.16%
Yuan Hongming 袁宏明	Beneficial owner 實益擁有人	1,000,440	—	0.011%
	Interest held by spouse 配偶持有人權益	444	—	0.000005%
		<b>1,000,884</b>		<b>0.011%</b>

附註：

- 該等股份之前為本公司內資股。內資股為本公司發行的普通股，以人民幣列值，每股面值人民幣1.00元，以人民幣認購及繳足或入賬列為繳足。該等股份於本公司A股在深圳證券交易所上市後成為本公司之A股。
- 上表所列的所有股權權益均為好倉。
- 上表所披露的百分比是根據本公司在二零二三年十二月三十一日發行的股份總數8,726,556,821(含6,783,516,821股A股及1,943,040,000股H股)計算的。



Interests in the shares of associated corporations of the Company

於本公司相關法團股份的權益

Name of director	Name of associated corporation	Nature of interest	Class and number of securities interested or deemed to be interested	Approximate percentage interest in the entire issued share capital of associated corporation
董事姓名	相關法團名稱	權益性質	持有權益或被視為持有權益的證券類別及數目	佔相關法團全部已發行股本的權益概約百分比
Richard Robinson Smith	KION Group AG ("KION")	Beneficial owner  實益擁有人	50,000 ordinary shares 50,000股普通股	0.04%

Save as disclosed above, as at 31 December 2023, none of the Directors, the chief executives nor the supervisors had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code.

除上文所披露者外，於二零二三年十二月三十一日，概無董事、最高行政人員或監事於本公司或其任何相聯法團的股份、相關股份或債券中擁有根據證券及期貨條例第352條規定須記錄於該條例所述存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司的權益或淡倉。

## DETAILS OF CHANGES IN SHARE CAPITAL AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

## 股本變動和主要股東持股情況

### (I) Changes in share capital

### (I) 股本變動情況

#### 1. Changes in share capital (as at 31 December 2023)

#### 1. 股本變動情況表(截至二零二三年十二月三十一日)

	Before the movement 本次變動前		Increase/decrease in the movement (+, -) 本次變動增減(+, -)					After the movement 本次變動後	
	No. of shares 數量	Percentage 比例	New shares issued 發行新股	Bonus issue 送股	Transfer of surplus to capital 公積金轉股	Others 其他	Sub-total 小計	No. of shares 數量	Percentage 比例
I. Restricted circulating shares 一、有限售條件股份	1,735,186,683	19.88%	-	-	-	76,697,952	76,697,952	1,811,884,635	20.76%
1. State-owned legal person shares 國有法人持股	1,642,531,008	18.82%	-	-	-	-	-	1,642,531,008	18.82%
2. Shares held by other domestic entities 其他內資持股	92,655,675	1.06%	-	-	-	76,527,952	76,527,952	169,183,627	1.94%
Incl.: Shares held by domestic natural persons 其中：境內自然人持股	92,655,675	1.06%	-	-	-	76,527,952	76,527,952	169,183,627	1.94%
3. Shares held by other foreign entities 外資持股	0	0.00%	-	-	-	170,000	170,000	170,000	0.00%
Incl.: Shares held by foreign natural persons 其中：境外自然人持股	0	0.00%	-	-	-	170,000	170,000	170,000	0.00%
II. Non-restricted circulating shares 二、無限售條件股份	6,991,370,138	80.12%	-	-	-	-76,697,952	-76,697,952	6,914,672,186	79.24%
1. RMB ordinary shares 人民幣普通股	5,048,330,138	57.85%	-	-	-	-76,697,952	-76,697,952	4,971,632,186	56.97%
2. Overseas listed foreign shares 境外上市的外資股	1,943,040,000	22.27%	-	-	-	-	-	1,943,040,000	22.27%
III. Total number of shares 三、股份總數	8,726,556,821	100.00%	-	-	-	-	-	8,726,556,821	100.00%

## (II) Shareholdings of the Substantial Shareholders (as at 31 December 2023)

**Total number of Shareholders** The number of shareholders is 281,219 among which 280,985 are shareholders of "A" shares and 234 are shareholders of "H" shares.

## (II) 主要股東持股情況(於二零二三年十二月三十一日)

股東總數 共281,219戶，其中A股股東280,985戶，H股股東234戶。

## Shareholdings of the top ten shareholders

## 前10名股東持股情況

Name of shareholder	Type of shareholder	Percentage of shares held	Total number of shares held as at the end of the reporting period	Number of restricted shares held	Pledged, marked or frozen
股東名稱	股東性質	持股比例	報告期末持股數量	持有有限售條件的股份數量	質押、標記或凍結情況
HKSCC Nominees Limited 香港中央結算代理人有限公司	Foreign shareholder 外資股東	22.22%	1,938,829,965	-	-
Weichai Group Holdings Limited 濰柴控股集團有限公司	State-owned legal person 國有法人	16.30%	1,422,550,620	1,345,905,600	-
Hong Kong Securities Clearing Company Limited 香港中央結算有限公司	Overseas legal person 境外法人	6.70%	584,632,741	-	-
Weifang Investment Group Company Limited 濰坊市投資集團有限公司	State-owned legal person 國有法人	3.40%	296,625,408	296,625,408	-
China Securities Finance Corporation Limited 中國證券金融股份有限公司	Domestic non-state-owned legal person 境內非國有法人	1.87%	163,608,906	-	-
IVM Technical Consultants Wien Gesellschaft m.b.H. 奧地利IVM技術諮詢維也納有限公司	Overseas legal person 境外法人	1.31%	113,938,700	-	-
Shandong Enterprise Trust Operation Company Limited 山東省企業託管經營股份有限公司	Domestic non-state-owned legal person 境內非國有法人	0.74%	64,879,893	-	-
Tan Xuguang 譚旭光	Domestic natural person 境內自然人	0.67%	58,842,596	44,131,947	-
National Social Security Fund 114 全國社保基金一一四組合	Funds and wealth management products etc. 基金、理財產品等	0.64%	55,682,257	-	-
National Manufacturing Transformation and Upgrade Fund Co., Ltd.* 國家製造業轉型升級基金股份有限公司	State-owned legal person 國有法人	0.49%	42,682,926	-	-

## Shareholdings of the top ten non-restricted shareholders

## 前10名無限售條件股東持股情況

Name of shareholder 股東名稱	Number of the non-restricted shares held as at the end of the reporting period 報告期末持有無限售條件股份數量	Types of shares 股份種類
HKSCC Nominees Limited 香港中央結算代理人有限公司	1,938,829,965	Overseas listed foreign shares 境外上市外資股
Hong Kong Securities Clearing Company Limited 香港中央結算有限公司	584,632,741	RMB ordinary shares 人民幣普通股
China Securities Finance Corporation Limited 中國證券金融股份有限公司	163,608,906	RMB ordinary shares 人民幣普通股
IVM Technical Consultants Wien Gesellschaft m.b.H. 奧地利IVM技術諮詢維也納有限公司	113,938,700	RMB ordinary shares 人民幣普通股
Weichai Group Holdings Limited 濰柴控股集團有限公司	76,645,020	RMB ordinary shares 人民幣普通股
Shandong Enterprise Trust Operation Company Limited 山東省企業託管經營股份有限公司	64,879,893	RMB ordinary shares 人民幣普通股
National Social Security Fund 114 全國社保基金一一四組合	55,682,257	RMB ordinary shares 人民幣普通股
National Manufacturing Transformation and Upgrade Fund Co., Ltd. 國家製造業轉型升級基金股份有限公司	42,682,926	RMB ordinary shares 人民幣普通股
Industrial and Commercial Bank of China Limited – Huatai Bairui CSI 300 Trading Index Securities Investment Open-ended Fund 中國工商銀行股份有限公司—華泰柏瑞滬深300交易型開放式指數證券投資基金	40,532,186	RMB ordinary shares 人民幣普通股
Huaxia Fund-Agricultural Bank of China-Huaxia Zhongzheng Financial Asset Management Plan 華夏基金—農業銀行—華夏中證金融資產管理計劃	33,002,800	RMB ordinary shares 人民幣普通股

## Notes:

- Among the aforesaid shareholders, Mr. Tan Xuguang is the chairman of Weichai Group Holdings Limited. It is not certain whether there is any connected relationship among other top ten shareholders and the other top ten non-restricted shareholders, or whether there is any acting in concert relationship among them.
- As at the end of the reporting period, the Company's securities account designated for repurchased shares holds 8,995,525 shares of the Company, representing 0.1% of the total share capital of the Company.

## 附註:

- 以上股東中，譚旭光先生為濰柴控股集團有限公司董事長。本公司未知其他前十名股東及其他前十名無限售條件股東之間是否存在關聯關係，也未知其是否屬於一致行動人士。
- 截止本報告期末，本公司回購專用證券賬戶中持有公司股份8,995,525股，佔公司總股份比例為0.1%。

## SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO (including interests filed with the Hong Kong Stock Exchange) shows that as at 31 December 2023, the following persons (other than directors, chief executives and supervisors) had the following interests and short positions (if any) in the shares and underlying shares of the Company:

## 主要股東

本公司根據證券及期貨條例第336條存置的主要股東登記冊(包括向香港聯交所申報的利益)顯示,於二零二三年十二月三十一日,下列人士(董事、高級管理人員及監事除外)在本公司股份及相關股份中擁有下列權益及短倉(如有):

Name	Capacity	Long/ Short position	Number of A shares	Percentage of share capital comprising only A shares	Number of H shares	Percentage of share capital comprising only H shares	Percentage of total issued share capital
名稱	身份	好倉/ 淡倉	A股數目	佔A股股本 百分比	H股數目	佔H股股本 百分比	佔已發行 股本總數 百分比
Weichai Group Holdings Limited 濰柴控股集團有限公司	Beneficial owner 實益擁有人	Long 好倉	1,422,550,620	20.97%	-	-	16.30%
Shandong Heavy Industry Group Co., Ltd. (Note 1) 山東重工集團有限公司(附註1)	Interest of corporation controlled by you 你所控制的法團的權益	Long 好倉	1,422,550,620	20.97%	-	-	16.30%
Brandes Investment Partners, LP (Note 3) (附註3)	Investment manager 投資經理	Long 好倉	-	-	78,578,612	16.18%	3.60%
Lazard Emerging Markets Equity Portfolio (Note 4) (附註4)	Investment manager 投資經理	Long 好倉	-	-	23,707,500	5.86%	1.30%
Barclays PLC (Note 3) (附註3)	Person having a security interest in shares 持有股份的保證權益的人	Long 好倉	-	-	525,552	0.11%	0.02%
	Interest of corporation controlled by you 你所控制的法團的權益	Long 好倉	-	-	25,453,050	5.24%	1.17%
					25,978,602	5.35%	1.19%
	Interest of corporation controlled by you 你所控制的法團的權益	Short 淡倉	-	-	24,102,475	4.96%	1.10%

Name	Capacity	Long/ Short position	Number of A shares	Percentage of share capital comprising only A shares	Number of H shares	Percentage of share capital comprising only H shares	Percentage of total issued share capital
名稱	身份	好倉/ 淡倉	A股數目	佔A股股本 百分比	H股數目	佔H股股本 百分比	佔已發行 股本總數 百分比
Morgan Stanley (Note 2) (附註2)	Interest of corporation controlled by you 你所控制的法團的權益	Long 好倉	-	-	49,335,508	5.08%	1.13%
	Interest of corporation controlled by you 你所控制的法團的權益	Short 淡倉	-	-	42,078,545	4.33%	0.96%
Lazard Asset Management LLC	Investment manager 投資經理	Long 好倉	-	-	156,532,231	8.06%	1.79%
Pzena Investment Management, LLC	Investment manager 投資經理	Long 好倉	-	-	134,626,000	6.93%	1.54%
	Beneficial owner 實益擁有人	Long 好倉	-	-	689,000	0.03%	0.01%
					135,315,000	6.96%	1.55%
Citigroup Inc.	Interest of corporation controlled by you 你所控制的法團的權益	Long 好倉	-	-	4,212,066	0.22%	0.05%
	Approved lending agent 核准借出代理人	Long 好倉	-	-	126,978,467	6.53%	1.46%
					131,190,533	6.75%	1.50%
	Interest of corporation controlled by you 你所控制的法團的權益	Short 淡倉	-	-	3,830,707	0.19%	0.04%
JPMorgan Chase & Co.	Interest of corporation controlled by you 你所控制的法團的權益	Long 好倉	-	-	16,923,662	0.87%	0.19%
	Investment manager 投資經理	Long 好倉	-	-	33,398,040	1.72%	0.38%

Name	Capacity	Long/ Short position	Number of A shares	Percentage of share capital comprising only A shares	Number of H shares	Percentage of share capital comprising only H shares	Percentage of total issued share capital
名稱	身份	好倉/ 淡倉	A股數目	佔A股股本 百分比	H股數目	佔H股股本 百分比	佔已發行 股本總數 百分比
	Person having a security interest in shares 持有股份的保證權益的人	Long 好倉	-	-	2,969,351	0.15%	0.03%
	Approved lending agent 核准借出代理人	Long 好倉	-	-	61,010,046	3.14%	0.70%
					114,301,099	5.88%	1.31%
	Interest of corporation controlled by you 你所控制的法團的權益	Short 淡倉	-	-	10,200,363	0.52%	0.12%
Brown Brothers Harriman & Co.	Approved lending agent 核准借出代理人	Long 好倉	-	-	97,242,422	5.00%	1.11%

## Notes:

1. Shandong Heavy Industry Group Co., Ltd., a subsidiary of State-owned Assets Supervision and Administration Commission of Shandong Province, held the entire share capital of Weichai Group Holdings Limited (formerly known as Weifang Diesel Engine Works).
2. The number of H shares reported above held by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 21 July 2017 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.
3. The number of H shares reported above held by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 20 August 2015 and 21 July 2017 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.
4. The number of H shares reported above held by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 17 August 2012, 20 August 2015 and 21 July 2017 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2023.

## 附註:

1. 山東省國有資產監督管理委員會的附屬公司山東重工集團有限公司持有濰柴控股集團有限公司(前稱為濰坊柴油機廠)的全部股本。
2. 上述呈列之相關主要股東持有之H股數目並無計及本公司於二零一七年七月二十一日的紅股派發行動，此乃由於根據證券及期貨條例，倘主要股東之股權百分比並無變動，則毋須披露權益。
3. 上述呈列之相關主要股東持有之H股數目並無計及本公司於二零一五年八月二十日及二零一七年七月二十一日的紅股派發行動，此乃由於根據證券及期貨條例，倘主要股東之股權百分比並無變動，則毋須披露權益。
4. 上述呈列之相關主要股東持有之H股數目並無計及本公司於二零一二年八月十七日、二零一五年八月二十日及二零一七年七月二十一日的紅股派發行動，此乃由於根據證券及期貨條例，倘主要股東之股權百分比並無變動，則毋須披露權益。

除上文披露者外，於二零二三年十二月三十一日本公司並無獲告知在本公司已發行股本中的任何其他相關權益或淡倉。

## DETAILS OF THE APPOINTMENT OR RESIGNATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

- At the staff delegation meeting convened on 26 May 2023, Mr. Zhao Yongchang was elected as an employee representative supervisor, for a term from 26 May 2023 to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 ("2023 Annual General Meeting"). The application for resignation as an employee representative supervisor of Mr. Ma Changhai took effect on the same day.
- At the Board meeting convened on 5 June 2023, Mr. Zhang Quan was appointed as the vice chairman of the Board, for a term from 5 June 2023 to the conclusion of the 2023 Annual General Meeting. Mr. Wang Decheng was appointed as the executive CEO of the Company, Mr. Zhi Baojing and Mr. Jin Zhao were appointed as executive presidents of the Company, Mr. Yuan Hongming resigned as an executive president of the Company due to changes in work arrangement and Mr. Wang Jian resigned as a vice president of the Company due to changes in work arrangement.
- Mr. Yan Jianbo resigned as an executive Director, executive president and a member of relevant Board committee, and Mr. Jiang Kui and Mr. Gordon Riske resigned as non-executive Directors of the Company due to changes in work arrangements. Such resignations took effect from 5 June 2023.
- At the annual general meeting convened on 28 June 2023, Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao were appointed as executive Directors of the Company; Mr. Richard Robinson Smith was appointed as a non-executive Director of the Company and Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing were appointed as independent non-executive Directors of the Company, each for a term from 28 June 2023 to the conclusion of the 2023 Annual General Meeting. Mr. Xu Xinyu, Mr. Wen Daocai and Ms. Zhao Huifang resigned as (as the case may be) an executive Director, independent non-executive Directors and members of relevant Board committees of the Company due to changes in work arrangements. Such resignations took effect on the same day.

## 董事、監事、高級管理人員的新聘或解聘情況

- 於二零二三年五月二十六日舉行的職工代表團(組)長會議上，趙永昌先生獲選為職工代表監事，任期由二零二三年五月二十六日起至本公司截至二零二三年十二月三十一日止年度股東周年大會(「二零二三年度股東周年大會」)結束時止。馬常海先生之職工代表監事辭任申請於同日生效。
- 於二零二三年六月五日舉行的董事會會議上，張泉先生獲委任為副董事長，任期自二零二三年六月五日起至二零二三年度股東周年大會結束時止。王德成先生獲委任為本公司執行CEO，支保京先生、金鈞先生獲委任為本公司執行總裁，袁宏明先生因工作變動辭任本公司執行總裁，王健先生因工作變動辭任本公司副總裁。
- 嚴鑒鉞先生因工作變動辭任本公司執行董事、執行總裁及相關董事會委員會成員，江奎先生、Gordon Riske先生因工作變動辭任本公司非執行董事，有關辭任自二零二三年六月五日生​​效。
- 於二零二三年六月二十八日舉行的股東周年大會會議上，馬常海先生、王德成先生、馬旭耀先生獲委任為本公司執行董事，Richard Robinson Smith先生獲委任為本公司非執行董事，遲德強先生、趙福全先生、徐兵先生獲委任為本公司獨立非執行董事，各自任期由二零二三年六月二十八日起至二零二三年度股東周年大會結束時止。徐新玉先生、聞道才先生、趙惠芳女士(視乎情況而定)因工作變動原因辭任本公司執行董事、獨立非執行董事及相關董事會委員會成員，有關辭任申請於同日生效。



5. On 28 June 2023, Mr. Li Hongwu retired as independent non-executive Director and member of the relevant Board committees of the Company due to the expiration of his term of office.
6. At the Board meeting convened on 28 June 2023, the Board considered and approved the appointment of Mr. Wang Decheng and Mr. Ma Xuyao as members of the strategic development and investment committee of the Company, the appointment of Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing as members of the audit committee of the Company, the appointment of Ms. Jiang Yan as the chairman of the remuneration committee of the Company and Mr. Zhao Fuquan as a member of the remuneration committee of the Company, and the appointment of Mr. Chi Deqiang as the chairman of the nomination committee of the Company and Mr. Ma Changhai and Mr. Xu Bing as members of the nomination committee of the Company.
7. On 13 October 2023, Mr. Wang Decheng was appointed as the Chief Executive Officer and general manager of the Company. Mr. Tan Xuguang ceased to serve concurrently as the Chief Executive Officer of the Company due to work requirements. Mr. Jiang Ningtao resigned as a vice president of the Company due to changes in work arrangements. Mr. Wang Jian and Mr. Feng Gang were appointed as deputy general managers of the Company.

### CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Company and the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

#### List of Connected Persons who had transactions and the relationship with the Group

Name of Connected Persons 關連人士名稱	Abbreviation 簡稱	Relationship between the Connected Persons and the Group 關連人士與本集團之關連關係
Shaanxi Automotive Group Co., Ltd. 陝西汽車集團有限責任公司	Shaanxi Automotive 陝汽集團	Held a 49% interest in a subsidiary of the Company, Shaanxi Heavy Duty Automotive Co., Ltd. ("Shaanxi Zhongqi") 擁有本公司之附屬公司陝西重型汽車有限公司(「陝西重汽」)49%權益
Shaanxi Fast Gear Automotive Transmission Co., Ltd. 陝西法士特汽車傳動集團	Fast Transmission 法士特集團	Held a 49% interest in a subsidiary of the Company, Shaanxi Fast Gear Co., Ltd. ("SFGC") 擁有本公司之附屬公司陝西法士特齒輪有限公司(「陝西法士特齒輪」)49%權益

5. 李洪武先生因任期屆滿於二零二三年六月二十八日退任本公司獨立非執行董事及相關董事會委員會成員。
6. 於二零二三年六月二十八日舉行的董事會會議上，董事會已審議批准委任王德成先生和馬旭耀先生為本公司戰略發展及投資委員會委員，委任遲德強先生、趙福全先生及徐兵先生為本公司審核委員會委員，委任蔣彥女士為本公司薪酬委員會主席和趙福全先生為本公司薪酬委員會委員，及委任遲德強先生為本公司提名委員會主席和馬常海先生及徐兵先生為本公司提名委員會委員。
7. 於二零二三年十月十三日，王德成先生獲委任為本公司首席執行官兼本公司總經理，譚旭光先生因工作需要不再兼任本公司首席執行官，姜寧濤先生因工作變動原因辭任本公司副總裁，王健先生、馮剛先生獲委任為本公司副總經理。

### 持續性關連交易

截至二零二三年十二月三十一日止年度，本公司與本集團有下列持續性關連交易，該等交易的若干詳情已根據上市規則第14A章的規定披露。

#### 與本集團存在關連關係和關連交易的關連人士之清單

Name of Connected Persons 關連人士名稱	Abbreviation 簡稱	Relationship between the Connected Persons and the Group 關連人士與本集團之關連關係
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Shandong Finance 山重財務	Shandong Heavy Industry Group Co., Ltd. (“Shandong Heavy Industry”), a substantial shareholder of the Company, directly held a 37.50% interest in Shandong Finance 本公司之主要股東山東重工集團有限公司(「山東重工」)直接擁有山重財務37.50%權益
Weichai Group Holdings Limited 濰柴控股集團有限公司	Weichai Holdings 濰柴控股	Held a 16.30% interest in the Company, one of the promoters of the Company 擁有本公司16.30%權益· 本公司發起人之一
Weichai Power Westport New Energy Engine Co., Ltd. 濰柴西港新能源動力有限公司	Weichai Westport 西港新能源	Weichai Holdings held a 51% interest in Weichai Westport 濰柴控股擁有西港新能源51%權益
Yangzhou Yaxing Motor Coach Co., Ltd. 揚州亞星客車股份有限公司	Yangzhou Yaxing 揚州亞星	Indirectly held as to 62.31% by Weichai Holdings 濰柴控股間接擁有揚州亞星62.31%權益
Weichai Heavy-duty Machinery Co., Ltd. 濰柴重機股份有限公司	Weichai Heavy Machinery 濰柴重機	Weichai Holdings held a 30.59% interest in Weichai Heavy Machinery 濰柴控股擁有濰柴重機30.59%權益
China National Heavy Duty Truck Group Company Limited 中國重型汽車集團有限公司	CNHTC 中國重汽	Shandong Heavy Industry was the holder of 65% of the equity interest of CNHTC 山東重工為中國重汽65%股權的持有人
Huiyin Finance Leasing Co.,Ltd 匯銀融資租賃有限公司	Huiyin Leasing 匯銀融資	Wholly-owned by Shanzhong Finance Leasing Co., Ltd., which was in turn held as to 56.74% by CNHTC, 32.5% by Shandong Heavy Industry and 10.76% by Weichai Heavy Machinery 由山重融資租賃有限公司全資擁有· 從而由中國重汽持有56.74%· 山東重工持有32.5%及 濰柴重機持有10.76%
Weichai Power Freshen Air Technology Co., Ltd. 濰柴動力空氣淨化科技有限公司	Weichai Freshen Air 濰柴動力空氣淨化	Held as to 70% by the Company, and 30% by Ji’nan Power which was indirectly controlled by Shandong Heavy Industry 由本公司擁有70%及山東重工間接控制的濟南動力擁有30%權益

During the year ended 31 December 2023, the Group had continuing connected transactions entered into in accordance with the following agreements.

**A. Supply and/or connection of utilities by Weichai Holdings and its associates to the Company and its subsidiaries**

Pursuant to (i) the utility services agreement entered into between the Company and Weichai Holdings on 17 November 2003 (as amended and supplemented by various supplemental agreements, including the agreement dated 27 August 2020, collectively, the "Weichai Holdings Utilities Services Agreement") and (ii) the utility services agreement entered into between the Company and Chongqing Weichai on 17 November 2003 (as amended and supplemented by various supplemental agreements, including the agreement dated 27 August 2020, collectively, the "Chongqing Weichai Utilities Services Agreement"), Weichai Holdings, Chongqing Weichai and their respective associates have agreed to provide the connection of certain utility and energy services (namely, water, electricity, gas, steam, oxygen, nitrogen, compressed air, waste water treatment and supply of treated waste water, etc.), to the Company, Weichai Casting, Weichai Power (Weifang) Reproduction Company Limited ("Weichai Reproduction", a subsidiary of the Company), Huadong Casting, Weichai Logistics, the Chongqing Branch and/or other subsidiaries of the Company for a period of three years ending 31 December 2023, upon the expiry of which the parties may extend the term for another three years on a mutually agreed basis.

The fees payable by the Company and/or its subsidiaries to Weichai Holdings and/or Chongqing Weichai (and their respective associates) with respect to the provision of the said services are determined based on the actual usage of the Company, its Chongqing branch office and/or its subsidiaries and by reference to the market prices of such utilities, or, if it is not possible to measure such usage, pro-rated according to the respective sales of Chongqing Weichai and the Company's Chongqing branch office and/or other members of the Group and by reference to the market prices of such utilities. If only government published rates are available with respect to certain utilities, the fees payable would be determined by reference to the government published rates plus the wastage, depreciation and repair expenses incurred by Weichai Holdings and/or Chongqing Weichai (and their respective associates) in relation thereto. If no market price or government published rates with respect to the above utilities and energy services are available, the Company and/or its subsidiaries will pay the actual costs incurred by Weichai Holdings and/or Chongqing Weichai (and their respective associates) in relation to the provision of such utilities and energy services plus a service charge representing not more than 20% of such costs. The fees are settled by the parties on a monthly basis.

截至二零二三年十二月三十一日止年度，本集團根據下列協議訂立若干持續性關連交易：

**A. 濰柴控股及其附屬(關聯)公司向本公司及附屬公司供應及/或接駁動能服務**

根據(i)本公司與濰柴控股於二零零三年十一月十七日訂立的動能服務協議(經包括日期為二零二零年八月二十七日的協議在內的多項補充協議修訂及補充(統稱「濰柴控股動能服務協議」)及(ii)根據本公司與重慶濰柴於二零零三年十一月十七日訂立的動能服務協議(經包括日期為二零二零年八月二十七日的協議在內的多項補充協議修訂及補充(統稱「重慶濰柴動能服務協議」)，濰柴控股、重慶濰柴及彼等各自之其附屬(關聯)公司同意向本公司、濰柴鑄鍛、濰柴動力(濰坊)再製造有限公司(「濰柴再製造」，本公司之附屬公司)、華動鑄造、濰柴集約、重慶分公司及/或本公司之其他附屬公司提供接駁若干動能及能源服務(即水、電、煤氣、蒸汽、氧、氮、壓縮空氣、污水淨化處理及供應經淨化處理的污水等)，協議年期為截至二零二三年十二月三十一日止，為期三年。於屆滿後雙方可選擇重續協議，為期三年。

本公司及/或其附屬公司就提供上述服務應向濰柴控股及/或重慶濰柴及其附屬(關聯)公司支付的費用，乃根據本公司、重慶分公司及/或其附屬公司的實際用量及參照該等動能的市價，或(倘不可能計算該等用量)重慶濰柴和本公司之重慶分公司及/或集團內其他成員各自的銷售額比例及參照該等動能的市價釐定。若一些動能僅有政府公佈價格可供參考，則應付服務費將按該等政府公佈價格，另加濰柴控股及/或重慶濰柴及其附屬(關聯)公司就此產生的損耗、折舊及維修開支而釐定。若上述動能及能源服務並無市價或政府公佈價格，本公司及/或其附屬公司將須向濰柴控股及/或重慶濰柴及其附屬(關聯)公司支付其提供該等動能及能源服務所產生的實際成本，另加估該等成本不多於20%的服務附加費。該等費用由雙方按月結算。

Pursuant to the new utility services purchase agreement dated 30 August 2023 entered into between the Company and Weichai Holdings, Weichai Holdings (and its Associates) shall provide the connection of certain utility and energy services to the Group, namely, water, electricity, gas, steam, oxygen, nitrogen, compressed air, waste water treatment and supply of treated waste water, etc., for a term ending 31 December 2026. Upon the expiry of the term of the agreement, the parties shall have an option to renew the same for a term of three years on a mutually agreed basis.

**B. Purchase of diesel engine parts and components, gas and scrap metals etc., materials, diesel engines and related products, processing services and import and export agency services by the Company and its subsidiaries from Weichai Holdings and its associates**

Pursuant to the new Weichai Holdings purchase agreement dated 30 August 2022 entered into between the Company and Weichai Holdings, Weichai Holdings and its associates (as the case may be) shall provide vehicles, parts and components of vehicles and related products, excavators, loaders, raw materials including gas and scrap metals etc., diesel engines and related products and processing services to the Company and its subsidiaries (as the case may be) at market prices, for a term of three years ending 31 December 2025. Upon the expiry of the term of the agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis. Depending on terms of the definitive agreements to be entered into by the parties pursuant to the new Weichai Holdings purchase agreement, the relevant price for the said products and/or services shall, as the case maybe, be settled on a monthly or quarterly basis or in accordance with the progress of the provision of the relevant products and/or services.

根據本公司與濰柴控股於二零二三年八月三十日簽訂的新動能服務採購協議，濰柴控股(及其聯繫人)須向本集團提供接駁水、電、煤氣、蒸汽、氧、氮、壓縮空氣、汙水淨化處理及供應經淨化處理的汙水等若干動能及能源服務，協議年期截至二零二六年十二月三十一日止。於協議年期屆滿後，訂約各方經相互協定後可選擇重續協議，為期三年。

**B. 本公司及其附屬公司向濰柴控股及其附屬(關聯)公司採購柴油機零部件、煤氣及廢金屬等、原材料、柴油機及相關產品、加工服務和進出口代理服務**

根據本公司與濰柴控股於二零二二年八月三十日訂立的新濰柴控股採購協議，濰柴控股及其聯繫人(視情況而定)按市價向本公司及其附屬公司(視情況而定)提供汽車、汽車零部件及相關產品、挖掘機、裝載機、煤氣及廢金屬等原材料、柴油機及相關產品和加工服務，協議年期為截至二零二五年十二月三十一日止三個年度。於協議年期屆滿後，各方經相互協定後可選擇重續協議，為期三年。視乎各訂約方根據新濰柴控股採購協議將予訂立的正式協議條款而定，上述產品及／或服務的相關價格應(視情況而定)按月或按季或根據提供相關產品及／或服務的進度結算。

C. Sale of diesel engines, diesel engines parts and components, materials, semi-finished products, hydraulic products and related products and provision of processing services by the Company and its subsidiaries to Weichai Holdings and its associates

Pursuant to the sale and processing services agreement entered into between the Company and Weichai Power (Weifang) After-sales Service Co., Ltd. ("Weichai After-sales Services", a subsidiary of the Company, formerly known as "Weichai Power Reserves and Resources Company Limited") as suppliers and Weichai Holdings and its certain associates as customers on 27 November 2008 (as amended and supplemented by various supplemental agreements, including the agreement dated 27 August 2020), the Company (and Chongqing Branch), Weichai Casting, Weichai Reproduction, Weichai Logistics and/or other Group Company (as the case may be) shall (i) sell certain diesel engines, diesel engine parts and components, materials, semi-finished products, hydraulic products and related products; and (ii) provide certain processing services in relation to the production of diesel engines to Weichai Holdings, Weichai Import and Export, Chongqing Weichai, Yangzhou Shengda Special Vehicles Co., Ltd. ("Yangzhou Special Vehicle"), Dezhou Degong Machinery Co., Ltd. ("Dezhong Degong") and/or other associates of Weichai Holdings at market prices and settled on a monthly basis, for a term of three years ending 31 December 2023.

Pursuant to the new Weichai sale and processing services agreement dated 30 August 2023 entered into between the Company and Weichai Holdings, the Company and its subsidiaries (as the case may be) shall sell diesel engines, diesel engine parts and components, materials, semi-finished products, hydraulic products and related products and to provide the related services to Weichai Holdings and its Associates (as the case may be) at market prices and/or prices agreed according to the principle of fairness and reasonableness, for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

C. 本公司及其附屬公司向濰柴控股及其附屬(關聯)公司銷售柴油機、柴油機零部件、原材料、半成品、液壓產品、相關產品及提供加工服務

根據本公司及濰柴(濰坊)後市場服務有限公司(「濰柴後市場服務」,本公司之附屬公司,原濰柴動力(濰坊)備品資源有限公司)作為供貨商與濰柴控股及其若干聯繫人士作為客戶於二零零八年十一月二十七日訂立的銷售及加工服務協議(經包括日期為二零二零年八月二十七日的協議在內的多項補充協議修訂及補充),本公司(及重慶分公司)、濰柴鑄鍛、濰柴再製造、濰柴集約及/或其他集團公司(視情況而定)將按市價向濰柴控股、濰柴進出口、重慶濰柴、揚州盛達特種車有限公司(「揚州特種車」)、德州德工機械有限公司(「德州德工」)及/或濰柴控股之其他附屬(關聯)公司, (i) 出售若干柴油機、柴油機零部件、原材料、半成品、液壓產品及相關產品,及(ii) 提供與柴油機生產有關的加工服務。相關交易由雙方按月結算,協議年期為截至二零二三年十二月三十一日止,為期三年。

根據本公司與濰柴控股於二零二三年八月三十日簽訂的新濰柴銷售及加工服務協議,本公司及其附屬公司(視情況而定)將按市價及/或根據公平合理原則協定的價格向濰柴控股及其聯繫人(視情況而定)銷售柴油機、柴油機零部件、原材料、半成品、液壓產品及相關產品以及提供相關服務,協議年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後,各方經相互協定後可選擇重續協議,為期三年。

**D. Sale of diesel engines and related products by the Company and its subsidiaries to Weichai Heavy Machinery and its subsidiaries**

The Company and Weichai Holdings entered into a framework agreement on 17 November 2003 (as supplemented by various supplemental agreements). The rights and obligations of Weichai Holdings in the aforesaid agreement were assumed by Weichai Heavy Machinery pursuant to the supplemental framework agreement entered into between the Company and Weichai Heavy Machinery on 27 August 2015.

Pursuant to such framework agreement (as supplemented by various supplemental agreements, including the agreement dated 30 August 2021, collectively, the "Weichai Heavy Machinery Sale Agreement"), the Company, Weichai Power Yangzhou Diesel Engine Co., Ltd. ("Weichai Yangzhou", a subsidiary of the Company) and Baudouin (Weifang) Power Co., Ltd. ("Baudouin China", a subsidiary of the Company) (and/or other Group companies) (as the case may be) shall sell to Weichai Heavy Machinery, Weichai Electric Equipment Co., Ltd. ("Weichai Electric Equipment") and/or other associates of Weichai Heavy Machinery (as the case may be) the said diesel engines and related products at market prices and settled on a monthly basis, for a term of three years ending 31 December 2024, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis.

**E. Purchase of diesel engine parts and components, materials, steel and scrap metal etc., diesel engines and related products and processing and labour services by the Company and its subsidiaries from Weichai Heavy Machinery and its subsidiaries**

Pursuant to the purchase and services agreement entered into between the Company and Weichai Heavy Machinery dated 27 January 2022, the Company, and/or other Group companies (as the case may be) shall purchase certain diesel engines and related products and raw materials, and related labour and technical services from Weichai Heavy Machinery and/or its subsidiaries (as the case may be) at market prices and settled on a monthly or quarterly basis, for a term of three years ending 31 December 2024, upon the expiry of which the parties shall have an option to renew the term for another three years on a mutually agreed basis.

**D. 本公司及其附屬公司向濰柴重機及其附屬公司銷售柴油機及相關產品**

本公司與濰柴控股於二零零三年十一月十七日訂立一項框架協議(經多項補充協議補充)。濰柴控股於該協議之權利及義務由濰柴重機根據本公司與濰柴重機於二零一五年八月二十七日訂立的補充框架協議承擔。

根據這項框架協議(經包括日期為二零二一年八月三十日的協議在內的多項補充協議補充, 統稱「濰柴重機銷售協議」), 本公司、揚州柴油機有限責任公司(「濰柴揚州」, 本公司之附屬公司)、博杜安(濰坊)動力有限公司(「博杜安中國」, 本公司之附屬公司)(及/或其他集團公司)(視情況而定)將按市價向濰柴重機、濰柴電力設備有限公司(「濰柴電力設備」)及/或濰柴重機的其他聯繫人士(視情況而定)出售上述柴油機及相關產品, 按月結算, 年期至二零二四年十二月三十一日止三個年度, 於屆滿後各方可經相互協定後重續協議, 為期三年。

**E. 本公司及其附屬公司向濰柴重機及其附屬公司採購柴油機零部件、原材料、鋼材及廢金屬等、柴油機及相關產品和加工及勞務服務**

根據本公司與濰柴重機於二零二二年一月二十七日訂立的採購及服務協議, 本公司及/或其他集團公司(視情況而定)將會按市價向濰柴重機及/或其附屬公司(視情況而定)採購若干柴油機及相關產品及原材料, 以及相關勞務及技術服務, 並須按月或按季結算, 年期至二零二四年十二月三十一日止, 為期三年, 於屆滿後訂約各方可選擇經相互協定後重續協議, 為期三年。

**F. Supply of semi-finished diesel engine parts, diesel engine parts components, reserve parts and related products and provision of labour services by the Company its subsidiaries to Weichai Heavy Machinery and its subsidiaries**

The Company and Weichai Holdings entered into a semi-finished diesel engine parts supply agreement on 17 November 2003 (as amended and supplemented by various supplemental agreements). The rights and obligations of Weichai Holdings in the aforesaid agreement were assumed by Weichai Heavy Machinery pursuant to the supplemental agreement entered into between the Company, Weichai Holdings and Weichai Heavy Machinery on 27 August 2015.

Pursuant to such framework agreement (as supplemented by various supplemental agreements, including the agreement dated 30 August 2021, collectively, the "Weichai Heavy Machinery Supply Agreement"), each of the Company, Weichai (Weifang) Material Forming and Manufacturing Co., Ltd. and Weichai (Anqiu) Material Forming Co., Ltd. (and/or other Group companies) has agreed to sell the said semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products and to provide the relevant labour services (as the case may be) to Weichai Heavy Machinery, Weichai Electric Equipment and/or other associates of Weichai Heavy Machinery (as the case may be) at market prices and settled on a monthly basis for a term of three years ending 31 December 2024, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis.

**F. 本公司及其附屬公司向濰柴重機及其附屬公司供應柴油機零部件毛坯、柴油機零部件、備件及相關產品以及提供勞務服務**

本公司與濰柴控股於二零零三年十一月十七日訂立一項柴油機零部件毛坯供應協議(經多項補充協議修訂及補充)。濰柴控股於上述協議之權利及義務由濰柴重機根據本公司、濰柴控股與濰柴重機於二零一五年八月二十七日訂立的一項補充協議承擔。

根據這項框架協議(經包括日期為二零二一年八月三十日的協議在內的多項補充協議補充,統稱「濰柴重機供應協議」),本公司、濰柴(濰坊)材料成型製造中心有限公司及濰柴(安丘)材料成型有限公司(及/或其他集團公司)同意按市價向濰柴重機、濰柴電子設備及/或濰柴重機的其他聯繫人士(視乎情況而定)銷售上述柴油機零部件毛坯、柴油機零部件、備件及相關產品以及提供勞務服務(視情況而定),按月結算,年期至二零二四年十二月三十一日止三年,於屆滿後,訂約方可經相互協定後重續協議,為期三年。

**G. Sale of parts and components of transmissions and related products by SFGC to Fast Transmission**

Pursuant to the parts and components sale agreement entered into between SFGC and Fast Transmission on 1 August 2007 (as amended and supplemented by various supplemental agreements, including the agreement dated 30 August 2021, collectively "Fast Transmission Sale Agreement"), SFGC has agreed to sell to Fast Transmission certain parts and components of transmissions, namely, gearboxes, and related products at market prices and settled every two to three months, for a term of three years ending 31 December 2024, upon the expiry of which the parties shall have an option to extend the term for another three years on a mutually agreed basis.

**H. Purchase of parts and components of transmissions and related products by SFGC from Fast Transmission**

Pursuant to the parts and components purchase agreement entered into between SFGC and Fast Transmission on 1 August 2007 (as amended and supplemented by various supplemental agreements, including the agreement dated 30 August 2021, collectively "Fast Transmission Purchase Agreement"), SFGC has agreed to purchase from Fast Transmission certain parts and components of transmissions and gears, namely, power take off assemblies and castings, and related products at market prices and settled every two to three months, for a term of three years ending 31 December 2024, upon the expiry of which the parties shall have an option to extend the term for another three years on a mutually agreed basis.

**I. Sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by the Company and its subsidiaries to Shaanxi Automotive and its associates**

Pursuant to the new Shaanxi Automotive sales agreement dated 30 August 2022 entered into between the Company and Shaanxi Automotive, the Company and its subsidiaries (as the case may be) shall sell certain vehicles, parts and components of vehicles, raw materials and related products and to provide the relevant services to Shaanxi Automotive and its associates (as the case may be) for a term of three years ending 31 December 2025, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis. Depending on terms of the definitive agreements to be entered into by the parties pursuant to the new Shaanxi Automotive sales agreement, the relevant price for the said products and/or services shall, as the case maybe, be settled on a monthly or quarterly basis or in accordance with the progress of the provision of the relevant products and/or services.

**G. 陝西法士特齒輪向法士特集團銷售傳動零部件及相關產品**

根據陝西法士特齒輪與法士特集團於二零零七年八月一日訂立之零部件銷售協議(經包括日期為二零二一年八月三十日的協議在內的多項補充協議修訂及補充(統稱「法士特銷售協議」)), 陝西法士特齒輪同意按市價向法士特集團銷售變速箱等若干傳動零部件及相關產品, 每兩至三個月結算一次。協議年期為截至二零二四年十二月三十一日止三個年度, 於屆滿後雙方可選擇重續協議, 為期三年。

**H. 陝西法士特齒輪向法士特集團採購傳動零部件及相關產品**

根據陝西法士特齒輪與法士特集團於二零零七年八月一日訂立之零部件採購協議(經包括日期為二零二一年八月三十日的協議在內的多項補充協議修訂及補充(統稱「法士特採購協議」)), 陝西法士特齒輪同意按市價向法士特集團採購動力輸出部件及鑄件等若干傳動零部件及相關產品, 每兩至三個月結算一次。協議年期為截至二零二四年十二月三十一日止三個年度, 於屆滿後雙方可選擇重續協議, 為期三年。

**I. 本公司及其附屬公司向陝汽集團及其附屬(關聯)公司銷售汽車、汽車零部件、原材料及相關產品和提供相關服務**

根據本公司與陝汽集團二零二二年八月三十日簽訂的新陝汽集團銷售協議, 本公司及其附屬公司(視情況而定)將向陝汽集團及其聯繫人(視情況而定)出售若干汽車、汽車零部件、原材料及相關產品及提供相關服務, 年期為截至二零二五年十二月三十一日止三個年度, 協議屆滿後各方可經相互協定後重續三年。視乎各訂約方根據新陝汽集團銷售協議將予訂立的正式協議條款而定, 上述產品及/或服務的相關價格應(視情況而定)按月或按季或根據提供相關產品及/或服務的進度結算。



**J. Purchase of parts and components of vehicles, scrap steel and related products and labour services by the Company and its subsidiaries from Shaanxi Automotive and its associates**

Pursuant to the new Shaanxi Automotive purchase agreement dated 30 August 2022 entered into between the Company and Shaanxi Automotive, each of the Company and its subsidiaries (as the case may be) shall purchase certain parts and components of vehicles, scrap steel and related products and labour services from Shaanxi Automotive and its associates (as the case may be) for a term of three years ending 31 December 2025, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis. Depending on terms of the definitive agreements to be entered into by the parties pursuant to the new Shaanxi Automotive purchase agreement, the relevant price for the said products and/or services shall, as the case maybe, be settled on a monthly or quarterly basis or in accordance with the progress of the provision of the relevant products and/or services.

**K. Sale of engines, new energy powertrain and related products by the Company to Yangzhou Yaxing and its subsidiaries**

The diesel engines supply framework agreement entered into between the Company and Yangzhou Yaxing on 26 October 2012 (as supplemented by various supplemental agreements, including the agreement dated 27 August 2020) sets out the general terms and conditions for the sale of engines, new energy powertrain and related products by the Company, Weichai Logistics and/or other subsidiaries of the Company to Yangzhou Yaxing and its subsidiaries for a period of three years ending 31 December 2023. The said engines, new energy powertrain and related products shall be sold by the Company and Weichai Yangzhou to Yangzhou Yaxing and its subsidiaries from time to time with reference to market prices and/or price agreed according to the principle of fairness and reasonableness and settled on a monthly basis. The transactions shall be subject to normal commercial terms and terms no less favourable to the Group than those available to the Group from independent third parties.

Pursuant to the new Weichai Yangzhou supply framework agreement dated 30 August 2023 and the supplemental agreement dated 25 March 2024 entered into between the Company and Yangzhou Yaxing, the Company and its subsidiaries shall sell engines, new energy powertrain and related products to Yangzhou Yaxing and its subsidiaries at market prices and/or prices agreed according to the principle of fairness and reasonableness, for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties may renew the term for a period of three years on a mutually agreed basis.

**J. 本公司及其附屬公司向陝汽集團及其附屬(關聯)公司採購汽車零部件、廢鋼、相關產品及勞務服務**

根據本公司與陝汽集團二零二二年八月三十日簽訂的新陝汽集團採購協議，本公司及其附屬公司(視情況而定)各自向陝汽集團及其聯繫人(視情況而定)採購若干汽車零部件、廢鋼及相關產品及勞工服務，年期為截至二零二五年十二月三十一日止三個年度。年期屆滿後各方可經相互協定後重續三年。視乎各訂約方根據新陝汽集團採購協議將予訂立的正式協議條款而定，上述產品及／或服務的相關價格應(視情況而定)按月或按季或根據提供相關產品及／或服務的進度結算。

**K. 本公司向揚州亞星及其附屬公司銷售發動機、新能源動力總成及相關產品**

於二零一二年十月二十六日，本公司與揚州亞星訂立柴油機供應框架協議(經多項補充協議補充，包括於二零二零年八月二十七日訂立之協議)，協議載有本公司、濰柴集約及／或本公司其他附屬公司向揚州亞星及其附屬公司銷售發動機、新能源動力總成及相關產品之一般條款及條件，協議年期為截至二零二三年十二月三十一日止，為期三年。上述發動機、新能源動力總成及相關產品將由本公司和濰柴揚州不時參考市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司出售，並按每月基準結算。該等交易乃按一般商業條款及按對本集團而言不遜於本集團從獨立第三方可得的條款進行。

根據本公司與揚州亞星於二零二三年八月三十日簽訂的新濰柴揚州供應框架協議及二零二四年三月二十五日簽訂的補充協議，本公司及其附屬公司須按市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司銷售發動機、新能源動力總成及相關產品，年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後訂約各方可按相互協定基準重續年期三年。

**L. Sale of transmissions and related products by SFGC to Yangzhou Yaxing and its subsidiaries**

The transmissions supply framework agreement entered into between SFGC and Yangzhou Yaxing on 26 October 2012 (as supplemented by various supplemental agreements, including the agreement dated 27 August 2020) sets out the general terms and conditions for the sale of transmissions by SFGC to Yangzhou Yaxing and its subsidiaries for a period of three years ending 31 December 2023. The said transmissions shall be sold by SFGC to Yangzhou Yaxing and its subsidiaries from time to time with reference to market prices and/or price agreed according to the principle of fairness and reasonableness and settled on a monthly basis. The transactions shall be subject to normal commercial terms and terms no less favourable to the Group than those available to the Group from independent third parties.

Pursuant to the new transmissions supply framework agreement dated 30 August 2023 and the supplemental agreement dated 25 March 2024 entered into between SFGC and Yangzhou Yaxing, SFGC and its subsidiaries have agreed to sell transmissions and related products to Yangzhou Yaxing and its subsidiaries at market prices and/or prices agreed according to the principle of fairness and reasonableness for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties may renew the term for a period of three years on a mutually agreed basis.

**M. Sale of axles and related products by Shaanxi Hande Axle Co., Ltd. ("Hande Axle", a subsidiary of Shaanxi Zhongqi) to Yangzhou Yaxing and its subsidiaries**

The axles supply framework agreement entered into between Hande Axle and Yangzhou Yaxing on 26 October 2012 (as supplemented by various supplementary agreements, including the agreement dated 27 August 2020) sets out the general terms and conditions for the sales of axles by Hande Axle to Yangzhou Yaxing and its subsidiaries for a period of three years ending 31 December 2023. The said axles shall be sold by Hande Axle to Yangzhou Yaxing and its subsidiaries from time to time with reference to market prices and/or price agreed according to the principle of fairness and reasonableness and with a payment term of two months. The transactions shall be subject to normal commercial terms and terms no less favourable to the Group than those available to the Group from independent third parties.

**L. 陝西法士特齒輪向揚州亞星及其附屬公司銷售變速箱相關產品**

於二零一二年十月二十六日，陝西法士特齒輪與揚州亞星訂立變速箱供應框架協議(經多項補充協議補充，包括於二零二零年八月二十七日訂立之協議)，協議載有陝西法士特齒輪向揚州亞星及其附屬公司銷售變速箱之一般條款及條件，協議年期為截至二零二三年十二月三十一日止，為期三年。上述變速箱將由陝西法士特齒輪不時參考市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司出售，並按每月基準結算。該等交易乃按一般商業條款及按對本集團而言不遜於本集團從獨立第三方可得的條款進行。

根據陝西法士特齒輪與揚州亞星於二零二三年八月三十日簽訂的新變速器供應框架協議及二零二四年三月二十五日簽訂的補充協議，陝西法士特齒輪及其附屬公司同意按市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司銷售變速器及相關產品，年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後訂約各方可按相互協定基準重續年期三年。

**M. 陝西漢德車橋有限公司(「漢德車橋」，陝西重汽之附屬公司)向揚州亞星及其附屬公司銷售車橋及相關產品**

於二零一二年十月二十六日，漢德車橋與揚州亞星訂立車橋供應框架協議(經多項補充協議補充，包括於二零二零年八月二十七日訂立之協議)，協議載有漢德車橋向揚州亞星及其附屬公司銷售車橋之一般條款及條件，協議年期為截至二零二三年十二月三十一日止，為期三年。上述車橋將由漢德車橋不時參考市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司出售，付款期限為兩個月。該等交易乃按一般商業條款及按對本集團而言不遜於本集團從獨立第三方可得的條款進行。

Pursuant to the new axles supply framework agreement dated 30 August 2023 and the supplemental agreement dated 25 March 2024 entered into between Hande Axle and Yangzhou Yaxing, Hande Axle has agreed to sell the axles and related products to Yangzhou Yaxing and its subsidiaries at market prices and/or prices agreed according to the principle of fairness and reasonableness for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties may renew the term for a period of three years on a mutually agreed basis.

**N. Supply of base engines, gas engine parts, utility and labour services, technology development services and related products and services by the Company and its subsidiaries and associates to Weichai Westport**

Pursuant to the framework supply agreement entered into between the Company, Weichai Reproduction, Weichai After-sales Services and Weichai Westport on 25 December 2012 (as supplemented by various supplemental agreement, including the agreement dated 27 August 2020), each of the Company, Weichai Reproduction, Weichai Freshen Air, and other associates of the Company has agreed to supply certain base engines, gas engine parts, utility and labour services, technology development services and related products and services to Weichai Westport, at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 1 January 2021 to 31 December 2023, upon the expiry of which the parties may extend the term for three years on a mutually agreed basis.

Pursuant to the new Weichai Westport supply agreement dated 30 August 2023 entered into between the Company and Weichai Westport, each of the Company and its subsidiaries and/or associates shall supply certain base engines, gas engine parts, utility and labour services, technology development services and related products and services to Weichai Westport, at market prices and/or prices agreed according to the principle of fairness and reasonableness, for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties may extend the term for three years on a mutually agreed basis.

根據漢德車橋與揚州亞星於二零二三年八月三十日簽訂的新車橋供應框架協議及二零二四年三月二十五日簽訂的補充協議，漢德車橋同意按市價及／或根據公平合理原則協定的價格向揚州亞星及其附屬公司銷售車橋及相關產品，年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後訂約各方可按相互協定基準重續年期三年。

**N. 本公司及其附屬(關聯)公司向西港新能源供應本體機、氣體機配件、提供動能與勞務、技術開發服務及相關產品及服務**

根據本公司、濰柴再製造及濰柴後市場服務與西港新能源於二零一二年十二月二十五日訂立《供貨框架協議》(經多項補充協議補充，包括於二零二零年八月二十七日訂立之協議)，本公司、濰柴再製造、濰柴空氣淨化及本公司之其他附屬(關聯)公司各自同意以市場價及／或以公正合理為原則制定的價格向濰柴西港供應若干本體機、氣體機配件、提供動能與勞務、技術開發服務及相關產品及服務，由各方按每月結算一次，協議年期自二零二一年一月一日起至二零二三年十二月三十一日止，於屆滿後雙方可選擇重續協議，為期三年。

根據本公司與濰柴西港於二零二三年八月三十日簽訂的新濰柴西港供應協議，本公司以及其附屬公司及／或聯繫人各自按市價及／或根據公平合理原則協定的價格向濰柴西港供應若干本體機、氣體機配件、動能及勞務服務、技術開發服務以及相關產品及服務，年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後訂約各方可按相互協定基準重續年期三年。

O. Purchase of gas engines, gas engine parts, labour services and related products and services by the Company and its subsidiaries and associates from Weichai Westport

Pursuant to the framework purchase agreement entered into between the Company, Weichai Reproduction and Weichai After-sales Services and Weichai Westport on 25 December 2012 (as supplemented by various supplemental agreements, including the agreement dated 27 August 2020, collectively, the "Weichai Westport Purchase Agreement"), each of the Company, Weichai Reproduction, and other associates of the Company has agreed to purchase certain gas engines, gas engine parts, labour services and related products and services from Weichai Westport, at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 1 January 2021 to 31 December 2023, upon the expiry of which the parties may extend the term for three years on a mutually agreed basis.

Pursuant to the new Weichai Westport purchase agreement dated 30 August 2023 entered into between the Company and Weichai Westport, the Company and its subsidiaries and/or associates shall purchase certain gas engines, gas engine parts, labour services and related products and services from Weichai Westport, at market prices and/or prices agreed according to the principle of fairness and reasonableness, for a term of three years ending 31 December 2026. Upon the expiry of the term of the agreement, the parties may extend the term for three years on a mutually agreed basis.

O. 本公司及其附屬(關聯)公司向西港新能源採購氣體機、氣體機配件、接受勞務及相關產品及服務

根據本公司、濰柴再製造、濰柴後市場服務與西港新能源於二零一二年十二月二十五日訂立《採購框架協議》(經多項補充協議補充,包括於二零二零年八月二十七日訂立之協議),本公司、濰柴再製造及本公司之其他附屬(關聯)公司各自同意以市場價及/或以公正合理為原則制定的價格向濰柴西港採購若干氣體機、氣體機配件、接受勞務及相關產品及服務,由各方按每月結算一次,協議年期自二零二一年一月一日起至二零二三年十二月三十一日止,於屆滿後雙方可選擇重續協議,為期三年。

根據本公司與濰柴西港於二零二三年八月三十日簽訂的新濰柴西港採購協議,本公司以及其附屬公司及/或聯繫人按市價及/或根據公平合理原則協定的價格向濰柴西港採購若干氣體機、氣體機配件、勞務服務以及相關產品及服務,年期為截至二零二六年十二月三十一日止三個年度。於協議年期屆滿後訂約各方可按相互協定基準重續年期三年。

**P. Provision financial services to the Company and its subsidiaries by Shandong Finance**

Pursuant to the financial services agreement entered into between the Company and Shandong Finance on 30 March 2022, Shandong Finance has agreed to provide, inter alia, certain deposit services to the Company and its subsidiaries for a period of three years ending 29 June 2025, upon the expiry of which the parties may extend the term on a mutually agreed basis.

Pursuant to the financial services agreement dated 30 March 2022, Shandong Finance shall provide certain deposit services to the Group, the principal terms of which are as follows:

- (a) the interest rate for the deposit of the Group's funds with Shandong Finance shall, subject to the compliance of the relevant requirements of the People's Bank of China, be no less than the highest interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period; and
- (b) the maximum daily balance (including interests) of the Group's deposit with Shandong Finance shall not exceed RMB34 billion from 30 June 2022 to 29 June 2023, RMB37 billion from 30 June 2023 to 29 June 2024 and RMB40 billion from 30 June 2024 to 29 June 2025.

**P. 山東財務向本公司及其附屬公司提供金融服務**

根據本公司與山東財務於二零二二年三月三十日訂立之金融服務協議，山東財務同意向本公司及其附屬公司提供(其中包括)若干存款服務，協議年期為三年，至二零二五年六月二十九日止，於屆滿後雙方可選擇重續協議。

根據二零二二年三月三十日訂立之金融服務協議，山東財務須向本集團提供若干存款服務，其主要條款如下：

- (a) 在符合中國人民銀行相關規定的前提下，本集團資金存於山東財務的利率，不低於同期中國國內主要商業銀行同類存款的最高存款利率；及
- (b) 本集團分別於二零二二年六月三十日至二零二三年六月二十九日、二零二三年六月三十日至二零二四年六月二十九日及二零二四年六月三十日至二零二五年六月二十九日存入山東財務的每日最高存款餘額(含利息)分別不得超過上限人民幣340億元、人民幣370億元及人民幣400億元。

**Q. Provision of guarantee by Weichai Lovol and its subsidiaries to Huiyin Leasing and its associates in respect of the payment obligations of certain lease payments owed by their customers**

Pursuant to the framework agreement dated 28 December 2022 entered into between Weichai Lovol and Huiyin Leasing, Weichai Lovol and its subsidiaries (the "Weichai Lovol Group") have agreed that, in respect of the underlying customer loans granted by Huiyin Leasing and its associates (the "Huiyin Leasing Group") to the customers of the Weichai Lovol Group through a finance lease arrangement, the Weichai Lovol Group will provide guarantees to the Huiyin Leasing Group in the following manner, for a term from 1 January 2023 to 31 December 2023:

- (i) in the event of a default on the customer's part on the repayment of the underlying customer loan and where the relevant distributors fail to perform the repurchase obligations (where applicable), the Weichai Lovol Group shall undertake the relevant repurchase obligations, which involves the repurchase from the Huiyin Leasing Group of the leased products at a price equivalent to the outstanding amount of the underlying customer loan (including the lease payments in default, default penalties, outstanding lease payments (being lease payments that had not fallen due but for the default), nominal value of the Lease Products, and the costs and expenses of the Huiyin Leasing Group relating to the enforcement of the relevant guarantee); and/or
- (ii) the Weichai Lovol Group will provide a credit guarantee in favour of the Huiyin Leasing Group for the payment obligations of the relevant customers in respect of the lease payments, pursuant to which, in the event of a default on a customers' part on the repayment of the relevant underlying customer loan, the Weichai Lovol Group will be liable to pay the Huiyin Leasing Group Ltd. the underlying customer loan (including the lease payments in default, default penalties, outstanding lease payments (being lease payments that had not fallen due but for the default), and the costs and expenses of the Huiyin Leasing Group relating to the enforcement of the relevant guarantee).

Insofar as the Company is aware, the amount of the underlying customer loans and the amount and terms of the lease payments are determined after arm's length negotiations between the Huiyin Leasing Group and the customers with reference to the loan prime rate published by the People's Bank of China and the rates charged by major and independent commercial banks in adjacent areas in the normal course of business for similar types of financing services and the credibility of the relevant customers.

**Q. 濰柴雷沃及其附屬公司向匯銀融資及其聯繫人就其客戶結欠的若干租賃付款的付款義務提供擔保**

濰柴雷沃與匯銀融資於二零二二年十二月二十八日簽訂框架協議，濰柴雷沃及其附屬公司(「濰柴雷沃集團」)已同意，就匯銀融資及其聯繫人(「匯銀融資集團」)透過融資租賃安排向濰柴雷沃集團之客戶授出的相關客戶貸款而言，濰柴雷沃集團將以下列方式向匯銀融資集團提供擔保，年期自二零二三年一月一日至二零二三年十二月三十一日止：

- (i) 倘客戶違約償還相關客戶貸款，則在相關分銷商未能履行回購義務(倘適用)的情況下，濰柴雷沃集團承擔相關回購義務，當中涉及向匯銀融資集團回購租賃產品，價格相等於相關客戶貸款未償還金額(包括違約租賃付款、違約金、未償還租賃付款(即尚未到期但因違約的租賃付款)、租賃產品的名義貨價，以及匯銀融資集團就執行相關擔保的成本及費用)；及/或
- (ii) 濰柴雷沃集團將以匯銀融資集團為受益人就相關客戶有關租賃付款的付款義務提供信貸擔保，據此，倘客戶違約償還相關客戶貸款，濰柴雷沃集團將負責向匯銀融資集團支付相關客戶貸款(包括違約租賃付款、違約金、未償還租賃付款(即尚未到期但因違約的租賃付款)，以及匯銀融資集團就執行相關擔保的成本及費用)。

就本公司所知悉，相關客戶貸款的金額及租賃付款的金額及條款乃經匯銀融資集團與客戶經參考中國人民銀行公佈的貸款最優惠利率及鄰近地區主要獨立商業銀行在正常經營過程中對類似金融服務收取的費率及相關客戶的信貸情況後公平磋商釐定。

On 29 December 2023, Weichai Lovol and Huiyin Leasing entered into a new framework agreement to continue the arrangement of the grant of the relevant guarantees by the Weichai Lovol Group to the Huiyin Leasing Group for a term from 1 January 2024 to 31 December 2024. Save that the Weichai Lovol Group will no longer provide new credit guarantees to Huiyin Leasing Group, the terms of the new framework agreement are substantially the same as those of the framework agreement dated 28 December 2022.

於二零二三年十二月二十九日，濰柴雷沃與匯銀融資就繼續由濰柴雷沃集團向匯銀融資集團提供有關擔保的安排訂立新框架協議，年期自二零二四年一月一日至二零二四年十二月三十一日止。除濰柴雷沃集團將不會向匯銀融資集團提供新信貸擔保外，新框架協議的條款與日期為二零二二年十二月二十八日的框架協議的條款基本相同。

**R. Purchase of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) from CNHTC (and its associates)**

Pursuant to the purchase agreement entered into by the Company and the CNHTC dated 30 March 2022, CNHTC and/or its associates (as the case may be) shall supply certain vehicles, vehicle parts and components and related products, engines, engine parts and components and related products and relevant services (as the case may be) to the Company and/or other Group companies (as the case may be) at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December 2024, upon the expiry of which the parties shall have an option to renew the same for a period of three years on a mutually agreed basis.

**R. 本公司(及其附屬公司)向中國重汽(及其聯繫人)採購汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務**

根據本公司與中國重汽於二零二二年三月三十日訂立的採購協議，中國重汽及／或其聯繫人(視乎情況而定)將按市場價格向本公司及／或其他集團公司(視乎情況而定)供應若干汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務(視乎情況而定)，並須按月或按季結算(視乎各訂約方將予訂立的正式協議條款而定)，年期截至二零二四年十二月三十一日止，為期三年，於年期屆滿後，訂約方經相互協定後可選擇重續協議，為期三年。

**S. Sale of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) to CNHTC (and its associates)**

Pursuant to the supply agreement entered into by the Company and the CNHTC dated 30 March 2022, the Company and/or other Group companies (as the case may be) shall sell vehicles, vehicle parts and components and related products, engines, engine parts and components and related products and relevant services (as the case may be) to CNHTC and/or its associates (as the case may be) at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December 2024, upon the expiry of which the parties shall have an option to renew the same for a period of three years on a mutually agreed basis.

**S. 本公司(及其附屬公司)向中國重汽(及其聯繫人)銷售汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務**

根據本公司與中國重汽於二零二二年三月三十日訂立的供應協議，本公司及／或其他集團公司(視乎情況而定)將按市場價格向中國重汽及／或其聯繫人(視乎情況而定)銷售汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務(視乎情況而定)，並須按月或按季結算(視乎各訂約方將予訂立的正式協議條款而定)，年期截至二零二四年十二月三十一日止，為期三年，於年期屆滿後，訂約方經相互協定後可選擇重續協議，為期三年。

**T. Purchase of vehicle parts and components and related products, engines, engine parts and components and related products and receiving relevant services by the Company (and its subsidiaries) from Weichai Freshen Air (and its subsidiaries)**

Pursuant to the purchase agreement dated 23 November 2022 entered into between the Company and Weichai Freshen Air, Weichai Freshen Air (and its subsidiaries) ("Weichai Freshen Air Group") shall supply certain vehicle parts and components and related products, engines, engine parts and components and related products and provide relevant services to the Company and/or other Group Company at market prices, for a term of three years ending 31 December 2025. Upon the expiry of the term of the agreement, the parties shall have an option to renew the same for a period of three years on a mutually agreed basis. Depending on the terms of the definitive agreements to be entered into by the parties, the relevant price for the relevant products and/or services shall be settled on a monthly or quarterly basis or in accordance with the progress of the provision of the relevant products and/or services.

**U. Sale of vehicle parts and components and related products, engines, engine parts and components and related products and provision of relevant services by the Company (and its subsidiaries) to Weichai Freshen Air (and its subsidiaries)**

Pursuant to the supply agreement dated 23 November 2022 entered into between the Company and Weichai Freshen Air, the Company and/or other Group Company shall sell vehicle parts and components and related products, engines, engine parts and components and related products and provide relevant services to the Weichai Freshen Air Group at market prices, for a term of three years ending 31 December 2025. Upon the expiry of the term of the agreement, the parties shall have an option to renew the same for a period of three years on a mutually agreed basis. Depending on the terms of the definitive agreements to be entered into by the parties, the relevant price for the relevant products and/or services shall be settled on a monthly or quarterly basis or in accordance with the progress of the provision of the relevant products and/or services.

**T. 本公司(及其附屬公司)向濰柴空氣淨化(及其附屬公司)採購汽車零部件及相關產品、發動機、發動機零部件及相關產品以及接受相關服務**

根據本公司與濰柴空氣淨化於二零二二年十一月二十三日訂立的採購協議，濰柴空氣淨化(及其附屬公司)(「濰柴空氣淨化集團」)將按市場價格向本公司及／或其他集團公司供應若干汽車零部件及相關產品、發動機、發動機零部件及相關產品以及提供相關服務，協議年期為截至二零二五年十二月三十一日止三個年度。於該協議年期屆滿後，訂約方經相互協定後可選擇重續協議，為期三年。視乎各訂約方將予訂立的正式協議條款而定，相關產品及／或服務的相關價格應按月或按季或根據提供相關產品及／或服務的進度結算。

**U. 本公司(及其附屬公司)向濰柴空氣淨化(及其附屬公司)銷售汽車零部件及相關產品、發動機、發動機零部件及相關產品以及提供相關服務**

根據本公司與濰柴空氣淨化於二零二二年十一月二十三日訂立的供應協議，本公司及／或其他集團公司將按市場價格向濰柴空氣淨化集團銷售若干汽車零部件及相關產品、發動機、發動機零部件及相關產品以及提供相關服務，協議年期為截至二零二五年十二月三十一日止三個年度。於該協議年期屆滿後，訂約方經相互協定後可選擇重續協議，為期三年。視乎各訂約方將予訂立的正式協議條款而定，相關產品及／或服務的相關價格應按月或按季或根據提供相關產品及／或服務的進度結算。



Details of the annual cap and the actual transaction amount for the year ended 31 December 2023 in respect of these continuing connected transactions are as follows:

此等持續關連交易截至二零二三年十二月三十一日止年度之年度上限及實際交易金額詳情如下：

		2023	
		二零二三年	
		RMB'000	
		人民幣千元	
<b>A. Supply and/or connection of utilities by Weichai Holdings and its associates to the Company and its subsidiaries</b>			
<b>A. 濰柴控股及其附屬(關聯)公司向本公司及附屬公司供應及/或接駁動能服務</b>			
		Cap 上限	Actual 實際
Supply and/or connection of utilities by Weichai Holdings and its associates	濰柴控股及其附屬(關聯)公司 供應及/或接駁動能服務	831,000	404,469
<b>B. Purchase of diesel engine parts and components, gas and scrap metals etc., materials, diesel engines and related products, processing services and import and export agency services by the Company and its subsidiaries from Weichai Holdings and its associates</b>			
<b>B. 本公司及其附屬公司向濰柴控股及其附屬(關聯)公司採購柴油機零部件、煤氣及廢金屬等、原材料、柴油機及相關產品、加工服務和代理進出口服務</b>			
		Cap 上限	Actual 實際
Purchase products and services from Weichai Holdings and its associates	向濰柴控股及其附屬(關聯)公司 採購產品及服務	2,180,000	1,311,189
<b>C. Sale of diesel engines, diesel engines parts and components, materials, semi-finished products, hydraulic products and related products and provision of processing services by the Company and its subsidiaries to Weichai Holdings and its associates</b>			
<b>C. 本公司及其附屬公司向濰柴控股及其附屬(關聯)公司銷售柴油機、柴油機零部件、原材料、半成品、液壓產品、相關產品及提供加工服務</b>			
		Cap 上限	Actual 實際
Provide diesel engines and related products and services to Weichai Holdings and its associates	向濰柴控股及其附屬(關聯)公司 供應柴油機及相關產品及服務	6,900,000	4,867,378

2023  
二零二三年  
RMB'000  
人民幣千元

**D. Sale of diesel engines and related products by the Company and its subsidiaries to Weichai Heavy Machinery and its subsidiaries**

D. 本公司及其附屬公司向濰柴重機及其附屬公司銷售柴油機及相關產品

		Cap 上限	Actual 實際
Provide diesel engines and related products to Weichai Heavy Machinery and its subsidiaries	向濰柴重機及其附屬公司供應柴油機及相關產品	1,060,000	928,097

**E. Purchase of diesel engine parts and components, materials, steel and scrap metal etc., diesel engines and related products and processing and labour services by the Company and its subsidiaries from Weichai Heavy Machinery and its subsidiaries**

E. 本公司及其附屬公司向濰柴重機及其附屬公司採購柴油機零部件、原材料、鋼材及廢金屬等、柴油機及相關產品和加工及勞務服務

		Cap 上限	Actual 實際
Purchase diesel engines and related materials and services from Weichai Heavy Machinery and its subsidiaries	向濰柴重機及其附屬公司採購柴油機及相關原材料及服務	1,500,000	778,280

**F. Supply of semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products and provision of labour services by the Company its subsidiaries to Weichai Heavy Machinery and its subsidiaries**

F. 本公司及其附屬公司向濰柴重機及其附屬公司供應柴油機零部件毛坯、柴油機零部件、備件及相關產品以及提供勞務服務

		Cap 上限	Actual 實際
Provide diesel engines related materials and services to Weichai Heavy Machinery and its subsidiaries	向濰柴重機及其附屬公司供應柴油機及相關原材料及服務	210,000	194,911

**G. Sale of parts and components of transmissions and related products by SFGC to Fast Transmission**

G. 陝西法士特齒輪向法士特集團銷售傳動零部件及相關產品

		Cap 上限	Actual 實際
Provide parts and components of transmissions and related products by SFGC	陝西法士特齒輪供應傳動零部件及相關產品	7,536,000	2,233,847

2023  
二零二三年  
RMB'000  
人民幣千元

**H. Purchase of parts and components of transmissions and related products and labour services by SFGC from Fast Transmission**

H. 陝西法士特齒輪向法士特集團採購傳動零部件及相關產品

	Cap 上限	Actual 實際
Purchase of parts and components of transmissions and related products and services by SFGC	18,120,000	5,471,478

**I. Sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by the Company and its subsidiaries to Shaanxi Automotive and its associates**

I. 本公司及其附屬公司向陝汽集團及其附屬(關聯)公司銷售汽車、汽車零部件、原材料及相關產品和提供相關服務

	Cap 上限	Actual 實際
Provide vehicles, raw materials and related products and services to Shaanxi Automotive and its associates	5,740,000	3,033,675

**J. Purchase of parts and components of vehicles, scrap steel and related products and labour services by the Company and its subsidiaries from Shaanxi Automotive and its associates**

J. 本公司及其附屬公司向陝汽集團及其附屬(關聯)公司採購汽車零部件、廢鋼、相關產品及勞務服務

	Cap 上限	Actual 實際
Purchase parts and components of vehicles, scrap steel and related products and labour services from Shaanxi Automotive and its associates	6,420,000	5,262,478

**K. Sale of engines, new energy powertrain and related products by the Company and its subsidiaries to Yangzhou Yaxing and its subsidiaries**

K. 本公司向揚州亞星及其附屬公司銷售發動機、新能源動力總成及相關產品

	Cap 上限	Actual 實際
Provide new energy powertrain and related products to Yangzhou Yaxing and its subsidiaries	690,000	92,767

2023  
二零二三年  
RMB'000  
人民幣千元

**L. Sale of transmissions and related products by SFGC to Yangzhou Yaxing and its subsidiaries**

L. 陝西法士特齒輪向揚州亞星及其附屬公司銷售變速箱及相關產品

		Cap 上限	Actual 實際
Provide transmissions and related products to Yangzhou Yaxing and its subsidiaries	向揚州亞星及其附屬公司供應變速箱及相關產品	72,000	8,105

**M. Sale of axles and related products by Shaanxi Hande Axle Co., Ltd. ("Hande Axle", a subsidiary of Shaanxi Zhongqi) to Yangzhou Yaxing and its subsidiaries**

M. 陝西漢德車橋有限公司(「漢德車橋」, 陝西重汽之附屬公司)向揚州亞星及其附屬公司銷售車橋及相關產品

		Cap 上限	Actual 實際
Provide axles and related products to Yangzhou Yaxing and its subsidiaries	向揚州亞星及其附屬公司供應車橋及相關產品	101,000	20,299

**N. Supply of base engines, gas engine parts, utility and labour services, technology development services and related products and services by the Company and its subsidiaries and/or associates to Weichai Westport**

N. 本公司及其附屬(關聯)公司向西港新能源供應本體機、氣體機配件、提供動能與勞務、技術開發服務及相關產品及服務

		Cap 上限	Actual 實際
Provide base engines, gas engine parts and related products and services to Weichai Westport	向西港新能源供應本體機、氣體機配件及相關產品及服務	680,000	649,203

**O. Purchase of gas engines, gas engine parts, labour services and related products and services by the Company and its subsidiaries and/or associates from Weichai Westport**

O. 本公司及其附屬(關聯)公司向西港新能源採購氣體機、氣體機配件、接受勞務及相關產品及服務

		Cap 上限	Actual 實際
Purchase gas engines, gas engine parts and related products and services from Weichai Westport	向西港新能源採購氣體機、氣體機配件及相關產品及服務	7,570,000	4,704,195

2023  
二零二三年  
RMB'000  
人民幣千元

**P. Provision of financial services to the Company and its subsidiaries by Shandong Finance**

P. 山東財務向本公司及其附屬公司提供金融服務

		From 1 January 2023 to 29 June 2023 二零二三年一月一日至 二零二三年六月二十九日	
		Cap 上限	Actual 實際
The maximum daily balance (including interests) on the deposit services provided by Shandong Finance to the Company and its subsidiaries	山東財務向本公司及其附屬公司提供的存款服務的每日最高存款餘額(含利息)	34,000,000	26,136,810

		From 30 June 2023 to 31 December 2023 二零二三年六月三十日至 二零二三年十二月三十一日	
		Cap 上限	Actual 實際
The maximum daily balance (including interests) on the deposit services provided by Shandong Finance to the Company and its subsidiaries	山東財務向本公司及其附屬公司提供的存款服務的每日最高存款餘額(含利息)	37,000,000	29,274,003

**Q. Provision of guarantee by Weichai Lovol and its subsidiaries to Huiyin Leasing and its associates in respect of the payment obligations of certain lease payments owed by their customers**

Q. 濰柴雷沃及其附屬公司向匯銀融資及其聯繫人就其客戶結欠的若干租賃付款的付款義務提供擔保

		Cap 上限	Actual 實際
The maximum day-end guarantee balance	最高日結擔保結餘	2,000,000	1,349,061

**R. Purchase of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) from CNHTC (and its associates)**

R. 本公司(及其附屬公司)向中國重汽(及其聯繫人)採購汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務

		Cap 上限	Actual 實際
Purchase products from CNHTC (and its associates)	向中國重汽(及其聯繫人)採購產品	847,000	740,679

2023  
二零二三年  
RMB'000  
人民幣千元

		Cap 上限	Actual 實際
S.	<b>Sale of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) to CNHTC (and its associates)</b>		
S.	本公司(及其附屬公司)向中國重汽(及其聯繫人)銷售汽車、汽車零部件及相關產品、發動機、發動機零部件及相關產品以及相關服務		
		17,889,000	14,180,622
T.	<b>Purchases of vehicle parts and components and related products, engines, engine parts and components and related products and receiving relevant services by the Company (and its subsidiaries) from Weichai Freshen Air (and its subsidiaries)</b>		
T.	本公司(及其附屬公司)向濰柴空氣淨化(及其附屬公司)採購汽車零部件及相關產品、發動機、發動機零部件及相關產品以及接受相關服務		
		9,500,000	5,251,994
U.	<b>Sale of vehicle parts and components and related products, engines, engine parts and components and related products and provision of relevant services by the Company (and its subsidiaries) to Weichai Freshen Air (and its subsidiaries)</b>		
U.	本公司(及其附屬公司)向濰柴空氣淨化(及其附屬公司)銷售汽車零部件及相關產品、發動機、發動機零部件及相關產品以及提供相關服務		
		310,000	204,445

The independent non-executive directors of the Company have reviewed the internal control procedures put in place by the Company and the continuing connected transactions set out above and have confirmed that the internal control procedures were adequate and effective, and these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information," and with reference to Practice Note 740, "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules," issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the above continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules.

In the letter the auditors have confirmed and stated that:

- a. nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors.
- b. for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- c. nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- d. with respect to the aggregate amount of each of the continuing connected transactions set out above, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

本公司獨立非執行董事已審閱本公司既有的內部控制程序及上文所載的持續性關連交易，並確認內部控制程序足夠有效，且該等持續性關連交易乃(i)在本集團的一般及日常業務過程中；(ii)按一般商業條款或不遜於獨立第三方向或獲本集團提供之條款；及(iii)根據規管該等交易之相關協議訂立，協議條款公平合理且符合本公司股東之整體利益。

本公司核數師已獲委聘根據香港會計師公會頒佈的《香港核證聘用準則3000(經修訂)》「歷史財務資料審計或審閱以外的核證聘用」及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已按照上市規則第14A.56條就上述持續性關連交易出具載有其發現及結論的無保留意見函件。

核數師在函件中確認及指出：

- a. 彼等概無注意到任何事宜致令彼等相信所披露的持續性關連交易並未經由本公司董事會批准。
- b. 涉及本集團提供貨品或服務的交易而言，彼等概無注意到任何事宜致令彼等相信交易並非在各重大方面根據本集團的定價政策進行。
- c. 彼等概無注意到任何事宜致令彼等相信交易並非在各重大方面根據規管有關交易的相關協議進行。
- d. 就上述持續性關連交易的交易總額而言，彼等概無注意到任何事宜致令彼等相信所披露的持續性關連交易超出本公司批准的最高年度總額。

## CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group entered into the following connected transactions which were not exempt from the annual review and disclosure requirements under Chapter 14A of the Listing Rules. Details of such connected transaction have been disclosed in compliance with the requirements under Chapter 14A of the Listing Rules.

### DISPOSAL OF 38% SHARES IN SHENGRUI TRANSMISSION CORPORATION LIMITED ("SHENGRUI TRANSMISSION")

On 5 June 2023, the Company entered into a share transfer agreement with CNHTC and Shengrui Transmission, pursuant to which the Company has agreed to sell to CNHTC 38% of issued shares of Shengrui Transmission at the consideration of RMB760,091,400. The said transfer has been completed in August 2023, and the investment income was approximately RMB441,695,600. Upon completion of the aforesaid acquisition, the Company ceased to have any interest in Shengrui Transmission.

### NON-EXERCISE OF PRE-EMPTIVE RIGHT IN RESPECT OF WEICHAI INTELLIGENT TECHNOLOGY CO., LTD. ("INTELLIGENT TECHNOLOGY")

On 20 September 2023, the Company entered into a capital contribution agreement with Sinotruk Ji'nan Power Co., Ltd. ("Ji'nan Power"), Weichai Lovol, Shantui Investment Co., Ltd. ("Shantui Investment"), Zhongtong Bus Holding Co., Ltd. ("Zhongtong Bus") and Intelligent Technology, pursuant to which Ji'nan Power has agreed to make a capital contribution to Intelligent Technology in the amount of RMB400,000,000, among which (i) RMB383,180,000 shall be used to increase the registered capital of the Intelligent Technology, and (ii) RMB16,820,000 shall be used to increase the capital reserve of Intelligent Technology. The other existing equity holders of Intelligent Technology, being the Company, Weichai Lovol, Shantui Investment and Zhongtong Bus, have agreed not to exercise their respective pre-emptive right to subscribe for equity interest in Intelligent Technology. Ji'nan Power was wholly-owned by Sinotruk (Hong Kong) Limited, which was in turn controlled by Shandong Heavy Industry, a substantial shareholder of the Company.

Upon completion of the transaction, the Company's direct equity holding in Intelligent Technology has reduced to approximately 15.79%, whereas the Group's equity interest (inclusive of the indirect equity interest held through Weichai Lovol) in Intelligent Technology has decreased from 59% to approximately 23.29%. Intelligent Technology remains to be accounted for as an associated company of the Company and its financial results is not consolidated into the Company's consolidated financial statements.

## 關連交易

於截至二零二三年十二月三十一日止年度，本集團訂立下列不獲豁免遵守上市規則第14A章的年度審閱及披露規定的關連交易。關連交易詳情已遵照上市規則第14A章的規定予以披露。

### 出售盛瑞傳動股份有限公司(「盛瑞傳動」) 38% 股份

於二零二三年六月五日，本公司與中國重汽及盛瑞傳動訂立股份轉讓協議，據此本公司已同意向中國重汽出售盛瑞傳動38%已發行股份，對價為人民幣760,091,400元。該轉讓已於2023年8月完成交割，投資收益為人民幣44,169.56萬元。於完成上述收購事項後，本公司已不再持有盛瑞傳動任何權益。

### 不行使有關濰柴智能科技有限公司(「智能科技」)的優先購買權

於二零二三年九月二十日，本公司與中國重汽集團濟南動力有限公司(「濟南動力」)、濰柴雷沃·山推投資有限公司(「山推投資」)、中通客車股份有限公司(「中通客車」)及智能科技訂立增資協議，根據增資協議，濟南動力同意向智能科技增資人民幣400,000,000元，其中(i)人民幣383,180,000元將用作增加智能科技的註冊資本，及(ii)人民幣16,820,000元將用作增加智能科技的資本公積。智能科技的其他現有股權持有人(即本公司、濰柴雷沃·山推投資及中通客車)各自已同意不行使其優先購買權，以認購智能科技的任何股權。濟南動力由本公司主要股東山東重工控制的中國重汽(香港)有限公司全資擁有。

交易完成後，本公司於智能科技的直接股權已減少至約15.79%，而本集團於智能科技的股權(包括透過濰柴雷沃間接持有的股權)已由59%減少至23.29%。智能科技仍繼續作為本公司的聯營公司入賬，其財務業績仍不會合併入賬至本公司的合併財務報表。



Except for the transactions with associates, all the transactions of goods and services with related parties, leasing with related parties and transfer of assets with related parties as disclosed in Notes XI.5(1) to (4) to the financial statements also constitute connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules and the Company has complied with relevant requirements in Chapter 14A of the Listing Rules.

## EMOLUMENT POLICY

The Group is strictly in compliance with laws and regulations such as the Labour Law and the Labour Contract Law, and formulates a remuneration system and incentive policies that suit the actual situation of the enterprise by combining the development strategy of the enterprise, the characteristics of the industry and the ability to pay for labour costs.

The Group adopts a differentiated and standardised annual salary system and a non-annual salary system according to different job positions such as management, research and development and production, where the non-annual salary system is subdivided into salary systems such as performance-based salary system, piece-rate (hourly) salary system and shift production daily salary system.

By evaluating the position value of all kinds of personnel and referencing the market remuneration level, we have set the salary standard with competitive advantages by reasonably setting the salary level hierarchy of personnel, determining the salary level by position and the salary distribution plan by performance, and adjusting the salary according to the performance appraisal, increasing the incentives for talents in key positions such as research and development, marketing and technical staffs. At the same time, we have implemented incentive mechanisms for innovation projects, patent specialisation, management innovation and other subsidies for overseas positions and staff housing, and established a sound salary incentive policy to promote high-quality and rapid development of enterprises.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

On 13 November 2023, the extraordinary general meeting of the Company considered and approved the adoption of the restricted share incentive scheme of A shares (the "Incentive Scheme") of the Company. Further details are provided in the section headed "The Restricted Share Incentive Scheme of A Shares" in this report.

除與聯營公司進行之交易外，所有財務報表附註十一、5(1)至(4)中披露的關聯方商品和勞務交易、關聯方租賃及關聯方資產轉讓同時構成上市規則第14A章中定義的關連交易或持續關連交易且本公司已遵守上市規則第14A章相關規定。

## 薪酬政策

本集團認真貫徹落實《勞動法》、《勞動合同法》等法律法規，並結合企業發展戰略、行業特點和人工成本支付能力，制定切合企業實際的薪酬制度和激勵政策。

本集團根據管理、研發、生產工人等不同崗位序列，分別採取差異化、規範化的年薪制和非年薪制薪酬制度，其中非年薪制又細分為崗位績效工資制、計(時)件工資制、班產量日工資制度等薪酬制度。

通過對各類人員進行崗位價值評估和對標市場薪酬水平，制定具備競爭優勢的薪酬標準，合理設定人員薪酬等級層級，確定以崗定薪級、以績效定薪酬分配方案，並依據績效考評實施薪酬升降，突出對研發、營銷、工匠等重点崗位人才的激勵力度。同時，實施創新項目、專利專項、管理創新等激勵機制和駐外崗位、員工住房等補貼辦法，建立健全了促進企業高質量快速發展的薪酬激勵政策。

本公司董事的薪酬由薪酬委員會經考慮本集團經營業績、個人表現及可資比較市場統計數據後決定。

於二零二三年十一月十三日，本公司股東特別大會審議並批准採納本公司A股限制性股票激勵計劃(「激勵計劃」)。進一步詳情載於本報告「A股限制性股票激勵計劃」一節。

## DIVIDEND POLICY

Acknowledging the importance of shareholders' interest and return, the Company has always adopted a policy of stable dividend distribution. Prior to proposing dividend distribution, the Board considers a multitude of factors including the Company's financial performance, distributable reserve, capital expenditure, expected financial performance, expected working capital requirement and such other factors as the Board may consider relevant.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

As disclosed in the section headed "The Restricted Share Incentive Scheme of A Shares" in this report, certain Restricted Shares have been granted to a director of the Company.

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements that enabled the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES OF THE COMPANY

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

The Board approved the A shares repurchase plan on 19 May 2022 and such repurchase plan has ended on 11 October 2022. A total of 87,265,525 ordinary A shares were repurchased during 24 May 2022 to 11 October 2022, among which 78,270,000 of the repurchased A shares had been granted pursuant to the Company's Restricted Share Incentive Scheme of A Shares. Please refer to the section headed "The Restricted Share Incentive Scheme of A Shares" of this report for further details. As at 31 December 2023, the total number of the Company's shares that has been repurchased but not granted and not cancelled was 8,995,525 A shares.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the PRC, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## 股息政策

本公司十分重視股東的利益及回報，並一直奉行較為穩定的派息政策。董事會在建議派發股息前，會考慮因素包括本公司的財務表現、可分派儲備、資本開支、預期財務表現、預期營運資金需求及董事會認為相關的其他因素等。

## 購買股份或債券的安排

誠如本報告「A股限制性股票激勵計劃」一節所披露，本公司一名董事已獲授若干限制性股票。

本公司及其任何附屬公司於本年度任何時間，概無參與可以使本公司董事通過收購本公司或任何其他法人團體的股份或債券以取得利益的安排。

## 購買、出售或贖回本公司的證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

本公司董事會於二零二二年五月十九日批准了A股回購計劃，該回購計劃已於二零二二年十月十一日結束。二零二二年五月二十四日至二零二二年十月十一日期間，共回購87,265,525股A股普通股，其中已回購的A股78,270,000股已根據本公司A股限制性股票激勵計劃授出。具體內容請參閱本報告「A股限制性股票激勵計劃」一節。截至二零二三年十二月三十一日，本公司已回購但未授出且未註銷的A股股份總數為8,995,525股。

## 優先購買權

本公司的公司章程或中國法律均無訂立有關優先購買權條文，規定本公司須按比例向現有股東發售新股。

## INCOME TAX FOR H SHAREHOLDERS

According to the regulations in the Enterprise Income Tax Law of the People's Republic of China, Implementation Regulations on Enterprise Income Tax Law of People's Republic of China which came into effect in 2008 and the Notice of the State Administration of Taxation on Issues Relating to the Withholding and Remittance of Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to Overseas Non-resident Enterprises which hold H Shares (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by China's State Administration of Taxation on 6 November 2008 (collectively, the "Tax Law"), any domestic enterprise of the PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and thereafter shall withhold and remit enterprise income tax with the payer as withholding agent. After receiving dividends, non-resident enterprise shareholders may, where applicable, apply for tax refund pursuant to relevant requirements under tax treaty (arrangement).

In accordance with the Tax Law, the Company is obliged to withhold and remit enterprise income tax at the rate of 10% on behalf of the non-resident enterprise holders of H Shares whose names appear on the register of members for H Shares of the Company on the record date when distributing dividends to them. For holders of H Shares who are registered in the name of non-natural person registered shareholders (including HKSCC (Nominees) Limited, other corporate nominees, trustees, or other organisations or groups which are all treated as "non-resident enterprise" shareholders) on the register of members for H Shares of the Company on the record date, the Company will distribute the cash dividends, after withholding for payment of 10% enterprise income tax.

Pursuant to the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) and the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》), for mainland corporate investors that invest in a company via the Southbound Trading Link, corporate income tax will be levied according to the law. In particular, for any dividend to be distributed to resident enterprises in the mainland China which hold H shares for more than 12 consecutive months, corporate income tax may be exempt according to the law. Such mainland enterprises shall declare and pay taxes by themselves in respect of such dividends, which will not be withheld by such H share company.

## H股股東所得稅

根據二零零八年實施的《中華人民共和國企業所得稅法》、《中華人民共和國企業所得稅法實施條例》以及中國國家稅務總局於二零零八年十一月六日頒佈的《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)(以下統稱「稅法」)的規定，凡中國境內企業向非居民企業股東(定義見稅法)派發二零零八年度及往後年度股息時，需代扣代繳企業所得稅，並以支付人為扣繳義務人。非居民企業股東在獲得股息之後，可以根據稅收協議(安排)等相關規定申請辦理退稅(如符合)。

根據稅法，本公司向於記錄日期名列本公司H股股東名冊的H股非居民企業股東派發股息時，須按10%稅率代扣代繳企業所得稅。就於記錄日期名列本公司H股股東名冊以非自然人登記股東名義登記的H股股東(包括皆被視為「非居民企業」股東的香港中央結算(代理人)有限公司、其他企業代名人、受託人、或其他組織或團體)而言，本公司將於代扣代繳10%企業所得稅後派發現金股息。

根據《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》、《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》，對於港股通內地企業投資者，依法計徵企業所得稅。其中，內地居民企業連續持有H股滿12個月取得的股息紅利所得，依法免徵企業所得稅。H股公司對內地企業投資者不代扣股息紅利所得稅款，應納稅款由企業自行申報繳納。

According to the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] No. 20) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]第20號)), foreign individual resident shareholders are exempt from personal income tax in respect of the dividends or bonus received from domestic foreign invested enterprises for now. As the Company is a foreign invested enterprise, for all natural person shareholders whose names are registered on the register of members for H Shares of the Company on the record date, the Company does not need to withhold personal income tax. The Company shall obtain latest updates by consulting relevant tax authorities in the PRC in due course.

In respect of dividends for the H shares of a company invested in by mainland individual investors and listed on the Hong Kong Stock Exchange through the Southbound Trading Link, the H share company shall apply to China Securities Depository and Clearing Co., Ltd., which will then provide the H share company with the register of mainland individual investors. The H share company shall withhold an individual income tax at the rate of 20% on such dividends.

For dividends received by investors (including enterprise and individual investors) in the Hong Kong market from investing in A shares listed on the Shenzhen Stock Exchange, and before Hong Kong Securities Clearing Company Limited is able to furnish China Securities Depository and Clearing Co., Ltd. with the identity, holding period and other detailed data of the investors in the Hong Kong market, the differentiated tax treatment based on the holding period of shares will not be implemented temporarily. Listed companies shall withhold income tax at the rate of 10% and make withholding filings with the relevant tax authorities. For those investors who are tax residents of other countries and the tax rate applicable to dividends is lower than 10% under the tax treaty between China and the relevant countries, such investors may, by themselves or request the withholding agent to act on their behalf to, apply to the relevant tax authorities in respect of the listed company for the preferential relevant treatment under the relevant treaties. Upon the verification of the relevant tax authorities, the amount being the difference between the tax withheld and the tax calculated at the rate as prescribed under the corresponding tax treaty shall be refunded.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the record date.

根據財稅字[1994]第20號《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》，境外居民個人股東從境內外商投資企業取得的股息、紅利所得，暫免徵收個人所得稅。本公司作為一間外商投資企業就於記錄日期名列本公司H股股東名冊的所有自然人股東而言，本公司則無需代扣代繳個人所得稅。本公司會適時向中國有關稅務機關作出諮詢獲取最新情況。

對內地個人投資者通過港股通投資香港聯交所上市H股取得的股息紅利，H股公司應向中國證券登記結算有限責任公司提出申請，由中國結算向H股公司提供內地個人投資者名冊，H股公司按照20%的稅率代扣個人所得稅。

對香港市場投資者(包括企業和個人)投資深交所上市A股取得的股息紅利所得，在香港中央結算有限公司不具備向中國結算提供投資者的身份及持股時間等明細數據的條件之前，暫不執行按持股時間實行差別化徵稅政策，由上市公司按照10%的稅率代扣所得稅，並向其主管稅務機關辦理扣繳申報。對於香港投資者中屬於其他國家稅收居民且其所在國與中國簽訂的稅收協定規定股息紅利所得稅率低於10%的，企業或個人可以自行或委託代扣代繳義務人，向上市公司主管稅務機關提出享受稅收協定待遇退還多繳稅款的申請，主管稅務機關查實後，對符合退稅條件的，應按已徵稅款和根據稅收協定稅率計算的應納稅款的差額予以退稅。

倘任何人有意更改股東名冊內的股東身份，請向代名人或受托人查詢相關手續。本公司將嚴格恪守有關政府部門的相關法律及規定，並嚴格遵循本公司記錄日期的股東名冊所載資料，代扣代繳非居民企業股東的企業所得稅。

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales.

During the Year, the aggregate purchase attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases.

At no time during the Year did a director, a supervisor, an associate of a director or a shareholder of the Company, which to the knowledge of the directors, owns more than 5% of the Company's share capital, has an interest in any of the Group's five largest suppliers or customers.

## THE RESTRICTED SHARE INCENTIVE SCHEME OF A SHARES

### Principal Terms of the Incentive Scheme

For the purpose of improving the long-term incentive mechanism of the Company, attracting and retaining talents, motivating the core and key employees and effectively aligning the interests of the shareholders, the Company and its employees, the Company has adopted the Incentive Scheme at its extraordinary general meeting convened on 13 November 2023. The Incentive Scheme is funded by existing A Shares of the Company repurchased from the secondary market by the Company, and does not involve the issuance of any new shares of the Company. The eligible incentive participants include directors, senior management officers, middle management officers, and core technology (business) staff of the Group. The number of shares granted to each incentive participant is fixed at the grant, which is the maximum entitlement of each participant should the conditions for unlocking the lock-up restrictions be satisfied upon the expiration of the unlocking periods.

## 主要客戶及供應商

於本年度，本集團五大客戶所佔總銷售額佔本集團總銷售額少於30%。

於本年度，本集團五大供應商所佔總採購額佔本集團總採購額少於30%。

於本年度任何時間，任何董事、監事、董事的任何聯繫人或據董事所知擁有本公司股本超過5%的本公司任何股東，概無擁有本集團五大供應商或客戶任何權益。

## A股限制性股票激勵計劃

### 激勵計劃的主要條款

為健全本公司的長效激勵機制，吸引及留聘人才，調動核心及骨幹僱員，實現股東、本公司和僱員各方利益的一致，本公司於二零二三年十一月十三日召開的股東特別大會上採納激勵計劃。激勵計劃由本公司從二級市場回購的本公司現有A股撥付，並不涉及發行本公司任何新股份。合資格激勵對象包括本集團董事、高級管理人員、中層管理人員及核心技術(業務)骨幹人員。授予每位激勵對象的股份數量於授予時乃屬固定，其為各對象於解除限售期到期時解除限售條件成就後的最大權利。

The shares granted (the "Restricted Shares") under the Incentive Scheme are subject to lock-up periods for periods of 24 months, 36 months and 48 months, respectively, from the relevant completion date of registration of the Restricted Shares. During the lock-up periods, the Restricted Shares granted shall not be transferred, used to provide guarantee or used for repayment of debt. The unlocking periods and unlocking schedule are as follows:

激勵計劃項下授出的股份(「限制性股票」)的限售期分別為自限制性股票授予登記完成之日起24個月、36個月、48個月。在限售期內，授出的限制性股票不得轉讓、不得用於擔保或償還債務。解除限售期及各期解除限售時間安排如下表所示：

Unlocking arrangement	Unlocking periods	Unlocking proportion to equity interests granted
解除限售安排	解除限售時間	可解除限售數量佔獲授權益數量比例
The first unlocking period 第一個解除限售期	Commencing from the first trading day upon the expiry of the 24-month period from the date of completion of registration of the Restricted Shares granted and ending on the last trading day falling within the period of 36 months from the date of completion of registration of the Restricted Shares granted 自限制性股票授予登記完成之日起滿24個月後的首個交易日至限制性股票授予登記完成之日起36個月內的最後一個交易日當日止	30%
The second unlocking period 第二個解除限售期	Commencing from the first trading day upon the expiry of the 36-month period from the date of completion of registration of the Restricted Shares granted and ending on the last trading day falling within the period of the 48 months from the date of completion of registration of the Restricted Shares granted 自限制性股票授予登記完成之日起滿36個月後的首個交易日至限制性股票授予登記完成之日起48個月內的最後一個交易日當日止	30%
The third unlocking period 第三個解除限售期	Commencing from the first trading day upon the expiry of the 48-month period from the date of completion of registration of the Restricted Shares granted and ending on the last trading day falling within the period of the 60 months from the date of completion of registration of the Restricted Shares granted 自限制性股票授予登記完成之日起滿48個月後的首個交易日至限制性股票授予登記完成之日起60個月內的最後一個交易日當日止	40%

The unlocking of the Restricted Shares are also subject to the satisfaction of certain conditions, including the satisfaction of certain performance appraisal targets at the Company level as well as the level of incentive participants, as detailed below:

解除限售限制性股票亦須達成若干條件，包括達到若干本公司層面以及激勵對象層面業績考核要求，詳情如下：

(i) *Performance appraisal targets at the Company level*

(i) 本公司層面業績考核條件

**Unlocking periods**

**解除限售期**

**Performance appraisal targets**

**業績考核條件**

The first unlocking period  
第一個解除限售期

The operating revenue in 2024 is not less than RMB210,200 million, and the profit margin in 2024 shall not be less than 8%, and the above indicators shall not be lower than the average performance level of the same industry for such year, and not be lower than the industry level at the time of the relevant grant.

二零二四年營業收入不低於人民幣2,102億元，二零二四年銷售利潤率不低於8%，且上述指標都不低於當年同行業平均業績水平，並不低於授予時所處的行業水平

The second unlocking period  
第二個解除限售期

The operating revenue in 2025 is not less than RMB231,200 million, and the profit margin in 2025 shall not be less than 9%, and the above indicators shall not be lower than the average performance level of the same industry for such year, and not be lower than the industry level at the time of the relevant grant.

二零二五年營業收入不低於人民幣2,312億元，二零二五年銷售利潤率不低於9%，且上述指標都不低於當年同行業平均業績水平，並不低於授予時所處的行業水平

The third unlocking period  
第三個解除限售期

The operating revenue in 2026 is not less than RMB258,900 million, and the profit margin in 2026 shall not be less than 9%, and the above indicators shall not be lower than the average performance level of the same industry for such year, and not be lower than the industry level at the time of the relevant grant.

二零二六年營業收入不低於人民幣2,589億元，二零二六年銷售利潤率不低於9%，且上述指標都不低於當年同行業平均業績水平，並不低於授予時所處的行業水平

(ii) *Comprehensive appraisal at the level of incentive participants*

(ii) 激勵對象層面的綜合考評

The comprehensive appraisal at the level of incentive participants is associated with the business unit appraisal result and the individual annual performance appraisal result.

激勵對象層面的綜合考核與業務單元考核結果及個人年度績效考核結果掛鉤。

The Restricted Shares to be unlocked during an unlocking period = the Restricted Shares that are expected to be unlocked during the unlocking period × the unlocking proportion from a business unit perspective (Proportion A) × the unlocking proportion from an individual perspective (Proportion B).

於解除限售期內將解除限售的限制性股票 = 解除限售期內計劃解除限售額度 × 業務單元層面的解除限售比例(A) × 個人層面的解除限售比例(B)。

The relevant performance appraisal in respect of each of the business unit shall be implemented in accordance with the terms of the grant agreement entered into between the Company and the incentive participant, and pursuant to which the unlocking proportion from a business unit perspective (Proportion A) shall be determined. For incentive participants who need not take part in the business unit appraisal, the unlocking proportion from a business unit perspective (Proportion A) shall be treated as 100% as long as the corresponding performance appraisal target at the Company level has been met.

The relevant performance appraisal in respect of the incentive participants shall be implemented in accordance with appraisal management measures and the appraisal measures internally announced by the Company, and the unlocking proportion from an individual perspective (Proportion B) shall be determined as follows:

Performance appraisal result 績效考核結果		Qualified 合格		Unqualified 不合格	
Class 等級	S	A	B	C	D
The unlock proportion from an individual perspective (Proportion B) 個人層面的解除限售比例(B)		100%		80%	0

In the event that the performance appraisal targets under the Incentive Scheme are not achieved during an unlocking period, the Company shall repurchase all the Restricted Shares subject to unlocking in the corresponding unlocking period at the grant price or the market price of the A Shares, whichever the lower.

各業務單元層面的具體業績考核要求按照公司與各激勵對象簽署的《授予協議》執行，確定業務單元層面的解除限售比例(A)。若激勵對象不參與業務單元考核的，則考核年度已滿足公司層面業績考核目標的，業務單元層面的解除限售比例(A)為100%。

個人激勵對象的相關績效考核按照《考核管理辦法》及公司內部發佈的考核辦法進行考核，而個人層面的解除限售比例(B)確定如下：

若限制性股票某個解除限售期的公司業績考核目標未達成，則所有激勵對象當期限制性股票不可解除限售，由公司回購，回購價格為授予價格與回購時公司股票市場價格的孰低值。



On 8 December 2023, the Board considered and approved the resolutions in relation to adjustments to the list of incentive participants under the Incentive Scheme, the number of restricted shares to be granted and the grant price, and the resolution in relation to grant of a total of 78,270,000 Restricted Shares to 693 incentive participants at the grant price of RMB6.264 per A Share. On 20 December 2023, the Company completed the registration of the grant of the aforementioned Restricted Shares with Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The relevant grant price has been paid by each of incentive participants by 8 December 2023.

The Incentive Scheme shall be valid from the date of the completion of registration of the grant of the Restricted Shares, to the unlocking of the lock-up restrictions attached to all of the granted Restricted Shares (excluding those subject to reduction restriction over directors and senior management) or the completion of the repurchase of the granted Restricted Shares by the Company, which period shall not exceed 60 months. Accordingly, based on the date of the completion of registration of the grant of the Restricted Shares which falls on 20 December 2023, the Incentive Scheme shall remain valid until no later than 20 December 2028. The remaining life of the Incentive Scheme is approximately 56 months.

The final grant price of RMB6.264 per A Share was determined after applying an adjustment of the interim dividend per share of RMB0.226 for the six months ended 30 June 2023 to the grant price stipulated under the Incentive Scheme of RMB6.49 approved at the extraordinary general meeting of the Company held on 13 November 2023. The original grant price of RMB6.49 (before the aforementioned adjustment pursuant to the terms of the Incentive Scheme) was proposed by the Board on the basis that such price was not less than 50% of the fair market price of A Shares and not less than the nominal value of such Shares, while the fair market price was the higher of (i) the average trading price of the A Shares for the last trading day immediately preceding the date of the announcement of the draft Incentive Scheme on 24 October 2023, which is RMB12.96 per A Share; and (ii) the average trading price of the A Shares for the last 20 trading days immediately preceding the date of the announcement of the draft Incentive Scheme, which is RMB12.93 per A Share.

