



京城機電股份  
JINGCHENG MAC

# 北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

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

(在中華人民共和國註冊成立之股份有限公司)

(H Share Stock Code H 股代號：0187；A Share Stock Code A 股代號：600860)



# 2023

ANNUAL REPORT

年度報告

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Documents Available for Inspection	1. Original copy of the annual report, which has been signed by the chairman.
	2. Original copy of the auditors' report signed and chopped by the certified public accountant and under the seal of the accountant firm.
	3. Original copies of all documents and announcements of the Company publicly disclosed during the Reporting Period in Shanghai Securities News, the website of Shanghai Stock Exchange and the HKEXnews website of The Stock Exchange of Hong Kong Limited.
	4. The Articles of Association of the Company.
	5. The above documents are available for inspection at the office of the board of directors of the Company, situated at No.2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the People's Republic of China.

備查文件目錄	1、 載有董事長親筆簽名的年度報告正本。
	2、 載有會計師事務所蓋章、註冊會計師簽名並蓋章的審計報告原件。
	3、 報告期內在《上海證券報》，上海交易所網站，香港聯合交易所有限公司披露易網站上公開披露過的所有公司文件的正本及公告原稿。
	4、 公司章程。
	5、 以上備查文件可到本公司董事會辦公室查閱，地址為中華人民共和國北京市通州區漷縣鎮漷縣南三街2號。

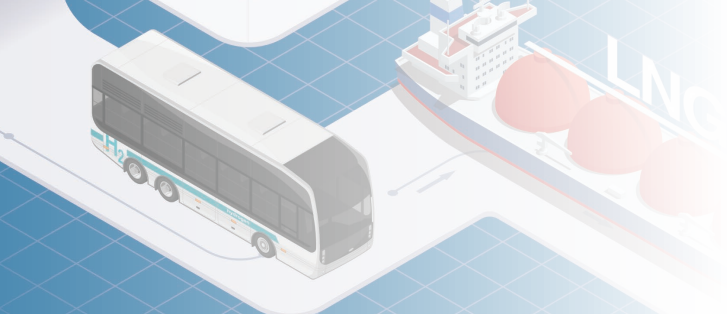
# Important Notes

## 重要提示



- I. **The Board, the Supervisory Committee and the Directors, Supervisors and senior management of the Company guarantee that the content of this annual report is true, accurate, and complete without any false information, misleading statements or material omissions, and severally and jointly accept legal responsibility for the above.**
- II. **All Directors of the Company have attended the meetings of the Board.**
- III. **ShineWing Certified Public Accountants (Special General Partnership) has issued a standard auditors' report containing an unqualified opinion for the Company.**
- IV. **Mr. Li Junjie, the person in charge of the Company, Ms. Feng Yongmei, the person in charge of accounting work and Mr. Yang Yue, person in charge of the accounting firm (accountant in charge), have declared that they guarantee the truthfulness, accuracy and completeness of the financial statements contained in this annual report.**
- V. **Resolutions of profit distribution or capitalisation of capital reserves of the Company for the Reporting Period passed by the Board**
- During the Reporting Period, as audited by ShineWing Certified Public Accountants (Special General Partnership), net profit attributable to shareholders of the listed company was a loss of RMB51,675,100 and undistributed profit at the end of the year was a loss of RMB717,353,600. As the Company recorded negative undistributed profits at the end of the year, the Company proposed not to distribute any profit and not to capitalize capital reserves for the year of 2023. Such resolutions are required to be submitted at the AGM for consideration and approval.
- VI. **Declaration on risk from forward-looking statements**
- Applicable  Not applicable
- Forward-looking statements such as future plans contained in this annual report do not constitute substantial undertakings of the Company to investors due to uncertainties. Investors are advised to be cautious about investment risks.
- VII. **Whether the controlling shareholders and other related parties have misappropriated the Company's funds for non-operational purpose**
- No
- VIII. **Whether any external guarantees are provided in violation of any specified decision-making procedures**
- No
- IX. **Whether more than half of the directors cannot guarantee the truthfulness, accuracy and completeness of the annual report disclosed by the Company**
- No
- 一、 本公司董事會、監事會及董事、監事、高級管理人員保證本年度報告內容的真實性、準確性、完整性，不存在虛假記載、誤導性陳述或重大遺漏，並承擔個別和連帶的法律責任。
- 二、 公司全體董事出席董事會會議。
- 三、 信永中和會計師事務所(特殊普通合伙)為本公司出具了標準無保留意見的審計報告。
- 四、 公司負責人李俊杰先生、主管會計工作負責人馮永梅女士及會計機構負責人(會計主管人員)楊月先生聲明：保證本年度報告中財務報告的真實性、準確性、完整性。
- 五、 董事會決議通過的本報告期利潤分配預案或公積金轉增股本預案
- 報告期內，經信永中和會計師事務所(特殊普通合伙)審計，歸屬於上市公司股東的淨利潤為虧損5,167.51萬元，年末未分配利潤為虧損71,735.36萬元。由於公司年末未分配利潤為負，故2023年度公司建議不進行利潤分配，也不進行資本公積金轉增股本，該等預案尚需提交年度股東大會審議。
- 六、 前瞻性陳述的風險聲明
- 適用  不適用
- 本年度報告內容中涉及未來計劃等前瞻性陳述因存在不確定性，不構成公司對投資者的實質承諾，請投資者注意投資風險。
- 七、 是否存在被控股股東及其他關聯方非經營性佔用資金情況
- 否
- 八、 是否存在違反規定決策程序對外提供擔保的情況
- 否
- 九、 是否存在半數以上董事無法保證公司所披露年度報告的真實性、準確性和完整性
- 否





### X. Important risk warnings

1. Risk of intensified market competition  
Although the overall gas storage and transportation market has been showing a steady rising trend, competition in the industry has intensified. The product market may change in the future, which will bring some uncertain factors and influences to the Company's business development. Therefore, in the future, the Company must focus on technological self-reliance, continue to improve its independent innovation capability, make scientific deployments, and make every effort to drive scientific and technological innovation. The Company will also enhance its market and competition awareness, highlight the direction of professional development, and consolidate, expand and enlarge its market share.
2. Risk of new business and new market development risk  
Hydrogen energy and fuel cells are currently dominated by commercial vehicles in China, are mainly used in the fields of logistics, public transportation and large buses, and are still at the stage of building up momentum. Due to national and local policies and other sources of uncertainty, the Company has encountered unexpected risks in the development of new businesses and new markets. The Company will continue to drive the development of hydrogen energy business and enhance core technology to improve the core competitiveness of its products.

### XI. Others

Applicable  Not applicable

### 十、重大風險提示

- 1、市場競爭加劇風險  
儘管氣體儲運市場總體呈現穩中有升的態勢，但是行業競爭愈加激烈，未來產品市場可能會發生變化，也會給公司的經營發展帶來一定的不確定因素和影響。因此未來公司要突出科技自立自強，持續提升自主創新能力，科學部署，全力推進科技創新工作。增強市場意識和競爭意識，突出專業化發展方向，鞏固、拓展、擴大市場份額。
- 2、新業務新市場開拓風險  
氫能及燃料電池目前中國以商用車為主，主要應用在物流、公交和大巴等領域，尚處於蓄勢待發階段，受國家和各地方政策等較多不確定因素影響，公司在發展新業務、新市場開拓方面則會遇到不可預期的風險。公司將繼續加大氫能業務發展力度，加強核心技術攻關，提高產品核心競爭力。

### 十一、其他

適用  不適用

# Section 1 Definition

## 第一節 釋義



### 1. Definitions

Unless the context otherwise requires, the following terms should have the following meanings in this report:

### 一、釋義

在本報告中，除非文義另有所指，下列詞語具有如下含義：

		<b>Definition of frequently used terms</b> 常用詞語釋義
Company	means	Beijing Jingcheng Machinery Electric Company Limited (北京京城機電股份有限公司), a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange and the SSE
公司或本公司	指	北京京城機電股份有限公司，一間於中國註冊成立之股份有限公司，其股份於聯交所主板及上交所上市
Beiren Holdings 北人股份	means 指	Beiren Printing Machinery Holdings Limited (the former name of the Company) 北人印刷機械股份有限公司(更名前本公司)
Group 本集團	means 指	the Company and its subsidiaries 本公司及其附屬公司
Jingcheng Holding or Jingcheng Machinery Electric (controlling shareholder and beneficial controller)	means	Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司), a company established in the PRC and the controlling shareholder of the Company, holding approximately 44.87% equity interest in the Company
京城控股或京城機電(控股股東、實際控制人)	指	北京京城機電控股有限責任公司，一間於中國成立之公司，為本公司之控股股東，持有本公司約44.87%之股權
Beiren Group 北人集團	means 指	Beiren Group Corporation (北人集團公司), a company incorporated in the PRC and a subsidiary of Jingcheng Holding (the former controlling shareholder of the Company) 北人集團公司，一間於中國註冊成立之公司，京城控股之附屬子公司(原為本公司之控股股東)
Tianhai Industry or Beijing Tianhai	means	Beijing Tianhai Industry Co., Ltd. (北京天海工業有限公司), a subsidiary of the Company
天海工業及北京天海	指	北京天海工業有限公司(本公司之子公司)
BYTQ 北洋天青	means 指	Qingdao BYTQ United Digital Intelligence Co., Ltd., a subsidiary of the Company 青島北洋天青數聯智能有限公司(本公司之子公司)
Jingcheng HK 京城香港	means 指	Jingcheng Holding (Hong Kong) Company Limited (京城控股(香港)有限公司), a subsidiary of the Company 京城控股(香港)有限公司(本公司之子公司)
Tianjin Tianhai 天津天海	means 指	Tianjin Tianhai High Pressure Container Co., Ltd, an indirect subsidiary of the Company 公司孫公司天津天海高壓容器有限責任公司
Board 董事會	means 指	the board of directors of the Company 本公司董事會
Supervisory Committee 監事會	means 指	the supervisory committee of the Company 本公司監事會
AGM 年度股東大會	means 指	the 2022 Annual General Meeting convened on 16 June 2023 於2023年6月16日召開的2022年度股東週年大會
First EGM 第一次臨時股東大會	means 指	the 2023 first extraordinary general meeting convened on 13 November 2023 於2023年11月13日召開的2023年第一次臨時股東大會
First A Share Class Meeting 第一次A股類別股東大會	means 指	the 2023 first A share class meeting convened on 13 November 2023 於2023年11月13日召開的2023年第一次A股類別股東大會
First H Share Class Meeting 第一次H股類別股東大會	means 指	the 2023 first H share class meeting convened on 13 November 2023 於2023年11月13日召開的2023年第一次H股類別股東大會

### 1. Definitions (Continued)

### 一、釋義(續)

Definition of frequently used terms 常用詞語釋義		
Director(s) 董事	means 指	the director(s) of the Company 本公司董事
Supervisor(s) 監事	means 指	the supervisor(s) of the Company 本公司監事
Shareholder(s) 股東	means 指	the holder(s) of Shares of the Company 公司股份持有人
Connected Person 關聯人或關連人士	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Share(s) of the Company 公司股份	means 指	Unless otherwise stated, share(s) of the Company, including A share(s) and H share(s) 本公司股份，包括A股及H股，另有所指除外
Reporting Period 報告期	means 指	the period from 1 January 2023 to 31 December 2023 2023年1月1日至2023年12月31日
SSE 上交所	means 指	the Shanghai Stock Exchange 上海證券交易所
Stock Exchange 聯交所	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
CSRC 中國證監會	means 指	China Securities Regulatory Commission 中國證券監督管理委員會
Beijing SASAC 北京市國資委	means 指	State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality 北京市人民政府國有資產監督管理委員會
Beijing Securities Regulatory Bureau 北京證監局	means 指	Beijing Securities Regulatory Bureau under the CSRC 中國證監會北京監管局
controlling shareholder(s) 控股股東	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Listing Rules 上市規則	means 指	the Rules Governing the Listing of Stocks on the SSE and the Rules Governing the Listing of Securities on the Stock Exchange 上交所股票上市規則和聯交所證券上市規則
PRC or China 中國	means 指	the People's Republic of China, which for the purpose of this annual report, shall not include Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan 中華人民共和國，而就本年度報告而言，不包括香港、中華人民共和國澳門特別行政區及台灣
PRC Accounting Standards for Business Enterprises 中國企業會計準則	means 指	PRC Accounting Standards for Business Enterprises 中國企業會計準則
RMB 人民幣	means 指	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
HK\$ 港元	means 指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
Hong Kong 香港	means 指	the Hong Kong Special Administrative Region of the People's Republic of China 中華人民共和國香港特別行政區

# Section 1 Definition

## 第一節 釋義



### 1. Definitions (Continued)

### 一、釋義(續)

#### Definition of frequently used terms 常用詞語釋義

United States or US 美國	means 指	the United States of America 美利堅合眾國
USD 美元	means 指	United States dollars, the lawful currency of the United States 美國法定貨幣美元
DOT DOT	means 指	abbreviation of US Department of Transportation 美國交通部(US Department of Transportation)的英文縮寫
LNG LNG	means 指	abbreviation of liquefied natural gas 液化天然氣(liquefied natural gas)的英文縮寫
CNG CNG	means 指	abbreviation of Compressed Natural Gas 壓縮天然氣(compressed natural gas)的英文縮寫
Station or filling station 加氣站	means 指	the station where automobiles are filled with LNG or CNG 將液化天然氣或壓縮天然氣給汽車加注的站
industrial gas cylinders 工業氣瓶	means 指	collective name for the cylinders that are filled with industrial gas 灌裝工業氣體的鋼瓶統稱
Type II Cylinders 二型瓶	means 指	steel liner ring wrapped gas cylinder 鋼質內膽環向纏繞氣瓶
Type III Cylinders 三型瓶	means 指	aluminum liner and carbon fiber full-winding compound gas cylinder 鋁內膽碳纖維全纏繞複合氣瓶
Type IV Cylinders 四型瓶	means 指	plastic tank full-winding compound gas cylinder, mainly used for vehicle fuel storage, for filling natural gas or hydrogen 塑料內膽纖維全纏繞複合氣瓶，主要用於車用燃料存儲、充裝天然氣或氫氣
Construction project of intelligent digital control production line for Type IV Cylinders 四型瓶智能化數控生產線建設項目	means 指	the construction project of intelligent digital control production line for Type IV Cylinders 四型瓶智能化數控生產線建設項目
Reorganisation 本次重組	means 指	the issue of shares and payment of cash to specific targets in consideration of acquiring certain equity interests in BYTQ and fund raising 向特定對象發行股份及支付現金購買北洋天青部份股權並配套募集資金的行為
Non-public Issuance 本次非公開發行	means 指	the non-public issuance of A shares to not more than 35 specific investors, including Jingcheng Machinery Electric, being the controlling shareholder and beneficial controller of the Company 本次向包括公司控股股東和實際控制人京城機電在內的不超過35名特定投資者非公開發行A股股票的行為
Beiren Intelligent 北人智能	means 指	Beiren Intelligent Equipment Technology Co., Ltd. 北人智能裝備科技有限公司
Jingcheng Haitong 京城海通	means 指	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司
Beijing Nengtong 北京能通	means 指	Beijing Nengtong Lease Company 北京能通租賃公司
Beiren Equipment 北人設備	means 指	Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司

Unless otherwise specified, all amounts stated in this report are denominated in Renminbi.  
除非另有說明，本報告中的所有金額均以人民幣計值。

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### I. Information of the Company

Chinese name of the Company  
公司的中文名稱  
Chinese abbreviation  
公司的中文簡稱  
English name of the Company  
公司的外文名稱  
English abbreviation  
公司的外文名稱縮寫  
Company's legal representative  
公司的法定代表人

北京京城機電股份有限公司  
京城股份  
BEIJING JINGCHENG MACHINERY ELECTRIC COMPANY LIMITED  
JINGCHENG MAC  
Mr. Li Junjie  
李俊杰先生

#### 一、公司信息

#### II. Contact Persons and Contact Methods

**Secretary to the Board**  
**董事會秘書**

Name  
姓名  
Contact address  
聯繫地址  
Telephone  
電話  
Facsimile  
傳真  
E-mail  
電子信箱

Luan Jie  
樂杰  
No. 2 Huo Xian Nan San Road, Huo Xian Town,  
Tongzhou District, Beijing  
北京市通州區漷縣鎮漷縣南三街2號  
010-87707289  
010-87707289  
010-87707291  
010-87707291  
jcgf@btic.com.cn  
jcgf@btic.com.cn

#### 二、聯絡人和聯繫方式

**Representative in charge of securities affairs**  
**證券事務代表**

Chen Jian  
陳健  
No. 2 Huo Xian Nan San Road, Huo Xian Town,  
Tongzhou District, Beijing  
北京市通州區漷縣鎮漷縣南三街2號  
010-87707289  
010-87707289  
010-87707291  
010-87707291  
jcgf@btic.com.cn  
jcgf@btic.com.cn

#### III. Basic Information

Registered address of the Company  
公司註冊地址  
Historical changes in the Company's registered address  
公司註冊地址的歷史變更情況

公司註冊地址的歷史變更情況

Office address of the Company  
公司辦公地址  
Postal code of the office address of the Company  
公司辦公地址的郵政編碼  
Company's website  
公司網址  
E-mail  
電子信箱

Room 901, No. 59 Mansion, Dongsanhuan Road Central,  
Chaoyang District, Beijing  
北京市朝陽區東三環中路59號樓901室  
Registered office from 13 July 1993 to 6 January 2004 as: No. 44,  
Guangqu Road South, Chaoyang District, Beijing, China  
Registered office from 7 January 2004 to 31 October 2013: No.  
6 Rongchang East Street, Beijing Economic and Technological  
Development Area, Beijing, China  
Changed to the Company's current registered address on 1 November  
2013  
1993年7月13日至2004年1月6日註冊地址為：中國北京市朝陽區廣  
渠路南側44號；  
2004年1月7日至2013年10月31日註冊地址為：中國北京市北京經濟  
技術開發區榮昌東街6號  
2013年11月1日變更為公司現註冊地址  
No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District,  
Beijing  
北京市通州區漷縣鎮漷縣南三街2號  
101109  
101109  
www.jingchenggf.com.cn  
www.jingchenggf.com.cn  
jcgf@btic.com.cn  
jcgf@btic.com.cn

#### 三、基本情況簡介



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### IV. Dissemination of Company Information and the Place for Inspection

Name of media and website for the disclosure of the Company's annual report  
 公司披露年度報告的媒體名稱及網址  
 Website of the stock exchange for the disclosure of the Company's annual report  
 公司披露年度報告的證券交易所網址  
 Place for inspection of the Company's annual report  
 公司年度報告備置地地點

#### 四、信息披露及備置地地點

Shanghai Securities News  
 《上海證券報》  
 www.sse.com.cn, www.hkexnews.hk  
 www.sse.com.cn, www.hkexnews.hk  
 Office of the Board of the Company  
 本公司董事會辦公室

#### V. Basic Information of the Company's Shares

#### 五、公司股票簡況

##### Basic Information of the Company's Shares 公司股票簡況

Type of shares 股票種類	Place of listing of the shares 股票上市交易所	Securities abbreviation 股票簡稱	Stock code 股票代碼	Stock abbreviation before change 變更前股票簡稱
A shares A股	the Shanghai Stock Exchange 上海證券交易所	京城股份 京城股份	600860 600860	京城股份 京城股份
H shares H股	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	JINGCHENG MAC 京城機電股份	00187 00187	JINGCHENG MAC 京城機電股份

#### VI. Other Related Information

#### 六、其他相關資料

Name of the accounting firm engaged by the Company (domestic) 公司聘請的會計師事務所(境內)	Name 名稱 Office address 辦公地址 Names of signing accountant 簽字會計師姓名	ShineWing Certified Public Accountants (Special General Partnership) 信永中和會計師事務所(特殊普通合伙) 9/F, Block A, Fu Hua Mansion, No. 8 Chao Yang Men Bei Da Jie, Dong Cheng District, Beijing 北京市東城區朝陽門北大街8號富華大廈A座9層 Ma Chuanjun, Yan Huan 馬傳軍、閻歡
Name of the accounting firm engaged by the Company (internal control reporting and audit) 公司聘請的會計師事務所(內控報告審計)	Name 名稱 Office address 辦公地址 Names of signing accountant 簽字會計師姓名	Da Hua Certified Public Accountants (Special General Partnership) 大華會計師事務所(特殊普通合夥) 8/F, Xihai International Center, Building 1, No.99 Courtyard, Beisanhuan West Road, Haidian District, Beijing 北京市海澱區北三環西路99號院1號樓西海國際中心8層 Zhang Xinfa, Wang Jiatong 張新發、王佳彤
Name of the domestic legal adviser engaged by the Company 公司聘請的境內法律顧問	Name 名稱 Office address 辦公地址	Beijing Kang Da Law Firm 北京市康達律師事務所 8th, 9th, and 11th floors of Emperor Group Center, No.12 Jianwai Street Ding, Chaoyang District, Beijing 北京市朝陽區建外大街丁12號英皇集團中心8層、9層、11層
Name of the overseas legal adviser engaged by the Company 公司聘請的境外法律顧問	Name 名稱 Office address 辦公地址	Woo Kwan Lee & Lo 胡關李羅律師行 26/F, Jardine House, Central, Hong Kong 香港中環怡和大廈26樓



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### VI. Other Related Information (Continued)

#### 六、其他相關資料(續)

Sponsor continuously performing its supervisory function during the Reporting Period 報告期內履行持續督導職責的保薦機構	Name 名稱 Office address 辦公地址	CSC Financial Co., Ltd. 中信建投證券股份有限公司 Block B, E, Kaiheng Center Building, Dongcheng District, Beijing
Names of sponsor representatives as signatories 簽字的保薦代表人姓名 Period of continuously performing its supervisory function 持續督導的期間	辦公地址 Names of sponsor representatives as signatories 簽字的保薦代表人姓名 Period of continuously performing its supervisory function 持續督導的期間	北京市東城區凱恆中心B、E座 Li Xiaoyan, Luxingyu 李笑彥、盧星宇 Delayed due to uncompleted fund raising projects 因募投項目未結項延期
Financial adviser performing continuous supervision duties during the Reporting Period 報告期內履行持續督導職責的財務顧問	Name 名稱 Office address 辦公地址 Names of signing organizer of financial advisor 簽字的財務顧問 主辦人姓名 Period of continuously performing its supervisory function 持續督導的期間	CSC Financial Co., Ltd. 中信建投證券股份有限公司 Block B, E, Kaiheng Center Building, Dongcheng District, Beijing 北京市東城區凱恆中心B、E座 He Chengda, Hou Shun 賀承達、侯順 From the date of completion of the reorganisation of major assets to 2023 自重大資產重組實施完畢之日起至2023年度

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



## VII. Major Accounting Figures and Financial Indicators for the Past Three Years

### (i) Major accounting figures

## 七、近三年主要會計數據和財務指標

### (一) 主要會計數據

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Major accounting figures		2023	2022	Changes over the same period of the preceding year (%)	2021
主要會計數據		2023年	2022年	本期比上年同期增減(%)	2021年
Operating income	營業收入	<b>1,405,495,692.08</b>	1,372,261,232.14	2.42	1,182,664,494.03
Operating income after deducting income from non-principal business and revenue that was not considered as commercial in nature	扣除與主營業務無關的業務收入和在不具備商業實質的收入後的營業收入	<b>1,383,445,099.68</b>	1,336,112,109.68	3.54	1,148,503,206.55
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	<b>-51,675,143.59</b>	18,315,155.10	-	-23,282,271.43
Net profit attributable to shareholders of listed company after extraordinary items	歸屬於上市公司股東的扣除非經常性損益的淨利潤	<b>-64,871,738.55</b>	-4,847,157.02	-	-34,816,036.55
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	<b>66,359,922.32</b>	5,223,758.74	1,170.35	-32,694,712.35
		<b>At the end of 2023</b>	At the end of 2022	Changes over the same period end of the preceding year (%)	At the end of 2021
		<b>2023年末</b>	2022年末	本期末比上年同期末增減(%)	2021年末
Net assets attributable to shareholders of listed company	歸屬於上市公司股東的淨資產	<b>1,065,910,588.54</b>	1,075,617,865.13	-0.90	677,655,614.84
Total assets	總資產	<b>2,812,343,564.88</b>	2,496,004,308.13	12.67	1,568,448,757.50

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### VII. Major Accounting Figures and Financial Indicators for the Past Three Years (Continued)

##### (ii) Key financial indicators

Key financial indicators	2023	2022	Changes over the same period of the preceding year (%)	2021
主要財務指標	2023年	2022年	本期比上年同期增減(%)	2021年
Basic earnings per share (RMB/share)	-0.10	0.04	Not applicable	-0.05
Diluted earnings per share (RMB/share)	-0.10	0.04	Not applicable	-0.05
Basic earnings per share after extraordinary items (RMB/share)	-0.12	-0.01	Not applicable	-0.07
Returns on net assets on weighted average basis (%)	-4.92	2.15	-7.07	-3.38
Return on net assets on weighted average basis after extraordinary items (%)	-6.18	-0.57	-5.61	-5.06

Explanation on the major accounting data and financial indicators of the Company at the end of the Reporting Period for the past three years

Applicable  Not applicable

報告期末公司前三年主要會計數據和財務指標的說明

適用  不適用

#### VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards

##### (i) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the International Accounting Standards and the PRC Accounting Standards for Business Enterprises

Applicable  Not applicable

#### 八、境內外會計準則下會計數據差異

##### (一) 同時按照國際會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

適用  不適用



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards (Continued)

##### (ii) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the Foreign Accounting Standards and the PRC Accounting Standards for Business Enterprises

Applicable  Not applicable

##### (iii) Description of differences between PRC and foreign accounting standards:

Applicable  Not applicable

#### IX. Major Financial Data of 2023 By Quarter

#### 八、境內外會計準則下會計數據差異(續)

(二) 同時按照境外會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

適用  不適用

(三) 境內外會計準則差異的說明：

適用  不適用

#### 九、2023年分季度主要財務數據

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

		First quarter (January to March) 第一季度 (1-3月份)	Second quarter (April to June) 第二季度 (4-6月份)	Third quarter (July to September) 第三季度 (7-9月份)	Fourth quarter (October to December) 第四季度 (10-12月份)
Operating income	營業收入	274,718,604.19	351,265,128.33	389,769,513.07	389,742,446.49
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	-15,756,292.00	-13,934,644.02	-20,121,753.61	-1,862,453.96
Net profit attributable to shareholders of listed company, after extraordinary items	歸屬於上市公司股東的扣除非經常性損益後的淨利潤	-16,521,253.96	-15,310,215.32	-22,457,084.07	-10,583,185.20
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	3,749,806.01	-10,216,704.66	40,958,366.20	31,868,454.77

Description of differences between quarterly data and data in disclosed regular reports

季度數據與已披露定期報告數據差異說明

Applicable  Not applicable

適用  不適用

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### X. Extraordinary Items and Amounts

√ Applicable □ Not applicable

#### 十、非經常性損益項目和金額

√ 適用 □ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Extraordinary items 非經常性損益項目	Amount of 2023 2023年金額	Note (where applicable) 附註(如適用)	Amount of 2022 2022年金額	Amount of 2021 2021年金額
Gain or loss on disposal of non-current assets, inclusive of impairment allowance write-off	151,692.79	非流動性資產處置損益，包括已計提資產減值準備的沖銷部分	324,288.25	197,317.56
Government subsidies included in current profit or loss, other than on-going government subsidies which are closely related to the Company's normal operation, meet the requirements of government policies and are subject to certain limits or conditions	10,193,307.32	計入當期損益的政府補助，但與公司正常經營業務密切相關、符合國家政策規定、按照確定的標準享有、對公司損益產生持續影響的政府補助除外	15,296,825.69	10,065,386.91
Gains and losses on fair value changes arising from financial assets and financial liabilities held by non-financial entities and gains and losses arising from the disposal of financial assets and financial liabilities, except for effective hedging transactions that are closely related to the Company's normal operation		除同公司正常經營業務相關的有效套期保值業務外，非金融企業持有金融資產和金融負債產生的公允價值變動損益以及處置金融資產和金融負債產生的損益	608,700.53	30,675.01
Capital occupation fee received from non-financial entities included in current profit or loss		計入當期損益的對非金融企業收取的資金佔用費		
Gain or loss on entrusted investments or asset under management		委託他人投資或管理資產的損益		
Gains and losses on external entrusted loans		對外委託貸款取得的損益		
Loss of assets due to force majeure events, such as natural disasters		因不可抗力因素，如遭受自然災害而產生的各項資產損失		
Reversal of the impairment provision for receivables which is tested individually for impairment	2,737,096.40	單獨進行減值測試的應收款項減值準備轉回	4,869,414.50	1,818,371.90
Gain from the excess of the fair value of the identifiable net assets of investee companies on acquisition of the investment over the cost of investment in the Company's subsidiaries, associates and joint ventures		企業取得子公司、聯營企業及合營企業的投資成本小於取得投資時應享有被投資單位可辨認淨資產公允價值產生的收益		
Net gains or losses of subsidiaries for the current period from the beginning of the period to the date of combination arising from business combination under common control		同一控制下企業合併產生的子公司期初至合併日的當期淨損益		
Gains and losses on exchange of non-monetary assets		非貨幣性資產交換損益		
Gain or loss on debt restructuring	115,344.66	債務重組損益	3,806,900.04	554,913.61
One-time costs incurred by the enterprise due to the fact that the relevant business activities has discontinued, such as expenses for relocating employees		企業因相關經營活動不再持續而發生的一次性費用，如安置職工的支出等		
One-time effect of adjustment according to the requirements of tax and accounting laws and regulations on current profit or loss		因稅收、會計等法律、法規的調整對當期損益產生的一次性影響		
One-time share-based payment expense recognized for cancellation and modification of share incentive schemes		因取消、修改股權激勵計劃一次性確認的股份支付費用		
For cash settled share-based payments, gains and losses arising from changes in the fair value of employee compensation payable after the date of exercise of options		對於現金結算的股份支付，在可行權日之後，應付職工薪酬的公允價值變動產生的損益		
Gain or loss arising from changes in fair value of investment properties under fair value model on subsequent measurement		採用公允價值模式進行後續計量的投資性房地產公允價值變動產生的損益		
Gain or loss incurred by transactions with obviously unfair transaction price		交易價格顯失公允的交易產生的收益		
Gain or loss on other contingencies which are not related to the Company's normal operations		與公司正常經營業務無關的或有事項產生的損益		
Entrusted fee income from entrusted operations		受托經營取得的托管費收入		

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### X. Extraordinary Items and Amounts (Continued)

Extraordinary items 非經常性損益項目		Amount of 2023 2023年金額	Note (where applicable) 附註(如適用)	Amount of 2022 2022年金額	Amount of 2021 2021年金額
Other non-operating income and expenses apart from the aforesaid items	除上述各項之外的其他營業外收入和支出	876,175.40		8,873,633.76	-438,510.72
Other gain or loss items falling within the definition of extraordinary items	其他符合非經常性損益定義的損益項目	0.00			
Less: Effect of income tax	減：所得稅影響額	163,120.60		234,165.76	296,085.76
Effect of minority interest (after tax)	少數股東權益影響額(稅後)	713,901.01		10,383,284.89	398,303.39
Total	合計	13,196,594.96		23,162,312.12	11,533,765.12

For the non-recurring profit and loss items not listed in “Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items” (《公開發行證券的公司信息披露解釋性公告第1號—非經常性損益》) recognised by the Company as non-recurring profit and loss items with significant amounts, as well as the non-recurring profit and loss items listed in “Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items” (《公開發行證券的公司信息披露解釋性公告第1號—非經常性損益》) defined by the Company as recurring profit and loss items, the reasons shall be explained.

Applicable  Not applicable

#### XI. Items Measured at Fair Value

Applicable  Not applicable

#### XII. Others

Applicable  Not applicable

#### 十、非經常性損益項目和金額(續)

對公司將《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》未列舉的項目認定為的非經常性損益項目且金額重大的，以及將《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》中列舉的非經常性損益項目界定為經常性損益的項目，應說明原因。

適用  不適用

#### 十一、採用公允價值計量的項目

適用  不適用

#### 十二、其他

適用  不適用

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### I. Management Discussion and Analysis

2023 is a critical year for implementing the "14th Five-Year Strategic Plan", the Company adhered to the implementation of the "Five Initiatives" into the new development pattern, adheres to strategic guidance, firmly pushed forward with scientific and technological innovation, accelerated reform and adjustment, actively expanded the market and focused on internal management, so as to solves operational risks, and actively promoted the implementation of the whole year operating targets and key tasks, laying a solid foundation for high-quality development.

##### 1. Operating in a stable manner, striving to explore the market

Gas Storage and Transportation Segment:

In terms of international market, the Company acquired orders actively through visiting customers and inviting customers to pay a visit, deeply cultivated markets along the "Belt and Road", closely focused on key projects of major customers, accelerated the market expansion of new products, and achieved growth in Europe and Southeast Asia. Hydrogen Energy Company has made positive progress in the development of automobile manufacturers. Combined with the mid-term evaluation of the "14th Five-Year Plan" strategy, the product structure of the traditional cylinder industry was further optimized and adjusted, and the sales revenue achieved at a year-on-year growth rate in 2023.

Intelligent Manufacturing Segment:

The Company gives full play to the advantages of the overall planning and construction of intelligent factory and has made positive progress on the development of home appliances industry. In terms of the ground conveyance and assembly system, stamping lines and suspension chains, the Group continues to expand into new application scenarios and new areas.

##### 2. Innovating courageously, deeply engaging in science and technology system

The Company increased the investment in research and development in the field of hydrogen energy, actively promoted the high-quality development of the hydrogen energy industry, and accelerated the speed of key research and development projects such as Type IV cylinders and liquid hydrogen cylinders; Beijing Tianhai was awarded 2023 Beijing Top 100 "Specialized and Sophisticated Enterprise Producing New and Unique Products" and Top 100 manufacturing enterprises, Shanghai Tianhai was awarded the title of "Innovative Small and Medium-sized Enterprise", hightech enterprises and "Specialized and Sophisticated Enterprise Producing New and Unique Products" in Shanghai, Hydrogen Energy Company and Minghui Tianhai were awarded Beijing high-tech enterprises. By the end of 2023, Tianhai Industry has incubated a total of 6 specialized and new enterprises and 4 high-tech enterprises.

Through understanding the demand for orders and the industry's replicative demand for equipment, BYTQ, a subsidiary of the Company, made breakthroughs in the technological research and development, which provided technical and cost guarantee for the Company to obtain orders in each segment; As for the stamping segment, the independent research and development of the end cover rotary cutting machine provided technical guarantee and cost advantage for enterprises to obtain orders for the electric heating stamping category; As for the suspension chains segment, the independent development of the scheduling system has continuously expanded into various application scenarios to respond to different process needs, established the application of multiple sets of refrigerators and multiple scenarios, and provided a guarantee for products to enter into the field of air conditioning and washing machines. As for special aircraft and robot application segment, the successful development and application of the second generation of automatic high speed lock products further improved the Company's profitability.

#### 一、經營情況討論與分析

2023年是「十四五」承上啟下的關鍵之年，公司堅持落實「五子聯動」融入新發展格局，堅持戰略引領，堅定科技創新，加快改革調整，積極拓展市場，狠抓內部管理，化解經營風險，積極推進全年經營目標和重點任務落地見效，為高質量發展夯實基礎。

##### 1、穩經營，全力以赴市場開拓

氣體儲運板塊：

國際市場通過走訪客戶以及邀請客戶來訪，積極落實訂單，深耕「一帶一路」沿線市場，緊盯大客戶重點項目，加快新產品市場開拓力度，歐洲及東南亞市場均實現增長。氫能公司在車廠開拓方面取得積極進展。結合「十四五」戰略中期評估，對傳統鋼瓶產業的產品結構進一步優化調整，2023年銷售收入實現同比增長。

智能製造板塊：

充分發揮智能化工廠建設整體規劃建設的優勢，家電行業開拓取得積極進展。在地面輸送裝配系統、沖壓連線、懸掛鏈方面，不斷拓展新應用場景、新領域。

##### 2、勇創新，深耕厚植科技體系

加大氫能領域研發投入，積極推動氫能產業高質量發展，加快四型瓶、液氫瓶等重點研發項目推進速度；北京天海獲評2023北京專精特新企業百強、製造業企業百強，上海天海獲評上海市創新型中小企業、高新技術企業和專精特新中小企業，氫能公司、明暉天海獲評北京市高新技術企業。截止2023年底，天海工業累計培育專精特新中小企業6家、高新技術企業4家。

子公司北洋天青通過瞭解訂單需求及行業有複製性需求的設備，進行技術研發突破，為公司在各個板塊獲取訂單提供了技術和成本保障；沖壓板塊方面，端蓋旋切機的自主研發，為企業獲取電熱沖壓類訂單提供了技術保障和成本優勢；懸掛鏈板塊方面，調度系統的自主開發，不斷拓展各種應用場景，擴大應對不同工藝需求，建立了冰箱多部件多場景的應用，同時為產品打入空調和洗衣機領域提供了保障。專機及機器人應用板塊，全自動上壓機高速鎖閉二代產品的成功研發應用，進一步提高了公司的獲利能力。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### I. Management Discussion and Analysis (Continued) 3. Strengthening management, steadily improving the quality and efficiency of operation

The Company promoted lean management through technology cost reduction, manufacturing cost reduction and procurement cost reduction; The Company continued to improve the incentive mechanism, establishing core talent (technical grade) salary management measures; The Company improved the compensation and performance appraisal management measures of subsidiaries and functional departments; The Company completed the first phase of restricted share incentive for 115 employees, mobilizing the enthusiasm of talents to a larger extent; In order to further expand the production capacity, BYTQ has abandoned the practice of inefficient expansion, transformed the production model, optimized the production manpower structure of the Company, and vigorously strengthened the production capacity of the Company, providing a guarantee for further expanding the business scale and improving profitability.

#### 4. Controlling the risks and promoting development steadily

The Company continued to promote the full implementation of the system by continuous strengthening the risk prevention and control, and strengthened the promotion of system processes, enabling all employees to understand the Company's system and processes, so that they can apply what they have learnt and improve their ability to perform their duties; The Company will continue to carry out audit supervision, special inspections and rectification of problems.

#### II. Situation of the industry in which the Company operated during the Reporting Period

##### (1) Gas Storage and Transportation Segment

The upstream of the gas storage and transportation equipment industry is mainly steel, forgings, etc.. The midstream industry is the gas storage and transportation equipment manufacturing industry, and the downstream is the gas storage and transportation equipment application industry, mainly used in chemical, medical, food processing, aviation and aerospace and other fields. The market demand for the gas storage and transportation equipment industry has maintained a relatively stable growth trend, and the market size has been maintained at a high level, but a recession in the global economy will inevitably have a negative impact on the gas and energy industries.

##### Conventional cylinder industry:

Over the years, the total market volume of conventional cylinder industry has been relatively stable. In 2023, due to the unsatisfactory overall economic development, the inventory backlog during the pandemic, the impact of steel price fluctuations, and the slowdown of domestic infrastructure development, the overall demand for gas cylinders in the market did not meet the expectation. It is expected that the industry demand for conventional cylinder will show a slow rebound in 2024.

##### Compound gas cylinders industry:

The medium- and long-term plan for the development of the national hydrogen energy industry and the "14th Five-Year Plan" for the development of hydrogen energy in various provinces and municipalities have clearly defined the important position of the hydrogen energy industry in the future national energy system. In 2023, the domestic hydrogen energy industry grew at a relatively fast pace and the domestic hydrogen fuel cell vehicle has formed a regional industrial cluster effect. According to the China Association of Automobile Manufacturers, the national hydrogen fuel cell vehicle production and sales in 2023 were 5,668 and 5,805 vehicles respectively, which increased by 55.3% and 72.0% respectively. The sales volume of hydrogen fuel cell vehicles is expected to achieve growth in 2024.

#### 一、經營情況討論與分析(續)

##### 3、強管理，穩步提升運營質效

通過開展科技降本、製造降本及採購降本，推動精益管理持續深入；持續完善激勵機制，建立了核心人才(技術職系)薪酬管理辦法；完善了下屬子公司、職能部門薪酬和績效考核管理辦法；完成了首期115人限制性股票激勵工作，更大幅度調動了人才積極性；北洋天青為進一步擴建生產能力，擯棄低效擴展的做法，轉換生產模式，優化公司生產人力結構，大力加強公司的生產能力，為進一步擴大業務規模，提高盈利能力，提供了保障。

##### 4、控風險，穩紮穩打推動發展

持續加強風險防控，推動制度全面執行，加強制度流程系統宣貫，使全體員工理解公司制度流程，做到學以致用，提高履職能力；持續開展審計監督、專項檢查和問題整改。

#### 二、報告期內公司所處行業情況

##### (1) 氣體儲運板塊

氣體儲運設備行業上游主要為鋼鐵、鍛件等，中遊行業為氣體儲運設備製造行業，下游為氣體儲運設備應用行業，主要應用於化工、醫療、食品加工、航空航天等領域，氣體儲運設備行業的市場需求保持著較為平穩的增長趨勢，市場規模得以維持較高的水平，但世界經濟的衰退將不可避免地對氣體和能源產業帶來負面衝擊。

##### 常規鋼瓶產業：

歷年來，常規氣瓶產業市場總量相對平穩。2023年受整體經濟發展不及預期、疫情期間囤貨積壓、鋼材價格波動影響、國內基礎建設放緩等因素持續疊加，氣瓶市場整體需求不及預期。預測2024年常規氣瓶產業需求將呈現緩慢回升的局面。

##### 複合氣瓶產業：

國家氫能產業發展中長期規劃及各省市氫能「十四五」發展規劃明確了氫能產業在未來國家能源體系的重要地位，2023年國內氫能產業增速較快，國內氫燃料電池汽車已形成區域產業聚集效應。根據中國汽車工業協會數據，2023年全國燃料電池汽車產銷總量分別為5,668輛和5,805輛，分別增長55.3%和72.0%。預計2024年氫燃料電池汽車銷量將實現增長。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## II. Situation of the industry in which the Company operated during the Reporting Period (Continued)

### (1) Gas Storage and Transportation Segment (Continued)

#### Cryogenic storage and transportation industry:

The cryogenic storage and transportation products market in 2023 was impacted by economic slowdown and infrastructure construction, with industrial cryogenic cylinders market demand declining year-on-year, while the vehicle-mounted LNG cylinders market realized growth year-on-year on account of factors such as oil and gas price differentials, emission standards and market basis. Meanwhile, the cryogenic storage tanks market benefited from improved LNG supply and lower prices, with growth in tank demand. Looking forward to 2024, the industrial storage tanks and vehicle-mounted LNG cylinders market is expected to remain stable as natural gas supply stabilizes and environmental protection policies take hold.

### (2) Intelligent Manufacturing Segment

#### Intelligent manufacturing segment:

In 2023, the global installation of industrial robots grew rapidly, and China's installation of industrial robots ranked first in the world. The key technologies of core components of industrial robots accelerated and achieved a breakthrough, covering processes including transportation, welding, cutting, assembly, grinding, and spraying. The complexity of Chinese intelligent manufacturing equipment has continuously increased and developed in the direction of automation, integration and informatization. With the aging of the population of China, decreasing labour supply and rising labour costs, the demand for industry-wide automation and upgrading, and the market scale of the intelligent manufacturing industry will continue to expand, with huge potential for market development.

#### Home appliances industry:

With the improvement of national economic conditions, the mindset of Chinese residents has changed with increasing demands for rich spiritual life and for various home appliances, providing a wider room for development for the home appliance industry. In recent years, the home appliances industry has seen intensified competition, and there has been a serious differentiation between the high- and low-end markets, with products being further subdivided, which requires enterprises to optimise industrial structure, reduce costs and increase efficiency, and further releases enterprises' demand for upgrading of intelligent, digital, and flexible manufacturing.

Qingdao City focuses on building and strengthening the cluster and chain of key industries, accelerates the cultivation of world-class intelligent home appliances and advanced manufacturing cluster, to promote the quality development of the manufacturing industry. With several large home appliance manufacturing enterprises including Haier, Hisense and Aucma located around the region, an efficient industry chain has been formed, giving the industry a strong momentum for development.

## 二、報告期內公司所處行業情況 (續)

### (1) 氣體儲運板塊 (續)

#### 低溫儲運產業：

2023年低溫儲運產品市場受到經濟放緩 and 基礎建設影響，工業低溫瓶市場需求同比下降，而車載LNG瓶市場則因油氣差價、排放標準及市場基數等因素同比實現增長。同時，低溫儲罐市場受益於LNG供應改善和價格下降，儲罐需求有所增長。展望2024年，隨著天然氣供應的穩定和環保政策的推動，預計工業儲罐和車載LNG瓶市場將保持穩定。

### (2) 智能製造板塊

#### 自動化設備行業：

2023年，全球工業機器人安裝量增長迅速，中國工業機器人安裝量位居世界第一。工業機器人的核心零部件的關鍵技術加速突破，涵蓋了搬運、焊接、切割、裝配、打磨、噴塗等工藝環節。我國智能製造裝備的複雜程度不斷提升，朝著自動化、集成化、信息化方向發展。隨著我國人口老齡化趨勢加劇、勞動力供給不斷減少以及勞動力成本的不斷提高，全產業自動化升級需求加速，智能製造行業市場規模將持續擴張，市場發展潛力巨大。

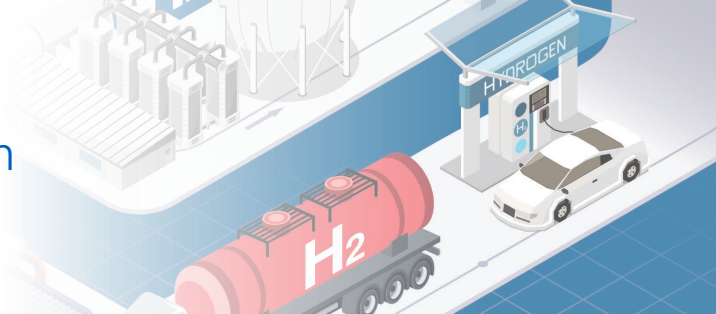
#### 家電行業：

隨著國民經濟條件的改善，國民思想發生改變，居民對豐富精神生活的要求提高，對各種各樣家用電器需求增加，給予家電行業更大的市場發展空間。近年來，家電行業存量競爭加劇，高低端市場分化嚴重，產品進一步細分，要求企業優化產業結構，降本增效，進一步釋放企業對智能化、數字化、柔性製造的升級需求。

青島市聚焦重點產業建群強鏈，加快培育世界級智能家電先進製造業集群，推動製造業質量發展。區域內有海爾、海信、澳柯瑪幾家大型家電製造企業，圍繞這些企業形成了高效的產業鏈，行業發展勢頭強勁。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



### III. Businesses engaged by the Company during the Reporting Period

#### Business scope:

Licensed items of operation: general logistics; professional contracting.

General scope of operation: development, design, sales, installation, adjustment and trial, maintenance of cryogenic containers for storage and transportation, compressors (piston compressor, membrane compressor and nuclear-grade membrane compressor) and accessories; machinery equipment and electrical equipment; technical consultancy and technical services; import and export of commodities, import and export of technology and acting as an agency for import and export. Manufacturing of general equipment (excluding special equipment); manufacturing of special equipment (excluding manufacturing of licensed professional equipment); research and development of machinery and equipment; sales of machinery and equipment; manufacturing of intelligent basic manufacturing equipment; research and development of intelligent robotics; manufacturing of industrial robotics; sales of intelligent robotics; sales of industrial robotics; installation and maintenance of industrial robotics; manufacturing of servo control unit; sales of artificial intelligent hardware; manufacturing of industrial automatic control system devices; sales of industrial automatic control system devices; sales of intelligent storage equipment; manufacturing of ocean engineering equipment; sales of ocean engineering equipment; manufacturing of oil drilling and production equipment; sales of oil drilling and production equipment; installation services of general machinery and equipment; information system integration services; software development; sales of software; information technology consultation services; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; industrial internet information services; import and export of commodities; import and export of technology; manufacturing of metallic products; sales of metallic products. (Other than the items subject to approval according to laws, operating activities shall be operated by itself based on the business license and in accordance with laws) Permitted items: electrical installation services. (For items subject to approval in accordance with laws, operating activities can only be conducted upon approval by relevant authorities, and the specific business items are subject to the approval documents or licenses issued by relevant authorities).

#### Main products:

#### 1. Gas storage and transportation segment:

Main products include: liquidified natural gas (LNG) cylinders for vehicles, compressed natural gas (CNG) cylinders for vehicles, seamless steel gas cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders, ISO tank containers, cryogenic tanks, aluminum carbon fiber full-winding compound gas cylinders for fuel cells, plastic carbon fiber full-winding compound gas cylinders as well as filling station equipment.

#### 2. Intelligent manufacturing segment:

Main products include ground conveyance and assembly system products, suspension chain air conveyance system products, integrated robotic applications and stamping lines products, nonstandard automation machine products, etc.

### 三、報告期內公司從事的業務情況

#### 經營範圍：

許可經營項目：普通貨運；專業承包。

一般經營項目：開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機(活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機)及配件；機械設備、電氣設備；技術諮詢、技術服務；貨物進出口、技術進出口、代理進出口。通用設備製造(不含特種設備製造)；專用設備製造(不含許可類專業設備製造)；機械設備研發；機械設備銷售；智能基礎製造裝備製造；智能機器人的研發；工業機器人製造；智能機器人銷售；工業機器人銷售；工業機器人安裝、維修；伺服控制機構製造；人工智能硬件銷售；工業自動控制系統裝置製造；工業自動控制系統裝置銷售；智能倉儲裝備銷售；海洋工程裝備製造；海洋工程裝備銷售；石油鑽探專用設備製造；石油鑽探專用設備銷售；普通機械設備安裝服務；信息系統集成服務；軟件開發；軟件銷售；信息技術諮詢服務；技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；工業互聯網數據服務；貨物進出口；技術進出口；金屬材料製造；金屬材料銷售。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動)許可項目：電氣安裝服務。(依法須經批准的項目，經相關部門批准後方可開展經營活動，具體經營項目以相關部門批准文件或許可證件為準)。

#### 主要產品：

#### 1. 氣體儲運板塊：

主要產品包括：車用液化天然氣(LNG)氣瓶、車用壓縮天然氣(CNG)氣瓶、鋼質無縫氣瓶、焊接絕熱氣瓶、碳纖維全纏繞複合氣瓶、ISO罐式集裝箱、低溫儲罐、燃料電池用鋁內膽碳纖維全纏繞複合氣瓶、塑料內膽碳纖維全纏繞複合氣瓶、加氣站設備等。

#### 2. 智能製造板塊：

主要產品包括地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和衝壓連線產品、非標自動化專機產品等。





## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### IV. Analysis of core competencies during the Reporting Period

√ Applicable □ Not applicable

##### (I) Gas storage and transportation segment

After years of development, the Company has the following competitive advantages in terms of scale and brand, technology, sales network, and human resources:

##### 1. Scale and brand advantages

The Company is a group company consisting of eight production bases for the manufacture of professional gas storage and transportation equipment and a company located in the United States. With over 20 years of operation and development, the Company has established a corporate image of fine technology foundation and product stability and reliability in the industry; and the Tianhai brand has become one of the well-known brands in the industry.

##### 2. Technology advantages

After continuous technology research and development, the Company has A1, A2, C2 and C3 level pressure vessel design qualifications and A1, A2, B1, B2, B3, C2, C3, D1 and D2 level pressure vessel manufacturing qualifications currently. It can produce over 800 types and specifications of seamless steel gas cylinders, winding gas cylinders, accumulator shells, asbestos-free acetylene cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders (including those for vehicles), plastic carbon fiber full winding compound gas cylinders, cryogenic tanks and filling stations, etc.; the Company's products are widely applied in automotive, chemical, fire-fighting, medical, petroleum, energy, urban construction, food, metallurgy, machinery, electronics and other industries.

Meanwhile, with an accurate grasp of the clean energy market, the Company, through integrating different aspects of technologies in respect of LNG cylinders for vehicles, CNG cylinders, cryogenic tanks and natural gas vehicle filling stations, is able to provide customers with LNG/CNG system solutions. The Company is also capable of designing and manufacturing cryogenic tanks and IMO tank container products of different volume and pressure level in accordance with China pressure vessel standards, EU ADM and 97/23/ECPED and Australia/New Zealand AS1210 standards.

#### 四、報告期內核心競爭力分析

√ 適用 □ 不適用

##### (一) 氣體儲運板塊

公司經過多年的發展，在規模與品牌、技術、銷售體系、人力資源等方面擁有以下競爭優勢：

##### 1、規模與品牌優勢

公司是一個擁有八個專業氣體儲運裝備生產基地及一個美國公司的集團公司。經過二十多年的經營發展，公司在行業內樹立了技術基礎優良、產品穩定可靠的企業形象，天海品牌已成為行業內知名品牌之一。

##### 2、技術優勢

經過持續不斷的技术研發創新，目前公司已具有A1、A2、C2、C3級壓力容器設計資格和A1、A2、B1、B2、B3、C2、C3、D1、D2級壓力容器製造資格。現可生產800餘個品種規格的鋼質無縫氣瓶、纏繞氣瓶、蓄能器殼體、無石棉填料乙炔瓶、焊接絕熱氣瓶、破纖維全纏繞複合氣瓶(含車用)、塑料內膽破纖維全纏繞複合氣瓶、低溫罐箱及加氣站等系列產品；公司的產品廣泛應用於汽車、化工、消防、醫療、石油、能源、城建、食品、冶金、機械、電子等行業。

同時，憑藉對清潔能源市場的準確把握，公司通過對車用LNG氣瓶、CNG氣瓶、低溫貯罐、天然氣汽車加氣站等多方位的技術整合，可為客戶提供LNG/CNG系統解決方案。公司還可按中國壓力容器標準、歐盟ADM和97/23/ECPED、澳大利亞/新西蘭AS1210等標準設計製造不同容積和壓力等級的低溫貯罐、IMO罐式集裝箱產品。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## IV. Analysis of core competencies during the Reporting Period (Continued)

### 3. Sales network advantages

The Company has established a complete sales network equipped with over 30 distribution offices scattering across the country, achieving a full geographical coverage nationwide, and is capable of offering components to largest-scale automobile manufacturers of the national automobile industry in the supply chain of components for domestic mainstream automobile manufacturers. The Company has also set up eight overseas sales offices which are mainly located in the United States, Singapore, Korea, India, Australia and other countries. Relevant products have been accepted by seven out of the world's top eight influential gas companies. To build a bridge between the basic unit and the market, and to increase the vitality of the strategy execution unit and results of operation, the Company carried out transformation and upgrade of the internal management and control so that each of its subsidiaries could establish a business model of unifying research, production, supply and sales, so as to fully unleash the potential of the organization, make flexible and quick responses to the changes in the market and effectively enhance the results of operation.

Leveraging advanced technology, outstanding management, reliable products and optimised aftersales services system, the Company is keeping its pace of becoming a global leading manufacturing and service enterprise of energy gas storage devices.

### 4. Human resources advantages

In order to provide a career development platform for its management and employees to grow personally and with the Company and share the fruits of development and to create a good corporate culture, the Company has established an internal organizational system and operational mechanism, performance appraisal mechanism and salary and welfare system which meet the requirements for market competition. It aims to retain talents with strong prospects, competitive remuneration and loyalty. It has established a team of talents with ability and integrity, core competencies and professional quality in respect of research and development, sales, management, operation and production.

#### (II) Intelligent manufacturing segment

After years of development, BYTQ, a subsidiary of the Company, has the following competitive advantages in terms of technology, sales and talents:

1. Technology advantages: The company focuses on the industrial automation field and deeply engages in the home appliances industry. With the enterprise informatization business module as the driving core and customized intelligent manufacturing equipment as the base, the company has the ability to provide industrial automation, digitalization, networking and intelligent products and services to customers by connecting the equipment layer with the control, operation and decision making layers.
2. Sales advantages: The company has established a stronger sales team which focuses on core customers and understands customers' needs in depth, has fully released the vitality of the team to quickly adjust the marketing model in response to market changes. With advanced technology, reliable quality and excellent sales management team, the company has targeted at the home appliances business sub-market and steadily expanded its market share.

## 四、報告期內核心競爭力分析(續)

### 3、銷售體系優勢

公司建立了完備的銷售網絡。在國內擁有三十多個經銷網點，實現全國各個地區全覆蓋，在國內主流車廠的零部件供應鏈中，為國內汽車行業規模最大的汽車廠商等提供零部件；在境外建立了八個銷售網點，主要分佈在美國、新加坡、韓國、印度、澳大利亞等國家，相關產品已被全球最具影響力的八大氣體公司中的七家接受；為了打通基層與市場的鏈接，提高戰略執行單元的活力和經營業績，公司對內部的管控模式進行了轉型升級，使各下屬公司建立起研產供銷為一體的事業部模式，充分釋放組織活力，能夠針對市場變化靈活快速的做出反應，切實提升經營業績。

公司憑藉先進的技術、優良的管理水平、可靠的產品質量和完善的售後服務體系，穩步向成為全球領先的能源氣體儲運裝備製造及服務企業邁進。

### 4、人力資源優勢

公司建立了符合市場競爭要求的內部組織體系和運行機制、績效考核機制和薪酬福利體系，為幹部員工提供個人與企業共同成長、共享發展成果的事業發展平台，創造良好的企業文化氛圍，實現事業留人、待遇留人、感情留人。在研發、銷售、管理、運營及生產一線等崗位，打造德才兼備、具有核心能力和職業素養的核心人才隊伍。

#### (二) 智能製造板塊

公司子公司北洋天青經過多年的發展，在技術、銷售和人才等方面擁有以下競爭優勢：

1. 技術優勢：公司聚焦工業自動化領域，深耕家電行業，以企業信息化業務板塊為驅動核心，以定制化智能製造裝備為基礎，打通設備層、控制層、運營層、決策層，具備為客戶提供工業自動化、數字化、網絡化、智能化的產品和服務的能力。
2. 銷售優勢：公司建立了較強的銷售團隊，圍繞核心客戶，深度瞭解客戶需求，充分釋放團隊活力，能夠針對市場變化快速調整營銷模式。公司憑藉先進的技術、可靠的質量和優良的銷售管理團隊，錨定家電業務細分市場，穩步擴大市場份額。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### IV. Analysis of core competencies during the Reporting Period (Continued)

##### 4. Human resources advantages (Continued)

##### (ii) Intelligent manufacturing segment (Continued)

- Human resources advantages: The company has set up an efficient and professional staff team, established a performance appraisal and salary and welfare system to fully mobilize the employees' innovation initiatives, and provided a platform for employees to grow together with the enterprise. The company cultivates excellent talents with high professional quality in core positions such as technology, production, sales, management and operation.

#### V. Principal Operation during the Reporting Period

During the Reporting Period, the Company realized operating income of approximately RMB1,405 billion, representing an increase of approximately 2.42% as compared with the corresponding period of the previous year. Net profits attributable to shareholders of the listed company recorded a loss of approximately RMB51.68 million.

##### (i) Analysis of principal business

##### 1. Table of movement analysis on the related items in income statement and cash flow statement

Item 科目		Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Operating income	營業收入	1,405,495,692.08	1,372,261,232.14	2.42
Operating cost	營業成本	1,190,271,087.25	1,186,461,657.86	0.32
Selling expense	銷售費用	46,218,130.86	31,940,023.66	44.70
Administrative expense	管理費用	120,477,225.32	101,820,649.76	18.32
Finance cost	財務費用	13,558,224.97	9,165,646.57	47.92
R&D expenses	研發費用	66,447,976.37	47,649,016.32	39.45
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	66,359,922.32	5,223,758.74	1,170.35
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-157,070,258.23	-63,409,608.31	N/A不適用
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	256,190,368.87	242,886,708.61	5.48
Other income	其他收益	10,491,764.13	15,304,144.59	-31.44
Investment income	投資收益	11,998,754.61	25,352,960.96	-52.67
Credit impairment loss	信用減值損失	-5,077,178.43	3,594,695.68	-241.24
Asset impairment loss	資產減值損失	-32,396,390.18	-19,531,341.09	65.87
Incomes of assets disposal	資產處置收益	123,479.33	324,288.25	-61.92
Non-operating revenue	營業外收入	1,735,053.15	12,361,496.63	-85.96
Non-operating expenses	營業外支出	858,877.75	3,340,210.19	-74.29
Income tax expenses	所得稅費用	22,879,768.10	8,001,910.21	185.93
Net of other comprehensive income after tax	其他綜合收益的稅後淨額	1,066,767.58	3,486,077.88	-69.40

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

#### 四、報告期內核心競爭力分析(續)

##### 4、人力資源優勢(續)

##### (二) 智能製造板塊(續)

- 人力資源優勢：公司組建了高效專業的人員團隊，建立了績效考核和薪酬福利制度，充分調動員工的自主創新積極性，為員工提供與企業共同成長的平台。在技術、生產、銷售、管理、運營等核心崗位培養專業素質過硬的優秀人才。

#### 五、報告期內主要經營情況

報告期內，公司實現營業收入約14.05億元，同比增長約2.42%；歸屬上市公司股東的淨利潤約為虧損5,168萬元。

##### (一) 主營業務分析

##### 1. 利潤表及現金流量表相關科目變動分析表

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

1. **Table of movement analysis on the related items in income statement and cash flow statement (Continued)**  
Details of the material changes in type of business, profit components or income sources of the Company in the current period

Applicable  Not applicable

2. **Analysis of income and cost**  
 Applicable  Not applicable

The Company continued to optimize its product structure. During the Reporting Period, operating income increased by approximately RMB33.2345 million and operating costs increased by approximately RMB3.8094 million as compared to the corresponding period of the previous year.

**(1) Principal business by industry, by product, by region and by sales model**

#### 五、報告期內主要經營情況(續)

##### (一) 主營業務分析(續)

1. **利潤表及現金流量表相關科目變動分析表(續)**  
本期公司業務類型、利潤構成或利潤來源發生重大變動的詳細說明

適用  不適用

2. **收入和成本分析**  
 適用  不適用

公司不斷優化產品結構，本報告期營業收入比上年同期增加約人民幣3,323.45萬元，營業成本比上年同期增加約人民幣380.94萬元。

**(1) 主營業務分行業、分產品、分地區、分銷售模式情況**

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

		Principal business by product 主營業務分產品情況			Increase/ decrease in operating income over last year (%) 營業收入 比上年增減(%)	Increase/ decrease in operating cost over last year (%) 營業成本 比上年增減(%)	Increase/decrease in gross profit margin over last year (%) 毛利率 比上年增減(%)
By product	分產品	Operating income 營業收入	Operating cost 營業成本	Gross profit margin (%) 毛利率(%)			
In which: Gas storage and transportation products	其中：氣體儲運產品	1,094,185,563.55	1,011,247,690.64	7.58	-5.93	-5.29	Decreased by 0.62 percentage points 減少0.62個百分點
Automatic manufacturing equipment system integration	自動化製造設備系統集成	224,793,890.46	146,746,872.83	34.72	73.56	100.22	Decreased by 8.69 percentage points 減少8.69個百分點
Others	其他	63,735,395.76	16,400,439.96	74.27	99.98	100.00	Increased by 0.00 percentage points 增加0.00個百分點
Total	合計	1,382,714,849.77	1,174,395,003.43	15.07	4.39	2.19	Increased by 1.84 percentage points 增加1.84個百分點

# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析

### V. Principal Operation during the Reporting Period (Continued)

#### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (1) Principal business by industry, by product, by region and by sales model (Continued)

		Principal business by region 主營業務分地區情況					
By region	分地區	Operating income 營業收入	Operating cost 營業成本	Gross profit margin (%) 毛利率(%)	Increase/decrease in operating income over last year (%) 營業收入 比上年增減(%)	Increase/decrease in operating cost over last year (%) 營業成本 比上年增減(%)	Increase/decrease in gross profit margin over last year (%) 毛利率 比上年增減(%)
Domestic	國內	871,297,795.41	715,993,438.06	17.82	15.95	13.13	Increased by 2.05 percentage points 增加2.05個百分點
Overseas	國外	511,417,054.36	458,401,565.37	10.37	-10.76	-11.23	Increased by 0.47 percentage points 增加0.47個百分點
Total	合計	1,382,714,849.77	1,174,395,003.43	15.07	4.39	2.19	Increased by 1.84 percentage points 增加1.84個百分點

Description of principal business by industry, by product, by region and by sales model

Domestic market: By proactively integrating marketing resources, accelerating product restructuring, the Company further focused on advantaged products, and made positive progress in the cultivation of new markets, the development of new customers, and the promotion of new products, also due to the accounting period included in the scope of consolidation different from previous period for BYTQ and Jincheng Haitong, revenue from the domestic market increased by 15.95% as compared with the previous year during the Reporting Period.

International market: As the international situation continues to be complicated and severe, the Company's export business has been affected and the contribution from the export business has declined year-on-year, with revenue from the international market decreasing by 10.76% as compared to previous year during the Reporting Period.

主營業務分行業、分產品、分地區、分銷售模式情況的說明

國內市場：積極整合營銷資源，加快產品結構調整，進一步聚焦優勢產品，在新市場培育、新客戶開發、新產品推廣等方面取得積極進展，另外由於公司下屬子公司北洋天青、京城海通本期與上期納入合併範圍的會計期間不同，本報告期內國內市場收入同比增15.95%。

國際市場：當前國際形勢持續複雜嚴峻，公司出口業務受到影響，出口業務貢獻度同比下滑，本報告期內國際市場收入同比減少10.76%。

### 五、報告期內主要經營情況(續)

#### (一) 主營業務分析(續)

##### 2. 收入和成本分析(續)

##### (1) 主營業務分行業、分產品、分地區、分銷售模式情況(續)



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (2) Analysis of production and sales volume

Applicable  Not applicable

Principal product	Unit	Production volume	Sales volume	Inventory volume	Increase/decrease in production volume over last year (%) 生產量比上年增減(%)	Increase/decrease in sales volume over last year (%) 銷售量比上年增減(%)	Increase/decrease in inventory volume over last year (%) 庫存比上年增減(%)
Conventional cylinder industry 常規鋼瓶產業	Unit 隻	918,317	1,160,772	184,533	1.6%	-5.4%	23.4%
Compound gas cylinders and system integration industry 複合氣瓶及系統集成產業	Unit 隻	96,630	98,179	3,858	18.4%	13.8%	-30.4%
Cryogenic storage and transportation industry 低溫儲運產業	Unit 隻	8,837	7,758	1,532	1.7%	-3.5%	52.7%

##### Description of production and sales volume

Under the impact of Russian-Ukrainian conflict, trade friction, reform adjustments, market fluctuations and other factors, sales volume in 2023 declined and inventory of finished products rose. Among which, the decline in the conventional cylinder industry was mainly due to the drop in revenue from accumulators and Type II Cylinders; the compound gas cylinders and system integration industry saw a significant year-on-year increase in production and sales volume as driven by the market promotion of Type III and Type IV Cylinders; and the cryogenic storage and transportation industry was mainly due to the decline in the sales volume of HPDI-T6 product and LNG storage tanks.

##### (3) Performance of major purchase contracts and major sales contracts

Applicable  Not applicable

#### 五、報告期內主要經營情況(續)

##### (一) 主營業務分析(續)

##### 2. 收入和成本分析(續)

##### (2) 產銷量情況分析表

適用  不適用

##### 產銷量情況說明

2023年受俄烏衝突、貿易摩擦、改革調整、市場波動等因素影響銷量有所下降，產成品庫存有所上漲。其中傳統鋼瓶產業下滑主要是蓄能器、二型瓶收入下降；複合氣瓶及系統集成產業隨著三、四型瓶市場推廣加速，產銷量同比明顯增長；低溫儲運產業主要是HPDI-T6產品及LNG儲罐銷量下滑較大。

##### (3) 重大採購合同、重大銷售合同的履行情況

適用  不適用

# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析

### V. Principal Operation during the Reporting Period (Continued)

### 五、報告期內主要經營情況(續)

#### (i) Analysis of principal business (Continued)

#### (一) 主營業務分析(續)

##### 2. Analysis of income and cost (Continued)

##### 2. 收入和成本分析(續)

##### (4) Cost analysis

##### (4) 成本分析表

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

By product	分產品	Component of cost	成本構成項目	By product 分產品情況		Proportion over total cost for the current period		Proportion over total cost for the corresponding period of last year		Change in amount over last year (%)	Description 情況說明
				本期金額	本期佔總成本比例(%)	上年同期金額	上年同期佔總成本比例(%)				
Gas storage and transportation products	氣體儲運產品	Materials	材料	657,399,713.86	65.01	679,469,426.71	63.63	-3.25			
		Labour cost	人工費	94,718,999.89	9.37	90,598,033.89	8.49	4.55			
		Manufacturing cost	製造費	259,128,976.89	25.62	297,715,551.25	27.88	-12.96			
		Total	合計	1,011,247,690.64	100.00	1,067,783,011.85	100.00	-5.29			
Automatic manufacturing equipment system integration	自動化製造設備系統集成	Materials	材料	122,836,347.12	83.71	61,451,642.01	83.85	99.89			
		Labour cost	人工費	9,612,833.42	6.55	5,939,800.78	8.10	61.84			
		Manufacturing cost	製造費	14,297,692.29	9.74	5,901,223.41	8.05	142.28			
		Total	合計	146,746,872.83	100	73,292,666.20	100	100.22			
Others	其他	Lease cost	租賃成本	16,400,439.96	100	8,200,219.98	100	100.00			
		Total	合計	16,400,439.96	100	8,200,219.98	100	100.00			

##### Other information on cost analysis

##### 成本分析其他情況說明

During the Reporting Period, the Company further reduced the procurement cost of raw materials and auxiliary materials by developing new suppliers, implementing centralized procurement and collaborative negotiation, so as to effectively control the rapid increase in procurement cost.

報告期內，公司通過開發新供方、集中採購、合作談判等方式進一步降低原材料及輔材採購成本，有效控制了採購成本過快上漲。

##### (5) Change in scope of consolidation due to change in shareholding of major subsidiaries during the Reporting Period

Applicable  Not applicable

##### (5) 報告期主要子公司股權變動導致合併範圍變化

適用  不適用

##### (6) Significant changes or adjustment in businesses, products or services of the Company during the Reporting Period

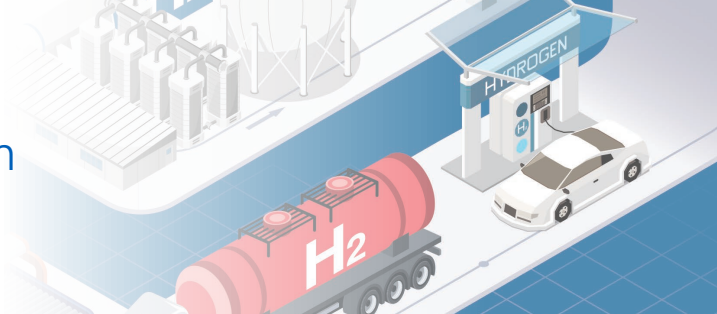
Applicable  Not applicable

##### (6) 公司報告期內業務、產品或服務發生重大變化或調整有關情況

適用  不適用

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

###### 2. Analysis of income and cost (Continued)

###### (7) Information on major customers and major suppliers

###### A. Sales to major customers of the Company

Applicable  Not applicable

Sales to five largest customers amounted to RMB392,003,700, representing 27.89% of total annual sales, of which sales to related parties were RMB0 million, representing 0% of total annual sales.

During the Reporting Period, the proportion of sales to a single customer exceeds 50% of the total amount, there are new customers among the top 5 customers or there is heavy reliance on few customers

Applicable  Not applicable

###### B. Major suppliers of the Company

Applicable  Not applicable

Procurement from the five largest suppliers amounted to RMB349,080,700, representing 37.97% of total annual procurement cost, of which procurement from related parties were RMB122,132,900, representing 13.29% of total annual procurement cost. Procurement from the largest supplier amounted to approximately RMB132,457,557.85, representing approximately 14.41% of total annual procurement cost.

None of the directors, their close associates, or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) had interests in any of the above five largest suppliers.

During the Reporting Period, the proportion of procurement from a single supplier exceeds 50% of the total amount, there are new suppliers among the top 5 suppliers or there is heavy reliance on few suppliers

Applicable  Not applicable

Other information  
Nil

#### 五、報告期內主要經營情況(續)

##### (一) 主營業務分析(續)

###### 2. 收入和成本分析(續)

###### (7) 主要銷售客戶及主要供應商情況

###### A. 公司主要銷售客戶情況

適用  不適用

前五名客戶銷售額人民幣39,200.37萬元，佔年度銷售總額27.89%；其中前五名客戶銷售額中關聯方銷售額人民幣0萬元，佔年度銷售總額0%。

報告期內向單個客戶的銷售比例超過總額的50%、前5名客戶中存在新增客戶的或嚴重依賴於少數客戶的情形

適用  不適用

###### B. 公司主要供應商情況

適用  不適用

前五名供應商採購額人民幣34,908.07萬元，佔年度採購總額37.97%；其中前五名供應商採購額中關聯方採購額人民幣12,213.29萬元，佔年度採購總額13.29%。最大供應商採購額約人民幣132,457,557.85元，佔年度採購總額約14.41%。

董事、其緊密聯繫人或任何股東(據董事所知持有本公司已發行股本超過5%者)並無於上述前五名供應商中擁有任何權益。

報告期內向單個供應商的採購比例超過總額的50%、前5名供應商中存在新增供應商的或嚴重依賴於少數供應商的情形

適用  不適用

其他說明  
無

# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析

### V. Principal Operation during the Reporting Period (Continued) 五、報告期內主要經營情況(續)

#### (i) Analysis of principal business (Continued)

##### 3. Expenses

Applicable  Not applicable

#### (一) 主營業務分析(續)

##### 3. 費用

適用  不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item	科目	Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Selling expense	銷售費用	46,218,130.86	31,940,023.66	44.70
Administrative expense	管理費用	120,477,225.32	101,820,649.76	18.32
Research and development expenses	研發費用	66,447,976.37	47,649,016.32	39.45
Finance cost	財務費用	13,558,224.97	9,165,646.57	47.92

##### 4. Research and development expenditure

#### (1) Breakdown of research and development expenditure

Applicable  Not applicable

##### 4. 研發投入

#### (1) 研發投入情況表

適用  不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Research and development expenditure recorded in expenses during the period	本期費用化研發投入	66,447,976.37
Research and development expenditure capitalized during the period	本期資本化研發投入	
Total research and development expenditure	研發投入合計	66,447,976.37
Percentage of total research and development expenditure over operating income (%)	研發投入總額佔營業收入比例(%)	4.73
Percentage of research and development expenditure capitalised (%)	研發投入資本化的比重(%)	

#### (2) Research and development staff

Applicable  Not applicable

#### (2) 研發人員情況表

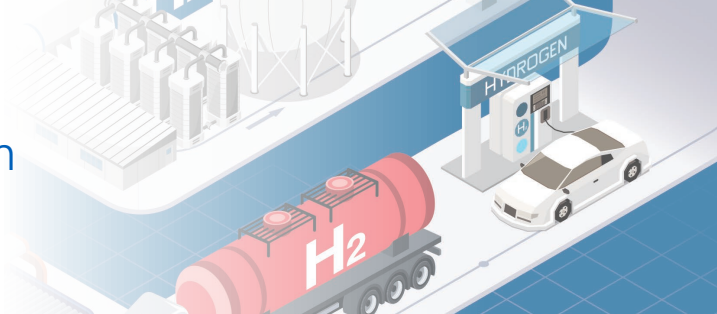
適用  不適用

Number of research and development staff of the Company	公司研發人員的數量	185
Number of research and development staff over total number of staff of the Company (%)	研發人員數量佔公司總人數的比例(%)	13.82%
<b>Educational structure of research and development staff</b>	<b>研發人員學歷結構</b>	<b>Number of staff under the educational structure</b>
<b>Category of educational structure</b>	<b>學歷結構類別</b>	<b>學歷結構人數</b>
PhD student	博士研究生	0
Postgraduate	碩士研究生	22
Undergraduate	本科	110
Specialties	專科	39
Senior high school graduates and below	高中及以下	14
<b>Age structure of research and development staff</b>	<b>研發人員年齡結構</b>	<b>Number of staff under the age structure</b>
<b>Age structure category</b>	<b>年齡結構類別</b>	<b>年齡結構人數</b>
Under 30 (exclusive)	30歲以下(不含30歲)	72
30 (inclusive) to 40 (exclusive)	30-40歲(含30歲，不含40歲)	66
40 (inclusive) to 50 (exclusive)	40-50歲(含40歲，不含50歲)	44
50 (inclusive) to 60 (exclusive)	50-60歲(含50歲，不含60歲)	2
60 and above	60歲及以上	1



# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析



### V. Principal Operation during the Reporting Period (Continued)

#### (i) Analysis of principal business (Continued)

##### 4. Research and development expenditure (Continued)

###### (3) Description

Applicable  Not applicable

###### (4) Reasons for the significant changes in the composition of the research and development staff and the impact on the future development of the Company

Applicable  Not applicable

##### 5. Cash flows

Applicable  Not applicable

### 五、報告期內主要經營情況(續)

#### (一) 主營業務分析(續)

##### 4. 研發投入(續)

###### (3) 情況說明

適用  不適用

###### (4) 研發人員構成發生重大變化的原因及對公司未來發展的影響

適用  不適用

##### 5. 現金流

適用  不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item	科目	Current period 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Cash inflows from operating activities	經營活動現金流入	1,240,538,087.35	1,259,985,741.75	-1.54
Cash outflows from operating activities	經營活動現金流出	1,174,178,165.03	1,254,761,983.01	-6.42
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	66,359,922.32	5,223,758.74	1,170.35
Cash inflows from investing activities	投資活動現金流入	3,175,195.39	62,869,752.60	-94.95
Cash outflows from investing activities	投資活動現金流出	160,245,453.62	126,279,360.91	26.90
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-157,070,258.23	-63,409,608.31	N/A不適用
Cash inflows from financing activities	籌資活動現金流入	419,582,000.00	425,165,977.40	-1.31
Cash outflows from financing activities	籌資活動現金流出	163,391,631.13	182,279,268.79	-10.36
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	256,190,368.87	242,886,708.61	5.48

Description: 1. Net cash flow from operating activities increased by approximately RMB61,136,200 year-on-year, which was mainly due to: (1) the inclusion of BYTQ and Jingcheng Haitong, subsidiaries of the Company, in the scope of June and July of last year, respectively; (2) the cash paid for goods and services in the current period compared with the previous period decreased;

2. Net cash flow from the investment activities decreased by approximately RMB93,660,600 year-on-year, which was mainly attributable to the increase in the cash paid for the purchase of fixed assets, intangible assets and other long term assets during the period;

3. Net cash flow from financing activities decreased by approximately RMB13,303,700 year-on-year, which was mainly due to the increase of cash from borrowings during the period and the receipt of employee equity incentive payments.

說明：1、經營活動產生的現金淨額同比增加約人民幣6,113.62萬元，主要是因為：(1) 本公司下屬子公司北洋天青、京城海通分別於上年6月、7月納入合併範圍，本期與上期合併涉及的會計期間不同；(2) 本期購買商品、接受勞務支付的現金較上期減少所致；

2、投資活動產生的現金流量淨額同比減少約人民幣9,366.06萬元，主要是本期購建固定資產、無形資產和其他長期資產支付的現金增加所致；

3、籌資活動產生的現金流量淨額同比增加約人民幣1,330.37萬元，主要是本期取得借款收到的現金增加以及收到員工股權激勵款所致。

#### (ii) Description of material change in profit due to non-principal business

Applicable  Not applicable

#### (二) 非主營業務導致利潤重大變化的說明

適用  不適用

# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析

### V. Principal Operation during the Reporting Period (Continued)

#### (iii) Analysis of assets and liabilities

√ Applicable □ Not applicable

##### 1. Assets and liabilities

Name of item	Balance at the end of the current period	Balance at the end of the current period over total assets (%)	Balance at the end of the previous period	Balance at the end of the previous period over total assets (%)	Change in amount over the previous period (%)	Description
項目名稱	本期末末數	本期末末數佔總資產的比例(%)	上期末末數	上期末末數佔總資產的比例(%)	本期末末金額較上期末末變動比例(%)	情況說明
Monetary funds 貨幣資金	502,766,015.92	17.88	336,627,993.24	13.49	49.35	Mainly as a result of the increase in the Company's receipt of capital increase from share incentives, the increase in special funds for infrastructure projects and the increase in operating funds of certain subsidiaries during the period 主要是公司本期收取股權激勵增資款、基建項目專項資金增加及部分子公司經營資金增加所致
Other receivables 其他應收款	2,887,349.53	0.10	4,809,858.44	0.19	-39.97	Mainly as a result of the decrease in the current payment of the period 主要是本期往來款減少所致
Other current assets 其他非流動資產	88,393,971.47	3.14	26,835,176.42	1.08	229.40	Mainly as a result of prepayment for equipment by subsidiaries during the period 主要是本期下屬子公司預付設備款所致
Short-term borrowings 短期借款	140,000,000.00	4.98	100,000,000.00	4.01	40.00	Mainly as a result of increase of bank borrowings of the subsidiaries during the period 主要是本期下屬子公司銀行借款增加所致
Taxes payable 應付賬款	350,116,028.25	12.45	242,600,960.24	9.72	44.32	Mainly as a result of the increase in the amount of goods payable to suppliers by subsidiaries in the period 主要是本期子公司應付供應商貨款增加所致
Other current liabilities 其他流動負債	9,200,236.26	0.33	6,677,447.44	0.27	37.78	Mainly as a result of the reclassification of value-added tax in contract liabilities during the period 主要是本期合同負債中的增值稅重分類所致
Long-term loans 長期借款	70,000,000.00	2.49	-	0.00	100.00	Mainly as a result of the increase in long-term borrowings of subsidiaries during the period due to the increase in infrastructure projects 主要是本期下屬子公司因基建項目增加長期借款所致
Long-term payables 長期應付款	253,207,700.00	9.00	113,207,700.00	4.54	123.67	Mainly as a result of the acquisition of project payables by subsidiaries during the period 主要是本期子公司取得專項應付款所致
Estimated liabilities 預計負債	4,989,719.00	0.18	8,020,131.96	0.32	-37.79	Mainly as a result of the decrease in quality guarantee deposits of subsidiaries during the period 主要是本期子公司質量保證金減少所致
Deferred incomes 遞延收益	7,998,474.74	0.28	358,604.17	0.01	2,130.45	Mainly as a result of the receipt of special research and development funds by subsidiaries during the period 主要是本期下屬子公司收到專項研發經費所致
Other comprehensive income 其他綜合收益	3,094,393.89	0.11	2,128,736.81	0.09	45.36	Mainly as a result of the effect of exchange differences on foreign currency statements 主要是外幣報表折算差額影響所致
Special reserves 專項儲備	381,371.62	0.01	124,960.21	0.01	205.19	Mainly as a result of the accrual of production safety expenses by the subsidiaries 主要是下屬子公司計提安全生產費所致
Other information Nil						其他說明 無

#### (三) 資產、負債情況分析

√ 適用 □ 不適用

##### 1. 資產及負債狀況

Unit : Yuan Currency: RMB  
單位：元 幣種：人民幣

# Section 3 Management Discussion and Analysis

## 第三節 管理層討論與分析



### V. Principal Operation during the Reporting Period (Continued)

#### (iii) Analysis of assets and liabilities (Continued)

##### 2. Overseas assets

Applicable  Not applicable

##### (1) Size of assets

Including: overseas assets of RMB68,322,254.13, accounting for 2.43% of the total assets.

##### (2) Details of the higher proportion of overseas assets

Applicable  Not applicable

##### 3. Properties held for investment purposes

Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. is located in No. 9 Tianying North Road, Chaoyang District, Beijing, and is mainly used as an integrated industrial park with transformation, construction and operation of technological innovations, cultural creativity and business office with long-term leasing. Such property is not a freehold.

##### 4. Major restricted assets at the end of the Reporting Period

Applicable  Not applicable

### 五、報告期內主要經營情況(續)

#### (三) 資產、負債情況分析(續)

##### 2. 境外資產情況

適用  不適用

##### (1) 資產規模

其中：境外資產人民幣68,322,254.13，佔總資產的比例為2.43%。

##### (2) 境外資產佔比較高的相關說明

適用  不適用

##### 3、持作投資用途的物業

北京京城海通文化科技文化發展有限公司，位於北京市朝陽區天盈北路9號，現主要用於改造、建設、運營科技創新、文化創意及商務辦公類聚集性產業園區，租賃期限為長期出租。該物業不屬於永久物業。

##### 4. 截至報告期末主要資產受限情況

適用  不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item	項目	End of the year 年末			
		Carrying amount 賬面餘額	Book value 賬面價值	Type of restriction 受限類型	Condition of restriction 受限情況
Fixed assets	固定資產	139,823,125.79	78,551,161.30	Pledged property building 房屋建築物抵押	Mortgage 抵押借款
Financing receivables	應收款項融資	4,928,000.00	4,928,000.00	Pledged notes receivables 應收票據質押	Pledge 質押
Monetary funds	貨幣資金	65,688,058.02	65,688,058.02	Margin 保證金	Deposits of bank acceptance bill 銀行承兌 匯票保證金
		7,228,638.76	7,228,638.76	Margin 保證金	Letter of credit 信用證保證金
		500.69	500.69	Margin 保證金	Bond for letter of guarantee 保函保證金
<b>Total</b>	<b>合計</b>	<b>217,668,323.26</b>	<b>156,396,358.77</b>	-	-
Item	項目	Beginning of the year 年初			
		Carrying amount 賬面餘額	Book value 賬面價值	Type of restriction 受限類型	Condition of restriction 受限情況
Fixed assets	固定資產	70,227,497.45	29,208,222.73	Pledged property building 房屋建築物抵押	Mortgage 抵押借款

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued)

##### (iii) Analysis of assets and liabilities (Continued)

			Beginning of the year			
			年初			
Monetary funds	貨幣資金	46,822,813.02	46,822,813.02	Restriction on monetary funds	貨幣資金受限	Deposits of bank acceptance bill
				貨幣資金受限		銀行承兌匯票保證金
		22,374,406.22	22,374,406.22	Restriction on monetary funds	貨幣資金受限	Letter of credit guarantee deposit
				貨幣資金受限		信用證保證金
		3,625,647.23	3,625,647.23	Restriction on monetary funds	貨幣資金受限	Litigation freeze
				貨幣資金受限		訴訟凍結
		2,926.79	2,926.79	Restriction on monetary funds	貨幣資金受限	Bond for letter of guarantee
				貨幣資金受限		保函保證金
<b>Total</b>	<b>合計</b>	<b>143,053,290.71</b>	<b>102,034,015.99</b>	-	-	-

##### 5. Other descriptions

Applicable  Not applicable

##### (iv) Analysis of industry operation

Applicable  Not applicable

The principal business of the Company is gas storage and transportation equipment manufacturing and intelligent equipment manufacturing. For specific industry-related information, please refer to the section headed "Management Discussion and Analysis" in this annual report.

##### (v) Analysis of investments

###### General analysis of external equity investments

Applicable  Not applicable

###### 1. Material equity investments

Applicable  Not applicable

###### 2. Material non-equity investments

Applicable  Not applicable

###### 3. Financial assets measured at fair value

Applicable  Not applicable

###### Securities investment

Applicable  Not applicable

###### Description of securities investment

Applicable  Not applicable

###### Private fund investment

Applicable  Not applicable

###### Derivatives investment

Applicable  Not applicable

###### 4. Specific progress of major asset reorganisation and integration during the Reporting Period

Applicable  Not applicable

##### (vi) Material disposal of assets and equity interest

Applicable  Not applicable

##### (三) 資產、負債情況分析(續)

##### 5. 其他說明

適用  不適用

##### (四) 行業經營性信息分析

適用  不適用

公司主營業務為氣體儲運裝備製造及智能設備製造，行業相關的具體信息見本年度報告中「管理層討論與分析」章節內容。

##### (五) 投資狀況分析

###### 對外股權投資總體分析

適用  不適用

###### 1. 重大的股權投資

適用  不適用

###### 2. 重大的非股權投資

適用  不適用

###### 3. 以公允價值計量的金融資產

適用  不適用

###### 證券投資情況

適用  不適用

###### 證券投資情況的說明

適用  不適用

###### 私募基金投資情況

適用  不適用

###### 衍生品投資情況

適用  不適用

###### 4. 報告期內重大資產重組整合的具體進展情況

適用  不適用

##### (六) 重大資產和股權出售

適用  不適用



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## V. Principal Operation during the Reporting Period (Continued)

### (vii) Analysis of major subsidiaries and associates

Applicable  Not applicable

Company name 公司名稱	Business nature 業務性質	Principal products or services 主要產品或服務	Registered capital 註冊資本	Total assets 總資產	Net assets 淨資產	Net profit 淨利潤
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Production 生產	Production and sale of gas cylinders, accumulator shells, pressure vessels and auxiliary equipment, etc. 生產、銷售氣瓶、蓄能器、壓力容器及配套設備等	RMB548,759,761.19 54,875.976119萬元	2,125,859,575.76 9,842,082.45	476,844,222.05 3,147,026.91	-115,314,585.68 444,988.64
Jingcheng Holding (Hong Kong) Company Limited 京城控股(香港)有限公司	Trading and investment 貿易投資	Import and export trade, investment holding and consultancy services, etc. 進出口貿易、投資控股及顧問服務等	HK\$1,000 1,000港元	9,842,082.45	3,147,026.91	444,988.64
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Production 生產	Robots and automation equipment products etc. 機器人與自動化裝備等	RMB21,418,633 2,141.8633萬元	451,898,071.58	287,126,766.39	42,967,906.27

### (viii) Structured entities under the control of the Company

Applicable  Not applicable

## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company

### (i) Industry structure and trends

Applicable  Not applicable

#### Gas Storage and Transportation Segment:

**Conventional gas cylinder industry:** In 2024, as the steel and petrochemical industry picks up, downstream demand will gradually recover; The rapid development of specialized and sophisticated industries such as semiconductors and chips, and the proportion of special gases is expected to continue to increase, which will drive the industrial gas structure to continuously optimize in the direction of light and high pressure. It is predicted that the demand for conventional gas cylinder industry will show a slow recovery in 2024, and the total annual demand will return to the pre-pandemic level; The proportion of industrial gas cylinders demand above 20MPa will increase; The overall demand for fire bottles is stable. In the future, it is necessary to strengthen cooperation with large-scale gas companies and establish a comprehensive service chain in terms of sales, technology and quality management to meet the ever-increasing market service demand.

**Cryogenic gas cylinder industry:** In 2024, against the background of sufficient domestic natural gas supply, it is expected that the oil and gas price spread will remain high, and the terminal demand for CNG heavy trucks and light trucks will continue to be stable. In terms of fuel cell vehicles, with the titting national policies, the hydrogen energy industry will achieve rapid growth, and about 9,000 hydrogen fuel cell vehicles are expected to be added in 2024 in China, and the number of vehicles will exceed 30,000. The four-year commitment assessment of the five major city demonstration groups of the hydrogen energy industry (August 2021-August 2025) has entered into the countdown, but the actual ratio of completion is not high, and it is expected that local governments will accelerate the implementation progress in 2024. The Company will adhere to the guidelines of market-oriented, independent innovation and leading development, continue to improve the technical level, and build a leading position in the field of hydrogen energy equipment for the Company.

**Cryogenic storage and transportation industry:** The overall market demand for industrial cryogenic gas cylinders will remain stable in 2024. With the gradual stabilization Russia-Ukraine conflict and natural gas supplies, HPDI product sales will recover to a certain extent. With the continuous increase of natural gas in the proportion of primary energy, pipeline gas resources continue to be rich, LNG prices are expected to maintain at the low level of the year, and LNG heavy truck will also maintain high demand.

## 五、報告期內主要經營情況(續)

### (七) 主要控股參股公司分析

適用  不適用

### (八) 公司控制的結構化主體情況

適用  不適用

## 六、公司關於公司未來發展的討論與分析

### (一) 行業格局和趨勢

適用  不適用

#### 氣體儲運板塊：

**常規氣瓶產業：**2024年隨著鋼鐵石化行業回暖，下游需求將會逐漸恢復；半導體、芯片等高精尖行業快速發展，特種氣體佔比有望持續提升，將帶動工業氣體結構不斷朝著輕質高壓方向優化。預測2024年常規氣瓶產業需求將呈現緩慢回升的局面，年需求總量將會恢復到疫情前的水平；20MPa以上的工業瓶需求比例將會加大；消防瓶市場總體需求平穩。未來要加強與大規模的氣體公司合作，建立由銷售、技術、質量管理共同組成的全方位服務鏈，以滿足不斷提高的市場服務需求。

**複合氣瓶產業：**2024年國內天然氣供應充足的背景下，預計油氣價差保持高位，CNG重卡、輕卡等終端需求將持續穩定。燃料電池汽車方面，隨著國家政策的傾斜，氫能產業將實現快速增長，2024年我國氫燃料電池汽車預計新增9000輛左右，保有量將超過3萬輛。氫能產業五大城市示範群的四年承諾考核(2021年8月-2025年8月)已進入倒計時，但實際完成比例不高，預計2024年各地政府將加快落地進度。公司將堅持市場導向、自主創新、引領發展的指導方針，持續提升技術水平，打造公司在氫能裝備領域的領先地位。

**低溫儲運產業：**工業低溫瓶2024年市場整體需求將保持平穩。隨著俄烏衝突及天然氣供應逐步穩定，HPDI產品銷售量將會出現一定程度的恢復。隨著天然氣在一次能源中佔比的不斷提高，管道氣資源不斷豐富，LNG價格預計維持年內低位水平，LNG重卡也將保持高位需求。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (i) Industry structure and trends (Continued)

#### Intelligent Manufacturing Segment: Intelligent equipment manufacturing

In 2023, the overall sales volume of industrial robots increased slightly year-on-year. In the first half of the year, the market performance was weak due to high inventory and shrinking demand; in the second half of the year, manufacturers took proactive actions to clear inventory through product promotions, expanding and increasing channel incentives and other measures. At present, the robotics industry has entered a new growth (slowing down) phase, with coexistence of competition for the existing market and segmentation of the incremental market. However, industrial robots are still considered to be automation products in the “growth” stage, and such growth will remain in the next few years.

### (ii) Development strategies of the Company

Applicable  Not applicable

#### 1. Gas Storage and Transportation Segment

Positioning: A global leading enterprise in the manufacturing and services of gas storage and transportation equipment.

Strategy: Continuously strengthening the leading position and market position of industrial gas cylinder and fire-fighting gas cylinders to enhance its profitability; focusing and optimizing the product structure of natural gas business, maintaining an appropriate scale, innovating the operating model to enhance its competitive edge; accelerating the industrialisation and batching process of Type IV cylinders to seize the opportunity to develop the hydrogen energy industry and occupy the leading position in the market.

#### 2. Intelligent Manufacturing Segment

Positioning: An industry leading comprehensive intelligent manufacturing solutions provider

Strategy: Focusing on the industrial automation equipment manufacturing field and deeply engaging in the home appliances industry, industrial automation, robotics integration applications, production and manufacturing as well as integrated applications of intelligent manufacturing equipment and other products, providing comprehensive solutions for enterprises in intelligent manufacturing, maintaining the competitive advantages of existing products and actively expanding new markets.

### (iii) Operating plan

Applicable  Not applicable

The year of 2024 is a crucial year for the implementation of the “14th Five-Year Plan”. By fully implementing the new development concept and taking the Company’s “14th Five-Year Plan” strategy as the leading principle, the Company will serve in the construction of the Beijing International Science and Technology Innovation Center, integrate the “Five Initiatives” into the new development pattern, drive development through innovation, stimulate vitality through reform, comprehensively promote management enhancement, accelerate the development and expansion of the hydrogen energy industry, continue to deepen the comprehensive and strict governance of the Party, strive to accomplish the various tasks and objectives of 2024, and make every effort to promote the Company’s high-quality development and achieve new results.

## 六、公司關於公司未來發展的討論與分析(續)

### (一) 行業格局和趨勢(續)

#### 智能製造板塊： 智能設備製造

2023年工業機器人整體銷量同比微增。上半年受庫存高位、需求萎縮影響，市場表現疲軟；下半年廠商積極行動，通過產品促銷、拓展並加大渠道獎勵等措施清庫存。目前機器人行業邁入新增長(增長放緩)階段，存量市場爭奪與細分增量市場卡位並存。但工業機器人依然被認為是處於「成長性」階段的自動化產品，未來幾年仍將維持增長。

### (二) 公司發展戰略

適用  不適用

#### 1、氣體儲運板塊

企業定位：打造全球領先的氣體儲運裝備製造及服務企業。

戰略思路：繼續鞏固工業氣瓶和消防氣瓶的領先優勢和市場地位，提升盈利能力；聚焦、優化天然氣業務產品結構，保持適度規模，創新運營模式，提升競爭優勢；加快四型瓶產業化、批量化進程，搶佔氫能行業發展先機，佔據市場龍頭地位。

#### 2、智能製造板塊

企業定位：打造行業領先的智能製造整體解決方案服務商

戰略思路：聚焦工業自動化設備製造領域，深耕家電業，工業自動化、機器人集成應用、智能製造裝備等產品生產製造及集成應用，為企業提供智能製造整體解決方案，保持現有產品競爭優勢，積極拓展新市場。

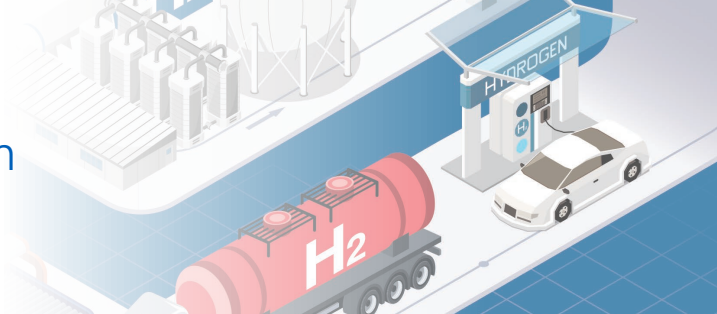
### (三) 經營計劃

適用  不適用

2024年是實施「十四五」規劃的關鍵一年、攻堅之年，公司將全面貫徹新發展理念，以公司「十四五」戰略為統領，服務北京國際科技創新中心建設，落實「五子聯動」融入新發展格局，創新驅動發展，改革激發活力，全面推動管理提升，加速推動氫能產業發展壯大，不斷將全面從嚴治黨引向深入，努力實現2024年各項任務目標，全力以赴推動公司高質量發展取得新成效。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (iv) Potential risks

Applicable  Not applicable

- 1. Risk of deterioration of the international situation**

Uncertainties in international trade and market demand have increased, and the risks of overseas trade have intensified.

Firstly, the risk of global economic recession will rise, inflation is expected to continue, geopolitical conflicts will escalate and threaten the recovery of global trade, and the export market as a whole will face greater downward pressure.

Secondly, followed by the escalation of competition between China and the US, tension in-between trading continue, causing a greater uncertainty in export market revenues.

Thirdly, the Russia-Ukraine conflict has led to irreversible changes in the energy structure of Europe, with the energy structure changing from natural gas to electrification in the long term. There will be major changes in the LNG market, resulting in a reduction in demand for LNG storage and transportation equipment.
- 2. Risk of intensified market competition**

Although the overall gas storage and transportation market has been showing a steady rising trend, competition in the industry has intensified. The product market may change in the future, which will bring some uncertain factors and influences to the Company's business development. Therefore, in the future, the Company must focus on technological self-reliance, continue to improve its independent innovation capability, make scientific deployments, and make every effort to drive scientific and technological innovation. The Company will also enhance its market and competition awareness, highlight the direction of professional development, and consolidate, expand and enlarge its market share.
- 3. Development risk on new business and new market**

Hydrogen energy and fuel cells are currently dominated by commercial vehicles in China, are mainly used in the fields of logistics, public transportation and large buses, and are still at the stage of building up momentum. Due to national and local policies and other sources of uncertainty, the Company has encountered unexpected risks in the development of new businesses and new markets. The Company will continue to drive the development of hydrogen energy business and enhance core technology to improve the core competitiveness of its products.

## 六、公司關於公司未來發展的討論與分析(續)

### (四) 可能面對的風險

適用  不適用

- 1、國際局勢惡化風險**

國際貿易和市場需求的不確定性增加，海外貿易的風險加大。

一是世界經濟衰退風險上升、通脹預期延續，地緣政治衝突升級威脅著全球貿易復甦，出口市場整體面臨較大下行壓力。

二是隨著中美競爭加劇，貿易摩擦不斷，導致出口市場收入存在較大不確定性。

三是俄烏衝突導致歐洲能源結構發生不可逆變化，從長遠來看，能源結構從天然氣向電氣化轉變。LNG市場發生較大變化，LNG儲運裝備需求減少。
- 2、市場競爭加劇風險**

儘管氣體儲運市場總體呈現穩中有升的態勢，但是行業競爭愈加激烈，未來產品市場可能會發生變化，也會給公司的經營發展帶來一定的不確定因素和影響。因此未來公司要突出科技自立自強，持續提升自主創新能力，科學部署，全力推進科技創新工作。增強市場意識和競爭意識，突出專業化發展方向，鞏固、拓展、擴大市場份額。
- 3、新業務新市場開拓風險**

氫能及燃料電池目前中國以商用車為主，主要應用在物流、公交和大巴等領域，尚處於蓄勢待發階段，受國家和各地政策等較多不確定因素影響，公司在發展新業務、新市場開拓方面則會遇到不可預期的風險。公司將繼續加大氫能業務發展力度，加強核心技術攻關，提高產品核心競爭力。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others

Applicable  Not applicable

#### 1 Analysis of operating results

During the Reporting Period, the total profit of the Company decreased by approximately RMB75,150,000 as compared with the corresponding period of last year, the operating profit decreased by approximately RMB67,004,900 year-on-year, and the net non-operating revenue and expenses decreased by approximately RMB8,145,100 year-on-year. The operating income increased by approximately RMB33,234,500 as compared with the corresponding period of last year, the operating cost increased by approximately RMB3,809,400 as compared with the corresponding period of last year.

During the Reporting Period, expenses increased by approximately RMB56,126,200 as compared with the corresponding period of last year of which, selling expenses increased by RMB14,278,100 as compared with last year at a rate of 44.70%, mainly due to (1) the difference in the accounting period of the subsidiaries, BYTQ and Jingcheng Haitong, which were included in the scope of consolidated statements in the current period and the previous period; and (2) the increase in the exhibition fees, travel expenses, business expenses and after-sale service fees as compared with the previous year. Management expense increased by RMB18,656,600 as compared with last year at a rate of 18.32%, mainly due to: (1) the difference in the accounting period of the subsidiaries, BYTQ and Jingcheng Haitong, which were included in the scope of consolidated statements in the current period and the previous period; (2) the increase in daily expenses, such as travel expenses, repair expenses and depreciation expenses; and (3) the amortization of share-based payment. Research and development expenses increased by RMB18,799,000 as compared with last year at a rate of 39.45%, mainly due to: (1) the difference in the accounting period of a subsidiary, BYTQ, which was included in the scope of consolidated statements in the current period and the previous period; and (2) the Company's increased investment in research and development in the current period. Financial expense increased by approximately RMB4,392,600 at a rate of 47.92%, mainly due to the difference in the accounting period of a subsidiary, Jingcheng Haitong, which was included in the scope of consolidated statements in the current period and the previous period, and the corresponding increase in interest expenses.

During the Reporting Period, other income decreased by approximately RMB4,812,400 as compared to the corresponding period of the previous year, which was mainly attributable to the decrease in government grants obtained by the Company during the period as compared to the previous year.

## 六、公司關於公司未來發展的討論與分析(續)

### (五) 其他

適用  不適用

#### 1、經營成果分析

報告期公司利潤總額比上年同期減少約人民幣7,515.00萬元，營業利潤同比減少約人民幣6,700.49萬元，營業外收支淨額同比減少約人民幣814.51萬元。營業收入比上年同期增加約人民幣3,323.45萬元，營業成本比上年同期增加約人民幣380.94萬元。

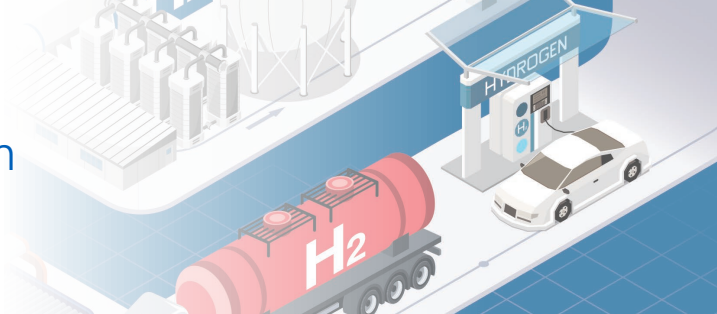
報告期期間費用較上年同期增加約人民幣5,612.62萬元。其中銷售費用較上年增加人民幣1,427.81萬元，增長幅度為44.70%，主要是因為：(1)下屬子公司北洋天青、京城海通本期與上期納入合併範圍的會計期間不同；(2)本期展覽費、差旅費、業務經費、售後服務費等費用較上年增加所致。管理費用較上年增加人民幣1,865.66萬元，增加幅度為18.32%，主要是因為：(1)下屬子公司北洋天青、京城海通本期與上期納入合併範圍的會計期間不同；(2)本期差旅費、修理費、折舊費等日常費用增加所致；(3)計提股份支付攤銷所致。研發費用較上年增加人民幣1,879.90萬元，增加幅度為39.45%，主要是因為：(1)下屬子公司北洋天青本期與上期納入合併範圍的會計期間不同；(2)公司本期加大研發投入。財務費用增加約人民幣439.26萬元，增加幅度為47.92%，主要是下屬子公司京城海通本期與上期納入合併範圍的會計期間不同，利息支出相應增加所致。

報告期其他收益較上年同期減少約人民幣481.24萬元，主要是與公司本期取得的政府補助同比較上年減少所致。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others (Continued)

#### 1 Analysis of operating results (Continued)

During the Reporting Period, the investment income decreased by approximately RMB13,354,200, which was mainly due to: (1) the decrease in net profits year-on-year of the associated companies; (2) the inclusion of Jingcheng Haitong into the scope of consolidated statements in July of last year.

During the Reporting Period, the increase in credit impairment loss of approximately RMB8,671,900 as compared to the same period of the previous year was mainly due to the increase in bad debt provision as a result of the increase in long aged receivables.

During the Reporting Period, the increase in asset impairment loss of approximately RMB12,865,000 as compared to the same period of the previous year was mainly due to the provision for decline in value of inventories in the current year.

During the Reporting Period, the decrease in non-operating income of approximately RMB10,626,400 was mainly due to the receipt of compensation by subsidiaries in the previous period.

During the Reporting Period, the decrease in non-operating expenses of approximately RMB2,481,300 was mainly due to the payment of compensation by subsidiaries in the previous period.

#### 2 Analysis of assets, liabilities and shareholders' equity

Total assets and total liabilities increased at the end of the Reporting Period, as compared with that of the beginning of the year. Total assets amounted to approximately RMB2,812,343,600, representing an increase of approximately RMB316,339,300 or 12.67% as compared with the beginning of the year. Total liabilities amounted to approximately RMB1,433,936,800, representing an increase of approximately RMB351,093,200 or 32.42% as compared with the beginning of the year. Total shareholders' equity amounted to approximately RMB1,378,406,800, representing a decrease of approximately RMB34,754,000 or 2.46% as compared with the beginning of the year.

## 六、公司關於公司未來發展的討論與分析(續)

### (五) 其他(續)

#### 1、經營成果分析(續)

報告期投資收益較上年同期減少約人民幣1,335.42萬元，主要是因為：(1)聯營公司淨利潤同比減少所致；(2)京城海通上年7月納入合併範圍所致。

報告期信用減值損失較上年同期增加約人民幣867.19萬元，主要是長賬齡應收款項增加導致的壞賬準備增加所致。

報告期資產減值損失較上年同期增加約人民幣1,286.50萬元，主要是本年計提了存貨跌價準備所致。

報告期營業外收入減少約人民幣1,062.64萬元，主要是上期下屬子公司收到賠償金收入所致。

報告期營業外支出減少約人民幣248.13萬元，主要是上期下屬子公司支付賠償金所致。

#### 2、資產、負債及股東權益分析

報告期末總資產及總負債較年初相比均有所增加。資產總額約人民幣281,234.36萬元，比年初增加約人民幣31,633.93萬元，增加了12.67%。負債總額約人民幣143,393.68萬元，比年初增加約人民幣35,109.32萬元，增加了32.42%。股東權益總額約人民幣137,840.68萬元，比年初減少約人民幣3,475.40萬元，減少了2.46%。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others (Continued)

#### 3 Analysis of financial position

By implementing its prudent financial policies, the Company established a strict risk control system for investment, financing and cash management to maintain a sound capital structure and solid financing channels. The Company kept its loan scale under strict control such that it can satisfy the capital need of operating activities while minimizing its finance cost and preventing against financial risks by fully utilizing financial instruments, for purposes of achieving sustainable development of the Company and maximizing its shareholders' value.

#### Liquidity and capital structure

(1) Gearing ratio	(1)資產負債率
(2) Quick ratio	(2)速動比率
(3) Current ratio	(3)流動比率

#### 4 Bank loans

The Company prudently implemented its annual capital budget plan in accordance with the market environment conditions and requirement of customers to control the bank loan scale strictly. The Company fully utilized financial tools to make timely efforts to reduce finance cost and prevent financial risks. In so doing, the Company improved the profit of the Company and shareholders while satisfying the capital need of operating activities of the Company. As at the end of the Reporting Period, the Company had short-term loan amounting to RMB140,000,000, representing an increase of 40.00% as compared with the beginning of the year; long-term loan increased RMB70,000,000.

#### 5 Foreign exchange risk management

The Company is mainly exposed to foreign exchange risk relating to US dollars and euro. The Group's main operation is settled by RMB, except Beijing Tianhai Industry Co., Ltd., BTIC America Corporation and Jingcheng Holding (Hong Kong) Co., Ltd., subsidiaries of the Company, which use US dollars and euro for procurement and sale. Accordingly, it may be exposed to foreign exchange risks arising from the changes in the exchange rate between US dollars, euro and RMB. The Company actively adopted such measures to reduce the foreign exchange risk.

## 六、公司關於公司未來發展的討論與分析(續)

### (五) 其他(續)

#### 3、財務狀況分析

公司實施謹慎的財務政策，對投資、融資及現金管理等建立了嚴格的風險控制體系，一貫保持穩健的資本結構和良好的融資渠道，公司嚴格控制貸款規模，在滿足公司經營活動資金需求的同时，充分利用金融工具努力降低財務費用和防範財務風險，以實現公司持續發展和股東價值的最大化。

#### 流動性和資本結構

	2023 2023年	2022 2022年
(1) Gearing ratio	50.99%	43.38%
(2) Quick ratio	127.30%	121.39%
(3) Current ratio	164.76%	171.54%

#### 4、銀行借款

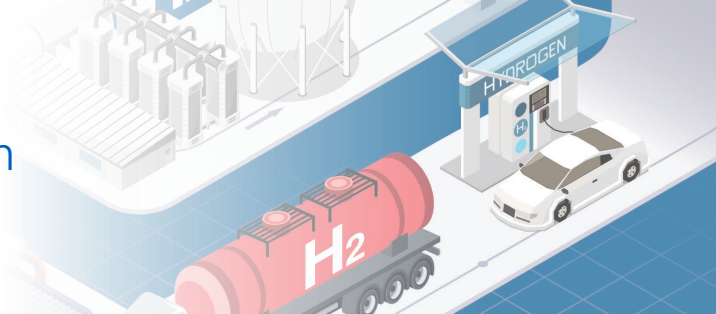
公司認真執行年度資金收支預算，並依據市場環境變化和客戶要求，嚴格控制銀行貸款規模。在滿足公司經營活動資金需求的同时，充分利用金融工具努力降低財務費用和防範財務風險，提高公司及股東收益。報告期末公司短期借款14,000.00萬元，比年初增長40.00%；長期借款增加7,000萬元。

#### 5、外匯風險管理

本公司承受外匯風險主要與美元、歐元有關，除本公司的下屬子公司北京天海公司、天海美洲公司、京城控股(香港)有限公司以美元、歐元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。因此可能面臨美元、歐元與人民幣匯率變動引起的外匯風險，公司積極採取措施，努力降低外匯風險。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others (Continued)

#### Principal Sources of Fund and Its Use

##### 1. Cash flows from operating activities

Cash inflows from operating activities of the Company during the Reporting Period were mainly derived from the income of product sales. Cash outflow was mainly used in expenses related to the production and operating activities. Cash inflows from operating activities during the Reporting Period amounted to RMB1,240,538,100, while cash outflows amounted to RMB1,174,178,200. Net cash flows during the Reporting Period from operating activities amounted to RMB66,359,900.

##### 2. Cash flows from investing activities

Cash inflows from investing activities of the Company during the Reporting Period amounted to RMB3,175,200, mainly due to the recovery of investment payments made during the period; while cash outflows from investing activities amounted to RMB160,245,500 which was mainly used in expenses for the purchase and construction of fixed assets. Net cash flows from investing activities during the Reporting Period amounted to a loss of RMB157,070,300.

##### 3. Cash flows from financing activities

Cash inflows from financing activities during the Reporting Period amounted to RMB419,582,000, which were mainly derived from bank loans, special funds allocated by the controlling shareholder and the payments received for employee share incentive. Cash outflows from financing activities during the Reporting Period amounted to RMB163,391,600, which were mainly due to the repayment of loans and interest and the operating lease rental payments. Net cash flows from financing activities for the Reporting Period amounted to RMB256,190,400.

In 2023, net cash flows from operating activities increased by approximately RMB61,136,200 as compared to the corresponding period of last year, mainly due to: (1) BYTQ and Jingcheng Haitong, subsidiaries of the Company, were included in the scope of consolidated statements in June and July of the previous year, respectively, and the accounting period involved in the consolidation of the current period was different from that of the previous period; (2) the decrease in cash paid for purchases of goods and receipt of services as compared with the previous period; Net cash flows generated from investing activities decreased by approximately RMB93,660,600 as compared to the corresponding period of last year, mainly due to the increase in cash payment for the purchase and construction of fixed assets, intangible assets and other long-term assets during the period; Net cash flows generated from financing activities increased by approximately RMB13,303,700 as compared to the corresponding period of last year, mainly due to the increase of cash from borrowings during the period and the receipt of employee equity incentive payments.

## 六、公司關於公司未來發展的討論與分析(續)

### (五) 其他(續)

#### 資金主要來源和運用

##### 1. 經營活動現金流量

報告期公司經營活動產生的現金流入主要來源於銷售商品業務收入，現金流出主要用於生產經營活動有關的支出。報告期經營活動產生的現金流入124,053.81萬元，現金流出117,417.82萬元，報告期經營活動產生的現金流量淨額6,635.99萬元。

##### 2. 投資活動現金流量

報告期公司投資活動產生的現金流入為317.52萬元，主要是本期收回支付的投資款所致；投資活動支出的現金16,024.55萬元，主要用於購建固定資產等資金支出，報告期投資活動產生的現金流量淨額虧損人民幣15,707.03萬元。

##### 3. 籌資活動現金流量

報告期籌資活動現金流入41,958.20萬元，主要來源於銀行借款、控股股東撥付的專項資金以及收到的員工股權激勵款；報告期籌資活動現金流出16,339.16萬元，主要是償還貸款和利息費用以及支付的經營租賃租金款項，報告期籌資活動現金流量淨額25,619.04萬元。

2023年經營活動現金淨額同比增加約6,113.62萬元，主要是因為：(1)本公司下屬子公司北洋天青、京城海通分別於上年6月、7月納入合併範圍，本期與上期合併涉及的會計期間不同；(2)本期購買商品、接受勞務支付的現金較上期減少所致；投資活動產生的現金流量淨額同比減少約9,366.06萬元，主要是本期購建固定資產、無形資產和其他長期資產支付的現金增加所致；籌資活動產生的現金流量淨額同比增加約1,330.37萬元，主要是本期取得借款收到的現金增加以及收到員工股權激勵款所致。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

##### (v) Others (Continued)

###### Capital Structure

The Company's capital structure consisted of shareholders' equity and liabilities during the Reporting Period. Shareholders' equity amounted to RMB1,378,406,800, of which minority interests amounted to RMB312,496,200, and total liabilities amounted to RMB1,433,936,800. Total assets amounted to RMB2,812,343,600. As at the end of the year, the Company's gearing ratio was 50.99%.

###### Capital structure by liquidity

###### 按流動性劃分資本結構

Total current liabilities	流動負債合計	RMB775,143,000 77,514.30萬元	Percentage of assets 佔資產比重	27.56%
Total shareholders' equity	股東權益合計	RMB1,378,406,800 137,840.68萬元	Percentage of assets 佔資產比重	49.01%
Of which: Minority interest	其中：少數股東權益	RMB312,496,200 31,249.62萬元	Percentage of assets 佔資產比重	11.11%

###### Contingent Liabilities

As at the end of the Reporting Period, the Company did not have any significant contingency that requires to be disclosed.

###### 或有負債

報告期末公司無需要披露的重大或有事項。

###### Details of the Group's charge on assets

###### 集團資產押記詳情

Item	項目	Carrying amount 賬面餘額	Book value 賬面價值	End of the year 年末	
				Type of restriction 受限類型	Condition of restriction 受限情況
Fixed assets	固定資產	139,823,125.79	78,551,161.30	Pledged property building 房屋建築物抵押	Mortgage 抵押借款
Financing receivables	應收款項融資	4,928,000.00	4,928,000.00	Pledged notes receivables 應收票據質押	Pledge 質押
Monetary funds	貨幣資金	65,688,058.02	65,688,058.02	Margin 保證金	Deposits of bank acceptance bill 銀行承兌匯票保證金
		7,228,638.76	7,228,638.76	Margin 保證金	Letter of credit guarantee deposit 信用證保證金
		500.69	500.69	Margin 保證金	Bond for letter of guarantee 保函保證金
<b>Total</b>	<b>合計</b>	<b>217,668,323.26</b>	<b>156,396,358.77</b>	<b>-</b>	<b>-</b>

#### 六、公司關於公司未來發展的討論與分析(續)

##### (五) 其他(續)

###### 資本結構

報告期公司資本結構由股東權益和負債構成。股東權益137,840.68萬元，其中，少數股東權益31,249.62萬元；負債總額143,393.68萬元。資產總額281,234.36萬元，期末資產負債率50.99%。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

##### (v) Others (Continued)

Details of the Group's charge on assets (Continued)

#### 六、公司關於公司未來發展的討論與分析(續)

##### (五) 其他(續)

集團資產押記詳情(續)

Item	項目	Carrying amount 賬面餘額	Book value 賬面價值	Beginning of the year	Condition of restriction 受限情況
				年初	
Fixed assets	固定資產	70,227,497.45	29,208,222.73	Pledged property building 房屋建築物抵押	Mortgage 抵押借款
Monetary funds	貨幣資金	46,822,813.02	46,822,813.02	Restriction on monetary funds 貨幣資金受限	Deposits of bank acceptance bill 銀行承兌匯票保證金
		22,374,406.22	22,374,406.22	Restriction on monetary funds 貨幣資金受限	Letter of credit guarantee deposit 信用證保證金
		3,625,647.23	3,625,647.23	Restriction on monetary funds 貨幣資金受限	Litigation freeze 訴訟凍結
		2,926.79	2,926.79	Restriction on monetary funds 貨幣資金受限	Bond for letter of guarantee 保函保證金
<b>Total</b>	<b>合計</b>	<b>143,053,290.71</b>	<b>102,034,015.99</b>	<b>-</b>	<b>-</b>

#### VII. Description of and explanations for disclosure not in compliance with standards due to inapplicable standards or special reasons including state or business secrets

Applicable  Not applicable

#### 七、公司因不適用準則規定或國家秘密、商業秘密等特殊原因，未按準則披露的情況和原因說明

適用  不適用

### I. Review

2023 marks the beginning of the full implementation of the Party's 20 spirit and a crucial year for the implementation of "14th Five-Year Plan". With the support of Beijing Jingcheng Machinery Electric Holding Co., Ltd.\* (北京京城機電控股有限責任公司) ("Jingcheng Machinery Electric"), the leadership of the Board and the joint efforts from the management, a number of key works has made progress. Amid the complex and changing market situation and arduous and onerous development tasks, the Company has the courage to face the problems, overcome difficulties, and steadily promote the orderly development of various work.

During the Reporting Period, the Company has focused on the following tasks:

#### 1. Tackling the obstacles, achieving certain results in the development of the main business

In 2023, the Russia-Ukraine conflict continued and the Palestinian-Israeli conflict broke out, which created a huge impact on the world economy and geopolitics. The International Business Department overcame many difficulties, achieved great growth in the export of fire cylinders, made a breakthrough in lightweight high-pressure cylinders, and achieved a better business development in the Southeast Asian market.

In the domestic market, the product structure of traditional cylinders is further optimized and adjusted. The composite gas cylinder and system industry seized the opportunity of the recovery of the fire services breathing apparatus market and locked the annual orders of some large customers in advance; In the cryogenic storage and transportation industry, the liquid hydrogen storage tank market has achieved a new single-zero breakthrough in new contract signing, which has got a head start on entering into the liquid hydrogen storage tank market and the strategic layout of the whole hydrogen energy industry chain.

BYTQ, a subsidiary of the Company, carried out its business normally throughout the whole year of 2023, with sufficient orders in hand. Its operating conditions were normal, with normal production of orders in production and the targets for the whole year being met. Stamping lines segment, suspension chain segment, special aircraft and robot application segment achieved continuous growth in the percentage of orders, while improving product quality and service quality.

#### 2. Actively promoting the equity incentive to fully mobilize the enthusiasm of the core staff

In order to further establish and improve the long-term incentive mechanism of the Company, attract and retain outstanding talents, fully mobilize the enthusiasm of core employees, effectively combine the interests of shareholders and the interests of the Company with the personal interests of employees, the Company took advantage of the policy for equity incentive of listed companies, combined with the management system such as the salary system and performance appraisal system currently implemented by the Company, created the initial equity incentive scheme of the Company – 2023 restricted share incentive scheme. On 30 December 2023, the Company disclosed the announcement on the results of the grant of restricted shares of the 2023 share incentive scheme, and the actual number of incentive participants under the initial grant of the Company was 115, the actual number of restricted shares under the initial grant was 5.4 million shares, and the price of the initial grant was RMB7.33/share.

### 一、回顧

2023年是全面貫徹黨的二十大精神的開局之年，「十四五」規劃承上啟下的關鍵一年，在北京京城機電有限責任公司（「京城機電」）的支持、董事會的帶領以及經營管理層的共同努力下，多項重點工作取得進展。在複雜多變的市場形勢和艱巨繁重的發展任務下，公司勇於直面問題，攻堅克難，紮實推進各項工作得到有序開展。

報告期內，重點開展了以下工作：

#### 1、攻堅克難，主營業務開拓取得一定成果

2023年俄烏衝突持續、巴以衝突爆發，對世界經濟、地緣政治產生了巨大的影響。國際業務部克服諸多困難，出口消防瓶業務取得較大增長，輕質高壓鋼瓶獲得了突破，在東南亞市場實現了較好的業務開拓。

國內市場，對傳統鋼瓶的產品結構進一步優化調整。複合氣瓶及系統產業抓住消防空呼市場回暖的機遇，提前鎖定了部份大客戶的年度訂單；低溫儲運產業，液氫儲罐市場實現新簽訂單零的突破，為進軍液氫儲罐市場和氫能全產業鏈的戰略佈局搶佔了先機。

公司子公司北洋天青在2023年全年公司業務正常開展，在手訂單充足，公司經營狀況正常，在產訂單正常生產，完成了全年任務目標。沖壓板塊、懸掛鏈板塊、專機及機器人應用板塊均實現訂單份額持續增長，同時改善產品質量和服務質量。

#### 2、積極推動股權激勵工作，充分調動核心骨幹員工的積極性

為了進一步建立、健全公司長效激勵機制，吸引和留住優秀人才，充分調動核心骨幹員工的積極性，有效地將股東利益、公司利益和員工個人利益結合在一起，結合公司目前執行的薪酬體系和績效考核體系等管理制度，積極發揮上市公司股權激勵的政策優勢，開創公司首次股權激勵計劃——2023年限制性股票激勵計劃。公司於2023年12月30日披露了2023年股權激勵計劃限制性股票首次授予結果公告，公司首次實際授予激勵對象人數115人，首次實際授予的限制性股票數量為540萬股，首次授予價格人民幣7.33元/股。

## Section 4 Chairman's Statement

### 第四節 董事長報告



#### I. Review (Continued)

##### 3. Continuing to drive innovation, accelerating the promotion of enterprise digital transformation and upgrading

Beijing Tianhai, a subsidiary of the Company, strengthened the construction and deepened application of core business systems. The overall commissioning of the digital transformation application demonstration projects for Tianjin Tianhai and Shanghai Tianhai has been completed and put into use. The goals of reducing staff and increasing efficiency, reduction of noise and emission reduction have been achieved through the introduction of robots and digital equipment, optimisation of the production process, and deep integration of automation and information technology.

BYTQ, a subsidiary of the Company, attaches great importance to technological development, constantly recruiting excellent technical talents, broadening its business scale, and improving its profitability. In response to the needs of business development, it has gradually established the final assembly, robot application, special aircraft development, stamping application, suspension chain and other mechanical design teams, while expanding the electrical team and software information team. It established 2D vision and 3D vision related application technologies by recruiting talents in visibility technology development to expand the application of visibility technology and expanded the business development in robot integration and application segment and non-standard equipment segment.

##### 4. Strengthening the construction of the Company and re-election and appointment of directors, supervisors and senior management of the Company

The Company has implemented a number of measures to improve corporate governance, strictly abide by relevant laws and regulations and listing rules, comprehensively improve the overall operation standard of the Company, and catch up on the work of corporate governance. Through the 2022 annual general meeting and the election of the Board and the supervisory committee, the re-election and appointment of the 11th session of the Board, the supervisory committee and senior management of the Company were duly completed. At the same time, the Company made improvement to the Articles of Association, further enhancing the level of regulation and operation.

##### 5. Firmly promoting the construction of internal control compliance, and effectively rectifying audit problems and internal control defects

The Company further strengthened the construction of system and process, formulated the "Compliance and Internal Control Management Manual" training and implementation plan, and organized and held system and process promotion and implementation training, so that all employees can understand the Company's system and process, and apply what they have learned to improve their ability to perform their duties. The Company gained a better understanding of and mastered the production and operation situation of BYTQ, promoted the system and process of on-site investigation and docking, supervised the implementation of core bottom-line control requirements such as project construction, production safety and authorization of legal representative, and strengthened the management and control of the acquired enterprise according to the law and contract. The Company adhered to the regular reporting mechanism of audit rectification, establishing and improving the rectification work process, and supervising the completion of various types of audit and rectification of internal control compliance problems throughout the year.

