



**ZMJ**

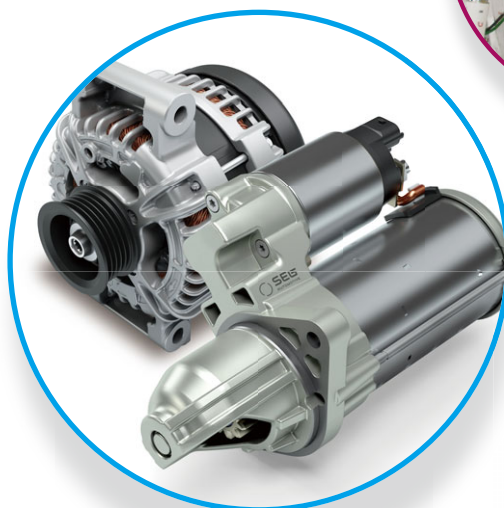
# Zhengzhou Coal Mining Machinery Group Company Limited 鄭州煤礦機械集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號：00564

## 2018 Annual Report 年報





## Corporate Profile

### 公司簡介

Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**” or “**ZMJ**”) was incorporated in the People’s Republic of China (the “**PRC**”) on 28 December 2008 as a joint stock company with limited liability. The Company’s A Shares were listed on the Shanghai Stock Exchange on 3 August 2010. The Company’s H Shares were listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2012.

The Company is a leading comprehensive coal mining and excavating equipment manufacturer in the PRC. It focuses on the manufacturing and sales of hydraulic roof supports, and is the largest hydraulic roof support manufacturer in the PRC. The Company is also engaged, through its subsidiaries, in the research and development, manufacturing and sale of and servicing for auto parts, as well as the trading of steel and other raw materials. The established operating history, high quality products, strong research and development capabilities, advanced manufacturing processes and extensive sales and service network of the Company and its subsidiaries are the keys to its success and enable it to maintain its leading position in the coal mining and excavating equipment market and auto parts market.

鄭州煤礦機械集團股份有限公司(「**本公司**」或「**公司**」或「**鄭煤機**」)於二零零八年十二月二十八日在中華人民共和國(「**中國**」)註冊成立為股份有限公司。本公司的A股於二零一零年八月三日在上海證券交易所上市。本公司的H股於二零一二年十二月五日在香港聯合交易所有限公司(「**聯交所**」)上市。

本公司為中國領先的煤炭綜采綜掘設備製造商，致力於生產及銷售液壓支架，是中國最大的液壓支架製造商。本公司亦透過附屬公司從事汽車零部件的研發、製造、銷售及服務，鋼鐵及其他原料貿易業務。本公司及附屬公司悠久的經營歷史、優質產品、強勁的研發能力、先進的製造流程及龐大的銷售及服務網絡乃是公司達到成功的關鍵，並使公司能夠維持在煤炭採掘設備市場及汽車零部件市場的領先地位。



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## Corporate Information 公司資料

### Directors

Mr. Jiao Chengyao (*Chairman and Executive Director*)  
 Mr. Jia Hao (*Vice Chairman and Executive Director*)  
*(appointed on 12 February 2018)*  
 Mr. Xiang Jiayu (*Executive Director*)  
 Mr. Fu Zugang (*Executive Director*)  
*(appointed on 12 February 2018)*  
 Mr. Wang Xinying (*Executive Director*)  
 Mr. Wang Bin (*Executive Director*) (*appointed on 12 February 2018*)  
 Mr. Guo Haofeng (*Executive Director*)  
*(resignation effective from 12 February 2018)*  
 Mr. Liu Qiang (*Executive Director*) (*resignation effective from 12 February 2018*)  
 Ms. Liu Yao (*Independent Non-executive Director*)  
 Mr. Li Xudong (*Independent Non-executive Director*)  
 Mr. Jiang Hua (*Independent Non-executive Director*)

### Supervisors

Mr. Liu Qiang (*appointed on 12 February 2018*)  
 Mr. Wang Yue (*appointed on 12 February 2018*)  
 Mr. Cui Leilei (*appointed on 12 February 2018*)  
 Mr. Ni Wei (*appointed on 12 February 2018*)  
 Mr. Zhou Rong  
 Mr. Zhang Yichen (*appointed on 12 February 2018*)  
 Mr. Yuan Shaochong (*appointed on 12 February 2018*)  
 Mr. Li Chongqing (*resignation effective from 12 February 2018*)  
 Mr. Zhang Zhiqiang (*resignation effective from 12 February 2018*)  
 Mr. Liu Fuying (*resignation effective from 12 February 2018*)  
 Mr. Ni Heping (*resignation effective from 12 February 2018*)  
 Ms. Xu Mingkai (*resignation effective from 12 February 2018*)  
 Mr. Zhang Jun (*resignation effective from 12 February 2018*)

### Auditors

*International auditors:*  
 PricewaterhouseCoopers  
 22/F Prince's Building  
 Central  
 Hong Kong

*Domestic auditors:*  
 BDO CHINA SHU LUN PAN  
 Certified Public Accountants LLP  
 4th Floor, No. 61 Nanjing East Road, Shanghai, 200002

### Principal Place of Business in Hong Kong

40/F, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong

### 董事

焦承堯先生(*董事長兼執行董事*)  
 賈浩先生(*副董事長兼執行董事*)  
*(於二零一八年二月十二日獲委任)*  
 向家雨先生(*執行董事*)  
 付祖岡先生(*執行董事*)  
*(於二零一八年二月十二日獲委任)*  
 王新瑩先生(*執行董事*)  
 汪濱先生(*執行董事*)(*於二零一八年二月十二日獲委任*)  
 郭昊峰先生(*執行董事*)  
*(於二零一八年二月十二日離任)*  
 劉強先生(*執行董事*)(*於二零一八年二月十二日離任*)  
 劉堯女士(*獨立非執行董事*)  
 李旭冬先生(*獨立非執行董事*)  
 江華先生(*獨立非執行董事*)

### 監事

劉強先生(*於二零一八年二月十二日獲委任*)  
 王躍先生(*於二零一八年二月十二日獲委任*)  
 崔蕾蕾先生(*於二零一八年二月十二日獲委任*)  
 倪威先生(*於二零一八年二月十二日獲委任*)  
 周榮先生  
 張易辰先生(*於二零一八年二月十二日獲委任*)  
 苑少沖先生(*於二零一八年二月十二日獲委任*)  
 李重慶先生(*於二零一八年二月十二日離任*)  
 張志強先生(*於二零一八年二月十二日離任*)  
 劉付營先生(*於二零一八年二月十二日離任*)  
 倪和平先生(*於二零一八年二月十二日離任*)  
 徐明凱女士(*於二零一八年二月十二日離任*)  
 張軍先生(*於二零一八年二月十二日離任*)

### 核數師

*國際 :*  
 羅兵咸永道會計師事務所  
 香港  
 中環  
 太子大廈22樓

*境內 :*  
 立信會計師事務所(特殊普通合夥)  
 上海市南京東路61號4樓  
 郵編 : 200002

### 香港主要營業地點

香港灣仔皇后大道東248號陽光中心40樓

## Corporate Information 公司資料

**Registered Office in the PRC**

No. 167, 9th Street  
Econ-Tech Development Zone  
Zhengzhou, Henan Province  
PRC

**Headquarters in the PRC**

No. 167, 9th Street  
Econ-Tech Development Zone  
Zhengzhou, Henan Province  
PRC

**Company's Website**

[www.zzmj.com](http://www.zzmj.com)

**H Share Registrar**

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

**A Share Registrar**

Shanghai Branch of China  
China Securities Depository and Clearing Corporation Limited  
36/F, China Insurance Building  
No. 166 Lujiazui East Road, Pudong New District  
Shanghai

**Stock Code**

H Share: 00564 (Hong Kong Stock Exchange)  
A Share: 601717 (Shanghai Stock Exchange)

**Principal Banks**

Industrial and Commercial Bank of China  
Jianshe Road Branch, Zhengzhou  
No. 11 West Jianshe Road, Zhengzhou  
Henan Province  
PRC

Bank of China  
Longxi Branch, Zhengzhou  
No. 62 Huaihe Road, Zhengzhou  
Henan Province  
PRC

**中國註冊辦事處**

中國  
河南省鄭州市  
經濟技術開發區  
第九大街167號

**中國總辦事處**

中國  
河南省鄭州市  
經濟技術開發區  
第九大街167號

**公司網站**

[www.zzmj.com](http://www.zzmj.com)

**H股股份登記處**

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室

**A股股份登記處**

中國證券登記結算有限責任公司  
上海分公司  
上海市  
浦東新區陸家嘴東路166號  
中國保險大廈36樓

**股份代碼**

H股00564(香港證券交易所)  
A股601717(上海證券交易所)

**主要往來銀行**

中國工商銀行  
鄭州市建設路支行  
中國  
河南省  
鄭州市建設西路11號

中國銀行  
鄭州市隴西支行  
中國  
河南省  
鄭州市淮河路62號

## Corporate Information 公司資料

### Company Secretary

Mr. Zhang Haibin  
Ms. Chan Yin Wah (*assistant to Company Secretary*)

### Strategy Committee

Mr. Jiao Chengyao (*Chairman*)  
Mr. Jia Hao (*appointed on 12 February 2018*)  
Mr. Xiang Jiayu  
Mr. Fu Zugang (*appointed on 12 February 2018*)  
Mr. Wang Xinying (*resignation effective from 12 February 2018*)  
Mr. Guo Haofeng (*resignation effective from 12 February 2018*)  
Mr. Jiang Hua

### Audit Committee

Mr. Li Xudong (*Chairman*)  
Mr. Jiang Hua  
Ms. Liu Yao

### Nomination Committee

Mr. Jiang Hua (*Chairman*)  
Mr. Fu Zugang (*appointed on 12 February 2018*)  
Ms. Liu Yao

### Remuneration and Assessment Committee

Mr. Li Xudong (*Chairman*)  
Mr. Jia Hao  
Ms. Liu Yao

### Authorized Representatives

Mr. Jiao Chengyao  
Mr. Zhang Haibin

### Legal Advisers

*As to Hong Kong law:*  
Clifford Chance

*As to PRC law:*  
Haiwen & Partners

### 公司秘書

張海斌先生  
陳燕華女士(公司秘書助理)

### 戰略委員會

焦承堯先生(主席)  
賈浩先生(於二零一八年二月十二日獲委任)  
向家雨先生  
付祖岡先生(於二零一八年二月十二日獲委任)  
王新瑩先生(於二零一八年二月十二日離任)  
郭昊峰先生(於二零一八年二月十二日離任)  
江華先生

### 審計委員會

李旭冬先生(主席)  
江華先生  
劉堯女士

### 提名委員會

江華先生(主席)  
付祖岡先生(於二零一八年二月十二日獲委任)  
劉堯女士

### 薪酬與考核委員會

李旭冬先生(主席)  
賈浩先生  
劉堯女士

### 授權代表

焦承堯先生  
張海斌先生

### 法律顧問

香港法律：  
高偉紳律師行

中國法律：  
海問律師事務所

## Chairman's Statement 董事長報告書

Dear Shareholders,

I am pleased, on behalf of the board of directors (the "Board") of Zhengzhou Coal Mining Machinery Group Company Limited, to present the annual report of the Group for the period from 1 January 2018 to 31 December 2018 (the "2018 Annual Report").

**Jiao Chengyao**  
*Chairman*

各位股東：

我謹代表鄭州煤礦機械集團股份有限公司董事會(「董事會」)欣然呈報本集團二零一八年一月一日至二零一八年十二月三十一日的年度報告(「二零一八年度報告」)。

**焦承堯**  
董事長



## Chairman's Statement 董事長報告書

Dear Shareholders,

2018 is another monumental year in the history of ZMJ's development. Facing the complex and ever-changing internal and external environment, the Company stayed closely in line with its annual operating goal of "structural reshaping to foster transformation, all-rounded synergy to secure growth, innovation-driven approach to fabricate fine products, and scientific management to enhance efficiency", promoting smooth transition and integration of the acquisition of SEG project, reorganizing and optimizing the management structure of the Group, and continuing to deepen the reform of state-owned enterprises. As a result, the Company experienced rapid development, with a stable and positive development momentum reflected in each of its business segments and substantial improvements recorded in major economic indicators such as revenue and profit.

尊敬的股東：

2018年是鄭煤機發展史上又一頗具里程碑意義的一年，面對複雜多變的內外部環境，鄭煤機緊緊圍繞「架構重塑促轉型、多維協同保增長、創新驅動育精品、科學管理增效益」的年度經營方針，推動收購SEG項目平穩過渡和整合，集團管理架構重組優化，繼續深化國企改革各項工作，各業務板塊呈現了穩中向好的發展態勢，收入、利潤等主要經濟指標大幅增長，實現了快速發展。



In 2018, the revenue generated by the Company amounted to RMB26,011.73 million, representing an increase of 244.68% year-on-year. Net profit attributable to the parent company amounted to RMB832.34 million, representing an increase of 192.82% year-on-year.

2018年，公司實現營業收入人民幣26,011.73百萬元，同比增長244.68%；實現歸屬於母公司所有者的淨利潤人民幣832.34百萬元，同比增長192.82%。



## Chairman's Statement 董事長報告書

## I. Business Review for 2018

(I) Continued to deepen reform and push forward corporate transformation and upgrade

**1. Pushed ahead the reform of centralized functions and underwent internal reorganization of businesses and assets**

ZMJ adjusted its management structure and implemented a structure of “small headquarters, large segments” based on its development strategy, taking into account practical circumstances of its multiple business segments and global operation. A preliminary segment management structure was established for coal mining machinery, ASIMCO, SEG, and west zone transformation and development. As the central unit of the Group, the headquarters of the Company fully played its role as the Group manager, value creator, integrator of global resources and industrial coordinator to achieve efficient operation, and formed the centralized functions focusing on strategic planning, human resources development, risk prevention and control as well as financial operation. The listed Company will act as a platform for optimizing resource allocation among its business segments. During the Reporting Period, the Company finished the adjustment of its headquarters restructuring, with each business segment capable of independent operation and responsible for its own profits and losses.

**2. Improved corporate governance structure and facilitated the change of Directors, Supervisors and senior management**

In 2018, the Company initiated the change in session of its Board of Directors, Board of Supervisors and the management. The executive Directors of the Company have backgrounds in investment and finance, coal mining machinery and auto part business, while the independent Directors have backgrounds in investment, auditing and law, which are conducive to the long-term development of the Company. The Board of Supervisors comprises a combination of internal employee representative Supervisors and external Supervisors recommended by shareholders in a bid to bring the supervisory function into full play. Our management was formed by a combination of recruitment from external parties and through market-based selective hiring, with a view to creating a market-oriented and professional management team to enhance its execution capability.

## 一、2018年度業務回顧

(一) 持續深化改革，推動企業轉型升級

**1、 推進總部職能改革、開展內部業務資產重組**

根據鄭煤機發展戰略，結合多產業板塊、全球化運營的實際情況，鄭煤機對公司管理架構進行了調整，實行「小總部、大板塊」的管理架構，煤機、亞新科、SEG、西區改造開發板塊管理架構初步搭建完成，上市公司總部作為集團的大腦中樞，充分發揮集團管控、價值創造、全球資源整合、產業協同功能，實現高效運營，形成以戰略規劃、人力資源開發、風險防控、財務運營等為核心的總部職能，以上市公司平台對下屬各業務板塊進行資源優化配置。報告期內，公司總部組織結構已調整到位，各個產業板塊相對獨立運營、自負盈虧。

**2、 完善法人治理結構，推動董監高換屆**

2018年，公司開展董事會、監事會、經理層換屆工作。公司執行董事分別具備投融資、煤機、汽車零部件業務等背景，獨立董事具備投資、審計、法律等背景，有利於企業的長遠發展；監事會成員由內部職工代表監事、外部股東推薦監事相結合，充分發揮監督作用；經理層選聘採用外聘與市場化選聘相結合方式，打造市場化專業化的管理層團隊，充分提升經理層執行能力。

## Chairman's Statement 董事長報告書

### (II) Operation of the coal mining machinery business

#### 1. Fruitful results in both order placements and collection of receivables in respect of market development

In 2018, the Company was agile in capturing favorable opportunities from the bounce back of the coal mining machinery market. In tandem with strict risk control, we gravitated towards “orders that generate profit and cash flow” by seizing high-quality orders, solidifying strategic customers and actively exploring new markets. As a result, our coal mining machinery business recorded year-on-year increases of 40% and 35% in order placements and collection of receivables (both excluding trade) respectively, both being the highest for the recent five years.

As for the domestic market, we remained customer-focused, concentrated advantageous resources on strategic customers, cemented our partnerships continuously and opened up new markets. Meanwhile, we kept increasing our efforts in the collection of receivables, leading to a new high in the total collection of receivables. As for the international market, we aligned with the national “Belt and Road” initiative to extend our international market network. In 2018, we successfully entered into an agreement for providing complete sets of equipment for an Indonesian project. At the same time, our focus on key markets resulted in consecutive breakthroughs in winning the bid for the second set of hydraulic roof supports of Murray Energy in the U.S. market.

#### 2. Intensively exploring the Company's potential and steadily improving production capacity and efficiency

Since 2018, the Company has been intensively exploring its potential. On top of ensuring safety and environmental protection, it recorded a 26% year-on-year increase in total production volume for the year, with output value reaching another historic high. First, in terms of raising average work efficiency, our efforts to improve 17 major indicators have led to a surge in average work efficiency of each production unit. Second, in terms of capacity improvement, the Company formulated a special plan for capacity enhancement, carried out special technical research and equipment transformation for processes with inadequate production capacity, quickly eliminated the shortcoming in production capacity, and achieved new breakthroughs in the output of each production unit. Third, in terms of green production, the Company responded to increasingly stringent environmental requirements by exploring new production methods, and consistently reduced the impact of changing environmental policies on its production capacity.

### (二) 煤機業務經營發展情況

#### 1、市場開發方面，訂貨回款雙豐收

2018年，公司敏銳地抓住煤機市場回暖有利時機，在嚴控風險的同時，以「有利潤的訂單，有現金流的訂單」為導向，搶抓優質訂單、鞏固戰略客戶、積極開闢新市場。煤機業務全年訂貨、回款(均不含貿易)同比分別增長40%和35%，均為近五年最高。

國內市場方面，堅持以客戶為中心，集中優勢資源聚焦戰略客戶，持續鞏固合作關係，開闢新市場；同時持續加大回款力度，回款總金額創歷史新高。國際市場方面，遵循國家「一帶一路」政策，拓展國際市場開發網絡，2018年成功簽訂印度尼西亞成套設備項目；同時聚焦重點市場，美國市場中標默裏能源第二套液壓支架，實現連續突破。

#### 2、深度挖潛，產能工效穩步提高

2018年以來，公司深挖潛能，在全面做好安全環保各項工作的前提下，全年總產量同比增長26%。產值再創歷史最高水平。一是人均工效提升方面，通過17項硬指標的拉動，各生產單位人均工效大幅提高。二是產能提升方面，制定產能提升專項方案，針對產能不足工序開展專項技術攻關和設備改造，快速消除產能短板，各生產單位產量均實現新的突破。三是綠色生產方面，面對日益嚴格的環保要求，通過探索新生產方法等措施，持續降低因環保政策變化對企業產能的影響。

## Chairman's Statement 董事長報告書

**3. Scientific research, technological upgrading, and continuous enhancement of core competitiveness**

In 2018, the Company sustained its scientific research for the coal mining machinery segment as it made continuous improvement in intelligent product technology and intelligent manufacturing, with in-depth application of its philosophy of value project.

First, in respect of technological research and development, the Company broke multiple world records with its self-developed ultra mining height hydraulic roof support of 8.8 meters put into production. It also made preliminary progress in key technologies relating to intelligent surface, such as inertial navigation system, video surveillance system, and planned mining technologies based on transparent working surfaces. Second, in respect of crafting technology, the Company was active in its intelligent work planning with pilot projects on connecting rod production lines and automatic loading and unloading for robot beveling. The Company also maintained continuous R&D input into new materials and new crafting technologies, coupled with additional technical reserves. Third, in respect of technological innovation, 2018 saw the Company pass the review of National Demonstration Enterprises for Technological Innovation by the Ministry of Industry and Information Technology and obtain 23 authorized patents, including 5 invention patents, 18 utility model patents and 1 software copyright.

**4. Improved operations under innovative management, with lower cost and higher efficiency**

In its coal mining machinery segment, the Company closely followed its objective to become a high-yield enterprise with high-quality development, by intensifying its project-based management for market development, continuously promoting lean management and Amoeba Management, continuously beefing up the comprehensive quality of its leaders and staff and innovating methods and approaches, all in an effort to bolster its corporate management.

## (III) Operation of the auto parts segment

In 2018, ASIMCO's auto parts segment under the Company attained new record highs in overall operating indicators, as the segment captured opportunities from the growing commercial vehicles market and benefited from the market concentration on high-quality suppliers. Upon completion of the acquisition of equity interests in the Germany-based SEG project, the Company has been actively engaged in post-acquisition management through resource integration, enabling SEG to make its proper transition from a business segment to an independent operating company with stable business, staff and development as well as reach new record high in order placements.

**3、 科研攻關，技術升級，核心競爭力不斷鞏固**

2018年公司煤機板塊持續開展科研攻關，智能化產品技術和智能製造水平持續提升，價值工程理念深入應用。

一是技術研發方面，公司自主研發的8.8米超大採高液壓支架投入生產，創造多項世界紀錄；在慣性導航系統、視頻監控系統、基於透明工作面的規劃開採技術等智能化工作面關鍵技術方面取得初步進展。二是工藝方面，以連杆生產綫和機器人割坡口自動上下料改造為試點，積極進行智能化規劃，持續加大對新材料、新工藝的研發投入，增加了技術儲備。三是技術創新方面，2018年，公司順利通過了工業和信息化部對國家技術創新示範企業的覆核，獲得授權專利23項，其中發明專利5項，實用新型專利18項，獲得軟件著作權1項。

**4、 創新管理，降本提效，經營水平再上新臺階**

公司煤機板塊緊緊圍繞打造高收益企業、實現高質量發展的目標，通過深化市場開發項目制管理、持續推進精益管理和阿米巴經營、持續提升幹部員工綜合素質，創新方式方法，切實提升企業管理水平。

## (三) 汽車零部件板塊經營發展情況

2018年公司所屬亞新科汽車零部件業務緊抓商用車持續增長的機遇，同時受益於市場向優質供應商集中的影響，整體經營指標創歷史新高；並購德國SEG項目實現股權交割，公司積極整合相關資源進行投後管理工作，SEG實現了從一個事業部向獨立運營公司的良好過渡，業務、員工、發展保持穩定，訂單創歷史新高。

## Chairman's Statement 董事長報告書

### 1. Pushed ahead with restructuring and integration and increased operation quality

In terms of ASIMCO, we acquired ASIMCO International Trade Inc. (亞新科國際貿易有限公司) to further improve our layout in the global automobile market and enhance our competitiveness in the international market. ASIMCO Shuanghuan merged with ASIMCO Foundry for further resource integration and centralized management, lower management costs and higher management efficiency. In terms of SEG, post-acquisition integration and management took place where SEG was promoted as a new brand to global customers and media, suppliers and partners, to realize smooth transition of customers and shape a new brand image. We were also active in allowing shareholders to play their role in the decision-making of corporate strategy and significant matters, facilitated SEG in global resource integration, sped up the adjustment of its industry chain layout, and responded to customers at a faster pace, to push for stable growth of sale revenue. In addition, our new factories in Changsha and Changchun have commenced production, which significantly boosted our production capability.

### 2. Bolstered technological research and development as well as core competitiveness

In terms of ASIMCO, we fully tapped into the brand advantages of the Company as a provincial enterprise technology center and in the industry, and undertook 20 major provincial and municipal projects for science and technology. In 2018, we completed such key projects as light and high-intensity cylinder blocks and heads of vermicular graphite cast iron material, combination of camshaft sets as an alternative to traditional steel shafts and cast iron shafts, piston ring surface processing technology which met the requirements of environmental protection and Euro VI vehicle emission standards, and high-end modular brake products. In addition, we organized SEG and ASIMCO to set up a team to investigate the development trends of the automotive industry and the motor industry, and worked out a plan for SEG's future research and development on electrification technology. Currently, we concentrated our advantageous resources on 48V hybrid power technology which has been applied to mass production and large-scale market promotion. We have become the motor supplier of 48V energy recovery acceleration subsystems for mainstream automakers such as Daimler Benz and BMW. Meanwhile, the Company has been centered on the technological development trends of the future automobile industry, starting to establish its presence in technologies of 48V P>0 and high-voltage motors.

### 1、推進重組整合，提升經營質量

亞新科方面：收購亞新科國際貿易有限公司，進一步強化在全球汽車市場的佈局，提高國際市場競爭力；亞新科雙環吸收合併亞新科鑄造，進一步整合資源並集中管理，降低管理成本，提高管理效率。SEG方面：開展投後整合管理，打造推廣全新品牌SEG，向全球客戶及媒體、供應商、合作夥伴推介，實現客戶的平穩過渡，品牌形象的全新塑造；積極發揮股東在企業戰略及重大事項決策上的作用，推進SEG整合全球資源，加快調整自身產業鏈佈局調整，提高客戶響應速度，推動銷售收入穩定增長；順利完成長沙、長春新工廠投產，生產能力大幅提升。

### 2、加強技術研發，提升核心競爭力

亞新科方面，充分利用企業在省級企業技術中心和行業的品牌優勢等，承擔當地省市重大科技項目20項，2018年完成蠕墨鑄鐵的輕量化高強度缸體缸蓋、傳統鋼軸和鑄鐵軸的替代產品組合式凸輪軸、滿足環保和歐六排放要求的活塞環表面處理技術、制動產品的模塊化高端化等重點項目。組織SEG與亞新科組建團隊調研汽車行業發展趨勢及電機產業發展趨勢，擬定了SEG未來電氣化技術研發路線，目前集中優勢資源主攻48V混合動力技術，已經量產並大規模市場推廣，成為戴姆勒奔馳、寶馬等主流汽車廠商48V能量回收加速輔助系統電機供應商；同時公司圍繞未來汽車行業技術的發展趨勢，開始佈局48V P>0和高壓電機技術。

## Chairman's Statement 董事長報告書

### 3. Set up a control system for better investment control

ZMJ has integrated the management system of multinational corporations with state-owned assets supervision and the system of listed companies, to establish and improve the management reporting system and financial management system of its investee companies. Meanwhile, from strategy, investment and development perspectives, we allowed shareholders to play an active role in guiding the healthy and stable development of our investee companies.

### 3、梳理建立管控體系，加強投資管控

鄭煤機融合跨國公司管理體系與國資監管、上市公司體系，建立完善對所投資公司的管理報告體系及財務管理體系。同時，在戰略、投資、發展方向方面，積極發揮股東作用，指導所投資公司健康穩定發展。

## II. Industry Landscape and Trends

### 1. Macroeconomic conditions

Based on an overall analysis of domestic and international situation, China will face an even tougher and more complex environment in its development in 2019, with more and bigger risks and challenges ahead which may or may not be expectable. However, China remains in a critical strategic stage brimming with opportunities, where it enjoys adequate resilience, huge potential and surging innovative strength. Its economy also sustains a long-term positive trend. As pointed out in the 2019 Government Work Report by the State Council, it is necessary to maintain high-quality development and the supply-side structural reform as the main theme, deepen market-oriented reform, further open up to the outside world with high quality, and accelerate the development of a modern economic system. Work will continue on three major campaigns, to stimulate the vitality of micro entities, innovate and improve macro-control, and proceed with growth stabilization, reform, structural adjustment, improvement of people's livelihood and risk prevention in a well-planned manner. Economic growth will remain within a reasonable range, with further efforts to stabilize employment, finance, foreign trade, foreign capital, investment and expectations, so as to boost market confidence.

## 二、行業格局和趨勢

### 1、宏觀經濟形勢

綜合分析國內外形勢，2019年我國發展面臨的環境更複雜更嚴峻，可以預料和難以預料的風險挑戰更多更大。但是我國發展仍處於重要戰略機遇期，擁有足夠的韌性、巨大的潛力和不斷迸發的創新活力，經濟長期向好趨勢沒有也不會改變。2019年國務院政府工作報告指出，要堅持推動高質量發展，堅持以供給側結構性改革為主綫，堅持深化市場化改革、擴大高水平開放，加快建設現代化經濟體系，繼續打好三大攻堅戰，著力激發微觀主體活力，創新和完善宏觀調控，統籌推進穩增長、促改革、調結構、惠民生、防風險工作，保持經濟運行在合理區間，進一步穩就業、穩金融、穩外貿、穩外資、穩投資、穩預期，提振市場信心。

## Chairman's Statement 董事長報告書

### 2. Development of the coal mining machinery industry

#### (1) Stability of the coal industry

As for the domestic market, 2019 will see stability in policy regulation over the coal market, with a sustained dynamic equilibrium between supply and demand, as price gradually enters a reasonable range. Overall, thermal coal will enjoy a stable trajectory, with cyclical price fluctuation due to seasonal factors. In 2019, the thermal coal market will embrace more stability, while the market of coal mining machinery stays in the stable development stage. In particular, developing countries such as India, Vietnam and the Philippines will experience year-on-year growth in coal production and demand for coal mining machinery, given their growing demographic dividend.

#### (2) Stiffer competition in the coal mining machinery industry

Regarding the domestic coal mining machinery industry, greater profitability of coal enterprises has fully unleashed the demand for equipment renewal. The coal mining machinery industry saw sustained improvement in economic efficiency, with much better performance of major coal mining machinery enterprises in the PRC. The increase in coal production technology and equipment investment will keep unleashing the production capacity of coal mining machinery, which is expected to result in abundant supply in the coal mining machinery industry.

Regarding the overseas coal mining machinery industry, globalization has caused some international manufacturers of coal mining machinery to shift their competition from a comprehensive scale to market segments and industry chains, or to pursue market expansion and higher market status through merger and acquisition, alliance and channel integration. This poses fresh challenges to domestic coal mining machinery enterprises who are involved in international market competition.

Nevertheless, being the world's largest R&D and manufacturing enterprise for hydraulic roof supports used for comprehensive coal mining, ZMJ has a considerable market share and apparent technology advantages. Widely recognized for its product quality in the market, the Company presents an evident edge in brand value, advantageous innovation of product technology, production and operation, as well as stronger market competitiveness.

### 2、煤機行業發展形勢

#### (1) 煤炭行業基本穩定

國內市場方面，2019年，政策因素對煤炭市場調控基本穩定，供需關係基本維持動態平衡，價格逐步進入合理運行區間。動力煤整體呈現平穩走勢，價格隨季節因素呈現周期波動，2019年動力煤市場運行將更加穩健，煤機裝備市場仍然處於平穩發展期；特別是印度、越南、菲律賓等發展中國家，隨著人口紅利的不斷增長，煤炭產量及煤機裝備需求呈現出逐年上升的態勢。

#### (2) 煤機行業競爭加劇

國內煤機行業方面，隨著煤炭企業盈利能力增加，設備更新需求全面釋放，煤機行業經濟效益持續改善，國內主要煤機企業業績大幅增長，隨著煤機生產技術、設備投入增加，煤機產能將持續釋放，煤機行業總體預計會呈現供給寬鬆的局面。

國外煤機行業方面，隨著全球國際化的進程，部分國際煤機製造企業從全面競爭轉向細分市場競爭、產業鏈競爭，或通過並購、聯盟和渠道整合等方式來擴大市場規模、提升市場地位，這對國內煤機企業參與國際市場競爭提出新的挑戰。

但是，鄭煤機作為全球規模最大的煤礦綜採液壓支架研發、製造企業，市場佔有率較高，技術優勢明顯，產品質量在市場獲得普遍認可，品牌價值優勢明顯，在產品技術創新、生產經營等方面具有較大優勢，擁有更強的市場競爭力。

**Chairman's Statement 董事長報告書****3. Auto industry: Short-term stagnation and room for improvement in the long run**

According to statistics from the China Association of Automobile Manufacturers, in 2018, China recorded its first negative growth in both automobile production and sales for the past 28 years. This signals that the auto industry has transited from high-speed growth to low-speed, stable and high-quality development. China will roll out a series of policies in 2019, including tax breaks for the manufacturing sector, and further deepening the reform and opening up to the outside world. This, together with the thawing China-US trade dispute, has created better conditions for the development of the manufacturing sector. In January 2019, the National Development and Reform Commission and other ten government departments and commissions made a joint announcement to propose multiple initiatives for promoting automobile consumption, in a bid to better meet the travel needs of residents. Since China's average vehicle ownership lags far behind that of developed countries, the relatively low vehicle ownership and high income growth generate new demand for automobiles. It is expected that there remains considerable room for production and sales growth in the Chinese automobile industry, as it will continue to work towards high-quality development.

Meanwhile, the auto parts industry faces fresh challenges and opportunities from the global policy on energy conservation and emissions reduction, as well as the automobile industry evolving towards intelligence and electrification. Given unsaturated sales volume of passenger cars in emerging economies such as China and India as well as the structural change in mature markets such as Europe, the US and Japan, the global automobile market will continue to grow.

**3、汽車行業短期增長乏力、長期仍有空間**

據中國汽車工業協會發佈的統計數據顯示，2018年中國汽車產銷量成為28年來的首次負增長，汽車行業由高速增長進入了低速平穩高質量發展的階段。2019年，中國將推出一系列政策，包括製造業的減稅、進一步深化改革、擴大開放等，以及中美貿易爭端的緩和，均為製造業的發展創造了更好的條件。2019年1月，國家發改委等十部委聯合發文提出多措並舉促進汽車消費，更好滿足居民出行需求。中國人均汽車保有量與發達國家相比相差甚遠，低保有率和高收入增長帶來汽車新增需求，預計中國汽車行業產銷量中長期仍有較大增長空間，未來中國汽車工業將繼續向高質量的方向轉型發展。

同時，世界節能減排政策以及汽車行業智能化、電動化的發展趨勢也給汽車零部件行業帶來新的挑戰和機遇，新興經濟體中國、印度等乘用車銷量未及飽和、歐美日等成熟市場結構性變化，全球汽車市場仍將繼續發展。

## Chairman's Statement 董事長報告書

### III. Development Strategies of the Company

The Company's development strategies will be: strategic positioning as an international enterprise, market-oriented corporate governance, high-end industry layout, and globalization of talents

Firstly, strategic positioning as an international enterprise: Economic globalization has become an irreversible trend. By firmly capitalizing on the strategic opportunities brought by the national "Belt and Road" initiative, ZMJ will execute the "go global" strategy by optimizing its resource across the globe. It will also proactively integrate itself into the global networks of innovation, manufacturing and market, and push ahead with transformation and upgrade of its industrial structure. In addition, ZMJ will benchmark its own level of operation and management against international standards, continuously explore the room for survival and development, and establish itself as an international large-scale conglomerate.

Secondly, market-oriented corporate governance: A sound mechanism is pivotal to the virtuous cycle of development of an enterprise. As an "A+H" listed company fully exposed to competition in the global market, the Company needs to further deepen its institutional reform in line with national policy orientations: capitalizing on the "Reform of Hundreds of State-owned Enterprises" (雙百行動) under the State-owned Assets Supervision and Administration Commission of the State Council as an opportunity to further optimize its shareholding structure and improve its corporate governance; establishing a board of directors with market-oriented operation to serve as a platform for corporate governance, for expression of capital allocation and for decision-making; and further carrying out the professional manager system among senior management staff and exploring a mid- to long-term mechanism for incentives and restrictions.

### 三、公司發展戰略

公司發展戰略：戰略定位國際化、公司治理市場化、產業佈局高端化、人力資源全球化

第一，戰略定位國際化：經濟全球化已成為不可逆轉的潮流，鄭煤機將緊緊把握國家「一帶一路」的戰略機遇，實施「走出去」戰略，在全球範圍內優化資源配置，積極融入全球的創新網絡、製造網絡和市場網絡，推動產業結構轉型升級；以國際化標準提高自身經營管理水平，不斷拓展自身的生存與發展空間，構建國際化大型企業集團。

第二，公司治理市場化：好的機制是保障企業各項工作良性循環的靈魂。公司處於完全競爭的全球市場，作為A+H上市公司，要結合國家政策導向進一步深化體制機制改革：以列入國務院國資委「雙百行動」為契機，進一步優化股權結構，提升公司治理水平；建立市場化運作的董事會，讓董事會成為公司的治理平台、資本意志表達和決策的平台；深入推行企業高級管理人員的職業經理人制度，探索中長期的激勵約束機制。



## Chairman's Statement 董事長報告書

Thirdly, high-end industry layout: Innovation is the fundamental way to high-quality development of the manufacturing sector. As such, it is necessary to stress on optimizing the industrial structure, comprehensively improve the quality of development, and procure various industrial segments to evolve towards the mid- to high-end of the global value chain. Given that the coal mining machinery segment will move towards comprehensive, intelligent and international development, we will develop into a world-class supplier and service provider of comprehensive coal mining machinery, and promote the green, intelligent, efficient and safe development of comprehensive coal mining technology. Regarding our auto parts business which has ASIMCO and SEG as the main operating entities, we will center on being intelligent, electrical and light, to build up an auto parts enterprise with global influence and contribute to environmental protection, energy conservation and emissions reduction of China and the world at large.

Fourthly, globalization of talents: Talents are the ultimate source of corporate reform and innovation, and the greatest resource for corporate development. By steadfastly executing its strategy of talent-driven development under the concept of "innovation, open-mindedness and inclusion", the Company has worked to continuously optimize the existing human resources structure under a market-oriented mindset, create a scientific system of talents cultivation and development, and provide clear channels for career development, a reasonable remuneration system, global perspectives and a market-oriented mechanism. It also has a human resources mechanism that combines cultivation and recruitment to attract outstanding talents and thus lay a solid foundation for building a long-lasting ZMJ.

第三，產業佈局高端化：創新是製造業高質量發展的根本路徑，著力優化產業結構，全面提升發展質量，促進各個產業板塊邁向全球價值鏈中高端。未來煤機板塊以成套化、智能化、國際化為方向，打造世界一流的成套煤機裝備供應商和服務商，推動煤炭綜採技術的綠色、智能、高效、安全發展；汽車零部件業務分別以亞新科、SEG為運營主體，聚焦智能化、電動化、輕量化，打造具有世界影響力的汽車零部件企業，為中國乃至全球環境保護、節能減排做出貢獻。

第四，人力資源全球化：人才是企業改革、創新的終極源泉，是公司發展的最大資源。公司堅持以「創新、開放、包容」為理念推行人才興企戰略，用市場化的思維持續優化當前的人力資源結構，打造科學的人才培育開發體系、清晰的人才晉級通道、合理的薪酬體系，以及運用全球化視野、市場化機制，以培育和選聘相結合的人力資源機制吸納各類優秀人才為我所用，奠定百年鄭煤機的關鍵基石。

## Chairman's Statement 董事長報告書

### IV. Business Plan for 2019

Based on its comprehensive analysis of the development trends in coal mining machinery and auto parts industries, the Company has established its business plan for 2019 and the development strategy centered on "strategic positioning as an international enterprise, market-oriented corporate governance, high-end industry layout and globalization of talents". We will seize the favorable opportunities from the deepening reform of state-owned enterprises, optimize structure for transformation, deepen the reform to stimulate vitality, conduct risk prevention and control as well as stronger compliance, and improve capital operation efficiency, striving for stable increase in results of operations. Our work in 2019 is contemplated as follows:

#### (I) Continue to promote corporate reform to realize healthy development

##### 1. Continue to restructure the Group for further transformation and upgrade

In line with its future development strategy and the reform objective of "small headquarters, large segments", the Group will continue to restructure itself and reform the centralized functions so that each of the headquarters' functions will be performed in a concrete manner. Furthermore, we will sort out the existing business segments and subsidiaries, and push forward the reorganization of our internal business segments so that they attain synergetic development. In the meantime, we will narrow down our management through equity transfer or settlement and withdrawal of the subsidiaries that have ceased operation or cannot improve their operation due to macro conditions.

##### 2. Continue to deepen the internal reform to stimulate business vitality

(1) We will deepen the reform of our remuneration incentive system by further aligning our remuneration system with the market, ramping up our salary-based and performance-oriented remuneration system, and establish a scientific and reasonable mechanism for remuneration adjustment. We will explore long-term incentives for the management teams of the Group and its subsidiaries, to inspire the entrepreneurial enthusiasm of team members.

### 四、2019年度經營計劃

在全面分析煤機行業及汽車零部件行業發展趨勢的基礎上，公司確定了2019年經營計劃，圍繞「戰略定位國際化、公司治理市場化、產業佈局高端化、人力資源全球化」的發展戰略，緊緊抓住當前深化國資國企改革的良好機遇，優化架構促轉型，深化改革激活力，風險防控強合規，資本運營增效益，努力實現經營業績穩定增長。2019年主要工作打算如下：

#### (一) 持續推進企業改革，實現健康發展

##### 1、推動集團架構重塑，實現進一步轉型升級

根據公司未來發展戰略，按照「小總部、大板塊」的改革目標，繼續推動集團架構重塑與總部職能改革，將總部各職能做到實處。對現有業務板塊和公司進行梳理，繼續推進內部業務板塊重組，實現各業務板塊協同發展。同時對受宏觀形勢影響而停止經營或經營無法改善的相關子公司股權轉讓或清算退出，壓縮管理幅度。

##### 2、持續深化內部改革，激發經營活力

(1) 深入改革企業薪酬激勵制度，推動公司薪酬體制進一步與市場接軌，完善以工資為基礎的績效工資制度，建立科學合理的薪酬調整機制。探索實施集團及子公司層面管理團隊的長期激勵，激發管理團隊的幹事創業激情。

## Chairman's Statement 董事長報告書

- (2) We will establish a global human resources management system, and optimize our mechanism for retaining and cultivating outstanding talents of the Group. Talent exchanges will be enhanced, in order to cultivate exceptional talents with international perspective and capable of local management in China.
- (3) Within the Group, we will work comprehensively to construct intelligent factories where our management will take place in a digital and intelligent fashion. Work will start from partial transformation and move on to developing a complete system for intelligent manufacturing, building intelligent factories, and bringing about all-rounded upgrade in production management, technical process and corporate governance.

### 3. Strengthen risk management to assure compliant operation

We will further improve our corporate risk management system with internal control and audit at its core, to ensure that corporate operation complies with laws and regulations and our assets remain safe. We will further procure our Board of Supervisors as well as internal audit and disciplinary inspection bodies to perform their functions so as to forge a joint force to ensure our corporate operation in compliance with laws and regulations.

#### (II) Strengthen the Group's management to procure the robust growth of respective business segments

1. We will strengthen the development of a centralized information system for the Group's management and enable the Group to manage its domestic and overseas subsidiaries through information-based approaches, standard processes and well-established systems. We will improve our global financial control system and capital management, work out a unified taxation planning system, establish a mechanism for hedging exchange rates, and ramp up our risk prevention and control system.
2. We will promote robust growth in each business segment and underscore the self-sustaining ability as well as independent development and growth capability of each segment and subsidiary.

- (2) 建立立足全球的人力資源管理體系，優化集團公司優秀人才的選育用留機制。加強人才交流，培養具備國際視野和中國本土管理能力的優秀人才。
- (3) 集團內部全面推進智能工廠建設，實現管理的數字化、智能化。從局部改造到構建完整的智能化生產系統，打造智能工廠，帶動生產管理、技術工藝、企業管理的全方位升級。

### 3. 加強風險管控，確保合規運營

進一步健全完善以內控、內審為核心的企業風險管控體系，確保企業經營合法合規和資產安全。進一步發揮監事會、內部審計和紀檢監察機構的職能作用，形成監督合力，確保企業合法合規運營。

#### (二) 加強集團化管控，推進各產業板塊穩健增長

- 1、加強集團管控層面統一的信息化系統建設，強化集團對境內、境外子公司管理的信息化、流程化、制度化。健全完善全球化的財務管控體系，強化資金管理，統籌稅收籌劃體系、建立匯率對沖機制、完善風險防控體系。
- 2、推動各產業板塊的穩健增長，突出強化各板塊、各子公司的獨立生存、自我發展和自我成長能力。

## Chairman's Statement 董事長報告書

The coal mining machinery segment will follow its development strategy of “being intelligent, comprehensive, international and social”, by promoting the studies on intelligent products. Meanwhile, the segment will take a long-term perspective by further optimizing its structure in respect of market, product, production, inventories and personnel, so as to create sustained favorable conditions for the Company's high-quality development.

With regard to the auto parts segment, ASIMCO emphasizes on the development and promotion of new products and technical processes, with additional efforts in developing new markets. Development projects will be implemented according to the need of operational development, to meet the development needs of future production capacity and technical reserves. We will fully capitalize on our brand advantages, vigorously explore the international market, attach great importance to the after-sale market, and seize the development opportunity of the after-sale market in the auto industry. SEG will continue with post-acquisition integration and management so that SEG and ASIMCO can complement each other with their respective strengths and deliver synergy. In order to provide customers with the transformation from engineering products to integrated electromechanical products, we will continue to optimize the industrial layout of SEG, attain a comprehensive layout for energy-saving products such as 48V BRM, promote the research and development of new energy technology and strive to become a world-leading provider of electrification solutions.

In 2019, despite the challenges we face, opportunities will be embodied in difficulties and new challenges will breed fresh development. The Board of Directors of the Company will revolve around its operational goals for the year 2019, actively work on innovation, initiate reforms, work to deliver new development, and bring higher returns to the shareholders and the staff.

Last but not least, on behalf of the Board of Directors, I would like to express my sincere gratitude to the entire staff, shareholders, clients and partners of the Company.

**Jiao Chengyao**

*Chairman*

26 March 2019

煤機板塊按照「智能化、成套化、國際化、社會化」的發展戰略，推進產品智能化研究，同時著眼長遠進一步優化市場結構、產品結構、生產結構、庫存結構及人員結構，為謀求公司高質量發展創造持續有利條件。

汽車零部件板塊方面，亞新科重點推動新產品、新工藝的開發與推廣，加大新市場開發力度；根據經營發展需要實施相關建設項目，滿足未來產能和技術儲備等方面的發展需要；充分利用品牌優勢，大力開拓國際市場，高度重視售後市場，緊抓汽車售後市場的發展機遇。SEG持續推進投後整合管理，推進SEG與亞新科雙方優勢互補，發揮協同效應；持續優化SEG產業佈局，推進48V BRM等節能減排產品的全面佈局和不斷升級，推進新能源技術的研發，努力實現為客戶提供從機械產品到機電一體化產品的轉變，努力打造成為全球領先的電氣化解決方案提供商。

2019年公司面臨的挑戰很大，但困難中蘊含著新機遇，挑戰中激勵著新發展，公司董事會將圍繞2019年經營方針，積極創新，主動改革，力爭企業實現新的發展，為股東、為員工創造更大價值。

最後，本人謹代表董事會向公司的全體員工、股東、客戶以及各方合作夥伴，致以誠摯的謝意！

**焦承堯**

*董事長*

2019年3月26日

# Management Discussion and Analysis 管理層討論與分析

## Review of the year

For the year ended 31 December 2018, the Group achieved sales revenue of RMB26,011.73 million, representing an increase of 244.68% from the corresponding period of last year. Profit attributable to owners of the Company was RMB832.34 million, representing an increase of 192.82% from the corresponding period of last year. Earnings per share was RMB0.48. As at 31 December 2018, the Group had borrowing balances of RMB2,867.83 million.

## Overview

The Group is a leading comprehensive coal mining and excavating equipment and auto parts manufacturer in the PRC. Our established operating history, high quality products, strong research and development capabilities, advanced manufacturing processes and extensive sales and service network are the keys to our success and allow us to maintain our leading position in the PRC coal mining and excavating equipment market. With the completion of ASIMCO and SEG Automotive Germany GmbH acquisition, the Group has duly entered the auto parts market and is engaged in two principal businesses, namely coal mining machinery and auto parts.

## 年度回顧

截至二零一八年十二月三十一日止年度，本集團實現銷售收入人民幣26,011.73百萬元，較上年度同期上升244.68%；實現本公司股東應佔溢利人民幣832.34百萬元，較上年度同期上升192.82%；實現每股盈利人民幣0.48元。於二零一八年十二月三十一日，本集團貸款餘額為人民幣2,867.83百萬元。

## 概覽

作為中國領先的煤炭綜採掘設備及汽車零件製造商，本集團悠久的經營歷史、優質產品、強勁的研發能力、先進的製造流程及龐大的銷售及服務網絡乃是我們達到成功的關鍵，並使我們能夠維持在中國煤炭採掘設備市場的領導地位。在完成對亞新科和SEG Automotive Germany GmbH的收購後，本集團已進入汽車零件市場，形成煤礦機械和汽車零件兩項主要業務。



## Management Discussion and Analysis 管理層討論與分析

### Results of Operations

The following table sets forth a summary, for the year of 2018 indicated, of our consolidated results of operations.

### 經營業績

下表載列本集團於所示二零一八年的綜合經營業績摘要。

		2018 二零一八年 RMB millions 人民幣百萬元	2017 二零一七年 RMB millions 人民幣百萬元
<b>Revenue</b>	收入	<b>26,011.73</b>	7,546.70
Cost of sales	銷售成本	<b>(21,159.85)</b>	(5,899.30)
<b>Gross profit</b>	毛利	<b>4,851.88</b>	1,647.40
Other income	其他收入	<b>106.06</b>	112.12
Other gains and losses	其他收益及虧損	<b>(174.50)</b>	(85.26)
Selling and distribution expenses	銷售及分銷開支	<b>(1,044.12)</b>	(400.07)
Administrative expenses	行政開支	<b>(1,203.18)</b>	(709.65)
Research and development expenses	研發費用	<b>(1,030.20)</b>	(265.43)
Reversal of net impairment losses on financial and contract assets	金融及合同資產減值虧損淨額撥回	<b>46.95</b>	139.01
Share of (loss)/profit of associates	應佔聯營公司(虧損)/溢利	<b>(49.64)</b>	18.40
Share of profit of a joint venture	應佔一間合營企業溢利	<b>5.91</b>	6.19
Finance costs	融資成本	<b>(220.42)</b>	(39.68)
<b>Profit before tax</b>	除稅前溢利	<b>1,288.74</b>	423.03
Income tax expense	所得稅開支	<b>(349.83)</b>	(82.87)
<b>Profit for the year</b>	年內溢利	<b>938.91</b>	340.16
<b>Profit for the year attributable to:</b>	以下人士應佔年內溢利：		
Owners of the Company	本公司股東	<b>832.35</b>	284.25
Non-controlling interests	非控股權益	<b>106.56</b>	55.91
		<b>938.91</b>	340.16

## Management Discussion and Analysis 管理層討論與分析

## Results of Operations (Continued)

## 經營業績(續)

		2018 二零一八年 RMB millions 人民幣百萬元	2017 二零一七年 RMB millions 人民幣百萬元
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>		
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>不會於其後重新分類至損益的項目：</i>		
Remeasurement of post-employment benefit obligations	退休福利承擔的重新計量	(60.99)	-
Changes in the fair value of financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產的公平值變動	(17.59)	-
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Exchange differences arising on translation	換算產生的匯兌差額	(6.25)	(5.58)
Fair value gain on available-for-sale financial assets	可供出售的金融資產的公平值收益	-	13.29
Cash flow hedging	現金流量對沖	2.28	(71.02)
Share of fair value gain on available-for-sale financial assets of an associate, net of related income tax	除相關所得稅後應佔一間聯營公司可供出售的金融資產的公平值收益	-	22.73
<b>Other comprehensive expense for the year, net of income tax</b>	<b>年內其他全面開支，扣除所得稅</b>	<b>(82.55)</b>	<b>(40.58)</b>
<b>Total comprehensive income for the year</b>	<b>年內全面收入總額</b>	<b>856.36</b>	<b>299.58</b>
<b>Total comprehensive income for the year attributable to:</b>	<b>以下人士應佔年內全面收入總額：</b>		
Owners of the Company	本公司股東	749.80	243.67
Non-controlling interests	非控股權益	106.56	55.91
		<b>856.36</b>	<b>299.58</b>
<b>EARNINGS PER SHARE</b>	<b>每股盈利</b>		
- Basic (RMB cents)	- 基本(人民幣分)	<b>48.04</b>	16.67

## Management Discussion and Analysis 管理層討論與分析

### Revenue

Our revenue increased by 244.68% from RMB7,546.70 million for the year ended 31 December 2017 to RMB26,011.73 million for the year ended 31 December 2018, mainly because of the acquisition of the SEG Group. In addition, revenue from the coal mining machinery segment also recorded a significant increase of 73.77% as compared to that of the last period because of the bounce back in demand of domestic coal market in 2018, which resulted in an increase in domestic market demand for the Group's products and the corresponding increase in the Group's revenue from hydraulic roof supports.

The following table sets forth the breakdown of our revenue by product and business (in RMB millions):

### 收入

本集團收入自截至二零一七年十二月三十一日止年度的人民幣7,546.70百萬元增加244.68%至截至二零一八年十二月三十一日止年度的人民幣26,011.73百萬元，主要是收購SEG集團所致。此外，煤礦機械板塊收入也較上期大幅上升73.77%，原因是二零一八年國內煤炭市場需求回暖，令國內市場對本集團產品需求有所增加及本集團液壓支架的收入相應上升所致。

下表載列本集團按產品及業務劃分的收入分析(單位：人民幣百萬元)：

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度		
	Manufacture of coal mining machinery 製造煤礦機械 RMB millions 人民幣百萬元	Manufacture of auto parts 製造汽車零部件 RMB millions 人民幣百萬元	Total 總計 RMB millions 人民幣百萬元	
Sales of auto parts	汽車零部件的銷售	–	17,658.66	17,658.66
Sales of hydraulic roof supports	液壓支架的銷售	5,107.14	–	5,107.14
Revenue from steel and other materials trading	鋼鐵及其他原料貿易的收入	2,052.72	86.29	2,139.01
Sales of spare parts for coal mining machinery	煤礦機械配件的銷售	868.33	–	868.33
Sales of other coal mining equipment	其他煤礦設備的銷售	136.96	–	136.96
Other revenue	其他收入	101.63	–	101.63
		<b>8,266.78</b>	<b>17,744.95</b>	<b>26,011.73</b>

		Year ended 31 December 2017 截至二零一七年十二月三十一日止年度		
	Manufacture of coal mining machinery 製造煤礦機械 RMB millions 人民幣百萬元	Manufacture of auto parts 製造汽車零部件 RMB millions 人民幣百萬元	Total 總計 RMB millions 人民幣百萬元	
Sales of hydraulic roof supports	液壓支架的銷售	2,957.15	–	2,957.15
Sales of auto parts	汽車零部件的銷售	–	2,712.70	2,712.70
Revenue from steel and other materials trading	鋼鐵及其他原料貿易的收入	1,034.46	76.57	1,111.03
Sales of spare parts for coal mining machinery	煤礦機械配件的銷售	557.61	–	557.61
Sales of other coal mining equipment	其他煤礦設備的銷售	144.14	–	144.14
Other revenue	其他收入	64.07	–	64.07
		<b>4,757.43</b>	<b>2,789.27</b>	<b>7,546.70</b>



## Management Discussion and Analysis 管理層討論與分析

### Cost of Sales

As the Group recorded an increase in our revenue, our cost of sales increased by 258.68% from RMB5,899.30 million for the year ended 31 December 2017 to RMB21,159.85 million for the year ended 31 December 2018.

### Gross Profit

Driven by the above factors, our gross profit increased by 194.52% from RMB1,647.41 million for the year ended 31 December 2017 to RMB4,851.88 million for the year ended 31 December 2018.

The change in gross profit primarily comprised of two parts. The gross profit margin of the coal mining machinery segment remained fairly flat and increased slightly from 20.0% for the year ended 31 December 2017 to 23.7% for the year ended 31 December 2018. As of 31 December 2018, the gross profit margin of the auto parts segment of the Group decreased from 24.9% for the year ended 31 December 2017 to 16.2% for the year ended 31 December 2018.

Therefore, the overall gross profit margin of the Group decreased from 21.8% for the year ended 31 December 2017 to 18.7% for the year ended 31 December 2018.

### Other Income

Our other income decreased by 5.4% from RMB112.12 million for the year ended 31 December 2017 to RMB106.06 million for the year ended 31 December 2018.

### Other Gains and Losses

Our other gains and losses turned from loss of RMB85.26 million for the year ended 31 December 2017 to loss of RMB174.50 million for the year ended 31 December 2018, primarily as a result of the addition of our impairment of goodwill.

### Selling and Distribution Expenses

Our selling and distribution expenses increased by 160.98% from RMB400.07 million for the year ended 31 December 2017 to RMB1,044.12 million for the year ended 31 December 2018, mainly due to the consolidation of the SEG Group during the year.

### Administrative Expenses

Our administrative expenses increased by 69.55% from RMB709.65 million for the year ended 31 December 2017 to RMB1,203.18 million for the year ended 31 December 2018, mainly due to the consolidation of the SEG Group during the year.

### 銷售成本

由於本集團收入有所上升，本集團銷售成本由截至二零一七年十二月三十一日止年度的人民幣5,899.30百萬元上升258.68%至截至二零一八年十二月三十一日止年度的人民幣21,159.85百萬元。

### 毛利

受上述因素推動，本集團毛利由截至二零一七年十二月三十一日止年度的人民幣1,647.41百萬元上升194.52%至截至二零一八年十二月三十一日止年度的人民幣4,851.88百萬元。

毛利變動主要分為兩部分：煤機板塊的毛利率由截至二零一七年十二月三十一日止年度的20.0%略微上升至截至二零一八年十二月三十一日止年度的23.7%，基本維持穩定；而截至二零一八年十二月三十一日止，本集團的汽車零部件板塊毛利率由截至二零一七年十二月三十一日止年度的24.9%下降至截至二零一八年十二月三十一日止年度的16.2%。

因此，本集團整體毛利率由截至二零一七年十二月三十一日止年度的21.8%下降至截至二零一八年十二月三十一日止年度的18.7%。

### 其他收入

本集團其他收入自截至二零一七年十二月三十一日止年度的人民幣112.12百萬元減少5.4%至截至二零一八年十二月三十一日止年度的人民幣106.06百萬元。

### 其他收益及虧損

本集團其他收益及虧損自截至二零一七年十二月三十一日止年度的人民幣85.26百萬元虧損扭轉至截至二零一八年十二月三十一日止年度的人民幣174.50百萬元虧損，主要由於商譽減值增加。

### 銷售及分銷開支

本集團銷售及分銷開支自截至二零一七年十二月三十一日止年度的人民幣400.07百萬元增加160.98%至截至二零一八年十二月三十一日止年度的人民幣1,044.12百萬元，主要由於本年併入SEG集團所致。

### 行政開支

本集團行政開支自截至二零一七年十二月三十一日止年度的人民幣709.65百萬元增加69.55%至截至二零一八年十二月三十一日止年度的人民幣1,203.18百萬元，主要由於本年併入SEG集團所致。

## Management Discussion and Analysis 管理層討論與分析

### Staff Costs and Remuneration Policy

Our staff costs increased by 275.30% from RMB1,000.59 million for the year ended 31 December 2017 to RMB3,755.21 million for year ended 31 December 2018, primarily as a result of the completion of the acquisition of the SEG Group during the year. The staff remuneration of the Group comprises of basic salary and bonus payment, which is determined with reference to the operating results of the Group and results of performance assessment on the employees. The Group adheres to the orientation towards efficiency and results as well as the focus on top-tier staff. It also strives to ensure scientific and reasonable allocation of income.

### Research and Development Expenses

Our research and development expenses increased by 288.12% from RMB265.43 million for the year ended 31 December 2017 to RMB1,030.20 million for the year ended 31 December 2018, mainly because of the consolidation of the SEG Group during the year.

The focus of development work at SEG Automotive is on continuously further developing and newly creating product platforms and on the prompt fulfilment of customer projects with customer-specific applications, covering generators, starter motors and Components for the 48-Volt Mild Hybrid Applications

### Finance Costs

Our finance costs increased from RMB39.68 million for the year ended 31 December 2017 to RMB220.42 million for the year ended 31 December 2018, because of the new bank borrowings raised by the Group and the interest on redemption liabilities incurred during the year.

### Profit Before Tax

Being affected by the factors referred to above in aggregate, our profit before tax increased by 204.65% from RMB423.03 million for the year ended 31 December 2017 to RMB1,288.74 million for the year ended 31 December 2018.

### Income Tax Expense

Our income tax expense increased by 322.16% from RMB82.87 million for the year ended 31 December 2017 to RMB349.83 million for the year ended 31 December 2018, primarily because of the significant increase in taxable income. Our effective tax rate increased to 27.15% for the year ended 31 December 2018 from 19.59% for the year ended 31 December 2017.

### Total comprehensive income for the year

In view of the combined effect of the above factors, our profit for the year and the aggregate of comprehensive income increased by 185.85% from RMB299.58 million for the year ended 31 December 2017 to RMB856.36 million for the year ended 31 December 2018.

### 員工成本及員工薪酬政策

本集團員工成本自截至二零一七年十二月三十一日止年度的人民幣1,000.59百萬元上升275.30%至截至二零一八年十二月三十一日止年度的人民幣3,755.21百萬元，主要由於本年完成SEG集團收購所致。本集團員工薪酬由基本工資和獎勵工資兩部分組成，獎勵工資依據本集團業績及績效考核情況確定。本集團堅持以效益和業績為導向，堅持向一線員工傾斜，努力確保收入分配科學合理。

### 研發費用

本集團研發費用自截至二零一七年十二月三十一日止年度的人民幣265.43百萬元增加288.12%至截至二零一八年十二月三十一日止年度的人民幣1,030.20百萬元，主要由於本年併入SEG集團所致。

SEG Automotive的開發工作專注於持續進一步開發及創立新產品平台，以及通過提供涵蓋發電機、起動機及48伏輕度混合應用零部件等一系列針對特定客戶的應用即時滿足客戶項目需求。

### 融資成本

本集團融資成本自截至二零一七年十二月三十一日止年度的人民幣39.68百萬元增加至截至二零一八年十二月三十一日止年度的人民幣220.42百萬元，乃由於本集團本年新增銀行借款及就贖回負債產生的利息所致。

### 除稅前溢利

受前述因素之綜合影響，本集團的除稅前溢利自截至二零一七年十二月三十一日止年度的人民幣423.03百萬元上升204.65%至截至二零一八年十二月三十一日止年度的人民幣1,288.74百萬元。

### 所得稅開支

本集團的所得稅開支自截至二零一七年十二月三十一日止年度的人民幣82.87百萬元增加322.16%至截至二零一八年十二月三十一日止年度的人民幣349.83百萬元，主要是由於本集團應課稅收入大幅增加。本集團實際所得稅率自截至二零一七年十二月三十一日止年度的19.59%上升至截至二零一八年十二月三十一日止年度的27.15%。

### 年內全面收入總額

受前述因素之綜合影響，本集團年內溢利及全面收入總額自截至二零一七年十二月三十一日止年度的人民幣299.58百萬元上升185.85%至截至二零一八年十二月三十一日止年度的人民幣856.36百萬元。

## Management Discussion and Analysis 管理層討論與分析

**Profit Attributable to Owners of the Company**

Based on the factors referred to above, profit attributable to owners of the Company increased by 192.82% from RMB284.25 million for the year ended 31 December 2017 to RMB832.34 million for the year ended 31 December 2018.

**Trade and Other Receivables**

As at 31 December 2018, trade and other receivables amounted to approximately RMB6,327.00 million, representing an increase of approximately RMB433.93 million as compared to approximately RMB5,893.07 million as at the end of 2017, mainly because of the consolidation of the SEG Group during the year.

**Liquidity**

The Group's net current assets were approximately RMB6,968.04 million (31 December 2017: RMB5,143.32 million) and the current ratio was 1.60 as at 31 December 2018 (31 December 2017: 1.89). The decrease in current ratio was mainly attributable to the increase in trade payables and borrowings.

**Cash Flows and Capital Expenditures**

As of 31 December 2018, the Group had RMB2,746.04 million in cash and cash equivalents. The Group's cash and cash equivalents primarily consist of cash and bank deposits.

**本公司股東應佔利潤**

基於上述各種因素，本公司股東應佔利潤自截至二零一七年十二月三十一日止年度的人民幣284.25百萬元上升192.82%至截至二零一八年十二月三十一日止年度的人民幣832.34百萬元。

**貿易及其他應收款項**

於二零一八年十二月三十一日，貿易及其他應收款項金額約為人民幣6,327.00百萬元，較二零一七年末的約人民幣5,893.07百萬元增加約人民幣433.93百萬元，主要由於本年併入SEG集團所致。

**流動資金**

本集團流動資產淨額約為人民幣6,968.04百萬元（二零一七年十二月三十一日：人民幣5,143.32百萬元），而於二零一八年十二月三十一日的流動比率為1.60（二零一七年十二月三十一日：1.89）。流動比率減少主要由於貿易應付款項及借款增加所致。

**現金流及資本支出**

於二零一八年十二月三十一日，本集團擁有現金及現金等價物人民幣2,746.04百萬元。本集團現金及現金等價物主要包括現金及銀行存款。

		2018 二零一八年 RMB millions 人民幣百萬元	2017 二零一七年 RMB millions 人民幣百萬元
Net cash from operating activities	經營活動所得現金淨額	<b>1,072.74</b>	1,237.87
Net cash used in investing activities	投資活動所用現金淨額	<b>(1,747.63)</b>	(4,313.10)
Net cash from financing activities	融資活動所得現金淨額	<b>1,715.93</b>	2,233.92
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>1,041.04</b>	(841.31)
Effect of foreign exchange rate changes	匯率變動的影響	<b>(40.18)</b>	(45.91)
Cash and cash equivalents at the beginning of year	年初的現金及現金等價物	<b>1,745.18</b>	2,632.40
Cash and cash equivalents at the end of year	年末的現金及現金等價物	<b>2,746.04</b>	1,745.18

## Management Discussion and Analysis 管理層討論與分析

### Operating Activities

Net cash from operating activities in 2018 was RMB1,072.74 million. Cash inflow primarily comprised profit before taxation of RMB1,288.74 million, adjusted for: (i) an increase in inventory of RMB696.74 million; (ii) depreciation of property, plant and equipment of RMB796.02 million, (iii) amortization of intangible assets of RMB175.05 million, (iv) finance cost of RMB220.42 million, (v) impairment of goodwill of RMB109.13 million. The cash inflow was offset by an increase in financial assets at fair value through other comprehensive income of RMB3,245.51 million, a decrease in trade and other receivables of RMB2,113.14 million, an increase in trade and other payables of RMB841.39 million.

### Investing Activities

Net cash outflow in investing activities in 2018 was RMB1,747.63 million, primarily comprising: (i) payment of RMB3,704.24 million for the purchase of short-term structured deposits; (ii) receipt of proceeds of RMB3,412.00 million from the disposal of short-term structured deposits; (iii) payment of RMB426.95 million for the acquisition of SEG Group and ASIMCO International Inc.; (iv) payment for pledged bank deposits of RMB2,719.58 million, primarily for obtaining acquisition loans and for the issuance of bank notes that we used to purchase raw materials; (v) withdrawal of pledged bank deposits of RMB2,733.49 million; (vi) payment of RMB843.92 million for the purchase of property, plant and equipment; and (vii) payment of RMB410.66 million for the purchase of intangible assets.

### Financing Activities

Net cash from financing activities in 2018 was RMB1,715.93 million, consisting of (i) net cash inflow from borrowing of RMB2,041.59 million; (ii) cash outflow from the repayment of borrowings in the amount of RMB206.00 million; and (iii) cash outflow from the payment of dividends in the amount of RMB140.83 million.

### Capital Expenditures

We incurred capital expenditures of RMB1,287.23 million for the year ended 31 December 2018, for purchase of property, plant and equipment, intangible assets and leasehold land and land use rights.

### 經營活動

於二零一八年，經營活動所得現金淨額為人民幣1,072.74百萬元。現金流入主要包括稅前利潤人民幣1,288.74百萬元，調整了：(i)存貨增加人民幣696.74百萬元；(ii)物業、廠房及設備折舊人民幣796.02百萬元；(iii)無形資產攤銷人民幣175.05百萬元；(iv)融資成本人民幣220.42百萬元；(v)商譽減值人民幣109.13百萬元。該等現金流入被以公平值計量且其變動計入其他全面收益的金融資產增加人民幣3,245.51百萬元、貿易及其他應收款項減少人民幣2,113.14百萬元、貿易及其他應付款項增加人民幣841.39百萬元所抵銷。

### 投資活動

於二零一八年，投資活動現金流出淨額為人民幣1,747.63百萬元，主要包括：(i)因購買短期結構性存款而支付人民幣3,704.24百萬元；(ii)因出售短期結構性存款而收取人民幣3,412.00百萬元；(iii)因收購SEG集團及亞新科國際有限公司而支付人民幣426.95百萬元；(iv)支付已抵押銀行存款人民幣2,719.58百萬元，主要是為獲得收購貸款及藉以發出用作購買原材料的銀行票據；(v)提取已抵押銀行存款人民幣2,733.49百萬元；(vi)因購買物業、廠房及設備而支付人民幣843.92百萬元；及(vii)因購買無形資產而支付人民幣410.66百萬元。

### 融資活動

於二零一八年，融資活動所得現金淨額為人民幣1,715.93百萬元，包括：(i)借款的現金淨流入為人民幣2,041.59百萬元；(ii)償還借款的現金流出為人民幣206.00百萬元；及(iii)支付紅利的現金流出為人民幣140.83百萬元。

### 資本支出

截至二零一八年十二月三十一日止年度，本公司用於購買物業、廠房及設備、無形資產以及租賃土地及土地使用權的資本支出為人民幣1,287.23百萬元。

## Management Discussion and Analysis 管理層討論與分析

**Commitments and Contingent Liabilities**

## Capital Commitments

As of 31 December 2018, our commitments consisted of capital commitments for the acquisition of property, plant and equipment that have been authorized and contracted for in the amount of RMB138.11 million and operating lease commitments of RMB794.66 million.

## Contingent Liabilities

During the year, the Group has endorsed and derecognised certain notes receivable for the settlement of trade and other payables with full recourse. In the opinion of the Directors of the Company, the risk of the default in payment of the endorsed notes receivable is low because all endorsed notes receivable are issued and guaranteed by reputable PRC banks. The maximum exposure to the Group that may result from the default of these endorsed and derecognised notes receivable at the end of each reporting period is as follows:

**承擔及或然負債**

## 資本承擔

截至二零一八年十二月三十一日，本集團的承擔為收購物業、廠房及設備的已授權且已訂約的資本承擔人民幣138.11百萬元及經營租賃承擔人民幣794.66百萬元。

## 或然負債

於本年度，本集團以背書及終止確認若干應收票據的方式結算具全面追索權的貿易及其他應付款項。本公司董事認為，由於所有背書的應收票據乃由聲譽良好的中國銀行發出及提供擔保，故欠付背書的應收票據的風險不大。於各報告期末，本集團可能因欠付該等背書及終止確認的應收票據而須承擔的最大風險如下：

	<b>2018</b> 二零一八年 <b>RMB millions</b> 人民幣百萬元	2017 二零一七年 RMB millions 人民幣百萬元
Outstanding endorsed bills receivable with recourse	<b>824.71</b>	747.17
具追索權的尚未償還已背書 應收票據		

## Management Discussion and Analysis 管理層討論與分析

### Working Capital and Indebtedness

The following table sets forth details of our current assets and liabilities as of 31 December 2018 (in RMB millions):

### 營運資金及負債

下表載列截至二零一八年十二月三十一日本集團流動資產及負債詳情(單位：人民幣百萬元)：

		2018 二零一八年 RMB millions 人民幣百萬元	2017 二零一七年 RMB millions 人民幣百萬元
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Leasehold land and land use rights	租賃土地及土地使用權	–	11.55
Finance lease receivables, current portion	融資租賃應收款項(流動部分)	24.96	31.47
Long-term receivables, current portion	長期應收款項(流動部分)	131.92	141.86
Loans receivable from associates and a joint venture	應收聯營公司及一間合營企業貸款	9.75	34.00
Inventories	存貨	3,960.84	1,832.13
Trade and other receivables	貿易及其他應收款項	6,327.00	5,893.07
Transferred trade receivables	已劃轉的貿易應收款項	242.88	225.30
Financial assets at fair value through profit or loss	以公平值計量且其變動計入損益的 金融資產	355.54	–
Financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全 面收益的金融資產	3,955.29	–
Derivative financial instruments	衍生金融工具	4.40	–
Other financial assets	其他金融資產	–	62.00
Tax recoverable	可收回稅項	29.66	17.37
Bank deposits	銀行存款	884.48	954.21
Cash and cash equivalents	現金及現金等價物	2,746.04	1,745.18
		<b>18,672.76</b>	10,948.14
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	8,130.55	4,432.70
Contract liabilities	合同負債	1,390.87	–
Advance from customers	客戶按金	–	814.71
Income tax liabilities	所得稅負債	147.15	27.89
Borrowings	借貸	1,019.59	191.00
Provisions	撥備	738.50	113.22
Liabilities associated with transferred trade receivables	與已劃轉的貿易應收款項有關的 負債	242.88	225.30
Derivative financial instruments	衍生金融工具	35.18	–
		<b>11,704.72</b>	5,804.82
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>6,968.04</b>	5,143.32

As of 31 December 2018, the Group had net current assets of approximately RMB6,968.04 million (31 December 2017: RMB5,143.32 million) and current ratio of 1.60 (31 December 2017: 1.89). The decrease in current ratio was primarily due to the increase in trade payables and borrowings for the period.

截至二零一八年十二月三十一日，本集團流動資產淨值約為人民幣6,968.04百萬元(二零一七年十二月三十一日：人民幣5,143.32百萬元)，而流動比率為1.60(二零一七年十二月三十一日：1.89)。流動比率減少主要由於本期貿易應付款項及借款增加所致。

## Management Discussion and Analysis 管理層討論與分析

## Working Capital and Indebtedness (Continued)

As of 31 December 2018, the balance of the Group's outstanding borrowings was RMB2,867.83 million, of which RMB1,019.59 million are current portion (31 December 2017: outstanding borrowings was RMB1,009.00 million, of which RMB191 million was current portion).

As of 31 December 2018, our available credit line from various financial institutions amounted to RMB4,181 million. As of 31 December 2017, approximately RMB7,931 million of our credit lines from various domestic and foreign financial institutions remained unused.

## Capital Adequacy Ratio

Gearing ratio is calculated by dividing the net liabilities (total liabilities minus cash and cash equivalent) at the end of the year by total equity at the end of the year and multiplying by 100%.

As of 31 December 2018, our gearing ratio was 106% (31 December 2017: 53%).

## Liquidity Risk

## 營運資金及負債(續)

截至二零一八年十二月三十一日，本集團未償還借款餘額為人民幣2,867.83百萬元，其中流動部分為人民幣1,019.59百萬元(二零一七年十二月三十一日：未償還借款為人民幣1,009.00百萬元，其中流動部分為人民幣191百萬元)。

截至二零一八年十二月三十一日，本公司有來自多家金融機構的可用信用額度人民幣4,181百萬元。截至二零一七年十二月三十一日，本公司來自多家國內外金融機構的信用額度約人民幣7,931百萬元未使用。

## 資本充足比率

負債與權益比率乃按年末負債淨額(負債總額減現金及現金等價物)除以年末權益總額，再乘100%計算。

截至二零一八年十二月三十一日，本集團淨負債與權益比率為106%(二零一七年十二月三十一日：53%)。

## 流動資金風險

The Group	本集團	Weighted average interest rate 加權平均利率	On demand or less than 3 months 按要求或少於3個月 RMB millions 人民幣百萬元	3 months to	1 year to	2 years to	Total	Carrying amount 賬面值 RMB millions 人民幣百萬元
				1 year	2 years	5 years	undiscounted cashflows 未折現現金 流量總額 RMB millions 人民幣百萬元	
As at 31 December 2018	於二零一八年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	貿易及其他應付款項	-	7,211.41	916.76	-	-	8,128.17	8,128.17
Liabilities associated with transferred trade receivables	與已劃轉的貿易應收款項有關的負債	-	242.88	-	-	-	242.88	242.88
Borrowings	借款	3.05	15.75	1,061.25	763.29	1,167.41	3,007.70	2,870.80
Redemption liabilities (note 43)	贖回負債(附註43)	10	-	-	-	1,425.28	1,425.28	1,177.92
Derivative financial liabilities	衍生金融負債							
Not designated as hedging instruments	不指定為對沖工具	-	35.18	-	-	-	35.18	35.18
			7,505.22	1,978.01	763.29	2,592.69	12,839.21	12,454.95

## Management Discussion and Analysis 管理層討論與分析

### Credit Risk

Credit risk arises from trade and other receivables, finance lease receivables, long-term receivables, structured deposits, derivative assets, loans receivable from associates and a joint venture, financial asset at fair value through profit or loss, pledged bank deposit, cash and cash equivalents.

To manage the risk with respect to pledged bank deposit, cash and cash equivalents, structured deposits and derivative assets, the Group placed them in or entered into the contract with the banks with high reputation.

The Group has policies in place to ensure that sales are made to reputable and creditworthy customers with an appropriate financial strength, credit history and an appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

In addition, the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In respect of the business of manufacture of coal mining machinery, the Group generally receives advances in the form of notes receivable or cash from customers (which approximate 30% of the contract price) before delivery of its product and allows a credit period of 180 days to its customers for the remaining contract price. In respect of auto parts, normally a credit period of 0 to 90 days is granted to its customers.

During the year, the Group has endorsed and derecognised certain notes receivable for the settlement of trade and other payables with full recourse. In the opinion of the Directors of the Company, the risk of the default in payment of the endorsed notes receivable is low because all endorsed notes receivable are issued and guaranteed by reputable PRC banks.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The expected credit loss rates are determined based on historical credit losses experienced from the past 1 to 3 years and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables. It considers available reasonable and supportive forwarding-looking information.

### 信貸風險

信貸風險來自貿易及其他應收款項、融資租賃應收款項、長期應收款項、結構性存款、衍生資產、應收聯營公司及一間合營企業貸款、以公平值計量且其變動計入損益的金融資產、已抵押銀行存款以及現金及現金等價物。

為管理與已抵押銀行存款、現金及現金等價物、結構性存款及衍生資產相關的風險，本集團將該等資產存置於聲譽良好的銀行或與之訂立合同。

本集團已制定政策確保向聲譽及信譽良好、具備適當財政實力、信貸記錄並提供合適比例訂金的客戶進行銷售。本集團亦制定其他監控程序，確保採取跟進措施收回逾期債務。

此外，本集團定期審閱授予個別客戶的信貸額度及個別貿易應收款項的可收回金額，以確保就無法收回款項作出足夠的減值虧損。就製造煤礦機械業務而言，本集團一般於付運產品前向客戶收取應收票據或現金形式的訂金（相當於合同價格約30%），並就餘下合同價格向客戶授予180天信貸期。就汽車零部件而言，客戶一般獲授0至90天的信貸期。

於本年度，本集團以背書及終止確認若干應收票據的方式結算具全面追索權的貿易及其他應付款項。本公司董事認為，由於所有背書的應收票據乃由聲譽良好的中國銀行發出及提供擔保，故欠付背書的應收票據的風險不大。

本集團於首次確認資產時考慮違約可能性及於各報告期間的信貸風險會否持續顯著增加。為評估信貸風險有否顯著增加，本集團將資產於報告日期的違約風險與於首次確認日期的違約風險進行比較。預期信貸虧損率基於過往1至3年的信貸虧損情況釐定，並根據影響客戶結清應收款項能力的宏觀經濟因素等當前及前瞻性資料作出調整。本集團亦考慮可獲得的合理有據前瞻性資料。



## Management Discussion and Analysis 管理層討論與分析

### Interest Rate Risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings (see note 33 for details). Currently, the Group does not have a specific policy to manage its interest rate risk, but management will closely monitor interest rate exposures and consider hedging significant interest rate risk should the need arise.

Please refer to note 3(a) of the financial statements prepared under IFRSs for more quantitative information about the Company's credit risk.

### Currency Risk

The Group operates internationally and is exposed to foreign exchange risk arising from various non-functional currencies. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities.

The actual foreign exchange risk faced by the Group therefore is primarily with respect to non-functional currency bank balances, and receivable (collectively "Non-Functional Currency Items").

Management monitors foreign exchange exposure and will consider hedging certain foreign currency exposure by using foreign exchange forward contracts when the need arises.

The Group is mainly exposed to the foreign currency risk between USD/RMB, EUR/RMB and HKD/RMB. Please refer to note 3(a) of the financial statement prepared under IFRSs for more quantitative information about the Group's currency risk.

### 利率風險

本集團就浮息借貸承受現金流量利率風險(詳情請參閱附註33)。目前,本集團並無特定政策管理其利率風險,惟管理層將密切留意利率風險並在有需要時考慮對沖重大利率風險。

更多關於本公司信貸風險的量化信息請參見按照國際財務報告準則編製的財務報表附註3(a)。

### 貨幣風險

本集團從事國際性營運,並承受多種非功能貨幣產生的外匯風險。外匯風險自日後商業交易、已確認資產及負債產生。

因此,本集團面對的實際外匯風險主要與非功能貨幣的銀行結餘及應收款項(統稱「非功能貨幣項目」)有關。

管理層監控外匯風險,並於需要時考慮使用外匯遠期合同對沖若干外幣風險。

本集團主要承受美元兌人民幣、歐元兌人民幣及港元兌人民幣的外匯風險。更多關於本集團貨幣風險的量化信息請參見按照國際財務報告準則編製的財務報表附註3(a)。

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

#### Directors

##### Executive Directors

**Mr. Jiao Chengyao (焦承堯)**, aged 55, is an executive Director and the Chairman of the Company. Mr. Jiao is a professor-level senior engineer. He graduated from China Institute of Mining and Technology (中國礦業學院) (now known as China University of Mining and Technology (中國礦業大學)), majoring in mechanical design, manufacture and automation and obtained a bachelor's degree in engineering in July 1985. He obtained a master's degree in engineering from China University of Mining and Technology in December 2003, and obtained a doctoral degree in economics from Huazhong University of Science and Technology in December 2007. From July 1985 to May 1992, he served as a technician, a production dispatcher and an engineer of the No. 1 machinery sub-plant of Zhengzhou Coal Mining Machinery Factory. From May 1992 to May 1993, he was the manager of Zhengshen Import Vehicles Repair Station (鄭深進口汽車維修站). From May 1993 to January 1998, he was the deputy plant manager and the plant manager of the No. 1 machinery subplant of Zhengzhou Coal Mining Machinery Factory. From January 1998 to July 2000, he was the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he was the plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to December 2008, he served as the Chairman and general manager of Zhengzhou Coal Mining Machinery Company (ZCMM). Since December 2008, he has been the Chairman of the Company. Since July 2015, he was appointed as a director and the chairman of Henan Machinery Investment Group Co., Ltd.