於二零二三年十二月八日，董事會審議並批准有關對激勵計劃項下激勵對象名單、授予的限制性股票數量及授予價格進行調整的決議案，以及有關以授予價格每股A股人民幣6.264元向693名激勵對象授予合計78,270,000股限制性股票的決議案。於二零二三年十二月二十日，本公司在中國證券登記結算有限責任公司深圳分公司完成了授予上述限制性股票的登記工作。各激勵對象已於二零二三年十二月八日前支付相關授予價格。

激勵計劃有效期自限制性股票授予登記完成之日起至激勵對象獲授的限制性股票全部解除限售(不包含董事及高級管理人員減持限制等情形)或回購完畢之日止，最長不超過60個月。因此，基於限制性股票授予登記完成之日為二零二三年十二月二十日，激勵計劃將維持有效至不遲於二零二八年十二月二十日。激勵計劃的剩餘期限約為56個月。

最終授予價格每股A股人民幣6.264元乃根據截至二零二三年六月三十日止六個月的中期股息每股人民幣0.226元對本公司於二零二三年十一月十三日召開的股東特別大會批准的激勵計劃規定的授予價格人民幣6.49元進行調整後而釐定。原授予價格人民幣6.49元(根據激勵計劃的條款進行上述調整前)乃由董事會提議，基準是該價格不低於A股公平市場價格的50%，且不低於有關股份的面值，而公平市場價格乃按以下價格的孰高值確定：(i)激勵計劃草案公佈日期(即二零二三年十月二十四日)前1個交易日的A股股票交易均價，為每股A股人民幣12.96元；及(ii)激勵計劃草案公佈日期前20個交易日的A股交易均價，為每股A股人民幣12.93元。

## Details of Awards Granted to Participants During the Year

A summary of the movements of the Restricted Shares granted under the Incentive Scheme during the year ended 31 December 2023 is as follows:

於本年度授予激勵對象的獎勵詳情

截至二零二三年十二月三十一日止年度根據激勵計劃授予的限制性股票變動概要如下：

## Changes in the number of the Restricted Shares granted/locked-up under the Incentive Scheme during the Year

於本年度激勵計劃項下已授出/限售限制性股票數量變動

Name/Category of Grantees	Number of Restricted Shares granted as at 1 January 2023 (Notes 1 and 2) 於二零二三年一月一日授出的限制性股票數量 (附註1、2)	Number of Restricted Shares granted during the Year 於本年度授予的限制性股票數量	Date of Grant (Note 3) 授予日期 (附註3)	Grant Price 授予價格	Unlocked during the Year 於本年度解除限售	Lapsed during the Year 於本年度失效	Cancelled during the Year 於本年度註銷	Number of Restricted Shares granted but locked-up as at 31 December 2023 於二零二三年十二月三十一日授出但限售的限制性股票數量	Unlocking period 解除限售期
Mr. Wang Decheng (王德成), Director, CEO and general manager 王德成先生, 董事、CEO及總經理	Not applicable 不適用	240,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	240,000	22 December 2025 to 18 December 2026 二零二五年十二月二十二日至二零二六年十二月十八日
	Not applicable 不適用	240,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	240,000	21 December 2026 to 17 December 2027 二零二六年十二月二十一日至二零二七年十二月十七日
	Not applicable 不適用	320,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	320,000	20 December 2027 to 19 December 2028 二零二七年十二月二十日至二零二八年十二月十九日
Subtotal 小計	Not applicable 不適用	800,000	-	-	-	-	-	800,000	-
The five highest paid individuals (Note 4) 五名最高薪人士 (附註4)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用
Other grantees in aggregate 其他承授人合計	Not applicable 不適用	23,241,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	23,241,000	22 December 2025 to 18 December 2026 二零二五年十二月二十二日至二零二六年十二月十八日
	Not applicable 不適用	23,241,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	23,241,000	21 December 2026 to 17 December 2027 二零二六年十二月二十一日至二零二七年十二月十七日
	Not applicable 不適用	30,988,000	8 December 2023 二零二三年十二月八日	RMB6.264 人民幣6.264元	-	-	-	30,988,000	20 December 2027 to 19 December 2028 二零二七年十二月二十日至二零二八年十二月十九日
Subtotal 小計	Not applicable 不適用	77,470,000	-	-	-	-	-	77,470,000	-
Total 合計	Not applicable 不適用	78,270,000	-	-	-	-	-	78,270,000	-

## Notes:

1. The Incentive Scheme was adopted on 13 November 2023. There was no ungranted or locked-up Restricted Shares at the beginning of the financial year ended 31 December 2023.
2. The Board approved the adjustments to the list of incentive participants under the Incentive Scheme, the number of Restricted Shares to be granted and the grant price pursuant to the Incentive Scheme on 8 December 2023. For further details, please refer to the Company's announcement dated 8 December 2023.
3. In respect of the grant under the Incentive Scheme which was made on 8 December 2023, the relevant registration with Shenzhen Branch of China Securities Depository and Clearing Corporation Limited of the grant of Restricted Shares to the relevant participants has been completed on 20 December 2023.
4. The five highest paid individuals of the Company during the financial year ended 31 December 2023 are not incentive participants under the Incentive Scheme.
5. The performance appraisal targets for all incentive participants to be satisfied for unlocking the Restricted Shares are provided above under the sub-section headed "Principal Terms of the Incentive Scheme".
6. The closing price of the A Shares immediately before the date on which the Restricted Shares were granted, i.e. the closing price of A Shares on 7 December 2023, was RMB13.99.
7. The fair value of the Restricted Shares at the date of the grant is, pursuant to the applicable accounting policy, represented by the closing price of A Shares as at the date of the grant, which was RMB13.92 per A share.

## 附註:

1. 激勵計劃於二零二三年十一月十三日採納。於截至二零二三年十二月三十一日止財政年度開始時，概無未授予或限售的限制性股票。
2. 於二零二三年十二月八日，董事會批准根據激勵計劃調整激勵對象名單、授予的限制性股票數量及授予價格。有關進一步詳情，請參閱本公司日期為二零二三年十二月八日的公告。
3. 就於二零二三年十二月八日作出的激勵計劃項下授予而言，已於二零二三年十二月二十日就根據激勵計劃向相關激勵對象授予限制性股票在中國證券登記結算有限責任公司深圳分公司完成相關登記。
4. 截至二零二三年十二月三十一日止財政年度，本公司五名最高薪人士並非激勵計劃項下的激勵對象。
5. 為解除限售限制性股票而須達致的適用於所有激勵對象的業績考核目標載於上文「激勵計劃的主要條款」分節。
6. 緊接授出限制性股票日期前A股的收市價(即A股於二零二三年十二月七日的收市價)為人民幣13.99元。
7. 根據適用會計政策，限制性股票於授出日期的公允價值為A股於授出日期的收市價，即每股A股人民幣13.92元。

## SUBSEQUENT EVENTS

Please refer to the Company's separate announcements each dated 25 March 2024 in respect of (i) the proposed change of independent non-executive director subject to the approval of the shareholders at the forthcoming annual general meeting of the Company; and (ii) the proposed amendments to the articles of association and certain rules of procedures of the Company subject to the approval of the shareholders at the forthcoming annual general meeting of the Company, the class meeting of holders of A Shares and class meeting of holders of H Shares of the Company.

On 12 April 2024, the Company announced that pursuant to the authority granted by the shareholders at the general meeting held on 29 December 2022, the Company has decided to temporarily terminate the Proposed Spin-off and will withdraw the relevant application for listing on the ChiNext Board. The Board considers that the temporary termination of the Possible Spin-off will not have any substantial impact on the Company, will not have material adverse impact on the operations, businesses and financial positions of the Company, and will not affect the future implementation of the strategic planning of the Company. For further details, please refer to the Company's announcement dated 12 April 2024.

## 期後事項

請參閱本公司另行刊發的各自日期為二零二四年三月二十五日的公告，內容有關(i)建議更換獨立非執行董事，須經股東於應屆股東周年大會上批准；(ii)對本公司的公司章程及若干議事規則的建議修訂，須經股東於本公司應屆股東周年大會、A股類別股東大會及H股類別股東大會上批准。

於二零二四年四月十二日，本公司宣佈，根據二零二二年十二月二十九日股東大會的授權，本公司決定暫時終止可能分拆並撤回於創業板上市的相關申請。董事會認為，暫時終止可能分拆不會對本公司產生實質性影響，不會對本公司的運營、業務及財務狀況造成重大不利影響，亦不會影響本公司未來戰略規劃的實施。進一步詳情，請參閱本公司日期為二零二四年四月十二日的公告。

## ENVIRONMENTAL POLICY AND ITS IMPLEMENTATION

The Group strictly abides by the Environmental Protection Law of the People's Republic of China and other domestic and foreign laws and regulations of where it operates, and constantly establishes and improves the environmental management system. In 2023, the Company updated and revised a series of management system and procedural documents including "Administrative Measures for the Legal Disclosure of Environmental Information", "Environmental Protection Inspection and Control Procedures", "Environmental Protection Labels and Standards for Use" and "Environmental Impact Assessment Management Regulations", in order to gradually improve the construction of a full-process environmental management system.

The Company continued to improve the online monitoring mechanism of "daily supervision, weekly summary, and monthly notification", carried out monitoring and management of environmental pollution sources, and strictly controlled and managed emissions to land, water and the atmosphere. During the Year, the Company engaged a qualified third-party inspection company to conduct environmental monitoring such as sewages, exhausts and noise for more than 1,000 times at more than 500 locations at various industry parks, and issued more than 140 inspection reports. All inspection results met the requirements of emission indicators.

During the year, the Company invited external experts to conduct external audits of its environmental management system and obtained the GB/T 24001/ISO 14001 environmental management system certification with a coverage of 100%, and the Company did not have any material environmental pollution incidents or violations.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group keeps itself updated with and ensures the strict compliance with all such relevant laws and regulations as applicable in the respective jurisdictions. During the Year, the Group has complied with all applicable relevant laws and regulations in the respective jurisdictions in all material respects.

## 環保政策及履行

本集團嚴格遵守《中華人民共和國環境保護法等運營所在地的國內外法律法規，持續建立健全環境管理體系。公司於2023年更新並修訂《環境信息依法披露管理辦法》《環境保護檢查控制程序》《環境保護標誌及其使用標準》《環境影響評價管理規定》等一系列管理體系程序文件，逐步完善全流程環境管理體系建設。

公司持續完善「日監督、週匯總、月通報」在線監測機制，開展環境污染源監測管理，嚴格控制和管理向土地、水體、大氣的排放。本年度，公司委託具有資質的第三方檢測公司對各園區的廢水、廢氣、噪聲等500餘個點位開展環境監測1,000餘次，並出具檢測報告140餘份，各項檢測結果均符合排放指標要求。

於本年度內，公司邀請外部專家對環境管理體系開展外部審計，獲得GB/T 24001/ISO 14001環境管理體系認證，覆蓋率達到100%；未出現任何重大環境污染事件與違規行為。

## 遵守法律及法規

本集團不斷更新彼於多個國家所適用的相關法律法規，並確保已經嚴格遵從。於本年度內，本集團在所有重大方面均已遵守彼於多個國家適用的相關法律法規。

## MAJOR RELATIONSHIPS INVOLVING THE GROUP

### (1) Employees

The Company strictly complies with the relevant national laws and regulations and upholds a “people-oriented” philosophy. It is committed to providing employees with a fair, just, comfortable and good working environment. The Company firmly believes that employees play a pivotal role in the Company's continuity, development and growth. Through diversified talent attraction policies, a sound talent training system and an industry-competitive salary and welfare system, we strive to achieve the common growth of employees and the Company. The Company respects the democratic rights and interests of employees, actively communicates with employees, and pays attention to their needs. The Company has established an effective consultation and communication mechanism to protect employees' rights to know, to participate and to supervise the Company's management. At the same time, we have established a number of communication and feedback channels, including online and offline channels such as employee mailboxes and “employee voices” on Wei Talk mobile terminals. We maintain open, honest and effective communication with employees, listen to their opinions and suggestions, and effectively protect their rights and interests. The management team and staff team of the Group have been stable. During the Year, the Group considered that the relationship with its employees and the turnover rate were acceptable.

### (2) Suppliers

With mergers and reorganisation on a global basis and overseas market expansion, the Group owns production factories in many countries and regions and its suppliers are all over the world. The Group attaches great importance to the whole-process management of suppliers, and maintains positive interactions with suppliers to promote the development of the supply chain. The Company communicates with suppliers through activities such as supplier conferences, and provides suppliers with a variety of training activities such as SRM system training and WOS training to help to improve the product quality of suppliers and grow together with value chain partners. During the Year, the Group considered that the relationship with suppliers was sound and stable.

## 計及本集團的主要關係

### (1) 僱員

公司嚴格遵守國家相關法律法規，始終堅持「以人為本」的理念，致力於為員工提供公平公正、舒適良好的工作環境，公司堅信員工是企業生存、發展和壯大的中流砥柱，通過多元化的人才吸引政策、完善的人才培訓體系以及具有行業競爭力的薪酬福利制度，努力實現員工與公司的共同成長。公司尊重員工的民主權益，積極與員工溝通，關注員工的訴求。公司建立有效的員工協商與溝通機制，保障員工對企業管理的知情權、參與權和監督權。同時，我們建立多種溝通與反饋渠道，包括員工信箱、Wei Talk手機端「員工心聲」等線上與線下渠道，與員工保持開放、坦誠、有效的溝通，聽取員工的意見和建議，切實保障員工權益。一直以來，公司管理團隊及僱員隊伍較為穩定。於本年度內，本集團認為與僱員的關係良好及離職率為可接受。

### (2) 供應商

本集團通過全球範圍內的兼併重組及海外市場開拓，在多個國家和地區擁有生產工廠，供應商遍佈全球各地。本集團重視供應商的全流程管理，並與供應商保持良性互動，促進供應鏈發展。公司通過供應商大會等活動與供應商進行交流，並為供應商提供SRM系統培訓、WOS培訓等豐富的培訓活動，助力提高供應商產品質量，與價值鏈夥伴共同成長。於本年度內，本集團認為與供應商的關係良好且穩定。

**(3) Customers**

The Group is committed to providing customers with high-quality and safe services, building a high-quality and reliable service system, devoting to listen and respond to customer demands in a timely manner, and continuously improving customer satisfaction, in order to create a more stable and long lasting trust relationship between customers and the Company. The Group considered that the relationship with assembling factories and users was sound and stable.

**(4) Society**

While pursuing its own growth, the Group shares its development achievements with the society by actively fulfilling corporate social responsibilities, participating in public welfare and charity, supporting the construction and development of the communities under its operation, and conveying warmth and beauty to the society.

**AUDIT COMMITTEE**

The audit committee of the Company (the "Audit Committee") comprises all independent non-executive directors of the Company. The chairman of the Audit Committee is Ms. Jiang Yan, an independent non-executive director. Ms. Jiang has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), for the purpose of this appointment. Throughout the Year, the Audit Committee discharged its responsibilities, reviewed and discussed the financial results and internal control matters of the Company. In accordance with the requirements of Appendix D2 to the Listing Rules, the Audit Committee has reviewed the audited consolidated financial statements for the Year.

**COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE IN APPENDIX C1 TO THE LISTING RULES**

During the Year, other than the roles of the Chairman and the Chief Executive Officer being performed by Mr. Tan Xuguang ("Mr. Tan") for a certain period (with further details provided below) and certain directors not being able to attend the annual general meeting or all extraordinary general meetings due to other important work-related affairs, the Company has complied with all the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

**(3) 客戶**

本集團堅持為客戶提供優質、安全的服務，持續打造高品質、可信賴的服務體系，用心傾聽並及時響應客戶訴求，不斷提升客戶滿意度，在客戶與公司之間打造更加穩定持久的信任關係。本集團認為與主機廠及用戶的關係良好且穩定。

**(4) 社會**

本集團在自身成長的同時，將發展成果與社會分享，主動履行企業社會責任，積極投身公益慈善事業，支持運營社區的建設與發展，向社會傳遞溫暖與美好。

**審核委員會**

本公司審核委員會(「審核委員會」)由本公司所有獨立非執行董事組成。審核委員會主席為獨立非執行董事蔣彥女士。蔣女士具備香港聯合交易所有限公司證券上市規則(「上市規則」)第3.10(2)條對該委任所要求之適當的專業資格，或具備適當的會計或相關的財務管理專長。於本年度內，審核委員會履行其職責，檢討及討論本公司的財務業績及內部監控事宜。根據上市規則附錄D2的規定，審核委員會已審閱本年度之經審核合併財務報表。

**遵守上市規則附錄C1所載的企業管治守則**

於本年度，除譚旭光先生(「譚先生」)於若干期間擔任本公司董事長兼首席執行官(進一步詳情載於下文)及若干董事在本年度內因彼等有其他重要公務在身而未能出席本公司股東週年大會或所有股東特別大會外，本公司一直遵守上市規則附錄C1所載「企業管治守則」的所有守則條文。

## DIRECTORS' REPORT (CONTINUED)

During the Year, Mr. Tan served as both the Chairman and the Chief Executive Officer of the Company from 1 January 2023 until 13 October 2023. The Company considered that the combination of the roles of the Chairman and the Chief Executive Officer could promote the efficient formulation and implementation of the Company's strategies which would enable the Group to grasp business opportunities efficiently and promptly. The Company considered that through the supervision of its Board and its independent non-executive directors, there was adequate balance of power and authority in place. Mr. Tan made an application to cease to serve concurrently as the Chief Executive Officer due to work requirements, and such arrangement took effect on 13 October 2023. Mr. Tan continues to serve as the Chairman and an executive director of the Company (and as a member of the relevant Board committees). Please refer to the Company's announcement dated 13 October 2023 on the change of the Chief Executive Officer.

The Company has also adopted the revised terms of reference of the Remuneration Committee on 30 March 2023 in light of the relevant updates to the Listing Rules.

## COMPLIANCE WITH THE MODEL CODE

During the Year, the Company adopted a code of conduct regarding securities transactions by directors on terms no less than the required standard set out in the Model Code. Having made specific enquiry of all directors, the directors have confirmed that they have complied with the required standard set out in the Model Code during the Year.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained the prescribed public float under the Listing Rules as at the date of this report.

## AUDITORS

The Company appointed KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) as the Company's auditors on 28 June 2023 in place of Deloitte Touche Tohmatsu Certified Public Accountants LLP. KPMG Huazhen LLP will retire, and the Company will propose a resolution on the re-appointment of it as the Company's auditor for the year 2024 at the forthcoming annual general meeting.

## 董事會報告(續)

於本年度，譚先生於二零二三年一月一日至二零二三年十月十三日同時擔任本公司董事長兼首席執行官。本公司認為，讓譚先生同時兼任董事長及首席執行官可讓本公司更有效地計劃及執行本公司之策略，從而令本集團能夠有效而迅速地把握商機。本公司相信，通過其董事會及其獨立非執行董事之監督，此足以維持職權平衡。根據工作需要，譚先生申請不再兼任首席執行官，有關安排於二零二三年十月十三日起生效。譚先生繼續擔任董事長兼本公司執行董事(以及相關董事會委員會成員)。請參閱本公司日期為二零二三年十月十三日有關首席執行官調整的公告。

本公司亦已因應上市規則的相關最新資料於二零二三年三月三十日採納經修訂薪酬委員會工作細則。

## 遵守標準守則

於本年度，本公司已就董事進行證券交易採納操守準則，有關條款不比標準守則規定的標準寬鬆，且向全體董事作出特定查詢後確認，彼等於回顧年內已遵守標準守則所載規定的標準。

## 充足公眾持股量

根據本公司獲得之公開資料並就本公司董事所知，本公司於本報告刊發日期維持上市規則所規定的公眾持股量。

## 核數師

畢馬威華振會計師事務所(特殊普通合夥)於二零二三年六月二十八日獲委任代替德勤華永會計師事務所(特殊普通合夥)為本公司核數師。於應屆股東周年大會上，畢馬威華振會計師事務所(特殊普通合夥)將退任而本公司將提呈一項決議案以續聘其為本公司二零二四年度的核數師。

### APPROVAL OF THE FINANCIAL STATEMENTS

The audited consolidated financial statements for the Year were approved by the Board on 25 March 2024.

### 批准財務報表

董事會已於二零二四年三月二十五日批准本年度的經審核合併財務報表。

### PUBLICATION OF THE ANNUAL REPORT ON THE WEBSITES OF THE HONG KONG STOCK EXCHANGE AND THE COMPANY

The 2023 annual report of the Company will be despatched to the shareholders as well as made available on the Hong Kong Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.weichaipower.com](http://www.weichaipower.com) in due course.

### 於香港聯交所及本公司網站公佈年報

本公司二零二三年度報告將適時寄送予各位股東及刊登於香港聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)及本公司網站[www.weichaipower.com](http://www.weichaipower.com)。

On behalf of the Board

**Tan Xuguang**  
*Chairman*

Hong Kong,  
25 March 2024

代表董事會

**譚旭光**  
*董事長*

香港，  
二零二四年三月二十五日



In 2023, in accordance with relevant requirements under laws and regulations including the Company Law of the People's Republic of China ("Company Law"), Rules Governing the Listing of Shares on Shenzhen Stock Exchange, Guideline No. 1 for the Self-regulatory Rules for Companies Listed on the Shenzhen Stock Exchange – Standardised Operation of Companies Listed on the Main Board as well as the Articles of Association and the Rules of Procedure of the Supervisory Committee of the Company, and in order to be accountable to all shareholders, the supervisory committee of Weichai Power Co., Ltd. (the "Company") conscientiously performed its functions by actively attending meetings of the Board, being present at general meetings and performing supervision on the operating activities of the Company and on the performance duties by the Directors and the senior management, thereby effectively safeguarding the legitimate interests of the Company and its Shareholders and facilitating the standardized operation of the Company. Work of the supervisory committee conducted in 2023 is reported as below:

2023年度，濰柴動力股份有限公司(下稱「公司」)監事會根據《中華人民共和國公司法》(下稱「《公司法》」)《深圳證券交易所股票上市規則》《深圳證券交易所上市公司自律監管指引第1號—主板上市公司規範運作》等法律法規和《公司章程》《公司監事會議事規則》等相關規定，本著對全體股東負責的態度，認真地履行了監事會職能，積極列席董事會和出席股東大會，依法對公司運作情況和董事、高級管理人員履行職責的情況進行監督，維護了公司及股東的合法權益，促進了公司規範運作。現將2023年度監事會工作情況報告如下：

## I. DETAILS OF CONVENING MEETINGS OF THE SUPERVISORY COMMITTEE

In the Year, the Company held seven meetings of the supervisory committee:

1. On 30 March 2023, the fifth meeting of the sixth session of supervisory committee of the Company was convened, during which the supervisory committee considered and approved the Resolution on the Full Text and Summary of the 2022 Annual Report, the Resolution on the Work Report of the Supervisory Committee for 2022, the Resolution on the Financial Report and Auditors' Report for 2022, the Resolution on the Final Financial Report for 2022, the Resolution on the Financial Budget Report 2023, the Resolution on the Internal Control Self-evaluation Report for 2022, the Resolution on the Internal Audit Report for 2022, the Resolution on Profit Distribution Proposal for 2022, the Resolution on the Special Report on the Deposit and Use of the Proceeds Raised in the Year 2022 of the Company.
2. On 28 April 2023, the first provisional meeting of the supervisory committee of the Company in 2023 was convened, during which the supervisory committee considered and approved the 2023 First Quarterly Report of the Company, the Resolution on the Appointment of KPMG Huazhen LLP as the Auditors of the Company for the Year 2023, and the Resolution on the Re-appointment of Hexin Accountants LLP as the Internal Control Auditors of the Company for the Year 2023.

## 一、監事會會議召開情況

公司本年度共召開監事會會議7次：

1. 2023年3月30日，公司召開六屆五次監事會會議，審議通過了《公司2022年年度報告全文及摘要的議案》《公司2022年度監事會工作報告的議案》《公司2022年度財務報告及審計報告的議案》《公司2022年度財務決算報告的議案》《公司2023年度財務預算報告的議案》《公司2022年度內部控制評價報告的議案》《公司2022年度內部控制審計報告的議案》《關於公司2022年度利潤分配的議案》《關於公司2022年年度募集資金存放與使用情況的專項報告的議案》。
2. 2023年4月28日，公司召開2023年第一次臨時監事會會議，審議通過了《公司2023年第一季度報告的議案》《關於聘任畢馬威華振會計師事務所(特殊普通合夥)為公司2023年度審計服務機構的議案》《關於續聘和信會計師事務所(特殊普通合夥)為公司2023年度內部控制審計服務機構的議案》。

3. On 14 July 2023, the second provisional meeting of the supervisory committee of the Company in 2023 was convened, during which the supervisory committee considered and approved the Resolution on the Use of Certain Idle Proceeds for Cash Management.
  4. On 30 August 2023, the sixth meeting of the sixth session of supervisory committee of the Company was convened, during which the supervisory committee considered and approved the Resolution on the Full Text and Summary of the 2023 Interim Report and the Resolution on the Implementation of the 2023 Interim Profit Distribution.
  5. On 24 October 2023, the third provisional meeting of the supervisory committee of 2023 of the Company was convened, during which the supervisory committee considered and approved the Resolution on Considering and Approving the 2023 Restricted A Share Incentive Scheme of the Company (Draft) and its Summary, the Resolution on Considering and Approving the Appraisal Management Measures for the Implementation of the 2023 Restricted A Share Incentive Scheme of the Company and the Resolution on Verifying the List of Incentive Participants of the 2023 Restricted A Share Incentive Scheme of the Company.
  6. On 30 October 2023, the fourth provisional meeting of the supervisory committee of the Company in 2023 was convened, during which the supervisory committee considered and approved the Resolution on 2023 Third Quarterly Report of the Company.
  7. On 8 December 2023, the fifth provisional meeting of the supervisory committee of the Company in 2023 was convened, during which the supervisory committee considered and approved the Resolution on the Adjustments to the Related Matters of the 2023 Restricted A Share Incentive Scheme of the Company and the Resolution on the Granting of Restricted Shares to the Incentive Participants of the 2023 Restricted A Share Incentive Scheme of the Company.
3. 2023年7月14日，公司召開2023年第二次臨時監事會會議，審議通過了《關於公司使用部分閒置募集資金進行現金管理的議案》。
  4. 2023年8月30日，公司召開六屆六次監事會會議，審議通過了《公司2023年半年度報告全文及摘要的議案》《公司實施2023年中期利潤分配的議案》。
  5. 2023年10月24日，公司召開2023年第三次臨時監事會會議，審議通過了《關於公司2023年A股限制性股票激勵計劃(草案)及其摘要的議案》《關於公司2023年A股限制性股票激勵計劃實施考核管理辦法的議案》《關於核實公司2023年A股限制性股票激勵計劃激勵對象名單的議案》。
  6. 2023年10月30日，公司召開2023年第四次臨時監事會會議，審議通過了《公司2023年第三季度報告的議案》。
  7. 2023年12月8日，公司召開2023年第五次臨時監事會會議，審議通過了《關於調整公司2023年A股限制性股票激勵計劃相關事項的議案》《關於向公司2023年A股限制性股票激勵計劃激勵對象授予限制性股票的議案》。

## II. OPINION OF THE SUPERVISORY COMMITTEE ON SUPERVISED MATTERS OF THE COMPANY IN THE REPORTING PERIOD

## 二、監事會對報告期內監督事項的意見

### 1. Compliance of the Company's operations with legal requirements

During the reporting period, pursuant to the laws and regulations of the PRC and the Articles of Association, the supervisory committee duly supervised the convening procedures and resolutions of general meetings of Shareholders and meetings of the Board, the performance of duties by the senior management of the Company. The supervisory committee is of the view that the Board and the senior management of the Company performed their duties with integrity and diligence and made decisions in a scientific approach. The supervisory committee is not aware of any action which would result in a breach of laws or regulations or the Articles of Association or would damage the interests of the Company and investors in the Company.

### 2. Financial position of the Company

During the reporting period, the supervisory committee supervised, reviewed and audited and considered the Company's financial conditions, financial management etc. in a comprehensive, thorough and effective manner, and reviewed the Company's regular reports.

The supervisory committee believes that the procedures adopted by the Board in the preparation and review of the Company's annual financial report are in compliance with laws, administrative regulations and the provisions of the China Securities Regulatory Commission (the CSRC"), and the content of the report truly, accurately and completely reflects the actual situation of the Company and there is no false record, misleading statement or material omission.

### 3. The internal control self-evaluation report of the Company

During the reporting period, the supervisory committee duly reviewed the 2023 internal control self-evaluation report of the Company, and is of the view that the Company has established an enhanced internal control system which has been effectively implemented. No major defect has been identified in the design and implementation of the Company's current internal control system. The supervisory committee has no objection to the 2023 internal control self-evaluation report of the Company submitted by the Board.

### 1. 公司依法運作情況

報告期內，公司監事會按照國家有關法律、法規和《公司章程》的規定，對公司股東大會、董事會的召開程序、決議事項以及公司高級管理人員的履職情況等進行了監督，認為公司董事會及高級管理人員勤勉盡責，科學決策，未發現有違反法律、法規及《公司章程》或損害公司及投資者利益的行為。

### 2. 公司的財務情況

報告期內，監事會對公司的財務狀況、財務管理等進行了認真細緻、有效地監督、檢查和審核，審議了公司定期報告。

監事會認為：董事會編製和審議公司年度財務報告的程序符合法律、行政法規及中國證券監督管理委員會(下稱「中國證監會」)的規定，報告內容真實、準確、完整地反映了公司的實際情況，不存在任何虛假記載、誤導性陳述或者重大遺漏。

### 3. 公司內部控制評價報告

報告期內，監事會對公司2023年度內部控制評價報告進行了認真的審核，認為公司已建立了較為完善的內部控制制度並能得到有效的執行。未發現公司現行內部控制制度設計和執行方面存在重大缺陷。監事會對董事會提交的公司2023年度內部控制評價報告無異議。

#### 4. Deposit and use of the proceeds

During the reporting period, the Supervisory Committee conducted effective supervision on the use and management of proceeds raised by the Company and is of the view that the deposit and actual use of the proceeds raised by the Company in 2023 were in compliance with the relevant requirements under the CSRC's "Guidelines for the Supervision of Listed Companies No. 2 – Regulatory Requirement on the Management and Use of Raised Proceeds by Listed Companies" and the Company's "Management Measures on the Use of Raised Proceeds". The use of raised proceeds is in compliance with laws and regulations. There is no non-compliance in the use of proceeds and no non-compliance with laws and regulations which may harm the interests of the shareholders, particularly the interests of the minority shareholders, of the Company.

#### 5. Acquisition and disposal of assets of the Company

During the reporting period, the Company's acquisitions and disposals of assets were conducted in such a way where the approval procedures were lawful, at reasonable considerations, and under effective decision-making, benefiting the integration of resources of the Company and aligning with the Company's development strategies. There is no occurrence of insider dealing or other actions which would damage the interests of the shareholders or cause any asset loss of the Company.

#### 6. Material connected transactions

During the reporting period, the connected transactions of the Company have undergone necessary approval procedures and performed disclosure obligations. All material connected transactions have been conducted under the principle of fairness and the procedures of the transactions were in compliance with laws and regulations. The Supervisory Committee was not aware of any action which would damage the interests of the Company and the shareholders.

#### 7. The establishment and implementation of the registration system for insider information

The Company has established a management system for insiders in accordance with the requirements of relevant laws and regulations. During the reporting period, the Company implemented the administrative measures on registration of insider information and standardised the transmission of insider information. The Company is not aware of any holders of insider information making use of insider information in share transactions of the Company.

#### 4. 募集資金的存放與使用情況

報告期內，監事會對公司募集資金的使用和管理進行了有效的監督，認為公司2023年年度募集資金存放與實際使用情況符合中國證監會《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》和公司《募集資金使用管理辦法》的有關規定，募集資金的使用合法、合規，不存在違規使用募集資金的情形，不存在違反法律法規及損害公司股東尤其是中小股東利益的行為。

#### 5. 公司收購及出售資產情況

報告期內，公司發生的收購、出售資產行為，審批程序合法、交易價格合理、決策有效，有利於公司的資源整合，符合公司的發展戰略，未發現內幕交易，無損害股東權益和造成公司資產流失的情況。

#### 6. 重大關聯交易事項

報告期內，公司發生的關聯交易履行了必要的審批程序和披露義務，各項重大關聯交易均體現了市場公平的原則，交易程序合法、合規，未發現損害公司利益和股東利益的情況。

#### 7. 公司建立和實施內幕信息知情人登記制度的情況

公司已根據相關法律法規的要求，建立了內幕信息知情人管理制度體系。報告期內，公司按要求進行內幕信息知情人登記管理工作，規範信息傳遞流程，未發現內幕信息知情人利用內幕信息買賣公司股票的情況。

#### 8. Opinions on the Restricted Share Incentive Scheme of the Company

On 24 October 2023, the supervisory committee reviewed the 2023 Restricted A Share Incentive Scheme (Draft) of Weichai Power Co., Ltd. (hereinafter referred to as the "Incentive Scheme (Draft)") and was summary, and expressed its review opinions as follows: the Company was not involved in any circumstances where the 2023 Restricted A Share Incentive Scheme (the "Incentive Scheme") shall not be implemented under the Administrative Measures on Share Incentives of Listed Companies (the "Administrative Measures"); no Incentive Participant under the Incentive Scheme was involved in any circumstances where the he/she is not eligible to be an Incentive Participant pursuant to the Administrative Measures; the formation, review procedures and content of the Incentive Scheme were in compliance with relevant laws and regulations and regulatory documents such as the Company Law, Securities Law of the People's Republic of China (the "Securities Law") and the Administrative Measures; the granting and unlocking arrangements for all Incentive Participants including the number of Restricted Shares granted, Grant Date, Grant Price, Lock-up Period and Unlocking Conditions were not in violation of relevant laws and regulations and not prejudicial to the interest of the Company or its shareholders as a whole; the assessment system of the Incentive Scheme was thorough, comprehensive and practicable with scientific and rational assessment indicators, and was binding on the Incentive Participants which could achieve the assessment purpose of the Incentive Scheme; the Company had no plans or arrangements to provide loans, guarantees or any other financial assistance to the Incentive Participants; the implementation of the Incentive Scheme was conducive to further improving the Company's corporate governance structure and the assessment and incentive system which aligned the interests of shareholders, the interests of the Company and the personal interests of employees by fully mobilising the enthusiasm of the its employees and forming a long-term mechanism to motivate employees in achieving long-term stability of the Company's talent team and industrial operations, which was conducive to the Company's sustainable development and would not significantly harm the interests of the Company and its shareholders as a whole. In summary, the supervisory committee unanimously approved the Company's implementation of the Incentive Scheme.

#### 8. 對公司限制性股票激勵計劃的意見

2023年10月24日，監事會對《濰柴動力股份有限公司2023年A股限制性股票激勵計劃(草案)》(下稱「《激勵計劃(草案)》」)及其摘要進行核查，發表核查意見如下：公司不存在《上市公司股權激勵管理辦法》(下稱「《管理辦法》」)規定的禁止實施2023年A股限制性股票激勵計劃(下稱「本次激勵計劃」)的情形；本次激勵計劃所確定的激勵對象不存在《管理辦法》規定的不得成為激勵對象的情形；本次激勵計劃的制定、審議流程和內容符合《公司法》《中華人民共和國證券法》(下稱「《證券法》」)《管理辦法》等有關法律、法規及規範性文件的規定；對各激勵對象限制性股票的授予安排，解除限售安排(包括授予數量、授予日期、授予價格、限售期、解除限售條件等事項)未違反有關法律、法規的規定，未侵犯公司及全體股東的利益；本次激勵計劃的考核體系具有全面性、綜合性和可操作性，考核指標的設定具有良好的科學性和合理性，同時對激勵對象具有約束效果，能夠達到本次激勵計劃的考核目的；公司不存在向激勵對象提供貸款、貸款擔保或任何其他財務資助的計劃或安排；公司實施本次激勵計劃有利於進一步優化公司治理結構，完善公司考核激勵體系，將股東利益、公司利益和員工個人利益結合在一起，充分調動公司員工的積極性，形成激勵員工的長效機制，可實現公司人才隊伍和產業經營的長期穩定，有利於公司的可持續發展，不存在明顯損害公司及全體股東利益的情形。綜上所述，監事會一致同意公司實施本次激勵計劃。

On 7 November 2023, the supervisory committee expressed its review opinions on the publicity and verification results of the list of Incentive Participants under the Incentive Scheme as follows: The person included in the list of Incentive Participants under the Incentive Scheme shall possess qualifications as stipulated in laws, regulations and regulatory documents under the Company Law and Articles of Association; no Incentive Participant was involved in any circumstances where he/she was not eligible to be an Incentive Participant as stipulated in Article 8 of the Administration Measures; persons included in the list of Incentive Participants under the Incentive Scheme met the requirements under the Administration Measures and Incentive Plan (Draft). The Incentive Participants shall not include external directors, supervisors, or shareholders or actual controllers holding, individually or collectively, more than 5% of the total shareholding of the Company, and their spouses, parents and children. In summary, the supervisory committee was of the view that the Incentive Participants under the Incentive Scheme met the conditions stipulated in relevant laws, regulations and regulatory documents, who were legally and validly qualified as an Incentive Participant under the Incentive Scheme.

2023年11月7日，監事會對本次激勵計劃激勵對象名單的公示情況及核查結果發表核查意見如下：列入本次激勵計劃激勵對象名單的人員具備《公司法》《公司章程》等法律、法規和規範性文件規定的資格；激勵對象不存在《管理辦法》第八條規定的不得成為激勵對象的情形；列入本次激勵計劃激勵對象名單的人員符合《管理辦法》《激勵計劃(草案)》等文件規定的激勵對象條件。本次激勵計劃激勵對象不包括公司外部董事、監事及單獨或合計持有公司5%以上股份的股東或實際控制人及其配偶、父母、子女。綜上，監事會認為，本次激勵計劃激勵對象均符合相關法律、法規及規範性文件所規定的條件，其作為本次激勵計劃的激勵對象合法、有效。

On 8 December 2023, the supervisory committee expressed its review opinions on the list of Incentive Participants (Grant Date) of the Incentive Scheme as follows: The Incentive Participants proposed under the Incentive Scheme had met the criteria under the "Incentive Scheme (Draft)" approved by the Company's first extraordinary general meeting in 2023; the Incentive Participants proposed under the Incentive Scheme had met the qualifications under relevant laws, regulations and regulatory documents of the Company Law and Securities Law and the criteria under the Administrative Measures, and there were no circumstances prohibiting them from becoming an Incentive Participant as stipulated in Article 8 of the Administrative Measures. The Incentive Participants shall not include external directors, supervisors, or shareholders or actual controllers holding, individually or collectively, more than 5% of the total shareholding of the Company, and their spouses, parents and children. The legal standing of the Incentive Participants proposed under the Incentive Scheme was lawful and valid and met the criteria for Restricted Shares; neither the Company nor the Incentive Participants proposed under the Incentive Scheme were involved in any circumstances under which the granting of Restricted Shares is prohibited, and the conditions for granting of Restricted Shares under the Incentive Scheme had been met; the Grant Date determined by the Board of the Company was in compliance with the provisions on the grant date under the "Administrative Measures" and the "Incentive Scheme (Draft)". On the basis of the above, the supervisory committee agreed to the List of Incentive Participants (Grant Date) of the Incentive Scheme, the Grant Date of the Incentive Scheme to be 8 December 2023, and the grant of a total of 78.27 million Restricted Shares to 693 Incentive Participants at a price of RMB6.264 per share.

2023年12月8日，監事會對本次激勵計劃激勵對象名單(授予日)發表核查意見如下：本次激勵計劃擬授予的激勵對象與公司2023年第一次臨時股東大會批准的《激勵計劃(草案)》規定的激勵對象條件相符；本次激勵計劃擬授予的激勵對象均具備《公司法》《證券法》等法律、法規和規範性文件規定的任職資格，符合《管理辦法》等文件規定的激勵對象條件，不存在《管理辦法》第八條規定的不得成為激勵對象的情形，激勵對象中不包括外部董事、監事及單獨或合計持有公司5%以上股份的股東或實際控制人及其配偶、父母、子女。本次激勵計劃擬授予的激勵對象主體資格合法、有效，滿足獲授限制性股票的條件；公司和本次激勵計劃擬授予的激勵對象均未發生不得授予限制性股票的情形，本次激勵計劃設定的激勵對象獲授限制性股票的條件已經成就；公司董事會確定的授予日符合《管理辦法》和《激勵計劃(草案)》中有關授予日的規定。綜上所述，監事會同意公司本次激勵計劃激勵對象名單(授予日)，同意本次激勵計劃的授予日為2023年12月8日，並同意以人民幣6.264元/股的價格向693名激勵對象授予共計7,827萬股限制性股票。

### III. 2024 WORK PLAN OF THE SUPERVISORY COMMITTEE

In 2024, in strict compliance with the laws and regulations and the requirements under the Articles of Association, the supervisory committee of the Company will faithfully and diligently perform its responsibilities to continuously supervise the Company's standardised operations. At the same time, the supervisory committee will continue to strengthen its self-improvement and strengthen its awareness of risk prevention and ability to perform duties. It will also facilitate the Company to continuously improve the governance structure, enhance the management standard, and effectively protect the rights and interests of the Company and all shareholders in accordance with the requirements of the regulatory authorities.

*Supervisory Committee of*  
**Weichai Power Co., Ltd.**

25 March 2024

### 三、2024年度監事會工作計劃

2024年，公司監事會將嚴格按照相關法律法規和《公司章程》的規定，忠實、勤勉地履行監督職責，不斷促進公司規範運作。同時，公司監事會成員將繼續加強自身學習，進一步增強風險防範意識和履職能力，按照監管部門要求，推動公司不斷完善治理結構，提高管理水平，切實維護公司及全體股東的權益。

濰柴動力股份有限公司  
監事會

2024年3月25日



The Company has always regarded the consistent maintenance of an excellent, solid and reasonable governance structure as its top priority.

本公司一直視持續維持良好、穩健及合理之企業管治架構為首要任務。

## CORPORATE GOVERNANCE CODE

For the year ended 31 December 2023 (“Year”), the Company has reviewed its corporate governance documents and is of the view that it has fully complied with the code provisions under the Corporate Governance Code as set out in Appendix C1 to the Listing Rules (the “Corporate Governance Code”), other than Code C.2.1 of Part 2 of the Corporate Governance Code which requires that the roles of chairman and chief executive officer should be two separate roles and should not be performed by the same individual, while the roles of the Chairman and the Chief Executive Officer of the Company have been performed by Mr. Tan Xuguang (“Mr. Tan”) for a certain period during the Year (with further details provided below), and that certain directors of the Company did not attend all of the Company’s annual general meeting and extraordinary general meetings in 2023 as required under code provisions C.1.6 and F.2.2 of Part 2 of the Corporate Governance Code due to other important work-related affairs.

During the Year, Mr. Tan served as both the Chairman and the Chief Executive Officer of the Company from 1 January 2023 until 13 October 2023. The Company considered that the combination of the roles of the Chairman and the Chief Executive Officer could promote the efficient formulation and implementation of the Company’s strategies which would enable the Group to grasp business opportunities efficiently and promptly. The Company considered that through the supervision of its Board and its independent non-executive directors, there was adequate balance of power and authority in place. Mr. Tan made an application to cease to serve concurrently as the Chief Executive Officer due to work requirements, and such arrangement took effect on 13 October 2023. Mr. Tan continues to serve as the Chairman and an executive director of the Company (and as a member of the relevant Board committees). Please refer to the Company’s announcement dated 13 October 2023 on the change of the Chief Executive Officer.

The Company has also adopted the revised terms of reference of the Remuneration Committee on 30 March 2023 in light of the relevant updates to the Listing Rules.

The directors believe that the Articles of Association, the scope of responsibilities of the Audit Committee, the scope of responsibilities of the Supervisory Committee and the codes on securities dealings by directors and certain executives, which constitute the basis for the regular codes on corporate governance of the Company, have covered the principles and the code provisions of the Corporate Governance Code. In respect of the following areas, our internal corporate governance documents are more stringent than the Corporate Governance Code:

1. In addition to the Audit Committee, Remuneration Committee and Nomination Committee, the Company has also established the Strategic Development and Investment Committee (the “SDIC”).
2. All members of the Audit Committee are Independent Non-executive Directors, of whom Ms. Jiang Yan, the Chairman of the committee, holds the relevant professional qualification or professional knowledge related to accounting or financial management.

## 企業管治守則

截至二零二三年十二月三十一日止年度(「本年度」)，本公司已審閱其企業管治文件，認為除企業管治守則第二部分第C.2.1條，規定董事長及首席執行官應分為兩個獨立職位，而不應由同一人兼任，而於本年度若干期間內本公司董事長及首席執行官由譚旭光先生(「譚先生」)兼任(進一步詳情載於下文)，及本公司某些董事因彼等有其他重要公務在身而未能按照企業管治守則第二部分第C.1.6條及第F.2.2條的守則條文所載規定每次出席本公司於二零二三年內舉行之股東周年大會和股東特別大會，本公司已全面遵守上市規則附錄C1所載「企業管治守則」(「企業管治守則」)的所有守則條文。

於本年度，譚先生於二零二三年一月一日至二零二三年十月十三日同時擔任本公司董事長兼首席執行官。本公司認為，讓譚先生同時兼任董事長及首席執行官可讓本公司更有效地計劃及執行本公司之策略，從而令本集團能夠有效而迅速地把握商機。本公司相信，通過其董事會及其獨立非執行董事之監督，此足以維持職權平衡。根據工作需要，譚先生申請不再兼任首席執行官，有關安排於二零二三年十月十三日起生效。譚先生繼續擔任董事長兼本公司執行董事(以及相關董事會委員會成員)。請參閱本公司日期為二零二三年十月十三日有關首席執行官調整的公告。

本公司亦已因應上市規則的相關最新資料於二零二三年三月三十日採納經修訂薪酬委員會工作細則。

董事相信，公司組織章程細則、審核委員會之職責範圍、監事會之職責範圍及董事與若干執行人員買賣證券之守則構成本公司日常企業管治守則之基準，並涵蓋企業管治守則之原則及守則條文。本公司之內部企業管治文件於以下範疇較企業管治守則嚴謹：

1. 除審核委員會、薪酬委員會及提名委員會外，本公司另設立戰略發展及投資委員會(「戰略發展及投資委員會」)。
2. 審核委員會全體成員均為獨立非執行董事，當中委員會主席蔣蔭女士具備有關會計或財務管理之專業履歷或專業知識。

## BOARD OF DIRECTORS

The key responsibilities of the Board include, among other things, formulating the Company's overall strategies and corporate governance policies, setting management targets, regulating internal controls and financial management, and supervising the management's performance, while the day-to-day operations and management are delegated by the Board to the executives of the Company.

All Board members have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors and members of any board committees to discharge their duties at the Group's expense upon their request.

The Board currently comprises 15 directors, whose details are set out on pages 38 to 50 of this annual report. The Board currently includes seven executive directors, three non-executive directors and five independent non-executive directors, namely, Mr. Tan Xuguang (Chairman), Mr. Zhang Quan, Mr. Ma Changhai, Mr. Wang Decheng (Chief Executive Officer), Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao as executive directors; Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht as non-executive directors; and Ms. Jiang Yan, Mr. Yu Zhuoping, Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing as independent non-executive directors.

The Company has formulated and implemented a "Diversity Policy regarding Members of the Board of Directors" to support the attainment of strategic goals and the needs for sustainable development. The composition of the Board of Directors will be based on a range of diversity elements, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. Final decisions will be made based upon the merits of the individuals and his or her contributions to be made to the Board. The Nomination Committee of the Board will review in due course to ensure the effectiveness of the board diversity policy and to monitor the implementation of this policy. The Board of the Company currently comprised one female director and three foreign directors, who possess professional background covering technology, business management, economics, finance, and law. The Board considers that the current composition of Board members provides the Company with a balanced and diverse set of skills and experience that are suitable for the Company's business needs.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers each of the independent non-executive directors to be independent.

The Board has notified each of the directors and supervisors in advance that they should not trade in the securities of the Company within the period as stipulated under the Listing Rules. All directors and supervisors confirmed that they were in compliance with the Listing Rules in this respect.

## 董事會

董事會的主要職責包括(其中包括)制訂本公司的整體策略和企業管治政策、確立管理目標、規管內部監控及財務管理以及監察管理層的表現，而本公司的日常運作及管理工作的則由董事會授權本公司執行人員負責。

各董事會成員可分別獨立接觸本集團的高級管理層，以履行彼等的職責。相關董事及董事會下屬委員會成員亦可要求徵詢獨立專業意見，協助彼等履行職責，費用由本集團承擔。

董事會現有十五名董事，彼等之個人履歷載於本年報第38至50頁。董事會成員目前包括七名執行董事、三名非執行董事及五名獨立非執行董事：譚旭光先生(董事長)、張泉先生、馬常海先生、王德成先生(首席執行官)、孫少軍先生、袁宏明先生及馬旭耀先生為執行董事，張良富先生、Richard Robinson Smith及Michael Martin Macht先生為非執行董事，而蔣彥女士、余卓平先生、遲德強先生、趙福全先生及徐兵先生為獨立非執行董事。

本公司已制定和執行《董事會成員多元化政策》，以支持公司達到其戰略目標及可持續均衡發展的須要。在甄選董事會成員組合時將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。董事會提名委員會將在適當時候檢討以確保董事會成員多元化政策的成效及監察本政策的執行。本公司董事會目前包含一名女性董事，三名外籍董事，專業背景涵蓋技術、工商管理、經濟、財務、法律等多方向。董事會認為，目前的董事會成員組合為本公司提供了切合本公司業務需要的均衡及多元化技能和經驗。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認，並認為各獨立非執行董事均具獨立性。

董事會已預先知會各董事及監事，於上市規則規定期間不得買賣本公司證券。全體董事及監事確認，彼等於此方面已遵守上市規則。

Other than their working relationships with the Company, none of the directors, supervisors or the senior management has any financial, business or family relationship or any relationship in other material aspects with each other.

Other than as otherwise disclosed in this annual report, none of the directors or the supervisors has any personal and substantive interest, direct or indirect, in the material contracts entered into by the Company or any of its subsidiaries during 2023.

The term of office of Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Sun Shaojun and Mr. Yuan Hongming, all being executive directors; Mr. Zhang Liangfu and Mr. Michael Martin Macht, all being non-executive directors; Ms. Jiang Yan and Mr. Yu Zhuoping, all being independent non-executive directors, commenced from 28 June 2021 until the conclusion of the 2023 Annual General Meeting. The term of office of Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao, all being executive directors; Mr. Richard Robinson Smith, being a non-executive director; Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing, all being independent non-executive directors, commenced from 28 June 2023 until the conclusion of the 2023 Annual General Meeting. The term of office of Mr. Wang Yanlei, Mr. Wang Xuewen and Mr. Zhao Yongchang, all being supervisors, commenced from 9 September 2022, 28 June 2022 and 26 May 2023, respectively, until the conclusion of the 2023 Annual General Meeting. Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao who are executive directors of the Company, Mr. Richard Robinson Smith, a non-executive director of the Company, and Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing who are independent non-executive directors of the Company, were appointed as directors of the Company at the annual general meeting of the Company held on 28 June 2023, and they have made the relevant declaration and undertaking with regard to directors pursuant to the Listing Rules in effect at that time.

The Company attached great importance to the continuous professional development of the directors and company secretary and paid close attention to and actively organised relevant trainings for them. Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Ma Changhai, Mr. Wang Decheng, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao, all being executive directors of the Company; Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht, all being non-executive directors of the Company; Ms. Jiang Yan, Mr. Yu Zhuoping, Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing, all being independent non-executive directors of the Company, actively participated in various special trainings in respect to corporate governance and directors' responsibilities in full compliance with Code C.1.4 of Part 2 of Corporate Governance Code as set out in Appendix C1 to the Listing Rules and regulatory requirements of the PRC. The company secretary of the Company completed relevant trainings as required under Rule 3.29 of the Listing Rules.

除與本公司的工作關係外，董事、監事或高級管理人員彼此之間概無財務、商業或家庭關係或其他重大關係。

除本年報另有披露者外，董事或監事概無於本公司或其任何附屬公司在二零二三年間訂立的重大合約中，直接或間接擁有個人重大權益。

本公司執行董事譚旭光先生、張泉先生、孫少軍先生及袁宏明先生、非執行董事張良富先生、Michael Martin Macht先生、獨立非執行董事蔣彥女士、余卓平先生之任期自二零二一年六月二十八日起至二零二三年股東周年大會結束止，執行董事馬常海先生、王德成先生、馬旭耀先生，非執行董事Richard Robinson Smith先生、獨立非執行董事遲德強先生、趙福全先生及徐兵先生之任期由二零二三年六月二十八日起至二零二三年股東周年大會結束止。監事王延磊先生、王學文先生及趙永昌先生之任期分別由二零二二年九月九日、二零二二年六月二十八日及二零二三年五月二十六日起至二零二三年股東周年大會結束止。本公司執行董事馬常海先生、王德成先生、馬旭耀先生，非執行董事Richard Robinson Smith先生、獨立非執行董事遲德強先生、趙福全先生及徐兵先生于二零二三年六月二十八日舉行的本公司股東周年大會上獲委任為本公司董事，彼等已跟根據彼時生效的上市規則作出有關董事的聲明及承諾。

本公司注重董事和公司秘書的持續專業發展，關注並積極組織他們參加相關的培訓。本公司執行董事譚旭光先生、張泉先生、馬常海先生、王德成先生、孫少軍先生、袁宏明先生及馬旭耀先生、非執行董事張良富先生、Richard Robinson Smith先生及Michael Martin Macht先生、獨立非執行董事蔣彥女士、余卓平先生、遲德強先生、趙福全先生及徐兵先生全面按照香港上市規則附錄C1《企業管治守則》第二部分第C.1.4條以及內地監管的要求，積極參加了以公司治理監管、董事職責等為主題的多次專項培訓。本公司公司秘書已按照香港上市規則第3.29條的要求完成相關培訓。

In 2023, the Board reviewed and revised, where necessary, the corporate governance policies and practice of the Company, reviewed and supervised the training and continuing professional development attended by the directors and senior management, reviewed and supervised the Company's policies and practice in its compliance with laws and regulations, reviewed and supervised the code of conduct of employees and directors, and reviewed the Company's compliance with the Corporate Governance Code.

In 2023, the Company held twelve Board meetings. The principal activities of the Board in 2023 were as follows:

- Review of the annual and interim results of the Company;
- Review of the auditors' report, internal control audit report, final financial report, financial budget report and environmental, social and governance report of the Company;
- Review of the annual profit distribution, interim dividend and the 2022 final dividend distribution proposal;
- Consideration and approval of connected transactions and continuing connected transactions;
- Consideration and approval of the Company's banking facilities;
- Consideration and approval of the change of directors of the Company;
- Consideration and approval of the 2023 Restricted Share Incentive Scheme of A Shares of the Company;
- Consideration and approval of the appointment of senior management members of the Company.

The total remuneration of the directors in 2023, including the basic salary, performance-linked salary, incentive salary and discretionary bonus, amounted to approximately RMB10.45 million. Independent non-executive directors were only entitled to receive director's fees but not other salary or remuneration. For details of the remuneration of directors, please refer to Note XI.5(5) to the financial statements of the Company.

It is also expected that certain change of independent non-executive director may take place after the approval by the shareholders at the forthcoming annual general meeting. Please refer to the Company's announcement dated 25 March 2024 for further details.

董事會已在二零二三年度內檢討及修訂(如須要)本公司的企業管治政策及常規、檢討及監察董事及高級管理人員的培訓及持續專業發展、檢討及監察公司在遵守法律及監管規定方面的政策及常規、檢討及監察僱員及董事的操守準則和檢討公司遵守《企業管治守則》的情況。

本公司於二零二三年舉行十二次董事會會議。董事會二零二三年度的主要工作如下：

- 審閱本公司年度及中期業績；
- 審閱本公司審計報告，內部控制審計報告，財務決算報告，財務預算報告和環境、社會及管治報告；
- 審閱年度利潤分配，中期股息及二零二二年末期股息派發方案；
- 審批關連交易及持續性關連交易；
- 審批公司辦理銀行授信業務；
- 審批公司董事調整事宜；
- 審批公司2023年A股限制性股票激勵計劃；
- 審批公司聘任高級管理人員。

二零二三年度董事酬金總計約為人民幣10.45百萬元，包括基本薪金、績效薪金、獎勵薪金及酌情花紅。獨立非執行董事僅有權獲取董事袍金，而並無其他薪金或報酬。有關董事酬金詳情請參閱本公司財務報表附註十一、5(5)。

預計經股東於應屆股東周年大會上批准後，獨立非執行董事將發生若干變動。進一步詳情請參閱本公司日期為二零二四年三月二十五日的公告。

## AUDIT COMMITTEE

An Audit Committee has been established by the Board.

The Audit Committee is principally responsible for supervising the Company's internal audit system and its implementation, reviewing the Company's financial controls, risk management and internal control policies and systems as well as material connected transactions and proposing the engagement or removal of external auditors. It is also responsible for the communications between the internal auditors and the external auditors as well as review of financial information of the Company and the disclosure thereof.

The Audit Committee comprises all the independent non-executive directors of the Company, currently including Ms. Jiang Yan, Mr. Yu Zhuoping, Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing. As Ms. Jiang Yan has the appropriate professional qualifications and experience in financial matters, she acts as the chairman of the Audit Committee. The terms of reference of the Audit Committee are aligned with the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants.

During the reporting period, the Company held five meetings of the Audit Committee.

1. On 27 March 2023, the fourth meeting of the Audit Committee of the sixth session of the Board was convened by way of telephone conference. The meeting considered and approved the resolutions regarding the financial report and auditors' report for 2022, internal control self-evaluation report for 2022, internal audit report for 2022, the internal audit work plan for 2023, the engagement in the structured deposits business and trading of the relevant financial derivative products by the Company's controlling subsidiaries, the special report on the deposit and use of proceeds for the year 2022 and the review report on the deposit and use of proceeds raised for the year 2022, and resolved to submit the same resolutions to the Board for consideration and approval.

## 審核委員會

董事會已成立審核委員會。

審核委員會主要負責監督公司的內部審計制度及其實施，審查公司財務監控、風險管理、內部控制制度及體系，並對重大關聯交易進行審計，提議聘請或更換外部審計機構，負責內部審計與外部審計的溝通以及審核公司的財務信息及披露。

審核委員會由全體獨立非執行董事組成，成員目前包括蔣彥女士、余卓平先生、遲德強先生、趙福全先生以及徐兵先生。蔣彥女士具備適當的財務專業資格及經驗，故擔任審核委員會主席。審核委員會的工作細則符合香港會計師公會頒佈的《審核委員會有效運作指引》所載建議。

報告期內，公司共召開五次審核委員會會議。

1. 2023年3月27日，公司以電話會議方式召開了六屆四次董事會審核委員會，本次會議審議通過了公司2022年度財務報告及審計報告、公司2022年度內部控制評價報告、公司2022年度內部控制審計報告、公司2023年度內部審計工作計劃、公司控股子公司開展結構性存款業務、公司控股子公司開展衍生品交易業務、公司2022年年度募集資金存放與使用情況的專項報告、公司對2022年年度募集資金存放與使用情況的檢查報告的議案，並決議將上述議案提交公司董事會審議。

2. On 25 April 2023, the first provisional meeting of the Audit Committee for the year 2023 was convened by way of facsimile. The meeting considered and approved the resolutions regarding the review of the 2023 first quarterly report, the appointment of KPMG Huazhen LLP as the auditors of the Company for year 2023, the re-appointment of Hexin Accountants LLP as the internal control auditors of the Company for the year 2023 and the first quarterly review report of deposit and use of proceeds for the year of 2023 of the Company, and resolved to submit the same resolutions to the Board for consideration and approval.
  3. On 11 July 2023, the second provisional meeting of the Audit Committee for the year 2023 was convened by way of facsimile. The meeting considered and approved the resolution regarding the trading of the financial derivative products by the Company's overseas controlling subsidiaries, and resolved to submit the same resolution to the Board for consideration and approval.
  4. On 25 August 2023, the fifth meeting of the Audit Committee of the sixth session of the board was convened by way of telephone. The meeting considered and approved resolutions regarding the Company's 2023 interim financial report and review report issued by the accountant of the Company and the half year special report on the deposit and use of the proceeds for the year of 2023 and the half year review report of deposit and use of proceeds for the year of 2023, and resolved to submit the same resolutions to the Board for consideration and approval.
  5. On 26 October 2023, the third provisional meeting of the Audit Committee for the year 2023 was convened by way of facsimile. The meeting considered and approved the resolutions regarding the review of the 2023 third quarterly report and the third quarterly review report of deposit and use of proceeds for the year of 2023 of the Company, and resolved to submit the same resolutions to the Board for consideration and approval.
2. 2023年4月25日，公司以傳真方式召開了2023年第一次臨時審核委員會，本次會議審議通過了關於審核2023年第一季度報告、關於聘任畢馬威華振會計師事務所(特殊普通合夥)為公司2023年度審計服務機構、關於續聘和信會計師事務所(特殊普通合夥)為公司2023年度內部控制審計服務機構、關於公司對2023年第一季度募集資金存放和使用情況的檢查報告的議案，並決議將上述議案提交公司董事會審議。
  3. 2023年7月11日，公司以傳真方式召開了2023年第二次臨時審核委員會，本次會議審議通過了關於公司境外全資子公司開展衍生品交易的議案，並決議將上述議案提交公司董事會審議。
  4. 2023年8月25日，公司以電話方式召開了六屆五次董事會審核委員會，本次會議審議通過了公司2023年半年度財務報告及會計師審閱報告、關於公司2023年半年度募集資金存放與使用情況的專項報告、公司對2023年半年度募集資金存放和使用情況的檢查報告的議案，並決議將上述議案提交公司董事會審議。
  5. 2023年10月26日，公司以傳真方式召開了2023年第三次臨時審核委員會，本次會議審議通過了關於審核公司2023年第三季度報告、公司對2023年第三季度募集資金存放和使用情況的檢查報告的議案，並決議將上述議案提交公司董事會審議。

Further, those independent directors sitting on the Audit Committee have expressed their opinions on matters including the financial derivatives transactions of subsidiaries, connected transactions, appointment of senior management and profit distribution that occurred during the reporting period.

另，審核委員會的獨立董事對報告期子公司開展衍生品交易、關聯交易、高級管理人員聘任、利潤分配等事項均發表了獨立董事意見。

In addition, in the course of audit of the financial report 2023 of the Company, the Audit Committee performed the following tasks on the principle of diligence in strict compliance with relevant requirements of the China Securities Regulatory Commission and Shenzhen Stock Exchange as well as the Terms of Reference of the Audit Committee under the Board of Directors and the Protocol of Work Procedures of the Audit Committee under the Board of Directors:

- (1) It carefully reviewed the Company's approval work plan for 2023 and relevant materials, and fixed the time arrangement for the audit work for the year 2023 after discussion with CPA firm in charge of audit for the Company;
- (2) Before the CPA firm commenced its audit work, the Audit Committee had reviewed the first draft of the financial statements for the year 2023 of the Company and considered that the Company's preparation of the financial statements essentially reflected the financial conditions and operating results of the Company, and agreed that the audit work for 2023 can be commenced based on such financial statements;
- (3) After the issue of preliminary audit opinion by the CPA firm, the Audit Committee reviewed the financial report after the issue of the preliminary audit opinion, and considered that the financial report for the year 2023 of the Company gave a true, accurate and complete view of the overall operating conditions and financial position of the Company in 2023, and agreed that the annual report for the year 2023 and summary thereof can be prepared based on such financial report;
- (4) After the supply of the preliminary audit outcome for the year 2023 by the CPA firm, the Audit Committee convened a meeting on 19 March 2024, on which it concluded on the audit work for the year 2023, and considered and approved resolutions regarding the financial report, auditors' report, and internal control self-evaluation report and audit report for the year 2023.

Throughout the period under review, the Audit Committee discharged its responsibilities, reviewed and discussed the financial results and the effectiveness of financial control, internal audit, internal control and risk management system of the Group.

In accordance with the requirements of Appendix D2 to the Listing Rules, the Audit Committee has reviewed the financial statements for the year ended 31 December 2023.

The auditors of the Company have audited the financial statements and have issued an unqualified auditors' report.

除此之外，公司審核委員會在公司2023年度財務報告審計工作中，嚴格按照中國證監會、深圳證券交易所有關規定及公司《董事會審核委員會工作細則》《董事會審核委員會年報工作規程》的規定，本著勤勉盡責的原則，履行了以下工作：

- (1) 認真審閱了公司2023年度審議工作計劃及相關材料，與負責公司年度審計工作的註冊會計師協商確定了公司2023年度審計工作的時間安排；
- (2) 在註冊會計師進場審計之前，審核委員會審閱了公司的2023年度財務報表初稿，認為公司編製的財務報表基本能夠反映公司的財務狀況和經營成果，同意以此財務報表為基礎開展2023年度審計工作；
- (3) 註冊會計師出具初步審計意見後，審核委員會審閱了出具初步審計意見後的財務報告，認為公司2023年度財務報告真實、準確、完整地反映了公司2023年的整體經營情況和財務狀況，同意以此財務報告為基礎編製公司2023年年度報告和年報摘要；
- (4) 在註冊會計師提供了2023年度初步審計結果後，審核委員會於2024年3月19日召開會議，對2023年度的審計工作進行了總結，並就公司2023年度財務報告及審計報告、內控評價報告及審計報告等議案進行了審議並形成了決議。

於回顧期間內，審核委員會履行其職責，檢討及討論本集團財務業績、財務監控、內部審計、內部監控及風險管理制度的有效性。

審核委員會已根據上市規則附錄D2的規定，審閱截至二零二三年十二月三十一日止年度的財務報表。

本公司的核數師已審核財務報表，並發出無保留意見的核數師報告。

## STRATEGIC DEVELOPMENT AND INVESTMENT COMMITTEE

The Strategic Development and Investment Committee (“SDIC”) has been established by the Board.

The SDIC is principally responsible for examining and reviewing the Company’s strategic plans, monitoring the implementation of strategic planning, and facilitating timely adjustments to the Company’s strategies and governance structure.

The SDIC currently comprises Mr. Tan Xuguang (Chairman of the Board and of the SDIC), Mr. Michael Martin Macht (Vice Chairman of the SDIC), Mr. Zhang Liangfu, Mr. Zhang Quan, Mr. Wang Decheng, Mr. Sun Shaojun, Mr. Yuan Hongming, Mr. Ma Xuyao and Mr. Yu Zhuoping.

During the reporting period, the Company held three meetings of the SDIC.

On 24 March 2023, the first meeting in 2023 of the SDIC of the Board was convened by way of facsimile. The meeting considered and approved the resolution regarding the 2022 Environmental, Social and Governance Report of the Company, and resolved to submit the same resolution to the Board for consideration and approval.

On 1 June 2023, the second meeting in 2023 of the SDIC of the Board was convened by way of facsimile. The meeting considered and approved the resolution regarding the transfer of shares of Shengrui Transmission Corporation Limited and the connected transactions thereof, and resolved to submit the same resolution to the Board for consideration and approval.

On 15 September 2023, the third meeting in 2023 of the SDIC of the Board was convened by way of facsimile. The meeting considered and approved the resolution regarding the non-exercise of pre-emptive right in respect of Weichai Intelligent Technology Co., Ltd. and the connected transactions thereof, and resolved to submit the same resolution to the Board for consideration and approval.

## 戰略發展及投資委員會

董事會已成立戰略發展及投資委員會。

戰略發展及投資委員會主要負責審查及檢討本公司的戰略計劃、監察戰略計劃的實施進度以及適時調整本公司的戰略及管治架構。

戰略發展及投資委員會成員目前包括譚旭光先生(董事會董事長兼戰略發展及投資委員會主席)、Michael Martin Macht先生(戰略發展及投資委員會副主席)、張良富先生、張泉先生、王德成先生、孫少軍先生、袁宏明先生、馬旭耀先生及余卓平先生。

報告期內，公司共召開三次戰略發展及投資委員會會議。

2023年3月24日，公司以傳真方式召開2023年第一次董事會戰略發展及投資委員會，本次會議審議及批准公司2022年度環境、社會及管治報告的議案，並決議將該議案提交公司董事會審議及批准。

2023年6月1日，公司以傳真方式召開2023年第二次董事會戰略發展及投資委員會會議，本次會議審議通過了關於公司轉讓盛瑞傳動股份有限公司股份暨關聯交易的議案，並決議將相關議案提交公司董事會審議及批准。

2023年9月15日，公司以傳真方式召開2023年第三次董事會戰略發展及投資委員會會議，本次會議審議通過了關於公司放棄濰柴智能科技有限公司增資優先認繳權暨關聯交易的議案的議案，並決議將相關議案提交公司董事會審議及批准。



## REMUNERATION COMMITTEE

A remuneration committee (the “Remuneration Committee”) has been established by the Board.

The Remuneration Committee is responsible for the recommendation to the Board of the remuneration packages and terms of employment of directors, supervisors and senior management of the Company and for the determination of the relevant remuneration policy and incentive schemes for directors, supervisors and senior management. For details of the remuneration policy of the Company, please refer to page 88 of this annual report.

During the reporting period, the Company held four meetings of the Remuneration Committee.

On 24 March 2023, the first meeting in 2023 of the Remuneration Committee of the Board was convened by way of facsimile. The meeting considered and approved the resolution regarding the drawdown of performance incentives of senior management and core members of the Company for 2022, and resolved to submit the same resolution to the Board for consideration and approval.

On 30 June 2023, the second meeting in 2023 of the Remuneration Committee of the Board was convened by way of facsimile. The meeting considered and approved the resolution regarding the adjustment of allowance standards for directors of the sixth session of the Board.

On 17 October 2023, the third meeting in 2023 of the Remuneration Committee of the Board was convened by way of facsimile. The meeting considered and approved the resolutions regarding the 2023 Restricted A Share Incentive Scheme of the Company (Draft) and its Summary, the Appraisal Management Measures for the Implementation of the 2023 Restricted A Share Incentive Scheme and the Nomination of Incentive Targets under the 2023 Restricted A Share Incentive Scheme, and resolved to submit the same resolutions to the Board for consideration and approval.

On 8 December 2023, the fourth meeting in 2023 of the Remuneration Committee of the Board was convened by way of facsimile. The meeting considered and approved the resolutions regarding the adjustment of related matters in respect of the 2023 Restricted A Share Incentive Scheme of the Company and the grant of Restricted Shares to the Incentive Participants under the 2023 Restricted A Share Incentive Scheme, and resolved to submit the same resolutions to the Board for consideration and approval.

The Remuneration Committee currently comprises one non-executive director and two independent non-executive directors, being Ms. Jiang Yan (chairman of the Remuneration Committee), Mr. Zhang Liangfu and Mr. Zhao Fuquan.

## 薪酬委員會

董事會已成立薪酬委員會。

薪酬委員會負責就董事、監事及本公司高級管理人員的薪酬福利及任期向董事會提供建議；同時也負責制定有關董事、監事及高級管理人員的相關薪酬政策及獎勵計劃。本公司薪酬政策詳情可參閱本年報第88頁。

報告期內，公司共召開四次薪酬委員會會議。

2023年3月24日，公司以傳真方式召開了2023年第一次董事會薪酬委員會，本次會議審議通過了關於提取公司2022年度高管及核心人員經營獎勵的議案，並決議將上述議案提交公司董事會審議。

2023年6月30日，公司以傳真方式召開了2023年第二次董事會薪酬委員會，本次會議審議通過了關於調整公司第六屆董事會董事津貼標準的議案。

2023年10月17日，公司以傳真方式召開了2023年第三次董事會薪酬委員會，本次會議審議通過了關於公司2023年A股限制性股票激勵計劃(草案)及其摘要的議案、關於公司2023年A股限制性股票激勵計劃實施考核管理辦法的議案、關於提名公司2023年A股限制性股票激勵計劃激勵對象的議案，並決議將上述議案提交公司董事會審議。

2023年12月08日，公司以傳真方式召開了2023年第四次董事會薪酬委員會，本次會議審議通過了關於調整公司2023年A股限制性股票激勵計劃相關事項的議案、關於向公司2023年A股限制性股票激勵計劃激勵對象授予限制性股票的議案，並決議將上述議案提交公司董事會審議。

薪酬委員會成員目前包括一名非執行董事及兩名獨立非執行董事，包括蔣彥女士(薪酬委員會主席)、張良富先生及趙福全先生。

During the review period, in the course of performing its duties, the Remuneration Committee reviewed and discussed the remuneration policy of the Company, assessed the performance of executive directors and senior management members, and approved the service contracts of the relevant directors, supervisors and senior management members.

## NOMINATION COMMITTEE

A nomination committee (the “Nomination Committee”) has been established by the Board.

The Nomination Committee is responsible for selecting the candidates, selection criteria and procedures for the directors and senior management of the Company, providing advice to the Board of Directors, and reviewing the structure, size and composition of the Board (including in terms of skills, knowledge and experience) from time to time in accordance with the nomination principles and criteria set out in the Company’s board diversity policy and director nomination policy and the Company’s corporate strategy.

The Nomination Committee currently comprises one executive director and two independent non-executive directors, namely Mr. Chi Deqiang (chairman of the Nomination Committee), Mr. Xu Bing and Mr. Ma Changhai.

During the reporting period, the Company held two meetings of the Nomination Committee.

On 1 June 2023, the first meeting in 2023 of the Nomination Committee was convened by way of facsimile. The meeting considered and approved the resolutions regarding the nomination of Mr. Ma Changhai as an executive director, the nomination of Mr. Wang Decheng as an executive director, the nomination of Mr. Ma Xuyao as an executive director, the nomination of Mr. Richard Robinson Smith as a non-executive director, the nomination of Mr. Chi Deqiang as an independent executive director, the nomination of Mr. Zhao Fuquan as an independent executive director, the nomination of Mr. Xu Bing as an independent executive director and the nomination of senior management personnel, and resolved to submit the same resolutions to the Board for consideration and approval. The Nomination Committee identified and selected the candidates in accordance with the nomination policy of the Company in consideration of the relevant factors, including but not limited to gender, age, cultural and educational background, academic qualifications, professional experience and skills, and based on the Diversity Policy regarding Members of the Board of Directors provided under the section “Board of Directors” in this report.

On 10 October 2023, the second meeting in 2023 of the Nomination Committee was convened by way of facsimile. The meeting considered and approved the resolution regarding the nomination of senior management personnel, and resolved to submit the same resolution to the Board for consideration and approval.

於回顧期間內，薪酬委員會履行其職責、檢討及討論薪酬政策，評估執行董事及高級管理人員表現和批准有關董事、監事及高級管理人員服務合約。

## 提名委員會

董事會已成立提名委員會。

提名委員會負責對本公司董事和高級管理人員的人選、選擇標準和程序進行選擇並向董事會提供建議，並根據本公司董事會多元化政策及董事提名政策載列的提名原則及準則和本公司企業策略不時就董事會的架構、人數及組成(包括技能、知識及經驗方面)等方面不時作出有關檢討。

提名委員會成員目前包括一名執行董事及兩名獨立非執行董事，即遲德強先生(提名委員會主席)、徐兵先生及馬常海先生。

報告期內，公司共召開二次提名委員會會議。

2023年6月1日，公司以傳真方式召開了2023年第一次董事會提名委員會，本次會議審議通過了關於提名馬常海先生為公司執行董事候選人、關於提名王德成先生為公司執行董事候選人、關於提名馬旭耀先生為公司執行董事候選人、關於提名Richard Robinson Smith先生為公司非執行董事候選人、關於提名遲德強先生為公司獨立非執行董事候選人、關於提名趙福全先生為公司獨立非執行董事候選人、關於提名徐兵先生為公司獨立非執行董事候選人、關於提名公司高級管理人員的議案，並決議將上述議案提交公司董事會審議。提名委員會按照本公司的提名政策考慮相關因素，包括但不限於性別、年齡、文化及教育背景、學歷、專業經驗及技能，並基于本報告“董事會”一節下所述董事會成員多元化政策，對相關候選人予以物色及遴選。

2023年10月10日，公司以傳真方式召開了2023年第二次董事會提名委員會，本次會議審議通過了關於關於提名公司高級管理人員的議案，並決議將上述議案提交公司董事會審議。

### SUPERVISORY COMMITTEE

The Supervisory Committee consists of three members, with one Supervisor being elected from the staff as a representative of employees and the other two elected by the shareholders of the Company. The Supervisory Committee is responsible for supervision of the Board and its members and the senior management of the Company, so as to prevent them from abusing their authorities and infringing the interests of the Company, its shareholders and staff. The size and composition of the Supervisory Committee are in compliance with the requirements of the relevant laws and regulations of the PRC. The Supervisory Committee held seven meetings during the Year to carry out its supervision on behalf of the shareholders in respect of the Company's financial matters and the lawfulness and compliance in respect of the discharge of duties by the directors and senior management of the Company.

### 監事會

監事會由三名成員組成，其中一名監事由員工選出作為僱員代表，另外兩名則由本公司股東選出。監事會負責監督董事會及其成員以及本公司高級管理層，防止其濫用職權，侵犯本公司、其股東及員工的權益。監事會的人數及組合符合有關中國法律及法規的規定。監事會於年內曾舉行7次會議，以代表股東對本公司財務事宜及董事和本公司高級管理層執行職務是否合法及遵從法律進行監督。

Attendances at meetings of the Shareholders, Board, Supervisory Committee and special committees (attendance in person/number of meetings) during the Year are as follows:

年內，股東大會、董事會、監事會及特別委員會會議的出席資料(出席次數／會議次數)如下：

Name	姓名	General Meeting 股東大會	Board 董事會	Supervisory Committee 監事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<b>Executive Directors</b> 執行董事							
Tan Xuguang	譚旭光	1/3	12/12 <sup>(2)</sup>				
Zhang Quan	張泉	2/3	12/12				
Ma Changhai (appointed on 28 June 2023)	馬常海(於二零二三年六月二十八日上任)	3/3	9/9				1/1
Wang Decheng (appointed on 28 June 2023)	王德成(於二零二三年六月二十八日上任)	2/3	9/9				
Sun Shaojun	孫少軍	1/3	12/12 <sup>(1)</sup>				
Yuan Hongming	袁宏明	1/3	12/12				
Ma Xuyao (appointed on 28 June 2023)	馬旭耀(於二零二三年六月二十八日上任)	0/3	9/9 <sup>(1)</sup>				
Xu Xinyu (resigned on 28 June 2023)	徐新玉(於二零二三年六月二十八日辭任)	1/1	3/3 <sup>(1)</sup>				1/1
Yan Jianbo (resigned on 5 June 2023)	嚴鑒鈞(於二零二三年六月五日辭任)	0/1	3/3 <sup>(1)</sup>				
<b>Non-executive Directors</b> 非執行董事							
Zhang Liangfu	張良富	0/3	12/12			4/4	
Richard Robinson Smith (appointed on 28 June 2023)	Richard Robinson Smith (於二零二三年六月二十八日上任)	2/3	9/9				
Michael Martin Macht	Michael Martin Macht	2/3	12/12 <sup>(1)</sup>				
Jiang Kui (resigned on 5 June 2023)	江奎(於二零二三年六月五日辭任)	0/0	3/3 <sup>(1)</sup>				
Gordon Riske (resigned on 5 June 2023)	Gordon Riske(於二零二三年六月五日辭任)	0/0	3/3				
<b>Independent Non-executive Directors</b> 獨立非執行董事							
Jiang Yan	蔣彥	3/3	12/12		5/5	4/4	
Yu Zhuoping	余卓平	3/3	12/12		5/5		
Chi Deqiang (appointed on 28 June 2023)	遲德強(於二零二三年六月二十八日上任)	3/3	9/9		3/3		1/1
Zhao Fuquan (appointed on 28 June 2023)	趙福全(於二零二三年六月二十八日上任)	1/3	9/9 <sup>(1)</sup>		3/3	3/3	
Xu Bing (appointed on 28 June 2023)	徐兵(於二零二三年六月二十八日上任)	3/3	9/9		3/3		1/1
Li Hongwu (retired on 28 June 2023)	李洪武(於二零二三年六月二十八日退任)	1/1	3/3		2/2		1/1
Wen Daocai (resigned on 28 June 2023)	聞道才(於二零二三年六月二十八日辭任)	0/1	3/3		2/2		
Zhao Huifang (resigned on 28 June 2023)	趙惠芳(於二零二三年六月二十八日辭任)	1/1	3/3		2/2	1/1	1/1
<b>Supervisors</b> 監事							
Wang Yanlei	王延磊	3/3		7/7			
Wang Xuewen	王學文	3/3		7/7			
Zhao Yongchang (appointed on 26 May 2023)	趙永昌(於二零二三年五月二十六日上任)	3/3		5/5			
Ma Changhai (resigned on 26 May 2023)	馬常海(於二零二三年五月二十六日辭任)	0/0		2/2			

According to the requirements under Code B(d) of Part 1 of the Corporate Governance Code, the attendance of alternate directors shall not be included in the attendance of the relevant directors.

按照《企業管治守則》第一部分第B(d)條規定，替代董事的出席不得計入有關董事的出席次數。

## Notes:

- (1) In addition, the director also appointed another director as his representative to attend and vote at one meeting of the board on his behalf.
- (2) In addition, the director also appointed another director as his representative to attend and vote at two meetings of the board on his behalf.

## INVESTOR RELATIONS AND GENERAL MEETINGS

Adhering to the principle of being proactive, timely and efficient, the Company has its innovated investor relationship management and services, and strengthened the relationship with investors through research on reception, investor hotline, reply through interactive platform, performance release conference, analyst exchange meeting and other communication methods, which allow investors to have a more comprehensive understanding of the Company's operating conditions and investment value.

Through the communication with investors during the Year, the Company believes that the shareholder communication policy in place is effective as it can broaden the channels for investors to provide opinions and strengthen the Company's understanding of investors' opinions.

The shareholders' general meeting is the highest authority of the Company, providing an opportunity for direct communications and building a sound relationship between the Board and the shareholders of the Company. Therefore, the Company places great attention to such meetings. In 2023, the Company convened three general meetings. Matters reviewed and approved at the said meetings include the following:

**(1) 2022 ANNUAL GENERAL MEETING HELD ON 28 JUNE 2023**

1. To consider and approve the annual report of the Company for the year ended 31 December 2022
2. To consider and approve the directors' report of the Company for the year ended 31 December 2022
3. To consider and approve the supervisory committee's report of the Company for the year ended 31 December 2022

## 附註：

- (1) 此外，該董事亦委任另一名董事為其代表，代其出席一次董事會會議並於會上投票。
- (2) 此外，該董事亦委任另一名董事為其代表，代其出席兩次董事會會議並於會上投票。

## 投資者關係與股東大會

本公司創新投資者關係管理和服務工作，秉承積極主動和及時高效的原則，通過調研接待、投資者熱綫、互動易平台回覆、業績發布會、分析師交流會等溝通方式，加強與投資者的溝通交流，讓投資者更加全面的了解公司經營情況和投資價值。

通過本年度內與投資者的交流，本公司認為該等股東通訊政策能夠拓寬投資者提供意見的渠道，強化公司對投資者意見的了解，在實施中具有有效性。

股東大會乃本公司最高權力機構，為董事會與本公司股東直接溝通及建立良好關係的機會。因此，本公司高度重視該等會議。二零二三年，本公司共召開三次股東大會，會上審閱及通過的主要事項包括：

**(一) 2023年6月28日召開2022年度股東週年大會**

1. 審議及批准本公司截至二零二二年十二月三十一日止年度的年度報告
2. 審議及批准本公司截至二零二二年十二月三十一日止年度的董事會報告
3. 審議及批准本公司截至二零二二年十二月三十一日止年度的監事會報告

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|-----|---|-----|---|
| 4.  | To consider and review of the audited financial statements and auditors' report for the year ended 31 December 2022   | 4.  | 審議及省覽本公司截至二零二二年十二月三十一日止年度的經審核財務報表及核數師報告                                     |
| 5.  | To consider and approve the final financial report of the Company for the year ended 31 December 2022   | 5.  | 審議及批准本公司截至二零二二年十二月三十一日止年度之財務決算報告  |
| 6.  | To consider and approve the financial budget report of the Company for the year ended 31 December 2023  | 6.  | 審議及批准本公司截至二零二三年十二月三十一日止年度之財務預算報告  |
| 7.  | To consider and approve the plan for the distribution of profit of the Company for the year ended 31 December 2022  | 7.  | 審議及批准本公司截至二零二二年十二月三十一日止年度的利潤分配計劃  |
| 8.  | To consider and approve the granting of a mandate to the Board of Directors for the payment of interim dividend (if any) to the shareholders of the Company for the year ended 31 December 2023   | 8.  | 審議及批准向董事會授出向本公司股東派付截至二零二三年十二月三十一日止年度中期股息(如有)之授權                             |
| 9.  | To consider and approve the appointment of KPMG Huazhen LLP as the auditors of the Company for year ended 31 December 2023 at a remuneration of approximately RMB7.90 million (inclusive of tax)  | 9.  | 審議及批准聘任畢馬威華振會計師事務所(特殊普通合夥)為本公司截至二零二三年十二月三十一日止年度之核數師，其酬金為約人民幣7.90百萬元(含稅)     |
| 10. | To consider and approve the re-appointment of Hexin Accountants LLP as the internal control auditors of the Company for the year ended 31 December 2023 at a remuneration of approximately RMB1.0812 million (inclusive of tax).  | 10. | 審議及批准續聘和信會計師事務所(特殊普通合夥)為本公司截至二零二三年十二月三十一日止年度之內部監控審計師，其酬金為約人民幣1.0812百萬元(含稅)  |
| 11. | (a) To consider and approve the election of Mr. Ma Changhai as an executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive) | 11. | (a) 審議及批准選舉馬常海先生為本公司執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日) |

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|--|--|
| <p>(b) To consider and approve the election of Mr. Wang Decheng as an executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p> <p>(c) To consider and approve the election of Mr. Ma Xuyao as an executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p> <p>(d) To consider and approve the election of Mr. Richard Robinson Smith as a non-executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p>                                     | <p>(b) 審議及批准選舉王德成先生為本公司執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p> <p>(c) 審議及批准選舉馬旭耀先生為本公司執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p> <p>(d) 審議及批准選舉Richard Robinson Smith先生為本公司非執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p> |
| <p>12. (a) To consider and approve the election of Mr. Chi Deqiang as an independent non-executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p> <p>(b) To consider and approve the election of Mr. Zhao Fuquan as an independent non-executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p> <p>(c) To consider and approve the election of Mr. Xu Bing as an independent non-executive director of the Company for a term from the date of the annual general meeting to the conclusion of the annual general meeting of the Company for the year ended 31 December 2023 (both days inclusive)</p> | <p>12. (a) 審議及批准選舉遲德強先生為本公司獨立非執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p> <p>(b) 審議及批准選舉趙福全先生為本公司獨立非執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p> <p>(c) 審議及批准選舉徐兵先生為本公司獨立非執行董事，任期由股東週年大會日期起至本公司截至二零二三年十二月三十一日止年度股東週年大會結束止(包括首尾兩日)</p>         |

**(2) FIRST EXTRAORDINARY GENERAL MEETING IN 2023 HELD ON 13 NOVEMBER 2023**

1. To consider and approve the proposed adoption of the Incentive Scheme of the Company and its summary
2. To consider and approve the proposed adoption of the Appraisal Management Measures
3. To consider and approve the proposed authorisation to the board of directors of the Company to deal with matters relating to the Incentive Scheme

**(3) SECOND EXTRAORDINARY GENERAL MEETING IN 2023 HELD ON 29 DECEMBER 2023**

1. To consider and approve the New Utility Services Purchase Agreement and the relevant new caps
2. To consider and approve the New Weichai Sale and Processing Services Agreement and the relevant new caps
3. To consider and approve the New Weichai Yangzhou Supply Framework Agreement and the relevant new caps
4. To consider and approve the New Transmissions Supply Framework Agreement and the relevant new caps
5. To consider and approve the New Axles Supply Framework Agreement and the relevant new caps
6. To consider and approve the New Weichai Westport Supply Agreement and the relevant new caps
7. To consider and approve the New Weichai Westport Purchase Agreement and the relevant new caps
8. To consider and approve the New Weichai Westport Logistics Agreement and the relevant new caps
9. To consider and approve the New Weichai Westport Leasing Agreement and the relevant new caps

**(二) 2023年11月13日召開2023年第一次臨時股東大會**

1. 審議並批准建議採納本公司激勵計劃及其概要
2. 審議並批准建議採納考核管理辦法
3. 審議並批准建議授權本公司董事會辦理激勵計劃有關事項

**(三) 2023年12月29日召開2023年第二次臨時股東大會**

1. 動議批准新動能服務採購協議及相關新上限
2. 動議批准新濰柴銷售及加工服務協議及相關新上限
3. 動議批准新濰柴揚州供應框架協議及相關新上限
4. 動議批准新變速器供應框架協議及相關新上限
5. 動議批准新車橋供應框架協議及相關新上限
6. 動議批准新濰柴西港供應協議及相關新上限
7. 動議批准新濰柴西港採購協議及相關新上限
8. 動議批准新濰柴西港運輸協議及相關新上限
9. 動議批准新濰柴西港租賃協議及相關新上限



## SHAREHOLDERS' RIGHTS

Shareholders of the Company holding more than 10% of the shares of the Company either individually or collectively requesting the convening of an extraordinary general meeting or a class meeting shall proceed in accordance with the procedures set forth in Article 103 of the Articles of Association.

Pursuant to Article 74 of the Articles of Association, shareholders of the Company who hold, individually or collectively, more than 3% of the Company's shares shall have the right to propose a motion to the Company for consideration at the general meeting of the Company. Shareholders who hold, individually or collectively, more than 3% of the Company's shares may propose a provisional motion in writing to the Board of Directors 10 business days prior to the general meeting. Within two days upon the receipt of the proposed motion, the Board of Directors shall issue a supplementary notice of the general meeting to announce the content of the provisional motion.

Shareholders of the Company are welcome to send their enquiries to the Board via the Capital Operation Department of the Company, details of which are set out in the section headed "Corporate Information" in this annual report.

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE CANDIDATES FOR ELECTION AS A DIRECTOR

Pursuant to the requirement of the Articles of Association, any shareholder who, by itself or jointly, holding shares representing more than 3% of the voting rights of the Company shall have the right to nominate candidates for directorship. The number of shares directly or indirectly held by each shareholder cannot be further subdivided in order to propose a motion by himself or jointly with other persons.

The period for service of notices in writing by shareholders to the Company of the intention to propose a candidate for election as a director in accordance with the Articles of Association and of such candidate's consent to be elected shall be at least 7 days, which shall commence from the day following the dispatch of the notice convening the general meeting for the election of directors and shall end on the date which is no later than 7 days prior to the date of such general meeting.

## 股東權利

單獨或合併持有本公司10%以上股份的本公司股東要求召集股東特別大會或類別股東會議，應當按照公司章程第103條所載程序辦理。

根據本公司的公司章程第74條，單獨或合併持有本公司3%以上股份的本公司股東，有權於本公司股東大會上向本公司提出提案以作考慮。單獨或合併持有本公司3%以上股份的本公司股東，可以在股東大會召開10個工作日前提出臨時提案並書面提交董事會。董事會應當在收到提案後2日內發出股東大會補充通告，公告臨時提案的內容。

歡迎本公司股東透過本公司資本運營部向董事會提出查詢，有關詳情載於本年度報告「公司資料」一節。

## 股東提名人選參選董事的程序

依據公司章程規定，單獨或合併持有公司有表決權股份3%以上的股東可以提名董事候選人。每名股東直接和間接持有的股份均不得分拆自行或者與他人共同提出議案。

任何股東依據公司章程的規定向公司發出的有關提名董事候選人的意圖的書面通知以及候選人表明願意接受提名的書面通知的最短期限均為7天，向公司提出發出前述所指的通知的期限自發出載有就選舉董事而召開的股東大會的會議通知後一天起至不遲於有關股東大會召開七天前止。

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

During the Year, there were no changes to the Articles of Association of the Company.

It is proposed that certain amendments will be made to the Articles of Association of the Company in light of the latest development of the PRC laws and regulations, and such amendments shall only take effect upon the approval by the shareholders at the forthcoming annual general meeting and class meetings of the Company. For further details on the proposed amendments and the forthcoming annual general meeting and class meetings, please refer to the Company's announcement dated 25 March 2024 and the Company's circular to be published in due course.

## INTERNAL CONTROL AND MANAGEMENT

The Board recognises its responsibility for maintaining an adequate system of internal control to safeguard the Group's assets and shareholders' interests.

Internal control, including a defined management structure with limits of authority, is designed to help achieve business objectives, safeguard assets against unauthorised use, maintain proper accounting records for the provision of reliable financial information for internal use or for publication. The purpose of such system is to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage, rather than eliminate, risks of failure in operational systems and achievement of the Group's objectives.

The Company has an internal audit function. The management maintains and monitors the system of controls on an ongoing basis. The Audit Committee, which was delegated by the Board, reviews the Group's risk management and internal control policies and system at least once a year.

The Company has established a complete internal control system and process system covering production, sales, product lifecycle management, quality management, investment management, strategic management, marketing and security and environmental management. It continued to promote the optimization of internal control systems process and end-to-end process integration.

During the Year, the Company has been able to update and improve the internal control system in a timely manner in accordance with the provisions of the Basic Internal Control Norms for Enterprises and its implementation guidelines and based on the changes in the internal and external environment, internal organization and management requirements. At the same time, The Company's internal control department and internal audit department gave full play to the synergistic effect of the second line of defense and the third line of defense in risk prevention. Upholding a risk-oriented approach, we continued to improve the supervision over formulation and operation of the internal control system, effectively prevented risks associated with operation and management, and accomplished the Company's strategic goals.

## 修訂公司章程

於本年度內，本公司章程並無變化。

鑒於中國法律法規的最新發展，本公司建議對公司章程進行若干修訂，該等修訂僅於股東在應屆周年股東大會及本公司類別股東大會上批准後方告生效。有關建議修訂以及應屆周年股東大會及類別股東大會的進一步詳情，請參閱本公司日期為二零二四年三月二十五日的公告及本公司將於適時刊發的通函。

## 內部監控及管理

董事會了解其有責任維持一個適當的內部監控系統以保衛本集團資產及股東利益。

內部監控，包括組織一個明確界定權限的管理架構來幫助達成各商業目標，保障資產不會遭到不當使用，維持妥善賬目以提供可靠的財務訊息供內部使用或對外公佈。此制度旨在合理(而非絕對)保證無重大失實陳述或損失；及管理(而非消除)營運系統失誤及本集團未能達標的風險。

本公司設有內部監控職能。管理層按持續基準維持及監察有關控制系統。審核委員會獲董事會授權，最少每年一次檢討本集團的風險管理和內部監控政策和系統。

本公司構建了完善的內部控制制度流程體系，內容涵蓋生產、銷售、產品生命周期管理、質量管理、投資管理、戰略管理、市場營銷、安環管理等多個領域，並持續推動內控制度流程優化和端到端流程貫通。

本年度內，本公司能夠根據《企業內部控制基本規範》及其配套指引的規定，結合公司內外部環境、內部機構及管理要求的改變等對內部控制體系進行及時的更新完善。同時，公司的內部控制建設部門與內部審計部門能夠充分發揮風險防範第二道防線和第三道防線的合力作用，以風險為導向持續開展內部控制體系設計與運行的監督改進，有效防範了經營管理中的風險，促進了公司戰略目標的實現。

During the Year, based on the evaluations made by the management, the Audit Committee and the Board reviewed and was satisfied that nothing had come to its attention to cause the Audit Committee and the Board to believe that the system of risk management and internal control covering financial, operational, compliance and all other material controls of the Group was inadequate, and there is an ongoing process to identify, evaluate and manage significant risks faced by the Group (including environmental, social and governance risks). The Audit Committee and the Board considered that the risk management and internal control system of the Group is effective and adequate.

The Company has appointed Hexin Accountants LLP to issue an audit opinion on the effectiveness of its internal control over financial reporting. Hexin Accountants LLP is of the view that as at 31 December 2023, Weichai Power maintained effective internal control over financial reporting in all material aspects in accordance with the Basic Internal Control Norms for Enterprises and relevant regulations.

The Capital Operation Department of the Company is responsible for processing and releasing inside information. The Company has formulated the Insider Information Management System and a number of supplemental procedures to supervise the handling and release of inside information, to ensure that such information is properly approved and kept confidential before disclosure, and that such information is released in an efficient and consistent manner. The Company regularly communicates with all relevant personnel on the implementation of the disclosure policy and provides relevant training to them.

## DIVERSITY POLICY

In employment process, we implement equal and non-discriminatory employment policies, adopt a zero-tolerance attitude towards any form of discrimination and unfair competition, and treat all employees fairly and justly regardless of nationality, gender, age, educational background, region, religious belief, or cultural background, in a bid to create a diverse and inclusive workplace environment. At the same time, we continue to optimize the workforce structure and promote the reasonable distribution of employees in gender, age, and geography. During the Year, the Company had a total of 89,162 employees globally under labour contracts, including 47,623 employees of the headquarters in China. Among all the employees, there are 72<sup>1</sup> employees with disabilities and 494<sup>1</sup> employees from ethnic minorities, and 1,188<sup>1</sup> overseas employees. By gender, there are 8,363<sup>1</sup> female employees and 39,260<sup>1</sup> male employees.

<sup>1</sup> The indicator data excludes KION.

於本年度，根據管理層之評估，審核委員會及董事會檢討並確信並無任何事件導致審核委員會及董事會相信本集團的風險管理和內部監控系統(涵蓋財務、營運、合規和所有其他重大監控)有所不足，並相信會持續鑑定、評估及管理本集團面對之重大風險(包括環境、社會及管治風險)。審核委員會及董事會認為本集團的風險管理和內部監控系統有效、充足。

本公司委任和信會計師事務所(特殊普通合夥)對其財務報告內部控制的有效性發表審計意見。和信會計師事務所(特殊普通合夥)認為，濰柴動力公司於2023年12月31日按照《企業內部控制基本規範》和相關規定在所有重大方面保持了有效的財務報告內部控制。

本公司資本運營部負責處理及發佈內幕消息。本公司制定《內幕信息知情人管理制度》和多項附屬程序以監管內幕消息的處理及發布，以確保適當批准並披露該等消息前維持保密，並以有效率及一致的方式發布該等消息。本公司定期進行所有相關人員傳達有關實施持續披露政策的執行情況並提供相關培訓。

## 多元化政策

在僱傭過程中，我們堅持貫徹平等、非歧視的用工政策，對任何形式的歧視和不公平競爭採取零容忍的態度，公平公正地對待不同國籍、性別、年齡、學歷、地域、宗教信仰和文化背景的員工，致力於打造多元共融的職場環境。同時，我們不斷優化員工結構，推動員工性別、年齡、地域合理分布。報告期內，濰柴動力在全球共有勞動合同員工89,162人。其中，中國地區共有勞動合同員工47,623人，其中殘疾員工72<sup>1</sup>人，少數民族員工494<sup>1</sup>人，海外籍員工1,188<sup>1</sup>人；按性別劃分，其中女員工8,363<sup>1</sup>人，男員工39,260<sup>1</sup>人。

<sup>1</sup> 此處數據指標均不含凱傲。

### COMPLIANCE WITH THE MODEL CODE

During the Year, the Company adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in the Model Code for Securities Transaction by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code"). Having made specific enquiry of all directors, the directors have confirmed that they have complied with the required standard set out in the Model Code for the Year.

### DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors aim to present the financial statements of the Group in accordance with the statutory requirements and applicable accounting standards. The directors ensure that financial statements of the Group are issued in a timely manner so that the final and interim results of the Group are announced within the periods of three months and two months, respectively, after the end of the relevant periods prescribed under the Listing Rules.

The financial statements of the Group for the year ended 31 December 2023 have been reviewed by the Audit Committee and audited by the external auditors, KPMG Huazhen LLP. The directors acknowledge their responsibilities for preparing the financial statements of the Group and presenting a balanced, clear and comprehensive assessment of the Group's performance and prospects. They are not aware of any material uncertainties relating to events or conditions that may cast doubt upon the ability of the Company to continue as a going concern. The statement of the Auditors about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report.

### AUDITORS' REMUNERATION

KPMG Huazhen LLP was appointed as the auditors of the Company in place of Deloitte Touche Tohmatsu Certified Public Accountants LLP on 28 June 2023. For the year ended 31 December 2023, an amount of RMB7.9 million was paid/payable to KPMG Huazhen LLP for their audit service.

### 遵守標準守則

於本年度，本公司已就董事進行證券交易採納操守準則，有關條款不比上市規則附錄C3所載上市公司董事進行證券交易的標準守則（「標準守則」）規定的標準寬鬆，且向全體董事作出明確查詢後確認，彼等於年內已遵守標準守則所載規定的標準。

### 董事就財務報表承擔之責任

董事旨在根據法定要求及適用會計準則呈列本集團之財務報表。董事確保按時刊發本集團之財務報表，致使本集團之末期業績及中期業績會分別於上市規則所訂明之有關期間結束後三個月及兩個月時限內公佈。

本集團截至二零二三年十二月三十一日止年度之財務報表已由審核委員會審閱及由外聘核數師畢馬威華振會計師事務所（特殊普通合夥）審核。董事確認編製本集團之財務報表及呈列本集團表現及前景之平衡、清晰及完備之評估之責任。彼等並不知悉任何有關事件或狀況之重大不明朗因素，而該等事件或狀況可能對本公司不斷持續經營之能力構成疑問。核數師就其於財務報表之申報責任作出之聲明乃載於獨立核數師報告。

### 核數師酬金

畢馬威華振會計師事務所（特殊普通合夥）於二零二三年六月二十八日獲委任代替德勤華永會計師事務所（特殊普通合夥）為本公司核數師。於截至二零二三年十二月三十一日止年度，本集團共付予／應付畢馬威華振會計師事務所（特殊普通合夥）人民幣7.9百萬元作為審核服務費。



KPMG Huazhen Shen Zi 23 No. 2403786

畢馬威華振審字第2403786號

To the shareholders of Weichai Power Co., Ltd.

濰柴動力股份有限公司全體股東：

## I. OPINION

We have audited the accompanying financial statements of Weichai Power Co., Ltd. ("Weichai Power"), which comprise the consolidated and the company balance sheets as at 31 December 2023, and the consolidated and the company income statements, the consolidated and company cash flow statement and the consolidated and the company statements of changes in shareholders' equity for the year then ended, and notes to the financial statements.

In our opinion, the abovementioned financial statements present fairly, in all material respects, the consolidated and the company financial position of Weichai Power as at 31 December 2023, and the consolidated and the company financial performance and cash flows of Weichai Power for the year 2023 in accordance with Accounting Standards for Business Enterprises ("ASBEs").

## II. BASIS FOR OPINION

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of Weichai Power in accordance with China Code of Ethics for Certified Public 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.

## 一、審計意見

我們審計了後附的濰柴動力股份有限公司（以下簡稱「濰柴動力」）的財務報表，包括2023年12月31日的合併及公司資產負債表，2023年度的合併及公司利潤表、合併及公司現金流量表、合併及公司股東權益變動表以及相關財務報表附註。

我們認為，上述財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了濰柴動力2023年12月31日的合併及公司財務狀況以及2023年度的合併及公司經營成果和合併及公司現金流量。

## 二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於濰柴動力，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

### III. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We determine that the following matters as key audit matters are required to be communicated in the audit report.

#### Potential impairment of goodwill arising from the acquisition of KION and Dematic Group

##### 收購KION及Dematic Group所形成商譽的潛在減值

Please refer to the accounting policies described in Note 22 under "III. Significant Accounting Policies and Accounting Estimates" and Note 23 under "V. Notes to Items of Consolidated Financial Statements" to the financial statements.

請參閱財務報表附註「三、公司重要會計政策、會計估計」22所述的會計政策及「五、合併財務報表項目註釋」23。

##### Key audit matters

##### 關鍵審計事項

As of 31 December 31 2023, goodwill in the consolidated financial statements of Weichai Power included goodwill arising from the acquisitions of KION GROUP AG (hereinafter referred to as "KION") and Dematic Group amounting to a total carrying amount of RMB22,805,766,151.52.

於2023年12月31日，濰柴動力合併財務報表商譽中包含收購KION GROUP AG(以下簡稱「KION」)及Dematic Group形成的商譽賬面價值合計人民幣22,805,766,151.52元。

The management performs a goodwill impairment tests at each year end by comparing the carrying amount of each asset group or group of asset group with its recoverable amount, to assess whether a provision for impairment is required. The recoverable amount is determined by the higher of the fair value of the asset group or group of asset group less the disposal cost and the present value of the estimated future cash flow. The determination of the present value of the estimated future cash flow involves significant management judgment, particularly estimations on the key assumption on the discount rate and perpetual growth rates.

管理層每年年度終了對商譽進行減值測試，管理層將含有商譽的資產組或資產組組合的賬面價值與其可收回金額進行比較，以確定是否需要計提減值。可收回金額根據資產組或資產組組合的公允價值減去處置費用後的淨額與預計未來現金流量的現值兩者之間較高者確定。確定預計未來現金流量的現值涉及重大的管理層判斷，特別是對折現率和永續增長率等關鍵假設的估計。

### 三、關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。我們確定下列事項是需要審計報告中溝通的關鍵審計事項。

##### How the matter was addressed in our audit

##### 在審計中如何應對該事項

Audit procedures related to the evaluation of impairment of goodwill include the following:

與評價商譽減值相關的審計程序中包括以下程序：

- obtaining an understanding and assessing the key internal controls relating to the goodwill impairment test;
- 了解及評價與商譽減值測試相關的關鍵財務報告內部控制；
- evaluating the appropriateness of management's allocation of goodwill into the relevant asset groups or groups of asset groups based on our understanding of the businesses of Weichai Power;
- 基於我們對濰柴動力業務的了解，評價管理層將商譽分配至相關資產組或資產組組合的方法的適當性；
- evaluating the appropriateness of the relevant key assumptions adopted by the management in estimating future cash flows based on our understanding of the businesses and industry in which the Company operates, the historical performance of the asset groups or groups of asset groups, approved financial budgets and external market information;
- 基於我們對公司業務及所在行業的了解，綜合考慮相關資產組或資產組組合的歷史經營情況、經批准的經營計劃和外部市場信息，評價管理層在預計未來現金流量現值中使用的相關關鍵假設的合理性；
- engaging our internal valuation specialists to evaluate the appropriateness of the methodology adopted by management and external valuer in determining the present value of expected future cash flow and the reasonableness of the discount rate applied;
- 利用我們內部估值專家的工作，評價管理層及其外部估值專家確定預計未來現金流量現值的方法的適當性及所使用的折現率的合理性；

## III. KEY AUDIT MATTERS (CONTINUED)

## 三、關鍵審計事項(續)

**Potential impairment of goodwill arising from the acquisition of KION and Dematic Group (Continued)****收購KION及Dematic Group所形成商譽的潛在減值(續)**

Please refer to the accounting policies described in Note 22 under "III. Significant Accounting Policies and Accounting Estimates" and Note 23 under "V. Notes to Items of Consolidated Financial Statements" to the financial statements.

請參閱財務報表附註「三、公司重要會計政策、會計估計」22所述的會計政策及「五、合併財務報表項目註釋」23。

**Key audit matters****關鍵審計事項**

The goodwill arising from the acquisitions of KION and Dematic Group are material to the financial statements and the goodwill impairment test involves significant management judgments and estimates, which are subject to inherent uncertainty and may be affected by management bias. Therefore, we identified the potential impairment of goodwill arising from the acquisitions of KION and Dematic Group as a key audit matter.