#### 一、回顧(續)

##### 3、堅持創新驅動，加快推動企業數字化轉型升級

子公司北京天海加強核心業務系統建設與深化應用，天津天海和上海天海數字化轉型應用示範項目完成總體調試並投入使用，通過引入機器人和數字化設備，優化生產流程，深度融合自動化與信息化，實現了減員增效、降噪減排的目標。

子公司北洋天青重視技術發展，不斷招攬優秀的技術人才，拓寬公司的業務規模，提升公司的盈利能力。根據業務發展需要，逐步建立起總裝、機器人應用、專機開發、沖壓應用、懸掛鏈等機械設計板塊團隊，同時擴建電氣團隊，軟件信息化團隊，引入視覺開發技術人才，拓展視覺應用，建立2D視覺和3D視覺相關應用技術，拓展機器人集成應用板塊和非標設備板塊的業務的發展。

##### 4、加強公司建設並順利完成公司董監高換屆工作

公司落實多項措施完善公司治理，嚴格遵守相關法律法規及上市規則，綜合提高公司總體運營水平，抓好公司治理工作。通過2022年股東週年大會及董事會、監事會的選任，順利完成公司第十一屆董事會、監事會及高級管理人員的換屆及選舉工作。同時，公司對《公司章程》進行完善，進一步提高規範運營水平。

##### 5、紮實推進內控合規建設，有力整改審計問題和內控缺陷

進一步加強制度流程建設，制定《合規與內控管理手冊》培訓宣貫計劃表，組織召開制度流程宣貫培訓，使全體員工理解公司制度流程，做到學以致用，提高履職能力。進一步瞭解掌握北洋天青生產、經營等工作情況，進行現場調研和對接的制度流程宣貫，督促落實工程建設、安全生產、法定代表人授權等核心底線管控要求，強化收購企業依法依約管控。堅持審計整改定期報告機制，建立健全整改工作流，全年督促完成各類審計及內控合規問題整改。

#### I. Review (Continued)

##### 6. Continuing to strengthen the construction of financial refinement and improve the level of tax risk prevention and control and accounting information quality management

The Company has kept pace with the era, timely updating the management ideas and ways of working. Since this year, the Company has further standardized the daily accounting work, detailed the expenditure accounts for research and development by accounting for each expenditure by item number, making it convenient for future classification query and summary analysis and improving management efficiency. The Company strengthened the daily management of travel expenses and enhanced the management standard and efficiency at the same time.

#### II. Outlook

##### 1. Seizing new opportunities in the market and enhancing the profitability of subsidiaries

###### Gas storage and transportation segment:

In terms of the composite gas cylinder industry, the Company will give priority to the market share of the hydrogen energy market, make full use of the first-mover advantage of IV cylinder, adopt a multi-pronged approach to grab orders, and release production capacity as much as possible. The Company will put greater efforts into the development of the non-hydrogen market, fill the gap of the production capacity to feed the hydrogen business, striving to increase market share.

In terms of the conventional cylinder industry, the Company will “stabilize the stock” and “promote the increment” in the international market, and adhere to product and market diversification measures, and improve the market promotion of high value-added products. The Company will adhere to “cost reduction” and “differentiation” in the domestic market. With the advantage of the brand, the Company will seize the market share of large gas companies domestically through 20MPa and above light high-pressure products.

In terms of the cryogenic storage and transportation industry, the Company will prepare for the maintenance of existing large customers and the delivery of orders in hand for cryogenic storage tank products. The Company will push forward with cost reduction measures for the industrial cryogenic cylinders, strive to expand market channels, and constantly optimize the customer structure.

###### Intelligent Manufacturing Segment:

The Company will further differentiate the high and low-end markets, subdivides products, and optimizes the industrial structure, so as to reduce costs and increase efficiency, and release the upgrading demand of enterprises for intelligent, digital and flexible manufacturing. The Company will make breakthroughs in technological research and development for the new demands of industry automation projects, integration of information software systems, research and development of suspension conveyor systems, etc., and maintain good foresight, rapid response ability and continuous development ability for downstream needs.

The Company plans to recruit assembly technicians to further cultivate all segments of home appliances, improve the program planning ability of the whole factory for refrigerators, washers and air conditioners, recruit stamping application professionals, and further expand the application of stamping lines in home appliances and other markets. The Company will obtain orders for related equipment development project in new fields to expand its business scope.

#### 一、回顧(續)

##### 6、持續加強財務精細化建設，提升稅務風險防控制會計信息質量管理水平

緊跟時代步伐，及時更新管理思路、工作方法，今年以來，公司進一步規範日常核算工作，細化了研發支出科目，將每一筆支出都按項目號輔助核算，便於日後分類查詢，匯總分析，提高管理效能。加強差旅費日常管理，同時提升管理水平和效率。

#### 二、展望

##### 1、搶抓市場新機遇，增強子公司盈利能力

###### 氣體儲運板塊：

複合氣瓶產業，氫能市場方面要以市場佔有率為優先考慮，充分利用IV型瓶先發優勢，打好組合拳，搶抓訂單，盡最大可能釋放產能。加大非氫市場的開拓力度，彌補產能缺口，反哺氫能業務，努力提升市場佔有率。

常規鋼瓶產業，國際市場要「穩存量」、 「促增量」，堅持產品和市場多元化措施，提高高附加值產品市場推廣。國內市場堅持「降成本」、「差異化」。借助品牌優勢，通過20MPa及以上輕質高壓產品搶佔國內大氣體公司市場份額。

低溫儲運產業，低溫儲罐產品要做好現有大客戶維護和在手訂單的交付工作。工業低溫瓶全力開展降本工作，努力拓寬市場渠道，不斷優化客戶結構。

###### 智能製造板塊：

進一步對高低端市場進行分化，細分產品，優化產業結構，降本增效，釋放企業對智能化、數字化、柔性製造的升級需求。開展對行業自動化項目的新需求進行技術研發突破、對信息化軟件系統整合、懸掛輸送系統研發等工作，保持對下游需求具備良好的前瞻性、快速響應能力及持續開發能力。

計劃引入總裝工藝人員，進一步深耕家電各個板塊，提升冰洗空整廠方案規劃能力，引入沖壓應用專業人才，進一步拓展沖壓連線在家電及以外的市場應用。在新領域獲取相關設備開發項目訂單，拓展公司的業務範疇。





## II. Outlook (Continued)

### 2. Focusing on mechanism reform, stimulating new entrepreneurial vitality of officers

According to the approval of the revision of the 14th Five-Year strategic objectives of Jingcheng Machinery Electric, the Company will optimize the strategic measures, refine the implementation plan, keep up with its work in publicity and implementation and strengthen the supervision of implementation. The Company will pay attention to high-position planning, systematically sort out the phased results of the Company's three years of state-owned enterprise reform, sum up experience and improve shortcomings, and lay the foundation for deepening and upgrading a new round of state-owned enterprise reform. The Company will strengthen high-standard design, benchmark world-class enterprises, set goals, identify gaps, formulate measures, and practise benchmarking. The Company will promote differentiated incentives, continue to establish short, medium and long-term incentive mechanisms, and promote restricted share incentive scheme in an orderly manner.

### 3. Continuing to actively promote reformation and adjustment, and cost reduction and efficiency enhancement

The Company will continue to promote the transformation and upgrading of its industry and further development of a new round of state-owned enterprise reforms. The Company will establish a result-oriented market-oriented business mechanism, benchmark excellent enterprises, pay close attention to internal management, look for its own shortcomings and weaknesses, continue to promote cost reduction and efficiency enhancement in breadth and depth, improve the awareness of cost and expense management and control of all employees, consolidate the results of the "Three Declines and One Increase" campaign, and comprehensively improve the level of lean management.

### 4. Firmly pushing forward with technological innovation

The Company will strengthen the drive for innovation to develop into a source of original technology, continue to promote the systemic construction of technological innovation, and through the implementation of process re-engineering, equipment revamp and upgrading and digital transformation, lower production costs, enhance production efficiency, facilitate product upgrading and increase product competitiveness.

### 5. The risk management system has reached a new level by promoting the principle of legal compliance

The Company will strengthen the implementation of the system and process, enhance internal control compliance evaluation and audit supervision, and promote the improvement and effective implementation of the system. The Company will strengthen legal compliance audit, promote in-depth integration of audit and operation, improve audit quality, keep the bottom line and efficiency, in order to escort the development of the Company. The Company will enhance financial compliance management and risk control, strengthen the Group's financial control function, and continue to promote the mechanism of sending financial officers abroad. The Company will also enhance the building of the financial team, and improve the professional quality of financial personnel through training on fiscal and tax laws and regulations.

## 二、展望(續)

### 2、聚焦機制改革，激發幹事創業新活力

根據京城機電批覆修訂「十四五」戰略目標，優化戰略舉措，細化實施方案，做好宣貫工作，加強執行監督。注重高站位謀劃，系統梳理公司國企改革三年行動階段性成果，總結經驗、改進不足，為做好新一輪國企改革深化提升打基礎。強化高標準設計，對標世界一流企業，設定目標、找出差距、制定措施、實踐對標。推進差異化激勵，持續建立短、中、長期激勵機制，有序推進限制性股票激勵計劃。

### 3、繼續積極推進改革調整、降本增效工作

持續推進企業產業轉型升級，進一步深化新一輪國企改革。建立以結果為導向的市場化經營機制，對標優秀企業，狠抓內部管理，查找自身短板、弱項，持續推動降本增效向縱深推進，提高全員成本費用管控意識，鞏固「三降一提升」行動成果，全面提升精益管理水平。

### 4、紮實推進科技創新工作

加強創新引領，打造原創技術策源地，持續推進科技創新體系建設，通過實施流程再造，裝備改造升級，數字化轉型，降低製造成本，提高產效，促進產品升級、提升產品競爭力。

### 5、以推進合法合規為原則，風險管理體系邁上新台階

強化制度流程執行，加強內控合規評價與審計監督，推動制度完善和有效執行。加強合法合規審核，促進審核與業務深度融合，提高審核質量，兼守底線和效率，為公司發展保駕護航。增強財務合規管理及風險管控，加強本集團財務管控職能，持續推進外派財務負責人機制。加強財務隊伍建設，通過財稅法規等培訓，提升財務人員職業素養。

#### I. Information on Corporate Governance

√ Applicable □ Not applicable

During the Reporting Period, the general meeting, the Board, the Supervisory Committee and managers of the Company have well defined power and responsibilities, which allows them to maintain checks and balances and coordinate with each other. The Board of the Company and its strategy committee, audit committee, remuneration and monitoring committee and nomination committee and the Supervisory Committee carried out their work according to their responsibilities. The information of the Company was disclosed on a true, accurate, complete and timely basis. The actual situation of the Company's governance complied with the "Company Law of the PRC" and the requirements of CSRC.

During the Reporting Period, the major aspects of corporate governance are as follows:

##### 1. Shareholders and general meetings

The Company was able to treat all Shareholders equally with due respect and to safeguard their interests. In particular, minority Shareholders were entitled to their status and to fully exercise their rights with their legal interests being protected. The Company ensured that Shareholders were entitled to their right of access to information and right to participate in decision-making in respect of material events of the Company as required by laws and administrative rules and regulations. In accordance with the relevant requirements set out in the "Rules of Procedure for the General Meeting", it could be ensured that general meetings were convened and held in a legal, regulated and orderly manner and, in respect of voting for connected transactions, the relevant persons were arranged to abstain from voting pursuant to the relevant requirements in such manner that connected transactions are open, equal and fair.

##### 2. Directors and the Board

The Board of the Company comprises 11 Directors, of whom 4 are independent non-executive Directors. The Board sets up the strategy committee, the audit committee, the remuneration and monitoring committee and the nomination committee. During the Reporting Period, all Directors were able to strictly perform their duties of good faith and due diligence. The Board exercised its power and authority in strict compliance with the requirements of the laws and regulations and the "Articles of Association" to ensure the regulated operation of the Company. Resolutions put forward at the Board meetings were sufficiently discussed and resolved in a scientific, prompt and cautious manner. Directors of the Company were selected and appointed in strict compliance with the required procedures set out in the "Articles of Association". According to the requirements of the "Standard of Corporate Governance for PRC Listed Companies", the Company gave full play to the functions of the special committees of the Board and the four independent non-executive Directors pursuant to the relevant requirements of the "Rules of Procedure for the Board of Directors", "Implementation Rules for the Special Committees of the Board of Directors" and "Working System for Independent Directors".

#### 一、公司治理相關情況說明

√ 適用 □ 不適用

報告期內，公司股東大會、董事會、監事會及經理層之間權責明確、各司其職、運營合規。公司董事會及下設戰略委員會、審計委員會、薪酬與考核委員會及提名委員會和監事會按各自職責開展工作。公司信息披露真實、準確、完整、及時。公司治理的實際狀況符合《中國公司法》和中國證監會相關規定的要求。

報告期內公司治理的主要方面如下：

##### 1、關於股東與股東大會

公司能夠平等對待所有股東，充分尊重和維護股東利益，特別是中小股東享有的地位和充分行使自己的權利，保護其合法權益。確保股東對法律、行政法規所規定的公司重大事項享有知情權和參與決策權。按照《股東大會議事規則》的有關規定，能夠保證股東大會召集、召開合法、規範、有序，對關連交易的表決，按照有關規定採取相關人員迴避，做到關連交易能夠公開、公平、公正。

##### 2、關於董事與董事會

公司董事會由11名董事組成，其中獨立非執行董事4名，董事會下設戰略委員會、審計委員會、薪酬與考核委員會、提名委員會。報告期內各位董事能夠嚴格履行誠信與勤勉的義務；董事會嚴格按照法律、法規和《公司章程》的規定行使職權，確保公司規範運營；董事會議案能夠充分討論，科學、迅速和謹慎地作出決策；嚴格按照《公司章程》的規定程序選聘公司董事；根據《上市公司治理準則》的要求，公司按照《董事會議事規則》、《董事會專業委員會實施細則》和《獨立董事工作制度》的有關規定，充分發揮董事會專業委員會和四位獨立非執行董事的作用。

## Section 5 Corporate Governance

### 第五節 公司治理



#### I. Information on Corporate Governance

(Continued)

##### 3. Supervisors and the Supervisory Committee

The Supervisory Committee of the Company comprises three Supervisors, of whom one is the Supervisor for staff representative. The Supervisory Committee appointed one secretary for the Supervisory Committee. The Supervisory Committee of the Company is committed to being accountable to all Shareholders. Taking financial control as the core, the Supervisory Committee supervised the Directors, general managers and senior management officers of the Company to protect the safety of the assets of the Company, reduce financial risks and safeguard the legal interests of the Company and the Shareholders. The Supervisory Committee has the capacity to carry out extensive communication with Shareholders, staff and other stakeholders so as to ensure the launch of the supervisory work. "The Rules of Procedure for the Supervisory Committee" formulated by the Company facilitated the exercise of power of all Supervisors. The Supervisory Committee convened regular meetings and extraordinary meetings in strict compliance with the rules and procedures.

##### 4. Stakeholders

The Company can fully respect and protect the legal interests of stakeholders so as to achieve a coordinated balance among the interests of various parties including Shareholders, staff and the community for purposes of jointly facilitating the continuous and healthy development of the Company.

##### 5. Information disclosure and investor relations

The secretary to the Board was designated by the Company to be responsible for handling information disclosure, and receiving shareholders' visits and enquiries. The Company disclosed the relevant information in a true, accurate, complete and timely manner in accordance with the Listing Rules of the Shanghai Stock Exchange and the Stock Exchange to practicably ensure that investors will be able to obtain the relevant information equally.

The Company has always attached importance to communication with investors and has established various channels to disclose relevant information of the Company to investors in a timely manner and to respond to investors' comments. The existing communication policy includes, but not limited to, timely disclosure of relevant company news on websites such as the Stock Exchange, responding to investors' questions on the investor platform, organizing and receiving investor surveys and keeping relevant records. The Board has reviewed the effectiveness of the shareholders' communication policy. During the Reporting Period, the Company has received numerous telephone inquiries and offline surveys etc. from investors. Therefore, the Board considers that the implementation of the Shareholders' communication policy is effective.

Whether there are significant differences between corporate governance and the laws, administrative regulations and the provisions of the CSRC on the governance of the listed company; please indicate the reasons if there are significant differences

Applicable  Not applicable

#### 一、公司治理相關情況說明(續)

##### 3、關於監事和監事會

公司監事會由3名監事組成，其中1名職工代表監事。監事會聘任監事會秘書1名。公司監事會堅持對全體股東負責，以財務監督為核心，對公司董事、總經理及高級管理人員進行監督，保護公司資產安全，降低財務風險，維護公司和股東的合法權益；具有與股東、職工和其他利益相關者進行廣泛交流的能力，保證了監督工作的開展。公司制訂的《監事會議事規則》，更有利於各位監事行使職權。監事會嚴格按規則和程序召開定期會議和臨時會議。

##### 4、關於相關利益者

公司能夠充分尊重和維護相關利益者的合法權益，實現股東、員工、社會等各方利益的協調平衡，共同推動公司持續、健康發展。

##### 5、關於信息披露和投資者關係

公司指定董事會秘書負責信息披露工作，接待股東來訪和諮詢。公司按照上海證券交易所和聯交所《上市規則》的規定，真實、準確、完整、及時地披露有關信息，切實保證投資者能平等地獲得有關信息。

公司始終重視與投資者的溝通，通過建立不同渠道，及時向投資者披露公司相關資訊，回應投資者之意見。目前已有通訊政策包括但不限於：及時在交易所等網站披露公司相關動態，投資者平台回覆投資者相關問題，組織並接待投資者調研並保留相關記錄。董事會已檢討股東通訊政策的有效性。於報告期內，公司已多次接受投資者的電話諮詢和線下調研等，因此董事會認為股東通訊政策之實施屬有效。

公司治理與法律、行政法規和中國證監會關於上市公司治理的規定是否存在重大差異；如有重大差異，應當說明原因

適用  不適用



## Section 5 Corporate Governance

### 第五節 公司治理

#### II. Specific measures for ensuring the independence of the assets, personnel, finances, institutions and business of the Company, and the solutions, work progress and consequential work plans taken in response to the affected independence of the Company, that are taken by the controlling shareholders and actual controllers of the Company

Applicable  Not applicable

Whether the controlling shareholders, actual controllers and other units under their control are engaged in the same or similar business as the Company, and the impact of horizontal competition or major changes in horizontal competition on the Company, the measures taken, the solution progress and the consequential solution plan

Applicable  Not applicable

#### 二、公司控股股東、實際控制人在保證公司資產、人員、財務、機構、業務等方面獨立性的具體措施，以及影響公司獨立性而採取的解決方案、工作進度及後續工作計劃

適用  不適用

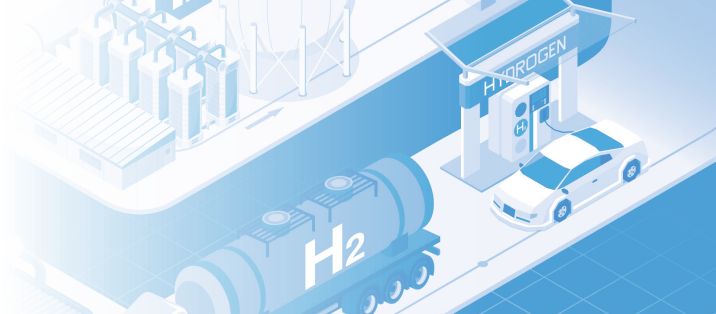
控股股東、實際控制人及其控制的其他單位從事與公司相同或者相近業務的情況，以及同業競爭或者同業競爭情況發生較大變化對公司的影響、已採取的解決措施、解決進展以及後續解決計劃

適用  不適用



# Section 5 Corporate Governance

## 第五節 公司治理



### III. Introduction to the General Meetings

### 三、股東大會情況簡介

Meeting 會議屆次	Date of holding 召開日期	Index for details on websites designated for publishing resolutions 決議刊登的指定網站的查詢索引	Date of disclosure of the resolutions 決議刊登的披露日期	Meeting resolution 會議決議
2022 Annual General Meeting	2023.6.16	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk)	2023.6.17	1. The full text and the summary of annual report for A shares and annual report for H shares of the Company for 2022 were considered and approved; 2. the 2022 work report of the Board of the Company were considered and approved; 3. the 2022 work report of the supervisory committee of the Company was considered and approved; 4. the 2022 audited financial reports of the Company was considered and approved; 5. the internal control audit report in the financial report of the Company for the year 2022 was considered and approved; ; 6. the 2022 work report of the independent non-executive directors of the Company was considered and approved; 7. the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor for the Company's 2022 financial reports and to propose at the general meeting to authorise the Board to sign an appointment agreement with it and determine its remuneration was considered and approved; 8. the reappointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor for the Company's 2023 internal control audit report of the financial report and to propose at the general meeting to authorise the Board to sign an appointment agreement with it and determine its remuneration was considered and approved; 9. the resolution of the Company not to distribute any profit for the year 2022 was considered and approved; 10. To consider and approve the resolution in relation to grant of general mandate to the board of directors to issue H shares by the Company. 11. To consider the resolution of the proposed amendments to the "Articles of Association"; 12. To consider the resolution on the remuneration of and the entering into of the written contracts with the Directors of the eleventh session of the board of directors of the Company; 13. To consider the resolution on the remuneration of and the entering into of the written contracts with the Supervisors of the eleventh session of the supervisory committee of the Company; 14.01. To consider the election of Mr. Zhang Jiheng as an executive director of the eleventh session of the board of directors of the Company; 14.02. To consider the election of Mr. Li Junjie as a non-executive director of the eleventh session of the board of directors of the Company; 14.03. To consider the election of Mr. Wu Yanzhang as a non-executive director of the eleventh session of the board of directors of the Company; 14.04. To consider the election of Mr. Zhou Yongjun as a non-executive director of the eleventh session of the board of directors of the Company; 14.05. To consider the election of Mr. Cheng Lei as a non-executive director of the eleventh session of the board of directors of the Company; 14.06. To consider the election of Mr. Man Huiyong as a non-executive director of the eleventh session of the board of directors of the Company; 14.07. To consider the election of Ms. Li Chunzhi as a non-executive director of the eleventh session of the board of directors of the Company; 15.01. To consider the election of Mr. Xiong Jianhui as an independent non-executive director of the eleventh session of the board of directors of the Company; 15.02. To consider the election of Mr. Zhao Xuguang as an independent non-executive director of the eleventh session of the board of directors of the Company; 15.03. To consider the election of Mr. Liu Jingtai as an independent non-executive director of the eleventh session of the board of directors of the Company; 15.04. To consider the election of Mr. Luan Dalong as an independent non-executive director of the eleventh session of the board of directors of the Company; 16.01. To consider the election of Mr. Tian Dongqiang as a supervisor of the eleventh session of the supervisory committee of the Company; 16.02. To consider the election of Mr. Li Zhe as a supervisor of the eleventh session of the supervisory committee of the Company;
2022年年度股東大會	2023.6.16	上交所網站 (www.sse.com.cn)及聯交所披露易網站 (www.hkexnews.hk)	2023.6.17	1、審議公司2022年A股年度報告全文及摘要、H股年度報告；2、審議公司2022年度董事會工作報告；3、審議公司2022年度監事會工作報告；4、審議公司2022年度經審計的財務報告；5、審議公司2022年度財務報告內部控制審計報告；6、審議公司2022年度獨立非執行董事述職報告；7、審議續聘信永中和會計師事務所(特殊普通合伙)為公司2023年財務報告的審計機構，並提請股東大會授權董事會負責與其簽署聘任協議以及決定其酬金事項；8、審議續聘大華會計師事務所(特殊普通合伙)為公司2023年財務報告內部控制審計報告的審計機構，並提請股東大會授權董事會與其簽署聘任協議以及決定其酬金事項；9、審議公司2022年度不進行利潤分配的議案；10、審議批准關於授予董事會發行H股一般性授權的議案；11、審議建議修訂《公司章程》的議案；12、審議第十一屆董事會董事報酬及訂立書面合同的議案；13、審議第十一屆監事會監事報酬及訂立書面合同的議案；14.01、審議選舉張繼恒先生為公司第十一屆董事會執行董事；14.02、審議選舉李俊杰先生為公司第十一屆董事會非執行董事；14.03、審議選舉吳燕璋先生為公司第十一屆董事會非執行董事；14.04、審議選舉周永軍先生為公司第十一屆董事會非執行董事；14.05、審議選舉成磊先生為公司第十一屆董事會非執行董事；14.06、審議選舉滿會勇先生為公司第十一屆董事會非執行董事；14.07、審議選舉李春枝女士為公司第十一屆董事會非執行董事；15.01、審議選舉熊建輝先生為公司第十一屆董事會獨立非執行董事；15.02、審議選舉趙旭光先生為公司第十一屆董事會獨立非執行董事；15.03、審議選舉劉景泰先生為公司第十一屆董事會獨立非執行董事；15.04、審議選舉樂大龍先生為公司第十一屆董事會獨立非執行董事；16.01、審議選舉田東強先生為公司第十一屆監事會監事；16.02、審議選舉李哲先生為公司第十一屆監事會監事。

### III. Introduction to the General Meetings (Continued) 三、股東大會情況簡介(續)

Meeting 會議屆次	Date of holding 召開日期	Index for details on websites designated for publishing resolutions 決議刊登的指定網站的查詢索引	Date of disclosure of the resolutions 決議刊登的披露日期	Meeting resolution 會議決議
First Extraordinary General Meeting of 2023 2023年第一次 臨時股東大會	2023.11.13	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk) 上交所網站 (www.sse.com.cn)及 聯交所披露易網站 (www.hkexnews.hk)	2023.11.14	1. To consider the "Resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its Summary of the Company"; 2. To consider the "Resolution in relation to the 2023 Restricted Share Grant Scheme of the Company"; 3. To consider the "Resolution in relation to the 2023 Restricted Share Management Measures of the Company"; 4. To consider the "Resolution in relation to the Request to the General Meeting on the Proposed Authorization to the Board to Handle the Relevant Matters related to the Restricted Share Incentive Scheme" 1、審議《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》；2、審議《關於公司2023年限制性股票授予方案的議案》；3、審議《關於公司2023年限制性股票管理辦法的議案》；4、審議《關於提請股東大會授權董事會辦理限制性股票激勵計劃相關事宜的議案》。
First A Share Class Meeting of 2023 2023年第一次 A股類別股東大會	2023.11.13	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk) 上交所網站 (www.sse.com.cn)及 聯交所披露易網站 (www.hkexnews.hk)	2023.11.14	1. To consider the "Resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its Summary of the Company"; 2. To consider the "Resolution in relation to the 2023 Restricted Share Grant Scheme of the Company"; 3. To consider the "Resolution in relation to the 2023 Restricted Share Management Measures of the Company"; 4. To consider the "Resolution in relation to the Request to the General Meeting on the Proposed Authorization to the Board to Handle the Relevant Matters related to the Restricted Share Incentive Scheme" 1、審議《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》；2、審議《關於公司2023年限制性股票授予方案的議案》；3、審議《關於公司2023年限制性股票管理辦法的議案》；4、審議《關於提請股東大會授權董事會辦理限制性股票激勵計劃相關事宜的議案》。
First H Share Class Meeting of 2023 2023年第一次 H股類別股東大會	2023.11.13	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk) 上交所網站 (www.sse.com.cn)及 聯交所披露易網站 (www.hkexnews.hk)	2023.11.14	1. To consider the "Resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its Summary of the Company"; 2. To consider the "Resolution in relation to the 2023 Restricted Share Grant Scheme of the Company"; 3. To consider the "Resolution in relation to the 2023 Restricted Share Management Measures of the Company"; 4. To consider the "Resolution in relation to the Request to the General Meeting on the Proposed Authorization to the Board to Handle the Relevant Matters related to the Restricted Share Incentive Scheme" 1、審議《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》；2、審議《關於公司2023年限制性股票授予方案的議案》；3、審議《關於公司2023年限制性股票管理辦法的議案》；4、審議《關於提請股東大會授權董事會辦理限制性股票激勵計劃相關事宜的議案》。

#### Shareholders of preferred shares with recovered voting rights request to convene an extraordinary general meeting

Applicable  Not applicable

#### Descriptions on general meetings

Applicable  Not applicable

#### 表決權恢復的優先股股東請求召開臨時股東大會

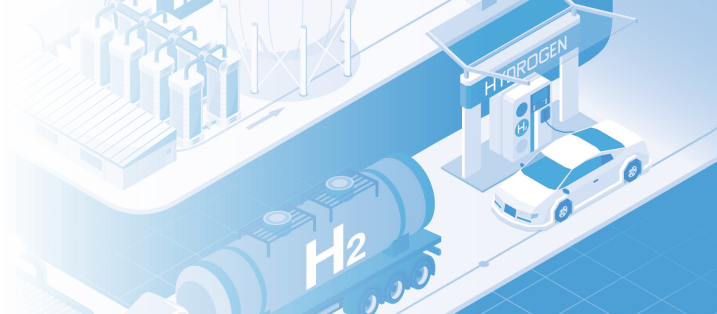
適用  不適用

#### 股東大會情況說明

適用  不適用

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and Senior Management Officers during the Reporting Period

√ Applicable □ Not applicable

#### 四、董事、監事和高級管理人員的情況

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況

√ 適用 □ 不適用

Unit: share  
單位：股

Name	Position	Gender	Age	Date of appointment	Date of expiry of office	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Change in the number of shares held in the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB'000)	Whether receiving compensation from related parties of the Company or not
姓名	職務	性別	年齡	任期起始日期	任期終止日期	年初持股數	年末持股數	年度內股份增減變動量	增減變動原因	報告期內從公司獲得的稅前報酬總額 (人民幣萬元)	是否在 公司關聯方 獲取報酬
Li Junjie 李俊杰	Chairman 董事長	Male 男	46	2023-04-28	2026-06-16	0	0	0	-	0	Yes 是
	Non-executive Director 非執行董事		46	2023-04-28	2026-06-16	0	0	0	-	0	是
Zhang Jiheng	Executive Director	Male	49	2017-06-26	2026-06-16	0	150,000	150,000	Completion of first grant of 2023 Restricted Share Incentive Scheme	66.73	No
張繼恒	執行董事	男	49	2017-06-26	2026-06-16	0	150,000	150,000	2023年限制性股票激勵計劃完成授予	66.73	否
	General manager 總經理			2023-04-28	2026-06-16						
Wu Yanzhang 吳燕璋	Non-executive Director 非執行董事	Male 男	60	2019-09-09	2026-06-16	0	0	0	-	0	Yes 是
Zhou Yongjun 周永軍	Non-executive Director 非執行董事	Male 男	57	2023-06-16	2026-06-16	0	0	0	-	0	Yes 是
Cheng Lei 成磊	Non-executive Director 非執行董事	Male 男	43	2023-06-16	2026-06-16	0	0	0	0	0	Yes 是
Man Huiyong 滿會勇	Non-executive Director 非執行董事	Male 男	46	2022-02-24	2026-06-16	0	0	0	-	0	Yes 是
Li Chunzhi 李春枝	Non-executive Director 非執行董事	Female 女	47	2016-06-26	2026-06-16	0	0	0	-	0	Yes 是
Xiong Jianhui 熊建輝	Independent non-executive Director 獨立非執行董事	Male 男	49	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Zhao Xuguang 趙旭光	Independent non-executive Director 獨立非執行董事	Male 男	45	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Liu Jingtai 劉景泰	Independent non-executive Director 獨立非執行董事	Male 男	60	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Luan Dalong 樂大龍	Independent non-executive Director 獨立非執行董事	Male 男	60	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Tian Dongqiang 田東強	Chairman of Supervisory Committee 監事會主席	Male 男	58	2020-09-21	2026-06-16	0	0	0	-	0	Yes 是
Li Zhe 李哲	Supervisor 監事	Male 男	58	2017-06-26	2026-06-16	0	0	0	-	54.93	No 否
Wen Jinhua 文金花	Supervisor 監事	Female 女	45	2020-06-09	2026-06-16	0	0	0	-	32.88	No 否

## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

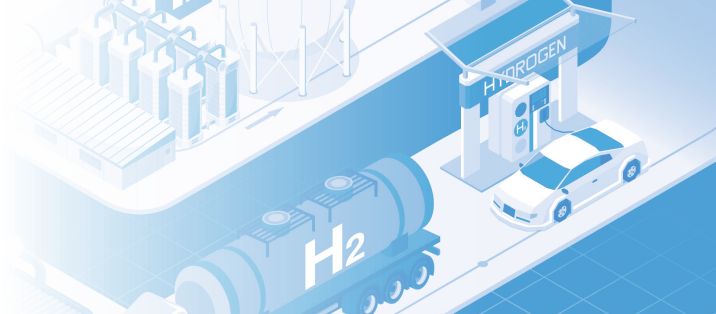
##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name	Position	Gender	Age	Date of appointment	Date of expiry of office	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Change in the number of shares held in the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB0'000)	Whether receiving compensation from related parties of the Company or not
姓名	職務	性別	年齡	任期起始日期	任期終止日期	年初持股數	年末持股數	年度內股份增減變動量	增減變動原因	報告期內從公司獲得的稅前報酬總額(人民幣萬元)	是否在公司關聯方獲取報酬
Feng Yongmei	Chief accountant	Female	45	2021-10-28	2026-06-16	0	100,000	100,000	Completion of first grant of 2023 Restricted Share Incentive Scheme	56.90	No
馮永梅	總會計師	女	45	2021-10-28	2026-06-16	0	100,000	100,000	2023年限制性股票激勵計劃完成授予	56.90	否
Shi Fengwen	Chief engineer	Male	53	2015-10-23	2026-06-16	0	100,000	100,000	Completion of first grant of 2023 Restricted Share Incentive Scheme	54.93	No
石鳳文	總工程師	男	53	2015-10-23	2026-06-16	0	100,000	100,000	2023年限制性股票激勵計劃完成授予	54.93	否
Li Xianzhe	General counsel	Male	38	2022-01-19	2026-06-16	0	100,000	100,000	Completion of first grant of 2023 Restricted Share Incentive Scheme	52.41	No
李銜哲	總法律顧問	男	38	2022-01-19	2026-06-16	0	100,000	100,000	2023年限制性股票激勵計劃完成授予	52.41	否
Luan Jie	Secretary to the Board	Male	43	2016-11-08	2026-06-16	0	100,000	100,000	Completion of first grant of 2023 Restricted Share Incentive Scheme	57.72	No
樂杰	董事會秘書	男	43	2016-11-08	2026-06-16	0	100,000	100,000	2023年限制性股票激勵計劃完成授予	57.72	否
Wang Jun	Chairman (Resigned)	Male	53	2015-12-11	2023-04-28	0	0	0	-	0	Yes
王軍	董事長(離任)	男	53	2015-12-11	2023-04-28	0	0	0	-	17.43	No
Li Junjie	General Manager (Resigned)	Male	46	2014-06-26	2023-04-28	0	0	0	-	-	No
李俊杰	總經理(離任)	男	46	2014-06-26	2023-04-28	0	0	0	-	-	否
	Executive Director (Resigned)			2014-06-26	2023-06-16						
	執行董事(離任)			2014-06-26	2023-06-16						
Xia Zhonghua	Non-executive Director (Resigned)	Male	60	2014-06-26	2023-06-16	0	0	0	-	0	No
夏中華	非執行董事(離任)	男	60	2014-06-26	2023-06-16	0	0	0	-	0	否
Total	/	/	/	/	/	0	550,000	550,000	/	425.93	/
合計	/	/	/	/	/	0	550,000	550,000	/	425.93	/



## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

Note:

- (1) Executive Directors (except the Chairman of the Board) do not receive directors' emoluments, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Directors). Chairman and non-executive Directors do not receive emoluments and Supervisors do not receive supervisors' emoluments in the Company, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Supervisors).
- (2) During the Reporting Report, pursuant to the 2023 Restricted Share Incentive Scheme of the Company, on 28 December 2023, Mr. Zhang Jiheng, a Director of the Company was granted 150,000 restricted shares, Ms. Feng Yongmei, Mr. Shi Fengwen, Mr. Li Xianzhe, each of the senior management officers and Mr. Luan Jie, the secretary to the Board were granted 100,000 restricted shares, respectively.
- (3) Save as disclosed above, during the Reporting Period, no Directors, Supervisors and senior management of the Company hold any interests and short positions in the shares, underlying shares and debentures of the Company.
- (4) Mr. Wang Jun, Mr. Li Junjie and Mr. Xia Zhonghua, each of the resigned Directors did not receive remuneration in the Company during the Reporting Period.

Name 姓名	Main work experiences 主要工作經歷
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Li Junjie	Chinese, male, aged 46, is a bachelor's degree holder in Economics and EMBA. Mr. Li was an accountant of finance department, salesman of marketing department, deputy secretary and secretary of the Committee of Communist Youth League, deputy manager of human resources department, secretary to the board, deputy general manager, deputy party secretary and general manager in Beijing Tianhai Industry Co., Ltd. He was an executive director of the seventh session, eighth session, ninth session and tenth session of the Board of the Company since 16 December 2013, and was appointed as the general manager of the Company from 26 June 2014 to 11 December 2015, and from 25 April 2017 to 28 April 2023. He is currently the deputy general manager of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the chairman of Beijing Tianhai Industry Co., Ltd. and the non-executive director and chairman of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
李俊杰	中國國籍，男，46歲，經濟學學士，工商管理碩士；李先生曾任北京天海工業有限公司財務部會計、市場部業務員、團委副書記、團委書記、人力資源部副部長、董事會秘書、副總經理、黨委副書記、總經理。2013年12月16日起任本公司第七屆董事會執行董事、第八屆董事會執行董事、第九屆董事會執行董事、第十屆董事會執行董事，2014年6月26日至2015年12月11日及2017年4月25日至2023年4月28日任公司總經理。現任北京京城機電控股有限責任公司副總經理，北京天海工業有限公司董事長，北京京城機電股份有限公司第十一屆董事會非執行董事、董事長。

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

備註：

- (1) 執行董事(除董事長外)不領取董事袍金，但有權根據各自在本公司及附屬公司所任職務(除董事職務外)領取薪酬。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬。
- (2) 報告期內，根據公司2023年限制性股票激勵計劃，於2023年12月28日公司董事張繼恒先生被授予150,000股限制性股票，高級管理人員馮永梅女士、石鳳文先生、李銑哲先生及董事會秘書樂杰先生分別被授予100,000股限制性股票。
- (3) 除上述所披露者外，報告期內本公司董事、監事、高級管理人員沒有持有本公司股份、相關股份及債券的權益及淡倉。
- (4) 離任董事王軍先生、李俊杰先生及夏中華先生於報告期內均不在公司領取薪酬。

## IV. Directors, Supervisors and Senior Management Officers (Continued)

## (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

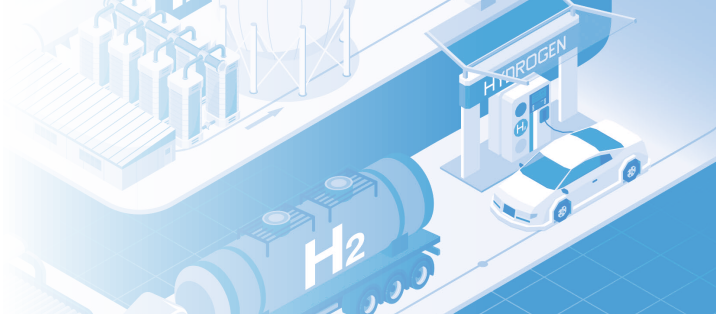
## 四、董事、監事和高級管理人員的情況(續)

## (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Zhang Jiheng 張繼恒	Chinese, male, aged 49. Mr. Zhang is the holder of a bachelor's degree and a senior engineer. Mr. Zhang served as a technician and the head of the first production division, deputy minister of the production department, assistant of general manager, minister of the supply department and deputy general manager of Beijing Tianhai Industry Co., Ltd., the general manager of Langfang Tianhai High Pressure Container Co., Ltd.* (廊坊天海高壓容器有限公司), the general manager of Beijing Minghui Tianhai Gas Storage Equipment Sales Co., Ltd.* (北京明暉天海氣體儲運裝備銷售有限公司) and the executive director, general manager of the tenth session of the Board of the Beijing Jingcheng Machinery Electric Company Limited. He is currently the Party secretary, vice chairman and general manager of Beijing Tianhai Industry Co., Ltd. He is an executive director and the general manager of the eleventh session of the board of directors of Beijing Jingcheng Machinery Electric Company Limited.
Wu Yanzhang	Chinese, male, aged 60. He obtained a bachelor's degree in Machinery Manufacturing Management at Hefei University of Technology and is a postgraduate of EMBA at China Europe International Business School. Mr. Wu served as the dispatcher of the production department, the deputy department head, assistant to factory head, the director of office and the director of the new office of Beijing No. 1 Machine Tool Plant* (北京第一機床廠), the sino general manager of OKUMA-BYJC (Beijing) Machine Tool Co. Ltd* (北一大隈(北京)機床有限公司), the deputy director of office, the director of communications office, the director of office, the head of legal department, the head of non-financial corporate management department and the head of asset management department and strategy and investment department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., secretary of the party committee of Beijing Crane Factory, director of Beijing Jingcheng Machinery Electric Asset Management Co., Ltd., director and chairman of Beijing Xihai Industrial and Trading Company, chairman of Beijing Zhongdu Electric Co., Ltd., director and the general manager of Jingcheng Compressor Co., Ltd., and the non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. Currently, he is head of investment and development department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
吳燕璋	中國國籍，男，60歲，合肥工業大學機械製造管理工程學學士，中歐國際工商管理學院研究生。吳先生曾任北京第一機床廠生產處調度員、副處長、廠長助理、辦公室主任、新建辦主任；北一大隈(北京)機床有限公司中方總經理；北京京城機電控股有限責任公司辦公室副主任、信訪辦主任、辦公室主任、法務部部長、非經企業管理部部長、資產管理部部長、戰略與投資部部長；北京起重機器廠黨委書記；北京京城機電資產管理有限責任公司董事；北京西海工貿公司董事、董事長；北京中都電器有限公司董事長、北京京城壓縮機有限公司董事、總經理，北京京城機電股份有限公司第十屆董事會非執行董事。現任北京京城機電控股有限責任公司投資發展部部長，北京京城機電股份有限公司第十一屆董事會非執行董事。
Zhou Yongjun	Chinese, male, Han ethnicity, aged 57. He obtained an EMBA from Cheung Kong Graduate School of Business. Mr. Zhou served as the head of strategy and operation management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the secretary of the party branch and general manager of Beijing Jingcheng Electric Co., Ltd.* (北京京城電氣有限公司), the head of strategy and operation department (safety and environmental protection department), and the vice chairman of the labor union of Beijing Jingcheng Machinery Electric Holding Co., Ltd. Currently, he is head of technology and information department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
周永軍	中國國籍，男，漢族，57歲，長江商學院EMBA。周先生曾擔任北京京城機電控股有限責任公司戰略與運營管理部部長，北京京城電氣有限公司黨支部書記、總經理，北京京城機電控股有限責任公司戰略運營部(安全環保部)部長，北京京城機電控股有限責任公司工會副主席。現任北京京城機電控股有限責任公司科技信息部部長，北京京城機電股份有限公司第十一屆董事會非執行董事。

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Cheng Lei	Chinese, male, Han ethnicity, aged 43. He obtained an MBA from Business School University of International Business and Economics. Mr. Cheng served as the deputy general manager of Beijing Jingcheng Zhongao Elevator Co., Ltd.* (北京京城中興電梯有限責任公司), the deputy general manager of Beijing Jingcheng Taichang Machinery Co., Ltd.* (北京京城泰昌機械有限公司中方), the deputy general manager of Beijing Jingcheng Electrical Engineering Co., Ltd., the head of human resources department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the secretary of the party branch, general manager and director of Beijing Jingcheng International Financial Leasing Co., Ltd.. Currently, he is head of the organization department (human resources department) of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the director of Beijing Jingcheng International Financial Leasing Co., Ltd., and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
成磊	中國國籍，男，漢族，43歲，對外經貿大學國際商學院MBA。成先生曾擔任北京京城中興電梯有限責任公司副總經理，北京京城泰昌機械有限公司中方副總經理，北京京城電氣工程有限責任公司副總經理，北京京城機電控股有限責任公司人力資源部部長，北京京城國際融資租賃有限公司黨支部書記、總經理、董事。現任北京京城機電控股有限責任公司組織部(人力資源部)部長，北京京城國際融資租賃有限公司董事，北京京城機電股份有限公司第十一屆董事會非執行董事。
Man Huiyong	Chinese, male, Han ethnicity, aged 46, has a bachelor's degree in management and is an accountant. Mr. Man once served as the director of the financial management center of the finance department, the deputy director of the comprehensive budget management office of the planning department, the deputy director of the asset financial management department, the director of the asset financial management department, the deputy chief accountant, the chief accountant and the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd.* (北京北重汽輪電機有限責任公司), and he is currently the director of the audit centre of Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司) and director of the Beijing Jingcheng Machinery Electric Company Limited*(北京京城機電股份有限公司), the director of Beijing Huade Hydraulic Industry Group Co., Ltd.* (北京華德液壓工業集團有限責任公司), director of Japan Jingcheng Industry Co., Ltd.* (日本京城工業株式會社), director of Beijing Heavy Motor Factory Co., Ltd.* (北京重型電機廠有限責任公司), director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd.* (北京北重汽輪電機有限責任公司), director of Beijing Peitian Technology Co., Ltd.* (北京配天技術有限公司), supervisor of AVIC Maite Powder Metallurgy Technology (Beijing) Co., Ltd.* (中航邁特粉冶科技(北京)有限公司), supervisor of Beijing Hongda Rixin Motor Co., Ltd.* (北京宏達日新電機有限公司).
滿會勇	中國國籍，男，漢族，46歲，管理學學士，會計師。滿先生曾任北京北重汽輪電機有限責任公司財務管理中心主任、企劃部全面預算管理室副主任、資產財務管理部副部長、資產財務管理部部長、副總會計師、總會計師、董事。現任北京京城機電控股有限責任公司審計中心主任、北京京城機電股份有限公司董事、北京華德液壓工業集團有限責任公司董事、日本京城工業株式會社董事、北京重型電機廠有限責任公司董事、北京北重汽輪電機有限責任公司董事、北京配天技術有限公司董事、中航邁特粉冶科技(北京)有限公司監事、北京宏達日新電機有限公司監事。
Li Chunzhi	Chinese, female, aged 47. She is the holder of a MBA degree and a middle-grade economist. Ms. Li served as the manager of translation and project of Beijing Mechanical Industry Automation Research Institute, product manager of product service department of Beijing Century Yinghua Information Technology Co., Ltd.* (北京世紀盈華資訊技術有限公司) and investment management manager and vice department head of the strategic and investment department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She is the vice department head of the investment asset and management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., vice general manager of Beijing Jingcheng Machinery Electric Industrial Investment Co., Ltd.* (北京京城機電產業投資有限公司), and the non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. She is currently the supervisor of Beijing Jingcheng Intelligent Technology Co., Ltd., and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
李春枝	中國國籍，女，47歲，工商管理碩士，中級經濟師。李女士曾任北京機械工業自動化研究所翻譯、項目經理；北京世紀盈華信息技術有限公司產品服務部產品經理；北京京城機電控股有限責任公司戰略與投資部投資管理主管、副部長；北京京城機電控股有限責任公司投資資產管理部副部長；北京京城機電產業投資有限公司副總經理；北京京城機電股份有限公司第十屆董事會非執行董事。現任北京京城智能科技有限公司監事，北京京城機電股份有限公司第十一屆董事會非執行董事。

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

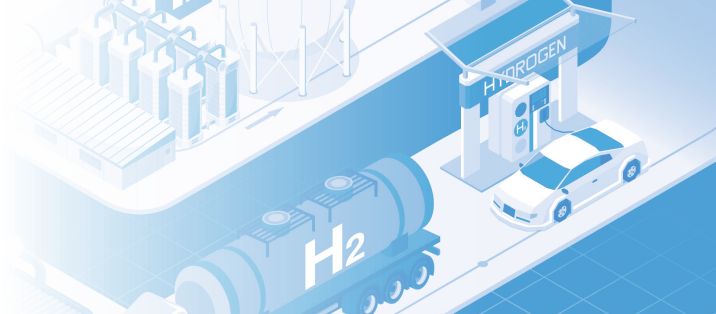
##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Xiong Jianhu 熊建輝	Chinese, male, aged 49. He is a certified public accountant and a certified public valuer. Mr. Xiong has worked in Nanchang Municipal Engineering Management Office, Zhonglei Certified Public Accountants, Crowe Horwath Certified Public Accountants and he was the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently a partner of WUYIGE Certified Public Accountants LLP and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，49歲，註冊會計師、註冊資產評估師。熊先生曾就職於南昌市政工程管理處，中磊會計師事務所，國富浩華會計師事務所，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任大信會計師事務所(特殊普通合夥)合夥人，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Zhao Xuguang 趙旭光	Chinese, male, aged 45. He obtained a doctoral degree in law from Renmin University of China. Mr. Zhao was an associate professor, an assistant to the dean of the School of Humanities and Social Sciences, the person in charge of undergraduate and master programs of law in North China Electric Power University, and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently the deputy dean, professor, and tutor of master programs of the School of Humanities and Social Sciences in North China Electric Power University; he is also a director of the Legal Writing Association of China Law Society, the executive vice president of the Beijing Legal Negotiation Society, and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，45歲，中國人民大學法學博士。趙先生曾任華北電力大學副教授、人文與社會科學學院院長助理、法學學科暨碩士點負責人，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任華北電力大學人文與社會科學學院副院長、教授、碩士生導師，中國法學會法律文書學研究會理事、北京法律談判研究會常務副會長，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Liu Jingtai 劉景泰	Chinese, male, aged 60. He obtained a doctoral degree in engineering from Nankai University. Mr. Liu was an associate professor of Nankai University, the deputy director of the Institute of Robotics and Information Automation of Nankai University, external director of Tianjin Zhonghuan Electronic Information (Group) Co., Ltd. and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently a professor and tutor of doctoral programs of the School of Artificial Intelligence of Nankai University, director of the Institute of Robotics and Information Automation of Nankai University, and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，60歲，南開大學工學博士。劉先生曾任南開大學副教授，南開大學機器人與信息自動化研究所副所長，天津中環電子信息集團有限公司外部董事，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任南開大學人工智能學院教授，博士生導師，南開大學機器人與信息自動化研究所所長，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Luan Dalong 樂大龍	Chinese, male, aged 60. He obtained a doctoral degree in management science and engineering from Northwestern Polytechnical University. Mr. Luan Dalong was a researcher at the Academy of Military Science and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently an independent director of Aerospace Hi-Tech Holding Group Co., Ltd., Hunan Valin Cable Co., Ltd.,* (湖南華菱線纜股份有限公司), Beijing Tianma Intelligent Control Technology Co., Ltd.* (北京天瑪智控科技股份有限公司), and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，60歲，西北工業大學管理科學與工程博士。樂大龍先生曾就任軍事科學院研究員，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任航天科技控股集團股份有限公司獨立董事，湖南華菱線纜股份有限公司獨立董事，北京天瑪智控科技股份有限公司獨立董事，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。





IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Tian Dongqiang 田東強	Chinese, male, aged 58. He is a professor level senior engineer. Mr. Tian graduated from the School of Energy and Power Engineering of Xi'an Jiaotong University, majoring in thermal turbines, and from the Business School of Renmin University of China, majoring in EMBA. Mr. Tian is an expert entitled to special government allowance from the State Council. Mr. Tian was the chief engineer and deputy general manager of Beijing BEIZHONG Steam Turbine Generator Co., Ltd., and the general manager, party secretary, director and chairman of the board of Beijing Jingcheng New Energy Co., Ltd., and a supervisor and the chairman of the tenth session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. He is currently a despatched supervisor of the board and supervisory office of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and the supervisor and chairman of the eleventh session of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，58歲，教授級高級工程師。田先生畢業於西安交通大學能源與動力工程系熱力渦輪機專業、中國人民大學商學院EMBA專業。享受國務院政府津貼專家。曾任北京北重汽輪電機有限責任公司總工程師、副總經理，北京京城新能源有限公司總經理、黨委書記、董事、董事長，北京京城機電股份有限公司第十屆監事會監事、主席。現任北京京城機電控股有限責任公司董監事辦公室外派監事，北京京城機電股份有限公司第十一屆監事會監事、主席。
Li Zhe 李哲	Chinese, male, aged 58. He is an engineer with a bachelor's degree in engineering. Mr. Li had served as the technician, monitor, director, deputy director of the production department, director, assistant to general manager and deputy general manager of Beijing Tianhai Industry Co., Ltd., the general manager and chairman of the board of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd., deputy party secretary and secretary of the discipline inspection commission of Beijing Tianhai Industry Co., Ltd., supervisor of Shanghai Tianhai High Pressure Containers Co., Ltd., and supervisor of Langfang Tianhai High Pressure Containers Co., Ltd., and a supervisor of the tenth session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. He is currently the deputy party secretary and chairman of labour union of Beijing Tianhai Industry Co., Ltd., and a supervisor of the eleventh session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，58歲，工學學士、工程師。李先生曾任北京天海工業有限公司生產一處技術員、班長、處長、生產部副部長、部長、總經理助理、副總經理，北京明輝天海氣體儲運裝備銷售有限公司總經理、董事長；北京天海工業有限公司黨委副書記、紀委書記；上海天海高壓容器有限公司監事；廊坊天海高壓容器有限公司監事，北京京城機電股份有限公司第十屆監事會監事。現任北京天海工業有限公司黨委副書記、工會主席，北京京城機電股份有限公司第十一屆監事會監事。
Wen Jinhua 文金花	Chinese, female, aged 45. She has a bachelor's degree in engineering and is a political engineer. Ms. Wen served as the deputy division head of the technology department, secretary to the general branch of the Communist Youth League and head of personnel of Beijing Modern Jingcheng Construction Machinery Co., Ltd*. (北京現代京城工程機械有限公司), the head of integrated management department and secretary to the board of directors of Beijing Jingcheng Nagano Construction Machinery Company Limited* (北京京城長野工程機械有限公司), the listing management director of the securities department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the deputy head of the human resources department of Beijing Tianhai Industry Co., Ltd. and a supervisor of the tenth session of supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. She currently serves as a member of female employees committee of the labor union of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and director of the work department of the Party group, the vice chairman of the labor union, director of the female employees committee, secretary to the Party group and the Party branch of Beijing Tianhai Industry Co., Ltd., supervisor of Qingdao BYTQ United Digital Intelligence Co., Ltd., and a supervisor of the eleventh session of supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，女，45歲，工學學士，政工師。文女士曾任北京現代京城工程機械有限公司技術部副科長、團總支書記、人事科長；北京京城長野工程機械有限公司綜合管理部部長、董事會秘書；北京京城機電控股有限責任公司證券部上市管理主管；北京天海工業有限公司人力資源部副部長；北京京城機電股份有限公司第十屆監事會監事。現任北京京城機電控股有限責任公司工會女工委員會委員，北京天海工業有限公司黨群工作部部長、工會副主席、女工委員會主任、黨群黨支部書記、青島北洋天青數聯智能有限公司監事、北京京城機電股份有限公司第十一屆監事會監事。

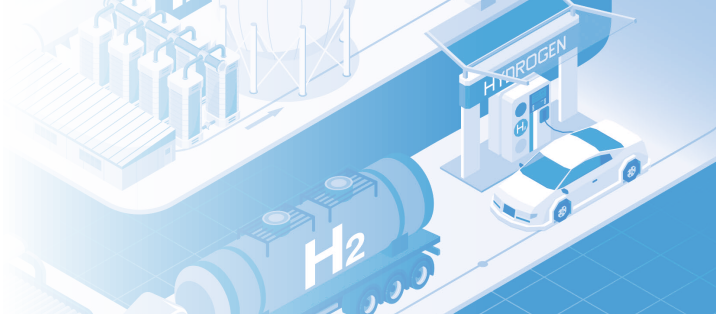
### IV. Directors, Supervisors and Senior Management Officers (Continued)

#### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

### 四、董事、監事和高級管理人員的情況(續)

#### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Feng Yongmei 馮永梅	Chinese, female, aged 45, holds a master's degree in accounting and is a certified public accountant, senior accountant and lecturer. Ms. Feng served as an accountant at Suzhou Wuzhong District Housing Construction and Development Corporation* (蘇州市吳中區房屋建設開發總公司), a teacher at Nanjing Audit University* (南京審計學院), an auditor at Reanda Certified Public Accountants, a financial controller at CIFCO Group Co., Ltd.* (中期集團有限公司), a financial manager at Beijing Machinery & Electricity Institute Machine Tool Co., Ltd.* (北京機電院機床有限公司), the head of finance department and chief accountant at Beiren Group Corporation (北人集團公司). She currently serves as the chief financial officer at Beijing Tianhai Industry Co., Ltd. and the chief accountant (financial controller) of Beijing Jingcheng Machinery Electric Company Limited.
Shi Fengwen 石鳳文	Chinese, male, aged 53, is a chief engineer with a bachelor's degree in engineering. Mr. Shi was an assistant engineer, engineer, vice department head and department head of the technical department, deputy chief engineer, vice director of the technology and quality department, manager representative, assistant to general manager, director of the technical department, director of the technology and quality department at Beijing Tianhai Industry Co., Ltd.. Currently, he is the chief engineer and director of new product development department of Beijing Tianhai Industry Co., Ltd., and chief engineer of Beijing Jingcheng Machinery Electric Company Limited.
Li Xianzhe 李銑哲	Chinese, male, aged 38, has a bachelor's degree in management from China University of Geosciences (Beijing), and a master's degree in civil and commercial law from Beijing University of Chemical Technology, a holder of legal professional qualification, enterprise legal consultant practice qualification and securities practice qualification. Mr. Li used to be the legal specialist and the deputy director of the audit legal sector of the Printing Machine Business Department of Beiren Group Corporation (北人集團公司), the clerk, deputy chief clerk of Beijing Miyun Commission for Discipline Inspection, and the deputy director of the Case Supervision and Administration Office. He is now the general counsel of Beijing Tianhai Industry Co., Ltd. and Beijing Jingcheng Machinery Electric Company Limited.
Luan Jie 樂杰	Chinese, male, aged 43, has a bachelor's degree in law. Mr. Luan was an officer in the legal department of Beijing Chaopi Trading Co., Ltd.* (北京朝批商貿股份有限公司), a lawyer in Beijing Jingdu Law Firm, deputy manager in legal and securities department, officer and secretary to the board of directors of Beijing Jingkelong Co., Ltd.* (北京京客隆商業集團股份有限公司), chief legal officer of Golden Harvest (Beijing) Cinema Management Consultancy Co., Ltd.. He has been the secretary to the Board of the Company since 18 November 2016. Currently, he is the secretary to the Board of Beijing Jingcheng Machinery Electric Company Limited.



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

As at the date of this report, the Company is not aware of any change in the information of director, supervisor or chief executive required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

During the Reporting Period, the Company was in compliance with the code provisions stipulated in the “Corporate Governance Code” as set out in Appendix C1 of the Listing Rules.

During the Reporting Period, the Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” as set out in Appendix C3 of the Listing Rules.

For the purposes of preparation for this report, the Company has enquired all the Directors specifically and all of them have confirmed with the Company that they have completely complied with the “Model Code for Securities Transactions by Directors of Listed Issuers” during the Reporting Period. The Company has received the statement regarding the confirmation of independence submitted by the four independent non-executive Directors pursuant to the requirements of Rule 3.13 of the Listing Rules, and the Board considers that the said four independent non-executive Directors are independent.

During the Reporting Period, the newly appointed Directors Mr. Zhou Yongjun and Mr. Cheng Lei had both obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 16 June 2023, and confirmed that they understood their obligations as a director of the Company.

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

於本報告日期，據本公司所知，概無根據上市規則第13.51B(1)條須予披露的任何董事、監事或最高行政人員資料變更。

於報告期內，本公司已遵守上市規則附錄C1《企業管治守則》列載的規定。

於報告期內，本公司已採納上市規則附錄C3《上市發行人董事進行證券交易的標準守則》。

本公司已為準備本報告的目的向所有董事做出特定查詢，所有董事已向本公司確認，在本報告期內其已完全遵守《上市發行人董事進行證券交易的標準守則》。本公司收到四名獨立非執行董事按照上市規則第3.13條之要求提交的獨立性確認聲明書，本公司董事會認為四名獨立非執行董事均具有獨立性。

於報告期內，新任董事周永軍先生及成磊先生均於2023年6月16日取得上市規則第3.09D條所述的法律意見，並確定明白其作為本公司董事的責任。

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

Other information

Applicable  Not applicable

- On 28 April 2023, the Board of the Company received written resignation applications from Mr. Wang Jun, chairman of the Board, and Mr. Li Junjie, general manager of the Company. Due to job changes, Mr. Wang Jun tendered his resignation from the positions of executive director and chairman of the Board of the Company, member and convener of the Strategy Committee of the Board, member of the Remuneration and Monitoring Committee of the Board, and he will not take up any positions of the Company after his resignation. The number of Board members will not fall below the minimum quorum of convening Board meetings due to Mr. Wang's resignation and the normal operation of the Board is ensured. Mr. Li Junjie tendered his resignation from the positions of general manager of the Company and member of the Nomination Committee due to job changes. The Board fully respects the decisions of Mr. Wang Jun and Mr. Li Junjie, and has accepted their resignations which took effect from 28 April 2023. The twelfth meeting of the tenth session of the Board of the Company was convened on 28 April 2023, and the "Resolution on the Change of Chairman of the Board of the Company", the "Resolution on the Appointment of the General Manager by the Company" and the "Resolution on the By-election of Members and Conveners of each of the Special Committee of the Tenth Session of the Board of the Company" were considered and approved, at which the Board of the Company elected Mr. Li Junjie as the chairman of the tenth session of the Board of the Company and appointed Mr. Zhang Jiheng as the general manager of the Company, and unanimously elected Mr. Li Junjie as a member of the Remuneration and Monitoring Committee and convener of the Strategy Committee of the Board, and Mr. Zhang Jiheng to serve as a member of the Nomination Committee. All these appointments are for a term of office commencing from 28 April 2023 and until the 2022 annual general meeting. According to the provisions of the "Articles of Association", the chairman of the Board shall be the Company's authorized representative, accordingly the authorized representative of the Company shall be changed to Mr. Li Junjie.

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

其他情況說明

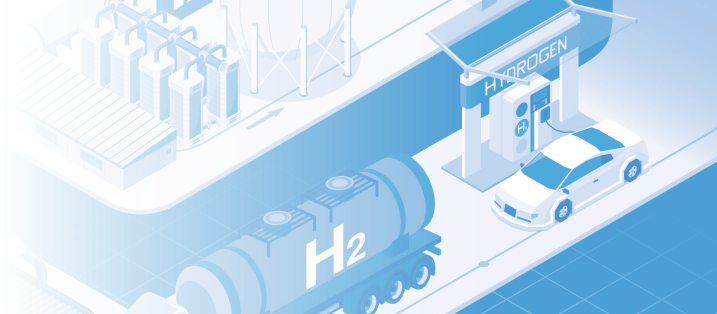
適用  不適用

- 公司董事會於2023年4月28日收到公司董事長王軍先生、總經理李俊杰先生提交的書面辭職申請。王軍先生由於工作變動原因，申請辭去公司執行董事、董事長、董事會戰略委員會委員及召集人、董事會薪酬與考核委員會委員職務，辭職後不再擔任公司任何職務。董事會人數不會因王軍先生的辭職而低於召開董事會會議的最低法定人數，能夠保證董事會的正常工作。李俊杰先生因工作變動，申請辭去公司總經理及提名委員會委員職務。董事會充分尊重王軍先生、李俊杰先生的決定，接受他們的辭職申請，並於2023年4月28日生效。公司於2023年4月28日召開第十屆董事會第十二次會議，審議通過《關於公司董事長變更的議案》、《公司聘任總經理的議案》及《補選公司第十屆董事會各專業委員會委員、召集人的議案》，公司董事會推選李俊杰先生為公司第十屆董事會董事長，聘任張繼恒先生為公司總經理，一致推選李俊杰先生擔任董事會薪酬與考核委員會委員及董事會戰略委員會召集人、張繼恒先生擔任提名委員會委員，任期均為自2023年4月28日起至2022年年度股東大會止。根據《公司章程》規定，公司董事長為公司法定代表人，公司法定代表人相應變更為李俊杰先生。



## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period

###### 1. Positions in Shareholder Entities

√ Applicable □ Not applicable

#### 四、董事、監事和高級管理人員的情況(續)

##### (二) 現任及報告期內離任董事、監事和高級管理人員的任職情況

###### 1. 在股東單位任職情況

√ 適用 □ 不適用

Name 任職人員姓名	Name of shareholder entity 股東單位名稱	Position(s) held at shareholder entities 在股東單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Li Junjie 李俊杰	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Deputy General Manager 副總經理	February 2023 2023年2月	-
Wu Yanzhang 吳燕璋	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the investment and development department 投資發展部部長	May 2015 2015年5月	-
Cheng Lei 程磊	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of Organization (Human Resource) 組織部(人力資源部)部長	July 2022 2022年7月	-
Man Huiyong 滿會勇	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Director, Audit Centre 審計中心主任	October 2021 2021年10月	September 2022 2022年9月
Tian Dongqiang 田東強	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Despatched supervisor of the board and supervisory office 董監事辦公室外派監事	April 2020 2020年4月	-
Wang Jun (Resigned) 王軍(離任)	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	General manager 總經理	July 2021 2021年7月	April 2023 2023年4月
Xia Zhonghua (Resigned) 夏中華(離任)	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the property resource department 房地資源部部長	April 2015 2015年4月	-
Description of Positions in Shareholder Entities 在股東單位任職情況的說明	Not applicable 不適用			

## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

###### 2. Position(s) in Other Entities

√ Applicable □ Not applicable

#### 四、董事、監事和高級管理人員的情況(續)

##### (二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

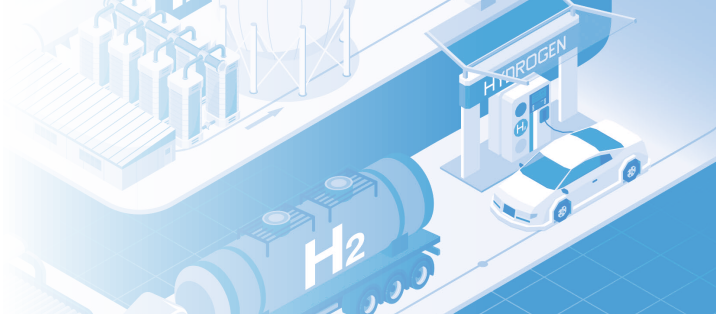
###### 2. 在其他單位任職情況

√ 適用 □ 不適用

Name 任職人員姓名	Name of other entity 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Wu Yanzhang 吳燕璋	Beijing Hitachi Energy High Voltage Switchgear Co., Ltd. 北京日立能源高壓開關設備有限公司	Director 董事	April 2016 2016年4月	–
	Beijing ABB High Voltage Switch Gear Co., Ltd. 北京ABB開關有限公司	Director 董事	May 2019 2019年5月	–
	Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Director 董事	February 2023 2023年2月	–
	Beiren Intelligent Equipment Technology Co., Ltd. 北人智能裝備科技有限公司	Director 董事	May 2022 2022年5月	–
	Beijing Beikai Electric Co., Ltd. 北京北開電氣股份有限公司	Director 董事	November 2021 2021年11月	–
	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Supervisor 監事	February 2021 2021年2月	–
	Japan Jingcheng Industry Co., Ltd. 京城工業株式會社	Director 董事	May 2019 2019年5月	–
	AVIC Maite Additive Technology (Beijing) Co., Ltd. 中航邁特增材科技(北京)有限公司	Director 董事	December 2021 2021年12月	–
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Chairman of Supervisory Committee 監事會主席	April 2023 2023年4月	–
Cheng Lei 成磊	Beijing Jingcheng International Financial Leasing Co., Ltd. 北京京城國際融資租賃有限公司	Director 董事	May 2022 2022年5月	–
Man Huiyong 滿會勇	Beijing Huade Hydraulic Industry Group Co., Ltd. 北京華德液壓工業集團有限責任公司	Director 董事	May 2022 2022年5月	–
	Japan Jingcheng Industry Co., Ltd. 京城工業株式會社	Director 董事	October 2021 2021年10月	–
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	CFO, Director 財務總監、董事	June 2023 2023年6月	–
	AVIC Maite Powder Metallurgy Technology (Beijing) Co., Ltd. 中航邁特粉冶科技(北京)有限公司	Supervisor 監事	December 2021 2021年12月	–
	Beijing Hongda Rixin Motor Co., Ltd. 北京宏達日新電機有限公司	Supervisor 監事	December 2021 2021年12月	–
Li Chunzhi 李春枝	Beijing Jingcheng Dechuang Fund Management Co., Ltd. 北京京城德創基金管理有限公司	Chairman of Supervisory Committee 監事會主席	August 2018 2018年8月	–
	Beijing Huateng Jingyan Technology Co., Ltd. 北京華騰京研科技有限公司	Director 董事	November 2022 2022年11月	–
	Beijing Zhitong Precision Transmission Technology Co., Ltd. 北京智同精密傳動科技有限責任公司	Director 董事	March 2022 2022年3月	–
	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Supervisory Director 監事	March 2023 2023年3月	–
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Director 董事	April 2023 2023年4月	–
	Beijing Humanoid Innovation Center Co., Ltd. 北京人形機器人創新中心有限公司	Deputy General Manager 副總經理	June 2017 2017年6月	–
Zhou Yongjun 周永軍	Beijing Beiyi Machine Tool Co., Ltd. 北京北一機床有限責任公司	Director 董事	February 2023 2023年2月	–
	Beijing Jingcheng Heavy Industry Co., Ltd. 北京京城重工機械有限責任公司	Director 董事	July 2021 2021年7月	–
	Beijing Mechanical and Electrical Institute Co., Ltd. 北京市機電研究院有限責任公司	Chairman 董事長	July 2023 2023年7月	–

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

###### 2. Position(s) in Other Entities (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

###### 2. 在其他單位任職情況(續)

Name 任職人員姓名	Name of other entity 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Xiong Jianhui 熊建輝	WUYIGE Certified Public Accountants LLP 大信會計師事務所(特殊普通合夥)	Convener 合夥人	April 2013 2013年4月	-
Zhao Xuguang	North China Electric Power University	Member and deputy dean of Party Committee of the School of Humanities and Social Sciences	September 2018	-
趙旭光	華北電力大學	人文與社會科學學院黨委委員、 副院長	2018年9月	-
Liu Jingtai	School of Artificial Intelligence of Nankai University and f the Institute of Robotics and Information Automation of Nankai University	Director	October 2007	-
劉景泰	南開大學人工智能學院機器人與信息自動化研究所	所長	2007年10月	-
Luan Dalong 樂大龍	Aerospace Hi-Tech Holding Group Co., Ltd. 航天科技控股集團股份有限公司	Independent Director 獨立董事	April 2017 2017年4月	-
	DHC Software Co Ltd. 東華軟件股份有限公司	Independent Director 獨立董事	March 2016 2016年3月	-
	Hunan Valin Co., Ltd. 湖南華菱股份有限公司	Independent Director 獨立董事	September 2019 2019年9月	-
	Suzhou Ruikea Connection System Co., Ltd. 蘇州瑞可達連接系統有限公司	Independent Director 獨立董事	March 2017 2017年3月	-
Wang Jun(resigned) 王軍(離任)	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Chairman 董事長	October 2020 2020年10月	April 2023 2023年4月
	AVIC Maite Additive Technology (Beijing) Co., Ltd. 中航邁特增材科技(北京)有限公司	Chairman 董事長	January 2022 2022年1月	April 2023 2023年4月
Xia Zhonghua (resigned) 夏中華(離任)	Beijing Shuangcheng Real Estate Development Co., Ltd.	Director	February 2020	-
	北京雙城置業開發有限公司	董事	2020年2月	-
	Beijing BEIZHONG Steam Turbine Generator Co., Ltd.	Director	June 2020	-
	北京北重汽輪電機有限責任公司	董事	2020年6月	-
	Beijing Heavy Motor Factory Co., Ltd.	Director	June 2020	-
	北京重型電機廠有限責任公司	董事	2020年6月	-
	Beijing Heavy Motor Factory Co., Ltd.	Director	December 2019	-
	北京巴布科克·威爾科克斯有限公司	董事	2019年12月	-
	Beijing B.J. Electric Motor Co., Ltd.	Director	December 2020	-
	北京華捷電機股份有一限公司	董事	2020年12月	-
	Beijing Jingcheng Heavy Industry Co., Ltd.	Director	March 2019	-
	—北京京城重工機械有限一責任公司	董事	2019年3月	-
	Beijing Jingcheng Zhidi Co., Ltd.	Director	October 2018	-
	北京京城置地有限公司	董事	2018年10月	-
	Beijing Jingcheng Electrical Engineering Co., Ltd.	Director	March 2019	-
	北京京城電氣工程有限公司	董事	2019年3月	-
Description of Positions in Other Entities 在其他單位任職情況 的說明	Not applicable 不適用			

## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (iii) Remunerations of Directors, Supervisors and Senior Management Officers

Applicable  Not applicable

Decision making process of remuneration of Directors, Supervisors and senior management

董事、監事、高級管理人員報酬的決策程序

Whether the Director recused himself/herself from the discussion of his/her own remuneration at Board meeting

董事在董事會討論本人薪酬事項時是否迴避

The specific circumstances under which the Remuneration and Monitoring Committee or independent Director's specialized meeting has issued recommendations on matters regarding the remuneration of Directors, supervisors and senior management;

薪酬與考核委員會或獨立董事專門會議關於董事、監事、高級管理人員報酬事項發表建議的具體情況

Basis for determination of remuneration of Directors, Supervisors and Senior Management

董事、監事、高級管理人員報酬確定依據

Actual payment for the remuneration of Directors, Supervisors and senior management officers

董事、監事和高級管理人員報酬的實際支付情況

Total actual remuneration of all Directors, Supervisors and senior management officers at the end of the Reporting Period

報告期末全體董事、監事和高級管理人員實際獲得的報酬合計

#### 四、董事、監事和高級管理人員的情況(續)

##### (三) 董事、監事、高級管理人員報酬情況

適用  不適用

Resolution on the remuneration of Directors and senior management officers is prepared by the remuneration and monitoring committee of the Board. The remuneration of senior management officers is to be considered and approved by the Board while the remuneration of Directors and Supervisors are to be considered and approved by the Board and the Supervisory Committee, respectively, and reported to the general meeting for consideration and approval.

公司董事、高級管理人員報酬由董事會薪酬與考核委員會擬定方案，高級管理人員的報酬由董事會審議批准，董事的報酬由董事會審議通過報請股東大會批准，監事的報酬由監事會審議通過報請股東大會批准。

Yes

是

The Remuneration and Monitoring Committee or independent Directors had expressed their affirmative opinion.

薪酬與考核委員會或獨立董事均發表了同意的意見。

The remuneration of Directors, Supervisors and senior management officers is determined in accordance with the remuneration standard of Directors, Supervisors and senior management officers formulated by the Company, as well as the annual assessment indicators.

按照公司制定的董事、監事及高級管理人員薪酬標準，結合年度考核指標，確定董事、監事及高級管理人員報酬。

Please refer to the above table headed "Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period

見上述「現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況」表格

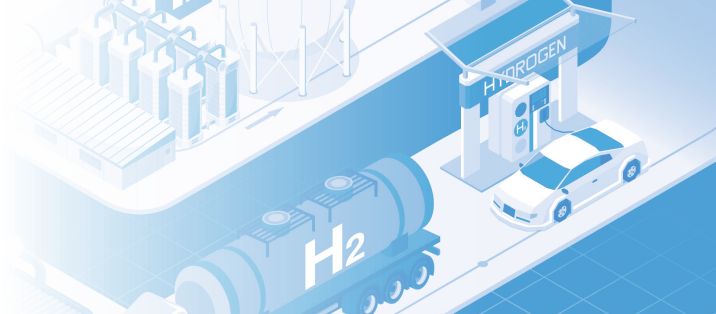
RMB4.2593 million

人民幣425.93萬元



## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (iv) Changes of Directors, Supervisors and Senior Management

Applicable  Not applicable

Name 姓名	Position 擔任的職務	Changes 變動情形	Reason 變動原因
Li Junjie 李俊杰	Chairman 董事長	Election 選舉	New term of office 換屆
Zhang Jiheng 張繼恒	General Manager 總經理	Appointment 聘任	New term of office 換屆
Zhou Yongjun 周永軍	Non-executive Director 非執行董事	Election 選舉	New term of office 換屆
Cheng Lei 成磊	Non-executive Director 非執行董事	Election 選舉	New term of office 換屆
Wang Jun 王軍	General Manager 總經理	Resignation 離任	Adjustment of work arrangements 工作變動
Xia Zhonghua 夏中華	Non-executive Director 非執行董事	Resignation 離任	New term of office 換屆
Li Junjie 李俊杰	General Manager 總經理	Resignation 離任	Adjustment of work arrangements 工作變動

##### (v) Description of penalties imposed by securities regulatory bodies in the past three years

Applicable  Not applicable

##### (vi) Others

Applicable  Not applicable

#### 四、董事、監事和高級管理人員的情況(續)

##### (四) 公司董事、監事、高級管理人員變動情況

適用  不適用

##### (五) 近三年受證券監管機構處罰的情況說明

適用  不適用

##### (六) 其他

適用  不適用

#### V. Relevant information of the Meetings of Board held during the Reporting Period

#### 五、報告期內召開的董事會有關情況

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Twenty-first Extraordinary Meeting of the Tenth Session of the Board 第十屆董事會第二十一次臨時會議	17 January 2023 2023年1月17日	The "Resolution in relation to the Appointment of the Intermediary for the non-public issuance of A Shares" was considered and approved 審議通過關於聘請本次非公開發行A股股票中介機構的議案
Twenty-second Extraordinary Meeting of the Tenth Session of the Board 第十屆董事會第二十二次臨時會議	24 March 2023 2023年3月24日	1. The "Resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its Abstract of the Company" was considered and approved; 2. The "Resolution in relation to the 2023 Restricted Share Grant Scheme of the Company" was considered and approved; 3. The "Resolution in relation to the 2023 Restricted Share Management Measures of the Company" was considered and approved; 4. the "Resolution in relation to the Request to the General Meeting on the Proposed Authorization of the Board to Handle the Relevant Matters related to the Restricted Share Incentive Scheme" was considered and approved 1、審議通過《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》; 2、審議通過《關於公司2023年限制性股票授予方案的議案》; 3、審議通過《關於公司2023年限制性股票管理辦法的議案》; 4、審議通過《關於提請股東大會授權董事會辦理公司2023年限制性股票激勵計劃相關事宜的議案》

## Section 5 Corporate Governance

### 第五節 公司治理

#### V. Relevant information of the Board of Directors held during the Reporting Period

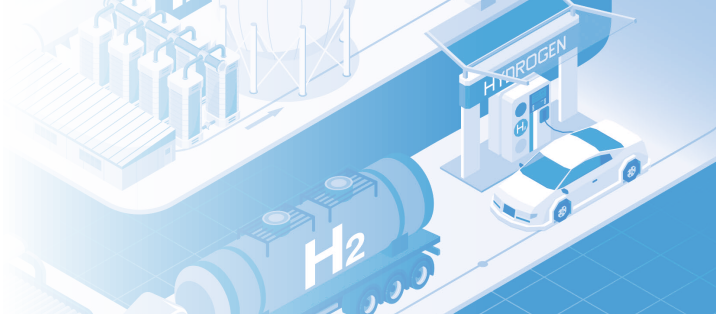
(Continued)

#### 五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Eleventh Meeting of the Tenth Session of the Board	30 March 2023	<ol style="list-style-type: none"> <li>The full text and abstract of the 2022 Annual Report and the H shares results announcement of the Company were considered and approved</li> <li>The 2022 Annual Work Report of the Board was considered and approved</li> <li>The 2022 audited Financial Report of the Company was considered and approved</li> <li>The 2022 Internal Control Assessment Report of the Company was considered and approved</li> <li>The 2022 Audit Report on Internal Control over Financial Reporting of the Company was considered and approved</li> <li>The 2022 Social Responsibility Report of the Company was considered and approved</li> <li>The resolution on the "Corporate Governance Report" (draft) required to be disclosed in the H shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the "Corporate Governance Report" was considered and approved</li> <li>The resolution on the 2022 "Environmental, Social and Governance Report" (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the 2022 "Environmental, Social and Governance Report" was considered and approved</li> <li>The resolution on the 2022 Annual Work Report of the General Manager was considered and approved</li> <li>The resolution on the Report of the Independent Non-executive Directors of the Company for the year of 2022 was considered and approved</li> <li>The resolution on the performance of the audit committee of the Board for the year of 2022 was considered and approved</li> <li>The resolution on the payment for the audit fee for the year of 2022 to ShineWing Certified Public Accountants (Special General Partnership) was considered and approved</li> <li>The resolution on the payment for the audit fee for the year of 2022 to Da Hua Certified Public Accountants (Special General Partnership) was considered and approved;</li> <li>The resolution in relation to the re-appointment of the auditor of the Company's 2023 financial reports was considered and approved</li> <li>The resolution in relation to the re-appointment of the auditor for the 2023 audit report on internal control over financial reporting of the Company was considered and approved</li> <li>The 2023 audit plan of the Company was considered and approved</li> <li>The 2023 assessment plan of the Company's internal control was considered and approved</li> <li>The resolution in relation to the 2022 internal audit report on the deposit and use of raised funds of the Company was considered and approved</li> <li>The resolution in relation to the Company's Special Report on the Deposit and Use of Raised Funds in 2022 was considered and approved</li> <li>The proposal of the Company not to distribute profit for the year of 2022 was considered and approved</li> </ol>
第十屆董事會第十一次會議	2023年3月30日	<ol style="list-style-type: none"> <li>審議通過公司2022年年度報告全文及摘要、H股業績公告</li> <li>審議通過公司2022年度董事會工作報告</li> <li>審議通過公司2022年度經審計的財務報告</li> <li>審議通過公司2022年度內部控制評價報告</li> <li>審議通過公司2022年度財務報告內部控制審計報告</li> <li>審議通過公司2022年度社會責任報告</li> <li>審議通過公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案</li> <li>審議通過公司2022年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2022年《社會、環境及管治報告》的議案</li> <li>審議通過公司2022年年度總經理工作報告的議案</li> <li>審議通過公司2022年度獨立非執行董事述職報告</li> <li>審議通過董事會審計委員會2022年度履職情況的議案</li> <li>審議通過支付信永中和會計師事務所(特殊普通合伙)2022年度審計費用的議案</li> <li>審議通過支付大華會計師事務所(特殊普通合伙)2022年度審計費用的議案</li> <li>審議通過關於續聘公司2023年度財務報告審計機構的議案</li> <li>審議通過續聘公司2023年度財務報告內部控制審計報告審計機構的議案</li> <li>審議通過公司2023年度審計計劃</li> <li>審議通過公司2023年度內部控制評價方案</li> <li>審議通過關於公司2022年年度募集資金存放與使用情況內部審計報告的議案</li> <li>審議通過關於公司2022年度募集資金存放與使用情況的專項報告的議案</li> <li>審議通過公司2022年度不進行利潤分配的預案</li> </ol>

## Section 5 Corporate Governance

### 第五節 公司治理



#### V. Relevant information of the Board of Directors held during the Reporting Period

#### 五、報告期內召開的董事會有關情況(續)

(Continued)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
		<ul style="list-style-type: none"> <li>21. The resolution on provision for impairment of the Company for the year of 2022 was considered and approved</li> <li>22. The 2023 financing guarantee plan of the Company was considered and approved</li> <li>23. The resolution in relation to the the fulfilment of the 2022 performance guarantee of Qingdao BYTQ United Digital Intelligence Co., Ltd. was considered and approved</li> <li>24. The 2023 business plan of the Company was considered and approved</li> <li>25. The 2023 research and development plan of the Company was considered and approved</li> <li>26. The results of remuneration and performance assessment for the senior management members of the Company for the year of 2022 were considered and approved</li> <li>27. The "Performance Assessment Contract for Senior Management" of the Company for the year of 2023 was considered and approved, and the chairman of the Board is authorized to enter into those contracts with the senior management members</li> <li>28. The resolution to be submitted to the 2022 annual general meeting for approving the authorisation of the Board to issue new H shares not exceeding 20% of the total issued H shares was considered and approved</li> <li>29. The resolution in relation to the amendment of the "Articles of Association" of the Company was considered and approved</li> <li>30. The resolution in relation to the purchase of liability insurance for directors, supervisors and senior management members for the year of 2023 by the Company was considered and approved</li> <li>31. The resolution on the rectification of the property rights registration of Shanghai Tianhai's state-owned capital was considered and approved</li> <li>32. The resolution on the convening time of the Company's 2021 annual general meeting was considered and approved</li> </ul>
		<ul style="list-style-type: none"> <li>21、審議通過公司2022年度計提減值準備的議案</li> <li>22、審議通過公司2023年度融資擔保計劃</li> <li>23、審議通過關於青島北洋天青數聯智能科技有限公司2022年度業績承諾完成的議案</li> <li>24、審議通過公司2023年度經營計劃</li> <li>25、審議通過公司2023年度研發計劃</li> <li>26、審議通過公司2022年度高級管理人員薪酬與績效考核結果</li> <li>27、審議通過公司2023《高級管理人員績效考核業績合同》，並授權董事長與高級管理人員簽署該合同</li> <li>28、審議通過提交公司2022年度股東週年大會批准授權董事會在不超过已發行H股股本總面值的20%發行H股新股的議案</li> <li>29、審議通過《關於修訂&lt;公司章程&gt;的議案》</li> <li>30、審議通過關於公司投保2023年度董監事及高級管理人員責任保險的議案</li> <li>31、審議通過關於上海天海國有資本產權登記整改的議案</li> <li>32、審議通過公司2021年度股東週年大會召開時間的議案</li> </ul>
The eleventh Meeting of the Tenth Session of the Board	28 April 2023	<ul style="list-style-type: none"> <li>1. The Resolution on the Change of Chairman of the Board of the Company was considered and approved;</li> <li>2. The Resolution on the Appointment of the General Manager by the Company was considered and approved;</li> <li>3. The Resolution on the By-election of Members and Conveners of each of the Special Committee of the Tenth Session of the Board of the Company" was considered and approved</li> <li>4. The 2023 First Quarterly Report of the Company was considered and approved;</li> <li>5. The Resolution in relation to the Amendment to the Terms of Reference of the Remuneration and Appraisal Committee of the Board" was considered and approved</li> <li>6. The Resolution in relation to the Amendment to the Measures for Pursuing the Responsibility for Non-compliant Operation and Investment of Beijing Jingcheng Machinery Electric Company Limited" was considered and approved</li> <li>7. The Resolution in relation to the General Election of the Board was considered and approved</li> <li>8. The Resolution on the Remuneration of and the Entering into of the Written Contracts with the Directors of the Eleventh Session of the Board of the Company was considered and approved</li> </ul>
第十屆董事會第十一次會議	2023年4月28日	<ul style="list-style-type: none"> <li>1、審議通過公司董事長變更的議案；</li> <li>2、審議通過公司聘任總經理的議案；</li> <li>3、審議通過補選公司第十屆董事會各專業委員會委員、召集人的議案；</li> <li>4、審議通過關於公司2023年第一季度報告的議案；</li> <li>5、審議通過《關於修訂&lt;董事會薪酬與考核委員會實施細則&gt;的議案》；</li> <li>6、審議通過關於修訂北京京城機電股份有限公司違規經營投資責任追究辦法的議案；</li> <li>7、審議通過關於董事會換屆選舉的議案；</li> <li>8、審議通過公司第十一屆董事會董事報酬及訂立書面合同的議案。</li> </ul>

## Section 5 Corporate Governance

### 第五節 公司治理

#### V. Relevant information of the Board of Directors held during the Reporting Period

#### 五、報告期內召開的董事會有關情況(續)

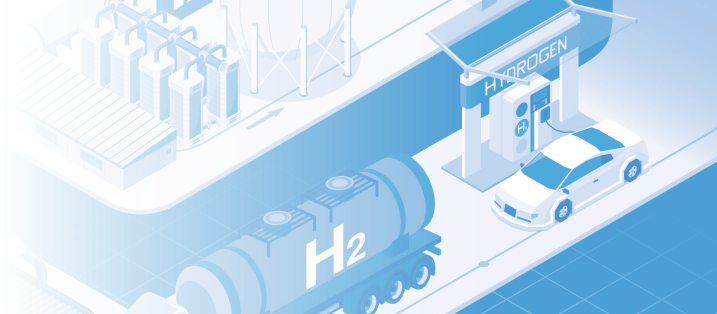
(Continued)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
The First Extraordinary Meeting of the Eleventh Session of the Board	19 June 2023	<ol style="list-style-type: none"> <li>The resolution in relation to the Election of the Chairman of the Eleventh Session of the Board of the Company was considered and approved</li> <li>The resolution in relation to the Election of Members and Conveners of Special Committees of the Eleventh Session of the Board of the Company was considered and approved</li> <li>The resolution in relation to the Appointment of the General Manager of the Company and the Secretary to the Board as Nominated by the Chairman was considered and approved</li> <li>The resolution in relation to the Appointment of the Chief Accountant, Chief Engineer and General Counsel as Nominated by the General Manager of the Company was considered and approved</li> <li>The resolution in relation to the Dissolution and Deregistration of Tianteng Yunke (Beijing) Technology Co., Ltd.* (天騰雲科(北京)科技有限公司) was considered and approved</li> </ol>
第十一屆董事會第一次臨時會議	2023年6月19日	<ol style="list-style-type: none"> <li>審議通過選舉公司第十一屆董事會董事長</li> <li>審議通過選舉公司第十一屆董事會各專業委員會委員及召集人</li> <li>審議通過聘任由董事長提名公司總經理和董事會秘書的議案</li> <li>審議通過聘任由公司總經理提名的總會計師、總工程師、總法律顧問的議案</li> <li>審議通過關於解散並註銷天騰雲科(北京)科技有限公司的議案</li> </ol>
Second Extraordinary Meeting of the Eleventh Session of the Board	7 July 2023	<ol style="list-style-type: none"> <li>The Resolution in relation to the Application made to the China Construction Bank for a Secured Working Capital Loan and Bank Acceptances by Tianjin Tianhai High Pressure Container Co., Ltd., a Subsidiary of the Company was considered and approved</li> <li>The Resolution in relation to the Application made to Jingcheng Machinery Electric for a Bridge Loan of RMB30 million by Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company was considered and approved</li> </ol>
第十一屆董事會第二次臨時會議	2023年7月7日	<ol style="list-style-type: none"> <li>審議通過關於公司附屬公司天津天海高壓容器有限責任公司向建設銀行以抵押方式辦理流動資金貸款及承兌匯票的議案</li> <li>審議通過關於公司附屬公司北京天海工業有限公司向京城機電申請3000萬元過橋貸款的議案</li> </ol>
Third Extraordinary Meeting of the Eleventh Session of the Board	24 July 2023	The Resolution in relation to the Termination of 2022 Proposed Non-public Issuance of A Shares of the Company was considered and approved
第十一屆董事會第三次臨時會議	2023年7月24日	審議通過《關於公司終止2022年度非公開發行股票事項的議案》
First Meeting of the Eleventh Session of the Board	16 August 2023	<ol style="list-style-type: none"> <li>The resolution in relation to the Full Text and Abstract of the 2023 A Shares Interim Report and the H Shares Results Announcement of the Company was considered and approved</li> <li>The Resolution on the Provision for Impairment in interim 2023 was considered and approved</li> <li>The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds in the First Half of 2023 was considered and approved</li> <li>The Resolution in relation to the Change of Accounting Policies was considered and approved</li> </ol>
第十一屆董事會第一次會議	2023年8月16日	<ol style="list-style-type: none"> <li>審議通過關於公司2023年A股半年報全文及摘要、H股業績公告的議案</li> <li>審議通過關於2023年中期計提減值準備的議案</li> <li>審議通過關於公司2023年半年度募集資金存放與使用情況的專項報告的議案</li> <li>審議通過關於會計政策變更的議案</li> </ol>
Fourth Extraordinary Meeting of the Eleventh Session of the Board	25 October 2023	The resolution in relation to Convening Extraordinary General Meeting, A Share General Meeting and H Share General Meeting was considered and approved
第十一屆董事會第四次臨時會議	2023年10月25日	審議通過《關於召開臨時股東大會、A股類別股東大會及H股類別股東大會的議案》
Second Meeting of the Eleventh Session of the Board	30 October 2023	<ol style="list-style-type: none"> <li>The 2023 Third Quarterly Report of the Company was considered and approved</li> <li>The Resolution in relation to the Application for Bank Acceptances and Working Capital Loans with the Tianjin Branch of SPD Bank by way of Security by Tianjin Tianhai, a Subsidiary of the Company was considered and approved</li> <li>The Resolution in relation to the Liquidation and Dissolution of Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. was considered and approved</li> </ol>
第十一屆董事會第二次會議	2023年10月30日	<ol style="list-style-type: none"> <li>審議通過關於公司2023年第三季度報告的議案</li> <li>審議通過關於公司附屬公司天津天海以抵押方式向浦發銀行天津分行申請銀行承兌匯票及流動資金貸款的議案</li> <li>審議通過關於清算解散北清智創(北京)新能源汽車科技有限公司的議案</li> </ol>
Fifth Extraordinary Meeting of the Eleventh Session of the Board	14 November 2023	<ol style="list-style-type: none"> <li>The Resolution on Adjustment of Matters relating to the 2023 Restricted Share Incentive Scheme was considered and approved</li> <li>The Resolution on the Initial Grant of Restricted Shares to the Participants under the 2023 Restricted Share Incentive Scheme was considered and approved</li> </ol>
第十一屆董事會第五次臨時會議	2023年11月14日	<ol style="list-style-type: none"> <li>審議通過《關於調整2023年限制性股票激勵計劃相關事項的議案》的議案</li> <li>審議通過《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》</li> </ol>



## Section 5 Corporate Governance

### 第五節 公司治理



#### VI. Performance of Duties by Directors

##### (i) Attendance of Directors at the Board meetings and the general meetings

#### 六、董事履行職責情況

##### (一) 董事參加董事會和股東大會的情況

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Required attendance during the year 本年應參加董事會次數	Number of attendance at in person 親自出席次數	Attendance at Board meetings 參加董事會情況			Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Attendance at general meetings 參加股東大會情況	Number of attendance at general meetings 出席股東大會的次數
					Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數			
Li Junjie	李俊杰	No 否	11	11	6	0	0	No 否	4	
Zhang Jiheng	張繼恒	No 否	11	11	6	0	0	No 否	4	
Wu Yanzhang	吳燕璋	No 否	11	11	6	0	0	No 否	4	
Zhou Yongjun	周永軍	No 否	7	7	3	0	0	No 否	4	
Cheng Lei	成磊	No 否	7	7	3	0	0	No 否	4	
Man Huiyong	滿會勇	No 否	11	11	6	0	0	No 否	4	
Li Chunzhi	李春枝	No 否	11	11	6	0	0	No 否	4	
Xiong Jianhui	熊建輝	Yes 是	11	11	6	0	0	No 否	4	
Zhao Xuguang	趙旭光	Yes 是	11	11	6	0	0	No 否	4	
Liu Jingtai	劉景泰	Yes 是	11	11	6	0	0	No 否	4	
Luan Dalong	樂大龍	Yes 是	11	10	6	1	0	No 否	4	
Wang Jun	王軍	No 否	3	3	2	0	0	No 否	0	
Xia Zhonghua	夏中華	No 否	4	4	3	0	0	No 否	1	

##### Description of absence from two consecutive Board meetings in person

Applicable  Not applicable

##### 連續兩次未親自出席董事會會議的說明

適用  不適用

Number of Board meetings during the year  
年內召開董事會會議次數

11

Of which: number of meetings convened on-site  
其中：現場會議次數

5

Number of meetings convened by communication equipment  
通訊方式召開會議次數

6

Number of meetings both on-site and by communication equipment  
現場結合通訊方式召開會議次數

0

## Section 5 Corporate Governance

### 第五節 公司治理

#### VI. Performance of Duties by Directors (Continued)

##### (ii) Objection of Directors to the Relevant Matters of the Company

Applicable  Not applicable

##### (iii) Others

Applicable  Not applicable

#### VII. Special Committees under the Board of Directors

Applicable  Not applicable

##### (i) Members of Special Committees under the Board of Directors

###### Category of Special Committee 專門委員會類別

###### Name of Members 成員姓名

Audit Committee

審計委員會

Xiong Jianhui, Zhao Xuguang, Man Huiyong

熊建輝、趙旭光、滿會勇

Nomination Committee

提名委員會

Zhao Xuguang, Luan Dalong, Zhang Jiheng

趙旭光、樂大龍、張繼恒

Remuneration and Monitoring Committee

薪酬與考核委員會

Liu Jingtai, Xiong Jianhui, Li Junjie

劉景泰、熊建輝、李俊杰

Strategy Committee

戰略委員會

Li Junjie, Zhang Jiheng, Wu Yanzhang, Zhou Yongjun, Liu Jingtai

李俊杰、張繼恒、吳燕璋、周永軍、劉景泰

##### (ii) During the Reporting Period, the Audit Committee convened ten meetings

#### 六、董事履行職責情況(續)

##### (二) 董事對公司有關事項提出異議的情況

適用  不適用

##### (三) 其他

適用  不適用

#### 七、董事會下設專門委員會情況

適用  不適用

##### (一) 董事會下設專門委員會成員情況

##### (二) 報告期內審計委員會召開10次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
17 January 2023 2023/1/17	1. Review the audit work in the pre-audit stage of the internal control audit for 2022; 2. Review the audit work in the pre-audit stage of the financial report for 2022 1、審閱2022年度內控審計預審階段審計工作情況； 2、審閱2022年度財務報告預審階段審計工作情況。	Considered and 審閱同意	-
6 March 2023 2023/3/6	1. Review the 2022 consolidated financial statements and the financial statements of the parent company and its subsidiaries (before audit). 1、審閱2022年合併財務報表、母公司及所屬子公司的財務報表(審計前)。	Considered and 審閱同意	-

## Section 5 Corporate Governance

### 第五節 公司治理



## VII. Special Committees under the Board of Directors (Continued)

### (ii) During the Reporting Period, the Audit Committee convened ten meetings (Continued)

### 七、董事會下設專門委員會情況(續)

#### (二) 報告期內審計委員會召開10次會議(續)

Date of convening	Meeting content	Important opinions and suggestions	Other performance of duties
召開日期	會議內容	重要意見和建議	其他履行職責情況
30 March 2023	<ol style="list-style-type: none"> <li>The full text and abstract of the 2022 Annual Report and H Shares Results Announcement of the Company were considered;</li> <li>The 2022 audited financial reports of the Company was considered;</li> <li>The 2022 Internal Control Assessment Report of the Company was considered;</li> <li>The internal control audit report in the financial report of the Company for the year 2022 was considered;</li> <li>The 2022 Social Responsibility Report of the Company was considered;</li> <li>The resolution on the Corporate Governance Report (draft) required to be disclosed in the H Shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the Corporate Governance Report was considered;</li> <li>The resolution on the 2022 Environmental, Social and Governance Report (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the 2022 Environmental, Social and Governance Report was considered;</li> <li>The resolution on the performance of the Audit Committee of the Board for the year 2022 was considered;</li> <li>The resolution on the payment for the audit fee of the financial reports for the year 2022 to ShineWing Certified Public Accountants (Special General Partnership) was considered;</li> <li>The resolution on the payment for the audit fee for the year 2022 to Da Hua Certified Public Accountants (Special General Partnership) was considered;</li> <li>The resolution in relation to the re-appointment of the auditor of the Company's 2023 financial reports was considered;</li> <li>The resolution in relation to the re-appointment of the auditor for the 2023 audit report on internal control over financial reporting of the Company was considered;</li> <li>The 2023 audit plan of the Company was considered;</li> <li>The 2023 assessment plan of the Company's internal control was considered;</li> <li>The resolution in relation to the special report on the deposit and use of raised funds of the Company for the year of 2022 was considered;</li> <li>The resolution in relation to the internal audit report on the deposit and use of the raised funds for the year of 2022 of the Company was considered;</li> <li>The proposal of the Company not to distribute profit for the year of 2022 was considered;</li> <li>The resolution in relation to the provision for impairment for the year of 2022 of the Company was considered;</li> <li>The 2023 financing guarantee plan of the Company was considered;</li> <li>The resolution in relation to the fulfilment of 2022 performance guarantee of Qingdao BYTQ United Digital Intelligence Co., Ltd. was considered;</li> <li>The 2023 business plan of the Company was considered;</li> <li>The 2023 research and development plan of the Company was considered;</li> <li>The resolution to be submitted to the 2022 annual general meeting for approving the authorisation of the Board to issue new H shares not exceeding 20% of the total issued H shares was considered;</li> <li>The resolution on the rectification of the property rights registration of Shanghai Tianhai's state-owned capital was considered.</li> </ol>	Considered and approved	-
2023/3/30	<ol style="list-style-type: none"> <li>審議公司2022年年度報告全文及摘要、H股業績公告；</li> <li>審議公司2022年度經審計的財務報告；</li> <li>審議公司2022年度內部控制評價報告；</li> <li>審議公司2022年度財務報告內部控制審計報告；</li> <li>審議公司2022年度社會責任報告；</li> <li>審議公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案；</li> <li>審議公司2022年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2022年《社會、環境及管治報告》的議案；</li> <li>審議董事會審計委員會2022年度履職情況的議案；</li> <li>審議支付信永中和會計師事務所(特殊普通合夥)2022年度審計費用的議案；</li> <li>審議支付大華會計師事務所(特殊普通合夥)2022年度審計費用的議案；</li> <li>審議續聘公司2023年度財務報告審計機構的議案；</li> <li>審議續聘公司2023年度財務報告內部控制審計報告審計機構的議案；</li> <li>審議公司2023年度審計計劃；</li> <li>審議公司2023年度內部控制評價方案；</li> <li>審議關於公司2022年度募集資金存放與使用情況的專項報告的議案；</li> <li>審議關於公司2022年年度募集資金存放與使用情況內部審計報告的議案；</li> <li>審議公司2022年度不進行利潤分配的預案；</li> <li>審議公司2022年度計提減值準備的議案；</li> <li>審議公司2023年度融資擔保計劃；</li> <li>審議關於青島北洋天青數聯智能科技有限公司2022年度業績承諾完成的議案；</li> <li>審議公司2023年度經營計劃；</li> <li>審議公司2023年度研發計劃；</li> <li>審議提交公司2022年度股東週年大會批准授權董事會在不超過已發行H股本總面值的20%發行H股新股的議案；</li> <li>審議關於上海天海國有資本產權登記整改的議案。</li> </ol>	審議通過	

## Section 5 Corporate Governance

### 第五節 公司治理

#### VII. Special Committees under the Board of Directors (Continued)

##### (ii) During the Reporting Period, the Audit Committee convened ten meetings (Continued)

#### 七、董事會下設專門委員會情況(續)

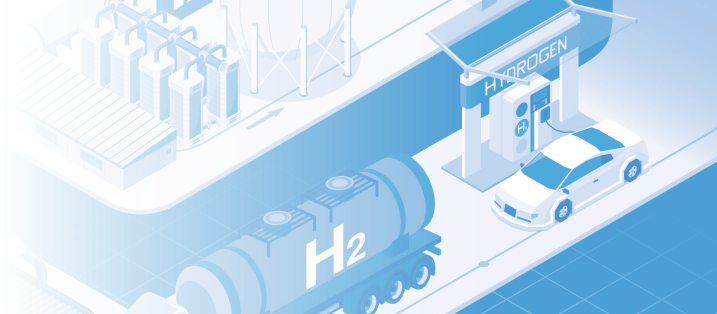
##### (二) 報告期內審計委員會召開10次會議(續)

Date of convening	Meeting content	Important opinions and suggestions	Other performance of duties
召開日期	會議內容	重要意見和建議	其他履行職責情況
27 April 2023	1. The resolution on the Company's first quarterly report for 2023 was considered;	Considered and approved	-
2023/4/27	2. The resolution on the revision of the Measures for Pursuing Responsibility for Non-compliance of Operation and Investment of Beijing Jingcheng Machinery Electric Company Limited was considered;	審議通過	-
19 June 2023	1. 審議關於公司2023年第一季度報告的議案；	審議通過	-
2023/6/19	2. 審議關於修訂北京京城機電股份有限公司違規經營投資責任追究辦法的議案。	審議通過	-
7 July 2023	1. The resolution in relation to "Election of Members and Convenors of the Special Committees of the Eleventh Session of the Board of the Company" was considered;	Considered and approved	-
2023/7/7	2. The resolution in relation to the appointment of the Chief Accountant, Chief Engineer and General Counsel nominated by the General Manager of the Company was considered.	審議通過	-
24 July 2023	1. 審議《選舉公司第十一屆董事會各專業委員會委員及召集人》的議案；	審議通過	-
2023/7/24	2. 審議聘任由公司總經理提名的總會計師、總工程師、總法律顧問的議案。	審議通過	-
16 August 2023	1. The Resolution in relation to the Application made to the China Construction Bank for a Secured Working Capital Loan and Acceptances by Tianjin Tianhai High Pressure Container Co., Ltd., a Subsidiary of the Company was considered	Considered and approved	-
2023/8/16	2. The Resolution in relation to the Application made to Jingcheng Machinery Electric for a Bridge Loan of RMB30 million by Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company was considered	審議通過	-
1 September 2023	1. 審議關於公司附屬公司天津天海高壓容器有限公司向建設銀行以抵押方式辦理流動資金貸款及承兌匯票的議案；	審議通過	-
2023/9/1	2. 審議關於公司附屬公司北京天海工業有限公司向京城機電申請3000萬元過橋貸款的議案。	審議通過	-
27 October 2023	1. The Resolution in relation to the Termination of 2022 Proposed Non-public Issuance of A Shares of the Company was considered	Considered and approved	-
2023/10/27	1. 審議《關於公司終止2022年度非公開發行股票事項的議案》。	審議通過	-
	1. The resolution in relation to the Full Text and Abstract of the 2023 A Shares Interim Report and the H Shares Results Announcement of the Company was considered	Considered and approved	-
	2. The Resolution on the Provision for Impairment in interim 2023 was considered	審議通過	-
	3. The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds in the First Half of 2023 was considered	審議通過	-
	4. The Resolution in relation to the Change of Accounting Policies was considered	審議通過	-
	1. 審議關於公司2023年A股半年報全文及摘要、H股業績公告的議案；	審議通過	-
	2. 審議關於2023年中期計提減值準備的議案；	審議通過	-
	3. 審議關於公司2023年半年度募集資金存放與使用情況的專項報告的議案；	審議通過	-
	4. 審議關於會計政策變更的議案。	審議通過	-
	1. The audit work plan for the 2023 internal control audit report was considered;	Considered and approved	-
	2. The 2023 financial report audit work plan was considered.	審議通過	-
	1. 審議2023年度內控審計報告審計工作計劃；	審議通過	-
	2. 審議2023年度財務報告審計工作計劃。	審議通過	-
	1. The resolution in relation to the 2023 Third Quarterly Report of the Company was considered	Considered and approved	-
	2. The Resolution in relation to the Application for Bank Acceptances and Working Capital Loans with the Tianjin Branch of SPD Bank by way of Security by Tianjin Tianhai, a Subsidiary of the Company was considered	審議通過	-
	1. 審議關於公司2023年第三季度報告的議案；	審議通過	-
	2. 審議關於公司附屬公司天津天海以抵押方式向浦發銀行天津分行申請銀行承兌匯票及流動資金貸款的議案。	審議通過	-



## Section 5 Corporate Governance

### 第五節 公司治理



## VII. Special Committees under the Board of Directors (Continued)

### (iii) During the Reporting Period, the Nomination Committee held 3 meetings

### (三) 報告期內提名委員會召開3次會議

Date of convening	Meeting content	Important opinions and suggestions	Other performance of duties
召開日期	會議內容	重要意見和建議	其他履行職責情況
30 March 2023	Summarising the Work of the Committee in 2022 and Diversity, etc.	Considered and approved	-
2023年3月30日	總結2022年委員會工作情況及多元化等	審議通過	-
26 April 2023	1. The Resolution on the Appointment of the General Manager by the Company was considered; 2. The resolution in relation to the By-election of members of the Audit Committee of the Tenth session of the Board of the Company was considered;	Considered and approved	-
2023年4月26日	3. The Resolution of the Nomination of Candidates for Directors of the Eleventh Session of the Board of the Company was considered. 1、審議公司聘任總經理的議案 2、審議關於補選公司第十屆董事會審計委員會委員的議案 3、審議提名公司第十一屆董事會董事候選人的議案	審議通過	-
19 June 2023	The Resolution in relation to Establishment of the Secretariat of the Nomination Committee and Appointment of Head of the Secretariat was considered	Considered and approved	-
2023年6月19日	審議關於提名委員會秘書處設置及聘任秘書處主任的議案	審議通過	-

### (iv) During the Reporting Period, the Remuneration and Monitoring Committee held five meetings

### (四) 報告期內薪酬與考核委員會召開5次會議

Date of convening	Meeting content	Important opinions and suggestions	Other performance of duties
召開日期	會議內容	重要意見和建議	其他履行職責情況
20 January 2023	The Results of Remuneration and Performance Assessment for the Senior Management Members of the Company for the Year of 2022 were considered	Considered and approved	-
2023年1月20日	審議公司2022年高級管理人員薪酬與績效考核結果的議案	審議通過	-
24 March 2023	1. The "Resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its Abstract of the Company" was considered	Considered and approved	-
2023年3月24日	2. The Resolution in relation to the 2023 Restricted Shares Grant Scheme of the Company was considered 3. The Resolution in relation to the 2023 Restricted Share Management Measures of the Company was considered 1、審議《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》 2、審議《關於公司2023年限制性股票授予方案的議案》 3、審議《關於公司2023年限制性股票管理辦法的議案》	審議通過	-
30 March 2023	1. The resolution in relation to the basic annual salary and position coefficient of the senior management of the Company was considered	Considered and approved	-
2023年3月30日	2. The 2023 Performance Assessment Contract for the Senior Management of the Company was considered 1、審議公司高級管理人員基本年薪和崗位係數的議案 2、審議公司2023年《高級管理人員績效考核業績合同》	審議通過	-
28 April 2023	The Resolution in relation to the Amendment to the Terms of Reference of the Remuneration and Monitoring Committee of the Board was considered	Considered and approved	-
2023年4月28日	審議《關於修訂〈董事會薪酬與考核委員會實施細則〉的議案》	審議通過	-
30 March 2023	The Resolution in relation to Establishment of the Secretariat of the Remuneration and Monitoring Committee and the Appointment of the Head of the Secretariat was considered	Considered and approved	-
2023年3月30日	審議關於薪酬與考核委員會秘書處設置及聘任秘書處主任的議案	審議通過	-

### VII. Special Committees under the Board of Directors (Continued)

#### (v) During the Reporting Period, the Strategy Committee held 3 meetings

### 七、董事會下設專門委員會情況(續)

#### (五) 報告期內戰略委員會召開3次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
19 June 2023	1. The Resolution in relation to Establishment of the Secretariat of the Strategy Committee and the Appointment of the Head of the Secretariat was considered	Considered and approved	-
2023年6月19日	2. The resolution in relation to the Dissolution and Deregistration of Tianteng Yunke (Beijing) Technology Co., Ltd.* (天騰雲科(北京)科技有限公司) was considered	審議通過	
24 July 2023	1、審議戰略委員會秘書處設置及聘任秘書處主任的議案 2、審議關於解散並註銷天騰雲科(北京)科技有限公司的議案 The resolution in relation to the termination of the non-public issuance of shares was considered	審議通過	-
2023年7月24日	審議關於終止非公開發行股票事項的議案	審議通過	-
30 October 2023	The Resolution in relation to the Liquidation and Dissolution of Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. was considered	Considered and approved	-
2023年10月30日	審議關於清算解散北清智創(北京)新能源汽車科技有限公司的議案	審議通過	

#### (vi) Details of objections

Applicable  Not applicable

#### (六) 存在異議事項的具體情況

適用  不適用

### VIII. Supervisory Committee's description on risks identified in the Company

Applicable  Not applicable

The Supervisory Committee has no objection to the supervision matters during the Reporting Period

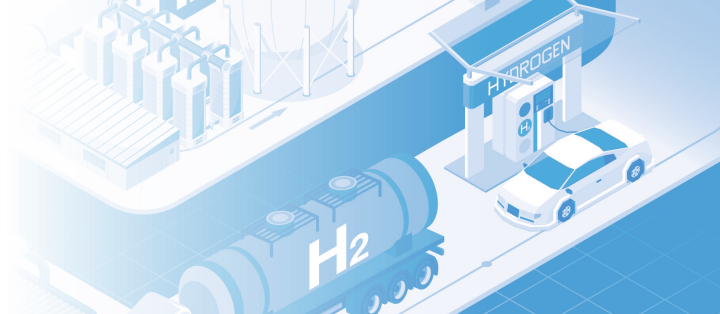
### 八、監事會發現公司存在風險的說明

適用  不適用

監事會對報告期內的監督事項無異議。

## Section 5 Corporate Governance

### 第五節 公司治理



#### IX. Details of staff of the Parent Company and major subsidiaries at the end of the Reporting Period

#### 九、報告期末母公司和主要子公司的員工情況

##### (i) Details of staff

##### (一) 員工情況

Number of existing employees of the parent company 母公司在職員工的數量	15
Number of existing employees of major subsidiaries 主要子公司在職員工的數量	1,339
Total number of existing employees 在職員工的數量合計	1,354
Number of retired staff for whom the parent company and major subsidiaries incurred expenses 母公司及主要子公司需承擔費用的離退休職工人數	360

##### Type of professions 專業構成

Professions 專業構成類別		Number of persons 專業構成人數
Production staff	生產人員	678
Sales staff	銷售人員	91
Technical staff	技術人員	185
Financial staff	財務人員	24
Administrative staff	行政人員	176
Others	其他	185
<b>Total</b>	<b>合計</b>	<b>1,339</b>

##### Educational Background 教育程度

Education level 教育程度類別		Number of persons 數量(人)
University graduates or above	大學本科及以上	378
Associate degree	大專	218
Secondary technical graduates	中專	211
Senior high school graduates and below	高中及以下	532
<b>Total</b>	<b>合計</b>	<b>1,339</b>

##### (ii) Remuneration Policies

Applicable  Not applicable

The Company implemented a diversified salaries system based on the performance of positions as the main remuneration system. On the basis of performance-based salary standards of positions, the salary level of each position is determined by job evaluation with reference to labour market for confirming the relative value of the post, so as to ensure the internal and external fairness of salaries level. On this basis, a multi-layer and multi-category diversified remuneration policy is to be implemented subject to different personnel and nature of work such as the implementation of broadband compensation and technological innovation incentives for technical staff; the sales commission approach for marketing staff; piecework wage system for production workers and annual salary system for the senior management.

##### (二) 薪酬政策

適用  不適用

公司實施以崗位績效工資為主體的多元化薪酬制度，崗位績效工資按照在定崗定編的基礎上，通過崗位評價確定崗位相對價值並參考勞動力市場價位確定工資水平，以保證薪酬的內外部公平性。在此基礎上，對技術人員實施技術等級評聘和技術創新獎勵辦法，對營銷人員實施銷售業績提成辦法，對基本生產工人實施計件工資制度，對高級管理人員實施年薪制，按照不同人員不同工作性質，採取分層分類的多元化的薪酬政策。

#### IX. Details of staff of the Parent Company and major subsidiaries at the end of the Reporting Period (Continued)

##### (iii) Training Plan

Applicable  Not applicable

A total training hours of 45,283 hours involving 9,990 persons were completed according to the "2023 Annual Training Program", and the number of training hours per staff reached 33.44 hours. According to the contents of the annual training plan of the Company, the Company has organized and completed "Training on Compliance and Internal Control Management Manual", "Training on Enhancement of Job Core Competence of Technical Departments", "Education and Training on Confidentiality", "Training on Enhancement of Internal Audit Competence and Skills", "Safety Training", "Training on Finite Element Analysis", "Design Efficiency Enhancement and Standardized Management based on Model Library", "Training on New Apprenticeship System of Skill Departments", "Training on Fundamental of Company's Products", "Training on Cybersecurity", "Training on the Operational Ability of Discipline Inspection Personnel of the Company's Systems", "Series of Courses on the Spirit of the Two Sessions of 2023" and "Training on Management of Middle-level and Senior Staff", etc.

##### (iv) Labour outsourcing

Applicable  Not applicable

#### X. Profit Distribution Plan or Plan to Convert Reserves into Share Capital

##### (i) Formulation, implementation or adjustment of cash dividend policy

Applicable  Not applicable

##### (ii) Special description of cash dividend policy

Applicable  Not applicable

##### (iii) If the Company records profits and the parent company records a positive undistributed profit during the Reporting Period but there is no resolution for distribution of cash dividend, the Company shall disclose the reasons and the usage of the undistributed profits and the usage plan in detail

Applicable  Not applicable

##### (iv) Details of profit distribution and transfer of reserve to share capital during the Reporting Period

Applicable  Not applicable

#### 九、報告期末母公司和主要子公司的員工情況(續)

##### (三) 培訓計劃

適用  不適用

根據《2023年度培訓計劃》已經完成培訓總學時45,283時，共涉及9,990培訓人次，人均培訓課時33.44小時。根據公司年度培訓計劃內容，公司組織完成了《合規與內控管理手冊宣貫培訓》、《技術職系崗位核心能力提升培訓》、《保密教育培訓》、《內審能力和技能提升培訓》、《安全培訓》、《有限元分析培訓》、《基於模型庫的設計增效和標準化管理》、《技能職系新型學徒制培訓》、《公司產品基礎知識培訓》、《網絡安全培訓》、《公司系統紀檢人員業務能力系列培訓》、《2023兩會精神系列課程》、《中層及以上員管理培訓》等。

##### (四) 勞務外包情況

適用  不適用

#### 十、利潤分配或資本公積金轉增預案

##### (一) 現金分紅政策的制定、執行或調整情況

適用  不適用

##### (二) 現金分紅政策的專項說明

適用  不適用

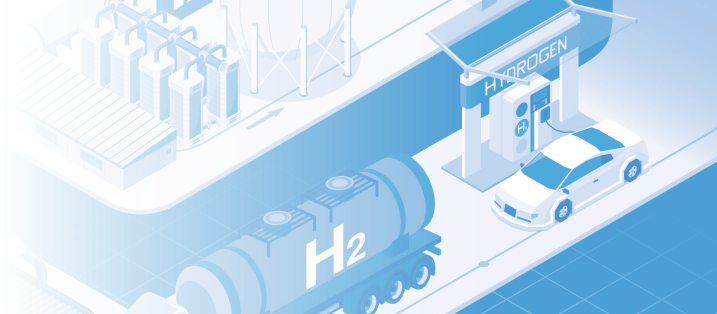
##### (三) 報告期內盈利且母公司可供股東分配利潤為正，但未提出現金利潤分配方案預案的，公司應當詳細披露原因以及未分配利潤的用途和使用計劃

適用  不適用

##### (四) 本報告期利潤分配及資本公積金轉增股本預案

適用  不適用





XI. Share incentive scheme, employee share scheme or other incentive measures of the Company for employees and their impacts

十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響

(i) Incentives disclosed in extraordinary announcements without progress or change in the follow-up implementation

(一) 相關激勵事項已在臨時公告披露且後續實施無進展或變化的

Applicable  Not applicable

適用  不適用

Description  
事項概述

Inspection index  
查詢索引

The Company has received the Certificate of Change in Registration of Securities issued by the China Securities Depository and Clearing Corporation Limited on 28 December 2023. According to the Certificate of Change in Registration of Securities, the Company has completed the registration of Initial Grant of Restricted Shares under the 2023 Restricted Share Incentive Scheme.

www.sse.com.cn Announcement Lin No. 2023-064

公司已收到中國證券登記結算有限責任公司於2023年12月28日出具的《證券變更登記證明》。根據《證券變更登記證明》，公司已完成了2023年限制性股票激勵計劃限制性股票首次授予登記工作。

www.sse.com.cn公司公告：臨2023-064

(ii) Incentives not disclosed in extraordinary announcements or with progress in the follow-up implementation

(二) 臨時公告未披露或有後續進展的激勵情況

Share incentive

Applicable  Not applicable

股權激勵情況

適用  不適用

Other description

Applicable  Not applicable

其他說明

適用  不適用

Employee share scheme

Applicable  Not applicable

員工持股計劃情況

適用  不適用

Other incentive measures

Applicable  Not applicable

其他激勵措施

適用  不適用

## Section 5 Corporate Governance

### 第五節 公司治理

#### XI. Share incentive scheme, employee share scheme or other incentive measures for employees and their impacts (Continued)

##### (iii) Equity incentives granted to Directors and senior managers during the Reporting Period

√ Applicable □ Not applicable

#### 十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響(續)

##### (三) 董事、高級管理人員報告期內被授予的股權激勵情況

√ 適用 □ 不適用

Unit: share  
單位：股

Name	Position	Number of Restricted Shares held as at the beginning of the year	Number of new Restricted Shares granted during the Reporting Period	Grant price of Restricted Shares(RMB)	Shares unlocked	Shares locked	Number of Restricted Shares held as at the end of the period	Market value as at the end of the Reporting Period (RMB)
姓名	職務	年初持有限制性股票數量	報告期新授予限制性股票數量	限制性股票的授予價格(元)	已解鎖股份	未解鎖股份	期末持有限制性股票數量	報告期末市價(元)
Zhang Jiheng	Executive Director, General Manager	0	150,000	7.33	0	150,000	150,000	13.39
張繼恒	執行董事、總經理							
Feng Yongmei	Chief accountant	0	100,000	7.33	0	100,000	100,000	13.39
馮永梅	總會計師							
Shi Fengwen	Chief engineer	0	100,000	7.33	0	100,000	100,000	13.39
石鳳文	總工程師							
Li Xianzhe	General counsel	0	100,000	7.33	0	100,000	100,000	13.39
李鈺哲	總法律顧問							
Luan Jie	Secretary to the Board	0	100,000	7.33	0	100,000	100,000	13.39
樂杰	董事會秘書							
Total	/	0	550,000	/	0	550,000	550,000	/
合計								

##### (iv) Establishment and implementation of appraisal and incentive mechanism for senior management officers during the Reporting Period

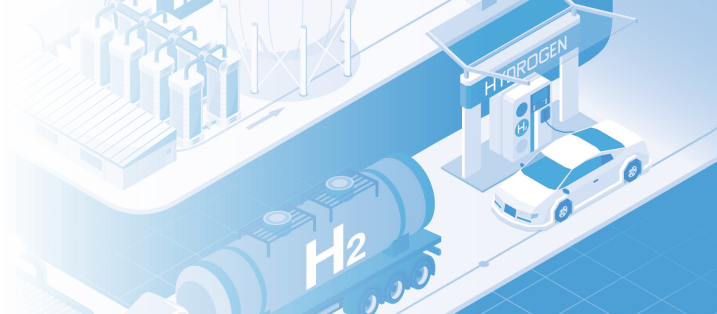
√ Applicable □ Not applicable

During the Reporting Period, the Board and the senior management officers of the Company entered into and executed the "Performance Assessment Contract for Senior Management Officers". The Board assesses the performance of the senior management officers every year. After evaluating and approving the completion in accordance with the "Performance Assessment Contract for Senior Management Officers", the remuneration and monitoring committee reports to the Board for approval.

##### (四) 報告期內對高級管理人員的考評機制，以及激勵機制的建立、實施情況

√ 適用 □ 不適用

報告期內，公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會每年對其進行考核，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。



#### XII. Construction and implementation of internal control system during the Reporting Period

Applicable  Not applicable

For details, please refer to the “Internal Control Assessment Report” published on the same day.

#### Description of material defects of internal control during the Reporting Period

Applicable  Not applicable

#### XIII. Management and control of subsidiaries during the Reporting Period

Applicable  Not applicable

The Company has implemented internal control system in strict accordance with the requirements of relevant laws and regulations and has conducted management control over its subsidiaries in accordance with the unified standards of listed companies, and the overall operation of its subsidiaries is generally in line with the operation and development plans of listed companies. During the Reporting Period, the Company’s management control over its subsidiaries was adequate and effective, and there were no material omissions.

#### XIV. Description of Internal Control Audit Report

Applicable  Not applicable

See the “Internal Control Audit Report” disclosed on the same day for details.

Whether to disclose the Internal Control Audit Report: Yes

Type of Internal Control Audit Report opinion: standard unqualified opinion

#### XV. Rectification of problems in self-inspection of special actions for governance of Listed Company

There were no instances of non-compliance with laws and regulations in 2023.

#### XVI. Others

Applicable  Not applicable

#### 十二、報告期內的內部控制制度建設及實施情況

適用  不適用

詳見同日披露的《內部控制評價報告》。

#### 報告期內部控制存在重大缺陷情況的說明

適用  不適用

#### 十三、報告期內對子公司的管理控制情況

適用  不適用

公司嚴格按照相關法律法規的要求實施內控制度，按照上市公司的統一標準對子公司進行管理控制，子公司的整體運行情況總體符合上市公司的經營發展規劃。報告期內，公司對子公司的管理控制充分、有效，不存在重大遺漏情況。

#### 十四、內部控制審計報告的相關情況說明

適用  不適用

詳見同日披露的《內部控制審計報告》。

是否披露內部控制審計報告：是

內部控制審計報告意見類型：標準的無保留意見

#### 十五、上市公司治理專項行動自查問題整改情況

2023年未發生不符合法律法規的情形。

#### 十六、其他

適用  不適用

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report

The Directors of the Company believe that corporate governance is crucial to the success of the Company. Therefore, the Company has adapted various measures to assure the upholding of high standard corporate governance.

The documents related to corporate governance of the Company include the "Articles of Association", "Rules of Procedure of the General Meeting", "Rules of Procedure for the Board of Directors", "Rules of Procedure for the Supervisory Committee", "Implementation Rules of the Special Committees of the Board of Directors", "Code of Practice of General Managers" and "Code of Practice of the Secretary to the Board of Directors" etc.. To achieve the highest level of corporate governance, the Board of the Company has set up four special committees, namely, the strategy committee, the audit committee, the remuneration and monitoring committee and the nomination committee.