**Mr. Jia Hao (賈浩)**, aged 49, is an executive Director and the Vice Chairman of the Company. Mr. Jia graduated from University of Shanghai for Science and Technology in 1991, majoring in mechanical engineering. He successively worked at Guangzhou Electrical and Mechanical Scientific Research Institute of China National Machinery Industry Corporation where he was responsible for design and research, and Parker Hannifin Motion & Control (Shanghai) Co., Ltd., a foreign company, where he was responsible for sales. In April 2001, he obtained a Master of Business Administration (MBA) degree from China Europe International Business School. He then worked as the general manager of the investment division of Salim Group (China) Company Limited (三林企業集團(中國)有限公司), a foreign company. In March 2006, he began to serve as the president of Shanghai Huili Group Company Limited and a director of Shanghai Huili Company Limited (上海匯麗股份有限公司), both of which are the subsidiaries of Salim Group. From March 2014 to February 2018, he was the deputy general manager of the Company. Since February 2018, he has been the Vice Chairman and the general manager of the Company.

#### 董事

##### 執行董事

**焦承堯先生**，55歲，現任本公司執行董事兼董事長。焦先生是教授級高級工程師。彼於一九八五年七月畢業於中國礦業學院(現中國礦業大學)機械設計製造與自動化專業，獲得工學學士學位；二零零三年十二月，獲得中國礦業大學工程碩士學位；二零零七年十二月獲得華中科技大學經濟學博士學位。一九八五年七月—一九九二年五月，任鄭州煤礦機械廠機一分廠技術員、生產調度員、工程師；一九九二年五月—一九九三年五月，任鄭深進口汽車維修站經理；一九九三年五月—一九九八年一月，任鄭州煤礦機械廠機一分廠副廠長、廠長；一九九八年一月—二零零零年七月，任鄭州煤礦機械廠副廠長；二零零零年七月—二零零二年十月，任鄭州煤礦機械廠廠長；二零零二年十月—二零零八年十二月，任鄭州煤礦機械集團有限責任公司董事長兼總經理；二零零八年十二月至今，任本公司董事長；二零一五年七月至今獲委任為河南機械裝備投資集團有限責任公司董事兼董事長。

**賈浩先生**，49歲，現任本公司執行董事兼副董事長。賈先生於一九九一年畢業於上海理工大學機械工程系，先後在國機集團廣州機電科學研究院從事設計研發工作，在外資企業—派克漢尼芬流體傳動產品上海有限公司從事銷售工作；二零零一年四月，中歐國際工商管理學院MBA工商管理碩士畢業；之後任外資企業—三林企業集團(中國)有限公司投資部總經理，二零零六年三月出任三林企業集團所屬的上海匯麗集團有限公司總裁、上海匯麗股份有限公司董事；二零一四年三月至二零一八年二月，任本公司副總經理；二零一八年二月至今，任本公司副董事長及總經理。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Directors (Continued)

#### Executive Directors (Continued)

**Mr. Xiang Jiayu (向家雨)**, aged 53, is an executive Director of the Company. Mr. Xiang is a senior engineer. From September 1980 to July 1984, he studied at the Department of Electrical and Mechanical Engineering of Jiaozuo Mining Institute (焦作礦業學院), majoring in mechanization. He studied at the China University of Mining and Technology, Master's Department (Beijing) (中國礦業大學北京研究生部) from September 1988 to January 1991, majoring in mining mechanical engineering and obtained a master's degree. From July 1984 to August 1988, he lectured at Yima Mining Technical School (義馬礦務局技校). From May 1991 to December 1992, he was a designer at the research center of Zhengzhou Coal Mining Machinery Factory. From December 1992 to July 1995, he was the executive officer of the No. 2 research center of Zhengzhou Coal Mining Machinery Factory. From August 1995 to November 1998, he was the deputy plant manager at the Huanghe Electronics Institute (黃河電動車廠) of Zhengzhou Coal Mining Machinery Factory. From November 1998 to July 2000, he was the executive officer of the hydraulic project center of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he served as the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to October 2008, he was the deputy general manager and standing deputy general manager of ZCMM. From October 2008 to December 2008, he was a director and the general manager of ZCMM. From December 2008 to February 2015, he was a Director and the general manager of the Company. From February 2015 to February 2018, he was the Vice Chairman of the Company. Since December 2014, he has been the secretary to the Party Committee of the Company. Since July 2015, he has been a director of Henan Machinery Investment Group Co., Ltd. Since February 2018, he has been a Director of the Company.

**Mr. Fu Zugang (付祖岡)**, aged 53, is an executive Director of the Company. Mr. Fu is a senior engineer. From September 1981 to July 1985, he studied at Wuhan Technology College (武漢工學院) (now known as Wuhan University of Technology (武漢理工大學)), majoring in casting and obtained a bachelor's degree in engineering. From July 1985 to July 2000, he served as a technician, an assistant engineer, an engineer, a senior engineer, a team leader of technology team, an assistant to the plant manager, a deputy plant manager and a plant manager of the sub-plant of casting of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he was the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to November 2006, he was the chairman of the labor union of ZCMM. From November 2006 to December 2008, he was a director and a deputy general manager of ZCMM. From December 2008 to February 2012, he was a deputy general manager of the Company. From February 2012 to February 2015, he was a Director and a deputy general manager of the Company. From February 2015 to February 2018, he was the general manager of the Company. Since February 2018, he has been a Director of the Company.

### 董事(續)

#### 執行董事(續)

**向家雨先生**，53歲，現任本公司執行董事。向先生是高級工程師。彼於一九八零年九月—一九八四年七月，焦作礦業學院機電系機械化專業學習；一九八八年九月—一九九一年一月，中國礦業大學北京研究生部礦山機械工程學專業學習，獲碩士學位。一九八四年七月—一九八八年八月，義馬礦務局技校任教；一九九一年五月—一九九二年十二月，鄭州煤礦機械廠研究所任設計員；一九九二年十二月—一九九五年七月，鄭州煤礦機械廠第二研究所室主任；一九九五年八月—一九九八年十一月，鄭州煤礦機械廠黃河電動車廠副廠長；一九九八年十一月—二零零零年七月，鄭州煤礦機械廠液壓工程中心主任；二零零零年七月—二零零二年十月，鄭州煤礦機械廠副廠長；二零零二年十月—二零零八年十月，鄭州煤礦機械集團有限責任公司副總經理、常務副總經理；二零零八年十月—二零零八年十二月，鄭州煤礦機械集團有限責任公司董事、總經理。二零零八年十二月至二零一五年二月，任本公司董事、總經理；二零一五年二月至二零一八年二月任本公司副董事長；二零一四年十二月至今，任本公司黨委書記；二零一五年七月至今，任河南機械裝備投資集團有限責任公司董事；二零一八年二月至今任本公司董事。

**付祖岡先生**，53歲，現任本公司執行董事。付先生是高級工程師。彼於一九八一年九月—一九八五年七月，武漢工學院(現武漢理工大學)鑄造專業學習，獲工學學士學位；一九八五年七月—二零零零年七月，任鄭州煤礦機械廠鑄造分廠歷任技術員、助理工程師、工程師、高級工程師、技術組長、分廠廠長助理、分廠副廠長、廠長；二零零零年七月—二零零二年十月，任鄭州煤礦機械廠副廠長；二零零二年十月—二零零六年十一月，任鄭州煤礦機械集團有限責任公司工會主席；二零零六年十一月—二零零八年十二月，任鄭州煤礦機械集團有限責任公司董事、副總經理；二零零八年十二月—二零一二年二月，任本公司副總經理；二零一二年二月—二零一五年二月，任本公司董事、副總經理；二零一五年二月至二零一八年二月，任本公司總經理；二零一八年二月至今，任本公司董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Directors (Continued)

#### Executive Directors (Continued)

**Mr. Wang Xinying (王新瑩)**, aged 53, is an executive Director of the Company. Mr. Wang is a senior engineer. From September 1981 to July 1985, he studied at the Department of Mining Engineering of Chongqing University (重慶大學), majoring in mining machinery. From September 2004 to July 2007, he studied at the School of Mechanical Engineering of China University of Mining and Technology and obtained postgraduate qualification and a master's degree in engineering. From July 1985 to October 1992, he was an engineer of the equipment department of Zhengzhou Coal Mining Machinery Factory, and worked and studied in Toyota Motor Corporation between January 1991 and January 1992. From October 1992 to July 1994, he was a deputy manager of Zhengshen Import Vehicles Repair Station. From July 1994 to December 1996, he was a deputy plant manager of the sub-plant of machinery repair of Zhengzhou Coal Mining Machinery Factory. From December 1996 to July 2000, he was a deputy director of the production department of Zhengzhou Coal Mining Machinery Factory. From July 2000 to January 2005, he was the head of the corporate planning division of Zhengzhou Coal Mining Machinery Factory. From January 2005 to December 2008, he was a deputy general manager of ZCMM. From December 2008 to February 2015, he was a Director and deputy general manager of the Company. He was appointed as a director of Luoyang LYC Bearing Co., Ltd. with effect from 29 June 2016 and was appointed as the chairman of Luoyang LYC Bearing Co., Ltd. with effect from 30 June 2016. Since February 2015, he has been a Director of the Company.

**Mr. Wang Bin (汪濱)**, aged 59, is an executive Director of the Company. He graduated from the Department of Thermal Engineering of Tsinghua University in 1982 and later graduated with an MBA from Tsinghua University in 1998. From 1982 to 1990, he was an engineer/executive officer of the research institute under the State Economic and Trade Commission. From 1990 to 1997, he was the manager of China market of the U.S.-based General Electric. From 1997 to 2005, he was the general manager of ASIMCO's division of combustion system. From 2005 to 2010, he was the general manager of Cummins (U.S.) headquarters and of the CES division of China region. Since 2010, he has been the president and CEO of ASIMCO Group. Since February 2018, he has been a Director of the Company.

### 董事(續)

#### 執行董事(續)

**王新瑩先生**，53歲，現任本公司執行董事。王先生是高級工程師。彼於一九八一年九月—一九八五年七月，重慶大學採礦工程系礦山機械專業學習；二零零四年九月—二零零七年七月，中國礦業大學機電學院學習，獲研究生學歷和工學碩士學位。一九八五年七月—一九九二年十月，鄭州煤礦機械廠設備處工程師，其中一九九一年一月—一九九二年一月，在日本豐田公司研修；一九九二年十月—一九九四年七月，鄭深進口汽車維修站副經理；一九九四年七月—一九九六年十二月，鄭州煤礦機械廠機修分廠副廠長；一九九六年十二月—二零零零年七月，鄭州煤礦機械廠生產處副處長；二零零零年七月—二零零五年一月，鄭州煤礦機械廠企業規劃部部長；二零零五年一月—二零零八年十二月，鄭州煤礦機械集團有限責任公司副總經理。二零零八年十二月至二零一五年二月，任本公司董事、副總經理。彼於二零一六年六月二十九日獲委任為洛陽LYC軸承有限公司董事，並於二零一六年六月三十日獲委任為洛陽LYC軸承有限公司董事長。二零一五年二月至今，任本公司董事。

**汪濱先生**，59歲，現任本公司執行董事。彼於一九八二年本科畢業於清華大學熱能工程系，一九九八年清華大學工商管理碩士畢業。一九八二年—一九九零年，國家經貿委研究院工程師/室主任；一九九零年—一九九七年，美國通用電氣中國市場經理；一九九七年—二零零五年，亞新科燃油系統事業部總經理；二零零五年—二零一零年，康明斯(美國)總部和中國區CES事業部總經理；二零一零年至今，亞新科集團總裁兼首席執行官。二零一八年二月至今，任本公司董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Directors (Continued)

#### Independent Non-executive Directors

**Ms. Liu Yao (劉堯)**, aged 43, is an independent non-executive Director of the Company. Ms. Liu studied in Xiamen University from 1992 to 1996 and obtained a bachelor's degree in chemistry. From 1997 to December 1998, she studied in the National University of Singapore and obtained a master's degree in chemistry. From 1999 to March 2001, Ms. Liu studied materials engineering in Case Western Reserve University in Cleveland, the United States of America and obtained a master's degree. From 2005 to May 2007, she studied in the Wharton School of the University of Pennsylvania in Philadelphia, the United States of America and obtained an EMBA degree. From March 2001 to May 2007, Ms. Liu served as an analyst, manager and department head for Capital One Bank. She worked in Deutsche Bank at its corporate finance practice under the investment banking department as a manager from July 2007 to November 2009. From December 2009 to June 2014, she worked in the investment banking department of UBS Securities Hong Kong Limited as an associate director, a director and an executive director. From June 2014 to May 2016, she served as a managing director of HK Griffin Reed Capital Group (瑞德資本集團). She founded RJ Capital Group (汭疆資本集團) and has been the chairman since June 2016. Since June 2014, she has been an independent Director of the Company.

### 董事(續)

#### 獨立非執行董事

**劉堯女士**，43歲，現任本公司獨立非執行董事。劉女士於一九九二年—一九九六年，廈門大學化學專業學習，獲得學士學位；一九九七年—一九九八年十二月，新加坡國立大學化學專業學習，獲得碩士學位；一九九九年—二零零一年三月，美國凱斯西儲大學材料工程專業學習，獲得碩士學位；二零零五年—二零零七年五月，美國沃頓商學院學習，獲得EMBA學位；二零零一年三月—二零零七年五月，第一資本銀行歷任分析員、經理、部門主管；二零零七年七月—二零零九年十一月，德意志銀行任投資銀行部企業融資團隊經理；二零零九年十二月至—二零一四年六月，瑞士銀行歷任投資銀行部副董事、董事、執行董事；二零一四年六月—二零一六年五月，瑞德資本集團董事總經理。二零一六年六月至今，創立汭疆資本集團並擔任董事長。二零一四年六月至今，任本公司獨立董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Directors (Continued)

#### Independent Non-executive Directors (Continued)

**Mr. Li Xudong (李旭冬)**, aged 48, is an independent non-executive Director of the Company. Mr. Li is a senior accountant, Chinese certified public accountant, Chinese certified assets valuer and Chinese certified tax agent. From 2000 to 2003, he studied at Central University of Finance and Economics and obtained a bachelor's degree in accounting. He is currently a managing partner (執行合夥人) of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)). Mr. Li was a member of the 13th, 14th and 15th session of the review committee for main board issue of China Securities Regulatory Commission. In 1996, Mr. Li commenced his CPA business and has focused on the partial and whole-scale listing of corporate assets, asset restructuring, and IPO audit and consulting business for listed companies. Mr. Li has been a chief auditor or a certified public accountant signing the audit for listed companies and large-scale state-owned enterprises including Wanda Commercial Properties Co., Ltd. (萬達商業地產股份有限公司), Inner Mongolia Junzheng Energy & Chemical Industry Co., Ltd. (內蒙古君正能源化工股份有限公司), Zhejiang Hangxiao Steel Structure Co., Ltd. (浙江杭蕭鋼構股份有限公司), China CAMC Engineering Co., Ltd. (中工國際工程股份有限公司), and China National Machinery Industry Corporation (中國機械工業集團公司). He has accumulated professional experience in areas including accounting, auditing, asset appraisal, merger and acquisition and corporate governance consulting. Since February 2015, Mr. Li has been an independent Director of the Company. Mr. Li has been an independent non-executive director of Tianjin TEDA Biomedical Engineering Company Limited (天津泰達生物醫學工程股份有限公司) (Hong Kong Stock Exchange: 8189) since December 2016.

### 董事(續)

#### 獨立非執行董事(續)

**李旭冬先生**，48歲，現任本公司獨立非執行董事。李先生是高級會計師、中國註冊會計師、中國註冊資產評估師及中國註冊稅務師。二零零零年—二零零三年在中央財經大學學習，獲得會計學學士學位。現任大華會計師事務所(特殊普通合夥)執行合夥人。李先生曾任中國證監會第十三屆、第十四屆、第十五屆主板發行審核委員會委員。李先生自一九九六年開始從事註冊會計師業務，專注於企業部分資產及整體上市、資產重組、上市公司IPO審計及諮詢業務。曾擔任萬達商業地產股份有限公司、內蒙古君正能源化工股份有限公司、浙江杭蕭鋼構股份有限公司、中工國際工程股份有限公司、中國機械工業集團公司等上市公司、大型國有企業主審或簽字註冊會計師。積累了豐富的會計、審計、資產評估、並購及公司治理諮詢等方面的專業經驗。二零一五年二月至今，任本公司獨立董事；二零一六年十二月至今，任天津泰達生物醫學工程股份有限公司(港交所，8189)獨立非執行董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Directors (Continued)

#### Independent Non-executive Directors (Continued)

**Mr. Jiang Hua (江華)**, aged 55, is an independent non-executive Director of the Company. Mr. Jiang was among the first batch of securities lawyers in China. From September 1981 to June 1985, he studied law at Renmin University of China and obtained a bachelor's degree. From September 1985 to June 1987, he studied civil law at Renmin University of China and obtained a master's degree. He began to practice law since 1993. From 1993 to 1994, he was a partner of the Beijing-based Zhong Yin Law Firm (北京市中銀律師事務所). From June 1994 to 2001, he was a partner of the Beijing-based Dacheng Law Offices (北京市大成律師事務所). From 2001 to 2003, he was a partner of the Beijing-based Tongwei Law Firm (北京市同維律師事務所). Since 2003, he has been a partner of Beijing Kangda Law Firm (北京市康達律師事務所). In 2012, Mr. Jiang was hired by the Law School and the Lawyer College of Renmin University of China as a part-time instructor for graduate students under the Juris Master program. He has provided legal services in various aspects, including transformation into share based corporations, issue and listing of shares, refinancing, and merger and acquisition to more than a hundred enterprises including Beijing Tianqiao (北京天橋), Gu Yue Long Shan (古越龍山), Yintai Resources (銀泰資源) and so forth, contributing his profound theoretical knowledge and extensive practical experience. As a lawyer, Mr. Jiang Hua is qualified to become an independent director of listed companies. Mr. Jiang has been an independent director of Jonjee Hi-Tech Industrial & Commercial Holding Co., Ltd. (中炬高新技術實業(集團)股份有限公司) (Shanghai Stock Exchange: 600872) from 2003 to 2011, an independent director of Hangzhou Hikvision Digital Technology Co., Ltd. (杭州海康威視數字技術股份有限公司) (Shenzhen Stock Exchange: 002415) from 2008 to 2014, an independent director of China Zhonghua Geotechnical Engineering Co., Ltd. (中化岩土工程股份有限公司) (Shenzhen Stock Exchange: 002542) from 2009 to 2017, an independent director of Daheng New Epoch Technology Inc. (大恒新紀元科技股份有限公司) (Shanghai Stock Exchange: 600288) from 2009 to 2014, an independent director of Huafa Industrial Co., Ltd. Zhuhai (珠海華發實業股份有限公司) (Shanghai Stock Exchange: 600325) since 2013, an independent director of China National Complete Plant Import and Export Corporation Limited (中成進出口股份有限公司) (Shenzhen Stock Exchange: 000151) since 2014, an independent director of Shanxi Top Energy Company Ltd. (山西通寶能源股份有限公司) (Shanghai Stock Exchange: 600780) since 2016 and an independent director of Huajji Dengyun Auto-parts (Holding) Co., Ltd. (懷集登雲汽配股份有限公司) (Shenzhen Stock Exchange: 002715) since August 2017. Since February 2015, he has been an independent Director of the Company.

### 董事(續)

#### 獨立非執行董事(續)

**江華先生**，55歲，現任本公司獨立非執行董事。江先生是中國首批證券律師。一九八一年九月—一九八五年六月，中國人民大學法律專業學習，獲得學士學位；一九八五年九月—一九八七年六月，中國人民大學民法專業學習，獲得碩士學位；一九九三年開始從事律師業務。一九九三年—一九九四年，北京市中銀律師事務所合夥人；一九九四年六月—二零零一年，北京市大成律師事務所合夥人；二零零一年—二零零三年，北京市同維律師事務所合夥人；二零零三年至今，北京市康達律師事務所合夥人。二零一二年被中國人民大學法學院、律師學院聘為法律碩士專業學位研究生兼職導師。曾為北京天橋、古越龍山、銀泰資源等上百家企業提供了股份制改造、股票發行上市、再融資、收購兼並等法律服務業務，有深厚的理論功底和豐富的實踐經驗。江華律師具備上市公司獨立董事任職資格，二零零三年至二零一一年，中炬高新技術實業(集團)股份有限公司獨立董事(上交所，600872)；二零零八年至二零一四年，杭州海康威視數字技術股份有限公司獨立董事(深交所，002415)；二零零九年至二零一七年，中化岩土工程股份有限公司獨立董事(深交所，002542)；二零零九年至二零一四年，大恒新紀元科技股份有限公司獨立董事(上交所，600288)；二零一三年至今，珠海華發實業股份有限公司獨立董事(上交所，600325)；二零一四年至今，中成進出口股份有限公司獨立董事(深交所，000151)；二零一六年至今，山西通寶能源股份有限公司獨立董事(上交所，600780)；二零一七年八月至今，懷集登雲汽配股份有限公司獨立董事(深交所，002715)。二零一五年二月至今，本公司獨立董事。

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

#### Supervisors

**Mr. Liu Qiang (劉強)**, aged 49, is a Supervisor of the Company. From September 1986 to July 1990, Mr. Liu studied at Nankai University, majoring in economics management and law, and obtained bachelor's degrees in economics and law. From September 2001 to July 2004, he studied at Wuhan University, majoring in world economics, and obtained a master's degree. In July 2009, he graduated from Henan University, majoring in regional economics and was admitted as a doctoral candidate. He obtained a doctoral degree in economics in December 2009. From July 1990 to November 2002, he successively worked at the agriculture audit division, general office and division of legal affairs under the Department of Audit of Henan Province, and his last position was the deputy-department-head-level officer. From November 2002 to July 2012, he was the deputy section-level supervisor of the Supervisory Committee for the State-owned Enterprises Administered by Henan Provincial Government (河南省省管國有企業監事會). From July 2012 to November 2012, he served as the department-head-level supervisor of the Supervisory Committee for the State-owned Enterprises Administered by Henan Provincial Government. From November 2012 to September 2014, he was a researcher of Provincially Administered and State-owned Medium and Small Enterprise Department (省直中小企業處) of the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government. He also served as a researcher of Economic Cooperation Department of the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government from September 2014 to December 2014. Since December 2014, he has been the secretary to the Disciplinary Commission of Zhengzhou Coal Mining Machinery Group Company Limited. From February 2015 to February 2018, he was a Director of the Company. Since February 2018, he has been chairman of the Board of Supervisors and chairman of Labor Union of the Company.

**Mr. Wang Yue (王躍)**, aged 48, is a Supervisor of the Company. In July 1993, Mr. Wang graduated from Henan Institute of Finance and Economics (河南財經學院) and obtained a bachelor's degree in economics, majoring in industrial economics. In July 2006, he obtained an MBA degree from Zhengzhou University (鄭州大學). From October 1993 to October 1998, he was an accountant in Zhengzhou Running Water General Corporation (鄭州市自來水總公司). From November 1998 to March 2001, he was the deputy head of the department of accounting and finance of Zhengzhou Dongzhou Water Supply Company Limited (鄭州市東周供水有限公司). From June 2004 to December 2009, he was successively the deputy head and head of the finance department and the financial controller of Zhengzhou Running Water General Corporation. From December 2009 to November 2013, he was the chief accountant of Zhengzhou Running Water Investment Holdings Co., Ltd. (鄭州自來水投資控股有限公司). From November 2013 to September 2015, he was the deputy general manager of Zhengzhou Development Investment Group Co., Ltd. (鄭州發展投資集團有限公司). Since September 2015, he has been the deputy general manager of Henan Machinery Investment Group Co., Ltd. (河南機械裝備投資集團有限責任公司). Since February 2018, he has been a Supervisor of the Company.

#### 監事

**劉強先生**，49歲，現任本公司監事。劉先生於一九八六年九月—一九九零年七月，在南開大學經濟管理專業和法學專業學習，獲得經濟學、法學學士學位；二零零一年九月—二零零四年七月，在武漢大學世界經濟專業研究生班學習，獲得碩士學位；二零零九年七月，在河南大學區域經濟專業畢業並獲得博士研究生學歷，二零零九年十二月獲得經濟學博士學位；一九九零年七月—二零零二年十一月，先後在河南省審計廳農業審計處、審計廳綜合處、法制處工作，至主任科員；二零零二年十一月—二零一二年七月，任河南省省管國有企業監事會專職監事(副處實職)；二零一二年七月—二零一二年十一月，任河南省省管國有企業監事會專職監事(正處實職)；二零一二年十一月—二零一四年九月，任河南省人民政府國有資產監督管理委員會省直中小企業處調研員；二零一四年九月—二零一四年十二月，任河南省人民政府國有資產監督管理委員會經濟合作處調研員；二零一四年十二月至今，任鄭州煤礦機械集團股份有限公司紀委書記；二零一五年二月—二零一八年二月，任本公司董事。二零一八年二月至今，任本公司監事會主席、工會主席。

**王躍先生**，48歲，現任本公司監事。王先生於一九九三年七月畢業於河南財經學院工業經濟系，獲得經濟學學士；二零零六年七月獲得鄭州大學工商管理碩士學位。一九九三年十月—一九九八年十月，任鄭州市自來水總公司會計；一九九八年十一月—二零零一年三月，任鄭州市東周供水有限公司計財處副處長；二零零四年六月—二零零九年十二月，任鄭州市自來水總公司財務處副處長、財務處處長、財務總監；二零零九年十二月—二零一三年十一月，任鄭州自來水投資控股有限公司總會計師；二零一三年十一月—二零一五年九月，任鄭州發展投資集團有限公司副總經理；二零一五年九月至今，任河南機械裝備投資集團有限責任公司副總經理。二零一八年二月至今，任本公司監事。



## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Supervisors (Continued)

**Mr. Cui Leilei (崔蕾蕾)**, aged 37, is a Supervisor of the Company. Mr. Cui graduated from China University of Mining and Technology (中國礦業大學) in July 2007, majoring in mechanical engineering and automation. From August 2007 to February 2012, he has worked at the office, production and manufacturing division and the plant of oil tanks of the Company successively. From February 2012 to February 2015, he was the deputy head of the capital operation division of the Company. From February 2015 to October 2015, he was the deputy head (person-in-charge) of the strategic development division of the Company. From October 2015 to February 2018, he was the head of general office and head of human resources division of Henan Machinery Investment Group Co., Ltd. Since February 2018, he has been a Supervisor and the head of division of Party and masses' affairs of the Company.

**Mr. Ni Wei (倪威)**, aged 54, is a Supervisor of the Company. From 1983 to 1991, Mr. Ni studied at Tsinghua University and has obtained a bachelor's degree in automobile engineering and a master's degree in mechanical engineering successively. From 1991 to 1995, he was a trainer of Mercedes-Benz (梅賽德斯奔馳汽車公司). From 1995 to 1998, he was a service engineer, manufacturing and production manager of General Motors Company. From 1998 to 2001, he successively served as an export manager and deputy general manager at Hubei Super-Elec Auto Electric Motor Co., Ltd. (湖北神電汽車電機有限公司). Since September 2001, he has been the president of ASIMCO International Inc. (亞新科國際有限公司). Since March 2004, he has been the vice president of the ASIMCO Group. Since February 2018, he has been a Supervisor of the Company.

**Mr. Zhou Rong (周榮)**, aged 47, is a Supervisor of the Company. Mr. Zhou graduated with a bachelor's degree in chemical engineering and technology from Zhengzhou University of Light Industry in July 1996. He graduated from Zhengzhou University majoring in mechanical engineering and obtained a master's degree in engineering in June 2007. He served as the deputy plant manager of the sub-plant of electroplating of ZCMM from April 2002 to August 2006. From August 2006 to December 2007, he was the plant manager of the sub-plant of electroplating of ZCMM. From December 2007 to August 2009, he was the plant manager of the sub-plant of installation of Zhengzhou Coal Mining Machinery Group Company Limited. From August 2009 to February 2010, he was the deputy head of the marketing and sales division of Zhengzhou Coal Mining Machinery Group Company Limited. From February 2010 to February 2011, he was the plant manager of the sub-plant of electroplating of Zhengzhou Coal Mining Machinery Group Company Limited. From February 2011 to April 2011, he was the deputy plant manager of the plant of oil tanks and the plant manager of the sub-plant of electroplating of Zhengzhou Coal Mining Machinery Group Company Limited. From April 2011 to February 2016, he was the head of the supply division of Zhengzhou Coal Mining Machinery Group Company Limited. From February 2016 to February 2018, he has been an assistant to chief financial officer of Zhengzhou Coal Mining Machinery Group Company Limited. Since February 2015, he has been a Supervisor of the Company.

### 監事(續)

**崔蕾蕾先生**，37歲，現任本公司監事。崔先生於二零零七年七月畢業於中國礦業大學機械工程及自動化專業；二零零七年八月至二零一二年二月，先後在本公司辦公室、生產製造部、油缸廠工作；二零一二年二月至二零一五年二月，任本公司資本運營部副部長；二零一五年二月至二零一五年十月，任本公司戰略發展部副部長(主持工作)。二零一五年十月至二零一八年二月，任河南機械裝備投資集團有限責任公司綜合辦公室主任、人力資源部部長。二零一八年二月至今，任本公司監事及黨群工作部部長。

**倪威先生**，54歲，現任本公司監事。倪先生於一九八三年至一九九一年，清華大學學習，先後獲汽車工程學士、機械工程碩士學位。一九九一年至一九九五年，在梅賽德斯奔馳汽車公司任培訓指導師；一九九五年至一九九八年，在通用汽車公司歷任服務工程師、製造及生產經理；一九九八年至二零零一年，在湖北神電汽車電機有限公司先後擔任出口經理、副總經理；二零零一年九月至今，任亞新科國際有限公司總裁；二零零四年三月至今，任亞新科集團副總裁。二零一八年二月至今，任本公司監事。

**周榮先生**，47歲，現任本公司監事。周先生於一九九六年七月，畢業於鄭州輕工業學院化學工程與工藝專業，獲得學士學位；二零零七年六月，畢業於鄭州大學機械工程專業，獲得工程碩士學位；二零零二年四月—二零零六年八月，任鄭州煤礦機械集團有限責任公司電鍍分廠副廠長；二零零六年八月—二零零七年十二月，任鄭州煤礦機械集團有限責任公司電鍍分廠廠長；二零零七年十二月—二零零九年八月，任鄭州煤礦機械集團股份有限公司安裝分廠廠長；二零零九年八月—二零一零年二月，任鄭州煤礦機械集團股份有限公司市場營銷部副部長；二零一零年二月—二零一一年二月，任鄭州煤礦機械集團股份有限公司電鍍分廠廠長；二零一一年二月—二零一一年四月，任鄭州煤礦機械集團股份有限公司油缸廠副廠長兼電鍍分廠廠長；二零一一年四月—二零一六年二月，任鄭州煤礦機械集團股份有限公司物資供應部部長；二零一六年二月至二零一八年二月，任鄭州煤礦機械集團股份有限公司財務總監助理；二零一五年二月至今，任本公司監事。

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

#### Supervisors (Continued)

**Mr. Zhang Yichen (張易辰)**, aged 33, is a Supervisor of the Company. From September 2005 to June 2009, Mr. Zhang studied Chinese Language and Literature in Huazhong University of Science and Technology and obtained a bachelor's degree. From July 2009 to April 2014, he worked in general office and capital operation division of Zhengzhou Coal Mining Machinery Group Company Limited successively. From May 2014 to January 2016, he served as an assistant to the head of the general office and an assistant to the head of the strategic development division of Zhengzhou Coal Mining Machinery Group Company Limited. Since February 2016, he has been the deputy head (person in charge) of the strategic development division of Zhengzhou Coal Mining Machinery Group Company Limited. From August 2016 to February 2018, he also served as the deputy head of general office of Zhengzhou Coal Mining Machinery Group Company Limited. Since February 2018, he has been a Supervisor of the Company.

**Mr. Yuan Shaochong (苑少冲)**, aged 37, is a Supervisor of the Company. Mr. Yuan graduated from Hebei University of Engineering majoring in mechanical design, manufacturing and automation and obtained a bachelor's degree in July 2006. From July 2006 to September 2011, he served as a technician and planning coordinator of the sub-plant of processing, the head of production and allocation and control room of production and manufactory division of Zhengzhou Coal Mining Machinery Group Company Limited. From October 2011 to November 2011, he served as the deputy head of west zone production and manufactory department. From November 2011 to January 2013, he served as the deputy head of the production and manufactory division. From January 2013 to February 2014, he served as deputy plant manager of the assembly plant. From February 2014 to February 2015, he served as the plant manager of the assembly plant. From February 2015 to February 2016, he served as the general manager of an oil tank company. Since February 2016, he has been the plant manager of the assembly plant. Since February 2018, he has been a Supervisor of the Company.

#### 監事(續)

**張易辰先生**，33歲，現任本公司監事。張先生於二零零五年九月至二零零九年六月，華中科技大學漢語言文學專業學習，獲得學士學位。二零零九年七月至二零一四年四月，先後在鄭州煤礦機械集團股份有限公司辦公室、資本運營部工作；二零一四年五月至二零一六年一月，歷任鄭州煤礦機械集團股份有限公司辦公室主任助理、戰略發展部部長助理；二零一六年二月至今，鄭州煤礦機械集團股份有限公司戰略發展部副部長(主持工作)；二零一六年八月至二零一八年二月，兼任鄭州煤礦機械集團股份有限公司辦公室副主任。二零一八年二月至今，任本公司監事。

**苑少冲先生**，37歲，現任本公司監事。苑先生於二零零六年七月畢業於河北工程大學機械設計製造及其自動化專業，獲得學士學位。二零零六年七月至二零一一年九月，歷任鄭州煤礦機械集團股份有限公司機加工分廠技術員、計劃調度員，生產製造部生產調度、生產製造部調度室主任；二零一一年十月至二零一一年十一月，任西區生產製造處副處長；二零一一年十一月至二零一三年一月，任生產製造部副部長；二零一三年一月至二零一四年二月，任總裝廠副廠長；二零一四年二月至二零一五年二月，任總裝廠廠長；二零一五年二月至二零一六年二月，任油缸公司總經理；二零一六年二月至今，任總裝廠廠長；二零一八年二月至今，任本公司監事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Senior Management

**Mr. Jia Hao (賈浩)**, aged 49, is a general manager of the Company. Please refer to “- Directors” of this section for his biography.

**Mr. Fu Qi (付奇)**, aged 49, is a deputy general manager of the Company. Mr. Fu is a senior engineer. From September 1988 to July 1992, he studied at China University of Mining and Technology, majoring in mechanical design and theories. From July 1992 to September 1995, he was a section member of the first development department of Zhengzhou Coal Mining Machinery Factory. From September 1995 to May 1996 and from May 1996 to December 1996, he was a senior section member and the deputy head of the first development division, respectively. From December 1996 to January 2006, he was a section officer and the deputy head of the planned sales department, the deputy head of the marketing and sales division, and the deputy head of the sub-plant of installation. From January 2006 to March 2008, he was the head of the production and manufactory division. From April 2010 to February 2012, he was the chairman and the secretary of the Party Committee of Huainan ZMJ Shun Li Machinery Co., Ltd. Since February 2012, he has been the deputy general manager of the Company.

**Mr. Zhang Haibin (張海斌)**, aged 37, is the secretary to the Board and company secretary. Mr. Zhang graduated from China University of Mining and Technology and obtained a bachelor's degree in law in July 2005. From July 2005 to March 2007, he was a secretary of the general office of ZCMM. From March 2007 to December 2008, he served as the chief secretary of the general office of ZCMM. From December 2008 to March 2010, he was the chief secretary of the general office of the Company. From March 2010 to September 2010, he served as an assistant to the head of the general office of the Company. From September 2010 to January 2012, he served as the deputy head of capital operation division and representative for securities affairs of the Company. From January 2012 to February 2015, he was the head of general office, head of capital operation division and representative for securities affairs of the Company. From July 2012 to February 2015, he was also the head of division of Party and masses' affairs. From February 2015 to February 2018, he was the deputy general manager and secretary to the Board of the Company. From July 2017 to February 2018, he was also the chief financial officer of the Company. Since February 2018, he has been the secretary to the Board of the Company.

### 高級管理人員

**賈浩先生**，49歲，現任本公司總經理。有關彼之履歷，見本節「-董事」。

**付奇先生**，49歲，現任本公司副總經理。付先生是高級工程師。一九八八年九月至一九九二年七月，中國礦業大學機械設計及理論專業學習。一九九二年七月至一九九五年九月，鄭州煤礦機械廠開發一處科員，一九九五年九月至一九九六年五月，擔任開發一處主任科員，一九九六年五月至一九九六年十二月，開發一處副處長，一九九六年十二月至二零零六年一月，擔任銷售計畫處科長、副處長，市場營銷部副部長，安裝分廠副廠長，二零零六年一月至二零零八年三月，擔任生產製造部部長。二零一零年四月至二零一二年二月，在鄭煤機淮南舜立公司擔任董事長兼黨委書記。二零一二年二月至今，任本公司副總經理。

**張海斌先生**，37歲，現任本公司董事會秘書及公司秘書。張先生於二零零五年七月畢業於中國礦業大學，獲得法學學士學位。二零零五年七月—二零零七年三月，任鄭州煤礦機械集團有限責任公司辦公室秘書；二零零七年三月—二零零八年十二月，任鄭州煤礦機械集團有限責任公司辦公室秘書科長；二零零八年十二月—二零一零年三月，本公司辦公室秘書科長；二零一零年三月—二零一零年九月，任本公司辦公室主任助理；二零一零年九月—二零一二年一月，本公司資本運營部副部長、證券事務代表；二零一二年一月至二零一五年二月，任本公司辦公室主任兼資本運營部部長、證券事務代表；二零一二年七月至二零一五年二月，兼任黨群工作部部長。二零一五年二月至二零一八年二月，任本公司副總經理兼董事會秘書。二零一七年七月—二零一八年二月，兼任本公司財務總監。二零一八年二月至今，任本公司董事會秘書。

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

#### Senior Management (Continued)

**Ms. Huang Hua (黃花)**, aged 50, is the chief financial officer of the Company. Ms. Huang is a chartered financial analyst (CFA) and an engineer. In July 1987, she graduated from Central South University majoring in metal physics and obtained a bachelor's degree in science. In August 1990, she obtained a master's degree in engineering majoring in inorganic nonmetal materials granted by the Institution of Metal Research under Chinese Academy of Sciences. In December 2000, she obtained a master of business administration (MBA) degree from China Europe International Business School. From August 1990 to November 1991, she served as an assistant researcher at the Institution of Metal Research (Shenyang) under Chinese Academy of Sciences. From December 1991 to April 1999, she served as the plant manager of sub-plant, manager of the corporate management division, chief engineer and assistant general manager of Shenzhen Jinke Special Materials Co., Ltd. From September 2000 to May 2001, she served as a senior project manager at the capital operation division of China Online (Bermuda) Company Limited (中國在綫(百慕大)有限公司). From August 2001 to July 2003, she served as investment manager of Shenzhen Innovation Centre Co., Ltd. (深圳創新科技園有限公司). From August 2003 to March 2005, she served as the general manager and director of Shenyang Jinchangpu New Materials Company Limited (瀋陽金昌普新材料有限公司). From May 2005 to December 2006, she served as the general manager of Jinco Nonferrous Metals Co., Ltd. From January 2007 to June 2008, she served as a project manager and senior analyst at VALE INCO LIMITED (formerly the headquarter of Inco Ltd. (加拿大國際鎳業公司)). From July 2008 to September 2017, she served as the treasurer and risk officer of Vale Minerals (China) Co., Ltd. (淡水河谷礦產品中國有限公司). From October 2017 to February 2018, she was the consultant for the acquisition of SG Holding by Zhengzhou Coal Mining Machinery Group Company Limited. Since February 2018, she has been the chief financial officer of the Company.

**Ms. Li Weiping (李衛平)**, aged 45, is a deputy general manager of the Company. From October 2003 to June 2005, she studied under the MBA programme in the Hong Kong Polytechnic University. From September 1994 to August 2002, she served as the human resources commissioner/supervisor/manager of ABB Xinhui Low Voltage Switchgear Co., Ltd. (ABB新會低壓開關有限公司). From September 2002 to September 2004, she served as the senior human resources manager of Bosch Heating System Co., Ltd. (博世採暖系統有限公司). From September 2004 to September 2008, she served as the director of human resources at Bosch Automotive Diesel Systems Co., Ltd. (博世汽車柴油系統有限公司). From July 2008 to December 2009, she served as the director of Asia-Pacific human resources at the German headquarters of Bosch Rexroth (Rohr, Germany). From January 2010 to March 2012, she served as the director of human resources at Bosch Rexroth Hydraulic (Beijing) Co., Ltd. (博世力士樂液壓(北京)有限公司). From January 2012 to August 2018, she served as the director of human resources and chief business officer of Bosch Automotive Components (Suzhou) Co., Ltd. (博世汽車部件(蘇州)有限公司). Since October 2018, she has been the deputy general manager of the Company.

#### 高級管理人員(續)

**黃花女士**，50歲，現任本公司財務總監。黃女士是特許金融分析師(CFA)，工程師。一九八七年七月畢業於中南大學金屬物理專業，獲得理學學士學位；一九九零年八月，獲得中科院金屬研究所無機非金屬材料專業工學碩士學位；二零零零年十二月獲得中歐國際工商學院工商管理MBA。一九九零年八月—一九九一年十一月，任中科院瀋陽金屬研究所助理研究員；一九九一年十二月—一九九九年四月，任深圳金科特種材料有限公司分廠廠長、企管部經理、總工程師兼助理總經理；二零零零年九月—二零零一年五月，任中國在綫(百慕大)有限公司資本運營部高級項目經理；二零零一年八月—二零零三年七月，任深圳創新科技園有限公司投資經理；二零零三年八月—二零零五年三月，任瀋陽金昌普新材料有限公司總經理兼董事；二零零五年五月—二零零六年十二月，任金柯有色金屬有限公司總經理；二零零七年一月—二零零八年六月，任VALE INCO LIMITED(原加拿大國際鎳業公司總部)項目經理和高級分析師；二零零八年七月至二零一七年九月，任淡水河谷礦產品中國有限公司司庫和風險主管。二零一七年十月至二零一八年二月，任鄭州煤礦機械集團股份有限公司收購SG控股項目顧問。二零一八年二月至今，任本公司財務總監。

**李衛平女士**，45歲，現任本公司副總經理。二零零三年十月至二零零五年六月，香港理工大學工商管理MBA。一九九四年九月至二零零二年八月，ABB新會低壓開關設備有限公司人力資源專員/主管/經理；二零零二年九月至二零零四年九月，博世採暖系統有限公司高級人力資源經理；二零零四年九月至二零零八年九月，博世汽車柴油系統有限公司人力資源總監；二零零八年七月至二零零九年十二月，博世力士樂德國公司總部(德國羅爾)亞太人力資源總監；二零一零年一月至二零一二年三月，博世力士樂液壓(北京)有限公司人力資源總監；二零一二年一月至二零一八年八月，博世汽車部件(蘇州)有限公司人力資源兼商務總監。二零一八年十月至今，本公司副總經理。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

### Company Secretary

**Mr. Zhang Haibin** is the company secretary. Please refer to “– Senior Management” of this section for his biography.

**Ms. Chan Yin Wah (陳燕華)**, aged 43, is the assistant to the company secretary. Ms. Chan is an associate director of SWCS Corporate Services Group (Hong Kong) Limited. She has over 18 years of professional experience in handling the corporate secretarial, compliance and share registry matters for listed companies in Hong Kong. She has worked for various internationally well-known professional firms and listed companies in Hong Kong. Ms. Chan holds a bachelor's degree in economics and a master's degree in professional accounting. She is a fellow member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. She is also a fellow member of the Association of Chartered Certified Accountants.

### 公司秘書

**張海斌先生**，現任公司秘書。有關彼之履歷，見本節「—高級管理人員」。

**陳燕華女士**，43歲，現任公司秘書助理。陳女士為方圓企業服務集團(香港)有限公司的聯席董事。彼擁有超過18年處理香港上市公司之公司秘書、合規服務及股份過戶服務之專業經驗。她曾在多家國際知名專業機構及香港上市公司工作。陳女士持有經濟學學士學位及專業會計學碩士學位，並為香港特許秘書公會及英國特許秘書及行政人員公會資深會士。彼亦是英國特許公認會計師公會資深會員。

## Corporate Governance Report 企業管治報告

### Corporate Governance

The board of Directors (the “**Board**”) of the Company is committed to maintaining a high standard of corporate governance. The Board believes that effective and reasonable corporate governance practices are essential to the development of the Group and can safeguard and enhance the interests of the shareholders.

During the year ended 31 December 2018 (the “**Review Period**”), the Company complied with the requirements in the code provisions (the “**Code Provisions**”) as set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### Board of Directors

#### Responsibilities and Delegation to the Management

The Board is accountable to the shareholders for leading the Company in a responsible and effective manner, being responsible for execution of the resolutions passed at general meetings, deciding on the Company's operating plans, investment proposals and the establishment of its internal management units, preparing the Company's annual financial budgets, final accounts and profit distribution plans, and appointing members of its senior management. Meanwhile, the Board has established four special committees under the Board, namely, the Strategy Committee, the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee, and these Board committees are assigned respective responsibilities according to their terms of reference.

The Board delegated the authority and duties to the senior management to carry out the daily management, administration and operation of the Company. The general manager is accountable to the Board.

All Directors have carried out their duties in good faith in the best interests of the Company and in compliance with applicable laws and regulations, and act in the interests of the Company and its shareholders at all times.

### 企業管治

本公司董事會(「**董事會**」)致力維護高水準企業管治。董事會相信，有效及合理的企業管治常規對本集團之發展至關重要，同時可保障及提升股東權益。

截至二零一八年十二月三十一日止年度(「**回顧期間**」)，本公司已遵守香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄十四《企業管治守則》及《企業管治報告》(「**企業管治守則**」)之守則條文(「**守則條文**」)所載規定。

### 董事會

#### 職責及對管理層的授權

董事會須向股東負責，並以負責任及有成效的方式領導本公司。董事會執行股東大會的決議、決定公司的經營計劃、投資方案和內部管理機構設置，制定公司的年度財務預算、決算以及利潤分配方案，聘任高級管理人員等。此外，董事會已設立四個董事會專門委員會即戰略委員會、審計委員會、提名委員會、薪酬與考核委員會，並授予該等董事會專門委員會各自職責範圍內的職責。

董事會授予高級管理層權力及責任進行本公司的日常管理、行政及經營工作。總經理對董事會負責。

全體董事均真誠履行職責，為本公司最佳利益行事，遵守適用的法律法規，並始終為本公司及其股東的利益行事。

## Corporate Governance Report 企業管治報告

### Board of Directors (Continued)

#### Corporate Governance Functions of the Board

The Board is collectively responsible for performing the corporate governance functions, which at least include the following:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- to review the Company's compliance with the CG Code and disclosure in the Company's annual report.

#### Board Meetings

The Board will convene at least four regular meetings each year at approximately quarterly intervals. Regular Board meetings will involve the active participation, either in person or through electronic means of communication, of a majority of Directors entitled to be present. A written notice should be sent to all the Directors and Supervisors 14 days prior to the regular Board meeting. For the extraordinary meetings of the Board, the written notice should be sent to all the Directors and Supervisors four days prior to the meeting. When an extraordinary meeting of the Board needs to be held as early as possible in case of an emergency, the meeting notice is allowed to be given by telephone or in other verbal forms at any time provided that the convener makes necessary explanations at the meeting. A written meeting notice shall at least include the subject matters for discussion and the meeting information as necessary for the Directors to make well-informed decisions.

When a Director and the enterprise(s) involved in a proposal of a Board meeting have connected relations, such Director shall not exercise his/her voting rights on such proposal, nor shall he/she exercise any voting rights on behalf of other Directors.

Draft and final versions of minutes of Board meetings should be sent to all Directors for their comments and records respectively within a reasonable time after the Board meeting is held. The participating Directors shall sign the meeting minutes and resolutions records for confirmation on behalf of themselves and the Directors who authorize them to attend. Any Director who has different views on the meeting minutes or the resolutions records can make a written explanation when signing the name; when necessary, he/she shall report such views to the regulatory authorities timely; he/she can also make a public statement regarding such views.

### 董事會(續)

#### 董事會的企業管治職能

董事會共同負責履行企業管治職能，該職能至少包括以下內容：

- 制定及檢討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；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及在本公司年報內的披露。

#### 董事會會議

董事會每年至少召開四次定期會議，大約每季一次，每次召開董事會定期會議應由大部分有權出席會議的董事親身出席，或透過電子通訊方式積極參與。召開董事會定期會議，應於會議召開前十四日以書面通知全體董事和監事。召開董事會臨時會議，應於會議召開前四日書面通知全體董事和監事。情況緊急，需要盡快召開董事會臨時會議的，可以隨時通過電話或其他口頭方式發出會議通知。但召集人應在會議上作出說明。書面會議通知的內容至少包括擬審議的事項及董事表決所必須的會議材料等內容。

董事與董事會會議決議事項所涉及的企業有關聯關係的，不得對該項決議行使表決權，也不得代理其他董事行使表決權。

董事會會議結束後，應於合理時段內先後將會議記錄的初稿及最終定稿發送全體董事，初稿供董事表達意見，最終定稿則作為其記錄之用。與會董事應當代表其本人和委託其代為出席會議的董事對會議記錄和決議記錄進行簽字確認。董事對會議記錄或決議記錄有不同意見的，可以在簽字時作出書面說明。必要時，應當及時向各監管部門報告，也可以發表公開聲明。

## Corporate Governance Report 企業管治報告

### Board of Directors (Continued)

#### Board Meetings (Continued)

During the Review Period, the Board held 11 meetings in total, one on each of 11 January 2018, 22 January 2018, 12 February 2018, 29 March 2018, 27 April 2018, 28 May 2018, 23 July 2018, 29 August 2018, 7 September 2018, 26 October 2018 and 18 December 2018.

Attendance of meetings by each Director during the Review Period is recorded as follows:

Name of Director 董事姓名		Number of Board meetings required to be attended 應出席 董事會次數	Number of Board meetings attended in person 親自出席 次數	Number of Board meetings attended by proxy 委託出席 次數	Number of Board meetings not attended 缺席次數	Attendance rate 出席率
Jiao Chengyao	焦承堯	11	11	0	0	100%
Jia Hao (appointed on 12 February 2018)	賈浩(於2018年 2月12日獲委任)	9	9	0	0	100%
Xiang Jiayu	向家雨	11	11	0	0	100%
Fu Zugang (appointed on 12 February 2018)	付祖岡(於2018年 2月12日獲委任)	9	9	0	0	100%
Wang Xinying	王新瑩	11	11	0	0	100%
Wang Bin (appointed on 12 February 2018)	汪濱(於2018年 2月12日獲委任)	9	9	0	0	100%
Liu Yao	劉堯	11	11	0	0	100%
Li Xudong	李旭冬	11	11	0	0	100%
Jiang Hua	江華	11	11	0	0	100%
Guo Haofeng (resignation effective from 12 February 2018)	郭昊峰(於2018年 2月12日離任)	2	2	0	0	100%
Liu Qiang (resignation effective from 12 February 2018)	劉強(於2018年 2月12日離任)	2	2	0	0	100%

### 董事會(續)

#### 董事會會議(續)

於回顧期間，董事會共召開十一次會議，分別於二零一八年一月十一日、二零一八年一月二十二日、二零一八年二月十二日、二零一八年三月二十九日、二零一八年四月二十七日、二零一八年五月二十八日、二零一八年七月二十三日、二零一八年八月二十九日、二零一八年九月七日、二零一八年十月二十六日、二零一八年十二月十八日各舉行了一次會議。

各位董事於回顧期間舉行之會議的出席記錄如下：



## Corporate Governance Report 企業管治報告

## Board of Directors (Continued)

## General Meetings

During the reporting period, the Company held a total of three general meetings, which were attended by some of the Directors, Supervisors and senior management. Attendance of general meetings by the Directors is recorded as follows:

## 董事會(續)

## 股東大會

報告期內，本公司共召開了3次股東大會，部分董事、監事及高級管理人員出席了股東大會。以下為董事出席股東大會情況：

Name of Director 董事姓名		2018 First Extraordinary General Meeting	2017 Annual General Meeting	2018 Second Extraordinary General Meeting (2018 First A Shareholders Class Meeting, 2018 First H Shareholders Class Meeting) 2018年第二次 臨時股東大會 (2018年第一次 A股類別股東大會、 2018年第一次 H股類別股東大會)	Attendance required	Actual attendance	Attendance rate
		2018年 第一次 臨時 股東大會	2017年 年度 股東大會	A股類別股東大會、 2018年第一次 H股類別股東大會)	應出席次數	實際 出席次數	出席率
Jiao Chengyao	焦承堯	√	√	√	3	3	100%
Jia Hao (appointed on 12 February 2018)	賈浩(於2018年 2月12日獲委任)	as non-voting attendee 列席					
Xiang Jiayu	向家雨	√	√	√	2	1	50%
Fu Zugang (appointed on 12 February 2018)	付祖岡(於2018年 2月12日獲委任)	as non-voting attendee 列席			3	3	100%
Wang Xinying	王新瑩	√		√	2	2	100%
Wang Bin (appointed on 12 February 2018)	汪濱(於2018年 2月12日獲委任)	N/A 不適用		√	3	2	67%
Liu Yao	劉堯	√	√	√	2	1	50%
Li Xudong	李旭冬	√	√	√	3	3	100%
Jiang Hua	江華	√	√	√	3	3	100%
Guo Haofeng (resignation effective from 12 February 2018)	郭昊峰(於2018年 2月12日離任)	√	N/A 不適用	N/A 不適用	1	1	100%
Liu Qiang (resignation effective from 12 February 2018)	劉強(於2018年 2月12日離任)	√	N/A 不適用	N/A 不適用	1	1	100%

## Corporate Governance Report 企業管治報告

### Board of Directors (Continued)

#### Board Composition

During the Review Period, from 1 January 2018 to 11 February 2018, the Board consisted of eight Directors, including five executive Directors and three independent non-executive Directors; and from 12 February 2018 to 31 December 2018, the Board consisted of nine Directors, comprising six executive Directors and three independent non-executive Directors. One third of the members of the Board of the Company are independent non-executive Directors.

The executive Directors possess extensive experience in coal mining machinery and auto parts industries, and the independent non-executive Directors have appropriate professional qualifications in law and accounting as well as financial management expertise. In accordance with the Listing Rules, the independent non-executive Directors are explicitly identified in all corporate communications.

As at the end of the reporting period and as of the date of this annual report, the members of the Board were:

Executive Directors: Jiao Chengyao (Executive Director and Chairman), Jia Hao (Executive Director and Vice Chairman), Xiang Jiayu (Executive Director), Fu Zugang (Executive Director), Wang Xinying (Executive Director) and Wang Bin (Executive Director).

Independent Non-executive Directors: Ms. Liu Yao, Mr. Li Xudong and Mr. Jiang Hua.

The biographies of all the Directors are set out in the “Directors, Supervisors and Senior Management” section of this annual report. Save as disclosed in such section, there is no other material relationship among the members of the Board (including financial, business, family or other material or relevant relationships).

The Company has received annual confirmation of independence from all the independent non-executive Directors. Based on the confirmation, the Board considers that all of the three independent non-executive Directors meet the independence requirements of the Listing Rules of the Stock Exchange.

### Chairman and General Manager

The roles of the Chairman and the General Manager of the Company have been separated and performed by different individuals. During the Review Period, Mr. Jiao Chengyao was the Chairman of the Company and Mr. Jia Hao was the General Manager. The Chairman is primarily responsible for the leadership and effective running of the Board and ensuring that all significant and key issues are discussed and where required, resolved by the Board timely and constructively. The General Manager is delegated with the authority and responsibility to manage the Company's day-to-day business in all aspects effectively, implement major strategies and coordinate the overall business operation.

### 董事會(續)

#### 董事會組成

於回顧期間，二零一八年一月一日至二零一八年二月十一日，董事會由八名董事組成，其中包括五名執行董事，三名獨立非執行董事；二零一八年二月十二日至二零一八年十二月三十一日，董事會由九名董事組成，其中包括六名執行董事，三名獨立非執行董事。本公司獨立非執行董事佔董事會成員三分之一人數。

執行董事具有煤礦機械、汽車零部件行業豐富經驗，而獨立非執行董事具有適當的法律、會計專業資格及財務管理專業知識。根據上市規則，獨立非執行董事於所有公司通訊中均予以明確識別。

於報告期末及截至本年報日，董事會成員為：

執行董事：焦承堯(執行董事、董事長)、賈浩(執行董事、副董事長)、向家雨(執行董事)、付祖岡(執行董事)、王新瑩(執行董事)、汪濱(執行董事)。

獨立非執行董事：劉堯女士、李旭冬先生、江華先生。

全體董事的履歷載於本年報「董事、監事及高級管理層」一章中。除該章節披露外，董事會各成員之間並無任何其他重大關係(包括財務、業務、家屬或其他重大或相關的關係)。

本公司已從各位獨立非執行董事獲得年度獨立性確認。根據確認，董事會認為，全部三位獨立非執行董事均滿足聯交所上市規則對於獨立性的要求。

### 董事長及總經理

本公司董事長及總經理之角色已被區分且由不同人士擔任。於回顧期間，本公司董事長為焦承堯先生，總經理為賈浩先生。董事長主要負責領導及有效管理董事會並確保重大及主要問題由董事會於必要情況下及時及積極商討及解決。總經理獲授予權力及職責以有效管理本公司各方面之日常業務、實施主要策略並協調整體業務經營。

## Corporate Governance Report 企業管治報告

### Internal Control

The Board is fully responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving its strategic objectives. In accordance with the requirements set out in paragraph C.2 of the CG Code in Appendix 14 to the Listing Rules, the Board has established a risk management and internal control system, and has continuously supervised and reviewed the effectiveness of the system's operation. The system is aimed at managing, instead of eliminating, the risks of failure to achieve business objectives, fostering effective and highly efficient operation, and offering reasonable assurances as to the reliability of the financial reports, compliance with the applicable laws and regulations, and protection of the Group's assets.

#### Structure of risk management and internal control functions

To ensure the adequacy of resources, staff qualifications and experience, training courses and the related budget available to the Company in respect of risk management and internal audit, the Company has established a sound organizational structure of risk management and internal control that includes the Board, the Audit Committee, the management of the Company, the Audit Department and the various departments of the Company.

The Board is ultimately responsible for the risk management and internal control of the Company by determining the overall risk preference and risk tolerance of the Company based on the strategic development objectives and ensuring the effectiveness of the risk management and internal control system. The Audit Committee under the Board monitors the operation of the Company's risk management and internal control system, advises the Board and makes recommendations on major decisions regarding the building of the risk management and internal control system. The management of the Company is responsible for laying down the risk management and internal control structure and basic requirements, and continuously improving the scope, substance, methodology and procedure of work of the structure. The Audit Department of the Company conducts internal audit and supervision for risk management, and is responsible to the management of the Company. As the first line of defence in risk management and internal control, the various departments of the Company organize and carry out the daily work in risk management and accept the organization, coordination, guidance and supervision by the management and the Audit Department of the Company in doing their part of risk management and internal control in their respective professional areas.

#### Commencement of risk management work

Risk prevention determines the course in building the Company's system and internal control structure. In 2018, based on the methodology of risk management covering risk identification, risk evaluation, risk response, risk reporting and monitoring, the Company focused on its overall operating objectives, combined the internal and external circumstances, as well as the management conditions of the Company, fully reorganized and identified the possible risks at different levels, such as strategy, operation, finance, market, law and others, and thereby built up a risk incident database unique to the Company.

### 內部監控

董事會全面負責評估及釐定為達成公司戰略目標所願意接納的風險性質及程度，並按照《上市規則》附錄十四之《企業管治守則》第C.2段的要求建立了風險管理及內部監控系統，持續監督和檢討其運行的有效性。該系統旨在管理而非消除未能達成業務目標的風險，促進有效及高效運營，合理保證財務報告可靠性及遵守適用法律及法規以及保障本集團資產。

#### 風險管理和內部監控職能架構

為確保公司在風險管理和內部審核方面具備足夠的資源、員工資歷及經驗、足夠的培訓課程和有關預算，公司建立了完善的風險管理和內部監控組織體系，包括董事會、審計委員會、公司管理層、審計法務部、公司各部門。

董事會承擔公司風險管理和內部監控的最終責任，根據戰略發展目標確定公司整體風險偏好和風險承受能力，確保風險管理及內部監控系統的有效性。董事會下設審計委員會，監管公司風險管理及內部監控系統的運行，為董事會在風險管理和內部監控體系建設方面的重大決策提供諮詢和建議。公司管理層負責建立風險管理和內部監控體系及基礎要求，對該體系的工作範圍、內容、方法、步驟等進行持續改進。公司審計法務部執行風險管理內部審核監督工作，對公司管理層負責。公司各部門作為風險管理和內部監控的第一道防線，組織實施風險管理日常工作，接受公司管理層和審計法務部的組織、協調、指導和監督，從各自的專業領域出發做好風險管理和內部監控工作。

#### 風險管理工作開展

風險防範在公司制度和內控體系建設中具有導向作用。二零一八年公司根據風險識別、風險評估、風險應對、風險匯報及監察的風險管理方法論，圍繞總體經營目標，結合公司的內外部環境和管理狀況，從戰略、運營、財務、市場、法律等層面全面梳理和識別了可能面臨的風險，形成公司特有的風險事件庫。

## Corporate Governance Report 企業管治報告

### Internal Control (Continued)

#### Structure of risk management and internal control functions (Continued)

##### Commencement of risk management work (Continued)

On the basis of risk identification, each responsible department for risks performs an in-depth analysis of the risks identified from two perspectives, namely vulnerability to the occurrence of risk and the extent of impact from the occurrence of risk, in order to determine the different levels of risk and, through evaluation, ascertain the major risks the Company is faced with. This is to ensure that appropriate management resources are allocated to the management of major risks in an effort to step up the risk prevention and control in key areas.

In 2018, the risk management work of the Company culminated in the Risk Management Report, mainly covering the methodology and procedure for commencing risk management work, along with the major risks the Company is faced with. The Risk Management Report has been approved by the Audit Committee, and has been submitted to the Board for review.

The Audit Department of the Company is responsible for internal audit in risk management. By organizing and commencing the supervision and assessment of risk management, the Audit Department of the Company continuously monitors and controls the major risks and information on changes in risks in the course of operation and management of each responsible department for risks, supervises and assesses whether each department is able to commence risk management work in accordance with the relevant regulations and the results of the work, and makes recommendations on improving the effectiveness of implementing risk management work.

##### Operation of the internal control system

The building and improvement of internal control is an effective response to risks. Every year, the Company reviews the effectiveness of the risk management and internal control system, and evaluates all the key areas of control, including financial control, operations control and compliance control.

On the basis of adequately identifying and evaluating risks, the Company implements the basic response measures to risks for internal control through specific business processes. In view of the management and business processes involved in major risks, the Company has formulated whole-process control measures covering every stage, including management procedures and internal control measures for important processes, such as the preparation and disclosure of financial reports, as well as the handling and dissemination of inside information. Through gradual formation of a sound internal control environment, characterized by well-defined powers and responsibilities, effective checks and balances, and coordinated operation, the Company has laid a solid foundation for enhancing the level of internal control and risk management.

Risk management and internal control for the Review Period was reviewed at the Board meeting on 26 March 2019. The results of the commencement of risk management and internal control work in 2018 indicate no control failure for major risks in the Company and reveal no weakness in major risk control. The Company has been in strict compliance with the requirements about risk management and internal control in the CG Code. The Board has assessed the Company's risk management and internal control system as effective and adequate.

### 內部監控(續)

#### 風險管理和內部監控職能架構(續)

##### 風險管理工作開展(續)

在風險識別的基礎上，各風險責任部門從風險發生的脆弱性和影響程度兩方面，對識別的風險進行深入分析，確定風險的不同級別，評估出公司面臨的重大風險，以為重大風險管理分配適當的管理資源，加強重點領域風險防控。

二零一八年公司風險管理工作形成了《風險管理報告》，主要涵蓋風險管理工作開展的方法和程序、公司面臨的主要風險等內容。《風險管理報告》經審計委員會批准，提交董事會審閱。

公司審計部負責風險管理內部審核工作，組織開展了風險管理監督評價工作，持續監控各風險責任部門經營管理中存在的重大風險和風險變化信息，並對各部門能否按照有關規定開展風險管理工作及其工作效果進行監督評價，對風險管理工作實施的有效性提出改進建議。

##### 內部監控系統運行

內部控制的建設與完善是應對風險的有效方法，公司每年對風險管理及內部監控系統的有效性進行檢討，對所有重要的監控方面，包括財務監控、運作監控及合規監控等進行評估。

公司在充分識別和評估風險的基礎上，通過具體的業務流程落實內部控制的基本風險應對手段，針對重大風險所涉及的管理及業務流程，制定涵蓋各個環節的全流程控制措施，包括財務報告編製與披露、內幕消息處理及發佈等重要流程的管理程序和內部監控措施，逐步形成權責明晰、有效制衡、協調運轉的良好的內控環境，為內控水平和風險管理水平的提高奠定堅實基礎。

於二零一九年三月二十六日，董事會會議對回顧期內風險管理和內部監控工作進行了檢討，二零一八年風險管理和內部監控工作開展的結果表明，公司不存在重大風險監控失誤的情形，也未發現重大風險監控弱項。公司已嚴格遵守《企業管治守則》中有關風險管理及內部監控的規定，董事會評估公司風險管理和內部監控系統有效及足夠。

## Corporate Governance Report 企業管治報告

### Directors

#### Appointment, Re-election and Removal of Directors

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's corporate documents such as the articles of association of the Company (the "**Articles of Association**"). In accordance with Article 153 of the Articles of Association, the Directors of the Company shall be elected or replaced at the general meetings and the terms of office of all Directors (including executive Directors and independent non-executive Directors) shall be three years. Upon the expiry of the terms, the Directors will be eligible for re-election and re-appointment. Subject to the compliance with relevant laws and administrative regulations, the general meeting may dismiss any Director during his/her service term by way of an ordinary resolution (except that any claim for compensation pursuant to any contract shall not be prejudiced thereby).

The Company has not entered into any service contract (except for any contract expiring or determinable by the Company within one year without payment of compensation other than statutory compensation) with any of the Directors/Supervisors.

#### Directors' Training and Professional Development

Each newly appointed Director has received formal, comprehensive and tailored induction after his/her initial appointment to ensure appropriate understanding of the business and operation of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules of the Stock Exchange and relevant statutory requirements.

The Directors also reviewed the amendments to or up-to-date version of the relevant laws, rules and regulations regularly. In addition, the Company has been encouraging the Directors and executives to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organized by professional bodies, independent auditors and/or chambers in Hong Kong so that they can continuously update and further improve their relevant knowledge and skills. From time to time, Directors are provided with written training materials to develop and refresh their professional skills.

All the Directors are encouraged to participate in continuous professional development so that their relevant knowledge and skills can be improved and updated. The Company has arranged internal training for the Directors by seminars and provision of training information. All the Directors have provided a record of training they received to the Company.

During the year ended 31 December 2018, all the Directors had been given relevant guideline materials and attended trainings regarding the duties and responsibilities of being a Director, as well as the relevant laws and regulations applicable to the Directors.

### 董事

#### 委任、重選及罷免董事

委任、重選及罷免董事的制度及程序規定於本公司章程(「章程或《公司章程》」)等公司文件中。根據章程第153條，公司董事由股東大會選舉或更換，所有董事(包括執行董事及獨立非執行董事)的任期為三年，董事任期屆滿可以連選連任。股東大會在遵守有關法律、行政法規規定的前提下，可以以普通決議的方式將任何任期未屆滿的董事罷免(但依據任何合同可提出的索償要求不受此影響)。

本公司並無與任何董事／監事訂立任何服務合約(任何於一年內屆滿或公司可於一年內不付賠償(法定賠償除外)而終止的合約除外)。

#### 董事培訓及專業發展

各新任董事均於首次獲委任後接受正式、全面而切身之培訓，以確保董事對本公司業務及運營有適當理解，並充分認識聯交所上市規則及相關法定要求下董事之職責與義務。

董事亦定期審閱相關法例、規則及規例之修訂或最新版本。此外，本公司一直鼓勵董事及行政人員報讀由香港專業團體、獨立核數師及／或商會舉辦有關上市規則、公司條例／法例及企業管治常規之全面專業發展課程及講座，使彼等可持續及進一步更新相關知識及技能。董事亦不時獲提供書面培訓材料以發展及重溫專業技能。

本公司鼓勵全體董事參與持續專業發展計劃以令彼等本身的相關知識及技巧進步及更新。本公司已透過研討會及提供培訓資料方式為董事安排內部培訓。全體董事均已向本公司提供彼等接受培訓的記錄。

於截至二零一八年十二月三十一日止年度，全體董事已獲提供相關指引資料及出席有關董事職務及職責、適用於董事的相關法律及法規的培訓。

## Corporate Governance Report 企業管治報告

### Directors (Continued)

#### Insurance for Directors

To mitigate the exposure to liabilities of the Directors, at the annual general meeting held on 7 June 2013, the Company resolved to take out an insurance plan at a total premium of not more than US\$30 million for the Directors, Supervisors and chief executives to cover their liabilities (the “**Liability Insurance**”) and confirmed that arrangements regarding the Liability Insurance had been completed. The Liability Insurance covered the periods from 19 July 2014 to 18 July 2015, from 19 July 2015 to 18 July 2016, from 19 July 2016 to 18 July 2017, from 18 July 2017 to 17 July 2018 and from 18 July 2018 to 17 July 2019.

#### Model Code for Securities Transactions by Directors and Supervisors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules of the Stock Exchange as its code of conduct regarding securities transactions by the Directors and the Supervisors. The Company has made specific enquiries with all the Directors and Supervisors of the Company, who have confirmed their compliance with the Model Code during the Review Period.

#### Remuneration Policy

The Company has endeavored to improve its remuneration management measures for its Directors, Supervisors and senior management under the guidance of relevant policies of the PRC. The Company’s remuneration system for Directors, Supervisors and senior management is based on the principle of combining incentives and disciplines, and market adjustment and governmental regulation.

The Directors receive remuneration in different forms, including salaries, allowances, benefits in kind, discretionary bonuses and retirement scheme contributions made on their behalf.

During the Review Period, there was no arrangement under which a Director waived or agreed to waive any remuneration.

#### Responsibility Statement of Directors Regarding Preparation of Account

All the Directors of the Company acknowledged their responsibilities to the preparation of the Company’s account for the year ended 31 December 2018.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group’s ability to continue as a going concern and the Board prepared the financial statements on a going concern basis.

### 董事(續)

#### 董事保險

為降低須由董事承擔責任的風險，本公司在二零一三年六月七日舉行之股東週年大會上通過決議購買總額不超過三千萬美元的董事、監事及最高行政人員責任保險（「**責任保險**」），並確認已辦理責任保險的安排。責任保險的保險期間自二零一四年七月十九日至二零一五年七月十八日、二零一五年七月十九日至二零一六年七月十八日、二零一六年七月十九日至二零一七年七月十八日、二零一七年七月十八日至二零一八年七月十七日以及二零一八年七月十八日至二零一九年七月十七日。

#### 董事、監事進行證券交易的標準守則

本公司已採納聯交所上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「**標準守則**」），作為公司有關董事、監事證券交易的行為守則。本公司已向本公司全體董事和監事作出具體查詢，其已確認，於回顧期間，彼等一直遵守標準守則。

#### 薪酬政策

本公司在國家相關政策指導下，努力完善董事、監事及高級管理人員的薪酬管理辦法。本公司董事、監事及高級管理人員的薪酬制度遵循激勵與約束相統一，政府監管與市場調節相結合的原則。

董事以不同形式收取薪酬，包括薪金、貼津、實物利益、酌情花紅和代其作出的退休計劃供款。

於回顧期間概無有關董事已放棄或同意放棄任何薪酬安排。

#### 董事關於編製賬目的責任聲明

本公司各董事承認其有編製本公司截至二零一八年十二月三十一日止年度賬目的責任。

董事會不認為有任何重大不明朗事件或情況可能會嚴重影響本集團持續經營的能力，故董事會編製財務報表時採用持續經營之基準。

## Corporate Governance Report 企業管治報告

### Board Committees

The Board has set up four specialised committees, namely, the Strategy Committee, the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee, in accordance with the CG Code. These Board committees are assigned respective responsibilities according to their terms of reference. The composition and main functions of these specialised committees and their work during the Review Period are set out as follows:

#### Strategy Committee

As of the date of this annual report, the members of the Strategy Committee comprised Mr. Jiao Chengyao (Chairman), Mr. Jia Hao, Mr. Xiang Jiayu, Mr. Fu Zegang and Mr. Jiang Hua.

The primary responsibilities of the Strategy Committee are to study and comment on our long-term development plans and significant investment strategies, including: (i) reviewing the Company's long-term development strategies; (ii) reviewing and commenting on the Company's significant capital investment and financing proposals that require approval of the Board; (iii) reviewing and commenting on the significant capital expenditure and assets management projects that require approval of the Board; and (iv) exercising other functions and duties as authorized by the Board.

The Strategy Committee did not convene any meeting during the year.

#### Audit Committee

As of the date of this annual report, the members of the Audit Committee comprised Mr. Li Xudong (Chairman), Ms. Liu Yao and Mr. Jiang Hua, all of whom are independent non-executive Directors.

The primary responsibilities of the Audit Committee are to review and supervise the Company's financial reports and auditing work, including: (i) proposing appointment and replacement of the Company's independent auditors; (ii) supervising the Company's internal auditing policies and their implementation, supervising the financial statements and annual reports and accounts of the Company, and reviewing material opinions regarding financial reporting as stated in financial statements and reports; (iii) coordinating the communication between our internal Audit Department and the independent auditors; (iv) reviewing the Company's financial information and disclosure of such information; (v) reviewing the Company's internal control system and auditing on the material connected or related party transactions; (vi) reviewing the Company's financial control, internal control and risk management systems and to evaluate whether there is material failure or weakness in the risk management and internal control of the Company; (vii) discussing the risk management and internal control system with the management to ensure that the management has performed its duty to establish such effective systems; (viii) researching on major investigation findings on risk management and internal control matters and the management's response to these findings as delegated by the Board or on its own initiative; (ix) evaluating the changes in the nature and extent of significance of the material risks the Company faces after the previous year and its ability to respond to the changes in the business and the changes in external environment; and (x) exercising other functions and duties as authorized by the Board.

### 董事會專門委員會

董事會已根據企業管治守則設立四個專門委員會即戰略委員會、審計委員會、提名委員會、薪酬與考核委員會，並授予該等董事會專門委員會各自職責範圍內的職責。有關該等專門委員會的組成情況、主要職責及於回顧期間的工作載列如下：

#### 戰略委員會

截至本年報日，戰略委員會成員包括焦承堯先生（主席）、賈浩先生、向家雨先生、付祖岡先生和江華先生。

戰略委員會的主要職責是就本公司的長期發展戰略和重大投資決策進行研究並提出建議，其中包括：(i)審閱本公司的長期發展戰略；(ii)審閱並對本公司規定須經董事會批准的重大資本投資及融資方案提出意見；(iii)審閱並對規定須經董事會批准的重大資本開支及資產管理項目提出意見；及(iv)執行由董事會授權的其他職能及職務。

戰略委員會於本年度未召開會議。

#### 審計委員會

截至本年報日，審計委員會成員包括李旭冬先生（主席）、劉堯女士和江華先生。他們均為獨立非執行董事。

審計委員會的主要職責是審閱和監察本公司的財務報告及審計工作，包括：(i)提議聘請及更換本公司的獨立核數師；(ii)監督本公司的內部審計政策及其實施，監察公司的財務報表以及年度報告及賬目，並審閱報表及報告所載有關財務申報的重大意見；(iii)負責內部審計部與獨立核數師之間的協調溝通；(iv)審閱本公司的財務信息及該等信息的披露；(v)審閱本公司的內部監控制度，對重大關連或關聯方交易進行審計；(vi)檢討公司的財務監控、內部監控及風險管理系統，評估公司是否存在重大風險管理及內部監控失誤或弱項；(vii)與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的該等系統；(viii)主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；(ix)評估上一年度後公司面臨的重大風險的性質及嚴重程度的轉變，以及公司應付其業務轉變和外環境轉變的能力；及(x)執行由董事會授權的其他職能及職務。

## Corporate Governance Report 企業管治報告

### Board Committees (Continued)

#### Audit Committee (Continued)

The Audit Committee convened four meetings in 2018, with full attendance of the entire committee:

- (1) On 26 March 2018, the Audit Committee of the fourth session of the Board convened its first meeting in 2018, where it considered and approved the Proposal on the 2017 Audited Domestic and Overseas Financial Report of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on 2017 Annual Report on A Shares and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on 2017 Annual Results Announcement of H Shares of Zhengzhou Coal Mining Machinery Group Company Limited and Authorising the Chairman of the Company to Sign and Announce 2017 Annual Report of the Company's H Shares, the Proposal on the 2017 Report on Internal Control Assessment of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on the 2017 Audit Report on Internal Control of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on the 2017 Report on the Performance of Duties of the Audit Committee of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on the Appointment of External Audit Institution and Internal Control Audit Institution for 2018 and Payment for the Auditing Fees for 2017, the Proposal on the Daily Connected Transactions of the Company in 2017 and the Expected Daily Connected Transactions of the Company in 2018, and the Proposal on Change of Accounting Policies of the Company;
- (2) On 27 April 2018, the Audit Committee of the fourth session of the Board convened its second meeting in 2018, where it considered and approved the Proposal on the 2018 First Quarterly Report and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited and the Proposal on Change of Accounting Policies of the Company;
- (3) On 28 August 2018, the Audit Committee of the fourth session of the Board convened its third meeting in 2018, where it considered and approved the Proposal on the 2018 Unaudited Interim Financial Statements of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on 2018 Interim Report on A Shares and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited, and the Proposal on 2018 Interim Results Announcement of H Shares and 2018 Interim Report of H Shares of Zhengzhou Coal Mining Machinery Group Company Limited; and
- (4) On 26 October 2018, the Audit Committee of the fourth session of the Board convened its fourth meeting in 2018, where it considered and approved the Proposal on the 2018 Third Quarterly Report and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited.

### 董事會專門委員會(續)

#### 審計委員會(續)

二零一八年度，審計委員會召開了四次會議，審計委員會委員均全員出席：

- (1) 2018年3月26日，召開第四屆董事會審計委員會2018年第一次會議，審議通過《關於〈鄭州煤礦機械集團股份有限公司2017年度經審計的境內外財務報告〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司A股2017年年度報告及其摘要〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司H股2017年年度業績公告及授權公司董事長簽署並公告公司H股2017年年度報告〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司2017年度內部控制評價報告〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司2017年度內部控制審計報告〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司2017年度審計委員會履職情況報告〉的議案》、《關於聘任2018年度外部審計機構、內部控制審計機構及支付2017年度審計費用的議案》、《關於公司2017年度日常關聯交易情況及2018年度預計日常關聯交易情況的議案》、《關於公司會計政策變更的議案》；
- (2) 2018年4月27日，召開第四屆董事會審計委員會2018年第二次會議，審議通過了《關於〈鄭州煤礦機械集團股份有限公司2018年第一季度報告及其摘要〉的議案》、《關於公司會計政策變更的議案》；
- (3) 2018年8月28日，召開第四屆董事會審計委員會2018年第三次會議，審議通過了《關於〈鄭州煤礦機械集團股份有限公司2018年半年度未經審計的財務報表〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司A股2018年半年度報告及其摘要〉的議案》、《關於〈鄭州煤礦機械集團股份有限公司H股2018年中期業績公告〉及〈公司H股2018年中期報告〉的議案》；
- (4) 2018年10月26日，召開第四屆董事會審計委員會2018年第四次會議，審議通過了《關於〈鄭州煤礦機械集團股份有限公司2018年第三季度報告及其摘要〉的議案》。



## Corporate Governance Report 企業管治報告

**Board Committees** (Continued)

## Nomination Committee

As of the date of this annual report, the members of the Nomination Committee comprised Mr. Jiang Hua (Chairman), Mr. Fu Zugang and Ms. Liu Yao. The Nomination Committee is chaired by an independent non-executive Director and is comprised of a majority of independent non-executive Directors.

The primary responsibilities of the Nomination Committee are to: (i) advise on the size and structure of the Board in accordance with the position of the Company's operation, scale of assets and shareholding structure; (ii) formulate the selection criteria and procedures for candidates of the Company's Directors and management personnel; (iii) search for qualified candidates of Directors and management personnel; (iv) review the qualifications and other credentials of the candidates of Directors and management personnel; (v) assess the independence of independent non-executive Directors; (vi) make recommendations on the appointment and re-appointment of the Company's Directors; and (vii) exercise other functions and duties as authorized by the Board.