由於收購KION及Dematic Group所形成的商譽對財務報表的重要性，同時商譽減值測試涉及重大的管理層判斷和估計，這些判斷存在固有不確定性，並且可能受到管理層偏向的影響，因此我們將收購KION及Dematic Group所形成商譽的潛在減值識別為關鍵審計事項。

**How the matter was addressed in our audit****在審計中如何應對該事項**

- comparing the key assumptions adopted by management in preparing the present value of the estimated future cash flows in the prior year with the current year's performance to assess any signs of management bias and making enquiries of management as to the reasons for any significant variations identified and whether these factors had been considered in current year's forecasts;
- 將管理層上一年度編製預計未來現金流量現值時所採用的關鍵假設與本年度的實際經營情況進行比較，以評價是否存在管理層偏向的跡象，並就識別出的任何重大差異向管理層詢問原因，同時考慮相關因素是否已在本年度的預測中予以考慮；
- evaluating whether the disclosure on information related to the assessment for impairment of goodwill and key assumptions applied in the financial statements complies with the requirements of the ASBEs.
- 評價在財務報表中對商譽減值以及所採用的關鍵假設的披露是否符合企業會計準則的要求。

## III. KEY AUDIT MATTERS (CONTINUED)

## 三、關鍵審計事項(續)

**Accounting treatment for business of leasing of forklift trucks****叉車租賃業務的會計處理**

Please refer to the accounting policies described in Notes 17, 30 and 36 under "III. Significant Accounting Policies and Accounting Estimates" and Notes 11, 13, 18, 36, 37, 41, 45 and 54 under "V. Notes to Items of Consolidated Financial Statements" to the financial statements.

請參閱財務報表附註「三、公司重要會計政策、會計估計」17、30及36所述的會計政策及「五、合併財務報表項目註釋」11、13、18、36、37、41、45、54。

**Key audit matters****關鍵審計事項**

KION, a subsidiary of Weichai Power, leases forklift trucks to customers. As stated in Notes 17, 30 and 36 under Section III to the financial statements, the forms of leasing include direct leasing with end customers and sale and leaseback sub-leases (direct leasing) and leasing with end customers through financial partners (indirect lease).

濰柴動力之子公司KION向其客戶提供叉車租賃服務，如財務報表附註三、17、30及36所述，租賃的形式包括直接與終端客戶租賃、售後回租再轉租(直接租賃)和通過金融合作夥伴租賃給終端客戶(間接租賃)。

Owing to the high transaction volume and the complex contractual arrangements, KION implements information systems to classify financial leases or operating leases and corresponding accounting treatment, which may contain the risk that the relevant data are not correctly recorded and the concluded contracts are not appropriately evaluated in the entry routines as well as in the information system. Therefore, we identified the accounting treatment for business of leasing of forklift trucks as a key audit matter.

上述租賃業務安排涉及之合同條款複雜且交易量大，KION利用信息系統進行融資租賃或經營租賃分類以及相應的會計處理，存在輸入數據錯誤以及信息系統未能恰當對租賃合同進行分類和會計處理的風險。因此，我們將叉車租賃業務的會計處理作為關鍵審計事項。

**How the matter was addressed in our audit****在審計中如何應對該事項**

Audit procedures related to the accounting treatment for forklift truck leasing business mainly include the following: 我們針對叉車租賃業務的會計處理執行的審計程序主要包括：

- obtaining an understanding and assessing the key internal controls relating to the accounting treatment of forklift truck leasing business;
- 了解和評價與叉車租賃業務會計處理相關的關鍵財務報告內部控制；
- selecting forklift truck leasing contracts, reviewing the contract terms, and evaluating whether the related accounting policies for lease classification of Weichai Power comply with the requirements of the ASBEs;
- 選取叉車租賃合同，檢查合同條款，評價濰柴動力有關租賃分類的會計政策是否符合企業會計準則的要求；
- evaluating whether the defined criteria for the classification of the leasing contracts as set in the information system and the corresponding automated accounting entries are suitable to ensure compliant recognition with the relevant accounting policies of Weichai Power;
- 評價信息系統中所設定的用於對租賃合同進行分類的標準、以及相應的自動化會計分錄是否符合濰柴動力的相關會計政策；
- comparing the data recorded in the information system with the underlying original contracts on a sampling basis to evaluate the accuracy of input data
- 在抽樣的基礎上，將信息系統中輸入的合同數據核對至相關原始合同，以評價輸入數據的準確性；
- performing third-party confirmation procedures to evaluate the completeness and accuracy of data entry in the information system;
- 選取金融合作夥伴，執行函證程序，評價信息系統中輸入數據的完整性和準確性；
- checking data input, on a sampling basis, whether the results of the information system in respect of classification and the corresponding accounting treatment is consistent with the relevant accounting policies of Weichai Power.
- 在抽樣的基礎上，基於輸入數據，檢查信息系統中租賃合同的分類和相應的會計處理是否符合濰柴動力的相關會計政策。



## III. KEY AUDIT MATTERS (CONTINUED)

## 三、關鍵審計事項(續)

**Recognition of project revenue from supply chain solution and recognition of estimated liabilities arising from onerous contracts**

供應鏈解決方案的項目收入確認和對虧損合同產生預計負債的確認

Please refer to the accounting policies described in Notes 25, 27 and 36 under "III. Significant Accounting Policies and Accounting Estimates" and Notes 43 and 54 under "V. Notes to Items of Consolidated Financial Statements" to the financial statements.

請參閱財務報表附註「三、公司重要會計政策、會計估計」25、27及36所述的會計政策及「五、合併財務報表項目註釋」43及54。

**Key audit matters****關鍵審計事項**

Revenue from supply chain solutions for the year 2023 of Weichai Power amounted to RMB22,720,385,724.48, comprising mainly the revenue from project business in the supply chain solutions to customers.

濰柴動力2023年度供應鏈解決方案收入人民幣22,720,385,724.48元，主要為向客戶提供供應鏈解決方案的項目收入。

The revenue in the project business of the supply chain solutions of Weichai power is recognized over time based on the stage of completion. The stage of completion is determined using the proportion of contract costs incurred compared with the estimated total contract costs. In addition, as of the balance sheet date, Weichai Power recognised accruals and provisions for onerous contracts when the total estimated costs for performing contractual obligations inevitably exceed the expected contract revenue.

對於供應鏈解決方案項目，濰柴動力將其作為在某一時段內履行的履約義務，按照累計實際發生的履約成本佔預計總成本的比例確定履約進度。此外，於資產負債表日，濰柴動力就履行合同義務不可避免會發生的預計總成本是否超過預期經濟利益進行評估，對虧損合同確認預計負債。

The recognition of project revenue from supply chain solutions and the recognition of estimated liabilities for onerous contracts require management estimates and judgments, especially the estimates of the total estimated cost of unperformed contracts. Therefore, we identified the recognition of project revenue from supply chain solutions and the recognition of estimated liabilities arising from onerous contracts as a key audit matter.

對供應鏈解決方案項目收入的確認和虧損合同預計負債的確認均涉及管理層估計和判斷，尤其是對未完工合同預計總成本的估計。因此我們將供應鏈解決方案的項目收入確認和對虧損合同產生預計負債的確認認定為關鍵審計事項。

**How the matter was addressed in our audit****在審計中如何應對該事項**

Audit procedures related to the recognition of project revenue from supply chain solutions and the recognition of estimated liabilities arising from onerous contracts mainly include the following:

我們針對供應鏈解決方案的項目收入確認和對虧損合同產生預計負債的確認執行的審計程序主要包括：

- obtaining an understanding and assessing the key internal controls relating to the recognition of project revenue from supply chain solutions and the recognition of estimated liabilities arising from onerous contracts;
- 了解和評價與供應鏈解決方案項目收入確認和虧損合同產生的預計負債確認相關的關鍵財務報告內部控制；
- selecting completed projects and performing retrospective reviews by comparing the cost estimates for contracts already completed with the costs actually incurred for these contracts and analyzing deviations;
- 選取本年度已完工項目執行追溯性覆核程序，將已完成項目的預計總成本與其實際發生的履約成本進行比較和差異分析；
- selecting supply chain solution project contracts and reviewing the contract terms to evaluate whether the accounting policy for revenue recognition complies with the requirements of the ASBEs;
- 選取供應鏈解決方案項目合同，檢查合同主要條款，評價其收入確認的會計政策是否符合企業會計準則的要求；

## III. KEY AUDIT MATTERS (CONTINUED)

## 三、關鍵審計事項(續)

**Recognition of project revenue from supply chain solution and recognition of estimated liabilities arising from onerous contracts (Continued)**

供應鏈解決方案的項目收入確認和對虧損合同產生預計負債的確認(續)

Please refer to the accounting policies described in Notes 25, 27 and 36 under "III. Significant Accounting Policies and Accounting Estimates" and Notes 43 and 54 under "V. Notes to Items of Consolidated Financial Statements" to the financial statements.

請參閱財務報表附註「三、公司重要會計政策、會計估計」25、27及36所述的會計政策及「五、合併財務報表項目註釋」43及54。

**Key audit matters**  
關鍵審計事項

**How the matter was addressed in our audit**  
在審計中如何應對該事項

- inspecting the actual performance costs incurred according to the project completion schedule with relevant supporting information on a sample basis;
- 在抽樣的基礎上，將履約進度計算表中實際發生的履約成本核對至相關支持性資料；
- assessing the accuracy of project performance progress and the accuracy of project revenue recognition on a sample basis;
- 抽取樣本，評估項目履約進度計算的準確性及項目收入確認的準確性；
- selecting uncompleted projects to interview employees involved with the project to understand the project performance and progress, the adjustments between the initial estimation and budgeted cost and the reasons for the adjustment, and whether there existed any other events which is out of expectation may inevitably cause the cost of fulfilling contract obligations to exceed the contract revenue or generate penalties, and further verify supporting evidence if necessary to evaluate the reasonableness of the assumptions on which the total cost estimation are based by Weichai Power;
- 選取未完工項目，訪談相關業務人員，了解項目履約情況及進度、與初始估計相比預算成本的調整情況及調整原因，以及是否存在其他非預期事項導致履行合同義務不可避免會發生的成本超過合同收入或產生罰款，必要時核查進一步的支持性證據，以評價濰柴動力估計預計總成本所依據的假設的合理性；
- selecting projects to perform site inspection to verify project progress and the relevant information obtained from interviews with business personnel.
- 選取項目，實地查看項目進展，印證訪談業務人員所獲取的相關信息。

#### IV. OTHER INFORMATION

The Management of Weichai Power is responsible for the other information. The other information comprises the information included in the 2023 annual report of Weichai Power, other than the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

#### V. RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Management of Weichai Power is responsible for the preparation and fair presentation of the financial statements in accordance with ASBEs, and for the design, implementation and maintenance of such internal control necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing Weichai Power'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 Management either intends to liquidate Weichai Power or to cease operations or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Weichai Power's financial reporting process.

#### 四、其他信息

濰柴動力管理層對其他信息負責。其他信息包括濰柴動力2023年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

#### 五、管理層和治理層對財務報表的責任

濰柴動力管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估濰柴動力的持續經營能力，披露與持續經營相關的事項(如適用)，並運用持續經營假設，除非管理層計劃清算濰柴動力、終止運營或別無其他現實的選擇。

治理層負責監督濰柴動力的財務報告過程。

## VI. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 financial statements.

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

- (1) Identify and assess the risks of material misstatement of the 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.
- (2) 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 internal control.

## 六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- (1) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- (2) 了解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。

## VI. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- (4) Conclude on the appropriateness of the Management's 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 Weichai Power'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 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 Weichai Power to cease to continue as a going concern.
- (5) Evaluate the overall presentation, including the disclosures, structure and content of the financial statements, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (6) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Weichai Power to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

## 六、註冊會計師對財務報表審計的責任(續)

- (3) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。
- (4) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對濰柴動力持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致濰柴動力不能持續經營。
- (5) 評價財務報表的總體列報(包括披露)、結構和內容，並評價財務報表是否公允反映相關交易和事項。
- (6) 就濰柴動力中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

## VI. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 benefits of public interest for such communication.

### KPMG Huazhen LLP

Beijing, PRC

Chinese Certified Public Accountant

**Fu Qiang**

Chinese Certified Public Accountant

**Jiang Hui**

25 March 2024

## 六、註冊會計師對財務報表審計的責任(續)

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

### 畢馬威華振會計師事務所(特殊普通合夥)

中國•北京

中國註冊會計師

付強

中國註冊會計師

姜慧

2024年3月25日

# CONSOLIDATED BALANCE SHEET

31 December 2023

# 合併資產負債表

2023年12月31日

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

	Notes 附註	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Current assets:	流動資產：		
Cash and cash equivalents	貨幣資金	V五、1 <b>92,856,868,996.26</b>	70,841,690,615.34
<i>Incl: Cash deposited in the finance company</i>	<i>其中：存放財務公司款項</i>	<b>29,075,692,104.66</b>	23,558,435,638.00
Financial assets held for trading	交易性金融資產	V五、2 <b>11,422,432,984.46</b>	11,864,020,567.44
Notes receivable	應收票據	V五、3 <b>8,703,136,628.22</b>	9,602,586,343.47
Accounts receivable	應收賬款	V五、4 <b>23,753,999,010.24</b>	21,418,523,616.59
Receivable financing	應收款項融資	V五、5 <b>8,137,773,556.08</b>	6,972,217,007.03
Prepayments	預付款項	V五、6 <b>1,691,269,021.84</b>	1,472,527,993.82
Other receivables	其他應收款	V五、7 <b>1,131,338,229.24</b>	1,260,827,218.05
Inventories	存貨	V五、8 <b>37,930,386,262.83</b>	33,373,961,762.55
Contract assets	合同資產	V五、9 <b>3,329,313,149.51</b>	4,042,186,086.76
Assets held for sale	持有待售資產	V五、10 <b>434,197,222.40</b>	203,550,763.80
Non-current assets due within one year	一年內到期的非流動資產	V五、11 <b>4,813,822,873.60</b>	3,858,312,076.50
Other current assets	其他流動資產	V五、12 <b>3,720,763,423.75</b>	3,573,816,314.90
<b>Total current assets</b>	<b>流動資產合計</b>	<b>197,925,301,358.43</b>	168,484,220,366.25
Non-current assets	非流動資產：		
Long-term receivables	長期應收款	V五、13 <b>13,507,352,761.73</b>	10,172,965,683.60
Long-term equity investments	長期股權投資	V五、14 <b>5,174,555,550.85</b>	5,340,553,607.62
Investment in other equity instruments	其他權益工具投資	V五、15 <b>4,012,101,895.24</b>	3,395,947,023.27
Other non-current financial assets	其他非流動金融資產	V五、16 <b>534,636,729.78</b>	902,292,850.10
Investment property	投資性房地產	V五、17 <b>688,336,286.01</b>	621,930,393.42
Fixed assets	固定資產	V五、18 <b>44,075,967,147.89</b>	37,894,423,285.01
Construction in progress	在建工程	V五、19 <b>7,450,821,759.81</b>	7,980,410,006.36
Right-of-use assets	使用權資產	V五、20 <b>5,068,430,369.55</b>	5,034,097,940.33
Intangible assets	無形資產	V五、21 <b>23,071,268,440.40</b>	22,759,467,050.26
Development expenditure	開發支出	V五、22 <b>23,458,541.71</b>	339,108,712.35
Goodwill	商譽	V五、23 <b>24,858,318,250.05</b>	24,019,149,507.73
Long-term prepaid expenses	長期待攤費用	V五、24 <b>271,071,017.19</b>	312,130,240.35
Deferred tax assets	遞延所得稅資產	V五、25 <b>6,310,925,213.73</b>	4,905,290,205.76
Other non-current assets	其他非流動資產	V五、26 <b>1,274,667,702.54</b>	1,504,100,980.08
<b>Total non-current assets</b>	<b>非流動資產合計</b>	<b>136,321,911,666.48</b>	125,181,867,486.24
<b>Total assets</b>	<b>資產總計</b>	<b>334,247,213,024.91</b>	293,666,087,852.49

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2023

合併資產負債表(續)

2023年12月31日

		Notes 附註	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Current liabilities:	流動負債：			
Short-term loans	短期借款	V五、27	2,046,781,742.31	4,609,106,808.74
Financial liabilities held for trading	交易性金融負債	V五、28	166,701,491.20	85,556,345.40
Notes payable	應付票據	V五、29	27,626,796,287.83	22,024,750,934.33
Accounts payable	應付賬款	V五、30	60,126,789,151.17	45,560,077,179.76
Contract liabilities	合同負債	V五、31	15,234,524,336.16	13,086,786,850.63
Liabilities classified as held for sale	持有待售負債	V五、32	354,866,457.60	201,695,038.80
Payroll payable	應付職工薪酬	V五、33	7,429,266,514.31	6,133,750,533.67
Taxes payable	應交稅費	V五、34	2,741,249,334.45	1,665,377,748.46
Other payables	其他應付款	V五、35	7,907,770,820.46	8,190,858,301.41
Non-current liabilities due within one year	一年內到期的非流動負債	V五、36	14,902,351,872.32	11,215,162,500.91
Other current liabilities	其他流動負債	V五、37	7,678,246,087.85	6,969,573,180.76
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>146,215,344,095.66</b>	119,742,695,422.87
Non-current liabilities:	非流動負債：			
Long-term borrowings	長期借款	V五、38	17,907,609,014.47	22,782,303,500.82
Bonds payable	應付債券	V五、39	8,837,411,046.40	6,056,952,787.80
Lease liabilities	租賃負債	V五、40	4,336,712,719.42	4,424,326,131.24
Long-term payables	長期應付款	V五、41	10,094,478,082.40	8,015,209,194.73
Long-term payroll payable	長期應付職工薪酬	V五、42	7,967,650,734.34	6,863,810,957.10
Accruals and provisions	預計負債	V五、43	849,946,058.79	671,834,753.46
Deferred income	遞延收益	V五、44	4,665,797,036.04	4,650,817,121.11
Deferred tax liabilities	遞延所得稅負債	V五、25	4,269,384,233.64	4,449,817,821.47
Other non-current liabilities	其他非流動負債	V五、45	16,417,145,118.29	11,897,668,001.48
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>75,346,134,043.79</b>	69,812,740,269.21
<b>Total liabilities</b>	<b>負債合計</b>		<b>221,561,478,139.45</b>	189,555,435,692.08

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。



CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2023

合併資產負債表(續)

2023年12月31日

		Notes 附註	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Shareholders' equity:	股東權益：			
Share capital	股本	V五、46	<b>8,726,556,821.00</b>	8,726,556,821.00
Capital reserve	資本公積	V五、47	<b>11,012,818,725.86</b>	11,350,199,586.08
Less: Treasury shares	減：庫存股	V五、48	<b>597,240,738.39</b>	1,036,022,358.39
Other comprehensive income	其他綜合收益	V五、49	<b>1,172,836,172.90</b>	739,485,609.80
Special reserve	專項儲備	V五、50	<b>285,820,279.24</b>	307,793,867.29
Surplus reserve	盈餘公積	V五、51	<b>3,550,538,788.75</b>	2,765,811,169.85
Retained earnings	未分配利潤	V五、52	<b>55,183,869,765.05</b>	50,330,429,225.83
Total equity attributable to the shareholders of the parent	歸屬於母公司股東權益合計		<b>79,335,199,814.41</b>	73,184,253,921.46
Minority interests	少數股東權益	V五、53	<b>33,350,535,071.05</b>	30,926,398,238.95
Total shareholders' equity	股東權益合計		<b>112,685,734,885.46</b>	104,110,652,160.41
Total liabilities and shareholders' equity	負債和股東權益總計		<b>334,247,213,024.91</b>	293,666,087,852.49

These financial statements were approved by the board of directors on 25 March 2024.

此財務報表已於2024年3月25日獲董事會批准。

**Tan Xuguang**  
譚旭光

**Qu Hongkun**  
曲洪坤

**Qu Hongkun**  
曲洪坤

(Company's Seal)  
(公司蓋章)

Legal Representative  
法定代表人

Principal in charge of accounting  
主管會計工作負責人

Head of accounting department  
會計機構負責人

(Signature and stamp)  
(簽名和蓋章)

(Signature and stamp)  
(簽名和蓋章)

(Signature and stamp)  
(簽名和蓋章)

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# CONSOLIDATED INCOME STATEMENT

2023

# 合併利潤表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

		Notes 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
I. Revenue	一、營業收入	V五、54	<b>213,958,475,631.13</b>	175,157,535,625.82
Less: Cost of sales	減：營業成本	V五、54	<b>168,842,269,935.85</b>	144,010,596,212.12
Taxes and surcharges	稅金及附加	V五、55	<b>748,900,121.75</b>	480,817,965.88
Distribution and selling expenses	銷售費用	V五、56	<b>13,410,095,435.42</b>	10,661,211,027.82
General and administrative expenses	管理費用	V五、57	<b>9,456,556,047.18</b>	8,092,309,897.22
Research & development expenses	研發費用	V五、58	<b>8,044,946,289.02</b>	7,731,181,220.54
Finance expenses	財務費用	V五、59	<b>560,250,189.34</b>	(908,559,884.60)
Incl: Interest expenses	其中：利息費用		<b>3,355,408,336.47</b>	1,401,308,298.47
Interest income	利息收入		<b>2,818,200,284.22</b>	2,359,191,391.03
Add: Other income	加：其他收益	V五、60	<b>1,015,255,179.34</b>	735,647,155.81
Investment income	投資收益	V五、61	<b>746,081,555.61</b>	243,040,509.28
Incl: Investment loss from associates and joint ventures	其中：對聯營企業和 合營企業的 投資損失		<b>(12,781,810.86)</b>	(143,647,623.76)
(Loss)/Profit on change of fair value	公允價值變動 (損失)/收益	V五、62	<b>(362,688,292.56)</b>	1,010,505,916.64
Impairment loss of credit	信用減值損失	V五、63	<b>(401,699,786.90)</b>	(412,420,309.85)
Impairment loss of assets	資產減值損失	V五、64	<b>(1,084,210,053.32)</b>	(875,208,571.12)
Gain on disposal of assets	資產處置收益		<b>97,045,146.13</b>	42,488,657.30
II. Operating profit	二、營業利潤		<b>12,905,241,360.87</b>	5,834,032,544.90
Add: Non-operating income	加：營業外收入	V五、65	<b>399,793,942.53</b>	413,350,498.75
Less: Non-operating expenses	減：營業外支出	V五、66	<b>153,757,472.89</b>	162,176,038.43
III. Total profit	三、利潤總額		<b>13,151,277,830.51</b>	6,085,207,005.22
Less: Income tax expenses	減：所得稅費用	V五、67	<b>1,939,663,555.26</b>	402,515,654.25
IV. Net profit	四、淨利潤		<b>11,211,614,275.25</b>	5,682,691,350.97
(I) Breakdown by continuity of operations:	(一)按經營持續性分類：			
1. Net profit from continuing operations	持續經營淨利潤		<b>11,211,614,275.25</b>	5,682,691,350.97
(II) Breakdown by attributable interests:	(二)按所有權歸屬分類：			
1. Net profit attributable to shareholders of the parent	1. 歸屬於母公司股東 的淨利潤		<b>9,013,894,024.19</b>	4,905,013,042.11
2. Minority interests	2. 少數股東損益		<b>2,197,720,251.06</b>	777,678,308.86

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

CONSOLIDATED INCOME STATEMENT (CONTINUED)

2023

合併利潤表(續)

2023年度

		Notes 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
V. Net other comprehensive income after tax	五、其他綜合收益的稅後淨額	V五、49	<b>961,777,190.87</b>	4,471,215,741.25
Net other comprehensive income attributable to shareholders of the parent after tax	歸屬於母公司股東的其他綜合收益的稅後淨額		<b>375,112,554.70</b>	1,876,175,355.42
(I) Those other comprehensive income not to be reclassified into profit or loss	(一)不能重分類進損益的其他綜合收益			
1. Changes arising from re-measuring of defined benefit plan	1. 重新計量設定受益計劃變動額		<b>(311,549,080.61)</b>	1,580,411,176.85
2. Other comprehensive income not to be reclassified into profit or loss using the equity method	2. 權益法下不能轉損益的其他綜合收益		<b>(1,796,183.75)</b>	33,986,931.49
3. Change in fair value of investment in other equity instruments	3. 其他權益工具投資公允價值變動		<b>450,995,017.09</b>	(300,829,387.68)
(II) Those other comprehensive income to be reclassified into profit or loss	(二)將重分類進損益的其他綜合收益			
1. Other comprehensive income to be reclassified into profit or loss using the equity method	1. 權益法下可轉損益的其他綜合收益		<b>1,814,424.80</b>	(52,951,314.27)
2. Cashflow hedging reserve	2. 現金流量套期儲備		<b>(60,462,354.15)</b>	130,869,878.09
3. Exchange differences on foreign currency translation	3. 外幣財務報表折算差額		<b>296,110,731.32</b>	484,688,070.94
Net other comprehensive income attributable to minority interests after tax	歸屬於少數股東的其他綜合收益的稅後淨額		<b>586,664,636.17</b>	2,595,040,385.83
VI. Total comprehensive income	六、綜合收益總額		<b>12,173,391,466.12</b>	10,153,907,092.22
Total comprehensive income attributable to the shareholders of the parent	歸屬於母公司股東的綜合收益總額		<b>9,389,006,578.89</b>	6,781,188,397.53
Total comprehensive income attributable to minority interests	歸屬於少數股東的綜合收益總額		<b>2,784,384,887.23</b>	3,372,718,694.69
VII. Earnings per share:	七、每股收益：	V五、68		
(I) Basic earnings per share	(一)基本每股收益		<b>1.04</b>	0.57
(II) Diluted earnings per share	(二)稀釋每股收益		<b>1.04</b>	0.57

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

2023

# 合併股東權益變動表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

Item	項目	Note 附註	Incurred during the year 本年發生額										
			Equity attributable to parent company 歸屬於母公司股東權益									Minority interest 少數股東權益	Total equity 股東權益合計
			Share capital 股本	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Others comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Sub-total 小計			
I. At beginning of year	一、本年年初餘額		8,726,556,821.00	11,350,199,586.08	1,036,022,358.39	739,485,609.80	307,793,867.29	2,765,811,169.85	50,330,429,225.83	73,184,253,921.46	30,926,398,238.95	104,110,652,160.41	
II. Movements in current year	二、本年增減變動金額												
(I) Total comprehensive income	(一) 綜合收益總額		-	-	-	375,112,554.70	-	-	9,013,894,024.19	9,389,006,578.89	2,784,384,887.23	12,173,391,466.12	
(II) Injection and reduction from shareholders	(二) 股東投入和減少資本												
1. Receipt of subscription payment for restricted shares	1. 收到限制性股票認購款	V五-47	-	(438,781,620.00)	(929,064,900.00)	-	-	-	-	490,283,280.00	-	490,283,280.00	
2. Recognition of Repurchase obligations for share-based payment	2. 確認股份支付回購義務	V五-48	-	-	490,283,280.00	-	-	-	-	(490,283,280.00)	-	(490,283,280.00)	
3. Amount of share-based payment taken to owners' equity	3. 股份支付計入股東權益的金額	V五-47	-	17,477,691.00	-	-	-	-	-	17,477,691.00	-	17,477,691.00	
4. Dilution of equity in associates	4. 持有聯營企業的股權被稀釋	V五-47	-	59,814,064.48	-	-	-	-	-	59,814,064.48	7,242,667.40	67,056,731.88	
5. Capital increase by minority shareholders of subsidiaries	5. 子公司少數股東增資		-	23,397,511.45	-	-	365,809.92	-	-	23,763,321.37	68,210,619.30	91,973,940.67	
6. Others	6. 其他		-	711,492.85	-	-	-	-	-	711,492.85	(14,753,777.60)	(14,042,284.75)	
(III) Profit appropriation	(三) 利潤分配												
1. Appropriation to surplus reserve	1. 提取盈餘公積	V五-51	-	-	-	-	-	784,727,618.90	(784,727,618.90)	-	-	-	
2. Distribution to shareholders	2. 對股東的分配	V五-52	-	-	-	-	-	-	(3,317,487,857.67)	(3,317,487,857.67)	(426,113,898.59)	(3,743,601,756.26)	
(IV) Transfer of owners' equity	(四) 股東權益內部結轉												
1. Changes in defined benefit plans carried forward to retained earnings	1. 設定受益計劃變動額結轉留存收益	V五-49	-	-	-	45,573,826.10	-	-	(45,573,826.10)	-	-	-	
2. Transfer other comprehensive income to retained earnings	2. 其他綜合收益結轉留存收益	V五-49	-	-	-	12,664,182.30	-	-	(12,664,182.30)	-	-	-	
(V) Special reserve	(五) 專項儲備												
1. Appropriation during the year	1. 本年提取	V五-50	-	-	-	-	61,767,275.92	-	-	61,767,275.92	48,844,708.75	110,611,984.67	
2. Used during the year	2. 本年使用	V五-50	-	-	-	-	(84,106,673.89)	-	-	(84,106,673.89)	(43,678,374.39)	(127,785,048.28)	
III. At end of year	三、本年年末餘額		8,726,556,821.00	11,012,818,725.86	597,240,738.39	1,172,836,172.90	285,820,279.24	3,550,538,788.75	55,183,869,765.05	79,335,199,814.41	33,350,535,071.05	112,685,734,885.46	

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

合併股東權益變動表(續)

2023

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

Item	項目	Note 附註	Equity attributable to parent company 歸屬於母公司股東權益							Incurred in previous year 上年發生額		Sub-total 小計	Minority interest 少數股東權益	Total equity 股東權益合計
			Share capital 股本	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Others comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	General risk provisions 一般風險準備	Retained earnings 未分配利潤				
I. At beginning of year	一、本年年初餘額		8,726,556,821.00	13,375,166,943.24	-	(1,128,436,361.90)	262,089,798.11	2,397,198,590.54	1,739,787.51	48,444,359,337.29	72,078,674,915.79	33,436,208,421.30	105,514,883,337.09	
II. Movements in current year	二、本年增減變動金額													
(I) Total comprehensive income	(一) 綜合收益總額		-	-	-	1,876,175,355.42	-	-	-	4,905,013,042.11	6,781,188,397.53	3,372,718,694.69	10,153,907,092.22	
(II) Injection and reduction from shareholders	(二) 股東投入和減少資本													
1. Capital injection from shareholders	1. 股東投入資本		-	397,945,090.44	-	-	-	-	-	-	397,945,090.44	1,278,106,425.65	1,676,051,516.09	
2. Consideration paid for business combinations involving enterprises under common control	2. 同一控制下企業合併支付對價		-	(2,185,580,142.07)	-	-	-	-	-	-	(2,185,580,142.07)	(27,525,969.38)	(2,213,106,111.45)	
3. Repurchase of shares	3. 回購股份	V五·48	-	-	1,036,022,358.39	-	-	-	-	-	(1,036,022,358.39)	-	(1,036,022,358.39)	
4. Amount of share-based payment taken to owners' equity	4. 股份支付計入股東權益的金額		-	1,080,192.15	-	-	-	-	-	-	1,080,192.15	1,308,028.39	2,388,220.54	
5. Acquisition of minority interests in subsidiaries	5. 購買子公司少數股權	V五·47	-	62,584,836.98	-	-	-	-	-	-	62,584,836.98	(485,536,703.95)	(422,951,866.97)	
6. Recovery of capital by other equity instrument holders of subsidiaries	6. 子公司其他權益工具持有者收回資本	V五·47	-	(301,803,281.31)	-	-	-	-	-	-	(301,803,281.31)	(5,053,277,241.69)	(5,355,080,523.00)	
7. Others	7. 其他		-	805,946.65	-	-	-	-	-	-	805,946.65	32,604,017.16	33,409,963.81	
(III) Profit appropriation	(三) 利潤分配													
1. Appropriation to surplus reserve	1. 提取盈餘公積	V五·51	-	-	-	-	-	368,612,579.31	-	(368,612,579.31)	-	-	-	
2. Distribution to shareholders	2. 對股東的分配	V五·52	-	-	-	-	-	-	-	(2,429,308,721.68)	(2,429,308,721.68)	(1,519,470,007.73)	(3,948,778,729.41)	
3. Distribution to holders of other equity instruments of subsidiaries	3. 對子公司其他權益工具持有者的分配		-	-	-	-	-	-	-	-	-	(135,319,989.52)	(135,319,989.52)	
4. Others	4. 其他	V五·52	-	-	-	-	-	-	-	(231,015,023.81)	(231,015,023.81)	-	(231,015,023.81)	
(IV) Transfer of owners' equity	(四) 股東權益內部結轉													
1. Transfer other comprehensive income to retained earnings	1. 其他綜合收益結轉留存收益		-	-	-	(8,253,383.72)	-	-	-	8,253,383.72	-	-	-	
2. Reversal of disposal of general risk provisions of subsidiaries	2. 處置子公司一般風險準備轉回		-	-	-	-	-	-	(1,739,787.51)	1,739,787.51	-	1,066,321.38	1,066,321.38	
(V) Special reserve	(五) 專項儲備													
1. Appropriation during the year	1. 本年提取		-	-	-	-	139,175,955.55	-	-	-	139,175,955.55	77,613,513.22	216,789,468.77	
2. Used during the year	2. 本年使用		-	-	-	-	(93,471,886.37)	-	-	-	(93,471,886.37)	(52,097,270.57)	(145,569,156.94)	
III. At end of year	三、本年年末餘額		8,726,556,821.00	11,350,199,586.08	1,036,022,358.39	739,485,609.80	307,793,867.29	2,765,811,169.85	-	50,330,429,225.83	73,184,253,921.46	30,926,398,238.95	104,110,652,160.41	

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# CONSOLIDATED CASH FLOW STATEMENT

2023

# 合併現金流量表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

	Note 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
<b>I. CASH FLOWS FROM OPERATING ACTIVITIES: 一、經營活動產生的現金流量：</b>			
Cash received from sales of goods or rendering of services		<b>216,639,472,203.14</b>	169,364,051,780.89
Refunds of taxes		<b>3,399,194,566.24</b>	3,641,164,797.60
Other cash received relating to operating activities	V五、69	<b>3,565,770,149.68</b>	3,307,786,954.94
Subtotal of cash inflows from operating activities		<b>223,604,436,919.06</b>	176,313,003,533.43
Cash paid for goods and services		<b>144,760,574,080.59</b>	135,096,692,687.82
Cash paid to and on behalf of employees		<b>35,918,290,639.69</b>	30,039,340,851.89
Cash paid for all types of taxes		<b>5,340,653,429.77</b>	3,322,424,634.42
Other cash paid relating to operating activities	V五、69	<b>10,114,065,439.17</b>	10,204,043,780.64
Subtotal of cash outflows from operating activities		<b>196,133,583,589.22</b>	178,662,501,954.77
Net cash flows from/(used in) operating activities	V五、70	<b>27,470,853,329.84</b>	(2,349,498,421.34)
<b>II. CASH FLOWS FROM INVESTING ACTIVITIES: 二、投資活動產生的現金流量：</b>			
Cash received from sale of investments		<b>40,844,328,535.06</b>	34,638,166,959.37
Cash received from return on investments		<b>539,323,192.19</b>	649,778,881.02
Net cash received from disposal of fixed assets, intangible assets and other long-term assets		<b>289,710,785.40</b>	72,542,278.87
Net cash received from disposal of subsidiaries and other business units	V五、70	<b>51,723,909.19</b>	486,184,908.66
Net cash received from acquisition of subsidiaries and other business units		-	49,317,298.55
Other cash received relating to investing activities	V五、69	<b>17,063,863.23</b>	2,366,113,564.04
Subtotal of cash inflows from investing activities		<b>41,742,150,285.07</b>	38,262,103,890.51
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets		<b>7,199,786,770.99</b>	6,635,161,342.42
Cash paid for acquisition of investments		<b>40,100,207,988.01</b>	39,403,773,527.04
Net cash paid for acquisition of subsidiaries and other business units		<b>21,671,118.81</b>	34,742,926.40
Other cash paid relating to investing activities		<b>157,364,981.19</b>	733,613,538.05
Subtotal of cash outflows from investing activities		<b>47,479,030,859.00</b>	46,807,291,333.91
Net cash flows used in investing activities		<b>(5,736,880,573.93)</b>	(8,545,187,443.40)

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

2023

合併現金流量表(續)

2023年度

		Note 附註	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
III. CASH FLOWS FROM FINANCING ACTIVITIES	三、 籌資活動產生的現金流量：			
Cash received from capital contributions	吸收投資收到的現金		92,087,350.67	1,676,051,516.09
<i>Incl: Cash received by subsidiaries from capital contributions of minority shareholders</i>	其中：子公司吸收少數股東投資收到的現金		92,087,350.67	1,676,051,516.09
Cash received from borrowings	取得借款收到的現金		10,200,841,583.30	29,755,190,238.82
Cash received from bond issues	發行債券所收到的現金		2,847,485,997.00	-
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	V五、69	741,440,301.50	2,454,129,658.32
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		13,881,855,232.47	33,885,371,413.23
Cash repayments of borrowings	償還債務支付的現金		18,692,910,508.72	20,027,234,678.39
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		5,154,273,190.45	4,835,684,352.89
<i>Incl: Cash paid to minority shareholders for distribution of dividends or profits by subsidiaries</i>	其中：子公司支付給少數股東的股利、利潤		400,967,891.56	441,360,940.08
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	V五、69	3,063,885,126.31	4,170,406,843.71
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		26,911,068,825.48	29,033,325,874.99
Net cash flows (used in)/from financing activities	籌資活動(使用)/產生的現金流量淨額		(13,029,213,593.01)	4,852,045,538.24
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	四、 匯率變動對現金及現金等價物的影響		154,475,389.05	177,437,273.72
V. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	五、 現金及現金等價物淨增加/(減少)額		8,859,234,551.95	(5,865,203,052.78)
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額		62,761,077,773.98	68,626,280,826.76
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、 年末現金及現金等價物餘額	V五、70	71,620,312,325.93	62,761,077,773.98

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# COMPANY BALANCE SHEET

31 December 2023

# 公司資產負債表

2023年12月31日

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

	Note	31 December 2023	31 December 2022
	附註	2023年12月31日	2022年12月31日
Current assets	流動資產：		
Cash and cash equivalents	貨幣資金	<b>35,971,741,721.08</b>	27,848,701,297.77
<i>Incl: Cash deposited in the finance company</i>	其中：存放財務公司款項	<b>23,497,230,079.50</b>	18,175,230,353.20
Financial assets held for trading	交易性金融資產	<b>4,419,406,849.31</b>	5,909,166,027.41
Notes receivable	應收票據	XVI十六、1 <b>12,669,220,166.48</b>	12,342,277,798.91
Accounts receivable	應收賬款	XVI十六、2 <b>4,030,601,502.30</b>	2,492,229,542.60
Prepayments	預付款項	<b>340,248,442.13</b>	249,946,738.44
Other receivables	其他應收款	XVI十六、3 <b>716,299,654.53</b>	521,391,702.76
Inventories	存貨	<b>3,358,675,322.78</b>	2,518,267,357.24
Other current assets	其他流動資產	<b>30,876,648.06</b>	668,347,787.88
<b>Total current assets</b>	<b>流動資產合計</b>	<b>61,537,070,306.67</b>	<b>52,550,328,253.01</b>
Non-current assets	非流動資產：		
Long-term equity investments	長期股權投資	XVI十六、4 <b>25,727,831,462.64</b>	25,697,689,056.62
Investment in other equity instruments	其他權益工具投資	<b>1,383,528,634.45</b>	1,123,406,877.60
Investment property	投資性房地產	<b>1,013,980,347.38</b>	1,082,400,464.23
Fixed assets	固定資產	<b>6,048,514,296.15</b>	5,267,992,985.20
Construction in progress	在建工程	<b>4,384,493,841.23</b>	3,929,593,060.22
Intangible assets	無形資產	<b>1,059,367,989.54</b>	791,816,609.98
Development expenditure	開發支出	-	316,546,767.14
Goodwill	商譽	<b>341,073,643.76</b>	341,073,643.76
Deferred tax assets	遞延所得稅資產	<b>1,080,364,744.04</b>	1,169,417,817.15
Other non-current assets	其他非流動資產	<b>3,437,890,980.00</b>	25,690,980.00
<b>Total non-current assets</b>	<b>非流動資產合計</b>	<b>44,477,045,939.19</b>	<b>39,745,628,261.90</b>
<b>Total assets</b>	<b>資產總計</b>	<b>106,014,116,245.86</b>	<b>92,295,956,514.91</b>

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。



## COMPANY BALANCE SHEET (CONTINUED)

31 December 2023

## 公司資產負債表(續)

2023年12月31日

	Note 附註	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Current liabilities	流動負債：		
Notes payable	應付票據	12,898,434,672.23	11,170,209,871.00
Accounts payable	應付賬款	14,910,049,918.74	10,048,680,823.68
Contract liabilities	合同負債	2,350,391,299.47	1,261,181,403.94
Payroll payable	應付職工薪酬	871,232,337.76	714,897,086.21
Taxes payable	應交稅費	623,783,351.05	64,238,914.11
Other payables	其他應付款	3,069,806,861.55	2,591,447,664.06
Other current liabilities	其他流動負債	598,664,643.10	530,348,756.84
Total current liabilities	流動負債合計	35,322,363,083.90	26,381,004,519.84
Non-current liabilities	非流動負債：		
Long term payroll payable	長期應付職工薪酬	86,075,920.88	72,428,670.89
Deferred income	遞延收益	1,624,775,138.61	1,648,514,398.21
Deferred tax liabilities	遞延所得稅負債	5,277,497.11	5,074,478.20
Total non-current liabilities	非流動負債合計	1,716,128,556.60	1,726,017,547.30
Total liabilities	負債合計	37,038,491,640.50	28,107,022,067.14
Shareholders' equity	股東權益：		
Share capital	股本	8,726,556,821.00	8,726,556,821.00
Capital reserve	資本公積	11,334,069,943.14	11,706,934,865.31
Less: treasury shares	減：庫存股	597,240,738.39	1,036,022,358.39
Other comprehensive income	其他綜合收益	339,155,528.05	118,052,034.71
Special reserve	專項儲備	137,191,996.22	167,310,361.12
Surplus reserve	盈餘公積	6,215,060,030.44	5,430,332,411.54
Retained earnings	未分配利潤	42,820,831,024.90	39,075,770,312.48
Total shareholders' equity	股東權益合計	68,975,624,605.36	64,188,934,447.77
Total liabilities and shareholders' equity	負債和股東權益總計	106,014,116,245.86	92,295,956,514.91

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# COMPANY INCOME STATEMENT

2023

# 公司利潤表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

		Note 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
I. Revenue	一、營業收入	XVI十六、5	<b>43,830,424,611.61</b>	26,079,761,540.20
Less: Cost of sales	減：營業成本	XVI十六、5	<b>31,576,623,056.94</b>	19,519,183,434.67
Taxes and surcharges	稅金及附加		<b>206,090,408.35</b>	81,899,674.83
Distribution and selling expenses	銷售費用		<b>1,455,724,919.44</b>	178,736,604.89
General and administrative expenses	管理費用		<b>1,299,531,755.01</b>	1,010,908,623.16
Research & development expenses	研發費用		<b>2,758,589,407.17</b>	2,928,989,721.48
Finance expenses	財務費用		<b>(462,151,482.06)</b>	(588,743,203.37)
Incl: Interest expenses	其中：利息費用		<b>8,659,852.27</b>	-
Interest income	利息收入		<b>476,381,668.66</b>	594,701,540.23
Add: Other income	加：其他收益		<b>413,107,765.63</b>	275,734,302.38
Investment income	投資收益	XVI十六、6	<b>1,267,333,441.65</b>	950,730,778.58
Incl: Investment income from associates and joint ventures	其中：對聯營企業和合 營企業的投資 收益		<b>49,825,778.20</b>	69,022,164.39
Profit on change of fair value	公允價值變動收益		<b>71,001,232.88</b>	87,782,246.56
Impairment loss of credit	信用減值損失		<b>(3,596,083.54)</b>	(10,376,194.76)
Impairment loss of assets	資產減值損失		<b>(202,288,956.21)</b>	(450,509,300.44)
Gain/(loss) on disposal of assets	資產處置收益/(損失)		<b>40,278,163.66</b>	(4,125,796.49)
II. Operating profit	二、營業利潤		<b>8,581,852,110.83</b>	3,798,022,720.37
Add: Non-operating income	加：營業外收入		<b>101,803,097.08</b>	46,835,531.86
Less: Non-operating expenses	減：營業外支出		<b>5,987,942.91</b>	40,371,401.36
III. Total profit	三、利潤總額		<b>8,677,667,265.00</b>	3,804,486,850.87
Less: Income tax expenses	減：所得稅費用		<b>830,391,076.01</b>	118,361,057.79
IV. Net profit	四、淨利潤		<b>7,847,276,188.99</b>	3,686,125,793.08
(I) Breakdown by continuity of operations	(一)按經營持續性分類			
1. Net profit from continuing operations	1.持續經營淨利潤		<b>7,847,276,188.99</b>	3,686,125,793.08
V. Net other comprehensive income after tax	五、其他綜合收益的稅後淨額		<b>221,103,493.34</b>	(48,155,981.79)
(I) Those other comprehensive income not to be reclassified into profit or loss	(一)不能重分類進損益的其 他綜合收益			
1. Change in fair value of investment in other equity instruments	1.其他權益工具投資公 允價值變動		<b>221,103,493.34</b>	(48,155,981.79)
VI. Total comprehensive income	六、綜合收益總額		<b>8,068,379,682.33</b>	3,637,969,811.29

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# COMPANY STATEMENT OF CHANGES IN EQUITY

2023

# 公司股東權益變動表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

Item	項目	Note 附註	Incurred during the year 本年發生額							Total equity 股東權益合計
			Share capital 股本	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other		Surplus reserve 盈餘公積	Retained earnings 未分配利潤	
						comprehensive income 其他綜合收益	Special reserve 專項儲備			
I. At beginning of year	一、本年年初餘額		8,726,556,821.00	11,706,934,865.31	1,036,022,358.39	118,052,034.71	167,310,361.12	5,430,332,411.54	39,075,770,312.48	64,188,934,447.77
II. Movements in current year	二、本年增減變動金額									
(I) Total comprehensive income	(一) 綜合收益總額		-	-	-	221,103,493.34	-	-	7,847,276,188.99	8,068,379,682.33
(II) Injection and reduction from shareholders	(二) 股東投入和減少資本									
1. Receipt of share-based subscription payment	1. 收到股份支付回購款	V五-48	-	(438,781,620.00)	(929,064,900.00)	-	-	-	-	490,283,280.00
2. Recognition of Repurchase obligations for share-based payment	2. 確認股份支付回購義務		-	-	490,283,280.00	-	-	-	-	(490,283,280.00)
3. Amount of share-based payment taken to owners' equity	3. 股份支付計入股東權益的金額		-	17,477,691.00	-	-	-	-	-	17,477,691.00
4. Dilution of equity in associates	4. 對聯營投資的股權稀釋		-	48,439,006.83	-	-	-	-	-	48,439,006.83
(III) Profit appropriation	(三) 利潤分配									
1. Appropriation to surplus reserve	1. 提取盈餘公積		-	-	-	-	-	784,727,618.90	(784,727,618.90)	-
2. Distribution to shareholders	2. 對股東的分配	V五-52	-	-	-	-	-	-	(3,317,487,857.67)	(3,317,487,857.67)
(IV) Special reserve	(四) 專項儲備									
1. Appropriation during the year	1. 本年提取		-	-	-	-	-	-	-	-
2. Used during the year	2. 本年使用		-	-	-	-	(30,118,364.90)	-	-	(30,118,364.90)
III. At end of year	三、本年年末餘額		8,726,556,821.00	11,334,069,943.14	597,240,738.39	339,155,528.05	137,191,996.22	6,215,060,030.44	42,820,831,024.90	68,975,624,605.36

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

COMPANY STATEMENT OF CHANGES IN EQUITY (CONTINUED)

2023

公司股東權益變動表(續)

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

Item	項目	Note 附註	Share capital 股本	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Incurred in previous year 上年發生額		Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計
						Other comprehensive income 其他綜合收益	Special reserve 專項儲備			
I. At beginning of year	一、本年年初餘額		8,726,556,821.00	12,830,652,737.03	-	166,208,016.50	151,908,227.74	5,061,719,832.23	38,187,565,820.39	65,124,611,454.89
II. Movements in current year	二、本年增減變動金額									
(I) Total comprehensive income	(一) 綜合收益總額		-	-	-	(48,155,981.79)	-	-	3,686,125,793.08	3,637,969,811.29
(II) Injection and reduction from shareholders	(二) 股東投入和減少資本									
1. Repurchase of shares	1. 回購股份	V五·48	-	-	1,036,022,358.39	-	-	-	-	(1,036,022,358.39)
2. Business combinations involving enterprises under common control	2. 同一控制下企業合併		-	(1,123,717,871.72)	-	-	-	-	-	(1,123,717,871.72)
(III) Profit appropriation	(三) 利潤分配									
1. Appropriation to surplus reserve	1. 提取盈餘公積		-	-	-	-	-	368,612,579.31	(368,612,579.31)	-
2. Distribution to shareholders	2. 對股東的分配	V五·52	-	-	-	-	-	-	(2,429,308,721.68)	(2,429,308,721.68)
(IV) Special reserve	(四) 專項儲備									
1. Appropriation during the year	1. 本年提取		-	-	-	-	38,053,259.47	-	-	38,053,259.47
2. Used during the year	2. 本年使用		-	-	-	-	(22,651,126.09)	-	-	(22,651,126.09)
III. At end of year	三、本年年末餘額		8,726,556,821.00	11,706,934,865.31	1,036,022,358.39	118,052,034.71	167,310,361.12	5,430,332,411.54	39,075,770,312.48	64,188,934,447.77

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# COMPANY CASH FLOW STATEMENT

2023

# 公司現金流量表

2023年度

(Expressed in Renminbi Yuan)

(金額單位：人民幣元)

	Note 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
I. CASH FLOWS FROM OPERATING ACTIVITIES: 一、經營活動產生的現金流量：			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金	<b>53,524,053,320.74</b>	30,619,327,720.21
Refunds of taxes	收到的稅費返還	<b>190,164,213.99</b>	200,383,241.05
Other cash received relating to operating activities	收到其他與經營活動有關的現金	<b>764,140,100.20</b>	903,325,402.86
Subtotal of cash inflows from operating activities	經營活動現金流入小計	<b>54,478,357,634.93</b>	31,723,036,364.12
Cash paid for goods and services	購買商品、接受勞務支付的現金	<b>39,267,553,732.82</b>	30,581,579,998.67
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金	<b>2,392,449,679.73</b>	2,199,193,485.46
Cash paid for all types of taxes	支付的各項稅費	<b>1,119,346,421.22</b>	399,888,243.63
Other cash paid relating to operating activities	支付其他與經營活動有關的現金	<b>1,882,549,040.83</b>	1,756,999,181.63
Subtotal of cash outflows from operating activities	經營活動現金流出小計	<b>44,661,898,874.60</b>	34,937,660,909.39
Net cash flows from/(used in) operating activities	經營活動產生/(使用)的現金流量淨額	<b>9,816,458,760.33</b>	(3,214,624,545.27)

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

COMPANY CASH FLOW STATEMENT (CONTINUED)

2023

公司現金流量表(續)

2023年度

	Note 附註	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
II. CASH FLOWS FROM INVESTING ACTIVITIES:	二、		
Cash received from sale of investments	投資活動產生的現金流量： 收回投資收到的現金	17,319,457,425.02	16,269,894,331.39
Cash received from return on investments	取得投資收益收到的現金	762,350,444.48	1,009,240,221.85
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產 和其他長期資產收回的 現金淨額	121,379,138.88	2,926,723.32
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單 位收到的現金淨額	39,529,183.26	-
Subtotal of cash inflows from investing activities	投資活動現金流入小計	18,242,716,191.64	17,282,061,276.56
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產 和其他長期資產支付的 現金	2,762,282,073.84	2,948,584,805.71
Cash paid for acquisition of investments	投資支付的現金	19,112,739,139.74	19,921,319,700.00
Subtotal of cash outflows from investing activities	投資活動現金流出小計	21,875,021,213.58	22,869,904,505.71
Net cash flows used in investing activities	投資活動使用的現金流量 淨額	(3,632,305,021.94)	(5,587,843,229.15)

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

## COMPANY CASH FLOW STATEMENT (CONTINUED)

2023

## 公司現金流量表(續)

2023年度

	Note 附註	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
III. CASH FLOWS FROM FINANCING ACTIVITIES:	三、 籌資活動產生的現金流量：		
Other cash received relating to financial activities	收到的其他與籌資活動有關的現金	490,283,280.00	-
Subtotal of cash inflows from financing activities	籌資活動現金流入小計	490,283,280.00	-
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金	3,351,488,505.70	2,450,395,445.56
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	-	1,036,022,358.39
Subtotal of cash outflows from financing activities	籌資活動現金流出小計	3,351,488,505.70	3,486,417,803.95
Net cash flows used in financing activities	籌資活動使用的現金流量淨額	(2,861,205,225.70)	(3,486,417,803.95)
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	四、 匯率變動對現金及現金等價物的影響	(556,884.06)	815,498.39
V. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	五、 現金及現金等價物淨增加/(減少)額	3,322,391,628.63	(12,288,070,079.98)
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額	27,551,216,888.13	39,839,286,968.11
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、 年末現金及現金等價物餘額	30,873,608,516.76	27,551,216,888.13

The accompanying notes to the financial statements are an integral part of these financial statements.

後附的財務報表附註為本財務報表的組成部分。

# NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## I. CORPORATE BACKGROUND

Weichai Power Co., Ltd. (the “Company”) is a joint stock company limited by shares incorporated in Weifang, Shandong on 23 December 2002.

The RMB ordinary A shares and overseas listed foreign H shares issued by the Company were listed on the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, respectively. The registered address of the Company’s headquarters is 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province. The Company operates in the transportation equipment manufacturing industry. The major scope of operations of the Company and its subsidiaries (the “Group”) covers: design, development, production, sale, repair, import and export of engines and auxiliary products, automobile, automobile axle and components, gear boxes and components and other automobile components, agricultural machinery and parts of agricultural, hydraulic pumps, hydraulic motors, hydraulic valves, gears and gear transmission devices, ancillary casting and casting products of hydraulic components, internal combustion engines, new energy powertrain systems and ancillary products; technical consultation and technical services; leasing of self-owned houses; sale of steel; business management service; forklift trucks production, warehousing technology and supply chain solution services. For the aforesaid scope of operation, operating permit(s) should be held for those operations requiring administrative permission.

Weichai Group Holdings Limited and Shandong Heavy Industry Group Co., Ltd., established in the PRC, are the parent company and ultimate holding company of the Group respectively.

These company and consolidated financial statements of the Company were approved by the board of directors of the Company on 25 March 2024

The consolidation scope of consolidated financial statements is determined on the basis of control. Please refer to Note VII for changes this period.

# 財務報表附註

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## 一、公司基本情况

潍柴動力股份有限公司(以下簡稱「本公司」)是一家於2002年12月23日在山東省濰坊市註冊成立的股份有限公司。

本公司所發行人民幣普通股A股及境外上市外資股H股已分別在深圳證券交易所和香港聯合交易所有限公司上市。本公司註冊地址位於山東省濰坊市高新技術產業開發區福壽東街197號甲。本公司所屬行業為交通運輸設備製造業。本公司及子公司(以下統稱「本集團」)主要經營範圍為：發動機及配套產品，汽車，汽車車橋及零部件，汽車變速器及零部件以及其他汽車零部件，農業機械及農林牧漁機械配件，液壓泵、液壓馬達、液壓閥門、齒輪和齒輪傳動裝置、液壓元件附屬鑄件和鑄造品、內燃機、新能源動力總成系統及配套產品的設計、開發、生產、銷售、維修、進出口；技術諮詢和技術服務；自有房屋租賃、鋼材銷售、企業管理服務；叉車生產、倉庫技術及供應鏈解決方案服務。以上經營範圍涉及行政許可的憑許可證經營。

本公司的母公司和最終控股公司分別為於中國成立的濰柴控股集團有限公司和山東重工集團有限公司。

本公司的公司及合併財務報表於2024年3月25日已經本公司董事會批准。

合併財務報表的合併範圍以控制為基礎確定，本年變化情況參見附註七。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS

### Preparation basis

The Group has adopted the Accounting Standards for Business Enterprises and relevant provisions promulgated by the MOF. In addition, the Group also disclosed relevant financial information in accordance with Compilation Rules No. 15 for Information Disclosure by Companies Offering Securities to the Public – General Requirements for Financial Reporting (2023 Revision), the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### Continuing operations

The Group carried out assessment on the going concern for the 12 months' period commencing from 31 December 2023, and did not recognise any matters and situation leading to material doubt on the continuity of operation. Therefore, these financial statements have been prepared based on the going-concern assumption.

### Basis of book-keeping and principle of measurement

The Group adopts the accrual basis as the basis of book-keeping in accounting. Other than certain financial instruments, these financial statements have been prepared at historical costs. Disposal group held-for-sale is carried at the lower of carrying amount or the net value of fair value less selling expenses. If the assets are impaired, corresponding provisions for impairment shall be made according to relevant provisions.

Under historical cost method, the amount of assets was measured at the fair value of cash or cash equivalents or consideration paid at the time of purchase. Liabilities were measured at the amount of money or assets due to the current obligations actually received, or a present obligation of the contract amount, or the measurement of cash or cash equivalents in accordance with daily activities to repay the liabilities of the amount expected to be paid.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## 二、財務報表的編製基礎

### 編製基礎

本集團執行財政部頒佈的企業會計準則及相關規定。此外，本集團還按照《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定(2023年修訂)》、《香港公司條例》和《香港聯合交易所有限公司證券上市規則》披露有關財務信息。

### 持續經營

本集團對自2023年12月31日起12個月的持續經營能力進行了評價，未發現對持續經營能力產生重大懷疑的事項和情況。因此，本財務報表系在持續經營假設的基礎上編製。

### 記賬基礎和計價原則

本集團會計核算以權責發生制為記賬基礎。除某些金融工具外，本財務報表以歷史成本作為計量基礎。持有待售的處置組，按照賬面價值與公允價值減去出售費用後的淨額孰低列報。資產如果發生減值，則按照相關規定計提相應的減值準備。

在歷史成本計量下，資產按照購置時支付的現金或者現金等價物的金額或者所付出的對價的公允價值計量。負債按照因承擔現時義務而實際收到的款項或者資產的金額，或者承擔現時義務的合同金額，或者按照日常活動中為償還負債預期需要支付的現金或者現金等價物的金額計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS (CONTINUED)

#### Basis of book-keeping and principle of measurement (Continued)

The fair value refers to the amount, at which both willing parties engaged to an orderly transaction who are familiar with the condition sell their assets or transfer their liabilities. Whether the fair value is observable or measured by valuation techniques, the measurement and disclosure of the fair value in these financial statements were all based on it.

For financial assets with transaction prices as the fair value upon initial recognition and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals to the transaction price.

Fair value measurements are categorised into three levels based on the degree to which the inputs of the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 二、財務報表的編製基礎(續)

#### 記賬基礎和計價原則(續)

公允價值是市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。無論公允價值是可觀察到的還是採用估值技術估計的，在本財務報表中計量和披露的公允價值均在此基礎上予以確定。

對於以交易價格作為初始確認時的公允價值，且在公允價值後續計量中使用了涉及不可觀察輸入值的估值技術的金融資產，在估值過程中校正該估值技術，以使估值技術確定的初始確認結果與交易價格相等。

公允價值計量基於公允價值的輸入值的可觀察程度以及該等輸入值對公允價值計量整體的重要性，被劃分為三個層次：

- 第一層次輸入值是在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價。
- 第二層次輸入值是除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值。
- 第三層次輸入值是相關資產或負債的不可觀察輸入值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

Accounting policies and accounting estimates are formulated based on the actual characteristics of production and operation. These are reflected in the identification of leases, provision for credit losses in respect of receivables, classification of fixed assets and depreciation estimation, classification of intangible assets and long-term pre-paid expenses and estimation of amortization.

#### 1. Statement of compliance with Accounting Standards for Business Enterprises

The financial statements present, fairly and fully, the company and consolidated financial position as at 31 December 2023 and the company and consolidated results of operations, changes in equity and the cash flows for year 2023 of the Company in accordance with Accounting Standards for Business Enterprises.

These financial statements also comply with the disclosure requirements of "Regulation on the Preparation of Information Disclosures by Companies Issuing Securities, No. 15: General Requirements for Financial Reports" as revised by the China Securities Regulatory Commission ("CSRC") in 2023.

#### 2. Accounting year

The accounting year of the Group is from 1 January to 31 December of each calendar year.

#### 3. Business cycle

Business cycle refers to the period from the purchase of assets used for processing to the realization of cash and cash equivalents. The business cycle of the Group is twelve months.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計

本集團根據實際生產經營特點制定了具體會計政策和會計估計，主要體現在租賃的識別、應收款項信用損失準備的計提、固定資產分類及折舊估計、無形資產和長期待攤費用的分類和攤銷估計。

#### 1. 遵循企業會計準則的聲明

本財務報表符合企業會計準則的要求，真實、完整地反映了本公司於2023年12月31日的公司及合併財務狀況以及2023年度的公司及合併經營成果、公司及合併股東權益變動和公司及合併現金流量。

此外，本公司的財務報表同時符合中國證券監督管理委員會(以下簡稱「證監會」)2023年修訂的《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》有關財務報表及其附註的披露要求。

#### 2. 會計期間

本集團會計年度為公曆年度，即每年自1月1日起至12月31日止。

#### 3. 營業周期

營業周期是指企業從購買用於加工的資產起至實現現金或現金等價物的期間。本集團的營業周期為12個月。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 4. Functional currency

Renminbi (RMB) was the currency used in the major economic environment in which the Company and its domestic subsidiaries operate the business. The Company and its domestic subsidiaries used RMB as their functional currencies. The Company's overseas subsidiaries may determine their own functional currencies based on the currency used in the major economic environment in which they operate the business. In preparation of these financial statements, the Company adopted RMB as the functional currency.

#### 5. Method used to determine the materiality threshold and the basis for selection

### 三、重要會計政策及會計估計(續)

#### 4. 記賬本位幣

人民幣為本公司及境內子公司經營所處的主要經濟環境中的貨幣，本公司及境內子公司以人民幣為記賬本位幣。本公司之境外子公司根據其經營所處的主要經濟環境中的貨幣確定其記賬本位幣。本公司編製本財務報表時所採用的貨幣為人民幣。

#### 5. 重要性標準確定方法和選擇依據

Item 項目	Materiality criteria 重要性標準
Significant receivables for which bad debt provision, reversed and written off has been made on an individual basis 重要的單項計提、轉回及核銷壞賬準備的應收款項	Carrying amount of an individual bad debt provision made, reversed and written off exceeding RMB50 million 單項計提、轉回及核銷壞賬準備的應收賬款原值超過人民幣5,000萬元
Significant prepayments/other receivables/account payables aged over one year 重要的賬齡超過1年以上的預付賬款/其他應收款/應付賬款	Carrying amount of an individual prepayment/other receivable/account payable aged over one year exceeding RMB50 million 單項賬齡超過1年以上的預付賬款/其他應收款/應付賬款超過人民幣5,000萬元
Significant construction projects in progress 重要的在建工程	Carrying amount of an individual construction in progress accounting for more than 0.05% of the Group's total assets 單項在建工程賬面金額超過集團總資產0.05%
Significant joint ventures or associates 重要的合營安排或聯營企業	Carrying amount of long-term equity investments in joint ventures or associates accounting for more than 1% of the Group's net assets 對合營企業或聯營企業的長期股權投資賬面價值超過集團淨資產1%
Significant subsidiaries 重要的子公司	Carrying amount of net assets of subsidiaries accounting for more than 1% of the Group's net assets 子公司的淨資產的賬面價值超過集團淨資產1%
Significant non-wholly owned subsidiaries 重要的非全資子公司	Carrying amount of net assets attributable to minority shareholders of non-wholly owned subsidiaries accounting for more than 1% of the Group's net assets 非全資子公司的歸屬於少數股東淨資產的賬面價值超過集團淨資產1%
Material cash flows from investing activities 重要的投資活動現金流量	Carrying amount of an individual cash flow accounting for more than 0.5% of the Group's total assets 單項現金流量金額超過集團總資產0.5%
Material capitalised R&D projects 重要的資本化研發項目	Carrying amount of an individual R&D expense accounting for more than 0.05% of the Group's total assets 單項開發支出賬面金額超過集團總資產0.05%

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 6. The accounting treatment of business combinations involving enterprises under common control and business combinations involving enterprises not under common control

Business combinations include business combinations involving enterprises under common control and business combinations involving enterprises not under common control.

##### *Business combinations involving enterprises under common control*

A business combination involving enterprises under common control is a business combination in which all of the combining enterprises are ultimately controlled by the same party or parties both before and after the combination, and that control is not transitory.

Assets and liabilities that are obtained in a business combination shall be measured at the carrying amounts on the financial statements of the acquiree as at the combination date. The difference between the carrying amount of the net assets obtained by the acquirer and the carrying amount of the consideration paid for the combination (or the aggregate face value of shares issued as consideration) shall be adjusted to share premium under capital reserve. If the capital reserve is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings.

Costs that are directly attributable to the combination are charged to profit or loss when incurred.

##### *Business combinations involving enterprises not under common control and goodwill*

A business combination involving enterprises not under common control is a business combination in which all of the combining enterprises are not ultimately controlled by the same party or parties before and after the combination.

Combination cost refers to the fair value of assets paid, liabilities incurred or assumed and equity instruments issued by the acquirer for acquiring control of the acquiree. For business combinations of enterprises not under common control achieved in stages through multiple transactions, the combination cost shall be the sum of the consideration paid on the date of acquisition and the fair value, as at the date of acquisition, of the equity interests in the acquiree held prior to the date of acquisition.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 6. 同一控制下和非同一控制下企業合併的會計處理方法

企業合併分為同一控制下企業合併和非同一控制下企業合併。

##### *同一控制下企業合併*

參與合併的企業在合併前後均受同一方或相同的多方最終控制，且該控制並非暫時性的，為同一控制下的企業合併。

在企業合併中取得的資產和負債，按合併日其在被合併方的賬面價值計量。合併方取得的淨資產賬面價值與支付的合併對價的賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，股本溢價不足沖減的則調整留存收益。

為進行企業合併發生的各項直接費用，於發生時計入當期損益。

##### *非同一控制下的企業合併及商譽*

參與合併的企業在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。

合併成本指購買方為取得被購買方的控制權而付出的資產、發生或承擔的負債和發行的權益性工具的公允價值。通過多次交易分步實現非同一控制下的企業合併的，合併成本為購買日支付的對價與購買日之前已經持有的被購買方的股權在購買日的公允價值之和。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

6. The accounting treatment of business combinations involving enterprises under common control and business combinations involving enterprises not under common control (Continued)

#### *Business combinations involving enterprises not under common control and goodwill (Continued)*

The fees paid to intermediaries including audit, legal services, appraisal and so forth and other related administrative expenses incurred by the acquirer for the business combination are charged to profit or loss for the current period when incurred.

The identifiable assets, liabilities and contingent liabilities of acquiree qualifying for the conditions of recognition acquired by the acquirer in the business combination are measured at fair value on the date of acquisition. When the business combination contract provides that, upon the occurrence of multiple future contingencies, the acquirer shall require the return of consideration paid for the business combination, such contingent consideration as set out in the contract shall be recognised as an asset by the Group as a part of the aggregate consideration transferred in the business combination, and be included in the cost of combination at the fair value at the date of acquisition. Within twelve months after the acquisition, if the contingent consideration needs to be adjusted as new or further evidences are obtained in respect of circumstances existed as of the date of acquisition, the amount previously included in the goodwill shall be adjusted. A change in or adjustment to the contingent consideration under other circumstances shall be measured in accordance with Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments and Accounting Standards for Business Enterprises No. 13 – Contingencies. Any change or adjustment is included in profit or loss for the current period.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

6. 同一控制下和非同一控制下企業合併的會計處理方法(續)

#### *非同一控制下的企業合併及商譽(續)*

購買方為企業合併發生的審計、法律服務、評估諮詢等中介費用以及其他相關管理費用，於發生時計入當期損益。

購買方在合併中所取得的被購買方符合確認條件的可辨認資產、負債及或有負債在購買日以公允價值計量。當合併協議中約定根據未來多項或有事項的發生，購買方有權要求返還之前已經支付的合併對價時，本集團將合併協議約定的或有對價確認為一項資產，作為企業合併轉移對價的一部分，按照其在購買日的公允價值計入企業合併成本。購買日後12個月內，若出現對購買日已存在情況的新的或者進一步證據而需要調整或有對價的，予以確認並對原計入商譽的金額進行調整。其他情況下發生的或有對價變化或調整，按照《企業會計準則第22號—金融工具確認和計量》和《企業會計準則第13號—或有事項》計量，發生的變化或調整計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

6. The accounting treatment of business combinations involving enterprises under common control and business combinations involving enterprises not under common control (Continued)

#### *Business combinations involving enterprises not under common control and goodwill (Continued)*

Where the combination cost is larger than the portion of fair value of net identifiable assets of acquiree acquired in the business combination, the difference is recognized as goodwill as an asset, and initially measured at cost. For those with combination cost lower than the portion of fair value of net identifiable assets of acquiree acquired in the business combination, re-verification is first carried out on the measurement of the fair value of all identifiable assets, liabilities and contingent liabilities as well as the combination cost. For those with combination cost lower than the portion of fair value of net identifiable assets of acquiree acquired in the business combination after re-verification, they are charged to profit or loss for the current period.

If either the fair values of identifiable assets, liabilities and contingent liabilities acquired in a combination or the cost of business combination can be determined only provisionally by the end of the period in which the business combination was effected, the acquirer recognizes and measures the combination using those provisional values. Any adjustments to those provisional values within 12 months after the acquisition date are treated as if they had been recognized and measured on the acquisition date.

Goodwill arising from the business combination shall be recognized separately in the consolidated financial statements and measured at cost less accumulated impairment losses.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

6. 同一控制下和非同一控制下企業合併的會計處理方法(續)

#### *非同一控制下的企業合併及商譽(續)*

合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，作為一項資產確認為商譽並按成本進行初始計量。合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及合併成本的計量進行覆核，覆核後合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，計入當期損益。

合併當期期末，如合併中取得的各項可辨認資產、負債及或有負債的公允價值或企業合併成本只能暫時確定的，則以所確定的暫時價值為基礎對企業合併進行確認和計量。購買日後12個月內對確認的暫時價值進行調整的，視為在購買日確認和計量。

因企業合併形成的商譽在合併財務報表中單獨列報，並按照成本扣除累計減值準備後的金額計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 7. Judgment criteria for control and basis for preparation of consolidated financial statements

The consolidation scope of consolidated financial statements is determined on the basis of control. Control refers to the power of an investor over an investee, and exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of its returns. Once the relevant facts and situation which alters the elements that define control change, the Group shall perform re-evaluation.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

For a subsidiary acquired through a business combination involving enterprises not under common control, the operating results and cash flows from the date of acquisition (the date when the control is obtained) are included in the consolidated income statement and consolidated cash flow statement, as appropriate.

No matter when the business combination occurs in the reporting period, subsidiaries acquired through a business combination involving enterprises under common control or the party being absorbed under merger by absorption are included in the Group's scope of consolidation as if they had been included in the scope of consolidation from the date when they first came under the common control of the ultimate controlling party. Their operating results and cash flows from the beginning of the earliest reporting period or from the date when they first came under the common control of the ultimate controlling party are included in the consolidated income statement and consolidated cash flow statement, as appropriate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 7. 控制的判斷標準和合併財務報表的編製方法

合併財務報表的合併範圍以控制為基礎予以確定。控制是指投資方擁有对被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用对被投資方的權力影響其回報金額。一旦相關事實和情況的變化導致上述控制定義涉及的相关要素發生了變化，本集團將進行重新評估。

子公司的合併起始於本集團獲得對該子公司的控制權時，終止於本集團喪失對該子公司的控制權時。

對於通過非同一控制下的企業合併取得的子公司，其自購買日(取得控制權的日期)起的經營成果及現金流量已經適當地包括在合併利潤表和合併現金流量表中。

對於通過同一控制下的企業合併取得的子公司(或吸收合併下的被合併方)，無論該項企業合併發生在報告期的任一時點，視同該子公司(或被合併方)同受最終控制方控制之日起納入本集團的合併範圍，其自報告期最早期間期初或同受最終控制方控制之日起的經營成果和現金流量已適當地包括在合併利潤表和合併現金流量表中。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 7. Judgment criteria for control and basis for preparation of consolidated financial statements (Continued)

The significant accounting policies and accounting periods adopted by the subsidiaries are determined based on the uniform accounting policies and accounting periods set out by the Company.

The effect of all intra-group transactions between the Company and its subsidiaries and among subsidiaries on the consolidated financial statements is eliminated on consolidation.

The portion of subsidiaries' equity that is not attributable to the Company is treated as minority interests and presented as "minority interests" in the consolidated balance sheet within shareholders' equity. The portion of net profits or losses of subsidiaries attributable to minority interests is presented as "minority interests" in the consolidated income statement below the "net profit" line item.

Where the amount of losses of a subsidiary attributable to the minority shareholders exceeds their share of the opening balance of owner's equity of the subsidiary, the excess shall be allocated against minority interests.

Acquisition of minority interests or disposal of interest in a subsidiary that does not result in the loss of control over the subsidiary is accounted for as an equity transaction. The carrying amounts of the interests attributable to the parent and minority interests are adjusted to reflect the changes in their relative interests in the subsidiary. The difference between the amount by which the minority interests are adjusted and the fair value of the consideration paid or received is adjusted to capital reserve. If the capital reserve is not sufficient to absorb the difference, the excess is adjusted against retained earnings.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 7. 控制的判斷標準和合併財務報表的編製方法(續)

子公司採用的主要會計政策和會計期間按照本公司統一規定的會計政策和會計期間釐定。

本公司與子公司及子公司相互之間發生的內部交易對合併財務報表的影響於合併時抵銷。

子公司所有者權益中不屬於本公司的份額作為少數股東權益，在合併資產負債表中股東權益項目下以「少數股東權益」項目列示。子公司當期淨損益中屬於少數股東權益的份額，在合併利潤表中淨利潤項目下以「少數股東損益」項目列示。

少數股東分擔的子公司的虧損超過了少數股東在該子公司期初所有者權益中所享有的份額，其餘額仍沖減少數股東權益。

對於購買子公司少數股權或因處置部分股權投資但沒有喪失對該子公司控制權的交易，作為權益性交易核算，調整歸屬於母公司所有者權益和少數股東權益的賬面價值以反映其在子公司中相關權益的變化。少數股東權益的調整額與支付／收到對價的公允價值之間的差額調整資本公積，資本公積不足沖減的，調整留存收益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 8. Classification of joint arrangements and accounting treatments for joint operations

Joint arrangements include joint operations and joint ventures. The classification is determined by considering the structure, legal form and contract terms of the arrangement according to the rights and obligations of the joint parties in the joint arrangements. A joint operation refers to the arrangement whereby the parties have rights to the assets and obligations for the liabilities relating to the arrangement. A joint venture is a joint arrangement whereby the parties only have rights to the net assets of the joint arrangement.

The Group adopts equity method for computing the investments in joint ventures. For details, see Note III. 15.3.2 Long-term equity investment calculated by equity method.

The following items should be recognized by the Group in relation to its sole and shared ownerships in the joint operation: solely held assets, as well as jointly held assets according to its share; solely assumed liabilities, as well as jointly assumed liabilities according to its share; income derived from its entitled share of production of the joint operation; income derived from the sales of production of the joint operation according to its share; solely incurred expenses, as well as expenses incurred by the joint operation according to its share. Assets, liabilities, income and expenses related to the joint operation are computed according to requirements applicable to specific assets, liabilities, income and expenses.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 8. 合營安排分類及共同經營會計處理方法

合營安排分為共同經營和合營企業，該分類通過考慮該安排的結構、法律形式以及合同條款等因素根據合營方在合營安排中享有的權利和承擔的義務確定。共同經營，是指合營方享有該安排相關資產且承擔該安排相關負債的合營安排。合營企業是指合營方僅對該安排的淨資產享有權利的合營安排。

本集團對合營企業的投資採用權益法核算，具體參見附註三、15.3.2按權益法核算的長期股權投資。

本集團根據共同經營的安排確認本集團單獨所持有的資產以及按本集團份額確認共同持有的資產；確認本集團單獨所承擔的負債以及按本集團份額確認共同承擔的負債；確認出售本集團享有的共同經營產出份額所產生的收入；按本集團份額確認共同經營因出售產出所產生的收入；確認本集團單獨所發生的費用，以及按本集團份額確認共同經營發生的費用。本集團按照適用於特定資產、負債、收入和費用的規定核算與共同經營相關的資產、負債、收入和費用。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 8. Classification of joint arrangements and accounting treatments for joint operations (Continued)

If the Company invests or sells assets, etc. to the joint operation (except when the assets constitute business), the part pertaining to other participants in the joint operation among the profit or loss due to the transaction will be recognized only before the assets are sold to a third party by the joint operation. Where asset impairment losses are incurred in respect of assets invested or sold, the Group recognizes the losses in full amount.

If the Group purchases assets, etc. from the joint operation (except when the assets constitute business), the part pertaining to other participants in the joint operation among the profit or loss due to the transaction will be recognized only before the assets are sold to a third party. Where asset impairment losses are incurred in respect of assets purchased, the Group recognizes the losses to the extent of its share.

#### 9. Recognition criteria for cash and cash equivalents

Cash comprises the Group's cash on hand and deposits that can be readily withdrawn on demand. Cash equivalents are short-term (usually mature within 3 months from the date of acquisition), highly liquid investments held by the Group, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 8. 合營安排分類及共同經營會計處理方法(續)

本集團向共同經營投出或出售資產等(該資產構成業務的除外)，在該等資產由共同經營出售給第三方之前，僅確認因該交易產生的損益中歸屬於共同經營其他參與方的部分。投出或出售的資產發生資產減值損失的，本集團全額確認該損失。

本集團自共同經營購買資產等(該資產構成業務的除外)，在將該資產出售給第三方之前，僅確認因該交易產生的損益中歸屬於共同經營其他參與方的部分。購入的資產發生資產減值損失的，本集團按其承擔的份額確認該部分損失。

#### 9. 現金及現金等價物的確定標準

現金是指庫存現金以及可以隨時用於支付的存款。現金等價物是指本集團持有的期限短(一般指從購買日起三個月內到期)、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 10. Foreign currency operations and foreign currency translation

##### 10.1 Foreign currency operations

Foreign currency transactions are recorded, on initial recognition, in the functional currency, by applying to the foreign currency amount the spot exchange rate prevailing on the transaction dates. On the balance sheet date, foreign currency monetary items are translated into Renminbi using the spot exchange rate prevailing on the balance sheet date. Exchange differences arising from the difference between the spot exchange rate on that day and on the date of initial recognition or the previous balance sheet date are taken to profit or loss in the current period except for the following: (1) The exchange difference in respect of special borrowings denominated in foreign currencies that meet the criteria for capitalization are capitalized during the capitalization period as a cost under the relevant assets; (2) The exchange difference in respect of hedging instruments used for hedging for avoiding foreign exchange rate risks is accounted for using hedge accounting; (3) For monetary items classified as at fair value through other comprehensive income ("FVTOCI"), exchange difference arising from the change in other gross carrying amounts other than amortized costs is taken to other comprehensive income.

Non-monetary foreign currency items measured at historical cost shall still be measured at the amount in the functional currency translated at the spot exchange rate prevailing on the transaction date. Non-monetary foreign currency items measured at fair value are translated at the spot exchange rate prevailing at the date on which the fair values are determined. The difference between the amount in the functional currency after translation and the amount in the original functional currency is accounted for as fair value change (inclusive of exchange rate change) and is taken to profit or loss for the current period or recognized as other comprehensive income.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 10. 外幣業務和外幣報表折算

##### 10.1 外幣業務

外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，對於外幣貨幣性項目採用資產負債表日即期匯率折算為人民幣，因該日的即期匯率與初始確認時或者前一資產負債表日即期匯率不同而產生的匯兌差額，除：(1)符合資本化條件的外幣專門借款的匯兌差額在資本化期間予以資本化計入相關資產的成本；(2)為了規避外匯風險進行套期的套期工具的匯兌差額按套期會計方法處理；(3)分類為以公允價值計量且其變動計入其他綜合收益的貨幣性項目除攤餘成本之外的其他賬面餘額變動產生的匯兌差額計入其他綜合收益外，均計入當期損益。

以歷史成本計量的外幣非貨幣性項目仍以交易發生日的即期匯率折算的記賬本位幣金額計量。以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，折算後的記賬本位幣金額與原記賬本位幣金額的差額，作為公允價值變動(含匯率變動)處理，計入當期損益或確認為其他綜合收益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 10. Foreign currency operations and foreign currency translation (Continued)

##### 10.2 Translation of foreign currency financial statements

To prepare the consolidated financial statement, the financial statements denominated in foreign currency of a foreign operation are translated to RMB in compliance with the following requirements: all assets and liabilities on the balance sheet are translated at the spot exchange rate prevailing at the balance sheet date; all equity items are translated at the spot exchange rates at the dates on which such items arose; income and expenses and profit appropriation items in the income statement are translated at the spot exchange rate at the date of transaction; all exchange differences of assets, liabilities and shareholders' equity resulting from the translation are recognized as other comprehensive income and taken to shareholders' equity.

Foreign currency cash flows and the cash flows of foreign subsidiaries are translated using the spot exchange rate as of the date on which the cash flows occur. The effect of exchange rate changes on cash and cash equivalents is presented separately as an adjustment item under "effect of changes in exchange rate on cash and cash equivalents" in the cash flow statement.

The opening balances of the year and prior year's figures are presented according to the translated amounts of the financial statements of the prior year.

When control over the Group's foreign operation is lost due to the disposal of ownership interests of foreign operation or partial disposal of equity investment or other reasons, exchange differences of foreign currency statements attributable to the shareholders of the parent company related to such foreign operation and presented under shareholder's equity item in the balance sheet are all transferred to profit or loss for the current period.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 10. 外幣業務和外幣報表折算(續)

##### 10.2 外幣財務報表折算

為編製合併財務報表，境外經營的外幣財務報表按以下方法折算為人民幣報表：資產負債表中的所有資產、負債類項目按資產負債表日的即期匯率折算；股東權益項目按發生時的即期匯率折算；利潤表中的所有項目及反映利潤分配發生額的項目按交易發生日的即期匯率折算；折算後資產類項目與負債類項目和股東權益類項目合計數的差額確認為其他綜合收益並計入股東權益。

外幣現金流量以及境外子公司的現金流量，採用現金流量發生日的即期匯率折算，匯率變動對現金及現金等價物的影響額，作為調節項目，在現金流量表中以「匯率變動對現金及現金等價物的影響」單獨列示。

上年年末數和上年實際數按照上年財務報表折算後的數額列示。

在處置本集團在境外經營的全部所有者權益或因處置部分股權投資或其他原因喪失了對境外經營控制權時，將資產負債表中股東權益項目下列示的、與該境外經營相關的歸屬於母公司所有者權益的外幣報表折算差額，全部轉入處置當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 10. Foreign currency operations and foreign currency translation (Continued)

##### 10.2 Translation of foreign currency financial statements (Continued)

In partial disposal of the equity investment or other reasons that lead to the reduction of the proportion of interests in foreign operation but there is no loss of control over such foreign operations, the difference of foreign currency translation related to the part of foreign operation disposal will be attributed to minority interests and will not be taken to profit or loss for the current period. In partial disposal of equity interest in an overseas associate or joint venture, the foreign currency translation difference related to the foreign operation shall be taken to profit or loss for the current period according to the proportion of the disposal of the foreign operation.

#### 11. Financial instruments

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of a financial instrument.

Where financial assets are purchased or sold in a regular way, assets to be received and liabilities to be borne for it are recognized on the date of transaction, or sold assets are derecognized on the date of transaction.

The financial assets and financial liabilities were initially recognized at fair value. For the financial assets and financial liabilities measured at fair value through profit or loss (FVTPL) for the current period, related transaction expenses are directly taken to the profit or loss for the current period; for other types of financial assets and financial liabilities, related transaction expenses are included in the initial recognized amount. For accounts receivable excluding significant financing components or regardless of financing components of contracts less than one year initially recognised based on Accounting Standards for Business Enterprises No.14-Revenue ("Standard on Revenue"), they are initially measured at transaction price defined based on the Standard on Revenue.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 10. 外幣業務和外幣報表折算(續)

##### 10.2 外幣財務報表折算(續)

在處置部分股權投資或其他原因導致持有境外經營權益比例降低但不喪失對境外經營控制權時，與該境外經營處置部分相關的外幣報表折算差額將歸屬於少數股東權益，不轉入當期損益。在處置境外經營為聯營企業或合營企業的部分股權時，與該境外經營相關的外幣報表折算差額，按處置該境外經營的比例轉入處置當期損益。

#### 11. 金融工具

本集團在成為金融工具合同的一方時確認一項金融資產或金融負債。

對於以常規方式購買或出售金融資產的，在交易日確認將收到的資產和為此將承擔的負債，或者在交易日終止確認已出售的資產。

金融資產和金融負債在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產和金融負債，相關的交易費用直接計入當期損益；對於其他類別的金融資產和金融負債，相關交易費用計入初始確認金額。當本集團按照《企業會計準則第14號—收入》(「收入準則」)初始確認未包含重大融資成分或不考慮不超過一年的合同中的融資成分的應收賬款時，按照收入準則定義的交易價格進行初始計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

Effective interest method is the method that is used in the calculation of the amortized cost of a financial asset or a financial liability and in the allocation and recognition of the interest income or interest expense over the accounting periods.

Effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group shall estimate the expected cash flows by considering all the contractual terms of the financial assets or liabilities (for example, early repayment, extension, call and similar options) but shall not consider the expected credit losses.

Amortized cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

實際利率法是指計算金融資產或金融負債的攤餘成本以及將利息收入或利息費用分攤計入各會計期間的方法。

實際利率，是指將金融資產或金融負債在預計存續期的估計未來現金流量，折現為該金融資產賬面餘額或該金融負債攤餘成本所使用的利率。在確定實際利率時，在考慮金融資產或金融負債所有合同條款(如提前還款、展期、看漲期權或其他類似期權等)的基礎上估計預期現金流量，但不考慮預期信用損失。

金融資產或金融負債的攤餘成本是以該金融資產或金融負債的初始確認金額扣除已償還的本金，加上或減去採用實際利率法將該初始確認金額與到期日金額之間的差額進行攤銷形成的累計攤銷額，再扣除累計計提的損失準備(僅適用於金融資產)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets

After initial recognition, the Group shall measure different types of financial assets at amortized cost, FVTOCI or FVTPL.

If the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and the financial asset is held within a business model whose objective is achieved by collecting contractual cash flows, the Group shall classify the financial asset into a financial asset measured at amortized cost. Such financial assets mainly include: cash and cash equivalents, notes receivable, accounts receivable and other receivables, etc.

If the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and the financial asset is held within a business model whose objective is to collect contractual cash flows and sell such financial assets, the Group shall classify the financial asset into a financial asset FVTOCI. Notes receivable classified as at FVTOCI upon acquisition by the Company are presented as receivable financing.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量

初始確認後，本集團對不同類別的金融資產，分別以攤餘成本、以公允價值計量且其變動計入其他綜合收益或以公允價值計量且其變動計入當期損益進行後續計量。

金融資產的合同條款規定在特定日期產生的現金流量僅為對本金和以未償付本金金額為基礎的利息的支付，且本集團管理該金融資產的業務模式是以收取合同現金流量為目標，則本集團將該金融資產分類為以攤餘成本計量的金融資產。此類金融資產主要包括貨幣資金、應收票據、應收賬款和其他應收款等。

金融資產的合同條款規定在特定日期產生的現金流量僅為對本金和以未償付本金金額為基礎的利息的支付，且本集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標的，則該金融資產分類為以公允價值計量且其變動計入其他綜合收益的金融資產。本集團取得時分類為以公允價值計量且其變動計入其他綜合收益的應收票據，列示於應收款項融資。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets (Continued)

Financial assets at FVTPL include financial assets classified as at FVTPL and those designated as at FVTPL which are presented in held-for-trading financial assets. Those due over one year and expected to be held for over one year since the balance sheet date are presented in other non-current financial assets.

- A financial asset which does not satisfy the criteria for a financial asset classified as being measured at amortized cost or a financial asset at FVTOCI shall be classified as a FVTPL.
- At initial recognition, the Group may irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces accounting mismatch.

On initial recognition, the Group may, based on a individual financial asset, irrevocably designate a non-trading equity instrument investment which is non-contingent consideration and recognized in business combination involving enterprises not under common control as financial asset measured at FVTOCI. Such financial assets are presented as investment in other equity instruments.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量(續)

以公允價值計量且其變動計入當期損益的金融資產包括分類為以公允價值計量且其變動計入當期損益的金融資產和指定為以公允價值計量且其變動計入當期損益的金融資產，列示於交易性金融資產。自資產負債表日起超過一年到期且預期持有超過一年的，列示於其他非流動金融資產。

- 不符合分類為以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產條件的金融資產均分類為以公允價值計量且其變動計入當期損益金融資產。
- 在初始確認時，為消除或顯著減少會計錯配，本集團可以將金融資產不可撤銷地指定為以公允價值計量且其變動計入當期損益的金融資產。

初始確認時，本集團可以單項金融資產為基礎，不可撤銷地將非同一控制下的企業合併中確認的或有對價以外的非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產。此類金融資產作為其他權益工具投資列示。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets (Continued)

The Group's purpose of holding the financial assets is for trading if one of the following conditions is satisfied:

- The Group's purpose of holding the relevant financial assets is primarily for recent sale.
- The relevant financial assets are, on initial recognition, a part of the centrally-managed identifiable financial instrument portfolio, and objective evidence indicates that short-term profit model exists in the near future.
- The relevant financial assets are derivative instruments. However, derivatives that meet the definition of financial guarantee contracts and those designated as effective hedging instruments are excluded.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量(續)

金融資產滿足下列條件之一的，表明本集團持有該金融資產的目的是交易性的：

- 取得相關金融資產的目的，主要是為了近期出售。
- 相關金融資產在初始確認時屬於集中管理的可辨認金融工具組合的一部分，且有客觀證據表明近期實際存在短期獲利模式。
- 相關金融資產屬於衍生工具。但符合財務擔保合同定義的衍生工具以及被指定為有效套期工具的衍生工具除外。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets (Continued)

###### 11.1.1 Financial assets at amortised cost

The financial asset at amortized cost is subsequently measured at amortized cost using the effective interest method. Gain or loss arising from derecognition, impairment or amortization is recognized in profit or loss.

The Group recognizes interest income on financial assets measured at amortized cost using the effective interest method. The Group calculates interest income based on the gross carrying amount of financial assets multiplied by the actual interest rate, unless the financial assets become credit-impaired financial assets in subsequent reporting period. For those financial assets, the Group shall apply the credit-adjusted effective interest rate to the amortized cost of the financial asset in subsequent reporting period. If the financial assets no longer has credit impairment during the follow-up period as a result of an improvement in its credit risk, and this improvement may be linked to an event that occurred after the application of the above regulations, the Group calculates interest income based on the gross carrying amount of financial assets multiplied by the actual interest rate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量(續)

###### 11.1.1 以攤餘成本計量的金融資產

以攤餘成本計量的金融資產採用實際利率法，按攤餘成本進行後續計量，發生減值時或終止確認產生的利得或損失，計入當期損益。

本集團對以攤餘成本計量的金融資產按照實際利率法確認利息收入。本集團根據金融資產賬面餘額乘以實際利率計算確定利息收入，除非該金融資產在後續期間成為已發生信用減值的金融資產，本集團在後續期間，按照該金融資產的攤餘成本和實際利率計算確定其利息收入。若該金融工具在後續期間因其信用風險有所改善而不再存在信用減值，並且這一改善可與應用上述規定之後發生的某一事件相聯繫，本集團轉按實際利率乘以該金融資產賬面餘額來計算確定利息收入。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets (Continued)

##### 11.1.2 Financial assets classified as at FVTOCI

Impairment gains or losses on a financial asset classified as at FVTOCI and the interest income calculated using the effective interest method and exchange gains and losses shall be recognized in profit or loss. Except for them, changes in fair value of such financial assets shall be recognized in other comprehensive income. The amount of such financial asset recognized in profit or loss of each period is equal to the amount deemed as measured at amortized cost all the time and recognized in profit or loss of each period. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is transferred from other comprehensive income to profit or loss.

After designating a non-trading equity instrument investment as a financial asset at FVTOCI, the changes in fair value of such financial assets are recognized in other comprehensive income. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income are transferred from other comprehensive income to retained earnings. During the period that the Group holds these non-trading equity instrument investments, the Group has established the right of collecting dividends, whose economic benefit will probably flow into the Group, and the amount of the dividends can be reliably measured, then the Group will recognize dividend income in profit or loss.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量(續)

##### 11.1.2 以公允價值計量且其變動計入其他綜合收益的金融資產

分類為以公允價值計量且其變動計入其他綜合收益的金融資產相關的減值損失或利得，採用實際利率法計算的利息收入及匯兌損益計入當期損益，除此以外該金融資產的公允價值變動均計入其他綜合收益。該金融資產計入各期損益的金額與視同其一直按攤餘成本計量而計入各期損益的金額相等。該金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入當期損益。

將非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產後，該金融資產的公允價值變動在其他綜合收益中進行確認，該金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。本集團持有該等非交易性權益工具投資期間，在本集團收取股利的權利已經確立，與股利相關的經濟利益很可能流入本集團，且股利的金額能夠可靠計量時，確認股利收入並計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.1 Classification and measurement of financial assets (Continued)

##### 11.1.3 Financial assets at FVTPL

Financial assets at FVTPL shall be subsequently measured at fair value. Gains or losses from change in fair value and dividends and interest income related to such financial assets shall be recognized in profit or loss.

##### 11.2 Impairment of financial instruments and other items

The Group shall recognise a loss allowance for expected credit losses on financial assets at amortized cost, financial assets classified as FVTOCI, a lease receivable, contract assets and financial guarantee contracts that are not designated as financial liabilities at FVTPL.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.1 金融資產的分類與計量(續)

##### 11.1.3 以公允價值計量且其變動計入當期損益的金融資產

以公允價值計量且其變動計入當期損益的金融資產以公允價值進行後續計量，公允價值變動形成的利得或損失以及與該金融資產相關的股利和利息收入計入當期損益。

##### 11.2 金融工具及其他項目減值

本集團對以攤餘成本計量的金融資產、分類為以公允價值計量且其變動計入其他綜合收益的金融資產、租賃應收款、合同資產以及以公允價值計量且其變動計入當期損益的金融負債外的財務擔保合同以預期信用損失為基礎進行減值會計處理並確認損失準備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

###### 11.2.1 Measurement of expected credit losses

Expected credit losses are the weighted average of the credit losses of financial instruments using risks of default as weights. Credit loss refers to the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, i.e., the present value of all cash shortfalls.

The maximum period considered when estimating expected credit losses is the maximum contractual period (including extension options) over which the Group is exposed to credit risk.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the balance sheet date (or a shorter period if the expected life of the instrument is less than 12 months).

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

###### 11.2.1 預期信用損失的計量

預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。

在計量預期信用損失時，本集團需考慮的最長期限為企業面臨信用風險的最長合同期限(包括考慮約選擇權)。

整個存續期預期信用損失，是指因金融工具整個預計存續期內所有可能發生的違約事件而導致的預期信用損失。

未來12個月內預期信用損失，是指因資產負債表日後12個月內(若金融工具的預計存續期少於12個月，則為預計存續期)可能發生的金融工具違約事件而導致的預期信用損失，是整個存續期預期信用損失的一部分。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.1 Measurement of expected credit losses (Continued)

The Group makes a loss allowance against amount of expected credit losses during the whole life of the notes receivable, receivables, receivable financing and contract assets arising from transactions adopting Standard on Revenue and the lease receivables arising from transactions adopting Accounting Standards for Business Enterprises No. 21 – Leases.

For other financial instruments, at the balance sheet date, the Group assesses changes in credit risk of relevant financial instruments since initial recognition. If the credit risk of the above financial instruments has increased significantly since initial recognition, the Group measures loss allowance based on the amount of expected credit losses during the whole lifetime; if credit risk of the financial instrument has not increased significantly since initial recognition, the Group recognises loss allowance based on 12-month ECL of the financial instrument. Increase in or reversal of credit loss allowance is included in profit or loss as loss/gain on impairment. Except financial assets classified as at FVTOCI, allowance for credit losses decreases the carrying amount of the financial assets. For financial assets at FVTOCI, the Group recognises credit loss allowance in other comprehensive income and does not decrease the carrying amount of such financial assets in the balance sheet.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.1 預期信用損失的計量(續)

對於由收入準則規範的交易形成的應收票據、應收款項、應收款項融資、合同資產及由《企業會計準則第21號－租賃》規範的交易形成的租賃應收款，本集團按照相當於整個存續期內的預期信用損失金額計量損失準備。

對於其他金融工具，本集團在每個資產負債表日評估相關金融工具的信用風險自初始確認後的變動情況。若該金融工具的信用風險自初始確認後已顯著增加，本集團按照相當於該金融工具整個存續期內預期信用損失的金額計量其損失準備；若該金融工具的信用風險自初始確認後並未顯著增加，本集團按照相當於該金融工具未來12個月內預期信用損失的金額計量其損失準備。信用損失準備的增加或轉回金額，作為減值損失或利得計入當期損益。除分類為以公允價值計量且其變動計入其他綜合收益的金融資產外，信用損失準備抵減金融資產的賬面價值。對於分類為以公允價值計量且其變動計入其他綜合收益的金融資產，本集團在其他綜合收益中確認其信用損失準備，且不減少該金融資產在資產負債表中列示的賬面價值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

###### 11.2.1 Measurement of expected credit losses (Continued)

The Group measures loss allowance at the full lifetime ECL of the financial instruments in the previous accounting period. However, at the balance sheet date, for the above financial instruments, if significant increase in credit risk since initial recognition no longer applies, the Group measures loss allowance for the financial instrument at 12-month ECL at the balance sheet date for the current period. Relevant reversal of loss allowance is included in profit or loss for the current period as gain on impairment.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

###### 11.2.1 預期信用損失的計量(續)

本集團在前一會計期間已經按照相當於金融工具整個存續期內預期信用損失的金額計量了損失準備，但在當期資產負債表日，該金融工具已不再屬於自初始確認後信用風險顯著增加的情形的，本集團在當期資產負債表日按照相當於未來12個月內預期信用損失的金額計量該金融工具的損失準備，由此形成的損失準備的轉回金額作為減值利得計入當期損益。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.2 Provision for bad debts of receivables

- (1) Portfolio category and determination basis of provisions for bad debt assessed collectively by credit risk characteristics

Notes receivable

The Group classified notes receivable into bank acceptance bills and commercial acceptance bills based on the credit risk characteristics of the acceptors.

應收票據

根據承兌人信用風險特徵的不同，本集團將應收票據劃分銀行承兌匯票和商業承兌匯票兩個組合。

Accounts receivable and contract assets

The Group considered the credit risk characteristics of different customers and evaluated the expected credit losses for receivables based on aging portfolio, high-quality credit portfolio and overdue aging portfolio.

應收賬款及合同資產

本集團考慮了不同客戶的信用風險特徵，以賬齡組合、信用記錄優質組合和逾期賬齡組合為基礎評估應收款項的預期信用損失。

Other receivables

The Group's other receivables mainly include deposits and securities receivable, employees reserve funds receivable, lending receivable, advances from related parties, dividends receivable and interest receivable. Based on the nature of receivables and the credit risk characteristics of different counterparties, the Group classified other receivables into three portfolios, specifically: lending receivable or advance payment portfolio, dividends receivable and interest receivable portfolio and other receivables portfolio.

其他應收款

本集團其他應收款主要包括應收押金和保證金、應收員工備用金、應收暫借款或關聯方代墊款、應收股利、應收利息等。根據應收款的性質和不同對手方的信用風險特徵，本集團將其他應收款劃分為3個組合，具體為：應收暫借款或代墊款組合、應收股利及應收利息組合以及應收其他款項組合。

Receivable financing

The Group's receivable financing represents the bank acceptance bills receivable and electronic debt certificates of accounts receivables with dual purposes for holding. The Group divided receivable financing into two portfolios: bank acceptance bills and electronic debt certificates of accounts receivables based on the different characteristics of the credit analysis of acceptors.

應收款項融資

本集團應收款項融資為有雙重持有目的應收銀行承兌匯票及數字化應收賬款債權憑證。根據承兌人信用分析按特徵不同，本集團將應收款項融資劃分為銀行承兌匯票和數字化應收賬款債權憑證兩個組合。

Lease receivables

The Group evaluated the expected credit losses of long-term receivables based on the portfolio of customers' credit risk characteristics.

租賃應收款

本集團基於客戶的信用風險特徵組合為基礎評估長期應收款的預期信用損失。

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.2 應收款項的壞賬準備

- (1) 按照信用風險特徵組合計提壞賬準備的組合類別及確定依據

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.2 Provision for bad debts of receivables (Continued)

- (2) Determination criteria for provision of bad debts on an individual basis

For notes receivable, accounts receivable, receivable financing, other receivables, contract assets and lease receivables, the Group usually measures its loss provisions based on a portfolio of credit risk characteristics. If the credit risk characteristics of certain counterparties are significantly different from those of other counterparties in the portfolio, or the credit risk characteristics of the counterparty change significantly, loss provisions will be made individually for amounts receivable from the counterparty. For example, when a counterparty encounters serious financial difficulties and the expected credit loss rate of the amount receivable from the counterparty is significantly higher than the expected credit loss rate of the aging or overdue range, an individual loss provision will be made for it.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.2 應收款項的壞賬準備(續)

- (2) 按照單項計提壞賬準備的單項計提判斷標準

本集團對於應收票據、應收賬款、應收款項融資、其他應收款、合同資產和租賃應收款，通常按照信用風險特徵組合計量其損失準備。若某一對手方信用風險特徵與組合中其他對手方顯著不同，或該對手方信用風險特徵發生顯著變化，對應收該對手方款項按照單項計提損失準備。例如，當某對手方發生嚴重財務困難，應收該對手方款項的預期信用損失率已顯著高於其所處於賬齡或逾期區間的預期信用損失率時，對其單項計提損失準備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.3 Lower credit risk

If the default risk of a financial instrument is low, the borrower has a strong ability to fulfill its contractual cash flow obligations in the short term, and even if there are adverse changes in the economic situation and operating environment in the longer term but it may not necessarily weaken the borrower's ability to fulfill its contractual cash flow obligations, the financial instrument is considered to have lower credit risk.

##### 11.2.4 Significant increases in credit risk

The Group assesses whether or not the credit risk of the relevant financial instruments has increased significantly since the initial recognition at each balance sheet date. While determining whether the credit risk has significantly increased since initial recognition, the Group takes into account the reasonable and substantiated information that is accessible without exerting unnecessary cost or effort, including qualitative and quantitative analysis based on the historical data of the Group, external credit risk rating, and forward-looking information. Based on the single financial instrument or the combination of financial instruments with similar characteristics of credit risk, the Group compares the risk of default of financial instruments on the balance sheet date with that on the initial recognition date in order to figure out the changes of default risk in the expected lifetime of financial instruments. For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition in the application of criteria related to the financial instrument for impairment.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.3 具有較低的信用風險

如果金融工具的違約風險較低，借款人在短期內履行其合同現金流量義務的能力很強，並且即便較長時期內經濟形勢和經營環境存在不利變化但未必一定降低借款人履行其合同現金流量義務的能力，該金融工具被視為具有較低的信用風險。

##### 11.2.4 信用風險顯著增加

本集團在每個資產負債表日評估相關金融工具的信用風險自初始確認後是否已顯著增加。在確定信用風險自初始確認後是否顯著增加時，本集團考慮在無須付出不必要的額外成本或努力即可獲得合理且有依據的信息，包括基於本集團歷史數據的定性和定量分析、外部信用風險評級以及前瞻性信息。本集團以單項金融工具或者具有相似信用風險特徵的金融工具組合為基礎，通過比較金融工具在資產負債表日發生違約的風險與在初始確認日發生違約的風險，以確定金融工具預計存續期內發生違約風險的變化情況。對於財務擔保合同，本集團在應用金融工具減值規定時，將本集團成為做出不可撤銷承諾的一方之日作為初始確認日。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.4 Significant increases in credit risk (Continued)

Criteria for judging significant increases in credit risk

When triggering one or more of the following quantitative and qualitative criteria, the Group believes that the credit risk of financial instruments has increased significantly:

- Quantitative criteria are primarily that the probability of default of the remaining duration of the reporting date rises by more than a certain proportion compared with the initial recognition
- Qualitative criteria primarily include major adverse changes in the debtor's business or financial position, the debtor's internal credit rating is actually lowered or is expected to be lowered, etc.