Attendance of Directors at the Board meetings and the general meetings during the Reporting Period:

##### (i) Attendance of Directors at the Board meetings and the general meetings

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Required attendance during the year 本年應參加董事會次數	Attendance in person 親自出席次數	Attendance at Board meetings 參加董事會情況			Attendance at general meetings 參加股東大會情況	
					Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數	Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Number of general meetings attended 出席股東大會的次數
Li Junjie	李俊杰	No 否	11	11	6	0	0	No 否	4
Zhang Jiheng	張繼恒	No 否	11	11	6	0	0	No 否	4
Wu Yanzhang	吳燕璋	No 否	11	11	6	0	0	No 否	4
Zhou Yongjun	周永軍	No 否	7	7	3	0	0	No 否	4
Cheng Lei	成磊	No 否	7	7	3	0	0	No 否	4
Man Huiyong	滿會勇	No 否	11	11	6	0	0	No 否	4
Li Chunzhi	李春枝	No 否	11	11	6	0	0	No 否	4
Xiong Jianhui	熊建輝	Yes 是	11	11	6	0	0	No 否	4
Zhao Xuguang	趙旭光	Yes 是	11	11	6	0	0	No 否	4
Liu Jingtai	劉景泰	Yes 是	11	11	6	0	0	No 否	4
Luan Dalong	樂大龍	Yes 是	11	10	6	1	0	No 否	4
Wang Jun (Resigned)	王軍(離任)	No 否	3	3	2	0	0	No 否	0
Xia Zhonghua (Resigned)	夏中華(離任)	No 否	4	4	3	0	0	No 否	1

#### 十六、其他(續)

##### 企業管治報告

本公司董事相信企業管治對本公司之成功非常重要，故本公司在採納不同措施，確保維持高標準企業管治。

本公司有關公司治理的文件包括《公司章程》、《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》、《董事會專業委員會實施細則》、《總經理工作細則》、《董事會秘書工作細則》等。力求達到最高企業管治水平，本公司董事會設立了四個專門委員會分別是：戰略委員會、審計委員會、薪酬與考核委員會及提名委員會。

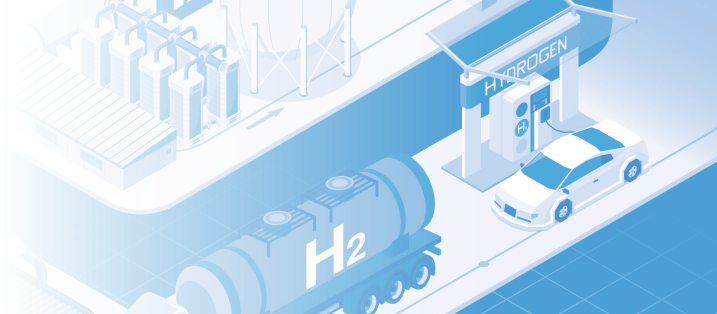
本報告期內董事參加董事會和股東大會的情況：

##### (一) 董事參加董事會和股東大會的情況



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

Number of Board meetings during the year 年內召開董事會會議次數	11
Of which: number of meetings convened on-site 其中：現場會議次數	5
Number of meetings convened by communication equipment 通訊方式召開會議次數	6
Number of meetings both on-site and by communication equipment 現場結合通訊方式召開會議次數	0

##### Performance of duties by the Audit Committee under the Board:

The authority and power of the audit committee was formulated in accordance with the advice provided in "A Guide for Effective Audit Committees" issued by Hong Kong Institute of Certified Public Accountants, the "Corporate Governance Code" of Appendix C1 of the Listing Rules and the "Code of Corporate Governance for Listed Companies in China" issued by the CSRC.

1. The main duties and authorities of the audit committee include:
  - (1) to make proposals regarding the appointment or replacement of the external auditor;
  - (2) to monitor the internal audit system of the Company and its implementation;
  - (3) to coordinate with the internal and external audits;
  - (4) to review the Company's financial information and its disclosure;
  - (5) to review major financing plans submitted to the Board for consideration;
  - (6) to review the Company's annual budget, final accounts and major adjustment plans submitted to the Board for consideration as well as major off-budget items;
  - (7) to review the internal control system of the Company, organise internal control check, assess internal control defects and oversee rectification;
  - (8) to review major connected transactions; and
  - (9) other matters as authorized by the Board.

#### 十六、其他(續) 企業管治報告(續)

##### 董事會下設的審計委員會履職情況：

審計委員會的職權範圍是依據香港會計師公會頒佈的《審核委員會有效運作指引》中所提出的建議、《上市規則》附錄C1《企業管治常規守則》以及中國證監會頒佈的《中國上市公司治理準則》而制訂的。

##### 1、 審計委員會主要職責包括：

- (1) 提議聘請或更換外部審計機構；
- (2) 監督公司的內部審計制度及其實施；
- (3) 負責內部審計與外部審計之間的溝通；
- (4) 審核公司的財務信息及其披露；
- (5) 審查提交由董事會審議的重大融資方案；
- (6) 審查提交董事會審議的公司年度預、決算及其重大調整方案，審核重大預算外事項；
- (7) 審查公司內部控制制度，組織內控檢查，評估內控缺陷並監督整改；
- (8) 對重大關聯交易進行審計；
- (9) 公司董事會授予的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Audit Committee under the Board: (Continued)

2. The audit committee comprises two independent non-executive Directors and one non-executive Director.

##### *During the Reporting Period, the audit committee convened ten meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2023/1/17	<ol style="list-style-type: none"> <li>The status of the pre-audit stage audit of the internal control audit for 2022 was considered;</li> <li>The pre-audit stage audit of the 2022 Financial Report was considered.</li> </ol>	<p>Considered and consented</p> <p>審閱同意</p>	—
2023/3/6	<ol style="list-style-type: none"> <li>The 2021 consolidated financial statements, and the financial statements (unaudited) of the parent company and its subsidiaries were considered.</li> </ol>	<p>審閱同意</p>	—
2023/3/30	<ol style="list-style-type: none"> <li>The full text and abstract of the 2022 Annual Report and the H shares results announcement of the Company were considered;</li> <li>The 2022 Audited Financial Report of the Company was considered;</li> <li>The 2022 Internal Control Assessment Report of the Company was considered;</li> <li>The 2022 Audit Report on Internal Control over Financial Reporting of the Company was considered;</li> <li>The 2022 Social Responsibility Report of the Company was considered;</li> <li>The resolution on the "Corporate Governance Report" (draft) required to be disclosed in the H shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the "Corporate Governance Report" was considered;</li> <li>The resolution on the 2022 "Environmental, Social and Governance Report" (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the 2022 "Environmental, Social and Governance Report" was considered;</li> </ol>	<p>Considered and approved</p> <p>審議通過</p>	—

#### 十六、其他(續)

##### 企業管治報告(續)

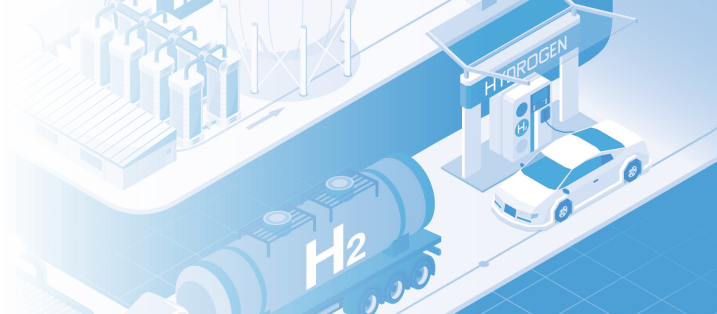
##### 董事會下設的審計委員會履職情況：(續)

- 2、公司董事會審計委員會由2名獨立非執行董事、1名非執行董事組成。

##### 報告期內審計委員會召開10次會議

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened ten meetings (Continued)*

**Date of convening**  
召開日期

**Meeting content**  
會議內容

8. The resolution on the performance of the audit committee of the Board for the year of 2022 was considered;
9. The resolution on the payment for the audit fee for the year of 2022 to ShineWing Certified Public Accountants (Special General Partnership) was considered;
10. The resolution on the payment for the audit fee for the year of 2022 to Da Hua Certified Public Accountants (Special General Partnership) was considered;
11. The resolution in relation to the re-appointment of the auditor of the Company's 2023 financial reports was considered;
12. The resolution in relation to the re-appointment of the auditor for the 2023 audit report on internal control over financial reporting of the Company was considered;
13. The 2023 audit plan of the Company was considered;
14. The 2023 assessment plan of the Company's internal control was considered;
15. The resolution in relation to the Company's Special Report on the Deposit and Use of Raised Funds in 2022 was considered;
16. The resolution in relation to the 2022 internal audit report on the deposit and use of raised funds of the Company was considered;
17. The proposal of the Company not to distribute profit for the year of 2022 was considered;
18. The resolution on provision for impairment of the Company for the year of 2022 was considered;
19. The 2023 financing guarantee plan of the Company was considered;
20. The resolution on the fulfilment of the 2022 performance guarantee of Qingdao BYTQ United Digital Intelligence Co., Ltd was considered;
- 8、審議董事會審計委員會2022年度履職情況的議案；
- 9、審議支付信永中和會計師事務所(特殊普通合夥)2022年度審計費用的議案；
- 10、審議支付大華會計師事務所(特殊普通合夥)2022年度審計費用的議案；
- 11、審議續聘公司2023年度財務報告審計機構的議案；
- 12、審議續聘公司2023年度財務報告內部控制審計報告審計機構的議案；
- 13、審議公司2023年度審計計劃；
- 14、審議公司2023年度內部控制評價方案；
- 15、審議關於公司2022年度募集資金存放與使用情況的專項報告的議案；
- 16、審議關於公司2022年年度募集資金存放與使用情況內部審計報告的議案；
- 17、審議公司2022年度不進行利潤分配的預案；
- 18、審議公司2022年度計提減值準備的議案；
- 19、審議公司2023年度融資擔保計劃；
- 20、審議關於青島北洋天青數聯智能有限公司2022年度業績承諾完成的議案；

#### 十六、其他(續)

##### 企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開10次會議(續)

**Important opinions and suggestions**  
重要意見和建議

**Other performance of duties**  
其他履行職責情況

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened ten meetings (Continued)*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
	21. The 2023 business plan of the Company was considered;		
	22. The 2023 research and development plan of the Company was considered;		
	23. The resolution to be submitted to the 2022 annual general meeting of the Company for approving the authorisation of the Board to issue new H shares not exceeding 20% of the total issued H shares was considered;		
	24. The resolution on the rectification of Shanghai Tianhai's State-owned Capital Asset Registration was considered.		
	21、審議公司2023年度經營計劃；		
	22、審議公司2023年度研發計劃；		
	23、審議提交公司2022年度股東週年大會批准授權董事會在不超过已發行H股股本總面值的20%發行H股新股的議案；		
	24、審議關於上海天海國有資本產權登記整改的議案。		
2023/4/27	1. The resolution in relation to 2023 first quarterly report of the Company was considered;	Considered and approved	—
	2. The resolution in relation to the amendment to the measures for pursuing the responsibility for non-compliant operation and investment of Beijing Jingcheng Machinery Electric Company Limited was considered.		
	1、審議關於公司2023年第一季度報告的議案；	審議通過	
	2、審議關於修訂北京京城機電股份有限公司違規經營投資責任追究辦法的議案。		
2023/6/19	1. The resolution in relation to the Election of Members and Conveners of Special Committees of the Eleventh Session of the Board of the Company was considered;	Considered and approved	—
	2. The resolution in relation to the appointment of the chief accountant, chief engineer and general counsel as nominated by the general manager of the Company was considered.		
	1、審議《選舉公司第十一屆董事會各專業委員會委員及召集人》；	審議通過	
	2、審議聘任由公司總經理提名的總會計師、總工程師、總法律顧問的議案。		
2023/7/7	1. The resolution in relation to the application made to the China Construction Bank for a secured working capital loan and bank acceptances by Tianjin Tianhai High Pressure Container Co., Ltd., a subsidiary of the Company was considered;	Considered and approved	—
	2. The resolution in relation to the application made to Jingcheng Machinery Electric for a bridge loan of RMB30 million by Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company was considered.		
	1、審議關於公司附屬公司天津天海高壓容器有限責任公司向建設銀行以抵押方式辦理流動資金貸款及承兌匯票的議案；	審議通過	
	2、審議關於公司附屬公司北京天海工業有限公司向京城機電申請3000萬元過橋貸款的議案。		

#### 十六、其他(續)

##### 企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

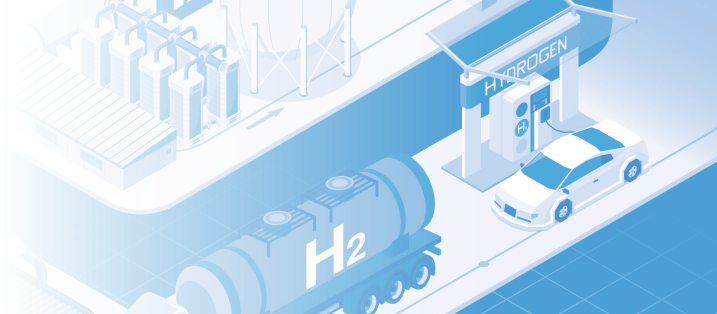
2、(續)

報告期內審計委員會召開10次會議(續)



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened ten meetings (Continued)*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2023/7/24	1. The Resolution in relation to the termination of 2022 Proposed Non-public Issuance of A Shares of the Company was considered. 1、審議《關於公司終止2022年度非公開發行股票事項的議案》。	Considered and approved 審議通過	—
2023/8/16	1. The resolution in relation to the Full Text and Abstract of the 2023 A Shares Interim Report and the H Shares Results Announcement of the Company was considered; 2. The resolution on the provision for impairment in interim 2023 was considered; 3. The resolution in relation to the special report on the deposit and use of raised funds in the first half of 2023 was considered; 4. The resolution in relation to the change of accounting policies was considered. 1、審議關於公司2023年A股半年報全文及摘要、H股業績公告； 2、審議關於2023年中期計提減值準備的議案； 3、審議關於公司2023年半年度募集資金存放與使用情況的專項報告的議案； 4、審議關於會計政策變更的議案。	Considered and approved 審議通過	—
2023/9/1	1. The audit work plan for the 2023 internal control audit report was considered; 2. The 2023 financial report audit work plan was considered. 1、審議2023年度內控審計報告審計工作計劃； 2、審議2023年度財務報告審計工作計劃。	Considered and approved 審議通過	—
2023/10/27	1. The 2023 Third Quarterly Report of the Company was considered; 2. The Resolution in relation to the application for bank acceptances and working capital loans with the Tianjin Branch of SPD Bank by way of security by Tianjin Tianhai, a subsidiary of the Company was considered. 1、審議關於公司2023年第三季度報告的議案； 2、審議關於公司附屬公司天津天海以抵押方式向浦發銀行天津分行申請銀行承兌匯票及流動資金貸款的議案。	Considered and approved 審議通過	—

#### 十六、其他(續)

##### 企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開10次會議(續)

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Audit Committee under the Board: (Continued)

The list of members of the audit committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2023 2023年應出席會議次數	Actual attendance 實際出席會議次數
Xiong Jianhui (independent non-executive Director) 獨立非執行董事熊建輝	Chairman of the committee 委員會主席	10	10
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Member of the committee 委員會委員	10	10
Man Huiyong (non-executive Director) 非執行董事滿會勇	Member of the committee 委員會委員	10	10

##### Performance of duties by the Nomination Committee under the Board of Directors

#### 1. The main duties and authorities of the nomination committee:

- (1) to make recommendations to the Board regarding the size and composition of the Board based on the operations, asset size and shareholding structure of the Company;
- (2) to conduct research on the selection criteria and procedures for directors and managers, and make recommendations to the Board;
- (3) to search extensively for qualified candidates for directors and managers;
- (4) to screen and make recommendations on the candidates for directors and managers;
- (5) to screen and make recommendations on the candidates for other senior management who shall be referred to the Board for appointment;
- (6) to define the job description of directors and managers as well as their career development path;
- (7) to develop and implement succession and cultivation plans for directors, supervisors and senior management; and
- (8) other matters as authorized by the Board.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

審計委員會成員名單及會議出席情況：

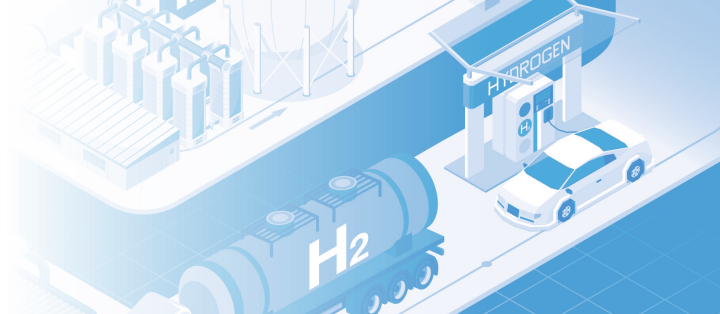
##### 董事會下設的提名委員會履職情況

#### 1、提名委員會的主要職責權限：

- (1) 根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；
- (2) 研究董事、經理的選擇標準和程序，並向董事會提出建議；
- (3) 廣泛搜尋合格的董事、經理的人選；
- (4) 對董事候選人和經理人選進行審查並提出建議；
- (5) 對須提請董事會聘任的其他高級管理人員進行審查並提出建議；
- (6) 設定董事、經理的崗位描述和職業發展道路；
- (7) 擬訂公司董事、監事、高管人員的繼任、培養計劃，並組織實施；
- (8) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Nomination Committee under the Board: (Continued)

2. The nomination committee comprises two independent non-executive Directors and one executive Director

*During the Reporting Period, the nomination committee convened three meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2023/3/30 2023年3月30日	Summarising the Work of the Committee in 2022 and Diversity, etc. 總結2022年委員會工作情況及多元化等	Considered and approved 審議通過	—
2023/4/28 2023年4月28日	1. The resolution on the appointment of the general manager by the Company was considered; 2. The resolution in relation to the by-election of members of the audit committee of the tenth session of the Board of the Company was considered; 3. The resolution on the nomination of the candidates for directors of the eleventh session of the Board of the Company was considered.	Considered and approved 審議通過	—
2023年4月28日	1、審議公司聘任總經理的議案 2、審議關於補選公司第十屆董事會審計委員會委員的議案 3、審議提名公司第十一屆董事會董事候選人的議案	審議通過	
2023/6/19 2023年6月19日	The resolution in relation to establishment of the secretariat of the nomination committee and appointment of head of the secretariat was considered 審議關於提名委員會秘書處設置及聘任秘書處主任的議案	Considered and approved 審議通過	—

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事會下設的提名委員會履職情況(續)

- 2、提名委員會由2名獨立非執行董事、1名執行董事組成

報告期內提名委員會召開3次會議

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Nomination Committee under the Board: (Continued)

The list of members of the nomination committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2023 2023年應出席會議次數	Actual attendance 實際出席會議次數
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Chairman of the committee 委員會主席	3	3
Luan Dalong (independent non-executive Director) 獨立非執行董事樂大龍	Member of the committee 委員會委員	3	3
Zhang Jiheng (executive Director, general manager) 執行董事、總經理張繼恒	Member of the committee 委員會委員	1	1
Li Junjie (executive Director, general manager) (Resigned) 非執行董事、董事長李俊杰 (離任)	Member of the committee 委員會委員	2	2

##### Performance of duties by the remuneration and monitoring committee under the Board:

1. The main duties and authorities of the remuneration and monitoring committee:

- (1) to formulate remuneration plans or schemes with reference to the main scope, duties and significance of the positions of directors and senior management as well as the remuneration levels for relevant positions of other relevant enterprises;
- (2) remuneration plans or schemes mainly include but not limited to the performance evaluation standards, procedures and the major evaluation system, major incentive and punishment schemes and systems etc.;
- (3) to examine the fulfillment of duties by the Company's Directors (non-independent Directors) and senior management and conduct an annual performance appraisal for them;
- (4) to oversee the implementation of the Company's remuneration system; and
- (5) other matters as authorized by the Board.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事會下設的提名委員會履職情況(續)

提名委員會成員名單及會議出席情況：

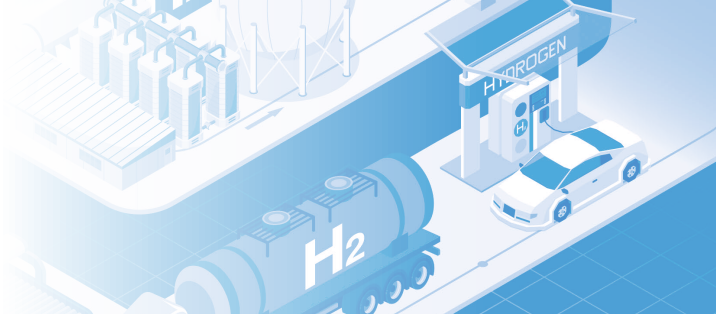
##### 董事會下設的薪酬與考核委員會履職情況：

1、 薪酬與考核委員主要職責權限：

- (1) 根據董事、高級管理人員管理崗位的主要範圍、職責、重要性以及其他相關企業相關崗位的薪酬水平制定薪酬計劃或方案；
- (2) 薪酬計劃或方案主要包括但不限於績效評價標準、程序及主要評價體系，獎勵和懲罰的主要方案和制度等；
- (3) 審查公司董事(非獨立董事)、高級管理人員的履行職責情況並對其進行年度績效考評；
- (4) 負責對公司薪酬制度執行情況進行監督；
- (5) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Remuneration and Monitoring Committee under the Board: (Continued)

2. The remuneration and monitoring committee of the Company comprises two independent non-executive Directors and one executive Director.

*During the Reporting Period, the remuneration and monitoring committee convened five meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2023/1/20	The remuneration and results of performance assessment for the senior management members of the Company for the year of 2022 were considered	Considered and approved	—
2023年1月20日	審議公司2022年高級管理人員薪酬與績效考核結果的議案	審議通過	—
2023/3/24	1. The resolution in relation to the 2023 Restricted Share Incentive Scheme (Draft) and its summary of the Company was considered 2. The resolution in relation to the 2023 Restricted Share Grant Scheme of the Company was considered 3. The resolution in relation to the 2023 Restricted Share Management Measures of the Company was considered	Considered and approved	—
2023年3月24日	1、審議《關於公司2023年限制性股票激勵計劃(草案)及其摘要的議案》 2、審議《關於公司2023年限制性股票授予方案的議案》 3、審議《關於公司2023年限制性股票管理辦法的議案》	審議通過	—
2023/3/30	1. The resolution in relation to the basic annual salary and position coefficient of the senior management of the Company was considered 2. The 2023 Performance Assessment Contract for the Senior Management of the Company was considered	Considered and approved	—
2023年3月30日	1、審議公司高級管理人員基本年薪和崗位係數的議案 2、審議公司2023年《高級管理人員績效考核業績合同》	審議通過	—
2023/4/28	The resolution in relation to the Amendment to the Terms of Reference of the Remuneration and Monitoring Committee of the Board was considered	Considered and approved	—
2023年4月28日	審議《關於修訂〈董事會薪酬與考核委員會實施細則〉的議案》	審議通過	—
2023/3/30	The resolution in relation to establishment of the secretariat of the remuneration and monitoring committee and the appointment of the head of the secretariat was considered	Considered and approved	—
2023年3月30日	審議關於薪酬與考核委員會秘書處設置及聘任秘書處主任的議案	審議通過	—

#### 十六、其他(續)

##### 企業管治報告(續)

董事會下設的薪酬與考核委員會履職情況：  
(續)

- 2、公司薪酬與考核委員會由2名獨立非執行董事、1名非執行董事組成。

報告期內薪酬與考核委員會召開5次會議



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Remuneration and Monitoring Committee under the Board: (Continued)

The list of members of the remuneration and monitoring committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2023 2023年應出席會議次數	Actual attendance 實際出席會議次數
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Chairman of the committee 委員會主席	5	5
Xiong Jianhui (independent non-executive Director) 獨立非執行董事熊建輝	Member of the committee 委員會委員	5	5
Li Junjie (independent non-executive Director, Chairman) 非執行董事、董事長李俊杰	Member of the committee 委員會委員	1	1
Wang Jun (executive Director, Chairman) (Resigned) 執行董事、董事長王軍(離任)	Member of the committee 委員會委員	4	4

##### Performance of duties by the Strategy Committee under the Board:

The main duties of the strategy committee are to formulate the strategic rules of the Company, to supervise the implementation of strategies and to timely adjust the strategies and the governance structure of the Company.

1. The main duties and authorities of the strategy committee:
  - (1) to organise, research and formulate the Company's development strategies and mid-term and long-term plans, evaluate the Company's development strategies and mid-term and long-term plans, and make relevant recommendations to the Board;
  - (2) to conduct research and make recommendations on projects that must be approved by the Board as required by the "Articles of Association", such as major external investments and financing, mergers and acquisitions and reorganisations, infrastructure, key technical transformations and breakthroughs, strategic product research and development projects;
  - (3) to conduct research on mergers, demergers, increase or decrease in capital, dissolution and liquidation and other key matters that may affect development of the Company, and make recommendations to the Board;
  - (4) to conduct research and advise on other key matters that may affect development of the Company and make recommendations;
  - (5) to inspect the implementation of the items above; and
  - (6) other matters as authorized by the Board.

#### 十六、其他(續)

##### 企業管治報告(續)

董事會下設的薪酬與考核委員會履職情況：  
(續)

薪酬與考核委員會成員名單及會議出席情況：

##### 董事會下設的戰略委員會履職情況：

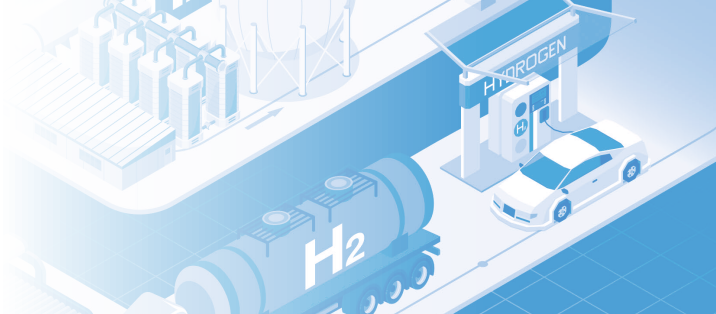
戰略委員會的主要職責是制訂本公司戰略規則，監控戰略的執行，以及適時調整本公司戰略和管治架構。

##### 1、 戰略委員會的主要職責權限：

- (1) 組織研究擬定公司發展戰略、中長期規劃，對公司發展戰略、中長期規劃進行評估，並向董事會提出參考建議；
- (2) 對《公司章程》規定須經董事會批准的重大對外投融資、併購和重組、基本建設、重大技改、重大技術攻關、戰略性產品研發等項目進行研究並提出建議；
- (3) 對公司合併、分立、增減資、解散清算，以及其他影響公司發展的重大事項進行研究，並向董事會提出參考建議；
- (4) 對其他影響公司發展的重大事項進行研究並提出建議；
- (5) 對以上事項的實施進行檢查；
- (6) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Performance of duties by the Strategy Committee under the Board: (Continued)

2. The strategy committee comprises three executive Directors, one non-executive Director and one independent non-executive Director.

*During the Reporting Period, the strategy committee convened three meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2023/6/19	1. The Resolution in relation to Establishment of the Secretariat of the Strategy Committee and the Appointment of the Head of the Secretariat was considered 2. The resolution in relation to the Dissolution and Deregistration of Tianteng Yunke (Beijing) Technology Co., Ltd.* (天騰雲科(北京)科技有限公司) was considered	Considered and approved	—
2023年6月19日	1、審議戰略委員會秘書處設置及聘任秘書處主任的議案 2、審議關於解散並註銷天騰雲科(北京)科技有限公司的議案	審議通過	
2023/7/24	The resolution in relation to the termination of the non-public issuance of shares was considered	Considered and approved	—
2023年7月24日	審議關於終止非公開發行股票事項的議案	審議通過	
2023/10/30	The Resolution in relation to the Liquidation and Dissolution of Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. was considered	Considered and approved	—
2023年10月30日	審議關於清算解散北清智創(北京)新能源汽車科技有限公司的議案	審議通過	

The list of members of the strategy committee and their attendance at the meetings are as follows:

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事會下設的戰略委員會履職情況：(續)

- 2、公司董事會戰略委員會由3名非執行董事、1名執行董事和1名獨立非執行董事組成。

報告期內戰略委員會召開3次會議

戰略委員會成員名單及會議出席情況：

Name 姓名	Description 說明	Required attendance in 2023 2023年應出席會議次數	Actual attendance 實際出席會議次數
Li Junjie (Chairman) 董事長李俊杰	Chairman of the committee 委員會主席	3	3
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Member of the committee 委員會委員	3	3
Zhang Jiheng (executive Director) 執行董事張繼恒	Member of the committee 委員會委員	3	3
Wu Yanzhang (non-executive Director) 非執行董事吳燕璋	Member of the committee 委員會委員	3	3
Zhou Yongjun (non-executive Director) 非執行董事周永軍	Member of the committee 委員會委員	3	3
Wang Jun (Chairman) (Resigned) 董事長王軍(離任)	Chairman of the committee 委員會主席	0	0

During the Reporting Period, the Company was in compliance with the code provisions stipulated in the "Corporate Governance Code" (the "Code") as set out in Appendix C1 to the Listing Rules.

於報告期內，本公司已遵守上市規則附錄C1《企業管治守則》(「守則」)列載的規定。

During the Reporting Period, the Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" as set out in Appendix C3 to the Listing Rules.

於報告期內，本公司已採納上市規則附錄C3《上市發行人董事進行證券交易的標準守則》。

#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

For the purposes of preparation for this report, the Company has enquired all the Directors specifically and all of them have confirmed with the Company that they have fully complied with the “Model Code for Securities Transactions by Directors of Listed Issuers” during the Reporting Period. The Company has received the confirmations regarding their independence submitted by the four independent non-executive Directors pursuant to the requirements of Rule 3.13 of the Listing Rules, and the Board considers that the said four independent non-executive Directors are independent.

##### Directors and Composition of the Board

The Board consists of eleven Directors, including one executive Director, six non-executive Directors, and four independent non-executive Directors and the independent non-executive Directors account for more than one third of the total members of the Board. The members of the Board are as follows:

##### Executive Directors

###### 執行董事

Zhang Jiheng  
張繼恒

##### Non-executive Directors

###### 非執行董事

Li Junjie  
李俊杰  
Wu Yanzhang  
吳燕璋  
Zhou Yongjun  
周永軍  
Cheng Lei  
成磊  
Man Huiyong  
滿會勇  
Li Chunzhi  
李春枝

##### Independent non-executive Directors

###### 獨立非執行董事

Xiong Jianhui  
熊建輝  
Zhao Xuguang  
趙旭光  
Liu Jingtai  
劉景泰  
Luan Dalong  
樂大龍

#### 十六、其他(續)

##### 企業管治報告(續)

本公司已為準備本報告的目的向所有董事做出特定查詢，所有董事已向本公司確認，在本報告期內其已完全遵守《上市發行人董事進行證券交易的標準守則》。本公司收到四名獨立非執行董事按照上市規則第3.13條之要求提交的獨立性確認聲明書，本公司董事會認為四名獨立非執行董事均具有獨立性。

##### 董事及董事會組成

本公司董事會由十一名董事組成，其中執行董事一名、非執行董事六名、獨立非執行董事四名，獨立非執行董事人數佔董事會人數的三分之一以上。董事會成員如下：

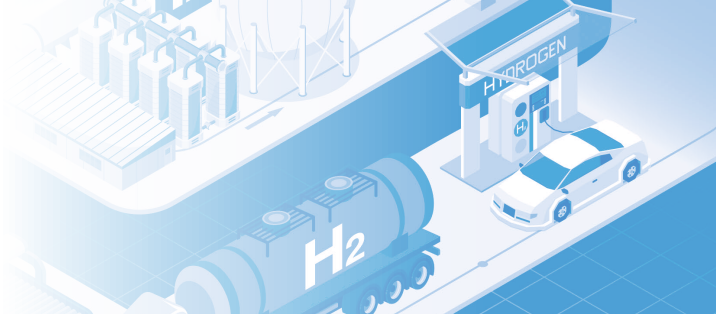
Director and General Manager  
董事、總經理

Chairman  
董事長  
Director  
董事  
Director  
董事  
Director  
董事  
Director  
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董事

Director  
董事  
Director  
董事  
Director  
董事  
Director  
董事

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

###### Description:

The executive Directors and non-executive Directors of the Company have rich experience in production, operation and management and they all are able to make reasonable decisions in respect of the matters proposed by the Board. Among the four independent non-executive Directors, one is a person with rich experience in intelligent manufacturing industry; one is a PRC qualified lawyer with accomplishments in law; one is a PRC certified public accountant with many years of experience in respect of corporate management advisory and accounting practice; and one is an industry researcher with extensive experience in the integration of industry and finance. Such independent non-executive Directors have full capability of assessing internal control and reviewing financial report. The composition of the Board was in full compliance with the requirements of the relevant domestic and overseas laws and regulations and regulatory documents.

During the Reporting Period, to the best of the knowledge of the Board, there exists no relationship between and among the members of the Board (including the chairman and the general manager) with respect to finance, business, family or other material/relevant relationship required to be disclosed.

The Company is in strict compliance with the relevant restrictions on securities transactions by directors imposed by the PRC and Hong Kong regulatory authorities and is always adhering to the principle of being in strict compliance with the rules.

#### 1. Chairman and General Manager

The chairman and the general manager of the Company are assumed by different persons, and their respective duties are clearly divided.

The chairman is the legal representative of the Company and is elected by more than half of all Directors of the Board. The chairman is responsible for corporate planning and strategic decision-makings and chairing the Board, and ensuring that the Board will review all the matters concerned in an appropriate manner for facilitating the effective operation of the Board.

The chairman is entitled to preside over the general meetings, to convene and chair the Board meetings, to examine and check the implementation of the resolutions of the Board, and to sign the securities issued by the Company and other important documents. Upon authorisation by the Board, the chairman can also convene the general meetings and provide guidance to the Company's important business activities during the adjournment of the Board meetings.

The general manager is appointed by the Board and is accountable to the Board. The general manager leads the management to take charge of daily production, operation and management of the Company, and organization and implementation of all resolutions of the Board. As required by the Board or the Supervisory Committee, the general manager will report to the Board or the Supervisory Committee, on a regular basis, regarding the execution and performance of major contracts, and the utilisation of funds, as well as the profit and loss.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

###### 說明:

本公司執行董事及非執行董事在生產、經營、管理上都具有豐富經驗，均能合理決策董事會所議事項。四名獨立非執行董事中一名為智能製造行業的資深人士，具有豐富的智能製造行業經驗；一名為具有中國律師資格的律師，在法律方面造詣較深；一名為中國註冊會計師，具有多年企業管理諮詢和會計從業經驗；一名為行業研究員，在產業與金融結合方面具有豐富的經驗。該等獨立非執行董事完全具備評價內部控制的能力及審閱財務報告的能力。董事會構成完全符合境內外有關法律法規及規範性文件的要求。

於報告期內，盡董事會所知，董事會成員之間(包括董事長與總經理)不存在任何須予披露的關係，包括財務、業務、家屬或其他重大／相關的關係。

本公司嚴格遵守國內及香港兩地監管機構對於董事進行證券交易有關約束條款，並始終堅持條款從嚴的原則。

#### 1、董事長及總經理

本公司董事長及總理由不同人士擔任，並有明確分工。

董事長系公司法定代表人，由董事會以全體董事的過半數選舉產生。董事長負責企業籌劃及戰略性決策，主持董事會工作，保證董事會以適當方式審議所有涉及事項，促使董事會有效運作。

董事長有權主持股東大會，召集和主持董事會會議，檢查董事會決議的實施情況，簽署公司發行的證券和其他重要文件。經董事會授權，還可以召集股東大會；在董事會閉會期間，對公司的重要業務活動給予指導。

總理由董事會聘任，對董事會負責。總經理率領管理層，負責公司日常生產經營管理事務，組織實施董事會的各項決議。根據董事會或者監事會要求，總經理定期向董事會或者監事會報告公司重大合同的簽訂、執行情況、資金運用情況和盈虧情況。

### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

#### 2. *Executive Directors, Non-executive Directors and Independent Non-executive Directors*

Same as the remaining Directors, the non-executive Directors and independent non-executive Directors of the Company have a term of office of three years, commencing from 16 June 2023 to the conclusion of 2025 annual general meeting.

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

#### 3. *Authority and Powers of the Board*

- (1) to convene the general meetings and report its work to the general meetings;
- (2) to implement the resolutions passed at the general meetings;
- (3) to decide on the Company's business plans and investment schemes;
- (4) to formulate the Company's annual financial budget plan and final account plan;
- (5) to formulate the Company's profit distribution plan and loss recovery plan;
- (6) to formulate proposals for increase or reduction of the registered capital and the issue of corporate debentures of the Company;
- (7) to draw up proposals for important acquisition, purchase of the Company's share, or merger, demerger, dissolution and change in the form of the Company;
- (8) to decide within the authorization of the general meeting on external investment, purchase and sale of assets or mortgage of assets, external guarantee, entrusted wealth management, connected transaction and other matters;
- (9) to determine the establishment of the Company's internal management structure;
- (10) to appoint or dismiss the Company's manager and secretary to the Board, to appoint or dismiss, as nominated by the manager, deputy managers and financial controller of the Company, and to determine their remuneration;
- (11) to formulate basic management policy for the Company;
- (12) to formulate amendment proposal to the Articles of Association;
- (13) to manage the Company's information disclosure;
- (14) to determine the Company's interim dividend distribution plan;
- (15) to propose to the general meeting to appoint or change an accountancy firm of the Company;
- (16) to listen to the work report by the manager of the Company and inspect their work;

### 十六、其他(續)

#### 企業管治報告(續)

##### 董事及董事會組成(續)

#### 2、*執行董事、非執行董事、獨立非執行董事*

本公司非執行董事、獨立非執行董事任期與其餘董事相同，均為三年，任期為2023年6月16日至2025年度股東週年大會止。

於應屆股東週年大會上建議重選的董事並無與本公司訂立任何於一年內倘終止則須作出賠償(法定賠償除外)之服務合約。

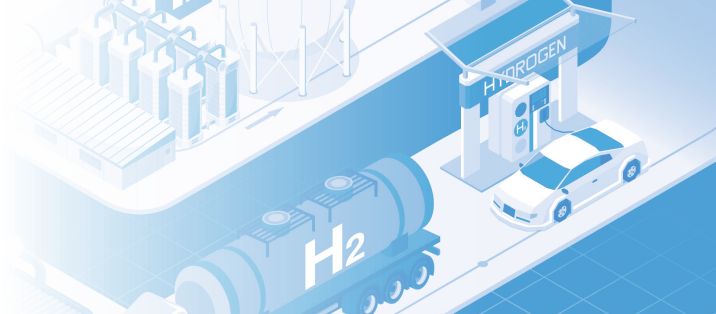
#### 3、*董事會職權*

- (1) 負責召集股東大會，並向股東大會報告工作；
- (2) 執行股東大會的決議；
- (3) 決定公司的經營計劃和投資方案；
- (4) 制定公司的年度財務預算方案、決算方案；
- (5) 制定公司的利潤分配方案和彌補虧損方案；
- (6) 制定公司增加或者減少註冊資本的方案以及發行公司債券的方案；
- (7) 擬訂公司重大收購、收購本公司股票或者合併、分立、解散及變更公司形式的方案；
- (8) 在股東大會授權範圍內，決定公司對外投資、收購出售資產、資產抵押、對外擔保事項、委託理財、關聯交易等事項；
- (9) 決定公司內部管理機構的設置；
- (10) 聘任或者解聘公司經理、董事會秘書，根據經理的提名，聘任或者解聘公司副經理、財務負責人，決定其報酬事項；
- (11) 制定公司的基本管理制度；
- (12) 制訂公司章程修改方案；
- (13) 管理公司信息披露事項；
- (14) 決定派發公司中期股利的方案；
- (15) 向股東大會提請聘請或更換為公司審計的會計師事務所；
- (16) 聽取公司經理的工作匯報並檢查經理的工作；



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 3. Authority and Powers of the Board (Continued)

- (17) to exercise other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association; and
- (18) to exercise any other powers conferred by the general meetings.

##### 4. Remunerations of Directors and Senior Management Officers and Assessment of the Board

##### (1) Service contracts of Directors and Supervisors

The Directors and Supervisors have entered into written contracts with the Company wherein the main contents are as follows:

- (i) Each contract for the Directors of the eleventh session of the Board and Supervisors of the eleventh session of the Supervisory Committee commenced from 16 June 2023 to and until the conclusion of 2025 annual general meeting.
- (ii) An annual salary system is in place for senior management. The annual salary of senior management of the Company comprises three parts, being basic salary, performance pay and special contribution income. Of which, the basic annual salary is determined by the remuneration and monitoring committee at the beginning of each year with reference to factors such as the industry remuneration level, the results of operation of the Company for the previous year and total remuneration. The distribution coefficients are determined based on position evaluation. Typically, the distribution coefficient of general manager is 1, and the distribution coefficients of deputy general manager, financial controller, chief engineer, general counsel, secretary to the Board and other senior management officers range from 0.6 to 0.9.

The basic salary is paid on a monthly basis, while the amount of performance pay shall be determined in accordance with the following formula: performance pay = basic salary x performance coefficient x distribution coefficient, and the performance coefficient shall be assessed by the remuneration and monitoring committee based on the annual performance of the Company's business and reported to the Board for consideration and approval. Special contribution income may be granted to senior management officers who have made significant contribution to the implementation of the strategies of the Company or have received awards from the government or industry associations for significant innovation in management, technological innovation and strong investment income. Special contribution income shall be reviewed by the remuneration and monitoring committee of the Board before submission to the Board for consideration and approval and shall not exceed RMB0.15 million. Chairman of the Board and non-executive Directors do not receive remuneration in the Company. Supervisors are not entitled to receive Supervisors' remuneration, but are entitled to receive remuneration according to their respective positions in the Company and its subsidiaries (other than supervisors' positions). Independent non-executive Directors will be entitled to receive an annual remuneration of RMB80,000.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

##### 3、董事會職權(續)

- (17) 法律、行政法規、部門規章或本章程授予的其他職權；
- (18) 股東大會授予的其他職權。

##### 4、董事及高級管理人員的薪酬及董事會評核

##### (1) 董事與監事服務合約

董事及監事與本公司訂立書面合約，主要方面如下：

- (i) 第十一屆董事會董事和第十一屆監事會監事每份合約由2023年6月16日開始，至2025年股東週年大會止。
- (ii) 高管人員實行年薪制。公司高管人員的年薪由基本收入、績效收入和特殊貢獻收入三部份組成。其中，基本年薪由公司薪酬與考核委員會根據行業薪酬水平、公司上年經營狀況和薪酬總額等因素在每年年初確定。分配係數以崗位評價為基礎予以確定。通常，總經理的分配係數為1，副總經理、財務負責人、總工程師、總法律顧問、董事會秘書及其他高級管理人員的分配係數為0.6-0.9。

基礎收入按月進行平均發放，績效薪酬按以下公式確定：績效收入 = 基本收入 × 績效係數 × 分配係數，績效係數由薪酬與考核委員會根據年度公司經營情況進行考核，報董事會審議通過。高管人員為公司戰略實施做出重大突出貢獻或取得重大管理創新、科技創新、投資取得顯著成效、公司獲得政府、行業等特別嘉獎的情況下，可向高管人員發放特殊貢獻收入。特殊貢獻收入由公司董事會薪酬與考核委員會審核後，報董事會審議通過，其數額最高不超過人民幣15萬元。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬，獨立非執行董事將有權收取的年度袍金人民幣8萬元。

### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

#### Directors and Composition of the Board (Continued)

#### 4. Remunerations of Directors and Senior Management Officers and Assessment of the Board (Continued)

##### (2) Assessment and Incentive Mechanism for Senior Management Officers

During the Reporting Period, the Board of the Company entered into the "Performance Assessment Contract for Senior Management" with the senior management officers. The remuneration and monitoring committee of the Board would report to the Board for examination and approval after assessing the completion of the "Performance Contracts" by the senior management officers.

#### 5. Duties of the management

Pursuant to the authority and power conferred by the Articles of Association, the management of the Company undertakes the major duties as follows: to be responsible for organizing and implementing the Company's annual operating plan and investment plan; to propose the establishment of internal management institution for the Company; to propose the basic management mechanism for the Company; to appoint or dismiss such management members whose appointment and dismissal are not subject to the Board; to formulate the basic regulations for the Company and other matters.

#### 6. Remunerations of auditors

At the 2022 annual general meeting convened on 16 June 2023, the Company re-appointed ShineWing Certified Public Accountants (Special General Partnership) as the domestic and overseas auditors of the Company for the year of 2023; appointed Da Hua Certified Public Accountants (Special General Partnership) as the accountant for 2023 Internal Control Report and authorized the Board to determine the remunerations of these two audit firms.

During the Reporting Period, ShineWing Certified Public Accountants (Special General Partnership) reviewed the attached financial report prepared under the PRC Accounting Standards and Da Hua Certified Public Accountants (Special General Partnership) reviewed the internal control report of the Company.

During the Reporting Period, none of the analysis on the remuneration of the auditor for the provision of non-audit services to the Company was provided by ShineWing Certified Public Accountants (Special General Partnership) and Da Hua Certified Public Accountants (Special General Partnership).

During the Reporting Period, the audit fee payable to ShineWing Certified Public Accountants (Special General Partnership) amounted to RMB1,000,000. The audit fee includes all fees related to audit services provided to the Company by the auditors, including audit fee and review fee. The audit fee payable to Da Hua Certified Public Accountants (Special General Partnership) amounted to RMB350,000. The audit fee includes the review fee paid to auditor for reviewing the effectiveness of the design and implementation of the internal control contained in the Company's financial report.

### 十六、其他(續)

#### 企業管治報告(續)

#### 董事及董事會組成(續)

#### 4、董事及高級管理人員的薪酬及董事會評核(續)

##### (2) 高級管理人員的考評及激勵情況

報告期內，本公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。

#### 5、管理層的職責

本公司管理層根據公司章程賦予的職權，主要履行以下職責：負責組織實施本公司年度經營計劃和投資方案；擬訂本公司內部管理機構設置方案；擬訂本公司的基本管理制度；聘任或者解聘除應由董事會聘任或解聘以外的管理人員；制訂公司基本規章等事項。

#### 6、核數師酬金

公司於2023年6月16日召開2022年股東週年大會，審議通過了續聘信永中和會計師事務所(特殊普通合夥)為本公司2023年度境內外財務報告的審計師；審議通過了聘任大華會計師事務所(特殊普通合夥)為本公司2023年度內控報告的審計師，並授權董事會分別為兩家審計師釐定其酬金。

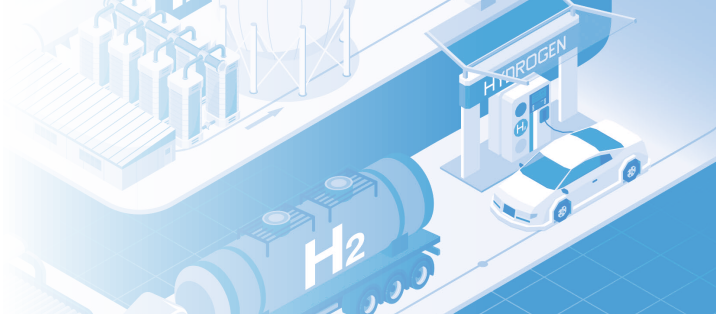
報告期內，信永中和會計師事務所(特殊普通合夥)，審核了隨附根據中國會計準則編製的財務報告。大華會計師事務所(特殊普通合夥)，審核了本公司內控報告。

信永中和會計師事務所(特殊普通合夥)和大華會計師事務所(特殊普通合夥)報告期內未提供非核數服務所得酬金的分析。

報告期應支付給信永中和會計師事務所(特殊普通合夥)的審計費用為人民幣100萬元審計費用包括審計師為本公司提供的審計、審閱及有關審計工作的服務費用。應支付給大華會計師事務所(特殊普通合夥)的審計費用為人民幣35萬元，審計費用包括審計師對本公司財務報告內部控制設計與運行的有效性進行審計。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

###### 6. Remunerations of auditors (Continued)

As at 31 December 2023, ShineWing Certified Public Accountants (Special General Partnership) had provided audit services for the Company for 17 years. A resolution regarding whether ShineWing Certified Public Accountants (Special General Partnership) and Da Hua Certified Public Accountants (Special General Partnership) are to be re-appointed as the Company's auditors for the year of 2024 will be submitted to the 2023 annual general meeting.

During the Reporting Period, Directors assumed the responsibilities of preparing the financial report and internal control report respectively. Please refer to "Financial Report" as set out in section 13 and "Internal Control Audit Report" as set out in section 14 of this annual report, for the particulars of the opinions on the financial report and internal control report issued by ShineWing Certified Public Accountants and Da Hua Certified Public Accountants respectively.

###### 7. Internal control

Details on the internal control of the Company implemented by the Board are set out in the section headed "Internal Control Audit Report" as set out in section 14 of this annual report.

###### 8. Delegation of authority by the Board

During the Reporting Period, any implementation of delegation of authority by the Board to the operation management level shall be subject to the approval of the Board. Such delegation also requires the operation management level to regularly report the implementation results regarding such matters under such delegation. The Board has not delegated any authority with respect to managerial or administrative functions to its committees thereunder.

###### 9. Corporate governance functions

During the Reporting Period, the Board performed its duties regarding corporate governance: (1) to develop and review the Company's policies and practices on corporate governance; (2) to review and monitor the training and continuous professional development of Directors and senior management; (3) to review and monitor the Company's policies and practices on the compliance with legal and regulatory requirements; (4) to develop, review and examine the staff manual applicable to employees and Directors; and (5) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report. Details on the implementation of the foregoing matters are set out in the section headed "Internal Control Audit Report" as set out in section 14 of this annual report.

###### 10. Secretary to the Board

(1) The secretary to the Board is a senior management officer of the Company.

(2) The secretary to the Board is appointed by the Board of the Company and reports duty to the chairman.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

###### 6、核數師酬金(續)

截止2023年12月31日，信永中和會計師事務所(特殊普通合夥)為本公司提供了17年審計服務。有關是否續聘信永中和會計師事務所(特殊普通合夥)和大華會計師事務所(特殊普通合夥)為本公司2024年度之核數師的議案將在2023年股東週年大會上提呈。

報告期董事分別承擔財務報告的編製責任及內控報告的編製責任。信永中和會計師事務所出具財務報告審計意見詳情請見本年度報告「第十三節財務報告」，大華會計師事務所出具的內部控制報告審計意見詳情請見本年度報告「第十四節內部控制」。

###### 7、內部監控

董事會對公司內部控制詳情請見本年報告「第十四節內部控制」。

###### 8、董事會權力轉授

報告期董事會授權給經營層任何權利通過董事會批准後方能實施，授權同時要求經營層定期匯報授權事項的實施結果。董事會不存在將其管理及行政功能方面的權力授予其轄下委員會情形。

###### 9、企業管治職能

報告期董事會履行其企業管治職能：(1)制定及檢討公司的企業管治政策及常規；(2)檢討及檢查董事及高級管理人員的培訓及持續專業發展；(3)檢討及檢查公司在遵守法律及監管規定方面的政策及常規；(4)制定、檢討及檢查員工及董事的員工手冊；(5)檢討公司遵守《守則》的情況及在《企業管治報告》內的披露。上述內容執行情況詳情請見本年報告「第十四節內部控制」。

###### 10、董事會秘書

(1) 董事會秘書是公司高級管理人員。

(2) 董事會秘書由公司董事會聘任，向董事長匯報工作。

### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

#### Directors and Composition of the Board (Continued)

##### 10. Secretary to the Board (Continued)

- (3) The main duties of the secretary to the Board include: to assist the Directors with their handling of the day-to-day business of the Board; to continuously provide the Directors with, remind the Directors of, and ensure that the Directors are aware of, the domestic and foreign regulators' regulations, policies and requirements in respect of the operation of the Company; to assist the Directors and managers in proper compliance with domestic and foreign laws, regulations, the "Articles of Association" and other relevant rules in exercising their power and performing their functions; to be responsible for organizing and preparing the documents of the Board and of the general meetings; to duly keep meeting minutes; to ensure that decisions made at meetings are made in accordance with statutory procedure and to keep track of the implementation of the resolutions of the Board; to be responsible for arranging and coordinating the disclosure of information, coordinating the relationship with investors and enhancing the transparency of the Company; to participate in arranging for capital market financing; to handle the relationship with intermediary organisations, regulators and the media, and to promote good public relations.
- (4) The secretary to the Board has confirmed that he attended not less than 15 hours of relevant professional training during the Reporting Period.

##### 11. Participation in trainings by Directors, Supervisors and senior management officers

Each newly appointed Director is provided with a comprehensive, formal and tailor-made induction at the time of his appointment. Thereafter, the Directors will be provided with updated information as required by the Listing Rules, the law and other regulatory requirements and the latest developments of the Group's business, and will be encouraged to participate in the Continuous Professional Development training, in order to develop their knowledge and skills, so as to ensure that they can continue to contribute to the Board in a fully equipped and fit manner.

In order to develop and update the knowledge and skills of the Directors, Supervisors and senior management to better serve the Company, the Directors, Supervisors and senior management of the Company participated in the trainings in relation to the "Listing Rules", "Corporate Governance", "Corporate Internal Control", "Prevention of Insider Dealing", "Information Disclosure", "Responsibilities of the Directors" during the Reporting Period, and completed the training requirements of the regulatory authorities.

##### 12. Statement regarding Responsibility for financial statements by the Board

This statement is intended to provide the Shareholders with a clear distinction between the respective responsibilities of the Directors and the auditors in connection with service reports which should be read in conjunction with the statement regarding responsibility by auditors contained in the auditors' report set out in the financial statements.

The Board is of the opinion that as the Company's resources are sufficient for its operation in the foreseeable future, the financial statements have been prepared based on the going concern principle, and that in preparation of such financial statements, applicable accounting policies were adopted, completely implemented, supported by reasonable and prudent judgment and estimates, and that the preparation of the statements is in compliance with all accounting standards the Board considers applicable.

The Directors are responsible for ensuring that the accounts record prepared by the Company reasonably and accurately reflects the Company's financial position, and that the financial statements are in compliance with the requirements under relevant accounting standards in the PRC and Hong Kong.

### 十六、其他(續)

#### 企業管治報告(續)

#### 董事及董事會組成(續)

##### 10、董事會秘書(續)

- (3) 董事會秘書的主要任務是協助董事處理董事會的日常工作，持續向董事提供、提醒並確保其瞭解境內外監管機構有關公司運作的法規、政策及要求，協助董事及經理在行使職權時切實履行境內外法律、法規、公司章程及其他有關規定；負責董事會、股東大會文件的有關組織和準備工作，作好會議記錄，保證會議決策符合法定程序，並掌握董事會決議執行情況；負責組織協調信息披露，協調與投資者關係，增強公司透明度；參與組織資本市場融資；處理與中介機構、監管部門、媒體的關係，搞好公共關係。
- (4) 董事會秘書確認彼於報告期內已參加不少於15小時的相關專業培訓。

##### 11、董事、監事及高級管理人員參加培訓情況

每名新委任的董事均在委任時獲得全面、正式及特為其而設的就任須知。其後，董事、監事及高級管理人員將獲取上市規則、法律及其他監管規定要求的更新資料及本集團業務的最新發展，並予以鼓勵參與持續專業發展，以發展彼等的知識及技能，確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

為發展更新董事、監事及高級管理人員的知識及技能，使其更好地為公司服務，報告期公司董事、監事及高級管理人員參加了《上市規則》、《公司治理》、《公司內部控制》、《防範內幕交易》、《信息披露》、《董事責任》等相關內容的培訓，完成了監管機構的培訓要求。

##### 12、董事會就財務報表之責任聲明

本聲明旨在向股東清楚區別公司董事與審計師對服務報表所分別承擔之責任，並應與財務報告所載的審計報告中的審計師責任聲明一併閱讀。

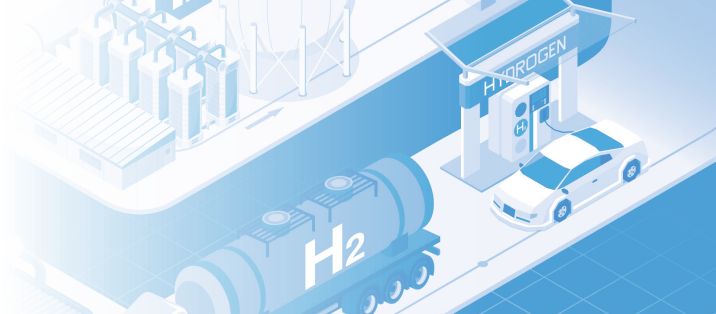
董事會認為：本公司所擁有之資源足以在可預見之將來繼續經營業務，故財務報表以持續經營作為基準編製，於編製財務報表時，本公司已使用適當之會計政策；該等政策均貫徹地運用，並有合理與審慎之判斷及估計作支持，同時亦依循董事會認為適用之所有會計標準。

董事有責任確保本公司編製之賬目記錄能夠合理、準確地反映本公司之財務狀況，並確保該財務報表符合中國及香港相關會計準則的要求。



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

13. *The Company maintained sufficient public float during the Reporting Period.*

##### 14. Shareholders' Right

(1) *To convene an extraordinary general meeting*

Where Shareholders request to convene an extraordinary general meeting or class meeting, the following procedures shall be followed:

- (i) Two or more Shareholders who collectively hold more than 10% (10% inclusive) of the voting shares at the proposed meeting may propose to the Board to convene an extraordinary general meeting or a class meeting by signing one or several written requests with same content in same format and may define the meeting agenda. The Board shall convene such meeting as soon as possible upon receipt of the aforesaid written request(s). The aforesaid number of shares held shall be calculated as of the date when the written request(s) was put forward by the Shareholders.
- (ii) In the event that the Board fails to give a notice of convening such meeting within thirty days upon receipt of the aforesaid written request(s), the Shareholders who put forward the request(s) may convene such meeting of their own accord within four months upon receipt of the request by the Board, and the procedures for convening such meeting shall be the same as those for convening a general meeting by the Board where possible.

The expenses reasonably incurred by Shareholders in convening and holding such a meeting because of the Board's failure to hold such meeting at the aforesaid request shall be borne out by the Company and shall be deducted from any payment due by the Company to the defaulting Directors.

Where the Shareholders decide to convene a general meeting of their own accord, it/they shall give a written notice to the Board and shall simultaneously file the case with the local office of the CSRC and the stock exchange in the locality where the Company operates for record.

Prior to the announcement of the resolution of the general meeting, the shareholding of the convening Shareholders shall be not less than 10%. When the convening Shareholders deliver a notice of general meeting and make the announcement of the resolution of the general meeting, the convening Shareholders shall submit the relevant evidencing materials to the local office of the CSRC and the stock exchange in the locality where the Company operates.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

13、本公司公眾持股量在報告期內是足夠的。

##### 14、股東權益

(1) 召集臨時股東大會

股東要求召集臨時股東大會或者類別股東會議，應當按照下列程序辦理：

- (i) 合計持有在該擬舉行的會議上有表決權的股份百分之十以上(含百分之十)的兩個或者兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集臨時股東大會或者類別股東會議，並闡明會議的議題。董事會在收到前述書面要求後應當儘快召集臨時股東大會或者類別股東會議。前述持股數按股東提出書面要求日計算。
- (ii) 如果董事會在收到前述書面要求後三十日內沒有發出召集會議的通告，提出該要求的股東可以在董事會收到該要求後四個月內自行召集會議，召集的程序應當儘可能與董事會召集股東會議的程序相同。

股東因董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。

股東決定自行召集股東大會的，應當書面通知董事會，同時向公司所在地中國證監會派出機構和證券交易所備案。

在股東大會決議公告前，召集股東持股比例不得低於10%。召集股東應在發出股東大會通知及發佈股東大會決議公告時，向公司所在地中國證監會派出機構和證券交易所提交有關證明材料。



### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

#### Directors and Composition of the Board (Continued)

##### 14. Shareholders' Right (Continued)

(2) *The content of such resolution to be submitted to the general meeting*

The resolutions shall fall within the scope of authority and power of the general meeting, have definite topics and specific resolutions, and comply with the relevant provisions of the laws, administrative regulations and the Company's Articles of Association.

Shareholders that independently or collectively hold 3% or more of the shares in the Company may make a temporary resolution and submit it to the convener(s) in written form ten days prior to the convening of the general meeting. The convener(s) shall deliver a supplementary notice of the general meeting to announce the content of the temporary resolution within two days upon receipt of the resolution.

Except as provided in the preceding paragraph, after delivering a notice of general meeting, the convener(s) may not make any amendments to the resolutions included in the notice or add any new resolutions. Where the election of Directors or Supervisors is proposed to be discussed at a general meeting, the detailed information about the candidates for Directors or Supervisors shall be sufficiently disclosed in the notice of the general meeting, which shall at least include the following:

- (i) Personal information regarding educational background, working experience and concurrent positions;
- (ii) Whether he/she has any connected relationship with the Company or its controlling shareholders or beneficial controllers;
- (iii) The number of shares held in the Company to be disclosed; and
- (iv) Whether he/she has been punished by the CSRC and other relevant authorities and penalised by the stock exchange.

A single resolution shall be made for each candidate for a Director or a Supervisor, except for Directors or Supervisors elected by way of cumulative voting system.

(3) *Enquiries to the Board*

Shareholders may send their enquires to the secretary to the Board at the registered address of the Company for the attention of the Board. The contact details are set out in the "Company Profile" section of the annual report. Questions about the procedures for convening or putting forward resolutions at an annual general meeting or extraordinary general meeting may also be put forward to the secretary to the Board in the same manner.

### 十六、其他(續)

#### 企業管治報告(續)

#### 董事及董事會組成(續)

##### 14、股東權益(續)

(2) 於股東大會呈提提案的內容

提案應當屬股東大會職權範圍，有明確議題和具體決議事項，並且符合法律、行政法規和公司章程的有關規定。

單獨或者合計持有公司3%以上股份的股東，可以在股東大會召開10日前提出臨時提案並書面提交召集人。召集人應當在收到提案後2日內發出股東大會補充通知，公告臨時提案的內容。

除前款規定外，召集人在發出股東大會通知後，不得修改股東大會通知中已列明的提案或增加新的提案。股東大會擬討論董事、監事選舉事項的，股東大會通知中應當充份披露董事、監事候選人的詳細資料，至少包括以下內容：

- (i) 教育背景、工作經歷、兼職等個人情況；
- (ii) 與公司或其控股股東及實際控制人是否存在關聯關係；
- (iii) 披露持有公司股份數量；及
- (iv) 是否受過中國證監會及其他有關部門的處罰和證券交易所懲戒。

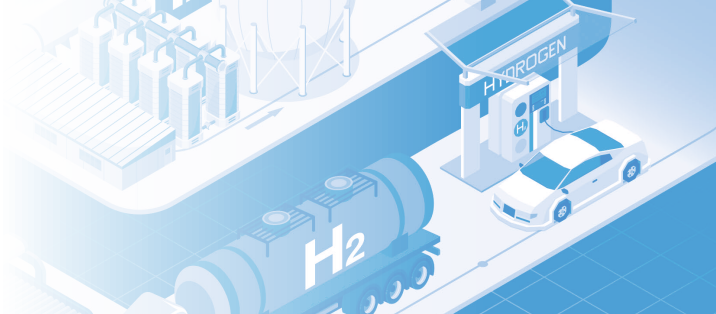
除採取累積投票制選舉董事、監事外，每位董事、監事候選人應當以單項提案提出。

(3) *向董事會提出查詢*

股東可將其查詢寄送本公司註冊地址予董事會秘書，要求董事會作出關注。聯絡資料載於年報內「公司簡介」一節。倘對召集股東週年大會或臨時股東大會，或於會上提呈提案的程序有任何疑問，亦可透過相同方式向董事會秘書提出。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 15. During the Reporting Period, there were changes in the documents of constitutional nature of the Company

Due to the change in registered capital of the Company, provisions of the “Guidelines for the Articles of Association of Listed Companies” and the “Rules for the Independent Directors of Listed Companies” newly amended by the CSRC, the provisions of the “Opinions on Comprehensively Promoting the Construction of the Rule of Law of Municipal State-owned Enterprises” of the State-owned Assets Supervision and Administration Commission of Beijing Municipal Government, and the “Core Shareholder Protection Standards” set out in the newly amended Listing Rules of the Stock Exchange, and in conjunction with the window guidance opinion of the Market Supervision Administration Bureau of Chaoyang District, Beijing and the actual situation of the Company, the Company has amended the constitutional document at the annual general meeting held on 16 June 2023 by passing of a special resolution. For details of the changes in the constitutional document of the Company, please refer to the announcement and circular of the Company dated 30 March 2023 and 17 May 2023.

##### 16. Risk Management and Internal Control

The Board, through the assistance of the audit committee, has conducted an annual review of the effectiveness of the Group’s risk management and internal control systems covering all material controls, including financial, operational and compliance controls. The Board is satisfied that such systems are effective and adequate and appropriate actions have been taken.

The process used by the Company to identify, evaluate and manage significant risks is summarized as follows:

- (1) Risk identification: identify risks that may pose a potential impact on the Group’s business and operations through the audit committee, the management and the internal control department;
- (2) Risk evaluation: evaluate the identified risks based on the likelihood of the occurrence and impact level of the risk;
- (3) Response to risk: according to the evaluation results on the magnitude of the risk, risk management strategies are determined by the internal control department, and through appropriate mechanisms of the Company to ensure the effective implementation of internal control procedures to prevent and reduce the risks.

The main features of the Group’s risk management and internal control systems are the focus on establishment of a sound internal control environment, continuous improvement in risks evaluation, activities control, information and communication, and continuous enhancement and improvement of internal supervision so as to enhance the Company’s operating efficiency and ensure the reliability of financial reporting and effective compliance with applicable laws and regulations, in order to avoid any financial losses as a result of fraud.

The Board of the Company is responsible for the risk management and internal control systems and reviewing their effectiveness. However, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

##### 15、報告期內本公司章程性質文件發生的變動

因公司註冊資本變動、中國證監會新修訂的《上市公司章程指引》及《上市公司獨立董事規則》的規定、北京市人民政府國有資產監督管理委員會的《關於全面推進市屬國企法治建設的意見》的規定，以及聯交所新修訂的上市規則《核心的股東保障水平》，並結合北京市朝陽區市場監督管理局的窗口指導意見及公司實際情況，本公司於2023年6月16日的股東週年大會通過特別決議案修訂公司章程。有關公司章程的變動具體內容詳見公司日期為2023年3月30日的公告及2023年5月17日的通函。

##### 16、風險管理及內部監控

董事會在審計委員會之協助下，已就本集團的風險管理及內部監控系統之成效進行年度檢討，檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。董事會確信，該等制度均為有效及足夠並已採取適當之行動。

公司用於辨認、評估及管理重大風險的程序簡介如下：

- (1) 風險識別：透過審計委員會、管理層及內控部，識別可能對本集團業務及營運構成潛在影響的風險；
- (2) 風險評估：根據風險發生之可能性及影響程度評估已識別之風險；
- (3) 風險應對：根據風險之大小評估結果，由內控部釐定風險管理策略，並透過公司有關機制保障內部監控程序的有效執行，以防止和降低風險。

本集團風險管理及內部監控系統主要特點是著重在建立良性的內控環境，風險評估、控制活動、信息與溝通，以及內部監督上不斷提升和進步，從而促使公司經營效率的提高，盡力保障財務報告的可靠性以及有效遵守須適用的法律和條例，盡力避免公司財產免受舞弊行為帶來的損失。

本集團董事會對風險管理及內部監控系統負責，有責任檢討其有效性。然而內控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理但非絕對的保證。

### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

#### Directors and Composition of the Board (Continued)

##### 16. Risk Management and Internal Control

The internal control department of the Group reviews the effectiveness of the risk management and internal control systems by reviewing the annual internal control audit plan approved by the audit committee, it identifies internal control defects through periodic audits and special audits. With the recommendation in the audit proposal and its status of implementation, the department keeps track of and resolves serious internal control defects.

In relation to the handling and dissemination of inside information in accordance with the Listing Rules and the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the Group has adopted measures including raising awareness of confidentiality of inside information in the Group, issuing notices regarding “black-out” period and restrictions on dealings to Directors and employees on a regular basis to ensure compliance when handling and disclosing inside information.

According to the relevant laws and regulations, combined with the internal control system and evaluation methods of the Company, in respect of the routine supervision and special supervision over the internal control, we have evaluated the effectiveness and adequacy of the internal control of the Company from 1 January 2023 to 31 December 2023.

##### 17. Dividend Policy

The basic principles of the profit distribution policy of the Company: The Company shall take full account of return to investors and distribute dividend to its shareholders each year in the prescribed proportion of the distributable profit realized in the year concerned (from the consolidated financial statements). The profit distribution policy of the Company maintains continuity and stability, and takes into account the long-term interest of the Company, the entire interest of all its shareholders and the sustainable development of the Company. The Company shall give priority to dividend distribution in cash.

The manner of profit distribution: The Company may distribute dividends in cash, in shares, in a combination of both cash and shares. Subject to conditions, the Company may propose interim profit distribution.

Specific conditions and proportions of cash dividend of the Company:

Upon satisfying all below conditions regarding cash dividend, the dividend distributed by the Company in cash each year shall be no less than 5% of the distributable profits (as stated in the consolidated financial statements) realized in the year. The accumulated dividend distributed by the Company in cash in the past three years shall be no less than 30% of the average annual distributable profits (from the consolidated financial statements) realized in the past three years:

- (1) if the distributable net profits realized by the Company in the year concerned (i.e. net profit of the Company net of loss recovery and allocation of its profits to the statutory reserve) are positive with adequate liquidity, the Company may distribute dividend in cash provided that it shall not undermine the subsequent ongoing operation of the Company;
- (2) if the accumulated distributable profits of the parent company are positive;
- (3) auditors had issued an audit report with standard unqualified opinion for the financial statements of the Company for that year;

### 十六、其他(續)

#### 企業管治報告(續)

#### 董事及董事會組成(續)

##### 16、風險管理及內部監控(續)

本集團內控部在通過審閱由審計委員會批准的年度內部控制審計計劃以檢討風險管理及內部監控系統的有效性，通過常規審計和專項審計識別內部監控的不足，並通過審計建議書及其落實情況而跟蹤解決嚴重的內部監控不足問題。

根據上市規則及證券及期貨條例(香港法例第571章)處理及發佈內幕消息而言，本集團已採取包括提高本集團內幕消息的保密意識，定期向董事和僱員發送禁售期和證券交易限制的通知等措施，保證合規處理發佈內幕消息。

公司根據相關法律法規並結合公司內部控制制度和評價辦法，在內部控制日常監督和專項監督上，我們對公司2023年1月1日至2023年12月31日的內部控制有效性和足夠性進行了評價。

##### 17. 股息政策

公司利潤分配政策的基本原則：公司充分考慮對投資者的回報，每年按當年實現的可供分配利潤(合併報表)的規定比例向股東分配股利。公司的利潤分配政策保持連續性和穩定性，同時兼顧公司的長遠利益、全體股東的整體利益及公司的可持續發展。公司優先採用現金分紅的利潤分配方式。

利潤分配的形式：公司採用現金、股票或現金與股票相結合的方式分配股利。在有條件的情況下，公司可以進行中期利潤分配。

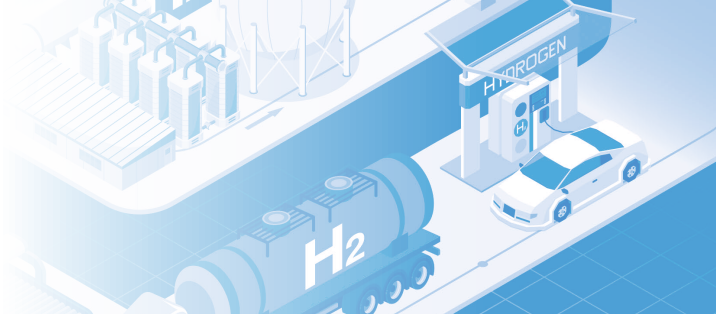
公司現金分紅的具體條件和比例：

在全部滿足下列現金分紅的條件時，公司每年以現金方式分配的利潤不少於當年實現的可供分配利潤(合併報表)的5%，最近三年以現金方式累計分配的利潤不少於最近三年實現的年均可供分配利潤(合併報表)的30%：

- (1) 公司該年度實現的可供分配的淨利潤(即公司彌補虧損、提取公積金後剩餘的淨利潤)為正值，且現金流充裕，實施現金分紅不會影響公司後續持續經營；
- (2) 母公司累計可供分配的利潤為正值；
- (3) 審計機構對公司的該年度財務報告出具標準無保留意見的審計報告；

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 17. Dividends Policy (Continued)

- (4) no special circumstances have occurred to the Company (excluding financing projects);

The aforementioned “special circumstances” refer to material investment plans or significant cash expenditures (excluding financing projects) with accumulated expenditure made by the Company within the following 12 months amounting to or exceeding 25% of the latest audited net assets of the Company; “material investment plans” or “significant capital expenditures” include external investment, external repayment of debts or material asset acquisitions.

- (5) there is no situation in which the principal and interest of the bond cannot be repaid on time or the principal and interest of the matured bond cannot be repaid on time.

Specific conditions for distributing dividends in shares by the Company

Where the Company’s business is sound, and the Company’s share price valuation is within a reasonable range, under the condition that the minimum cash dividend ratio and the reasonableness of the size of the Company’s share capital could be ensured, dividends in shares can be used for profit distribution according to the status of the provident fund and cash flow.

##### 18. Nomination Policy

According to the nomination policy of the Company (the “Nomination Policy”), the nomination committee shall consider the following criteria in evaluating and selecting candidates for directorship:

Character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy; willingness to devote adequate time to discharge duties as a member of the Board;

Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board; requirement for the Board to have independent Directors in accordance with the Listing Rules applicable to the Company and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; other views that are appropriate to the Company’s business or as suggested by the Board.

The procedure of nomination by the nomination committee is summarised as follows:

- The nomination committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board periodically and make recommendation on any proposed changes to the Board to complement the Company’s corporate strategy;
- When it is necessary to fill a casual vacancy or appoint an additional Director, the nomination committee identifies or selects candidates as recommended to the committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out above;

#### 十六、其他(續)

##### 企業管治報告(續)

##### 董事及董事會組成(續)

##### 17. 股息政策(續)

- (4) 公司無特殊情況發生(募集資金項目除外)；

前款所述「特殊情況」是指公司未來十二個月內重大投資計劃或重大資金支出(募集資金投資項目除外)的累計支出額達到或者超過公司最近一期經審計淨資產的25%；「重大投資計劃」或「重大資金支出」包括對外投資、對外償付債務或重大資產收購等。

- (5) 不存在不能按期償付債券本息或者到期不能按期償付債券本息的情形。

公司發放股票股利的具體條件

公司在經營情況良好，且公司股票估值處於合理範圍內，可以根據公積金及現金流狀況，在保證最低現金分紅比例和公司股本規模合理的前提下，採用股票股利方式進行利潤分配。

##### 18. 提名政策

根據公司的提名政策(「提名政策」)，提名委員會在評估及甄選董事候選人時應考慮以下準則：

品格和誠信；資格，包括與本公司業務和公司戰略相關的專業資格，技能，知識和經驗；作為董事會成員，願意投入足夠的時間履行職責；

董事會多元化政策以及為實現董事會多元化而採取的任何可計量的目標；要求董事會根據適用於本公司的上市規則設立獨立董事，以及參考上市規則載列獨立指引以考慮候選人是否被視為獨立董事；適用於本公司業務或董事會建議的其他觀點。

提名委員會提名的程序概述如下：

- 提名委員會定期檢討董事會的架構，規模及組成(包括技能，知識及經驗)，並就董事會的任何建議變更提出建議，以配合本公司的企業策略；
- 當需要填補臨時空缺或委任額外董事時，提名委員會根據以上的準則，在有或沒有外部機構或本公司協助的情況下，識別或選擇已推薦給委員會的候選人；



### XVI. Others (Continued)

#### Corporate Governance Report (Continued)

#### Directors and Composition of the Board (Continued)

##### 18. Nomination Policy (Continued)

- If the process yields one or more desirable candidates, the nomination committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- The nomination committee makes recommendation to the Board including the terms and conditions of the appointment;

The Board considers and decides on the appointment based upon the recommendation of the nomination committee; The procedure of re-appointment of Director at the general meeting is summarised as follows:

In accordance with the Company's "Articles of Association", every Director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election at the general meetings; the nomination committee shall review the overall contribution and service to the Company of the retiring Director. The nomination committee shall also review the expertise and professional qualifications of the retiring Director, who offered himself/herself for re-appointment at the general meetings, to determine whether such Director continues to meet the criteria as set out above; based on the review made by nomination committee, the Board shall make recommendations to Shareholders on candidates standing for re-appointment at the general meeting of the Company, and provide the biographical information of the retiring Director in accordance with the Listing Rules to enable Shareholders to make an informed decision on the reappointment of such candidates at annual general meetings of the Company. The Board will from time to time review the nomination policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

##### 19. Board Diversity Policy

In order to improve the efficiency of the Board and corporate governance, the Company recognises the diversification at the Board level as an important element in maintaining competitive advantage. The diversity of the Board of the Company is beneficial to enhancing the performance of the Company. According to the Board Diversity Policy of the Company (the "Diversity Policy"), the selection of candidates for the Board will be based on a range of diversity areas, including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversity of members of the Board when considering the candidates.

The Board will consider setting measurable objectives when implementing the Diversity Policy and review such objectives from time to time to ensure its appropriateness and ascertain the progress made towards achieving those objectives. Current Board members have varied educational backgrounds and expertise, diverse perspectives and competencies in areas which are relevant and valuable to the Group, including accounting, economics, strategic planning, business development and management. As of the end of the Reporting Period, the ratio of male employees to female employees (including senior management officers) was approximately 7:1. The Company will continue to implement measures to support employee diversity and increase the number of potential gender-diverse Director successors in recruitment and selection in the future.

### 十六、其他(續)

#### 企業管治報告(續)

#### 董事及董事會組成(續)

##### 18. 提名政策(續)

- 如果該流程產生一個或多個理想的候選人，提名委員會應根據本公司的需要及每個候選人的參考檢查(如適用)按優先級對其進行排名；
- 提名委員會向董事會提出建議，包括委任的條款及條件；

董事會根據提名委員會的建議審議並決定任命；在股東大會上重新委任董事程序概述如下：

根據本公司的章程，每名董事任期三年，董事任期屆滿，並有資格於股東大會上膺選連任；提名委員會應審閱退任董事對本公司的整體貢獻及服務。提名委員會亦須檢討退任董事的專業知識及專業資格，並在股東大會上膺選連任，以確定該董事是否繼續符合以上的準則；根據提名委員會的審閱，董事會應就本公司股東大會上重新委任的候選人向股東提出建議，並根據上市規則的規定，提供退任董事的履歷數據，使股東能夠在本公司股東週年大會上就重新委任候選人作出知情決定。董事會將不時檢討及監察提名政策之實施，以確保政策行之有效並遵照監管規定及良好企業管治實務。

##### 19. 董事會多元化政策

為提升董事會的效能及企業管治，本公司視於董事會層面的多元化為維持競爭優勢的重要元素。本公司董事會成員多元化將對提升本公司的表現益處良多。根據本公司董事會成員多元化政策(「多元化政策」)，甄選董事會人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、技能及知識。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顧及董事會成員多元化的益處。

董事會將考慮制定可計量目標，以實行多元化政策，並不時審閱該等目標，確保其合適度及確定達成該等目標的進度。現時董事會成員有不同教育背景和專業知識，具備多元視野及於本集團相關及關鍵領域具有相應的能力，包括會計、經濟、戰略規劃、業務發展及管理。截止報告期末，公司男性員工與女性員工(包括高級管理人員)的比例約為7:1。公司未來將在招聘、選拔等環節，繼續實施支持員工多元化的措施，增加潛在性別多元化董事繼承人數量。



# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任



### I. Environmental Information

### 一、環境信息情況

Whether relevant mechanisms of environmental protection are established  
 是否建立環境保護相關機制  
 Funds for environmental protection invested during the Reporting Period (unit: RMB'0,000)  
 報告期內投入環保資金(單位：萬元)

Yes  
是  
179.39

**(i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities**

**(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明**

Applicable  Not Applicable

適用  不適用

**1. Information on emission of pollutants**

**1. 排污信息**

Applicable  Not Applicable

適用  不適用

**1. Information of wastewater emission**

**1. 廢水排放情況**

Tianjin Tianhai High Pressure Container Co., Ltd. has 2 comprehensive wastewater discharge ports, the wastewater is discharged into the urban sewage pipe network after sedimentation and discharged after being treated by the sewage treatment plant in the Tianjin Port Free Trade Zone. Pollution factors include PH value, suspended solids, chemical oxygen demand, petroleum, biochemical oxygen demand, ammonia nitrogen.

天津天海高壓容器有限責任公司有2個綜合廢水排放口，廢水沉澱後進入城市污水管網，經天津港保稅區污水處理廠處理後外排。污染因子有PH值、懸浮物、化學需氧量、石油類、生化需氧量、氨氮。

In 2023, the wastewater has undergone sampling and monitoring through Tianjin Guona Product Testing Technology Service Co., Ltd., and the results were in compliance with Tianjin Province "Overall Sewage Emission Standard" DB12/356-2018 (Level 3), and all reached the emission standard.

2023年，廢水經天津國納產品檢測技術服務有限公司採樣檢測，結果均符合天津市《污水綜合排放標準》DB12/356-2018(三級)，全年達標排放。

**Table 1-1 Statistical table of emission concentration of water pollutants.**

**表1-1水污染物排放濃度統計表**

Unit: mg/L  
單位：毫克/升

Pollutants 污染物		Standard Limit 標準限值	Emission concentration monitoring data (annual average) 排放濃度監測數據(年平均值) 2023 2023年	Emission pattern 排放規律	Emission flow 排放去向
Regular pollutants 常規污染物	PH value PH值	6~9	7.5	Stable and continuous disposal 穩定連續排放	Sewage treatment plant in the extended area of the Tianjin Port bonded area 天津港保稅區污水處理廠
	chemical oxygen demand 化學需氧量	500	108.8		
	ammoniac nitrogen 氨氮	45	7.1		
	suspended solids 懸浮物	400	11.5		
	total nitrogen 總氮	70	15.5		
	total phosphorous 總磷	8	0.9		
	petroleum 石油類	15	0.01		
Characteristic pollutants 特徵污染物					

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任

### I. Environmental Information (Continued)

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

##### 1. Information on emission of pollutants (Continued)

##### 1. Information of wastewater emission (Continued) Table 1-2 Statistics of total emission volume of water pollutant

Pollutants 污染物	Data Source 數據來源	2023 2023年		
		Production volume 產生量	Disposal volume 排放量	
Total disposal volume of wastewater 廢水總排放量	Statistical method 係數折算	93000	93000	
Regular pollutants 常規污染物	chemical oxygen demand 化學需氧量	Third-party testing 委託檢測	10.118	10.118
	ammoniac nitrogen 氨氮	Third-party testing 委託檢測	0.66	0.66
	suspended solids 懸浮物	Third-party testing 委託檢測	1.07	1.07
	total nitrogen 總氮	Third-party testing 委託檢測	1.423	1.423
	total phosphorous 總磷	Third-party testing 委託檢測	0.084	0.084
Characteristic pollutants 特徵污染物	petroleum 石油類	Third-party testing 委託檢測	0.001	0.001

Unit: ton  
單位：噸

##### 2. Information of exhaust gas emission

Tianjin Tianhai High Pressure Container Co., Ltd. has 9 exhaust gas ports in total, of which there are 2 spray paint exhaust gas ports, 1 manual touch-up exhaust gas port, 2 heat treatment furnace exhaust gas ports, 2 spinning machines exhaust gas ports, 1 spraying solidification exhaust gas port and 1 wrapped-up solidification exhaust gas port. Exhaust gas pollution factors are smoke and dust, blackness of flue gas, sulfur dioxide, nitrogen oxides, benzene, toluene, xylene and VOCs. The total discharge volume of sulfur dioxide, nitrogen oxides and particulates are 0.747 tons, 11.223 tons and 0.747 tons, respectively.

In 2023, the exhaust gas undergone sampling and monitoring through Tianjin Guona Product Testing Technology Service Co., Ltd., the results were in compliance with "Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) and "Volatile Organic Compound Emission Control Standards for Industrial Enterprises" (DB12/524-2020), and all reached the emission standard.

### 一、環境信息情況(續)

#### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

##### 1. 排污信息(續)

##### 1、廢水排放情況(續)

表1-2水污染物排放總量統計

##### 2、廢氣排放情況

天津天海高壓容器有限責任公司共有廢氣排放口9個，其中噴漆廢氣排放口2個，手工補漆廢氣排放口1個，熱處理爐廢氣排放口2個，旋壓機廢氣排放口2個，噴粉固化廢氣排放口1個，纏繞固化廢氣排放口1個。廢氣排放污染因子有煙塵、煙氣黑度、二氧化硫、氮氧化物、苯、甲苯、二甲苯、VOCs。二氧化硫、氮氧化物和顆粒物核定的排放總量分別為0.747噸、11.223噸和0.747噸。

2023年，廢氣經天津國納產品檢測技術服務有限公司採樣檢測，結果均符合《工業爐窯大氣污染物排放標準》(DB12/556—2015)和《工業企業揮發性有機物排放控制標準》(DB12/524—2020)要求，全年達標排放。

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任



### I. Environmental Information (Continued)

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)
  2. Information of exhaust gas emission (Continued)
- Table 2-1 Statistical table of emission concentration monitoring of air pollutant

Pollutants 污染物	Maximum allowable emission concentration (mg/m <sup>3</sup> ) 最高允許排放濃度 (mg/m <sup>3</sup> )	Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2023 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2023年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Actual emission rate (kg/h) 實際排放速率 (kg/h)	
		Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2023 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2023年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Actual emission rate (kg/h) 實際排放速率 (kg/h)	
Natural gas combustion exhaust gas port 天然氣燃燒廢氣排放口					
Regular pollutants 常規污染物	sulfur dioxide 二氧化硫	50	2.1	Nil 無	0.005
	nitrogen oxides 氮氧化物	150	8.51	Nil 無	0.016
	particles 顆粒物	20	0.68	Nil 無	0.078

Table 2-2 Statistical table of emission concentration monitoring of air pollutant

表2-2大氣污染物監測濃度統計表

Pollutants 污染物	Maximum allowable emission concentration (mg/m <sup>3</sup> ) 最高允許排放濃度 (mg/m <sup>3</sup> )	Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2023 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2023年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Annual average of emission concentration monitoring data (kg/h) Annual average of emission concentration monitoring data (kg/h)	
		Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2023 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2023年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Annual average of emission concentration monitoring data (kg/h) Annual average of emission concentration monitoring data (kg/h)	
Spray paint exhaust gas port 噴漆工藝廢氣排放口					
Characteristic pollutants 特徵污染物	benzene 苯	1	0.0073	0.2	0.0001
	Sum of methylbenzene and Xylene 甲苯和二甲苯合計	20	0.4	0.6	0.006
	volatile organic compound 揮發性有機物	50	4.32	1.5	0.082

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任

### I. Environmental Information (Continued)

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)
  2. Information of exhaust gas emission (Continued)
- Table 2-3 Statistical table of total emission volume of air pollutant

Emission volume of natural gas combustion 天然氣燃燒廢氣排放量	190,834,489m <sup>3</sup> 19083.4489萬立方米	2023 2023年
Emission volume of spray paint and winding exhaust gas 噴塗、纏繞工藝廢氣排放量	280,987,864m <sup>3</sup> 28098.7864萬立方米	
Pollutants 污染物	Source 數據來源	Emission volume (tons) 排放量 (噸)
Regular pollutants 常規污染物	sulfur dioxide 二氧化硫	Third-party testing 委託檢測
	nitrogen oxides 氮氧化物	Third-party testing 委託檢測
	particles 顆粒物	Third-party testing 委託檢測
	benzene 苯	Third-party testing 委託檢測
	Sum of methylbenzene and Xylene 甲苯和二甲苯合計	Third-party testing 委託檢測
	VOCS VOCS	Third-party testing 委託檢測

Unit: tons/year  
單位：噸/年

#### 3. Emission control on hazardous waste

Hazardous waste generated by the Company during the production process shall be transferred to Tianjin Hejia Veolia Environmental Services Co., Ltd., a qualified hazardous waste disposal unit for disposal in accordance with the regulations.

Table 3 Statistical table of the generation and disposal of hazardous waste

#### 3. 危險廢物排放控制

公司在生產過程中產生的危險廢棄物，按照規定交由有資質的危險廢物處置單位——天津合佳威立雅環境服務有限公司進行處置。

表3危險廢物產生及處置情況統計表

Unit: tons/year  
單位：噸/年

No. 序號	Waste categories 廢物類別	Major harmful substance 主要有害成分	Major harmful substance 形態 (固、液、氣)	Source of generation 產生來源	Generation volume per year (disposal volume) 2023 年產生量(處置量) 2023年	Disposal method 處置方式
1	HW08	Oil 油	Solid 固	Disposable after use 使用後廢棄	0.4	Third-party disposal 委託處置
2	HW12	water base paint 水性漆	Solid 固	Disposable after print usage 噴漆使用後廢棄	6.41	
3	HW13	Resin 樹脂	Solid 固	Wrap wine 纏繞線	7.34	
4	HW49	Oil and water base paint 油、水性漆	Solid 固	Disposable after use 使用後廢棄	9.58	
				Total 合計	23.73	

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任

### I. Environmental Information (Continued)

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

##### 1. Information on emission of pollutants (Continued)

##### 4. Emission control on general industrial solid waste

General industrial solid wastes generated during the production process, such as tube head and scrap iron, shall be acquired by Tianjin Qingjiangqiang Maoyi Company.

**Table 4 Emission and disposal of general industrial solid waste**

Year 年份	Name of solid waste 固廢名稱	Generation volume 產生量	Comprehensive utilization 綜合利用量	Disposal volume 處置量	Storage volume 貯存量	Emission volume 排放量	Emission flow 排放去向
2023	Short tube head 短管頭	87.65	87.65	0	0	0	Recycled for utilization 回收利用
	Small pot head 小窩頭	450.65	450.65	0	0	0	Recycled for utilization 回收利用
	Oxide 氧化皮	113.22	113.22	0	0	0	Recycled for utilization 回收利用
	Steel ring 鋼圈	251.12	251.12	0	0	0	Recycled for utilization 回收利用
	Steel cuttings 鋼屑	328.69	328.69	0	0	0	Recycled for utilization 回收利用
	Steel scrap bottle 廢鋼瓶	20.333	20.333	0	0	0	Recycled for utilization 回收利用
	Total (tons) 合計(噸)	1251.663					

##### 5. Emission control on noise pollution

**Table 5 Emission and disposal of noise pollution**

Year 年份	Measurement location 測點位置	Corresponding noise source 對應噪聲源	Noise source properties 噪聲源性質	Daytime noise emissions (6:00—22:00)/dB(A) 晝間噪聲排放 (6時—22時)/dB(A)	Nighttime noise emissions (22:00—6:00)/dB(A) 夜間噪聲排放 (22時—6時)/dB(A)	Emission limit 排放限值	Result 結果值
2023	Area around the plant 廠區周邊	Production equipment 生產設備	Mechanical noise 機械性噪聲			65	61

### 一、環境信息情況(續)

#### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

##### 1. 排污信息(續)

##### 4. 一般工業固體廢物排放控制

生產過程中產生的管頭、鐵屑等一般工業固體廢物，由天津清江強質貿易有限公司收購。

**表4一般工業固體廢物排放及處置情況**

Unit: tons/year  
單位：噸/年

##### 5. 噪聲污染排放控制情況

表5噪聲污染排放及處置情況



## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任

#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

###### 2. Construction and operation of pollution prevention & treatment facilities

Applicable  Not Applicable

Tianjin Tianhai installed facilities for prevention and control of pollution in sewage node on each production facilities; exhaust gas ports which produce volatile organic compounds adopted regeneration processes such as dry filtration, activated carbon absorption, catalytic combustion and desorption, respectively. It also adopted secondary de-dusting in shot blasting process. Facilities for prevention and control of pollution are operating normally and effectively.

###### 3. Environmental impact assessment of construction project and other administrative licenses regarding environmental protection

Applicable  Not applicable

###### 4. Environmental emergency response plan

Applicable  Not applicable

In order to deal with unexpected environmental risk accidents, the Company has established a sound emergency response mechanism for unexpected environmental pollution accidents to handle unexpected environmental pollution accident occurred in the Company in a timely, high efficiency and proper manner. In accordance with the relevant requirements of the Environmental Protection Bureau of Tianjin Province and bonded area, the Company has completed the amendment and filing of Emergency Plans for Unexpected Environmental Pollution Accidents of Tianhai Company in January 2023.

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

###### 2. 防治污染設施的建設和運行情況

適用  不適用

天津天海高壓容器有限責任公司對各個生產設施排污節點設有污染防治設施，產生揮發性有機物廢氣排口，採用干式過濾+活性炭吸附+催化燃燒脫附再生處理工藝，拋丸工序採用二次除塵，防治污染設施運行正常有效。

###### 3. 建設項目環境影響評價及其他環境保護行政許可情況

適用  不適用

###### 4. 突發環境事件應急預案

適用  不適用

為應對可能突發的環境風險事故，公司建立健全突發環境污染事故應急機制，以便及時、高效、妥善的處理公司內發生的突發性環境污染事故，按照天津市、保稅區環保局相關要求，2023年1月完成《天津天海公司突發環境污染事件應急預案》修訂、備案工作。

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任



### I. Environmental Information (Continued)

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

##### 5. Environmental self-monitoring scheme

Applicable  Not applicable

In 2023, Tianjin Tianhai High Pressure Container Co., Ltd. has entrusted Tianjin Guona Product Testing Technology Service Co., Ltd. to test the discharge port in accordance with the requirements of the monitoring plan. The test results all met the requirement of the standard. (See Table 1-1, Table 2-2, Table 5).

##### 1. Implementation standard and limit of emission of water pollutant

Items 項目	Standard of concentration limit 標準濃度限值	Source of standard 標準依據
PH value PH值	6~9	"Overall Sewage Emission Standard" (DB12/356-2018 (level 3)) 《污水綜合排放標準》DB12/356—2018三級
Suspended solid 懸浮物	400mg/L	
Chemical oxygen demand 化學需氧量	500mg/L	
Petroleum 石油類	15mg/L	
Biochemical oxygen demand 生化需氧量	300mg/L	
Ammoniac nitrogen 氨氮	45mg/L	
Total phosphorous 總磷	8mg/L	
Total nitrogen 總氮	70mg/L	

##### 2. Implementation standard and limit of implementation of discharge of gaseous waste

##### 2 廢氣執行排放標準及其限值

Source of pollution 污染源	Factors of pollution 污染因子	Standard of concentration limit mg/m <sup>3</sup> 標準濃度限值mg/m <sup>3</sup>	Source of standard 標準來源
Kilns and furnaces 爐窯	sulfur dioxide 二氧化硫	50	"Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) 《工業爐窯大氣污染物排放標準》DB12/556—2015
	Nitrogen oxides 氮氧化物	300	
	Particles 顆粒物	20	
	Blackness of flue gas 煙氣黑度	≤1	
Piping 管道	Benzene 苯	1	"VOC Emission Control Standards for Industrial Enterprises" (DB12/524-2020) 《工業企業揮發性有機物排放控制標準》DB12/524—2020
	Sum of toluene and xylene 甲苯與二甲苯合計	20	
	NMHC 非甲烷總烴	40	
	TRVOC	50	
	TRVOC	50	

### 一、環境信息情況(續)

#### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

##### 5. 環境自行監測方案

適用  不適用

2023年，天津天海高壓容器有限責任公司委託天津國納產品檢測技術服務有限公司，按監測方案要求對污染物排放口進行檢測，檢測結果均符合標準要求(見表1-1、表2-2、表5)。

##### 1、廢水執行排放標準及其限值

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任

#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

###### 5. Environmental self-monitoring scheme (Continued)

3. *The noise level at the boundaries of the plants complies with class 3 and 4 standards of "Emission standard for industrial enterprises noise at boundary" (GB12348-2008), with 65~70dB (A) during the day and 55dB (A) during the night.*

###### 6. Administrative penalty for environmental problems during the Reporting Period

Applicable  Not Applicable

###### 7. Other disclosable environmental information

Applicable  Not Applicable

In 2023, the Company had no complaints on environmental issues or pollution incidents.

##### (ii) Description on the environment protection of the companies other than those falling under key sewage emission entities

Applicable  Not Applicable

##### (iii) Information on efforts conducive to ecological protection, pollution prevention and control and environmental responsibility fulfillment

Applicable  Not Applicable

##### (iv) Measures adopted for reducing carbon emissions during the Reporting Period and their effects

Whether carbon reduction measures were adopted  
是否採取減碳措施

Reduced emission of carbon dioxide equivalent (Unit: tons)  
減少排放二氧化碳當量(單位：噸)

Types of carbon reduction measures (e.g. Use clean energy for generating electricity, use carbon reduction technologies in the production process and the research and development of new products which help reduce carbon emission etc.)

減碳措施類型(如使用清潔能源發電、在生產過程中使用減碳技術、研發生產助於減碳的新產品等)

Specific explanation

Applicable  Not Applicable

No

否

Not Applicable  
不適用

Not Applicable  
不適用

具體說明

Applicable  Not Applicable

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

###### 5. 環境自行監測方案(續)

3、廠界噪聲執行GB12348-2008《工業企業廠界噪聲標準》中的3、4類標準，晝間65~70dB(A)，夜間55dB(A)。

###### 6. 報告期內因環境問題受到行政處罰的情況

適用  不適用

###### 7. 其他應當公開的環境信息

適用  不適用

2023年，本公司未發生環境問題被投訴、環境污染事件。

##### (二) 重點排污單位之外的公司環保情況說明

適用  不適用

##### (三) 有利於保護生態、防治污染、履行環境責任的相關信息

適用  不適用

##### (四) 在報告期內為減少其碳排放所採取的措施及效果

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任



### II. Social responsibility work

#### (i) Whether the social responsibility report, sustainability report or ESG report is disclosed separately

Applicable  Not Applicable

For details of the social responsibility work, please refer to the Company's "2023 Corporate Social Responsibility Report" disclosed on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

The ESG Report will be disclosed on the website of the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) before 30 April 2024. Please pay attention to the announcement of the Company in due course.

#### (ii) Specific situation of social responsibility work

Applicable  Not Applicable

Specific description

Applicable  Not Applicable

### 二、社會責任工作情況

#### (一) 是否單獨披露社會責任報告、可持續發展報告或ESG報告

適用  不適用

社會責任工作情況具體詳見公司同日於上海證券交易所網站[www.sse.com.cn](http://www.sse.com.cn)披露的公司《2023年度企業社會責任報告》。

ESG報告公司將於2024年4月30日前於聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)披露，請及時關注公司公告。

#### (二) 社會責任工作具體情況

適用  不適用

具體說明

適用  不適用

### III. Details on Performance of Consolidation of Anti-Poverty Achievements and Rural Rejuvenation

Applicable  Not Applicable

### 三、鞏固拓展脫貧攻堅成果、鄉村振興等工作具體情況

適用  不適用

#### Poverty alleviation and rural revitalization project 扶貧及鄉村振興項目

#### Number/content 數量/內容

#### Description 情況說明

Total investment (RMB'0,000)  
總投入(萬元)

93.31

Including: funds (RMB'0,000)  
其中：資金(萬元)

93.31

Material supplies (equivalent in cash) (RMB'0,000)  
物資折款(萬元)

Number of Beneficiaries (people)  
惠及人數(人)

Alleviation form (e.g. poverty alleviation by industry, employment, education etc.)  
幫扶形式(如產業扶貧、就業扶貧、教育扶貧等)

purchase of poverty alleviation products

採購幫扶產品

Specific description

Applicable  Not Applicable

具體說明

適用  不適用

Canteen procurement amounted to RMB372,729 for poverty alleviation products.

食堂採購幫扶產品金額372,729元。

Labor unions procurement amounted to RMB546,200 for poverty alleviation products.

工會採購幫扶產品金額546,200元。

Company procurement amounted to RMB14,161 for tasks for supporting Xinjing.

公司採購援疆工作服金額14,161元。

## Section 7 Report of the Directors

### 第七節 董事會報告

The Board of the Company held a total of 11 meetings during the Reporting Period. Please refer to “V. Relevant information of the Board of Directors held during the Reporting Period” under “Corporate Governance” in section 5 of this report for details of the meetings and resolutions.

The Board is pleased to present the annual report and audited consolidated financial statements of the Group for the year ended 31 December 2023.

#### PRINCIPAL ACTIVITIES

The Company’s business scope: General freight; development, design, sales, installation, debugging and repair of cryogenic storage transport vessel, compressor (piston compressor, membrane compressor and nuclear membrane compressor) and accessories, machinery equipment and electrical equipment; technical consulting; technical service; economic trade consulting; goods import and export; technical import and export; and agency for import and export.

#### BUSINESS REVIEW

A review of the business of the Company during the year and a discussion on the Company’s future business development are provided in the section headed “Business Summary of the Company” of this annual report. Description of possible risks and uncertainties that the Company may be facing can be found in the section headed “Management Discussion and Analysis”. An analysis of the Company’s performance during the year using financial key performance indicators is provided in the section headed “Company Profile and Key Financial Indicators” of this annual report. Please refer to Section 6 “Environmental and Social Responsibility” and Part XII of Section 7 for discussions on the Company’s environmental policies and performance, key relationships with its employees, customers, suppliers. The Company’s compliance with relevant laws and regulations which have a significant impact on the Company is contained in the section headed “Corporate Governance” of this annual report.

#### DIRECTORS AND SUPERVISORS

The directors and supervisors in office during the year and up to the date of this report are as follows:

報告期公司董事會共召開11次會議，會議情況及決議內容請見本報告第五節「公司治理」中「五、報告期內召開的董事會有關情況」。

董事會欣然提呈本集團截至2023年12月31日止年度的年報及經審核合併財務報表。

#### 主要業務

本公司經營範圍：普通貨運；開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機（活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機）及配件、機械設備、電氣設備；技術諮詢；技術服務；經濟貿易諮詢；貨物進出口；技術進出口；代理進出口。

#### 業務回顧

有關本公司本年度業務的回顧及本公司未來業務發展的討論載於本年報「公司業務概要」一節。有關本公司可能面臨的潛在風險及不確定因素載於「管理層討論與分析」一節。本公司採用主要財務表現指標對其本年度表現的分析載於本年報「公司簡介和主要財務指標」一節。另外，有關本公司環境政策及表現、與其僱員、客戶及供應商主要關係的討論詳見第六節環境與社會責任及第七節第十二項。本公司遵守對其有重大影響的相關法律法規的情況載於本年報「公司治理」一節。

#### 董事及監事

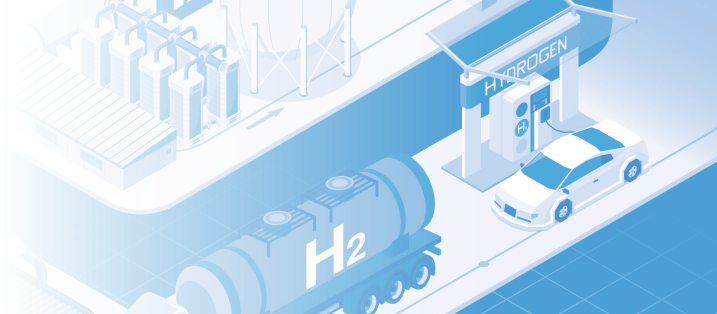
於本年度內及截至本報告日期在任董事及監事如下：

		Date of appointment 獲委任的日期
<b>Executive Director</b>	<b>執行董事</b>	
Zhang Jiheng	張繼恒	26 June 2017 2017年6月26日
Wang Jun (Resigned on 28 April 2023)	王軍(於2023年4月28日辭任)	26 June 2017 2017年6月26日
<b>Non-executive Director</b>	<b>非執行董事</b>	
Li Junjie (Resigned as Executive Director on 15 June 2023, and was appointed as Non-executive Director on 16 June 2023)	李俊杰(於2023年6月15日辭任執行董事，並於2023年6月16日獲委任為非執行董事)	16 June 2023 2023年6月16日
Wu Yanzhang	吳燕璋	9 September 2019 2019年9月9日
Zhou Yongjun	周永軍	16 June 2023 2023年6月16日
Cheng Lei	成磊	16 June 2023 2023年6月16日
Man Huiyong	滿會勇	24 February 2022 2022年2月24日
Li Chunzhi	李春枝	26 June 2017 2017年6月26日
Xia Zhonghua (Resigned on 16 June 2023)	夏中華(於2023年6月16日退任)	26 June 2017 2017年6月26日



## Section 7 Report of the Directors

### 第七節 董事會報告



#### DIRECTORS AND SUPERVISORS (Continued)

The directors and supervisors in office during the year and up to the date of this report are as follows: (Continued)

#### 董事及監事(續)

於本年度內及截至本報告日期在任董事及監事如下：(續)

		Date of appointment 獲委任的日期
<b>Independent Non-executive Director</b>	<b>獨立非執行董事</b>	
Xiong Jianhui	熊建輝	9 June 2020 2020年6月9日
Zhao Xuguang	趙旭光	9 June 2020 2020年6月9日
Liu Jingtai	劉景泰	9 June 2020 2020年6月9日
Luan Dalong	樂大龍	9 June 2020 2020年6月9日
<b>Supervisor</b>	<b>監事</b>	
Tian Dongqiang	田東強	28 October 2020 2020年10月28日
Li Zhe	李哲	26 June 2017 2017年6月26日
Wen Jinhua	文金花	9 June 2020 2020年6月9日

#### I. Discussion and analysis of the Board concerning the principal operation during the Reporting Period

For details, please refer to Section 3.

#### 一、董事會關於報告期內主要經營情況的討論與分析

詳見第三節。

#### II. Discussion and analysis of the Board concerning the future development of the Company

##### 1. Competition and development trend within the industry

For details, please refer to Part VI of Section 3.

##### 2. Development strategies of the Company

For details, please refer to Part VI of Section 3.

##### 3. Operating plans

For details, please refer to Part VI of Section 3.

##### 4. Fund requirement for maintaining existing business and establishing a project company in progress

The outstanding project payment can be basically settled with privately-owned funds.

##### 5. Potential risks

For details, please refer to Part VI of Section 3.

#### 二、董事會關於公司未來發展的討論與分析

##### 1、行業競爭格局和發展趨勢

詳見第三節第六項。

##### 2、公司發展戰略

詳見第三節第六項。

##### 3、經營計劃

詳見第三節第六項。

##### 4、因維持當前業務並完成在建投資項目公司所需的資金需求

尚未支付的工程款項基本可以使用自有資金予以解決。

##### 5、可能面對的風險

詳見第三節第六項。

#### III. Explanation of the Board on "Non-Standard Auditors' Report" issued by the auditors

Not Applicable

#### 三、董事會對會計師事務所「非標準審計報告」的說明

不適用

### IV. Profit distribution proposal or plan to convert surplus reserves into share capital

For details, please refer to Part X of Section 5.

### V. Financial information

#### 1. Fixed Assets

Movements in fixed assets for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 2. Construction in Progress

Particulars and movements in construction-in-progress for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 3. Investments in Subsidiaries

Particulars of the subsidiaries are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 4. Interest in Associated Company

Particulars of the associated companies are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 5. Other Assets

Particulars of other assets are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 6. Reserves

Movements in reserves for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 7. Bank Loan

Details of bank loans as at 31 December 2023 are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

#### 8. Tax Relief

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings in the Shares.

### VI. The Company's pension scheme

In accordance with the relevant regulations of the "State Council's Decisions Regarding Reform of Employee Retirement Insurance Scheme", the Company is required to pay the PRC government an amount equivalent to 16% of the total amount of salary as the basic contribution to the Employee Retirement Insurance Scheme. The Company cannot use the contributions. Apart from the said contribution, the Company has no other commitments or liabilities related to pensions.

Beijing Tianhai has established enterprise annuities for its employees for the period from January 2011 to August 2014. The company bore the cleaning fees and housing allowances for employees who retired before December 2010 at the rates of RMB50 and RMB70 to RMB90 per month respectively. There is no corporate burden for employees retiring thereafter.

### VII. Connected transactions

(1) Particulars of the connected transactions during the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

### 四、利潤分配或資本公積金轉增預案

詳見第五節第十項。

### 五、財務信息

#### 1、固定資產

本年度內固定資產之變動情況載列於根據中國會計準則編製之會計報表附註。

#### 2、在建工程

本年度內在建工程之資料及變動情況載列於根據中國會計準則編製之會計報表附註。

#### 3、附屬公司投資

有關附屬公司之資料載列於根據中國會計準則編製之會計報表附註。

#### 4、聯營公司權益

有關聯營公司之資料載列於根據中國會計準則編製之會計報表附註。

#### 5、其他資產

有關其他資產之資料載列於根據中國會計準則編製之會計報表附註。

#### 6、儲備

本年度內儲備之變動情況載列於根據中國會計準則編製之會計報表附註。

#### 7、銀行貸款

於2023年12月31日之銀行貸款情況載列於根據中國會計準則編製之會計報表附註。

#### 8、稅項減免

本公司並不知悉有任何因股東持有股份而使其獲得之稅項減免。

### 六、公司退休金計劃

本公司按照《國務院關於企業職工養老保險制度改革的決定》的有關規定，需繳付中國政府相等於工資總額的16%費用，作為員工基本養老保險金。除上述費用外，本公司並無其他有關退休金之承擔或責任。

北京天海公司自2011年1月-2014年8月為員工建立了企業年金。公司為2010年12月以前退休人員負擔每月50元洗理費和70-90元住房補貼，之後退休人員無任何企業負擔部分。

### 七、關聯交易

(1) 本年度之關聯交易詳情載列於根據中國會計準則編製之會計報表附註。

## Section 7 Report of the Directors

### 第七節 董事會報告



#### VII. Connected transactions (Continued)

(2) Each independent non-executive Director confirmed that all connected transactions were entered on the normal commercial terms in the ordinary and usual course of business of the relevant members of the Company. All the terms were either normal business terms or not less favorable than the preferential terms offered to the third parties, and were fair and reasonable as far as the Company's Shareholders were concerned.

#### VIII. Staff quarters

The Company did not sell any public housing flats to staff in 2023. In accordance with State policies, the Company contributed to the public housing fund on the basis for 12% of the average monthly salary of the existing employees for the previous year, which did not pose any significant impact on the Company's business performance. In accordance with the spirit of the "(2000) Jing Fang Gai Ban, Zi Document No. 080", Notice in relation to issues of the Increase in Beijing's Public Housing Rentals and Allowances, issued by the Housing Reform Office of Beijing Municipal Government, the Beijing Financial Bureau, the Beijing State Land Resources Bureau and the Housing Administration Bureau, and the Commodity Price Bureau of Beijing, as well as integrating with the Company's actual situation, the Company provided a housing allowance of RMB70 to RMB90 per month to its staff since 1 April 2000.

Beijing Tianhai issued subsidies for housing rent to non-local employees of RMB130 to RMB300 per month. The student's apartment was canceled and the subsidy of RMB1,000 per month was issued in May 2015.

#### IX. Employees' basic medical insurance

Since October 2001, the Company has been implementing the "Provision regarding Basic Medical Insurance in Beijing", and implementing employees' basic medical insurance system in accordance with the provisions. The Company is required to pay the basic medical insurance calculated as 8.8% of employees' total wages, and the large medical expenses mutual fund calculated as 1% of employees' total wages. The provision of supplementary medical insurance shall be prepared at cost of the corporation on the basis for 4% of employees' total wages for medical expenses in accordance with supplementary qualifications on reimbursement of medical insurance set out in "Provision regarding Basic Medical Insurance in Beijing".

#### X. Annual general meeting

The 2023 annual general meeting of the Company is scheduled to be held on a date to be announced by the Company and the notice and circular in relation to the convening of the annual general meeting will be published in due course as required under the Listing Rules.

#### XI. Report on performance of social responsibility and environmental policy

For details, please refer to Section 6.

#### XII. Important relationships with employees, customers and suppliers

The Company focuses on good employee relations and looks for a long term strategic cooperation with customers and suppliers and aims to achieve good quality. The Company puts emphasis on quality and supply of goods management. It has strengthened the construction of mechanism and tightened the control over product quality and goods supply cycle. Through holding seminars with suppliers, site assessment, training and annual evaluation, the Company has innovated the demand and supply model and continuously improved product quality to ensure that the products meet the demand of the Company and market.

#### 七、關聯交易(續)

(2) 各獨立非執行董事確認所有關聯交易是按一般商業條款在本公司有關成員公司之日常及一般業務中進行，有關條款均為正常商業條款或不差於提供予第三者之優惠條款，並對本公司股東而言乃屬公平及合理。

#### 八、員工住房

本公司2023年度未出售公有住房給予員工。公司按照國家規定為現有員工按上年月平均工資總額的12%繳納住房公積金，對公司的業績並無重大影響。根據北京市人民政府房改辦公室、北京市財政局、北京市國土資源和房屋管理局、北京市物價局(2000)京房改辦字第080號《關於北京市提高公有住房租金，增發補貼有關問題的通知》的精神，本公司結合實際情況，對公司員工自2000年4月1日發放每月70-90元住房租金補貼。

北京天海公司向外埠員工每月發放130-300元租房補貼。2015年5月取消大學生公寓，給予公寓人員1000元/月補貼。

#### 九、關於員工基本醫療保險

本公司於2001年10月起執行《北京市基本醫療保險規定》，並依此「規定」實施工基本醫療保險。公司按照全部員工繳費工資基數之和的8.8%繳納基本醫療保險費；按照全部員工繳費工資基數之和的1%繳納大額醫療費用互助資金，按照員工工資總額4%從成本費用中提取補充醫療保險留在企業，用於符合《北京市基本醫療保險規定》中關於補充醫療保險報銷條件的醫療費用的支出。

#### 十、股東週年大會

公司2023年年度股東大會謹定於本公司待公告日期舉行，召開股東週年大會的通知和通告將根據上市規則要求於適當時候公佈。

#### 十一、積極履行社會責任及環境政策工作情況

詳見第六節

#### 十二、公司與其僱員、顧客及供應商的重要關係

公司注重做好僱員關係工作，立足於與客戶及供應商的長期戰略合作，實現品質雙贏。重點圍繞質量和供貨管理，加強機制建設，加大了產品質量和供貨週期的管控力度，通過與供應商座談、現場評審、培訓和年度評價，創新供貨模式，持續改進產品質量，確保產品滿足公司及市場需求。

#### XIII. Legal compliance with laws and regulations

During the Reporting Period, the Company operated strictly in compliance with laws, regulations, "Articles of Association" and other relevant regulatory requirements with lawful decision-making procedures and disciplined operation.

#### XIII. Management contracts

During the Reporting Period, no contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

#### XV. Permitted indemnity provision

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

#### XVI. Equity-linked agreement

Save as disclosed above/in this annual report, no equity-linked agreement was entered into during the year or is still effective at the end of the year.

#### XVII. Distributable reserves

As at 31 December 2023, the distributable reserves of the Company which could be distributed to the Shareholders of the Company amounted to RMB0.

No dividend was declared and distributed to the shareholders of the Company for the year ended 31 December 2023 (Nil for the year ended 31 December 2022).

#### XVIII. Donations

During the Reporting Period, the Group made donations for charitable purposes and other purposes amounting to RMB0.

#### XIX. Directors' rights to acquire shares or debentures

At no time during the Reporting Period was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any body corporate.

#### XX. Directors' interests in transactions, arrangements or contracts of significance

The Company has not entered into any transactions, arrangements or contracts of significance in which any of its directors had a material interest, whether directly or indirectly, at any time during the year.

Save for contracts amongst companies under the Group, no other transactions, arrangements or contracts of significance to which the Company or its subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time of the year.

#### XXI. Environmental policies and performance

For details, please refer to Section 6

#### 十三、遵守法律及規例

在報告期內，本公司嚴格按照法律、法規、《公司章程》及其他監管規定的要求開展各項工作，決策程序合法、運作規範。

#### 十四、管理合約

報告期內，本公司並無訂立或存在任何與本公司全部或任何重大部份業務的管理及行政有關的合約。

#### 十五、獲准許的彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。

#### 十六、權益掛鉤協議

除上文／本年報所披露者外，概無權益掛鉤協議於年內訂立或於年末仍然生效。

#### 十七、可供分派儲備

於二零二三年十二月三十一日，本公司有可供分派儲備約人民幣0元，可供分派予本公司股東。

截至2023年12月31日止年度並無向本公司股東宣派及分派任何股息(截至2022年12月31日止年度：無)。

#### 十八、捐款

報告期內，本集團作出的慈善及其他捐款之金額為人民幣0元。

#### 十九、董事購買股份或債權證之權利

於報告期內，本公司、其母公司或其任何附屬公司或同系附屬公司均無訂立任何安排，使董事可透過收購本公司或任何企業股份或債權證而取得利益。

#### 二十、董事於重大交易、安排或合約的權益

本公司於年內任何時間無訂立與本公司董事直接及間接擁有重大權益的重要交易、安排或合約。

除本集團公司間訂立的合約外，於年末或年內任何時間概無存在本公司或其子公司、同系子公司或其母公司參與訂立且本公司董事直接或間接於其中擁有重大權益的其他重要交易、安排或合約。

#### 二十一、環保政策及表現

詳見第六節





## XXII. Restricted A Share Incentive Scheme

### Disclosures made according to Chapter 17 Share Schemes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

The Company has formulated the Restricted Share Incentive Scheme for the purpose of further establishing and improving the long-term incentive mechanism, attracting and retaining outstanding talents, fully mobilising the enthusiasm of the core personnel of the Company, and effectively integrating the interests of the shareholders with that of the Company and its employees. The Restricted Share Incentive Scheme and its related resolutions were considered and approved by the shareholders in the extraordinary general meeting and the class meetings convened on 13 November 2023. The Participants selected under the Restricted Share Incentive Scheme including the executive directors, senior management personnel, assistant general managers, middle management personnel, core technical or key business personnel of the Company or its subsidiaries, but shall not be municipal management personnel, independent directors, supervisors and shareholders or actual controllers (and their respective spouse, parents or children) holding more than 5% of the Shares of the Company. The number of Restricted Shares to be granted to the Participants under the Restricted Share Incentive Scheme was 6,750,000 shares in total, representing approximately 1.24% and 1.23% of the total share capital of the Company as at the date of the adoption of the Restrictive Share Incentive Scheme and the date of this report, respectively. Pursuant to the Restricted Share Incentive Scheme, the number of restricted shares granted to each Participant under the Restricted Share Incentive Scheme shall not exceed 1% of the total share capital of the Company as at the adoption date. The effective period of the Restricted Share Incentive Scheme shall not exceed 72 months from the date of approval at the EGM to the date of unlocking all Restricted Shares granted to the Participant or the date of repurchase.

The unlocking periods of the Restricted Shares under the initial grant of the Restricted Share Incentive Scheme and the schedule of each period are set out below:

Unlocking arrangement	Unlocking schedule	Proportion of the Restricted Shares to be unlocked of total number of the Restricted Shares granted 可解除限售數量佔獲授權益數量比例
解除限售安排	解除限售時間	
First Unlocking Period	Commencing from the first trading day upon the expiry of 24 months from the date of the initial grant to the last trading day upon the expiry of 36 months from the date of the initial grant	34%
第一個解除限售期	自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34%
Second Unlocking Period	Commencing from the first trading day upon the expiry of 36 months from the date of the initial grant to the last trading day upon the expiry of 48 months from the date of the initial grant	33%
第二個解除限售期	自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33%
Third Unlocking Period	Commencing from the first trading day upon the expiry of 48 months from the date of the initial grant to the last trading day upon the expiry of 60 months from the date of the initial grant	33%
第三個解除限售期	自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33%

During the Lock-up Period, the Restricted Shares granted to the Participants under the Restricted Share Incentive Scheme are restricted from sale, and cannot be transferred, used as security or for repaying debts. The Shares acquired by the Participants as a result of the capitalization of capital reserve, payment of share dividends and sub-division of shares as a result of the grant of Restricted Shares which have not been released from restriction are also subject to lock-up under the Restricted Share Incentive Scheme.

## 十二、A股限制性股票激勵計劃

### 根據《香港聯交所上市規則》第十七章股份計劃做出的披露

為了進一步建立、健全本公司長效激勵機制，吸引和留住優秀人才，充份調動核心骨幹員工的積極性，有效地將股東利益、本公司利益和員工個人利益結合在一起，制定限制性股票激勵計劃。限制性股票激勵計劃及相關議案已於2023年11月13日召開之臨時股東大會及類別股東大會獲股東審議及批准。限制性股票激勵計劃所選取的激勵對象包括本公司或其附屬公司的執行董事、高級管理人員、總經理助理、中層管理人員、核心技術或業務骨幹，但不包括市級管理人員、獨立董事、監事及持有本公司5%以上股份的股東或實際控制人（及其各自的配偶、父母或子女）。限制性股票激勵計劃擬向激勵對象授予的限制性股票總量為675萬股，分別佔本公司於限制性股票激勵計劃之採納日期及於本報告日期已發行股本總數約1.24%及1.23%。根據限制性股票激勵計劃，各參與者所獲授限制性股票數量不得超過計劃採納日期公司股本總額的1%。限制性股票激勵計劃的有效期自臨時股東大會通過之日起至激勵對象獲授的限制性股票全部解除限售或回購之日止，最長不超過72個月。

激勵計劃首次授予的限制性股票的解除限售期及各期解除限售時間安排如下表所示：

Unlocking arrangement	Unlocking schedule	Proportion of the Restricted Shares to be unlocked of total number of the Restricted Shares granted 可解除限售數量佔獲授權益數量比例
First Unlocking Period	Commencing from the first trading day upon the expiry of 24 months from the date of the initial grant to the last trading day upon the expiry of 36 months from the date of the initial grant	34%
第一個解除限售期	自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34%
Second Unlocking Period	Commencing from the first trading day upon the expiry of 36 months from the date of the initial grant to the last trading day upon the expiry of 48 months from the date of the initial grant	33%
第二個解除限售期	自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33%
Third Unlocking Period	Commencing from the first trading day upon the expiry of 48 months from the date of the initial grant to the last trading day upon the expiry of 60 months from the date of the initial grant	33%
第三個解除限售期	自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33%

限制性股票在限售期內，激勵對象根據限制性股票激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按限制性股票激勵計劃進行鎖定。



XXII. Restricted A Share Incentive Scheme (Continued)

After the release of the lock-up restriction, the Company will unlock the Restricted Shares for those Participants who satisfy the conditions for unlocking the Restricted Shares, and the Restricted Shares held by those Participants who do not satisfy the conditions for unlocking the Restricted Shares will be repurchased by the Company.

Performance targets for the unlocking of the Restricted Shares granted under the initial grant of the Restricted Share Incentive Scheme are set out below:

Performance appraisal requirements at the Company's level

Unlocking Period  
解除限售期

Performance targets  
解除限售期業績考核目標

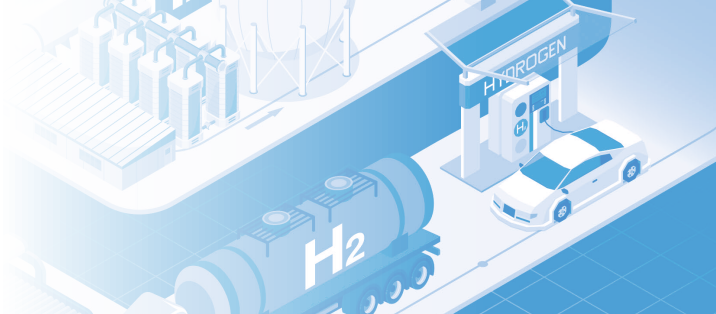
First Unlocking Period 第一個解除限售期	<p>(1) The EOE of the Company in 2024 shall be no less than 7.97% and the growth rate of EOE in 2024 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2024年公司淨資產現金回報率不低於7.97%，且以2021年公司淨資產現金回報率為基數，2024年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2024 shall be no less than 16% and no less than the average level of the industry</p> <p>(2) 2024年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2024 shall be no less than 400%.</p> <p>(3) 以2021年轉型創新類收入為基數，2024年轉型創新業務類收入增長率不低於400%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2024 shall not be less than 3.05%.</p> <p>(4) 2024年研發投入佔營業收入的比重不低於3.05%。</p>
Second Unlocking Period 第二個解除限售期	<p>(1) The EOE of the Company in 2025 shall be no less than 9.30% and the growth rate of EOE in 2025 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2025年公司淨資產現金回報率不低於9.30%，且以2021年公司淨資產現金回報率為基數，2025年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2025 shall be no less than 16% and no less than the average level of the industry.</p> <p>(2) 2025年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2025 shall not be less than 450%.</p> <p>(3) 以2021年轉型創新類收入為基數，2025年轉型創新業務類收入增長率不低於450%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2025 shall not be less than 3.10%.</p> <p>(4) 2025年研發投入佔營業收入的比重不低於3.10%。</p>
Third Unlocking Period 第三個解除限售期	<p>(1) The EOE of the Company in 2026 shall be no less than 10.63% and the growth rate of EOE in 2026 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2026年公司淨資產現金回報率不低於10.63%，且以2021年公司淨資產現金回報率為基數，2026年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2026 shall be no less than 16% and no less than the average level of the industry.</p> <p>(2) 2026年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2026 shall not be less than 500%.</p> <p>(3) 以2021年轉型創新類收入為基數，2026年轉型創新業務類收入增長率不低於500%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2026 shall not be less than 3.15%.</p> <p>(4) 2026年研發投入佔營業收入的比重不低於3.15%。</p>

十二、A股限制性股票激勵計劃(續)

解除限售後，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

限制性股票激勵計劃首次授予的限制性股票解除限售期業績考核目標如下：

公司層面業績考核條件



## XXII. Restricted A Share Incentive Scheme (Continued)

### Performance appraisal of the Participants at individual level

The Participants are assessed on an annual basis pursuant to the Performance Management Regulations formulated by the Company and the various internal assessment systems of the Company, and the extent of unlocking for the Participants for the year is determined based on the results of the assessment.

In the event that the appraisal conditions for unlocking of the Restricted Shares at the Company level are met, the actual amount of Restricted Shares to be unlocked for a Participant in the year = unlocking ratio × the amount of Restricted Shares to be unlocked by the Participant in the year.

Individual unlocking ratios are determined by the results of the individual's performance appraisal. Different unlocking ratios apply to different performance appraisal results.

#### Individual performance appraisal score

個人績效考核分值	85 or above 85分及以上	75-84 75分-84分	70-74 70分-74分	Below 70 70分以下
Unlocking ratio 解鎖比例	100%	80%	60%	0

Note: The party building assessment is a negative indicator. If the Participant fails in the party building assessment, his/her Restricted Shares shall not be unlocked.

As a result of failing to meet the performance target at the Company level or the assessment at the individual level, all or part of the Restricted Shares of the Participant that have not been unlocked for the current period shall not be unlocked or shall be deferred to the period that follows for unlocking, and shall be repurchased by the Company at the lower of the Grant Price and the market price at the time of repurchase. The "market price at the time of repurchase" represents the closing price of the Company's shares on the trading day preceding the date of consideration by the Board of the Company for the repurchase of the Restricted Shares of that Participant.