The Nomination Committee convened four meetings in 2018, with full attendance of the entire committee:

- (1) On 22 January 2018, the Nomination Committee of the third session of the Board convened its first meeting in 2018, where it considered and approved the Proposal on Nominating Candidates for Executive Directors of the Fourth Session of the Board and the Proposal on Nominating Candidates for Independent Directors of the Fourth Session of the Board;
- (2) On 12 February 2018, the Nomination Committee of the fourth session of the Board convened its first meeting in 2018, where it considered and approved the Proposal on the Appointment of the General Manager of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on the Appointment of the Deputy General Manager and Chief Financial Officer of Zhengzhou Coal Mining Machinery Group Company Limited, and the Proposal on the Appointment of the Secretary to the Board and Representative for Securities Affairs of Zhengzhou Coal Mining Machinery Group Company Limited;
- (3) On 29 August 2018, the Nomination Committee of the fourth session of the Board convened its second meeting in 2018, where it considered and approved the Proposal on Evaluating the Structure, Size and Composition (Including Skills, Knowledge and Experience) of the Board of the Company and Board Diversity; and
- (4) On 26 October 2018, the Nomination Committee of the fourth session of the Board convened its third meeting in 2018, where it considered and approved the Proposal on the Appointment of Ms. Li Weiping as the Deputy General Manager of the Company.

**董事會專門委員會** (續)

## 提名委員會

截至本年報日，提名委員會成員包括江華先生(主席)、付祖岡先生和劉堯女士。其中獨立非執行董事擔任主席且佔多數。

提名委員會的主要職責是：(i)根據本公司經營活動情況、資產規模和股權結構對董事會的規模和架構作出建議；(ii)制定本公司董事、管理人員的遴選準則和程序；(iii)物色合資格的董事和管理人員人選；(iv)審查董事和管理人員候選人的資歷及其他資格；(v)評核獨立非執行董事的獨立性；(vi)就委任及重新委任本公司董事提供推薦意見；及(vii)執行董事會授權的其他職能及職務。

二零一八年度，提名委員會召開了四次會議，提名委員會委員均全員出席：

- (1) 2018年1月22日，召開第三屆董事會提名委員會2018年第一次會議，審議通過了《關於提名第四屆董事會執行董事候選人的議案》、《關於提名第四屆董事會獨立董事候選人的議案》；
- (2) 2018年2月12日，召開第四屆董事會提名委員會2018年第一次會議，審議通過了《關於聘任鄭州煤礦機械集團股份有限公司總經理的議案》、《關於聘任鄭州煤礦機械集團股份有限公司副總經理、財務總監的議案》、《關於聘任鄭州煤礦機械集團股份有限公司董事會秘書、證券事務代表的議案》；
- (3) 2018年8月29日，召開第四屆董事會提名委員會2018年第二次會議，審議通過了《關於評價本公司董事會的架構、人數、組成(包括技能、知識及經驗)及董事會多元化的議案》；
- (4) 2018年10月26日，召開第四屆董事會提名委員會2018年第三次會議，審議通過了《關於聘任李衛平女士為公司副總經理的議案》。

## Corporate Governance Report 企業管治報告

### Board Committees (Continued)

#### Remuneration and Assessment Committee

As of the date of this annual report, the members of the Remuneration and Assessment Committee comprised Mr. Li Xudong (Chairman), Mr. Jia Hao and Ms. Liu Yao. The Remuneration and Assessment Committee is chaired by an independent non-executive Director and is comprised of a majority of independent non-executive Directors.

The primary responsibilities of the Remuneration and Assessment Committee are to: (i) formulate the remuneration and compensation policies and schemes for the Company's Directors and management personnel; (ii) evaluate the performance of the Company's Directors and management personnel and assess the appropriate remuneration package for such Directors and officers; (iii) supervise the implementation of remuneration policies and schemes; and (iv) exercise other functions and duties as authorized by the Board.

The Remuneration and Assessment Committee convened two meetings in 2018, with full attendance of the entire committee:

- (1) On 26 March 2018, the Remuneration and Assessment Committee of the fourth session of the Board convened its first meeting in 2018, where it considered and approved the Proposal on the Executive Directors' Remuneration Package of Zhengzhou Coal Mining Machinery Group Company Limited, the Proposal on the Independent Directors' Remuneration Package of Zhengzhou Coal Mining Machinery Group Company Limited, and the Proposal on Senior Management's Remuneration Package of Zhengzhou Coal Mining Machinery Group Company Limited; and
- (2) On 29 August 2018, the Remuneration and Assessment Committee of the fourth session of the Board convened its second meeting in 2018, where it considered and approved the Proposal on Assessment of the Performance of Duties of Directors and Managers of the Company and Annual Performance Evaluation.

Pursuant to Code Provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management by band for the year ended 31 December 2018 is set out below:

Remuneration band (RMB'000) 薪酬組別(人民幣千元)	Number of individuals 人數
0-500	5
500-750	1
750-1,000	2
>1,000	6

### 董事會專門委員會(續)

#### 薪酬與考核委員會

截至本年報日，薪酬與考核委員會包括李旭冬先生(主席)、賈浩先生和劉堯女士。其中獨立非執行董事擔任主席且佔多數。

薪酬與考核委員會的主要職責是：(i)制定本公司董事和管理人員的薪酬及賠償政策和制度；(ii)評定本公司董事和管理人員的表現和評估對這些董事和高級人員適當的薪酬方案；(iii)監督薪酬政策及制度的執行情況；及(iv)執行董事會授權的其他職能及職務。

二零一八年度，薪酬與考核委員會召開了二次會議，薪酬與考核委員會委員均全員出席：

- (1) 2018年3月26日，召開第四屆董事會薪酬與考核委員會2018年第一次會議，審議通過了《關於鄭州煤礦機械集團股份有限公司執行董事薪酬方案的議案》、《關於鄭州煤礦機械集團股份有限公司獨立董事薪酬的議案》、《關於鄭州煤礦機械集團股份有限公司高級管理人員薪酬的議案》；
- (2) 2018年8月29日，第四屆董事會薪酬與考核委員會2018年第二次會議，審議通過了《關於評價公司董事及經理人員的履行職責情況及年度績效考評的議案》。

根據企業管治守則第B.1.5條守則條文，截至二零一八年十二月三十一日止年度高級管理人員的年度酬金按薪酬等級載列如下：

## Corporate Governance Report 企業管治報告

### Board Diversity Policy

#### Purpose

With a view to achieving a sustainable and balanced development, the Company sees the increasing diversity of the Board as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

#### Measurable Objectives

Candidates for the Company's Directors will be selected based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender and age) will be disclosed in the annual report of the Company each year.

#### Monitoring and Reporting

The Nomination Committee will review annually on the Board's composition in respect of diversity, and monitor the implementation of the Board Diversity Policy.

### Auditors' Remuneration

The Company has appointed PricewaterhouseCoopers and BDO China Shu Lun Pan Certified Public Accountants LLP as the international and domestic auditors of the Company, respectively. Details of fees paid or payable to the auditors by the Group for the year ended 31 December 2018 are as follows:

Services rendered		Fees
所提供服務		收費金額 (RMB'000) (人民幣千元)
2018 annual audit	二零一八年度審核	13,920
Other audit related service	其他審核相關服務	1,000
Non-audit services	非審核服務	6,100
Total	總計	21,020

### 董事會多元化政策

#### 宗旨

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，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。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

#### 可計量目標

公司董事候會入選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。董事會組成(包括性別、年齡)將每年在公司年報內披露。

#### 監察及匯報

提名委員會每年檢討董事會在多元化層面的組成，並監察董事會多元化政策的執行。

### 核數師薪酬

本公司已分別聘請羅兵咸永道會計師事務所和立信會計師事務所(特殊普通合伙)作為本公司的國際和境內核數師。截至二零一八年十二月三十一日止年度，本集團已付或應付審計師的費用詳情如下：

## Corporate Governance Report 企業管治報告

### Company Secretary

The company secretary of the Company is Mr. Zhang Haibin (“**Mr. Zhang**”), who also acts as the board secretary of the Company, is an employee of the Company and has knowledge of the Company’s day-to-day affairs.

In addition, the Company appointed Ms. Chan Yin Wah (“**Ms. Chan**”) as the assistant to the company secretary, to work closely with Mr. Zhang and to provide assistance to Mr. Zhang to discharge his duties and responsibilities as company secretary such as organizing meetings of the Board and meetings of holders of the H Shares and gaining the relevant experience as required under Rule 3.28 of the Listing Rules of the Stock Exchange. Ms. Chan is an associate director of a corporate service provider, SWCS Corporate Services Group (Hong Kong) Limited. The primary corporate contact person at the Company is Mr. Zhang, whom Ms. Chan will contact on matters relating to corporate governance, the Listing Rules of Hong Kong as well as other laws and regulations which are relevant to the Company and other affairs of the Company.

Mr. Zhang and Ms. Chan took not less than 15 hours of relevant professional training during the Review Period, respectively.

### Investor Relations, Communication with Shareholders and General Meeting

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investors’ understanding of the Group’s business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information. Information of the Company is communicated mainly through the Company’s corporate communications including interim and annual reports, announcements and circulars, etc. These publications are sent to the shareholders in a timely manner and are also available on the website of the Company (<http://www.zzmj.com>). The means of communication between the Company and the shareholders also include general meetings, analysts meetings or seminars, one-on-one meetings, telephone consultation, advertisements, media interviews and coverage, site visits and roadshows, etc.

### 公司秘書

本公司公司秘書為張海斌先生(「張先生」)，彼為本公司董事會秘書，是本公司的僱員，對本公司的日常事務有所認識。

此外，本公司已委任陳燕華女士(「陳女士」)為公司秘書助理，以與張先生密切合作，並協助張先生履行其作為公司秘書的職務及職責，例如籌辦董事會會議及H股持有人會議及取得聯交所上市規則第3.28條規定的相關經驗。陳女士為一所企業服務供應商方圓企業服務集團(香港)有限公司之聯席董事。就企業管治事宜、香港上市規則以及其他有關本公司及其他事宜的法律及法規，陳女士會與本公司的主要聯絡人張先生聯繫。

張先生及陳女士在回顧期間，參加的相關專業培訓不少於15小時。

### 投資者關係、與股東的溝通及股東大會

本公司相信，與股東有效溝通是加強投資者關係及令投資者加深瞭解本集團業務表現及戰略的關鍵。本公司亦認同保持透明度與及時披露公司資料的重要性。本公司的資訊主要通過公司通訊發佈，包括中期報告、年報、公告及通函等。該等刊物適時向股東寄發，亦可在本公司網站查閱(<http://www.zzmj.com>)。本公司與股東溝通的方式還包括召開股東大會、分析師會議或說明會、一對一溝通、電話諮詢、廣告、媒體採訪和報導、現場參觀以及路演等。

## Corporate Governance Report 企業管治報告

### Shareholders' Rights

According to the Articles of Association, shareholder(s) individually or in aggregate holding 10% or above of the shares of the Company shall have the right, by written requisition to the Board to propose an extraordinary general meeting to be called. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, make a response in writing on whether or not it agrees to convene an extraordinary general meeting, within ten days upon receipt of such requisition. If the Board agrees to convene the extraordinary general meeting, a notice convening the extraordinary general meeting shall be issued within five days to all shareholders after the Board resolves to do so. If the Board does not agree to convene the extraordinary general meeting or does not reply within 10 days upon receiving the request, shareholder(s) individually or jointly holding 10% or above of the Company's shares shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting by way of written request. If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice convening the extraordinary general meeting shall be issued within five days upon receiving the request. Should there be alterations to the original proposals in the notice, consent has to be obtained from the related shareholders. If the Board of Supervisors does not issue a notice of the general meeting within the required period, it will be considered as not going to convene and preside over the general meeting, and shareholder(s) individually or jointly holding 10% or above of the shares of the Company for 90 consecutive days shall have the right to convene and preside over the meeting on their own. All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and the Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting Directors.

When a general meeting is convened, shareholder(s) individually or jointly holding 3% or above of the Company's shares shall have the right to submit proposals to the Company. Shareholder(s) individually or jointly holding 3% or above of the Company's shares can submit the temporary proposal to the convener 10 days prior to the general meeting.

Shareholders have the right to make enquiries and copies of the minutes of general meetings, resolutions of Board meetings and resolutions of the Board of Supervisors.

### 股東的權利

根據《公司章程》，單獨或者合計持有本公司10%或以上股份的股東有權向董事會提出書面請求召開臨時股東大會，董事會根據法律、行政法規和《公司章程》的規定，在收到股東請求後十日內提出同意或不同意的書面通知，如董事會同意召開，公司應在五日内發出召開臨時股東大會的通知予所有股東。董事會不同意召開臨時股東大會，或者在收到請求後十日內未作出反饋的，單獨或者合計持有公司10%以上股份的股東有權向監事會提議召開臨時股東大會，並應當以書面形式向監事會提出請求。監事會同意召開臨時股東大會的，應在收到請求五日內發出召開股東大會的通知，通知中對原提案的變更，應當徵得相關股東的同意。監事會未在規定期限內發出股東大會通知，視為監事會不召集和主持股東大會，連續90日以上單獨或者合計持有公司10%以上股份的股東可以自行召集和主持。股東因董事會和監事會未應前述要求舉行會議而自行召集並舉行會議的，其所發生的合理費用，應當由公司承擔，並從公司欠付失職董事的款項中扣除。

本公司召開股東大會，單獨或者合併持有公司3%或以上股份的股東，有權向公司提出提案。單獨或者合併持有公司3%以上股份的股東，可以在股東大會召開十日前提出臨時提案並書面提交召集人。

股東有權查詢和複印股東大會會議記錄、董事會會議決議和監事會決議。

## Corporate Governance Report 企業管治報告

### Shareholders' Rights (Continued)

Shareholders may make enquiries about the Company's affairs through our investor relations consultant of the Company:

Strategic Development Department of Zhengzhou Coal Mining Machinery Group Company Limited

Address: No. 167 (Nan San Huan), 9th Street  
Econ-Tech Development Zone  
Zhengzhou  
Henan Province  
PRC

Telephone: (86371) 6789 1017  
Fax: (86371) 6789 1100  
Postal Code: 450016

During the Review Period, the Company amended the Articles of Association pursuant to relevant requirements including the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies (amended in 2016) and the Rules for General Meetings of Listed Companies (amended in 2016) promulgated by China Securities Regulatory Commission, to better protect the interests of investors, particularly minority investors. The amendments were considered and approved at the first extraordinary general meeting of 2018 held on 12 February 2018. Please refer to the announcement of the Company dated 7 December 2017 and the circular of the Company dated 25 January 2018 respectively for details.

### Board of Supervisors

#### Composition of Board of Supervisors

As of the date of this annual report, the Board of Supervisors was composed of seven members, four of whom are nominated by the shareholders and three are nominated by the employees. The Supervisors are appointed for a term of three years, upon the expiry of which they may be re-elected.

As at the end of the Review Period and as of the date of this annual report, the members of the Board of Supervisors were Mr. Liu Qiang, Mr. Wang Yue, Mr. Cui Leilei, Mr. Ni Wei, Mr. Zhou Rong, Mr. Zhang Yichen and Mr. Yuan Shaochong.

The list and biographies of the Supervisors of the Company are set out under the section "Directors, Supervisors and Senior Management" of this annual report. Save as disclosed in that section, there is no any other material relationship among members of the Board of Supervisors.

### 股東的權利(續)

股東可以通過聯繫本公司的投資者關係顧問獲得有關本公司的查詢：

鄭州煤礦機械集團股份有限公司戰略發展部

地址：中國  
河南省  
鄭州市  
經濟技術開發區  
第九大街167號(南三環)

電話：(86371) 6789 1017  
傳真：(86371) 6789 1100  
郵編：450016

因根據《中華人民共和國公司法》、中國證券監督管理委員會發佈的《上市公司章程指引(2016年修訂)》、《上市公司股東大會規則(2016年修訂)》等有關規定，以更好的保護廣大投資者尤其是中小投資者的利益，本公司於回顧期間對《公司章程》進行了修訂，該等章程修訂議案已於2018年2月12日舉行的2018年第一次臨時股東大會經股東審議通過。詳情請參閱本公司日期為2017年12月7日的公告及日期為2018年1月25日的通函。

### 監事會

#### 監事會組成

截至本年報日，本公司監事會成員共7名，其中4名由股東委任，3名由僱員委任。監事的任期為3年，屆滿後可重選。

於回顧期末和截至本年報日，監事會成員為：劉強先生、王躍先生、崔蕾蕾先生、倪威先生、周榮先生、張易辰先生、苑少冲先生。

本公司監事名單及履歷載於本年報「董事、監事及高級管理層」一章中。除該章節披露外，監事會成員之間並無任何其他重大關係。

## Corporate Governance Report 企業管治報告

### Board of Supervisors (Continued)

#### Duties of the Board of Supervisors

The Board of Supervisors shall be accountable to the general meetings and exercise the following duties and powers in accordance with law:

- reviewing regular corporate reports prepared by the Board and submitting written opinions regarding the same;
- examining the finance affairs of the Company;
- monitoring the performance of duties of Directors and senior management, and proposing the dismissal of Directors and senior management who have violated laws, administrative regulations and the Articles of Association or resolutions of the general meetings;
- demanding for correction in the event of any damage to the interests of the Company caused by Directors or senior management;
- proposing the convening of extraordinary general meetings, and convening and chairing general meetings in the event of the Board having failed to perform its duties to convene and chair the general meeting pursuant to the Company Law;
- proposing motions to general meetings;
- liaising with Directors on behalf of the Company or instituting legal proceedings against Directors and senior management pursuant to the provisions of Article 151 of the Company Law;
- in case of any irregularity related to the operation of the Company identified, to investigate; and if necessary, to engage professional institutions such as accounting firms or law firms to assist in its work at the expense of the Company;
- reviewing the financial information, such as financial report, operation report and profit distribution plan, to be submitted by the Board to the general meetings; and may, in the name of the Company, appoint a certified public accountant or a qualified auditor to re-examine such documents if a suspicious item is identified;
- exercising other duties and powers specified in the Articles of Association.

During the Review Period, the Board of Supervisors held seven meetings.

### 監事會(續)

#### 監事會的職責

監事會向股東大會負責，並依法行使下列職權：

- 應當對董事會編製的公司定期報告進行審核並提出書面審核意見；
- 檢查公司財務；
- 對董事、高級管理人員執行公司職務的行為進行監督，對違反法律、行政法規、《公司章程》或者股東大會決議的董事、高級管理人員提出罷免的建議；
- 當董事、高級管理人員的行為損害公司的利益時，要求董事、高級管理人員予以糾正；
- 提議召開臨時股東大會，在董事會不履行《公司法》規定的召集和主持股東大會職責時召集和主持股東大會；
- 向股東大會提出提案；
- 代表公司與董事交涉或依照《公司法》第一百五十一條的規定，對董事、高級管理人員提起訴訟；
- 發現公司經營情況異常，可以進行調查；必要時，可以聘請會計師事務所、律師事務所等專業機構協助其工作，費用由公司承擔；
- 核對董事會擬提交股東大會的財務報告、營業報告和利潤分配方案等財務資料，發現疑問的，可以公司名義委託註冊會計師、執業審計師幫助複審；
- 《公司章程》規定的其他職權。

於回顧期間，監事會共召開了七次會議。

## Report of the Board of Directors 董事會報告書

The Board is pleased to present its report together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2018.

### Principal Activities and Subsidiaries

The principal activities of the Company are the manufacturing of comprehensive coal mining and excavating equipment. Details of the principal activities of its subsidiaries are set out in note 48 to the financial statements. During the Review Period, the Group was engaged in two principal businesses, namely, coal mining machinery and auto parts.

### Compliance with Laws and Regulations

During the Review Period, to the best knowledge of the Company, the Group complied with the relevant laws and regulations that have a material impact on the business of the Group in all material aspects and there were no material breaches of or non-compliance with applicable laws and regulations.

### Environmental Policies and Performance

The Group endeavours to achieve long-term sustainable development in the environment and community where the Group operates. The Group actively contributes to society and engages in public welfare activities in addition to striving for good performance, to foster credibility and build a good corporate image. Besides, the Group acts in an environmentally responsible way and strives to comply with the relevant environmental laws and regulations. In addition, the Group also adopts effective measures to achieve efficient utilisation of resources, reduces wastage, and advocates saving water and electricity.

### Business Review

Please refer to the section of Management Discussion and Analysis. The section of Management Discussion and Analysis forms part of the Report of the Board of Directors.

### Results and Dividends

The Group’s results for the year ended 31 December 2018 are set out in the financial statements of this annual report.

A relevant resolution has been passed at a meeting of the Board held on 26 March 2019, and the Board proposed the payment of a final dividend (the “Dividend”) of RMB1.45 per 10 shares for the year ended 31 December 2018, totalling approximately RMB251,208,348.65. If the proposal in relation to the profit distribution is approved by the shareholders at the 2018 annual general meeting to be held on 20 June 2019 (the “2018 Annual General Meeting”), the final dividend for H Shares of the Company will be distributed on or about 31 July 2019.

董事會欣然提呈彼等之報告連同本公司及其附屬公司（「本集團」）截至二零一八年十二月三十一日止年度的經審核財務報表。

### 主要業務及附屬公司

本公司的主要業務為煤炭綜採綜掘設備製造。其附屬公司的主要業務詳情載於財務報表附註48。於回顧期間，本集團擁有煤礦機械和汽車零部件兩項主要業務。

### 遵守法律及法規

回顧期內，就本公司所知，本集團已在各重要方面遵守對本集團業務有重大影響的相關法律及法規，概無嚴重違反或不遵守適用法律及法規的情況。

### 環境政策及表現

本集團致力於業務經營所在環境及社區長期發展的可持續性。本集團在持續創造良好業績的同時，積極回饋社會，開展各項公益活動，樹立良好的信譽和企業形象。此外，本集團以對環境負責的方式行事，竭力遵守有關環保的法律法規。此外，本集團也採取有效措施達致資源的有效利用，減少浪費，倡導節約用水用電。

### 業務回顧

請參見管理層討論與分析章節。管理層討論與分析章節成為本董事會報告之部份。

### 業績及股息

本集團截至二零一八年十二月三十一日止年度的業績載於本年報的財務報表內。

董事會於二零一九年三月二十六日舉行會議並通過相關決議案，建議派發截至二零一八年十二月三十一日止年度末期股息（「股息」）每十股人民幣1.45元，總計約人民幣251,208,348.65元。倘利潤分配預案於二零一九年六月二十日召開的二零一八年度股東週年大會（「二零一八年度股東週年大會」）上獲股東批准，則本公司H股末期股息將於二零一九年七月三十一日或前後派付。



## Report of the Board of Directors 董事會報告書

## Results and Dividends (Continued)

According to the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and its implementation regulations (the “EIT Law”), the tax rate of enterprise income tax applicable to the income of a non-resident enterprise deriving from the PRC is 10%. In this regard, any H Shares registered under the name of a non-individual enterprise, including the H Shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organisations or entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the “EIT Law”). The Company will distribute the final dividend to those non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Any resident enterprise (as defined under the “EIT Law”) which is legally incorporated in the PRC or established pursuant to the laws of foreign countries (regions) but has its effective administrative entity located in the PRC, and whose name appears on the Company’s H Share register should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a practicing PRC lawyer (with the official chop of the law firm issuing the opinion affixed thereon) and relevant documents to Computershare Hong Kong Investor Services Limited in due course, if the enterprise does not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Circular SAT No. [1993]045 (關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知) (the “Notice”) issued by the State Administration of Taxation on 28 June 2011, the dividend to be distributed by a domestic non-foreign invested enterprise which has issued shares in Hong Kong to overseas resident individual shareholders, is subject to individual income tax at a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary, depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the final dividend payable to any individual shareholders of H Shares whose names appear on the H Share register of members of the Company on the Record Date, unless otherwise stated in the relevant taxation regulations, taxation agreements or the Notice.

The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the identification of shareholders or any disputes over the mechanism of withholding.

The Board is not aware of any shareholders who have waived or agreed to waive any dividends.

## 業績及股息(續)

根據《中華人民共和國企業所得稅法》及其實施條例(「企業所得稅法」)，非居民企業就其來源於中國境內的所得繳納企業所得稅的適用稅率為10%。為此，任何以非個人企業名義，包括以香港中央結算(代理人)有限公司、其它代理人或受託人、或其它組織及團體名義登記的H股股份皆被視為由非居民企業股東(定義見「企業所得稅法」)所持有的股份，本公司將在代扣代繳10%企業所得稅後，向該等非居民企業股東派發末期股息。

任何名列本公司H股股東名冊上的依法在中國境內註冊成立，或者依照外國(地區)法律成立但實際管理機構在中國境內的居民企業(定義見「企業所得稅法」)，倘不希望由本公司代扣代繳10%企業所得稅，須適時向香港中央證券登記有限公司呈交中國執業律師出具的認定其為居民企業的法律意見書(加蓋律師事務所公章)及相關文件。

根據國家稅務總局於二零一一年六月二十八日頒佈的《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(「通知」)，在香港發行股份的境內非外商投資企業向境外居民個人股東派發的股息，一般須按10%的稅率繳納個人所得稅。然而，各境外居民個人股東本身的所得稅率視乎其居住國家與中國大陸的相關稅收協議而有所不同。據此，在向於記錄日期名列本公司H股股東名冊的H股個人股東派發末期股息時，本公司將預扣10%的股息作為個人所得稅，除非相關稅務法規、稅收協定或通知另有規定。

對於任何因股東身份未能及時確定或錯誤確定而引致的任何索償或對代扣代繳機制的任何爭議，本公司概不負責。

董事會並不知悉任何股東已放棄或同意放棄任何股息。

## Report of the Board of Directors 董事會報告書

### Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominal holder holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the competent tax authorities for the withholding. For investors of the Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend income tax rate of lower than 10%, those enterprises or individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty or may entrust a withholding agent to do so. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The Record Date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Company.

### Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for the Southbound Trading (港股通H股股票現金紅利派發協議) with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited or its branches, as the nominal holders of H Shares for the Southbound Trading, will receive cash dividends distributed by the Company and distribute the cash dividends to relevant investors of H Shares of the Southbound Trading through its depository and clearing system.

Cash dividends for the investors of H Shares of the Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the Notice on the Tax Policies Concerning the Pilot Programme 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) (Caishui [2014] No.81) and the Notice on the Tax Policies Concerning the Pilot Programme 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) (Caishui [2016] No.127), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the companies of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The companies of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and such investors shall report and pay relevant tax by themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of the Southbound Trading will be the same as those for the holders of H Shares of the Company.

### 滬股通投資者利潤分配事宜

對於香港聯交所投資者(包括企業和個人)投資上海證券交易所本公司A股股票(「**滬股通**」)，其股息紅利將由本公司通過中國證券登記結算有限公司上海分公司按股票名義持有人賬戶以人民幣派發。本公司按照10%的稅率代扣所得稅，並向主管稅務機關辦理扣繳申報。對於滬股通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繳義務人，向本公司主管稅務機關提出享受稅收協定待遇的申請，主管稅務機關審核後，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。

滬股通投資者股權登記日、現金紅利派發日等時間安排與本公司A股股東一致。

### 港股通投資者利潤分配事宜

對於上海證券交易所及深圳證券交易所投資者(包括企業和個人)投資香港聯交所本公司H股股票(「**港股通**」)，本公司已與中國證券登記結算有限責任公司簽訂《港股通H股股票現金紅利派發協議》，中國證券登記結算有限責任公司或其分公司作為港股通H股投資者名義持有人接收本公司派發的現金紅利，並通過其登記結算系統將現金紅利發放至相關港股通H股股票投資者。

港股通H股股票投資者的現金紅利以人民幣派發。根據《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(財稅[2014]81號)》及《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(財稅[2016]127號)》的相關規定：對內地個人投資者通過滬港通或深港通投資香港聯交所上市H股取得的股息紅利，H股公司按照20%的稅率代扣個人所得稅。對內地證券投資基金通過滬港通或深港通投資香港聯交所上市股票取得的股息紅利所得，比照個人投資者徵稅。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。

港股通投資者股權登記日、現金紅利派發日等時間安排與本公司H股股東一致。

## Report of the Board of Directors 董事會報告書

### Use of Proceeds from Initial Public Offering on the Stock Exchange

The H Shares of the Company were listed on the Stock Exchange on 5 December 2012 and the net proceeds were HK\$2,155.55 million after deducting relevant expenses. During the Review Period, save as described in the announcement of the Company dated 31 March 2014 in relation to the update on the use of proceeds and the announcement dated 23 May 2017 in relation to the proposed change to the use of proceeds from H Share offering, the use of proceeds was in line with the usage disclosed in the prospectus of the Company.

### Reserves

Details of movements in the reserves of the Group and the Company for the year ended 31 December 2018 are set out in the consolidated statements of changes in equity and note 49 to the financial statements, respectively.

### Share Capital

Details of movements in share capital of the Company for the year ended 31 December 2018 are set out in note 37 to the financial statements.

### Pre-Emptive Rights

There are no provisions on pre-emptive rights under the Articles of Association and the laws of the PRC which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### Share Option Scheme

The Company has not adopted any share option scheme.

### Major Suppliers and Customers

For the year ended 31 December 2018, the total sales attributable to the Group's five largest customers accounted for approximately 30.51% of the Group's total sales, while the sales attributable to the Group's largest customer accounted for approximately 12.87% of the Group's total sales. For the year ended 31 December 2018, the total purchases attributable to the Group's five largest suppliers accounted for approximately 15.67% of the Group's total purchases, while the purchases attributable to the Group's largest supplier accounted for approximately 8.09% of the Group's total purchases.

To the best knowledge of the Directors, none of the Directors, their associates or substantial shareholders who had more than 5% of the issued share capital of the Company has any equity interest in the Group's five largest customers or five largest suppliers.

The Group maintains steady relationship with each of the customers and suppliers. The business of the Group does not rely on any individual customer or supplier which may cause any material impact on the Group.

### 在聯交所首次公開招股所得款項的使用

本公司H股於二零一二年十二月五日在聯交所上市，經扣除相關費用後，所得款項淨額為2,155.55百萬港元，於回顧期間，除本公司於2014年3月31日所作的所得款項用途之更新公告及2017年5月23日所作的建議變更H股募集資金用途公告內所述外，本公司所得款項的使用符合招股書披露的使用方式。

### 儲備

本集團及本公司於截至二零一八年十二月三十一日止年度之儲備變動詳情分別載於綜合權益變動表及財務報表附註49。

### 股本

本公司股本於截至二零一八年十二月三十一日止年度之變化詳情載於財務報表附註37。

### 優先購買權

《公司章程》及中國之法律均無規定本公司必須按現有股東之持股比例向現有股東發售新股之優先權。

### 購股權計劃

本公司並無採納任何購股權計劃。

### 主要供應商及客戶

於截至二零一八年十二月三十一日止年度，本集團五大客戶應佔銷售總額佔本集團總銷售額約30.51%，而本集團最大客戶應佔銷售額則佔本集團總銷售額約12.87%。於截至二零一八年十二月三十一日止年度，本集團五大供應商應佔採購總額佔本集團總採購額約15.67%，而本集團最大供應商應佔採購額則佔本集團總採購額約8.09%。

據董事所知，概無任何董事、彼等之聯繫人或擁有超過本公司已發行股本之5%的主要股東於本集團的五大客戶及五大供應商中擁有任何股本權益。

本集團與各客戶及供應商一直保持着持續穩定發展的關係。本集團的業務並無依賴任何個別客戶及供應商，以致對本集團有重大影響。

## Report of the Board of Directors 董事會報告書

### Property, Plant and Equipment

For the year ended 31 December 2018, details of movements in property, plant and equipment and land use rights during the year are set out in notes 16 and 17 to the financial statements.

### Purchase, Sale or Redemption of the Shares of the Company

During the Review Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed shares of the Company.

### Equity-Linked Agreement

During the year ended 31 December 2018, the Company and its subsidiaries neither entered into any agreements in relation to equity-linked products nor participated in any arrangement to subscribe for equity-linked financial products.

### Directors and Supervisors

During the Review Period and as of the date of this report, the Directors and the Supervisors were as follows:

#### Directors:

During the Review Period and as of the date of this report, the Directors were:

#### From 1 January 2018 to 11 February 2018:

Jiao Chengyao (*Executive Director, Chairman*), Xiang Jiayu (*Executive Director, Vice Chairman*), Wang Xinying (*Executive Director*), Guo Haofeng (*Executive Director*), Liu Qiang (*Executive Director*), Liu Yao (*Independent Non-executive Director*), Jiang Hua (*Independent Non-executive Director*), and Li Xudong (*Independent Non-executive Director*)

#### From 12 February 2018 to the date of this report:

Jiao Chengyao (*Executive Director, Chairman*), Jia Hao (*Executive Director, Vice Chairman*), Xiang Jiayu (*Executive Director*), Fu Zugang (*Executive Director*), Wang Xinying (*Executive Director*), Wang Bin (*Executive Director*), Liu Yao (*Independent Non-executive Director*), Jiang Hua (*Independent Non-executive Director*), and Li Xudong (*Independent Non-executive Director*)

Mr. Guo Haofeng and Mr. Liu Qiang were not nominated as candidates for re-election as members of the fourth session of the Board, and they retired as executive Directors and from other relevant positions of the Company with effect from 12 February 2018.

### 物業、廠房及設備

截至二零一八年十二月三十一日止年度，物業、廠房及設備以及土地使用權於年內的變動詳情載於財務報表附註16及17。

### 購買、出售或贖回本公司股份

於回顧期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

### 股票掛鈎協議

於截至二零一八年十二月三十一日止年度，本公司及附屬公司概無簽署任何股票掛鈎產品協議，亦無參與股票掛鈎理財產品認購安排。

### 董事及監事

於回顧期間及直至本報告日期止的董事及監事如下：

#### 董事：

於回顧期間及直至本報告日期止的董事如下：

#### 2018年1月1日至2018年2月11日：

焦承堯(執行董事、董事長)、向家雨(執行董事、副董事長)、王新瑩(執行董事)、郭昊峰(執行董事)、劉強(執行董事)、劉堯(獨立非執行董事)、江華(獨立非執行董事)、李旭冬(獨立非執行董事)

#### 2018年2月12日至本報告日期：

焦承堯(執行董事、董事長)、賈浩(執行董事、副董事長)、向家雨(執行董事)、付祖岡(執行董事)、王新瑩(執行董事)、汪濱(執行董事)、劉堯(獨立非執行董事)、江華(獨立非執行董事)、李旭冬(獨立非執行董事)

郭昊峰先生及劉強先生並無獲提名為重選第四屆董事會成員的候選人，彼等退任本公司執行董事及其他相關職務，自2018年2月12日起生效。

## Report of the Board of Directors 董事會報告書

### Directors and Supervisors (Continued)

Supervisors:

During the Review Period and as of the date of this report, the Supervisors were:

#### From 1 January 2018 to 11 February 2018:

Mr. Li Chongqing, Mr. Zhang Zhiqiang, Mr. Zhou Rong, Mr. Liu Fuying, Mr. Ni Heping, Ms. Xu Mingkai, and Mr. Zhang Jun

#### From 12 February 2018 to the date of this report:

Mr. Liu Qiang, Mr. Wang Yue, Mr. Cui Leilei, Mr. Ni Wei, Mr. Zhou Rong, Mr. Zhang Yichen and Mr. Yuan Shaochong

### Directors' and Supervisors' Service Contracts

During the Review Period, none of the Directors or Supervisors entered into or proposed to enter into any service agreement with any member of the Group, other than agreements expiring or determinable by the employer within one year without payment of compensation (excluding statutory compensation).

### Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year ended 31 December 2018.

### Remuneration of Directors and Supervisors

Details of the remuneration of the Directors and the Supervisors for the year ended 31 December 2018 are set out in note 12 to the financial statements.

### Insurance for Directors

The Company has taken out valid insurance for the Directors.

### 董事及監事(續)

監事：

於回顧期間及直至本報告日期止的監事如下：

#### 2018年1月1日至2018年2月11日：

李重慶先生、張志強先生、周榮先生、劉付營先生、倪和平先生、徐明凱女士、張軍先生

#### 2018年2月12日至本報告日期：

劉強先生、王躍先生、崔蕾蕾先生、倪威先生、周榮先生、張易辰先生、苑少沖先生

### 董事及監事服務合約

於回顧期間董事或監事概無與本集團任何成員公司訂立有或擬訂服務協議(於一年內屆滿或可由僱主於一年內不支付賠償(不包括法定賠償)而終止之協議除外)。

### 管理合約

於截至二零一八年十二月三十一日止年度期間，本公司並無就有關全部或任何重大部份業務的管理及行政工作簽訂或存在任何合約。

### 董事及監事薪酬

截至二零一八年十二月三十一日止年度本公司董事及監事薪酬之詳情載列於財務報表附註12。

### 董事保險

公司為董事購買了有效的董事保險。

## Report of the Board of Directors 董事會報告書

### Directors' and Supervisors' Interests in Material Contracts

No contracts of significance (as defined in Appendix 16 to the Listing Rules of the Stock Exchange) in which a Director or a Supervisor is or was materially interested, directly or indirectly, and subsisted during the Review Period.

During the Review Period, no contracts of significance in relation to the Company's business in which the Company, its subsidiaries, its holding company or any subsidiary of its holding company was a party and in which a Director or a Supervisor is or was materially interested in any way, directly or indirectly, and subsisted at any time during the period.

No contracts or proposed contracts with the Company in relation to the Company's business and in which a Director or a Supervisor was materially interested in any way, directly or indirectly, subsisted during the Review Period.

### Directors' Interests in Competing Business

Pursuant to Rule 8.10 of the Listing Rules of the Stock Exchange, the Company hereby discloses that none of the Directors had any interest in any business (other than the business of the Group) which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### Directors' and Supervisors' Rights to Acquire Shares or Debentures

At no time during the Review Period were there rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any Directors or Supervisors or their respective spouse or minor children, or were there any such rights exercised by them; nor was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors or the Supervisors to acquire such rights in any other body corporate.

### 董事及監事於重大合約之權益

於回顧期間，概無任何董事或監事於或曾於其中直接或間接擁有重大權益且仍續存的重大合約(定義見聯交所上市規則附錄16)。

於回顧期間，概無任何本公司、其附屬公司、其控股公司或其控股公司之附屬公司參與訂立而董事或監事以任何方式於或曾於或在該期間任何時間於其中直接或間接擁有重大權益且仍續存的有關本公司業務的重大合約。

於回顧期間，概無任何與或擬與本公司訂立與本公司業務有關而董事或監事以任何方式於其中直接或間接擁有任何重大權益之重大合約。

### 董事於競爭業務之權益

根據聯交所上市規則第8.10條，本公司謹此披露，董事概無於本集團業務以外任何對本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

### 董事及監事購買股份或債券之權利

於回顧期間，任何董事及監事或彼等各自的配偶或未成年子女概無獲授或行使可透過購買本公司股份或債券獲益的權利，而本公司、其控股公司或其任何附屬公司及同系附屬公司亦無參與任何安排，致使董事及監事可於任何其他法團獲取該等權利。

## Report of the Board of Directors 董事會報告書

### Directors', Supervisors' and Chief Executives' Interests and Short Positions in Securities of the Company and its Associated Corporations

To the best knowledge of the Directors, as at 31 December 2018, the Directors, Supervisors and chief executives of the Company had interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in the Securities and Futures Ordinance (the "SFO") of Hong Kong) which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under relevant provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein (including interests and short positions which they were taken or deemed to have under relevant provisions of the SFO); or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code under the Listing Rules, which are stated as follows:

### 董事、監事及最高行政人員於本公司及其相聯法團的證券中之權益及淡倉

據董事所知，於二零一八年十二月三十一日，本公司各董事、監事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港《證券及期貨條例》)的股份、相關股份及債券中擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括彼根據《證券及期貨條例》的有關條文而被當作或視作擁有的權益及淡倉)，或根據《證券及期貨條例》第352條須載入該條例所述的登記冊的權益及淡倉(包括彼根據《證券及期貨條例》的有關條文而被當作或視作擁有的權益及淡倉)，或根據上市規則內標準守則須知會本公司及聯交所的權益及淡倉如下：

Name	Director/ Supervisor/ Chief executive	Capacity/ Nature of interest	Class of shares	Number of shares	Approximate percentage of the relevant class of shares % 佔有關 股本類別的 概約百分比%	Approximate percentage of the total number of shares % 佔股份總數的 概約百分比%	Long position/ Short position/ Lending pool 好倉／淡倉／ 可供借出的股份
姓名	董事／監事／ 最高行政人員	身份／權益性質	股份類別	股份數目			
Jiao Chengyao 焦承堯	Director 董事	Beneficial owner 實益擁有人	A Share A股	2,901,964	0.19	0.17	Long position 好倉
Xiang Jiayu 向家雨	Director 董事	Beneficial owner 實益擁有人	A Share A股	1,895,120	0.13	0.11	Long position 好倉
Fu Zugang 付祖岡	Director 董事	Beneficial owner 實益擁有人	A Share A股	2,526,720	0.17	0.15	Long position 好倉
		Interest of spouse 配偶的權益	A Share A股	200,000	0.01	0.01	Long position 好倉
Wang Xinying 王新瑩	Director 董事	Beneficial owner 實益擁有人	A Share A股	1,895,040	0.13	0.11	Long position 好倉
Liu Qiang 劉強	Supervisor 監事	Beneficial owner 實益擁有人	A Share A股	11,500	0.00	0.00	Long position 好倉
Zhou Rong 周榮	Supervisor 監事	Beneficial owner 實益擁有人	A Share A股	40,000	0.00	0.00	Long position 好倉

## Report of the Board of Directors 董事會報告書

### Directors', Supervisors' and Chief Executives' Interests and Short Positions in Securities of the Company and its Associated Corporations (Continued)

Save as disclosed above, as at 31 December 2018, none of the Directors, Supervisors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in the SFO of Hong Kong) which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were deemed to have); or were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code under the Listing Rules of the Stock Exchange.

### Structure and Number of Shareholders

Details of the shareholders recorded in the register of shareholders of the Company as at 31 December 2018 are as follows:

Holders of A Shares	A股股東	47,105
Holders of H Shares	H股股東	85
Total number of shareholders		股東總數
		47,190

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

To the best knowledge of the Directors, as at 31 December 2018, the following shareholders (other than the Directors, Supervisors or chief executives) had interests or short positions in any shares and the underlying shares of the Company which were required to be notified to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be recorded in the register of members kept by the Company:

### 董事、監事及最高行政人員於本公司及其相聯法團的證券中之權益及淡倉(續)

除上文所披露者外，於二零一八年十二月三十一日，本公司各董事、監事或本公司最高行政人員概無於本公司或任何相聯法團(定義見香港《證券及期貨條例》)的股份、相關股份或債券中，擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括彼等視為擁有的權益或淡倉)，或根據《證券及期貨條例》第352條須載入該條例所述的登記冊的權益或淡倉，或根據聯交所上市規則內標準守則須知會本公司和聯交所的權益或淡倉。

### 股東結構及股東人數

於二零一八年十二月三十一日，本公司股東名冊所記錄的股東詳情如下：

### 主要股東於本公司所持股份、相關股份之權益及淡倉

據董事所知，於二零一八年十二月三十一日，下列股東(董事、監事或最高行政人員除外)於本公司的任何股份及相關股份中，擁有根據《證券及期貨條例》第XV部第2及3分部須知會本公司的權益或淡倉，或根據《證券及期貨條例》第336條須記入本公司備存的登記冊的權益或淡倉：



## Report of the Board of Directors 董事會報告書

**Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company** (Continued)

**主要股東於本公司所持股份、相關股份之權益及淡倉(續)**

Name	Capacity/ Nature of interest	Class of shares	Number of shares	Approximate percentage of the relevant class of shares % 佔有關 股本類別的 概約百分比%	Approximate percentage of the total number of shares % 佔股份總數的 概約百分比%	Long position/ Short position/ Lending pool 好倉/淡倉/ 可供借出的股份
姓名/名稱	身份/權益性質	股份類別	股份數目			
State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government <sup>(1)</sup> 河南省人民政府國有資產監督管理委員會 <sup>(1)</sup>	Beneficial owner 實益擁有人	A Share A股	521,087,800	34.99	30.08	Long position 好倉
Henan Machinery Investment Group Co., Ltd. <sup>(1)</sup> 河南機械裝備投資集團有限責任公司 <sup>(1)</sup>	Beneficial owner 實益擁有人	A Share A股	521,087,800	34.99	30.08	Long position 好倉
Bain Capital Asia Fund, L.P. <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
Bain Capital Fund X, L.P. <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
Bain Capital Asia Integral Investors, L.P. <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
ASIMCO Technologies Group Limited <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
Axle ATL Cayman Limited <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
ASIMCO Technologies Hong Kong Limited <sup>(2)</sup>	Interest of controlled corporation 受控制的法團的權益	A Share A股	75,265,078	5.05	4.34	Long position 好倉
ASIMCO (China) Limited <sup>(2)</sup> 亞新科(中國)投資有限公司 <sup>(2)</sup>	Beneficial owner 實益擁有人	A Share A股	75,265,078	5.05	4.34	Long position 好倉
Bain Capital Asia Fund, L.P. <sup>(2)</sup>	Beneficial owner 實益擁有人	A Share A股	75,265,078	5.05	4.34	Long position 好倉
National Council for Social Security Fund 全國社會保障基金理事會	Beneficial owner 實益擁有人	H Share H股	23,709,400	9.75	1.37	Long position 好倉

## Report of the Board of Directors 董事會報告書

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (Continued)

Note:

- (1) Henan Machinery Investment Group Co., Ltd. directly held 521,087,800 A Shares of the Company. Henan Machinery Investment Group Co., Ltd. is a wholly-owned subsidiary of State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government. By virtue of the SFO, State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government is deemed to own 521,087,800 A Shares of the Company which were in the same block directly held by Henan Machinery Investment Group Co., Ltd.
- (2) ASIMCO (China) Limited directly held 75,265,078 A Shares of the Company. ASIMCO (China) Limited was a wholly-owned subsidiary of ASIMCO Technologies Hong Kong Limited, which was wholly-owned by Axle ATL Cayman Limited, which was in turn wholly-owned by ASIMCO Technologies Group Limited, which was in turn wholly-owned by Bain Capital Asia Integral Investors, L.P.. Bain Capital Asia Fund, L.P. and Bain Capital Fund X, L.P. held 54.04% and 44.32% shares in Bain Capital Asia Integral Investors, L.P.. By virtue of the SFO, ASIMCO Technologies Hong Kong Limited, Axle ATL Cayman Limited, ASIMCO Technologies Group Limited, Bain Capital Asia Integral Investors, L.P., Bain Capital Fund X, L.P. and Bain Capital Asia Fund, L.P. were deemed to own 75,265,078 A Shares of the Company which were in the same block directly held by ASIMCO (China) Limited.

### Public Float

Based on the public information available to and the knowledge of the Directors, as of the date of this annual report, the Company had maintained sufficient public float as required by the Listing Rules of the Stock Exchange.

### Retirement Benefit Scheme

The Group's full-time employees in the PRC are covered by a defined contribution pension scheme operated by the government, and are entitled to a monthly pension from the date of retirement. The PRC government is responsible to perform the pension obligation for these retired employees. The Group is required to make annual contributions to the retirement scheme at a rate of 20% of employees' basic salaries, which are charged as an expense when the employees have rendered services entitling them to the contributions and when the contributions are due. For the year ended 31 December 2018, a total contribution of RMB124.98 million made by the Group to the retirement scheme was charged to the statement of income.

### Corporate Governance Code

During the Review Period, the Company complied with the applicable Corporate Governance Code set out in Appendix 14 to the Listing Rules of the Stock Exchange.

### 主要股東於本公司所持股份、相關股份之權益及淡倉(續)

附註：

- (1) 河南機械裝備投資集團有限責任公司直接持有521,087,800股本公司A股。河南機械裝備投資集團有限責任公司為河南省人民政府國有資產監督管理委員會全資附屬公司。根據證券及期貨條例，河南省人民政府國有資產監督管理委員會被視作擁有由河南機械裝備投資集團有限責任公司直接持有同一批521,087,800股本公司A股。
- (2) 亞新科(中國)投資有限公司直接持有75,265,078股本公司A股。亞新科(中國)投資有限公司為ASIMCO Technologies Hong Kong Limited全資附屬公司。Axle ATL Cayman Limited全資擁有ASIMCO Technologies Hong Kong Limited。ASIMCO Technologies Group Limited全資擁有Axle ATL Cayman Limited。Bain Capital Asia Integral Investors, L.P.全資擁有ASIMCO Technologies Group Limited。Bain Capital Asia Fund, L.P.及Bain Capital Fund X, L.P.分別持有Bain Capital Asia Integral Investors, L.P. 54.04%及44.32%股份。根據證券及期貨條例，ASIMCO Technologies Hong Kong Limited、Axle ATL Cayman Limited、ASIMCO Technologies Group Limited、Bain Capital Asia Integral Investors, L.P.、Bain Capital Fund X, L.P.及Bain Capital Asia Fund, L.P.被視作擁有由亞新科(中國)投資有限公司直接持有同一批75,265,078股本公司A股。

### 公眾持股量

截至本年報日期，據董事可以得悉而亦知悉的公開資料作為基準，本公司始終根據聯交所上市規則規定維持充足的公眾持股量。

### 退休福利計劃

本集團在中國之全職僱員享有政府營運的定額供款退休金計劃的保障，有權自退休之日起每月享有退休金。中國政府負責向該等退休僱員履行退休金責任。集團須按僱員基本薪金的20%向退休計劃作出年度供款，有關金額於僱員提供可獲得該等供款的服務及供款到期支付時計入開支。截至二零一八年十二月三十一日止年度，本集團對退休計劃的總供款人民幣124.98百萬元自收益表中扣除。

### 企業管治守則

於回顧期間，本公司已遵守適用的聯交所上市規則附錄14所載的企業管治守則。

## Report of the Board of Directors 董事會報告書

### Permitted Indemnity Provisions

During the financial year and as of the date of this annual report, the Company had in force indemnity provisions as permitted under relevant regulations for the benefit of the Directors (including former Directors) of the Company or its associated companies. Such permitted indemnity provisions are set out in the Liability Insurance maintained by the Company for its Directors and officers, in respect of potential liability and costs associated with legal proceedings that may be brought against such Directors.

### Subsequent Events

There were no material subsequent events during the period from 31 December 2018 to the date of approval of these consolidated financial statements by the Board of Directors on 26 March 2019.

### Closure of the Register of Members

The 2018 Annual General Meeting of the Company will be held on Thursday, 20 June 2019. In order to determine the H Shareholders' entitlement to attend the Annual General Meeting, the H Share register of members of the Company will be closed from Tuesday, 21 May 2019 to Thursday, 20 June 2019 (both days inclusive), during which no transfer of shares will be registered. For the H Shareholders of the Company who wish to attend the 2018 Annual General Meeting but are not yet registered, all transfer documents accompanied by relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2019.

If the resolution in relation to declaration of dividends is approved in the 2018 Annual General Meeting, the H Share dividends will be paid to H Shareholders whose names appear on the Company's H Share register of members after the close of trading on Friday, 5 July 2019. The Company's register of members will be closed from Monday, 1 July 2019 to Friday, 5 July 2019 (both days inclusive), during which no transfer of shares will be registered. For the H Shareholders of the Company who wish to receive the final dividend but are not yet registered, all transfer documents accompanied by relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 28 June 2019.

### Audit Committee

The audit committee has reviewed the accounting principles and policies adopted by the Group and the audited annual consolidated financial statements for the year ended 31 December 2018 with the management and the external auditor.

By order of the Board

**Jiao Chengyao**

Chairman

Zhengzhou, the People's Republic of China  
26 March 2019

### 獲准許的彌償條文

於本財政年度內及截至本年報日期為止，公司按有關法規的允許，備有以本公司或其有聯繫公司董事（包括前董事）為受益人的彌償條文。獲准許彌償條文的規定載於本公司為董事及高級行政人員購買的責任保險內，有關保險就董事的責任和他們可能面對法律訴訟而產生相關費用而作出賠償。

### 結算日後事項

於二零一八年十二月三十一日至二零一九年三月二十六日董事會批准通過該等綜合財務報表日期之期間，概無發生重大其後事項。

### 暫停辦理股東過戶登記

本公司二零一八年度股東大會訂於二零一九年六月二十日（星期四）舉行。為確定有權出席年度股東大會的H股股東名單，本公司將自二零一九年五月二十一日（星期二）至二零一九年六月二十日（星期四）（包括首尾兩天）暫停辦理股東過戶登記，在此期間將暫停股份過戶。擬出席二零一八年度股東大會但尚未登記之本行H股股東請於二零一九年五月二十日（星期一）下午4時30分或之前把所有過戶文件及相關股票交回本公司香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

如股息宣派相關議案於二零一八年度股東大會上獲得批准，H股股息將支付予在二零一九年七月五日（星期五）收市後名列本公司H股股東名冊的H股股東。本公司將自二零一九年七月一日（星期一）至二零一九年七月五日（星期五）（包括首尾兩天）暫停辦理股東過戶登記，在此期間將暫停股份過戶。本公司H股股東如欲獲派發末期股息而尚未登記過戶檔，須於二零一九年六月二十八日（星期五）下午4時30分或之前把所有過戶文件及相關股票交回本公司香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

### 審計委員會

審計委員會已與管理層及外聘核數師審閱本集團採納的會計原則及政策以及截至二零一八年十二月三十一日止年度的經審核年度綜合財務報表。

承董事會命

董事長

焦承堯

中華人民共和國·鄭州  
二零一九年三月二十六日

## Report of the Board of Supervisors for 2018

### 2018年度監事會工作報告

During 2018, in accordance with the power conferred and duties imposed by relevant requirements of the Company Law of the People's Republic of China, the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited and the Rules of Procedure of the Board of Supervisors of Zhengzhou Coal Mining Machinery Group Company Limited, and in the principle of being accountable to all its shareholders, the Company's Board of Supervisors commenced its supervision according to law and diligently performed its authority and obligations, and exercised their supervisory function over the Directors and senior management of the Company, playing a positive role in the standardized operation and development of the Company. The 2018 report of the Board of Supervisors is set out below.

#### I. Basic Evaluation on Operation Behavior of the Board of Directors and the Management and the Performance Achieved in 2018

Through its supervision over the Directors and senior management of the Company, the Board of Supervisors considered that the Board was able to strictly comply with the requirements of the Company Law, the Articles of Association and other relevant laws and regulations, and operated in accordance with the laws. All major operation decisions of the Company were rational and the decision-making process was lawful and valid. The Company has established and enhanced its internal management system and internal control mechanism. The Directors and senior management of the Company conscientiously executed their respective duties in accordance with the national laws, regulations, the Articles of Association, and the resolutions of the general meetings and the Board meetings. They were devoted to their duties, giving their utmost efforts in exploration and expansion. None of the Directors and senior management of the Company were found to have violated any laws, regulations or the Articles of Association in discharging their duties for the Company and engaged in any acts which contravened the interests of the shareholders or the Company.

Facing the complex and ever-changing internal and external environment in 2018, ZMJ stayed closely in line with its annual operating goal of "structural reshaping to foster transformation, all-rounded synergy to secure growth, innovation-driven approach to fabricate fine products, and scientific management to augment efficiency", promoting smooth transition and integration of its newly acquired SEG project, reorganizing and optimizing the management structure of the Group, and continuing to intensify the reform of state-owned enterprises. As a result, the Group experienced rapid development, with a stable and positive development momentum reflected in all its business segments and substantial increases recorded in major economic indicators such as revenue and profit.

2018年，鄭州煤礦機械集團股份有限公司監事會根據《中華人民共和國公司法》、《鄭州煤礦機械集團股份有限公司章程》和《鄭州煤礦機械集團股份有限公司監事會議事規則》等規定的監事權限和職責，本著對股東負責的精神，依法開展監事工作，認真履行各項職權和義務，充分行使對公司董事及高級管理人員的監督職能，為企業的規範運作和發展起到了積極作用。現將監事會2018年度工作報告如下。

#### 一、對2018年董事會、經理層經營行為及業績的基本評價

通過對公司董事及高級管理人員的監督，監事會認為：公司董事會能夠嚴格按照《公司法》、《公司章程》及其他有關法律法規和制度的要求，依法經營。公司重大經營決策合理，其程序合法有效，公司建立健全了各項內部管理制度和內部控制機制；公司董事、高級管理人員在執行公司職務時，均能認真貫徹執行國家法律、法規、《公司章程》和股東大會、董事會決議，忠於職守、兢兢業業、開拓進取。未發現公司董事、高級管理人員在執行公司職務時違反法律、法規、《公司章程》或損害公司股東、公司利益的行為。

2018年面對複雜多變的內外部環境，鄭煤機緊緊圍繞「架構重塑促轉型、多維協同保增長、創新驅動育精品、科學管理增效益」的年度經營方針，推動收購SEG項目平穩過渡和整合，集團管理架構重組優化，繼續深化國企改革各項工作，各業務板塊呈現了穩中向好的發展態勢，收入、利潤等主要經濟指標大幅增長，實現了快速發展。

## Report of the Board of Supervisors for 2018 2018年度監事會工作報告

### II. Work Overview of the Board of Supervisors in 2018

#### (1) Completed Re-election of the Board of Supervisors According to Laws and Regulations

During the reporting period, the term expired for the third session of the Board of Supervisors. To ensure the continuity and effectiveness of supervision by the Board of Supervisors, the Board of Supervisors re-elected the Board of Supervisors according to legal procedures and pursuant to the Company Law, the Articles of Association as well as the laws and regulations regarding securities regulation.

Upon election at the Company's general meeting and at the employee representative meeting, the Company elected the fourth session of the Board of Supervisors, which comprised four shareholder representative Supervisors and three employee representative Supervisors. Among them, shareholder representative Supervisors are Liu Qiang, Wang Yue, Cui Leilei and Ni Wei; and employee representative Supervisors are Zhou Rong, Zhang Yichen and Yuan Shaochong. Liu Qiang chairs the Board of Supervisors. Employee representative Supervisors account for no less than one third of the Board of Supervisors, which complies with the requirements of relevant laws and regulations.

#### (2) Overview of the Meeting of the Board of Supervisors Held in 2018

During the reporting period, the Board of Supervisors held a total of seven meetings and considered and approved 28 resolutions in accordance with the Company Law, the Articles of Association and other relevant regulations. Details are set out as follows:

No. 序號	Date of the Meeting 會議日期	Session of the Meeting 會議屆次	Proposals Considered and Approved 審議通過的議案
1	22 January 2018 2018年1月22日	20 <sup>th</sup> Meeting of the Third Session of the Board of Supervisors 第三屆監事會第二十次會議	1. The Proposal on Nominating Candidates for Shareholder Representative Supervisors of the Fourth Session of the Board of Supervisors 1、《關於提名第四屆監事會股東代表監事候選人的議案》
2	12 February 2018 2018年2月12日	The First Meeting of the Fourth Session of the Board of Supervisors 第四屆監事會第一次會議	1. The Proposal on Electing Chairman for the Fourth Session of the Board of Supervisors of Zhengzhou Coal Mining Machinery Group Company Limited 1、《關於選舉鄭州煤礦機械集團股份有限公司第四屆監事會主席的議案》
3	29 March 2018 2018年3月29日	The Second Meeting of the Fourth Session of the Board of Supervisors 第四屆監事會第二次會議	1. The Proposal on the 2017 Work Report of the Board of Supervisors of Zhengzhou Coal Mining Machinery Group Company Limited 1、《關於〈鄭州煤礦機械集團股份有限公司2017年度監事會工作報告〉的議案》

### 二、2018年度監事會工作情況

#### (一) 依法依規完成監事會換屆工作

報告期內，公司第三屆監事會任期屆滿，為確保監事會監督工作的持續性、有效性，監事會按照《公司法》、《公司章程》、證券監管有關法律法規的規定，按照法定程序組織開展監事會換屆選舉工作。

經公司股東大會選舉和職工代表大會選舉，公司產生第四屆監事會，由4名股東代表監事及3名職工代表監事構成，其中，股東代表監事為：劉強、王躍、崔蕾蕾、倪威，職工代表監事為：周榮、張易辰、苑少沖。其中劉強為監事會主席。職工代表監事的比例不低於三分之一，監事會的構成符合有關法律法規規定。

#### (二) 2018年度監事會會議召開情況

報告期內，公司監事會按照《公司法》、《公司章程》的相關規定，共召開7次監事會會議，審議通過28項議案。詳細情況如下：

## Report of the Board of Supervisors for 2018

### 2018年度監事會工作報告

## II. Work Overview of the Board of Supervisors in 2018 (Continued)

### (2) Overview of the Meeting of the Board of Supervisors Held in 2018 (Continued)

## 二、2018年度監事會工作情況(續)

### (二) 2018年度監事會會議召開情況(續)

No. 序號	Date of the Meeting 會議日期	Session of the Meeting 會議屆次	Proposals Considered and Approved 審議通過的議案
			2. The Proposal on 2017 Audited Domestic and Overseas Financial Report of Zhengzhou Coal Mining Machinery Group Company Limited
			2、《關於〈鄭州煤礦機械集團股份有限公司2017年度經審計的境內外財務報告〉的議案》
			3. The Proposal on 2017 Annual Report on A Shares and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited
			3、《關於〈鄭州煤礦機械集團股份有限公司A股2017年年度報告及其摘要〉的議案》
			4. The Proposal on 2017 Annual Results Announcement of H Shares of Zhengzhou Coal Mining Machinery Group Company Limited and Authorising the Chairman of the Company to Sign and Announce 2017 Annual Report of the Company's H Shares
			4、《關於〈鄭州煤礦機械集團股份有限公司H股2017年年度業績公告及授權公司董事長簽署並公告公司H股2017年年度報告〉的議案》
			5. The Proposal on the 2017 Specific Audit Report on the Deposit and Use of Proceeds of Zhengzhou Coal Mining Machinery Group Company Limited
			5、《關於〈鄭州煤礦機械集團股份有限公司2017年度募集資金存放與使用的專項審核報告〉的議案》
			6. The Proposal on the 2017 Social Responsibility Report (A Share) and Environmental, Social and Governance Report (H Share)
			6、《關於〈2017年度社會責任報告(A股)〉及〈環境、社會及管治報告(H股)〉的議案》
			7. The Proposal on the 2017 Report on Internal Control Assessment of Zhengzhou Coal Mining Machinery Group Company Limited
			7、《關於〈鄭州煤礦機械集團股份有限公司2017年度內部控制評價報告〉的議案》
			8. The Proposal on the 2017 Audit Report on Internal Control of Zhengzhou Coal Mining Machinery Group Company Limited
			8、《關於〈鄭州煤礦機械集團股份有限公司2017年度內部控制審計報告〉的議案》
			9. The Proposal on the 2017 Profit Distribution Plan of Zhengzhou Coal Mining Machinery Group Company Limited
			9、《關於2017年度利潤分配的議案》

## Report of the Board of Supervisors for 2018 2018年度監事會工作報告

### II. Work Overview of the Board of Supervisors in 2018 (Continued)

### 二、2018年度監事會工作情況(續)

#### (2) Overview of the Meeting of the Board of Supervisors Held in 2018 (Continued)

#### (二) 2018年度監事會會議召開情況(續)

No. 序號	Date of the Meeting 會議日期	Session of the Meeting 會議屆次	Proposals Considered and Approved 審議通過的議案
			10. The Proposal on the Daily Connected Transactions of the Company in 2017 and the Expected Daily Connected Transactions of the Company in 2018 10、《關於公司2017年度日常關聯交易情況及2018年度預計日常關聯交易情況的議案》
			11. The Proposal on the Change of Accounting Policies of the Company 11、《關於公司會計政策變更的議案》
4	27 April 2018 2018年4月27日	The Third Meeting of the Fourth Session of the Board of Supervisors 第四屆監事會第三次會議	1. The Proposal on the 2018 First Quarterly Report and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited 1、《關於<鄭州煤礦機械集團股份有限公司2018年第一季度報告及其摘要>的議案》
			2. The Proposal on the Change of Accounting Policies of the Company 2、《關於公司會計政策變更的議案》
5	23 July 2018 2018年7月23日	The Fourth Meeting of the Fourth Session of the Board of Supervisors 第四屆監事會第四次會議	1. The Proposal on the Company Satisfying the Conditions Precedent to the Non-public Issue of A Shares 1、《關於公司符合非公開發行A股股票條件的議案》
			2. The Proposal on the Plan of Non-public Issue of A Shares by the Company 2、《關於公司非公開發行A股股票方案的議案》
			3. The Proposal on the Planned Non-public Issue of A Shares by the Company in 2018 3、《關於公司2018年度非公開發行A股股票預案的議案》
			4. The Proposal on the Feasibility Analysis Report on the Use of Proceeds from the Non-public Issue of A Shares by the Company in 2018 4、《關於公司2018年度非公開發行A股股票募集資金使用的可行性分析報告的議案》
			5. The Proposal on the Report on the Use of Proceeds from the Previous Fund Raising by the Company 5、《關於公司前次募集資金使用情況報告的議案》
			6. The Proposal on the Effect of the Dilution of Current Returns as a Result of the Non-public Issue of A Shares on the Key Financial Indicators of the Company and Measures Adopted by the Company 6、《關於非公開發行A股股票攤薄即期回報對公司主要財務指標的影響及公司採取措施的議案》

## Report of the Board of Supervisors for 2018

### 2018年度監事會工作報告

## II. Work Overview of the Board of Supervisors in 2018 (Continued)

### (2) Overview of the Meeting of the Board of Supervisors Held in 2018 (Continued)

## 二、2018年度監事會工作情況(續)

### (二) 2018年度監事會會議召開情況(續)

No. 序號	Date of the Meeting 會議日期	Session of the Meeting 會議屆次	Proposals Considered and Approved 審議通過的議案
			7. The Proposal on the Relevant Committing Entities Making Their Commitment on Adopting Remedial Measures for the Dilution of Current Returns Following the Non-public Issue of A Shares 7、《關於相關承諾主體作出〈關於非公開發行A股股票攤薄即期回報採取填補措施的承諾〉的議案》  8. The Proposal on the Planned Distributions to Shareholders for the Next Three Years (2019–2021) 8、《關於未來三年(2019年–2021年)股東分紅回報規劃的議案》  9. The Proposal on Amending the System of Managing Proceeds from Fundraising 9、《關於修訂〈募集資金管理制度〉的議案》
6	29 August 2018 2018年8月29日	Fifth Meeting of the Fourth session of the Board of Supervisors 第四屆監事會第五次會議	1. The Proposal on 2018 Interim Report on A Shares and Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited 1、《關於〈鄭州煤礦機械集團股份有限公司A股2018年半年度報告及其摘要〉的議案》  2. The Proposal on 2018 Interim Results Announcement of H Shares of Zhengzhou Coal Mining Machinery Group Company Limited and Authorising the Chairman of the Company to Sign and Announce 2018 Interim Report of the Company's H Shares 2、《關於〈鄭州煤礦機械集團股份有限公司H股2018年中期業績公告〉及授權公司董事長簽署並公告〈公司H股2018年中期報告〉的議案》  3. The Proposal on the 2018 Special Interim Report on the Deposit and Actual Use of Proceeds of Zhengzhou Coal Mining Machinery Group Company Limited 3、《關於〈鄭州煤礦機械集團股份有限公司2018年半年度募集資金存放與實際使用情況的專項報告〉的議案》
7	26 October 2018 2018年10月26日	Sixth Meeting of the Fourth Session of the Board of Supervisors 第四屆監事會第六次會議	1. The Proposal on the 2018 Third Quarterly Report and the Summary thereof of Zhengzhou Coal Mining Machinery Group Company Limited 1、《關於〈鄭州煤礦機械集團股份有限公司2018年第三季度報告及其摘要〉的議案》

For the past year, the Board of Supervisors strengthened its supervision over the Board of Directors and the management and supervised and inspected the production operation of the Company according to law, pursued standardization and enhancement of the system of the Company and worked diligently for its development.

一年來，公司監事會依法加強對董事會、經理層的監督，依法監督檢查公司生產經營情況，力促公司制度的規範和完善，為公司的發展盡職盡責。



## Report of the Board of Supervisors for 2018 2018年度監事會工作報告

### III. Independent Opinion of the Board of Supervisors on the Company's Operations in 2018

#### 1. Lawful operation of the Company

The Board of the Company has complied with relevant requirements stipulated in the Company Law, the Articles of Association, and the Rules of Procedure of the Board of Directors and carried on regulated operations, and the decision-making procedures were lawful and valid. The Company has established and improved its internal control system; and the Directors and senior management of the Company discharged their duties conscientiously, with no acts of violation of any laws, regulations and the Articles of Association or prejudice to the Company's interests found.

#### 2. Inspection of financial status of the Company

Having reviewed the financial status of the Company, the Board of Supervisors considered that the financial report of the Company reflected the actual state of the Company's financial position and operation results, and that the audit report was truthful and reasonable and enabled shareholders to correctly understand the financial and operational status of the Company. The 2018 Annual Report prepared by the Board of the Company reflected the Company's position in a truthful, lawful and complete manner, without any false record, misleading statement or any material omissions.

#### 3. Inspection of the utilization of proceeds

The Board of Supervisors has inspected the utilization of proceeds, and the Company has established a system for managing its proceeds. The proceeds were used in a regulated manner and invested in the projects as undertaken. Relevant decision-making procedures were followed in changing the use of proceeds from H Share offering and in their utilization according to law, with no breach of regulations found in respect of the proceeds.

#### 4. Acquisition and disposal of assets by the Company

During 2018, the acquisition and disposal of assets by the Company took place in strict compliance with the Articles of Association and the relevant requirements of Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited. Relevant decision-making procedures were carried out according to law, with fair transactions, well-regulated operations and no insider trading discovered. Nor were there any prejudice to shareholders' interests or dissipation of the Company's assets.

### 三、監事會對2018年度公司運作的獨立意見

#### 1、公司依法運作情況

公司董事會遵循了《公司法》、《公司章程》及《董事會議事規則》的有關要求，規範運作，決策程序合法有效；公司建立和完善了內部控制制度，公司董事、經理執行職務時能夠勤勉盡責，未發現違反法律、法規、《公司章程》或損害公司利益的行為的情形。

#### 2、檢查公司財務的情況

監事會對公司的財務狀況進行了檢查，認為公司的財務報告真實反映公司的財務狀況和經營成果，審計報告真實合理，有利於股東對公司財務狀況及經營情況的正確理解。公司董事會編製的2018年年度報告真實、合法、完整地反映了公司的情況，不存在虛假記載、誤導性陳述或重大遺漏。

#### 3、檢查募集資金使用情況

監事會對募集資金使用情況進行了檢查，公司建立了募集資金管理制度，資金使用程序規範，實際投入項目與承諾投入項目一致，H股募集資金用途的變更與使用已依法履行相關決策程序，沒有發現募集資金違規行為。

#### 4、公司收購、出售資產情況

2018年度公司收購、出售資產行為，嚴格按照《公司章程》及上海證券交易所、香港聯合交易所有限公司的有關規定，依法履行相關決策程序，交易公允，運作規範，沒有發現內幕交易，沒有發現損害股東權益或造成公司資產流失的情況。

## Report of the Board of Supervisors for 2018 2018年度監事會工作報告

### III. Independent Opinion of the Board of Supervisors on the Company's Operations in 2018 (Continued)

#### 5. Connected transactions

The connected transactions of the Company in 2018 took place in strict compliance with the Articles of Association and the connected transaction agreements and the transactions were fair and reasonable; major connected transactions were conducted on an arm's length basis and the statutory approval process was fulfilled, with no act that is prejudicial to the interests of the Company and its shareholders.

#### 6. Internal control self-assessment report

The Board of Supervisors has reviewed the 2018 self-assessment report on the Company's internal control prepared by the Board as well as the establishment and implementation of the Company's internal control system, and considered that the Company had established a relatively sound internal control system which could be effectively implemented. The self-assessment report on the Company's internal control reflected the establishment and implementation of such system in the Company in a truthful and objective manner.

#### 7. The Board of Supervisors' review opinions on the 2018 Annual Report of the Company

The preparation of and procedures for reviewing the 2018 Annual Report of the Company were in compliance with the relevant requirements of the laws, regulations and the Articles of Association. The content and the format thereof were in line with all the requirements of China Securities Regulatory Commission and Shanghai Stock Exchange, with the information contained therein giving a true view of the business management and financial position of the Company in that year. No staff involved in the preparation and review of the annual report was found to have violated the confidentiality requirement.

The Board of Supervisors has reviewed the 2018 Annual Report of the Company and its summary and considered that the preparation and review procedures of the 2018 Annual Report of the Company were in compliance with relevant laws, regulations and the Articles of Association, as well as requirements under the internal control system of the Company; that the content and format thereof were in line with all the relevant requirements of China Securities Regulatory Commission and relevant requirements of Shanghai Stock Exchange including the Notice Concerning the Proper Disclosure Made in the 2018 Annual Report of Listed Companies; and that the information contained therein gives a true, accurate and complete view of the actual situation of the Company in various aspects and does not give rise to any detriment to the interests of the shareholders. No staff involved in the preparation, review or information disclosure of the 2018 Annual Report of the Company was found to have violated the confidentiality requirement in the course of his/her work.

### 三、監事會對2018年度公司運作的獨立意見(續)

#### 5、關聯交易情況

公司2018年度發生的關聯交易嚴格遵守《公司章程》的規定，嚴格按照相關關聯交易規定進行，交易公平合理；重大關聯交易公允，履行了法定的批准程序，不存在損害公司和股東利益的行為。

#### 6、內部控制自我評價報告

監事會對董事會關於公司2018年度內部控制的自我評價報告、公司內部控制制度的建設和運行情況進行了審核，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。公司內部控制的自我評價報告真實、客觀地反映了公司內部控制制度的建設及運行情況。

#### 7、監事會對公司2018年年度報告的審核意見

公司2018年年度報告的編製和審議程序符合法律、法規和《公司章程》的有關規定。其內容與格式符合中國證監會和上海證券交易所的各項規定，所包含的信息能真實地反映出公司當年的經營管理和財務狀況，未發現參與年度報告編製和審議的人員有違反保密規定的行為。

監事會對公司2018年年度報告及其摘要進行了審議，認為公司2018年年度報告的編製和審議程序符合相關法律、法規和《公司章程》、公司內部控制制度的各項規定；公司2018年年度報告的內容、格式符合中國證監會有關規定和上海證券交易所《關於做好上市公司2018年年度報告披露工作的通知》等相關規定，該報告所包含的信息從各個方面真實、準確、完整地反映了公司的實際情況，沒有出現損害公司股東利益的情形；監事會未發現參與公司2018年年度報告編製、審議、信息披露的有關人員在工作過程中出現違反信息保密規定的行為。

## Report of the Board of Supervisors for 2018 2018年度監事會工作報告

### IV. Working Plan of the Board of Supervisors in 2019

In 2019, the Board of Supervisors of the Company will continue to strictly comply with the requirements of the Company Law, the Articles of Association and the relevant laws, regulations and policies of the country, perform its duties faithfully, and further facilitate regulated operations of the Company.

#### (1) Comply with the laws and regulations and discharge duties conscientiously

In 2019, the Board of Supervisors will strictly implement the relevant requirements of the Company Law and the Articles of Association, and supervise the Board and the management according to law so that decision-making and operation activities will take place in a more regulated and lawful manner.

Firstly, the Board of Supervisors will urge the Company to further improve its corporate governance structure and enhance governance standards according to the requirements of modern corporate system.

Secondly, in accordance with the Rules of Procedure of the Board of Supervisors, it will continue to strengthen the performance of its supervisory function, attend the Board meetings according to law, and timely grasp the Company's major decisions and the legality of the decision-making procedures, thereby protecting the interests of the shareholders in a better way.

Thirdly, the Board of Supervisors will convene working meetings on a regular basis to implement its rules of procedure.

#### (2) Strengthen supervision and inspection to avoid operational risks

The Board of Supervisors will constantly strengthen its supervision over the Directors and senior management on their performance of duties, execution of resolutions and compliance with laws and regulations.

Firstly, the Board of Supervisors will maintain financial supervision as a focus, and monitor the financial position of the Company according to law.

Secondly, The Board of Supervisors will further strengthen its internal control system to prevent corporate risks and the loss of the Company's assets. It will regularly keep informed of and understand the operation status of the Company from the holding companies, especially major operation activities and investment projects, and provide prompt suggestions to stop and remedy the situation when problems are found.

### 四、2019年監事會工作計劃

2019年，公司監事會將繼續嚴格按照《公司法》、《公司章程》和國家有關法規政策的規定，忠實履行自己的職責，進一步促進公司的規範運作。

#### (一) 按照法律法規，認真履行職責

2019年度，監事會將嚴格執行《公司法》、《公司章程》等有關規定，依法對董事會、經理層進行監督，以便使其決策和經營活動更加規範、合法。

一是按照現代企業制度的要求，督促公司進一步完善法人治理結構，提高治理水準。

二是按照《監事會議事規則》的規定，繼續加強落實監督職能，依法列席公司董事會，及時掌握公司重大決策事項和各項決策程序的合法性，從而更好地維護股東的權益。

三是為落實《監事會議事規則》，定期組織召開監事會工作會議。

#### (二) 加強監督檢查，防範經營風險

監事會不斷加大對董事和高級管理人員在履行職責、執行決議和遵守法規方面的監督。

第一，堅持以財務監督為核心，依法對公司的財務情況進行監督檢查。

第二，防範企業風險和防止公司資產流失，進一步加強內部控制制度，定期向控股公司瞭解並掌握公司的經營狀況，特別是重大經營活動和投資項目，一旦發現問題，及時建議予以制止和糾正。

## Report of the Board of Supervisors for 2018

### 2018年度監事會工作報告

#### IV. Working Plan of the Board of Supervisors in 2019

(Continued)

##### (2) Strengthen supervision and inspection to avoid operational risks (Continued)

Thirdly, the Board of Supervisors will maintain communications and liaison with the internal audit department and external accounting firms, making full use of internal and external audit information to keep abreast of relevant situations.

Fourthly, the Board of Supervisors will pay particular attention to high risk areas of the Company and carry out inspections on critical aspects such as major investments, proceeds management and connected transactions.

##### (3) Bolster professional capabilities through self-improvement

To better play its role, the Board of Supervisors should boost its professional qualifications first in order to work efficiently. In this regard, members of the Board of Supervisors will receive more training, attend relevant programs in a planned manner and persist in self-improvement during the new year in a bid to broaden their professional knowledge and improve their professional capabilities, so as to further protect the interests of the Company and its shareholders. Members of the Board of Supervisors should also strictly comply with laws, regulations and the Articles of Association, discharge their duties conscientiously, and better perform the supervisory function of the Board of Supervisors.

The Board of Supervisors of  
Zhengzhou Coal Mining Machinery Group Company Limited

26 March 2019

#### 四、2019年監事會工作計劃(續)

##### (二) 加強監督檢查，防範經營風險(續)

第三，保持與內部審計和外部會計師事務所溝通及聯繫，充分利用內外部審計信息，及時瞭解和掌握有關情況。

第四，重點關注公司高風險領域，對公司重大投資、募集資金管理、關聯交易等重要方面實施檢查。

##### (三) 加強自身學習，提高業務水平

要發揮好監事會作用，首先要提高自身專業素質，才能有效地做好工作。對此，為了進一步維護公司和股東的利益，監事會成員將在新的一年裏加強學習，有計劃的參加有關培訓和堅持自學，不斷拓寬專業知識和提高業務水平，嚴格依照法律法規和《公司章程》，認真履行職責，更好地發揮監事會的監督職能。

鄭州煤礦機械集團股份有限公司  
監事會

2019年3月26日

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### About this Report

This report is prepared with reference to provisions set out in “Guidelines on Environmental Information Disclosure by Listed Companies” issued by Shanghai Stock Exchange in May 2008 and “Environmental, Social and Governance Reporting Guide” issued by The Stock Exchange of Hong Kong Limited in December 2015. Zhengzhou Coal Mining Machinery Group Company Limited presents its social responsibility report for the year 2018, namely, from 1 January 2018 to 31 December 2018.

This report focuses on the activities carried out by Zhengzhou Coal Mining Machinery Group Company Limited After considering a range of parameters such as sales values, business types, profits and asset values, the following entities are included in the reporting scope:

- Coal mining machinery products: Zhengzhou Coal Mining Machinery Hydraulic Electrical Control Co., Ltd., Zhengzhou Coal Mining machinery Comprehensive Equipment Co., Ltd., Zhengzhou Coal Mining Machinery Group Material Trading Co., Ltd.
- Auto parts products: ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd., ASIMCO Camshaft (Yizheng) Co., Ltd., ASIMCO International Casting Co., Ltd. (Shanxi), Hubei Super Electric Auto Motor Co., Ltd. and ASIMCO NVH Technologies Co., Ltd. (Anhui).

This report does not cover the world-leading vehicle motor enterprise Robert Bosch Starter Motors Generators Holding GmbH (currently known as “SEG Automotive Germany GmbH” and hereinafter referred to as “SEG”), a former subsidiary of the Germany-based Bosch Group and acquired by the Company in 2018. For the ease of presentation and reading, Zhengzhou Coal Mining Machinery Group Company Limited is referred to as the “Company”, “ZMJ” or “We” and the 5 auto parts manufacturing subsidiaries are referred to as “ASIMCO” in this report.