At the balance date, the Group assumes that credit risk of the financial instrument has not increased significantly since initial recognition if the Group determines that the financial instrument is only exposed to lower credit risk. If the risk of default of a financial instrument is low, the borrower is highly capable of meeting its contract cash flow obligations in the short term, and the financial instrument is considered to have a lower credit risk even if there is an adverse change in the economic situation and operating environment over a longer period of time, but it may not necessarily reduce the borrower's performance of its contract cash obligations.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.4 信用風險顯著增加(續)

信用風險顯著增加判斷標準

當觸發以下一個或多個定量、定性標準時，本集團認為金融工具的信用風險已發生顯著增加：

- 定量標準主要為報告日剩餘存續期違約概率較初始確認時上升超過一定比例
- 定性標準主要為債務人經營或財務情況出現重大不利變化、對債務人實際或預期的內部信用評級下調等

於資產負債表日，若本集團判斷金融工具只具有較低的信用風險，則本集團假定該金融工具的信用風險自初始確認後並未顯著增加。如果金融工具的違約風險較低，借款人在短期內履行其合同現金流量義務的能力很強，並且即使較長時期內經濟形勢和經營環境存在不利變化但未必一定降低借款人履行其合同現金義務，則該金融工具被視為具有較低的信用風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.5 Credit-impaired financial assets

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

- (1) Significant financial difficulty of the issuer or the borrower;
- (2) A breach of contract by the debtor, such as a default or delinquency in interest or principal payments;
- (3) The creditor, for economic or contracted reasons relating to the debtor's financial difficulty, granting to the debtor a concession which will not otherwise be granted in any other circumstances;
- (4) It becoming probable that the debtor will enter bankruptcy or other financial reorganizations;
- (5) The disappearance of an active market for that financial asset because of financial difficulties of the issuer or the debtor.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.5 已發生信用減值的金融資產

當本集團預期對金融資產未來現金流量具有不利影響的一項或多項事件發生時，該金融資產成為已發生信用減值的金融資產。金融資產已發生信用減值的證據包括下列可觀察信息：

- (1) 發行方或債務人發生重大財務困難；
- (2) 債務人違反合同，如償付利息或本金違約或逾期等；
- (3) 債權人出於與債務人財務困難有關的經濟或合同考慮，給予債務人在任何其他情況下都不會做出的讓步；
- (4) 債務人很可能破產或進行其他財務重組；
- (5) 發行方或債務人財務困難導致該金融資產的活躍市場消失。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

###### 11.2.6 Recognition of expected credit losses

The Group assesses the expected credit losses of financial instruments based on individual and group basis. The Group recognises the credit loss on receivables, lease receivables, contract assets, etc., of significant amount and insignificant amount but with special credit risk on an individual asset basis, and otherwise recognises credit loss of relevant financial instruments on a group basis. The Group considers the credit risk characteristics of different customers and evaluates the expected credit losses of accounts receivable on the basis of groupings by age, by quality of credit history and by overdue age. The Group considers various credit risk characteristics including instrument type, credit risk ratings, collateral type, date of initial recognition, remaining term to maturity, industry, geographical location of the debtor and the value of collateral relative to the financial asset, etc.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

###### 11.2.6 預期信用損失的確定

本集團基於單項和組合評估金融工具的預期信用損失。本集團對金額重大的以及金額不重大但是具有特別信用風險的應收款項、租賃應收款、合同資產等在單項資產的基礎上確定其信用損失，除此以外在組合基礎上確定相關金融工具的信用損失。本集團考慮了不同客戶的信用風險特徵，以賬齡組合、信用記錄優質組合和逾期賬齡組合為基礎評估應收款項的預期信用損失。本集團考慮的不同信用風險特徵包括：金融工具類型、信用風險評級、擔保物類型、初始確認日期、剩餘合同期限、債務人所處行業、債務人所處地理位置、擔保品相對於金融資產的價值等。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.6 Recognition of expected credit losses (Continued)

The Group determines expected credit losses of relevant financial instruments using the following methods:

- For financial assets and lease receivables, a credit loss is the present value of the difference between the contractual cash flows that are due to the Group under the contract and the cash flows that the Group expects to receive.
- For a financial guarantee contract, credit loss is the present value of difference between the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.
- For credit-impaired financial assets at the balance sheet date, credit loss is the difference between the gross carrying amount of financial assets and the present value of expected future cash flows discounted at original effective interest rate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.6 預期信用損失的確定(續)

本集團按照下列方法確定相關金融工具的預期信用損失：

- 對於金融資產和租賃應收款，信用損失為本集團應收取的合同現金流量與預期收取的現金流量之間差額的現值。
- 對於財務擔保合同，信用損失為本集團就該合同持有人發生的信用損失向其做出賠付的預計付款額，減去本集團預期向該合同持有人、債務人或任何其他方收取的金額之間差額的現值。
- 對於資產負債表日已發生信用減值的金融資產，信用損失為該金融資產賬面餘額與按原實際利率折現的估計未來現金流量的現值之間的差額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.2 Impairment of financial instruments and other items (Continued)

##### 11.2.6 Recognition of expected credit losses (Continued)

The Group's measurement of ECL of financial instruments reflects factors including unbiased probability weighted average amount recognised by assessing a series of possible results, time value of money, reasonable and supportable information related to historical events, current condition and forecast of future economic position that is available without undue cost or effort at the balance sheet date.

##### 11.2.7 Write-off of financial assets

The Group shall directly reduce the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition of the relevant financial asset.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.2 金融工具及其他項目減值(續)

##### 11.2.6 預期信用損失的確定(續)

本集團計量金融工具預期信用損失的方法反映的因素包括：通過評價一系列可能的結果而確定的無偏概率加權平均金額；貨幣時間價值；在資產負債表日無須付出不必要的額外成本或努力即可獲得的有關過去事項、當前狀況以及未來經濟狀況預測的合理且有依據的信息。

##### 11.2.7 減記金融資產

當本集團不再合理預期金融資產合同現金流量能夠全部或部分收回的，直接減記該金融資產的賬面餘額。這種減記構成相關金融資產的終止確認。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.3 Transfer of financial assets

The Group shall derecognise a financial asset when one of the following conditions are satisfied: (1) the contractual rights to the cash flows from the financial asset expire, (2) the financial asset has been transferred and substantially all the risks and rewards of ownership of the financial asset is transferred to the transferee; or (3) although the financial asset has been transferred, the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but has not retained control of the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of a financial asset, and it retains control of the financial asset, the Group will recognize the financial asset to the extent of its continuing involvement in the transferred financial asset and recognize an associated liability. Relevant liabilities are measured using the following methods:

- If the transferred financial asset is measured at amortized cost, the carrying amount of relevant liabilities is the carrying amount of continuing involvement in the transferred financial asset less the amortized cost of the rights retained by the Group (if the Group retains rights for the transfer of the financial asset) plus the amortized cost of the obligations undertaken by the Group (if the Group undertakes relevant obligations for the transfer of the financial asset), and the relevant liabilities are not designated as financial liabilities at FVTPL.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.3 金融資產的轉移

滿足下列條件之一的金融資產，予以終止確認：(1)收取該金融資產現金流量的合同權利終止；(2)該金融資產已轉移，且將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；(3)該金融資產已轉移，雖然本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是未保留對該金融資產的控制。

若本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有風險和報酬，且保留了對該金融資產控制的，則按照其繼續涉入被轉移金融資產的程度繼續確認該被轉移金融資產，並相應確認相關負債。本集團按照下列方式對相關負債進行計量：

- 被轉移金融資產以攤餘成本計量的，相關負債的賬面價值等於繼續涉入被轉移金融資產的賬面價值減去本集團保留的權利(如果本集團因金融資產轉移保留了相關權利)的攤餘成本並加上本集團承擔的義務(如果本集團因金融資產轉移承擔了相關義務)的攤餘成本，相關負債不指定為以公允價值計量且其變動計入當期損益的金融負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.3 Transfer of financial assets (Continued)

- If the transferred financial asset is measured at fair value, the carrying amount of relevant liabilities is the carrying amount of continuing involvement in the transferred financial asset less the fair value of the rights retained by the Group (if the Group retains rights for the transfer of the financial asset) plus the fair value of the obligations undertaken by the Group (if the Group undertakes relevant obligations for the transfer of the financial asset), and the fair value of the rights and liabilities is measured on a stand-alone basis.

For a transfer of a financial asset in its entirety that satisfies the derecognition criteria, for financial assets classified as at amortized cost and financial assets at FVTOCI, the difference between the carrying amount of the financial asset transferred and the sum of the consideration received from the transfer and accumulated amount of the fair value changes originally taken to other comprehensive income corresponding to the derecognized part shall be taken to profit or loss for the current period. Where the financial asset to be transferred by the Group is a non-trading equity instrument investment designated as at FVTOCI, accumulated gains or losses previously taken to other comprehensive income are transferred out from other comprehensive income and taken to retained earnings.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.3 金融資產的轉移(續)

- 被轉移金融資產以公允價值計量的，相關負債的賬面價值等於繼續涉入被轉移金融資產的賬面價值減去本集團保留的權利(如果本集團因金融資產轉移保留了相關權利)的公允價值並加上本集團承擔的義務(如果本集團因金融資產轉移承擔了相關義務)的公允價值，該權利和義務的公允價值為按獨立基礎計量時的公允價值。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值及因轉移金融資產而收到的對價與原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額之和的差額計入當期損益。若本集團轉移的金融資產是指定為以公允價值計量且其變動計入其他綜合收益的非交易性權益工具投資，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.3 Transfer of financial assets (Continued)

For a part of transfer of a financial asset that satisfies the derecognition criteria, the carrying amount of the transferred financial asset is allocated between the part that is derecognized and the part that is continuously involved, based on the respective fair values of those parts on transfer date. The difference between the sum of the consideration received for the part of the derecognition and the accumulated amount of the fair value changes originally taken to other comprehensive income corresponding to the derecognized part and the carrying amount on the date of derecognition for the derecognized part shall be taken to profit and loss for the current period. Where the financial asset to be transferred by the Group is a non-trading equity instrument investment designated as at FVTOCI, accumulated gains or losses previously taken to other comprehensive income are transferred out from other comprehensive income and taken to retained earnings.

For a transfer of a financial asset in its entirety that does not satisfy the derecognition criteria, the Group will continuously recognize the transferred financial asset in its entirety. Considerations received should be recognized as a financial liability.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.3 金融資產的轉移(續)

金融資產部分轉移滿足終止確認條件的，將轉移前金融資產整體的賬面價值在終止確認部分和繼續確認部分之間按照轉移日各自的相對公允價值進行分攤，並將終止確認部分收到的對價和原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額之和與終止確認部分在終止確認日的賬面價值之差額計入當期損益。若本集團轉移的金融資產是指定為以公允價值計量且其變動計入其他綜合收益的非交易性權益工具投資，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。

金融資產整體轉移未滿足終止確認條件的，本集團繼續確認所轉移的金融資產整體，並將收到的對價確認為金融負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments

Financial instruments or their constituent parts issued by the Group are classified into financial liabilities or equity instruments on initial recognition on the basis of the substance of the contractual arrangements and the economic nature but not only its legal form, together with the definition of financial liability and equity instruments.

##### 11.4.1 Classification and measurement of financial liabilities

On initial recognition, financial liabilities are classified into financial liabilities at FVTPL and other financial liabilities.

##### 11.4.1.1 Financial liabilities at FVTPL

Financial liabilities at FVTPL consist of financial liabilities held for trading (including derivative instruments of financial liabilities) and those designated as at FVTPL. Financial liabilities at FVTPL are presented as held-for-trading financial liabilities or other non-current liabilities according to their liquidity.

## 財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類

本集團根據所發行金融工具的合同條款及其所反映的經濟實質而非僅以法律形式，結合金融負債和權益工具的定義，在初始確認時將該金融工具或其組成部分分類為金融負債或權益工具。

##### 11.4.1 金融負債的分類及計量

金融負債在初始確認時劃分為以公允價值計量且其變動計入當期損益的金融負債和其他金融負債。

##### 11.4.1.1 以公允價值計量且其變動計入當期損益的金融負債

以公允價值計量且其變動計入當期損益的金融負債，包括交易性金融負債(含屬於金融負債的衍生工具)和指定為以公允價值計量且其變動計入當期損益的金融負債。以公允價值計量且其變動計入當期損益的金融負債根據其流動性列示為交易性金融負債或其他非流動負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.1 Classification and measurement of financial liabilities (Continued)

##### 11.4.1.1 Financial liabilities at FVTPL (Continued)

If one of the following conditions is met for a financial liability, it suggests that the Group recognises financial liability held-for-trading:

- The purpose of undertaking the relevant financial liability is mainly for the purpose of repurchasing in the near future.
- The relevant financial liability is, upon initial recognition, a combination of identifiable financial instruments that are centrally managed and there is objective evidence that the Company has recently adopted short-term profit-making methods.
- The relevant financial liability is a derivative instrument, except for derivatives that qualify for financial guarantee contracts and derivatives that are designated as effective hedging instruments.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.1 金融負債的分類及計量(續)

11.4.1.1 以公允價值計量且其變動計入當期損益的金融負債(續)  
金融負債滿足下列條件之一，表明本集團承擔該金融負債的目的是交易性的：

- 承擔相關金融負債的目的，主要是為了近期回購。
- 相關金融負債在初始確認時屬於集中管理的可辨認金融工具組合的一部分，且有客觀證據表明近期實際存在短期獲利模式。
- 相關金融負債屬於衍生工具。但符合財務擔保合同定義的衍生工具以及被指定為有效套期工具的衍生工具除外。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.1 Classification and measurement of financial liabilities (Continued)

##### 11.4.1.1 Financial liabilities at FVTPL (Continued)

The Group designates a financial liability as FVTPL on initial recognition when the financial liability satisfies one of the following criteria: (1) such designation eliminates or significantly reduces accounting mismatch; (2) The financial liability forms part of a group of financial liabilities or a group of financial assets and financial liabilities, which is managed and its performance is evaluated on a fair value basis, in accordance with the documented risk management or investment strategy of the Group, and information about the grouping is reported to key management personnel on that basis; (3) The qualified hybrid financial instrument combines financial liability with embedded derivatives.

Held-for-trading financial liabilities are subsequently measured at fair value, and any gains or losses arising from changes in fair value and any dividend or interest income earned on the financial liabilities are recognised in profit or loss.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.1 金融負債的分類及計量(續)

11.4.1.1 以公允價值計量且其變動計入當期損益的金融負債(續)  
本集團將符合下列條件之一的金融負債，在初始確認時可以指定為以公允價值計量且其變動計入當期損益的金融負債：(1)該指定能夠消除或顯著減少會計錯配；(2)根據本集團正式書面文件載明的風險管理或投資策略，以公允價值為基礎對金融負債組合或金融資產和金融負債組合進行管理和業績評價，並在本集團內部以此為基礎向關鍵管理人員報告；(3)符合條件的包含嵌入衍生工具的混合合同。

交易性金融負債採用公允價值進行後續計量，公允價值變動形成的利得或損失以及與該等金融負債相關的股利或利息支出計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.1 Classification and measurement of financial liabilities (Continued)

##### 11.4.1.1 Financial liabilities at FVTPL (Continued)

For the financial liabilities designated as FVTPL, changes in fair value arising from changes in the Group's own credit risk are included in other comprehensive incomes and other changes in fair value recognised in profit and loss. Upon derecognition of the financial asset, cumulative changes in fair value arising from changes in the own credit risk previously recognised in other comprehensive income are transferred and included in retained earnings. Dividends or interest incomes earned on the financial liabilities are recognised in profit or loss. If the impact of the change in credit risk of such financial liability dealt with in the above way would create or enlarge an accounting mismatch in profit or loss, the Group shall present all gains or losses on that liability (including the effects of changes in the credit risk of that liability) in profit or loss.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.1 金融負債的分類及計量(續)

11.4.1.1 以公允價值計量且其變動計入當期損益的金融負債(續)  
對於被指定為以公允價值計量且其變動計入當期損益的金融負債，該金融負債由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益，其他公允價值變動計入當期損益。該金融負債終止確認時，之前計入其他綜合收益的自身信用風險變動引起的其公允價值累計變動額轉入留存收益。與該等金融負債相關的股利或利息支出計入當期損益。若按上述方式對該等金融負債的自身信用風險變動的影響進行處理會造成或擴大損益中的會計錯配的，本集團將該金融負債的全部利得或損失(包括自身信用風險變動的影響金額)計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.1 Classification and measurement of financial liabilities (Continued)

##### 11.4.1.2 Other financial liabilities

The Group shall classify all financial liabilities as subsequently measured at amortised cost, except for financial liabilities, financial guarantee contracts that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and gains or losses arising from derecognition or amortisation are recognised in profit or loss for the period.

When the contractual cash flows are changed due to the renegotiation or modification of the contract made between the Group and the counterparty and the renegotiation or modification does not result in the derecognition of the financial liability that is subsequently measured at amortised cost, the Group shall recalculate the carrying amount of the financial liability and shall recognised related gains or losses in profit or loss. The carrying amount of the financial liability shall be recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial liability's original effective interest rate. Any costs or fees incurred adjust the carrying amount of the modified financial liability and are amortised over the remaining term of the modified financial liability.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.1 金融負債的分類及計量(續)

##### 11.4.1.2 其他金融負債

除金融資產轉移不符合終止確認條件或繼續涉入被轉移金融資產所形成的金融負債、財務擔保合同外的其他金融負債分類為以攤餘成本計量的金融負債，按攤餘成本進行後續計量，終止確認或攤銷產生的利得或損失計入當期損益。

本集團與交易對手方修改或重新議定合同，未導致按攤餘成本進行後續計量的金融負債終止確認，但導致合同現金流量發生變化的，本集團重新計算該金融負債的賬面價值，並將相關利得或損失計入當期損益。重新計算的該金融負債的賬面價值，本集團根據將重新議定或修改的合同現金流量按金融負債的原實際利率折現的現值確定。對於修改或重新議定合同所產生的所有成本或費用，本集團調整修改後的金融負債的賬面價值，並在修改後金融負債的剩餘期限內進行攤銷。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.1 Classification and measurement of financial liabilities (Continued)

##### 11.4.1.2 Other financial liabilities (Continued)

##### 11.4.1.2.1 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder of the contract for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. Subsequent to initial recognition, financial guarantee contracts that are not designated as financial liabilities at FVTPL, or arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach, are measured at the higher of amount of loss provision and the amount initially recognised less cumulative amortisation amount determined based on the relevant requirements under the Standard on Revenue upon initial recognition.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.1 金融負債的分類及計量(續)

##### 11.4.1.2 其他金融負債(續)

##### 11.4.1.2.1 財務擔保合同

財務擔保合同是指當特定債務人到期不能按照最初或修改後的債務工具條款償付債務時，要求發行方向蒙受損失的合同持有人賠付特定金額的合同。對於不屬於指定為以公允價值計量且其變動計入當期損益的金融負債或者因金融資產轉移不符合終止確認條件或繼續涉入被轉移金融資產所形成的金融負債的財務擔保合同，在初始確認後按照損失準備金額以及初始確認金額扣除依據收入準則相關規定所確定的累計攤銷額後的餘額孰高進行計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

##### 11.4.2 Derecognition of financial liabilities

The Group derecognises a financial liability (or part of it) when the underlying present obligation (or part of it) is discharged. An agreement between the Group (the debtor) and the creditor to replace the original financial liability with a new financial liability with substantially different terms is accounted for as a derecognition of the original financial liability and the recognition of a new financial liability.

When the Group derecognises a financial liability or a part of it, it recognises the difference between the carrying amount of the financial liability (or part of the financial liability) derecognised and the consideration paid (including any non-cash assets transferred or new financial liabilities assumed) in profit or loss.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

##### 11.4.2 金融負債的終止確認

金融負債的現時義務全部或部分已經解除的，終止確認該金融負債或其一部分。本集團(借入方)與借出方之間簽訂協議，以承擔新金融負債方式替換原金融負債，且新金融負債與原金融負債的合同條款實質上不同的，本集團終止確認原金融負債，並同時確認新金融負債。

金融負債全部或部分終止確認的，將終止確認部分的賬面價值與支付的對價(包括轉出的非現金資產或承擔的新金融負債)之間的差額，計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.4 Classification of financial liabilities and equity instruments (Continued)

###### 11.4.3 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued (including refinanced), repurchased, sold or cancelled by the Group are recognised as changes of equity. Changes of fair value of equity instruments is not recognised by the Group. Transaction costs related to equity transactions are deducted from equity.

The Group recognises the distribution to holders of the equity instruments as distribution of profits. Dividends paid do not affect total amount of shareholders' equity.

The Group is entitled to extend the term of the perpetual bonds issued by the subsidiaries of the Company for an indefinite number of times. The Group is also entitled to defer payment of coupon interest on its perpetual bonds. The Group is not contractually obliged to pay cash or other financial assets. The perpetual bonds are classified as equity instruments and presented as minority interests in the consolidated financial statements.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.4 金融負債和權益工具的分類(續)

###### 11.4.3 權益工具

權益工具是指能證明擁有本集團在扣除所有負債後的資產中的剩餘權益的合同。本集團發行(含再融資)、回購、出售或註銷權益工具作為權益的變動處理。本集團不確認權益工具的公允價值變動。與權益性交易相關的交易費用從權益中扣減。

本集團對權益工具持有方的分配作為利潤分配處理，發放的股票股利不影響股東權益總額。

對於本公司子公司發行的永續債，本集團有權不限次數展期，對於永續債票面利息，本集團有權遞延支付，本集團並無合同義務支付現金或其他金融資產，該永續債分類為權益工具，並在合併報表中列報為少數股東權益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Financial instruments (Continued)

##### 11.5 Derivatives and embedded derivatives

Derivatives include forward foreign exchange contracts, cross currency swap and interest rate swap instruments, etc. Derivatives are initially measured at fair value at the date when the derivative contracts are entered into and are subsequently re-measured at fair value.

For hybrid contract constituted by embedded derivatives and host contract, if the host contract is a financial asset, the embedded derivative is not separated from the hybrid contract, and the hybrid contract shall be taken as a whole to which the accounting standards on the classification of financial assets apply.

##### 11.6 Offsetting financial assets and financial liabilities

Where the Group has a legal right that is currently enforceable to set off the recognised financial assets and financial liabilities, and intends either to settle on a net basis, or to realize the financial asset and settle the financial liability simultaneously, a financial asset and a financial liability shall be offset and the net amount is presented in the balance sheet. Except for the above circumstances, financial assets and financial liabilities shall be presented separately in the balance sheet and shall not be offset.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### 11.5 衍生工具與嵌入衍生工具

衍生工具，包括遠期外匯合約和交叉貨幣互換及利率互換工具等。衍生工具於相關合同簽署日以公允價值進行初始計量，並以公允價值進行後續計量。

對於嵌入衍生工具與主合同構成的混合合同，若主合同屬於金融資產的，本集團不從該混合合同中分拆嵌入衍生工具，而將該混合合同作為一個整體適用關於金融資產分類的會計準則規定。

##### 11.6 金融資產和金融負債的抵銷

當本集團具有抵銷已確認金融資產和金融負債金額的法定權利，且該種法定權利是當前可執行的，同時本集團計劃以淨額結算或同時變現該金融資產和清償該金融負債時，金融資產和金融負債以相互抵銷後的金額在資產負債表內列示。除此以外，金融資產和金融負債在資產負債表內分別列示，不予相互抵銷。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 12. Receivable financing

For notes payables classified at FVTOCI with a maturity of less than one year (inclusive) are included in receivable financing. Please refer to Note III.11 for the related accounting policies.

#### 13. Inventories

##### 13.1 Classification of inventories

The Group's inventories mainly include raw materials, finished goods, materials under entrusted processing, self-made semi-finished goods and work-in-progress and second-hand forklift trucks etc. Inventories are initially carried at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other costs.

##### 13.2 Calculation of cost of inventories transferred out

The actual cost of inventories transferred out is assigned by using weighted average method, first-in-first-out method or specific identification method.

##### 13.3 Basis for determining net realisable value of inventories

At the balance sheet date, inventories are measured at the lower of cost or net realizable value; provisions for inventory write-down are made on the excess of its cost over the net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and relevant taxes. Recognition of the net realizable value is based on the verified evidences and considers the purpose of holding inventories and the effect of post balance sheet events.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 12. 應收款項融資

本集團分類為以公允價值計量且其變動計入其他綜合收益的應收票據，自取得起期限在一年內(含一年)，列示為應收款項融資。其相關會計政策參見附註三、11。

#### 13. 存貨

##### 13.1 存貨的分類

本集團的存貨主要包括原材料、產成品、委託加工材料、自製半成品及在產品和二手車等。存貨按照成本進行初始計量。存貨成本包括採購成本、加工成本和其他成本。

##### 13.2 發出存貨的計價方法

發出存貨，採用加權平均法、先進先出法或個別計價法確定其實際成本。

##### 13.3 存貨可變現淨值的確定依據

資產負債表日，存貨按照成本與可變現淨值孰低計量。當其可變現淨值低於成本時，提取存貨跌價準備。

可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。在確定存貨的可變現淨值時，以取得的確鑿證據為基礎，同時考慮持有存貨的目的以及資產負債表日後事項的影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 13. Inventories (Continued)

##### 13.3 Basis for determining net realisable value of inventories (Continued)

Provision for impairment of inventories is made based on the excess of cost of inventory over its net realisable value on an item-by-item basis.

Following a provision for impairment of inventories is made, if factors that previously resulted in the provision for decline in value of inventories no longer exist, so that the net realizable value is higher than the carrying amount, the amount of the write-down is reversed. The amount of the reversal is recognized in profit or loss for the current period.

##### 13.4 Inventory system

The Groups adopts perpetual inventory system.

##### 13.5 Amortisation method of low-value consumables

Low-value consumables are amortised in full when received for use.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 13. 存貨(續)

##### 13.3 存貨可變現淨值的確定依據(續)

存貨按單個存貨項目的成本高於其可變現淨值的差額提取存貨跌價準備。

計提存貨跌價準備後，如果以前減記存貨價值的影響因素已經消失，導致存貨的可變現淨值高於其賬面價值的，在原已計提的存貨跌價準備金額內予以轉回，轉回的金額計入當期損益。

##### 13.4 存貨的盤存制度

存貨的盤存制度採用永續盤存制。

##### 13.5 低值易耗品的攤銷方法

低值易耗品採用一次轉銷法進行攤銷。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 14. Assets held-for-sale

A non-current asset or disposal group shall be classified as held for sale if its carrying amount will be recovered principally through a sale transaction (inclusive of non-monetary asset swap with commercial substance) rather than continuous use.

A non-current asset or disposal group classified as held for sale must also satisfy the following conditions: (1) according to the practice of disposing of this type of assets or disposal groups in a similar transaction, a non-current asset or disposal group is available for immediate sale in its present condition; (2) the sale will likely occur as the Group has made a resolution in respect of a disposal plan and obtained a firm purchase commitment from a buyer, and the sale is expected to be completed within one year.

The Group measures the non-current assets or disposal groups classified as held for sale at the lower of their carrying amount and fair value less costs to sell. Where the carrying amount is higher than the net amount of fair value less costs to sell, carrying amount should be reduced to the net amount of fair value less costs to sell, and such reduction is recognised in impairment loss of assets and included in profit or loss for the period. Meanwhile, provision for impairment of held-for-sale assets are made. When there is increase in the net amount of fair value of non-current assets held for sale less costs to sell at the balance sheet date, the original deduction should be reversed in impairment loss of assets recognised after the classification of held-for-sale category, and the reverse amount is include in profit or loss for the period, except for the impairment loss of assets recognised before classified as held for sale.

Non-current assets or disposal groups classified as held-for-sale are not depreciated or amortized. Interest and other costs of liabilities in disposal groups classified as held for sale continue to be recognised.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 14. 持有待售資產

當本集團主要通過出售(包括具有商業實質的非貨幣性資產交換)而非持續使用一項非流動資產或處置組收回其賬面價值時，將其劃分為持有待售類別。

分類為持有待售類別的非流動資產或處置組需同時滿足以下條件：(1)根據類似交易中出售此類資產或處置組的慣例，在當前狀況下即可立即出售；(2)出售極可能發生，即本集團已經就一項出售計劃作出決議且獲得確定的購買承諾，預計出售將在一年內完成。

本集團以賬面價值與公允價值減去出售費用後的淨額孰低計量持有待售的非流動資產或處置組。賬面價值高於公允價值減去出售費用後的淨額的，減記賬面價值至公允價值減去出售費用後的淨額，減記的金額確認為資產減值損失，計入當期損益，同時計提持有待售資產減值準備。後續資產負債表日持有待售的非流動資產公允價值減去出售費用後的淨額增加的，恢復以前減記的金額，並在劃分為持有待售類別後確認的資產減值損失金額內轉回，轉回金額計入當期損益。劃分為持有待售類別前確認的資產減值損失不予轉回。

持有待售的非流動資產或處置組中的非流動資產不計提折舊或攤銷，持有待售的處置組中負債的利息和其他費用繼續予以確認。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Long-term equity investments

##### 15.1 Basis for determining joint control and significant influence

Control exists when the investor has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power over the investee to affect its returns. Joint control is the contractually agreed sharing of control over an economic activity, and exists only when decisions relating to the activity require the unanimous consent of the parties sharing control. 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. When determining whether an investor is able to exercise control or significant influence over an investee, the effect of potential voting rights of the investee (for example, warrants and convertible debts) held by the investors or other parties that are currently exercisable or convertible shall be considered.

##### 15.2 Determination of initial investment cost

For a long-term equity investment acquired through a business combination involving enterprises under common control, the initial investment cost of the long-term equity investment is the attributable share of the carrying amount of the shareholders' equity of the acquiree on the date of combination in the consolidated financial statements of the ultimate controlling party. The difference between the initial investment cost and the carrying amount of cash paid, non-cash assets transferred and liabilities assumed adjusted to capital reserve. If the balance of capital reserve is not sufficient, any excess is adjusted to retained earnings. For issuing equity securities as consideration, the initial investment cost of the long-term equity investment is the attributable share of the carrying amount of the shareholders' equity of the combining party on the date of combination in the consolidated financial statements of the ultimate controlling party. The aggregate face values of the shares are accounted for share capital. The difference between the initial investment cost and the aggregate face values of the shares issued is adjusted to capital reserve. If the capital reserve is insufficient to be written down, the retained earnings shall be adjusted.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資

##### 15.1 共同控制、重大影響的判斷標準

控制是指投資方擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。共同控制是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。重大影響是指對被投資方的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。在確定能否對被投資單位實施控制或施加重大影響時，已考慮投資方和其他方持有的被投資單位當期可轉換公司債券、當期可執行認股權證等潛在表決權因素。

##### 15.2 初始投資成本的確定

對於同一控制下的企業合併取得的長期股權投資，在合併日按照被合併方所有者權益在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的初始投資成本。長期股權投資初始投資成本與支付的現金、轉讓的非現金資產以及所承擔債務賬面價值之間的差額，調整資本公積；資本公積不足沖減的，調整留存收益。以發行權益性證券作為合併對價的，在合併日按照被合併方所有者權益在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的初始投資成本，按照發行股份的面值總額作為股本，長期股權投資初始投資成本與所發行股份面值總額之間的差額，調整資本公積；資本公積不足沖減的，調整留存收益。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Long-term equity investments (Continued)

##### 15.2 Determination of initial investment cost (Continued)

As for the long-term equity investment acquired through business combinations involving enterprises not under common control, the initial investment cost of the long-term equity investment shall be taken as the merger cost on the acquisition date.

The intermediary fees such as auditing, legal services, appraisal and consultation and other related administrative expenses incurred by the combining party or the acquirer for business combination shall be taken to profit or loss of the current period when incurred.

The initial measurement of the long-term equity investment obtained by means other than the long-term equity investment formed by business combination shall be accounted for at cost. Where additional investment results in significant influence or joint control (but not control) over the investee, the cost of long-term equity investment is the sum of the fair value of the original equity investment plus the additional investment cost determined in accordance with the Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments.

##### 15.3 Recognition method for subsequent measurement and profit or loss

###### 15.3.1 Long-term equity investment calculated by cost method

The Company's financial statements adopt the cost method to calculate long-term equity investment in subsidiaries. Subsidiaries refer to investees which can be controlled by the Group.

The long-term equity investment calculated by cost method is measured at the initial investment cost. Adding or recovering investment adjusts the cost of long-term equity investment. The current investment income is recognised according to the cash dividend or profit declared to be distributed by the investee.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### 15.2 初始投資成本的確定(續)

對於非同一控制下的企業合併取得的長期股權投資，在購買日按照合併成本作為長期股權投資的初始投資成本。

合併方或購買方為企業合併發生的審計、法律服務、評估諮詢等中介費用以及其他相關管理費用，於發生時計入當期損益。

除企業合併形成的長期股權投資外其他方式取得的長期股權投資，按成本進行初始計量。對於因追加投資能夠對被投資單位實施重大影響或實施共同控制但不構成控制的，長期股權投資成本為按照《企業會計準則第22號—金融工具確認和計量》確定的原持有股權投資的公允價值加上新增投資成本之和。

##### 15.3 後續計量及損益確認方法

###### 15.3.1 按成本法核算的長期股權投資

公司財務報表採用成本法核算對子公司的長期股權投資。子公司是指本集團能夠對其實施控制的被投資主體。

採用成本法核算的長期股權投資按初始投資成本計量。追加或收回投資調整長期股權投資的成本。當期投資收益按照享有被投資單位宣告發放的現金股利或利潤確認。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Long-term equity investments (Continued)

##### 15.3 Recognition method for subsequent measurement and profit or loss (Continued)

##### 15.3.2 Long-term equity investment calculated by equity method

The Group's investment in associates and joint ventures is calculated by equity method. Associates refer to invested entities to which the Group can exert a significant influence, and joint ventures are joint arrangements in which the Group has only the right to the net assets of the arrangements.

When equity method is adopted, if the initial investment cost of long-term equity investment is greater than the fair value share of identifiable net assets of the invested entity, the initial investment cost of long-term equity investment shall not be adjusted; If the initial investment cost is less than the fair value share of the identifiable net assets of the invested entity, the difference shall be recorded into the current profits and losses, and the long-term equity investment cost shall be adjusted at the same time.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### 15.3 後續計量及損益確認方法(續)

##### 15.3.2 按權益法核算的長期股權投資

本集團對聯營企業和合營企業的投資採用權益法核算。聯營企業是指本集團能夠對其施加重大影響的被投資單位，合營企業是指本集團僅對該安排的淨資產享有權利的合營安排。

採用權益法核算時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，不調整長期股權投資的初始投資成本；初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Long-term equity investments (Continued)

##### 15.3 Recognition method for subsequent measurement and profit or loss (Continued)

##### 15.3.2 Long-term equity investment calculated by equity method (Continued)

When equity method is adopted, the investment income and other comprehensive income shall be recognised respectively according to the share of net profit and loss and other comprehensive income realised by the invested entity, and the carrying amount of long-term equity investment shall be adjusted at the same time; the carrying amount of long-term equity investment shall be reduced accordingly by calculating the portion to be enjoyed according to the profit or cash dividend declared by the invested entity; the carrying amount of long-term equity investment shall be adjusted and included in the capital reserve for other changes in the owner's rights and interests of the invested entity except net profit or loss, other comprehensive income and profit distribution. When recognising the share of the net profit or loss of the invested entity, the net profit of the invested entity shall be adjusted and recognised on the basis of the fair value of the identifiable assets of the invested entity at the acquisition date. If the accounting policies and periods adopted by the invested entity are inconsistent with those of the Company, the financial statements of the invested entity shall be adjusted in accordance with the accounting policies and period of the Company. The investment income and other comprehensive income shall be recognised accordingly. For transactions between the Group and associates or joint ventures, the assets invested or sold do not constitute business, and the gains and losses of internal transactions are offset by the shareholding attributable to the Group. On this basis, the investment gains and losses are recognised. However, the unrealised internal transaction losses between the Group and the invested entity shall not be offset if they belong to the impairment losses of the transferred assets.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### 15.3 後續計量及損益確認方法(續)

##### 15.3.2 按權益法核算的長期股權投資(續)

採用權益法核算時，按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資收益和其他綜合收益，同時調整長期股權投資的賬面價值；按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值；對於被投資單位除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動，調整長期股權投資的賬面價值並計入資本公積。在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，對被投資單位的淨利潤進行調整後確認。被投資單位採用的會計政策及會計期間與本公司不一致的，按照本公司的會計政策及會計期間對被投資單位的財務報表進行調整，並據以確認投資收益和其他綜合收益。對於本集團與聯營企業及合營企業之間發生的交易，投出或出售的資產不構成業務的，未實現內部交易損益按照享有的比例計算歸屬於本集團的部分予以抵銷，在此基礎上確認投資損益。但本集團與被投資單位發生的未實現內部交易損失，屬於所轉讓資產減值損失的，不予以抵銷。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Long-term equity investments (Continued)

##### 15.3 Recognition method for subsequent measurement and profit or loss (Continued)

##### 15.3.2 Long-term equity investment calculated by equity method (Continued)

The Group discontinues recognising its share of net losses of the investee after the carrying amount of the long-term equity investment together with any long-term interests that in substance form part of its net investment in the invested entity is reduced to zero. If the Group has incurred obligations to assume additional losses of the investee, estimated liability is recognised according to the expected obligation, and recorded as investment loss for the period. Where net profits are subsequently made by the invested entity, the Group resumes recognising its share of those profits only after its share of the profits exceeds the share of losses previously not recognised.

##### 15.4 Disposal of long-term equity investment

At the time of the disposal of long-term equity investment, the difference between its carrying amount and the actual consideration obtained shall be taken to profit or loss for the current period. For long-term equity investment calculated by equity method, the same basis as that adopted in the direct disposal of assets or liabilities by the invested entity shall be adopted and the part that would otherwise be taken to other comprehensive income is accounted for proportionally.

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### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### 15.3 後續計量及損益確認方法(續)

##### 15.3.2 按權益法核算的長期股權投資(續)

在確認應分擔被投資單位發生的淨虧損時，以長期股權投資的賬面價值和其他實質上構成對被投資單位淨投資的長期權益減記至零為限。此外，如本集團對被投資單位負有承擔額外損失的義務，則按預計承擔的義務確認預計負債，計入當期投資損失。被投資單位以後期間實現淨利潤的，本集團在收益分享額彌補未確認的虧損分擔額後，恢復確認收益分享額。

##### 15.4 長期股權投資處置

處置長期股權投資時，其賬面價值與實際取得價款的差額，計入當期損益。採用權益法核算的長期股權投資，在處置時採用與被投資單位直接處置相關資產或負債相同的基礎，按相應的比例對原計入其他綜合收益的部分進行會計處理。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 16. Investment property

Investment property is property held to earn rentals or for capital appreciation or both. Investment property includes a land use right that is leased out and a building that is leased out.

An investment property is measured initially at its cost. If the economic benefits relating to an investment property will probably flow in and the cost can be reliably measured, subsequent costs incurred for the property is included in the cost of the investment property. Subsequent costs other than that are recognized in profit or loss for the period in which they are incurred.

The Group uses the cost model for subsequent measurement of its investment property. Depreciation or amortization is calculated on the straight-line basis over its useful life, as follows:

Item	項目	Estimated useful lives (years) 預計使用壽命 (年)	Estimated net residual value rate (%) 預計淨殘值率 (%)	Annual depreciation rate (%) 年折舊率 (%)
Land use rights	土地使用權	48.5–50.0	–	2.00–2.06
Houses and buildings	房屋建築物	14.5–40.0	0–5	2.38–6.90

#### 17. Fixed assets

Fixed assets represent the tangible assets held for production or supply of goods or services, rental or for administrative purposes with useful lives over one accounting year. A fixed asset is recognized only when the economic benefits associated with the asset will probably flow to the Group and the cost of the asset can be measured reliably. Fixed assets are initially measured at cost.

If the economic benefits relating to a fixed asset will probably flow in and the cost can be reliably measured, subsequent expenditure incurred for a fixed asset shall be included in the cost of the fixed asset, and the carrying amount of the component of the fixed asset that is replaced shall be derecognized. Subsequent expenditure other than that shall be recognized in profit or loss for the period in which they are incurred.

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### 三、重要會計政策及會計估計(續)

#### 16. 投資性房地產

投資性房地產，是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、已出租的建築物。

投資性房地產按照成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能夠可靠地計量，則計入投資性房地產成本。除此以外的其他後續支出，在發生時計入當期損益。

本集團採用成本模式對投資性房地產進行後續計量，在其使用壽命內採用直線法計提折舊或攤銷。列示如下：

#### 17. 固定資產

固定資產是指為生產商品、提供勞務、出租或經營管理而持有的，使用壽命超過一個會計年度的有形資產。固定資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認。固定資產按照成本進行初始計量。

與固定資產有關的後續支出，如果與該固定資產有關的經濟利益很可能流入且其成本能夠可靠地計量，則計入固定資產成本，並終止確認被替換部分的賬面價值。除此以外的其他後續支出，在發生時計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 17. Fixed assets (Continued)

Other than fixed assets arising from the use and appropriation of safety funds, special reserve offset against the cost of fixed assets, and equivalent amounts of accumulated depreciation recognized; the straight line method or double-declining balance method is adopted for the depreciation of fixed assets of the Group.

The expected useful lives, net residual value rates and annual depreciation rates of fixed assets are presented as follows:

Item	項目	Estimated useful lives (years) 預計使用壽命 (年)	Estimated net residual value rate (%) 預計淨殘值率 (%)	Annual depreciation rate (%) 年折舊率 (%)
Land ownership	土地所有權	Indefinite 無期限	–	–
Houses and buildings	房屋建築物	10-50	0-5	1.90-10.00
Machinery and equipment	機器設備	3-15	0-5	6.33-33.33
Electronic equipment	電子設備	2-15	0-5	6.33-50.00
Vehicles	運輸設備	4-10	0-5	9.50-25.00
Forklift trucks and equipment leased out (long-term) (Note)	租出的叉車及設備(長期)(註)	Amortised based on the straight-line method over the lease term 基於租賃期按直線法攤銷	–	Amortised based on the straight-line method over the lease term 基於租賃期按直線法攤銷
Forklift trucks and equipment leased out (short-term) (Note)	租出的叉車及設備(短期)(註)	5-8	–	12.50-20.00
Others	其他	2-15	0-5	6.33-50.00

Note: For self-owned fixed assets leased out by the Group as lessor under operating lease, those leased for a period of not more than 12 months are presented under forklift trucks and equipment leased out (short-term) and those leased for a period of more than 1 year are presented under forklift trucks and equipment leased out (long-term).

The Group reviews the useful life and estimated net residual value of a fixed asset and the depreciation method applied at least at each year-end, and makes adjustments if necessary.

### 三、重要會計政策及會計估計(續)

#### 17. 固定資產(續)

除使用提取的安全生產費形成的固定資產，按照形成固定資產的成本沖減專項儲備，並確認相同金額的累計折舊之外，本集團固定資產的折舊採用直線法或雙倍餘額遞減法計提。

各類固定資產的預計使用壽命、淨殘值率及年折舊率列示如下：

註：本集團作為出租人經營租出的自有固定資產，租賃期限不超過12個月的列報在租出的叉車及設備(短期)項下，租賃期限大於1年的列報在租出的叉車及設備(長期)項下。

本集團至少於每年年度終了，對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，必要時進行調整。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 18. Construction in progress

The cost of construction in progress is determined according to the actual expenditure incurred for the construction, including all necessary construction expenditure incurred during the construction period, borrowing costs that shall be capitalized before the construction gets ready for its intended use and other relevant expenses. No provision is made for construction in progress. A construction in progress is transferred to fixed asset when the asset is ready for its intended use.

When the Company's construction in progress reaches the intended state of use and delivery, it will be transferred to fixed assets, and depreciation of fixed assets will be accrued in accordance with the Company's fixed asset depreciation policy.

Category 類別	Standards and timing for transferring construction in progress to fixed assets 在建工程結轉為固定資產的標準和時點
Houses and buildings 房屋及建築物	Earlier of actual commencement of use/completion and acceptance 實際開始使用／完工驗收孰早
Machines and equipment 機器設備	Earlier of actual commencement of use/completion of installation and acceptance 實際開始使用／完成安裝並驗收孰早

Construction in progress is stated in the balance sheet at cost less impairment losses (see Note III.22).

When an enterprise sells products or by-products produced before the fixed assets reach the intended usable state, the relevant income and costs shall be accounted for individually and included in the profit and loss in accordance with the provisions of "Accounting Standards for Business Enterprises No. 14 – Revenue" and "Accounting Standards for Business Enterprises No. 1 – Inventory".

### 三、重要會計政策及會計估計(續)

#### 18. 在建工程

在建工程成本按實際工程支出確定，包括在建期間發生的各項必要工程支出、工程達到預定可使用狀態前的應予資本化的借款費用以及其他相關費用等。在建工程不計提折舊。在建工程在達到預定可使用狀態時轉入固定資產。

本公司在建工程達到預定可使用狀態交付使用時結轉為固定資產，並按本公司固定資產折舊政策計提固定資產折舊。

在建工程以成本減減值準備(參見附註三、22)在資產負債表內列示。

企業將固定資產達到預定可使用狀態前產出的產品或副產品對外銷售，按照《企業會計準則第14號—收入》、《企業會計準則第1號—存貨》等規定，對相關的收入和成本分別進行會計處理，計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 19. Contract asset and liability

Contracts with customers will be presented in the Group's balance sheet as a contract liability or a contract asset, depending on the relationship between the Group's performance and the customer's payment.

##### 19.1 Contract asset

Contract assets refer to the Group's right to receive consideration for the transfer of goods to its customers, which depends on factors other than the passage of time. The Group's unconditional (i.e., depending only on the passage of time) right to collect consideration from customers is shown separately as receivables.

The Group's method for determining and accounting for expected credit losses which are related to contract assets are detailed in Note III.11.

##### 19.2 Contract liability

A contract liability is presented in the balance sheet where an amount of consideration has been received or is receivable by the Group prior to the Group performing by transferring the related good or service to the customer.

The Group offsets the contract assets and contract liabilities under the same contract and presents them on the balance sheet as a net amount.

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### 三、重要會計政策及會計估計(續)

#### 19. 合同資產與合同負債

本集團根據履行履約義務與客戶付款之間的關係在資產負債表中列示合同資產或合同負債。

##### 19.1 合同資產

合同資產指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。集團將擁有的、無條件(即，僅取決於時間流逝)向客戶收取對價的權利作為應收款項列示。

本集團對合同資產的預期信用損失的確定方法及會計處理方法見附註三、11。

##### 19.2 合同負債

本集團將已收或應收客戶對價而應向客戶轉讓商品的義務作為合同負債列示，如企業在轉讓承諾的商品之前已收取的款項。

本集團將同一合同下的合同資產和合同負債相互抵銷後以淨額列示。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 20. Borrowing costs

Borrowing costs are interest and other costs incurred by the Group in connection with the borrowing of the funds. Borrowing costs include interest, amortization of discounts or premiums related to borrowings, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings.

The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized. The amounts of other borrowing costs incurred are recognized as an expense in the period in which they are incurred. Qualifying assets are assets (fixed assets, investment property and inventories, etc.) that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

The capitalization of borrowing costs commences only when all of the following conditions are satisfied:

- (1) expenditures for the asset are being incurred;
- (2) borrowing costs are being incurred;
- (3) activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced.

Capitalization of borrowing costs ceases when the qualifying asset being acquired, constructed or produced becomes ready for its intended use or sale. Any borrowing costs subsequently incurred are recognized as an expense in the period in which they are incurred.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 20. 借款費用

借款費用，是指本集團因借款而發生的利息及其他相關成本，包括借款利息、折價或者溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。

可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，予以資本化，其他借款費用計入當期損益。符合資本化條件的資產，是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

借款費用同時滿足下列條件的，才能開始資本化：

- (1) 資產支出已經發生；
- (2) 借款費用已經發生；
- (3) 為使資產達到預定可使用或者可銷售狀態所必要的購建或者生產活動已經開始。

購建或者生產符合資本化條件的資產達到預定可使用或者可銷售狀態時，借款費用停止資本化。之後發生的借款費用計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 20. Borrowing costs (Continued)

During the capitalization period, the amount of interest to be capitalized for each accounting period shall be determined as follows:

- (1) where funds are borrowed for a specific purpose, the amount of interest to be capitalized is the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds or any investment income on the temporary investment of those funds.
- (2) where funds are borrowed for a general purpose, the amount of interest to be capitalized on such borrowings is determined by applying a weighted average interest rate to the weighted average of the excess amounts of accumulated expenditure on the asset over and above the amounts of specific-purpose borrowings.

Capitalization of borrowing costs is suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted by activities other than those necessary to prepare the asset for its intended use or sale, when the interruption is for a continuous period of more than 3 months. Borrowing costs incurred during these periods are recognized as an expense for the current period until the acquisition, construction or production is resumed.

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### 三、重要會計政策及會計估計(續)

#### 20. 借款費用(續)

在資本化期間內，每一會計期間的利息資本化金額，按照下列方法確定：

- (1) 專門借款以當期實際發生的利息費用，減去暫時性的存款利息收入或投資收益後的金額確定。
- (2) 佔用的一般借款，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的加權平均利率計算確定。

符合資本化條件的資產在購建或者生產過程中，發生除達到預定可使用或者可銷售狀態必要的程序之外的非正常中斷、且中斷時間連續超過3個月的，暫停借款費用的資本化。在中斷期間發生的借款費用確認為費用，計入當期損益，直至資產的購建或者生產活動重新開始。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Intangible assets

##### 21.1 Valuation method, useful life, impairment test for intangible assets

An intangible asset shall be recognized only when it is probable that the economic benefit associated with the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are measured initially at cost. However, intangible assets acquired in a business combination with a fair value that can be measured reliably are recognized separately as intangible assets and initially measured at the fair value.

The useful life of an intangible asset is determined according to the period over which it is expected to generate economic benefits for the Group. An intangible asset is regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group.

The expected useful lives of the intangible assets are as follows:

Item	項目	Expected useful lives (years) 預計使用壽命(年)
Patents	專有技術	3-20
Trademark rights	商標使用權	10/Indefinite不確定
License	特許權	3-15
Land use rights	土地使用權	30-50
Orders on hand	在手訂單	1-25
Customer relationship	客戶關係	2-17
Software	軟件	2-10
Others	其他	3-10

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 21. 無形資產

##### 21.1 無形資產計價方法、使用壽命、減值測試

無形資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認，並以成本進行初始計量。但企業合併中取得的無形資產，其公允價值能夠可靠地計量的，即單獨確認為無形資產並按照公允價值初始計量。

無形資產按照其能為本集團帶來經濟利益的期限確定使用壽命，無法預見其為本集團帶來經濟利益期限的作為使用壽命不確定的無形資產。

各項無形資產的預計使用壽命如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Intangible assets (Continued)

##### 21.1 Valuation method, useful life, impairment test for intangible assets (Continued)

Land use rights that are acquired by the Group are generally accounted for as intangible assets. Buildings, such as plants that are developed and constructed by the Group, and relevant land use rights and buildings, are accounted for as intangible assets and fixed assets, respectively. Payments for the land and buildings acquired are allocated between the land use rights and the buildings; if they cannot be reasonably allocated, all of the land use rights and buildings are accounted for as fixed assets.

An intangible asset with a finite useful life is amortized using the straight-line method over its useful life. For an intangible asset with a finite useful life, the Group reviews the useful life and amortization method at least at each year-end and makes adjustment if necessary.

An intangible asset with an indefinite useful life is tested for impairment at least once every year, irrespective of whether there is any indication that the asset may be impaired. This category of intangible assets will not be amortized and will be reviewed every accounting period based on its useful life. If evidence indicates that its useful life is limited, the asset will be accounted for in accordance to the policy for intangible asset with definite useful life stated above.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 21. 無形資產(續)

##### 21.1 無形資產計價方法、使用壽命、減值測試(續)

本集團取得的土地使用權，通常作為無形資產核算。自行開發建造廠房等建築物，相關的土地使用權和建築物分別作為無形資產和固定資產核算。外購土地及建築物支付的價款在土地使用權和建築物之間進行分配，難以合理分配的，全部作為固定資產處理。

使用壽命有限的無形資產，在其使用壽命內採用直線法攤銷。本集團至少於每年年度終了，對使用壽命有限的無形資產的使用壽命及攤銷方法進行覆核，必要時進行調整。

對使用壽命不確定的無形資產，無論是否存在減值跡象，每年均進行減值測試。此類無形資產不予攤銷，在每個會計期間對其使用壽命進行覆核。如果有證據表明使用壽命是有限的，則按上述使用壽命有限的無形資產的政策進行會計處理。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Intangible assets (Continued)

##### 21.2 Expenditure on an internal research and development

Expenditure on the research phase is recognized in profit or loss for the period in which it is incurred.

Expenditure in the development phase is recognised as intangible asset when the following criteria are met. Expenditure on the development phase which cannot meet all of the following conditions are recognized in current profit or loss:

- (1) the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- (2) the intention to complete the intangible asset and use or sell it;
- (3) how the intangible asset will generate probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset;
- (4) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset;
- (5) its ability to measure reliably the expenditure attributable to the intangible asset during its development.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 21. 無形資產(續)

##### 21.2 內部研究開發支出

研究階段的支出，於發生時計入當期損益。

開發階段的支出同時滿足下列條件的，確認為無形資產，不能滿足下述條件的開發階段的支出計入當期損益：

- (1) 完成該無形資產以使其能夠使用或出售在技術上具有可行性；
- (2) 具有完成該無形資產並使用或出售的意圖；
- (3) 無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；
- (4) 有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發，並有能力使用或出售該無形資產；
- (5) 歸屬於該無形資產開發階段的支出能夠可靠地計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Intangible assets (Continued)

##### 21.2 Expenditure on an internal research and development (Continued)

If the expenditures cannot be distinguished between research phase and development phase, the Company recognizes all expenditures into current profit or loss. The cost of the internally developed intangible assets only include the total expenditures incurred from the point of time at which the conditions for capitalisation are met until the intangible assets are ready for intended use. No adjustment is made to the costs already expensed in the profit or loss incurred by the identical intangible asset before it satisfies the conditions for capitalisation in the development phase.

#### 22. Impairment of assets

The Group determines the impairment of assets, other than the impairment of inventories, deferred income taxes, financial assets, contract assets, assets classified as held-for-sale, other current assets and long-term receivables using the following methods:

The Group assesses at the balance sheet date whether there is any indication that an asset may be impaired. If any indication exists that an asset may be impaired, the Group estimates the recoverable amount of the asset and performs test for impairment. Goodwill arising from a business combination and an intangible asset with an indefinite useful life are tested for impairment at least at each year-end, irrespective of whether there is any indication that the asset may be impaired. Intangible assets that have not been ready for intended use are tested for impairment each year.

The recoverable amount of an asset is the higher of its fair value less costs to sell and the present value of the future cash flow expected to be derived from the asset. The Group estimates the recoverable amount on an individual basis. If it is not possible to estimate the recoverable amount of the individual asset, the Group determines the recoverable amount of the asset group to which the asset belongs. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 21. 無形資產(續)

##### 21.2 內部研究開發支出(續)

無法區分研究階段支出和開發階段支出的，將發生的研發支出全部計入當期損益。內部開發活動形成的無形資產的成本僅包括滿足資本化條件的時點至無形資產達到預定用途前發生的支出總額，對於同一項無形資產在開發過程中達到資本化條件之前已經費用化計入損益的支出不再進行調整。

#### 22. 資產減值

本集團對除存貨、遞延所得稅、金融資產、合同資產、劃分為持有待售的資產、其他流動資產、長期應收款外的資產減值，按以下方法確定：

本集團於資產負債表日判斷資產是否存在可能發生減值的跡象，存在減值跡象的，本集團將估計其可收回金額，進行減值測試。對因企業合併所形成的商譽和使用壽命不確定的無形資產，無論是否存在減值跡象，至少於每年末進行減值測試。對於尚未達到可使用狀態的無形資產，也每年進行減值測試。

可收回金額根據資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者確定。本集團以單項資產為基礎估計其可收回金額；難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 22. Impairment of assets (Continued)

When the recoverable amount of an asset or asset group is less than its carrying amount, the carrying amount is reduced to the recoverable amount. The reduction in carrying amount is recognized in profit or loss for the current period. A provision for impairment of the asset is recognized accordingly.

For the purpose of impairment testing, the carrying amount of goodwill acquired in a business combination is allocated from the acquisition date on a reasonable basis, to each of the related asset groups; if it is impossible to allocate to the related asset groups, it is allocated to each of the related sets of asset groups. Each of the related asset groups or sets of asset groups is an asset group or set of asset group that is able to benefit from the synergies of the business combination and shall not be larger than a reportable segment determined by the Group.

In testing an asset group or a set of asset groups to which goodwill has been allocated for impairment, if there is any indication of impairment, the Group firstly tests the asset group or set of asset groups excluding the amount of goodwill allocated for impairment, determines the recoverable amount and recognizes any impairment loss. After that, the Group tests the asset group or set of asset groups including goodwill for impairment, whereby the carrying amount of the related asset group or set of asset groups is compared to its recoverable amount. If the carrying amount of the asset group or set of asset groups is higher than its recoverable amount, the amount of the impairment loss firstly reduces the carrying amount of the goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of other assets (other than the goodwill) within the asset group or set of asset groups, pro rata on the basis of the carrying amount of each asset.

Once the above impairment loss of assets is recognized, it cannot be reversed in subsequent accounting periods.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 22. 資產減值(續)

當資產或者資產組的可收回金額低於其賬面價值時，本集團將其賬面價值減記至可收回金額，減記的金額計入當期損益，同時計提相應的資產減值準備。

就商譽的減值測試而言，對於因企業合併形成的商譽的賬面價值，自購買日起按照合理的方法分攤至相關的資產組；難以分攤至相關的資產組的，將其分攤至相關的資產組組合。相關的資產組或者資產組組合，是能夠從企業合併的協同效應中受益的資產組或者資產組組合，且不大於本集團確定的報告分部。

對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，首先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，確認相應的減值損失。然後對包含商譽的資產組或者資產組組合進行減值測試，比較其賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，在以後會計期間不再轉回。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 23. Long-term prepaid expenses

Long-term prepaid expenses are expenses which have incurred but shall be amortized over the current period and subsequent periods of more than one year. Long-term prepaid expenses are amortized using straight-line method with amortization period as follows:

Item	項目	Amortization period (years) 攤銷期(年)
Industrial mould fee	工裝模具費	1-5
Industrial equipment fee	工位器具費	5
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	The shorter of useful life and lease term 使用壽命與租賃期孰短

#### 24. Payroll

##### 24.1 Accounting treatment for short-term remuneration

Short-term remuneration actually incurred during the accounting period in which the staff members provide services are recognized as liability and taken to the profit and loss for the current period or the costs of the relevant asset. The Group recognises the amount of employee benefits that actually occurred and charged to profit or loss for the current period or cost of relevant assets. Employee benefits are non-monetary benefits measured at fair value.

During the accounting period in which employees render service, medical insurance, work-related injury insurance, maternity insurance and other social security contributions and housing provident fund paid by the Group, as well as labour union funds and employees' education expenses extracted by requirement are taken into account in determining the amount of staff remuneration based on the required accrual basis and proportions and in turn the corresponding liabilities, which are charged to profit or loss for the current period or cost of relevant assets.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 23. 長期待攤費用

長期待攤費用為已經發生但應由本期和以後各期負擔的分攤期限在一年以上的各項費用。長期待攤費用採用直線法攤銷，攤銷期如下：

#### 24. 職工薪酬

##### 24.1 短期薪酬的會計處理方法

本集團在職工為其提供服務的會計期間，將實際發生的短期薪酬確認為負債，並計入當期損益或相關資產成本。本集團發生的職工福利費，在實際發生時根據實際發生額計入當期損益或相關資產成本。職工福利費為非貨幣性福利的，按照公允價值計量。

本集團為職工繳納的醫療保險費、工傷保險費、生育保險費等社會保險費和住房公積金，以及本集團按規定提取的工會經費和職工教育經費，在職工為本集團提供服務的會計期間，根據規定的計提基礎和計提比例計算確定相應的職工薪酬金額，確認相應負債，並計入當期損益或相關資產成本。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 24. Payroll (Continued)

##### 24.2 Accounting treatment for post-employment benefits

Post-employment benefits are classified into defined contribution plans and defined benefit plans.

##### 24.2.1 Defined contribution plan

In the accounting period in which employees render services, the amount payable under the defined contribution plan is recognised as liability and charged to profit or loss for the current period or cost of relevant assets.

The employees of the Group participate in pension insurance and unemployment insurance administered by local governments, as well as annuity plan. The relevant expenditure is recognized, when incurred, in the costs of relevant assets or the profit or loss for the current period.

##### 24.2.2 Defined benefit plan

The benefit obligation under defined benefit plan based on the formula determined by projected unit credit method would be vested to the service period of the staff and charged to current profit or loss or cost of relevant assets. Some overseas subsidiaries of the Group operate defined benefit pension plans, under which contributions shall be made to a separately-administered fund.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 24. 職工薪酬(續)

##### 24.2 離職後福利的會計處理方法

離職後福利分類為設定提存計劃和設定受益計劃。

##### 24.2.1 設定提存計劃

本集團在職工為其提供服務的會計期間，將根據設定提存計劃計算的應繳存金額確認為負債，並計入當期損益或相關資產成本。

本集團的職工參加由當地政府管理的養老保險和失業保險，還參加了企業年金，相應支出在發生時計入相關資產成本或當期損益。

##### 24.2.2 設定受益計劃

對於設定受益計劃，本集團根據預期累計福利單位法確定的公式將設定受益計劃產生的福利義務歸屬於職工提供服務的期間，並計入當期損益或相關資產成本。本集團的部分海外子公司設立設定受益退休金計劃，該等計劃要求向獨立管理的基金繳存費用。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 24. Payroll (Continued)

##### 24.2 Accounting treatment for post-employment benefits (Continued)

##### 24.2.2 Defined benefit plan (Continued)

The service costs and the net interest on the net liabilities or net assets under the defined benefit plan would be taken to the current profit or loss or cost of relevant assets. The changes generated from the re-measurement of the net liabilities or net assets under the defined benefit plan (including actuarial gains or losses, return on assets under the plan, less the amount included in the net interest on net liabilities or net assets under defined benefit plan, changes under the effect of maximum assets, less the amount included in the net interest on net liabilities or net assets under defined benefit plans) would be taken to other comprehensive income.

Net interest is calculated by multiplying the net liabilities or net assets under the defined benefit plan with the discount rate. Changes in the net obligations under the defined benefit plan are recognized under cost of sales, selling expenses, general and administrative expenses, research & development expenses and finance expenses in the income statement. Costs of services include costs of services for the current period, costs of services for previous periods, and gains or losses on settlement. Net interest includes interest income accrued upon assets under the plan, interest expenses incurred due to obligations under the plan, and interest under the effect of maximum assets.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 24. 職工薪酬(續)

##### 24.2 離職後福利的會計處理方法(續)

##### 24.2.2 設定受益計劃(續)

服務成本及設定受益計劃淨負債或淨資產的利息淨額計入當期損益或相關資產成本。重新計量設定受益計劃淨負債或淨資產所產生的變動(包括精算利得或損失、計劃資產回報扣除包括在設定受益計劃淨負債或淨資產的利息淨額中的金額、資產上限影響的變動扣除包括在設定受益計劃淨負債或淨資產的利息淨額中的金額)計入其他綜合收益。

利息淨額由設定受益計劃淨負債或淨資產乘以折現率計算而得。本集團在利潤表的營業成本、銷售費用、管理費用、研發費用、財務費用中確認設定受益計劃淨義務的變動：服務成本，包括當期服務成本、過去服務成本和結算利得或損失；利息淨額，包括計劃資產的利息收入、計劃義務的利息費用以及資產上限影響的利息。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 24. Payroll (Continued)

##### 24.3 Accounting treatment for severance benefits

Where the Group provides severance benefits to its employees, payroll payable arising from such severance benefits are recognized on the earlier of the following dates and included in profit or loss for the current period: when the Group is unable to unilaterally withdraw the severance benefits provided under its plan to terminate working relationship with employees or redundancy plan; or when the Group recognizes costs or expenses relating to reorganization involving the payment of severance benefits.

##### 24.4 Other long-term staff benefits

For other long-term staff benefits, the items conforming to the conditions of defined contribution plan are treated according to the requirements in the defined contribution plans, whereas the rest are recognised and measured as net liabilities or net assets under other long-term staff benefits according to the defined benefit plan. At the end of reporting period, staff costs under other long-term staff benefits are recognised as three components, namely service cost, net interest on net liabilities or net assets under other long-term staff benefits and changes upon re-measurement of net liabilities or assets under other long-term staff benefits. The total net amount of these items is included in profit or loss for the current period or the cost of relevant assets.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 24. 職工薪酬(續)

##### 24.3 辭退福利的會計處理方法

本集團向職工提供辭退福利的，在下列兩者孰早日確認辭退福利產生的職工薪酬負債，並計入當期損益：本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時；本集團確認與涉及支付辭退福利的重組相關的成本或費用時。

##### 24.4 其他長期職工福利

對於其他長期職工福利，符合設定提存計劃條件的，按照上述設定提存計劃的有關規定進行處理，除此之外按照設定受益計劃的有關規定，確認和計量其他長期職工福利淨負債或淨資產。在報告期末，其他長期職工福利產生的職工薪酬成本確認為服務成本、其他長期職工福利淨負債或淨資產的利息淨額以及重新計量其他長期職工福利淨負債或淨資產所產生的變動三個組成部分。這些項目的總淨額計入當期損益或相關資產成本。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 25. Accruals and provisions

Except for contingent consideration transferred and contingent liability assumed in business combinations involving entities not under common control, the Group recognizes an obligation related to a contingency as a provision such as product warranty/onerous contracts when the obligation is a present obligation of the Group; it is probable that an outflow of economic benefits from the Group will be required to settle the obligation; and the amount of the obligation can be measured reliably.

As at the balance sheet date, a provision is measured at the best estimate of the expenditure required to settle the related present obligation, after taking into consideration of factors such as the risks, uncertainty and time value of money relating to a contingency. If the time value of money has a significant impact, the best estimate is determined by the discounted amount of expected future cash outflows.

A contingent liability recognized in a business combination from the acquiree is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognized for provisions above; and the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the principle of revenue recognition.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 25. 預計負債

除了非同一控制下企業合併中的或有對價及承擔的或有負債之外，當與產品質量保證／虧損合同等或有事項相關的義務是本集團承擔的現時義務，且履行該義務很可能導致經濟利益流出，以及該義務的金額能夠可靠地計量，則確認為預計負債。

在資產負債表日，考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素，按照履行相關現時義務所需支出的最佳估計數對預計負債進行計量。如果貨幣時間價值影響重大，則以預計未來現金流出折現後的金額確定最佳估計數。

企業合併中取得的被購買方或有負債在初始確認時按照公允價值計量，在初始確認後，按照預計負債確認的金額，和初始確認金額扣除收入確認原則確定的累計攤銷額後的餘額，以兩者之中的較高者進行後續計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 26. Share-based payments

Share-based payments can be distinguished into equity-settled share-based payments and cash-settled share-based payments. Equity-settled share-based payments are transactions of the Group settled through the payment of shares or other equity instruments in consideration for receiving services.

Equity-settled share-based payments made in exchange for services rendered by employees are measured at the fair value of equity instruments granted to employees. Instruments which are vested immediately upon the grant are charged to relevant costs or expenses at the fair value on the date of grant and the capital reserve is credited accordingly. Instruments of which vesting is conditional upon completion of services or fulfillment of performance conditions are measured by recognizing services rendered during the period in relevant costs or expenses and crediting the capital reserve accordingly at the fair value on the date of grant according to the best estimates conducted by the Group at each balance sheet date during the pending period based on subsequent information such as latest updates on the change in the number of entitled employees and whether performance conditions have been fulfilled, and etc.

No expense is recognized for awards that do not ultimately vest, except where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all non-market conditions are satisfied.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 26. 股份支付

股份支付，分為以權益結算的股份支付和以現金結算的股份支付。以權益結算的股份支付，是指本集團為獲取服務以股份或其他權益工具作為對價進行結算的交易。

以權益結算的股份支付換取職工提供服務的，以授予職工權益工具的公允價值計量。授予後立即可行權的，在授予日按照公允價值計入相關成本或費用，相應增加資本公積；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內每個資產負債表日，本集團根據最新取得的可行權職工人數變動、是否達到規定業績條件等後續信息對可行權權益工具數量作出最佳估計，以此為基礎，按照授予日的公允價值，將當期取得的服務計入相關成本或費用，相應增加資本公積。

對於最終未滿足行權條件的股份支付，不確認成本或費用，除非行權條件是市場條件或非可行權條件，此時無論是否滿足市場條件或非可行權條件，只要滿足所有可行權條件中的非市場條件，即視為可行權。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 26. Share-based payments (Continued)

Where the terms of an equity-settled share-based payment are modified, as a minimum, services obtained are recognized as if the terms had not been modified. In addition, an expense is recognized for any modification which increases the total fair value of the instrument granted, or is otherwise beneficial to the employee.

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 recognized for the award is recognized immediately. Where employees or other parties are permitted to choose to fulfill non-vesting conditions but have not fulfilled during the pending period, equity-settled share-based payments are deemed cancelled. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the new awards are treated as if they were a modification of the original award.

A cash-settled share-based payment shall be measured in accordance with the fair value of liability calculated and confirmed based on the shares or other equity instruments undertaken by the Group. If the right may be exercised immediately after the grant, the fair value of the liability undertaken by the enterprise shall, on the date of the grant, be included in the relevant costs or expenses, and the liabilities shall be increased accordingly. If the right may not be exercised until services are completed or until the specified performance conditions are met during the vesting period, the services obtained in the current period shall, based on the best estimate of the information about the exercisable right, be included in the relevant costs or expenses at the fair value of the liability undertaken by the enterprise, and the liabilities shall be increased accordingly. On each balance sheet date prior to settlement of the relevant liabilities and on the settlement date, the fair value of the liability is re-measured and any change of fair value is taken to profit or loss for the current period.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 26. 股份支付(續)

如果修改了以權益結算的股份支付的條款，至少按照未修改條款的情況確認取得的服務。此外，如果修改增加了所授予權益工具公允價值，或做出其他對職工有利的變更，均確認取得服務的增加。

如果取消了以權益結算的股份支付，則於取消日作為加速行權處理，立即確認尚未確認的金額。職工或其他方能夠選擇滿足非可行權條件但在等待期內未滿足的，作為取消以權益結算的股份支付處理。但是，如果授予新的權益工具，並在新權益工具授予日認定所授予的新權益工具是用於替代被取消的權益工具的，則作為原權益結算的股份支付條款和條件的修改進行處理。

以現金結算的股份支付，按照本集團承擔的以股份或其他權益工具為基礎計算確定的負債的公允價值計量。授予後立即可行權的，在授予日以承擔負債的公允價值計入成本或費用，相應增加負債；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內以對可行權情況的最佳估計為基礎，按照承擔負債的公允價值，將當期取得的服務計入相關成本或費用，增加相應負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Revenue

The Group recognises revenue based on the transaction price allocated to such performance obligation when a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. A performance obligation represents the commitment that a good or service that is distinct shall be transferred by the Group to the customer. Transaction price refers to the amount of consideration to which the Group expects to be entitled in exchange of transferring goods or services to a customer, excluding the amount received on behalf of third parties and the amount that the Group expects to return to a customer.

On the inception date of the contract, the Group evaluates the contract to identify the individual performance obligations contained in the contract, and determines whether each individual performance obligation is performed within a certain period of time or at a certain point in time. It is a performance obligation satisfied during a period of time if one of the following conditions is met: (1) the customer obtains and consumes economic benefits provided by the Group’s performance as the Group performs; (2) the customer is able to control goods in progress during the Group’s performance; (3) goods generated during the Group’s performance have no alternative use, and the Group is entitled to payments for performance completed to date. Otherwise, the Group will recognise revenue at the point in time when the customer obtains control of the relevant goods or services.

The Group adopts the input method to determine performance schedules, namely according to the Group’s input into the performance of contractual obligations. When the performance progress cannot be determined, the Group is expected to be reimbursed for the costs already incurred and recognize the revenue based on the costs already incurred until the performance progress can be reasonably determined.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 27. 收入

本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務控制權時，按照分攤至該項履約義務的交易價格確認收入。履約義務，是指合同中本集團向客戶轉讓可明確區分商品或服務的承諾。交易價格，是指本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，但不包含代第三方收取的款項以及本集團預期將退還給客戶的款項。

本集團在合同開始日對合同進行評估，識別該合同所包含的各單項履約義務，並確定各單項履約義務是在某一時段內履行，還是在某一時點履行。滿足下列條件之一的，屬於在某一時間段內履行的履約義務，本集團按照履約進度，在一段時間內確認收入：(1)客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；(2)客戶能夠控制本集團履約過程中在建的商品；(3)本集團履約過程中所產出的商品具有不可替代用途，且本集團在整個合同期間內有權就累計至今已完成的履約部分收取款項。否則，本集團在客戶取得相關商品或服務控制權的時點確認收入。

本集團採用投入法確定履約進度，即根據本集團為履行履約義務的投入確定履約進度。當履約進度不能合理確定時，已經發生的成本預計能夠得到補償的，本集團按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Revenue (Continued)

If there are two or more of performance obligations included in the contract, at the contract inception, the Group allocates the transaction price to each single performance obligation based on the relative proportion of stand-alone selling prices of goods or services promised in single performance obligation. However, if there is conclusive evidence indicating that the contract discount or variable consideration is only relative with one or more (not the whole) performance obligations in the contract, the Group will allocate the contract discount or variable consideration to relative one or more performance obligations. Stand-alone selling price is a price at which the Group would sell goods or services separately to a customer. The stand-alone selling price cannot be observed directly, the Group estimates the stand-alone selling price through comprehensive consideration of all reasonably acquired relative information and maximum use of observable inputs.

#### *Variable consideration*

Where variable consideration exists in the Group's contracts, the best estimate of variable consideration is arrived at using either an expected value or most likely outcome method. Transaction price comprising the variable consideration does not exceed the amount that it is highly probable that there will not be a significant reversal in the amount of cumulative revenue recognized when the uncertainty is resolved. On each balance sheet date, the Group re-estimates the amount of variable consideration that should be included in the transaction price.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 27. 收入(續)

合同中包含兩項或多項履約義務的，本集團在合同開始日，按照各單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務。但在有確鑿證據表明合同折扣或可變對價僅與合同中一項或多項(而非全部)履約義務相關的，本集團將該合同折扣或可變對價分攤至相關一項或多項履約義務。單獨售價，是指本集團向客戶單獨銷售商品或服務的價格。單獨售價無法直接觀察的，本集團綜合考慮能夠合理取得的全部相關信息，並最大限度地採用可觀察的輸入值估計單獨售價。

#### *可變對價*

合同中存在可變對價的，本集團按照期望值或最可能發生金額確定可變對價的最佳估計數。包含可變對價的交易價格，不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。每一資產負債表日，本集團重新估計應計入交易價格的可變對價金額。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Revenue (Continued)

##### *Consideration payable to customers*

Where consideration payable to customers exists in a contract, it is set off against transaction price and is applied against revenue for the current period at the later of the point at which the relevant revenue is recognized and the point of payment of (or commitment to pay) consideration to customers, unless the consideration payable is for obtaining other distinct goods or services from the customers.

##### *Sales with quality assurance terms attached*

For sales with quality assurance terms, if the quality assurance provides a separate service to the customer other than ensuring that the goods or services sold meet the pre-determined standards, the quality assurance constitutes a single performance obligation. Otherwise, the Group will account for the quality assurance obligation in accordance with the "Accounting Standards for Business Enterprises No. 13 – Contingencies".

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 27. 收入(續)

##### *應付客戶對價*

合同中存在應付客戶對價的，除非該對價是為了向客戶取得其他可明確區分商品或服務的，本集團將該應付對價沖減交易價格，並在確認相關收入與支付(或承諾支付)客戶對價二者孰晚的時點沖減當期收入。

##### *附有質量保證條款的銷售*

對於附有質量保證條款的銷售，如果該質量保證在向客戶保證所銷售商品或服務符合既定標準之外提供了一項單獨的服務，該質量保證構成單項履約義務。否則，本集團按照《企業會計準則第13號—或有事項》規定對質量保證責任進行會計處理。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Revenue (Continued)

##### *A principallan agent*

The Group determines whether it is a principal or an agent at the time of the transaction based on whether it owns the control of the goods or services before the transfer of such goods or services to the customer. Where the Group is in control of that good or service prior to transferring the same to a customer, the Group is a principal, and revenue shall be recognized based on the total consideration received or receivable. Otherwise, the Group is an agent, and revenue shall be recognized at the amount of commissions or service charges expected to be entitled to collect, and such amount shall be determined based on net amount of total consideration received or receivable less amounts payable to other related parties, or based on the pre-determined commissions or proportions.

The following is a description of accounting policies regarding revenue from the Group's principal activities:

##### (1) *Revenue from selling product*

The Group manufactures and sells engines, automobiles and auto parts, forklift trucks and agricultural machineries to customers. The Group recognizes the revenue when the products are delivered to the agreed location or picked up by the customer in accordance with the provisions of the contract, and the customer takes possession of and accepts the products.

For export sales, the Group recognizes the revenue when the customer or the consignee or carrier designated by the customer takes possession of the product at the location designated by the customer, and the customer obtains the control of the products.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 27. 收入(續)

##### *主要責任人／代理人*

本集團根據在向客戶轉讓商品或服務前是否擁有對該商品或服務的控制權，來判斷從事交易時本集團的身份是主要責任人還是代理人。本集團在向客戶轉讓商品或服務前能夠控制該商品或服務的，本集團為主要責任人，按照已收或應收對價總額確認收入；否則，本集團為代理人，按照預期有權收取的佣金或手續費的金額確認收入，該金額按照已收或應收對價總額扣除應支付給其他相關方的價款後的淨額或者按照既定的佣金金額或比例等確定。

與本集團取得收入的主要活動相關的具體會計政策描述如下：

##### (1) *商品銷售收入*

本集團生產並向客戶銷售發動機、汽車及汽車零部件、叉車及農業裝備等。本集團將產品按照合同規定運至約定交貨地點或由客戶提貨且在客戶已接受該產品時客戶取得控制權，與此同時本集團確認收入。

對於出口銷售，本集團在將產品交付至客戶指定地點，經客戶或客戶指定收貨人或承運人提貨時客戶取得控制權，與此同時本集團確認收入。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Revenue (Continued)

##### *A principal/an agent (Continued)*

##### (2) Revenue from supply chain solutions business

Revenue in the project business of the supply chain solutions are recognized over a period of time. As of the balance sheet date, the Group recognized revenue based on the proportion of contract costs incurred up to the balance sheet date compared with the estimated total contract costs (cost to cost method).

During the project, invoices are issued to the customer when contractually agreed milestones are reached. To the extent that the difference in timing arises for reasons other than the provision of finance, no financing component is deemed to exist.

##### (3) Income from provision of services

The Group satisfies a performance obligation over time when the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs, and recognizes the revenue over a period of time.

Except for the income arising from contracts with customers, income of the Group includes income from lease transactions in daily operating activities. For details of relevant accounting policies, please refer to Note III. 36.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 27. 收入(續)

##### 主要責任人/代理人(續)

##### (2) 供應鏈解決方案業務收入

本集團履行供應鏈解決方案業務屬於在一段時間內確認收入。在資產負債表日，本集團按照已發生的成本佔預計總成本的比例確定履約進度，並相應確認收入。

客戶在工程進度達到合同約定的里程碑時，向本集團分階段支付服務費。該分階段付款安排不包含重大融資成分。

##### (3) 提供服務收入

對於本集團履約的同時客戶即取得並消耗本集團履約所帶來的經濟利益，本集團將其作為在某一時段內履行的履約義務，按照履約進度確認收入。

除與客戶之間的合同產生的收入外，本集團收入中包括作為日常經營活動而從事租賃交易產生的收入，相應會計政策詳見附註三、36。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 28. Government grants

Government grant is recognized when the Group can comply with the conditions attached to it and it can be received. Government grant is classified as asset-related government grant and income-related government grant. Government grant for purchasing, building or otherwise forming long-term assets is recognized as one related to assets. Otherwise it is recognized as one related to income.

If a government grant is in the form of a transfer of monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of non-monetary asset, it is measured at fair value; if fair value is not reliably determinable, it is measured at a nominal amount.

An asset-related government grant is recognized as deferred income and recognized in profit or loss by stages over the useful life of the related assets in a reasonable and systematic way. However, a government grant measured at a nominal amount is recognized directly in profit or loss for the current period. A government grant related to income is accounted for as follows: if the grant is a compensation for related costs expenses or losses to be incurred in subsequent periods, the grant is recognized as deferred income, and recognized in profit or loss over the periods in which the related costs are recognized; if the grant is a compensation for related costs expenses or losses already incurred, it is recognized immediately in profit or loss for the current period.

Government grant related to daily operations is recognized in other income. Government grant not related to daily operations is recognized in non-operating income.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 28. 政府補助

政府補助在能夠滿足其所附的條件並且能夠收到時，予以確認。政府補助分為與資產相關的政府補助和與收益相關的政府補助。用於購建或以其他方式形成長期資產的，作為與資產相關的政府補助；除此之外的作為與收益相關的政府補助。

政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能夠可靠取得的，按照名義金額計量。

與資產相關的政府補助，確認為遞延收益，並在相關資產使用壽命內按照合理、系統的方法分期計入損益。但按照名義金額計量的政府補助，直接計入當期損益。與收益相關的政府補助，用於補償企業以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間，計入當期損益；用於補償企業已發生的相關成本費用或損失的，直接計入當期損益。

與日常活動相關的政府補助，計入其他收益。與日常活動無關的政府補助，計入營業外收入。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 29. Income tax

Income tax comprises current and deferred tax. Income tax is recognized as income or an expense in profit or loss for the current period, except that it is a goodwill adjustment arising from business combination, or transactions or events recognized directly in shareholders' equity or other comprehensive income, in which case they are recognized in shareholders' equity or other comprehensive income.

The Group measures a current tax asset or liability arising from the current and prior period based on the amount of income tax expected to be paid by the Group or returned by tax authority calculated by related tax laws.

For temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts, and temporary differences between the carrying amounts and the tax bases of items, the tax bases of which can be determined for tax purposes, but which have not been recognized as assets and liabilities according to the tax laws, deferred taxes are provided using the liability method.

A deferred tax liability is recognized for all taxable temporary differences, except:

- (1) where the taxable temporary differences arise from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction which contains both of the following characteristics: the individual transaction is not a business combination, and the initial recognition of assets and liabilities does not result in an equal amount of taxable temporary differences and deductible temporary differences, then the temporary differences generated in the transaction will not generate deferred income tax.
- (2) in respect of taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 29. 所得稅

所得稅包括當期所得稅和遞延所得稅。除由於企業合併產生的調整商譽，或與直接計入股東權益或其他綜合收益的交易或者事項相關的計入股東權益或其他綜合收益外，均作為所得稅費用或收益計入當期損益。

本集團對於當期和以前期間形成的當期所得稅負債或資產，按照稅法規定計算的預期應交納或返還的所得稅金額計量。

本集團根據資產與負債於資產負債表日的賬面價值與計稅基礎之間的暫時性差異，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法計提遞延所得稅。

各種應納稅暫時性差異均據以確認遞延所得稅負債，除非：

- (1) 應納稅暫時性差異是在以下交易中產生的：商譽的初始確認，或者具有以下特徵的交易中產生的資產或負債的初始確認：該單項交易不是企業合併，且初始確認的資產和負債並未導致產生等額應納稅暫時性差異和可抵扣暫時性差異，則該交易中產生的暫時性差異不會產生遞延所得稅。
- (2) 對於與子公司、合營企業及聯營企業投資相關的應納稅暫時性差異，該暫時性差異轉回的時間能夠控制並且該暫時性差異在可預見的未來很可能不會轉回。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 29. Income tax (Continued)

A deferred tax asset is recognized for deductible temporary differences, carryforward of deductible tax losses from prior years and tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and deductible tax losses and tax credits can be utilized, except:

- (1) where the deductible temporary differences arises from a transaction that is not a business combination and, at the time of the transaction, neither the accounting profit nor taxable profit or deductible loss is affected.
- (2) in respect of the deductible temporary differences associated with investments in subsidiaries, joint ventures and associates, a deferred tax asset is only recognized to the extent that it is probable that the temporary differences will be reversed in the foreseeable future and taxable profit will be available against which the deductible temporary differences can be utilized in the future.

At the balance sheet date, deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws. The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects at the balance sheet date, to recover the assets or settle the liabilities.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 29. 所得稅(續)

對於可抵扣暫時性差異、能夠結轉以後年度的可抵扣虧損和稅款抵減，本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認由此產生的遞延所得稅資產，除非：

- (1) 可抵扣暫時性差異是在以下交易中產生的：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所得額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的可抵扣暫時性差異，同時滿足下列條件的，確認相應的遞延所得稅資產：暫時性差異在可預見的未來很可能轉回，且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

本集團於資產負債表日，對於遞延所得稅資產和遞延所得稅負債，依據稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量，並反映資產負債表日預期收回資產或清償負債方式的所得稅影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 29. Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in future periods to allow the deferred tax assets to be utilized. Deferred tax assets previously written down are reversed 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 deferred tax liabilities presented on a net basis are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities on a net basis and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### 30. Leases

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

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

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 29. 所得稅(續)

於資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核，如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額可供所有或部分遞延所得稅資產轉回的限度內，轉回原減記的遞延所得稅資產。

如果擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅與同一應納稅主體和同一稅收徵管部門相關，則將遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示。

#### 30. 租賃

租賃，是指在一定期間內，出租人將資產的使用權讓與承租人以獲取對價的合同。

首次執行日後簽訂或變更合同，在合同開始或變更日，本集團評估該合同是否為租賃或者包含租賃。除非合同條款和條件發生變化，本集團不重新評估合同是否為租賃或者包含租賃。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee

##### 30.1.1 Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date on which the leased asset is made available by the lessor for the Group's use. The right-of-use asset is initially measured at cost. This cost includes:

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

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人

##### 30.1.1 使用權資產

除短期租賃和低價值資產租賃外，本集團在租賃期開始日對租賃確認使用權資產。租賃期開始日，是指出租人提供租賃資產使其可供本集團使用的起始日期。使用權資產按照成本進行初始計量，該成本包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的租賃付款額，存在租賃激勵的，扣除已享受的租賃激勵相關金額；
- 本集團發生的初始直接費用；
- 本集團為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee (Continued)

###### 30.1.1 Right-of-use assets (Continued)

The Group made provisions for depreciation of right-of-use assets in accordance with the depreciation requirements under the Accounting Standards for Business Enterprises No. 4 – Fixed Assets. Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated over the remaining useful life. Otherwise, right-of-use assets are depreciated over the shorter of its remaining useful life and the lease term.

The Group determines whether impairment has occurred in the right-of-use asset and accounts for the recognised impairment losses according to “Accounting Standards for Business Enterprises No. 8 – Assets Impairment”.

###### 30.1.2 Lease liabilities

Except for share-term leases and leases of low value assets, at the commencement date of a lease, the Group initially measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the interest rate implicit in the lease as discount rate. If the interest rate implicit in the lease is not readily determinable, the incremental borrowing rate will be adopted as discount rate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人(續)

###### 30.1.1 使用權資產(續)

本集團參照《企業會計準則第4號—固定資產》有關折舊規定，對使用權資產計提折舊。本集團能夠合理確定租賃期屆滿時取得租賃資產所有權的，使用權資產在租賃資產剩餘使用壽命內計提折舊。無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。

本集團按照《企業會計準則第8號—資產減值》的規定來確定使用權資產是否已發生減值，並對已識別的減值損失進行會計處理。

###### 30.1.2 租賃負債

除短期租賃和低價值資產租賃外，本集團在租賃期開始日按照該日尚未支付的租賃付款額的現值對租賃負債進行初始計量。在計算租賃付款額的現值時，本集團採用租賃內含利率作為折現率，無法確定租賃內含利率的，採用增量借款利率作為折現率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee (Continued)

##### 30.1.2 Lease liabilities (Continued)

Lease payment refers to the amount paid by the Group to the lessor relating to the right to use an underlying asset during the lease term, including:

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

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人(續)

##### 30.1.2 租賃負債(續)

租賃付款額是指本集團向出租人支付的與在租賃期內使用租賃資產的權利相關的款項，包括：

- 固定付款額及實質固定付款額，存在租賃激勵的，扣除租賃激勵相關金額；
- 取決於指數或比率的可變租賃付款額；
- 本集團合理確定將行使購買選擇權時，該選擇權的行權價格；
- 租賃期反映出本集團將行使終止租賃選擇權的，行使終止租賃選擇權需支付的款項；
- 根據本集團提供的擔保餘值預計應支付的款項。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee (Continued)

##### 30.1.2 Lease liabilities (Continued)

Variable lease payments that depend on an index or a ratio, are initially measured using the index or rate at the commencement date of a lease. Variable lease payments that are not included in the measurement of the lease liability are recognised in profit or loss or related asset costs when incurred.

Upon commencement of the lease term, the Group calculates the interest expense of the lease liabilities for each period of the lease term based on a fixed periodic interest rate, and recognised in profit or loss for the current period or the costs of the relevant asset.

After the commencement date of the lease, the Group re-measures the lease liabilities and adjusts the corresponding right-of-use asset in the following circumstances:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the Group re-measures the lease liabilities by discounting the present value of revised lease payments using a revised discount rate;
- the expected lease payments under a guaranteed residual value or the index or rate determining the lease payments change, in which cases the Group re-measures the lease liabilities by discounting the present value of revised lease payments using the original discount rate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人(續)

##### 30.1.2 租賃負債(續)

取決於指數或比率的可變租賃付款額在初始計量時根據租賃期開始日的指數或比率確定。未納入租賃負債計量的可變租賃付款額在實際發生時計入當期損益或相關資產成本。

租賃期開始日後，本集團按照固定的周期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益或相關資產成本。

在租賃期開始日後，發生下列情形的，本集團重新計量租賃負債，並調整相應的使用權資產：

- 因租賃期變化或購買選擇權的評估結果發生變化的，本集團按變動後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債；
- 根據擔保餘值預計的應付金額或者用於確定租賃付款額的指數或者比率發生變動，本集團按照變動後的租賃付款額和原折現率計算的現值重新計量租賃負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee (Continued)

##### 30.1.3 Short-term leases and leases of low-value assets

The Group elects not to recognize the right-of-use assets and lease liabilities for short-term leases and low-value asset leases of vehicles, machinery and equipment and office buildings. Short-term leases are leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option. A lease of low value asset refers to a single lease asset which, when new, is of low value. Lease payments on short-term leases and leases of low-value assets are recognised in profit or loss or the cost of underlying assets on a straight-line basis over the lease term.

##### 30.1.4 Lease modifications

If the lease changes and meets the following conditions, the Group will account for the lease modification as a separate lease:

- the lease modification increases the scope of the lease by adding the right to use one or more leased assets;
- the consideration increases by an amount commensurate with the stand-alone price for the increase in scope and any adjustments to that stand-alone price to reflect the circumstances of the particular contract.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人(續)

##### 30.1.3 短期租賃和低價值資產租賃

本集團對運輸設備、機器設備及辦公用房的短期租賃以及低價值資產租賃，選擇不確認使用權資產和租賃負債。短期租賃，是指在租賃期開始日，租賃期不超過12個月且不包含購買選擇權的租賃。低價值資產租賃，是指單項租賃資產為全新資產時價值較低的租賃。本集團將短期租賃和低價值資產租賃的租賃付款額，在租賃期內各個期間按照直線法計入當期損益或相關資產成本。

##### 30.1.4 租賃變更

租賃發生變更且同時符合下列條件的，本集團將該租賃變更作為一項單獨租賃進行會計處理：

- 該租賃變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；
- 增加的對價與租賃範圍擴大大部分的單獨價格按該合同情況調整後的金額相當。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.1 The Group as lessee (Continued)

##### 30.1.4 Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group re-allocates the consideration in the revised contract, re-determines the lease term and re-measures the lease liability by discounting the present value of the revised lease payments using a revised discount rate at the effective date of the lease modification.

If the lease change results in a reduction in the scope of lease or the term of lease, the Group reduces the carrying amount of the right-of-use assets and recognises the related gains or losses on the partly or fully terminated lease in the current profit or loss. If other lease changes result in the re-measurement of the lease liability, the Group adjusts the carrying amount of the right-of-use assets accordingly.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.1 本集團作為承租人(續)

##### 30.1.4 租賃變更(續)

租賃變更未作為一項單獨租賃進行會計處理的，在租賃變更生效日，本集團重新分攤變更後合同的對價，重新確定租賃期，並按照變更後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債。

租賃變更導致租賃範圍縮小或租賃期縮短的，本集團相應調減使用權資產的賬面價值，並將部分終止或完全終止租賃的相關利得或損失計入當期損益。其他租賃變更導致租賃負債重新計量的，本集團相應調整使用權資產的賬面價值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.2 The Group as lessor

###### 30.2.1 Separating components of a lease

For a contract that contains lease and non-lease components, the Group shall allocate the consideration of the contract by applying Accounting Standards for Business Enterprises No.14 – Revenue in respect of allocation of transaction price, on the basis of their respective stand-alone selling prices.

###### 30.2.2 Classification of leases

Leases that substantially transfer all the risks and rewards incidental to ownership of assets are accounted for as finance leases; otherwise, it is an operating lease.

###### 30.2.2.1 The Group records operating leasing business as a lessor

The Group recognises lease payments from operating leases as lease income on a straight-line basis in different periods over the lease term. The Group capitalises initial direct costs incurred in relation to an operating lease and apportions such amount over the lease term on the same basis as that used for lease income. Such amount will be taken to profit or loss for the current period by stages.

The Group recognises any variable lease payments relating to operating lease not included in the lease payments as income, in profit or loss for the current period as incurred.

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.2 本集團作為出租人

###### 30.2.1 租賃的分拆

合同中同時包含租賃和非租賃部分的，本集團根據《企業會計準則第14號—收入》關於交易價格分攤的規定分攤合同對價，分攤的基礎為租賃部分和非租賃部分各自的單獨價格。

###### 30.2.2 租賃的分類

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃。融資租賃以外的其他租賃為經營租賃。

###### 30.2.2.1 本集團作為出租人記錄經營租賃業務

在租賃期內各個期間，本集團採用直線法，將經營租賃的租賃收款額確認為租金收入。本集團發生的與經營租賃有關的初始直接費用於發生時予以資本化，在租賃期內按照與租金收入確認相同的基礎進行分攤，分期計入當期損益。

本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃收款額，在實際發生時計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.2 The Group as lessor (Continued)

##### 30.2.2 Classification of leases (Continued)

30.2.2.2 The Group records finance leasing business as a lessor

On the commencement date of the lease, the Group adopts the net lease investment as the recorded value of the financial lease receivables and derecognises the finance lease assets. The net lease investment is the sum of the unguaranteed residual value and the present value of outstanding lease payments at the commencement date of the lease which are discounted using the interest rate implicit in the lease.

Lease payments refer to the amount that the Group should collect from the lessee for the purpose of transferring the leased assets during the lease term, including:

- fixed payments and in-substance fixed payments required to be paid by lessee, less any lease incentives (where lease incentives are available);
- variable lease payments that depend on an index or a rate;

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.2 本集團作為出租人(續)

##### 30.2.2 租賃的分類(續)

30.2.2.2 本集團作為出租人記錄融資租賃業務於租賃期開始日，本集團以租賃投資淨額作為應收融資租賃款的入賬價值，並終止確認融資租賃資產。租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。

租賃收款額，是指本集團因讓渡在租賃期內使用租賃資產的權利而應向承租人收取的款項，包括：

- 承租人需支付的固定付款額及實質固定付款額，存在租賃激勵的，扣除租賃激勵相關金額；
- 取決於指數或比率的可變租賃付款額；

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.2 The Group as lessor (Continued)

##### 30.2.2 Classification of leases (Continued)

30.2.2.2 The Group records finance leasing business as a lessor (Continued)

- the exercise price of a purchase option reasonably certain to be exercised by the lessee;
- payments for exercising the option to terminate the lease, if the lease term reflects that the lessee will exercise an option to terminate the lease;
- any residual value guarantees provided to the Group by the lessee, a party related to the lessee and an independent third party that is financially capable of discharging the obligations under the guarantee.

Variable lease payments that are not included in the measurement of net lease investments are recognized in profit or loss for the current period as incurred.

Interest income in each period during the lease term are calculated and recognized by the Group using the fixed periodic rate of interest.

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.2 本集團作為出租人(續)

##### 30.2.2 租賃的分類(續)

30.2.2.2 本集團作為出租人記錄融資租賃業務(續)

- 購買選擇權的行權價格，前提是合理確定承租人將行使該選擇權；
- 承租人行使終止租賃選擇權需支付的款項，前提是租賃期反映出承租人將行使終止租賃選擇權；
- 由承租人、與承租人有關的一方以及有經濟能力履行擔保義務的獨立第三方向本集團提供的擔保餘值。

未納入租賃投資淨額計量的可變租賃收款額在實際發生時計入當期損益。

本集團按照固定的周期性利率計算並確認租賃期內各個期間的利息收入。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.2 The Group as lessor (Continued)

##### 30.2.3 Lease modifications

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

If the finance lease changes and meets the following conditions, the Group accounts for a lease modification as a separate lease:

- the modification expands the scope of the lease by increasing the right to use one or more leased assets;
- the consideration increases by an amount commensurate with the stand-alone price for the increase in scope and any adjustments to that stand-alone price to reflect the circumstances of the particular contract.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.2 本集團作為出租人(續)

##### 30.2.3 租賃變更

經營租賃發生變更的，本集團自變更生效日起將其作為一項新租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

融資租賃發生變更且同時符合下列條件的，本集團將該變更作為一項單獨租賃進行會計處理：

- 該變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；
- 增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.2 The Group as lessor (Continued)

##### 30.2.3 Lease modifications (Continued)

If the modification of the finance lease is not accounted for as a separate lease, the Group will account for the lease modification in the following cases:

- If the lease is classified as an operating lease when the modification becomes effective at the commencement date, the Group begins accounting for the lease modification as a new lease from the effective date of the modification and uses the net lease investment before the effective date of the lease modification as the carrying value of the leased asset;
- If the modification is effective at the commencement date and the lease is classified as a finance lease, the Group accounts for such modification in accordance with the Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments in respect of the modification or re-negotiation of contracts.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.2 本集團作為出租人(續)

##### 30.2.3 租賃變更(續)

融資租賃的變更未作為一項單獨租賃進行會計處理的，本集團分別下列情形對變更後的租賃進行處理：

- 假如變更在租賃開始日生效，該租賃會被分類為經營租賃的，本集團自租賃變更生效日開始將其作為一項新租賃進行會計處理，並以租賃變更生效日前的租賃投資淨額作為租賃資產的賬面價值；
- 假如變更在租賃開始日生效，該租賃會被分類為融資租賃的，本集團按照《企業會計準則第22號—金融工具確認和計量》關於修改或重新議定合同的規定進行會計處理。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 30. Leases (Continued)

##### 30.3 Sale and leaseback transaction

###### *The Group as a seller (lessee)*

The Group determines whether the asset transfer in the sale and leaseback transaction constitutes a sale in accordance with Accounting Standards for Business Enterprises No.14 – Revenue. If the transfer of assets is not a sale, the Group continues to recognize the transferred assets and recognizes a financial liability in equal amount to the transfer income, and accounts for the financial liabilities in accordance with Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments. Where the transfer of assets is a sale, the Group measures the right-of-use assets formed by the sale and leaseback based on the portion of the original asset's book value that is related to the use rights obtained from the leaseback, and only recognizes the relevant gains or loss that relates to the rights transferred to the lessor.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 30. 租賃(續)

##### 30.3 售後租回交易

###### *本集團作為賣方及承租人*

本集團按照《企業會計準則第14號—收入》的規定，評估確定售後租回交易中的資產轉讓是否屬於銷售。該資產轉讓不屬於銷售的，本集團繼續確認被轉讓資產，同時確認一項與轉讓收入等額的金融負債，並按照《企業會計準則第22號—金融工具確認和計量》對該金融負債進行會計處理。該資產轉讓屬於銷售的，本集團按原資產賬面價值中與租回獲得的使用權有關的部分，計量售後租回所形成的使用權資產，並僅就轉讓至出租人的權利確認相關利得或損失。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Hedge accounting

##### 31.1 Basis of hedge accounting and accounting treatment

To manage the risk exposure caused by specific risks such as foreign exchange risk and interest rate risk, the Group has designated certain financial instruments as hedging instruments for hedging. The Group applies hedging accounting for a hedge that satisfies the prescribed conditions. Hedging activities of the Group include fair value hedges and cash flow hedges. For the hedges for foreign exchange risk with firm commitment, the Group treated them as cash flow hedges.

For the purpose of hedge accounting, the Group's hedging is classified as follows:

- (1) Fair value hedges refer to the hedging against the risk of fair value change in respect of definite commitments which are not yet recognized (other than exchange rate risks) of assets and liabilities already recognized.
- (2) Cash flow hedges refer to the hedging against the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognized firm commitment.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 31. 套期會計

##### 31.1 採用套期會計的依據與會計處理方法

為管理外匯風險、利率風險等特定風險引起的風險敞口，本集團指定某些金融工具作為套期工具進行套期。滿足規定條件的套期，本集團採用套期會計方法進行處理。本集團的套期包括公允價值套期、現金流量套期。對確定承諾的外匯風險進行的套期，本集團作為現金流量套期處理。

就套期會計方法而言，本集團的套期保值分類為：

- (1) 公允價值套期，是指對已確認資產或負債，尚未確認的確定承諾(除匯率風險外)的公允價值變動風險進行的套期。
- (2) 現金流量套期，是指對現金流量變動風險進行的套期，此現金流量變動源於與已確認資產或負債、很可能發生的預期交易有關的某類特定風險，或一項未確認的確定承諾包含的匯率風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Hedge accounting (Continued)

##### 31.1 Basis of hedge accounting and accounting treatment (Continued)

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

##### *Fair value hedges*

The Group's fair value hedge is a hedge against interest rate risk (risk of fair value change) of the fixed rate debt instruments.

Gains or losses arising from a hedging instrument are recognized in profit or loss for the current period. Gains or losses in respect of the hedged item attributable to hedged risk are recognized in profit or loss and the carrying amount of the hedged item that is not measured at fair value is adjusted.

For fair value hedge relating to debt instruments carried at amortized cost, the carrying amount of the hedged items is adjusted and amortized to profit or loss over the remaining term of the hedge using the effective interest rate method. Amortization begins on the date of adjustment but no later than the point when the hedged item ceases to be adjusted for hedging gains and losses.

Where the hedged items are firm commitments not yet recognized, upon designation of the hedging relationship, the accumulated change in fair value arising from the hedging risk of the firm commitments are recognized as an asset or a liability, and related gains and losses are taken to profit or loss for the current period. When the Group obtains assets or undertakes liabilities by performing firm commitments, the initial recognised amount of the assets or liabilities is adjusted to include the accumulated change in fair value of the recognised hedged items.

## 財務報表附註(續)

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### 三、重要會計政策及會計估計(續)

#### 31. 套期會計(續)

##### 31.1 採用套期會計的依據與會計處理方法(續)

滿足套期會計方法的嚴格條件的，按如下方法進行處理：

##### *公允價值套期*

本集團公允價值套期系對固定利率債務工具的利率風險(公允價值變動風險)進行的套期。

套期工具產生的利得或損失計入當期損益。被套期項目因套期風險敞口形成的利得或損失，計入當期損益，同時調整未以公允價值計量的被套期項目的賬面價值。

就與按攤餘成本計量的債務工具有關的公允價值套期而言，對被套期項目賬面價值所作的調整，在套期剩餘期間內採用實際利率法進行攤銷，計入當期損益。該攤銷自調整日開始，但不晚於被套期項目終止進行套期利得和損失調整的時點。

被套期項目為尚未確認的確定承諾的，套期關係指定後該確定承諾的公允價值因被套期風險引起的累計公允價值變動確認為一項資產或負債，相關的利得或損失計入當期損益。當本集團履行確定承諾而取得資產或承擔負債時，調整該資產或負債的初始確認金額，以包括已確認的被套期項目的公允價值累計變動額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Hedge accounting (Continued)

##### 31.1 Basis of hedge accounting and accounting treatment (Continued)

###### Cash flow hedges

The Group's cash flow hedge include hedges of the expected sales/procurements, foreign currency financial instruments, foreign exchange risk on firm commitments and interest rate risk of variable rate debt instruments (exposure to variability in cash flows).

The effective portion of the gain or loss on the hedging instrument is recognized in other comprehensive income, while the ineffective portion is recognized in profit or loss.

If the expected transaction being hedged is subsequently recognized as non-financial assets or non-financial liabilities, or when the expected transaction of non-financial assets or non-financial liabilities becomes the firm commitment under applicable fair value hedges, the amount of cashflow hedging reserve originally recognized in other comprehensive income is transferred out and taken to the initial recognized amount of that asset or liability item. For other cashflow hedges, during the same period in which the expected cashflow being hedged affects profit or loss, for example when the expected sale occurs, the cashflow hedging reserve recognized in other comprehensive income is transferred out and taken to profit or loss for the current period.

When the Group no longer applies hedging accounting to cashflow hedges, if the future cashflow being hedged is still expected to occur, the amount previously taken to other comprehensive income is not transferred out until the expected transaction actually occurs or the firm commitment is performed; if the future cashflow being hedged is no longer expected to occur, the accumulated amount of cashflow hedging reserve shall be transferred out from other comprehensive income and taken to profit or loss for the current period.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 31. 套期會計(續)

##### 31.1 採用套期會計的依據與會計處理方法(續)

###### 現金流量套期

本集團現金流量套期包括對預期銷售／採購、外幣金融工具、確定承諾的外匯風險以及浮動利率債務工具的利率風險(現金流量變動風險)進行的套期。

套期工具利得或損失中屬於套期有效的部分，確認為其他綜合收益，屬於套期無效的部分，計入當期損益。

如果被套期的預期交易隨後確認為非金融資產或非金融負債，或非金融資產或非金融負債的預期交易形成適用公允價值套期的確定承諾時，則原在其他綜合收益中確認的現金流量套期儲備金額轉出，計入該資產或負債的初始確認金額。其餘現金流量套期在被套期的預期現金流量影響損益的相同期間，如預期銷售發生時，將其他綜合收益中確認的現金流量套期儲備轉出，計入當期損益。

本集團對現金流量套期終止運用套期會計時，如果被套期的未來現金流量預期仍然會發生，則以前計入其他綜合收益的金額不轉出，直至預期交易實際發生或確定承諾履行；如果被套期的未來現金流量預期不再發生的，則累計現金流量套期儲備的金額從其他綜合收益中轉出，計入當期損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Hedge accounting (Continued)

##### 31.2 Effective evaluation of hedging

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and the risk management strategy. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Besides, the Group assesses on an ongoing basis whether such hedging relationships are complying with the hedge effectiveness requirements as at the commencement date and in subsequent periods. The Group recognises that the hedging relationships meet hedge effectiveness requirements when they meet all of the following requirements:

- There is an economic relationship between the hedged item and the hedging instrument.
- The effect of credit risk does not dominate the value changes that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 31. 套期會計(續)

##### 31.2 套期有效性評估方法

在套期關係開始時，本集團對套期關係進行正式指定，並準備了關於套期關係、風險管理目標和風險管理策略的正式書面文件。該文件載明了套期工具、被套期項目，被套期風險的性質，以及本集團對套期有效性評估方法。套期有效性，是指套期工具的公允價值或現金流量變動能夠抵銷被套期風險引起的被套期項目公允價值或現金流量變動的程度。此外，本集團在套期開始日以及以後期間持續地對套期關係是否符合套期有效性要求進行評估。套期同時滿足下列條件的，本集團認定套期關係符合套期有效性要求：

- 被套期項目和套期工具之間存在經濟關係。
- 被套期項目和套期工具經濟關係產生的價值變動中，信用風險的影響不佔主導地位。
- 套期關係的套期比率，等於本集團實際套期的被套期項目數量與對其進行套期的套期工具實際數量之比。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Hedge accounting (Continued)

##### 31.2 Effective evaluation of hedging (Continued)

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group rebalances the hedging relationship and adjusts the quantity of the hedged items or hedging instruments having existed in the hedging relationship to make the hedge ratio conform to the hedge effectiveness requirement again.