The initial Grant Price of the Restricted Shares shall be RMB7.33 per Share, which means that upon fulfilment of the grant conditions, each Participant is entitled to purchase the ordinary A Shares of the Company issued to the Participants by the Company at the price of RMB7.33 per Share.

### Basis for determining the initial Grant Price

The pricing benchmark date of the initial Grant Price of the Restricted Shares is the date of publication of the proposal of the Restricted Share Incentive Scheme. The Grant Price shall not be less than the nominal value of the Shares and shall not be less than 50% of the higher of the following prices:

- (1) Average trading price (total trading amount on the preceding trading day/total trading volume on the preceding trading day) of the underlying Shares of the Company (i.e., RMB13.87 per Share) on the trading day preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;

## 十二、A股限制性股票激勵計劃(續)

### 激勵對象個人層面考核

根據公司制定的《績效管理規定》和公司內部各類考核制度對激勵對象分年度進行考核，根據考核評價結果確定激勵對象當年度的解除限售額度。

在公司層面解除限售考核條件達標的情況下，激勵對象個人當年實際解鎖額度 = 解鎖比例 × 個人當年計劃解鎖額度。

個人解鎖比例視個人績效考核結果確定。不同的績效考核結果對應不同的解鎖比例。

註：黨建考核為否決指標，如果黨建考核不合格，激勵對象不得解鎖。

因公司層面業績考核不達標或個人層面考核導致激勵對象當期全部或部分未能解除限售的限制性股票，不得解除限售或遞延至下期解除限售，由公司按照授予價格與回購時市價孰低值回購處理。「回購時市價」是指自公司董事會審議回購該激勵對象限制性股票前一個交易日的公司股票收盤價。

首次授予價格為每股人民幣7.33元，即滿足授予條件後，激勵對象可以每股人民幣7.33元的價格認購本公司向激勵對象增發的限制性股票。

### 首次授予價格的確定方法

限制性股票的首次授予價格的定價基準日為限制性股票激勵計劃草案公佈日。授予價格不得低於股票面值，且不低於下列價格較高的50%：

- (1) 限制性股票激勵計劃草案公佈前1個交易日的本公司標的股票交易均價(前1個交易日股票交易總額/前1個交易日股票交易總量)，為每股人民幣13.87元；

## Section 7 Report of the Directors

### 第七節 董事會報告

- (2) Closing price of the Company's underlying Shares on the trading day preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme (i.e., RMB13.84 per Share);
- (3) Average closing price of the Company's underlying Shares for the 30 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme (i.e., RMB14.66 per Share);
- (4) One of the following prices:
- Average trading price (total trading amount for the last 20 trading days/total trading volume for the last 20 trading days) of the underlying Shares of the Company (i.e., RMB14.29 per Share) for the 20 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;
  - Average trading price (total trading amount for the last 60 trading days/total trading volume for the last 60 trading days) of the underlying Shares of the Company (i.e., RMB14.96 per Share) for the 60 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;
  - Average trading price (total trading amount for the last 120 trading days/total trading volume for the last 120 trading days) of the underlying Shares of the Company (i.e., RMB14.90 per Share) for the 120 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme.
- (2) 限制性股票激勵計劃草案公佈前1個交易日的本公司標的股票收盤價，為每股人民幣13.84元；
- (3) 限制性股票激勵計劃草案公佈前30個交易日的本公司標的股票平均收盤價，為每股人民幣14.66元；
- (4) 以下價格之一：
- 限制性股票激勵計劃草案公佈前20個交易日的本公司標的股票交易均價（前20個交易日股票交易總額／前20個交易日股票交易總量），為每股人民幣14.29元；
  - 限制性股票激勵計劃草案公佈前60個交易日的本公司標的股票交易均價（前60個交易日股票交易總額／前60個交易日股票交易總量），為每股人民幣14.96元；
  - 限制性股票激勵計劃草案公佈前120個交易日的本公司標的股票交易均價（前120個交易日股票交易總額／前120個交易日股票交易總量），為每股人民幣14.90元。

The closing price of the A Share of the Company immediately prior to the restricted share grant date was RMB12.52 per share. The closing price of the share on the date of grant amounted RMB12.44 per share. As prescribed by the relevant requirements of the State-owned Assets Supervision and Administration Commission of the State Council and CSRC, the grant price of the Restricted Shares shall be determined according to principle of fair market. For details of the basis for determining the grant price, please refer to the announcement and circular of the Company dated 24 March 2023 and 25 October 2023, respectively. Please refer to the announcements of the Company dated 14 November 2023 and 29 December 2023 for specific details regarding the Initial Grant on 14 November.

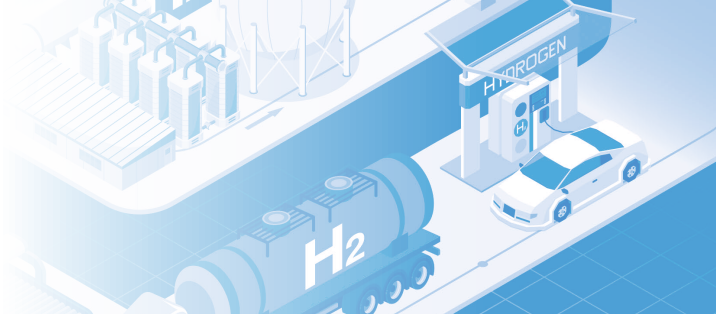
The method of determining the fair value of equity instruments at the date of grant was determined by using the closing price of Restricted Shares at the date of grant less the grant price of Restricted Shares. The total fair value of the Company's initial grant of restricted shares to the Participants was RMB27,594,000 as measured by the data as at 14 November 2023 in accordance with PRC Accounting Standards. Details of the accounting standards and policies adopted in respect of the fair value are set out in Notes III, 25 and XIII, 1 and 2 to the financial statements.

公司A股在緊接限制性股票授予日之前的收盤價格為每股人民幣12.52元，授予日當天收盤價格為每股人民幣12.44元。根據國務院國有資產監督管理委員會及中國證監會相關規定，授予價格應當根據公平市場原則確定。有關釐定授予價格的基準的具體內容詳見公司日期為2023年3月24日及2023年10月25日分別發佈的相關公告及通函。有關首次授予11月14日具體內容詳見公司日期為2023年11月14日及2023年12月29日的公告。

授予日權益工具公允價值的確定方法採用授予日限制性股票的收盤價格減去限制性股票授予價格以計算確定。根據中國會計準則以2023年11月14日的數據測算，公司向激勵對象首次授予限制性股票的公允價值總額為人民幣27,594,000元。有關公允價值所採納的會計準則及政策詳見財務報表附註三、25及十三、1及2。

## Section 7 Report of the Directors

### 第七節 董事會報告



#### Basis for determining the reserved Grant Price

Prior to the grant of the reserved Restricted Shares, a Board meeting shall be convened to consider and approve the relevant resolution. The Grant Price shall not be less than the nominal value of the Shares and shall not be less than 50% of the higher of the following prices:

- (1) Average trading price of the underlying Shares of the Company on the trading day preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount on the preceding trading day/total trading volume on the preceding trading day);
- (2) Closing price of the Company's underlying Shares on the trading day preceding the date of the announcement of the Board resolution on the reserved grant;
- (3) Average closing price of the Company's underlying Shares for the 30 trading days preceding the date of the announcement of the Board resolution on the reserved grant;
- (4) One of the following prices:
  - a. Average trading price of the Company's underlying Shares for the 20 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 20 trading days/total trading volume for the last 20 trading days);
  - b. Average trading price of the Company's underlying Shares for the 60 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 60 trading days/total trading volume for the last 60 trading days);
  - c. Average closing price of the Company's underlying Shares for the 120 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 120 trading days/total trading volume for the last 120 trading days).

The unlocking period of the Restricted Shares under the reserved grant and the schedule of each period are set out below:

#### 預留授予價格的確定方法

預留授予的限制性股票在授予前，須召開董事會審議通過相關議案。授予價格不得低於股票面值，且不得低於下列價格較高者的50%：

- (1) 預留授予董事會決議公佈前1個交易日的本公司標的股票交易均價(前1個交易日股票交易總額/前1個交易日股票交易總量)；
- (2) 預留授予董事會決議公佈前1個交易日的本公司標的股票收盤價；
- (3) 預留授予董事會決議公佈前30個交易日內的本公司標的股票平均收盤價；
- (4) 以下價格之一：
  - a. 預留授予董事會決議公佈前20個交易日的本公司標的股票交易均價(前20個交易日股票交易總額/前20個交易日股票交易總量)；
  - b. 預留授予董事會決議公佈前60個交易日的本公司標的股票交易均價(前60個交易日股票交易總額/前60個交易日股票交易總量)；
  - c. 預留授予董事會決議公佈前120個交易日的本公司標的股票交易均價(前120個交易日股票交易總額/前120個交易日股票交易總量)。

預留授予的限制性股票解除限售期及各期解除限售時間安排如下表所示：

Unlocking arrangement	Unlocking schedule	Proportion of the Restricted Shares to be unlocked of total number of the Restricted Shares granted 可解除限售數量佔獲授權益數量比例
解除限售安排	解除限售時間	
First Unlocking Period	Commencing from the first trading day upon the expiry of 24 months from the date of the reserved grant to the last trading day upon the expiry of 36 months from the date of the reserved grant	34%
第一個解除限售期	自預留授予之日起24個月後的首個交易日起至預留授予之日起36個月內的最後一個交易日當日止	34%
Second Unlocking Period	Commencing from the first trading day upon the expiry of 36 months from the date of the reserved grant to the last trading day upon the expiry of 48 months from the date of the reserved grant	33%
第二個解除限售期	自預留授予之日起36個月後的首個交易日起至預留授予之日起48個月內的最後一個交易日當日止	33%
Third Unlocking Period	Commencing from the first trading day upon the expiry of 48 months from the date of the reserved grant to the last trading day upon the expiry of 60 months from the date of the reserved grant	33%
第三個解除限售期	自預留授予之日起48個月後的首個交易日起至預留授予之日起60個月內的最後一個交易日當日止	33%

As of 31 December 2023, 1,350,000 shares of Restricted Shares were reserved for grant under the Restricted Share Incentive Scheme. As of the year ended 31 December 2023, there were no Restricted Shares cancelled or lapsed. During the year ended 31 December 2023, the number of Restricted Shares issued for the grant of awards under the Restrictive Share Incentive Scheme divided by the weighted average number of A Shares in issue for the year was 1.22%.

截至2023年12月31日，限制性股票激勵計劃下預留授予的限制性股票數目為135萬股。於截至2023年12月31日止年度，概無限制性股票註銷或失效。2023年12月31日年內就限制性股票激勵計劃已授出的獎勵而發行的限制性股票數目除年內已發行A股股份加權平均數為1.22%。



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period

√ Applicable □ Not applicable

#### 一、承諾事項履行情況

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項

√ 適用 □ 不適用

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Undertaking relating to the material asset reorganisation	Settlement of connected transactions	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: As for the connected transactions for us and the companies under our control with the Listed Company and the companies under its control that cannot be avoided or have reasonable grounds, these connected transactions will be conducted in the principles of openness, fairness and justice for market transactions at fair and reasonable prices by us and the companies under our control, and the decision-making procedures for and information disclosure obligations in respect of connected transactions will be performed in accordance the requirements of laws, regulations and regulatory documents. We warrant that we and the companies under our control will not obtain any improper benefits or subject the Listed Company or any of the companies under its control to any improper obligations by way of any connected transactions with the Listed Company or any of the companies under its control. We will indemnify the Listed Company and any of the companies under its control against any losses incurred by them as a result of any transaction with them in violation of the undertakings above.	Long term	Yes	Long term	Yes	-	-
與重大資產重組相關的承諾	解決關聯交易	大股東北京京城機電控股有限責任公司	京城控股承諾：就本公司及本公司控制的其他企業與上市公司及其控制的企業之間將來無法避免或有合理原因而發生的關聯交易事項，本公司及本公司控制的其他企業將遵循市場交易的公開、公平、公正的原則，按照公允、合理的市場價格進行交易，並依據有關法律、法規及規範性文件的規定履行關聯交易決策程序，依法履行信息披露義務。本公司保證本公司及本公司控制的其他企業將不通過與上市公司及其控制的企業的關聯交易取得任何不正當的利益或使上市公司及其控制的企業承擔任何不正當的義務。如違反上述承諾與上市公司及其控制的企業進行交易，而給上市公司及其控制的企業造成損失，由本公司承擔賠償責任。	長期	是	長期	是	-	-



## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Solving the issues concerning competition in the same industry		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: In relation to the businesses or business opportunities similar to those of the Listed Company including that we and other companies under our control anticipate or substantially in place to conduct, and assets and businesses of such businesses or business opportunities that may constitute potential competition. The Company will not conduct and will make efforts to cause the other companies under the control of the Company not to conduct businesses which are the same as or similar to those of the Listed Company in order to avoid direct or indirect competition with the operation of business of the Listed Company. In addition, if unfair impact may be made to the Listed Company in the areas of market share, business opportunities and resource allocation of the Company and the other companies under the control of the Company, the Company will voluntarily give up and will make efforts to cause the other companies under the control of the Company to give up business competition with the Listed Company. The company undertakes that starting from the date of issue of this Letter of Undertaking, it will compensate the Listed Company for any losses suffered or expenses incurred by the Listed Company as a result of the violation of any provisions of this undertaking by the Company. This Letter of Undertaking continues to be effective during the period in which the Listed Company legally and validly subsists and the Company is the Controlling Shareholder (or beneficial controller) of the Listed Company.	Long term	Yes	Long term	Yes		
解決同業競爭		大股東北京京城機電股份有限公司	京城控股承諾：針對本公司以及本公司控制的其他企業未來擬從事或實質性獲得上市公司同類業務或商業機會，且該等業務或商業機會所形成的資產和業務與上市公司可能構成潛在同業競爭的情況。本公司將不從事並努力促使本公司控制的其他企業不從事與上市公司相同或相近的業務，以避免與上市公司的業務經營構成直接或間接的競爭。此外，本公司或本公司控制的其他企業在市場份額、商業機會及資源配置等方面可能對上市公司帶來不公平的影響時，本公司自願放棄並努力促使本公司控制的其他企業放棄與上市公司的業務競爭。本公司承諾，自本承諾函出具日起，賠償上市公司因本公司違反本承諾任何條款而遭受或產生的任何損失或開支。本承諾函在上市公司合法有效存續且本公司作為上市公司的控股股東(或實際控制人)期間持續有效。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

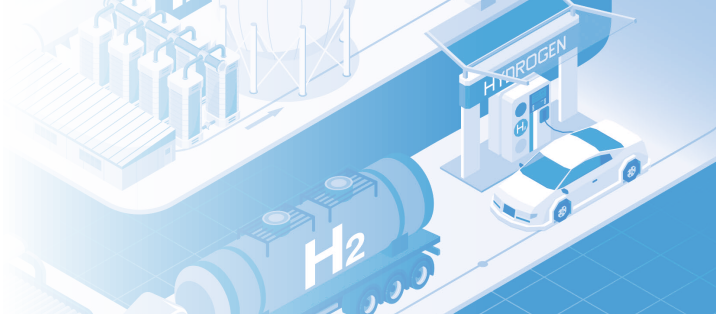
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: After the completion of this Material Asset Reorganisation, it will warrant the independence of the personnel, assets, finances, organizations, businesses of the Listed Company. Jingcheng Holding makes concrete undertaking in the areas of personnel independence, asset independence, financial independence, organizational independence, business independence. That undertaking continues to be valid, cannot be altered and is irrevocable during the period in which Jingcheng Holding is the Controlling Shareholder (or beneficial controller) of the Listed Company. If Jingcheng Holding is in violation of the above undertaking and causes economic losses to the Listed Company, Jingcheng Holding will compensate the Listed Company.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本次重大資產重組完成後，將保證上市公司在人員、資產、財務、機構、業務等方面的獨立性。京城控股分別就人員獨立、資產獨立、財務獨立、機構獨立、業務獨立等方面作出具體的承諾。該承諾在京城控股作為上市公司的控股股東(或實際控制人)期間內持續有效且不可變更或撤銷。如違反上述承諾，並因此給上市公司造成經濟損失，京城控股將向上市公司進行賠償。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: 1. Within 30 days from the receipt of a notice on this matter of Material Asset Reorganisation of Beiren Holdings by the creditors of Beiren Holdings, within 45 days from the date of the first announcement on this matter of Material Asset Reorganisation of Beiren Holdings in case of no receipt of the notice, if they demand Beiren Holdings to make early repayment of liabilities or provide security, and Beiren Holdings has not repaid the liabilities or provided the security, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 2. If Beiren Holdings cannot reach the creditors, and for those creditors who have not expressed clear opinion after the receipt of the notice or the expiry of the notice period, if they have expressed clearly disagreement opinion before the completion of this Material Asset Reorganisation, and Beiren Holdings has not repaid the liabilities nor provided security upon their demand, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 3. For those creditors that Beiren Holdings really cannot reach, and those creditors who have not yet expressed clear opinion after the receipt of the notice or the expiry of the notice period, if after the completion of this Material Asset Reorganisation, the recipient of the Outgoing Assets cannot repay its liabilities, the Company is in charge of the repayment. After the Company has been liable for guarantee responsibility and repayment responsibility, it has the right to seek repayment from the recipient of the Outgoing Assets	Long term	Yes	Long term	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
其他		大股東北京京城機電控股有限責任公司	京城控股承諾：1、北人股份的債權人自接到北人股份有關本次重大資產重組事宜的通知書之日起三十日內，未接到通知書的自北人股份就其本次重大資產重組事宜首次公告之日起四十五日內，如果要求北人股份提前清償債務或提供擔保，而北人股份未清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；2、對於北人股份無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如其在本次重大資產重組完成前又明確發表不同意意見，而北人股份未按其要求清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；3、對於北人股份確實無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如本次重大資產重組完成後，置出資產的承接主體無法清償其債務的，由本公司負責清償。本公司承擔擔保責任或清償責任後，有權對置出資產的承接主體進行追償。	長期	是	長期	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

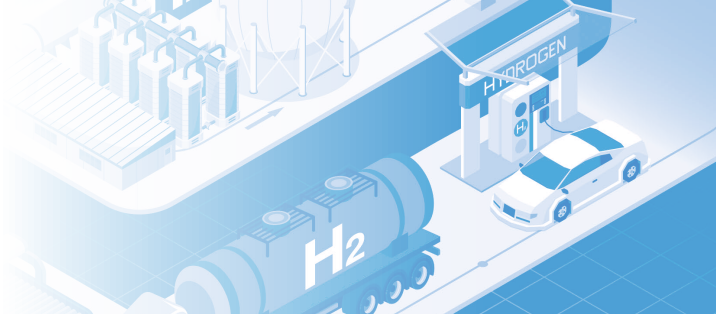
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: If, in the future, the production workshops of Tianhai Industry in Mulin Town is needed to be relocated due to real estate problems in defects of the lease, the Company will fully compensate in cash the Listed Company after the completion of this transaction for all the losses of Tianhai Industry caused by the relocating process.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：若未來天海工業木林鎮生產車間因租賃瑕疵房產的問題而導致搬遷，本公司將向本次交易完成後的上市公司全額現金賠償天海工業在搬遷過程中導致的全部損失。	長期	是	長期	是		
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets, and will not unilaterally refuse to sign or request cessation, termination or change of the "Framework Agreement in relation to the Material Asset Reorganisation of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd.", the "Material Asset Reorganisation Agreement of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation" and relevant agreements due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Beiren Group Corporation shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; Beiren Group Corporation shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse. The Company undertakes: the Company will be jointly liable for the compensation obligations of Beiren Group Corporation.	Long term	Yes	Long term	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
其他		大股東北京京城機電控股有限責任公司	京城控股承諾：本公司充分知悉擬置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任，亦不會因擬置出資產瑕疵單方面拒絕簽署或要求終止、解除、變更《北人印刷機械股份有限公司與北京京城機電控股有限責任公司關於重大資產置換的框架協議》、《北人印刷機械股份有限公司與北京京城機電控股有限責任公司及北人集團公司之重大資產置換協議》及相關協議。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由北人集團公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權追索承擔了任何責任或遭受了任何損失的，由北人集團公司向北人股份作出全額補償。本公司承諾：本公司將對北人集團公司的該等補償責任承擔連帶責任。	長期	是	長期	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

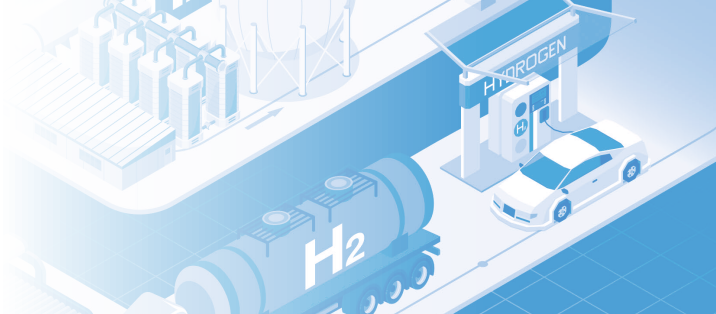
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beiren Group	Beiren Group undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Company shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; the Company shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse.	Long term	Yes	Long term	Yes		
	其他	北人集團	北人集團承諾：本公司充分知悉擬置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由本公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權追索承擔了任何責任或遭受了任何損失的，由本公司向北人股份作出全額補償。	長期	是	長期	是		
	Others	Beiren Group	Beiren Group undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Long term	Yes		
	其他	北人集團	北人集團承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. I shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lock-up period, for the shares of the Listed Company acquired under the Asset Acquisition by way of period Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement: 1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of my corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 2nd phase: If I have fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 3rd phase: If I have fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes		
	股份限售	本次重組交易對方(李紅、趙慶、王曉暉、錢雨孺)	關於股份鎖定的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨孺)承諾： 1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓；前述鎖定期屆滿後，本次發行股份及支付現金購買資產項下取得的上市公司股份，按照下述安排分期解鎖： 第一期：自本次重組發行完成日起滿12個月且本人在《業績補償協議》及補充協議（以下合稱「《業績補償協議》」）項下就2021年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的40%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定； 第二期：本人在《業績補償協議》項下就2022年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定； 第三期：本人在《業績補償協議》項下就2023年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定；	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		

### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4th phase: If I have fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked.

I warrant that I will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by me through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.

2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions.

3. I undertake that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be issued in priority to satisfy the performance compensation obligations. I undertake not to avoid the compensation obligations by any means including share pledges.

第四期：本人在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度、下同)所對應的補償義務(如有)已全部履行完畢的，本人本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。

本人保證，對於本人通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本人不會設定任何質押或其他權利負擔。

2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。

3、本人承諾本次交易中取得的上市公司股份將嚴格遵守限售期限制，並優先用於履行業績補償義務。本人承諾不通過包括質押股份在內的任何方式逃避補償義務。

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4. Before completion of performance compensation obligations, if I need to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), I undertake to inform the pledgee in writing that the shares to be pledged are subject to potential performance undertaking compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.

5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, I shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors of JINGCHENG IMAC, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lock-up on my behalf. If the lockup application is not submitted within two trading days, the Board of Directors is authorized to submit my identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit my identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lock-up the relevant shares. If the investigation concludes that there are violations of laws and regulations, I undertake to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.

4、在全額業績補償義務履行完畢前，本人如需要出質本次交易所取得且按分期解鎖約定已解鎖的股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本人承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應至遲於質押協議簽訂當日將相關質押事項書面通知上市公司。

5、如本次交易因涉贖所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證監會管理委員會立案調查的，在調查結論明確以前，本人不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本人向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本人的身份信息和賬戶信息並申請鎖定；董事會未向證券交易所和登記結算公司報送本人的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本人承諾鎖定股份自願用於相關投資者賠償安排。

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

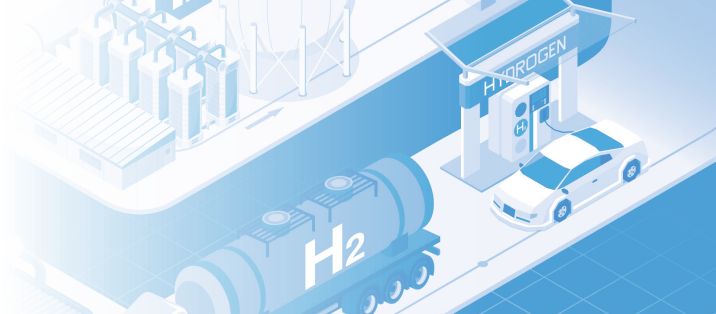
##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparty of Reorganisation (Qingdao Eternal)	<p>6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.</p> <p>6. 若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。</p> <p>Undertaking in relation to share lock-up</p> <p>The Counterparty of Reorganisation (Qingdao Eternal) undertakes:</p> <p>1. The company shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lockup period, for the shares of the Listed Company acquired under the Asset Acquisition by way of Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement:</p> <p>1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of the company corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>2nd phase: If the company has fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>3rd phase: If the company has fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p>	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period			
股份限售	本次重組交易對方(青島艾特諾)	關於股份鎖定的承諾	<p>關於股份鎖定的承諾</p> <p>本次重組交易對方(青島艾特諾)承諾：</p> <p>1、本公司因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓；前述鎖定期屆滿後，本次發行股份及支付現金購買資產項下取得的上市公司股份，按照下述安排分期解鎖：</p> <p>第一期：自本次重組發行完成日起滿12個月且本公司在《業績補償協議》及補充協議(以下合稱「《業績補償協議》」)項下就2021年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p> <p>第二期：本公司在《業績補償協議》項下就2022年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p> <p>第三期：本公司在《業績補償協議》項下就2023年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p>	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿			



## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4th phase: If the company has fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked. The company warrants that it will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by it through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.

2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority.

3. The company undertakes that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be used in priority to satisfy the performance compensation obligations. The company undertakes not to avoid the compensation obligations by any means including share pledges.

第四期：本公司在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，本公司本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。本公司保證，對於本公司通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本公司不會設定任何質押或其他權利負擔。

2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。

3、本公司承諾本次交易中取得的上市公司股份將嚴格遵守限售期限制，並優先用於履行業績補償義務。本公司承諾不通過包括質押股份在內的任何方式逃廢補償義務。

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

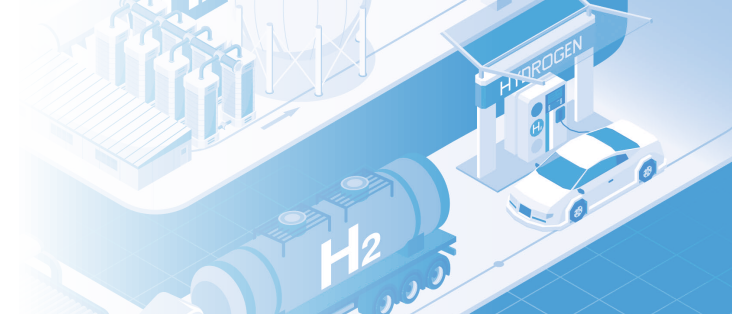
Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4. Before completion of performance compensation obligations, if the company needs to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), the company undertakes to inform the pledgee in writing that the shares to be pledged are subject to potential performance compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.

4、在業績補償義務履行完畢前，本公司如需要出質本次交易所取得股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本公司承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應空運於質押協議簽訂當日將相關質押事項書面通知上市公司。

# Section 8 Important Matters

## 第八節 重要事項



### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, the company shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors of JINGCHENG IMAC, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lockup on the company's behalf. If the lock-up application is not submitted within two trading days, the Board of Directors is authorized to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lockup the relevant shares. If the investigation concludes that there are violations of laws and regulations, the company undertakes to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.

6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.

5、如本次交易因涉嫌所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證券監督管理委員會立案調查的，在調查結論明確以前，本公司不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本公司向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息並申請鎖定；董事會未向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本公司承諾鎖定股份自願用於相關投資者賠償安排。

6、若違反上述承諾，本公司將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本公司將以自有資金對上市公司全額賠償。

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

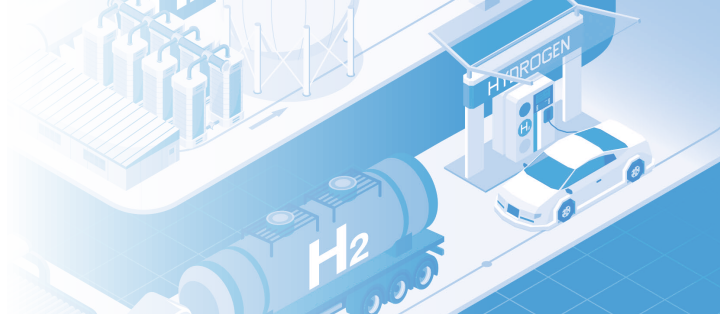
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan) undertake: 1. The shares of the Listed Company acquired by me in the Transactions shall not be transferred within 12 months from the Issuance Completion date of the Reorganisation. 2. During the above-mentioned share lock-up period, the additional Listed Company's shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up period. In case the lockup period as required by regulatory opinions or relevant provisions of the securities regulatory authority is longer than the above-mentioned lock-up period or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority. 3. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes		
	股份限售	本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)	關於股份鎖定的承諾 本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)承諾：1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓。2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。3、若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. As at the date of this letter of undertaking, I do not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by me through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by me through the Transaction, I will not create any pledge or other encumbrances on the Consideration Shares held by me that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lockup period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes		
	其他	本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)	關於質押對價股份的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)承諾：1、截至本承諾函出具之日，本人不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。2、本人通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。3、對於本人通過本次交易所取得的對價股份，在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前，本人不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

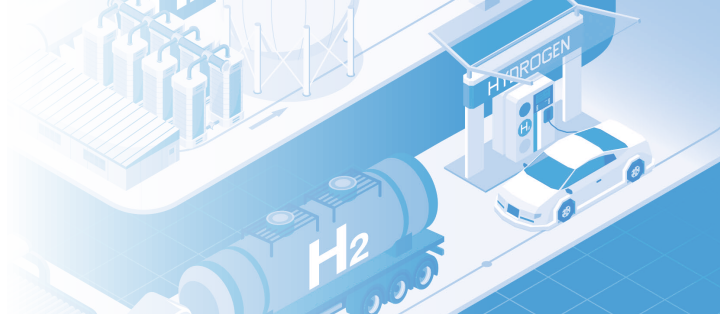
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. As at the date of this letter of undertaking, the company does not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by the company through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by the company through the Transaction, the company will not create any pledge or other encumbrances on the Consideration Shares held by the company that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lock-up period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於質押對價股份的承諾 本次重組交易對方(青島艾特諾)承諾: 1、截至本承諾函出具之日, 本公司不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。2、本公司通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。3、對於本公司通過本次交易所取得的對價股份, 在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前, 本公司不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking for maintaining the independence of the Listed Company Jingcheng Long term Holdings undertakes: Before the Transactions, JINGCHENG MAC is independent of the company. After the completion of the Transactions, the company will continue to maintain the independence of JINGCHENG MAC, follow the five-division and five-independence (五分開、五獨立) principles in business, assets, personnel, finance, and organization and comply with the relevant regulations of the Chinese Securities Regulatory Commission. The company will not cause JINGCHENG MAC to provide unlawful guarantees, will not use the capital of JINGCHENG MAC, and will not form peer competition with JINGCHENG MAC. Once the letter of undertaking is signed, it constitutes an irrevocable legal obligation of the company. If damage is caused to the rights and interests of JINGCHENG MAC and its small and medium shareholders as a result of the company's breach of such undertakings, the company will bear the compensation liabilities by law accordingly.	Yes	Yes	Long term	Yes		
其他		大股東北京京城機電控股有限責任公司	關於保持上市公司獨立性的承諾 京城機電承諾：本次交易前，京城股份獨立於本公司。本次交易完成後，本公司將繼續保持京城股份的獨立性。在業務、資產、人員、財務、機構上遵循五分開、五獨立的原則，遵守中國證券監督管理委員會有關規定，不利用京城股份違規提供擔保，不佔用京城股份資金，不與京城股份形成同業競爭。本承諾函一經簽署，即構成本公司不可撤銷的法律義務。如出現因本公司違反上述承諾而導致京城股份及其中小股東權益受到損害的情況，本公司將依法承擔相應的賠償責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

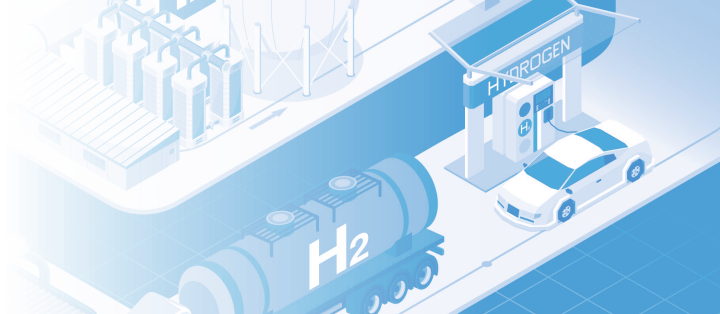
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong)	Undertaking for not to seek control of Listed Company The Counterparties of Reorganisation (17 natural persons including Li Hong) undertake: 1. Since I became a shareholder of BYTQ, I, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have I entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. I undertake to recognise and respect the status of the controlling shareholder of the Listed Company. I will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will I influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor do I have any plan to recommend or nominate directors and senior management to the Listed Company, nor do I have any specific plan to adjust the composition of the board of directors and senior management of the listed company after the completion of the Reorganisation.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(李紅等17名自然人)	關於不謀求上市公司控制權的承諾 本次重組交易對方(李紅等17名自然人)承諾：1、自本人成為北洋天青股東至今，本人作為北洋天青股東，獨立行使股東表決權，與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形，未簽訂任何一致行動協議、或者實施其他可能約束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。2、本人承諾認可並尊重上市公司的控股股東地位，本人不會通過直接或間接增持上市公司股份、或以所持上市公司股份，單獨或共同謀求上市公司的控制權，亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權；本人亦無向上市公司推薦或提名董事和高級管理人員的計劃，對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking for not to seek control of Listed Company The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. Since the company became a shareholder of BYTQ, the company, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have the company entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. The company undertakes to recognise and respect the status of the controlling shareholder of the Listed Company. The company will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will the company influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor does the company have any plan to recommend or nominate directors and senior management to the Listed Company, nor does the company have any specific plan to adjust the composition of the board of directors and senior management of the Listed Company after the completion of the Reorganisation.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於不謀求上市公司控制權的承諾 本次重組交易對方(青島艾特諾)承諾: 1、自本企業成為北洋天青股東至今, 本企業獨立行使北洋天青股東表決權, 與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形, 未簽訂任何一致行動協議、或者實施其他可能約束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。2、本企業承諾認可並尊重上市公司的控股股東地位, 本企業及本企業的實際控制人陶峰不會通過直接或間接增持上市公司股份、或以所持上市公司股份, 單獨或共同謀求上市公司的控制權, 亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權; 本企業亦無向上市公司推薦或提名董事和高級管理人員的計劃, 對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking for replenishing the diluted immediate return Jingcheng Holdings undertakes: In any event, the company will not act ultra vires to intervene in the operation and management activities of JINGCHENG MAC, and will not infringe on the interests of JINGCHENG MAC. The company will effectively perform the obligations as the Controlling Shareholder, perform its duties faithfully and diligently, and safeguard the legal rights and interests of JINGCHENG MAC and its shareholders as whole. From the date of issue of the undertaking letter to the completion of the Transactions of JINGCHENG MAC, if the China Securities Regulatory Commission makes other new regulatory requirements on replenishment return measures and its undertakings, and the above-mentioned undertakings cannot meet the requirements of the CSRC, the company undertakes that it will then issue a supplementary undertaking in accordance with the latest regulations of the CSRC. If the company violates or fails to fulfill the above undertakings, the company will: 1. publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; 2. within 5 working days from the date of confirming the breach of the above-mentioned undertakings, terminate to receive dividends as a shareholder of JINGCHENG MAC, and JINGCHENG MAC shares held by the company shall not be transferred until the company fulfills effectively its undertaking or its breach of undertaking is eliminated; 3. if the Company fails to perform the above undertakings for reasons other than force majeure, and fails to provide appropriate and reasonable explanations, the gains obtained by the company therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require the Company to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains.	Long term	Yes	Long term	Yes		
其他		大股東北京京城機電控股有限公司	填補被攤薄即期回報措施的承諾 京城機電承諾：在任何情形下，本公司均不會越權干預京城股份的經營管理活動，不會侵佔京城股份的利益，本公司將切實履行控股股東的義務，忠實、勤勉地履行職責，維護京城股份和全體股東的合法權益。自承諾函出具日至京城股份本次交易完成前，若中國證券監督管理委員會作出關於填補回報措施及其承諾的其他新的監管規定的，且上述承諾不能滿足證監會該等規定時，本公司承諾屆時將按照證監會的最新規定出具補充承諾。若本公司違反或不履行上述承諾，則本公司：1、將在京城股份股東大會及中國證券監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉；2、在確認違反上述承諾之日起5個工作日內，停止在京城股份處領取股東分紅，同時本公司持有的京城股份不得轉讓，直至本公司實際履行承諾或違反承諾事項消除；3、若因非不可抗力原因致使本公司未履行上述承諾，且又無法提供正當合理的說明的，則本公司因此而獲得的收益均歸京城股份所有，京城股份有權要求本公司於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。	長期	是	長期	是		



# Section 8 Important Matters

## 第八節 重要事項

### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Directors and senior management of the Listed Company	Undertaking for replenishing the diluted immediate return Directors and senior management of the Listed Company undertake: 1. Not to transfer benefits to other entities or individuals at nil consideration or under unfair terms, and not to damage the interests of JINGCHENG MAC in other ways; 2. To restrain the duty consumption behavior; 3. Undertake not to utilize the assets of JINGCHENG MAC to engage in investment and consumption activities which are unrelated to the performance of duties; 4. That the remuneration system formulated by the Board of Directors or the remuneration committee will be linked to the implementation of the replenishment return measures of JINGCHENG MAC; 5. That if JINGCHENG MAC implements equity incentives, the exercise conditions for equity incentives of JINGCHENG MAC to be announced will be linked to the implementation of the replenishment return measures of JINGCHENG MAC. If I violate or fail to fulfill the above undertakings, I: 1. will publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; 2. within 5 working days from the date of confirming the breach of the abovementioned undertakings, terminate to receive remuneration, allowance (if any) and bonus (if any) as a shareholder of JINGCHENG MAC, and shares of JINGCHENG MAC (if any) held by me shall not be transferred until I fulfill effectively my undertaking or my breach of undertaking is eliminated; 3. if I fail to perform the above undertakings for reasons other than force majeure, and fail to provide appropriate and reasonable explanations, the gains obtained by me therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require me to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains.	Long term	Yes	Long term	Yes		
	其他	上市公司董事、高級管理人員	填補被攤薄即期回報措施的承諾 上市公司董事、高級管理人員承諾：1、承諾不無償或以不公平條件向其他單位或者個人輸送利益，也不採用其他方式損害京城股份利益；2、承諾對本人的職務消費行為進行約束；3、承諾不動用京城股份資產從事與履行職責無關的投資、消費活動；4、承諾由董事會或薪酬委員會制定的薪酬制度與京城股份填補回報措施的執行情況相掛鉤；5、如京城股份實施股權激勵，承諾擬公佈的京城股份股權激勵的行權條件與京城股份填補回報措施的執行情況相掛鉤。若本人違反或不履行上述承諾，則本人：1、將在京城股份股東大會及中國證劵監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉；2、在確認違反上述承諾之日起5個工作日內，停止在京城股份處領取薪酬、津貼(如有)及股東分紅(如有)，同時本人持有的京城股份(如有)不得轉讓，直至本人實際履行承諾或違反承諾事項消除；3、若因非不可抗力原因致使本人未履行上述承諾，且又無法提供正當合理之說明的，則本人因此而獲得的收益均歸京城股份所有，京城股份有權要求本人於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。	長期	是	長期	是		

### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

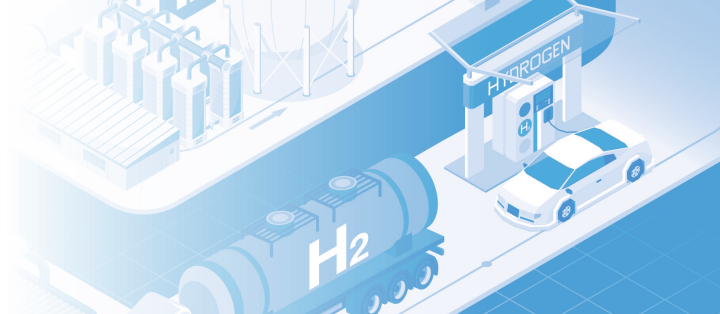
### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong)	Undertaking regarding avoidance of funds appropriation Counterparties of Reorganisation (17 natural persons including Li Hong) undertake: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), I will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, I will strictly comply with the relevant rules of the CSRC and the SSE and the relevant requirements of the Articles of Association to equally exercise the shareholders' rights and fulfill the shareholders' obligations. I will not seek improper interests by using the position of shareholders and guarantee the Listed Company and BYTQ will continue to be completely separate from other enterprises under my control in terms of personnel, assets, finance, institutions and business to maintain the independence of the Listed Company in terms of personnel, assets, finance, institutions and business. After the completion of the Transactions, I will comply with the rules of the Notice on Several Issues concerning Regulating Fund Transactions between Listed Companies and Their Affiliates and the External Guarantees of Listed Companies and the Circular of China Securities Regulatory Commission and China Banking Regulatory Commission on Regulating the External Guarantees Provided by Listed Companies, to regulate the external guarantees of the Listed Company and its subsidiaries. Other companies under my control (if any) will not appropriate the Listed Company's or BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with the Listed Company or BYTQ that is not related to normal business operations. If I breach the above-mentioned undertakings, causing any impact or loss to the Transactions, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	2020.6.30-2022.6.17	Yes		
	其他	本次重組交易對方(李紅等17名自然人)	關於避免資金佔用的承諾 本次重組交易對方(李紅等17名自然人)承諾:本人在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內,不佔用北洋天青資金,不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後,本人將嚴格遵守中國證監會、上海證券交易所相關規章及《公司章程》等相關規定,平等行使股東權利、履行股東義務,不利用股東地位謀取不當利益,保證上市公司及北洋天青在人員、資產、財務、機構及業務方面繼續與本人控制的其他企業完全分開,保持上市公司在人員、資產、財務、機構及業務方面的獨立。本次交易完成後,本人將遵守《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》及《中國證券監督管理委員會、中國銀行業監督管理委員會關於規範上市公司對外擔保行為的通知》的規定,規範上市公司及其子公司的對外擔保行為。本人控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代償債務等任何方式佔用上市公司或北洋天青的資金,避免與上市公司或北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾,為本次交易造成任何影響或損失的,本人將依法承擔相應的賠償責任。	長期	是	2020.6.30至2022.6.17	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Huang Xiaofeng	Undertaking regarding avoidance of funds appropriation Huang Xiaofeng undertakes: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), I will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, other companies under my control (if any) will not appropriate BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with BYTQ that is not related to normal business operations. If I breach the above-mentioned undertakings, causing any impact or loss to the Transactions, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	2020.6.30-2022.6.17	Yes		
	其他	黃曉峰	關於避免資金佔用的承諾 黃曉峰承諾：本人在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內，不佔用北洋天青資金，不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後，本人控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代償債務等任何方式佔用北洋天青的資金，避免與北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾，為本次交易造成任何影響或損失的，本人將依法承擔相應的賠償責任。	長期	是	2020.6.30至2022.6.17	是		

### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

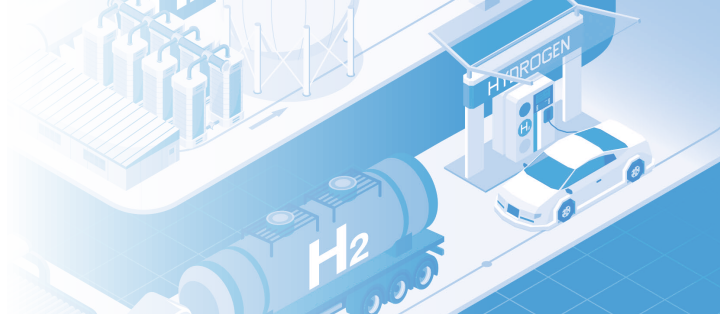
### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking regarding avoidance of funds appropriation Counterparty of Reorganisation (Qingdao Eternal) undertakes: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), the company will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, the company will strictly comply with the relevant rules of the CSRC and the SSE and the relevant requirements of the Articles of Association to equally exercise the shareholders' rights and fulfill the shareholders' obligations. The company will not seek improper interests by using the position of shareholders and guarantee the Listed Company and BYTQ will continue to be completely separate from other enterprises under the company's control in terms of personnel, assets, finance, institutions and business to maintain the independence of the Listed Company in terms of personnel, assets, finance, institutions and business. After the completion of the Transactions, the company will comply with the rules of the Notice on Several Issues concerning Regulating Fund Transactions between Listed Companies and Their Affiliates and the External Guarantees of Listed Companies and the Circular of China Securities Regulatory Commission and China Banking Regulatory Commission on Regulating the External Guarantees Provided by Listed Companies, to regulate the external guarantees of the Listed Company and its subsidiaries. Other companies under the company's control (if any) will not appropriate BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with the BYTQ not related to normal business operations, the Listed Company's or BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., so as to avoid any flow of funds with the Listed Company or BYTQ that is not related to normal business operations. If the company breaches the abovementioned undertakings, causing any impact or loss to the Transactions, the company will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	2020.6.30-2022.6.17	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於避免資金佔用的承諾 本次重組交易對方(青島艾特諾)承諾:本公司在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內,不佔用北洋天青資金,不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後,本公司將嚴格遵守中國證監會、上海證券交易所相關規章及《公司章程》等相關規定,平等行使股東權利,履行股東義務,不利用股東地位謀取不當利益,保證上市公司及北洋天青在人員、資產、財務、機構及業務方面繼續與本公司控制的其他企業完全分開,保持上市公司在人員、資產、財務、機構及業務方面的獨立。本次交易完成後,本公司將遵守《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》及《中國證券監督管理委員會、中國銀行業監督管理委員會關於規範上市公司對外擔保行為的通知》的規定,規範上市公司及其子公司的對外擔保行為。本公司控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代價債務等任何方式佔用上市公司或北洋天青的資金,避免與上市公司或北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾,為本次交易造成任何影響或損失的,本公司將依法承擔相應的賠償責任。	長期	是	2020.6.30至2022.6.17	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding avoidance of peer competition Jingcheng Holdings undertakes: 1. Unless the company no longer directly or indirectly holds the shares of JINGCHENG MAC, the company and the enterprises effectively controlled or influenced significantly by the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. 2. If the company breaches the agreement in item 1 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time.	Long term	Yes	Long term	Yes		
其他		大股東北京京城機電控股有限責任公司	關於避免同業競爭的承諾 京城機電承諾：1、除非本公司不再直接或間接持有京城股份的股份，否則本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動，也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。2、若本公司因違反上述第1項之約定給京城股份及其子公司造成損失的，則本公司將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。	長期	是	長期	是		



### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing)	Undertaking regarding avoidance of peer competition Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing) undertake: 1. I and the other enterprises effectively controlled or influenced significantly by me currently do(es) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period I directly or indirectly hold the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by me and I shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. I and the enterprises effectively controlled or influenced significantly by me have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by me and I and BYTQ, I shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to me and the enterprises effectively controlled or influenced significantly by me. 3. If I breach the agreement in item 1 and item 2 above, I shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by me in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if I breach the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, I will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, my irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which I am no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉暉、趙慶)	關於避免同業競爭的承諾 本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉暉、趙慶)承諾: 1、本人及本人控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。2、本人直接或間接持有京城股份的期間,本人及本人擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動,也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本人及本人擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會,而該業務機會可能直接或間接導致本人及本人擁有實際控制權或重大影響的企業與北洋天青產生同業競爭,本人應於發現該業務機會後立即通知北洋天青,並盡最大努力促使該業務機會按不劣於提供給本人及本人擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。3、若本人違反上述第1項和第2項之約定的,則本人應將通過本次交易取得之京城股份的股份無償返還予京城股份,京城股份將依據內部決策程序註銷本人返還之股份(有關股份已轉讓的,應將轉讓所得價款返還);若本人因違反上述第1項和第2項之約定給京城股份及其子公司造成損失的,則本人還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署,即構成本人不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本人不再系京城股份的直接或間接股東之日止。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking regarding avoidance of peer competition Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. The company and the other enterprises effectively controlled or influenced significantly by the company currently do(es) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period the company directly or indirectly holds the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by the company and the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. The company and the enterprises effectively controlled or influenced significantly by the company have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by the company and the company and BYTQ, the company shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to the company and the enterprises effectively controlled or influenced significantly by the company. 3. If the company breaches the agreement in item 1 and item 2 above, the company shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by the company in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if the company breaches the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, the company's irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which the company is no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於避免同業競爭的承諾 本次重組交易對方(青島艾特諾)承諾: 1、本公司及本公司控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。2、本公司直接或間接持有京城股份的期間,本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動,也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本公司及本公司擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會,而該業務機會可能直接或間接導致本公司及本公司擁有實際控制權或重大影響的企業與北洋天青產生同業競爭,本公司應於發現該業務機會後立即通知北洋天青,並盡最大努力促使該業務機會按不劣於提供給本公司及本公司擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。3、若本公司違反上述第1項和第2項之約定的,則本公司應將通過本次交易取得之京城股份的股份無償返還予京城股份,京城股份將依據內部決策程序註銷本公司返還之股份(有關股份已轉讓的,應將轉讓所得價款返還);若本公司因違反上述第1項和第2項之約定給京城股份及其子公司造成損失的,則本公司還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署,即構成本公司不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本公司不再系京城股份的直接或間接股東之日止。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

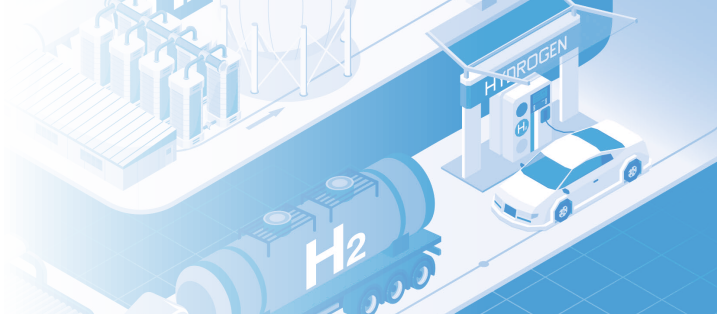
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding reduction and regulation of related party transactions Jingcheng Holdings undertakes: 1. After the completion of the Transactions, the company and other companies and other related parties effectively controlled or significantly influenced by the company, excluding JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC) will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries. For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules, and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. 2. The company guarantees that it will strictly follow the relevant laws and regulations, the rules and regulatory documents issued by the China Securities Regulatory Commission, the relevant rules issued by the Shanghai Stock Exchange, and the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" to exercise its rights as a shareholder and fulfill its obligations as a shareholder. The company will not seek improper benefits through its position as Controlling Shareholder, and will not damage the legal rights and interests of JINGCHENG MAC and its small and medium shareholders. If the company breaches the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its small and medium shareholders, the company will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	Long term	Yes		
其他		大股東北京京城機電控股有限責任公司	關於減少及規範關聯交易的承諾 京城機電承諾：1、在本次交易完成後，本公司及本公司擁有實際控制權或重大影響的除京城股份及其控股子公司(包括擬變更為京城股份控股子公司的北洋天青)外的其他公司及其他關聯方將盡量避免與京城股份及其控股子公司之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有價的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。2、本公司保證嚴格按照有關法律法規、中國證券監督管理委員會頒佈的規章和規範性文件、上海證券交易所頒佈的相關規則及《北京京城機電股份有限公司章程》等的規定，依法行使股東權利、履行股東義務，不利用控股股東的地位謀取不當的利益，不損害京城股份及其中小股東的合法權益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其中小股東造成損失，本公司將依法承擔相應的賠償責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Directors, supervisors and senior management of the Listed Company	Undertaking regarding reduction and regulation of related party transactions Directors, supervisors and senior management of the Listed Company undertake: During the period when I act as a director/supervisor/senior management staff of JINGCHENG MAC, I will not illegally appropriate funds and any other assets of JINGCHENG MAC by any reason and way, and will try my best to avoid having related party transactions between me and enterprises directly or indirectly controlled by me (if any) and JINGCHENG MAC. For unavoidable related party transactions, I will strictly abide by laws and regulations and the provisions on related party transactions in the "Articles of Association" of JINGCHENG MAC; and through the corporate governance and legal decision-making procedures such as the approval at the Board of Directors/general meeting, I will reasonably procure the enterprises directly or indirectly controlled by me (if any) to strictly abide by the "Company Law of the People's Republic of China", the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" and other relevant requirements, and follow the general market transactional rules to conduct related party transactions with JINGCHENG MAC in accordance with laws.	Long term	Yes	Long term	Yes		
	其他	上市公司董事、監事、高級管理人員	關於減少及規範關聯交易的承諾 上市公司董事、監事、高級管理人員承諾：本人在作為京城股份董事/監事/高級管理人員期間，本人將不以任何理由和方式非法佔用京城股份的資金及其他任何資產，並盡可能避免本人及本人直接或間接控制的企業(如有)與京城股份之間進行關聯交易。對於不可避免的關聯交易，本人將嚴格遵守法律法規及京城股份《公司章程》中關於關聯交易的規定；且本人將通過董事會或股東會/股東大會等公司治理機構和合法的決策程序，合理影響本人直接或間接控制的企業(如有)嚴格遵守《中華人民共和國公司法》、《北京京城機電股份有限公司章程》等有關規定，並遵照一般市場交易規則，依法與京城股份進行關聯交易。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

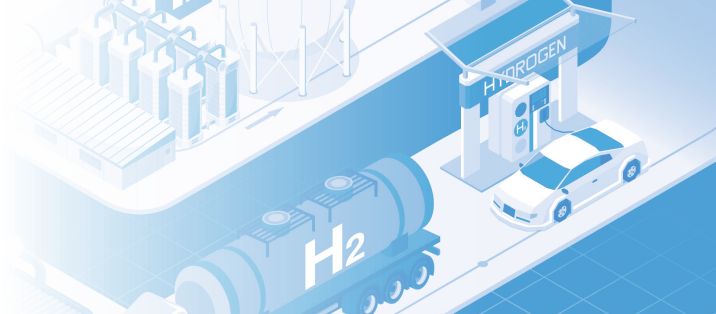
##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (Huang Xiaofeng, Li Hong)	Undertaking regarding reduction and regulation of related party transactions Counterparties of Reorganisation (Huang Xiaofeng, Li Hong) undertake: After the completion of the Transactions, other companies and other related parties effectively controlled or significantly influenced by me and I will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC). For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. If I breach the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its shareholders and the subsidiaries of JINGCHENG MAC, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(黃曉峰、李紅)	關於減少及規範關聯交易的承諾 本次重組交易對方(黃曉峰、李紅)承諾：在本次交易完成後，本人及本人擁有實際控制權或重大影響的企業及其他關聯方將盡量避免與京城股份及其控股子公司(包括擬變更為京城股份控股子公司之北洋天書)之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有償的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其股東、京城股份子公司造成損失的，本人將依法承擔相應的賠償責任。	長期	是	長期	是		



# Section 8 Important Matters

## 第八節 重要事項



### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai	Undertaking regarding reduction and regulation of related party transactions Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai undertake: Unless otherwise agreed in writing by the Listed Company, Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai shall continue to work for the Target Company or the Listed Company and perform their due diligence obligations during the performance undertaking period (i.e. the five accounting years of 2020, 2021, 2022, 2023 and 2024, the same below) and for a period of two years from the expiry date of the performance undertaking period as stipulated in the "Share Issue and Cash Payment for Assets Purchase Agreement", "Performance Compensation Agreement" and the supplemental agreements thereto. If I leave my employment with the Target Company on my own initiative without the written consent of the Listed Company before the expiry of the term of office, or if I am dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts prejudicial to the interests of the Target Company or the Listed Company, the Listed Company shall be entitled to hold Party B and Party C liable for the following: (I) Term of employment requirements of Huang Xiaofeng and related undertakings 1. If Huang Xiaofeng leaves his employment on his own initiative before the expiry of the performance undertaking period, or if his employment is terminated by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts prejudicial to the interests of the Target Company or the Listed Company, then Huang Xiaofeng and Li Hong shall compensate the Listed Company for 100% of the consideration received through the transaction.	2 years from the date of issue of the Undertaking to the date of expiry of the Performance Pledge Period	Yes	2 years from the date of issue of the Undertaking to the date of expiry of the Performance Pledge Period	Yes		
	其他	黃曉峰、李紅、徐炳雷、陽倫勝、英入才	關於減少及規範關聯交易的承諾 黃曉峰、李紅、徐炳雷、陽倫勝、英入才承諾：除上市公司書面同意外，黃曉峰、徐炳雷、陽倫勝及英入才在《發行股份及支付現金購買資產協議》、《業績補償協議》及其補充協議約定的業績承諾期間(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)及業績承諾期屆滿之日起2年內，應當繼續於目標公司或上市公司任職並履行其應盡的勤勉盡責義務；如任期屆滿前未經上市公司書面同意主動向目標公司離職，或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，上市公司有權要求乙方和丙方承擔如下補償責任： (一)黃曉峰的任職期限要求及相關承諾 1、黃曉峰在業績承諾期屆滿前主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則黃曉峰及李紅應當以其通過本次交易獲得對價的100%向上市公司進行補償。	自承諾出具之日起至業績承諾期屆滿之日起2年	是	自承諾出具之日起至業績承諾期屆滿之日起2年	是		

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

2. If Huang Xiaofeng's employment is terminated by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being less than one year from the date of expiry of the performance pledge period, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 40% of the consideration received through the transaction.

3. If Huang Xiaofeng or Li Hong has been dismissed by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being more than 1 year but less than 2 years after the expiry date of the performance undertaking, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 20% of the consideration received through the transaction.

(II) Term of employment requirements of Xu Binglei, Yang Lunsheng and Ying Rucai and related undertakings

1. If Xu Binglei, Yang Lunsheng or Ying Rucai leave the Company on their own initiative before the expiry of the Performance Pledge Period, or if they are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts detrimental to the interests of the Target Company or the Listed Company, they shall compensate the Listed Company for 100% of the consideration received through the Transaction.

2、黃曉峰因主動離職、或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起不滿1年的，黃曉峰及李紅應當以其通過本次交易獲得對價的40%向上市公司進行補償。

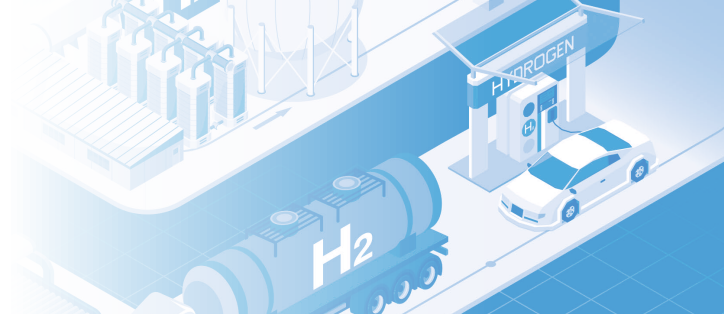
3、黃曉峰因主動離職、或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起已滿1年不滿2年的，黃曉峰及李紅應當以其通過本次交易獲得對價的20%向上市公司進行補償。

(二)徐炳雷、陽倫勝、英入才的任職期限要求及相關承諾

1、徐炳雷、陽倫勝、英入才在業績承諾期屆滿前主動離職、或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則其本人應當以其通過本次交易獲得對價的100%向上市公司進行補償。

# Section 8 Important Matters

## 第八節 重要事項



### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

2. If Xu Binglei, Yang Lunsheng or Ying Rucai resign on their own initiative or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in their term of office being less than one year from the date of expiry of the performance undertaking period, they shall personally compensate the Listed Company at 40% of the consideration received through the Transaction.

3. If Xu Binglei, Yang Lunsheng and Ying Rucai leave their positions on their own initiative, or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts that are detrimental to the interests of the Target Company or the Listed Company, and as a result, their term of office has expired for over one year but less than two years from the date of expiry of the Performance Pledge Period, they shall compensate the Listed Company for 20% of the consideration received through the Transaction. If Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai have caused serious losses to the Target Company or the Listed Company as a result of malpractice or other acts intentionally prejudicial to the interests of the Target Company or the Listed Company, they shall, in addition to fulfilling the above compensation obligations, be liable for full compensation for the losses caused.

2、徐兩雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任期期限自業績承諾期屆滿之日起不滿1年的，其本人應當以其通過本次交易獲得對價的40%向上市公司進行補償。

3、徐兩雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任期期限自業績承諾期屆滿之日起已滿1年不滿2年的，其本人應當以其通過本次交易獲得對價的20%向上市公司進行補償。黃曉峰、徐兩雷、陽倫勝及英入才因營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失的，除履行上述補償義務外，還應對其所造成的損失承擔全額賠償責任。

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

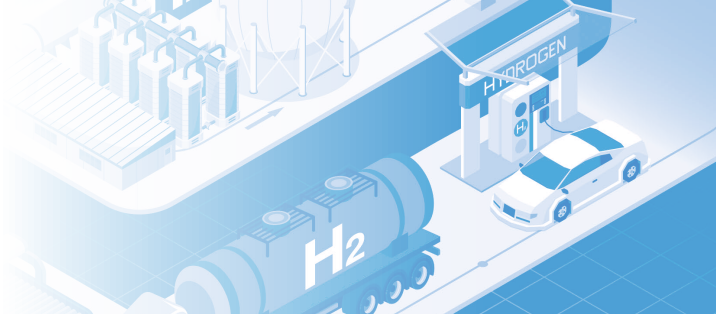
#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong), Huang Xiaofeng, Tao Feng	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparties of Reorganisation (17 natural persons including Li Hong), Huang Xiaofeng, Tao Feng undertake: Firstly, I will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if I am required to undertake cash compensation/compensation obligations to the Listed Company, I will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performance (i.e. Li Hong, Zhao Qing, Qingdao Eternal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes		
	其他	本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰	關於上市公司第二期現金對價抵扣事宜的承諾 本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰承諾：第一，本人將嚴格按照交易協議約定履行相應責任和義務，如需向上市公司承擔現金補償/賠償義務的，本人將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務；第二，上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內，如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉暉和錢雨嫣，下同)須向上市公司支付附加業績補償金的情形，上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿，如業績承諾方無須向上市公司支付附加業績補償金，則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有)，不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日至業績承諾期屆滿且補償義務履行完畢	是	自承諾出具之日至業績承諾期屆滿且補償義務履行完畢	是		

# Section 8 Important Matters

## 第八節 重要事項



### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Etemal)	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparty of Reorganisation (Qingdao Etemal) undertakes: Firstly, we will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if the company is required to undertake cash compensation/compensation obligations to the Listed Company, we will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performances (i.e. Li Hong, Zhao Qing, Qingdao Etemal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於上市公司第二期現金對價抵扣事宜的承諾 本次重組交易對方(青島艾特諾)承諾:第一,本公司將嚴格按照交易協議約定履行相應責任和義務,如需向上市公司承擔現金補償/賠償義務的,本公司將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務;第二,上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內,如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉暉和錢雨濤,下同)須向上市公司支付附加業績補償金的情形,上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿,如業績承諾方無須向上市公司支付附加業績補償金,則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有),不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日至業績承諾期屆滿且補償義務履行完畢	是	自承諾出具之日至業績承諾期屆滿且補償義務履行完畢			



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (ii) There have been profit forecast for the assets or projects of the Company and the Reporting Period is still in the period of profit forecast, explanations as to whether the profit forecast has been met and its reasons

Yes  No  Not applicable

During the Reporting Period, BYTQ (as the guarantors of performance) has undertook to make a committed net profit of RMB27.5 million, RMB38 million, RMB41 million, RMB43 million and RMB46 million in 2020, 2021, 2022, 2023 and 2024, respectively, which are determined according to the principle on the lower of the net profit attributable to the owner of the parent company before and after the deduction of non-recurring gains and losses.

As specifically audited by ShineWing Certified Public Accountants (Special General Partnership), the audited net profit after the deduction of non-recurring gains and losses of BYTQ for 2023 was RMB47,339,900.

BYTQ completed its performance commitment of RMB43,000,000 in 2023, with a completion rate of 110.09%, and BYTQ was not required to make any performance compensation.

##### (iii) Completion of results undertakings and the impact on goodwill impairment testing

Applicable  Not Applicable

No impact on goodwill impairment testing was involved.

#### II. Non-operating funds occupied by Controlling Shareholders and other related parties during the Reporting Period

Applicable  Not Applicable

#### III. Illegal guarantee

Applicable  Not applicable

#### IV. Explanation of the Board of the Company on "Modified Auditors' Report" issued by the auditors

Applicable  Not applicable

#### 一、承諾事項履行情況(續)

##### (二) 公司資產或項目存在盈利預測，且報告期仍處在盈利預測期間，公司就資產或項目是否達到原盈利預測及其原因作出說明

已達到  未達到  不適用

報告期內，北洋天青作為業績承諾方，其承諾在2020年、2021年、2022年、2023年和2024年，按照扣除非經常性損益前後歸屬於母公司所有者的淨利潤孰低原則確定的承諾淨利潤分別為2,750萬元、3,800萬元、4,100萬元、4,300萬元和4,600萬元。

經信永中和會計師事務所(特殊普通合夥)業績承諾專項審核，北洋天青2023年度實現的經審計的扣除非經常性損益後的淨利潤為4,733.99萬元。

北洋天青2023年度完成業績承諾4,300萬元，達成率110.09%，北洋天青無需進行業績補償。

##### (三) 業績承諾的完成情況及其對商譽減值測試的影響

適用  不適用

不涉及對商譽減值測試的影響。

#### 二、報告期內控股股東及其他關聯方非經營性佔用資金情況

適用  不適用

#### 三、違規擔保情況

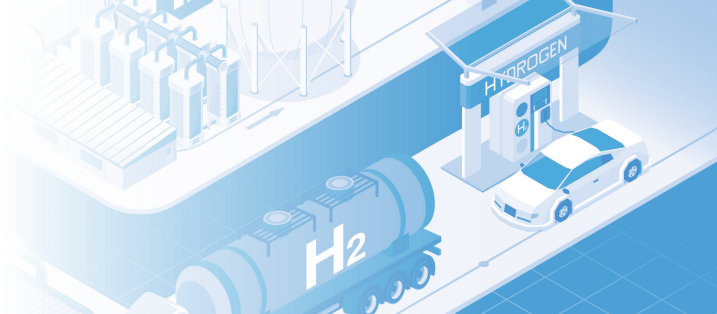
適用  不適用

#### 四、公司董事會對會計師事務所「非標準意見審計報告」的說明

適用  不適用

## Section 8 Important Matters

### 第八節 重要事項



#### V. Analysis and explanation of the Company on the reasons and impact of the change in accounting policy, accounting estimates or correction of significant accounting errors

##### (i) Analysis and explanation of the Company on the reasons and impact of the change in accounting policy and accounting estimates

Applicable  Not applicable

##### (ii) Analysis and explanation of the Company on the reasons and impacts of the correction of significant accounting errors

Applicable  Not applicable

##### (iii) Communication with previous accounting firm

Applicable  Not applicable

##### (iv) Approval procedures and other descriptions

Applicable  Not applicable

#### 五、公司對會計政策、會計估計變更或重大會計差錯更正原因和影響的分析說明

##### (一) 公司對會計政策、會計估計變更原因及影響的分析說明

適用  不適用

##### (二) 公司對重大會計差錯更正原因及影響的分析說明

適用  不適用

##### (三) 與前任會計師事務所進行的溝通情況

適用  不適用

##### (四) 審批程序及其他說明

適用  不適用

#### VI. Appointment and dismissal of accounting firms

#### 六、聘任、解聘會計師事務所情況

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Currently appointed 現聘任		
	Name 名稱	Remuneration 報酬
Name of domestic accounting firm 境內會計師事務所名稱	ShineWing Certified Public Accountants (Special General Partnership) 信永中和會計師事務所(特殊普通合夥)	
Remuneration of domestic accounting firm 境內會計師事務所報酬	RMB1 million 100萬	
Number of years of audit by domestic accounting firm 境內會計師事務所審計年限	17 years 17年	
Name of certified public accountant of domestic accounting firm 境內會計師事務所註冊會計師姓名	Ma Chuanjun, Guan Huan 馬傳軍、關歡	
Continuing service year of certified public accountant of domestic accounting firm 境內會計師事務所註冊會計師審計服務的累計年限	17 years 17年	
Accounting firm for internal control audit 內部控制審計會計師事務所	Da Hua Certified Public Accountants (Special General Partnership) 大華會計師事務所(特殊普通合夥)	RMB0.35 million 35萬
Financial adviser 財務顧問		
Sponsor 保薦人		

#### IV. Appointment and dismissal of accounting firms (Continued)

**Description of appointment and dismissal of accounting firms**  
 Applicable  Not applicable

There has been no change to ShineWing Certified Public Accountants (Special General Partnership) for audit of domestic financial reports and Da Hua Certified Public Accountants (Special General Partnership) for audit of internal control reports engaged by the Company.

**Description of change of accounting firms during the audit period**  
 Applicable  Not applicable

**Description of the decrease of audit fees by more than 20% (including 20%) compared with the previous year.**  
 Applicable  Not applicable

#### VII. Risk for delisting

##### (i) Reason for delisting risk warning

Applicable  Not applicable

##### (ii) Countermeasures to be adopted by the Company

Applicable  Not applicable

##### (iii) Possible termination of listing and reason thereof

Applicable  Not applicable

#### VIII. Matters relating to bankruptcy and reorganization

Applicable  Not applicable

#### IX. Material litigations and arbitrations

The Company has material litigations and arbitrations during the year  
 The Company has no material litigations or arbitrations during the year

#### X. Punishment and Rectification against Listed Company and its Directors, supervisors, senior management, Controlling Shareholders and beneficial controller

Applicable  Not applicable

#### XI. Description of the reputation of the Company and its Controlling Shareholders, beneficial controller during the Reporting Period

Applicable  Not applicable

#### 六、聘任、解聘會計師事務所情況

(續)

聘任、解聘會計師事務所的情況說明  
 適用  不適用

公司聘任的負責境內財務報告審計的信永中和會計師事務所(特殊普通合夥)和負責內控報告審計的大華會計師事務所(特殊普通合夥)均未發生變更。

審計期間改聘會計師事務所的情況說明  
 適用  不適用

審計費用較上一年度下降20%以上(含20%)的情況說明  
 適用  不適用

#### 七、面臨退市風險的情況

##### (一) 導致退市風險警示的原因

適用  不適用

##### (二) 公司擬採取的應對措施

適用  不適用

##### (三) 面臨終止上市的情況和原因

適用  不適用

#### 八、破產重整相關事項

適用  不適用

#### 九、重大訴訟、仲裁事項

本年度公司有重大訴訟、仲裁事項  
 本年度公司無重大訴訟、仲裁事項

#### 十、上市公司及其董事、監事、高級管理人員、控股股東、實際控制人涉嫌違法違規、受到處罰及整改情況

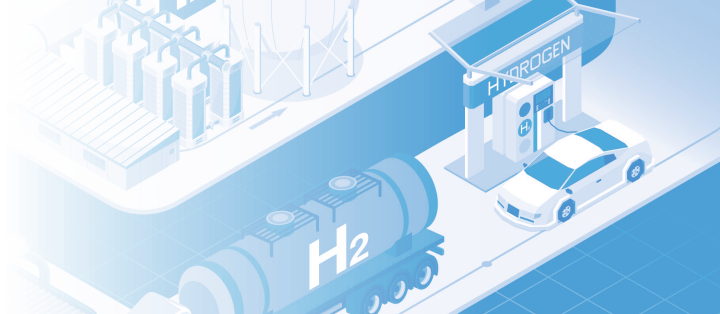
適用  不適用

#### 十一、報告期內公司及其控股股東、實際控制人誠信狀況的說明

適用  不適用

## Section 8 Important Matters

### 第八節 重要事項



## XII. Material connected transactions

### (i) Connected transactions related to daily operation

#### 1. Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation

Applicable  Not applicable

Summary of matter  
事項概述

The Non-public Issuance of A Shares which constitutes connected transaction

On 16 November 2022, the Company held the nineteenth extraordinary meeting of the tenth session of the Board and the twenty-seventh meeting of the tenth session of the Supervisory Committee, considered and approved "Relevant resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares", and entered into the "Conditional Share Subscription Agreement in relation to the Non-public Issuance of Shares of Beijing Jingcheng Machinery Electric Company Limited" with Jingcheng Machinery Electric.

After careful analysis and demonstration, the Company decided to terminate the non-public issuance of A shares. On 24 July 2023, the Company held the third extraordinary meeting of the eleventh session of the Board and the fourth meeting of the eleventh session of the Supervisory Committee, considered and approved "Resolution in relation to the termination of Non-public Issuance of A Shares", and entered into the "Termination Agreement of Share Subscription Agreement" with Jingcheng Machinery Electric.

The independent non-executive directors of the Company expressed their prior approval and independent opinions.

非公開發行A股股票涉及關聯交易

公司於2022年11月16日召開第十屆董事會第十九次臨時會議、第十屆監事會第二十七次會議，審議通過關於公司非公開發行A股股票的相關議案，並與京城機電簽署了《關於北京京城機電股份有限公司非公開發行股票之附條件生效的股份認購協議》。

經過公司審慎的分析與論證，決定終止非公開發行A股股票事項。2023年7月24日，公司召開第十一屆董事會第三次臨時會議、第十一屆監事會第四次會議，審議通過了《關於終止非公開發行股票事項的議案》，並與京城機電簽署了《股份認購協議之終止協議》。

公司獨立非執行董事發表了同意的事前認可意見及獨立意見。

#### 2. Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation

Applicable  Not applicable

#### 3. Matters which were not disclosed in extraordinary announcements

Applicable  Not applicable

## 十二、重大關聯交易

### (一) 與日常經營相關的關聯交易

#### 1、已在臨時公告披露且後續實施無進展或變化的事項

適用  不適用

Index for enquiry  
查詢索引

www.sse.com.cn Announcement  
No. of the Company: Lin 2023-043

www.sse.com.cn公司公告：臨2023-043

#### 2、已在臨時公告披露，但有後續實施的進展或變化的事項

適用  不適用

#### 3、臨時公告未披露的事項

適用  不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Parties of connected transaction	Connected relationship	Type of connected transaction	Connected transaction content	Pricing principles of connected transaction	Price of connected transaction	Amount of connected transaction	Proportion of transaction amount of the same type(%)	Settlement method of connected transaction	Market price	Reason for the large difference between the transaction price and the market reference price
關聯交易方	關聯關係	關聯交易類型	關聯交易內容	關聯交易定價原則	關聯交易價格	關聯交易金額	佔同類交易金額的比例(%)	關聯交易結算方式	市場價格	交易價格與市場參考價格差異較大的原因
Total				/	/			/	/	/
合計				/	/			/	/	/
Details of the return of large sales										
大額銷貨退回的詳細情況										
Description of connected transaction										
關聯交易的說明										

#### XII. Material connected transactions (Continued)

##### (ii) Connected transactions in relation to the acquisition or disposal of assets or equity interests

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
 Applicable  Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**  
 Applicable  Not applicable
3. **Matters which were not disclosed in extraordinary announcements**  
 Applicable  Not applicable
4. **Results which are relating to result agreements and shall be disclosed for the Reporting Period**  
 Applicable  Not applicable

##### (iii) Material connected transactions relating to common external investments

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
 Applicable  Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**  
 Applicable  Not applicable
3. **Matters which were not disclosed in extraordinary announcements**  
 Applicable  Not applicable

##### (iv) Related creditor's right and debt transactions

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
 Applicable  Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**  
 Applicable  Not applicable
3. **Matters which were not disclosed in extraordinary announcements**  
 Applicable  Not applicable

#### 十二、重大關聯交易(續)

##### (二) 資產或股權收購、出售發生的關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項  
 適用  不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項  
 適用  不適用
- 3、臨時公告未披露的事項  
 適用  不適用
- 4、涉及業績約定的，應當披露報告期內的業績實現情況  
 適用  不適用

##### (三) 共同對外投資的重大關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項  
 適用  不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項  
 適用  不適用
- 3、臨時公告未披露的事項  
 適用  不適用

##### (四) 關聯債權債務往來

- 1、已在臨時公告披露且後續實施無進展或變化的事項  
 適用  不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項  
 適用  不適用
- 3、臨時公告未披露的事項  
 適用  不適用



## Section 8 Important Matters

### 第八節 重要事項



#### XII. Material connected transactions (Continued)

##### (iv) Related creditor's right and debt transactions (Continued)

#### 十二、重大關聯交易(續)

##### (四) 關聯債權債務往來(續)

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Related party 關聯方	Relationship 關聯關係	Provision of funding to related party 向關聯方提供資金			Provision of funding by related party to the Company 關聯方向公司提供資金		
		Beginning balance 期初餘額	Amount occurred 發生額	Ending balance 期末餘額	Beginning balance 期初餘額	Amount occurred 發生額	Ending balance 期末餘額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Associate 聯營公司	2,906,763.89	-2,807,823.32	98,940.57	6,994,228.43	-253,887.32	6,740,341.11
Beijing Jingcheng Industrial Logistics Co., Ltd. 北京京城工業物流有限公司	Subsidiary of Shareholders 股東的子公司				902,227.27	-902,227.27	
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城控股有限責任公司	Controlling Shareholders 控股股東				772,751.39	137,697.69	910,449.08
Beijing Lantanda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Others 其他	3,803,812.43	-816,609.15	2,987,203.28	11,609,601.75	-107,227.16	11,502,374.59
Beijing First Machine Tool Plant 北京第一機床廠	Subsidiary of Shareholders 股東的子公司				7,359.09		7,359.09
Kuancheng Shenghua Pressure Container Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限公司	Others 其他	649,698.50		649,698.50			
Tianjin Seamless Investment Co. Ltd. 天津大無縫投資有限責任公司	Others 其他				4,526,405.14	-4,219,481.32	306,923.82
Beijing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	Associate 聯營公司				7,000,000.00	-7,000,000.00	
Li Hong 李紅	Others 其他				10,860,433.38		10,860,433.38
Hubei Jingyuan Xihai Automobile Technology Co., Ltd. 湖北經遠西海汽車工業有限公司	Associate 聯營公司					9,600,000.00	9,600,000.00
Total 合計		7,360,274.82	-3,624,432.47	3,735,842.35	42,673,006.45	-2,745,125.38	39,927,881.07
Reasons for occurrence of related creditor's right and debt transactions 關聯債權債務形成原因	Under normal operation 正常經營						
Effects of related creditors' rights and debts on the Company 關聯債權債務對公司的影響	None 無						

#### XII. Material connected transactions (Continued)

##### (v) Financial business between the Company and its related financial company, and between financial company controlled by the Company and related parties

Applicable  Not applicable

##### (vi) Others

Applicable  Not applicable

As at 31 December 2023, the Group has entered into connected transactions with the following entities which are regarded as the connected persons of the Company according to the Listing Rules.

- (1) Beijing Jingcheng Machinery Electric Holding Co., Ltd. is the Controlling Shareholder of the Company, holding 44.87% of the equity interest in the Company. As such, Jingcheng Machinery Electric is a connected person of the Company.
- (2) Beijing Jingcheng Machinery Electric Asset Management Co., Ltd. is a wholly-owned subsidiary of Jingcheng Machinery Electric, the Controlling Shareholder of the Company, and thus the Asset Company is a connected person of the Company.
- (3) Beijing Beiren Printing Equipment Co., Ltd. is a wholly-owned subsidiary of Jingcheng Machinery Electric, the Controlling Shareholder of the Company, and thus the Asset Company is a connected person of the Company.

#### 十二、重大關聯交易(續)

##### (五) 公司與存在關聯關係的財務公司、公司控股財務公司與關聯方之間的金融業務

適用  不適用

##### (六) 其他

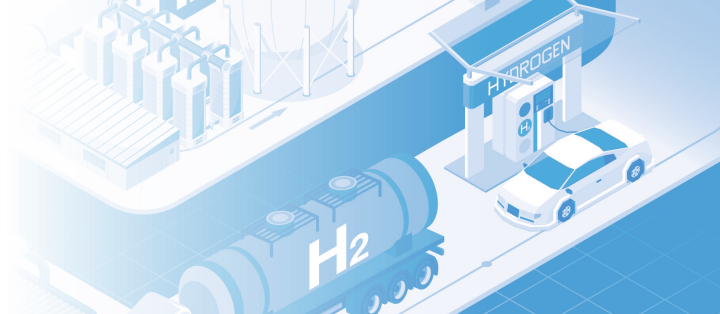
適用  不適用

截至2023年12月31日，本集團已與下列根據上市規則被視為本公司關聯人士的實體訂立關聯交易。

- (1) 北京京城機電控股有限責任公司為本公司控股股東，目前持有公司44.87%的股份，因此，京城機電為本公司關聯人士。
- (2) 北京京城機電資產管理有限責任公司為公司控股股東京城機電的全資子公司，因此，資產公司為本公司關聯人士。
- (3) 北京北人印刷設備有限公司公司控股股東京城機電的全資子公司，因此，資產公司為本公司關聯人士。

## Section 8 Important Matters

### 第八節 重要事項



## XII. Material connected transactions (Continued)

### (vi) Others (Continued)

The details of the connected transaction and the continuing connected transaction for the year ended 31 December 2023 were set out below:

#### Connected transactions

#### 1. Termination of the implementation of the non-public issuance of A shares involves a related party transaction

On 17 November 2022, the nineteenth extraordinary meeting of the tenth session of the Board considered and approved the "Resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares" and other resolutions, pursuant to the relevant requirements of the "Company Law of the People's Republic of China", "Securities Law of the People's Republic of China", "Administrative Measures for the Issuance of Securities by Listed Companies", "Detailed Implementation Rules for the Non-public Issuance of Shares by Listed Companies" and other laws and regulations, the Company proposed a plan for the non-public issuance of A shares.

After prudent analysis and demonstration, the Company decided to terminate the non-public issuance of A shares. On 24 July 2023, the Company convened the third extraordinary meeting of the eleventh session of the Board and the fourth meeting of the eleventh session of the Supervisory Committee, considered and approved "Resolution in relation to the termination of Non-public Issuance of A Shares", and entered into the "Termination Agreement of Share Subscription Agreement" with Jingcheng Machinery Electric.

The independent non-executive directors of the Company expressed their prior approval opinions and independent opinions.

#### 2. The connected transaction involved in the renovation of the leased property

The property leased by the Company is located in Yichuang Park, Beijing for office use. Necessary fitting out work will be needed before the Company moves in and the Company has entered into agreement with Beiren Equipment that such fitting out work will be undertaken by Beiren Equipment, such that the quality of work and completion time can be ensured. The prepayment for fitting out work is RMB1,668,434.64 and the final payment will be based on actual settlement.

## 十二、重大關聯交易(續)

### (六) 其他

截至2023年12月31日止，年度的關聯交易及持續關聯交易詳情載列如下：

#### 關聯交易

#### 1、終止實施本次非公開發行A股股票項目涉及關聯交易

2022年11月17日，公司第十屆董事會第十九次臨時會議審議通過了《關於公司非公開發行A股股票方案》等議案，根據《中華人民共和國公司法》《中華人民共和國證券法》《上市公司證券發行管理辦法》《上市公司非公開發行股票實施細則》等法律法規的相關規定，公司決定實施非公開發行A股股票方案。

經過公司審慎的分析與論證，決定終止非公開發行A股股票事項。於2023年7月24日，公司召開第十一屆董事會第三次臨時會議、第十一屆監事會第四次會議，審議通過了《關於終止非公開發行股票事項的議案》，並於京城機電簽署了《股份認購協議之終止協議》。

公司獨立非執行董事發表了同意的事前認可意見及獨立意見。

#### 2、對租賃的房屋進行裝修涉及關聯交易

公司租賃的在位於北京亦莊亦創園區的房產作為辦公用房入駐前需要對該房產進行必要的裝修，公司與北人設備簽署協議，由北人設備負責此次裝修，從而保證裝修質量及裝修進度按時完成，裝修預付款為1,668,434.64元，最終費用以實際結算價為準。

## XII. Material connected transactions (Continued)

### (vi) Others (Continued)

#### Continuing connected transactions

#### 1. Continuous connected transaction relating to lease of Beiren Equipment's property for office use

The Company intends to lease the property of Beiren Equipment, our connected person, located at Yichuang Park Area, Yizhuang, Beijing (hereinafter referred to as the "Property") for office use to satisfy the Company's office needs. The Property has a gross floor area of 1,102 sq. m. and the lease term is three years. Rental for the first year is RMB2.55/sq. m. of GFA, and from the second year onwards, rental will be increased by 2% per year. Beiren Equipment will also provide property services at a property fee of RMB264,480 per year.

#### 2. Continuous connected transaction with the property leasing of Jingcheng Haitong

Beijing Tianhai and Jingcheng Haitong entered into the "Lease Contract" on 4 September 2018 with a leasing term of 18 years. While transferring the property, Beijing Tianhai, Asset Company and Jingcheng Haitong will sign an "Agreement on the Change of Party of the Lease" which will transfer all rights and obligations of Beijing Tianhai under the "Lease Contract" to Asset Company in general. On 7 July 2022, the Company issued the "Announcement of Completion of the Project of Acquisition of 2% Equity Interest of Jingcheng Haitong by a Subsidiary of the Company Beijing Tianhai Industry Co., Ltd.". Upon completion of the acquisition, the Company holds a 51% equity interest in Jingcheng Haitong through Tianhai Industrial, pursuant to which, Jingcheng Haitong became a controlled subsidiary of the Company. In accordance with the Listing Rules, as Jingcheng Machinery Electric is the controlling shareholder of the Company, Asset Company is a connected person of the Company. Accordingly, the transaction contemplated under the lease contract became continuing connected transaction of the Company upon completion of the acquisition.

## 十二、重大關聯交易(續)

### (六) 其他(續)

#### 持續關聯交易

#### 1、租賃關聯方北人設備房產作為辦公用房的持續關聯交易

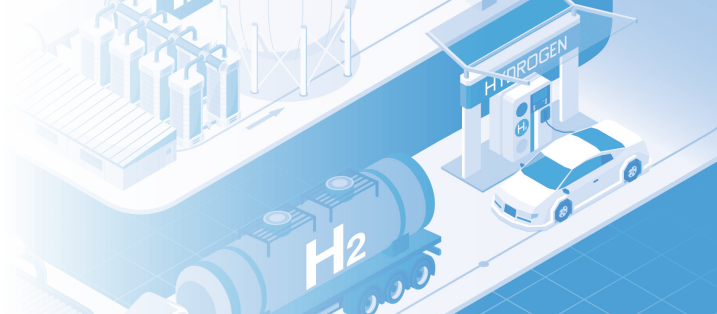
公司擬租賃關聯方北人設備位於北京亦莊亦創園區的房產作為辦公用房(以下簡稱「該房產」),以滿足公司辦公需求。該房產建築面積為1,102平方米,租期三年,租金第一年每天每平方米建築面積租金為人民幣2.55元,從第二年起每年租金在上一年度的基礎上遞增2%;物業服務也由北人設備提供,物業費為每年264,480元。

#### 2、與京城海通房屋租賃的持續關聯交易

北京天海與京城海通於2018年9月4日簽訂了《租賃合同》,租賃期限為18年。房地產轉讓的同時,北京天海、資產公司及京城海通三方將簽署《租賃合同主體變更協議》,將《租賃合同》項下的北京天海所有權利和義務概括轉讓予資產公司。2022年7月7日,公司發佈《關於公司子公司北京天海工業有限公司收購京城海通2%股權項目的完成公告》,於收購事項完成後,公司透過天海工業持有京城海通51%的股權。據此,京城海通成為本公司的控股子公司。按照上市規則,由於京城機電為本公司的控股股東,資產公司為本公司的關聯人。因此,租賃合同項下擬進行之交易於收購事項完成後成為本公司的持續關聯交易。

## Section 8 Important Matters

### 第八節 重要事項



### XIII. Contracts of significance and their execution

#### (i) Trust, contracting and lease matters

1. **Trust**  
 Applicable  Not applicable
2. **Contracting**  
 Applicable  Not applicable
3. **Lease**  
 Applicable  Not applicable

### 十三、重大合同及其履行情况

#### (一) 托管、承包、租賃事項

- 1、**托管情況**  
 適用  不適用
- 2、**承包情況**  
 適用  不適用
- 3、**租賃情況**  
 適用  不適用

Unit: Yuan Currency: RMB  
 單位：元 幣種：人民幣

Name of the leaser	Name of lessee	Status of leased asset	Amount of lease of asset	Date of commencement of lease	Date of expiry of lease	Lease income	Basis of determination of lease income	Effect of lease income on the Company	Related party/connected transaction	Related party/connected relationship
出租方名稱	租賃方名稱	租賃資產情況	租賃資產涉及金額	租賃起始日	租賃終止日	租賃收益	租賃收益確定依據	租賃收益對公司影響	是否關聯交易	關聯關係
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Shenzhen Tenglong Holdings Co., Ltd. (深圳騰龍控股股份有限公司) 深圳騰龍控股股份有限公司	The leased area is 45,043.62 sq.m. 出租面積45043.62平方米	1,100,925,887.91	21 February 2021 2021年2月21日	18 October 2036 2036年10月18日	58,238,841.12	Lease Contract 租賃合同	Major operating revenue 主要經營收入	No 否	Nil 無
Description of leasing Not applicable							租賃情況說明 不適用			

#### (ii) Guarantee

- Applicable  Not applicable

#### (二) 擔保情況

- 適用  不適用



XIII. Contracts of significance and their execution

十三、重大合同及其履行情况(續)

(Continued)

(iii) Cash assets entrusted to be managed by others

1. **Entrusted wealth management**
  - (1) **Overview of entrusted wealth management**  
 Applicable  Not applicable  
  
**Others**  
 Applicable  Not applicable
  - (2) **Single entrusted wealth management**  
 Applicable  Not applicable  
  
**Others**  
 Applicable  Not applicable
  - (3) **Impairment provision for entrusted wealth management**  
 Applicable  Not applicable
2. **Entrusted loans**
  - (1) **Overview of entrusted loans**  
 Applicable  Not applicable  
  
**Others**  
 Applicable  Not applicable
  - (2) **Single entrusted loan**  
 Applicable  Not applicable  
  
**Others**  
 Applicable  Not applicable
  - (3) **Impairment provision for entrusted loans**  
 Applicable  Not applicable
3. **Others**  
 Applicable  Not applicable

(iv) Other contracts of significance

Applicable  Not applicable

(三) 委託他人進行現金資產管理的情況

1. **委託理財情況**
  - (1) **委託理財總體情況**  
 適用  不適用  
  
**其他情況**  
 適用  不適用
  - (2) **單項委託理財情況**  
 適用  不適用  
  
**其他情況**  
 適用  不適用
  - (3) **委託理財減值準備**  
 適用  不適用
2. **委託貸款情況**
  - (1) **委託貸款總體情況**  
 適用  不適用  
  
**其他情況**  
 適用  不適用
  - (2) **單項委託貸款情況**  
 適用  不適用  
  
**其他情況**  
 適用  不適用
  - (3) **委託貸款減值準備**  
 適用  不適用
3. **其他情況**  
 適用  不適用

(四) 其他重大合同

適用  不適用

# Section 8 Important Matters

## 第八節 重要事項



### XIV. Description of the progress of use of raised funds

√ Applicable □ Not applicable

#### (I) Overview of use of the proceeds raised

√ Applicable □ Not applicable

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Source of funds raised	Time of receipt of proceeds	Total proceeds	Including: amount of over-raised funds	Net proceeds raised after the deduction of issuance expenses	Total committed investment of funds raised	Total committed investment of funds raised after adjustment (1)	Accumulated total amount of funds raised invested as of the end of the Reporting Period (2)	Progress of investment as of the end of the period (%) (3)=(2)/(1)	Invested amount during the year (4)	Proportion of investment during the year (%) (5)=(4)/(1)	Total amount of proceeds raised for the changed purpose
募集資金來源	募集資金到時間	募集資金總額	其中：超募資金金額	扣除發行費用後募集資金淨額	募集資金承諾投資總額	調整後募集資金承諾投資總額(1)	截至報告期末累計投入募集資金總額(2)	截至報告期末累計投入進度(%) (3)=(2)/(1)	本年度投入金額(4)	本年度投入金額佔比(%) (5)=(4)/(1)	變更用途的募集資金總額
Others	2020-7-1	214,830,000.00	0.00	207,305,400.64	207,305,400.64	207,305,400.64	194,033,142.36	93.60%	6,350,039.86	3.06%	0.00
其他	2020年7月1日										
Others	2020-8-4	158,966,094.76	0.00	153,305,717.40	153,305,717.40	153,305,717.40	130,584,044.43	85.18%	25,680,000.00	16.75%	0.00
其他	2022年8月4日										

#### (II) Details of fund raising project

√ Applicable □ Not applicable

### 十四、募集資金使用進展說明

√ 適用 □ 不適用

#### (一) 募集資金整體使用情況

√ 適用 □ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

#### (二) 募投項目明細

√ 適用 □ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Name of project	Nature of project	Whether involves in a change of investment direction	Source of funds raised	Time of receipt of proceeds	Whether or not to use over-raised funds	Total committed investment of funds raised for projects	Total investment of funds after adjustment (1)	Investment Amount during the year	Total accumulated invested amount as of the end of the Reporting Period (2)	Progress of accumulated investment as of the end of the Reporting Period (%) (3)=(2)/(1)	Date of project reaches scheduled availability	Whether the project has been closed	Whether the progress of investment is in line with the planned schedule	Specific reasons why the progress of investment did not meet the plan	Benefits realized during the year	Benefits results that have been achieved by this project	Whether the feasibility of the project has significant changes and, if so, please provide details	Balance amount	
項目名稱	項目性質	是否涉及變更投向	募集資金來源	募集資金到時間	是否使用超募資金	項目募集資金承諾投資總額	調整後募集資金投資總額(1)	本年投入金額	截至報告期末累計投入募集資金總額(2)	截至報告期末累計投入進度(%) (3)=(2)/(1)	項目達到預定可使用狀態日期	是否已結項	投入進度是否符合計劃的進度	投入進度未達計劃的具體原因	本年實現的效益	本年實現的研發成果	本項目已實現的效益或者研發成果，如是，請說明具體情況	項目可行性是否發生重大變化，如是，請說明具體情況	腳餘金額
Construction project of the Type IV cylinder intelligent digital control production line	Production and construction	No involvement	Other	1 July 2020	No	52,000,000.00	52,000,000.00	0.00	52,000,000.00	100.00%	2021-11-30	Yes	Yes	N/A	15,928,583.25	22,959,521.25	No	0.00	
四型瓶智能化生產線建設項目	生產建設	否	其他	2020年7月1日	否								是	是	不適用			否	
Repayment of debts owed to controlling shareholder and financial institutions	Resupply current assets and loan repayment	No involvement	Other	1 July 2020	No	128,020,400.64	128,020,400.64	0.00	128,020,400.64	100.00%	N/A	Yes	Yes	N/A	N/A	N/A	No	0.00	
償還控股股東及金融機構債務	補充流動資金	否	其他	2020年7月1日	否								是	是	不適用	不適用	不適用	否	
Research and development project of hydrogen energy product	R&D	No involvement	Other	1 July 2020	No	27,285,000.00	27,285,000.00	6,350,039.86	14,012,741.72	51.36%	N/A	No	Yes	N/A	N/A	N/A	No	13,513,694.43	
氫能產品研發項目	研發	否	其他	2020年7月1日	否								否	是	不適用	不適用	不適用	否	
Payment of cash consideration for the transaction	Other	No involvement	Other	4 August 2022	No	87,433,884.40	87,433,884.40	0.00	67,433,884.40	77.13%	N/A	No	Yes	N/A	47,339,939.33	90,799,732.28	No		
支付本次交易現金對價	其他	否	其他	2022年8月4日	否								否	是	不適用			否	
Supplementing the liquidity of listed companies, payment of taxes and intermediary agency fees	Other	No involvement	Other	4 August 2022	No	35,871,833.00	35,871,833.00	25,680,000.00	33,150,160.03	92.41%	N/A	No	Yes	N/A	N/A	N/A	No	22,881,330.31	
補充上市公司流動資金、支付稅費及中介機構費用	其他	否	其他	2022年8月4日	否								否	是	不適用	不適用	不適用	否	
Capital increase to the target company to supplement working capital	Other	No involvement	Other	4 August 2022	No	30,000,000.00	30,000,000.00	0.00	30,000,000.00	100.00%	N/A	Yes	Yes	N/A	N/A	N/A	No		
向標的公司增資補充流動資金	其他	否	其他	2022年8月4日	否								是	是	不適用	不適用	不適用	否	

#### XIV. Description of the progress of use of raised funds (Continued)

##### (III) Change or termination of fund raising and investment during the Reporting Period

Applicable  Not applicable

##### (IV) Other circumstances regarding use of raised funds during the Reporting Period

###### 1. Prior investment and replacement of funds raised investment projects

Applicable  Not applicable

On 29 July 2020, the Company held the third extraordinary meeting of the tenth session of the Board and considered and approved the resolution in relation to the replacement of the self-raised funds pre-invested in investment projects with raised funds from the non-public issuance of shares, and decided to use the proceeds from the non-public issuance of shares of RMB26,821,768 to replace the pre-invested self-raised funds of the construction project of the Type IV cylinder intelligent digital control production line. The independent Directors, the Supervisory Committee and the sponsor of the Company have fulfilled the corresponding scrutiny procedures and disclosed them in a timely manner.

###### 2. Temporary replenishment of working capital with the unused raised funds

Applicable  Not applicable

###### 3. Cash management of unused raised funds and investment in related products

Applicable  Not applicable

###### 4. Permanent replenishment of working capital or repayment of bank loans with excess funds

Applicable  Not applicable

###### 5. Others

Applicable  Not applicable

#### 十四、募集資金使用進展說明(續)

##### (三) 報告期內募投變更或終止情況

適用  不適用

##### (四) 報告期內募集資金使用的其他情況

###### 1、 募集資金投資項目先期投入及置換情況

適用  不適用

2020年7月29日本公司召開第十屆董事會第三次臨時會議，審議通過了關於以非公開發行股票募集資金置換預先已投入募投項目自籌資金的議案，決定使用非公開發行股份募集資金人民幣26,821,768元置換四型瓶智能化數控生產線建設項目預先已投入的自籌資金。本公司獨立董事、監事會以及保薦機構均已履行相應的審議程序並已及時披露。

###### 2、 用閒置募集資金暫時補充流動資金情況

適用  不適用

###### 3、 對閒置募集資金進行現金管理，投資相關產品情況

適用  不適用

###### 4、 用超募資金永久補充流動資金或歸還銀行貸款情況

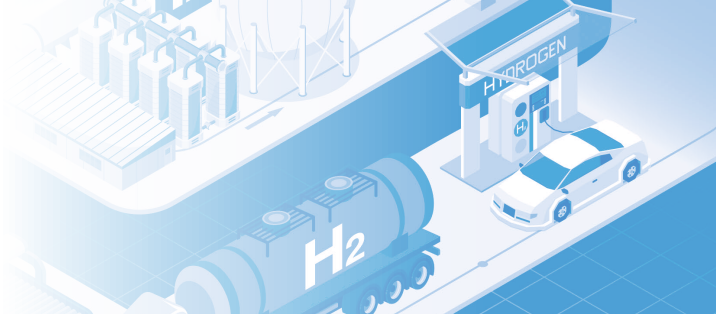
適用  不適用

###### 5、 其他

適用  不適用

## Section 8 Important Matters

### 第八節 重要事項



#### XIV. Description of the progress of use of raised funds (Continued)

##### (IV) Other circumstances regarding use of raised funds during the Reporting Period (Continued)

##### The amount of the balance of the funds raised and the reasons for its formation

During the year, the total use of proceeds of Beijing Tianhai (the main implementation entity of fundraising project) amounted to RMB6,350,039.86. As of 31 December 2023, the balance of special account for fundraising amounted to RMB13,513,694.43. During the year, the total use of proceeds of the Company (the main implementation entity of fundraising project) amounted to RMB25,680,000.00. As of 31 December 2023, the balance of special account for fundraising amounted to RMB22,881,330.31. The specific usage of proceeds are as follows:

#### 十四、募集資金使用進展說明(續)

##### (四) 報告期內募集資金使用的其他情況(續)

##### 募集資金結餘的金額及形成原因

本年度北京天海(募投項目實施主體)募集資金使用總額6,350,039.86元。截至2023年12月31日,募集資金專戶餘額為13,513,694.43元。本年度公司(募投項目實施主體)募集資金使用總額25,680,000.00元。截至2023年12月31日,募集資金專戶餘額為22,881,330.31元。募集資金具體使用情況如下:

Item	項目	Non-public issuance of shares 非公開發行股票	Asset acquisition by way of share issuance and cash payment and raising of supporting funds 發行股份及支付現金購買資產並募集配套資金
I. Net proceeds	一、募集資金淨額	19,803,172.57	48,494,938.86
Add: Interest income of proceeds after deducting charges	加: 募集資金利息收入減除手續費	39,967.16	66,391.45
II. Use of raised funds	二、募集資金使用	6,350,039.86	25,680,000.00
Including: Use of proceeds from fund raising projects upon receipt of proceeds	其中: 募集資金到位後募集資金項目使用募集資金	6,350,039.86	25,680,000.00
III. Balance of unused proceeds	三、尚未使用的募集資金餘額	13,493,099.87	22,881,330.31
IV. Actual balance of the special account for fund raised	四、募集資金專戶實際餘額	13,513,694.43	22,881,330.31
V. Difference	五、差異	-20,594.56	0.00

Note: The difference refers to the proceeds used for the construction project of intelligent digital control production line for Type IV Cylinders and repayment of debts owed to controlling shareholder and financial institutions which have been fully utilised, and the designated account for fund raised with the account number 10262000000869946 and 10262000000869935 were closed on 17 October 2022, and the balance of the accounts of RMB20,594.56 was transferred to the account with an account number of 10262000000431540 of Beijing Guanghua sub-branch of Hua Xia Bank. As of 22 March 2023, the above transfer expenses have been fully transferred back to the designated account for fund raised (bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000869924).

As of 31 December 2023, the reason for the proceeds were not fully utilized because: (1) the replenishment of liquidity of the Company, payment of tax and intermediary agency fees had not been fully utilized; (2) as stipulated in the "Agreement for the Asset Acquisition by Way of Share Issuance and Cash Payment" signed by the shareholders of the Target Company, there was still a cash consideration of RMB20,000,000.00 that had not yet reached the payment period; and (3) the research and development of the hydrogen energy products had not yet been completed.

註: 差異為用於四型瓶智能化數控生產線建設項目和償還控股股東及金融機構債務的募集資金已全部使用完畢,相應募集資金專用賬戶10262000000869946和10262000000869935於2022年10月17日銷戶,賬戶餘額20,594.56元轉戶至華夏銀行北京光華支行10262000000431540賬戶,2023年3月22日上述轉戶支出已全額轉回募集資金專用賬戶(開戶銀行:華夏銀行北京光華支行,賬戶:10262000000869924)。

截至2023年12月31日,募集資金未使用完畢的原因係:1)補充公司流動資金、支付稅費及中介機構費用尚未使用完畢;2)根據本公司與標的公司之股東簽署的《發行股份及支付現金購買資產協議》約定,尚有20,000,000.00元現金對價尚未到付款期;3)氫能產品研發項目尚未完成。

#### XV. Description of other major matters that have a significant impact on investors' value judgment and investment decision

Applicable  Not applicable

1. During the Reporting Period, the Company terminated the non-public issuance of A shares, which was approved by the Board of the Company.
2. During the Reporting Period, the Company's subsidiaries were subject to applicable enterprise income tax rates of 25% and 15%.
3. Review of financial statements for the Reporting Period by the audit committee  
The audit committee of the Board of the Company has reviewed and confirmed the annual financial report for 2023.
4. Corporate Governance Code  
The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the Listing Rules as its corporate governance code. The Board considers that the Company has complied with all applicable code provisions set out in the CG Code throughout the year during the year.
5. Model Code for Securities Transactions by Directors and Supervisors  
During the Reporting Period, the Company has adopted the model code of conduct regarding securities transactions by directors and supervisors on terms no less exacting than the required standards set in the "Model Code for Securities Transactions by Directors of Listed Issuers" in Appendix C3 to the Listing Rules. After making specific enquiries to all Directors and Supervisors, the Company confirmed that, each of Directors and Supervisors has complied with the required standards on securities transactions by Directors and Supervisors as set in the Model Code for the 12 months ended 31 December 2023.
6. Pre-emptive rights  
There is no provision for pre-emptive rights under the laws of the PRC and the articles of association of the Company.

#### 十五、其他對投資者作出價值判斷和投資決策有重大影響的重大事項的說明

適用  不適用

- 1、報告期內，公司終止非公開發行A股股票項目，已獲公司董事會審議通過。
- 2、報告期公司企業所得稅的適用稅率為25%、15%。
- 3、審計委員會審閱報告期財務報告情況  
公司董事會之審計委員會已審閱並確認2023年財務報告。
- 4、企業管治守則  
本公司已採納上市規則附錄C1所載的企業管治守則（「企業管治守則」）作為本身之企業管治守則。董事會認為，本公司於本年度一直遵守企業管治守則的所有適用守則條文。
- 5、董事及監事進行證券交易的標準守則  
於本報告期內，本公司就董事及監事的證券交易，已採納一套不低於上市規則附錄C3所載的《上市發行人董事進行證券交易的標準守則》所規定的標準行為守則。經特別與全部董事及監事作出查詢後，本公司確認，在截止2023年12月31日之12個月，各董事及監事已遵守該標準守則所規定有關董事進行證券交易的標準。
6. 優先購股權  
根據中國相關法律及本公司之公司章程，並無優先購股權之條款。



# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### I. CHANGES IN SHARE CAPITAL

#### (1) Statement of changes in Shares

##### 1. Statement of changes in Shares

### 一、股本變動情況

#### (一) 股份變動情況表

##### 1、 股份變動情況表

Unit: share  
單位：股

	Before change 本次變動前		Increase and decrease (+/-) in change 本次變動增減(+、-)					After change 本次變動後	
	Amount 數量	Proportion (%) 比例(%)	Issuance of new shares 發行新股	Bonus issue 送股	Conversion from reserve 公積金轉股	Other 其他	Subtotal 小計	Amount 數量	Proportion (%) 比例(%)
(I) Shares subject to trading moratorium	120,265,988	22.18	+5,400,000	0	0	-106,196,883	-100,796,883	19,469,105	3.55
1. State-owned shares									
2. State-owned legal person share	63,000,000	11.62	0	0	0	-63,000,000	-63,000,000	0	0.00
3. Other domestic shares	57,265,988	10.56	+5,400,000	0	0	-43,196,883	-37,796,883	19,469,105	3.55
including: Domestic non-state-owned legal person shares	15,471,634	2.85	0	0	0	-13,596,850	-13,596,850	1,874,784	0.34
Domestic natural person shares	41,794,354	7.71	+5,400,000	0	0	-29,600,033	-24,200,033	17,594,321	3.21
4. Foreign shares									
Including: Overseas legal person shares									
Overseas natural person share									
(II) Circulating shares not subject to trading moratorium	422,000,000	77.82	0	0	0	106,196,883	106,196,883	528,196,883	96.45
1. Renminbi ordinary shares	322,000,000	59.38	0	0	0	106,196,883	106,196,883	428,196,883	78.19
2. Foreign shares listed domestically									
3. Foreign shares listed overseas	100,000,000	18.44	0	0	0	0	0	100,000,000	18.26
4. Others									
(III) Total shares	542,265,988	100.00	5,400,000			0	5,400,000	547,665,988	100.00

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

於報告期內，本公司及其附屬公司均沒有購買、出售、或贖回任何本公司之股票。

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### I. CHANGES IN SHARE CAPITAL (Continued)

#### (1) Statement of changes in Shares (Continued)

##### 2. Explanation on the changes in the Shares

√ Applicable □ Not Applicable

1. All of the conditional 10,784,674 A shares subject to selling restrictions newly issued during the phase of raising of supporting funds under the project of the asset acquisition by way of share issuance and cash payment and raising of supporting funds by the Company were released from lock-up and listing of and trading in on 20 February 2023 in accordance with the relevant agreements entered into between the Company and the targets of issuance. For details, please refer to the "Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" (《發行股份及支付現金購買資產並募集配套資金部分限售股上市流通的公告》) disclosed by the Company on 14 February 2023 (Announcement No.: Lin 2023-006).
2. In the project of the asset acquisition by way of share issuance and cash payment and raising of supporting funds by the Company, 46,481,314 A shares with selling restrictions were newly added to the restricted shares at the phase of the asset acquisition by way of share issuance and cash payment, of which 32,412,209 shares were released from lock-up on 28 June 2023 and listing of and trading in pursuant to the relevant agreements entered into between the Company and the targets of issuance. For details, please refer to the "Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" (《發行股份及支付現金購買資產並募集配套資金部分限售股上市流通的公告》) disclosed by the Company on 21 June 2023 (Announcement No.: Lin 2023-030).
3. 63,000,000 A Shares with selling restrictions were non-publicly issued by the Company to controlling shareholders in 2020. Pursuant to the relevant agreements entered into between the Company and Jingcheng Mac, the shares had fully unlocked from restrictions on 28 June 2023 and were listed and traded for. For details, please refers to the "Announcement regarding the the Listing of and Trading in Shares with Selling Restrictions from Non-public Issuance in 2020" (《2020年非公開發行限售股上市流通的公告》) (Announcement No.: Lin 2023-036).

### 一、股本變動情況(續)

#### (一) 股份變動情況表(續)

##### 2、 股份變動情況說明

√ 適用 □ 不適用

- 1、 公司發行股份及支付現金購買資產並募集配套資金項目中，募集配套資金階段新增的有限售條件的10,784,674股A股，根據公司與發行對象簽署的相關協議，已於2023年2月20日全部解除限售，並上市流通。詳見公司於2023年2月14日披露的《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》(公告編號：臨2023-006)。
- 2、 公司發行股份及支付現金購買資產並募集配套資金項目中，發行股份及支付現金購買資產階段新增有限售條件的46,481,314股A股，根據公司與發行對象簽署的相關協議，其中32,412,209股已於2023年6月28日解除限售，並上市流通。詳見公司於2023年6月21日披露的《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》(公告編號：臨2023-030)。
- 3、 公司於2020年向控股股東非公開發行63,000,000股有限售條件A股，根據與京城機電簽署的相關協議，已於2023年7月10日全部解除限售，並上市流通。詳見公司於2023年7月4日披露的《2020年非公開發行限售股上市流通的公告》(公告編號：臨2023-036)。

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### I. CHANGES IN SHARE CAPITAL (Continued)

#### (1) Statement of changes in Shares (Continued)

##### 2. Explanation on the changes in the Shares (Continued)

4. Pursuant to the authorisation by the First EGM of 2023, the First A Share Class Meeting of 2023 and the First H Share Class Meeting of 2023 of the Company, the Company convened the fifth extraordinary meeting of the eleventh session of the Board and the seventh meeting of the eleventh session of the Supervisory Committee on 14 November 2023, at which the "Resolution on the Adjustment of Matters Relating to the 2023 Restricted Share Incentive Scheme" and "Resolution on the First Grant of Restricted Shares to Participants under the 2023 Restricted Share Incentive Scheme" were considered and approved. The independent non-executive Directors of the Company have expressed their independent opinions on the relevant matters, the Supervisory Committee has reviewed the list of Participants for the granting and expressed its verification opinion, and the lawyers have expressed their legal opinions. According to the "Certificate of Securities Change Registration" issued by the Shanghai Branch of CSDC, the Company has completed the registration of the first grant of restricted shares under the 2023 Restricted Share Incentive Scheme (the "Incentive Scheme") on 28 December 2023, and 5,400,000 new restricted A shares were granted. For details, please refer to the "Announcement on the Results of the First Grant of Restricted Shares under the 2023 Restricted Share Incentive Scheme" disclosed by the Company on 29 December 2023 (Announcement No.: Lin 2023-064).

##### 3. Effect of the change in Shares on financial indicators such as earnings per share and net assets per share for the latest year and the latest period (if any)

Applicable  Not applicable

Upon approval by the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality and consideration and approval by the First EGM of 2023, the First A Share Class Meeting of 2023 and the First H Share Class Meeting of 2023 of the Company, the Company decided to implement the 2023 Restricted Share Incentive Scheme. The Company first granted 5,400,000 restricted shares to the Participants, and on 28 December 2023, the registration of new shares was completed. During the Reporting Period, the total share capital of the Company increased from 542,265,988 shares to 547,665,988 shares.

Calculated on the basis of the above changes in share capital, the basic earnings per share for the year 2023 will be RMB-0.10 and the net assets income will be RMB-4.92.

##### 4. Other disclosure deemed necessary by the Company or required by securities regulatory authorities

Applicable  Not applicable

### 一、股本變動情況(續)

#### (一) 股份變動情況表(續)

##### 2、 股份變動情況說明(續)

- 4、 根據公司2023年第一次臨時股東大會授權、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會的授權，公司於2023年11月14日召開第十一屆董事會第五次臨時會議與第十一屆監事會第七次會議，審議通過了《關於調整2023年限制性股票激勵計劃相關事項的議案》《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》。公司獨立非執行董事對相關事項發表了獨立意見，監事會對本次授予的激勵對象名單進行了審核並發表了核查意見，律師發表了法律意見。根據中登上海分公司出具的《證券變更登記證明》，公司已於2023年12月28日完成了2023年限制性股票激勵計劃(以下簡稱「本激勵計劃」)限制性股票首次授予登記工作，本次新增限制性A股股票5,400,000股。詳見公司於2023年12月29日披露的《2023年股權激勵計劃限制性股票首次授予結果公告》(公告編號：臨2023-064)。

##### 3、 股份變動對最近一年和最近一期每股收益、每股淨資產等財務指標的影響(如有)

適用  不適用

經北京市人民政府國有資產監督管理委員會批覆，並經公司2023年第一次臨時股東大會、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會審議通過，公司決定實施2023年股票激勵計劃。公司向激勵對象首次授予限制性股票5,400,000股，於2023年12月28日辦理完畢新增股份登記。報告期內，公司總股本由542,265,988股增加至547,665,988股。

根據上述股本變動計算得出2023年度基本每股收益為-0.10元，淨資產收益為-4.92元。

##### 4、 公司認為必要或證券監管機構要求披露的其他內容

適用  不適用

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### I. CHANGES IN SHARE CAPITAL (Continued)

#### (2) Changes in Shares subject to selling restrictions

√ Applicable □ Not Applicable

### 一、股本變動情況(續)

#### (二) 限售股份變動情況

Unit: share  
單位：股

Name of shareholders	股東名稱	Number of restricted shares at the beginning of the year	Number of restricted shares released during the year	Number of restricted shares increase during the year	Number of restricted shares at the end of the year	Reason for restricted sale	Release date
		年初限售股數	本年解除限售股數	本年增加限售股數	年末限售股數	限售原因	解除限售日期
Nanhua Fund Management Co., Ltd. (南華基金管理有限公司)	南華基金管理有限公司	678,426	678,426		0	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Caitong Fund Management Co., Ltd. (財通基金管理有限公司)	財通基金管理有限公司	4,016,282	4,016,282		0	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Nuode Asset Management Co., Ltd. (諾德基金管理有限公司)	諾德基金管理有限公司	4,274,084	4,274,084		0	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	1,815,882	1,815,882		0	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Li Hong	李紅	19,099,566	11,459,740		7,639,826	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	Unlock the third phase on 24 June 2024 2024年6月24日解鎖第三期
Zhao Qing	趙慶	6,540,785	3,924,471		2,616,314	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	Unlock the third phase on 24 June 2024 2024年6月24日解鎖第三期
Yang Ping	楊平	5,405,865	5,405,865		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Qingdao Eternal	青島艾特諾	4,686,960	2,812,176		1,874,784	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	Unlock the third phase on 24 June 2024 2024年6月24日解鎖第三期
Wang Xiaohui	王曉輝	4,039,404	2,423,642		1,615,762	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	Unlock the third phase on 24 June 2024 2024年6月24日解鎖第三期
Xia Tao	夏濤	2,015,123	2,015,123		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Wang Huadong	王華東	2,015,123	2,015,123		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Qian Yuyan	錢雨嫣	806,048	483,629		322,419	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	Unlock the third phase on 24 June 2024 2024年6月24日解鎖第三期
Xiao Zhonghai	肖中海	589,423	589,423		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### I. CHANGES IN SHARE CAPITAL (Continued)

#### (2) Changes in Shares subject to selling restrictions (Continued)

### 一、股本變動情況(續)

#### (二) 限售股份變動情況(續)

Unit: share  
單位：股

Name of shareholders	股東名稱	Number of restricted shares at the beginning of the year 年初限售股數	Number of restricted shares released during the year 本年解除限售股數	Number of restricted shares increase during the year 本年增加限售股數	Number of restricted shares at the end of the year 年末限售股數	Reason for restricted sale 限售原因	Release date 解除限售日期
Xiu Jun	修軍	526,269	526,269		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Fu Dun	傅敦	378,913	378,913		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Chen Zhengyan	陳政言	377,835	377,835		0	Sale restriction on the asset acquisition by way of share issuance 發行股份購買資產限售	28 June 2023 2023年6月28日
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	63,000,000	63,000,000		0	Sale restriction on the non-public issuance 非公開發行限售	10 July 2023 2023年7月10日
Zhang Jiheng	張繼恒	0		150,000	150,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Shi Fengwen	石鳳文	0		100,000	100,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Feng Yongmei	馮永梅	0		100,000	100,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Li Xianzhe	李銑哲	0		100,000	100,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Luan Jie	樂杰	0		100,000	100,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Other core backbone personnel (110)	其他核心骨幹員工 (110人)	0		4,850,000	4,850,000	Sale restriction on 2023 Restrictive Share Incentive Scheme 2023年限制性股票激勵計劃限售	Unlock the first phase on 14 November 2026 2026年11月14日解鎖第一批
Total	合計	120,265,988	106,196,883	5,400,000	19,469,105	/	/



# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### II. Issuance and listing of securities

#### (i) Issuance of securities during the Reporting Period

Applicable  Not Applicable

### 二、證券發行與上市情況

#### (一) 截至報告期內證券發行情況

適用  不適用

Unit: share Currency: RMB  
單位：股 幣種：人民幣

Types of stocks and derivatives 股票及其衍生證券的種類	Issue date 發行日期	Issue price (or interest rate) 發行價格(或利率)	Issue amount 發行數量	Listing date 上市日期	Number approved for listing transactions 獲准上市交易數量	Termination date of transaction 交易終止日期
Type of ordinary shares 普通股股票類						
Restrictive A Shares A股限制性股票	28 December 2023 2023年12月28日	7.33	5,400,000	4 January 2024 2024年1月4日	0	-

Description of securities issued during the Reporting Period (please specify the bonds with different interest rates during their duration):  
 Applicable  Not Applicable

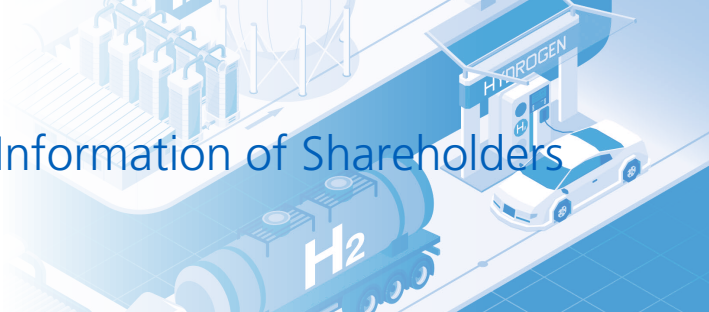
Pursuant to the authorisation by the First EGM of 2023, the First A Share Class Meeting of 2023 and the First H Share Class Meeting of 2023 of the Company, the Company convened the fifth extraordinary meeting of the eleventh session of the Board and the seventh meeting of the eleventh session of the Supervisory Committee on 14 November 2023, at which the "Resolution on the Adjustment of Matters Relating to the 2023 Restricted Share Incentive Scheme" and "Resolution on the First Grant of Restricted Shares to Participants under the 2023 Restricted Share Incentive Scheme" were considered and approved. The independent non-executive Directors of the Company have expressed their independent opinions on the relevant matters, the Supervisory Committee has reviewed the list of Participants for the granting and expressed its verification opinion, and the lawyers have expressed their legal opinions. According to the "Certificate of Securities Change Registration" issued by the Shanghai Branch of CSDC, the Company has completed the registration of the first grant of restricted shares under the 2023 Restricted Share Incentive Scheme (the "Incentive Scheme") on 28 December 2023, and 5,400,000 new restricted A shares were granted. For details, please refer to the "Announcement on the Results of the First Grant of Restricted Shares under the 2023 Restricted Share Incentive Scheme" disclosed by the Company on 29 December 2023 (Announcement No.: Lin 2023-064).

截至報告期內證券發行情況的說明(存續期內利率不同的債券，請分別說明):  
 適用  不適用

根據公司2023年第一次臨時股東大會授權、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會的授權，公司於2023年11月14日召開第十一屆董事會第五次臨時會議與第十一屆監事會第七次會議，審議通過了《關於調整2023年限制性股票激勵計劃相關事項的議案》《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》。公司獨立非執行董事對相關事項發表了獨立意見，監事會對本次授予的激勵對象名單進行了審核並發表了核查意見，律師發表了法律意見。根據申證上分公司出具的《證券變更登記證明》，公司已於2023年12月28日完成了2023年限制性股票激勵計劃(以下簡稱「本激勵計劃」)限制性股票首次授予登記工作，本次新增限制性A股股票5,400,000股。詳見公司於2023年12月29日披露的《2023年股權激勵計劃限制性股票首次授予結果公告》(公告編號：臨2023-064)。

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況



### II. Issuance and listing of securities (Continued)

#### (ii) Changes in the total number of Shares of the Company and Shareholders' structure and changes in the asset and liability structure of the Company

Applicable  Not Applicable

Pursuant to the authorisation by the First EGM of 2023, the First A Share Class Meeting of 2023 and the First H Share Class Meeting of 2023 of the Company, the Company convened the fifth extraordinary meeting of the eleventh session of the Board and the seventh meeting of the eleventh session of the Supervisory Committee on 14 November 2023, at which the "Resolution on the Adjustment of Matters Relating to the 2023 Restricted Share Incentive Scheme" and "Resolution on the First Grant of Restricted Shares to Participants under the 2023 Restricted Share Incentive Scheme" were considered and approved. The Company issued a total of 5,400,000 RMB ordinary shares (A shares) through the issuance of restricted shares, and the registration of the first grant of restricted shares was completed on 28 December 2023, and the total number of shares of the Company will be increased from 542,265,988 shares to 547,665,988 shares. The shareholding ratio of the Company's controlling shareholder changed from 45.32% to 44.87%, and the Company's control rights were not changed.

Pursuant to the capital verification report No. XYZH/2023BJAA3B0482 issued by ShineWing Certified Public Accountants (Special General Partnership) on 19 December 2023. As at the end of 11 December 2023, The Company has received subscription payments totaling RMB39,582,000 for 5,400,000 shares from 115 Participants under the 2023 Restricted Share Incentive Scheme, of which RMB5,400,000 was accounted for as additional registered capital and share capital and the rest was accounted as capital surplus.