### 關於本報告

報告內容的編寫參考了上海證券交易所於2008年5月發布的《上市公司環境信息披露指引》及香港聯合交易所有限公司2015年12月頒布的《環境、社會及管治報告指引》所載的規定，鄭州煤礦機械集團股份有限公司謹此呈報2018年1月1日至2018年12月31日(2018年)的社會責任報告。

本報告以鄭州煤礦機械集團股份有限公司的活動為主綫，經綜合考慮銷售額、業務類型、利潤額、資產額等一系列指標，將以下實體列入報告範圍內：

- 煤機機械產品：鄭州煤機液壓電控有限公司、鄭州煤機綜機設備有限公司、鄭州煤礦機械集團物資供銷有限公司。
- 汽車零部件產品：儀征亞新科雙環活塞環有限公司、亞新科凸輪軸(儀征)有限公司、亞新科國際鑄造(山西)有限公司、湖北神電汽車電機有限公司、亞新科噪聲與振動技術(安徽)有限公司。

鄭煤機於2018年完成收購的全球領先的汽車電機企業—原德國博世集團旗下博世電機公司(現更名為「SEG Automotive Germany GmbH」，以下簡稱「SEG」)未被納入本報告範圍。為了方便表述和閱讀，本報告中鄭州煤礦機械集團股份有限公司簡稱「公司」、「鄭煤機」、「我們」，生產汽車零部件產品的5家附屬公司並稱為「亞新科」。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### 2018 Review (Including SEG)

- We successfully acquired SEG

We completed the acquisition of equity interest in the SEG project, made a successful transition and delivered sound operation. With German technology + China's speed + global marketing, we will be able to expand our Chinese market at a rapid pace, with a view to achieving large-scale localised application and marketing as soon as possible for products and services including starter motors generators and 48V BRM; on top of the technological accumulation over the years and the strong R&D system of SEG, we will study and explore technologies related to electrical application and achieve transformation and upgrade.

- We recorded revenue of RMB26,012 million and a net profit of RMB939 million, with a corporate income tax rate of 27%

Our revenue amounted to RMB26,012 million in 2018, representing an increase of 245% as compared to that of 2017. Our net profit amounted to RMB939 million in 2018, representing an increase of 176% from 2017. We paid an aggregate of RMB350 million globally, with an effective corporate income tax rate of 27%.

- 17,914 employees, remuneration of RMB3,279 million was paid

In 2018, we had 17,914 employees and paid a total of RMB3,279 million for their remuneration.



#### 2018年回顧(包含SEG)

- 成功收購SEG

我們完成SEG項目股權交割並順利過渡實現了良性的運營。通過德國技術+中國速度+全球推廣方式，快速做大中國市場，起停電機和48伏BRM等產品和技術正在實現大規模本土化應用和推廣；並以SEG歷史悠久的技術積澱和強大的研發體系，調研探索電氣化相關技術，實現轉型升級。

- 26,012百萬元人民幣收入，939百萬元人民幣淨利潤，27%的公司所得稅率

我們2018年的收入為26,012百萬元人民幣，較2017年上漲245%。我們2018年的淨利潤為939百萬元人民幣，較2017年上漲176%。我們2018年在全球共繳納公司所得稅350百萬元人民幣，實際公司所得稅率為27%。

- 17,914名員工，支付薪酬3,279百萬元人民幣

2018年我們有17,914名員工，共支付員工薪酬達3,279百萬元人民幣。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Highlights of Sustainable Development in 2018 (excluding SEG)

- 92% employees trained and zero work-related death

We have established a training structure open to all employees, in which 92% of employees were trained and the average training hours amounted to 29 hours per employee.

We had no accidents of work-related death in 2018.

- Water recycling rate of 84% and a 29% decrease in greenhouse gas density

We mainly consumed recycled water and achieved a water recycling rate of approximately 84% in 2018.

We have improved energy efficiency, and recorded an approximately 29% decline in greenhouse gas density in 2018 as compared to 2017.

- Independent R&D and manufacturing of 8.8-meter hydraulic roof support

In 2018, the world's first hydraulic roof support product used for the 8.8-meter ultra-mining height intelligent workface of comprehensive coal mining with complete independent intellectual property rights was developed and manufactured by ZMJ independently.



### 2018年可持續發展亮點(未包含SEG)

- 92%受訓比率，0起因工死亡事故

我們形成了全員參與的教育培訓格局，員工受訓比率達92%，人均培訓時數達29小時。

我們2018年未發生任何因工死亡事故。

- 84%的水循環利用率，溫室氣體密度下降29%

我們消耗的水資源主要是循環水，2018年水資源循環利用率達約84%。

我們提高能源使用效率，2018年溫室氣體密度相比2017年下降約29%。

- 自主研發製造8.8米液壓支架

2018年，世界首個具有完全自主知識產權的8.8米超大采高智能綜採工作面所使用的液壓支架產品由鄭煤機自主研發製造。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Management Methods

##### Social Responsibility Governance

The Board of Directors of the Company is responsible for our social responsibility report, including the assessment and identification of social responsibility risks and ensuring that an appropriate and effective risk management and internal control system is in place for social responsibility. We have appointed our departments of business functions to review the Company's operations and hold internal discussions to identify relevant social responsibility issues and assess the importance of such issues to our business and stakeholders. The management has confirmed the effectiveness of risk management and internal control system for social responsibility to the Board. According to the general disclosure requirements of environmental, social and governance guidelines, the identified major environmental, social and governance issues have been included in this social responsibility report, to provide balanced disclosure of the social responsibility performance of ZMJ during its operations.

##### Stakeholders' Engagement

While adhering to the belief of creating a world-class brand and tirelessly pursuing its own development, ZMJ has due regard to the needs of stakeholders, including investors, the government/regulatory authorities, employees, customers, suppliers, the non-government organisations and the community. By establishing avenues conducive to the engagement of stakeholders, the Company brings in the views of each party to the whole decision-making and operating process of the Company.

#### 管理方法

##### 社會責任管治

公司董事會負責我們的社會責任報告，包括評估及確定社會責任相關風險，並確保已設有適當及有效的社會責任風險管理及內部監控系統。我們已委任我們的業務職能部門通過檢討公司的營運以及舉行內部討論，以識別相關社會責任事宜及評估有關事宜對我們的業務及利益相關方的重要性。管理層已對社會責任風險管理及內部監控系統的有效性向董事會做出確認。根據環境、社會及管治指引的一般披露規定，有關已識別的重大環境、社會及管治事宜已載入本社會責任報告，旨在以平衡的原則披露鄭煤機營運中的社會責任的表現。

##### 權益者參與

鄭煤機在秉承締造世界名牌的信念、不懈追求自身發展的同時，充分考慮各權益者包括投資者、政府／監管機構、員工、客戶、供應商、非政府組織、社區等的訴求，通過建立便於權益者參與的通道，將各方意見引入公司決策經營的全過程。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Management Methods (Continued)

##### Stakeholders' Engagement (Continued)

This report provides the stakeholders of ZMJ with the latest information about the Company's activities and performance in environmental, social and governance areas, conveying the Company's wish to create the best value for its stakeholders.

#### 管理方法(續)

##### 權益者參與(續)

本報告向鄭煤機權益者提供了其在環境、社會及管治方面的活動和表現的最新信息，傳達其為權益者創造最優價值的意願。

Stakeholders 權益者	Expectations and Needs 期望與訴求	Means of Engagement 參與方式
<b>Investors</b> 投資者	<ul style="list-style-type: none"> <li>Protection of Shareholders' rights and interests</li> <li>保障股東權利及權益</li> <li>Timely and accurate disclosure of relevant information</li> <li>及時準確披露相關信息</li> <li>Improvement of the corporate governance</li> <li>完善公司治理</li> <li>Operation in compliance with law</li> <li>守法合規經營</li> </ul>	<ul style="list-style-type: none"> <li>General meetings</li> <li>股東大會</li> <li>News releases and announcements</li> <li>新聞稿及公告</li> <li>External reports</li> <li>對外報告</li> <li>Release of news on website of the Company</li> <li>在公司網站發布消息</li> <li>Investment briefings</li> <li>投資者說明會</li> </ul>
<b>Government/regulatory authorities</b> 政府／監管機構	<ul style="list-style-type: none"> <li>Compliance with law</li> <li>合法合規</li> <li>Safe and healthy workplace</li> <li>工作場合的安全健康</li> <li>Bringing Benefits to the related communities</li> <li>為利益相關社區帶來福祉</li> </ul>	<ul style="list-style-type: none"> <li>Compliance reports</li> <li>合規報告</li> <li>Supervision and Inspection</li> <li>監督檢查</li> <li>Application for license</li> <li>許可文件申請</li> <li>Compliance conferences</li> <li>合規事務會議</li> </ul>
<b>Employees</b> 員工	<ul style="list-style-type: none"> <li>Competitive remuneration and benefits</li> <li>有競爭力的薪酬和福利</li> <li>Safe and healthy workplace</li> <li>工作場合的安全健康</li> <li>Training and capacity building</li> <li>培訓和能力建設</li> </ul>	<ul style="list-style-type: none"> <li>Trade unions/employee representative congress</li> <li>工會／職工代表大會</li> <li>Collective negotiation agreements</li> <li>集體談判協議</li> <li>Safety and compliance conferences</li> <li>安全與合規會議</li> <li>Training and career development</li> <li>培訓和職業發展</li> <li>Communication channels for corporate employees</li> <li>企業員工溝通渠道</li> </ul>
<b>Customers</b> 客戶	<ul style="list-style-type: none"> <li>Customer service</li> <li>客戶服務</li> <li>Quality assurance</li> <li>質量保障</li> <li>Product liability</li> <li>產品責任</li> </ul>	<ul style="list-style-type: none"> <li>Seminars for key customers</li> <li>重點客戶座談會</li> <li>Systematic communications</li> <li>系統性的溝通</li> <li>Visit to plants in operation</li> <li>運營廠區參觀</li> <li>Participation in industrial organisations</li> <li>參加行業組織</li> <li>Sustainability report</li> <li>可持續發展報告</li> </ul>

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Management Methods (Continued)

##### Stakeholders' Engagement (Continued)

#### 管理方法(續)

##### 權益者參與(續)

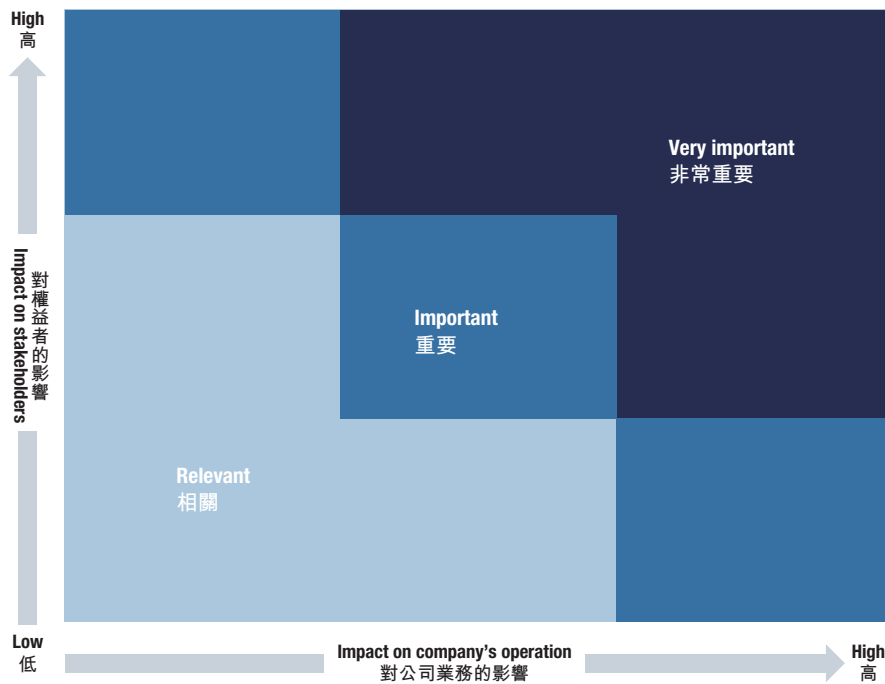
Stakeholders 權益者	Expectations and Needs 期望與訴求	Means of Engagement 參與方式
<b>Suppliers</b> 供應商	<ul style="list-style-type: none"> <li>• Admittance management of suppliers</li> <li>• 供應商准入管理</li> <li>• Evaluation of suppliers</li> <li>• 供應商評估</li> <li>• Protection of suppliers' rights</li> <li>• 供應商權益保障</li> <li>• Cooperation with suppliers</li> <li>• 供應商合作</li> </ul>	<ul style="list-style-type: none"> <li>• Tendering, seminars</li> <li>• 招標、研討會</li> <li>• Admittance and evaluation of suppliers</li> <li>• 供應商准入與評估</li> <li>• On-site inspections</li> <li>• 實地考察</li> <li>• Meetings with senior management</li> <li>• 高層會晤</li> </ul>
<b>Non-government organisations</b> 非政府組織	<ul style="list-style-type: none"> <li>• Investments in local development</li> <li>• 當地發展投資</li> <li>• Participation in local community projects</li> <li>• 參與當地社區項目</li> <li>• Bearing environmental responsibility</li> <li>• 承擔環境責任</li> <li>• Human rights</li> <li>• 人權情況</li> <li>• Sharing benefits fairly</li> <li>• 公平地分享利益</li> </ul>	<ul style="list-style-type: none"> <li>• Annual social responsibility report</li> <li>• 年度社會責任報告</li> <li>• Direct communications</li> <li>• 直接溝通</li> <li>• Factory visit</li> <li>• 廠區參觀</li> </ul>
<b>Communities</b> 社區	<ul style="list-style-type: none"> <li>• Local development</li> <li>• 當地發展</li> <li>• Bearing environmental responsibility</li> <li>• 承擔環境責任</li> <li>• Promoting employment</li> <li>• 推動就業</li> <li>• Providing opportunities for local goods and services providers</li> <li>• 給當地商品和服務提供商帶來機遇</li> </ul>	<ul style="list-style-type: none"> <li>• Convening community meetings</li> <li>• 召開社區會議</li> <li>• Focusing on group meetings</li> <li>• 重點關注群體會議</li> <li>• Procurement demand notices</li> <li>• 採購需求啟事</li> <li>• Recruitment notices</li> <li>• 招聘啟事</li> </ul>

## Environmental, Social and Governance Report 環境、社會及管治報告

### Critical Social Responsibility Issues

From our investigation and communication with the internal and external stakeholders of ZMJ, we have collected many suggestions. From the dimensions of both the impact on the Company's operation and the impact on our stakeholders, we have scored and ranked the social responsibility issues of ZMJ to reflect our material impacts on the environment and society and better respond to the expectations and needs of stakeholders.

Our matrix of critical issues is as follows:



### 重要社會責任議題

我們對鄭煤機內部和外部的權益者進行了溝通與調查，收到多項建議，從對公司業務影響及對權益者的影響兩個維度出發，對鄭煤機的社會責任議題進行了評分與排序，以反映我們對環境、社會的重大影響，並更好地回應權益者的期望與訴求。

我們的重大議題矩陣如下：

<b>Very important</b> Product responsibility Safety and health Anti-corruption Labour standards Supplier management Customer service	<b>非常重要</b> 產品責任 安全與健康 反腐倡廉 勞工準則 供應商管理 客戶服務
<b>Important</b> Energy Greenhouse gas emission Career development Community responsibility Caring for staff	<b>重要</b> 能源 溫室氣體排放 職業發展 社區責任 員工關懷
<b>Relevant</b> Exhaust gas/solid waste management Water resources management	<b>相關</b> 廢氣/固廢管理 水資源管理

### Market Responsibility

After years of dedication, ZMJ has grown into the world's largest supplier of technology and equipment for comprehensive coal mining and a world leading manufacturer of auto parts, while engaging itself in coal mining machinery, auto parts, industrial services and financial investment. We have built a China-based high-end equipment manufacturing group with a global perspective, enjoying such reputation as the "First Brand in China's Coal Mining Machinery Industry".

During 2018, we did not identify any recall of sold or shipped products for safety and health reasons.

### 市場責任

經過多年的不懈努力，鄭煤機已經成長為全球規模最大的煤炭綜採技術和裝備供應商、國際領先的汽車零部件製造企業，同時涉足煤機裝備製造、汽車零部件、工業服務、金融投資等多個領域，打造了立足中國、面向全球的高端裝備製造集團，享有「中國煤機行業第一品牌」等多個美譽。

2018年，我們未發現已售或已運送產品中因安全與健康理由而須回收的情況。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### Product Responsibility of Coal Mining Machinery

Our coal mining machinery business has been adhering to “high standards, delicacy and zero defect” quality ideal, and devoted to establishing ZMJ as “the Best Supplier of Coal Mining Machinery Comprehensive Equipment and Services in the World”, so as to accomplish the transformation from “China First” to “the World’s Best” and “Made in China” to “Created in China”. High quality and advanced coal mining machinery products have helped our coal mining machinery business go beyond China’s border. We have made a ground-breaking progress as a Chinese coal mining machinery manufacturer by tapping the high-end segment of the American market for the first time ever. In Vietnamese market, with 100% ratio of achieving designed capacity, we are the only comprehensive coal mining machinery supplier to have such attainment. We have successfully entered into the supply contract of comprehensive mining equipment for Indonesia project to realise a ground-breaking progress in Indonesia market. To date, we have successfully expanded our business to international markets in Russia, India, Turkey, Vietnam, United States of America and Australia, as well as Indonesia.

#### Technical Support for Coal Mining Machinery

### 市場責任(續)

#### 煤機機械產品責任

我們的煤機機械業務一直秉承「高標準、精細化、零缺陷」的質量理念，致力於將鄭煤機打造為「煤機綜採設備和服務全球最佳供應商」，完成從「中國第一架」到「世界第一高」，從「中國製造」到「中國創造」的轉變。高品質、先進的煤機產品幫助煤機機械業務走出中國。我們實現中國製造在美國高端煤機市場零的突破；我們以100%的達產率成為越南市場唯一實現達產的綜採設備供應商；我們成功簽訂印度尼西亞項目綜採成套設備供貨合同，實現印度尼西亞市場零突破。目前為止，我們成功開發俄羅斯、印度、土耳其、越南、美國、澳大利亞、印度尼西亞等國際市場。

#### 煤機機械技術保障



8.8m Hydraulic Roof Support, independently developed and manufactured by ZMJ  
鄭煤機自主研發製造的8.8m液壓支架

## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### Technical Support for Coal Mining Machinery (Continued)

In our coal mining machinery business, we have scientific research institutions including China's national enterprise technological centers, post-doctoral work stations, academician work stations. We have undertaken research and development for various key projects on coal mining comprehensive equipment in China, leading the development trend of China's coal mining equipment. We have various patents and formulated "Management Measures for Intellectual Property Rights" for fortifying the management and protection of our intellectual property rights.

In 2018, the output of 8.8-meter ultra-mining height intelligent workface at Shangwan Coal Mine of Shendong Coal Group (神東煤炭集團) exceeded 10 million tons. As the world's first 8.8-meter ultra-mining height intelligent workface for comprehensive coal mining with complete independent intellectual property rights, the hydraulic roof support product used for such workface was developed and manufactured by ZMJ independently.

We have been adhering to an integrated development model combining R&D with marketing through continuously enhancing our efforts in investments in R&D of the technology to adapt to new development model of the industry, and provided our customers with the most suitable equipment solutions related to coal mining works. For example, we are promoting the technology of unmanned workface in shaft to improve the working environment of mine workers and improve labour productivity.

#### Quality Management system for Coal Mining Machinery

In our coal mining machinery business, we adhere to the artisan spirit, insisting on the quality goal of "people-oriented and scientific management for offering satisfactory products and services to the customers". We put our customers' needs first to guarantee the reliability of product quality.

Benchmarking against GB/T19001-2000 idt ISO 9001:2000 Quality Management Systems – Requirements, ZMJ has established a sound quality control system and a full-process testing and inspection system. In 2018, we continue to organise an assessment of internal quality system and organise themed activities and training in respect of stabilizing and improving product quality, in the hope that the "artisan spirit" can be embodied in each section of our product manufacturing processes.

In the coal mining machinery industry, we took the lead in acquiring the ISO3834-2 International Welding Enterprise Certification. In addition, we have gained quality management system certification issued by China United Certification Center.

### 市場責任(續)

#### 煤機機械技術保障(續)

我們的煤機機械業務擁有中國國家級企業技術中心、博士後科研工作站、院士工作站等科研機構，先後承擔了中國多項煤礦綜採裝備重點項目的研製開發，引領了中國煤礦裝備的發展方向。我們擁有多項專利，並制定《知識產權管理辦法》來加強對知識產權的管理和保護。

2018年，世界首個具有完全自主知識產權的8.8米超大采高智能綜採工作面—神東煤炭集團上灣煤礦8.8米超大采高智能工作面日前產量突破1,000萬噸，該工作面所使用的液壓支架產品由鄭煤機自主研發製造。

我們長期秉承科研與市場一體化開發模式，不斷加大技術研發投入以適應行業新的發展模式，為用戶提供最適合的煤礦工作面設備解決方案。如我們正推廣礦井無人工作面技術以改善礦井工人工作環境、提高勞動生產率。

#### 煤機機械質量管理體系

煤機機械業務貫徹工匠精神，堅持「以人為本，科學管理，為顧客提供滿意的產品和服務」的質量方針，始終把客戶的需求放在第一位，確保產品質量可靠。

鄭煤機以GB/T19001-2000 idt ISO 9001:2000《質量管理體系—要求》為標準，建立起非常完善的質量控制體系和全過程檢驗體系。2018年，我們繼續組織內部質量體系審核，以及組織有關穩定和提升產品質量的主題活動和學習培訓，希望員工將工匠精神貫徹到產品製造的每一個環節。

煤機行業中，我們率先通過ISO3834-2國際焊接企業認證。此外，我們還獲得了中聯認證中心頒發的質量管理體系認證證書。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

#### Quality Management system for Coal Mining Machinery (Continued)

The Full-Process Inspection System for Coal Mining Machinery:



##### Entry Inspection

###### 進入檢驗

Raw materials must pass strict inspections before we put them into commission. The test items include chemical composition inspection and mechanical performance inspection. In this connection, we have established "ZMJ central laboratory" and acquired relevant precision instrument and inspection equipment and professional inspectors so as to guarantee the quality of raw materials.

原材料進廠須經過嚴格的複檢才能投入使用，檢測項目包括化學成分檢測和機械性能檢測，為此，我們建立了「鄭煤機中心實驗室」，採購相關精密儀器和試驗設備，配備專業的檢測人員，保證了原材料的質量過關。

##### Process Inspection

###### 過程檢驗

During the production process, we apply 3-step inspections, including self-inspection, mutual inspection and specific inspection, to ensure the quality of products in each process. After the welding of the structural parts, the key welded seam should undergo a 100% non-destructive testing. The qualified items can be passed to the next step. Before assembling, oil pressure levers should pass the 100% cleanliness inspection and down-hole and cross-hole inspection with an industrial endoscopy in order to guarantee the cleanliness of hydraulic systems.

生產過程中，我們執行三檢制，即自檢、互檢和專檢，保證了每一道工序的產品品質。當結構件焊接完成後，關鍵焊縫須進行 100% 無損探傷，合格後方可轉序。立柱千斤頂裝配前，100% 檢測清潔度，深孔交叉孔採用工業內窺鏡檢查，以保證液壓系統清潔度。

##### Finished Product Inspection

###### 成品檢驗

In the finished product inspection process, we regard "100% Pass Rate of Finished Product Performance" as our goal, and implement a 100% inspection of finished products. We own a 30,000KN hydraulic roof support inspection bench and conduct a sampling inspection for each batch of hydraulic roof supports so as to guarantee the reliability of supporting intensity of the products.

成品檢測階段，我們始終以「產品出廠性能合格率 100%」為目標，實施產品出廠 100% 檢測。其中，我們擁有 30,000KN 液壓支架壓架試驗台，對每批次液壓支架進行抽檢試驗，保證其支撐強度的可靠性。

#### Market Responsibility (續)

#### 煤機機械質量管理體系(續)

煤機機械全過程檢驗體系：

## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### Intelligent Coal Mining Machinery Equipment Sample Factory

Against the backdrop of “Made in China 2025” and “Industry 4.0”, ZMJ endeavors to establish an intelligent coal mining machinery equipment sample factory, import globally advanced equipment, build up high-end hydraulic roof support manufacturing base, and keep improving the quality of products.

We have a digitally controlled processing center with highest degree of automation in the coal mining machinery industry in China, intelligent steel cutting production line, intelligent robotic welder, automated painting line and the most advanced hydraulic roof support inspection equipment in the coal mining machinery industry.

We have replaced the traditional electroplating technology with laser cladding technology. Using laser cladding technology can produce a durable and thick coating with high bonding strength and corrosion resistance, which solves the problem of rusting and surface-falling of electroplated coating during operation and ensures the proper operation of coal mining machines.

In order to stabilise and enhance the quality of products, we have introduced advanced technology such as robotic welding and cutting. The workload of one robotic arm is equal to two skillful welders, and during the welding process, robots can use the same welding parameter for each welded seam, and hence we can improve welding quality and production efficiency. Based on the actual situation on site, the pass rate for crack detection of robotic welding is 100%.

### 市場責任(續)

#### 煤機裝備智能製造樣板工廠

「中國製造2025」和「工業4.0」背景下，鄭煤機繼續建設煤機裝備智能製造樣板工廠，引進全球先進裝備，建成高端液壓支架生產基地，不斷提升產品品質。

我們擁有中國煤機行業內自動化程度最高的數控加工中心、智能化鋼板切割生產綫、智能化焊接機器人、自動化塗裝綫以及行業內最先進的液壓支架整架檢測裝備。

我們引進激光熔覆技術代替傳統電鍍。激光熔覆層厚度大、結合强度高、耐腐蝕性能好，使用壽命長。解決了電鍍層使用中經常出現銹蝕、脫落等問題，確保煤礦機械的正常使用的。

為穩定和提升產品質量，我們引進機器人焊接、切割等高新技術。1個機器人手臂相當於2個成熟焊工的工作量，並且在焊接時機器人對於每條焊縫的焊接參數都是恒定的，因此可以提高焊接質量和生產效率。根據現場實際情況，機器人焊接探傷合格率100%。



An automatic painting production line of oil pressure levers in a smart factory  
智能工廠裏的立柱、千斤頂自動塗裝生產綫

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

##### Auto Parts Product Responsibility of ASIMCO

We have provided high quality auto parts with competitive prices for the China and global automotive market after the completion of the acquisition of ASIMCO Group, one of the biggest and most independent auto parts manufacturing groups in China.

Production facilities of ASIMCO are found across several major cities of China, which have comprehensive railway, waterway and highway transportation capabilities and are able to deliver goods to Chinese customers timely and effectively. Meanwhile, ASIMCO has established and managed various overseas warehouses in the U.S. as well as Europe for offering JIT services from nearby places to international customers.

#### 市場責任(續)

##### 亞新科汽車零部件產品責任

自收購中國最大的、獨立的汽車零部件製造集團之一的亞新科集團後，我們為中國乃至全球的汽車市場提供具有競爭性價格和高品質的零部件產品。

亞新科的生產企業分布在中國幾個主要城市，均具備完善的鐵路、水路或公路運輸能力，能夠及時有效地向中國客戶交付產品，同時，亞新科在美國和歐洲設立並管理多間海外倉庫，可以向國際客戶提供就近的JIT服務。



Global customer support and warehousing arrangement for our auto parts business

汽車零部件全球客戶支持及倉儲布局



ASIMCO provides auto parts and relevant warehousing and logistics services to various well-known automotive brands

亞新科為眾多知名汽車品牌提供汽車零部件及相關的倉儲物流服務



## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### Auto Parts Product Responsibility of ASIMCO (Continued)

In 2018, ASIMCO auto parts business gained various accolades, some of which are as follows:

- ASIMCO International Casting Co., Ltd. (Shanxi) and ASIMCO Camshaft (Yizheng) Co., Ltd. gained Dongfeng Cummins 2018 “Best Supplier Award” and “Best Quality Continuous Quality Improvement Award”.
- ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. was granted the “Quality Contribution Award” from JAC Motors.
- ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. was granted the “Best Supplier Award” from SDEC for 14 consecutive years.
- ASIMCO International Casting Co., Ltd. (Shanxi) was granted the “Quality Contribution Award” from JAC-Navistar.
- ASIMCO Camshaft (Yizheng) Co., Ltd. was granted “Excellent Quality Award” from SFH.

#### Engineering Technology Capacity of ASIMCO

ASIMCO produces various kinds of auto parts products, including start-stop system motor, starter motor, electric generator, piston ring, valve seat ring, noise and vibration absorber, rubber seal. For the auto parts using materials application technology as their core, these include, cylinder head, camshaft, different types of aluminum castings and powder metallurgy products.



### 市場責任(續)

#### 亞新科汽車零部件產品責任(續)

2018年，亞新科汽車零部件業務獲得眾多榮譽，所獲部分榮譽如下：

- 亞新科國際鑄造(山西)有限公司和亞新科凸輪軸(儀征)有限公司獲2018年度東風康明斯「最佳供應商獎」和「最佳質量持續改進獎」。
- 儀征亞新科雙環活塞有限公司榮獲江淮汽車「質量貢獻獎」。
- 儀征亞新科雙環活塞有限公司連續14年榮獲上柴「優秀供應商」稱號。
- 江淮納威司達授予亞新科國際鑄造(山西)有限公司「質量貢獻獎」。
- 亞新科凸輪軸(儀征)有限公司獲上菲紅「卓越品質獎」。

#### 亞新科工程技術能力

亞新科生產種類繁多的零部件產品，其中有起停電機、起動機、發電機等產品；活塞環、氣門座圈、降噪減振及橡膠密封等部件；以材料應用技術為核心的發動機缸體、缸蓋、凸輪軸、各類鋁合金鑄件、粉末冶金製品等。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### Auto Parts Product Responsibility of ASIMCO (Continued)

ASIMCO keeps enhancing its engineering technology capacity for securing new product R&D and innovation. ASIMCO has the following engineering technology capacities:

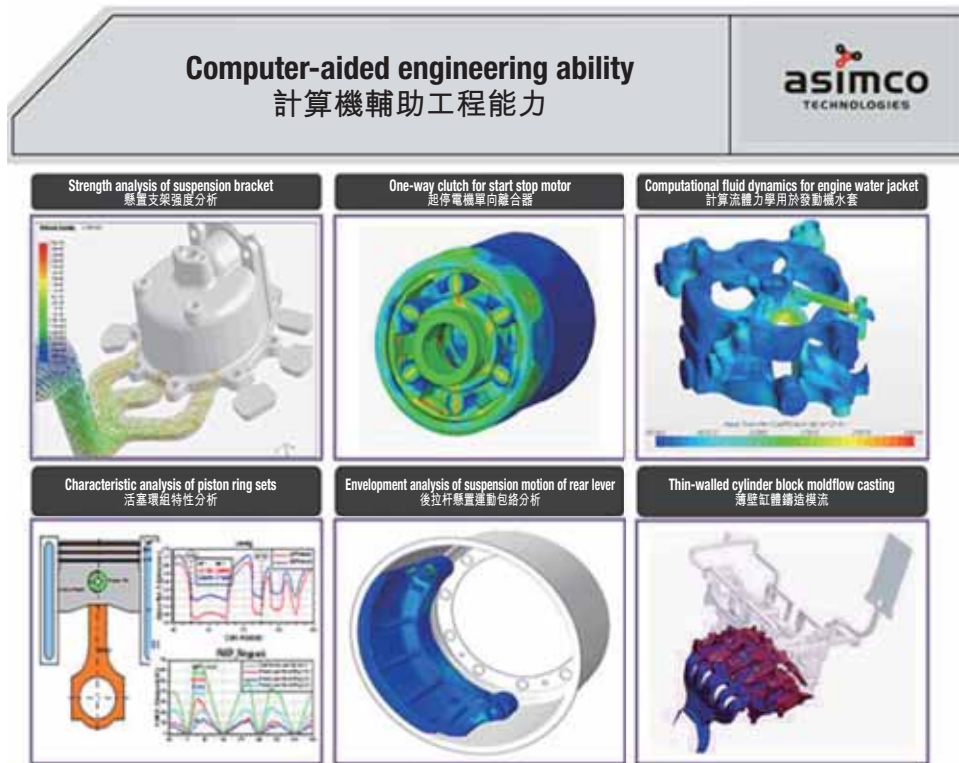
- 153 inventions and utility model patents including 27 invention patents which have been authorised.
- Advanced computer-aided engineering method and simulation technology.
- Comprehensive ability for testing performance, durability and environment.
- Standardised workflow for new product R&D and project management.

### 市場責任(續)

#### 亞新科汽車零部件產品責任(續)

亞新科不斷提升工程技術能力，為新產品研發和創新提供保障。亞新科擁有的工程技術能力如下：

- 153項發明及實用新型專利，其中27項發明專利已授權。
- 先進的計算機輔助工程手段及模擬技術。
- 完備的性能試驗，耐久試驗及環境試驗能力。
- 統一的新產品開發和項目管理流程。



ASIMCO has 5 separate R&D centres in different product areas to push forward the innovation and development of auto parts business by the research and development of product technologies. ASIMCO is exploring the transformation in technology and product to gradually penetrate and deploy the new energy vehicles and related businesses.

根據不同的產品領域，亞新科擁有5家獨立的研發中心，通過對產品技術的研發以推進汽車零部件業務的創新發展。亞新科正通過探索技術和產品的轉型，逐步滲透和布局新能源汽車及其相關業務。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Market Responsibility (Continued)

#### ASIMCO Quality System

ASIMCO has adhered to the principle of “Let customers define the quality” and all of its operating companies have gained IATF16949:2016 quality system certification.

ASIMCO is devoted to combining its quality systems with Six Sigma so as to fulfill the ideal of “Zero defect” and providing customers with their approved product quality. ASIMCO introduced Six Sigma management tool in 2003. Six Sigma is an organisational and data and fact-oriented management method, which is applicable to various fields. We can keep improving our product quality and customer satisfaction, eliminate wastes and enhance operation performance by using Six Sigma projects. Currently, Six Sigma projects are widely implemented in the operating companies of ASIMCO.

In 2018, 19 students finished training courses and each of them completed one Green Belt project, thus graduating from the ASIMCO Six Sigma training class.

### 市場責任(續)

#### 亞新科質量體系

亞新科一貫遵循由客戶界定質量的原則，其所有運營公司通過了IATF16949：2016質量體系認證。

亞新科致力於將質量體系與六西格瑪結合在一起實施以力爭實現「零缺陷」，向客戶提供他們認可的產品質量。亞新科於2003年導入了六西格瑪管理工具，六西格瑪是一個結構化的、以數據和事實驅動為導向的、可運用到各種領域中的管理方法。通過六西格瑪項目不斷地提高產品質量和客戶的滿意度、消除浪費並提高經營績效。目前，六西格瑪項目已在亞新科各運營公司得到廣泛實施。

2018年有19名學員在完成培訓課程的同時，各自完成了一個綠帶項目，從亞新科六西格瑪培訓班順利結業。



Graduation from ASIMCO Six Sigma Training Class  
亞新科六西格瑪培訓班順利結業

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

##### ASIMCO Quality System (Continued)

In 2018, our subsidiaries continue to enhance quality management and improvement. For example, ASIMCO International Casting Co., Ltd. (Shanxi), one of our subsidiaries, constantly promotes internal product quality, making scrap rate being effectively reduced. Besides, our subsidiary ASIMCO NVH Technologies Co. Ltd. (Anhui) not only held a quality principles conference, but also organised “visits to and trainings at waste storage areas for frontline staff and inspectors” in order to enhance all staff’s quality awareness and improve the quality management of the Company.



A quality principles conference held by ASIMCO NVH Technologies Co. Ltd. (Anhui)  
亞新科噪聲與振動技術（安徽）有限公司召開質量原則發布會

#### 市場責任(續)

##### 亞新科質量體系(續)

2018年，我們各附屬公司繼續推進質量管理與提升工作。如我們的附屬公司亞新科國際鑄造(山西)有限公司持續推進內部產品質量攻關，廢品率得到有效降低；又如我們的附屬公司亞新科噪聲與振動技術(安徽)有限公司不僅召開了質量原則發布會，還在各生產運營系統逐一開展「一線員工及檢驗員對廢品區域參觀及培訓」活動，旨在提升全員質量意識，改善公司質量管理工作。



Frontline staff and inspectors are organised by ASIMCO NVH Technologies Co. Ltd. (Anhui) to visit a waste storage area  
組織一線員工和檢驗員參觀廢品區域

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

##### Customer Service

In order to improve customer satisfaction, the service quality and attractiveness of ZMJ's products to users, we have formulated a series of methods for customer management methods and problem handling workflow. The above management methods clarify assessment and punishment measures for responsible departments failing to complete product return work according to schedule to ensure that product return can be handled in a timely and efficient manner. Regarding the privacy of our customers, we would sign confidentiality agreement with our customers according to their requirements so as to protect the privacy of our customers to the maximum extent.

##### 8D Troubleshooting Procedures

The 8D procedures in our trouble shooting process has stipulated our process of handling customer complaints. We have to offer tentative feedback to the complaint within 24 hours, identify the root causes and improvement measures within 7 days, verify the effectiveness of implemented measures within 14 days and close case within 30 days.

##### Management of Major Customers

Based on the successful experience in export management, ASIMCO has formulated major customer management department as a bridge between the Company and customers. This fully utilises the strength and experience of major customer department managers in communication with customers, project management and their professional knowledge to maximise our competitive edge in production, research and development with a view to establishing effective communication and close cooperation with major customers and working on the key projects meticulously. Meanwhile, we would expand our product line for local and international major customers.

##### Coal Mining Equipment Website

To effectively solve the difficulty in turnaround of idle equipment and low efficiency, we established a coal mining equipment website (WWW.CMEMC.CN) in 2017. In 2018, this platform continues providing evaluation, announcement and trading services for idle equipment. We endeavor to build up a one-stop management platform for coal mining equipment in order to offer convenient services to the relevant enterprises in the coal industry.

#### 市場責任(續)

##### 客戶服務

為了提高客戶的滿意度，提升服務質量，增強鄭煤機產品對用戶的吸引力，我們制訂了一系列的客戶管理辦法和問題處理流程。對於未按照進度要求完成退回處理工作的責任部門，管理辦法明確了考核處罰措施，保證產品退回能夠得到及時有效處理。在客戶隱私方面，我們會根據客戶要求簽訂保密協議，最大限度地保護客戶的隱私。

##### 故障處理8D程序

我們《故障處理流程》中的8D程序明確規定了我們對於客戶投訴的處理流程。我們要在24小時內向投訴的客戶回復臨時決策，7天之內確定根本原因以及改善措施，14天內對實施的措施的有效性進行驗證，30天內關閉問題。

##### 大客戶管理

在出口項目管理的成功經驗基礎上，亞新科組建大客戶管理部，作為企業和客戶之間的橋梁紐帶，充分發揮大客戶經理在客戶溝通、項目管理及專業知識等方面的經驗和優勢，把我們的製造和研發優勢發揮到極致，力圖和大客戶有效溝通、密切配合，重點項目精耕細作，同時在廣度上拓展更寬泛的產品綫，服務於國內及國際大客戶。

##### 煤炭裝備網

為有效地解決煤炭企業閑置設備流轉困難、效率低下的問題，我們於2017年建立煤炭裝備網(WWW.CMEMC.CN)。2018年，該平台繼續提供閑置設備的評估、發布與交易服務，致力於打造煤礦裝備一站式管理平台，為廣大煤炭領域相關企業提供更便捷的服務。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

#### A One-stop Management Platform for Coal Mining Equipment



#### Supplier Management

With the development of economic globalisation, the mutual growth in supply chain is the key to an enterprise's survival. We always adhere to the operating philosophy and values of integrity and mutual benefit. While we are devoted to working on our own environment and social risk management, we urge our suppliers to fulfil their environmental and social responsibility.

We have formulated the "Measures for the Administration of Management by Grading and Classification, Approval and Appraisal for Suppliers". We regularly evaluate suppliers based on environmental protection, production safety, quality control, business ethics and other aspects. Our subsidiary ASIMCO NVH Technologies Co. Ltd. (Anhui) requires its suppliers to submit their written form of "Subcontractor's Environment Assessment Form", urging them to formulate environmental management system, increase energy saving and gain ISO14000 environment management system certification. We cooperate with suppliers in conducting development of new materials including steel materials and welding materials in order to lower procurement costs, enhance utilisation rate of materials and production efficiency and achieve a win-win situation.

At the same time, when selecting suppliers, we prioritise those who are in close proximity to our operating locations. We advocate for local purchasing. On one hand, it can reduce energy wastage and exhaust gas emissions during delivering process. On the other hand, it can provide work opportunities for local people and drive local economic development.

#### 市場責任(續)

#### 煤礦裝備一站式管理

#### 供應商管理

隨著全球經濟一體化發展，供應鏈的共同成長是企業的生存之本。我們始終堅持誠信、共贏的經營理念，在努力做好自身環境及社會風險管理的同時，督促供應商履行其環境及社會責任。

我們制定了《供應商分級分類管理、准入、評價管理辦法》，定期對供應商進行評估，從環境保護、安全生產、質量控制、商業道德等方面對其提出要求。我們的附屬公司亞新科噪聲與振動技術(安徽)有限公司每年度要求其供應商書面提交《分供方環境評審表》，督促他們制定環境管理制度、加強節能減排，鼓勵他們通過ISO14000環境管理體系認證。我們聯合供應商致力於提高材料的利用率和生產效率，通過開展鋼材、焊材等新材料開發，降低採購成本，實現互惠共贏。

同時，我們在僱傭供應商時會優先選取經營所在地的供應商。我們通過倡導就地採購，一方面可以減少運輸過程中能源資源的浪費、廢氣的排放，另一方面還能給當地創造就業機會，促進當地的經濟發展。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Market Responsibility (Continued)

##### Anti-corruption

We focus on the construction of clean governance. Through specifying the responsibility target and conducting works like the establishment of systems, alertness education and special rectification and management, we strive to ensure the implementation of each task related to anti-corruption and clean governance building.

To intensify the construction of clean governance, we require staff from key business departments including financial, product, infrastructure, equipment, sales, and materials supply to enter into integrity commitment. We organised leaders who are middle or higher level principal officers of the Company and employees occupying positions to visit Jaonan Prison in Henan Province as an alertness education on clean governance. We have also arranged for leaders who are middle or higher level assistants to attend the thematic seminars with the theme of “Supervision Law”, to procure the redemption from practical examples through analyzing and studying typical cases of violation of discipline and law.

In 2018, we amended the implementation rules of “decision-making on major issues, important official appointment and removal, key project arrangement and large-value funds” decision-making mechanism and formulated the “Review Management Measures for Integrity\* (Trial)”. At the same time, we conducted integrity risk check-up to identify potential key integrity risk points and dispatched the “Integrity Risk Notice” based on the check-up to further standardise the corporate management. During major festivals and holidays, we would launch notices related to promotion of anti-corruption for creating righteous festive vibe.

In 2018, ZMJ has not initiated and closed any corruption litigation cases against the Company and its employees.

#### 市場責任(續)

##### 反腐倡廉

我們重視廉政建設，通過明確責任目標、開展制度建設、警示教育與專項整治等工作來確保反腐倡廉建設各項任務的落實。

為深入進行廉政建設，我們要求財務、產品、基建、設備、營銷、物資供應等關鍵業務部門人員簽署廉潔承諾書。我們組織了公司中層正職以上領導幹部及關鍵崗位員工至河南省焦南監獄開展廉政警示教育，中層助理以上領導幹部參加《監察法》專題講座，通過對典型違紀違法案件的剖析學習，開展以案促改工作。

2018年，我們修訂了「三重一大」決策制度實施細則並制定了《廉潔審核管理辦法(試行)》。同時我們開展了廉潔風險排查工作，排查出可能存在的主要廉潔風險點，根據排查結果發出《廉潔風險告知書》，進一步規範企業管理。每逢重大節假日，我們還出台相關倡廉通知，營造風清氣正的節日氛圍。

2018年，鄭煤機未有對公司或公司僱員提出並已審結的貪污訴訟案件。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Environmental Responsibility

We care about environmental protection works and continue spending a large amount of money on improving the standard of clean production and processing environmental treatment in 2018. We formulated systems like “Environmental Protection Management System”, “Operation Management and Supervision System of Pollution Prevention Facilities”, “Emergency Plans of Environmental Pollution Incidents”, aiming at protecting and improving the living environment and ecological environment of staff and residents nearby.

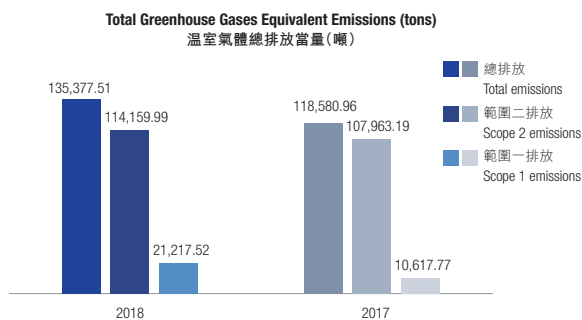
We have passed the ISO14001 Environmental Management System certification. By organizing and launching internal environmental review and external monitoring activities continuously and regularly in 2018, we can identify and tackle problems in a timely manner, promote measures to save energy actively and manage emissions effectively.

In 2018, we had not committed any incident of material pollution or serious ecological destruction event.

#### Low Carbon Management

The energy used in business operating process mainly includes electricity, natural gas, and small amount of diesel fuel and gasoline. By enhancing efficient use of fossil fuel, reducing fossil fuel consumption, and adopting cleaner energy and other measures, we are able to achieve an effective reduction of greenhouse gas emissions.

In 2018, due to our larger production, the amount of greenhouse gases we generated increased by 16,796.55 tons to 135,377.51 tons, whereas the density of our greenhouse gas emissions decreased by 29% compared with 2017.



Note: Total greenhouse gas equivalent emissions include Scope 1 emissions and Scope 2 emissions

附注：溫室氣體總排放當量包括範圍1的排放當量和範圍2的排放當量

#### 環境責任

我們十分重視環境保護工作，2018年繼續投入大量經費提高清潔生產水平並進行環境治理修復。我們制定《環境保護管理制度》、《污染防治設施運行管理及監測制度》、《環境污染事故應急預案》等制度，旨在保護和改善員工與周圍居民的生活環境和生態環境。

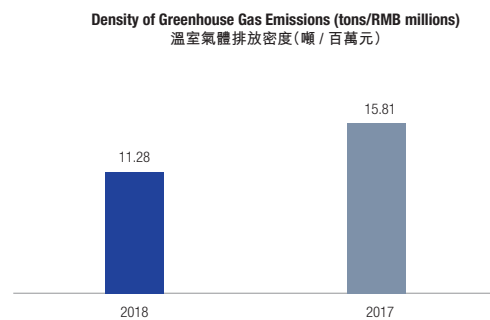
我們通過了ISO14001環境管理體系認證，2018年繼續定期組織開展公司環境內部審查和外部監測活動，及時探查問題發生點並處理，積極推廣節能降耗措施，並對排放物進行有效管理。

2018年，我們無重大環境污染事故和生態破壞事件發生。

#### 低碳管理

我們業務運營過程中消耗的能源主要是電力、天然氣，以及少量的柴油、汽油。我們通過提高化石燃料的使用效率、降低化石燃料的使用量以及採用清潔能源等多種方式，達到有效降低溫室氣體排放量的目的。

2018年，由於公司產量上升，我們產生的溫室氣體當量相比2017年增加了16,796.55噸，達到了135,377.51噸，但我們的溫室氣體密度比2017年下降了29%。





## Environmental, Social and Governance Report 環境、社會及管治報告

### Environmental Responsibility (Continued)

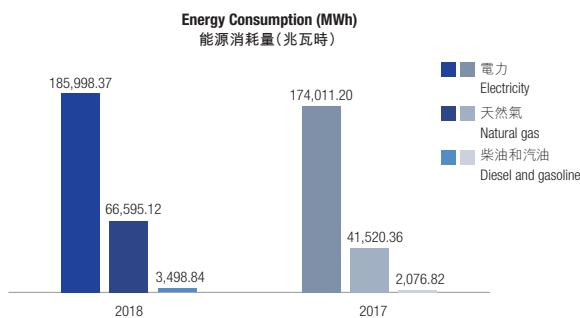
#### Low Carbon Management (Continued)

We care about energy conservation during the production process and daily office service. In daily office area, we replace bulbs that require larger power consumption with sound controlled lights and LED energy saving lights. Regarding the necessities in office area, we prioritise the purchase of energy saving products. During office hours, we advocate for using both sides of paper and reusing files and copy paper, and develop incentive scheme for reducing energy consumption through OA, billboards, meetings and other promotion channels.

We particularly care about energy saving during production process. In 2018, we implemented the following energy saving schemes:

- ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd., one of our subsidiaries, modified the air compressors and introduced contract energy management. The electricity saved was approximately 50 MWh per month.
- We followed scheduled operation time to turn on the machine for hot forging so as to avoid wastage of electricity.
- We modified the cooling system in ozone generators and selectively turned off ozone equipment during summer for reducing the use of electricity.
- We changed the conventional water supply system to constant-pressure water supply system to ensure the pressure of water supply can remain stable. The electricity saved was approximately 17 MWh per month.

In 2018, we had an aggregate energy consumption of 256,092.32 MWh, in which 185,998.37 MWh was attributable to electricity and 66,595.12 MWh was attributable to natural gas.



Note: Given the additional disclosure of diesel and gasoline consumption, the total energy consumption for 2017 has been updated to ensure data comparability

附注：因增加披露柴油和汽油消耗量，故更新2017年能源消耗總量以確保數據的可比性

Our packaging materials were mainly used in auto parts products of ASIMCO segment. The decrease in ASIMCO's production of auto parts products led to a decrease in the total usage of packaging materials in 2018 compared with 2017. In 2018, we used 854.22 tons of packaging materials, including packaging cartons, packaging tie wire, bags, etc.

### 環境責任(續)

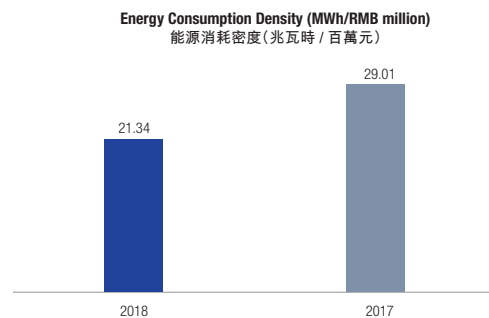
#### 低碳管理(續)

我們在生產過程中和日常辦公中都會注重節能。在日常辦公區域，我們將耗電量大的燈更換成聲控燈與節能LED燈；對於辦公區域所要使用的產品，我們優先採購節能產品；辦公時，我們提倡雙面用紙，和檔案袋、複印紙的再利用；通過OA、展板、會議等各種渠道宣傳節能降耗活動，制定節能降耗激勵措施。

我們在生產過程中尤其注重節約能源，2018年我們進行了如下節能改造：

- 我們附屬公司儀征亞新科雙環活塞環有限公司對空壓機進行改造，引入合同能源管理，每月節約電力約50兆瓦時。
- 我們根據預定作業時間，開啟機台進行熱模，避免電力浪費。
- 我們對臭氧設備冷卻系統進行改造，並在夏天選擇性關停臭氧設備，從而降低電力使用。
- 將傳統供水系統更改為恆壓供水系統以確保供水水壓持續恒定，每月可節約電力約17兆瓦時。

2018年，我們共計消耗能源256,092.32兆瓦時，其中電力為185,998.37兆瓦時，天然氣為66,595.12兆瓦時。



我們的包裝材料主要用於亞新科板塊的汽車零部件產品。2018年亞新科的汽車零部件產品產量減少，使得2018年總的包裝材料使用量與2017年相比有所減少。2018年，我們共計使用了854.22噸包裝材料，包括包裝箱、扎帶、包裝袋等。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Environmental Responsibility (Continued)

##### Emission Management

We identify the emission sources of each pollutants carefully and strictly monitor the management of the emission of pollutants including exhaust gases and solid wastes in order to mitigate the damage to and impact on the ecological environment.

##### Exhaust Gas

Our main sources of exhaust gases include exhaust gas from paint, weld, dust and soot during the production process. The total exhaust gas emission reached 273.61 tons, in which the pollutants includes NO<sub>x</sub>, SO<sub>x</sub>, PM and VOCs.

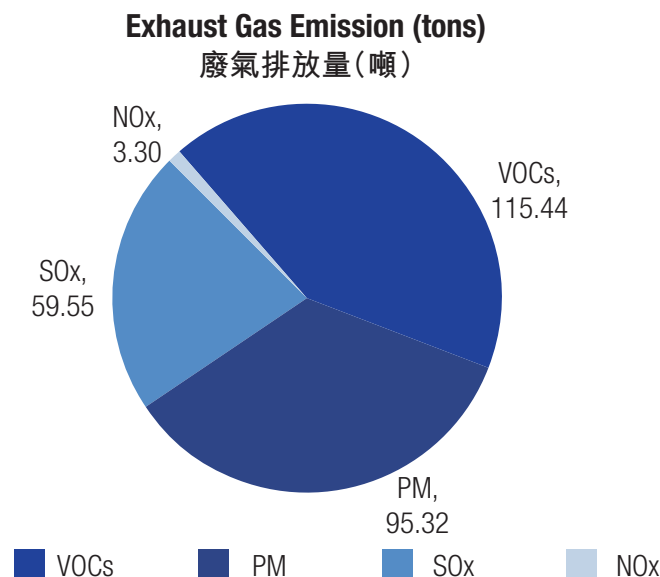
#### 環境責任(續)

##### 排放管理

我們認真識別各項污染物的排放源，嚴格管控廢氣、固體廢棄物等排放物的排放治理，降低污染物對生態環境的破壞和影響。

##### 廢氣

我們產生的廢氣主要來源於生產過程中的焊接廢氣、噴漆廢氣、粉塵、煙塵等，廢氣排放總量為273.61噸，其中污染物為氮氧化物(NO<sub>x</sub>)、硫氧化物(SO<sub>x</sub>)、PM及揮發性有機物VOCs。



In order to reduce the level of pollution from exhaust gas emissions generated from different craftsmanship production procedures, we adopt suitable measures to deal with different kinds of exhaust gas:

- The main pollutants of welding exhaust gas from welding process is soot. We adopted exhaust hoods, air duct, soot purification system, and ventilation and dust removal unit, to achieve a soot purification rate of 99%, which enables us to meet the requirements under the "Integrated Emission Standard of Air Pollutants".
- The main pollutants of exhaust gas from spray painting and drying process are paint dust and VOCs. The paint dust is discharged after coming into contact with water and being absorbed in water in which the rate of paint dust removal is 98%. After cooling off in cooling towers, the VOCs is absorbed by activated carbon and discharged through the exhaust pipes or treated by photo-catalytic oxidation equipment.
- Dust and soot, the main pollutants during casting process, are treated by bag filter for dust removal.
- 對於焊接過程中產生的焊接廢氣，主要污染物為煙塵。我們採用局部排風罩+風管+煙塵淨化系統、通風除塵機組等，煙塵淨化效率達99%，確保排放滿足《大氣污染物綜合排放標準》。
- 對於噴漆和烘乾過程中產生的廢氣，主要污染物為漆霧與VOCs。我們將漆霧與水接觸，通過水吸收漆霧，淨化效率達98%；我們將產生的VOCs經冷卻塔降溫後採用活性炭吸附，通過排氣筒排放或通過光氧化催化設備進行治理。
- 對於鑄造過程中產生的廢氣，主要污染物為煙塵與粉塵。我們採用布袋除塵器進行除塵。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Environmental Responsibility (Continued)

#### Emission Management (Continued)

##### Exhaust Gas (Continued)

In 2018, ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. modified the cleaners of the casting shakeout machine by adjusting the suction position and adopting bag filters for dust removal to improve the emission condition at workplace.

In order to manage the soot pollutants generated by its casting line, ASIMCO International Casting Co., Ltd. (Shanxi) contributed over RMB15 million to add 2 high-efficiency bag filters for dust removal in 2018, which can cut soot emissions by approximately 180 tons per annum.



Dust removal equipment of ASIMCO International Casting Co., Ltd. (Shanxi)  
亞新科國際鑄造(山西)有限公司除塵設備

Regarding the exhaust gas from rubber mixing, rubberizing and vulcanisation process, the main pollutants are VOCs, sulfur compounds and soot, etc. We adopted various exhaust gas processing devices and ancillary air intake and exhaust systems to meet the testing standardisation of exhaust gas emission.

### 環境責任(續)

#### 排放管理(續)

##### 廢氣(續)

2018年，儀征亞新科雙環活塞環有限公司對鑄造落砂機吸塵器進行改造，通過調整吸風口位置、採用布袋除塵器進行除塵以改善現場工作粉塵排放情況。

為治理鑄造造型綫產生的煙塵污染，2018年，亞新科國際鑄造(山西)有限公司投入超過1,500萬元人民幣，通過新增2台高效布袋除塵器，每年可減少煙塵排放約180噸。

對於煉膠、塗膠及硫化過程中的廢氣，主要污染物為VOCs，含硫化合物及粉塵等。我們採用各類廢氣處理裝置及相應送排風系統以確保廢氣排放檢測達標。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Environmental Responsibility (Continued)

##### Emission Management (Continued)

##### Exhaust Gas (Continued)

In 2018, our subsidiary ASIMCO NVH Technologies Co. Ltd. (Anhui) conducted special exhaust gas emission management and treatment for rubber mixing, rubberizing and vulcanisation processes, and spent a total of over RMB6 million to purchase various kinds of exhaust gas treatment equipment and ancillary air intake and exhaust systems, to change the previous random exhaust gas emission to systematic standardised emission.



Vulcanised exhaust gas treatment equipment of ASIMCO NVH Technologies Co. Ltd. (Anhui)  
亞新科噪聲與振動技術(安徽)有限公司硫化廢氣處理設備

##### Solid Waste

We have put in place the "Management System for Hazardous Waste" to provide clear regulations on the processes for treating the waste generated in the course of production and operation. In accordance with the "National Hazardous Waste List of the PRC", the Company has classified and identified waste, set up a dynamic management mechanism for hazardous waste, and persistently monitored the sections such as the clean-up, storage and transfer of hazardous waste.

We have engaged a qualified third party professional treatment firm to carry out the treatment of hazardous wastes such as waste cutting fluid and chromium slag so as to ensure that it is conducted in compliance with the law and regulations. In 2018, our total amount of hazardous waste disposal was 2,046.81 tons.

We have put in place the System Related to the Processing of Scrap and Used Articles to standardise the rules for the bidding of disposal and selling of scrap materials from raw materials, such as scrap steel and scrap mixed steel, ensuring and enhancing the efficiency of recycling raw materials. We recycle the scrap metal and sweepings of metal generated in the course of production and sell the scrap metal and sweepings of metal to professional firms, thus significantly reducing the use of iron ore.

#### 環境責任(續)

##### 排放管理(續)

##### 廢氣(續)

2018，我們的附屬公司亞新科噪聲與振動技術(安徽)有限公司開展了專項煉膠、塗膠及硫化過程中的廢氣整治工作，總計投入超過600萬元人民幣用於購買各類廢氣處理裝置及相應送排風系統，將工廠原無組織排放廢氣現狀轉變為有組織達標排放。

##### 固廢

我們頒布了《危險廢物管理制度》，對生產和經營活動中所產生的廢棄物的處理流程進行了明確規定。我們按照《中華人民共和國國家危險廢物名錄》對廢棄物進行分類辨識，建立了危險廢物動態管理機制，不斷監測危廢物的清理、貯存、轉運等環節。

我們產生的有害廢棄物主要為廢切削液油、鉻渣等，我們聘請具有資質的第三方專業處理機構進行處理，確保危險廢物處理合法合規。2018年，我們的有害廢棄物排放總量為2,046.81噸。

我們制定了《廢舊品處理相關制度》，對生產鋼材邊角料、廢雜鋼等原材料廢料的招標清運銷售細則進行了規範，保證和提高原材料的回收使用效率；對於生產過程中產生的金屬廢料、廢金屬屑，進行回收並銷售給專業公司，大大減少了鐵礦石的使用。

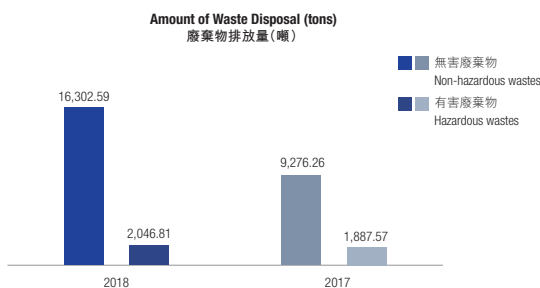
## Environmental, Social and Governance Report 環境、社會及管治報告

### Environmental Responsibility (Continued)

#### Emission Management (Continued)

##### Solid Waste (Continued)

Our non-hazardous wastes mainly include household garbage, scrap steel and waste silica sand. We give priority to the reuse of non-hazardous solid wastes and send unrecyclable wastes to professional organisations for centralised treatment. In 2018, our total amount of non-hazardous waste disposal was 16,302.59 tons.

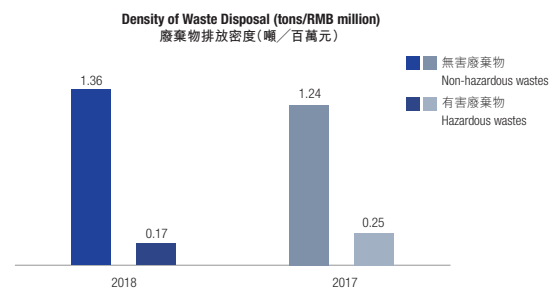


### 環境責任(續)

#### 排放管理(續)

##### 固廢(續)

我們的無害廢棄物主要有生活垃圾、廢鋼材邊角料、廢矽砂等。我們優先考慮無害固廢的再利用，對於不可回收的由專業處理機構統一處理。2018年，我們的無害廢棄物排放總量為16,302.59噸。



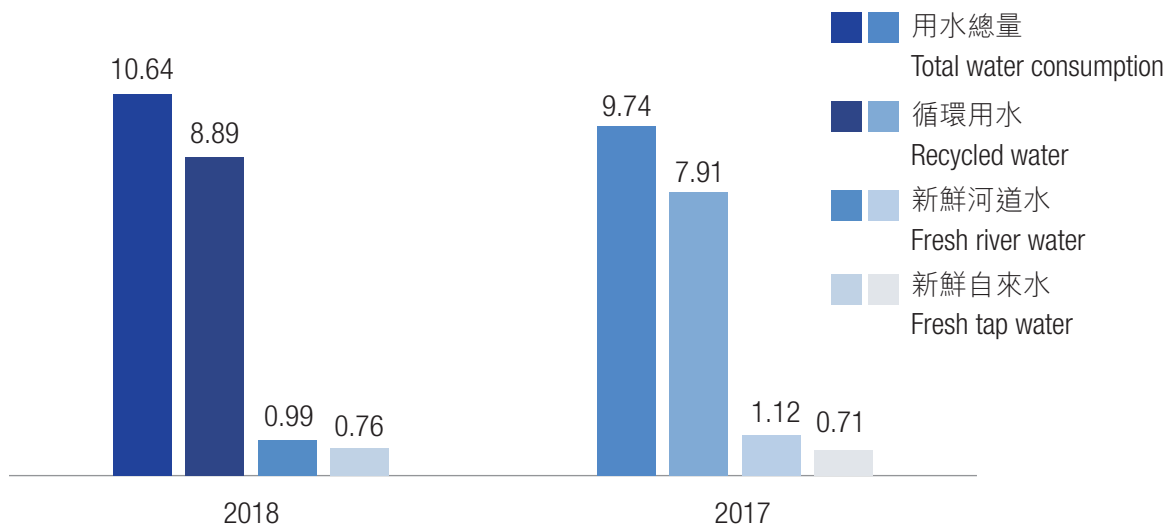
#### Water Resources Management

We attach great importance to the management of water resources and endeavour to reduce its consumption. Our water supply is mainly from tap water and river water. In 2018, we used a total of 10.64 million cubic meters of water resource, of which 8.89 million cubic meters was for recycled water and the circulation rate reached 84%.

#### 水資源管理

我們非常重視水資源的管理，繼續努力減少其消耗量。我們的供水來源主要是自來水和河道水。2018年，我們共計使用水資源10.64百萬立方米，其中循環水量為8.89百萬立方米，循環率達到84%。

### Consumption of Water Resources (million cubic meters) 水資源使用量(百萬立方米)



Our wastewater mainly comes from industrial wastewater and domestic wastewater. Industrial wastewater includes wastewater from electroplating, waste emulsion and wastewater from paint. The sources of domestic wastewater are mainly water discharged from office restrooms and kitchens, free of poisonous, hazardous or special substances.

我們產生的廢水主要由生產廢水和生活污水組成。生產廢水有電鍍廢水、廢乳化和噴漆廢水，生活廢水主要來源於辦公衛生間及廚房排水，並無有毒、有害物質和特殊物質排放。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Environmental Responsibility (Continued)

##### Water Resources Management (Continued)

We adopt different treatments for the wastewater from electroplating that contains different heavy metals and end up recycling all of the heavy metal wastewater. For waste emulsion and cutting fluid, we would assign the recycling work to qualified third party organisations. In terms of paint wastewater, we have set up an integrated industrial wastewater processor next to our production line, which utilises physicochemical treatment of coagulation sedimentation and air floating to eliminate most of the contaminations such as suspended solids (SS), chemical oxygen demand (COD) and petroleum. After the preprocessing procedure, all of the wastewater from paint would be transferred to the sewage treatment facility. During the production and daily life process, we focus on reducing water consumption and the use of tap water. In 2018, we adopted a series of measures for lowering our water consumption:

- The recycled water from water treatment center that meets certain requirements is used for green irrigation such as cooling down air compressors and electroplated air cooling.
- We streamlined and replaced the water supply pipe network of the Company to prevent leakage and wastage.
- The cooling tower of heat treatment plant, cooling tower of electroplating workshop, pumping plant and spraying line etc. use recyclable water to enhance the recycling of water resources and reduce waste of water resources.
- We renovated the toilet sewerage system in factory area of Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd. and saved water of approximately 15,501.3 tons.

#### 環境責任(續)

##### 水資源管理(續)

我們對含不同重金屬的電鍍廢水採用不同的處理系統，最終做到重金屬廢水全部回用。對於廢乳化液、切削液，我們將其交給第三方有資質機構回收。對於噴漆廢水，我們在生產綫旁邊配有一體化工業廢水處理機，其採用混凝沉澱+氣浮的物化處理工藝，去除廢水中大部分的懸浮物(SS)、化學需氧量(COD)、石油類等污染物，經預處理後的噴漆廢水進入全廠污水處理站處理。在生產與生活中，我們注重節約用水，降低自來水的使用。2018年，我們採取了一系列措施來減少水資源使用量：

- 水處理中心中水回用，將達到一定的標準的回用於綠化澆灌(如：空壓機冷卻、電鍍冷卻)。
- 對公司用水管網進行梳理、更換，避免老化腐蝕的管道引發的跑、冒、滴、漏問題。
- 熱處理車間冷卻塔、電鍍車間冷卻塔、泵站、噴塗綫等用水採用循環用水方式以提高水資源的重複利用，減少水資源浪費。
- 對附屬公司鄭州煤機綜機設備有限公司的廠區廁所排水系統進行改造，節約生活用水約15,501.3噸。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff

We regard employees as our most valuable assets. We insist on equal employment, pay five social insurances and one housing fund for our employees in full, and provide career path development plan. Meanwhile, we launch abundant and various staff activities for relieving staff stress from work and enhance physical as well as mental well-being. We also value the occupational health and safety of our employees, so we adopt measures to ensure the safety of employees in the workplace.

#### Labour Standards

We formulated the Management Measures for Staff Recruitment and Admission, and advocate for the principles of “open recruitment and fair competition”. We strictly abide by the Labour Law of the PRC, the Labour Contract Law of the PRC and other laws, regulations and policies. We strictly prohibit employing child labour and compulsory labour. We require candidates to show their valid identity documents during the recruitment process to ensure that the candidates reach the statutory working age. We enter into labour contracts and female employee protection agreements with our employees, to ensure that employees will not be subject to discrimination on the ground of race, gender and other factors. In 2018, we did not identify any employment of child labour, compulsory labour or discrimination behaviour.

We strictly abide by The Social Insurance Law of the People’s Republic of China, Regulations on the management of housing provident fund and have made timely payments to the various social security programs for the employees, including the premiums for medical insurance, employment injury insurance, maternity insurance and contributions to the housing provident fund.

We pay high attention to the diversity of the structure of employees. In this regard, we recruit employees from different background and encourage employees to bring diversified thoughts and values to enhance the vitality of the Company and employees.

#### 員工責任

我們視員工為最寶貴的財富，我們堅持平等僱傭，為員工足額繳納五險一金，提供職業生涯發展規劃。同時，我們通過開展多樣化的員工活動，幫助員工緩解工作壓力，促進員工身心健康。我們也非常重視員工的職業健康與安全，採取多項措施保證員工工作環境的安全。

#### 勞工準則

我們制定了《員工招聘與錄用管理辦法》，提倡「公開招聘、平等競爭」的僱傭原則。我們嚴格遵循《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等政策法規，嚴禁僱傭童工及強制勞動。我們會於招聘時要求求職者出示有效的身份證明文件，確保其符合法定工作年齡，與員工簽訂勞動合同、女職工保護協議，保證員工不因種族、性別等因素受到歧視。我們在2018年未發現有僱傭童工、強迫勞工及歧視的行為發生。

我們嚴格遵守《中華人民共和國社會保險法》、《住房公積金管理條例》等規定，按時為員工繳納醫療保險費、工傷保險費、生育保險費等社會保險費和住房公積金等。

我們非常重視員工結構的多元化，招聘更多不同背景的员工，鼓勵員工為公司帶來多元化的思想和價值觀，增強公司和員工的活力。

## Environmental, Social and Governance Report

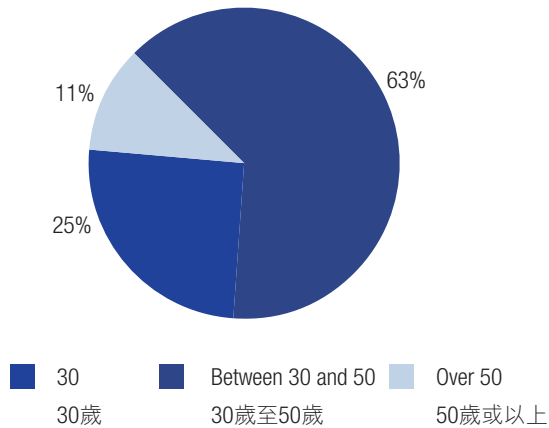
### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Labour Standards (Continued)

As of 31 December 2018, we had a total of 8,657 employees, of which female employees accounted for 26% of the total number of employees.

**Structure of Employees by Age Group**  
員工年齡結構



Note: There is a slight discrepancy in the statistics of the structure of employees by age group due to rounding.

附注：由於約分，員工年齡結構數據總計可能不為100%。

#### Caring for Employees

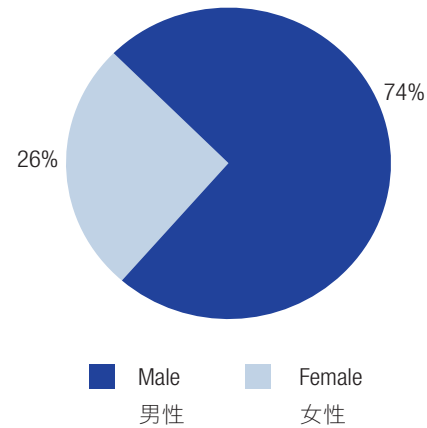
We enhance the sense of bliss and belonging of our staff through different activities. We support employees who are suffering from material disease and disaster in a timely manner, provide scholarships for the children of our staff and launch abundant and various activities for enriching the leisure life of our employees.

#### 員工責任(續)

##### 勞工準則(續)

截至2018年12月31日，我們共有員工8,657名，其中女性員工人數佔總人數的26%。

**Structure of Employees by Gender Group**  
員工性別結構



#### 員工關懷

我們通過各種活動提高員工的幸福感，增強其歸屬感。我們為遭受重大疾病與災害的員工提供及時的幫助，為員工子女在教育上提供獎助學金。我們還開展了豐富多樣的活動來豐富員工的業餘生活。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

#### Caring for Employees (Continued)

##### Staff Benefits

We offer paid maternity leave, marriage leave and retirement benefit plans to staff members while providing staff members with a variety of subsidies for transportation, lunch, communication, housing, heating, cooling, etc. and holiday benefits. In order to solve the staff's difficulty in renting house, we had additional 52 staff departments in 2018; in hot season, we continuously provided heatstroke prevention food such as green beans soup and watermelons for the frontline staff working under high temperature to ensure a safe and comfortable working environment; we have also amended the Management Measures for Holiday Greeting Presents Delivering to improve the holiday greeting presents for our staff members.



In 2018, we provided additional 52 rooms in our staff apartments  
2018年我們新增52間員工公寓

### 員工責任(續)

#### 員工關懷(續)

##### 員工福利

我們為員工提供有薪產假及婚假，退休福利計劃等，同時也為員工提供交通、午餐、通訊、住房、取暖、降溫、節日慰問等多項補貼福利。為解決員工租房難的問題，2018年我們新增52間員工公寓住房；在高溫季節，為確保員工工作環境的安全與舒適，我們繼續為奮戰高溫一線的員工送上綠豆湯、西瓜等消暑降溫食品；我們還修訂了《節日慰問品發放管理辦法》，增加員工節日慰問品。



We provided heatstroke prevention food such as green beans soup and watermelons for the frontline staff working in hot weather  
我們為奮戰高溫一線的員工送上綠豆湯、西瓜等消暑降溫食品

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Caring for Employees (Continued)

##### Staff Help and Aid

Our hearts are with our staff members. We donate materials and money to staff members in trouble, and help them overcome their difficulties. We have set up a mutual aid fund for staff members to offer assistance covering clinical visits and hospitalisation for staff members suffering from major diseases, and those in particular difficulties to solve their everyday problems at the practical level. In addition, we also have set up emergency relief fund for staff members in particular difficulties, to assist those staff members and their families facing lift difficulties and help them improve their living conditions and health conditions, and uplift their abilities. The emergency relief fund offered hardship allowance to 61 staff members in 2018.



We made donations to our staff in difficulty  
我們組織為困難員工捐款

##### Li Ke Ping Scholarship Fund

We attach great importance to the education of our staff's children. We have set up Li Ke Ping Scholarship Fund and provided subsidies for the qualified children of ASIMCO staff members for 12 consecutive years in order to encourage them to study wholeheartedly in science and technology field at universities and prepare themselves for the future technology development. Prior to the polling, the management members of ASIMCO consider and evaluate various factors in comprehensive manner, including the result of college entrance examination of candidates, the correlation between ASIMCO's business and the study disciplines of candidates, the needs for scholarship and will of candidates and enterprise's recommendation. In 2018, we offered scholarships to 12 children of our staff members.

#### 員工責任(續)

##### 員工關懷(續)

##### 員工幫扶

我們始終心系員工，為困難員工捐錢捐物，幫助他們度過難關。我們設立了職工醫療互助基金，對患有重大疾病的職工、特困職工就診和住院進行補助，切實幫助解決員工的生活難題。除此之外，我們還設立了特困職工救助基金會用於救助生活困難的職工及家庭，幫助其改善生活條件、健康條件並提高其素質和能力。特困基金會會在2018年共為61員工發放困難補助。

##### 李克平獎學基金

我們非常重視員工子女的教育。我們設立了李克平獎學基金，連續12年為符合資格的亞新科員工子女提供資助，以鼓勵他們在高等院校致力於理工科專業方面的學習，為投身於未來科技的發展做好準備。亞新科管理層從候選者的高考成績、錄取專業與亞新科業務的關聯程度、對獎學金的需求程度、申請人意願和企業推薦等諸多方面進行綜合考慮、評定及投票表決，2018年選出12名員工子女為其提供獎學金。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

#### Caring for Employees (Continued)

##### Work-life Balance

We help staff strike a balance between work and personal life through organizing different leisure activities. In 2018, we set up 7 internal culture and sports associations to provide our staff members with same hobbies and interests a platform for making friends. We also held shuttlecock contest, basketball contest, table tennis contest and other competitions. These activities not only nourished their mentality, but also strengthened the relationship between different departments.



We organised table tennis contests and shuttlecock contests to relieve the pressure of our staff members

我們組織乒乓球賽、毽球賽，使員工緩解壓力

### 員工責任(續)

#### 員工關懷(續)

##### 平衡工作與生活

在工作之餘，我們通過舉辦各類活動意在幫助員工更好地平衡工作與生活。2018年，我們成立了7個內部文體協會，為擁有相同興趣愛好的員工提供交友活動的平台。我們還組織了毽球、籃球、乒乓球等比賽，不僅陶冶了員工的情操，還加強了各部門之間的聯繫。



We held basketball contests to help our staff members improve their health

我們組織籃球賽，幫助員工強身健體

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Caring for Employees (Continued)

##### Work-life Balance (Continued)

On "8 March" International Women's Day each year, we organise different activities with a view to building up a platform for female staff members to enjoy the festival and improve interaction with workmates. Fun activities can make female staff members enjoy the good vibe in the festival and help them develop a healthy and joyful lifestyle.



Our female staff members enjoying "8 March" International Women's Day  
女員工歡度「三八」國際婦女節

Our subsidiary ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd organised winter games, aiming at advocating an optimistic and healthy way of life among our staff members. There were 27 teams from various departments, including 216 staff members taking part in the games. The hiking association and fishing association of ASIMCO NVH Technologies Co., Ltd (Anhui) held many leisure activities for their staff. A total of 41 people from the hiking association went to climb Jixi Luohan Mountain, while the fishing association held a fishing match in Hailin Farm.

我們的附屬公司儀征亞新科雙環活塞環有限公司組織了冬季運動會，旨在倡導員工用積極健康的方式對待生活，共有來自各部門27個分隊的216名員工參加。亞新科噪聲與振動技術(安徽)有限公司的登山協會和釣魚協會為員工舉辦了多場業餘活動。登山協會共41人赴績溪羅漢峰開展登山活動；釣魚協會在海林農莊舉辦了釣魚比賽活動。



Winter games organised by ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd.  
儀征亞新科雙環活塞環有限公司組織冬季運動會

#### 員工責任(續)

##### 員工關懷(續)

##### 平衡工作與生活(續)

每年的「三八」國際婦女節，我們都會通過各種方式為女員工搭建增進交流、歡度節日的平台。趣味活動的舉辦讓女性員工享受到節日的快樂氛圍，幫助她們培養健康快樂的生活方式。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

Caring for Employees (Continued)

**Work-life Balance** (Continued)



員工責任(續)

員工關懷(續)

平衡工作與生活(續)



Mountain climbing and fishing activities organised by ASIMCO NVH Technologies Co., Ltd (Anhui)  
亞新科噪聲與振動技術(安徽)有限公司組織登山活動與釣魚活動

### Career Development

Adhering to the core values of “integrity and mutual benefit” and the development philosophy of “keeping pace with the times, updating philosophy, enhancing capability and continuous improvement”, we have set out clear career development paths for staff members with different educational background and at different job positions. We have been steadfast in building a career development platform for staff members where individuals can grow along with the Company.

#### Remuneration System

We have established Remuneration Management System that combines the work performance, personal contribution, competence at work and experience with performance in the position of staff members, thereby establishing a fair and attractive career development path.

In 2018, our coal mining machinery business segment streamlined the remuneration conditions and finished the job value assessment involving more than 230 positions and 750 people. We compared the remuneration level and structure of each level rank with those in the same industry to determine the ranking standard, and formulated a plan and implemented to form a fairer and more reasonable remuneration system.

### 職業發展

我們秉承「誠信、共贏」的核心價值觀和「與時俱進、更新觀念、提升能力、持續改善」的發展理念，明確了不同學歷、不同工種員工對應的職業發展路徑，堅持為員工打造促進個人與公司共同成長的職業發展平台。

#### 薪酬體系

我們建立了《薪酬管理制度》，將員工的工作績效、個人貢獻、工作能力及經驗與崗位績效結合，建立公平的有吸引力的職業發展通道。

在2018年，我們的煤機業務板塊對薪酬情況進行了梳理，完成了涉及230餘個崗位、750餘人的崗位價值評估，將各崗位層級的薪酬水平和薪酬結構與同行業進行對比分析，確定職級標準，擬定實施方案並組織實施，以形成更為公正合理的薪酬體系。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Career Development (Continued)

##### Staff Training

We have formulated Staff Training Management Measures, established a training organisational structure combining control of the Company's senior leadership, management of the human resources department and cooperation from the grassroots units, and built up a team of experienced internal training specialists, in which training is available at various levels, in various categories, through multiple channels, in multiple forms, with an emphasis on results, full of energy and open to all staff members. In 2018, the percentage of employees trained reached 92%.

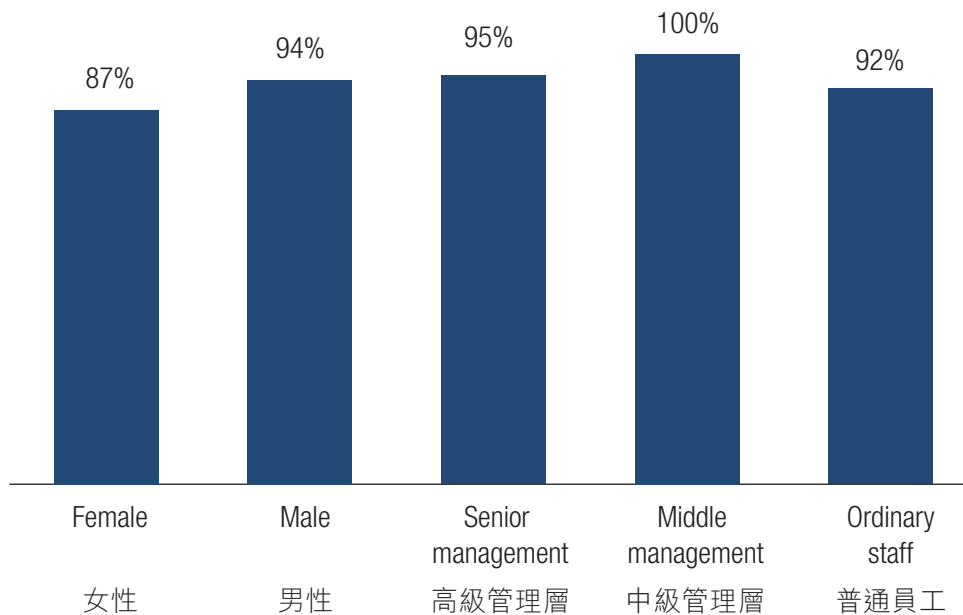
#### 員工責任(續)

##### 職業發展(續)

##### 員工培訓

我們制定《員工培訓管理辦法》，建立了由公司高層領導主抓、人力資源部主管、基層單位配合的三位一體的培訓組織架構，組建了一支經驗豐富的內部培訓師隊伍，形成了分層次、分類別、多渠道、多形式、重實效、充滿活力、全員參與的教育培訓格局。2018年，員工受訓比率達到92%。

**Percentage of employees trained**  
**員工受訓比率**



## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

#### Career Development (Continued)

#### Staff Training (Continued)

In 2018, we conducted staff training through sending staff members to external institutions for study opportunities, joint initiatives between schools and enterprises and internal training. The training projects include:

- We continuously selected and sent a certain proportion of management staff at senior and middle levels and the core professional technical staff to reputable universities in the PRC for education at the master's and doctoral level;
- We continuously selected outstanding grassroots staff members to participate in the conversion education programs jointly organised by universities and the Company to convert their technical education into undergraduate education;
- Based on the development needs of the Company, we continued to arrange for all kinds of staff members to take part in various types of continuous education and professional training offered by the private firms, government and the industry;
- Within the Company and based on plans, the leaders at the senior level and middle level, technical management staff, planning and scheduling staff, supervisors in charge of work zones, squad leaders and team leaders, technical workers, new hires and staff members who have moved to different positions were continuously provided with position-related training in areas such as technology, marketing, production, quality, safety, corporate culture, computer, English and professional skills.