If the hedging instrument expires or is sold, terminated or exercised (with the exception of rollover of the hedging strategic component or unfulfilled replacement), if its objective of risk management changes, so that the hedge relationship no longer satisfies the objective of risk management, or if the hedge no longer fulfills the other conditions under the accounting requirement of a hedge, the Group will cease the adoption of such hedge accounting.

#### 32. Non-monetary asset exchange

Non-monetary asset exchanges are measured at fair value if the non-monetary asset exchange has commercial substance and the fair value of the exchange-in asset or exchange-out asset can be measured reliably. For the exchange-in assets, the fair value of the exchange-out asset and the related tax payable are initially measured as the cost of the exchange-in asset; for the exchange-out assets, the difference between the fair value and the carrying amount of the exchange-out asset is recognised in current profit or loss upon derecognition. If there is sufficient evidence that the fair value of the exchange-in asset is more reliable, the fair value of the exchange-in asset and the relevant tax payable are used as the initial measurement amount of the exchanged asset; for the exchange-out asset, the difference between the fair value of the exchange-in asset and the carrying amount of the exchange-out asset is charged to the profit or loss for the current period upon derecognition.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 31. 套期會計(續)

##### 31.2 套期有效性評估方法(續)

套期關係由於套期比率的原因而不再符合套期有效性要求，但指定該套期關係的風險管理目標沒有改變的，本集團將進行套期關係再平衡，對已經存在的套期關係中被套期項目或套期工具的數量進行調整，以使套期比率重新符合套期有效性要求。

如果套期工具已到期、被出售、合同終止或已行使(但作為套期策略組成部分的展期或替換除外)，或因風險管理目標發生變化，導致套期關係不再滿足風險管理目標，或者該套期不再滿足套期會計方法的其他條件時，本集團終止運用套期會計。

#### 32. 非貨幣性資產交換

如果非貨幣性資產交換具有商業實質，並且換入資產或換出資產的公允價值能夠可靠地計量，非貨幣性資產交換以公允價值為基礎計量。對於換入資產，以換出資產的公允價值和應支付的相關稅費作為換入資產的成本進行初始計量；對於換出資產，在終止確認時，將換出資產公允價值與賬面價值之間的差額計入當期損益。有確鑿證據表明換入資產的公允價值更加可靠的，對於換入資產，以換入資產的公允價值和應支付的相關稅費作為換入資產的初始計量金額；對於換出資產，在終止確認時，將換入資產的公允價值與換出資產賬面價值之間的差額計入當期損益。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 32. Non-monetary asset exchange (Continued)

Non-monetary asset exchanges that do not meet the condition of being measured at fair value are measured at carrying amount. For the exchange-in assets, the carrying amount of the exchange-out asset and the relevant tax payable are used as the initial measurement amount of the exchange-in asset; for the exchange-out assets, no gain or loss is recognised upon derecognition.

#### 33. Profit appropriation

Interim and final cash dividends of the Company are recognized as liabilities upon approval by shareholders in general meeting.

#### 34. Safety funds

Safety funds provided for as required were included in cost of product or the current profit and loss, and credited in special reserve. And the funds are treated separately depending on whether fixed assets are resulted when being used: funds related to expenditure is offset against special reserve directly while those forming fixed assets will consolidate expenditure incurred and recognized as fixed assets when such assets are ready for their intended use, at the same time offsetting equivalent amounts in the special reserve and recognizing equivalent amounts of accumulated depreciation.

#### 35. Segment reporting

The Group identifies operating segments based on the internal organization structure, managerial requirements and internal reporting system, identifies reportable segments based on operating segments and discloses segment information by operating segment.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 32. 非貨幣性資產交換(續)

不滿足以公允價值為基礎計量的條件的非貨幣性資產交換，以賬面價值為基礎計量。對於換入資產，以換出資產的賬面價值和應支付的相關稅費作為換入資產的初始計量金額；對於換出資產，終止確認時不確認損益。

#### 33. 利潤分配

本公司的中期及年度現金股利，於股東大會批准後確認為負債。

#### 34. 安全生產費

按照規定提取的安全生產費，計入相關產品的成本或當期損益，同時計入專項儲備；使用時區分是否形成固定資產分別進行處理：屬於費用性支出的，直接沖減專項儲備；形成固定資產的，歸集所發生的支出，於達到預定可使用狀態時確認固定資產，同時沖減等值專項儲備並確認等值累計折舊。

#### 35. 分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部並披露分部信息。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 35. Segment reporting (Continued)

An operating segment is a component of the Group that meets all the following conditions:

- (1) it engages in business activities from which it may earn revenues and incur expenses;
- (2) its operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance;
- (3) the Group is able to obtain relevant accounting information such as its financial position, operating results and cash flows of such segment.

If two or more segments have similar economic characteristics and meet certain conditions, then they can be aggregated into a single operating segment.

#### 36. Significant accounting judgments and estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that will affect the reported amounts and disclosure of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date. However, uncertainty about these estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 35. 分部報告(續)

經營分部是指本集團內同時滿足下列條件的組成部分：

- (1) 該組成部分能夠在日常活動中產生收入、發生費用；
- (2) 本公司管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；
- (3) 本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。

兩個或多個經營分部具有相似的經濟特徵，並且滿足一定條件的，則可合併為一個經營分部。

#### 36. 重大會計判斷和估計

編製財務報表要求管理層作出判斷、估計和假設，這些判斷、估計和假設會影響收入、費用、資產和負債的列報金額及其披露，以及資產負債表日或有負債的披露。這些假設和估計的不確定性所導致的結果可能造成對未來受影響的資產或負債的賬面金額進行重大調整。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Judgments*

In the process of applying the Group's accounting policies, management has made the following judgments which have significant effect on the amounts recognized in the financial statements.

##### *Confirmation of functional currency*

Since the Company owns a number of overseas subsidiaries, associates and branch organizations, when recognizing its functional currency, multiple factors are taken into consideration to recognize the major economic environment of their operating locations. Under circumstances with multiple factors and no obvious functional currency, the Group uses judgment to confirm its functional currency. Such judgment is the best to reflect economic influence of the underlying transactions, events and environment.

##### *Accounting treatment of forklift truck leasing business*

Leasing of forklift trucks is the principal business of KION GROUP AG (hereinafter "KION"), the forms of leasing include direct leasing with end customers and sale and leaseback sub-leases (direct leasing) and leasing with end customers through financial partners (indirect lease).

##### *Sale and leaseback sub-leases*

To fund leases, industrial forklift trucks are generally sold by KION and its subsidiaries ("KION Group") to finance partners. The industrial forklift trucks are then leased back to companies under KION Group (head leases), which sub-lease them to external end customers (described below as "sale and leaseback sub-leases"). These head leases generally have a term of four to five years. Taking into account the fact that the finance partners can only lease the industrial forklift trucks to KION Group, at rental rate determined based on transfer income plus an agreed rate of return, and the leased assets are to be owned by KION Group upon expiry of the term of the head leases, the management of the Group considers that under the sale and leaseback sub-leases arrangements, the control over the respective leased assets incidental to the head leases are retained by KION Group, the asset transfer is not considered as a sale. As such, the Group continues to recognize the transferred assets and at the same time recognizes a financial liability that corresponds to the amount of the transfer income.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *判斷*

在應用本集團的會計政策的過程中，管理層作出了以下對財務報表所確認的金額具有重大影響的判斷。

##### *記賬本位幣的確定*

本公司在境外擁有多家子公司、聯營企業及分支機構，在確定其記賬本位幣時，考慮多個因素確定其經營所處的主要經濟環境。在多個因素混合在一起，記賬本位幣不明顯的情況下，本集團運用判斷以確定其記賬本位幣，該判斷最能反映基礎交易、事項和環境的經濟影響。

##### *叉車租賃業務的會計處理*

叉車租賃業務為KION GROUP AG(以下簡稱「KION」)的主要業務，租賃的形式包括直接與終端客戶租賃、售後回租再轉租(直接租賃)和通過金融合作夥伴租賃給終端客戶(間接租賃)。

##### *售後回租再轉租*

為滿足融資需求，KION及其子公司(以下簡稱「KION集團」)將工業叉車銷售給金融合作夥伴，然後由KION集團內的公司租回(首次租賃)，再轉租給外部最終用戶(以下稱為「售後租回再轉租」)，首次租賃的租賃期通常為4到5年。考慮到金融合作夥伴僅能將工業叉車出租給KION集團，租金按轉讓收入加約定的回報率商定，且首次租賃期屆滿之時租賃資產歸KION集團所有，本集團管理層認為售後租回再轉租安排下首次租賃對應租賃資產的控制權仍然由KION集團保留，該資產轉讓不屬於銷售。因此，本集團繼續確認被轉讓資產，同時確認一項與轉讓收入等額的金融負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Judgments (Continued)*

##### *Indirect leasing arrangement*

KION Group sells industrial forklift trucks to finance partners, who then lease them to external end customers (abbreviated below as “indirect leasing”). Taking into account the contract terms and historical commercial practice, KION Group repurchases from finance partners the transferred industrial forklift trucks at agreed prices or market prices when the term of indirect leasing expires, the management of the Group considers that KION Group still maintain control over the corresponding leased-out assets, and asset transfer under the indirect leasing arrangement is not considered a sale. As such, the Group continues to recognize the transferred assets, and the present value of the Group’s obligations to repurchase is recognized as a liability. The difference between the transfer income and such liability is accounted for in accordance with Accounting Standards for Business Enterprises No. 21 – Leases.

##### *Method of ascertaining of performance progress for contracts (only applicable to situations where control is transferred within a period of time)*

The input method is adopted by the Group to ascertain the progress of performance of contracts. In ascertaining performance progress, products for which control is not yet transferred to customers are deducted. Specifically, the performance costs actually incurred on a cumulative basis as a percentage of estimated total costs is used to ascertain progress of performance. Performance costs actually incurred on a cumulative basis include direct and indirect costs incurred by the Group in the course of fulfilling its performance obligations, but does not include costs that are not proportional to the performance progress of the Group, such as costs of products or materials not yet installed, used or consumed. The Group considers that contract prices are ascertained on the basis of performance costs, and the adjusted costs actually incurred as a percentage of expected total costs can essentially reflect truly the performance progress of the Group.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *判斷(續)*

##### *間接租賃安排*

KION集團將工業叉車銷售給金融合作夥伴，再由金融合作夥伴租賃給外部最終客戶(以下簡稱「間接租賃」)。考慮到合同條款及過往的商業慣例，KION集團在間接租賃的租賃期屆滿之時均會以約定價格或市場價格向金融合作夥伴回購被轉讓的工業叉車，本集團管理層認為KION集團仍保留相應租出資產的控制權，間接租賃安排下的資產轉讓不屬於銷售。因此，本集團繼續確認被轉讓資產，對於本集團承擔的回購義務的現值確認一項負債，轉讓收入與該負債之間的差額按照《企業會計準則第21號—租賃》進行會計處理。

##### *合同履約進度的確定方法(僅適用於控制權在某一時段內轉移的情形)*

本集團按照投入法確定合同的履約進度，在確定履約進度時，扣除那些控制權尚未轉移給客戶的商品。具體而言，本集團按照累計實際發生的履約成本佔預計總成本的比例確定履約進度，累計實際發生的履約成本包括本集團為履行履約義務所發生的直接和間接成本，但不包括與本集團履行履約進度不成比例的成本(如尚未安裝、使用或消耗的商品或材料成本等)。本集團認為，合同價款以履約成本為基礎確定，實際發生的經調整成本佔預計總成本的比例基本能夠如實反映本集團的履約進度。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Judgments (Continued)*

*Method of ascertaining of performance progress for contracts (only applicable to situations where control is transferred within a period of time) (Continued)*

As the period of validity of such contracts is relatively long and may span over a number of accounting periods, the Group shall review and revise budget as the duration of the contracts continues, and adjust the amount of recognized revenue accordingly.

##### *Business model*

The classification of financial assets at initial recognition depends on the business model of the Group's management of financial assets. In judging the business model, the Group considers corporate appraisal, methods of reporting the results of financial assets to key management members, risks affecting the results of financial assets and its management, as well as the methods of remunerating relevant business managers and so forth. In assessing whether the objective is to collect contractual cash flows, the Group needs to analyze and judge the reasons for disposing of the financial assets before maturity, time, frequency and value of the financial assets and so forth.

##### *Contractual cash flow characteristics*

The classification of financial assets at initial recognition depends on the contractual cash flow characteristics of the financial assets. When it is necessary to judge whether the contractual cash flow is only the payment of the principal and the interest based on the outstanding principal, including the assessment of the correction of the time value of money, it is necessary to judge whether there is a significant difference compared with the benchmark cash flow. For financial assets with early repayment features, it is necessary to judge whether the fair value of the early repayment features is minimal.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *判斷(續)*

*合同履約進度的確定方法(僅適用於控制權在某一時段內轉移的情形)(續)*

鑒於該等合同存續期間較長，可能跨越幾個會計期間，本集團會隨著合同的推進覆核並修訂預算，相應調整收入確認金額。

##### *業務模式*

金融資產於初始確認時的分類取決於本集團管理金融資產的業務模式，在判斷業務模式時，本集團考慮包括本集團評價和向關鍵管理人員報告金融資產業績的方式、影響金融資產業績的風險及其管理方式以及相關業務管理人員獲得報酬的方式等。在評估是否以收取合同現金流量為目標時，本集團需要對金融資產到期日前的出售原因、時間、頻率和價值等進行分析判斷。

##### *合同現金流量特徵*

金融資產於初始確認時的分類取決於金融資產的合同現金流量特徵，需要判斷合同現金流量是否僅為對本金和以未償付本金為基礎的利息的支付時，包含對貨幣時間價值的修正進行評估時，需要判斷與基準現金流量相比是否具有顯著差異、對包含提前還款特徵的金融資產，需要判斷提前還款特徵的公允價值是否非常小等。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the future accounting periods, are discussed below.

##### *Impairment of accounts receivable and contract assets*

The Group uses the expected credit loss model to assess the impairment of accounts receivable and contract assets. The application of the expected credit loss model requires significant judgments and estimations, and all reasonable and evidenced information, including forward-looking information, should be considered. In making such judgments and estimations, the Group infers the expected changes in the debtor's credit risk based on the historical repayment data in combination with economic policies, macroeconomic indicators, and industry risks.

Provision for losses in respect of accounts receivable and contract assets is measured at the amount of the expected credit losses during the entire subsistence. Regarding the accounts receivable and contract assets for which impairment matrix is applied (on a group basis) to determine credit losses, the Group relies on common risk profiles to classify them into different groups. Such common risk profiles include ages, overdue ages, credit risk rating and so forth. Regarding receivables and contract assets which are individually significant or are individually insignificant but have special credit risks, impairment testing is conducted individually.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *估計的不確定性*

以下為於資產負債表日有關未來的關鍵假設以及估計不確定性的其他關鍵來源，可能會導致未來會計期間資產和負債賬面金額重大調整。

##### *應收賬款及合同資產減值*

本集團採用預期信用損失模型對應收賬款及合同資產的減值進行評估，應用預期信用損失模型需要做出重大判斷和估計，需考慮所有合理且有依據的信息，包括前瞻性信息。在做出該等判斷和估計時，本集團根據歷史還款數據結合經濟政策、宏觀經濟指標、行業風險等因素推斷債務人信用風險的預期變動。

本集團按照相當於整個存續期內預期信用損失的金額計量應收賬款和合同資產的損失準備。對於在組合基礎上採用減值矩陣確定信用損失的應收賬款和合同資產，本集團以共同風險特徵為依據，將其分為不同組別，所採用的共同信用風險特徵包括：賬齡、逾期賬齡、信用風險評級等。對於單項金額重大以及單項金額不重大但具有特別信用風險的應收賬款和合同資產，本集團單獨進行減值測試。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Estimation uncertainty (Continued)*

##### *Impairment of accounts receivable and contract assets (Continued)*

Where the result of re-estimation is different from the existing estimation, the difference will affect the profit of the period of changes in estimates and the carrying amount of the accounts receivable and contract assets.

##### *Impairment of non-current assets other than financial assets (other than goodwill and trademarks with indefinite useful life)*

At the balance sheet date, the Company makes its judgment as to whether there is any evidence indicating potential impairment of non-current assets other than financial assets. Intangible assets with indefinite useful life shall be tested for impairment when there is any indication of impairment in addition to the annual impairment testing. Other non-current assets other than financial assets shall be tested for impairment if there is any evidence indicating that their carrying amount cannot be recovered. When the carrying amount of an asset or asset groups is higher than the recoverable amount, which is the higher of the net amount of its fair value less costs of disposal and the present value of the future cash flows expected to be derived from the asset, it indicates impairment. The net amount of the fair value less costs of disposal is determined by making reference to the price in a sale agreement in an arm's length transaction or the observable market price less the incremental costs directly attributable to such assets disposal. In projecting the present value of future cashflow, the management is required to estimate the projected future cashflow of the asset or asset group and select an appropriate discount rate for determining the present value of future cashflow.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *應收賬款及合同資產減值(續)*

如果重新估計結果與現有估計存在差異，該差異將會影響估計改變期間的利潤和應收賬款與合同資產的賬面價值。

##### *除金融資產之外的非流動資產減值(除商譽和使用壽命不確定的商標使用權外)*

本集團於資產負債表日對除金融資產之外的非流動資產判斷是否存在可能發生減值的跡象。對使用壽命不確定的無形資產，除每年進行的減值測試外，當其存在減值跡象時，也進行減值測試。其他除金融資產之外的非流動資產，當存在跡象表明其賬面金額不可收回時，進行減值測試。當資產或資產組的賬面價值高於可收回金額，即公允價值減去處置費用後的淨額和預計未來現金流量的現值中的較高者，表明發生了減值。公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Estimation uncertainty (Continued)*

##### *Impairment of goodwill and trademarks with indefinite useful life*

The Group determines whether goodwill and trademarks with indefinite useful life are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the asset group or group of asset groups including the goodwill and trademarks. Estimating the recoverable amount requires the Group to make an estimate of the expected future cash flows from the asset group or group of asset groups and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

##### *Defined benefit plans*

The management of the Group recognizes net liabilities under defined benefit plans based on calculating model of the present value of the defined benefit obligations less fair value of the assets under the plan. The present value of defined benefit obligations comprises of various assumptions, including term of benefits and discount rate. Inconsistency between the future events and such assumptions may subject the net liabilities under defined benefit plans on the balance sheet date to material adjustment.

##### *Fair value*

Certain assets and liabilities of the Group are measured at fair value on the financial statements. The aforesaid measurement is on the basis of some assumptions. Fair value may differ significantly if future events deviate from such assumptions.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *商譽及使用壽命不確定商標使用權減值*

本集團至少每年測試商譽和使用壽命不確定的商標使用權是否發生減值。進行測試時必須估算包含商譽及商標使用權的相關資產組或者資產組組合的可收回金額。可收回金額之估算需要本集團估算預期資產組或者資產組組合所產生之未來現金流量及選擇合適折現率以計算該等現金流量之現值。

##### *設定受益計劃*

本集團的管理層依據模型計算的設定受益義務的現值減計劃資產的公允價值確定設定受益計劃淨負債。設定受益義務的現值計算包含多項假設，包括受益期限及折現率。倘若未來事項與該等假設不符，可能導致對於資產負債表日設定受益計劃淨負債的重大調整。

##### *公允價值*

本集團某些資產和負債在財務報表中按公允價值計量，上述公允價值評估包含多項假設，倘未來事項與該假設不符，可能導致公允價值的重大調整。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Estimation uncertainty (Continued)*

##### *Deferred tax assets*

Deferred tax assets are recognized for all unused deductible temporary differences and deductible losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and deductible losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

##### *Provision for decline in value of inventories*

Provision for decline in value of inventories is recognized on the basis of the net realizable value of inventories. The management's judgments and estimates are required for determining the net realizable value of inventories on the basis of clear evidence, taking into consideration of purpose of holding the inventories, effect of subsequent events and other factors. The difference between the actual outcome and original estimate will affect the carrying amount of inventories and provision or reversal of decline in value of inventories during the estimated revision period.

##### *Recognition of accruals and provisions related to quality warranty of products*

The Group estimates the obligation related to quality warranty of guaranteed products based on contractual terms, current knowledge and historical experience. The Group reasonably estimates maintenance fee charge and makes relevant provision based on all relevant data including historical data on and current situation of maintenance, product upgrade and market changes.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *遞延所得稅資產*

在很可能有足夠的應納稅所得額用以抵扣可抵扣暫時性差異和可抵扣虧損的限度內，應就所有尚未利用的可抵扣暫時性差異和可抵扣虧損確認遞延所得稅資產。這需要管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃策略，以決定應確認的遞延所得稅資產的金額。

##### *存貨跌價準備*

本集團以存貨的可變現淨值為判斷基礎確認跌價準備。確定存貨的可變現淨值要求管理層在取得確鑿證據，並且考慮持有存貨的目的、資產負債表日後事項的影響等因素的基礎上作出判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響存貨的賬面價值及存貨跌價準備的計提或轉回。

##### *與產品質量保證相關預計負債的確認*

本集團根據合同條款、現有知識及歷史經驗，對保證類產品質量保證相關的義務進行估計。本集團在考慮歷史保修數據、當前保修情況、產品改進、市場變化等全部相關信息後，對保修費率進行合理估計，並計提相應準備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 36. Significant accounting judgments and estimates (Continued)

##### *Estimation uncertainty (Continued)*

##### *Estimated useful lives of fixed assets and intangible assets*

The Group reviews the estimated useful lives of fixed assets and intangible assets at least once at the end of the year. Estimated useful lives are determined by the management based on historical experience of similar assets and expected technological advancement. Corresponding adjustment to depreciation and amortization expenses for future periods will be made in case of substantial changes in previous estimates.

##### *Limitations on the estimation of variable consideration*

In estimating variable consideration, the Group considers all such information as shall be reasonably obtained, including historical data, current data and projected data, thereby estimating the amount of possible consideration and the probability to the extent of such quantities as shall be reasonable. If it is estimated that multiple outcomes are possible for the contracts, the Group estimates the amount of variable consideration based on the expected value approach. If it is estimated that only two outcomes are possible, the variable consideration is arrived at using the most likely outcome method. Variable consideration is included in the transaction price to the extent it is highly probable that there will not be a significant reversal in the amount of cumulative revenue recognized when the uncertainty is resolved. In assessing whether it is highly probable that there will not be a significant reversal in the amount of cumulative revenue recognized when the uncertainty relevant to the variable consideration is resolved, the Group also considers the possibility of reversal of income and the ratio of reversed amount. On each balance sheet date, the Group re-assesses the amount of variable consideration, including re-assessing whether the estimation of variable consideration is limited, to reflect the circumstance as at the end of the reporting period as well as changes during the reporting period.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 36. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *固定資產及無形資產的預計可使用年限*

本集團至少於每年年度終了，對固定資產及無形資產的預計使用壽命進行覆核。預計使用壽命是管理層基於對同類資產歷史經驗並結合預期技術更新而確定的。當以往的估計發生重大變化時，則相應調整未來期間的折舊及攤銷費用。

##### *評估可變對價的限制*

本集團對可變對價進行估計時，考慮能夠合理獲得的所有信息，包括歷史信息、當前信息以及預測信息，在合理的數量範圍內估計各種可能發生的對價金額以及概率。估計合同可能產生多個結果時，本集團按照期望值法估計可變對價金額，當合同僅有兩個可能結果時，本集團按照最可能發生金額估計可變對價金額。包含可變對價的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。本集團在評估與可變對價相關的不確定性消除時，累計已確認的收入金額是否極可能不會發生重大轉回時，同時考慮收入轉回的可能性及轉回金額的比重。本集團在每一資產負債表日，重新評估可變對價金額，包括重新評估對可變對價的估計是否受到限制，以反映報告期末存在的情況以及報告期內發生的情況變化。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 37. Changes in significant accounting policies

In 2023, the Group has adopted the revised accounting requirements and guidance under the Accounting Standards for Business Enterprises newly issued by the Ministry of Finance as follows:

- (1) Accounting Standards for Business Enterprises No. 25 – Insurance Contracts (Cai Kuai [2020] No. 20) (“the New Insurance Standard”) and relevant implementation guidelines

The New Insurance Standard has replaced CAS 25 Direct Insurance Contracts and CAS 26 Reinsurance Contracts that were issued in 2006, and Accounting Requirements for Insurance Contracts (Caikuai [2009] No.15) that was issued in 2009.

The adoption of the aforesaid requirements does not have any significant effect on the financial position and financial performance of the Group.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 37. 重要會計政策變更

本集團於2023年度執行了財政部於近年頒佈的企業會計準則相關規定及指引：

- (1) 《企業會計準則第25號－保險合同》(財會[2020]20號)(「新保險準則」)及相關實施問答

新保險準則取代了2006年印發的《企業會計準則第25號－原保險合同》和《企業會計準則第26號－再保險合同》，以及2009年印發的《保險合同相關會計處理規定》(財會[2009]15號)。

採用上述規定未對本集團的財務狀況及經營成果產生重大影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 37. Changes in significant accounting policies (Continued)

- (2) “The accounting treatment of deferred tax related to assets and liabilities arising from a single transaction excluded from the scope of the initial recognition exemption” in CAS Bulletin No.16 (Caikuai [2022] No.31) (“CAS Bulletin No.16”).

According to the provisions, the Group does not apply the initial recognition exemption under CAS 18 Income Taxes to temporary differences arising from the initial recognition of assets or liabilities in a single transaction that is not a business combination, affects neither accounting profits nor taxable profit (or deductible losses) and gives rise to equal taxable and deductible temporary differences.

Pursuant to this regulation, a single transaction to which this regulation applies that occurred between 1 January 2022 and the date of first implementation should be retrospectively adjusted in accordance with this regulation. The Group believes that the adoption of this regulation will not cause any significant impact on the Group’s financial statements.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 三、重要會計政策及會計估計(續)

#### 37. 重要會計政策變更(續)

- (2) 《企業會計準則解釋第16號》(財會[2022]31號)(「解釋第16號」)中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理規定」的規定。

根據該規定，本集團對於不是企業合併、交易發生時既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)、且初始確認的資產和負債導致產生等額應納稅暫時性差異和可抵扣暫時性差異的單項交易，不適用《企業會計準則第18號—所得稅》中關於豁免初始確認遞延所得稅負債和遞延所得稅資產的規定。

根據該規定，對於2022年1月1日至首次執行日之間發生的適用該規定的單項交易按照該規定應進行追溯調整。本集團認為採用該規定對本集團財務報表並無重大影響。

IV. TAXATION

1. Major categories of taxes and respective tax rates

Value-added tax (VAT)  
增值稅

1. For the Group's PRC subsidiaries, output VAT is calculated by applying 13%, 9% and 6% to the taxable income for normal taxpayers, but the Group may pay it after deducting deductible input VAT for the current period.
- 1、本集團境內子公司一般納稅人按應稅收入的13%、9%、6%的稅率計算銷項稅,並按扣除當期允許抵扣的進項稅額後的差額計繳增值稅。
2. The basis of computation and applicable rate of VAT primarily applicable to major overseas subsidiaries of the Group are set out below:
- 2、本集團境外主要子公司主要適用的增值稅計稅依據及適用稅率列示如下:

Basis of computation 計稅依據	Applicable country 適用國家	Tax rate 稅率
Amount of taxable added-value 應納稅增值額	Germany 德國	19%

Value-added tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.  
其他國家增值稅稅率遵循當地稅務法律法規確定。

City maintenance and construction tax  
城市維護建設稅

- It is levied at 7% or 5% on the actual turnover taxes paid.  
按實際繳納的流轉稅的7%或5%計繳。

Education surcharge  
教育費附加

- It is levied at 3% on the actual turnover taxes paid.  
按實際繳納的流轉稅的3%計繳。

Local education surcharge  
地方教育費附加

- It is levied at 2% on the actual turnover taxes paid.  
按實際繳納的流轉稅的2%計繳。

Consumption tax  
消費稅

- Motorcycles with a cylinder capacity of 250cc and 250cc (not included) are subject to consumption tax at the rate of 3% and 10% respectively.  
氣缸容量250毫升和250毫升(不含)以上的摩托車分別按3%和10%的稅率徵收消費稅。

Corporate income tax  
企業所得稅

1. It is levied at 15% or 25% on the taxable profit, except that for overseas subsidiaries, it is levied at the statutory tax rate of the countries or regions in which the subsidiaries operate.
- 1、除海外子公司按其所在國家、地區的法定稅率計繳外,企業所得稅按應納稅所得額的15%或25%計繳。
2. The basis of computation and applicable rate of corporate income tax primarily applicable to major overseas subsidiaries of the Group are set out below:
- 2、本集團境外主要子公司主要適用的企業所得稅計稅依據及適用稅率列示如下:

Basis of computation 計稅依據	Applicable country 適用國家	Tax rate 稅率
Amount of taxable income 應納稅所得額	Germany 德國	30.7%
Amount of taxable income 應納稅所得額	United States of America 美國	Federal tax at 21.00% and state tax 聯邦稅21.00%及州稅

Income tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.  
其他國家所得稅稅率遵循當地稅務法律法規確定。

Certain oversea subsidiaries enjoy tax benefits in pursuant to the local tax policies.  
某些境外子公司按照當地稅收政策享受稅收優惠。

四、稅項

1、主要稅種及稅率

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IV. TAXATION (CONTINUED)

#### 2. Tax benefits

##### *Preferential corporate income tax for the Company*

The Company was recognized as a high-tech enterprise on 27 November 2008. The Company continued to be recognized as a high-tech enterprise in 2023 and is therefore entitled to enjoy a preferential income tax rate of 15% from 2023 to 2025.

##### *Preferential corporate income tax for the domestic subsidiaries of the Company*

Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Huainan Special Purpose Vehicle Co., Ltd., Zhuzhou Gear Co., Ltd., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd., Zhuzhou Torch Machinery Manufacturing Co., Ltd., Weichai Power Yangzhou Diesel Engine Co., Ltd., Weichai Power Freshen Air Technology Co., Ltd., Baudouin (Weifang) Power Co., Ltd., Shandong Weichai Lovol Transmission Co., Ltd., Chongyou Hi-Tech Electronic Fuel Injection System (Chongqing) Co., Ltd., Weichai New Energy Power Technology Co., Ltd. and Weichai Hydraulic Transmission Co., Ltd. were recognised as high-tech enterprises in 2023 and are therefore entitled to enjoy a preferential income tax rate of 15% from 2023 to 2025.

Fast Eaton (Xi'an) Drivetrain Co., Ltd. was recognised as a high-tech enterprise in 2022 and is therefore entitled to enjoy a preferential income tax rate of 15% from 2022 to 2024.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 四、稅項(續)

#### 2、稅收優惠

##### *本公司企業所得稅優惠*

本公司於2008年11月27日被認定為高新技術企業，2023年本公司繼續通過高新技術企業認定，自2023年至2025年享受15%的所得稅優惠稅率。

##### *本公司境內子公司企業所得稅優惠*

陝西重型汽車有限公司、陝汽淮南專用汽車有限公司、株洲齒輪有限責任公司、陝西法士特齒輪有限責任公司、寶雞法士特齒輪有限責任公司、株洲湘火炬機械製造有限責任公司、濰柴動力揚州柴油機有限責任公司、濰柴動力空氣淨化科技有限公司、博杜安(濰坊)動力有限公司、山東濰柴雷沃傳動有限公司、重油高科電控燃油噴射系統(重慶)有限公司、濰柴新能源動力科技有限公司和濰柴液壓傳動有限公司於2023年通過高新技術企業認定，自2023年至2025年享受15%所得稅優惠稅率。

法士特伊頓(西安)動力傳動系統有限責任公司於2022年通過高新技術企業認定，自2022年至2024年享受15%所得稅優惠稅率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IV. TAXATION (CONTINUED)

#### 2. Tax benefits (Continued)

##### *Preferential corporate income tax for the domestic subsidiaries of the Company (Continued)*

Shaanxi Hande Axle Co., Ltd., Hande Axle (Zhuzhou) Gear Co., Ltd., Xi'an Fast Auto Drive Co., Ltd., Weichai Lovol Intelligent Agricultural Technology Co., Ltd. (hereinafter "Weichai Lovol"), Weichai Torch Technology Co., Ltd., Tsintel Automotive Technology (Suzhou) Co., Ltd. and Weifang Weichai Power Technology Co., Ltd. were recognised as high-tech enterprises in 2021 and are therefore entitled to enjoy a preferential income tax rate of 15% from 2021 to 2023.

Pursuant to the requirement of the Announcement on the Relevant Tax Policies for Further Supporting the Development of Micro and Small Enterprises and Individual Industrial and Commercial Households (Cai Shui [2023] No. 12) promulgated by the MOF and SAT on 2 August 2023, Shandong Hechuang Agricultural Intelligent Technology Co., Ltd.\* (山東合創農裝智能科技有限公司), Shandong Baoding Agricultural Machinery Testing Co., Ltd.\* (山東寶鼎農業機械檢測有限公司), Weichai Digital Technology Co., Ltd. and Weichai (Weifang) Venture Capital Co., Ltd. (濰柴(濰坊)創業投資有限公司), may apply the inclusive tax deduction and exemption policies for small enterprises and is subject to corporate income tax at the reduced rate of 20% based on its taxable income which is taken as 25% of its income.

## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### 四、稅項(續)

#### 2、稅收優惠(續)

##### *本公司境內子公司企業所得稅優惠(續)*

陝西漢德車橋有限公司、漢德車橋(株洲)齒輪有限公司、西安法士特汽車傳動有限公司、濰柴雷沃智慧農業科技股份有限公司(以下簡稱「濰柴雷沃」)、濰柴火炬科技股份有限公司、清智汽車科技(蘇州)有限公司和濰坊濰柴動力科技有限責任公司於2021年通過高新技術企業認定，自2021年至2023年享受15%所得稅優惠稅率。

根據2023年8月2日財政部、稅務總局《進一步支持小微企業和個體工商戶發展有關稅費政策的公告》(財稅[2023]12號)的規定，山東合創農裝智能科技有限公司、山東寶鼎農業機械檢測有限公司、濰柴數字科技有限公司和濰柴(濰坊)創業投資有限公司符合適用小微企業普惠性稅收減免政策，其所得減按25%計入應納稅所得額，按20%的稅率繳納企業所得稅。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IV. TAXATION (CONTINUED)

#### 2. Tax benefits (Continued)

##### *Preferential corporate income tax for the domestic subsidiaries of the Company (Continued)*

Pursuant to the requirement of the Announcement No. 23 of 2020 of the MOF, SAT and NDRC on Continuing the Income Tax Policy for Western Development dated 23 April 2020, the following companies have implemented preferential tax policy of 15% for the Western Development:

Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Hande Axle Co., Ltd., Shaanxi Jinding Casting Co., Ltd., Shaanxi Automobile Xinjiang Motor Co., Ltd, Shaanxi Fast Gear Co., Ltd., Xi'an Fast Auto Drive Co., Ltd., Baoji Fast Gear Co., Ltd., Fast Eaton (Xi'an) Power Transmission System Co., Ltd., Fast Eaton (Baoji) Light Transmission Co., Ltd. , and Xi'an Fast Hi-Tech Intelligent New Technology Co., Ltd. \*(西安法士特高智新科技有限公司).

Pursuant to the requirement of the Announcement concerning the Cancellation of 22 Matters of Approvals About Non-administrative Permissions to be Sought for Taxation Issues numbered 58 of 2015 issued by the State Administration of Taxation on 18 August 2015, for those companies entitled to the preferential tax treatment at 15% under the western development strategy of China, only filing is required instead of approval. All the aforesaid subsidiaries have satisfied the requirement under Cai Shui Fa [2020] No. 23 and continued to be eligible for a preferential tax rate at 15% in 2023.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 四、稅項(續)

#### 2、稅收優惠(續)

##### *本公司境內子公司企業所得稅優惠(續)*

根據2020年4月23日財政部、國家稅務總局、國家發展改革委公告2020年第23號文《關於延續西部大開發企業所得稅政策的公告》的規定，下列公司享受西部大開發15%的稅收優惠政策：

陝西重型汽車有限公司、陝西漢德車橋有限公司、陝西金鼎鑄造有限公司、陝汽新疆汽車有限公司、陝西法士特齒輪有限責任公司、西安法士特汽車傳動有限責任公司、寶雞法士特齒輪有限責任公司、法士特伊頓(西安)動力傳動系統有限責任公司、法士特伊頓(寶雞)輕型變速器有限責任公司和西安法士特高智新科技有限公司。

根據2015年8月18日國家稅務總局公告2015年第58號文《關於公佈已取消的22項稅務非行政許可審批事項的公告》的規定，享受西部大開發15%的稅收優惠政策的企業不需要審批只需備查，上述子公司年滿足財稅發[2020]23號文的規定，2023年繼續執行15%的優惠稅率。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Cash and cash equivalents

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Cash at bank	庫存現金	3,391,497.04	4,727,914.64
Bank deposits	銀行存款	43,705,330,242.42	39,344,614,135.98
Other monetary funds	其他貨幣資金	20,072,455,152.14	7,933,912,926.72
Amount deposited in financial institution	存放財務公司的款項	29,075,692,104.66	23,558,435,638.00
Total	合計	92,856,868,996.26	70,841,690,615.34
Incl.: Total amount deposited overseas	其中：存放在境外的款項總額	3,864,427,759.87	2,525,458,448.39

As of 31 December 2023, the Group's other monetary funds were mainly security deposits placed for designated accounts such as letters of guarantee, bank acceptance bills and letters of credit, and pledges of time deposit certificates.

As at 31 December 2023, cash and cash equivalents of the Group with title restrictions amounted to RMB20,536,429,089.05 (31 December 2022: RMB8,080,612,841.36), please refer to Note V.71.

#### 1. 貨幣資金

於2023年12月31日，本集團其他貨幣資金主要是用於保函、銀行承兌票據、信用證等專戶而存儲的保證金以及定期存單質押等。

於2023年12月31日，本集團所有權受限制的貨幣資金為人民幣20,536,429,089.05元(2022年12月31日：人民幣8,080,612,841.36元)，詳見附註五、71。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 2. Financial assets held for trading

### 五、合併財務報表項目註釋(續)

#### 2. 交易性金融資產

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Classified as financial assets at fair value through profit or loss	分類為以公允價值計量且其變動計入當期損益的金融資產		
Incl.: Structured deposits	其中：結構性存款	<b>10,442,806,183.74</b>	11,568,985,753.44
Forward foreign exchange contracts	遠期外匯合約	<b>79,055,692.80</b>	144,301,176.00
Cross currency swap and interest rate swap instruments	交叉貨幣互換及利率互換工具	<b>74,495,173.44</b>	8,209,727.40
Investment in equity instruments	權益工具投資	<b>1,810,897.68</b>	10,099,374.60
Other debt instrument	其他債務工具	<b>824,265,036.80</b>	132,424,536.00
<b>Total</b>	<b>合計</b>	<b>11,422,432,984.46</b>	11,864,020,567.44

As at 31 December 2023, the Group had no structured deposits for trading with title restrictions (31 December 2022: Nil).

於2023年12月31日，本集團無所有權受到限制的結構性存款(2022年12月31日：無)。

The Group reduces its currency risk and interest rate risk by entering into forward foreign exchange contracts and cross-currency interest rate swaps. Some of the Group's derivative financial instruments did not apply hedging accounting, and are measured at fair value through profit and loss; some derivative financial instruments applied hedging accounting. For relevant disclosures on hedging business, please refer to Note V. 73.

本集團通過簽訂遠期外匯合同及交叉貨幣互換利率掉期以降低本集團貨幣風險和利率風險。本集團部分衍生金融工具未應用套期會計，以公允價值計量並將其變動計入當期損益；部分衍生金融工具應用套期會計，關於套期業務的相關披露，具體可參見附註五、73。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 五、合併財務報表項目註釋(續)

#### 3. NOTES RECEIVABLE

#### 3. 應收票據

##### (1) Classification of notes receivable

##### (1) 應收票據分類

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills	銀行承兌匯票	8,444,020,941.36	9,491,886,182.48
Commercial acceptance bills	商業承兌匯票	259,115,686.86	110,700,160.99
Total	合計	8,703,136,628.22	9,602,586,343.47

All of the above notes receivable are due within one year.

上述應收票據均為一年內到期。

##### (2) Notes receivable pledged by the Group as at year end:

##### (2) 年末本集團已質押的應收票據：

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills (Note V.71)	銀行承兌匯票(附註五、71)	5,260,389,158.46	6,324,081,527.25

##### (3) Notes receivable endorsed or discounted as at year end and not yet expired as at the balance sheet date

##### (3) 年末本集團已背書或貼現且在資產負債表日尚未到期的應收票據

		31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Derecognised 終止確認	Not derecognised 未終止確認	Derecognised 終止確認	Not derecognised 未終止確認
Bank acceptance bills	銀行承兌匯票	1,390,762,990.63	1,702,000.00	10,170,000.00	-
Commercial acceptance bills	商業承兌匯票	350,000.00	450,000.00	-	-

As at 31 December 2023, the Group had not transferred any notes into accounts receivable due to issuers' failure in performance (31 December 2022: Nil).

於2023年12月31日，本集團無因出票人無力履約而將票據轉為應收賬款的票據(2022年12月31日：無)。

As the Group considered that the credit rating of the bank acceptance bills was relatively high and the credit quality of acceptors of all commercial acceptance bills held by it was good, there was no significant credit risk.

本集團認為所持有的銀行承兌匯票的承兌銀行信用評級較高，所持有的商業承兌匯票的承兌人信用狀況良好，不存在重大的信用風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 4. Accounts receivable

The Group trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period for credit customers is generally one to twelve months. Accounts receivable is non-interest bearing.

(1) An aging analysis of accounts receivable based on invoice dates is presented as follows:

Age	賬齡	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year	1年以內	23,115,434,963.62	20,528,709,966.91
1 to 2 years	1年至2年	608,881,383.49	1,421,597,883.19
2 to 3 years	2年至3年	981,449,749.27	262,341,986.76
Over 3 years	3年以上	2,583,846,211.08	2,403,481,239.17
Gross carrying amount	賬面餘額	27,289,612,307.46	24,616,131,076.03
Less: Provision for credit loss	減：信用損失準備	3,535,613,297.22	3,197,607,459.44
Carrying amount	賬面價值	23,753,999,010.24	21,418,523,616.59

## 五、合併財務報表項目註釋(續)

### 4. 應收賬款

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，除銷客戶的信用期通常為1至12個月。應收賬款並不計息。

(1) 應收賬款根據開票日期的賬齡分析如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(除特別註明外,金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Accounts receivable (Continued)

(2) Disclosure by category of provision for bad debt:

Item	項目	31 December 2023				Carrying amount
		Gross carrying amount	Proportion (%)	Provision for credit losses	Percentage of provision (%)	
		賬面餘額	比例(%)	信用損失準備	計提比例(%)	賬面價值
Provision for bad debts on an individual basis	按單項計提壞賬準備	4,715,952,250.78	17.28	2,684,132,923.38	56.92	2,031,819,327.40
Provision for bad debts on a collective basis	按組合計提壞賬準備	22,573,660,056.68	82.72	851,480,373.84	3.77	21,722,179,682.84
- credit losses are provided for using impairment matrix based on aging analysis	—基於賬齡採用減值矩陣計提信用損失準備	8,021,790,247.67	29.40	725,697,896.69	9.05	7,296,092,350.98
- credit losses are provided for using overdue ages as credit risk characteristics	—基於逾期賬齡作為信用風險特徵計提信用損失準備	13,417,793,650.82	49.17	120,371,342.25	0.90	13,297,422,308.57
- accounts receivable portfolio with good credit history	—信用記錄優質的應收款項組合	1,134,076,158.19	4.15	5,411,134.90	0.48	1,128,665,023.29
Total	合計	27,289,612,307.46	100.00	3,535,613,297.22	12.96	23,753,999,010.24

五、合併財務報表項目註釋(續)

4. 應收賬款(續)

(2) 按壞賬準備計提方法分類披露:

Item	項目	31 December 2022				Carrying amount
		Gross carrying amount	Proportion (%)	Provision for credit losses	Percentage of provision (%)	
		賬面餘額	比例(%)	信用損失準備	計提比例(%)	賬面價值
Provision for bad debts on an individual basis	按單項計提壞賬準備	5,264,751,188.55	21.39	2,485,020,803.34	47.20	2,779,730,385.21
Provision for bad debts on a collective basis	按組合計提壞賬準備	19,351,379,887.48	78.61	712,586,656.10	3.68	18,638,793,231.38
- credit losses are provided for using impairment matrix based on aging analysis	—基於賬齡採用減值矩陣計提信用損失準備	6,610,417,935.90	26.85	605,005,709.05	9.15	6,005,412,226.85
- credit losses are provided for using overdue ages as credit risk characteristics	—基於逾期賬齡作為信用風險特徵計提信用損失準備	11,822,205,856.59	48.03	93,400,273.87	0.79	11,728,805,582.72
- accounts receivable portfolio with good credit history	—信用記錄優質的應收款項組合	918,756,094.99	3.73	14,180,673.18	1.54	904,575,421.81
Total	合計	24,616,131,076.03	100.00	3,197,607,459.44	12.99	21,418,523,616.59

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Accounts receivable (Continued)

(2) Disclosure by category of provision for bad debt: (Continued)

- (a) As at 31 December 2023, the Group's accounts receivable assessed for expected credit losses individually are presented as follows:

Customer 客戶	Gross carrying amount 賬面餘額	Provision for credit loss 信用損失準備	Percentage of provision (%) 計提比例 (%)	Reasons 計提理由
Customer 1 客戶1	874,736,603.02	553,605,696.29	63.29	Bad repayment ability 償債能力差
Customer 2 客戶2	381,348,885.50	90,235,860.00	23.66	Significant slowdown in collection of receivables 回款速度顯著下降
Customer 3 客戶3	214,223,741.41	183,408,527.53	85.62	Bad repayment ability 償債能力差
Customer 4 客戶4	213,717,428.21	161,438,112.00	75.54	Bad repayment ability 償債能力差
Customer 5 客戶5	111,878,808.83	111,878,808.83	100.00	Bad repayment ability 償債能力差
Customer 6 客戶6	75,871,191.17	75,871,191.17	100.00	Bad repayment ability 償債能力差
Customer 7 客戶7	56,927,140.00	56,927,140.00	100.00	Long credit age 長賬齡
Others 其他	2,787,248,452.64	1,450,767,587.56	52.05	Long credit age, etc. 長賬齡等
Total 合計	4,715,952,250.78	2,684,132,923.38	56.92	

五、合併財務報表項目註釋(續)

4. 應收賬款(續)

(2) 按壞賬準備計提方法分類披露:(續)

- (a) 於2023年12月31日，本集團單項評估預期信用損失的應收賬款情況如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Accounts receivable (Continued)

(2) Disclosure by category of provision for bad debt: (Continued)

- (b) As at 31 December 2023, the Group's accounts receivable for which credit losses are provided for using impairment matrix based on aging analysis are presented as follows:

Age	賬齡	31 December 2023 2023年12月31日		
		Gross carrying amount 賬面餘額	Lifetime expected credit loss 整個存續期 預期信用損失	Expected credit loss rate (%) 預期信用損失率(%)
Within 1 year	1年以內	7,103,358,830.78	233,995,947.28	3.29
1 to 2 years	1至2年	291,528,492.28	51,624,415.16	17.71
2 to 3 years	2至3年	260,698,783.97	93,368,376.90	35.81
3 to 4 years	3至4年	53,390,642.01	34,795,477.27	65.17
4 to 5 years	4至5年	30,789,828.22	29,890,009.67	97.08
Over 5 years	5年以上	282,023,670.41	282,023,670.41	100.00
<b>Total</b>	<b>合計</b>	<b>8,021,790,247.67</b>	<b>725,697,896.69</b>	<b>9.05</b>

- (c) As at 31 December 2023, the Group's accounts receivable for which credit losses are provided for using overdue ages as credit risk characteristics are presented as follows:

Overdue age	逾期賬齡	31 December 2023 2023年12月31日		
		Gross carrying amount 賬面餘額	Lifetime expected credit loss 整個存續期 預期信用損失	Expected credit loss rate (%) 預期信用損失率(%)
Not yet overdue or overdue for less than 90 days	未逾期或逾期小於90天	12,578,048,290.27	71,632,872.45	0.57
Overdue for more than 90 days but less than 180 days	逾期大於90天且小於180天	532,977,917.79	18,080,400.09	3.39
Overdue for more than 180 days	逾期大於180天	306,767,442.76	30,658,069.71	9.99
<b>Total</b>	<b>合計</b>	<b>13,417,793,650.82</b>	<b>120,371,342.25</b>	<b>0.90</b>

五、合併財務報表項目註釋(續)

4. 應收賬款(續)

(2) 按壞賬準備計提方法分類披露:(續)

- (b) 於2023年12月31日，本集團基於賬齡採用減值矩陣計提信用損失準備的應收賬款情況如下：

- (c) 於2023年12月31日，本集團採用逾期賬齡作為信用風險特徵計提信用損失準備的應收賬款情況如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 4. Accounts receivable (Continued)

##### (2) Disclosure by category of provision for bad debt: (Continued)

- (d) As at 31 December 2023, provisions for credit losses for the Group's accounts receivable with good credit history are presented as follows:

Item	項目	31 December 2023 2023年12月31日		
		Gross carrying amount 賬面餘額	Lifetime expected credit loss 整個存續期 預期信用損失	Expected credit loss rate (%) 預期信用損失率(%)
Accounts receivable with good credit history	信用記錄優質的 應收款項組合	1,134,076,158.19	5,411,134.90	0.48

- (3) As at 31 December 2023, the top five balances in respect of accounts receivable and contract assets by closing balance are presented as follows:

Name of entity	單位名稱	Gross carrying amount of accounts receivable	Gross carrying amount of contract assets	Proportion (%)	Provision for credit losses
		應收賬款 賬面餘額	合同資產 賬面餘額		
First place	第一名	874,736,603.02	-	2.86	553,605,696.29
Second place	第二名	462,561,075.20	151,863,321.60	2.01	-
Third place	第三名	513,329,040.90	-	1.68	15,399,871.23
Fourth place	第四名	496,996,443.66	-	1.62	2,512,456.06
Fifth place	第五名	381,348,885.50	-	1.25	90,235,860.00
Total	合計	2,728,972,048.28	151,863,321.60	9.42	661,753,883.58

### 五、合併財務報表項目註釋(續)

#### 4. 應收賬款(續)

##### (2) 按壞賬準備計提方法分類披露：(續)

- (d) 於2023年12月31日，本集團信用記錄優質的應收款項組合計提信用損失準備的情況如下：

- (3) 於2023年12月31日，按欠款方歸集的年末餘額前五名的應收賬款和合同資產情況如下：



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

4. Accounts receivable (Continued)

(4) Movements in provision for credit losses:

		Lifetime expected credit loss (without impairment of credit) 整個存續期預期信用損失 (未發生信用減值)	Lifetime expected credit loss (with impairment of credit) 整個存續期預期信用損失 (已發生信用減值)	Total 合計
Provision for credit losses	信用損失準備			
Balance as at 31 December 2022	2022年12月31日餘額	765,435,159.92	2,432,172,299.52	3,197,607,459.44
Balance as at 31 December 2022 in the current year	2022年12月31日餘額在本年			
- Transferred to receivables with impairment of credit	- 轉入已發生信用減值	(17,463,796.59)	17,463,796.59	-
Provision for the year	本年計提	232,554,726.46	318,459,156.32	551,013,882.78
Reversal during the year	本年轉回	(116,080,822.03)	(45,104,907.92)	(161,185,729.95)
Written off during the year	本年核銷	-	(60,260,553.27)	(60,260,553.27)
Other increases	其他增加	-	1,853,921.94	1,853,921.94
Adjustment for exchange differences	匯兌差額調整	194,628.55	6,389,687.73	6,584,316.28
Balance as at 31 December 2023	2023年12月31日餘額	864,639,896.31	2,670,973,400.91	3,535,613,297.22

As at 31 December 2023, the balance of restricted accounts receivable of the Group amounted to RMB62,500,000.00 (Note V.71) (31 December 2022: RMB63,589,641.23).

於2023年12月31日，本集團所有權受到限制的應收賬款餘額為人民幣62,500,000.00元(附註五、71)(2022年12月31日：人民幣63,589,641.23元)。

5. Receivable financing

(1) Classification of receivable financing

5. 應收款項融資

(1) 應收款項融資分類

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills	銀行承兌匯票	7,912,106,491.05	6,972,217,007.03
Electronic debt certificates of accounts receivables	數字化應收賬款債權憑證	225,667,065.03	-
Total	合計	8,137,773,556.08	6,972,217,007.03

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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## 財務報表附註(續)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 5. Receivable financing (Continued)

(2) *Receivable financing pledged by the Group as at year end*

Item	項目	31 December 2023	31 December 2022
		2023年12月31日	2022年12月31日
Bank acceptance bills (Note V.71)	銀行承兌匯票(附註五、71)	<b>1,838,016,176.83</b>	1,815,604,509.18

(3) *Receivable financing endorsed or discounted as at year end and not yet expired as at the balance sheet date*

Item	項目	31 December 2023		31 December 2022	
		Derecognised	Not derecognised	Derecognised	Not derecognised
		終止確認	未終止確認	終止確認	未終止確認
Bank acceptance bills	銀行承兌匯票	<b>4,927,142,299.13</b>	-	2,895,557,836.20	-

### 五、合併財務報表項目註釋(續)

#### 5. 應收款項融資(續)

(2) 年末本集團已質押的應收款項融資

(3) 年末本集團已背書或貼現且在資產負債表日尚未到期的應收款項融資

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 五、合併財務報表項目註釋(續)

#### 6. Prepayments

(1) An aging analysis of prepayments is presented as follows:

Age	賬齡	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Amount 金額	Proportion % 比例%	Amount 金額	Proportion % 比例%
Within 1 year	1年以內	1,550,984,718.20	91.71	1,306,941,440.41	88.76
1 to 2 years	1至2年	71,220,602.83	4.21	97,775,609.11	6.64
2 to 3 years	2至3年	18,528,645.12	1.10	31,713,583.88	2.15
Over 3 years	3年以上	50,535,055.69	2.98	36,097,360.42	2.45
Total	合計	1,691,269,021.84	100.00	1,472,527,993.82	100.00

Description of the ages of prepayments: Prepayments with ages over 1 year represent primarily those outstanding amounts prepaid to suppliers for raw materials.

As at 31 December 2023, there was no significant prepayment with an age of more than one year (31 December 2022: Nil).

(2) Closing balances of the top five prepayments by debtor

As at 31 December 2023, the closing balances of the top five prepayments amounted in aggregate to RMB236,765,728.79 (31 December 2022: RMB236,989,778.75), representing 14.00% (31 December 2022: 16.09%) of the total closing balances of all prepayments at the year end.

#### 6. 預付款項

(1) 預付款項的賬齡分析如下：

預付款項賬齡的說明：賬齡超過1年的預付款項主要是預付供應商未結算的材料款。

於2023年12月31日，無賬齡一年以上的重要預付款項(2022年12月31日：無)。

(2) 按預付對象歸集的年末餘額前五名的預付款項情況

於2023年12月31日，餘額前五名的預付款項的年末餘額合計為人民幣236,765,728.79元(2022年12月31日：人民幣236,989,778.75元)，佔預付款項年末餘額合計數的比例為14.00%(2022年12月31日：16.09%)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Other receivables

五、合併財務報表項目註釋(續)

7. 其他應收款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Interest receivable	應收利息	91,265,051.80	21,372,121.92
Dividends receivable	應收股利	1,021,696.00	964,977.00
Other receivables	其他應收款	1,039,051,481.44	1,238,490,119.13
Total	合計	1,131,338,229.24	1,260,827,218.05

(1) Interest receivable

(1) 應收利息

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Fixed deposit	定期存款	91,265,051.80	21,372,121.92

(2) Dividends receivable

(2) 應收股利

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Shaanxi Eurostar Auto Co., Ltd.	陝西歐舒特汽車股份有限公司	3,040,000.00	3,040,000.00
XCMG Construction Machinery Co., Ltd.	徐工集團工程機械股份有限公司	1,021,696.00	964,977.00
Gross carrying amount	賬面餘額	4,061,696.00	4,004,977.00
Less: Provision for credit loss	減：信用損失準備	3,040,000.00	3,040,000.00
Total	合計	1,021,696.00	964,977.00

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 7. Other receivables (Continued)

##### (3) Other receivables

(a) Other receivables are disclosed by ages as follows:

Age	賬齡	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year	1年以內	829,344,474.94	713,884,962.66
1 to 2 years	1至2年	236,618,300.83	579,079,198.79
2 to 3 years	2至3年	98,015,341.06	159,553,095.20
Over 3 years	3年以上	1,016,205,146.44	930,743,486.48
Gross carrying amount	賬面餘額	2,180,183,263.27	2,383,260,743.13
Less: Provision for credit loss	減：信用損失準備	1,141,131,781.83	1,144,770,624.00
Carrying amount	賬面價值	1,039,051,481.44	1,238,490,119.13

(b) Classification of gross carrying amount of other receivables by nature:

Nature	性質	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Corporate lending and payment on behalf	企業暫借款及代墊款	1,416,044,246.59	1,829,649,861.97
Reserve fund	備用金	33,025,826.74	38,724,214.65
Deposit and security deposit	押金及保證金	159,833,354.25	30,412,527.67
Others	其他	571,279,835.69	484,474,138.84
Total	合計	2,180,183,263.27	2,383,260,743.13

### 五、合併財務報表項目註釋(續)

#### 7. 其他應收款(續)

##### (3) 其他應收款

(a) 其他應收款按賬齡披露：

(b) 其他應收款賬面餘額按款項性質分類情況：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Other receivables (Continued)

(3) Other receivables (Continued)

- (c) Change in the provision for credit losses in respect of other receivables based on 12-month expected credit losses and lifetime expected credit losses is as follows:

五、合併財務報表項目註釋(續)

7. 其他應收款(續)

(3) 其他應收款(續)

- (c) 其他應收款按照12個月預期信用損失及整個存續期預期信用損失計提的信用損失準備的變動如下：

Item	項目	Stage 1	Stage 2	Stage 2	Stage 3	Total
		Expected credit loss for the next 12 months	Lifetime expected credit loss (individually)	Lifetime expected credit loss (by group)	Financial assets with incurred credit loss (lifetime)	
		第一階段 未來12個月 預期信用損失	第二階段 整個存續期 預期信用損失 (單項評估)	第二階段 整個存續期 預期信用損失 (組合評估)	第三階段 已發生信用 減值金融資產 (整個存續期)	合計
Balance as at 31 December 2022	2022年12月31日餘額	32,462,953.17	-	-	1,112,307,670.83	1,144,770,624.00
Balance as at 31 December 2022 in the current year	2022年12月31日餘額在本年					
- Transferred to Stage 2	- 轉入第二階段	-	-	-	-	-
- Transferred to Stage 3	- 轉入第三階段	-	-	-	-	-
- Reversed to Stage 2	- 轉回第二階段	-	-	-	-	-
- Reversed to Stage 1	- 轉回第一階段	-	-	-	-	-
Provided for the year	本年計提	10,431,098.49	-	-	570,852.17	11,001,950.66
Reversed during the year	本年轉回	(12,804,130.61)	-	-	(355,674.01)	(13,159,804.62)
Written-off during the year	本年轉銷	(87,887.85)	-	-	-	(87,887.85)
Changes within the scope of combination	合併範圍內變動	-	-	-	-	-
Adjustment for exchange difference	匯兌差額調整	(1,393,100.36)	-	-	-	(1,393,100.36)
Balance as at 31 December 2023	2023年12月31日餘額	28,608,932.84	-	-	1,112,522,848.99	1,141,131,781.83

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 7. Other receivables (Continued)

##### (3) Other receivables (Continued)

- (d) As at 31 December 2023, closing balance of the top five other receivables by debtor are presented as follows:

Name of entity 單位名稱	Nature of receivable 款項的性質	Closing balance 年末餘額	Age 賬齡	Percentage of total other receivables (%) 佔其他應收款 年末餘額合計 數的比例(%)	Closing balance of provision for credit losses 信用損失準備 年末餘額
First place 第一名	Lending 暫借款	601,271,903.27	2-5 years or above 2年至5年以上	27.58	601,271,903.27
Second place 第二名	Lending 暫借款	328,827,679.02	2-5 years or above 2年至5年以上	15.08	328,827,679.02
Third place 第三名	Security deposit 保證金	132,780,351.95	Within one year 1年以內	6.09	-
Fourth place 第四名	Export tax refund 出口退稅	114,842,973.84	Within one year 1年以內	5.27	-
Fifth place 第五名	Lending 暫借款	104,500,000.00	4-5 years 4-5年	4.79	104,500,000.00
Total 合計		1,282,222,908.08	-	58.81	1,034,599,582.29

### 五、合併財務報表項目註釋(續)

#### 7. 其他應收款(續)

##### (3) 其他應收款(續)

- (d) 於2023年12月31日，按欠款方歸集的年末餘額前五名的其他應收款情況如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

8. Inventories

(1) Classification of inventories

8. 存貨

(1) 存貨分類

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值
Raw materials	原材料	10,764,002,797.25	928,980,841.15	9,835,021,956.10	11,514,074,617.32	722,437,208.16	10,791,637,409.16
Finished goods	產成品	24,013,467,372.58	1,140,104,287.49	22,873,363,085.09	19,101,320,185.94	889,522,751.42	18,211,797,434.52
OEM materials	委託加工材料	751,655,269.04	11,947,378.81	739,707,890.23	180,438,014.75	8,715,748.33	171,722,266.42
Self-made semi-finished goods and work in progress	自製半成品及在產品	3,637,699,090.73	57,131,128.47	3,580,567,962.26	3,587,093,165.53	77,535,529.53	3,509,557,636.00
Second-hand vehicles	二手車	1,132,974,412.80	256,068,454.40	876,905,958.40	878,366,602.80	215,412,557.02	662,954,045.78
Cost of performing contract	合同履約成本	24,819,410.75	-	24,819,410.75	26,292,970.67	-	26,292,970.67
Total	合計	40,324,618,353.15	2,394,232,090.32	37,930,386,262.83	35,287,585,557.01	1,913,623,794.46	33,373,961,762.55

(2) Provision for decline in value of inventories

(2) 存貨跌價準備

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	Others 其他	31 December 2023 2023年12月31日
			Charge 計提	Reversal or transferred out 轉回或轉銷	Adjustment of exchange differences 匯兌差額調整	
Raw materials	原材料	722,437,208.16	304,345,536.85	129,899,324.97	32,097,421.11	928,980,841.15
Finished goods	產成品	889,522,751.42	719,183,141.12	477,851,834.49	9,250,229.44	1,140,104,287.49
OEM materials	委託加工材料	8,715,748.33	1,566,068.01	101,209.25	1,766,771.72	11,947,378.81
Self-made semi-finished goods and work in progress	自製半成品及在產品	77,535,529.53	31,209,343.34	54,842,911.85	3,229,167.45	57,131,128.47
Second-hand vehicles	二手車	215,412,557.02	63,551,796.62	36,366,433.55	13,470,534.31	256,068,454.40
Total	合計	1,913,623,794.46	1,119,855,885.94	699,061,714.11	59,814,124.03	2,394,232,090.32



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 五、合併財務報表項目註釋(續)

#### 9. Contract assets

#### 9. 合同資產

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Gross carrying amount 賬面餘額	Provision for impairment of credit 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for impairment of credit 減值準備	Carrying amount 賬面價值
Supply chain solution services (Note)	供應鏈解決方案(註)	3,070,031,436.80	-	3,070,031,436.80	3,770,885,160.30	-	3,770,885,160.30
Other contract assets	其他合同資產	259,281,712.71	-	259,281,712.71	271,300,926.46	-	271,300,926.46
Total	合計	3,329,313,149.51	-	3,329,313,149.51	4,042,186,086.76	-	4,042,186,086.76

Note: The amount in respect of supply chain solution was the net amount of receivable from customers after offsetting contract assets and contract liabilities under the same contract under the supply chain solution of the Group. The Group recognised the work performed as a contract asset, and reclassified the contract asset recognised at the point of time when it settled the amount with the customer into receivables.

註：與供應鏈解決方案相關的金額為本集團供應鏈解決方案在同一合同下合同資產與合同負債抵銷後的應收客戶的淨額。本集團先將已執行的工作確認為一項合同資產，在其向客戶辦理結算的時點將確認的合同資產重分類至應收賬款。

#### 10. Assets held for sale

#### 10. 持有待售資產

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日	Expected time of disposal 預計處置時間
		Disposal of subsidiary by KION	KION處置子公司	434,197,222.40

The executive board of KION decided to withdraw from individual subsidiary. As at 31 December 2023, an agreement has been signed with the buyer and it is expected that the disposal will complete in 2024.

本公司之子公司KION執行董事會決定退出個別子公司業務，截至2023年12月31日，已經與買方簽訂協議，預計在2024年完成處置。

As at 31 December 2023, the book value of the disposal of the relevant business and subsidiary is written down to the net amount of the fair value less the estimated selling expenses.

截至2023年12月31日，處置相關業務及子公司的賬面價值減記至公允價值減去預計出售費用後的淨額。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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財務報表附註(續)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

11. Non-current assets due within one year

11. 一年內到期的非流動資產

Item	項目	31 December 2023 2023年12月31日				31 December 2022 2022年12月31日			
		Gross carrying amount	Provision for credit losses	Fair value hedging adjustments	Carrying amount	Gross carrying amount	Provision for credit losses	Fair value hedging adjustments	Carrying amount
		賬面餘額	信用損失準備	公允價值 套期調整	賬面價值	賬面餘額	信用損失準備	公允價值 套期調整	賬面價值
Finance lease receivables (Note V.13)	融資租賃應收款(附註五·13)	4,768,844,672.00	24,874,368.00	69,852,569.60	4,813,822,873.60	3,871,643,604.90	13,197,916.20	(133,612.20)	3,858,312,076.50

12. Other current assets

12. 其他流動資產

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Input tax credit to be deducted	留抵稅額	2,408,921,534.64	1,825,784,910.51
Prepaid expenses	待攤費用	542,915,177.05	381,244,249.78
Prepaid corporate income tax	預繳企業所得稅	383,903,527.58	1,012,046,966.00
Others	其他	385,023,184.48	354,740,188.61
Total	合計	3,720,763,423.75	3,573,816,314.90

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Long-term receivables

五、合併財務報表項目註釋(續)

13. 長期應收款

Item	項目	31 December 2023			Carrying amount
		Gross carrying amount	Provision for credit losses	Fair value hedging adjustments	
		賬面餘額	信用損失準備	公允價值套期調整	賬面價值
Finance lease receivables	融資租賃應收款	18,499,233,670.53	86,411,904.00	(91,646,131.20)	18,321,175,635.33
Incl.: Finance income not yet realised	其中：未實現融資收益	2,226,110,540.80	-	-	2,226,110,540.80
Less: Finance lease receivables classified as due within one year (Note V.11)	減：分類為一年內到期的融資租賃應收款(附註五·11)	4,768,844,672.00	24,874,368.00	69,852,569.60	4,813,822,873.60
Total	合計	13,730,388,998.53	61,537,536.00	(161,498,700.80)	13,507,352,761.73

Item	項目	31 December 2022			Carrying amount
		Gross carrying amount	Provision for credit losses	Fair value hedging adjustments	
		賬面餘額	信用損失準備	公允價值套期調整	賬面價值
Finance lease receivables	融資租賃應收款	14,447,628,221.10	61,305,731.10	(355,044,729.90)	14,031,277,760.10
Incl.: Finance income not yet realised	其中：未實現融資收益	1,297,678,800.90	-	-	1,297,678,800.90
Less: Finance lease receivables classified as due within one year (Note V.11)	減：分類為一年內到期的融資租賃應收款(附註五·11)	3,871,643,604.90	13,197,916.20	(133,612.20)	3,858,312,076.50
Total	合計	10,575,984,616.20	48,107,814.90	(354,911,117.70)	10,172,965,683.60

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Long-term receivables (Continued)

(1) Disclosure by category of provision for bad debt:

五、合併財務報表項目註釋(續)

13. 長期應收款(續)

(1) 按壞賬準備計提方法分類披露：

		31 December 2023 2023年12月31日					
Item	項目	Gross carrying amount 賬面餘額	Proportion (%) 比例(%)	Provision for credit losses 信用損失準備	Percentage (%) 計提比例(%)	Fair value hedging adjustments 公允價值套期調整	Carrying amount 賬面價值
Items assessed for expected credit losses by group with distinctive credit risk characteristics	按信用風險特徵組合評估 預期信用損失	18,499,233,670.53	100.00	86,411,904.00	0.47	(91,646,131.20)	18,321,175,635.33
		31 December 2022 2022年12月31日					
Item	項目	Gross carrying amount 賬面餘額	Proportion (%) 比例(%)	Provision for credit losses 信用損失準備	Percentage (%) 計提比例(%)	Fair value hedging adjustments 公允價值套期調整	Carrying amount 賬面價值
Items assessed for expected credit losses by group with distinctive credit risk characteristics	按信用風險特徵組合評估 預期信用損失	14,447,628,221.10	100.00	61,305,731.10	0.42	(355,044,729.90)	14,031,277,760.10

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 13. Long-term receivables (Continued)

(2) Provisions made for credit losses of long-term receivables (inclusive of the portion due within one year) are as follows:

Item	項目	2023			2022		
		Lifetime expected credit loss – without impairment of credit	Lifetime expected credit loss – with impairment of credit	Total	Lifetime expected credit loss – without impairment of credit	Lifetime expected credit loss – with impairment of credit	Total
		整個存續期 預期信用損失 –未發生信用減值	整個存續期 預期信用損失 –已發生信用減值	合計	整個存續期 預期信用損失 –未發生信用減值	整個存續期 預期信用損失 –已發生信用減值	合計
1. Provision for bad debts	1. 壞賬準備						
Opening balance	年初餘額	61,305,731.10	-	61,305,731.10	66,392,361.20	-	66,392,361.20
Provision for the year	本年計提	13,373,358.56	-	13,373,358.56	20,719,796.16	-	20,719,796.16
Reversal during the year	本年轉回	-	-	-	(30,253,539.88)	-	(30,253,539.88)
Exchange differences	匯兌損益差額	11,732,814.34	-	11,732,814.34	4,447,113.62	-	4,447,113.62
Closing balance	年末餘額	86,411,904.00	-	86,411,904.00	61,305,731.10	-	61,305,731.10
2. Closing balance of long-term receivables	2. 長期應收款年末餘額	18,499,233,670.53	-	18,499,233,670.53	14,447,628,221.10	-	14,447,628,221.10
3. Percentage of provision for bad debts	3. 壞賬準備計提比例	0.47%			0.42%		

As at 31 December 2023, the long-term receivables amounting to RMB5,545,451,520.00 (31 December 2022: RMB4,657,335,301.20) was from lease receivables from the sale and leaseback subleases business. For details of finance liabilities recognised for sale and leaseback, please refer to Note V.41. Lease receivables amounting to RMB9,342,128,870.40 (31 December 2022: RMB7,534,696,296.90) was disposed of and used for asset securitisation financing. For details of corresponding liabilities, please refer to Note V.45.

於2023年12月31日，長期應收款中人民幣5,545,451,520.00元(2022年12月31日：人民幣4,657,335,301.20元)來自於售後租回再轉租業務所形成的租賃應收款，售後租回確認的金融負債詳見附註五、41；人民幣9,342,128,870.40元(2022年12月31日：人民幣7,534,696,296.90元)的租賃應收款被出售用於資產證券化融資，對應的負債詳見附註五、45。

### 五、合併財務報表項目註釋(續)

#### 13. 長期應收款(續)

(2) 長期應收款(含一年內到期)信用損失準備變動情況：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Long-term equity investments

五、合併財務報表項目註釋(續)

14. 長期股權投資

		31 December 2022 2022年 12月31日	Change during the year 本年變動							31 December 2023 2023年 12月31日	Among which, closing provision for impairment 其中：年末 減值準備		
			Increase in investment 增加投資	Decrease in investment 減少投資	Gains and losses on investment under equity method 權益法下 投資收益	Other comprehensive income 其他 綜合收益	Other changes in equity 其他 權益變動	Declaration of cash dividend 宣告 現金股利	Provision for impairment 計提 減值準備			Others 其他	
I. Joint ventures	一、合營企業												
Xi'an FC Intelligence Transmission Co., Ltd. ("Xi'an FC")	西安雙特智能傳動有限公司(以下簡稱「西安雙特」)	238,972,408.06	-	-	102,056,056.47	-	-	-	-	-	-	341,028,464.53	-
Fischer Weichai (Weifang) Fuel Cell Compressor	飛速濰柴(濰坊)燃料電池空壓機有限公司	64,829,664.78	-	-	(7,142,311.81)	-	-	-	-	-	-	57,687,352.97	-
Subtotal	小計	303,802,072.84	-	-	94,913,744.66	-	-	-	-	-	-	398,715,817.50	-
II. Associates	二、聯營企業												
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	1,314,712,496.20	-	-	121,204,685.50	-	-	(43,176,014.00)	-	-	-	1,392,741,167.70	-
Shengrui Transmission Co., Ltd. (Note)	盛瑞傳動股份有限公司(註)	333,445,539.16	-	-	(61,994,946.09)	-	-	-	-	-	(271,450,593.07)	-	-
Deewin Tianxia Co., Ltd.	德銀天下股份有限公司	325,618,164.37	-	-	7,257,809.81	-	-	(5,078,544.33)	-	-	-	327,797,429.85	-
Other associates	其他聯營企業	3,062,975,335.05	155,966,755.19	(67,931,765.05)	(174,163,104.74)	(4,334,273.80)	67,004,607.38	(84,620,709.87)	(8,457,348.72)	108,861,640.36	3,055,301,135.80	15,524,734.05	
Subtotal	小計	5,036,751,534.78	155,966,755.19	(67,931,765.05)	(107,695,555.52)	(4,334,273.80)	67,004,607.38	(132,875,268.20)	(8,457,348.72)	(162,588,952.71)	4,775,839,733.35	15,524,734.05	
Total	合計	5,340,553,607.62	155,966,755.19	(67,931,765.05)	(12,781,810.86)	(4,334,273.80)	67,004,607.38	(132,875,268.20)	(8,457,348.72)	(162,588,952.71)	5,174,555,550.85	15,524,734.05	

Note: The Company entered into an equity transfer agreement with China National Heavy Duty Truck Group Company Limited ("CNHTC") and Shengrui Transmission Co., Ltd. ("Shenrui Transmission") on 5 June 2023, pursuant to which, the Company agreed to transfer 38% of equity interest in Shengrui Transmission held by it to CNHTC for a transfer price of RMB760.0914 million. The transfer was completed in August 2023, and the investment income amounted to RMB441.6956 million.

註：本公司於2023年6月5日與中國重型汽車集團有限公司(「重汽集團」)及盛瑞傳動股份有限公司(「盛瑞傳動」)簽訂股權轉讓協議書，約定將本公司持有的盛瑞傳動38%的股權轉讓給重汽集團，轉讓價格為人民幣76,009.14萬元，該轉讓已於2023年8月完成交割，投資收益為人民幣44,169.56萬元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

15. Investment in other equity instruments

15. 其他權益工具投資

Investee entity	被投資單位	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
XCMG Construction Machinery Co., Ltd.	徐工集團工程機械股份有限公司	2,009,045,978.94	1,865,542,694.73
Shantui Construction Machinery Co., Ltd.	山推工程機械股份有限公司	1,083,792,237.08	815,509,293.28
Shanghai Quicktron Intelligent Technology Co. Ltd.	上海快倉智能科技有限公司	354,599,244.80	192,438,682.50
Zhejiang E-P Equipment Co Ltd	浙江中力機械股份有限公司	267,975,142.40	222,464,313.00
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	218,398,508.23	224,800,000.00
Others	其他	78,290,783.79	75,192,039.76
<b>Total</b>	<b>合計</b>	<b>4,012,101,895.24</b>	<b>3,395,947,023.27</b>

(1) Information of investment in other equity instruments

(1) 其他權益工具投資的情況

Item	項目	Opening balance 年初餘額	Movements in current year 本年增減變動					Closing balance 年末餘額	Dividend income recognized during the year 本年確認的股利收入	Accumulated gains included in other comprehensive income 累計計入其他綜合收益的利得	Accumulated losses included in other comprehensive income 累計計入其他綜合收益的損失	Specific reason 指定原因
			Increase in investment 追加投資	Decrease in investment 減少投資	Gains included in other comprehensive income for the year 本年計入其他綜合收益的利得	Losses included in other comprehensive income for the year 本年計入其他綜合收益的損失	Others 其他					
XCMG Construction Machinery Co., Ltd.	徐工集團工程機械股份有限公司	1,865,542,694.73	-	-	143,503,284.21	-	-	2,009,045,978.94	55,195,217.89	809,505,705.80	-	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
Shantui Construction Machinery Co., Ltd.	山推工程機械股份有限公司	815,509,293.28	-	-	268,282,943.80	-	-	1,083,792,237.08	17,989,625.67	402,080,106.20	-	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
Shanghai Quicktron Intelligent Technology Co. Ltd.	上海快倉智能科技有限公司	192,438,682.50	-	-	166,156,794.14	-	(3,996,231.84)	354,599,244.80	-	179,032,857.30	-	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
Zhejiang E-P Equipment Co Ltd	浙江中力機械股份有限公司	222,464,313.00	-	-	47,750,776.80	-	(2,239,947.40)	267,975,142.40	-	181,008,589.10	-	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	224,800,000.00	-	-	-	6,401,491.77	-	218,398,508.23	-	24,398,508.23	-	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
Others	其他	75,192,039.76	-	24,237,061.00	32,695,311.02	6,159,520.37	800,014.38	78,290,783.79	2,616,114.71	-	33,501,502.36	Investment in equity instruments as strategic investment 權益工具投資為戰略投資
<b>Total</b>	<b>合計</b>	<b>3,395,947,023.27</b>	<b>-</b>	<b>24,237,061.00</b>	<b>658,389,109.97</b>	<b>12,561,012.14</b>	<b>(5,436,164.86)</b>	<b>4,012,101,895.24</b>	<b>75,800,958.27</b>	<b>1,596,025,766.63</b>	<b>33,501,502.36</b>	

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Investment in other equity instruments (Continued)

(2) Description of derecognition during the year:

Item	項目	Accumulated gains transferred to retained earnings due to derecognition 因終止確認轉入留存收益的累計利得	Accumulated losses transferred to retained earnings due to derecognition 轉入留存收益的累計損失	Reason for derecognition 終止確認的原因
Others	其他	-	12,664,182.30	Disposal of equity 處置股權

五、合併財務報表項目註釋(續)

15. 其他權益工具投資(續)

(2) 本年存在終止確認的情況說明：

16. Other non-current financial assets

16. 其他非流動金融資產

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Financial assets at FVTPL for the current period	以公允價值計量且其變動計入當期損益的金融資產		
Investments related to the pension plan of subsidiaries	與子公司退休金計劃相關的投資	214,446,131.20	204,222,536.25
Cross currency swap and interest rate swap instruments	交叉貨幣互換及利率互換工具	320,190,598.58	698,070,313.85
Total	合計	534,636,729.78	902,292,850.10



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

17. Investment property

17. 投資性房地產

(1) Subsequent measurement under the cost model:

(1) 採用成本模式進行後續計量：

Item	項目	Houses and buildings 房屋建築物	Land use rights 土地使用權	Total 合計
I. Gross carrying amount	一、賬面原值			
1. 31 December 2022	1. 2022年12月31日	923,194,725.95	124,325,763.09	1,047,520,489.04
2. Increase during the year	2. 本年增加金額	376,642,007.86	182,380,130.62	559,022,138.48
(1) Transferred from fixed assets/intangible assets	(1) 固定資產/無形資產轉入	332,126,026.21	182,380,130.62	514,506,156.83
(2) Transferred from construction in progress	(2) 在建工程轉入	44,515,981.65	-	44,515,981.65
3. Decrease during the year	3. 本年減少金額	228,375,861.75	213,331,602.74	441,707,464.49
(1) Transferred out to fixed assets/intangible assets	(1) 轉出至固定資產/無形資產	209,566,003.34	213,331,602.74	422,897,606.08
(2) Disposal	(2) 處置	18,809,858.41	-	18,809,858.41
4. 31 December 2023	4. 2023年12月31日	1,071,460,872.06	93,374,290.97	1,164,835,163.03
II. Accumulated depreciation and amortization	二、累計折舊和累計攤銷			
1. 31 December 2022	1. 2022年12月31日	368,544,376.98	27,697,860.44	396,242,237.42
2. Increase during the year	2. 本年增加金額	76,940,821.84	11,871,242.20	88,812,064.04
(1) Provision	(1) 計提	39,358,747.08	4,221,767.52	43,580,514.60
(2) Transferred from fixed assets/intangible assets	(2) 固定資產/無形資產轉入	37,582,074.76	7,649,474.68	45,231,549.44
3. Decrease during the year	3. 本年減少金額	9,042,767.00	16,725,449.31	25,768,216.31
(1) Transferred out to fixed assets/intangible assets	(1) 轉出至固定資產/無形資產	7,446,436.04	16,725,449.31	24,171,885.35
(2) Disposal	(2) 處置	1,596,330.96	-	1,596,330.96
4. 31 December 2023	4. 2023年12月31日	436,442,431.82	22,843,653.33	459,286,085.15
III. Accumulated impairment provision	三、累計減值準備			
1. 31 December 2022	1. 2022年12月31日	29,347,858.20	-	29,347,858.20
2. Increase during the year	2. 本年增加金額	1,132,620.00	-	1,132,620.00
Transferred from fixed assets	固定資產轉入	1,132,620.00	-	1,132,620.00
3. Decrease during the year	3. 本年減少金額	13,267,686.33	-	13,267,686.33
4. 31 December 2023	4. 2023年12月31日	17,212,791.87	-	17,212,791.87
IV. Carrying amount	四、賬面價值			
1. 31 December 2023	1. 2023年12月31日	617,805,648.37	70,530,637.64	688,336,286.01
2. 31 December 2022	2. 2022年12月31日	525,302,490.77	96,627,902.65	621,930,393.42

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 17. Investment property (Continued)

- (2) Investment properties not obtained title certificate:

As at 31 December 2023, the Group did not have any investment properties for which the title certificate has not been obtained.

### 18. Fixed Assets

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Fixed Assets	固定資產	44,072,781,659.43	37,892,012,101.21
Disposal of fixed asset	固定資產清理	3,185,488.46	2,411,183.80
Total	合計	44,075,967,147.89	37,894,423,285.01

## 五、合併財務報表項目註釋(續)

### 17. 投資性房地產(續)

- (2) 未辦妥產權證書的投資性房地產情況：

於2023年12月31日，本集團無未獲得房地產證的投資性房地產。

### 18. 固定資產

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Fixed Assets (Continued)

(1) Fixed assets

Item	項目	Houses,	Machinery and	Electronic	Forklift trucks	Forklift trucks	Others	Total	
		buildings and land use rights 房屋建築物及 土地所有權	equipment 機器設備	equipment 電子設備	and equipment leased out (long-term) 租出的叉車及 設備(長期)	and equipment leased out (short-term) 租出的叉車及 設備(短期)			
I. Gross carrying amount	一、 賬面原值								
1. 31 December 2022	1. 2022年12月31日	18,678,015,523.03	25,815,537,247.64	3,346,183,677.89	526,818,227.38	12,619,384,363.22	7,085,649,322.64	4,112,582,451.39	72,184,170,813.19
2. Increase during the year	2. 本年增加金額	1,752,441,953.80	4,120,360,438.33	796,574,520.11	70,866,262.46	5,032,318,010.67	3,194,973,939.33	780,773,763.67	15,748,308,888.37
(1) Addition	(1) 購置	171,177,408.29	591,791,075.49	94,085,490.87	9,954,703.84	5,032,318,010.67	3,194,973,939.33	637,391,084.11	9,731,691,712.60
(2) Transferred from construction in progress	(2) 在建工程轉入	1,364,440,163.74	3,523,546,608.05	702,489,029.24	60,911,558.62	-	-	155,663,812.78	5,807,051,172.43
(3) Transferred from investment properties	(3) 投資性房地產轉入	209,566,003.34	-	-	-	-	-	-	209,566,003.34
(4) Internal re-classification	(4) 內部重分類	7,258,378.43	5,022,754.79	-	-	-	-	(12,281,133.22)	-
3. Decrease during the year	3. 本年減少金額	412,605,568.63	661,603,367.04	146,526,371.45	39,939,985.44	3,253,640,451.09	1,753,376,382.32	193,555,141.69	6,461,247,267.66
(1) Disposals or retirements	(1) 處置或報廢	80,479,542.42	653,161,391.70	146,526,371.45	39,939,985.44	3,253,640,451.09	1,753,376,382.32	193,555,141.69	6,120,679,266.11
(2) Transferred out to investment properties	(2) 轉出至投資性房地產	332,126,026.21	-	-	-	-	-	-	332,126,026.21
(3) Other transfer out	(3) 其他轉出	-	8,441,975.34	-	-	-	-	-	8,441,975.34
4. Adjustment for exchange differences	4. 匯兌差額調整	291,343,849.13	193,978,033.36	645,481.77	(80,834.35)	857,334,561.84	457,660,197.56	202,850,918.63	2,003,732,207.94
5. 31 December 2023	5. 2023年12月31日	20,309,195,757.33	29,468,272,352.29	3,996,877,308.32	557,663,670.05	15,255,396,484.64	8,984,907,077.21	4,902,651,992.00	83,474,964,641.84
II. Accumulated depreciation	二、 累計折舊								
1. 31 December 2022	1. 2022年12月31日	6,584,603,477.13	16,320,449,799.61	2,461,119,949.34	417,624,026.37	3,210,665,356.52	2,740,428,596.25	2,265,996,331.21	34,000,887,536.43
2. Increase during the year	2. 本年增加金額	906,937,837.04	1,976,129,405.93	534,050,822.97	56,359,983.71	2,337,256,243.30	1,252,130,412.20	626,629,029.55	7,689,493,734.70
(1) Provision	(1) 計提	895,246,464.06	1,971,993,993.91	534,050,822.97	56,359,983.71	2,337,256,243.30	1,252,130,412.20	635,009,378.51	7,682,047,298.66
(2) Transferred from investment properties	(2) 投資性房地產轉入	7,446,436.04	-	-	-	-	-	-	7,446,436.04
(3) Internal re-classification	(3) 內部重分類	4,244,936.94	4,135,412.02	-	-	-	-	(8,380,348.96)	-
3. Decrease during the year	3. 本年減少金額	75,644,552.27	252,696,703.59	106,994,887.15	37,520,925.42	1,824,398,601.09	977,742,882.32	163,766,925.58	3,438,765,477.42
(1) Disposals or retirements	(1) 處置或報廢	38,062,477.51	248,801,991.07	106,994,887.15	37,520,925.42	1,824,398,601.09	977,742,882.32	163,766,925.58	3,397,288,690.14
(2) Transferred out to investment properties	(2) 轉出至投資性房地產	37,582,074.76	-	-	-	-	-	-	37,582,074.76
(3) Other transfer out	(3) 其他轉出	-	3,894,712.52	-	-	-	-	-	3,894,712.52
4. Adjustment for exchange differences	4. 匯兌差額調整	146,522,323.01	83,931,377.70	657,936.01	140,626.36	225,340,003.49	156,468,210.01	96,634,825.87	709,695,302.45
5. 31 December 2023	5. 2023年12月31日	7,562,419,084.91	18,127,813,879.65	2,888,833,821.17	436,603,711.02	3,948,863,002.22	3,171,284,336.14	2,825,493,261.05	38,961,311,096.16

五、合併財務報表項目註釋(續)

18. 固定資產(續)

(1) 固定資產情況

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Fixed Assets (Continued)

(1) Fixed assets (Continued)

Item	項目		Houses,	Machinery and	Electronic	Vehicles	Forklift trucks	Forklift trucks	Others	Total
			buildings and land use rights 房屋建築物及 土地所有權				equipment 機器設備	equipment 設備(長期)		
III. Impairment provision	三、減值準備									
1.	31 December 2022	1. 2022年12月31日	94,889,200.46	113,290,392.78	6,951,137.75	690,499.57	36,349,941.30	25,289,820.30	13,810,183.39	291,271,175.55
2.	Increase during the year	2. 本年增加金額	115,151,682.77	38,481,441.34	1,052,142.74	842,441.65	2,869,650.90	17,446,866.92	401,421.69	176,245,648.01
	Provision	計提	115,151,682.77	38,481,441.34	1,052,142.74	842,441.65	2,869,650.90	17,446,866.92	401,421.69	176,245,648.01
3.	Decrease during the year	3. 本年減少金額	6,211,207.27	2,796,770.82	20.00	-	107,100.00	3,916,800.00	294,572.99	13,326,471.08
	(1) Disposals or retirements	(1) 處置或報廢	5,078,587.27	2,796,770.82	20.00	-	107,100.00	3,916,800.00	294,572.99	12,193,851.08
	(2) Transferred out to investment properties	(2) 轉出至投資性房產	1,132,620.00	-	-	-	-	-	-	1,132,620.00
4.	Adjustment for exchange differences	4. 匯兌差額調整	109,860.60	503,096.80	-	-	(5,443,679.40)	(8,239,740.02)	(248,004.21)	(13,318,466.23)
5.	31 December 2023	5. 2023年12月31日	203,939,536.56	149,478,160.10	8,003,260.49	1,532,941.22	33,668,812.80	30,580,147.20	13,669,027.88	440,871,886.25
IV. Carrying amount	四、賬面價值									
1.	31 December 2023	1. 2023年12月31日	12,542,837,135.86	11,190,980,312.54	1,100,040,226.66	119,527,017.81	11,272,864,669.62	5,783,042,593.87	2,063,489,703.07	44,072,781,659.43
2.	31 December 2022	2. 2022年12月31日	11,998,522,845.44	9,381,797,055.25	878,112,590.80	108,503,701.44	9,372,369,065.40	4,319,930,906.09	1,832,775,936.79	37,892,012,101.21

As at 31 December 2023, net value of fixed assets of the Group with title restrictions amounted to RMB182,338,604.40 (31 December 2022: RMB188,108,040.67), please refer to Note V.71. Among which, none of the pledge over fixed assets had yet to be registered.

In 2023, as the recoverable amount of certain fixed assets is lower than its carrying amount, the provision for impairment of RMB176,245,648.01 has been made based on the impairment test results. Among them, the asset group of Shaanxi Automobile Huainan Special-Purpose Vehicle Co., Ltd. and Shaanxi Automobile Datong Special-Purpose Vehicle Co., Ltd., both are subsidiaries of the Group, showed indications of impairment due to changes in future business strategies. The Group determined its recoverable amount as the present value of expected future cash flows and made corresponding provision for impairment of assets amounting to RMB151,283,168.16.

五、合併財務報表項目註釋(續)

18. 固定資產(續)

(1) 固定資產情況(續)

於2023年12月31日，本集團所有權受到限制的固定資產淨值為人民幣182,338,604.40元(2022年12月31日：人民幣188,108,040.67元)，詳見附註五、71。其中，無固定資產尚未辦理抵押登記。

於2023年度，由於部分固定資產的可收回金額低於賬面價值，根據減值測試結果，計提減值準備人民幣176,245,648.01元。其中，本集團子公司陝汽淮南專用汽車有限公司和陝汽大同專用汽車有限公司，由於未來經營策略的變化，資產組出現減值跡象。本集團將其預計未來現金流量的現值確定其可收回金額並計提相應的資產減值準備，金額為人民幣151,283,168.16元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

18. Fixed Assets (Continued)

(2) Fixed assets which are temporarily idle are presented as follows:

18. 固定資產(續)

(2) 暫時閑置的固定資產如下：

Item	項目	Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Houses and buildings and land use rights	房屋建築物及土地所有權	155,610,820.21	65,816,574.23	48,468,288.36	41,325,957.62
Machinery and equipment	機器設備	344,136,295.55	220,782,169.34	107,451,008.18	15,903,118.03
Electronic equipment	電子設備	68,595,671.61	53,355,335.75	13,197,311.80	2,043,024.06
Vehicles	運輸設備	590,813.44	573,089.04	-	17,724.40
Other equipment	其他設備	413,456.41	186,404.93	-	227,051.48
Total	合計	569,347,057.22	340,713,573.29	169,116,608.34	59,516,875.59

(3) Carrying amount of fixed assets leased out under operating lease is presented as follows:

(3) 經營性租出固定資產賬面價值如下：

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Electronic equipment	電子設備	22,108,658.23	29,323,622.15
Machinery and equipment	機器設備	548,428,729.24	539,218,991.90
Vehicles	運輸設備	744,617.18	2,189,252.77
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	11,272,864,669.62	9,372,369,065.40
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	5,783,042,593.87	4,319,930,906.09
Other equipment	其他設備	1,026,327.90	-
Total	合計	17,628,215,596.04	14,263,031,838.31

As at 31 December 2023, fixed assets for which the Group obtained financings through the way of the sale and leaseback subleases had a carrying amount of RMB2,008,025,600.00.

於2023年12月31日，本集團通過間接租賃的方式進行融資的固定資產賬面價值為人民幣2,008,025,600.00元。

(4) As at 31 December 2023, fixed assets for which the title certificate had not been obtained are as follows:

(4) 於2023年12月31日，未辦妥產權證書的固定資產情況如下：

Item	項目	Carrying amount 賬面價值	Reasons for the absence of the title certificate 未辦妥產權證書的原因
Buildings	房屋建築物	1,405,390,511.67	In progress of applying for the title certificate 正在辦理產權證

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

19. Construction in progress

五、合併財務報表項目註釋(續)

19. 在建工程

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Construction in progress	在建工程	7,450,821,759.81	7,980,410,006.36

(1) Status of construction in progress

(1) 在建工程情況

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值
Factory area construction project E	廠區建設項目E	1,101,673,535.63	-	1,101,673,535.63	490,841,972.86	-	490,841,972.86
Production line construction and renovation project A	生產線建設改造項目A	511,127,798.81	-	511,127,798.81	461,578,621.14	-	461,578,621.14
Factory area construction project D	廠區建設項目D	453,136,829.95	-	453,136,829.95	185,469,203.20	-	185,469,203.20
Science and Technology Research Institute	科技研究院	299,733,657.96	-	299,733,657.96	272,498,854.07	-	272,498,854.07
Factory area construction project F	廠區建設項目F	286,683,329.92	-	286,683,329.92	171,485,211.46	-	171,485,211.46
Factory area construction project A - R&D building	廠區建設項目A-研發大樓	159,580,549.33	-	159,580,549.33	458,170,735.25	-	458,170,735.25
Transmission project	傳動項目	86,406,730.24	-	86,406,730.24	1,003,228,559.22	-	1,003,228,559.22
Production line construction and renovation project B	生產線建設改造項目B	86,501,466.25	-	86,501,466.25	596,425,684.58	-	596,425,684.58
Lovol High Horsepower New Plant Project	雷沃大馬力新廠項目	80,370,223.71	-	80,370,223.71	52,238,742.12	-	52,238,742.12
Trial room construction project C	試驗室建設項目C	78,446,970.25	-	78,446,970.25	73,673,207.32	-	73,673,207.32
Factory area construction project B	廠區建設項目B	76,187,260.09	-	76,187,260.09	167,168,688.86	-	167,168,688.86
Factory area construction project C	廠區建設項目C	61,054,718.07	-	61,054,718.07	54,778,190.81	-	54,778,190.81
Trial room construction project B	試驗室建設項目B	25,890,478.84	-	25,890,478.84	66,874,226.21	-	66,874,226.21
Others	其他	4,156,421,258.73	12,393,047.97	4,144,028,210.76	3,926,548,954.70	570,845.44	3,925,978,109.26
Total	合計	7,463,214,807.78	12,393,047.97	7,450,821,759.81	7,980,980,851.80	570,845.44	7,980,410,006.36

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 19. Construction in progress (Continued)

(2) Movement in key construction-in-progress is presented as follows

Item	項目	Budget	Opening balance	Increase during the year	Fixed asset transferred in during the year	Other decrease	Closing balance	Actual costs as a percentage of budget (%)	Accumulated amount of capitalized interest	Of which:			Source of funding
										capitalized amount of interest during the year	Capitalization rate of interest during the year	Capitalization rate of interest during the year	
		預算	年初餘額	本年增加	本年轉入固定資產	其他減少	年末餘額	工程投入佔預算比例(%)	利息資本化累計金額	其中：本年利息資本化金額	本年利息資本化率		資金來源
Factory area construction project E	廠區建設項目E	1,993,284,700.00	490,841,972.86	611,038,741.09	207,178.32	-	1,101,673,535.63	56.54	-	-	-	Self-raised	自籌
Production line construction and renovation project B	生產線建設改造項目B	2,935,120,000.00	596,425,684.58	306,111,048.30	796,416,510.80	19,621,364.15	86,498,857.93	57.67	-	-	-	Self-raised	自籌
Production line construction and renovation project A	生產線建設改造項目A	1,673,430,000.00	327,169,864.86	275,728,779.93	180,760,352.85	-	422,138,291.94	52.43	-	-	-	Self-raised	自籌
Factory area construction project D	廠區建設項目D	1,097,240,000.00	185,469,203.20	356,953,991.51	89,286,364.76	-	453,136,829.95	50.86	-	-	-	Self-raised	自籌
Science and Technology Research Institute	科技研究院	590,970,000.00	272,498,854.07	27,234,803.89	-	-	299,733,657.96	50.72	-	-	-	Self-raised	自籌
Factory area construction project F	廠區建設項目F	534,737,100.00	171,485,211.46	138,236,804.25	23,038,685.79	-	286,683,329.92	53.37	-	-	-	Self-raised	自籌
Factory area construction project A - R&D building	廠區建設項目A - 研發大樓	997,687,800.00	458,170,735.25	91,084,852.98	389,675,038.90	-	159,580,549.33	57.57	-	-	-	Self-raised	自籌
Transmission project - Infrastructure	傳動項目 - 基建	507,440,000.00	85,329,386.25	306,601,530.38	367,336,830.46	-	24,594,086.17	77.24	-	-	-	Self-raised	自籌
Total	合計	2,587,390,912.53	2,112,990,552.33	1,846,720,961.88	19,621,364.15	2,834,039,138.83	-	-	-	-	-	-	-

### 五、合併財務報表項目註釋(續)

#### 19. 在建工程(續)

(2) 重大在建工程項目本年變動情況

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Right-of-use assets

五、合併財務報表項目註釋(續)

20. 使用權資產

Item	項目	Houses and	Machinery and	Vehicles	Forklift trucks	Forklift trucks	Others	Total
		Buildings	Equipment		and equipment after sale and leaseback subleases (long-term)	and equipment after sale and leaseback subleases (short-term)		
		房屋及建築物	機器設備	運輸設備	售後租回再轉租 的叉車及 設備(長期)	售後租回再轉租 的租出的叉車及 設備(短期)	其他	合計
I. Gross carrying amount	一、賬面原值							
1. 31 December 2022	1. 2022年12月31日	6,680,629,466.15	8,707,094.95	17,087,442.91	398,088,949.10	1,084,154,393.28	1,836,507,035.74	10,025,174,382.13
2. Increase during the year	2. 本年增加金額	1,215,438,262.13	153,000.00	1,518,751.08	-	-	638,836,200.00	1,855,946,213.21
3. Decrease during the year	3. 本年減少金額	696,524,799.40	-	-	244,087,326.00	632,175,880.50	568,861,650.00	2,141,649,655.90
4. Adjustment for exchange differences	4. 匯兌差額調整	369,005,155.56	3,154,398.94	4,686,467.95	17,706,178.50	53,525,230.72	110,909,922.42	558,987,354.09
5. 31 December 2023	5. 2023年12月31日	7,568,548,084.44	12,014,493.89	23,292,661.94	171,707,801.60	505,503,743.50	2,017,391,508.16	10,298,458,293.53
II. Accumulated depreciation	二、累計折舊							
1. 31 December 2022	1. 2022年12月31日	3,306,424,087.13	6,232,718.20	12,980,585.41	70,660,404.54	472,885,305.95	1,103,603,314.97	4,972,786,416.20
2. Provision for the year	2. 本年計提金額	696,139,459.23	950,985.59	2,941,648.08	330,987,195.00	410,292,603.00	438,031,107.48	1,879,342,998.38
3. Decrease during the year	3. 本年減少金額	546,449,008.79	-	-	242,884,057.50	573,663,249.00	528,599,700.00	1,891,596,015.29
4. Adjustment for exchange differences	4. 匯兌差額調整	135,045,230.73	3,026,141.74	838,666.78	2,632,989.16	29,819,189.15	61,956,409.53	233,318,627.09
5. 31 December 2023	5. 2023年12月31日	3,591,159,768.30	10,209,845.53	16,760,900.27	161,396,531.20	339,333,849.10	1,074,991,131.98	5,193,852,026.38
III. Provision for impairment	三、減值準備							
1. 31 December 2022	1. 2022年12月31日	9,627,501.30	-	-	-	-	8,662,524.30	18,290,025.60
2. Provision for the year	2. 本年計提金額	13,959,019.94	-	-	-	-	6,067,479.97	20,026,499.91
3. Adjustment for exchange differences	3. 匯兌差額調整	(378,303.64)	-	-	-	-	(1,762,324.27)	(2,140,627.91)
4. 31 December 2023	4. 2023年12月31日	23,208,217.60	-	-	-	-	12,967,680.00	36,175,897.60
IV. Carrying amount	四、賬面價值							
1. 31 December 2023	1. 2023年12月31日	3,954,180,098.54	1,804,648.36	6,531,761.67	10,311,270.40	166,169,894.40	929,432,696.18	5,068,430,369.55
2. 31 December 2022	2. 2022年12月31日	3,364,577,877.72	2,474,376.75	4,106,857.50	327,428,544.56	611,269,087.33	724,241,196.47	5,034,097,940.33

During the year, short-term leasing fees through profit or loss under the simplified approach amounted to RMB383,894,429.57 while low value asset leasing fee amounted to RMB95,634,436.76.

本年度計入當期損益的簡化處理的短期租賃費用為人民幣383,894,429.57元，低價值資產租賃費用為人民幣95,634,436.76元。



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

21. Intangible assets

(1) Intangible assets

Item	項目	Land use rights 土地使用權	Patents 專有技術	Trademark rights 商標使用權	License 特許權	Software 軟件	Orders on hand 在手訂單	Customer Relationship 客戶關係	Others 其他	Total 合計
I.	Original asset value	一、資產原值								
1.	31 December 2022	3,362,055,332.83	2,477,487,579.73	7,882,216,885.69	1,888,104,906.23	813,080,023.92	312,828,000.53	10,770,831,797.56	8,739,590,182.96	36,246,194,709.45
2.	Increase during the year	2. 本年增加金額								
(1)	Addition	161,924,744.59	-	-	115,349,266.58	271,127,617.52	-	3,398.06	897,529,211.99	1,445,934,238.74
(2)	Transfer from internal R&D	-	288,747,420.04	-	-	-	-	-	-	288,747,420.04
(3)	Transfer from construction in progress	24,259,293.24	-	-	-	51,032,517.87	-	-	-	75,291,811.11
(4)	Transfer from investment properties	213,331,602.74	-	-	-	-	-	-	-	213,331,602.74
(5)	Reclassification	-	-	-	92,916,900.00	(83,247,300.00)	-	-	(9,669,600.00)	-
3.	Decrease during the year	3. 本年減少金額								
(1)	Disposals or retirements	62,664,571.20	-	-	11,336,237.42	2,792,953.89	-	65,506,950.00	281,199,312.00	423,500,024.51
(2)	Transfer to investment properties	182,380,130.62	-	-	-	-	-	-	-	182,380,130.62
4.	Adjustment for exchange differences	-	39,861,692.71	411,056,104.57	102,209,104.21	17,478,969.49	18,387,268.67	476,141,827.34	365,338,702.53	1,430,473,669.52
5.	31 December 2023	3,516,526,271.58	2,806,096,692.48	8,293,272,990.26	2,187,243,939.60	1,066,678,874.91	331,215,269.20	11,181,470,072.96	9,711,589,185.48	39,094,093,296.47
II.	Accumulated amortization	二、累計攤銷								
1.	31 December 2022	579,956,900.13	1,185,653,763.53	36,702,023.11	1,254,556,514.36	382,283,831.68	213,175,568.03	5,675,803,765.17	3,419,674,699.25	12,747,807,065.26
2.	Increase during the year	2. 本年增加金額								
(1)	Provision	59,752,240.30	262,343,959.79	1,163,682.33	230,899,950.01	53,464,957.82	5,576,850.00	782,749,364.59	907,613,151.30	2,303,564,156.14
(2)	Transfer from investment properties	16,725,449.31	-	-	-	-	-	-	-	16,725,449.31
3.	Decrease during the year	3. 本年減少金額								
(1)	Disposals or retirements	3,133,228.55	-	-	9,906,750.00	325,494.69	-	65,499,300.00	280,839,150.00	359,703,923.24
(2)	Transfer to investment properties	7,649,474.68	-	-	-	-	-	-	-	7,649,474.68
4.	Adjustment for exchange differences	-	29,063,782.52	65,529.83	128,220,398.69	562,820.46	12,682,447.97	283,024,417.82	79,548,635.88	533,168,033.17
5.	31 December 2023	645,651,886.51	1,477,061,505.84	37,931,235.27	1,603,770,113.06	435,986,115.27	231,434,866.00	6,676,078,247.58	4,125,997,336.43	15,233,911,305.96
III.	Provision for impairment	三、減值準備								
1.	31 December 2022	16,069,639.97	-	31,176,180.00	6,888,451.20	23,300,483.10	18,468,175.20	519,701,026.76	123,316,637.70	738,920,593.93
2.	Increase during the year	2. 本年增加金額								
Provision	計提	-	-	-	-	-	-	541,875.57	8,067,077.13	8,608,952.70
3.	Decrease during the year	3. 本年減少金額								
4.	Adjustment for exchange differences	-	-	1,832,460.00	404,886.40	1,369,545.70	1,017,592.00	29,975,035.31	6,784,484.07	41,384,003.48
5.	31 December 2023	16,069,639.97	-	33,008,640.00	7,293,337.60	24,670,028.80	19,485,767.20	550,217,937.64	138,168,198.90	788,913,550.11
IV.	Net carrying amount	四、賬面淨值								
1.	31 December 2023	2,854,804,745.10	1,329,035,186.64	8,222,333,114.99	576,180,488.94	606,022,730.84	80,294,636.00	3,955,173,887.74	5,447,423,650.15	23,071,268,440.40
2.	31 December 2022	2,766,028,792.73	1,291,833,816.20	7,814,338,682.58	626,659,940.67	407,495,709.14	81,184,257.30	4,575,327,005.63	5,196,598,846.01	22,759,467,050.26

五、合併財務報表項目註釋(續)

21. 無形資產

(1) 無形資產情況

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 21. Intangible assets (Continued)

##### (1) Intangible assets (Continued)

During the end of the year, the proportion of intangible assets from internal R&D to the remaining amount of intangible assets was 25.23%.