#### (iii) Existing internal employee shares

Applicable  Not applicable

### III. Shareholders and beneficial controllers

#### (i) Total numbers of Shareholders

Total number of ordinary Shareholders as at the end of the Reporting Period 截至報告期末普通股股東總數(戶)	39,638
Total number of ordinary Shareholders as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末的普通股股東總數(戶)	54,462
Total number of Shareholders of preference shares with restored voting right as at the end of the Reporting Period 截至報告期末表決權恢復的優先股股東總數(戶)	0
Total number of Shareholders of preference shares with restored voting right as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末表決權恢復的優先股股東總數(戶)	0

### 二、證券發行與上市情況(續)

#### (二) 公司股份總數及股東結構變動及公司資產和負債結構的變動情況

適用  不適用

報告期內，根據公司2023年第一次臨時股東大會授權、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會的授權，公司於2023年11月14日召開第十一屆董事會第五次臨時會議與第十一屆監事會第七次會議，審議通過了《關於調整2023年限制性股票激勵計劃相關事項的議案》《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》。公司通過發行限制性股票，共發行人民幣普通股(A股)5,400,000股，於2023年12月28日完成限制性股票首次授予登記，公司股份總數將由542,265,988股增加至547,665,988股。公司控股股東持股比例由45.32%變更為44.87%，公司控制權未發生變化。

根據信永中和會計師事務所(特殊普通合夥)於2023年12月19日出具的XYZH/2023BJAA3B0482號《驗資報告》，截至2023年12月11日止，公司已收到2023年限制性股票激勵計劃的115名激勵對象繳納的5,400,000股股票認購款合計人民幣39,582,000元，其中人民幣5,400,000元作為新增註冊資本及股本，其餘計入資本公積。

#### (三) 現存的內部職工股情況

適用  不適用

### 三、股東和實際控制人情況

#### (一) 股東總數

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表

Unit: share  
單位：股

Shareholding of top ten Shareholders (transferral of ownership of the shares lent under the margin refinancing transfer exclusive)  
前十名股東持股情況(不含通過轉融通出借股份)

Name of Shareholder (full name)		Increase/ decrease during the Reporting Period	Number of Shares held at the end of the period	Percentage (%)	Number of Shares held subject to selling restrictions 持有有限售 條件股份數量	Pledged, marked or frozen 質押、標記或凍結情況 Share status	Number	Shareholder(s) Nature
股東名稱(全稱)		報告期內增減	期末持股數量	比例(%)	條件股份數量	股份狀態	數量	股東性質
Beijing Jingcheng Machinery Electric Holding Co., Ltd	北京京城機電控股有限責任公司		245,735,052	44.87		Nil 無		State-owned legal-person 國有法人
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED	100,000	99,519,027	18.17		Unknown 未知		Unknown 未知
Li Hong	李紅	-10,858,740	8,240,826	1.50	7,639,826	Nil 無		Domestic natural person 境內自然人
Zhao Qing	趙慶	-1,501,300	5,039,485	0.92	2,616,314	Nil 無		Domestic natural person 境內自然人
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司		4,686,960	0.86	1,874,784	Nil 無		Domestic non-state owned legal person 境內非國有法人
Wang Xiaohui	王曉暉	-765,000	3,274,404	0.60	1,615,762	Nil 無		Domestic natural person 境內自然人
Yao Cancan	姚燦燦	2,195,700	2,195,700	0.40		Nil 無		Unknown 未知
Guotai Junan Securities Co., Ltd	國泰君安證券股份有限公司	2,068,196	2,068,196	0.38		Nil 無		Unknown 未知
Wang Huadong	王華東		2,015,123	0.37		Nil 無		Domestic natural person 境內自然人
Hong Kong Securities Clearing Company Limited	香港中央結算有限公司		1,928,524	0.35				Unknown 未知

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

Shareholding of Top Ten Shareholders not subject to Trading Moratorium 前十名無限售條件股東持股情況		Number of circulating shares not subject to trading moratorium 持有無限售條件流通股的數量	Class 種類	Class and number of shares 股份種類及數量	Number of shares 數量
Name of shareholder 股東名稱					
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	245,735,052	RMB ordinary shares 人民幣普通股		245,735,052
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED	99,519,027	Overseas listed foreign shares 境外上市外資股		99,519,027
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司	2,812,176	RMB ordinary shares 人民幣普通股		2,812,176
Zhao Qing	趙慶	2,423,171	RMB ordinary shares 人民幣普通股		2,423,171
Yao Cancan	姚燦燦	2,195,700	RMB ordinary shares 人民幣普通股		2,195,700
Guotai Junan Securities Co., Ltd	國泰君安證券股份有限公司	2,068,196	RMB ordinary shares 人民幣普通股		2,068,196
Wang Huadong	王華東	2,015,123	RMB ordinary shares 人民幣普通股		2,015,123
Hong Kong Securities Clearing Company Limited	香港中央結算有限公司	1,928,524	RMB ordinary shares 人民幣普通股		1,928,524
Wang Jiajun	王家俊	1,796,965	RMB ordinary shares 人民幣普通股		1,796,965
Fu Lingling	傅鈴鈴	1,708,900	RMB ordinary shares 人民幣普通股		1,708,900
Description of special account for repurchase among the top ten Shareholders 前十名股東中回購專戶情況說明		N/A 不適用			
Explanations on the proxy voting right, entrusted voting right and waiver of voting right of the aforesaid Shareholders 上述股東委託表決權、受託表決權、放棄表決權的說明		N/A 不適用			
Explanation on the connected relationship of the Shareholders and action in concert among the aforesaid Shareholders 上述股東關聯關係或一致行動的說明		The Company is not aware of any connected relationship among the aforesaid Shareholders, nor is the Company aware of any parties acting in concert as defined in "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders". 本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。			
Explanation on preferred Shareholders whose voting rights has resumed and their shareholdings 表決權恢復的優先股股東及持股數量的說明		N/A 不適用			

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### III. Shareholders and beneficial controllers (Continued)

#### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Condition of the top ten holders of Shares participating in margin refinancing transfer for lending out Shares  
 Applicable  Not applicable

Change in top ten shareholders as compared to previous period  
 Applicable  Not applicable

### 三、股東和實際控制人情況(續)

#### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名股東參與轉融通業務出借股份情況  
 適用  不適用

前十名股東較上期發生變化  
 適用  不適用

Unit: share  
 單位：股

Change in Top Ten Shareholders as compared to previous period  
 前十名股東較上期末變化情況

Name of Shareholder (full name)	股東名稱(全稱)	Additions/withdrawals during the Reporting Period 本報告期新增/退出	Number of shares lent under margin refinancing transfer at the end of the period and not yet repaid 期末轉融通出借股份且尚未歸還數量		Number of shares held in shareholders' ordinary accounts and credit accounts and outstanding shares lent under margin refinancing transfer at the end of the period 期末股東普通賬戶、信用賬戶持股以及轉融通出借尚未歸還的股份數量	
			Total amount 數量合計	Percentage (%) 比例(%)	Total amount 數量合計	Percentage (%) 比例(%)
Agricultural Bank of China Limited— China Post Core Forward Strategy Advantage Dynamic Mixed Securities Investment Fund	中國農業銀行股份有限公司—中郵核心優勢靈活配置混合型證券投資基金	Withdrawal 退出	-	-	-	-
Yang Ping	楊平	Withdrawal 退出	-	-	-	-
Caitong Fund – Huatai Securities Co., Ltd. – Caitong Fund Junxiang Yongxi Single Asset Management Scheme	財通基金—華泰證券股份有限公司—財通基金君享永熙單一資產管理計劃	Withdrawal 退出	-	-	-	-
Xia Tao	夏濤	Withdrawal 退出	-	-	-	-
Yao Cancan	姚燦燦	Addition 新增	-	-	2,195,700	0.40
Guotai Junan Securities Co., Ltd	國泰君安證券股份有限公司	Addition 新增	-	-	0	0
Hong Kong Securities Clearing Company Limited	香港中央結算有限公司	Addition 新增	-	-	0	0
Wang Huadong	王華東	Addition 新增	-	-	0	0



## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions

√ Applicable □ Not applicable

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件

√ 適用 □ 不適用

Unit: share  
單位：股

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售條件股份數量	Date of being permitted for listing and trading 可上市交易時間	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Number of additional Shares available for listing and trading 新增可上市交易股份數量	Restricted conditions 限售條件
1	Li Hong 李紅	7,639,826	24 June 2024 2024年6月24日		3,819,913	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
2	Zhao Qing 趙慶	2,616,314	24 June 2024 2024年6月24日		1,308,157	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
3	Qingdao Eternal Economic Information Consulting Co., Ltd. 青島艾特諾經濟信息諮詢有限公司	1,874,784	24 June 2024 2024年6月24日		937,392	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions (Continued)

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Date of being permitted for listing and trading 可上市 交易時間	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	Restricted conditions 限售條件
4	Wang Xiaohui 王曉暉	1,615,762	24 June 2024 2024年6月24日		807,881	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
5	Qian Yuyan 錢雨嫣	322,419	24 June 2024 2024年6月24日		161,210	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
6	Zhang Jiheng 張繼恒	150,000	14 November 2025 2025年11月14日		51,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
7	Shi Fengwen 石鳳文	100,000	14 November 2025 2025年11月14日		34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions (Continued)

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Date of being permitted for listing and trading 可上市 交易時間	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	Restricted conditions 限售條件
8	Feng Yongmei 馮永梅	100,000	14 November 2025 2025年11月14日		34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
9	Li Xianzhe 李銜哲	100,000	14 November 2025 2025年11月14日		34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
10	Luan Jie 樂杰	100,000	14 November 2025 2025年11月14日		34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易

Explanation on connected relationship or action acting in concert among the aforesaid Shareholder  
上述股東關聯關係或一致行動的說明

The Company was not aware of any connected relationship among the aforesaid shareholders, nor was the Company aware of any parties acting in concert as defined in the "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders".  
本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。

##### (iii) Strategic investors or general legal persons who have become one of the top ten Shareholders as a result of the placing of new Shares

Applicable  Not applicable

##### (三) 戰略投資者或一般法人因配售新股成為前10名股東

適用  不適用

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況

### IV. Controlling Shareholders and beneficial controller 四、控股股東及實際控制人情況

#### (i) Controlling Shareholder

- 1 **Legal person**  
 Applicable  Not applicable

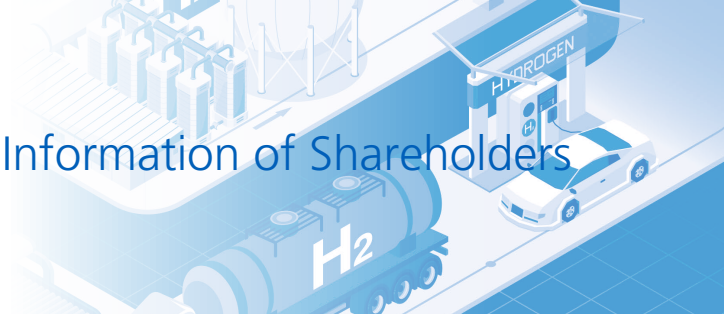
#### (一) 控股股東情況

- 1 **法人**  
 適用  不適用

<b>Name</b> 名稱	<b>Beijing Jingcheng Machinery Electric Holding Co., Ltd.</b> 北京京城機電控股有限責任公司
The person in charge of the unit or legal representative 單位負責人或法定代表人	Ruan Zhongkui 阮忠奎
Date of establishment 成立日期	8 September 1997 1997年9月8日
Principal businesses 主要經營業務	<p>Within the scope of authorization, management of state-owned assets; management of property rights (equities); external financing and investment. The Company has six major business sectors including numerical control machine, engineering machine, storage and transportation of gas, environment protection industry, new energy and thermal power generation. It has six business units including logistics industry, hydraulic industry, switch industry, printing machine, electrical machine industry and electric wires and cables. It combines engineering design, product development, manufacture of equipment and technical service, together, provides high quality professional integrated mechanics and electricians equipment and services to industrial fields such as electricity, metallurgy, shipping, transportation, engineering construction, manufacture of machines and aerospace.</p> <p>授權內的國有資產經營管理；產權(股權)經營；對外融資、投資。旗下擁有數控機床、工程機械、氣體儲運、環保產業、新能源、火力發電等六大業務板塊，物流產業、液壓產業、開關產業、印刷機械、電機產業、電線電纜等六大業務單元，及工程設計、產品開發、設備製造和技術服務為一體，為電力、冶金、船舶、交通、工程建設、機械製造、航空航天等多個工業領域提供高質量的專業機電一體化設備與服務。</p>
Shareholdings in other domestic and overseas listed companies of which it has holding rights and jointstocks during the Reporting Period 報告期內控股和參股的其他境內外上市公司的股權情況	Nil 無
Other matters 其他情況說明	Nil 無
2 <b>Natural person</b> <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> Not applicable	2 <b>自然人</b> <input type="checkbox"/> 適用 <input checked="" type="checkbox"/> 不適用
3 <b>Special description concerning no Controlling Shareholder of the Company</b> <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> Not applicable	3 <b>公司不存在控股股東情況的特別說明</b> <input type="checkbox"/> 適用 <input checked="" type="checkbox"/> 不適用
4 <b>Explanation on changes of Controlling Shareholder of the Company during the Reporting Period</b> <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> Not applicable	4 <b>報告期內控股股東變更情況的說明</b> <input type="checkbox"/> 適用 <input checked="" type="checkbox"/> 不適用

# Section 9 Changes in Shares and Information of Shareholders

## 第九節 股份變動及股東情況



### IV. Controlling Shareholders and beneficial controller (Continued)

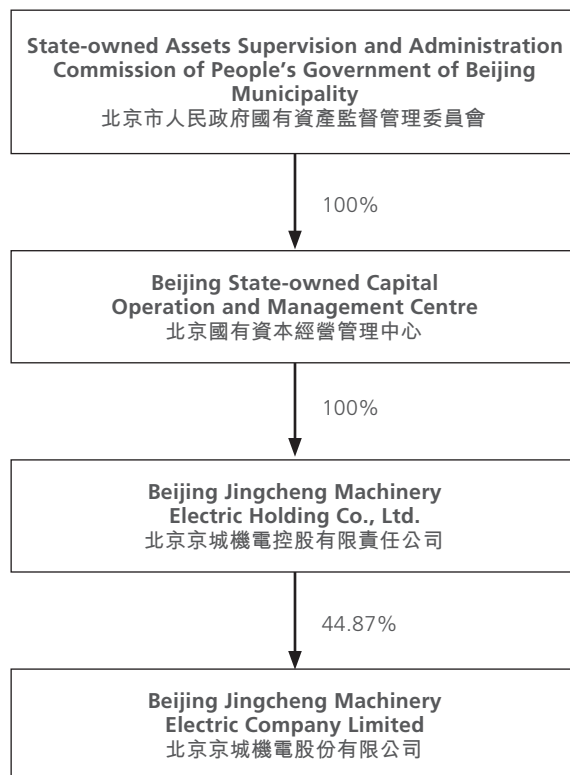
### 四、控股股東及實際控制人情況(續)

#### (i) Controlling Shareholder (Continued)

#### (一) 控股股東情況(續)

- 5 Ownership and controlling relationship between the Company and Controlling Shareholder  
 Applicable  Not applicable

- 5 公司與控股股東之間的產權及控制關係的方框圖  
 適用  不適用





## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### IV. Controlling Shareholders and beneficial controller (Continued)

##### (ii) Information on beneficial controller

- 1 **Legal person**  
 Applicable  Not applicable
- 2 **Natural person**  
 Applicable  Not applicable
- 3 **Special description concerning no beneficial controller of the Company**  
 Applicable  Not applicable
- 4 **Explanation on changes of beneficial controller of the Company during the Reporting Period**  
 Applicable  Not applicable
- 5 **Ownership and controlling relationship between the Company and beneficial controller**  
 Applicable  Not applicable
- 6 **Beneficial controller exercises control over the Company through trust or other asset management plan**  
 Applicable  Not applicable

##### (iii) Other information on controlling shareholder and beneficial controller

Applicable  Not applicable

#### V. The cumulative number of Pledged Shares of the Company's Controlling Shareholder or the largest Shareholder and its concerted actors accounts for more than 80% of the Company's shares

Applicable  Not applicable

#### VI. Other legal person Shareholders with more than 10% shareholding

Applicable  Not applicable

#### 四、控股股東及實際控制人情況(續)

##### (二) 實際控制人情況

- 1 **法人**  
 適用  不適用
- 2 **自然人**  
 適用  不適用
- 3 **公司不存在實際控制人情況的特別說明**  
 適用  不適用
- 4 **報告期內公司控制權發生變更的情況說明**  
 適用  不適用
- 5 **公司與實際控制人之間的產權及控制關係的方框圖**  
 適用  不適用
- 6 **實際控制人通過信託或其他資產管理方式控制公司**  
 適用  不適用

##### (三) 控股股東及實際控制人其他情況介紹

適用  不適用

#### 五、公司控股股東或第一大股東及其一致行動人累計質押股份數量佔其所持公司股份數量比例達到80%以上

適用  不適用

#### 六、其他持股在百分之十以上的法人股東

適用  不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding

√ Applicable □ Not applicable

##### 1. Restrictions in reduction of shareholding in non-public issuance of A shares

As approved by the CSRC in the "Approval in relation to the Non-public Issuance of Shares by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2019] No. 2551), the Company non-publicly issued 63,000,000 Shares of RMB ordinary Shares (A Shares), and registration and sales restriction procedures for the issuance of Shares were completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 10 July 2020. The lock-up period of Shares subscribed by the issuance target Jingcheng Machinery Electric, Ltd was 36 months. For details, please refer to the "\*ST Jingcheng: Announcement on the results of the Non-public Issuance of Shares and changes in the shareholding" (Announcement No.: Lin 2020-037) disclosed on the "Shanghai Securities News" and the SSE website (www.sse.com.cn) and the announcement on the "Completion of the Non-public Issuance of A Shares" disclosed on the HKEXnews website of the HKEX (www.hkexnews.hk) on 10 July 2020.

On 4 July 2023, the Company issued the "Announcement regarding the Listing of and Trading in Shares with Selling Restrictions from Non-public Issuance in 2020", in which 63 million restricted A shares were listed and traded, and on 10 July 2023, restricted shares of the 2020 non-public issuance were all released from the restriction on reduction of shareholding and were listed and traded.

##### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance

On 28 June 2022, the Company issued the "Announcement on the Implementation of Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Listing of New Shares", which made the following arrangements for the partial restrictions in the reduction of shareholding in respect of the asset acquisition by way of share issuance:

The additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall not be transferred in any manner, nor shall they be pledged or otherwise encumbered with property rights for a period of 12 months from the issuance completion date of the Reorganisation; upon expiry of the above-mentioned 12-month lock-up period, the additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall be unlocked in phases in accordance with the following arrangements:

**1st phase:** After 12 months from the issuance completion date of the Reorganisation and upon performance of their corresponding compensation obligations (if any) for the year of 2021 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 40% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

#### 七、股份限制減持情況說明

√ 適用 □ 不適用

##### 1. 非公開發行A股股票限制減持

經中國證監會證監許可[2019]2551號《關於核准北京京城機電股份有限公司非公開發行股票的批覆》核准，公司以非公開發行方式發行人民幣普通股(A股)6,300萬股，並於2020年7月10日在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。本次發行對象京城機電認購的股份鎖定期為36個月，詳見公司於2020年7月10日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《\*ST京城：非公開發行股票發行結果暨股份變動公告》(公告編號：臨2020-037)及在香港交易所披露易網站(www.hkexnews.hk)上披露的《完成非公開發行A股》公告。

2023年7月4日，公司發佈《2020年非公開發行限售股上市流通的公告》，本次A股限售股上市流通數量為6,300萬股，2023年7月10日，2020年非公開發行限售股已全部解除減持限制，並上市流通。

##### 2. 發行股份購買資產限制減持

2022年6月28日，公司發佈《發行股份及支付現金購買資產並募集配套資金實施情況暨新增股份上市公告書》，對發行股份購買資產部分限制減持情況做出以下安排：

發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔；上述12個月鎖定期限屆滿後，李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份按照下述安排分期解鎖：

**第一期：**自本次重組發行完成日起滿12個月且其在《業績補償協議》及補充協議項下就2021年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定期；

### VII. Description of restrictions in reduction of shareholding (Continued)

#### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

**2nd phase:** If they have fully performed their compensation obligations (if any) for the year of 2022 under the “Performance Compensation Agreement” and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

**3rd phase:** If they have fully performed their compensation obligations (if any) for the year of 2023 under the “Performance Compensation Agreement” and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

**4th phase:** If they have fully performed their compensation obligations (if any) corresponding to the entire performance commitment period under the “Performance Compensation Agreement” and the supplemental agreement (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the additional shares received by them that have not been unlocked shall be unlocked.

The shares of the Company received by Yang Ping, Xiao Zhonghai, Xia Tao, Wang Huadong, Xiu Jun, Fu Dun and Chen Zhengyan under the transactions shall not be transferred in any manner nor pledged nor encumbered within 12 months from the issuance completion date of the Reorganisation.

On 21 June 2023, the Company issued the “Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”, in which 32,412,209 restricted A shares were listed and traded, of which, the number of restricted shares held by the targets of issuance, namely, Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan, were released for the first and the second phase, and the number of shares held by Yang Ping, Xiao Zhonghai, Xia Tao, Wang Huadong, Xu Jun, Fu Dun and Chen Zhengyan were all released, as shown in the table below. On 10 July 2023, some of the restricted shares in the asset acquisition by way of share issuance and cash payment were released from the restriction on the reduction of shareholding and were listed and traded.

### 七、股份限制減持情況說明(續)

#### 2. 發行股份購買資產限制減持(續)

**第二期：**其在《業績補償協議》及補充協議項下就2022年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

**第三期：**其在《業績補償協議》及補充協議項下就2023年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

**第四期：**其在《業績補償協議》及補充協議項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，其本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。

楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言在本次交易項下取得的公司股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔。

2023年6月21日公司發佈《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》，本次A股限售股上市流通數量為32,412,209股，其中發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣所持限售股解鎖第一期及第二期數量，楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言所持限售股全部解鎖，具體數量見下表。2023年7月10日，發行股份及支付現金購買資產之部分限售股已解除減持限制，並上市流通。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding (Continued)

##### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

No. 序號	Name of shareholder 股東名稱	Number of restricted shares held 持有限售股數量	Percentage of restricted shares held in the Company's total share capital (%) 持有限售股 佔公司總股本 比例 (%)	Number of shares listed and traded this time (unit: shares) 本次上市流通 數量 (股)	Remaining number of restricted shares 剩餘限售股數量
1	Li Hong 李紅	19,099,566	3.52	11,459,740	7,639,826
2	Zhao Qing 趙慶	6,540,785	1.21	3,924,471	2,616,314
3	Yang Ping 楊平	5,405,865	1.00	5,405,865	0
4	Qingdao Eternal Economic Information Consulting Co., Ltd. 青島艾特諾經濟信息諮詢有限 公司	4,686,960	0.86	2,812,176	1,874,784
5	Wang Xiaohui 王曉暉	4,039,404	0.74	2,423,642	1,615,762
6	Xia Tao 夏濤	2,015,123	0.37	2,015,123	0
7	Wang Huadong 王華東	2,015,123	0.37	2,015,123	0
8	Qian Yuyan 錢雨嫣	806,048	0.15	483,629	322,419
9	Xiao Zhonghai 肖中海	589,423	0.11	589,423	0
10	Xiu Jun 修軍	526,269	0.10	526,269	0
11	Fu Dun 傅敦	378,913	0.07	378,913	0
12	Chen Zhengyan 陳政言	377,835	0.07	377,835	0
	<b>Total 合計</b>	<b>46,481,314</b>	<b>8.57</b>	<b>32,412,209</b>	<b>14,069,105</b>

#### 七、股份限制減持情況說明(續)

##### 2. 發行股份購買資產限制減持(續)

##### 3. Reduction restriction on 2023 Restricted Shares Incentive Scheme

On 29 December 2023, the Company announced the "Announcement of Result of the First Grant of 2023 Restricted Shares Incentive Scheme", the following arrangements have been made with respect to reduction restriction under the 2023 Restricted Shares Incentive Scheme:

The restriction period for the restricted shares granted to the Participants under this Incentive Scheme is 24 months from the date of grant of the restricted shares granted to the Participants. During the restriction period, the Restricted Shares granted to the Participants under this Incentive Scheme shall be restricted for sale and shall not be transferable or used for guarantee or repayment of debts. Shares acquired by the Participants as a result of capitalization of capital surplus, distribution of stock dividends, stock splits, for the restricted shares granted that have not yet been released from restricted sales are simultaneously locked up in accordance with this Incentive Scheme. Following the release of Restricted Shares, the Company shall handle the unlock of Restricted Shares for the Participants who fulfill the conditions for the unlock of restricted shares, and the restricted shares held by the Participants who do not fulfill the conditions for the unlock of restricted shares shall be repurchased by the Company.

##### 3、2023年限制性股票激勵計劃限制減持

2023年12月29日，公司發佈《2023年股權激勵計劃限制性股票首次授予結果公告》，對2023年限制性股票激勵計劃的限制減持情況做出以下安排：

本激勵計劃的激勵對象所獲授的限制性股票限售期為自激勵對象獲授限制性股票授予之日起24個月。在限售期內，激勵對象根據本激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按本激勵計劃進行鎖定。解除限售后，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding (Continued)

#### 七、股份限制減持情況說明(續)

##### 3. Reduction restriction on 2023 Restricted Shares Incentive Scheme (Continued)

The Unlocking Period and unlocking schedule for the Restricted Shares under the first grant of the Incentive Scheme is shown in the table below:

Unlocking arrangement 解除限售安排	Unlocking time 解除限售時間	Proportion of shares available for unlock accounted to the number of authorized interests 可解除限售數量佔獲授權益數量比例
First Unlocking Period 第一個解除限售期	Commencing from the first trading day upon the expiry of 24 months from the date of the first grant to the last trading day upon the expiry of 36 months from the date of the first grant 自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34%
Second Unlock Period 第二個解除限售期	Commencing from the first trading day upon the expiry of 36 months from the date of the first grant to the last trading day upon the expiry of 48 months from the date of the first grant 自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33%
Third Unlock Period 第三個解除限售期	Commencing from the first trading day upon the expiry of 48 months from the date of the first grant to the last trading day upon the expiry of 60 months from the date of the first grant 自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33%

After unlocking, the Company handles the release of restricted shares for the Participants who meet the conditions for unlock of Restricted Shares, and the restricted shares held by the Participants who do not meet the conditions for release of restricted shares are repurchased by the Company.

解除限售後，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

During the Restricted Period, the Restricted Shares granted to the Participants under this Incentive Scheme shall be restricted for sale and shall not be transferred, used for guarantee or repayment of debts. Shares acquired by the Participants as a result of capitalization of capital surplus, distribution of stock dividends, stock splits, in connection with the Restricted Shares granted that have not yet been unlocked from restricted sale shall be locked up at the same time in accordance with this Incentive Scheme.

在限售期內，激勵對象根據本激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按本激勵計劃進行鎖定。

#### VIII. Specific implementation of share repurchase during the Reporting Period

Applicable  Not applicable

#### 八、股份回購在報告期的具體實施情況

適用  不適用





## Section 10 Information about Preference Shares

### 第十節 優先股相關情況

Applicable  Not applicable

適用  不適用



## Section 11 CORPORATE BONDS

### 第十一節 債券相關情況

#### I. CORPORATE BONDS, COMPANY BONDS AND DEBT FINANCING INSTRUMENTS OF NON FINANCIAL ENTERPRISES

Applicable  Not Applicable

#### II. CONVERTIBLE BONDS

Applicable  Not Applicable

#### 一、企業債券、公司債券和非金融企業債務融資工具

適用  不適用

#### 二、可轉換公司債券情況

適用  不適用

# Section 12 Financial Report

## 第十二節 財務報告

### Auditor's Report

#### 審計報告

XYZH/2024BJAA3B0356

XYZH/2024BJAA3B0356

To all shareholders of Beijing Jingcheng Machinery Electric Co., Ltd.,

北京京城機電股份有限公司全體股東：

### I. Audit Opinion

We have audited the attached financial statements of Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as Jingcheng Company), including Consolidated and Parent Company's Balance Sheets as of December 31, 2023, Consolidated and Parent Company's Income Statements, Consolidated and Parent Company's Cash Flow Statements, Consolidated and Parent Company's Statements of Changes in Shareholders' Equity for the year then ended, and related Notes to the Financial Statements.

In our opinion, the attached financial statements present fairly, in all material respects, the consolidated and parent company's financial positions of Jingcheng Company as of December 31, 2023, and its consolidated and parent company's operating results and cash flows for the year then ended in accordance with the Accounting Standards for Business Enterprises.

### II. Basis for Audit Opinion

We conducted our audit in accordance with the Auditing Standards for Certified Public Accountants of China. The section in the Auditor's Report titled "CPAs' Responsibilities for the Audit of the Financial Statements" further describes our responsibilities under these standards. We conduct our audit independent of Jingcheng Company in accordance with the *China Code of Ethics for Certified Public Accountants* and fulfill other responsibilities in ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### III. Key Audit Matters

Key audit matters are those matters that are deemed most significant to the audit of the financial statements for the current period based on our professional judgment. These matters are addressed by auditing the financial statements integrally and forming the audit opinion, so we do not express the opinions for them separately.

#### 1. Provision for inventory depreciation

##### Key Audit Matters

See Note III.12 "Inventories" and Note V.7 "Inventories" in the Financial Statements. Jingcheng Company is mainly engaged in the gas storage and transportation equipment manufacturing industry. As of December 31, 2023, the book balance of inventories was RMB330,571,903.71, the balance of provision for impairment was RMB40,186,663.21, and a book value of RMB290,385,240.50.

##### Countermeasures in the audit

The main audit procedures executed are as follows:

- (1) Evaluate and test the design and operating effectiveness of key internal controls related to the provision for inventory impairment;
- (2) Select a sample of finished goods and compare the estimated selling price of the products with the actual selling price in the latest or later period;

### 一、審計意見

我們審計了北京京城機電股份有限公司(以下簡稱京城股份公司)財務報表,包括2023年12月31日的合併及母公司資產負債表,2023年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表,以及相關財務報表附註。

我們認為,後附的財務報表在所有重大方面按照企業會計準則的規定編製,公允反映了京城股份公司2023年12月31日的合併及母公司財務狀況以及2023年度的合併及母公司經營成果和現金流量。

### 二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則,我們獨立於京城股份公司,並履行了職業道德方面的其他責任。我們相信,我們獲取的審計證據是充分、適當的,為發表審計意見提供了基礎。

### 三、關鍵審計事項

關鍵審計事項是我們根據職業判斷,認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景,我們不對這些事項單獨發表意見。

#### 1. 存貨跌價準備計提

##### 關鍵審計事項

參見財務報表附註三、12「存貨」及附註五、7「存貨」。京城股份公司主要從事氣體儲運裝備製造行業,2023年12月31日,存貨賬面餘額330,571,903.71元,跌價準備餘額40,186,663.21元,賬面價值290,385,240.50元。

##### 審計中的應對

我們執行的主要審計程序如下:

- (1) 評價並測試與存貨跌價準備計提相關的關鍵內部控制的設計和運行有效性;
- (2) 選取庫存商品樣本,將產品估計售價與最近或期後的實際售價進行比較;

# Section 12 Financial Report

## 第十二節 財務報告

### Auditor's Report

#### 審計報告

### III. Key Audit Matters (Continued)

#### 1. Provision for inventory depreciation

##### Key Audit Matters

The inventory of Jingcheng Company is valued by the lower one between the cost and net realizable value. Net realizable value is determined according to the estimated selling price of the inventory minus the estimated costs to be incurred by the time of completion, the estimated selling expenses and the related taxes. The process of such determination involves significant judgments and estimates of the Management. Whether the provision for inventory impairment is adequate and appropriate has a significant effect on the financial statements. Based on the above reasons, we determine the provision for inventory impairment as a key audit matter.

##### Countermeasures in the audit

- (3) Select samples for raw materials and products in process, and review the reasonableness of the costs estimated by the Management to be incurred by the time of completion, the selling expenses and the related taxes by comparing the costs still incurred by the time of completion of the same kind of raw materials and work in progress and the selling expenses.
- (4) Implement the inventory monitoring work, and check the quantity and condition of inventory;
- (5) Obtain the list of inventory ageing at the end of the year, carry out an analytical review of inventories with a longer inventory ageing in combination with the product status, and analyze whether the provision for inventory impairment is reasonable.

#### 2. Impairment assessment of goodwill

See Note III.21 "Long-term asset impairment" and Note V.14 "Goodwill" in the Financial Statements. As of December 31, 2023, the net goodwill of Jingcheng Company was RMB168,996,039.10 resulting from the acquisition of Qingdao BYTQ United Digital Intelligence Co., Ltd., which is an important asset of Jingcheng Company and is material to the entire financial statements.

The main audit procedures executed are as follows:

- (1) Compared the estimates adopted by the Management in calculating the present value of the expected future cash flows in the previous year with the actual performance of the current year, and evaluated the historical accuracy of the Management's forecast results;
- (2) Evaluated whether the methods for determining the recoverable amounts of asset groups and asset group portfolios meet the relevant provisions of the *Accounting Standards for Business Enterprises*;

### 三、關鍵審計事項(續)

#### 1. 存貨跌價準備計提

##### 關鍵審計事項

京城股份公司存貨按成本和可變現淨值孰低計量。可變現淨值以存貨的預計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額確定，該過程涉及管理層重大的判斷和估計。存貨跌價準備計提是否充分、恰當，對財務報表有重大影響。基於上述原因，我們確定存貨跌價準備計提作為關鍵審計事項。

##### 審計中的應對

- (3) 對於原材料、在產品，選取樣本，通過比較當年同類原材料、在產品至完工時仍需發生的成本及銷售費用，對管理層估計的至完工時將要發生成本、銷售費用及相關稅費的合理性進行覆核；
- (4) 實施存貨監盤工作，檢查存貨的數量、狀況等；
- (5) 取得年末存貨庫齡清單，結合產品狀況，對庫齡較長的存貨進行分析性覆核，分析存貨跌價準備是否合理。

#### 2. 商譽減值的估計

參見財務報表附註三、21「長期資產減值」及附註五、14「商譽」。2023年12月31日，京城股份公司商譽淨值168,996,039.10元，為收購青島北洋天青數聯智能有限公司形成的，屬於京城股份公司的重要資產，對財務報表整體具有重要性。

我們執行的主要審計程序如下：

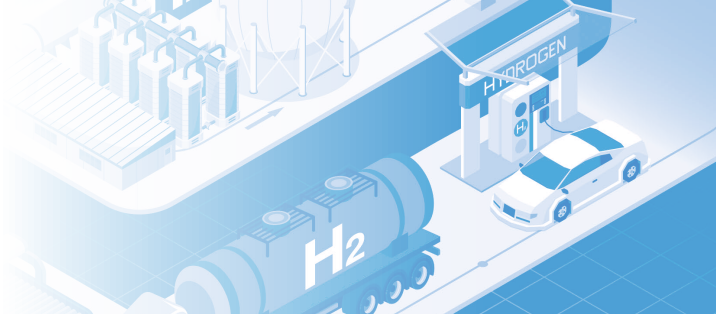
- (1) 將管理層在上年計算預計未來現金流量現值時採用的估計與本年實際情況進行比較，評價管理層預測結果的歷史準確性；
- (2) 評價資產組和資產組組合可收回金額的確定方法是否符合企業會計準則相關規定；

# Section 12 Financial Report

## 第十二節 財務報告

### Auditor's Report

#### 審計報告



### III. Key Audit Matters (Continued)

#### 1. Provision for inventory depreciation

Key Audit Matters	Countermeasures in the audit
According to the provisions of the <i>Accounting Standards for Business Enterprises No. 8-Impairment of Assets</i> , Jingcheng Company should conduct a goodwill impairment test at the end of each year. Such impairment test has a complex process and needs to rely on the judgments and estimates of the Management on the expected future income and cash flow discount rate of asset group portfolio (including goodwill) of any subsidiaries acquired by it, and other assumptions. Due to the above reasons, we identified the impairment assessment of goodwill as a key audit matter.	(3) Analyzed the key assumptions, indicators, methods and judgments adopted by the Management in identifying the asset group to which goodwill belongs and conducting a goodwill impairment test, and examined the reasonableness of such assumptions, parameters, methods and judgments;
	(4) Obtained a goodwill impairment test report from the external appraiser engaged by the Management, and evaluated the independence, impartiality and competence of the external appraiser;
	(5) Reviewed the valuation method of the asset group adopted and appraisal report issued by the external appraiser, and checked the calculation process and results of the goodwill impairment test;
	(6) Examined the appropriateness of presentation and disclosure of the information related to the impairment of goodwill in the financial report.

### IV. Other Information

The Management of Jingcheng Company (hereinafter referred to as the Management) is responsible for other information. Other information includes information covered in 2023 annual report of Jingcheng Company, except the financial statements and our auditor's report.

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

In connection with our audit on the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Based on the work that we have executed, we should report the fact in case of determining the material misstatement of other information. In this regard, we have nothing to report.

### 三、關鍵審計事項(續)

#### 1. 存貨跌價準備計提

關鍵審計事項	審計中的應對
根據《企業會計準則第8號—資產減值》的規定，每年年度終了，京城股份公司需要對商譽進行減值測試，該等減值的測試過程複雜，需要依賴管理層對收購子公司包含商譽資產組組合預計未來收入及現金流折現率等假設做出判斷和估計。基於上述原因，我們將商譽減值的估計確定關鍵審計事項。	(3) 分析管理層對商譽所屬資產組的認定和進行商譽減值測試時採用的關鍵假設、參數、方法以及判斷，檢查相關假設、參數、方法以及判斷的合理性；
	(4) 獲取管理層聘請的外部評估機構出具的商譽減值測試報告，並對外部評估機構的獨立性、客觀性及勝任能力進行評估；
	(5) 覆核外部評估機構對資產組的估值方法及出具的評估報告，驗算商譽減值測試的測算過程及結果；
	(6) 檢查與商譽減值相關的信息已在財務報告恰當的列報和披露。

### 四、其他信息

京城股份公司管理層(以下簡稱管理層)對其他信息負責。其他信息包括京城股份公司2023年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。



## Section 12 Financial Report 第十二節 財務報告 Auditor's Report 審計報告

### V. Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of the financial statements in accordance with Accounting Standards for Business Enterprises to achieve fair presentation; and designing, implementing and maintaining necessary internal control to make sure that the financial statements are free from material misstatement, whether due to fraud or error.

In preparation of the Financial Statements, the Management is responsible for assessing Jingcheng Company's going-concern ability, disclosing the going-concern related items (if applicable) and applying going-concern assumptions, unless otherwise the Management either intends to liquidate Jingcheng Company, or to cease operations or has no realistic alternative but to do so.

Those Charged with Governance is responsible for supervising Jingcheng Company's financial reporting process.

### VI. CPAs' Responsibility for Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit conducted in accordance with auditing standards can always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions users would take on the basis of these financial statements.

We exercise professional judgment and maintain professional skepticism in carrying out our audit in accordance with the Auditing Standards. At the same time, we also:

- (1) Identify and assess risks of material misstatement of financial statements due to fraud or errors, design and implement audit procedures to address these risks, and obtain adequate and appropriate audit evidence as a basis for issuing audit opinions. The risk of not detecting a material misstatement resulting from fraudulent practices is higher than that resulting from mistakes, as fraudulent practices may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (2) Understand the internal control relevant to the audit in order to design appropriate audit procedures, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

### 五、管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估京城股份公司的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非管理層計劃清算京城股份公司、終止運營或別無其他現實的選擇。

治理層負責監督京城股份公司的財務報告過程。

### 六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

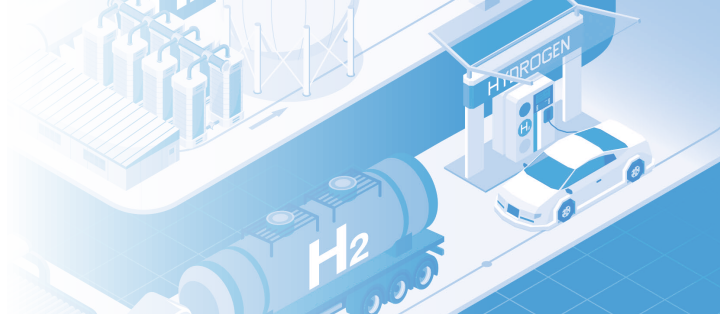
- (1) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- (2) 瞭解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。
- (3) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

# Section 12 Financial Report

## 第十二節 財務報告

### Auditor's Report

#### 審計報告



## VI. CPAs' Responsibility for Audit of Financial Statements (Continued)

- (4) Conclude on the appropriateness of the Management's use of the going concern basis of accounting. Conclude, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on Jingcheng Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on information available as of the date of the Auditor's Report. However, future events or conditions may cause the Jingcheng Company to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements and evaluate whether the financial statements fairly reflect the relevant transactions and events.
- (6) Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within Jingcheng Company to express an opinion on the financial statements. We are responsible for guiding, supervising, and performing the group audit, and assume all responsibilities for our opinion.

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

We also provide those Charged with Governance with a statement regarding compliance with ethical requirements related to independence and communicate with those Charged with Governance about all relationships and other matters that could reasonably be considered to affect our independence, as well as related precautions (if applicable).

From the matters communicated with those Charged with Governance, we determine which items are most important to the audit of the financial statements for the current period and thus constitute a key audit matter. We described these matters in our auditor's report, unless law or regulation preclude public disclosure about the matters, or in those rare circumstances where we determine not to communicate with those Charged with Governance about a matter in our auditor's report if we reasonably expect that the adverse consequences of communicating about such matter in our auditor's report would outweigh the benefits in the public interest.

ShineWing Certified Public Accountants LLP

Certified Public Accountant of China:  
(Engagement Partner)

Certified Public Accountant of China:

Beijing, China  
March 28, 2024

## 六、註冊會計師對財務報表審計的責任(續)

- (4) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對京城股份公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致京城股份公司不能持續經營。
- (5) 評價財務報表的總體列報、結構和內容，並評價財務報表是否公允反映相關交易和事項。
- (6) 就京城股份公司中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

信永中和會計師事務所(特殊普通合夥)

中國註冊會計師：  
(項目合夥人)

中國註冊會計師：

中國北京  
二〇二四年三月二十八日

# Consolidated Balance Sheet

## 合併資產負債表

31 December 2023  
2023年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
<b>Current assets:</b>	<b>流動資產：</b>			
Monetary fund	貨幣資金	V. 1/五、1	502,766,015.92	336,627,993.24
Settlement reserves	結算備付金			
Placements from banks and other financial institutions	拆出資金			
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據	V. 2/五、2	3,590,000.00	8,603,853.52
Accounts receivable	應收賬款	V. 3/五、3	385,061,945.72	315,652,015.26
Receivables financing	應收款項融資	V. 4/五、4	32,346,639.47	29,790,417.72
Advances to suppliers	預付款項	V. 5/五、5	50,416,543.28	46,525,117.75
Premiums receivable	應收保費			
Reinsurance accounts receivable	應收分保賬款			
Reinsurance contract reserves receivable	應收分保合同準備金			
Other receivables	其他應收款	V. 6/五、6	2,887,349.53	4,809,858.44
Including: interest receivable	其中：應收利息			
Dividends receivable	應收股利			
Financial assets purchased under agreements to resell	買入返售金融資產			
Inventories	存貨	V. 7/五、7	290,385,240.50	310,798,445.44
Contract assets	合同資產			
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產	V. 8/五、8	9,687,325.81	10,221,016.45
<b>Total current assets</b>	<b>流動資產合計</b>		<b>1,277,141,060.23</b>	<b>1,063,028,717.82</b>
<b>Non-current assets:</b>	<b>非流動資產：</b>			
Disbursement of loans and advances to customers	發放貸款和墊款			
Debt instruments at amortised cost	債權投資			
Debt instruments at fair value through other comprehensive income	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	V. 9/五、9	104,890,267.71	83,828,193.76
Equity instruments at fair value through other comprehensive income	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產	V. 10/五、10	636,006,382.70	594,584,383.38
Construction in progress	在建工程	V. 11/五、11	74,093,650.27	59,457,140.18
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	V. 12/五、12	203,292,878.66	220,518,068.16
Intangible assets	無形資產	V. 13/五、13	182,280,480.78	192,378,307.38
Development expenditures	開發支出			
Goodwill	商譽	V. 14/五、14	168,996,039.10	168,996,039.10
Long-term deferred expenses	長期待攤費用	V. 15/五、15	13,586,338.18	16,622,473.45
Deferred income tax assets	遞延所得稅資產	V. 16/五、16	63,662,495.78	69,755,808.48
Other non-current assets	其他非流動資產	V. 17/五、17	88,393,971.47	26,835,176.42
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>1,535,202,504.65</b>	<b>1,432,975,590.31</b>
<b>Total assets</b>	<b>資產總計</b>		<b>2,812,343,564.88</b>	<b>2,496,004,308.13</b>

# Consolidated Balance Sheet

## 合併資產負債表

31 December 2023  
2023年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
<b>Current liabilities:</b>	<b>流動負債：</b>			
Short-term borrowings	短期借款	V. 19/五 · 19	140,000,000.00	100,000,000.00
Borrowings from the central bank	向中央銀行借款			
Placements from banks and other financial institutions	拆入資金			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據	V. 20/五 · 20	85,759,357.39	77,497,454.43
Accounts payable	應付賬款	V. 21/五 · 21	350,116,028.25	242,600,960.24
Advances from customers	預收款項			
Contract liabilities	合同負債	V. 22/五 · 22	47,451,038.27	60,289,757.30
Financial assets sold under agreements to repurchase	賣出回購金融資產款			
Customer bank deposits and due to banks and other financial institutions	吸收存款及同業存放			
Customer brokerage deposits	代理買賣證券款			
Securities underwriting brokerage deposits	代理承銷證券款			
Employee compensation payable	應付職工薪酬	V. 23/五 · 23	31,113,332.96	25,714,018.81
Taxes payable	應交稅費	V. 24/五 · 24	18,694,312.91	21,834,560.15
Other payables	其他應付款	V. 25/五 · 25	77,468,799.94	63,942,916.44
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			
Handling charges and commission payable	應付手續費及佣金			
Reinsurance accounts payable	應付分保賬款			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債	V. 26/五 · 26	15,339,940.56	21,127,930.84
Other current liabilities	其他流動負債	V. 27/五 · 27	9,200,236.26	6,677,447.44
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>775,143,046.54</b>	<b>619,685,045.65</b>
<b>Non-current liabilities:</b>	<b>非流動負債：</b>			
Insurance contract reserves	保險合同準備金			
Long-term borrowings	長期借款	V. 28/五 · 28	70,000,000.00	
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債	V. 29/五 · 29	234,016,247.39	248,801,063.86
Long-term payables	長期應付款	V. 30/五 · 30	253,207,700.00	113,207,700.00
Long-term employee compensation payable	長期應付職工薪酬	V. 31/五 · 31	31,730,620.28	30,779,454.07
Provision	預計負債	V. 32/五 · 32	4,989,719.00	8,020,131.96
Deferred income	遞延收益	V. 33/五 · 33	7,998,474.74	358,604.17
Deferred income tax liabilities	遞延所得稅負債	V. 16/五 · 16	56,850,982.85	61,991,575.69
Other non-current liabilities	其他非流動負債			
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>658,793,744.26</b>	<b>463,158,529.75</b>
<b>Total liabilities</b>	<b>負債合計</b>		<b>1,433,936,790.80</b>	<b>1,082,843,575.40</b>

# Consolidated Balance Sheet

## 合併資產負債表

31 December 2023  
2023年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
<b>Shareholders' equity:</b>	<b>股東權益：</b>			
Share capital	股本	V. 34/五、34	547,665,988.00	542,265,988.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積	V. 35/五、35	1,186,456,814.83	1,151,111,016.32
Less: treasury shares	減：庫存股			
Other comprehensive income	其他綜合收益	V. 36/五、36	3,094,393.89	2,128,736.81
Special reserves	專項儲備	V. 37/五、37	381,371.62	124,960.21
Surplus reserves	盈餘公積	V. 38/五、38	45,665,647.68	45,665,647.68
General risk provision	一般風險準備			
Retained earnings	未分配利潤	V. 39/五、39	-717,353,627.48	-665,678,483.89
Total shareholders' equity attributable to parent company	歸屬於母公司股東權益合計		1,065,910,588.54	1,075,617,865.13
Non-controlling interests	少數股東權益		312,496,185.54	337,542,867.60
<b>Total shareholders' equity</b>	<b>股東權益合計</b>		<b>1,378,406,774.08</b>	1,413,160,732.73
<b>Total liabilities and shareholders' equity</b>	<b>負債和股東權益總計</b>		<b>2,812,343,564.88</b>	2,496,004,308.13

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：



# Balance Sheet of the Parent Company

## 母公司資產負債表

31 December 2023  
2023年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
<b>Current assets:</b>	<b>流動資產：</b>			
Monetary fund	貨幣資金		62,961,991.24	53,043,574.83
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據			
Accounts receivable	應收賬款	XVII.1/十七、1	104,517,462.87	51,455,610.49
Receivables financing	應收款項融資			
Advances to suppliers	預付款項			
Other receivables	其他應收款	XVII.2/十七、2	411,267,924.92	382,107,891.53
Including: interest receivable	其中：應收利息		44,627,055.08	37,918,353.69
Dividends receivable	應收股利			
Inventories	存貨			
Contract assets	合同資產			
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產			
<b>Total current assets</b>	<b>流動資產合計</b>		<b>578,747,379.03</b>	486,607,076.85
<b>Non-current assets:</b>	<b>非流動資產：</b>			
Debt instruments at amortised cost	債權投資			
Debt instruments at fair value through other comprehensive income	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	XVII.3/十七、3	1,400,273,940.36	1,239,348,125.05
Equity instruments at fair value through other comprehensive income	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產		110,744.26	139,583.28
Construction in progress	在建工程			
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產		1,211,123.74	2,119,466.54
Intangible assets	無形資產			
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用		742,144.96	1,298,753.68
Deferred income tax assets	遞延所得稅資產		238,183.77	460,670.43
Other non-current assets	其他非流動資產			
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>1,402,576,137.09</b>	1,243,366,598.98
<b>Total assets</b>	<b>資產總計</b>		<b>1,981,323,516.12</b>	1,729,973,675.83

# Balance Sheet of the Parent Company

## 母公司資產負債表

31 December 2023  
2023年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
<b>Current liabilities:</b>	<b>流動負債：</b>			
Short-term borrowings	短期借款			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據			
Accounts payable	應付賬款		108,652,024.80	53,462,653.20
Advances from customers	預收款項			
Contract liabilities	合同負債			1,274,336.28
Employee compensation payable	應付職工薪酬		5,037,249.58	2,655,500.86
Taxes payable	應交稅費		312,341.09	614,941.03
Other payables	其他應付款		23,350,717.43	23,710,531.21
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債		952,735.10	889,946.63
Other current liabilities	其他流動負債			165,663.72
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>138,305,068.00</b>	<b>82,773,572.93</b>
<b>Non-current liabilities:</b>	<b>非流動負債：</b>			
Long-term borrowings	長期借款			
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債			952,735.10
Long-term payables	長期應付款			
Long-term employee compensation payable	長期應付職工薪酬			
Provision	預計負債			
Deferred income	遞延收益			
Deferred income tax liabilities	遞延所得稅負債		302,780.94	529,866.64
Other non-current liabilities	其他非流動負債			
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>302,780.94</b>	<b>1,482,601.74</b>
<b>Total liabilities</b>	<b>負債合計</b>		<b>138,607,848.94</b>	<b>84,256,174.67</b>
<b>Shareholders' equity:</b>	<b>股東權益：</b>			
Share capital	股本		547,665,988.00	542,265,988.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積		1,319,146,235.48	1,123,816,744.17
Less: treasury shares	減：庫存股			
Other comprehensive income	其他綜合收益			
Special reserves	專項儲備			
Surplus reserves	盈餘公積		38,071,282.24	38,071,282.24
Retained earnings	未分配利潤		-62,167,838.54	-58,436,513.25
<b>Total shareholders' equity</b>	<b>股東權益合計</b>		<b>1,842,715,667.18</b>	<b>1,645,717,501.16</b>
<b>Total liabilities and shareholders' equity</b>	<b>負債和股東權益總計</b>		<b>1,981,323,516.12</b>	<b>1,729,973,675.83</b>

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Consolidated Income Statement

## 合併利潤表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>I. Total revenue</b>	<b>一、營業總收入</b>		<b>1,405,495,692.08</b>	1,372,261,232.14
Including: operating revenue	其中：營業收入	V. 40/五、40	<b>1,405,495,692.08</b>	1,372,261,232.14
Interest income	利息收入			
Earned premiums	已賺保費			
Handling charges and commission income	手續費及佣金收入			
<b>II. Total operating cost</b>	<b>二、營業總成本</b>		<b>1,444,884,526.48</b>	1,384,549,487.08
Including: operating cost	其中：營業成本	V. 40/五、40	<b>1,190,271,087.25</b>	1,186,461,657.86
Interest expenses	利息支出			
Expenses of fees and commissions	手續費及佣金支出			
Surrender	退保金			
Net payments for insurance claims	賠付支出淨額			
Net provision for insurance contract liability	提取保險責任準備金淨額			
Policy dividend expenses	保單紅利支出			
Reinsurance expenses	分保費用			
Taxes and surcharges	稅金及附加	V. 41/五、41	<b>7,911,881.71</b>	7,512,492.91
Selling expenses	銷售費用	V. 42/五、42	<b>46,218,130.86</b>	31,940,023.66
Administrative expenses	管理費用	V. 43/五、43	<b>120,477,225.32</b>	101,820,649.76
R&D expenses	研發費用	V. 44/五、44	<b>66,447,976.37</b>	47,649,016.32
Financial Expenses	財務費用	V. 45/五、45	<b>13,558,224.97</b>	9,165,646.57
Including: interest expenses	其中：利息費用		<b>18,182,783.46</b>	12,931,363.31
Interest income	利息收入		<b>4,618,837.01</b>	994,136.53
Add: other incomes	加：其他收益	V. 46/五、46	<b>10,491,764.13</b>	15,304,144.59
Investment income (loss to be listed with "-")	投資收益(損失以「-」號填列)	V. 47/五、47	<b>11,998,754.61</b>	25,352,960.96
Including: investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益		<b>11,855,196.49</b>	20,937,360.39
Revenue from derecognition of financial assets at amortized cost	以攤余成本計量的金融資產終止確認收益			
Exchange earnings (loss to be listed with "-")	匯兌收益(損失以「-」號填列)			
Net exposure hedging income (loss to be listed with "-")	淨敞口套期收益(損失以「-」號填列)			
Incomes from fair value changes (loss to be listed with "-")	公允價值變動收益(損失以「-」號填列)			
Credit impairment loss (loss to be listed with "-")	信用減值損失(損失以「-」號填列)	V. 48/五、48	<b>-5,077,178.43</b>	3,594,695.68
Asset impairment loss (loss to be listed with "-")	資產減值損失(損失以「-」號填列)	V. 49/五、49	<b>-32,396,390.18</b>	-19,531,341.09
Income of assets disposal (loss to be listed with "-")	資產處置收益(損失以「-」號填列)	V. 50/五、50	<b>123,479.33</b>	324,288.25
<b>III. Operating profit (loss to be listed with "-")</b>	<b>三、營業利潤(虧損以「-」號填列)</b>		<b>-54,248,404.94</b>	12,756,493.45
Add: non-operating revenue	加：營業外收入	V. 51/五、51	<b>1,735,053.15</b>	12,361,496.63
Less: non-operating expenses	減：營業外支出	V. 52/五、52	<b>858,877.75</b>	3,340,210.19
<b>IV. Total profit (total loss to be listed with "-")</b>	<b>四、利潤總額(虧損總額以「-」號填列)</b>		<b>-53,372,229.54</b>	21,777,779.89
Less: income tax expenses	減：所得稅費用	V. 53/五、53	<b>22,879,768.10</b>	8,001,910.21
<b>V. Net profit (net loss to be listed with "-")</b>	<b>五、淨利潤(淨虧損以「-」號填列)</b>		<b>-76,251,997.64</b>	13,775,869.68
(I) Classified by continuity of operation	(一)按經營持續性分類		<b>-76,251,997.64</b>	13,775,869.68
1. Net profit from going concern (net losses to be listed with "-")	1. 持續經營淨利潤(淨虧損以「-」號填列)		<b>-76,251,997.64</b>	13,775,869.68
2. Net profit from discontinued operations (net losses to be listed with "-")	2. 終止經營淨利潤(淨虧損以「-」號填列)			

# Consolidated Income Statement

## 合併利潤表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
(II) Classification by ownership	(二)按所有權歸屬分類			
1. Net profit attributable to owners of the parent company (net losses to be listed with "-")	1. 歸屬於母公司所有者的淨利潤(淨虧損以[-]號填列)		-76,251,997.64	13,775,869.68
2. Non-controlling interests (net losses indicated by "-")	2. 少數股東損益(淨虧損以[-]號填列)		-51,675,143.59	18,315,155.10
			-24,576,854.05	-4,539,285.42
<b>VI. Net after-tax amount of other comprehensive income</b>	<b>六、其他綜合收益的稅後淨額</b>		<b>1,066,767.58</b>	<b>3,486,077.88</b>
Net after-tax amount of other comprehensive income attributable to the owner of the parent company	歸屬母公司所有者的其他綜合收益的稅後淨額			
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一)不能重分類進損益的其他綜合收益	V. 54/五、54	965,657.08	3,158,931.01
1. Changes arising from re-measurement of the defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be converted to profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Changes in fair value of equity instruments at FVTOCI	3. 其他權益工具投資公允價值變動			
4. Changes in fair value of the Company's credit risk	4. 企業自身信用風險公允價值變動			
5. Others	5. 其他			
(II) Other comprehensive income reclassified into profit or loss	(二)將重分類進損益的其他綜合收益		965,657.08	3,158,931.01
1. Other comprehensive income that can be transferred to profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益		8,939.39	-6,087.45
2. Changes in fair value of debt instruments at FVTOCI	2. 其他債權投資公允價值變動			
3. The amount of financial assets reclassified into other comprehensive incomes	3. 金融資產重分類計入其他綜合收益的金額			
4. Provision for impairment of credit in debt instruments at FVTOCI	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve (effective portion of profit and loss arising from cash flow hedging)	5. 現金流量套期儲備(現金流量套期損益的有效部分)			
6. Translation difference arising from the financial statements of foreign currency	6. 外幣財務報表折算差額		956,717.69	3,165,018.46
7. Others	7. 其他			
Net of tax of other comprehensive income attributable to minority shareholders	歸屬於少數股東的其他綜合收益的稅後淨額	V. 54/五、54	101,110.50	327,146.87
<b>VII. Total comprehensive income</b>	<b>七、綜合收益總額</b>		<b>-75,185,230.06</b>	<b>17,261,947.56</b>
Total comprehensive incomes attributable to shareholders of the parent company	歸屬於母公司股東的綜合收益總額		-50,709,486.51	21,474,086.11
Total consolidated income attributable to minority shareholders	歸屬於少數股東的綜合收益總額		-24,475,743.55	-4,212,138.55
<b>VIII. Earnings per share:</b>	<b>八、每股收益：</b>			
(I) Basic earnings per share (yuan/share)	(一)基本每股收益(元/股)		-0.10	0.04
(II) Diluted earnings per share (yuan/share)	(二)稀釋每股收益(元/股)		-0.10	0.04

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Income Statement of the Parent Company

## 母公司利潤表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>I. Operating revenues</b>	<b>一、營業收入</b>	XVII.4/十七、4	<b>4,742,489.73</b>	3,776,116.07
Less: operating costs	減：營業成本	XVII.4/十七、4		
Taxes and surcharges	稅金及附加		<b>235,588.60</b>	184,255.17
Selling expenses	銷售費用			
Administrative expenses	管理費用		<b>16,782,703.70</b>	18,601,073.92
R&D expenses	研發費用			
Financial Expenses	財務費用		<b>-12,325,312.82</b>	-12,429,246.51
Including: interest expenses	其中：利息費用		<b>69,501.03</b>	50,486.65
Interest income	利息收入		<b>12,402,582.37</b>	12,488,249.09
Add: other incomes	加：其他收益			37,375.00
Investment income (loss to be listed with "-")	投資收益(損失以「-」號填列)			
Including: investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益			
Revenue from derecognition of financial assets at amortized cost	以攤余成本計量的金融資產終止確認收益			
Net exposure hedging income (loss to be listed with "-")	淨敞口套期收益(損失以「-」號填列)			
Incomes from fair value changes (loss to be listed with "-")	公允價值變動收益(損失以「-」號填列)			
Credit impairment loss (loss to be listed with "-")	信用減值損失(損失以「-」號填列)		<b>-3,785,434.58</b>	-1,289,757.03
Asset impairment loss (loss to be listed with "-")	資產減值損失(損失以「-」號填列)			
Income of assets disposal (loss to be listed with "-")	資產處置收益(損失以「-」號填列)			
<b>II. Operating profit (loss to be listed with "-")</b>	<b>二、營業利潤(虧損以「-」號填列)</b>		<b>-3,735,924.33</b>	-3,832,348.54
Add: non-operating revenue	加：營業外收入			
Less: non-operating expenses	減：營業外支出			
<b>III. Total profit (total loss to be listed with "-")</b>	<b>三、利潤總額(虧損總額以「-」號填列)</b>		<b>-3,735,924.33</b>	-3,832,348.54
Less: income tax expenses	減：所得稅費用		<b>-4,599.04</b>	69,196.21
<b>IV. Net profit (net loss to be listed with "-")</b>	<b>四、淨利潤(淨虧損以「-」號填列)</b>		<b>-3,731,325.29</b>	-3,901,544.75
(I) Net profit from continuing operations (net loss to be listed with "-")	(一)持續經營淨利潤(淨虧損以「-」號填列)		<b>-3,731,325.29</b>	-3,901,544.75
(II) Net profit from discontinued operations (net loss to be listed with "-")	(二)終止經營淨利潤(淨虧損以「-」號填列)			



# Income Statement of the Parent Company

## 母公司利潤表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>V. Net amount of other comprehensive incomes after tax</b>	<b>五、其他綜合收益的稅後淨額</b>			
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一)不能重分類進損益的其他綜合收益			
1. Changes arising from re-measurement of the defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be converted to profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Changes in fair value of equity instruments at FVTOCI	3. 其他權益工具投資公允價值變動			
4. Changes in fair value of the Company's credit risk	4. 企業自身信用風險公允價值變動			
5. Others	5. 其他			
(II) Other comprehensive income reclassified into profit or loss	(二)將重分類進損益的其他綜合收益			
1. Other comprehensive income that can be transferred to profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Changes in fair value of debt instruments at FVTOCI	2. 其他債權投資公允價值變動			
3. The amount of financial assets reclassified into other comprehensive incomes	3. 金融資產重分類計入其他綜合收益的金額			
4. Provision for impairment of credit in debt instruments at FVTOCI	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve (effective portion of profit and loss arising from cash flow hedging)	5. 現金流量套期儲備(現金流量套期損益的有效部分)			
6. Translation difference arising from the financial statements of foreign currency	6. 外幣財務報表折算差額			
7. Others	7. 其他			
<b>VI. Total comprehensive incomes</b>	<b>六、綜合收益總額</b>		<b>-3,731,325.29</b>	<b>-3,901,544.75</b>

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Consolidated Cash Flow Statement

## 合併現金流量表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>			
Cash received from sales of goods and provision of services	銷售商品、提供勞務收到的現金		<b>1,130,522,759.16</b>	1,166,309,184.06
Net increase in deposits from customers and placements from banks and other financial institutions	客戶存款和同業存放款項淨增加額			
Net increase in borrowings from the central bank	向中央銀行借款淨增加額			
Net increase in placements from other financial institutions	向其他金融機構拆入資金淨增加額			
Cash received for receiving premium of original insurance contract	收到原保險合同保費取得的現金			
Net cash received from reinsurance business	收到再保險業務現金淨額			
Net increase in policyholders' deposits and investments	保戶儲金及投資款淨增加額			
Cash received from interests, fees and commissions	收取利息、手續費及佣金的現金			
Net increase in placements from banks and other financial institutions	拆入資金淨增加額			
Net increase from repurchasing business funds	回購業務資金淨增加額			
Net cash received from securities brokering	代理買賣證券收到的現金淨額			
Refund of taxes and surcharge	收到的稅費返還		<b>49,085,273.94</b>	67,644,125.20
Other cash received relating to operating activities	收到其他與經營活動有關的現金	V. 55/五、55	<b>60,930,054.25</b>	26,032,432.49
<b>Subtotal of cash inflows from operating activities</b>	<b>經營活動現金流入小計</b>		<b>1,240,538,087.35</b>	1,259,985,741.75
Cash paid for goods and services	購買商品、接受勞務支付的現金		<b>766,971,932.03</b>	937,922,441.54
Net increase in loans and advances to customers	客戶貸款及墊款淨增加額			
Net increase in deposits in the central bank and other financial institutions	存放中央銀行和同業款項淨增加額			
Cash paid for claim settlements on original insurance contract	支付原保險合同賠付款項的現金			
Net increase in placements from banks and other financial institutions	拆出資金淨增加額			
Cash paid for interests, fees and commissions	支付利息、手續費及佣金的現金			
Cash paid for policy dividends	支付保單紅利的現金			
Cash paid to and for employees	支付給職工以及為職工支付的現金		<b>227,101,063.62</b>	208,360,179.61
Payments of taxes and surcharges	支付的各項稅費		<b>73,372,421.54</b>	45,037,047.53
Cash paid for other operating activities	支付其他與經營活動有關的現金	V. 55/五、55	<b>106,732,747.84</b>	63,442,314.33
<b>Subtotal of cash outflows from operating activities</b>	<b>經營活動現金流出小計</b>		<b>1,174,178,165.03</b>	1,254,761,983.01
<b>Net cash flows from operating activities</b>	<b>經營活動產生的現金流量淨額</b>	V. 56/五、56	<b>66,359,922.32</b>	5,223,758.74

# Consolidated Cash Flow Statement

## 合併現金流量表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>II. Cash flows from investing activities:</b>	<b>二、投資活動產生的現金流量：</b>			
Cash received from the return of investment	收回投資收到的現金		<b>3,030,275.39</b>	
Cash received from acquirement of investment income	取得投資收益收到的現金			518,145.39
Net cash received from the sale of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		<b>144,920.00</b>	54,502.29
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Other cash received relating to investing activities	收到其他與投資活動有關的現金	V. 55/五、55		62,297,104.92
<b>Subtotal of cash inflows from investing activities</b>	<b>投資活動現金流入小計</b>		<b>3,175,195.39</b>	62,869,752.60
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		<b>150,645,453.62</b>	95,078,830.73
Cash paid to acquire investments	投資支付的現金		<b>9,600,000.00</b>	
Net increase in pledge loans	質押貸款淨增加額			
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額			31,200,530.18
Other cash paid relating to investment activities	支付其他與投資活動有關的現金			
<b>Subtotal of cash outflows from investing activities</b>	<b>投資活動現金流出小計</b>		<b>160,245,453.62</b>	126,279,360.91
<b>Net cash flows from investing activities</b>	<b>投資活動產生的現金流量淨額</b>		<b>-157,070,258.23</b>	-63,409,608.31
<b>III. Cash flows from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>			
Cash received from absorbing investment	吸收投資收到的現金			153,305,717.40
Including: cash received by subsidiaries from minority shareholders' investments	其中：子公司吸收少數股東投資收到的現金			
Cash received from borrowings	取得借款所收到的現金		<b>240,000,000.00</b>	188,652,560.00
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	V. 55/五、55	<b>179,582,000.00</b>	83,207,700.00
<b>Subtotal of cash inflows from financing activities</b>	<b>籌資活動現金流入小計</b>		<b>419,582,000.00</b>	425,165,977.40
Cash paid for repayment of debts	償還債務所支付的現金		<b>130,000,000.00</b>	172,706,940.00
Cash paid for the distribution of dividends, profits or interests	分配股利、利潤或償付利息所支付的現金		<b>5,529,943.09</b>	4,637,906.47
Including: dividends and profits paid by subsidiaries to minority shareholders	其中：子公司支付給少數股東的股利、利潤		<b>705,580.00</b>	
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	V. 55/五、55	<b>27,861,688.04</b>	4,934,422.32
<b>Subtotal of cash outflows from financing activities</b>	<b>籌資活動現金流出小計</b>		<b>163,391,631.13</b>	182,279,268.79
<b>Net cash flows from financing activities</b>	<b>籌資活動產生的現金流量淨額</b>		<b>256,190,368.87</b>	242,886,708.61
<b>IV. Effects from the change of exchange rate on cash and cash equivalents</b>	<b>四、匯率變動對現金及現金等價物的影響</b>		<b>566,585.51</b>	-790,492.80
<b>V. Net increase in cash and cash equivalents</b>	<b>五、現金及現金等價物淨增加額</b>	V. 56/五、56	<b>166,046,618.47</b>	183,910,366.24
Add: Opening balance of cash and cash equivalents	加：期初現金及現金等價物餘額	V. 56/五、56	<b>263,802,199.98</b>	79,891,833.74
<b>VI. Closing balance of cash and cash equivalents</b>	<b>六、期末現金及現金等價物餘額</b>	V. 56/五、56	<b>429,848,818.45</b>	263,802,199.98

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Cash Flow Statement of the Parent Company

## 母公司現金流量表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>			
Cash received from sales of goods and provision of services	銷售商品、提供勞務收到的現金		163,808,400.00	67,573,880.00
Refund of taxes and surcharge	收到的稅費返還			
Other cash received relating to operating activities	收到其他與經營活動有關的現金		1,533,650.03	1,486,318.12
<b>Subtotal of cash inflows from operating activities</b>	<b>經營活動現金流入小計</b>		<b>165,342,050.03</b>	<b>69,060,198.12</b>
Cash paid for goods and services	購買商品、接受勞務支付的現金		158,804,728.40	62,408,728.80
Cash paid to and for employees	支付給職工以及為職工支付的現金		7,771,267.76	10,293,090.05
Payments of taxes and surcharges	支付的各项稅費		2,007,160.80	266,321.77
Cash paid for other operating activities	支付其他與經營活動有關的現金		6,676,678.67	9,538,827.03
<b>Subtotal of cash outflows from operating activities</b>	<b>經營活動現金流出小計</b>		<b>175,259,835.63</b>	<b>82,506,967.65</b>
<b>Net cash flows from operating activities</b>	<b>經營活動產生的現金流量淨額</b>		<b>-9,917,785.60</b>	<b>-13,446,769.53</b>
<b>II. Cash flows from investing activities:</b>	<b>二、投資活動產生的現金流量：</b>			
Cash received from the return of investment	收回投資收到的現金			
Cash received from acquirement of investment income	取得投資收益收到的現金			
Net cash received from the sale of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額			
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Other cash received relating to investing activities	收到其他與投資活動有關的現金		6,300,000.00	15,600,000.00
<b>Subtotal of cash inflows from investing activities</b>	<b>投資活動現金流入小計</b>		<b>6,300,000.00</b>	<b>15,600,000.00</b>
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金			1,889,912.64
Cash paid to acquire investments	投資支付的現金		140,000,000.00	97,433,884.40
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額			
Other cash paid relating to investment activities	支付其他與投資活動有關的現金		25,000,000.00	83,207,700.00
<b>Subtotal of cash outflows from investing activities</b>	<b>投資活動現金流出小計</b>		<b>165,000,000.00</b>	<b>182,531,497.04</b>
<b>Net cash flows from investing activities</b>	<b>投資活動產生的現金流量淨額</b>		<b>-158,700,000.00</b>	<b>-166,931,497.04</b>

# Cash Flow Statement of the Parent Company

## 母公司現金流量表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	FY 2023 2023年度	FY 2022 2022年度
<b>III. Cash flows from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>			
Cash received from absorbing investment	吸收投資收到的現金			153,305,717.40
Cash received from borrowings	取得借款收到的現金			
Other cash received relating to financing activities	收到其他與籌資活動有關的現金		<b>179,582,000.00</b>	83,207,700.00
<b>Subtotal of cash inflows from financing activities</b>	<b>籌資活動現金流入小計</b>		<b>179,582,000.00</b>	236,513,417.40
Cash paid for repayment of debts	償還債務支付的現金			
Cash paid for distribution of dividends, profits or interest repayment	分配股利、利潤或償付利息支付的現金			
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金		<b>1,045,797.96</b>	4,731,072.88
<b>Subtotal of cash outflows from financing activities</b>	<b>籌資活動現金流出小計</b>		<b>1,045,797.96</b>	4,731,072.88
<b>Net cash flows from financing activities</b>	<b>籌資活動產生的現金流量淨額</b>		<b>178,536,202.04</b>	231,782,344.52
<b>IV. Effects from the change of exchange rate on cash and cash equivalents</b>	<b>四、匯率變動對現金及現金等價物的影響</b>		<b>-0.03</b>	0.03
<b>V. Net increase in cash and cash equivalents</b>	<b>五、現金及現金等價物淨增加額</b>		<b>9,918,416.41</b>	51,404,077.98
Add: Opening balance of cash and cash equivalents	加：期初現金及現金等價物餘額		<b>53,043,574.83</b>	1,639,496.85
<b>VI. Closing balance of cash and cash equivalents</b>	<b>六、期末現金及現金等價物餘額</b>		<b>62,961,991.24</b>	53,043,574.83

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：



# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

		FY 2023 2023 年度												
		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益												
Item	項目	Other equity instruments 其他權益工具							Retained earnings 未分配利潤	Others	Subtotal 小計	Non-controlling interests 少數股東權益	Total equity 股東權益合計	
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others	Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益						Special reserves 專項儲備
I.	Ending balance of the previous year	542,265,988.00			1,151,111,016.32		2,128,736.81	124,960.21	45,665,647.68		-665,678,483.89	1,075,617,865.13	337,542,867.60	1,413,160,732.73
	Add: changes in accounting policies													
	Correction of prior period errors													
	Business combination under common control													
	Others													
II.	Beginning balance of the current year	542,265,988.00			1,151,111,016.32		2,128,736.81	124,960.21	45,665,647.68		-665,678,483.89	1,075,617,865.13	337,542,867.60	1,413,160,732.73
III.	Movements in the Current Year (decrease to be listed with "+")	5,400,000.00			35,345,798.51		965,657.08	256,411.41		-51,675,143.59		-9,707,276.59	-25,046,682.06	-34,753,958.65
(I)	Total comprehensive incomes						965,657.08			-51,675,143.59		-9,707,276.59	-25,046,682.06	-34,753,958.65
(II)	Capital invested and decreased by shareholders	5,400,000.00			35,345,798.51							40,745,798.51	151,641.49	40,897,440.00
1.	Common shares invested by shareholders	5,400,000.00			34,182,000.00							39,582,000.00		39,582,000.00
2.	Capital contributed by holders of other equity instruments													
3.	Amount of share-based payment included in shareholder's equity				1,163,798.51							1,163,798.51	151,641.49	1,315,440.00
4.	Others													
(III)	Profit distribution												-722,580.00	-722,580.00
1.	Appropriation to surplus reserves													
2.	Appropriation to general risk reserve													
3.	Distribution to shareholders												-722,580.00	-722,580.00
4.	Others													
(IV)	Internal carry-over in shareholder's equity													
1.	Capital surplus transferred to share capital													
2.	Surplus reserves transferred to share capital													
3.	Surplus reserves to recover losses													
4.	Retained earnings carried forward from changes in defined benefit plan													
5.	Retained earnings carried forward from other comprehensive incomes													
6.	Others													
(V)	Special reserves							256,411.41				256,411.41		256,411.41
1.	Appropriation in current year							8,184,199.38				8,184,199.38	3,246,351.46	11,430,550.84
2.	Use in current year							-7,927,787.97				-7,927,787.97	-3,246,351.46	-11,174,139.43
(VI)	Others													
IV.	Ending balance of the current year	547,665,988.00			1,186,456,814.83		3,094,393.89	381,371.62	45,665,647.68		-717,353,627.48	1,065,910,588.54	312,496,185.54	1,378,406,774.08

# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

FY 2022  
2022 年度

		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益											Non-controlling interests 少數股東權益		Shareholder Total equity 股東權益合計	
Item 項目		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risks Preparation 一般風險準備	Retained earnings 未分配利潤	Others 其他	Subtotal 小計		
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他											
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00				835,353,861.68		-1,030,194.20		45,665,647.68		-687,333,700.32		677,655,614.84	283,756,432.50	961,412,047.34
Add: changes in accounting policies	加：會計政策變更											3,340,061.33		3,340,061.33		3,340,061.33
Correction of prior period errors	前期差錯更正															
Business combination under common control	同一控制下企業合併															
Others	其他															
II. Beginning balance of the current year	二、本年年初餘額	485,000,000.00				835,353,861.68		-1,030,194.20		45,665,647.68		-683,993,638.99		680,995,676.17	283,756,432.50	964,752,108.67
III. Movements in the Current Year (decrease to be listed with "+")	三、本年增減變動金額(減少以“-”號填列)															
(I) Total comprehensive incomes	(一)綜合收益總額					57,265,988.00		315,757,154.64		3,158,931.01	124,960.21		18,315,155.10	394,622,188.96	53,786,435.10	448,408,624.06
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本					57,265,988.00		315,757,154.64					18,315,155.10	21,474,086.11	-4,212,138.55	17,261,947.56
1. Common shares invested by shareholders	1. 股東投入的普通股					57,265,988.00		312,451,558.36						373,023,142.64	57,949,333.53	430,972,476.17
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本													369,717,546.36	57,949,333.53	427,666,879.89
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額															
4. Others	4. 其他						3,305,596.28							3,305,596.28		3,305,596.28
(III) Profit distribution	(三)利潤分配															
1. Appropriation to surplus reserves	1. 提取盈餘公積															
2. Appropriation to general risk reserve	2. 提取一般風險準備															
3. Distribution to shareholders	3. 對股東的分配															
4. Others	4. 其他															
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉															
1. Capital surplus transferred to share capital	1. 資本公積轉增股本															
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本															
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損															
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動額結轉留存收益															
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益															
6. Others	6. 其他															
(V) Special reserves	(五)專項儲備															
1. Appropriation in current year	1. 本年提取															
2. Use in current year	2. 本年使用															
(VI) Others	(六)其他															
IV. Ending balance of the current year	四、本年年末餘額	542,265,988.00				1,151,111,016.32		2,128,736.81		124,960.21	45,665,647.68		-665,678,483.89	1,075,617,865.13	337,542,867.60	1,413,160,732.73

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Statement of Changes in Shareholders' Equity of the Parent Company

## 母公司股東權益變動表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	FY 2023 2023 年度									Total shareholders' equity 股東權益合計	
		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積		Retained earnings 未分配利潤
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他							
I. Ending balance of the previous year	一、上年年末餘額	542,265,988.00			1,123,816,744.17				38,071,282.24	-58,436,513.25	1,645,717,501.16	
Add: changes in accounting policies	加：會計政策變更											
Correction of prior period errors	前期差錯更正											
Others	其他											
II. Beginning balance of the current year	二、本年初餘額	542,265,988.00			1,123,816,744.17				38,071,282.24	-58,436,513.25	1,645,717,501.16	
III. Movements in the Current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)	5,400,000.00			195,329,491.31					-3,731,325.29	196,998,166.02	
(I) Total comprehensive incomes	(一)綜合收益總額									-3,731,325.29	-3,731,325.29	
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本	5,400,000.00			195,329,491.31						200,729,491.31	
1. Common shares invested by shareholders	1. 股東投入的普通股	5,400,000.00			34,182,000.00						39,582,000.00	
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本											
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額				23,165,576.00						23,165,576.00	
4. Others	4. 其他				137,981,915.31						137,981,915.31	
(III) Profit distribution	(三)利潤分配											
1. Appropriation to surplus reserves	1. 提取盈餘公積											
2. Distribution to shareholders	2. 對股東的分配											
3. Others	3. 其他											
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉											
1. Capital surplus transferred to share capital	1. 資本公積轉增股本											
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本											
3. Surplus reserves to recover losses	3. 盈餘公積補虧衝積											
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動數結轉留存收益											
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益											
6. Others	6. 其他											
(V) Special reserves	(五)專項儲備											
1. Appropriation in current year	1. 本年提取											
2. Use in current year	2. 本年使用											
(VI) Others	(六)其他											
IV. Ending balance of the current year	四、本年年末餘額	547,665,988.00			1,319,146,235.48				38,071,282.24	-62,167,838.54	1,842,715,667.18	

# Statement of Changes in Shareholders' Equity of the Parent Company

## 母公司股東權益變動表

FY 2023  
2023 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	FY 2022 2022年度											
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他	Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Retained earnings 未分配利潤	Others 其他	Total shareholders' equity 股東權益合計
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00				811,365,185.81				38,071,282.24	-54,534,968.50		1,279,901,499.55
Add: changes in accounting policies	加：會計政策變更												
Correction of prior period errors	前期差錯更正												
Others	其他												
II. Beginning balance of the current year	二、本年初餘額	485,000,000.00				811,365,185.81				38,071,282.24	-54,534,968.50		1,279,901,499.55
III. Movements in the Current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)	57,265,988.00				312,451,558.36					-3,901,544.75		365,816,001.61
(I) Total comprehensive incomes	(一)綜合收益總額										-3,901,544.75		-3,901,544.75
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本	57,265,988.00				312,451,558.36							369,717,546.36
1. Common shares invested by shareholders	1. 股東投入的普通股	57,265,988.00				312,451,558.36							369,717,546.36
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本												
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額												
4. Others	4. 其他												
(III) Profit distribution	(三)利潤分配												
1. Appropriation to surplus reserves	1. 提取盈餘公積												
2. Distribution to shareholders	2. 對股東的分配												
3. Others	3. 其他												
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉												
1. Capital surplus transferred to share capital	1. 資本公積轉增股本												
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本												
3. Surplus reserves to recover losses	3. 盈餘公積補虧減損												
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動數結轉留存收益												
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益												
6. Others	6. 其他												
(V) Special reserves	(五)專項儲備												
1. Appropriation in current year	1. 本年提取												
2. Use in current year	2. 本年使用												
(VI) Others	(六)其他												
IV. Ending balance of the current year	四、本年年末餘額	542,265,988.00				1,123,816,744.17				38,071,282.24	-58,436,513.25		1,645,717,501.16

Legal representative:  
法定代表人：

Person in charge of accounting:  
主管會計工作負責人：

Person in charge of the accounting firm:  
會計機構負責人：

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### I. Company Profile

Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as the "Company", collectively referred to as the Group if it includes subsidiaries), formerly Beiren Printing Machinery Co., Ltd., is a limited company established by fund solely initiated by Beiren Group Corporation. Registered on July 13, 1993, it was transferred to a limited liability company that could publicly offer the stock and be listed in China's mainland and Hong Kong of China according to the approval document of T.G.S. (1993) No. 118 File issued by the State Commission for Restructuring the Economic System, on July 16, 1993. Upon approval by the State Council Securities Commission and other departments concerned, the Company publicly offered H-shares in Hong Kong in 1993 and A-shares in Shanghai in 1994, and was respectively listed on Stock Exchange of Hong Kong Limited in 1993 and Shanghai Stock Exchange in 1994.

After being approved in the resolutions made by the Company's general meetings of shareholders held on May 16, 2001 and June 11, 2002 and being reviewed and approved in ZJFXZ [2002] No. 133 File issued by the China Securities Regulatory Commission, the Company successfully increased issues in 22,000,000 RMB common shares (A-shares) to the public stock shareholders between December 26, 2002 and January 7, 2003, with RMB1 par value per share. After the public offering, the Company's total share capital was 422,000,000 shares, of which, there were 250,000,000 state-owned legal person shares, 72,000,000 domestic public shares and 100,000,000 overseas public shares, with RMB1 par value per share.

According to JGZQZ [2006] No. 25 "Reply to Problems on Equity Division Reform of Beiren Printing Machinery Co., Ltd" issued by the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality, the Company's sole non-tradable shares shareholder – Beiren Group Corporation paid the original 27,360,000 state-owned legal person shares to the Company's circulating A-share shareholders by every 10 shares allotted with 3.8 shares, and the A-share equity right registration date for implementing the aforesaid equity division reform plan was on March 29, 2006.

Beiren Group Corporation sold 21,000,000 shares of the Company's non-restricted tradable shares through the block trading system of the Shanghai Stock Exchange on January 6, 2010 and January 7, 2010, and publicly sold 20,000 shares of the Company's non-restricted tradable shares on December 2, 2010, accounting for 4.98% of the Company's total share capital. As of December 31, 2011, Beiren Group Corporation held 201,620,000 state-owned legal person shares which were all non-restricted tradable shares and accounted for 47.78% of total share capital; 120,380,000 non-restricted domestic public shares, accounting for 28.52% of total share capital; and 100,000,000 non-restricted overseas public shares, accounting for 23.70% of total share capital.

The Company's controlling shareholder Beiren Group Corporation and the Company's actual controller Beijing Jingcheng Machinery Electric Holding Co., Ltd. (hereinafter referred to as Jingcheng Machinery Electric) signed the Agreement on Gratuitous Transfer of State-owned Stock Equity between Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation on June 16, 2012, under which, Beiren Group Corporation gratuitously transferred the Company's 201,620,000 A-shares to Jingcheng Machinery Electric; and after the share transfer, the Company's total share capital remained the same, and Jingcheng Machinery Electric held 201,620,000 shares of the Company stock which accounted for 47.78% of total share capital and became the Company's controlling shareholder. The gratuitous equity transfer this time has been approved by the State-owned Assets Supervision and Administration Commission of the State Council on September 1, 2012. The Company received the *Confirmation of Transfer Register issued by China Securities Depository and Clearing Co., Ltd. Shanghai Branch* on December 7, 2012, and the formalities related to share transfer were completed.

### 一、公司的基本情況

北京京城機電股份有限公司(以下簡稱公司或本公司，在包含子公司時統稱本集團)原名稱為北人印刷機械股份有限公司，是由北人集團公司獨家發起設立的股份有限公司，於1993年7月13日登記註冊成立，並於1993年7月16日經國家體改委體改生(1993年)118號文件批准，轉為可在境內及香港公開發行股票並上市的社會募集股份有限公司。經國務院證券委員會等有關部門批准，本公司於1993年和1994年分別在香港和上海發行H股和A股，並分別於1993年和1994年在香港聯合交易所有限公司及上海證券交易所上市。

本公司經2001年5月16日及2002年6月11日股東大會決議批准，並經中國證券監督管理委員會證監發行字[2002]133號文件核准同意，於2002年12月26日至2003年1月7日成功向社會公眾股東增發2,200萬股人民幣普通股(A股)，每股面值人民幣1元。增發後，本公司總股本42,200萬股，其中國有法人股25,000萬股，國內公眾股7,200萬股，境外公眾股10,000萬股，每股面值人民幣1元。

根據北京市人民政府國有資產監督管理委員會京國資權字[2006]25號「關於北人印刷機械股份有限公司股權分置改革有關問題的批復」，本公司唯一非流通股股東北人集團公司以每10股配3.8股的方式，將原國有法人股2,736萬股支付給本公司流通A股股東，上述股權分置改革方案實施A股股權登記日為2006年3月29日。

北人集團公司於2010年1月6日、2010年1月7日通過上海證券交易所大宗交易系統出售本公司無限售條件流通股股份2,100萬股，2010年12月2日公開出售本公司無限售條件流通股股份2萬股，佔本公司總股本的4.98%。截至2011年12月31日北人集團公司持有國有法人股20,162萬股，佔總股本的47.78%，全部為無限售條件的流通股；無限售條件的國內公眾股為12,038萬股，佔總股本的28.52%；無限售條件的境外公眾股10,000萬股，佔總股本的23.70%。

本公司控股股東北人集團公司與公司實際控制人北京京城機電控股有限責任公司(以下簡稱京城機電)於2012年6月16日簽署了《北京京城機電控股有限責任公司與北人集團公司之國有股權無償劃轉協議》，北人集團公司將所持本公司20,162萬股A股股份無償劃轉給京城機電，股份劃轉後本公司總股本不變，其中京城機電持有20,162萬股，佔總股本的47.78%，為本公司的控股股東。本次股權無償劃轉已於2012年9月1日獲國務院國有資產監督管理委員會批復。本公司於2012年12月7日收到《中國證券登記結算有限公司上海分公司過戶登記確證書》，股份過戶相關手續已辦理完畢。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### I. Company Profile (Continued)

The Company signed the *Agreement on Replacement of Material Assets and the Supplementary Agreement under the Agreement on Replacement of Material Assets* with Jingcheng Machinery Electric and Beiren Group Corporation in November 2012. Pursuant to these agreements, the Company replaced all its assets and liabilities with related assets of gas storage and transport equipment business owned by Jingcheng Machinery Electric, and the balance was made up by Jingcheng Machinery Electric in cash. The proposed traded-out property was the Company's all assets and liabilities, the proposed traded-in property was 88.50% equity of Beijing Tianhai Industry Co., Ltd., 100% equity of Jingcheng Holding (Hong Kong) Co., Ltd. and 100% equity of Beijing Jingcheng Compressor Co., Ltd. with its environmental protection business stripped, and all the three are held by Jingcheng Machinery Electric.

On September 26, 2013, the Company received the *Reply on Approving the Material Asset Restructuring of Beiren Printing Machinery Co., Ltd.* (ZJXK [2013] No. 1240) issued by the China Securities Regulatory Commission, approving the Company to restructure materials assets at this time.

The Company signed the *Agreement on Replacement and Settlement of Material Assets* with Jingcheng Machinery Electric and Beiren Group Corporation on October 31, 2013, under which, Jingcheng Machinery Electric settled and delivered the traded-in assets to the Company, and the Company delivered the traded-out assets and relevant staff to Beiren Group Corporation.

On December 23, 2013, the Company was renamed from Beiren Printing Machinery Co., Ltd to Beijing Jingcheng Machinery Electric Co., Ltd.

Jingcheng Machinery Electric reduced 21,000,000 shares of the Company's non-restricted circulating A-share through the block trading system of the Shanghai Stock Exchange on May 6, 2015, May 13, 2015, and May 14, 2015, accounting for 4.98% of the Company's total share capital. As of December 31, 2015, Jingcheng Machinery Electric held 180,620,000 shares of the Company's non-restricted tradable A-share, accounting for 42.80% of the Company's total share capital.

Jingcheng Machinery Electric bought 2,115,052 shares of the Company's A-share through the trading system of the Shanghai Stock Exchange on August 3, 2016, accounting for 0.50% of the Company's total share capital. After the increase in holding, Jingcheng Machinery Electric held 182,735,052 unrestricted tradable A-shares of the Company, accounting for 43.30% of the total share capital of the Company.

On June 30, 2020, Jingcheng Machinery Electric subscribed for 63,000,000 shares of the Company through private placement, accounting for 12.99% of the total share capital of the Company, and completed the share registration on July 9, 2020. After this issuance, the total share capital of the Company increased to 485,000,000 shares, of which Jingcheng Machinery Electric held 182,735,052 unrestricted tradable A-shares and 63,000,000 restricted A shares, accounting for 50.67% of the total share capital of the Company.

Upon the approval of the General Meeting of Shareholders on February 9, 2021, and the receipt of the Official Reply on Approving the Offering by Beijing Jingcheng Machinery Electric Co., Ltd. of Shares to Li Hong, etc. for Purchasing Assets and Raising Supporting Funds (ZJXK [2022] No. 586) from the China Securities Regulatory Commission ("CSRC"), the Company completed the acquisition of 80% equity interest in Qingdao BYTQ United Digital Intelligence Co., Ltd. ("BYTQ") by offering 46,481,314 shares, accounting for 8.75% of the total share capital of the Company and being tradable shares subject to lock-up, to Li Hong, etc. on June 17, 2022. After the offering, the Company had 531,481,314 issued and outstanding shares.

### 一、公司的基本情況(續)

本公司於2012年11月與京城機電及北人集團公司簽署《重大資產置換協議》及《重大資產置換協議之補充協議》，協議約定本公司以公司全部資產和負債與京城機電所擁有的氣體儲運裝備業務相關資產進行置換，差額部分由京城機電以現金方式補足。擬置出資產為本公司全部資產和負債，擬置入資產為京城機電持有的北京天海工業有限公司88.50%股權、京城控股(香港)有限公司100%股權以及剝離環保業務後的北京京城壓縮機有限公司100%股權。

2013年9月26日，本公司接到中國證券監督管理委員會出具的《關於核准北人印刷機械股份有限公司重大資產重組的批復》(證監許可[2013]1240號)，核准本公司本次重大資產重組事項。

本公司於2013年10月31日與京城機電及北人集團公司簽署《重大資產置換交割協議》，京城機電將置入資產交割至本公司，本公司將置出資產及相關人員交割至北人集團公司。

2013年12月23日，公司名稱由北人印刷機械股份有限公司變更為北京京城機電股份有限公司。

京城機電於2015年5月6日、5月13日和5月14日通過上海證券交易所大宗交易系統減持所持有的公司無限售流通股A股股票2,100萬股，佔公司總股本的4.98%。截至2015年12月31日京城機電持有公司無限售流通股A股股票18,062萬股，佔公司總股本的42.80%。

京城機電於2016年8月3日通過上海證券交易所交易系統增持了本公司股份2,115,052A股，佔本公司總股本的0.50%，本次增持後，京城機電持有本公司無限售流通股A股股票182,735,052股，佔公司總股本的43.30%。

京城機電於2020年6月30日通過非公開發行認購本公司股份63,000,000股，佔本公司總股本的12.99%，並於2020年7月9日完成股份登記手續，本次發行後，本公司總股本增至485,000,000股，其中京城機電持有無限售流通股A股股票182,735,052股，限售股A股股票63,000,000股，總計佔本公司總股本的50.67%。

本公司經2021年2月9日股東大會批准，並經中國證券監督管理委員會以《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》(證監許可[2022]586號)核准同意，2022年6月17日，本公司通過向李紅等發行股份完成收購青島北洋天青數智智能股份有限公司(以下簡稱北洋天青)80%股權，股票發行數量46,481,314股，佔本公司總股本的8.75%，均為有限售條件的流通股，本次發行後本公司的股份數量為531,481,314股。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### I. Company Profile (Continued)

The Company made a non-public offering of 10,784,674 A-shares to specified investors, including Nanhua Fund Management Co., Ltd., Caitong Fund Management Co., Ltd., Nuode Asset Management Co., Ltd. and JPMorgan Chase Bank, National Association. After the offering, the total share capital of the Company increased to 542,265,988 shares, all being tradable shares subject to lock-up. As of August 4, 2022, the Company had received the proceeds from the above offerings.

The above proceeds have been verified by ShineWing Certified Public Accountants LLP (Special General Partnership), and the Capital Contribution Verification Report (XYZH/2022BJAA31027) was issued on August 5, 2022.

Approved by the General Meeting of Shareholders on November 13, 2023 and the Board of Directors on November 14, 2023, the Company implemented the restricted share incentive plan. The number of people who can exercise the right this time was 123, and the number of restricted shares exercisable was 5.88 million. The exercise price was RMB7.33 per share, the actual number of people exercising the right was 115, and the number of restricted shares actually exercised was 5.4 million, all of which were tradable shares subject to lock-up. The number of shares of the Company after this offering is 547,665,988. As of December 11, 2023, the Company has received the exercise payment from the above incentive objects.

The Company's registered address is located at Suite 901, Building 59, East Third Ring Middle Rd., Chaoyang District, Beijing, with Li Junjie serving as the legal representative. The business place is located at No. 2, Huoxiannan Third Street, Huoxian Town, Tongzhou District, Beijing.

The main business of the Group is divided into the gas storage and transportation sector and the intelligent manufacturing sector. The main products include:

Gas storage and transportation sector: It mainly includes liquefied natural gas (LNG) cylinders for vehicles, compressed natural gas (CNG) cylinders for vehicles, seamless steel cylinders, welded insulated cylinders, carbon fiber fully-wrapped composite cylinders, ISO tank containers, cryogenic tanks, aluminum lined carbon fiber fully-wrapped composite cylinders for fuel cells, plastic lined carbon fiber fully-wrapped composite cylinders, and refueling station equipment;

Intelligent manufacturing sector: It mainly includes ground conveying and assembly system products, suspension chain air conveying system products, robot integrated application and stamping connection products, and non-standard automatic special machine products.

Jingcheng Machinery Electric is both the controlling shareholder and actual controller of the Company.

### II. Basis of Preparation for Financial Statements

#### 1. Basis of preparation

The Financial Statements is prepared as per the actually incurred transaction and events, the *Accounting Standards for Business Enterprises* issued by the Ministry of Finance and application guidelines, interpretations and other relevant provisions thereof (hereinafter collectively referred to as "ASBE"), *Preparation Rules for Information Disclosures by Companies Offering Shares to the Public No. 15 – General Provisions on Financial Reports* (revised in 2023) issued by China Securities Regulatory Commission (CSRC) and relevant regulations, and disclosure requirements in *Companies Ordinance* of Hong Kong and Listing Rules of Hong Kong Stock Exchange.

### 一、公司的基本情況(續)

本公司通過向特定對象非公開發行A股股票10,784,674股,發行對象為南華基金管理有限、財通基金管理有限、諾德基金管理有限和JPMorgan Chase Bank, National Association, 本次發行後,本公司總股本增至542,265,988股,均為有限售條件的流通股。2022年8月4日,本公司已收到上述募集資金。

上述募集資金到位情況已經信永中和會計師事務所(特殊普通合夥)驗證,並於2022年8月5日出具了「XYZH/2022BJAA31027」號《驗資報告》。

本公司經2023年11月13日股東大會、2023年11月14日董事會批准,實施限制性股票激勵計劃,本次可行權人數為123人,可行權的限制性股票數量為588萬股,行權價格為7.33元/股,實際行權人數為115人,實際行權的限制性股票數量為540萬股,均為有限售條件的流通股,本次發行後本公司的股份數量為547,665,988股。截至2023年12月11日,本公司已收到上述激勵對象繳納的行權款。

本公司註冊地址為北京市朝陽區東三環中路59號樓901室,法定代表人李俊杰。經營地址為北京市通州區潮縣鎮潮縣南三街2號。

本集團主要業務分為氣體儲運板塊、智能製造板塊,主要產品包括:

氣體儲運板塊:主要包括車用液化天然氣(LNG)氣瓶、車用壓縮天然氣(CNG)氣瓶、鋼質無縫氣瓶、焊接絕熱氣瓶、碳纖維全纏繞復合氣瓶、ISO罐式集裝箱、低溫儲罐、燃料電池用鋁內膽碳纖維全纏繞復合氣瓶、塑料內膽碳纖維全纏繞復合氣瓶、加氣站設備等;

智能製造板塊:主要包括地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。

本公司之控股股東及實際控制人均為京城機電。

### 二、財務報表的編製基礎

#### 1. 編製基礎

本集團財務報表根據實際發生的交易和事項,按照財政部頒佈的《企業會計準則》及其應用指南、解釋及其他相關規定(以下合稱企業會計準則),中國證券監督管理委員會(以下簡稱證監會)《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》(2023年修訂)及相關規定,以及香港《公司條例》和香港聯合交易所《上市規則》的披露相關規定編製。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

## II. Basis of Preparation for Financial Statements

(Continued)

### 2. Going concern

The Group has evaluated the going concern ability within 12 months since December 31, 2023 and has not found any event and condition causing substantial doubt about the going concern ability. The Financial Statements have been prepared on the basis of going concern.

## III. Significant Accounting Policies and Accounting Estimates

### 1. Statement of Compliance with Accounting Standards for Business Enterprises

The Financial Statements conform to the requirements of the Accounting Standards of Business Enterprises and truly, accurately, and completely reflect the financial position of the Company and the Group as of December 31, 2023, as well as the operating results and the cash flows in 2023.

### 2. Accounting period

The accounting period of the Group is from January 1, to December 31, of each calendar year.

### 3. Operating cycle

The Group adopts 12 months to identify the current nature of assets and liabilities since the operating cycle is too short for the Company's business.

### 4. Bookkeeping currency

RMB is the bookkeeping currency for the Company and its subsidiaries, except for BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd. which use USD as their bookkeeping currency. When preparing the Financial Statements, the Group translated the amounts of foreign currency transactions into that in RMB according to the method described in Note III.10.

### 5. Determination method and selection basis for materiality

The Group follows the principle of materiality in preparing and disclosing financial statements. Disclosures in the Notes to the Financial Statements involving the determination of materiality and the specific determination method and selection basis are as follows:

Disclosures involving the determination of materiality	Location of the disclosure in Notes to the Financial Statements	Determination method and selection basis for materiality
涉及重要性標準判斷的披露事項	該事項在本財務報表附註中的披露位置	重要性標準確定方法和選擇依據
Significant receivables with provision for bad debts drawn on a single basis	V. 3.6	There is objective evidence showing that the credit risk of a single receivable changes significantly compared with that of other receivables in its portfolio, and the amount is greater than RMB10 million
重要的單項計提壞賬準備的應收款項	五、3、6	有客觀證據表明某單項應收款項的信用風險較其所在組合其他應收款項發生了明顯變化且金額大於1,000.00萬元

## 二、財務報表的編製基礎(續)

### 2. 持續經營

本集團對自2023年12月31日起12個月的持續經營能力進行了評價，未發現對持續經營能力產生重大懷疑的事項和情況。本財務報表以持續經營為基礎列報。

## 三、重要會計政策及會計估計

### 1. 遵循企業會計準則的聲明

本財務報表符合企業會計準則的要求，真實、準確、完整地反映了本公司及本集團於2023年12月31日的財務狀況以及2023年度經營成果和現金流量等有關信息。

### 2. 會計期間

本集團的會計期間為公歷1月1日至12月31日。

### 3. 營業週期

本集團經營業務的營業週期較短，以12個月作為資產和負債的流動性劃分標準。

### 4. 記賬本位幣

本公司除下屬公司天海美洲公司和京城控股(香港)有限公司以美元為記賬本位幣外，本公司及其他下屬公司以人民幣為記賬本位幣。本集團在編製財務報表時按照附註三、10所述方法折算為人民幣。

### 5. 重要性標準確定方法和選擇依據

本集團編製和披露財務報表遵循重要性原則。本財務報表附註中披露事項涉及重要性標準判斷的事項及其重要性標準確定方法和選擇依據如下：

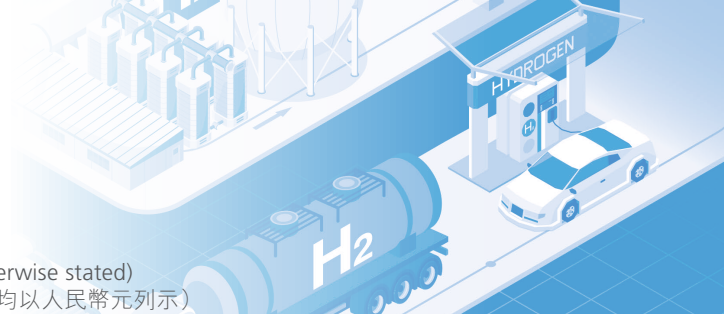
# Notes to the Financial Statements

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 5. Determination method and selection basis for materiality (Continued)

### 三、重要會計政策及會計估計(續)

#### 5. 重要性標準確定方法和選擇依據(續)

Disclosures involving the determination of materiality	Location of the disclosure in Notes to the Financial Statements	Determination method and selection basis for materiality
涉及重要性標準判斷的披露事項	該事項在本財務報表附註中的披露位置	重要性標準確定方法和選擇依據
Significant Withdrawal or reversal of bad debt provision for receivables	V. 3.6	The amount withdrawn or reversed on an individual basis accounts for more than 10% of the total amount of all receivables and is greater than RMB10 million
重要的應收款項壞賬準備收回或轉回	五、3、6	單項收回或轉回金額佔各類應收款項總額的10%以上且金額大於1,000.00萬元
Significant Write-off of receivables	V. 3.6	The amount written off on an individual basis accounts for more than 10% of the total provision for bad debts of all receivables and is greater than RMB10 million
重要的應收款項的核銷	五、3、6	單項核銷金額佔各類應收款項壞賬準備總額的10%以上且金額大於1,000.00萬元
Advances to suppliers aged over 1 year	V. 5	The individual amount of the advances to suppliers aged over 1 year accounts for more than 10% of the total advances to suppliers and is greater than RMB10 million
賬齡超過1年的預付款項	五、5	單項賬齡超過1年的預付款項金額佔預付款項總額的10%以上且金額大於1,000.00萬元
Significant construction in progress	V. 11	The budget of an individual project is more than RMB10 million
重要的在建工程項目	五、11	單個項目的預算大於1,000.00萬元
Accounts payable aged over 1 year	V. 21	The amount of accounts payable aged over 1 year accounts for more than 10% of the total accounts payable and is greater than RMB10 million
賬齡超過1年的應付賬款	五、21	單項賬齡超過1年的應付賬款金額佔應付賬款總額的10%以上且金額大於1,000.00萬元
Significant changes in the book value of contract liabilities	V. 22	The amount of the change in the book value of contract liabilities accounts for more than 10% of the beginning balance of all contract liabilities and is greater than RMB10 million
合同負債的賬面價值的重大變動	五、22	合同負債賬面價值變動金額佔年初合同負債餘額的10%以上且金額大於1,000.00萬元



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 5. Determination method and selection basis for materiality (Continued)

### 三、重要會計政策及會計估計(續)

#### 5. 重要性標準確定方法和選擇依據(續)

Disclosures involving the determination of materiality	Location of the disclosure in Notes to the Financial Statements	Determination method and selection basis for materiality
涉及重要性標準判斷的披露事項	該事項在本財務報表附註中的披露位置	重要性標準確定方法和選擇依據
Contract liabilities aged over 1 year	V. 22	The amount of contract liabilities aged over 1 year accounts for more than 10% of the total contract liabilities and the amount is greater than RMB10 million
賬齡超過1年的合同負債	五、22	單項賬齡超過1年的合同負責金額佔合同負債總額的10%以上且金額大於1,000.00萬元
Other payables aged over 1 year	V. 25	The amount of other payables aged over 1 year accounts for more than 10% of the total amount of other payables and is greater than RMB10 million.
賬齡超過1年的其他應付款	五、25	單項賬齡超過1年的其他應付款金額佔其他應付款總額的10%以上且金額大於1,000.00萬元
Significant non-wholly-owned subsidiaries	VIII. 2	Non-wholly owned subsidiaries with revenue accounting for more than 10% of the Group's revenue and exceeding RMB100 million
重要的非全資子公司	八、2	子公司收入佔集團收入10%以上且金額大於10,000.00萬元的非全資子公司
Significant associates and joint ventures	VIII. 4	The carrying amount of long-term equity investments in a single investee accounts for more than 5% of the Group's net assets and is greater than RMB10 million, or the profit and loss of long-term equity investments under the equity method account for more than 10% of the Group's consolidated net profit.
重要的聯合營企業	八、4	對單個被投資單位的長期股權投資賬面價值佔集團淨資產的5%以上且金額大於1,000.00萬元，或長期股權投資權益法下投資損益佔集團合併淨利潤的10%以上
Significant commitments and contingencies	XIV. 1. 2	Amount exceeds RMB10 million
重要承諾及或有事項	十四、1、2	單項金額超過1,000.00萬元
Significant subsequent events	XV. 1	Amount exceeds RMB10 million
重要日後事項	十五、1	單項金額超過1,000.00萬元



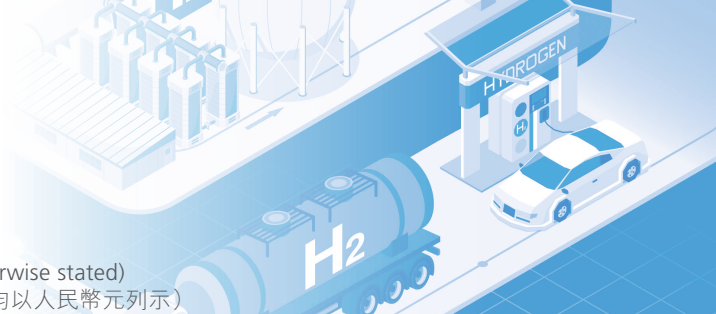
# Notes to the Financial Statements

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 6. Accounting treatment method for business combinations under common control and not under common control

##### (1) Business combination under common control

If all enterprises involved in a combination are under the ultimate control of one or several same parties before and after the combination, and such control is not temporary, it is a business combination under common control.

The assets and liabilities acquired by the Group, as the combining party, from the business combination under common control should be measured based on the book value in the ultimate controller's consolidated statements of the combined party on the combination date. The difference between the book value of the net assets acquired and that of the paid combination consideration shall be used to adjust the capital reserve. Where the capital reserve is insufficient for offset, retained earnings shall be adjusted.

##### (2) Business combination not under common control

If all parties involved in a combination are not under the final control of one or several same parties before and after the merger, the merger is a business combination not under common control.

The identifiable assets, liabilities, and contingent liabilities acquired from the acquiree by the Group as the acquirer in the business combination not under common control are measured at fair value on the acquisition date. Positive balance between the combination cost and the fair value of the identifiable net assets of the acquiree obtained by the Group on the acquisition date shall be recognized as goodwill; if the combination cost is less than the fair value of the identifiable net assets of the acquiree obtained, the fair value of various identifiable assets, liabilities, and contingent liabilities obtained in the business combination and the combination cost shall be re-checked first. If the rechecked combination cost is still less than the fair value of identifiable net assets of the acquiree obtained, the balance shall be included in current non-operating revenue.

#### 7. Determination of control and preparation of consolidated financial statements

The consolidation scope of the consolidated financial statements of the Group is determined on the basis of control, including the Company and all subsidiaries controlled by the Company. The Group's criterion for identifying control is that the Group has the power over the investee, and can enjoy variable returns through participating in related activities of the investee and is able to influence its amount of return with the power over the investee.

In preparing the Consolidated Financial Statements, where the accounting policy or accounting period adopted by subsidiaries are inconsistent with that adopted by the Company, financial statements of subsidiaries shall be adjusted according to the accounting policy and accounting period of the Company.

### 三、重要會計政策及會計估計(續)

#### 6. 同一控制下和非同一控制下企業合併的會計處理方法

##### (1) 同一控制下的企業合併

參與合併的企業在合併前後均受同一方或相同的多方最終控制且該控制並非暫時性的，為同一控制下的企業合併。

本集團作為合併方，在同一控制下企業合併中取得的資產和負債，在合併日按被合併方在最終控制方合併報表中的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積；資本公積不足沖減的，調整留存收益。

##### (2) 非同一控制下的企業合併

參與合併的各方在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。

本集團作為購買方，在非同一控制下企業合併中取得的被購買方可辨認資產、負債及或有負債在收購日以公允價值計量。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對合併中取得的各項可辨認資產、負債及或有負債的公允價值，以及合併成本進行覆核，經覆核後，合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，將其差額計入合併當期營業外收入。

#### 7. 控制的判斷標準及合併財務報表的編製方法

本集團合併財務報表的合併範圍以控制為基礎予以確定，包括本公司及本公司控制的所有子公司。本集團判斷控制的標準為，本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。

在編製合併財務報表時，子公司與本公司採用的會計政策或會計期間不一致的，按照本公司的會計政策或會計期間對子公司財務報表進行必要的調整。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 7. Determination of control and preparation of consolidated financial statements (Continued)

The effect of intra-group transactions between the Company and its subsidiaries and between different subsidiaries on the consolidated financial statements is eliminated in consolidation. Shares in owners' equity of subsidiaries but not attributable to the parent company, net profit and loss for the current period, other comprehensive income, and shares attributable to non-controlling interests in total comprehensive income shall be listed in consolidated financial statements as "minority shareholders' equity, minority interests, other comprehensive income equity attributed to minority shareholders and total comprehensive income equity attributed to non-controlling shareholders" respectively.

For the subsidiaries acquired in the business combination under common control, its operating results and cash flow are included in the consolidated financial statements from the beginning of the current period of the combination. During the preparation of comparative consolidated financial statements, relevant items of the financial statements of the previous period shall be adjusted. It shall be deemed that the reporting entity formed after the combination has existed since the beginning of control by the ultimate controller.

As for subsidiaries acquired by business combination not under common control, operating results and cash flows shall be incorporated into consolidated financial statements from the date when the Group takes the control. In preparing of Consolidated Financial Statements, financial statements of the subsidiaries are adjusted based on the fair value of all identifiable assets, liabilities and contingent liabilities recognized on the acquisition date.

#### 8. Classification of joint operation arrangement and accounting treatment methods for joint operations

The Group's joint arrangements include joint operations and joint ventures. A joint operation refers to an arrangement in which the participants enjoy assets related to the arrangement and bear liabilities related to the arrangement. A joint venture refers to an arrangement in which the participants only have power over the net assets of the arrangement.

In projects for joint operation, for assets held and liabilities assumed solely which are recognized by the Group as the joint-venture party in joint operation and assets held and liabilities assumed according to shares, their relevant income and costs shall be determined as per related individual agreements or shares. Only profit or loss attributable to other joint operators shall be recognized in transactions where assets purchase and sale occurred with joint operator but not classified as trading transactions.

### 三、重要會計政策及會計估計(續)

#### 7. 控制的判斷標準及合併財務報表的編製方法(續)

本公司與子公司及子公司相互之間發生的內部交易對合併財務報表的影響於合併時抵消。子公司的所有者權益中不屬於母公司的份額以及當期淨損益、其他綜合收益及綜合收益總額中屬於少數股東權益的份額,分別在合併財務報表「少數股東權益、少數股東損益、歸屬於少數股東的其他綜合收益及歸屬於少數股東的綜合收益總額」項目列示。

對於同一控制下企業合併取得的子公司,其經營成果和現金流量自合併當期期初納入合併財務報表。編製比較合併財務報表時,對上年財務報表的相關項目進行調整,視同合併後形成的報告主體自最終控制方開始控制時點起一直存在。

對於非同一控制下企業合併取得子公司,經營成果和現金流量自本集團取得控制權之日起納入合併財務報表。在編製合併財務報表時,以購買日確定的各項可辨認資產、負債及或有負債的公允價值為基礎對子公司的財務報表進行調整。

#### 8. 合營安排分類及共同經營會計處理方法

本集團的合營安排包括共同經營和合營企業。共同經營,是指合營方享有該安排相關資產且承擔該安排相關負債的合營安排。合營企業,是指合營方僅對該安排的淨資產享有權利的合營安排。

對於共同經營項目,本集團作為共同經營中的合營方確認單獨持有的資產和承擔的負債,以及按份額確認持有的資產和承擔的負債,根據相關約定單獨或按份額確認相關的收入和費用。與共同經營發生購買、銷售不構成業務的資產交易的,僅確認因該交易產生的損益中歸屬於共同經營其他參與方的部分。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 9. Cash and cash equivalents

Cash shown in the cash flow statement of the Group refers to both cash on hand and the deposit held in bank available for payment at any time. Cash equivalent in the Cash Flow Statement refers to the investment with a term of not more than 3 months and high liquidity, and is easily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

#### 10. Foreign currency transactions and foreign exchange translation for financial statements

##### (1) Foreign currency transaction

When a foreign currency transaction is initially recognized, the amount in foreign currency is converted by the Group into the amount in the recording currency at the spot rate on the transaction date. The foreign currency monetary items are translated into bookkeeping currency based on the spot exchange rate on balance sheet date; the translation difference is directly included in the current profit or loss, except disposal of the balance of exchange that is formed by foreign currency specific borrowings for acquiring or producing assets eligible for capitalization as per capitalization principle. Foreign currency non-monetary items measured at historical cost are still measured by the spot exchange rate of the transaction day, not changing its bookkeeping currency. Any foreign currency non-monetary item measured at fair value is translated at the spot rate on the date when the fair value is determined. The difference between the translated amount in its bookkeeping currency and the original amount in its bookkeeping currency is included in the current profit or loss as the changes in fair value (including fluctuation in exchange rate); Capital invested by investors in foreign currency is converted at the spot exchange rate on the transaction date. No conversion difference arises between the foreign currency capital and the bookkeeping currency amount of corresponding monetary items.

##### (2) Translation of foreign currency financial statements

When preparing Consolidated Financial Statements, the Group translates financial statements of overseas operations into RMB, of which: Items in assets and liabilities of the balance sheet in foreign currency are translated at the spot rate of the balance sheet date; All except for "undistributed profits", items in owner's equity are translated at the spot rate when transactions occur; Income and expenses in income statements are translated at the current average exchange rate. The difference arising from the above translation shall be listed in the "other comprehensive income" item. Foreign currency cash flow shall be translated at the current average exchange rate on the date that cash flow occurs. The amount of effect of exchange rate fluctuations on cash shall be separately listed in the cash flow statement.

### 三、重要會計政策及會計估計(續)

#### 9. 現金及現金等價物

本集團現金流量表之現金指庫存現金以及可以隨時用於支付的存款。現金流量表之現金等價物指持有期限不超過3個月、流動性強、易於轉換為已知金額現金且價值變動風險很小的投資。

#### 10. 外幣業務和外幣財務報表折算

##### (1) 外幣交易

本集團外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，外幣貨幣性項目採用資產負債表日的即期匯率折算為記賬本位幣，所產生的折算差額除了為購建或生產符合資本化條件的資產而借入的外幣專門借款產生的匯兌差額按資本化的原則處理外，直接計入當期損益；以歷史成本計量的外幣非貨幣性項目，仍採用交易發生日的即期匯率折算，不改變其記賬本位幣金額；以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，折算後的記賬本位幣金額與原記賬本位幣金額的差額，作為公允價值變動(含匯率變動)處理，計入當期損益；收到投資者以外幣投入的資本，採用交易發生日即期匯率折算，外幣投入資本與相應的貨幣性項目的記賬本位幣金額之間不產生外幣資本折算差額。

##### (2) 外幣財務報表的折算

本集團在編製合併財務報表時將境外經營的財務報表折算為人民幣，其中：外幣資產負債表中資產、負債類項目採用資產負債表日的即期匯率折算；所有者權益類項目除「未分配利潤」外，均按業務發生時的即期匯率折算；利潤表中的收入與費用項目，採用交易當期平均匯率折算。上述折算產生的外幣報表折算差額，在其他綜合收益項目中列示。外幣現金流量採用現金流量發生日的當期平均匯率折算。匯率變動對現金的影響額，在現金流量表中單獨列示。

# Notes to the Financial Statements

## 財務報表附註

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments

##### (1) Recognition and derecognition of financial instruments

When the Group becomes a party of a financial instrument contract, the Group recognizes a financial asset or a financial liability.

The financial assets (or any part thereof or any part of a group of similar financial assets) are derecognized, i.e., written off from their accounts and balance sheets when 1) the right to receive the cash flow of the financial assets expired; or 2) the right to receive the cash flow of the financial assets has been transferred, or an obligation to pay the collected cash flow to a third party in full and on time has been undertaken under the "passing agreement," in each case almost all risks and rewards related to the ownership of financial assets are substantially transferred, or although almost all risks and rewards related to the ownership are neither transferred nor retained in substance, the control over such financial assets is waived.

If the financial liabilities have been fulfilled, canceled, or expired, the financial liabilities will be derecognized. If an existing financial liability is replaced by another liability with substantially different terms by the same creditor, or almost all the terms of the existing liability are substantially modified, the original liability is derecognized while the replacement or modification is recognized, with the difference included in the current profits and losses.

Financial assets that are bought and sold through traditional methods are recognized or derecognized on the date the transaction occurs.

##### (2) Classification and measurement of financial assets

For financial assets, at initial recognition, according to the business mode of financial assets management and the contractual cash flow characteristics of financial assets, the Group classifies financial assets into financial assets measured at amortized cost, financial assets at FVTOCI, and financial assets at FVTPL. The Group reclassifies all affected financial assets only when changing the business mode of financial assets management.

When judging the business model, the Group considers the way the company evaluates and reports to key management personnel the performance of financial assets, the risks affecting the performance of these financial assets and their management methods, as well as the way relevant business management personnel are paid. In evaluating whether its objective is to collect contractual cash flows, the Group needs to analyze and judge the reasons, time, frequency, and value of selling financial assets before the maturity date.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具

##### (1) 金融工具的確認和終止確認

本集團成為金融工具合同的一方時確認一項金融資產或金融負債。

滿足下列條件的，終止確認金融資產(或金融資產的一部分，或一組類似金融資產的一部分)，即從其賬戶和資產負債表內予以轉銷：1)收取金融資產現金流量的權利屆滿；2)轉移了收取金融資產現金流量的權利，或在「過手協議」下承擔了及時將收取的現金流量全額支付給第三方的義務；並且實質上轉讓了金融資產所有權上幾乎所有的風險和報酬，或雖然實質上既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但放棄了對該金融資產的控制。

如果金融負債的責任已履行、撤銷或屆滿，則對金融負債進行終止確認。如果現有金融負債被同一債權人以實質上幾乎完全不同條款的另一金融負債所取代，或現有負債的條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債和確認新負債處理，差額計入當期損益。

以常規方式買賣金融資產，按交易日會計進行確認和終止確認。

##### (2) 金融資產分類和計量方法

本集團的金融資產於初始確認時根據本集團管理金融資產的業務模式和金融資產的合同現金流量特徵，將金融資產分類為以攤余成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產、以公允價值計量且其變動計入當期損益的金融資產。當且僅當本集團改變管理金融資產的業務模式時，才對所有受影響的相關金融資產進行重分類。

在判斷業務模式時，本集團考慮包括企業評價和向關鍵管理人員報告金融資產業績的方式、影響金融資產業績的風險及其管理方式以及相關業務管理人員獲得報酬的方式等。在評估是否以收取合同現金流量為目標時，本集團需要對金融資產到期日前的出售原因、時間、頻率和價值等進行分析判斷。



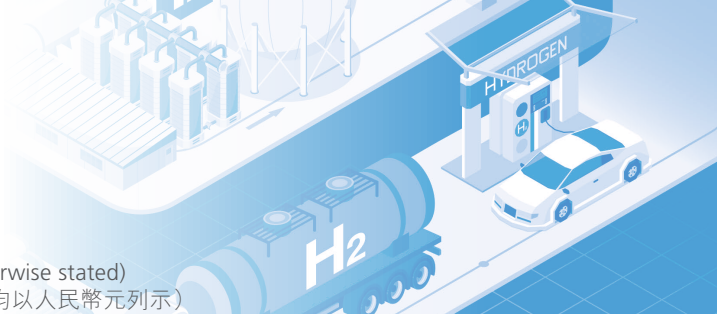
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (2) Classification and measurement of financial assets (Continued)

When judging the characteristics of contractual cash flows, the Group needs to judge whether the contractual cash flows are only payments of the principal and the interest of the outstanding principal. This includes whether there is a significant difference from the base cash flows in cases of correction of the time value of money and whether the fair value of the early repayment characteristics is reasonably small for financial assets with early repayment characteristics.

At the time of initial recognition, financial assets are measured at fair value. However, if the accounts receivable or notes receivable arising from selling commodities or providing services do not contain a major financing component or do not consider the financing component of more than one year, such financial assets are initially measured at transaction price.

Related transaction expenses of financial assets at FVTPL are directly included in the current profits and losses; the related transaction expenses of other financial assets are included in their initially recognized amount.

Subsequent measurement of financial assets depends on their classification:

##### 1) Financial assets measured at amortized cost

Financial assets that meet the following conditions simultaneously are classified into the financial assets measured at amortized cost: ① the business mode of the financial assets management takes the collection of contract cash flow as the objective. ② The contract terms of the financial assets stipulate that, the cash flow generated on a specific date is only the payment of the principal and the interest based on the outstanding principal amount. The financial assets of the Group mainly include monetary funds, accounts receivable, notes receivable, and other receivables.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (2) 金融資產分類和計量方法(續)

在判斷合同現金流量特徵時，本集團需要判斷合同現金流量是否僅為對本金和以未償付本金為基礎的利息的支付時，包含對貨幣時間價值的修正進行評估時，需要判斷與基準現金流量相比是否具有顯著差異，對包含提前還款特徵的金融資產，需要判斷提前還款特徵的公允價值是否非常小等。

金融資產在初始確認時以公允價值計量，但是因銷售商品或提供服務等產生的應收賬款或應收票據未包含重大融資成分或不考慮不超過一年的融資成分的，按照交易價格進行初始計量。

對於以公允價值計量且其變動計入當期損益的金融資產，相關交易費用直接計入當期損益，其他類別的金融資產相關交易費用計入其初始確認金額。

金融資產的後續計量取決於其分類：

##### 1) 以攤餘成本計量的金融資產

金融資產同時符合下列條件的，分類為以攤餘成本計量的金融資產：①管理該金融資產的業務模式是以收取合同現金流量為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。本集團該分類的金融資產主要包括：貨幣資金、應收賬款、應收票據、其他應收款等。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (2) Classification and measurement of financial assets (Continued)

##### 2) Debt instrument investments measured at FVTOCI

Where the financial assets meet all the following conditions, they will be classified as financial assets measured at FVTOCI: ① The business mode for managing such financial assets is to collect contract cash flows and to sell the financial assets; ② The contract of such financial assets specifies that the cash flows generated at a particular date are only for the payment of principal and interest based on the amount of outstanding principal. The interest income of these financial assets is recognized using the effective interest method. Changes in fair value are included in other comprehensive income, except for interest income, impairment losses, and exchange differences, which are included in current profits and losses. When its recognition is terminated, the accumulated gains or losses previously booked into other comprehensive income shall be transferred from other comprehensive income and recorded into current profits and losses.

##### 3) Equity instrument investments measured at FVTOCI

The Group irrevocably designates some non-trading equity instrument investments as financial assets measured at FVTOCI. The Group only includes relevant dividend income (except for those recovered as part of investment cost) in current profits and losses. Subsequent changes in fair value are included in other comprehensive income, and no impairment provision is required. When the financial assets are derecognized, the accumulative gain or loss previously included in other comprehensive income shall be transferred from other comprehensive income, and included in the retained earnings.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (2) 金融資產分類和計量方法(續)

##### 2) 以公允價值計量且其變動計入其他綜合收益的債務工具投資

金融資產同時符合下列條件的，分類為以公允價值計量且其變動計入其他綜合收益的金融資產：①管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產採用實際利率法確認利息收入。除利息收入、減值損失及匯兌差額確認為當期損益外，其餘公允價值變動計入其他綜合收益。當金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益轉出，計入當期損益。

##### 3) 以公允價值計量且其變動計入其他綜合收益的權益工具投資

本集團不可撤銷地選擇將部分非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產，該指定一經作出，不得撤銷。本集團僅將相關股利收入(明確作為投資成本部分收回的股利收入除外)計入當期損益，公允價值的後續變動計入其他綜合收益，不需計提減值準備。當金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益轉出，計入留存收益。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (2) Classification and measurement of financial assets (Continued)

###### 4) Financial assets at FVTPL

The Group classifies the financial assets other than the above financial assets measured at the amortized cost and the financial assets (or designated as) at FVTOCI into the financial assets at FVTPL. These financial assets are subsequently measured at the fair value and the changes in fair value are included in the current profits and losses.

The financial assets will be classified as the financial assets at FVTPL if they are recognized by the Group in the business combination not under common control and constituted by the contingent consideration.

##### (3) Classification, recognition and measurement of financial liabilities

Except for the financial guarantee contracts, loan commitments to lend at a rate lower than market interest rates, and financial liabilities arising from the transfer of financial assets that do not meet the conditions for derecognition or continuous involvement in the transferred financial assets, the financial liabilities of the Group are classified into financial liabilities measured at FVTPL and financial liabilities measured at amortized cost. Related transaction expenses of financial liabilities at FVTPL are directly included in the current profits and losses while those measured at amortized cost are included in their initially recognized amount.

Subsequent measurement of financial liabilities depends on their classification:

###### 1) Financial liabilities measured at amortized cost

The Company adopts the effective interest method for financial liabilities measured at amortized cost and carries out subsequent measurement at amortized cost.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (2) 金融資產分類和計量方法(續)

###### 4) 以公允價值計量且其變動計入當期損益的金融資產

除上述分類為以攤余成本計量的金融資產和分類或指定為以公允價值計量且其變動計入其他綜合收益的金融資產之外的金融資產，本集團將其分類為以公允價值計量且其變動計入當期損益的金融資產。此類金融資產按照公允價值進行後續計量，除與套期會計有關外，所有公允價值變動計入當期損益。

本集團在非同一控制下的企業合併中確認的或有對價構成金融資產的，該金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。

##### (3) 金融負債分類、確認依據和計量方法

除了簽發的財務擔保合同、以低於市場利率貸款的貸款承諾及由於金融資產轉移不符合終止確認條件或繼續涉入被轉移金融資產所形成的金融負債以外，本集團的金融負債於初始確認時分類為：以公允價值計量且其變動計入當期損益的金融負債、以攤余成本計量的金融負債。對於以公允價值計量且其變動計入當期損益的金融負債，相關交易費用直接計入當期損益，以攤余成本計量的金融負債的相關交易費用計入其初始確認金額。

金融負債的後續計量取決於其分類：

###### 1) 以攤余成本計量的金融負債

以攤余成本計量的金融負債，採用實際利率法，按照攤余成本進行後續計量。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (3) Classification, recognition and measurement of financial liabilities (Continued)

###### 2) Financial liabilities at FVTPL

Financial liabilities at FVTPL (including derivatives falling under financial liabilities) include financial liabilities held for trading and financial liabilities designated as financial liabilities at FVTPL when initially recognizing. Financial liabilities held for trading (including derivatives that are financial liabilities) are subsequently measured at fair value, and all changes in fair value are included in current profits and losses (except when they relate to hedge accounting). The Company adopts fair value for subsequent measurement of financial liabilities at FVTPL, with changes in fair value included in the current profits and losses except for changes as a result of the Company's credit risk, which are included in other comprehensive income. If the inclusion of the changes in fair value due to the Company's credit risk in other comprehensive income will cause or enlarge the accounting mismatch in profits and losses, the Company will include all changes in fair value (including the impact of the changes in its credit risk) in the current profits and losses.

##### (4) Impairment of financial instruments

On the basis of expected credit losses, the Group conducts impairment treatment and recognizes loss provisions for financial assets, contract assets, and lease receivables measured at amortized cost.