In order to strengthen the construction of the talent team, reserve the excellent management team for the Company and build the talent base for the development of ZMJ, we have developed a highly potential talent training program. Combining the current actual situation of ZMJ and through a diversified curriculum system and training format, the training introduces rich management experience for highly potential talents and provides active and effective talent training programs.

### 員工責任(續)

#### 職業發展(續)

#### 員工培訓(續)

2018年，我們採取送外學習、校企聯合、內部培訓相結合的方式開展員工培訓，培訓項目包括：

- 繼續選送一定比例的中高層管理人員、專業技術骨幹到中國知名高校接受碩、博士學歷教育；
- 繼續選拔優秀基層員工參加高校與公司聯辦的專升本學歷教育；
- 根據公司發展需要，繼續組織各類人員參加社會、政府、行業組織的各類繼續教育、專業培訓；
- 在公司內部繼續按計劃對高中層領導、管理技術人員、計劃調度、工區主任、班組長、技術工人、新進員工和轉崗人員進行技術、營銷、生產、質量、安全、公司文化、計算機、英語及專業技能等崗位培訓。

為了加強人才梯隊建設，為公司儲備優秀管理團隊，堅實鄭煤機發展的人才基礎，我們制定了高潛人才培育計劃，該培訓活動深度結合鄭煤機當前實際情況，通過多元化的課程體系與培訓形式，為高潛人才介紹了豐富的管理經驗，提供了積極有效的人才培養方案。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Career Development (Continued)

##### Staff Training (Continued)

In 2018, in accordance with the highly potential talents training program, we launched a number of training programs, including The Seven Habits of High-Efficiency People, and trained about 120 people. By the end of 2018, ASIMCO's first training program for highly potential talents was successfully completed, which not only helped highly potential talents to extend their learning to work and life, but also strengthened the reserve of key positions and core personnel.



We organised highly potential talents for training  
我們組織進行高潛人才培訓

#### Health and Safety

With the health and safety of our staff members as our top priority, we have established rules and regulations such as Operation Environmental Inspection System for Production Safety and Staff Health and Safety Management System to keep refining our health and safety management system. Our principal subsidiaries, including Zhengzhou Coal Mining Machinery Hydraulic Electrical Control Co., Ltd., Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd., Zhengzhou Coal Mining Machinery Group Material Trading Co., Ltd., ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd., ASIMCO International Casting Co., Ltd. (Shanxi), Hubei Super-Elec Auto Electric Motor Co., Ltd., ASIMCO NVH Technologies Co., Ltd. (Anhui), have passed the OHSAS18001 Occupational Health and Safety Management System Certification. In 2018, our subsidiary Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd. was rated level two of standardised corporate of production safety by Standardisation Committee on Production Safety of Henan Province and ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. passed the annual review of EHS system.

We continue to monitor positions with the hazards of occupational diseases including workers in the fields of power, natural gas, fire welding and oxygen generation. Workers have already obtained the relevant certificates they needed for their positions.

In 2018, there were no work-related fatalities and the number of lost days due to work injury was 1,577.

#### 員工責任(續)

##### 職業發展(續)

##### 員工培訓(續)

2018年，按照高潛人才培養計劃，我們開展了《高效能人士的七個習慣》等多個培訓項目，培訓約120人次。截至2018年底，亞新科第一屆高潛人才培訓項目圓滿結業，不僅幫助高潛人才把學習延展到工作和生活中，也加強了關鍵崗位和核心人員的儲備。

#### 安全與健康

我們將員工的安全與健康放在首位，制定了《安全生產作業環境檢查制度》、《員工安全健康管理制度》等規章制度，不斷完善健康安全管理體系。我們的主要附屬公司均通過了OHSAS18001職業安全健康管理體系認證，包括鄭州煤機液壓電控有限公司、鄭州煤機綜機設備有限公司、鄭州煤礦機械集團物資供銷有限公司、儀征亞新科雙環活塞環有限公司、亞新科國際鑄造(山西)有限公司、湖北神電汽車電機有限公司、亞新科噪聲與振動技術(安徽)有限公司。2018年，我們的附屬公司鄭州煤機綜機設備有限公司被河南省安全生產標準化工作委員會評為安全生產標準化二級企業，儀征亞新科雙環活塞環有限公司通過了EHS體系年度審核。

我們繼續對職業病危害崗位數進行檢測，包括電／氣、火焊工、制氧工等，需要持證上崗的崗位人員均已獲取相關證書。

2018年，我們沒有發生因工作關係而死亡的情況，因工傷損失工作日數為1,577天。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

#### Health and Safety (Continued)

##### Health and Safety Education

To reduce the occurrence of safety incidents and occupational diseases, we first need to enhance the health and safety awareness of our staff members. In 2018, we continued to carry out health and safety education training and emergency drills to improve employees' health and safety awareness.

We formulate plans for education and training about health and safety. Through a number of formats, including experiential training, pre-work meetings, training videos and professional training courses, we have actively launched a variety of training, including the standardisation of operational safety and protection against occupational diseases, to truly and effectively implement the production safety philosophy at the workplace and achieve the production safety target of "zero injury".

In 2018, we held EHS experiential training in the EHS Experience Hall of ASIMCO NVH Technologies Co., Ltd (Anhui). The training achieved good results by simulating the production work environment, sharing experiences in practice cases and discussions.

### 員工責任(續)

#### 安全與健康(續)

##### 安全健康教育

為有效降低安全事故及職業病的發生，首先需要提高員工的安全健康意識。2018年，我們繼續開展健康安全教育培訓、應急演練等以提升員工健康安全意識。

我們制定健康安全教育培訓計劃，通過體驗式培訓、班前會、培訓視頻、專業培訓課程等形式，開展安全標準化工作、職業病防護等各種類型的培訓，促進安全生產理念切實有效落地，實現「零傷害」的安全生產。

2018年，我們在亞新科噪聲與振動技術(安徽)有限公司的EHS體驗館裏召開了EHS體驗式培訓。通過模擬生產工作環境、分享實踐案例經驗、討論等，培訓取得了良好的效果。



We conduct experiential training at the EHS Experience Hall  
我們在 EHS 體驗館開展體驗式培訓

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Health and Safety (Continued)

##### Health and Safety Education (Continued)

For the areas with a high rate of major incidents and key locations and equipment involved in the incidents that had occurred, ZMJ conducts the key preventive work and contingency preparations, and update the contingency equipment and medication in a timely manner. Also, we conduct emergency drills on an irregular basis to ensure that, in the event of an incident; the personnel on the spot can react to the incident quickly, and minimise personal injury and loss arising from the incident.



ZMJ carried out fire training and drills  
鄭煤機開展消防培訓及演練

##### Safety Precaution

Our safety hazards mainly relate to the use of special equipment such as cranes used in the coal mining machinery product business, principally including mechanical pinch, heavy object contact, lifting damage and vehicle damage. We reduce safety hazards and improve security through the following measures:

- We organise employees to watch the Mechanical Clip-related Accident Highlights Video to help employees improve their safety awareness;
- We carry out special hidden trouble check and replacement of unsafe equipment shelves to reduce the latent safety problems of heavy objects contact;
- In order to reduce injuries caused by cranes, we require all air and ground crane operators to be certified. We also conduct regular daily inspection and maintenance for special equipment such as cranes, and assess the performance of safety administrators of special equipment;
- We have enhanced our investigation and rectification efforts to reduce vehicle injuries in response to common vehicle violations.

#### 員工責任(續)

##### 安全與健康(續)

##### 安全健康教育(續)

對於重點事故高發區、已發生事故的重點部位和設備，鄭煤機繼續做好重點防範工作和應急準備，及時更新應急器材和藥品。我們不定期組織應急演練保證事故發生時現場人員能快速反應，最大限度地減少人員受傷的可能與事故損失。

##### 安全防範

我們的安全隱患主要存在於煤機機械產品業務的起重機等特種設備使用過程中，主要有機械夾傷、重物接觸、起重傷害、車輛傷害。我們通過以下措施降低安全隱患，提高安全防範：

- 我們組織員工觀看《機械夾傷相關事故集錦視頻》，意在幫助員工提高安全防範意識；
- 我們對帶病工裝架子進行專項隱患排查更換，減少重物接觸安全隱患；
- 為了降低起重傷害，我們要求所有空中和地操起重機操作員需持證上崗，並定期對起重機等特種設備進行日常檢查和保養維修，對特種設備安全管理員履行職責情況實施考核；
- 我們針對常見的車輛違章行為加大查處力度和整改力度來降低車輛傷害。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Health and Safety (Continued)

##### Safety Precaution (Continued)

In addition, in order to prevent critical safety incidents, we continue to improve the production environment of the factory. For example, we use welding robots as the substitute for manual works to minimise the worker operation. Hence, we can reduce the number of workers in direct operation and ensure that safe production process. Another example is that we install air conditioners in all bridge cranes and cold air equipment in the workshops to reduce the temperature of the operating environment and improve the comfort of the working environment to improve the accuracy of workers' operation and reduce the probability of accidents.

#### 員工責任(續)

##### 安全與健康(續)

##### 安全防範(續)

此外，為了防範重特大安全事故，我們持續改善工廠的生產環境。如我們通過使用焊接機器人替代原有的手工焊機以最大化代替人工作業，減少直接作業的人員，確保安全生產順利進行。又如我們在所有天車中安裝空調，並在車間中安裝了冷風設備以降低作業環境的溫度，提高作業環境的舒適度以提高員工作業操作準確度，減少事故發生的可能性。



We use welding robots to replace manual work  
我們使用焊接機器人替代原有的手工焊機

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Responsibility towards Staff (Continued)

##### Health and Safety (Continued)

##### Occupational Disease Prevention and Treatment

In according to the requirements of laws and regulations, such as the Law on Prevention and Control of Occupational Disease and the Provisions on the Supervision and Administration of Occupational Health at Work Sites, we has formulated the Occupational Hazard Management System, and has taken a series of measures to build up a healthy workplace for our staff members, effectively preventing the harms of occupation diseases.

In 2018, we continued to identify potential occupational hazard factors by detection of occupational hazard factors, and the major occupational hazard factor of ZMJ is the dust produced from the welding process. In 2018, our subsidiary, Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd. has spent more than RMB2.5 million on upgrade and modification of the dust removal system to reduce the harmful dust in manufacturing workshop and the density of harmful dust that our staff members contacted and the frequencies of contact. In addition, the coal mining machinery product business segment has completely replaced normal oil paint with water-based paint in November 2018, which reduced our staff members' contact with harmful substances such as benzene.



NC-cutting dust treatment for the structural components plant in the north area of Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd.  
鄭州煤機綜機設備有限公司北區結構件分廠數控切割煙塵治理

#### 員工責任(續)

##### 安全與健康(續)

##### 職業病防治

根據《職業病防治法》、《工作場所職業衛生監督管理規定》等法律法規的要求，我們制訂了《職業危害管理制度》，採取了一系列措施為員工營造健康的工作環境，以有效防範職業病危害。

2018年，我們繼續通過職業危害因素檢測來識別潛在職業危害因子，目前鄭煤機主要的職業危害因素是在焊接過程中產生的煙塵。2018年，我們的附屬公司鄭州煤機綜機設備有限公司投入250餘萬元人民幣專項資金，對除塵系統進行升級改造，減少生產車間的有害粉塵，減少作業人員的接觸濃度和頻率。此外，煤機機械產品業務板塊自2018年11月起全面採用水性漆工藝取代普通油漆，減少了員工與苯等有害廢氣的接觸。



Welding dust control and treatment for the structural component plant in the north area of Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd.  
鄭州煤機綜機設備有限公司北區結構件分廠焊接煙塵治理

## Environmental, Social and Governance Report 環境、社會及管治報告

### Responsibility towards Staff (Continued)

#### Health and Safety (Continued)

#### Occupational Disease Prevention and Treatment (Continued)

We organise annual health checkup for staff members, which includes checking their occupational diseases, with the aim of helping staff members understand their own health status and offering staff members medical intervention for mitigating potential diseases.

### 員工責任(續)

#### 安全與健康(續)

#### 職業病防治(續)

每年我們會組織員工進行體檢，體檢項目中包括對職業病的篩查，旨在幫助員工瞭解其自身身體狀況，及時對員工進行健康干預以降低疾病隱患。



ZMJ organised annual health checkup for staff members  
鄭煤機每年組織員工體檢

## Environmental, Social and Governance Report 環境、社會及管治報告

### Community Responsibility

While improving the quality of our service and pursuing growth in our company, we insist on building up good community relations and are committed to giving back to society. By providing assistance to educational development, paying attention to the life of the elderly and the growth of children and helping people in deep distress to improve their living conditions for a long period of time, we have shared the result of our development with the public in fulfilment of our social responsibility.

#### Assistance in Education and Teaching

We always keep our eyes on the development of education. In 2018, we continued to conduct various charitable activities in respect of assistance in education and teaching to promote education development. We continued to raise money for out-of-school children to help them grab better education opportunities. In 2018, the headquarter of ZMJ has participated in the donation Action of Cares for providing assistance to teaching in Zhengzhou Economic and Technological Development Zone and has donated RMB200,000. Our subsidiary ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. has conducted a Project Hope micro-donation, with a total donation of approximately RMB18,000.

We also focus on the quality of education and contribute to improving the hardware and software facilities of local basic education. Our subsidiary ASIMCO NVH Technologies Co., Ltd. (Anhui) has provided sponsorship of approximately RMB180,000 to renovate the school environment and classroom buildings in Zhongxi Kindergarten and primary and secondary schools. In addition, we wish to light up students' passion for learning through a variety of educational forms. For example, the headquarter of ZMJ participated in the Research Tour for Primary and Secondary School Students promoted by Zhengzhou Economic and Technological Development Zone, and organised about 3,600 primary and secondary school students to visit the production lines, which led students to learn scientific knowledge.



ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. conducted a Project Hope micro-donation activity  
儀征亞新科雙環活塞環有限公司開展希望工程微捐贈活動

### 社區責任

我們在提升服務質量、追求企業成長的同時，堅持與社會社區建立聯繫，致力於回饋社會。我們長期通過助力教育發展、關注老年人的生活狀態和兒童的成長、幫助生活困苦的人改善生活條件等方式，將發展成果與社會共享，履行企業公民的社會責任。

#### 助學幫教

我們始終關注教育事業的發展。2018年我們繼續開展了多項助學幫教公益活動，以助力教育發展。我們繼續為失學少年兒童籌集款項，以幫助他們獲得更好的教育機會。2018年，鄭煤機本部參與了鄭州經開區「愛心義舉」捐資助教活動，捐贈了20萬元人民幣；我們的附屬公司儀徵亞新科雙環活塞環有限公司開展希望工程微捐贈活動，捐款總額約1.8萬元人民幣。

我們還關注教育質量，為改善當地基礎教育的軟硬件設施貢獻力量。我們的附屬公司亞新科噪聲與振動技術（安徽）有限公司贊助了約18萬元人民幣用於改造中溪幼兒園及中小學的校園環境和教室房屋。此外，我們希望通過多種教育形式，激發學生的學習熱情。例如，鄭煤機本部參與了鄭州經開區推行的「中小學研學旅行活動」，組織約3,600名中小學生到廠參觀生產線，借此引導學生學習科學知識。



The headquarter of ZMJ organised approximately 3,600 primary and secondary school students to visit our production lines  
鄭煤機本部組織約3,600名中小學生參觀我們的生產線

## Environmental, Social and Governance Report 環境、社會及管治報告

### Community Responsibility (Continued)

#### Assistance in Education and Teaching (Continued)

#### Improvement of People's Livelihood

While being devoted to production operation, we continue to provide long-term support and assistance for the underprivileged groups by participating in poverty alleviation through various channels. For example, in 2018, our subsidiary Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd. continued to donate RMB45,000 to the adjacent Huaixi Village, and delivered rice and cooking oil to 50 households of villagers with difficulties in life to help them improve their livelihood.

In 2018, our subsidiary ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. continued to hold a one-day donation activity and voluntary blood donation activity, and donated RMB80,000 to Yizheng Red Cross.

### 社區責任(續)

#### 助學幫教(續)

#### 改善生計

我們在搞好生產經營的同時，繼續通過多種渠道參與扶貧幫困事業，向社會弱勢群體提供長期的支持與幫助。如我們的附屬公司鄭州煤機綜機設備有限公司2018年繼續向毗鄰的槐西村捐款人民幣4.5萬元，並向50戶生活困難的村民發放大米和食用油，以幫助他們改善生計。

2018年，我們的附屬公司亞新科儀徵雙環活塞環有限責任公司繼續開展了慈善一日捐活動和義務獻血活動，向儀徵紅十字會捐贈人民幣8萬元。



Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd. made donations to Huaixi Village every year  
鄭州煤機綜機設備有限公司每年向槐西村捐款捐物

## Environmental, Social and Governance Report 環境、社會及管治報告

### Community Responsibility (Continued)

#### Assistance in Education and Teaching (Continued)

##### Respecting the Old and Caring for the Young

Respecting the old and caring the young is a Chinese traditional virtue, retired employees and elderlies are our target caring group. In order to advocate the social customs of respecting the elderly and caring the young, we organise community charitable activities for the elderly and children annually to express our cares to them.

In 2018, we continued to organise activities for the elderly to express our cares to them, and wished them to feel the warmth from society and the positive energy of respecting and caring the elderly will be given full play. For example, the headquarters of ZMJ visited elderly and retired employees in adjacent communities at Spring Festival and gave them New Year's blessing; our subsidiary ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. arranged staff members to visit the Nursing Home of Maji Village, where we not only brought daily necessities to the elderly, but also helped them with their haircut, manicure, and performed arts programs.

In 2018, we continued to organise activities for the children in welfare home to express our cares to them, and wished them to always feel the cares and attention from the big family of society. For example, our subsidiary ASIMCO NVH Technologies Co., Ltd. (Anhui) organised employees to visit the Children's Welfare Home of Ningguo City to express solicitude. They brought daily necessities, toys, snacks to the children, communicated with officers there to understand the children's living status and played games and chatted with the children.



ASIMCO NVH Technologies Co., Ltd. (Anhui) visited the Children's Welfare Home of Ningguo City to express solicitude  
亞新科噪聲與振動技術(安徽)有限公司赴寧國市兒童福利院開展慰問活動

### 社區責任(續)

#### 助學幫教(續)

##### 尊老愛幼

尊老愛幼是中華民族的傳統美德，老人、離退休職工尤其是我們的重點關照群體。為了倡導尊老愛幼的社會風尚，我們每年多次組織慰問老人和兒童的社區公益活動。

2018年，我們繼續組織慰問老人活動，希望讓老人感受來自社會的溫暖，並使尊老、敬老、愛老的正能量得以傳遞。如鄭煤機本部在春節拜訪了周邊社區的老人和退休職工，給他們送去新春祝福；我們的附屬公司儀征亞新科雙環活塞環有限公司組織員工前往周邊的馬集村敬老院，不僅為老人送去了日常生活用品，還為老人剪頭髮、修指甲和表演文藝節目。

2018年，我們繼續組織福利院兒童慰問活動，希望讓孩子們時刻能夠感受到社會大家庭的關愛與關注。如我們的附屬公司亞新科噪聲與振動技術(安徽)有限公司組織員工赴寧國市兒童福利院開展慰問活動，給福利院的兒童送去了生活用品、玩具、零食等慰問品，與福利院工作人員進行溝通以瞭解孩子們的生活狀況，並與孩子們玩遊戲和聊天。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Community Responsibility (Continued)

Assistance in Education and Teaching (Continued)

##### Noise Management

The key noise from the Company's operation includes the noise from machines, the noise from compressed gas, the noise from audible and visual alarm apparatus, traffic noise and the noise from ventilation facilities. In 2018, we continued to invest on reducing the effect of these noise on surrounding communities. Measures like basic vibration reduction, confinement and insulation have been taken for those noisy equipment to reduce the noise and maintain a daytime noise level of less than 65 dB and nighttime noise level of less than 55 dB within the boundaries of our plants. Our noise satisfies the requirements under Class 2 standards and limits of the Emission Standard for Industrial Enterprises Noise at Boundary of the PRC in 2018, suggesting minimal impact on surrounding communities.

#### 社區責任(續)

助學幫教(續)

##### 管理噪聲

公司在運營過程中產生的主要噪聲有機械噪聲、壓縮氣體噪聲、聲光報警噪聲、車輛行駛噪聲、抽風設施噪聲。2018年，我們繼續投入資源以減少這些噪聲對周邊社區的影響。對於高噪聲設備，我們採取基礎減震、密閉、隔聲等措施降噪，以控制廠界晝間噪聲測量小於65 dB、夜間小於55 dB。2018年我們的噪聲均符合《中華人民共和國工業企業廠界環境噪聲排放標準》的二類標準限值要求，對周邊社區環境的噪聲影響很小。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

### Overview of Social Responsibility Data

### 社會責任數據總覽

#### Overview of Social Responsibility Data for the Year<sup>1</sup>

##### 年度社會責任數據總覽<sup>1</sup>

Emission	排放	2018	2017
		二零一八年	二零一七年
Total greenhouse gas emission equivalent (scopes 1 & 2) (tons)	溫室氣體總排放當量(範圍1 & 範圍2)(噸)	<b>135,377.51</b>	118,580.96
Emissions of scope 1	範圍一排放	<b>21,217.52</b>	10,617.77
Emissions of scope 2	範圍二排放	<b>114,159.99</b>	107,963.19
The greenhouse emission equivalent per RMB million in revenue (tons/RMB million)	每百萬元收入溫室氣體排放當量(噸/百萬元)	<b>11.28</b>	15.81
Total exhaust gas emissions (tons)	廢氣排放量總量(噸)	<b>273.61</b>	202.15
Total amount of hazardous waste disposal (tons)	有害廢棄物排放總量(噸)	<b>2,046.81</b>	1,887.57
Amount of hazardous waste disposal per RMB million in revenue (tons/RMB million)	每百萬元收入有害廢棄物排放量(噸/百萬元)	<b>0.17</b>	0.25
Total amount of non-hazardous waste disposal (tons)	無害廢棄物排放總量(噸)	<b>16,302.59</b>	9,276.26
Amount of non-hazardous waste disposal per RMB million in revenue (tons/RMB million)	每百萬元收入無害廢棄物排放量(噸/百萬元)	<b>1.36</b>	1.24
Water Resources	水資源		
Total water consumption (million cubic meters)	水資源使用總量(百萬立方米)	<b>10.64</b>	9.74
Fresh water	新鮮汲取的水	<b>1.75</b>	1.83
Recycled water	循環利用的水	<b>8.89</b>	7.91
Water consumption per RMB million in revenue (million cubic meters/RMB million)	每百萬元收入耗水量(百萬立方米/百萬元)	<b>0.00089</b>	0.0013
Energy	能源		
Total energy consumption (megawatt hour)	能源消耗總量(兆瓦時)	<b>256,092.32</b>	217,608.38
Electricity	電力	<b>185,998.37</b>	174,011.20
Natural gas	天然氣	<b>66,595.12</b>	41,520.36
Diesel and gasoline	柴油和汽油	<b>3,498.84</b>	2,076.82 <sup>2</sup>
Energy consumption per RMB million in revenue (megawatt hour/RMB million)	每百萬元收入能源消耗量(兆瓦時/百萬元)	<b>21.34</b>	29.01
Packing Materials	包裝材料		
Total volume of packing materials (tons)	包裝材料消耗總量(噸)	<b>854.22</b>	1,268.73

<sup>1</sup> The denominator for the statistical unit of density has been changed from the number of employees (headcount) in 2017 to revenue (RMB million).

<sup>2</sup> Given the additional disclosure of diesel and gasoline consumption, the total energy consumption for 2017 has been updated to ensure data comparability.

<sup>1</sup> 密度統計單位分母由2017年統計的雇員人數(人數)更改為收入(人民幣百萬元)。

<sup>2</sup> 因增加披露柴油和汽油消耗量，故更新2017年能源消耗總量以確保數據的可比性。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Overview of Social Responsibility Data (Continued)

#### 社會責任數據總覽(續)

##### Overview of Social Responsibility Data for the Year

##### 年度社會責任數據總覽

Recruitment	僱傭	2018 二零一八年	2017 二零一七年
<b>Total number of staff member</b>	<b>僱員總數</b>	<b>8,657</b>	9,056
By gender	按性別		
Male	男	<b>6,421</b>	6,871
Female	女	<b>2,236</b>	2,185
By age group	按年齡組別		
Below 30	30歲以下	<b>2,194</b>	2,713
Aged 30 to 50	30歲至50歲	<b>5,491</b>	5,422
Above 50	50歲以上	<b>972</b>	921
Staff turnover ratio	僱員流失比率	<b>15%</b>	13%
<b>Development</b>	<b>發展</b>		
The percentage of employees trained	受訓僱員百分比		
By gender	按性別		
Male	男	<b>94%</b>	80%
Female	女	<b>87%</b>	85%
By employee category	按僱員類型		
Senior management	高級管理層	<b>95%</b>	100%
Middle management	中級管理層	<b>100%</b>	93%
Ordinary staff	普通員工	<b>92%</b>	90%
Average training hours completed per employee	每名僱員完成受訓的平均時數		
By gender	按性別		
Male	男	<b>29</b>	21
Female	女	<b>33</b>	29
By employee category	按僱員類型		
Senior management	高級管理層	<b>49</b>	42
Middle management	中級管理	<b>49</b>	33
Ordinary staff	普通員工	<b>29</b>	17

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Appendix I – Content Index Based on the ESG Reporting Guide

#### 附錄 I –《環境、社會及管治報告指引》內容索引

Aspects 層面	Description 描述	Position/Remarks 位置／備註
<b>A. Environment</b>		
<b>A. 環境</b>		
<b>A1 Aspect: Emissions</b>		
<b>層面A1：排放物</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to exhaust and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：	Environmental Responsibility 環境責任
A1.1	Types of emissions and relevant emission information 排放物種類及相關排放資料	Emission Management 排放管理
A1.2	Total greenhouse gas emissions (in tons) and (if applicable) density (e.g. per unit of production volume, per facility) 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量為單位、每項設施計算)	Low carbon Management 低碳管理
A1.3	Total amount of hazardous waste produced (in tons) and (if applicable) density (e.g. per unit of production volume, per facility) 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量為單位、每項設施計算)	Emission Management 排放管理
A1.4	Total amount of non-hazardous waste produced (in tons) and (if applicable) density (e.g. per unit of production volume, per facility) 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量為單位、每項設施計算)	Emission Management 排放管理
A1.5	Description of measures for emission reduction and the results achieved 描述減低排放量措施及所得成果	Emission Management 排放管理
A1.6	Description of measures for hazardous and non-hazardous waste treatment, reduction initiatives and the results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Emission Management 排放管理

## Environmental, Social and Governance Report 環境、社會及管治報告

### Appendix I – Content Index Based on the ESG Reporting Guide (Continued)

### 附錄 I –《環境、社會及管治報告指引》 內容索引(續)

Aspects 層面	Description 描述	Position/Remarks 位置／備註
<b>A2 Aspect: Resource utilisation</b>		
<b>層面A2：資源使用</b>		
General disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials 有效使用資源(包括能源、水及其他原材料)的政策	Environmental Responsibility 環境責任
A2.1	Total consumption of direct and/or indirect energy by type (e.g. electricity, gas or oil) and density (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)	Low Carbon Management 低碳管理
A2.2	Total water consumption and density (e.g. per unit of production volume, per facility) 總耗水量及密度(如以每產量單位、每項設施計算)	Water Resource Management 水資源管理
A2.3	Description of energy usage efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	Low Carbon Management 低碳管理
A2.4	Description of any possible problem in seeking available water sources, and water efficiency promoting initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	Water Resources Management 水資源管理
A2.5	Total volume of packing materials for finished goods (in tons) and (if applicable) volume attributable to per production unit 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量	Low Carbon Management 低碳管理
<b>A3 Aspect: Environment and natural resources</b>		
<b>層面A3：環境及天然資源</b>		
General disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources 減低發行人對環境及天然資源造成重大影響的政策	Environmental Responsibility 環境責任
A3.1	Description of the significant impact on environment and natural resources due to business activities and the actions adopted to manage relevant impact 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	Environmental Responsibility 環境責任

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Appendix I – Content Index Based on the ESG Reporting Guide (Continued)

#### 附錄 I –《環境、社會及管治報告指引》內容索引(續)

Aspects 層面	Description 描述	Position/Remarks 位置/備註
<b>B. Society</b>		
<b>B. 社會</b>		
<b>B1 Aspect: Recruitment</b>		
<b>層面B1：僱傭</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	Responsibility Towards Staff 員工責任
B1.1	Total number of staff by gender, employment type, age group and region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Labour Standards 勞工準則
B1.2	The turnover ratio of employees by gender, age group and region 按性別、年齡組別及地區劃分的僱員流失比率	Overview of Social Responsibility Data 社會責任數據總覽
<b>B2 Aspect: Health and safety</b>		
<b>層面B2：健康與安全</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：	Responsibility Towards Staff 員工責任
B2.1	Number and ratio of work-related fatalities 因工作關係而死亡的人數及比率	Safety and Health 安全與健康
B2.2	Lost working days due to work injury 因工傷損失工作日數	Safety and Health 安全與健康
B2.3	Description of occupational health and safety measures adopted and how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Safety and Health 安全與健康
<b>B3 Aspect: Development and training</b>		
<b>層面B3：發展及培訓</b>		
General disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	Responsibility Towards Staff 員工責任
B3.1	Percentage of trained employees by gender and employee category (e.g. senior management, middle management, etc.) 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比	Career Development 職業發展
B3.2	Average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Overview of Social Responsibility Data 社會責任數據總覽

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Appendix I – Content Index Based on the ESG Reporting Guide (Continued)

#### 附錄 I –《環境、社會及管治報告指引》內容索引(續)

Aspects 層面	Description 描述	Position/Remarks 位置/備註
<b>B4 Aspect: Labour standards</b>		
<b>層面B4：勞工準則</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Responsibility Towards Staff 員工責任
B4.1	Description of measures for reviewing recruitment practices to avoid child labour and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Labour Standards 勞工準則
B4.2	Description of steps taken to eliminate the relevant violations when discovered 描述在發現違規情況時消除有關情況所採取的步驟	Not Applicable 不適用
<b>B5 Aspect: Supply chain management</b>		
<b>層面B5：供應鏈管理</b>		
General disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策	Market Responsibility 市場責任
B5.1	Number of suppliers by region 按地區劃分的供貨商數目	Not Disclosed 未披露
B5.2	Description of practices relating to the engagement of suppliers, the number of suppliers to which the practices are implemented and how they are implemented and monitored 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目、以及有關慣例的執行及監察方法	Supplier Management 供應商管理
<b>B6 Aspect: Product responsibility</b>		
<b>層面B6：產品責任</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Market Responsibility 市場責任
B6.1	Percentage of recalled products for safety and health reasons among the total products sold or delivered 已售或已運送產品總數中因安全與健康理由而須回收的百分比	Market Responsibility 市場責任
B6.2	Number of complaints received for products and service and relevant solutions 接獲關於產品及服務的投訴數目以及應對方法	Customer Service 客戶服務

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Appendix I – Content Index Based on the ESG Reporting Guide (Continued)

#### 附錄 I –《環境、社會及管治報告指引》內容索引(續)

Aspects 層面	Description 描述	Position/Remarks 位置/備註
B6.3	Description of practices relating to maintenance and protection of intellectual property 描述與維護及保障知識產權有關的慣例	Coal Mining Machinery Product liability 煤機機械產品責任
B6.4	Description of quality inspection process and product recall procedure 描述質量檢定過程及產品回收程序	Coal Mining Machinery Product Liability 煤機機械產品責任
B6.5	Description of consumer data protection and privacy policy and how they are implemented and monitored 描述消費者數據保障及私隱政策，以及相關執行及監察方法	Customer Service 客戶服務
<b>B7 Aspect: Anti-corruption</b>		
<b>層面B7：反貪污</b>		
General disclosure 一般披露	Information on:(a) the policies; and(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料	Market Responsibility 市場責任
B7.1	Number and results of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period 於彙報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Anti-corruption 反腐倡廉
B7.2	Description of precautions and reporting procedures and how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	Anti-corruption 反腐倡廉
<b>B8 Aspect: Community</b>		
<b>層面B8：社區</b>		
General disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities interests 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策	Community Responsibility 社區責任
B8.1	Concentrated contribution fields (e.g. education, environmental affairs, labour demands, health, culture, sports) 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	Community Responsibility 社區責任
B8.2	Sources (e.g. money or time) used on concentrated fields 在專注範疇所動用資源(如金錢或時間)	Community Responsibility 社區責任



# Independent Auditor's Report

## 獨立核數師報告



### To the Shareholders of Zhengzhou Coal Mining Machinery Group Company Limited

(incorporated in the People's Republic of China with limited liability)

### Opinion

#### What we have audited

The consolidated financial statements of Zhengzhou Coal Mining Machinery Group Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 146 to 291, which comprise:

- the consolidated statement of financial position as at 31 December 2018;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## 羅兵咸永道

致鄭州煤礦機械集團股份有限公司股東

(於中華人民共和國註冊成立的有限公司)

### 意見

#### 我們已審計的內容

鄭州煤礦機械集團股份有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)載於第146頁至第291頁的綜合財務報表,包括:

- 於二零一八年十二月三十一日的綜合財務狀況表;
- 截至該日止年度的綜合損益及其他全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

#### 我們的意見

我們認為,該等綜合財務報表已根據《國際財務報告準則》(「國際財務報告準則」)真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

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## Independent Auditor's Report

### 獨立核數師報告

#### Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

#### Key Audit Matters

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

Key audit matters identified in our audit are summarised as follows:

- Determination of loss allowance for trade receivables
- Impairment assessment of goodwill
- Purchase price allocation for a business combination – the acquisition of SEG Automotive Germany GmbH

#### 獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(「專業會計師道德守則」)(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

#### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 釐定貿易應收款項的虧損撥備
- 商譽減值評估
- 業務合併的收購價格分攤 – 收購 SEG Automotive Germany GmbH

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matters (Continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### Determination of loss allowance for trade receivables

#### 釐定貿易應收款項的虧損撥備

Refer to notes 2, 3, 4 and 30 to the consolidated financial statements.

As at 31 December 2018, the carrying amounts of the Group's trade receivables were RMB4,907 million for which a loss allowance of RMB853 million was provided.

Management assesses the loss allowance for trade receivables on a periodical basis. Loss allowances for trade receivables are calculated based on management's estimates of the lifetime expected credit losses, which is determined by taking into account: a) the customers' repayment history, aging profile of their overdue balances, their current financial positions and other relevant circumstances; and b) forecasts of future economic conditions.

We identified the determination of loss allowance for trade receivables as a key audit matter because the estimation of expected credit loss is inherently subjective and requires significant management judgements and estimates.

#### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

We performed the following procedures in relation to management's assessment when determining the loss allowance for trade receivables:

- We obtained an understanding and evaluated management's design and tested the key controls which management adopted for the determination of loss allowance for trade receivables;
- We assessed the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements and estimates, including:
  - i) Evaluated the customer's repayment history by checking the settlement evidence of the trade receivables to cash receipt and testing the aging profile of trade receivables to sales invoices and other relevant documents, on a sample basis;
  - ii) On customers having a higher risk of default:
    - Understood management's process in identifying customers having a higher risk of default;
    - Obtained and reviewed those customers' background information and their current financial position provided by management;
    - Reviewed transactions with those customers and their respective collection patterns in the past, and discussed with management to understand the circumstances applicable to relevant customers; and
  - iii) Evaluated whether the historical loss rates were appropriately adjusted based on current economic conditions and forward-looking information by making reference to market data.

Based on the procedures performed, we found the judgement and estimates adopted by management in determining the determination of loss allowance for trade receivables are supported by available evidence.

## Independent Auditor's Report

### 獨立核數師報告

#### Key Audit Matters (Continued)

#### 關鍵審計事項(續)

##### Key Audit Matter

##### 關鍵審計事項

##### Determination of loss allowance for trade receivables (Continued) 釐定貿易應收款項的虧損撥備(續)

請參閱綜合財務報表附註2、附註3、附註4及附註30。

於二零一八年十二月三十一日，貴集團貿易應收款項的賬面值為人民幣4,907百萬元，相應虧損撥備人民幣853百萬元。

管理層定期評估貿易應收款項的虧損撥備，該撥備根據管理層對整個存續期預期信貸虧損的估計計算，而該等預期信貸虧損乃經考慮以下因素後釐定：a)客戶的還款記錄、逾期結餘的賬齡、其當前財務狀況及其他相關情況；及b)對未來經濟狀況的預測。

由於釐定預期信貸虧損較為主觀，且需要管理層作出重大判斷與估計，因此，我們將釐定貿易應收款項的虧損撥備確定為關鍵審計事項。

##### How our audit addressed the Key Audit Matter

##### 我們的審計如何處理關鍵審計事項

我們對管理層在釐定貿易應收款項的虧損撥備時的評估已進行下述審計程序：

- 我們了解及評估管理層的設計以及測試管理層對釐定貿易應收款項虧損撥備採取的主要監控；
- 我們通過檢查管理層用於達致有關判斷和估計的信息來評估管理層作出的虧損撥備估計的合理性，具體包括：
  - i) 我們選取樣本檢查核對了貴集團客戶的還款記錄及貿易應收款項的賬齡；
  - ii) 我們對違約風險較高的客戶已執行下述程序：
    - 了解管理層識別具有較高違約風險客戶的過程；
    - 獲取並審核管理層提供的該等客戶的背景信息及其當前的財務狀況；
    - 審核與該等客戶的交易及其各自的過往收款記錄，並且與管理層討論以了解於相關客戶的情況；及
  - iii) 通過參考市場數據，評估歷史虧損率是否根據當前經濟狀況和前瞻性信息進行適當調整。

根據已執行之程序，我們發現管理層在作出貿易應收款項虧損撥備時的判斷及估計被相關證據所支持。

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matters (Continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### Impairment assessment of goodwill

#### 商譽減值評估

Refer to notes 2, 4, and 19 to the consolidated financial statements.

At 31 December 2018, the Group held goodwill amounted to RMB854 million, against which a provision of RMB109 million was made to certain CGUs.

Goodwill was being allocated to different cash generating units ("CGUs") for the goodwill impairment assessment. Management has engaged an external valuer to assist with the annual impairment assessment. The recoverable amounts of the CGUs were determined based on the value-in-use calculations using cash flow projections, which involved using key assumptions such as annual revenue growth rate, gross profit rate, and discount rate.

We focused on this area due to (a) the magnitude of the carrying amount of goodwill; and (b) the complexity and significant judgements and estimates involved in the goodwill impairment assessment process.

#### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

We performed the following procedures in relation to management's impairment assessments of goodwill:

- For those goodwill assessments that management has engaged an external valuer to assist with the annual impairment assessment, we obtained and reviewed the valuation reports, and evaluated the external valuer's independence, competence, capabilities and objectivity;
- We involved our internal valuation expert to assess the appropriateness of the valuation approaches adopted;
- We evaluated management's key assumptions used, with the involvement of our internal valuation experts and performed the following procedures:
  - i) Compared the annual revenue growth rate and gross profit rate with the Group's historical results and the Group's approved business plan, taking into consideration market trends;
  - ii) Assessed the discount rates used by benchmarking the discount rates against external market data;
  - iii) Evaluated management's sensitivity analysis around the key assumptions used, to ascertain the extent to which adverse changes would result in goodwill being impaired;
- We tested the accuracy of the calculations applied in the valuation models for the calculation of impairment provisions;

Based on the procedures performed, we considered that management's judgement in the impairment assessments was supported by available evidence.

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matters (Continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### Impairment assessment of goodwill (Continued)

#### 商譽減值評估(續)

請參閱綜合財務報表附註2、附註4及附註19。

於二零一八年十二月三十一日，貴集團商譽的賬面值為人民幣854百萬元，並對部分現金產生單位計提商譽減值準備人民幣109百萬元。

商譽被分配至不同的現金產生單位(「現金產生單位」)以進行商譽的減值評估。管理層聘請外部估值師協助進行年度減值評估。現金產生單位的可收回金額乃根據未來現金流量預測的使用價值計算釐定，其中涉及使用的主要假設有年度收入增長率、毛利率及折現率等。

由於(a)商譽的賬面值金額重大，且(b)商譽減值評估過程複雜並涉及重大判斷與估計，因此，我們將商譽減值評估確定為關鍵審計事項。

#### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

我們對管理層進行的商譽減值評估已進行下述審計程序：

- 對於管理層聘請外部估值師協助進行年度減值評估的該等商譽評估，我們獲取並審閱估值師出具的估值報告，並且評估了外部估值師的獨立性、專業勝任能力和客觀性；
- 我們使用了內部評估專家來評估所採用的估值方法的適當性；
- 我們評估了管理層使用的關鍵假設，並由我們的內部評估專家參與並執行了以下程序：
  - i) 考慮市場趨勢後，將年度收入增長率和毛利率與貴集團的歷史業績和經批准的業務計劃進行比較；
  - ii) 通過與外部市場數據對比以衡量折現率，從而評估使用的折現率的合理性；
  - iii) 對管理層敏感度分析中使用的關鍵假設進行評估，以確定不利變化導致商譽減值的程度；
- 我們測試了估值模型中就計算減值撥備應用的計算準確性；

根據已執行之程序，我們認為管理層在減值評估中作出的判斷被相關證據所支持。

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matters (Continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### Purchase price allocation for a business combination – the acquisition of SEG Automotive Germany GmbH 業務合併的收購價格分攤 – 收購SEG Automotive Germany GmbH

Refer to notes 4, and 43 to the consolidated financial statements.

In January 2018, the Group completed the acquisition of SEG Automotive Germany GmbH ("SEG") (the "Acquisition").

The Acquisition was accounted for using the acquisition method under IFRS 3 – Business Combinations. The identifiable assets acquired and liabilities assumed were measured at their fair values at the acquisition date. The determination of fair values involved significant management judgement, in particular the valuation of acquired patent rights and customer relationship that were determined using various valuation models, which involve the use of key assumptions in cash flows forecasts prepared by management. The Group has engaged an external valuer to perform valuation and to determine the fair value of the identifiable assets acquired and liabilities assumed for purchase price allocation purpose as at the acquisition date.

We identified the valuation of the acquired and identifiable assets and liabilities as a key audit matter as it involves significant estimations and judgements by management.

#### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

We performed the following procedures in relation to the purchase price allocation by management:

- We reviewed the sale and purchase agreement for the terms and conditions;
- We obtained and reviewed the valuation report from the external valuer. We evaluated the external valuer's independence, competence, capabilities and objectivity;
- We assessed management's identification of SEG's identifiable assets acquired and liabilities assumed at the date of acquisition based on investment contracts, SEG's financial information and the relevant accounting standards;
- We assessed the appropriateness of the valuation models adopted by management with the involvement of our internal valuation experts; and
- We also assessed the reasonableness of the key assumptions used in the underlying cash flow forecasts prepared by management, by comparing these assumptions to SEG's historical performance, market data and approved budget of SEG.

Based on the procedures performed, we found the key assumptions used in recording the fair value of the assets acquired and the liabilities assumed were supported by available evidence.

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matters (Continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### Purchase price allocation for a business combination – the acquisition of SEG Automotive Germany GmbH (Continued) 業務合併的收購價格分攤－收購SEG Automotive Germany GmbH(續)

請參閱綜合財務報表附註4及附註43。

於二零一八年一月，貴集團完成對SEG Automotive Germany GmbH (「SEG」)的收購(以下簡稱「收購事項」)。

收購事項採用《國際財務報告準則第3號－企業合併》項下的收購法進行入賬。所收購的可識別資產及所承擔的負債按收購日的公平值計量。公平值的確定涉及重大的管理層判斷，特別是通過使用各種估值模型確定的專利權和客戶關係的估值，該些估值模型中涉及於管理層擬備的現金流量預測使用關鍵假設。貴集團已委聘外部估值師對收購日所收購的可識別資產及負債進行估值，並確定其公平值，以分攤收購價格。

由於已收購可識別資產及負債的估值涉及由管理層作出重大估計及判斷，因此，我們將此事項確定為關鍵審計事項。

#### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

針對管理層的收購價格分攤，我們已進行之審計程序包括：

- 我們審閱了買賣協議的條款和條件；
- 我們獲得並審閱了外部估值師的估值報告。我們評估了外部估值師的獨立性、專業勝任能力和客觀性；
- 根據投資合同、SEG的財務信息及相關會計準則，我們評估了管理層識別出的SEG在收購日收購的可識別資產和負債；
- 我們在內部估值專家的參與下評估了管理層採用的估值模型的適當性；及
- 我們亦將管理層所擬備相關現金流量預測中使用的關鍵假設與SEG的歷史業績、市場數據和經批准的預算進行比較，以評估該等假設的合理性。

根據已執行之程序，我們發現記錄所收購資產和負債的公平值所用的關鍵假設由可得憑證支持。



## Independent Auditor's Report 獨立核數師報告

### Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the chairman's statement (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and Management Discussion and Analysis, Directors, Supervisors and Senior Management, Corporate Governance Report, Report of the Board of Directors, Report of the Board of Supervisors, and Environmental, Social and Governance Report, which are expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read Management Discussion and Analysis, Directors, Supervisors and Senior Management, Corporate Governance Report, Report of the Board of Directors, Report of the Board of Supervisors, and Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

### Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

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

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

The Audit Committee are responsible for overseeing the Group's financial reporting process.

### 其他信息

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日前取得的董事長報告書內的信息，但不包括綜合財務報表及我們的核數師報告，以及預期會在本核數師報告日後取得的管理層討論與分析、董事、監事及高級管理層、企業管治報告、董事會報告書、監事會工作報告及環境、社會及管治報告內的信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不也將不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對在本核數師報告日前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀管理層討論與分析、董事、監事及高級管理層、企業管治報告、董事會報告書、監事會工作報告及環境、社會及管治報告後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與審核委員會溝通，並考慮我們的法律權利和義務後採取適當行動。

### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及《香港公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

## Independent Auditor's Report 獨立核數師報告

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

## Independent Auditor's Report 獨立核數師報告

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Chiu Kong, Edmond.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 26 March 2019

### 核數師就審計綜合財務報表承擔的責任 (續)

- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳朝光。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一九年三月二十六日

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>	5	<b>26,011,730</b>	7,546,701
Cost of sales	銷售成本	11	<b>(21,159,849)</b>	(5,899,296)
<b>Gross profit</b>	<b>毛利</b>		<b>4,851,881</b>	1,647,405
Other income	其他收入	7	<b>106,060</b>	112,116
Other gains and losses	其他收益及虧損	8	<b>(174,503)</b>	(85,260)
Selling and distribution expenses	銷售及分銷開支	11	<b>(1,044,119)</b>	(400,069)
Administrative expenses	行政開支	11	<b>(1,203,184)</b>	(709,650)
Research and development expenses	研發費用	11	<b>(1,030,195)</b>	(265,434)
Reversal of net impairment losses on financial and contract assets	金融及合同資產減值 虧損淨額撥回		<b>46,947</b>	139,007
Share of (loss)/profit of associates	應佔聯營公司(虧損)/溢利	21	<b>(49,642)</b>	18,399
Share of profit of a joint venture	應佔一間合營企業溢利	22	<b>5,908</b>	6,193
Finance costs	融資成本	9	<b>(220,415)</b>	(39,681)
<b>Profit before tax</b>	<b>除稅前溢利</b>		<b>1,288,738</b>	423,026
Income tax expense	所得稅開支	10	<b>(349,830)</b>	(82,866)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>938,908</b>	340,160
Profit for the year attributable to:	以下人士應佔年內溢利：			
Owners of the Company	本公司股東		<b>832,344</b>	284,250
Non-controlling interests	非控股權益		<b>106,564</b>	55,910
			<b>938,908</b>	340,160

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Other comprehensive income:</b>				
		Note 附註		
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>			
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>不會於其後重新分類至損益之項目：</i>			
Remeasurement of post-employment benefit obligations	重新計量退休福利責任		(60,990)	-
Changes in the fair value of financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產公平值變動		(17,585)	-
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>			
Exchange differences arising on translation	換算產生之匯兌差額		(6,249)	(5,576)
Fair value gain on available-for-sale financial assets	可供出售之金融資產公平值收益		-	13,290
Cash flow hedging	現金流量對沖		2,279	(71,020)
Share of fair value gain on available-for-sale financial assets of an associate, net of related income tax	應佔一間聯營公司可供出售金融資產公平值收益，扣除有關所得稅		-	22,730
Other comprehensive expense for the year, net of income tax	年內其他全面開支，扣除所得稅		(82,545)	(40,576)
<b>Total comprehensive income for the year</b>	<b>年內全面收入總額</b>		<b>856,363</b>	299,584
Total comprehensive income for the year attributable to:	以下人士應佔年內全面收入總額：			
Owners of the Company	本公司股東		749,799	243,674
Non-controlling interests	非控股權益		106,564	55,910
			<b>856,363</b>	299,584
<b>EARNINGS PER SHARE</b>	<b>每股盈利</b>			
- Basic (RMB cents)	- 基本(人民幣分)	15	<b>48.04</b>	16.67

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
	Note 附註		
<b>NON-CURRENT ASSETS</b>			
<b>非流動資產</b>			
Property, plant and equipment	16	4,865,313	2,714,133
Leasehold land and land use rights	17	440,964	508,559
Investment properties	18	193,820	44,009
Goodwill	19	853,808	345,768
Intangible assets	20	1,578,613	558,499
Investments in associates	21	393,472	449,089
Investments in a joint venture	22	40,006	34,099
Financial assets at fair value through other comprehensive income	23	31,540	-
Available-for-sale investments	23	-	50,580
Deferred tax assets	24	442,322	242,246
Finance lease receivables	25	28,508	38,476
Long-term receivables	26	422,235	152,354
Contract related assets	27	35,410	-
Loans receivable from associates and a joint venture	28	10,000	19,750
Prepayment for acquisition of a subsidiary	43	-	3,345,626
		<b>9,336,011</b>	<b>8,503,188</b>
<b>CURRENT ASSETS</b>			
<b>流動資產</b>			
Leasehold land and land use rights	17	-	11,551
Finance lease receivables, current portion	25	24,958	31,475
Long-term receivables, current portion	26	131,926	141,857
Loans receivable from associates and a joint venture	28	9,750	34,000
Inventories	29	3,960,844	1,832,133
Trade and other receivables	30	6,326,997	5,893,072
Transferred trade receivables	35	242,879	225,297
Financial assets at fair value through profit or loss	23	355,539	-
Financial assets at fair value through other comprehensive income	23	3,955,287	-
Derivative financial instruments	23	4,401	-
Other financial assets	23	-	62,000
Tax recoverable		29,661	17,374
Bank deposits	31	884,480	954,205
Cash and cash equivalents	31	2,746,038	1,745,177
		<b>18,672,760</b>	<b>10,948,141</b>
<b>Total assets</b>		<b>28,008,771</b>	<b>19,451,329</b>
<b>總資產</b>		<b>28,008,771</b>	<b>19,451,329</b>

## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
	Note 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Borrowings	借貸	1,848,242	818,000
Deferred tax liabilities	遞延稅項負債	341,611	142,683
Contract liabilities	合同負債	39,790	-
Redemption liabilities	贖回負債	1,177,921	1,066,617
Provisions	撥備	228,810	-
Employee benefit obligations	僱員福利責任	280,903	-
Other non-current liabilities	其他非流動負債	95,934	43,902
		<b>4,013,211</b>	2,071,202
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	8,130,550	4,432,701
Contract liabilities	合同負債	1,390,874	-
Advance from customers	客戶按金	-	814,717
Income tax liabilities	所得稅負債	147,150	27,888
Borrowings	借貸	1,019,585	191,000
Provisions	撥備	738,499	113,217
Liabilities associated with transferred trade receivables	與已轉讓的貿易應收款項有關的負債	242,879	225,297
Derivative financial instruments	衍生金融工具	35,179	-
		<b>11,704,716</b>	5,804,820
<b>Total liabilities</b>	<b>總負債</b>	<b>15,717,927</b>	7,876,022

## Consolidated Statement of Financial Position

### 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		Note 附註	
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>		
Share capital	股本	37	1,732,471
Share premium	股份溢價		4,199,421
Reserves	儲備		5,525,318
Equity attributable to owners of the Company	本公司股東應佔權益		11,457,210
Non-controlling interests	非控股權益	38	833,634
<b>Total equity</b>	<b>權益總額</b>		12,290,844
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		28,008,771

The consolidated financial statements on pages 146 to 291 were approved and authorised for issue by the Board of Directors on 26 March 2019 and are signed on its behalf by:

載列於第146至291頁的綜合財務報表於二零一九年三月二十六日經董事會批准及授權刊發，並由下列人士代表簽署：

**Jiao Chengyao**  
焦承堯  
DIRECTOR  
董事

**Jia Hao**  
賈浩  
DIRECTOR  
董事



# Statement of Changes in Equity

## 權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company 本公司股東應佔									Non-controlling interests 非控股權益	Total equity 權益總額
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Revaluation reserve 重估儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定盈餘儲備 RMB'000 人民幣千元 (note a) (附註a)	Currency Translation reserve 貨幣匯兌儲備 RMB'000 人民幣千元	Cash flow hedging reserves 現金流量對沖儲備 RMB'000 人民幣千元 (note c) (附註c)	Other reserves 其他儲備 RMB'000 人民幣千元 (附註b)	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
At 31 December 2017	於二零一七年十二月三十一日	1,732,471	4,199,421	62,348	569,775	(2,211)	-	97,877	4,140,525	10,800,206	775,101	11,575,307
Change in accounting policy (note 2.3)	會計政策變動(附註2.3)	-	-	(42,516)	-	-	-	-	42,516	-	-	-
Restated total equity at 1 January 2018	於二零一八年一月一日 重列權益總額	1,732,471	4,199,421	19,832	569,775	(2,211)	-	97,877	4,183,041	10,800,206	775,101	11,575,307
Profit for the year	年內溢利	-	-	-	-	-	-	-	832,344	832,344	106,564	938,908
Other comprehensive income (expense) for the year	年內其他全面收益(開支)	-	-	(78,575)	-	(6,249)	2,279	-	-	(82,545)	-	(82,545)
Total comprehensive income (expense) for the year	年內全面收益(開支)總額	-	-	(78,575)	-	(6,249)	2,279	-	832,344	749,799	106,564	856,363
Transfer (note a)	轉讓(附註a)	-	-	-	64,009	-	-	-	(64,009)	-	-	-
Transaction with minority interest	與少數股東權益之交易	-	-	-	-	-	-	-	(6,172)	(6,172)	6,172	-
Dividends (note 14)	股息(附註14)	-	-	-	-	-	-	-	(86,623)	(86,623)	(54,203)	(140,826)
At 31 December 2018	於二零一八年十二月三十一日	1,732,471	4,199,421	(58,743)	633,784	(8,460)	2,279	97,877	4,858,581	11,457,210	833,634	12,290,844
At 1 January 2017	於二零一七年一月一日	1,621,122	3,409,354	26,328	552,539	3,365	71,020	97,877	3,892,568	9,674,173	84,357	9,758,530
Profit for the year	年內溢利	-	-	-	-	-	-	-	284,250	284,250	55,910	340,160
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)	-	-	36,020	-	(5,576)	(71,020)	-	-	(40,576)	-	(40,576)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	36,020	-	(5,576)	(71,020)	-	284,250	243,674	55,910	299,584
Issue of A shares for acquisition of subsidiaries	就收購附屬公司發行A股	93,220	652,542	-	-	-	-	-	-	745,762	-	745,762
Issue of A shares	發行A股	18,129	137,525	-	-	-	-	-	-	155,654	-	155,654
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	634,834	634,834
Transfer (note a)	轉讓(附註a)	-	-	-	17,236	-	-	-	(17,236)	-	-	-
Dividends (note 14)	股息(附註14)	-	-	-	-	-	-	-	(19,057)	(19,057)	-	(19,057)
At 31 December 2017	於二零一七年十二月三十一日	1,732,471	4,199,421	62,348	569,775	(2,211)	-	97,877	4,140,525	10,800,206	775,101	11,575,307

Note a: In accordance with the Company Law of PRC and the Articles of Association of the Company and all subsidiaries established in the PRC, the Company and these subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the Company and these subsidiaries.

Note b: The other reserves mainly represent the contribution from the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government, the ultimate controlling party of the Company, and is recognised as contribution from the ultimate controlling party of the Company.

Note c: The cash flow hedging reserve presents the cumulative effective portion of gains and losses arising on changes in fair value of hedging instruments entered into for cash flow hedges. The cumulative gains and losses arising on changes in fair value of the hedging instrument that are recognised and accumulated under the cash flow hedging reserve will be reclassified to profit or loss only when the hedged item affects the profit or loss, or is included as an adjustment to the non-financial hedged item.

附註a: 根據中國公司法及本公司及其所有中國附屬公司的章程細則,本公司及該等附屬公司需要將除稅後溢利撥出10%至法定盈餘儲備,直至法定盈餘儲備已達相關公司的註冊資本50%為止。進行轉撥必須在向權益持有人分派股息前進行。法定盈餘儲備可用於彌補以前年度的虧損、擴充現有營運或轉為本公司及該等附屬公司的額外資本。

附註b: 其他儲備主要指本公司的最終控制方河南省政府國有資產監督管理委員會的出資,並確認為本公司最終控制方之出資。

附註c: 現金流量對沖儲備指對沖工具進入現金流量對沖後產生之公平值變動的收益及虧損的累計有效部分。已確認及於現金流量對沖儲備累計的對沖工具之公平值變動的累計收益及虧損僅在對沖項目影響損益時方會重新分類至損益,或計入非財務對沖項目的調整之內。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	除稅前溢利	<b>1,288,738</b>	423,026
Adjustments for:	調整：		
Finance costs	融資成本	<b>220,415</b>	39,681
Interest income on bank deposits, long-term receivables and finance lease receivables	銀行存款、長期應收款項及融資租賃應收款項之利息收入	<b>(53,928)</b>	(65,072)
Interest income on debt investment	債務投資之利息收入	<b>—</b>	(13,142)
Share of loss/(profit) of associates	應佔聯營公司虧損/(溢利)	<b>49,642</b>	(18,399)
Share of profit of a joint venture	應佔一間合營企業溢利	<b>(5,908)</b>	(6,193)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	<b>(1,978)</b>	5,883
Gain on disposal of financial asset at fair value through profit or loss	出售以公平值計量且其變動計入損益的金融資產收益	<b>(3,041)</b>	—
Net fair value loss of derivative financial instruments	衍生金融工具公平值淨虧損	<b>25,948</b>	—
Gain on disposal of an available-for-sale investment	出售可供出售投資之收益	<b>—</b>	(2,730)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>796,019</b>	249,275
Depreciation of investment properties	投資物業折舊	<b>1,589</b>	1,589
Amortisation of intangible assets	無形資產攤銷	<b>175,048</b>	54,689
Release of leasehold land and land use rights	租賃土地及土地使用權撥回	<b>12,728</b>	12,275
Reverse for net impairment losses on financial and contract assets	金融及合同資產減值虧損淨額撥回	<b>(46,947)</b>	(139,007)
Impairment of goodwill	商譽減值	<b>109,125</b>	—
(Reversal)/Accrual of inventory provision	(撥回)/應計存貨撥備	<b>(11,164)</b>	9,728
Effect of foreign exchange rate changes	匯率變動之影響	<b>40,473</b>	70,789
Operating cash flows before movements in working capital	營運資金變動前之營運現金流量	<b>2,596,759</b>	622,392
Increase in inventories	存貨增加	<b>(696,742)</b>	(525,085)
Decrease/(Increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	<b>2,113,138</b>	(896,685)
Increase in financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產增加	<b>(3,245,513)</b>	—
Increase in long-term receivables and finance lease receivables	長期應收款項及融資租賃應收款項增加	<b>(208,972)</b>	(95,026)
Increase in trade and other payables	貿易及其他應付款項增加	<b>841,392</b>	1,704,741
Increase in contract liabilities (advance from customer)	合同負債(客戶墊款)增加	<b>74,272</b>	540,510
Cash generated from operations	經營業務所得現金	<b>1,474,334</b>	1,350,847
Income tax paid	已付所得稅	<b>(401,592)</b>	(112,982)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>1,072,742</b>	1,237,865

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest income on bank deposits, long-term receivables and finance lease receivables	銀行存款、長期應收款項及融資租賃應收款項之利息收入	53,928	63,873
Interest income on debt security	債務證券之利息收入	-	16,009
Government grants related to assets received	就資產收取的政府補助	10,408	5,530
Payment prepaid for acquisition of a subsidiary	收購一間附屬公司之預付款項	-	(3,345,626)
Dividends received from associates	已收聯營公司股息	7,686	5,913
Proceeds on disposal of financial assets at fair value through profit or loss	出售以公平值計量且其變動計入損益的金融資產所得款項	3,041	-
Proceeds on disposal of derivative financial instruments	出售衍生金融工具所得款項	15,913	-
Proceeds on disposal of an available-for-sale investment	出售可供出售投資所得款項	-	3,150
Proceeds on disposal of debt investment	出售債務投資所得款項	-	391,751
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	60,661	32,511
Purchases of property, plant and equipment	購置物業、廠房及設備	(843,924)	(414,887)
Payments for leasehold land and land use rights	租賃土地及土地使用權之付款	(5,224)	(15,217)
Purchases of other intangible assets	購置其他無形資產	(410,655)	(2,148)
Payments for structured deposits	結構性存款之付款	(354,243)	(3,412,000)
Proceeds from structured deposits	結構性存款所得款項	62,000	4,435,000
Payments for loans receivable from a joint venture	應收一間合營企業貸款之付款	-	(10,000)
Repayment of loans receivable from a joint venture	應收一間合營企業貸款之還款	10,000	9,231
Payments for business combination, net of cash acquired (note 43)	業務合併之付款，扣除所收購現金(附註43)	(426,950)	(1,428,063)
Payments for establishment of an associate	成立一間聯營公司之付款	-	(1,748)
Placement of bank deposits with original maturity over three months	存放原到期三個月以上的銀行存款	(30,590)	(86,410)
Withdrawal of bank deposits with original maturity over three months	提取原到期日期三個月以上的銀行存款	86,410	50,000
Payment of pledged bank deposits	支付已抵押銀行存款	(2,719,582)	(2,104,696)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	2,733,487	1,494,728
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(1,747,634)</b>	<b>(4,313,099)</b>

## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from issue of placing A shares	發行配售A股所得款項	—	157,907
Payment of issue costs for placing A shares	配售A股發行成本之付款	—	(2,253)
Proceeds from non-controlling shareholders of subsidiaries for joint investment	就聯合投資自附屬公司非控股股東所得款項	—	1,066,617
Proceeds received from the equipment leasing companies (note 35)	已收設備租賃公司所得款項(附註35)	124,445	149,975
Proceeds from new borrowings raised	新借貸所得款項	2,041,589	1,016,000
Repayment of borrowings	償還借貸	(206,000)	(95,000)
Interests paid	已付利息	(103,278)	(40,271)
Dividends paid to Company's shareholders	已付本公司股東股息	(86,623)	(19,057)
Dividends paid to non-controlling interests	已付非控股權益股息	(54,203)	—
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES (note 44)</b>	<b>融資活動所得現金淨額(附註44)</b>	<b>1,715,930</b>	2,233,918
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>1,041,038</b>	(841,316)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動之影響</b>	<b>(40,177)</b>	(45,909)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於一月一日之現金及現金等價物</b>	<b>1,745,177</b>	2,632,402
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b> represented by cash and cash equivalents (note 31)	<b>於十二月三十一日之現金及現金等價物</b> 代表現金及現金等價物(附註31)	<b>2,746,038</b>	1,745,177

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 1 General information

Zhengzhou Coal Mining Machinery Group Company Limited (the “Company”) was established in the People’s Republic of China (the “PRC”) on 28 December 2008 as a joint stock company with limited liability under the Company Law of the PRC after a reorganisation of Zhengzhou Coal Mining Machinery Group Co., Ltd., a state owned enterprise in the PRC. On October 28 2015, 32.14% of the Company’s total issued share capital held by the State-owned Assets Supervision and Administration Commission of Henan Provincial People’s Government (“Henan SASAC”) were transferred to Henan Machinery Investment Group, a wholly-owned subsidiary of Henan SASAC. In the opinion of the directors of the Company, upon completion of the share transfer, the parent of the Company is Henan Machinery Investment Group and its ultimate controlling party is Henan SASAC of the PRC Government.

On 3 August 2010, the Company completed its initial public offering and listing of 140,000,000 A shares on the Shanghai Stock Exchange under the stock code 601717.SS. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 00564) on 5 December 2012.

The respective addresses of the registered office and the principal place of business of the Company are disclosed in the corporate information section of the annual report. The Company and its subsidiaries (collectively the “Group”) are mainly engaged in manufacturing of coal mining machinery and auto parts.

### 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

#### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) and disclosure requirements of the Hong Kong Companies ordinance Cap. 622. The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) – measured at fair value, and
- defined benefit pension plans – plan assets measured at fair value.

### 1 一般資料

鄭州煤礦機械集團股份有限公司(「本公司」)於中華人民共和國(「中國」)國有企業鄭州煤礦機械集團有限責任公司重組後，根據中國公司法於二零零八年十二月二十八日在中國成立為股份有限公司。於二零一五年十月二十八日，由河南省人民政府國有資產監督管理委員會(「河南國資委」)持有之本公司已發行股本總額的32.14%轉讓予河南省國資委之全資附屬公司河南機械裝備投資集團。本公司董事認為，在股份轉讓完成後，本公司母公司為河南機械裝備投資集團，其最終控制方是中國政府轄下之河南國資委。

於二零一零年八月三日，本公司完成140,000,000股A股首次公開發售並在上海證券交易所上市(股份代號601717.SS)。本公司於二零一二年十二月五日在香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：00564)。

本公司相關註冊辦事處地址及主要營業地點於年報「公司資料」一節披露。本公司與其附屬公司(合稱「本集團」)從事煤礦機械及汽車零部件製造兩大主業。

### 2 主要會計政策概要

編製該綜合財務報表所應用的主要會計政策載列下文。除特別說明外，該等政策被貫徹運用於所有的呈列年度。該財務報表為本集團財務報表，包括本公司及其附屬公司。

#### 2.1 綜合基準

綜合財務報表乃根據國際財務報告準則(「國際財務報告準則」)以及香港公司條例第622章的披露規定編製。綜合財務報表乃按歷史成本基準編製，惟下列除外：

- 若干金融資產及負債(包括衍生工具) – 按公平值計量，及
- 定額福利退休金計劃 – 計劃資產按公平值計量。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.1 Basis of preparation (Continued)

The preparation of the financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 below.

### 2.2 Changes in accounting policies

#### (a) New and amended standards adopted by the Group

The Group has applied the following standards and amendments that are relevant to the Group for the first time for their annual reporting period commencing 1 January 2018:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- Classification and Measurement of Share-based Payment Transactions – Amendments to IFRS 2
- Annual Improvements 2014-2016 cycle
- Interpretation 22 Foreign Currency Transactions and Advance Consideration

Except for IFRS 9 and IFRS 15, other changes to accounting standards do not have significant impact on the Group's financial statements.

#### (b) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2018 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

## 2 主要會計政策概要(續)

### 2.1 綜合基準(續)

遵照國際財務報告準則要求，編製財務報表須使用若干重大會計估計。其亦要求管理層在應用本集團的會計政策過程中行使其判斷。涉及高度判斷性或複雜性，或其假設及估計對綜合財務報表屬重大的範圍於下文附註4披露。

### 2.2 會計政策變動

#### (a) 本集團已採納的新訂及經修訂準則

本集團已於二零一八年一月一日開始的年度報告期間首次應用下列與本集團相關的準則及其修訂：

- 國際財務報告準則第9號「金融工具」
- 國際財務報告準則第15號「與客戶之間的合同產生的收入」
- 以股份為基礎的付款交易的分類及計量－國際財務報告準則第2號修訂本
- 二零一四年至二零一六年週期的年度改進
- 詮釋第22號「外幣交易及預付代價」

除國際財務報告準則第9號及國際財務報告準則第15號外，其他會計準則變動對本集團的財務報表並無重大影響。

#### (b) 尚未採納的新訂準則及其詮釋

本集團並無提早採納若干已頒布但於二零一八年十二月三十一日報告期間尚未強制生效之新訂會計準則及解釋。本集團對該等新訂準則及解釋的影響評估載於下文。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.2 Changes in accounting policies (Continued)

##### (b) New standards and interpretations not yet adopted (Continued)

###### *IFRS 16 – Leases*

###### Nature of change

IFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

###### Impact

The Group has set up a project team which has reviewed all leasing arrangements over the last year in light of the new lease accounting rules in IFRS 16. The standard will affect primarily the accounting for the Group's operating leases.

As at December 31, 2018, the Group has non-cancellable operating lease commitments of RMB794,663,000, see note 40.

The Group expects to recognise right-of-use assets of approximately RMB699,517,000 on 1 January 2019, lease liabilities of approximately RMB699,517,000 (after adjustments for prepayments and accrued lease payments recognised as at December 31, 2018).

Operating cash flows will increase and financing cash flows decrease by approximately RMB140,861,000 as repayment of the principal portion of the lease liabilities will be classified as cash flows from financing activities.

The Group's activities as a lessor are not material and hence the Group does not expect any significant impact on the financial statements. However, some additional disclosures will be required in 2019.

The Group expects that net profit after tax will decrease by approximately RMB6,743,000 for 2019 as a result of adopting the new rules.

### 2 主要會計政策概要(續)

#### 2.2 會計政策變動(續)

##### (b) 尚未採納的新訂準則及其詮釋(續)

###### *國際財務報告準則第16號 – 租賃*

###### 變動性質

國際財務報告準則第16號於二零一六年一月頒布。其取消區分經營租賃及融資租賃，導致幾乎所有的租賃須由承租人於資產負債表中確認。根據新訂準則，須確認資產(租賃項目的使用權)及支付租金金融負債，惟短期租賃及低價值租賃除外。

###### 影響

本集團已成立一個項目團隊根據國際財務報告準則第16號中新訂租賃會計規則對所有租賃安排進行審閱。該準則將主要影響本集團經營租賃的會計處理。

於二零一八年十二月三十一日，本集團的不可撤銷經營租賃承諾為人民幣794,663,000元(見附註40)。

本集團預期於二零一九年一月一日確認使用權資產約人民幣699,517,000元，租賃負債約人民幣699,517,000元(就於二零一八年十二月三十一日確認的預付款項及應計租賃付款進行調整後)。

由於租賃負債的本金部分還款將分類至融資活動所得現金流量，營運現金流量將增加，而融資現金流量則減少約人民幣140,861,000元。

本集團作為出租人的業務屬不重大，因此，本集團預期對財務報表並無重大影響。然而，於二零一九年將須額外披露若干資料。

本集團預期，因採納新規則導致二零一九年除稅後淨利潤減少約人民幣6,743,000元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.2 Changes in accounting policies (Continued)

#### (b) New standards and interpretations not yet adopted (Continued)

##### *IFRS 16 – Leases (Continued)*

Date of adoption by the Group

The Group will apply the standard from its mandatory adoption date of 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. All right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expense).

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

### 2.3 Adoption of IFRS 9 and IFRS 15

#### (a) Impact on the financial statements

This note explains the impact of the adoption of IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers on the Group's financial statements and also discloses the new accounting policies that have been applied from 1 January 2018, where they are different to those applied in prior periods.

The Group elected to adopt IFRS 9 and IFRS 15 without restating comparative information. The reclassifications and the adjustments arising from the new impairment and revenue recognition rules are therefore not reflected in the consolidated balance sheet as at 31 December 2017, but are recognised in the opening consolidated balance sheet on 1 January 2018.

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by standard below.

## 2 主要會計政策概要(續)

### 2.2 會計政策變動(續)

#### (b) 尚未採納的新訂準則及其詮釋(續)

##### *國際財務報告準則第16號 – 租賃(續)*

本集團採納之日期

本集團將自強制採納日期二零一九年一月一日起應用該準則。本集團擬採納簡化過渡方法，而不會重列首次採納前之年度的比較款項。所有使用權資產將於採納時按租賃負債的金額計量(就任何預付或應計租賃開支調整)。

概無其他尚未生效，但預期會於當前或未來報告期間對實體或對可見未來交易產生重大影響的準則。

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號

#### (a) 對財務報表的影響

本附註介紹了採納國際財務報告準則第9號「金融工具」及國際財務報告準則第15號「與客戶之間的合同產生的收入」對本集團財務報表的影響，並披露了自二零一八年一月一日起實施的新會計政策與往期會計政策的差異。

本集團採納國際財務報告準則第9號和國際財務報告準則第15號，選擇不重述比較信息。因此，新減值要求和收入確認要求導致的重新分類和調整未反映在二零一七年十二月三十一日的綜合資產負債表中，但確認於二零一八年一月一日的期初綜合資產負債表中。

下表呈列了就每個報表項目的調整。不受影響的報表項目不包括在內。因此，所披露的小計和總計無法根據以下所呈列的數字重新計算得出。相關調整在後文中按準則進行了更詳盡的說明。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (a) Impact on the financial statements (Continued)

Balance sheet (extract)	資產負債表(摘要)	Note 附註	31 Dec 2017 As originally presented 二零一七年 十二月三十一日 如前列報 RMB'000 人民幣千元	Adjustment on initial adoption of IFRS 9 首次採納國際 財務報告準則 第9號的調整	Adjustment on initial adoption of IFRS 15 首次採納國際 財務報告準則 第15號的調整	1 January 2018 Restated 二零一八年 一月一日 經重列 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>					
<b>Non-current assets</b>	<b>非流動資產</b>					
Financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產	(i)	-	49,124	-	49,124
Financial assets at fair value through profit or loss	以公平值計量且其變動計入損益的金融資產	(ii)&(iii)	-	63,456	-	63,456
Other financial assets	其他金融資產	(iii)	62,000	(62,000)	-	-
Available-for-sale financial assets	可供出售金融資產	(i)&(ii)	50,580	(50,580)	-	-
			112,580	-	-	112,580
<b>Current assets</b>	<b>流動資產</b>					
Trade and other receivables	貿易及其他應收款項	(iv)	5,893,072	(2,915,356)	-	2,977,716
Financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產	(iv)	-	2,915,356	-	2,915,356
			5,893,072	-	-	5,893,072
<b>Total assets</b>	<b>總資產</b>		6,005,652	-	-	6,005,652
<b>Liabilities</b>	<b>負債</b>					
<b>Current liabilities</b>	<b>流動負債</b>					
Contract liabilities	合同負債	(v)	-	-	814,717	814,717
Advance from customers	客戶墊款	(v)	814,717	-	(814,717)	-
<b>Total liabilities</b>	<b>總負債</b>		814,717	-	-	814,717
<b>Equity</b>	<b>權益</b>					
Other reserve	其他儲備	(vi)	62,348	(42,516)	-	19,832
Retained earnings	保留盈利	(vi)	4,140,525	42,516	-	4,183,041
<b>Total equity</b>	<b>總權益</b>		4,202,873	-	-	4,202,873

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (a) 對財務報表的影響(續)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (a) Impact on the financial statements (Continued)

##### IFRS 9 Financial Instruments

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets.

The adoption of IFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. The new accounting policies are set out in Note 3 below.

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (a) 對財務報表的影響(續)

##### 國際財務報告準則第9號「金融工具」

國際財務報告準則第9號取代了國際會計準則第39號關於金融資產和金融負債的確認、分類與計量、金融工具終止確認與金融資產減值的相關規定。

自二零一八年一月一日起採納國際財務報告準則第9號「金融工具」導致會計政策的變動和對財務報表確認金額的調整。新會計政策載於下文附註3。

	Notes 附註	2017 二零一七年 RMB'000 人民幣千元
<b>Closing retained earnings</b>		
<b>31 December – IAS 39</b>		
Impact of an associate reclassified its available-for-sale financial assets to FVPL on 1 January 2018	十二月三十一日期末保留盈利 — 根據國際會計準則第39號計算 於二零一八年一月一日一間聯營公司 將其可供出售金融資產重新分類至以 公平值計量且其變動計入損益的影響 (vi)	4,140,525 42,516
<b>Opening retained earnings</b>		
<b>1 January 2018 – IFRS 9</b>	二零一八年一月一日期初保留盈利 — 根據國際財務報告準則第9號計算	4,183,041

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (b) Classification and measurement

- (i) *Reclassification from available-for-sale to financial assets at fair value through other comprehensive income ("FVOCI")*

The Group held the equity securities listed in Hong Kong with the amount of RMB49,124,000 on 1 January 2018. Before 1 January 2018, the change of the fair value of the equity securities listed in Hong Kong was recorded in other comprehensive income. The Group has chosen to still record the change of the fair value of those equity securities at FVOCI.

- (ii) *Reclassification from available-for-sale to financial assets at fair value through profit or loss ("FVTPL"):*

The Group held the unlisted equity securities listed with the amount of RMB 1,456,000 on 1 January 2018. Before 1 January 2018, the change of the fair value of the unlisted equity securities was recorded in other comprehensive income, which is immaterial. The Group has chosen to record the change of the fair value of those equity securities at FVTPL upon adoption of IFRS 9.

- (iii) *Reclassification from other financial assets to financial assets at FVTPL*

The Group held the structured deposits with the amount of RMB 62,000,000 on 1 January 2018. Before 1 January 2018, the change of the fair value of the structured deposits was recorded in profit or loss. The Group has chosen to still record those instruments at FVTPL.

- (iv) *Reclassification from trade and other receivables to financial assets at FVOCI*

Certain notes receivable with contractual cash flows represent solely payments of principal and interest, were reclassified to financial assets at fair value through other comprehensive income, as the Group's business model is achieved both by collecting contractual cash flows and selling of these assets. As a result, the amount of RMB 2,915,356,000 was reclassified from trade and other receivables to financial assets at FVOCI on 1 January 2018.

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (b) 分類及計量

- (i) *自可供出售的金融資產重新分類至以公平值計量且其變動計入其他全面收益(「以公平值計量且其變動計入其他全面收益」)的金融資產*

於二零一八年一月一日，本集團持有金額為人民幣49,124,000元的香港上市股本證券。於二零一八年一月一日前，香港上市股本證券的公平值變動記錄於其他全面收益。本集團選擇仍以公平值計量且其變動計入其他全面收益記錄該等股本證券的公平值變動。

- (ii) *自可供出售的金融資產重新分類至以公平值計量且其變動計入損益(「以公平值計量且其變動計入損益」)的金融資產：*

於二零一八年一月一日，本集團持有金額為人民幣1,456,000元的未上市股本證券。於二零一八年一月一日前，未上市股本證券的公平值變動記錄於其他全面收益且並不重大。於採納國際財務報告準則第9號後，本集團選擇以公平值計量且其變動計入損益記錄該等股本證券的公平值變動。

- (iii) *自其他金融資產重新分類至以公平值計量且其變動計入損益的金融資產*

於二零一八年一月一日，本集團持有金額為人民幣62,000,000元的結構性存款。於二零一八年一月一日前，結構性存款的公平值變動記錄於損益。本集團選擇仍以公平值計量且其變動計入損益記錄該等工具。

- (iv) *自貿易及其他應收款項重新分類至以公平值計量且其變動計入其他全面收益的金融資產*

帶有僅為支付本金及利息合同現金流量的若干應收票據已重新分類至以公平值計量且其變動計入其他全面收益的金融資產，原因為本集團的業務模式可通過收取合同現金流量及出售該等資產達成。因此，於二零一八年一月一日，金額為人民幣2,915,356,000元的款項由貿易及其他應收款項重新分類至以公平值計量且其變動計入其他全面收益的金融資產。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (b) Classification and measurement (Continued)

(v) *Reclassification from advance from customers to contract liabilities*

The balance of advance from customers is related with non-cancellable contract. Thus the balance should be recognised as contract liabilities under IFRS 15. As a result, the amount of RMB 814,717,000 was reclassified from advance from customers to contract liabilities on 1 January 2018.

(vi) *Impact of an associate reclassified its available-for-sale financial assets to FVPL*

An associate of the Group held certain equity investments which were reclassified from available-for-sale to financial assets at FVPL upon adoption of IFRS 9. Related fair value gains of RMB 42,516,000 shared by the Group were transferred from valuation reserve to retained earnings on 1 January 2018.