As at 31 December 2023, the Group had no intangible assets with title restrictions (31 December 2022: Nil).

Other than the finite useful life of some of the trademarks held by the subsidiaries of the Company, trademarks of the Group are renewable every 10 years at minimal cost. The management of the Group are of the opinion that the Group has both the intention and ability to renew the trademarks continuously. As a result, the useful life of the trademarks is considered by the management of the Group as indefinite because the trademarks are expected to contribute to the Group's net cash inflows indefinitely. The trademarks will not be amortized unless their useful life is determined to be finite. Instead the trademarks will be tested for impairment annually and whenever there is an indication that they may be impaired.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 21. 無形資產(續)

##### (1) 無形資產情況(續)

本年末通過內部研發形成的無形資產佔無形資產餘額的比例為25.23%。

於2023年12月31日，本集團無所有權受限制的無形資產(2022年12月31日：無)。

除本公司之子公司持有的部分商標使用壽命有限外，本集團其他商標每十年須按最低成本重續一次。本集團管理層認為，本集團有意且有能力不斷重續該等商標。預計該等商標將可永久為本集團產生現金流入淨額，故此，本集團管理層認為該等商標使用壽命不確定。除非該等商標的可使用年限被認為有限，否則不會進行攤銷。相反，商標將會每年及每當有跡象顯示存在減值時進行減值測試。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 21. Intangible assets (Continued)

##### (1) Intangible assets (Continued)

As at 31 December 2023, KION owned trademark rights with an indefinite useful life of carrying amount of RMB7,379,065,753.60 (31 December 2022: RMB6,973,020,299.70), the recoverable amount of such trademark rights was determined based on the present value of expected future cash flows of the asset groups unit it belonged to, which was determined based on the cash flow projection in accordance with the 5-year financial budget approved by the management. The discount rate used for the cash flow projection was the pre-tax rate of 12.10%-13.60% (2022: 10.70%-12.90%). The estimated growth rate of cash flows beyond the 5-year period of 1.00%-1.30% (2022: 1.00%-1.30%) was the long-term average growth rate of the industry or region where the enterprise operated.

Based on the result of the test for impairment, as at 31 December 2023, the provision for trademark rights with an indefinite useful life is no longer required to be made by the Group (2022: Nil).

##### (2) Land use rights for which the title certificate has not been obtained

Item	項目	Carrying amount 賬面價值	Reasons for the absence of the title certificate 未辦妥產權證書的原因
Land use rights	土地使用權	27,110,996.01	In progress of applying for the title certificate 土地證尚在辦理中

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 21. 無形資產(續)

##### (1) 無形資產情況(續)

於2023年12月31日，KION擁有的使用壽命不確定的商標使用權賬面價值為人民幣7,379,065,753.60元(2022年12月31日：人民幣6,973,020,299.70元)，該部分商標使用權的可收回金額按照其所屬資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。現金流量預測所採用的稅前折現率是12.10%-13.60%(2022年：10.70%-12.90%)，5年以後的現金流量的估計長期平均增長率1.00%-1.30%(2022年：1.00%-1.30%)為企業所處行業或地區的長期平均增長率。

基於減值測試的結果，截至2023年12月31日止，本集團對使用壽命不確定的商標使用權無需進一步計提減值準備(2022年：無)。

##### (2) 未辦妥產權證書的土地使用權情況

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 22. Expenditure on development

Capitalized expenditure on development of the Group is presented as follows:

## 五、合併財務報表項目註釋(續)

### 22. 開發支出

本集團資本化的開發支出如下：

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加		Decrease during the year 本年減少		31 December 2023 2023年12月31日
			Expenditure on internal R&D 內部研發新增	Others 其他	Recognition as intangible assets 確認為無形資產	Other decreases 其他減少	
Diesel engine efficiency optimisation project	柴油機效能優化項目	316,545,472.05	-	-	288,747,420.04	27,798,052.01	-
Hydraulics project	液壓項目	15,254,059.50	-	896,596.50	-	-	16,150,656.00
Others	其他	7,309,180.80	-	-	-	1,295.09	7,307,885.71
<b>Total</b>	<b>合計</b>	<b>339,108,712.35</b>	<b>-</b>	<b>896,596.50</b>	<b>288,747,420.04</b>	<b>27,799,347.10</b>	<b>23,458,541.71</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

23. Goodwill

(1) Movement in gross carrying amount of goodwill

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	Adjustment for exchange differences 匯兌差額調整	31 December 2023 2023年12月31日
Merger with TAGC	合併湘火炬	531,226,252.68	-	-	-	531,226,252.68
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓合夥企業	787,301,689.61	-	-	46,275,677.59	833,577,367.20
Merger with KION	合併KION	6,303,091,057.17	-	-	370,480,355.15	6,673,571,412.32
Merger with Dematic Group	合併Dematic Group	15,634,223,323.50	-	-	497,971,415.70	16,132,194,739.20
Merger with Tsintel Technology	合併清智科技	303,417,137.96	-	-	-	303,417,137.96
Others	其他	790,014,357.93	17,120,700.00	20,639,700.00	27,737,618.05	814,232,975.98
Total	合計	24,349,273,818.85	17,120,700.00	20,639,700.00	942,465,066.49	25,288,219,885.34

23. 商譽

(1) 商譽賬面原值變動情況

(2) Movement in provision for impairment of goodwill

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Merger with TAGC	合併湘火炬	238,071,400.00	-	-	238,071,400.00
Merger with Tsintel Technology	合併清智科技	92,052,911.12	99,777,324.17	-	191,830,235.29
Total	合計	330,124,311.12	99,777,324.17	-	429,901,635.29

(2) 商譽減值準備變動情況

Balance as at 31 December 2023 mainly represented goodwill arising from merger with TAGC, Linde Hydraulics GmbH & Co. KG, KION, Dematic Group and Tsintel Technology. Goodwill arising from merger would be allocated to asset group units to test for impairment on an annual basis.

2023年12月31日商譽餘額主要為合併湘火炬、林德液壓合夥企業、KION、Dematic Group、清智科技而產生的商譽。本集團每年度對與該等企業合併相關的資產組組合進行商譽減值測試。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Movement in provision for impairment of goodwill (Continued)

##### (a) Information about the asset group or groups of assets groups in which the goodwill is located

Name 名稱	Components of the asset groups or groups of asset groups and basis for allocation 所屬資產組或組合的構成及依據	Operating segments and basis for allocation 所屬經營分部及依據	Whether this is consistent with previous years 是否與以前年度保持一致
Asset group unit A 資產組組合A	major automobile components other than automotive and engines 汽車及發動機外的主要汽車零部件	Automobiles and automobile components 汽車及汽車零部件	Yes 是
Asset group unit B 資產組組合B	manufacture of hydraulic pumps, hydraulic motors, hydraulic valves, gears and other components 生產液壓泵、液壓馬達、液壓閥門、齒輪及其它零部件	Automobiles and automobile components 汽車及汽車零部件	Yes 是
Asset group unit C 資產組組合C	forklift trucks production, warehousing technology, intelligent supply chains and automation solutions 叉車生產、倉庫技術及智能供應鏈和自動化解決方案	Intelligent logistics 智能物流	Yes 是
Asset group unit D 資產組組合D	intelligent supply chains and automation solutions 智能供應鏈和自動化解決方案	Intelligent logistics 智能物流	Yes 是
Asset group unit E 資產組組合E	driving assistance system and automatic driving solutions 駕駛輔助系統及自動駕駛解決方案	Engines 發動機	Yes 是

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (a) 商譽所在資產組或資產組組合的相關信息

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount

The carrying amount of material goodwill is allocated to the asset group units as follows:

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法

重要商譽的賬面金額分配至資產組組合的情況如下：

		Carrying amount of goodwill (net of impairment) 商譽的賬面金額(扣除減值後)		
		31 December 2023 2023年12月31日	31 December 2022 2022年12月31日	Notes 註
Asset group units	資產組組合			
Asset group unit A	資產組組合A	293,154,852.68	293,154,852.68	Note 1 註1
Asset group unit B	資產組組合B	833,577,367.20	787,301,689.61	Note 2 註2
Asset group unit C	資產組組合C	6,673,571,412.32	6,303,091,057.17	Note 3 註3
Asset group unit D	資產組組合D	16,132,194,739.20	15,634,223,323.50	Note 4 註4
Asset group unit E	資產組組合E	111,586,902.67	211,364,226.84	Note 5 註5
Total	合計	24,044,085,274.07	23,229,135,149.80	-

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount (Continued)

Note 1: The goodwill acquired through the mergers with TAGC is allocated to asset group unit A: major automobile components other than automotive and engines and is tested for impairment.

The recoverable amount of asset group unit A has been determined based on the present value of the expected future cash flows of the asset group, which was determined based on cash flow projection in accordance to the 5-year financial budget approved by the management. The discount rate used for the cash flow projection of asset group units A was the pre-tax rate of 15.39% (2022: 16.51%). The estimated growth rate of cash flows beyond the 5-year period of 2.00% (2022: 2.00%) was the long-term average growth rate in the industries or regions in which the enterprises operate.

## 財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法(續)

註1：本集團合併湘火炬產生的商譽分配至資產組組合A：汽車及發動機外的主要汽車零部件，進行減值測試。

資產組組合A的可收回金額按照資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。資產組組合A現金流量預測期所採用的稅前折現率分別是15.39%（2022年：16.51%）。5年以後的現金流量的估計長期平均增長率2.00%（2022年：2.00%）為企業所處行業或地區的長期平均增長率。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount (Continued)

Note 2: The goodwill acquired through the mergers with Linde Hydraulics GmbH & Co. KG is allocated to asset group unit B: manufacture of hydraulic pumps, hydraulic motors, hydraulic valves, gears and other components and is tested for impairment.

The recoverable amount of asset group unit B has been determined based on the present value of the expected future cash flows of the asset group, which was determined based on cash flow projection in accordance to the 5-year financial budget approved by the management. The discount rate used for the cash flow projection of asset group unit B was the pre-tax rate of 10.48% (2022: 10.22%). The estimated growth rate of cash flows beyond the 5-year period of 2.00% (2022: 2.00%) was the long-term average growth rate in the industries or regions in which the enterprises operate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法(續)

註2：本集團合併林德液壓合夥企業產生的商譽分配至資產組組合B：生產液壓泵、液壓馬達、液壓閥門、齒輪及其它零部件，進行減值測試。

資產組組合B的可收回金額按照資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。資產組組合B現金流量預測所採用的稅前折現率是10.48% (2022年：10.22%)，5年以後現金流量估計長期平均增長率2.00% (2022年：2.00%)為企業所處行業或地區的長期平均增長率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount (Continued)

Note 3: The goodwill arising from the mergers with KION is allocated to asset group unit C: forklift trucks production, warehousing technology, intelligent supply chain and automation solutions and is tested for impairment.

The recoverable amount of asset group unit C has been determined based on the present value of the expected future cash flows of the asset group unit, which was determined based on cash flow projection in accordance to the 5-year financial budget approved by the management. The discount rate used for the cash flow projection of the asset group unit C was the pre-tax rate of 13.47% (2022: 13.95%). The estimated growth rate of cash flows beyond the 5-year period of 1.00% (2022: 1.00%) was the long-term average growth rate in the industries or regions in which the enterprises operate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法(續)

註3：本集團合併KION產生的商譽分配至資產組組合C：叉車生產、倉庫技術及智能供應鏈和自動化解決方案。

資產組組合C的可收回金額按照資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。資產組組合C現金流量預測所採用的稅前折現率是13.47%（2022年：13.95%），5年以後現金流量估計長期平均增長率1.00%（2022年：1.00%）為企業所處行業或地區的長期平均增長率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount (Continued)

Note 4: The goodwill arising from the merger with Dematic Group, including the acquisition of Digital Applications International Limited, is combined and allocated to asset group unit D: intelligent supply chains and automation solutions and is tested for impairment.

The recoverable amount of asset group unit D has been determined based on the present value of the expected future cash flows of the asset group unit, which was determined based on cash flow projection in accordance to the 5-year financial budget approved by the management. The discount rate used for the cash flow projection of the asset group unit D was the pre-tax rate of 13.60% (2022: 12.60%). The estimated growth rate of cash flows beyond the 5-year period of 1.30% (2022: 1.30%) was the long-term average growth rate in the industries or regions in which the enterprises operate.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法(續)

註4：本集團合併 Dematic Group (包括收購 Digital Applications International Limited) 產生的商譽分配至資產組組合D：智能供應鏈和自動化解決方案，進行減值測試。

資產組組合D的可收回金額按照資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。資產組組合D現金流量預測所採用的稅前折現率是13.60% (2022年：12.60%)，5年以後現金流量估計長期平均增長率1.30% (2022年：1.30%)為企業所處行業或地區的長期平均增長率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 23. Goodwill (Continued)

##### (2) Provision for impairment of goodwill (Continued)

##### (b) Method used to determine the recoverable amount (Continued)

Note 5: The goodwill acquired through the merger with Tsintel Technology is allocated to asset group unit E: driving assistance system and automatic driving solutions and is tested for impairment.

The recoverable amount of asset group unit E has been determined based on the present value of the expected future cash flows of the asset group unit, which was determined based on cash flow projection in accordance to the 5-year financial budget approved by the management. The discount rate used for the cash flow projection of asset group units E was the pre-tax rate of 19.23%. The estimated growth rate of cash flows beyond the 5-year period of 2.00% was the long-term average growth rate in the industries or regions in which the enterprises operate. The recoverable amount of asset group unit in 2022 has been determined as the fair value of equity interest in Tsintel Technology less the cost of disposal.

Note 6: The recoverable amount of other asset groups of the Group has been determined based on the present value of the expected future cash flows of the asset group portfolio.

## 財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 23. 商譽(續)

##### (2) 商譽減值準備變動情況(續)

##### (b) 可收回金額的具體確定方法(續)

註5：本集團合併清智科技產生的商譽分配至資產組組合E：駕駛輔助系統及自動駕駛解決方案，進行減值測試。

資產組組合E的可收回金額按照資產組組合的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。資產組組合E現金流量預測所採用的稅前折現率是19.23%，5年以後現金流量估計長期平均增長率2.00%為企業所處行業或地區的長期平均增長率。2022年資產組組合的可收回金額基於所持清智科技股權的公允價值減去處置費用確定。

註6：本集團其他資產組的可收回金額按照資產組組合的預計未來現金流量的現值確定。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

24. Long-term prepaid expenses

24. 長期待攤費用

Item	項目	31 December	Increase	Amortisation	Adjustment	31 December
		2022				
		2022年12月31日	本年增加	本年攤銷	匯兌差額調整	2023年12月31日
Industrial mould fee	工裝模具費	167,858,324.71	13,494,626.94	41,304,863.04	210,063.90	140,258,152.51
Industrial equipment fee	工位器具費	47,200,904.88	13,717,815.00	20,072,329.61	-	40,846,390.27
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	97,071,010.76	12,166,407.61	19,270,912.27	(31.69)	89,966,474.41
<b>Total</b>	<b>合計</b>	<b>312,130,240.35</b>	<b>39,378,849.55</b>	<b>80,648,104.92</b>	<b>210,032.21</b>	<b>271,071,017.19</b>

25. Deferred tax assets/ liabilities

Deferred tax assets and deferred tax liabilities without offset are as follows:

25. 遞延所得稅資產/負債

未經抵銷的遞延所得稅資產和遞延所得稅負債：

Item	項目	31 December 2023		31 December 2022	
		Deductible temporary difference	Deferred tax assets	Deductible temporary difference	Deferred tax assets
		可抵扣暫時性差異	遞延所得稅資產	可抵扣暫時性差異	遞延所得稅資產
<b>Deferred tax assets</b>	<b>遞延所得稅資產</b>				
Accruals	預提項目	22,119,725,561.24	3,734,703,242.09	13,805,526,680.26	2,692,419,763.39
Lease liabilities and financial liabilities related to lease arrangements	與租賃安排相關的租賃負債及金融負債	21,983,048,114.14	5,575,141,486.26	18,383,575,572.04	4,692,425,583.63
Provision for impairment of assets	資產減值準備	6,820,944,853.86	1,480,185,945.84	7,183,986,431.00	1,603,708,573.93
Right-of-use assets/leased out	使用權資產/租出固定資產	12,309,762,790.40	3,120,008,089.60	9,296,257,961.61	2,348,030,119.14
Unrealized profit for internal transactions	內部交易未實現利潤	2,590,304,956.10	530,869,961.02	1,797,580,403.71	365,301,969.21
Deferred income	遞延收益	2,431,651,944.26	371,137,128.55	2,345,078,276.18	353,724,269.61
Tax and accounting differences for supply chain solutions	供應鏈解決方案稅會差異	579,280,490.75	150,612,922.88	535,710,625.87	144,984,176.96
Finance lease receivables	融資租賃應收款	818,764,030.00	204,316,473.30	723,434,434.08	180,811,638.62
Deductible losses	可抵扣虧損	3,855,881,567.26	984,299,021.58	4,942,585,583.33	893,414,829.26
Deductible goodwill arising from business combination (before tax)	企業合併可稅前 抵扣商譽	87,040,640.00	26,320,460.80	109,276,890.41	33,139,017.45
Others	其他	2,471,959,971.90	611,506,032.01	1,982,724,602.96	492,069,104.73
<b>Total</b>	<b>合計</b>	<b>76,068,364,919.91</b>	<b>16,789,100,763.93</b>	<b>61,105,737,461.45</b>	<b>13,800,029,045.93</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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財務報表附註(續)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

25. Deferred tax assets/ liabilities (Continued)

Deferred tax assets and deferred tax liabilities without offset are as follows: (Continued)

25. 遞延所得稅資產/負債(續)

未經抵銷的遞延所得稅資產和遞延所得稅負債：(續)

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Taxable temporary difference 應納稅暫時性差異	Deferred tax liabilities 遞延所得稅負債	Taxable temporary difference 應納稅暫時性差異	Deferred tax liabilities 遞延所得稅負債
<b>Deferred tax liabilities</b>	<b>遞延所得稅負債</b>				
Fair value adjustment upon business combination	企業合併的公允價值調整	15,167,076,903.67	4,369,204,131.49	15,769,574,447.15	4,522,852,894.34
Finance lease receivables	融資租賃應收款	15,503,780,966.40	3,908,898,867.20	11,702,238,375.27	2,938,103,794.29
Right-of-use assets/leased out	使用權資產/租出固定資產	10,620,914,786.52	2,709,225,353.66	8,908,256,392.00	2,287,822,965.25
Intangible assets generated from internal R&D	內部研發形成無形資產	6,889,179,733.25	1,901,754,126.34	6,900,372,389.05	1,798,466,584.57
Payroll and benefits	職工薪酬福利	1,619,168,102.40	439,030,630.40	1,290,183,365.76	344,147,707.15
Lease liabilities	租賃負債	846,773,785.60	167,008,000.00	739,822,674.85	144,503,903.63
Amortisation of finance expenses for long-term borrowings	長期借款融資費用攤銷	64,728,371.20	19,530,112.00	101,246,862.72	26,888,606.64
Amortisation of taxable value of trademark rights	商標權計稅價值攤銷	267,953,124.14	40,192,968.62	214,929,739.85	32,239,460.98
Change in fair value of financial instruments	金融工具公允價值變動	1,331,379,043.26	212,656,393.49	781,330,420.02	120,852,723.42
Depreciation of fixed assets	固定資產折舊	3,479,926,870.78	541,908,739.93	2,540,295,757.83	392,264,715.65
Others	其他	1,997,015,940.73	438,150,460.71	3,538,864,235.19	736,413,305.72
<b>Total</b>	<b>合計</b>	<b>57,787,897,627.95</b>	<b>14,747,559,783.84</b>	<b>52,487,114,659.69</b>	<b>13,344,556,661.64</b>

Deferred tax assets and deferred tax liabilities are presented in net amount after offsetting:

遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示：

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Offset amount 抵銷金額	After offsetting 抵銷後餘額	Offset amount 抵銷金額	After offsetting 抵銷後餘額
Deferred tax assets	遞延所得稅資產	10,478,175,550.20	6,310,925,213.73	8,894,738,840.17	4,905,290,205.76
Deferred tax liabilities	遞延所得稅負債	10,478,175,550.20	4,269,384,233.64	8,894,738,840.17	4,449,817,821.47

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 25. Deferred tax assets/ liabilities (Continued)

Deductible temporary difference and deductible losses in respect of deferred tax assets not yet recognised are presented as follows:

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Deductible temporary difference	可抵扣暫時性差異	5,071,629,397.07	4,274,929,193.41
Deductible losses	可抵扣虧損	13,541,682,071.00	14,116,871,624.35
Total	合計	18,613,311,468.07	18,391,800,817.76

Deductible losses in respect of deferred tax assets not yet recognised will fall due in the following years:

		31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
2023	2023年	–	50,591,846.66
2024	2024年	239,174,942.66	281,583,633.00
2025	2025年	389,433,862.00	223,386,984.15
2026	2026年	2,127,883,357.30	1,874,194,790.22
2027	2027年	1,709,196,418.02	2,066,601,345.11
2028	2028年	454,466,609.94	77,127,834.05
2029	2029年	101,940,672.90	90,620,607.11
2030	2030年	125,696,952.72	118,418,653.16
2031	2031年	133,882,490.80	140,555,941.54
2032 and beyond	2032年及以後	1,593,166,623.63	1,328,820,856.93
Indefinite	無到期期限	6,666,840,141.03	7,864,969,132.42
Total	合計	13,541,682,071.00	14,116,871,624.35

Note: Pursuant to the requirements under the "Notice Concerning the Extension of Maximum Years Allowed for the Carry-forward of Losses Incurred by High-tech Enterprises and Technology Enterprises of Small and Medium Size" (Cai Shui [2018] No. 76) issued by the MOF and the State Administration of Taxation in July 2018, for those high-tech enterprises and technology enterprises of small and medium size that qualified for the carry-forward of losses in 2018, their losses incurred between 2013 and 2017 for which making-up process has not ended are allowed to be carried forward for a maximum of 10 years, irrespective of whether those enterprises were qualified for the carry-forward of losses between 2013 to 2017.

Deferred tax related to deductible losses and deductible temporary difference is recognised based on profit forecast.

### 五、合併財務報表項目註釋(續)

#### 25. 遞延所得稅資產/負債(續)

未確認遞延所得稅資產的可抵扣暫時性差異及可抵扣虧損如下：

31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
5,071,629,397.07	4,274,929,193.41
13,541,682,071.00	14,116,871,624.35
18,613,311,468.07	18,391,800,817.76

未確認遞延所得稅資產的可抵扣虧損將於以下年度到期：

31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
–	50,591,846.66
239,174,942.66	281,583,633.00
389,433,862.00	223,386,984.15
2,127,883,357.30	1,874,194,790.22
1,709,196,418.02	2,066,601,345.11
454,466,609.94	77,127,834.05
101,940,672.90	90,620,607.11
125,696,952.72	118,418,653.16
133,882,490.80	140,555,941.54
1,593,166,623.63	1,328,820,856.93
6,666,840,141.03	7,864,969,132.42
13,541,682,071.00	14,116,871,624.35

註：根據財政部、國家稅務總局2018年7月發佈的財稅[2018]76號文《關於延長高新技術企業和科技型中小企業虧損結轉年限的通知》的規定，2018年具備資格的高新技術企業和科技型中小企業無論2013年至2017年是否具備資格，其2013年至2017年發生的尚未彌補完的虧損，均准予結轉以後年度彌補，最長結轉年限為10年。

本集團根據盈利預測確認與可抵扣虧損和可抵扣暫時性差異相關的遞延所得稅。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

26. Other non-current assets

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值
Scheme assets under defined benefit plan	設定受益計劃之計劃資產	792,804,659.20	-	792,804,659.20	697,693,216.80	-	697,693,216.80
Prepayment for land use rights	預付土地使用權款項	83,550,785.01	-	83,550,785.01	-	-	-
Prepayment for construction equipment	預付工程設備款	43,044,341.66	-	43,044,341.66	65,648,666.13	-	65,648,666.13
Input tax credit to be deducted	待抵扣進項稅額	28,269,542.40	-	28,269,542.40	98,902,719.60	-	98,902,719.60
Pledged certificate of deposit	質押的大額存單	-	-	-	540,000,000.00	-	540,000,000.00
Others	其他	326,998,374.27	-	326,998,374.27	101,856,377.55	-	101,856,377.55
Total	合計	1,274,667,702.54	-	1,274,667,702.54	1,504,100,980.08	-	1,504,100,980.08

27. Short-term loans

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
		Pledged loans	質押借款
Credit loans	信用借款	1,996,781,742.31	4,559,106,808.74
Total	合計	2,046,781,742.31	4,609,106,808.74

As at 31 December 2023, the above borrowings and loans carried interest at rates ranging 1.50%~13.55% (31 December 2022: 1.50%~13.78%) per annum.

As at 31 December 2023, among the short-term loans, RMB50,000,000.00 (31 December 2022: RMB50,000,000.00) represented the borrowings obtained by Shaanxi Jinding Casting Co., Ltd. ("Shaanxi Jinding", a sub-subsidiary of Shaanxi Heavy-duty Motor Co., Ltd.) from China Merchants Bank Co., Ltd. Xi'an Branch, secured by the accounts receivable of Shaanxi Jinding, pursuant to the borrowing agreement.

26. 其他非流動資產

27. 短期借款

於2023年12月31日，上述借款的年利率為1.50%~13.55% (2022年12月31日：1.50%~13.78%)。

於2023年12月31日，短期借款中人民幣50,000,000.00元(2022年12月31日：50,000,000.00元)為招商銀行股份有限公司西安分行向陝西重型汽車有限公司之孫公司陝西金鼎鑄造有限公司(以下簡稱「陝西金鼎」)提供的借款，借款協議約定以陝西金鼎的應收賬款作為質押。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表項目註釋(續)

### 28. Financial liabilities held for trading

### 28. 交易性金融負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Forward foreign exchange contracts	遠期外匯合約	166,701,491.20	85,556,345.40

KION, a subsidiary of the Company, conducted cash flow hedging on forward currency contracts designated to the exchange rate risk of forecast sale, forecast purchase and firm commitment. Details are set out in Note V.73.

本公司之子公司KION將遠期外匯合同指定對預期銷售、預期採購以及確定承諾的多種貨幣外匯風險進行現金流量套期，詳見附註五、73。

### 29. Notes payable

### 29. 應付票據

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills	銀行承兌匯票	27,586,268,520.14	21,998,263,547.45
Commercial acceptance bills	商業承兌匯票	40,527,767.69	26,487,386.88
Total	合計	27,626,796,287.83	22,024,750,934.33

As at 31 December 2023, the Group had no outstanding notes payable which were due (31 December 2022: Nil).

於2023年12月31日，本集團無到期未付的應付票據(2022年12月31日：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 30. Accounts payable

(1) An aging analysis of accounts payable based on billing dates is presented as follows:

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year	1年以內	58,809,419,645.54	43,792,975,117.25
Over 1 year	1年以上	1,317,369,505.63	1,767,102,062.51
Total	合計	60,126,789,151.17	45,560,077,179.76

Accounts payable are non-interest bearing, and are generally settled within three to six months.

As at 31 December 2023, there was no payable which was material and aged over one year (31 December 2022: Nil).

應付賬款不計息，並通常在3至6個月內清償。

於2023年12月31日，無賬齡一年以上的重要的應付賬款(2022年12月31日：無)。

### 31. Contract liabilities

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Supply chain solutions	供應鏈解決方案	4,579,186,457.60	4,753,098,134.10
Sales and other services	銷售及其他服務	10,655,337,878.56	8,333,688,716.53
Total	合計	15,234,524,336.16	13,086,786,850.63

The contract liabilities associated with the supply chain solutions business are advances from customers under the performing contract when a specific milestone receipt exceeds the revenue recognised using the input method.

The revenue in the opening balance carrying amount including contract liabilities recognised this year by the Group amounted to RMB12,001,185,629.94.

### 31. 合同負債

與供應鏈解決方案相關合同負債為合同履行中當特定的里程碑收款超過按投入法已確認的收入時產生的預收客戶的餘額。

本集團於本年確認的包括在合同負債年初賬面價值中的收入為人民幣12,001,185,629.94元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

32. Liabilities held for sale

32. 持有待售負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Disposal of subsidiaries by KION (Note V.10)	KION處置子公司 (附註五、10)	354,866,457.60	201,695,038.80

33. Payroll payable

(1) List of payroll payable

33. 應付職工薪酬

(1) 應付職工薪酬列示

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Short-term remuneration	短期薪酬	5,267,933,621.31	28,989,207,334.62	27,825,291,493.00	6,431,849,462.93
Post-employment benefits (defined contribution plan)	離職後福利 (設定提存計劃)	535,209,482.27	3,949,088,057.48	3,932,522,353.21	551,775,186.54
Severance benefits due within one year (Note V.42)	一年內到期的離退福利 (附註五、42)	233,973,778.46	296,556,467.49	217,455,760.29	313,074,485.66
Cash-settled share-based payment due within 1 year (Note V.42)	一年內到期的以現金 結算的股份支付 (附註五、42)	8,845,396.94	24,625,350.00	6,576,564.54	26,894,182.40
Other long-term payroll due within 1 year (Note V.42)	一年內到期的其他 長期職工薪酬 (附註五、42)	87,788,254.69	578,354,107.23	560,469,165.14	105,673,196.78
Total	合計	6,133,750,533.67	33,837,831,316.82	32,542,315,336.18	7,429,266,514.31

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

33. Payroll payable (Continued)

(2) Short-term remuneration is presented as follows:

33. 應付職工薪酬(續)

(2) 短期薪酬如下：

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	3,763,526,129.05	25,430,488,519.39	24,421,699,479.18	4,772,315,169.26
Staff welfare	職工福利費	169,121,116.98	508,307,838.32	446,076,361.59	231,352,593.71
Social security	社會保險費	94,997,147.03	1,749,110,134.43	1,735,500,194.10	108,607,087.36
Incl: Medical insurance	其中：醫療保險費	65,505,450.39	1,614,321,607.68	1,594,072,000.17	85,755,057.90
Work injury insurance	工傷保險費	22,348,883.94	105,614,609.30	105,545,043.90	22,418,449.34
Supplementary medical insurance	補充醫療保險	7,142,812.70	29,173,917.45	35,883,150.03	433,580.12
Housing funds	住房公積金	20,471,300.52	510,422,378.24	506,250,439.43	24,643,239.33
Labor union operating funds and employee education costs	工會經費和職工教育經費	941,556,339.93	181,523,786.12	174,726,056.44	948,354,069.61
Other short-term remuneration	其他短期薪酬	278,261,587.80	609,354,678.12	541,038,962.26	346,577,303.66
Total	合計	5,267,933,621.31	28,989,207,334.62	27,825,291,493.00	6,431,849,462.93

(3) Post-employment benefits (defined contribution plan) is presented as follows:

(3) 離職後福利(設定提存計劃)如下：

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Basic pension insurance	基本養老保險	436,957,791.56	3,107,216,600.40	3,093,998,830.58	450,175,561.38
Unemployment insurance	失業保險費	21,205,614.90	249,389,038.47	249,939,767.43	20,654,885.94
Contribution to pension fund	企業年金繳費	77,046,075.81	592,482,418.61	588,583,755.20	80,944,739.22
Total	合計	535,209,482.27	3,949,088,057.48	3,932,522,353.21	551,775,186.54

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 33. Payroll payable (Continued)

(3) *Post-employment benefits (defined contribution plan) is presented as follows: (Continued)*

The Company and its PRC subsidiaries participate in pension insurance and unemployment insurance schemes established by the government as required as well as an annuity scheme, pursuant to which, the Company and its PRC subsidiaries contribute a stipulated proportion to these schemes respectively. Such contributions cannot be used to deduct the contributions to be made by the Group on behalf of its employees in the future period. Other than the above monthly contributions, the Company and its PRC subsidiaries have no further payment obligations. The corresponding expenses are recognised in profit or loss for the period or the cost of related assets when incurred.

The Company's overseas subsidiaries participate in defined contribution plans administrated by the local government or private pension or insurance institutions and contribute to these plans in accordance with local regulations or terms of contracts.

#### 34. Taxes payable

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Value-added tax	增值稅	860,013,916.89	722,786,190.45
Corporate income tax	企業所得稅	1,418,726,055.71	405,113,300.68
Individual income tax	個人所得稅	237,288,967.66	258,419,164.43
Property tax	房產稅	35,936,633.58	21,679,233.50
Stamp duty	印花稅	27,657,586.16	18,350,675.81
Land use tax	土地使用稅	19,170,029.58	16,163,775.98
City maintenance and construction tax	城市維護建設稅	6,699,482.89	9,219,478.78
Educational surtax	教育費附加	4,794,849.46	4,178,429.91
Other taxes	其他稅項	130,961,812.52	209,467,498.92
Total	合計	2,741,249,334.45	1,665,377,748.46

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 33. 應付職工薪酬(續)

(3) *離職後福利(設定提存計劃)如下:(續)*

本公司及中國境內子公司按規定參加由政府機構設立的養老保險、失業保險計劃，還參加了企業年金，根據該等計劃，本公司及中國境內子公司按繳存基數的相應比例每月向該等計劃繳存費用，且繳存後不可用於抵減本集團未來期間應為員工繳存的款項。除上述每月繳存費用外，本公司及中國境內子公司不再承擔進一步支付義務，相應的支出於發生時計入當期損益或相關資產的成本。

本公司中國境外子公司參加由當地政府或私人養老保險機構管理的設定提存計劃，根據當地法規或合同條款向該等計劃繳存費用。

#### 34. 應交稅費

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

35. Other payables

五、合併財務報表項目註釋(續)

35. 其他應付款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Interest payable	應付利息	105,551,610.24	88,242,029.60
Dividend payable	應付股利	303,138,594.63	303,243,788.97
Other payables	其他應付款	7,499,080,615.59	7,799,372,482.84
Total	合計	7,907,770,820.46	8,190,858,301.41

(1) Interest payable

(1) 應付利息

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Interest on medium term notes	中期票據利息	72,831,206.40	50,178,804.00
Interest on borrowings	借款利息	32,720,403.84	38,063,225.60
Total	合計	105,551,610.24	88,242,029.60

(2) Dividend payable

(2) 應付股利

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Dividend payable	應付股利	303,138,594.63	303,243,788.97

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

35. Other payables (Continued)

(3) Other payables

(a) Listed according to nature of amount:

Nature	性質	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Guarantees and deposits	保證金及押金	1,543,030,481.38	1,561,239,257.52
Sales discount	銷售折讓	768,252,900.40	752,773,775.05
Payables for purchase of construction and fixed assets	應付工程款及固定資產採購款	938,819,082.04	843,085,185.22
Repurchase obligation in respect of restricted shares	限制性股票回購義務	490,283,280.00	-
Acquisition consideration payable	應付收購款	360,722,220.92	1,147,103,860.05
After-sale expenses and repair and maintenance expenses	三包及修理維護費	252,389,364.96	209,986,931.48
Technology development expenses	技術開發費	222,564,190.50	269,990,532.01
Transportation expenses	運費	66,523,592.99	110,202,171.10
Others	其他	2,856,495,502.40	2,904,990,770.41
Total	合計	7,499,080,615.59	7,799,372,482.84

(b) Significant other payables aged over one year

(b) 賬齡超過1年的重要其他應付款項

Item	項目	Closing balance 年末餘額	Reasons for failure to repay 未償還的原因
Supplier 1	供應商1	223,658,802.73	Not yet settled 未結算
Supplier 2	供應商2	131,403,889.53	Not yet settled 未結算
Total	合計	355,062,692.26	

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

36. Non-current liabilities due within one year

36. 一年內到期的非流動負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Long-term payables due within one year	一年內到期的長期應付款	4,060,776,978.19	3,963,710,275.76
Long-term borrowings due within one year	一年內到期的長期借款	5,757,492,295.20	3,347,103,653.23
Lease liabilities due within one year	一年內到期的租賃負債	1,112,186,177.71	1,172,765,909.32
Bonds payable due within one year	一年內到期的應付債券	546,175,104.00	—
Other non-current liabilities due within one year	一年內到期的其他非流動負債	3,425,721,317.22	2,731,582,662.60
<b>Total</b>	<b>合計</b>	<b>14,902,351,872.32</b>	<b>11,215,162,500.91</b>
Long-term borrowings due within one year include:	其中，一年內到期的長期借款：		
Guaranteed loans (Note V.38-Notes 1, 2, 4)	保證借款(附註五、38、註1、2、4)	4,774,922,004.00	1,248,197,116.33
Credit loans	信用借款	452,570,291.20	2,094,906,536.90
Pledged loans (Note V.38-Note 5)	質押借款(附註五、38、註5)	510,000,000.00	—
Mortgage loans (Note V.38-Note 6)	抵押借款(附註五、38、註6)	8,000,000.00	—
Other loans (Note V.38-Note 7)	其他借款(附註五、38、註7)	12,000,000.00	4,000,000.00

37. Other current liabilities

37. 其他流動負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Product quality assurance deposit	產品質量保證金	2,823,654,557.01	2,384,649,833.59
Loans from leasing institutions	租賃機構借款	2,260,337,356.80	1,161,186,515.70
Short-term commercial paper	短期融資券	157,184,000.00	2,263,984,500.00
Others	其他	2,437,070,174.04	1,159,752,331.47
<b>Total</b>	<b>合計</b>	<b>7,678,246,087.85</b>	<b>6,969,573,180.76</b>



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

38. Long-term borrowings

38. 長期借款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Guaranteed loans (Notes 1~4)	保證借款(註1~4)	8,933,381,236.74	13,481,071,467.01
Credit loans	信用借款	8,850,816,027.73	8,618,232,033.81
Pledged loans (Note 5)	質押借款(註5)	-	510,000,000.00
Mortgage loans (Note 6)	抵押借款(註6)	-	38,000,000.00
Other loans (Note 7)	其他借款(註7)	123,411,750.00	135,000,000.00
Total	合計	17,907,609,014.47	22,782,303,500.82

Long-term borrowings are classified according to maturity dates as follows:

長期借款按到期日劃分如下：

Maturity	到期日	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Due within 1 year	1年內到期	5,757,492,295.20	3,347,103,653.23
Due within 1 to 2 years	1到2年內到期	9,489,027,303.47	6,468,777,736.90
Due within 2 to 5 years	2到5年內到期	8,377,581,711.00	16,017,897,415.88
Due over 5 years	5年以上	41,000,000.00	295,628,348.04
Sub-total	小計	23,665,101,309.67	26,129,407,154.05
Less: Long-term borrowings classified as due within one year (Note V.36)	減：分類為一年內到期的長期借款(附註五、36)	5,757,492,295.20	3,347,103,653.23
Total	合計	17,907,609,014.47	22,782,303,500.82

As at 31 December 2023, the above loans carried interest at rates ranging from 0.75%~5.90% (31 December 2022: 0.75%~12.50%) per annum.

於2023年12月31日，上述借款的年利率為0.75%~5.90% (2022年12月31日：0.75%~12.50%)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 38. Long-term borrowings (Continued)

Note 1: As at 31 December 2023, an amount of EUR356,518,968.75 equivalent to RMB2,801,953,879.20 under long term borrowings (31 December 2022: RMB2,620,283,700.00) was loan(s) provided to Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company, from China Development Bank, for which the Company provided guarantee for joint liabilities. The long term borrowings will mature on 15 October 2024.

Note 2: As at 31 December 2023, an amount of EUR648,585,652.72, equivalent to RMB5,097,364,361.86 under long term borrowings (31 December 2022: RMB5,831,866,372.00) was loan(s) provided to Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company, from Australia and New Zealand Banking, Hong Kong Branch, Industrial and Commercial Bank of China (Asia) Limited, Agricultural Bank of China Limited, Hong Kong Branch, DBS Hong Kong Branch, and Postal Savings Bank of China Co., Ltd. Weifang Branch, for which the Company provided guarantee for joint liabilities. The long term borrowings will mature in stages by 21 September 2025. Among the remainder, EUR163,228,218.66 equivalent to RMB1,241,026,325.12 (31 December 2022: RMB874,779,857.52) will mature within one year.

Note 3: As at 31 December 2023, an amount of EUR646,000,000.00, equivalent to RMB5,077,043,200.00 under long term borrowings (31 December 2022: RMB4,795,193,400.00) was loan(s) provided to Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company, from Bank of China (Hong Kong) Limited, for which the Company provided guarantee for joint liabilities. The long term borrowings will mature in stages by 31 August 2027. Among which, no amount will mature within one year.

Note 4: As at 31 December 2023, an amount of EUR93,131,845.44 equivalent to RMB731,941,799.68 under long term borrowings (31 December 2022: RMB957,554,100.00) was loan(s) provided to Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company, from Bank of China (Hong Kong) Limited, for which the Company provided guarantee for joint liabilities. The long term borrowings will mature on 28 October 2024.

## 五、合併財務報表項目註釋(續)

### 38. 長期借款(續)

註1：於2023年12月31日，長期借款中歐元356,518,968.75，折合人民幣2,801,953,879.20元(2022年12月31日：人民幣2,620,283,700.00元)為國家開發銀行向本公司之子公司濰柴動力(香港)國際發展有限公司提供的貸款，由本公司提供連帶責任保證擔保。該筆長期借款將於2024年10月15日到期。

註2：於2023年12月31日，長期借款中歐元648,585,652.72，折合人民幣5,097,364,361.86元(2022年12月31日：人民幣5,831,866,372.00元)為澳新銀行香港分行、中國工商銀行(亞洲)有限公司、中國農業銀行股份有限公司香港分行、星展銀行香港分行、中國郵政儲蓄銀行股份有限公司濰坊分行，向本公司之子公司濰柴動力(香港)國際發展有限公司提供的貸款，由本公司提供連帶責任保證擔保。該筆借款將於2025年9月21日前分期到期，剩餘部分中歐元163,228,218.66，折合人民幣1,241,026,325.12元(2022年12月31日：人民幣874,779,857.52元)將於一年內到期。

註3：於2023年12月31日，長期借款中歐元646,000,000.00，折合人民幣5,077,043,200.00元(2022年12月31日：人民幣4,795,193,400.00元)為中國銀行(香港)有限公司向本公司之子公司濰柴動力(香港)國際發展有限公司提供的貸款，由本公司提供連帶責任保證擔保。該筆長期借款將於2027年8月31日分期到期，其中無一年內到期金額。

註4：於2023年12月31日，長期借款中歐元93,131,845.44，折合人民幣731,941,799.68元(2022年12月31日：人民幣957,554,100.00元)為中國銀行(香港)有限公司向本公司之子公司濰柴動力(香港)國際發展有限公司提供的貸款，由本公司提供連帶責任保證擔保。該筆長期借款將於2024年10月28日到期。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 38. Long-term borrowings (Continued)

Note 5: As at 31 December 2023, an amount of RMB510,000,000.00 under long term borrowings (31 December 2022: RMB510,000,000.00) was loan(s) provided to Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, from The Export-import Bank of China Limited, Shaanxi Branch, secured by the bank deposits of Shaanxi Heavy-duty Motor Co., Ltd., pursuant to the borrowing agreement. This long term borrowing will mature on 20 March 2024.

Note 6: As at 31 December 2023, an amount of RMB8,000,000.00 under long term borrowings (31 December 2022: RMB38,000,000.00) was loan(s) provided to Shaanxi Jinding, a sub-subsidiary of Shaanxi Heavy-duty Motor Co., Ltd., from Shaanxi Qishan Rural Commercial Bank Co., Ltd, secured by the fixed assets of Shaanxi Jinding pursuant to the borrowing agreement. An amount of RMB30,000,000.00 under the long-term borrowing was early repaid in 2023, while the remainder will mature on 17 August 2024.

Note 7: As at 31 December 2023, an amount of RMB135,411,750.00 under long-term borrowings (31 December 2022: RMB139,000,000.00) was loan(s) provided to Shaanxi Fast Gear Co., Ltd., a subsidiary of the Company, from CDB Capital Co., Ltd., and the loan agreed in the loan agreement were used in medium-duty and light-duty gear boxes and new energy transmission system projects. This long-term borrowing will mature in stages by 22 October 2030. Among others, RMB12,000,000.00 (31 December 2022: RMB4,000,000.00) will mature within one year.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 38. 長期借款(續)

註5：於2023年12月31日，長期借款中人民幣510,000,000.00元(2022年12月31日：人民幣510,000,000.00元)為中國進出口銀行陝西省分行向本公司之子公司陝西重型汽車有限公司提供的貸款，借款協議約定以陝西重型汽車有限公司的銀行存單質押。該筆長期借款將於2024年3月20日到期。

註6：於2023年12月31日，長期借款中人民幣8,000,000.00元(2022年12月31日：人民幣38,000,000.00元)為陝西岐山農村商業銀行股份有限公司向陝西重型汽車有限公司之孫公司陝西金鼎提供的借款，借款協議約定以陝西金鼎的固定資產抵押。該筆長期借款2023年提前還款30,000,000.00元，剩餘部分將於2024年8月17日到期。

註7：於2023年12月31日，長期借款中人民幣135,411,750.00元(2022年12月31日：人民幣139,000,000.00元)為國開發基金有限公司向本公司之子公司陝西法士特齒輪有限責任公司提供的貸款，借款協議約定該筆借款用於中輕型變速器及新能源傳動系統項目。該筆長期借款將於2030年10月22日前分期到期，其中人民幣12,000,000.00元(2022年12月31日：人民幣4,000,000.00元)將於一年內到期。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

39. Bonds payable

五、合併財務報表項目註釋(續)

39. 應付債券

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bonds payable	應付債券	8,837,411,046.40	6,056,952,787.80

As at 31 December 2023, balance of bonds payable are listed as follows:

於2023年12月31日，應付債券餘額列示如下：

Item	Face value	Issuing date	Bond period	Issued amount	At the beginning of year	Issued during the year	Accrued interest during the year	Fair value hedging adjustments	Amortisation	Adjustment for exchange differences	Repaid during the year	Less: Due within one year	At the end of year
項目	面值	發行日期	債券期限	發行金額	年初餘額	本年發行	本年計提利息	公允價值套期調整	折溢攤銷額	匯兌差額調整	本年償還	減：一年內到期	年末餘額
Medium-term note (Note 1) 中期票據(註1)	7,367,344,000.00	February 2017 2017年2月	Note 1 註1	7,344,731,360.00	719,472,005.40	-	17,523,836.95	-	267,750.00	42,296,135.80	-	546,175,104.00	215,860,787.20
Medium-term note (Note 2) 中期票據(註2)	1,504,120,000.00	June 2018 2018年6月	7 years 7年	1,500,359,700.00	1,293,781,777.30	-	32,428,131.27	21,335,850.00	420,750.00	76,640,310.70	-	-	1,392,178,688.00
Medium-term note (Note 3) 中期票據(註3)	906,834,800.00	April 2019 2019年4月	7 years 7年	905,254,424.00	356,009,706.90	-	8,671,589.42	-	91,800.00	20,927,894.70	-	-	377,029,401.60
Corporate bonds (Note 4) 企業債券(註4)	3,967,200,000.00	September 2020 2020年9月	5 years 5年	3,967,200,000.00	3,687,689,298.20	-	71,060,850.00	-	8,958,150.00	216,998,375.80	-	-	3,913,645,824.00
Medium-term note (Note 5) 中期票據(註5)	2,856,168,750.00	October 2023 2023年10月	Note 5 註5	2,856,168,750.00	-	2,847,485,997.00	67,746,792.35	-	443,700.00	90,766,648.60	-	-	2,938,696,345.60
Total 合計	16,601,667,550.00			16,573,714,234.00	6,056,952,787.80	2,847,485,997.00	197,431,199.99	21,335,850.00	10,182,150.00	447,629,365.60	-	546,175,104.00	8,837,411,046.40

Note 1: KION, a subsidiary of the Company, issued medium-term notes with total par value of EUR1,010 million in February 2017, which will mature in May 2022, April 2024 and April 2027, at floating interest rate based on EURIBOR (Euro Interbank Offered Rate). In April 2021, KION early repaid part of the medium-term notes payable due in 2024 in an amount of EUR167 million, equivalent to RMB1,305,572,600.00. As at 31 December 2023, an amount of EUR69.5 million of medium-term notes will mature within one year, equivalent to RMB546,175,104.00.

註1：本公司之子公司KION，於2017年2月發行票面總額為10.1億歐元的中期票據，分別於2022年5月、2024年4月和2027年4月到期，利率為以EURIBOR(歐元銀行同業拆借利率)為基準的浮動利率。於2021年4月，KION提前償還部分於2024年到期中期票據，償還金額為1.67億歐元，折合人民幣1,305,572,600.00元。於2023年12月31日，其中0.695億歐元中期票據將於一年內到期，折合人民幣546,175,104.00元。

Note 2: KION, a subsidiary of the Company, issued medium-term notes with total par value of EUR179 million in June 2018 with bond period of 7 years. Nominal amount of EUR100 million of such notes are at floating interest rate based on EURIBOR while the other nominal amount of EUR79 million are at fixed interest rate.

註2：本公司之子公司KION，於2018年6月發行票面總額為1.79億歐元的中期票據，債券期限為7年，該票據中1億歐元面額利率為以EURIBOR(歐元銀行同業拆借利率)為基準的浮動利率，另0.79億歐元面額利率為固定利率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 39. Bonds payable (Continued)

Note 3: KION, a subsidiary of the Company, issued medium-term notes with total par value of EUR120.5 million in April 2019 with bond period of 7 years, at floating interest rate based on EURIBOR.

Note 4: KION, a subsidiary of the Company, issued corporate bonds of principal amount of EUR500 million in September 2020, with a nominal interest rate of 1.625%, and maturity of 5 years. The bonds will be mature in 2025.

Note 5: KION, a subsidiary of the Company, issued medium-term notes with total par value of EUR375 million in October 2023, which will mature in October 2026, October 2028 and October 2030. Nominal amount of EUR310.5 million of such notes are at floating interest rate based on EURIBOR while the other nominal amount of EUR64.5 million are at fixed interest rate.

#### 40. Lease liabilities

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Lease liabilities	租賃負債	5,448,898,897.13	5,597,092,040.56
Less: Lease liabilities taken to non-current liabilities due within one year (Note V.36)	減：計入一年內到期的非流動負債的租賃負債 (附註五、36)	1,112,186,177.71	1,172,765,909.32
Total	合計	4,336,712,719.42	4,424,326,131.24

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 39. 應付債券(續)

註3：本公司之子公司KION，於2019年4月發行票面總額為1.205億歐元的中期票據，債券期限為7年，利率為以EURIBOR(歐元銀行同業拆借利率)為基準的浮動利率。

註4：本公司之子公司KION，於2020年9月發行票面金額為5億歐元的企業債券，債券期限為5年，票面利率為1.625%，該筆債券於2025年到期。

註5：本公司之子公司KION，於2023年10月發行票面金額為3.75億歐元的中期票據，分別於2026年10月、2028年10月和2030年10月到期。該票據中3.105億歐元面額利率為以EURIBOR(歐元銀行同業拆借利率)為基準的浮動利率，另0.645億歐元面額利率為固定利率。

#### 40. 租賃負債

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

41. Long-term payables

41. 長期應付款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Long-term payables	長期應付款	10,071,478,082.40	7,992,209,194.73
Special payables	專項應付款	23,000,000.00	23,000,000.00
Total	合計	10,094,478,082.40	8,015,209,194.73

(1) Long-term payables

(1) 長期應付款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Government grants for national debt projects	國債項目政府撥款	5,500,000.00	5,500,000.00
Balance of indirect lease guarantee (Note)	間接租賃擔保餘值(註)	734,512,972.80	823,949,322.90
Financial liabilities related to sale and leaseback (Note)	售後租回相關金融負債(註)	9,331,465,109.60	7,162,759,871.83
Total	合計	10,071,478,082.40	7,992,209,194.73

Note: The aforesaid balances are mainly related to the business of forklift trucks leasing of KION, a subsidiary of the Company. Details of the related business is set out in Note III.36.

註：上述餘額主要是與子公司KION叉車租賃業務相關，相關業務描述詳見附註三、36。

(2) Special Payables

(2) 專項應付款

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Interest subsidy for liquid fund granted by provincial finance office	省財政廳撥付的流動資金貸款貼息	23,000,000.00	-	-	23,000,000.00

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

42. Long-term payroll payable

(1) List of long-term payroll payable

五、合併財務報表項目註釋(續)

42. 長期應付職工薪酬

(1) 長期應付職工薪酬表

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Defined benefit obligations	設定受益義務	6,883,964,483.38	5,980,444,871.00
Long-term severance benefits	長期辭退福利	782,065,520.74	683,288,805.38
Cash-settled share-based payments (Note XII)	以現金結算的股份支付 (附註十二)	189,641,772.25	36,475,314.97
Other long-term payroll payable	其他長期職工薪酬	557,620,822.81	494,209,395.84
Subtotal	小計	8,413,292,599.18	7,194,418,387.19
Less: Long-term payroll payable due within one year (Note V.33)	減：一年內到期的 長期應付職工薪酬 (附註五、33)	445,641,864.84	330,607,430.09
Among which: Severance benefits	其中：辭退福利	313,074,485.66	233,973,778.46
Cash-settled share-based payments	以現金結算的 股份支付	26,894,182.40	8,845,396.94
Other long-term payroll payable	其他長期職工薪酬	105,673,196.78	87,788,254.69
Total	合計	7,967,650,734.34	6,863,810,957.10

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 42. Long-term payroll payable (Continued)

##### (2) Defined benefit obligations

The Group operates certain defined benefit plans for its staff in some overseas subsidiaries who meet conditions. The plan requires that contribution be made to an independently administered fund. Under the plans, staff are entitled to enjoy retirement benefit provided for under the defined benefit plan.

The Group's defined benefit plan is a post-employment pension plan. The plan requires that contribution be made to an independently administered fund. The plan is administered by an independent trustee in the legal form of a fund. The assets held under the fund is held separately with assets of the Group. The trustee is responsible for the investment strategies of the plan.

The trustee assesses the level of capital of the plan. The assessment includes asset-liabilities matching strategies and investment risk management strategies. The trustee determines the amount to be deployed based on the result of its annual assessment.

The plan is exposed to interest rate risk, risk of change of anticipated age of beneficiaries of the pension, and risks of the securities market.

KION and Linde Hydraulic GmbH & Co. KG, both are subsidiaries of the Group, have respectively engaged Willis Towers Watson, an independent actuarial firm, to estimate the present value of obligations of the abovementioned post-employment pension plan using actuarial techniques in accordance with the projected unit credit method.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 42. 長期應付職工薪酬(續)

##### (2) 設定受益義務

本集團部分境外子公司為符合條件的員工運作若干設定受益計劃，該計劃要求向獨立管理的基金繳存費用。在該計劃下，員工有權享受設定受益計劃約定的退休福利。

本集團的設定受益計劃是離職後退休金計劃，該計劃要求向獨立管理的基金繳存費用。該計劃以基金為法律形式，並由獨立受託人進行管理，其持有的資產與本集團的資產單獨分開。受託人負責確定該計劃的投資策略。

受託人審核計劃的資金水平。該審核包括資產－負債匹配策略和投資風險管理策略。受託人根據年度審核的結果決定應繳存額。

該計劃受利率風險、退休金受益人的預期壽命變動風險和證券市場風險的影響。

本集團子公司KION和子公司林德液壓合夥企業分別聘請了獨立精算機構韋萊韜悅，根據預期累積福利單位法，以精算方式估計其上述離職後退休金計劃義務的現值。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 42. Long-term payroll payable (Continued)

##### (2) Defined benefit obligations (Continued)

The following table sets out the key actuarial assumptions used as at the balance sheet date:

Key actuarial assumptions	主要精算假設	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Discount rate (%)	折現率(%)	3.15–4.76	3.65–5.04
Expected growth rate of future pension expenses (%)	預期薪金增長率(%)	0.78–4.25	0.71–4.25
Expected rate of salary increment (%)	預期未來退休金費用增長率(%)	0.05–2.94	0.06–3.15

The actuarial valuation illustrates that the market value of assets under the scheme is RMB6,297,627,475.65 (31 December 2022: RMB5,452,780,041.28). Such actuarial valuation of assets accounts for 50.83% of the benefit provided for qualifying staff. KION, a subsidiary of the Company, provides default guarantees to the trustees of four post-employment pension plans in the UK. In case of an event of default of the said companies, KION will assume all the obligations of those companies up to the maximum guaranteed amount. As at 31 December 2023, the guaranteed amount was EUR80 million.

The following table shows the quantitative sensitivity analysis of key assumptions used:

Key actuarial assumptions	主要精算假設	Increase/(decrease) of defined benefit obligations		Increase/(decrease) of defined benefit obligations	
		Increase 增加	Decrease 減少	Increase 增加	Decrease 減少
Discount rate	折現率	1.00%	(1,498,702,323.48)	1.00%	1,934,955,866.26
Future growth of salary	未來薪金增長	0.50%	237,584,944.20	0.50%	(220,380,055.12)
Future growth of pension expenses	未來退休金費用增長	0.25%	18,194,048.00	0.25%	(55,014,400.00)

### 五、合併財務報表項目註釋(續)

#### 42. 長期應付職工薪酬(續)

##### (2) 設定受益義務(續)

下表為資產負債表日所使用的主要精算假設：

精算估值顯示計劃資產的市值為人民幣6,297,627,475.65元(2022年12月31日：人民幣5,452,780,041.28元)，且這些資產的精算價值佔為符合條件員工承擔的福利的50.83%。子公司KION向在英國運作的四個離職後退休金計劃的受託人提供連約擔保，如果任何一家相關公司違約，KION將在最高擔保額度內承擔該等公司的所有義務。於2023年12月31日，擔保金額共計歐元0.80億。

下表為所使用的重大假設的定量敏感性分析：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

42. Long-term payroll payable (Continued)

(2) Defined benefit obligations (Continued)

Scheme recognised in the income statement is set out below:

五、合併財務報表項目註釋(續)

42. 長期應付職工薪酬(續)

(2) 設定受益義務(續)

在利潤表中確認的有關計劃如下：

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Cost of services for the current period	當期服務成本	209,877,769.80	338,537,697.59
Cost of services for previous periods	過去服務成本	3,151,580.69	(87,163,642.60)
Net interest	利息淨額	211,850,683.55	118,607,462.91
Net amount of the cost of post-employment benefit	離職後福利成本淨額	424,880,034.04	369,981,517.90
Incl: Taken to cost of sales	其中：計入營業成本	112,788,863.88	148,996,653.59
Taken to distribution and selling expenses	計入銷售費用	29,291,623.98	44,129,109.83
Taken to general and administrative expenses	計入管理費用	15,682,240.74	36,526,233.33
Taken to research and development expenses	計入研發費用	55,266,621.89	21,722,058.24
Taken to finance expenses	計入財務費用	211,850,683.55	118,607,462.91
Total	合計	424,880,034.04	369,981,517.90

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

42. Long-term payroll payable (Continued)

(2) Defined benefit obligations (Continued)

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows:

五、合併財務報表項目註釋(續)

42. 長期應付職工薪酬(續)

(2) 設定受益義務(續)

設定受益計劃義務現值變動和計劃資產公允價值變動如下：

Item	項目	Present value of defined benefit scheme obligations 設定受益計劃義務現值	Fair value of assets under the scheme 計劃資產公允價值	Net liabilities/ (Net assets) of defined benefit scheme 淨負債/(淨資產)
Opening balance	年初餘額	10,735,957,140.20	(5,452,780,041.28)	5,283,177,098.92
Taken to profit or loss in the current period	計入當期損益			
Cost of services	服務成本	687,399,590.47	(262,519,556.43)	424,880,034.04
Net interest	利息淨額	213,029,350.49	-	213,029,350.49
Taken to other comprehensive income	計入其他綜合收益	474,370,239.98	(262,519,556.43)	211,850,683.55
Actuarial gains or losses	精算利得或損失	918,989,064.18	(196,108,111.46)	722,880,952.72
Return on assets under the scheme (net of amount included in net interest)	計劃資產回報 (計入利息淨額的除外)	918,989,064.18	3,950,457.98	922,939,522.16
Movements arising from assets cap (net of amount included in net interest)	資產上限影響的變動 (計入利息淨額的除外)	-	(200,058,569.44)	(200,058,569.44)
Other changes	其他變動	46,441,504.98	(386,219,766.48)	(339,778,261.50)
Benefits paid	已支付的福利	(475,127,955.63)	249,486,502.82	(225,641,452.81)
Contribution from employers	僱主繳存	-	(469,632,677.93)	(469,632,677.93)
Adjustment for exchange differences	匯兌差額調整	730,120,540.67	(371,201,411.54)	358,919,129.13
Other	其他	(208,551,080.06)	205,127,820.17	(3,423,259.89)
Closing balance	年末餘額	12,388,787,299.83	(6,297,627,475.65)	6,091,159,824.18

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 42. Long-term payroll payable (Continued)

##### (2) Defined benefit obligations (Continued)

As of 31 December 2023, the assets under the scheme amounting in aggregate to RMB792,804,659.20 (31 December 2022: RMB697,693,216.80) were accounted for under other non-current assets.

Fair value of assets under the scheme is mainly classified as follows:

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Stocks	股票	710,471,680.00	908,756,942.78
Bonds	債券	4,827,120,640.00	3,682,589,730.12
Real estates	房地產	176,832,000.00	159,019,109.32
Insurance	保險	2,357,760.00	253,967,100.60
Others	其他	580,845,395.65	448,447,158.46
Total	合計	6,297,627,475.65	5,452,780,041.28

It is anticipated that the contribution to be made to the defined benefit obligations within the next 12 months will amount to RMB590,287,374.77. The average term of the defined benefit obligations as at the balance sheet date is 10.87 to 16.23 years (31 December 2022: 9.46 to 15.41 years).

預計未來12個月內將向設定受益義務做出的繳存額為人民幣590,287,374.77元。資產負債表日的設定受益義務的平均期間是10.87至16.23年(2022年12月31日：9.46至15.41年)。

#### 43. Accruals and provisions

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Pending litigation	未決訴訟	61,561,113.60	32,534,570.70
Product quality assurance deposit	產品質量保證金	575,786,861.81	282,557,005.00
Onerous contract	虧損合同	56,609,817.60	182,848,295.70
Others	其他	155,988,265.78	173,894,882.06
Total	合計	849,946,058.79	671,834,753.46

As at 31 December 2023, estimated liabilities related to onerous contracts are mainly generated from supply chain solution projects, and related expenses are expected to actually incur in the coming two years.

於2023年12月31日，虧損合同相關的預計負債主要產生於供應鏈解決方案項目，相關支出預計在未來兩年內實際發生。

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 42. 長期應付職工薪酬(續)

##### (2) 設定受益義務(續)

於2023年12月31日，計劃資產中有共計人民幣792,804,659.20元(2022年12月31日：人民幣697,693,216.80元)在其他非流動資產中核算。

計劃資產公允價值的主要分類如下：

	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Stocks	710,471,680.00	908,756,942.78
Bonds	4,827,120,640.00	3,682,589,730.12
Real estates	176,832,000.00	159,019,109.32
Insurance	2,357,760.00	253,967,100.60
Others	580,845,395.65	448,447,158.46
Total	6,297,627,475.65	5,452,780,041.28

預計未來12個月內將向設定受益義務做出的繳存額為人民幣590,287,374.77元。資產負債表日的設定受益義務的平均期間是10.87至16.23年(2022年12月31日：9.46至15.41年)。

#### 43. 預計負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Pending litigation	未決訴訟	61,561,113.60	32,534,570.70
Product quality assurance deposit	產品質量保證金	575,786,861.81	282,557,005.00
Onerous contract	虧損合同	56,609,817.60	182,848,295.70
Others	其他	155,988,265.78	173,894,882.06
Total	合計	849,946,058.79	671,834,753.46

As at 31 December 2023, estimated liabilities related to onerous contracts are mainly generated from supply chain solution projects, and related expenses are expected to actually incur in the coming two years.

於2023年12月31日，虧損合同相關的預計負債主要產生於供應鏈解決方案項目，相關支出預計在未來兩年內實際發生。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

44. Deferred income

44. 遞延收益

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Government grant	政府補助	3,341,741,893.64	3,238,163,537.53
Deferred income of indirect leasing business	間接租賃業務之遞延收益	1,292,005,324.80	1,320,318,645.90
Deferred income of sale and leaseback sub-leases	售後租回再轉租業務之遞延收益	32,049,817.60	92,334,937.68
Total	合計	4,665,797,036.04	4,650,817,121.11

As at 31 December 2023, the items related to government grant are as follows:

於2023年12月31日，涉及政府補助的項目如下：

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Taken to other income during the year 本年計入其他收益	Other decreases 其他減少	31 December 2023 2023年12月31日	Related to assets/income 與資產/收益相關
Land-related government grant	與土地相關的政府補助	1,321,191,246.37	132,740,000.00	(23,816,963.28)	(125,928,571.17)	1,304,185,711.92	Related to assets 與資產相關
Special funds for industry revitalisation and technological renovation	產業振興和技改專項資金	1,110,349,033.01	145,084,456.70	(149,251,779.80)	(18,713,360.00)	1,087,468,349.91	Related to assets/income 與資產/收益相關
Special assistance fund	專項補助資金	548,105,279.54	185,096,244.00	(35,215,368.80)	(7,842,700.00)	690,143,454.74	Related to assets/income 與資產/收益相關
Position-based allowances for project teams	項目人才團隊崗位津貼等	242,902,688.81	29,953,000.00	(21,171,680.78)	(6,726,300.00)	244,957,708.03	Related to income 與收益相關
Others	其他	15,615,289.80	-	(628,620.76)	-	14,986,669.04	Related to assets/income 與資產/收益相關
Total	合計	3,238,163,537.53	492,873,700.70	(230,084,413.42)	(159,210,931.17)	3,341,741,893.64	

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

45. Other non-current liabilities

45. 其他非流動負債

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Asset securitisation financing	資產證券化融資	8,389,326,617.60	7,379,171,696.10
Loans from leasing institutions	租賃機構借款	6,864,453,196.80	3,578,966,080.80
Deferred income	遞延收入	437,513,804.80	430,817,693.10
Interest rate swap instruments	利率互換工具	264,163,430.40	40,031,699.70
Put options	看跌期權	-	36,275,712.30
Others	其他	461,688,068.69	432,405,119.48
Total	合計	16,417,145,118.29	11,897,668,001.48

46. Share capital

46. 股本

Item	項目	31 December 2022 2022年12月31日	Changes during the year 本年增減變動			31 December 2023 2023年12月31日
			New shares issue 發行新股	Others 其他	Sub-total 小計	
I. Restricted shares	一、有限售條件股份	1,735,186,683	-	76,697,952	76,697,952	1,811,884,635
1. State-owned legal person shares	1. 國有法人持股	1,642,531,008	-	-	-	1,642,531,008
2. Other domestic shares	2. 其他內資持股	92,655,675	-	76,527,952	76,527,952	169,183,627
Incl: Shares held by domestic natural persons	其中：境內自然人持股	92,655,675	-	76,527,952	76,527,952	169,183,627
3. Foreign shares	3. 外資持股	-	-	170,000	170,000	170,000
Incl: Shares held by foreign natural persons	其中：境外自然人持股	-	-	170,000	170,000	170,000
II. Non-restricted shares	二、無限售條件股份	6,991,370,138	-	(76,697,952)	(76,697,952)	6,914,672,186
RMB ordinary Shares	人民幣普通股	5,048,330,138	-	(76,697,952)	(76,697,952)	4,971,632,186
Overseas listed foreign shares	境外上市的外資股	1,943,040,000	-	-	-	1,943,040,000
III. Total no. of shares	三、股份總數	8,726,556,821	-	-	-	8,726,556,821

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 五、合併財務報表項目註釋(續)

#### 47. Capital reserve

#### 47. 資本公積

Item	項目	31 December	Increase	Decrease	31 December
		2022	during the year	during the year	2023
		2022年12月31日	本年增加	本年減少	2023年12月31日
Share premium (Notes 1-4)	股本溢價(註1-4)	10,901,696,964.66	24,109,004.30	438,781,620.00	10,487,024,348.96
Wholly state-owned capital reserve	國有獨享資本公積	77,000,000.00	-	-	77,000,000.00
Other capital reserve (Notes 5 and 6)	其他資本公積(註5、6)	371,502,621.42	77,291,755.48	-	448,794,376.90
<b>Total</b>	<b>合計</b>	<b>11,350,199,586.08</b>	<b>101,400,759.78</b>	<b>438,781,620.00</b>	<b>11,012,818,725.86</b>

Note 1: Minority shareholders unilaterally increased their shareholding in Weichai New Energy Technology Co., Ltd, a subsidiary of the Company, leading to an increase in capital reserves of RMB23,397,511.45 of the Company.

註1：本公司之子公司濰柴新能源動力科技有限公司因少數股東單方增資，引起資本公積增加人民幣23,397,511.45元。

Note 2: The transactions with minority shareholders led to an increase in capital reserves of RMB419,306.81 of Weichai Lovol, a subsidiary of the Company.

註2：本公司之子公司濰柴雷沃等因與少數股東交易，引起資本公積增加人民幣419,306.81元。

Note 3: The acquisition of minority interests led to an increase in capital reserves of RMB9,195,704.24 of Weichai Power (Luxembourg) Holding S.a r.l. (hereinafter, "Weichai Luxembourg"), a subsidiary of the Company. In addition, due to the forward purchase obligation, Weichai Luxembourg recognized the repurchase obligation in respect of minority interests, leading to a decrease in capital reserves of RMB8,903,518.20. These resulted in a net increase of RMB292,186.04 in capital reserves.

註3：本公司之子公司濰柴動力(盧森堡)控股有限公司(以下簡稱「濰柴盧森堡」)因購買少數股東權益，引起資本公積增加人民幣9,195,704.24元。同時，濰柴盧森堡因遠期收購義務確認少數股權回購義務，引起資本公積減少8,903,518.20元。綜上，合計引起資本公積增加292,186.04元。

Note 4: The Company granted restricted shares to its employees with shares repurchased by the Company and received the subscription payment for the restricted shares, leading to a decrease of RMB438,781,620.00 in capital reserves.

註4：本公司以公司回購的股份授予員工限制性股票，收到限制性股票認購款，引起資本公積減少人民幣438,781,620.00元。

Note 5: The increase of capital reserves in aggregate by the Company and its subsidiary Weichai Lovol by RMB 59,814,064.48, as a result of equity dilution resulting from capital increase in Weichai Intelligent Technology Co., Ltd., an associate of the Company and its subsidiary Weichai Lovol.

註5：本公司及本公司之子公司濰柴雷沃因少數股東對本公司及本公司之子公司濰柴雷沃共同持股的聯營企業濰柴智能科技有限公司增資，導致股權稀釋，引起資本公積合計增加人民幣59,814,064.48元。

Note 6: The grant of restricted shares to the employees of the Company during the year led to the share-based payments which in turn led to an increase of RMB17,477,691.00 in capital reserves (For details please refer to Note XII).

註6：本公司本年授予員工限制性股票，當年股份支付費用引起資本公積增加17,477,691.00元(詳見附註十二)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 48. Treasury shares

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Treasury shares	庫存股	1,036,022,358.39	490,283,280.00	929,064,900.00	597,240,738.39

On 19 May 2022, the sixth provisional meeting of the board of directors considered and approved the "Proposal on the Repurchase of the Company's A Shares of Weichai Power Co., Ltd." and disclosed the "Report on the Repurchase of the Company's A Shares of Weichai Power Co., Ltd." and "Proposal on the Repurchase of the Company's A Shares of Weichai Power Co., Ltd." on 20 May 2022. The Company intends to use its internal funds to repurchase certain A Shares of the Company through centralised price bidding for the purpose of the implementation of an equity incentive scheme. If the Company fails to implement the repurchase of A Shares, the unused A Shares repurchased under the A Share Repurchase Plan will be cancelled pursuant to the applicable laws and the registered capital of the Company will be reduced accordingly. During the period from 24 May 2022 to 11 October 2022, the Company has repurchased a total of 87,265,525 A Shares, through centralised price bidding through the special securities account designated for repurchase. The maximum transaction price was RMB12.77 per share, while the minimum transaction price was RMB9.30 per share, and the total amount paid was RMB1,036,022,358.39 (including transaction fees). In 2023, the shareholders of the Company considered and approved and grant authority to the Board to consider and approve a restricted share incentive scheme, pursuant to which a certain number of restricted shares would be granted to incentive participants (for details please refer to Note XII). In December 2023, at a grant price of RMB6.264 per share, the Company granted a total of 78,270,000 restricted A shares to 693 persons comprising directors, senior management officers, middle management officers, and core technology (business) staff of the Group and received subscription payment in the amount of RMB490,283,280.00 in respect of the restricted shares. Repurchase obligation in respect of the restricted shares were also recognized.

## 五、合併財務報表項目註釋(續)

### 48. 庫存股

本公司於2022年5月19日第六次臨時董事會審議通過了《濰柴動力股份有限公司關於回購公司A股股份的方案》，並於2022年5月20日披露了《濰柴動力股份有限公司關於回購公司A股股份的報告書》和《濰柴動力股份有限公司關於回購公司A股股份的方案》。本公司擬使用自有資金以集中競價交易方式回購公司部分A股社會公眾股，用於後期實施股權激勵計劃，若未能實施則公司回購的股份將依法予以註銷並減少註冊資本。2022年5月24日至2022年10月11日期間，公司通過回購專用證券賬戶以集中競價交易方式累計回購公司A股股份87,265,525股，最高成交價為人民幣12.77元/股，最低成交價為人民幣9.30元/股，成交總金額為人民幣1,036,022,358.39元(含交易費用)。2023年本公司經股東大會審議批准並授權董事會審議通過限制性股票激勵計劃，向激勵對象授予一定數量的限制性股票(詳情參見附註十二)。2023年12月，公司以6.264元/股作為授予價向部分董事、高級管理人員、中層管理人員、核心技術(業務)骨幹共計693人授予A股限制性股票78,270,000股，收到限制性股票認購款人民幣490,283,280.00元，同時確認限制性股票回購義務。



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

49. Other comprehensive income

Other comprehensive income, on a cumulative basis, attributable to the parent as shown in the consolidated balance sheet is as follows:

五、合併財務報表項目註釋(續)

49. 其他綜合收益

合併資產負債表中歸屬於母公司的其他綜合收益累計餘額：

Item	項目	Balance as at 31 December 2022	Incurred during the year 本年發生額						Balance as at 31 December 2023
			Included before the income tax for the current year	Less: Amount recognized in other comprehensive income in previous period and recognised in profit or loss in current period	Less: Income tax expenses	Attributable to parent company after tax	Attributable to minority interests after tax	Less: Amount recognized in other comprehensive income in previous period and recognized in profit or loss in current period	
		2022年 12月31日餘額	減：前期計入 本年所得稅 前發生額	其他綜合收益 當期轉入損益	減： 所得稅費用	稅後歸屬 於母公司	稅後歸屬於 少數股東	減： 前期計入其他 綜合收益當期 轉入留存收益	2023年 12月31日餘額
I. Those other comprehensive income not to be reclassified into profit or loss	一、不能重分類進損益的其他綜合收益	1,444,770,266.79	(74,533,005.89)	-	(94,778,053.21)	137,649,752.73	(117,404,705.41)	(58,238,008.40)	1,640,658,027.92
Changes arising from re-measuring of defined benefit plan	重新計量設定受益計劃變動額	833,225,450.27	(722,880,952.72)	-	(158,878,094.90)	(311,549,080.61)	(252,453,777.21)	(45,573,826.10)	567,250,195.76
Other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下不能轉損益的其他綜合收益	(112,762,386.40)	2,519,849.00	-	-	(1,796,183.75)	4,316,032.75	-	(114,558,570.15)
Change in fair value of investment in other equity instruments	其他權益工具投資公允價值變動	724,307,202.92	645,828,097.83	-	64,100,041.69	450,995,017.09	130,733,039.05	(12,664,182.30)	1,187,966,402.31
II. Other comprehensive income to be reclassified into profit or loss	二、將重分類進損益的其他綜合收益	(705,284,656.99)	932,057,536.91	(17,682,642.60)	8,208,035.96	237,462,801.97	704,069,341.58	-	(467,821,855.02)
Other comprehensive income to be reclassified into profit or loss using the equity method	權益法下可轉損益的其他綜合收益	(11,391,380.32)	1,814,424.80	-	-	1,814,424.80	-	-	(9,576,955.52)
Cashflow hedging reserve	現金流量套期儲備	127,955,731.90	(83,189,504.32)	(17,682,642.60)	8,208,035.96	(60,462,354.15)	(13,252,543.53)	-	67,493,377.75
Exchange differences on foreign currency translation	外幣財務報表折算差額	(821,849,008.57)	1,013,432,616.43	-	-	296,110,731.32	717,321,885.11	-	(525,738,277.25)
Total of other comprehensive income	其他綜合收益合計	739,485,609.80	857,524,531.02	(17,682,642.60)	(86,570,017.25)	375,112,554.70	586,664,636.17	(58,238,008.40)	1,172,836,172.90

The initial recognized amount of the Group's cashflow hedging reserve transferred out to be included in inventories during the year was RMB40,653,629.02.

本集團本年度將現金流量套期儲備轉出計入存貨的初始確認金額為人民幣40,653,629.02元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

50. Special reserve

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Safety funds	安全生產費	307,793,867.29	62,133,085.84	84,106,673.89	285,820,279.24

51. Surplus reserve

Item	項目	31 December 2022 2022年12月31日	Increase during the year 本年增加	Decrease during the year 本年減少	31 December 2023 2023年12月31日
Statutory surplus reserve	法定盈餘公積	2,765,811,169.85	784,727,618.90	-	3,550,538,788.75

五、合併財務報表項目註釋(續)

50. 專項儲備

51. 盈餘公積

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

52. Retained earnings

五、合併財務報表項目註釋(續)

52. 未分配利潤

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Retained earnings at the end of the previous year before adjustment	調整前上年末未分配利潤	50,330,429,225.83	48,384,964,194.07
Business combination under common control	同一控制下企業合併	-	59,395,143.22
Retained earnings at the beginning of the year after adjustment	調整後年初未分配利潤	50,330,429,225.83	48,444,359,337.29
Net profit attributable to shareholders of the parent	歸屬於母公司股東的淨利潤	9,013,894,024.19	4,905,013,042.11
Less: Appropriation to surplus reserve	減：提取盈餘公積	784,727,618.90	368,612,579.31
Dividend payable on ordinary shares in cash (Note)	應付普通股現金股利(註)	3,317,487,857.67	2,429,308,721.68
Reverse of general risk reserve of disposal of subsidiaries	處置子公司一般風險準備轉回	-	(1,739,787.51)
Transfer other comprehensive income to retained earnings	其他綜合收益結轉留存收益	58,238,008.40	(8,253,383.72)
Others	其他	-	231,015,023.81
Retained earnings at the end of the year	年末未分配利潤	55,183,869,765.05	50,330,429,225.83

Note: On 17 August 2023, the Company published the Announcement on the Distribution of Annual Dividends of A Shares for the year of 2022. The 2022 profit distribution proposal was considered and approved at the Company's 2022 annual general meeting. Based on a total of 8,639,291,296 shares eligible for profit distribution as at 31 December 2022, the Company distributed to all shareholders a cash dividend of RMB1.58 (including tax) for every 10 shares held, without any capitalisation of reserve. Cash dividend amounting to RMB1,365,008,024.77 was distributed.

On 19 October 2023, the Company published the Announcement on the Distribution of Interim Dividends of A Shares for the year of 2023. The 2023 interim dividend distribution plan was considered and approved at the sixth meeting of the sixth session of the board of directors in accordance with the Articles of Association and with the authorisation of the 2022 annual general meeting. Based on a total of 8,639,291,296 shares eligible for profit distribution as at 30 June 2023, the Company distributed to all shareholders a cash dividend of RMB2.26 (including tax) for every 10 shares held, without any capitalisation of reserve. Cash dividend amounting to RMB1,952,479,832.90 was distributed.

註：於2023年8月17日，本公司公佈《2022年度A股分紅派息實施公告》，本公司依據2022年度股東周年大會審議通過了2022年度利潤分配方案，以2022年12月31日公司享有利潤分配權的股份總額8,639,291,296股為基數，向全體股東每10股派發現金紅利人民幣1.58元(含稅)，不以公積金轉增股本，共派發現金股利人民幣1,365,008,024.77元。

於2023年10月19日，本公司公佈《2023年度中期A股分紅派息實施公告》，六屆六次董事會根據《公司章程》和2022年度股東周年大會的授權，審議通過了2023年度中期分紅派息方案，以2023年6月30日公司享有利潤分配權的股份總額8,639,291,296股為基數，向全體股東每10股派發現金紅利人民幣2.26元(含稅)，不以公積金轉增股本，共派發現金股利人民幣1,952,479,832.90元。

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

53. Minority interests

53. 少數股東權益

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Minority interest attributable to ordinary shareholders of subsidiaries	歸屬於子公司普通股少數股東的權益	<b>33,350,535,071.05</b>	30,926,398,238.95

54. Revenue and cost of sales  
(1) Revenue and cost of sales

54. 營業收入及成本  
(1) 營業收入和營業成本情況

Item	項目	Incurred during the year 本年發生額		Incurred in previous year 上年發生額	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Revenue from principal operations	主營業務	<b>210,806,724,128.58</b>	<b>166,191,339,869.08</b>	172,170,215,429.74	141,420,288,397.55
Other revenue	其他業務	<b>3,151,751,502.55</b>	<b>2,650,930,066.77</b>	2,987,320,196.08	2,590,307,814.57
Total	合計	<b>213,958,475,631.13</b>	<b>168,842,269,935.85</b>	175,157,535,625.82	144,010,596,212.12

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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## 財務報表附註(續)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 54. Revenue and cost of sales (Continued)

##### (2) Details of revenue

### 五、合併財務報表項目註釋(續)

#### 54. 營業收入及成本(續)

##### (2) 營業收入的明細情況

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Revenue from principal operations	主營業務收入		
Sales of goods and others	銷售商品及其他	<b>107,504,823,438.84</b>	75,917,002,110.02
Revenue from forklift trucks production and sales and warehousing technology	叉車生產及銷售、倉庫技術收入	<b>64,728,581,775.02</b>	52,025,038,787.05
Revenue from supply chain solution	供應鏈解決方案收入	<b>22,720,385,724.48</b>	26,885,354,006.69
Agricultural equipment	農業裝備	<b>15,852,933,190.24</b>	17,342,820,525.98
Sub-total	小計	<b>210,806,724,128.58</b>	172,170,215,429.74
Other revenue	其他業務收入		
Sales of materials	銷售材料	<b>2,297,935,536.55</b>	2,231,493,925.01
Lease income	租賃收入	<b>104,175,047.22</b>	81,760,203.26
Provision of non-industrial labour	提供非工業勞務	<b>103,853,349.53</b>	158,499,663.39
Others	其他	<b>645,787,569.25</b>	515,566,404.42
Sub-total	小計	<b>3,151,751,502.55</b>	2,987,320,196.08
Total	合計	<b>213,958,475,631.13</b>	175,157,535,625.82

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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財務報表附註(續)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

54. Revenue and cost of sales (Continued)

(3) Reporting segment

五、合併財務報表項目註釋(續)

54. 營業收入及成本(續)

(3) 報告分部

Item	項目	Engines and automobiles and automobile components		Intelligent logistics		Agricultural equipment		Total	
		Revenue	Cost of sales	Revenue	Cost of sales	Revenue	Cost of sales	Revenue	Cost of sales
		營業收入	營業成本	營業收入	營業成本	營業收入	營業成本	營業收入	營業成本
<b>Major regions of operation</b>		按主要經營地區分類							
Incl: Mainland China	其中：中國大陸	79,949,151,774.26	63,293,294,160.04	5,466,958,078.64	4,117,451,617.88	14,789,949,932.48	12,730,644,783.85	100,206,059,785.38	80,141,390,561.77
Other countries and regions	其他國家和地區	30,520,238,313.64	25,646,446,946.77	81,988,591,512.15	62,063,123,952.92	1,243,586,019.96	991,308,474.39	113,752,415,845.75	88,700,879,374.08
Total	合計	110,469,390,087.90	88,939,741,106.81	87,455,549,590.79	66,180,575,570.80	16,033,535,952.44	13,721,953,258.24	213,958,475,631.13	168,842,269,935.85
<b>Categorised by time for recognition of revenue</b>		按收入確認時間分類							
Incl: transferred at a certain point of time	其中：在某一時點轉讓	110,203,530,877.88	88,832,233,549.78	54,261,650,278.15	41,055,548,084.14	16,017,779,387.70	13,707,947,624.12	180,482,960,543.73	143,595,729,258.04
Provided over a certain period of time	在某一時段內提供	140,095,456.02	30,957,386.30	24,287,534,806.19	18,383,648,568.71	12,524,998.55	11,123,402.59	24,440,155,260.76	18,425,729,357.60
Subtotal of revenue arising from contracts with customers	與客戶之間的合同產生的收入小計	110,343,626,333.90	88,863,190,936.08	78,549,185,084.34	59,439,196,652.85	16,030,304,386.25	13,719,071,026.71	204,923,115,804.49	162,021,458,615.64
Revenue under the Standard on Leases	租賃準則下的收入	125,763,754.00	76,550,170.73	8,906,364,506.45	6,741,378,917.95	3,231,566.19	2,882,231.53	9,035,359,826.64	6,820,811,320.21
Total	合計	110,469,390,087.90	88,939,741,106.81	87,455,549,590.79	66,180,575,570.80	16,033,535,952.44	13,721,953,258.24	213,958,475,631.13	168,842,269,935.85

(4) Performance of obligations

The supply chain solution services provided by the Group belong to the performance obligation satisfied over a certain period of time. The performance costs actually incurred on a cumulative basis as a percentage of estimated total costs is used to ascertain progress of performance of supply chain solution services contracts. As at 31 December 2023, some of the Group's supply chain solution services contracts were still in the process of performance, the transaction price allocated to the outstanding (or partially unperformed) performance obligations is related to the performance progress of each supply chain solution services contract, and will be recognised as revenue in the future performance period of each supply chain solution services contracts based on the performance progress.

(4) 履約義務的說明

本集團提供的供應鏈解決方案項目屬於在某一時段內履行的履約義務，按照累計實際發生的履約成本佔預計總成本的比例確定供應鏈解決方案項目合同的履約進度。截至2023年12月31日，本集團部分供應鏈解決方案項目尚在履行過程中，分攤至尚未履行(或部分未履行)履約義務的交易價格與相應供應鏈解決方案項目的履約進度相關，並將於相應供應鏈解決方案項目的未來履約期內按履約進度確認為收入。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 54. Revenue and cost of sales (Continued)

##### (5) Allocation to the outstanding performance obligations

The amount of revenue corresponding to the contract performance obligations for which the contracts had been entered into but had not been performed or fully performed as at the end of the Year was RMB31,349,342,822.40. Information related to revenue expected to be recognised in respect of outstanding performance obligations under contracts is set out below:

Term	期間	31 December 2023 2023年12月31日
Within 1 year	1年以內	12,454,081,280.00
1 to 2 years	1至2年	11,784,446,003.20
2 to 3 years	2至3年	3,950,112,512.00
3 to 4 years	3至4年	1,524,559,052.80
4 to 5 years	4至5年	825,255,296.00
Over 5 years	5年以上	810,888,678.40

#### 55. Taxes and surcharges

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Property tax	房產稅	284,854,757.35	213,249,183.50
City maintenance and construction tax	城建稅	117,876,880.48	50,251,602.40
Educational surtax	教育費附加	87,283,023.03	37,172,438.43
Stamp duty	印花稅	126,420,299.90	83,169,897.00
Others	其他	132,465,160.99	96,974,844.55
Total	合計	748,900,121.75	480,817,965.88

## 財務報表附註(續)

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### 五、合併財務報表項目註釋(續)

#### 54. 營業收入及成本(續)

##### (5) 分攤至剩餘履約義務的說明

本年末已簽訂合同、但尚未履行或尚未履行完畢的履約義務所對應的交易價格總額為人民幣31,349,342,822.40元，合同剩餘履約義務預計確認收入的相關信息如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

56. Distribution and selling expenses

56. 銷售費用

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Staff costs	員工成本	5,939,402,619.62	5,397,125,132.40
After-sales and repair fee	三包及產品返修費用	1,786,352,138.70	499,073,845.82
Freight and packaging	運費及包裝費	1,344,970,885.32	1,201,780,295.92
Marketing expenses	市場開拓費用	977,075,509.41	587,999,287.19
Depreciation and amortization	折舊及攤銷	714,084,209.14	754,118,408.64
Travel expenses	差旅費	550,971,628.07	439,824,140.60
Office expenses	辦公費用	145,738,673.43	147,944,945.48
Lease expenses	租賃費	62,951,338.46	75,070,182.98
Others	其他	1,888,548,433.27	1,558,274,788.79
Total	合計	13,410,095,435.42	10,661,211,027.82

57. General and administrative expenses

57. 管理費用

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Staff costs	員工成本	5,144,176,563.33	4,121,630,653.91
Depreciation and amortisation	折舊及攤銷	987,772,299.13	1,021,926,102.19
External support fee	外部支持費	985,762,366.39	685,108,361.60
Office expenses	辦公費	377,193,317.67	407,496,401.35
Travel expenses	差旅費	170,538,744.41	105,151,457.90
Lease expenses	租賃費	128,695,617.13	109,775,388.49
Repair expenses	修理費	145,113,649.31	103,702,659.55
Others	其他	1,517,303,489.81	1,537,518,872.23
Total	合計	9,456,556,047.18	8,092,309,897.22



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

58. Research & development expenses

58. 研發費用

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Staff costs	員工成本	4,206,687,687.71	3,619,907,750.33
Technology development costs	技術開發費	1,217,441,091.71	1,319,492,788.83
Depreciation and amortisation	折舊及攤銷	724,475,262.60	646,556,841.00
Testing costs	實驗試製費	573,398,590.63	823,893,362.59
External intellectual property and published documents licensing costs	外部知識產權及出版文獻使用費	296,974,605.33	544,765,349.71
Fuel and utility fees	燃料及動能費	165,728,216.15	161,836,717.48
Travel expenses	差旅費	123,657,447.30	74,167,823.51
Others	其他	736,583,387.59	540,560,587.09
Total	合計	8,044,946,289.02	7,731,181,220.54

59. Finance expenses

59. 財務費用

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Interest expenses	利息支出	3,355,408,336.47	1,401,308,298.47
Less: interest income	減：利息收入	2,818,200,284.22	2,359,191,391.03
Exchange (gain)/losses	匯兌(收益)/損失	(14,720,070.24)	16,499,113.98
Handling fees and others	手續費及其他	37,762,207.33	32,824,093.98
Total	合計	560,250,189.34	(908,559,884.60)

Among which, interest expenses of lease liabilities during the year was RMB170,393,533.87 (2022: RMB366,131,026.00).

其中本年度租賃負債相關的利息費用為人民幣170,393,533.87元(2022年度：人民幣366,131,026.00元)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

60. Other income

Other income charged to profit or loss for the current period are presented as follows:

60. 其他收益

計入當期損益的其他收益如下：

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額	Related to assets/income 與資產/收益相關	Extraordinary profit and loss taken as incurred during the year 計入本年發生額的非經常性損益
Income of financial subsidies	財政補貼收入	306,583,982.27	337,715,354.84	Related to income 與收益相關	306,583,982.27
Amortisation of deferred income	遞延收益攤銷	230,084,413.42	371,423,700.60	Related to assets/income 與資產/收益相關	230,084,413.42
Others	其他	478,586,783.65	26,508,100.37	Related to income 與收益相關	-
Total	合計	1,015,255,179.34	735,647,155.81		536,668,395.69

61. Investment income

61. 投資收益

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Loss on long-term equity investments under the equity method	權益法核算的長期股權投資損失	(12,781,810.86)	(143,647,623.76)
Investment income arising from disposal of subsidiaries and long-term equity investments (Note V.14)	處置子公司及長期股權投資產生的投資收益(附註五·14)	440,941,438.34	20,658,712.93
Investment income arising from disposal of financial assets measured at fair value through profit or loss and investment income during the period in which the financial assets held for trading were held	處置以公允價值計量且其變動計入當期損益的金融資產取得的投資收益及交易性金融資產持有期間取得的投資收益	241,366,026.49	212,737,852.89
Investment income during the period in which the investment in other equity instruments were held	其他權益工具投資在持有期間取得的投資收益	75,800,958.27	99,236,585.44
Others	其他	754,943.37	54,054,981.78
Total	合計	746,081,555.61	243,040,509.28

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

62. (Loss)/profit on change of fair value

62. 公允價值變動(損失)/收益

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Cross currency swap and interest rate swap instruments at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的交叉貨幣互換及利率互換工具	(163,379,517.22)	868,980,798.25
Forward foreign exchange contracts at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的遠期外匯合約	(271,063,449.30)	46,844,401.45
Investment in equity instruments at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的權益工具投資	(7,826,167.32)	(37,582.90)
Structured deposit	結構性存款	79,580,841.28	94,718,299.84
Total	合計	(362,688,292.56)	1,010,505,916.64

63. Impairment loss of credit

63. 信用減值損失

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Impairment loss of credit from accounts receivable	應收賬款信用減值損失	(389,828,152.83)	(489,745,659.78)
Reversal of impairment of credit from other receivables	其他應收款信用減值的轉回	2,157,853.96	67,633,592.92
(Loss)/Reversal of impairment of credit from long-term receivables	長期應收款信用減值(損失)/轉回	(13,373,358.56)	9,533,743.72
(Loss)/Reversal of impairment of credit from notes receivable	應收票據信用減值(損失)/轉回	(656,129.47)	158,013.29
Total	合計	(401,699,786.90)	(412,420,309.85)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

64. Impairment loss of assets

64. 資產減值損失

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Loss due to decline in value of inventories	存貨跌價損失	<b>(759,272,077.28)</b>	(431,367,920.19)
Impairment loss of fixed assets	固定資產減值損失	<b>(176,245,648.01)</b>	(114,327,430.90)
Impairment loss of intangible assets	無形資產減值損失	<b>(8,608,952.70)</b>	(16,487,102.00)
Impairment loss of construction in progress	在建工程減值損失	<b>(11,822,202.53)</b>	-
Impairment loss of long-term equity investment	長期股權投資減值損失	<b>(8,457,348.72)</b>	(210,574,697.91)
Impairment loss of right-of-use assets	使用權資產減值損失	<b>(20,026,499.91)</b>	(10,398,509.00)
Impairment loss of goodwill	商譽減值損失	<b>(99,777,324.17)</b>	(92,052,911.12)
Total	合計	<b>(1,084,210,053.32)</b>	(875,208,571.12)

65. Non-operating income

65. 營業外收入

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額	Extraordinary profit and loss taken as incurred during the year 計入本年發生額的非經常性損益
Reversal of provision for other liabilities	其他負債撥備轉回	<b>62,434,065.77</b>	61,863,674.33	<b>62,434,065.77</b>
Others	其他	<b>337,359,876.76</b>	351,486,824.42	<b>337,359,876.76</b>
Total	合計	<b>399,793,942.53</b>	413,350,498.75	<b>399,793,942.53</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

66. Non-operating expenses

66. 營業外支出

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額	Extraordinary profit and loss taken as incurred during the year 計入本年發生額的非經常性損益
Donation expenditure	對外捐贈	1,060,000.00	12,332,597.51	1,060,000.00
Others	其他	152,697,472.89	149,843,440.92	152,697,472.89
Total	合計	153,757,472.89	162,176,038.43	153,757,472.89

67. Income tax expenses

67. 所得稅費用

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Current tax expenses	當期所得稅費用	3,306,177,799.50	984,266,790.64
Deferred tax expenses	遞延所得稅費用	(1,366,514,244.24)	(581,751,136.39)
Total	合計	1,939,663,555.26	402,515,654.25

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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## 財務報表附註(續)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 67. Income tax expenses (Continued)

The relationship between income tax expenses and the total profit is listed as follows:

Item	項目		Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Total profit	利潤總額		13,151,277,830.51	6,085,207,005.22
Tax at statutory tax rate	按法定稅率計算的稅項	Note 1 註1	3,287,819,457.70	1,521,301,751.31
Effect of different tax rates applicable to the Company and some subsidiaries	本公司及某些子公司適用不同稅率的影響	Note 2 註2	(1,011,678,047.03)	(647,767,817.01)
Effect of tax rate change on opening balance of deferred income tax	稅率變動對年初遞延所得稅餘額的影響		(25,278,383.94)	(214,704.00)
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整		39,337,418.74	(220,092,846.52)
Profits and losses attributable to associates and joint ventures	歸屬於聯營和合營企業的損益的影響		47,040,411.00	63,622,110.52
Income not subject to tax	無須納稅的收入的影響		(83,432,561.90)	(235,655,738.33)
Expenses not deductible for tax	不可抵扣的費用的影響		256,535,689.02	395,584,245.04
Effect of tax incentives on eligible expenditures	由符合條件的支出而產生的稅收優惠的影響		(815,703,345.68)	(908,914,642.26)
Effect of utilisation of deductible losses and deductible temporary difference of unrecognised deferred tax assets from prior years	利用以前年度未確認遞延所得稅資產的可抵扣虧損及可抵扣暫時性差異的影響		(123,324,355.63)	(150,208,213.70)
Effect of unrecognised deductible losses and deductible temporary difference	未確認的可抵扣虧損及可抵扣暫時性差異的影響		547,722,537.93	609,754,998.53
Others	其他		(179,375,264.95)	(24,893,489.33)
Tax expense at the Group's effective tax rate	按本集團實際稅率計算的所得稅費用		1,939,663,555.26	402,515,654.25

Note 1: The Company is subject to a statutory tax rate of 25%.

註1：本公司法定稅率為25%。

Note 2: The PRC income tax of the Group is calculated based on the estimated taxable income gained in the PRC and applicable tax rate. Tax arising from the taxable income in other regions is calculated at applicable tax rate according to existing laws, interpretations and practices of the country in which the Group operates.

註2：本集團在中國境內所得稅按取得的估計應納稅所得額及適用稅率計提。源於其他地區應納稅所得的稅項根據本集團經營所在國家的現行法律、解釋公告和條例，按照適用稅率計算。

No provision for Hong Kong profit tax has been made as the Group had no taxable profits arising in Hong Kong for the year.

由於本集團於年內在香港並無應稅利潤，故未作出香港利得稅的撥備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 68. Earnings Per Share (EPS)

The basic EPS is calculated by dividing the net profit of the current period attributable to the ordinary shareholders of the Company by the weighted average number of outstanding ordinary shares.

The calculation of basic EPS is detailed as follows:

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
<b>Earnings</b>	<b>收益</b>		
Net profit of the current year attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的當年淨利潤	<b>9,013,894,024.19</b>	4,905,013,042.11
<b>Shares</b>	<b>股份</b>		
Weighted average number of the ordinary shares outstanding of the Company	本公司發行在外普通股的加權平均數	<b>8,639,291,296.00</b>	8,675,816,523.08
Basic EPS (RMB/share)	基本每股收益(元/股)	<b>1.04</b>	0.57

The Group holds no potential shares that are significantly dilutive.