Expected credit loss refers to the weighted average of credit losses of financial instruments weighted by the risk of default. Credit loss refers to the difference between all contractual cash flows receivable according to the contract and discounted according to the original effective interest rate and all expected cash flows receivable, that is, the present value of all cash shortages of the Group. The factors reflected by the Group's method of measuring expected credit losses of financial instruments include ① unbiased probability-weighted average amount determined by evaluating a series of possible outcomes; ② currency time value; and ③ reasonable and evidenced information about past events, current conditions, and future economic forecasts obtained on the balance sheet date without paying unnecessary extra costs or efforts.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (3) 金融負債分類、確認依據和計量方法(續)

###### 2) 以公允價值計量且其變動計入當期損益的金融負債

以公允價值計量且其變動計入當期損益的金融負債(含屬於金融負債的衍生工具)，包括交易性金融負債和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債。交易性金融負債(含屬於金融負債的衍生工具)，按照公允價值進行後續計量，(除與套期會計有關外，)所有公允價值變動均計入當期損益。對於指定為以公允價值計量且其變動計入當期損益的金融負債，按照公允價值進行後續計量，除由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益之外，其他公允價值變動計入當期損益；如果由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益會造成或擴大損益中的會計錯配，本集團將所有公允價值變動(包括自身信用風險變動的影響金額)計入當期損益。

##### (4) 金融工具減值

本集團以預期信用損失為基礎，對以攤余成本計量的金融資產、合同資產、租賃應收款進行減值處理並確認損失準備。

預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。本集團考慮預期信用損失計量方法時反映如下要素：① 通過評價一系列可能的結果而確定的無偏概率加權平均金額；② 貨幣時間價值；③ 在資產負債表日無須付出不必要的額外成本或即可獲得的有關過去事項、當前狀況以及未來經濟狀況預測的合理且有依據的信息。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (4) Impairment of financial instruments (Continued)

The Group evaluates the expected credit losses of financial instruments based on individual items and portfolios. When evaluating on a portfolio basis, the Group classifies financial instruments into different groups based on their common credit risk characteristics. The common credit risk characteristics adopted by the Group include type of financial instruments, credit risk rating, nature of debtor, overdue information, and ageing and nature of receivables.

The Group adopts the expected credit loss model to assess the impairment of financial instruments and contract assets, in doing so, significant judgment and estimate are required and all reasonable and evidence-based information, including forward-looking information, shall be considered. When making these judgments and estimates, the Group infers the expected changes of debtor's credit risk based on historical repayment data in combination with economic policies, macroeconomic indicators, industry risks, and other factors. Different estimates may affect the provision for impairment loss, and the accrued impairment provision loss may not be equal to the actual amount of impairment loss in the future.

##### 1) Impairment test method of receivables and contract assets

For the accounts receivable, notes receivable, receivables financing, contract assets, and other receivables that do not contain material financing components formed from daily business activities such as selling goods and providing labor services, the Group uses simplified measurement methods to measure the loss provision according to the amount of expected credit losses within the whole duration.

The Group takes receivables of more than RMB10 million as receivables with a significant single amount. If there is objective evidence showing that the credit risk of certain significant receivable has changed significantly compared with other receivables in the portfolio, the Group will carry out impairment test separately.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (4) 金融工具減值(續)

本集團基於單項和組合評估金融工具的預期信用損失，以組合為基礎進行評估時，本集團基於共同信用風險特徵將金融工具分為不同組別。本集團採用的共同信用風險特徵包括：金融工具類型、信用風險評級、債務人性質、逾期信息、應收款項賬齡及性質等。

本集團採用預期信用損失模型對金融工具和合同資產的減值進行評估需要做出重大判斷和估計，需考慮所有合理且有依據的信息，包括前瞻性信息。在做出這些判斷和估計時，本集團根據歷史還款數據結合經濟政策、宏觀經濟指標、行業風險等因素推斷債務人信用風險的預期變動。不同的估計可能會影響減值準備的計提，已計提的減值準備可能並不等於未來實際的減值損失金額。

##### 1) 應收款項和合同資產的減值測試方法

對於因銷售商品、提供勞務等日常經營活動形成的不含重大融資成分的應收賬款、應收票據、應收款項融資、合同資產等應收款項，本集團運用簡化計量方法，按照相當於整個存續期內的預期信用損失金額計量損失準備。

本集團將金額大於1,000.00萬元的應收款項確認為單項金額重大的應收款項。有客觀證據表明某單項重大的應收款項的信用風險較其所在組合其他應收款項發生了明顯變化，本集團將單獨進行減值測試。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (4) Impairment of financial instruments (Continued)

##### 1) Impairment test method of receivables and contract assets (Continued)

For receivables, except that the credit loss of a receivable with significant single amount and whose credit risk has changed significantly compared with other receivables in its portfolio is determined individually, the expected credit loss is usually calculated based on the combination of common credit risk characteristics by considering the elements that should be reflected by the measurement method of expected credit loss, referring to historical credit loss experience, and preparing a comparison table between aging of accounts receivable and default loss rate. If the credit risk characteristics of a customer are significantly different from those of other customers in the portfolio, or there is a significant change in the credit risk characteristics of that customer, such as severe financial difficulties, and the expected credit loss rate for the receivables from the customer is significantly higher than that for its corresponding aging and overdue period, the Group will individually make provision for losses on the receivables from the customer.

##### ① Portfolio category and determination basis of accounts receivable and contract assets

Based on the ageing of accounts receivable and contract assets, nature of payment, credit risk exposure, historical payment collection, and other information, the Group divides the portfolio according to the similarity and correlation of credit risk characteristics. For accounts receivable and contract assets, the Group judges ageing as the main influencing factor of its credit risk. Therefore, the Group evaluates its expected credit losses based on ageing portfolio.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (4) 金融工具減值(續)

##### 1) 應收款項和合同資產的減值測試方法(續)

對於應收款項，除對單項金額重大且信用風險較其所在組合其他應收款項發生了明顯變化的應收款項單項確定其信用損失外，通常按照共同信用風險特徵組合的基礎上，考慮預期信用損失計量方法應反映的要素，參考歷史信用損失經驗，編製應收賬款賬齡與違約損失率對照表，以此為基礎計算預期信用損失。若某一客戶信用風險特徵與組合中其他客戶顯著不同，或該客戶信用風險特徵發生顯著變化，例如客戶發生嚴重財務困難，應收該客戶款項的預期信用損失率已顯著高於其所處於賬齡、逾期區間的預期信用損失率等，本集團對應收該客戶款項按照單項計提損失準備。

##### ① 應收賬款與合同資產的組合類別及確定依據

本集團根據應收賬款與合同資產的賬齡、款項性質、信用風險敞口、歷史回款情況等信息為基礎，按信用風險特徵的相似性和相關性進行分組。對於應收賬款與合同資產，本集團判斷賬齡為其信用風險主要影響因素，因此，本集團以賬齡組合為基礎評估其預期信用損失。



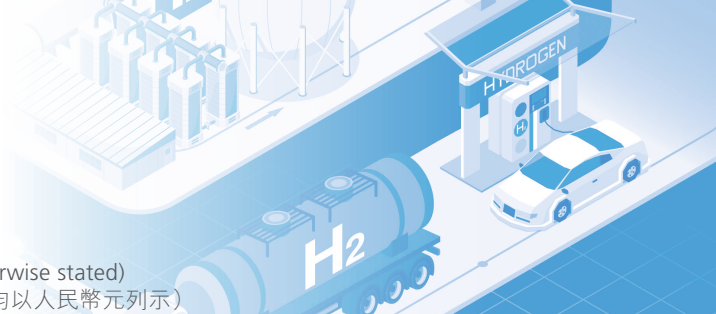
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (4) Impairment of financial instruments (Continued)

##### 1) Impairment test method of receivables and contract assets (Continued)

##### ② Portfolio category and determination basis of notes receivable

Based on the credit risk of the acceptor as a common risk characteristic, the Group divides notes receivable into different portfolios and determines the accounting estimation policy for expected credit losses: a. For bank acceptance bills where the acceptor is a bank with a higher credit rating, the Group evaluates that such funds have low credit risk and does not recognize the expected credit loss; b. For bank acceptance bills and commercial acceptance bills where the acceptor is a bank with a lower credit rating, the Group recognizes the expected loss rate and makes a provision for loss by referring to the Group's accounts receivable policy, and classifies these bills in line with the portfolio classification used for accounts receivable.

##### ③ Portfolio category and determination basis of other receivables

The Group shall measure loss provisions for other receivables according to the following situations: ① for other receivables with credit risk not increased significantly since the initial recognition, the Group shall measure the loss provision according to the amount of the expected credit loss in the next 12 months; ② for other receivables with credit risk increased significantly since the initial recognition, the Group shall measure the loss provision according to the amount equivalent to the expected credit loss in the whole duration; ③ for the purchased or underlying other receivables that have occurred credit impairments, the Group shall measure the loss provision according to the amount equivalent to the expected credit loss in the whole duration.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (4) 金融工具減值(續)

##### 1) 應收款項和合同資產的減值測試方法(續)

##### ② 應收票據的組合類別及確定依據

本集團基於應收票據的承兌人信用風險作為共同風險特徵，將其劃分為不同組合，並確定預期信用損失會計估計政策：a.承兌人為信用等級較高銀行的銀行承兌匯票，本集團評價該類款項具有較低的信用風險，不確認預期信用損失；b.承兌人為信用等級較低銀行的銀行承兌匯票及商業承兌匯票，參照本集團應收賬款政策確認預期損失率計提損失準備，與應收賬款的組合劃分相同。

##### ③ 其他應收款的組合類別及確定依據

本集團按照下列情形計量其他應收款損失準備：①信用風險自初始確認後未顯著增加的其他應收款，本集團按照未來12個月的預期信用損失的金額計量損失準備；②信用風險自初始確認後已顯著增加的其他應收款，本集團按照相當於該金融工具整個存續期內預期信用損失的金額計量損失準備；③購買或源生已發生信用減值的其他應收款，本集團按照相當於整個存續期內預期信用損失的金額計量損失準備。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (4) Impairment of financial instruments (Continued)

##### 1) Impairment test method of receivables and contract assets (Continued)

##### ③ Portfolio category and determination basis of other receivables (Continued)

Portfolio-based assessment. For other receivables, the Group, in the aspect of individual instrument, cannot obtain sufficient evidence about credit risk increased significantly at a reasonable cost, and it is feasible to assess whether there is a significant increase in credit risk on the basis of portfolio. Therefore, taking financial instrument type, credit risk rating, initial recognition date and remaining contract term as the common risk characteristics, the Group groups other receivables and considers whether credit risk increases significantly on a portfolio basis.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (4) 金融工具減值(續)

##### 1) 應收款項和合同資產的減值測試方法(續)

##### ③ 其他應收款的組合類別及確定依據(續)

以組合為基礎的評估。對於其他應收款，本集團在單項工具層面無法以合理成本獲得關於信用風險顯著增加的充分證據，而在組合的基礎上評估信用風險是否顯著增加是可行，所以本集團按照金融工具類型、信用風險評級、初始確認日期、剩餘合同期限為共同風險特徵為共同風險特徵，對其他應收款進行分組並以組合為基礎考慮評估信用風險是否顯著增加。

#### Individual instrument

#### 單項工具層面

##### Individual asset

##### 單項資產

Dividends receivable and interest receivable

應收股利、應收利息

Related parties within the consolidation scope

合併範圍內關聯方

Downgrade of credit rating of the counterparty

交易對象信用評級下降

Ageing portfolio

賬齡組合

Please refer to Note X. 1 "Credit risk" for the disclosure of the Group's criteria for judging a significant increase in credit risk and the definition of assets with credit impairment.

##### About provision for bad debts

##### 壞賬準備計提情況

No credit impairment occurs

未發生信用減值

No credit impairment occurs

未發生信用減值

Significant increase in credit risk

信用風險顯著增加

Measurement of loss given default on a portfolio basis

組合為基礎計量違約損失率

關於本集團對信用風險顯著增加判斷標準、已發生信用減值資產的定義等披露參見附註十、1。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (5) Recognition basis and measurement for transfer of financial assets

For transactions of transfer of financial assets, if the Group has transferred almost all risks and rewards in the ownership of the financial assets to the transferee, such financial assets shall be derecognized; If almost all risks and rewards in the ownership of financial assets are retained, such financial assets shall not be derecognized; Where all risks and rewards in the ownership of financial assets are neither transferred nor retained and the control over the financial asset is waived, the financial assets shall be derecognized and the assets and liabilities incurred shall be recognized; If the control over the financial asset is not waived, relevant financial assets shall be recognized to the extent of further involvement in the transferred financial assets, and relevant liabilities shall be recognized correspondingly.

If the transfer of an entire financial asset qualifies for derecognition, the difference between the book value of the transferred financial asset at the date of derecognition and the sum of the consideration received for such transfer and the amount of cumulative changes in fair value allocated to the derecognized part which had been directly recognized in other comprehensive income (the financial asset involved in the transfer shall meet the following conditions: ① The objective of the Group's business model for managing the financial asset is to both collect contractual cash flows and sell the financial asset; ② the contract terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.) shall be recognized in current profits and losses.

If the transfer of a part of a financial asset qualifies for derecognition, the book value of the transferred financial asset shall be allocated between the part derecognized and the part not derecognized on the basis of the relative fair values of these parts, and the difference between the book value allocated to the part derecognized) and the sum of the consideration received for such transfer and the amount of cumulative changes in fair value allocated to the derecognized part which had been recognized in other comprehensive income (the financial asset involved in the transfer shall meet the following conditions: ① The objective of the Group's business model for managing the financial asset is to both collect contractual cash flows and sell the financial asset; ② the contract terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.) shall be recognized in current profits and losses.

In case of further involvement through providing a financial guarantee for transferred financial assets, the assets formed by further involvement shall be recognized by the book value and financial guarantee amount of financial assets, whichever is lower. The amount of financial guarantee refers to the highest amount required to be repaid among the consideration received.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (5) 金融資產轉移的確認依據和計量方法

對於金融資產轉移交易，本集團已將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方的，終止確認該金融資產；保留了金融資產所有權上幾乎所有的風險和報酬的，不終止確認該金融資產；既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，放棄了對該金融資產控制的，終止確認該金融資產並確認產生的資產和負債，未放棄對該金融資產控制的，按照其繼續涉入所轉移金融資產的程度確認有關金融資產，並相應確認有關負債。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值，與因轉移而收到的對價及原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將因轉移而收到的對價及應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和，與分攤的前述金融資產整體賬面價值的差額計入當期損益。

通過對所轉移金融資產提供財務擔保方式繼續涉入的，按照金融資產的賬面價值和財務擔保金額兩者之中的較低者，確認繼續涉入形成的資產。財務擔保金額，是指所收到的對價中，將被要求償還的最高金額。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 11. Financial Instruments (Continued)

##### (6) Distinction between financial liability and equity instrument and related treatment methods

The Group distinguishes financial liabilities and equity instruments according to the following principles: 1) if the Group fails to unconditionally perform one contract obligation by delivering cash or other financial assets, the contract obligation satisfies the definition of financial liability. Some financial instruments which do not explicitly contain terms and conditions for the obligation to deliver cash or other financial assets may indirectly give rise to contract obligations indirectly through other terms and conditions; 2) If a financial instrument must or may be settled with the Group's own equity instruments, whether the Group's own equity instruments used to settle such instrument is used as a substitute for cash or other financial assets or to entitle the holder of such instrument to the residual interest in the assets of the issuer after deducting all of its liabilities. If it is the former one, this instrument is the financial liabilities of the Issuer. If it is the latter, the instrument is the equity instrument of the Issuer. Under certain circumstances, a financial instrument contract requires that the Group must or may settle the financial instrument with its own equity instruments, where the amount of contract rights or contract obligations is equal to the number of own equity instruments available or to be delivered multiplied by the fair value upon its settlement. In this case, regardless of whether the amount of the contract right or obligation is a fixed value or changes based in whole or in part on changes in variables other than the market price of the Group's own equity instrument (such as interest rates, the price of a good or the price of a financial instrument), the contract is classified as financial liabilities.

When classifying a financial instrument (or its components) in the consolidated financial statements, the Group takes into consideration all the terms and conditions agreed between members of the Group and holders of financial instruments. If the Group as a whole has assumed the obligation to deliver cash, other financial assets or settle it by other means of rendering the instrument a financial liability, the instrument should be classified as a financial liability.

##### (7) Offset of financial assets and financial liabilities

Financial assets and financial liabilities of the Group shall be presented separately in the balance sheet and be not mutually offset. However, the net amount is presented in the balance sheet after being offset, when the following conditions are met at the same time: 1) The Group has a legal right to offset the recognized amount and that such legal rights are currently enforceable; and 2) The Group plans to settle by the net assets or sell off financial assets and liquidate the financial liabilities at the same time.

### 三、重要會計政策及會計估計(續)

#### 11. 金融工具(續)

##### (6) 金融負債與權益工具的區分及相關處理方法

本集團按照以下原則區分金融負債與權益工具：1) 如果本集團不能無條件地避免以交付現金或其他金融資產來履行一項合同義務，則該合同義務符合金融負債的定義。有些金融工具雖然沒有明確地包含交付現金或其他金融資產義務的條款和條件，但有可能通過其他條款和條件間接地形成合同義務；2) 如果一項金融工具須用或可用本集團自身權益工具進行結算，需要考慮用於結算該工具的本集團自身權益工具，是作為現金或其他金融資產的替代品，還是為了使該工具持有方享有在發行方扣除所有負債後的資產中的剩餘權益。如果是前者，該工具是發行方的金融負債；如果是後者，該工具是發行方的權益工具。在某些情況下，一項金融工具合同規定本集團須用或可用自身權益工具結算該金融工具，其中合同權利或合同義務的金額等於可獲取或需交付的自身權益工具的數量乘以其結算時的公允價值，則無論該合同權利或義務的金額是固定的，還是完全或部分地基於除本集團自身權益工具的市場價格以外的變量(例如利率、某種商品的價格或某項金融工具的價格)的變動而變動，該合同分類為金融負債。

本集團在合併報表中對金融工具(或其組成部分)進行分類時，考慮了集團成員和金融工具持有方之間達成的所有條款和條件。如果集團作為一個整體由於該工具而承擔了交付現金、其他金融資產或者以其他導致該工具成為金融負債的方式進行結算的義務，則該工具應當分類為金融負債。

##### (7) 金融資產和金融負債的抵銷

本集團的金融資產和金融負債在資產負債表內分別列示，不相互抵銷。但同時滿足下列條件時，以相互抵銷後的淨額在資產負債表內列示：1) 本集團具有抵銷已確認金額的法定權利，且該種法定權利是當前可執行的；2) 本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 12. Inventories

Inventories of the Group mainly include raw materials, products in progress, finished goods, goods shipped, etc.

Inventories are initially measured at cost. The cost of inventories consists of purchase cost, processing cost, and other costs. The perpetual inventory system is adopted for inventories. When receiving or issuing inventory, the weighted average method is used to determine its actual cost. Low-value consumables and packages are amortized by one-off write-off method.

On the balance sheet date, inventories are valued by cost or net realizable value, whichever is lower. If the inventory cost is higher than the net realizable value, the provision for decline in the value of inventories shall be accrued and the cost shall be included in the current profits and losses. The net realizable value refers to the amount that is obtained by deducting the estimated cost incurred till completion, estimated selling expenses, and relevant taxes from the estimated selling price of inventories in daily activities.

The Group recognizes inventory impairment provisions for raw materials, finished goods, and products in progress on an individual inventory item basis. In determining its net realizable value, goods inventories directly used for sale such as finished goods, products in process and materials for sale are determined by the amount of the estimated selling price minus the estimated selling expenses and relevant taxes; For materials inventories held for production, the Group considers that the main raw materials can produce products of different liters and standards, and the remaining raw materials be directly matched to specific orders. When determining their net realizable value, the estimated selling price minus estimated selling expenses and related taxes is applied.

#### 13. Contract assets and contract liabilities

##### (1) Contract assets

Contract assets refer to the right of the Group who transferred the commodity to the customer to receive the consideration, and the right depends on other factors excluding the passage of time. If the Group sells two clearly distinguishable commodities to the customer, due to the delivery of one of the commodities, it has the right to receive payment, but the collection of such payment shall also depend on the delivery of the other commodity, and the Group shall have the right to receive such payment as the contract assets.

For details of the determination method and accounting treatment methods for expected credit loss of contract assets, please refer to the relevant contents of the said Note III. 11 Impairment of financial assets.

##### (2) Contract liabilities

The contract liabilities reflect the Group's obligations to transfer commodities to the customer due to customer consideration received or receivable. If the customer has paid the contract consideration or the Group has obtained the right to receive the contract consideration unconditionally before the transfer of the commodities to the customer, the contract liability shall be recognized according to the amount received or receivable when the customer actually makes the payment and payment due.

### 三、重要會計政策及會計估計(續)

#### 12. 存貨

本集團存貨主要包括原材料、在產品、庫存商品、發出商品等。

存貨按照成本進行初始計量。存貨成本包括採購成本、加工成本和其他成本。存貨實行永續盤存制，領用或發出存貨，採用加權平均法確定其實際成本。低值易耗品和包裝物採用一次轉銷法進行攤銷。

資產負債表日，存貨按照成本與可變現淨值孰低計量。存貨成本高於其可變現淨值的，計提存貨跌價準備，計入當期損益。可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。

本集團原材料、庫存商品、在產品按照單個存貨項目計提存貨跌價準備，在確定其可變現淨值時，庫存商品、在產品和用於出售的材料等直接用於出售的商品存貨，按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定；用於生產而持有的材料存貨，本集團考慮主要原材料可以生產不同升數、不同標準的產品，結存的原材料不能一一對應到訂單，在確定其可變現淨值時，按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定。

#### 13. 合同資產與合同負債

##### (1) 合同資產

合同資產，是指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。如本集團向客戶銷售兩項可明確區分的商品，因已交付其中一項商品而有權收取款項，但收取該款項還取決於交付另一項商品的，本集團將該收款權利作為合同資產。

合同資產的預期信用損失的確定方法和會計處理方法，詳見上述附註三、11金融資產減值相關內容。

##### (2) 合同負債

合同負債反映本集團已收或應收客戶對價而應向客戶轉讓商品的義務。本集團在向客戶轉讓商品之前，客戶已經支付了合同對價或本集團已經取得了無條件收取合同對價權利的，在客戶實際支付款項與到期應付款項孰早時點，按照已收或應收的金額確認合同負債。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 14. Assets related to contract costs

##### (1) Determination method of assets related to contract costs

The Group's assets related to contract costs include contract performance cost and contract acquisition costs. According to their liquidity, contract performance costs are presented separately in inventory and other non-current assets, and contract acquisition costs are presented separately in other current assets and other non-current assets.

If the contract performance cost, namely, the cost incurred by the Group for the implementation of the contract, is not in the scope of relevant accounting standards for inventory, fixed assets, or intangible assets and simultaneously meets the following conditions, it shall be recognized as an asset as the contract performance cost: the cost is directly related to a current or anticipated contract, including direct labor, direct materials, manufacturing costs (or similar costs), costs clearly borne by the customer, and other costs incurred solely as a result of the contract; the cost increases the Group's resources for future using for performance of obligations; and the cost is expected to be recovered.

If the incremental cost (i.e. acquisition cost) incurred by the Group in obtaining the contract is expected to be recoverable, it will be recognized as an asset of the contract acquisition cost. If the asset has an amortization period of not more than one year, the Group adopts a simplified treatment by recognizing it in the current profit or loss when it is incurred. Incremental cost refers to the cost (such as sales commissions) that would not have occurred without a contract. Other expenses incurred by the Group for the acquisition of the contract, excluding the incremental costs expected to be recovered (such as the travel expenses incurred regardless of whether or not the contract is obtained), include in the current profits and losses when it occurs, however, except costs clearly borne by the customer.

##### (2) Amortization of assets related to contract costs

The assets related to the contract costs of the Group are amortized on the same basis as the recognized sales revenue related to the assets and include in the current profits and losses.

##### (3) Impairment of assets related to contract costs

In case of the book value of the assets related to contract costs being higher than the difference between the following two items, the Group will make provision for impairment of the excess and recognize it as the asset impairment loss: 1) the Company's expected residual consideration for the transfer of goods related to the assets; 2) the estimated cost to be incurred of the transfer of the relevant goods.

### 三、重要會計政策及會計估計(續)

#### 14. 與合同成本有關的資產

##### (1) 與合同成本有關的資產金額的確定方法

本集團與合同成本有關的資產包括合同履約成本和合同取得成本。根據其流動性，合同履約成本分別列報在存貨和其他非流動資產中，合同取得成本分別列報在其他流動資產和其他非流動資產中。

合同履約成本，即本集團為履行合同發生的成本，不屬於存貨、固定資產或無形資產等相關會計準則規範範圍且同時滿足下列條件的，作為合同履約成本確認為一項資產：該成本與一份當前或預期取得的合同直接相關，包括直接人工、直接材料、製造費用(或類似費用)、明確由客戶承擔的成本以及僅因該合同而發生的其他成本；該成本增加了本集團未來用於履行履約義務的資源；該成本預期能夠收回。

合同取得成本，即本集團為取得合同發生的增量成本預期能夠收回的，作為合同取得成本確認為一項資產。如果該資產攤銷期限不超過一年，本集團選擇在發生時計入當期損益的簡化處理。增量成本，是指不取得合同就不會發生的成本(如銷售佣金等)。本集團為取得合同發生的、除預期能夠收回的增量成本之外的其他支出(如無論是否取得合同均會發生的差旅費等)，在發生時計入當期損益，但是，明確由客戶承擔的除外。

##### (2) 與合同成本有關的資產的攤銷

本集團與合同成本有關的資產採用與該資產相關的商品收入確認相同的基礎進行攤銷，計入當期損益。

##### (3) 與合同成本有關的資產的減值

本集團與合同成本有關的資產，其賬面價值高於下列兩項差額的，本集團將超出部分計提減值準備，並確認為資產減值損失：1) 企業因轉讓與該資產相關的商品預期能夠取得的剩餘對價；2) 為轉讓該相關商品估計將要發生的成本。

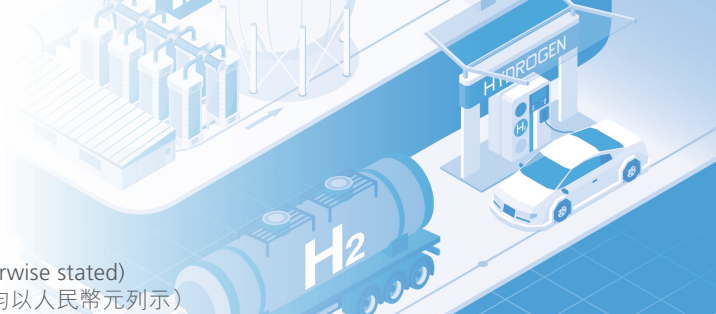
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 15. Long-term equity investment

The long-term equity investment of the Group includes investments in subsidiaries and associates.

##### (1) Judgment of significant influence and joint control

The Group's equity investment that has a significant influence on the investee is the investment in associates. Significant influence means the power of the Group to participate in making decisions on the financial and operating policies of an investee, but the Group cannot control or jointly control with other parties over the formulation of these policies. When the Group directly or indirectly holds voting rights in an investee ranging from above 20% to less than 50%, it is generally considered to have significant influence over the investee, unless there is clear evidence that the Group cannot participate in the investee's operating and financial decisions or exercise control over the investee. The Group, if holding less than 20% of the voting right of the investee, may be considered to have a significant influence on the investee if the Group sends representatives to the Board of Directors or similar organs of authorities of the investee, participates in financial and operation policy-making of the investee, has significant transactions with the investee, sends management personnel to the investee, or provides critical technical information for the investee (or comprehensively considering the above facts and circumstances).

Where the Group and other joint parties have common control over the investee and are entitled to the net assets of the investee, such investee shall be a joint venture of the Group. Common control refers to the sharing of control over certain arrangements under related agreements, and related activities of the arrangement can be determined only when the unanimous consent of the parties sharing the control right is obtained. The Group judges the common control based on the point that all the participants or group of participants collectively control the arrangement, and that decisions for the activities related to the arrangement must be agreed by participants who collectively control the arrangement.

##### (2) Accounting treatment method

The Group initially measures the acquired long-term equity investments at their initial investment amount.

For long-term equity investments acquired through business combinations under common control, the initial investment amount is determined based on the Group's proportionate share of the net assets of the combined party in the consolidated financial statements of the ultimate controlling party as of the combination date. If the net assets of the combined party have a negative book value on the combination date, the initial investment amount is determined as zero.

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資

本集團長期股權投資包括對子公司的投資、對聯營企業的投資。

##### (1) 重大影響、共同控制的判斷

本集團對被投資單位具有重大影響的權益性投資，即對聯營企業投資。重大影響，是指本集團對被投資方的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。本集團直接或通過子公司間接擁有被投資單位20%以上但低於50%的表決權時，通常認為對被投資單位具有重大影響，除非有明確的證據表明本集團不能參與被投資單位的生產經營決策或形成對被投資單位的控制。本集團持有被投資單位20%以下表決權的，如本集團在被投資單位的董事會或類似權力機構中派有代表的、或參與被投資單位財務和經營政策制定過程的、或與被投資單位之間發生重要交易的、或向被投資單位派出管理人員的、或向被投資單位提供關鍵技術資料等(或綜合考慮以上多種事實和情況)，本集團認為對被投資單位具有重大影響。

本集團與其他合營方一同對被投資單位實施共同控制且對被投資單位淨資產享有權利的權益性投資，即對合營企業投資。共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。本集團對共同控制的判斷依據是所有參與方或參與方組合集體控制該安排，並且該安排相關活動的決策必須經過這些集體控制該安排的參與方一致同意。

##### (2) 會計處理方法

本集團按照初始投資成本對取得的長期股權投資進行初始計量。

通過同一控制下的企業合併取得的長期股權投資，以合併日取得被合併方在最終控制方合併報表中淨資產的賬面價值的份額作為初始投資成本；被合併方在合併日的淨資產賬面價值為負數的，初始投資成本按零確定。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 15. Long-term equity investment (Continued)

##### (2) Accounting treatment method (Continued)

For long-term equity investments acquired through business combination not under common control, the combination cost is recognized as initial investment amount; Except for those acquired through business combination, as to long-term equity investment acquired by cash payment, the actual purchase price and expenses, taxes and other necessary expenditures directly related to the acquisition of long-term equity investment are regarded as initial investment amount; For long-term equity investment acquired by issuing equity securities, the fair value of issued equity securities is taken as the investment amount;

The Company's investments in subsidiaries are accounted for using the cost method in individual financial statements. The long-term equity investments calculated by the cost method are measured at the initial investment costs. When more investments are added, the book value of the long-term equity investments cost is increased based on the fair value of costs paid for added investments and related transaction expenses. Cash dividend or profit declared by the investee is recognized as current investment income in accordance with the amount to enjoy.

The investments of the Group in joint ventures and associates are accounted for using the equity method. For long-term equity investments measured by the equity method, where their initial investment costs exceed their share of the fair value of the investee's identifiable net assets at the time of the investment, the book value of the long-term equity investment is not adjusted. Where the initial investment costs of long-term equity investments are less than the share of the fair value of the investee's identifiable net assets acquired through the investment, the difference shall be included in the current profits and losses of acquired investments and the costs of the long-term equity investment shall be adjusted accordingly.

For long-term equity investments subsequently measured by the equity method, during the holding period of investment, the book value of the long-term equity investments shall be accordingly increased or decreased as the change in owners' equity of the investee. When recognizing the shares of the net profit or loss of the investee the Group shall enjoy, the Group calculates the share attributable to the Group based on the fair value of identifiable assets in the investee at the acquisition date under the accounting policies and accounting period of the Group according to the proportion they are entitled to by offsetting profits and losses of unrealized internal transactions incurred between the associates and joint venture not constituting businesses (however, loss of internal transactions attributed to asset impairment loss shall be fully recognized), and then recognize the net profits of the investee after adjustment. The Group discontinues recognizing its share of net losses of the investee after the book value of the long-term equity investment together with any long-term interests that in substance form part of its net investment in the investee is reduced to zero, except for those investments that the Group has the obligation to undertake extra losses.

For the disposal of long-term equity investments, the difference between the book value and actually obtained price shall be included in the current investment income.

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### (2) 會計處理方法(續)

通過非同一控制下的企業合併取得的長期股權投資,以合併成本作為初始投資成本;除企業合併形成的長期股權投資外,以支付現金取得的長期股權投資,按照實際支付的購買價款及與取得長期股權投資直接相關的費用、稅金及其他必要支出作為初始投資成本;以發行權益性證券取得的長期股權投資,按照發行權益性證券的公允價值作為投資成本;

本公司對子公司投資在個別財務報表中採用成本法核算。採用成本法時,長期股權投資按初始投資成本計價。在追加投資時,按照追加投資支付的成本額公允價值及發生的相關交易費用增加長期股權投資成本的面面價值。被投資單位宣告分派的現金股利或利潤,按照應享有的金額確認為當期投資收益。

本集團對合營企業及聯營企業的投資採用權益法核算。採用權益法時,長期股權投資初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值的份額的,不調整長期股權投資賬面價值;長期股權投資初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值的份額的,差額調增長期股權投資的賬面價值,同時計入取得投資當期損益。

後續計量採用權益法核算的長期股權投資,在持有投資期間,隨著被投資單位所有者權益的變動相應調整增加或減少長期股權投資的賬面價值。其中在確認應享有被投資單位淨損益的份額時,以取得投資時被投資單位各項可辨認資產等的公允價值為基礎,按照本集團的會計政策及會計期間,並抵銷與聯營企業及合營企業之間發生的不構成業務的交易產生的未實現內部交易損益按照應享有比例計算歸屬於本集團的部分(內部交易損失屬於資產減值損失的,全額確認),對被投資單位的淨利潤進行調整後確認。本集團確認被投資單位發生的淨虧損,以長期股權投資的賬面價值以及其他實質上構成對被投資單位淨投資的長期權益減記至零為限,本集團負有承擔額外損失義務的除外。

處置長期股權投資,其賬面價值與實際取得價款的差額,計入當期投資收益。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 15. Long-term equity investment (Continued)

##### (2) Accounting treatment method (Continued)

For long-term equity investment calculated by the equity method, the related other comprehensive income previously calculated by the equity method is accounted for on the same basis as the direct disposal of the related assets or liabilities by the investee upon the termination of the equity method. The owner's equity recognized as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution is transferred in full to current investment income upon the termination of the equity method.

If the remaining equity after disposal of part of the equity is still accounted for using the equity method, related other comprehensive income accounted for using the original equity method are treated using the same basis on which the investee directly disposes of relevant assets or liabilities and carried forward in proportion. Owners' equity recognized as a result of changes in the investee's ownership interest other than net profit or loss, other comprehensive income and profit distribution should be transferred proportionately to current investment income.

Where the Group loses the joint control over or the significant influence on the investee after the disposal of part of the equity investment, the remaining equity after disposal shall be accounted for as per the *Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments* (CK[2017] No.7), and the balance between the fair value and the book value on the date of losing joint control or significant influence is included in current profits and losses.

For loss control of the investee due to disposal of partial long-term equity investments, the residual equity after disposal, if capable of realizing joint control or applying significant influence on the investee, is changed to the equity method for calculation, the difference for disposal of book value and consideration is included in the investment income, and the residual equity is adjusted as it is calculated by the equity method since it is acquired; the residual equity after disposal, if unable to realize joint control or apply significant effect on the investee, is changed to accounting treatment based on the *Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments* (CK[2017] No.7), the difference for disposal of book value and consideration is included in the investment income, and the difference between the fair value and book value of the residual equity on the loss-control date is included in current profits and losses.

Various transactions of the Group from step-by-step equity disposal to loss of controlling power do not belong to the package deal, and every transaction is separately subject to accounting treatment. Any transaction categorized as a package deal is subject to the accounting treatment oriented for subsidiary disposal and loss of controlling power. However, before the loss of controlling power, the difference between the disposal price and book value of long-term equity investment of the corresponding disposed equity for every transaction is recognized as other comprehensive income, which is not transferred into current profits and losses until the controlling power is lost.

### 三、重要會計政策及會計估計(續)

#### 15. 長期股權投資(續)

##### (2) 會計處理方法(續)

採用權益法核算的長期股權投資，原權益法核算的相關其他綜合收益在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，在終止採用權益法核算時全部轉入當期投資收益。

因處置部分股權後剩餘股權仍採用權益法核算的，原權益法核算的相關其他綜合收益採用與被投資單位直接處置相關資產或負債相同的基礎處理並按比例結轉，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，按比例結轉入當期投資收益。

因處置部分股權後喪失了對被投資單位的共同控制或重大影響的，處置後的剩餘股權適用《企業會計準則第22號——金融工具確認和計量》(財會[2017]7號)核算的，剩餘股權在喪失共同控制或重大影響之日的公允價值與賬面價值之間的差額計入當期損益。

因處置部分長期股權投資喪失了對被投資單位控制的，處置後的剩餘股權能夠對被投資單位實施共同控制或施加重大影響的，改按權益法核算，處置股權賬面價值和處置對價的差額計入投資收益，並對該剩餘股權視同自取得時即採用權益法核算進行調整；處置後的剩餘股權不能對被投資單位實施共同控制或施加重大影響的，適用《企業會計準則第22號——金融工具確認和計量》(財會[2017]7號)進行會計處理，處置股權賬面價值和處置對價的差額計入投資收益，剩餘股權在喪失控制之日的公允價值與賬面價值間的差額計入當期損益。

本集團對於分步處置股權至喪失控股權的各項交易不屬於一攬子交易的，對每一項交易分別進行會計處理。屬於「一攬子交易」的，將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理，但是，在喪失控制權之前每一次交易處置價款與所處置的股權對應的長期股權投資賬面價值之間的差額，確認為其他綜合收益，到喪失控制權時再一併轉入喪失控制權的當期損益。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 16. Investment properties

Investment properties of the Group refer to the properties held for earning rents or capital appreciation, or both, including leased land use rights and plants & buildings, which are calculated in the cost model.

The Group's investment properties shall be depreciated or amortized by the straight-line method. The estimated service life, net residuals rate, and annual rate of depreciation (amortization) of various investment properties are as follows:

Category	類別	Depreciation life (Years) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land use right	土地使用權	50	—	2.000
Plant & buildings	房屋建築物	40	5	2.375

#### 17. Fixed assets

Fixed assets of the Group refer to tangible assets with high unit value and a service life of more than one year held for producing goods, rendering labor services, renting or operating management.

No fixed asset may be recognized unless it simultaneously meets the conditions as follows: The economic benefits pertinent to the fixed asset are likely to flow into the enterprise; and the cost of the fixed asset can be measured reliably. Fixed assets of the Group include premises and buildings, machinery equipment, electrical equipment, transportation equipment, office equipment, and others.

Except for the fully depreciated fixed assets that are still in use and the land that is separately valued and recorded, all the fixed assets of the Group shall be depreciated. Straight line method shall be adopted for calculating depreciation. The depreciation life by category, estimated residuals rate and depreciation rate of the fixed assets of the Group are as follows:

Category	類別	Depreciable life (year) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Plant & buildings	房屋建築物	40	5	2.375
Machinery Equipment	機器設備	10	5-10	9-9.5
Electrical equipment	電氣設備	5-10	5-10	9-19
Transportation equipment	運輸設備	5	5-10	18-19
Office equipment and others	辦公設備和其他	3-5	5-10	18-30

The Group will review the estimated service life, estimated net residual value and depreciation method for fixed assets at the end of each year. In case of change, it shall be treated as a change of accounting estimates.

### 三、重要會計政策及會計估計(續)

#### 16. 投資性房地產

本集團投資性房地產是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、房屋建築物。採用成本模式計量。

本集團投資性房地產採用平均年限法計提折舊或攤銷。各類投資性房地產的預計使用壽命、淨殘值率及年折舊(攤銷)率如下：

#### 17. 固定資產

本集團固定資產是為生產商品、提供勞務、出租或經營管理而持有的，使用年限超過一年，單位價值較高的有形資產。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。本集團固定資產包括房屋及建築物、機器設備、電氣設備、運輸設備、辦公設備和其他。

除已提足折舊仍繼續使用的固定資產和單獨計價入賬的土地外，本集團對所有固定資產計提折舊。計提折舊時採用平均年限法。本集團固定資產的分類折舊年限、預計淨殘值率、折舊率如下：

本集團於每年年度終了，對固定資產的預計使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變，則作為會計估計變更處理。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 18. Construction in progress

The cost of construction in progress will be recognized according to the actual construction expenditures, including various necessary construction expenditures during construction, capitalized borrowing costs before the projects are ready for their intended use and other relevant expenses.

Construction in progress ready for intended use shall be transferred to fixed assets based on the estimated value according to construction budget, project cost or actual project cost. The depreciation shall be drawn from the next month. After going through procedures of completion settlement, the difference of the original value of the fixed assets shall be adjusted.

Construction in progress is transferred to fixed assets when they are ready for their intended use. The criteria are as follows:

Category 類別	Criteria for carrying forward fixed assets 結轉固定資產的標準
Plant & buildings 房屋及建築物	After acceptance inspection by the relevant regulatory authorities, starting from the date of achieving the predetermined usable condition 經相關主管部門驗收，自達到預定可使用狀態之日起
Machinery Equipment 機器設備	After the completion of the approval process according to the established procedures when being installed and commissioned to meet the design requirements or the standards specified in the contract. 安裝調試後達到設計要求或合同規定的標準，按照流程審批完畢後

#### 19. Borrowing costs

The Group capitalizes the borrowing costs directly attributable to the acquisition or production of assets eligible for capitalization and includes them in relevant asset costs, while other borrowing costs are included in current profits and losses. The assets meeting the capitalizing conditions determined by the Group include the borrowing costs of fixed assets, investment properties and inventories that require more than one year of acquisition or construction to be ready for intended use or selling. Capitalization shall be conducted when the expenditures of the assets and the borrowing costs incurred and acquisition or construction activities necessary for making the assets be ready for intended use or selling begin. When the assets meeting the capitalization requirements acquired or constructed are ready for use or selling, the capitalization shall be terminated, and the borrowing costs incurred subsequently shall be included in current profits and losses. If assets eligible for capitalization are suddenly suspended in acquisition or construction or production for more than three months continuously, the capitalization of borrowing costs shall be suspended until the restart of acquisition or construction and production activities of the assets.

During the capitalization period, the Group recognizes the capitalized amount of borrowing costs using the following methods for each accounting period: For special borrowings, the capitalized amount is determined by the actual interest expenses incurred during the period minus any interest income earned on unused borrowing funds deposited in banks or investment income generated from temporary investments during the period; For general borrowings used, the capitalized amount is determined by multiplying the weighted average of accumulated asset expenditures exceeding the specific borrowing portion by the capitalization rate attributable to the general borrowings. The capitalization rate is calculated based on the weighted average interest rate of the general borrowings.

### 三、重要會計政策及會計估計(續)

#### 18. 在建工程

在建工程成本按實際工程支出確定，包括在建期間發生的各項必要工程支出、工程達到預定可使用狀態前的應予資本化的借款費用以及其他相關費用等。

在建工程在達到預定可使用狀態之日起，根據工程預算、造價或工程實際成本等，按估計的價值結轉固定資產，次月起開始計提折舊，待辦理了竣工決算手續後再對固定資產原值差異進行調整。

在建工程在達到預定可使用狀態時轉入固定資產，標準如下：

#### 19. 借款費用

本集團將發生的可直接歸屬於符合資本化條件的資產的構建或者生產的借款費用予以資本化，計入相關資產成本，其他借款費用計入當期損益。本集團確定的符合資本化條件的資產包括需要經過1年以上的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；當購建或生產符合資本化條件的資產達到預定可使用或可銷售狀態時，停止資本化，其後發生的借款費用計入當期損益。如果符合資本化條件的資產在購建或者生產過程中發生非正常中斷、且中斷時間連續超過3個月，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

在資本化期間內的每一會計期間，本集團按照以下方法確認借款費用的資本化金額：借入專門借款的，按照當期實際發生的利息費用，扣除尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定；佔用一般借款的，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率確定，其中資本化率根據一般借款加權平均利率計算確定。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 20. Intangible assets

The intangible assets of the Group include land use right, patented technology, software, trademark right, etc., which shall be measured at actual cost when being obtained; for the intangible assets purchased, price actually paid and related other expenditure shall be deemed as actual cost; and for the intangible assets invested by the investor, value agreed in accordance with investment contract or agreement is recognized as actual cost, except value agreed in the contract or agreement is unfair, in such case, the actual cost shall be recognized at fair value. However, intangible assets acquired in the business combination not under common control, held by the acquiree but not recognized in its financial statements, are initially measured at fair value.

##### (1) Useful life and its determination basis, estimates, amortization method or review procedures

The land use right shall be amortized at average as per the years of transfer from the date of transferring the land use right; and intangible assets such as patented technology, software, and trademark right shall be amortized at average as per the shortest one of the estimated service life, benefit year stipulated in the contract and effective service life stipulated by law. The amortized amounts shall be included in current profits and losses and relevant asset costs according to beneficiaries. The estimated service life and the amortization method of intangible assets with limited service life shall be reviewed at the end of each year. Any change shall be handled as changes in accounting estimates.

The Group rechecks the expected service life and amortization method of intangible assets with uncertain service life at the end of each year.

##### (2) Collection scope of R&D expense and relevant accounting treatment methods

The collection scope of R&D expenses of the Group includes employee compensation of R&D personnel, direct investment expenses, depreciation and deferred expenses, test expenses, entrusted external R&D expenses, and other expenses.

According to the nature of internal research and development project expenditures and considering whether the intangible assets ultimately formed from research and development activities are highly uncertain, the Group divides it into research phase expenditures and development phase expenditures. Expenses at the research stage are included in the current profit or loss when incurred; expenses at the development stage are capitalized when all of the following conditions are met: ① The Group evaluates that it is technically feasible to complete the intangible assets so that they will be available for use or sale; ② The Group has the intention to finish and use or sell the intangible assets; ③ The intangible assets are expected to bring economic benefits to the Group; ④ The Group has sufficient technical, financial and other resources to complete the development of the intangible assets as well as the ability to use or sell the intangible assets; ⑤ Expenses attributable to development stage of the intangible assets can be measured reliably. The development phase expenditures which do not meet the above conditions shall be included in current profits and losses when incurred.

### 三、重要會計政策及會計估計(續)

#### 20. 無形資產

本集團無形資產包括土地使用權、專利技術、軟件、商標權等,按取得時的實際成本計量,其中,購入的無形資產,按實際支付的價款和相關的其他支出作為實際成本;投資者投入的無形資產,按投資合同或協議約定的價值確定實際成本,但合同或協議約定價值不公允的,按公允價值確定實際成本。但對非同一控制下合併中取得被購買方擁有的但在其財務報表中未確認的無形資產,在進行初始確認時,按公允價值確認計量。

##### (1) 使用壽命及其確定依據、估計情況、攤銷方法或覆核程序

土地使用權從出讓起始日起,按其出讓年限平均攤銷;專利技術、軟件、商標權等無形資產按預計使用年限、合同規定的受益年限和法律規定的有效年限三者中最短者分期平均攤銷。攤銷金額按其受益對象計入相關資產成本和當期損益。對使用壽命有限的無形資產的預計使用壽命及攤銷方法於每年年度終了進行覆核,如發生改變,則作為會計估計變更處理。

在每個會計期間,本集團對使用壽命不確定的無形資產的預計使用壽命進行覆核。

##### (2) 研發支出的歸集範圍及相關會計處理方法

本集團研發支出的歸集範圍包括研發人員職工薪酬、直接投入費用、折舊及待攤費用、試驗費、委託外部研究開發費用、其他費用等。

本集團根據內部研究開發項目支出的性質以及研發活動最終形成無形資產是否具有較大不確定性,將其分為研究階段支出和開發階段支出。研究階段支出於發生時計入當期損益,對於開發階段的支出,在同時滿足以下條件時予以資本化:①本集團評估完成該無形資產以使其能夠使用或出售在技術上具有可行性;②本集團具有完成該無形資產並使用或出售的意圖;③無形資產預計能夠為本集團帶來經濟利益;④本集團有足夠的技術、財務資源和其他資源支持,以完成該無形資產的開發,並有能力使用或出售該無形資產;⑤歸屬於該無形資產開發階段的支出能夠可靠地計量。對於不滿足資本化條件的開發階段支出於發生時計入當期損益。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 21. Impairment of long-term assets

On each balance sheet date, the Group shall check the long-term equity investment, investment properties measured by cost model, fixed assets, construction in progress, right-of-use assets, intangible assets with limited service life, operating leasing assets, and other items. In case of any indication of impairment, the Group shall carry out an impairment assessment. Impairment test shall be conducted on goodwill, intangible assets with uncertain service life and development expenditures not yet available at the end of each year no matter whether there is any sign of impairment.

##### (1) Impairment of non-current assets except for financial assets (other than goodwill)

In conducting impairment tests, the Group determines the recoverable amount of an asset based on the higher of the following: the net amount obtained by deducting disposal costs from the fair value of the asset, and the present value of expected future cash flows from the asset. If the impairment test shows that the book value of the asset is higher than its recoverable amount, the difference shall be deemed as an impairment loss.

The Group estimates the recoverable amount on the individual asset item basis; where it is hard to estimate the recoverable amount on the individual asset item basis, determine the recoverable amount based on the asset group that the assets belong to. The assets group is determined by whether the main cash flow generated by the assets group is independent from those generated by other assets or assets groups.

The net balance of the fair value less the disposal cost is the price contained in sales agreement for similar assets in fair trade or the market price observed less the incremental costs attributable to the disposal of the asset. When the present value of the future cash flows is estimated, the Management must estimate the estimated future cash flow of the asset or the asset group and select the appropriate discount rate to determine the present value of future cash flow.

##### (2) Impairment of goodwill

For goodwill formed by a business combination, the Group amortizes its book value to a related asset group using a reasonable method at the acquisition date, and for those that are difficult to be amortized to related asset groups, they are amortized to related portfolio of asset groups. During impairment tests for the related asset group or portfolio of asset groups that contain(s) goodwill, if there are indications of impairment, the Group first tests the asset group or portfolio of asset groups that do(es) not contain goodwill and calculate the recoverable amount, and compare it with the related carrying amount to confirm the corresponding impairment loss; Then, the Group conduct impairment tests on the relevant asset group or portfolio of asset groups, comparing the carrying amount with the recoverable amount. If the recoverable amount is less than the carrying amount, the amount of impairment loss is first deducted from the carrying amount of goodwill allocated to the asset group or portfolio of asset groups, and then from the carrying amount of other assets based on their proportion within the asset group or portfolio of asset groups, excluding goodwill.

See Note V. 14 for the methods, parameters and assumptions of goodwill impairment test.

Once recognized, the above asset impairment losses will not be reversed in future accounting periods.

### 三、重要會計政策及會計估計(續)

#### 21. 長期資產減值

本集團於每一資產負債表日對長期股權投資、採用成本模式計量的投資性房地產、固定資產、在建工程、使用權資產、使用壽命有限的無形資產、經營租賃資產等項目進行檢查，當存在減值跡象時，本集團進行減值測試。對商譽、使用壽命不確定的無形資產、尚未達到預定可使用狀態的開發支出無論是否存在減值跡象，每年末均進行減值測試。

##### (1) 除金融資產之外的非流動資產減值(除商譽外)

本集團在進行減值測試時，按照資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者確定其可收回金額。減值測試後，若該資產的賬面價值超過其可收回金額，其差額確認為減值損失。

本集團以單項資產為基礎估計其可收回金額，難以對單項資產的可收回金額進行估計的，以該資產所屬資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。

##### (2) 商譽減值

本集團對企業合併形成的商譽，自購買日起將其賬面價值按照合理的方法分攤至相關的資產組，難以分攤至相關的資產組的分攤至相關的資產組組合。在對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，並與相關賬面價值相比較，確認相應的減值損失；再對包含商譽的資產組或者資產組組合進行減值測試，比較賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

商譽減值測試的方法、參數與假設，詳見附註五、14。

上述資產的減值損失一經確認，在以後會計期間不予轉回。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 22. Long-term deferred expenses

The long-term deferred expenses of the Group include turnover cylinders, house decoration and other expenses paid by the Group but amortized over more than one year during the current period and subsequent periods. Such expenses shall be equally amortized in the benefit period. If the long-term deferred expenses items will not benefit the future accounting period, the amortized value of unamortized items shall be all transferred to the current profits and losses.

#### 23. Employee compensation

Employee compensation of the Group includes short-term compensation, post-employment benefits, termination benefits, and other long-term benefits.

Short-term compensation includes employee salary, employee benefits, medical insurance, etc. The Group shall recognize the short-term compensation actually incurred as liability and include it in the current profits and losses or related asset cost during the accounting period when employees provide services.

Post-employment benefits mainly include basic pension insurance, unemployment insurance, etc., which shall be classified into a defined contribution plan and defined benefit plan as per the risk and obligation assumed by the Company. Contribution that paid to the individual subject for the services provided by the employees in the accounting period on the balance sheet date as per the defined contribution plan shall be recognized as liabilities, and included in the current profits and losses or related asset cost as per the benefit object.

For the defined benefit plan, the Group shall make estimate on the demographic variables and financial variables, measure obligations for set benefit plan, and recognize the belonging period of related obligations through consistent actuarial assumptions without prejudice as per the estimated cumulative welfare institutions method. The obligations incurred from the defined benefit plan shall be discounted as per the discount rate, to recognize the present value of obligations of the set benefit plan and cost of the current services.

Termination benefits refer to compensation provided to employees for terminating the labor relationship with employees before the expiration of the labor contract between the Group and the employee, or for encouraging the employees to voluntarily accept the reduction. For employees who have not terminated the labor contract with the Group but will no longer provide services for the Group in the future and cannot bring economic benefits to the Group, if the Group is committed to providing economic compensation with the nature of termination benefits, in case of "early retirement", economic compensation shall be treated as termination benefits before the official retirement date, and shall be treated as post-employment benefits after the official retirement date. Where the Group provides termination benefits to its employees, the liabilities of employee benefits arising from termination benefits shall be recognized and booked in current profits and losses at the earlier of the following two time points, i.e. when the Group cannot unilaterally withdraw the termination benefits provided by the Group as a result of the termination of the labor relations plan or the termination benefits offered by the redundancy proposals and when the Group recognizes the costs or costs associated with the restructuring involving the payment of termination benefits. If the termination benefits are not expected to be fully paid before 12 months after the end of the reporting period, the substantive termination work is completed within one year but the compensation payments exceed the termination plan of one-year payment, the Group will choose the appropriate discount rate, and the termination benefits of the current profits and losses will be measured according to the amount after discounting.

### 三、重要會計政策及會計估計(續)

#### 22. 長期待攤費用

本集團的長期待攤費用包括周轉瓶和房屋裝修等本集團已經支付但應由本期及以後各期分攤的期限在1年以上的費用。該等費用在受益期內平均攤銷，如果長期待攤費用項目不能使以後會計期間受益，則將尚未攤銷的該項目的攤余價值全部轉入當期損益。

#### 23. 職工薪酬

本集團職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期福利。

短期薪酬主要包括職工工資、職工福利費、醫療保險費等，在職工提供服務的會計期間，將實際發生的短期薪酬確認為負債，並按照受益對象計入當期損益或相關資產成本。

離職後福利主要包括基本養老保險費、失業保險費等，按照公司承擔的風險和義務，分類為設定提存計劃、設定受益計劃。對於設定提存計劃在根據在資產負債表日為換取職工在會計期間提供的服務而向單獨主體繳存的提存金確認為負債，並按照受益對象計入當期損益或相關資產成本。

對於設定受益計劃，本集團根據預期累計福利單位法，採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計，計量設定受益計劃所產生的義務，並確定相關義務的歸屬期間。按照折現率將設定受益計劃所產生的義務予以折現，以確定設定受益計劃義務的現值和當期服務成本。

辭退福利是指本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而給予職工的補償。對於職工雖然沒有與本集團解除勞動合同，但未來不再為本集團提供服務，不能為本集團帶來經濟利益，本集團承諾提供實質上具有辭退福利性質的經濟補償的，如發生「內退」的情況，在其正式退休日期之前應當比照辭退福利處理，在其正式退休日期之後，按照離職後福利處理。本集團向職工提供辭退福利的，在本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時，本集團確認涉及支付辭退福利的重組相關的成本或費用時兩者孰早日，確認辭退福利產生的職工薪酬負債，並計入當期損益。對於辭退福利預期在年度報告期間年末後十二個月內不能完全支付的辭退福利，實質性辭退工作在一年內實施完畢但補償款項超過一年支付的辭退計劃，本集團選擇恰當的折現率，以折現後的金額計量應計入當期損益的辭退福利金額。

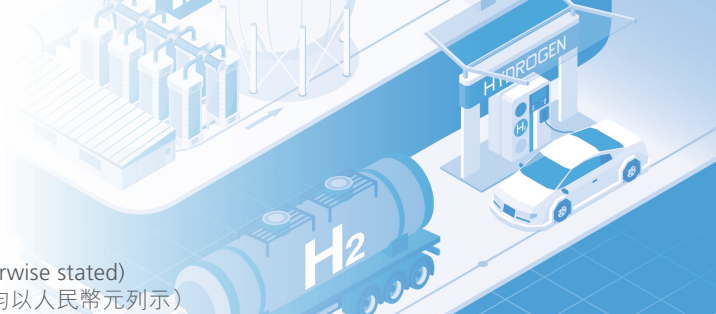
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 23. Employee compensation (Continued)

Other long-term benefits refer to employee compensation except for short-term benefits, post-employment benefits, and termination benefits, including long-term compensated absences, long-term disability welfare, long-term profit sharing plan, etc. Other long-term employee benefits provided by the Group to employees that meet the conditions of the defined contribution plan, the accounting shall be treated as per the provisions in the above defined contribution plan. Net liabilities or assets of other long-term employee benefits provided by the Group to employees and satisfying conditions of the defined benefit plan shall be recognized and measured as per provisions of the defined benefit plan. At the end of the reporting year, the Group recognizes employee compensation cost generated from other long-term employee benefits as the following components: service cost; net interest amount of net liabilities or assets of other long-term employee benefits; changes generated from the remeasurement of net liabilities or assets of other long-term employee benefits. The total net amount of the above item shall be included in the current profits and losses or related asset cost.

#### 24. Provision

When an external warranty, discount of commercial acceptance notes, pending legal proceedings or arbitration, warranty on quality of goods or other contingent matters meet the following requirements at the same time, the Group shall recognize such responsibilities as provision: the assumed responsibilities are current obligations; the fulfilment of such obligations will likely cause the outflow of economic benefits from the Group; the amount of such obligations can be measured reliably.

Provision is initially measured at the best estimate of expenditures required to perform relevant current obligations, and the risks, uncertainties, and time value of money related to contingencies are taken into comprehensive consideration. On the balance sheet date, the Group reviews the current best estimate and adjusts the carrying amount of the provision.

The contingent liabilities acquired from the acquiree in the business combination not under common control are initially measured at fair value. After initial recognition, they are subsequently measured at the higher of the amount recognized as provision, and the balance obtained by deducting the cumulative amortization determined in accordance with the revenue recognition principle from the initial recognized amount.

#### 25. Share-based payment

The stock payment settled by equity for obtaining services of employees shall be measured according to the fair value on the date when granting the equity instrument to employees. Where the equity instrument can be vested immediately upon being granted, the share-based payment is included in relevant costs or expenses at the fair value of equity instrument on the grant date and the capital reserve shall be increased accordingly. Where the equity instrument cannot be vested until the vesting period comes to an end or until the specified performance conditions are met, at each balance sheet date within the vesting period, the services acquired in the current period are, based on the optimal estimation of the number of vested equity instruments, included in relevant costs or expenses and capital reserve at the fair value specified on the grant date of equity instruments. If the terms for equity-settled share-based payment have been modified, the services obtained shall be recognized at least according to the terms and conditions prior to such modification. In addition, the increase of services obtained shall be recognized in the event of the modification causing the increase in the fair value of the granted equity instrument or the changes in favor of employees on the modification date.

### 三、重要會計政策及會計估計(續)

#### 23. 職工薪酬(續)

其他長期福利，是指除短期薪酬、離職後福利、辭退福利之外所有的職工薪酬，包括長期帶薪缺勤、長期殘疾福利、長期利潤分享計劃等。本集團向職工提供的其他長期職工福利，符合設定提存計劃條件的，按照設定提存計劃的有關規定進行會計處理。本集團向職工提供的其他長期職工福利，符合設定受益計劃條件的，本集團按照設定受益計劃的有關規定，確認和計量其他長期職工福利淨負債或淨資產。在報告年末，本集團將其他長期職工福利產生的職工薪酬成本確認為下列組成部分：服務成本；其他長期職工福利淨負債或淨資產的利息淨額；重新計量其他長期職工福利淨負債或淨資產所產生的變動。上述項目的總淨額計入當期損益或相關資產成本。

#### 24. 預計負債

當與對外擔保、商業承兌匯票貼現、未決訴訟或仲裁、產品質量保證等或有事項相關的業務同時符合以下條件時，本集團將其確認為負債：該義務是本集團承擔的現時義務；該義務的履行很可能導致經濟利益流出企業；該義務的金額能夠可靠地計量。

預計負債按照履行相關現時義務所需支出的最佳估計數進行初始計量，並綜合考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素。本集團於資產負債表日對當前最佳估計數進行覆核並對預計負債的賬面價值進行調整。

非同一控制下企業合併中取得的被購買方或有負債在初始確認時按照公允價值計量，在初始確認後，按照預計負債確認的金額，和初始確認金額扣除收入確認原則確定的累計攤銷額後的餘額，以兩者之中的較高者進行後續計量。

#### 25. 股份支付

用以換取職工提供服務的以權益結算的股份支付，以授予職工權益工具在授予日的公允價值計量。如授予後立即可行權，在授予日按照權益工具的公允價值計入相關成本或費用，相應增加資本公積。如需在完成等待期內的服務或達到規定業績條件才可可行權，在等待期內的每個資產負債表日，以對可行權權益工具數量的最佳估計為基礎，按照權益工具授予日的公允價值，將當期取得的服務計入相關成本或費用和資本公積。如果修改了以權益結算的股份支付的條款，至少按照未修改條款的情況確認取得的服務。此外，增加所授予權益工具公允價值的修改，或在修改日對職工有利的變更，均確認取得服務的增加。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 25. Share-based payment (Continued)

If the equity-settled share-based payment has been canceled, vesting shall be accelerated on the cancel date and the unrecognized amount shall be recognized immediately. In the event that the employees or other parties can choose to satisfy the non-exercisable conditions but fail to do so during the vesting period, such event shall be treated as cancellation of equity-settled share-based payment. However, if a new equity instrument has been granted and it is confirmed that such new equity instrument is used to replace the canceled one on the grant date of the new one, the newly granted equity instrument for replacement shall be treated by using the same method as that for treating the modification of terms and conditions for the original equity instrument.

Stock payment settled by cash shall be measured at the fair value of liabilities recognized based on stocks or other equity instruments assumed by the Group. For the stock payment with immediate vesting after it is granted, its relevant cost or expenditure shall be included on the date when it is vested with increasing the liabilities correspondingly; for the stock payment vesting only after the services in the waiting period is completed or the specified performance conditions are satisfied, the services obtained in the current period shall be recorded into costs or expenditures based on the optimal estimation of the vesting and at the fair value of the liabilities assumed by the Group on each balance sheet date within the waiting period, and the liabilities shall be adjusted correspondingly. On each balance sheet date and the settlement date prior to the settlement of the relevant liabilities, the fair value of the liabilities shall be re-measured, with the change of the fair value recognized into current profits and losses.

#### 26. Revenue recognition principles and measuring methods

The Group has fulfilled its performance obligations of the contract, meaning it recognizes the revenue when the customer has obtained the control rights of the relevant commodities or services. The acquisition of control over the relevant goods or services means to be able to dominate the use of the goods or the provision of the services and obtain almost all the economic benefits.

The operating revenue of the Group mainly includes income from goods sales, building rental income and site rental income.

##### (1) Revenue from sales of goods

The Group is engaged in the manufacturing of gas cylinder storage and transportation products and automated manufacturing equipment system integration products. Gas cylinder storage and transportation products mainly include seamless steel cylinders, wound cylinders, cryogenic cylinders, low-temperature storage and transportation equipment, etc. Automated manufacturing equipment system integration products mainly include ground conveying assembly system products, suspension chain air conveying system products, robot integrated application and stamping connection products, non-standard automatic special machine products, etc. The Group's sales mainly include domestic sales and overseas sales. The specific principles for recognition of revenue from sales of goods by the Group are as follows:

The sales contract between the Group and the customer usually contains only the performance obligation of the transferred goods. The Group usually recognizes revenue at delivering products to customers as agreed based on considering the following factors: current collection rights for the received goods, major risks in commodity ownership and transfer of remuneration, transferring of legal title to goods, transferring of physical assets and goods acceptance.

### 三、重要會計政策及會計估計(續)

#### 25. 股份支付(續)

如果取消了以權益結算的股份支付,則於取消日作為加速行權處理,立即確認尚未確認的金額。職工或其他方能夠選擇滿足非可行權條件但在等待期內未滿足的,作為取消以權益結算的股份支付處理。但是,如果授予新的權益工具,並在新權益工具授予日認定所授予的新權益工具是用於替代被取消的權益工具的,則以與處理原權益工具條款和條件修改相同的方式,對所授予的替代權益工具進行處理。

以現金結算的股份支付,按照本集團承擔的以股份或其他權益工具為基礎確定的負債的公允價值計量。如授予後立即可行權,在授予日以承擔負債的公允價值計入相關成本或費用,相應增加負債;如需完成等待期內的服務或達到規定業績條件以後才可行權,在等待期的每個資產負債表日,以對可行權情況的最佳估計為基礎,按照本集團承擔負債的公允價值金額,將當期取得的服務計入成本或費用,相應調整負債。在相關負債結算前的每個資產負債表日以及結算日,對負債的公允價值重新計量,其變動計入當期損益。

#### 26. 收入確認原則和計量方法

本集團在履行了合同中的履約義務,即在客戶取得相關商品或服務的控制權時,確認收入。取得相關商品或服務的控制權,是指能夠主導該商品的使用或該服務的提供並從中獲得幾乎全部的經濟利益。

本集團的營業收入主要包括銷售商品收入、房屋租賃費及場地租賃費等。

##### (1) 銷售商品收入

本集團從事氣瓶儲運產品、自動化製造設備系統集成產品的製造,氣瓶儲運產品主要包括鋼製無縫瓶、纏繞瓶、低溫瓶、低溫儲運裝備等,自動化製造設備系統集成產品主要為地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。本集團銷售主要包含境內銷售和境外銷售。本集團銷售商品收入確認具體原則如下:

本集團與客戶之間的銷售商品合同通常僅包含轉讓商品的履約義務。本集團通常在綜合考慮了下列因素的基礎上,以按約定向客戶交付產品時點確認收入:取得商品的現時收款權利、商品所有權上的主要風險和報酬的轉移、商品的法定所有權的轉移、商品實物資產的轉移、客戶接受該商品。

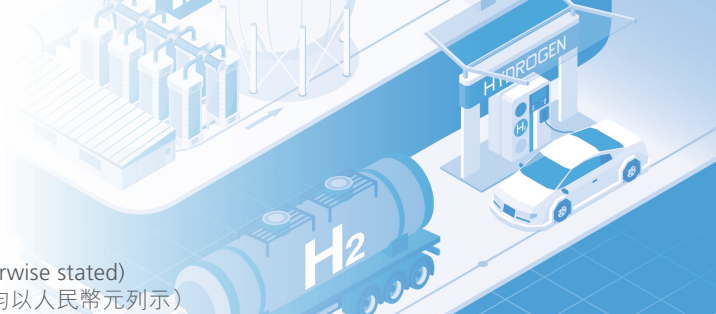
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 26. Revenue recognition principles and measuring methods (Continued)

##### (1) Revenue from sales of goods (Continued)

###### 1) Domestic sales

- ① If the Company is responsible for delivering the goods to the customer or the place of delivery designated by the customer according to the contract or order, the revenue from sales of goods is recognized after the goods have been delivered to the customer or the place designated by the customer and confirmed and signed by the customer;
- ② If the customer picks up the goods by himself/itself according to the contract or order, the revenue from sales of goods is recognized when the customer picks up the goods and signs the receipt.

###### 2) Overseas sales

According to the sales pricing transaction mode agreed in the sales contract or order signed with the export customer, the Group recognizes the revenue from sales of goods after the goods pass the ship's rail at the designated port of shipment and obtain the bill of lading or are delivered to its designated place of receipt for confirmation by the customer.

The Group takes the amount of consideration expected to be entitled to receive for the transfer of commodities to customers as the transaction price and determines it according to the terms of the contract and combining past business practices. Some contracts of the Group stipulate that when a customer purchases more than a certain quantity of goods, a certain discount can be enjoyed to directly deduct the amount payable by the customer when purchasing goods in the current period. The Group shall make the best estimate of discount based on the expected value and the most likely amount and include it in the transaction price to the extent that the estimated transaction price after discount does not exceed the amount of accumulative confirmed revenue that will most likely not be material reversed when the relevant uncertainty is removed. Moreover, the Group shall re-estimate the discount on each balance sheet date.

### 三、重要會計政策及會計估計(續)

#### 26. 收入確認原則和計量方法(續)

##### (1) 銷售商品收入(續)

###### 1) 境內銷售

- ① 由公司按照合同或訂單約定負責將貨物送達客戶或客戶指定交貨地點的，在貨物已運抵客戶或客戶指定地點，經客戶確認簽收，確認銷售商品收入；
- ② 按照合同或訂單約定由客戶自提貨物時，在客戶提取貨物並簽收時確認銷售收入。

###### 2) 境外銷售

本集團按照與外銷客戶簽署的銷售合同或訂單中約定的銷售定價交易模式，在指定的裝運港越過船舷並取得提單時或商品運送至其指定的收貨地點經客戶簽收確認後確認銷售商品收入。

本集團將因向客戶轉讓商品而預期有權收取的對價金額作為交易價格，並根據合同條款，結合以往的商業慣例予以確定。本集團部分合同約定當客戶購買商品超過一定數量時可享受一定折扣，直接抵減當期客戶購買商品時應支付的款項。本集團按照期望值或最有可能發生金額對折扣做出最佳估計，以估計折扣後的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額為限計入交易價格，並在每一個資產負債表日進行重新估計。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 26. Revenue recognition principles and measuring methods (Continued)

##### (1) Revenue from sales of goods (Continued)

##### 2) Overseas sales (Continued)

For any sales with a sales return clause, when the customer obtains control over relevant goods, the Group recognizes the revenue based on the amount of consideration expected to be entitled to receive due to the transfer of goods to the customer and recognizes the amount to be returned due to sales return as provisions; at the same time, according to the book value of the returned goods when they are expected to be transferred, the balance after deducting the expected cost of recovering the goods (including the impairment of the value of the returned goods) is recognized as an asset, that is, the return cost receivable, and the net amount of the above asset cost is carried forward according to the book value of the transferred goods when they are transferred. On each balance sheet date, the Group re-estimates the return of future sales and re-measures the above assets and liabilities.

For contracts that contain significant financing components, the Group determines the transaction price by assuming that the customer pays the payable amount in cash upon obtaining control of the goods. The nominal amount of the contract consideration is discounted to the current selling price of the goods using a discount rate. The difference between the determined transaction price and the contracted promised consideration is amortized over the contract period using the effective interest rate method.

According to the contractual stipulations, legal provisions, etc., the Group provides quality assurance for the goods sold, which belongs to the guarantee quality assurance to assure customers that the goods sold meet the established standards. The Group performs accounting treatment according to Note III. 24. Provision.

##### (2) Building rental income and site rental income.

The Group's rental income is derived from operating leases. Please refer to Note III. 29 Lease related contents.

### 三、重要會計政策及會計估計(續)

#### 26. 收入確認原則和計量方法(續)

##### (1) 銷售商品收入(續)

##### 2) 境外銷售(續)

對於附有銷售退回條款的銷售,本集團在客戶取得相關商品控制權時,按照因向客戶轉讓商品而預期有權收取的對價金額確認收入,按照預期因銷售退回將退還的金額確認為預計負債;同時,按照預期將退回商品轉讓時的賬面價值,扣除收回該商品預計發生的成本(包括退回商品的價值減損)後的餘額,確認為一項資產,即應收退貨成本,按照所轉讓商品轉讓時的賬面價值,扣除上述資產成本的淨額結轉成本。每一資產負債表日,本集團重新估計未來銷售退回情況,並對上述資產和負債進行重新計量。

對於合同中存在重大融資成分的,本集團按照假定客戶在取得商品控制權時即以現金支付的應付金額確定交易價格,使用將合同對價的名義金額折現為商品現銷價格的折現率,將確定的交易價格與合同承諾的對價金額之間的差額在合同期間內採用實際利率法攤銷。

根據合同約定、法律規定等,本集團為所銷售的商品提供質量保證,屬於為向客戶保證所銷售的商品符合既定標準的保證類質量保證,本集團按照附註三、24預計負債進行會計處理。

##### (2) 房屋租賃費及場地租賃費

本集團租賃收入為經營租賃收入,參照附註三、29租賃相關內容。

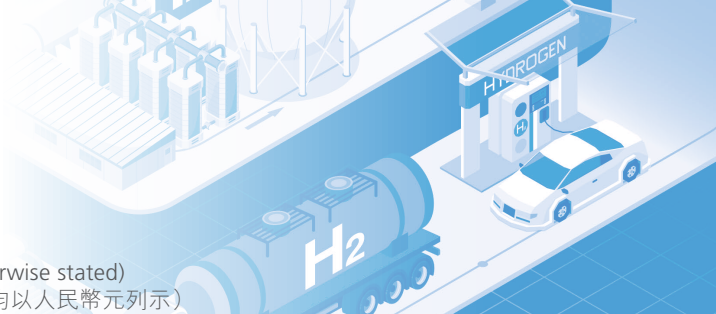
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 27. Government subsidies

The government subsidies shall be recognized on the basis of the satisfied requirements and the realized acquisition. Where the government subsidy is monetary asset, it shall be measured at the amount received; for subsidy granted as per the fixed quota standard, when there is unambiguous evidence showing that related conditions as stipulated in the financial supporting policies are met and it is expected that the financial supporting assets can be obtained, such subsidy shall be measured as per the receivable amount; where the government subsidy is non-monetary asset, it shall be measured at the fair value; if the fair value cannot be obtained, then it shall be measured at its nominal amount (RMB1).

Government subsidies fall into asset-related government subsidies and revenue-related government subsidies. The asset-related government subsidies refer to those obtained by the Group and used for the acquisition or construction of long-term assets or obtainment of such assets in other forms. The revenue-related government subsidies refer to those other than the asset-related government subsidies. If no assistance object is specified in the government documents, the Group shall determine it based on the above identifying principles. For those hard to be identified, classify them totally in the revenue-related government subsidies.

Asset-related government subsidies shall be recognized as deferred income. If it is recognized as deferred income, it will be included in the current profits and losses according to the reasonable and systematic method within the service life of the relevant asset. When the related assets are sold, assigned, transferred or damaged before the end of service life, all the undistributed deferred income shall be transferred to the current profits and losses of assets disposal.

The revenue-related government subsidies used to compensate for related costs or losses during future periods shall be recognized as deferred income and shall be recognized as current profits and losses at the period when it is recognized. The government subsidies related to daily activities shall be included in other income according to the essence of business transactions. The government subsidies not related to daily activities shall be included in the non-operating revenues and expenses.

### 三、重要會計政策及會計估計(續)

#### 27. 政府補助

政府補助在能夠滿足其所附的條件並且能夠收到時，予以確認。政府補助為貨幣性資產的，按照實際收到的金額計量，對於按照固定的定額標準撥付的補助，或對年末有確鑿證據表明能夠符合財政扶持政策規定的相關條件且預計能夠收到財政扶持資金時，按照應收的金額計量；政府補助為非貨幣性資產的，按照公允價值計量，公允價值不能可靠取得的，按照名義金額(1元)計量。

本集團的政府補助包括與資產相關的政府補助和與收益相關的政府補助。其中，與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助；與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。如果政府文件中未明確規定補助對象，本集團按照上述區分原則進行判斷，難以區分的，整體歸類為與收益相關的政府補助。

與資產相關的政府補助，確認為遞延收益，確認為遞延收益的與資產相關的政府補助，在相關資產使用壽命內按照合理、系統的方法分期計入當期損益。相關資產在使用壽命結束前被出售、轉讓、報廢或發生毀損的，將尚未分配的相關遞延收益餘額轉入資產處置當期的損益。

與收益相關的政府補助，用於補償以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間計入當期損益。與日常活動相關的政府補助，按照經濟業務實質，計入其他收益。與日常活動無關的政府補助，計入營業外收支。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 28. Deferred tax assets and deferred tax liabilities

Deferred tax assets and deferred tax liabilities of the Group are calculated and recognized based on the temporary differences arising from the differences between the tax bases and the book values of assets and liabilities, as well as the differences between the tax bases and the book values of items that are not recognized as assets or liabilities but for which the tax bases can be determined according to tax regulations.

The Group recognizes the deferred tax liabilities for all taxable temporary differences except under the following circumstances: (1) The temporary difference arises from the initial recognition of goodwill or the initial recognition of assets or liabilities incurred in a transaction which is not a business combination and which affects neither the accounting profit nor the taxable income (or deductible loss); (2) For taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, the Group is able to control the time of the reverse of such temporary difference, and it is probable that the temporary difference will not be reversed in the foreseeable future.

The Group recognizes deferred tax assets for deductible temporary differences, deductible losses and tax deduction except for the following circumstances to the extent that it is likely that future taxable income will be obtained for offsetting deductible temporary differences, deductible losses and tax deduction: (1) The temporary difference arises from the initial recognition of assets or liabilities incurred in a transaction which is not a business combination and affects neither the accounting profits nor the taxable income (or deductible losses); (2) Deductible temporary differences associated with investments in subsidiaries, associates and joint ventures that cannot meet the following conditions at the same time: The temporary difference is likely to be reversed in the foreseeable future, and it is likely that taxable income will be available in the future for deducting these temporary differences.

To the extent that there is probably enough taxable income to offset deductible losses, the Group recognizes the deferred tax assets with respect to all unused deductible losses. The Management makes the great judgment to estimate the date of occurrence and amount of future taxable income and to determine the recognized amount of deferred tax assets in combination with tax planning strategy. Therefore, there is uncertainty.

Deferred tax assets and liabilities shall be measured at applicable tax rate during the anticipated period for recovering such assets or paying off such liabilities on the balance sheet date.

### 三、重要會計政策及會計估計(續)

#### 28. 遞延所得稅資產和遞延所得稅負債

本集團遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值之間的差額、以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的計稅基礎與其賬面價值之間的差額產生的(暫時性差異)計算確認。

本集團對除以下情形外的所有應納稅暫時性差異確認遞延所得稅負債：(1)暫時性差異產生於商譽的初始確認或既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認；(2)與子公司、聯營企業及合營企業投資相關的應納稅暫時性差異，本集團能夠控制暫時性差異轉回的時間且該暫時性差異在可預見的未來很可能不會轉回的。

本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，對除以下情形外產生的可抵扣暫時性差異、可抵扣虧損和稅款抵減確認遞延所得稅資產：(1)暫時性差異產生於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認；(2)與子公司、聯營企業及合營企業投資相關的可抵扣暫時性差異，不能同時滿足以下條件的：暫時性差異在可預見的未來很可能轉回、未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

本集團在很可能有足夠的應納稅所得額用以抵扣可抵扣虧損的限度內，就所有尚未利用的可抵扣虧損確認遞延所得稅資產。管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃策略，決定應確認的遞延所得稅資產的金額，因此存在不確定性。

於資產負債表日，遞延所得稅資產和遞延所得稅負債，按照預期收回該資產或清償該負債期間的適用稅率計量。



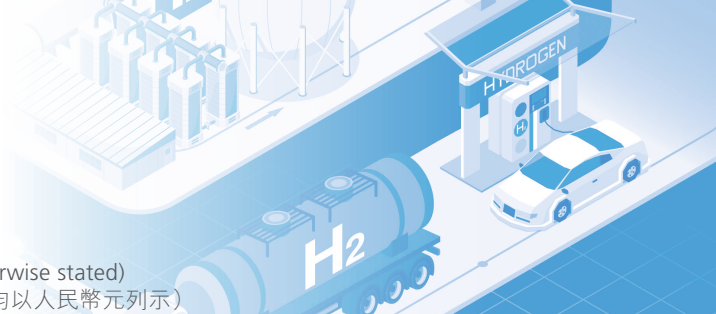
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 29. Lease

##### (1) Identification

On the commencement date of a contract, the Group evaluates whether the contract is a lease or includes a lease. If one party to the contract alienates the right to control the use of one or more identified assets within a certain period of time in exchange for consideration, the contract is a lease or includes a lease.

If the contract contains multiple separate leases at the same time, the Group will split the contract and carry out accounting treatment for each separate lease. If the contract includes both lease and non-lease parts, the Group will split the lease and non-lease parts and then carry out accounting treatment. The lease part shall be accounted for in accordance with the lease standards, and the non-lease part shall be accounted for in accordance with other applicable accounting standards for business enterprises.

##### (2) The Group as the lessee

###### 1) Recognition of leases

In addition to short-term leases and low-value asset leases, the Group recognizes the right-of-use asset for leases and lease liabilities at the commencement of the lease term.

The right-of-use asset refers to the right of the Group as the lessee to use the leased asset during the lease term and is initially measured at cost. The cost includes: ① initial measurement amount of lease liabilities; ② lease payment made at or before the commencement of the lease term (deducting the amount related to the enjoyed lease incentive); ③ initial direct expenses incurred; ④ costs expected to be incurred for dismantling and removing the leased asset, restoring the site where the leased asset is located, or restoring the leased asset to the state agreed in the leasing terms (except those incurred for the production of inventory). If the Group remeasures the lease liabilities in accordance with the relevant provisions of the leasing standards, the book value of the right-of-use asset shall be adjusted accordingly.

The Group depreciates the right-of-use asset by the straight-line method based on the expected consumption mode of economic benefits related to the right-of-use asset. If the ownership of the leased asset can be reasonably confirmed to be acquired at the expiration of the lease term, the depreciation shall be accrued within the remaining useful life of the leased asset; otherwise, the depreciation shall be accrued within the remaining lease term or the service life of the leased asset, whichever is shorter. The depreciation amount for provision is included in the cost of underlying assets or the current profits and losses according to the use of the right-of-use asset.

### 三、重要會計政策及會計估計(續)

#### 29. 租賃

##### (1) 租賃的識別

在合同開始日，本集團評估合同是否為租賃或者包含租賃。如果合同一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價，則該合同為租賃或者包含租賃。

合同中同時包含多項單獨租賃的，本集團將合同予以分拆，並分別各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的，本集團將租賃和非租賃部分分拆後進行會計處理。各租賃部分分別按照租賃準則進行會計處理，非租賃部分按照其他適用的企業會計準則進行會計處理。

##### (2) 本集團作為承租人

###### 1) 租賃確認

除了短期租賃和低價值資產租賃，在租賃期開始日，本集團對租賃確認使用權資產和租賃負債。

使用權資產，是指本集團作為承租人可在租賃期內使用租賃資產的權利，按照成本進行初始計量。該成本包括：①租賃負債的初始計量金額；②在租賃期開始日或之前支付的租賃付款額扣除已享受的租賃激勵相關金額；③發生的初始直接費用；④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本(屬於為生產存貨而發生的除外)。本集團按照租賃準則有關規定重新計量租賃負債的，相應調整使用權資產的賬面價值。

本集團根據與使用權資產有關的經濟利益的預期消耗方式以直線法對使用權資產計提折舊。能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產剩餘使用壽命內計提折舊；無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。計提的折舊金額根據使用權資產的用途，計入相關資產的成本或者當期損益。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 29. Lease (Continued)

##### (2) The Group as the lessee (Continued)

###### 1) Recognition of leases (Continued)

The Group initially measures the lease liabilities according to the present value of the lease payment which is not made at the commencement of the lease term. The lease payment includes: ① fixed payment and substantial fixed payment, deducting the amount related to lease incentives; ② variable lease payment depending on index or ratio; ③ exercise price of purchase option when the Group reasonably determines to exercise purchase option; ④ payment made for exercising the option to terminate the lease when the lease term reflects that the Group exercises such option; ⑤ amount expected to be paid according to the guaranteed residual value provided by this Group.

In the calculation of the present value of the lease payment, the Group adopts the interest rate implicit in lease as the discount rate. If the Group is unable to determine the interest rate implicit in lease, the incremental borrowing rate will be taken as the discount rate. The interest expenses of the lease liabilities within each lease term shall be calculated according to the fixed periodic rate by the Group, and included in the current profits and losses, except for those that should be capitalized.

When the Group recognizes the interest on the lease liabilities after the commencement of the lease term, it will increase the book value of the lease liabilities; When making the lease payment, it will reduce the book value of the lease liabilities. If there is any change in the substantial fixed payment, the expected amount payable of the guaranteed residual value, the index or ratio for determination of the lease payment, the evaluation result of the purchase option, renewal option or termination option, or the actual exercise of the options, the Group will re-measure the lease liabilities according to the present value of the lease payment after the change.

###### 2) Short-term lease and low-value asset lease

For the short-term lease with a lease term of not more than 12 months and low-value asset lease with a lower value when a single leased asset is brand new, the Group chooses not to recognize the right-of-use asset and lease liabilities. The Group will include the lease payment for short-term lease and low-value asset lease into the related asset cost or current profits and losses by the straight-line method or other systematic and reasonable methods during each lease term.

### 三、重要會計政策及會計估計(續)

#### 29. 租賃(續)

##### (2) 本集團作為承租人(續)

###### 1) 租賃確認(續)

本集團按照租賃期開始日尚未支付的租賃付款額的現值對租賃負債進行初始計量。租賃付款額包括：①固定付款額及實質固定付款額，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額；③本集團合理確定將行使購買選擇權時，購買選擇權的行權價格；④租賃期反映出本集團將行使終止租賃選擇權時，行使終止租賃選擇權需支付的款項；⑤根據本集團提供的擔保余值預計應支付的款項。

在計算租賃付款額的現值時，本集團採用租賃內含利率作為折現率。本集團因無法確定租賃內含利率的，採用增量借款利率作為折現率。本集團按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益，但應當資本化的除外。

在租賃期開始日後，本集團確認租賃負債的利息時，增加租賃負債的賬面金額；支付租賃付款額時，減少租賃負債的賬面金額。當實質固定付款額發生變動、擔保余值預計的應付金額發生變化、用於確定租賃付款額的指數或比率發生變動、購買選擇權、續租選擇權或終止選擇權的評估結果或實際行權情況發生變化時，本集團按照變動後的租賃付款額的現值重新計量租賃負債。

###### 2) 短期租賃和低價值資產租賃

對於租賃期不超過12個月的短期租賃和單項租賃資產為全新資產時價值較低的低價值資產租賃，本集團選擇不確認使用權資產和租賃負債。本集團將短期租賃和低價值資產租賃的租賃付款額，在租賃期內各個期間按照直線法或其他系統合理的方法計入相關資產成本或當期損益。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 29. Lease (Continued)

##### (3) The Group as the lessor

As the lessor, if a lease substantially transfers almost all risks and rewards related to the ownership of the leased asset, the Group shall classify the lease as a finance lease, and other leases other than the finance lease as operating leases.

##### 1) Finance lease

At the commencement of the lease term, the Group recognizes the finance lease receivables for the finance lease and derecognizes the finance leasing assets. When the Group initially measures the finance lease receivables, the net investment in a lease is taken as the entry value of the finance lease receivables.

The net investment in a lease is equivalent to the sum of the unguaranteed residual value and the present value of the lease receipts that have not yet been received at the commencement of the lease term which is discounted at the interest rate implicit in the lease. The Group calculates and recognizes interest income in each lease term at a fixed periodic rate. Variable lease payments obtained by the Group but not included in the measurement of net investment in leases are recognized in the current profits and losses when actually incurred.

##### 2) Operating lease

In each lease term, the Group will recognize the lease amount of operating lease as the rental income by the straight-line method.

The initial direct expense incurred by the Group relating to the operating lease shall be capitalized to the cost of the underlying asset of the lease and shall be included in the current profits and losses in stages during the lease term according to the same recognition basis as rental income. The Group's variable lease payment which is related to operating lease and not included in lease receipts is included in the current profits and losses when is actually occurs.

If there is a change in the operating lease, the Group will take it as a new lease from the effective date of change, and the lease receipts received in advance or receivable related to the lease before the change will be regarded as the receipts for the new lease.

### 三、重要會計政策及會計估計(續)

#### 29. 租賃(續)

##### (3) 本集團作為出租人

本集團作為出租人，如果一項租賃實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬，本集團將該項租賃分類為融資租賃，除此之外分類為經營租賃。

##### 1) 融資租賃

在租賃期開始日，本集團對融資租賃確認應收融資租賃款，並終止確認融資租賃資產。本集團對應收融資租賃款進行初始計量時，以租賃投資淨額作為應收融資租賃款的入賬價值。

租賃投資淨額為未擔保余值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。本集團按照固定的週期性利率計算並確認租賃期內各個期間的利息收入。本集團取得的未納入租賃投資淨額計量的可變租賃付款額在實際發生時計入當期損益。

##### 2) 經營租賃

在租賃期內各個期間，本集團採用直線法將經營租賃的租賃收款額確認為租金收入。

本集團發生的與經營租賃有關的初始直接費用資本化至租賃標的資產的成本，在租賃期內按照與租金收入相同的確認基礎分期計入當期損益。本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額，在實際發生時計入當期損益。

經營租賃發生變更的，本集團自變更生效日開始，將其作為一項新的租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 30. Held-for-sale

Where the Group recovers its book value mainly through the sales (including the exchange of non-monetary assets of commercial nature, similarly hereinafter) other than the continuous use of a non-current asset or disposal group, the non-current asset or disposal group shall be classified as held-for-sale.

The Group classifies the non-current assets or disposal groups meeting the following conditions as the held-for-sale assets: 1) the non-current assets or disposal groups can be immediately sold under current conditions pursuant to general terms for selling such assets or disposal groups; and 2) the sales are very likely to occur, i.e., a resolution has been made on a sales plan and a definitive purchase commitment has been obtained, and the sales are expected to be completed within one year. Relevant regulations require that the relevant approval needs to be obtained for those available for sale after approval by relevant authorities or regulators. If the book value of non-current assets or disposal groups held by the Group (except financial assets, deferred tax assets, investment real estate measured at fair value, assets formed by employee compensation, etc.) is higher than the net amount obtained by deducting the selling expenses from the fair value, the book value shall be reduced to the net amount obtained by deducting the selling expenses from the fair value, and the write-down amount shall be recognized as the asset impairment losses and shall be included in the current profits and losses and the impairment provision of held-for-sale assets shall be made at the same time.

If the Group loses control over its subsidiaries due to the sales of investment in subsidiaries and other reasons, whether the Group reserves some of its equity investments after the sales or not, when the investment in subsidiaries to be sold meets the conditions for the held-for-sale assets, the investment in subsidiaries will be classified as the held-for-sale assets as a whole in the individual financial statements of the parent company and all the assets and liabilities of subsidiaries will be classified as the held-for-sale assets in the consolidated financial statements.

Held-for-sale non-current assets or non-current assets in disposal groups are not depreciated or amortized and interest and other expenses on liabilities in held-for-sale disposal groups continue to be recognized.

When the held-for-sale non-current assets or disposal groups are derecognized, the unrecognized gains or losses shall be included in the current profits and losses.

### 三、重要會計政策及會計估計(續)

#### 30. 持有待售

本集團主要通過出售(包括具有商業實質的非貨幣性資產交換，下同)而非持續使用一項非流動資產或處置組收回其賬面價值的，將其劃分為持有待售類別。

本集團將同時符合下列條件的非流動資產或處置組劃分為持有待售：1) 根據類似交易中出售此類資產或處置組的慣例，在當前狀況下即可立即出售；2) 出售極可能發生，即已經就一項出售計劃作出決議且獲得確定的購買承諾，預計出售將在一年內完成。有關規定要求相關權力機構或者監管部門批准後方可出售的需要獲得相關批准。本集團持有的非流動資產或處置組(除金融資產、遞延所得稅資產、以公允價值計量的投資性房地產、職工薪酬形成的資產等外)賬面價值高於公允價值減去出售費用後的淨額的，將賬面價值減記至公允價值減去出售費用後的淨額，減記的金額確認為資產減值損失，計入當期損益，同時計提持有待售資產減值準備。

本集團因出售對子公司的投資等原因導致喪失對子公司控制權的，無論出售後本集團是否保留部分權益性投資，在擬出售的對子公司投資滿足持有待售類別劃分條件時，在母公司個別財務報表中將對子公司投資整體劃分為持有待售類別，在合併財務報表中將子公司所有資產和負債劃分為持有待售類別。

持有待售的非流動資產或處置組中的非流動資產不計提折舊或攤銷，持有待售的處置組中負債的利息和其他費用繼續予以確認。

終止確認持有待售的非流動資產或處置組時，將尚未確認的利得或損失計入當期損益。



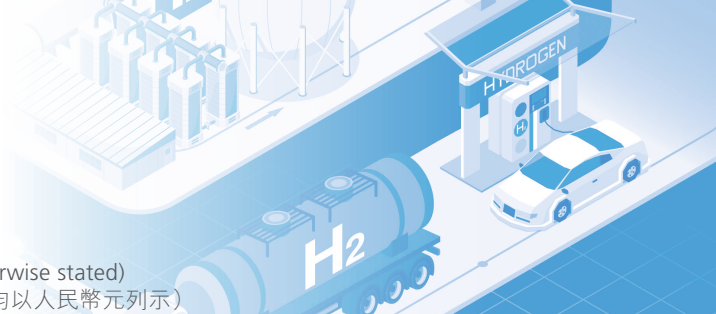
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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 31. Discontinued operations

Discontinued operations refer to the components of the Group which meet one of the following conditions, which could be separately distinguished, and that such components have been disposed or been classified as the type of held-for-sale assets: (1) Such components represent an independent main business or separate main operating areas; (2) Such components are parts of a related plan to dispose of an independent main business or a separate main business area; (3) Such components are subsidiaries specially acquired for resale.

In the income statement, the Group added items such as “net profit from continuing operations” and “net profit from discontinued operations” under the item of “Net Profit” to respectively reflect the profits or losses related to continuing operations and discontinued operations with the net amount after tax. Profits and losses related to discontinued operations shall be presented as profits or losses from discontinued operations. The presented profits or losses from discontinued operations shall cover the entire reporting period, not only the reporting period after the operations are recognized as discontinued operations.

#### 32. Measurement of fair value

The Group measures the equity instrument investment at fair value on each balance sheet date. Fair value refers to the price to be received for the sale of an asset or to be paid for the transfer of liability by the market participants in the orderly transaction on the measurement date.

If the assets and liabilities are measured or disclosed at fair value in financial statements, the level to which the fair value belongs shall be determined according to the lowest level inputs, which is of significance to the integral measurement of fair value: the inputs for Level 1 are the unadjusted quotation of identical assets or liabilities in the active market which can be obtained on the measurement date; the inputs for Level 2 are the inputs directly or indirectly observable for relevant assets or liabilities other than those for Level 1; the inputs for Level 3 are the inputs that are unobservable for relevant assets or liabilities.

The fair value of financial instruments traded in an active market is determined at the quoted market price, and the fair value of those not traded in an active market is determined by the Group using valuation technique. The valuation model used is mainly the discounted cash flow model. The input of valuation technique mainly includes: the risk-free interest rate, credit premium and liquidity premium for debt; valuation multiplier and liquidity discount for equity.

Level 3 fair value is determined based on the Group's evaluation model, such as discounted cash flow model. The Group also considers the initial transaction price, recent transactions with identical or similar financial instruments or fully third-party transactions with comparable financial instruments. As of December 31, 2023, Level 3 financial assets measured at fair value are valued using significant unobservable inputs such as discount rates, but their fair value is not significantly sensitive to reasonable changes in these significant unobservable inputs.

### 三、重要會計政策及會計估計(續)

#### 31. 終止經營

終止經營，是指本集團滿足下列條件之一的、能夠單獨區分的組成部分，且該組成部分已經處置或劃分為持有待售類別：(1)該組成部分代表一項獨立的主要業務或一個單獨的主要經營地區；(2)該組成部分是擬對一項獨立的主要業務或一個單獨的主要經營地區進行處置的一項相關聯計劃的一部分；(3)該組成部分是專為轉售而取得的子公司。

在利潤表中，本集團在利潤表「淨利潤」項下增設「持續經營淨利潤」和「終止經營淨利潤」項目，以稅後淨額分別反映持續經營相關損益和終止經營相關損益。終止經營的相關損益應當作為終止經營損益列報，列報的終止經營損益包含整個報告期間，而不僅包含認定為終止經營後的報告期間。

#### 32. 公允價值的計量

本集團於每個資產負債表日以公允價值計量權益工具投資。公允價值，是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。

在財務報表中以公允價值計量或披露的資產和負債，根據對公允價值計量整體而言具有重要意義的最低層次輸入值，確定所屬的公允價值層次：第一層次輸入值，在計量日能夠取得的可比資產或負債在活躍市場上未經調整的報價；第二層次輸入值，除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；第三層次輸入值，相關資產或負債的不可觀察輸入值。

對於在活躍市場上交易的金融工具，本集團以其活躍市場報價確定其公允價值；對於不在活躍市場上交易的金融工具，本集團採用估值技術確定其公允價值，所使用的估值模型主要為現金流量折現模型。估值技術的輸入值主要包括：債權類為無風險利率、信用溢價和流動性溢價；股權類為估值乘數和流動性折價。

第三層級的公允價值以本集團的評估模型為依據確定，例如現金流折現模型。本集團還會考慮初始交易價格，相同或類似金融工具的近期交易，或者可比金融工具的完全第三方交易。於2023年12月31日，以公允價值計量的第三層級金融資產在估值時使用貼現率等重大不可觀察的輸入值，但其公允價值對這些重大不可觀察輸入值的合理變動無重大敏感性。



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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 32. Measurement of fair value (Continued)

The Group adopts the market method to determine the fair value of unlisted equity investments. This requires the Group to identify comparable listed companies, select market multipliers and estimate liquidity discounts, which involves uncertainty.

On each balance sheet date, the Group reassesses the assets and liabilities recognized in the financial statements that are continuously measured at fair value to determine whether conversion occurs between levels of fair value measurement.

#### 33. Changes in significant accounting policies and accounting estimates

##### (1) Changes in significant accounting policy

###### Contents and reasons of changes in accounting policies

會計政策變更的內容和原因

In November 2022, the Ministry of Finance issued *Interpretation No. 16 of the Accounting Standards for Business Enterprises* (CK [2022] No. 31) (hereinafter referred to as "Interpretation No. 16") contains provisions on "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption", "accounting treatment for the income tax impact of financial instruments classified as equity instruments by the issuer" and "accounting treatment for the modification of cash-settled share-based payments to equity-settled share-based payments". The provisions regarding the deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption will be effective from January 1, 2023.

財政部於2022年11月發佈了《企業會計準則解釋第16號》(財會[2022]31號)(以下簡稱解釋第16號)。規定了「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」、「關於發行方分類為權益工具的金融工具相關股利的所得稅影響的會計處理」、「關於企業將以現金結算的股份支付修改為以權益結算的股份支付的會計處理」內容，其中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」內容自2023年1月1日起施行。

### 三、重要會計政策及會計估計(續)

#### 32. 公允價值的計量(續)

本集團採用市場法確定對非上市股權投資的公允價值。這要求本集團確定可比上市公司、選擇市場乘數、對流動性折價進行估計等，因此具有不確定性。

每個資產負債表日，本集團對在財務報表中確認的持續以公允價值計量的資產和負債進行重新評估，以確定是否在公允價值計量層次之間發生轉換。

#### 33. 重要會計政策和會計估計變更

##### (1) 重要會計政策變更

###### Remarks

備註

The Group has implemented relevant accounting treatment from January 1, 2023 and handled it in accordance with relevant connection regulations. Retroactive adjustments are made for comparable periods, and the cumulative effect is adjusted to the beginning retained earnings and other relevant financial statement items in the earliest period presented in the financial statements. The impact of Interpretation No. 16 on the Group's financial position and operating results is detailed in the following table

本集團自2023年1月1日開始執行相關會計處理，並按照有關的銜接規定進行了處理。對可比期間進行追溯調整，並將累積影響數調整財務報表列報最早期間的期初留存收益及其他相關財務報表項目。執行解釋第16號對集團財務狀況和經營成果影響詳見下表

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### 33. Changes in significant accounting policies and accounting estimates (Continued)

##### (1) Changes in significant accounting policy (Continued)

Impact of consolidated financial statements:

Affected items	受影響的項目	December 31, 2022 (January-December 2022) 2022年12月31日 (2022年1-12月)		
		Before adjustment 調整前	Adjustment amount 調整金額	After adjustment 調整後
<b>Total assets</b>	<b>資產合計</b>	<b>2,434,589,099.53</b>	<b>61,415,208.60</b>	<b>2,496,004,308.13</b>
Including: deferred tax assets	其中: 遞延所得稅資產	8,340,599.88	61,415,208.60	69,755,808.48
<b>Total liabilities</b>	<b>負債合計</b>	<b>1,028,107,632.72</b>	<b>54,735,942.68</b>	<b>1,082,843,575.40</b>
Including: deferred tax liabilities	其中: 遞延所得稅負債	7,255,633.01	54,735,942.68	61,991,575.69
<b>Total shareholders' equity</b>	<b>股東權益合計</b>	<b>1,406,481,466.81</b>	<b>6,679,265.92</b>	<b>1,413,160,732.73</b>
Including: undistributed profits	其中: 未分配利潤	-669,031,286.39	3,352,802.50	-665,678,483.89
Non-controlling interests	少數股東權益	334,216,404.18	3,326,463.42	337,542,867.60
<b>Net profit</b>	<b>淨利潤</b>	<b>14,054,155.76</b>	<b>-278,286.08</b>	<b>13,775,869.68</b>
Including: net profits attributable to owners of the parent company	其中: 歸屬於母公司所有者的淨利潤	18,302,413.93	12,741.17	18,315,155.10
Non-controlling interests	少數股東損益	-4,248,258.17	-291,027.25	-4,539,285.42
Investment income	投資收益	25,075,531.62	277,429.34	25,352,960.96
Non-operating revenue	營業外收入	12,213,843.95	147,652.68	12,361,496.63
Income tax expenses	所得稅費用	7,298,542.11	703,368.10	8,001,910.21

Impact on the financial statements of the parent company:

母公司財務報表影響:

Affected items	受影響的項目	December 31, 2022 (January-December 2022) 2022年12月31日 (2022年1-12月)		
		Before adjustment 調整前	Adjustment amount 調整金額	After adjustment 調整後
<b>Total assets</b>	<b>資產合計</b>	<b>1,729,513,005.40</b>	<b>460,670.43</b>	<b>1,729,973,675.83</b>
Including: deferred tax assets	其中: 遞延所得稅資產	0.00	460,670.43	460,670.43
<b>Total liabilities</b>	<b>負債合計</b>	<b>83,726,308.03</b>	<b>529,866.64</b>	<b>84,256,174.67</b>
Including: deferred tax liabilities	其中: 遞延所得稅負債	0.00	529,866.64	529,866.64
<b>Total shareholders' equity</b>	<b>股東權益合計</b>	<b>1,645,786,697.37</b>	<b>-69,196.21</b>	<b>1,645,717,501.16</b>
Including: undistributed profits	其中: 未分配利潤	-58,367,317.04	-69,196.21	-58,436,513.25
<b>Net profit</b>	<b>淨利潤</b>	<b>-3,832,348.54</b>	<b>-69,196.21</b>	<b>-3,901,544.75</b>
Including: income tax expenses	其中: 所得稅費用	0.00	69,196.21	69,196.21

##### (2) Changes in significant accounting estimates

None.

##### (2) 重要會計估計變更

無。

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### IV. Taxes

#### 1. Main taxes and tax rates

Tax category 稅種	Taxation basis 計稅依據	Tax rate 稅率
VAT 增值稅	Taxable amount of added value 應納稅增值額	13%, 9%, 6%, and 5%
Urban maintenance and construction tax 城市維護建設稅	VAT payable 應納增值稅額	7%, 5%
Educational surcharges 教育費附加	VAT payable 應納增值稅額	3%
Local education surcharges 地方教育費附加	VAT payable 應納增值稅額	2%
Real estate tax 房產稅	70%-80% of the original house property value and income from house property leasing 房產原值的70%-80%和房產租賃收入	1.2% and 12%
Corporate income tax 企業所得稅	Taxable income 應納稅所得額	25%, 15%
Corporate income tax (Hong Kong, China) 香港利得稅	Taxable income 應納稅所得額	16.50%
Corporate income tax (the United States) 美國企業所得稅	Taxable income 應納稅所得額	21%

Taxpayer's description for the different tax rates of corporate income taxes:

不同企業所得稅稅率納稅主體說明:

Name of taxpayer	納稅主體名稱	Income tax rate 所得稅稅率
The Company	本公司	25%
Beijing Tianhai Industry Co., Ltd.	北京天海工業有限公司	15%
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	15%
Shanghai Tianhai Composite Cylinders Co., Ltd.	上海天海復合氣瓶有限公司	15%
Beijing Tianhai Cryogenic Equipment Co., Ltd.	北京天海低溫設備有限公司	25%
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.	北京天海氫能裝備有限公司	15%
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.	北京明暉天海氣體儲運裝備銷售有限公司	15%
Kuancheng Tianhai Pressure Container Co., Ltd.	寬城天海壓力容器有限公司	15%
BTIC America Corporation	BTIC AMERICA CORPORATION(天海美洲公司)	21%
Jingcheng Holding (Hong Kong) Co., Ltd.	京城控股(香港)有限公司	16.50%
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	15%
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	北京京城海通科技文化發展有限公司	25%

#### 2. Tax preference

On December 1, 2022, Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company (hereinafter referred to as BTIC), obtained a high-tech enterprise certificate with the certificate number GR202211004332 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On December 8, 2023, Tianjin Tianhai High Pressure Container Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202312003152. The certificate was jointly issued by Tianjin Municipal Science and Technology Bureau, Tianjin Finance Bureau and Tianjin Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

#### 2. 稅收優惠

本公司之子公司北京天海工業有限公司(以下簡稱北京天海)2022年12月1日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202211004332的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司天津天海高壓容器有限責任公司2023年12月8日取得由天津市科學技術局、天津市財政局、國家稅務總局天津市稅務局聯合頒發的證書號為GR202312003152的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

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### IV. Taxes (Continued)

#### 2. Tax preference (Continued)

On December 12, 2023, Shanghai Tianhai Composite Cylinders Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202331006818. The certificate was jointly issued by Science and Technology Commission of Shanghai Municipality, Shanghai Municipal Finance Bureau and Shanghai Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On November 30, 2023, Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202311005600 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, and Beijing Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On December 20, 2023, Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202311009688 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, and Beijing Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On November 22, 2022, Kuancheng Tianhai Pressure Container Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202213003894 jointly issued by Hebei Provincial Department of Science and Technology, Hebei Provincial Finance Department, Hebei Provincial Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On November 14, 2021, Qingdao BYTQ United Digital Intelligence Co., Ltd., a subsidiary of the Company, received a High-tech Enterprise Certificate numbered GR202137100429 from Qingdao Municipal Science and Technology Bureau, Qingdao Municipal Finance Bureau, and Qingdao Tax Service, State Taxation Administration, with a validity period of three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

According to the *Notice of the Ministry of Finance and the State Taxation Administration on Extending the Period of Loss Carry-over of High-tech Enterprises and Small and Medium-sized Tech Enterprises* (CS [2018] No.76), from January 1, 2018, enterprises with the qualifications of high-tech enterprises or small and medium-sized tech enterprises (hereinafter collectively referred to as qualifications) will be allowed to make up the outstanding losses incurred in the five years before the eligible year, and the maximum carry-over period will be extended from five years to ten years.

### 四、稅項(續)

#### 2. 稅收優惠(續)

本公司之下屬公司上海天海復合氣瓶有限公司2023年12月12日取得由上海市科學技術委員會、上海市財政局、國家稅務總局上海市稅務局聯合頒發的證書號為GR202331006818的高新技術企業證書，證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司北京天海氫能裝備有限公司2023年11月30日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202311005600的高新技術企業證書，證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司北京明暉天海氣體儲運裝備銷售有限公司2023年12月20日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202311009688的高新技術企業證書，證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司寬城天海壓力容器有限公司2022年11月22日取得由河北省科學技術廳、河北省財政廳、國家稅務總局河北省稅務局頒發的證書號為GR202213003894的高新技術企業證書，證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司青島北洋天青數聯智能有限公司2021年11月14日取得由青島市科學技術局、青島市財政局、國家稅務總局青島市稅務局頒發的證書號為GR202137100429的高新技術企業證書，證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

根據《財政部國家稅務總局關於延長高新技術企業和科技型中小企業虧損結轉年限的通知》財稅[2018]76號，自2018年1月1日起，當年具備高新技術企業或科技型中小企業資格(以下統稱資格)的企業，其具備資格年度之前5個年度發生的尚未彌補完的虧損，准予結轉以後年度彌補，最長結轉年限由5年延長至10年。



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### V. Notes to Main Items in Consolidated Financial Statements

Unless otherwise stated, among the following disclosed data in the financial statements, the “beginning balance” refers to the balance on January 01, 2023, the “ending balance” refers to the balance on December 31, 2023, the “current year” refers to the period from January 01 to December 31, 2023, the “previous year” refers to the period from January 01 to December 31, 2022, and the monetary unit is RMB.

#### 1. Monetary fund

##### (1) Balance of monetary funds

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Cash on hand	庫存現金	129,917.68	132,679.87
Cash at bank	銀行存款	429,718,900.77	267,295,167.34
Other monetary funds	其他貨幣資金	72,917,197.47	69,200,146.03
Deposits in financial companies	存放財務公司存款	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>502,766,015.92</b>	<b>336,627,993.24</b>
Including: total amount deposited abroad	其中：存放在境外的款項總額	14,132,683.45	8,781,364.11

##### (2) Limited monetary funds

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Margin for bank acceptance bill	銀行承兌匯票保證金	65,688,058.02	46,822,813.02
L/C guarantee deposits	信用證保證金	7,228,638.76	22,374,406.22
Bond for letter of guarantee	保函保證金	500.69	2,926.79
Litigation freezing	訴訟凍結	0.00	3,625,647.23
<b>Total</b>	<b>合計</b>	<b>72,917,197.47</b>	<b>72,825,793.26</b>

### 五、合併財務報表主要項目註釋

下列所披露的財務報表數據，除特別註明之外，「年初餘額」系指2023年1月1日，「年末餘額」系指2023年12月31日，「本年」系指2023年度，「上年」系指2022年度，貨幣單位為人民幣元。

#### 1. 貨幣資金

##### (1) 貨幣資金餘額

Ending balance 年末餘額	Beginning balance 年初餘額
129,917.68	132,679.87
429,718,900.77	267,295,167.34
72,917,197.47	69,200,146.03
0.00	0.00
<b>502,766,015.92</b>	<b>336,627,993.24</b>
<b>14,132,683.45</b>	<b>8,781,364.11</b>

##### (2) 受限制的貨幣資金明細

Ending balance 年末餘額	Beginning balance 年初餘額
65,688,058.02	46,822,813.02
7,228,638.76	22,374,406.22
500.69	2,926.79
0.00	3,625,647.23
<b>72,917,197.47</b>	<b>72,825,793.26</b>



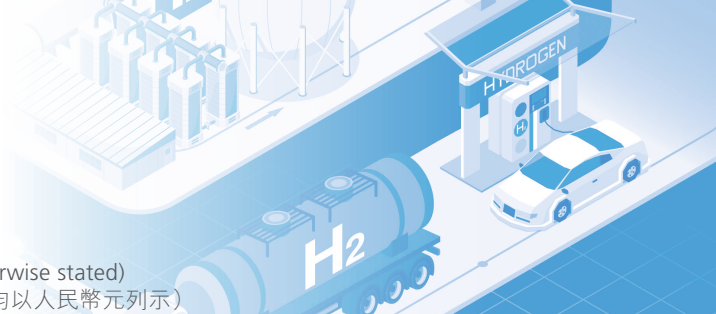
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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 2. Notes receivable

#### 2. 應收票據

##### (1) Notes receivable listed by category

##### (1) 應收票據分類列示

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Bank acceptance bill	銀行承兌匯票	2,900,000.00	8,537,056.96
Commercial acceptance bill	商業承兌匯票	690,000.00	66,796.56
<b>Total</b>	<b>合計</b>	<b>3,590,000.00</b>	<b>8,603,853.52</b>

##### (2) No notes receivable that have been pledged at the end of the year

(2) 年末無已質押的應收票據。

##### (3) Notes receivable which have been endorsed or discounted but not yet expired on the balance sheet date at the end of the year

(3) 年末已經背書或貼現且在資產負債表日尚未到期的應收票據

Item	項目	Derecognition amount at the end of the year 年末終止確認金額	Non-derecognition amount at the end of the year 年末未終止確認金額
Bank acceptance bill	銀行承兌匯票	0.00	3,136,000.00
Commercial acceptance bill	商業承兌匯票	0.00	100,000.00
<b>Total</b>	<b>合計</b>	<b>0.00</b>	<b>3,236,000.00</b>

##### (4) No notes which were converted to accounts receivable due to the drawer's failure of performance at the end of the year.

(4) 年末無因出票人未履約而將其轉應收賬款的票據。

##### (5) No notes receivable actually written off during the current year

(5) 本年無實際核銷的應收票據。

##### (6) The ageing of the Group's notes receivable at the end of the year mentioned above is from 80 days to 365 days.

(6) 本集團上述年末應收票據的賬齡是由80天到365天。

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## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 3. Accounts receivable

#### 3. 應收賬款

##### (1) Accounts receivable listed by age

##### (1) 應收賬款按賬齡列示

Ageing	賬齡	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Within 1 year (inclusive)	1年以內(含1年)	323,622,147.25	277,297,992.49
1-2 years	1-2年	58,056,494.92	35,964,140.99
2-3 years	2-3年	16,705,104.02	10,731,439.87
Over 3 years	3年以上	54,998,218.36	54,943,102.09
Including: 3-4 years	其中: 3-4年	7,288,015.89	5,870,419.80
4-5 years	4-5年	2,247,891.13	1,423,032.24
Over 5 years	5年以上	45,462,311.34	47,649,650.05
<b>Total</b>	<b>合計</b>	<b>453,381,964.55</b>	<b>378,936,675.44</b>

##### (2) Classified presentation of accounts receivable by bad debt accrual method

##### (2) 應收賬款按壞賬計提方法分類列示

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made individually	按單項計提壞賬準備	28,801,960.76	6.35	28,801,960.76	100.00	0.00
Provision for bad debts made by portfolio	按組合計提壞賬準備	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
Including: Ageing portfolio	其中: 賬齡組合	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
<b>Total</b>	<b>合計</b>	<b>453,381,964.55</b>	<b>100.00</b>	<b>68,320,018.83</b>	<b>15.07</b>	<b>385,061,945.72</b>

(Continued)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made individually	按單項計提壞賬準備	31,539,057.16	8.32	31,539,057.16	100.00	0.00
Provision for bad debts made by portfolio	按組合計提壞賬準備	347,397,618.28	91.68	31,745,603.02	9.14	315,652,015.26
Including: Ageing portfolio	其中: 賬齡組合	347,397,618.28	91.68	31,745,603.02	9.14	315,652,015.26
<b>Total</b>	<b>合計</b>	<b>378,936,675.44</b>	<b>100.00</b>	<b>63,284,660.18</b>	<b>16.70</b>	<b>315,652,015.26</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 3. Accounts receivable (Continued)

##### (2) Classified presentation of accounts receivable by bad debt accrual method (Continued)

##### 1) provision for bad debt made individually for accounts receivable

#### 3. 應收賬款(續)

##### (2) 應收賬款按壞賬計提方法分類列示(續)

##### 1) 應收賬款按單項計提壞賬準備

Enterprise name	名稱	Ending balance 年末餘額			Provision Reasons 計提理由
		Book balance 賬面餘額	Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)	
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29	100.00	Downgrade of credit rating of the counterparty, and significant increase in credit risk 交易對象信用評級下降,信用風險顯著增加
Dayun Auto Co., Ltd.	大運汽車股份有限公司	4,452,641.17	4,452,641.17	100.00	
Sichuan Hengruifeng International Trade Co., Ltd.	四川恒瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00	100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90	100.00	
Linfen Jinbaifeng New Energy Technology Co. Ltd.	臨汾市金百豐新能源科技有限公司	2,113,220.00	2,113,220.00	100.00	
Baotou Huafeng Construction and installation Engineering Co., Ltd., Jian'an Branch	包頭華峰建築安裝工程有限責任公司建安分公司	1,929,000.00	1,929,000.00	100.00	
Lyuliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	1,710,000.00	1,710,000.00	100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,301,929.77	1,301,929.77	100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	1,167,319.09	1,167,319.09	100.00	
Zhangjiakou Xiahuayuan Jinhong Fuel Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00	100.00	
Shanghai Qigao Industry & Trade Co., Ltd.	上海琦高工貿有限公司	748,726.88	748,726.88	100.00	
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66	100.00	
Xinjiang Jinguan Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	528,545.00	528,545.00	100.00	
Lanzhou Rongmei Industry & Trade Co., Ltd.	蘭州榮美工貿有限公司	469,941.00	469,941.00	100.00	
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00	100.00	
Zhuolu County Jinhong Fuel Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00	100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00	100.00	
Ningxia Baota Energy & Chemical Industry Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00	100.00	
Baota Shenghua Business Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00	100.00	
Chicheng County Jinhong Fuel Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	44,000.00	44,000.00	100.00	
<b>Total</b>	<b>合計</b>	<b>28,801,960.76</b>	<b>28,801,960.76</b>	<b>-</b>	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 3. Accounts receivable (Continued)

##### (2) Classified presentation of accounts receivable by bad debt accrual method (Continued)

##### 1) provision for bad debt made individually for accounts receivable (Continued)

(Continued)

#### 3. 應收賬款(續)

##### (2) 應收賬款按壞賬計提方法分類列示(續)

##### 1) 應收賬款按單項計提壞賬準備(續)

(續表)

Enterprise name	名稱	Book balance 賬面餘額	Provision for bad debts 壞賬準備	Beginning balance 年初餘額	Provision proportion (%) 計提比例(%)	Provision Reasons 計提理由
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29		100.00	Downgrade of credit rating of the counterparty, and significant increase in credit risk 交易對象信用評級下降,信用風險顯著增加
Dayun Auto Co., Ltd.	大運汽車股份有限公司	4,452,641.17	4,452,641.17		100.00	
Sichuan Hengruifeng International Trade Co., Ltd.	四川恆瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00		100.00	
Linfen Jinbaifeng New Energy Technology Co., Ltd.	臨汾市金百豐新能源科技有限公司	2,583,220.00	2,583,220.00		100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90		100.00	
Lyuliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	1,930,000.00	1,930,000.00		100.00	
Baotou Huafeng Construction and installation Engineering Co., Ltd., Jian'an Branch	包頭華峰建築安裝工程有限責任公司建安分公司	1,929,000.00	1,929,000.00		100.00	
Xingxian Jinbaifeng Gas Technology Co., Ltd.	興縣金百豐燃氣科技有限公司	1,770,000.00	1,770,000.00		100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	1,444,415.49	1,444,415.49		100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,301,929.77	1,301,929.77		100.00	
Zhangjiakou Xiahuayuan Jinhong Fuel Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00		100.00	
Shanghai Qigao Industry & Trade Co., Ltd.	上海琦高工貿有限公司	748,726.88	748,726.88		100.00	
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66		100.00	
Xinjiang Jinguang Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	528,545.00	528,545.00		100.00	
Lanzhou Rongmei Industry & Trade Co., Ltd.	蘭州榮美工貿有限公司	469,941.00	469,941.00		100.00	
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00		100.00	
Zhuolu County Jinhong Fuel Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00		100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00		100.00	
Ningxia Baota Energy & Chemical Industry Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00		100.00	
Baota Shenghua Business Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00		100.00	
Chicheng County Jinhong Fuel Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	44,000.00	44,000.00		100.00	
<b>Total</b>	<b>合計</b>	<b>31,539,057.16</b>	<b>31,539,057.16</b>		<b>-</b>	

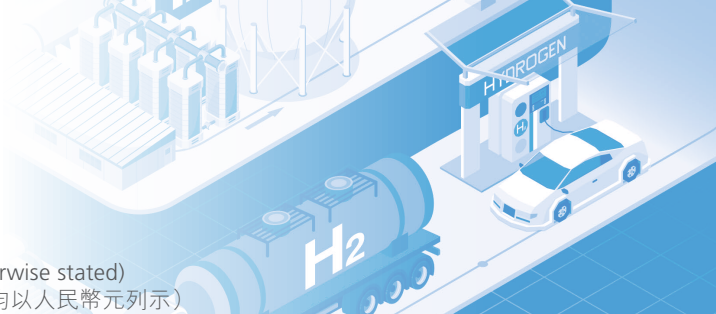
# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)



### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 3. Accounts receivable (Continued)

##### (2) Classified presentation of accounts receivable by bad debt accrual method (Continued)

##### 2) Provision for bad debts of accounts receivable made by ageing portfolio

Ageing	賬齡	Ending balance 年末餘額		
		Book balance 賬面餘額	Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	323,622,147.25	3,763,532.04	1.16
1-2 years	1年至2年	58,056,494.92	9,030,079.39	15.55
2-3 years	2年至3年	15,986,584.02	4,625,831.01	28.94
3-4 years	3年至4年	7,288,015.89	3,081,513.18	42.28
4-5 years	4年至5年	2,047,891.13	1,438,231.87	70.23
Over 5 years	5年以上	17,578,870.58	17,578,870.58	100.00
<b>Total</b>	<b>合計</b>	<b>424,580,003.79</b>	<b>39,518,058.07</b>	<b>-</b>

(Continued)

(續表)

Ageing	賬齡	Beginning balance 年初餘額		
		Book balance 賬面餘額	Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	277,297,992.49	2,462,372.72	0.89
1-2 years	1年至2年	35,245,620.99	4,988,881.67	14.15
2-3 years	2年至3年	10,731,439.87	2,668,342.99	24.86
3-4 years	3年至4年	5,670,419.80	3,222,036.16	56.82
4-5 years	4年至5年	178,282.24	130,106.59	72.98
Over 5 years	5年以上	18,273,862.89	18,273,862.89	100.00
<b>Total</b>	<b>合計</b>	<b>347,397,618.28</b>	<b>31,745,603.02</b>	<b>-</b>

##### (3) Provision for bad debts accrued, recovered or reversed for accounts receivables in the current year

##### (3) 應收賬款本年計提、收回或轉回的壞賬準備情況

Category	類別	Beginning balance 年初餘額	Amount changed in the current year 本年變動金額				Ending balance 年末餘額
			Provision 計提	Recovered or transferred back 收回或轉回	Charged or written off 轉銷或核銷	Others 其他	
Provision for bad debts of accounts receivable	應收賬款壞賬準備	63,284,660.18	7,827,986.69	2,737,096.40	57,000.00	1,468.36	68,320,018.83

Note: Others are the impacts of change in the exchange rate.