(vii) *Impairment of financial assets*

The Group has certain types of financial assets that are subject to IFRS 9's new expected credit loss model:

- trade and other receivables (excluding prepayments to suppliers)
- long-term receivables
- finance lease receivables
- loans receivable from associates and a joint venture
- transferred trade receivables
- cash and cash equivalents
- bank deposits

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (b) 分類及計量(續)

(v) *自客戶墊款重新分類至合同負債*

客戶墊款結餘與不可取消的合同有關。因此，有關結餘應根據國際財務報告準則第15號確認為合同負債。因此，於二零一八年一月一日，金額為人民幣814,717,000元的款項自客戶墊款重新分類為合同負債。

(vi) *一間聯營公司將其可供出售金融資產重新分類至以公平值計量且其變動計入損益的金融資產的影響*

採用國際財務報告準則第9號後，本集團一間聯營公司持有的若干股本投資由可供出售金融資產重新分類為以公平值計量且其變動計入損益的金融資產。於二零一八年一月一日，本集團分佔的相關公平值收益人民幣42,516,000元由估值儲備劃轉至保留盈利。

(vii) *金融資產減值*

本集團持有如下類別的金融資產在國際財務報告準則第9號新預期信貸虧損模型的適用範圍內：

- 貿易及其他應收款項(不包括向供應商支付的預付款項)
- 長期應收款項
- 融資租賃應收款項
- 應收聯營公司及一間合營企業貸款
- 已轉讓貿易應收款項
- 現金及現金等價物
- 銀行存款

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (b) Classification and measurement (Continued)

##### (vii) Impairment of financial assets (Continued)

For trade receivables, long-term receivables, finance lease receivables, and transferred trade receivables, the Group applies the IFRS 9 simplified approach to measuring expected credit losses (“ECL”) which uses a lifetime expected loss allowance. The restatement of the loss allowance on transition to IFRS 9 on 1 January 2018 was immaterial.

While cash and cash equivalents, bank deposits, are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

For loans receivable from associates and a joint venture and other receivables (excluding prepayments to suppliers), the Group applies the IFRS 9 three-stage approach to measuring ECL. Impairment losses are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. Other receivables comprise: other tax recoverable, deposit, and others. Since the credit risk of other receivables are considered not significantly increase since initial recognition, therefore the impairment provision is determined as 12 months ECL.

The additional impairment loss for loans receivable from associates and a joint venture and other receivables was immaterial upon adoption of the expected loss approach under IFRS 9 as at 1 January 2018.

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (b) 分類及計量(續)

##### (vii) 金融資產減值(續)

就貿易應收款項、長期應收款項、融資租賃應收款項及已轉讓貿易應收款項而言，本集團應用國際財務報告準則第9號簡化方法計量適用整個存續期的預期虧損撥備的預期信貸虧損（「預期信貸虧損」）。於二零一八年一月一日過渡至國際財務報告準則第9號的經重列虧損撥備並非重大。

儘管現金及現金等價物、銀行存款亦須遵守國際財務報告準則第9號減值規定，惟所識別的減值虧損亦並非重大。

就應收聯營公司及一間合營企業貸款以及其他應收款項（不包括向供應商支付的預付款項）而言，本集團應用國際財務報告準則第9號三個階段法計量預期信貸虧損。減值虧損視乎信貸風險自首次確認後有否顯著增加，按12個月預期信貸虧損或整個存續期的預期信貸虧損計量。倘若應收款項的信貸風險自首次確認後顯著增加，則減值按整個存續期的預期信貸虧損計量。其他應收款項包括：其他可收回稅項、按金及其他。因自初始確認起其他應收款項的信貸風險被認為並無大幅增加，因此，減值撥備按12個月預期信貸虧損釐定。

於二零一八年一月一日根據國際財務報告準則第9號採納預期虧損法後，有關應收聯營公司及一間合營企業貸款以及其他應收款項的額外減值虧損並不重大。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.3 Adoption of IFRS 9 and IFRS 15 (Continued)

#### (c) IFRS 15 Revenue from Contracts with Customers

IFRS 15 replaces the previous revenue standards: IAS 18 Revenue and IAS 11 Construction Contracts, and the related Interpretations on revenue recognition. IFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach: (1) Identify the contract(s) with customer; (2) Identify separate performance obligations in a contract; (3) Determine the transaction price; (4) Allocate transaction price to performance obligations and (5) Recognise revenue when performance obligation is satisfied. The core principle is that a company should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an approach of transfer of risk and rewards to an approach based on transfer of control. IFRS 15 provides specific guidance on capitalisation of contract cost and license arrangements. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. Under IFRS 15, an entity recognises revenue when a performance obligation is satisfied.

The Group elected to use a modified retrospective approach for transition which allows the Group to recognise the cumulative effects of initially applying IFRS 15 as an adjustment to the opening balance of retained earnings in the 2018 financial year. The Group elected to apply the practical expedient for completed contracts and did not restate the contracts completed before 1 January 2018, thus the comparative figures have not been restated.

IFRS 15 replaces the provisions of IAS 18 Revenue that relate to the recognition, classification and measurement of revenue and costs. The effects of the adoption of IFRS 15 are immaterial on 1 January 2018, except for the reclassification of liabilities related to contract with customers as disclosed in the table in notes 2.3 (a).

## 2 主要會計政策概要(續)

### 2.3 採納國際財務報告準則第9號及國際財務報告準則第15號(續)

#### (c) 國際財務報告準則第15號「與客戶之間之合同產生的收入」

國際財務報告準則第15號取代了先前收入準則：國際會計準則第18號「收入」、國際會計準則第11號「建築合同」及關於收入確認相關詮釋。國際財務報告準則第15號透過五步法構建一個綜合框架，以釐定確認收入的時間及確認收入的金額：(1)識別與客戶訂立的合同；(2)識別合同中獨立的履約責任；(3)釐定交易價格；(4)將交易價格分配至履約義務；及(5)於履約責任達成時確認收入。核心原則為一間公司應確認收入，以體現向客戶轉讓承諾貨品或服務，其數額反映公司交換該等貨品或服務預期應得的代價。其由基於風險及回報轉移方式的收入確認模式，轉向基於控制權轉移的方式。國際財務報告準則第15號就合同成本及許可安排資本化提供具體指引。其亦包括一套有關實體與客戶之間之合同產生的收入與現金流量的性質、金額、時間及不確定性的嚴密披露規定。根據國際財務報告準則第15號，實體於履約責任達成時確認收入。

本集團選擇使用經修訂追溯法以作過渡，此法讓本集團確認首次應用國際財務報告準則第15號的累計影響作為二零一八年財政年度保留盈利的年初結餘的調整。本集團選擇就已完成合同應用可行權宜之法，並無對於二零一八年一月一日前已完成的合同進行重列，因此比較數字並無予以重列。

國際財務報告準則第15號取代了國際會計準則第18號「收入」關於收入與成本的確認、分類與計量的規定。於二零一八年一月一日，採納國際財務報告準則第15號的影響不重大，惟附註2.3(a)表中披露與客戶之間之合同有關的負債重新分類除外。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies

##### Principles of consolidation and equity accounting

###### (a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. (Note 2.4).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, and other comprehensive income, statement of changes in equity and statement of financial position respectively.

###### (b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策

##### 合併原則及權益會計處理

###### (a) 附屬公司

附屬公司指本集團擁有控制權的所有實體(包括結構性實體)。當本集團自參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體活動的主導權影響該等回報時，則本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面合併入賬，並於終止控制權當日起不再合併入賬。

本集團採用收購會計法將業務合併入賬(附註2.4)。

本集團公司間交易、結存及未變現收益均會對銷。未變現虧損亦會對銷，除非該交易顯示已轉讓資產減值的證據。附屬公司的會計政策已在需要時作出變更，以確保與本集團所採納會計政策一致。

附屬公司業績及權益中的非控股權益分別於綜合損益及其他全面收益表、權益變動表及財務狀況表中單獨呈列。

###### (b) 聯營公司

聯營公司為本集團對其擁有重大影響但不擁有控制權或共同控制權的所有實體。於一般情況下，本集團擁有介乎20%至50%的投票權。於初步按成本確認後，對聯營公司的投資採用權益會計法入賬。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Principles of consolidation and equity accounting (Continued)

##### (c) Joint arrangements

Under IFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position.

##### (d) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.4.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 合併原則及權益會計處理(續)

##### (c) 合營安排

根據香港財務報告準則第11號「合營安排」，對合營安排的投資須分類為共同經營或合營企業，視乎各投資者的合同權益和義務而定，而非合營安排的法律結構。本集團已評估其合營安排的性質，並確定其為合營企業。

在綜合財務狀況表中按成本進行初步確認後，對合營公司的投資採用權益會計法入賬。

##### (d) 權益會計法

根據權益會計法，投資初步按成本確認，其後進行調整以於損益確認本集團應佔被投資方收購後溢利或虧損，並於其他全面收益確認本集團應佔被投資方其他全面收益的變動。已收或應收聯營公司及合營企業的股息確認為投資賬面值扣減。

倘本集團應佔權益入賬投資的虧損等於或超過其於該實體的權益(包括任何其他無抵押長期應收款項)，則本集團不會確認進一步虧損，除非已代表另一實體承擔責任或作出付款。

本集團與其聯營公司及合營公司之間交易的未變現收益按本集團於該等實體的權益予以對銷。未變現虧損亦會予以對銷，除非該交易顯示已轉讓資產減值的證據。權益入賬被投資方的會計政策已在需要時作出變更，以確保與本集團所採納會計政策一致。

權益入賬投資的賬面值根據附註2.4所述政策進行減值測試。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Principles of consolidation and equity accounting (Continued)

###### (e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 合併原則及權益會計處理(續)

###### (e) 擁有權權益變動

本集團將不導致喪失控制權的非控股權益交易視作與本集團權益擁有人的交易。擁有權權益變動導致控股與非控股權益賬面值調整，以反映其於附屬公司的相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司權益擁有人應佔權益中的獨立儲備內確認。

當本集團因喪失控制權、共同控制權或重大影響力而停止合併入賬或按權益入賬一項投資時，於實體的任何保留權益重新按公允價值計量，而賬面值變動於損益確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益而言，該公允價值為初始賬面值。此外，先前於其他全面收益就該實體確認的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這意味著先前於其他全面收益確認的金額重新分類至損益或轉撥至適用香港財務報告準則所指明／許可的另一權益類別內。

倘於一間合營企業或聯營公司的擁有權權益減少但保留共同控制權或重大影響力，則先前於其他全面收益確認的金額僅有一定比例份額重新分類至損益(如適用)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Business combinations

The Group applies the acquisition method to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquiree, and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss. Amounts classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 業務合併

本集團採用收購會計法將所有業務合併入賬，不論是否已收購股本工具或其他資產。收購一間附屬公司轉讓的代價包括：

- 所轉讓資產的公平值
- 被收購業務前擁有人所產生負債
- 本集團已發行股本權益
- 或然代價安排所產生任何資產或負債的公平值，及
- 附屬公司任何先前存在的股本權益的公平值。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債，首先以其於收購日期的公平值計量。本集團以逐項收購基準，按公平值或按非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

所轉讓代價、被收購實體的任何非控股權益金額及於被收購方先前的任何股本權益於收購日期的公平值超出所收購可識別資產淨值的公平值時，其差額以商譽列賬。

或然代價分類為權益或金融負債。分類為金融負債的金額其後將重新按公平值計量，且公平值變動於損益中確認。分類為權益的金額不再重新計量，其後續結算在權益中入賬。

倘業務合併分階段進行，則收購方先前持有的被收購方股本權益於收購日期的賬面值按於收購日期的公平值重新計量。任何因重新計量產生的收益或虧損於損益中確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as executive directors of the Company.

#### Foreign currency translation

##### (a) Functional and presentation currency

Items included in the Historical Financial Information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The Company's functional currency is RMB as its key activities and transactions are denominated in RMB. The Group's presentation currency is RMB.

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within "other gains and losses".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 分部報告

經營分部按照與向主要經營決策人(「主要經營決策人」)提供的內部報告一致的方式報告。負責分配資源及評估經營分部的表現的主要經營決策人已被確定為本公司的執行董事。

#### 外幣換算

##### (a) 功能及列賬貨幣

本集團各實體歷史財務報表所列項目乃按該實體經營所在地主要經濟環境的貨幣(「功能貨幣」)計量。由於本公司的主要業務及交易以人民幣計值，故其功能貨幣為人民幣。本集團的列賬貨幣為人民幣。

##### (b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣。結算該等交易產生的外匯收益及虧損以及以外幣計值的貨幣資產及負債以年終匯率換算所產生的外匯收益及虧損一般於損益中確認。如其涉及合資格的現金流量對沖及合資格投資淨額對沖或歸屬於海外業務投資淨額的一部分，則其在權益中遞延入賬。

與借款有關的匯兌收益及虧損在損益表內的「融資成本」中呈列。所有其他匯兌收益及虧損在損益表內的「其他收益及虧損」中以淨額呈列。

按公平值計量的外幣非貨幣項目，採用公平值釐定日期的匯率換算。按公平值列賬的資產及負債的換算差額作為公平值收益或虧損的一部分列報。例如，非貨幣資產及負債(如以公平值計量且其變動計入損益持有的權益)的換算差額於損益中確認為公平值收益或虧損的一部分，而非貨幣資產(如分類為以公平值計量且其變動計入其他全面收益的權益)的換算差額在其他全面收益中確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Foreign currency translation (Continued)

##### (c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognized in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified into statement of profit or loss, as part of "other gain and losses".

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 外幣換算(續)

##### (c) 集團公司

其功能貨幣與列賬貨幣不同的海外業務(當中並無惡性通貨膨脹經濟的貨幣)的業績及財務狀況按如下方法換算為列賬貨幣:

- 所呈列的各財務狀況表的資產及負債按該財務狀況表日期的收市匯率換算;
- 各損益及其他全面收益表的收入及開支按平均匯率換算(除非該匯率非交易日當時利率累積影響的合理近似值,於該情況下,收入及開支於交易日期換算);及
- 所有由此產生的匯兌差額在其他全面收益中確認。

於綜合入賬時,因換算於海外實體的任何投資淨額所產生的匯兌差額以及指定為該等投資對沖的借款及其他金融工具所產生的匯兌差額在其他全面收益中確認。當出售海外業務或償還構成投資淨額一部分的任何借款時,相關的匯兌差額將重新分類至損益表,作為「其他收益及虧損」的一部分。

因收購海外業務產生的商譽及公平值調整被視為該海外業務的資產及負債,並按期末匯率換算。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Property, plant and equipment

All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The above items of property, plant and equipment except for construction in progress are depreciated on a straight-line basis, taking into account their residual value, at the following rates per annum:

Buildings	2.71%–3.17%
Plant and machinery	9.00%-18.00%
Motor vehicles	18.00%-19.00%
Other equipment	18.00%-19.00%

Property, plant and equipment arising from business acquisition is depreciated over the remaining useful life.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount, and are recognized in "Other gains and losses" in the consolidated statement of profit or loss.

#### Investment properties

Investment properties are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any impairment losses.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 物業、廠房及設備

所有其他物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購項目的直接支出。

僅在項目相關未來經濟利益可能流入本集團且項目成本能可靠計量時，後續成本方會視情況計入資產賬面值或確認為一項獨立資產。作為獨立資產入賬的任何部分的賬面值於重置時解除確認。所有其他維修及保養費用於產生的報告期間於損益扣除。

除在建工程外，上述物業、廠房及設備項目經計及其剩餘價值後以直線法折舊，採用的年率如下：

樓宇	2.71%至3.17%
廠房及機器	9.00%至18.00%
車輛	18.00%至19.00%
其他設備	18.00%至19.00%

業務收購產生的物業、廠房及設備按剩餘使用年期折舊。

於各報告期末會檢討資產的剩餘價值及可使用年期，並作出適當調整。

若資產賬面值高於估計可收回金額，則即時撇減其賬面值至可收回金額。

出售所得的收益及虧損按所得款項與賬面值的差額確定，並於綜合損益表的「其他收益及虧損」確認。

#### 投資物業

投資物業乃持作產生長遠租金收益，且並非由本集團佔用。投資物業按成本(包括相關交易成本及(倘適用)借貸成本)進行初始計量。於初始確認後，投資物業按成本減累計折舊及任何減值虧損列賬。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Intangible assets

##### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the aggregate purchase consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes at the operating segments.

##### (b) Trademarks, patents and customer relationship

Separately acquired trademarks and licences are shown at historical cost. Trademarks, patents and customer relationship acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 無形資產

##### (a) 商譽

收購附屬公司所產生的商譽即所轉讓購買代價、被收購方的任何非控股權益金額與任何先前於被收購方的股本權益在收購日期公平值的總和超過所收購可識別淨資產公平值的部分，收購附屬公司的商譽包括在無形資產內。商譽不予攤銷，惟每年進行減值測試，或當有事件出現或情況變動顯示可能出現減值時進行更頻密減值測試，並按成本減累計減值虧損列賬。出售實體的收益及虧損包括與出售實體有關的商譽賬面值。

就減值測試而言，商譽會分配至現金產生單位。此分配是對預期可從商譽產生的業務合併中獲取利益的現金產生單位或現金產生單位組別而作出的。該等單位或單位組別乃以就內部管理目的按經營分部監察商譽的最低層級識別。

##### (b) 商標、專利及客戶關係

分開購入的商標及牌照按歷史成本列示。在業務合併中購入的商標、專利及客戶關係於購入日期按公平值確認。其使用年期有限並其後按成本減累計攤銷及減值虧損列賬。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Intangible assets (Continued)

##### (c) Development cost

Costs associated with project development are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the technology so that it will be available for use
- management intends to complete the technology and use or sell it
- there is an ability to use or sell the technology
- it can be demonstrated how the technology will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the technology are available, and
- the expenditure attributable to the technology during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the technology include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as development costs in intangible assets and would be transferred to completed development projects or patents, and amortised from the point at which the asset is ready for use over its estimated use life.

##### (d) Research and development

Research expenditure and development expenditure that do not meet the criteria in (c) above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 無形資產(續)

##### (c) 開發成本

有關項目開發成本於產生時確認為開支。本集團所控制的可識別及獨特產品的設計及測試直接應佔開發成本，於符合下列標準時確認為無形資產：

- 完成技術以致其可供使用乃技術上可行
- 管理層有意完成技術並使用或出售
- 有能力使用或出售技術
- 能證明技術日後可能產生經濟利益的方法
- 有足夠的技術、財務和其他資源完成開發並使用或出售技術，及
- 技術在開發期內應佔的開支能可靠地計量。

資本化為部分技術的直接應佔成本包括僱員成本及相關成本的適當部分。

已資本化的開發成本按無形資產中的開發成本入賬，將劃轉至已完工發展項目或專利，並自該資產可供使用時起隨估計使用年期攤銷。

##### (d) 研發

不符合上文第(c)項條件的研究開支及開發開支於產生時確認為開支。先前確認為開支的開發成本於其後期間不會確認為資產。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Intangible assets (Continued)

##### (e) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over the following period:

Trademark	10 years
Software	4–5 years
Patent right	5–10 years
Customer relationship	10 years

#### Impairment of non-financial assets

Goodwill, development cost not yet ready for use and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 無形資產(續)

##### (e) 攤銷方法及期間

本集團按以下期限以直線法攤銷有限可使用年期的無形資產：

商標	10年
軟件	4至5年
專利權	5至10年
客戶關係	10年

#### 非金融資產減值

具有無限使用年期的商譽、未可動用開發成本及無形資產無須攤銷，惟每年進行減值測試，或倘事件或情況變化顯示其可能出現減值，則更頻繁地進行減值測試。其他資產於有事件或情況變動顯示賬面值可能不可收回時，進行減值測試。減值虧損按資產賬面值超逾可收回金額的部分確認。可收回金額為資產公平值減出售成本及使用價值兩者的最高者。就評估減值而言，資產按有獨立可識別現金流入的最低水平分組，而有關現金流入大致上獨立於其他資產或資產組別的現金流入(現金產生單位)。出現減值的非金融資產(商譽除外)乃於各報告期末進行可能撥回減值的審閱。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Financial assets

Accounting policies applied from 1 January 2018.

##### (a) Classification

From January 1, 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income (OCI). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

##### (b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flow from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 金融資產

自二零一八年一月一日起應用會計政策。

##### (a) 分類

自二零一八年一月一日起，本集團按以下計量類別對其金融資產進行分類：

- 其後將以公平值計量且其變動計入其他全面收益或損益計量的金融資產，及
- 將按攤銷成本計量的金融資產。

分類取決於實體管理金融資產及現金流量合同條款的業務模式。

就以公平值計量的資產而言，其收益及虧損於損益或其他全面收益(其他全面收益)列賬。就債務工具投資而言，其取決於持有投資的業務模式。就並非持作買賣的權益工具投資而言，則取決於本集團是否於初始確認時不可撤銷地選擇將權益投資以公平值計量且其變動計入其他全面收益(以公平值計量且其變動計入其他全面收益)入賬。

本集團僅於管理該等資產的業務模式改變時方會對債務投資進行重新分類。

##### (b) 確認及終止確認

金融資產的常規買賣在交易日(即本集團承諾購入或出售該資產之日)確認。當從金融資產收取現金流量的權利已經到期或轉讓，而本集團已將擁有權的絕大部分風險和回報轉讓時，有關金融資產便會終止確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Financial assets (Continued)

##### (c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

##### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains and losses together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 金融資產(續)

##### (c) 計量

在初始確認時，本集團按公平值(倘屬並非以公平值計量且其變動計入損益(以公平值計量且其變動計入損益的金融資產)加上購買金融資產直接應佔的交易成本)計量金融資產。以公平值計量且其變動計入損益列賬金融資產的交易成本於損益支銷。

在確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，會整體考慮金融資產。

##### 債務工具

債務工具的后續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：倘持有資產旨在收取合同現金流量，而該等現金流量純粹為支付本金及利息，則該等資產按攤銷成本計量。該等金融資產的利息收入以實際利率法計入財務收入。終止確認產生任何收益或虧損直接於損益中確認並連同匯兌收益及虧損於其他收益及虧損中呈列。減值虧損於損益表中呈列為獨立項目。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Financial assets (Continued)

##### (c) Measurement (Continued)

##### Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains and losses. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains and losses in the period in which it arises.

##### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets measured at FVPL are recognised in other gains and losses in profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 金融資產(續)

##### (c) 計量(續)

##### 債務工具(續)

- 以公平值計量且其變動計入其他全面收益：倘持有資產目的為收取合同現金流量及銷售金融資產，且資產的現金流量純粹為支付本金及利息，則資產以公平值計量且其變動計入其他全面收益計量。賬面值變動計入其他全面收益，惟減值收益或虧損、利息收入及匯兌收益及虧損於損益中確認。於終止確認金融資產時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於其他收益及虧損確認。該等金融資產所產生利息收入乃使用實際利率法計入財務收入。匯兌收益及虧損於其他收益及虧損呈列，而減值開支在損益表中呈列為獨立項目。
- 以公平值計量且其變動計入損益：不符合攤銷成本或以公平值計量且其變動計入其他全面收益條件的資產乃以公平值計量且其變動計入損益計量。隨後以公平值計量且其變動計入損益的債務投資的損益於其產生期間在損益中確認並在其他收益及虧損中以淨額呈列。

##### 股本工具

本集團隨後按公平值計量所有股本投資。當本集團管理層已選擇於其他全面收益呈列股本投資的公平值收益及虧損，公平值收益及虧損於終止確認投資後不會重新分類至損益。該等投資的股息於本集團收取款項的權利確立時繼續於損益確認。

以公平值計量且其變動計入損益的金融資產公平值變動於損益中確認為其他收益及虧損(按適用情況)。以公平值計量且其變動計入其他全面收益計量的股本投資的減值虧損(及減值虧損撥回)不會因公平值其他變動而分開列報。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Financial assets (Continued)

##### (d) Impairment

From January 1, 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost, FVOCI and FVPL. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group has certain types of financial assets that are subject to IFRS 9's new ECL model. Please refer to note 3 for details.

Accounting policies applied until 31 December 2017

The Group has applied IFRS 9 retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Until 31 December 2017, the Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss,
- loans and receivables, and
- available-for-sale financial assets.

The classification is determined on the nature and purpose of the financial assets and at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 金融資產(續)

##### (d) 減值

自二零一八年一月一日起，本集團對有關其按攤銷成本、以公平值計量且其變動計入其他全面收益及以公平值計量且其變動計入損益列賬的債務工具的預期信貸虧損進行前瞻性評估。所應用的減值方法取決於信貸風險是否大幅增加。

本集團持有若干類別的金融資產在國際財務報告準則第9號新預期信貸虧損模型的適用範圍內。詳情請參閱附註3。

截至二零一七年十二月三十一日止應用的會計政策

本集團已追溯應用國際財務報告準則第9號，惟選擇不重述比較信息。因此，所提供比較信息將繼續按本集團以往會計政策列賬。

截至二零一七年十二月三十一日止，本集團按以下類別對其金融資產進行分類：

- 以公平值計量且其變動計入損益的金融資產，
- 貸款及應收款項，及
- 可供出售金融資產。

分類視乎金融資產之性質及目的並於初步確認時釐定。所有按常規買賣之金融資產按交易數據基準確認及終止確認。按常規買賣指買賣要求在市場規定或慣例所定時限內交付資產之金融資產。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Financial assets (Continued)

##### (d) Impairment (Continued)

##### (i) Reclassification

The Group could choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset was no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables were permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that was unusual and highly unlikely to recur in the near term. In addition, the Group could choose to reclassify financial assets that would meet the definition of loans and receivables out of the held for trading or available-for-sale categories if the Group had the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

Reclassifications were made at fair value as of the reclassification date. Fair value became the new cost or amortised cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date were subsequently made. Effective interest rates for financial assets reclassified to loans and receivables were determined at the reclassification date. Further increases in estimates of cash flows adjusted effective interest rates prospectively.

##### (ii) Subsequent measurement

The measurement at initial recognition did not change an adoption of IFRS 9, see description above.

Subsequent to the initial recognition, loans and receivables were carried at amortised cost using the effective interest method.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 金融資產(續)

##### (d) 減值(續)

##### (i) 重新分類

倘本集團持有非衍生交易性金融資產不再於近期出售，則本集團可選擇將該金融資產自持作買賣類別中重新分類出來。僅當非尋常且極不可能於近期內重複出現的單一事件造成的罕見情況下，金融資產(貸款及應收款除外)方容許自持作買賣類別中重新分類出來。此外，倘本集團有意及能夠於可預見未來或直至重新分類日期屆滿時持有該等金融資產，本集團可選擇將符合貸款及應收款定義的金融資產自持作買賣或可供出售類別中重新分類出來。

重新分類乃按截至重新分類日期的公平值作出。公平值成為新成本或攤銷成本(倘適用)，而後並無撥回於重新分類日期前入賬的公平值損益。重新分類為貸款及應收款項的金融資產之實際利率於重新分類日期釐定，而估計現金流量進一步增加將提早調整實際利率。

##### (ii) 後續計量

初始確認的計量並無因採納國際財務報告準則第9號而改變，見上文所述。

初始確認後，貸款及應收款項採用實際利率法以攤銷成本計量。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Financial assets (Continued)

##### (d) Impairment (Continued)

##### (ii) Subsequent measurement (Continued)

Available-for-sale financial assets and financial assets at FVPL were subsequently carried at fair value. Gains or losses arising from changes in the fair value are recognised as follows:

- for 'financial assets at FVPL' – in profit or loss within other gains and losses
- for available-for-sale financial assets that are monetary securities denominated in a foreign currency – translation differences related to changes in the amortised cost of the security were recognised in profit or loss and other changes in the carrying amount were recognised in other comprehensive income
- for other monetary and non-monetary securities classified as available-for-sale – in other comprehensive income.

Details on how the fair value of financial instruments is determined are disclosed in note 3.

When securities classified as available-for-sale were sold, the accumulated fair value adjustments recognised in other comprehensive income were reclassified to profit or loss as other gains and losses from investment securities.

##### (iii) Impairment

The Group assessed at the end of each reporting period whether there was objective evidence that a financial asset or a group of financial assets was impaired. A financial asset or a group of financial assets was impaired and impairment losses were incurred only if there was objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) had an impact on the estimated future cash flows of the financial asset or group of financial assets that could be reliably estimated. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost was considered an indicator that the assets are impaired.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 金融資產(續)

##### (d) 減值(續)

##### (ii) 後續計量(續)

可供出售金融資產及以公平值計量且其變動計入損益的金融資產後續以公平值計量。公平值變動損益確認如下：

- 就「以公平值計量且其變動計入損益的金融資產」而言，確認於其他收益及虧損內的損益
- 就分類為可供出售金融資產的以外幣計量的貨幣性證券而言，其攤餘成本變動引起的外幣折算差額確認於損益，而賬面值之其他變動確認於其他全面收益
- 就分類為可供出售的其他貨幣性及非貨幣性證券而言，則確認於其他全面收益。

有關如何釐定金融工具之公平值之詳情於附註3中披露。

分類作可供出售的證券售出時，已於其他全面收益確認的累計公平值調整按投資證券的其他收益及虧損重新分類至損益。

##### (iii) 減值

本集團於各報告期末評估是否存在客觀證據顯示一項金融資產或一組金融資產出現減值。僅當客觀跡象顯示於首次確認一項資產後發生一宗或多宗事件導致出現減值(「虧損事件」)，而該宗(或該等)虧損事件對金融資產或該組金融資產的估計未來現金流量已構成可合理估計的影響時，該金融資產或該組金融資產則為出現減值及產生減值虧損。就分類為可供出售的權益工具投資而言，證券的公平值顯著或長期下跌至低於其成本被視為資產出現減值的跡象。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Financial assets (Continued)

##### (d) Impairment (Continued)

##### (iii) Impairment (Continued)

##### Assets carried at amortised cost

For loans and receivables, the amount of the loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset was reduced and the amount of the loss was recognised in profit or loss. If a loan and receivables had a variable interest rate, the discount rate for measuring any impairment loss was the current effective interest rate determined under the contract. As a practical expedient, the Group could measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreased and the decrease could be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss was recognised in profit or loss. Impairment testing of trade receivables is described in note 3.

##### Assets classified as available-for-sale

If there was objective evidence of impairment for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – was removed from equity and recognised in profit or loss.

Impairment losses on equity instruments that were recognised in profit or loss were not reversed through profit or loss in a subsequent period.

If the fair value of a debt instrument classified as available-for-sale increased in a subsequent period and the increase could be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss was reversed through profit or loss.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 金融資產(續)

##### (d) 減值(續)

##### (iii) 減值(續)

##### 以攤銷成本列賬的資產

就貸款及應收款項而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現的估計未來現金流量現值(不包括尚未產生的未來信貸虧損)間的差額計量。資產賬面值已予削減，而虧損金額於損益中確認。如貸款及應收款項存在浮動利率，則計量任何減值虧損的貼現率乃根據合同釐定的現行實際利率。在實際運作上，本集團可能採用可觀察的市場價格根據工具的公平值計量減值。

倘於後續期間，減值虧損的金額減少，而該減少可客觀地與確認減值後發生的事件關連(例如債務人信貸評級改善)，則先前確認減值虧損的撥回將於損益中確認。貿易應收款項的減值測試載於附註3。

##### 分類為可供出售的資產

倘有客觀跡象顯示可供出售金融資產出現減值，累計虧損(按收購成本與現時公平值的差額，減該金融資產先前於損益確認的任何減值虧損計量)從權益剔除，並於損益確認。

於損益確認之權益工具減值虧損並無於其後期間透過損益撥回。

於其後期間，倘分類為可供出售的債務工具的公平值上升，且該上升與於損益確認減值虧損後發生的事件有客觀聯繫，則減值虧損透過損益撥回。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

#### Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges), or
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 抵銷金融工具

倘本集團現時有合法強制執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在資產負債表中報告其淨額。本集團亦訂立不符合抵銷標準的安排，惟仍容許相關金額於破產或終止合同等若干情況下予以抵銷。

#### 衍生工具及對沖活動

衍生工具於訂立衍生工具合同之日按公平值初步確認，其後按其於各報告期末的公平值重新計量。公平值隨後變動的會計處理取決於衍生工具是否指定為對沖工具，如被指定為對沖工具，則取決於對沖項目的性質。本集團指定若干衍生工具作為：

- 對沖已確認資產或負債或一項確定承擔的公平值(公平值對沖)；或
- 對沖與已確認資產或負債或極有可能進行的預測交易現金流量有關的一項特殊風險(現金流量對沖)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Derivatives and hedging activities (Continued)

At the inception of the hedging, The Group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The fair values of derivative financial instruments designated in hedge relationships are disclosed in note 23. Movements in the hedging reserve in shareholders' equity are shown in note 23. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

##### (a) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other gains and losses.

When option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the options as the hedging instrument. Until 31 December 2017, the Group classified foreign currency options as held-for-trading derivatives and accounted for them at FVPL.

Gains or losses relating to the effective portion of the change in intrinsic value of the options are recognised in the cash flow hedge reserve within equity. The changes in the time value of the options that relate to the hedged item ('aligned time value') are recognised within OCI in the costs of hedging reserve within equity.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 衍生工具及對沖活動(續)

於對沖開始時，本集團已記錄對沖工具和對沖項目的經濟關係，包括預期對沖工具的現金流量變動是否抵銷對沖項目的現金流量變動。本集團亦記錄進行對沖交易的風險管理目標及策略。

於對沖關係中指定的衍生金融工具公平值在附註23披露。股東權益的對沖儲備變動載於附註23。當對沖項目的剩餘期限超過12個月時，對沖衍生工具的全數公平值會被分類為非流動資產或負債。當對沖項目的剩餘期限少於12個月時，對沖衍生工具的全數公平值會被分類為流動資產或負債。買賣性質的衍生工具則分類為流動資產或負債。

##### (a) 符合對沖會計處理的現金流量對沖

指定及符合現金流量對沖的衍生工具的公平值變動中有效的部分在權益內的現金流量對沖儲備中確認。有關無效部分的收益或虧損即時於損益中的其他收益或虧損內確認。

當期權合同用於對沖預測交易時，本集團僅指定期權合同的內在價值為對沖工具。直至二零一七年十二月三十一日止，本集團將外幣期權分類為持作買賣衍生工具及以公平值計量且其變動計入損益入賬。

與期權內在價值變動有效部分相關的收益或虧損於權益中的現金流量對沖儲備確認。與對沖項目有關的期權時間價值變動(「調整時間價值」)按權益中的對沖儲備成本於其他全面收益內確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Derivatives and hedging activities (Continued)

##### (a) Cash flow hedges that qualify for hedge accounting (Continued)

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the cash flow hedge reserve within equity. The change in the forward element of the contract that relates to the hedged item ("aligned forward element") is recognised within OCI in the costs of hedging reserve within equity. In some cases, the Group may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- Where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), both the deferred hedging gains and losses and the deferred time value of the option contracts or deferred forward points, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss (for example through cost of sales).
- The gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within finance cost at the same time as the interest expense on the hedged borrowings.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 衍生工具及對沖活動(續)

##### (a) 符合對沖會計處理的現金流量對沖(續)

本集團如訂立遠期合同對沖預測交易，通常會僅將涉及現貨部分的遠期合同的公平值變動指定為對沖工具。與遠期合同現貨部分變動的有效部分有關的收益或虧損於權益中的現金流量對沖儲備確認。涉及對沖項目的合同中的遠期因素變動(「調整遠期因素」)按權益中的對沖儲備成本於其他全面收益內確認。在若干情況下，本集團可能將遠期合同公平值的全部變動(包括遠期點數)指定為對沖工具。此時，與整份遠期合同公平值變動的有效部分有關的收益或虧損於權益中的現金流量對沖儲備中確認。

權益中的累計金額於對沖項目影響損益期間重新分類如下：

- 如對沖項目其後令本集團確認非金融資產(例如存貨)，則遞延對沖收益及虧損以及期權合同或遞延遠期點數(如有)的遞延時間價值均計入資產的初始成本。由於對沖項目影響損益(例如在銷售成本方面)，遞延金額最終於損益確認。
- 與利率掉期對沖浮息借貸的有效部分有關的收益或虧損，於對沖借貸產生利息開支的同時，於損益內的融資成本確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Derivatives and hedging activities (Continued)

###### (a) Cash flow hedges that qualify for hedge accounting (Continued)

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

###### (b) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other gains and losses.

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

##### Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within a year and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See note 30 for further information about the Group's accounting for trade receivables and note 3 for a description of the Group's impairment policies.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 衍生工具及對沖活動(續)

###### (a) 符合對沖會計處理的現金流量對沖(續)

如對沖工具到期、出售或終止，或者不再符合對沖會計處理標準，當其時權益中對沖產生的任何累計遞延收益或虧損及遞延成本仍計入權益，直至發生預測交易導致本集團確認非金融資產(如存貨)。如預計不會發生預測交易，於權益中申報的對沖產生的累計收益或虧損及遞延成本即時重新分類至損益。

###### (b) 不符合對沖會計處理的衍生工具

若干衍生工具不符合對沖會計處理。任何不符合對沖會計處理的衍生工具公平值變動即時於損益中確認，並計入其他收益及虧損。

##### 存貨

存貨按成本及可變現淨值之較低者列賬。成本乃按加權平均法計算。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關生產費用(基於正常營運能力)，不包括借貸成本。可變現淨值指日常業務過程中的估計售價減適當可變的銷售成本。

##### 貿易應收款項

貿易應收款項為於日常業務過程中就銷售貨品或履行服務收取客戶的款項，通常於一年內到期結清，因此均被分類為流動。

貿易應收款項按無條件代價金額初步確認，除非其包括重大融資成分，則按公平值確認。本集團持有的貿易應收款項旨在收集合同現金流量，並因此隨後採用實際利率法按攤銷成本對其進行計量。有關本集團對貿易應收款項的會計處理的進一步資料及本集團減值政策闡述，分別參見附註30及附註3。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities unless payment is not due 12 months after the reporting period.

Trade payables and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 現金及現金等價物

就呈列現金流量表而言，現金及現金等價物包括手頭現金、金融機構活期存款、其他短期高流通量投資(原定到期日為三個月或以下，隨時可轉換為可知金額的現金且價值變動風險不大者)以及銀行透支。銀行透支呈列於資產負債表內流動負債的借貸項下。

#### 股本

普通股會被分類為權益。

發行新股或購股權直接應佔的新增成本會在權益中呈列為所得款項的扣減(扣除稅項)。

#### 貿易及其他應付款項

貿易應付款項為於日常業務過程中就從供應商購買的貨品或服務而應付的款項。除非款項於報告期後12個月內到期，否則貿易應付款項會被分類為流動負債。

貿易應付款項及其他應付款項按公平值初步確認，其後採用實際利率法按攤銷成本計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

##### Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 借貸

借貸按公平值扣除所產生的交易成本初步確認。借貸隨後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值之間的任何差額採用實際利率法於借貸期間在綜合損益表內確認。

在很有可能部分或全部提取融資的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該融資很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並在與其相關融資期間予以攤銷。

除非本集團具有無條件權利將負債的結算遞延至報告期後最少12個月，否則借貸歸類為流動負債。

##### 借貸成本

收購、建設或生產合資格資產(指需要用大量時間方能投入擬定用途或出售之資產)直接應佔之一般及特定借貸成本，乃計入該等資產之成本，直至該等資產絕大部分已準備就緒投入使用或出售為止。

若未用作合資格資產開支之特定借貸暫時用於投資，所賺取之投資收入於合資格資本化之借貸成本扣除。

所有其他借貸成本於產生期間於損益中確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Current and deferred income tax

The income tax expense for the period comprises current and deferred tax. Income tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the income tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the areas where the Company, its subsidiaries, associates and joint ventures operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (b) Deferred income tax

Inside basis differences

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 即期及遞延所得稅

期內所得稅開支包括即期及遞延稅項。所得稅均於綜合損益表內確認，惟與其他全面收益或直接於權益中確認的項目有關者除外。在該情況下，所得稅亦可分別於其他全面收益或直接於權益中確認。

##### (a) 即期所得稅

即期所得稅支出根據本公司、其附屬公司、聯營公司及合營企業經營所在及產生應課稅收入的地區於資產負債表日期已頒布的稅法計算。管理層就有待詮釋的適用稅務法規的情況定期評估報稅表的狀況，並在適當情況下根據預期須向稅務機關繳付的稅款設立撥備。

##### (b) 遞延所得稅

內部基準差額

遞延所得稅按資產及負債的稅基與其在財務報表的賬面值之間的暫時差額確認。然而，如遞延稅項負債產生自初步確認商譽時，則不予確認；如遞延所得稅產生自在交易(不包括業務合併)中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延所得稅乃以於資產負債表日期已頒布或實質頒布的稅率(及稅法)釐定，並預期於變現相關遞延所得稅資產或結算遞延所得稅負債時應用。

僅於可能出現未來應課稅溢利抵銷暫時差額時確認遞延所得稅資產。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Current and deferred income tax (Continued)

###### (b) Deferred income tax (Continued)

###### Outside basis differences

Deferred income tax is provided on temporary differences arising from investments in subsidiaries, joint ventures and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for joint ventures and associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the joint ventures and associates' undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, joint ventures and associates only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

###### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 即期及遞延所得稅(續)

###### (b) 遞延所得稅(續)

###### 外部基準差額

就於附屬公司、合營企業及聯營公司的投資產生的暫時差額計提遞延所得稅，惟本集團控制暫時差額撥回時間，且暫時差額在可見未來很可能不會撥回的遞延所得稅負債，則另作別論。本集團通常無法控制合營企業及聯營公司的暫時差額的撥回。僅在有協議賦予本集團能力控制暫時差額在可見未來撥回時，與合營企業及聯營公司的未分派溢利所產生的應課稅暫時差額相關的遞延稅負債不予確認。

就於附屬公司、合營企業及聯營公司之投資產生的可扣減暫時差額確認之遞延所得稅資產，僅限於暫時差額很可能於未來轉回，並有充足的應課稅溢利抵銷可用的暫時差額時方予以確認。

###### (c) 抵銷

當有法定可執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅實體或有意向以淨額基準結算所得稅結餘的不同應課稅實體所徵收的所得稅時，則可將遞延所得稅資產與負債互相抵銷。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Employee benefits

Employee benefits include short-term employee benefits, post-employment benefits, termination benefits and other long-term employee benefits provided in various forms of consideration in exchange for service rendered by employees or compensations for the termination of employment relationship.

##### (a) Short-term obligations

Short-term employee benefits include employee wages or salaries, bonus, allowances and subsidies, staff welfare, premiums or contributions on medical insurance, work injury insurance and maternity insurance, housing funds, short-term paid absences, labour union running costs and employee education costs, etc. The short-term employee benefit liabilities are recognised in the accounting period in which the service is rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets. Non-monetary benefits are measured at fair value.

##### (b) Pension obligations

The Group operates various pension schemes, including both defined contribution and defined benefit plans.

##### Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group's legal or constructive obligation for the plan is limited to the contributions.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 僱員福利

僱員福利是本集團為獲得僱員提供的服務或解除僱傭關係而給予的各種形式的報酬或補償，包括短期僱員福利、離職後福利、辭退福利及其他長期僱員福利等。

##### (a) 短期責任

短期僱員福利包括僱員工資或薪金、獎金、津貼及補貼、員工福利費、醫療保險、工傷保險、生育保險費用或供款、住房公積金、短期帶薪缺勤、工會營運成本及僱員教育成本等。本集團在僱員提供服務的會計期間確認短期僱員福利負債，並相應計入當期損益或相關資產成本。非貨幣性福利按公平值計量。

##### (b) 退休金責任

本集團推行多個退休金計劃，包括定額供款及定額福利計劃。

##### 定額供款計劃

定額供款計劃為本集團須向獨立實體支付固定供款的退休金計劃。本集團就該計劃的法律或推定責任僅限於供款。

本集團以強制性、合同性或自願性方式向公開或私人管理的退休金保險計劃供款。本集團作出供款後，概無進一步付款責任。供款於到期時確認為僱員福利開支。倘返還或扣減未來付款的現金，預付供款確認為資產。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Employee benefits (Continued)

##### (b) Pension obligations (Continued)

##### Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan.

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The current service cost of the defined benefit plan, recognised in the statement of profit or loss in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in the statement of profit or loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 僱員福利(續)

##### (b) 退休金責任(續)

##### 界定福利計劃

界定福利計劃是一項非界定供款退休金計劃。

界定福利計劃一般界定僱員於退休時收取的退休金福利金額，有關金額通常視乎一項或多項因素，例如年齡、服務年期及賠償而定。

於資產負債表確認的與界定福利退休金計劃有關的負債是報告期末界定福利責任的現值減計劃資產公平值。界定福利責任每年由獨立精算師使用預測單位信貸精算法計算。界定福利責任的現值按以支付福利的貨幣計值且到期期限與相關退休金責任期限相若的優質公司債券的利率貼現預計未來現金流出而釐定。在相關證券並無深度市場的國家，則採用政府債券的市場利率。

界定福利計劃的當期服務成本(於損益表內的僱員福利開支中確認，惟已計入資產成本者除外)反映於本年度因僱員服務而產生的界定福利責任的增加、福利變動、縮減及結算。

因過往調整及精算假設改變產生的精算收益及虧損於產生期間在其他全面收益自權益扣除或計入權益。

過往服務成本隨即於損益表確認。

利息成本淨值按界定福利責任的結餘淨值及計劃資產的公平值，按貼現率計算。該成本於損益表中計入僱員福利開支。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Employee benefits (Continued)

##### (c) Other post-employment obligations

Some group companies provide other post-retirement benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

##### (d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

##### (e) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 僱員福利(續)

##### (c) 其他離職後責任

若干集團公司向退休僱員提供退休後醫療福利。享有此等福利一般以僱員在達到退休年齡前仍在職及已完成最低服務期為條件。此等福利的預期成本利用與界定福利退休金計劃類似的會計處理方法，按僱傭期累計。經驗調整所產生的精算收益及虧損以及精算假設的變動在產生期間內於其他全面收益的權益中扣除或計入。此等責任每年由獨立合資格精算師估值。

##### (d) 離職福利

離職福利在本集團於正常退休日期前終止僱用僱員或當僱員接受自願遣散以換取此等福利時支付。本集團在以下較早日期發生時確認離職福利：(a)當本集團不再能夠撤回此等福利要約時；及(b)當主體就屬於國際會計準則第37號範圍的充足確認成本，並涉及支付離職福利時。在鼓勵僱員自願遣散的要約情況下，離職福利按預期接受要約的僱員人數計算。在報告期末後超過12個月到期的福利應貼現至現值。

##### (e) 僱員休假權利

僱員享有的年假在僱員可享有時確認。本集團會對僱員服務至資產負債表日所累積的年假估算負債作出撥備。

僱員享有的病假及產假直至僱員休假之時方會確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies (Continued)

#### 2.4 The principal accounting policies (Continued)

##### Provision

Provisions for warranty are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

The Group recognises the estimated liability to repair or replace for assurance type-warranty. This provision is calculated based on historical experience of the level of repairs and replacements.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

If an entity has an onerous contract (the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it), the present obligation under the contract is recognised as a provision.

A restructuring provision is recognised only when the general recognition criteria for provision are met. The obligation for a restructuring is often constructive. A constructive restructuring obligation arises only when there is: (a) a detailed formal plan identifying the main features of the restructuring; and (b) a valid expectation in those affected that the entity will carry out the restructuring by starting to implement the plan or announcing its main features to those affected.

A restructuring plan does not create a present obligation at the balance sheet date if it is announced after that date, even if it is announced before the financial statements are approved. A sale or termination of a business might fall under the definition of a restructuring. No obligation arises in respect of restructuring costs associated with the sale of an operation until the entity is committed to the sale (that is, there is a binding sale agreement).

Restructuring provision includes only the direct expenditures arising from the restructuring, which are necessarily entailed by the restructuring and not those associated with the entity's ongoing activities. Any expected gains on the sale of assets are not considered in measuring a restructuring provision.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠估算的情況下，便會確認保修撥備。未來的營運虧損則不會確認撥備。

本集團確認就保障型保修所作維修或更換的估計負債。該撥備按過往維修及更換之經驗計算。

倘承擔若干類似責任，於釐定解除責任是否需要流出資源時，將以整類責任類別為考慮。即使同類責任當中任何一項導致資源流出可能性甚低，亦會確認撥備。

倘實體具有嚴苛合同(履行合約義務所不可避免的成本超過根據合同預期獲得的經濟利益)，則合同下的現時義務確認為撥備。

重組撥備於符合撥備的一般確認標準時方獲確認。重組義務往往具有建設性。建設性重組義務於出現下列情況方會產生：(a)詳盡的正式計劃識別出主要重組特性；及(b)對該等受影響者合理預期實體將開始執行計劃或宣佈對該等受影響者加入主要特性以進行重組。

倘重組計劃於資產負債表日期之後宣佈，即使是於批准財務報表之前宣佈，其於資產負債表日期並無產生現時義務。業務的銷售或終止均可能符合重組的定義。有關銷售業務的重組成本並無產生義務，直至實體保證進行銷售(即存在具有約束力的銷售協議)為止。

重組撥備僅包括源自重組的直接開支，此項開支屬重組的必要開支，而非有關實體持續活動的開支。於計量重組撥備時概無計及任何資產銷售的預期收益。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Revenue recognition

Sales comprise the fair value of the consideration received or receivable from the sale of coal mining machinery, spare parts, auto parts and rendering of services in the ordinary course of the Group's activities. Sales are presented, net of value-added tax, rebates and discounts, and after eliminating sales within the Group.

The Group also assess its role as an agent or principal for each transaction and in an agency arrangement the amounts collected on behalf of the principal are excluded from revenue. The Group recognises revenue when the specific criteria have been met for each of the activities, as described below.

#### Sales of products

The Group manufactures and sells a range of coal mining machineries and auto parts to its customers. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. The retention receivables which will be settled by customers after warranty period, is included in trade receivables.

The Group does not recognise the warranty service as a separate performance obligation in a single contract as the warranty service is assurance type, and the Group's obligation to repair or replace faulty products under the warranty terms is recognised as a provision, see note 34.

#### Transportation and handling cost

As the transportation and handling activities occur before the customer obtains control of related products, they are not separate performance obligation, therefore, related costs are fulfilment costs which are recognised as assets following the adoption of IFRS 15. The assets are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or service to which the assets relate. Due to the short period of transportation, related assets are not material at the balance sheet date.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 收入確認

銷售額包括於本集團一般業務過程中銷售煤礦機械、配件及汽車零部件與提供服務的已收或應收代價的公平值。銷售額經扣除增值稅、回扣及折扣並抵銷本集團內部銷售額後呈列。

本集團亦就每項交易評估其作為代理或主事人的角色，而在代理安排中，代表主事人收取的金額不會計入收入。本集團於各項業務滿足特定條件時確認收入，如下文所述。

#### 銷售產品

本集團製造及銷售一系列煤礦機械和汽車零部件予其客戶。當產品控制權已轉移，產品已交付予客戶，且不存在可能影響客戶對產品接收的未履行債務時，本集團即確認產品銷售收入。當產品已運至指定地點，過時和損失風險已轉讓予客戶，而客戶已根據銷售合同接收產品、或所有接收條款已作廢，或本集團有客觀證據顯示所有接收條款已經履行後，才算滿足貨品已交付的條件。客戶將於保修期後結清的應收保留金計入貿易應收款項。

本集團不會將保修服務確認為單項合同中的單獨履約責任，原因為保修服務為保證類型，且本集團保修條款中修理或更換缺陷產品的責任獲確認為撥備，見附註34。

#### 運輸及處理成本

由於運輸及處理活動於客戶取得有關產品控制權之前發生，其無單獨履約責任，故於採用國際財務報告準則第15號後的有關成本為履約成本及獲確認為資產。資產按與資產相關的貨物或服務轉讓予客戶一致的系統基準進行攤銷。由於運輸時間短，有關資產於結算日屬不重大。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Revenue recognition (Continued)

###### Significant financing component

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Normally, the collection period would be from 3 to 5 years.

###### Rendering of service

Revenue from providing services is recognised in the accounting period in which the services are rendered. The service provided by the Group is mainly related to the service for repairing service.

###### Presentation of assets and liabilities related to contracts with customers

IFRS 15 Revenue from Contracts with Customers requires the presentation of any unconditional rights to consideration as a receivable separately from contract assets. The Group has therefore reclassified its contract assets and contract liabilities upon adoption of IFRS 15.

Contract liabilities are recognised as follows:

- Contract liabilities recognised in relation to advance received from customers for non-cancellable contracts, were previously included in trade and other payables;
- Contract liabilities recognised in relation to R&D reimbursements – The Group recognised the related reimbursement payment from customer as contract liabilities and recognise as revenue over the expected production to customer in future period. The related R&D costs are capitalised as contract fulfilment cost under inventory and would be amortised to profit or loss on a systematic basis consistent with the pattern of the transfer of the products under production to the customer as part of cost of sales. Any R&D cost which is not recoverable or when related production is not proceeded by the customer is written off to profit or loss directly. There is no cost written off during the year.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 收入確認(續)

###### 重大融資部分

倘合同包含融資部分，為客戶提供重大融資利益超過12個月，則收入按與客戶進行之個別融資交易所反映貼現率貼現之應收款項現值計量，而利息收入則按實際利率法單獨累計。回收期限為3至5年。

###### 提供服務

提供服務所得收入於提供服務之會計期間確認。本集團提供的服務主要與維修服務有關。

###### 呈列與客戶之間之合同有關的資產及負債

國際財務報告準則第15號與客戶之間之合同產生的收入要求將任何無條件收取代價的權利呈列為獨立於合同資產的應收款項。因此，本集團於採用國際財務報告準則第15號後重新分類其合同資產及合同負債。

合同負債確認如下：

- 就不可取消合同收取的客戶墊款所確認的合同負債，先前包含於貿易及其他應付款項；
- 就有關研發補償確認的合同負債而言，本集團已將來自客戶的有關補償款項確認為合同負債，並會於未來期間將其確認為向客戶所作預期生產的收入。有關研發開支資本化為存貨項下的合同履約成本，並將作為銷售成本的一部分根據向客戶轉讓生產中產品的模式按系統基準於損益中攤銷。任何無法收回的或有關生產並未由客戶繼續進行時的研發成本則直接於損益中撇銷。年內並無撇銷成本。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Revenue recognition (Continued)

*Presentation of assets and liabilities related to contracts with customers (Continued)*

The Group also has the contract related assets, recognised in relation to nomination fee. Nomination fee represents the fee paid by the Group to the customers to participate in the tendering process, and the fee is not refundable once the customer's contract is secured. Such payment to customer is capitalised as an asset and thus amortised to deduct against the revenue over the contract life.

The Group has elected to make use of the following practical expedients

- Completed contracts under IAS 11 and IAS 18 before the date of transition have not been reassessed.
- The Group applies the practical expedient in paragraph 121 of IFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.
- The Group also applies the practical expedient in paragraph C5(c) of IFRS 15 and the transaction price of the modified contracts reflect the aggregate effect of all of the modifications that occur before the beginning of the earliest period presented.

#### Interest income

*Accounting policies applied since January 1, 2018*

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Interest income is presented as other income where it is earned from financial assets that are held for cash management purposes.

*Accounting policies applied before January 1, 2018*

Interest income is recognised using the effective interest method. When the loans receivable are impaired, the Group reduces the carrying amount to their recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 收入確認(續)

*呈列與客戶之間之合同有關的資產及負債(續)*

客戶亦有就提名費確認的合同相關資產。提名費指本集團為參與投標程序而向客戶支付的費用。客戶合同一旦取得，該費用則不可退還。向客戶支付的該等款項資本化為一項資產，因此獲攤銷以從合同年期內的收入中扣除。

本集團已選擇使用以下可行權宜之法

- 於過渡日期前，根據國際會計準則第11號及國際會計準則第18號完成的合同尚未被重估。
- 本集團應用國際財務報告準則第15號第121段的可行權宜之法，但並未披露原始預計期限為一年或少於一年的其餘履約責任。
- 本集團亦應用國際財務報告準則第15號第C5(c)段的可行權宜之法及經修訂合同的交易價反映開始呈列最早期間前發生所有修訂的總影響。

#### 利息收入

*二零一八年一月一日以來應用的會計政策*

利息收入的計算是將實際利率應用於金融資產的賬面總值，惟其後發生信貸減值的金融資產除外。就信貸減值金融資產而言，實際利率應用於金融資產的賬面淨值(扣除虧損撥備)。

倘自金融資產賺取的利息收入持作現金管理用途，則利息收入呈列為其他收入。

*二零一八年一月一日之前應用的會計政策*

利息收入按實際利率法確認。倘應收貸款出現減值，本集團將賬面值減至其可收回數額，即按有關工具的原實際利率貼現的預計未來現金流量，然後逐步將貼現額確認為利息收入。減值貸款的利息收入按原實際利率確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 The principal accounting policies (Continued)

##### Government grants

Government grants are obtained free from the government in the form of monetary assets, including tax refunds and/or financial subsidies.

Grants from the government are recognised where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. If the grant is in the form of monetary assets, it is measured by the amount received or receivable.

Government grants related to assets are government grants which are obtained by the enterprise for the construction or formation of other long-term assets. Government grants related to income refer to the grants other than those related to assets. Government grants related to assets are recognised as deferred income, equally recorded in profit or loss of corresponding period over the life of the relevant assets.

Government grants related to income used as compensation for business expenses or losses in subsequent periods, are recognised as deferred income, and recorded in profit or loss when the expenses are recognised; those obtained as compensation for business expenses or losses that have occurred are recorded directly in current profit or loss.

### 2 主要會計政策概要(續)

#### 2.4 主要會計政策(續)

##### 政府補助

政府補助是以貨幣資產形式從政府獲得，包括退稅及／或財政補貼。

於合理保證將收到補助且本集團將遵守所有附帶條件的情況下，確認政府補助。倘補助為貨幣資產的形式，則按已收或應收款項計量。

與資產有關的政府補助為企業因建設或形成其他長期資產而收取的政府補助。與收入有關的政府補助指與資產有關的補助以外的補助。與資產有關的政府補助確認為遞延收入，在相關資產的年期內同等計入相應期間損益。

與其後期間用作業務開支或虧損補償的收入有關的政府補助，確認為遞延收入，並在確認該等開支時記入損益；就已產生業務開支或虧損的補償而獲得的政府補助直接記入當期損益。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2 Summary of significant accounting policies

(Continued)

### 2.4 The principal accounting policies (Continued)

#### Lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

#### Earning per share

Basic earnings per share is calculated by dividing: the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

#### Dividend distribution

Dividend distribution to the Company's directors or shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders, where appropriate.

## 2 主要會計政策概要(續)

### 2.4 主要會計政策(續)

#### 租賃

如租賃擁有權的重大部分風險及回報由出租人保留，則分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取之任何優惠後)於租賃期內以直線法從損益表中扣除。

本集團租賃若干物業、廠房及設備。由本集團承擔及獲取大部分所有權風險及回報的物業、廠房及設備租賃均為融資租賃。融資租賃乃於租賃開始時按租賃物業之公平值與最低租賃付款的現值兩者間的較低者作資本化處理。

每筆租賃付款在負債及融資費用之間分配。相應租金責任(扣除融資費用)乃計入其他長期應付款項。融資成本的利息部分將在有關租期於從收益表中扣除，並藉此制定各期間負債餘額之穩定利息率。根據融資租賃收購的物業、廠房及設備按有關資產的可使用年期及租期(以較短者為準)計算折舊。

#### 每股盈利

每股基本盈利乃除以下列項目後計算得出：本公司擁有人應佔溢利(扣除普通股以外之任何權益成本)除以財政年度內已發行普通股加權平均數，並就年內已發行普通股(不包括庫存股份)的股利調整。

#### 股息分派

向本公司董事或股東分派之股息於本公司股東(如適用)批准股息的期間，在本集團及本公司綜合財務報表內確認為負債。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors

The Group's major financial assets and liabilities include loans receivable from associates and a joint venture, other financial assets, finance lease receivables, long-term receivables, debt investment, trade and other receivables, derivative instruments, pledged bank deposits, cash and bank balances, trade and other payables, borrowings, obligation to acquire non-controlling interests, transferred trade receivables and liabilities associated with transferred trade receivables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (a) Market risk

The Group's activities expose it primarily to currency risk, interest rate risk, liquidity risk and price risk. There has been no change in the Group's exposure to these risks or the manner in which it manages and measures the risks.

##### (i) Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various non-functional currencies. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities.

The actual foreign exchange risk faced by the Group therefore is primarily with respect to non-functional currency bank balances, and receivable (collectively "Non-Functional Currency Items").

Management monitors foreign exchange exposure and will consider hedging certain foreign currency exposure by using foreign exchange forward contracts when the need arises.

The carrying amounts of the Group's non-functional currency items at the end of each Reporting Period are as follows:

		31 December 2018			31 December 2017		
		USD	EUR	HKD	USD	EUR	HKD
		美元	歐元	港元	美元	歐元	港元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Assets	資產	601,578	42,020	40,935	204,941	46,030	398,013
Liabilities	負債	(80,167)	(14,380)	-	(28,597)	(31,028)	-

The Group is mainly exposed to the foreign currency risk between USD/RMB, EUR/RMB and HKD/RMB.

### 3 金融風險因素

本集團主要金融資產及負債包括應收聯營公司及一間合營企業貸款、其他金融資產、融資租賃應收款項、長期應收款項、債務投資、貿易及其他應收款項、衍生工具、已抵押銀行存款、現金及銀行結餘、貿易及其他應付款項、借貸、收購非控股權益的責任、已轉讓的貿易應收款項及與已轉讓的貿易應收款項有關的負債。該等金融工具詳情於各附註披露。有關該等金融工具的風險及如何降低該等風險的政策載列如下。管理層管理並監控該等風險，以確保及時有效採取適當措施。

#### (a) 市場風險

本集團業務使其主要承受貨幣風險、利率風險、流動資金風險及價格風險。本集團承受的該等風險以及管理及計量風險的方式概無變動。

##### (i) 貨幣風險

本集團從事國際性營運，並承受多種非功能貨幣帶來的外匯風險。外匯風險自日後商業交易、已確認資產及負債產生。

因此，本集團面對的實際外匯風險主要來自非功能貨幣的銀行結餘及應收款項（統稱「非功能貨幣項目」）。

管理層監控外匯風險，並於需要時考慮利用遠期外匯合同對沖若干外幣風險。

於各報告期末，本集團非功能貨幣項目的賬面值如下：

本集團主要承擔美元兌人民幣、歐元兌人民幣及港元兌人民幣的外匯風險。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (a) Market risk (Continued)

##### (i) Currency risk (Continued)

###### Sensitivity analysis

The following table details the Group's sensitivity to a 5% appreciation and depreciation in the relevant foreign currencies against RMB. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of each Reporting Period for a 5% change in foreign currency rates but does not consider the effect of derivative financial instruments. A positive number below indicates an increase in post-tax profit for the year and a negative number below indicates a decrease in post-tax profit for the year where the relevant foreign currencies change 5% against RMB.

		31 December 2018			31 December 2017		
		USD	EUR	HKD	USD	EUR	HKD
		美元	歐元	港元	美元	歐元	港元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
If the currency strengthens against RMB	倘貨幣兌人民幣升值	26,071	1,382	2,047	8,703	638	16,916
If the currency weakens against RMB	倘貨幣兌人民幣貶值	(26,071)	(1,382)	(2,047)	(8,703)	(638)	(16,916)

### 3 金融風險因素(續)

#### (a) 市場風險(續)

##### (i) 貨幣風險(續)

###### 敏感度分析

下表載列本集團對有關外幣兌人民幣升值及貶值5%的敏感度詳情。5%乃向主要管理人員內部呈報外匯風險的敏感度比率，並代表管理層對匯率合理可能變動的評估。敏感度分析僅包括以外幣列值的尚未支付貨幣項目，並於各報告期末以匯率變動5%作匯兌調整，惟不計及衍生金融工具的影響。下列正數反映有關外幣兌人民幣變動5%時，年內除稅後溢利增加，而下列負數反映年內除稅後溢利減少。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (a) Market risk (Continued)

##### (ii) Interest risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings (see note 33 for details). Currently, the Group does not have a specific policy to manage its interest rate risk, but management will closely monitor interest rate exposures and consider hedging significant interest rate risk should the need arise.

The sensitivity analysis below has been determined based on the exposure to interest rates for long-term borrowing at variable-rate at the end of each Reporting Period and the expected changes in interest rates taking place at the beginning of the financial year and being held constant throughout the reporting period.

If the interest rates on long-term variable-rate borrowings had been 50 basis points higher and all other variables were held constant, post-tax profit for the year would have decreased by:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Decrease in post-tax profit for the year	年內除稅後溢利減少	(7,153)	(4,289)

The post-tax profit for the year would have increased by the same amount as mentioned above if the interest rates on variable-rate borrowings had been 50 basis points lower and all other variables were held constant.

### 3 金融風險因素(續)

#### (a) 市場風險(續)

##### (ii) 利率風險

本集團就浮息借貸(詳情參見附註33)承受現金流量利率風險。目前,本集團並無特定政策管理其利率風險,惟管理層將密切留意利率風險並在有需要時考慮對沖重大利率風險。

以下敏感度分析乃根據浮息長期借款於各報告期末的利率風險以及財政年度初出現的利率預期變動(於整個報告期維持不變)釐定。

倘浮息長期借款的利率上升50個基點,而所有其他變數不變,則年內除稅後溢利將減少:

倘浮息借款的利率下降50個基點,而所有其他變數不變,則年內除稅後溢利將按上述相同金額增加。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (a) Market risk (Continued)

##### (iii) Price risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet either as at fair value through other comprehensive income (FVOCI) (note 23) or at fair value through profit or loss (FVPL) (note 23). To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

The majority of the Group's equity investments are publicly traded and are included either in the Hong Kong Stock Exchange 200 Index. The remaining part is unlisted companies.

With the 10% change of the price of those equity securities including both listed companies and unlisted companies, the Group's other comprehensive income and profit before tax would increase or decrease by RMB3.2 million and RMB0.1 million respectively (2017: the other comprehensive income and profit before tax would increase or decrease by RMB4.9 million and 0.1 million respectively).

#### (b) Credit risk

Credit risk arises from trade and other receivables, finance lease receivables, long-term receivables, structured deposits, derivative assets, loans receivable from associates and a joint venture, financial asset at fair value through profit or loss, pledged bank deposit, cash and cash equivalents.

To manage the risk with respect to pledged bank deposit, cash and cash equivalents, structured deposits and derivative assets, the Group placed them in or entered into the contract with the banks with high reputation.

The Group has policies in place to ensure that sales are made to reputable and creditworthy customers with an appropriate financial strength, credit history and an appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

In addition, the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In respect of the business of manufacture of coal mining machinery, the Group generally receives advances in the form of notes receivable or cash from customers (which approximate 30% of the contract price) before delivery of its product and allows a credit period of 180 days to its customers for the remaining contract price. In respect of auto parts, normally a credit period of 0 to 90 days is granted to its customers.

### 3 金融風險因素(續)

#### (a) 市場風險(續)

##### (iii) 價格風險

本集團承受其持有投資所產生之股權證券價格風險，並於資產負債表分類為以公平值計量且其變動計入其他全面收益(附註23)或以公平值計量且其變動計入損益(附註23)。為管理其股權證券投資所產生之價格風險，本集團將其投資組合多樣化，而組合多樣化根據本集團設立的限制下進行。

本集團的大部分股權工具投資為公開交易並錄入香港聯合交易所200指數。餘下部分為未上市公司。

倘該等股權證券價格出現10%變動(包括上市公司及未上市公司)，本集團的其他全面收益及稅前溢利則會分別增加或減少人民幣3.2百萬元及人民幣0.1百萬元(二零一七年：其他全面收益及稅前溢利會分別增加或減少人民幣4.9百萬元及人民幣0.1百萬元)。

#### (b) 信貸風險

信貸風險來自貿易及其他應收款項、融資租賃應收款項、長期應收款項、結構性存款、衍生資產、應收聯營公司及一間合營企業貸款、以公平值計量且其變動計入損益之金融資產、已抵押銀行存款、現金及現金等價物。

為管理與已抵押銀行存款、現金及現金等價物、結構性存款及衍生資產相關的風險，本集團將該等資產存置於聲譽良好的銀行或與之訂立合同。

本集團制訂有政策確保向聲譽及信譽良好、具備適當財政實力、信貸記錄並提供合適比例訂金的客戶進行銷售。本集團亦制訂其他監控程序確保採取跟進措施收回逾期債務。

此外，本集團定期審閱授予個別客戶的信貸額度及個別貿易應收款項的可收回金額，以確保就無法收回款項作出足夠的減值虧損。就製造煤礦機械業務而言，本集團一般於付運產品前向客戶收取應收票據或現金形式的訂金(相當於合同價格約30%)，並就餘下合同價格向客戶授予180天信貸期。就汽車零部件而言，客戶一般獲授0至90天信貸期。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

During the year, the Group has endorsed and derecognised certain notes receivable for the settlement of trade and other payables with full recourse. In the opinion of the directors of the Company, the risk of the default in payment of the endorsed notes receivable is low because all endorsed notes receivable are issued and guaranteed by reputable PRC banks.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The expected credit loss rates are determined based on historical credit losses experienced from the past 1 to 3 years and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations
- actual or expected significant changes in the operating results of counterparties
- significant increases in credit risk on other financial instruments of counterparties
- significant changes in the expected performance and behaviour of counterparties, including changes in the payment status of counterparties in the Group and changes in the operating results of the counterparties.

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

於本年度，本集團以背書及終止確認若干應收票據之方式結算具全面追索權之貿易及其他應付款項。本公司董事認為，由於所有背書之應收票據乃由聲譽良好之中國銀行發出及提供擔保，故欠付背書之應收票據之風險不大。

本集團考慮資產初始確認時的違約可能性以及信貸風險於各報告期間會否持續顯著增加。在評估信貸風險是否顯著增加時，本集團將報告日期的資產違約風險與初始確認日期的違約風險進行比較。預期信貸虧損率基於過往1至3年的信貸虧損情況釐定，並根據影響客戶結清應收款項能力的宏觀經濟因素等當前及前瞻性資料作出調整。同時，本集團亦考慮可獲得的合理有據前瞻資料，以下因素尤其需要納入考慮範圍：

- 實際發生或者預期的營商、財務或經濟狀況實際或預期出現重大不利變動，預期導致對手方履約能力出現重大變動
- 對手方經營業績實際或者預期出現重大變動
- 對手方的其他金融資產的信貸風險顯著增加
- 對手方預期表現或者行為出現重大變動，包括本集團內對手方付款情況的變動和經營業績的變動。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

The Group has the receivables from different customers and debtors operate in different industries. In the meantime, customer portfolio basis are also different between China and other countries. Thus, the Group classify above assets into below category:

- Category 1: trade receivables – coal mining machinery group
- Category 2: trade receivables – ASIMCO group
- Category 3: trade receivables – SEG Automotive Germany GmbH (“SEG Group”)
- Category 4: notes receivables – commercial notes
- Category 5: notes receivables – bank accepted notes
- Category 6: finance lease receivables and long-term receivables
- Category 7: loans receivable from associates and a joint venture
- Category 8: other receivables
- Category 9: transferred account receivables

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

本集團應收款項來自不同行業的客戶和借貸人。同時，中國與其他國家之間的客戶資料不同。因此，本集團將上述資產劃分為如下類別：

- 類別1：貿易應收款項－煤礦機械集團
- 類別2：貿易應收款項－亞新科集團
- 類別3：貿易應收款項－SEG Automotive Germany GmbH集團(「SEG集團」)
- 類別4：應收票據－商業票據
- 類別5：應收票據－銀行承兌票據
- 類別6：融資租賃應收款項及長期應收款項
- 類別7：應收聯營公司及一間合營企業貸款
- 類別8：其他應收款項
- 類別9：已轉讓的應收款項

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (i) Trade receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 12 to 36 month before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the CPI of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, and the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

##### (i) 貿易應收款項

本集團應用國際財務報告準則第9號簡化方法，按整個存續期的預期虧損撥備計量所有貿易應收款項之預期信貸虧損。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及逾期日期分組。

預期虧損率按分別於二零一八年十二月三十一日或二零一八年一月一日前12至36個月期間銷售的付款情況及本期間內出現的相應過往信貸虧損計算。過往信貸虧損率根據有關影響客戶結清應收款項能力的宏觀經濟因素的當前及前瞻性資料作出調整。本集團已確認本集團向其銷售貨品及服務的國家的居民消費價格指數為最相關因素，並根據該等因素的預期變動相應調整過往虧損率。

貿易應收款項於無合理預期可收回時撇銷。無合理預期可收回的跡象包括(其中包括)債務人無法與本集團達成還款計劃。

貿易應收款項及合同資產的減值虧損於經營溢利內呈列為減值虧損淨額。其後收回先前的已撇銷的款項於則計入同一項目。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (i) Trade receivables (Continued)

The closing loss allowances for trade receivables of different categories as at 31 December 2018 are listed as follows:

##### Category 1: Coal mining machinery group

		Over	Over	Over	Over	Over	Total
		90 days	180 days	1 year	2 years		
Within	but within	but within	but within	but within	but within	3 years	
90 days	180 days	1 year	2 years	3 years	3 years		
90天內	但180天內	但一年內	但兩年內	但三年內	超過三年		總計
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Trade receivables</b>	<b>貿易應收款項</b>						
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>						
Expected loss rate	預期虧損率	0%	2%	5%	20%	50%	100%
Gross carrying amount (excluding receivables assessed individually)	賬面總值(不包括獲個別評估的應收款項)	953,184	237,359	320,388	271,478	72,773	2,143,432
Loss allowance provision	虧損撥備	-	4,747	16,019	54,296	36,225	399,537
Individually impaired receivables	個別減值應收款項	10,884	19,799	16,737	97,173	30,015	412,767
<b>Total loss allowance provision</b>	<b>虧損撥備總額</b>	<b>10,884</b>	<b>24,546</b>	<b>32,756</b>	<b>151,469</b>	<b>66,240</b>	<b>812,304</b>
<b>Trade receivables</b>	<b>貿易應收款項</b>						
<b>At 1 January 2018</b>	<b>於二零一八年一月一日</b>						
Expected loss rate	預期虧損率	0%	2%	5%	20%	50%	100%
Gross carrying amount (excluding receivables assessed individually)	賬面總值(不包括獲個別評估的應收款項)	470,600	330,547	458,814	310,569	86,087	1,980,515
Loss allowance provision	虧損撥備	-	6,611	22,941	62,114	43,043	458,607
Individually impaired receivables	獲個別評估的應收款項	-	-	696	17,175	252,683	531,326
<b>Total loss allowance provision</b>	<b>虧損撥備總額</b>	<b>-</b>	<b>6,611</b>	<b>23,637</b>	<b>79,289</b>	<b>295,726</b>	<b>989,933</b>

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

##### (i) 貿易應收款項(續)

於二零一八年十二月三十一日不同類別的貿易應收款項如下：

##### 類別1：煤礦機械集團



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (i) Trade receivables (Continued)

Category 2: ASIMCO group

		Over	Over	Over	Over	Total	
		Within 90 days	90 days but within 180 days	180 days but within 1 year	1 year but within 2 years		2 years
		90天內	但180天內	但一年內	但兩年內	超過兩年	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Trade receivables At 31 December 2018</b>	<b>貿易應收款項於二零一八年十二月三十一日</b>						
Expected loss rate	預期虧損率	0%	1%	29%	79%	99%	
Gross carrying amount (excluding receivables assessed individually)	賬面總值(不包括獲個別評估的應收款項)	727,925	124,164	21,603	4,572	7,463	885,727
Loss allowance provision	虧損撥備	-	1,005	6,172	3,599	7,463	18,239
Individually impaired receivables	個別減值應收款項	280	18	874	1,553	679	3,404
<b>Total loss allowance provision</b>	<b>虧損撥備總額</b>	<b>280</b>	<b>1,023</b>	<b>7,046</b>	<b>5,152</b>	<b>8,142</b>	<b>21,643</b>
<b>Trade receivables At 1 January 2018</b>	<b>貿易應收款項於二零一八年一月一日</b>						
Expected loss rate	預期虧損率	0%	0%	25%	50%	100%	
Gross carrying amount (excluding receivables assessed individually)	賬面總值(不包括獲個別評估的應收款項)	719,841	116,270	8,233	2,880	7,710	854,933
Loss allowance provision	虧損撥備	-	-	2,058	1,440	7,710	11,208
Individually impaired receivables	獲個別評估的應收款項	-	-	-	-	-	-
<b>Total loss allowance provision</b>	<b>虧損撥備總額</b>	<b>-</b>	<b>-</b>	<b>2,058</b>	<b>1,440</b>	<b>7,710</b>	<b>11,208</b>

Category 3: SEG group and contract related assets.

The account receivable balance of SEG group and contract related assets are mainly related with SEG group's customers, who are the global OEMs in auto industry. The Group assessed the credit losses of account receivable balance of SEG individually using simplified approach. As of 31 December 2018, RMB27 million has been provided as life time loss allowance for account receivables.

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

##### (i) 貿易應收款項(續)

類別2：亞新科集團

類別3：SEG集團及合同相關資產

SEG集團及合同相關資產的應收賬款餘額主要與SEG集團的客戶有關，其為全球汽車行業的原始設備製造商。本集團採用簡化法對SEG應收賬款餘額的信貸虧損進行個別評估。截至二零一八年十二月三十一日，就貿易應收款項釐定整個存續期之虧損撥備為人民幣27百萬元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Notes receivables

###### *Category 4: notes receivables – commercial notes*

The Group assess the credit losses of notes receivables – commercial notes individually using three-stage approach. As of 31 December 2018, RMB6.8 million has been provided as 12 months loss allowance for notes receivables – commercial notes. As of 1 January 2018, there is no loss allowance provided.

###### *Category 5: notes receivables – bank accepted notes*

The Group assess the credit losses of notes receivables – bank accepted notes individually using three-stage approach. As of 31 December 2018 and 1 January 2018, there is no loss allowance provided.

##### (iii) finance lease receivables and long-term receivables

###### *Category 6: finance lease receivables and long-term receivables*

Finance lease receivables and long-term receivables are mainly due from the customer of coal mining machinery group. The Group provide financial leasing or long term payment plan to certain customers because these customers are mainly state owned companies or guaranteed by third parties. The Group grant a relatively long repayment plan to the customers based on the credit assessment. The Group assess the credit losses of finance lease receivables and long-term receivables individually using simplified approach. As of 31 December 2018, RMB106 million has been provided as life time loss allowance for finance lease receivables and long-term receivables. As of 1 January 2018, RMB 78 million has been provided as loss allowance for finance lease receivables and long-term receivables.

##### (iv) Loans receivable from associates and a joint venture

###### *Category 7: Loans receivable from associates and a joint venture*

Loans receivable are due from the Group's associates and a joint venture. The Group assess the credit losses of related balances individually using three-stage approach. As of 31 December 2018, RMB 64 million has been provided as loss allowance for loans receivable from associate and a joint venture. As of 1 January 2018, RMB 40 million has been provided as loss allowance for loans receivable from associate and a joint venture.

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

##### (ii) 應收票據

###### *類別4：應收票據－商業票據*

本集團採用三個階段法對應收票據－商業票據的信貸虧損進行個別評估。截至二零一八年十二月三十一日，已就應收票據－商業票據計提12個月虧損撥備人民幣6.8百萬元。截至二零一八年一月一日，概無計提虧損撥備。

###### *類型5：應收票據－銀行承兌票據*

本集團以三階段法個別評估應收票據－銀行承兌票據的信貸虧損。截至二零一八年十二月三十一日及二零一八年一月一日，並無計提虧損撥備。

##### (iii) 融資租賃應收款項及長期應收款項

###### *類型6：融資租賃應收款項及長期應收款項*

融資租賃應收款項及長期應收款項主要為應收煤礦機械集團客戶。由於若干客戶主要來自國有企業或有第三方擔保，故本集團向該等客戶提供融資租賃或長期付款計劃。本集團根據信貸評估向客戶授出相對較長的還款計劃。本集團採用簡化法對融資租賃應收款項及長期應收款項進行個別信貸虧損評估。於二零一八年十二月三十一日，已就融資租賃應收款項及長期應收款項計提全期虧損撥備人民幣106百萬元。截至二零一八年一月一日，本集團已就融資租賃應收款項及長期應收款項計提虧損撥備人民幣78百萬元。

##### (iv) 應收聯營公司及一間合營企業貸款

###### *類型7：應收聯營公司及一間合營企業貸款*

應收貸款為應收本集團聯營公司及一間合營企業。本集團採用三個階段法對相關結餘進行個別信貸虧損評估。於二零一八年十二月三十一日，本集團已就應收聯營公司及一間合營企業的貸款計提虧損撥備人民幣64百萬元。截至二零一八年一月一日，本集團已就應收聯營公司及一間合營企業的貸款計提虧損撥備人民幣40百萬元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (v) Transferred account receivables

###### Category 8: Transferred account receivables

Please refer to note 35 for the detailed description of transferred account receivables. The Group assess the credit loss of transferred account receivables individually using simplified approach. As of 31 December 2018 and 1 January 2018, related loss allowance is immaterial.

##### (vi) Other receivables

###### Category 9: other receivables

The Group applies the IFRS 9 three-stage approach to measuring ECL. Other receivables comprise: advances to staff, deposit and others. Since the credit risk of other receivables are considered not significantly increase since initial recognition, therefore the impairment provision is determined as 12 months ECL. As of 31 December 2018, RMB97 million has been provided as loss allowance for other receivables. As of 1 January 2018, RMB 14 million has been provided as loss allowance for other receivables.

Previous accounting policy for impairment of trade and notes receivable:

In the prior year, the impairment of above categories was assessed based on the incurred loss model. An allowance for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indication that the receivable is impaired.

The impact on transition to IFRS 9 on 1 January 2018 (date of adoption of IFRS 9) as a result of applying the expected credit risk model was immaterial.