本集團無重大稀釋性潛在股。

#### 69. Notes to items in cash flow statement

##### (1) Other cash received relating to operating activities

#### 69. 現金流量表項目註釋

##### (1) 收到其他與經營活動有關的現金

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Interest income	利息收入	<b>1,516,385,865.29</b>	1,681,958,006.77
Government grants	政府補助	<b>799,457,682.97</b>	875,501,227.09
Others	其他	<b>1,249,926,601.42</b>	750,327,721.08
Total	合計	<b>3,565,770,149.68</b>	3,307,786,954.94

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

69. Notes to items in cash flow statement (Continued)  
(2) Other cash paid relating to operating activities

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Marketing and external support fee	市場開拓費及外部支持費	3,180,278,967.51	3,055,806,251.99
Freight and packaging	運費及包裝費	1,388,649,463.43	1,238,144,456.09
After-sales and repair fee	三包及產品返修	1,347,347,415.28	1,362,810,424.59
Travel expenses	差旅費	845,167,819.78	693,426,098.49
Office expenses	辦公費	522,931,991.10	570,899,979.58
Payment of deposits	支付保證金	294,649,993.00	-
Cash settlement of confirmation business	保兌倉業務現金平倉	199,287,925.37	976,371,271.74
Others	其他	2,335,751,863.70	2,306,585,298.16
Total	合計	10,114,065,439.17	10,204,043,780.64

五、合併財務報表項目註釋(續)

69. 現金流量表項目註釋(續)  
(2) 支付其他與經營活動有關的現金

(3) Cash received relating to material investing activities

(3) 收到的重要的投資活動有關的現金

Item	項目	2023 2023年	2022 2022年
Cash received upon maturity of structured deposits	結構性存款到期收回收到的現金	39,260,000,000.00	30,616,300,000.00



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

69. Notes to items in cash flow statement (Continued)

69. 現金流量表項目註釋(續)

(4) Cash paid relating to material investing activities

(4) 支付的重要的投資活動有關的現金

Item	項目	2023 2023年	2022 2022年
Cash paid upon purchase of structured deposits	購買結構性存款支付的現金	38,115,000,000.00	36,358,300,000.00

(5) Other cash received relating to investing activities

(5) 收到其他與投資活動有關的現金

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Receipt of other investment funds	收回其他投資款	-	2,346,177,074.46
Others	其他	17,063,863.23	19,936,489.58
Total	合計	17,063,863.23	2,366,113,564.04

(6) Other cash received relating to financing activities

(6) 收到其他與籌資活動有關的現金

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Receipt of subscription payment in respect of restricted shares	收到限制性股票認購款	490,283,280.00	-
Bill discounting	票據貼現	-	1,306,973,858.85
Cross currency and interest rate swap	交叉貨幣及利率互換	-	1,005,969,229.61
Others	其他	251,157,021.50	141,186,569.86
Total	合計	741,440,301.50	2,454,129,658.32

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

69. Notes to items in cash flow statement (Continued)

(7) Other cash paid relating to financing activities

五、合併財務報表項目註釋(續)

69. 現金流量表項目註釋(續)

(7) 支付其他與籌資活動有關的現金

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Lease liabilities	租賃負債	1,227,938,692.47	1,077,568,891.90
Acquisition of subsidiaries under common control	同一控制下購買子公司	786,381,639.13	1,656,898,161.53
Acquisition of minority interests in subsidiaries	購買子公司少數股權	42,828,891.59	310,613,164.13
Handling fee for guarantee for borrowings and letters of guarantee	借款擔保、保函手續費	12,806,671.95	22,538,833.80
Repurchase of shares	回購股份	-	1,036,022,358.39
Others	其他	993,929,231.17	66,765,433.96
Total	合計	3,063,885,126.31	4,170,406,843.71

(8) Change in liabilities arising from financing activities

(8) 籌資活動產生的各項負債變動情況

		Increase during the year 本年增加			Decrease during the year 本年減少		Closing balance 年末餘額
		Opening balance 年初餘額	Changes in cash 現金變動	Non-cash changes 非現金變動	Changes in cash 現金變動	Non-cash changes 非現金變動	
Short-term borrowings and long-term borrowings due within one year	短期借款及一年內到期的長期借款	7,956,210,461.97	3,362,252,414.35	8,768,281,505.48	12,282,470,344.29	-	7,804,274,037.51
Long-term borrowings	長期借款	22,782,303,500.82	4,764,206,062.36	1,733,344,217.24	2,712,472,520.72	8,659,772,245.23	17,907,609,014.47
Dividend payable	應付股利	303,243,788.97	-	3,743,601,756.26	3,743,706,950.60	-	303,138,594.63
Other payables	其他應付款	127,495,730.40	134,892,450.00	7,550,197.20	131,396,400.00	-	138,541,977.60
Lease liabilities and lease liabilities due within one year	租賃負債及一年內到期的租賃負債	5,597,092,040.56	-	1,079,745,549.04	1,227,938,692.47	-	5,448,898,897.13
Other current liabilities and other non-current liabilities	其他流動負債及其他非流動負債	2,492,030,833.80	2,190,647,678.09	698,854,215.59	5,083,873,386.68	-	297,659,340.80
Bond payable (including bond payable within one year)	應付債券(含一年內到期的應付債券)	6,056,952,787.80	2,847,485,997.00	479,147,365.60	-	-	9,383,586,150.40
Notes payable	應付票據	900,000,000.00	-	-	900,000,000.00	-	-
Total	合計	46,215,329,144.32	13,299,484,601.80	16,510,524,806.41	26,081,858,294.76	8,659,772,245.23	41,283,708,012.54

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 69. Notes to items in cash flow statement (Continued)

##### (9) Description of cash flow presented in net amount

### 五、合併財務報表項目註釋(續)

#### 69. 現金流量表項目註釋(續)

##### (9) 以淨額列報現金流量的說明

Item	項目	Relevant facts	Basis for adopting presentation in net amount	Financial effect
		相關事實情況	淨額列報的依據	財務影響
Cash settlement of confirmation business	保兌倉業務現金平倉	Cash received by the confirmation business and cash paid for settlement are presented in net amount, which is ultimately included under "Other cash paid relating to operating activities" 保兌倉收款收到的現金與保兌倉平倉支付的現金以淨額列報，淨額最終列示在「支付其他與經營活動有關的現金」	The confirmation business has short cycle and quick flow of cash 保兌倉業務周期短、周轉快	Amount received: 收到金額： 1,757,614,451.95

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

70. Supplement to cash flow statement

(1) Supplement to cash flow statement

五、合併財務報表項目註釋(續)

70. 現金流量表補充資料

(1) 現金流量表補充資料

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Net profit	淨利潤	11,211,614,275.25	5,682,691,350.97
Add: Impairment loss of assets	加：資產減值損失	1,084,210,053.32	875,208,571.12
Impairment loss of credit	信用減值損失	401,699,786.90	412,420,309.85
(Decrease)/increase in special reserve	專項儲備的(減少)/增加	(17,173,063.61)	71,220,311.83
Depreciation of fixed assets, investment properties and right-of-use assets	固定資產、投資性房地產及 使用權資產折舊	9,604,970,811.64	8,950,378,174.14
Amortisation of intangible assets	無形資產攤銷	2,303,564,156.14	2,114,322,766.23
Amortisation of long-term prepaid expenses	長期待攤費用攤銷	80,648,104.92	83,246,838.81
Gain on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產 和其他長期資產的收益	(97,045,146.13)	(42,488,657.30)
Loss on retirement of fixed assets	固定資產報廢損失	3,688,508.45	10,795,421.00
Finance expenses	財務費用	3,304,341,163.98	1,070,638,633.24
Investment income	投資收益	(746,081,555.61)	(243,040,509.28)
Profit or loss on change of fair value	公允價值變動損益	362,688,292.56	(1,010,505,916.64)
Increase in deferred tax assets	遞延所得稅資產增加	(1,217,653,720.46)	(295,064,447.27)
Decrease in deferred tax liabilities	遞延所得稅負債減少	(148,860,523.78)	(286,671,033.57)
(Increase)/decrease in inventories	存貨的(增加)/減少	(5,375,510,701.59)	1,556,725,516.86
Increase in operating receivables	經營性應收項目的增加	(3,312,919,965.09)	(9,925,835,822.11)
Increase/(decrease) in operating payables	經營性應付項目的 增加/(減少)	10,028,672,852.95	(11,373,539,929.22)
Net cash flow from/(used in) operating activities	經營活動產生/(使用)的 現金流量淨額	27,470,853,329.84	(2,349,498,421.34)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

70. Supplement to cash flow statement (Continued)

70. 現金流量表補充資料(續)

(1) Supplement to cash flow statement (Continued)

(1) 現金流量表補充資料(續)

Non-cash payment of material investment and financing activities:

不涉及現金的重大投資和籌資活動：

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Acquisition of long-term assets from the endorsement of bank acceptance bills received from the sale of goods and provision of services	銷售商品、提供勞務收到的銀行承兌匯票背書轉讓 購買長期資產	1,031,123,794.30	1,011,285,006.86

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Net change in cash and cash equivalents:	現金及現金等價物淨變動：		
The closing balance of cash and cash equivalents	現金及現金等價物的 年末餘額	71,620,312,325.93	62,761,077,773.98
Less: The opening balance of cash and cash equivalents	減：現金及現金等價物的 年初餘額	62,761,077,773.98	68,626,280,826.76
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物淨增加/ (減少)增加額	8,859,234,551.95	(5,865,203,052.78)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

70. Supplement to cash flow statement (Continued)

(2) Net cash amount received from disposal of subsidiaries

五、合併財務報表項目註釋(續)

70. 現金流量表補充資料(續)

(2) 本年收到的處置子公司的現金淨額

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Cash and cash equivalents received from disposal of subsidiaries during the year	本年處置子公司於本年收到的現金或現金等價物	-	510,689,814.95
Less: cash and cash equivalents held by the Company as at the date of loss of control	減：喪失控制權日子公司持有的現金及現金等價物	-	24,504,906.29
Add: Cash and cash equivalents received from disposal of subsidiaries during the previous year	加：以前年度處置子公司於本年收到的現金及現金等價物	51,723,909.19	-
Net cash amount received from disposal of subsidiaries	處置子公司收到的現金淨額	51,723,909.19	486,184,908.66

(3) Cash and cash equivalents

(3) 現金及現金等價物

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Cash	現金	71,620,312,325.93	62,761,077,773.98
Incl: Cash at bank	其中：庫存現金	3,391,497.04	4,727,914.64
Bank deposits on demand	可隨時用於支付的銀行存款	71,588,109,219.80	62,641,043,332.01
Other monetary funds on demand	可隨時用於支付的其他貨幣資金	28,811,609.09	115,306,527.33
Cash and cash equivalents at end of year	年末現金及現金等價物餘額	71,620,312,325.93	62,761,077,773.98

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

截至2023年12月31日止年度

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

71. Assets with restrictions in titles or use rights

五、合併財務報表項目註釋(續)

71. 所有權或使用權受到限制的資產

Item	項目	2023 2023年				2022 2022年			
		Carrying balance 賬面餘額	Carrying value 賬面價值	Type of restriction 受限類型	Descriptions 受限情況	Carrying balance 賬面餘額	Carrying value 賬面價值	Type of restriction 受限類型	Descriptions 受限情況
Cash and cash equivalents	貨幣資金	20,536,429,089.05	20,536,429,089.05	Security, security monies, etc. 擔保、保證金、其他	Used in security monies for special accounts such as letter of guarantee, bank acceptance bills and letter of credit; used in securing bank borrowings 用於保函、銀承兌票據、信用證等專戶而存儲的保證金；用於質押取得銀行借款	8,080,612,841.36	8,080,612,841.36	Security monies, etc. 保證金、其他	Used in security monies for special accounts such as letter of guarantee, bank acceptance bills and letter of credit 用於保函、銀承兌票據、信用證等專戶而存儲的保證金
Bills receivable	應收票據	5,260,389,158.46	5,260,389,158.46	Security 擔保	Used in pledge to secure issued notes payable 用於質押開具應付票據	6,324,081,527.25	6,324,081,527.25	Security 擔保	Used in pledge to secure issued notes payable 用於質押開具應付票據
Accounts receivable	應收賬款	62,500,000.00	62,500,000.00	Security 擔保	Used in pledge to secure bank borrowings 用於質押取得銀行借款	63,589,641.23	63,589,641.23	Security 擔保	Used in pledge to secure bank borrowings 用於質押取得銀行借款
Financings receivable	應收款項融資	1,838,016,176.83	1,838,016,176.83	Security 擔保	Used in securing issued notes payable 用於質押開具應付票據	1,815,604,509.18	1,815,604,509.18	Security 擔保	Used in securing issued notes payable 用於質押開具應付票據
Assets held for sale	持有待售資產	69,946,880.00	69,946,880.00	Others 其他	Cash and cash equivalents included in asset groups held for sale are restricted due to restrictions on payment transactions the country where they are located 持有待售資產組中的現金和現金等價物因所在國對支付交易的相關限制而受限	104,662,890.00	104,662,890.00	Others 其他	Cash and cash equivalents included in asset groups held for sale are restricted due to restrictions on payment transactions in the country where they are located 持有待售資產組中的現金和現金等價物因所在國對支付交易的相關限制而受限
Long-term receivable	長期應收款	9,342,128,870.40	9,342,128,870.40	Others 其他	Used in asset securitisation financing 用於資產證券化融資	7,534,696,296.90	7,534,696,296.90	Others 其他	Used in asset securitisation financing 用於資產證券化融資
Fixed assets	固定資產	182,338,604.40	182,338,604.40	Security 擔保	Used in securing bank borrowings and pledge to guarantee the obligations under the staff retirement benefit 用於抵押取得銀行借款、對員工退休福利下的義務提供擔保	188,108,040.67	188,108,040.67	Security 擔保	Used in securing bank borrowings and pledge to guarantee the obligations under the staff retirement benefit 用於抵押取得銀行借款、對員工退休福利下的義務提供擔保
Other non-current assets	其他非流動資產	-	- /	/	/	540,000,000.00	540,000,000.00	Security 擔保	Pledged by certificate of deposit 用於質押的大額存單
Total	合計	37,291,748,779.14	37,291,748,779.14	/	/	24,651,355,746.59	24,651,355,746.59	/	/

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

72. Foreign currency monetary items

五、合併財務報表項目註釋(續)

72. 外幣貨幣性項目

Item	項目	31 December 2023 2023年12月31日		
		Gross carrying amount of foreign currency 外幣餘額	Exchange rate 折算匯率	RMB equivalent 人民幣餘額
Cash and cash equivalents	貨幣資金			
Among which: USD	其中：美元	201,493,142.20	7.0827	1,427,115,478.26
JPY	日圓	2,104,918.78	0.0502	105,666.92
HKD	港幣	5,515,335.29	0.9062	4,997,996.84
EUR	歐元	96,068,658.06	7.8592	755,022,797.43
Russian Ruble	俄羅斯盧布	64,008,926.53	0.0803	5,139,916.80
GBP	英鎊	36,704,987.03	9.0411	331,853,458.24
Accounts receivable	應收賬款			
Among which: USD	其中：美元	337,864,299.97	7.0827	2,392,991,477.40
EUR	歐元	20,940,633.16	7.8592	164,576,624.13
Short-term borrowings	短期借款			
Among which: USD	其中：美元	65,000,000.00	7.0827	460,375,500.00
EUR	歐元	54,485,310.62	7.8592	428,210,953.22
Long-term borrowings	長期借款			
Among which: EUR	其中：歐元	1,284,417,277.14	7.8592	10,094,492,264.50
Interest payable	應付利息			
Among which: EUR	其中：歐元	21,356,570.97	7.8592	167,845,562.57
Accounts payable	應付賬款			
Among which: USD	其中：美元	168,113.44	7.0827	1,190,697.06
EUR	歐元	66,621.85	7.8592	523,594.44
Non-current liabilities due within one year (Long-term borrowings)	一年內到期的非流動負債(長期借款)			
Among which: EUR	其中：歐元	608,394,276.16	7.8592	4,781,492,295.20



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 73. Hedges

#### Cash flow hedging

KION, a subsidiary of the Company, conducted cash flow hedging on forward currency contracts designated to the exchange rate risk of forecast sale, forecast purchase and firm commitment. The total cash flow of the hedged item amounted to RMB4,522,986,254.12 (EUR575,502,119.06), of which the amount due within 1 year was RMB4,032,907,434.15 (EUR513,144,777.35), and the remaining portion will become due in 2025. The hedged items would affect the profit and loss for the period of 2024 to 2025. There was no material invalid hedge for the current year. As at 31 December 2023, the cashflow hedging reserve in respect of the aforesaid hedged item was a loss of RMB7,962,295.30 (EUR481,000.00).

Carrying amount and fair value changes of hedging instrument are as follows:

Item 項目	Notional amount of hedging instrument 套期工具的名義金額	Carrying amount of hedging instrument 套期工具的賬面價值		Item shown in balance sheet which includes the hedging instrument 包含套期工具的資產負債表列示項目
		Assets 資產	Liabilities 負債	
Cashflow hedging – Forward foreign exchange contract 現金流量套期—遠期外匯合約	4,522,986,254.12	36,348,800.00	52,617,344.00	Financial assets held for trading/ financial liabilities held for trading 交易性金融資產/交易性金融負債

## 財務報表附註(續)

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## 五、合併財務報表項目註釋(續)

### 73. 套期

#### 現金流量套期

子公司KION將遠期外匯合同指定對預期銷售、預期採購以及確定承諾的多種貨幣外匯風險進行現金流量套期。被套期項目現金流量總額折算為人民幣4,522,986,254.12元(歐元575,502,119.06)，其中1年內到期的金額為人民幣4,032,907,434.15元(歐元513,144,777.35)，剩餘部分將於2025年到期。被套期項目預期影響損益的期間為2024年至2025年。本年無重大無效套期的部分。截至2023年12月31日，上述套期項目現金流量套期儲備的金額為虧損人民幣7,962,295.30元(歐元481,000.00)。

套期工具的賬面價值以及公允價值如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 73. Hedges (Continued)

#### Cash flow hedging (Continued)

The change in fair value of hedging instrument is shown in profit or loss and other comprehensive income as follows:

Item 項目	Gain on change in fair value of hedging instrument taken to other comprehensive income 計入其他綜合收益的套期工具的公允價值變動收益	Amount of loss reclassified from cashflow hedge reserve to profit or loss 從現金流量套期儲備重分類至當期損益的損失金額	Item in income statement which includes the reclassification adjustment 包含重分類調整的利潤表列示項目
Cashflow hedging – Forward foreign exchange contract 現金流量套期—遠期外匯合約	6,398,649.28	17,682,642.60	Revenue and cost of sales 營業收入及成本

Time span and average price or interest of the notional amount of forward foreign exchange hedging instrument of major currencies are as follows:

主要幣種的遠期外匯套期工具的名義金額的時間分佈以及平均價格或匯率如下：

Item 項目	Within 6 months 6個月內	6 to 12 months 6至12個月	More than one year 1年以後	Total 合計
Notional amount of GBP forward foreign exchange contract 英鎊遠期外匯合約名義金額	1,081,687,222.68	473,883,384.52	6,444,544.00	1,562,015,151.20
Average exchange rate of EUR against GBP 歐元兌英鎊的平均匯率				0.8764
Notional amount of USD forward foreign exchange contract 美元遠期外匯合約名義金額	277,315,401.88	300,231,492.00	23,577,600.00	601,124,493.88
Average exchange rate of EUR against USD 歐元兌美元的平均匯率				1.1040

On 15 January 2020, Weichai Power (Hong Kong) International Development Co., Limited, a subsidiary of the Company, used the interest rate swap instrument as hedging instrument, and conducted cash flow hedging on the floating-rate borrowings amounting to EUR241 million against the cash flow fluctuation incurred by change in interest rates. The hedged items would affect the profit and loss for the period of 2020 to 2024. There was no material invalid hedge for the current year. As at 31 December 2023, the cashflow hedging reserve in respect of the aforesaid hedged item was a profit of RMB63,190,028.15 (EUR9,311,722.19).

2020年1月15日，子公司濰柴動力(香港)國際發展有限公司將利率互換工具作為套期工具，指定對2.41億歐元的浮動利率借款由於利率變動引起的現金流量波動進行現金流量套期。被套期項目預期影響損益的期間為2020年至2024年。本年無重大套期無效的部分。截至2023年12月31日，上述套期項目現金流量套期儲備的金額為收益人民幣63,190,028.15元(歐元9,311,722.19)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 73. Hedges (Continued)

##### Cash flow hedging (Continued)

Carrying amount and fair value changes of hedging instrument are as follows:

Item 項目	Notional amount of hedging instrument 套期工具的名義金額	Carrying amount of hedging instrument 套期工具的賬面價值		Item shown in balance sheet which includes the hedging instrument 包含套期工具的資產負債表列示項目
		Assets 資產	Liabilities 負債	
Cashflow hedging – interest rate swap agreement 現金流量套期－利率互換協議	1,894,067,200.00	73,182,687.04	–	Financial assets held for trading 交易性金融資產

The change in fair value of hedging instrument is shown in profit or loss and other comprehensive income as follows:

套期工具公允價值變動在當期損益及其他綜合收益列示如下：

Item 項目	Loss on change in fair value of hedging instrument taken to other comprehensive income 計入其他綜合 收益的套期工具的 公允價值變動損失	Amount of loss reclassified from cashflow hedge reserve to profit or loss 從現金流量套期 儲備重分類至當期 損益的損失金額	Item in income statement which includes the reclassification adjustment 包含重分類調整的利潤表列示項目

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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## 財務報表附註(續)

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## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 73. Hedges (Continued)

#### Cash flow hedging (Continued)

Time span and average price or interest of the notional amount of hedging instrument are as follows:

Item	項目	Within 6 months 6個月內	6 to 12 months 6至12個月	More than one year 1年以後	Total 合計
Interest rate swap agreement	利率互換協議	-	1,894,067,200.00	-	1,894,067,200.00
Average interest rate of hedging instrument	套期工具的平均利率	-	0.7690%	-	-

#### Fair value hedging

On 31 December 2018, KION, a subsidiary of the Group, entered into interest rate swap contract with a notional amount of EUR100,000,000.00, pursuant to which the Group shall receive interest at fixed annual interest rate, and shall pay interest on the notional amount at variable rate based on Euro Interbank Offer Rate (EURIBOR). The purpose of the swap is to conduct fair value hedging on the interest rate risk underlying fixed-rate medium-term notes. There was no material invalid hedge for the current year.

## 五、合併財務報表項目註釋(續)

### 73. 套期(續)

#### 現金流量套期(續)

套期工具的名義金額的時間分佈以及平均價格或利率如下：

#### 公允價值套期

於2018年12月31日，本集團子公司KION簽訂了名義金額為100,000,000.00歐元的利率互換合約，根據該協議本集團收到按固定年利率計算的利息，並支付以名義金額為基礎按照歐元區銀行同業拆借利率的可變年利率計算的利息。互換的目的是對固定利率中期票據的利率風險進行公允價值套期。本年無重大套期無效的部分。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 73. Hedges (Continued)

##### Fair value hedging (Continued)

Time span of the notional amount of hedging instrument are as follows:

Item	項目	Within 6 months 6個月內	6 to 12 months 6至12個月	More than one year 1年以後	Total 合計
Interest rate swap contract	利率互換合約	-	-	624,806,400.00	624,806,400.00
Average interest rate of hedging instrument	套期工具的平均利率	-	-	0.6880%	-

Carrying amount and fair value changes of hedging instrument are as follows:

套期工具的賬面價值以及公允價值如下：

Item 項目	Notional amount of hedging instrument 套期工具的名義金額	Carrying amount of hedging instrument 套期工具的賬面價值		Item shown in balance sheet which includes the hedging instrument 包含套期工具的資產負債表列示項目
		Assets 資產	Liabilities 負債	
Interest rate swap contract 利率互換合約	624,806,400.00	-	14,957,229.73	Other non-current liabilities 其他非流動負債

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 73. Hedges (Continued)

#### Fair value hedging (Continued)

Carrying amount and relevant adjustment of hedged items are as follows:

Item 項目	Carrying amount of hedged item 被套期項目的賬面價值	Cumulative amount of fair value hedging adjustment in respect of the hedged item (recognised in carrying amount of hedged items) 被套期項目公允價值 套期調整的累計金額 (計入被套期項目 的賬面價值)	Item shown in balance sheet which includes the hedged item 包含被套期項目的資產負債表列示項目
Fixed-rate medium-term note 固定利率中期票據	606,911,001.60	(17,895,398.40)	Bonds payable 應付債券

KION conducted fair value hedging of the interest rate risk of lease receivables by entering into an amortising interest rate swap contract. The interest rate swap contract as a hedging instrument reflects the notional amount and maturity of the portfolio of hedged items and will mature in 2030. In conclusion, the fair value hedging exposes the lease receivable to a variable interest rate consistent with its relevant currency zone. Therefore, from an economic point of view, the variable rate is equivalent to the variable rate for refinancing the portfolio of hedged items.

## 五、合併財務報表項目註釋(續)

### 73. 套期(續)

#### 公允價值套期(續)

被套期項目的賬面價值以及相關調整如下：

KION通過簽訂分期償還利率互換合約，對租賃應收款項的利率風險進行公允價值套期。作為套期工具的利率互換合約反映了被套期項目組合的名義金額和到期情況，並將於2030年到期。總體而言，此公允價值套期使租賃應收款享有與其相關貨幣區一致的可變利率。因此，從經濟角度來看，這一可變利率與被套期項目組合再融資的可變利率相等。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 73. Hedges (Continued)

##### Fair value hedging (Continued)

Time spans of the notional amount of hedging instrument are as follows:

Item	項目	Within 6 months 6個月內	6 to 12 months 6至12個月	More than one year 1年以後	Total 合計
Interest rate swap contract	利率互換合約	-	25,851,470.90	16,737,735,468.01	16,763,586,938.91
Average interest rate of hedging instrument	套期工具的平均利率		-0.4850%	1.6026%	-

Carrying amount and fair value changes of hedging instrument are as follows:

套期工具的賬面價值以及公允價值如下：

Item 項目	Notional amount of hedging instrument 套期工具的名義金額	Carrying amount of hedging instrument 套期工具的賬面價值		Item shown in balance sheet which includes the hedging instrument 包含套期工具的 資產負債表列示項目	Changes in fair value of the ineffective portion of the hedge for the year 本年度套期無效部分 的公允價值變動
		Assets 資產	Liabilities 負債		
Amortising interest rate swap contract 分期償還利率互換合約	16,763,586,938.91	158,755,840.00	86,426,450.27	Financial assets held for trading/other non-current financial assets/other non-current liabilities 交易性金融資產/ 其他非流動金融資產/ 其他非流動負債	(480,582,220.80)

### 五、合併財務報表項目註釋(續)

#### 73. 套期(續)

##### 公允價值套期(續)

套期工具的名義金額的時間分佈如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

## V. NOTES TO ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 73. Hedges (Continued)

#### Fair value hedging (Continued)

Carrying amount and relevant adjustment of hedged items are as follows:

Item 項目	Carrying amount of hedged item 被套期項目的 賬面價值	Cumulative amount of fair value hedging adjustment in respect of the hedged item (recognised in carrying amount of hedged items) 被套期項目公允 價值套期調整的 累計金額(計入 被套期項目的 賬面價值)	Item shown in balance sheet which includes the hedged item 包含被套期項目的 資產負債表列示項目	Changes in fair value of the ineffective portion of the hedge for the year 本年度套期無效部分的 公允價值變動
Finance lease receivables 融資租賃應收款	18,189,033,830.40	(91,646,131.20)	Non-current assets due within one year/ long-time receivables 一年內到期的非流動 資產/長期應收款	286,797,926.40

## 五、合併財務報表項目註釋(續)

### 73. 套期(續)

#### 公允價值套期(續)

被套期項目的賬面價值以及相關調整如下：



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VI. RESEARCH & DEVELOPMENT EXPENSES

By nature of expenses

### 六、研發開支

按費用性質列示

Item	項目	2023 2023年	2022 2022年
Staff costs	員工成本	4,206,687,687.71	3,619,907,750.33
Technology development costs	技術開發費	1,217,441,091.71	1,319,492,788.83
Testing costs	實驗試製費	573,398,590.63	823,893,362.59
External intellectual property and published documents licensing costs	外部知識產權及出版文獻使用費	296,974,605.33	544,765,349.71
Depreciation and amortisation	折舊及攤銷	724,475,262.60	646,556,841.00
Fuel and utility fees	燃料及動能費	165,728,216.15	161,836,717.48
Travel expenses	差旅費	123,657,447.30	74,167,823.51
Others	其他	1,674,314,284.09	1,660,279,518.42
<b>Total</b>	<b>合計</b>	<b>8,982,677,185.52</b>	<b>8,850,900,151.87</b>
Incl: research & development expenses expensed	其中：費用化研發支出	8,044,946,289.02	7,731,181,220.54
research & development expenses capitalized	資本化研發支出	937,730,896.50	1,119,718,931.33

The Group's research & development expenses capitalized were mainly those research & development expenses incurred by its subsidiary KION that were eligible for capitalization. In 2023, KION's capitalized amount was RMB887,055,750.00 (2022: RMB838,443,195.80).

本集團資本化研發支出主要是子公司KION符合資本化條件的研發支出，2023年KION資本化金額為人民幣887,055,750.00元(2022年：人民幣838,443,195.80元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VII. CHANGE IN SCOPE OF CONSOLIDATION

Other than the change in scope of consolidation arising from the establishment of new subsidiaries during the period, there was no other change in the scope of consolidation. The newly-established subsidiaries are as follows:

### 七、合併範圍的變動

本期新設子公司導致合併範圍變更，無其他重大合併範圍變更事項，新設子公司情況如下：

Name of enterprise	Type of enterprise	Place of registration	Principle place of business	Nature of business	Paid-in capital (in ten thousand RMB)	Percentage of shareholding (%)	Voting rights (%)	Net assets as		Net profit of the period (in ten thousand RMB)
								Amount invested (in ten thousand RMB)	at end of period (in ten thousand RMB)	
企業名稱	企業類型	註冊地	主要經營地	業務性質	實收資本 (萬元)	持股比例 (%)	享有的表決權 (%)	投資額 (萬元)	期末淨資產 (萬元)	本期淨利潤 (萬元)
Weichai (Shandong) Powertrain Co., Ltd. 濰柴(山東)動力總成有限公司	Domestic non-financial subsidiary 境內非金融子企業	Weifang, Shandong 山東濰坊	Weifang, Shandong 山東濰坊	Manufacturing 製造業	10,000.00	100.00	100.00	10,000.00	10,102.42	102.42
Etian Intelligent Agriculture Services (Gaomi) Co., Ltd. 易田智慧農業服務(高密)有限公司	Domestic non-financial subsidiary 境內非金融子企業	Gaomi, Shandong 山東高密	Gaomi, Shandong 山東高密	Agricultural services 農業服務	471.34	93.35	93.35	440.00	439.04	(32.30)
Weichai Lovol (Weifang) Agricultural Equipment Co., Ltd. 濰柴雷沃(濰坊)農業裝備有限公司	Domestic non-financial subsidiary 境內非金融子企業	Weifang, Shandong 山東濰坊	Weifang, Shandong 山東濰坊	Manufacturing of machinery 機械製造	10,000.00	100.00	100.00	10,000.00	9,891.67	(108.33)
SHACMAN MOTORS ZAMBIA LIMITED SHACMAN MOTORS ZAMBIA LIMITED	Foreign non-financial subsidiary 境外非金融子企業	Zambia 贊比亞	Zambia 贊比亞	Trading of complete vehicles and after-sale components 整車貿易及售後配件	212.40	100.00	100.00	212.40	212.40	21.50

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VIII. INTEREST IN OTHER ENTITIES

#### 1. Interest in subsidiaries

- (1) Particulars of the significant subsidiaries of the Company are presented as follows:

Item 項目	Place of key operation 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Percentage of shareholding (%) 持股比例(%)		Way of acquisition 取得方式
				Direct 直接	Indirect 間接	
(1) Weichai Power Freshen Air Technology Co., Ltd. 濰柴動力空氣淨化科技有限公司	Shandong 山東	Shandong 山東	Manufacturing industry 製造業	70.00	-	Through establishment or investment 通過設立或投資等方式
(2) Huzhou Yingcan Investment Partnership LLP 湖州盈燦投資合夥企業(有限合夥)	Zhejiang 浙江	Zhejiang 浙江	Project investment 項目投資	99.99	0.01	Through establishment or investment 通過設立或投資等方式
(3) Weichai Luxembourg 濰柴盧森堡	Luxembourg 盧森堡	Luxembourg 盧森堡	Project investment 項目投資	-	100.00	Through establishment or investment 通過設立或投資等方式
(4) Weichai Power (Hong Kong) International 濰柴動力(香港)國際發展有限公司	Hong Kong 香港	Hong Kong 香港	Services 服務業	100.00	-	Through establishment or investment 通過設立或投資等方式
(5) Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	51.00	-	Through business combination involving entities not under common control 非同一控制下企業合併
(6) Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	3.06	94.00	Through business combination involving entities not under common control 非同一控制下企業合併
(7) Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	51.00	-	Through business combination involving entities not under common control 非同一控制下企業合併
(8) Baoji Fast Gear Co., Ltd. 寶雞法士特齒輪有限責任公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	2.55	95.00	Through business combination involving entities not under common control 非同一控制下企業合併
(9) Xi'an Fast Auto Drive Co., Ltd. 西安法士特汽車傳動有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	-	100.00	Through business combination involving entities not under common control 非同一控制下企業合併
(10) Weichai Torch Technology Co., Ltd. 濰柴火炬科技股份有限公司	Hunan 湖南	Hunan 湖南	Manufacturing industry 製造業	70.08	0.04	Through business combination involving entities not under common control 非同一控制下企業合併
(11) KION (Note) KION(註)	Germany 德國	Germany 德國	Manufacturing industry 製造業	-	46.52	Through business combination involving entities not under common control 非同一控制下企業合併
(12) Linde Hydraulics 林德液壓有限合夥企業(LP)	Germany 德國	Germany 德國	Manufacturing industry 製造業	-	100.00	Through business combination involving entities not under common control 非同一控制下企業合併
(13) Weichai Lovol 濰柴雷沃	Shandong 山東	Shandong 山東	Manufacturing industry 製造業	61.10	-	Through business combination involving entities under common control 同一控制下企業合併

Note: As at 31 December 2023, the Company held 46.52% shareholding and voting rights in KION through Weichai Luxembourg and is the single largest shareholder of KION. In addition, due to the scattered shareholdings held by other shareholders, the Company had effective control over KION.

註：截至2023年12月31日，本公司通過濰柴盧森堡持有KION 46.52%的股權和表決權，是KION的單一最大股東，同時由於其他股東持有的股權分散，本公司擁有對KION的實際控制權。

### 八、在其他主體中的權益

#### 1. 在子公司中的權益

- (1) 本公司重要子公司的情況如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VIII. INTEREST IN OTHER ENTITIES (CONTINUED)

#### 1. Interest in subsidiaries (Continued)

##### (2) Significant non-wholly-owned subsidiaries:

Name of subsidiary	子公司名稱	Percentage of shareholding of minority shareholders 少數股東 持股比例	Attributable to minority interests 歸屬少數 股東損益	Dividends paid to minority shareholders 向少數股東 支付股利	Accumulated
					minority interests 少數股東權益
KION	KION	53.48%	1,147,239,252.94	113,295,929.93	<b>18,237,738,743.74</b>
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	49.00%	156,057,097.07	27,665,833.40	<b>4,910,621,267.41</b>
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	49.00%	406,684,709.67	281,176,178.15	<b>5,344,575,443.69</b>
Weichai Lovol	濰柴雷沃	38.90%	282,804,504.56	-	<b>1,660,831,397.68</b>
Total	合計		1,992,785,564.24	422,137,941.48	<b>30,153,766,852.52</b>

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

下表列示了上述子公司主要財務信息。這些信息為本集團內各企業之間相互抵銷前的金額：

Name of subsidiary	子公司名稱	31 December 2023 2023年12月31日					
		Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
KION	KION	41,051,344,460.80	85,167,511,806.01	126,218,856,266.81	38,570,037,836.80	53,118,032,381.83	91,688,070,218.63
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	60,399,576,734.97	7,127,096,319.63	67,526,673,054.60	48,736,281,378.70	8,321,365,401.58	57,057,646,780.28
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	17,413,549,168.24	4,241,287,850.73	21,654,837,018.97	9,738,415,893.01	588,759,815.92	10,327,175,708.93
Weichai Lovol	濰柴雷沃	11,975,237,500.42	4,191,382,494.25	16,166,619,994.67	11,717,393,031.53	567,479,313.32	12,284,872,344.85
Total	合計	130,839,707,864.43	100,727,278,470.62	231,566,986,335.05	108,762,128,140.04	62,595,636,912.65	171,357,765,052.69

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

VIII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

1. Interest in subsidiaries (Continued)

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations: (Continued)

		31 December 2022 2022年12月31日					
Name of subsidiary	子公司名稱	Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
KION	KION	37,974,183,163.50	74,729,990,778.61	112,704,173,942.11	35,591,439,686.40	45,990,011,096.02	81,581,450,782.42
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	45,362,271,298.12	7,692,099,121.76	53,054,370,419.88	36,979,725,211.82	5,887,850,355.97	42,867,575,567.79
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	14,247,854,250.92	4,273,964,396.20	18,521,818,647.12	6,904,268,048.98	525,766,383.25	7,430,034,432.23
Weichai Lovol	濰柴雷沃	9,766,673,562.70	3,699,548,955.40	13,466,222,518.10	10,176,583,365.88	404,305,158.13	10,580,888,524.01
Total	合計	107,350,982,275.24	90,395,603,251.97	197,746,585,527.21	89,652,016,313.08	52,807,932,993.37	142,459,949,306.45

八、在其他主體中的權益(續)

1. 在子公司中的權益(續)

下表列示了上述子公司主要財務信息。這些信息為本集團內各企業之間相互抵銷前的金額：(續)

		Incurred during the year 本年發生額			
Name of subsidiary	子公司名稱	Revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flows from operating activities 經營活動現金流量
KION	KION	87,521,447,945.90	2,088,002,038.56	3,034,472,885.59	8,751,791,250.00
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	44,970,723,950.22	336,843,325.86	335,922,454.65	4,654,491,772.27
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	14,385,066,494.57	802,060,114.65	807,742,052.19	840,635,706.39
Weichai Lovol	濰柴雷沃	14,692,582,500.27	772,364,754.68	771,813,544.33	852,430,108.14
Total	合計	161,569,820,890.96	3,999,270,233.75	4,949,950,936.76	15,099,348,836.80

		Incurred in previous year 上年發生額			
Name of subsidiary	子公司名稱	Revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flows from operating activities 經營活動現金流量
KION	KION	79,010,445,336.20	477,864,256.91	5,096,601,576.78	(2,458,431,648.41)
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	31,999,897,239.59	18,063,758.03	16,756,018.18	936,964,029.62
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	10,259,995,698.13	258,409,628.92	265,465,382.75	277,268,095.74
Weichai Lovol	濰柴雷沃	17,164,223,168.43	686,916,392.53	687,401,029.15	3,078,031,819.60
Total	合計	138,434,561,442.35	1,441,254,036.39	6,066,224,006.86	1,833,832,296.55

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VIII. INTEREST IN OTHER ENTITIES (CONTINUED)

#### 2. Interest in joint ventures and associates

Particulars of the significant joint venture and associates of the Company are presented as follows:

Item 項目	Place of key operation 主要經營地	Place of registration 註冊地	Nature of Business 業務性質	Registered capital (RMB) 註冊資本(人民幣元)	Percentage of shareholding (%) 持股比例(%)		Accounting treatment 會計處理
					Direct 直接	Indirect 間接	
Associate 聯營企業							
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Shandong 山東	Shandong 山東	Finance company 財務公司	1,600,000,000.00	31.25	6.25	Equity method 權益法

Key financial information of principal associate:

The Group holds 37.50% equity interest of Shandong Heavy Industry Group Finance Co., Ltd. ("Shandong Heavy Industry Finance Co."), which provides the Group with services of deposits, credit lending, settlement and other financial services. It is a key associate of the Group and is accounted for using equity method in the Group's accounts.

### 八、在其他主體中的權益(續)

2. 在合營企業和聯營企業中的權益  
本公司重要合營企業和聯營企業的情況如下：

重要聯營企業的主要財務信息：

本集團持有山東重工集團財務有限公司(「山東重工財務公司」)37.50%股權，山東重工財務公司為本集團提供存款、信貸、結算及其他金融服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

VIII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

2. Interest in joint ventures and associates (Continued)

八、在其他主體中的權益(續)

2. 在合營企業和聯營企業中的權益  
(續)

Item	項目	31 December 2023/ Incurred during the year 2023年12月31日/ 本年發生額 Shandong Heavy Industry Finance Co. 山東重工財務公司	31 December 2022/ Incurred in previous year 2022年12月31日/ 上年發生額 Shandong Heavy Industry Finance Co. 山東重工財務公司
Current assets	流動資產	<b>34,172,581,511.94</b>	30,369,998,324.42
Incl: Cash and cash equivalents	其中：現金和現金等價物	<b>25,158,821,972.87</b>	13,076,559,071.04
Non-current assets	非流動資產	<b>5,031,184,772.73</b>	4,122,964,219.38
Total assets	資產合計	<b>39,203,766,284.67</b>	34,492,962,543.80
Current liabilities	流動負債	<b>35,425,377,522.30</b>	31,077,317,416.31
Non-current liabilities	非流動負債	<b>157,897,320.46</b>	3,152,655.73
Total liabilities	負債合計	<b>35,583,274,842.76</b>	31,080,470,072.04
Shareholders' equity attributable to the parent	歸屬於母公司的股東權益	<b>3,620,491,441.91</b>	3,412,492,471.76
Share of net assets based on percentage of shareholding	按持股比例計算的淨資產份額	<b>1,357,684,290.72</b>	1,279,684,676.91
Adjustments	調整事項		
– Others	– 其他	<b>35,056,876.98</b>	35,027,819.29
Carrying value of investment in associate	對聯營企業權益投資的賬面價值	<b>1,392,741,167.70</b>	1,314,712,496.20
Revenue	營業收入	<b>502,211,860.76</b>	432,951,673.68
Net profit	淨利潤	<b>323,135,005.15</b>	268,994,091.10
Total comprehensive income	綜合收益總額	<b>323,135,005.15</b>	268,994,091.10
Dividends received from associates in the current year	本年收到的來自聯營企業的 股利	<b>43,176,014.00</b>	53,134,536.00

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VIII. INTEREST IN OTHER ENTITIES (CONTINUED)

#### 2. Interest in joint ventures and associates (Continued)

Summary financial information of non-material joint ventures and associates:

### 八、在其他主體中的權益(續)

#### 2. 在合營企業和聯營企業中的權益 (續)

不重要的合營企業和聯營企業的匯總財務信息：

		Closing balance/ incurred during the year 年末餘額/ 本年發生額	Opening balance/ incurred in previous year 年初餘額/ 上年發生額
Joint ventures	合營企業		
Total carrying value of investments	投資賬面價值合計	<b>398,715,817.50</b>	303,802,072.84
The total amount of the following calculation based on the percentage of shareholding	下列各項按持股比例計算的合計數		
– Net profit	– 淨利潤	<b>94,913,744.66</b>	142,336,890.56
– Total comprehensive income	– 綜合收益總額	<b>94,913,744.66</b>	142,336,890.56
Associates	聯營企業：		
Total carrying value of investments	投資賬面價值合計	<b>3,383,098,565.66</b>	3,722,039,038.58
The total amount of the following calculation based on the percentage of shareholding	下列各項按持股比例計算的合計數		
– Net loss	– 淨虧損	<b>(228,900,241.02)</b>	(315,739,798.18)
– Other comprehensive income	– 其他綜合收益	<b>(2,283,410.02)</b>	39,569,620.60
– Total comprehensive income	– 綜合收益總額	<b>(231,183,651.04)</b>	(276,170,177.58)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### VIII. INTEREST IN OTHER ENTITIES (CONTINUED)

#### 2. Interest in joint ventures and associates (Continued)

Excess loss on joint ventures or associates:

Name of joint ventures or associates	合營企業或聯營企業名稱	Cumulative unrecognised loss in the previous period 累計未確認的 前期累計損失	Unrecognised loss for the year 本年未確認的損失	Cumulative unrecognised loss as at the end of the year 本年末累計 未確認的損失
Shaanxi Eurostar Auto Co., Ltd.	陝西歐舒特汽車股份有限公司	104,429,713.39	2,607,270.52	107,036,983.91
Baoding Shanqi Tianma Automobile Co., Ltd.	保定陝汽天馬汽車有限公司	7,750,463.68	-	7,750,463.68

As the Group takes no responsibility for additional losses incurred by Shaanxi Eurostar Auto Co., Ltd. and Baoding Shanqi Tianma Automobile Co., Ltd. in recognising its share of the net losses incurred by both companies, the writing-off of carrying values of long-term equity investments and other long-term interests constituting effectively net investments in both companies are limited to zero.

由於本集團對陝西歐舒特汽車股份有限公司和保定陝汽天馬汽車有限公司不負有承擔額外損失義務，因此在確認應分擔其發生的淨虧損時，以長期股權投資的賬面價值以及其他實質上構成對其淨投資的長期權益減記至零為限。

### 八、在其他主體中的權益(續)

#### 2. 在合營企業和聯營企業中的權益 (續)

合營企業或聯營企業發生的超額虧損：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS

1. Financial instruments by category

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows:

2023

Financial assets

九、與金融工具相關的風險

1. 金融工具分類

資產負債表日的各類金融工具的賬面價值如下：

2023年

金融資產

Item	項目	At fair value through profit or loss	Measured at amortised cost	At fair value through other comprehensive income		Total
		以公允價值計量且其變動計入當期損益	以攤餘成本計量	以公允價值計量且其變動計入其他綜合收益	以公允價值計量且其變動計入其他綜合收益	
				Categorised into	Designated as	
				分類為	指定為	
Cash and cash equivalents	貨幣資金	-	92,856,868,996.26	-	-	92,856,868,996.26
Financial assets held for trading	交易性金融資產	11,422,432,984.46	-	-	-	11,422,432,984.46
Notes receivable	應收票據	-	8,703,136,628.22	-	-	8,703,136,628.22
Receivable Financing	應收款項融資	-	-	8,137,773,556.08	-	8,137,773,556.08
Accounts receivable	應收賬款	-	23,753,999,010.24	-	-	23,753,999,010.24
Other receivables	其他應收款	-	1,131,338,229.24	-	-	1,131,338,229.24
Investment in other equity instruments	其他權益工具投資	-	-	-	4,012,101,895.24	4,012,101,895.24
Other non-current financial assets	其他非流動金融資產	534,636,729.78	-	-	-	534,636,729.78
<b>Total</b>	<b>合計</b>	<b>11,957,069,714.24</b>	<b>126,445,342,863.96</b>	<b>8,137,773,556.08</b>	<b>4,012,101,895.24</b>	<b>150,552,288,029.52</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 1. Financial instruments by category (Continued)

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows: (Continued)

2022

Financial assets

Item	項目	At fair value through profit or loss 以公允價值計量且其變動計入當期損益		Measured at amortised cost 以攤餘成本計量	At fair value through other comprehensive income 以公允價值計量且其變動計入其他綜合收益		Total 合計
					Categorised into 分類為	Designated as 指定為	
Cash and cash equivalents	貨幣資金	-	70,841,690,615.34	-	-	-	70,841,690,615.34
Financial assets held for trading	交易性金融資產	11,864,020,567.44	-	-	-	-	11,864,020,567.44
Notes receivable	應收票據	-	9,602,586,343.47	-	-	-	9,602,586,343.47
Receivable Financing	應收款項融資	-	-	6,972,217,007.03	-	-	6,972,217,007.03
Accounts receivable	應收賬款	-	21,418,523,616.59	-	-	-	21,418,523,616.59
Other receivables	其他應收款	-	1,260,827,218.05	-	-	-	1,260,827,218.05
Investment in other equity instruments	其他權益工具投資	-	-	-	3,395,947,023.27	-	3,395,947,023.27
Other non-current financial assets	其他非流動金融資產	902,292,850.10	-	-	-	-	902,292,850.10
Other non-current assets	其他非流動資產	-	540,000,000.00	-	-	-	540,000,000.00
Total	合計	12,766,313,417.54	103,663,627,793.45	6,972,217,007.03	3,395,947,023.27	-	126,798,105,241.29

### 九、與金融工具相關的風險(續)

#### 1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下：(續)

2022年

金融資產

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 1. Financial instruments by category (Continued)

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows: (Continued)

2023

Financial liabilities

Item	項目	At fair value through profit or loss 以公允價值計量且其變動計入當期損益	Measured at amortised cost 以攤餘成本計量	Total 合計
Short-term loans	短期借款	-	2,046,781,742.31	2,046,781,742.31
Financial liabilities held for trading	交易性金融負債	166,701,491.20	-	166,701,491.20
Notes payable	應付票據	-	27,626,796,287.83	27,626,796,287.83
Accounts payable	應付賬款	-	60,126,789,151.17	60,126,789,151.17
Other payables	其他應付款	-	7,907,770,820.46	7,907,770,820.46
Non-current liabilities due within one year	一年內到期的非流動負債	-	13,790,165,694.61	13,790,165,694.61
Other current liabilities	其他流動負債	-	2,417,521,356.80	2,417,521,356.80
Long-term borrowings	長期借款	-	17,907,609,014.47	17,907,609,014.47
Bonds payable	應付債券	-	8,837,411,046.40	8,837,411,046.40
Long-term payables	長期應付款	-	10,065,978,082.40	10,065,978,082.40
Other non-current liabilities	其他非流動負債	273,039,391.92	15,975,296,648.04	16,248,336,039.96
Total	合計	439,740,883.12	166,702,119,844.49	167,141,860,727.61

### 九、與金融工具相關的風險(續)

#### 1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下：(續)

2023年

金融負債

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 1. Financial instruments by category (Continued)

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows: (Continued)

2022

Financial liabilities

Item	項目	At fair value through profit or loss 以公允價值計量且 其變動計入當期損益	Measured at amortised cost 以攤餘成本計量	Total 合計
Short-term loans	短期借款	-	4,609,106,808.74	4,609,106,808.74
Financial liabilities held for trading	交易性金融負債	85,556,345.40	-	85,556,345.40
Notes payable	應付票據	-	22,024,750,934.33	22,024,750,934.33
Accounts payable	應付賬款	-	45,560,077,179.76	45,560,077,179.76
Other payables	其他應付款	-	8,190,858,301.41	8,190,858,301.41
Non-current liabilities due within one year	一年內到期的非流動負債	-	10,042,396,591.59	10,042,396,591.59
Other current liabilities	其他流動負債	-	3,425,171,015.70	3,425,171,015.70
Long-term borrowings	長期借款	-	22,782,303,500.82	22,782,303,500.82
Bonds payable	應付債券	-	6,056,952,787.80	6,056,952,787.80
Long-term payables	長期應付款	-	7,986,709,194.73	7,986,709,194.73
Other non-current liabilities	其他非流動負債	76,307,412.00	11,764,773,357.01	11,841,080,769.01
Total	合計	161,863,757.40	142,443,099,671.89	142,604,963,429.29

### 九、與金融工具相關的風險(續)

#### 1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下：(續)

2022年

金融負債

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 2. Transfers of Financial Assets

##### *Transferred financial assets that had not been derecognised in their entirety*

As at 31 December 2023, the Group's transferred long-term receivables that had not been derecognised in their entirety amounted to RMB9,342,128,870.40 (31 December 2022: RMB7,534,696,296.90).

##### *Transferred financial assets that had been derecognised in their entirety but continuously involved*

As at 31 December 2023, the Group had endorsed or discounted acceptance bills, which remained outstanding, for settling account payables with a carrying amount of RMB6,318,255,289.76 (31 December 2022: RMB2,905,727,836.20). As at 31 December 2023, they were due in 1 to 12 months. If acceptance banks dishonor the bills, endorsees shall have the right to turn to the Group for recourse ("Continuing Involvement") according to the Law of Negotiable Instruments.

The Group considered substantially all risk and reward of the bills have been transferred. Therefore, the Group derecognized the book value of the related accounts payable that have been settled by the bills. The undiscounted cash flow and maximum loss of continuing involvement and repurchase were equal to the book value of the bills. The Group considers the fair value of continuing involvement is not significant.

In 2023, the Group did not recognize any significant profit or loss at the date of transfer. The Group had no current or accumulated gain or expense arising from the continuing involvement in financial assets which had been derecognized. The endorsement and discount were incurred evenly throughout the year.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 2. 金融資產轉移

##### *已轉移但未整體終止確認的金融資產*

於2023年12月31日，本集團已轉移但未整體終止確認的長期應收款為人民幣9,342,128,870.40元(2022年12月31日：人民幣7,534,696,296.90元)。

##### *已整體終止確認但繼續涉入的已轉移金融資產*

於2023年12月31日，本集團未到期的已背書或貼現的承兌匯票的賬面價值為人民幣6,318,255,289.76元(2022年12月31日：人民幣2,905,727,836.20元)。於2023年12月31日，其到期日為1至12個月，根據《票據法》相關規定，若承兌銀行拒絕付款的，其持有人有權向本集團追索(「繼續涉入」)。

本集團認為，本集團已經轉移了其幾乎所有的風險和報酬，因此，終止確認其及與之相關的已結算應付賬款的賬面價值。繼續涉入及回購的最大損失和未折現現金流量等於其賬面價值。本集團認為，繼續涉入公允價值並不重大。

2023年度，本集團於其轉移日確認的利得或損失並不重大。本集團無因繼續涉入已終止確認金融資產當年度和累計確認的收益或費用。背書和貼現在本年度大致均衡發生。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks

In its day-to-day activities, the Group is exposed to financial instruments risks, primarily including credit risk, liquidity risk and market risk (including exchange rate risk, interest rate risk and price risk). The Group's major financial instruments include cash and cash equivalents, equity investments, debt investments, borrowings, notes receivable, accounts receivable, notes payable, accounts payable and bonds payable and so forth. The risks in connection with these financial instruments and the risk management policies adopted by the Group to mitigate such risks are described as follows.

The Directors are responsible for planning and establishing the risk management structure of the Group, designating the risk management policies and the related guidance for the Group, and monitoring the implementation of risk management measures. The Group has risk management policies in place to identify and analyse the risk exposure of the Group. These risk management policies have defined particular risks, covering the aspects of the management of credit risk, liquidity risk and market risk. The Group will decide whether it is necessary to update the risk management policies and system by regularly evaluating changes in market environment and the operating activities of the Group. Risk management of the Group is carried out by the risk management committee in accordance with the policies approved by the board. Risk management committee identifies, evaluates and mitigates the relevant risks by closely working with other business departments. Internal audit department of the Group will conduct audit regularly on risk management control and procedures, and submit the audit results to the audit committee of the Group.

The Group spreads the risks from financial instruments by diversified investment and business portfolio, and develops risk management policies accordingly to mitigate the risk of over-concentration on any single industry, particular region or particular counterparties.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險

本集團在日常活動中面臨各種金融工具的風險，主要包括信用風險、流動性風險及市場風險(包括匯率風險、利率風險和價格風險)。本集團的主要金融工具包括貨幣資金、股權投資、債權投資、借款、應收票據、應收賬款、應付票據、應付賬款及應付債券等。與這些金融工具相關的風險，以及本集團為降低這些風險所採取的風險管理策略如下所述。

董事會負責規劃並建立本集團的風險管理架構，制定本集團的風險管理政策和相關指引並監督風險管理措施的執行情況。本集團已制定風險管理政策以識別和分析本集團所面臨的風險，這些風險管理政策對特定風險進行了明確規定，涵蓋了市場風險、信用風險和流動性風險管理等諸多方面。本集團定期評估市場環境及本集團經營活動的變化以決定是否對風險管理政策及系統進行更新。本集團的風險管理由風險管理委員會按照董事會批准的政策開展。風險管理委員會通過與本集團其他業務部門的緊密合作來識別、評價和規避相關風險。本集團內部審計部門就風險管理控制及程序進行定期的審核，並將審核結果上報本集團的審計委員會。

本集團通過適當的多樣化投資及業務組合來分散金融工具風險，並通過制定相應的風險管理政策減少集中於任何單一行業、特定地區或特定交易對手的風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (1) Credit risk

The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to credit loss is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Department of Credit Control in the Group.

For financial service transactions related to finance leasing, the Group only trades with third-party cooperation partners with high investment credit ratings, and thus the credit risk for finance lease receivables is relatively lower. The carrying amounts of non-current assets due within one year and long-term receivables in the consolidated balance sheet represent the maximum credit risk to which the Group may be exposed.

Since the counterparties for cash and cash equivalents and bank acceptance bills receivable are reputable banks with high credit ratings, the credit risk of those financial instruments is lower.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (1) 信用風險

本集團僅與經認可的、信譽良好的第三方進行交易。按照本集團的政策，需對所有要求採用信用方式進行交易的客戶進行信用審核。另外，本集團對應收賬款餘額進行持續監控，以確保本集團不致面臨重大信用損失風險。對於未採用相關經營單位的記賬本位幣結算的交易，除非本集團信用控制部門特別批准，否則本集團不提供信用交易條件。

本集團對於融資租賃相關的金融服務交易，僅與具有較高投資信用評級的第三方合作夥伴進行交易，對應融資租賃應收款的信用風險較低。合併資產負債表中一年內到期的非流動資產和長期應收款的賬面價值正是本集團可能面臨的最大信用風險。

由於貨幣資金、應收銀行承兌匯票的交易對手是聲譽良好並擁有較高信用評級的銀行，這些金融工具信用風險較低。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (1) Credit risk (Continued)

The credit risk of the Group's other financial assets, which comprise debt investments and other receivables and so forth, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The Group trades with its customers primarily on credit terms, and generally requires payment in advance or cash on delivery for new customers. Credit period is generally from one to twelve months, Customers with good trading record could be granted a longer credit period. Since the Group trades only with recognized and creditworthy third parties, there is no requirement for collateral. Credit risk management is centralized according to customer/ counterparty, geographical region and industry sector. The Group's maximum possible credit risk equals to the carrying amounts of accounts receivable in the consolidated balance sheet. As at 31 December 2023, the Group has no significant concentrations of credit risk as 10.00% (31 December 2022: 10.57%) of the Group's accounts receivable (at historical value) were due from the top 5 customers.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (1) 信用風險(續)

本集團其他金融資產包括債權投資及其他應收款等，這些金融資產的信用風險源自交易對手違約，最大風險敞口等於這些工具的賬面金額。

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行。信用期通常為1-12個月，交易記錄良好的客戶可獲得比較長的信貸期。由於本集團僅與經認可的且信譽良好的第三方進行交易，所以無需擔保物。信用風險集中按照客戶/交易對手、地理區域和行業進行管理。合併資產負債表中應收賬款的賬面價值正是本集團可能面臨的最大信用風險。於2023年12月31日，本集團應收賬款中前五名客戶的款項原值佔所有款項原值的10.00% (2022年12月31日：10.57%)，本集團並未面臨重大信用集中風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (1) Credit risk (Continued)

###### Definition of credit-impaired asset

The standard adopted by the Group to determine whether a credit impairment occurs is consistent with the internal credit risk management objectives of the relevant financial instrument, taking into account quantitative and qualitative criteria. When the Group assesses whether the credit impairment of financial assets occurred, the following factors are mainly considered:

- Significant financial difficulty of the issuer or the debtor;
- Debtors are in breach of contract, such as defaulting on interest or becoming overdue on interest or principal payments overdue;
- The creditor of the debtor, for economic or contractual reasons relating to the debtor's financial difficulty, having granted to the debtor a concession that the creditor would not otherwise consider;
- It is becoming probable that the debtor will enter bankruptcy or other financial restructuring;
- The disappearance of an active market for that financial asset because of financial difficulties;
- The purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

The credit impairment of a financial asset may be caused by the combined effect of multiple events and may not be necessarily due to a single event.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (1) 信用風險(續)

###### 已發生信用減值資產的定義

為確定是否發生信用減值，本集團所採用的界定標準，與內部針對相關金融工具的信用風險管理目標保持一致，同時考慮定量、定性指標。本集團評估金融資產是否發生信用減值時，主要考慮以下因素：

- 發行方或債務人發生重大財務困難；
- 債務人違反合同，如償付利息或本金違約或逾期等；
- 債權人出於與債務人財務困難有關的經濟或合同考慮，給予債務人在任何其他情況下都不會做出的讓步；
- 債務人很可能破產或進行其他財務重組；
- 發行方或債務人財務困難導致該金融資產的活躍市場消失；
- 以大幅折扣購買或源生一項金融資產，該折扣反映了發生信用損失的事實。

金融資產發生信用減值，有可能是多個事件的共同作用所致，未必是可單獨識別的事件所致。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (1) Credit risk (Continued)

###### Parameters of ECL measurement

According to whether there is a significant increase in credit risk and whether there is an impairment of assets, the Group measures the impairment loss for different assets with ECL of 12 months or the entire lifetime respectively. The key measuring parameters of ECL include probability of default (PD), loss given default (LGD) and exposure at default (EAD). The Group takes into account the quantitative analysis of historical statistics (such as ratings of counterparties, manners of guarantees and types of collaterals, repayments, etc.) and forward-looking information in order to establish the model of PD, LGD and EAD.

Relevant definitions are listed as follows:

- PD refers to the possibility that the debtor will not be able to fulfil its obligations of repayment over the next 12 months or throughout the entire remaining lifetime. The Group's PD is adjusted based on the results of the migration ratio model, taking into account the forward-looking information and deducting the prudential adjustment to reflect the debtor's point-in-time (PIT) PD under the current macroeconomic environment;
- LGD refers to the Group's expectation of the extent of the loss resulting from the default exposure. Depending on the type of counterparty, the method and priority of the recourse, and the type of collaterals, the LGD varies. The LGD is the percentage of loss of risk exposure at the time of default, calculated over the next 12 months or over the entire remaining lifetime;
- EAD is the amount that the Group should be reimbursed at the time of the default in the next 12 months or throughout the entire remaining lifetime.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (1) 信用風險(續)

###### 預期信用損失計量的參數

根據信用風險是否發生顯著增加以及是否已發生信用減值，本集團對不同的資產分別以12個月或整個存續期的預期信用損失計量減值準備。預期信用損失計量的關鍵參數包括違約概率、違約損失率和違約風險敞口。本集團考慮歷史統計數據(如交易對手評級、擔保方式及抵質押物類別、還款方式等)的定量分析及前瞻性信息，建立違約概率、違約損失率及違約風險敞口模型。

相關定義如下：

- 違約概率是指債務人在未來12個月或在整個剩餘存續期，無法履行其償付義務的可能性。本集團的違約概率以遷徙率模型結果為基礎進行調整，加入前瞻性信息，以反映當前宏觀經濟環境下債務人違約概率；
- 違約損失率是指本集團對違約風險暴露發生損失程度作出的預期。根據交易對手的類型、追索的方式和優先級，以及擔保品的不同，違約損失率也有所不同。違約損失率為違約發生時風險敞口損失的百分比，以未來12個月內或整個存續期為基準進行計算；
- 違約風險敞口是指，在未來12個月或在整個剩餘存續期中，在違約發生時，本集團應被償付的金額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (1) Credit risk (Continued)

###### *Forward-looking information*

The assessment of a significant increase in credit risk and the calculation of ECL both involve forward-looking information. Through the analysis of historical data, the Group identifies the key economic indicators that affect the credit risk and ECL of various business types.

The impact of these economic indicators on the PD and the LGD varies according to different types of business. The Group applied judgement and estimation in this process, according to the result of judgment and estimation, the Group predicts these economic indicators on a yearly basis and determines the impact of these economic indicators on the PD and the LGD by conducting analysis.

Provision for losses in respect of accounts receivable is measured at the amount of the lifetime expected credit losses. Except for the account receivables which are individually significant or not individually significant but with specific credit risks, which are assessed individually for impairment test, the Group uses provision matrix for account receivables on a group basis to determine credit losses.

Quantitative data in respect of the Group's exposure to credit risk and expected credit losses arising from accounts receivable and other receivables are disclosed in Notes V. 4 and 7. Quantitative data in respect of the Group's exposure to credit risk and expected credit losses arising from finance lease receivables are disclosed in Notes V. 11 and 13.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (1) 信用風險(續)

###### *前瞻性信息*

信用風險顯著增加的評估及預期信用損失的計算均涉及前瞻性信息。本集團通過進行歷史數據分析，識別出影響各業務類型信用風險及預期信用損失的關鍵經濟指標。

這些經濟指標對違約概率和違約損失率的影響，對不同的業務類型有所不同。本集團在此過程中應用了判斷和估計，根據判斷和估計的結果，每年度對這些經濟指標進行預測，並通過進行分析確定這些經濟指標對違約概率和違約損失率的影響。

本集團按照相當於整個存續期內預期信用損失的金額計量應收賬款的損失準備。除對單項金額重大以及單項金額不重大但具有特別信用風險的應收賬款單獨進行減值測試以外，本集團在組合基礎上採用減值矩陣確定應收賬款的信用損失。

本集團因應收賬款和其他應收款產生的信用風險敞口及預期信用損失的量化數據，參見附註五、4和7中；因融資租賃應收款產生的信用風險敞口及預期信用損失的量化數據，參見附註五、11和13中。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (2) Liquidity risk

The Group maintains balance between continuity and flexibility of capital through bank loans and debts to manage its liquidity risk.

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of bank borrowings, bonds and other financial means after taking into consideration of operating liabilities such as payables. As at 31 December 2023, 65.51% (31 December 2022: 63.49%) of the Group's borrowings would mature in less than one year.

The table below summarizes the maturity profile of non-derivative financial liabilities and lease liabilities based on the undiscounted contractual cash flows:

2023

Item	項目	2023			Total	Carrying amount as at sheet date 資產負債表日賬面價值
		Within 1 year or immediately 1年內或實時償還	1 to 5 years (inclusive of 5 years) 1年至5年(含5年)	Over 5 years 5年以上		
Short-term loans	短期借款	2,186,796,140.69	-	-	2,186,796,140.69	2,046,781,742.31
Notes payable	應付票據	27,626,796,287.83	-	-	27,626,796,287.83	27,626,796,287.83
Accounts payable	應付賬款	60,126,789,151.17	-	-	60,126,789,151.17	60,126,789,151.17
Other payables	其他應付款	7,907,770,820.46	-	-	7,907,770,820.46	7,907,770,820.46
Non-current liabilities due within one year	一年內到期的非流動負債	16,224,516,627.08	-	-	16,224,516,627.08	14,902,351,872.32
Other current liabilities	其他流動負債	5,491,078,220.69	-	-	5,491,078,220.69	7,678,246,087.85
Long-term borrowings	長期借款	-	19,496,003,988.69	132,783,838.86	19,628,787,827.55	17,907,609,014.47
Bonds payable	應付債券	-	9,174,044,160.00	356,021,760.00	9,530,065,920.00	8,837,411,046.40
Lease liabilities	租賃負債	-	2,764,676,726.94	2,416,177,888.03	5,180,854,614.97	4,336,712,719.42
Long-term payables	長期應付款	-	10,360,537,202.55	1,444,390,405.66	11,804,927,608.21	10,094,478,082.40
Other non-current liabilities	其他非流動負債	-	16,760,779,807.77	-	16,760,779,807.77	16,417,145,118.29
Total	合計	119,563,747,247.92	58,556,041,885.95	4,349,373,892.55	182,469,163,026.42	177,882,091,942.92

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (2) 流動性風險

本集團通過利用銀行貸款及債務維持資金延續性與靈活性之間的平衡，以管理其流動性風險。

本集團的目標是在考慮應付款項等經營負債的基礎上，綜合運用銀行借款、債券及其他融資手段以保持融資的持續性與靈活性的平衡。於2023年12月31日，本集團65.51%(2022年12月31日：63.49%)的債務在不足1年內到期。

下表概括了非衍生金融負債和租賃負債按未折現的合同現金流量所作的到期期限分析：

2023年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (2) Liquidity risk (Continued)

2022

Item	項目	Within 1 year	1 to 5 years	Over 5 years	Total	Carrying amount as at balance sheet date
		or immediately	(inclusive of 5 years)			
		1年內或實時償還	1年至5年(含5年)	5年以上	合計	資產負債表日賬面價值
Short-term loans	短期借款	4,648,553,977.10	-	-	4,648,553,977.10	4,609,106,808.74
Notes payable	應付票據	22,024,750,934.33	-	-	22,024,750,934.33	22,024,750,934.33
Accounts payable	應付賬款	45,560,077,179.76	-	-	45,560,077,179.76	45,560,077,179.76
Other payables	其他應付款	8,190,858,301.41	-	-	8,190,858,301.41	8,190,858,301.41
Non-current liabilities due within one year	一年內到期的非流動負債	11,601,942,964.26	-	-	11,601,942,964.26	11,215,162,500.91
Other current liabilities	其他流動負債	3,435,075,947.89	-	-	3,435,075,947.89	6,969,573,180.76
Long-term borrowings	長期借款	854,960,445.33	23,246,252,983.60	277,336,422.22	24,378,549,851.15	22,782,303,500.82
Bonds payable	應付債券	124,386,500.00	6,114,840,340.00	-	6,239,226,840.00	6,056,952,787.80
Lease liabilities	租賃負債	-	3,876,617,149.77	1,000,559,200.24	4,877,176,350.01	4,424,326,131.24
Long-term payables	長期應付款	-	8,112,732,868.72	402,787,581.55	8,515,520,450.27	8,015,209,194.73
Other non-current liabilities	其他非流動負債	-	12,419,189,214.97	-	12,419,189,214.97	11,897,668,001.48
Total	合計	96,440,606,250.08	53,769,632,557.06	1,680,683,204.01	151,890,922,011.15	151,745,988,521.98

#### (3) Market risk

##### (a) Interest rate risk

The risk of changes in the cash flow of financial instruments caused by changes in interest rates of the Group is mainly related to floating-rate bank borrowings and bonds payable (for details please see Notes V. 27, 38 and 39). The Group pays close attention to the effect of interest rate changes on the interest rate risk exposed to the Group. Its policy is to maintain floating interest rates on these loans. For the Group's interest rate swap arrangement, please refer to Note V. 73.

The table below is a sensitivity analysis of interest rate risk for subsidiaries in China and Hong Kong. It reflects the effects on the net profit and net other comprehensive income after tax, when there are reasonable and potential changes in interest rates, under the presumption that other variables remain unchanged.

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (2) 流動性風險(續)

2022年

#### (3) 市場風險

##### (a) 利率風險

本集團因利率變動引起金融工具現金流量變動的風險主要與浮動利率銀行借款以及應付債券(詳見附註五、27、38和39)有關。本集團持續密切關注利率變動對於本集團利率風險的影響，本集團的政策是保持這些借款的浮動利率。本集團的利率互換安排參見附註五、73。

下表為中國大陸和香港子公司利率風險的敏感性分析，反映了在其他變量不變的假設下，利率發生合理、可能的變動時，將對淨損益和其他綜合收益的稅後淨額產生的影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

3. Financial instruments risks (Continued)

(3) Market risk (Continued)

(a) Interest rate risk (Continued)

2023

Item	項目	Benchmark Increase/ (decrease) 基點 增加/(減少)	Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	Net other comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Equity Increase/ (decrease) 股東權益合計 增加/(減少)
RMB	人民幣	50 bps	(104,880,252.60)	-	(104,880,252.60)
RMB	人民幣	(50 bps)	104,880,252.60	-	104,880,252.60

2022

Item	項目	Benchmark increase/ (decrease) 基點 增加/(減少)	Net profit or loss increase/ (decrease) 淨損益 增加/(減少)	Net other comprehensive income after tax increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Equity increase/ (decrease) 股東權益合計 增加/(減少)
RMB	人民幣	50 bps	(98,461,924.93)	-	(98,461,924.93)
RMB	人民幣	(50 bps)	98,461,924.93	-	98,461,924.93

九、與金融工具相關的風險(續)

3. 金融工具風險(續)

(3) 市場風險(續)

(a) 利率風險(續)

2023年

2022年

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

3. Financial instruments risks (Continued)

(3) Market risk (Continued)

(a) Interest rate risk (Continued)

The table below is a sensitivity analysis of interest rate risk for KION. It reflects the effects on the net profit or loss (through the impact on floating-rate financial assets and liabilities) and net other comprehensive income after tax, when there are reasonable and potential changes in interest rates, under the presumption that other variables remain unchanged.

2023

Item	項目	Net other comprehensive income			
		Benchmark Increase/(decrease)	Net profit or loss Increase/(decrease)	after tax Increase/(decrease)	Equity Increase/(decrease)
		基點 增加/(減少)	淨損益 增加/(減少)	其他綜合收益 的稅後淨額 增加/(減少)	股東權益合計 增加/(減少)
Euro (RMB equivalent)	歐元(折合人民幣)	50 bps	33,794,560.00	-	33,794,560.00
Euro (RMB equivalent)	歐元(折合人民幣)	(50 bps)	(36,152,320.00)	-	(36,152,320.00)

2022

Item	項目	Net other comprehensive income			
		Benchmark increase/(decrease)	Net profit or loss increase/(decrease)	income after tax increase/(decrease)	Equity increase/(decrease)
		基點 增加/(減少)	淨損益 增加/(減少)	其他綜合收益 的稅後淨額 增加/(減少)	股東權益合計 增加/(減少)
Euro (RMB equivalent)	歐元(折合人民幣)	50 bps	(152,106,920.00)	-	(152,106,920.00)
Euro (RMB equivalent)	歐元(折合人民幣)	(50 bps)	152,817,700.00	-	152,817,700.00

九、與金融工具相關的風險(續)

3. 金融工具風險(續)

(3) 市場風險(續)

(a) 利率風險(續)

下表為KION利率風險的敏感性分析，反映了在其他變量不變的假設下，利率發生合理、可能的變動時，將對淨損益(通過對浮動利率金融資產和負債的影響)和其他綜合收益的稅後淨額產生的影響。

2023年

2022年



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (b) Exchange rate risk

For assets and liabilities denominated in foreign currencies, such as cash and cash equivalents, account receivables and payables, and short-term borrowings that are not denominated in the functional currency, if there is a short-term imbalance, the Group will trade foreign currencies at market exchange rates as and when necessary, in order to ensure that the net exposure to risk is maintained at an acceptable level.

The table below is a sensitivity analysis of exchange rate risk for subsidiaries in China and Hong Kong. It reflects the effects on the net profit or loss and net other comprehensive income after tax, when there are reasonable and potential changes in exchange rate, under the presumption that other variables remain unchanged.

2023

Item	項目	Exchange rate Increase/ (decrease) 匯率 增加/(減少) %	Net profit	Net other	Equity
			or loss Increase/ (decrease) 淨損益 增加/(減少)	comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Increase/ (decrease) 股東權益合計 增加/(減少)
If RMB weakens against USD	人民幣對美元貶值	5	136,772,153.86	-	136,772,153.86
If RMB strengthens against USD	人民幣對美元升值	5	(136,772,153.86)	-	(136,772,153.86)
If RMB weakens against EUR	人民幣對歐元貶值	5	(568,343,941.96)	-	(568,343,941.96)
If RMB strengthens against EUR	人民幣對歐元升值	5	568,343,941.96	-	568,343,941.96

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (b) 匯率風險

對於不是以記賬本位幣計價的貨幣資金、應收賬款和應付賬款、短期借款等外幣資產和負債，如果出現短期的失衡情況，本集團會在必要時按市場匯率買賣外幣，以確保將淨風險敞口維持在可接受的水平。

下表為中國大陸和香港子公司匯率風險的敏感性分析，反映了在所有其他變量保持不變的假設下，以下所列外幣匯率發生合理、可能的變動時，將對淨損益和其他綜合收益的稅後淨額產生的影響。

2023年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

3. Financial instruments risks (Continued)  
 (3) Market risk (Continued)  
 (b) Exchange rate risk (Continued)

2022		2022年				
Item	項目	Exchange rate Increase/ (decrease) 匯率 增加/(減少) %	Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	Net other comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)		Equity Increase/ (decrease) 股東權益合計 增加/(減少)
				增加/(減少)	增加/(減少)	
If RMB weakens against USD	人民幣對美元貶值	5	84,678,016.47	-	84,678,016.47	
If RMB strengthens against USD	人民幣對美元升值	5	(84,678,016.47)	-	(84,678,016.47)	
If RMB weakens against EUR	人民幣對歐元貶值	5	(822,729,289.53)	-	(822,729,289.53)	
If RMB strengthens against EUR	人民幣對歐元升值	5	822,729,289.53	-	822,729,289.53	

The Group has entered into cross currency interest rate swap contracts in respect of corporate bonds issued by subsidiaries in Note V.39 in order to manage the expected cash flow fluctuation arising from changes in exchange rate.

本集團對附註五、39中子公司發行的企業債券簽訂交叉貨幣利率互換工具管理其由於匯率變動引起的預期現金流量波動。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (b) Exchange rate risk (Continued)

The table below is a sensitivity analysis of exchange rate risk for KION. It reflects the effects on the net profit or loss and net other comprehensive income after tax, when there are reasonable and potential changes in exchange rate, under the presumption that other variables remain unchanged.

2023

Item	項目	Exchange rate Increase/ (decrease) 匯率 增加/(減少) %	Net other comprehensive income		
			Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Equity Increase/ (decrease) 股東權益合計 增加/(減少)
If EUR weakens against GBP	歐元對英鎊貶值	10.00	2,295,000.00	78,030,000.00	80,325,000.00
If EUR strengthens against GBP	歐元對英鎊升值	10.00	(3,060,000.00)	(136,170,000.00)	(139,230,000.00)
If EUR weakens against USD	歐元對美元貶值	10.00	19,125,000.00	42,840,000.00	61,965,000.00
If EUR strengthens against USD	歐元對美元升值	10.00	(24,480,000.00)	(79,560,000.00)	(104,040,000.00)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (b) 匯率風險(續)

下表為KION匯率風險的敏感性分析，反映了在其他變量不變的假設下，以下所列外幣匯率發生合理、可能的變動時，將對淨損益和其他綜合收益的稅後淨額(由於套期工具的公允價值變化)產生的影響。

2023年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (b) Exchange rate risk (Continued)

2022

Item	項目	Exchange rate Increase/ (decrease) 匯率 增加/(減少) %	Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	Net other	Equity
				comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Increase/ (decrease) 股東權益合計 增加/(減少)
If EUR weakens against GBP	歐元對英鎊貶值	10	3,553,900.00	(79,607,360.00)	(76,053,460.00)
If EUR strengthens against GBP	歐元對英鎊升值	10	(3,553,900.00)	44,779,140.00	41,225,240.00
If EUR weakens against USD	歐元對美元貶值	10	(21,323,400.00)	(42,646,800.00)	(63,970,200.00)
If EUR strengthens against USD	歐元對美元升值	10	15,637,160.00	24,166,520.00	39,803,680.00

##### (c) Equity investment price risk

Equity investment price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of share indices and the value of individual securities. The Group was exposed to equity investment price risk arising from individual equity investments classified as investment in other equity instruments (Note V.15) as at 31 December 2023. The Group held listed equity investments that are listed on the stock exchanges and are valued at quoted market prices at the balance sheet date.

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (b) 匯率風險(續)

2022年

Item	項目	Exchange rate Increase/ (decrease) 匯率 增加/(減少) %	Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	Net other	Equity
				comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Increase/ (decrease) 股東權益合計 增加/(減少)
If EUR weakens against GBP	歐元對英鎊貶值	10	3,553,900.00	(79,607,360.00)	(76,053,460.00)
If EUR strengthens against GBP	歐元對英鎊升值	10	(3,553,900.00)	44,779,140.00	41,225,240.00
If EUR weakens against USD	歐元對美元貶值	10	(21,323,400.00)	(42,646,800.00)	(63,970,200.00)
If EUR strengthens against USD	歐元對美元升值	10	15,637,160.00	24,166,520.00	39,803,680.00

##### (c) 權益工具投資價格風險

權益工具投資價格風險，是指權益性證券的公允價值因股票指數水平和個別證券價值的變化而降低的風險。於2023年12月31日，本集團列報在其他權益工具投資(附註五、15)下的權益工具投資面臨價格風險。本集團持有的上市權益工具投資在證券交易所上市，並在資產負債表日以市場報價計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (c) Equity investment price risk (Continued)

The following table demonstrates the sensitivity of the Group's net profit or loss and net other comprehensive income after tax to every 5% change in the fair values of the equity investments, with all other variables held constant (based on their carrying amounts at the balance sheet date).

Item	項目	Price Increase/ (decrease) 價格 增加/(減少) %	Net profit or loss Increase/ (decrease) 淨損益 增加/(減少)	Net other comprehensive income after tax Increase/ (decrease) 其他綜合收益 的稅後淨額 增加/(減少)	Equity Increase/ (decrease) 股東權益合計 增加/(減少)
<b>2023</b>	<b>2023年</b>				
Equity investments	權益工具投資	5.00 (5.00)	- -	122,478,881.55 (122,478,881.55)	122,478,881.55 (122,478,881.55)
2022	2022年				
Equity investments	權益工具投資	5.00 (5.00)	- -	123,687,415.12 (123,687,415.12)	123,687,415.12 (123,687,415.12)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (c) 權益工具投資價格風險(續)

下表說明了在所有其他變量保持不變，本集團的淨損益和其他綜合收益的稅後淨額對權益工具投資的公允價值的5%的變動的敏感性分析。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (d) Financial service risk

The Group is engaged in finance lease business under its intelligent logistics segment. The Group's long-term lease business is therefore exposed to the risk of residue value of industrial forklift trucks due to the possible return of forklift trucks from lessee upon the expiry of lease period. Such risk can be eliminated by selling or re-leasing second-hand forklift trucks. Accordingly, it is necessary to monitor and forecast the residue value of second-hand forklift trucks on the market from time to time. The Group regularly assesses the risk arising from the aforesaid finance lease financial services.

Once the risk from the aforesaid financial services materializes, the Group immediately considers recognizing the impairment of the relevant assets and calculates the cost of the new forklift truck leasing agreement by adjusting the residue value of forklift trucks. Market demand for second-hand forklift trucks supports the residue value of the Group's industrial forklift trucks at a stable level, thereby lowering financial service risk. Most of the Group's forklift truck leasing agreements contain provisions on potential reselling, whereby the risk of residue value can be transferred to a third-party lease company to mitigate the impact on the financial statements of the Group. The adoption of a uniform standard together with the use of an IT system helps the Group in calculating the residue value of second-hand forklift trucks and managing and reducing the risk arising from residue value.

By ensuring that most of the Group's finance lease business match with the maturity dates of borrowings and devising liquidity planning on an ongoing basis, the Group seeks to mitigate the liquidity risk and interest rate risk to which the Group is exposed. Fixed-interest-rate agreements are most commonly adopted for the Group's long-term lease business. The adequacy of liquidity is ensured with the banking facilities made available from banks and the Group's effective collection demand procedures.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (d) 金融服務風險

本集團智能物流分部從事融資租賃業務，這導致本集團經營的長期租賃業務在租賃期滿後可能因承租人歸還叉車而面臨工業叉車的餘值風險，該風險需要通過出售或重新租出二手叉車以消除，因此，需要不斷監控和預測二手叉車在市場中的餘值。本集團會定期評估以上融資租賃金融服務產生的風險。

上述金融服務產生的風險一經確認，本集團會立即考慮確認相關資產的減值並通過調整叉車的餘值來計算新叉車租賃協議的成本。市場上對二手叉車的需求能夠穩定本集團工業叉車的餘值，從而降低金融服務風險。本集團大多數叉車租賃協議都包含了潛在再銷售協議，可以將餘值風險轉移給第三方租賃公司，降低對本集團財務報表的影響。本集團採用統一的標準並結合IT系統計算二手叉車的餘值、管理和降低餘值風險。

本集團通過確保大部分融資租賃業務和借款的到期日相匹配，並不斷更新流動性規劃以降低本集團面臨的流動性風險和利率風險。長期租賃業務主要採用固定利率協議。本集團通過各銀行提供的授信額度和有效的催款程序確保有充分的流動性。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 3. Financial instruments risks (Continued)

##### (3) Market risk (Continued)

##### (d) Financial service risk (Continued)

To eliminate the exchange rate risk associated with its leasing business, the Group generally uses local currencies in conducting finance lease business in each market for transactions.

The Group's exposure to customers' credit risks is minimal in its leasing business. Meanwhile, the proceeds from selling the returned forklift trucks also hedge against losses from customers' default. Further, there is always room for improvement for the Group's management of finance lease receivables and its management of credit risk. Relevant business processes, risk management and control processes also emerge and improve on an ongoing basis.

#### 4. Capital management

The key objectives of the Group's capital management are to maintain the Group's going concern and a sound capital ratio so as to support business development and maximize shareholders' value.

The Group makes adjustments based on latest economic conditions and the changes in the risk profiles of the relevant assets. To maintain or adjust capital structure, the Group may adjust its profit distribution to shareholders, return capital to shareholders, repurchase outstanding shares or issue new shares. The Group is not constrained by any external mandatory requirements on capital. In 2023 and 2022, there had been no change in the objectives, policies or procedures of capital management of the Group.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 九、與金融工具相關的風險(續)

#### 3. 金融工具風險(續)

##### (3) 市場風險(續)

##### (d) 金融服務風險(續)

為消除租賃業務中面臨的匯率風險，本集團在每個交易市場中一般採用當地貨幣進行融資租賃業務。

本集團在租賃業務中面臨的客戶自身信用風險較小，也通過出售收回租賃叉車所獲取的收益來對沖因客戶違約而造成的損失。此外，本集團的融資租賃應收款的管理和信用風險管理處於持續完善中，相關的業務流程、風險管理和控制流程的也在持續更新中。

#### 4. 資本管理

本集團資本管理的主要目標是確保本集團持續經營的能力，並保持健康的資本比率，以支持業務發展並使股東價值最大化。

本集團根據經濟形勢以及相關資產的風險特徵的變化對其進行調整。為維持或調整資本結構，本集團可以調整對股東的利潤分配、向股東歸還資本、回購已發行股份或發行新股。本集團不受外部強制性資本要求的約束。2023年度和2022年度，資本管理的目標、政策或程序未發生變化。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### IX. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

#### 4. Capital management (Continued)

The Group manages its capital with the gearing ratio, which refers to interest-bearing liabilities (excluding long-term payables and lease liabilities) divided by the total sum of owners' equity and interest-bearing liabilities. The gearing ratio of the Group as of the balance sheet date is as follows:

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Short-term borrowings	短期借款	2,046,781,742.31	4,609,106,808.74
Other current liabilities	其他流動負債	157,184,000.00	2,263,984,500.00
Long-term borrowings	長期借款	17,907,609,014.47	22,782,303,500.82
Bonds payable	應付債券	8,837,411,046.40	6,056,952,787.80
Long-term borrowings due within 1 year	一年內到期的非流動負債	9,729,388,716.42	6,078,686,315.83
Other non-current liabilities	其他非流動負債	16,239,460,078.44	11,764,773,357.01
Interest-bearing liabilities	有息負債	54,917,834,598.04	53,555,807,270.20
Owner's equity	股東權益	112,685,734,885.46	104,110,652,160.41
Add: Interest-bearing liabilities	加：有息負債	54,917,834,598.04	53,555,807,270.20
Owners' equity and interest-bearing liabilities	股東權益和有息負債	167,603,569,483.50	157,666,459,430.61
Gearing ratio	槓桿比率	32.77%	33.97%

### 九、與金融工具相關的風險(續)

#### 4. 資本管理(續)

本集團採用槓桿比率來管理資本，槓桿比率是指計息負債(不含長期應付款和租賃負債)佔股東權益加計息負債的比率。本集團於資產負債表日的槓桿比率如下：



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### X. DISCLOSURE OF FAIR VALUE

#### 1. Assets and liabilities measured at fair value

Item	項目	Inputs used in the measurement of fair value			Total
		Quoted prices in active markets (Level 1)	Key observable inputs (Level 2)	Key unobservable inputs (Level 3)	
		活躍市場報價 (第一層次)	重要可觀察 輸入值 (第二層次)	重要不可觀察 輸入值 (第三層次)	合計
Receivable Financing	應收款項融資	-	8,137,773,556.08	-	8,137,773,556.08
Financial assets held for trading	交易性金融資產	1,810,897.68	11,420,622,086.78	-	11,422,432,984.46
Investments in other equity instruments	其他權益工具投資	2,227,444,487.17	-	1,784,657,408.07	4,012,101,895.24
Other non-current financial assets	其他非流動金融資產	-	534,636,729.78	-	534,636,729.78
Financial liabilities held for trading	交易性金融負債	-	166,701,491.20	-	166,701,491.20
Other non-current liabilities	其他非流動負債	-	264,163,430.40	-	264,163,430.40

#### 2. Fair value of financial assets and financial liabilities not measured at fair value

The management of the Group considers that the carrying values of financial assets and financial liabilities measured at amortized cost in the financial statements approximate the fair values of those assets and liabilities, except for the corporate bonds (Note V.39) of KION, a subsidiary of the Company, with a fair value of RMB3,763,770,880.00 (EUR478,900,000.00) as at 31 December 2023 and carrying amount of RMB3,913,645,824.00 (EUR497,970,000.00).

### 十、公允價值的披露

#### 1. 以公允價值計量的資產和負債

#### 2. 不以公允價值計量的金融資產和金融負債的公允價值情況

本集團管理層認為，除子公司 KION 的企業債券（附註五、39）於 2023 年 12 月 31 日的公允價值為人民幣 3,763,770,880.00（歐元 478,900,000.00 元），賬面價值為人民幣 3,913,645,824.00（歐元 497,970,000.00 元）以外，財務報表中以攤餘成本計量的金融資產及金融負債的賬面價值接近該等資產及負債的公允價值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### X. DISCLOSURE OF FAIR VALUE (CONTINUED)

#### 3. Estimation of fair value

##### *Fair value of financial assets/liabilities*

The finance team of the Group is led by the head of finance department. It is responsible for formulating policies and procedures applicable to the measurement of the fair value of financial instruments. The finance team directly reports to the Chief Financial Officer and the Audit Committee. On each balance sheet date, the finance team analyzes the change in value of financial instruments and ascertain the key inputs which apply to the valuation. The process and result of valuation is subject to approval by the Chief Financial Officer.

Financial assets/liabilities at fair value through profit or loss include the forward exchange contracts, cross currency swap and interest rate swap instruments, some structured deposits and other debt instruments of subsidiaries. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

The fair values of listed equity instruments are determined according to quote prices on the market. For listed equity instruments for which circulation is restricted, fair values are determined based on quoted prices on the market with necessary adjustments. The fair values of investments in non-listed equity instruments are estimated using the valuating model of market comparison or income approaches, and the assumptions adopted are not supported by observable market price or interest rate. The Group needs to estimate unobservable market parameters such as price-to-book ratio or cash flow. The Group believes that the fair value and its changes estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十、公允價值的披露(續)

#### 3. 公允價值估值

##### *金融資產／金融負債公允價值*

本集團的財務團隊由財務部門負責人領導，負責制定金融工具公允價值計量的政策和程序。財務團隊直接向首席財務官和審計委員會報告。每個資產負債表日，財務團隊分析金融工具價值變動，確定估值適用的主要輸入值。估值流程和結果經首席財務官審核批准。

以公允價值計量且其變動計入當期損益的金融資產／金融負債包括下屬子公司的遠期外匯合約、交叉貨幣互換及利率互換工具、部分結構性存款及其他債務工具。本集團相信，以估值技術估計的公允價值是合理的，並且亦是於資產負債表日最合適的價值。

上市的權益工具，以市場報價確定公允價值。上市但是流通受限的權益工具，以市場報價為依據做必要的調整確定公允價值。非上市的權益工具投資，採用市場比較法或收益法估值模型估計公允價值，採用的假設並非由可觀察市場價格或利率支持。本集團需要就市淨率或現金流量等不可觀測市場參數作出估計。本集團相信，以估值技術估計的公允價值及其變動是合理的，並且亦是於資產負債表日最合適的價值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### X. DISCLOSURE OF FAIR VALUE (CONTINUED)

#### 4. Unobservable inputs

The key unobservable inputs of Level 3 of the measurements of fair value are summarized as follows:

Item	Fair value as at the end of 2023 2023年末 公允價值	Fair value as at the end of 2022 2022年末 公允價值	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入值	Range (weighted average) 範圍區間 (加權平均值)
<b>Financial assets</b>					
<b>金融資產</b>					
<b>Other equity investment instruments</b>					
<b>其他權益工具投資</b>					
Shantui Engineering Machinery Co., Ltd. 山推工程機械股份有限公司	1,083,792,237.08	815,509,293.28	Put option method 看跌期權法	Dividend yield, annualised volatility 股息率、預期年化波動率	
Zhejiang E-P Equipment Co Ltd 浙江中力機械股份有限公司	267,975,142.40	222,464,313.00	Income approach 收益法	Cash flow 現金流量	
Shanghai Quicktron Intelligent Technology Co. Ltd. 上海快倉智能科技有限公司	354,599,244.80	192,438,682.50	Income approach 收益法	Cash flow 現金流量	
Others 其他	78,290,783.79	69,743,631.16			
Sub-total 小計	1,784,657,408.07	1,300,155,919.94			
<b>Financial liabilities</b>					
<b>金融負債</b>					
<b>Other non-current liabilities</b>					
<b>其他非流動負債</b>					
Put option 看跌期權	-	36,275,712.30	Binomial options pricing model 二叉樹期權定價模型	Volatility of equity value 股權價值波動率	

### 十、公允價值的披露(續)

#### 4. 不可觀察輸入值

如下為第三層次公允價值計量的重要不可觀察輸入值概述：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

### X. DISCLOSURE OF FAIR VALUE (CONTINUED)

#### 5. Adjustments for fair value measurement

The adjustments for the continuous Level 3 measurement of fair value are as follows:

Item	項目	Total current profit/loss 本年利得或損失總額					Acquisition, issuance, sale and settlement 購買、發行、出售和結算					31 December 2023 2023年 12月31日	
		1 January 2023 2023年 1月1日	Transfer into Level 3 轉入 第三層次	Transfer out of Level 3 轉出 第三層次	Recognised		Acquisition	Issuance/ written	Sale	Settlement	Other transfer in (out) 其他轉入(出)		Foreign exchange gain/loss 匯兌損益
					Recognised through profit or loss 計入損益	through other comprehensive income 計入其他 綜合收益							
Investment in equity instruments	權益工具投資	1,300,155,919.94	-	-	-	484,501,488.13	-	-	-	-	-	-	1,784,657,408.07
Other non-current financial liabilities	其他非流動金融負債	36,275,712.30	-	-	(36,275,712.30)	-	-	-	-	-	-	-	-

#### 6. The level change in the fair value

In 2023, there were neither transfers between Level 1 and Level 2 for the measurement of fair value of financial assets and liabilities, nor transfer into or out of Level 3 (2022: nil).

### 十、公允價值的披露(續)

#### 5. 公允價值計量的調節

持續的第三層次公允價值計量的調節信息如下：

#### 6. 公允價值層次轉換

2023年，本集團並無金融資產和金融負債公允價值計量在第一層次和第二層次之間的轉移，亦無轉入或轉出第三層級的情況(2022年：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The related parties defined in these financial statements included the related parties under accounting standards and related parties under the information disclosure requirements of China Securities Regulatory Commission (the "CSRC") and Shenzhen Stock Exchange.

#### 1. Parent

Company	Registered address	Nature of business	Registered capital	Proportion of ownership interest in the Company	Proportion of voting power in the Company
公司	註冊地	業務性質	註冊資本	對本公司 持股比例(%)	對本公司 表決權比例(%)
Weichai Holdings 濰柴控股	Weifang City, Shandong Province 山東省濰坊市	External investment financial guarantee investment advisory planning and organization/coordination and management of production operating activities of corporates under the Group 對外投資經濟擔保投資諮詢規劃組織/協調管理集團所屬企業生產經營活動	RMB1,200,000,000.00 人民幣 1,200,000,000.00元	16.30	16.30

Shandong Heavy Industry Group Co., Ltd. is the ultimate controlling company of the Company.

本公司的最終控股公司為山東重工集團有限公司。

#### 2. Subsidiaries

Details of subsidiaries are set out in Note VIII.1.

#### 2. 子公司

子公司信息詳見附註八、1。

#### 3. Associates and joint ventures

Details of associates and joint ventures are set out in Note VIII. 2.

#### 3. 聯營企業和合營企業

聯營企業和合營企業詳見附註八、2。

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易

本財務報表中披露的關聯方既包括企業會計準則中界定的關聯方，也包括中國證券監督管理委員會(「證監會」)和深圳證券交易所信息披露規定中界定的關聯方。

#### 1. 母公司

Registered capital	Proportion of ownership interest in the Company	Proportion of voting power in the Company
註冊資本	對本公司 持股比例(%)	對本公司 表決權比例(%)

本公司的最終控股公司為山東重工集團有限公司。

#### 2. 子公司

子公司信息詳見附註八、1。

#### 3. 聯營企業和合營企業

聯營企業和合營企業詳見附註八、2。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

Company 公司
Sinotruk Fujian Haixi Vehicles Co., Ltd. 中國重汽集團福建海西汽車有限公司
Shantui Construction Machinery Co., Ltd. 山推工程機械股份有限公司
Sinotruk International Co., Ltd. 中國重汽集團國際有限公司
Linyi Shan Zhong Excavator Co., Ltd. 臨沂山重挖掘機有限公司
CNHTC Ji'nan Specialty Vehicles Co., Ltd. 中國重汽集團濟南特種車有限公司
Shanzhong Jianji Co., Ltd. 山重建機有限公司
Sinotruk Ji'nan Special Vehicles Co., Ltd. 中國重汽集團濟南專用車有限公司
Shandong Shantui Construction Machinery Import and Export Co., Ltd. 山東山推工程機械進出口有限公司
Shantui (Dezhou) Construction Machinery Co., Ltd. 山推(德州)工程機械有限公司
Shanzhong Jianji (Jining) Co., Ltd. 山重建機(濟寧)有限公司
Shengrui Transmission Corporation Limited 盛瑞傳動股份有限公司
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司
Shantui Janeoo Machinery Co., Ltd. 山推建友機械股份有限公司
Beiqi Foton Motor Co., Ltd. 北汽福田汽車股份有限公司
Shaanxi Automotive Group Co., Ltd. 陝西汽車集團股份有限公司
Shaanxi Fast Gear Automotive Transmission Co., Ltd. 陝西法士特汽車傳動集團有限責任公司
Shaanxi Fangyuan Automobile Standard Components Co. Ltd. 陝西方圓汽車標準件有限公司

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 4. 與本集團發生重大交易的其他關聯方情況(續)

Related party relationships 關聯方關係
Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
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Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
Same ultimate controller 同一最終控股公司
Same key management personnel 同一關鍵管理人員
Minority shareholders of subsidiary(ies) 子公司之少數股東
Minority shareholders and related party of subsidiary(ies) 子公司之少數股東及其關聯人士
Related party of substantial shareholders of subsidiary(ies) 子公司重要股東之關聯人士

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

##### Company

##### 公司

Shaanxi Deshi Electronic Equipment Co., Ltd.

陝西德仕電子設備有限責任公司

Shaanxi Zhongfu Wulian Technology Service Co., Ltd.

陝西中富物聯科技服務有限公司

Shaanxi Car City Hotel Co., Ltd.

陝西陝汽車城酒店有限公司

Shaanxi Automotive Group Commercial Vehicles Co., Ltd.

陝汽集團商用車有限公司

Shaanxi Huazhen Vehicle Component Parts Co., Ltd.

陝西華臻汽車零部件有限公司

Shaanxi Yuanxing Supply Chain Management Co., Ltd.

陝西遠行供應鏈管理有限公司

Shaanxi Huazhen Industry and Trading Services Co., Ltd.

陝西華臻工貿服務有限公司

Shaanxi Wanfang Vehicle Parts and Components Co., Ltd.

陝西萬方汽車零部件有限公司

Shaanxi Wanfang Tianyun Vehicle Equipment Co. Ltd.

陝西萬方天運汽車電器有限公司

Shaanxi Tongli Special Purpose Vehicle Co. Ltd.

陝西通力專用汽車有限責任公司

Xi'an Oude Rubber and Plastic Technology Co., Ltd.

西安歐德橡塑技術有限公司

Shaanxi Tonghui Automotive Transportation Co., Ltd.

陝西通匯汽車物流有限公司

### 十一、關聯方關係及其交易(續)

#### 4. 與本集團發生重大交易的其他關聯方情況(續)

##### Related party relationships

##### 關聯方關係

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

##### Company

##### 公司

Shaanxi Heavy-duty Special Vehicles Co., Ltd.

陝西重汽專用汽車有限公司

Shaanxi Lantong Transmission Axle Co., Ltd.

陝西藍通傳動軸有限公司

Xi'an Zhide Automotive Electronic Control System Co., Ltd.

西安智德汽車電子控制系統有限公司

Shaanxi Automobile Industry Co., Ltd.

陝西汽車實業有限公司

Shaanxi Tianxingjian Vehicle Networking Information Technology Co., Ltd.

陝西天行健車聯網信息技術有限公司

Shaanxi Dezhen Parts Technology Co., Ltd.

陝西德臻零部件科技有限公司

Weichai Power Westport New Energy Engine Co., Ltd.

濰柴西港新能源動力有限公司

Xi'an Cummins Engine Co., Ltd.

西安康明斯發動機有限公司

Baoding Shanqi Tianma Automobile Co., Ltd.

保定陝汽天馬汽車有限公司

CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.

中集陝汽重卡(西安)專用車有限公司

Guiyan Catalyst (Dongying) Co., Ltd.

貴研催化劑(東營)有限公司

Xi'an FC Intelligence Transmission Co., Ltd.

西安雙特智能傳動有限公司

Shaanxi Eurostar Auto Co., Ltd

陝西歐舒特汽車股份有限公司

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 4. 與本集團發生重大交易的其他關聯方情況(續)

##### Related party relationships

##### 關聯方關係

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Related party of substantial shareholders of subsidiary(ies)

子公司重要股東之關聯人士

Associate of parent

母公司之聯營企業

Associate of subsidiary(ies)

子公司之聯營企業

Associate of subsidiary(ies)

子公司之聯營企業

Associate of subsidiary(ies)

子公司之聯營企業

Associate of subsidiary(ies)

子公司之聯營企業

Joint venture of subsidiary(ies)

子公司之合營企業

Associate of subsidiary(ies)

子公司之聯營企業

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

5. Major transactions between the Group and its related parties  
(1) Transaction of goods and services with related parties  
Purchase of goods from related parties

十一、關聯方關係及其交易(續)

5. 本集團與關聯方的主要交易  
(1) 關聯方商品和勞務交易  
自關聯方購買商品

Company	公司	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	5,395,169,352.17	2,613,855,023.84
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	4,703,016,042.82	810,233,009.73
Xi'an Cummins Engine Co., Ltd.	西安康明斯發動機有限公司	1,136,323,690.59	1,142,316,882.57
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	1,121,561,803.36	775,575,302.96
Xi'an FC Intelligence Transmission Co., Ltd.	西安雙特智能傳動有限公司	925,498,065.09	607,296,415.39
Shaanxi Wanfang Vehicle Parts and Components Co., Ltd.	陝西萬方汽車零部件有限公司	695,699,892.77	671,597,123.99
Xi'an Deshi Vehicle Components Co. Ltd.	西安德仕汽車零部件有限責任公司	591,971,231.57	327,491,011.59
Shaanxi Huazhen Vehicle Component Parts Co., Ltd.	陝西華臻汽車零部件有限公司	572,035,998.69	256,921,881.66
Weichai Electric Equipment Co., Ltd	濰柴電力設備有限公司	454,296,750.34	324,185,878.89
Shaanxi Tongli Special Purpose Vehicle Co. Ltd.	陝西通力專用汽車有限責任公司	416,843,809.75	383,293,484.79
Weichai Group Holdings Limited	濰柴控股集團有限公司	413,505,599.27	275,199,791.14
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	中集陝汽重卡(西安)專用車有限公司	298,137,702.43	149,758,797.95
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	288,606,050.69	357,261,398.21

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

5. Major transactions between the Group and its related parties (Continued)

5. 本集團與關聯方的主要交易(續)

(1) Transaction of goods and services with related parties (Continued)

(1) 關聯方商品和勞務交易(續)

Purchase of goods from related parties (Continued)

自關聯方購買商品(續)

Company	公司	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Shaanxi Dezhen Parts Technology Co., Ltd.	陝西德臻零部件科技有限公司	243,151,841.23	-
Sinotruk International Co., Ltd.	中國重汽集團國際有限公司	161,821,469.61	3,192,920.35
Xi'an Oude Rubber and Plastic Technology Co., Ltd.	西安歐德橡塑技術有限公司	157,066,396.17	371,450,263.25
Shaanxi Lantong Transmission Axle Co., Ltd.	陝西藍通傳動軸有限公司	144,775,129.02	113,727,474.52
Shaanxi Tianxingjian Vehicle Networking Information Technology Co., Ltd.	陝西天行健車聯網信息技術有限公司	103,336,771.87	23,522,019.28
Sinotruk Ji'nan Special Vehicles Co., Ltd.	中國重汽集團濟南專用車有限公司	91,273,415.96	57,750,336.18
Shaanxi Fangyuan Automobile Standard Components Co. Ltd.	陝西方圓汽車標準件有限公司	85,330,278.22	57,537,973.40
CNHTC Qingdao Heavy Industry Co., Ltd.	中國重汽集團青島重工有限公司	77,123,362.84	79,281,805.31
Weichai (Yangzhou) Special Vehicles Co., Ltd.	濰柴(揚州)特種車有限公司	69,951,065.50	241,010,209.79
Xi'an Zhide Automotive Electronic Control System Co., Ltd.	西安智德汽車電子控制系統有限公司	69,881,628.67	74,952,771.04
Shaanxi Heavy-duty Special Vehicles Co., Ltd.	陝西重汽專用汽車有限公司	58,135,118.58	90,382,925.64
Shandong Shantui Construction Machinery Import and Export Co., Ltd.	山東山推工程機械進出口有限公司	52,775,473.90	18,683,403.99
Others	其他	3,024,287,444.45	1,923,909,502.95
Total	合計	21,351,575,385.56	11,750,387,608.41

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

5. Major transactions between the Group and its related parties (Continued)  
 (1) Transaction of goods and services with related parties (Continued)  
 Sales of goods to related parties

十一、關聯方關係及其交易(續)

5. 本集團與關聯方的主要交易(續)  
 (1) 關聯方商品和勞務交易  
 (續)  
 向關聯方銷售商品

Company	公司	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Sinotruk Ji'nan Commercial Truck Co., Ltd.	中國重汽集團濟南商用車有限公司	3,840,583,324.74	907,311,608.85
Sinotruk Ji'nan Truck Co., Ltd.	中國重汽集團濟南卡車股份有限公司	3,708,731,197.60	498,227,352.21
Sinotruk Ji'ning Commercial Truck Co., Ltd.	中國重汽集團濟寧商用車有限公司	3,690,896,399.40	711,087,698.80
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	2,233,846,707.47	1,145,659,044.61
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司	2,184,492,988.31	319,052,307.43
Sinotruk (Ji'nan) Aftersales and Intelligence Services Co., Ltd.	重汽(濟南)後市場智慧服務有限公司	1,432,230,830.91	935,874,669.55
Weichai Electric Equipment Co., Ltd	濰柴電力設備有限公司	664,869,136.01	589,232,188.44
Lovol Construction Machinery Group Co., Ltd.	雷沃重工集團有限公司	582,415,115.56	390,727,871.24
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	574,037,253.35	511,580,441.49
Shantui Construction Machinery Co., Ltd.	山推工程機械股份有限公司	565,392,138.08	277,322,931.62
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	537,341,808.77	342,265,165.82
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	441,261,292.84	365,960,242.74
Sinotruk Chengdu Wangpai Commercial Vehicles Co., Ltd.	中國重汽集團成都王牌商用車有限公司	310,359,523.46	276,882,418.21
Zhongtong Bus Holding Co., Ltd.	中通客車股份有限公司	298,303,629.78	187,682,650.53
CNHTC Ji'nan Specialty Vehicles Co., Ltd.	中國重汽集團濟南特種車有限公司	292,981,736.84	67,822,673.02
Weichai (Yangzhou) Special Vehicles Co., Ltd.	濰柴(揚州)特種車有限公司	283,578,982.89	293,469,532.40

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

5. Major transactions between the Group and its related parties (Continued)

5. 本集團與關聯方的主要交易(續)

(1) Transaction of goods and services with related parties (Continued)

(1) 關聯方商品和勞務交易(續)

Sales of goods to related parties (Continued)

向關聯方銷售商品(續)

Company	公司	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Shaanxi Huazhen Vehicle Component Parts Co., Ltd.	陝西華臻汽車零部件有限公司	276,584,633.16	57,491,368.69
Sinotruk Ji'nan Power Co., Ltd.	中國重汽集團濟南動力有限公司	261,251,459.65	52,815,892.52
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	260,937,023.27	101,450,865.45
Sinotruk Fujian Haixi Vehicles Co., Ltd.	中國重汽集團福建海西汽車有限公司	247,566,115.96	124,309,478.70
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	205,930,864.77	202,365,320.79
Shantui (Dezhou) Construction Machinery Co., Ltd.	山推(德州)工程機械有限公司	144,180,282.42	91,800,127.20
Xi'an FC Intelligence Transmission Co., Ltd.	西安雙特智能傳動有限公司	144,172,392.44	132,609,019.32
Shanzhong Jianji Co., Ltd.	山重建機有限公司	142,557,433.87	93,021,131.18
Yangzhou Yaxing Motor Coach Co., Ltd.	揚州亞星客車股份有限公司	121,933,957.40	42,194,970.85
Shanzhong Jianji (Jining) Co., Ltd.	山重建機(濟寧)有限公司	106,772,044.81	72,122,624.06
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	中集陝汽重卡(西安)專用車有限公司	76,758,141.18	34,003,114.52
Shaanxi Huazhen Industry and Trading Services Co., Ltd.	陝西華臻工貿服務有限公司	69,340,725.80	58,629,561.26
Shaanxi Zhongfu Wulian Technology Service Co., Ltd.	陝西中富物聯科技服務有限公司	61,136,283.15	-
Shaanxi Dezhen Parts Technology Co., Ltd.	陝西德臻零部件科技有限公司	60,690,967.91	-
Shaanxi Wanfang Vehicle Parts and Components Co. Ltd.	陝西萬方汽車零部件有限公司	55,357,513.30	83,352,715.80
Sinotruk Hangzhou Engines Co., Ltd.	中國重汽集團杭州發動機有限公司	51,826,643.91	183,935,745.29
Others	其他	2,330,102,529.69	2,640,972,363.64
Total	合計	26,258,421,078.70	11,791,233,096.23

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (1) Transaction of goods and services with related parties (Continued)

##### Receiving services from related parties

Company	公司		Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Shaanxi Tonghui Automotive Transportation Co., Ltd.	陝西通匯汽車物流有限公司	Note 1 註1	288,823,822.29	149,512,392.99
Sinotruk International Co., Ltd.	中國重汽集團國際有限公司		155,512,474.30	–
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司		28,342,062.00	55,606,670.86
Sinotruk Ji'nan Rubber & Plastic Components Co., Ltd.	中國重汽集團濟南橡塑件有限公司		20,638,850.87	–
Lovol Construction Machinery Group Co., Ltd.	雷沃重工集團有限公司		18,872,015.97	1,582,749.81
Weichai Group Holdings Limited	濰柴控股集團有限公司		10,760,257.34	16,858,026.92
Others	其他		279,837,540.12	313,132,613.17
Total	合計		802,787,022.89	536,692,453.75

##### Rendering services to related parties

##### 向關聯方提供勞務

Item	項目		Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Others	其他		260,618,297.18	303,054,958.73

Note 1: Shaanxi Tonghui Automotive Transportation Co., Ltd. provided comprehensive services including agency procurement, warehousing, logistics distribution and receipt and payment services to Shaanxi Heavy-duty Motor Co., Ltd, a subsidiary of the Company.

註1：陝西通匯汽車物流有限公司為本公司之子公司陝西重型汽車有限公司提供代理採購、倉儲、物流配送及代為收付等綜合服務。

The prices for the Group's sale of goods and rendering services to related parties as well as purchase of goods and receiving services from related parties were determined with reference to market rates.

本集團向關聯方銷售商品、提供勞務、採購商品及接受勞務的價格參考市場價格決定。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

5. Major transactions between the Group and its related parties (Continued)

5. 本集團與關聯方的主要交易(續)

(2) Leasing with related parties

(2) 關聯方租賃

Item	項目	Type of leased property	租賃資產種類	Lease income for the year 本年租賃收入	Lease income for previous year 上年租賃收入
As lessor	作為出租人	Buildings, equipment & land	房屋設備土地	53,703,393.89	50,954,897.36
As lessee	作為承租人	Buildings, equipment & land	房屋設備土地	34,119,074.01	34,531,794.52

The prices for the Group's leasing with related parties were determined with reference to market rates.

本集團與關聯方租賃業務價格參考市場價格決定。

(3) Transfer of assets with related parties

(3) 關聯方資產轉讓

Item	項目	Particulars of transaction	交易內容	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Transfer of assets	資產轉讓	Purchase of fixed assets	購買固定資產	54,556,945.54	38,519,077.23
Transfer of assets	資產轉讓	Sale of fixed assets	出售固定資產	31,539,720.16	1,158,507.41

The price for the Group's purchase and sale of fixed assets from and to related parties were determined with reference to market rates.