註: 其他為匯率變動影響。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 3. Accounts receivable (Continued)

(4) Accounts receivable actually written off during the current year

Item	項目	Amount 核銷金額
Accounts receivable written off	實際核銷的應收賬款	57,000.00

(5) Top five of accounts receivable of ending balance collected by the borrower

#### 3. 應收賬款(續)

(4) 本年實際核銷的應收賬款

(5) 按欠款方歸集的年末餘額前五名的應收賬款情況

Company name	Ending balance	Ageing	Proportion in total ending balance of accounts receivable (%) 佔應收賬款年末餘額合計數的比例(%)	Provision for bad debts Ending balance
單位名稱	年末餘額	賬齡		壞賬準備 年末餘額
Qingdao Haier Special Refrigeration Appliances Co., Ltd. 青島海爾製冷電器有限公司	50,055,500.00	Within 1 year 1年以內	11.04	805,893.55
Shenzhen Tenglong Holding Co., Ltd. 深圳騰龍控股股份有限公司	48,979,822.07	Within 1 year 1年以內	10.80	450,614.36
Qingdao Haier HVAC Equipment Co., Ltd. 青島海爾暖通空調設備有限公司	25,613,000.00	Within 1 year 1年以內	5.65	412,369.30
Shanghai Sunwise New Energy System Co., Ltd. 上海舜華新能源系統有限公司	24,636,180.55	Within 2 years 2年以內	5.43	444,549.20
Foshan Feichi Automobile Technology Co., Ltd. 佛山市飛馳汽車科技有限公	20,277,001.00	Within 2 years 2年以內	4.47	1,318,404.46
<b>Total 合計</b>	<b>169,561,503.62</b>	<b>-</b>	<b>37.39</b>	<b>3,431,830.87</b>

#### 4. Receivables financing

(1) Classified presentation of receivables financing

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Notes receivable	應收票據	32,346,639.47	29,790,417.72

(2) Receivables financing pledged at the end of the year

Item	項目	Pledged amount at the end of the year 年末已質押金額
Notes receivable	應收票據	4,928,000.00

#### 4. 應收款項融資

(1) 應收款項融資分類列示

(2) 年末已質押的應收款項融資

# Notes to the Financial Statements

## 財務報表附註

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 4. Receivables financing (Continued)

- (3) Receivables financing endorsed or discounted but not yet expired on the balance sheet date at the end of the year

#### 4. 應收款項融資(續)

- (3) 年末已背書或貼現且資產負債表日尚未到期的應收款項融資

Category	種類	Derecognition amount at the end of the year 年末終止確認金額	Non-derecognition amount at the end of the year 年末未終止確認金額
Bank acceptance bill	銀行承兌匯票	150,850,887.89	0.00

#### 5. Advances to suppliers

- (1) Ageing of advances to suppliers

#### 5. 預付款項

- (1) 預付款項賬齡

Item	項目	Ending balance 年末餘額		Beginning balance 年初餘額	
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Proportion (%) 比例(%)
Within 1 year	1年以內	43,379,719.97	86.04	40,520,316.86	87.09
1-2 years	1-2年	5,025,716.62	9.97	3,556,548.54	7.64
2-3 years	2-3年	850,894.67	1.69	2,160,992.68	4.64
Over 3 years	3年以上	1,160,212.02	2.30	287,259.67	0.63
<b>Total</b>	<b>合計</b>	<b>50,416,543.28</b>	<b>100.00</b>	<b>46,525,117.75</b>	<b>100.00</b>

- (2) Top five of the ending balance of the advances to suppliers collected as per the supplier

- (2) 按預付對象歸集的年末餘額前五名的預付款項情況

Company name	Ending balance	Ageing	Proportion in total ending balance of advances to suppliers (%) 佔預付款項年末餘額合計數的比例(%)
單位名稱	年末餘額	賬齡	
Chengdu Maofan Trading Co., Ltd. 成都市茂凡商貿有限責任公司	7,056,802.48	Within 1 year 1年以內	14.00
Shandong Quansheng Materials Co., Ltd. 山東泉勝物資有限公司	5,104,985.92	Within 1 year 1年以內	10.13
Benxi Ruixinying Steel Trade Co., Ltd. 本溪瑞鑫羸鋼鐵貿易有限公司	4,559,983.83	Within 1 year 1年以內	9.04
Meyer Aluminium Limited Meyer Aluminium Limited	2,755,601.94	Within 1 year 1年以內	5.47
PERSICO S.p.A PERSICO S.p.A	2,436,352.00	Within 2 years 2年以內	4.83
<b>Total 合計</b>	<b>21,913,726.17</b>	-	<b>43.47</b>

# Notes to the Financial Statements

## 財務報表附註

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 6. Other receivables

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interests receivable	應收利息	0.00	0.00
Dividends receivable	應收股利	0.00	0.00
Other receivables	其他應收款	2,887,349.53	4,809,858.44
<b>Total</b>	<b>合計</b>	<b>2,887,349.53</b>	<b>4,809,858.44</b>

#### 6. 其他應收款

##### Other receivables

##### (1) Classification of other receivables by nature

##### 其他應收款

##### (1) 其他應收款按款項性質分類

Nature	款項性質	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Deposit, security, etc.	押金、保證金等	2,098,901.74	2,414,540.14
Advances to suppliers more than five years	5年以上預付賬款	1,613,937.92	1,573,939.71
Pretty cash	備用金	1,036,131.87	2,317,006.63
Transaction payments	往來款	696,185.83	1,075,891.65
<b>Total</b>	<b>合計</b>	<b>5,445,157.36</b>	<b>7,381,378.13</b>

##### (2) Other receivables listed by ageing

##### (2) 其他應收款按賬齡列示

Ageing	賬齡	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Within 1 year (inclusive)	1年以內(含1年)	1,593,953.10	1,920,989.88
1-2 years	1-2年	464,200.22	1,542,190.73
2-3 years	2-3年	434,612.51	1,012,324.50
Over 3 years	3年以上	2,952,391.53	2,905,873.02
Including: 3-4 years	其中: 3-4年	530,980.08	993,910.97
4-5 years	4-5年	448,212.35	203,704.83
Over 5 years	5年以上	1,973,199.10	1,708,257.22
<b>Total</b>	<b>合計</b>	<b>5,445,157.36</b>	<b>7,381,378.13</b>

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## 財務報表附註

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 6. Other receivables (Continued)

##### Other receivables (Continued)

(3) *Classified presentation of other receivables by bad debt accrual method*

#### 6. 其他應收款(續)

##### 其他應收款(續)

(3) *其他應收款按壞賬準備計提方法分類列示*

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	5,445,157.36	100.00	2,557,807.83	46.97	2,887,349.53
Including: Ageing portfolio	其中: 賬齡組合	5,445,157.36	100.00	2,557,807.83	46.97	2,887,349.53
<b>Total</b>	<b>合計</b>	<b>5,445,157.36</b>	<b>100.00</b>	<b>2,557,807.83</b>	<b>46.97</b>	<b>2,887,349.53</b>

(Continued)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	7,381,378.13	100.00	2,571,519.69	34.84	4,809,858.44
Including: Ageing portfolio	其中: 賬齡組合	7,381,378.13	100.00	2,571,519.69	34.84	4,809,858.44
<b>Total</b>	<b>合計</b>	<b>7,381,378.13</b>	<b>100.00</b>	<b>2,571,519.69</b>	<b>34.84</b>	<b>4,809,858.44</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 6. Other receivables (Continued)

##### Other receivables (Continued)

##### (3) Classified presentation of other receivables by bad debt accrual method (Continued)

- 1) Provision for bad debts of accounts receivable accrued as per ageing portfolio

#### 6. 其他應收款(續)

##### 其他應收款(續)

##### (3) 其他應收款按壞賬準備計提方法分類列示(續)

- 1) 按賬齡組合計提其他應收賬款壞賬準備

Ageing	賬齡	Ending balance		
		Other receivables	Provision for bad debts	Provision proportion (%)
		其他應收款	壞賬準備	計提比例(%)
Within 1 year	1年以內	1,593,953.10	17,359.85	1.09
1-2 years	1-2年	464,200.22	40,888.10	8.81
2-3 years	2-3年	434,612.51	46,237.64	10.64
3-4 years	3-4年	530,980.08	111,446.42	20.99
4-5 years	4-5年	448,212.35	368,676.72	82.25
Over 5 years	5年以上	1,973,199.10	1,973,199.10	100.00
<b>Total</b>	<b>合計</b>	<b>5,445,157.36</b>	<b>2,557,807.83</b>	<b>-</b>

(Continued)

(續表)

Ageing	賬齡	Beginning balance		
		Other receivables	Provision for bad debts	Provision proportion (%)
		其他應收款	壞賬準備	計提比例(%)
Within 1 year	1年以內	1,920,989.88	21,942.75	1.14
1-2 years	1-2年	1,542,190.73	145,180.30	9.41
2-3 years	2-3年	1,012,324.50	151,887.02	15.00
3-4 years	3-4年	993,910.97	437,368.48	44.00
4-5 years	4-5年	203,704.83	106,883.92	52.47
Over 5 years	5年以上	1,708,257.22	1,708,257.22	100.00
<b>Total</b>	<b>合計</b>	<b>7,381,378.13</b>	<b>2,571,519.69</b>	<b>-</b>



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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 6. Other receivables (Continued)

##### Other receivables (Continued)

##### (3) Classified presentation of other receivables by bad debt accrual method (Continued)

- 2) provision for bad debt of other receivables made according to the general model of expected credit losses

#### 6. 其他應收款(續)

##### 其他應收款(續)

##### (3) 其他應收款按壞賬準備計提方法分類列示(續)

- 2) 其他應收款按照預期信用損失一般模型計提壞賬準備

Provision for bad debts	壞賬準備	Stage I	Stage II	Stage III	Total
		第一階段	第二階段	第三階段	
		Expected credit losses for the next 12 months	Expected credit loss within the whole duration (no credit impairment occurs)	Expected credit loss within the whole duration (credit impairment has occurred)	
		未來12個月預期信用損失	整個存續期預期信用損失(未發生信用減值)	整個存續期預期信用損失(已發生信用減值)	合計
Balance on January 1, 2023	2023年1月1日餘額	0.00	2,571,519.69	0.00	2,571,519.69
Book balance of other receivables on January 1, 2023 in the current year	2023年1月1日其他應收款賬面餘額在本年	-	-	-	-
- Be transferred to Stage II	- 轉入第二階段	0.00	0.00	0.00	0.00
- Be transferred to Stage III	- 轉入第三階段	0.00	0.00	0.00	0.00
- Be transferred back to Stage II	- 轉回第二階段	0.00	0.00	0.00	0.00
- Be transferred back to Stage I	- 轉回第一階段	0.00	0.00	0.00	0.00
Provision in the current year	本年計提	0.00	-13,711.86	0.00	-13,711.86
Reversal in the current year	本年轉回	0.00	0.00	0.00	0.00
Write-off in the current year	本年轉銷	0.00	0.00	0.00	0.00
Amount written off in the current year	本年核銷	0.00	0.00	0.00	0.00
Other changes	其他變動	0.00	0.00	0.00	0.00
Balance as of December 31, 2023	2023年12月31日餘額	0.00	2,557,807.83	0.00	2,557,807.83

##### (4) Provision for bad debts accrued, recovered, or reversed for other receivables in the current year

##### (4) 其他應收款本年計提、收回或轉回的壞賬準備情況

Category	類別	Beginning balance	Amount changed in the current year				Ending balance
			Provision	Recovered or transferred back	Charged or written off	Others	
		年初餘額	計提	收回或轉回	轉銷或核銷	其他	年末餘額
Provision for bad debts of other receivables	其他應收款壞賬準備	2,571,519.69	-13,711.86	0.00	0.00	0.00	2,557,807.83

##### (5) No other receivables actually written off in this year

##### (5) 本年度無實際核銷的其他應收款。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 6. Other receivables (Continued)

##### Other receivables (Continued)

(6) Other receivables of top five borrowers by ending balance

#### 6. 其他應收款(續)

##### 其他應收款(續)

(6) 按欠款方歸集的年末餘額前五名的其他應收款情況

Company name	Nature	Ending balance	Ageing	Proportion in total ending balance of other receivables (%) 佔其他應收款 年末餘額合計數 的比例(%)	Provision for bad debts Ending balance 壞賬準備 年末餘額
單位名稱	款項性質	年末餘額	賬齡		
Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd. 青島海信日立空調系統有限公司	Security 保證金	530,000.00	Within 3 year 3年以內	9.73	21,575.96
Inner Mongolia Baotou Steel Union Co., Ltd 內蒙古包鋼鋼聯股份有限公司	Advance payment for more than five years 預付五年以上	400,648.84	Over 5 years 5年以上	7.36	400,648.84
Qingdao Tendering Center 青島市招標中心	Bid security 投標保證金	380,000.00	Within 1 year 1年以內	6.98	3,192.00
Taiyuan Heavy Industry Co., Ltd. 青島海信日立空調系統有限公司	Advance payment for more than five years 保證金	350,000.00	Over 5 years 1-2年	6.43	350,000.00
Hu Yaxin 胡亞欣	Pretty cash 備用金	225,461.65	2-3 years 2-3年 4-5 years 4-5年	4.14	187,714.28
<b>Total 合計</b>	-	<b>1,886,110.49</b>	-	<b>34.64</b>	<b>963,131.08</b>

(7) No accounts receivable were presented due to centralized management of funds in the year.

(7) 本年無因資金集中管理而列報於其他應收款。

(8) The Company has no employee borrowings receivable at the end of the year.

(8) 本年末無應收員工借款。

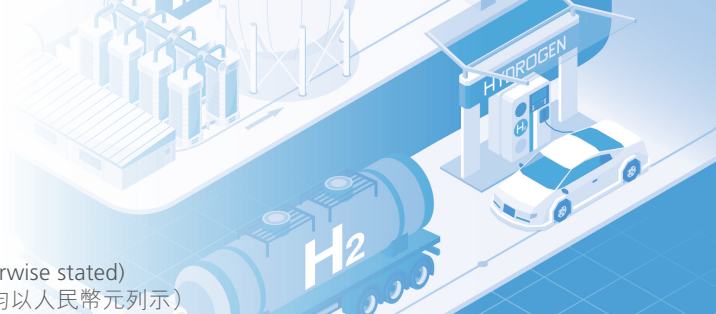
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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 7. Inventories 7. 存貨

##### (1) Category of inventories (1) 存貨分類

Item	項目	Ending balance		Book value
		Book balance	Inventory falling price reserves	
		賬面餘額	年未餘額 存貨跌價準備	賬面價值
Raw materials	原材料	85,469,611.23	4,603,935.80	80,865,675.43
Goods in process	在產品	109,460,740.80	28,081,452.43	81,379,288.37
Goods in stocks	庫存商品	128,047,457.86	7,186,647.26	120,860,810.60
Goods in transit	發出商品	7,594,093.82	314,627.72	7,279,466.10
<b>Total</b>	<b>合計</b>	<b>330,571,903.71</b>	<b>40,186,663.21</b>	<b>290,385,240.50</b>

(Continued)

(續表)

Item	項目	Beginning balance		Book value
		Book balance	Inventory falling price reserves	
		賬面餘額	年初餘額 存貨跌價準備	賬面價值
Raw materials	原材料	86,915,857.52	9,463,588.60	77,452,268.92
Goods in process	在產品	162,420,940.74	31,452,575.33	130,968,365.41
Goods in stocks	庫存商品	106,029,535.48	8,362,633.06	97,666,902.42
Goods in transit	發出商品	4,710,908.69	0.00	4,710,908.69
<b>Total</b>	<b>合計</b>	<b>360,077,242.43</b>	<b>49,278,796.99</b>	<b>310,798,445.44</b>

##### (2) Inventory falling price reserves (2) 存貨跌價準備

Item	項目	Beginning balance	Increase in the current year		Decrease in the current year		Ending balance
			年初餘額	Provision	Others	Write-off	
			本年增加 計提	其他	本年減少 轉銷	其他	
Raw materials	原材料	9,463,588.60	3,010,695.76	0.00	7,870,348.56	0.00	4,603,935.80
Goods in process	在產品	31,452,575.33	21,981,748.08	0.00	25,352,870.98	0.00	28,081,452.43
Goods in stocks	庫存商品	8,362,633.06	5,885,910.52	0.00	7,061,896.32	0.00	7,186,647.26
Goods in transit	發出商品	0.00	314,627.72	0.00	0.00	0.00	314,627.72
<b>Total</b>	<b>合計</b>	<b>49,278,796.99</b>	<b>31,192,982.08</b>	<b>0.00</b>	<b>40,285,115.86</b>	<b>0.00</b>	<b>40,186,663.21</b>

(3) The ending balance of inventories has no capitalized borrowing costs included in the current year.

(3) 本年存貨年末餘額無含有借款費用資本化金額。

(4) No contract performance costs in the current year.

(4) 本年無合同履約成本。

(5) Refer to Note "III.12 Inventory" for the provision method of inventory falling price reserves.

(5) 存貨跌價準備的計提方法詳見本附註「三、12存貨」相關內容。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 8. Other current assets

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Value-added tax retained	留抵增值稅	9,631,121.18	8,850,656.79
Prepaid corporate income tax	預繳企業所得稅	56,204.63	1,207,698.27
VAT not deducted	未抵扣增值稅	0.00	162,661.39
<b>Total</b>	<b>合計</b>	<b>9,687,325.81</b>	<b>10,221,016.45</b>

#### 8. 其他流動資產

#### 9. Long-term equity investment

##### (1) Classification of long-term equity investments

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Investment in associates	對聯營企業投資	83,828,193.76	31,092,349.34	10,030,275.39	104,890,267.71
Less: impairment provision of long-term equity investments	減: 長期股權投資 減值準備	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>83,828,193.76</b>	<b>31,092,349.34</b>	<b>10,030,275.39</b>	<b>104,890,267.71</b>

#### 9. 長期股權投資

##### (1) 長期股權投資的分類

##### (2) Long-term equity investment

##### (2) 長期股權投資的明細

Investees	被投資單位	Beginning balance (Book value) 年初餘額 (賬面價值)	Beginning balance of impairment provision 減值準備 年初餘額	Additional investment 追加投資	Decrease investment 減少投資	Increase and decrease for the current year 本年增減變動					Ending balance (Book value) 年末餘額 (賬面價值)	Ending balance of impairment provision 減值準備 年末餘額	
						Investment profits and losses recognized by equity method 權益法下 確認的投資損益	Other comprehensive income adjustments 其他綜合 收益調整	Change of other equities 其他權益變動	Declaring cash dividends or profits 宣告發放現金 股利或利潤	Accrual of provision for impairment 計提減值準備			Others
<b>Associates</b>	<b>聯營企業</b>												
Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司	50,478,354.85	0.00	0.00	0.00	10,974,676.76	0.00	0.00	0.00	0.00	0.00	61,453,031.61	0.00
Beijing Bolken Energy Technology Inc.	北京伯肯能源科技股份有限公司	23,509,423.85	0.00	0.00	0.00	717,220.91	8,939.39	0.00	0.00	0.00	0.00	24,235,584.15	0.00
Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd.	北清智創(北京)新能源汽車科技 有限公司	9,840,415.06	0.00	0.00	10,030,275.39	161,646.87	0.00	0.00	0.00	0.00	28,213.46	0.00	0.00
Hubei Jingyuan Xihai Automobile Industry Co., Ltd.	湖北經遠西海汽車工業有限公司	0.00	0.00	19,200,000.00	0.00	1,651.95	0.00	0.00	0.00	0.00	0.00	19,201,651.95	0.00
<b>Total</b>	<b>合計</b>	<b>83,828,193.76</b>	<b>0.00</b>	<b>19,200,000.00</b>	<b>10,030,275.39</b>	<b>11,855,196.49</b>	<b>8,939.39</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>28,213.46</b>	<b>104,890,267.71</b>	<b>0.00</b>

Note 1: For Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd., a decrease in the year was due to its deregistration at the end of the year. As a result, a total amount of RMB3,030,275.39 was recovered as liquidation proceeds.

註1: 北清智創(北京)新能源汽車科技有限公司本年減少為本年未已註銷, 收回註銷清算款3,030,275.39元。

Note 2: The Company has made a capital contribution to establish an equity joint venture, Hubei Jingyuan Xihai Automobile Industry Co., Ltd. (referred to as Hubei Jingyuan Company), during the year. The subscribed capital contribution was RMB19,200,000.00 in monetary form, of which RMB9,600,000.00 had been paid as of December 12, 2023. The remaining committed capital contribution of RMB9,600,000.00 had been recognized as long-term equity investments and other payables.

註2: 本公司本年出資設立聯營企業湖北經遠西海汽車工業有限公司(以下簡稱湖北經遠公司), 以貨幣形式認繳出資額19,200,000.00元, 截至2023年12月31日已實繳出資9,600,000.00元, 本公司將剩餘承諾認繳的股權出資款9,600,000.00元確認為長期股權投資和其他應付款。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 10. Fixed assets

#### 10. 固定資產

Item	項目	Ending book value 年末賬面價值	Beginning book value 年初賬面價值
Fixed assets	固定資產	636,006,382.70	594,584,383.38
Disposal of fixed assets	固定資產清理	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>636,006,382.70</b>	<b>594,584,383.38</b>

#### Fixed assets (1) Fixed assets

#### 固定資產 (1) 固定資產情況

Item	項目	Plant & buildings 房屋建築物	Machinery 機器設備	Transportation equipment 運輸設備	Office equipment 辦公設備	Electrical equipment 電氣設備	Total 合計
<b>I. Book value</b>	<b>一、賬面原值</b>						
1. Beginning balance	1. 年初餘額	486,381,095.03	686,246,547.08	18,394,427.76	11,601,114.31	14,552,871.80	1,217,176,055.98
2. Increase in the current year	2. 本年增加金額	3,314,228.67	91,928,968.05	703,192.54	598,899.11	664,978.90	97,210,267.27
(1) Purchase	(1) 購置	0.00	167,883.57	218,407.08	369,677.70	0.00	755,968.35
(2) Transfer from construction in progress	(2) 在建工程轉入	3,314,228.67	91,761,084.48	484,785.46	222,931.36	664,978.90	96,448,008.87
(3) Effect of foreign currency translation	(3) 外幣折算影響	0.00	0.00	0.00	6,290.05	0.00	6,290.05
3. Decrease in the current year	3. 本年減少金額	0.00	6,797,976.90	812,694.96	483,785.17	37,179.49	8,131,636.52
(1) Disposal or scrapping	(1) 處置或報廢	0.00	6,604,660.66	812,694.96	483,785.17	37,179.49	7,938,320.28
(2) Others	(2) 其他	0.00	193,316.24	0.00	0.00	0.00	193,316.24
4. Ending balance	4. 年末餘額	489,695,323.70	771,377,538.23	18,284,925.34	11,716,228.25	15,180,671.21	1,306,254,686.73
<b>II. Cumulative depreciation</b>	<b>二、累計折舊</b>						
1. Beginning balance	1. 年初餘額	122,699,057.85	457,840,992.31	12,479,673.42	7,760,569.99	3,573,792.67	604,354,086.24
2. Increase in the current year	2. 本年增加金額	11,458,295.52	39,464,928.50	1,411,021.42	945,070.41	591,772.60	53,871,088.45
(1) Provision	(1) 計提	11,458,295.52	39,464,928.50	1,411,021.42	939,626.61	591,772.60	53,865,644.65
(2) Impact of foreign currency translation	(2) 外幣折算影響	0.00	0.00	0.00	5,443.80	0.00	5,443.80
3. Decrease in the current year	3. 本年減少金額	0.00	6,102,329.89	731,425.46	435,695.44	33,461.54	7,302,912.33
(1) Disposal or scrapping	(1) 處置或報廢	0.00	5,947,562.36	731,425.46	435,695.44	33,461.54	7,148,144.80
(2) Others	(2) 其他	0.00	154,767.53	0.00	0.00	0.00	154,767.53
4. Ending balance	4. 年末餘額	134,157,353.37	491,203,590.92	13,159,269.38	8,269,944.96	4,132,103.73	650,922,262.36
<b>III. Provision for impairment</b>	<b>三、減值準備</b>						
1. Beginning balance	1. 年初餘額	0.00	17,723,034.52	187,348.48	207,055.70	120,147.66	18,237,586.36
2. Increase in the current year	2. 本年增加金額	0.00	1,203,408.10	0.00	0.00	0.00	1,203,408.10
3. Decrease in the current year	3. 本年減少金額	0.00	85,969.79	28,983.00	0.00	0.00	114,952.79
4. Ending balance	4. 年末餘額	0.00	18,840,472.83	158,365.48	207,055.70	120,147.66	19,326,041.67
<b>IV. Book value</b>	<b>四、賬面價值</b>						
1. Ending book value	1. 年末賬面價值	355,537,970.33	261,333,474.48	4,967,290.48	3,239,227.59	10,928,419.82	636,006,382.70
2. Beginning book value	2. 年初賬面價值	363,682,037.18	210,682,520.25	5,727,405.86	3,633,488.62	10,858,931.47	594,584,383.38



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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 10. Fixed assets (Continued)

##### Fixed assets (Continued)

##### (2) Temporarily idle fixed assets

Item	項目	Original book value 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Book value 賬面價值	Remarks 備註
Machinery Equipment	機器設備	63,789,271.88	45,501,335.13	7,811,505.39	10,476,431.36	-
Office and electronic equipment	辦公及電子設備	821,744.62	739,569.84	0.00	82,174.78	-
<b>Total</b>	<b>合計</b>	<b>64,611,016.50</b>	<b>46,240,904.97</b>	<b>7,811,505.39</b>	<b>10,558,606.14</b>	<b>-</b>

#### 10. 固定資產(續)

##### 固定資產(續)

##### (2) 暫時閒置的固定資產

(3) The Group has no fixed assets rented out by operating lease at the end of the year.

(3) 本集團年末無通過經營租賃租出的固定資產。

(4) The Group has no fixed assets for which the certificate of title has not been handled at the end of the year.

(4) 本集團無未辦妥產權證書的固定資產。

##### (5) Impairment test of fixed assets

Due to indications of impairment in the machinery and equipment of its subsidiaries Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd., Kuancheng Tianhai Pressure Container Co., Ltd. and Beijing Tianhai Cryogenic Equipment Co., Ltd., the Company engaged China Alliance Appraisal Co., Ltd. during the year to evaluate the recoverable amount as of December 31, 2023 for the machinery equipment of the above companies. In estimating the recoverable amount, the net amount based on fair value less disposal costs was calculated. Fair value = replacement full price × newness rate.

##### (5) 固定資產的減值測試情況

由於本公司之下屬公司北京明暉天海氣體儲運裝備銷售有限公司、寬城天海壓力容器有限公司、北京天海低溫設備有限公司機器設備存在減值跡象,本年本公司聘請北京中同華資產評估有限公司對上述公司機器設備於2023年12月31日的可回收金額進行了評估。在預計可回收金額時,採用公允價值減去處置費用的淨額計算,公允價值=重置全價×成新率。

#### 11. Construction in progress

#### 11. 在建工程

Item	項目	Ending balance 年末金額	Beginning balance 年初金額
Construction in progress	在建工程	74,093,650.27	59,457,140.18
Engineering materials	工程物資	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>74,093,650.27</b>	<b>59,457,140.18</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 11. Construction in progress (Continued)

#### 11. 在建工程(續)

##### (1) Construction in progress

##### (1) 在建工程情況

Item	項目	Ending balance		Book value
		Book balance	Provision for Impairment	
		賬面餘額	減值準備	賬面價值
Construction in progress 5	在建工程5	52,312,711.57	0.00	52,312,711.57
Construction in progress 1	在建工程1	12,898,154.87	0.00	12,898,154.87
Construction in progress 6	在建工程6	8,882,783.83	0.00	8,882,783.83
<b>Total</b>	<b>合計</b>	<b>74,093,650.27</b>	<b>0.00</b>	<b>74,093,650.27</b>

(Continued)

(續表)

Item	項目	Beginning balance		Book value
		Book balance	Provision for Impairment	
		賬面餘額	減值準備	賬面價值
Construction in progress 1	在建工程1	24,240,935.69	0.00	24,240,935.69
Construction in progress 2	在建工程2	20,934,638.03	0.00	20,934,638.03
Construction in progress 3	在建工程3	7,805,796.25	0.00	7,805,796.25
Construction in progress 4	在建工程4	6,475,770.21	0.00	6,475,770.21
<b>Total</b>	<b>合計</b>	<b>59,457,140.18</b>	<b>0.00</b>	<b>59,457,140.18</b>

##### (2) Changes of major construction in progress in the current year

##### (2) 重要在建工程項目本年變動情況

Project name	工程名稱	Beginning balance	Increase in the current year	Decrease in the current year		Ending balance
				Transferred to fixed assets	Other decreases	
		年初餘額	本年增加	轉入固定資產	其他減少	年末餘額
Construction in progress 2	在建工程2	20,934,638.03	20,127,976.12	41,062,614.15	0.00	0.00
Construction in progress 5	在建工程5	3,791,623.66	48,521,087.91	0.00	0.00	52,312,711.57
<b>Total</b>	<b>合計</b>	<b>24,726,261.69</b>	<b>68,649,064.03</b>	<b>41,062,614.15</b>	<b>0.00</b>	<b>52,312,711.57</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 11. Construction in progress (Continued)

##### (2) Changes of major construction in progress in the current year (Continued)

Project name	Budget (RMB 10,000)	Ratio of accumulative investment to budget (%) 工程累計 投入佔預算 比例(%)	Project schedule 工程進度(%)	Accumulated amount of capitalized interest 利息資本化 累計金額	Including: amount of capitalized interest in current year 其中:本年 利息資本化 金額	Capitalization rate of interest in current year (%) 本年利息 資本化率(%)	Source of funds 資金來源
工程名稱	預算數 (萬元)	投入佔預算 比例(%)	工程進度(%)	利息資本化 累計金額	其中:本年 利息資本化 金額	本年利息 資本化率(%)	資金來源
Construction in progress 2 在建工程2	4,900.00	96.64	100.00	0.00	0.00	-	Self-raised/State-allocated funds 自籌/國撥資金
Construction in progress 5 在建工程5	40,920.00	61.15	73.00	377,361.11	377,361.11	3.25	Self-raised/State-allocated funds 自籌/國撥資金
<b>Total 合計</b>	<b>45,820.00</b>	<b>-</b>	<b>-</b>	<b>377,361.11</b>	<b>377,361.11</b>	<b>-</b>	<b>-</b>

#### 11. 在建工程(續)

##### (2) 重要在建工程項目本年變動情況(續)

(續表)

#### 12. Right-of-use assets

#### 12. 使用權資產

Item	項目	Plant & buildings 房屋建築物
<b>I. Book value</b>	<b>一、賬面原值</b>	
1. Beginning balance	1. 年初餘額	256,095,256.83
2. Increase in the current year Lease in	2. 本年增加金額 租入	1,137,900.79
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	257,233,157.62
<b>II. Cumulative depreciation</b>	<b>二、累計折舊</b>	
1. Beginning balance	1. 年初餘額	35,577,188.67
2. Increase in the current year Provision	2. 本年增加金額 計提	18,363,090.29
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	53,940,278.96
<b>III. Provision for impairment</b>	<b>三、減值準備</b>	
1. Beginning balance	1. 年初餘額	0.00
2. Increase in the current year Provision	2. 本年增加金額 計提	0.00
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	0.00
<b>IV. Book value</b>	<b>四、賬面價值</b>	
1. Ending book value	1. 年末賬面價值	203,292,878.66
2. Beginning book value	2. 年初賬面價值	220,518,068.16

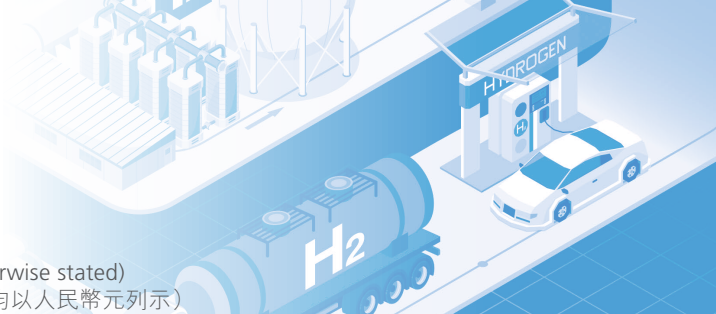
# Notes to the Financial Statements

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 13. Intangible assets

#### 13. 無形資產

##### (1) Breakdown of intangible assets

##### (1) 無形資產明細

Item	項目	Land use right 土地使用權	Patent rights 專利權	Soft 軟件	Trademark right 商標權	Total 合計
I. Book value	一、賬面原值					
1. Beginning balance	1. 年初餘額	173,223,352.06	11,803,050.00	22,895,032.86	34,024,963.16	241,946,398.08
2. Increase in the current year	2. 本年增加金額	0.00	0.00	450,295.12	23,359.08	473,654.20
(1) Purchase	(1) 購置	0.00	0.00	450,295.12	0.00	450,295.12
(2) Others	(2) 其他	0.00	0.00	0.00	23,359.08	23,359.08
3. Decrease in the current year	3. 本年減少金額	0.00	96,000.00	0.00	0.00	96,000.00
Disposal or scrapping	處置或報廢	0.00	96,000.00	0.00	0.00	96,000.00
4. Ending balance	4. 年末餘額	173,223,352.06	11,707,050.00	23,345,327.98	34,048,322.24	242,324,052.28
II. Cumulative amortization	二、累計攤銷					
1. Beginning balance	1. 年初餘額	30,754,305.64	11,784,650.97	5,329,990.99	1,699,143.10	49,568,090.70
2. Increase in the current year	2. 本年增加金額	3,596,594.76	1,600.02	3,544,185.37	3,412,301.64	10,554,681.79
(1) Provision	(1) 計提	3,596,594.76	1,600.02	3,544,185.37	3,405,293.91	10,547,674.06
(2) Others	(2) 其他	0.00	0.00	0.00	7,007.73	7,007.73
3. Decrease in the current year	3. 本年減少金額	0.00	79,200.99	0.00	0.00	79,200.99
Disposal or scrapping	處置或報廢	0.00	79,200.99	0.00	0.00	79,200.99
4. Ending balance	4. 年末餘額	34,350,900.40	11,707,050.00	8,874,176.36	5,111,444.74	60,043,571.50
III. Provision for impairment	三、減值準備					
1. Beginning balance	1. 年初餘額	0.00	0.00	0.00	0.00	0.00
2. Increase in the current year	2. 本年增加金額	0.00	0.00	0.00	0.00	0.00
3. Decrease in the current year	3. 本年減少金額	0.00	0.00	0.00	0.00	0.00
4. Ending balance	4. 年末餘額	0.00	0.00	0.00	0.00	0.00
IV. Book value	四、賬面價值					
1. Ending book value	1. 年末賬面價值	138,872,451.66	0.00	14,471,151.62	28,936,877.50	182,280,480.78
2. Beginning book value	2. 年初賬面價值	142,469,046.42	18,399.03	17,565,041.87	32,325,820.06	192,378,307.38

No intangible assets formed through internal R&D in the Company at the end of the year.

本年末無通過公司內部研發形成的無形資產。

(2) No land use right for a property for which certificate of title has not been handled at the end of the year.

(2) 年末無未辦妥產權證書的土地使用權。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 14. Goodwill

##### (1) Original value of goodwill

Name of investee	被投資單位名稱	Beginning balance 年初餘額	Increase in the current year 本年增加		Decrease in the current year 本年減少		Ending balance 年末餘額
			Formed by business combination 企業合併形成的	Others 其他	Disposal 處置	Others 其他	
BTIC AMERICA CORPORATION	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	168,996,039.10	0.00	0.00	0.00	0.00	168,996,039.10
<b>Total</b>	<b>合計</b>	<b>175,558,383.16</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>175,558,383.16</b>

#### 14. 商譽

##### (1) 商譽原值

##### (2) Provision for impairment of goodwill

Name of investee	被投資單位名稱	Beginning balance 年初餘額	Increase in the current year 本年增加		Decrease in the current year 本年減少		Ending balance 年末餘額
			Provision 計提	Others 其他	Disposal 處置	Others 其他	
BTIC AMERICA CORPORATION	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>6,562,344.06</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>6,562,344.06</b>

##### (2) 商譽減值準備

This year, the Company engaged Beijing Zhongtonghua Assets Appraisal Co., Ltd. for the appraisal of the recoverable amount of BYTQ's asset group, including goodwill, as of December 31, 2023, which issued the Assets Appraisal Report (ZTHPBZ [2024] No. 050395) on March 22, 2024. The present value of the estimated future cash flows of the asset group related to goodwill was used to estimate the recoverable amount.

本年本公司聘請北京中同華資產評估有限公司對包含商譽的青島北洋天青數聯智能有限公司資產組於2023年12月31日的可回收金額進行了評估,並於2024年3月22日出具了「中同華評報字2024第050395號」資產評估報告。在預計可回收金額時,採用了與商譽有關資產組的預計未來現金流量的現值計算。

Long-term assets were considered as an asset group for impairment assessment. Based on the past performance and future operation expectations of the asset group, the fair value of the asset group was calculated by discounting future pre-tax cash flows of the asset group at the pre-tax weighted average capital cost.

價值測試時將長期資產做為一個資產組,根據資產組的過往表現及未來經營的預期,對資產組未來稅前現金流量做出估計,並按照稅前加權平均資本成本進行折現,計算資產組的公允價值。

The appraisal did not show any indication of impairment of goodwill in the asset group of BYTQ.

經評估,青島北洋天青數聯智能有限公司的資產組未發現商譽存在減值跡象。



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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 14. Goodwill (Continued)

##### (3) Information on the assets group or combination of assets groups which goodwill belongs to

Enterprise name	Composition and basis of asset group or portfolio	Business segment and basis	Whether consistent with the previous years
名稱	所屬資產組或組合的構成及依據	所屬經營分部及依據	是否與以前年度保持一致
Qingdao BYTQ United Digital Intelligence Co., Ltd.	The asset group which contains goodwill can generate independent cash flow	Integrated system division for automated manufacturing equipment	Yes
青島北洋天青數聯智能有限公司	商譽所在的資產組可以產生獨立的現金流	自動化製造設備系統集成分部	是

##### (4) Specific determination method of recoverable amount The recoverable amount is determined according to the present value of the expected future cash flow

#### 14. 商譽(續)

##### (3) 商譽所在資產組或資產組組合的相關信息

##### (4) 可收回金額的具體確定方法 可收回金額按預計未來現金流量的現值確定

Item	Book value	Recoverable amount	Amount of impairment	Number of years in the forecast period	Key parameters for the forecast period	Determination basis of key parameters for the forecast period	Key parameters for the stability period	Determination basis of key parameters for the stability period	Unit: RMB 10,000
									單位: 萬元
Qingdao BYTQ United Digital Intelligence Co., Ltd.	25,915.48	30,800.00	0.00	5	The revenue growth rate in the forecast period: 9% in the first year, 5% in the second year, 3% in the third year and 2% in the fourth and fifth years; Gross margin 34%; Discount rate 12.01%	Revenue growth rate: Determined based on the historical annual growth rate of the Chinese industrial robotics and industrial automation sector, as well as the future market growth rate of the sector projected by various industries in China. Gross profit rate: Determined by conducting a comprehensive analysis based on the historical sub-category gross profit margins of different project types (such as assembly lines, conveyor systems, robot applications, and stamping lines) during the company's historical period (2022-2023) and taking into account the company's future development direction, order types; Discount rate: the pretax rate reflecting the time value of the current market currency and the specific risk of the relevant asset group.	Revenue growth rate: 0%; Gross margin 34%; Discount rate 12.01%.	Perpetual no-growth model	
青島北洋天青數聯智能有限公司	25,915.48	30,800.00	0.00	5	預測期收入增長率第一年9%、第二年5%、第三年3%、第四、五年2%； 毛利率34%； 折現率12.01%。	收入增長率：根據歷史期中國工業機器人及工業自動化增長率、各行業預計的中國工業機器人及工業自動化未來市場增長率等分析確定； 毛利率：根據企業歷史期(2022-2023)各項目類型(即總裝線、懸掛鏈、機器人應用及沖壓連線等)的分項毛利率，結合企業未來發展方向、訂單類型，綜合分析確認未來年度的綜合毛利情況； 折現率：反映當前市場貨幣時間價值和相關資產組特定風險的稅前利率。	收入增長率0%； 毛利率34%； 折現率12.01%。	永續無增長模型	

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 14. Goodwill (Continued)

##### (5) Completion of performance commitments and corresponding goodwill impairment

#### 14. 商譽(續)

##### (5) 業績承諾完成及對應商譽減值情況

Unit: RMB 1,000  
單位:千元

Item	項目	Completion of performance commitments 業績承諾完成情況						Impairment amount of goodwill 商譽減值金額	
		Current year 本年			Previous year 上年			Current year 本年	Previous year 上年
		Committed performance 承諾業績	Actual performance 實際業績	Completion rate % 完成率%	Committed performance 承諾業績	Actual performance 實際業績	Completion rate % 完成率%		
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	43,000.00	47,339.94	110.09	41,000.00	43,351.71	105.74	0.00	0.00

Note: The actual realized amount refers to the lower of the audited net profit attributable to the owners of the parent company before and after deducting non-recurring profits and losses and the impact of raised funds used for capital increase.

註: 實際實現金額是指經審計的扣除非經常性損益及募集配套資金實際用於增資的資金佔用影響數前後歸屬於母公司所有者的淨利潤中的較低者。

#### 15. Long-term deferred expenses

#### 15. 長期待攤費用

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Amortization in the current year 本年攤銷	Other decreases in the current year 本年其他減少	Ending balance 年末餘額
Amortization of turnover fees	周轉瓶攤銷	3,097,061.83	0.00	1,098,337.16	455,317.99	1,543,406.68
Fit-out of the Premises	房屋裝修	13,525,411.62	0.00	1,482,480.12	0.00	12,042,931.50
<b>Total</b>	<b>合計</b>	<b>16,622,473.45</b>	<b>0.00</b>	<b>2,580,817.28</b>	<b>455,317.99</b>	<b>13,586,338.18</b>

Note: Other decreases in this year are the decrease of turnover bottle sales.

註: 本年其他減少為周轉瓶出售的減少。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 16. Deferred tax assets and deferred tax liabilities

#### 16. 遞延所得稅資產和遞延所得稅負債

##### (1) Deferred tax assets not offset

##### (1) 未經抵銷的遞延所得稅資產

Item	項目	Ending balance 年末餘額		Beginning balance 年初餘額	
		Deductible temporary difference 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產	Deductible temporary difference 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產
Operating lease	經營租賃	249,631,417.31	62,192,838.06	262,928,994.70	65,365,764.15
Provision for asset impairment	資產減值準備	6,118,534.51	963,809.69	10,235,821.99	1,764,413.44
Depreciation life difference	折舊年限差異	20,809.67	4,370.03	20,462.67	4,297.16
Provision	預計負債	3,343,186.67	501,478.00	2,244,542.73	336,681.41
Deductible loss	可彌補虧損	0.00	0.00	9,138,609.27	2,284,652.32
<b>Total</b>	<b>合計</b>	<b>259,113,948.16</b>	<b>63,662,495.78</b>	284,568,431.36	69,755,808.48

##### (2) Deferred tax liabilities not offset

##### (2) 未經抵銷的遞延所得稅負債

Item	項目	Ending balance 年末餘額		Beginning balance 年初餘額	
		Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債	Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債
Operating lease	經營租賃	203,292,878.66	50,573,643.88	220,518,068.16	54,735,942.68
Increase in the appraised value of other assets	其他資產評估增值	40,978,378.48	6,146,756.76	47,421,784.79	7,113,267.71
Increase in the value of inventories	存貨增值	870,548.05	130,582.21	949,102.01	142,365.30
<b>Total</b>	<b>合計</b>	<b>245,141,805.19</b>	<b>56,850,982.85</b>	268,888,954.96	61,991,575.69

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 16. Deferred tax assets and deferred tax liabilities

(Continued)

##### (3) Breakdown of unrecognized deferred tax assets

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Deductible losses	經營租賃	522,968,249.46	393,881,259.83
Provision for asset impairment	其他資產評估增值	130,834,341.09	129,699,085.29
Provision	存貨增值	1,646,532.33	5,775,589.23
<b>Total</b>	<b>合計</b>	<b>655,449,122.88</b>	<b>529,355,934.35</b>

##### (4) Deductible loss of unrecognized deferred tax assets will be due in the following years

Year	年份	Ending balance 年末金額	Beginning balance 年初金額	Remarks 備註
2023	2023年度	0.00	28,186,996.00	-
2024	2024年度	24,504,847.50	24,504,847.50	-
2025	2025年度	10,120,273.81	10,120,273.81	-
2026	2026年度	0.00	0.00	-
2027	2027年度	51,241,745.70	54,704,096.44	-
2028	2028年度	101,082,909.71	53,123,587.24	-
2029	2029年度	34,314,291.33	36,545,462.79	-
2030	2030年度	40,186,413.33	40,186,413.33	-
2031	2031年度	91,211,862.16	91,211,862.16	-
2032	2032年度	55,297,720.56	55,297,720.56	-
2033	2033年度	115,008,185.36	0.00	-
<b>Total</b>	<b>合計</b>	<b>522,968,249.46</b>	<b>393,881,259.83</b>	-

#### 16. 遞延所得稅資產和遞延所得稅負債(續)

##### (3) 未確認遞延所得稅資產明細

##### (4) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

#### 17. Other non-current assets

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Prepayment of equipment	預付設備款	88,393,971.47	26,835,176.42

#### 17. 其他非流動資產

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 18. Assets with restricted ownership or use right

#### 18. 所有權或使用權受到限制的資產

Item	項目	Book balance 賬面餘額	Book value 賬面價值	Ending 年末 Restricted type 受限類型	Restrictions 受限情況
Fixed assets	固定資產	139,823,125.79	78,551,161.30	Mortgage of plant & buildings	Mortgaged borrowings
Receivables financing	應收款項融資	4,928,000.00	4,928,000.00	Pledge of notes receivable	Pledge
Monetary fund	貨幣資金	65,688,058.02	65,688,058.02	Security	Margin for bank acceptance bill
		7,228,638.76	7,228,638.76	Security	L/C guarantee deposits
		500.69	500.69	Security	Bond for letter of guarantee
				Security	保函保證金
<b>Total</b>	<b>合計</b>	<b>217,668,323.26</b>	<b>156,396,358.77</b>	-	-

(Continued)

(續表)

Item	項目	Book balance 賬面餘額	Book value 賬面價值	Beginning 年初 Restricted type 受限類型	Restrictions 受限情況
Fixed assets	固定資產	70,227,497.45	29,208,222.73	Mortgage of plant & buildings	Mortgaged borrowings
Monetary fund	貨幣資金	46,822,813.02	46,822,813.02	Limited monetary capital	Margin for bank acceptance bill
		22,374,406.22	22,374,406.22	貨幣資金受限	銀行承兌匯票保證金
		3,625,647.23	3,625,647.23	Limited monetary capital	L/C guarantee deposits
		2,926.79	2,926.79	貨幣資金受限	信用證保證金
				Limited monetary capital	Litigation freezing
				貨幣資金受限	訴訟凍結
				Limited monetary capital	Bond for letter of guarantee
				貨幣資金受限	保函保證金
<b>Total</b>	<b>合計</b>	<b>143,053,290.71</b>	<b>102,034,015.99</b>	-	-



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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 19. Short-term borrowings

#### 19. 短期借款

##### (1) Classification of short-term borrowings

##### (1) 短期借款分類

Category of borrowings	借款類別	Ending balance 年末餘額	Beginning balance 年初餘額
Guaranteed borrowing	保證借款	130,000,000.00	100,000,000.00
Mortgaged borrowings	抵押借款	10,000,000.00	0.00
<b>Total</b>	<b>合計</b>	<b>140,000,000.00</b>	<b>100,000,000.00</b>

1) On July 11, 2022, BTIC, a subsidiary of the Company, signed a working capital loan contract (No. HETO21200001320220700000003) with the Export-Import Bank of China for a loan of RMB150 million to be granted at LPR for one-year loans less 0.2% for a term from July 11, 2022 to July 11, 2023. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantees for the repayment and signed a separate Guarantee Contract. By the end of the year, the bank has issued a loan of RMB100 million, which has been fully repaid this year.

1) 2022年7月11日,本公司之子公司北京天海與中國進出口銀行簽訂編號為HETO21200001320220700000003的流動資金借款合同,借款金額為15,000.00萬元,借款期間自2022年7月11日至2023年7月11日,借款利率為1年期貸款市場報價利率(LPR)減0.2%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止年末銀行已發放借款10,000.00萬元,本年度已全額還款。

2) On August 11, 2023, BTIC, a subsidiary of the Company, signed a working capital loan contract (No. HETO21200001320230800000002) with the Export-Import Bank of China for a loan of RMB100 million to be granted at LPR for one-year loans less 0.77% for a term from August 11, 2023 to August 10, 2024. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantees for the repayment and signed a separate Guarantee Contract. By the end of the year, the bank has issued a loan of RMB30 million.

2) 2023年8月11日,本公司之子公司北京天海與中國進出口銀行簽訂編號為HETO21200001320230800000002的流動資金借款合同,借款金額為10,000.00萬元,借款期間自2023年8月11日至2024年8月10日,借款利率為1年期貸款市場報價利率(LPR)減0.77%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止年末銀行已發放借款3,000.00萬元。

3) On June 26, 2023, BTIC, a subsidiary of the Company, entered into a working capital loan contract (No. 0020000051-2023(Chaoyang) Z No. 01517) with Beijing Chaoyang Branch of Industrial and Commercial Bank of China. The loan amount is RMB20,000,000.00. The loan period is from June 29, 2023 to June 28, 2024. The loan interest rate is 2.60%, which is calculated as the 1-year Loan Prime Rate (LPR) minus 0.95%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantees for the repayment and signed a separate Guarantee Contract. By the end of the year, the bank has issued a loan of RMB20 million.

3) 2023年6月26日,本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2023年(朝陽)字01517號的流動資金借款合同,借款金額為2,000.00萬元,貸款期間為2023年6月29日至2024年6月28日,借款利率為2.60%,為1年期貸款市場報價利率(LPR)減0.95%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止年末銀行已發放借款2,000.00萬元。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 19. Short-term borrowings (Continued)

##### (1) Classification of short-term borrowings (Continued)

- 4) On April 13, 2023, BTIC, a subsidiary of the Company, entered into a working capital loan contract (No. 0020000051-2023 (Chaoyang) Z No. 00474) with Beijing Chaoyang Branch of Industrial and Commercial Bank of China. The loan amount is RMB50 million. The loan period is from April 19, 2023 to April 18, 2024. The loan interest rate is 2.60%, which is calculated as the 1-year Loan Prime Rate (LPR) minus 1.05%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantees for the repayment and signed a separate Guarantee Contract. By the end of the year, the bank has issued a loan of RMB50 million.
- 5) On July 31, 2023, Tianjin Tianhai High Pressure Container Co., Ltd., a subsidiary of the Company, entered into a working capital loan contract (No. HTZ120790000LDZJ2023N009) with Tianjin Xiqing Sub-branch of China Construction Bank Corporation. The loan amount is RMB10 million. The loan period is from July 31, 2023 to July 31, 2024. The loan interest rate is the one-year loan prime rate (LPR) plus 0.25%. Both parties separately signed the Maximum Mortgage Contract. The maximum limit of guarantee liability is RMB77,970,000. The collateral is industrial real estate at No. 306 Xingang Avenue, Tianjin Free Trade Zone. The mortgage period is from July 31, 2023 to July 31, 2024. By the end of the year, the bank had issued RMB10 million under the loan.
- 6) BTIC, a subsidiary of the Company, issued a letter of credit on May 22, 2023 to make payment for goods to its subsidiary, Tianjin Tianhai High Pressure Container Co., Ltd. The payment terms of the letter of credit are 240 days, starting from May 22, 2023, and ending on January 18, 2024. On May 25, 2023, BTIC obtained a discount of RMB30,000,000.00.

(2) No short-term borrowings overdue at the end of the year.

#### 19. 短期借款(續)

##### (1) 短期借款分類(續)

- 4) 2023年4月13日，本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2023年(朝陽)字00474號的流動資金貸款合同，借款金額為5,000.00萬元，貸款期間為2023年4月19日至2024年4月18日，借款利率為2.60%，為1年期貸款市場報價利率(LPR)減1.05%。由北京京城機電控股有限公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止年末銀行已發放借款5,000.00萬元。
- 5) 2023年7月31日，本公司之下屬公司天津天海高壓容器有限公司與中國建設銀行股份有限公司天津西青支行簽訂編號為HTZ120790000LDZJ2023N009的流動資金貸款合同，借款金額為1,000.00萬元，貸款期間自2023年7月31日起至2024年07月31日，借款利率為1年期貸款市場報價利率(LPR)加0.25%。雙方另行簽署《最高額抵押合同》，擔保責任的最高限額為7,797.00萬元，抵押物為天津市保稅區新港大道306號工業房地產，抵押期限為2023年7月31日起至2024年7月31日，截止年末銀行已發放借款1,000.00萬元。
- 6) 本公司之子公司北京天海於2023年5月22日開具信用證支付其子公司天津天海高壓容器有限公司貨款，信用證付款期限240天，期間自2023年5月22日至2024年1月18日。北京天海於2023年5月25日貼現取得3,000.00萬元。

(2) 年末不存在已逾期未償還的短期借款。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 20. Notes payable

#### 20. 應付票據

Type of bill	票據種類	Ending balance 年末餘額	Beginning balance 年初餘額
Bank acceptance bill	銀行承兌匯票	85,759,357.39	77,497,454.43
(1)	There are no notes payable overdue at the end of the year.	(1)	年末無已到期未支付的應付票據。
(2)	The notes payables mentioned above are aged within 6 months.	(2)	本集團上述年末應付票據的賬齡是在6個月之內。

#### 21. Accounts payable

#### 21. 應付賬款

##### (1) Presentation of accounts payable

##### (1) 應付賬款列示

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Material payment, etc.	材料款等	328,585,935.89	226,302,452.09
Construction contract costs	工程款	21,530,092.36	16,298,508.15
<b>Total</b>	<b>合計</b>	<b>350,116,028.25</b>	<b>242,600,960.24</b>

##### (2) Significant accounts payable aged over one year

##### (2) 賬齡超過1年的重要應付賬款

Company name 單位名稱	Ending balance 年末餘額	Reasons for not repaying or carrying forward 未償還或結轉的原因
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	10,492,652.22	Unsettled 尚未結算

##### (3) Accounts payable are listed by age

##### (3) 應付賬款按賬齡列示

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year	1年以內	267,500,480.61	159,213,774.99
1-2 years	1-2年	33,738,963.68	61,708,074.97
2-3 years	2-3年	35,798,475.90	7,510,274.95
Over 3 years	3年以上	13,078,108.06	14,168,835.33
<b>Total</b>	<b>合計</b>	<b>350,116,028.25</b>	<b>242,600,960.24</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 22. Contract liabilities

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Advances on sales	預收貨款	47,451,038.27	60,289,757.30
Including: aged more than one year	其中: 1年以上	8,957,038.06	8,725,272.66

#### 23. Employee compensation payable

##### (1) Classification of employee benefits payable

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Short-term compensation	短期薪酬	22,616,153.38	206,029,084.59	200,625,064.35	28,020,173.62
Post-employment benefits – defined contribution plan	離職後福利—設定提存計劃	1,206,358.23	23,977,921.85	23,883,161.80	1,301,118.28
Termination benefits	辭退福利	23,051.59	150,579.39	150,579.39	23,051.59
Other benefits due within one year	一年內到期的其他福利	1,868,455.61	0.00	99,466.14	1,768,989.47
<b>Total</b>	<b>合計</b>	<b>25,714,018.81</b>	<b>230,157,585.83</b>	<b>224,758,271.68</b>	<b>31,113,332.96</b>

##### (2) Short-term compensation

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Salary, bonus, allowance and subsidy	工資、獎金、津貼和補貼	16,027,054.45	169,403,473.96	163,497,409.31	21,933,119.10
Employee benefits	職工福利費	0.00	3,912,950.70	3,912,950.70	0.00
Social insurance premium	社會保險費	810,249.36	15,304,496.67	15,301,705.46	813,040.57
Including: medical insurance premiums	其中: 醫療保險費	743,023.35	13,713,468.87	13,708,035.56	748,456.66
Work-related injury insurance premiums	工傷保險費	53,001.52	1,363,551.46	1,366,193.56	50,359.42
Maternity insurance premiums	生育保險費	14,224.49	227,476.34	227,476.34	14,224.49
Housing provident fund	住房公積金	288,725.44	13,212,538.00	13,213,318.00	287,945.44
Labor union funds and employee education funds	工會經費和職工教育經費	4,735,684.13	4,195,625.26	4,699,680.88	4,231,628.51
Housing allowance	住房補貼	754,440.00	0.00	0.00	754,440.00
<b>Total</b>	<b>合計</b>	<b>22,616,153.38</b>	<b>206,029,084.59</b>	<b>200,625,064.35</b>	<b>28,020,173.62</b>

#### 22. 合同負債

#### 23. 應付職工薪酬

##### (1) 應付職工薪酬分類

##### (2) 短期薪酬

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 23. Employee compensation payable (Continued)

##### (3) Defined contribution plan

The Group has participated in the social insurance program established by government authorities as stipulated. As per the program, the Group will contribute to the program in accordance with relevant regulations of the local government. Besides the contribution above, the Group will not assume any obligations for payment. Corresponding expenditures shall be counted in current profit and loss or relevant asset costs.

The Group shall pay the fees for endowment insurance and unemployment insurance in the current year as follows:

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Basic endowment insurance premium	基本養老保險	1,180,624.61	23,236,408.82	23,144,348.15	<b>1,272,685.28</b>
Unemployment insurance	失業保險費	25,733.62	741,513.03	738,813.65	<b>28,433.00</b>
<b>Total</b>	<b>合計</b>	<b>1,206,358.23</b>	<b>23,977,921.85</b>	<b>23,883,161.80</b>	<b>1,301,118.28</b>

The Group shall pay RMB23,977,921.85 (amount of the previous year: RMB21,770,646.99) into the defined contribution plan for the year in which it participates. On December 31, 2023, the Group still has a payable contribution of RMB1,301,118.28 (beginning balance: RMB1,206,358.23), which is due and unpaid during the reporting period. The relevant payable contribution has been deposited after the reporting period.

本集團本年應分別向養老保險、失業保險計劃繳存費用如下：

本集團本年應向參與的設定提存計劃繳存費用人民幣23,977,921.85元(上年金額：21,770,646.99元)。於2023年12月31日，本集團尚有人民幣1,301,118.28元(年初餘額：1,206,358.23元)的應繳存費用，是於本報告期間到期而未繳存的，有關應繳存費用已於報告期後繳存。

#### 24. Taxes payable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
VAT	增值稅	<b>8,804,311.14</b>	8,091,307.32
Corporate income tax	企業所得稅	<b>7,704,786.76</b>	11,730,408.40
Stamp duty	印花稅	<b>636,075.31</b>	304,390.00
Individual income tax	個人所得稅	<b>553,328.55</b>	609,701.39
Urban maintenance and construction tax	城市維護建設稅	<b>524,062.30</b>	611,486.43
Educational surcharges	教育費附加	<b>244,239.70</b>	284,898.11
Local education surcharges	地方教育費附加	<b>141,527.06</b>	186,127.16
Land use tax	土地使用稅	<b>53,358.30</b>	0.00
Real estate tax	房產稅	<b>16,313.59</b>	0.00
Environmental protection tax	環境保護稅	<b>14,113.60</b>	16,241.34
Water resources tax	水資源稅	<b>2,196.60</b>	0.00
<b>Total</b>	<b>合計</b>	<b>18,694,312.91</b>	<b>21,834,560.15</b>

There is no Hong Kong profits tax payable in the taxes payable at the end of the year.

#### 24. 應交稅費

年末應交稅費中無應交香港利得稅。



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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 25. Other payables

#### 25. 其他應付款

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interests payable	應付利息	0.00	0.00
Dividends payable	應付股利	0.00	0.00
Other payables	其他應付款	77,468,799.94	63,942,916.44
<b>Total</b>	<b>合計</b>	<b>77,468,799.94</b>	<b>63,942,916.44</b>

#### Other payables

#### (1) Other payables presented as per nature

#### 其他應付款

#### (1) 按款項性質列示其他應付款

Nature	款項性質	Ending balance 年末餘額	Beginning balance 年初餘額
Advances offered for others, etc.	代墊款項等	30,120,737.61	23,315,092.20
Investment	投資款	29,600,000.01	20,000,000.01
Security	押金保證金	16,739,342.41	16,731,982.41
Accounts due from and to related parties	關聯方往來款	153,851.91	2,998,545.36
Rental expenses	租賃費	854,868.00	897,296.46
<b>Total</b>	<b>合計</b>	<b>77,468,799.94</b>	<b>63,942,916.44</b>

#### (2) Significant other payables aged over 1 year

#### (2) 賬齡超過1年的重要其他應付款

Company name	Ending balance 年末餘額	Reasons for not repaying or carrying forward 未償還或結轉的原因
單位名稱		
Shenzhen Tenglong Holding Co., Ltd. 深圳騰龍控股股份有限公司	16,270,982.41	Unsettled 尚未結算

#### 26. Non-current liabilities due within one year

#### 26. 一年內到期的非流動負債

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額	Remarks 備註
Lease liabilities due within one year	一年內到期的租賃負債	15,339,940.56	14,127,930.84	-
Long-term payable due within one year	一年內到期的長期應付款	0.00	7,000,000.00	Note 註
<b>Total</b>	<b>合計</b>	<b>15,339,940.56</b>	<b>21,127,930.84</b>	-

Note: The long-term payables due within one year represent the equity contribution payable commitment by BTIC, a subsidiary of the Company, to the associate Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. During the year, this amount decreased as Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. was deregistered and the equity contribution payable commitment does not require actual payment.

註：一年內到期的長期應付款為本公司之子公司北京天海對聯營企業北清智創(北京)新能源汽車科技有限公司承諾認繳的股權出資款,本年減少為北清智創(北京)新能源汽車科技有限公司本年已註銷,認繳的股權出資款無需實繳。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 27. Other current liabilities

#### 27. 其他流動負債

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Tax to be written off	待轉銷項稅	3,717,419.08	3,050,295.45
Notes receivable that do not meet the conditions for derecognition	不符合終止確認條件的 應收票據	3,236,000.00	0.00
Output tax received in advance	預收銷項稅	2,246,817.18	3,627,151.99
<b>Total</b>	<b>合計</b>	<b>9,200,236.26</b>	<b>6,677,447.44</b>

#### 28. Long-term borrowings

#### 28. 長期借款

##### (1) Classification of long-term borrowings

##### (1) 長期借款分類

Category of borrowings	借款類別	Ending balance 年末餘額	Beginning balance 年初餘額
Guaranteed borrowing	保證借款	70,000,000.00	0.00

On October 8, 2023, Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a subsidiary of the Company, entered into a medium and long-term loan contract (No. 1100202301100002073) with the Beijing Branch of China Development Bank. The loan amount is RMB200 million and is designated for special project construction. The loan period is from October 23, 2023, to October 23, 2031. The loan rate is the loan prime rate (LPR) for loans exceeding 5 years minus 0.95%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantees for the repayment and signed a separate Guarantee Contract. By the end of the year, the bank has issued a loan of RMB70 million.

2023年10月8日,本公司之下屬公司北京天海氫能裝備有限公司與國家開發銀行北京市分行簽訂編號為1100202301100002073的中長期貸款合同,貸款金額為20,000.00萬元,借款用途用於專項項目建設,借款期間自2023年10月23日至2031年10月23日,借款利率為5年期以上貸款市場報價利率(LPR)減0.95%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂了《保證合同》。截止年末銀行已發放借款7,000.00萬元。

##### (2) Analysis on maturity dates of long-term borrowings:

##### (2) 長期借款到期日分析如下:

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
<b>The book value of the above borrowings shall be repaid in the following periods:</b>	上述借款的賬面值須於 以下期間償還:		
Within 1 year	一年內	0.00	0.00
More than one year after the balance sheet date, but not more than two years	資產負債表日後超過一年, 但不超過兩年	1,650,000.00	0.00
More than two years after the balance sheet date, but not more than five years	資產負債表日後超過兩年, 但不超過五年	68,350,000.00	0.00
More than five years after the balance sheet date	資產負債表日後超過五年	0.00	0.00
Less: amounts due within one year under current liabilities	減:流動負債項下所示 一年內到期的款項	0.00	0.00
<b>Amounts under non-current liabilities</b>	<b>非流動負債項下所示款項</b>	<b>70,000,000.00</b>	<b>0.00</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 29. Lease liabilities

#### 29. 租賃負債

Type of payment	款項類別	Ending balance 年末餘額	Beginning balance 年初餘額
Lease payment	租賃付款額	<b>328,819,964.83</b>	353,791,087.58
Less: unrecognized financing charges	減：未確認的融資費用	<b>79,463,776.88</b>	90,862,092.88
Reclassified to non-current liabilities due within one year	重分類至一年內到期的非流動負債	<b>15,339,940.56</b>	14,127,930.84
<b>Net lease liabilities</b>	<b>租賃負債淨額</b>	<b>234,016,247.39</b>	248,801,063.86
<b>The book value of the above lease liabilities shall be repaid in the following periods:</b>	上述租賃負債的賬面值須於以下期間償還：		
Within 1 year	一年內	<b>15,339,940.56</b>	14,127,930.84
More than one year after the balance sheet date, but not more than two years	資產負債表日後超過一年，但不超過兩年	<b>13,928,997.72</b>	15,124,868.56
More than two years after the balance sheet date, but not more than five years	資產負債表日後超過兩年，但不超過五年	<b>46,717,708.40</b>	43,337,784.78
More than five years after the balance sheet date	資產負債表日後超過五年	<b>173,369,541.27</b>	190,338,410.52
Less: lease liabilities due within one year under current liabilities	減：流動負債項下所示一年內到期的租賃負債款項	<b>15,339,940.56</b>	14,127,930.84
Lease liabilities disclosed under non-current liabilities	非流動負債項下所示租賃負債款項	<b>234,016,247.39</b>	248,801,063.86

#### 30. Long-term payables

#### 30. 長期應付款

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Long-term payables	長期應付款	<b>0.00</b>	0.00
Specific payables	專項應付款	<b>253,207,700.00</b>	113,207,700.00
<b>Total</b>	<b>合計</b>	<b>253,207,700.00</b>	113,207,700.00

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 30. Long-term payables (Continued)

##### Specific payables

#### 30. 長期應付款(續)

##### 專項應付款

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額	Cause 形成原因
R&D and Industrialization Project for the Hydrogen Energy Frontier Technology Products	氫能前沿科技產品研發及產業化項目	30,000,000.00	0.00	0.00	30,000,000.00	Note 1 註1
Selected projects	揭榜掛帥項目	23,207,700.00	0.00	0.00	23,207,700.00	Note 2 註2
Cutting-edge hydrogen technology development projects	氫能前沿科技產業發展項目	60,000,000.00	140,000,000.00	0.00	200,000,000.00	Note 3 註3
<b>Total</b>	<b>合計</b>	<b>113,207,700.00</b>	<b>140,000,000.00</b>	<b>0.00</b>	<b>253,207,700.00</b>	-

Note 1: The State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality issued a *Notice about Appropriation of 2021 State-owned Capital Operation Budget* (JCZCZ [2021] No. 1886) to the Company on October 27, 2021, notified to arrange RMB30 million for the R&D and Industrialization Project for the Hydrogen Energy Frontier Technology Products. The Company received the above funds in December 2021.

註1: 北京市人民政府國有資產監督管理委員會2021年10月27日向京城機電下發了《關於撥付京城機電2021年國有資本經營預算資金的通知》(京財資產指[2021]1886號),通知安排3,000.00萬元用於氫能前沿科技產品研發及產業化項目。本公司於2021年12月收到上述資金。

Note 2: According to Jingcheng Machinery Electric's strategic plan during the 14th Five-Year Period and considering the relevant technology research and development projects of Jingcheng Machinery Electric's strategic products, the Company announced the selected projects and applied for a budget fund of RMB23,207,700. The Company received the above funds in March 2022.

註2: 根據京城機電「十四五」戰略規劃,結合京城機電戰略產品有關技術研發項目,本公司揭榜項目,申請預算資金2,320.77萬元,本公司於2022年3月收到上述資金。

Note 3: In September 2022, the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality issued to Jingcheng Machinery Electric the *Notice about Appropriation of 2022 State-owned Capital Operation Budget to the Company* (JCZCZ [2022] No. 2030), earmarking RMB200 million for cutting-edge hydrogen technology development projects. The Company received RMB60 million of that amount in November 2022. The remaining funds of RMB140 million were received on April 12, 2023.

註3: 北京市人民政府國有資產監督管理委員會2022年9月向京城機電下發了《關於撥付京城機電2022年國有資本經營預算資金的通知》(京財資產指[2022]2030號),通知安排20,000.00萬元用於氫能前沿科技產業發展項目,本公司於2022年11月收到6,000.00萬元資金,於2023年4月12日收到剩餘資金14,000萬元。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 31. Long-term employee compensation payable

##### (1) Classification of long-term employee compensation payable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Post-employment benefits – Net liabilities in defined benefit plan	離職後福利 – 設定受益計劃淨負債	<b>31,730,620.28</b>	30,779,454.07

##### (2) Changes in defined benefit plan – present value of obligations in defined benefit plan

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beginning balance	年初餘額	<b>32,647,909.68</b>	31,547,089.20
Defined benefit cost included in the current profits and losses	計入當期損益的設定受益成本	<b>1,690,645.60</b>	1,952,240.06
1. Current service cost	1. 當期服務成本	<b>466,348.99</b>	769,224.21
2. Previous service cost	2. 過去服務成本	<b>0.00</b>	0.00
3. Settlement gains (loss to be listed with “-”)	3. 結算利得 (損失以「-」表示)	<b>0.00</b>	0.00
4. Net interests	4. 利息淨額	<b>1,224,296.61</b>	1,183,015.85
Defined benefit cost included in other comprehensive income	計入其他綜合收益的設定 收益成本	<b>0.00</b>	0.00
Actuarial gains (loss to be listed with “-”)	精算利得(損失以「-」表示)	<b>0.00</b>	0.00
Other changes	其他變動	<b>-838,945.53</b>	-851,419.58
1. Liabilities eliminated when settling	1. 結算時消除的負債	<b>0.00</b>	0.00
2. Paid welfare	2. 已支付的福利	<b>-838,945.53</b>	-851,419.58
Ending balance	年末餘額	<b>33,499,609.75</b>	32,647,909.68
Less: welfare due within one year	減: 將於1年內到期的福利	<b>1,768,989.47</b>	1,868,455.61
Ending balance of welfare after deduction of amount due within one year	扣除1年內到期後的 年末餘額	<b>31,730,620.28</b>	30,779,454.07

#### 31. 長期應付職工薪酬

##### (1) 長期應付職工薪酬分類

##### (2) 設定受益計劃變動情況--設定受益計劃義務現值



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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 31. Long-term employee compensation payable

(Continued)

##### (3) Change of defined benefit plan – net liabilities (net assets) in defined benefit plan

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beginning balance	年初餘額	32,647,909.68	31,547,089.20
Defined benefit cost included in the current profits and losses	計入當期損益的設定受益成本	1,690,645.60	1,952,240.06
Defined benefit cost included in other comprehensive income	計入其他綜合收益的設定收益成本	0.00	0.00
Other changes	其他變動	-838,945.53	-851,419.58
Ending balance	年末餘額	33,499,609.75	32,647,909.68

##### (4) Explanations on contents of defined benefit plan and influence from the related risks to future cash flow, time and uncertainty of the Company:

Obligations incurred from defined benefit plan are discounted as per the discount rate in the defined benefit plan, to determine the present value of obligations in the defined benefit plan and current service cost. The discount rate adopted for discounting is confirmed as per the market profitability of treasury bond matching to the period of obligations and currency in the defined benefit plan and on the balance sheet date.

##### (5) Notes on major actuarial assumptions and sensitive analysis results of defined benefit plans

For the defined benefit plan, the Group shall make estimate on the demographic variables and financial variables, measure obligations for set benefit plan and recognize the belonging period of related obligations through consistent actuarial assumptions without prejudice as per the estimated cumulative welfare institutions method according to the modified Accounting Standards for Business Enterprises No.9 – Employee Benefits.

#### 31. 長期應付職工薪酬(續)

##### (3) 設定受益計劃變動情況－設定受益計劃淨負債(淨資產)

Amount in the current year 本年發生額	Amount in the previous year 上年發生額
32,647,909.68	31,547,089.20
1,690,645.60	1,952,240.06
0.00	0.00
-838,945.53	-851,419.58
33,499,609.75	32,647,909.68

(4) 設定受益計劃的內容及與之相關風險、對公司未來現金流量、時間和不確性的影響說明：  
設定受益計劃按照折現率將設定受益計劃所產生的義務予以折現，以確定設定受益計劃義務的現值和當期服務成本。折現時所採用的折現率根據資產負債表日與設定受益計劃義務期限和幣種相匹配的國債的市場收益率確定。

##### (5) 設定受益計劃重大精算假設及敏感性分析結果說明

根據修訂的《企業會計準則第9號—職工薪酬》規定，對於設定受益計劃，根據預期累計福利單位法，採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計，計量設定受益計劃所產生的義務，並確定相關義務的歸屬期間。

#### 32. Provision

Item 項目	Ending balance 年末餘額	Beginning balance 年初餘額	Cause 形成原因
Product quality assurance 產品質量保證	4,989,719.00	8,020,131.96	Quality security 質量保證金

Note: Product quality assurance is predicted by the management based on the commitment years and historical data of quality assurance responsibility in the sales contract.

#### 32. 預計負債

註：產品質量保證是管理層基於銷售合同中對質量保證責任的承擔年限和歷史數據預計的。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 33. Deferred incomes

#### 33. 遞延收益

##### (1) Classification of deferred income

##### (1) 遞延收益分類

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額	Cause 形成原因
Government subsidies	政府補助	358,604.17	13,680,000.00	6,040,129.43	<b>7,998,474.74</b>	Note 1 to Note 7 註1至註7

##### (2) Projects using government subsidies

##### (2) 政府補助項目

Government subsidies Item	Government subsidies Item	Beginning balance 年初餘額	Increase in the current year Subsidy amount 本年新增補助金額	Amount included in non-operating revenue of the current year 本年計入營業外收入金額	Amount included in other gains in the current year 本年計入其他收益金額	Amount for writing down the costs and expenses in the current year 本年沖減成本費用金額	Ending balance 年末餘額	Asset-related/ revenue-related 與資產相關/ 與收益相關
Research on development of vehicle-mounted liquid hydrogen storage and supply system and complete vehicle supporting engineering technology	儲供系統開發和整車配套工程技術研究項目	0.00	4,000,000.00	0.00	0.00	0.00	<b>4,000,000.00</b>	Revenue-related 與收益相關
Special funds for the development of high-tech industries in Beijing	北京市高精尖產業發展專項經費	0.00	5,380,000.00	0.00	1,927,247.97	0.00	<b>3,452,752.03</b>	Asset/ Revenue-related 與資產、 收益相關
Technical standard system research and key standard development for commercial vehicles	商用車技術標準體系研究及關鍵標準研製項目	0.00	300,000.00	0.00	0.00	0.00	<b>300,000.00</b>	Revenue-related 與收益相關
Gas cylinder development	氣瓶開發項目	282,300.88	0.00	0.00	36,578.17	0.00	<b>245,722.71</b>	Revenue-related 與收益相關
Development project of fixed liquid storage tank	固定式儲罐開發項目	24,971.71	0.00	0.00	24,971.71	0.00	<b>0.00</b>	Revenue-related 與收益相關
Design and R&D of on-board gas cylinders	車載氣瓶的設計研發項目	51,331.58	0.00	0.00	51,331.58	0.00	<b>0.00</b>	Revenue-related 與收益相關
Research project on development of vehicle-mounted gas supply system and complete vehicle supporting engineering technology	車載供氣系統開發和整車配套工程技術研究項目	0.00	4,000,000.00	0.00	4,000,000.00	0.00	<b>0.00</b>	Revenue-related 與收益相關
<b>Total</b>	<b>合計</b>	<b>358,604.17</b>	<b>13,680,000.00</b>	<b>0.00</b>	<b>6,040,129.43</b>	<b>0.00</b>	<b>7,998,474.74</b>	<b>-</b>

Note 1: The funds for research project of vehicle-mounted gas supply system development and complete vehicle supporting engineering technology come from the R&D funds issued by Beijing Municipal Science & Technology Commission and Zhongguancun Science Park Management Committee.

註1: 儲供系統開發和整車配套工程技術研究項目來源於北京市科學技術委員會、中關村科技園區管理委員會下發的研發經費。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 33. Deferred incomes (Continued)

##### (2) Projects using government subsidies (Continued)

Note 2: The special funds for the development of high-tech industries in Beijing were from the special funds issued by Beijing Municipal Bureau of Economy and Information Technology.

Note 3: The project of technical standard system research and key standard development for commercial vehicles was financed by the funds issued by Beijing Municipal Science and Technology Commission and Zhongguancun Science Park Management Committee.

Note 4: Cylinder development project comes from the Beijing Municipal Science & Technology Commission's development and certification of hydrogen bottles for fuel cell cars.

Note 5: The project of development of fixed storage tanks was financed by the R&D funds issued by Beijing Municipal Science and Technology Commission.

Note 6: The project of design and R&D of on-board gas cylinders was financed by the R&D funds issued by Beijing Municipal Science and Technology Commission.

Note 7: The funds for research on vehicle-mounted gas supply system development and complete vehicle supporting engineering technology come from the R&D funds issued by Beijing Municipal Science & Technology Commission and Zhongguancun Science Park Management Committee.

#### 33. 遞延收益(續)

##### (2) 政府補助項目(續)

註2: 北京市高精尖產業發展專項經費來源於北京市經濟和信息化局下發的專項經費。

註3: 商用車技術標準體系研究及關鍵標準研製項目來源於北京市科學技術委員會、中關村科技園區管理委員會下發的經費。

註4: 氣瓶開發項目來源北京市科學技術委員會對燃料電池轎車用氫氣瓶開發及認證。

註5: 固定式儲罐開發項目來源北京市科學技術委員會下發的研發經費。

註6: 車載氣瓶的設計研發來源北京市科學技術委員會下發的研發經費。

註7: 車載供氣系統開發和整車配套工程技術研究來源於北京市科學技術委員會、中關村科技園區管理委員會下發的研發經費。

#### 34. Share capital

The change of the legal, issued, and paid-up share capital of the Company is as follows. All the shares of the Company are common shares with a book value of RMB1 per share.

#### 34. 股本

本公司的法定、已發行及繳足股本的變動表如下。所有本公司的股份均為每股面值人民幣1元的普通股。

Item	項目	Beginning balance 年初金額	New share issued 發行新股	Change in the current year 本年變動			Subtotal 小計	Ending balance 年末金額
				Bonus issue 送股	Shares converted from reserves 公積金轉股	Others 其他		
Total restricted shares	有限售條件股份合計	120,265.9880	5,400.00	0.00	0.00	0.00	5,400.00	125,665.9880
Unrestricted shares	無限售條件股份	-	-	-	-	-	-	-
RMB common shares	人民幣普通股	322,000.00	0.00	0.00	0.00	0.00	0.00	322,000.00
Overseas listed foreign share	境外上市外資股	100,000.00	0.00	0.00	0.00	0.00	0.00	100,000.00
Total unrestricted shares	無限售條件股份合計	422,000.00	0.00	0.00	0.00	0.00	0.00	422,000.00
Total shares	股份總額	542,265.9880	5,400.00	0.00	0.00	0.00	5,400.00	547,665.9880

Unit: RMB1,000  
單位: 千元

Note: During the year, the Company implemented a restricted share incentive plan. As of December 11, 2023, the incentive recipients' payments had been fully received, totaling RMB39,582,000.00. Out of this amount, RMB5,400,000.00 was allocated towards the newly increased registered capital, while the remaining RMB34,182,000.00 was included in the capital reserve. See Note I to the Financial Statements for details.

註: 本公司本年度實施限制性股權激勵計劃,截至2023年12月11日,激勵對象繳納款項已全部收到,金額為39,582,000.00元,其中新增註冊資本人民幣5,400,000.00元,其餘34,182,000.00元計入資本公積。詳見本財務報表附註一。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 35. Capital reserves

#### 35. 資本公積

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Share premium	股本溢價	1,019,487,299.69	34,182,000.00	0.00	1,053,669,299.69
Other capital reserves	其他資本公積	131,623,716.63	1,163,798.51	0.00	132,787,515.14
<b>Total</b>	<b>合計</b>	<b>1,151,111,016.32</b>	<b>35,345,798.51</b>	<b>0.00</b>	<b>1,186,456,814.83</b>

Note 1: For the increase in share premium in the year, please refer to Note V (34) to the Financial Statements.

註1: 股本溢價本年增加情況詳見本財務報表附註五、34。

Note 2: The increase in other capital reserve was attributed to the implementation of the Company's restricted share incentive plan during the year. A total of 5.4 million shares were granted to employees of the Company and its subsidiaries as part of the Company's equity. The total expense to be recognized amounted to RMB27,594,000.00, which was recognized in stages based on the lifting ratio of sales restrictions in the corresponding year. Concurrently, the capital reserve was increased, with an amount of RMB1,163,798.51 recognized during the year.

註2: 其他資本公積增加為本公司本年度實施限制性股權激勵計劃,以本公司股權授予本公司及子公司員工540萬股,應確認總費用27,594,000.00元,該費用在相應年度內按解除限售比例分期確認,同時增加資本公積,本年確認金額為1,163,798.51元。

#### 36. Other comprehensive income

#### 36. 其他綜合收益

Item	項目	Beginning balance 年初餘額	Amount incurred before income tax in the current year 本年所得稅前發生額	Amount in the current year 本年發生額			After-tax amount attributed to non-controlling shareholders 稅後歸屬於少數股東	Ending balance 年末餘額
				Less: profit and loss included in other comprehensive income at early stage and transferred in the current period 減: 前期計入其他綜合收益當期轉入損益	Less: income tax expenses 減: 所得稅費用	Attributable to the parent company - net of income tax 稅後歸屬於母公司		
I. Other comprehensive income that cannot be reclassified through profit or loss in the future	一、以後不能重分類進損益的其他綜合收益	160,000.00	0.00	0.00	0.00	0.00	0.00	160,000.00
Including: changes arising from remeasurement of net liabilities or net assets of defined benefit plan	其中: 重新計算設定受益計劃淨負債和淨資產的變動	160,000.00	0.00	0.00	0.00	0.00	0.00	160,000.00
II. Other comprehensive income to be reclassified into profit or loss in future	二、以後將重分類進損益的其他綜合收益	1,968,736.81	1,066,767.58	0.00	0.00	965,657.08	101,110.50	2,934,393.89
Including: other comprehensive income that can be converted to profit or loss under the equity method	其中: 權益法下可轉損益的其他綜合收益	-2,329.87	8,939.39	0.00	0.00	8,939.39	0.00	6,609.52
Differences arising from translation of foreign currency financial statements	外幣財務報表折算差額	1,971,066.68	1,057,828.19	0.00	0.00	956,717.69	101,110.50	2,927,784.37
<b>Total other comprehensive income</b>	<b>其他綜合收益合計</b>	<b>2,128,736.81</b>	<b>1,066,767.58</b>	<b>0.00</b>	<b>0.00</b>	<b>965,657.08</b>	<b>101,110.50</b>	<b>3,094,393.89</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 37. Special reserves

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Work safety expenses	安全生產費	124,960.21	8,184,199.38	7,927,787.97	<b>381,371.62</b>

#### 38. Surplus reserves

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Statutory surplus reserves	法定盈餘公積	41,838,334.73	0.00	0.00	<b>41,838,334.73</b>
Discretionary surplus reserves	任意盈餘公積	2,906,035.91	0.00	0.00	<b>2,906,035.91</b>
Reserve funds	儲備基金	460,638.52	0.00	0.00	<b>460,638.52</b>
Enterprise development funds	企業發展基金	460,638.52	0.00	0.00	<b>460,638.52</b>
<b>Total</b>	<b>合計</b>	<b>45,665,647.68</b>	<b>0.00</b>	<b>0.00</b>	<b>45,665,647.68</b>

#### 39. Retained earnings

Item	項目	Current year 本年	Previous year 上年
Undistributed profits at the end of the previous year before adjustment	調整前上年末未分配利潤	<b>-665,678,483.89</b>	-687,333,700.32
Adjustment to total undistributed profit at the beginning of the year	調整年初未分配利潤合計數	<b>0.00</b>	3,340,061.33
Including: retrospective adjustment in accordance with the <i>Accounting Standards for Business Enterprises</i> and relevant new regulations	其中:《企業會計準則》及相關新規定追溯調整	<b>0.00</b>	3,340,061.33
Undistributed profits at the beginning of the year after adjustment	調整後年初未分配利潤	<b>-665,678,483.89</b>	-683,993,638.99
Add: net profit attributable to owners of parent company in current period	加:本年歸屬於母公司所有者的淨利潤	<b>-51,675,143.59</b>	18,315,155.10
Less: appropriation to statutory surplus reserves	減:提取法定盈餘公積	<b>0.00</b>	0.00
Appropriation of discretionary surplus reserves	提取任意盈餘公積	<b>0.00</b>	0.00
Withdrawal of provision for general risk	提取一般風險準備	<b>0.00</b>	0.00
Dividends payable on common shares	應付普通股股利	<b>0.00</b>	0.00
Ordinary share dividends transferred into share capital	轉作股本的普通股股利	<b>0.00</b>	0.00
<b>Ending balance of the current year</b>	<b>本年年末餘額</b>	<b>-717,353,627.48</b>	-665,678,483.89

#### 40. Operating revenue and operating cost

(1) Operating revenue and operating cost

#### 40. 營業收入、營業成本

(1) 營業收入和營業成本情況

Item	項目	Amount in the current year 本年發生額		Amount in the previous year 上年發生額	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Main business	主營業務	<b>1,382,714,849.77</b>	<b>1,174,395,003.43</b>	1,324,541,701.31	1,149,275,898.03
Other business	其他業務	<b>22,780,842.31</b>	<b>15,876,083.82</b>	47,719,530.83	37,185,759.83
<b>Total</b>	<b>合計</b>	<b>1,405,495,692.08</b>	<b>1,190,271,087.25</b>	1,372,261,232.14	1,186,461,657.86



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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 40. Operating revenue and operating cost (Continued)

##### (2) Breakdown of operating revenue and cost

#### 40. 營業收入、營業成本(續)

##### (2) 營業收入、營業成本的分解信息

Category of contracts	合同分類	Gas Storage and Transportation Product Division 氣體輸運產品分部		Integrated system division for automated manufacturing equipment 自動化製造設備系統集成分部		Others 其他		Total 合計	
		Operating revenue 營業收入	Operating cost 營業成本	Operating revenue 營業收入	Operating cost 營業成本	Operating revenue 營業收入	Operating cost 營業成本	Operating revenue 營業收入	Operating cost 營業成本
Classification by business area	按經營地區分類								
Including: domestic	其中：國內	582,768,509.19	552,846,125.27	224,793,890.46	146,746,872.83	63,735,395.76	16,400,439.96	871,297,795.41	715,993,438.06
Overseas	國外	511,417,054.36	458,401,565.37	0.00	0.00	0.00	0.00	511,417,054.36	458,401,565.37
<b>Total</b>	<b>合計</b>	<b>1,094,185,563.55</b>	<b>1,011,247,690.64</b>	<b>224,793,890.46</b>	<b>146,746,872.83</b>	<b>63,735,395.76</b>	<b>16,400,439.96</b>	<b>1,382,714,849.77</b>	<b>1,174,395,003.43</b>

##### (3) Information relating to performance obligations

The Group shall normally perform its obligations within three months and sell products directly as the principal responsible person. Generally, the goods are delivered at the place designated by the customer or in the factory, and the control right over the products is transferred. The payment methods usually include the following three situations: the customer with credit line and their goods are delivered within the credit line of the Group; the customers without a credit line, the Group needs to receive full payment before delivery, or arrange delivery after receiving a certain proportion of money according to the relevant clauses of the contract. At the same time of delivery or when the goods are delivered to the destination designated by the customer, the control right over the goods is transferred to the customer, and the Group obtains unconditional payment right. The Group does not undertake the similar obligations such as expected refunding of payment to the customers, and its product quality assurance is implemented according to the legal product quality requirements.

##### (4) Information relating to transaction price allocated to the remaining performance obligation

The Group assesses the contract on the commencement date of the contract, believing that the commitment of transferring the goods to the consumer could not separately distinguished from other commitments in the contract, and each contract shall be taken as a single performance obligation as a whole.

##### (3) 與履約義務相關的信息

本集團履約義務通常的履行時間在3個月以內，本集團作為主要責任人直接進行銷售。一般在產品送達客戶指定地點或在工廠內進行交貨，轉移對產品的控制權，付款方式通常有以下三種情況：有授信額度的在本集團授信額度內進行發貨，無授信額度的客戶，在發貨前全額收款，或者根據合同相關條款收取一定比例的款項後安排發貨，在發貨的同時或者將貨物送達客戶指定的目的地，商品控制權轉移給客戶，本集團取得無條件收款權利。本集團不承擔預期將退還給客戶的款項等類似義務，其產品質量保證按照法定的產品質量要求執行。

##### (4) 與分攤至剩餘履約義務的交易價格相關的信息

本集團於合同開始日對合同進行評估，認為向客戶轉讓商品的承諾與合同中其他承諾不可單獨區分，應將每個合同整體作為一個單項履約義務。

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 40. Operating revenue and operating cost (Continued)

(5) The total operating revenues from the top five customers of the Group in the current year are RMB392,003,744.70, accounting for 27.89% of the total operating revenues in the current year (previous year: 20.72%), with the details as follows:

Company name	單位名稱	Operating revenue 營業收入	Proportion to total operating revenue (%) 佔全部業務收入總額的比例(%)
Qingdao Haier Special Refrigeration Appliances Co., Ltd.	青島海爾製冷電器有限公司	135,495,575.22	9.64
LEEBUCC TIANJIN HYDRAULICS EQUIPMENT CO., LTD.	巴克立偉(天津)液壓設備有限公司	79,929,803.82	5.69
Shenzhen Tenglong Holding Co., Ltd.	深圳騰龍控股股份有限公司	63,743,209.22	4.54
Western International Gas and Cylinders Cyl-Tec, Inc.		60,798,733.47	4.33
		52,036,422.97	3.70
<b>Total</b>	<b>合計</b>	<b>392,003,744.70</b>	<b>27.89</b>

#### 40. 營業收入、營業成本(續)

(5) 本年本集團前五名客戶營業收入總額392,003,744.70元，佔本年全部營業收入總額的27.89%(上年：20.72%)，具體情況如下：

#### 41. Taxes and surcharges

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Real estate tax	房產稅	2,276,672.79	2,185,493.21
Urban maintenance and construction tax	城市維護建設稅	1,843,756.42	1,581,351.10
Stamp duty	印花稅	1,400,242.24	1,116,514.23
Educational surcharges (including local educational surcharges)	教育費附加 (含地方教育費附加)	1,462,054.80	1,229,148.12
Land use tax	土地使用稅	853,420.97	637,846.04
Environmental protection tax	環境保護稅	59,015.03	66,771.63
Vehicle and vessel use tax	車船使用稅	8,315.34	5,523.00
Others	其他	8,404.12	689,845.58
<b>Total</b>	<b>合計</b>	<b>7,911,881.71</b>	<b>7,512,492.91</b>

#### 41. 稅金及附加

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 42. Selling expenses

#### 42. 銷售費用

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Employee compensation	職工薪酬	24,834,097.13	25,917,588.86
After-sales service charges	售後服務費	11,654,199.23	1,102,416.53
Travel expenses	差旅費	3,244,579.03	1,667,680.46
Business expenses	業務經費	1,845,502.82	923,332.44
Exhibition expenses	展覽費	1,564,499.24	247,018.40
Office expenses	辦公費	1,227,452.10	944,327.66
Share-based payment	股份支付	133,980.00	0.00
Others	其他	1,713,821.31	1,137,659.31
<b>Total</b>	<b>合計</b>	<b>46,218,130.86</b>	<b>31,940,023.66</b>

#### 43. Administrative expenses

#### 43. 管理費用

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Employee compensation	職工薪酬	72,745,189.72	66,662,165.71
Depreciation expenses	折舊費	9,471,450.16	2,168,961.94
Intermediary agency fees	聘請中介機構費	8,377,182.97	10,114,008.58
- Audit service fees	- 審計服務費用	2,007,227.02	2,911,199.74
- Tax service fees	- 稅務服務費用	216,102.01	149,337.67
- Other service fees	- 其他服務費用	2,727,697.16	3,533,770.38
- Lawyer service fees	- 律師服務費	3,426,156.78	3,519,700.79
Amortization of intangible assets	無形資產攤銷	5,779,377.70	3,523,555.15
Office expenses	辦公費	3,264,291.75	3,751,953.35
Energy charges	能源費	2,520,228.94	1,284,732.28
Vehicle expenses	車輛費用	1,968,322.55	1,476,863.89
Repair expenses	修理費	1,505,779.21	465,727.56
Travel expenses	差旅費	1,151,379.49	394,656.43
Share-based payment	股份支付	925,348.51	0.00
Business entertainment expenses	業務招待費	788,274.92	435,676.79
Logistics and security service fee	後勤安保服務費	644,000.00	397,960.79
Others	其他	11,336,399.40	11,144,387.29
<b>Total</b>	<b>合計</b>	<b>120,477,225.32</b>	<b>101,820,649.76</b>

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 44. R&D expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
R&D expenses	研發費用	66,447,976.37	47,649,016.32

#### 45. Financial Expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Interest expenses	利息支出	18,182,783.46	12,931,363.31
Less: interest income	減: 利息收入	4,618,837.01	994,136.53
Exchange income	匯兌收益	626,096.10	3,182,566.38
Add: exchange loss	加: 匯兌損失	31,136.00	33,552.75
Other expenses	其他支出	589,238.62	377,433.42
<b>Total</b>	<b>合計</b>	<b>13,558,224.97</b>	<b>9,165,646.57</b>

#### 44. 研發費用

#### 45. 財務費用

#### 46. Other income

Other sources of income	產生其他收益的來源	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Government subsidies	政府補助	4,339,923.21	10,336,550.81
Transferring-in of deferred income	遞延收益轉入	6,040,129.43	4,960,274.88
Additional deduction of input tax	進項稅加計扣除	103,889.12	0.00
Return of handling charges of individual income tax	個稅手續費返還	7,822.37	7,318.90
<b>Total</b>	<b>合計</b>	<b>10,491,764.13</b>	<b>15,304,144.59</b>

#### 46. 其他收益

#### 47. Investment income

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Long-term equity investment income calculated at equity method	權益法核算的長期股權投資收益	11,855,196.49	20,937,360.39
Gain from debt restructuring	債務重組收益	115,344.66	3,806,900.04
Investment income from disposal of long-term equity investments	處置長期股權投資產生的投資收益	28,213.46	0.00
Investment income from disposal of financial assets held for trading	處置交易性金融資產取得的投資收益	0.00	608,700.53
<b>Total</b>	<b>合計</b>	<b>11,998,754.61</b>	<b>25,352,960.96</b>

#### 47. 投資收益

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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 48. Credit impairment loss

#### 48. 信用減值損失

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Loss on bad debts of accounts receivable	應收賬款壞賬損失	-5,090,890.29	4,407,154.55
Loss on bad debts of other receivables	其他應收款壞賬損失	13,711.86	-812,458.87
<b>Total</b>	<b>合計</b>	<b>-5,077,178.43</b>	<b>3,594,695.68</b>

#### 49. Asset impairment loss

#### 49. 資產減值損失

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Inventory falling price loss and contract performance cost impairment loss	存貨跌價損失及合同履約成本減值損失	-31,192,982.08	-19,531,341.09
Loss from fixed assets impairment	固定資產減值損失	-1,203,408.10	0.00
<b>Total</b>	<b>合計</b>	<b>-32,396,390.18</b>	<b>-19,531,341.09</b>

#### 50. Income from disposal of assets

#### 50. 資產處置收益

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Gains from disposal of non-current assets Including: income from disposal of fixed assets	非流動資產處置收益 其中: 固定資產處置收益	123,479.33 123,479.33	324,288.25 324,288.25

#### 51. Non-operating revenue

#### 51. 營業外收入

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount included in non-recurring profits and losses in the current year 計入本年非經常性損益的金額
Payables not to be paid after approval	經批准無需支付的應付款項	667,731.43	2,361,087.30	667,731.43
Revenue from breach indemnity	違約賠償收入	384,657.70	16,612.50	384,657.70
Income from license plate auction	車牌拍賣收入	318,980.00	0.00	318,980.00
Compensation income	賠償金收入	191,900.00	9,291,612.25	191,900.00
Revenue from disposal of scrapped or damaged assets	報廢、毀損資產處置收入	42,772.60	0.00	42,772.60
Others	其他	129,011.42	692,184.58	129,011.42
<b>Total</b>	<b>合計</b>	<b>1,735,053.15</b>	<b>12,361,496.63</b>	<b>1,735,053.15</b>



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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

#### 52. Non-operating expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount included in non-recurring profits and losses in the current year 計入本年非經常性損益的金額
Losses of retirement of non-current assets	非流動資產毀損報廢損失	263,307.79	303,245.17	263,307.79
Including: loss from write-off and retirement of fixed assets	其中: 固定資產毀損報廢損失	263,307.79	303,245.17	263,307.79
Compensation expense	賠償金支出	409,244.80	2,214,656.00	409,244.80
Liquidated damages, fines and overdue fines	違約金、罰款、滯納金等	155,525.16	19,000.00	155,525.16
External donation	對外捐贈	30,000.00	50,000.00	30,000.00
Others	其他	800.00	753,309.02	800.00
<b>Total</b>	<b>合計</b>	<b>858,877.75</b>	<b>3,340,210.19</b>	<b>858,877.75</b>

#### 52. 營業外支出

#### 53. Income tax expenses

##### (1) Income tax expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Income tax in current period calculated as per tax laws and relevant regulations	按稅法及相關規定計算的當期所得稅	21,926,975.37	15,238,085.22
– Corporate income tax in China's mainland	– 中國大陸企業所得稅	17,545,930.30	11,824,623.57
– Corporate income tax in Hong Kong, China	– 中國香港利得稅	0.00	0.00
– Corporate income tax in United States	– 其他地區(美國)	4,381,045.07	3,413,461.65
Deferred tax expenses	遞延所得稅費用	952,792.73	-7,236,175.01
<b>Total</b>	<b>合計</b>	<b>22,879,768.10</b>	<b>8,001,910.21</b>

#### 53. 所得稅費用

##### (1) 所得稅費用

As the Group had no taxable income in Hong Kong during the year (prior year: nil), there was no Hong Kong corporate income tax.

由於本集團於年度內在香港無應納稅收入(上年度內: 無), 故並無香港所得稅。

##### (2) Adjustment process of accounting profits and income tax expenses

##### (2) 會計利潤與所得稅費用調整過程

Item	項目	Amount in the current year 本年發生額
Consolidated total profits in the current year	本年合併利潤總額	-53,372,229.54
Income taxes expenses calculated at statutory applicable tax rate	按法定適用稅率計算的所得稅費用	-13,343,057.39
Effect of different tax rates applicable to subsidiaries	子公司適用不同稅率的影響	11,199,921.38
Effect from adjustment of income tax in the previous period	調整以前期間所得稅的影響	1,290,366.78
Effect of cost, expense and loss nondeductible	不可抵扣的成本、費用和損失的影響	172,271.54
Effect of non-taxable income	非應稅收入的影響	-2,879,575.40
Effects of deductible temporary differences and deductible losses of deferred income taxes recognized in previous years	以前年度已確認遞延所得稅的可抵扣暫時性差異和可抵扣虧損的影響	2,809,359.81
Effects of deductible temporary differences or deductible losses of deferred tax assets unrecognized in the current year	本年未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	30,386,371.16
Weighted Deduction of R&D Expenses and Other Expenses	研發費用等費用項目加計扣除	-6,257,280.46
Others	其他	-498,609.32
<b>Total</b>	<b>合計</b>	<b>22,879,768.10</b>

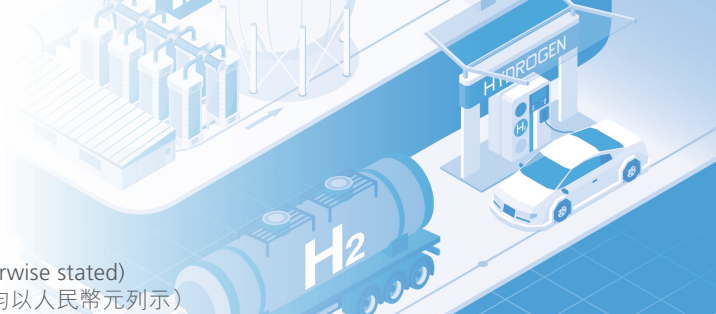
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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 54. Other comprehensive incomes

Refer to the Note "V. 36 Other comprehensive income" for details.

#### 54. 其他綜合收益

詳見本附註「五、36其他綜合收益」相關內容。

#### 55. Items of cash flow statements

##### (1) Cash related to operating activities

##### 1) Other cash received relating to operating activities

#### 55. 現金流量表項目

##### (1) 與經營活動有關的現金

##### 1) 收到的其他與經營活動有關的現金

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Margins, deposits and pretty cash recovered	收回保證金、押金及備用金	24,731,857.85	2,380,796.24
Government subsidies	政府補助	13,715,707.20	10,334,823.81
Interest income	利息收入	4,323,028.82	1,669,901.63
Transaction payments	往來款	1,652,178.26	10,269,868.54
Penalty	罰款	47,700.00	85,446.36
Others	其他	16,459,582.12	1,291,595.91
<b>Total</b>	<b>合計</b>	<b>60,930,054.25</b>	<b>26,032,432.49</b>
<b>2) Cash paid for other operating activities</b>		<b>2) 支付的其他與經營活動有關的現金</b>	
Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Guarantee deposit, security	保證金、押金	58,082,992.07	19,105,670.85
All expenses	各項費用	40,812,343.35	41,435,172.79
Transaction payments	往來款	4,109,221.02	2,684,229.37
Service charge	手續費	353,431.33	198,241.32
Penalty	罰款	150,844.27	19,000.00
Others	其他	3,223,915.80	0.00
<b>Total</b>	<b>合計</b>	<b>106,732,747.84</b>	<b>63,442,314.33</b>

# Notes to the Financial Statements

## 財務報表附註

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 55. Items of cash flow statements (Continued)

##### (2) Cash related to investing activities Other cash received relating to investing activities

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額	0.00	62,297,104.92

##### (3) Cash related to financing activities 1) Other cash received relating to financing activities

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Funds earmarked for cutting-edge hydrogen technology development projects	氫能前沿科技產業發展項目專項資金	140,000,000.00	60,000,000.00
Equity incentives	股權激勵款	39,582,000.00	0.00
Special funds earmarked for projects	揭榜掛帥項目專項資金	0.00	23,207,700.00
<b>Total</b>	<b>合計</b>	<b>179,582,000.00</b>	<b>83,207,700.00</b>

##### 2) Other cash paid related to financing activities

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Operating lease rentals	經營租賃租金	27,861,688.04	950,622.19
Direct expenses of funds raised by private placement	非公開發行募集資金直接費用	0.00	3,983,800.13
<b>Total</b>	<b>合計</b>	<b>27,861,688.04</b>	<b>4,934,422.32</b>

#### 55. 現金流量表項目(續)

##### (2) 與投資活動有關的現金 收到的其他與投資活動有關的現金

##### (3) 與籌資活動有關的現金 1) 收到其他與籌資活動有關的現金

##### 2) 支付的其他與籌資活動有關的現金

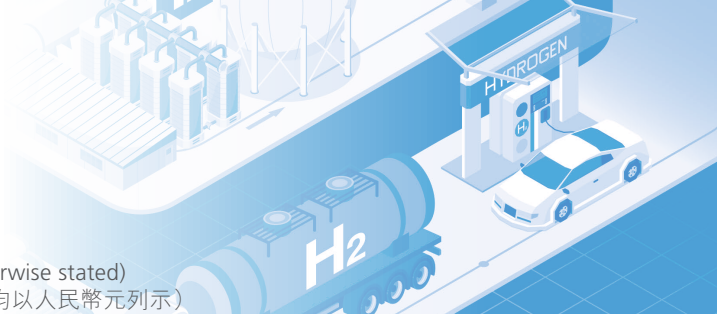
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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 55. Items of cash flow statements (Continued)

##### (3) Cash related to financing activities (Continued)

##### 3) Changes in liabilities due to financing activities

#### 55. 現金流量表項目(續)

##### (3) 與籌資活動有關的現金(續)

##### 3) 籌資活動產生的各項負債變動情況

Item	項目	Increase in the current year		
		Beginning balance	Change in cash	Non-cash changes
		年初餘額	現金變動	非現金變動
Long-term payables	長期應付款	113,207,700.00	140,000,000.00	0.00
Long-term accounts payable due within one year	一年內到期的長期應付款	7,000,000.00	0.00	0.00
Lease liabilities	租賃負債	248,801,063.86	0.00	28,942,041.49
Lease liabilities due within one year	一年內到期的租賃負債	14,127,930.84	0.00	15,339,940.56
Long-term borrowings	長期借款	0.00	70,000,000.00	0.00
Short-term borrowings	短期借款	100,000,000.00	170,000,000.00	0.00
<b>Total</b>	<b>合計</b>	<b>483,136,694.70</b>	<b>380,000,000.00</b>	<b>44,281,982.05</b>

(Continued)

(續表)

Item	項目	Decrease in the current year		
		Change in cash	Non-cash changes	Ending balance
		現金變動	非現金變動	年末餘額
Long-term payables	長期應付款	0.00	0.00	253,207,700.00
Long-term accounts payable due within one year	一年內到期的長期應付款	0.00	7,000,000.00	0.00
Lease liabilities	租賃負債	27,861,688.04	15,865,169.92	234,016,247.39
Lease liabilities due within one year	一年內到期的租賃負債	0.00	14,127,930.84	15,339,940.56
Long-term borrowings	長期借款	0.00	0.00	70,000,000.00
Short-term borrowings	短期借款	130,000,000.00	0.00	140,000,000.00
<b>Total</b>	<b>合計</b>	<b>157,861,688.04</b>	<b>36,993,100.76</b>	<b>712,563,887.95</b>

# Notes to the Financial Statements

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 56. Supplementary information to consolidated cash flow statement

#### 56. 合併現金流量表補充資料

##### (1) Supplementary information to cash flow statement

##### (1) 現金流量表補充資料

Item	項目	Amount in the current year 本年金額	Amount in the previous year 上年金額
<b>1. Adjust net profit to cash flow from operating activities:</b>	<b>1. 將淨利潤調節為經營活動現金流量：</b>		
Net profit	淨利潤	-76,251,997.64	13,775,869.68
Add: provision for impairment of assets	加：資產減值準備	32,396,390.18	19,531,341.09
Credit impairment loss	信用減值損失	5,077,178.43	-3,594,695.68
Depreciation of fixed assets	固定資產折舊	53,865,644.65	55,811,967.41
Depreciation of right-of-use assets	使用權資產折舊	18,363,090.29	9,001,631.86
Amortization of intangible assets	無形資產攤銷	10,547,674.06	6,916,327.48
Amortization of long-term deferred expenses	長期待攤費用攤銷	2,580,817.28	1,850,662.33
Losses from disposal of fixed assets, intangible assets and other long-term assets (gains to be listed with "-")	處置固定資產、無形資產和其他長期資產的損失(收益以「-」填列)	-123,479.33	-324,288.25
Losses from retirement of fixed assets (gains to be listed with "-")	固定資產報廢損失(收益以「-」填列)	220,535.19	303,245.17
Losses from changes in fair value (gains to be listed with "-")	公允價值變動損失(收益以「-」填列)	0.00	0.00
Financial expenses (gains to be listed with "-")	財務費用(收益以「-」填列)	17,616,197.95	13,721,856.11
Investment losses (gains to be listed with "-")	投資損失(收益以「-」填列)	-11,998,754.61	-25,352,960.96
Decrease on deferred tax assets (increase to be listed with "-")	遞延所得稅資產的減少(增加以「-」填列)	6,093,385.57	-5,246,445.01
Increase in deferred tax liabilities (decrease to be listed with "-")	遞延所得稅負債的增加(減少以「-」填列)	-5,140,592.84	-1,989,730.00
Decrease in inventory (increase to be listed with "-")	存貨的減少(增加以「-」填列)	-21,328,808.87	35,883,418.45
Decrease in operating receivables (increase to be listed with "-")	經營性應收項目的減少(增加以「-」填列)	-78,138,160.63	-32,832,112.00
Increase in operating payables (decrease to be listed with "-")	經營性應付項目的增加(減少以「-」填列)	116,939,221.37	-73,861,190.82
Others	其他	-4,358,418.73	-8,371,138.12
Net cash flows from operating activities	經營活動產生的現金流量淨額	66,359,922.32	5,223,758.74
<b>2. Major investment and financing activities that do not involve cash receipts and payments:</b>	<b>2. 不涉及現金收支的重大投資和籌資活動：</b>		
Conversion of debt into capital	債務轉為資本	0.00	0.00
Convertible corporate bonds due within one year	一年內到期的可轉換公司債券	0.00	0.00
Fixed assets acquired under financial leases	融資租入固定資產	0.00	0.00
<b>3. Net changes in cash and cash equivalents:</b>	<b>3. 現金及現金等價物淨變動情況：</b>		
Ending balance of cash	現金的年末餘額	429,848,818.45	263,802,199.98
Less: beginning balance of cash	減：現金的年初餘額	263,802,199.98	79,891,833.74
Add: ending balance of cash equivalents	加：現金等價物的年末餘額	0.00	0.00
Less: beginning balance of cash equivalents	減：現金等價物的年初餘額	0.00	0.00
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	166,046,618.47	183,910,366.24



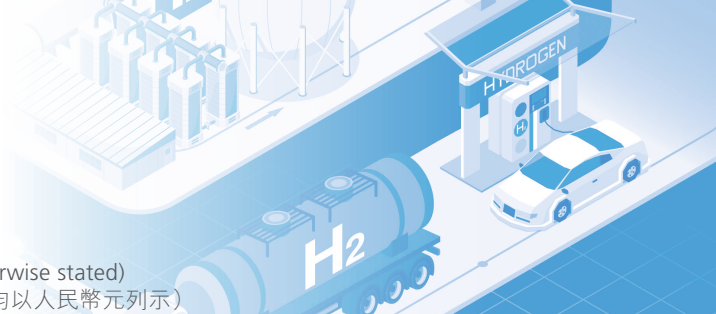
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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 56. Supplementary information to consolidated cash flow statement (Continued)

#### 56. 合併現金流量表補充資料(續)

##### (2) Cash and cash equivalents

##### (2) 現金和現金等價物

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Cash	現金	429,848,818.45	263,802,199.98
Including: cash on hand	其中: 庫存現金	129,917.68	132,679.87
Cash at bank available for payments at any time	可隨時用於支付的銀行存款	429,718,900.77	263,669,520.11
Other monetary funds available for payment at any time	可隨時用於支付的其他貨幣資金	0.00	0.00
Cash equivalents	現金等價物	0.00	0.00
Ending balance of cash and cash equivalents	年末現金和現金等價物餘額	429,848,818.45	263,802,199.98
Including: the parent company or subsidiaries within the group use restricted cash and cash equivalents	其中: 母公司或集團內子公司使用受限制的現金和現金等價物	0.00	0.00

(3) There was no cases of restricted use scope but still presented as cash and cash equivalents in the year.

(3) 本年度不存在使用範圍受限但仍屬於現金及現金等價物列示的情況。

##### (4) Monetary funds not belonging to cash and cash equivalents

##### (4) 不屬於現金及現金等價物的貨幣資金

Item 項目	Amount in the current year 本年年額	Amount in the previous year 上年金額	Reasons for not belonging to non-cash and cash equivalents 不屬於現金及現金等價物的理由
Margin for bank acceptance bill 銀行承兌匯票保證金	65,688,058.02	46,822,813.02	Unable to withdraw at any time due to pledge, freezing and other reasons 存在質押、凍結等無法隨時支取情形
L/C guarantee deposits 信用證保證金	7,228,638.76	22,374,406.22	Unable to withdraw at any time due to pledge, freezing and other reasons 存在質押、凍結等無法隨時支取情形
Bond for letter of guarantee 保函保證金	500.69	2,926.79	Unable to withdraw at any time due to pledge, freezing and other reasons 存在質押、凍結等無法隨時支取情形
Litigation freezing 訴訟凍結	0.00	3,625,647.23	Unable to withdraw at any time due to pledge, freezing and other reasons 存在質押、凍結等無法隨時支取情形
<b>Total 合計</b>	<b>72,917,197.47</b>	<b>72,825,793.26</b>	-

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### V. Notes to Main Items in Consolidated Financial Statements (Continued) 五、合併財務報表主要項目註釋(續)

#### 57. Monetary items in foreign currency

##### (1) Monetary items in foreign currency

Item	項目	Ending balance in foreign currency 年末外幣餘額	Exchange rate upon translation 折算匯率	Ending balance in RMB (equivalent) 年末折算人民幣餘額
Monetary fund	貨幣資金	-	-	54,173,830.49
Including: USD	其中:美元	5,999,399.09	7.0827	42,491,943.95
EUR	歐元	1,484,576.74	7.8592	11,667,585.52
HKD	港幣	15,781.31	0.9062	14,301.02
Accounts receivable	應收賬款	-	-	49,670,667.17
Including: USD	其中:美元	4,482,775.35	7.0827	31,750,152.97
EUR	歐元	2,280,195.72	7.8592	17,920,514.20
Accounts payable	應付賬款	-	-	5,931,433.96
Including: USD	其中:美元	808,985.62	7.0827	5,729,802.45
EUR	歐元	28.33	7.8592	222.65
GBP	英鎊	22,277.03	9.0411	201,408.86
Other payables	其他應付款	-	-	8,221.81
Including: USD	其中:美元	1,160.83	7.0827	8,221.81

##### (2) Overseas business entity

BTIC AMERICA CORPORATION, a subsidiary of the Company, is registered in Houston, USA, with USD as the bookkeeping currency. Jingcheng Holding (Hong Kong) Co., Ltd, the subsidiary of the Company, is registered in Hong Kong, with USD as the bookkeeping currency.

##### (2) 境外經營實體

本公司之下屬公司天海美洲公司註冊地為美國休斯頓,公司以美元為記賬本位幣。本公司之子公司京城控股(香港)有限公司註冊地為香港,公司以美元為記賬本位幣。

#### 58. Lease

##### (1) The Group as the lessee

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Interest expenses on lease liabilities	租賃負債利息費用	11,445,315.03	5,997,818.35
Short-term lease expenses included in current profits and losses with simplified treatment	計入當期損益的採用簡化處理的短期租賃費用	3,003,183.01	3,635,466.89
Lease expenses of low-value assets (except short-term leases) included in current profits and losses with simplified treatment	計入當期損益的採用簡化處理的低價值資產租賃費用(短期租賃除外)	0.00	0.00
Variable lease payments not included in the measurement of lease liabilities	未納入租賃負債計量的可變租賃付款額	0.00	0.00
Of which: part related to sale and leaseback transactions	其中:售後租回交易產生部分	0.00	0.00
Income from subletting the right-of-use assets	轉租使用權資產取得的收入	63,735,395.76	31,596,083.31
Total cash outflows related to leases	與租賃相關的總現金流出	30,203,148.67	4,603,396.36
Profit and loss related to sale and leaseback transactions	售後租回交易產生的相關損益	0.00	0.00
Cash inflows from sale and leaseback transactions	售後租回交易現金流入	0.00	0.00
Cash outflows from sale and leaseback transactions	售後租回交易現金流出	0.00	0.00

#### 58. 租賃

##### (1) 本集團作為承租方

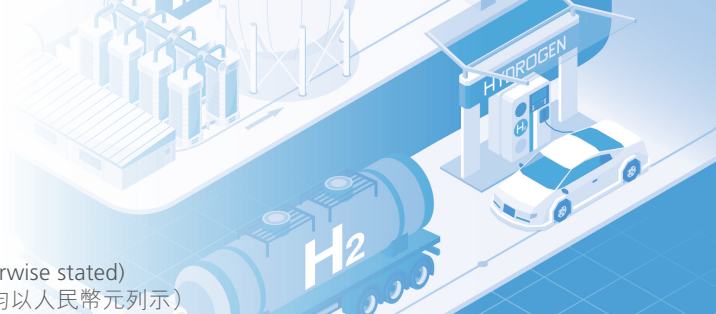
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### V. Notes to Main Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### 58. Lease (Continued)

- (2) The Group as the lessor  
Operating leases

#### 58. 租賃(續)

- (2) 本集團作為出租方  
本集團作為出租人的經營租賃

Item	項目	Lease income	Including: income related to variable lease payments that is not included in the lease receipts 其中：未計入租賃收款額的可變租賃付款額相關的收入
Operating lease	經營租賃	63,735,395.76	0.00

### VI. R&D expenditures

### 六、研發支出

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Direct input materials	直接投入材料	23,326,500.13	19,200,516.58
Personnel and labor costs	人員人工費用	28,199,631.92	18,655,701.65
Depreciation expenses	折舊費用	153,792.24	101,790.03
Experimental expenses	試驗費	10,758,026.49	5,197,826.42
Others	其他	4,010,025.59	4,493,181.64
<b>Total</b>	<b>合計</b>	<b>66,447,976.37</b>	<b>47,649,016.32</b>
Including: expensed R&D expenses	其中：費用化研發支出	<b>66,447,976.37</b>	47,649,016.32

### VII. Changes in Consolidation Scope

### 七、合併範圍的變化

#### 1. Business merger under different control

Business combinations not under common control not occurred in the current year

#### 1. 非同一控制下企業合併

本年未發生 非同一控制下企業合併。

#### 2. Business combination under common control

None.

#### 2. 同一控制下企業合併

本年未發生同一控制下企業合併。

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### VIII. Equity in Other Entities

#### 1. Equity in subsidiaries

##### (1) Composition of the Enterprise Group

Name of subsidiary 子公司名稱	Principal place of business 主要經營地	Registration place 註冊地	Business nature 業務性質
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Production 生產
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	Tianjin Port Free Trade Zone 天津港保稅區	Tianjin Port Free Trade Zone 天津港保稅區	Production 生產
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司	Songjiang District, Shanghai 上海市松江區	Songjiang District, Shanghai 上海市松江區	Production 生產
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
BTIC AMERICA CORPORATION 天海美洲公司	Houston, USA 美國休斯頓	Houston, USA 美國休斯頓	Sales 銷售
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	Chengde, Hebei 河北省承德市	Chengde, Hebei 河北省承德市	Production 生產
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Trading and investment 貿易、投資
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Qingdao 青島市	Qingdao 青島市	Production 生產
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Property, lease 物業、租賃

### 八、在其他主體中的權益

#### 1. 在子公司中的權益

##### (1) 企業集團的構成

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### VIII. Equity in Other Entities (Continued)

#### 1. Equity in subsidiaries (Continued)

##### (1) Composition of the Enterprise Group (Continued)

(Continued)

Name of subsidiary 子公司名稱	Registered capital 註冊資本	Shareholding proportion (%)		Way of acquisition 取得方式
		持股比例(%)		
		Direct 直接	Indirect 間接	
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	RMB54,875,976.119 54,875.976119萬元	100.00		Business combination under common control 同一控制下企業合併
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	RMB225,578,400 22,557.84萬元		55.00	Establishment 設立
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司	USD265.009 million 265.009萬美元		87.84	Business combination under common control 同一控制下企業合併
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	RMB40,000,000.00 4,000.00萬元		75.00	Establishment 設立
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	RMB20,000,000.00 2,000.00萬元	100.00		Business combination under common control 同一控制下企業合併
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	RMB545,225,228 54,522.5228萬元		38.51	Establishment 設立
BTIC AMERICA CORPORATION	680.00 shares		90.00	Business merger under different control 非同一控制下企業合併
天海美洲公司	680.00股			Establishment 設立
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	RMB81,584,000 8,158.40萬元		61.10	Business combination under common control 同一控制下企業合併
Jingcheng Holding (Hong Kong) Co., Ltd.	HKD1,000	100.00		Establishment 設立
京城控股(香港)有限公司	1,000港幣			Business combination under common control 同一控制下企業合併
Qingdao BYTQ United Digital Intelligence Co., Ltd.	RMB21,418,633	81.45		Business merger under different control 非同一控制下企業合併
青島北洋天青數聯智能有限公司	2,141.8633萬元			Business merger under different control 非同一控制下企業合併
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	RMB80.00 million 8,000.00萬元		51.00	Business merger under different control 非同一控制下企業合併

### 八、在其他主體中的權益(續)

#### 1. 在子公司中的權益(續)

##### (1) 企業集團的構成(續)

(續表)



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### VIII. Equity in Other Entities (Continued)

#### 1. Equity in subsidiaries (Continued)

##### (1) Composition of the Enterprise Group (Continued)

Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. was established on November 27, 2012, with a registered capital of RMB10 million wholly contributed by BTIC. After two capital increase, as of December 31, 2023, the registered capital of Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. has been increased to RMB545,225,228, including RMB210,000,000 (38.51%) contributed by BTIC, RMB170,412,703.00 (31.26%) contributed by Beijing Jingguofa Venture Investment Fund (LLP) and RMB164,812,525.00 (30.23%) contributed by Beijing Bashi Media Co., Ltd.

According to the Articles of Association of Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd., it has 5 directors in the Board of Directors, of which BTIC nominates 3 and Beijing Jingguofa Venture Investment Fund (LLP) and Beijing Bashi Media Co., Ltd. nominate 1 respectively. Apart from major matters such as selling all assets of the company that should be subject to the approval of a two-thirds vote of the Board of Directors, matters such as approving the business plan and investment plan of the company and determining the setting of internal management departments of the company must be approved by more than half of all the directors. The management is also dispatched by BTIC. BTIC can exert control over Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. and, thus, include it in the scope of consolidated financial statements.

##### (2) Significant non-wholly-owned subsidiaries

Name of subsidiary	Proportion of Non-controlling Shareholders (%)	Profits and losses attributable to non-controlling shareholders in current year	Other comprehensive income attributable to non-controlling shareholders in the current year	Changes in capital reserve this year	Capital reduction of non-controlling shareholders this year	Dividends paid to non-controlling shareholders in the current year	Equity balance of non-controlling shareholders at the end of the year
Qingdao BYTQ United Digital Intelligence Co., Ltd.	18.55	7,970,546.61	0.00	57,539.54	0.00	0.00	50,788,189.84
BTIC AMERICA CORPORATION	10.00	1,648,107.44	101,110.50	1,705.20	0.00	722,580.00	5,269,683.63
Tianjin Tianhai High Pressure Container Co., Ltd.	45.00	-2,664,121.43	0.00	50,425.20	0.00	0.00	72,162,300.10

### 八、在其他主體中的權益(續)

#### 1. 在子公司中的權益(續)

##### (1) 企業集團的構成(續)

北京明暉天海氣體儲運裝備銷售有限公司成立於2012年11月27日,成立時註冊資本為1,000萬元,全部由北京天海出資。經過兩次增資,截至2023年12月31日北京明暉天海氣體儲運裝備銷售有限公司註冊資本為54,522.5228萬元,其中北京天海出資210,000,000元,佔註冊資本的38.51%,北京京國發股權投資基金(有限合夥)出資170,412,703.00元,佔註冊資本的31.26%,北京巴士傳媒股份有限公司出資164,812,525.00元,佔註冊資本的30.23%。

根據北京明暉天海氣體儲運裝備銷售有限公司的公司章程規定:北京明暉天海氣體儲運裝備銷售有限公司共有5名董事,其中北京天海提名3名,北京京國發股權投資基金(有限合夥)和北京巴士傳媒股份有限公司各提名1名,除出售公司全部資產等重大事項需要董事會三分之二以上表決外,審定公司的經營計劃和投資方案、決定公司內部管理機構的設置等事項由全體董事中過半數的董事同意。管理層也均由北京天海派出。北京天海可以對北京明暉天海氣體儲運裝備銷售有限公司實施控制,因此將其納入合併報表範圍。

##### (2) 重要的非全資子公司

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### VIII. Equity in Other Entities (Continued)

#### 2. Main financial information of important non-wholly-owned subsidiaries

Name of subsidiary	子公司名稱	Ending balance 年末餘額					
		Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	374,142,694.45	77,755,377.13	451,898,071.58	154,813,430.09	9,957,875.10	164,771,305.19
BTIC AMERICA CORPORATION	天海美洲公司	62,658,647.45	63,746.00	62,722,393.45	4,943,159.39	0.00	4,943,159.39
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	141,805,045.78	159,064,320.81	300,869,366.59	132,680,632.03	0.00	132,680,632.03

(Continued Table 1)

(續表1)

Name of subsidiary	子公司名稱	Beginning balance 年初餘額					
		Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	278,915,223.69	85,127,507.29	364,042,730.98	107,989,044.55	11,965,470.31	119,954,514.86
BTIC AMERICA CORPORATION	天海美洲公司	60,315,525.38	54,202.21	60,369,727.59	12,873,924.99	0.00	12,873,924.99
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	134,472,230.22	152,266,189.26	286,738,419.48	119,433,468.75	0.00	119,433,468.75

(Continued Table 2)

(續表2)

Name of subsidiary	子公司名稱	Amount in the current year 本年發生額			
		Operating revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flow from operating activities 經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	222,903,908.61	42,967,906.27	42,967,906.27	52,459,161.28
BTIC AMERICA CORPORATION	天海美洲公司	240,964,992.03	16,481,074.44	17,492,179.46	11,619,603.69
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	461,270,086.81	771,727.83	771,727.83	-37,888.91

(Continued Table 3)

(續表3)

Name of subsidiary	子公司名稱	Amount in the previous year 上年發生額			
		Operating revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flow from operating activities 經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	129,527,714.97	41,333,264.99	41,333,264.99	37,735,640.37
BTIC AMERICA CORPORATION	天海美洲公司	275,465,686.00	13,185,148.51	16,456,617.21	12,569,618.14
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	454,795,801.57	2,013,357.35	2,013,357.35	3,639,015.43

#### 3. Conditions for change in the owner's equity portion in the subsidiaries and the subsidiaries still being under control

None.

#### 3. 在子公司的所有者權益份額發生變化且仍控制子公司的情况

無。

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### VIII. Equity in Other Entities (Continued)

#### 4. Equity in joint ventures or associates

##### (1) Joint venture and associate

Name of joint venture or associate 合營企業或聯營企業名稱	Principal place of business 主要經營地	Registration place 註冊地	Business nature 業務性質	Shareholding proportion (%) 持股比例(%)		Accounting methods for the investment in joint ventures or associates 對合營企業或聯營企業投資的會計處理方法
				Direct 直接	Indirect 間接	
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Zhenjiang, Jiangsu 江蘇省鎮江市	Zhenjiang, Jiangsu 江蘇省鎮江市	Production 生產	27.461		Equity method 權益法
Beijing Bolken Energy Technology Inc. 北京伯肯節能科技股份有限公司	Beijing 北京市	Beijing 北京市	Production 生產	9.93		Equity method 權益法
Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	Beijing 北京市	Beijing 北京市	Production 生產	10.00		Equity method 權益法
Hubei Jingyuan Xihai Automobile Industry Co., Ltd. 湖北經遠西海汽車工業有限公司	Shiyan City 十堰市	Shiyan City 十堰市	Production 生產	24.00		Equity method 權益法

1) Jiangsu Tianhai was founded on April 27 2015. It has a registered capital of RMB80 million, which is jointly established by BTIC and Nanjing Bibo Industry & Commerce Industrial Co., Ltd. (hereinafter referred to as Nanjing Bibo), of which BTIC contributes RMB28 million and holds 35% of its equity.

BTIC has invested in welding bottles and acetylene bottles worthy of RMB9,855,800 (taking the equipment appraisal value of RMB9,855,800 in the Beijing Fangxin Asset Appraisal Co., Ltd. FPBZ No. 2015011 Asset Appraisal Report for Machinery Equipment Investment Project of Beijing Tianhai Industry Co., Ltd. as a reference) and the welding bottles and acetylene bottles patents, right to use proprietary technology priced by RMB18,144,200 (taking the Beijing Fangxin Asset Appraisal Co., Ltd. FPBZ No.2015010 Asset Appraisal Report of Beijing Tianhai Industry Co., Ltd. for Foreign Investment in Intangible Assets Project as a reference), totalling RMB28 million, accounting for 35% of the shares, while Nanjing Bibo invested RMB52 million in cash, accounting for 65% of the shares.

In 2021, the new shareholder Yucheng VC of Jiangsu Tianhai increased its capital by RMB21,962,938.00, so the shareholding proportion of BTIC in Jiangsu Tianhai was diluted to 27.4610% from 35.00%.