#### (c) Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

### 3 金融風險因素(續)

#### (b) 信貸風險(續)

##### (v) 已轉讓的應收賬款

###### 類型8：已轉讓的應收賬款

有關已轉讓的應收賬款詳情，請參閱附註35。本集團採用簡化法就已轉讓的應收賬款進行個別信貸虧損評估。於二零一八年十二月三十一日及二零一八年一月一日，相關虧損撥備並不重大。

##### (vi) 其他應收款項

###### 類型9：其他應收款項

本集團應用國際財務報告準則第9號規定的三階段法以計量預期信貸虧損。其他應收款項包括：向員工墊款、按金及其他。由於其他應收款項的信貸風險自初始確認以來被視為並不重大，因此減值撥備釐定為12個月預期信貸虧損。於二零一八年十二月三十一日，已就其他應收款項計提虧損撥備人民幣97百萬元。截至二零一八年一月一日，本集團已就其他應收款項計提虧損撥備人民幣14百萬元。

有關貿易應收款項及應收票據減值的過往會計政策：

去年，上述類型減值乃根據已產生虧損模式進行評估。應收款項減值撥備於出現客觀證據顯示本集團將無法按應收款項的原有條款收回所有到期金額時確定。

債務人出現嚴重財務困難、債務人將可能破產或進行財務重組以及違約或拖欠付款被視為應收款項出現減值的跡象。

於二零一八年一月一日(採納國際財務報告準則第9號日期)，應用預期信貸風險模式對過渡至國際財務報告準則第9號的影響並不重大。

#### (c) 流動資金風險

本集團監控及維持管理層認為足以撥付本集團營運所需一定水平的現金及現金等價物，以減輕現金流量波動的影響。管理層監控銀行借貸的使用情況，以確保遵守貸款契約。

下表詳列本集團根據協定價還條款的非衍生金融負債餘下合同到期日。表格乃根據基於本集團可被要求支付最早日期的金融負債未貼現現金流量編製。表格包括利息及本金現金流量。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (c) Liquidity risk (Continued)

The Group	本集團	Weighted average interest rate 加權平均利率	On demand or less than 3 months 按要求或於3個月 RMB'000 人民幣千元	3 months to 1 year 3個月至1年 RMB'000 人民幣千元	1 year to 2 years 1年至2年 RMB'000 人民幣千元	2 years to 5 years 2年至5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2018	於二零一八年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	貿易及其他應付款項	-	7,207,848	916,760	-	-	8,124,608	8,124,608
Liabilities associated with transferred trade receivables	與已轉讓的貿易應收款項有關的負債	-	242,879	-	-	-	242,879	242,879
Borrowings	借貸	3.05	15,750	1,061,254	763,288	1,167,406	3,007,698	2,870,800
Redemption liabilities (note 43)	贖回負債(附註43)	10	-	-	-	1,425,284	1,425,284	1,177,921
Derivative financial liabilities	衍生金融負債							
Not designated as hedging instruments	不指定為對沖工具	-	35,179	-	-	-	35,179	35,179
			7,505,221	1,978,014	763,288	2,592,690	12,839,213	12,454,952
As at 31 December 2017	於二零一七年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	貿易及其他應付款項	-	3,132,619	982,591	-	-	4,115,210	4,115,210
Liabilities associated with transferred trade receivables	與已轉讓的貿易應收款項有關的負債	-	225,297	-	-	-	225,297	225,297
Borrowings	借貸	4.54	120,402	111,373	116,497	744,390	1,092,662	1,009,000
Redemption liabilities (note 43)	贖回負債(附註43)	10	-	-	-	1,421,291	1,421,291	1,066,617
			3,478,318	1,093,964	116,497	2,166,081	6,854,860	6,416,124

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the Reporting Period.

In addition to the above, the Group is also exposed to liquidity risk in the next one year from each reporting date in relation to the maximum loss and cash outflows that may result from the Group's endorsed notes receivable with full recourse should the issuing banks of these notes fail to honour their obligations, please refer to note 42 for details.

### 3 金融風險因素(續)

#### (c) 流動資金風險(續)

倘浮動利率與報告期末釐定的估計利率有所差異，則上述的非衍生金融負債浮動利率工具金額可予變動。

除上文所述者外，本集團自各報告日期起未來一年亦承受流動資金風險，因本集團具有全面追索權的已背書應收票據，倘該等票據發出之銀行未能履行其責任，可能產生的最大虧損及現金流出。詳情請參閱附註42。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (d) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each Reporting Period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets 金融資產	Fair value as at 31 December 2018 於二零一八年十二月三十一日之公平值	Fair value hierarchy 公平值等級	Valuation technique and key input 估值方法及重要輸入數據
Financial assets at fair value through OCI, non-current 以公平值計量且其變動計入其他全面收益的金融資產，非流動	Listed equity securities in Hong Kong – Coal industry RMB31,540,000 (2017: RMB49,124,000) 於香港的上市股本證券—煤炭行業 人民幣31,540,000元 (二零一七年：人民幣49,124,000元)	Level 1 第1級	Quoted bid prices in an active market 於活躍市場所報之買盤價

### 3 金融風險因素(續)

#### (d) 金融工具之公平值計量

此附註提供本集團如何釐定多項金融資產及金融負債公平值之資料。

根據經常性基準按公平值計量之本集團金融資產及金融負債之公平值。

下表以估值方法分析按公平值列賬的金融工具。不同層級定義如下：

第1級：於活躍市場買賣金融工具的公平值(例如公開買賣的衍生工具及股本證券)是按報告期末所報市價而定。本集團所持金融資產所用的所報市價為當時的買入價。該等工具列入第1級。

第2級：並非於活躍市場買賣的金融工具(例如場外衍生工具)公平值乃利用估值方法釐定，該估值方法盡量利用可觀察市場數據並盡可能減少對實體特定估計的倚賴。倘計算工具公平值所需的所有重大輸入數據為可觀察數據，則該工具列入第2級。

第3級：倘一項或多項重大輸入數據並非根據可觀察市場數據而定，則該工具列入第3級(例如非上市股本證券)。

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表所載資料說明該等金融資產及金融負債公平值之釐定方式(尤其是所用之估值方法及輸入數據)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (d) Fair value measurements of financial instruments (Continued)

### 3 金融風險因素(續)

#### (d) 金融工具之公平值計量(續)

Financial assets 金融資產	Fair value as at 31 December 2018 於二零一八年十二月三十一日之公平值	Fair value hierarchy 公平值等級	Valuation technique and key input 估值方法及重要輸入數據
Derivative financial instruments 衍生金融工具	Forward foreign exchange contract designated as hedging instruments – RMB3,113,000 (2017: nil) 指定為對沖工具的遠期外匯合同—人民幣3,113,000元 (二零一七年：無)	Level 2 第2級	Discounted cash flow. Future cash flow are estimated base on forward exchange rate (from observable forward exchange rates at the end of the reporting date) and contracted forward rate, discounted at a rate that reflects the credit risk of the counterparty. 已貼現現金流量。未來現金流量的估算乃根據遠期匯率(來自報告期末的可觀察遠期匯率)及合同遠期利率，再按可反映對手方的信貸風險的比率貼現。
Derivative financial instruments 衍生金融工具	Forward foreign exchange contract not designated as hedging instruments – RMB1,288,000 (2017: nil) 不指定為對沖工具的遠期外匯合同—人民幣1,288,000元 (二零一七年：無)	Level 2 第2級	Discounted cash flow. Future cash flow are estimated base on forward exchange rate (from observable forward exchange rates at the end of the reporting date) and contracted forward rate, discounted at a rate that reflects the credit risk of the counterparty. 已貼現現金流量。未來現金流量的估算乃根據遠期匯率(來自報告期末的可觀察遠期匯率)及合同遠期利率，再按可反映對手方的信貸風險的比率貼現。
Derivative financial instruments 衍生金融工具	Forward foreign exchange contract not designated as hedging instruments – RMB35,179,000 (2017: nil) 不指定為對沖工具的遠期外匯合同—人民幣35,179,000元 (二零一七年：無)	Level 2 第2級	Discounted cash flow. Future cash flow are estimated base on forward exchange rate (from observable forward exchange rates at the end of the reporting date) and contracted forward rate, discounted at a rate that reflects the credit risk of the counterparty. 已貼現現金流量。未來現金流量的估算乃根據遠期匯率(來自報告期末的可觀察遠期匯率)及合同遠期利率，再按可反映對手方的信貸風險的比率貼現。
Financial assets at fair value through P/L 以公平值計量且其變動計入損益的金融資產	Structured deposit – RMB354,243,000 (2017: nil) 結構性存款—人民幣354,243,000元 (二零一七年：無)	Level 3 第3級	Discounted cash flow. Future cash flow are estimated base on the contractual amount, discounted at a rate that reflects the expected return rates ranged from 2.4% to 3.9%. The higher the expected return rate, the higher the fair value. 已貼現現金流量。未來現金流量乃根據合約金額估計，再按可反映預期回報率的比率貼現(介乎2.4%至3.9%)。預期回報率越高，公平值越高。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3 Financial risk factors (Continued)

#### (d) Fair value measurements of financial instruments (Continued)

Financial assets 金融資產	Fair value as at 31 December 2018 於二零一八年十二月三十一日之公平值	Fair value hierarchy 公平值等級	Valuation technique and key input 估值方法及重要輸入數據
Financial assets at fair value through OCI 以公平值計量且其變動 計入其他全面 收益的金融資產	Notes receivables – RMB3,955,287,000 (2017: nil) 應收票據—人民幣3,955,287,000元 (二零一七年：無)	Level 3 第3級	Discounted cash flow. Future cash flow are estimated base on the contractual amount, discounted at a rate of 4.14%. The higher the discount rate, the lower the fair value. 已貼現現金流量。未來現金流量乃根據合約金額估計，再按4.14%的比率貼現。貼現率越高，公平值越低。
Financial assets at fair value through P/L 以公平值計量且其變動 計入損益的金融資產	Equity interest in unlisted company with no open market price quota – RMB1,296,000 (2017: RMB1,455,800) 並無公開市場報價的非上市公司股本 權益—人民幣1,296,000元 (二零一七年：人民幣1,455,800元)	Level 3 第3級	Discounted cash flow. Future cash flow are estimated base on expected volatility, discount for lack of marketability (“DLOM”), and discount rate. The higher the expected volatility, the lower the fair value. The higher the DLOM, the lower the fair value. The higher the discount rate, the lower the fair value. 已貼現現金流量。未來現金流量乃根據預期波動（按缺乏市場流通性貼現（「缺乏市場流通性貼現」）及貼現率估計。預期波動越大，公平值越低。缺乏市場流通性貼現越高，公平值越低。貼現率越高，公平值越低。

There were no transfers between Level 1 and 2 in the year.

The directors consider that the carrying amounts of current financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 3 金融風險因素(續)

#### (d) 金融工具之公平值計量(續)

年內第1級與第2級之間並無轉撥。

董事認為，於綜合財務報表內按攤銷成本列賬之流動金融資產及金融負債的賬面值與其公平值相若。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 4 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

##### Estimation of the fair value of financial assets and financial liabilities

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial assets.

##### Estimated impairment of trade receivables

The Group makes provision for impairment of receivables based on assumptions about risk of default and expected loss rates (note 3). The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward – looking estimates at the balance sheet date. In making the judgement, management considers available reasonable and supportive forward-looking information such as actual or expected significant changes in the operating results of customers, actual or expected significant adverse changes in business and customers' financial position. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management.

#### 4 重大會計判斷及估計不確定因素之主要來源

編製財務報表須用到會計估計，而會計估計根據定義看來，就意味著常與實際結果有異。管理層於應用本集團會計政策時亦須行使判斷。

估計及判斷會持續進行評估。此二者依據歷史經驗及其他因素得出，包括對實體可能有財政影響及在有關情況下據信合理存在的未來事件的預期。

除涉及估計者(見下文)外，下列重大判斷為董事在應用實體的會計政策過程中所作出，且對財務報表所確認的金額構成最重大影響。

##### 金融資產及金融負債公平值的估計

未於活躍市場買賣的金融工具的公平值使用估值技術釐定。本集團應用判斷選擇多種措施，並作出主要基於報告末期現有市況的假設。該等假設及估計的變動可嚴重影響該等金融資產的相關公平值。

##### 貿易應收款項的估計減值

本集團依據違約風險及預期虧損率(附註3)為應收款項減值作出撥備。本集團透過判斷，根據其過往歷史、現有市況及資產負債表日的前瞻性資料，在作出該等假設及選擇減值計算的輸入數據時運用判斷。於作出判斷時，管理層考慮客戶經營業績的實際或預期重大變動、業務及客戶財務狀況的實際或預期重大不利變動等可得合理有據前瞻性資料。於各報告日，本集團管理層已更新歷史觀察違約率及分析前瞻性估計變動。



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### 綜合財務報表附註

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#### 4 Critical accounting judgements and key sources of estimation uncertainty (Continued)

##### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units ("CGUs") to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. The carrying amount of goodwill at 31 December 2018 was RMB965,119,000 (2017: RMB345,768,000). Further details are set out in note 19.

##### Estimated useful live and impairment of intangible assets

The intangible assets are amortised on a straight-line basis over estimated useful lives. The management assessed the estimated useful lives of intangible assets annually. This estimate is based on the management's experience of the actual useful lives of the intangible assets with similar nature and functions. It could change significantly as a result of technical innovations and actions of its competitors.

In addition, the management considers the potential impairment based on the recoverable amount. The intangible assets with finite useful lives are reviewed for impairment when events or circumstances indicate the carrying value may not be recoverable. Factors that would indicate potential impairment may include, but are not limited to, the significant change in technology associated with the intangible assets. Determining whether intangible assets is impaired requires an estimation of the recoverable amount of the CGUs to which intangible assets belong. The recoverable amount of CGUs at the end of the Reporting Period is based on the value in use calculation which requires the management of the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

##### Estimated useful lives and residual values of property and plant and equipment

The Group estimates the useful lives, residual values and related depreciation charges for its items of property, plant and equipment. This estimate is based on the management's experience of the actual useful lives and residual values of items of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and actions of its competitors. The Management will increase the depreciation charge where useful lives and residual values are less than previously estimated.

#### 4 重大會計判斷及估計不確定因素之主要來源(續)

##### 商譽減值

釐定商譽是否減值需估計獲分配商譽的現金產生單位(「現金產生單位」)的使用價值。使用價值計算需本集團估計現金產生單位預期產生的未來現金流量，並為計算現值選擇適當的貼現率。倘實際未來現金流量少於預期，則可能引致重大減值虧損。於二零一八年十二月三十一日，商譽的賬面值為人民幣965,119,000元(二零一七年：人民幣345,768,000元)。進一步詳情載於附註19。

##### 無形資產之估計可使用年期及減值

無形資產於估計可使用年期內按直線法攤銷。管理層每年評估無形資產的估計可使用年期。此估計乃基於管理層對性質和功能類近的無形資產之實際可使用年期之經驗而作出，技術發展及競爭對手的行動可引致重大變動。

此外，管理層會根據可收回金額考慮潛在的減值。可使用年期有限的無形資產於當有事件或情況表明其賬面值可能無法收回時進行減值檢討。表明存在潛在減值的因素可能包括(但不限於)與無形資產有關的重大技術變革。釐定無形資產是否減值須估計所屬無形資產的現金產生單位的可收回金額。於報告期末的現金產生單位的可收回金額乃基於使用價值釐定，使用價值的計量要求本集團管理層估計預期自現金產生單位產生的未來現金流量及合適的貼現率以計算現值。若實際未來現金流量少於預期，則可能出現重大減值虧損。

##### 物業、廠房及設備的估計可使用年期及剩餘價值

本集團估計物業、廠房及設備項目的可使用年期、剩餘價值及相關折舊費用。估計基於管理層對具有類似性質及功能的物業、廠房及設備項目的實際可使用年期及剩餘價值的經驗。由於技術革新及競爭對手採取的行動，此估計或會發生重大改變。倘可使用年期及剩餘價值低於先前所估計的金額，管理層將提高折舊費用。

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#### 4 Critical accounting judgements and key sources of estimation uncertainty (Continued)

##### Estimation of defined benefit pension obligation

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will impact the carrying amount of pension obligations. Details of key assumptions and impact of possible changes in key assumptions are disclosed in note 36.

##### Estimation of provision

The Group makes provisions for product warranty (only assurance type), onerous contracts and restructuring cost. Management estimates the related provisions based on contract terms, available knowledge and past experience. The Group recognises provisions to the extent that it has a present legal or constructive obligation as a result of a past event; it is more likely than not that an outflow of resources will be required to settle the obligation; and that the amount can be reliably estimated.

As for onerous contracts, the Group assessed at balance sheet date on whether unavoidable costs of meeting contractual obligations have exceeded the economic benefits expected to be received, and made provision for these onerous contracts based on the estimated least net cost of exiting from the contracts.

##### Impairment of property, plant and equipment, and prepaid leasehold land and land use right

As described in Note 3 above, the Group reviews the carrying amounts of its property, plant and equipment, and prepaid lease payment for lands to determine whether there is any indication that those assets have suffered an impairment loss. Determining whether property, plant and equipment, and prepaid lease payment for lands are impaired requires an estimation of the recoverable amount, which is the higher of value-in-use of the assets and the fair value less costs of disposal. The value-in-use calculation requires the entity to estimate the future cash flows expected to arise from the continuing use of the assets and from its ultimate disposal and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

#### 4 重大會計判斷及估計不確定因素之主要來源(續)

##### 界定退休金責任的估計

退休金責任的現值取決於按精算基準使用多項假設釐定的數項因素。該等假設的變動會影響退休金責任的賬面值。有關主要假設及主要假設可能發生的變動的詳情披露於附註36。

##### 撥備估計

本集團為產品保用(僅限保證類型)、有價合同及重組成本。管理層根據合同條款、可得知識及歷史經驗估計相應撥備。倘本集團因過往事件而有負上法定或推定責任，並可能須要資源流出以履行有關責任，而相關金額能可靠估計，則會確認撥備。

就有價合同而言，本集團於資產負債表日評估為履行合約義務而不可避免發生的成本是否超出預期收回的經濟利益，並根據退出該等合同的估計最低成本淨額就該等有價合同作出撥備。

##### 物業、廠房及設備以及預付租賃土地及土地使用權減值

誠如上文附註3所述，本集團會審閱其物業、廠房及設備以及預付土地租賃款項之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。釐定物業、廠房及設備以及預付土地租賃款項是否減值須對該等資產之可收回金額，即使用價值及公平值減出售成本兩者中較高者作出估計。使用價值計算要求該實體估計預期持續使用該等資產及其最終出售將產生之未來現金流量及合適貼現率以計算現值。倘實際未來現金流量較預期為少，則可能產生重大減值虧損。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4 Critical accounting judgements and key sources of estimation uncertainty (Continued)

#### Deferred tax assets

Deferred tax assets is measured at the tax rates that are expected to apply to the period when the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Reporting Period. The Company and certain subsidiaries of the Company received the High and New Technology Enterprise Certificates (the "Technology Certificates") and are entitled to preferential tax rate of 15% during the terms of respective Technology Certificates (see note 10 for details). In the opinion of the directors of the Company, these entities will be able to receive the renewed Technology Certificates and continue to enjoy preferential tax treatments after the respective expiration dates, and pass the required annual assessment to qualify for preferential tax treatments, therefore the tax rates for measurement of deferred tax assets of these entities are expected to be 15%. If the applicable tax rates are higher than the expectation, changes in the deferred tax assets are recognised in profit or loss as deferred tax income.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing, the applicable tax rates, and level of future taxable profits together with future tax planning strategies. Further details are set out in note 24.

#### Business combinations

Business combinations are accounted for under acquisition method. The determination and allocation of fair values to the identifiable assets acquired and liabilities assumed is based on various assumptions and valuation methodologies requiring considerable management judgment. The most significant variables in these valuations are discount rates, royalty rate and attrition rate, as well as the assumptions and estimates used to determine the cash inflows and outflows. The Group determines discount rates to be used based on the risk inherent in the related activity's current business model and industry comparisons. Terminal values are based on the expected life of assets and forecasted life cycle and forecasted cash flows over that period. Although the Group believes that the assumptions applied in the determination are reasonable based on information available at the date of acquisition, actual results may differ from the forecasted amounts and the difference could be material.

### 4 重大會計判斷及估計不確定因素之主要來源(續)

#### 遞延稅項資產

遞延稅項資產乃根據預期變現相關資產期間使用的稅率計量，該稅率根據報告期末已頒布或實際上已頒布的稅率(及稅法)計算。本公司及若干附屬公司取得高新技術企業證書(「技術證書」)並有權於有關技術證書期限間享有優惠稅率15%(詳情見附註10)。本公司董事認為，該等實體將可獲延續技術證書並於各技術證書到期日後繼續享有優惠稅務待遇，且通過所需之年度評核以符合優惠稅務待遇資格，因此計量該等實體遞延稅項資產之稅率預期將為15%。倘適用稅率高於預期，則遞延稅項資產之變動將於損益內確認為遞延稅項收益。

遞延稅項資產乃就所有未動用稅項虧損而確認，惟以應課稅溢利可用以扣減虧損為限。在釐定可予確認的遞延稅項資產數額時，管理層須根據可能出現未來應課稅溢利的時間、適用稅率及數額連同未來稅項計劃策略作出重大判斷。進一步詳情載列於附註24。

#### 業務合併

業務合併根據收購法入賬。釐定公平值並將其分配至已收購可識別資產及已承擔負債乃根據多項假設及估值方法作出，需要管理層作出大量判斷。該等估值中的最重大變量為貼現率、特許費率及耗損率以及釐定現金流入及流出所用的假設及估計。本集團根據相關活動的現有業務模式及行業可比較資料中的固有風險釐定將採用的貼現率。最終價值乃按資產的預期年期及預測生命週期以及該期間的預測現金流計算。儘管本集團認為根據於收購日期可得資料用於作出釐定的假設屬合理，但實際結果可能不同於預測金額且差異可能顯著。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 5 Revenue

#### 5 收入

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度		
		Manufacture of coal mining machinery 製造煤礦機械 RMB'000 人民幣千元	Manufacture of auto parts 製造汽車零部件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Sales of auto parts	汽車零部件之銷售	–	17,658,657	17,658,657
Sales of hydraulic roof supports	液壓支架之銷售	5,107,137	–	5,107,137
Revenue from steel and other materials trading	鋼鐵及其他原料貿易 之收入	2,052,719	86,294	2,139,013
Sales of spare parts for coal mining machinery	煤礦機械配件之銷售	868,332	–	868,332
Sales of other coal mining equipment	其他採煤設備之銷售	136,959	–	136,959
Other revenue	其他收入	101,632	–	101,632
		<b>8,266,779</b>	<b>17,744,951</b>	<b>26,011,730</b>

		Year ended 31 December 2017 截至二零一七年十二月三十一日止年度		
		Manufacture of coal mining machinery 製造煤礦機械 RMB'000 人民幣千元	Manufacture of auto parts 製造汽車零部件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Sales of auto parts	汽車零部件之銷售	–	2,712,699	2,712,699
Sales of hydraulic roof supports	液壓支架之銷售	2,957,150	–	2,957,150
Revenue from steel and other materials trading	鋼鐵及其他原料貿易 之收入	1,034,462	76,566	1,111,028
Sales of spare parts for coal mining machinery	煤礦機械配件之銷售	557,610	–	557,610
Sales of other coal mining equipment	其他採煤設備之銷售	144,138	–	144,138
Other revenue	其他收入	64,076	–	64,076
		<b>4,757,436</b>	<b>2,789,265</b>	<b>7,546,701</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6 Segment information

Information reported to the chief executive of the Company, being the chief operating decision maker (CODM), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Specifically, the Group's reportable segments under IFRS 8 are (i) manufacture of coal mining machinery; and (ii) manufacture of auto parts. No operating segments have been aggregated in arriving at the reportable segments of the Group.

CODM primarily uses a measure of segment net profit to assess the performance of operating segments.

The following is an analysis of the Group's revenue and results by reportable and operating segments. The Group prepare the segment reporting for net profit excluding the impact of a) impairment of goodwill b) interest expense of redemption liabilities and c) central expense in relation to acquisition expenses. All of these 3 items are related to manufacture of auto parts segment.

### 6 分部資料

就資源分配及分部表現評估向本公司最高行政人員（即主要營運決策者）報告的資料集中於發運或提供的貨品或服務種類。具體而言，根據國際財務報告準則第8號，本集團的可呈報分部為(i)製造煤礦機械；及(ii)製造汽車零部件。並無經營分部合併至本集團可呈報分部。

主要營運決策者主要使用分部淨利潤措施評估經營分部表現。

本集團的收入及業績按可呈報及經營分部的分析如下。本集團就淨利潤編製分部報告，不包括a)商譽減值、b)贖回負債利息開支及c)收購相關總部費用的影響。全部該3個項目均與製造汽車零部件分部相關。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 6 Segment information (Continued)

#### 6 分部資料(續)

		Manufacture of coal mining machinery 製造煤礦機械 RMB'000 人民幣千元	Manufacture of auto parts 製造汽車零部件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2018</b>	<b>截至二零一八年 十二月三十一日止年度</b>			
Segment revenue	分部收入	8,266,779	17,744,951	26,011,730
Segment net profit excluding impairment of goodwill, interest expense of redemption liabilities and central expense in relation to acquisition expenses.	分部淨利潤，不包括商譽減值、贖回負債利息開支及收購相關總部費用	893,600	245,254	1,138,854
<b>Year ended 31 December 2017</b>	<b>截至二零一七年 十二月三十一日止年度</b>			
Segment revenue	分部收入	4,757,436	2,789,265	7,546,701
Segment net profit	分部淨利潤	335,254	207,001	542,255

		As of 31 December 截至十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Segment revenue and consolidated revenue	分部收入及綜合收入	<b>26,011,730</b>	7,546,701
Segment net profit excluding impairment of goodwill, interest expense of redemption liabilities and central expense in relation to acquisition expenses.	分部淨利潤，不包括商譽減值、贖回負債利息開支及收購相關總部費用	<b>1,138,854</b>	542,255
Impairment of goodwill	商譽減值	<b>(109,125)</b>	-
Interest expense on redemption liabilities	贖回負債利息開支	<b>(90,821)</b>	-
Central expense in relation to the acquisition	收購相關總部費用	-	(202,095)
Consolidated profit for the year	年內綜合溢利	<b>938,908</b>	340,160

The following is an analysis of the Group's assets and liabilities by reportable and operating segments. The Group prepare the segment reporting for total assets and liabilities, excluding the impact of a) Prepayment for acquisition of a subsidiary, b) goodwill, c) redemption liabilities and d) payables in relation to the acquisition. All of 4 items are related to manufacture of auto parts segment.

本集團的資產及負債按可呈報及經營分部的分析如下。本集團就總資產及總負債編製分部報告，不包括a)收購一間附屬公司的預付款項、b)商譽、c)贖回負債及d)有關收購的應付款項的影響。全部4個項目均與製造汽車零部件分部相關。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 6 Segment information (Continued)

#### 6 分部資料(續)

		At 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>SEGMENT ASSETS</b>	<b>分部資產</b>		
Manufacture of coal mining machinery	製造煤礦機械	<b>14,518,380</b>	11,125,351
Manufacture of auto parts	製造汽車零部件	<b>12,636,583</b>	4,634,584
Total segment assets excluding prepayment for acquisition of a subsidiary	分部資產總額，不包括收購一間附屬公司的預付款項	<b>27,154,963</b>	15,759,935
Prepayment for acquisition of a subsidiary	收購一間附屬公司預付款項	–	3,345,626
Goodwill	商譽	<b>853,808</b>	345,768
<b>Consolidated assets</b>	<b>綜合資產</b>	<b>28,008,771</b>	19,451,329
<b>SEGMENT LIABILITIES</b>	<b>分部負債</b>		
Manufacture of coal mining machinery	製造煤礦機械	<b>6,415,742</b>	4,944,718
Manufacture of auto parts	製造汽車零部件	<b>8,124,264</b>	1,661,998
Total segment liabilities excluding redemption liabilities and payables in relation to the acquisition	分部負債總額，不包括贖回負債及有關收購的應付款項	<b>14,540,006</b>	6,606,716
Redemption liabilities	贖回負債	<b>1,177,921</b>	1,066,617
Payables in relation to the acquisition	有關收購的應付款項	–	202,689
<b>Consolidated liabilities</b>	<b>綜合負債</b>	<b>15,717,927</b>	7,876,022

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 6 Segment information (Continued)

##### Geographical information

The analysis of revenue by geographical location of customers is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
The PRC	中國	14,830,433	7,183,622
Germany	德國	5,507,551	—
Other countries	其他國家	5,673,746	363,079
		<b>26,011,730</b>	<b>7,546,701</b>

The analysis of investment in associates and joint ventures accounted for by the equity method, and additions to non-current assets other than financial instruments, deferred tax assets, net defined benefit assets by geographical location is as follows:

		2018 二零一八年		
		The PRC 中國 RMB'000 人民幣千元	Germany 德國 RMB'000 人民幣千元	Other countries 其他國家 RMB'000 人民幣千元
Investment in associates and joint ventures accounted for by the equity method	以權益法入賬於聯營公司及合營企業的投資	433,478	—	—
Non-current assets other than financial instruments, deferred tax assets	非流動資產(金融工具及遞延稅項資產除外)	1,758,040	2,732,006	2,588,664
		<b>2,191,518</b>	<b>2,732,006</b>	<b>2,588,664</b>

Majority of the assets are operated in China in 2017.

#### 6 分部資料(續)

##### 地域資料

收入按客戶地點的分析如下：

以權益法入賬於聯營公司及合營企業的投資、非流動資產(金融工具及遞延稅項資產除外)、按地理位置劃分的界定福利資產淨值的添置分析如下：

於二零一七年，大部分資產在中國營運。



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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 6 Segment information (Continued)

##### Information about major customers

The following illustrates the revenue from customers which contributing over 10% of the total revenue of the Group:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Customer A	客戶A	3,348,294	不適用N/A <sup>a</sup>

Note (a): The corresponding revenue did not contribute over 10% of the total revenue of the Group.

#### 6 分部資料(續)

##### 主要客戶信息

以下列示來自客戶且佔本集團總收入超過10%的收入：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Customer A	客戶A	3,348,294	不適用N/A <sup>a</sup>

附註(a)：相應收入佔本集團總收入不超過10%。

#### 7 Other income

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Government grants (note)	政府補助(附註)	52,132	33,902
Interest income on bank deposits, long-term receivables and finance lease receivables	銀行存款、長期應收款項和融資租賃應收款項之利息收入	53,928	65,072
Interest income on debt investment	債務投資之利息收入	—	13,142
		106,060	112,116

Note: Government grants mainly represent government grants received from the local government for compensation of research and development expenses incurred, and in respect of construction of the Group's new plant, which are transferred from deferred income to profit or loss when related expenses incurred or over the useful lives of the relevant assets.

#### 7 其他收入

附註：政府補助主要指就補償所產生研發費用及就本集團的新建廠房而自地方政府獲取的政府補助，在相關開支產生時或相關資產使用期限自遞延收入轉撥損益。

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### 綜合財務報表附註

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#### 8 Other gains and losses

#### 8 其他收益及虧損

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Gain on disposal of financial assets at fair value through profit or loss	出售以公平值計量且其變動計入損益之金融資產收益	3,041	-
Gain/(loss) on disposal of property, plant and equipment, and intangible assets	出售物業、廠房及設備以及無形資產收益/(虧損)	1,978	(5,883)
Net fair value loss on derivative financial instruments	衍生金融工具公平值虧損淨額	(25,948)	-
Net foreign exchange losses	匯兌淨虧損	(40,473)	(70,789)
Impairment of goodwill (note 19)	商譽減值(附註19)	(109,125)	-
Gain on disposal of an available-for-sale investment	出售一項可供出售之投資的收益	-	2,730
Others	其他	(3,976)	(11,318)
		<b>(174,503)</b>	<b>(85,260)</b>

#### 9 Finance costs

#### 9 融資成本

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interests on bank borrowings	銀行貸款的利息	113,567	39,681
Interests on redemption liabilities	贖回負債的利息	106,848	-
		<b>220,415</b>	<b>39,681</b>

#### 10 Income tax expense

#### 10 所得稅開支

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current income tax	即期所得稅	387,377	95,473
Deferred income tax	遞延所得稅	(37,547)	(12,607)
		<b>349,830</b>	<b>82,866</b>

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 10 Income tax expense (Continued)

##### (a) PRC corporate income tax

The corporate income tax ("CIT") is calculated based on the statutory profit of subsidiaries incorporated in the PRC and the applicable tax rate in accordance with the PRC tax laws and regulations, after adjustments on certain income and expense items, which are not assessable or deductible for income tax purposes.

In accordance with the PRC tax laws, standard corporate income tax rate is 25%. Certain subsidiaries are qualified for new/high-tech technology enterprises status or Chinese western development enterprises status and enjoyed preferential income tax rate of 15% during the year.

##### (b) Germany profits tax

Applicable profit tax rate of Germany is 29%. During the year ended 31 December 2018, no profit tax has been provided due to accumulated losses (2017: Nil).

##### (c) Others

Applicable profit tax rates of the Group's other subsidiaries are between 9% and 34.94%, for the year ended 31 December 2018.

#### 10 所得稅開支(續)

##### (a) 中國企業所得稅

企業所得稅(「企業所得稅」)是根據中國的稅收法律法規對於中國註冊成立的附屬公司的法定溢利根據適用稅率計算所得，並就對於所得稅而言毋須評稅或不可扣稅的若干收支項目作出調整應納稅所得額。

根據中國稅法，標準企業所得稅率為25%。部分附屬公司符合高新技術企業資格或中國西部大開發企業資格，於年內享受優惠所得稅率，即為15%。

##### (b) 德國利得稅

德國適用的利得稅率為29%。於截至二零一八年十二月三十一日止年度，由於累計虧損未計提利得稅撥備(二零一七年：零)。

##### (c) 其他

於截至二零一八年十二月三十一日止年度，本集團其他附屬公司適用的利得稅率介乎9%至34.94%之間。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	1,288,738	423,026
Tax at the PRC enterprise income tax rate of 15%	按中國企業所得稅率15%計算之稅項	193,311	63,454
Tax effect of share of result of associates and joint ventures	應佔聯營公司和合營企業業績的稅務影響	6,560	(3,493)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(26,893)	-
Tax effect of expenses that are not deductible or tax purpose	不可扣稅開支之稅務影響	51,697	1,752
Tax effect of tax losses and temporary differences not recognised	未確認稅項虧損及暫時差額之稅務影響	105,589	47,649
Utilisation of tax losses and temporary differences previously not recognised	利用先前未確認稅項虧損及暫時差額	(4,966)	(6,419)
Effect of different tax rate of subsidiaries	附屬公司不同稅率之影響	76,143	(9,812)
Additional deduction for qualified research and development expenses	額外扣除符合規定的研發開支	(53,254)	(13,973)
(Over)/under provision in prior years	過往年度(超額撥備)/撥備不足	(7,906)	3,455
Effect of change in tax rate during the year	年內稅率變動影響	9,549	253
		<b>349,830</b>	82,866

Details of deferred taxation for the year are set out in note 24.

年內遞延稅項詳情載於附註24。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 11 Expense by nature

#### 11 按性質劃分的開支

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Raw material costs	原材料成本	17,099,619	4,934,161
Employee benefits expenses (including directors)	僱員福利開支(包括董事)	3,755,210	1,000,590
Depreciation for property, plant and equipment	物業、廠房及設備折舊	796,019	249,275
Service Fee	服務費	361,993	280,576
Freight charge	貨運費	319,416	190,678
Amortisation of intangible assets	無形資產攤銷	175,048	54,689
Tax and surcharges	稅項及附加費用	103,380	70,366
Rental	租金	85,786	8,118
Release of prepaid lease payments	預付租賃款項撥回	12,728	12,275
Auditors' remuneration	核數師酬金	21,020	7,410
– Audit service	– 審核服務	6,120	5,510
– Audit of overseas subsidiaries	– 海外附屬公司審核服務	7,800	–
– Other audit related service	– 其他審核相關服務	1,000	–
– Non-audit services	– 非審核服務	6,100	1,900
Depreciation for investment properties	投資物業折舊	1,589	1,589
Others	其他	1,705,539	464,722
		<b>24,437,347</b>	7,274,449

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 12 Directors', chief executive's and supervisors' remuneration

Directors' and supervisors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度				
		Salary, wages and other benefits	Performance incentive payments	Retirement benefit scheme contributions	Directors' fee	Total
		薪金、工資及其他福利	與表現掛鈎的獎金	退休福利計劃供款	董事袍金	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive directors:</i>	<i>執行董事：</i>					
Mr. Jiao Chengyao (notes 1, 2)	焦承堯先生(附註1、2)	529	685	87	-	1,301
Mr. Jia Hao	賈浩先生	2,431	1,782	50	-	4,263
Mr. Xiang Jiayu	向家雨先生	530	685	87	-	1,302
Mr. Fu Zugang	付祖岡先生	584	724	141	-	1,449
Mr. Wang Xinying (note 2)	王新瑩先生(附註2)	-	-	-	-	-
Mr. Wang Bin	汪濱先生	2,442	1,619	55	-	4,116
Mr. Zhang Haibin	張海斌先生	420	500	111	-	1,031
Mr. Guo Haofeng (resigned in Feb 2018)	郭昊峰先生 (於二零一八年二月辭任)	78	82	24	-	184
Sub-total	小計	7,014	6,077	555	-	13,646

The executive directors' remuneration shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

#### 12 董事、最高行政人員及監事酬金

根據適用之上市規則及公司條例披露之年內董事及監事酬金如下：

上述執行董事酬金乃就彼等對本公司及本集團事務之管理而提供之服務而支付。

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度				
		Salary, wages and other benefits	Performance incentive payments	Retirement benefit scheme contributions	Directors' fee	Total
		薪金、工資及其他福利	與表現掛鈎的獎金	退休福利計劃供款	董事袍金	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Ms. Liu Yao	劉堯女士	-	-	-	158	158
Mr. Jiang Hua	江華先生	-	-	-	140	140
Mr. Li Xudong	李旭冬先生	-	-	-	140	140
Sub-total	小計	-	-	-	438	438

The independent non-executive directors' remuneration shown above were paid for their services as directors of the Company.

上述獨立非執行董事酬金乃就彼等擔任本公司之董事而提供之服務而支付。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 12 Directors', chief executive's and supervisors' remuneration (Continued)

#### 12 董事、最高行政人員及監事酬金(續)

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度				
		Salary, wages and other benefits 薪金、工資及其他福利 RMB'000 人民幣千元	Performance incentive payments 與表現掛鈎的獎金 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Directors' fee 董事袍金 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<i>Supervisors:</i>	<i>監事:</i>					
Mr. Liu Qiang	劉強先生	384	482	68	-	934
Mr. Cui Leilei	崔蕾蕾先生	307	165	64	-	536
Mr. Ni Wei	倪威先生	1,446	780	55	-	2,281
Mr. Zhang Yichen	張易辰先生	275	154	38	-	467
Mr. Yuan Shaochong	苑少沖先生	185	286	55	-	526
Mr. Wang Yue	王躍先生	-	-	-	-	-
Mr. Zhou Rong	周榮先生	375	487	52	-	914
Mr. Ni Heping (resigned in Feb 2018)	倪和平先生 (於二零一八年二月辭任)	53	64	15	-	132
Ms. Xu Mingkai (resigned in Feb 2018)	徐明凱女士 (於二零一八年二月辭任)	28	32	6	-	66
Mr. Zhang Zhiqiang (resigned in Feb 2018)	張志強先生 (於二零一八年二月辭任)	3	18	3	-	24
Mr. Zhang Jun (resigned in Feb 2018)	張軍先生 (於二零一八年二月辭任)	32	36	7	-	75
Mr. Li Chongqing (resigned in Feb 2018)	李重慶先生 (於二零一八年二月辭任)	33	24	19	-	76
Mr. Liu Fuying (resigned in Feb 2018)	劉付營先生 (於二零一八年二月辭任)	49	72	16	-	137
Sub-total	小計	3,170	2,600	398	-	6,168
Total	總計	10,184	8,677	953	438	20,252

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 12 Directors', chief executive's and supervisors' remuneration (Continued)

#### 12 董事、最高行政人員及監事酬金(續)

		For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度				
		Salary, wages and other benefits 薪金、工資及其他福利 RMB'000 人民幣千元	Performance incentive payments 與表現掛鈎的獎金 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Directors' fee 董事袍金 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<i>Executive directors:</i>	<i>執行董事：</i>					
Mr Jiao Chengyao (notes 1, 2)	焦承堯先生(附註1、2)	-	-	-	-	-
Mr Xiang Jiayu	向家雨先生	378	114	97	-	589
Mr Wang Xinying (note 2)	王新瑩先生(附註2)	68	-	80	-	148
Mr Liu Qiang	劉強先生	299	76	65	-	440
Mr Guo Haofeng	郭昊峰先生	347	290	114	-	751
Sub-total	小計	1,092	480	356	-	1,928

The executive directors' remuneration shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

上述執行董事酬金乃就彼等對本公司及本集團事務之管理而提供之服務而支付。

		For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度				
		Salary, wages and other benefits 薪金、工資及其他福利 RMB'000 人民幣千元	Performance incentive payments 與表現掛鈎的獎金 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Directors' fee 董事袍金 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Ms Liu Yao	劉堯女士	-	-	-	161	161
Mr Jiang Hua	江華先生	-	-	-	140	140
Mr Li Xudong	李旭冬先生	-	-	-	140	140
Mr Wu Guangming (resigned in July 2017)	吳光明先生 (於二零一七年七月辭任)	-	-	-	140	140
Sub-total	小計	-	-	-	581	581

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 12 Directors', chief executive's and supervisors' remuneration (Continued)

The independent non-executive directors' remuneration shown above were paid for their services as directors of the Company

#### 12 董事、最高行政人員及監事酬金(續)

上述獨立非執行董事酬金乃就彼等擔任本公司之董事而提供之服務而支付

		For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度				
		Salary, wages and other benefits 薪金、工資及其他福利 RMB'000 人民幣千元	Performance incentive payments 與表現掛鈎的獎金 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Directors' fee 董事袍金 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<i>Supervisors:</i>	<i>監事:</i>					
Mr Ni Heping	倪和平先生	351	226	92	-	669
Ms Xu Mingkai	徐明凱女士	265	22	41	-	328
Mr Zhang Zhiqiang	張志強先生	118	-	20	-	138
Mr. Zhang Jun	張軍先生	274	30	41	-	345
Mr Li Chongqing	李重慶先生	283	-	74	-	357
Mr Liu Fuying	劉付營先生	350	194	91	-	635
Mr Zhou Rong	周榮先生	327	33	49	-	409
Sub-total	小計	1,968	505	408	-	2,881
Total	總計	3,060	985	764	581	5,390

The supervisors' remuneration shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

上述監事酬金乃就彼等對本公司及本集團事務之管理而提供之服務而支付。

Note 1: Mr Jiao Chengyao is also the chief executive of the Company and his emolument for the role as chief executive is also included above.

附註1：焦承堯先生亦為本公司的最高行政人員，而其擔任最高行政人員的薪酬亦已計入上述金額內。

Note 2: All or partial of these directors' remuneration for the year ended 31 December 2018 were borne by the parent of the Company.

附註2：截至二零一八年十二月三十一日止年度的所有或部分董事酬金由本公司母公司承擔。

The performance incentive payment is mainly determined on the basis of the Group's and individual performance for years ended 31 December 2018 and 2017, respectively.

與表現掛鈎的獎金主要按本集團及個別人員分別於截至二零一八年及二零一七年十二月三十一日止年度之表現釐定。

No remuneration was paid by the Group to the directors or supervisors as an inducement to join or upon joining the Group or as compensation for loss of office in the years ended 31 December 2018 and 2017. None of the directors or supervisors has waived any remuneration in the year ended 31 December 2018 and 2017.

截至二零一八年及二零一七年十二月三十一日止年度，本集團並無向董事或監事支付任何酬金，作為其加盟或於加盟本集團時之誘金或離職補償。截至二零一八年及二零一七年十二月三十一日止年度，並無董事或監事放棄任何酬金。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 13 Employees' Remuneration

Of the five individuals with the highest remuneration in the Group, four (2017: None) was directors or supervisor of the Company whose remuneration is included in the disclosures in note 12 above. The remuneration of the remaining one individuals (2017: five) was as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries and other benefits	工資及其他福利	1,724	1,799
Performance related incentive payments	與表現掛鈎的獎金	504	2,780
Retirement benefit scheme contributions	退休福利計劃供款	51	611
		<b>2,279</b>	5,190

The number of five highest paid individuals whose remuneration fell within the following bands is as follows:

		2018 二零一八年 No. of employees 僱員數目	2017 二零一七年 No. of employees 僱員數目
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	5
HK\$1,500,001 to HK\$3,000,000	1,500,001港元至3,000,000港元	3	–
HK\$3,000,001 to HK\$5,000,000	3,000,001港元至5,000,000港元	2	–
		<b>5</b>	5

### 13 僱員酬金

本集團五名最高薪人士之中，四名(二零一七年：無)為本公司董事或監事，彼等的酬金詳情於上文附註12披露。餘下一名(二零一七年：五名)人士的酬金如下：

酬金介乎下列範圍之五名最高薪人士數目如下：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 14 Dividends

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Dividends recognised as distribution during the year	年內確認分派以下股息		
– 2017 Final (RMB0.050 per share)	– 二零一七年末期(每股人民幣0.050元)	86,623	–
– 2016 Final (RMB0.011 per share)	– 二零一六年末期(每股人民幣0.011元)	–	19,057
		<b>86,623</b>	19,057

Subsequent to the end of the Reporting Period, a final dividend in respect of the year ended 31 December 2018 of RMB0.145 per share (2017: final dividend in respect of the year ended 31 December 2017 of RMB0.05 per share) in an aggregated amount of RMB251,208,348.65 has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

報告期末後，本公司董事已建議就截至二零一八年十二月三十一日止年度派付末期股息每股人民幣0.145元(二零一七年：就截至二零一七年十二月三十一日止年度派付末期股息每股人民幣0.05元)，總額為人民幣251,208,348.65元，須待股東於應屆股東週年大會批准，方可作實。

#### 15 Earnings per share

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

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Earning for the purpose of basic and diluted earnings per share (profit for the year attributable to owners of the Company)	就每股基本及攤薄盈利而言之盈利(本公司股東應佔年內溢利)	832,344	284,250
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言之普通股加權平均數	1,732,471,370	1,704,634,000
Earnings per share (RMB cents)	每股盈利(人民幣分)	<b>48.04</b>	16.67

The diluted earnings per share is the same as basic earnings per share for the years ended 31 December 2018 and 2017 as the Company did not have any dilutive potential ordinary shares in issue for the year ended 31 December 2018 and 2017. Please also refer to note 43 for the consideration of redemption liabilities in the calculation of earnings per share.

#### 15 每股盈利

本公司股東應佔的每股基本盈利按以下數據計算：

由於截至二零一八年及二零一七年十二月三十一日止年度本公司均無任何已發行具潛在攤薄作用的普通股，故截至二零一八年及二零一七年十二月三十一日止年度的每股攤薄盈利與每股基本盈利相同。有關計算每股盈利的贖回負債代價，亦請參閱附註43。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 16 Property, plant and equipment

#### 16 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 車輛 RMB'000 人民幣千元	Other equipment 其他設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>COST 成本</b>							
At 1 January 2017	於二零一七年一月一日	1,108,290	922,414	30,734	85,114	32,088	2,178,640
Additions	添置	18,396	199,311	11,103	11,078	162,747	402,635
Transfer	轉撥	951	124,067	–	–	(125,018)	–
Disposals	出售	(5,774)	(123,250)	(6,043)	(6,138)	–	(141,205)
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	347,435	789,376	8,218	8,004	55,348	1,208,381
At 31 December 2017	於二零一七年十二月三十一日	1,469,298	1,911,918	44,012	98,058	125,165	3,648,451
Addition	添置	29,144	213,832	4,440	194,704	433,838	875,958
Transfer	轉撥	15,351	343,755	2,616	119,065	(480,787)	–
Disposals	出售	(24,640)	(116,668)	(3,849)	(62,743)	(11,527)	(219,427)
Acquisition of subsidiaries (note 43)	收購附屬公司 (附註43)	111,782	1,234,876	–	381,252	452,102	2,180,012
Transfer to investment property (note 18)	轉撥至投資物業 (附註18)	(107,976)	–	–	–	–	(107,976)
Currency exchange	貨幣兌換	(418)	8,955	–	(14,898)	4,907	(1,454)
At 31 December 2018	於二零一八年十二月三十一日	1,492,541	3,596,668	47,219	715,438	523,698	6,375,564
<b>ACCUMULATED DEPRECIATION 累計折舊</b>							
At 1 January 2017	於二零一七年一月一日	200,487	483,838	25,930	77,599	–	787,854
Provided for the year	年內撥備	51,622	184,137	8,283	5,233	–	249,275
Elimination on disposals	出售時對銷	(2,821)	(89,299)	(5,124)	(5,567)	–	(102,811)
At 31 December 2017	於二零一七年十二月三十一日	249,288	578,676	29,089	77,265	–	934,318
Provided for the year	年內撥備	64,648	462,435	4,778	264,158	–	796,019
Elimination on disposals	出售時對銷	(9,976)	(99,524)	(3,391)	(47,877)	–	(160,768)
Transfer to investment property (note 18)	轉撥至投資物業(附註18)	(23,612)	–	–	–	–	(23,612)
Currency exchange	貨幣兌換	702	(28,073)	–	(8,335)	–	(35,706)
At 31 December 2018	於二零一八年十二月三十一日	281,050	913,514	30,476	285,211	–	1,510,251
<b>CARRYING VALUES 賬面值</b>							
At 31 December 2017	於二零一七年十二月三十一日	1,220,010	1,333,242	14,923	20,793	125,165	2,714,133
At 31 December 2018	於二零一八年十二月三十一日	1,211,491	2,683,154	16,743	430,227	523,698	4,865,313

The Group was in process of obtaining the relevant property ownership certificates for buildings with a net book value of RMB81,138,000 as at 31 December 2018 (2017: RMB30,876,000). In the opinion of the directors of the Company, the relevant property ownership certificates can be obtained in due time without incurring significant costs.

本集團仍待獲取於二零一八年十二月三十一日賬面淨值為人民幣81,138,000元(二零一七年：人民幣30,876,000元)的樓宇相關物業所有權證。本公司董事認為可適時取得相關物業所有權證，而不會產生重大成本。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 16 Property, plant and equipment (Continued)

The Group has pledged property, plant and equipment with a net book value of approximately RMB142,942,000 as at 31 December 2018 (31 December 2017: RMB108,447,000) to secure banking facilities granted to the Group.

#### 17 Leasehold land and land use rights

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Analysed for the reporting purpose as:	就呈報目的分析如下：		
Current portion	流動部分	—	11,551
Non-current portion	非流動部分	440,964	508,559
		440,964	520,110

		Land use rights 土地使用權 RMB'000 人民幣千元
COST	成本	
At 31 December 2017	於二零一七年十二月三十一日	598,752
Addition	添置	618
Transfer to investment property (note 18)	轉撥至投資物業(附註18)	(77,200)
At 31 December 2018	於二零一八年十二月三十一日	522,170
ACCUMULATED AMORTISATION	累計攤銷	
At 31 December 2017	於二零一七年十二月三十一日	78,642
Addition	添置	12,728
Transfer to investment property (note 18)	轉撥至投資物業(附註18)	(10,164)
At 31 December 2018	於二零一八年十二月三十一日	81,206
CARRYING VALUES	賬面值	
At 31 December 2017	於二零一七年十二月三十一日	520,110
At 31 December 2018	於二零一八年十二月三十一日	440,964

The Group has obtained all relevant land use right certificates for the leasehold land as at 31 December 2018 and 2017.

The Group has pledged leasehold land with a net book value of approximately RMB79,340,100 as at 31 December 2018 (31 December 2017: RMB48,460,000) to secure banking facilities granted to the Group.

#### 16 物業、廠房及設備(續)

於二零一八年十二月三十一日，本集團已質押賬面淨值約人民幣142,942,000元(二零一七年十二月三十一日：人民幣108,447,000元)之物業、廠房及設備，為本集團獲授的銀行融資的抵押。

#### 17 租賃土地及土地使用權

本集團已取得二零一八年及二零一七年十二月三十一日所有租賃土地的土地使用權證。

於二零一八年十二月三十一日，本集團已質押賬面淨值約人民幣79,340,100元(二零一七年十二月三十一日：人民幣48,460,000元)之租賃土地，作為本集團獲授的銀行融資的抵押。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 18 Investment properties

## 18 投資物業

		<b>Buildings</b>	<b>leasehold land and land use rights</b>	<b>Total</b>
		樓宇	租賃土地及 土地使用權	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>COST</b>	<b>成本</b>			
At 1 January 2017 and 31 December 2017	於二零一七年一月一日及 二零一七年十二月三十一日	50,179	-	50,179
Transfer in from property, plant and equipment (note 16)	自物業、廠房及 設備轉入(附註16)	107,976	-	107,976
Transfer in from property, leasehold land and land use rights (note 17)	自物業、租賃土地 及土地使用權轉入(附註17)	-	77,200	77,200
At 31 December 2018	於二零一八年十二月三十一日	158,155	77,200	235,355
<b>DEPRECIATION</b>	<b>折舊</b>			
At 1 January 2017	於二零一七年一月一日	4,581	-	4,581
Provided for the year	年內撥備	1,589	-	1,589
At 31 December 2017	於二零一七年十二月三十一日	6,170	-	6,170
Transfer in from property, plant and equipment (note 16)	自物業、廠房及 設備轉入(附註16)	23,612	-	23,612
Transfer in from property, leasehold land and land use rights (note 17)	自物業、租賃土地及 土地使用權轉入(附註17)	-	10,164	10,164
Provided for the year	年內撥備	1,589	-	1,589
At 31 December 2018	於二零一八年十二月三十一日	31,371	10,164	41,535
<b>CARRYING VALUES</b>	<b>賬面值</b>			
At 31 December 2017	於二零一七年十二月三十一日	44,009	-	44,009
At 31 December 2018	於二零一八年十二月三十一日	126,784	67,036	193,820

As at 31 December 2018, the fair value of the Group's investment properties was RMB218,875,000 (2017: RMB58,250,000). The fair value has been arrived at based on a valuation carried out by the management of the Company. The fair value was determined based on the direct comparison approach, which the directors of the Company are of the view that it is the best estimate of the fair value of these investment properties. The direct comparison approach reflects recent transaction prices or current asking prices for similar properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於二零一八年十二月三十一日，本集團投資物業的公平值為人民幣218,875,000元(二零一七年：人民幣58,250,000元)。該公平值是根據本公司管理層作出的估值得出。該公平值是根據直接比較法估算得出，本公司董事認為此乃估算此等投資物業的公平值的最佳辦法。直接比較法反映類似物業的最近交易價格或當時沽盤價。於估算物業之公平值時，其現有用途為價值最高及其最佳用途。

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 18 Investment properties (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2018 are as follows:

		Fair value as at 31 December 2018	
		Level 3	於二零一八年 十二月三十一日 的公平值
		第3級	的公平值
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investment properties located in Zhengzhou, the PRC	位於中國鄭州的投資物業	218,875	218,875

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

The above investment properties are depreciated on a straight-line basis, taking into account their residual value, at the following rates per annum:

Land use right	2%
Buildings	2.71%-3.17%

All the buildings are located in the PRC. The Group had not obtained the relevant property certificates for buildings with a net book value of RMB4,478,000 as at 31 December 2018 (2017: RMB4,840,000). In the opinion of the directors of the Company, the relevant property ownership certificates can be obtained in due time without incurring significant costs.

#### 19 Goodwill

The Group carries out its annual impairment test on goodwill by comparing the recoverable amounts of cash generating unit ("CGU") to the carrying amounts. The recoverable amount of a CGU was determined based on value-in-use calculations. These calculations used pre-tax cash flow projections based on financial budgets approved by management covering a five-year period with a terminal value related to the future cash flows extrapolated using the estimated growth rates stated below beyond the five-year period. The accuracy and reliability of the information is reasonably assured by the appropriate budgeting, forecast and control process established by the Group. The management leveraged their extensive experiences in the industries and provided forecast based on past performance and their expectation of future business plans and market developments.

#### 18 投資物業(續)

於二零一八年十二月三十一日，本集團的投資物業及有關公平值等級的詳情如下：

年內概無轉進或轉出第3級。

以上投資物業是經計及其剩餘價值後以直線法折舊，採用的年率如下：

土地使用權	2%
樓宇	2.71%至3.17%

所有樓宇均位於中國境內。本集團尚未獲取於二零一八年十二月三十一日賬面淨值為人民幣4,478,000元(二零一七年：人民幣4,840,000元)的樓宇相關物業所有權證。本公司董事認為，可適時獲取相關房屋所有權證而不招致重大成本。

#### 19 商譽

本集團透過比較現金產生單位(「現金產生單位」)與賬面值對商譽進行年度減值測試。現金產生單位可回收金額根據使用價值計算。該等計算使用根據管理層所批准的涵蓋五年期間的財政預算得出的除稅前現金流量預測，而與該未來現金流量有關的最終價值則是使用下文所列五年期間後估計增長率推算。該資料的準確度及可靠度得到本集團制定的適當預算、預測及控制程序的合理保證。管理層運用了彼等的豐富行業經驗，並根據過往表現及彼等對業務計劃及市場發展的預期提供了預測。

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### 綜合財務報表附註

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#### 19 Goodwill (Continued)

Goodwill is allocated to the Group's cash-generating units (CGUs) identified. The following is a summary of goodwill allocation for each CGUs:

		Opening	Addition	Impairment	Currency translation difference	Closing
		年初	添置	減值	貨幣換算差額	年末
Year ended 31 December, 2018		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
截至二零一八年十二月三十一日止年度		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
ASIMCO Camshaft (Yizheng) Co., Ltd. ("ASIMCO Camshaft")	亞新科凸輪軸(儀征)有限公司(「亞新科凸輪軸」)	22,552	-	(22,552)	-	-
ASIMCO International Casting Co., Ltd. (Shanxi) ("ASIMCO Shanxi")	亞新科國際鑄造(山西)有限公司(「亞新科山西」)	104,516	-	-	-	104,516
Hubei Super Electric Auto Motor Co., Ltd. ("Super Electric")	湖北神電汽車電份有限公司(「神電」)	43,844	-	-	-	43,844
ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd. ("ASIMCO Shuanghuan")	儀征亞新科雙環活塞環有限公司(「亞新科雙環」)	88,283	-	-	-	88,283
ASIMCO NVH Technologies Co., Ltd. (Anhui) ("ASIMCO NVH")	亞新科噪聲與振動技術(安徽)有限公司(「亞新科NVH」)	86,573	-	(86,573)	-	-
SEG	SEG	-	613,626	-	3,539	617,165
		345,768	613,626	(109,125)	3,539	853,808

Impairment review on the goodwill of the Group has been conducted by management as at 31 December, 2017 and 2018, according to IAS 36 "Impairment of assets". For the purposes of impairment review, the recoverable amount of goodwill is determined based on value-in-use calculations. The value-in-use calculations use cash flow projections based on business plan for the purpose of impairment reviews covering a 5-year period. After taking into consideration the competition in the market of the products of ASIMCO Camshaft (Yizheng) Co., Ltd and ASIMCO NVH Technologies Co., Ltd., the Group has adjusted down the forecast and their cash flow projection. Accordingly, an impairment of RMB 109 million has been provided for the goodwill.

#### 19 商譽(續)

商業分配至本集團已識別的現金產生單位。下文為各現金產生單位商譽分配概要：

管理層於二零一七年及二零一八年十二月三十一日根據國際會計準則第36號「資產減值」對本集團商譽進行減值檢討。就減值檢討而言，商譽的可收回金額根據使用價值計算釐定。就涵蓋五年期間的減值檢討而言，使用價值計算使用基於業務計劃的現金流量預測。經計及亞新科凸輪軸(儀征)有限公司及亞新科噪聲與振動技術(安徽)有限公司的產品市場競爭，本集團已將預測及其現金流量預測下調。故此，已就商譽計提減值人民幣109百萬元。

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### 綜合財務報表附註

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#### 19 Goodwill (Continued)

The key assumptions and discount rate used in the significant CGU value-in-use calculations are as follows:

As at 31 December, 2018

		Revenue growth rate (%) 收入增長率(%)	Gross profit rate (%) 毛利率(%)	Discount rate 貼現率
ASIMCO Camshaft	亞新科凸輪軸	0% - 3.5%	29% - 33%	14.95%
ASIMCO Shanxi	亞新科山西	(15%) - 3%	22% - 24%	15.58%
Super Electric	神電	(9%) - 0%	24% - 25%	15.58%
ASIMCO Shuanghuan	亞新科雙環	0% - 5%	35% - 37%	15.58%
ASIMCO NVH	亞新科NVH	0% - 15%	19% - 20%	14.71%
SEG	SEG	2% - 9%	15% - 17%	16.20%

The budgeted gross margins used in the goodwill impairment testing, were determined by management based on past performance and its expectation for market development. The expected revenue growth rate and gross profit rates are following the business plan approved by the Company. Discount rates reflect market assessments of the time value and the specific risks relating to the industry.

#### 19 商譽(續)

重大現金產生單位使用價值計算中所用關鍵假設及貼現率如下：

於二零一八年十二月三十一日

用於商譽減值測試的預算毛利率由管理層根據過往表現及其對市場發展的預期決定。預期收入增長率及毛利率依循本公司批准的業務計劃。貼現率反映對時間價值及行業特定風險的市場評估。



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## 20 Intangible assets

## 20 無形資產

		Trademark 商標	Software 軟件	Development costs 開發成本	Patent right 專利權	Customer Relationship 客戶關係	Total 總計
<b>COST</b>							
	<b>成本</b>						
At 1 January 2017	於二零一七年一月一日	-	16,529	-	-	-	16,529
Additions	添置	-	2,148	-	-	-	2,148
Acquisition of subsidiaries	收購附屬公司	77,860	123	-	265,504	265,293	608,780
<b>At 31 December 2017</b>							
Acquisition of subsidiaries	收購附屬公司	77,860	18,800	-	265,504	265,293	627,457
(note 43)	(附註43)	-	104,157	46,213	337,992	311,327	799,689
Additions	添置	-	18,568	379,300	12,787	-	410,655
Disposal	出售	-	(1,194)	-	-	-	(1,194)
Currency exchange	貨幣兌換	-	780	(19,076)	2,048	1,796	(14,452)
<b>At 31 December 2018</b>							
	於二零一八年十二月三十一日	77,860	141,111	406,437	618,331	578,416	1,822,155
<b>AMORTISATION</b>							
	<b>攤銷</b>						
At 1 January 2017	於二零一七年一月一日	-	14,269	-	-	-	14,269
Charge for the year	年內扣除	6,187	1,208	-	25,186	22,108	54,689
<b>At 31 December 2017</b>							
Charge for the year	年內扣除	6,187	15,477	-	25,186	22,108	68,958
Disposal	出售	-	(1,170)	-	-	-	(1,170)
Currency exchange	貨幣兌換	-	258	-	291	157	706
<b>At 31 December 2018</b>							
	於二零一八年十二月三十一日	21,859	45,965	-	98,425	77,293	243,542
<b>CARRYING VALUES</b>							
	<b>賬面值</b>						
At 31 December 2017	於二零一七年十二月三十一日	71,673	3,323	-	240,318	243,185	558,499
<b>At 31 December 2018</b>							
	於二零一八年十二月三十一日	56,001	95,146	406,437	519,906	501,123	1,578,613

Total research and development expense incurred during 2018 was approximately RMB1,410,072,000, among which RMB379,300,000 related to auto parts technology project has been capitalised as development costs. As at 31 December 2018, related development projects were in progress.

於二零一八年產生的總研發開支約為人民幣1,410,072,000元，其中有關於汽車零部件技術項目人民幣379,300,000元資本化為開發成本。於二零一八年十二月三十一日，相關開發項目正在進行。

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## 21 Investments in associates

## 21 於聯營公司之投資

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of investments in unlisted associates	於非上市聯營公司之投資成本	381,972	381,972
Share of post-acquisition profits and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面收益，扣除已收股息	11,500	67,117
		<b>393,472</b>	449,089

As at 31 December 2018 and 2017, the Group had interests in the following associates:

於二零一八年及二零一七年十二月三十一日，本集團於以下聯營公司擁有權益：

Name of entity 實體名稱	Place of registration 註冊地	Proportion of nominal value of registered capital 佔註冊資本面值比例		Proportion of voting power held 佔持有表決權比例		Principal activities 主要業務
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
鄭州煤機速達配件服務有限公司 ZMJ Suda Parts and Services Co., Ltd.	The PRC 中國	31.48%	31.48%	31.48%	31.48%	Aftermarket services 售後服務
華軒（上海）股權投資基金有限公司 Hua Xuan (Shanghai) Equity Investment Fund Co., Ltd.	The PRC 中國	49.18%	49.18%	49.18%	49.18%	Equity investment and financial management 股本投資及財務管理
黑龍江鄭龍煤礦機械有限公司 Heilongjiang Zhenglong Coal Mining Machinery Co., Ltd.	The PRC 中國	47.5%	47.5%	47.5%	47.5%	Manufacture of mining machinery 生產採礦機械
淮南鄭煤機舜立機械有限公司（「鄭煤機舜立」） Huainan ZMJ Shun Li Machinery Co., Ltd. ("ZMJ Shun Li")	The PRC 中國	22.6%	22.6%	22.6%	22.6%	Manufacture of mining machinery 生產採礦機械

The above table lists the associates of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other associates would, in the opinion of the directors of the Company, result in particulars of excessive length.

上表載列本公司董事認為對本集團業績或資產具有重大影響的聯營公司。本公司董事認為倘詳列其他聯營公司，將致使有關資料篇幅過長。

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#### 21 Investments in associates (Continued)

Aggregate information of associates that are not individually significant

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
The Group's share of (loss)/profit	本集團分佔(虧損)/溢利	(49,642)	18,399
The Group's share of other comprehensive income	本集團分佔其他全面收益	-	22,730
The Group's share of total comprehensive (expense)/income	本集團分佔全面(開支)/收入總額	(49,642)	41,129
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司擁有之權益賬面值總額	393,472	449,089

#### 21 於聯營公司之投資(續)

個別而言並不重大之聯營公司綜合資料

#### 22 Investments in a joint venture

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of investments in unlisted joint venture	於一間合營企業之投資	27,906	27,906
Share of post-acquisition profits and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面收益，扣除已收股息	12,100	6,193
		40,006	34,099

#### 22 於一間合營企業之投資

As at 31 December 2018, the Group had interest in the following joint venture:

於二零一八年十二月三十一日，本集團於以下合營企業擁有權益：

Name of entity 實體名稱	Place of registration 註冊地	Proportion of nominal value of registered capital 佔註冊資本面值比例		Proportion of voting power held 佔持有表決權比例		Principal activities 主要業務
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
儀征日環亞新科粉末冶金製造有限公司 NPR ASIMCO Powdered Metals Manufacturing (Yizheng) Co., Ltd	The PRC 中國	50.00%	50.00%	50.00%	50.00%	Manufacture of auto-parts 生產汽車零部件

NPR ASIMCO Powdered Metals Manufacturing (Yizheng) Co., Ltd. is a joint venture of ASIMCO Shuanghuan that was acquired by the Group in March 2017.

儀征日環亞新科粉末冶金製造有限公司是亞新科雙環的合營企業，後者由本集團於二零一七年三月收購。

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#### 23 Financial asset at fair value through profit or loss/Financial asset at fair value through other comprehensive income/Available-for-sale investments/Other financial assets

##### Available-for-sale investments

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Equity securities listed in Hong Kong, at fair value	於香港上市的股本證券(按公平值)	-	49,124
Unlisted equity securities	非上市股本證券	-	1,456
		-	50,580
Analysed for reporting purposes as Non-current assets	就呈報目的分析非流動資產	-	50,580

Under IFRS 9, the equity securities listed in Hong Kong Exchanges and Clearing Market with a fair value of RMB49,124,000 were reclassified from available-for-sale to financial assets at fair value through other comprehensive income; and unlisted equity security with a fair value of RMB1,456,000 were reclassified from available-for-sale to financial assets at fair value through profit and loss. Please refer to note 2.3 for details.

##### Other financial assets

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Structured deposits	結構性存款	-	62,000

Under IFRS 9, the structured deposits were reclassified from other financial assets to financial assets at fair value through profit or loss. Please refer to note 2.3 for details.

#### 23 以公平值計量且其變動計入損益的金融資產/以公平值計量且其變動計入其他全面收益的金融資產/可供出售投資/其他金融資產

##### 可供出售投資

根據國際財務報告準則第9號，於香港交易及結算所市場上市且公平值為人民幣49,124,000元的股本證券重新分類為以公平值計量且其變動計入其他全面收益的可供出售金融資產；而公平值為人民幣1,456,000元的非上市股本證券由可供出售金融資產重新分類至以公平值計量且其變動計入損益的金融資產。有關詳情，請參閱附註2.3。

##### 其他金融資產

根據國際財務報告準則第9號，結構性存款由其他金融資產重新分類至以公平值計量且其變動計入損益的金融資產。有關詳情，請參閱附註2.3。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 23 Financial asset at fair value through profit or loss/Financial asset at fair value through other comprehensive income/Available-for-sale investments/Other financial assets (Continued)

Financial assets at fair value through other comprehensive income

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Equity securities listed in Hong Kong	於香港上市的股本證券	31,540	—
Current assets	流動資產		
Notes receivable	應收票據	3,955,287	—

#### 23 以公平值計量且其變動計入損益的金融資產/以公平值計量且其變動計入其他全面收益的金融資產/可供出售投資/其他金融資產(續)

以公平值計量且其變動計入其他全面收益的金融資產

Financial assets at fair value through profit or loss

以公平值計量且其變動計入損益的金融資產

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產		
Structured deposits	結構性存款	354,243	—
Unlisted equity securities	非上市股本證券	1,296	—
		355,539	—

#### Derivative financial instruments

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedging accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss below. The Group has the following derivative financial instruments:

#### Derivative financial assets

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Not designated as hedging instruments	不指定為對沖工具	1,288	—
Designated as hedging instruments (note)	指定為對沖工具(附註)	3,113	—
		4,401	—

#### 衍生金融工具

衍生工具僅用於經濟對沖目的，不用於投機性投資。然而，倘衍生工具未符合對沖會計標準，將就會計處理目的而言分類為「持作買賣」，並如下文所述以公平值計量且其變動計入損益。本集團擁有下列衍生金融工具：

#### 衍生金融資產

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 23 Financial asset at fair value through profit or loss/Financial asset at fair value through other comprehensive income/Available-for-sale investments/Other financial assets (Continued)

##### Derivative financial liabilities

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Not designated as hedging instruments 不指定為對沖工具	35,179	-

Note: The Group's hedging reserves followed hedging instruments:

#### 23 以公平值計量且其變動計入損益的金融資產/以公平值計量且其變動計入其他全面收益的金融資產/可供出售投資/其他金融資產(續)

##### 衍生金融負債

附註：本集團對沖工具的對沖儲備：

	2017 二零一七年 RMB'000 人民幣千元
Closing balance at 31 December 2017 於二零一七年十二月三十一日的年末結餘	-
Add: Change in fair value of hedging instrument recognised in OCI for the year 加：年內於其他全面收益確認的對沖工具公平值變動	3,097
Currency exchange 貨幣兌換	16
Closing balance at 31 December 2018 於二零一八年十二月三十一日的年末結餘	3,113

#### 24 Deferred tax assets/liabilities

The following is the analysis of the deferred tax balances for financial reporting purposes:

#### 24 遞延稅項資產/負債

就財務報告而言，遞延稅項結餘分析如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Deferred tax assets to be recovered 將予收回的遞延稅項資產		
– within 12 months – 12個月內	69,897	49,005
– after 12 months – 12個月後	387,405	193,241
	457,302	242,246
Deferred tax liabilities to be settled 將予償付的遞延稅項負債		
– within 12 months – 12個月內	(42,083)	(15,271)
– after 12 months – 12個月後	(314,508)	(127,412)
	(356,591)	(142,683)
Deferred tax assets, net 遞延稅項資產淨值	100,711	99,563

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 24 Deferred tax assets/liabilities (Continued)

The following are the major deferred tax assets/liabilities recognised and movements thereon:

#### 24 遞延稅項資產／負債(續)

所確認的主要遞延稅項資產／負債及其變動如下：

		Trade receivable loss allowance	Write-down of inventory	Accruals and provision	Unrealized profit	Property, plant and equipment tax difference	Intangible assets tax difference	Revaluation on prepaid lease payments	Revaluation of intangible assets	Revaluation of Property, plant and equipment	Revaluation of Inventory	Others	Total
		貿易應收款項虧損撥備	存貨撇銷	及撥備	未變現利潤	廠房及設備稅會差	無形資產稅會差	預付租賃款項重估	無形資產重估	物業、廠房及設備重估	存貨重估	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
The Group	本集團												
At 1 January 2017	於二零一七年一月一日	183,173	6,838	2,450	3,035	-	-	-	-	-	-	2,246	197,742
Acquisition of subsidiaries (Note 43)	收購附屬公司(附註43)	2,153	3,284	39,584	-	-	-	(24,207)	(90,459)	(39,144)	(8,255)	6,258	(110,786)
Credit (charge) to profit or loss	於損益計入(扣除)	(21,674)	(1,044)	10,041	6,999	-	-	588	8,370	2,169	8,255	(844)	12,860
Effect of change in tax rate	稅率變動影響	(211)	-	-	-	-	-	-	-	-	-	(42)	(253)
At 31 December 2017	於二零一七年十二月三十一日	163,441	9,078	52,075	10,034	-	-	(23,619)	(82,089)	(36,975)	-	7,618	99,563
Acquisition of subsidiaries (Note 43)	收購附屬公司(附註43)	13,665	8,118	51,384	1,773	45,076	77,387	-	(185,704)	(37,776)	-	5,123	(20,954)
(Charge)/credit to profit or loss	於損益(扣除)/計入	(9,875)	(1,365)	(44,812)	(1,051)	(26,433)	(21,669)	3,803	11,044	11,719	-	41,092	(37,547)
Effect of change in tax rate	稅率變動影響	(954)	(2,256)	(7,157)	-	(1,850)	-	-	1,201	1,467	-	-	(9,549)
Currency exchange	貨幣兌換	(8,546)	3,272	55,377	-	20,745	(14,338)	-	14,324	(715)	-	(921)	69,198
At 31 December 2018	於二零一八年十二月三十一日	157,731	16,847	106,867	10,756	37,538	41,380	(19,816)	(241,224)	(62,280)	-	52,912	100,711

The net balances of deferred tax assets and liabilities after offsetting are as follows:

遞延稅項資產及負債互相抵銷後的結餘淨額如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Deferred tax assets, net	遞延稅項資產淨值	442,322	242,246
Deferred tax liabilities, net	遞延稅項負債淨額	(341,611)	(142,683)
		100,711	99,563

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 24 Deferred tax assets/liabilities (Continued)

At the end of the Reporting Period, the Group has the following unrecognised unused tax losses:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Unused tax losses	未動用稅項虧損	1,619,665	294,182

No deferred tax asset has been recognised in relation to the above tax losses due to the unpredictability of future profit streams.

The expiry dates of the above unrecognised tax losses are as follow:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
31 December 2018	二零一八年十二月三十一日	-	1,547
31 December 2019	二零一九年十二月三十一日	9,897	15,531
31 December 2020	二零二零年十二月三十一日	24,369	26,901
31 December 2021	二零二一年十二月三十一日	19,381	36,855
31 December 2022	二零二二年十二月三十一日	1,317	12,108
31 December 2023	二零二三年十二月三十一日	-	-
No expiry date	無屆滿日期	1,564,701	-
		1,619,665	92,942

#### 24 遞延稅項資產／負債(續)

於報告期末，本集團有下列未確認之未動用稅項虧損：

未就上述稅項虧損確認遞延稅項資產乃由於無法預期未來溢利流入。

上述未確認稅項虧損之屆滿日期如下：

#### 25 Finance lease receivables

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Finance lease receivables due from customers	應收客戶融資租賃應收款項	53,466	69,951
Less: Finance lease receivables due within 1 year	減：於1年內到期的融資租賃應收款項	(24,958)	(31,475)
Non-current finance lease receivables	非流動融資租賃應收款項	28,508	38,476

Certain of the Group's equipment are leased out under finance leases. All leases are denominated in RMB. The term of finance leases entered into ranged from 3 to 5 years.

#### 25 融資租賃應收款項

本集團若干設備根據融資租賃出租。所有租賃以人民幣計值。融資租賃年期為三至五年。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 25 Finance lease receivables (Continued)

#### 25 融資租賃應收款項(續)

		Minimum lease receivables 最低租賃應收款項		Present value of minimum lease receivables 最低租賃應收款項現值	
		31/12/2018 二零一八年 十二月 三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月 三十一日 RMB'000 人民幣千元	31/12/2018 二零一八年 十二月 三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月 三十一日 RMB'000 人民幣千元
Within 1 year	1年內	25,848	33,195	24,958	31,475
Over 1 year but less than 2 years	超過1年但少於2年	28,706	15,898	28,508	14,241
Over 2 years but less than 5 years	超過2年但少於5年	—	27,045	—	24,235
Less: unearned finance income	減：未實現融資收益	(1,088)	(6,187)	不適用N/A	不適用N/A
Present value of minimum lease payments receivable	最低租賃應收款項現值	53,466	69,951	53,466	69,951

The interest rates inherent in the leases are fixed at the contract date for the entire lease terms. The weighted average effective interest rate is approximately 5.38% (2017: 5.70%) per annum.

Finance lease receivable balances are secured over the leased storage equipment. The Group is not permitted to sell or pledge the collateral in the absence of default by the lessee.

Please refer to note 3 for the loss allowance of finance lease receivables.

租賃附帶之息率於合同日釐定，適用於整個租賃期。加權平均實際年利率約為5.38%（二零一七年：5.70%）。

融資租賃應收款項結餘以租出的貯存設備作擔保。本集團不得在承租人沒有違約時出售或再抵押抵押品。

有關融資租賃應收款項的虧損撥備，請參閱附註3。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 26 Long-term trade receivables

#### 26 長期貿易應收款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Long term receivable due from customers	應收客戶的長期應收款項	554,161	294,211
Less: Long-term receivable due within 1 year	減：一年內到期的長期應收款項	(131,926)	(141,857)
Long-term receivable due after 1 year		422,235	152,354
The amount is expected to be received as follows:			
Within 1 year	款項預期於以下時間收取： 1年內	135,730	163,802
Over 1 year but less than 2 years	超過1年但少於2年	210,548	65,174
Over 2 years but less than 5 years	超過2年但少於5年	214,110	147,596
Less: unearned finance income	減：未實現融資收益	(6,227)	(82,361)
		554,161	294,211

Note: The balance represents long-term receivables from customers arising from sales of goods. The amount is interest free, unsecured and repayable in 2 to 5 years. Deemed interest income of RMB2,609,353 calculated based on effective interest method was recognised during the current year (2017: RMB23,627,000).

附註：該結餘指因貨品銷售而應收客戶之長期應收款項。該款項為免息、無抵押及須於兩至五年內償還。視作按實際利息法計算之利息收入人民幣2,609,353元乃於本年度內確認(二零一七年：人民幣23,627,000元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**27 Contract related assets/Contract liabilities****27 合同相關資產／合同負債**

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Contract related assets	合同相關資產		
Customer-related assets – nomination fee	客戶相關資產 – 提名費	<b>35,410</b>	–
<hr/>			
Contract liabilities	合同負債		
Contract liabilities, current – advances from customers (a)	流動合同負債 – 客戶按金(a)	<b>1,390,874</b>	–
<hr/>			
Contract liabilities, non-current	非流動合同負債 – 客戶研發補償		
– R&D reimbursements from customers		<b>39,790</b>	–

(a): Advances from customers are mainly from coal mining machinery group for non-cancelable contract, and normally would be recognized as revenue in next 12 months. RMB30,430,000 in the balance on 31 December 2018 is carried forward from 2017.

(a) : 客戶墊款主要來自不可註銷合同的煤礦機械組別，一般於之後12個月內確認為收入。於二零一八年十二月三十一日的結餘人民幣30,430,000元是自二零一七年結轉。

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 28 Loans receivable from associates and a joint venture

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Loans receivable from an associate (note a, c)	應收一間聯營公司貸款(附註a、c)	64,000	64,000
Loans receivable from a joint venture (note b, c)	應收一間合營企業貸款(附註b、c)	19,750	29,750
		<b>83,750</b>	93,750
Loss allowance (note d)	虧損撥備(附註d)	<b>(64,000)</b>	(40,000)
		<b>19,750</b>	53,750
Analysed for the reporting purpose as:			
Current portion	就呈報目的分析如下： 流動部分	9,750	34,000
Non-current portion	非流動部分	10,000	19,750
		<b>19,750</b>	53,750

Note (a): The balance represented loans receivable from an associate, Heilongjiang Zhenglong Coal Mining Machinery Co., Ltd., which was unsecured and repayable on demand. The Group has individually provided additional allowance of RMB24,000,000 (2017: RMB40,000,000) for this loans receivable during the year.

Note (b): The amount of RMB 9,750,000 will be repaid on 30 November 2019, and the amount of RMB 10,000,000 will be repaid on 30 June 2020.

Note (c): The balance is unsecured, carrying interest rate of 1.45%-2.16% per annum and repayable within two years by instalments.

Note (d): Please refer to note 3 for loss allowance.