本集團向關聯方採購和銷售固定資產價格參考市場價格決定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (4) Other related party transactions

On 30 March 2022, the Group entered into the Financial Services Agreement with Shandong Heavy Industry Finance Co.. Pursuant to the agreement, Shandong Heavy Industry Finance Co. shall provide deposit, credit, accounting and clearing services as well as other financial services to the Company and its controlling subsidiaries. The interest rates for credit relating to financial services as well as fee rates are determined according to the Financial Services Agreement and based upon the relevant requirements of the People's Bank of China's under which the lending rate shall not exceed the minimum level permitted under the interest rates and fee rates for money lending of similar types and categories available to the Group from other major commercial banks in the PRC.

Shandong Heavy Industry Finance Co. provides distributors of Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, with credit line to apply for establishing bank acceptance bills for the purchase of products from Shaanxi Heavy-duty Motor Co., Ltd.. In 2023, the credit line amounted to RMB500,000,000.00 (2022: RMB1,000,000,000.00). Shaanxi Heavy-duty Motor Co., Ltd. assumes security obligation in favour of the distributors for the difference between amount of notes and guarantee money. As at 31 December 2023, open position of outstanding acceptance bill was nil (31 December 2022: nil). For details, see Note XIII.2.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (4) 其他關聯方交易

本集團與山東重工財務公司於2022年3月30日簽訂《金融服務協議》，根據協議，山東重工財務公司為本公司及控股子公司提供存款、信貸、結算及其他金融服務等。有關金融服務信貸利率和費率根據《金融服務協議》滿足中國人民銀行有關貸款利率相關規定的基礎上不高於本集團在其他中國國內主要商業銀行取得的同類同檔次信貸利率及費率允許的最低水平確定。

山東重工財務公司為本公司之子公司陝西重型汽車有限公司的經銷商提供授信額度，申請開立銀行承兌匯票用於購買陝西重型汽車有限公司產品，2023年的授信額度為人民幣500,000,000.00元(2022年：人民幣1,000,000,000.00元)。陝西重型汽車有限公司為經銷商提供票據金額與保證金之間差額的退款保證責任。截至2023年12月31日，無尚未到期的承兌匯票敞口(2022年12月31日：無)。具體業務模式情況參見附註十三、2。



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

5. Major transactions between the Group and its related parties (Continued)

5. 本集團與關聯方的主要交易(續)

(4) Other related party transactions (Continued)

(4) 其他關聯方交易(續)

Amounts of transactions with Shandong Heavy Industry Finance Co. are as follows:

本集團與山東重工財務公司發生的各項交易額如下：

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Bank deposit placed	存放銀行存款	84,815,142,320.54	61,604,970,381.16
Interest income	利息收入	338,417,684.05	527,574,655.07
Interest expenses	利息支出	5,864,454.34	12,930,655.46
Acquisition of short-term borrowings	取得短期借款	90,000,000.00	180,000,000.00
Repayment of short-term borrowings	償還短期借款	107,500,000.00	342,500,000.00
Acquisition of long-term borrowings	取得長期借款	-	90,000,000.00
Repayment of long-term borrowings	償還長期借款	10,000,000.00	120,000,000.00
Establishment of bank acceptance bills	開具銀行承兌匯票	2,020,028,571.90	2,747,756,973.28

Balances of accounts with Shandong Heavy Industry Finance Co. are as follows:

本集團與山東重工財務公司的各項往來餘額如下：

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Cash and cash equivalents placed with related parties	存放關聯方的貨幣資金	29,075,692,104.66	23,558,435,638.00
Interest receivable	應收利息	85,495,728.72	7,597,644.33
Balance of short-term borrowings	短期借款餘額	90,000,000.00	107,500,000.00
Balance of long-term borrowings	長期借款餘額	75,000,000.00	85,000,000.00
Balance of bank acceptance bills issued	開具的銀行承兌匯票餘額	952,844,137.94	1,286,555,773.74

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (4) Other related party transactions (Continued)

Subsidiaries of the Group entered into finance leasing cooperation with Shanzhong Finance Leasing Co., Ltd. and Huiyin Finance Leasing Co., Ltd., details of which are set out in Note XIII.3.

On 5 June 2023, the Company entered into a share transfer agreement with CNHTC and Shengrui Transmission, pursuant to which the Company agreed to sell 38% interest in Shengrui Transmission to CNHTC, details of which are set out in Note V.14.

##### (5) Compensation of key management personnel

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Fees	袍金	950,000.00	900,000.00
Other emolument:	其他薪酬：		
Wages, allowances and non-cash benefits in kind	工資、津貼和非現金利益金額	29,402,630.42	23,738,420.91
Contribution to pension schemes	養老金計劃供款	934,908.66	1,336,211.86
Total	合計	31,287,539.08	25,974,632.77

Key management are the persons who are authorized and responsible for planning, supervision and control of the Group's activities, including directors, general manager, chief accounting officer, financial controller, deputy general managers in charge of different business, and other personnel who perform similar strategic functions.

Compensation for key management personnel includes salaries, welfare and bonus paid in cash, kind and other forms, special treatment and marketable securities.

In 2023, the Company granted restrictive A shares to some directors, senior management officers, middle management officers, and core technology (business) staff of the Group, details of which are set out in Note XII.1.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (4) 其他關聯方交易(續)

本集團之子公司與山重融資租賃有限公司、匯銀融資租賃有限公司開展融資租賃合作，有關詳情參見附註十三、3。

本公司於2023年6月5日與重汽集團及盛瑞傳動簽訂股權轉讓協議書，約定將本公司持有的盛瑞傳動38%的股權轉讓給重汽集團，詳見附註五、14。

##### (5) 關鍵管理人員報酬

關鍵管理人員指有權利並負責進行計劃、指揮和控制本集團活動的人員。包括董事、總經理、總會計師、財務總監、主管各項事務的副總經理，以及行使類似政策職能的人員。

支付給關鍵管理人員的報酬包括採用貨幣、實物形式和其他形式的工資、福利、獎金、特殊待遇及有價證券等。

本集團於2023年授予本集團部分董事、高級管理人員、中層管理人員、核心技術(業務)骨幹A股限制性股票，詳見附註十二、1。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (5) Compensation of key management personnel (Continued)

##### (a) Remuneration of independent non-executive directors

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

Independent non-executive directors	獨立非執行董事	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Ms. Jiang Yan	蔣彥女士	190,000.00	180,000.00
Mr. Yu Zhuoping	余卓平先生	190,000.00	180,000.00
Mr. Chi Deqiang (Note)	遲德強先生(註)	100,000.00	–
Mr. Zhao Fuquan (Note)	趙福全先生(註)	100,000.00	–
Mr. Xu Bing (Note)	徐兵先生(註)	100,000.00	–
Mr. Li Hongwu (Note)	李洪武先生(註)	90,000.00	180,000.00
Mr. Wen Daocai (Note)	聞道才先生(註)	90,000.00	180,000.00
Ms. Zhao Huifang (Note)	趙惠芳女士(註)	90,000.00	180,000.00
Total	合計	950,000.00	900,000.00

Note: Each of Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing has served as an independent Director since 28 June 2023. Each of Mr. Li Hongwu, Mr. Wen Daocai and Ms. Zhao Huifang has ceased to be an independent Director since 28 June 2023.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (5) 關鍵管理人員報酬(續)

##### (a) 獨立非執行董事酬金

年內付予獨立非執行董事的袍金如下：

註：遲德強先生、趙福全先生及徐兵先生自2023年6月28日起開始擔任本公司獨立董事；李洪武先生、聞道才先生及趙惠芳女士自2023年6月28日起不再擔任本公司獨立董事。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (5) Compensation of key management personnel (Continued)

##### (b) Remuneration of executive directors, non-executive directors and supervisors

Executive directors	執行董事	Fees	Wages, allowances and non-cash benefits	Performance-linked bonus	Contribution to pension schemes	Total remuneration
		袍金	工資、津貼和非現金利益金額	績效掛鈎獎金	養老金計劃供款	薪酬總額
Tan Xuguang (Note 1)	譚旭光先生(註1)	-	-	-	-	-
Zhang Quan	張泉先生	-	2,977,600.00	-	60,897.12	3,038,497.12
Ma Changhai (Note 2)	馬常海先生(註2)	-	1,766,000.00	-	35,339.76	1,801,339.76
Wang Decheng (Note 2)	王德成先生(註2)	-	2,581,200.00	-	60,698.13	2,641,898.13
Sun Shaojun	孫少軍先生	-	-	-	-	-
Yuan Hongming	袁宏明先生	-	-	-	-	-
Ma Xuyao (Note 2)	馬旭耀先生(註2)	-	-	-	-	-
Xu Xinyu (Note 2)	徐新玉先生(註2)	-	1,376,300.00	-	60,897.12	1,437,197.12
Yan Jianbo (Note 2)	嚴鑒鉞先生(註2)	-	-	-	-	-
<b>Total</b>	<b>合計</b>	<b>-</b>	<b>8,701,100.00</b>	<b>-</b>	<b>217,832.13</b>	<b>8,918,932.13</b>

Note 1: Mr. Tan Xuguang is the chairman of the Company.

Note 2: Each of Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao has served as a Director since 28 June 2023. Mr. Xu Xinyu has ceased to be a Director since 28 June 2023. Mr. Yan Jianbo has ceased to be a Director since 5 June 2023.

註1：譚旭光先生為本公司董事長。

註2：馬常海先生、王德成先生及馬旭耀先生自2023年6月28日起開始擔任本公司董事；徐新玉先生自2023年6月28日起不再擔任本公司董事；嚴鑒鉞先生自2023年6月5日起不再擔任本公司董事。

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (5) 關鍵管理人員報酬(續)

##### (b) 執行董事、非執行董事及監事酬金

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (5) Compensation of key management personnel (Continued)

##### (b) Remuneration of executive directors, non-executive directors and supervisors (Continued)

Non-executive directors	非執行董事	Fees 袍金	Wages, allowances and non-cash benefits	Performance- linked bonus 績效 掛鈎獎金	Contribution to pension schemes 養老金 計劃供款	Total remuneration 薪酬總額
			工資、津貼和 非現金利益金額			
Mr. Zhang Liangfu	張良富先生	-	175,000.00	-	-	175,000.00
Mr. Richard Robinson Smith (Note 3)	Richard Robinson Smith先生 (註3)	-	100,000.00	-	-	100,000.00
Mr. Michael Macht	Michael Macht先生	-	175,000.00	-	-	175,000.00
Mr. Jiang Kui (Note 3)	江奎先生(註3)	-	64,600.00	-	-	64,600.00
Mr. Gordon Riske (Note 3)	Gordon Riske先生(註3)	-	64,600.00	-	-	64,600.00
Total	合計	-	579,200.00	-	-	579,200.00

Note 3: Mr. Richard Robinson Smith has served as a Director since 28 June 2023. Each of Mr. Jiang Kui and Mr. Gordon Riske has ceased to be a Director since 5 June 2023.

註3: Richard Robinson Smith先生自2023年6月28日起開始擔任本公司董事；江奎先生及Gordon Riske先生自2023年6月5日起不再擔任本公司董事。

Supervisors	監事	Fees 袍金	Wages, allowances and non-cash benefits	Performance- linked bonus 績效 掛鈎獎金	Contribution to pension schemes 養老金 計劃供款	Total remuneration 薪酬總額
			工資、津貼 和非現金 利益金額			
Mr. Wang Yanlei	王延磊先生	-	-	-	-	-
Mr. Wang Xuewen	王學文先生	-	-	-	-	-
Mr. Zhao Yongchang (Note 4)	趙永昌先生(註4)	-	126,000.00	-	-	126,000.00

Note 4: Mr. Zhao Yongchang has served as a supervisor of the Company since 26 May 2023.

註4: 趙永昌先生自2023年5月26日起開始擔任本公司監事。

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (5) 關鍵管理人員報酬(續)

##### (b) 執行董事、非執行董事及監事酬金(續)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

5. Major transactions between the Group and its related parties (Continued)

(5) Compensation of key management personnel (Continued)

(c) Remuneration of senior management personnel

十一、關聯方關係及其交易(續)

5. 本集團與關聯方的主要交易(續)

(5) 關鍵管理人員報酬(續)

(c) 高級管理人員酬金

Senior management personnel	高級管理人員	Fees	Wages, allowances and non-cash benefits 工資、津貼和非現金利益金額	Performance-linked bonus 績效掛鈎獎金	Contribution to pension schemes 養老金計劃供款	Total remuneration 薪酬總額
Mr. Wang Jian	王健先生	-	1,231,030.42	-	59,297.20	1,290,327.62
Mr. Guo Shenggang	郭聖剛先生	-	2,480,200.00	-	60,897.12	2,541,097.12
Mr. Zhi Baojing (Note 5)	支保京先生(註5)	-	-	-	-	-
Mr. Cheng Guangxu	程廣旭先生	-	2,247,000.00	-	66,739.60	2,313,739.60
Mr. Feng Gang (Note 5)	馮剛先生(註5)	-	563,600.00	-	13,581.12	577,181.12
Ms. Qu Hongkun	曲洪坤女士	-	1,703,400.00	-	58,443.84	1,761,843.84
Mr. Ding Yingdong	丁迎東先生	-	1,746,500.00	-	60,897.12	1,807,397.12
Mr. Jin Zhao	金釗先生	-	1,805,700.00	-	58,443.84	1,864,143.84
Mr. Li Pengcheng	李鵬程先生	-	2,087,200.00	-	58,443.84	2,145,643.84
Mr. Xiao Qisheng	肖奇勝先生	-	1,532,100.00	-	57,940.40	1,590,040.40
Mr. Wang Lingjin	王令金先生	-	2,068,500.00	-	-	2,068,500.00
Ms. Ling Yun	凌芸女士	-	-	-	60,897.12	60,897.12
Mr. Gao Tianchao	高天超先生	-	607,000.00	-	54,986.00	661,986.00
Ms. Hu Yunyun	胡云云女士	-	414,100.00	-	55,990.56	470,090.56
Mr. Jiang Ningtao (Note 5)	姜寧濤先生(註5)	-	1,510,000.00	-	50,518.77	1,560,518.77
Total	合計	-	19,996,330.42	-	717,076.53	20,713,406.95

Note 5: Mr. Zhi Baojing has served as a deputy general manager of the Company since 5 June 2023. Mr. Feng Gang has served as a deputy general manager of the Company since 13 October 2023. Mr. Jiang Ningtao has resigned as a vice president of the Company since 13 October 2023.

註5：支保京先生自2023年6月5日起開始擔任本公司副總經理，馮剛先生自2023年10月13日起開始擔任本公司副總經理，姜寧濤先生自2023年10月13日辭任本公司副總裁。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

#### 5. Major transactions between the Group and its related parties (Continued)

##### (5) Compensation of key management personnel (Continued)

##### (d) Five highest paid individuals

The five highest paid employees during the year did not include any director (2022: The five highest paid employees did not include any director). Details of the remuneration of the remaining five (2022: five) non-directors and non-supervisors, being the highest paid employees for the year, are as follows:

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Wages, allowances and non-cash benefits	工資、津貼和非現金利益金額	37,752,750.00	41,957,343.40
Performance-linked bonus	績效掛鉤獎金	27,677,700.00	5,700,455.60
Cash-settled share option expenses	以現金結算的股份支付費用	1,705,950.00	-
Contribution to pension schemes	養老金計劃供款	5,163,750.00	4,167,734.06
Total	合計	72,300,150.00	51,825,533.06

### 十一、關聯方關係及其交易(續)

#### 5. 本集團與關聯方的主要交易(續)

##### (5) 關鍵管理人員報酬(續)

##### (d) 五名最高薪人士

本年度內五名最高薪酬僱員不包括董事(2022年：五名最高薪酬僱員不包括董事)，五名(2022年：五名)非董事及非監事的最高僱員的酬金詳情如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

5. Major transactions between the Group and its related parties (Continued)

(5) Compensation of key management personnel (Continued)

(e) Remuneration bands

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

Item	項目	Number of people for the year 本年人數	Number of people for last year 上年人數
RMB7,500,001 to RMB8,000,000	人民幣7,500,001元至 人民幣8,000,000元	-	1
RMB8,000,001 to RMB10,000,000	人民幣8,000,001元至 人民幣10,000,000元	-	1
RMB10,000,001 to RMB11,500,000	人民幣10,000,001元至 人民幣11,500,000元	1	1
RMB11,500,001 to RMB12,500,000	人民幣11,500,001元至 人民幣12,500,000元	2	-
RMB12,500,001 to RMB17,500,000	人民幣12,500,001元至 人民幣17,500,000元	1	-
RMB17,500,001 to RMB23,000,000	人民幣17,500,001元至 人民幣23,000,000元	-	1
RMB23,000,001 to RMB25,000,000	人民幣23,000,001元至 人民幣25,000,000元	1	1

The number of senior management whose remuneration fell within the following bands is as follows:

Item	項目	Number of people for the year 本年人數	Number of people for last year 上年人數
Nil to RMB1,000,000	零至人民幣1,000,000元	5	15
RMB1,000,001 to RMB1,500,000	人民幣1,000,001元至 人民幣1,500,000元	1	3
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至 人民幣2,000,000元	5	4
RMB2,000,001 to RMB2,500,000	人民幣2,000,001元至 人民幣2,500,000元	4	1

十一、關聯方關係及其交易(續)

5. 本集團與關聯方的主要交易(續)

(5) 關鍵管理人員報酬(續)

(e) 薪酬介於範圍

薪酬介於下列範圍的非董事及非監事最高薪酬僱員的人數如下：

薪酬介於下列範圍的高級管理人員的人數如下：



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外,金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties

6. 關聯方應收應付款項餘額

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Gross carrying amount 賬面餘額	Provision for credit losses 信用損失準備	Gross carrying amount 賬面餘額	Provision for credit losses 信用損失準備
<b>Accounts receivable</b>	<b>應收賬款</b>				
Weichai Electric Equipment Co., Ltd	濰柴電力設備有限公司	496,996,443.66	2,512,456.06	271,959,699.20	1,487,804.82
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司				
	有限公司	213,717,428.21	161,438,112.00	85,176,232.65	-
Sinotruk Ji'nan Commercial Truck Co., Ltd.	中國重汽集團濟南商用車有限公司	193,825,751.03	3,880,141.39	217,136,889.26	1,130,003.09
Sinotruk Ji'nan Power Co., Ltd.	中國重汽集團濟南動力有限公司	193,645,473.57	3,733,587.19	14,764,624.86	214,042.25
Sinotruk Ji'nan Truck Co., Ltd.	中國重汽集團濟南卡車股份有限公司	169,585,795.36	3,772,319.02	127,592,767.89	1,852,900.47
Sinotruk Ji'ning Commercial Truck Co., Ltd.	中國重汽集團濟寧商用車有限公司	165,098,309.64	3,993,338.35	97,020,904.65	2,087,624.12
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	125,628,680.40	2,644,041.72	19,620,781.95	417,515.50
Xi'an FC Intelligence Transmission Co., Ltd.	西安雙特智能傳動有限公司	73,851,920.40	159,916.94	16,677,103.45	366,853.81
CNHTC Ji'nan Specialty Vehicles Co., Ltd.	中國重汽集團濟南特種車有限公司	63,636,138.17	960,260.63	12,420,336.98	383,373.98
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	58,502,240.43	1,757,963.40	244,363,709.60	1,567,737.27
Shaanxi Huazhen Industry and Trading Services Co., Ltd.	陝西華臻工貿服務有限公司	45,580,628.57	57,877.29	3,275,084.94	66,353.02
Zhongtong Bus Holding Co., Ltd.	中通客車股份有限公司	40,311,884.94	2,159,333.78	37,318,007.55	1,517,418.40
Weichai (Yangzhou) Yaxing New Energy Commercial Vehicles Co., Ltd.	濰柴(揚州)亞星新能源商用車有限公司	39,502,258.94	36,745.23	3,373,860.80	53,152.01
Sinotruk Chengdu Wangpai Commercial Vehicles Co., Ltd.	中國重汽集團成都王牌商用車有限公司	36,083,667.02	117,071.26	13,456,445.27	318,703.76
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	35,114,510.12	212,063.21	78,387,572.53	566,549.79
Shengrui Transmission Corporation Limited	盛瑞傳動股份有限公司	23,589,137.60	1,179,456.88	-	-
Yangzhou Yaxing Motor Coach Co., Ltd.	揚州亞星客車股份有限公司	23,476,814.66	2,957,650.84	12,198,759.59	638,230.91
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	21,340,497.09	439,272.90	9,987,112.87	92,526.67
Lovol Construction Machinery Group Co., Ltd.	雷沃重工集團有限公司	14,281,719.28	633,469.74	29,703,808.87	1,372,741.97
Shaanxi Eurostar Auto Co., Ltd	陝西歐舒特汽車股份有限公司	12,129,459.02	12,129,459.02	12,129,459.02	12,129,459.02
Shaanxi Huazhen Vehicle Component Parts Co., Ltd.	陝西華臻汽車零部件有限公司	10,647,281.29	1,788.32	13,265,165.63	4,666.95
Others	其他	495,203,796.32	8,047,639.55	636,193,680.11	10,783,638.62
<b>Total</b>	<b>合計</b>	<b>2,551,749,835.72</b>	<b>212,823,964.72</b>	<b>1,956,022,007.67</b>	<b>37,051,296.43</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Gross carrying amount 賬面餘額	Provision for credit losses 信用損失準備	Gross carrying amount 賬面餘額	Provision for credit losses 信用損失準備
<b>Other receivables and long-term receivables</b>	<b>其他應收款及長期應收款</b>				
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	264,922,156.88	-	310,656.00	-
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	92,479,255.15	4,623,962.76	-	-
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	18,539,825.48	61,036.91	514,938.60	-
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司	16,733,289.88	-	17,509,442.68	-
Baoding Shanqi Tianma Automobile Co., Ltd.	保定陝汽天馬汽車有限公司	13,778,740.01	13,778,740.01	13,778,740.01	13,778,740.01
Others	其他	95,484,178.11	125,301.49	100,675,828.13	58,799.58
<b>Total</b>	<b>合計</b>	<b>501,937,445.51</b>	<b>18,589,041.17</b>	<b>132,789,605.42</b>	<b>13,837,539.59</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Notes receivable</b>	<b>應收票據</b>		
Sinotruk (Ji'nan) Aftersales and Intelligence Services Co., Ltd.	重汽(濟南)後市場智慧服務有限公司	<b>832,222,895.80</b>	901,123,584.16
Shantui Construction Machinery Co., Ltd.	山推工程機械股份有限公司	<b>416,943,417.14</b>	249,246,996.65
Zhongtong Bus Holding Co., Ltd.	中通客車股份有限公司	<b>259,166,104.44</b>	213,966,500.00
Lovol Construction Machinery Group Co., Ltd.	雷沃重工集團有限公司	<b>240,761,235.82</b>	138,038,994.00
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	<b>167,600,178.13</b>	142,459,824.31
Sinotruk Jining Commercial Truck Co., Ltd.	中國重汽集團濟寧商用車有限公司	<b>131,620,000.00</b>	–
Sinotruk International Co., Ltd.	中國重汽集團國際有限公司	<b>98,859,805.00</b>	97,379,200.00
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	<b>82,309,200.59</b>	44,441,458.36
Sinotruk Ji'nan Commercial Truck Co., Ltd.	中國重汽集團濟南商用車有限公司	<b>76,861,398.74</b>	37,442,205.00
Weichai (Yangzhou) Special Vehicles Co., Ltd.	濰柴(揚州)特種車有限公司	<b>39,848,991.21</b>	126,043,572.38
Yangzhou Yaxing Motor Coach Co., Ltd.	揚州亞星客車股份有限公司	<b>37,005,580.24</b>	23,273,877.52
Sinotruk Chengdu Wangpai Commercial Vehicles Co., Ltd.	中國重汽集團成都王牌商用車有限公司	<b>28,601,000.00</b>	38,200,000.00
CNHTC Ji'nan Specialty Vehicles Co., Ltd.	中國重汽集團濟南特種車有限公司	<b>26,070,000.00</b>	–
Sinotruk Fujian Haixi Vehicles Co., Ltd.	中國重汽集團福建海西汽車有限公司	<b>23,906,536.00</b>	17,674,700.00
Shandong Shantui Construction Machinery Import and Export Co., Ltd.	山東山推工程機械進出口有限公司	<b>17,179,812.00</b>	–
Shantui Janeoo Machinery Co., Ltd.	山推建友機械股份有限公司	<b>16,545,142.90</b>	7,120,000.00
Sinotruk Ji'nan Truck Co., Ltd.	中國重汽集團濟南卡車股份有限公司	<b>15,670,900.00</b>	4,941,000.00
Linyi Shan Zhong Excavator Co., Ltd.	臨沂山重挖掘機有限公司	<b>11,782,881.33</b>	53,331,699.90
Others	其他	<b>59,972,907.72</b>	326,415,114.59
<b>Total</b>	<b>合計</b>	<b>2,582,927,987.06</b>	<b>2,421,098,726.87</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Receivable Financing</b>	<b>應收款項融資</b>		
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	<b>174,627,904.31</b>	55,992,755.15
Sinotruk (Ji'nan) Aftersales and Intelligence Services Co., Ltd.	重汽(濟南)後市場智慧服務有限公司	<b>154,108,735.40</b>	110,986,851.83
Shantui Construction Machinery Co., Ltd.	山推工程機械股份有限公司	<b>145,331,536.59</b>	57,042,277.54
Sinotruk Ji'nan Commercial Truck Co., Ltd.	中國重汽集團濟南商用車有限公司	<b>119,711,400.00</b>	107,028,400.00
Sinotruk Jining Commercial Truck Co., Ltd.	中國重汽集團濟寧商用車有限公司	<b>118,330,000.00</b>	—
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司	<b>116,494,301.99</b>	20,000,000.00
Zhongtong Bus Holding Co., Ltd.	中通客車股份有限公司	<b>106,295,167.31</b>	253,000.00
Lovol Construction Machinery Group Co., Ltd.	雷沃重工集團有限公司	<b>67,615,494.59</b>	5,086,716.80
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	<b>56,560,925.23</b>	231,268,173.40
Sinotruk Ji'nan Truck Co., Ltd.	中國重汽集團濟南卡車股份有限公司	<b>32,370,000.00</b>	25,710,600.00
Sinotruk Fujian Haixi Vehicles Co., Ltd.	中國重汽集團福建海西汽車有限公司	<b>32,271,000.00</b>	6,620,000.00
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	<b>31,760,000.00</b>	25,730,000.00
Others	其他	<b>154,297,181.19</b>	263,891,973.82
<b>Total</b>	<b>合計</b>	<b>1,309,773,646.61</b>	909,610,748.54

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Prepayments</b>	<b>預付款項</b>		
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	68,818,701.42	-
Shaanxi Tongli Special Purpose Vehicle Co., Ltd.	陝西通力專用汽車有限責任公司	26,420,095.54	-
Shaanxi Yuanxing Supply Chain Management Co., Ltd.	陝西遠行供應鏈管理有限公司	16,155,639.74	73,103,622.16
Shaanxi Heavy-duty Special Vehicles Co., Ltd.	陝西重汽專用汽車有限公司	11,147,442.13	-
Ferretti S.P.A.	法拉帝股份有限公司	10,619,235.00	10,619,235.00
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	9,643,440.59	14,952,941.62
Others	其他	18,319,678.69	147,687,263.62
<b>Total</b>	<b>合計</b>	<b>161,124,233.11</b>	<b>246,363,062.40</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Accounts payable</b>	<b>應付賬款</b>		
Xi'an Cummins Engine Co., Ltd.	西安康明斯發動機有限公司	1,352,799,365.46	562,280,474.39
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	1,248,297,835.16	103,756,941.47
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	1,100,973,723.64	330,981,541.34
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	990,526,671.06	1,003,015,020.53
Shaanxi Wanfang Tianyun Vehicle Equipment Co. Ltd.	陝西萬方天運汽車電器有限公司	507,605,139.30	304,387,139.67
Shaanxi Wanfang Vehicle Parts and Components Co., Ltd.	陝西萬方汽車零部件有限公司	493,005,436.65	492,915,891.51
Xi'an Deshi Vehicle Components Co. Ltd.	西安德仕汽車零部件有限責任公司	483,861,122.31	330,012,991.97
Shaanxi Tongli Special Purpose Vehicle Co., Ltd.	陝西通力專用汽車有限責任公司	440,960,323.55	290,970,760.94
Xi'an FC Intelligence Transmission Co., Ltd.	西安雙特智能傳動有限公司	298,234,433.94	202,270,777.08
Shaanxi Huazhen Vehicle Component Parts Co., Ltd.	陝西華臻汽車零部件有限公司	271,556,847.24	144,896,191.93
Shaanxi Tonghui Automotive Transportation Co., Ltd.	陝西通匯汽車物流有限公司	224,459,346.55	120,569,695.82
Shaanxi Dezhen Parts Technology Co., Ltd.	陝西德臻零部件科技有限公司	191,693,325.45	—
Shaanxi Lantong Transmission Axle Co., Ltd.	陝西藍通傳動軸有限公司	120,600,557.57	102,836,514.60
Sinotruk International Co., Ltd.	中國重汽集團國際有限公司	116,960,008.34	3,421,079.18
Shaanxi Tianxingjian Vehicle Networking Information Technology Co., Ltd.	陝西天行健車聯網信息技術有限公司	89,724,969.99	36,955,948.13
Xi'an Oude Rubber and Plastic Technology Co., Ltd.	西安歐德橡膠技術有限公司	85,164,030.57	79,735,752.57
Guiyan Catalyst (Dongying) Co., Ltd.	貴研催化劑(東營)有限公司	74,652,767.47	959,564.98
Others	其他	1,248,357,585.17	588,191,131.59
<b>Total</b>	<b>合計</b>	<b>9,339,433,489.42</b>	<b>4,698,157,417.70</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Notes payable</b>	<b>應付票據</b>		
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	<b>1,240,963,376.88</b>	166,611,548.28
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	<b>361,847,866.00</b>	25,521,080.00
Xi'an FC Intelligence Transmission Co., Ltd.	西安雙特智能傳動有限公司	<b>275,479,140.00</b>	118,730,000.00
Shaanxi Automotive Group Commercial Vehicles Co., Ltd.	陝汽集團商用車有限公司	<b>234,920,000.00</b>	959,120,000.00
Xi'an Cummins Engine Co., Ltd.	西安康明斯發動機有限公司	<b>214,400,000.00</b>	450,000,000.00
Shaanxi Wanfang Vehicle Parts and Components Co., Ltd.	陝西萬方汽車零部件有限公司	<b>185,390,000.00</b>	7,670,000.00
Shaanxi Wanfang Tianyun Vehicle Equipment Co. Ltd.	陝西萬方天運汽車電器有限公司	<b>154,940,000.00</b>	8,270,000.00
Xi'an Deshi Vehicle Components Co. Ltd.	西安德仕汽車零部件有限責任公司	<b>139,797,000.00</b>	6,440,000.00
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	中集陝汽重卡(西安)專用車有限公司	<b>126,243,400.00</b>	-
Shaanxi Huazhen Vehicle Component Parts Co., Ltd.	陝西華臻汽車零部件有限公司	<b>76,316,000.00</b>	34,020,000.00
Shaanxi Tongli Special Purpose Vehicle Co., Ltd.	陝西通力專用汽車有限責任公司	<b>65,703,000.00</b>	7,570,000.00
Others	其他	<b>274,276,881.58</b>	151,705,968.66
<b>Total</b>	<b>合計</b>	<b>3,350,276,664.46</b>	<b>1,935,658,596.94</b>

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Contract liabilities</b>	<b>合同負債</b>		
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司	<b>161,438,112.00</b>	28,724,410.41
Sinotruk Jining Commercial Truck Co., Ltd.	中國重汽集團濟寧商用車有限公司	<b>37,288,759.15</b>	-
Weichai New Energy Commercial Vehicle Co. Ltd.	濰柴新能源商用車有限公司	<b>34,396,926.06</b>	699,701.40
Others	其他	<b>80,517,341.03</b>	37,509,965.10
<b>Total</b>	<b>合計</b>	<b>313,641,138.24</b>	<b>66,934,076.91</b>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

6. Amounts due from/to related parties (Continued)

十一、關聯方關係及其交易(續)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Other payables</b>	<b>其他應付款</b>		
Shaanxi Automobile Industry Co., Ltd.	陝西汽車實業有限公司	<b>322,641,472.72</b>	276,035,988.36
Weichai Group Holdings Limited	濰柴控股集團有限公司	<b>133,498,404.38</b>	209,338,644.14
Weichai Heavy-duty Machinery Co., Ltd.	濰柴重機股份有限公司	<b>31,379,167.65</b>	11,955,990.64
Shaanxi Tianxingjian Vehicle Networking Information Technology Co., Ltd.	陝西天行健車聯網信息技術有限公司	<b>10,733,241.08</b>	15,412,246.43
Others	其他	<b>84,913,542.34</b>	684,951,439.19
<b>Total</b>	<b>合計</b>	<b>583,165,828.17</b>	1,197,694,308.76

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Dividends payable</b>	<b>應付股利</b>		
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	<b>281,176,178.00</b>	156,679,200.00
Shaanxi Automotive Group Co., Ltd	陝西汽車集團股份有限公司	<b>21,568,310.00</b>	2,940,000.00
<b>Total</b>	<b>合計</b>	<b>302,744,488.00</b>	159,619,200.00



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

XI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

十一、關聯方關係及其交易(續)

6. Amounts due from/to related parties (Continued)

6. 關聯方應收應付款項餘額(續)

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Lease liabilities</b>	<b>租賃負債</b>		
Shaanxi Fast Gear Automotive Transmission Co., Ltd. and its subsidiaries	陝西法士特汽車傳動集團有限責任公司及其子公司	16,956,400.52	22,834,578.89
Shaanxi Car City Hotel Co., Ltd.	陝西陝汽車城酒店有限公司	3,300,524.44	-
Shaanxi Automotive Group Co., Ltd.	陝西汽車集團股份有限公司	4,168,452.23	2,122,720.56
Others	其他	7,599,846.40	-
<b>Total</b>	<b>合計</b>	<b>32,025,223.59</b>	<b>24,957,299.45</b>

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Long-term payables</b>	<b>長期應付款</b>		
Other immaterial associates	其他非重大聯營企業	469,532,185.60	518,801,326.80

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
<b>Non-current liabilities due within one year</b>	<b>一年內到期的非流動負債</b>		
Other immaterial associates	其他非重大聯營企業	250,963,072.00	207,863,468.70

Other than long-term payables and non-current liabilities due within one year, amounts due from/to related parties were non-interest bearing and unsecured, of which the terms of repayment for amounts of trading nature will follow the requirement of terms of trading, while amounts of non-trading nature have no fixed terms of repayment.

除長期應付款、一年內到期的非流動負債以外，應收及應付關聯方款項均不計利息、無抵押，其中，貿易往來的還款期遵從貿易條款規定，非貿易往來無固定還款期。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XII. SHARE-BASED PAYMENT

#### 1. Equity-settled share-based payment

##### (1) Overview of share-based payment under the 2023 Restricted Share Incentive Scheme of A Shares:

Type of grantee	授予對象類別	Granted in the year		Exercised in the year		Unlocked in the year		Lapsed in the year	
		Volume	Amount	Volume	Amount	Volume	Amount	Volume	Amount
Some directors, senior management officers, middle management officers, and core technology (business) staff	部分董事、高級管理人員、中層管理人員、核心技術(業務)骨幹	78,270,000	490,283,280.00	-	-	-	-	-	-
Total	合計	78,270,000	490,283,280.00	-	-	-	-	-	-

Outstanding share options and other equity instruments as at the end of period:

期末發行在外的股票期權和其他權益工具：

Type of grantee	授予對象類別	Outstanding share option at the end of period		Outstanding other equity instruments at the end of period	
		Scope of exercise price	Remaining contractual period	Scope of exercise price	Remaining contractual period
Some directors, senior management officers, middle management officers, and core technology (business) staff	部分董事、高級管理人員、中層管理人員、核心技術(業務)骨幹	-	-	RMB6.264/share 6.264元/股	24 months, 36 months and 48 months 24個月、36個月 和48個月

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 1. Equity-settled share-based payment (Continued)

##### (2) Equity-settled share-based payment

Pursuant to the 2023 Restricted Share Incentive Scheme of A Shares of the Company considered and approved by the Company at general meeting on 13 November 2023, the board of directors of the Company was authorized to consider and approve "To Consider and Approve the Resolution Regarding Matters Relating to the Adjustment of the 2023 Restricted Share Incentive Scheme of A Shares of the Company" on 8 December 2023, whereby 78.27 million restrictive shares were granted to a total of 693 incentive participants at a grant price of RMB6.264 per share. The incentive participants included directors, senior management officers, middle management officers, and core technology (business) staff of the Group. The incentive scheme is subject to lock-up periods of 24 months, 36 months and 48 months, respectively, from the date of registration of the respective grants of the restricted shares. The unlocking proportion to equity interests granted was 30%, 30% and 40% respectively.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十二、股份支付(續)

#### 1. 以權益結算的股份支付情況(續)

##### (2) 以權益結算的股份支付情況

根據本公司股東大會於2023年11月13日審議及批准的本公司2023年A股限制性股票激勵計劃，本公司董事會獲授權於2023年12月8日審議通過了《審議及批准關於調整公司2023年A股限制性股票激勵計劃相關事項的議案》，向激勵對象授予限制性股票7,827萬股，激勵對象人數693人，授予價格6.264元/股，激勵對象為本集團董事、高級管理人員、中層管理人員及核心技術(業務)人員。本次激勵計劃限售期分別為自限制性股票授予登記之日起24個月、36個月、48個月，可解除限售數量佔獲授權益數量比例分別為30%、30%、40%。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 1. Equity-settled share-based payment (Continued)

##### (2) Equity-settled share-based payment (Continued)

The Company and the incentive participants may unlock the lock-up restrictions on the restricted shares granted under this incentive scheme only if the following conditions are satisfied, including: in the event that the performance appraisal targets under the incentive scheme are not achieved during an unlocking period, the lock-up restrictions shall not be unlocked in respect of the restricted shares of all incentive participants for an unlocking period; and the incentive participants shall only be eligible for unlocking the lock-up restrictions for the current period after they have passed the appraisal of the corresponding appraisal year. The restricted shares to be unlocked during an unlocking period = the Restricted Shares that are expected to be unlocked during the unlocking period × the unlocking proportion from a business unit perspective × the unlocking proportion from an individual perspective. Restricted shares that cannot be unlocked during an unlocking period shall not be deferred to the next period for unlocking, and shall be repurchased by the Company at the grant price or the market price of the A Shares at the time of the repurchase, whichever is lower.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十二、股份支付(續)

#### 1. 以權益結算的股份支付情況(續)

##### (2) 以權益結算的股份支付情況(續)

公司和激勵對象只有在同時滿足下列條件時，方可依據本激勵計劃對授予的限制性股票進行解除限售，其中包括：若限制性股票某個解除限售期的公司業績考核目標未達成，則所有激勵對象當期限限制性股票不可解除限售；激勵對象相應考核年度考核合格後才具備當期限限制性股票的解除限售資格，激勵對象個人當期實際可解除限售額度 = 個人當期計劃解除限售額度 × 業務單元層面的解除限售比例 × 個人層面的解除限售比例。當期未能解除限售的限制性股票不得遞延至下期解除限售，由公司回購，回購價格為授予價格與回購時公司股票市場價格的孰低值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XII. SHARE-BASED PAYMENT (CONTINUED)

1. Equity-settled share-based payment (Continued)

(2) Equity-settled share-based payment (Continued)

Item 項目	Details 情況
Determination of fair value of equity instruments as at the date of grant 授予日權益工具公允價值的確定方法	The fair value of the restricted shares is represented by the closing price of the shares as at the date of grant. The difference between the fair value and the grant price is treated as the cost of share-based payment per restricted share. 公司以授予日股票收盤價作為限制性股票的公允價值，與授予價格之間的差額作為每股限制性股票的股份支付成本
Significant parameters of fair value of equity instruments as at the date of grant 授予日權益工具公允價值的重要參數	–
Basis of determination of the volume of exercisable equity instruments 可行權權益工具數量的確定依據	The best estimate is determined according to the equity instruments corresponding to the incentive participant, performance of the Company and performance appraisal of the individual as at each balance sheet date during the lock-up period 在限售期的每個資產負債日，根據激勵對象對應的權益工具、公司業績以及個人績效考核情況等進行最佳估計
Reason for the material difference between the estimate for this period and the estimate for the previous year 本期估計與上年估計有重大差異的原因	–
Cumulative amount of equity-settled share-based payment being taken to capital reserves 以權益結算的股份支付計入資本公積的累計金額	17,477,691.00

(3) Share-based payments made during the year

(3) 本年股份支付費用

Type of grantees 授予對象類別	Equity-settled share-based payments 以權益結算的股份支付費用	Cash-settled share-based payments 以現金結算的股份支付費用
Some directors, senior management officers, middle management officers, and core technology (business) staff 部分董事、高級管理人員、中層管理人員、核心技術(業務)骨幹	17,477,691.00	–

(4) Termination of or change to share-based payments  
Nil.

(4) 股份支付的終止或修改情況  
無。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 2. Cash-settled Share-based Payments

##### *Share Incentive Scheme Applicable to KION Managers*

In 2023, a cash-settled equity incentive scheme was granted by KION became applicable to managers from 1 January 2023, for a term of three years ("KION Manager Incentive Scheme 2023"). The remuneration component measured over the long term is based in equal parts on the total shareholder return (TSR) of KION shares compared with the MDAX index as a measure of market performance, and with return on capital employed (ROCE) and the degree of achievement of environmental, social and governance (ESG) goals as an internal measure. It also depends on the performance of KION shares during the relevant period.

The share incentive scheme granted to KION managers in 2023 is subject to appraisal for business performance during a period ended 31 December 2025, (the share incentive scheme granted to KION managers in 2022 is subject to appraisal for business performance during a period ended 31 December 2024). The share incentive scheme granted to KION managers in 2021 is subject to appraisal for business performance during a period ended 31 December 2023, and was settled in March 2024.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十二、股份支付(續)

#### 2. 以現金結算的股份支付情況

##### *KION經理股權激勵計劃*

在2023年，KION對經理授予了自2023年1月1日起為期三年的以現金結算的股權激勵計劃(「KION2023年度經理股權激勵計劃」)。KION的長期報酬的衡量是基於全體股東的回報率，與作為計量市場業績的MDAX指數作比較，並將已動用資本回報率(ROCE)及環境、社會和治理(ESG)目標實現程度作為內部計量基礎。該計量選取決於KION股價在相關期間內的表現。

2023年授予的經理股權激勵計劃的業績考核期在2025年12月31日結束(2022年授予的經理股權激勵計劃的業績考核期在2024年12月31日結束)。2021年度授予的經理股權激勵計劃在2023年12月31日結束，並於2024年3月完成支付。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 2. Cash-settled Share-based Payments (Continued) Share Incentive Scheme Applicable to KION Managers (Continued)

Pursuant to the KION Manager Incentive Scheme 2023, at the beginning of the period subject to appraisal, on 1 January 2023, 1,074,813 virtual shares with specific fair value were granted to managers (under the manager incentive scheme 2022: 266,172 virtual shares granted; under the manager incentive scheme 2021: 191,733 virtual shares granted). Such virtual shares were apportioned in proportion to the total annual remuneration of the respective managers who were granted such shares. At the end of the performance period, the number of the virtual shares so granted is amended depending on the degree to which the relevant targets are achieved. The resulting final number of virtual shares multiplied by the smoothed price of KION shares at the end of the performance period determines the amount of cash actually paid. KION has the right to adjust it at the end of performance period when results or development performance is outstanding. The maximum amount payable is limited to 250% (2022: 250%) of the value of the shares allotted to an individual at the grant date. Fair value of the cash-settled share-based payment as at each assessment date is assessed using Monte-Carlo simulation, with the following parameters for measurement:

		Assessment date on 31 December 2023	
		評估日2023年12月31日	
Parameters for measurement (EUR)	計量參數(歐元)	2023 tranche 2023年份額	2022 tranche 2022年份額
Expected fluctuation of share price of KION	KION股價預期波動率	55.0%	50.0%
Expected fluctuation of price of MDAX index	MDAX指數預期波動率	20.0%	25.0%
Risk-free interest rate	無風險利率	2.43%	2.38%
Expected dividend yield	股息生息率	1.03	0.75
Share price of KION at valuation date	評估日KION股價	39.42	27.03
MDAX index at valuation date	評估日MDAX指數	27,353.02	25,486.65
60-day-average initial value of shares of KION	60日平均KION股票初始價格	25.39	94.32
60-day-average initial value of MDAX index	60日平均初始MDAX指數	24,662.39	34,820.06

As at 31 December 2023, the fair value of the remaining virtual shares granted under the manager incentive scheme 2021 was EUR17.18 (2022: EUR10.41) per share; the fair value of the remaining virtual shares granted under the manager incentive scheme 2022 was EUR21.52 (2022: EUR12.51) per share; and the fair value of the remaining virtual shares granted under the manager incentive scheme 2023 was EUR35.65 per share.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十二、股份支付(續)

#### 2. 以現金結算的股份支付情況(續) KION經理股權激勵計劃(續)

根據KION2023年度經理股權激勵計劃，在2023年1月1日績效考核初期，經理被授予1,074,813份具有特定公允價值的虛擬股份(2022年經理股權激勵計劃授予：266,172份；2021年經理股權激勵計劃授予：191,733份)，該虛擬股份按照每位經理被授予股份時個人總年薪的相應比例進行分配。在業績考核期末，授予虛擬股份的數量會按照相關目標的完成程度進行修訂。修訂後的虛擬股份數量乘以KION在業績考核期末的平滑股價來決定最終實際需要支付的金額，KION有權在業績表現或發展突出的情況下在考核期末做調整。最終的支付金額以虛擬股份於授予日當天公允價值的250%(2022年：250%)為上限。授予的以現金結算的股份支付於每個評估日採用蒙特·卡羅模型評估公允價值，具體計量參數如下：

截至2023年12月31日，2021年度經理股權激勵計劃剩餘的虛擬股份的公允價值為每股17.18歐元(2022年：每股10.41歐元)；2022年度經理股權激勵計劃剩餘的虛擬股份的公允價值為每股21.52歐元(2022年：每股12.51歐元)；2023年度經理股權激勵計劃剩餘的虛擬股份的公允價值為每股35.65歐元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 2. Cash-settled Share-based Payments (Continued) *Share Incentive Scheme Applicable to KION Executive Board*

As part of the Share Incentive Scheme of KION, members of the Executive Board were granted virtual shares over a fixed period of time (3 years). 40% (2022: 40%) of the measurement of share incentives by the 2023 KION Executive Board is based on the comparison between the returns of shareholders as a whole and MDAX index as the basis for measuring market performance. Another 40% (2022: 40%) is based on the return on capital employed (ROCE) as the basis for measuring internal performance. 20% (2022: 20%) is linked to the goals of environmental, Social and Governance (ESG). The measurement is subject to the performance of KION's share price during the respective periods. On 1 January 2023, i.e. the beginning of the period subject to appraisal, 245,373 virtual shares (2022: 61,222) with specified fair value were granted to members of the Executive Committee by KION and apportioned in ways stipulated in the service contract of each member of the Executive Committee.

At the end of the performance period, the number of the virtual shares so granted is amended depending on the degree to which the relevant targets are achieved. The resulting final number of virtual shares multiplied by the smoothed price of KION shares at the end of the performance period determines the amount of cash actually paid. The Supervisory Board of KION can also use a personal performance factor with respect to the members of the Executive Board to adjust the final payment at the end of the performance period by +/- 30 per cent. The maximum amount payable is limited to 200 per cent of the value of the shares allotted to an individual at the grant date. Fair value of the cash-settled share-based payment as at each assessment date is assessed using Monte-Carlo simulation, with the same parameters for measurement as the KION Manager Incentive Scheme.

As at 31 December 2023, the fair value of the remaining virtual shares granted under the 2021 Share Incentive Scheme Applicable to KION Executive Board was EUR5.01 per share (2022: EUR13.45 per share). The fair value of the remaining virtual shares granted under the 2022 Share Incentive Scheme Applicable to KION Executive Board was EUR24.06 per share (2022: EUR13.07 per share). The fair value of the remaining virtual shares granted under the 2023 Share Incentive Scheme Applicable to KION Executive Board was EUR30.14 per share.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十二、股份支付(續)

#### 2. 以現金結算的股份支付情況(續) *KION執行委員會股權激勵計劃*

作為KION股權激勵計劃的一部分，執行委員會成員在一個固定的期間內(3年)被授予虛擬股份。2023年度KION執行委員會股權激勵計量的40%(2022年度：40%)基於全體股東的回報率與MDAX指數的比較，作為市場業績計量基礎；40%(2022年度：40%)基於已動用資本回報率(ROCE)，作為內部業績計量基礎；20%(2022年度：20%)與環境、社會和治理(ESG)目標掛鉤。該計量還取決於KION股價在相關期間內的表現。在2023年1月1日績效期間考核初期，KION授予執行委員會成員245,373份具有特定公允價值的虛擬股份(2022年：61,222份)，該虛擬股份按照每位執行委員會成員的服務合同中規定的方式分配。

在業績考核期末，授予個人虛擬股份的數量會按照相關目標的完成程度進行修訂。修訂後的股份數量乘以KION在業績考核期末的平滑股價來決定最終實際需要支付的金額。KION監事會有權按照執行委員會委員的個人績效於業績考核期末在30%的幅度內做調整，對每個人最終的支付金額以授予日當天公允價值的200%為上限。授予的以現金結算的股份支付於每個評估日採用蒙特·卡羅模型評估公允價值，具體計量參數與KION經理股權激勵項目相同。

截至2023年12月31日，2021年度執行委員會股權激勵計劃剩餘的虛擬股份的公允價值為每股5.01歐元(2022年：每股13.45歐元)；2022年度執行委員會股權激勵計劃剩餘的虛擬股份的公允價值為每股24.06歐元(2022年：每股13.07歐元)；2023年度執行委員會股權激勵計劃剩餘的虛擬股份的公允價值為每股30.14歐元。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XII. SHARE-BASED PAYMENT (CONTINUED)

#### 2. Cash-settled Share-based Payments (Continued)

In summary, details of liabilities incurred from the cash-settled share-based payments of the Group are as follows:

### 十二、股份支付(續)

#### 2. 以現金結算的股份支付情況(續)

綜上，本集團以現金結算的股份支付產生的負債具體如下：

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		EUR 歐元	Equivalent to RMB 折合人民幣	EUR 歐元	Equivalent to RMB 折合人民幣
Share Incentive Scheme Applicable to KION Managers	KION經理股權激勵計劃：				
Granted in 2020	2020年授予	-	-	971,962.00	7,214,776.73
Granted in 2021	2021年授予	2,818,001.00	22,147,233.46	1,348,130.00	10,007,034.18
Granted in 2022	2022年授予	3,651,169.00	28,695,267.40	1,259,757.00	9,351,050.24
Granted in 2023	2023年授予	13,529,698.00	106,332,602.52	-	-
Sub-total	小計	19,998,868.00	157,175,103.38	3,579,849.00	26,572,861.15
Share Incentive Scheme Applicable to KION Executive Board:	KION執行委員會股權激勵計劃：				
Granted in 2020	2020年授予	-	-	219,674.28	1,630,620.21
Granted in 2021	2021年授予	519,449.15	4,082,454.76	847,376.88	6,289,993.84
Granted in 2022	2022年授予	961,711.56	7,558,283.49	266,989.96	1,981,839.77
Granted in 2023	2023年授予	2,649,879.20	20,825,930.61	-	-
Sub-total	小計	4,131,039.91	32,466,668.86	1,334,041.12	9,902,453.82
Total	合計	24,129,907.91	189,641,772.24	4,913,890.12	36,475,314.97

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XII. SHARE-BASED PAYMENT (CONTINUED)

2. Cash-settled Share-based Payments (Continued)

Details of aggregate amount of charges incurred from the cash-settled share-based payments recognised by the Group are as follows:

十二、股份支付(續)

2. 以現金結算的股份支付情況(續)

本集團確認的以現金結算的股份支付費用總額具體如下：

Item	項目	Incurred during the year 本年發生額		Incurred in previous year 上年發生額	
		EUR 歐元	Equivalent to RMB 折合人民幣	EUR 歐元	Equivalent to RMB 折合人民幣
Share Incentive Scheme Applicable to KION Managers:	KION經理股權激勵計劃：				
Granted in 2020	2020年授予	-	-	(14,016,038.00)	(100,994,086.87)
Granted in 2021	2021年授予	1,469,871.00	11,244,513.15	(3,940,870.00)	(28,177,959.12)
Granted in 2022	2022年授予	2,391,412.00	18,294,301.80	1,259,757.00	9,351,050.24
Granted in 2023	2023年授予	13,529,698.00	103,502,189.70	-	-
Sub-total	小計	17,390,981.00	133,041,004.65	(16,697,151.00)	(119,820,995.75)
Share Incentive Scheme Applicable to KION Executive Board:	KION執行委員會股權激勵計劃：				
Granted in 2020	2020年授予	-	-	(4,406,325.72)	(31,767,711.99)
Granted in 2021	2021年授予	(327,927.73)	(2,508,647.13)	(1,643,623.12)	(11,694,278.86)
Granted in 2022	2022年授予	694,721.60	5,314,620.24	266,989.96	1,981,839.77
Granted in 2023	2023年授予	2,649,879.20	20,271,575.88	-	-
Sub-total	小計	3,016,673.07	23,077,548.99	(5,782,958.88)	(41,480,151.08)
Total	合計	20,407,654.07	156,118,553.64	(22,480,109.88)	(161,301,146.83)

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XIII. COMMITMENTS AND CONTINGENCIES

#### 1. Significant commitments

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Contracted for but not yet recognized in the financial statement	已簽約但尚未於財務報表中確認的		
– Commitment on acquisition and construction of long-term assets	– 購建長期資產承諾	<b>13,000,281,573.72</b>	6,952,343,391.69

#### 2. Confirmation risks

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a tri-party cooperation agreement with distributors and endorsing bank. Distributors will deposit guarantee money of 17% to 30% to the bank and apply for establishment of bank acceptance bill for the purchase of products of Shaanxi Heavy-duty Motor Co., Ltd. according to the amount of credit facility provided by the bank. Shaanxi Heavy-duty Motor Co., Ltd. assumes security obligation in favour of the distributors for the difference between amount of notes and guarantee money. Products are delivered to distributors and revenue is recognized when Shaanxi Heavy-duty Motor Co., Ltd. receives the bank acceptance bills from the distributors. As at 31 December 2023, outstanding acceptance bills amounted to RMB285,895,210.20 (31 December 2022: RMB872,669,205.00). Further, pursuant to the tri-party indemnity agreement entered into among Shaanxi Heavy-duty Motor Co., Ltd., the distributors and the guarantors of the distributors, the distributors shall indemnify Shaanxi Heavy-duty Motor Co., Ltd. in respect of the aforesaid security obligation for the said difference in amount or losses suffered, and their guarantors shall be jointly liable for the same. As at the approval date of these financial statements, distributors under this arrangement have hardly had any default. The Group is of the view that the risk exposure related to the provision of these security obligations is minimal, and thus no accruals and provisions have been made.

### 十三、承諾及或有事項

#### 1. 重要承諾事項

#### 2. 保兌倉風險

本公司之子公司陝西重型汽車有限公司與經銷商、承兌銀行三方簽訂三方合作協議，經銷商向銀行存入17%~30%的保證金，根據銀行給予的一定信用額度，申請開立銀行承兌匯票用於購買陝西重型汽車有限公司產品，陝西重型汽車有限公司為經銷商提供票據金額與保證金之間差額的還款保證責任。陝西重型汽車有限公司在收到經銷商銀行承兌匯票時，向經銷商交付產品並確認收入。截至2023年12月31日，尚未到期的承兌匯票金額為人民幣285,895,210.20元（2022年12月31日：人民幣872,669,205.00元）。此外，根據陝西重型汽車有限公司、經銷商及經銷商的保證人的三方保證合同，經銷商賠償陝西重型汽車有限公司承擔的差額還款責任或遭受的損失，其保證人承擔連帶保證責任。截至本財務報告批准報出日，此類安排下經銷商幾乎從未發生過違約情況，本集團認為與提供該等保證責任相關的風險較小，因此未確認負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XIII. COMMITMENTS AND CONTINGENCIES (CONTINUED)

#### 3. Business related to finance lease company

Regarding the outright product sales to distributors in cash by Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, Shaanxi Heavy-duty Motor Co., Ltd. entered into a cooperation agreement with Shanzhong Finance Leasing Co., Ltd.. It is agreed by and between the two parties that Shanzhong Finance Leasing Co., Ltd. shall provide finance lease service to distributors or ultimate customers of Shaanxi Heavy-duty Motor Co., Ltd. Shaanxi Heavy-duty Motor Co., Ltd. shall guarantee repurchase of physical assets upon presentation in respect of the failure of the lessee under the finance lease (ultimate customers) to pay the instalment payments and interests under the finance lease and the distributors are not able to perform repurchase obligations, on condition that product quality required by Shaanxi Heavy-duty Motor Co., Ltd. is satisfied. As at 31 December 2023, risk exposure in respect of possible repurchase guarantee was RMB1,548,028,780.60 (31 December 2022: RMB916,147,888.00). In addition, in 2023, Shaanxi Heavy-duty Motor Co., Ltd. cooperated with Shanzhong Finance Leasing Co., Ltd. to provide guarantee deposits to Shanzhong Finance Leasing Co., Ltd. for the finance and leasing business of some ultimate customers and recovered them upon repayment by the ultimate customers, and the cumulative guarantee deposits paid in 2023 amounted to RMB292,420,297.00. As at 31 December 2023, the balance of the guarantee deposits yet to be recovered amounted to RMB264,922,156.88. As at the approval date of these financial statements, the Group had not received any request for repurchase under this sort of business. The Group is of the view that the risk exposure related to the subsequent performance of repurchase obligations by Shaanxi Heavy-duty Motor Co., Ltd. is minimal, and thus no liabilities have been recognized.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十三、承諾及或有事項(續)

#### 3. 與融資租賃公司有關的業務

對於本公司之子公司陝西重型汽車有限公司現金銷售賣斷給經銷商的產品，陝西重型汽車有限公司與山重融資租賃有限公司簽訂合作協議，雙方約定山重融資租賃有限公司為陝西重型汽車有限公司的經銷商及其終端客戶提供融資租賃服務，融資租賃的承租方(終端客戶)未能支付融資租賃分期付款及利息、且相關經銷商不能履行回購義務的，陝西重型汽車有限公司在滿足約定的產品質量條件下履行見物回購義務，截至2023年12月31日，回購擔保責任風險敞口為人民幣1,548,028,780.60元(2022年12月31日：人民幣916,147,888.00元)。此外，2023年陝西重型汽車有限公司與山重融資租賃有限公司合作，為部分終端用戶融資租賃業務向山重融資租賃有限公司提供保證金並在終端用戶還款時收回，2023年度累計支付保證金人民幣292,420,297.00元，截至2023年12月31日，尚未收回的保證金餘額為人民幣264,922,156.88元。截至本財務報告批准報出日，本集團從未收到過此類業務下的回購要求，本集團認為陝西重型汽車有限公司後續實際履行回購義務的可能性較小，因此未確認負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XIII. COMMITMENTS AND CONTINGENCIES (CONTINUED)

#### 3. Business related to finance lease company (Continued)

Weichai Lovol signed a cooperation agreement with Huiyin Finance Leasing Co., Ltd. for the agricultural equipment products sold by Weichai Lovol, a subsidiary of the Company, for which Huiyin Finance Leasing Co., Ltd. provides financial leasing services. Both parties agreed that if, under the direct sales model, the lessee (end customer) fails to pay the rent and interest agreed under the financial lease contract in full as scheduled, Weichai Lovol shall perform the repurchase obligation; and if, under the distribution model, the lessee (end customer) fails to pay the rent and interest agreed under the financial lease contract in full as scheduled and the relevant distributor fails to perform the repurchase obligation, Weichai Lovol shall perform the repurchase obligation. As at 31 December 2023, risk exposure in respect of possible guarantee for joint liabilities was RMB1,254,051,519.16 (31 December 2022: RMB914,575,369.85). As at the approval date of these financial statements, the Group is of the view that the risk exposure related to the subsequent performance of repurchase obligations by Weichai Lovol is minimal, and thus no liabilities have been recognized.

### XIV. SUBSEQUENT EVENTS AFTER THE BALANCE SHEET DATE

#### Profit Distribution

On 25 March 2024, the Board approved the distribution to all shareholders of a cash dividend of RMB2.93 (including tax) for every 10 shares held, without any capitalization of reserve, based on the total number of shares eligible for profit distribution held as at a shareholding registration date fixed for such implementation in future.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十三、承諾及或有事項(續)

#### 3. 與融資租賃公司有關的業務(續)

對於本公司之子公司濰柴雷沃銷售的經由匯銀融資租賃有限公司提供融資租賃服務的農業裝備產品，濰柴雷沃與匯銀融資租賃有限公司簽訂合作協議。雙方約定：直銷模式下，若承租方(終端客戶)未能按期足額支付融資租賃合同約定的租金及利息，濰柴雷沃履行回購義務；經銷模式下，若承租方(終端客戶)未能按期足額支付融資租賃合同約定的租金及利息，且相關經銷商不履行回購義務，濰柴雷沃履行回購義務。截至2023年12月31日，回購擔保責任風險敞口為人民幣1,254,051,519.16元(2022年12月31日：人民幣914,575,369.85元)。截至本財務報告批准報出日，本集團認為濰柴雷沃後續實際履行回購義務的可能性較小，因此未確認負債。

### 十四、資產負債表日後事項

#### 利潤分配情況

於2024年3月25日，本公司董事會審議通過以未來實施分配方案股權登記日享有利潤分配權的股份總額為基數，向全體股東每10股派發現金股利人民幣2.93元(含稅)，不實施公積金轉增股本。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XV. OTHER SIGNIFICANT EVENTS

#### 1. Leases

##### As the lessor

Finance leases: As at 31 December 2023, the balance of unrealized finance income was RMB2,226,110,540.80 (31 December 2022: RMB1,297,678,800.90) and was apportioned to the leasing period using effective interest rate method. Pursuant to the leasing contract signed with the lessee, the minimum lease receivables under non-cancellable leases are as follows:

Lease period	租賃期	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within (and inclusive of) 1 year	1年以內(含1年)	5,649,420,876.80	4,408,512,270.30
1 to (and inclusive of) 2 years	1年至2年(含2年)	4,667,256,652.80	3,747,065,074.20
2 to (and inclusive of) 3 years	2年至3年(含3年)	3,710,029,670.40	3,021,454,330.50
3 to (and inclusive of) 4 years	3年至4年(含4年)	2,789,371,545.60	2,154,919,830.30
4 to (and inclusive of) 5 years	4年至5年(含5年)	2,129,214,464.00	1,379,620,194.00
Over 5 years	5年以上	1,647,909,196.80	1,033,735,322.70
Total	合計	20,593,202,406.40	15,745,307,022.00

For fixed assets leased out under operating lease, refer to Note V.18.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十五、其他重要事項

#### 1. 租賃

##### 作為出租人

融資租賃：於2023年12月31日，未實現融資收益的餘額為人民幣2,226,110,540.80元(2022年12月31日：人民幣1,297,678,800.90元)，採用固定的周期性利率在租賃期內各個期間進行分攤。根據與承租人簽訂的租賃合同，不可撤銷租賃的最低租賃收款額如下：

經營租出固定資產，參見附註五、18。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XV. OTHER SIGNIFICANT EVENTS (CONTINUED)

#### 2. Segment reporting *Operating segments*

The Group organises and manages its operating business in accordance with the nature of business and provision of products and services. Each operating segment of the Group is one operating group, providing products and services with risks and rewards different from those of other operating segments.

The details of operating segments are as follows:

- (a) manufacturing and sale of engines and related parts (“Engines”);
- (b) manufacturing and sale of automobiles and automobile components other than Engines (“Automobiles and automobile components”);
- (c) manufacturing and sale of agricultural equipment (complete machineries), agricultural machineries, agricultural vehicles and related parts (“Agricultural equipment”);
- (d) forklift trucks production, warehousing technology and supply chain solution services (“Intelligent logistics”).

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十五、其他重要事項(續)

#### 2. 分部報告 *經營分部*

本集團的經營業務根據業務的性質以及所提供的產品和服務分開組織和管理。本集團的每個經營分部是一個業務集團，提供面臨不同於其他經營分部的風險並取得不同於其他經營分部的報酬的產品和服務。

以下是對經營分部詳細信息的概括：

- (a) 生產及銷售發動機及相關零部件(「發動機」)；
- (b) 生產及銷售汽車及汽車零部件(不包括發動機)(「汽車及汽車零部件」)；
- (c) 生產及銷售農業裝備(整機)、農機具、農用車輛及相關零部件(「農業裝備」)；
- (d) 叉車生產、倉庫技術及供應鏈解決方案服務(「智能物流」)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

### XV. OTHER SIGNIFICANT EVENTS (CONTINUED)

#### 2. Segment reporting (Continued)

##### *Operating segments (Continued)*

Management monitors the results of operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reported segment profit, which is a measure of adjusted total profits. The adjusted total profits are measured consistently with the Group's total profits, except that finance expenses, investment income, profit or loss on change of fair value as well as other unallocated income or expense are excluded from such measurement.

Segment assets exclude cash and cash equivalents, derivative instruments, dividends receivable, interests receivable, investment in other equity instruments, deferred tax assets and other unallocated head office assets.

Segment liabilities exclude derivative instruments, borrowings, income tax payable, deferred tax liabilities and other unallocated head office liabilities.

Inter-segment transfers are transacted with reference to the prices used in the transactions carried out with third parties.

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### 十五、其他重要事項(續)

#### 2. 分部報告(續)

##### *經營分部(續)*

管理層出於配置資源和評價業績的決策目的，對各業務單元的經營成果分開進行管理。分部業績，以報告的分部利潤為基礎進行評價。該指標系對利潤總額進行調整後的指標，除不包括財務費用、投資收益、公允價值變動損益以及其他未分配收益或開支之外，該指標與本集團利潤總額是一致的。

分部資產不包括貨幣資金、衍生工具、應收股利、應收利息、其他權益工具投資、遞延所得稅資產和其他未分配的總部資產。

分部負債不包括衍生工具、借款、應交所得稅、遞延所得稅負債以及其他未分配的總部負債。

分部間的轉移定價，參照向第三方進行交易所採用的價格制定。



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023  
(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外,金額單位為人民幣元)

XV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

2. Segment reporting (Continued)  
Operating segments (Continued)

十五、其他重要事項(續)

2. 分部報告(續)  
經營分部(續)

Item	項目	Automobiles and automobile components					Inter-segment elimination	Total
		Engines	Automobile components	Agricultural equipment	Intelligent logistics	Inter-segment elimination		
		發動機	汽車及汽車零部件	農業裝備	智能物流	抵銷分部間銷售	合計	
Incurring during the year	本年發生額							
Segment revenue:	分部收入:							
Sale to external customers	外部客戶銷售	47,851,818,788.33	62,617,571,299.57	16,033,535,952.44	87,455,549,590.79	-	213,958,475,631.13	
Inter-segment sale	分部間銷售	12,923,047,593.59	2,480,038,859.56	166,103,798.47	65,898,355.11	(15,635,088,606.73)	-	
Total	合計	60,774,866,381.92	65,097,610,159.13	16,199,639,750.91	87,521,447,945.90	(15,635,088,606.73)	213,958,475,631.13	
Segment results	分部業績	7,718,844,835.27	594,085,412.77	670,837,356.49	4,920,302,813.46	(821,972,130.83)	13,082,098,287.16	
Adjustment:	調整:							
Interest income	利息收入	-	-	-	-	-	2,818,200,284.22	
Dividend income and unallocated income	股息收入及未分配收益	-	-	-	-	-	783,187,205.58	
Corporate and other unallocated expenses	企業及其他未分配開支	-	-	-	-	-	(153,757,472.89)	
Finance expenses	財務成本	-	-	-	-	-	(3,378,450,473.56)	
Profit before tax	稅前利潤	-	-	-	-	-	13,151,277,830.51	
31 December 2023	2023年12月31日							
Segment assets	分部資產	77,896,756,673.27	57,682,007,603.94	8,356,501,321.88	118,129,802,279.93	(42,512,470,691.60)	219,552,597,187.42	
Adjustment:	調整:							
Corporate and other unallocated assets	企業及其他未分配資產	-	-	-	-	-	114,694,615,837.49	
Total assets	總資產	-	-	-	-	-	334,247,213,024.91	
Segment liabilities	分部負債	42,943,037,078.65	61,252,109,752.74	12,020,196,497.30	66,700,676,736.00	(11,060,691,381.29)	171,855,328,683.40	
Adjustment:	調整:							
Corporate and other unallocated liabilities	企業及其他未分配負債	-	-	-	-	-	49,706,149,456.05	
Total liabilities	總負債	-	-	-	-	-	221,561,478,139.45	
Incurring during the year	本年發生額							
Other segment information:	其他分部資料:							
Share of profit and loss from:	應佔下列公司利潤及虧損:							
Gain(loss) from associates and joint ventures	聯營和合營企業收益/(損失)	57,677,234.40	(161,904,931.38)	(8,774,343.28)	100,220,229.40	-	(12,781,810.86)	
(Loss)/gain of impairment of inventories	存貨跌價(損失)/利得	(111,579,672.21)	(315,833,349.82)	(35,170,733.08)	(296,688,322.17)	-	(759,272,077.28)	
(Loss)/gain of credit impairment of receivables and lease receivable	應收款項及租賃應收款的信用減值(損失)/利得	(1,833,274.23)	(287,386,154.15)	31,826,800.88	(144,307,159.40)	-	(401,699,786.90)	
Loss of impairment of assets	資產減值損失	(100,071,897.16)	(175,410,138.56)	(397,121.19)	(49,058,819.13)	-	(324,937,976.04)	
Depreciation and amortisation	折舊及攤銷	(1,774,582,437.61)	(1,527,344,970.98)	(276,992,869.39)	(8,410,262,794.72)	-	(11,989,183,072.70)	
(Loss)/gain from disposal of fixed assets	固定資產處置(損失)/利得	49,482,441.30	1,464,314.61	4,065,353.42	42,033,036.80	-	97,045,146.13	
Investment in associates and joint ventures	於聯營和合營企業的投資	2,947,070,120.83	1,304,683,197.46	37,497,838.92	885,304,393.64	-	5,174,555,550.85	
Capital expenditure	資本開支	3,223,329,498.15	1,474,077,387.78	482,062,295.38	13,145,607,000.00	-	18,325,076,181.31	

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

2. Segment reporting (Continued)  
Operating segments (Continued)

十五、其他重要事項(續)

2. 分部報告(續)  
經營分部(續)

Item	項目	Engines 發動機	Automobiles and automobile components 汽車及汽車零部件	Agricultural equipment 農業裝備	Intelligent logistics 智能物流	Inter-segment elimination 抵銷分部間銷售	Total 合計
Incurring in the previous year	上年發生額						
Segment revenue:	分部收入：						
Sale to external customers	外部客戶銷售	33,205,742,234.46	45,385,945,331.74	17,655,455,265.88	78,910,392,793.74	-	175,157,535,625.82
Inter-segment sale	分部間銷售	5,944,944,276.77	1,425,922,380.16	77,058,414.15	100,052,542.46	(7,547,977,613.54)	-
Total	合計	39,150,686,511.23	46,811,867,711.90	17,732,513,680.03	79,010,445,336.20	(7,547,977,613.54)	175,157,535,625.82
Segment results	分部業績	2,823,299,911.27	(599,470,830.88)	546,970,684.85	427,673,355.88	473,453,113.26	3,671,926,234.38
Adjustment:	調整：						
Interest income	利息收入	-	-	-	-	-	2,359,191,391.03
Dividend income and unallocated income	股息收入及未分配收益	-	-	-	-	-	1,666,896,924.67
Corporate and other unallocated expenses	企業及其他未分配開支	-	-	-	-	-	(162,176,038.43)
Finance expenses	財務成本	-	-	-	-	-	(1,450,631,506.43)
Profit before tax	稅前利潤	-	-	-	-	-	6,085,207,005.22
31 December 2022	2022年12月31日						
Segment assets	分部資產	68,239,419,418.82	52,232,604,699.52	6,774,340,868.36	107,402,285,965.21	(32,011,848,610.15)	202,636,802,341.76
Adjustment:	調整：						
Corporate and other unallocated assets	企業及其他未分配資產	-	-	-	-	-	91,029,285,510.73
Total assets	總資產	-	-	-	-	-	293,666,087,852.49
Segment liabilities	分部負債	34,434,414,530.82	44,858,707,520.41	10,921,232,564.34	56,003,644,189.38	(7,272,238,423.97)	138,945,760,380.98
Adjustment:	調整：						
Corporate and other unallocated liabilities	企業及其他未分配負債	-	-	-	-	-	50,609,675,311.10
Total liabilities	總負債	-	-	-	-	-	189,555,435,692.08
Incurring during the year	本年發生額						
Other segment information:	其他分部資料：						
Share of profit and loss from:	應佔下列公司利潤及虧損：						
Gain/(loss) from associates and joint ventures	聯營和合營企業收益/(損失)	83,683,738.24	(170,774,137.78)	(156,804,262.12)	100,247,037.90	-	(143,647,623.76)
(Loss)/gain of impairment of inventories	存貨跌價(損失)/利得	(57,179,766.25)	(124,141,273.87)	16,558,930.26	(266,605,810.33)	-	(431,367,920.19)
(Loss)/gain of credit impairment of receivables and lease receivable	應收款項及租賃應收款的信用減值(損失)/利得	(12,618,059.91)	(231,610,948.31)	8,941,504.77	(177,132,806.40)	-	(412,420,309.85)
Loss of impairment of assets	資產減值損失	(302,755,837.96)	-	-	(141,084,812.97)	-	(443,840,650.93)
Depreciation and amortisation	折舊及攤銷	(1,714,662,881.39)	(1,523,246,658.97)	(278,968,211.33)	(7,631,070,027.49)	-	(11,147,947,779.18)
(Loss)/gain from disposal of fixed assets	固定資產處置(損失)/利得	(2,255,566.62)	11,036,921.33	808,651.19	32,898,651.40	-	42,488,657.30
Investment in associates and joint ventures	於聯營和合營企業的投資	3,311,290,393.29	1,201,199,390.33	-	828,063,824.00	-	5,340,553,607.62
Capital expenditure	資本開支	3,654,748,952.96	1,604,098,229.31	185,172,659.74	10,486,293,711.60	-	15,930,313,553.61

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

2. Segment reporting (Continued)

Group information

Information about products and services

Revenue from external transactions

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Powertrain, complete vehicles and machines and key components	動力總成、整車整機及 關鍵零部件	93,829,680,934.26	61,707,846,378.76
Other components	其他零部件	7,860,728,366.30	9,406,269,834.02
Agricultural equipment	農業裝備	16,033,535,952.44	17,342,820,525.98
Intelligent logistics	智能物流	87,455,549,590.79	78,910,392,793.74
Others	其他	8,778,980,787.34	7,790,206,093.32
Total	合計	213,958,475,631.13	175,157,535,625.82

Geographic information

Revenue from external transactions

地理信息

對外交易收入

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
China	中國大陸	100,206,059,785.38	80,100,572,872.72
Other countries and regions	其他國家和地區	113,752,415,845.75	95,056,962,753.10
Total	合計	213,958,475,631.13	175,157,535,625.82

Revenue from external transactions is attributable to the areas where customers are located.

對外交易收入歸屬於客戶所處區域。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XV. OTHER SIGNIFICANT EVENTS (CONTINUED)

2. Segment reporting (Continued)  
Geographic information (Continued)  
Total non-current assets

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
China	中國大陸	33,283,327,899.75	33,117,968,164.81
Other countries and regions	其他國家和地區	78,673,567,166.25	72,687,403,558.70
Total	合計	111,956,895,066.00	105,805,371,723.51

Non-current assets are attributable to the areas where the assets are located, excluding financial assets, lease receivables and deferred tax assets.

非流動資產歸屬於該資產所處區域，不包括金融資產、租賃應收款和遞延所得稅資產。

### XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS

1. NOTES RECEIVABLE  
(1) Classification of notes receivable

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills	銀行承兌匯票	11,711,920,166.48	12,342,277,798.91
Commercial acceptance bills	商業承兌匯票	957,300,000.00	-
Total	合計	12,669,220,166.48	12,342,277,798.91

- (2) Notes receivable pledged by the Company as at year end

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Bank acceptance bills	銀行承兌匯票	5,620,687,595.39	7,080,982,949.24

### 十五、其他重要事項(續)

2. 分部報告(續)  
集團信息(續)  
地理信息(續)  
非流動資產總額

### 十六、公司主要財務報表項目註釋

1. 應收票據  
(1) 應收票據分類

- (2) 年末本公司已質押的應收票據

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

#### 1. NOTES RECEIVABLE (Continued)

(3) Notes receivable endorsed or discounted as at year end and not yet expired as at the balance sheet date

		31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Derecognised 終止確認	Not derecognised 未終止確認	Derecognised 終止確認	Not derecognised 未終止確認
Bank acceptance bills	銀行承兌匯票	2,302,442,990.63	-	10,170,000.00	-

As at 31 December 2023, the Company had not transferred any notes into accounts receivable due to issuers' failure in performance (31 December 2022: Nil).

As the Company considered that the credit rating of the bank acceptance bills was relatively high and the credit quality of acceptors of all commercial acceptance bills held by it was good, there was no significant credit risk.

#### 1. 應收票據(續)

(3) 年末本公司已背書或貼現且在資產負債表日尚未到期的應收票據

於2023年12月31日，本公司無因出票人無力履約而將票據轉為應收賬款的票據(2022年12月31日：無)。

本公司認為所持有的銀行承兌匯票的承兌銀行信用評級較高，不存在重大的信用風險，因此未計提損失準備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

#### 2. Accounts receivable

The Company trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period for credit customers is generally one to six months. Accounts receivable is non-interest bearing.

(1) An aging analysis of accounts receivable based on invoice dates is presented as follows:

Age	賬齡	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year	1年以內	4,048,211,267.12	2,511,375,778.20
1 to 2 years	1年至2年	1,208,498.04	3,016,369.49
2 to 3 years	2年至3年	2,450,968.61	–
Over 3 years	3年以上	239,335.10	3,211,335.10
Gross carrying amount	賬面餘額	4,052,110,068.87	2,517,603,482.79
Less: Provision for credit loss	減：信用損失準備	21,508,566.57	25,373,940.19
Carrying amount	賬面價值	4,030,601,502.30	2,492,229,542.60

### 十六、公司主要財務報表項目註釋(續)

#### 2. 應收賬款

本公司與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，除銷客戶的信用期通常為1至6個月。應收賬款並不計息。

(1) 應收賬款根據開票日期的賬齡分析如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

2. Accounts receivable (Continued)

2. 應收賬款(續)

(2) Disclosure by category of provision for credit losses:

(2) 按信用損失計提方法分類披露：

Item	項目	31 December 2023				Carrying amount
		Gross carrying amount	Proportion (%)	Provision for credit losses	Percentage (%)	
		賬面餘額	比例(%)	信用損失準備	計提比例(%)	賬面價值
Items assessed for expected credit losses by group with distinctive credit risk characteristics	按信用風險特徵組合評估 預期信用損失	4,052,110,068.87	100.00	21,508,566.57	0.53	4,030,601,502.30

Item	項目	31 December 2022				Carrying amount
		Gross carrying amount	Proportion (%)	Provision for credit losses	Percentage (%)	
		賬面餘額	比例(%)	信用損失準備	計提比例(%)	賬面價值
Items assessed for expected credit losses by group with distinctive credit risk characteristics	按信用風險特徵組合評估 預期信用損失	2,517,603,482.79	100.00	25,373,940.19	1.01	2,492,229,542.60

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

#### 2. Accounts receivable (Continued)

##### (2) Disclosure by category of provision for credit losses: (Continued)

As at 31 December 2023, the Company's accounts receivable for which credit losses are provided for using aging analysis are presented as follows:

Age	賬齡	31 December 2023 2023年12月31日		
		Gross carrying amount 賬面餘額	Lifetime expected credit loss 整個存續期 預期信用損失	Expected credit loss rate (%) 預期信用 損失率(%)
Within 1 year	1年以內	133,206,151.79	7,062,694.85	5.30
1 to 2 years	1至2年	698,790.78	104,818.62	15.00
2 to 3 years	2至3年	2,450,968.61	735,290.58	30.00
Over 3 years	3年以上	239,335.10	191,468.08	80.00
Total	合計	136,595,246.28	8,094,272.13	5.93

As at 31 December 2023, provisions for credit losses for the Company's accounts receivable with good credit history are presented as follows:

於2023年12月31日，本公司信用記錄優質的應收款項組合計提信用損失準備的情況如下：

Item	項目	31 December 2023 2023年12月31日		
		Gross carrying amount 賬面餘額	Expected credit loss rate (%) 預期信用 損失率(%)	Lifetime expected credit loss 整個存續期 預期信用損失
Accounts receivable with good credit history	信用記錄優質的 應收款項組合	3,915,514,822.59	0.34	13,414,294.44

### 十六、公司主要財務報表項目註釋(續)

#### 2. 應收賬款(續)

##### (2) 按信用損失計提方法分類披露：(續)

於2023年12月31日，本公司基於賬齡採用減值矩陣計提信用損失準備的應收賬款情況如下：



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

2. Accounts receivable (Continued)

(2) Disclosure by category of provision for credit losses: (Continued)

As at 31 December 2023, the top five balances in respect of accounts receivable by closing balance are presented as follows:

Name of entity	單位名稱	Gross carrying amount 賬面餘額	Proportion (%) 比例(%)	Provision for credit losses 信用損失準備
First place	第一名	1,916,250,663.23	47.29	8,181,253.32
Second place	第二名	1,358,702,733.85	33.53	-
Third place	第三名	495,897,490.16	12.24	2,479,487.45
Fourth place	第四名	32,534,465.75	0.80	169,529.83
Fifth place	第五名	29,097,174.16	0.72	145,485.87
Total	合計	3,832,482,527.15	94.58	10,975,756.47

2. 應收賬款(續)

(2) 按信用損失計提方法分類披露:(續)

於2023年12月31日，按欠款方歸集的年末餘額前五名的應收賬款情況如下：

(3) Movements in provision for credit losses:

(3) 信用損失準備變動情況：

Provision for credit losses	信用損失準備	Lifetime expected credit loss (without impairment of credit) 整個存續期 預期信用損失 (未發生信用減值)	Lifetime expected credit loss (with impairment of credit) 整個存續期 預期信用損失 (已發生信用減值)	Total 合計
Balance as at 31 December 2022	2022年12月31日餘額	25,373,940.19	-	25,373,940.19
Provision for the year	本年計提	26,308,592.23	-	26,308,592.23
Reversal during the year	本年轉回	(27,201,965.85)	-	(27,201,965.85)
Written off during the year	本年核銷	(2,972,000.00)	-	(2,972,000.00)
Balance as at 31 December 2023	2023年12月31日餘額	21,508,566.57	-	21,508,566.57

As at 31 December 2023, no accounts receivable had been pledged to secure bank borrowings of the Company (31 December 2022: Nil).

於2023年12月31日，本公司無將應收賬款質押用於取得銀行貸款的情況(2022年12月31日：無)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

3. Other receivables

十六、公司主要財務報表項目註釋(續)

3. 其他應收款

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Interest receivable	應收利息	65,438,500.00	–
Dividend receivable	應收股利	315,103,600.00	304,839,087.00
Other receivables	其他應收款	335,757,554.53	216,552,615.76
Total	合計	716,299,654.53	521,391,702.76

(1) Interest receivable

(1) 應收利息

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Fixed deposits	定期存款	65,438,500.00	–

(2) Dividend receivable

(2) 應收股利

Investee entity	被投資單位	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	292,652,757.00	301,779,087.00
Others	其他	22,450,843.00	3,060,000.00
Total	合計	315,103,600.00	304,839,087.00

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

## 財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

### XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

### 十六、公司主要財務報表項目註釋(續)

#### 3. Other receivables (Continued)

#### 3. 其他應收款(續)

##### (3) Other receivables

##### (3) 其他應收款

(a) An aging analysis of other receivables is presented as follows:

(a) 其他應收款按賬齡披露：

Item	賬齡	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year	1年以內	209,278,229.44	87,102,079.25
1 to 2 years	1至2年	20,421,994.77	3,450,687.14
2 to 3 years	2至3年	331,974.14	593,627.53
3 to 4 years	3至4年	44,635.68	89,144.59
4 to 5 years	4至5年	7,377.48	130,355,070.47
Over 5 years	5年以上	115,679,667.50	478,874.10
Gross carrying amount	賬面餘額	345,763,879.01	222,069,483.08
Less: Provision for credit loss	減：信用損失準備	10,006,324.48	5,516,867.32
Carrying amount	賬面價值	335,757,554.53	216,552,615.76

(b) Classification of other receivables by nature at carrying amount:

(b) 其他應收款賬面餘額按款項性質分類如下：

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Advance to subsidiaries	子公司暫借款	133,562,908.44	151,571,281.88
Reserve fund	備用金	1,297,370.35	2,869,041.49
Deposits	押金	932,114.16	1,045,114.41
Others	其他	209,971,486.06	66,584,045.30
Total	合計	345,763,879.01	222,069,483.08

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

3. Other receivables (Continued)

(3) Other receivables (Continued)

- (c) Change in the provision for bad debts in respect of other receivables based on 12-month expected credit losses and lifetime expected credit losses is as follows:

十六、公司主要財務報表項目註釋(續)

3. 其他應收款(續)

(3) 其他應收款(續)

- (c) 其他應收款按照12個月預期信用損失及整個存續期預期信用損失計提的信用損失準備的變動如下：

Item	項目	Stage 1	Stage 2	Stage 2	Stage 3	Total
		Expected credit loss for the next 12 months	Lifetime expected credit loss (individually)	Lifetime expected credit loss (by group)	Financial assets with incurred credit loss (lifetime)	
		第一階段 未來12個月 預期信用損失	第二階段 整個存續期 預期信用損失 (單項評估)	第二階段 整個存續期 預期信用損失 (組合評估)	第三階段 已發生信用 減值金融資產 (整個存續期)	合計
Balance as at 31 December 2022	2022年12月31日餘額	5,037,993.22	-	-	478,874.10	5,516,867.32
Balance as at 31 December 2022 in the current year	2022年12月31日餘額在本年	-	-	-	-	-
- Transferred to Stage 2	- 轉入第二階段	-	-	-	-	-
- Transferred to Stage 3	- 轉入第三階段	-	-	-	-	-
- Reversed to Stage 2	- 轉回第二階段	-	-	-	-	-
- Reversed to Stage 1	- 轉回第一階段	-	-	-	-	-
Provided for the year	本年計提	4,489,457.16	-	-	-	4,489,457.16
Reversed during the year	本年轉回	-	-	-	-	-
Written-off during the year	本年核銷	-	-	-	-	-
Balance as at 31 December 2023	2023年12月31日餘額	9,527,450.38	-	-	478,874.10	10,006,324.48

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

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(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

3. Other receivables (Continued)

(3) Other receivables (Continued)

- (d) As at 31 December 2023, the top 5 balances in respect of other receivables by closing balance are presented as follows:

3. 其他應收款(續)

(3) 其他應收款(續)

- (d) 於2023年12月31日，按欠款方歸集的年末餘額前五名的其他應收款情況如下：

Customer	Nature	Closing balance	Age	Percentage of total other receivables (%) 佔其他應收款年末餘額合計數的比例 (%)	Closing balance of provision for credit losses 信用損失準備年末餘額
單位名稱	款項的性質	年末餘額	賬齡		
First place 第一名	Corporate lending and payment on behalf 企業暫借款及代墊款	133,414,600.60	Within two years and over five years 2年以內 5年以上	38.59	-
Second place 第二名	Others 其他	92,479,255.15	Within one year 1年以內	26.75	4,623,962.76
Third place 第三名	Others 其他	29,385,400.00	Within one year 1年以內	8.50	2,500,000.00
Fourth place 第四名	Others 其他	1,103,164.52	Within one year 1年以內	0.32	-
Fifth place 第五名	Reserve fund 備用金	858,326.66	Within two years 2年以內	0.25	73,749.00
Total 合計		257,240,746.93		74.41	7,197,711.76

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

4. Long-term equity investments

4. 長期股權投資

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Investment in subsidiaries	對子公司投資	24,344,074,336.52	23,976,942,699.78
Investment in associates	對聯合營企業投資	1,801,086,629.95	2,183,138,396.90
Gross carrying amount	賬面餘額	26,145,160,966.47	26,160,081,096.68
Less: Provision for impairment	減：減值準備	417,329,503.83	462,392,040.06
Carrying amount	賬面價值	25,727,831,462.64	25,697,689,056.62

(1) As at 31 December 2023, the breakdown of long-term equity investments under cost method was as follows:

(1) 於2023年12月31日，成本法核算的長期股權投資明細如下：

Investee entity	被投資單位	Changes during the year 本年變動			31 December 2023 2023年12月31日	Among which, closing provision for impairment 其中：年末 減值準備	Cash dividend declared during the year 本年宣告分派的 現金股利
		31 December 2022 2022年12月31日	Additional investment 追加投資	Provision for impairment 計提減值準備			
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有限公司	10,143,162,448.23	361,053,410.74	-	10,504,215,858.97	-	-
Shaanxi Heavy-duty Motor Co., Ltd	陝西重型汽車有限公司	3,053,746,000.85	3,501,344.00	-	3,057,247,344.85	-	11,432,700.00
Huzhou Yingcan Investment Partnership LLP	湖州盈燦投資合夥企業(有限合夥)	1,138,365,000.00	-	-	1,138,365,000.00	-	140,193,570.85
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	1,082,538,680.59	1,940,477.00	-	1,084,499,157.59	-	292,652,713.00
Weichai America Corp	Weichai America Corp.	743,099,228.57	-	-	743,099,228.57	-	-
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	650,000,000.00	-	-	650,000,000.00	-	-
Tsintel Automotive Technology (Suzhou) Co., Ltd.	清智汽車科技(蘇州)有限公司	471,777,360.69	-	(165,512,161.68)	306,265,199.01	417,329,503.83	-
Zhuzhou Gear Co., Ltd.	株洲齒輪有限責任公司	532,334,743.21	-	-	532,334,743.21	-	-
Weichai (Weifang) Material Forming and Manufacturing Co., Ltd.	濰柴(濰坊)材料成型製造中心有限公司	460,150,000.00	-	-	460,150,000.00	-	15,088,738.72
Weichai Ballard Hydrogen Energy Technology Company Limited	濰柴巴拉德氫能科技有限公司	561,000,000.00	-	-	561,000,000.00	-	-
Weichai Power (Beijing) International Resource Investment Co., Ltd.	濰柴動力(北京)國際資源投資有限公司	300,000,000.00	-	-	300,000,000.00	-	352,822.60
Weichai Torch Technology Co., Ltd.	濰柴火炬科技股份有限公司	245,452,070.97	-	-	245,452,070.97	-	18,302,937.70
Weichai (Weifang) Medium-duty Diesel Engine Co., Ltd.	濰柴(濰坊)中型柴油機有限公司	244,712,475.43	-	-	244,712,475.43	-	-
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd.	濰柴動力(青州)傳控技術有限公司	150,000,000.00	-	-	150,000,000.00	-	-
Weifang Weichai Power Technology Co., Ltd	濰坊濰柴動力科技有限責任公司	140,770,000.00	-	-	140,770,000.00	-	3,516,977.92
Zhuzhou Torch Machinery Manufacturing Co., Ltd.	株洲火炬機械製造有限責任公司	130,898,993.14	-	-	130,898,993.14	-	-
Shandong Synergy Oil Co., Ltd.	山東聯潤油品有限公司	109,509,458.68	-	-	109,509,458.68	-	113,566,168.22
Weichai Power Freshen Air Technology Co., Ltd.	濰柴動力空氣淨化科技有限公司	100,000,000.00	-	-	100,000,000.00	-	14,789,362.84
Shandong Weichai Import and Export Co., Ltd.	山東濰柴進出口有限公司	256,501,972.60	-	-	256,501,972.60	-	73,687,565.85
Chongyou Hi-Tech Electronic Fuel Injection System (Chongqing) Co., Ltd.	重慶高科電控燃油噴射系統(重慶)有限公司	677,195,366.01	-	-	677,195,366.01	-	-
Weichai Lovol	濰柴雷沃	1,592,050,264.68	-	-	1,592,050,264.68	-	-
Shandong Qixing Machinery Manufacturing Co., Ltd.	山東啟星機械製造股份有限公司	162,094,201.62	-	-	162,094,201.62	-	-
Shandong Wuxing Vehicle Co., Ltd.	山東五星車輛股份有限公司	49,444,195.77	-	-	49,444,195.77	-	-
Weichai (Qingdao) Science and Technology Research Institute Co., Ltd.	濰柴(青島)科技研究院有限公司	285,000,000.00	-	-	285,000,000.00	-	-
Other subsidiaries	其他子公司	445,302,896.59	636,405.00	-	445,939,301.59	-	17,340,865.00
Total	合計	23,725,125,357.63	367,131,636.74	(165,512,161.68)	23,926,744,832.69	417,329,503.83	700,924,442.70

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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財務報表附註(續)

截至2023年12月31日止年度  
(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

4. Long-term equity investments (Continued)

(2) As at 31 December 2023, breakdown of long-term equity investments under equity method was as follows:

4. 長期股權投資(續)

(2) 於2023年12月31日，權益法核算的長期股權投資明細如下：

Investee entity	被投資單位	Changes during the year								31 December 2023	Among which, closing provision for impairment	
		31 December 2022	Increase in investment	Decrease in investment	Other changes	Investment gains and losses under the equity method	Other equity changes	Declaration of cash dividend	Provision for impairment			Other decrease
		2022年12月31日	增加投資	減少投資	其他增加	權益法下確認的投資損益	其他權益變動	宣告現金股利	計提減值準備	其他減少	2023年12月31日	其中：年末減值準備
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	1,076,354,711.78	-	-	-	100,979,689.11	-	(35,980,011.00)	-	-	1,141,354,389.89	-
Jiangsu Gtaste Electric Co., Ltd.	江蘇吉泰科電氣有限公司	229,128,775.51	-	-	-	31,418,117.38	-	-	-	-	260,546,892.89	-
Shengrui Transmission Corporation Limited	盛瑞傳動股份有限公司	333,445,539.16	-	-	-	(61,994,946.09)	-	-	-	(271,450,593.07)	-	-
Weichai Intelligent Technology Co., Ltd.	濰柴智能科技有限公司	35,533,218.21	-	-	-	(17,817,085.82)	48,439,006.83	-	-	-	66,155,139.22	-
Other associates and joint ventures	其他聯營合營企業	298,101,454.33	44,000,000.00	(6,311,250.00)	-	(2,759,996.38)	-	-	-	-	333,030,207.95	-
Total	合計	1,972,563,698.99	44,000,000.00	(6,311,250.00)	-	49,825,778.20	48,439,006.83	(35,980,011.00)	-	(271,450,593.07)	1,801,086,629.95	-

(3) Impairment testing of long-term equity investments

In 2023, there was indication of impairment in the asset group of Tsintel Automotive Technology (Suzhou) Co., Ltd., a subsidiary of the Company, after taking into account its operating conditions as a whole. The Company determined the recoverable amount and made a corresponding provision for impairment of long-term equity investment assets amounting to RMB165,512,161.68 by taking the present value of its estimated future cash flows, which were determined based on cash flow projections based on the 5-year financial budgets approved by the management. The pre-tax discount rate used for the cash flow projections was 19.23%, and the estimated long-term average growth rate of cash flow after 5 years of 2.00% was the long-term average growth rate of the industry or region in which the enterprise operates.

(3) 長期股權投資減值測試情況

於2023年度，本公司子公司清智汽車科技(蘇州)有限公司，綜合考慮其經營情況，資產組出現減值跡象。本公司將其預計未來現金流量的現值確定其可收回金額並計提相應的長期股權投資資產減值準備，金額為人民幣165,512,161.68元，其預計未來現金流量根據管理層批准的5年期的財務預算為基礎的現金流量預測來確定。現金流量預測所採用的稅前折現率是19.23%，5年以後現金流量估計長期平均增長率2.00%為企業所處行業或地區的長期平均增長率。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

5. Revenue and cost of sales

5. 營業收入及成本

(1) Revenue and cost of sales:

(1) 營業收入和營業成本情況：

Item	項目	Incurred during the year 本年發生額		Incurred in previous year 上年發生額	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal operations	主營業務	41,539,226,870.73	29,592,532,396.99	24,590,977,678.48	18,167,562,273.28
Other revenue	其他業務	2,291,197,740.88	1,984,090,659.95	1,488,783,861.72	1,351,621,161.39
Total	合計	43,830,424,611.61	31,576,623,056.94	26,079,761,540.20	19,519,183,434.67

(2) Details of revenue:

(2) 營業收入的明細情況：

Item	項目	Incurred during the year	Incurred in previous year
		本年發生額	上年發生額
Motors	發動機	38,530,983,842.57	21,945,140,687.75
Components	零部件	3,007,072,749.96	2,642,128,262.21
Sale of raw materials	原材料銷售	1,134,083,317.75	737,375,982.97
Leasing of fixed assets	出租固定資產	258,497,863.87	204,085,189.37
Others	其他	899,786,837.46	551,031,417.90
Total	合計	43,830,424,611.61	26,079,761,540.20



NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外，金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

5. Revenue and cost of sales (Continued)

(3) Other information of revenue:

5. 營業收入及成本(續)

(3) 營業收入的其他信息：

Item	項目	Total 合計
Major regions of operation:	按主要經營地區分類：	
Mainland China	中國大陸	<b>43,830,424,611.61</b>
Revenue recognized under the standard on revenue	收入準則下確認的收入	
Classified by time for recognition of revenue:	按收入確認時間分類：	
Incl: transferred at a certain point of time	其中：在某一時點轉讓	<b>43,571,926,747.74</b>
Sub-total for revenue from customer contracts	與客戶之間的合同產生的收入小計	<b>43,571,926,747.74</b>
Revenue under the standard on lease	租賃準則下收入	<b>258,497,863.87</b>
Total	合計	<b>43,830,424,611.61</b>

Lease income of RMB258,497,863.87 recognised under the applicable standard on lease is included in the revenue of the Group.

本年營業收入包含適用租賃準則確認的租賃收入人民幣258,497,863.87元。

Allocation to the outstanding performance obligations:

分攤至剩餘履約義務的說明：

The amount of revenue corresponding to the contract performance obligations for which the contracts had been entered into and which had not been performed or fully performed as at the end of the year was RMB321,622,080.27, which is expected to be recognized as revenue in 2024.

本年末已簽訂合同、但尚未履行或尚未履行完畢的履約義務所對應的交易價格總額為人民幣321,622,080.27元，預計將於2024年度確認收入。

6. Investment income

6. 投資收益

Item	項目	Incurred during the year 本年發生額	Incurred in previous year 上年發生額
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	<b>49,825,778.20</b>	69,022,164.39
Investment income arising from disposal of long-term equity investments (Note V.14)	處置長期股權投資產生的投資收益(附註五、14)	<b>441,695,581.95</b>	40,957,182.20
Gain on long-term equity investments under the cost method	成本法核算的長期股權投資收益	<b>700,924,442.70</b>	777,648,923.03
Other	其他	<b>74,887,638.80</b>	63,102,508.96
Total	合計	<b>1,267,333,441.65</b>	950,730,778.58

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

(Unless otherwise specified, the amount is expressed in Renminbi Yuan)

財務報表附註(續)

截至2023年12月31日止年度

(除特別註明外,金額單位為人民幣元)

XVI. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

十六、公司主要財務報表項目註釋(續)

7. Supplement to cash flow statement

7. 現金流量表補充資料

Item	項目	Incurring during the year 本年發生額	Incurring in previous year 上年發生額
Net profit	淨利潤	<b>7,847,276,188.99</b>	3,686,125,793.08
Add: Impairment loss of assets	加: 資產減值損失	<b>202,288,956.21</b>	450,509,300.44
Impairment loss of credit	信用減值損失	<b>3,596,083.54</b>	10,376,194.76
(Decrease)/increase in special reserve	專項儲備的(減少)/增加	<b>(30,118,364.90)</b>	15,402,133.38
Depreciation of fixed assets, investment properties and right-of-use assets	固定資產、投資性房地產及使用權資產折舊	<b>1,245,927,720.82</b>	1,320,771,311.39
Amortization of intangible assets	無形資產攤銷	<b>48,791,566.85</b>	16,298,887.39
(Gain)/loss on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的(收益)/損失	<b>(40,278,163.66)</b>	4,125,796.49
Loss on retirement of fixed assets	固定資產報廢損失	<b>463,796.78</b>	8,045,113.49
Finance expenses	財務費用	<b>(1,185,617.55)</b>	(1,022,260.17)
Investment income	投資收益	<b>(1,267,333,441.65)</b>	(950,730,778.58)
Profit or loss on change of fair value	公允價值變動損益	<b>(71,001,232.88)</b>	(87,782,246.56)
Decrease in deferred tax assets	遞延所得稅資產減少	<b>89,053,073.11</b>	135,505,164.89
Increase/(decrease) in deferred tax liabilities	遞延所得稅負債增加/(減少)	<b>203,018.91</b>	(1,937,738.60)
(Increase)/decrease in inventories	存貨的(增加)/減少	<b>(877,184,760.07)</b>	564,962,084.86
(Increase)/decrease in operating receivables	經營性應收項目的增加(增加)/減少	<b>(9,694,817,410.87)</b>	2,005,598,504.35
Increase/(decrease) in operating payables	經營性應付項目的增加/(減少)	<b>12,360,777,346.70</b>	(10,390,871,805.88)
Net cash flow from/(used in) operating activities	經營活動產生/(使用)的現金流量淨額	<b>9,816,458,760.33</b>	(3,214,624,545.27)

## 1. SCHEDULE OF EXTRAORDINARY PROFIT AND LOSS

## 1、非經常性損益明細表

Item	項目	Incurring during the year 本年發生額
Gains or losses from disposal of non-current assets , including the write-off of provision for impairment of assets already incurred	非流動性資產處置損益，包括已計提資產減值準備的沖銷部分	546,795,353.32
Government grants charged in profit or loss for the current period, except for those closely related to the ordinary operation and gained constantly at a fixed amount or quantity according to certain standard based on state policies	計入當期損益的政府補助，但與公司正常經營業務密切相關、符合國家政策規定、按照確定的標準享有、對公司損益產生持續影響的政府補助除外	536,668,395.69
Profit and loss on the changes in fair value generated from financial assets and financial liabilities held by non-financial enterprises and profit and loss generated from disposal of financial assets and financial liabilities, other than effective hedging business relating to ordinary operating business of the Company	除同公司正常經營業務相關的有效套期保值業務外，非金融企業持有金融資產和金融負債產生的公允價值變動損益以及處置金融資產和金融負債產生的損益	(136,958,268.01)
Reversal of provision for impairment of receivables that were individually tested for impairment	單獨進行減值測試的應收款項減值準備轉回	45,460,581.93
Non-operating income and expenses other than the above items	除上述各項之外的其他營業外收入和支出	249,724,978.09
Tax effect	所得稅影響數	(106,037,962.75)
Effect on minority interests	少數股東損益影響數	(201,670,318.31)
Total	合計	933,982,759.96

## 2. RETURN ON NET ASSETS (“RONA”) AND EARNINGS PER SHARE (“EPS”)

2023

## 2、淨資產收益率和每股收益

2023年

Item	項目	Weighted average RONA (%)	EPS	
		加權平均淨資產收益率 (%)	Basic 基本	Diluted 稀釋
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	11.69	1.04	1.04
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司普通股股東的淨利潤	10.48	0.94	0.94

2022

2022年

Item	項目	Weighted average RONA (%)	EPS	
		加權平均淨資產收益率 (%)	Basic 基本	Diluted 稀釋
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	6.66	0.57	0.57
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司普通股股東的淨利潤	4.46	0.38	0.38

The Group holds no potential ordinary shares that are significantly dilutive.

本集團無重大稀釋性潛在普通股。

The Group presents RONA and EPS in accordance with Compilation Rules No. 9 for Information Disclosure by Companies Offering Securities to the Public – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revised in 2010) of the CSRC.

本集團對淨資產收益率和每股收益的列報依照中國證監會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露》(2010年修訂)的規定。

## FINANCIAL SUMMARY

## 財務概要

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as applicable, is set out below:

本集團過去五個財政年度的業績及資產、負債及少數股東權益的摘要(摘自公佈的經審核財務報表及經重列/重新分類(如適用))載列如下:

		Year ended 31 December 截至十二月三十一日止年度				
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
RESULTS	業績					
REVENUE	收入	<b>213,958,476</b>	175,157,536	220,215,066	197,288,389	174,360,893
PROFIT BEFORE TAX	除稅前利潤	<b>13,151,278</b>	6,085,207	14,459,535	12,708,140	14,351,650
Tax	稅項	<b>(1,939,664)</b>	(402,516)	(2,275,516)	(1,412,157)	(2,444,643)
PROFIT FOR THE YEAR	全年利潤	<b>11,211,614</b>	5,682,691	12,184,019	11,295,983	11,907,007
Attributable to:	以下人士應佔:					
Equity holders of the parent	母公司權益持有人	<b>9,013,894</b>	4,905,013	9,492,605	9,228,272	9,104,955
Minority interests	少數股東	<b>2,197,720</b>	777,678	2,691,414	2,067,711	2,802,052
		<b>11,211,614</b>	5,682,691	12,184,019	11,295,983	11,907,007
Dividends for the year	全年股息	<b>4,506,725</b>	2,194,380	3,214,350	3,223,369	2,269,088
Basic earnings per share (in RMB)	每股基本盈利(人民幣元)	<b>1.04</b>	0.57	1.13	1.16	1.15
ASSETS, LIABILITIES	資產、負債					
Total Assets	總資產	<b>334,247,213</b>	293,666,088	293,656,199	271,061,686	236,831,674
Total Liabilities	總負債	<b>(221,561,478)</b>	(189,555,436)	(188,141,316)	(190,362,515)	(167,056,949)
Capital and reserves	資本及儲備	<b>112,685,735</b>	104,110,652	105,514,883	80,699,171	69,774,725
Equity attributable to equity holders of the parent	母公司權益持有人應佔權益	<b>79,335,200</b>	73,184,254	72,078,675	51,468,163	45,223,941
Minority interests	少數股東權益	<b>33,350,535</b>	30,926,398	33,436,208	29,231,008	24,550,784
		<b>112,685,735</b>	104,110,652	105,514,883	80,699,171	69,774,725



**潍柴動力股份有限公司**  
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