### 八、在其他主體中的權益(續)

#### 4. 在合營企業或聯營企業中的權益

##### (1) 合營企業或聯營企業

1) 江蘇天海成立於2015年4月27日。註冊資本8,000萬元人民幣,由北京天海與南京畢博工貿實業有限公司(以下簡稱南京畢博)合資設立,其中北京天海出資2,800萬元,持有其35%股權。

北京天海以價值985.58萬元的焊接瓶和乙炔瓶設備投資(以北京方信資產評估有限公司方評報字第2015011號《北京天海工業有限公司機器設備投資項目資產評估報告書》設備評估值985.58萬元為參考)及作價1,814.42萬元的焊接瓶和乙炔瓶專利、專有技術使用權(以北京方信資產評估有限公司方評報字第2015010號《北京天海工業有限公司對外投資無形資產項目資產評估報告書》為參考)共計2,800萬元出資,佔股35%,南京畢博以現金5,200萬元出資,佔股65%。

2021年江蘇天海新增股東鈺成創業對江蘇天海增資21,962,938.00元,北京天海持有江蘇天海的股權比例由35.00%被動稀釋為27.4610%。

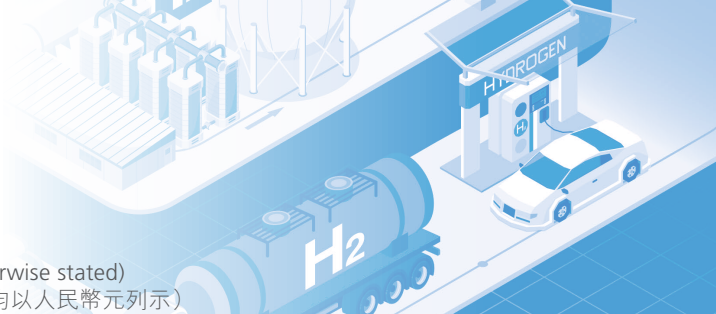
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### VIII. Equity in Other Entities (Continued)

#### 4. Equity in joint ventures or associates (Continued)

##### (1) Joint venture and associate (Continued)

###### 1) (Continued)

The Board of Directors of Jiangsu Tianhai is composed of 5 directors, including 1 director nominated by BTIC and 3 directors by Nanjing Bibo, and 1 director by Yucheng VC. Jiangsu Tianhai does not have a Board of Supervisors, but has two supervisors, including one from BTIC and Nanjing Bibo respectively. Jiangsu Tianhai has one general manager nominated by Nanjing Bibo; one person in charge of administration and personnel, nominated by Nanjing Bibo; one person in charge of finance, nominated by BTIC; and one person in charge of technology and quality, nominated by BTIC. The daily management of Jiangsu Tianhai is mainly in the charge of the personnel sent by Nanjing Bibo. BTIC has a significant influence on Jiangsu Tianhai and is accounted for using the equity method.

- 2) Bolken Energy was established in March 2005 with a registered capital of RMB63 million. On July 29, 2015, it was listed on National Equities Exchange and Quotations, with the code of 833077. On August 15, 2018, Shaanxi Aerospace Science and Technology Corporation (hereinafter referred to as "Aerospace Science and Technology") listed its shareholding in Bolken Energy's 10.91% equity (6,876,000 shares) for transfer. BTIC received the equity mentioned above by the mode of a transfer agreement on September 6, 2018 and paid the full price on October 30. The equity change registration was completed at China Securities Depository and Clearing Corporation Limited on November 7, 2018, as well as procedures for industrial and commercial registration of changes on February 22, 2019.

In 2022, Bolken Energy made a private offering of 6,250,000 shares and, as a result, the shareholding proportion of BTIC in Bolken Energy was passively diluted from 10.91% to 9.93%.

BTIC sent delegates to the Bolken Energy Board of Directors, and participated in making financial and business policies of Bolken Energy to exert significant influence on it and used the equity method to account.

### 八、在其他主體中的權益(續)

#### 4. 在合營企業或聯營企業中的權益

(續)

##### (1) 合營企業或聯營企業(續)

###### 1) (續)

江蘇天海董事會由5名董事組成，其中：北京天海提名1名，南京畢博提名3名，鈺成創業提名1名；江蘇天海不設監事會，設2名監事，其中：北京天海和南京畢博各提名1名；江蘇天海設總經理1名，由南京畢博提名；行政和人事負責人1名，由南京畢博提名；財務負責人1名，由北京天海提名；技術及質量負責人1名，由北京天海提名。江蘇天海的日常管理主要由南京畢博派出的人員負責。北京天海對江蘇天海具有重大影響，採用權益法核算。

- 2) 伯肯節能成立於2005年3月，註冊資本6,300萬元，2015年7月29日在全國中小企業股份轉讓系統掛牌，代碼833077。2018年8月15日，陝西航天科技集團有限公司(簡稱航天科技)將其持有的伯肯節能10.91%股權(6,876,000股)掛牌轉讓，2018年9月6日，北京天海通過協議轉讓的方式受讓了上述股權，並於10月30日支付了全部價款。2018年11月7日，在中國證券登記結算有限公司完成股權變更登記，2019年2月22日完成工商變更登記手續。

2022年伯肯節能定向發行6,250,000股，北京天海持有伯肯節能的股權比例由10.91%被動稀釋為9.93%。

北京天海於伯肯節能董事會中派駐代表，參與伯肯節能財務和經營政策的制定，對伯肯節能具有重大影響，採用權益法核算。

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### VIII. Equity in Other Entities (Continued)

#### 4. Equity in joint ventures or associates (Continued)

##### (1) Joint venture and associate (Continued)

- 3) Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. (hereinafter referred to as Beiqing Zhichuang Company) was established on August 20, 2020 by nine companies, including Beijing Tianhai, a subsidiary of the Company, and Beiqi Foton Motor Co., Ltd., with the legal representative being Wu Xibin and registered capital of RMB100 million, of which Beijing Tianhai subscribed RMB10 million, holding 10% equity, and the contribution shall be made prior to December 31, 2022. By the end of the year, Beijing Tianhai has paid RMB3 million. Beiqing Zhichuang Company has a board of directors with 9 members and one director from BTIC. BTIC has a significant influence on Beiqing Zhichuang Company and is accounted for by the equity method.

Beiqing Zhichuang Company was approved for deregistration by the Administration for Market Regulation of the Beijing Economic-Technological Development Area on December 18, 2023.

- 4) Hubei Jingyuan Company was established on February 24, 2023 by BTIC, subsidiary of the Company, Hubei Juxi Automobile Technology Co., Ltd. and Shiyan Kechuang Investment Management Co., Ltd. The legal representative is Wei Jun. The registered capital is RMB80 million, including RMB19.2 million subscribed by BTIC, holding 24% of the shares. By the end of the year, BTIC had actually paid RMB9.6 million. Hubei Jingyuan Company has a board of directors with 5 members and one director from BTIC. BTIC has a significant influence on Hubei Jingyuan Company and is accounted for by the equity method.

### 八、在其他主體中的權益(續)

#### 4. 在合營企業或聯營企業中的權益

(續)

##### (1) 合營企業或聯營企業(續)

- 3) 北清智創(北京)新能源汽車科技有限公司(以下簡稱北清智創公司)由本公司之子公司北京天海與北汽福田汽車股份有限公司等九家公司於2020年8月20日出資設立,法定代表人為武錫斌,註冊資本人民幣10,000.00萬元,其中北京天海認繳出資1,000.00萬元,持股10%,認繳出資日期為2022年12月31日前,截至年末,北京天海已實繳300.00萬元。北清智創公司設董事會,董事會成員9人,北京天海派出董事1人。北京天海對北清智創公司具有重大影響,採用權益法核算。

北清智創公司已於2023年12月18日取得北京經濟技術開發區市場監督管理局核准予註銷。

- 4) 湖北經遠公司由本公司之子公司北京天海與湖北巨西汽車科技有限公司、十堰科創投資管理有限公司於2023年2月24日出資設立,法定代表人為魏軍,註冊資本人民幣8,000.00萬元,其中北京天海認繳出資1,920.00萬元,持股24%。截至年末,北京天海已實繳960.00萬元。湖北經遠公司設董事會,董事會成員5人,北京天海派出董事1人。北京天海對湖北經遠公司具有重大影響,採用權益法核算。



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### VIII. Equity in Other Entities (Continued)

#### 4. Equity in joint ventures or associates (Continued)

##### (2) Main financial information of important joint ventures or associates

###### 1) Jiangsu Tianhai (associate)

Item	項目	Ending balance/ Amount in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount in the previous year 年初餘額/ 上年發生額
Current assets	流動資產	97,190,809.89	89,586,090.74
Including: cash and cash equivalents	其中:現金和現金等價物	28,720,525.52	36,734,223.61
Non-current assets	非流動資產	498,234,528.29	401,030,939.05
Total assets	資產合計	595,425,338.18	490,617,029.79
Current liabilities	流動負債	169,001,535.48	129,236,094.78
Non-current liabilities	非流動負債	194,400,000.00	169,600,000.00
Total liabilities	負債合計	363,401,535.48	298,836,094.78
Non-controlling interests	少數股東權益	0.00	0.00
Shareholders' equity attributable to the parent company	歸屬於母公司股東權益	232,023,802.70	191,780,935.01
Shares of net assets at the shareholding percentage	按持股比例計算的淨資產份額	63,716,056.46	52,664,962.56
Adjustments	調整事項	-2,263,024.85	-2,186,607.71
- Goodwill	- 商譽	0.00	0.00
- Unrealized profit of internal transaction	- 內部交易未實現利潤	-2,263,024.85	-2,186,607.71
- Others	- 其他	0.00	0.00
Book value of equity investments in associates	對聯營企業權益投資的賬面價值	61,453,031.61	50,478,354.85
Fair value of equity investments in associates with a public offer	存在公開報價的聯營企業權益投資的公允價值	0.00	0.00
Operating revenue	營業收入	178,244,301.52	142,087,096.54
Financial Expenses	財務費用	995,501.91	374,522.53
Income tax expenses	所得稅費用	152,885.39	42,291.21
Net profit	淨利潤	40,242,867.69	24,861,345.74
Net profit from discontinued operations	終止經營的淨利潤	0.00	0.00
Other comprehensive incomes	其他綜合收益	0.00	0.00
Total comprehensive income	綜合收益總額	40,242,867.69	24,861,345.74
Dividends received from associated enterprises this year	本年收到的來自聯營企業的股利	0.00	0.00

##### (3) Summary of financial information of unimportant associates

Item	項目	Ending balance/ Amount in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount in the previous year 年初餘額/ 上年發生額
Associates:	聯營企業:	-	-
Total book value of investments	投資賬面價值合計	43,437,236.10	33,349,838.91
Total amount of the following items at the shareholding percentage	下列各項按持股比例計算的合計數	-	-
- Net profit	- 淨利潤	880,519.73	1,122,701.95
- Other comprehensive income	- 其他綜合收益	8,939.39	-6,087.45
- Total comprehensive income	- 綜合收益總額	889,459.12	1,116,614.50

### 八、在其他主體中的權益(續)

#### 4. 在合營企業或聯營企業中的權益

(續)

##### (2) 重要合營或聯營企業的主要財務信息

###### 1) 江蘇天海(聯營企業)

Ending balance/ Amount in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount in the previous year 年初餘額/ 上年發生額
97,190,809.89	89,586,090.74
28,720,525.52	36,734,223.61
498,234,528.29	401,030,939.05
595,425,338.18	490,617,029.79
169,001,535.48	129,236,094.78
194,400,000.00	169,600,000.00
363,401,535.48	298,836,094.78
0.00	0.00
232,023,802.70	191,780,935.01
63,716,056.46	52,664,962.56
-2,263,024.85	-2,186,607.71
0.00	0.00
-2,263,024.85	-2,186,607.71
0.00	0.00
61,453,031.61	50,478,354.85
0.00	0.00
178,244,301.52	142,087,096.54
995,501.91	374,522.53
152,885.39	42,291.21
40,242,867.69	24,861,345.74
0.00	0.00
0.00	0.00
40,242,867.69	24,861,345.74
0.00	0.00

##### (3) 不重要的聯營企業的匯總財務信息

Ending balance/ Amount in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount in the previous year 年初餘額/ 上年發生額
-	-
43,437,236.10	33,349,838.91
-	-
880,519.73	1,122,701.95
8,939.39	-6,087.45
889,459.12	1,116,614.50

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### VIII. Equity in Other Entities (Continued)

#### 4. Equity in joint ventures or associates (Continued)

- (4) The Group does not have any significant restrictions on the ability of joint ventures and associates to transfer funds to the Company.
- (5) The Group does not have any excess loss for associates.
- (6) The Group does not have any unconfirmed commitments related to joint venture investment.
- (7) The Group does not have contingent liabilities related to investment in joint ventures or associates.

### IX. Government subsidies

#### 1. Government subsidies recognized as per amount receivable at the end of the year

The ending balance of receivables was RMB0.00.

#### 2. Liability related to government subsidies

Item	Beginning balance	Amount of new subsidies received in current year	Amount included in non-operating revenue of the current year	Amount transferred into other income in the current year	Other changes during the year	Ending balance	Asset/income-related
會計科目	年初餘額	本年新增補助金額	本年計入營業外收入金額	本年轉入其他收益金額	本年其他變動	年末餘額	與資產/收益相關
Deferred incomes 遞延收益	358,604.17	13,680,000.00	0.00	6,040,129.43	0.00	7,998,474.74	Asset/Revenue-related 與資產、收益相關

#### 3. Government subsidies included in the current profits and losses

Item	會計科目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Other income	其他收益	4,339,923.21	10,336,550.81

### 八、在其他主體中的權益(續)

#### 4. 在合營企業或聯營企業中的權益(續)

- (4) 本集團不存在合營企業或聯營企業向公司轉移資金能力存在的重大限制。
- (5) 本集團不存在聯營企業發生超額虧損情況。
- (6) 本集團不存在與合營企業投資相關的未確認承諾。
- (7) 本集團不存在與合營企業或聯營企業投資相關的或有負債。

### 九、政府補助

#### 1. 年末按應收金額確認的政府補助

應收款項的年末餘額0.00元。

#### 2. 涉及政府補助的負債項目

#### 3. 計入當期損益的政府補助

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### X. Risks related to financial instruments

The Group encounters various financial instrument risks in its daily activities, mainly including market risk (such as exchange rate risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The risks concerning these financial instruments, as well as the risk management measures applied to mitigate these risks are stated as follows. The Management of the Group carries out management and supervision for these risk exposures to ensure that the above risks are controlled in the limited scope.

#### 1. Risk management objectives and policies

The Group's risk management aims to achieve a proper balance between risk and benefit, to minimize the negative effect of risks on the business performance of the Group, and to maximize the interest of shareholders and other equity investors. Based on the objective of risk management, the basic strategy of the Group's risk management is to determine and analyze all risks faced by the Group, to set up an appropriate bottom line of risk standing and to manage risks, as well as to supervise all risks in a timely and reliable manner and control the risk within the limited scope.

##### (1) Market risks

###### 1) Exchange rate risk

Exchange rate risks assumed by the Group are mainly related to USD and EUR. Apart from BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd., the subsidiaries of the Company that use USD to purchase and sell, other main business activities of the Group are priced and settled in RMB. On December 31, 2023, expect for the balances of the assets and liabilities in USD, sporadic EUR and HKD mentioned in the following table, the balances of assets and liabilities of the Group are expressed in RMB. Exchange rate risk associated with the assets and liabilities of such foreign currency balances may have an influence on the Group's business performance.

As of December 31, 2023 and December 31, 2022, foreign currency financial assets and foreign currency financial liabilities held by the Group that are converted into RMB are listed as follows:

Item	項目	December 31, 2023 2023年12月31日	December 31, 2022 2022年12月31日
Monetary funds – USD	貨幣資金—美元	42,491,943.95	24,889,028.23
Monetary funds – HKD	貨幣資金—港幣	14,301.02	14,097.51
Monetary funds – EUR	貨幣資金—歐元	11,667,585.52	16,562.58
Accounts receivable – USD	應收賬款—美元	31,750,152.97	37,506,568.19
Accounts receivable – EUR	應收賬款—歐元	17,920,514.20	7,497,262.02
Other receivables – USD	其他應收款—美元	0.00	1,567,035.00
Accounts payable – USD	應付賬款—美元	5,729,802.45	9,080,325.03
Accounts payable – EUR	應付賬款—歐元	222.65	0.00
Accounts payable (GBP)	應付賬款—英鎊	201,408.86	0.00
Other payables – EUR	其他應付款—歐元	0.00	187,271.20
Other payables – USD	其他應付款—美元	8,221.81	8,084.72

The Group pays close attention to the influence from change of foreign exchange to the Group.

本集團密切關注匯率變動對本集團的影響。

### 十、與金融工具相關風險

本集團在日常活動中面臨各種金融工具風險，主要包括市場風險(如匯率風險、利率風險和商品價格風險)、信用風險及流動性風險等。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

#### 1. 各類風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其他權益投資者的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線並進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

##### (1) 市場風險

###### 1) 匯率風險

本集團承受匯率風險主要與美元和歐元有關，除本公司的下屬子公司天海美洲公司、京城控股(香港)有限公司以美元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。於2023年12月31日，除下表所述資產及負債的美元餘額和零星的歐元、港幣餘額外，本集團的資產及負債均為人民幣餘額。該等外幣餘額的資產和負債產生的匯率風險可能對本集團的經營業績產生影響。

2023年12月31日、2022年12月31日，本集團持有的外幣金融資產和外幣金融負債折算成人民幣的金額列示如下：

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### X. Risks related to financial instruments (Continued)

#### 1. Risk management objectives and policies (Continued)

##### (1) Market risks (Continued)

##### 2) Interest rate risk

Interest rate risks of the Group are incurred from bank borrowings. Due to financial liabilities with a floating interest rate, the Group faces cash flow interest rate risk; due to financial liabilities with a fixed interest rate, the Group faces fair value interest rate risk. The Group decides the relative proportion of the fixed interest rate and floating interest rate contracts in accordance with the current market environment. As of December 31, 2023, the Group's interest-bearing debt primarily consisted of fixed interest rate loan contracts denominated in RMB, amounting to RMB110,000,000.00 (December 31, 2022: RMB0.00), and floating interest rate loan contracts denominated in RMB, totaling RMB100 million (December 31, 2022: RMB100 million).

The risk of changes in the fair value of financial instruments of the Group caused by changes in interest rates is mainly related to bank borrowings with fixed and floating interest rates. For fixed rate borrowings, the Group's policy is to maintain floating interest rates on these borrowings to eliminate fair value risk from changes in interest rates.

##### 3) Price risk

Price risk refers to the risk of fluctuations in fair value or future cash flow of financial instruments due to changes in market prices other than exchange rate risk and interest rate risk, mainly arising from changes in commodity prices, stock market indexes, equity instrument prices, and other risk variables. The Group sells products at market price; therefore, it will be influenced by fluctuation of the price.

##### (2) Credit risk

The Group manages credit risks by portfolio classification. The credit risk mainly arises from monetary funds, notes receivable, accounts receivable, receivables financing, and other receivables.

On December 31, 2023, the greatest credit risk exposure causing the financial loss of the Group is mainly from loss of the financial assets of the Group due to that the other party to the contract failed to perform obligations, including:

The carrying amounts of the financial assets that have been recognized in the consolidated balance sheet; for any financial instrument measured at the fair value, the book value indicates its risk exposure, but not the most significant one, which will change along with the fluctuation in the fair value in the future.

### 十、與金融工具相關風險(續)

#### 1. 各類風險管理目標和政策(續)

##### (1) 市場風險(續)

##### 2) 利率風險

本集團的利率風險產生於銀行借款。浮動利率的金融負債使本集團面臨現金流量利率風險；固定利率的金融負債使本集團面臨公允價值利率風險。本集團根據當時的市場環境來決定固定利率及浮動利率合同的相對比例。於2023年12月31日，本集團的帶息債務主要為人民幣計價的固定利率合同，金額為110,000,000.00元(2022年12月31日：0.00元)，及人民幣計價的浮動利率借款合同，金額合計為100,000,000.00元(2022年12月31日：100,000,000.00元)。

本集團因利率變動引起金融工具公允價值變動的風險主要與固定利率銀行借款和浮動利率銀行借款有關。對於固定利率借款，本集團的政策是保持這些借款的浮動利率，以消除利率變動的公允價值風險。

##### 3) 價格風險

價格風險是指金融工具的公允價值或未來現金流量因匯率風險和利率風險以外的市場價格變動而發生波動的风险，主要源於商品價格、股票市場指數、權益工具價格以及其他風險變量的變化。本集團以市場價格銷售產品，因此受到此等價格波動的影響。

##### (2) 信用風險

本集團對信用風險按組合分類進行管理。信用風險主要產生於貨幣資金、應收票據、應收賬款、應收款項融資、其他應收款等。

於2023年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失，具體包括：

合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。



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### X. Risks related to financial instruments (Continued)

#### 1. Risk management objectives and policies (Continued)

##### (2) Credit risk (Continued)

In order to reduce credit risk, the Group set a special department responsible for confirming credit lines, performing credit review, and executing other supervisory procedures, to ensure that necessary measures are taken to retrieve overdue credit. In addition, the Group reviews the recovery situation of each single receivable on each balance sheet date, to ensure the drawing of sufficient provision for bad debts for irrecoverable amounts. Therefore, the Management believes that credit risks borne by the Group have been reduced significantly.

Current funds of the Group are deposited at the bank with higher credit grading, therefore, the credit risk of the current funds is relatively low.

Since the risk exposure of the Group is distributed at multiple contract parties and multiple customers, 11.04% (9.96% for the previous year) and 37.39% (30.20% for the previous year) balances of accounts receivable of the Group are respectively from the top one customer and the top five customers of the Group at the end of the year. Qingdao Haier Special Refrigeration Appliances Co., Ltd., the customer with the largest balance of accounts receivable at the end of the year, is a high-quality customer, so the Group has no significant credit risk.

The top five receivables totalled RMB169,561,503.62.

##### 1) Judgment criteria for significant increase in credit risk

On each balance sheet date, the Group judges whether the credit risk of the financial instrument has increased significantly since the initial recognition by comparing the default probability of this financial instrument determined during the initial recognition in the expected duration with its default probability determined on the balance sheet date in the expected duration. However, if the Group determines that the financial instrument has only a low credit risk on the balance sheet date, the Group could assume that the credit risk of the financial instrument has not increased significantly since the initial recognition.

The main criteria for the Group to judge a significant increase in credit risk are that the overdue days exceed 30 days, or one or more of the following indicators have changed significantly: the debtor's business environment, internal and external credit ratings, and material adverse changes in actual or expected operating results.

### 十、與金融工具相關風險(續)

#### 1. 各類風險管理目標和政策(續)

##### (2) 信用風險(續)

為降低信用風險，本集團成立專門部門確定信用額度、進行信用審批，並執行其他監控程序以確保採取必要的措施回收過期債權。此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

由於本集團的風險敞口分佈在多個合同方和多個客戶，於年末，本集團11.04%(上年:9.96%)和37.39%(上年:30.20%)應收賬款餘額分別來自本集團最大的客戶和前五名客戶。年末應收賬款餘額最大客戶青島海爾製冷電器有限公司，客戶質量優質，因此本集團沒有重大的信用風險。

應收賬款前五名金額合計：169,561,503.62元。

##### 1) 信用風險顯著增加判斷標準

本集團在每個資產負債表日，通過比較金融工具在初始確認時所確定的預計存續期內的違約概率和該工具在資產負債表日所確定的預計存續期內的違約概率，來判定金融工具信用風險自初始確認後是否顯著增加。但是，如果本集團確定金融工具在資產負債表日只具有較低的信用風險的，可以假設該金融工具的信用風險自初始確認後並未顯著增加。

本集團判斷信用風險顯著增加的主要標準為逾期天數超過30日，或者以下一個或多個指標發生顯著變化：債務人所處的經營環境、內外部信用評級、實際或預期經營成果出現重大不利變化等。



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### X. Risks related to financial instruments (Continued)

#### 1. Risk management objectives and policies (Continued)

##### (2) Credit risk (Continued)

##### 2) Definition of assets with credit impairment

When one or more events that adversely affect the expected future cash flows of a financial asset occur, the financial asset becomes a credit-impaired financial asset. The main criterion for the Group to judge that credit impairment has occurred is that the overdue days exceed 90 days, but if internal or external information indicates that full recovery of the contract amount may not be possible before taking into account any credit enhancements held, it considers a credit impairment to have occurred. Credit impairment of financial assets may be caused by the joint action of multiple events, and may not necessarily be caused by separately identifiable events.

Evidence for credit-impaired financial assets includes the following observable information: The debtor has major financial difficulties; the debtor has violated the terms of the contract, such as default or overdue payment of interest or principal; due to economic or contractual considerations relating to the financial difficulties of the debtor, the Group makes concessions to the debtor which will never be made under any other circumstances; the debtor is likely to suffer bankruptcy or undergo other financial restructuring; the financial difficulties of the debtor cause the disappearance of the active market of the financial asset.

##### 3) Credit risk exposure

On December 31, 2023, the greatest credit risk exposure causing the financial loss of the Group is mainly from loss of the financial assets of the Group due to the other party to the contract failure to perform obligations and the financial guarantee undertaken by the Group, including the book value of the financial assets that have been recognized in the consolidated balance sheet; for any financial instrument measured at the fair value, the book value indicates its risk exposure, but not the most significant one, which will change along with the fluctuation in the fair value in the future.

##### (3) Liquidity risk

Liquidity risk is the risk that the Group cannot perform its financial obligations on the maturity date. The Group has managed the liquidity risk in a way by ensuring sufficient financial liquidity to perform due debts, to avoid causing unacceptable loss or damage to enterprise reputation. The Group has analyzed the liability structure and duration regularly, to ensure sufficient funds. The management of the Group supervises the usage of the bank loans and ensures to obey the loan agreement. Meanwhile, the Group will perform financing negotiations with financial institutions to keep certain credit lines and reduce liquidity risk.

### 十、與金融工具相關風險(續)

#### 1. 各類風險管理目標和政策(續)

##### (2) 信用風險(續)

##### 2) 已發生信用減值資產的定義

當對金融資產預期未來現金流量具有不利影響的一項或多項事件發生時，該金融資產成為已發生信用減值的金融資產。本集團判斷已發生信用減值的主要標準為逾期天數超過90日，但在某些情況下，如果內部或外部信息顯示，在考慮所持有的任何信用增級之前，可能無法全額收回合同金額，本集團也會將其視為已發生信用減值。金融資產發生信用減值，有可能是多個事件的共同作用所致，未必是可單獨識別的事件所致。

金融資產已發生信用減值的證據包括下列可觀察信息：債務人發生重大財務困難；債務人違反合同，如償付利息或本金違約或逾期等；本集團出於與債務人財務困難有關的經濟或合同考慮，給予債務人在任何其他情況下都不會做出的讓步；債務人很可能破產或進行其他財務重組；債務人財務困難導致該金融資產的活躍市場消失。

##### 3) 信用風險敞口

於2023年12月31日可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失以及本集團承擔的財務擔保。具體包括：合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

##### (3) 流動風險

流動風險為本集團在到期日無法履行其財務義務的風險。本集團管理流動性風險的方法是確保有足夠的資金流動性來履行到期債務，而不至於造成不可接受的損失或對企業信譽造成損害。本集團定期分析負債結構和期限，以確保有充裕的資金。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時與金融機構進行融資磋商，以保持一定的授信額度，減低流動性風險。

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### X. Risks related to financial instruments (Continued)

#### 1. Risk management objectives and policies (Continued)

##### (3) Liquidity risk (Continued)

The Group takes bank loans as the main sources of funds. As of December 31, 2023, the amount of unused bank loans and bank acceptance notes of the Group was RMB304.24 million (December 31, 2022: RMB266 million), all of which are short-term bank borrowings.

Financial assets and financial liabilities held by the Group are analyzed as follows as per the expiration of undiscounted remaining contract obligations:

Amount as of December 31, 2023:

Item	項目	Within 1 year 一年以內	1-2 years 一到二年	2-5 years 二到五年	Over 5 years 五年以上	Total 合計
<b>Financial assets</b>	<b>金融資產</b>					
Monetary fund	貨幣資金	502,766,015.92	0.00	0.00	0.00	502,766,015.92
Notes receivable	應收票據	3,590,000.00	0.00	0.00	0.00	3,590,000.00
Accounts receivable	應收賬款	385,061,945.72	0.00	0.00	0.00	385,061,945.72
Receivables financing	應收款項融資	32,346,639.47	0.00	0.00	0.00	32,346,639.47
Other receivables	其他應收款	2,887,349.53	0.00	0.00	0.00	2,887,349.53
<b>Financial liabilities</b>	<b>金融負債</b>					
Short-term borrowings	短期借款	140,000,000.00	0.00	0.00	0.00	140,000,000.00
Notes payable	應付票據	85,759,357.39	0.00	0.00	0.00	85,759,357.39
Accounts payable	應付賬款	350,116,028.25	0.00	0.00	0.00	350,116,028.25
Other payables	其他應付款	77,468,799.94	0.00	0.00	0.00	77,468,799.94
Employee compensation payable	應付職工薪酬	31,113,332.96	0.00	0.00	0.00	31,113,332.96
Non-current liabilities due within one year	一年內到期的非流動負債	15,339,940.56	0.00	0.00	0.00	15,339,940.56
Long-term borrowings	長期借款	0.00	1,650,000.00	68,350,000.00	0.00	70,000,000.00
Lease liabilities	租賃負債	15,339,940.56	13,928,997.72	46,717,708.40	173,369,541.27	234,016,247.39
Long-term payables	長期應付款	0.00	0.00	0.00	253,207,700.00	253,207,700.00

### 十、與金融工具相關風險(續)

#### 1. 各類風險管理目標和政策(續)

##### (3) 流動風險(續)

本集團將銀行借款作為主要資金來源。於2023年12月31日，本集團尚未使用的銀行借款及銀行承兌匯票的額度為30,424.00萬元(2022年12月31日：26,600.00萬元)，全部為短期銀行借款。

本集團持有的金融資產和金融負債按未折現剩餘合同義務的到期期限分析如下：

2023年12月31日金額：

### XI. Disclosure of fair value

#### 1. The ending fair value of assets measured at fair value

Item	項目	Ending fair value 年末公允價值			Total 合計
		Level 1 measurement at fair value 第一層次 公允價值計量	Level 2 measurement at fair value 第二層次 公允價值計量	Level 3 measurement at fair value 第三層次 公允價值計量	
<b>I. Continuous fair value measurement</b>	<b>一、持續的公允價值計量</b>				
Receivables financing	應收款項融資	0.00	0.00	32,346,639.47	32,346,639.47

#### 2. Valuation techniques and qualitative and quantitative information about important parameters of items subject to continuous and non-continuous level 3 fair value measurement

Receivables financing represents the best estimate of the fair value of such financial assets with the discount rate (with a term exceeding one year) or the amount equivalent to the expected credit loss in the whole duration.

### 十一、公允價值的披露

#### 1. 以公允價值計量的資產的年末公允價值

#### 2. 持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

應收款項融資以貼現率(期限超過一年)或相當於整個存續期內預期信用損失的金額代表該類金融資產公允價值的最佳估計。

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### XII. Related Parties and Related Party Transactions

### 十二、關聯方及關聯交易

#### 1. Relationship with related parties

#### 1. 關聯方關係

##### (1) Controlling shareholder and ultimate controlling party

##### (1) 控股股東及最終控制方

##### 1) Controlling shareholder and ultimate controlling party

##### 1) 控股股東及最終控制方

Name of controlling shareholder and ultimate controller	Registration place	Business nature	Registered capital (RMB10,000)	Shareholding proportion (%) to the Company 對本公司的持股比例(%)	Proportion (%) of voting right to the Company 對本公司的表決權比例(%)
控股股東及最終控制方名稱	註冊地	業務性質	註冊資本(萬元)		

Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Beijing Economic-Technological Development Area 北京市經濟技術開發區	Commercial services 商務服務	235,563.71	44.87	44.87
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##### 2) Registered capital of controlling shareholder and the changes (unit: RMB10,000)

##### 2) 控股股東的註冊資本及其變化(單位:萬元)

Controlling shareholder	控股股東	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	235,563.71	0.00	0.00	235,563.71

##### 3) Shareholding or equity of controlling shareholder and the changes (unit: RMB10,000)

##### 3) 控股股東的所持股份或權益及其變化(單位:萬元)

Controlling shareholder	控股股東	Amount of shareholding 持股金額		Shareholding proportion (%) 持股比例(%)	
		Ending balance 年末餘額	Beginning balance 年初餘額	Ending proportion 年末比例	Beginning proportion 年初比例
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	24,573.5052	24,573.5052	44.87	45.32

##### (2) Subsidiaries

For details of subsidiaries, refer to Note "VIII. 1. (1) Composition of the Group".

##### (2) 子公司

子公司情況詳見本附註「八、1.(1) 企業集團的構成」相關內容。

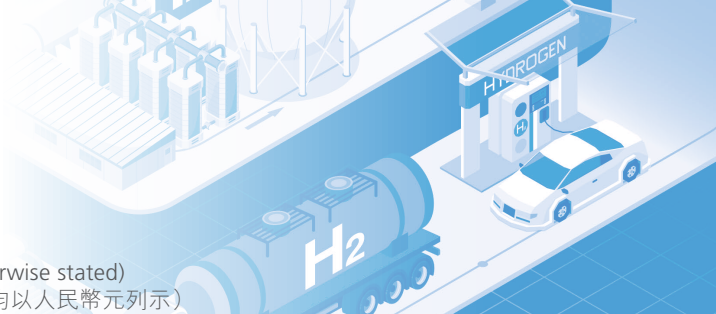
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## XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

### 1. Relationship with related parties (Continued)

#### (3) Joint venture and associate

For details of important joint ventures or associates of the Group, please refer to Note "VIII. 4. (1) Significant joint venture or associate". The information of other joint ventures or associates that produced balance for conducting related-party transactions with the Group in this year or in the earlier period is shown as follows:

#### Name of joint venture or associate 合營或聯營企業名稱

Beijing Bolken Energy Technology Inc.  
北京伯肯節能科技股份有限公司  
Jiangsu Tianhai Special Equipment Co., Ltd.  
江蘇天海特種裝備有限公司  
Hubei Jingyuan Xihai Automobile Industry Co., Ltd.  
湖北經遠西海汽車工業有限公司

Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd., an associate of the Company's subsidiary BTIC, was deregistered at the end of the year.

#### Relationship with the Company 與本公司關係

Associates  
聯營企業  
Associates  
聯營企業  
Associates  
聯營企業

子公司北京天海之聯營企業北清智創(北京)新能源汽車科技有限公司本年未已註銷。

#### (4) Other related party

#### Name of other related party 其他關聯方名稱

Beijing Mechanical and Electrical Research Institute Co., Ltd.  
北京市機電研究院有限責任公司  
Beijing First Machine Tool Plant  
北京第一機床廠  
Beijing Jingcheng Industrial Logistics Co., Ltd.  
北京京城工業物流有限公司  
Beijing Jingcheng Machinery Electric Assets Management Co., Ltd.  
北京京城機電資產管理有限責任公司  
Beijing Beiren Printing Equipment Co., Ltd.  
北京北人印刷設備有限公司  
Tianjin TPCO Investment Co., Ltd.  
天津大無縫投資有限公司  
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd.  
寬城昇華壓力容器製造有限責任公司  
Li Hong  
李紅  
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd.  
北京蘭天達汽車清潔燃料技術有限公司

#### (4) 其他關聯方

#### Relationship with the Company 與本公司關係

Enterprise controlled by the same controlling shareholder and ultimate controlling party  
受同一控股股東及最終控制方控制的其他企業  
Enterprise controlled by the same controlling shareholder and ultimate controlling party  
受同一控股股東及最終控制方控制的其他企業  
Enterprise controlled by the same controlling shareholder and ultimate controlling party  
受同一控股股東及最終控制方控制的其他企業  
Enterprise controlled by the same controlling shareholder and ultimate controlling party  
受同一控股股東及最終控制方控制的其他企業  
Enterprise controlled by the same controlling shareholder and ultimate controlling party  
受同一控股股東及最終控制方控制的其他企業  
Non-controlling shareholder of subsidiary  
子公司的少數股東  
Non-controlling shareholder of subsidiary  
子公司的少數股東  
Non-controlling shareholder of subsidiary  
子公司的少數股東  
Wholly-owned subsidiary of associate  
聯營企業的全資子公司

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### XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

#### 2. Related party transaction

##### (1) Related party transactions of purchase/sales of goods and rendering/receiving of labor services

##### 1) Purchasing goods/receiving services

Related party 關聯方	Related party transaction 關聯交易內容	Amount in the current year 本年發生額	Approved transaction amount 獲批的交易額度	Exceeding the transaction amount or not 是否超過交易額度	Amount in the previous year 上年發生額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Purchasing goods 採購商品	122,262,034.66			99,060,871.71
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限責任公司	Purchasing goods 採購商品	0.00			858,024.75
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Receiving services 接受勞務	311,886.80			124,754.71
<b>Total 合計</b>	<b>-</b>	<b>122,573,921.46</b>			<b>100,043,651.17</b>

##### 2) Selling goods/rendering services

##### 2) 銷售商品/提供勞務

Related party 關聯方	Related party transaction 關聯交易內容	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Selling goods, Rendering services 銷售商品、提供勞務	<b>15,786,449.51</b>	20,293,805.24
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Selling goods 銷售商品	<b>5,477,242.88</b>	7,617,806.62
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限責任公司	Selling goods 銷售商品	<b>0.00</b>	266,710.26
<b>Total 合計</b>	<b>-</b>	<b>21,263,692.39</b>	<b>28,178,322.12</b>



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## XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

### 2. Related party transaction (Continued)

#### (2) Related party lease

Information of accepting lease

### 2. 關聯交易(續)

#### (2) 關聯租賃情況

承租情況

Name of lessor 出租方名稱	Type of leased assets 租賃資產種類	Rental expenses for simplified short-term leases and low-value asset leases 簡化處理的短期租賃和低價值資產 租賃的租金費用		Rents paid 支付的租金	
		Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Assets Management Co., Ltd. 北京京城機電資產管理有限責任公司	Plant & buildings 房屋及建築物	0.00	0.00	24,740,848.08	203,349.44
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Plant & buildings 房屋及建築物	0.00	0.00	1,045,797.96	769,264.92
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Plant & buildings 房屋及建築物	0.00	224,174.33	0.00	224,174.33
<b>Total 合計</b>	-	<b>0.00</b>	<b>224,174.33</b>	<b>25,786,646.04</b>	<b>1,196,788.69</b>

(Continued)

(續表)

Name of lessor 出租方名稱	Type of leased assets 租賃資產種類	Interest expenses on lease liabilities assumed 承擔的租賃負債利息支出		Increased right-of-use assets 增加的使用權資產	
		Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Assets Management Co., Ltd. 北京京城機電資產管理有限責任公司	Plant & buildings 房屋及建築物	11,249,953.78	5,862,963.29	0.00	246,288,075.74
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Plant & buildings 房屋及建築物	69,501.04	50,486.65	0.00	2,497,942.71
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Plant & buildings 房屋及建築物	0.00	0.00	0.00	0.00
<b>Total</b>	-	<b>11,319,454.82</b>	<b>5,913,449.94</b>	<b>0.00</b>	<b>248,786,018.45</b>

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### XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

#### 2. Related party transaction (Continued)

##### (3) Related party guarantees As the guaranteed party

Name of guarantor 擔保方名稱	Guaranteed amount 擔保金額	Guarantee start date 擔保起始日	Guarantee maturity date 擔保到期日	Guarantee has been performed or not 擔保是否已經履行完畢
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	150,000,000.00	2022-7-11	2023-7-11	Yes 是
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	30,000,000.00	2023-5-22	2024-1-18	No 否
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	100,000,000.00	2023-8-11	2024-8-10	No 否
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	200,000,000.00	2023-10-23	2031-10-23	No 否
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	50,000,000.00	2023-4-19	2024-4-18	No 否
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	20,000,000.00	2023-6-29	2024-6-28	No 否

##### (4) Fund lending/borrowing of related parties

Name of related party 關聯方名稱	Amount of borrowing/lending 拆借金額	Starting date 起始日	Maturity date 到期日	Remarks 備註
<b>Placements from banks and other financial institutions 拆入</b>				
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	30,000,000.00	2023-7-10	2023-9-18	-

##### (5) Interest expenses/income of related parties

Name of related party 關聯方名稱	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Holding Co., Ltd. (interest expense) 北京京城機電控股有限責任公司(利息支出)	207,083.33	764,666.67
Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd. (interest revenue) 北京京城海通科技文化發展有限公司(利息收入)	0.00	53,714.55

#### 2. 關聯交易(續)

##### (3) 關聯擔保情況 作為被擔保方

##### (4) 關聯方資金拆借

##### (5) 關聯方利息費用/利息收入

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## XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

### 2. Related party transaction (Continued)

#### (6) Remuneration of key management personnel

Project name	項目名稱	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Total compensation	薪酬合計	5,570,815.77	6,244,422.11

#### (7) Continuing related party transactions

The related party transactions disclosed in Item 6 "Others" of Part 12 "Material Connected Transactions" of Section 8 "Important Matters" of the Company's 2023 Annual Report also constitute the connected transactions or continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

### 2. 關聯交易(續)

#### (6) 關鍵管理人員薪酬

#### (7) 持續關連交易

於本公司2023年年度報告「第八節重要事項」之「十二、條重大關聯交易」之「第六項其他」披露的關連交易也構成《香港聯合交易所有限公司證券上市規則》第14A章中定義的關連交易或持續關連交易。

### 3. Balance of transactions with related parties

#### (1) Receivables

Item	Enterprise name	Related party	Ending balance 年末餘額		Beginning balance 年初餘額	
			Book balance 賬面餘額	Provision for bad debts 壞賬準備	Book balance 賬面餘額	Provision for bad debts 壞賬準備
Accounts receivable	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd.	北京蘭天達汽車清潔燃料技術有限公司	2,987,203.28	205,810.69	3,803,812.43	68,785.70
應收賬款	Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd.	寬城昇華壓力容器製造有限責任公司	649,698.50	142.60	649,698.50	29,938.88
	Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司	47,137.62	433.67	1,219,762.45	5,854.86
Other receivables	Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司	51,802.95	735.60	39,051.16	480.33
其他應收款	Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司	0.00	0.00	1,647,950.28	0.00
Advances to suppliers	Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司				
預付賬款	Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司				

### 3. 關聯方往來餘額

#### (1) 應收項目

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## XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

### 3. Balance of transactions with related parties

(Continued)

#### (2) Payables

Project name 項目名稱	Related party 關聯方	Ending balance 年末餘額	Beginning balance 年初餘額
Accounts payable 應付賬款	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	10,492,652.22	10,492,652.22
	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	6,737,612.55	6,723,378.38
	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	902,227.27	0.00
	Tianjin TPCO Investment Co., Ltd. 天津大無縫投資有限公司	153,461.91	2,417,736.84
	Beijing Jingcheng Industrial Logistics Co., Ltd. 北京京城工業物流有限公司	0.00	902,227.27
Contract liabilities 合同負債	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	1,009,722.37	1,116,949.53
	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	2,728.56	270,850.05
Other payables 其他應付款	Li Hong 李紅	10,860,433.38	10,860,433.38
	Hubei Jingyuan Xihai Automobile Industry Co., Ltd. 湖北經遠西海汽車工業有限公司	9,600,000.00	0.00
	Tianjin TPCO Investment Co., Ltd. 天津大無縫投資有限公司	153,461.91	2,108,668.30
	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	8,221.81	772,751.39
	Beijing First Machine Tool Plant 北京第一機床廠	7,359.09	7,359.09
Non-current liabilities due within one year 一年內到期的非流動負債	Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	0.00	7,000,000.00

### 3. 關聯方往來餘額(續)

#### (2) 應付項目

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## XII. Related Parties and Related Party Transactions 十二、關聯方及關聯交易(續)

(Continued)

### 4. Related party commitment

The registered capital of Hubei Jingyuan Company, an associate of BTIC(a subsidiary of the Company), is RMB80 million, including RMB19.2 million subscribed by BTIC, holding 24% of the shares. As of December 31, 2023, the unpaid capital contribution was RMB9.6 million.

### 5. Director, supervisor and employee compensation

(1) The detailed compensation of directors and supervisors are shown as follows

### 4. 關聯方承諾

本公司之子公司北京天海的聯營公司湖北經遠公司註冊資本8,000.00萬元,其中北京天海認繳出資1,920.00萬元,持股24%。截至2023年12月31日,未實繳出資960.00萬元。

### 5. 董事、監事及職工薪酬

(1) 董事及監事的薪酬詳情如下

Item	項目	Salary and allowance 薪金及津貼	Contribution to retirement fund plan 退休金計劃供款	Bonus 獎金	Share-based payment 股份支付	Total 合計
<b>Amount in the current year</b>	<b>本年發生額</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Li Junjie	李俊杰	56,200.00	59,312.75	118,125.00	0.00	233,637.75
Zhang Jiheng	張繼恒	224,800.00	244,395.96	442,500.00	0.00	911,695.96
<b>Supervisors</b>	<b>監事</b>					
Li Zhe	李哲	231,400.00	244,395.96	317,925.00	0.00	793,720.96
Wen Jinhua	文金花	125,684.00	186,355.56	203,114.00	0.00	515,153.56
<b>Total</b>	<b>合計</b>	<b>638,084.00</b>	<b>734,460.23</b>	<b>1,081,664.00</b>	<b>0.00</b>	<b>2,454,208.23</b>
<b>Amount in the previous year</b>	<b>上年發生額</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Li Junjie	李俊杰	224,800.00	222,549.60	475,500.00	0.00	922,849.60
Zhang Jiheng	張繼恒	224,800.00	224,172.36	475,500.00	0.00	924,472.36
<b>Supervisors</b>	<b>監事</b>					
Li Zhe	李哲	242,400.00	224,172.36	342,716.00	0.00	809,288.36
Wen Jinhua	文金花	117,896.00	183,437.76	191,707.00	0.00	493,040.76
<b>Total</b>	<b>合計</b>	<b>809,896.00</b>	<b>854,332.08</b>	<b>1,485,423.00</b>	<b>0.00</b>	<b>3,149,651.08</b>

Executive directors and non-executive directors do not collect directors' fees in the Company, and supervisors do not collect supervisors' fees in the Company. Executive directors (except the chairman) and supervisors have the right to collect remuneration according to their respective positions in the Company and its subsidiaries (except directors and supervisors).

執行董事及非執行董事不在公司領取董事袍金、監事不在公司領取監事袍金,執行董事(除董事長外)及監事有權根據各自在本公司及附屬公司所任職務(除董事、監事職務外)領取薪酬。



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## XII. Related Parties and Related Party Transactions

## 十二、關聯方及關聯交易(續)

(Continued)

### 5. Director, supervisor and employee compensation

### 5. 董事、監事及職工薪酬(續)

(Continued)

#### (2) Five persons with the highest compensation

Of five persons with the highest compensation for the current year, 2 persons (2 persons for the previous year) are directors and supervisors, and their compensation is recorded in Note "XII.5.(1)". Compensation for the other 3 (in the previous year: 3) is as follows:

#### (2) 五位最高薪酬人士

本年度薪酬最高的前五位中2位是董事和監事(上年:2位),其薪酬載於附註「十二、5.(1)」,薪酬已反映在董事及監事的薪酬中。其他3位(上年:3位)的薪酬如下:

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Salary and allowance	薪金及津貼	814,988.00	837,257.00
Contribution to retirement fund plan	退休金計劃供款	731,125.06	667,648.80
Year-end bonus	年終獎金	880,475.00	1,057,448.00
<b>Total</b>	<b>合計</b>	<b>2,426,588.06</b>	<b>2,562,353.80</b>

Scope of compensation:

薪酬範圍:

Item	項目	Number of persons in the current year 本年人數	Number of persons in the previous year 上年人數
Within HKD1,000,000	港幣1,000,000以內	1	2
HKD1,000,001 to HKD1,500,000	港幣1,000,001至港幣1,500,000	4	3
HKD1,500,001 to HKD2,000,000	港幣1,500,001至港幣2,000,000		
HKD2,000,001 to HKD2,500,000	港幣2,000,001至港幣2,500,000		

(3) During the year, no director of the Company has waived or agreed to waive any remuneration. At the track record period, the Company has not paid any compensation to any director, supervisor or five persons with the highest compensation as the reward for attracting them to join in the Company or reward for them when joining in or as the separation allowance.

(3) 於本年度,公司概無任何董事放棄或同意放棄任何薪酬。於往績記錄期,本公司概無向任何董事、監事或五位最高薪酬人士支付任何薪酬,作為吸引彼等加入或於加入本公司時的獎勵或作為離職補償。

#### (4) Compensation for key management

Compensation for key management (including the amount that has been paid and shall be paid to directors, supervisors, and senior management) is shown as follows:

#### (4) 主要管理層薪酬

主要管理層薪酬(包括已付及應付董事、監事及高級管理層的金額)如下:

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Salary and allowance	薪金及津貼	1,627,046.00	1,790,219.00
Contribution to retirement fund plan	退休金計劃供款	1,631,476.77	1,639,160.11
Bonus	獎金	2,312,293.00	2,815,043.00
<b>Total</b>	<b>合計</b>	<b>5,570,815.77</b>	<b>6,244,422.11</b>

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## XII. Related Parties and Related Party Transactions

(Continued)

### 6. Borrowings receivable from [directors/director related enterprises]

- (1) The Group does not have any borrowings receivable from [directors/director connected enterprises].
- (2) The Group does not have any [directors/director connected enterprises] borrowings for providing guarantee.

## XIII. Share-based payment

### 1. General conditions of share-based payment

On November 14, 2023, the Board of Directors of the Company approved the Proposal on Adjusting Matters Related to the 2023 Restricted Share Incentive Plan and the Proposal on the First Granting of Restricted Shares to Incentive Objects of the 2023 Restricted Share Incentive Plan. The Board of Directors of the Company had completed the grant registration of restricted shares, which come from A-shares ordinary shares issued by the Company to incentive objects. The grant date of the restricted shares was November 14, 2023, with 5.88 million shares granted to 123 persons at a price of RMB7.33 per share.

After the Board of Directors of the Company determined the grant date of restricted shares, 123 incentive objects actually fully or partially subscribed for a total of 5.4 million granted restricted shares during the process of capital payment verification after the grant date, but 8 incentive objects voluntarily abandoned all of the granted restricted shares due to personal reasons, and 4 incentive objects voluntarily abandoned part of the granted restricted shares due to personal reasons, totaling 480,000 shares. Therefore, the number of actual incentive objects granted with restricted shares for the first grant under the Incentive Plan was changed from 123 to 115, and the number of restricted shares granted for the first grant was changed from 5.88 million to 5.4 million.

Category of grant object	授予對象類別	Granted in the year 本年授予		Vesting in the year 本年行權		Unlocked in the year 本年解鎖		Expired in the year 本年失效	
		Quantity 數量	Amount 金額	Quantity 數量	Amount 金額	Quantity 數量	Amount 金額	Quantity 數量	Amount 金額
Management personnel	管理人員	3,500,000.00	25,655,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Production personnel	生產人員	340,000.00	2,492,200.00	0.00	0.00	0.00	0.00	0.00	0.00
Salesperson	銷售人員	550,000.00	4,031,500.00	0.00	0.00	0.00	0.00	0.00	0.00
R&D personnel	研發人員	1,010,000.00	7,403,300.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>5,400,000.00</b>	<b>39,582,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## 十二、關聯方及關聯交易(續)

### 6. 應收[董事/董事關連企業]借款

- (1) 本集團不存在應收[董事/董事關連企業]借款。
- (2) 本集團不存在提供擔保的[董事/董事關連企業]借款。

## 十三、股份支付

### 1. 股份支付總體情況

於2023年11月14日，本公司董事會批准了《關於調整2023年限制性股票激勵計劃相關事項的議案》、《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》，公司董事會已完成限制性股票的授予登記工作，該限制性股票激勵計劃授予的限制性股票來源為公司向激勵對象定向發行的本公司的A股普通股，本次限制性股票的授予日為2023年11月14日，授予數量為588萬股，授予人數123人，授予價格為7.33元/股。

本公司董事會確定限制性股票授予日後，在授予日後辦理繳款驗資過程中，123名激勵對象實際全額或部分認購獲授的限制性股票合計540萬股，有8位激勵對象因個人原因自願放棄其獲授的全部限制性股票，有4位激勵對象因個人原因自願放棄其獲授的部分限制性股票，共計48萬股。因此，本次激勵計劃首次授予部分的限制性股票實際授予激勵對象人數由123人變更為115人，首次授予部分的限制性股票授予數量由588萬股變更為540萬股。

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### XIII. Share-based payment (Continued)

#### 1. General conditions of share-based payment

(Continued)

Outstanding stock options or other equity instruments at the end of the year

### 十三、股份支付(續)

#### 1. 股份支付總體情況(續)

年末發行在外的股票期權或其他權益工具

Category of grant object 授予對象類別	Outstanding stock options at the end of year 年末發行在外的股票期權		Outstanding other equity instruments at the end of the year 年末發行在外的其他權益工具	
	Scope of strike price 行權價格的範圍	Remaining contract period (months) 合同剩餘期限(月)	Scope of strike price 行權價格的範圍	Remaining contract period 合同剩餘期限
Management personnel 管理人員	RMB7.33/share 7.33元/股	34.5, 46.5, 58.5	—	—
Production personnel 生產人員	RMB7.33/share 7.33元/股	34.5, 46.5, 58.5	—	—
Salesperson 銷售人員	RMB7.33/share 7.33元/股	34.5, 46.5, 58.5	—	—
R&D personnel 研發人員	RMB7.33/share 7.33元/股	34.5, 46.5, 58.5	—	—

Other instructions:

The incentive plan remains valid for a maximum of 72 months from the date when the registration of the first granting of restricted shares is completed to the date when all restricted shares granted to the incentive objects are released from sale or repurchase. The restricted shares granted for the first time under the Incentive Plan will be released in three phases after 24 months from the date of registration completion of the grant, as shown in the following table:

其他說明：

本激勵計劃有效期自限制性股票首次授予登記完成之日起至激勵對象獲授的限制性股票全部解除限售或回購之日止,最長不超過72個月。本激勵計劃首次授予的限制性股票自授予完成登記之日起滿24個月後分三期解除限售,具體安排如下表所示：

Restriction lifting arrangement 解除限售安排	Restriction lifting time 解除限售時間	Proportion of shares eligible for lifting(%) 可解除限售數量 佔獲授權益數量 比例%
First restriction lifting period 第一個解除限售期	From the first trading day after 24 months from the date of initial grant to the last trading day within 36 months from the date of initial grant 自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34.00
Second restriction lifting period 第二個解除限售期	From the first trading day after 36 months from the date of initial grant to the last trading day within 48 months from the date of initial grant 自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33.00
Third restriction lifting period 第三個解除限售期	From the first trading day after 48 months from the date of initial grant to the last trading day within 60 months from the date of initial grant 自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33.00

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### XIII. Share-based payment (Continued)

#### 1. General conditions of share-based payment

##### (Continued)

The release of restricted shares is subject to the fulfillment of company performance conditions:

According to the company-level performance assessment conditions, the performance assessment targets for the initial and reserved restricted shares under the plan are as follows:

Restriction lifting period 解除限售期	Performance Assessment Targets 業績考核目標
First restriction lifting period 第一個解除限售期	(1) The cash return on the Company's net assets in 2024 shall not be less than 7.97%, and the growth rate of cash return on net assets in 2024 shall not be lower than the average level of the industry based on the cash return on the Company's net assets in 2021. (2) The year-on-year growth rate of operating revenue in 2024 shall not be less than 16% and shall not be lower than the average level of the same industry. (3) Based on the revenue from transformation and innovation in 2021, the growth rate of revenue from transformation and innovation business shall not be less than 400% in 2024. (4) In 2024, the proportion of R&D investment in operating revenue shall not be less than 3.05%. (1)2024年公司淨資產現金回報率不低於7.97%，且以2021年公司淨資產現金回報率為基數，2024年淨資產現金回報率增長率不低於同行業平均水平。(2)2024年營業收入同比增長率不低於16%，且不低於同行業平均水平。(3)以2021年轉型創新類收入為基數，2024年轉型創新業務類收入增長率不低於400%。(4)2024年研發投入佔營業收入的比重不低於3.05%。
Second restriction lifting period 第二個解除限售期	(1) The cash return on net assets of the Company in 2025 shall not be less than 9.30%, and the growth rate of cash return on net assets in 2025 shall not be lower than the average level of the industry based on the cash return on net assets of the Company in 2021. (2) The year-on-year growth rate of operating revenue in 2025 shall not be less than 16%, and shall not be lower than the average level of the industry. (3) Based on the revenue from transformation and innovation in 2021, the growth rate of revenue from transformation and innovation business shall not be less than 450% in 2025. (4) The proportion of R&D investment in operating revenue shall not be less than 3.10% by 2025. (1)2025年公司淨資產現金回報率不低於9.30%，且以2021年公司淨資產現金回報率為基數，2025年淨資產現金回報率增長率不低於同行業平均水平。(2)2025年營業收入同比增長率不低於16%，且不低於同行業平均水平。(3)以2021年轉型創新類收入為基數，2025年轉型創新業務類收入增長率不低於450%。(4)2025年研發投入佔營業收入的比重不低於3.10%。
Third restriction lifting period 第三個解除限售期	(1) The cash return on the Company's net assets in 2026 shall not be less than 10.63%, and based on the cash return on the Company's net assets in 2021, the growth rate of cash return on net assets in 2026 shall not be lower than the average level of the industry. (2) The year-on-year growth rate of operating revenue in 2026 shall not be less than 16%, and shall not be lower than the average level of the same industry. (3) Based on the revenue from transformation and innovation in 2021, the growth rate of revenue from transformation and innovation business shall not be less than 500% in 2026. (4) In 2026, the proportion of R&D investment in operating revenue shall not be less than 3.15%. (1)2026年公司淨資產現金回報率不低於10.63%，且以2021年公司淨資產現金回報率為基數，2026年淨資產現金回報率增長率不低於同行業平均水平。(2)2026年營業收入同比增長率不低於16%，且不低於同行業平均水平。(3)以2021年轉型創新類收入為基數，2026年轉型創新業務類收入增長率不低於500%。(4)2026年研發投入佔營業收入的比重不低於3.15%。

### 十三、股份支付(續)

#### 1. 股份支付總體情況(續)

限制性股票解除限售期需要滿足的公司業績條件：

公司層面業績考核條件，本計劃首次及預留授予的限制性股票解除限售期業績考核目標如下表所示：

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### XIII. Share-based payment (Continued)

#### 1. General conditions of share-based payment

##### (Continued)

Selection of benchmarking enterprises for assessment on granting restricted shares and lifting restrictions:

All listed companies under the industry classification of "CSRC Manufacturing-CSRC Special Equipment Manufacturing" had been selected. During the validity period of the plan, if the Company undergoes material asset restructuring, the Board of Directors of the Company shall adjust the corresponding performance indicators according to the approval of the Group and Beijing SASAC.

Assessment at the individual level of incentive objects:

The incentive objects shall be assessed annually according to the Regulations on Performance Management formulated by the Company and various internal assessment systems of the Company, and their restriction lifting amount for each year shall be determined based on the results of the assessment.

In the case that assessment conditions for lifting restriction at the company level are met, the incentive objects' actual unlocked amount in the year = unlocking percentage × planned unlocked amount in the year.

The percentage of individual unlocking shall be determined according to the results of individual performance assessment. Different performance assessment results correspond to different unlocking percentages.

Personal performance assessment score	個人績效考核分值	85 and above 85分及以上	75-84 points 75分-84分	70-74 points 70分-74分	Below 70 points 70分以下
Unlocking percentage	解鎖比例	100.00%	80.00%	60.00%	0.00%

Note: Party building assessment is a veto metric. If the party building assessment fails, the incentive objects shall not have their shares unlocked

Restricted shares that fail to be released from the restriction in the current period due to failure of performance assessment at the company level or assessment at the individual level shall not be released or delayed to the next period for release, and shall be repurchased by the Company according to the lower value between the granted price and the market price at the time of repurchase. "Market price at the time of repurchase" means the closing price of the Company's shares on the trading day immediately prior to the consideration by the Board of Directors of the Company to repurchase such incentive object's restricted shares.

### 十三、股份支付(續)

#### 1. 股份支付總體情況(續)

授予、解除限售考核對標企業的選取：

本次選取證監會行業「CSRC製造業-CSRC專用設備製造業」分類下所有上市公司。在本計劃有效期內，如果公司發生重大資產重組，需根據集團和北京市國資委審批意見，由公司董事會對相應業績目標調整。

激勵對象個人層面考核：

根據公司制定的《績效管理規定》和公司內部各類考核制度對激勵對象分年度進行考核，根據考核評價結果確定激勵對象當年度的解除限售額度。

在公司層面解除限售考核條件達標的情況下，激勵對象個人當年實際解鎖額度=解鎖比例×個人當年計劃解鎖額度。

個人解鎖比例視個人績效考核結果確定。不同的績效考核結果對應不同的解鎖比例。

註：黨建考核為否決指標，如果黨建考核不合格，激勵對象不得解鎖。

因公司層面業績考核不達標或個人層面考核導致激勵對象當期全部或部分未能解除限售的限制性股票，不得解除限售或遞延至下期解除限售，由公司按照授予價格與回購時市價孰低值回購處理。「回購時市價」是指自公司董事會審議回購該激勵對象限制性股票前一個交易日的公司股票收盤價。



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### XIII. Share-based payment (Continued)

#### 2. Equity-settled share-based payment

Item 項目	Current year 本年
Measures for determining the fair value of equity instruments on the grant date 授予日權益工具公允價值的確定方法	Determined by subtracting the grant price of the restricted shares from the closing price of the restricted shares on the grant date 採用授予日限制性股票的收盤價格減去限制性股票授予價格計算確定。
Key indicator of the fair value of equity instruments on the grant date 授予日權益工具公允價值的重要參數	Share price 股價
Basis for determining the number of exercisable equity instruments 可行權權益工具數量的確定依據	Management's best estimate 管理層的最佳估計數
Reasons for significant differences between current estimates and previous estimates 本年估計與上年估計有重大差異的原因	None 無
Aggregate amount of equity-settled share-based payment charged to the capital reserve 以權益結算的股份支付計入資本公積的累計金額	1,163,798.51

#### 3. Share-based payment expense for the year

Category of grant object 授予對象類別	Equity-settled share-based payment expenses 以權益結算的股份支付費用	Cash-settled share-based payment expenses 以現金結算的股份支付費用
Management personnel 管理人員	767,505.41	—
Production personnel 生產人員	66,205.12	—
Salesperson 銷售人員	121,655.06	—
R&D personnel 研發人員	208,432.92	—
<b>Total</b> 合計	<b>1,163,798.51</b>	<b>—</b>

### XIV. Commitments and Contingencies

#### 1. Significant commitments

The Group has no significant commitments as of December 31, 2023.

#### 2. Contingencies

The Group has no significant contingencies as of December 31, 2023.

### XV. Events after the Balance Sheet Date

#### 1. Paid amount after the balance sheet date

Item 項目	Paid amount 償還金額
Significant accounts payable aged over 1 year 賬齡超過1年的大額應付賬款	0.00
Significant other payables aged over 1 year 賬齡超過1年的大額其他應付款	0.00

2. There are no other significant events after the balance sheet date for the Group to disclose, except those after the balance sheet date above.

### 十三、股份支付(續)

#### 2. 以權益結算的股份支付情況

#### 3. 本年股份支付費用

### 十四、承諾及或有事項

#### 1. 重要承諾事項

截至2023年12月31日，本集團無重大承諾事項。

#### 2. 或有事項

截至2023年12月31日，本集團無重大或有事項。

### 十五、資產負債表日後事項

#### 1. 資產負債表日後已償還金額

2. 除存在上述資產負債表日後事項披露事項外，本集團無其他重大資產負債表日後事項。

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### XVI. Other Significant Events

#### 1. Debt restructuring

Disclosure of debtor

Method of debt restructuring	債務重組方式	Book value of debt 債務賬面價值	Debt restructuring Gains 債務重組利得金額	Increase in share capital and other owner's equities 股本等所有者權益增加金額
Pay off the debt with cash lower than book value of debt	以低於債務賬面價值的現金清償債務	2,998,717.80	115,344.66	-

2. Apart from the above matters, the Group has no other significant matters as of the date of the Auditor's Report.

### 十六、其他重要事項

#### 1. 債務重組

債務人披露情況

2. 除上述事項外,截至審計報告日,本集團無其他重要事項。

### XVII. Notes to Major Items of the Parent Company's Financial Statements

#### 1. Accounts receivable

(1) Accounts receivable listed by age

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year (inclusive)	1年以內(含1年)	88,491,300.00	49,223,920.00
1-2 years (inclusive)	1-2年(含2年)	21,258,220.00	3,684,000.00
<b>Total</b>	<b>合計</b>	<b>109,749,520.00</b>	<b>52,907,920.00</b>

(2) Classified presentation of accounts receivable by bad debt accrual method

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	109,749,520.00	100.00	5,232,057.13	4.77	104,517,462.87
Including: Ageing portfolio	其中:賬齡組合	109,749,520.00	100.00	5,232,057.13	4.77	104,517,462.87

(Continued)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	52,907,920.00	100.00	1,452,309.51	2.74	51,455,610.49
Including: Ageing portfolio	其中:賬齡組合	52,907,920.00	100.00	1,452,309.51	2.74	51,455,610.49

#### 1. 應收賬款

(1) 應收賬款按賬齡列示

(2) 應收賬款按壞賬計提方法分類列示

(續表)

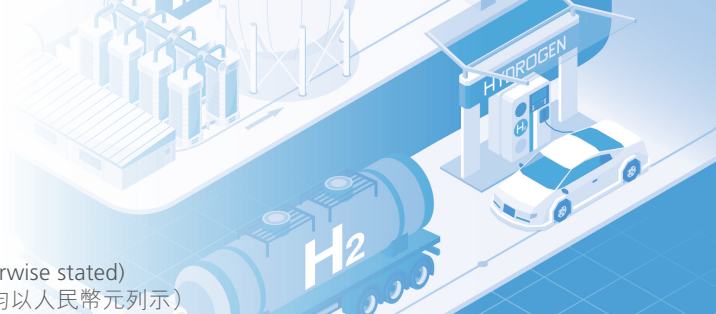
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### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued)

### 十七、母公司財務報表主要項目註釋

#### 1. Accounts receivable (Continued)

##### (2) Classified presentation of accounts receivable by bad debt accrual method (Continued)

Provision for bad debts of accounts receivable made by ageing portfolio

Ageing	賬齡	Ending balance		
		Book balance	Provision for bad debts	Provision proportion (%)
		賬面餘額	壞賬準備	計提比例(%)
Within 1 year (inclusive)	1年以內(含1年)	88,491,300.00	1,424,709.93	1.61
1-2 years (inclusive)	1-2年(含2年)	21,258,220.00	3,807,347.20	17.91
<b>Total</b>	<b>合計</b>	<b>109,749,520.00</b>	<b>5,232,057.13</b>	<b>-</b>

#### 1. 應收賬款(續)

##### (2) 應收賬款按壞賬計提方法分類列示(續)

按賬齡組合計提應收賬款壞賬準備

##### (3) Provision for bad debts of accounts receivable

##### (3) 本年應收賬款壞賬準備情況

Category	類別	Amount changed in the current year					Ending balance
		Beginning balance	Provision	Recovered or transferred back	Charged or written off	Others	
		年初餘額	計提	收回或轉回	轉銷或核銷	其他	年末餘額
Provision for bad debts of accounts receivable	應收賬款壞賬準備	1,452,309.51	3,779,747.62	0.00	0.00	0.00	5,232,057.13

##### (4) Top five of accounts receivable of ending balance collected by the borrower

##### (4) 按欠款方歸集的年末餘額前五名的應收賬款情況

Company name	單位名稱	Ending balance	Ageing	Proportion in total ending balance of accounts receivable (%)	Provision for bad debts
		年末餘額	賬齡	佔應收賬款年末餘額合計數的比例(%)	壞賬準備
Ending balance	年末餘額				
Qingdao Haier Special Refrigeration Appliances Co., Ltd.	青島海爾製冷電器有限公司	50,055,500.00	Within 1 year	45.61	805,893.55
Qingdao Haier HVAC Equipment Co., Ltd.	青島海爾暖通空調設備有限公司	25,613,000.00	Within 1 year	23.34	412,369.30
Qingdao Haier Special Refrigerator Co., Ltd.	青島海爾特種電冰箱有限公司	6,960,000.00	Within 1 year	6.34	112,056.00
Chongqing Haier Water Heater Co., Ltd.	重慶海爾熱水器有限公司	5,536,040.00	Within 2 years	5.04	785,539.76
Chongqing Haier Air Conditioner Company Ltd.	重慶海爾空調器有限公司	4,700,000.00	1-2 years	4.28	841,770.00
<b>Total</b>	<b>合計</b>	<b>92,864,540.00</b>	<b>-</b>	<b>84.61</b>	<b>2,957,628.61</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued)

#### 2. Other receivables

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interests receivable	應收利息	44,627,055.08	37,918,353.69
Dividends receivable	應收股利	0.00	0.00
Other receivables	其他應收款	366,640,869.84	344,189,537.84
<b>Total</b>	<b>合計</b>	<b>411,267,924.92</b>	<b>382,107,891.53</b>

#### 2.1 Interest receivable (1) Classification of interest receivable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interest on borrowings between affiliates	關聯公司間的往來借款利息	44,627,055.08	37,918,353.69

(2) **Provision for bad debts of interest receivable**  
Interests receivable for the year were received from related parties for borrowings within the scope of consolidation, no credit impairment occurred, and no provision for bad debts was made.

#### 2.1 應收利息 (1) 應收利息分類

(2) **應收利息壞賬準備計提情況**  
本年應收利息為合併範圍內關聯方借款利息,未發生信用減值,未計提壞賬準備。

#### 2.2 Other receivables (1) Classification of other receivables by nature

Nature	款項性質	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Related party borrowings	關聯借款	365,000,000.00	340,000,000.00
Security	保證金	507,513.88	107,513.88
Reimbursed expenses	代墊費用	139,946.04	82,927.08
Related party transaction payments	關聯往來	1,000,000.00	4,000,000.00
<b>Total</b>	<b>合計</b>	<b>366,647,459.92</b>	<b>344,190,440.96</b>

#### (2) Other receivables listed by ageing

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year (inclusive)	1年以內(含1年)	26,457,018.96	3,190,440.96
1-2 years	1-2年	190,440.96	1,000,000.00
2-3 years	2-3年	0.00	0.00
Over 3 years	3年以上	340,000,000.00	340,000,000.00
Including: 3-4 years	其中: 3-4年	0.00	0.00
4-5 years	4-5年	0.00	0.00
Over 5 years	5年以上	340,000,000.00	340,000,000.00
<b>Total</b>	<b>合計</b>	<b>366,647,459.92</b>	<b>344,190,440.96</b>

#### 2.2 其他應收款 (1) 其他應收款按款項性質分類

#### (2) 其他應收款按賬齡列示

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued) 十七、母公司財務報表主要項目註釋

#### 2. Other receivables (Continued)

##### 2.2 Other receivables (Continued)

##### (3) Classified presentation of other accounts receivable by bad debt accrual method

#### 2. 其他應收款(續)

##### 2.2 其他應收款(續)

##### (3) 其他應收款按壞賬計提方法分類列示

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	366,647,459.92	100.00	6,590.08	0.00	366,640,869.84
Including: Ageing portfolio	其中: 賬齡組合	509,347.84	0.14	6,590.08	1.29	502,757.76
Portfolio of related parties within the consolidation scope	合併範圍內關聯方組合	366,138,112.08	99.86	0.00	0.00	366,138,112.08
<b>Total</b>	<b>合計</b>	<b>366,647,459.92</b>	<b>100.00</b>	<b>6,590.08</b>	<b>0.01</b>	<b>366,640,869.84</b>

(Continued)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	344,190,440.96	100.00	903.12	0.00	344,189,537.84
Including: Ageing portfolio	其中: 賬齡組合	107,513.88	0.03	903.12	0.84	106,610.76
Portfolio of related parties within the consolidation scope	合併範圍內關聯方組合	344,082,927.08	99.97	0.00	0.00	344,082,927.08
<b>Total</b>	<b>合計</b>	<b>344,190,440.96</b>	<b>100.00</b>	<b>903.12</b>	<b>0.01</b>	<b>344,189,537.84</b>

Other receivables with bad debt provision made as per portfolio

1) Ageing portfolio

其他應收款按組合計提壞賬準備

1) 賬齡組合

Ageing	賬齡	Book balance	Ending balance	Provision
		賬面餘額	年末餘額	proportion (%)
			壞賬準備	計提比例(%)
Within 1 year	1年以內	401,833.96	3,375.41	0.84
1-2 years	1年-2年	107,513.88	3,214.67	2.99
<b>Total</b>	<b>合計</b>	<b>509,347.84</b>	<b>6,590.08</b>	<b>-</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued) 十七、母公司財務報表主要項目註釋

#### 2. Other receivables (Continued)

##### 2.2 Other receivables (Continued)

##### (3) Classified presentation of other accounts receivable by bad debt accrual method (Continued)

Other receivables with bad debt provision made as per portfolio (Continued)

2) Portfolio of related parties

#### 2. 其他應收款(續)

##### 2.2 其他應收款(續)

##### (3) 其他應收款按壞賬計提方法分類列示(續)

其他應收款按組合計提壞賬準備(續)

2) 關聯方組合

Ageing	賬齡	Ending balance		
		Book balance	Provision for bad debts	Provision proportion (%)
		賬面餘額	壞賬準備	計提比例(%)
Within 1 year	1年以內	26,055,185.00	0.00	0.00
1-2 years	1年-2年	82,927.08	0.00	0.00
Over 5 years	5年以上	340,000,000.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>366,138,112.08</b>	<b>0.00</b>	<b>-</b>

##### (4) Other receivables – provision for bad debts

##### (4) 其他應收款壞賬準備情況

Provision for bad debts	壞賬準備	Stage I	Stage II	Stage III	Total
		第一階段	第二階段	第三階段	
		Expected credit loss for the next 12 months	Expected credit loss within the whole duration (no credit impairment occurs)	Expected credit loss within the whole duration (credit impairment has occurred)	
		未來12個月預期信用損失	整個存續期預期信用損失(未發生信用減值)	整個存續期預期信用損失(已發生信用減值)	合計
Balance on January 1, 2023	2023年1月1日餘額	0.00	903.12	0.00	903.12
Bad debts of other receivables on January 1, 2023 in the current year	2023年1月1日其他應收款賬面餘額在本年	-	-	-	-
- Be transferred to Stage II	- 轉入第二階段	0.00	0.00	0.00	0.00
- Be transferred to Stage III	- 轉入第三階段	0.00	0.00	0.00	0.00
- Be transferred back to Stage II	- 轉回第二階段	0.00	0.00	0.00	0.00
- Be transferred back to Stage I	- 轉回第一階段	0.00	0.00	0.00	0.00
Provision in the current year	本年計提	0.00	5,686.96	0.00	5,686.96
Reversal in the current year	本年轉回	0.00	0.00	0.00	0.00
Write-off in the current year	本年轉銷	0.00	0.00	0.00	0.00
Amount written off in the current year	本年核銷	0.00	0.00	0.00	0.00
Other changes	其他變動	0.00	0.00	0.00	0.00
Balance as of December 31, 2023	2023年12月31日餘額	0.00	6,590.08	0.00	6,590.08

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued)

#### 2. Other receivables (Continued)

##### 2.2 Other receivables (Continued)

(5) Provision for bad debts accrued, recovered, or reversed for other receivables in the current year

Category	類別	Amount changed in the current year 本年變動金額				Ending balance 年末餘額	
		Beginning balance 年初餘額	Provision 計提	Recovered or transferred back 收回或轉回	Charged or written off 轉銷或核銷		Others 其他
Provision for bad debts of other receivables	其他應收款壞賬準備	903.12	5,686.96	0.00	0.00	0.00	6,590.08

(6) No other receivables actually written off in this year

(7) Other receivables classified as per the borrower

(續)

#### 2. 其他應收款(續)

##### 2.2 其他應收款(續)

(5) 其他應收款本年計提、收回或轉回的壞賬準備情況

(6) 本年度無實際核銷的其他應收款。

(7) 按欠款方歸集的其他應收款情況

Company name	Nature	Ending balance	Ageing	Proportion in total ending balance of other receivables (%) 佔其他應收款年末餘額合計數的比例(%)	Ending balance of provision for bad debts
單位名稱	款項性質	年末餘額	賬齡		壞賬準備年末餘額
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Capital lending, etc. 資金拆借等	366,000,000.00	Within 1 year Over 5 years 1年以內 5年以上	99.82	0.00
Qingdao Tendering Center 青島市招標中心	Bid security 投標保證金	380,000.00	Within 1 year 1年以內	0.10	3,192.00
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Advance payments 代墊款	138,112.08	Within 2 years 2年以內	0.04	0.00
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Security 保證金	107,513.88	1-2 years 1年-2年	0.03	3,214.67
<b>Total</b> 合計	-	366,625,625.96	-	99.99	6,406.67

(8) No amounts were presented as other receivables due to centralized fund management in the year.

(9) The Company has no employee borrowings receivable at the end of the year.

(8) 本年無因資金集中管理而列報於其他應收款的款項。

(9) 本年末無應收員工借款。

# Notes to the Financial Statements

## 財務報表附註

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### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued) 十七、母公司財務報表主要項目註釋

#### 3. Long-term equity investment (續)

##### (1) Classification of long-term equity investments

Item	項目	Ending balance			Beginning balance		
		Book balance	Provision for impairment	Book value	Book balance	Provision for impairment	Book value
		賬面餘額	減值準備	賬面價值	賬面餘額	減值準備	賬面價值
Investment in subsidiaries	對子公司投資	1,400,273,940.36	0.00	1,400,273,940.36	1,239,348,125.05	0.00	1,239,348,125.05
Investment in associates and joint ventures	對聯營、合營企業投資	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>1,400,273,940.36</b>	<b>0.00</b>	<b>1,400,273,940.36</b>	<b>1,239,348,125.05</b>	<b>0.00</b>	<b>1,239,348,125.05</b>

##### (2) Investment in subsidiaries

##### (2) 對子公司投資

Investees	被投資單位	Beginning balance (Book value)	Beginning balance of impairment provision	Increase and decrease for the current year			Others	Ending balance (Book value)	Ending balance of impairment provision
				Increase in investment	Reduction in investment	Accrual of provision for impairment			
		年初餘額 (賬面價值)	年初餘額	追加投資	減少投資	計提減值準備	其他	年末餘額 (賬面價值)	年末餘額
Beijing Tianhai Industry Co., Ltd.	北京天海工業有限公司	760,104,096.95	0.00	137,981,915.31	0.00	0.00	9,760,100.00	907,846,112.26	0.00
Jingcheng Holding (Hong Kong) Co., Ltd.	京城控股(香港)有限公司	142,044,028.10	0.00	0.00	0.00	0.00	0.00	142,044,028.10	0.00
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	337,200,000.00	0.00	0.00	0.00	0.00	1,481,900.00	338,681,900.00	0.00
Beijing Tianhai Cryogenic Equipment Co., Ltd.	北京天海低溫設備有限公司	0.00	0.00	0.00	0.00	0.00	1,890,700.00	1,890,700.00	0.00
Kuancheng Tianhai Pressure Container Co., Ltd.	寬城天海壓力容器有限公司	0.00	0.00	0.00	0.00	0.00	766,500.00	766,500.00	0.00
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.	北京明暉天海氣體儲運裝備銷售有限公司	0.00	0.00	0.00	0.00	0.00	1,481,900.00	1,481,900.00	0.00
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.	北京天海氫能裝備有限公司	0.00	0.00	0.00	0.00	0.00	3,781,400.00	3,781,400.00	0.00
Shanghai Tianhai Composite Cylinders Co., Ltd.	上海天海復合氣瓶有限公司	0.00	0.00	0.00	0.00	0.00	1,073,100.00	1,073,100.00	0.00
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限公司	0.00	0.00	0.00	0.00	0.00	2,350,600.00	2,350,600.00	0.00
BTIC AMERICA CORPORATION	天海美洲公司	0.00	0.00	0.00	0.00	0.00	357,700.00	357,700.00	0.00
<b>Total</b>	<b>合計</b>	<b>1,239,348,125.05</b>	<b>0.00</b>	<b>137,981,915.31</b>	<b>0.00</b>	<b>0.00</b>	<b>22,943,900.00</b>	<b>1,400,273,940.36</b>	<b>0.00</b>

Note 1: During the year, the subsidiary Jingcheng Holding (Hong Kong) Co., Ltd. transferred its equity in BTIC, a subsidiary of the Company, to the Company free of charge. The Company increased the long-term equity investment cost of BTIC by RMB137,981,915.31 and correspondingly increased the capital premium of the Company by RMB137,981,915.31.

註1: 本年度子公司京城控股(香港)有限公司將其持有的本公司之子公司北京天海股權無償劃轉給本公司, 本公司增加對北京天海長期股權投資成本137,981,915.31元, 相應增加本公司資本溢價137,981,915.31元。

Note 2: Other increases were related to the implementation of the restricted share incentive plan by the Company during the year through issuing A-shares common shares to employees of both the Company and its subsidiaries. The Company issued 5.4 million restricted shares for the first time as part of the plan. The total expenses to be recognized for the initial grants amount to RMB27,594,000, out of which RMB22,943,900 was allocated to subsidiary employees.

註2: 其他增加為本公司本年度實施限制性股權激勵計劃, 向本公司及下屬子公司員工定向發行本公司的A股普通股, 首次授予的540萬股限制性股票應確認的總費用2,759.40萬元, 其中下屬子公司員工費用為2,294.39萬元。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2023 to 31 December 2023

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2023年1月1日至2023年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes to Major Items of the Parent Company's Financial Statements (Continued)

#### 4. Operating revenue and operating cost

Item	項目	Amount in the current year 本年發生額		Amount in the previous year 上年發生額	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Main business	主營業務	0.00	0.00	0.00	0.00
Other business	其他業務	4,742,489.73	0.00	3,776,116.07	0.00
<b>Total</b>	<b>合計</b>	<b>4,742,489.73</b>	<b>0.00</b>	<b>3,776,116.07</b>	<b>0.00</b>

### Supplementary information of financial statements

#### 1. Breakdown of non-recurring profits and losses in current year

Item	項目	Amount in the current year 本年年額	Description 說明
Gain or loss from disposal of non-current assets	非流動資產處置損益	151,692.79	V. 47 & 50/五、47、50
Government subsidies included in the current profits and losses	計入當期損益的政府補助	10,193,307.32	V. 46/五、46
Reversal of the provision assessed for impairment on an individual basis	單獨進行減值測試的減值準備轉回	2,737,096.40	V. 48/五、48
Other non-operating revenue and expenses than the above items	除上述各項之外的其他營業外收入和支出	876,175.40	V. 51 & 52/五、51、52
Debt restructuring profit and loss	債務重組損益	115,344.66	V. 47/五、47
Other losses and profits conforming to the definition of non-recurring profits and losses	其他符合非經常性損益定義的損益項目	0.00	
Subtotal	小計	14,073,616.57	
Less: amount affected by income tax	減: 所得稅影響額	163,120.60	
Effect on non-controlling interests (after-tax)	少數股東權益影響額(稅後)	713,901.01	
<b>Total</b>	<b>合計</b>	<b>13,196,594.96</b>	-

#### 2. Return on equity and earnings per share

Based on the provisions in Preparation Rules for Information Disclosures by Companies Offering Shares to the Public No. 9 – Calculation and Disclosure of Return on Net Assets and Earnings per Share (revised in 2010) issued by China Securities Regulatory Commission, the weighted average return on net assets, basic earnings per share, and diluted earnings per share for the Group are listed below:

### 十七、母公司財務報表主要項目註釋

#### 4. 營業收入、營業成本

### 財務報表補充資料

#### 1. 本年非經常性損益明細表

#### 2. 淨資產收益率及每股收益

按照中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露(2010年修訂)》的規定,本集團加權平均淨資產收益率、基本每股收益和稀釋每股收益如下:

Profit during the Reporting Period	報告期利潤	Weighted average Return on equity (%) 加權平均淨資產收益率(%)	Earnings per share (RMB/share) 每股收益(元/股)	
			Primary earnings per share 基本每股收益	Diluted earnings per share 稀釋每股收益
Net profit attributable to common shareholders of the parent company	歸屬於母公司普通股股東的淨利潤	-4.92	-0.10	-0.10
Net profit attributable to common shareholders of the parent company after deduction of non-recurring profit or loss	扣除非經常性損益後歸屬於母公司普通股股東的淨利潤	-6.18	-0.12	-0.12

Beijing Jingcheng Machinery Electric Co., Ltd.  
March 28, 2024

北京京城機電股份有限公司  
二〇二四年三月二十八日

## Section 13 Internal Control Audit Report 第十三節 內部控制審計報告

### I. Responsibility statement and development of internal control system

#### Beijing Jingcheng Machinery Electric Holding Co., Ltd. 2023 Internal Control Evaluation Report

To all shareholders of Beijing Jingcheng Machinery Electric Company Limited:

According to the provisions of the "Basic Standard for Enterprise Internal Control", the internal control and its supporting guidance as well as the other the internal control regulation requirements (hereinafter referred to as "Corporate Internal Control Standard System"), combining with the internal control system and evaluation methods of the Company, based on the routine supervision and special supervision over the internal control, we have evaluated the effectiveness of the internal control of the Company as of 31 December 2023 (being the benchmark date of the internal control evaluation report).

#### 1. Important statement

According to the requirements of Corporate Internal Control Standard System, Board of the Company is responsible for establishing, improving and effectively implementing the internal control, evaluating the effectiveness of the internal control and disclosing the internal control evaluation report truly. The supervisory committee shall supervise the internal control established and implemented by the Board. The Management is responsible for organizing and leading the routine operation of the internal control of the Company. The Board, the supervisory committee and the Directors, supervisors and senior management officers of the Company confirm that information contained in this report is true, accurate, and complete without any false and misleading statements or material omissions, and assume several and joint liability for the above.

The objectives of the Company's internal control are to reasonably guarantee the authenticity and completeness of information of the compliance, asset security, financial report and relevant information of operation and management of the Company, improve the operating efficiency and results, and promote the realization of development strategies. Owing to the inherent limitations of the internal control, reasonable guarantees shall only be provided for realizing the above objectives. In addition, changes in situation may result in that the internal control becomes inappropriate or the extent to which the compliance with policies and process is lessened. There may be certain risks in presuming the effectiveness of future internal control according to the evaluation results of the internal control.

### 一、內部控制責任聲明及內部控制制度建設情況

#### 北京京城機電股份有限公司 2023年度內部控制評價報告

北京京城機電股份有限公司全體股東：

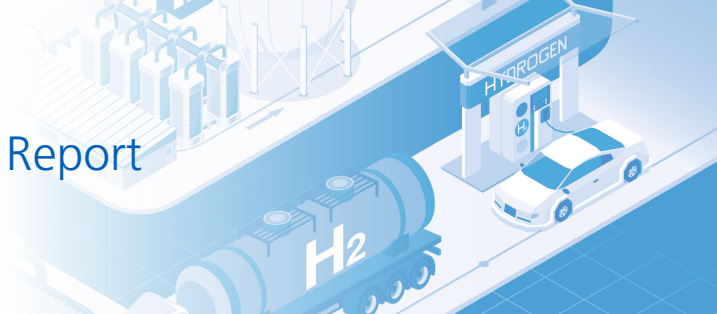
根據《企業內部控制基本規範》及其配套指引的規定和其他內部控制監管要求(以下簡稱企業內部控制規範體系)，結合本公司(以下簡稱公司)內部控制制度和評價辦法，在內部控制日常監督和專項監督的基礎上，我們對公司2023年12月31日(內部控制評價報告基準日)的內部控制有效性進行了評價。

#### 一、重要聲明

按照企業內部控制規範體系的規定，建立健全和有效實施內部控制，評價其有效性，並如實披露內部控制評價報告是公司董事會的責任。監事會對董事會建立和實施內部控制進行監督。經理層負責組織領導企業內部控制的日常運行。公司董事會、監事會及董事、監事、高級管理人員保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對報告內容的真實性、準確性和完整性承擔個別及連帶法律責任。

公司內部控制的目標是合理保證公司經營管理合法合規、資產安全、財務報告及相關信息真實完整，提高公司經營效率和效果，促進公司實現發展戰略。由於內部控制存在的固有局限性，故僅能為實現上述目標提供合理保證。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制評價結果推測未來內部控制的有效性具有一定的風險。





### I. Responsibility statement and development of internal control system (Continued)

#### 2. Conclusion of the internal control evaluation

1. **Whether there is any material deficiencies in the internal control over financial reporting of the Company, as at the benchmark date of the internal control evaluation report**  
 Yes  No

2. **Results of internal control evaluation over financial reporting**  
 Effective  Not Effective

According to the recognition of material deficiencies in the internal control over the Company's financial reporting, on the benchmark date of the internal control evaluation report, there are no material deficiencies in the financial reporting. The Board is of the opinion that, the Company has maintained, in all material respects, effective internal control over financial reporting in accordance with the requirements of Corporate Internal Control Standard System and the relevant provisions.

3. **Whether material deficiencies in internal control over non-financial reporting had been discovered**  
 Yes  No

According to the recognition of material deficiencies in the internal control over the Company's non-financial reporting, on the benchmark date of the internal control evaluation report, the Company has not identified any material deficiencies in the internal control over non-financial reporting.

4. **The factors affecting the evaluation results of the effectiveness of internal control from the benchmark date to the date of issuing the internal control evaluation report.**  
 Applicable  Not applicable

From the benchmark date of the internal control evaluation report to the date of issuing the internal control evaluation report, there are no factors that may impose any impacts on the result of the effectiveness of the internal control.

5. **Whether the auditing opinions on internal control are consistent with the Company's evaluation results of the effectiveness of internal control over financial reporting**  
 Yes  No

6. **Whether the material deficiencies in internal control over non-financial reporting disclosed by the internal control audit report are consistent with those disclosed by the Company's internal control evaluation report**  
 Yes  No

### 一、內部控制責任聲明及內部控制制度建設情況(續)

#### 二、內部控制評價結論

1. 公司於內部控制評價報告基準日，是否存在財務報告內部控制重大缺陷

是  否

2. 財務報告內部控制評價結論

有效  無效

根據公司財務報告內部控制重大缺陷的認定情況，於內部控制評價報告基準日，不存在財務報告內部控制重大缺陷，董事會認為，公司已按照企業內部控制規範體系和相關規定的要求在所有重大方面保持了有效的財務報告內部控制。

3. 是否發現非財務報告內部控制重大缺陷

是  否

根據公司非財務報告內部控制重大缺陷認定情況，於內部控制評價報告基準日，公司未發現非財務報告內部控制重大缺陷。

4. 自內部控制評價報告基準日至內部控制評價報告發出日之間影響內部控制有效性評價結論的因素

適用  不適用

自內部控制評價報告基準日至內部控制評價報告發出日之間未發生影響內部控制有效性評價結論的因素。

5. 內部控制審計意見是否與公司對財務報告內部控制有效性的評價結論一致

是  否

6. 內部控制審計報告對非財務報告內部控制重大缺陷的披露是否與公司內部控制評價報告披露一致

是  否

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告

### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation

##### (i) Scope of the internal control evaluation

The Company determines the main units, business and events and high-risk areas that are included in the scope of the internal control evaluation based on the risk-oriented principle.

- Main entities included in the scope of evaluation include: Beijing Jingcheng Machinery Electric Company Limited's headquarters, Qingdao BYTQ United Digital Intelligence Co., Ltd., Beijing Tianhai Industry Co., Ltd. and its subsidiary companies, include: Beijing Minghui Tianhai Gas Storage and Transportation Equipment Co., Ltd, Beijing Tianhai Cryogenic Equipment Co., Ltd., Kuancheng Tianhai Pressure Containers Co., Ltd., Tianjin Tianhai High Pressure Containers Co., Ltd., Shanghai Tianhai Composite Cylinders Co., Ltd., Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., Jingcheng Holding (Hong Kong) Co., Ltd., BTIC America Corporation and Beijing Jingcheng Haitong Technology Culture Development Co., Ltd..

- The proportion of units included in the evaluation scope:

##### Index 指標

##### Proportion (%) 佔比 (%)

The proportion of the total assets included in the evaluation scope to the consolidated total assets of the Company  
納入評價範圍單位的資產總額佔公司合併財務報表資產總額之比

100

The proportion of the operating income included in the evaluation scope to the consolidated total operating income of the Company  
納入評價範圍單位的營業收入合計佔公司合併財務報表營業收入總額之比

100

### 一、內部控制責任聲明及內部控制制度建設情況(續)

#### 三、內部控制評價工作情況

##### (一) 內部控制評價範圍

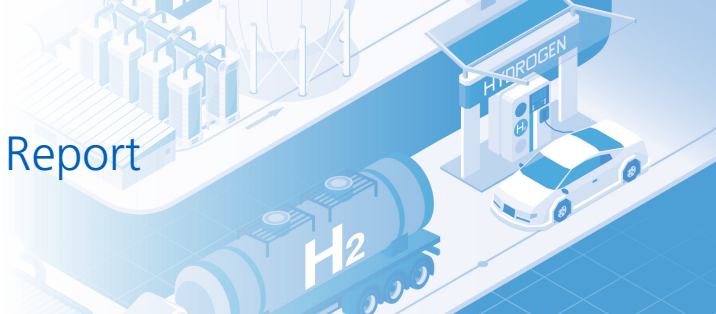
公司按照風險導向原則確定納入評價範圍的主要單位、業務和事項以及高風險領域。

- 納入評價範圍的主要單位包括：北京京城機電股份有限公司本部、青島北洋天青數聯智能有限公司、北京天海工業有限公司以及北京天海工業有限公司下屬單位，包括：北京明暉天海氣體儲運裝備銷售有限公司、北京天海低溫設備有限公司、寬城天海壓力容器有限公司、天津天海高壓容器有限責任公司、上海天海複合氣瓶有限公司、北京天海氫能裝備有限公司、京城控股(香港)有限公司、天海美洲公司、北京京城海通科技文化發展有限公司。

- 納入評價範圍的單位佔比：

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (i) Scope of the internal control evaluation (Continued)

3. Main business and events included in the evaluation scope include:

Organization structure, development strategies, human resources, social responsibilities, fund activities, asset management, procurement business, sales, research and development, legal affairs management, financial reporting, guarantee business, comprehensive budget, contract management, construction projects, production management, tender management, communication of internal information and information systems etc..

Fund activities mainly include financing activities (namely, preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised), investing activities (namely, preparation and approval of investment scheme, formulation and implementation of investment plan, disposal of investment assets), collection, payment and custody of monetary funds (namely, approval, recheck, balance point, bookkeeping, reconciliation, bank account management, bills and seal management), operating of funds (namely, the links in monetary funds, reserves, production funds, new reserves, new monetary fund) and other matters;

Procurement businesses mainly included preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management, etc.;

Asset management mainly included inventories (namely acceptance warehousing, warehousing and deposition, acquiring and sending out, stock-tacking, disposal of inventories and accounting treatment), fixed assets (namely, acceptance, registration, insurance, maintenance, technical improvement, check, mortgage, lease, elimination, sell, lease and accounting treatment), intangible assets (namely, acceptance, use, disposal, accounting treatment) and other matters;

Sales business mainly included sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters.

Research and development mainly included project initialization, R&D process management, conclusion and acceptance, core R&D personnel management, development and protection of results of R&D, evaluation of R&D activities.

### 一、內部控制責任聲明及內部控制制度建設情況(續)

#### 三、內部控制評價工作情況(續)

##### (一) 內部控制評價範圍(續)

3. 納入評價範圍的主要業務和事項包括：

組織架構、發展戰略、人力資源、社會責任、資金活動、資產管理、採購業務、銷售業務、研究與開發、法律事務管理、財務報告、擔保業務、全面預算、合同管理、工程項目、生產管理、招標管理、內部信息傳遞、信息系統等。

資金活動主要包括籌資活動(即籌資方案的編製及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資)、投資活動(即投資方案編製與審批、制定投資計劃、實施投資方案、投資資產處置)、貨幣資金收付及保管(即審批、覆核、收支點、記賬、對賬、銀行賬戶管理、票據與印章管理)、資金營運(即貨幣資金環節、儲備資金環節、生產資金環節、新的儲備資金環節、新的貨幣資金環節)等事項；

採購業務主要包括編製需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理等等事項；

資產管理主要包括存貨(即驗收入庫、倉儲保管、領用發出、盤點清查、存貨處置、賬務處理)、固定資產(即驗收、登記、投保、維護、技改、清查、抵押、租賃、淘汰處置、出售、出租、賬務處理)、無形資產(即驗收、使用、處置、賬務處理)等事項；

銷售業務主要包括銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等事項。

研究與開發主要包括立項、研發過程管理、結題驗收、核心研發人員的管理、研究成果開發、研究成果保護、研發活動評估等等事項。

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告

### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (i) Scope of the internal control evaluation (Continued)

4. The high-risk areas to which required to pay great attention mainly included:

Preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised under financing activities, and preparation and approval of investment scheme, formulation and implementation of investment plan and disposal of investment assets under investment activities;

Preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management under procurement businesses;

Sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters under sales businesses.

5. Whether there is material omission in the entities, businesses and events and high-risk areas that are included in the above-mentioned evaluation scope cover the main aspects of the Company's operation and management  
 Yes  No
6. Is there any statutory exemption  
 Yes  No
7. Other explanation  
 Nil.

### 一、內部控制責任聲明及內部控制制度建設情況 (續)

#### 三、內部控制評價工作情況 (續)

##### (一) 內部控制評價範圍 (續)

4. 重點關注的高風險領域主要包括：

資金活動中籌資活動的籌資方案的編製及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資及投資活動中投資方案的編製與審批、制定投資計劃、實施投資方案、投資資產處置；

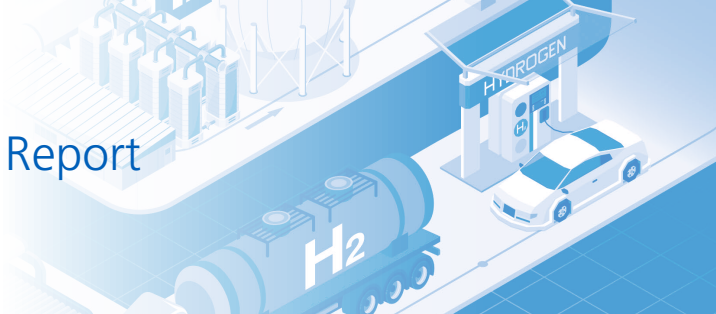
採購業務中編製需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理等事項；

銷售業務中銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等事項。

5. 上述納入評價範圍的單位、業務和事項以及高風險領域涵蓋了公司經營管理的主要方面，是否存在重大遺漏  
 是  否
6. 是否存在法定豁免  
 是  否
7. 其他說明事項  
 無。

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies

The Company organized and conducted its internal control evaluation in accordance with the Basic Standards for Corporate Internal Control.

##### 1. Is there any adjustment of the specific identification criteria of deficiencies in internal control compared to the criteria last year

Yes  No

In view of the size of the Company, industry characteristics, risk preference and tolerance, the Board, in accordance with the requirements for material, major and general deficiencies as specified in the enterprise internal control standard system, differentiated financial reporting related and non-financial reporting related and formulated specific standards for recognition of deficiencies that is applicable to the Company, which are in consistent with those of past years.

##### 2. Identification standards for deficiencies in internal control over financial reporting

The quantitative standards for identifying deficiencies in internal control over financial reporting by the Company are as follows:

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Total operating income 營業收入總額	Misstatement $\geq 0.5\%$ of the total operating income 錯報 $\geq$ 營業收入總額 $0.5\%$	$0.2\%$ of the total operating income $\leq$ misstatement $\leq 0.5\%$ of the total operating income 營業收入總額 $0.2\% \leq$ 錯報 $<$ 營業收入總額 $0.5\%$	Misstatement $< 0.2\%$ of the total operating income 錯報 $<$ 營業收入總額 $0.2\%$
Total profit 利潤總額	Misstatement $\geq 5\%$ of the total profit 錯報 $\geq$ 利潤總額 $5\%$	$2\%$ of the total profit $\leq$ misstatement $< 5\%$ of the total profit 利潤總額 $2\% \leq$ 錯報 $<$ 利潤總額 $5\%$	Misstatement $< 2\%$ of the total profit 錯報 $<$ 利潤總額 $2\%$
Total assets 資產總額	Misstatement $\geq 0.5\%$ of the total assets 錯報 $\geq$ 資產總額 $0.5\%$	$0.2\%$ of the total assets $\leq$ misstatement $< 0.5\%$ of the total assets 資產總額 $0.2\% \leq$ 錯報 $<$ 資產總額 $0.5\%$	Misstatement $< 0.2\%$ of the total assets 錯報 $<$ 資產總額 $0.2\%$
Total owner's equity 所有者權益總額	Misstatement $\geq 0.5\%$ of the total owner's equity 錯報 $\geq$ 所有者權益總額 $0.5\%$	$0.2\%$ of the total owner's equity $\leq$ misstatement $< 0.5\%$ of the total owner's equity 所有者權益總額 $0.2\% \leq$ 錯報 $<$ 所有者權益總額 $0.5\%$	Misstatement $< 0.2\%$ of the total owner's equity 錯報 $<$ 所有者權益總額 $0.2\%$
Remarks: Nil.			說明： 無。

### 一、內部控制責任聲明及內部控制制度建設情況 (續)

#### 三、內部控制評價工作情況 (續)

##### (二) 內部控制評價工作依據及內部控制缺陷認定標準

公司依據企業內部控制規範體系，組織開展內部控制評價工作。

##### 1. 內部控制缺陷具體認定標準是否與以前年度存在調整

是  否

公司董事會根據企業內部控制規範體系對重大缺陷、重要缺陷和一般缺陷的認定要求，結合公司規模、行業特徵、風險偏好和風險承受度等因素，區分財務報告內部控制和非財務報告內部控制，研究確定了適用於本公司的內部控制缺陷具體認定標準，並與以前年度保持一致。

##### 2. 財務報告內部控制缺陷認定標準

公司確定的財務報告內部控制缺陷評價的定量標準如下：



# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告

### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

##### 2. Identification standards for deficiencies in internal control over financial reporting (Continued)

Qualitative standards for evaluation of financial reporting related internal control deficiencies defined by the Company are as follows:

##### Magnitude of Deficiency 缺陷性質

##### Qualitative standards 定性標準

Material deficiencies  
重大缺陷

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the material misstatement in the financial reporting on a timely basis.  
單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中的重大錯報。

In case of the occurrence of the following situations, material deficiencies are recognised: A. Ineffective control environment; B. The misconduct committed by directors, supervisors and members of senior management officers; C. The external audit identifies material misstatement in the current financial report which has not been identified by the Company during its operation; D. Material deficiencies identified and reported to the management have not been rectified after a reasonable period of time; E. The supervision of the Company's audit committee and department of audit and legal affairs over the internal control is proved to be ineffective; F. Other deficiencies which may affect the correct judgment of the statement users.

出現下列情形的，認為重大缺陷：A.控制環境無效；B.董事、監事和高級管理人員舞弊行為；C.外部審計發現當期財務報告存在重大錯報，公司在運行過程中未能發現該錯報；D.已經發現並報告給管理層的重大缺陷在合理的時間後未加以改正；E.公司審計委員會和審計部對內部控制的監督無效；F.其他可能影響報表使用者正確判斷的缺陷。

Major deficiencies

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the misstatement in the financial reporting on a timely basis, which does not reach or exceed the level of importance but is still worth the attention of the management.

重要缺陷

單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中雖然未達到和超過重要性水平，但仍應引起管理層重視的錯報。

General deficiencies  
一般缺陷

Other internal control deficiencies that do not constitute material or major deficiencies.  
不構成重大缺陷或重要缺陷的其他內部控制缺陷。

Remarks:

說明：

Nil.

無。

### 一、內部控制責任聲明及內部控制制度建設情況 (續)

#### 三、內部控制評價工作情況 (續)

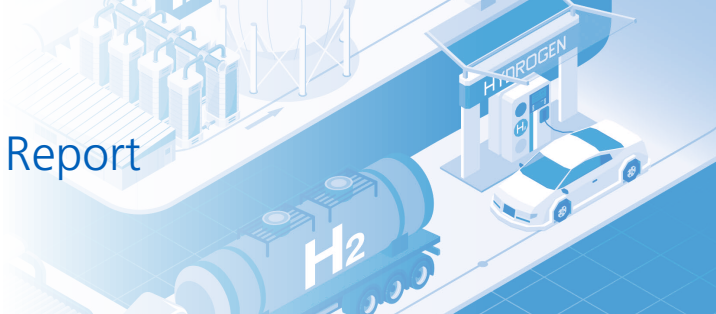
##### (二) 內部控制評價工作依據及內部控制缺陷認定標準 (續)

##### 2. 財務報告內部控制缺陷認定標準 (續)

公司確定的財務報告內部控制缺陷評價的定性標準如下：

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

##### 3. The recognition standards of non-financial reporting related internal control deficiencies

Quantitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Direct property losses amount 直接財產損失金額	More than RMB10 million 1000萬元以上	Between RMB1 million and RMB10 million (RMB10 million inclusive) 100萬元至1000萬元(含1000萬元)	Less than RMB1 million (RMB1 million inclusive) 100萬元(含100萬元)以下
Material adverse effects 重大負面影響	Material adverse effects on the Company and disclosed by way of announcement 對公司造成較大負面影響並以公告形式對外披露	The imposition of punishment by national government authority which does not adversely affect the Company 受到國家政府部門處罰但未對公司造成負面影響	The imposition of punishment by government authority at or below provincial level which does not adversely affect the Company 受到省級(含省級)以下政府部門處罰但未對公司造成負面影響
	Remarks: Nil.		說明: 無。
	Qualitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:		公司確定的非財務報告內部控制缺陷評價的定性標準如下:

#### Magnitude of Deficiency 缺陷性質

#### Qualitative standards 定性標準

Material deficiencies 重大缺陷	In case of the occurrence of the following situations, material deficiencies are recognised: 出現以下情形的，認定為重大缺陷：  A. Violation of the State's laws, regulations or regulatory documents; A. 違反國家法律、法規或規範性文件；  B. Unscientific material decision-making process; B. 重大決策程序不科學；  C. Lack of systems are likely to result in systemic failures; C. 制度缺失可能導致系統性失效；  D. Material or major deficiencies are not rectified; D. 重大或重要缺陷不能得到整改；  E. Other situations that materially affect the Company. E. 其他對公司影響重大的情形。
Major deficiencies 重要缺陷	Save for above, deficiencies for which the severity and economic consequences are less than material deficiencies but which still shall be taken seriously by the Board and management, shall be regarded as major deficiencies. 除上述情形外，嚴重程度和經濟後果低於重大缺陷但仍應引起董事會和管理層重視的缺陷，應將該缺陷認定為重要缺陷。
General deficiencies 一般缺陷	Other internal control deficiencies that do not constitute material or major deficiencies. 不構成重大缺陷或重要缺陷的其他內部控制缺陷。
	Remarks: Nil.
	說明: 無。

### 一、內部控制責任聲明及內部控制制度建設情況(續)

#### 三、內部控制評價工作情況(續)

##### (二) 內部控制評價工作依據及內部控制缺陷認定標準(續)

##### 3. 非財務報告內部控制缺陷認定標準

公司確定的非財務報告內部控制缺陷評價的定量標準如下:

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告

### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (iii) Recognition of internal control deficiencies and rectifications

##### 1. Recognition of internal control deficiencies in financial reporting and rectifications

- 1.1 Material deficiencies  
Whether the Company had material deficiencies in internal control over financial reporting during the Reporting Period  
 Yes  No
- 1.2 Major deficiencies  
Whether the Company had major deficiencies in internal control over financial reporting during the Reporting Period  
 Yes  No
- 1.3 General deficiencies  
During the Reporting Period, the Company had no general deficiencies in the internal control over financial reporting.
- 1.4 After the above rectification, whether the Company had discovered any uncorrected material deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
 Yes  No
- 1.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
 Yes  No

##### 2. Recognition of internal control deficiencies in non-financial reporting and rectifications

- 2.1 Material deficiencies  
Whether the Company had discovered any material deficiencies in the internal control over non-financial reporting during the Reporting Period  
 Yes  No
- 2.2 Major deficiencies  
Whether the Company had discovered any major deficiencies in the internal control over non-financial reporting during the Reporting Period  
 Yes  No
- 2.3 General deficiencies  
General deficiencies may exist in daily operation of the internal control procedures. However, as there was a dual supervision system of self evaluation and internal control audit in the internal control of the Company, the risks were under control which had no or less effect on the non-financial reporting matters of the Company, and the Company was able to carry out timely rectifications on general deficiencies with less effect.

### 一、內部控制責任聲明及內部控制制度建設情況 (續)

#### 三、內部控制評價工作情況 (續)

##### (三) 內部控制缺陷認定及整改情況

##### 1. 財務報告內部控制缺陷認定及整改情況

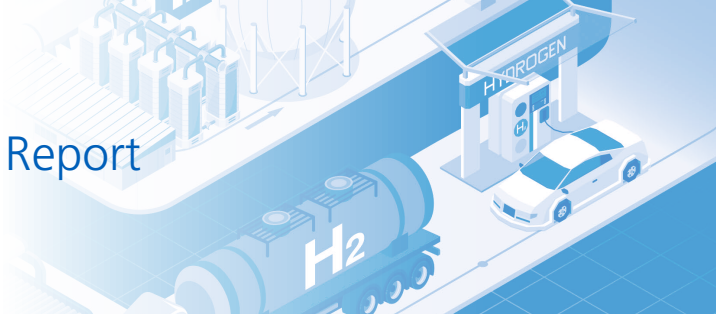
- 1.1 重大缺陷  
報告期內公司是否存在財務報告內部控制重大缺陷  
 是  否
- 1.2 重要缺陷  
報告期內公司是否存在財務報告內部控制重要缺陷  
 是  否
- 1.3 一般缺陷  
報告期內公司未發現財務報告內部控制一般缺陷。
- 1.4 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重大缺陷  
 是  否
- 1.5 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重要缺陷  
 是  否

##### 2. 非財務報告內部控制缺陷認定及整改情況

- 2.1 重大缺陷  
報告期內公司是否發現非財務報告內部控制重大缺陷  
 是  否
- 2.2 重要缺陷  
報告期內公司是否發現非財務報告內部控制重要缺陷  
 是  否
- 2.3 一般缺陷  
內部控制流程在日常運行中可能存在一般缺陷，但由於公司內部控制設有自我評價和內部審計的雙重監督機制，使風險可控，對公司非財務報告事項不構成影響或影響較小，並對有較小影響的一般缺陷進行及時整改。

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (iii) Recognition of internal control deficiencies and rectifications (Continued)

##### 2. Recognition of internal control deficiencies in non-financial reporting and rectifications (Continued)

2.4 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
 Yes  No

2.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
 Yes  No

#### 4. Explanation on other significant matters concerning internal control

##### 1. Rectification of deficiencies in internal control of last year

Applicable  Not applicable

The Company attached great importance to the rectification of deficiencies in internal control and required active implementation of rectifications. The rectification of general deficiencies in internal control as disclosed in the non-financial reporting in the year of 2021 was completed.

##### 2. Operation of the internal control of the year and improvement directions for next year

Applicable  Not applicable

During the Reporting Period, there was no statement on other important issues on internal control nor other internal control information that was likely to have a significant impact on investors' understanding about the internal control self evaluation report, evaluating the internal control conditions or making investment decisions. After evaluation and tests of the internal control, the design and operation of the internal control system of the Company is reasonable and effective and no material and major deficiencies were identified.

In 2023, the Company will continue to improve the internal control system, standardize the implementation of the internal control system, strengthen the supervision and inspection in internal control, and promote the healthy, stable and longterm development of the Company based on such evaluation.

##### 3. Explanation on other significant matters

Applicable  Not applicable

Chairman (who is authorised by the Board): Wang Jun  
Beijing Jingcheng Machinery Electric Company Limited  
28 March 2024

### 一、內部控制責任聲明及內部控制制度建設情況 (續)

#### 三、內部控制評價工作情況 (續)

##### (三) 內部控制缺陷認定及整改情況 (續)

##### 2. 非財務報告內部控制缺陷認定及整改情況 (續)

2.4. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重大缺陷  
 是  否

2.5. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重要缺陷  
 是  否

#### 四.其他內部控制相關重大事項說明

##### 1. 上一年度內部控制缺陷整改情況

適用  不適用

公司對內部控制缺陷整改情況高度重視，並要求積極落實整改。2021年度披露的非財務報告內部控制一般缺陷已整改完成。

##### 2. 本年度內部控制運行情況及下一年度改進方向

適用  不適用

報告期內，公司無其他內部控制相關重大事項說明，也不存在其他可能對投資者理解內部控制評價報告、評價內部控制情況或進行投資決策產生重大影響的其他內部控制信息。通過內部控制的評價和測試，公司的內部控制制度設計合理、運行有效，未發現重大缺陷和重要缺陷。

2023年度，公司將在本次評價的基礎上繼續完善內部控制制度，規範內部控制制度執行，強化內部控制監督管理，保持公司健康穩定長遠發展。

##### 3. 其他重大事項說明

適用  不適用

董事長(已經董事會授權)：李俊杰  
北京京城機電股份有限公司  
2024年3月28日

## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

## II. Description of matters regarding the Internal Control Audit Report

### Internal Control Audit Report

D. H.N.Z[2024]No.0011000118

To All Shareholders of Beijing Jingcheng Machinery Electric Company Limited:

We have audited the effectiveness of internal control over financial reporting of Beijing Jingcheng Machinery Electric Company Limited (“the Company”) as of December 31, 2023 based on criteria established in Audit Guidelines for Enterprise Internal Control and related standards established in the Professional Standards for Certified Public Accountants of China.

### I. Enterprise’s Responsibilities for Internal Control

According to Basic Standards for Enterprise Internal Control, Implementation Guidelines for Enterprise Internal Control and Guidelines for Evaluation and Assessment on Effectiveness of Enterprise Internal Control, the board of directors of the enterprise is responsible for maintaining effective internal control over financial reporting and assessment of effectiveness of internal control over financial reporting.

### II. Auditor’s Responsibilities

Our responsibility is to express an opinion on the effectiveness of the internal control over financial reporting and to disclose any material weaknesses of internal control over non-financial reporting matters we noticed based on our audits.

### III. Inherent Limitations of Internal Control

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### IV. Opinion

In our opinion, the Company maintained, in all material aspects, effective internal control over financial reporting as of December 31, 2023, based on Basic Standards for Enterprise Internal Control and related rules.

### Da Hua Certified Public Accountants (Special General Partnership)

大華會計師事務所(特殊普通合夥)

Beijing, China  
中國•北京

27 March 2024  
二〇二四年三月二十七日

Note:

This Report has been prepared in both Chinese and English. Should there be any discrepancies or misunderstandings between the two versions, the Chinese version shall prevail.

## 二、內部控制審計報告的相關情況說明

### 內部控制審計報告

大華內字[2024]0011000118號

北京京城機電股份有限公司全體股東：

按照《企業內部控制審計指引》及中國註冊會計師執業準則的相關要求，我們審計了北京京城機電股份有限公司(「公司」)截至2023年12月31日的財務報告內部控制的有效性。

### 一、企業對內部控制的責任

按照《企業內部控制基本規範》、《企業內部控制應用指引》、《企業內部控制評價指引》的規定，建立健全和有效實施內部控制，並評價其有效性是企業董事會的責任。

### 二、註冊會計師的責任

我們的責任是在實施審計工作的基礎上，對財務報告內部控制的有效性發表審計意見，並對注意到的非財務報告內部控制的重大缺陷進行披露。

### 三、內部控制的固有局限性

內部控制具有固有局限性，存在不能防止和發現錯報的可能性。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制審計結果推測未來內部控制的有效性具有一定風險。

### 四、財務報告內部控制審計意見

我們認為，公司於2023年12月31日按照《企業內部控制基本規範》和相關規定在所有重大方面保持了有效的財務報告內部控制。

Certified Public Accountant of China:

(Project partner) **Zhang Xinfa**

中國註冊會計師：  
(項目合夥人)張新發

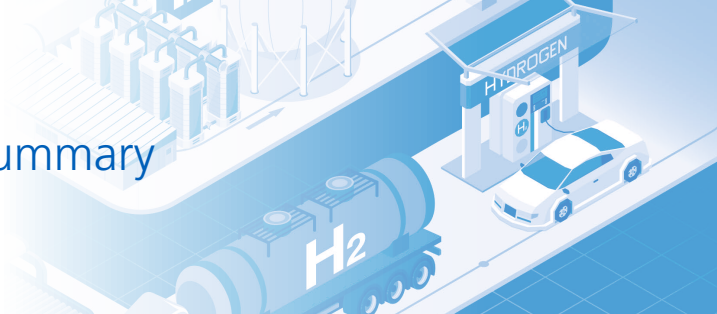
Certified Public Accountant of China: **Wang Jiatong**

中國註冊會計師：王佳彤



## Section 14 Five Years' Financial Summary

### 第十四節 五年業績摘要



The audited consolidated operating results and the audited balance sheet of the Company for each of the five years ended 31 December 2023 were summarized as follows:

本公司截至2023年12月31日止年度前五年每年之審定後綜合經營成果及審定後資產及負債情況匯總如下：

#### I. Operating Results (Prepared under the PRC Accounting Standards)

#### 一、經營結果(根據中國會計準則編製)

		2023 RMB'0,000 人民幣萬元	2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元	2019 RMB'0,000 人民幣萬元
Turnover	營業額	140,549.57	137,226.12	118,266.45	108,829.65	112,572.17
Total profit	利潤總額	-5,337.22	2,177.78	-3707.70	12,200.12	-15,981.94
Income taxes expense	所得稅費用	2,287.98	800.19	415.89	263.68	270.74
Net profit attributable to shareholders of parent company	歸屬於母公司股東的淨利潤	-5,167.51	1,831.52	-2,328.23	15,643.17	-13,003.68
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	-5,070.95	2,147.41	67,765.56	69,947.26	33,728.61
Minority equity	少數股東權益	-2,447.57	-421.21	28,375.64	30,213.23	36,333.92

#### II. Assets and liabilities (Prepared under the PRC Accounting Standards)

#### 二、資產及負債(根據中國會計準則編製)

		2023 RMB'0,000 人民幣萬元	2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元	2019 RMB'0,000 人民幣萬元
Assets	資產					
Current assets	流動資產	127,714.11	106,302.87	70,712.98	85,922.97	78,256.08
Non-current assets	非流動資產	153,520.25	143,297.56	86,131.89	83,620.11	88,827.87
Total assets	總資產	281,234.36	249,600.43	156,844.88	170,543.09	167,083.95
Liabilities	負債					
Current liabilities	流動負債	77,514.30	61,968.50	53,672.97	64,725.54	78,312.06
Non-current liabilities	非流動負債	65,879.37	46,315.85	7,030.70	4,657.05	18,709.36
Total liabilities	總負債	143,393.68	108,284.36	60,703.67	69,382.59	97,021.42
Shareholders' equity	股東權益					
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	106,591.06	107,561.79	67,765.56	69,947.26	33,728.61
Minority equity	少數股東權益	31,249.62	33,754.29	28,375.64	30,213.23	39,639.26
Shareholders' equity	股東權益	137,840.68	141,316.07	96,141.20	100,160.49	86,326.89



# Section 14 Five Years' Financial Summary

## 第十四節 五年業績摘要

### 10. Changes in significant accounting policy

(Continued)

Unit: Yuan Currency: RMB

### 10. 重要會計政策變更 (續)

單位：元 幣種：人民幣

Contents and reasons of changes in accounting policies	Financial statement items affected 受重要影響的報表項目名稱	Amount affected 影響金額
會計政策變更的內容和原因		
<p>In November 2022, the Ministry of Finance issued Interpretation No. 16 of the Accounting Standards for Business Enterprises (CK [2022] No. 31) (hereinafter referred to as "Interpretation No. 16") contains provisions on contents of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption", "accounting treatment for the income tax impact of financial instruments classified as equity instruments by the issuer" and "accounting treatment for the modification of cash-settled share-based payments to equity-settled share-based payments", among them, the content of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption" has been effective since 1 January 2023.</p> <p>財政部於2022年11月發佈了《企業會計準則解釋第16號》(財會[2022]31號)(以下簡稱解釋第16號)。規定了「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」、「關於發行方分類為權益工具的金融工具相關股利的所得稅影響的會計處理」、「關於企業將以現金結算的股份支付修改為以權益結算的股份支付的會計處理」內容，其中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」內容自2023年1月1日起施行。</p>	Undistributed profits	3,352,802.50
	未分配利潤	
<p>In November 2022, the Ministry of Finance issued Interpretation No. 16 of the Accounting Standards for Business Enterprises (CK [2022] No. 31) (hereinafter referred to as "Interpretation No. 16") contains provisions on contents of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption", "accounting treatment for the income tax impact of financial instruments classified as equity instruments by the issuer" and "accounting treatment for the modification of cash-settled share-based payments to equity-settled share-based payments", among them, the content of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption" has been effective since 1 January 2023.</p> <p>財政部於2022年11月發佈了《企業會計準則解釋第16號》(財會[2022]31號)(以下簡稱解釋第16號)。規定了「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」、「關於發行方分類為權益工具的金融工具相關股利的所得稅影響的會計處理」、「關於企業將以現金結算的股份支付修改為以權益結算的股份支付的會計處理」內容，其中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」內容自2023年1月1日起施行。</p>	Undistributed profits	3,326,463.42
	少數股東權益	

# Section 14 Five Years' Financial Summary

## 第十四節 五年業績摘要

### 10. Changes in significant accounting policy

(Continued)

Other Description:

**Contents and reasons of changes in accounting policies**  
會計政策變更的內容和原因

In November 2022, the Ministry of Finance issued Interpretation No. 16 of the Accounting Standards for Business Enterprises (CK [2022] No. 31) (hereinafter referred to as "Interpretation No. 16") contains provisions on contents of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption", "accounting treatment for the income tax impact of financial instruments classified as equity instruments by the issuer" and "accounting treatment for the modification of cash-settled share-based payments to equity-settled share-based payments", among them, the content of "accounting treatment for deferred income tax related to assets and liabilities arising from individual transactions not eligible for initial recognition exemption" has been effective since 1 January 2023.

財政部於2022年11月發佈了《企業會計準則解釋第16號》(財會〔2022〕31號)(以下簡稱解釋第16號)。規定了「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」、「關於發行方分類為權益工具的金融工具相關股利的所得稅影響的會計處理」、「關於企業將以現金結算的股份支付修改為以權益結算的股份支付的會計處理」內容，其中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」內容自2023年1月1日起施行。

**Impact of consolidated financial statements:**

Unit: Yuan Currency: RMB

### 10. 重要會計政策變更 (續)

其他說明：

**Remarks**  
備註

The Group has implemented relevant accounting treatment from 1 January 2023 and handled it in accordance with relevant connection regulations. Retroactive adjustments are made for comparable periods, and the cumulative effect is adjusted to the beginning retained earnings and other relevant financial statement items in the earliest period presented in the financial statements. The impact of Interpretation No. 16 on the Group's financial position and operating results is detailed in the following table

本集團自2023年1月1日開始執行相關會計處理，並按照有關的銜接規定進行了處理。對可比期間進行追溯調整，並將累積影響數調整財務報表列報最早期間的期初留存收益及其他相關財務報表項目。執行解釋第16號對集團財務狀況和經營成果影響詳見下表

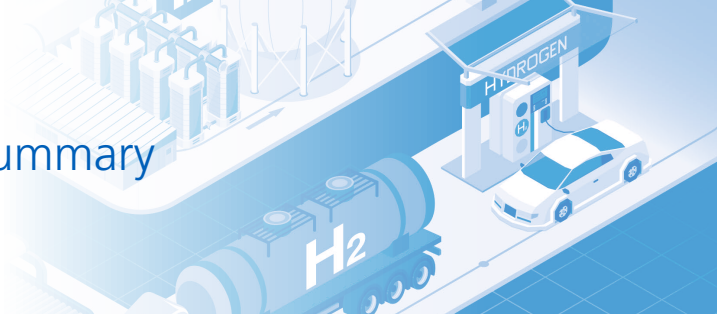
合併財務報表影響：

單位：元 幣種：人民幣

Affected items	受影響的項目	1 January 2023 2023年1月1日		
		Before adjustment 調整前	Adjustment amount 調整金額	After adjustment 調整後
<b>Total assets</b>	<b>資產合計</b>	<b>2,434,589,099.53</b>	<b>61,415,208.60</b>	<b>2,496,004,308.13</b>
Including: Deferred tax assets	其中：遞延所得稅資產	8,340,599.88	61,415,208.60	69,755,808.48
<b>Total liabilities</b>	<b>負債合計</b>	<b>1,028,107,632.72</b>	<b>54,735,942.68</b>	<b>1,082,843,575.40</b>
Including: Deferred tax liabilities	其中：遞延所得稅負債	7,255,633.01	54,735,942.68	61,991,575.69
<b>Total shareholders' equity</b>	<b>股東合計</b>	<b>1,406,481,466.81</b>	<b>6,679,265.92</b>	<b>1,413,160,732.73</b>
Including: Undistributed profits	其中：未分配利潤	-669,031,286.39	3,352,802.50	-665,678,483.89
Non-controlling interests	少數股東權益	334,216,404.18	3,326,463.42	337,542,867.60
<b>Net profit</b>	<b>淨利潤</b>	<b>14,054,155.76</b>	<b>-278,286.08</b>	<b>13,775,869.68</b>
Including: Net profits attributable to owners of the parent company	其中：歸屬於母公司所有者的淨利潤	18,302,413.93	12,741.17	18,315,155.10
Non-controlling interests	少數股東損益	-4,248,258.17	-291,027.25	-4,539,285.42
Investment income	投資收益	25,075,531.62	277,429.34	25,352,960.96
Non-operating revenue	營業外收入	12,213,843.95	147,652.68	12,361,496.63
Income tax expenses	所得稅費用	7,298,542.11	703,368.10	8,001,910.21

## Section 14 Five Years' Financial Summary

### 第十四節 五年業績摘要



#### 10. Changes in significant accounting policy

(Continued)

Impact on the financial statements of the parent company:

Unit: Yuan Currency: RMB

Affected items	受影響的項目
<b>Total assets</b>	資產合計
Including: Deferred tax assets	其中：遞延所得稅資產
<b>Total liabilities</b>	負債合計
Including: Deferred tax liabilities	其中：遞延所得稅負債
<b>Total shareholders' equity</b>	股東合計
Including: Undistributed profits	其中：未分配利潤
<b>Net profit</b>	淨利潤
Including: Income tax expenses	其中：所得稅費用

Chairman: Li Junjie

Date of approval for distribution by the Board: 28 March 2024

#### Information amendment

Applicable  Not applicable

#### 10. 重要會計政策變更 (續)

母公司財務報表影響：

單位：元 幣種：人民幣

	Before adjustment 調整前	1 January 2023 2023年1月1日 Adjustment 調整金額	After adjustment 調整後
<b>Total assets</b>	1,729,513,005.40	460,670.43	1,729,973,675.83
Including: Deferred tax assets	0.00	460,670.43	460,670.43
<b>Total liabilities</b>	83,726,308.03	529,866.64	84,256,174.67
Including: Deferred tax liabilities	0.00	529,866.64	529,866.64
<b>Total shareholders' equity</b>	1,645,786,697.37	-69,196.21	1,645,717,501.16
Including: Undistributed profits	-58,367,317.04	-69,196.21	-58,436,513.25
<b>Net profit</b>	-3,832,348.54	-69,196.21	-3,901,544.75
Including: Income tax expenses	0.00	69,196.21	69,196.21

董事長：李俊杰

董事會批准報送日期：2024年3月28日

#### 修訂信息

適用  不適用