#### 28 應收聯營公司及一間合營企業貸款

附註(a)：該結餘指應收聯營公司黑龍江鄭龍煤礦機械有限公司之貸款，該貸款無抵押，並按要求償還。本集團已於年內就該項應收貸款個別提供人民幣24,000,000元(二零一七年：人民幣40,000,000元)的額外撥備。

附註(b)：將於二零一九年十一月三十日償還人民幣9,750,000元及將於二零二零年六月三十日償還人民幣10,000,000元。

附註(c)：該結餘無抵押，按年利率1.45%至2.16%計息，並於兩年內分期償還。

附註(d)：有關虧損撥備，請參閱附註3。

#### 29 Inventories

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Raw materials and consumables	原料及消耗品	1,411,969	381,474
Work in progress	半成品	679,219	414,443
Finished goods	產成品	2,018,100	1,097,796
		<b>4,109,288</b>	1,893,713
Inventory provision	存貨撥備	<b>(148,444)</b>	(61,580)
		<b>3,960,844</b>	1,832,133

#### 29 存貨

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 30 Trade and other receivables

### 30 貿易及其他應收款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Notes receivable	應收票據	-	2,915,356
Trade receivables	貿易應收款項	5,760,750	3,526,510
Less: loss allowance	減：虧損撥備	(853,294)	(1,001,141)
		<b>4,907,456</b>	5,440,725
Prepayments to suppliers	向供應商預付款項	507,566	357,503
Deposits	訂金	24,197	38,344
Other tax recoverable	其他可收回稅項	880,090	11,259
Staff advances	僱員墊款	7,363	2,364
Others	其他	97,493	57,067
Less: loss allowance	減：虧損撥備	(97,168)	(14,190)
		<b>1,419,541</b>	452,347
Total trade and other receivables	貿易及其他應收款項合計	<b>6,326,997</b>	5,893,072

The following is an aged analysis of notes receivable and trade receivables net of loss allowance presented based on the invoice date at the end of each Reporting Period:

以下為各報告期末按發票日期呈列之應收票據及貿易應收款項扣除虧損撥備後之賬齡分析：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 180 days	180天內	4,255,933	4,063,119
Over 180 days but within 1 year	超過180天但1年內	351,338	942,271
Over 1 year but within 2 years	超過1年但2年內	228,364	272,255
Over 2 years within 3 years	超過2年但3年內	71,821	163,080
		<b>4,907,456</b>	5,440,725

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 30 Trade and other receivables (Continued)

The trade and other receivables denominated in foreign currencies, are expressed in RMB as at 31 December 2018 and 31 December 2017 as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
EUR	歐元	809,741	25,376
USD	美元	527,588	80,028
INR	印度盧比	156,762	–
BRL	巴西雷亞爾	79,310	–
MXI	墨西哥披索	11,070	–
JPY	日圓	6,313	–
ZAF	南非蘭特	5,369	–
RUB	俄羅斯盧布	2,828	1,456
CAD	加元	504	533
Others	其他	47	84
		<b>1,599,532</b>	107,477

### 30 貿易及其他應收款項(續)

以外幣計值的貿易及其他應收款項於二零一八年十二月三十一日及二零一七年十二月三十一日以人民幣列示如下：

Movement of loss allowance for doubtful debts on trade and other receivables

貿易及其他應收款項之呆賬虧損撥備變動

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Opening balance	年初結餘	1,015,331	1,195,323
Reversed during the year	年內撥回	(58,006)	(179,007)
Write off	撇銷	(3,724)	(985)
Currency exchange	貨幣兌換	(3,139)	–
Closing balance	年末結餘	<b>950,462</b>	1,015,331

As at 31 December 2018, the Group had litigations against overdue customers with trade receivable balances of RMB379,580,000. Among those litigations, for trade receivable balance of RMB105,094,000 had been reached settlement. Litigations relating to trade receivable of RMB171,142,000 were on-going. Litigations relating to receivable of RMB49,222,000 were terminated.

於二零一八年十二月三十一日，本集團對逾期客戶提起訴訟，有關貿易應收款項結餘為人民幣379,580,000元。該等訴訟中，貿易應收款項結餘為人民幣105,094,000元已清償，貿易應收款項結餘為人民幣171,142,000元的訴訟正在執行中，以及貿易應收款項結餘為人民幣49,222,000元的訴訟已終止執行。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 31 Cash and cash equivalents/bank deposits

### 31 現金及現金等價物／銀行存款

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Cash and cash equivalents</b>	<b>現金及現金等價物</b>		
Cash	現金	358	252
Bank deposits with original maturity within three months or less	原到期日為3個月或以下之銀行存款	2,745,680	1,744,925
Cash and cash equivalents	現金及現金等價物	2,746,038	1,745,177
<b>Bank deposits</b>	<b>銀行存款</b>		
Pledged bank deposits	已抵押銀行存款	853,890	867,795
Bank deposits with original maturity over three months	原到期日為3個月以上之銀行存款	30,590	86,410
		884,480	954,205

Pledged bank deposits represent deposits pledged to banks to secure bank acceptance bills and letters of guarantee and are therefore classified as current assets. The pledged bank deposits carry interest at market rates which range from 0.20% to 3.26% per annum as at 31 December 2018 (2017: 0.35% to 3.15% per annum).

已抵押銀行存款為抵押予銀行作為銀行承兌匯票及保函之保證金，因此被分類為流動資產。已抵押銀行存款按市場利率計息，於二零一八年十二月三十一日，年利率介乎0.20%至3.26%（二零一七年：年利率0.35%至3.15%）。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 32 Trade and other payables

### 32 貿易及其他應付款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Notes payable (note a)	應付票據(附註a)	1,882,103	1,288,089
Trade payable (note a)	貿易應付款項(附註a)	4,988,510	2,684,708
		<b>6,870,613</b>	3,972,797
Salary and bonus payables	應付工資與獎金	612,802	261,367
Deposits (note b)	訂金(附註b)	82,134	27,939
Deferred income to be recognised within one year (note c)	一年內確認之 遞延收入(附註c)	5,942	3,994
Interest Payable	應付利息	11,719	203
Other taxes payable	其他應付稅項	222,410	53,111
Accruals and other payables (note d)	預提及其他應付款項(附註d)	324,930	113,290
		<b>8,130,550</b>	4,432,701

Notes:

附註：

(a) The following is an aged analysis of notes payable and trade payables presented based on invoice date at the end of each Reporting Period:

(a) 以下為於各報告期末按發票日期呈列之應付票據及貿易應付款項賬齡分析：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 year	1年內	6,576,168	3,748,516
Over 1 year	超過1年	294,445	224,281
		<b>6,870,613</b>	3,972,797

(b) Deposits represent the deposits received from suppliers for transportation and other services.

(b) 訂金指從供應商所收到運輸及其他服務之訂金。

(c) Deferred income to be recognised within one year represents the government subsidies received by the Group towards certain research projects. The amount has been treated as deferred income and will be transferred to profit or loss over the useful lives of the relevant assets.

(c) 將於一年內確認之遞延收入指本集團就若干研究項目所收取政府補助。該款項被視作遞延收入且於相關資產可使用年內轉撥至損益。

(d) Accruals and other payables mainly consist of payables for the acquisition of property, plant and equipment, rental payables, sales rebate and payables for other services.

(d) 預提及其他應付款項主要包括用於購置物業、廠房及設備之應付款項、應付租金、銷售回扣及其他服務之應付款項。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 33 Borrowings

### 33 借貸

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Non-current:	非即期：		
– Bank borrowings – secured (Note a, b, c)	– 銀行借貸—有抵押(附註a、b、c)	<b>1,177,097</b>	–
– Bank borrowings – unsecured	– 銀行借貸—無抵押	<b>816,000</b>	898,000
Less: current portion of non-current borrowings	減：非即期借貸的即期部分	<b>(144,855)</b>	(80,000)
		<b>1,848,242</b>	818,000
Current:	即期：		
– Bank borrowings – secured (Note a, b, c)	– 銀行借貸—有抵押(附註a、b、c)	<b>874,730</b>	111,000
Add: current portion of non-current borrowings	加：非即期借貸的即期部分	<b>144,855</b>	80,000
		<b>1,019,585</b>	191,000
Total borrowings	借貸總額	<b>2,867,827</b>	1,009,000
Secured (Note)	有抵押(附註)	<b>2,051,827</b>	111,000
Unsecured	無抵押	<b>816,000</b>	898,000
		<b>2,867,827</b>	1,009,000
Fixed-rate borrowings	定息借貸	<b>886,000</b>	960,000
Variable-rate borrowings	浮息借貸	<b>1,981,827</b>	49,000
		<b>2,867,827</b>	1,009,000

Notes:

- (a) The balance of bank borrowing amounting to RMB6,000,000 was secured by the pledge of bank notes as at 31 December 2018;
- (b) The balance of bank borrowings totally amounting to RMB84,000,000 were secured by the pledge of the land use rights and property, plant and equipment as at 31 December 2018.

附註：

- (a) 於二零一八年十二月三十一日，銀行借貸結餘人民幣6,000,000元由銀行票據質押作抵押；
- (b) 於二零一八年十二月三十一日，銀行借貸結餘總額人民幣84,000,000元由土地使用權以及物業、廠房及設備質押作抵押。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 33 Borrowings (Continued)

Notes: (Continued)

- (c) The balance of RMB1,961,827,000 as at 31 December 2018 (2017: Nil) mainly represented:

SMG Acquisition Luxembourg Holdings SARL, a subsidiary of the Group, entered into a facility agreement of EUR 300 million with the lenders, of which Bank Of China Limited, Luxembourg Branch and Bank Of China Limited, Frankfurt Branch acted as mandated lead arrangers and book runners. The Group has drawn down two loans under the above mentioned facility agreement:

- (i) EUR 150,000,000 (equivalent to RMB1,177,097,000), with the effective interest rate of 2.6% per annum, and is repayable from July 2019 to January 2023.
- (ii) EUR 100,000,000 (equivalent to RMB784,730,000), with the effective interest rate of 2.5% per annum, and is repayable in January 2021.

Both of term loan and the facility loan are guaranteed by the Company and the letter of credit issued by the Company, EUR 734 million (equivalent to RMB5,761 million), and are secured, inter alia, by one or more of the following:

- (a) Share of certain subsidiaries (SEG Automotive Germany GmbH, SEG Automotive Components Brazil Ltda., Starters E-Components Generators Automotive Hungary Kft., SEG Automotive Mexico Manufacturing, S.A. de C.V., SEG Automotive Spain, S.A.U, SEG Automotive North America LLC and SEG Automotive Products (China) Co., Ltd.);
- (b) First priority security over the assets, including all land and leaseholds, plant, equipment, intellectual property rights, receivables, accounts and other contract rights of certain subsidiaries. The legal procedures of the assets to be secured is still under processing;
- (c) Assignment and subordination of any shareholder loan made to the SMG Acquisition Luxembourg Holdings SARL and the SEG Automotive Germany GmbH.

As at 31 December 2018, the secured assets in SEG Group were as following:

		RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	486,430
Trade and other receivables	貿易及其他應收款項	1,993,815
Inventories	存貨	845,631
Property, plant and equipment	物業、廠房及設備	552,953
Investments in subsidiaries	對附屬公司投資	1,254,611
Intercompany loan	公司間貸款	407,390
Others	其它	219,724
		<b>5,760,555</b>

As at 31 December 2018, the Group's debt ratio does not meet the requirement of certain covenant included in the above mentioned facility agreement. In 2019, the Company entered into an amendment to the facility agreement which modified the definition of the debt ratio. According to the amendment, the requirement of the loan covenant has been met.

### 33 借貸(續)

附註：(續)

- (c) 於二零一八年十二月三十一日，結餘人民幣1,961,827,000元(二零一七年：零)主要為：

本集團附屬公司SMG Acquisition Luxembourg Holdings SARL與放款人訂立300百萬歐元的融資協議，其中中國銀行股份有限公司盧森堡分行及中國銀行股份有限公司法蘭克福分行作為授權牽頭安排行及賬簿管理人。本集團已根據上述融資協議提取兩筆貸款：

- (i) 150,000,000 歐元(相當於人民幣1,177,097,000元)，實際年利率為2.6%，可於二零一九年七月至二零二三年一月期間償還。
- (ii) 100,000,000 歐元(相當於人民幣784,730,000元)，實際年利率為2.5%，並可於二零二一年一月償還。

長期貸款及融資貸款均由本公司及本公司出具之金額為734百萬歐元(相當於人民幣5,761百萬元)之信用狀作擔保，並由(其中包括)以下一項或多項進行抵押：

- (a) 若干附屬公司股份：(SEG Automotive Germany GmbH、索恩格汽車部件巴西有限公司、Starters E-Components Generators Automotive Hungary Kft.、索恩格汽車墨西哥製造有限公司、索恩格汽車西班牙有限公司、索恩格汽車北美有限公司及索恩格汽車(中國)有限公司)；
- (b) 對部分附屬公司資產之優先擔保權，包括所有土地及租賃土地、廠房、設備、知識產權、應收款項、賬目及其他合同權利。抵押資產之法定期序仍在進行中；
- (c) 轉讓及從屬向SMG Acquisition Luxembourg Holdings SARL及SEG Automotive Germany GmbH作出之任何股東貸款。

於二零一八年十二月三十一日，SEG集團的有抵押資產如下：

於二零一八年十二月三十一日，本集團債務比率未有符合上述融資協議若干契諾的規定。於二零一九年，本公司訂立融資協議修訂本以修訂債務比率的定義。根據該修訂本，已符合貸款契諾的要求。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 33 Borrowings (Continued)

Notes: (Continued)

(c) (Continued)

		At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Carrying amount repayable:	須於下列期限償還之賬面值：		
Within one year	一年內	1,019,585	191,000
More than one year, but not exceeding two years	超過一年但不超過兩年	730,000	82,000
More than two years, but not exceeding five years	超過兩年但不超過五年	1,118,242	736,000
		<b>2,867,827</b>	1,009,000
Less: Amounts shown under current liabilities	減：流動負債項下所示金額	1,019,585	191,000
Amounts shown under non-current liabilities	非流動負債項下所示金額	1,848,242	818,000

The carrying amounts of the Group's borrowings are denominated in the following currencies:

本集團借貸的賬面值以下列外幣計值：

		At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	906,000	1,009,000
EUR	歐元	1,961,827	-
		<b>2,867,827</b>	1,009,000

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

本集團借貸之實際利率(亦相等於合同利率)範圍如下：

		At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Effective interest rate per annum	實際年利率		
Fixed-rate borrowings	定息借貸	4.10%-5.00%	4.10%-5.00%
Variable-rate borrowings	浮息借貸	2.31%-4.75%	4.35%-4.57%

### 33 借貸(續)

附註：(續)

(c) (續)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 34 Provisions

### 34 撥備

		Warranty 保修 RMB'000 人民幣千元	Onerous Contract 嚴苛合同 RMB'000 人民幣千元	Restructuring provision 重組撥備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017	於二零一七年 十二月三十一日	113,217	-	-	113,217
Acquisition of subsidiaries (note 43)	收購附屬公司(附註43)	78,818	478,187	637,057	1,194,062
Additional provision in the year	年內額外撥備	81,904	112,247	-	194,151
Utilisation of provision	利用撥備	(107,932)	(222,028)	(209,463)	(539,423)
Currency Exchange	貨幣兌換	473	2,206	2,623	5,302
At 31 December 2018	於二零一八年 十二月三十一日	166,480	370,612	430,217	967,309
Current portion	即期部分	166,480	210,118	361,901	738,499
Non-current portion	非即期部分	-	160,494	68,316	228,810
		166,480	370,612	430,217	967,309

The warranty provision which represents management's best estimate of the Group's liability under warranty periods granted to customers (who purchased auto parts), based on prior experience relating to defective products claims.

保修撥備指管理層根據過往與有問題產品申索相關之經驗，對本集團在授予購買汽車零部件之客戶保修期內負債之最佳估計。

Onerous contract provision represent management's best estimate of the expected contract loss, based on the forecast performance relating to the contract.

嚴苛合同撥備指管理層根據有關合同之預測表現，對預期合同虧損之最佳估計。

Restructuring provision represent the costs relating to the restructuring relating to the spin-off of SEG from the former group.

重組撥備指有關SEG自前集團分拆的重組成本。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35 Transfers of financial assets

The Group entered into agreements with certain equipment leasing companies and end-user customers, pursuant to which:

- i) the Group sold hydraulic roof supports (which were designated to be used by end-user customers) to the equipment leasing companies and received the payments from leasing companies;
- ii) the equipment leasing companies lease the hydraulic roof supports to the end-user customer;
- iii) the Group are obliged to settle the unsettled leased amounts due by the end-user customers to the leasing companies if the end-user customers defaulted on repayments to the equipment leasing companies in the manner as specified in the agreement.

Given the substance of the transaction, the Group continues to recognise receivables to the extent of outstanding lease obligation of the ultimate end-user of the equipment in its consolidated statement of financial position until full settlement of such lease obligation by the ultimate end-user of the equipment and proceeds received from the equipment leasing companies are recorded as financing arrangements.

During the year, the Group has received approximately RMB124,445,000 from the equipment leasing companies (2017: RMB149,975,000). The transferred trade receivables and associated liabilities were offset to the extent of the settlement by the ultimate end user of the equipment.

### 36 Employee benefit obligations

### 35 金融資產劃轉

本公司與若干設備租賃公司及終端用戶簽訂協議，據此：

- i) 本集團向設備租賃公司出售液壓支架(指定由終端用戶使用)及向租賃公司收取付款；
- ii) 設備租賃公司租賃液壓支架予終端用戶；
- iii) 倘終端用戶以該協議訂明之方式拖欠向設備租賃公司還款，本集團有責任結付終端用戶應付租賃公司之未結付租賃金額。

鑒於交易之性質，本集團將就終端用戶之未償還租賃責任繼續於其綜合財務報表中確認應收款項，直至設備之終端用戶全數清償該等租賃責任，且自設備租賃公司收取之款項記錄為融資安排。

年內，本集團自設備租賃公司收取約人民幣124,445,000元(二零一七年：人民幣149,975,000元)。就設備終端用戶之結算而言，已轉讓貿易應收款項及相關負債經已抵銷。

### 36 僱員福利責任

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Defined benefit pension plan (a)	定額福利退休金計劃(a)	123,813	-
Other employee benefit provisions	其他僱員福利撥備	157,090	-
		<b>280,903</b>	-

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 36 Employee benefit obligations (Continued)

##### (a) Defined benefit pension plan

The Group's post-employment benefits include defined contribution plans and defined benefit plans. The defined benefit plans are funded or unfunded pension systems or systems financed by insurance premiums.

The major pension and post-retirement medical care plans are described below. These plans are subject to actuarial risks, such as longevity risks, interest fluctuation risks and capital market risks.

##### Germany

The pension scheme SEG VORSORGE Plan (former Bosch VORSORGE Plan), which was introduced on 1 January, 2006, is a defined benefit including interest with salary-based contributions. The SEG VORSORGE Plan is partly funded via an external pension fund. The value of the assets of the external pension fund is offset against the pension obligation calculated using the projected unit credit method. During the vesting period, employer and employee contributions are added to the assets of pension fund up to the tax-allowed ceiling. Contributions that exceed the tax-allowed ceiling are allocated to the unfunded obligation. The benefit amount rises in line with the performance of the pension fund. Grandfather provisions were transferred to the former Bosch VORSORGE Plan. For a constantly decreasing number of members of the workforce in the vesting period, a transitional arrangement guarantees a fixed rate of return on the defined benefit obligation. On reaching retirement, or in the event of occupational disability or death, the earned benefits are paid out in the form of a lump-sum payment, pension payments, or a lifelong annuity.

##### India

The Gratuity Plan in India provides a lump sum benefit to employees upon leaving for any reason. The benefit is 15 days of the final base salary for each year of service upon retirement or termination provided the employee has worked for the company for at least 5 years. In the case of death or disability during active employment, there is no minimum service requirement to receive the benefit, and the lump sum amount is 30 days of the final base salary for each year of service plus 21 days of the final base salary for each expected future year of service had the death or disability not occurred. There is a benefit ceiling of one million Indian rupees except for management employees hired before 7 May 1998 who have no benefit ceiling.

#### 36 僱員福利責任(續)

##### (a) 定額福利退休金計劃

本集團退休後福利包括定額供款計劃及定額福利計劃。定額福利計劃為供款或非供款的退休金系統或由保費撥支的系統。

主要退休金及退休後醫療保健計劃之情況載述如下。該等計劃面臨精算風險(例如長壽風險、利息波動風險及資本市場風險)。

##### 德國

SEG VORSORGE 計劃退休金計劃(前 Bosch VORSORGE 計劃)於二零零六年一月一日推出，為以薪酬作供款(包括利息)的界定福利。SEG VORSORGE 計劃由外部退休金基金提供一部分資金。外部退休金基金之資產價值以使用預測單位貸記法計量之退休金責任抵銷。於歸屬期內，僱主及僱員之供款會加入退休金基金之資產直至到達稅項容許上限。超出稅項容許上限之供款將分配至未供款責任。福利金額因應退休金基金之表現增加。不追溯條文已劃轉至前 Bosch VORSORGE 計劃。就於歸屬期內勞動力成員持續減少之情況而言，將有過渡安排保證定額福利責任之固定回報率。於退休或倘因工導致殘疾或身故時，所賺取之福利將以一次性付款、退休金付款或終身年金之方式發放。

##### 印度

印度之退休金計劃為因任何原因離開之僱員提供一次性支付之福利。倘該僱員為公司效力已至少五年，福利為於退休或終止合同後每一服務年度可享最後底薪之15日薪酬。倘於有效僱用期間身故或變成殘疾，對收取福利並無最低服務年期要求，而一次性付款金額則為每一服務年度可享最後底薪之30日薪酬，另加倘並無身故或變成殘疾之每一預期日後服務年度可享最後底薪之21日薪酬。福利上限為1百萬印度盧比，惟就於一九九八年五月七日前獲聘之管理層僱員而言並無福利上限。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 36 Employee benefit obligations (Continued)

#### (a) Defined benefit pension plan (Continued)

The development of the net liability of the defined benefit obligation is presented in the following table:

### 36 僱員福利責任(續)

#### (a) 定額福利退休金計劃(續)

定額福利責任負債淨額的發展如下表所呈列：

		Fair value of plan assets	Present value of funded obligations	Present value of unfunded obligations	Impact of minimum funding requirement/ asset ceiling	Net Value
		計劃資產之 公平值	供款責任 現值	非供款責任 現值	最低供款要求/ 資產上限 之影響	淨值
At 1 January 2018	於二零一八年一月一日	-	-	-	-	-
Current Period:	本期間：	8,216	(67,064)	269	-	(58,579)
Current service cost	本期服務成本	-	(51,400)	(62)	-	(51,462)
Interest expense/(income)	利息開支/(收入)	11,439	(15,664)	(16)	-	(4,241)
Past service cost and gains and losses on settlements	過往服務成本以及結算收益及虧損	(3,223)	-	347	-	(2,876)
Remeasurements:	重新計量：	(29,366)	(32,154)	(135)	-	(61,655)
Return on plan assets, excluding amounts included in interest income	計劃資產回報(不包括計入利息收入之金額)	-	-	-	-	-
Loss from change in demographic assumptions	自人口假設變動產生之虧損	-	(1,527)	-	-	(1,527)
Loss from change in financial assumptions	自財務假設變動產生之虧損	-	(33,660)	(15)	-	(33,675)
Experience gains	經驗收益	-	3,033	(120)	-	2,913
Change in asset ceiling, excluding amounts included in interest expense	資產上限變動(不包括計入利息開支之金額)	(29,366)	-	-	-	(29,366)
Currency translation differences	貨幣換算差額	3,005	(4,436)	(5)	-	(1,436)
Contributions:	供款：	9,242	-	-	-	9,242
Employers	僱主	9,242	-	-	-	9,242
Plan participants	計劃參與者	-	-	-	-	-
Payments from plans:	來自計劃的付款：	-	-	-	-	-
Benefit payments	福利付款	-	-	-	-	-
Settlements	結算	-	-	-	-	-
Acquired in a business combination	於業務合併取得	585,892	(596,256)	(1,021)	-	(11,385)
At 31 December 2018	於二零一八年十二月三十一日	576,989	(699,910)	(892)	-	(123,813)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 36 Employee benefit obligations (Continued)

##### (a) Defined benefit pension plan (Continued)

For the key regions, the present value of the defined benefit obligation can be reconciled to the provision as follows:

RMB'000 人民幣千元		At 31 December 2018 於二零一八年十二月三十一日				Provision 撥備
		Present value of the obligation 責任現值	Plan assets 計劃資產	Other assets 其他資產	Unrecognized asset 未確認資產	
Germany 德國		533,161	(126,616)	-	-	406,545
India 印度		33,971	(28,235)	-	-	5,736
		567,132	(154,851)	-	-	412,281

The Plan assets comprised the following components:

計劃資產包括以下項目：

		As at 31 December 2018 於二零一八年十二月三十一日	
		Germany 德國 Percentage figures 百分比數字	India 印度 Percentage figures 百分比數字
Cash and cash equivalents 現金及現金等價物		-	14%
Equity instruments 股本工具		48%	-
Debt instruments 債務工具		42%	86%
Other 其他		10%	-
		100%	100%

#### 36 僱員福利責任(續)

##### (a) 定額福利退休金計劃(續)

就重點地區而言，定額福利責任的現值可與撥備對賬如下：



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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 36 Employee benefit obligations (Continued)

#### (a) Defined benefit pension plan (Continued)

The significant actuarial assumption were as follows:

		As at 31 December 2018 於二零一八年十二月三十一日	
		Germany 德國	India 印度
		Percentage Figures 百分比數字	Percentage Figures 百分比數字
Discount factor	折現因素	2.00%	6.75%
Projected salaries growth rate	預測薪酬增長率	3.00%	12.00%
Projected pension growth rate	預測退休金增長率	1.75%	N/A 不適用

To determine the discount factor in the Euro zone, reference was made to bonds rated AA by at least one rating agency. This was reviewed as of the reporting date. In all regions the discount factor was determined in accordance with IAS 19 Employee Benefits.

Projected salaries are future salary increases estimated on the basis of the economic situation and inflation, among other things.

For the key regions, the present value of the defined benefit obligation can be reconciled to the provision as follows:

The significant actuarial assumption were as follows:

#### Germany

		As at 31 December 2018 於二零一八年十二月三十一日		
		Change in assumption 假設變動	Increase in assumption 假設增加	Decrease in assumption 假設減少
		Percentage Figures 百分比數字	Percentage Figures 百分比數字	Percentage Figures 百分比數字
Discount factor	貼現因素	0.5 percentage points 0.5個百分點	Decrease by 6.1 下調6.1	Increase by 7.3 上調7.3
Projected salaries growth rate	預測薪酬增長率	0.5 percentage points 0.5個百分點	Increase by 0.1 上調0.1	Decrease by 0.1 下調0.1
Projected pension growth rate	預測退休金增長率	0.5 percentage points 0.5個百分點	-	-
Life expectancy	預期壽命	One year 一年	Increase by 1.3 上調1.3	N/A 不適用

### 36 僱員福利責任(續)

#### (a) 定額福利退休金計劃(續)

主要精算假設如下：

為釐訂於歐元區的貼現因素，已參考最少由一間評級機構評為AA級的債券，並已於報告日期經審閱。所有地區的貼現因素乃根據國際會計準則第19號僱員福利釐定。

預測薪酬乃根據(其中包括)經濟狀況及通脹估計的未來薪酬增幅。

就重點地區而言，定額福利責任的現值可與撥備對賬如下：

主要精算假設如下：

#### 德國

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 36 Employee benefit obligations (Continued)

##### (a) Defined benefit pension plan (Continued)

###### India

		As at 31 December 2018 於二零一八年十二月三十一日		
		Change in assumption 假設變動	Increase in assumption 假設增加 Percentage Figures 百分比數字	Decrease in assumption 假設減少 Percentage Figures 百分比數字
Discount factor	貼現因素	0.5 percentage points 0.5個百分點	Decrease by 6.1 下調6.1	Increase by 7.3 上調7.3
Projected salaries growth rate	預測薪酬增長率	0.25 percentage points 0.25個百分點	Increase by 0.1 上調0.1	Decrease by 0.1 下調0.1
Projected pension growth rate	預測退休金增長率	0.25 percentage points 0.25個百分點	—	—
Life expectancy	預期壽命	One year 一年	Increase by 1.3 上調1.3	N/A 不適用

#### 36 僱員福利責任(續)

##### (a) 定額福利退休金計劃(續)

###### 印度

#### 37 Share capital

#### 37 股本

		Listed A Shares 上市A股		Listed H Shares 上市H股		Total 總計	
		Number of share 股份數目 RMB'000 人民幣千元	Amount 金額 RMB'000 人民幣千元	Number of share 股份數目 RMB'000 人民幣千元	Amount 金額 RMB'000 人民幣千元	Number of share 股份數目 RMB'000 人民幣千元	Amount 金額 RMB'000 人民幣千元
At 31 December 2016	於二零一六年十二月三十一日	1,377,888	1,377,888	243,234	243,234	1,621,122	1,621,122
Issue of A Share for acquisition of subsidiaries (a)	就收購附屬公司發行A股(a)	93,220	93,220	—	—	93,220	93,220
Issue of placing A Shares (b)	發行配售A股(b)	18,129	18,129	—	—	18,129	18,129
At 31 December 2017 and 2018	於二零一七年及二零一八年 十二月三十一日	1,489,237	1,489,237	243,234	243,234	1,732,471	1,732,471

(a): In year 2017, the Company has acquired equity interests of six entities in the auto-parts industry. On 3 March 2017, the Company issued 93,220,338 A Shares to the sellers as part of the consideration. The lock-up period for these consideration shares is 12 months from the close of share issue.

(b): On 22 March 2017, the Company issued 18,129,032 A Shares with the issue price of RMB8.68 per share to certain qualified targets (include the Company's employee share ownership scheme in which the directors, supervisors and chief executives of the Company participated) on a non-public basis. The lock-up period for these placing shares is 12 or 36 months from the close of share issue.

(a): 於二零一七年，本公司已收購汽車零部件行業內六家實體之股權。於二零一七年三月三日，本公司向賣方發行93,220,338股A股作為代價之一部分。此等代價股份之禁售期為股份發行終止後起計之12個月。

(b): 於二零一七年三月二十二日，本公司按發行價每股人民幣8.68元向若干合資格目標(包括本公司董事、監事及最高行政人員參與之本公司員工持股計劃)非公開發行18,129,032股A股。此等配售股份之禁售期為股份發行終止後起計之12個月或36個月。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 38 Non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have significant non-controlling interests:

### 38 非控股權益

下表列示具重大非控股權益之本集團非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of establishment and principal place of business 成立地點及主要營業地點	Proportion of equity interest held by non-controlling interest Year ended 31 December 非控股權益持有之股本權益百分比 截至十二月三十一日止年度		Profit (loss) allocated to non-controlling interests Year ended 31 December 分配至非控股權益之溢利(虧損) 截至十二月三十一日止年度		Accumulated non-controlling interests Year ended 31 December 累計非控股權益 截至十二月三十一日止年度	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
		神電 Super Electric	PRC 中國	49.00%	49.00%	41,106	19,980
亞新科雙環 ASIMCO Shuanghuan	PRC 中國	36.46%	37.00%	38,322	14,774	348,176	269,173
亞新科凸輪軸 ASIMCO Camshaft	PRC 中國	37.00%	37.00%	10,294	8,080	99,307	88,037
Individual immaterial subsidiaries with non-controlling interests 具非控股權益之個別不重大之附屬公司	N/A 不適用	N/A 不適用	N/A 不適用	16,842	13,076	107,302	143,313
				106,564	55,910	833,634	775,101

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 38 Non-controlling interests (Continued)

Super Electric

#### 38 非控股權益(續)

神電

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	682,882	644,800
Non-current assets	非流動資產	338,809	360,942
Current liabilities	流動負債	372,634	398,460
Non-current liabilities	非流動負債	42,922	47,262
Equity attributable to owners of the Company	本公司股東應佔權益	327,286	285,442
Non-controlling interests	非控股權益	278,849	274,578
Revenue	收入	854,493	646,296
Expenses	開支	774,754	599,812
Profit and total comprehensive income	溢利及全面收入總額	79,739	46,484
Profit and total comprehensive income attributable to owners of the Company	本公司股東應佔溢利及全面收入總額	38,633	26,504
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	41,106	19,980
Profit and total comprehensive income	溢利及全面收入總額	79,739	46,484
Net cash inflow from operating activities	經營活動的現金流入淨額	90,548	58,560
Net cash outflow from investing activities	投資活動的現金流出淨額	(19,274)	(27,207)
Net cash outflow from financing activities	融資活動的現金流出淨額	(56,763)	-
Net cash inflow	現金流入淨額	14,421	31,353

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**38 Non-controlling interests** (Continued)

ASIMCO Shuanghuan

**38 非控股權益**(續)

亞新科雙環

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	664,119	562,247
Non-current assets	非流動資產	561,286	514,016
Current liabilities	流動負債	191,862	258,435
Non-current liabilities	非流動負債	86,542	89,672
Equity attributable to owners of the Company	本公司股東應佔權益	598,825	458,983
Non-controlling interests	非控股權益	348,176	269,173
Revenue	收入	674,630	542,779
Expenses	開支	578,093	502,849
Profit and total comprehensive income	溢利及全面收入總額	93,539	39,930
Profit and total comprehensive income attributable to owners of the Company	本公司股東應佔溢利及全面收入總額	58,217	25,156
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	38,322	14,774
Profit and total comprehensive income	溢利及全面收入總額	96,539	39,930
Net cash inflow from operating activities	經營活動之現金流入淨額	155,150	103,896
Net cash outflow from investing activities	投資活動之現金流出淨額	(143,547)	(54,568)
Net cash outflow from financing activities	融資活動之現金流出淨額	(50,755)	11,859
Net cash outflow	現金流出淨額	(32,250)	61,187

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 38 Non-controlling interests (Continued)

ASIMCO Camshaft

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	140,215	137,328
Non-current assets	非流動資產	245,137	226,753
Current liabilities	流動負債	100,599	53,229
Non-current liabilities	非流動負債	16,355	17,395
Equity attributable to owners of the Company	本公司股東應佔權益	169,091	205,420
Non-controlling interests	非控股權益	99,307	88,037
Revenue	收入	216,974	180,177
Expense	開支	189,151	156,913
Profit and total comprehensive income	溢利及全面收入總額	27,823	23,264
Profit and total comprehensive income attributable to owners of the Company	本公司股東應佔溢利及全面收入總額	17,529	15,184
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	10,294	8,080
Profit and total comprehensive income	溢利及全面收入總額	27,823	23,264
Net cash inflow from operating activities	經營活動之現金流入淨額	19,094	43,040
Net cash outflow from investing activities	投資活動之現金流出淨額	(4,808)	(4,338)
Net cash outflow from financing activities	融資活動之現金流出淨額	(20,122)	(34,258)
Net cash outflow	現金流出淨額	(5,836)	4,444

#### 38 非控股權益(續)

亞新科凸輪軸

#### 39 Capital commitments

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for not provided in the consolidated financial statements	已簽約但未在綜合財務報表撥備之有關收購物業、廠房及設備之資本開支	138,108	57,147
Acquisition of equity interests from third entities	從第三方實體收購股權	-	905,374
		138,108	962,521

#### 39 資本承諾

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 40 Operating leases

#### 40 經營租賃

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Minimum lease payments paid under operating leases during the year:	年內根據經營租賃支付之最低租賃付款：		
– Land	– 土地	26,224	5,224

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

於報告期末，本集團因於下列期間到期之不可撤銷經營租賃而有未來最低租賃付款承擔：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	144,678	5,224
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	400,022	20,894
Over five years	五年以後	249,963	31,340
		<b>794,663</b>	57,458

Operating lease payments represent rentals payable by the Group for certain parcels of land that it occupies. The leases are negotiated for terms of 20 years.

經營租賃付款指本集團就其佔用若干地塊應付之租金。租約議定年期為20年。

Property rental incomes earned was RMB16,538,000 for the year ended 31 December 2018 (2017: RMB17,318,000). The leases are negotiated for terms of 1 year to 15 years. At the end of each Reporting Period, the Group had contracted with tenants for the following future minimum lease payments:

截至二零一八年十二月三十一日止年度，所賺取物業租金收入為人民幣16,538,000元(二零一七年：人民幣17,318,000元)。租約議定年期為1年至15年。於各報告期末，本集團已與租戶訂約之未來最低租金付款如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	11,582	3,191
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	29,435	8,964
Over 5 years	五年以後	24,938	11,716
		<b>65,955</b>	23,871

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 41 Related party transactions

In the opinion of the directors of the Company, the ultimate controlling party of the Company is Henan SASAC of the PRC government and that the Group is subject to the control of the PRC government. In accordance with IAS 24, entities that are controlled, jointly controlled or significantly influenced by the PRC government ("PRC government related entities") are regarded as related parties of the Group. Due to the complex ownership structure, the PRC government may hold indirect interests in many companies. Some of these interests may, in themselves or when combined with other indirect interests, be controlling interests which may not be known to the Group.

##### (a) The Group and Henan SASAC

The Group has transactions with entities controlled, jointly controlled or significantly influenced by Henan SASAC ("Henan SASAC related entities") and the transactions details are as follow:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of finished goods	銷售產成品	2,013	30,657
Purchase of raw materials	採購原料	14	1,002,512

For the year ended 31 December 2018, revenue from Henan SASAC related entities accounted for 0.003% of total revenue (2017: 0.4%), and purchases from Henan SASAC related entities accounted for 14.2% of total cost of sales (2017: 17.0%).

The details of outstanding balances with Henan SASAC and Henan SASAC related entities are set as follow:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Amount due to Henan SASAC related entities	應付河南省國資委相關實體之款項	4,598	-
Amount due from Henan SASAC related entities	應收河南省國資委相關實體之款項	-	95,956

The amount due to Henan SASAC which was unsecured, interest-free and repayable on demand. The amounts due from Henan SASAC related entities were from trade sales or purchases.

#### 41 關聯方交易

本公司董事認為，本公司之最終控制方為中國政府河南省國資委，而本集團受中國政府控制。根據國際會計準則第24號，受中國政府控制、共同控制或重大影響之實體（「中國政府相關實體」）被視為本集團之關聯方。鑒於複雜之擁有權結構，中國政府可於多家公司持有間接權益。若干該等權益當中或當其與其他間接權益合併時，可能出現屬本集團未知悉之控股權益。

##### (a) 本集團及河南省國資委

本集團與受河南省國資委控制、共同控制或重大影響之實體（「河南省國資委相關實體」）有交易往來，該等交易之詳情如下：

於截至二零一八年十二月三十一日止年度，來自河南省國資委相關實體之收益佔總收益0.003%（二零一七年：0.4%），而來自河南省國資委相關實體之採購額佔總銷售成本14.2%（二零一七年：17.0%）。

涉及河南省國資委及河南省國資委相關實體之未償還結餘詳情載列如下：

應付河南省國資委之款項為無抵押、免息及須按要求償還。應收河南省國資委相關實體的所有款項均來自貿易銷售或採購。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 41 Related party transactions (Continued)

##### (b) The Group and other PRC government related entities

Apart from the significant transactions with Henan SASAC related entities set out above, during the years ended 31 December 2018 and 2017, the Group's transactions with other PRC government related entities are collectively significant as a large portion of its sales of goods, purchases of materials, most of bank deposits, and other general banking facilities and the relevant interest income earned and expenses incurred during the years ended 31 December 2018 and 2017 are transacted with entities owned/controlled by the PRC government.

In the opinion of the directors of the Company, the transactions with PRC government related entities are activities in the ordinary course of the Group's business and entered into under normal commercial terms and conditions, and that the dealings of the Group have not been significantly or unduly affected by the fact that the Group and those entities are government related. The Group has also established its approval process for sales of goods and purchases of materials and its financing policy for borrowings, such approval process and financing policy do not depend on whether the counterparties are government related entities or not.

##### (c) The Group and its associates and joint ventures

The Group had the following significant transactions with its associates and joint ventures

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of goods and services	銷售貨品及服務		
Associates	聯營公司	51,317	83,006
Joint Ventures	合營企業	1,673	421
		<b>52,990</b>	83,427

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Purchase of goods and services	採購貨品及服務		
Associates	聯營公司	107,589	156,003
Joint Ventures	合營企業	—	—
		<b>107,589</b>	156,003

#### 41 關聯方交易(續)

##### (b) 本集團與其他中國政府相關實體

除上文所載與河南省國資委相關實體進行之重大交易外，本集團於截至二零一八年及二零一七年十二月三十一日止年度與其他中國政府相關實體進行之交易匯總後屬重大，因其於截至二零一八年及二零一七年十二月三十一日止年度之大部分貨品銷售、物料採購、大部分銀行存款、其他一般銀行融資以及已賺取相關利息收入及已產生開支均涉及與中國政府所擁有/控制的實體進行之交易。

本公司董事認為，該等與中國政府相關實體進行之交易乃本集團之日常業務過程中的活動，並按一般商業條款及條件訂立，而本集團進行該等交易並無因本集團與該等實體與政府相關而受到重大或不當影響。本集團亦就貨品銷售及物料採購設立批核程序，並就借貸設定融資政策，該等批核程序及融資政策並不取決於交易對手是否屬政府相關實體。

##### (c) 本集團與其聯營公司及合營企業

本集團曾與其聯營公司及合營企業進行下列重要交易

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 41 Related party transactions (Continued)

##### (c) The Group and its associates and joint ventures (Continued)

The Group had the following outstanding balances with its associates and joint ventures at the end of each Reporting Period:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Amounts due from:	應收下列各方款項：		
Associates	聯營公司	8,943	142,960
Joint Ventures	合營企業	241	-
		<b>9,184</b>	142,960
<hr/>			
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Amounts due to:	應付下列各方款項：		
Associates	聯營公司	58,553	52,740
Joint Ventures	合營企業	316	-
		<b>58,869</b>	52,740
<hr/>			
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Loans to:	向下列各方提供貸款：		
Joint Ventures	合營企業	19,750	29,750

All amounts due from or due to associates and joint ventures are from trade sales and purchase.

#### 41 關聯方交易(續)

##### (c) 本集團與其聯營公司及合營企業(續)

於各報告期末，本集團與其聯營公司及合營企業有以下未償還結餘：

所有應收或應付聯營公司及合營企業之款項均來自貿易銷售及採購。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 41 Related party transactions (Continued)

##### (d) Remuneration of key management personnel

The remuneration of executive directors and other members of key management were as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Short-term benefits	短期福利	17,284	7,846
Post-employment benefits	退休福利	797	1,295
		<b>18,081</b>	9,141

Key management represents the executive directors and other senior management personnel disclosed in the annual report. The remuneration of key management personnel is determined with reference of the performance to individuals and market trends.

#### 41 關聯方交易(續)

##### (d) 主要管理人員酬金

執行董事及其他主要管理人員之酬金如下：

主要管理人員指在年報中披露之執行董事及其他高級管理人員。主要管理人員之酬金乃根據個人表現與市場趨勢釐定。

#### 42 Contingent liabilities

During the year, the Group has endorsed and derecognised certain notes receivable for the settlement of trade and other payables with full recourse. In the opinion of the directors of the Company, the risk of the default in payment of the endorsed notes receivable is low because all endorsed notes receivable are issued and guaranteed by reputable PRC banks. The maximum exposure to the Group that may result from the default of these endorsed and derecognised notes receivable at the end of each Reporting Period is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Outstanding endorsed notes receivable with recourse	具追索權之尚未償還已背書應收票據	824,706	747,174

These endorsed and derecognised notes receivable have a maximum maturity of 1 year, and the total undiscounted cash flows of these endorsed and derecognised notes receivable, representing the Group's maximum loss if the issuing banks fail to honour their notes and guarantees, amounted to RMB824,706,000 as at 31 December 2018 (2017: RMB747,174,000).

#### 42 或然負債

於本年度，本集團以背書及終止確認若干應收票據之方式結算具全面追索權之貿易及其他應付款項。本公司董事認為，由於所有背書之應收票據乃由聲譽良好之中國銀行發出及提供擔保，故欠付背書之應收票據之風險不大。於各報告期末，本集團可能因欠付該等背書及終止確認之應收票據而須承擔之最大風險如下：

該等背書及終止確認之應收票據的最長屆滿期限為一年，於二零一八年十二月三十一日，該等背書及終止確認之應收票據未貼現現金流總額為倘發行銀行未能兌現彼等之票據及擔保金額，本集團人民幣824,706,000元之最高虧損(二零一七年：人民幣747,174,000元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 43 Acquisition of subsidiaries

##### (a) Acquisition of SEG Automotive Germany GmbH

On 2 January 2018, the Company completed the acquisition of 100% equity interest in SEG Automotive Germany GmbH ("SEG") at a consideration of RMB4,539,973,000, comprising RMB3,414,281,000 as consideration for the equity interest and RMB1,125,692,000 as repayment of payables of SEG due to the seller. This acquisition has been accounted for using the purchase method. The amount of goodwill arising as a result of the acquisition was approximately RMB613,626,000, which will not be deductible for tax purpose. SEG is engaged in the manufacture of auto parts. With the acquisition of SEG, the Group expect to achieve the synergy between SEG and ASIMCO group in auto parts segment. Also, the Group has the plan to utilize the cost advantage and customer relationship in China to help SEG improve the profitability. Upon completion of the acquisition, the Company has enlarged its shares in auto parts market.

Fair value of assets and liabilities recognised at the date of acquisition are as follows:

#### 43 收購附屬公司

##### (a) 收購SEG Automotive Germany GmbH

於二零一八年一月二日，本公司完成收購SEG Automotive Germany GmbH(「SEG」)全數股權，代價為人民幣4,539,973,000元，包括股本權益的代價人民幣3,414,281,000元及償還SEG應付賣方的應付款項人民幣1,125,692,000元。此收購以收購會計法入賬。收購所產生的不可扣稅商譽金額約為人民幣613,626,000元。SEG從事製造汽車零部件。通過收購SEG，本集團預期實現SEG與亞新科集團於汽車零部件分部的協同效應。本集團亦計劃利用中國的成本優勢及客戶關係以幫助SEG提高盈利能力。收購事項完成後，本公司擴大其於汽車零部件市場的份額。

於收購日期確認的資產及負債公平值如下：

		RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>	<b>3,314,273</b>
Long-term receivables	長期應收款	119,446
Property, plant, and equipment	物業、廠房及設備	2,179,989
Intangible assets	無形資產	799,689
Contract related assets	合同相關資產	12,227
Deferred tax assets	遞延稅項資產	202,922
<b>Current assets</b>	<b>流動資產</b>	<b>5,906,057</b>
Cash and cash equivalent	現金及現金等價物	688,233
Trade and other receivables	貿易及其他應收款項	3,268,159
Tax recoverable	可收回稅項	566,743
Inventories	存貨	1,382,922
<b>Non-current liabilities</b>	<b>非流動負債</b>	<b>1,027,429</b>
Other non-current liabilities	其他非流動負債	608,362
Provisions	撥備	191,631
Deferred tax liability	遞延稅項負債	227,436
<b>Current liabilities</b>	<b>流動負債</b>	<b>4,266,554</b>
Trade and other payables	貿易及其他應付款項	3,126,459
Provisions	撥備	1,002,431
Tax liabilities	稅項負債	137,664
<b>Net assets acquired</b>	<b>收購資產淨值</b>	<b>3,926,347</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 43 Acquisition of subsidiaries (Continued)

(a) Acquisition of SEG Automotive Germany GmbH  
(Continued)

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration for the acquisition:	收購代價：	
Cash consideration paid	已支付現金代價	4,468,189
Cash consideration payable	應付現金代價	71,784
Total consideration	總代價	4,539,973
Less: net assets acquired	減：收購資產淨值	(3,926,347)
Goodwill arising on acquisition	收購所產生之商譽	613,626

### 43 收購附屬公司(續)

(a) 收購SEG Automotive Germany GmbH(續)

收購所產生的商譽：

		RMB'000 人民幣千元
<b>Net cash outflow on acquisition:</b>	<b>收購事項之現金流出淨額：</b>	
Cash consideration paid	已付現金代價	4,468,189
Less: Cash and cash equivalents balances acquired	減：收購之現金及現金等價物結餘	(688,233)
Cash paid in 2017	二零一七年支付之現金	3,779,956 (3,345,626)
		434,330

The acquisition-related cost were RMB 202 million, and had been charged in 2017 financial statements.

收購相關成本為人民幣202百萬元，並無於二零一七年財務報表扣除。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 43 Acquisition of subsidiaries (Continued)

##### (a) Acquisition of SEG Automotive Germany GmbH (Continued)

###### Redemption liabilities

During the acquisition of SEG, the Group and the sellers, including China Renaissance Capital Investment Inc., (“CRCI”) and Chizhou Zhongan Zhaoshang Equity Investment LLP (Limited Partnership) (“Zhongan Zhaoshang”) set up a limited partnership to acquire 100% of SEG. The Group and the seller hold 69.11% and 30.89% equity interests of the partnership, respectively. In the meantime, the Group granted the sellers a put option to sell their 30.89% interests in the partnership (the “Option Interest”) to the Group at the highest amount using 3 different calculation method, including:

- Scenario a) the aggregate Capital Contributions made by the sellers to the Partnership, plus an interest at the rate of 10% per annum (compounded annually) on sellers’ each capital contributions calculated on a daily basis for period from the date of such capital contribution to the date when the sellers issue a notice to the Group to exercise the put option (“Put Option Notice”), minus the amount of cash and the value of securities which have been distributed to the sellers on or before the date of the Put Option Notice;
- Scenario b) the fair Market value of the Option Interest;
- Scenario c) the value of the Option Interest calculated pursuant to the formula defined in the agreement.

As of 31 December 2018, the scenario a) represent the highest amount of 3 different scenarios. Accordingly, the redemption liabilities were recorded at the aggregate capital contributions made by the seller plus an interest at the rate of 10% per annum (compounded annually), with the principle amount of RMB1,070,837,000 and interest amount of RMB107,084,000 (31 December 2017: RMB1,066,617,000).

The put option is exercisable by sellers at any time within the period commencing from the third anniversary of the closing date. The seller can choose and require the Company to settle the put option by cash or issuance of new shares, however, the issuance of new shares is still subject to applicable laws and the approval of the Company’s board of directors and meetings of shareholders.

The results of SEG’s operations had been included in the Group’s consolidated financial statements since the acquisition date. Revenue for the year ended 31 December 2018 includes RMB13,946,319,000 in respect of the acquired auto parts entities.

#### 43 收購附屬公司(續)

##### (a) 收購SEG Automotive Germany GmbH(續)

###### 贖回負債

於收購SEG期間，本集團與賣方（包括China Renaissance Capital Investment Inc.（「崇德資本」）及池州中安招商股權投資合夥企業（有限合夥）（「中安招商」）設立有限合夥企業，以收購SEG的100%權益。本集團與賣方分別持有該合夥企業的69.11%及30.89%權益。同時，本集團授予賣方一項認沽期權，以按使用以下三種不同計算方式中得出的最高金額向本集團出售賣方於該合夥企業的30.89%權益（「期權權益」），包括：

- 情況a)賣方向合夥企業作出的注資總額，加上於該注資之日起計至賣方向本集團發出行使認沽期權的通知（「認沽期權通知」）止期間就賣方各自注資按每日基準計算年利率（年複合）為10%的利息，減於認沽期權通知日期或之前已分派予賣方的現金及證券價值金額；
- 情況b)期權權益的公平市值；
- 情況c)根據協議所界定的公式計算期權權益價值。

於二零一八年十二月三十一日，情況a)為三種不同情況的最高金額。因此，本集團按賣方作出的注資總額加上按年複合利率10%計算的利息（本金為人民幣1,070,837,000元及利息金額為人民幣107,084,000元）呈列贖回負債（二零一七年十二月三十一日：人民幣1,066,617,000元）。

賣方可於交割日期後第三年開始的期間內任何時間行使認沽期權。賣方可選擇並要求本公司通過現金或發行新股份結算認沽期權，然而，發行新股份仍受遵守適用法律並獲本公司董事會及股東大會的批准。

SEG的經營業績已自收購日期於本集團的綜合財務報表入賬。截至二零一八年十二月三十一日止年度的收入包括有關已收購汽車零部件實體的人民幣13,946,319,000元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 43 Acquisition of subsidiaries (Continued)

##### (b) Acquisition of ASIMCO International, Inc.

On 1 July 2018, the Company completed the acquisition of 100% equity interest in ASIMCO International, Inc. This acquisition has been accounted for using the purchase method. The entity is engaged in the trade of auto parts.

#### 43 收購附屬公司(續)

##### (b) 收購亞新科國際有限公司

於二零一八年七月一日，本公司完成收購亞新科國際有限公司全數股權。此收購以收購會計法入賬。該實體從事買賣汽車零部件。

		RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>	<b>4,255</b>
Property, plant, and equipment	物業、廠房及設備	23
Deferred tax assets	遞延稅項資產	3,560
Other non-current assets	其他非流動資產	672
<b>Current assets</b>	<b>流動資產</b>	<b>80,340</b>
Cash and cash equivalent	現金及現金等價物	8,664
Trade and other receivables	貿易及其他應收款項	33,428
Inventories	存貨	37,883
Other current assets	其他流動資產	365
<b>Current liabilities</b>	<b>流動負債</b>	<b>57,312</b>
Trade and other payables	貿易及其他應付款項	57,224
Other current liabilities	其他流動負債	88
<b>Net assets acquired</b>	<b>收購資產淨值</b>	<b>27,283</b>
Cash consideration paid	已付現金代價	1,284
Other gain and loss	其他收益及虧損	25,999
Outflow of cash to acquire subsidiary, net of cash acquired	收購附屬公司之現金流出(扣除收購的現金)	
Cash consideration paid	已付現金代價	1,284
Less: Balances acquired	減：收購結餘	
Cash and cash equivalent	現金及現金等價物	(8,664)
Net inflow of cash – investing activities	現金流入淨額 – 投資活動	(7,380)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 43 Acquisition of subsidiaries (Continued)

##### (b) Acquisition of ASIMCO International, Inc. (Continued)

Included in the profit for the year ended 31 December 2018 is a loss of RMB1,475,000 attributable to the additional business generated by the acquired ASIMCO International, Inc.. Revenue for the year ended 31 December 2018 includes RMB114,265,000 in respect of the acquired auto parts entity.

ASIMCO International, Inc. mainly provides the trading service in overseas countries for ASIMCO entities which were acquired by the Group in 2017 as well as other third party customers. Considering ASIMCO International, Inc. was part of the ASIMCO Group, and the customer relationship, branding, and technology are not owned by ASIMCO International, Inc. The Group achieved a gain on bargain purchase from the acquisition of ASIMCO International, Inc.

Had the business combination of acquired ASIMCO International, Inc. been effected at 1 January 2018, the revenue of the Group would have been RMB26,125,548,000, and the profit for the year would have been RMB1,049,947,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2018, nor is it intended to be a projection of future results.

##### (c) Acquisition of ASIMCO Group in 2017

As at 3 March 2017, the Company completed the acquisition of 100% equity interest in ASIMCO International Casting Co., Ltd. and ASIMCO NVH Technologies Co., Ltd (Anhui), 63% equity interest in ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd., 70% equity interest in ASIMCO Foundry (Yizheng) Co., Ltd., 63% equity interest in ASIMCO Camshaft (Yizheng) Co., Ltd and 100% equity interest in CACG LTD. I. This acquisition has been accounted for using the purchase method. The amount of goodwill arising as a result of the acquisition was approximately RMB345,768,000. These entities are engaged in the manufacture of auto parts. Upon completion of the acquisition, the Company has duly entered the auto parts market.

#### 43 收購附屬公司(續)

##### (b) 收購亞新科國際有限公司(續)

於截至二零一八年十二月三十一日止年度之年內溢利包括人民幣1,475,000元的虧損，該筆款項來自已收購亞新科國際有限公司所產生之額外業務。於截至二零一八年十二月三十一日止年度之年內收入包括來自已收購之汽車零部件實體之人民幣114,265,000元。

亞新科國際有限公司主要於海外國家為本集團在二零一七年收購的亞新科實體及其他第三方客戶提供貿易服務。考慮到亞新科國際有限公司屬亞新科集團的一部分，客戶關係、品牌及技術並非由亞新科國際有限公司擁有。本集團就收購亞新科國際有限公司的議價購買取得收益。

倘已收購亞新科國際有限公司之業務合併於二零一八年一月一日已生效，本集團之收入將為人民幣26,125,548,000元，而年內溢利將為人民幣1,049,947,000元。備考資料僅供說明用途，並不一定為本集團在收購於二零一八年一月一日完成的情況下實際能達到的收入及經營業績的指標，亦不擬用作未來業績的預測。

##### (c) 於二零一七年收購亞新科集團

於二零一七年三月三日，本公司完成收購亞新科國際鑄造有限公司及亞新科噪聲與振動技術(安徽)有限公司全數股權、儀征亞新科雙環活塞環有限公司63%股權、儀征亞新科鑄造有限公司70%股權、亞新科凸輪軸(儀征)有限公司63%股權及CACG LTD. I 100%股權。此收購以收購會計法列賬。收購所產生的商譽金額約為人民幣345,768,000元。該等實體從事生產汽車零部件。收購完成後，本公司已正式跨入汽車零部件市場。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 43 Acquisition of subsidiaries (Continued)

(c) Acquisition of ASIMCO Group in 2017 (Continued)

### 43 收購附屬公司(續)

(c) 於二零一七年收購亞新科集團(續)

		RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>	<b>2,108,107</b>
Property, plant, and equipment	物業、廠房及設備	1,208,381
Intangible assets	無形資產	608,780
Leasehold land and land use right	租賃土地及土地使用權	192,011
Deferred tax assets	遞延稅項資產	51,279
Investments in a joint venture	於一間合營企業的投資	27,906
Loans receivable	應收貸款	19,750
<b>Current assets</b>	<b>流動資產</b>	<b>2,065,002</b>
Trade and other receivables	貿易及其他應收款項	1,301,286
Inventories	存貨	488,982
Cash and cash equivalent	現金及現金等價物	259,305
Pledged bank deposits	已抵押銀行存款	4,277
Other assets	其他資產	11,152
<b>Non-current liabilities</b>	<b>非流動負債</b>	<b>162,065</b>
Deferred tax liability	遞延稅項負債	162,065
<b>Current liabilities</b>	<b>流動負債</b>	<b>1,288,848</b>
Trade and other payables	貿易及其他應付款項	1,082,334
Borrowings	借貸	88,000
Provision	撥備	78,062
Advances from customers	客戶墊款	20,688
Tax liabilities	稅項負債	19,764
<b>Net assets acquired</b>	<b>收購資產淨值</b>	<b>2,722,196</b>
Goodwill arising on acquisition:	收購產生的商譽：	
Cash consideration paid	已付現金代價	1,687,368
Consideration shares issued (a)	已發行代價股份(a)	745,762
Plus: non-controlling interests (b)	加：非控股權益(b)	634,834
Less: net assets acquired	減：已收購資產淨值	(2,722,196)
Goodwill arising on acquisition	收購產生的商譽	345,768

(a): The fair value of the consideration shares is determined on the ordinary shares issued and the share price of the Company as at the acquisition date.

(a) : 代價股份的公平值乃基於已發行普通股及本公司於收購日期的股份價格釐定。

(b): The non-controlling interests in the acquiree at the acquisition date was initially measured at the non-controlling interests' proportionate share of the recognised amount of the acquiree's identifiable net assets.

(b) : 被收購方於收購日期的非控股權益乃按非控股權益分佔已確認被收購方的可識別資產淨值初步計量。

		RMB'000 人民幣千元
Net cash outflow on acquisition:	收購產生的現金流出淨額：	
Cash consideration paid	已付現金代價	(1,687,368)
Less: Cash and cash equivalents balances acquired	減：已收購現金及現金等價物結餘	259,305
Net inflow of cash – investing activities	現金流入淨額 – 投資活動	(1,428,063)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 44 Reconciliation of liabilities and equity arising from financing activities

The table below details changes in the Group's liabilities and equity arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

#### 44 融資活動所產生之負債及權益之對賬

下表詳述本集團於融資活動所產生之負債及權益變動，包括現金及非現金變動。融資活動所產生之負債指引致現金流量或未來現金流量於本集團綜合現金流量表中已分類或將分類為融資活動所產生的現金流量之該等負債。

		<b>Borrowings</b>	<b>Liabilities associated with transferred trade receivables</b> 與已轉讓的貿易應收款項相關的負債	<b>Redemption liability</b>	<b>Interests payable</b>
		借貸	相關的負債	贖回負債	應付利息
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	1,009,000	225,297	1,066,617	203
Financing cash flows	融資現金流量	1,835,589	(124,445)	-	(103,278)
Acquisition of subsidiaries	收購附屬公司	-	-	-	1,462
Finance costs (note 9)	融資成本(附註9)	-	-	106,848	113,567
Currency exchange	貨幣兌換	23,238	-	4,456	(236)
Other (note)	其他(附註)	-	142,027	-	-
At 31 December 2018	於二零一八年十二月三十一日	2,867,827	242,879	1,177,921	11,718

Note: The amount of liabilities associated with transferred trade receivables represented the offset of trade receivables against liabilities associated with transferred trade receivables to the extent of the settlement by the ultimate end user of the equipment.

附註：已轉讓的貿易應收款項相關的負債金額指以貿易應收款項抵銷已轉讓的貿易應收款項相關的負債，以設備終端用戶結付者為限。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 45 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of debts and equity attributable to owners of the Company, comprising share capital, share premium and other reserves.

Management of the Company reviews the capital structure on an annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of Management, the Group will balance its overall structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debts.

The gearing ratio ((total liabilities net cash and cash equivalent)/total equity) of the Group as at 31 December 2018 and 31 December 2017 were as follows:

#### 45 資本風險管理

本集團管理其資本，以確保本集團內的實體將可繼續持續經營，而股東亦可透過優化債務及權益結餘取得最大回報。本集團之整體策略維持不變。

本集團的資本架構包括債務以及本公司擁有人應佔權益，當中包括股本、股份溢價及其他儲備。

本公司管理層每年審閱資本架構。作為該項審閱的其中一環，管理層會考慮資本成本及與每類資本有關的風險。根據管理層的建議，本集團將透過支付股息、發行新股、籌措新債務或償還現有債務平衡其整體架構。

本集團於二零一八年十二月三十一日及二零一七年十二月三十一日的負債與權益比率((負債總額減現金及現金等價物)/權益總額)如下：

		2018 二零一八年	2017 二零一七年
Gearing ratio	負債與權益比率	106%	53%

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 46 Financial instruments

##### Categories of financial instruments

#### 46 金融工具

##### 金融工具分類

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Financial assets:	金融資產：		
Financial assets at fair value:	按公平值列賬的金融資產：		
Financial assets at fair value through profit or loss	以公平值計量且其變動計入損益的金融資產	355,539	-
Financial assets at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益的金融資產	3,986,827	-
Derivative financial instruments	衍生金融工具	4,401	-
Financial assets at amortised cost:	按攤銷成本計量之金融資產：		
Trade and other receivables (excluding prepayment, China tax recoverable)	貿易及其他應收款項(不包括預付款項及中國可收回稅項)	5,809,945	5,521,297
Cash and cash equivalents	現金及現金等價物	2,746,038	1,745,177
Bank deposits	銀行存款	884,480	954,205
Long-term receivables	長期應收款項	554,161	294,211
Transferred trade receivables	已劃轉的貿易應收款項	242,879	225,297
Finance lease receivables	融資租賃應收款項	53,466	69,951
Loans receivable from associates and a joint venture	應收聯營公司及一間合營企業貸款	19,750	53,750
Other financial assets	其他金融資產	-	62,000
AFS investments	可供出售投資	-	50,580
<b>Total</b>	<b>總計</b>	<b>14,057,486</b>	8,976,468
Financial liabilities:	金融負債：		
Financial assets at fair value:	按公平值列賬的金融資產：		
Derivative financial instruments	衍生金融工具	35,179	-
Liabilities at amortised cost	按攤銷成本計量的負債		
Trade and other payables (excluding non-financial liabilities)	貿易及其他應付款項(不包括非金融負債)	7,289,396	4,340,507
Borrowings	借貸	2,867,827	1,009,000
Redemption liabilities	贖回負債	1,177,921	1,066,617
<b>Total</b>	<b>總計</b>	<b>11,370,323</b>	6,416,124

#### 47 Events after the reporting period

There were no material subsequent events during the period from 31 December 2018 to approve date of these consolidated financial statements by the Board of Directors on 26 March 2019.

#### 47 報告期後事項

於二零一八年十二月三十一日至二零一九年三月二十六日董事會批准通過該等綜合財務報表日期之間，概無發生重大其後事項。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company

Details of the Company's subsidiaries as at 31 December 2018 and 2017 are as follows.

#### 48 本公司主要附屬公司之詳情

於二零一八年及二零一七年十二月三十一日，本公司附屬公司之詳情如下。

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
<i>Directly held:</i> 直接持有：					
鄭州煤機液壓電控有限公司 Zhengzhou Coal Mining Machinery Hydraulic Electrical Control Co., Ltd.	Manufacture of hydraulic products 生產液壓產品	The PRC 中國	RMB100,000,000 人民幣100,000,000元	100.00	100.00
鄭州煤機綜機設備有限公司 Zhengzhou Coal Mining machinery Comprehensive Equipment Co., Ltd.	Manufacture of mining machinery 生產採礦機械	The PRC 中國	RMB100,000,000 人民幣100,000,000元	68.89	68.89
鄭州煤礦機械集團物資供銷 有限公司 Zhengzhou Coal Mining Machinery Group Material Trading Co., Ltd.	Trading of raw materials and products 原料及產品貿易	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100.00	100.00
鄭州煤機長壁機械有限公司 Zhengzhou Coal Mining Longwall Face Machinery Co., Ltd.	Manufacture of mining machinery 生產採礦機械	The PRC 中國	RMB50,000,000 人民幣50,000,000元	53.21	53.21
鄭煤機集團潞安新疆機械有限公司 Zhengzhou Coal Mining Machinery Group Lu An Xinjiang Co., Ltd.	Manufacture of mining machinery 生產採礦機械	The PRC 中國	RMB50,000,000 人民幣50,000,000元	54.00	54.00
鄭州芝麻街實業有限公司 Zhengzhou Zhima Street Industrial Co., Ltd.	Hotel Management and construction service 酒店管理及建築服務	The PRC 中國	RMB100,000,000 人民幣100,000,000元	100.00	100.00
鄭煤機煤礦機械有限責任公司 Zhengzhou Coal Mine Machinery Co., Ltd.	Manufacture of mining machinery 生產採礦機械	The PRC 中國	RMB1,000,000,000 人民幣1,000,000,000元	100.00	100.00

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company (Continued)

#### 48 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
<i>Directly held (continued):</i> 直接持有(續):					
鄭煤機西伯利亞有限責任公司 Zhengzhou Coal Mining Machinery Siberia Co., Ltd.	Aftermarket service of mining machinery 採礦機械售後服務	Russia 俄羅斯	USD100,000 100,000美元	100.00	100.00
鄭煤機國際貿易(香港)有限公司 ZMJ International Trading (Hong Kong) Co., Ltd.	Sale and purchase of mining machinery 銷售及採購採礦機械 設備	Hong Kong 香港	USD7,500,000 7,500,000美元	100.00	100.00
鄭煤機德國有限公司 ZMJ Germany GmbH	Sale and purchase of mining machinery/ research and development of mining products 銷售及採購採礦機械/ 研發採礦產品	Germany 德國	EUR1,000,000 1,000,000歐元	100.00	100.00
鄭煤機(美洲)有限公司 ZMJ America, Inc.	Sale and purchase of mining machinery 銷售及採購採礦機械 設備	Canada 加拿大	CAD100 100加元	100.00	100.00
鄭煤機(澳大利亞)有限公司 ZMJ Australia Pty Ltd	Sale and purchase of mining machinery 銷售及採購採礦機械設 備	Australia 澳大利亞	USD200,000 200,000美元	100.00	100.00
亞新科工業技術(北京)有限公司 ASIMCO Technology, Inc.	Sale and purchase of auto parts and components 銷售及採購汽車零部件	The PRC 中國	RMB1,200,000,000 人民幣1,200,000,000元	100.00	100.00
CACG LTD. I(「CACG I」) (「CACG I」)	Sale of auto parts 銷售汽車零部件	Cayman Islands 開曼群島	RMB418,970 人民幣418,970元	100.00	100.00

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company (Continued)

#### 48 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
Indirectly held: 間接持有：					
鄭州煤機鑄鍛有限公司 Zhengzhou Coal Mining Zhu Duan Co., Ltd.	Sale of molding and metal material 模具及金屬材料銷售	The PRC 中國	RMB30,000,000 人民幣30,000,000元	51.93	51.93
鄭州煤機格林材料科技有限公司 (「鄭煤機格林材料」) Zhengzhou Coal Mining Machinery Gelin Material Technology Co., Ltd. ("ZMJ Gelin Material")	Sale of molding and metal material 模具及金屬材料銷售	The PRC 中國	RMB50,000,000 人民幣50,000,000元	55.26	55.26
亞新科凸輪軸(儀征)有限公司 (「亞新科凸輪軸」) ASIMCO Camshaft (Yizheng) Co., Ltd ("ASIMCO Camshaft")	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB118,043,007 人民幣118,043,007元	63.00	63.00
儀征亞新科雙環活塞環有限公司 (「亞新科雙環」) ASIMCO Shuanghuan Piston Ring (Yizheng) Co., Ltd ("ASIMCO Shuanghuan")	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB229,703,231 人民幣229,703,231元	63.54	63.00
儀征亞新科鑄造有限公司 (「亞新科鑄造」) ASIMCO Foundry (Yizheng) Co., Ltd ("ASIMCO Foundry")	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB49,687,431 人民幣49,687,431元	—	70.00
亞新科國際鑄造(山西)有限公司 (「亞新科山西」) ASIMCO International Casting Co., Ltd. (Shanxi) ("ASIMCO Shanxi")	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB420,362,000 人民幣420,362,000元	100.00	100.00
亞新科噪聲與振動技術(安徽) 有限公司(「亞新科NVH」) ASIMCO NVH Technologies Co., Ltd (Anhui) ("ASIMCO NVH")	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB252,200,000 人民幣252,200,000元	100.00	100.00

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company (Continued)

#### 48 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
Indirectly held (continued): 間接持有(續):					
鄭州聖吉機電設備有限公司 (「鄭州聖吉」) Zhengzhou Shengji Mechanical and Electrical Equipment Company Limited (“Zhengzhou Shengji”)	Sale of auto parts 銷售汽車零部件	The PRC 中國	RMB2,450,000,000 人民幣2,450,000,000元	75.51	75.51
香港聖吉國際有限公司 Hong Kong SMG International Co., Limited	Sale of auto parts 銷售汽車零部件	The PRC 中國	EUR310,000,000 310,000,000歐元	100.00	100.00
亞新科國際有限公司 ASIMCO International Inc.	Sale of auto parts 銷售汽車零部件	The USA 美國	USD1 1美元	100.00	100.00
SMG Acquisition Fund, L.P.	Sale of auto parts 銷售汽車零部件	Cayman Islands 開曼群島	EUR499,999,905 499,999,905歐元	100.00	100.00
SMG Acquisition Luxembourg Holdings S.à r.l.	Sale of auto parts 銷售汽車零部件	Luxembourg 盧森堡	EUR12,000 12,000歐元	100.00	100.00
New Neckar Autoparts Holding GmbH	Sale of auto parts 銷售汽車零部件	Germany 德國	EUR25,000 25,000歐元	100.00	100.00
New Neckar Autoparts Holdings and Operations GmbH & Co. KG	Sale of auto parts 銷售汽車零部件	Germany 德國	EUR625,000,500 625,000,500歐元	100.00	100.00
索恩格汽車德國有限公司 SEG Automotive Germany GmbH	Sale of auto parts 銷售汽車零部件	Germany 德國	EUR25,000 25,000歐元	100.00	100.00
索恩格汽車部件巴西有限公司 SEG Automotive Components Brazil Ltda.	Sale of auto parts 銷售汽車零部件	Brazil 巴西	EUR50,300,715.57 50,300,715.57歐元	99.99	100.00



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company (Continued)

#### 48 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
Indirectly held (continued): 間接持有(續):					
Starters E-Components Generators Automotive Hungary Kft.	Sale of auto parts 銷售汽車零部件	Hungary 匈牙利	EUR15,050,000 15,050,000歐元	100.00	100.00
索恩格汽車(中國)有限公司 SEG Automotive Products (China) Co., Ltd.	Sale of auto parts 銷售汽車零部件	The PRC 中國	EUR39,292,092.87 39,292,092.87歐元	100.00	100.00
索恩格汽車印度有限公司 SEG Automotive India Private Limited	Sale of auto parts 銷售汽車零部件	India 印度	EUR134,395.95 134,395.95歐元	99.99	100.00
索恩格汽車北美有限公司 SEG Automotive North America LLC	Sale of auto parts 銷售汽車零部件	North America 北美洲	EUR0 0歐元	100.00	100.00
索恩格汽車法國有限公司 SEG Automotive France S.A.S.	Sale of auto parts 銷售汽車零部件	France 法國	EUR50,000 50,000歐元	100.00	100.00
索恩格汽車日本株式會社 SEG Automotive Japan Corporation	Sale of auto parts 銷售汽車零部件	Japan 日本	EUR736,982.46 736,982.46歐元	100.00	100.00

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 48 Particular of principal subsidiaries of the company (Continued)

#### 48 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Principal activity 主要業務	Place of incorporation/ establishment/ operation 註冊成立/ 成立營運地點	Nominal value of issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本面值	Proportion of ownership interest and voting power held by the Group 本集團擁有權益及 表決權百分比	
				2018 二零一八年 %	2017 二零一七年 %
Indirectly held (continued): 間接持有(續):					
索恩格汽車墨西哥制造有限公司 SEG Automotive Mexico Manufacturing, S.A. de C.V.	Sale of auto parts 銷售汽車零部件	Mexico 墨西哥	EUR486,633.91 486,633.91歐元	99.99	100.00
索恩格汽車墨西哥服務有限公司 SEG Automotive Mexico Service, S. de R. L. de C.V.	Sale of auto parts 銷售汽車零部件	Mexico 墨西哥	EUR89,994.28 89,994.28歐元	99.99	100.00
索恩格汽車墨西哥銷售有限公司 SEG Automotive Mexico Sales, S. de R.L. de C.V.	Sale of auto parts 銷售汽車零部件	Mexico 墨西哥	EUR95,008.49 95,008.49歐元	99.99	100.00
索恩格汽車葡萄牙有限公司 SEG Automotive Portugal, Unipessoal Lda.	Sale of auto parts 銷售汽車零部件	Portugal 葡萄牙	EUR25,000 25,000歐元	100.00	100.00
索恩格汽車南非有限公司 SEG Automotive South Africa Proprietary Limited	Sale of auto parts 銷售汽車零部件	South Africa 南非	EUR59,711.7 59,711.7歐元	100.00	100.00
索恩格汽車韓國有限公司 SEG Automotive Korea Co. Ltd	Sale of auto parts 銷售汽車零部件	Korea 韓國	EUR36,834.26 36,834.26歐元	100.00	100.00
索恩格汽車西班牙有限公司 SEG Automotive Spain, S.A.U.	Sale of auto parts 銷售汽車零部件	Spain 西班牙	EUR9,616,000 9,616,000歐元	100.00	100.00
索恩格汽車意大利有限公司 SEG Automotive Italy S.r.l.	Sale of auto parts 銷售汽車零部件	Italy 意大利	EUR500,000 500,000歐元	100.00	100.00

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 49 Information about the statement of financial position of the Company

#### 49 有關本公司財務狀況表之資料

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>			
	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	1,009,045	1,151,065
Leasehold land and land use rights	租賃土地及土地使用權	150,147	217,182
Investment properties	投資物業	165,928	44,009
Intangible assets	無形資產	2,661	1,495
Investments in subsidiaries	於附屬公司之投資	5,632,994	2,629,331
Investments in associates	於聯營公司之投資	379,173	438,601
Prepayment for acquisition of a subsidiary	收購一家附屬公司預付款項	-	2,307,286
Available-for-sale investments	可供出售之投資	-	415
Financial assets at fair value through profit or loss	以公平值計量且其變動計入 損益的金融資產	255	-
Deferred tax assets	遞延稅項資產	159,191	168,641
Finance lease receivables	融資租賃應收款項	28,508	38,476
Long term receivables	長期應收款項	259,701	152,354
Loans receivable from subsidiaries	應收附屬公司貸款	75,495	71,876
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>7,863,098</b>	7,220,731
<b>CURRENT ASSETS</b>			
	<b>流動資產</b>		
Leasehold land and land use rights	租賃土地及土地使用權	-	5,236
Inventories	存貨	1,609,284	1,072,039
Loans receivable from an associate	應收一間聯營公司貸款	-	24,000
Loans receivable from subsidiaries	應收附屬公司貸款	183,000	150,000
Trade and other receivables	貿易及其他應收款項	1,836,688	3,683,350
Transferred trade receivables	已轉讓的貿易應收款項	242,879	225,297
Finance lease receivables	融資租賃應收款項	24,958	31,475
Long term receivables	長期應收款項	131,926	141,857
Tax recoverable	可收回稅項	-	17,374
Financial assets at fair value through other comprehensive income	以公平值計量且其變動計入 其他全面收益的 金融資產	2,705,345	-
Bank deposits	銀行存款	841,746	768,691
Cash and cash equivalents	現金及現金等價物	1,251,325	1,491,020
<b>Total current assets</b>	<b>總流動資產</b>	<b>8,827,151</b>	7,610,339
<b>Total assets</b>	<b>總資產</b>	<b>16,690,249</b>	14,831,070

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 49 Information about the statement of financial position of the Company (Continued)

#### 49 有關本公司財務狀況表之資料(續)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
CURRENT LIABILITIES	流動負債		
Trade and other payables	貿易及其他應付款項	3,431,646	2,579,609
Contract liabilities	合同負債	1,176,581	-
Advances from customers	客戶按金	-	684,988
Tax liabilities	稅項負債	9,380	-
Borrowings	借貸	86,000	80,000
Liabilities associated with transferred trade receivables	與已轉讓的貿易應收款項有關之負債	242,879	225,297
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>4,946,486</b>	3,569,894
NON-CURRENT LIABILITIES	非流動負債		
Other non-current liabilities	其他非流動負債	52,911	35,789
Borrowings	借貸	730,000	818,000
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>782,911</b>	853,789
<b>Total liabilities</b>	<b>總負債</b>	<b>5,729,397</b>	4,423,683
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	1,732,471	1,732,471
Share premium	股份溢價	4,199,421	4,199,421
Reserves (note (a))	儲備(附註(a))	5,028,960	4,475,495
<b>Total equity</b>	<b>權益總額</b>	<b>10,960,852</b>	10,407,387
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>16,690,249</b>	14,831,070

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 49 Information about the statement of financial position of the Company (Continued)

#### 49 有關本公司財務狀況表之資料(續)

Note (a)

附註(a)

		<b>Statutory Surplus Reserve</b>	<b>Cash flow hedging reserve</b>	<b>Other reserves</b>	<b>Retained earnings</b>	<b>Total</b>
		法定盈餘 儲備	現金流量 對沖儲備	其他儲備	保留溢利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2017	於二零一七年一月一日之結餘	552,539	71,020	117,664	3,629,265	4,370,488
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	172,355	172,355
Other comprehensive expense for the year	年內其他全面開支	-	(71,020)	22,729	-	(48,291)
Transfer	轉撥	17,236	-	-	(17,236)	-
Dividends (note 14)	股息(附註14)	-	-	-	(19,057)	(19,057)
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	569,775	-	140,393	3,765,327	4,475,495
Change in accounting policy	會計政策變動	-	-	(42,516)	42,516	-
Restated at 1 January 2018	於二零一八年一月一日重列	569,775	-	97,877	3,807,843	4,475,495
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	640,088	640,088
Transfer	轉撥	64,009	-	-	(64,009)	-
Dividends (note 14)	股息(附註14)	-	-	-	(86,623)	(86,623)
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	633,784	-	97,877	4,297,299	5,028,960

## Five Year Financial Highlights

### 五年財務摘要

#### Highlights of Consolidated Statement of Profit or Loss

#### 綜合損益表摘要

		Year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Revenue	收入	26,011,730	7,546,701	3,628,530	4,510,858	6,124,457
Cost of sales	銷售成本	21,159,849	5,899,296	2,915,417	3,653,833	5,070,466
Profit before tax	除稅前溢利	1,288,738	423,026	37,384	30,365	232,584
Profit for the year	年內溢利	938,908	340,160	36,648	10,609	193,334
Profit for the year attributable to:	以下人士應佔年內溢利：					
Owners of the Company	本公司股東	832,344	284,250	61,997	42,198	205,194
Non-controlling interests	非控股權益	106,564	55,910	(25,349)	(31,589)	(11,860)
		938,908	340,160	36,648	10,609	193,334

#### Highlights of Consolidated Statement of Financial Position

#### 綜合財務狀況表摘要

		As at 31 December 於十二月三十一日				
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Non-current assets	非流動資產	9,336,011	8,503,188	2,520,487	3,245,328	3,135,657
Current assets	流動資產	18,672,760	10,948,141	9,407,688	8,804,159	9,060,216
<b>Total assets</b>	<b>總資產</b>	<b>28,008,771</b>	19,451,329	11,928,175	12,049,487	12,195,873
Non-current liabilities	非流動負債	4,013,211	2,071,202	4,750	14,784	17,163
Current liabilities	流動負債	11,704,716	5,804,820	2,164,895	2,412,244	2,594,916
<b>Total liabilities</b>	<b>總負債</b>	<b>15,717,927</b>	7,876,022	2,169,645	2,427,028	2,612,079
Equity attributable to owners of the Company	本公司股東應佔權益	11,457,210	10,800,206	9,674,173	9,502,572	9,432,318
Non-controlling interests	非控股權益	833,634	775,101	84,357	119,887	151,476
<b>Total equity</b>	<b>權益總額</b>	<b>12,290,844</b>	11,575,307	9,758,530	9,622,459	9,583,794
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>28,008,771</b>	19,451,329	11,928,175	12,049,487	12,195,873



**ZMJ**

Zhengzhou Coal Mining Machinery Group Company Limited  
鄭州煤礦機械集團股份有限公司